

AMERICAN INTERNATIONAL GROUP INC  
Form 10-Q  
November 03, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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, 2016**

**Commission File Number 1-8787**

**American International Group, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**

(State or other jurisdiction of

incorporation or organization)

**13-2592361**

(I.R.S. Employer

Identification No.)

**175 Water Street, New York, New York**

(Address of principal executive offices)

**10038**

(Zip Code)

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

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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      Smaller reporting company

(Do not check if a  
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 November 2, 2016, there were 1,027,135,119 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, 2016**

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# **PART I – FINANCIAL INFORMATION**

## **Item 1. Financial Statements**

### **American International Group, Inc.**

### **CONDENSED Consolidated Balance Sheets (*unaudited*)**

*(in millions, except for share data)*

#### **Assets:**

Investments:

Fixed maturity securities:

Bonds available for sale, at fair value (amortized cost: 2016 - \$241,415; 2015 - \$240,968)

Other bond securities, at fair value (See Note 6)

Equity Securities:

Common and preferred stock available for sale, at fair value (cost: 2016 - \$1,167; 2015 - \$1,379)

Other common and preferred stock, at fair value (See Note 6)

Mortgage and other loans receivable, net of allowance (portion measured at fair value: 2016 - \$11; 2015 - \$11)

Other invested assets (portion measured at fair value: 2016 - \$7,092; 2015 - \$8,912)

Short-term investments (portion measured at fair value: 2016 - \$2,724; 2015 - \$2,591)

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

Other assets, including restricted cash of \$196 in 2016 and \$170 in 2015

(portion measured at fair value: 2016 - \$2,133; 2015 - \$1,309)

Separate account assets, at fair value

Assets held for sale

#### **Total assets**

#### **Liabilities:**

Liability for unpaid losses and loss adjustment expenses

Unearned premiums

Future policy benefits for life and accident and health insurance contracts

Policyholder contract deposits (portion measured at fair value: 2016 - \$4,049; 2015 - \$2,325)

Other policyholder funds (portion measured at fair value: 2016 - \$6; 2015 - \$6)

Other liabilities (portion measured at fair value: 2016 - \$2,894; 2015 - \$2,082)

Long-term debt (portion measured at fair value: 2016 - \$3,664; 2015 - \$3,670)

Separate account liabilities

Liabilities held for sale

**Total liabilities**

**Contingencies, commitments and guarantees (see Note 10)**

**AIG shareholders' equity:**

Common stock, \$2.50 par value; 5,000,000,000 shares authorized; shares issued: 2016 - 1,906,671,492 and 2015 - 1,906,671,492

Treasury stock, at cost; 2016 - 863,782,936 shares; 2015 - 712,754,875 shares of common stock

Additional paid-in capital

Retained earnings

Accumulated other comprehensive income

**Total AIG shareholders' equity**

**Non-redeemable noncontrolling interests**

**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  
(LOSS) (unaudited)**

	Three Months Ended September 30,	
	2016	2015
<i>(dollars in millions, except per share data)</i>		
<b>Revenues:</b>		
Premiums	\$ 8,581	\$ 8,862
Policy fees	646	701
Net investment income	3,783	3,206
Net realized capital gains (losses):		
Total other-than-temporary impairments on available for sale securities	(58)	(225)
Portion of other-than-temporary impairments on available for sale fixed maturity securities recognized in Other comprehensive income (loss)	(14)	(17)
Net other-than-temporary impairments on available for sale securities recognized in net income (loss)	(72)	(242)
Other realized capital gains (losses)	(693)	(100)
Total net realized capital gains (losses)	(765)	(342)
Other income	609	395
<b>Total revenues</b>	<b>12,854</b>	<b>12,822</b>
<b>Benefits, losses and expenses:</b>		
Policyholder benefits and losses incurred	7,489	6,936
Interest credited to policyholder account balances	887	881
Amortization of deferred policy acquisition costs	1,018	1,275
General operating and other expenses	2,536	3,175
Interest expense	329	321
Loss (gain) on extinguishment of debt	(14)	346
Net (gain) loss on sale of divested businesses	(128)	3
<b>Total benefits, losses and expenses</b>	<b>12,117</b>	<b>12,937</b>
<b>Income (loss) from continuing operations before income tax expense</b>	<b>737</b>	<b>(115)</b>
<b>Income tax expense</b>	<b>304</b>	<b>65</b>
<b>Income (loss) from continuing operations</b>	<b>433</b>	<b>(180)</b>
<b>Income (loss) from discontinued operations, net of income tax expense</b>	<b>3</b>	<b>(17)</b>
<b>Net income (loss)</b>	<b>436</b>	<b>(197)</b>
<b>Less:</b>		
<b>Net income (loss) from continuing operations attributable to noncontrolling interests</b>	<b>(26)</b>	<b>34</b>
<b>Net income (loss) attributable to AIG</b>	<b>\$ 462</b>	<b>\$ (231)</b>

**Income (loss) per common share attributable to AIG:**

Basic:

Income (loss) from continuing operations	\$	0.43	\$	(0.17)	\$
Income (loss) from discontinued operations	\$	-	\$	(0.01)	\$
Net income (loss) attributable to AIG	\$	0.43	\$	(0.18)	\$

Diluted:

Income (loss) from continuing operations	\$	0.42	\$	(0.17)	\$
Income (loss) from discontinued operations	\$	-	\$	(0.01)	\$
Net income (loss) attributable to AIG	\$	0.42	\$	(0.18)	\$

**Weighted average shares outstanding:**

Basic	1,071,295,892	1,279,072,748
Diluted	1,102,400,770	1,279,072,748

<b>Dividends declared per common share</b>	\$	0.320	\$	0.280	\$
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*See accompanying Notes to Condensed Consolidated Financial Statements.*

**TABLE OF CONTENTS****Item 1 / Financial statements****American International Group, Inc.****CONDENSED Consolidated Statements of Comprehensive Income (Loss) (unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
<i>(in millions)</i>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
<b>Net income (loss)</b>	<b>\$ 436</b>	<b>\$ (197)</b>	<b>\$2,157</b>	<b>\$ 4,000</b>
<b>Other comprehensive income (loss), net of tax</b>				
Change in unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken	<b>217</b>	<b>(61)</b>	<b>(110)</b>	<b>(7)</b>
Change in unrealized appreciation (depreciation) of all other investments	<b>466</b>	<b>(857)</b>	<b>6,302</b>	<b>(3,300)</b>
Change in foreign currency translation adjustments	<b>111</b>	<b>(238)</b>	<b>332</b>	<b>(7)</b>
Change in retirement plan liabilities adjustment	<b>4</b>	<b>92</b>	<b>(4)</b>	<b>(4)</b>
<b>Other comprehensive income (loss)</b>	<b>798</b>	<b>(1,064)</b>	<b>6,520</b>	<b>(4,000)</b>
<b>Comprehensive income (loss)</b>	<b>1,234</b>	<b>(1,261)</b>	<b>8,677</b>	<b>0</b>
<b>Comprehensive income (loss) attributable to noncontrolling interests</b>	<b>(26)</b>	<b>33</b>	<b>(35)</b>	<b>(35)</b>
<b>Comprehensive income (loss) attributable to AIG</b>	<b>\$1,260</b>	<b>\$ (1,294)</b>	<b>\$8,712</b>	<b>\$ 0</b>

See accompanying Notes to Condensed Consolidated Financial Statements.

**TABLE OF CONTENTS****Item 1 / Financial statements****American International Group, Inc.****CONDENSED CONSOLIDATED Statements of Equity**  
**(unaudited)**

	Common Stock	Treasury Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income
<i>(in millions)</i>					
<b>Nine Months Ended September 30, 2016</b>					
Balance, beginning of year	\$ 4,766	\$ (30,098)	\$ 81,510	\$ 30,943	\$ 2,537
Common stock issued under stock plans	-	86	(173)	-	-
Purchase of common stock	-	(8,506)	-	-	-
Net income (loss) attributable to AIG or noncontrolling interests	-	-	-	2,192	-
Dividends	-	-	-	(1,051)	-
Other comprehensive income	-	-	-	-	6,520
Current and deferred income taxes	-	-	19	-	-
Net increase due to acquisitions and consolidations	-	-	-	-	-
Contributions from noncontrolling interests	-	-	-	-	-
Distributions to noncontrolling interests	-	-	-	-	-
Other	-	-	(75)	(7)	-
Balance, end of period	\$ 4,766	\$ (38,518)	\$ 81,281	\$ 32,077	\$ 9,057
<b>Nine Months Ended September 30, 2015</b>					
Balance, beginning of year	\$ 4,766	\$ (19,218)	\$ 80,958	\$ 29,775	\$ 10,617
Purchase of common stock	-	(7,663)	-	-	-
Net income attributable to AIG or noncontrolling interests	-	-	-	4,037	-
Dividends	-	-	-	(687)	-
Other comprehensive loss	-	-	-	-	(4,060)
Deferred income taxes	-	-	(7)	-	-
Net increase due to acquisitions and consolidations	-	-	-	-	-
Contributions from noncontrolling interests	-	-	-	-	-
Distributions to noncontrolling interests	-	-	-	-	-
Other	-	-	484	(3)	-
Balance, end of period	\$ 4,766	\$ (26,881)	\$ 81,435	\$ 33,122	\$ 6,557
<i>See accompanying Notes to Condensed Consolidated Financial Statements.</i>					



**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)*

	2016	2015
<b>Cash flows from operating activities:</b>		
Net income	\$ 2,157	\$ 4,000
(Income) loss from discontinued operations	54	
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>		
<b>Noncash revenues, expenses, gains and losses included in income (loss):</b>		
Net gains on sales of securities available for sale and other assets	(1,125)	(66)
Net (gain) loss on sale of divested businesses	(351)	
Losses on extinguishment of debt	76	79
Unrealized (gains) losses in earnings - net	1,396	(55)
Equity in (income) loss from equity method investments, net of dividends or distributions	50	(68)
Depreciation and other amortization	2,814	3,500
Impairments of assets	872	80
<b>Changes in operating assets and liabilities:</b>		
Insurance reserves	700	(1,610)
Premiums and other receivables and payables - net	347	(38)
Reinsurance assets and funds held under reinsurance treaties	(1,234)	1,300
Capitalization of deferred policy acquisition costs	(3,598)	(4,370)
Current and deferred income taxes - net	962	1,700
Other, net	(1,367)	(1,840)
Total adjustments	(458)	(1,830)
<b>Net cash provided by operating activities</b>	<b>1,753</b>	<b>2,200</b>
<b>Cash flows from investing activities:</b>		
Proceeds from (payments for)		
Sales or distributions of:		
Available for sale investments	22,077	20,800
Other securities	3,367	4,800
Other invested assets	5,255	7,000
Maturities of fixed maturity securities available for sale	18,210	18,400
Principal payments received on and sales of mortgage and other loans receivable	4,435	3,200
Purchases of:		
Available for sale investments	(42,572)	(36,330)
Other securities	(557)	(1,620)
Other invested assets	(2,472)	(2,670)
Mortgage and other loans receivable	(7,784)	(6,840)

Net change in restricted cash	(49)	1,4
Net change in short-term investments	(855)	(1,02
Other, net	1,270	(77
<b>Net cash provided by investing activities</b>	<b>325</b>	<b>6,6</b>
<b>Cash flows from financing activities:</b>		
Proceeds from (payments for)		
Policyholder contract deposits	13,584	12,2
Policyholder contract withdrawals	(9,986)	(10,80
Issuance of long-term debt	11,430	6,4
Repayments of long-term debt	(7,683)	(8,34
Purchase of common stock	(8,506)	(7,47
Dividends paid	(1,051)	(68
Other, net	915	(42
<b>Net cash used in financing activities</b>	<b>(1,297)</b>	<b>(9,06</b>
<b>Effect of exchange rate changes on cash</b>	<b>88</b>	<b>(3</b>
Net increase (decrease) in cash	869	(18
Cash at beginning of year	1,629	1,7
<b>Cash at end of period</b>	<b>\$ 2,498</b>	<b>\$ 1,5</b>

### Supplementary Disclosure of Condensed Consolidated Cash Flow Information

#### Cash paid during the period for:

Interest	\$ 1,009	\$ 1,112
Taxes	\$ 208	\$ 406

#### Non-cash investing/financing activities:

Interest credited to policyholder contract deposits included in financing activities	\$ 2,691	\$ 2,801
Non-cash consideration received from sale of AerCap	\$ -	\$ 500

See accompanying Notes to Condensed Consolidated Financial Statements.

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### **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 global insurance organization serving customers in more than 100 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, 2015 (2015 Annual Report). The condensed consolidated financial information as of December 31, 2015 included herein has been derived from the audited Consolidated Financial Statements in the 2015 Annual Report.

Certain of our foreign subsidiaries included in the Condensed Consolidated Financial Statements report on different fiscal-period bases. The effect on our 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 considered for adjustment and/or disclosure. 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, 2016 and prior to the issuance of these Condensed Consolidated Financial Statements.

### **Sales of Businesses**

NSM



On August 31, 2016, we sold our controlling interest in NSM Insurance Group (NSM), a managing general agent to ABRY Partners, a private equity firm, for consideration of \$201 million resulting in a pre-tax gain of approximately \$105 million in the third quarter of 2016. We retained an equity interest in a newly formed joint venture and will continue to provide underwriting capacity to NSM, and we retained exclusive renewal rights for certain business written through NSM.

In addition, see Note 4 to the Condensed Consolidated Financial Statements for information regarding recent sales of businesses that are classified as held-for-sale.

#### 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

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### **Item 1 / NOTE 1. BASIS OF PRESENTATION**

#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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.

In June 2015, we sold 86.9 million ordinary shares of AerCap by means of an underwritten public offering of 71.2 million ordinary shares and a private sale of 15.7 million ordinary shares to AerCap. We received cash proceeds of approximately \$3.7 billion, reflecting proceeds of approximately \$3.4 billion from the underwritten offering and cash proceeds of \$250 million from the private sale of shares to AerCap. In connection with the closing of the private sale of shares to AerCap, we also received \$500 million of 6.50% fixed-to-floating rate junior subordinated notes issued by AerCap Global Aviation Trust and guaranteed by AerCap and certain of its subsidiaries. These notes, included in Bonds available for sale, mature in 2045 and are callable beginning in 2025. We accounted for our interest in AerCap using the equity method of accounting through the date of the June 2015 sale, and as available for sale thereafter. In August 2015, we sold our remaining 10.7 million ordinary shares of AerCap by means of an underwritten public offering and received proceeds of approximately \$500 million.

#### **Use of Estimates**

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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;
- liability for unpaid losses and loss adjustment expenses;
- 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 other invested assets, including 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.

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### **Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Accounting Standards Adopted During 2016**

##### **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.

We adopted the standard prospectively on its required effective date of January 1, 2016. The adoption of this standard did not 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.

We adopted the standard retrospectively on its required effective date of January 1, 2016. The adoption of this standard did not have a material effect on our consolidated financial condition, results of operations or cash flows.

##### **Consolidation: Amendments to the Consolidation Analysis**

In February 2015, the FASB issued an accounting standard that affects reporting entities that are required to evaluate whether they should consolidate certain legal entities. Specifically, the amendments modify the evaluation of whether limited partnerships and similar legal entities are variable interest entities (VIEs) or

voting interest entities; eliminate the presumption that a general partner should consolidate a limited partnership; affect the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and provide a scope exception from consolidation guidance for reporting entities with interests in legal entities that are required to comply with or operate in accordance with requirements that are similar to those in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds.

We adopted the standard prospectively on its required effective date of January 1, 2016. The adoption of this standard did not have a material effect on our consolidated financial condition, results of operations or cash flows.

#### Customer's Accounting for Fees Paid in a Cloud Computing Arrangement

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In April 2015, the FASB issued an accounting standard that provides guidance to customers about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license the customer should account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance does not change generally accepted accounting principles applicable to a customer's

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### **Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

accounting for service contracts. Consequently, all software licenses will be accounted for consistent with other licenses of intangible assets.

We adopted this standard prospectively on its required effective date of January 1, 2016. The adoption of this standard did not have a material effect on our consolidated financial condition, results of operations or cash flows.

#### **Simplifying the Presentation of Debt Issuance Costs**

In April 2015, the FASB issued an accounting standard that amends the guidance for debt issuance costs by requiring such costs to be presented as a deduction to the corresponding debt liability, rather than as an asset, and for the amortization of such costs to be reported as interest expense. The amendments are intended to simplify the presentation of debt issuance costs and make it consistent with the presentation of debt discounts or premiums. The amendments, however, do not change the recognition and measurement guidance applicable to debt issuance costs.

We adopted this standard on a retrospective basis on January 1, 2016, its required effective date. Because the new standard did not affect accounting recognition or measurement of debt issuance costs, the adoption of the standard did not have a material effect on our consolidated financial condition, results of operations or cash flows.

#### **Disclosures for Investments in Certain Entities that Calculate Net Asset Value per Share (or its Equivalent)**

In May 2015, the FASB amended guidance on fair value disclosures for investments for which fair value is measured using the net asset value (NAV) per share (or its equivalent) as a practical expedient. The amendments in this update remove the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the NAV per share practical expedient. In addition, the amendment removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the NAV per share as a practical expedient.

We adopted the standard on its required effective date of January 1, 2016 on a retrospective basis. The adoption of this standard did not have a material effect on our consolidated financial condition, results of operations or cash flows.

## Future Application of Accounting Standards

### 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 certain other agreements that are governed under other GAAP guidance, but could affect the revenue recognition for certain of our other activities.

The standard is effective for interim and annual reporting periods beginning after December 15, 2017 and may be applied retrospectively or through a cumulative effect adjustment to retained earnings at the date of adoption. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. We plan to adopt the standard on its required effective date of January 1, 2018 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.

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### **Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **Short Duration Insurance Contracts**

In May 2015, the FASB issued an accounting standard that requires additional disclosures (including accident year information) for short-duration insurance contracts. New disclosures about the liability for unpaid losses and loss adjustment expenses will be required. The annual disclosures by accident year include: disaggregated net incurred and paid claims development tables segregated by business type (not required to exceed 10 years), reconciliation of total net reserves included in development tables to the reported liability for unpaid losses and loss adjustment expenses, incurred but not reported (IBNR) information, quantitative information and a qualitative description about claim frequency, and the average annual percentage payout of incurred claims. Further, the new standard requires, when applicable, disclosures about discounting liabilities for unpaid losses and loss adjustment expenses and significant changes and reasons for changes in methodologies and assumptions used to determine unpaid losses and loss adjustment expenses.

The standard is effective for annual reporting periods beginning after December 15, 2015 including interim reporting periods thereafter and must be applied retrospectively. While early adoption is permitted, we plan to adopt the standard on its required effective date. The standard requires additional disclosures only and the adoption of the standard will have no effect on our consolidated financial condition, results of operations or cash flows. In addition, the roll forward of the liability for unpaid losses and loss adjustment expenses currently disclosed in annual financial statements will be required for interim periods beginning in the first quarter of 2017.

### **Recognition and Measurement of Financial Assets and Financial Liabilities**

In January 2016, the FASB issued an accounting standard that affects the recognition, measurement, presentation, and disclosure of financial instruments. Specifically, under the new standard, equity investments (other than those accounted for using the equity method of accounting or those subject to consolidation) will be measured at fair value with changes in fair value recognized in earnings. Also, for those financial liabilities for which fair value option accounting has been elected, the new standard requires changes in fair value due to instrument-specific credit risk to be presented separately in other comprehensive income. The standard updates certain fair value disclosure requirements for financial instruments carried at amortized cost.

The standard is effective for interim and annual reporting periods beginning after December 15, 2017. Early



adoption of certain provisions is permitted. We are assessing the impact of the standard on our consolidated financial condition, results of operations and cash flows.

## Leases

In February 2016, the FASB issued an accounting standard that will require lessees with lease terms of more than 12 months to recognize a right of use asset and a corresponding lease liability on their balance sheets. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating leases or finance leases.

The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018, with early adoption permitted using a modified retrospective approach. We are assessing the impact of the standard on our consolidated financial condition, results of operations and cash flows.

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### **Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

##### **Derivative Contract Novations**

In March 2016, the FASB issued an accounting standard that clarifies that a change in the counterparty (novation) to a derivative instrument that has been designated as a hedging instrument does not, in and of itself, require de-designation of that hedging relationship provided that all other hedge accounting criteria continue to be met.

The standard is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. We do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

##### **Contingent Put and Call Options in Debt Instruments**

In March 2016, the FASB issued an accounting standard that clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. The standard requires an evaluation of embedded call (put) options solely on a four-step decision sequence that requires an entity to consider whether (1) the amount paid upon settlement is adjusted based on changes in an index, (2) the amount paid upon settlement is indexed to an underlying other than interest rates or credit risk, (3) the debt involves a substantial premium or discount and (4) the put or call option is contingently exercisable.

The standard is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. We do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

##### **Simplifying the Transition to the Equity Method of Accounting**

In March 2016, the FASB issued an accounting standard that eliminates the requirement that when an investment qualifies for use of the equity method as a result of an increase in the level of ownership interest or degree of influence, an investor must adjust the investment, results of operations, and retained earnings retroactively on a step-by-step basis as if the equity method had been in effect during all previous periods during which the investment had been held.

The standard is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. We do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

#### Improvements to Employee Share-Based Payment Accounting

In March 2016, the FASB issued a standard that simplifies several aspects of the accounting for share-based compensation, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification on the statement of cash flows.

The standard is effective for interim and annual reporting periods beginning after December 15, 2016, with early adoption permitted. We do not expect the adoption of the standard to have a material effect on our consolidated financial condition, results of operations or cash flows.

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### **Item 1 / NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **Calculation of Credit Losses**

In June 2016, the FASB issued an accounting standard that will change how entities account for credit losses for most financial assets. The standard will replace the existing incurred loss impairment model with a new “current expected credit loss model” and will apply to financial assets subject to credit losses, those measured at amortized cost and certain off-balance sheet credit exposures. The impairment for available-for-sale debt securities will be measured in a similar manner, except that losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The standard will also require additional information to be disclosed in the footnotes.

The standard is effective for interim and annual reporting periods beginning after December 15, 2019, with early adoption permitted for annual and interim periods after December 15, 2018. We are assessing the impact of the standard on our consolidated financial condition, results of operations and cash flows.

### **Classification of Certain Cash Receipts and Cash Payments in the Statement of Cash Flows**

In August 2016, the FASB issued an accounting standard that provides guidance on the classification in the Statement of Cash Flows for the following eight specific cash flow issues: (1) debt prepayment or debt extinguishment costs; (2) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing; (3) contingent consideration payments made after a business combination; (4) proceeds from the settlement of insurance claims; (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; (6) distributions received from equity method investees; (7) beneficial interests in securitization transactions; and (8) separately identifiable cash flows and application of the predominance principle.

The standard is effective for interim and annual reporting periods beginning after December 15, 2017, with early adoption permitted including interim periods with adjustments reflected as of the beginning of the fiscal year that includes that interim period. Early adoption must include all amendments in the same period. We are assessing the impact of the standard on our consolidated cash flows.

## **3. SEGMENT INFORMATION**

We report our results of operations consistent with the manner in which our chief operating decision makers review the business to assess performance and allocate resources through two reportable segments: Commercial Insurance and Consumer Insurance as well as a Corporate and Other category. The Corporate and Other category consists of businesses and items not allocated to our reportable segments.

Prior to the third quarter of 2016, we presented United Guaranty and Institutional Markets as operating segments of Commercial Insurance. Beginning in the third quarter of 2016, in order to align our financial reporting with the manner in which our chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, United Guaranty and Institutional Markets are presented in the Corporate and Other category for all periods presented. As a result, Commercial Insurance operations now consist of our commercial property and casualty business.

As a result of the transaction agreement discussed in Note 4 to the Condensed Consolidated Financial Statements, the associated assets and liabilities of United Guaranty Corporation (UGC or United Guaranty) have been classified as held-for-sale at September 30, 2016.

**TABLE OF CONTENTS****Item 1 / NOTE 3. SEGMENT INFORMATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

In the second quarter of 2015, a United Guaranty subsidiary and certain of our property casualty companies entered into a 50 percent quota share arrangement whereby the United Guaranty subsidiary (1) ceded 50 percent of the risk relating to policies written in 2014 that were current as of January 1, 2015 and (2) ceded 50 percent of the risk relating to all policies written in 2015 and 2016, each in exchange for a 30 percent ceding commission and reimbursements of 50 percent of the losses and loss adjustment expenses incurred on covered policies. Beginning in the third quarter of 2016, the effects of these intercompany reinsurance arrangements are included in the results of Commercial Insurance and Corporate and Other for all periods presented. Previously, these arrangements were eliminated for purposes of segment reporting.

Prior periods have been revised to conform to the current period presentation for the above segment changes.

We evaluate performance based on revenues and pre tax operating income (loss). Pre-tax operating income (loss) is derived by excluding certain items from net income (loss) attributable to AIG. See the table below for the items excluded from pre-tax operating income (loss).

**The following tables present our operations by reportable segment:**

	2016		Reve
	Total	Pre-Tax Operating	
<b>Three Months Ended September 30,</b>			
<i>(in millions)</i>			
Commercial Insurance	\$ 5,460\$	729\$	
Consumer Insurance			
Retirement	2,084	1,108	
Life	1,662	98	
Personal Insurance	2,982	178	
Total Consumer Insurance	6,728	1,384	
Corporate and Other*	1,557	(522)	
AIG consolidation and elimination	(149)	21	
Total AIG consolidated operating revenues and pre-tax operating income	13,596	1,612	1
Reconciling items from Total revenues and Pre-tax operating income (loss) to revenues and pre-tax income (loss):			
Changes in fair values of securities used to hedge guaranteed living benefits	17	17	
Changes in benefit reserves and DAC, VOBA and SIA related to			
CONDENSED Consolidated Statements of Cash Flows(unaudited)			30

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net realized capital gains	-	(67)	
Other income - net	-	3	
Loss on extinguishment of debt	-	14	
Net realized capital gains	(765)	(765)	
Income (loss) from divested businesses	-	128	
Non-operating litigation reserves and settlements	1	5	
Reserve development related to non-operating run-off insurance business	-	-	
Restructuring and other costs	-	(210)	
Other	5	-	
Revenues and pre-tax income (loss)	\$ 12,854	\$ 737	1

**TABLE OF CONTENTS****Item 1 / NOTE 3. SEGMENT INFORMATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

<b>Nine Months Ended September 30,</b>  <i>(in millions)</i>	<b>2016</b>		
	Total	Pre-Tax Operating	
	Revenues	Income (Loss)	Reve
Commercial Insurance	\$ 16,376\$	2,306\$	1
Consumer Insurance			
Retirement	6,407	2,310	
Life	4,949	387	
Personal Insurance	8,718	579	
Total Consumer Insurance	20,074	3,276	2
Corporate and Other*	3,959	(1,411)	
AIG consolidation and elimination	(507)	15	
Total AIG consolidated operating revenues and pre-tax operating income	39,902	4,186	4
Reconciling items from Total revenues and Pre-tax operating income (loss) to revenues and pre-tax income (loss):			
Changes in fair values of securities used to hedge guaranteed living benefits	270	270	
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains	-	(91)	
Other income - net	-	15	
Loss on extinguishment of debt	-	(76)	
Net realized capital gains (losses)	(829)	(829)	
Income (loss) from divested businesses	-	351	
Non-operating litigation reserves and settlements	42	43	
Reserve development related to non-operating run-off insurance business	-	-	
Restructuring and other costs	-	(488)	
Other	(28)	-	
Revenues and pre-tax income	\$ 39,357\$	3,381\$	4

\* Corporate and Other includes income from assets held by AIG Parent and other corporate subsidiaries and results from United Guaranty and Institutional Markets.

**4. HELD-FOR-SALE CLASSIFICATION**



## Held-For-Sale Classification

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We report a business as held-for-sale when management has approved the sale or received approval to sell the business and is committed to a formal plan, the business is available for immediate sale, the business is being actively marketed, the sale is anticipated to occur during the next 12 months and certain other specified criteria are met. A business classified as held for sale is recorded at the lower of its carrying amount or estimated fair value less cost to sell. If the carrying amount of the business exceeds its estimated fair value, a loss is recognized.

Assets and liabilities related to the businesses classified as held for sale are separately reported in our Condensed Consolidated Balance Sheets beginning in the period in which the business is classified as held-for-sale.

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### **Item 1 / NOTE 4. HELD-FOR-SALE CLASSIFICATION**

#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

At September 30, 2016, held-for-sale assets and liabilities comprise the following:

##### **United Guaranty**

On August 15, 2016, we entered into a definitive agreement to sell our 100 percent interest in UGC and certain related affiliates to Arch Capital Group Ltd. (Arch) for total consideration of \$3.4 billion, consisting of \$2.2 billion of cash, up to \$250 million of newly issued Arch perpetual preferred stock, with terms similar to Arch's outstanding Series C preferred stock, and approximately \$975 million of newly issued Arch convertible non-voting common-equivalent preferred stock.

The closing of the transaction is subject to certain conditions, including obtaining the requisite regulatory approvals or non-disapprovals and other customary closing conditions.

In lieu of receiving the perpetual preferred stock, we have elected to receive \$250 million in pre-closing dividends from UGC. Total consideration for the transaction is expected to be \$3.4 billion. In the second quarter of 2015, a United Guaranty subsidiary and certain of our property casualty companies entered into a 50 percent quota share arrangement whereby the United Guaranty subsidiary (1) ceded 50 percent of the risk relating to policies written in 2014 that were current as of January 1, 2015 and (2) ceded 50 percent of the risk relating to all policies written in 2015 and 2016, each in exchange for a 30 percent ceding commission and reimbursements of 50 percent of the losses and loss adjustment expenses incurred on covered policies. Beginning in the third quarter of 2016, the effects of these intercompany reinsurance arrangements are included in the results of Commercial Insurance and Corporate and Other for all periods presented. Previously, these arrangements were eliminated for purposes of segment reporting.

##### **Ascot**

On September 16, 2016, we entered into an agreement to sell our interest in Ascot Underwriting Holdings Ltd. (AUHL) and related syndicate-funding subsidiary Ascot Corporate Name Ltd. (ACNL) (together Ascot) to Canada Pension Plan Investment Board (CPPIB). Total consideration for the transaction is \$1.1 billion inclusive of CPPIB's recapitalization of Syndicate 1414 Funds at Lloyd's (FAL) capital requirements. We expect to receive approximately \$240 million in net cash proceeds from the transaction after the FAL recapitalization and release of the AIG-guaranteed letter of credit currently supporting the syndicate's FAL. Such proceeds reflect AIG's 20 percent stake in AUHL and ownership of ACNL.

Consummation of the transaction is subject to customary closing conditions, including regulatory and other approvals.

#### Real Estate Investments

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Certain real estate investments, including consolidated investment vehicles, met the criteria to be reported as held for sale and are included in the table below.

**TABLE OF CONTENTS****Item 1 / NOTE 4. HELD-FOR-SALE CLASSIFICATION****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

The following table summarizes the components of assets and liabilities held-for-sale on the Condensed Consolidated Balance Sheets at September 30, 2016:

<i>(in millions)</i>	<b>September 30, 2016</b>
<b>Assets:</b>	
Fixed maturity securities	\$ 4,233
Mortgage and other loans receivable, net	1
Other invested assets	1,006
Short-term investments	212
Cash	80
Premiums and other receivables, net of allowance	357
Deferred policy acquisition costs	179
Other assets	593
Total assets held for sale	\$ 6,661
<b>Liabilities:</b>	
Liability for unpaid losses and loss adjustment expenses	\$ 1,074
Unearned premiums	1,164
Long-term debt	1,160
Other liabilities	511
Total liabilities held for sale	\$ 3,909

**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 (unadjusted) 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, 2016***(in millions)***Assets:**

Bonds available for sale:

	Level 1	Level 2	Level 3	Counterparty Netting <sup>(b)</sup>	Cash Collateral
U.S. government and government sponsored entities	\$ 1	\$ 2,222	\$ -	\$ -	\$ -
Obligations of states, municipalities and political subdivisions	-	24,287	2,291	-	- 2
Non-U.S. governments	179	20,508	19	-	- 2
Corporate debt	-	140,187	1,017	-	- 14
RMBS	-	20,606	17,209	-	- 3
CMBS	-	12,808	2,265	-	- 1
CDO/ABS	-	9,305	7,745	-	- 1
Total bonds available for sale	180	229,923	30,546	-	- 26
Other bond securities:					
U.S. government and government sponsored entities	140	3,207	-	-	-
Obligations of states, municipalities and political subdivisions	-	-	-	-	-
Non-U.S. governments	-	54	-	-	-
Corporate debt	-	1,955	19	-	-
RMBS	-	451	1,396	-	-
CMBS	-	451	159	-	-
CDO/ABS	-	959	5,981	-	-
Total other bond securities	140	7,077	7,555	-	- 1
Equity securities available for sale:					
Common stock	1,230	2	-	-	-
Preferred stock	18	-	-	-	-
Mutual funds	291	3	-	-	-
Total equity securities available for sale	1,539	5	-	-	-
Other equity securities	498	-	-	-	-
Mortgage and other loans receivable	-	-	11	-	-
Other invested assets <sup>(a)</sup>	-	1	256	-	-
Derivative assets:					

Interest rate contracts	-	4,289	-	-	-
Foreign exchange contracts	-	1,144	1	-	-
Equity contracts	118	150	54	-	-
Credit contracts	-	-	2	-	-
Other contracts	-	-	22	-	-
Counterparty netting and cash collateral	-	-	-	(2,289)	(1,358)
Total derivative assets	118	5,583	79	(2,289)	(1,358)
Short-term investments	1,936	788	-	-	-
Separate account assets	77,016	5,610	-	-	-
Total	\$ 81,427	\$248,987	\$ 38,447	\$ (2,289)	\$ (1,358)

**TABLE OF CONTENTS****Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Liabilities:**

Policyholder contract deposits	\$	-	\$	27	\$	4,022	\$	-	\$	-	\$	4,049
Other policyholder funds		6		-		-		-		-		6
Derivative liabilities:												
Interest rate contracts		-		3,667		52		-		-		3,719
Foreign exchange contracts		-		1,400		10		-		-		1,410
Equity contracts		-		2		-		-		-		2
Credit contracts		-		-		347		-		-		347
Other contracts		-		-		112		-		-		112
Counterparty netting and cash collateral		-		-		-		(2,289)		(482)		(2,771)
Total derivative liabilities		-		5,069		521		(2,289)		(482)		2,819
Long-term debt		-		3,594		70		-		-		3,664
Other liabilities		75		-		-		-		-		75
Total	\$	81	\$	8,690	\$	4,613	\$	(2,289)	\$	(482)	\$	10,613

December 31, 2015

(in millions)

**Assets:**

Bonds available for sale:

U.S. government and government sponsored entities	\$	-	\$	1,844	\$	-	\$	-	\$	-	\$	1,844
Obligations of states, municipalities and political subdivisions		-		25,199		2,124		-		-		27,323
Non-U.S. governments		683		17,480		32		-		-		18,195
Corporate debt		-		134,618		1,370		-		-		135,988
RMBS		-		19,690		16,537		-		-		36,227
CMBS		-		10,986		2,585		-		-		13,571
CDO/ABS		-		8,928		6,169		-		-		15,097
Total bonds available for sale		683		218,745		28,817		-		-		248,245
Other bond securities:												
U.S. government and government sponsored entities		-		3,369		-		-		-		3,369
Obligations of states, municipalities and political subdivisions		-		75		-		-		-		75
Non-U.S. governments		-		50		-		-		-		50
Corporate debt		-		2,018		17		-		-		2,035
RMBS		-		649		1,581		-		-		2,230
CMBS		-		557		193		-		-		750
CDO/ABS		-		1,218		7,055		-		-		8,273
Total other bond securities		-		7,936		8,846		-		-		16,782
Equity securities available for sale:												
Common stock						2,401		-		-		2,401



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Preferred stock	22	-	-	- -	22
Mutual funds	491	1	-	- -	492
Total equity securities available for sale	2,914	1	-	- -	2,915
Other equity securities	906	1	14	- -	921
Mortgage and other loans receivable	-	-	11	- -	11
Other invested assets <sup>(a)</sup>	2	1	332	- -	335

**TABLE OF CONTENTS****Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

## Derivative assets:

Interest rate contracts	-	3,150	12	-	-	3,162
Foreign exchange contracts	-	766	-	-	-	766
Equity contracts	91	32	54	-	-	177
Credit contracts	-	-	3	-	-	3
Other contracts	-	2	21	-	-	23
Counterparty netting and cash collateral	-	-	-	(1,268)	(1,554)	(2,822)
Total derivative assets	91	3,950	90	(1,268)	(1,554)	1,309
Short-term investments	1,416	1,175	-	-	-	2,591
Separate account assets	73,699	5,875	-	-	-	79,574
Total	\$ 79,711	\$ 237,684	\$ 38,110	\$ (1,268)	\$ (1,554)	\$ 352,683

**Liabilities:**

Policyholder contract deposits	\$ -	\$ 36	\$ 2,289	\$ -	\$ -	\$ 2,325
Other policyholder funds	6	-	-	-	-	6
Derivative liabilities:						
Interest rate contracts	-	2,137	62	-	-	2,199
Foreign exchange contracts	-	1,197	7	-	-	1,204
Equity contracts	-	68	-	-	-	68
Credit contracts	-	-	508	-	-	508
Other contracts	-	-	69	-	-	69
Counterparty netting and cash collateral	-	-	-	(1,268)	(760)	(2,028)
Total derivative liabilities	-	3,402	646	(1,268)	(760)	2,020
Long-term debt	-	3,487	183	-	-	3,670
Other liabilities	-	62	-	-	-	62
Total	\$ 6	\$ 6,987	\$ 3,118	\$ (1,268)	\$ (760)	\$ 8,083

(a) Excludes investments that are measured at fair value using the NAV per share (or its equivalent), which totaled \$6.8 billion and \$8.6 billion as of September 30, 2016 and December 31, 2015, respectively.

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

**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, 2016, we transferred \$635 million and \$946 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, 2016, we transferred \$18 million and \$34 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, 2016.

During the three- and nine-month periods ended September 30, 2015, we transferred \$188 million and \$450 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 nine-month period ended September 30, 2015, we transferred \$180 million of securities issued by the U.S. government and government sponsored entities from Level 1 to Level 2, while we had no material transfers of these securities from Level 1 to Level 2 during the three-month period ended September 30, 2015. We had no material transfers from Level 2 to Level 1 during the three- and nine-month periods ended September 30, 2015.

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The following tables present changes during the three- and nine-month periods ended September 30, 2016 and 2015 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, 2016 and 2015:

	Fair Value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers In	Tran
<i>(in millions)</i>						
<b>Three Months Ended September 30, 2016</b>						
<b>Assets:</b>						
Bonds available for sale:						
Obligations of states, municipalities and political subdivisions	\$ 2,313	\$ 1	\$(5)	\$ 58	\$ 2	
Non-U.S. governments	28	(3)	(9)	3	-	
Corporate debt	836	(4)	7	(6)	267	
RMBS	16,779	255	304	(165)	36	
CMBS	2,295	12	(5)	(1)	2	
CDO/ABS	7,075	7	16	728	-	
Total bonds available for sale	29,326	268	308	617	307	
Other bond securities:						
Corporate debt	18	1	-	-	-	
RMBS	1,486	30	-	(120)	-	
CMBS	168	6	-	(15)	-	
CDO/ABS	6,312	175	-	(506)	-	
Total other bond securities	7,984	212	-	(641)	-	
Equity securities available for sale:						
Common stock	-	-	-	-	-	
Total equity securities available for sale	-	-	-	-	-	
Other equity securities	14	-	-	(14)	-	

Mortgage and other loans receivable	<b>11</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Other invested assets	<b>241</b>	<b>(4)</b>	<b>1</b>	<b>18</b>	<b>-</b>
Total	<b>\$ 37,576\$</b>	<b>476\$</b>	<b>309\$</b>	<b>(20)\$</b>	<b>307\$</b>

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	Fair Value Beginning of Period	Net Realized and Unrealized (Gains) Losses Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers In	Tr
<i>(in millions)</i>						
<b>Liabilities:</b>						
Policyholder contract deposits	\$ 3,990\$	65\$		-\$ (33)\$		-\$
Derivative liabilities, net:						
Interest rate contracts	46	(3)	-	9	-	-
Foreign exchange contracts	9	1	-	(1)	-	-
Equity contracts	(52)	(5)	-	3	-	-
Commodity contracts	-	-	-	-	-	-
Credit contracts	373	(36)	-	7	-	-
Other contracts	102	(16)	-	4	-	-
Total derivative liabilities, net <sup>(a)</sup>	478	(59)	-	22	-	-
Long-term debt <sup>(b)</sup>	67	3	-	-	-	-
Total	\$ 4,535\$	9\$		-\$ (11)\$		-\$

	Fair Value Beginning of Period <sup>(a)</sup>	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers In	Tr
<i>(in millions)</i>						
<b>Nine Months Ended September 30, 2016</b>						
<b>Assets:</b>						
Bonds available for sale:						
Obligations of states, municipalities and political subdivisions	\$ 2,124\$	3\$	189\$	51\$	2\$	
Non-U.S. governments	32	(3)	(11)	5	-	
Corporate debt	1,370	(1)	(10)	(42)	581	
RMBS	16,537	734	(55)	(337)	330	

CMBS	2,585	70	(83)	(169)	2
CDO/ABS	6,169	27	59	1,548	23
Total bonds available for sale	28,817	830	89	1,056	938
Other bond securities:					
Corporate debt	17	3	-	(1)	-
RMBS	1,581	7	-	(174)	-
CMBS	193	4	-	(38)	-
CDO/ABS	7,055	151	-	(1,225)	65
Total other bond securities	8,846	165	-	(1,438)	65
Equity securities available for sale:					
Common stock	-	-	-	-	-
Total equity securities available for sale	-	-	-	-	-
Other equity securities	14	-	-	(14)	-
Mortgage and other loans receivable	11	-	-	-	-
Other invested assets	332	(5)	2	(19)	-
Total	\$ 38,020	\$ 990	\$ 91	\$ (415)	\$ 1,003

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			Net Realized and Unrealized (Gains) Losses Included	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers In	Gross Transfers Out
<i>(in millions)</i>	Fair Value Beginning of Period <sup>(a)</sup>		in Income				
<b>Liabilities:</b>							
Policyholder contract deposits	\$ 2,289\$		1,508\$		-\$ 225\$	-\$	-\$
Derivative liabilities, net:							
Interest rate contracts	50		4	-	(2)	-	-
Foreign exchange contracts	7		3	-	(1)	-	-
Equity contracts	(54)		(5)	-	5	-	-
Commodity contracts	-		-	-	-	-	-
Credit contracts	505		(70)	-	(91)	-	1
Other contracts	48		14	-	28	-	-
Total derivative liabilities, net <sup>(a)</sup>	556		(54)	-	(61)	-	1
Long-term debt <sup>(b)</sup>	183		3	-	(3)	-	(113)
Total	\$ 3,028\$		1,457\$	-\$	161\$	-\$	(112)\$

			Net Realized and Unrealized Gains (Losses) Included	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers
<i>(in millions)</i>	Fair value Beginning of Period		in Income			
<b>Assets:</b>						
Bonds available for sale:						
Obligations of states, municipalities and political subdivisions	\$ 2,180\$		(1)\$	(15)\$		16\$
Non-U.S. governments	33		-	(1)		(1)
Corporate debt	2,118		5	2		(63)
RMBS	17,097		265	(151)		(352)
CMBS	2,677		17	(15)		50



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CDO/ABS	6,071	8	57	(21)
Total bonds available for sale	30,176	294	(123)	(371)
Other bond securities:				
Corporate debt	16	-	-	-
RMBS	1,337	(4)	-	169
CMBS	223	(1)	-	(8)
CDO/ABS	7,426	85	-	(415)
Total other bond securities	9,002	80	-	(254)
Equity securities available for sale:				
Common stock	-	-	-	-
Total equity securities available for sale	-	-	-	-
Other equity securities	22	-	-	-
Mortgage and other loans receivable	6	-	-	5
Other invested assets	437	(15)	(21)	(18)
Total	\$ 39,643\$	359\$	(144)\$	(638)\$ 1

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	Fair value Beginning of Period	Net Realized and Unrealized (Gains) Losses Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gr Transf
<b>Liabilities:</b>					
Policyholder contract deposits	\$ 1,232\$	871\$	-\$	146\$	
Derivative liabilities, net:					
Interest rate contracts	62	3	-	(7)	
Foreign exchange contracts	7	1	-	(1)	
Equity contracts	(63)	21	-	3	
Credit contracts	551	(11)	-	(12)	
Other contracts	16	12	-	23	
Total derivatives liabilities, net <sup>(a)</sup>	573	26	-	6	
Long-term debt <sup>(b)</sup>	193	(3)	-	-	
Total	\$ 1,998\$	894\$	-\$	152\$	

	Fair value Beginning of Period	Net Realized and Unrealized Gains (Losses) Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gr Transf
<i>(in millions)</i>					

**Nine Months Ended September 30, 2015****Assets:**

Bonds available for sale:					
Obligations of states, municipalities and political subdivisions <sup>(c)</sup>	\$ 2,159\$	-\$	(94)\$	174\$	
Non-U.S. governments	30	-	(2)	3	
Corporate debt	1,883	19	(31)	(209)	1,4
RMBS	16,805	804	(322)	(428)	
CMBS	2,696	63	(45)	97	
CDO/ABS	6,110	138	(110)	98	
Total bonds available for sale	29,683	1,024	(604)	(265)	1,4
Other bond securities:					
Corporate debt	-	-	-	-	

RMBS	1,105	22	-	389	
CMBS	369	7	-	(162)	
CDO/ABS	7,449	482	-	(1,341)	
Total other bond securities	8,923	511	-	(1,114)	
Equity securities available for sale:					
Common stock	1	2	-	(3)	
Total equity securities available for sale	1	2	-	(3)	
Other equity securities	-	-	-	-	
Mortgage and other loans receivable	6	-	-	5	
Other invested assets	1,042	457	(509)	(607)	
Total	\$ 39,655	\$ 1,994	\$ (1,113)	\$ (1,984)	2,

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<i>(in millions)</i>	Fair value Beginning of Period	Net Realized and Unrealized (Gains) Losses Included in Income	Other Comprehensive Income (Loss)	Purchases, Sales, Issues and Settlements, Net	Gross Transfers In	Transfers Out
<b>Liabilities:</b>						
Policyholder contract deposits	\$ 1,509	\$ 410	\$ -	\$ 330	\$ -	\$ -
Derivative liabilities, net:						
Interest rate contracts	74	3	-	(19)	-	-
Foreign exchange contracts	8	(2)	-	1	-	-
Equity contracts	(47)	15	-	(7)	-	-
Credit contracts	978	(171)	-	(279)	-	-
Other contracts	59	(61)	-	53	-	-
Total derivatives liabilities, net <sup>(a)</sup>	1,072	(216)	-	(251)	-	-
Long-term debt <sup>(b)</sup>	213	(5)	-	(18)	-	-
Total	\$ 2,794	\$ 189	\$ -	\$ 61	\$ -	\$ -

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

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

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

<i>(in millions)</i>	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
<b>Three Months Ended September 30, 2016</b>				
Bonds available for sale	\$ 294	\$ (27)	\$ 1	\$ 268
Other bond securities	37	13	162	212
Other invested assets	5	(3)	(6)	(4)
<b>Nine Months Ended September 30, 2016</b>				
Bonds available for sale	\$ 883	\$ (56)	\$ 3	\$ 830
Other bond securities	29	45	91	165
Other invested assets	2	29	(36)	(5)
<b>Three Months Ended September 30, 2015</b>				

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Bonds available for sale	\$	304	\$	(15)	\$	5	\$	294
Other bond securities		7		-		73		80
Equity securities available for sale		-		-		-		-
Other invested assets		(8)		(11)		4		(15)
<a href="#">Nine Months Ended September 30, 2015</a>								
Bonds available for sale	\$	926	\$	(14)	\$	112	\$	1,024
Other bond securities		48		3		460		511
Equity securities available for sale		-		2		-		2
Other invested assets		(10)		408		59		457

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<i>(in millions)</i>	Net Investment Income	Net Realized Capital Gains (Losses)	Other Income	Total
<b>Three Months Ended September 30, 2016</b>				
Policyholder contract deposits	\$ -	\$ 65	\$ -	65
Derivative liabilities, net	-	(5)	(54)	(59)
Long-term debt	-	-	3	3
<b>Nine Months Ended September 30, 2016</b>				
Policyholder contract deposits	\$ -	\$ 1,508	\$ -	1,508
Derivative liabilities, net	-	(1)	(53)	(54)
Long-term debt	-	-	3	3
<b>Three Months Ended September 30, 2015</b>				
Policyholder contract deposits	\$ -	\$ 871	\$ -	871
Derivative liabilities, net	-	17	9	26
Long-term debt	-	-	(3)	(3)
<b>Nine Months Ended September 30, 2015</b>				
Policyholder contract deposits	\$ -	\$ 410	\$ -	410
Derivative liabilities, net	-	12	(228)	(216)
Long-term debt	-	-	(5)	(5)

**The following table presents the gross components of purchases, sales, issues and settlements, net, shown above, for the three- and nine-month periods ended September 30, 2016 and 2015 related to Level 3 assets and liabilities in the Condensed Consolidated Balance Sheets:**

<i>(in millions)</i>	Purchases	Sales	Settlements	Purchases Sales, Issues and Settlements, Net
<b>Three Months Ended September 30, 2016</b>				
Assets:				
Bonds available for sale:				
Obligations of states, municipalities and political subdivisions	\$ 98	\$ -	\$ (40)	58
Non-U.S. governments	7	-	(4)	3
Corporate debt	-	-	(6)	(6)
RMBS	754	(23)	(896)	(165)
CMBS	50	(24)	(27)	(1)
CDO/ABS	902	(22)	(152)	728
Total bonds available for sale	1,811	(69)	(1,125)	617
Other bond securities:				

RMBS		12	(74)	(58)	(12)
CMBS		-	(14)	(1)	(1)
CDO/ABS		-	(340)	(166)	(50)
Total other bond securities		12	(428)	(225)	(64)
Other equity securities		-	-	(14)	(1)
Other invested assets		21	-	(3)	-
Total assets	\$	1,844	\$ (497)	\$ (1,367)	\$ (2)
Liabilities:					
Policyholder contract deposits	\$	-\$	95	(128)	(3)
Derivative liabilities, net		(2)	-	24	2
Long-term debt <sup>(b)</sup>		-	-	-	-
Total liabilities	\$	(2)	\$ 95	\$ (104)	\$ (1)

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Obligations of states, municipalities and political subdivisions	\$	35	\$	-\$	(19)	\$	
Non-U.S. governments		3	(1)	(3)			
Corporate debt		32	-	(95)			
RMBS		449	(29)	(772)			
CMBS		50	-	-			
CDO/ABS		160	(9)	(172)			
Total bonds available for sale		729	(39)	(1,061)			
Other bond securities:							
RMBS		218	(6)	(43)			
CMBS		-	-	(8)			
CDO/ABS		10	(5)	(420)			
Total other bond securities		228	(11)	(471)			
Equity securities available for sale		-	-	-			
Mortgage and other loans receivable		5	-	-			
Other invested assets		(8)	-	(10)			
Total assets	\$	954	\$	(50)	\$	(1,542)	\$
Liabilities:							
Policyholder contract deposits	\$	-\$	122	\$	24	\$	14
Derivative liabilities, net		(1)	-	7			
Long-term debt <sup>(b)</sup>		-	-	-			
Total liabilities	\$	(1)	\$	122	\$	31	\$

*(in millions)***Nine Months Ended September 30, 2016****Assets:****Bonds available for sale:**

Obligations of states, municipalities and political subdivisions	\$	144	\$	(7)	\$	(86)	\$
Non-U.S. governments		10	-	(5)			
Corporate debt		29	(25)	(46)			
RMBS		2,297	(81)	(2,553)			
CMBS		156	(82)	(243)			
CDO/ABS		2,053	(33)	(472)			
Total bonds available for sale		4,689	(228)	(3,405)			

Purchases Sales Settlements  
 Sales, Issues and Settlements, Net



Other bond securities:

Corporate debt	-	-	(1)	(
RMBS	101	(100)	(175)	(17
CMBS	53	(85)	(6)	(3
CDO/ABS	69	(376)	(918)	(1,22
Total other bond securities	223	(561)	(1,100)	(1,43

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Equity securities available for sale	-	-	-	-
Other equity securities	14	-	(28)	(14)
Other invested assets	39	(2)	(56)	(19)
Total assets	\$ 4,965	\$ (791)	\$ (4,589)	\$ (415)
Liabilities:				
Policyholder contract deposits	\$ -	\$ 365	\$ (140)	\$ 225
Derivative liabilities, net	(5)	-	(56)	(61)
Long-term debt <sup>(b)</sup>	-	-	(3)	(3)
Total liabilities	\$ (5)	\$ 365	\$ (199)	\$ 161

**Nine Months Ended September 30, 2015****Assets:****Bonds available for sale:**

Obligations of states, municipalities and political subdivisions <sup>(c)</sup>	\$ 258	\$ (22)	\$ (62)	\$ 174
Non-U.S. governments	11	(1)	(7)	3
Corporate debt	220	(60)	(369)	(209)
RMBS	1,856	(194)	(2,090)	(428)
CMBS	192	(27)	(68)	97
CDO/ABS	1,021	(210)	(713)	98
Total bonds available for sale	3,558	(514)	(3,309)	(265)

**Other bond securities:**

RMBS	527	(16)	(122)	389
CMBS	-	(79)	(83)	(162)
CDO/ABS	236	(376)	(1,201)	(1,341)
Total other bond securities	763	(471)	(1,406)	(1,114)
Equity securities available for sale	-	(2)	(1)	(3)
Mortgage and other loans receivable	5	-	-	5
Other invested assets	19	(587)	(39)	(607)
Total assets	\$ 4,345	\$ (1,574)	\$ (4,755)	\$ (1,984)

**Liabilities:**

Policyholder contract deposits	\$ -	\$ 307	\$ 23	\$ 330
Derivative liabilities, net	(18)	-	(233)	(251)
Long-term debt <sup>(b)</sup>	-	-	(18)	(18)
Total liabilities	\$ (18)	\$ 307	\$ (228)	\$ 61

(a) There were no issuances during the three- and nine-month periods ended September 30, 2016 and 2015, respectively.

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

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, 2016 and 2015 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).

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### **Item 1 / NOTE 5. FAIR VALUE MEASUREMENTS**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **Transfers of Level 3 Assets and Liabilities**

We record transfers of assets and liabilities into or out of Level 3 classification at their fair values as of the end of each reporting period, consistent with the date of the determination of fair value. The Net realized and unrealized gains (losses) included in income (loss) or Other comprehensive income (loss) as shown in the table above excluded \$11 million of net losses related to assets and liabilities transferred into Level 3 during the nine-month period ended September 30, 2016, and included \$3 million and \$54 million of net losses related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2016, respectively.

The Net realized and unrealized gains (losses) included in income or Other comprehensive income (loss) as shown in the table above excluded \$17 million 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, 2015, respectively, and included \$3 million and \$6 million of net gains related to assets and liabilities transferred out of Level 3 during the three- and nine-month periods ended September 30, 2015, respectively.

#### ***Transfers of Level 3 Assets***

During the three- and nine-month periods ended September 30, 2016 and 2015, transfers into Level 3 assets primarily included certain investments in private placement corporate debt and RMBS. Also, in the nine-month periods ended September 30, 2016 and 2015, transfers into Level 3 assets included certain investments in CDO/ABS. Transfers of 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 and CDO and certain ABS into Level 3 assets were due to decreases in market transparency and liquidity for individual security types.

During the three- and nine-month periods ended September 30, 2016 and 2015, transfers out of Level 3 assets primarily included private placement and other corporate debt, CMBS, and certain investments in municipal securities. Also, in the nine-month periods ended September 30, 2016 and 2015, transfers out of Level 3 assets included certain investments in CDO/ABS and RMBS. Transfers of certain investments 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 and certain

ABS 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.

*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, 2016 and 2015.

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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 independent 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:

<i>(in millions)</i>	Fair Value at September 30,  2016	Valuation  TechniqueUnobservable Input <sup>(b)</sup>	Range (Weighted Average)
<b>Assets:</b>			
Obligations of states, municipalities and political subdivisions	\$ 1,460	Discounted cash flow	3.46% - 4.29% (3.87%)
Corporate debt	625	Discounted cash flow	2.90% - 8.34% (5.62%)
RMBS <sup>(a)</sup>	17,369	Discounted cash flow Constant prepayment rate	1.37% - 8.78% (5.07%)
		Loss severity	49.30% - 80.09% (64.69%)
		Constant default rate	3.51% - 8.83% (6.17%)
		Yield	2.79% - 5.53% (4.16%)
CDO/ABS <sup>(a)</sup>	4,049	Discounted cash flow	3.00% - 5.34% (4.17%)

CMBS	1,939	Discounted cash flow	Yield	0.00% - 13.78%
<b>Liabilities:</b>				(6.20%)
Embedded derivatives within Policyholder contract deposits:				
GMWB and GMAB	2,793	Discounted cash flow	Equity volatility	12.00% - 12.00%
			Base lapse rate	0.50% - 20.00%
				30.00% -
			Dynamic lapse rate	170.00%
				42.00% -
			Mortality multiplier <sup>(c)</sup>	161.00%
			Utilization rate	100.00%
			Equity / interest-rate correlation	20.00% - 40.00%
Index Annuities	907	Discounted cash flow	Lapse rate	1.00% - 66.00%
				101.00% -
			Mortality multiplier <sup>(c)</sup>	103.00%
Indexed Life	352	Discounted cash flow	Base lapse rate	2.00% to 19.00%
			Mortality rate	0.00% to 40.00%

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<i>(in millions)</i>	Fair Value at December 31, 2015	Valuation Technique	Unobservable Input <sup>(b)</sup>	Range (Weighted Average)
<b>Assets:</b>				
Obligations of states, municipalities				4.32% - 5.10%
and political subdivisions	\$ 1,217	Discounted cash flow	Yield	(4.71%)
Corporate debt	642	Discounted cash flow	Yield	5.63% - 12.45% (9.04%)
RMBS <sup>(a)</sup>	17,280	Discounted cash flow	Constant prepayment rate	0.99% - 8.95% (4.97%)
			Loss severity	47.21% - 79.50% (63.35%)
			Constant default rate	3.49% - 9.04% (6.26%)
			Yield	3.13% - 6.14% (4.63%)
CDO/ABS <sup>(a)</sup>	3,338	Discounted cash flow	Yield	3.41% - 4.98% (4.19%)
CMBS	2,388	Discounted cash flow	Yield	0.00% - 17.65% (6.62%)
<b>Liabilities:</b>				
Embedded derivatives within Policyholder contract deposits:				



GMWB and GMAB	1,234 Discounted cash flow	Equity volatility	15.00% - 50.00%
		Base lapse rate	1.00% - 17.00%
		Dynamic lapse rate	0.20% - 25.50%
		Mortality multiplier <sup>(d)</sup>	80.00% - 104.27%
		Utilization rate	0.00% - 70.00%
		Equity / interest-rate correlation	20.00% - 40.00%
Index Annuities	715 Discounted cash flow	Lapse rate	0.75% - 66.00%
		Mortality multiplier <sup>(d)</sup>	50.00% - 75.00%
Indexed Life	332 Discounted cash flow	Base lapse rate	2.00% to 19.00%
		Mortality rate	0.00% to 40.00%

(a) Information received from third-party valuation service providers. The ranges of the unobservable inputs for 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) Mortality inputs are shown as multipliers of the 2012 Individual Annuity Mortality Basic table for Guaranteed Minimum Withdrawal Benefits (GMWB) and Guaranteed Minimum Accumulation Benefits (GMAB).

(d) Mortality inputs are shown as multipliers of the 2012 Individual Annuity Mortality Basic table for GMWB and GMAB, and the 1975-1980 Modified Basic Table for index annuities.

The ranges of reported inputs for Obligations of states, municipalities and political subdivisions, Corporate debt, RMBS, CDO/ABS, and CMBS valued using a discounted cash flow technique consist of 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 Level 3 assets and liabilities.

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### **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 paragraphs provide 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 the 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 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.

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### *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.

### *Embedded derivatives within Policyholder contract deposits*

Embedded derivatives reported within Policyholder contract deposits include guaranteed minimum withdrawal benefits (GMWB) and guaranteed minimum accumulation benefits (GMAB) within variable annuity products, and interest crediting rates based on market indices within index annuities, indexed life and guaranteed investment contracts (GICs). For any given contract, assumptions for unobservable inputs vary throughout the period over which cash flows are projected for purposes of valuing the embedded derivative. The following unobservable inputs are used for valuing embedded derivatives measured at fair value:

- Long-term equity volatilities represent equity volatility beyond the period for which observable equity volatilities are available. Increases in assumed volatility will generally increase the fair value of both the projected cash flows from rider fees as well as the projected cash flows related to benefit payments. Therefore, the net change in the fair value of the liability may be either a decrease or an increase, depending on the relative changes in projected rider fees and projected benefit payments.
- Equity / interest rate correlation estimates the relationship between changes in equity returns and interest rates in the economic scenario generator used to value our GMWB and GMAB embedded derivatives. In general, a higher positive correlation assumes that equity markets and interest rates move in a more correlated fashion, which generally increases the fair value of the liability.
- Base lapse rate assumptions are determined by company experience and are adjusted at the contract level using a dynamic lapse function, which reduces the base lapse rate when the contract is in-the-money (when the contract holder's guaranteed value, as estimated by the company, is worth more than their underlying account value). Lapse rates are also generally assumed to be lower in periods when a surrender charge applies. Increases in assumed lapse rates will generally decrease the fair value of the liability, as fewer policyholders would persist to collect guaranteed withdrawal amounts, but in certain scenarios,

increases in assumed lapse rates may increase the fair value of the liability.

- Mortality rate assumptions, which vary by age and gender, are based on company experience and include a mortality improvement assumption. Increases in assumed mortality rates will decrease the fair value of the liability, while lower mortality rate assumptions will generally increase the fair value of the liability, because guaranteed payments will be made for a longer period of time.
- Utilization rate assumptions estimate the timing when policyholders with a GMWB will elect to utilize their benefit and begin taking withdrawals. The assumptions may vary by the type of guarantee, tax-qualified status, the contract's withdrawal history and the age of the policyholder. Utilization rate assumptions are based on company experience, which includes partial withdrawal behavior. Increases in assumed utilization rates will generally increase the fair value 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, hedge funds and other alternative investments that calculate NAV per share (or its equivalent). For these investments, which are measured at fair value on a recurring basis, we use the NAV per share to measure fair value.

		<b>September 30, 2016</b>		<b>December 31, 2015</b>	
		Fair Value		Fair Value	
		Using NAV		Using NAV	
		Per Share		Per Share	
		(or	Unfunded	(or	Unfunded
		its	Commitments	its	Commitments
		equivalent)		equivalent)	
<i>(in millions)</i>	Investment Category Includes				
<b>Investment Category</b>					
<i>Private equity funds:</i>					
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	\$ 1,486	\$ 595	\$ 1,774	436
Real Estate / Infrastructure	Investments in real estate properties and infrastructure positions, including power plants and other energy generating facilities	267	190	306	213
Venture capital	Early-stage, high-potential, growth companies expected to generate a return through an	92	32	107	41
Transfers of Level 3 Liabilities					70

	eventual realization event, such as an initial public offering or sale of the company				
Distressed	Securities of companies that are in default, under bankruptcy protection, or troubled	124	44	146	41
Other	Includes multi-strategy, mezzanine and other strategies	310	235	298	239
Total private equity funds		2,279	1,096	2,631	970
<i>Hedge funds:</i>					
Event-driven	Securities of companies undergoing material structural changes, including mergers, acquisitions and other reorganizations	652	-	1,194	-
Long-short	Securities that the manager believes are undervalued, with corresponding short positions to hedge market risk	2,264	24	2,978	25
Macro	Investments that take long and short positions in financial instruments based on a top-down view of certain economic and capital market conditions	579	-	555	-
Distressed	Securities of companies that are in default, under bankruptcy protection or troubled	620	7	699	8
Emerging markets	Investments in the financial markets of developing countries	307	-	353	-
Other	Includes multi-strategy, relative value and other strategies	134	-	167	-
Total hedge funds		4,556	31	5,946	33
Total		\$ 6,835	\$ 1,127	\$ 8,577	\$ 1,003

Private equity fund investments included above are not redeemable, because 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, 2016, assuming average original

expected lives of 10 years for the funds, 75 percent of the total fair value using NAV per share (or its equivalent) presented above would have expected remaining lives of three years or less, 11 percent between four and six years and 14 percent between seven and 10 years.



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The hedge fund investments included above, which are carried at fair value, are generally redeemable monthly (14 percent), quarterly (40 percent), semi annually (12 percent) and annually (34 percent), with redemption notices ranging from one day to 180 days. At September 30, 2016, investments representing approximately 73 percent of the total fair value of these hedge fund investments had partial contractual redemption restrictions. These partial redemption restrictions are generally related to one or more investments held in the hedge funds that the fund manager deemed to be illiquid. 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. The majority of these restrictions are generally expected to be lifted by the end of 2017.

**Fair Value Option**

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

<i>(in millions)</i>	Gain (Loss) Three Months Ended September 30,		Gain (Loss) Nine Months Ended September 30,	
	2016	2015	2016	2015
Assets:				
Bond and equity securities	\$ 331	\$ (106)	\$ 629	\$ 495
Alternative Investments <sup>(a)</sup>	154	(115)	(60)	148
Other, including Short-term investments	-	-	-	2
Liabilities:				
Long-term debt <sup>(b)</sup>	8	(144)	(239)	(89)
Other liabilities	-	-	-	(3)
Total gain (loss)	\$ 493	\$ (365)	\$ 330	\$ 553

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

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

We recognized gains of \$6 million and \$14 million during the three- and nine-month periods ended September 30, 2016, respectively, and losses of \$18 million and \$7 million during the three- and nine-month periods ended September 30, 2015, 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, 2016			December 31, 2015		
	Fair Value	Outstanding Principal Amount	Difference	Fair Value	Outstanding Principal Amount	Difference
<i>(in millions)</i>						
<b>Assets:</b>						
Mortgage and other loans receivable	\$ 11	\$ 8	\$ 3	\$ 11	\$ 9	\$ 2
<b>Liabilities:</b>						
Long-term debt*	\$ 3,664	\$ 2,595	\$ 1,069	\$ 3,670	\$ 2,675	\$ 995
* Includes GIAs, notes, bonds, loans and mortgages payable.						

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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				Impairment Charges			
	Non-Recurring Basis				Three Months Ended September 30,		Nine Months Ended September 30,	
					2016		2015	
(in millions)	Level 1	Level 2	Level 3	Total	2016	2015	2016	2015
<b>September 30, 2016</b>								
Other investments	\$ -	\$ -	\$ 194	\$ 194	\$ 27	\$ 22	\$ 58	\$ 74
Investments in life settlements	-	-	665	665	80	58	329	200
Other assets	-	-	2	2	2	5	11	12
Total	\$ -	\$ -	\$ 861	\$ 861	\$ 109	\$ 85	\$ 398	\$ 286
<b>December 31, 2015</b>								
Other investments	\$ -	\$ -	\$ 1,117	\$ 1,117				
Investments in life settlements	-	-	828	828				
Other assets	-	-	129	129				
Total	\$ -	\$ -	\$ 2,074	\$ 2,074				

**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:

(in millions)	Estimated Fair Value			Total	Carrying Value
	Level 1	Level 2	Level 3		
<b>September 30, 2016</b>					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 172	\$ 33,950	\$ 34,122	\$ 32,402
Other invested assets	-	629	2,875	3,504	4,211

Short-term investments	-	8,021	-	8,021	8,021
Cash	2,498	-	-	2,498	2,498
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	394	129,460	129,854	112,380
Other liabilities	-	4,214	-	4,214	4,214
Long-term debt	-	26,133	3,868	30,001	28,613
<b>December 31, 2015</b>					
Assets:					
Mortgage and other loans receivable	\$ -	\$ 198	\$ 30,147	\$ 30,345	\$ 29,554
Other invested assets	-	563	2,880	3,443	4,169
Short-term investments	-	7,541	-	7,541	7,541
Cash	1,629	-	-	1,629	1,629
Liabilities:					
Policyholder contract deposits associated with investment-type contracts	-	309	117,537	117,846	108,788
Other liabilities	-	2,852	-	2,852	2,852
Long-term debt	-	21,686	4,528	26,214	25,579

**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:

<i>(in millions)</i>	Amortized Cost or Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Other Ter Impa in
<b>September 30, 2016</b>					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 1,974	\$ 249	-\$ -	\$ 2,223	
Obligations of states, municipalities and political subdivisions	24,468	2,139	(29)	26,578	
Non-U.S. governments	18,515	2,297	(106)	20,706	
Corporate debt	130,290	11,709	(795)	141,204	
Mortgage-backed, asset-backed and collateralized:					
RMBS	35,178	2,963	(326)	37,815	
CMBS	14,244	869	(40)	15,073	
CDO/ABS	16,746	411	(107)	17,050	
Total mortgage-backed, asset-backed and collateralized	66,168	4,243	(473)	69,938	
<b>Total bonds available for sale<sup>(b)</sup></b>	<b>241,415</b>	<b>20,637</b>	<b>(1,403)</b>	<b>260,649</b>	
Equity securities available for sale:					
Common stock	894	356	(18)	1,232	
Preferred stock	14	4	-	18	
Mutual funds	259	36	(1)	294	
<b>Total equity securities available for sale</b>	<b>1,167</b>	<b>396</b>	<b>(19)</b>	<b>1,544</b>	
<b>Total</b>	<b>\$ 242,582</b>	<b>\$ 21,033</b>	<b>(1,422)</b>	<b>\$262,193</b>	
<b>December 31, 2015</b>					
Bonds available for sale:					
U.S. government and government sponsored entities	\$ 1,698	\$ 155	\$(9)	\$ 1,844	
Obligations of states, municipalities and political subdivisions	26,003	1,424	(104)	27,323	
Non-U.S. governments	17,752	805	(362)	18,195	

Corporate debt	133,513	6,462	(3,987)	135,988
Mortgage-backed, asset-backed and collateralized:				
RMBS	33,878	2,760	(411)	36,227
CMBS	13,139	561	(129)	13,571
CDO/ABS	14,985	360	(248)	15,097
Total mortgage-backed, asset-backed and collateralized	62,002	3,681	(788)	64,895
<b>Total bonds available for sale<sup>(b)</sup></b>	<b>240,968</b>	<b>12,527</b>	<b>(5,250)</b>	<b>248,245</b>
Equity securities available for sale:				
Common stock	913	1,504	(16)	2,401
Preferred stock	19	3	-	22
Mutual funds	447	53	(8)	492
<b>Total equity securities available for sale</b>	<b>1,379</b>	<b>1,560</b>	<b>(24)</b>	<b>2,915</b>
<b>Total</b>	<b>\$ 242,347</b>	<b>\$ 14,087</b>	<b>(5,274)</b>	<b>\$251,160</b>

(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 fair value of such securities subsequent to the impairment measurement date.

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(b) At September 30, 2016 and December 31, 2015, bonds available for sale held by us that were below investment grade or not rated totaled \$35.6 billion and \$34.9 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	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<i>(in millions)</i>						
<b>September 30, 2016</b>						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 18\$	- \$	- \$	- \$	18\$	
Obligations of states, municipalities and political subdivisions	967	9	245	20	1,212	
Non-U.S. governments	984	34	581	72	1,565	
Corporate debt	6,730	214	6,346	581	13,076	
RMBS	3,962	70	4,341	256	8,303	
CMBS	1,044	25	368	15	1,412	
CDO/ABS	2,906	44	2,571	63	5,477	
<b>Total bonds available for sale</b>	<b>16,611</b>	<b>396</b>	<b>14,452</b>	<b>1,007</b>	<b>31,063</b>	<b>1,007</b>
Equity securities available for sale:						
Common stock	235	18	-	-	235	
Mutual funds	5	1	-	-	5	
<b>Total equity securities available for sale</b>	<b>240</b>	<b>19</b>	<b>-</b>	<b>-</b>	<b>240</b>	<b>-</b>
<b>Total</b>	<b>\$16,851\$</b>	<b>415</b>	<b>\$14,452\$</b>	<b>1,007</b>	<b>\$31,303\$</b>	<b>1,007</b>
<b>December 31, 2015</b>						
Bonds available for sale:						
U.S. government and government sponsored entities	\$ 483\$	9 \$	1\$	- \$	484\$	
Obligations of states, municipalities and political subdivisions	2,382	87	268	17	2,650	
Non-U.S. governments	4,327	203	832	159	5,159	
Corporate debt	41,317	2,514	5,428	1,473	46,745	3,000

RMBS	7,215	133	4,318	278	11,533	
CMBS	4,138	108	573	21	4,711	
CDO/ABS	7,064	104	2,175	144	9,239	
Total bonds available for sale	66,926	3,158	13,595	2,092	80,521	5,
Equity securities available for sale:						
Common stock	91	16	-	-	91	
Mutual funds	200	8	-	-	200	
Total equity securities available for sale	291	24	-	-	291	
Total	\$67,217\$	3,182	\$13,595\$	2,092	\$80,812\$	5,



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At September 30, 2016, we held 5,264 and 151 individual fixed maturity and equity securities, respectively, that were in an unrealized loss position, of which 2,159 individual fixed maturity securities were in a continuous unrealized loss position for 12 months or more. We did not recognize the unrealized losses in earnings on these fixed maturity securities at September 30, 2016 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:

	Total Fixed Maturity Securities Available for Sale		Fixed Maturity Securities in a Loss Position Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>September 30, 2016</b> <i>(in millions)</i>				
Due in one year or less	\$ 8,321	\$ 8,504	\$ 695	\$ 680
Due after one year through five years	51,382	54,984	3,364	3,197
Due after five years through ten years	46,208	49,119	4,839	4,528
Due after ten years	69,336	78,104	7,903	7,466
Mortgage-backed, asset-backed and collateralized	66,168	69,938	15,665	15,192
Total	\$ 241,415	\$ 260,649	\$ 32,466	\$ 31,063
<b>December 31, 2015</b>				
Due in one year or less	\$ 9,176	\$ 9,277	\$ 1,122	\$ 1,103
Due after one year through five years	47,230	49,196	9,847	9,494
Due after five years through ten years	54,120	54,459	22,296	20,686
Due after ten years	68,440	70,418	26,235	23,755
Mortgage-backed, asset-backed and collateralized	62,002	64,895	26,271	25,483
Total	\$ 240,968	\$ 248,245	\$ 85,771	\$ 80,521

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,			
	2016		2015		2016		2015	
(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	\$ 189	\$ 54	\$ 96	\$ 112	\$ 593	\$ 696	\$ 439	\$ 289
Equity securities	54	1	24	8	1,066	15	544	16
Total	\$ 243	\$ 55	\$ 120	\$ 120	\$ 1,659	\$ 711	\$ 983	\$ 305

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For the three and nine-month periods ended September 30, 2016, the aggregate fair value of available for sale securities sold was \$7.9 billion and \$22.3 billion, respectively, which resulted in net realized capital gains of \$188 million and \$948 million, respectively.

For the three and nine-month periods ended September 30, 2015, the aggregate fair value of available for sale securities sold was \$6.9 billion and \$20.9 billion, respectively, which resulted in net realized capital gains of zero and \$678 million, respectively.

**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:

	<b>September 30, 2016</b>		<b>December 31, 2015</b>	
<i>(in millions)</i>	Fair Value	Percent of Total	Fair Value	Percent of Total
Fixed maturity securities:				
U.S. government and government sponsored entities	\$ 3,347	22 %	\$ 3,369	19%
Obligations of states, municipalities and political subdivisions	-	-	75	-
Non-U.S. governments	54	-	50	-
Corporate debt	1,974	13	2,035	12
Mortgage-backed, asset-backed and collateralized:				
RMBS	1,847	12	2,230	13
CMBS	610	4	750	4
CDO/ABS and other collateralized*	6,940	46	8,273	47
Total mortgage-backed, asset-backed and collateralized	9,397	62	11,253	64
Total fixed maturity securities	14,772	97	16,782	95
Equity securities	498	3	921	5
Total	\$ 15,270	100 %	\$ 17,703	100%

\* Includes \$463 million and \$712 million of U.S. Government agency-backed ABS at September 30, 2016 and December 31, 2015, respectively.

**Other Invested Assets**

The following table summarizes the carrying amounts of other invested assets:

<i>(in millions)</i>	September 30, 2016	December 31, 2015
Alternative investments <sup>(a) (b)</sup>	\$ 14,227	\$ 18,150
Investment real estate <sup>(c)</sup>	6,494	6,579
Aircraft asset investments <sup>(d)</sup>	356	477
Investments in life settlements	3,577	3,606
All other investments	1,093	982
Total	\$ 25,747	\$ 29,794

(a) At September 30, 2016, includes hedge funds of \$7.8 billion, private equity funds of \$5.8 billion, and affordable housing partnerships of \$618 million. At December 31, 2015, includes hedge funds of \$10.9 billion, private equity funds of \$6.5 billion, and affordable housing partnerships of \$701 million.

(b) Approximately 56 percent of our hedge fund portfolio is available for redemption in 2016, an additional 27 percent and 10 percent will be available in 2017 and 2018, respectively.

(c) Net of accumulated depreciation of \$554 million and \$668 million in September 30, 2016 and December 31, 2015, respectively.

(d) Consists of investments in aircraft equipment held in consolidated trusts.

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The following table presents the components of Net investment income:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Fixed maturity securities, including short-term investments	\$ 2,935	\$ 2,794	\$ 8,863	\$ 8,477
Equity securities	25	(5)	(19)	76
Interest on mortgage and other loans	379	360	1,144	1,046
Alternative investments*	365	(18)	309	1,226
Real estate	37	66	125	116
Other investments	157	142	395	331
Total investment income	3,898	3,339	10,817	11,272
Investment expenses	115	133	338	402
Net investment income	\$ 3,783	\$ 3,206	\$ 10,479	\$ 10,870

\* Beginning in the first quarter of 2016, the presentation of income on alternative investments has been refined to include only income from hedge funds, private equity funds and affordable housing partnerships. Prior period disclosures have been reclassified to conform to this presentation. Hedge funds for which we elected the fair value option are recorded as of the balance sheet date. Other hedge funds are generally reported on a one-month lag, while private equity funds are generally reported on a one-quarter lag.

**Net Realized Capital Gains and Losses**

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

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Sales of fixed maturity securities	\$ 135	\$ (16)	\$ (103)	\$ 150
Sales of equity securities	53	16	1,051	528
Other-than-temporary impairments:				
Severity	(10)	(10)	(15)	(12)
Change in intent	(2)	(81)	(35)	(193)

Foreign currency declines	(7)	(5)	(14)	(37)
Issuer-specific credit events	(77)	(176)	(303)	(314)
Adverse projected cash flows	(6)	(1)	(47)	(9)
Provision for loan losses	8	32	8	43
Foreign exchange transactions	(639)	(16)	(1,197)	304
Derivatives and hedge accounting	(226)	13	(129)	509
Impairments on investments in life settlements	(80)	(58)	(329)	(200)
Other*	86	(40)	284	356
Net realized capital gains (losses)	\$ (765)	\$ (342)	\$ (829)	\$ 1,125

\* Includes \$107 million of realized gains due to a purchase price adjustment on the sale of Class B shares of Prudential Financial, Inc. for the nine months ended September 30, 2016 and \$357 million of realized gains due to the sale of common shares of SpringLeaf Holdings, \$428 million of realized gains due to the sale of Class B shares of Prudential Financial, Inc. and \$463 million of realized losses due to the sale of ordinary shares of AerCap for the nine months ended September 30, 2015.

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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, 2016		Nine Months Ended September 30, 2015	
<i>(in millions)</i>				
Increase (decrease) in unrealized appreciation (depreciation) of investments:				
Fixed maturity securities	\$1,595	\$(1,180)	\$11,957	\$(5,180)
Equity securities	(19)	(384)	(1,159)	(4,043)
Other investments	(29)	(85)	(243)	(1,043)
Total Increase (decrease) in unrealized appreciation (depreciation) of investments*	\$1,547	\$(1,649)	\$10,555	\$(6,266)
* 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 5 to the Consolidated Financial Statements in the 2015 Annual Report.

**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, 2016		Nine Months Ended September 30, 2015	
<i>(in millions)</i>				
Balance, beginning of period	\$ 1,298	\$ 2,238	\$ 1,747	\$ 2,659
Increases due to:				
Credit impairments on new securities subject to impairment losses	23	51	146	101

Additional credit impairments on previously impaired securities	37	37	166	84
Reductions due to:				
Credit impaired securities fully disposed of for which there was no prior intent or requirement to sell	(39)	(63)	(282)	(213)
Credit impaired securities for which there is a current intent or anticipated requirement to sell	-	(1)	-	(1)
Accretion on securities previously impaired due to credit*	(187)	(197)	(645)	(565)
Impairments on securities reclassified to Assets held for sale	(2)	-	(2)	-
Balance, end of period	\$ 1,130	\$ 2,065	\$ 1,130	\$ 2,065

\* 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.



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### **Item 1 / NOTE 6. INVESTMENTS**

#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

##### **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.

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)	\$ 35,665
Cash flows expected to be collected*	29,091
Recorded investment in acquired securities	19,536

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

(in millions)

	September 30, 2016	December 31, 2015
Outstanding principal balance	\$ 17,163	\$ 16,871
Amortized cost	12,364	12,303
Fair value	13,203	13,164

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in millions)	2016	2015	2016	2015
Balance, beginning of period	\$ 7,043	\$ 6,833	\$ 6,846	\$ 6,865
Newly purchased PCI securities	177	136	628	551
Disposals	-	-	-	(13)
Accretion	(214)	(220)	(637)	(661)
Effect of changes in interest rate indices	(196)	4	(435)	(140)
Net reclassification from (to) non-accretable difference, including effects of prepayments	158	180	566	331
Balance, end of period	\$ 6,968	\$ 6,933	\$ 6,968	\$ 6,933

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We enter into secured financing transactions whereby certain securities are 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. Our secured financing transactions also include those that involve the transfer of securities to financial institutions in exchange for cash (securities lending agreements). In all of these secured financing transactions, the securities transferred by us (pledged collateral) may be sold or repledged by the counterparties. These agreements are recorded at their contracted amounts plus accrued interest, other than those that are accounted for at fair value.

Pledged collateral levels are monitored daily and are generally maintained at an agreed-upon percentage of the fair value of the amounts borrowed during the life of the transactions. In the event of a decline in the fair value of the pledged collateral under these secured financing transactions, we may be required to transfer cash or additional securities as pledged collateral under these agreements. At the termination of the transactions, we and our counterparties are obligated to return the amounts borrowed and the securities transferred, respectively.

**The following table presents the fair value of securities pledged to counterparties under secured financing transactions, including repurchase and securities lending agreements:**

<i>(in millions)</i>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Fixed maturity securities available for sale	\$ 2,177	\$ 1,145
Other bond securities, at fair value	\$ 1,967	\$ 1,740

At September 30, 2016 and December 31, 2015, amounts borrowed under repurchase and securities lending agreements totaled \$4.1 billion and \$2.9 billion, respectively.

**The following table presents the fair value of securities pledged under our repurchase agreements by collateral type and by remaining contractual maturity:**

<i>(in millions)</i>	Remaining Contractual Maturity of the Agreements					Total
	Overnight	up to	31 -	91 -	365	

	and Continuous	30 days	90 days	364 days	days or greater
<b>September 30, 2016</b>					
Other bond securities:					
Non-U.S. governments	\$ -	\$ -	\$ 54	\$ -	\$ -
Corporate debt	-	365	1,111	437	-
<b>Total</b>	\$ -	\$ 365	\$ 1,165	\$ 437	\$ -
<b>December 31, 2015</b>					
Bonds available for sale:					
Non-U.S. governments	\$ -	\$ 50	\$ -	\$ -	\$ -
Other bond securities:					
Non-U.S. governments	-	-	-	49	-
Corporate debt	-	33	332	1,326	-
<b>Total</b>	\$ -	\$ 83	\$ 332	\$ 1,375	\$ -

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The following table presents the fair value of securities pledged under our securities lending agreements by collateral type and by remaining contractual maturity:

	Remaining Contractual Maturity of the Agreements					
	Overnight and Continuous	up to 30 days	31 - 90 days	91 - 364 days	365 days or greater	Total
<i>(in millions)</i>						
<b>September 30, 2016</b>						
Bonds available for sale:						
Non-U.S. governments	\$ -	\$ -	\$ 113	\$ -	\$ -	\$ 113
Corporate debt	-	711	1,190	102	-	2,003
CMBS	-	-	-	61	-	61
<b>Total</b>	\$ -	\$ 711	\$ 1,303	\$ 163	\$ -	\$ 2,177
<b>December 31, 2015</b>						
Bonds available for sale:						
Non-U.S. governments	\$ -	\$ -	\$ 57	\$ -	\$ -	\$ 57
Corporate debt	-	-	914	-	-	914
RMBS	-	-	-	124	-	124
<b>Total</b>	\$ -	\$ -	\$ 971	\$ 124	\$ -	\$ 1,095

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. 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:

<i>(in millions)</i>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Securities collateral pledged to us	\$ 1,590	\$ 1,742
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 \$5.2 billion and \$4.9 billion at September 30, 2016 and December 31, 2015, respectively.

#### Other Pledges and Restrictions

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 \$127 million and \$47 million of stock in FHLBs at September 30, 2016 and December 31, 2015, respectively. In addition, our subsidiaries have pledged securities available for sale with a fair value of \$3.9 billion and \$1.2 billion at September 30, 2016 and December 31, 2015, 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,

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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 was approximately \$2.3 billion and \$2.4 billion at September 30, 2016 and December 31, 2015, 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.

Short-term investments held in escrow accounts or otherwise subject to restriction as to their use were \$470 million and \$439 million at September 30, 2016 and December 31, 2015, respectively.

**7. LENDING ACTIVITIES**

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

<i>(in millions)</i>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Commercial mortgages*	<b>\$ 24,010</b>	\$ 22,067
Residential mortgages	<b>3,557</b>	2,758
Commercial loans, other loans and notes receivable	<b>2,635</b>	2,451
Life insurance policy loans	<b>2,510</b>	2,597
Total mortgage and other loans receivable	<b>32,712</b>	29,873
Allowance for credit losses	<b>(299)</b>	(308)
Mortgage and other loans receivable, net	<b>\$ 32,413</b>	\$ 29,565

\* Commercial mortgages primarily represent loans for offices, apartments and retail properties, with exposures in New York and California representing the largest geographic concentrations (aggregating approximately 23 percent and 13 percent, respectively, at September 30, 2016, and 22 percent and 12 percent, respectively, at December 31, 2015).

**Credit Quality of Commercial Mortgages**

The following table presents debt service coverage ratios and loan-to-value ratios for commercial mortgages:

**Debt Service Coverage Ratios<sup>(a)</sup>**



*(in millions)***September 30, 2016****Loan-to-Value Ratios<sup>(b)</sup>**

	>1.20X	1.00X - 1.20X	<1.00X	Total
Less than 65%	\$ 13,111	\$ 1,949	\$ 228	\$ 15,288
65% to 75%	5,391	589	87	6,067
76% to 80%	1,445	184	47	1,676
Greater than 80%	362	412	205	979
Total commercial mortgages	\$ 20,309	\$ 3,134	\$ 567	\$ 24,010

**December 31, 2015****Loan-to-Value Ratios<sup>(b)</sup>**

Less than 65%	\$ 10,283	\$ 1,704	\$ 150	\$ 12,137
65% to 75%	6,361	611	45	7,017
76% to 80%	1,370	169	81	1,620
Greater than 80%	646	226	421	1,293
Total commercial mortgages	\$ 18,660	\$ 2,710	\$ 697	\$ 22,067

(a) The debt service coverage ratio compares a property's net operating income to its debt service payments, including principal and interest.

(b) The loan-to-value ratio compares the current unpaid principal balance of the loan to the estimated fair value of the underlying property collateralizing the loan.

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

<i>(dollars in millions)</i>	Number of Loans	Class of Assets	Offices	Retail	Industrial	Hotel	Others	Total <sup>(c)</sup>	Percent of Total \$
<b>September 30, 2016</b>									
<b>Credit Quality Performance</b>									
<b>Indicator:</b>									
In good standing	801	\$5,197\$	7,884	\$5,127\$	\$1,824\$	\$2,430\$	1,381	\$23,843	99%
Restructured <sup>(a)</sup>	4	-	133	18	-	16	-	167	1
90 days or less delinquent	-	-	-	-	-	-	-	-	-
>90 days delinquent or in process of foreclosure	-	-	-	-	-	-	-	-	-
Total <sup>(b)</sup>	805	\$5,197\$	8,017	\$5,145\$	\$1,824\$	\$2,446\$	1,381	\$24,010	100%
Allowance for credit losses:									
Specific		\$ -	\$ 3	\$ 1	\$ 6	\$ 1	\$ -	\$ 11	-%
General		31	73	41	7	13	13	178	1
Total allowance for credit losses		\$ 31\$	\$ 76\$	\$ 42\$	\$ 13\$	\$ 14\$	\$ 13\$	\$ 189	1%
<b>December 31, 2015</b>									
<b>Credit Quality Performance</b>									
<b>Indicator:</b>									
In good standing	830	\$ 3,916\$	\$ 7,484\$	\$ 4,809\$	\$ 1,902\$	\$ 2,082\$	\$ 1,435\$	\$21,628	98%
Restructured <sup>(a)</sup>	9	-	156	25	6	16	6	209	1
90 days or less delinquent	1	-	-	4	-	-	-	4	-
>90 days delinquent or in process of foreclosure	9	3	205	-	6	-	12	226	1
Total <sup>(b)</sup>	849	\$ 3,919\$	\$ 7,845\$	\$ 4,838\$	\$ 1,914\$	\$ 2,098\$	\$ 1,453\$	\$22,067	100%
Allowance for credit losses:									
Specific		\$ -	\$ 16	\$ 1	\$ 6	\$ 1	\$ -	\$ 24	-%
General		35	47	29	8	15	13	147	1
Total allowance for credit losses		\$ 35\$	\$ 63\$	\$ 30\$	\$ 14\$	\$ 16\$	\$ 13\$	\$ 171	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 6 to the Consolidated Financial Statements in the 2015 Annual Report.

(b) Does not reflect allowance for credit losses.

(c) Approximately all of the commercial mortgages held at such respective dates were current as to payments of principal and interest. There were no significant amounts of nonperforming commercial mortgages (defined as those loans where payment of contractual principal or interest is more than 90 days past due) during any of the periods presented.

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See Note 6 to the Consolidated Financial Statements in the 2015 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:**

<b>Nine Months Ended September 30, (in millions)</b>	<b>2016</b>			<b>2015</b>		
	<b>Commercial Mortgages</b>	<b>Other Loans</b>	<b>Total</b>	<b>Commercial Mortgages</b>	<b>Other Loans</b>	<b>Total</b>
Allowance, beginning of year	\$ 171	\$ 137	\$ 308	\$ 159	\$ 112	\$ 271
Loans charged off	(13)	(2)	(15)	(23)	(6)	(29)
Recoveries of loans previously charged off	11	-	11	4	1	5
Net charge-offs	(2)	(2)	(4)	(19)	(5)	(24)
Provision for loan losses	20	(25)	(5)	22	(66)	(44)
Other	-	-	-	-	3	3
Allowance, end of period	\$ 189 *	\$ 110	\$ 299	\$ 162 *	\$ 44	\$ 206

\* Of the total allowance, \$11 million and \$24 million relate to individually assessed credit losses on \$292 million and \$512 million of commercial mortgages at September 30, 2016 and 2015, respectively.

Loans that had been modified in troubled debt restructurings during the nine month period ended September 30, 2016 have been fully paid off. For the nine-month period ended September 30, 2015, loans with a carrying value of \$42 million, were modified in troubled debt restructurings.

**8. VARIABLE INTEREST ENTITIES**

We enter into various arrangements with 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, related 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.

The primary beneficiary of a VIE is the entity that has both (1) the power to direct the activities of the VIE that most significantly affect the entity's economic performance and (2) the obligation to absorb losses or the right to receive benefits that could be potentially significant to the VIE.

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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:

	Real Estate and Investment Entities <sup>(d)</sup>	Securitization Vehicles	Structured Investment Vehicle	Affordable Housing Partnerships	Other	Total
<i>(in millions)</i>						
<b>September 30, 2016</b>						
Assets:						
Bonds available for sale	\$ -	10,546\$	-	-	-	-10,546
Other bond securities	-	5,074	324	-	6	5,404
Mortgage and other loans receivable	1	1,553	-	-	109	1,663
Other invested assets	1,008	356	-	2,810	27	4,201
Other <sup>(a)</sup>	1,619	885	122	401	170	3,197
Total assets <sup>(b)</sup>	\$ 2,628\$	18,414\$	446\$	3,211\$	312\$	25,011
Liabilities:						
Long-term debt	\$ 431\$	781\$	55\$	1,698\$	6\$	2,971
Other <sup>(c)</sup>	1,440	225	-	230	138	2,033
Total liabilities	\$ 1,871\$	1,006\$	55\$	1,928\$	144\$	5,004
<b>December 31, 2015</b>						
Assets:						
Bonds available for sale	\$ -	10,309\$	-	-	15	10,324
Other bond securities	-	5,756	387	-	24	6,167
Mortgage and other loans receivable	1	1,960	-	-	132	2,093
Other invested assets	489	477	-	2,608	24	3,598
Other <sup>(a)</sup>	29	1,349	94	293	159	1,924
Total assets <sup>(b)</sup>	\$ 519\$	19,851\$	481\$	2,901\$	354\$	24,106
Liabilities:						
Long-term debt	\$ -	1,025\$	53\$	1,513\$	6\$	2,597
Other <sup>(c)</sup>	34	236	1	214	71	556
Total liabilities	\$ 34\$	1,261\$	54\$	1,727\$	77\$	3,153

(a) At September 30, 2016, includes approximately \$1.0 billion of assets from real estate investment entities that are classified as held for sale. The remaining balance was comprised primarily of Short-term investments and Other assets at September 30, 2016 and December 31, 2015.

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

(c) At September 30, 2016, includes approximately \$1.2 billion of liabilities from real estate investment entities that are classified as held for sale. The remaining balance was comprised primarily of Other liabilities and Derivative liabilities, at fair value, at September 30, 2016 and December 31, 2015.

(d) At September 30, 2016 and December 31, 2015, off-balance sheet exposure primarily consisting of commitments to real estate and investment entities was \$126 million and \$131 million, respectively.

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.

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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:

<i>(in millions)</i>	Total VIE Assets	Maximum Exposure to Loss		Total
		On-Balance Sheet <sup>(a)</sup>	Off-Balance Sheet	
<b>September 30, 2016</b>				
Real estate and investment entities <sup>(d)</sup>	\$ 410,119	\$ 11,722	\$ 2,108	\$ 13,830
Affordable housing partnerships	4,755	789	-	789
Other	4,371	332	1,031 <sup>(b)</sup>	1,363
Total <sup>(c) (e)</sup>	\$ 419,245	\$ 12,843	\$ 3,139	\$ 15,982
<b>December 31, 2015</b>				
Real estate and investment entities <sup>(d)</sup>	\$ 21,951	\$ 3,072	\$ 398	\$ 3,470
Affordable housing partnerships	5,255	774	-	774
Other	1,110	215	1,000 <sup>(b)</sup>	1,215
Total	\$ 28,316	\$ 4,061	\$ 1,398	\$ 5,459

(a) At September 30, 2016 and December 31, 2015, \$ 12.4 billion and \$3.8 billion, respectively, of our total unconsolidated VIE assets were recorded as Other invested assets.

(b) These amounts primarily represent our estimate of the maximum exposure to loss under certain insurance policies issued to VIEs if a hypothetical loss occurred to the extent of the full amount of the insured value. Our insurance policies cover defined risks and our estimate of liability is included in our insurance reserves on the balance sheet.

(c) As discussed in Note 2, on January 1, 2016, we adopted accounting guidance that resulted in an increase in the number of our investment entities classified as VIEs.

(d) Comprised primarily of hedge funds and private equity funds.

(e) At September 30, 2016, includes approximately \$492 million total assets, \$4 million of on-balance sheet exposure, and \$2 million of off-balance sheet exposure from unconsolidated VIE entities that are classified as held for sale.

See Note 9 to the Consolidated Financial Statements in the 2015 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 10 to the Consolidated Financial Statements in the 2015 Annual Report for a discussion of our accounting policies and procedures regarding derivatives and hedge accounting.

Our businesses 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, CDSs and purchases of investments with embedded derivatives, such as equity linked notes and convertible bonds.

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The following table presents the notional amounts of our derivative instruments and the fair value of derivative assets and liabilities in the Condensed Consolidated Balance Sheets:

	September 30, 2016				December 31, 2015			
	Gross Derivative Assets		Gross Derivative Liabilities		Gross Derivative Assets		Gross Derivative Liabilities	
	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value	Notional Amount	Fair Value
<i>(in millions)</i>								
<b>Derivatives designated as hedging instruments:<sup>(a)</sup></b>								
Interest rate contracts	\$ 355	\$ 2	\$ 476	\$ 3	\$ 301	\$ 1	\$ 725	\$ 2
Foreign exchange contracts	4,686	392	1,795	67	2,903	207	914	56
Equity contracts	113	9	-	-	-	-	121	23
<b>Derivatives not designated as hedging instruments:<sup>(a)</sup></b>								
Interest rate contracts	56,872	4,287	42,001	3,716	45,846	3,161	65,733	2,197
Foreign exchange contracts	10,574	753	8,149	1,343	9,472	559	8,900	1,148
Equity contracts	12,994	313	8,369	2	6,656	177	5,028	45
Credit contracts <sup>(b)</sup>	4	2	911	347	4	3	1,289	508
Other contracts <sup>(c)</sup>	37,937	22	192	112	37,586	23	203	69
<b>Total derivatives, gross</b>	<b>\$ 123,535</b>	<b>\$ 5,780</b>	<b>\$ 61,893</b>	<b>\$ 5,590</b>	<b>\$ 102,768</b>	<b>\$ 4,131</b>	<b>\$ 82,913</b>	<b>\$ 4,048</b>
Counterparty netting <sup>(d)</sup>		(2,289)		(2,289)		(1,268)		(1,268)
Cash collateral <sup>(e)</sup>		(1,358)		(482)		(1,554)		(760)
<b>Total derivatives on condensed consolidated balance sheets<sup>(f)</sup></b>		<b>\$ 2,133</b>		<b>\$ 2,819</b>		<b>\$ 1,309</b>		<b>\$ 2,020</b>

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

(b) As of September 30, 2016 and December 31, 2015, included CDSs on super senior multi-sector CDOs with a net notional amount of \$0.8 billion and \$1.1 billion (fair value liability of \$329 million and \$483 million), respectively. The expected weighted average maturity as of September 30, 2016 is six years. Because of long-term maturities of the CDSs in the 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 portfolio. As of September 30, 2016 and December 31, 2015, there were no super senior corporate debt/CLOs remaining.

(c) Consists primarily of stable value wraps and contracts with multiple underlying exposures.

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

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

(f) Freestanding derivatives only, excludes Embedded derivatives. Derivative instrument assets and liabilities are recorded in Other Assets and Liabilities, respectively. Fair value of assets related to bifurcated Embedded derivatives was \$0 at both September 30, 2016 and December 31, 2015. Fair value of liabilities related to bifurcated Embedded derivatives was \$4.1 billion and \$2.3 billion, respectively, at September 30, 2016 and December 31, 2015. A bifurcated Embedded derivative is generally presented with the host contract in the Condensed Consolidated Balance Sheets. Embedded derivatives are primarily related to guarantee features in variable annuity products, which include equity and interest rate components.

## 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 Master 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 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

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#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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 \$3.5 billion and \$3.0 billion at September 30, 2016 and December 31, 2015, 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 \$2.1 billion and \$1.6 billion at September 30, 2016 and December 31, 2015, respectively. In the case of collateral provided to us under derivative transactions that are not subject to clearing, we generally can repledge or resell 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 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 and cross currency swaps 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 interest rate swaps entered into with third parties as fair value hedges of fixed rate GICs attributable to changes in benchmark interest rates.

We use foreign currency denominated debt and cross-currency 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. For net investment hedge relationships where issued debt is used as a hedging instrument, we assess the hedge effectiveness and measure the amount of ineffectiveness based on changes in spot rates. For net investment hedge relationships that use derivatives as hedging instruments, we assess hedge effectiveness and measure hedge ineffectiveness using changes in forward rates. For the three- and nine-month periods ended September 30, 2016, we recognized a gain of \$1 million and a loss of \$8 million, respectively, and for the three- and nine-month periods ended September 30, 2015, we recognized gains of \$14 million and \$87 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.

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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:

	Gains/(Losses) Recognized in		Including Gains/(Losses)		Attributable to:	
	Earnings for:		Hedge		Excluded	
	Hedging	Hedged	Ineffectiveness	Components	Other <sup>(b)</sup>	
	Derivatives <sup>(a)</sup>	Items				
<i>(in millions)</i>						
<b>Three Months Ended September 30, 2016</b>						
Interest rate contracts:						
Realized capital gains/(losses)	\$ (1)	\$ 1	\$ -	\$ -	\$ -	
Interest credited to policyholder account balances	-	-	-	-	-	
Other income	-	3	-	-	3	
Gain/(Loss) on extinguishment of debt	-	-	-	-	-	
Foreign exchange contracts:						
Realized capital gains/(losses)	(10)	(34)	-	(44)	-	
Interest credited to policyholder account balances	-	-	-	-	-	
Other income	-	3	-	-	3	
Gain/(Loss) on extinguishment of debt	-	-	-	-	-	
Equity contracts:						
Realized capital gains/(losses)	8	(9)	-	(1)	-	
<b>Three Months Ended September 30, 2015</b>						
Interest rate contracts:						
Realized capital gains/(losses)	\$ 1	\$ (1)	\$ -	\$ -	\$ -	
Interest credited to policyholder account balances	-	-	-	-	-	
Other income	-	2	-	-	2	
Gain/(Loss) on extinguishment of debt	-	1	-	-	1	
Foreign exchange contracts:						
Realized capital gains/(losses)	81	(67)	-	14	-	
Interest credited to policyholder account balances	-	-	-	-	-	
Other income	-	4	-	-	4	
Gain/(Loss) on extinguishment of debt	-	-	-	-	-	
Equity contracts:						
Realized capital gains/(losses)	(4)	3	-	(1)	-	



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Interest rate contracts:

Realized capital gains/(losses)	\$	- \$	(6)	\$	- \$	- \$	(6)
Interest credited to policyholder account balances		-	-		-	-	-
Other income		-	10		-	-	10
Gain/(Loss) on extinguishment of debt		-	-		-	-	-
Foreign exchange contracts:							
Realized capital gains/(losses)		413	(443)		-	(30)	-
Interest credited to policyholder account balances		-	-		-	-	-
Other income		-	15		-	-	15
Gain/(Loss) on extinguishment of debt		-	-		-	-	-
Equity contracts:							
Realized capital gains/(losses)		28	(28)		-	-	-

**Nine Months Ended September 30, 2015**

Interest rate contracts:

Realized capital gains/(losses)	\$	1 \$	(1)	\$	- \$	- \$	-
Interest credited to policyholder account balances		-	-		-	-	-
Other income		-	7		-	-	7
Gain/(Loss) on extinguishment of debt		-	14		-	-	14
Foreign exchange contracts:							
Realized capital gains/(losses)		152	(123)		-	27	2
Interest credited to policyholder account balances		-	(1)		-	-	(1)
Other income		-	14		-	-	14
Gain/(Loss) on extinguishment of debt		-	17		-	-	17
Equity contracts:							
Realized capital gains/(losses)		(23)	21		-	(2)	-

(a) The amounts presented do not include the periodic net coupon settlements of the derivative contract or the coupon income (expense) related to the hedged item.

(b) Represents accretion/amortization of opening fair value of the hedged item at inception of hedge relationship, amortization of basis adjustment on hedged item following the discontinuation of hedge accounting, and the release of debt basis adjustment following the repurchase of issued debt that was part of previously-discontinued fair value hedge relationship.





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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)	2016	2015	2016	2015
By Derivative Type:				
Interest rate contracts	\$ 91	\$ 470	\$ 1,464	\$ 398
Foreign exchange contracts	49	51	203	321
Equity contracts	(317)	229	(589)	108
Commodity contracts	-	-	-	(1)
Credit contracts	36	11	70	171
Other contracts	22	71	58	60
Embedded derivatives	30	(816)	(1,255)	(143)
<b>Total</b>	<b>\$ (89)</b>	<b>\$ 16</b>	<b>\$ (49)</b>	<b>\$ 914</b>
By Classification:				
Policy fees	\$ 20	\$ 20	\$ 60	\$ 59
Net investment income	2	6	14	20
Net realized capital gains (losses)	(181)	20	(93)	496
Other income (losses)	69	(36)	(43)	334
Policyholder benefits and claims incurred	1	6	13	5
<b>Total</b>	<b>\$ (89)</b>	<b>\$ 16</b>	<b>\$ (49)</b>	<b>\$ 914</b>

**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, 2016 and December 31, 2015, was approximately \$2.3 billion and \$2.0 billion, respectively. The aggregate fair value of assets posted as collateral under these contracts at September 30, 2016 and December 31, 2015, was approximately \$2.7 billion and \$2.1 billion, respectively.

We estimate that at September 30, 2016, based on our outstanding financial derivative transactions, a

downgrade of our long-term senior debt ratings to BBB+, BBB or BBB– by Standard & Poor’s Financial Services LLC, a subsidiary of S&P Global Inc., and/or a downgrade to Baa2 or Baa3 by Moody’s Investors’ Service, Inc. would permit counterparties to make additional collateral calls and permit certain counterparties to elect early termination of contracts, resulting in corresponding collateral postings and termination payments in the total amount of up to approximately \$145 million.

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, 2016. Factors considered in estimating the termination payments upon downgrade include current market conditions and the terms of the respective CSA provisions. Our estimates are also based on the assumption that counterparties will terminate based on their net exposure to us. The actual termination payments could 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.

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### **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 reported as Other bond securities in the Condensed Consolidated Balance Sheets. The fair values of these hybrid securities were \$4.9 billion and \$5.7 billion at September 30, 2016 and December 31, 2015, respectively. These securities have par amounts of \$10.4 billion and \$11.2 billion at September 30, 2016 and December 31, 2015, 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 United Guaranty operations, litigation arising from claims settlement activities is generally considered in the establishment of our liability for unpaid losses and loss adjustment expenses. 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, AIG Financial Products Corp. and related subsidiaries (collectively 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

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and liquidity constraints relating to our securities lending program and related disclosure and other matters (Subprime Exposure Issues).

**Consolidated 2008 Securities Litigation.** On May 19, 2009, a consolidated class action complaint, resulting from the consolidation of eight purported securities class actions filed between May 2008 and January 2009, was 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) in *In re American International Group, Inc. 2008 Securities Litigation* (the Consolidated 2008 Securities Litigation), asserting claims under the Securities Exchange Act of 1934, as amended (the Exchange Act), and claims under the Securities Act of 1933, as amended (the Securities Act), for allegedly materially false and misleading statements in AIG's public disclosures from March 16, 2006 to September 16, 2008 relating to, among other things, the Subprime Exposure Issues.

On July 15, 2014 and August 1, 2014, lead plaintiff, AIG and AIG's outside auditor accepted mediators' proposals to settle the Consolidated 2008 Securities Litigation against all defendants. On October 22, 2014, AIG made a cash payment of \$960 million, which is being held in escrow until all funds are distributed. On March 20, 2015, the Court issued an Order and Final Judgment approving the class settlement and dismissing the action with prejudice, and the AIG settlement became final on June 29, 2015.

**Individual Securities Litigations.** Between November 18, 2011 and February 9, 2015, eleven separate, though similar, securities actions (Individual Securities Litigations) were filed in or transferred to the Southern District of New York (SDNY), asserting claims substantially similar to those in the Consolidated 2008 Securities Litigation against AIG and certain directors and officers of AIG and AIGFP. Two of the actions were voluntarily dismissed. On September 10, 2015, the SDNY granted AIG's motion to dismiss some of the claims in the Individual Securities Litigations in whole or in part. AIG has settled eight of the nine remaining actions. The remaining Individual Securities Litigation pending in the SDNY was brought by a series of institutional investor funds. After the court's decision granting AIG's motion to dismiss plaintiff's claims in part, the claims in the remaining action are limited to a claim under Section 10(b) of the Exchange Act for allegedly materially false and misleading statements in AIG's public disclosures from February 8, 2008 to September 16, 2008 relating to, among other things, the Subprime Exposure Issues.

On March 27, 2015, an additional securities action was filed in state court in Orange County, California asserting a claim against AIG pursuant to Section 11 of the Securities Act (the California Action) that is substantially similar to those in the Consolidated 2008 Securities Litigation and the Individual Securities Litigations. After denying AIG's motion to remove the California Action to federal court and stay the action, the trial court overruled AIG's demurrer to dismiss all of the claims asserted in the California Action, which is

currently on appeal to the California Court of Appeals for the Fourth Appellate District.

We have accrued our current estimate of probable loss with respect to these litigations.

#### [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.

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#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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.

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 due to our Board's refusal of SICO's demand and denied the United States' motion to dismiss SICO's direct, non-derivative 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 (the Credit Agreement Shareholder Class); 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 (the Reverse Stock Split Shareholder Class). 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. 286,908 holders of AIG Common Stock during the two class periods have opted into the classes.

On June 15, 2015, the Court of Federal Claims issued its opinion and order in the SICO Treasury Action. The Court found that the United States exceeded its statutory authority by exacting approximately 80 percent of AIG's equity in exchange for the FRBNY Credit Facility, but that AIG shareholders suffered no damages as a result. SICO argued during trial that the two classes are entitled to a total of approximately \$40 billion in damages, plus interest. The Court also found that the United States was not liable to the Reverse Stock Split Class in connection with the reverse stock split vote at the June 30, 2009 annual meeting of shareholders.

On June 17, 2015, the Court of Federal Claims entered judgment stating that "the Credit Agreement Shareholder Class shall prevail on liability due to the Government's illegal exaction, but shall recover zero damages, and that the Reverse Stock Split Shareholder Class shall not prevail on liability or damages." SICO filed a notice of appeal of the July 2, 2012 dismissal of SICO's unconstitutional conditions claim, the June 26, 2013 dismissal of SICO's derivative claims, the Court's June 15, 2015 opinion and order, and the Court's June 17, 2015 judgment to the United States Court of Appeals for the Federal Circuit. The United



States filed a notice of cross appeal of the Court's July 2, 2012 opinion and order denying in part its motion to dismiss, the Court's June 26, 2013 opinion and order denying its motion to dismiss SICO's direct claims, the Court's June 15, 2015 opinion and order, and the Court's June 17, 2015 judgment to the United States Court of Appeals for the Federal Circuit.

On August 25, 2015, SICO filed its appellate brief, in which it stated SICO does not appeal the dismissal of the derivative claims it asserted on behalf of AIG.

In the Court of Federal Claims, 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.

AIG believes that any indemnification obligation would arise only if: (a) SICO prevails on its appeal and ultimately receives an award of damages; (b) the United States then commences an action against AIG seeking indemnification; and (c) the United States is successful in such an action through any appellate process. If SICO prevails on its claims and the United States seeks indemnification from AIG, AIG intends to assert defenses thereto. A reversal of the Court of Federal Claim's June 17, 2015 decision and judgment and a final determination that the United States is liable for damages, together with a final 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.

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## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **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 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. On May 5, 2016, the Ninth Circuit affirmed the decision of the trial court and the Relators failed to file a petition for a writ of certiorari to the United States Supreme Court within the mandated period. Therefore, the District Court judgment dismissing the case is now final and no longer subject to appeal.

### **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' petition for rehearing of that decision was denied on February 27, 2015. The matter was remanded to the trial court for general discovery and adjudication of the merits. On November 24, 2015, the trial court ruled that the defendants had a duty to disclose the amount of insurance available at the settlement approval hearings and that the defendants breached that duty. Thereafter, the parties settled this

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#### **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

matter and the court granted final approval of the settlement on August 15, 2016. Payment of the settlement amount was made on September 12, 2016. We had previously accrued our estimate of loss with respect to this litigation.

#### **Regulatory and Related Matters**

In April 2007, the National Association of Insurance Commissioners (NAIC) formed a Settlement Review Working Group, directed by the State of Indiana, to review the Workers' Compensation Residual Market Assessment portion of the settlement between AIG, the Office of the New York Attorney General, and the New York State Department of Insurance. In late 2007, the Settlement Review Working Group, under the direction of Indiana, Minnesota and Rhode Island, recommended that a multi-state targeted market conduct examination focusing on workers' compensation insurance be commenced under the direction of the NAIC's Market Analysis Working Group. AIG was informed of the multi-state targeted market conduct examination in January 2008. The lead states in the multi-state examination were Delaware, Florida, Indiana, Massachusetts, Minnesota, New York, Pennsylvania and Rhode Island. All other states (and the District of Columbia) agreed to participate in the multi-state examination. The examination focused on legacy issues related to certain AIG entities' writing and reporting of workers compensation insurance between 1985 and 1996.

On December 17, 2010, AIG and the lead states reached an agreement to settle all regulatory liabilities arising out of the subjects of the multistate examination. This regulatory settlement agreement, which was agreed to by all 50 states and the District of Columbia, included, among other terms, (i) AIG's payment of \$100 million in regulatory fines and penalties; (ii) AIG's payment of \$46.5 million in outstanding premium taxes and assessments; (iii) AIG's agreement to enter into a compliance plan describing agreed-upon specific steps and standards for evaluating AIG's ongoing compliance with state regulations governing the setting of workers' compensation insurance premium rates and the reporting of workers' compensation premiums; and (iv) AIG's agreement to pay up to \$150 million in contingent fines in the event that AIG fails to comply substantially with the compliance plan requirements. In furtherance of the compliance plan, the agreement provided for a monitoring period from May 29, 2012 to May 29, 2014 leading up to a compliance plan examination. After the close of the monitoring period, as part of preparation for the actual conduct of the compliance plan examination, on or about October 1, 2014, AIG and the lead states agreed upon corrective action plans to address particular issues identified during the monitoring period. The compliance plan examination is ongoing. There can be no assurance that the result of the compliance plan examination will not result in a fine, have a material adverse effect on AIG's ongoing operations or lead to civil litigation.

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. On April 29, 2016, National Union and other AIG companies achieved a settlement in principle of civil litigation relating to the conduct of their accident and health business, subject to formal documentation and court approval. Preliminary approval of the settlement was granted on October 14, 2016, and the settlement funds have been placed into escrow, pending final court approval of the settlement. We had previously accrued our estimate of loss with respect to this settlement. On May 23, 2016, the managing lead state in the multi-state examination ordered that the companies subject to the Regulatory Settlement Agreement have "complied with the terms" of the Regulatory Settlement Agreement and that no contingent fine or civil penalty would be due.

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### **Item 1 / NOTE 10. CONTINGENCIES, COMMITMENTS AND GUARANTEES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **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 \$3.2 billion at September 30, 2016.

### **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, 2016 was \$138 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.

#### **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.

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- See Note 8 to the Condensed Consolidated Financial Statements for additional discussion of commitments and guarantees associated with VIEs.
- See Note 9 to the Condensed Consolidated Financial Statements for additional disclosures about derivatives.
- See Note 15 to the Condensed Consolidated Financial Statements for additional disclosures about guarantees of outstanding debt.

**11. EQUITY****Shares Outstanding**

The following table presents a rollforward of outstanding shares:

	Common Stock Issued	Treasury Stock	Common Stock Outstanding
<b>Nine Months Ended September 30, 2016</b>			
Shares, beginning of year	1,906,671,492	(712,754,875)	1,193,916,617
Shares issued	-	2,054,043	2,054,043
Shares repurchased	-	(153,082,104)	(153,082,104)
Shares, end of period	1,906,671,492	(863,782,936)	1,042,888,556
<b>Dividends</b>			

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 for this purpose. 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 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 28, 2016, we paid a dividend of \$0.32 per share on AIG Common Stock to shareholders of record on March 14, 2016. On June 27, 2016, we paid a dividend of \$0.32 per share on AIG Common Stock to shareholders of record on June 13, 2016. On September 29, 2016, we paid a dividend of \$0.32 per share on AIG Common Stock to shareholders of record on September 15, 2016.

See Note 18 to the Consolidated Financial Statements in the 2015 Annual Report for a discussion of restrictions on payments of dividends to AIG Parent by its subsidiaries.

**TABLE OF CONTENTS****Item 1 / NOTE 11. EQUITY****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Repurchase of AIG Common Stock**

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock through a series of actions. On August 2, 2016, our Board of Directors authorized an additional increase of \$3.0 billion to its previous share repurchase authorization. As of September 30, 2016, approximately \$2.4 billion remained under our share repurchase authorization. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans.

We repurchased approximately 153 million shares of AIG Common Stock in the nine-month period ended September 30, 2016 for an aggregate purchase price of approximately \$8.5 billion, and we repurchased 15 million warrants to purchase shares of AIG Common Stock for an aggregate purchase price of \$263 million.

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:

	Unrealized Appreciation (Depreciation) of Fixed Maturity Investments on Which Other-Than- Temporary Credit Impairments Were Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments
<i>(in millions)</i>			
Balance, December 31, 2015, net of tax	\$ 696\$	5,566\$	(2,879)

Change in unrealized appreciation (depreciation) of investments		(318)	10,873	-
Change in deferred policy acquisition costs adjustment and other*		(40)	(887)	-
Change in future policy benefits		-	(2,099)	-
Change in foreign currency translation adjustments		-	-	179
Change in net actuarial loss		-	-	-
Change in prior service credit		-	-	-
Change in deferred tax asset (liability)		248	(1,585)	153
Total other comprehensive income (loss)		(110)	6,302	332
Noncontrolling interests		-	-	-
<b>Balance, September 30, 2016, net of tax</b>	<b>\$</b>	<b>586\$</b>	<b>11,868\$</b>	<b>(2,547)</b>
Balance, December 31, 2014, net of tax	\$	1,043\$	12,327\$	(1,784)
Change in unrealized depreciation of investments		(315)	(6,372)	-
Change in deferred policy acquisition costs adjustment and other		-	763	-
Change in future policy benefits		92	807	-
Change in foreign currency translation adjustments		-	-	(901)
Change in net actuarial loss		-	-	-
Change in prior service credit		-	-	-
Change in deferred tax asset (liability)		54	1,493	167
Total other comprehensive income (loss)		(169)	(3,309)	(734)
Noncontrolling interests		-	-	(4)
<b>Balance, September 30, 2015, net of tax</b>	<b>\$</b>	<b>874\$</b>	<b>9,018\$</b>	<b>(2,514)</b>

\* Includes net unrealized gains attributable to businesses held for sale.

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The following table presents the other comprehensive income reclassification adjustments for the three-month periods ended September 30, 2016 and 2015, respectively:

		Unrealized Appreciation (Depreciation) of Fixed Maturity Investments on Which Other-Than- Temporary Credit Impairments Were Taken	Unrealized Appreciation (Depreciation) of All Other Investments	Foreign Currency Translation Adjustments	Retirement Plan Liabilities Adjustment	Total
<i>(in millions)</i>						
<b>Three Months Ended September 30, 2016</b>						
Unrealized change arising during period	\$	147\$	816\$	21\$	(8)\$	976
Less: Reclassification adjustments included in net income		6	163	-	(3)	166
Total other comprehensive income, before income tax expense (benefit)		141	653	21	(5)	810
Less: Income tax expense (benefit)		(76)	187	(90)	(9)	12
Total other comprehensive income, net of income tax expense (benefit)	\$	217\$	466\$	111\$	4\$	798
<b>Three Months Ended September 30, 2015</b>						
Unrealized change arising during period	\$	(98)\$	(1,275)\$	(217)\$	303\$	(1,287)
Less: Reclassification adjustments included in net income		13	(17)	-	164	160
Total other comprehensive income (loss), before income tax expense (benefit)		(111)	(1,258)	(217)	139	(1,447)
Less: Income tax expense (benefit)		(50)	(401)	21	47	(383)
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	(61)\$	(857)\$	(238)\$	92\$	(1,064)
<b>Nine Months Ended September 30, 2016</b>						
Unrealized change arising during period	\$	(252)\$	8,733\$	179\$	(18)\$	8,642
Less: Reclassification adjustments included in net income		106	846	-	(11)	941

Transfers of Level 3 Liabilities

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Total other comprehensive income (loss), before income tax expense (benefit)		(358)	7,887	179	(7)	7,701
Less: Income tax expense (benefit)		(248)	1,585	(153)	(3)	1,181
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	(110)\$	6,302\$	332\$	(4)\$	6,520
<b>Nine Months Ended September 30, 2015</b>						
Unrealized change arising during period	\$	(155)\$	(4,243)\$	(901)\$	324\$	(4,975)
Less: Reclassification adjustments included in net income		68	559	-	117	744
Total other comprehensive income (loss), before income tax expense (benefit)		(223)	(4,802)	(901)	207	(5,719)
Less: Income tax expense (benefit)		(54)	(1,493)	(167)	59	(1,655)
Total other comprehensive income (loss), net of income tax expense (benefit)	\$	(169)\$	(3,309)\$	(734)\$	148\$	(4,064)

**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		Affected Line Item in the Condensed Consolidated Statements of Income
	Three Months Ended September 30, 2016	2015	
<i>(in millions)</i>			
<b>Unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken</b>			
Investments	\$ 6	\$ 13	Other realized capital gains
Total	6	13	
<b>Unrealized appreciation (depreciation) of all other investments</b>			
Investments	182	(15)	Other realized capital gains
Deferred acquisition costs adjustment	(19)	(2)	Amortization of deferred policy acquisition costs
Future policy benefits	-	-	Policyholder benefits and losses incurred
Total	163	(17)	
<b>Change in retirement plan liabilities adjustment</b>			
Prior - service credit	4	187	*
Actuarial losses	(7)	(23)	*
Total	(3)	164	
Total reclassifications for the period	\$ 166	\$ 160	
	Amount Reclassified from Accumulated Other Comprehensive Income		Affected Line Item in the Condensed Consolidated Statements of Income
	Nine Months Ended September 30, 2016	2015	
<i>(in millions)</i>			

**Unrealized appreciation (depreciation) of fixed maturity investments on which other-than-temporary credit impairments were taken**

Investments	\$ 106	\$ 68	Other realized capital gains
Total	106	68	

**Unrealized appreciation (depreciation) of all other investments**

Investments	843	609	Other realized capital gains
Deferred acquisition costs adjustment	3	(67)	Amortization of deferred policy acquisition costs
Future policy benefits	-	17	Policyholder benefits and losses incurred
Total	846	559	

**Change in retirement plan liabilities adjustment**

Prior - service credit	13	210	*
Actuarial losses	(24)	(93)	*
Total	(11)	117	-
Total reclassifications for the period	\$ 941	\$ 744	-

\* These Accumulated other comprehensive income components are included in the computation of net periodic pension cost. See Note 13 to the Condensed Consolidated Financial Statements.

**TABLE OF CONTENTS****Item 1 / NOTE 12. EARNINGS PER SHARE (EPS)****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****12. 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,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(dollars in millions, except per share data)</i>				
<b>Numerator for EPS:</b>				
Income (loss) from continuing operations	\$ 433	\$ (180)	\$ 2,211	\$ 4,071
Less: Net income (loss) from continuing operations attributable to noncontrolling interests	(26)	34	(35)	34
Income (loss) attributable to AIG common shareholders from continuing operations	459	(214)	2,246	4,037
Income (loss) from discontinued operations, net of income tax expense	3	(17)	(54)	-
Net income (loss) attributable to AIG common shareholders	462	(231)	2,192	4,037
<b>Denominator for EPS:</b>				
Weighted average shares outstanding - basic	1,071,295,892	1,279,072,748	1,113,650,878	1,324,407,969
Dilutive shares <sup>(a)</sup>	31,104,878	-	29,049,329	32,700,815
Weighted average shares outstanding - diluted <sup>(b)</sup>	1,102,400,770	1,279,072,748	1,142,700,207	1,357,108,784
<b>Income per common share attributable to AIG:</b>				
Basic:				
Income (loss) from continuing operations	\$ 0.43	\$ (0.17)	\$ 2.02	\$ 3.05
Income (loss) from discontinued operations	\$ -	\$ (0.01)	\$ (0.05)	\$ -
Income (loss) attributable to AIG	\$ 0.43	\$ (0.18)	\$ 1.97	\$ 3.05



Diluted:

Income (loss) from continuing operations	\$	0.42	\$	(0.17)	\$	1.97	\$	2.97
Income (loss) from discontinued operations	\$	-	\$	(0.01)	\$	(0.05)	\$	-
Income (loss) attributable to AIG	\$	0.42	\$	(0.18)	\$	1.92	\$	2.97

(a) Shares in the diluted EPS calculation represent basic shares for the three-month period ended September 30, 2015 due to the net loss in that period.

(b) Dilutive shares include our share based employee compensation plans and a weighted average portion of the warrants issued to AIG shareholders as part of AIG's recapitalization in January 2011. The number of shares excluded from diluted shares outstanding was 0.1 million and 0.2 million for the three- and nine-month periods ended September 30, 2016, respectively, and 0.1 million and 0.2 million for the three- and nine-month periods ended September 30, 2015, respectively, because the effect of including those shares in the calculation would have been anti-dilutive.

### 13. EMPLOYEE BENEFITS

We sponsor various defined benefit pension plans, post-retirement medical and life insurance plans for eligible employees and retirees in the U.S. and certain non-U.S. countries. Effective January 1, 2016, the U.S. defined benefit pension plans were frozen for current participants and closed to new hires. Accordingly, compensation-based benefits are no longer credited to the cash balance accounts of plan participants.

**TABLE OF CONTENTS****Item 1 / NOTE 13. EMPLOYEE BENEFITS****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

Beginning in 2016, interest cost for pension and postretirement benefits for our U.S. plans and largest non-U.S. plans is measured by applying the specific spot rates along the yield curve to the plans' corresponding discounted cash flows that comprise the obligation (the Spot Rate Approach). This method provides a more precise measurement of interest cost by aligning the timing of the plans' discounted cash flows to the corresponding spot rates on the yield curve. Previously, we measured interest cost utilizing a single weighted-average discount rate derived from the yield curve used to measure the benefit obligations.

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

<i>(in millions)</i>	Pension			Postretirement		
	U.S. Plans	Non-U.S. Plans	Total	U.S. Plans	Non-U.S. Plans	Total
<b>Three Months Ended September 30, 2016</b>						
Components of net periodic benefit cost:						
Service cost	\$ 6	\$ 8	\$ 14	\$ 1	\$ -	\$ 1
Interest cost	45	5	50	2	-	2
Expected return on assets	(72)	(7)	(79)	-	-	-
Amortization of prior service credit	-	-	-	(2)	-	(2)
Amortization of net (gain) loss	7	2	9	(1)	1	-
Curtailment gain	-	(2)	(2)	-	-	-
Net periodic benefit (income) cost	\$ (14)	\$ 6	\$ (8)	\$ -	\$ 1	\$ 1
<b>Three Months Ended September 30, 2015</b>						
Components of net periodic benefit cost:						
Service cost	\$ 41	\$ 10	\$ 51	\$ 1	\$ -	\$ 1
Interest cost	54	6	60	2	1	3
Expected return on assets	(74)	(5)	(79)	-	-	-
Amortization of prior service credit	(6)	(1)	(7)	(3)	-	(3)
Amortization of net loss	21	2	23	-	-	-
Curtailment gain	(179)	-	(179)	-	-	-
Net periodic benefit (income) cost	\$ (143)	\$ 12	\$ (131)	\$ -	\$ 1	\$ 1
<b>Nine Months Ended September 30, 2016</b>						
Components of net periodic benefit cost:						
Service cost	\$ 15	\$ 23	\$ 38	\$ 2	\$ 2	\$ 4
Interest cost	136	15	151	5	2	7
Expected return on assets	(219)	(20)	(239)	-	-	-

Amortization of prior service credit	-	-	-	(7)	-	(7)
Amortization of net (gain) loss	19	6	25	(1)	1	-
Curtailment gain	-	(5)	(5)	-	-	-
Net periodic benefit (income) cost	\$ (49)	\$ 19	\$ (30)	\$ (1)	\$ 5	\$ 4
<a href="#">Nine Months Ended September 30, 2015</a>						
Components of net periodic benefit cost:						
Service cost	\$ 144	\$ 31	\$ 175	\$ 4	\$ 2	\$ 6
Interest cost	164	18	182	6	2	8
Expected return on assets	(218)	(17)	(235)	-	-	-
Amortization of prior service credit	(22)	(2)	(24)	(8)	-	(8)
Amortization of net loss	86	7	93	-	-	-
Curtailment gain	(179)	(1)	(180)	-	-	-
Net periodic benefit (income) cost	\$ (25)	\$ 36	\$ 11	\$ 2	\$ 4	\$ 6

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### **Item 1 / NOTE 14. INCOME TAXES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **14. 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-month period ended September 30, 2016, the effective tax rate on income from continuing operations was 41.2 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to foreign exchange losses incurred by our foreign subsidiaries related to the weakening of the British pound following the Brexit vote taxed at a statutory tax rate lower than 35 percent, partially offset by tax benefits associated with tax exempt interest income and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities.

For the nine-month period ended September 30, 2016, the effective tax rate on income from continuing operations was 34.6 percent. The effective tax rate 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, the impact of an agreement reached with the Internal Revenue Service (IRS) related to certain tax issues under audit and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, partially offset by a tax charge and related interest associated with increases in uncertain tax positions related to cross border financing transactions and foreign exchange losses incurred by our foreign subsidiaries related to the weakening of the British pound following the Brexit vote taxed at a statutory tax rate lower than 35 percent.

For the three-month period ended September 30, 2015, the effective tax rate on loss from continuing operations was not meaningful, due to a tax charge on a pre-tax loss. The tax charge was primarily due to

increases in uncertain tax positions related to cross-border financing transactions, partially offset by tax benefits associated with tax-exempt interest income and the partial completion of the IRS examination covering tax year 2006.

For the nine-month period ended September 30, 2015, the effective tax rate on income from continuing operations was 34.5 percent. The effective tax rate on income from continuing operations for the nine-month period ended September 30, 2015 differs from the statutory tax rate of 35 percent primarily due to tax benefits associated with tax-exempt interest income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the deferred tax asset valuation allowance previously released to accumulated other comprehensive income, and the partial completion of the IRS examination covering tax year 2006, partially offset by tax charges associated with increases in uncertain tax positions related to cross-border financing transactions and increases in the deferred tax asset valuation allowances associated with certain foreign jurisdictions. The nine-month period ended September 30, 2015 includes an increase in the deferred tax asset valuation allowance primarily attributable to the effects of changes in the Japanese tax law enacted on March 31, 2015, partially offset by changes in projections of future taxable income.

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### **Item 1 / NOTE 14. INCOME TAXES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

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

In performing our assessment of the recoverability of the deferred tax asset under this framework, we consider tax laws governing the utilization of the net operating loss, capital loss and foreign tax credit carryforwards in each applicable jurisdiction. Under U.S. tax law, a company generally must use its net operating loss carryforwards before it can use its foreign tax credit carryforwards, even though the carryforward period for the foreign tax credit is shorter than for the net operating loss. Our U.S. federal consolidated income tax group includes both life companies and non-life companies. While the U.S. taxable income of our non-life companies can be offset by the net operating loss carryforwards, only a portion (no more than 35 percent) of the U.S. taxable income of our life companies can be offset by those net operating loss carryforwards. The remaining tax liability of our life companies can be offset by the foreign tax credit carryforwards. Accordingly, we utilize both the net operating loss and foreign tax credit carryforwards concurrently which enables us to realize our tax attributes prior to expiration. As of

September 30, 2016, based on all available evidence, it is more likely than not that the U.S. net operating loss and foreign tax credit carryforwards will be utilized prior to expiration and, thus, no valuation allowance has been established.

Estimates of future taxable income, including income generated from prudent and feasible actions and tax planning strategies could change in the near term, perhaps materially, which may require us to consider any potential impact to our assessment of the recoverability of the deferred tax asset. Such potential impact could be material to our consolidated financial condition or results of operations for an individual reporting period.

For the three- and nine-month periods ended September 30, 2016, recent changes in market conditions, including falling interest rates, impacted the unrealized tax gains and losses in the U.S. Life Insurance Companies' available for sale securities portfolio, resulting in an increase to the net deferred tax liability related to net unrealized tax capital gains. As of June 30, 2016, based on all available evidence, we concluded that the valuation allowance should be released. As a result, for the six-month period ended June 30, 2016, we released \$1.2 billion of valuation allowance associated with the unrealized tax losses in the U.S. Life Insurance Companies' available for sale securities portfolio, all of which was recognized in other comprehensive income. As of September 30, 2016, we continue to be in an overall unrealized tax gain position with respect to the U.S. Life Insurance Companies' available for sale securities portfolio and thus concluded no valuation allowance is necessary in the U.S. Life Insurance Companies' available for sale securities portfolio.

During the three- and nine-month periods ended September 30, 2016, we recognized a net decrease of \$2 million and \$4 million, respectively, in our deferred tax asset valuation allowance associated with certain foreign jurisdictions, primarily attributable to changes in projections of taxable income.

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### **Item 1 / NOTE 14. INCOME TAXES**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **Tax Examinations and Litigation**

On August 1, 2012, we filed a motion for partial summary judgment related to the disallowance of foreign tax credits associated with cross border financing transactions in the Southern District of New York. On March 29, 2013, the Southern District of New York denied our motion. 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. On September 9, 2015, the Second Circuit affirmed the decision of the Southern District of New York. On October 13, 2015, we filed a petition for a writ of certiorari to the U.S. Supreme Court. On March 7, 2016 the U.S. Supreme Court denied our petition for certiorari. As a result, the case will be remanded back to the Southern District of New York for a jury trial.

We will vigorously defend our position and continue to believe that we have adequate reserves for any liability that could result from these government actions. We continue to monitor legal and other developments in this area, including recent decisions affecting other taxpayers, and evaluate their effect, if any, on our position.

### **Accounting for Uncertainty in Income Taxes**

At September 30, 2016 and December 31, 2015, our unrecognized tax benefits, excluding interest and penalties, were \$4.5 billion and \$4.3 billion, respectively. The nine-month period ended September 30, 2016, reflects an increase in amounts associated with cross border financing transactions, partially offset by benefits realized due to an agreement reached with the IRS related to certain tax issues under audit. At both September 30, 2016 and December 31, 2015, our unrecognized tax benefits related to tax positions that, if recognized, would not affect the effective tax rate because they relate to such factors as the timing, rather the permissibility, of the deduction were \$0.1 billion. Accordingly, at September 30, 2016 and December 31, 2015, the amounts of unrecognized tax benefits that, if recognized, would favorably affect the effective tax rate were \$4.4 billion and \$4.2 billion, respectively.

Interest and penalties related to unrecognized tax benefits are recognized in income tax expense. At both September 30, 2016 and December 31, 2015, we had accrued liabilities of \$1.2 billion for the payment of interest (net of the federal benefit) and penalties. For the nine-month periods ended September 30, 2016 and 2015, we accrued a benefit of \$16 million and an expense of \$133 million, respectively, for the payment of interest and penalties. The reduction in interest from December 31, 2015 is primarily related to benefits associated with an agreement reached with the IRS related to certain tax issues under audit,



partially offset by an increase associated with cross border financing transactions.

We regularly evaluate adjustments proposed by taxing authorities. At September 30, 2016, 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 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.

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The following Condensed Consolidating Financial Statements reflect the results of 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**

<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Reclassifications and Eliminations	Consolidated
<b>September 30, 2016</b>					
<b>Assets:</b>					
Short-term investments	\$ 2,906	\$ -	\$ 12,161	\$ (4,322)	\$ 10,745
Other investments <sup>(a)</sup>	7,428	-	328,195	-	335,623
Total investments	10,334	-	340,356	(4,322)	346,368
Cash	217	6	2,275	-	2,508
Loans to subsidiaries <sup>(b)</sup>	35,106	-	504	(35,610)	0
Investment in consolidated subsidiaries <sup>(b)</sup>	55,878	31,307	-	(87,185)	0
Other assets, including deferred income taxes	24,721	136	138,004	(3,820)	189,041
Assets held for sale	-	-	6,661	-	6,661
<b>Total assets</b>	<b>\$ 126,256</b>	<b>\$ 31,449</b>	<b>\$ 487,800</b>	<b>\$ (130,937)</b>	<b>\$ 314,568</b>
<b>Liabilities:</b>					
Insurance liabilities	\$ -	\$ -	\$ 278,608	\$ -	\$ 278,608
Long-term debt	22,185	641	9,451	-	32,277
Other liabilities, including intercompany balances <sup>(a)</sup>	14,906	55	103,964	(8,316)	120,605
Loans from subsidiaries <sup>(b)</sup>	502	-	35,108	(35,610)	0
Liabilities held for sale	-	-	3,909	-	3,909
<b>Total liabilities</b>	<b>37,593</b>	<b>696</b>	<b>431,040</b>	<b>(43,926)</b>	<b>324,303</b>
<b>Total AIG shareholders' equity</b>	<b>88,663</b>	<b>30,753</b>	<b>56,258</b>	<b>(87,011)</b>	<b>88,663</b>
<b>Non-redeemable noncontrolling interests</b>	<b>-</b>	<b>-</b>	<b>502</b>	<b>-</b>	<b>-</b>

<b>Total equity</b>		<b>88,663</b>	<b>30,753</b>	<b>56,760</b>	<b>(87,011)</b>
<b>Total liabilities and equity</b>	<b>\$</b>	<b>126,256</b>	<b>\$ 31,449</b>	<b>\$ 487,800</b>	<b>\$ (130,937)</b>

## December 31, 2015

**Assets:**

Short-term investments	\$	4,042	\$ -	\$ 9,637	\$ (3,547)	\$
Other investments <sup>(a)</sup>		7,425	-	320,797	-	
Total investments		11,467	-	330,434	(3,547)	
Cash		34	116	1,479	-	
Loans to subsidiaries <sup>(b)</sup>		35,927	-	578	(36,505)	
Investment in consolidated subsidiaries <sup>(b)</sup>		51,151	30,239	-	(81,390)	
Other assets, including deferred income taxes		23,299	258	135,690	(2,388)	
<b>Total assets</b>	<b>\$</b>	<b>121,878</b>	<b>\$30,613</b>	<b>\$ 468,181</b>	<b>\$ (123,830)</b>	<b>\$</b>

**Liabilities:**

Insurance liabilities	\$	-	\$ -	\$ 271,645	\$ -	\$
Long-term debt		19,777	704	8,768	-	
Other liabilities, including intercompany balances <sup>(a)</sup>		11,869	201	99,777	(6,109)	
Loans from subsidiaries <sup>(b)</sup>		574	3	35,928	(36,505)	
<b>Total liabilities</b>		<b>32,220</b>	<b>908</b>	<b>416,118</b>	<b>(42,614)</b>	
<b>Total AIG shareholders' equity</b>		<b>89,658</b>	<b>29,705</b>	<b>51,511</b>	<b>(81,216)</b>	
<b>Non-redeemable noncontrolling interests</b>		<b>-</b>	<b>-</b>	<b>552</b>	<b>-</b>	
<b>Total equity</b>		<b>89,658</b>	<b>29,705</b>	<b>52,063</b>	<b>(81,216)</b>	
<b>Total liabilities and equity</b>	<b>\$</b>	<b>121,878</b>	<b>\$30,613</b>	<b>\$ 468,181</b>	<b>\$ (123,830)</b>	<b>\$</b>

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

(b) Eliminated in consolidation.

**TABLE OF CONTENTS****Item 1 / NOTE 15. INFORMATION PROVIDED IN CONNECTION WITH OUTSTANDING DEBT****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)****Condensed Consolidating Statements of Income**

	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Re
<i>(in millions)</i>				
<b>Three Months Ended September 30, 2016</b>				
<b>Revenues:</b>				
Equity in earnings of consolidated subsidiaries*	\$	1,002\$	528\$	-\$
Other income		145	-	12,952
<b>Total revenues</b>		<b>1,147</b>	<b>528</b>	<b>12,952</b>
<b>Expenses:</b>				
Interest expense		249	12	69
Loss on extinguishment of debt		-	-	(14)
Other expenses		238	1	11,821
<b>Total expenses</b>		<b>487</b>	<b>13</b>	<b>11,876</b>
Income (loss) from continuing operations before income tax				
expense (benefit)		660	515	1,076
Income tax expense (benefit)		197	(4)	111
<b>Income (loss) from continuing operations</b>		<b>463</b>	<b>519</b>	<b>965</b>
<b>Income (loss) from discontinued operations, net of income taxes</b>		<b>(1)</b>	<b>-</b>	<b>4</b>
<b>Net income (loss)</b>		<b>462</b>	<b>519</b>	<b>969</b>
<b>Less:</b>				
<b>Net loss from continuing operations attributable to noncontrolling interests</b>		<b>-</b>	<b>-</b>	<b>(26)</b>
<b>Net income (loss) attributable to AIG</b>	\$	<b>462\$</b>	<b>519\$</b>	<b>995\$</b>
<b>Three Months Ended September 30, 2015</b>				
<b>Revenues:</b>				
Equity in earnings of consolidated subsidiaries*	\$	717\$	222\$	-\$
Other income		(221)	-	13,220
<b>Total revenues</b>		<b>496</b>	<b>222</b>	<b>13,220</b>
<b>Expenses:</b>				
Interest expense		254	14	83
Transfers of Level 3 Liabilities				148

Loss on extinguishment of debt	345	-	1
Other expenses	352	-	12,064
<b>Total expenses</b>	951	14	12,148
Income (loss) from continuing operations before income tax expense (benefit)	(455)	208	1,072
Income tax expense (benefit)	(224)	(6)	295
<b>Income (loss) from continuing operations</b>	(231)	214	777
<b>Loss from discontinued operations, net of income taxes</b>	-	-	(17)
<b>Net income (loss)</b>	(231)	214	760
<b>Less:</b>			
<b>Net income from continuing operations attributable to noncontrolling interests</b>	-	-	34
<b>Net income (loss) attributable to AIG</b>	\$ (231)	\$ 214	\$ 726

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	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Re
<i>(in millions)</i>				
<b>Nine Months Ended September 30, 2016</b>				
<b>Revenues:</b>				
Equity in earnings of consolidated subsidiaries*	\$ 2,226	\$ (267)	\$ -	
Other income	209	5	39,833	
<b>Total revenues</b>	<b>2,435</b>	<b>(262)</b>	<b>39,833</b>	
<b>Expenses:</b>				
Interest expense	743	39	177	
Loss on extinguishment of debt	77	-	(1)	
Other expenses	686	15	34,946	
<b>Total expenses</b>	<b>1,506</b>	<b>54</b>	<b>35,122</b>	
Income (loss) from continuing operations before income tax expense (benefit)	929	(316)	4,711	
Income tax expense (benefit)	(1,265)	(17)	2,452	
<b>Income (loss) from continuing operations</b>	<b>2,194</b>	<b>(299)</b>	<b>2,259</b>	
<b>Loss from discontinued operations, net of income taxes</b>	<b>(2)</b>	<b>-</b>	<b>(52)</b>	
<b>Net income (loss)</b>	<b>2,192</b>	<b>(299)</b>	<b>2,207</b>	
<b>Less:</b>				
<b>Net loss from continuing operations attributable to noncontrolling interests</b>	<b>-</b>	<b>-</b>	<b>(35)</b>	
<b>Net income (loss) attributable to AIG</b>	<b>\$ 2,192</b>	<b>\$ (299)</b>	<b>2,242</b>	
<b>Nine Months Ended September 30, 2015</b>				
<b>Revenues:</b>				
Equity in earnings of consolidated subsidiaries*	\$ 5,793	\$ 1,744	\$ -	
Other income	(57)	-	45,050	
<b>Total revenues</b>	<b>5,736</b>	<b>1,744</b>	<b>45,050</b>	
<b>Expenses:</b>				
Interest expense	810	44	213	
Loss on extinguishment of debt	703	-	46	
Other expenses	899	42	36,016	
<b>Total expenses</b>	<b>2,412</b>	<b>86</b>	<b>36,275</b>	
Income (loss) from continuing operations before income tax expense (benefit)	3,324	1,658	8,775	
Transfers of Level 3 Liabilities			150	

Income tax expense (benefit)	(714)	(69)	2,925
<b>Income (loss) from continuing operations</b>	<b>4,038</b>	<b>1,727</b>	<b>5,850</b>
<b>Income (loss) from discontinued operations, net of income taxes</b>	<b>(1)</b>	<b>-</b>	<b>1</b>
<b>Net income (loss)</b>	<b>4,037</b>	<b>1,727</b>	<b>5,851</b>
<b>Less:</b>			
<b>Net income from continuing operations attributable to noncontrolling interests</b>	-	-	34
<b>Net income (loss) attributable to AIG</b>	<b>\$ 4,037</b>	<b>\$ 1,727</b>	<b>\$ 5,817</b>
* Eliminated in consolidation.			

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	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries	Recla E
<i>(in millions)</i>				
<b>Three Months Ended September 30, 2016</b>				
Net income (loss)	\$	462\$	519\$	969\$
Other comprehensive income (loss)		798	(56)	7
Comprehensive income (loss)		1,260	463	976
Total comprehensive loss attributable to noncontrolling interests		-	-	(26)
Comprehensive income (loss) attributable to AIG	\$	1,260\$	463\$	1,002\$
<b>Three Months Ended September 30, 2015</b>				
Net income (loss)	\$	(231)\$	214\$	760\$
Other comprehensive income (loss)		(1,063)	(548)	187
Comprehensive income (loss)		(1,294)	(334)	947
Total comprehensive income attributable to noncontrolling interests		-	-	33
Comprehensive income (loss) attributable to AIG	\$	(1,294)\$	(334)\$	914\$
<b>Nine Months Ended September 30, 2016</b>				
Net income (loss)	\$	2,192\$	(299)\$	2,207\$
Other comprehensive income (loss)		6,520	7,204	48,555
Comprehensive income (loss)		8,712	6,905	50,762
Total comprehensive loss attributable to noncontrolling interests		-	-	(35)
Comprehensive income (loss) attributable to AIG	\$	8,712\$	6,905\$	50,797\$
<b>Nine Months Ended September 30, 2015</b>				
Net income (loss)	\$	4,037\$	1,727\$	5,851\$
Other comprehensive income (loss)		(4,060)	3,942	52,820
Comprehensive income (loss)		(23)	5,669	58,671
Total comprehensive income attributable to noncontrolling interests		-	-	30
Comprehensive income (loss) attributable to AIG	\$	(23)\$	5,669\$	58,641\$





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	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries*	Reclassifications and Eliminations*
<i>(in millions)</i>				
<b>Nine Months Ended September 30, 2016</b>				
<b>Net cash (used in) provided by operating activities</b>	<b>\$ 1,671</b>	<b>\$ 1,664</b>	<b>\$ 2,277</b>	<b>(3,859)</b>
Cash flows from investing activities:				
Sales of investments	3,242	-	59,669	(9,567)
Purchase of investments	(659)	-	(62,293)	9,567
Loans to subsidiaries - net	1,025	-	73	(1,098)
Contributions from (to) subsidiaries - net	1,593	-	-	(1,593)
Net change in restricted cash	-	-	(49)	-
Net change in short-term investments	1,006	-	(1,861)	-
Other, net	(179)	-	1,449	-
<b>Net cash (used in) provided by investing activities</b>	<b>6,028</b>	<b>-</b>	<b>(3,012)</b>	<b>(2,691)</b>
Cash flows from financing activities:				
Issuance of long-term debt	3,831	-	7,599	-
Repayments of long-term debt	(1,454)	(62)	(6,167)	-
Purchase of common stock	(8,506)	-	-	-
Intercompany loans - net	(73)	(3)	(1,022)	1,098
Cash dividends paid	(1,051)	(1,709)	(2,150)	3,859
Other, net	(263)	-	3,183	1,593
<b>Net cash (used in) provided by financing activities</b>	<b>(7,516)</b>	<b>(1,774)</b>	<b>1,443</b>	<b>6,550</b>
Effect of exchange rate changes on cash	-	-	88	-
<b>Change in cash</b>	<b>183</b>	<b>(110)</b>	<b>796</b>	<b>-</b>
<b>Cash at beginning of year</b>	<b>34</b>	<b>116</b>	<b>1,479</b>	<b>-</b>
<b>Cash at end of period</b>	<b>\$ 217</b>	<b>\$ 6</b>	<b>\$ 2,275</b>	<b>-</b>
<b>Nine Months Ended September 30, 2015</b>				
<b>Net cash (used in) provided by operating activities</b>	<b>\$ 3,675</b>	<b>\$ 1,386</b>	<b>\$ 508</b>	<b>(3,335)</b>
Cash flows from investing activities:				
Sales of investments	5,610	-	52,234	(3,363)

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Purchase of investments	(1,373)	-	(49,465)	3,363
Loans to subsidiaries - net	(1,227)	-	2,690	(1,463)
Contributions from (to) subsidiaries - net	-	-	-	-
Net change in restricted cash	-	-	1,476	-
Net change in short-term investments	1,940	-	(2,968)	-
Other, net	(4)	-	(770)	-
<b>Net cash (used in) provided by investing activities</b>	<b>4,946</b>	<b>-</b>	<b>3,197</b>	<b>(1,463)</b>

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## Cash flows from financing activities:

Issuance of long-term debt	5,540	-	909	-	6,449
Repayments of long-term debt	(5,728)	(115)	(2,500)	-	(8,343)
Purchase of common stock	(7,473)	-	-	-	(7,473)
Intercompany loans - net	(236)	-	(1,227)	1,463	-
Cash dividends paid	(687)	(1,359)	(1,976)	3,335	(687)
Other, net	(43)	-	1,033	-	990
<b>Net cash (used in) provided by financing activities</b>	<b>(8,627)</b>	<b>(1,474)</b>	<b>(3,761)</b>	<b>4,798</b>	<b>(9,064)</b>
Effect of exchange rate changes on cash	-	-	(39)	-	(39)
<b>Change in cash</b>	<b>(6)</b>	<b>(88)</b>	<b>(95)</b>	<b>-</b>	<b>(189)</b>
<b>Cash at beginning of year</b>	<b>26</b>	<b>91</b>	<b>1,641</b>	<b>-</b>	<b>1,758</b>
<b>Cash at end of period</b>	<b>\$ 20</b>	<b>\$ 3</b>	<b>\$ 1,546</b>	<b>\$ -</b>	<b>\$ 1,569</b>

**Supplementary Disclosure of Condensed Consolidating Cash Flow Information**

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<i>(in millions)</i>	American International Group, Inc. (As Guarantor)	AIGLH	Other Subsidiaries*	Reclassifications and Eliminations*	C
<b>Cash (paid) received during the 2016 period for:</b>					
Interest:					
Third party	\$ (797)\$	(51)\$	(161)\$		-\$
Intercompany	-	-	-		-
Taxes:					
Income tax authorities	\$ (11)\$	-\$	(197)\$		-\$
Intercompany	782	-	(782)		-
<b>Cash (paid) received during the 2015 period for:</b>					
Interest:					
Third party	\$ (846)\$	(57)\$	(209)\$		-\$
Intercompany	-	-	-		-
Taxes:					
Income tax authorities	\$ (17)\$	-\$	(389)\$		-\$
Intercompany	1,769	-	(1,769)		-

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

**Nine Months Ended September 30,***(in millions)***Intercompany non-cash financing and investing activities:**

	<b>2016</b>	<b>2015</b>
Capital contributions	\$ <b>3,086</b>	\$ 111
Dividends received in the form of securities	<b>4,055</b>	1,997
Fixed maturity securities received in exchange for equity securities	<b>440</b>	-

**Non-cash financing/investing activities:**

Consideration received from sale of shares of AerCap	-	500
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### **Item 1 / NOTE 16. SUBSEQUENT EVENTS**

## **NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**

### **16. SUBSEQUENT EVENTS**

<b>Dividends Declared and Increase in Share Repurchase Authorization</b>

On November 2, 2016, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on December 22, 2016 to shareholders of record on December 8, 2016.

On November 2, 2016, our Board of Directors authorized an additional increase to its previous repurchase authorization of AIG Common Stock of \$3.0 billion, resulting in an aggregate remaining authorization on such date of approximately \$4.4 billion.

### **Sales of Businesses**

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On October 18, 2016, we entered into agreements to sell certain insurance operations to Fairfax Financial Holdings Limited (Fairfax). The agreements include the sale of our subsidiary operations in Argentina, Chile, Colombia, Uruguay and Venezuela, as well as insurance operations in Turkey. Fairfax will also acquire renewal rights for the portfolios of local business written by our operations in Bulgaria, Czech Republic, Hungary, Poland, Romania and Slovakia, and assume certain of our operating assets and employees. Total cash consideration to us is expected to be approximately \$240 million. The transactions are subject to obtaining the relevant regulatory approvals and other customary closing conditions.

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### **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, which are summarized in the Glossary and Acronyms.

American International Group, Inc. (AIG) has incorporated into this discussion a number of cross-references to additional information included throughout this Quarterly Report on Form 10-Q, the Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and June 30, 2016 and in our Annual Report on Form 10-K for the year ended December 31, 2015 (2015 Annual Report) 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 our belief regarding future events, many of which, by their nature, are inherently uncertain and outside our control. These projections, goals, assumptions and statements include statements preceded by, followed by or including words such as "will," "believe," "anticipate," "expect," "intend," "plan," "focused on achieving," "view," "target," "goal" or "estimate." These projections, goals, assumptions and statements may address, among other things, our:

- exposures to subprime mortgages, monoline insurers, the residential and commercial real estate markets, state and municipal bond issuers, sovereign common share, and reduce expenses; bond issuers, the energy sector and currency exchange rates;
- strategies to grow net investment income, efficiently manage capital, grow book value per share, and reduce expenses;
- anticipated restructuring charges and annual cost savings;

- exposure to European governments and European financial institutions;
- strategy for risk management;
- sales of businesses;
- restructuring of business operations;
- generation of deployable capital;
- strategies to increase return on equity and earnings per share;
- anticipated business or asset divestitures or monetizations;
- anticipated organizational and business changes;
- strategies for customer retention, growth, product development, market position, financial results and reserves; and
- subsidiaries' revenues and combined ratios.



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It is possible that our 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 our actual results to differ, possibly materially, from those in the specific projections, goals, assumptions and statements include:

- changes in market conditions;
- negative impacts on customers, business partners and other stakeholders;
- 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 we are subject as a nonbank systemically important financial institution (SIFI) and as a global systemically important insurer (G SII);
- concentrations in our investment portfolios;
- actions by credit rating agencies;
- judgments concerning casualty insurance underwriting and insurance liabilities;
- our ability to successfully manage run-off insurance portfolios;
- our ability to successfully reduce costs and expenses and make business and organizational changes without negatively impacting client relationships or our competitive position;
- our ability to successfully dispose of, or monetize, businesses or assets, including our ability to successfully consummate the sale of United Guaranty Corporation (UGC or United Guaranty) and certain related affiliates to Arch Capital Group, Ltd. (Arch);
- judgments concerning the recognition of deferred tax assets;
- judgments concerning estimated restructuring charges and estimated cost savings; and
- such other factors discussed in:
- Part I, Item 2. MD&A of this Quarterly Report on Form 10 Q;
- Part I, Item 2. MD&A and Part II, Item 1A. Risk Factors of the Quarterly Reports on Form 10 Q for the quarterly periods ended March 31, 2016 and June 30, 2016; and
- Part I, Item 1A. Risk Factors and Part II, Item 7. MD&A of our 2015 Annual Report.

We are not under any obligation (and expressly disclaim 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.

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Throughout this MD&A, we present our financial condition and results of operations in the way we believe will be most meaningful and representative of our business results. 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 (AOCI) and Book Value Per Common Share Excluding AOCI and Deferred Tax Assets (DTA)** are used to show the amount of our net worth on a per-share basis. We believe these measures are useful to investors because they eliminate items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. These measures also eliminate the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Book Value Per Common Share. Book Value Per Common Share Excluding AOCI is derived by dividing Total AIG shareholders’ equity, excluding AOCI, by Total common shares outstanding. Book Value Per Common Share Excluding AOCI and DTA is derived by dividing Total AIG shareholders’ equity, excluding AOCI and DTA, 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.

**Return on Equity – After-tax Operating Income Excluding AOCI and Return on Equity – After-tax Operating Income Excluding AOCI and DTA** are used to show the rate of return on shareholders’ equity. We believe these measures are useful to investors because they eliminate items that can fluctuate significantly from period to period, including changes in fair value of our available for sale securities portfolio, foreign currency translation adjustments and U.S. tax attribute deferred tax assets. These measures also eliminate the asymmetrical impact resulting from changes in fair value of our available for sale securities portfolio wherein there is largely no offsetting impact for certain related insurance liabilities. We exclude deferred tax assets representing U.S. tax attributes related to net operating loss carryforwards and foreign tax credits as they have not yet been utilized. Amounts for interim periods are estimates based on projections of full-year attribute utilization. As net operating loss carryforwards and foreign tax credits are utilized, the portion of the DTA utilized is included in Return on Equity. Return on Equity – After-tax Operating Income Excluding AOCI is derived by dividing actual or annualized after-tax operating income attributable to AIG by average AIG shareholders’ equity, excluding average AOCI. Return on Equity – After-tax Operating Income Excluding AOCI and DTA is derived by dividing actual or annualized after-tax operating income attributable to AIG by average AIG shareholders’ equity, excluding average AOCI and DTA. The reconciliation to return on equity, 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 the understanding of the underlying profitability of continuing operations and trends of 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 on a consolidated basis.

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**After-tax operating income attributable to AIG** is derived by excluding the following items from net income attributable to AIG. These items generally fall into one or more of the following broad categories: legacy matters having no relevance to our current businesses or operating performance; adjustments to enhance transparency to the underlying economics of transactions; and measures that we believe to be common to the industry. For example, certain ratios and other metrics described below exclude:

<ul style="list-style-type: none"> <li>• deferred income tax valuation allowance releases and charges;</li> <li>• changes in fair value of securities used to hedge guaranteed living benefits;</li> <li>• 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 and losses;</li> <li>• other income and expense — net, related to Corporate and Other run-off insurance lines;</li> <li>• loss on extinguishment of debt;</li> <li>• net realized capital gains and losses;</li> <li>• non-qualifying derivative hedging activities, excluding net realized capital gains and losses;</li> </ul>	<ul style="list-style-type: none"> <li>• income or loss from discontinued operations;</li> <li>• income and loss from divested businesses, including: <ul style="list-style-type: none"> <li>• gain on the sale of International Lease Finance Corporation (ILFC);</li> <li>• gain on the sale of NSM Insurance Group (NSM) and AIG Advisor Group; and</li> </ul> </li> <li>• 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;</li> <li>• legacy tax adjustments primarily related to certain changes in uncertain tax positions and other tax adjustments;</li> <li>• non-operating litigation reserves and settlements;</li> <li>• reserve development related to non-operating run-off insurance business; and</li> <li>• restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization.</li> </ul>
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**Operating revenue** excludes Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes).

We use the following operating performance measures within our Commercial Insurance and Consumer Insurance reportable segments as well as Corporate and Other.

- ***Commercial Insurance; Consumer Insurance: Personal Insurance; Corporate and Other: United Guaranty***

- **Pre tax operating income** includes both underwriting income and loss and net investment income, but excludes net realized capital gains and losses, other income and expense — net, gain on the sale of NSM, and non-operating litigation reserves and settlements. Underwriting income and loss is derived by reducing net premiums earned by losses and loss adjustment expenses incurred, acquisition expenses and general operating expenses.

- **Ratios:** We, along with most property and casualty insurance companies, use 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 losses and loss adjustment expenses, 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. Our ratios are calculated using the relevant information

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calculated under GAAP, and thus may not be comparable to similar ratios calculated for regulatory reporting purposes. 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. Natural catastrophe losses are generally weather or seismic events having a net impact in excess of \$10 million each. Catastrophes also include certain man-made events, such as terrorism and civil disorders, that meet the \$10 million threshold. We believe the as adjusted ratios are meaningful measures of our underwriting results on an on-going basis as they exclude catastrophes and the impact of reserve discounting which are outside of management's control. We also exclude prior year development to provide transparency related to current accident year results.

• **Consumer Insurance: Retirement and Life; Corporate and Other: Institutional Markets**

• **Pre tax operating income** is derived by excluding the following items from pre tax income:

• changes in fair value of securities used to hedge guaranteed living benefits;	• changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains and losses; and
• net realized capital gains and losses;	• non-operating litigation reserves and settlements.
• gain on the sale of AIG Advisor Group;	

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

• **Corporate and Other — Pre tax operating income and loss** is derived by excluding the following items from pre tax income and loss:

• loss on extinguishment of debt;	• net gain or loss on sale of divested businesses, including:
• net realized capital gains and losses;	• gain on the sale of ILFC; and
• changes in benefit reserves and DAC, VOBA and	



<p>SIA related to net realized capital gains and losses;</p> <ul style="list-style-type: none"> <li>• income and loss from divested businesses, including Aircraft Leasing;</li> </ul>	<ul style="list-style-type: none"> <li>• 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;</li> <li>• non-operating litigation reserves and settlements;</li> <li>• reserve development related to non-operating run-off insurance business; and</li> <li>• restructuring and other costs related to initiatives designed to reduce operating expenses, improve efficiency and simplify our organization.</li> </ul>
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Results from discontinued operations are excluded from all of these measures.

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### **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 2015 Annual Report, in its entirety for a complete description of events, trends, uncertainties, risks and critical accounting estimates affecting us.

We report our results of operations as follows:

- **Commercial Insurance** – Commercial Insurance offers property casualty insurance products and services to commercial customers worldwide. Product lines include Casualty, Property, Specialty, and Financial lines. These products are distributed through a diversified multichannel distribution network that includes independent insurance brokers, and through an independent agency network.
- **Consumer Insurance** – Consumer Insurance offers a broad portfolio of retirement, life insurance and property casualty products and services to individuals and groups. Consumer Insurance products include term life, whole life, universal life, accident and health, variable and index annuities, fixed annuities, group retirement plans, mutual funds, financial planning, automobile and homeowners insurance, travel insurance, and warranty and service programs. Consumer Insurance offers its products and services through a diverse, multi-channel distribution network, which includes broker-dealers, agencies and independent marketing organizations, banks, brokers, partnerships, travel agents, affiliated financial advisors, and direct-to-consumer platforms.
- **Corporate and Other** –Corporate and Other consists of income from assets held by AIG Parent and other corporate subsidiaries, results from United Guaranty and Institutional Markets, general operating expenses not attributable to specific reportable segments and interest expense. It also includes run-off lines of insurance business.

Prior to the third quarter of 2016, we presented United Guaranty and Institutional Markets as operating segments of Commercial Insurance. Beginning in the third quarter of 2016, in order to align our financial reporting with the manner in which our chief operating decision makers review the businesses to assess performance and make decisions about resources to be allocated, United Guaranty and Institutional Markets are presented in the Corporate and Other category for all periods presented. As a result, Commercial Insurance operations now consist of our commercial property and casualty business.

As a result of the transaction agreement discussed in Note 4 to the Condensed Consolidated Financial Statements, the associated assets and liabilities of UGC have been classified as held-for-sale at September 30, 2016.

In the second quarter of 2015, a United Guaranty subsidiary and certain of our property casualty companies entered into a 50 percent quota share arrangement whereby the United Guaranty subsidiary (1) ceded 50 percent of the risk relating to policies written in 2014 that were current as of January 1, 2015 and

(2) ceded 50 percent of the risk relating to all policies written in 2015 and 2016, each in exchange for a 30 percent ceding commission and reimbursements of 50 percent of the losses and loss adjustment expenses incurred on covered policies. Beginning in the third quarter of 2016, the effects of these intercompany reinsurance arrangements are included in the results of Commercial Insurance and Corporate and Other for all periods presented. Previously, these arrangements were eliminated for purposes of segment reporting.

Prior periods have been revised to conform to the current period presentation for the above segment changes.

On January 26, 2016, we announced several actions designed to create a leaner, more profitable and focused insurer. These actions include a plan to reorganize our operating model into “modular”, more self-contained business units to enhance transparency and accountability. Additionally, we are introducing a new Legacy Portfolio that aims to maximize value and release capital of certain run-off non-strategic assets and highlight progress on improving the return on equity (ROE) of our Operating Portfolio. When the new operating structure is finalized in the fourth quarter, the presentation of our segment results will be modified and prior periods’ presentation will be revised to conform to the new structure.

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### **Item 2 / EXECUTIVE OVERVIEW**

#### 2016 Divestiture and Reinsurance Transaction Highlights

Since the first quarter of 2016, we have entered into or consummated the following transactions:

- In May 2016, we completed the sale of the Advisor Group to investment funds affiliated with Lightyear Capital LLC and PSP Investments.
- In August 2016, we entered into an agreement to sell our 100 percent interest in UGC and certain related affiliates to Arch for total consideration of \$3.4 billion. Consummation of this transaction is subject to obtaining the requisite regulatory approvals or non-disapprovals and other customary closing conditions.
- In August 2016, we sold our controlling interest in NSM Insurance Group (NSM), a managing general agent, to ABRY Partners for consideration of \$201 million. We retained an equity interest in a newly formed joint venture and will continue to provide underwriting capacity to NSM.
- In September 2016, we entered into an agreement to sell our 20 percent interest in Ascot Underwriting Holdings Ltd. and our 100 percent interest in the related syndicate-funding subsidiary Ascot Corporate Name Ltd. to Canada Pension Plan Investment Board (CPPIB). Consummation of the transaction is subject to receipt of regulatory approvals and other customary closing conditions. Total consideration for the transaction is \$1.1 billion, inclusive of CPPIB's recapitalization of Syndicate 1414's Funds at Lloyd's (FAL) capital requirements. We expect to receive approximately \$240 million in net cash proceeds from the transaction after the FAL recapitalization and release of the AIG-guaranteed letter of credit currently supporting the syndicate's FAL.
- In September 2016, we entered into a reinsurance agreement involving certain whole life and universal life businesses of one of our domestic life insurance subsidiaries. This transaction reduced certain statutory reserves that were above economic requirements, which released excess statutory capital of \$1.0 billion that was included in dividend payments to AIG Parent.
- In October 2016, we entered into an agreement with Fairfax Financial Holdings Limited (Fairfax), as part of a strategic partnership that will further focus and streamline our global insurance operations. We agreed to sell to Fairfax our country subsidiary operations in Argentina, Chile, Colombia, Uruguay, Venezuela, as well as insurance operations in Turkey. Fairfax will also acquire renewal rights for the portfolio of local business written by our operations in Bulgaria, Czech Republic, Hungary, Poland, Romania, and Slovakia, and assume certain of our operating assets and employees. Total cash consideration to us is expected to be approximately \$240 million. The transactions are subject to obtaining the relevant regulatory approvals and other customary closing conditions. This divestiture furthers our strategic goal of focusing our geographic footprint for Commercial Insurance and Personal insurance, while maintaining our global multinational capabilities.



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### **Item 2 / EXECUTIVE OVERVIEW**

#### **Financial Performance**

**Commercial Insurance** pre-tax operating income increased in the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to higher returns on alternative investments and an increase in fair value of assets accounted for under the fair value option, partially offset by an increase in underwriting loss. The increase in underwriting loss was driven primarily by higher catastrophe losses and higher net adverse prior year loss reserve development primarily from U.S. program business within Specialty, partially offset by favorable Property development. This impact was partially offset by lower general operating expenses, lower acquisition costs, and an improvement in the accident year loss ratio, as adjusted, reflecting lower severe losses, compared to the same period in the prior year.

Commercial Insurance pre-tax operating income decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year primarily due to lower returns on alternative investments, as well as an underwriting loss compared to underwriting income for the same period in the prior year. The underwriting results were impacted by significantly higher catastrophe losses and a net loss reserve discount charge compared to a benefit in the same period in the prior year as a result of decreases in the forward yield curve rates used for discounting. These results were partially offset by an improvement in the accident year loss ratio, as adjusted, and lower net adverse prior year loss reserve development compared to the same period in the prior year.

**Consumer Insurance** pre-tax operating income increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, due to higher underwriting income in Personal Insurance, higher net positive adjustments to reflect the update of actuarial assumptions in Retirement and Life, higher returns on alternative investments and lower domestic general operating expenses in Retirement and Life. Retirement pre-tax operating income increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a higher net positive adjustment from the review and update of actuarial assumptions, higher net investment income, the impact of lower equity market performance in the prior year and higher policy fees from growth in assets under management. Life pre-tax operating income increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a lower net negative adjustment from the review and update of actuarial assumptions, higher net investment income and lower domestic general operating expenses. Personal Insurance pre-tax operating income increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, reflecting strategic actions to reduce expenses and refocus direct marketing activities, partially offset by higher current accident year losses.

Consumer Insurance pre-tax operating income increased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to higher net positive adjustments to reflect the update of actuarial assumptions in Retirement and Life, favorable mortality experience in Life, lower domestic general operating expenses in Retirement and Life and improved underwriting results in Personal Insurance, which reflected strategic actions to reduce expenses and refocus direct marketing activities together with higher net favorable prior year loss reserve development and lower general operating expenses, partially offset by lower returns on alternative investments in Retirement and Life.

**Corporate and Other** reported a higher pre-tax operating loss in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a pre-tax operating loss in Institutional Markets driven by loss recognition expense on certain payout annuities from the update of actuarial assumptions. This was partially offset by higher earnings on investments for which the fair value option was elected. Also, the three-month period ended September 30, 2015 included a pension curtailment credit. Additionally, the run-off insurance lines reported underwriting income in the three-month period ended September 30, 2016 compared to underwriting loss in the same period in the prior year, primarily driven by lower net adverse prior year loss reserve development as well as a decrease in net loss reserve discount charge related to excess workers' compensation business largely driven by interest rate movements.

Corporate and Other reported a pre-tax operating loss in the nine-month period ended September 30, 2016, compared to pre-tax operating income in the same period in the prior year, primarily due to a pre-tax operating loss from Institutional Markets,

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### **Item 2 / EXECUTIVE OVERVIEW**

lower earnings on investments for which the fair value option was elected, as well as an absence of equity earnings from shares in AerCap, which were sold in the prior-year period. In addition, the nine-month period ended September 30, 2015 included a pension curtailment credit. Additionally, Run-off insurance lines reported a pre-tax operating loss in the nine-month period ended September 30, 2016 compared to pre-tax operating income in the same period in the prior year. The pre-tax operating loss in Run-off insurance lines was driven by a charge for the discount on excess workers' compensation reserves in the nine-month period ended September 30, 2016 compared to a benefit in the same period in the prior year, largely driven by decreases in the forward yield curve rates used for discounting.

**Our investment portfolio performance** improved in the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to higher returns on alternative investments. Our investment portfolio performance declined in the nine-month period ended September 30, 2016 compared to the same period in the prior year due to lower income on alternative investments and lower reinvestment yields, partially offset by an increase in invested assets and higher gains on securities for which the fair value option was elected.

**Net realized capital losses** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to higher foreign exchange losses related to the weakening of the British pound following the Brexit vote, which more than offset lower other-than temporary impairment charges and higher gains on the sale of securities.

We recorded net realized capital losses in the nine-month period ended September 30, 2016 primarily due to foreign exchange losses and impairments, which were higher than the gain recognized on the sale of a portion of our holdings in People's Insurance Company (Group) of China Limited and PICC Property & Casualty Company Limited (collectively, our PICC Investment), compared to net realized capital gains in the same period in the prior year, which was driven primarily by foreign exchange gains and net gains on the sales of various securities such as the Class B shares of Prudential Financial and common shares of Springleaf Holdings, Inc. See MD&A – Investments – Net Realized Capital Gains and Losses for further discussion.

In keeping with our broad and on-going efforts to transform AIG for long-term competitiveness, results for the three- and nine-month periods ended September 30, 2016 included approximately \$0.2 billion and \$0.5 billion, respectively, of pre-tax restructuring and other costs, primarily composed of employee severance and contract termination charges. Results for both the three- and nine-month periods ended September 30, 2015 included approximately \$0.3 billion of pre-tax restructuring and other costs.

We continue to execute initiatives focused on organizational simplification, operational efficiency, and business rationalization, which are expected to result in pre-tax restructuring and other costs of approximately \$1.2 billion (of which approximately \$1.0 billion has been recognized) as well as generate pre-tax annualized savings of approximately \$1.2 billion to \$1.3 billion when fully implemented.





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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(in millions, except per share data and ratios)</i>				
<b>Results of operations data:</b>				
Total revenues	\$ 12,854	\$ 12,822	\$ 39,357	\$ 44,496
Income (loss) from continuing operations	433	(180)	2,211	4,071
Net income (loss) attributable to AIG	462	(231)	2,192	4,037
Net Income (loss) per common share attributable to AIG (diluted)	0.42	(0.18)	1.92	2.97
After-tax operating income attributable to AIG	\$ 1,097	\$ 691	\$ 2,983	\$ 4,275
After-tax operating income per common share attributable to AIG (diluted)	1.00	0.52	2.61	3.15
<b>Key metrics:</b>				
<b>Commercial Insurance</b>				
Pre-tax operating income	\$ 729	\$ 592	\$ 2,306	\$ 2,990
Loss ratio	77.7	72.8	73.1	70.4
Accident year loss ratio, as adjusted	64.8	66.7	63.4	65.7
Combined ratio	105.3	102.3	100.9	99.3
Accident year combined ratio, as adjusted	92.4	96.2	91.2	94.6
Net premiums written	\$ 4,357	\$ 5,275	\$ 13,221	\$ 16,157
<b>Consumer Insurance</b>				
Pre-tax operating income	\$ 1,384	\$ 657	\$ 3,276	\$ 2,625
Personal Insurance loss ratio	56.3	53.4	54.8	55.0
Personal Insurance accident year loss ratio, as adjusted	56.5	53.0	54.9	54.1
Personal Insurance combined ratio	96.3	99.6	95.2	100.9
Personal Insurance accident year combined ratio, as adjusted	96.5	99.2	95.3	100.0
Personal Insurance net premiums written	\$ 2,919	\$ 3,016	\$ 8,653	\$ 8,861
Retirement premiums	45	37	151	127
Retirement premiums and deposits	5,172	6,625	18,456	18,204
Life premiums	791	675	2,289	2,085
Life premiums and deposits	1,363	1,223	3,931	3,695
<b>Life Insurance Companies assets under management</b>	<b>359,109</b>	<b>332,886</b>	<b>359,109</b>	<b>332,886</b>

**Common Stock Repurchases:**

Transfers of Level 3 Liabilities

Aggregate repurchases of common stock	\$ 2,258	\$ 3,730	\$ 8,506	\$ 7,473
Total number of common shares repurchased	40	61	153	130*
Aggregate repurchase of warrants	-	-	263	-
Total number of warrants repurchased	-	-	15	-

\* The total number of shares of AIG Common Stock repurchased in the nine-month period ended September 30, 2015 includes (but the aggregate purchase price does not include) approximately 3.5 million shares of AIG Common Stock received in January 2015 upon the settlement of an ASR agreement executed in the fourth quarter of 2014.

	September 30, 2016	December 31, 2015
<i>(in millions, except per share data)</i>		
<b>Balance sheet data:</b>		
Total assets	\$514,568	\$ 496,842
Long-term debt	32,277	29,249
Total AIG shareholders' equity	88,663	89,658
Book value per common share	85.02	75.10
Book value per common share, excluding AOCI	76.33	72.97
Book value per common share, excluding AOCI and DTA	61.41	58.94

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	Three Months Ended September 30,		Nine Months Ended September 30,		Year Ended December 31,
	2016	2015	2016	2015	2015
Return on equity	2.1 %	(0.9) %	3.3 %	5.1 %	2.2 %
Return on equity - after-tax operating income, excluding AOCI	5.4	2.9	4.8	6.0	3.1
Return on equity - after-tax operating income, excluding AOCI and DTA	6.7	3.5	6.0	7.1	3.7

**The following table presents a reconciliation of Book value per common share to Book value per common share, excluding AOCI, and Book value per common share, excluding AOCI and DTA, which are non-GAAP measures. See Use of Non GAAP Measures for additional information.**

	September 30,		December 31,	
	2016		2015	
<i>(in millions, except per share data)</i>				
Total AIG shareholders' equity	\$	88,663	\$	89,658
Accumulated other comprehensive income		9,057		2,537
Total AIG shareholders' equity, excluding AOCI		79,606		87,121
Deferred tax assets		15,567		16,751
Total AIG shareholders' equity, excluding AOCI and DTA	\$	64,039	\$	70,370
Total common shares outstanding		1,042,888,556		1,193,916,617
Book value per common share	\$	85.02	\$	75.10
Book value per common share, excluding AOCI		76.33		72.97
Book value per common share, excluding AOCI and DTA	\$	61.41	\$	58.94

**The following table presents a reconciliation of Return on equity to Return on equity, after-tax operating income, excluding AOCI, and Return on equity, after-tax operating income, excluding AOCI and DTA, which are non-GAAP measures. See Use of Non GAAP Measures for additional information.**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(dollars in millions)</i>				
Actual or annualized net income (loss) attributable to AIG	\$ 1,848	\$ (924)	\$ 2,923	\$ 5,383

Actual or annualized after-tax operating income attributable to AIG	<b>4,388</b>	2,764	<b>3,977</b>	5,700
Average AIG Shareholders' equity	<b>89,305</b>	101,629	<b>89,196</b>	104,534
Average AOCI	<b>8,658</b>	7,089	<b>6,344</b>	8,863
Average AIG Shareholders' equity, excluding average AOCI	<b>80,647</b>	94,540	<b>82,852</b>	95,671
Average DTA	<b>15,591</b>	15,271	<b>16,189</b>	15,567
Average AIG Shareholders' equity, excluding average AOCI and DTA	<b>\$ 65,056</b>	\$ 79,269	<b>\$ 66,663</b>	\$ 80,104
ROE	<b>2.1%</b>	(0.9)%	<b>3.3%</b>	5.1
ROE - after-tax operating income, excluding AOCI	<b>5.4</b>	2.9	<b>4.8</b>	6.0
ROE - after-tax operating income, excluding AOCI and DTA	<b>6.7</b>	3.5	<b>6.0</b>	7.1

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#### **Total revenues**

*(in millions)*

#### **Income (loss) from continuing operations**

*(in millions)*

#### **Net income (Loss) ATTRIBUTABLE TO AIG**

*(in millions)*

#### **Net INCOME (loss) 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 (loss) by segment**

*(in millions)*



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<b>TOTAL ASSETS</b>  <i>(in millions)</i>	<b>Long-term debt</b>  <i>(in millions)</i>
<b>Total AIG shareholders' equity</b>  <i>(in millions)</i>	<b>Book value per COMMON share, book value per common share excluding AOCI and book value per common share excluding AOCI and dta</b>

\* Includes operating borrowings of other subsidiaries and consolidated investments and hybrid debt securities.



## Investment Highlights

Net investment income increased to \$3.8 billion in the three-month period ended September 30, 2016 compared to \$3.2 billion in the same period in the prior year due to higher income on alternative investments and an increase in the fair market value of assets where the fair value option was elected. Net investment income decreased to \$10.5 billion in the nine-month period ended September 30, 2016 compared to \$10.9 billion in the same period in the prior year due to lower income on alternative investments and lower reinvestment yields, partially offset by an increase in invested assets and higher gains on securities for which the fair value option was elected. While corporate debt securities represented the core of new investment allocations, we continued to make investments in structured securities, mortgage loans and other fixed income investments 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 \$19.6 billion as of September 30, 2016, from approximately \$8.8 billion as of December 31, 2015, due to a decline in interest rates and a narrowing of credit spreads.

The overall credit rating of our fixed maturity securities portfolio remains largely unchanged from December 31, 2015.

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#### **Liquidity and Capital Resources Highlights**

**We maintained financial flexibility at AIG Parent in the nine-month period ended September 30, 2016** through \$2.5 billion in dividends in the form of cash and fixed maturity securities from our Non-Life Insurance Companies and \$3.8 billion in dividends and loan repayments in the form of cash and fixed maturity securities from our Life Insurance Companies. AIG Parent also received \$2.2 billion in tax sharing payments in the form of cash and fixed maturity securities from our insurance businesses in the nine-month period ended September 30, 2016, including \$595 million of such payments in the third quarter of 2016.

**Our Board of Directors increased our previous share repurchase authorization of AIG Common Stock, par value \$2.50 per share (AIG Common Stock), by an additional \$3.0 billion on November 2, 2016**, resulting in a remaining authorization on such date of approximately \$4.4 billion. During the nine-month period ended September 30, 2016, we repurchased approximately 153 million shares of AIG Common Stock for an aggregate purchase price of approximately \$8.5 billion pursuant to this authorization, and we repurchased 15 million warrants to purchase shares of AIG Common Stock, for an aggregate purchase price of \$263 million pursuant to this authorization. Pursuant to Securities Exchange Act of 1934 (Exchange Act) Rule 10b5-1 repurchase plans, from October 1 to November 2, 2016, we have repurchased approximately \$946 million of additional shares of AIG Common Stock.

**We paid a cash dividend on AIG Common Stock** of \$0.32 per share on each of March 28, 2016, June 27, 2016 and September 29, 2016.

**Our Board of Directors declared a cash dividend on AIG Common Stock on November 2, 2016** of \$0.32 per share, payable on December 22, 2016 to shareholders of record on December 8, 2016.

#### **Industry Trends**

Our business is affected by industry and economic factors such as interest rates, currency exchange 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 2016, characterized by factors such as historically low interest rates, instability in the global equity markets, volatile energy markets, slowing growth in China and Euro-Zone economies and the United Kingdom (the UK) advisory referendum in which a majority voted for the UK to withdraw its membership in the European Union (the EU) (commonly referred to as Brexit). The Brexit vote has also affected the U.S. dollar/British pound exchange rate, increased the volatility of exchange rates among the euro, British pound and the Japanese yen (the Major Currencies), and created volatility in the financial markets, which may

continue for some time.

Interest rates remain low relative to historical levels, and certain markets in which we operate are experiencing negative interest rates. A sustained low interest rate environment negatively affects sales of interest rate sensitive products in our industry and may negatively impact the profitability of our existing business as we reinvest cash flows from investments, including increased calls and prepayments of fixed maturity securities and mortgage loans, at rates below the average yield of our existing portfolios. We actively manage our exposure to the interest rate environment through economic hedging of interest rate risk from guarantee features in our variable annuities and spread management strategies for our investment-oriented products.

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For investment-oriented products in our Retirement and Life operating segments and our Institutional Markets operations, our spread management strategies include disciplined pricing and product design for new business, limiting the sale of products that do not achieve targeted spreads, using asset-liability management to match assets to liabilities to the extent practicable, and actively managing crediting rates to help mitigate some of the pressure on investment spreads. Lowering interest crediting rates can help offset the impact of lower investment yields, but our ability to lower crediting rates may be limited by the competitive environment, contractual minimum crediting rates, and provisions that allow rates to be reset only at pre-established intervals. As a result, the timing and extent of crediting rate decreases may differ from the corresponding declines in investment yields, which could reduce our spreads and future profitability. A sustained low interest rate environment may favorably affect surrender activity of contract holders whose contractual minimum crediting rates are above those currently available in the marketplace. In addition, customers are currently seeking fixed annuities with longer surrender charge periods in pursuit of higher returns, which may help mitigate the increase of surrenders if interest rates rise rapidly in the future.

Spreads and surrender rates are important components of the future profit assumptions that drive the rate we use to amortize DAC and related reserves for investment-oriented products. If future profit assumptions change significantly, we may be required to recalculate DAC and related reserves, and reflect any resulting adjustments in current period income. Additionally, for certain traditional long-duration products for which we are unable to adjust interest rates, including structured settlements and other payout annuities, our future earnings may be reduced in a sustained low interest rate environment, and we may be required to record additional reserves.

The impact of low interest rates on our Commercial Insurance segment is primarily on our long-tail Casualty line of business. We expect limited impacts on our existing long-tail Casualty business as the duration of our assets is slightly longer than that of our liabilities. We do expect sustained low interest rates will impact new and renewal business for the long-tail Casualty line as we may not be able to adjust our future pricing consistent with our profitability objectives to fully offset the impact of investing at lower rates. However, we will continue to maintain pricing discipline and risk selection.

For our Commercial Insurance segment, and run-off insurance lines reported within Corporate and Other, sustained low interest rates may unfavorably affect the net loss reserve discount for workers' compensation, and to a lesser extent could favorably impact assumptions about future medical costs; the combined net effect of which could result in higher net loss reserves.

Additionally, sustained low interest rates on discounting of projected benefit cash flows for our pension plans may result in higher pension expense.

Currency volatility in the first nine months of 2016 was acute compared to recent years, as the British pound weakened considerably against the U.S. dollar, although the Japanese yen strengthened against the U.S. dollar in that period. The euro also weakened modestly against the U.S. dollar. Such volatility affected

line item components of income for those businesses with substantial international operations. In particular, growth trends in net premiums written reported in U.S. dollars can differ significantly from those measured in original currencies. The net effect on underwriting results, however, is significantly mitigated, as both revenues and expenses are similarly affected.

These currencies may continue to fluctuate, in either direction, especially as a result of the UK's expected exit from the EU, and such fluctuations will affect net premiums written growth trends reported in U.S. dollars, as well as financial statement line item comparability.

See Results of Operations – Foreign Currency Impact; Results of Operations – Segment Results – Quarterly and Year-to-date Pre-Tax Income Comparison for 2016 and 2015; Results of Operations – Commercial Insurance Net Premiums Written by Region; and Results of Operations – Consumer Insurance – Personal Insurance Net Premiums Written by Region.

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AIG is focused on the following priorities for 2016 and beyond:

- Improving our ROE
- Creating a leaner, more profitable and focused insurer by reorganizing our operating model into “modular”, more self-contained business units to enhance transparency and accountability, including through the introduction of a new Legacy Portfolio that aims to maximize value and release capital from the run-off of non-strategic assets
- Reducing general operating expenses
- Improving the Commercial Insurance accident year loss ratio
- Returning excess capital to shareholders
- Growing book value per common share

The outlook for each of our businesses and management initiatives to improve growth and performance in 2016 and over the longer term is summarized below. See our 2015 Annual Report for additional information concerning strategic initiatives and opportunities for each of our businesses.

#### **COMMERCIAL INSURANCE Outlook and Strategic initiatives**

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#### **Market Conditions and Industry Trends**

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Commercial Insurance expects the current low interest rate environment relative to historical levels, currency volatility, and ongoing uncertainty in global economic conditions will continue to limit growth and profitability in some markets and challenge growth of net investment income. Due to these conditions and overcapacity in the property casualty insurance industry, Commercial Insurance has continued to diversify its business focusing on growing profitable segments and geographies, exiting unprofitable lines and developing advanced data and analytics to improve profitability.

Commercial Insurance has observed improving trends in certain key indicators that may partially offset the effect of current economic challenges. In the first nine months of 2016, the property casualty insurance industry experienced growth in certain classes of business in Property and Financial lines. Commercial Insurance also expects that expansion in certain growth economies will continue at a faster pace than in developed countries, but at levels lower than those previously expected due to revised economic assumptions. As a result of its ongoing strategy to optimize its portfolio and maintain underwriting discipline, Commercial Insurance expects that net premiums written for the U.S. Casualty line, and to a lesser extent, certain lines within Specialty and Property, will continue to decrease throughout the remainder of the year. In addition, the Brexit referendum may negatively affect premium production in the European market, both on a reported basis and in original currency.

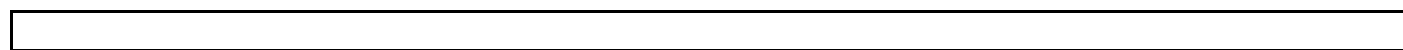
Overall, Commercial Insurance experienced a modest increase in rate pressure in the first nine months of 2016. Commercial Insurance expects that trend to continue in the near term, particularly in certain lines including in the U.S. Property Excess and Surplus market. Commercial Insurance continues to differentiate its underwriting capacity from its peers by leveraging its global footprint, diverse product offering, risk engineering expertise and significant underwriting experience.

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In the U.S., Commercial Insurance's exposure to terrorism risk is mitigated by the Terrorism Risk Insurance Program Reauthorization Act (TRIPRA) in addition to limited private reinsurance protections. For additional information on TRIPRA, see Item 1A. Risk Factors — Reserves and Exposures and Item 7. MD&A — Enterprise Risk Management — Insurance Operations Risks — Non-Life Insurance Companies Key Insurance Risks — Terrorism Risk in our 2015 Annual Report.

#### **Strategic Initiatives**



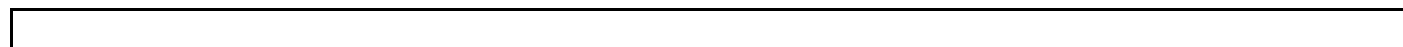
**Customer** — Strive to be our clients' most valued insurer by offering innovative products, superior service and access to an extensive global network.

**Sharpen Commercial Focus** — Achieve ROE in excess of target across our businesses primarily through improvements in our loss ratio. Improve our business portfolio through risk selection by using enhanced data, analytics and the application of science to deliver superior risk-adjusted returns. Exit or remediate targeted sub-segments of underperforming portfolios that do not meet our risk acceptance or profitability objectives.

**Drive Efficiency** — Reorganize our operating model into “modular”, more self-contained business units to enhance decision making, transparency and accountability, driving performance improvement and strategic flexibility over time; increase capital fungibility and diversification, streamline our legal entity structure, optimize reinsurance, improve tax efficiency and reduce expenses.

**Invest to Grow** — Grow our higher-value businesses while investing in transformative opportunities, continuing initiatives to modernize our technology and infrastructure, advancing our engineering capabilities, innovating new products and client risk solutions and delivering a better client experience.

#### **Customer**



Our vision is to be our clients' most valued insurer. We expect that investments in underwriting, claims services, client risk solutions, science and data will continue to differentiate us from our peers and drive a superior client experience. For example, during the fourth quarter of 2015, we increased global commercial property limits to \$2.5 billion per occurrence from \$1.5 billion, in response to increased demand for capacity and services from clients managing complex global risks and increasing property values. This increase was the result of recent investments in engineering and analytical capabilities, which in turn allowed us to secure meaningful support from a panel of long-standing reinsurers.



## Sharpen Commercial Focus

### *Exit or remediate targeted underperforming portfolios*

Commercial Insurance is focused on serving our clients by providing the products and services where we have the most potential to deliver value. Experience and emerging data indicate that there are consistently under-performing sub-segments of our business. We will invest and grow where we see opportunity and we will exit or remediate underperforming portfolios. For example, in 2015 we transferred approximately \$1.2 billion of loss reserves to our run-off insurance lines and in the nine-month period ended September 30, 2016 we transferred another \$1.3 billion. This enables us to focus on growth opportunities while allowing for more proactive management of the transferred reserves by run-off specialists. We also did not renew certain accounts that did not meet our profit objectives in our Casualty and Property lines and, to a lesser extent, in our Specialty lines.

We will continue to further enhance our risk selection process and refine technical pricing through enhanced tools and analytics to achieve this goal.

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#### **Drive Efficiency**

##### *Narrow geographic footprint while continuing to maintain and improve multinational capabilities*

Commercial Insurance, along with our other businesses, continues to evaluate the markets and geographies that provide the greatest opportunities, while maintaining the global footprint that our multinational clients greatly value. Additionally, we will continue to leverage our various off-shore centers, taking advantage of opportunities to centralize and standardize processes and platforms. We believe there is great opportunity to further streamline our global operating model.

##### *Expand and optimize the use of reinsurance and other risk mitigating strategies*

Commercial Insurance continues to execute capital management initiatives by enhancing broad based risk tolerance guidelines for its operating units, implementing underwriting strategies to increase ROE by line of business and reducing exposure to businesses with inadequate pricing and increased loss trends. Commercial Insurance remains focused on enhancing its global reinsurance strategy to improve overall capital efficiency, although this strategy may lead to periodic income statement volatility.

In accordance with our strategic plan, during the first quarter of 2016, we entered into a two-year reinsurance arrangement with the Swiss Re Group, under which a proportional share of our new and renewal U.S. Casualty portfolio is being ceded. This arrangement is reducing the impact of the U.S. Casualty loss ratio on our overall loss ratio.

##### *Accelerate micro-segmentation of risks using internal and external data*

Commercial Insurance continues to improve decision-making, risk acceptance and pricing based on its ongoing efforts to refine segmentation by customer, industry and geography. For example, after enhancing the segmentation of workers' compensation, Commercial Insurance has observed different experience and trends, which helps inform its risk appetite, pricing and loss mitigation decisions.

#### **Invest to Grow**

##### *Grow most profitable lines*

Commercial Insurance continues to focus on growth in our higher-value businesses while investing in transformative opportunities, continuing initiatives to modernize our technology and infrastructure, advancing our engineering capabilities, innovating new products and client risk solutions and delivering a better client experience. Commercial Insurance expects to grow in businesses such as Financial lines,

including D&O, Cyber and Mergers & Acquisitions, Large Limit and Middle Market Property, Multinational and certain areas internationally.

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#### **Market Conditions and Industry Trends**

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#### **Retirement**

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Increasing life expectancy and reduced expectations for traditional retirement income from defined benefit programs and fixed income securities are leading Americans to seek additional financial security as they approach retirement. The strong demand for individual variable and fixed index annuities with guaranteed income features has attracted increased competition in this product space. In response to the continued low interest rate environment, which has added pressure to profit margins, we have developed guaranteed income benefits for both variable and fixed index annuities with margins that are less sensitive to the level of interest rates. In addition, higher tax rates and a desire for better investment returns have prompted less risk-averse investors to elect products without guaranteed living benefits.

The sustained low interest rate environment has a significant impact on the annuity industry. Low long-term interest rates put pressure on investment returns, which may negatively affect sales of interest rate sensitive products and reduce future profits on certain existing fixed rate products, although our disciplined rate setting has helped to mitigate some of the pressure on investment spreads. In addition, mutual insurance companies and more highly leveraged competitors are currently offering higher crediting rates. As long as the low interest rate environment continues, conditions will be challenging for the fixed annuity market. Rapidly rising interest rates could create the potential for increased sales, but may also drive higher surrenders. Customers are, however, currently buying fixed annuities with longer surrender periods in pursuit of higher returns, which may help mitigate the rate of increase in surrenders in a rapidly rising rate environment. In addition, older contracts that have higher minimum interest rates and continue to be attractive to the contract holders are driving better than expected persistency. Low interest rates have also driven growth in our fixed index annuity products, which provide additional interest crediting tied to favorable performance in certain equity market indices.

Consumer Insurance provides products and services to certain employee benefit plans that are subject to restrictions imposed by ERISA and the Internal Revenue Code, including rules that generally restrict the provision of investment advice by a fiduciary to ERISA plans and participants and Individual Retirement Accounts (IRAs) if the investment recommendation results in fees paid to the fiduciary individual advisor,

his or her firm or their affiliates that vary according to the investment recommendation chosen. On April 8, 2016, the DOL published its final fiduciary duty rule (the Final Rule), substantially expanding the definition of fiduciary investment advice. As a result, the circumstances under which financial services providers and financial advisors could be deemed a fiduciary under ERISA or the Internal Revenue Code when providing investment advice with respect to ERISA plans or IRAs are greatly expanded. For additional information on the Final Rule, see Part I, Item 2. MD&A – Regulatory Environment section of the Quarterly Report on Form 10-Q for the period ended March 31, 2016. We are analyzing the Final Rule's potential impact on our customers, distribution partners, financial advisors and us, and preparing to implement the necessary adjustments to come into compliance with the Final Rule. The Final Rule could require us, and our competitors, to make material changes to certain of our business practices and product designs, and could materially affect our ability and the ability of our distribution partners and financial advisors to sell or service certain annuities and other investment products. The initial compliance date of the final rule is April 10, 2017, with full compliance required by January 1, 2018. Once we have completed our analysis of the Final Rule's potential impact, we intend to strategically invest in the most attractive post-DOL opportunities across the market.

## Life

Populations are living longer and have increased needs for financial protection for beneficiaries, estate planning and wealth creation. The Life operating segment addresses the need for protection against the risk of premature death through a broad spectrum of products that include both term and permanent life insurance. In addition, the Life operating segment has numerous product designs and benefits that offset other risks such as chronic and critical illness.

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In response to a sustained low interest rate environment, the Life operating segment has been actively re-pricing products and shifting its focus away from products with long-duration interest rate guarantees by introducing new products with shorter guarantees as well as index universal life products.

#### **Personal Insurance**

The need for full life cycle products and coverage, increases in personal wealth accumulation, and awareness of insurance protection and risk management continue to support the growth of the Personal Insurance industry. Our Personal Insurance operations focus on group and corporate clients, together with individual customers within national markets. We expect the demand for multinational cross-boundary coverage and services to increase due to the internationalization of clients and customers. Our global presence provides Personal Insurance a distinct competitive advantage.

In Japan, the competition for auto insurance has intensified, in part driven by a decline in new car sales and the existence of fewer but larger insurers. In addition, the overall market size in homeowners insurance contracted after the duration restriction on long-term fire insurance became effective in October 2015. In the U.S., we compete in the high net worth market and will continue to expand our innovative products and services to distribution partners and clients. Outside of Japan and the U.S., our Personal Insurance operating segment continues to invest selectively in markets where we believe higher potential for sustainable profitability exists.

#### **Strategic Initiatives**

**Customer** — Strive to be our clients' most valued insurer. Through our unique franchise, which brings together a broad portfolio of retirement, life insurance and personal insurance products offered through multiple distribution networks, Consumer Insurance aims to provide customers with the products and services they desire, delivered through the channels they prefer.

**Information-driven Strategy** —Utilize customer insight, analytics and the application of science to optimize customer acquisition, product profitability, product mix, channel performance and risk management capabilities.

**Sharpen Consumer Focus** — Invest in areas where Consumer Insurance can grow profitably and sustainably. Target growth in select markets according to market size, growth potential, market maturity and customer demographics and narrow our footprint in less profitable markets with insufficient scale.

**Operational Effectiveness** — Simplify processes and enhance operating environments to increase competitiveness, improve service and product capabilities and facilitate delivery of our target customer experience.

**Investment Strategy** — Maintain a diversified, high quality portfolio of fixed maturity securities that largely matches the duration characteristics of the related insurance liabilities, and pursue selective yield-enhancement opportunities that meet liquidity, risk and return objectives.

**Profitability and Capital Management** — Deliver solid earnings through disciplined pricing, sustainable underwriting improvements, expense reductions and diversification of risk, and increase capital efficiency within insurance entities to enhance return on equity.

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#### **Customer**

In striving to be our clients' most valued insurer, we have implemented initiatives to better serve our target segments. Our focus on ease of doing business for consumers and producers includes enhancements to our platforms and services. We are working to expand relationships with key distribution partners to offer our products across multiple distribution channels.

#### **Information-driven Strategy**

We believe that strengthening our information-driven decision making and marketing capabilities through the use of enhanced analytics, stronger platforms and tools, a well-designed product portfolio and expanded relationships may allow us to bring more effective product solutions to our chosen markets.

We focus on rate adequacy through our global underwriting practices and tools and analytics, and seek to optimize the value of our business lines through product and portfolio management and refined technical pricing. We strive to deliver leading customer experience and efficiency through claims best practices, deployment of enhanced operating structures and standardized processes and systems, while managing claims-handling efficiency.

#### **Sharpen Consumer Focus**

**Retirement Income Solutions** intends to continue capitalizing on the opportunity to meet consumer demand for guaranteed income by maintaining competitive variable annuity product offerings, while managing risk from guarantee features through risk-mitigating product design and well-developed economic hedging capabilities. Retirement Income Solutions continues to invest in hedging and market risk management capabilities. Retirement Income Solutions has diversified its product portfolio by offering fixed index annuities that also offer guaranteed withdrawal features, which provide additional lifetime income solutions for consumers approaching retirement.

**Fixed Annuities** sales will continue to be challenged by the 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; however, they could also lead to higher surrender activity. During periods of equity market volatility, our fixed annuity products provide diversity in our annuity product suite by offering stable returns for retirement savings. The growing market for immediate and deferred income products, driven by customers seeking guaranteed income products, provides an opportunity for Fixed Annuities to increase the diversification of its product portfolio.



**Life** will continue to invest to position itself for growth, serve its customers more effectively, and maintain pricing discipline in its overall strategy. Life's organization has been aligned to focus on the demographic, governmental and socioeconomic trends unique to each area in which we operate. To improve capital efficiency, we entered into a reinsurance agreement in September 2016 involving certain of our whole life and universal life businesses. The transaction reduced certain statutory reserves that are above economic requirements in our domestic Life business, which released excess statutory capital that was included in the dividends paid by the Life Insurance Companies in the three-month period ended September 30, 2016.

In October 2016, we made a strategic decision to refocus our group benefits business, which included the decision to cease quoting new business in Life's U.S. employer and voluntary group benefits lines and seek strategic alternatives for group products distributed through sponsored organizations.

**Personal Insurance** aims to provide clients with the products and services they desire, delivered through the channels they prefer. We continue to focus and invest in the most profitable markets and segments, while narrowing our footprint where appropriate. We are also leveraging our multinational capabilities to meet the increasing demand for cross-border coverage and services. Personal Insurance will continue to utilize its strong risk management and market expertise to foster growth by providing innovative and competitive solutions to its customers and distributors.

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### **Item 2 / EXECUTIVE OVERVIEW**

#### **Operational Effectiveness**

We are continuing to invest in initiatives that we believe will make our operating platforms simpler and more agile, enabling us to provide superior service and accommodate future growth. In Japan, we continue to invest in technology to improve operating efficiency and ease of doing business for our distribution partners and customers. In the U.S. Life business, we are focused on leveraging our most efficient systems and increasing automation of our underwriting process. We believe that simplifying our operating models will enhance productivity and support further profitable growth.

#### **Investment Strategy**

Our investment objective is to maintain a diversified, high quality portfolio of fixed maturity securities having weighted average durations that are matched to the duration and cash flow profile of our liabilities, to the extent practicable. Our investment strategy is to maximize net investment income and portfolio value, subject to liquidity requirements, capital constraints, diversification requirements, asset-liability matching and available investment opportunities. While a portfolio of alternative investments remains a fundamental component of the investment strategy of the Life Insurance Companies, we intend to reduce the overall size of the hedge fund portfolio, in light of changing market conditions and perceived market opportunities, and to continue reducing the size of the private equity portfolio. See Investments for additional discussion of investment strategies. If these reductions were to include the sale of alternative investments that support certain payout annuities, we could incur additional loss recognition expense on such products, due to updating assumptions to reflect reinvestment at lower future yields. See Critical Accounting Estimates — Insurance Liabilities — Future Policy Benefits for Life and Accident and Health Insurance Contracts (Life Insurance Companies) for discussion of assumptions related to loss recognition testing in our 2015 Annual Report.

#### **Profitability and Capital Management**

We are focused on enhancing profitability and capital efficiency within our insurance entities through disciplined pricing, in-force profitability management, effective management of risk and expense reductions. For product lines where we have significant equity market risk and exposure to changes in interest rates, we use risk management tools, such as the risk mitigation product features and hedging program in our Retirement Income Solutions and Group Retirement annuity businesses. Additionally, our scale and the breadth of our product offerings provide diversification of risk. Within our Non-Life Insurance Companies, we continue to increase capital efficiency.

In conjunction with our strategic divestiture program, in May 2016, we completed the sale of AIG Advisor

Group, our network of independent broker-dealers, to investment funds affiliated with Lightyear Capital LLC and PSP Investments, and recognized a pre-tax gain of \$238 million.

See Results of Operations — Consumer Insurance and Insurance Reserves for additional information about our Consumer Insurance businesses.

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### **Item 2 / EXECUTIVE OVERVIEW**

#### **Corporate and Other strategic initiatives and OUTLOOK**

##### **United Guaranty**

On August 15, 2016, we entered into an agreement to sell our 100 percent interest in UGC and certain related affiliates to Arch. Total consideration for the transaction is expected to be \$3.4 billion. In the second quarter of 2015, a United Guaranty subsidiary and certain of our property casualty companies entered into a 50 percent quota share arrangement whereby the United Guaranty subsidiary (1) ceded 50 percent of the risk relating to policies written in 2014 that were current as of January 1, 2015 and (2) ceded 50 percent of the risk relating to all policies written in 2015 and 2016, each in exchange for a 30 percent ceding commission and reimbursements of 50 percent of the losses and loss adjustment expenses incurred on covered policies. Beginning in the third quarter of 2016, the effects of these intercompany reinsurance arrangements are included in the results of Commercial Insurance and Corporate and Other for all periods presented. Previously, these arrangements were eliminated for purposes of segment reporting.

The closing of the transaction is subject to certain conditions, including obtaining the requisite regulatory approvals or non-disapprovals and other customary closing conditions.

##### **Institutional Markets**

Institutional Markets is expected to continue growing its assets under management from the structured settlement business, stable value wrap business and GICs, as well as from disciplined growth through the pursuit of select opportunities related to pension buyouts and corporate markets. Volatility in the earnings of our alternative investment portfolio will continue to affect Institutional Markets' results. Institutional Markets could incur additional loss recognition expense if future yield assumptions were lowered on assets that support certain long-duration products, primarily structured settlements, for which we do not have the ability to adjust interest rates. Lower assumptions for future yields on such assets could result from reinvestment of portfolio cash flows in the sustained low interest rate environment, which may include proceeds from the strategic sale of alternative investments that currently support such products.

**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, 2016 and 2015. 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 Part II, Item 7. MD&A — Critical Accounting Estimates in the 2015 Annual Report.

The following table presents our consolidated results of operations:

	Three Months Ended September 30,		Percentage Change	Nine Months Ended September 30,		
<i>(in millions)</i>	2016	2015		2016	2015	
<b>Revenues:</b>						
Premiums	\$ 8,581	\$ 8,862	(3)%	\$ 26,138	\$ 27,229	
Policy fees	646	701	(8)	2,029	2,066	
Net investment income	3,783	3,206	18	10,479	10,870	
Net realized capital gains (losses)	(765)	(342)	(124)	(829)	1,125	
Other income	609	395	54	1,540	3,206	
<b>Total revenues</b>	<b>12,854</b>	<b>12,822</b>	-	<b>39,357</b>	<b>44,496</b>	
<b>Benefits, losses and expenses:</b>						
Policyholder benefits and losses incurred	7,489	6,936	8	20,748	20,587	
Interest credited to policyholder account balances	887	881	1	2,798	2,758	
Amortization of deferred policy acquisition costs	1,018	1,275	(20)	3,625	3,981	
General operating and other expenses	2,536	3,175	(20)	8,125	9,214	
Interest expense	329	321	2	955	977	
(Gain) loss on extinguishment of debt	(14)	346	NM	76	756	
Net (gain) loss on sale of divested businesses	(128)	3	NM	(351)	10	
<b>Total benefits, losses and expenses</b>	<b>12,117</b>	<b>12,937</b>	(6)	<b>35,976</b>	<b>38,283</b>	
<b>Income (loss) from continuing operations before income tax expense</b>	<b>737</b>	<b>(115)</b>	NM	<b>3,381</b>	<b>6,213</b>	
<b>Income tax expense</b>	<b>304</b>	<b>65</b>	368	<b>1,170</b>	<b>2,142</b>	
<b>Income (loss) from continuing operations</b>	<b>433</b>	<b>(180)</b>	NM	<b>2,211</b>	<b>4,071</b>	
<b>Income (loss) from discontinued operations, net of income tax expense</b>	<b>3</b>	<b>(17)</b>	NM	<b>(54)</b>	<b>-</b>	
<b>Net income (loss)</b>	<b>436</b>	<b>(197)</b>	NM	<b>2,157</b>	<b>4,071</b>	
<b>Less: Net income (loss) attributable to noncontrolling interests</b>	<b>(26)</b>	<b>34</b>	NM	<b>(35)</b>	<b>34</b>	
<b>Net income (loss) attributable to AIG</b>	<b>\$ 462</b>	<b>\$ (231)</b>	NM%	<b>\$ 2,192</b>	<b>\$ 4,037</b>	

For the three-month period ended September 30, 2016, the effective tax rate on income from continuing operations was 41.2 percent. The effective tax rate on income from continuing operations differs from the statutory tax rate of 35 percent primarily due to foreign exchange losses incurred by our foreign subsidiaries related to the weakening of the British pound following the Brexit vote taxed at a statutory tax rate lower than 35 percent, partially offset by tax benefits associated with tax exempt interest income and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities.

For the nine-month period ended September 30, 2016, the effective tax rate on income from continuing operations was 34.6 percent. The effective tax rate 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, the impact of an agreement reached with the IRS related to certain tax issues under audit and reclassifications from accumulated other comprehensive income to income from continuing operations related to the disposal of available for sale securities, partially offset by a tax charge and related interest associated with increases in uncertain tax positions related to cross border financing transactions and foreign exchange losses incurred by our foreign subsidiaries related to the weakening of the British pound following the Brexit vote taxed at a statutory tax rate lower than 35 percent.

**TABLE OF CONTENTS****Item 2 / RESULTS OF OPERATIONS**

For the three-month period ended September 30, 2015, the effective tax rate on loss from continuing operations was not meaningful, due to a tax charge on a pre-tax loss. The tax charge was primarily due to increases in uncertain tax positions related to cross-border financing transactions, partially offset by tax benefits associated with tax-exempt interest income and the partial completion of the IRS examination covering tax year 2006.

For the nine-month period ended September 30, 2015, the effective tax rate on income from continuing operations was 34.5 percent. The effective tax rate on income from continuing operations for the nine-month period ended September 30, 2015 differs from the statutory tax rate of 35 percent primarily due to tax benefits associated with tax-exempt interest income, reclassifications from accumulated other comprehensive income to income from continuing operations related to the deferred tax asset valuation allowance previously released to accumulated other comprehensive income, and the partial completion of the IRS examination covering tax year 2006, partially offset by tax charges associated with increases in uncertain tax positions related to cross-border financing transactions and increases in the deferred tax asset valuation allowances associated with certain foreign jurisdictions. The nine-month period ended September 30, 2015 includes an increase in the deferred tax asset valuation allowance primarily attributable to the effects of changes in the Japanese tax law enacted on March 31, 2015, partially offset by changes in projections of future taxable income.

**The following table presents a reconciliation of pre-tax operating income to pre-tax income and after-tax operating income to net income (loss) attributable to AIG:**

**Three Months Ended September 30,***(in millions)***Operating income, excluding noncontrolling interests**

Noncontrolling interest

**Operating income, net of noncontrolling interests**

Uncertain tax positions and other tax adjustments

Deferred income tax valuation allowance releases (charges)

Changes in fair value of securities used to hedge guaranteed living benefits

Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)

Other (income) expense - net

Loss on extinguishment of debt

Net realized capital losses

Noncontrolling interest on net realized capital losses

Income (loss) from discontinued operations

Income (loss) from divested businesses

Non-operating litigation reserves and settlements

Reserve development related to non-operating run-off

	<b>2016</b>		
	Pre-tax	Total Tax	After Tax Pre-t
<b>Operating income, excluding noncontrolling interests</b>	<b>\$1,612</b>	<b>\$ 512</b>	<b>\$ 1,100</b>
Noncontrolling interest			(3)
<b>Operating income, net of noncontrolling interests</b>	<b>\$1,612</b>	<b>\$ 512</b>	<b>\$ 1,097</b>
Uncertain tax positions and other tax adjustments		42	(42)
Deferred income tax valuation allowance releases (charges)		(2)	2
Changes in fair value of securities used to hedge guaranteed living benefits	17	6	11
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	(67)	(24)	(43)
Other (income) expense - net	3	1	2
Loss on extinguishment of debt	14	5	9
Net realized capital losses	(765)	(210)	(555)
Noncontrolling interest on net realized capital losses			29
Income (loss) from discontinued operations			3
Income (loss) from divested businesses	128	45	83
Non-operating litigation reserves and settlements	5	2	3

insurance business	-	-	-	(3
Restructuring and other costs	(210)	(73)	(137)	(27
<b>Pre-tax income/net income (loss) attributable to AIG</b>	<b>\$ 737</b>	<b>\$ 304</b>	<b>\$ 462</b>	<b>\$ (11</b>
Weighted average diluted shares outstanding			1,102,400,770	
Income (loss) per common share attributable to AIG (diluted)		\$	0.42	
After-tax operating income per common share attributable to AIG (diluted)*		\$	1.00	



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	<b>2016</b>		
	<b>Pre-tax</b>	<b>Total Tax</b>	<b>After Tax Pre-tax</b>
<b>Operating income, excluding noncontrolling interests</b>	<b>\$4,186</b>	<b>\$1,198</b>	<b>2,988</b>
Noncontrolling interest			(5)
<b>Operating income, net of noncontrolling interests</b>	<b>\$4,186</b>	<b>\$1,198</b>	<b>2,983</b>
Uncertain tax positions and other tax adjustments		184	(184)
Deferred income tax valuation allowance releases (charges)		(4)	4
Changes in fair value of securities used to hedge guaranteed living benefits	270	95	175
Changes in benefit reserves and DAC, VOBA and SIA related to net realized capital gains (losses)	(91)	(32)	(59)
Other (income) expense - net	15	5	10
Loss (gain) on extinguishment of debt	(76)	(26)	(50)
Net realized capital gains (losses)	(829)	(217)	(612)
Noncontrolling interest on net realized capital gains (losses)			40
Income (loss) from discontinued operations			(54)
Income (loss) from divested businesses	351	123	228
Non-operating litigation reserves and settlements	43	15	28
Reserve development related to non-operating run-off insurance business	-	-	-
Restructuring and other costs	(488)	(171)	(317)
<b>Pre-tax income/net income attributable to AIG</b>	<b>\$3,381</b>	<b>\$1,170</b>	<b>2,192</b>
Weighted average diluted shares outstanding			<b>1,142,700,207</b>
Income per common share attributable to AIG (diluted)		\$	<b>1.92</b>
After-tax operating income per common share attributable to AIG (diluted)		\$	<b>2.61</b>

\* For the quarter ended September 30, 2015, because we reported a net loss, all common stock equivalents are anti-dilutive and are therefore excluded from the calculation of diluted shares and diluted per share amounts. However, because we reported after-tax operating income, the calculation of after-tax operating income per diluted share includes dilutive shares of 40,356,170.

Net income attributable to AIG increased in the three-month period ended September 30, 2016 compared to the same period in the prior year due to higher income from insurance operations, reflecting increased net investment income, lower loss on extinguishment of debt, gain on sale of divested business and higher income on assets held by AIG Parent, partially offset by loss recognition expense on certain payout annuities in Institutional Markets and higher net realized capital losses, which included increases in the fair value of embedded derivatives related to variable annuity guaranteed living benefits, net of hedges in the three-month period ended September 30, 2016.

Net income attributable to AIG decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year due to lower income on assets held by AIG Parent, a decrease in income from insurance operations, reflecting decreased net investment income, loss recognition expense on certain payout annuities in Institutional Markets, and net realized capital losses in the nine month period ended September 30, 2016 compared to net realized capital gains in the same period in the prior year, partially offset by lower loss on extinguishment of debt. Net realized capital losses in the nine-month period ended September 30, 2016 included increases in the fair value of embedded derivatives related to variable annuity guaranteed living benefits, net of hedges, compared to net realized capital gains from decreases in such liabilities in the same period in the prior year (see Insurance Reserves – Life Insurance Companies – Variable Annuity Guaranteed Benefit Features and Hedging Program).

After-tax operating income attributable to AIG increased in the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to an increase in income from insurance operations, reflecting increased net investment income and higher income on assets held by AIG Parent, partially offset by losses from Institutional Markets driven by loss recognition expense on certain payout annuities from the update of actuarial assumptions. After-tax operating income attributable to AIG decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year primarily due to a decrease in income from insurance operations, reflecting decreased net investment income and lower income on assets held by AIG Parent, and losses from Institutional Markets driven by loss recognition expense on certain payout annuities from the update of actuarial assumptions.

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For the three- and nine-month periods ended September 30, 2016, the effective tax rate on pre-tax operating income was 31.8 percent and 28.6 percent, respectively. The significant factors that contributed to the difference from the statutory rate of 35 percent included tax benefits resulting from tax-exempt interest income and other permanent tax items and the impact of other discrete tax benefits. The nine-month period ended September 30, 2016 also includes certain tax benefits associated with an agreement reached with the IRS related to certain tax issues under audit.

For the three-month period ended September 30, 2015, the effective tax rate on pre-tax operating income was 19.3 percent. 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, certain tax benefits associated with the partial completion of the IRS examination covering tax year 2006 and the impact of other discrete tax benefits. For the nine-month period ended September 30, 2015, the effective tax rate on pre-tax operating income was 31.6 percent. 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, certain tax benefits associated with the partial completion of the IRS examination covering tax year 2006 and the impact of other discrete tax benefits.

**SEGMENT RESULTS**

We report the results of our operations through two reportable segments: Commercial Insurance and Consumer Insurance. The Corporate and Other category consists of businesses and items not allocated to our reportable segments.

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

	Three Months Ended			Nine Months Ended		
	September 30,		Percentage Change	September 30,		Percentage Change
(in millions)	2016	2015		2016	2015	
Commercial Insurance	\$ 729	\$ 592	23%	\$ 2,306	\$ 2,990	(23)%
Consumer Insurance	1,384	657	111	3,276	2,625	25
Corporate and Other	(522)	(396)	(32)	(1,411)	697	NM
Consolidations, eliminations and other adjustments	21	(5)	NM	15	(69)	NM
Pre-tax operating income	\$1,612	\$ 848	90	\$ 4,186	\$ 6,243	(33)

**pre-tax operating income**

(in millions)

COMMERCIAL INSURANCE	CONSUMER INSURANCE

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### **Item 2 / RESULTS OF OPERATIONS**

#### **QUARTERLY PRE-TAX INCOME COMPARISON FOR 2016 AND 2015**

Pre-tax results increased in the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to:

- an increase in Commercial Insurance pre-tax operating income due to an increase in net investment income, reflecting higher return on alternative investments and an increase in the fair market value of assets accounted for under the fair value option, partially offset by an increase in underwriting loss;
- an increase in Consumer Insurance pre-tax operating income due to improved underwriting income in Personal Insurance, higher net positive adjustments to reflect the update of actuarial assumptions in Retirement and Life, higher returns on alternative investments in all Consumer Insurance operating segments and lower domestic general operating expenses in Retirement and Life;
- a gain on extinguishment of debt compared to a loss in the same period in the prior year from ongoing liability management activities;
- lower restructuring and other costs; and
- higher income from divested businesses due to a gain of \$105 million on the sale of NSM Insurance Group (NSM).

These increases were partially offset by:

- an increase in realized capital losses primarily due to higher foreign exchange losses related to the weakening of the British pound following the Brexit vote;
- a net decrease of \$361 million in consolidated pre-tax income related to guaranteed living benefits, net of hedges, primarily due to movement in the non-performance or “own credit” spread adjustment (NPA) component of the embedded derivative fair value measurement, which reflected significant gains in the three-month period ended September 30, 2015 from the widening of credit spreads (see Insurance Reserves – Life Insurance Companies – Variable Annuity Guaranteed Benefit Features and Hedging Program); and
- higher pre-tax operating losses in Corporate and Other, primarily due to a pre-tax operating loss in Institutional Markets driven by loss recognition expense on certain payout annuities from the update of actuarial assumptions, partially offset by higher earnings on Corporate and Other investments for which the fair value option was elected, including ABS CDOs and part of our PICC Investment. In addition, the three-month period ended September 30, 2015 included a pension curtailment credit. Additionally, the underwriting loss decreased in Run-off insurance lines in the three-month period ended September 30,

2016 compared to the same period in the prior year, primarily driven by lower net adverse prior year loss reserve development as well as a decrease in net loss reserve discount charge related to excess workers' compensation business largely driven by interest rate movements.

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### **Item 2 / RESULTS OF OPERATIONS**

#### **YEAR-TO-DATE PRE-TAX INCOME COMPARISON FOR 2016 AND 2015**

Pre-tax results decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year primarily due to:

- a decrease in Commercial Insurance pre-tax operating income due to lower net investment income, reflecting lower income on alternative investments and fair market value declines of assets accounted for under the fair value option, as well as an underwriting loss compared to underwriting income in the same period in the prior year;
- lower Corporate and Other pre-tax operating results, primarily due to a pre-tax operating loss in Institutional Markets driven by loss recognition expense on certain payout annuities from the update of actuarial assumptions, lower earnings on investments for which the fair value option was elected, including ABS CDOs and part of our PICC Investment as well as the absence of equity earnings from shares in AerCap, which were sold in the prior-year period. In addition, the nine-month period ended September 30, 2015 included a pension curtailment credit. Additionally, Run-off insurance lines reported a pre-tax operating loss in the nine-month period ended September 30, 2016 compared to pre-tax operating income in the same periods in the prior year. The pre-tax operating loss in Run-off insurance lines was driven by a charge for the discount on excess workers' compensation reserves in the nine-month period ended September 30, 2016 compared to a benefit in the same period in the prior year, largely driven by decreases in the forward yield curve rates used for discounting;
- net realized capital losses primarily due to foreign exchange losses compared to net realized gains due to foreign exchange gains and the sale of Class B shares of Prudential Financial Inc. and common shares of Springleaf Holdings, Inc. in the same period in the prior year;
- a net decrease of \$678 million in consolidated pre-tax income related to guaranteed living benefits, net of hedges, primarily due to movement in the NPA component of the embedded derivative fair value measurement (see Insurance Reserves – Life Insurance Companies – Variable Annuity Guaranteed Benefit Features and Hedging Program); and
- higher restructuring and other costs.

These decreases were partially offset by:

- an increase in Consumer Insurance pre-tax operating income, primarily due to higher net positive adjustments to reflect the update of actuarial assumptions in Retirement and Life, favorable mortality experience in Life, lower domestic general operating expenses in Retirement and Life, and improved underwriting results in Personal Insurance reflecting strategic actions to reduce expenses and refocus direct marketing activities together with higher net favorable prior year loss reserve development, partially

offset by lower returns on alternative investments in Retirement and Life;

- lower loss on extinguishment of debt from ongoing liability management activities;
- lower interest expense from ongoing liability management activities described in Liquidity and Capital Resources; and
- higher income from divested businesses due to gains of \$238 million and \$105 million on the sales of AIG Advisor Group and NSM, respectively.



**TABLE OF CONTENTS****Item 2 / RESULTS OF OPERATIONS****Net Investment Income**

Net investment income is attributed to Commercial Insurance, the operating segments of Consumer Insurance and the operations of Institutional Markets based on internal models consistent with the nature of the underlying businesses.

For Commercial Insurance and Consumer Insurance — Personal Insurance, we estimate investable funds based primarily on loss reserves and unearned premiums. The net investment income allocation is calculated based on these estimated investable funds consistent with the approximate duration of the liabilities and the capital allocation for each operating segment.

For Consumer Insurance — Retirement, Consumer Insurance — Life and Corporate and Other — Institutional Markets, net investment income is attributed based on invested assets from segregated product line portfolios held in our Life Insurance Companies. The fundamental investment strategy for these product line portfolios is to maintain primarily a diversified, high quality portfolio of fixed maturity securities and, to the extent practicable, to approximately match established duration targets based on characteristics of the underlying liabilities. All invested assets of the Life Insurance Companies in excess of liabilities are allocated based on internal estimates of target statutory capital for each product line.

**Foreign Currency Impact**

**Commercial Insurance, International Life and Personal Insurance businesses are transacted in most major foreign currencies. The following table presents the average of the quarterly weighted average exchange rates of the currencies that have the most significant impact on our businesses:**

Rate for 1 USD *	Three Months Ended		Percentage Change	Nine Months Ended		Percentage Change
	September 30, 2016	2015		September 30, 2016	2015	
Currency:						
JPY	<b>103.53</b>	123.35	(16)%	<b>110.72</b>	120.79	(8)%
EUR	<b>0.90</b>	0.90	-%	<b>0.90</b>	0.89	1%
GBP	<b>0.74</b>	0.64	16%	<b>0.71</b>	0.65	9%

\* For the three-month period ended September 30, 2016, foreign currency rates are based on the fiscal quarterly weighted average rate for the three-month period ended August 31, 2016.

Unless otherwise noted, references to the effects of foreign exchange in the Commercial Insurance and Consumer Insurance discussion of results of operations are with respect to movements in the three Major Currencies included in the preceding table.



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**Commercial Insurance** provides insurance solutions for large and small businesses. The products offered by include general liability, commercial automobile liability, workers' compensation, excess casualty, crisis management (including customized structured programs for large corporate and multinational customers), commercial, industrial and energy-related property insurance products and services that cover exposures to man-made and natural disasters, including business interruption, aerospace, environmental, political risk, trade credit, surety, marine, various small and medium sized enterprises insurance lines, director and officers' liability (D&O), errors and omissions (E&O), fidelity, employment practices, fiduciary liability, cybersecurity risk, and kidnap and ransom. These products are primarily distributed through a network of independent retail and wholesale brokers, and through an independent agency network.

See Part I, Item 1. Business in AIG's 2015 Annual Report for further discussion of our products and geographic regions where we distribute our products.

*Commercial Insurance Results*

The following table presents Commercial Insurance results:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Percentage Change	2016	2015	Percentage Change
<i>(in millions)</i>						
Underwriting results:						
Net premiums written	<b>\$4,357</b>	\$5,275	(17)%	<b>\$13,221</b>	\$16,157	(18)%
(Increase) decrease in unearned premiums	<b>138</b>	(235)	NM	<b>722</b>	(1,030)	NM
Net premiums earned	<b>4,495</b>	5,040	(11)	<b>13,943</b>	15,127	(8)
Losses and loss adjustment expenses incurred	<b>3,491</b>	3,668	(5)	<b>10,191</b>	10,644	(4)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	<b>517</b>	581	(11)	<b>1,601</b>	1,771	(10)
Other acquisition expenses	<b>178</b>	252	(29)	<b>605</b>	644	(6)
Total acquisition expenses	<b>695</b>	833	(17)	<b>2,206</b>	2,415	(9)
General operating expenses	<b>545</b>	657	(17)	<b>1,673</b>	1,944	(14)
Underwriting income (loss)	<b>(236)</b>	(118)	(100)	<b>(127)</b>	124	NM
Net investment income	<b>965</b>	710	36	<b>2,433</b>	2,866	(15)
Pre-tax operating income	<b>\$ 729</b>	\$ 592	23%	<b>\$ 2,306</b>	\$ 2,990	(23)%

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

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### **Item 2 / results of operations / COMMERCIAL INSURANCE**

#### **Commercial Insurance Quarterly Results**

**Pre tax operating income** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year due to higher net investment income driven by higher returns on alternative investments and an increase in the fair market value of assets accounted for under the fair value option, partially offset by an increase in underwriting loss compared to the same period in the prior year. These underwriting results were primarily driven by:

- higher catastrophe losses compared to the same period in the prior year;
- higher net adverse prior year loss reserve development compared to the same period in the prior year, primarily reflecting unfavorable loss reserve development from U.S. program business within Specialty, partially offset by favorable loss reserve development in Property;
- improvements in the accident year loss ratio, as adjusted, reflecting continued execution of our strategic actions to retain more profitable business;
- lower net loss reserve discount charge compared to the same period in the prior year; and
- lower general operating expenses resulting from lower employee-related expenses, our expense savings initiatives, as well as lower acquisition costs.

Catastrophe losses were \$253 million in the three-month period ended September 30, 2016, compared to \$88 million in the same period in the prior year. Net adverse prior year loss reserve development, including return premiums, was \$306 million and \$186 million in the three-month periods ended September 30, 2016 and 2015, respectively. See Insurance Reserves – Non-Life Insurance Companies – Net Loss Development for further discussion. The current accident year losses for the three-month period ended September 30, 2016 included seven severe losses totaling \$95 million compared to six severe losses totaling \$209 million in the same period in the prior year. The net loss reserve discount charge was \$17 million in the three-month period ended September 30, 2016, compared to \$41 million in the same period in the prior year, primarily reflecting a decrease in the reserve discount curve consisting of the U.S. Treasury forward yield curve and a liquidity margin. See Insurance Reserves – Non-Life Insurance Companies – Discounting of Reserves for further discussion.

**Acquisition expenses** decreased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a decrease in net commission expense, particularly in Casualty and Property, reflecting the effect of reinsurance arrangements, lower production, as well as a reduction in costs of personnel engaged in sales support activities.

**General operating expenses** decreased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to lower employee-related expenses resulting from actions to streamline our management structure and general cost containment measures commenced in 2015 and continuing through September 30, 2016.

**Net investment income** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to higher income on alternative investments as well as fair market value increases of assets accounted for under the fair value option. In the same period in the prior year, Commercial Insurance recorded losses related to assets accounted for under the fair value option and hedge fund investments.

See MD&A — Investments for additional information on the Non-Life Insurance Companies invested assets, investment strategy, and asset-liability management process.

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### **Item 2 / results of operations / COMMERCIAL INSURANCE**

#### **Commercial Insurance Year-to-Date Results**

**Pre tax operating income** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year due to lower net investment income driven by lower returns on alternative investments, as well as underwriting loss compared to underwriting income for the same period in the prior year. These underwriting results were primarily driven by:

- higher catastrophe losses compared to the same period in the prior year;
- a net loss reserve discount charge in the nine-month period ended September 30, 2016 compared to a net loss reserve discount benefit for the same period in the prior year;
- lower net adverse prior year loss reserve development in the current year which reflected approximately \$100 million reserve charge attributable to Florida court rulings in the second quarter of 2016 that have increased the potential liability for workers' compensation claims in that state by reversing certain aspects of regulations in place since 2003, as well as U.S. program business within Specialty;
- improvements in the accident year loss ratio, as adjusted, from our strategic actions to retain more profitable business; and
- lower general operating expenses resulting from lower employee-related expenses and our expense savings initiatives, as well as lower acquisition costs.

Catastrophe losses were \$828 million in the nine-month period ended September 30, 2016, compared to \$368 million in the same period in the prior year. Net adverse prior year loss reserve development, including return premiums, was \$354 million and \$493 million in the nine-month periods ended September 30, 2016 and 2015, respectively. See Insurance Reserves – Non-Life Insurance Companies – Net Loss Development for further discussion. The current accident year losses for the nine-month period ended September 30, 2016 included 17 severe losses totaling \$334 million compared to 22 severe losses totaling \$527 million in the same period in the prior year. The net loss reserve discount charge was \$182 million in the nine-month period ended September 30, 2016, compared to a benefit of \$136 million in the same period in the prior year, primarily reflecting a decrease in the reserve discount curve consisting of the U.S. Treasury forward yield curve and a liquidity margin. See Insurance Reserves – Non-Life Insurance Companies – Discounting of Reserves for further discussion.

**Acquisition expenses** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a decrease in net commission expense, particularly in Casualty, reflecting lower production, the effect of reinsurance arrangements, as well as the strengthening of the U.S. dollar against the euro and British pound. These decreases were partially offset by higher guaranty fund and other assessments primarily due to favorable guaranty fund and other assessment settlements in the prior-year period.

**General operating expenses** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to lower employee-related expenses resulting from actions to streamline our management structure and general cost containment measures commenced in 2015 and continuing through 2016.

**Net investment income** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to lower income on alternative investments as well as fair market value declines of assets accounted for under the fair value option. In the same period in the prior year, Commercial Insurance recorded net investment income related to assets accounted for under the fair value option, as well as gains related to hedge funds.

See MD&A — Investments for additional information on the Non-Life Insurance Companies invested assets, investment strategy, and asset-liability management process.



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The following table presents Commercial Insurance's net premiums written by major line of business:

	Three Months Ended September 30,		Percentage Change in		Nine Months Ended September 30,		Percentage Change in	
<i>(in millions)</i>	2016	2015	U.S. dollars	Original Currency	2016	2015	U.S. dollars	Original Currency
Casualty	\$1,252	\$1,711	(27)%	(27)%	\$3,724	\$5,405	(31)%	(31)%
Property	1,253	1,482	(15)	(15)	3,719	4,117	(10)	(8)
Specialty	784	970	(19)	(18)	2,567	3,094	(17)	(16)
Financial lines	1,068	1,112	(4)	(3)	3,211	3,541	(9)	(8)
Total Commercial Insurance net premiums written	\$4,357	\$5,275	(17)%	(17)%	\$13,221	\$16,157	(18)%	(17)%

**Commercial Insurance NET PREMIUMS WRITTEN by Line of Business**

*(in millions)*

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

Commercial Insurance net premiums written decreased in all lines of business in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, in line with our planned portfolio optimization. This decrease was primarily due to the continued execution of our strategy to enhance risk selection in our Casualty and Property product portfolios, the non-renewal of certain underperforming classes of business, and the increased use of reinsurance and adherence to our underwriting discipline in competitive market conditions. In the three-month period ended September 30, 2016, the effect of foreign exchange on net premiums written was immaterial, as the strengthening of the U.S. dollar against the British pound was mostly offset by the weakening of the U.S. dollar against the Japanese Yen. In the nine-month period ended September 30, 2016, the decrease in the net premiums written reflected the effect of foreign exchange, primarily due to the strengthening of the U.S. dollar against the British pound. Additionally, for the nine-month period ended September 30, 2015, net premiums written benefited from the renewal of a multi-year E&O policy in U.S. Financial lines. The following paragraphs discuss the changes within our lines of business exclusive of the effect of foreign exchange.

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**Casualty** net premiums written decreased, particularly in the U.S., in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year reflecting the continued execution of our strategy to enhance risk selection and to optimize our product portfolio, which includes non-renewal of certain underperforming classes of business, revising rates, terms and conditions in certain underperforming portfolios, and the effect of the two-year reinsurance arrangement with the Swiss Re Group.

**Property** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to lower renewal retention and decreases in new business across all regions reflecting rate pressure and the effort to adhere to our underwriting discipline, partially offset by changes to our catastrophe reinsurance programs to retain more favorable risks.

**Specialty** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to the execution of our strategy to restructure the U.S. environmental business, which includes non-renewal of certain pollution legal liability business in the U.S. and Canada, increased use of reinsurance, and a decline in EMEA Aerospace. These declines were partially offset by an increase in certain targeted growth products, particularly in the U.S. and Asia.

**Financial lines** net premiums written decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower renewal retention and decreases in new business, particularly in the U.S. and EMEA, reflecting rate pressure and efforts to adhere to our underwriting discipline. For the nine-month period ended September 30, 2016, net premiums written decreased, compared to the same period in the prior year, primarily due to lower renewal retention and decreases in new business, particularly in the U.S., partially offset by an increase in targeted growth products in EMEA. Additionally, in the first nine months of 2015, net premiums written benefited from the renewal of a multi-year E&O policy in the U.S.

*Commercial Insurance Net Premiums Written by Region*

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The following table presents Commercial Insurance's net premiums written by region:

Three Months Ended September 30,	Percentage Change in U.S.	Percentage Change in Original	Nine Months Ended September 30,	Percentage Change in U.S.	Percentage Change in Original
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<i>(in millions)</i>	2016	2015	dollars	Currency	2016	2015	dollars	Currency
<b>Commercial Insurance:</b>								
Americas	<b>\$2,865</b>	\$3,598	(20)%	(20)%	<b>\$ 8,188</b>	\$10,691	(23)%	(23)%
Asia Pacific	<b>517</b>	519	-	(7)	<b>1,398</b>	1,461	(4)	(4)
EMEA	<b>975</b>	1,158	(16)	(12)	<b>3,635</b>	4,005	(9)	(9)
Total net premiums written	<b>\$4,357</b>	\$5,275	(17)%	(17)%	<b>\$13,221</b>	\$16,157	(18)%	(18)%

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### **Item 2 / results of operations / COMMERCIAL INSURANCE**

#### **Commercial Insurance NET PREMIUMS WRITTEN by Region**

*(in millions)*

The following paragraphs discuss the changes in net premiums written on a constant dollar basis, which exclude the effect of foreign exchange.

**The Americas** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to the continued execution of our strategy to optimize our product portfolio in the Casualty and Environmental businesses, increased use of reinsurance, and lower new and renewal business in Property and Financial lines. These declines were partially offset by an increase in certain targeted growth products in Specialty. Additionally, for the nine-month period ended September 30, 2015, net premiums written benefited from the renewal of a multi-year E&O policy in U.S. Financial lines.

**Asia Pacific** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to lower new and renewal business, particularly in Property, reflecting rate pressure and the effort to adhere to our underwriting discipline, partially offset by an increase in certain targeted growth products in Specialty.

**EMEA** net premiums written decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower new and renewal business across all lines, particularly in Property, reflecting rate pressure and the effort to adhere to our underwriting discipline. Net premiums written decreased in the nine-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower new and renewal business, particularly in Specialty and Property, partially offset by an increase in certain targeted growth products in Financial lines.

**TABLE OF CONTENTS****Item 2 / results of operations / COMMERCIAL INSURANCE****Commercial Insurance Underwriting Ratios**

Our Commercial Insurance business experiences period-to-period volatility, which may affect observable trends in key metrics, particularly underwriting ratios, and makes it difficult to predict future results by extrapolating movements in these metrics from quarter-to-quarter. Future results should not be extrapolated based on quarter-to-quarter movements in these metrics.

**The following tables present the Commercial Insurance combined ratios based on GAAP data and reconciliation to the accident year combined ratio, as adjusted:**

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Increase (Decrease)	2016	2015	Increase (Decrease)
Loss ratio	77.7	72.8	4.9	73.1	70.4	2.7
Catastrophe losses and reinstatement premiums	(5.7)	(1.8)	(3.9)	(5.9)	(2.5)	(3.4)
Prior year development net of premium adjustments	(6.9)	(3.5)	(3.4)	(2.4)	(3.1)	0.7
Net reserve discount benefit (charge)	(0.3)	(0.8)	0.5	(1.4)	0.9	(2.3)
Accident year loss ratio, as adjusted*	64.8	66.7	(1.9)	63.4	65.7	(2.3)
Acquisition ratio	15.5	16.5	(1.0)	15.8	16.0	(0.2)
General operating expense ratio	12.1	13.0	(0.9)	12.0	12.9	(0.9)
Expense ratio	27.6	29.5	(1.9)	27.8	28.9	(1.1)
Combined ratio	105.3	102.3	3.0	100.9	99.3	1.6
Catastrophe losses and reinstatement premiums	(5.7)	(1.8)	(3.9)	(5.9)	(2.5)	(3.4)
Prior year development net of premium adjustments	(6.9)	(3.5)	(3.4)	(2.4)	(3.1)	0.7
Net reserve discount benefit (charge)	(0.3)	(0.8)	0.5	(1.4)	0.9	(2.3)
Accident year combined ratio, as adjusted*	92.4	96.2	(3.8)	91.2	94.6	(3.4)

\* Includes the impact of the 50 percent quota share arrangement with a United Guaranty subsidiary in each period presented.

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

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See Insurance Reserves – Non-Life Insurance Companies for further discussion of discounting of reserves and prior year development.

The following tables present Commercial Insurance's accident year catastrophe and severe losses by region and number of events:

**Catastrophes <sup>(a)</sup>**

<i>(in millions)</i>	# of Events	Americas	Asia Pacific	EMEA	Total
<b>Three Months Ended September 30, 2016</b>					
Natural catastrophes:					
Flooding	1	\$ 97	\$ -	\$ (10)	\$ 87
Windstorms and hailstorms	7	92	31	12	135
Wildfire	-	19	-	2	21
Earthquakes	-	3	4	-	7
Other events	-	-	-	3	3
<b>Total catastrophe-related charges</b>	<b>8</b>	<b>\$ 211</b>	<b>\$ 35</b>	<b>\$ 7</b>	<b>\$ 253</b>
<b>Three Months Ended September 30, 2015</b>					
Natural catastrophes:					
Flooding	-	\$ (1)	\$ -	\$ -	\$ (1)
Windstorms and hailstorms	2	1	42	(2)	41
Wildfire	1	9	-	-	9

Transfers of Level 3 Liabilities

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Tropical cyclone	1	-	14	-	14
Earthquakes	1	25	-	-	25
<b>Total catastrophe-related charges</b>	5	\$ 34	\$ 56	\$ (2)	\$ 88

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Natural catastrophes:

Flooding	3	\$	134	\$	-	\$	36	\$	170
Windstorms and hailstorms	18		393		46		14		453
Wildfire	1		70		-		12		82
Earthquakes	2		57		28		5		90
Other events	1		-		-		33		33
<b>Total catastrophe-related charges</b>	<b>25</b>	<b>\$</b>	<b>654</b>	<b>\$</b>	<b>74</b>	<b>\$</b>	<b>100</b>	<b>\$</b>	<b>828</b>

**Nine Months Ended September 30, 2015**

Natural catastrophes:

Flooding	2	\$	66	\$	-	\$	2	\$	68
Windstorms and hailstorms	10		175		56		21		252
Wildfire	1		9		-		-		9
Tropical cyclone	1		-		14		-		14
Earthquakes	1		25		-		-		25
<b>Total catastrophe-related charges</b>	<b>15</b>	<b>\$</b>	<b>275</b>	<b>\$</b>	<b>70</b>	<b>\$</b>	<b>23</b>	<b>\$</b>	<b>368</b>

(a) Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each. Catastrophes also include certain man-made events, such as terrorism and civil disorders that meet the \$10 million threshold.

**Severe Losses<sup>(b)</sup>**

<i>(in millions)</i>	# of Events	Americas	Asia Pacific	EMEA	Total
<b>Three Months Ended September 30, 2016</b>	<b>7</b>	<b>\$ 49</b>	<b>\$ 10</b>	<b>\$ 36</b>	<b>\$ 95</b>
<b>2015</b>	<b>6</b>	<b>\$ 53</b>	<b>\$ 2</b>	<b>\$ 154</b>	<b>\$ 209</b>
<b>Nine Months Ended September 30, 2016</b>	<b>17</b>	<b>\$ 155</b>	<b>\$ 22</b>	<b>\$ 157</b>	<b>\$ 334</b>
<b>2015</b>	<b>22</b>	<b>\$ 288</b>	<b>\$ 2</b>	<b>\$ 237</b>	<b>\$ 527</b>

(b) 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 Insurance Quarterly and Year-to-Date Insurance Ratios**

The combined ratio increased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to an increase in the loss ratio partially offset by a lower expense ratio.

The accident year combined ratio, as adjusted, decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to a decrease in the

accident year loss ratio, as adjusted, as well as a lower expense ratio.

The loss ratio increased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to higher catastrophe losses and net adverse prior year development, partially offset by an improvement in accident year losses and a lower net loss reserve discount charge. The loss ratio increased in the nine-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to a net loss reserve discount charge compared to net loss reserve discount benefit in the same periods in the prior year and higher catastrophe losses. These increases were partially offset by an improvement in accident year losses, as well as a lower net adverse prior year loss reserve development.

The accident year loss ratio, as adjusted, decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, reflecting the continued execution of our strategy to enhance risk selection, improve underwriting discipline and manage exposures, including the use of reinsurance, and overall lower severe losses. In the three-month period ended September 30, 2016, the accident year loss ratio, as adjusted, improved in Casualty and Property, primarily due to the non-renewal of certain underperforming classes of business, the effect of reinsurance as well as lower severe losses. These decreases were partially offset by higher current accident year losses in Specialty and Financial

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### **Item 2 / results of operations / COMMERCIAL INSURANCE**

lines. The accident year loss ratio, as adjusted, decreased in the nine-month period ended September 30, 2016, compared to the same periods in the prior year, reflecting an improvement in Casualty, primarily due to the non-renewal of certain underperforming classes of business, as well as the effect of reinsurance. Financial lines improved across all regions due to our pricing discipline, and Specialty benefited from lower severe and attritional losses. These decreases were partially offset by higher attritional losses in Property. Severe losses represented approximately 2.1 points and 2.4 points of the accident year loss ratio, as adjusted, in the three- and nine-month periods ended September 30, 2016, respectively, compared to 4.1 points and 3.5 points, respectively, in the same periods in the prior year.

The acquisition ratio decreased by 1.0 points and 0.2 points in both the three- and nine-month periods ended September 30, 2016 compared to the same periods in the prior year, primarily due to lower net commission expenses, particularly in U.S. Casualty, reflecting the effect of reinsurance arrangements, as well as a reduction in costs of personnel engaged in sales support activities. Additionally, for the nine-month period ended September 30, 2015, the acquisition ratio benefitted from favorable guaranty fund and other assessments settlements.

The general operating expense ratio decreased by 0.9 points in both the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to lower employee-related costs resulting from ongoing actions to streamline our management structure and general cost containment measures commenced in 2015 and continuing through September 30, 2016.

## **CONSUMER INSURANCE**

Consumer Insurance presents its operating results in three operating segments – Retirement, Life and Personal Insurance.

**Retirement** provides a broad portfolio of retirement products and services to individual consumers. The primary products offered by the Retirement operating segment include individual fixed and variable annuities, group retirement plans, retail mutual funds and financial planning services. Retirement products are distributed through affiliated channels, including The Variable Annuity Life Insurance Company (VALIC) career financial advisors, and through non-affiliated channels, which include banks, wirehouses, regional and independent broker-dealers, independent marketing organizations and independent insurance agents.

**Life** products offered in the U.S. primarily include term life and universal life insurance. International products include term and whole life insurance, supplemental health, cancer and critical illness insurance. Life products are primarily distributed through independent marketing organizations, independent insurance agents, financial advisors and direct marketing. In October 2016, we announced a strategic decision to refocus our group benefits business, which included the decision to cease quoting new business in Life's

U.S. employer and voluntary group benefits lines and seek strategic alternatives for group products distributed through sponsored organizations. This change was made to maintain Life's strategic focus on U.S. and international individual businesses.

**Personal Insurance** provides accident and health and personal lines insurance products and services to individuals, organizations and families. The products and services offered by the Personal Insurance operating segment include voluntary and sponsor-paid personal accident and supplemental health products for individuals, employees, associations and other organizations as well as a broad range of travel insurance products and services for leisure and business travelers. Personal Lines products include automobile and homeowners insurance, extended warranty, and consumer specialty products, such as identity theft and credit card protection. Personal Insurance also provides insurance for high net worth individuals offered through AIG Private Client Group, including auto, homeowners, umbrella, yacht, fine art and collections insurance. Personal Insurance products and services are distributed through various channels, including agents, brokers, affinity partners, airlines and travel agents, as well as direct marketing.

See Part I, Item 1. Business in AIG's 2015 Annual Report for further discussion of our products and geographic regions where we distribute our products.

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The following table presents Consumer Insurance results:

<i>(in millions)</i>	Three Months Ended		Percentage Change	Nine Months Ended		Percentage Change
	September 30, 2016	2015		September 30, 2016	2015	
Revenues:						
Premiums	<b>\$3,751</b>	\$3,531	6%	<b>\$10,987</b>	\$10,636	3%
Policy fees	<b>596</b>	653	(9)	<b>1,876</b>	1,919	(2)
Net investment income	<b>2,163</b>	1,944	11	<b>6,153</b>	6,351	(3)
Other income	<b>218</b>	524	(58)	<b>1,058</b>	1,575	(33)
Benefits and expenses:						
Policyholder benefits and losses incurred	<b>2,833</b>	2,741	3	<b>8,021</b>	7,981	1
Interest credited to policyholder account balances	<b>779</b>	789	(1)	<b>2,473</b>	2,459	1
Amortization of deferred policy acquisition costs	<b>493</b>	694	(29)	<b>2,047</b>	2,146	(5)
General operating and other expenses*	<b>1,239</b>	1,771	(30)	<b>4,257</b>	5,270	(19)
Pre-tax operating income	<b>\$1,384</b>	\$ 657	111%	<b>\$ 3,276</b>	\$ 2,625	25%

\* Includes general operating expenses, non-deferrable commissions, other acquisition expenses, advisory fee expenses and other expenses.

**Consumer Insurance Results by Operating Segment**

The following section provides a comparative discussion of Consumer Insurance Results of Operations for the three- and nine-month periods ended September 30, 2016 and 2015 by operating segment.

**Retirement Results**

The following table presents Retirement results:

<i>(in millions)</i>	Three Months Ended		Percentage Change	Nine Months Ended		Percentage Change
	September 30, 2016	2015		September 30, 2016	2015	
Revenues:						
Premiums	<b>\$ 45</b>	\$ 37	22%	<b>\$ 151</b>	\$ 127	19%

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Policy fees	<b>282</b>	261	8	<b>813</b>	802	1
Net investment income	<b>1,552</b>	1,396	11	<b>4,428</b>	4,584	(3)
Advisory fee and other income	<b>205</b>	509	(60)	<b>1,015</b>	1,543	(34)
Benefits and expenses:						
Policyholder benefits and losses incurred	<b>19</b>	198	(90)	<b>257</b>	406	(37)
Interest credited to policyholder account balances	<b>659</b>	665	(1)	<b>2,110</b>	2,089	1
Amortization of deferred policy acquisition costs	<b>(56)</b>	32	NM	<b>271</b>	332	(18)
Non deferrable insurance commissions	<b>80</b>	72	11	<b>226</b>	210	8
Advisory fee expenses	<b>76</b>	339	(78)	<b>566</b>	1,012	(44)
General operating expenses	<b>198</b>	262	(24)	<b>667</b>	768	(13)
Pre-tax operating income	<b>\$ 1,108</b>	<b>\$ 635</b>	74%	<b>\$ 2,310</b>	<b>\$ 2,239</b>	3%



**TABLE OF CONTENTS****Item 2 / results of operations / CONSUMER INSURANCE****RETIREMENT pre-tax OPERATING INCOME** *(in millions)***Retirement Quarterly Results**

**Pre-tax operating income** in the three-month period ended September 30, 2016 increased compared to the same period in the prior year, primarily due to a higher net positive adjustment from the review and update of actuarial assumptions, higher net investment income, the impact of better equity market performance on policyholder benefit expense and DAC amortization, and higher policy fees from growth in assets under management. Excluding the impact of the actuarial assumption updates and the equity market performance in each period, DAC amortization was higher in the three-month period ended September 30, 2016 compared to the same period in the prior year, due to a higher rate of amortization in Fixed Annuities as a result of assumption updates in the prior-year period, and higher amortization related to growth in Retirement Income Solutions. The sale of AIG Advisor Group in May 2016 resulted in decreases in advisory fee income, advisory fee expense and general operating expenses in the three-month period ended September 30, 2016 compared to the same period in the prior year, but did not result in a significant variance in pre-tax operating income.

In Fixed Annuities, the update of estimated gross profit assumptions resulted in a net positive adjustment of \$330 million in the three-month period ended September 30, 2016, which reflected lower surrender assumptions, primarily due to lower long-term interest rates, as well as updates to investment yield and crediting rate assumptions compared to those previously modeled. In the three-month period ended September 30, 2015, the update of estimated gross profit assumptions in Fixed Annuities resulted in a net

positive adjustment of \$92 million, which reflected refinements to investment spread assumptions, lower terminations than previously assumed and decreases to expense assumptions.

In Retirement Income Solutions, the update of estimated gross profit assumptions resulted in a net positive adjustment of \$39 million in the three-month period ended September 30, 2016, primarily due to updated assumptions for long-term volatility, surrenders, mortality and policy expenses, partially offset by a decrease in the separate account long-term asset growth rate assumption. The net positive adjustment for the assumption update in the three-month period ended September 30, 2016 included a net negative adjustment of approximately \$24 million related to the conversion to a more robust modeling platform for variable annuities, primarily due to refinements to assumptions for guaranteed minimum interest rates and investment fees, partially offset by the impact of other refinements identified during the conversion. In the three-month period ended September 30, 2015, there were offsetting updates to assumed investment fees, modeled expenses, and terminations, resulting in no net adjustment to pre-tax operating income in Retirement Income Solutions.

In Group Retirement, the update of estimated gross profit assumptions resulted in a net negative adjustment of \$47 million in the three-month period ended September 30, 2016, primarily due to refinements in surrender and partial withdrawal

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### **Item 2 / results of operations / CONSUMER INSURANCE**

assumptions and a decrease in the separate account long-term asset growth rate assumption. In the three-month period ended September 30, 2015, a net positive adjustment from the update of estimated gross profit assumptions of \$48 million in Group Retirement was primarily due to revisions to mortality and surrender assumptions, partially offset by decreased spread assumptions.

See Insurance Reserves - Life Insurance Companies DAC and Reserves – Update of Actuarial Assumptions for adjustments by product line and financial statement line item, and see Insurance Reserves – Life Insurance Companies DAC and Reserves – Variable Annuity Guaranteed Benefit Features and Hedging Program for a discussion of adjustments related to the update of assumptions for the valuation of variable annuity guaranteed minimum withdrawal benefit (GMWB) features, which are excluded from pre-tax operating income.

**Net investment income** for the three-month period ended September 30, 2016 increased compared to the same period in the prior year, primarily due to income on alternative investments, which was positive in the current period compared to losses in the same period in the prior year, reflecting better performance from alternative investments in hedge funds. Base net investment income was higher in the three-month period ended September 30, 2016, due to growth in average invested assets from positive net flows and higher accretion income and commercial mortgage loan prepayment income, partially offset by lower reinvestment yields compared to the same period in the prior year. Yield enhancements were higher primarily due to gains on securities for which the fair value option was elected.

Base net investment income for the three-month period ended September 30, 2016 increased compared to the same period in the prior year primarily due to higher accretion income and commercial mortgage loan prepayment income, while Retirement fixed maturity portfolio yields in the three-month period ended September 30, 2016 declined compared to the same period in the prior year, primarily as a result of investment purchases and investment of portfolio cash flows, which continued to be at rates below the weighted average yield of the existing portfolio in the sustained low interest rate environment. The decrease in yields was partially offset by growth in average invested assets due to positive net flows in the past twelve months, reinvestment of proceeds from hedge fund divestiture activity, and an increase in assets to support higher variable annuity statutory reserves. See Investments – Life Insurance Companies for additional information on the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of the Retirement business.

In Fixed Annuities, average crediting rates in the three-month period ended September 30, 2016 were lower compared to the same period in the prior year, and base spreads decreased slightly due to lower base yields. In Group Retirement, lower base yields resulted in base spread compression in the three-month period ended September 30, 2016 compared to the same period in the prior year, as lower base net investment income due to lower yields was only partially offset by lower average interest crediting rates. See Spread Management below for additional discussion.

**General operating expenses** decreased in the three-month period ended September 30, 2016 compared to the same period in the prior year, due to decreases in employee-related expenses, as well as the sale of AIG Advisor Group in May 2016. General operating expenses in the three-month period ended September 30, 2016 also included interest expense related to real estate of consolidated partnerships, which was more than offset by related investment income.

### Retirement Year-to-Date Results

**Pre-tax operating income** in the nine-month period ended September 30, 2016 increased compared to the same period in the prior year, primarily due to a higher net positive adjustment from the review and update of actuarial assumptions, higher net investment income, the impact of better equity market performance on policyholder benefit expense and DAC amortization, and lower general operating expenses, partially offset by lower net investment income on alternative investments. Excluding the impact of the actuarial assumption updates and the equity market performance in each period, DAC amortization was higher in the nine-month period ended September 30, 2016 compared to the same period in the prior year, due to a higher rate of amortization in Fixed Annuities as a result of assumption updates in the prior-year period, and higher amortization related to growth in Retirement Income Solutions. The sale of AIG Advisor Group in May 2016 resulted in decreases in advisory fee income, advisory fee expense and general operating expenses in the nine-month period ended September 30, 2016 compared to the same period in the prior year, but did not result in a significant variance in pre-tax operating income.

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**Net investment income** for the nine-month period ended September 30, 2016 decreased compared to the same period in the prior year, primarily due to lower income on alternative investments, which included losses in the first three months of 2016, compared to a strong performance in alternative investments in the nine-month period ended September 30, 2015. The decrease in alternative investment income in the nine-month period ended September 30, 2016 was partially offset by higher yield enhancement income, which included higher bond call and tender income and gains on securities for which the fair value option was elected, and higher base net investment income, compared to the same period in the prior year.

Base net investment income for the nine-month period ended September 30, 2016 increased compared to the same period in the prior year, as a result of commercial mortgage loan prepayment income in the nine-month period ended September 30, 2016, partially offset by overall continued lower base yields on investment purchases. Retirement fixed maturity portfolio yields in the nine-month period ended September 30, 2016 declined compared to the same period in the prior year, primarily as a result of investment purchases and reinvestment of portfolio cash flows, which continued to be at rates below the weighted average yield of the existing portfolio in the sustained low interest rate environment. The decrease in yields was partially offset (more than offset in Retirement Income Solutions) by growth in average invested assets compared to the same period in the prior year, primarily due to positive net flows in the past twelve months. See Investments – Life Insurance Companies for additional information on the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of the Retirement business.

In Fixed Annuities and Group Retirement, base spreads decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, due to lower yields on reinvestment of portfolio cash flows and higher accretion income in the same period in the prior year, partially offset by lower average interest crediting rates. See Spread Management below for additional discussion.

**General operating expenses** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, due to decreases in employee-related expenses, as well as the sale of AIG Advisor Group in May 2016. General operating expenses in the nine-month period ended September 30, 2016 also included interest expense related to real estate of consolidated partnerships, which was more than offset by related investment income.

### **Spread Management**

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

Disciplined pricing on new business and active crediting rate management are used in the Retirement operating segment to partially offset the impact of a continued decline in base yields resulting from investment of available cash flows in the low interest rate environment.

**Disciplined pricing on new business** is used to pursue new sales of annuity products at targeted net investment spreads in the current rate environment. Retirement has an active product management process to ensure that new business offerings appropriately reflect the current interest rate environment. To the extent that Retirement cannot achieve targeted net investment spreads on new business, products are re-priced or no longer sold. Additionally, where appropriate, existing products that had higher minimum rate guarantees have been re-filed with lower crediting rates as permitted under state insurance laws for new sales. As a result, new sales of fixed annuity products generally have minimum interest rate guarantees of one percent.

**Renewal crediting rate management** is done under contractual provisions in annuity products that were designed to allow crediting rates to be reset at pre-established intervals in accordance with state and federal laws and subject to minimum crediting rate guarantees. Retirement will continue to adjust crediting rates on in-force business to mitigate the pressure on spreads from declining base yields. In addition to deferred annuity products, certain traditional long-duration products for which Retirement does not have the ability to adjust interest rates, such as payout annuities, are exposed to reduced earnings and potential loss recognition reserve increases in a sustained low interest rate environment.

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As of September 30, 2016, Retirement's fixed annuity reserves, which include fixed options offered within variable annuities sold in the Group Retirement and Retirement Income Solutions product lines as well as reserves of the Fixed Annuities product line, had minimum guaranteed interest rates ranging from 1.0 percent to 5.5 percent, with the higher rates representing guarantees on older in-force products. As indicated in the table below, approximately 73 percent of annuity account values were at their minimum crediting rates at both September 30, 2016 and December 31, 2015. As a result of disciplined pricing on new business and the run-off of older business with higher minimum crediting rates, fixed annuity account values having contractual minimum guaranteed rates above 1 percent decreased from 74 percent of total fixed annuity reserves at December 31, 2015 to 71 percent at September 30, 2016.

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

September 30, 2016	Current Crediting Rates				Total
	At Contractual	1-50 Basis	More than 50		
Contractual Minimum Guaranteed Interest Rate	Minimum	Minimum	Above Minimum		
(in millions)	Guarantee	Guarantee	Guarantee		
Fixed annuities *					
1%	\$ 6,615	\$ 5,971	\$ 15,483	\$ 28,069	
> 1% - 2%	13,595	985	2,285	16,865	
> 2% - 3%	30,084	385	582	31,051	
> 3% - 4%	11,835	47	7	11,889	
> 4% - 5%	7,746	-	4	7,750	
> 5% - 5.5%	198	-	5	203	
Total	\$ 70,073	\$ 7,388	\$ 18,366	\$ 95,827	
Percentage of total	73%	8%	19%	100%	

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

**Retirement Premiums and Deposits, Surrenders and Net Flows**

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**Premiums**

For Retirement, premiums primarily represent amounts received on life-contingent payout annuities. Premiums and deposits is a non GAAP financial measure that includes, in addition to direct and assumed premiums, deposits received on investment-type annuity contracts and mutual funds.

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

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Premiums and deposits*	\$ 5,172	\$ 6,625	\$ 18,456	\$ 18,204
Deposits	(5,128)	(6,542)	(18,306)	(18,079)
Other	1	(46)	1	2
Premiums	\$ 45	\$ 37	\$ 151	\$ 127

\* Excludes activity related to closed blocks of fixed and variable annuities.

**Premiums** increased in the three- and nine-month periods ended September 30, 2016 compared to the same periods in the prior year, primarily due to higher sales of immediate annuities in the Fixed Annuities product line.



**TABLE OF CONTENTS****Item 2 / results of operations / CONSUMER INSURANCE****Premiums and Deposits and Net Flows**

The following table presents Retirement premiums and deposits and net flows by product line:

	Three Months Ended			Nine Months Ended		
	September 30, 2016	2015	Percentage Change	September 30, 2016	2015	Percentage Change
<i>(in millions)</i>						
Fixed Annuities	\$ 560	\$ 1,121	(50)%	\$ 3,402	\$ 2,455	39%
Retirement Income Solutions	1,701	2,758	(38)	5,715	8,151	(30)
Retail Mutual Funds	1,090	843	29	3,825	2,622	46
Group Retirement	1,821	1,903	(4)	5,514	4,976	11
Total Retirement premiums and deposits*	\$ 5,172	\$ 6,625	(22)%	\$ 18,456	\$ 18,204	1%

	Three Months Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
<i>(in millions)</i>				
Net flows				
Fixed Annuities	\$ (881)	\$ (337)	\$ (1,150)	\$ (2,023)
Retirement Income Solutions	732	1,824	2,990	5,271
Retail Mutual Funds	414	192	1,659	676
Group Retirement	(107)	(664)	(53)	(1,695)
Total Retirement net flows*	\$ 158	\$ 1,015	\$ 3,446	\$ 2,229

\* Excludes activity related to closed blocks of fixed and variable annuities, which had reserves of approximately \$4.3 billion and \$5.0 billion at September 30, 2016 and 2015, respectively.

<b>RETIREMENT PREMIUMS AND DEPOSITS by Product Line</b> <i>(in millions)</i>



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### **Item 2 / results of operations / CONSUMER INSURANCE**

**Premiums and deposits** for Retirement decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower sales in Retirement Income Solutions and Fixed Annuities, partially offset by higher sales in Retail Mutual Funds. Premiums and deposits increased in the nine-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to higher sales in Fixed Annuities, Retail Mutual Funds and Group Retirement, partially offset by lower sales in Retirement Income Solutions.

**Net flows** for annuity products included in Fixed Annuities, Retirement Income Solutions and Group Retirement represent premiums and deposits less death, surrender and other withdrawal benefits. Net flows from mutual funds, which are included in both Retail Mutual Funds and Group Retirement, represent deposits less withdrawals.

Total net flows for Retirement in the three-month period ended September 30, 2016 decreased compared to the same period in the prior year primarily due to lower sales in Retirement Income Solutions and Fixed Annuities, partially offset by higher sales in Retail Mutual Funds and lower surrenders in Group Retirement. Higher sales of Fixed Annuities, higher sales and lower surrenders in Group Retirement, and higher sales of Retail Mutual Funds, partially offset by lower sales in Retirement Income Solutions were the primary drivers of the improvement in net flows in the nine-month period ended September 30, 2016 compared to the same period in the prior year.

#### **Premiums and Deposits and Net Flows by Product Line**

A discussion of the significant variances in premiums and deposits and net flows for each product line follows:

**Fixed Annuities** deposits decreased, in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to continued focus on disciplined pricing in a challenging interest rate environment. Deposits increased, in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to higher sales in the bank and broker-dealer distribution channels. Net flows were negative in both the three- and nine-month periods ended September 30, 2016, but improved for the nine-month period compared to the same period in the prior year due to higher sales.

**Retirement Income Solutions** net flows were positive in the three- and nine-month periods ended September 30, 2016, but were significantly lower compared to the same periods in the prior year, due to a decrease in premiums and deposits, compared to the same periods in the prior year, which was primarily due to lower sales of variable annuities. Surrenders were comparable in the three-month period ended September 30, 2016 and lower in the nine-month period ended September 30, 2016, compared to the same periods in the prior year, and the improvement in surrender rates (see Surrender Rates below) also reflected the significant growth in account value driven by positive net flows over the past twelve months, which has increased the proportion of business that is within the surrender charge period.

**Retail Mutual Funds** net flows increased in the three- and nine-month periods ended September 30, 2016 compared to the same periods in the prior year due to improvement in the level of deposits, which was partially offset by higher surrenders, both driven by activity within the Focused Dividend Strategy Fund.

**Group Retirement** net flows in the three- and nine-month periods ended September 30, 2016 improved significantly compared to the same periods in the prior year. In the three-month period ended September 30, 2016, the improvement in net flows was primarily driven by lower surrender activity compared to the same period in the prior year. In the nine-month period ended September 30, 2016, the improvement in net flows was due to both higher deposits and lower surrender activity compared to the same period in the prior year, which included large group surrenders of approximately \$1.1 billion. The large group market has been impacted by the consolidation of healthcare providers and other employers in our target markets, and additional group surrenders are expected in the remainder of 2016.

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The following table presents reserves for annuity product lines by surrender charge category:

	September 30, 2016			December 31, 2015		
	Group Retirement(a)	Fixed Annuities	Retirement Income Solutions	Group Retirement(a)	Fixed Annuities	Retirement Income Solutions
(in millions)						
No surrender charge(b)	\$ 64,070	\$ 35,093	\$ 15,422	\$ 60,720	\$ 34,331	\$ 14,184
Greater than 0% - 2%	989	1,190	4,478	1,199	1,543	4,517
Greater than 2% - 4%	1,100	2,186	5,605	1,363	2,285	4,565
Greater than 4%	5,333	12,756	35,431	5,952	13,138	31,683
Non-surrenderable	768	3,832	376	676	3,723	358
Total reserves	\$ 72,260	\$ 55,057	\$ 61,312	\$ 69,910	\$ 55,020	\$ 55,307

(a) Excludes mutual fund assets under management of \$16.2 billion and \$14.5 billion at September 30, 2016 and December 31, 2015, respectively.

(b) Group Retirement Products in this category include reserves of approximately \$6.2 billion at both September 30, 2016 and December 31, 2015, that are subject to 20 percent annual withdrawal limitations.

The following table presents annualized surrender rates for deferred annuities by product line:

	Three Months Ended September 30, 2016			Nine Months Ended September 30, 2016	
	2016	2015		2016	2015
Surrenders as a percentage of average account value					
Fixed Annuities	6.9	%	6.5	%	6.8
Retirement Income Solutions	5.2		6.0	5.0	6.2
Group Retirement	8.2		11.4	7.9	9.9
Life Results					

The following table presents Life results:

	Three Months Ended				Nine Months Ended		
	September 30,		Percentage		September 30,		Percentage
(in millions)	2016	2015	Change		2016	2015	Change
Revenues:							
Premiums	\$ 791	\$ 675	17%		\$ 2,289	\$ 2,085	10%
Policy fees	314	392	(20)		1,063	1,117	(5)
Net investment income	544	496	10		1,554	1,589	(2)

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Other income	<b>13</b>	15	(13)	<b>43</b>	32	34
Benefits and expenses:						
Policyholder benefits and losses incurred	<b>1,174</b>	1,037	13	<b>3,077</b>	2,944	5
Interest credited to policyholder account balances	<b>120</b>	124	(3)	<b>363</b>	370	(2)
Amortization of deferred policy acquisition costs	<b>1</b>	158	(99)	<b>241</b>	333	(28)
Non deferrable insurance commissions	<b>27</b>	51	(47)	<b>124</b>	167	(26)
General operating expenses	<b>242</b>	248	(2)	<b>757</b>	729	4
Pre-tax operating income (loss)	<b>\$ 98</b>	<b>\$ (40)</b>	NM	<b>\$ 387</b>	<b>\$ 280</b>	38

**TABLE OF CONTENTS****Item 2 / results of operations / CONSUMER INSURANCE****Life pre-tax OPERATING INCOME (loss) (in millions)**

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**Life Quarterly Results**

**Pre-tax operating income** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a lower net negative adjustment from the review and update of actuarial assumptions, higher net investment income on alternative investments and yield enhancements and lower domestic general operating expenses.

In Life, the update of actuarial assumptions resulted in a net negative adjustment of \$84 million, which decreased pre-tax operating income in the three-month period ended September 30, 2016, primarily due to refinement to reserves for universal life insurance with secondary guarantees due to lower assumed surrender rates. The update to Life assumptions in the three-month period ended September 30, 2016 also included lower yield and interest credited assumptions.

In the three-month period ended September 30, 2015, the net negative adjustment of \$157 million related to the update of actuarial assumptions, which reduced pre-tax operating income of the Life operating segment, was primarily due to lower assumed surrender rates for certain later-duration universal life with secondary guarantees and more favorable than expected mortality experience. The net negative adjustment also reflected lower investment spread assumptions and loss recognition expense of \$39 million for certain discontinued long-term care products primarily due to lower future premium assumptions. These negative adjustments were partially offset by a decrease in certain group benefit claim reserves based on updated experience data.

**Net investment income** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to higher income on alternative investments and higher yield enhancement income, which included bond call and tender income and gains on securities for which the fair value option was elected. See Investments – Life Insurance Companies for additional discussion of the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of the Life business.

**General operating expenses** decreased in the three-month period ended September 30, 2016 compared to the same period in the prior year. A decrease in domestic employee-related expenses in the three-month period ended September 30, 2016 compared to the same period in the prior year was partially offset by higher expenses in Japan and interest expense related to real estate of consolidated partnerships; the latter was more than offset by related investment income. Expenses in Japan increased primarily due to the growth of in-force insurance, higher overhead expenses and the impact of foreign exchange from strengthening of the Japanese yen against the U.S. dollar.



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#### **Life Year-to-Date Results**

**Pre-tax operating income** increased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, due to a lower net negative adjustment from the review and update of actuarial assumptions, more favorable mortality experience, lower domestic employee-related expenses, higher yield enhancement income and an IBNR reserve release, partially offset by lower net investment income on alternative investments. Pre-tax operating income in the nine-month period ended September 30, 2016 benefited from a \$25 million reduction in the reserve for IBNR death claims related to enhanced claims practices, which was recorded in the three-month period ended March 31, 2016. Excluding the impact of the assumption updates, DAC amortization increased, which was largely offset by higher amortization of unearned revenue reserves reported in policy fees, and by reserve releases associated with increased lapses of term and traditional life products.

**Net investment income** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to lower income on alternative investments, partially offset by higher yield enhancement income, which included bond call and tender income. See Investments – Life Insurance Companies for additional discussion of the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of the Life business.

**General operating expenses** increased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to an increase in international expenses in Japan and from Laya Healthcare, which was acquired on March 31, 2015, as well as interest expense related to real estate of consolidated partnerships; the latter was more than offset by related investment income. Expenses in Japan increased primarily due to the growth of in-force insurance, higher overhead expenses and the impact of foreign exchange from strengthening of the Japanese yen against the U.S. dollar. The increases were partially offset by a decrease in domestic operating expenses in the nine-month period ended September 30, 2016 compared to the same period in the prior year, principally driven by lower employee-related expenses.

#### ***Spread Management***

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**Disciplined pricing on new business** is used to pursue new sales of life products at targeted net investment spreads in the current interest rate environment. Life has an active product management process to ensure that new business offerings appropriately reflect the current interest rate environment. To the extent that Life cannot achieve targeted net investment spreads on new business, products are re-priced or no longer sold. Additionally, where appropriate, existing products with higher minimum rate guarantees have been re-filed with lower crediting rates, as permitted under state insurance laws for new sales. Universal life insurance interest rate guarantees are generally two to three percent on new non-indexed products and zero to two percent on new indexed products, and are designed to meet

targeted net investment spreads.

**In-force Management.** Crediting rates for in-force policies are adjusted in accordance with contractual provisions that were designed to allow crediting rates to be reset subject to minimum crediting rate guarantees.

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

September 30, 2016 Contractual Minimum Guaranteed Interest Rate (in millions)	At Contractual Minimum Guarantee	Current Crediting Rates		Total
		1-50 Basis Points Above Minimum Guarantee	More than 50 Basis Points Above Minimum Guarantee	
Universal life insurance				
1%	\$ -	\$ -	\$ 6	\$ 6
> 1% - 2%	31	192	233	456
> 2% - 3%	567	381	1,391	2,339
> 3% - 4%	2,004	582	935	3,521
> 4% - 5%	3,827	207	-	4,034
> 5% - 5.5%	321	-	-	321
Total	\$ 6,750	\$ 1,362	\$ 2,565	\$ 10,677
Percentage of total	63%	13%	24%	100%
<b>Life Premiums and Deposits</b>				

Premiums for Life represent amounts received on traditional life insurance policies and group benefit policies. Premiums and deposits for Life is a non GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance.

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

(in millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Premiums and deposits	\$ 1,363	\$ 1,223	\$ 3,931	\$ 3,695
Deposits	(375)	(369)	(1,111)	(1,127)
Other	(197)	(179)	(531)	(483)
Premiums	\$ 791	\$ 675	\$ 2,289	\$ 2,085

Life premiums grew 14 percent and 6 percent, excluding the effect of foreign exchange, in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year, principally driven by growth in international life and health sales. The growth in premiums resulted in growth in premiums and deposits of 10 percent and 6 percent, excluding the effect of foreign exchange, in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year.



## Personal Insurance Results

	Three Months Ended September 30, 2016			Percentage Change	Nine Months Ended September 30, 2016			Percentage Change
<i>(in millions)</i>		2015			2016	2015		
Underwriting results:								
Net premiums written	<b>\$2,919</b>	\$3,016		(3)%	<b>\$8,653</b>	\$8,861		(2)%
Increase in unearned premiums	<b>(4)</b>	(197)		98	<b>(106)</b>	(437)		76
Net premiums earned	<b>2,915</b>	2,819		3	<b>8,547</b>	8,424		1
Losses and loss adjustment expenses incurred	<b>1,640</b>	1,506		9	<b>4,687</b>	4,631		1
Acquisition expenses:								
Amortization of deferred policy acquisition costs	<b>548</b>	504		9	<b>1,535</b>	1,481		4
Other acquisition expenses	<b>215</b>	296		(27)	<b>690</b>	868		(21)
Total acquisition expenses	<b>763</b>	800		(5)	<b>2,225</b>	2,349		(5)
General operating expenses	<b>401</b>	503		(20)	<b>1,227</b>	1,516		(19)
Underwriting income (loss)	<b>111</b>	10		NM	<b>408</b>	(72)		NM
Net investment income	<b>67</b>	52		29	<b>171</b>	178		(4)
Pre-tax operating income	<b>\$ 178</b>	\$ 62		187%	<b>\$ 579</b>	\$ 106		446%

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

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### Personal Insurance Quarterly Results

**Pre tax operating income** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year due to improved underwriting results. The underwriting results reflected strategic actions to reduce expenses and refocus direct marketing activities, partially offset by higher accident year losses in the current quarter. Net favorable prior year loss reserve development was \$34 million in the three-month period ended September 30, 2016, compared to \$46 million in the same period in the prior year. Catastrophe losses were \$26 million in the three-month period ended September 30, 2016, compared to \$58 million in the same period in the prior year.

**Acquisition expenses** decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year due to a decrease in non-deferred direct marketing expenses. The non-deferred direct marketing expenses,

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excluding commissions, for the three-month period ended September 30, 2016, were approximately \$34 million, and decreased by approximately \$36 million from the same period in the prior year.

**General operating expenses** decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower employee-related expenses arising from organizational realignment activities together with lower strategic investment expenditures.

**Net investment income** increased in the three-month period ended September 30, 2016, compared to the same period in the prior year due to higher income on interest and alternative investment returns.

See MD&A — Investments for additional information on the Non-Life Insurance Companies invested assets, investment strategy, and asset-liability management process.

### **Personal Insurance Year-to-Date Results**

**Pre tax operating income** increased in the nine-month period ended September 30, 2016 compared to the same period in the prior year due to improved underwriting results, partially offset by a slight decrease in net investment income. The improvement in the underwriting results primarily reflected strategic actions to reduce expenses and refocus direct marketing activities partially offset by higher accident year losses. Net favorable prior year loss reserve development was \$121 million in the nine-month period ended September 30, 2016, compared to \$59 million in the same period in the prior year. Catastrophe losses were \$114 million in the nine-month period ended September 30, 2016, compared to \$135 million in the same period in the prior year.

**Acquisition expenses** decreased in the nine-month period ended September 30, 2016, compared to the same period in the prior year due to a decrease in non-deferred direct marketing expenses. The non-deferred direct marketing expenses, excluding commissions, for the nine-month period ended September 30, 2016, were approximately \$114 million, and decreased by approximately \$105 million from the same period in the prior year.

**General operating expenses** decreased in the nine-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to lower employee-related expenses arising from organizational realignment activities together with lower strategic investment expenditures.

**Net investment income** decreased in the nine-month period ended September 30, 2016, compared to the same period in the prior year due to lower income on alternative investments, partially offset by higher interest income.

See MD&A — Investments for additional information on the Non-Life Insurance Companies invested assets, investment strategy, and asset-liability management process.

## Personal Insurance Net Premiums Written

The following table presents Personal Insurance net premiums written by major line of business:

	Three Months Ended		Percentage Change in		Nine Months Ended		Percentage Change in	
	September 30, 2016	September 30, 2015	U.S. dollars	Original Currency	September 30, 2016	September 30, 2015	U.S. dollars	Original Currency
<i>(in millions)</i>								
Accident and Health	<b>\$ 1,209</b>	\$ 1,320	(8)%	(11)%	<b>\$ 3,736</b>	\$ 3,906	(4)%	(4)%
Personal Lines	<b>1,710</b>	1,696	1	(2)	<b>4,917</b>	4,955	(1)	-
Total Personal Insurance net premiums written	<b>\$ 2,919</b>	\$ 3,016	(3)%	(6)%	<b>\$ 8,653</b>	\$ 8,861	(2)%	(2)%



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#### **Personal Insurance net premiums written by line of business**

*(in millions)*

#### **Personal Insurance Quarterly and Year-to-Date Net Premiums Written**

Personal Insurance net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year both on a reported basis and after excluding the effect of foreign exchange.

The following paragraphs discuss the changes in net premiums written on a constant dollar basis, which excludes the effect of foreign exchange.

**Accident and Health** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to continued underwriting actions across our businesses to strengthen our portfolio and maintain pricing discipline, together with lower sales as a result of refocusing our direct marketing activities.

**Personal Lines** net premiums written decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year reflecting decreases in the automobile and personal property

business in Japan, partially offset by an increase in personal property business in the U.S. The decrease in the nine-month period ended September 30, 2016 compared to the same period in the prior year was primarily due to decreases in the automobile and personal property business in Japan, including the impact of a duration restriction on long-term fire insurance put in place in the fourth quarter of 2015, and in warranty service programs in the U.S. This was partially offset by an increase in the U.S. due to new business sales in the AIG Private Client Group including changes to optimize our reinsurance structure to retain more favorable risks, while continuing to manage aggregate exposure.

**TABLE OF CONTENTS****Item 2 / results of operations / CONSUMER INSURANCE***Personal Insurance Net Premiums Written by Region*

The following table presents Personal Insurance net premiums written by region:

	Three Months		Percentage Change in	Percentage Change in	Nine Months		Percentage Change in U.S.	Percentage Change in
	Ended September 30,	2015			Ended September 30,	2015		
<i>(in millions)</i>	<b>2016</b>	2015	U.S. dollars	Original Currency	<b>2016</b>	2015	dollars	Original Currency
Americas	<b>\$ 961</b>	\$1,047	(8)%	(2)%	<b>\$2,894</b>	\$2,906	-%	
Asia Pacific	<b>1,543</b>	1,523	1	(9)	<b>4,393</b>	4,492	(2)	
EMEA	<b>415</b>	446	(7)	(4)	<b>1,366</b>	1,463	(7)	
Total net premiums written	<b>\$2,919</b>	\$3,016	(3)%	(6)%	<b>\$8,653</b>	\$8,861	(2)%	

**Personal insurance NET PREMIUMS WRITTEN by Region***(in millions)*

The following paragraphs discuss the changes in net premiums written on a constant dollar basis, which excludes the effect of foreign exchange.

**The Americas** net premiums written decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to a decrease in Accident and Health and

warranty service programs, partially offset by growth in personal property and automobile businesses. Net premiums written in the nine-month period ended September 30, 2016 increased reflecting growth in personal property and automobile businesses and the reinsurance optimization discussed above partially offset by a decrease in Accident and Health business.

**Asia Pacific** net premiums written decreased in the three- and nine-month periods ended September 30, 2016, compared to the same periods in the prior year, primarily due to a decrease in Accident and Health business and decreased production in personal property reflecting the long-term fire insurance duration restriction in Japan discussed above.

**EMEA** net premiums written decreased in the three- and nine-month periods ended September 30, 2016 compared to the same periods in the prior year, primarily due to a decrease in Accident and Health business, partially offset by an increase in warranty service programs.

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

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Increase (Decrease)	2016	2015	Increase (Decrease)
Loss ratio	<b>56.3</b>	53.4	2.9	<b>54.8</b>	55.0	(0.2)
Catastrophe losses and reinstatement premiums	<b>(0.9)</b>	(2.0)	1.1	<b>(1.3)</b>	(1.6)	0.3
Prior year development net of premium adjustments	<b>1.1</b>	1.6	(0.5)	<b>1.4</b>	0.7	0.7
Accident year loss ratio, as adjusted	<b>56.5</b>	53.0	3.5	<b>54.9</b>	54.1	0.8
Acquisition ratio	<b>26.2</b>	28.4	(2.2)	<b>26.0</b>	27.9	(1.9)
General operating expense ratio	<b>13.8</b>	17.8	(4.0)	<b>14.4</b>	18.0	(3.6)
Expense ratio	<b>40.0</b>	46.2	(6.2)	<b>40.4</b>	45.9	(5.5)
Combined ratio	<b>96.3</b>	99.6	(3.3)	<b>95.2</b>	100.9	(5.7)
Catastrophe losses and reinstatement premiums	<b>(0.9)</b>	(2.0)	1.1	<b>(1.3)</b>	(1.6)	0.3
Prior year development net of premium adjustments	<b>1.1</b>	1.6	(0.5)	<b>1.4</b>	0.7	0.7
Accident year combined ratio, as adjusted	<b>96.5</b>	99.2	(2.7)	<b>95.3</b>	100.0	(4.7)

<b>Personal Insurance ratios</b>	
<b>Three Months Ended September 30,</b>	<b>Nine Months Ended September 30,</b>

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The following tables present Personal Insurance accident year catastrophe and severe losses by region and the number of events:

**Catastrophes <sup>(a)</sup>**

<i>(in millions)</i>	# of Events	Americas	Asia Pacific	EMEA	Total
<b>Three Months Ended September 30, 2016</b>					
Flooding	1	\$ 5	\$ -	\$ -	5
Windstorms and hailstorms	6	6	19	-	25
Earthquakes	-	(4)	-	-	(4)
<b>Total catastrophe-related charges</b>	<b>7</b>	<b>\$ 7</b>	<b>\$ 19</b>	<b>\$ -</b>	<b>26</b>
<b>Three Months Ended September 30, 2015</b>					
Windstorms and hailstorms	2	\$ 4	\$ 33	\$ -	37
Wildfire	1	1	-	-	1
Tropical cyclone	1	-	20	-	20
<b>Total catastrophe-related charges</b>	<b>4</b>	<b>\$ 5</b>	<b>\$ 53</b>	<b>\$ -</b>	<b>58</b>
<b>Nine Months Ended September 30, 2016</b>					
Flooding	3	\$ 8	\$ -	\$ 2	10
Windstorms and hailstorms	16	38	24	-	62
Earthquakes	2	20	22	-	42
<b>Total catastrophe-related charges</b>	<b>21</b>	<b>\$ 66</b>	<b>\$ 46</b>	<b>\$ 2</b>	<b>114</b>
<b>Nine Months Ended September 30, 2015</b>					
Flooding	2	\$ 4	\$ -	\$ -	4

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Windstorms and hailstorms	9	77	33	-	110
Wildfire	1	1	-	-	1
Tropical cyclone	1	-	20	-	20
<b>Total catastrophe-related charges</b>	13	\$ 82	\$ 53	\$ -	\$ 135

(a) Natural catastrophe losses are generally weather or seismic events having a net impact on AIG in excess of \$10 million each. Catastrophes also include certain man-made events, such as terrorism and civil disorders that meet the \$10 million threshold.



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<i>(in millions)</i>	# of Events	Americas	Asia Pacific	EMEA	Total
<b>Three Months Ended September 30,</b>					
<b>2016</b>	-	\$ -	\$ -	\$ -	-
<b>2015</b>	-	\$ -	\$ -	\$ -	-
<b>Nine Months Ended September 30,</b>					
<b>2016</b>	1	\$ 16	\$ -	\$ -	16
<b>2015</b>	1	\$ 12	\$ -	\$ -	12

(b) 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.

**Personal Insurance Quarterly and Year-to-Date Insurance Ratios**

The combined ratio decreased by 3.3 points and 5.7 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year, principally driven by an improvement in the expense ratio. The accident year combined ratio, as adjusted, decreased by 2.7 points and 4.7 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year principally driven by improvement in the expense ratio.

The loss ratio increased by 2.9 points in the three-month period ended September 30, 2016 compared to the same period in the prior year. The increase reflected higher accident year losses and lower net favorable prior year loss reserve development partially offset by lower catastrophe losses. The decrease in the loss ratio of 0.2 points in the nine-month period ended September 30, 2016, compared to the same period in the prior year, was primarily due to higher net favorable prior year loss reserve development and lower catastrophe losses, more than offsetting higher accident year losses.

The accident year loss ratio, as adjusted, increased by 3.5 points in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to a higher number of large but not severe losses, particularly in the U.S. business. The accident year loss ratio, as adjusted, increased by 0.8 points in the nine-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to higher accident year losses in the Accident and Health business.

The acquisition ratio decreased by 2.2 points and 1.9 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year, which reflected lower Accident and Health direct marketing expenses as we refocused our activities.

The general operating expense ratio decreased by 4.0 points and 3.6 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year, primarily due to lower employee-related expenses arising from organization realignment activities together with lower

strategic investment expenditures.

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The following table presents AIG's Corporate and Other results:

	Three Months Ended September 30,		Percentage Change	Nine Months Ended		Percentage Change
<i>(in millions)</i>	2016	2015		September 30, 2016	September 30, 2015	
Corporate and Other pre-tax operating income (loss):						
Equity in pre-tax operating earnings of AerCap <sup>(a)</sup>	\$ -	\$ -	NM%	\$ -	\$ 255	
Fair value of PICC Investment <sup>(b)</sup>	28	(195)	NM	(91)	22	
Income from other assets, net <sup>(c)</sup>	363	15	NM	440	1,088	
Corporate general operating expenses	(276)	(133)	(108)	(859)	(653)	
Interest expense	(261)	(266)	2	(779)	(849)	
Institutional Markets	(526)	84	NM	(410)	382	
Run-off insurance Lines	22	(54)	NM	(111)	37	
United Guaranty	130	133	(2)	401	394	
Consolidation and eliminations	(2)	20	NM	(2)	21	
Total Corporate and Other pre-tax operating income (loss)	<b>\$ (522)</b>	<b>\$ (396)</b>	<b>(32)%</b>	<b>\$ (1,411)</b>	<b>\$ 697</b>	

(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 first quarter of 2015, Non-Life Insurance Companies sold a portion of their PICC Investment to AIG Parent.

(c) Consists of the results of investments held by AIG Parent to support various corporate needs as well as the remaining positions of AIGFP, life settlements, real estate, equipment leasing and lending and other secured lending investments held by AIG Parent and certain subsidiaries.

**Corporate and Other Quarterly Results**

Corporate and Other reported a higher pre-tax operating loss in the three-month period ended September

30, 2016, compared to the same period in the prior year, primarily due to a pre-tax operating loss in Institutional Markets, partially offset by fair value gains on our PICC Investment compared to fair value losses in the same period in the prior year, and an increase in Income from other assets, net. The pre-tax operating loss in Institutional Markets was primarily due to loss recognition expense on certain payout annuities from the update of actuarial assumptions. Income from other assets, net, increased primarily due to higher fair value gains on ABS CDOs and credit valuation adjustments on assets for which the fair value option was elected. In addition, the three-month period ended September 30, 2015 included a pension curtailment credit reflected in Corporate general operating expenses.

Run-off insurance lines reported underwriting income in the three-month period ended September 30, 2016 compared to underwriting loss in the same period in the prior year, primarily driven by lower net adverse prior year loss reserve development as well as a decrease in net loss reserve discount charge related to excess workers' compensation business largely driven by interest rate movements, partially offset by a reserve increase in life insurance run-off lines.

### **Corporate and Other Year-to-Date Results**

Corporate and Other reported a pre-tax operating loss in the nine-month period ended September 30, 2016, compared to pre-tax operating income in the same period in the prior year, primarily due to a pre-tax operating loss in Institutional Markets and a decline in Income from other assets, net. The pre-tax operating loss in Institutional Markets was primarily due to loss recognition expense on certain payout annuities from the update of actuarial assumptions. Income from other assets, net decreased primarily due to fair value losses on ABS CDOs compared to fair value gains in the same period in the prior year and lower credit valuation adjustments on assets for which the fair value option was elected and gains recognized in the nine-month period ended September 30, 2015 upon the unwinding of certain positions. The pre-tax operating results also reflected fair value losses on our PICC Investment compared to fair value gains in the same period in the prior year. In addition, the

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nine-month period ended September 30, 2015 included our share of AerCap's pre-tax income, which was accounted for under the equity method through the date of sale of most of our shares in the second quarter of 2015 and a pension curtailment credit. These declines were partially offset by lower interest expense from ongoing liability management activities described in Liquidity and Capital Resources.

Run-off insurance lines reported a pre-tax operating loss in the nine-month period ended September 30, 2016 compared to pre-tax operating income in the same period in the prior year primarily due to higher underwriting losses during the nine-month period ended September 30, 2016 compared to the same period in the prior year, partially offset by an increase in the allocation of net investment income. The decrease in underwriting results primarily reflected:

- excess workers' compensation net loss reserve discount charges in the nine-month period ended September 30, 2016 compared to a benefit in the same period in the prior year, reflecting a decrease in the reserve discount curve consisting of Treasury rates partially offset by an increase in credit spreads. See Insurance Reserves – Non-Life Insurance Companies – Discounting of Reserves for further discussion;
- higher accident year losses, primarily reflecting the transfers of certain casualty lines, including environmental liability, excess casualty and healthcare coverage that ceased to be offered by Commercial Insurance; and
- lower net adverse prior year loss reserve development.

In addition, in the nine-month period ended September 30, 2016, the underwriting loss included an \$86 million out of period charge that was recorded in the three-month period ended June 30, 2016. The out of period charge, which reduced net earned premium, was related to the substantiation of an opening balance brought forward from an earlier ledger conversion initiative prior to 2011. The inclusion of this adjustment in Corporate and Other is consistent with how our results of operations are reported to our chief operating decision makers.

**Institutional Markets Results**

The following table presents Institutional Markets results:

<i>(in millions)</i>	Three Months Ended			Nine Months Ended		
	September 30,		Percentage Change	September 30,		Percentage Change
	2016	2015		2016	2015	
Revenues:						
Premiums	\$ 103	\$ 115	(10)%	\$ 553	\$ 854	(35)%
Policy fees	51	49	4	152	148	3
Net investment income	445	414	7	1,208	1,372	(12)

## Benefits and expenses:

Policyholder benefits and losses incurred	<b>993</b>	363	174	<b>1,931</b>	1,603	20
Interest credited to policyholder account balances	<b>102</b>	102	-	<b>304</b>	306	(1)
Amortization of deferred policy acquisition costs	<b>2</b>	1	100	<b>3</b>	2	50
Other acquisition expenses	<b>9</b>	9	-	<b>27</b>	24	13
General operating expenses	<b>19</b>	19	-	<b>58</b>	57	2
Pre-tax operating income (loss)	<b>\$ (526)</b>	\$ 84	NM%	<b>\$ (410)</b>	\$ 382	NM%

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**Pre-tax operating income** decreased to a loss in the three-month period ended September 30, 2016 compared to income in the same period in the prior year, primarily due to loss recognition expense on certain payout annuities from the update of actuarial assumptions, partially offset by higher net investment income on alternative investments and yield enhancements. Excluding the impact of the loss recognition expense, variances in premiums and benefits and expenses were primarily due to premiums received and future policy benefit reserves established from the sale of terminal funding annuities and structured settlements. The decrease in premiums, compared to the same period in the prior year, was due to lower premiums from structured settlements.

The update of actuarial assumptions resulted in \$622 million of loss recognition expense on structured settlement and terminal funding payout annuities, which drove the pre-tax operating loss in the three-month period ended September 30, 2016. The loss recognition reflected the establishment of additional reserves primarily as a result of mortality experience studies, which indicated increased longevity, particularly on disabled lives on a block of structured settlements underwritten pre-2010. This legacy block accounted for over 80% of the charge recognized in the three-month period ended September 30, 2016. These contracts are expected to become part of the Legacy Portfolio when our new operating structure is finalized. Compared to the legacy structured settlement contracts, our more recently issued contracts contain a lower proportion of substandard business and those lives are less severely impaired, on average. There was no impact on pre-tax operating income of Institutional Markets from the update of actuarial assumptions in the three-month period ended September 30, 2015.

**Net investment income** in the three-month period ended September 30, 2016 increased compared to the same period in the prior year, primarily due to higher income on alternative investments and higher yield enhancement income, which included bond call and tender income and gains on securities for which the fair value option was elected. Certain traditional long-duration products for which Institutional Markets does not have the ability to adjust interest rates, such as life-contingent structured settlements, are exposed to reduced earnings and potential additional loss recognition reserve increases in a sustained low interest rate environment. See MD&A – Investments – Life Insurance Companies for additional information on the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of Institutional Markets.

**General operating expenses** in the three-month period ended September 30, 2016 were comparable to the same period in the prior year.



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**Pre-tax operating income** decreased to a loss in the nine-month period ended September 30, 2016 compared to income in the same period in the prior year, primarily due to loss recognition expense on certain payout annuities from the update of actuarial assumptions, as well as lower net investment income on alternative investments. The decrease in premiums was primarily due to a large terminal funding annuity issued in the nine-month period ended September 30, 2015.

**Net investment income** in the nine-month period ended September 30, 2016 decreased compared to the same period in the prior year, primarily due to lower income on alternative investments, partially offset by higher base net investment income primarily due to growth in average invested assets, and higher yield enhancement income, which included bond call and tender income and gains on securities for which the fair value option was elected.

Base net investment income for the nine-month period ended September 30, 2016 increased compared to the same period in the prior year, due to commercial mortgage loan prepayment income in the nine-month period ended September 30, 2016 and growth in average base invested assets. See MD&A – Investments – Life Insurance Companies for additional information on the investment strategy, asset-liability management process and invested assets of our Life Insurance Companies, which include the invested assets of Institutional Markets.

**General operating expenses** in the nine-month period ended September 30, 2016 increased slightly compared to the same period in the prior year, primarily due to higher interest expense related to consolidated real estate partnerships (which was more than offset by related investment income).

**Institutional Markets Premiums and Deposits**

For Institutional Markets, premiums represent amounts received on traditional life insurance policies and life-contingent payout annuities or structured settlements. Premiums and deposits is a non GAAP financial measure that includes direct and assumed premiums as well as deposits received on universal life insurance and investment-type annuity contracts, including GICs and stable value wrap funding agreements.

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

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Premiums and deposits	\$ 203	\$ 159	\$ 1,013	\$ 985
Transfers of Level 3 Liabilities				281

Deposits	(95)	(33)	(444)	(104)
Other	(5)	(11)	(16)	(27)
Premiums	\$ 103	\$ 115	\$ 553	\$ 854

Premiums for the three-month period ended September 30, 2016 decreased due to lower structured settlement premiums. Premiums for the nine-month period ended September 30, 2016 decreased compared to the same periods in the prior year, primarily due to a large single premium for a terminal funding annuity issued in the three-month period ended June 30, 2015. The decrease in premiums was offset by an increase in deposits in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a \$254 million ten-year, floating-rate funding agreement issued to the Federal Home Loan Bank of Dallas in the nine-month period ended September 30, 2016.

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The following table presents United Guaranty results:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Percentage Change	2016	2015	Percentage Change
<i>(dollars in millions)</i>						
Underwriting results:						
Net premiums written	\$ 158	\$ 199	(21)%	\$ 499	\$ 484	
(Increase) decrease in unearned premiums	22	(1)	NM	46	116	(60)
Net premiums earned	180	198	(9)	545	600	(9)
Losses and loss adjustment expenses incurred	28	40	(30)	92	141	(35)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	8	7	14	21	20	
Other acquisition expenses	11	12	(8)	33	36	(8)
Total acquisition expenses	19	19	-	54	56	(4)
General operating expenses	35	40	(13)	102	112	(9)
Underwriting income	98	99	(1)	297	291	
Net investment income	32	34	(6)	104	103	
Pre-tax operating income	130	133	(2)	401	394	
<b>Key metrics:</b>						
Prior year loss reserve development (favorable)/unfavorable	\$ (16)	\$ (18)	(11)%	\$ (33)	\$ (35)	(6)
Domestic first-lien:						
New insurance written	\$12,762	\$14,483	(12)	\$34,574	\$40,215	(14)
Combined ratio	51.2	52.2		48.9	53.6	
Primary risk in force				\$35,235	\$36,883	(4)
60+ day delinquency ratio on primary loans <sup>(a)</sup>				2.9%	3.5%	
Domestic second-lien:						
Risk in force <sup>(b)</sup>				\$ 350	\$ 415	(16)

(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, which is 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.

**Pre-Tax oPERATING INCOME**

Transfers of Level 3 Liabilities

*(in millions)*

**domestic first-lien new insurance written ON  
MORTGAGE LOANS**

*(in millions)*

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The following table presents United Guaranty first-lien results:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2016	2015	Percentage Change	2016	2015	Percentage Change
<i>(dollars in millions)</i>						
Underwriting results:						
Net premiums written	\$ 151	\$ 187	(19)%	\$ 471	\$ 445	6%
(Increase) decrease in unearned premiums	21	(3)	NM	44	113	(61)
Net premiums earned	172	184	(7)	515	558	(8)
Losses and loss adjustment expenses incurred	31	43	(28)	106	144	(26)
Acquisition expenses:						
Amortization of deferred policy acquisition costs	8	7	14	21	20	5
Other acquisition expenses	11	12	(8)	33	36	(8)
Total acquisition expenses	19	19	-	54	56	(4)
General operating expenses	38	34	12	92	99	(7)
Underwriting income	84	88	(5)	263	259	2
Net investment income	29	31	(6)	96	95	1
Pre-tax operating income	\$ 113	\$ 119	(5)%	\$ 359	\$ 354	1%

**United Guaranty Quarterly Results**

**Pre-tax operating income** decreased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a decrease in net premiums earned due to higher ceded premiums under the 50 percent quota share agreement between United Guaranty and our subsidiaries for business originated from 2014 through 2016 offsetting a decline in incurred losses driven by lower delinquency rates and higher cure rates. Direct premiums written declined primarily due to reductions in new insurance volume, driven by the decline in mortgage originations in 2016, and continued reductions in run-off businesses.

**First-Lien Results**

**First-lien pre-tax operating income** decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, reflecting a decrease in net premiums earned due to higher ceded premiums under the 50 percent quota share agreement discussed above. First-lien net premiums earned decreased in the three-month period ended September 30, 2016, compared to the same period in the prior year, primarily due to the increase in ceded premiums. First-lien losses and loss adjustment expenses incurred in the three-month period ended September 30, 2016 decreased by \$12 million compared to the same period in the prior year driven by fewer new delinquencies and an increase in cure rates. The combined ratio decreased by 1.0 point to 51.2 points in the three-month period ended September 30, 2016, compared to the same period in the prior year, reflecting a decrease in losses

incurred.

**Acquisition expenses** were flat in the three-month period ended September 30, 2016 compared to the same period in the prior year.

**General operating expenses** increased in the three-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to an increase in expenses relating to the pending sale of United Guaranty.

#### Other Business Results

Other business results include second-lien mortgage insurance, student loan insurance and non-domestic mortgage insurance operations.

**The Other business' pre-tax operating income** for the three-month period ended September 30, 2016 decreased by \$3 million to \$17 million, compared to the same period in the prior year, primarily due to a decrease in net premiums earned as these portfolios continued to run off, partially offset by a decrease in losses and loss adjustment expenses.

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### **Item 2 / results of operations / CORPORATE AND OTHER**

#### **United Guaranty Year-to-Date Results**

**Pre-tax operating income** decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a decrease in net premiums earned due to higher ceded premiums from the 50 percent quota share agreement discussed above. Partially offsetting the premium decrease was a decline in incurred losses driven by lower delinquency rates and higher cure rates.

#### **First-Lien Results**

**First-lien pre-tax operating income** was flat in the nine-month period ended September 30, 2016, compared to the same period in the prior year. First-lien net premiums earned decreased in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily as a result of the 50 percent quota share agreement discussed above. First-lien losses and loss adjustment expenses incurred in the nine-month period ended September 30, 2016 decreased by \$38 million, compared to the same period in the prior year, due to a decline in newly reported delinquencies and an increase in cure rates. The combined ratio decreased by 4.7 points to 48.9 points in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily reflecting a decrease in losses incurred.

**Acquisition expenses** decreased by \$2 million to \$54 million in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to reductions in expenses related to reduced new insurance written.

**General operating expenses** decreased by \$3 million to \$93 million in the nine-month period ended September 30, 2016 compared to the same period in the prior year, primarily due to a reduction in employee-related expenses, partially offset by an increase in expenses relating to the pending sale of United Guaranty.

#### **Other Business Results**

**The Other business' pre-tax operating income** for the nine-month period ended September 30, 2016 was approximately \$42 million compared to \$40 million in the same period in the prior year. The \$2 million increase in pre-tax operating income was primarily due to a decrease in losses and loss adjustment expenses, partially offset by a decrease in net premiums earned as these portfolios continued to run off.

#### ***New Insurance Written on Domestic First-Lien Mortgage Loans***

United Guaranty's domestic first-lien new insurance written was \$12.8 billion and \$34.6 billion in the three- and nine-month periods ended September 30, 2016, respectively, compared to \$14.5 billion and \$40.2 billion, respectively, in the same periods in the prior year. The decrease was primarily caused by lower

mortgage interest rates in late 2014 and early 2015 resulting in an increase in refinancing activity in early 2015.

### *Delinquency Inventory*

The delinquency inventory for domestic first-lien business declined during the three-month period ended September 30, 2016 compared to the same period in the prior year as a result of cures and paid claims exceeding the number of newly reported delinquencies. United Guaranty's first-lien primary delinquency ratio at September 30, 2016 was 2.9 percent compared to 3.5 percent at September 30, 2015. Over the last several years, United Guaranty has experienced a decline in newly reported delinquencies and an increase in cure rates.



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The following table provides a summary of activity in United Guaranty's domestic first lien delinquency inventory:

**Nine Months Ended September 30,***(number of policies)*

	<b>2016</b>	<b>2015*</b>
Number of primary delinquencies at the beginning of the year	<b>30,471</b>	37,622
Newly reported	<b>27,176</b>	29,375
Cures	<b>(24,484)</b>	(27,766)
Claims paid	<b>(4,797)</b>	(6,701)
Other	<b>(2,064)</b>	(1,405)
Number of primary delinquencies at the end of the period	<b>26,302</b>	31,125

\* In the second quarter of 2016, United Guaranty's number of delinquent loans was revised to remove modified pool policies and reflect primary first-lien only policies. The prior period has been revised to conform to the current period presentation.

**United Guaranty Quarterly and Year-to-Date Underwriting Ratios**

The following tables present the United Guaranty combined ratios based on GAAP data:

	Three Months Ended September 30,			Nine Months Ended September 30,		
	<b>2016</b>	<b>2015</b>	<b>Increase (Decrease)</b>	<b>2016</b>	<b>2015</b>	<b>Increase (Decrease)</b>
Loss ratio	<b>15.6</b>	20.2	(4.6)	<b>16.9</b>	23.5	(6.6)
Acquisition ratio	<b>10.6</b>	9.6	1.0	<b>9.9</b>	9.3	0.6
General operating expense ratio	<b>19.4</b>	20.2	(0.8)	<b>18.7</b>	18.7	-
Expense ratio	<b>30.0</b>	29.8	0.2	<b>28.6</b>	28.0	0.6
Combined ratio	<b>45.6</b>	50.0	(4.4)	<b>45.5</b>	51.5	(6.0)

The combined ratio decreased by 4.4 points and 6.0 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year, primarily due to a lower loss ratio offset in part by an increase in the expense ratio. The decrease in the loss ratio in the three- and nine-month periods ended September 30, 2016 was driven primarily by a decline in incurred losses driven by fewer new delinquencies and an increase in cure rates.

The acquisition ratio increased by 1.0 point and 0.6 points in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior year. The acquisition ratio increased due to a reduction in net premiums earned from the 50 percent quota share agreement and amortization of previously capitalized costs offsetting the reduction in sales support activities.

The general operating expense ratio decreased by 0.8 points and remained flat in the three- and nine-month periods ended September 30, 2016, respectively, compared to the same periods in the prior

year, primarily due to a decrease in technology-related expenses.

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### **Item 2 / INVESTMENTS**

#### **Overview**

Our investment strategies are tailored to the specific business needs of each operating unit. The investment objectives are driven by the respective business models for Non-Life Insurance Companies, Life Insurance Companies and AIG Parent. The primary objectives are generation of investment income, preservation of capital, liquidity management and growth of surplus to support the insurance products. The majority of assets backing our insurance liabilities consist of fixed maturity securities.

- A decline in interest rates and narrowing of credit spreads resulted in an increase in our net unrealized gain position in our investment portfolio. Net unrealized gains in our available for sale portfolio increased to approximately \$19.6 billion as of September 30, 2016 from approximately \$8.8 billion as of December 31, 2015.
- We continued to make investments in structured securities and other fixed maturity securities and increased lending activities in mortgage loans with favorable risk versus return characteristics to improve yields and increase net investment income.
- During the nine months ended September 30, 2016, we reduced our hedge fund portfolio by \$2.7 billion as a result of redemptions consistent with our planned reduction of exposure. Our alternative investments portfolio performance also experienced a decline in the nine-month period ended September 30, 2016 due to increased volatility in equity markets, primarily in the first quarter of 2016.
- Blended investment yields on new investments were lower than blended rates on investments that were sold, matured or called.
- Other-than-temporary impairments decreased due to lower impairments within the corporate bond portfolio, primarily in the energy sector.
- We recognized gains on sales of securities in the nine-month period ended September 30, 2016, primarily due to the sale of a portion of our PICC Investment.
- The Brexit vote has created increased volatility in exchange rates as well as within the equity markets, which may continue for some time.

#### **Investment Strategies**

Investment strategies are based on considerations that include the local and general market conditions, liability duration and cash flow characteristics, rating agency and regulatory capital considerations, legal investment limitations, tax optimization and diversification.

Some of our key investment strategies are as follows:

- Fixed maturity securities held by the U.S. insurance companies included in Non-Life Insurance Companies consist of a mix of instruments that meet our current risk-return, tax, liquidity, credit quality and diversification objectives.

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- Outside of the U.S., fixed maturity securities held by Non-Life Insurance Companies consist primarily of high-grade securities generally denominated in the currencies of the countries in which we operate.
- While more of a focus is placed on asset-liability management in Life Insurance Companies, our fundamental strategy across all of our investment portfolios is to optimize the duration characteristics of the assets within a target range based on comparable liability characteristics, to the extent practicable.
- AIG Parent, included in Corporate and Other, actively manages its assets and liabilities in terms of products, counterparties and duration. AIG Parent's liquidity sources are held primarily in the form of cash, short-term investments and publicly traded, investment-grade rated fixed maturity securities. Based upon an assessment of its immediate and longer-term funding needs, AIG Parent purchases publicly traded, 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.

**Investments by Legal Entity Category**

The following tables summarize the composition of AIG's investments:

	Non-Life Insurance Companies	Life Insurance Companies	Corporate and Other <sup>(b)</sup>	Total
<i>(in millions)</i>				
<b>September 30, 2016</b>				
Fixed maturity securities <sup>(a)</sup> :				
Bonds available for sale, at fair value	\$ 82,625	\$ 171,375	6,649	\$260,649
Other bond securities, at fair value	1,409	3,828	9,535	14,772
Equity securities:				
Common and preferred stock available for sale, at fair value	1,837	209	(502)	1,544
Other Common and preferred stock, at fair value	-	3	495	498
Mortgage and other loans receivable, net of allowance	9,419	24,773	(1,779)	32,413
Other invested assets	10,923	9,486	5,338	25,747
Short-term investments	3,672	4,613	2,460	10,745
Total investments	109,885	214,287	22,196	346,368
Cash	1,331	733	434	2,498
Total invested assets	\$ 111,216	\$ 215,020	22,630	\$348,866
<b>December 31, 2015</b>				
Fixed maturity securities <sup>(a)</sup> :				
Bonds available for sale, at fair value	\$ 80,759	\$ 157,150	10,336	\$248,245
Other bond securities, at fair value	1,463	3,589	11,730	16,782
Equity securities:				

Common and preferred stock available for sale, at fair value	2,821	144	(50)	2,915
Other Common and preferred stock, at fair value	355	-	566	921
Mortgage and other loans receivable, net of allowance	8,277	23,979	(2,691)	29,565
Other invested assets	10,569	12,398	6,827	29,794
Short-term investments	3,066	2,877	4,189	10,132
Total investments	107,310	200,137	30,907	338,354
Cash	974	557	98	1,629
Total invested assets	\$ 108,284	\$ 200,694	\$ 31,005	\$ 339,983

(a) At both September 30, 2016 and December 31, 2015, approximately 90 percent and 10 percent of investments were held by domestic and foreign entities, respectively.

(b) Includes the effect of eliminations and consolidations.

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The following table presents the components of Net Investment Income:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Interest and dividends	\$ 3,213	\$ 3,204	\$ 9,698	\$ 9,599
Alternative investments <sup>(a)</sup>	365	(18)	309	1,226
Other investment income <sup>(b)</sup>	320	153	810	447
Total investment income	3,898	3,339	10,817	11,272
Investment expenses	115	133	338	402
Total net investment income	\$ 3,783	\$ 3,206	\$ 10,479	\$ 10,870

(a) Beginning in the first quarter of 2016, the presentation of income on alternative investments has been refined to include only income from hedge funds, private equity funds and affordable housing partnerships. Prior period disclosures have been reclassified to conform to this presentation. Hedge funds for which we elected the fair value option are recorded as of the balance sheet date. Other hedge funds are generally reported on a one-month lag, while private equity funds are generally reported on a one-quarter lag.

(b) Includes changes in fair value of certain fixed maturity securities where the fair value option has been elected and which are used to economically hedge interest rate and other risks related to our variable annuity guaranteed living benefits. For the three-month periods ended September 30, 2016 and 2015, the net investment income (loss) recorded on these securities was \$17 million and \$4 million, respectively. For the nine-month periods ended September 30, 2016 and 2015, the net investment income (loss) recorded on these securities was \$270 million and \$(39) million, respectively.

Net investment income increased for the three-month period ended September 30, 2016 compared to the same period in the prior year primarily due to higher income on alternative investments and an increase in the fair market value of assets accounted for under the fair value option. Net investment income decreased for the nine-month period ended September 30, 2016 compared to the same period in the prior year due to lower income on alternative investments and lower reinvestment yields, partially offset by an increase in invested assets and higher gains on securities for which the fair value option was elected.

**Non-Life Insurance Companies**

For the Non-Life Insurance Companies, the duration of liabilities for long-tail casualty lines is greater than that of other lines. As a result, the investment strategy within the Non-Life Insurance Companies focuses on growth of surplus and preservation of capital, subject to liability and other business considerations.

The Non-Life Insurance Companies invest primarily in fixed maturity securities issued by corporations, municipalities and other governmental agencies and also invest in structured securities collateralized by, among other assets, residential and commercial real estate and commercial mortgage loans. While

invested assets backing reserves of the Non-Life Insurance Companies are primarily invested in conventional fixed maturity securities, we have continued to allocate a portion of our investment activity into asset classes that offer higher yields, particularly in the domestic operations. In addition, we continue to invest in both fixed rate and floating rate asset-backed investments for their risk-return attributes, as well as to manage our exposure to potential changes in interest rates. This asset diversification has maintained stable average yields while the overall credit ratings of our fixed maturity securities were largely unchanged. We expect to continue to pursue this investment strategy to meet the Non-Life Insurance Companies' liquidity, duration and credit quality objectives as well as current risk return and tax objectives.

In addition, the Non-Life Insurance Companies seek to enhance returns through selective investments in a diversified portfolio of alternative investments. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved yields in excess of the fixed maturity portfolio yields and have provided added diversification to the broader portfolio.

Fixed maturity investments of the Non-Life Insurance Companies domestic operations, with a duration of 4.7 years, are currently comprised primarily of tax-exempt securities, which provide attractive risk-adjusted after-tax returns, as well as taxable municipal bonds, government and agency bonds, and corporate bonds. The majority of these high quality investments are rated A or higher based on composite ratings.



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Fixed maturity investments held in the Non-Life Insurance Companies foreign operations are of high quality, primarily rated A or higher based on composite ratings with a duration averaging 3.5 years.

#### **Life Insurance Companies**

The investment strategy of the Life Insurance Companies is to maximize net investment income and portfolio value, subject to liquidity requirements, capital constraints, diversification requirements, asset liability management and available investment opportunities.

The Life Insurance Companies use asset liability management as a primary tool to monitor and manage risk in their businesses. The Life Insurance Companies' fundamental investment strategy is to maintain a diversified, high quality portfolio of fixed maturity securities that, to the extent practicable, complements the characteristics of liabilities, including duration, which is a measure of sensitivity to changes in interest rates. The investment portfolio of each product line is tailored to the specific characteristics of its insurance liabilities, and as a result, certain portfolios are shorter in duration and others are longer in duration. An extended low interest rate environment may result in a lengthening of liability durations from initial estimates, primarily due to lower lapses, which may require us to further extend the duration of the investment portfolio.

The Life Insurance Companies invest 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.

In addition, the Life Insurance Companies seek to enhance returns through investments in a diversified portfolio of alternative investments. Although these alternative investments are subject to periodic earnings fluctuations, they have historically achieved yields in excess of the fixed maturity portfolio yields. While a diversified portfolio of alternative investments remains a fundamental component of the investment strategy of the Life Insurance Companies, we intend to reduce the overall size of the hedge fund portfolio, in light of changing market conditions and perceived market opportunities, and to continue reducing the size of the private equity portfolio.

The Life Insurance Companies monitor fixed income markets, including the level of interest rates, credit spreads and the shape of the yield curve. The Life Insurance Companies frequently review their interest rate assumptions and actively manage the crediting rates used for their new and in-force business. Business strategies continue to evolve to maintain profitability of the overall business in a historically low interest rate environment. The low interest rate environment makes it more difficult to profitably price many of our products and puts margin pressure on existing products, due to the challenge of investing recurring premiums and deposits and reinvesting investment portfolio cash flows in the low rate environment while maintaining satisfactory investment quality and liquidity. In addition, there is investment risk associated with future premium receipts from certain in force business. Specifically, the investment of these future premium

receipts may be at a yield below that required to meet future policy liabilities.

Fixed maturity investments of the Life Insurance Companies domestic operations, with a duration of 7.0 years, are comprised of taxable corporate bonds, as well as taxable municipal and government bonds, and agency and non agency structured securities. The majority of these investments are held in the available for sale portfolio and are rated investment grade based on its composite ratings.

Fixed maturity investments held in the Life Insurance Companies foreign operations are of high quality, primarily rated A or higher based on composite ratings with a duration averaging 16.3 years.

#### *NAIC Designations of Fixed Maturity Securities*

The Securities Valuation Office (SVO) of the National Association of Insurance Companies (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

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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 Life Insurance Companies 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 Life Insurance Companies categorized by NAIC Designation, at fair value:**

**September 30, 2016**

*(in millions)*

	Total Investment Grade						Inv
NAIC Designation	1	2	3	4	5	6	
Other fixed maturity securities	\$48,901	\$60,346	\$109,247	\$5,973	\$2,926	\$781	\$112
Mortgage-backed, asset-backed and collateralized	45,691	2,796	48,487	238	311	61	1,001
Total*	\$94,592	\$63,142	\$157,734	\$6,211	\$3,237	\$842	\$1,113

\* Excludes \$6.1 billion of fixed maturity securities for which no NAIC Designation is available because they are held in legal entities within Life Insurance Companies that do not require a statutory filing.

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

**September 30, 2016**

*(in millions)*

	Total Investment Grade				CCC and Lower	
Composite AIG Credit Rating	AAA/AA/A	BBB	BB	B		
Other fixed maturity securities	\$49,983	\$59,889	\$109,872	\$5,318	\$3,146	\$703
Mortgage-backed, asset-backed and collateralized	30,627	4,063	34,690	1,177	784	13,447
Total*	\$80,610	\$63,952	\$144,562	\$6,495	\$3,930	\$14,150

\* Excludes \$6.1 billion of fixed maturity securities for which no NAIC Designation is available because they are held in legal entities within Life Insurance Companies that do not require a statutory filing.

**Credit Ratings**

At September 30, 2016, approximately 90 percent of our fixed maturity securities were held by our domestic entities. Approximately 17 percent of such securities were rated AAA by one or more of the principal rating agencies, and approximately 16 percent were rated below investment grade or not rated. Our investment decision process relies primarily on internally generated fundamental analysis and internal risk ratings. Third-party rating services' ratings and opinions provide one source of independent perspective for consideration in the internal analysis.

A significant portion of our foreign entities' fixed maturity securities portfolio is rated by Moody's Investors' Service Inc. (Moody's), Standard & Poor's Financial Services LLC, a subsidiary of S&P Global Inc. (S&P), or similar foreign rating services. Rating services are not available for some foreign-issued securities. Our Credit Risk Management department closely reviews the credit quality of the foreign portfolio's non-rated fixed maturity securities. At September 30, 2016, approximately 17 percent of such investments were either rated AAA or, on the basis of our internal analysis, were equivalent from a credit standpoint to securities rated AAA, and approximately 7 percent were below investment grade or not rated. Approximately 48 percent of the

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foreign entities' fixed maturity securities portfolio is comprised of sovereign fixed maturity securities supporting policy liabilities in the country of issuance.

**Composite AIG Credit Ratings**

With respect to our fixed maturity investments, the credit ratings in the table below and in subsequent tables reflect: (a) a composite of the ratings of the three major rating agencies, or when agency ratings are not available, the rating assigned by the NAIC SVO (over 99 percent of total fixed maturity investments), or (b) our equivalent internal ratings when these investments have not been rated by any of the major rating agencies or the NAIC. The "Non-rated" category in those tables consists of fixed maturity securities that have not been rated by any of the major rating agencies, the NAIC or us.

See Enterprise Risk Management herein for a discussion of credit risks associated with Investments.

**The following table presents the composite AIG credit ratings of our fixed maturity securities calculated on the basis of their fair value:**

	Available for Sale		Other		Total	
	September	December	September	December	September	December
	30,	31,	30,	31,	30,	31,
(in millions)	2016	2015	2016	2015	2016	2015
<b>Rating:</b>						
<b>Other fixed maturity securities</b>						
AAA	\$ 13,235	\$ 12,274	\$ 3,192	\$ 3,222	\$ 16,427	\$ 15,496
AA	36,597	35,344	282	207	36,879	35,551
A	52,277	50,741	1,769	1,781	54,046	52,522
BBB	73,772	71,766	112	186	73,884	71,952
Below investment grade	13,863	12,305	20	133	13,883	12,438
Non-rated	967	920	-	-	967	920
Total	\$ 190,711	\$ 183,350	\$ 5,375	\$ 5,529	\$ 196,086	\$ 188,879
<b>Mortgage-backed, asset-backed and collateralized</b>						
AAA	\$ 29,063	\$ 26,382	\$ 1,148	\$ 1,756	\$ 30,211	\$ 28,138
AA	6,324	5,003	699	708	7,023	5,711
A	8,841	7,462	286	416	9,127	7,878
BBB	4,970	4,394	326	497	5,296	4,891
Below investment grade	20,725	21,638	6,857	7,771	27,582	29,409
Non-rated	15	16	81	105	96	121
Total	\$ 69,938	\$ 64,895	\$ 9,397	\$ 11,253	\$ 79,335	\$ 76,148

**Total**

AAA	\$	<b>42,298</b>	\$	38,656	\$	<b>4,340</b>	\$	4,978	\$	<b>46,638</b>	\$	43,634
AA		<b>42,921</b>		40,347		<b>981</b>		915		<b>43,902</b>		41,262
A		<b>61,118</b>		58,203		<b>2,055</b>		2,197		<b>63,173</b>		60,400
BBB		<b>78,742</b>		76,160		<b>438</b>		683		<b>79,180</b>		76,843
Below investment grade		<b>34,588</b>		33,943		<b>6,877</b>		7,904		<b>41,465</b>		41,847
Non-rated		<b>982</b>		936		<b>81</b>		105		<b>1,063</b>		1,041
Total	\$	<b>260,649</b>	\$	248,245	\$	<b>14,772</b>	\$	16,782	\$	<b>275,421</b>	\$	265,027

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The following table presents the fair value of our available for sale securities:

<i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
Bonds available for sale:		
U.S. government and government sponsored entities	\$ 2,223	\$ 1,844
Obligations of states, municipalities and political subdivisions	26,578	27,323
Non-U.S. governments	20,706	18,195
Corporate debt	141,204	135,988
Mortgage-backed, asset-backed and collateralized:		
RMBS	37,815	36,227
CMBS	15,073	13,571
CDO/ABS	17,050	15,097
Total mortgage-backed, asset-backed and collateralized	69,938	64,895
<b>Total bonds available for sale*</b>	<b>260,649</b>	<b>248,245</b>
Equity securities available for sale:		
Common stock	1,232	2,401
Preferred stock	18	22
Mutual funds	294	492
<b>Total equity securities available for sale</b>	<b>1,544</b>	<b>2,915</b>
<b>Total</b>	<b>\$ 262,193</b>	<b>\$ 251,160</b>

\* At September 30, 2016 and December 31, 2015, the fair value of bonds available for sale held by us that were below investment grade or not rated totaled \$35.6 billion and \$34.9 billion, respectively.

The following table presents the fair value of our aggregate credit exposures to non-U.S. governments for our fixed maturity securities:

<i>(in millions)</i>	September 30, 2016	December 31, 2015
Japan	\$ 6,257	\$ 5,416
Germany	1,357	832
Canada	1,318	1,453
France	931	784
United Kingdom	828	661
Mexico	751	563
Netherlands	605	511
Norway	479	503

Transfers of Level 3 Liabilities

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Indonesia	426	260
Singapore	424	426
Other	7,384	6,836
Total	\$ 20,760	\$ 18,245



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The following table presents the fair value of our aggregate European credit exposures by major sector for our fixed maturity securities:

	September 30, 2016					December 31, 2015
(in millions)	Sovereign	Financial Institution	Non-Financial Corporates	Structured Products	Total	Total
Euro-Zone countries:						
France	\$ 931	\$ 1,100	\$ 2,154	\$ -	\$ 4,185	\$ 4,018
Germany	1,357	158	2,066	2	3,583	3,365
Netherlands	605	940	1,462	166	3,173	3,404
Ireland	-	51	551	792	1,394	1,274
Belgium	268	129	773	-	1,170	855
Spain	28	53	913	14	1,008	1,102
Italy	1	125	804	12	942	1,009
Luxembourg	-	12	442	-	454	496
Finland	83	53	115	-	251	229
Austria	87	3	13	-	103	124
Other - EuroZone	818	39	172	2	1,031	929
Total Euro-Zone	\$ 4,178	\$ 2,663	\$ 9,465	\$ 988	\$ 17,294	\$ 16,805
Remainder of Europe						
United Kingdom	\$ 828	\$ 3,173	\$ 8,499	\$ 3,905	\$ 16,405	\$ 15,286
Switzerland	48	1,142	1,238	-	2,428	2,519
Sweden	124	436	141	-	701	827
Norway	479	45	103	-	627	688
Russian Federation	54	6	75	-	135	122
Other - Remainder of Europe	289	114	104	-	507	443
Total - Remainder of Europe	\$ 1,822	\$ 4,916	\$ 10,160	\$ 3,905	\$ 20,803	\$ 19,885
Total	\$ 6,000	\$ 7,579	\$ 19,625	\$ 4,893	\$ 38,097	\$ 36,690
<b>Investments in Municipal Bonds</b>						

At September 30, 2016, the U.S. municipal bond portfolio was composed primarily of essential service revenue bonds and high-quality tax-backed bonds with over 95 percent of the portfolio rated A or higher.

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The following table presents the fair values of our available for sale U.S. municipal bond portfolio by state and municipal bond type:

<i>(in millions)</i>	September 30, 2016			Total Fair Value	December 31, 2015 Total Fair Value
	State General Obligation	Local General Obligation	Revenue		
<b>State:</b>					
New York	\$ 27	\$ 634	\$ 3,853	\$ 4,514	\$ 4,613
California	729	486	2,483	3,698	3,841
Texas	290	1,603	1,662	3,555	3,415
Massachusetts	753	1	701	1,455	1,387
Illinois	107	182	936	1,225	1,486
Washington	421	96	624	1,141	1,359
Florida	153	-	958	1,111	1,135
Virginia	47	5	773	825	878
Georgia	207	216	376	799	870
Pennsylvania	276	25	475	776	676
Washington DC	189	-	533	722	705
Ohio	97	-	483	580	531
Arizona	-	69	462	531	576
All other states <sup>(a)</sup>	960	546	4,140	5,646	5,851
<b>Total<sup>(b)(c)</sup></b>	<b>\$ 4,256</b>	<b>\$ 3,863</b>	<b>\$ 18,459</b>	<b>\$ 26,578</b>	<b>\$ 27,323</b>

(a) We did not have material credit exposure to the government of Puerto Rico.

(b) Excludes certain university and not-for-profit entities that issue their bonds in the corporate debt market. Includes industrial revenue bonds.

(c) Includes \$1.7 billion of pre-refunded municipal bonds.

**Investments in Corporate Debt Securities**

The following table presents the industry categories of our available for sale corporate debt securities:

Industry Category <i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
Financial institutions:		
Money Center /Global Bank Groups	\$ 9,619	\$ 9,104

Transfers of Level 3 Liabilities

306

Regional banks — other	<b>654</b>	568
Life insurance	<b>3,305</b>	3,295
Securities firms and other finance companies	<b>389</b>	380
Insurance non-life	<b>5,528</b>	5,421
Regional banks — North America	<b>7,260</b>	6,823
Other financial institutions	<b>8,854</b>	7,808
Utilities	<b>18,994</b>	18,497
Communications	<b>10,835</b>	10,251
Consumer noncyclical	<b>16,348</b>	15,391
Capital goods	<b>8,656</b>	8,973
Energy	<b>14,391</b>	13,861
Consumer cyclical	<b>9,572</b>	9,767
Basic	<b>7,301</b>	7,512
Other	<b>19,498</b>	18,337
Total *	<b>\$ 141,204</b>	<b>\$ 135,988</b>

\* At both September 30, 2016 and December 31, 2015, approximately 91 percent of these investments were rated investment grade.

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Our investments in the energy category, as a percentage of total investments in available for sale fixed maturities, were 5.5 percent at September 30, 2016 and 5.6 percent at December 31, 2015. While the energy investments are primarily investment grade and are actively managed, the category continues to experience volatility that could adversely affect credit quality and fair value.

**Investments in RMBS**

The following table presents AIG's RMBS available for sale investments by year of vintage:

<i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
<b>Total RMBS</b>		
2016	\$ 3,199	\$ -
2015	2,692	2,273
2014	1,152	1,096
2013	2,059	2,178
2012	1,519	1,944
2011 and prior*	27,194	28,736
<b>Total RMBS</b>	<b>\$ 37,815</b>	<b>\$ 36,227</b>
<b>Agency</b>		
2016	\$ 2,417	\$ -
2015	2,417	2,025
2014	1,026	1,000
2013	1,960	2,094
2012	1,508	1,877
2011 and prior	4,406	5,555
<b>Total Agency</b>	<b>\$ 13,734</b>	<b>\$ 12,551</b>
<b>Alt-A</b>		
2016	-	-
2015	-	-
2014	16	-
2013	-	-
2012	\$ -	\$ -
2011 and prior	12,700	12,831
<b>Total Alt-A</b>	<b>\$ 12,716</b>	<b>\$ 12,831</b>
<b>Subprime</b>		
2016	-	-
2015	-	-
2014	-	-

2013		-		-
2012		-		-
2011 and prior	\$	2,825	\$	2,376
<b>Total Subprime</b>	\$	2,825	\$	2,376
<b>Prime non-agency</b>				
2016	\$	705	\$	-
2015		13		-
2014		3		-
2013		19		8
2012		-		53
2011 and prior		6,953		7,589
<b>Total Prime non-agency</b>	\$	7,693	\$	7,650
<b>Total Other housing related</b>	\$	847	\$	819

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\* Includes approximately \$13.2 billion at both September 30, 2016, and December 31, 2015 of certain RMBS that had experienced deterioration in credit quality since their origination. See Note 6 to the Condensed Consolidated Financial Statements for additional discussion on Purchased Credit Impaired (PCI) Securities.

The following table presents our RMBS available for sale investments by credit rating:

<i>(in millions)</i>	<b>Fair Value at September 30, 2016</b>	<b>Fair Value at December 31, 2015</b>
<b>Rating:</b>		
<b>Total RMBS</b>		
AAA	\$ 16,159	\$ 14,884
AA	504	389
A	1,127	509
BBB	744	661
Below investment grade <sup>(a)</sup>	19,276	19,779
Non-rated	5	5
<b>Total RMBS<sup>(b)</sup></b>	<b>\$ 37,815</b>	<b>\$ 36,227</b>
<b>Agency RMBS</b>		
AAA	\$ 13,730	\$ 12,547
AA	4	4
<b>Total Agency</b>	<b>\$ 13,734</b>	<b>\$ 12,551</b>
<b>Alt-A RMBS</b>		
AAA	\$ 1	\$ 5
AA	80	17
A	105	121
BBB	239	216
Below investment grade <sup>(a)</sup>	12,291	12,472
<b>Total Alt-A</b>	<b>\$ 12,716</b>	<b>\$ 12,831</b>
<b>Subprime RMBS</b>		
AAA	\$ 14	\$ 15
AA	102	68
A	161	247
BBB	254	200
Below investment grade <sup>(a)</sup>	2,294	1,846
<b>Total Subprime</b>	<b>\$ 2,825</b>	<b>\$ 2,376</b>
<b>Prime non-agency</b>		
AAA	\$ 1,986	\$ 1,986
AA	203	188
A	858	138
Transfers of Level 3 Liabilities		310

BBB	229	209
Below investment grade <sup>(a)</sup>	4,412	5,124
Non-rated	5	5
<b>Total prime non-agency</b>	<b>\$ 7,693</b>	<b>\$ 7,650</b>
<b>Total Other housing related</b>	<b>\$ 847</b>	<b>\$ 819</b>

(a) Includes certain RMBS that had experienced deterioration in credit quality since their origination. See Note 6 to the Condensed Consolidated Financial Statements for additional discussion on PCI Securities.

(b) The weighted average expected life was six years at both September 30, 2016 and December 31, 2015.

Our underwriting practices for investing in RMBS, other asset backed securities and CDOs take into consideration the quality of the originator, the manager, the servicer, security credit ratings, underlying characteristics of the mortgages, borrower characteristics, and the level of credit enhancement in the transaction.

**TABLE OF CONTENTS****Item 2 / INVESTMENTS****Investments in CMBS**

The following table presents our CMBS available for sale investments:

<i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
CMBS (traditional)	\$ 12,401	\$ 11,132
Agency	1,864	1,622
Other	808	817
Total	\$ 15,073	\$ 13,571

The following table presents the fair value of our CMBS available for sale investments by rating agency designation and by vintage year:

<i>(in millions)</i>	AAA	AA	A	BBB	Below Investment Grade	Non-Rated	Total
<b>September 30, 2016</b>							
<b>Year:</b>							
2016	\$ 1,330	\$ 281	\$ 77	\$ 160	\$ 14	\$ -	\$ 1,862
2015	1,225	470	521	245	18	-	2,479
2014	1,692	224	11	-	-	-	1,927
2013	2,649	412	72	25	-	-	3,158
2012	643	68	46	82	-	10	849
2011 and prior	1,786	568	615	572	1,257	-	4,798
Total	\$ 9,325	\$ 2,023	\$ 1,342	\$ 1,084	\$ 1,289	\$ 10	\$ 15,073
<b>December 31, 2015</b>							
<b>Year:</b>							
2015	\$ 824	\$ 404	\$ 465	\$ 240	\$ -	\$ -	\$ 1,933
2014	1,604	183	11	-	-	-	1,798
2013	2,611	433	89	54	-	-	3,187
2012	737	60	31	83	-	10	921
2011 and prior	1,936	725	666	759	1,646	-	5,732
Total	\$ 7,712	\$ 1,805	\$ 1,262	\$ 1,136	\$ 1,646	\$ 10	\$ 13,571



**TABLE OF CONTENTS****Item 2 / INVESTMENTS**

The following table presents our CMBS available for sale investments by geographic region:

<i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
<b>Geographic region:</b>		
New York	\$ 3,668	\$ 3,149
California	1,472	1,244
Texas	856	791
Florida	528	520
New Jersey	473	433
Virginia	379	362
Illinois	355	323
Pennsylvania	319	295
Massachusetts	275	231
Georgia	257	253
Maryland	235	229
Washington, D.C.	232	107
All Other*	6,024	5,634
<b>Total</b>	<b>\$ 15,073</b>	<b>\$ 13,571</b>

\* Includes Non-U.S. locations.

The following table presents our CMBS available for sale investments by industry:

<i>(in millions)</i>	Fair Value at September 30, 2016	Fair Value at December 31, 2015
<b>Industry:</b>		
Office	\$ 4,591	\$ 3,896
Retail	4,070	3,978
Multi-family*	3,339	3,036
Lodging	1,038	1,005
Industrial	1,031	868
Other	1,004	788
<b>Total</b>	<b>\$ 15,073</b>	<b>\$ 13,571</b>

\* Includes Agency-backed CMBS.

The fair value of CMBS holdings remained stable during the third quarter of 2016. The majority of our investments in CMBS are in tranches that contain substantial protection features through collateral subordination. The majority of CMBS holdings are traditional conduit transactions, broadly diversified across property types and geographical areas.



**TABLE OF CONTENTS****Item 2 / INVESTMENTS****Investments in CDOs**

The following table presents our CDO available for sale investments by collateral type:

<i>(in millions)</i>		<b>Fair value at September 30, 2016</b>	<b>Fair value at December 31, 2015</b>
<b>Collateral Type:</b>			
Bank loans (CLO)	\$	<b>8,349</b>	\$ 7,962
Other		<b>133</b>	153
<b>Total</b>	\$	<b>8,482</b>	\$ 8,115

The following table presents our CDO available for sale investments by credit rating:

<i>(in millions)</i>		<b>Fair Value at September 30, 2016</b>	<b>Fair Value at December 31, 2015</b>
<b>Rating:</b>			
AAA	\$	<b>2,923</b>	\$ 2,870
AA		<b>2,750</b>	2,543
A		<b>2,386</b>	2,247
BBB		<b>300</b>	298
Below investment grade		<b>123</b>	157
<b>Total</b>	\$	<b>8,482</b>	\$ 8,115

**Commercial Mortgage Loans**

At September 30, 2016, we had direct commercial mortgage loans exposure of \$24 billion, of which approximately all of the loans were current.

The following table presents the commercial mortgage loans exposure by location and class of loan based on amortized cost:

	Number of										Percent of					
(dollars in millions)	Loans	Apartment	Offices	Class Retail	Industrial	Hotel	Others	Total	Total							
September 30, 2016																
State:																
New York	97	\$	892	\$	3,545	\$	548	\$	215	\$	164	\$	186	\$	5,550	23%
California	99		325		778		455		365		866		403		3,192	13

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Texas	58	255	704	99	112	187	44	1,401	6
Florida	67	250	95	344	165	19	77	950	4
New Jersey	38	465	48	357	-	29	32	931	4
Massachusetts	19	369	115	362	-	-	27	873	4
Illinois	18	148	307	20	53	36	23	587	3
Connecticut	19	328	145	23	80	-	-	576	2
Pennsylvania	24	-	28	461	52	27	-	568	2
Ohio	34	171	17	207	53	-	5	453	2
Other states	271	1,274	1,207	1,621	464	562	200	5,328	22
<b>Foreign</b>	61	720	1,028	648	265	556	384	3,601	15
Total*	805	\$ 5,197	\$ 8,017	\$ 5,145	\$ 1,824	\$ 2,446	\$ 1,381	\$ 24,010	100%

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December 31, 2015

**State:**

New York	97	\$	823	\$	2,968	\$	516	\$	301	\$	166	\$	186	\$	4,960	22%
California	95		87		547		433		533		788		308		2,696	12
Texas	60		120		696		106		147		187		48		1,304	6
New Jersey	45		441		338		324		-		29		33		1,165	5
Florida	78		187		113		374		116		20		146		956	4
Illinois	21		174		369		21		32		36		23		655	3
Massachusetts	19		56		168		360		-		-		33		617	3
Connecticut	20		314		152		23		81		-		-		570	3
Pennsylvania	28		6		29		436		62		27		4		564	3
Ohio	37		122		28		211		67		-		5		433	2
Other states	302		1,118		1,203		1,514		414		595		229		5,073	23
<b>Foreign</b>	47		471		1,234		520		161		250		438		3,074	14
<b>Total*</b>	849	\$	3,919	\$	7,845	\$	4,838	\$	1,914	\$	2,098	\$	1,453	\$	22,067	100%

\* Does not reflect allowance for credit losses.

See Note 6 to the Consolidated Financial Statements in the 2015 Annual Report for additional discussion on commercial mortgage loans.

**Impairments**

The following table presents impairments by investment type:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Other-than-temporary Impairments:				
Fixed maturity securities, available for sale	\$ 69	\$ 167	\$ 361	\$ 330
Equity securities, available for sale	3	75	7	161
Private equity funds and hedge funds	30	31	46	74
Subtotal	102	273	414	565
Other impairments:				
Investments in life settlements	80	58	329	200
Other investments	25	22	52	69
Real estate	2	-	6	5
Total	\$ 209	\$ 353	\$ 801	\$ 839



**TABLE OF CONTENTS****Item 2 / INVESTMENTS****Other-Than-Temporary Impairments**

To determine other-than-temporary impairments, we use fundamental credit analyses of individual securities without regard to rating agency ratings. Based on this analysis, we expect to receive cash flows sufficient to cover the amortized cost of all below investment grade securities for which credit impairments were not recognized.

The following tables present other-than-temporary impairment charges recorded in earnings on fixed maturity securities, equity securities, private equity funds and hedge funds.

**Other-than-temporary impairment charges by reportable segment and impairment type:**

<i>(in millions)</i>	Non-Life Insurance Companies	Life Insurance Companies	Corporate and Other Operations	Total
<b>Three Months Ended September 30, 2016</b>				
Impairment Type:				
Severity	\$ 10	\$ -	\$ -	10
Change in intent	-	2	-	2
Foreign currency declines	7	-	-	7
Issuer-specific credit events	16	61	-	77
Adverse projected cash flows	3	3	-	6
Total	\$ 36	\$ 66	\$ -	102
<b>Three Months Ended September 30, 2015</b>				
Impairment Type:				
Severity	\$ 10	\$ -	\$ -	10
Change in intent	3	76	2	81
Foreign currency declines	5	-	-	5
Issuer-specific credit events	107	69	-	176
Adverse projected cash flows	-	1	-	1
Total	\$ 125	\$ 146	\$ 2	273
<b>Nine Months Ended September 30, 2016</b>				
Impairment Type:				
Severity	\$ 15	\$ -	\$ -	15
Change in intent	9	26	-	35
Foreign currency declines	13	1	-	14
Issuer-specific credit events	76	225	2	303
Adverse projected cash flows	16	31	-	47
Total	\$ 129	\$ 283	\$ 2	414
<b>Nine Months Ended September 30, 2015</b>				

Impairment Type:

Severity	\$	12	\$	-	\$	-	\$	12
Change in intent		5		107		81		193
Foreign currency declines		19		18		-		37
Issuer-specific credit events		161		153		-		314
Adverse projected cash flows		3		6		-		9
Total	\$	200	\$	284	\$	81	\$	565

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	RMB		USD/ABS		CMBS	Maturity	Other Fixed Equities/Other Invested Assets*	Total
(in millions)								
Three Months Ended September 30, 2016								
Impairment Type:								
Severity	\$	-	\$	-	\$	-	\$ 10	\$ 10
Change in intent		-		-		2	-	2
Foreign currency declines		-		-		7	-	7
Issuer-specific credit events		20		-	13	21	23	77
Adverse projected cash flows		6		-	-	-	-	6
Total	\$	26	\$	-	\$	13	\$ 33	\$ 102
Three Months Ended September 30, 2015								
Impairment Type:								
Severity	\$	-	\$	-	\$	-	\$ 10	\$ 10
Change in intent		-		-	1	73	7	81
Foreign currency declines		-		-	-	5	-	5
Issuer-specific credit events		10		-	5	72	89	176
Adverse projected cash flows		1		-	-	-	-	1
Total	\$	11	\$	-	\$	6	\$ 150	\$ 273
Nine Months Ended September 30, 2016								
Impairment Type:								
Severity	\$	-	\$	-	\$	-	\$ 15	\$ 15
Change in intent		-		-	-	35	-	35
Foreign currency declines		-		-	-	14	-	14
Issuer-specific credit events		80		1	25	159	38	303
Adverse projected cash flows		47		-	-	-	-	47
Total	\$	127	\$	1	\$	25	\$ 208	\$ 414
Nine Months Ended September 30, 2015								
Impairment Type:								
Severity	\$	-	\$	-	\$	-	\$ 12	\$ 12
Change in intent		3		-	1	104	85	193
Foreign currency declines		-		-	-	37	-	37
Issuer-specific credit events		63		2	8	103	138	314
Adverse projected cash flows		9		-	-	-	-	9
Total	\$	75	\$	2	\$	9	\$ 244	\$ 565

\* Includes other-than-temporary impairment charges on private equity funds, hedge funds and direct private equity investments.





Total	\$	75	\$	2	\$	9	\$	244	\$	235	\$	565
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\* Includes other-than-temporary impairment charges on private equity funds, hedge funds and direct private equity investments.

We recorded other-than-temporary impairment charges in the three- and nine-month periods ended September 30, 2016 and 2015 related to:

- issuer-specific credit events;
- securities that we intend to sell or for which it is more likely than not that we will be required to sell;
- declines due to foreign exchange rates;
- adverse changes in estimated cash flows on certain structured securities; and
- securities that experienced severe market valuation declines.

In addition, impairments are recorded on real estate and investments in life settlements.

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In periods subsequent to the recognition of an other-than-temporary impairment charge for available for sale fixed maturity securities that is not foreign-exchange related, we generally prospectively accrete into earnings the difference between the new amortized cost and the expected undiscounted recoverable value over the remaining life of the security. The accretion that was recognized for these securities in earnings was \$187 million and \$197 million in the three-month periods ended September 30, 2016 and 2015, respectively, and \$645 million and \$565 million in the nine-month periods ended September 30, 2016 and 2015, respectively. See Note 5 to the Consolidated Financial Statements in the 2015 Annual Report for a discussion of our other-than-temporary impairment accounting policy.

**The following table shows the aging of the pre-tax unrealized losses of fixed maturity and equity securities, the extent to which the fair value is less than amortized cost or cost, and the number of respective items in each category:**

<b>September 30, 2016</b> <b>Aging<sup>(a)</sup></b> <i>(dollars in millions)</i>	Less Than or Equal to 20% of Cost <sup>(b)</sup> Unrealized			Greater Than 20% to 50% of Cost <sup>(b)</sup> Unrealized			Greater Than 50% of Cost <sup>(b)</sup> Unrealized			Total Unrealized		
	Cost <sup>(c)</sup>	Loss	Items <sup>(e)</sup>	Cost <sup>(c)</sup>	Loss	Items <sup>(e)</sup>	Cost <sup>(c)</sup>	Loss	Items <sup>(e)</sup>	Cost <sup>(c)</sup>	Loss <sup>(d)</sup>	Items
Investment grade bonds												
0-6 months	\$10,048	\$	113	\$1,593	\$	-	\$-	\$	-	\$-	\$10,048	113
7-11 months	2,543	\$	64	262	\$	-	-	\$	-	-	2,543	64
12 months or more	8,002	\$	326	1,024	\$	209	50	\$	25	16	9	4
Total	\$20,593	\$	503	2,879	\$	209	50	\$	25	16	9	4
Below investment grade bonds												
0-6 months	\$ 2,577	\$	65	938	\$	20	7	\$	23	\$ 6	5	2
7-11 months	1,596	\$	62	268	\$	210	73	\$	16	7	7	3
12 months or more	6,722	\$	432	1,031	\$	363	105	\$	58	147	85	17
Total	\$10,895	\$	559	2,237	\$	593	185	\$	97	160	97	22
Total bonds												
0-6 months	\$12,625	\$	178	2,531	\$	20	7	\$	23	\$ 6	5	2
7-11 months	4,139	\$	126	530	\$	210	73	\$	16	7	7	3
12 months or more	14,724	\$	758	2,055	\$	572	155	\$	83	163	94	21
Total <sup>(e)</sup>	\$31,488	\$1,062	5,116	\$	802	235	122	\$	176	106	26	\$32,466
Equity securities												
0-11 months	\$ 244	\$	15	142	\$	15	4	\$	9	\$-	-	-
Total	\$ 244	\$	15	142	\$	15	4	\$	9	\$-	-	-

(a) Represents the number of consecutive months that fair value has been less than cost by any amount.

(b) Represents the percentage by which fair value is less than cost at September 30, 2016.

(c) For bonds, represents amortized cost.

(d) The effect on Net income of unrealized losses after taxes will be mitigated upon realization because certain realized losses will result in current decreases in the amortization of certain DAC.

(e) Item count is by CUSIP by subsidiary.

### Change in Unrealized Gains and Losses on Investments

The change in net unrealized gains and losses on investments in the third quarter of 2016 was primarily attributable to increases in the fair value of fixed maturity securities. For the nine-month period ended September 30, 2016, net unrealized gains related to fixed maturity and equity securities increased by \$10.8 billion due to a decrease in interest rates and narrowing of credit spreads.

The change in net unrealized gains and losses on investments in the third quarter of 2015 was primarily attributable to decreases in the fair value of fixed maturity securities. For the nine-month period ended September 30, 2015, net unrealized gains related to fixed maturity and equity securities decreased by \$6.1 billion primarily due to the widening of credit spreads.

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See also Note 6 to the Condensed Consolidated Financial Statements for further discussion of our investment portfolio.

**Net Realized Capital Gains and Losses**

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

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Sales of fixed maturity securities	\$ 135	\$ (16)	\$ (103)	\$ 150
Sales of equity securities	53	16	1,051	528
Other-than-temporary impairments:				
Severity	(10)	(10)	(15)	(12)
Change in intent	(2)	(81)	(35)	(193)
Foreign currency declines	(7)	(5)	(14)	(37)
Issuer-specific credit events	(77)	(176)	(303)	(314)
Adverse projected cash flows	(6)	(1)	(47)	(9)
Provision for loan losses	8	32	8	43
Foreign exchange transactions	(639)	(16)	(1,197)	304
Derivatives and hedge accounting	(226)	13	(129)	509
Impairments on investments in life settlements	(80)	(58)	(329)	(200)
Other*	86	(40)	284	356
Net realized capital gains (losses)	\$ (765)	\$ (342)	\$ (829)	\$ 1,125

\* Includes \$107 million of realized gains due to a purchase price adjustment on the sale of Class B shares of Prudential Financial, Inc. for the nine months ended September 30, 2016 and \$357 million of realized gains due to the sale of common shares of SpringLeaf Holdings, \$428 million of realized gains due to the sale of Class B shares of Prudential Financial, Inc. and \$463 million of realized losses due to the sale of ordinary shares of AerCap for the nine months ended September 30, 2015.

Net realized capital losses were higher in the three month period ended September 30, 2016 compared to the same period in the prior year, primarily due to higher foreign exchange losses related to British pound weakening following the Brexit vote more than offsetting lower Other-than-temporary -impairment charges and higher gains on the sale of securities. Net realized capital losses in the nine-month period ended September 30, 2016 were primarily related to foreign exchange losses and impairments, which were higher than the gain recognized on the sale of a portion of our PICC Investment, compared to net realized capital gains in the same period in the prior year, which were driven primarily by foreign exchange gains and net gains on the sales of various securities such as the Class B shares of Prudential Financial, Inc. and common shares of Springleaf Holdings Inc.

Foreign exchange gains (losses) were primarily due to \$528 million and \$906 million of remeasurement losses in the three- and nine-month periods ended September 30, 2016, respectively, for a short term intercompany balance that was matched with available for sale investments in fixed maturity securities denominated in the same foreign currencies. Unrealized gains and losses on the available for sale investments were recorded in other comprehensive income resulting in an immaterial impact on our overall equity or book value per share from this arrangement.

Net realized capital losses in the three-month period ended September 30, 2015 were primarily driven by higher other-than-temporary impairments within the energy and emerging markets sectors, driven primarily by slowing growth in China and weakness in commodity markets, partially offset by foreign exchange losses, which included \$48 million of losses in the three-month period ended September 30, 2015, related to the intercompany notional cash pooling arrangement, discussed above.

Net realized capital gains in the nine-month period ended September 30, 2015 were primarily driven by gains on sales of our PICC Investment, Class B shares of Prudential Financial, Inc., and common shares of Springleaf Holdings, Inc. and foreign exchange gains, which included \$107 million of gains in nine-month periods ended September 30, 2015, related to the intercompany notional cash pooling arrangement, discussed above. These realized gains were partially offset by realized losses related to the sale of ordinary shares of AerCap.



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See also Note 6 to the Condensed Consolidated Financial Statements for further discussion of our investment portfolio.

The following section provides discussion of insurance reserves for both the Non-Life Insurance Companies and the Life Insurance Companies, including those of Institutional Markets and Eaglestone Reinsurance Company, the results of which are reported in Corporate and Other.

**Non-Life Insurance Companies**

The following section provides discussion of the consolidated liability for unpaid losses and loss adjustment expenses for the Non-Life Insurance Companies.

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

	September 30, 2016	December 31, 2015
<i>(in millions)</i>		
Other liability occurrence (including asbestos and environmental)	\$ 23,685	\$ 24,856
Workers' compensation (net of discount)	15,143	14,978
Other liability claims made	12,983	14,006
Property	5,673	5,823
Auto liability	5,106	4,692
Accident and health	1,949	1,783
Products liability	1,636	1,681
Medical malpractice	1,516	1,603
Aircraft	1,305	1,286
Other	3,460	4,234
Total	\$ 72,456	\$ 74,942
Total U.S. & Canada	\$ 56,588	\$ 58,890
Total International	\$ 15,868	\$ 16,052

\* Presented by lines of business pursuant to statutory reporting requirements as prescribed by the NAIC.

Gross loss reserves represent the accumulation of estimates of ultimate losses, including estimates for IBNR and loss expenses, less estimated salvage and subrogation and applicable discount. The Non-Life Insurance Companies regularly review and update 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. See MD&A – Critical Accounting Estimates – Details of the Loss Reserving Process in the 2015 Annual Report.

Net loss reserves represent gross loss reserves reduced by reinsurance recoverable, net of an allowance for unrecoverable reinsurance.

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The following table presents the components of net loss reserves:

	September 30, 2016	December 31, 2015
<i>(in millions)</i>		
Gross loss reserves before reinsurance and discount	\$ 75,281	\$ 78,090
Less: discount	(2,825)	(3,148)
Gross loss reserves, net of discount, before reinsurance	72,456	74,942
Less: reinsurance recoverable*	(14,501)	(14,339)
Net liability for unpaid losses and loss adjustment expenses	\$ 57,955	\$ 60,603

\* Includes \$1.7 billion and \$1.8 billion of reinsurance recoverable under a retroactive reinsurance agreement at September 30, 2016 and December 31, 2015, respectively.

Gross loss reserves before reinsurance and discount are net of contractual deductible recoverable amounts due from policyholders of approximately \$13.1 billion and \$12.6 billion at September 30, 2016 and December 31, 2015, respectively. These recoverable amounts are related to certain policies with high deductibles (meaning, the policy attachment point is above high dollar amounts retained by the insured through self-insured retentions, deductibles, retrospective programs, or captive arrangements; each referred to here generically as “deductibles”), primarily for U.S. commercial casualty business. With respect to the deductible portion of the claim the Non-Life Insurance Companies manage and pay the entire claim on behalf of the insured and are reimbursed by the insured for the deductible portion of the claim. The Non-Life Insurance Companies held collateral of approximately \$9.6 billion at both September 30, 2016 and December 31, 2015 for these deductible recoverable amounts, consisting primarily of letters of credit and assets in trusts.

The following table classifies the components of net loss reserves by business unit:

	September 30, 2016	December 31, 2015
<i>(in millions)</i>		
Commercial Insurance:		
Casualty	\$ 29,924	\$ 32,620
Financial lines	9,014	9,265
Specialty	5,249	5,197
Property <sup>(a)</sup>	3,587	4,013
Total Commercial Insurance	47,774	51,095
Consumer Personal Insurance:		
Personal lines	2,998	2,661
Accident and health	1,808	1,662
Total Consumer Personal Insurance	4,806	4,323
Other run-off insurance lines <sup>(b)</sup>	5,375	4,472
Corporate and Other United Guaranty <sup>(a)</sup>	-	713
Transfers of Level 3 Liabilities		331

Net liability for unpaid losses and loss adjustment expenses \$ 57,955 \$ 60,603

(a) Beginning in the third quarter of 2016, UGC and Ascot Underwriting Holdings Ltd. (AUHL) loss reserves are reported as held for sale. As of December 31, 2015 UGC net loss reserves are reported in Corporate and Other United Guaranty, whereas AUHL loss reserves are reported in Commercial Insurance Property.

(b) In the nine-month period ended September 30, 2016 and in the full year 2015, \$1.3 billion and \$1.2 billion, respectively, of loss reserves for certain environmental liability, casualty, healthcare, and specialty coverages, previously reported in Commercial Casualty and Specialty lines of business, were transferred to Other run-off insurance lines.

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## Discounting of Reserves

The following table presents the components of loss reserve discount included above:

	September 30, 2016			December 31, 2015		
	Property	Run-off		Property	Run-off	
(in millions)	Casualty	Insurance	Total	Casualty	Insurance	Total
U.S. workers' compensation:						
Tabular	\$ 635	\$ 218	\$ 853	\$ 635	\$ 218	\$ 853
Non-tabular	1,360	607	1,967	1,542	746	2,288
Asbestos	-	5	5	-	7	7
Total reserve discount	\$ 1,995	\$ 830	\$ 2,825	\$ 2,177	\$ 971	\$ 3,148

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

	Three Months Ended September 30, 2016			September 30, 2015			Nine Months Ended September 30, 2016		
	Property	Run-off		Property	Run-off		Property	Run-off	
(in millions)	Casualty	Insurance	Total	Casualty	Insurance	Total	Casualty	Insurance	Total
Current accident year	\$ 37	\$ -	\$ 37	\$ 45	\$ -	\$ 45	\$ 118	\$ -	\$ 118
Accretion and other adjustments to prior year discount - U.S. Workers' compensation	(43)	(12)	(55)	(48)	(13)	(61)	(104)	(40)	(144)
Accretion and other adjustments to prior year discount - Asbestos	-	-	-	-	(1)	(1)	-	(2)	(2)
Effect of interest rate changes	(11)	(3)	(14)	(38)	(23)	(61)	(196)	(99)	(295)
Net reserve discount benefit (charge)	\$ (17)	\$ (15)	\$ (32)	\$ (41)	\$ (37)	\$ (78)	\$ (182)	\$ (141)	\$ (323)
Comprised of:									
U.S. Workers' compensation	\$ (17)	\$ (15)	\$ (32)	\$ (41)	\$ (36)	\$ (77)	\$ (182)	\$ (139)	\$ (321)
Asbestos	\$ -	\$ -	\$ -	\$ -	\$ (1)	\$ (1)	\$ -	\$ (2)	\$ (2)

**U.S. Workers' Compensation**

Our Non-Life Insurance Companies discount certain workers' compensation reserves in accordance with practices prescribed or permitted by New York, Pennsylvania and Delaware. New York rules generally do

not permit non-tabular discounting on IBNR and prescribe a fixed 5 percent discount rate for application to case reserves. Pennsylvania permits non-tabular discounting of IBNR and approved variable discount rates determined using risk-free rates based on the U.S. Treasury forward yield curve plus a liquidity margin, applicable to IBNR and case reserves. Delaware has permitted discounting on the same basis as the Pennsylvania domiciled companies.

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The net decreases in workers' compensation discount in the amounts of \$32 million and \$321 million, respectively, in the three- and nine-month periods ended September 30, 2016 compared to the prior-year periods were primarily due to the decrease in forward yield curve rates used for discounting under the prescribed or permitted practices. The decrease in the forward yield curve component of the discount rates resulted in a \$14 million and \$295 million decrease in the loss reserve discount in the three- and nine-month periods ended September 30, 2016 compared to the prior-year periods, due to a decrease in Treasury rates along the payout pattern horizon. In addition, there was a \$55 million and \$144 million reduction for accident years 2015 and prior for the three- and nine-month periods ended September 30, 2016, respectively, primarily from accretion of discount on reserves for those periods. This decrease was partially offset by a \$37 million and \$118 million addition for newly established reserves for accident year 2016 in the three- and nine-month periods ended September 30, 2016, respectively. The impact of changes in treasury rates and credit spreads on workers' compensation reserve discount generally is economically offset by unrealized gains and losses on available for sale securities backing these reserves recorded in Other comprehensive income resulting in a modest impact on our overall equity and book value per common share.

**Quarterly Reserving Conclusion**

AI G net loss reserves represent our best estimate of the liability for net losses and loss adjustment expenses as of September 30, 2016. While we regularly review the adequacy of established loss reserves, there can be no assurance that our recorded loss reserves will not develop adversely in future years and materially exceed our loss reserves as of September 30, 2016. 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)	2016	2015	2016	2015
Net liability for unpaid losses and loss adjustment expenses				
at beginning of period	\$ 59,623	\$ 59,093	\$ 60,603	\$ 61,612
Foreign exchange effect	(147)	(121)	53	(1,087)
Change due to retroactive asbestos reinsurance	-	39	-	139
Losses and loss adjustment expenses incurred:				
Current year, undiscounted	4,961	5,067	14,896	15,205
Prior years unfavorable development, undiscounted*	273	191	214	532
Transfers of Level 3 Liabilities				335

Change in discount	<b>32</b>	78	<b>323</b>	(157)
Losses and loss adjustment expenses incurred	<b>5,266</b>	5,336	<b>15,433</b>	15,580
Losses and loss adjustment expenses paid	<b>5,727</b>	6,057	<b>17,074</b>	17,954
Reclassified to liabilities of businesses held for sale	<b>1,060</b>	-	<b>1,060</b>	-
Net liability for unpaid losses and loss adjustment expenses at end of period	<b>\$ 57,955</b>	\$ 58,290	<b>\$ 57,955</b>	\$ 58,290

\* See tables below for details of prior year development by business unit, accident year and major class of business.



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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,	
	2016	2015	2016	2015
<i>(in millions)</i>				
Prior accident year development by major class of business:				
<b>Commercial Insurance - U.S. &amp; Canada:</b>				
Excess casualty	\$ -	\$ -	\$ -	\$ 318
Financial lines including professional liability	(5)	10	(5)	13
On-going Environmental	-	104	-	109
Primary casualty:				
Loss-sensitive (offset by premium adjustments below)*	11	(30)	(17)	(53)
Primary workers' compensation and other	-	21	98	139
Healthcare	-	150	-	156
Specialty	349	(26)	349	20
Property excluding catastrophes	(6)	(14)	(60)	(123)
Catastrophes	(4)	4	121	(37)
All other, net	(17)	36	(15)	69
<b>Total Commercial Insurance - U.S. &amp; Canada</b>	<b>328</b>	<b>255</b>	<b>471</b>	<b>611</b>
<b>Commercial Insurance - International:</b>				
Primary casualty	-	(2)	-	5
Financial lines	-	(3)	-	(30)
Specialty	30	(12)	(14)	(29)
Property excluding catastrophes	(34)	(69)	(100)	(104)
Catastrophes	(13)	(13)	(22)	(14)
All other, net	6	-	2	1
<b>Total Commercial Insurance - International</b>	<b>(11)</b>	<b>(99)</b>	<b>(134)</b>	<b>(171)</b>
<b>Total Commercial Insurance</b>	<b>317</b>	<b>156</b>	<b>337</b>	<b>440</b>
<b>Consumer Personal Insurance - U.S. &amp; Canada:</b>				
Catastrophes	-	(1)	(5)	(6)
All other, net	(19)	(31)	(32)	(68)
<b>Total Consumer Personal Insurance - U.S. &amp; Canada</b>	<b>(19)</b>	<b>(32)</b>	<b>(37)</b>	<b>(74)</b>
<b>Consumer Personal Insurance - International:</b>				
Catastrophes	-	-	2	-
All other, net	(15)	(14)	(86)	15
<b>Total Consumer Personal Insurance - International</b>	<b>(15)</b>	<b>(14)</b>	<b>(84)</b>	<b>15</b>
<b>Total Consumer Personal Insurance</b>	<b>(34)</b>	<b>(46)</b>	<b>(121)</b>	<b>(59)</b>
<b>Run-off Insurance Lines</b>				
Asbestos and environmental (1986 and prior)	-	2	-	51
Transfers of Level 3 Liabilities				337

Run-off environmental	7	52	7	89
Run-off healthcare	-	50	-	50
Other run-off	(1)	-	(1)	-
All other, net	-	(5)	25	(4)
<b>Total Run-off Insurance Lines</b>	<b>6</b>	<b>99</b>	<b>31</b>	<b>186</b>
<b>Corporate and Other United Guaranty</b>	<b>(16)</b>	<b>(18)</b>	<b>(33)</b>	<b>(35)</b>
<b>Total prior year unfavorable development</b>	<b>\$ 273</b>	<b>\$ 191</b>	<b>\$ 214</b>	<b>\$ 532</b>
Premium adjustments on primary casualty loss sensitive business	(11)	30	17	53
<b>Total prior year development, net of premium adjustments</b>	<b>\$ 262</b>	<b>\$ 221</b>	<b>\$ 231</b>	<b>\$ 585</b>

\* Represents prior year development on active retrospectively rated components of risk-sharing policies.

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#### **Quarterly and Year-to-Date Net Loss Development**

##### *Net Loss Development*

In determining the loss development from prior accident years, we consider and evaluate inputs from many sources, including actual claims data, the performance of prior reserve estimates, observed industry trends, our internal peer review processes (including challenges and recommendations from our Enterprise Risk Management group) as well as the views of third party actuarial firms. We use these sources to improve our evaluation techniques and to analyze and assess the change in estimated ultimate loss for each accident year by class of business. Our analyses produce a range of indications from various methods, from which we select our best estimate.

We analyze and evaluate 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 lower or higher 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. In other cases, the lower or higher than expected emergence may result in a change, either favorable or unfavorable. As appropriate, we make adjustments in response to 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 particular those related to complex, claims-related class action litigation and latent exposure claims.

In the three-month period ended September 30, 2016, the adverse prior year loss reserve development was \$273 million, which was primarily driven by adverse development from our U.S. program business within Specialty, partially offset by Property excluding catastrophes, and Consumer - Personal Insurance. The U.S. program prior year development was driven by higher than expected loss emergence in the most recent calendar year from a subset of the U.S. programs businesses, which consists of both casualty and property lines written by Managing General Agencies (MGAs) for which third party administrators handled the majority of the claims.

In the nine-month period ended September 30, 2016, the adverse prior year loss reserve development was \$214 million, which was primarily driven by program business in the U.S., domestic catastrophes, and the Florida court rulings described below, partially offset by favorable development from Property excluding catastrophes, and Consumer - Personal Insurance.

During the second quarter of 2016, the Florida Supreme Court issued two separate rulings that have increased the potential liability for workers' compensation claims in that state by undoing certain aspects of regulations in place since 2003. The Castellanos ruling eliminated statutory caps on claimant attorney fees in certain cases, and the Westphal ruling eliminated the 104-week limitation on temporary total disability benefits. Also in the second quarter, the Florida Court of Appeals issued the Miles decision, declaring unconstitutional certain restrictions on claimant-paid attorney fees.

We have evaluated the potential impact of these decisions on our loss reserves, and have recognized adverse prior year development for primary workers' compensation in the nine-month period ended September 30, 2016 of approximately \$100 million. We are continuing to monitor the impact of these decisions, and may adjust our estimate as new facts and data emerge.

In the three- and nine-month periods ended September 30, 2015, the adverse prior year loss reserve development was \$191 million and \$532 million, respectively, which was driven by increased automobile claim severity in Excess and Primary Casualty, as well as adverse development from Asbestos and Environmental (1986 and prior), and Run-off Environmental (1987 to 2004). This was partially offset by Property excluding catastrophes, both domestically and internationally.

We recognized additional premiums on loss sensitive business of \$11 million and return premiums of \$17 million for the three- and nine-month periods ended September 30, 2016, respectively, which entirely offset development in that business. We recognized return premiums on loss sensitive business of \$30 million and \$53 million for the three- and nine-month periods ended September 30, 2015, respectively, which entirely offset favorable development in that business.

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See Results of Operations — Commercial Insurance and Results of Operations — Consumer Personal Insurance Results herein for further discussion of net loss development.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(in millions)</i>				
Prior accident year development by accident year:				
<b>Accident Year</b>				
2015	\$ 76	\$ -	\$ (56)	\$ -
2014	122	(65)	54	(87)
2013	37	27	11	92
2012	(1)	(83)	68	69
2011	11	1	27	23
2010	13	40	16	42
2009	27	21	51	(9)
2008	(20)	57	19	70
2007	1	17	8	(30)
2006	(3)	29	(1)	21
2005	(1)	6	21	4
2004 and prior (see table below)	11	141	(4)	337
Total prior year unfavorable development	\$ 273	\$ 191	\$ 214	\$ 532

**The following table summarizes development, (favorable) or unfavorable, of incurred losses and loss adjustment expenses for accident year 2004 and prior by major class of business and driver of development:**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<i>(in millions)</i>				
2004 and prior accident year development by major class of business and driver of development:				
Excess Casualty - all other	\$ -	\$ -	\$ -	\$ 1
Primary Casualty - loss sensitive business <sup>(a)</sup>	-	12	(8)	(3)
Primary Casualty - all other <sup>(b)</sup>	-	58	5	94
Run-off environmental (1987 to 2004)	7	39	7	86
Asbestos and environmental (1986 and prior)	-	2	-	51
Commutations and arbitrations <sup>(c)</sup>	-	(4)	-	(5)
All Other	4	34	(8)	113
Total prior year (favorable) unfavorable development	\$ 11	\$ 141	\$ (4)	\$ 337

- (a) Loss sensitive business that is offset by premium adjustments and has no income statement impact. Approximated based on prior accident year development recognized from policy year premium charges.
- (b) Includes loss development on excess of deductible exposures in workers' compensation, general liability and commercial auto.
- (c) The effects of commutations are shown separately from the related classes of business, primarily excess workers' compensation. Commutations are reflected for the years in which they were contractually binding.

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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 2015 Annual Report, our 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, 2016, we increased our gross asbestos incurred losses by \$4 million due to accretion of discount, while our net asbestos incurred losses increased by \$2 million. For the same period, our gross and net environmental incurred losses remained unchanged. In the nine-month period ended September 30, 2015, we increased our gross asbestos reserves by \$20 million and our net asbestos reserves by \$11 million due to minor changes in estimates, accretion of discount, and anticipated uncollectible reinsurance. For the same period, we increased our gross environmental reserves by \$66 million and our net environmental reserves by \$43 million to reflect the results of a top-down analysis of accident years 1986 and prior completed in the second quarter of 2015.

In addition to the U.S. asbestos and environmental reserve amounts shown in the tables below, the Non-Life Insurance Companies also have asbestos reserves relating to foreign risks written by non U.S. entities of \$107 million gross and \$85 million net as of September 30, 2016. The asbestos reserves relating to non U.S. risks written by non U.S. entities were \$121 million gross and \$93 million net as of December 31, 2015.

**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,**  
*(in millions)*

**Asbestos:**

Liability for unpaid losses and loss adjustment expenses  
at beginning of year

Change in net loss reserves due to retroactive reinsurance

	<b>2016</b>		<b>2015</b>	
	<b>Gross</b>	<b>Net</b>	<b>Gross</b>	<b>Net</b>
	<b>\$ 3,595</b>	<b>\$ 446</b>	<b>\$ 4,117</b>	<b>\$ 388</b>
	-	-	-	135

## Losses and loss adjustment expenses incurred:

Undiscounted	-	-	13	7
Change in discount	4	2	7	4
Losses and loss adjustment expenses incurred	4	2	20	11
Losses and loss adjustment expenses paid	(546)	(218)	(438)	(230)
Liability for unpaid losses and loss adjustment expenses at end of period	\$ 3,053	\$ 230	\$ 3,699	\$ 304
Environmental:				
Liability for unpaid losses and loss adjustment expenses at beginning of year	\$ 545	\$ 276	\$ 368	\$ 185
Losses and loss adjustment expenses incurred	-	-	66	43
Losses and loss adjustment expenses paid	(19)	(14)	(30)	(24)
Other changes	-	-	-	6
Liability for unpaid losses and loss adjustment expenses at end of period	\$ 526	\$ 262	\$ 404	\$ 210



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Combined:

Liability for unpaid losses and loss adjustment expenses at beginning of year	\$ 4,140	\$ 722	\$ 4,485	\$ 573
Change in net loss reserves due to retroactive reinsurance	-	-	-	135
Losses and loss adjustment expenses incurred:				
Undiscounted	-	-	79	50
Change in discount	4	2	7	4
Losses and loss adjustment expenses incurred	4	2	86	54
Losses and loss adjustment expenses paid	(565)	(232)	(468)	(254)
Other changes	-	-	-	6
Liability for unpaid losses and loss adjustment expenses at end of period	\$ 3,579	\$ 492	\$ 4,103	\$ 514

**Life Insurance Companies DAC and Reserves**

The following section provides discussion of deferred policy acquisition costs and insurance reserves for Life Insurance Companies.

**Update of Actuarial Assumptions**

The Life Insurance Companies review and update estimated gross profit assumptions used to amortize DAC and related items for investment-oriented products at least annually. Estimated gross profit assumptions 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 reserve) 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 addition to estimated gross profit assumptions, the update of actuarial assumptions in the three- and nine-month periods ended September 30, 2016 included loss recognition expense related to payout annuities in Institutional Markets. Loss recognition expense is included in Other reserve changes in the reserve rollforward table presented in Insurance Reserves. Assumptions related to investment yields, mortality experience and expenses are reviewed periodically and updated as appropriate, which could result in additional loss recognition reserves.

The update of actuarial assumptions in the three- and nine-month periods ended September 30, 2016 and 2015 also included adjustments to reserves for universal life with secondary guarantees, and in the 2015 periods only, group benefit claim reserves and loss recognition for certain long-term care products.

The update of actuarial assumptions in the three- and nine-month periods ended September 30, 2016 and 2015 included, in both years, adjustments to the valuation of variable annuity GMWB features that are accounted for as embedded derivatives and measured at fair value, which are primarily in the Retirement Income Solutions and Group Retirement product lines. Changes in the fair value of such embedded derivatives are recorded in net realized capital gains (losses) and, together with related DAC adjustments, are excluded from pre-tax operating income. See Variable Annuity Guaranteed Benefit Features and Hedging Program for additional discussion of the reserving assumptions for GMWB.

The net increases (decreases) to pre-tax operating income and pre-tax income as a result of the update of actuarial assumptions for the three- and nine-month periods ended September 30, 2016 and 2015 are shown in the following tables.

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The following table presents the increase (decrease) in pre-tax operating income resulting from the update of actuarial assumptions for the domestic Life Insurance Companies, by product line:

**Three Months and Nine Months Ended September 30,***(in millions)*

	2016	2015
<b>Consumer Insurance:</b>		
Retirement		
Fixed Annuities	\$ 330	\$ 92
Retirement Income Solutions	39	-
Group Retirement	(47)	48
Total Retirement	322	140
Life	(84)	(157)
Total Consumer Insurance	238	(17)
<b>Corporate and Other:</b>		
Institutional Markets	(622)	-
Total increase (decrease) in pre-tax operating income from update of assumptions	\$ (384)	\$ (17)

The following table presents the increase (decrease) in pre-tax income resulting from the update of actuarial assumptions of the domestic Life Insurance Companies, by line item as reported in Results of Operations:

**Three Months and Nine Months Ended September 30,***(in millions)*

	2016	2015
Policy fees	\$ (54)	\$ 21
Interest credited to policyholder account balances	65	74
Amortization of deferred policy acquisition costs	325	79
Policyholder benefits and losses incurred	(720)	(191)
Decrease in pre-tax operating income	(384)	(17)
Change in DAC related to net realized capital gains (losses)	13	21
Net realized capital gains (losses)	(56)	(39)
Decrease in pre-tax income	\$ (427)	\$ (35)

As a result of the update of actuarial assumptions, Consumer Insurance pre-tax operating income included a net positive adjustment of \$238 million in the three- and nine-month periods ended September 30, 2016, primarily driven by lower surrender assumptions in Fixed Annuities, partially offset by an increase in reserves for universal life with secondary guarantees, compared to a net reduction of \$17 million in Consumer Insurance pre-tax operating income in the three- and nine-month periods ended September 30, 2015. The adjustments related to the update of actuarial assumptions in each period are discussed by operating segment below.

The addition of \$622 million of loss recognition reserves for Institutional Markets payout annuities, including certain structured settlements and terminal funding annuities, was reported as a reduction to Corporate and Other pre-tax operating income in the three- and nine-month periods ended September 30, 2016, primarily as a result of updated mortality assumptions.

Pre-tax income also reflected the update of assumptions for GMWB and fixed index guarantee features accounted for as embedded derivatives, and related adjustments to DAC, which in the aggregate reduced pre-tax income by \$43 million in the three- and nine-month periods ended September 30, 2016 and reduced pre-tax income by \$18 million in the three- and nine-month periods ended September 30, 2015. See Variable Annuity Guaranteed Benefit Features and Hedging Program for additional discussion of the assumption updates for GMWB.

A discussion of the adjustments to reflect the update of assumptions for Retirement, Life and Institutional Markets follows.

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#### **Update of Actuarial Assumptions by Product Line**

##### **Retirement**

The update of actuarial assumptions resulted in net positive adjustments to pre-tax operating income of the Retirement operating segment of \$322 million in the three- and nine-month periods ended September 30, 2016 and \$140 million in the three- and nine-month periods ended September 30, 2015.

In Fixed Annuities, the update of estimated gross profit assumptions resulted in a net positive adjustment of \$330 million in the three- and nine-month periods ended September 30, 2016, which reflected lower surrender assumptions, primarily due to lower long-term interest rates, as well as updates to investment yield and crediting rate assumptions compared to those previously modeled. In the three- and nine-month periods ended September 30, 2015, the update of estimated gross profit assumptions in Fixed Annuities resulted in a net positive adjustment of \$92 million, which reflected refinements to investment spread assumptions, lower terminations than previously assumed and decreases to expense assumptions.

In Retirement Income Solutions, the update of estimated gross profit assumptions resulted in a net positive adjustment of \$39 million in the three- and nine-month periods ended September 30, 2016, primarily due to favorable updates to assumptions for long-term volatility, surrenders, mortality and policy expenses, partially offset by a decrease in the separate account long-term asset growth rate assumption from 8.5 percent to 7.5 percent (before expenses that reduce the asset base from which future fees are projected). The net positive adjustment in the three- and nine-month periods ended September 30, 2016 included a net negative adjustment of approximately \$24 million in connection with the conversion to a more robust modeling platform for variable annuities, primarily due to refinements to assumptions for guaranteed minimum interest rates and investment fees, partially offset by the impact of other refinements identified during the conversion. In the three- and nine-month periods ended September 30, 2015, there were offsetting updates to assumed investment fees, modeled expenses, and terminations, resulting in no net adjustment to pre-tax operating income in Retirement Income Solutions.

In Group Retirement, the update of estimated gross profit assumptions resulted in a net negative adjustment of \$47 million in the three- and nine-month periods ended September 30, 2016, primarily due to refinements in surrender and partial withdrawal assumptions and a decrease in the separate account long-term asset growth rate assumption from 8.5 percent to 7.5 percent (before expenses that reduce the asset base from which future fees are projected). In the three- and nine-month periods ended September 30, 2015, a net positive adjustment from the update of estimated gross profit assumptions of \$48 million in Group Retirement was primarily due to revisions to mortality and surrender assumptions, partially offset by decreased spread assumptions.

Adjustments related to the update of assumptions for the valuation of variable annuity GMWB and fixed index guarantee features accounted for as embedded derivatives and measured at fair value, which are primarily in the Retirement Income Solutions and Group Retirement product lines, are recorded in net

realized capital gains (losses) and excluded from pre-tax operating income. See Variable Annuity Guaranteed Benefit Features and Hedging Program for additional discussion of the assumption updates for GMWB.

## Life

In Life, the update of actuarial assumptions resulted in a net negative adjustment of \$84 million in the three- and nine-month periods ended September 30, 2016. This decrease in pre-tax operating income in the three- and nine-month periods ended September 30, 2016 was primarily due to refinement to reserves for universal life insurance with secondary guarantees due to lower assumed surrender rates. The update to Life assumptions also included lower yield and interest credited assumptions.

In the three- and nine-month periods ended September 30, 2015, the net negative adjustment of \$157 million related to the update of actuarial assumptions, which reduced pre-tax operating income of the Life operating segment, was primarily due to lower assumed surrender rates for certain later-duration universal life with secondary guarantees. The net negative adjustment also reflected lower investment spread assumptions, partially offset by more favorable than expected mortality, as well as loss recognition expense of \$39 million for certain discontinued long-term care products primarily due to lower future premium assumptions. These negative adjustments were partially offset by a decrease in certain group benefit claim reserves based on updated experience data.

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#### **Institutional Markets**

The update of actuarial assumptions resulted in \$622 million of loss recognition expense on structured settlement and terminal funding payout annuities, which drove the pre-tax operating loss in Institutional Markets reported in Corporate and Other in the three- and nine-month periods ended September 30, 2016. The loss recognition reflected the establishment of additional reserves primarily as a result of mortality experience studies, which indicated increased longevity, particularly on disabled lives on a block of structured settlements underwritten pre-2010. This legacy block accounted for over 80% of the charge recognized in the three- and nine-month periods ended September 30, 2016. These contracts are expected to become part of the Legacy Portfolio when our new operating structure is finalized. Compared to the legacy structured settlement contracts, our more recently issued contracts contain a lower proportion of substandard business and those lives are less severely impaired, on average. There was no impact on pre-tax operating income of Institutional Markets from the update of actuarial assumptions in the three- and nine-month periods ended September 30, 2015.

#### **Variable Annuity Guaranteed Benefit Features and Hedging Program**

Our Retirement Income Solutions and Group Retirement businesses offer variable annuity products with riders that provide guaranteed living benefit features, which include GMWB and GMAB. The liabilities for GMWB and GMAB are accounted for as embedded derivatives measured at fair value. The fair value of the embedded derivatives may fluctuate significantly based on market interest rates, equity prices, credit spreads and market volatility.

In addition to risk-mitigating features in our variable annuity product design, we have an economic hedging program designed to manage market risk from GMWB and GMAB, including exposures to changes in interest rates, equity prices, credit spreads and volatilities. The hedging program utilizes derivative instruments, including but not limited to equity options, futures contracts and interest rate swap and swaption contracts, as well as fixed maturity securities with a fair value election. See Enterprise Risk Management – Life Insurance Companies Key Insurance Risks – Variable Annuity Risk Management and Hedging Program in the 2015 Annual Report for additional discussion of market risk management related to these product features.

#### **Impact on Quarterly and Year-to-Date Pre-tax Income**

Changes in the fair value of the GMWB and GMAB embedded derivatives, and changes in the fair value of related derivative hedging instruments, are recorded in Other realized capital gains (losses). Realized capital gains (losses), as well as net investment income from changes in the fair value of the fixed maturity securities used in the variable annuity hedging program, for which the fair value option has been elected, are excluded from pre-tax operating income of the Retirement operating segment.

The change in the fair value of the embedded derivatives and the change in the value of the hedging portfolio are not expected to be fully offsetting, primarily due to differences between the GAAP valuation of the embedded derivatives and the economic hedge target. The non-performance or “own credit” spread adjustment (NPA), which adjusts the rate used to discount projected benefit cash flows for the GAAP valuation of the embedded derivatives, is excluded from the economic hedge target. When corporate credit spreads widen, the change in the NPA generally reduces the fair value of the embedded derivative liabilities, resulting in a gain, and when corporate credit spreads narrow or tighten, the change in the NPA generally increases the fair value of the embedded derivative liabilities, resulting in a loss. See Differences in Valuation of Embedded Derivatives and Economic Hedge Target, below.



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**The following table presents the net increase (decrease) to consolidated pre-tax income from changes in the fair value of the GMWB and GMAB embedded derivatives and related hedges:**

	Three Months Ended September 30, 2016	2015	Nine Mo Ende September 2016
<i>(in millions)</i>			
Change in fair value of embedded derivatives, excluding update of actuarial assumptions and NPA	\$ 101	\$(1,057)	\$(1,279)
Change in fair value of variable annuity hedging portfolio:			
Fixed maturity securities	17	4	270
Interest rate derivative contracts	27	548	1,411
Equity derivative contracts	(350)	376	(650)
Change in fair value of variable annuity hedging portfolio	(306)	928	1,031
Change in fair value of embedded derivatives, excluding NPA, net of hedging portfolio	(205)	(129)	(248)
Change due to update of actuarial assumptions, excluding NPA	(19)	(39)	(19)
Change in fair value of embedded derivatives due to NPA	(68)	237	55
Net impact on pre-tax income	\$(292)	\$ 69	\$(212)

In the three-month period ended September 30, 2016, gains from decreases in the fair value of the GMWB and GMAB embedded derivative liabilities, excluding the update of actuarial assumptions and the NPA, were more than offset by losses in the fair value of the related hedging portfolio, primarily from equity hedges. In the nine-month period ended September 30, 2016, losses from the increase in the fair value of the GMWB and GMAB embedded derivative liabilities, excluding the update of actuarial assumptions and the NPA, were primarily due to decreases in market interest rates and were significantly offset by changes in the fair value of the related hedging portfolio.

The update of actuarial assumptions in the three- and nine-month periods ended September 30, 2016 included net increases in both the economic hedge target and the embedded derivative liabilities, which primarily reflected lower surrender and mortality assumptions, partially offset by a decrease due to updated assumptions for utilization of withdrawal benefits. The impact of these updated assumptions, which were based on experience studies, was less significant to the embedded derivative liabilities than to the economic hedge target, because the discount rates used to value the embedded derivatives include the additional spread adjustment for the NPA, as well as other explicit risk margins. In addition, the increase in the embedded derivative liabilities from the assumption updates was partially offset by a reduction due to an update of these risk margins. As a result, the net increase in the GMWB and GMAB embedded derivative liabilities from the update of assumptions was \$19 million in the three- and nine-month periods ended September 30, 2016.

The three-month period ended September 30, 2016 included losses from the change in the NPA, as a result of corporate credit spreads tightening. However, for the nine-month period ended September 30, 2016, widening in credit spreads resulted in a positive impact on pre-tax income from the change in the

NPA, although to a lesser extent than in the same period in the prior year.

In the three- and nine-month periods ended September 30, 2015, the impact of widening credit spreads resulted in gains from changes in the NPA, which were the primary driver of the net positive impact on pre-tax income in those periods. A decrease in market interest rates and lower equity market performance in the three- and nine-month periods ended September 30, 2015 resulted in increases in the GMWB and GMAB embedded derivative liabilities in those period, excluding the update of actuarial assumptions and the NPA, which were significantly offset by changes in the value of the hedging portfolio. The three- and nine-month periods ended September 30, 2015 included a net increase in the GMWB liabilities of \$39 million due to the update of actuarial assumptions, which reflected improved mortality, lapse and withdrawal assumptions.

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The changes in the fair value of the embedded derivatives, excluding the update of actuarial assumptions and the NPA, were significantly offset in the three- and nine-month periods ended September 30, 2016 and 2015 by the following changes in the fair value of the variable annuity hedging portfolio.

- Changes in the fair value of fixed maturity securities, for which the fair value option has been elected, are used as a capital-efficient way to economically hedge interest rate and credit spread-related risk. Effective June 30, 2015, we discontinued our U.S. Treasury bond interest rate hedging program and initiated a corporate bond hedging program, which is intended to provide the same capital efficiency as the previous U.S. Treasury bond hedging program. The change in the fair value of the corporate bond hedging program in the three-month periods ended September 30, 2016 and 2015 was not significant. The nine-month period ended September 30, 2016 included gains from the change in fair value of the corporate bond hedging program, primarily due to decreases in market interest rates. The nine-month period ended September 30, 2015 reflected decreases primarily in the fair value of the U.S. Treasury bond hedging program primarily due to increases in market interest rates in the first six months of 2015. The change in the fair value of the hedging bonds is reported in net investment income on the Consolidated Statements of Income (Loss).
- Changes in the fair value of interest rate derivative contracts, which included swaps, swaptions and futures, resulted in gains in the three- and nine-month periods ended September 30, 2016, primarily due to decreasing market interest rates in the first six months of 2016. In the three- and nine-month periods ended September 30, 2015, gains in the three-month period from decreases in market interest rates largely offset the impact of increases in rates in the first six months of 2015.
- The change in the fair value of equity derivative contracts, which included futures and options, resulted in losses in the three- and nine-month periods ended September 30, 2016, compared to gains in the same periods in the prior year, due to more favorable change in equity market returns in the current year periods.

#### **Differences in Valuation of Embedded Derivatives and Economic Hedge Target**

The variable annuity hedging program utilizes an economic hedge target, which represents an estimate of the underlying economic drivers of the embedded derivatives. The economic hedge target differs from the GAAP valuation of the GMWB and GMAB embedded derivatives due to the following:

- Rider fees are 100 percent included in the economic hedge target present value calculations; the GAAP valuation reflects those collected fees attributed to the embedded derivative such that the initial value at contract issue equals zero;
- Actuarial assumptions for GAAP are adjusted to remove explicit risk margins, including margins for policyholder behavior, mortality, and volatility for valuing the present value of fees, and use best estimate assumptions for the economic hedge target; and

- NPA is excluded from the discount rates used for the economic hedge target.

The market value of the hedge portfolio compared to the economic hedge target at any point in time may be different and is not expected to be fully offsetting. In addition to the derivatives held in conjunction with the variable annuity hedging program, the Life Insurance Companies have cash and invested assets available to cover future claims payable under these guarantees. The primary sources of difference between the change in the fair value of the hedging portfolio and the economic hedge target include:

- Basis risk due to the variance between expected and actual fund returns, which may be either positive or negative;
- Realized volatility versus implied volatility;
- Actual versus expected changes in the hedge target related to items not subject to hedging, particularly policyholder behavior; and
- Risk exposures that we have elected not to explicitly or fully hedge.

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The following table summarizes the major components of the changes in Life Insurance Companies DAC, including VOBA:

**Nine Months Ended September 30,**

*(in millions)*

	<b>2016</b>	<b>2015</b>
Balance, beginning of year	\$ <b>8,467</b>	\$ 7,258
Acquisition costs deferred	<b>920</b>	935
Amortization expense:		
Update of assumptions included in pre-tax operating income	<b>325</b>	79
Related to realized capital gains and losses	<b>4</b>	(65)
All other operating amortization	<b>(831)</b>	(746)
Increase (decrease) in DAC due to foreign exchange	<b>28</b>	(32)
Change related to unrealized depreciation (appreciation) of investments	<b>(971)</b>	464
Balance, end of period*	\$ <b>7,942</b>	\$ 7,893

\* DAC balance excluding the amount related to unrealized depreciation (appreciation) of investments was \$9.5 billion and \$8.9 billion at September 30, 2016 and 2015, respectively.

The net adjustments to DAC amortization from the update of actuarial assumptions for estimated gross profits, including those reported within change in DAC related to net realized capital gains (losses), represented three percent and one percent of the DAC balance, excluding the amount related to unrealized depreciation (appreciation) of investments, as of September 30, 2016 and 2015, respectively.

**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 (shadow DAC). Shadow DAC generally moves in the opposite direction of the change in unrealized appreciation of the available for sale securities portfolio, reducing the reported DAC balance when market interest rates decline. In addition, significant unrealized appreciation of investments in a prolonged low interest rate environment may cause additional future policy benefit liabilities to be recorded (shadow loss reserves). Market interest rates decreased in the nine-month period ended September 30, 2016. As a result, the Life Insurance Companies' unrealized appreciation of investments in the nine-month period ended September 30, 2016 increased by \$8.5 billion compared to December 31, 2015, which resulted in an increase in the shadow DAC offset and an increase in shadow loss reserves. Shadow loss reserves increased by \$2.4 billion at September 30, 2016 compared to December 31, 2015.

**Life Insurance Companies Reserves**

The following table summarizes the major components of the changes in Life Insurance Companies DAC, including VOBA:

The following table presents a rollforward of Life Insurance Companies' insurance reserves, including separate accounts and mutual fund assets under management, by operating segment:

<i>(in millions)</i>	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
<b>Retirement:</b>				
Balance at beginning of period, gross	\$ 216,577	\$ 207,868	\$ 208,333	\$ 204,627
Premiums and deposits	5,184	6,639	18,498	18,244
Surrenders and withdrawals	(4,197)	(4,767)	(12,474)	(13,433)
Death and other contract benefits	(947)	(997)	(2,951)	(2,965)
Subtotal	40	875	3,073	1,846

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Change in fair value of underlying assets and reserve accretion, net of policy fees	3,895	(5,754)	7,631	(4,862)
Cost of funds	689	688	2,054	2,037
Other reserve changes	(113)	15	(3)	44
Balance at end of period	221,088	203,692	221,088	203,692
Reserves related to unrealized appreciation of investments	230	15	230	15
Reinsurance ceded	(378)	(363)	(378)	(363)
Total insurance reserves and mutual fund assets under management	\$220,940	\$203,344	\$220,940	\$203,344
<b>Life:</b>				
Balance at beginning of period, gross	\$ 34,758	\$ 33,640	\$ 34,170	\$ 33,536
Premiums and deposits	1,330	1,223	3,858	3,695
Surrenders and withdrawals	(226)	(189)	(694)	(575)
Death and other contract benefits	(229)	(257)	(718)	(764)
Subtotal	875	777	2,446	2,356
Change in fair value of underlying assets and reserve accretion, net of policy fees	(183)	(266)	(602)	(594)
Cost of funds	121	124	364	370
Other reserve changes	9	(436)	(798)	(1,829)
Balance at end of period	35,580	33,839	35,580	33,839
Reserves related to unrealized appreciation of investments	-	1	-	1
Reinsurance ceded	(1,357)	(1,430)	(1,357)	(1,430)
Total insurance reserves	\$ 34,223	\$ 32,410	\$ 34,223	\$ 32,410
<b>Institutional Markets:</b>				
Balance at beginning of period, gross	\$ 36,197	\$ 35,523	\$ 35,823	\$ 35,080
Premiums and deposits	203	159	1,013	985
Surrenders and withdrawals	(228)	(133)	(507)	(389)
Death and other contract benefits	(430)	(396)	(1,267)	(1,193)
Subtotal	(455)	(370)	(761)	(597)
Change in fair value of underlying assets and reserve accretion, net of policy fees	364	206	1,036	763
Cost of funds	102	102	304	306
Other reserve changes*	607	(61)	413	(152)
Balance at end of period	36,815	35,400	36,815	35,400
Reserves related to unrealized appreciation of investments	1,711	288	1,711	288
Reinsurance ceded	(5)	(5)	(5)	(5)
Total insurance reserves	\$ 38,521	\$ 35,683	\$ 38,521	\$ 35,683
<b>Total Life Insurance Companies:</b>				
Balance at beginning of period, gross	\$287,532	\$277,031	\$278,326	\$273,243
Premiums and deposits	6,717	8,021	23,369	22,924
Surrenders and withdrawals	(4,651)	(5,089)	(13,675)	(14,397)
Death and other contract benefits	(1,606)	(1,650)	(4,936)	(4,922)

Subtotal	<b>460</b>	1,282	<b>4,758</b>	3,605
Change in fair value of underlying assets and reserve accretion, net of policy fees	<b>4,076</b>	(5,814)	<b>8,065</b>	(4,693)
Cost of funds	<b>912</b>	914	<b>2,722</b>	2,713
Other reserve changes	<b>503</b>	(482)	<b>(388)</b>	(1,937)
Balance at end of period	<b>293,483</b>	272,931	<b>293,483</b>	272,931
Reserves related to unrealized appreciation of investments	<b>1,941</b>	304	<b>1,941</b>	304
Reinsurance ceded	<b>(1,740)</b>	(1,798)	<b>(1,740)</b>	(1,798)
Total insurance reserves and mutual fund assets under management	<b>\$293,684</b>	\$271,437	<b>\$ 293,684</b>	\$ 271,437

\* Institutional Markets' Other reserve changes include \$622 million of loss recognition expense in the three- and nine-month periods ended September 30, 2016.



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**Life Insurance Companies' insurance reserves including separate accounts and mutual fund assets under management were comprised of the following balances:**

<i>(in millions)</i>	<b>September 30, 2016</b>	<b>December 31, 2015</b>
Future policy benefits*	<b>\$ 45,856</b>	<b>\$ 41,820</b>
Policyholder contract deposits	<b>133,013</b>	<b>127,704</b>
Other policy funds	<b>1,629</b>	<b>1,503</b>
Separate account liabilities	<b>82,616</b>	<b>79,564</b>
Total insurance reserves	<b>263,114</b>	<b>250,591</b>
Mutual fund assets under management	<b>32,310</b>	<b>27,735</b>
Total insurance reserves and mutual fund assets under management	<b>\$ 295,424</b>	<b>\$ 278,326</b>

\* Excludes certain intercompany assumed reinsurance.

**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 risk framework established by Enterprise Risk Management (ERM). Our liquidity risk framework is designed to manage liquidity at both AIG Parent and subsidiaries to meet our financial obligations over a twelve-month period under a liquidity stress scenario. See Enterprise Risk Management — Risk Appetite, Limits, Identification, and Measurement in the 2015 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 as was the case in 2008. 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.

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### **Item 2 / LIQUIDITY AND CAPITAL RESOURCES**

#### **Sources**

##### **• *AIG Parent Funding from Subsidiaries***

During the nine-month period ended September 30, 2016, AIG Parent received \$6.3 billion in dividends and loan repayments from subsidiaries. Of this amount, \$2.5 billion was dividends in the form of cash and fixed maturity securities from our Non-Life Insurance Companies and \$3.8 billion was dividends and loan repayments in the form of cash and fixed maturity securities from our Life Insurance Companies.

AIG Parent also received \$2.2 billion in tax sharing payments in the form of cash and fixed maturity securities from our insurance businesses in the nine-month period ended September 30, 2016, including \$595 million of such payments in the third quarter of 2016. The tax sharing payments may be subject to adjustment in future periods.

The dividends and tax sharing payments from our Non-Life and Life Insurance Companies were funded, in part, by proceeds from the sale of 740 million ordinary H shares of PICC Property & Casualty Company Limited for approximately \$1.25 billion in May 2016 and by the sale of AIG Advisor Group in May 2016.

##### **• *Debt Issuances***

In February 2016, we issued \$1.5 billion aggregate principal amount of 3.300% Notes due 2021.

In March 2016, we issued \$1.5 billion aggregate principal amount of 3.900% Notes due 2026.

In June 2016, we issued €750 million aggregate principal amount of 1.500% Notes due 2023.

##### **• *Legacy Assets***

During the nine-month period ended September 30, 2016, we monetized approximately \$3.1 billion of legacy assets.

#### **Uses**

##### **• *Debt Reduction***

In March 2016, we repurchased, through a cash tender offer, approximately \$736 million aggregate principal amount of certain notes and debentures issued or guaranteed by AIG for an aggregate purchase price of approximately \$825 million.

We also made other repurchases and repayments of approximately \$7.1 billion during the nine-month period ended September 30, 2016. AIG Parent made interest payments on our debt instruments totaling \$797 million during the nine-month period ended September 30, 2016.

- ***Dividend***

We paid a cash dividend of \$0.32 per share on AIG Common Stock during each of the first, second and third quarters of 2016.

- ***Repurchase of Common Stock<sup>(\*)</sup>***

We repurchased approximately 153 million shares of AIG Common Stock during the nine-month period ended September 30, 2016, for an aggregate purchase price of approximately \$8.5 billion.

- ***Repurchase of Warrants***

We repurchased 15 million warrants to purchase shares of AIG Common Stock during the nine-month period ended September 30, 2016, for an aggregate purchase price of \$263 million.

- ***AIG Parent Funding to Subsidiaries***

In January 2016, AIG Parent made a capital contribution of approximately \$2.9 billion to our Non-Life Insurance Companies.

\* Pursuant to Exchange Act Rule 10b5-1 repurchase plans, from October 1 to November 2, 2016, we have repurchased approximately \$946 million of additional shares of AIG Common Stock. As of November 2, 2016, approximately \$4.4 billion remained under our share repurchase authorization.

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The following table presents selected data from AIG's Condensed Consolidated Statements of Cash Flows:

**Nine Months Ended September 30,***(in millions)*

	2016	2015
Sources:		
Net cash provided by operating activities	\$ 1,753	\$ 2,234
Net cash provided by changes in restricted cash	-	1,476
Net cash provided by other investing activities	374	5,204
Changes in policyholder contract balances	3,598	1,415
Issuance of long-term debt	11,430	6,449
Total sources	17,155	16,778
Uses:		
Change in restricted cash	(49)	-
Repayments of long-term debt	(7,683)	(8,343)
Purchases of AIG Common Stock	(8,506)	(7,473)
Net cash used in other financing activities	(136)	(1,112)
Total uses	(16,374)	(16,928)
Effect of exchange rate changes on cash	88	(39)
Increase (decrease) in cash	\$ 869	\$ (189)

The following table presents a summary of AIG's Condensed Consolidated Statements of Cash Flows:

**Nine Months Ended September 30,***(in millions)*

	2016	2015
Summary:		
Net cash provided by operating activities	\$ 1,753	\$ 2,234
Net cash provided by investing activities	325	6,680
Net cash used in financing activities	(1,297)	(9,064)
Effect of exchange rate changes on cash	88	(39)
Increase (decrease) in cash	869	(189)
Cash at beginning of year	1,629	1,758
Change in cash of businesses held for sale	-	-
Cash at end of period	\$ 2,498	\$ 1,569

**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 \$1.0 billion in the nine-month period ended September 30, 2016 compared to \$1.1 billion in the same period in the prior year. Excluding interest payments, AIG generated positive operating cash flow of \$3.2 billion for the nine-month period ended September 30, 2016 compared to \$3.3 billion for the nine-month period ended September 30, 2015.

Cash used in operating activities of our Non-Life Insurance Companies in the nine-month period ended September 30, 2016 was \$149 million compared to \$172 million of cash used in the same period in the prior year, primarily attributable to decrease in premiums and other receivables and increase in other assets in the nine-month period ended September 30, 2016.

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Cash provided by operating activities of our Life Insurance Companies was \$1.8 billion in the nine-month period ended September 30, 2016, compared to cash provided of \$2.1 billion in the same period in the prior year, primarily due to increases in premiums and other receivables and other assets in the nine-month period ended September 30, 2016, compared to decreases in the same period in the prior year.

#### **Investing Cash Flow Activities**

Net cash provided by investing activities in the nine-month periods ended September 30, 2016 and 2015 included approximately \$660 million and \$694 million, respectively, of cash collateral received in connection with our Life Insurance Companies' securities lending program. In addition, the nine-month period ended September 30, 2015 included approximately \$4.2 billion of net cash proceeds from the sale of ordinary shares of AerCap.

#### **Financing Cash Flow Activities**

Net cash used in financing activities in the nine-month period ended September 30, 2016 included:

- approximately \$1.1 billion in the aggregate to pay a dividend of \$0.32 per share on AIG Common Stock in each of the first, second and third quarters of 2016;
- approximately \$8.5 billion to repurchase approximately 153 million shares of AIG Common Stock;
- \$263 million to repurchase 15 million warrants to purchase shares of AIG Common Stock; and
- approximately \$7.7 billion to repay long-term debt.

Net cash used in financing activities in the nine-month period ended September 30, 2015 included:

- approximately \$687 million in the aggregate to pay a dividend of \$0.125 per share on AIG Common Stock in each of the first and second quarters of 2015 and \$0.28 per share on AIG Common Stock in the third quarter 2015;
- approximately \$7.5 billion to repurchase approximately 129 million shares of AIG Common Stock; and
- approximately \$8.3 billion to repay long-term debt.

#### **Liquidity and Capital Resources of AIG Parent and Subsidiaries**

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**AIG Parent**

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As of September 30, 2016, AIG Parent had approximately \$13.1 billion in liquidity sources. AIG Parent's liquidity sources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities. AIG Parent actively manages its assets and liabilities in terms of products, counterparties and duration. Based upon an assessment of funding needs, the liquidity sources can be readily monetized through sales, repurchase agreements or contributed as admitted assets to regulated insurance companies. AIG Parent liquidity is 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 and credit 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 standards. In addition, AIG Parent has unconditional capital maintenance agreements (CMAs) in place with certain



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subsidiaries. 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 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 released by our insurance operations 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 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 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, as well as regulatory standards and internal stress tests for capital and capital distributions.

In January 2016, AIG Parent made a capital contribution of approximately \$2.9 billion to our Non-Life Insurance Companies as a result of our fourth quarter 2015 reserve strengthening.

**The following table presents AIG Parent's liquidity sources:**

	<b>As of September 30, 2016</b>	<b>As of December 31, 2015</b>
<i>(In millions)</i>		
Cash and short-term investments <sup>(a)</sup>	\$ 2,349	\$ 3,497
Unencumbered fixed maturity securities <sup>(b)</sup>	6,222	5,723
Total AIG Parent liquidity	8,571	9,220
Available capacity under syndicated credit facility <sup>(c)</sup>	4,500	4,500
Total AIG Parent liquidity sources	\$ 13,071	\$ 13,720

(a) Cash and short-term investments include reverse repurchase agreements totaling \$1.1 billion and \$1.5 billion as of September 30, 2016 and December 31, 2015, respectively.

(b) Unencumbered securities consist of publicly traded, investment grade rated fixed maturity securities. Fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities.

(c) For additional information relating to this syndicated credit facility, see Credit Facilities below.

#### Non-Life Insurance Companies

We expect that our Non-Life Insurance Companies 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. Our Non-Life Insurance Companies' liquidity resources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Each of our Non-Life Insurance Companies' liquidity is monitored through the use of various internal liquidity risk measures. The primary sources of liquidity are premiums, fees, reinsurance recoverables and investment income. The primary uses of liquidity are paid losses, reinsurance payments, dividends, expenses, investments and collateral requirements.

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Our Non-Life Insurance Companies may require additional funding to meet capital or liquidity needs under certain circumstances. Large catastrophes may require us to provide additional support to our affected operations. Downgrades in our credit ratings could put pressure on the insurer financial strength ratings of our 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.

Certain Non-Life Insurance Companies are members of the Federal Home Loan Banks (FHLBs) in their respective districts. Borrowings from the FHLBs may be used to supplement liquidity or for other uses deemed appropriate by management. Our Non-Life Insurance Companies had outstanding borrowings from the FHLBs in an aggregate amount of approximately \$792 million and \$0 as of September 30, 2016 and December 31, 2015, respectively. The outstanding borrowings are being used primarily for interest rate risk management purposes in connection with certain reinsurance arrangements, and the balances are expected to decline as underlying premiums are collected.

AIG Parent and Ascot Corporate Name Limited (ACNL), a Non-Life Insurance Company, are parties to a \$725 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, the entire FAL capital requirement of \$640 million as of September 30, 2016, which supports the 2016 and 2017 years of account, was satisfied with a letter of credit in that amount issued under the facility. In September 2016, AIG entered into an agreement to sell its interest in Ascot Underwriting Holdings Ltd. and ACNL pursuant to which AIG expects the release of the letter of credit facility at closing.

In the nine-month period ended September 30, 2016, our Non-Life Insurance Companies paid approximately \$2.5 billion to AIG Parent in dividends in the form of cash and fixed maturity securities. The fixed maturity securities primarily include U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and municipal bonds and certain other highly rated securities.

#### **Life Insurance Companies**

We expect that our Life Insurance Companies 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. Our Life Insurance Companies' liquidity sources are primarily held in the form of cash, short-term investments and publicly traded, investment grade rated fixed maturity securities.

Each of our Life Insurance Companies' liquidity is monitored through the use of various internal liquidity risk measures. The primary sources of liquidity are premiums, fees, reinsurance recoverables and investment income. The primary uses of liquidity are benefit claims, interest payments, surrenders, withdrawals, dividends, expenses, investments and collateral requirements.

Management believes that because of the size and liquidity of our Life Insurance Companies' investment portfolios, normal deviations from projected claim or surrender experience would not create significant liquidity risk. Furthermore, our Life Insurance Companies' products contain certain features that mitigate surrender risk, including surrender charges. However, as we saw in 2008, in times of extreme capital markets disruption, liquidity needs could outpace resources. As part of their risk management framework, our Life Insurance Companies continue to evaluate and, where appropriate, pursue strategies and programs to improve their liquidity position and facilitate their ability to maintain a fully invested asset portfolio.

Certain of our U.S. Life Insurance Companies 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. Our U.S. Life Insurance Companies had outstanding borrowings from the FHLBs in an aggregate amount of approximately \$452 million and \$2 million at September 30, 2016 and December 31, 2015, respectively. The amount outstanding at September 30, 2016 did not include \$254 million due to the FHLB of Dallas under a funding agreement issued by our Institutional Markets business in June 2016.

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### **Item 2 / LIQUIDITY AND CAPITAL RESOURCES**

Certain of our U.S. Life Insurance Companies have programs, which began in 2012, that lend securities from their investment portfolio to supplement liquidity or for other uses as deemed appropriate by management. Under these programs, these U.S. Life Insurance Companies 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 a Life Insurance Company is able to lend under its program at any time is limited to five percent of its general account statutory-basis admitted assets. At September 30, 2016 and December 31, 2015, our U.S. Life Insurance Companies had \$2.2 billion and \$1.1 billion, respectively, of securities subject to these agreements and \$2.3 billion and \$1.1 billion, respectively, of liabilities to borrowers for collateral received.

AIG generally manages capital between AIG Parent and its subsidiaries through internal, Board-approved policies and guidelines. In addition, AIG Parent is party to a CMA with AGC Life Insurance Company. Among other things, the CMA provides that AIG Parent will maintain the total adjusted capital of AGC Life Insurance Company at or above a specified minimum percentage of its projected NAIC Company Action Level Risk-Based Capital (RBC). As of September 30, 2016, the specified minimum percentage under this CMA was 250 percent.

In the nine-month period ended September 30, 2016, our U.S. Life Insurance Companies paid approximately \$3.8 billion to AIG Parent in dividends and loan repayments in the form of cash and fixed maturity securities. The fixed maturity securities primarily included U.S. government and government sponsored entity securities, U.S. agency mortgage-backed securities, corporate and non-U.S. government bonds and certain other highly rated securities. Dividends paid in the three-month period ended September 30, 2016, included approximately \$1.0 billion of excess statutory capital released as a result of a reinsurance agreement entered into by one of the Life Insurance Companies involving certain of its whole life and universal life businesses.

#### **Corporate and Other**

AIG generally manages capital between AIG Parent and its subsidiaries through internal, Board-approved policies and guidelines. In addition, AIG Parent is party to a CMA with its Mortgage Guaranty insurance company. Among other things, the CMA provides that AIG Parent will maintain capital and surplus of the Mortgage Guaranty insurance company 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 the Mortgage Guaranty insurance company is in excess of that same specified minimum required capital, subject to its board approval and compliance with applicable insurance laws, the Mortgage Guaranty insurance company 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, 2016, the minimum

required capital for the CMA with the Mortgage Guaranty insurance company is based on a risk-to-capital ratio of 19 to 1.

### 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 \$4.5 billion without any limits on the type of borrowings and is scheduled to expire in November 2020.

As of September 30, 2016, a total of \$4.5 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

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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.

**Contractual Obligations**

The following table summarizes contractual obligations in total, and by remaining maturity:

**September 30, 2016**

<i>(in millions)</i>	Payments due by Period					
	Total Payments	Remainder of 2016	2017-2018	2019-2020	2021	Thereafter
<b>Insurance operations</b>						
Loss reserves	\$ 75,281	\$ 4,997	\$ 27,031	\$ 14,857	\$ 4,867	\$ 23,529
Insurance and investment contract liabilities	241,843	4,337	29,288	26,622	12,623	168,973
Borrowings	1,005	-	-	126	238	641
Interest payments on borrowings	953	1	99	99	50	704
Other long-term obligations	7	1	3	2	1	-
<b>Total</b>	<b>\$ 319,089</b>	<b>\$ 9,336</b>	<b>\$ 56,421</b>	<b>\$ 41,706</b>	<b>\$ 17,779</b>	<b>\$ 193,847</b>
<b>Other</b>						
Borrowings	\$ 25,851	\$ 776	\$ 3,330	\$ 2,470	\$ 1,774	\$ 17,501
Interest payments on borrowings	15,758	196	2,125	1,883	834	10,720
Other long-term obligations	207	9	72	80	-	46
<b>Total</b>	<b>\$ 41,816</b>	<b>\$ 981</b>	<b>\$ 5,527</b>	<b>\$ 4,433</b>	<b>\$ 2,608</b>	<b>\$ 28,267</b>
<b>Consolidated</b>						
Loss reserves	\$ 75,281	\$ 4,997	\$ 27,031	\$ 14,857	\$ 4,867	\$ 23,529
Insurance and investment contract liabilities	241,843	4,337	29,288	26,622	12,623	168,973
Borrowings	26,856	776	3,330	2,596	2,012	18,142
Interest payments on borrowings	16,711	197	2,224	1,982	884	11,424
Other long-term obligations <sup>(a)</sup>	214	10	75	82	1	46
<b>Total<sup>(b)</sup></b>	<b>\$ 360,905</b>	<b>\$ 10,317</b>	<b>\$ 61,948</b>	<b>\$ 46,139</b>	<b>\$ 20,387</b>	<b>\$ 222,114</b>

(a) Primarily includes contracts to purchase future services and other capital expenditures.

(b) Does not reflect unrecognized tax benefits of \$4.5 billion, the timing of which is uncertain.

**Loss Reserves**

Loss reserves relate to our Non-Life Insurance Companies and represent future losses 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. We believe that our Non-Life Insurance Companies 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 our Life Insurance Companies. These liabilities include various investment-type products with contractually scheduled maturities, including periodic payments. 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.



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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 our Life Insurance Companies 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, our Life Insurance Companies 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. Borrowings supported by assets of AIG include various notes and bonds payable as well as GIAs that are supported by cash and investments held by AIG Parent and certain non-insurance subsidiaries for the repayment of those obligations.

#### **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, 2016**

<i>(in millions)</i>	Amount of Commitment Expiring					
	Total Amounts Committed	Remainder of 2016	2017- 2018	2019 - 2020	2021	Thereafter
<b>Insurance operations</b>						
Guarantees:						
Standby letters of credit <sup>(a)</sup>	\$ 789	\$ 40	\$ 104	\$ 642	\$ -	\$ 3
Guarantees of indebtedness	111	84	27	-	-	-
All other guarantees <sup>(b)</sup>	3	-	1	-	2	-
Commitments:						
Investment commitments <sup>(c)</sup>	3,030	1,693	960	345	-	32
Commitments to extend credit	2,829	1,707	804	252	60	6
Letters of credit	5	-	5	-	-	-
Total <sup>(d)</sup>	\$ 6,767	\$ 3,524	\$ 1,901	\$ 1,239	\$ 62	\$ 41
<b>Other</b>						
Guarantees:						
Liquidity facilities <sup>(e)</sup>	\$ 74	\$ -	\$ -	\$ -	\$ -	\$ 74
Standby letters of credit	138	138	-	-	-	-
All other guarantees	88	-	88	-	-	-
Commitments:						
Investment commitments <sup>(c)</sup>	173	21	33	12	13	94
Commitments to extend credit <sup>(f)</sup>	500	-	-	500	-	-
Letters of credit	24	5	19	-	-	-
Total <sup>(d)(g)</sup>	\$ 997	\$ 164	\$ 140	\$ 512	\$ 13	\$ 168

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## Guarantees:

Liquidity facilities <sup>(e)</sup>	\$	74	\$	-	\$	-	\$	-	\$	-	\$	74
Standby letters of credit		927		178		104		642		-		3
Guarantees of indebtedness		111		84		27		-		-		-
All other guarantees <sup>(b)</sup>		91		-		89		-		2		-
Commitments:												
Investment commitments <sup>(c)</sup>		3,203		1,714		993		357		13		126
Commitments to extend credit <sup>(f)</sup>		3,329		1,707		804		752		60		6
Letters of credit		29		5		24		-		-		-
Total <sup>(d)(g)</sup>	\$	7,764	\$	3,688	\$	2,041	\$	1,751	\$	75	\$	209

(a) Includes \$640 million of Standby letters of credit associated with Ascot, which is reported as held for sale. See Note 4 to the Condensed Consolidated Financial Statements for further information.

(b) Includes construction guarantees connected to affordable housing investments by our Life Insurance Companies. Excludes potential amounts for indemnification obligations included in asset sales agreements. See Note 10 to the Condensed Consolidated Financial Statements for further information on indemnification obligations.

(c) Includes commitments to invest in private equity funds, hedge funds and other funds and commitments to purchase and develop real estate in the United States and abroad. The commitments to invest in private equity funds, hedge funds and other funds are called at the discretion of each fund, as needed for funding new investments or expenses of the fund. The expiration of these commitments is estimated in the table above based on the expected life cycle of the related fund, consistent with past trends of requirements for funding. Investors under these commitments are primarily insurance and real estate subsidiaries.

(d) Does not include guarantees, CMAs or other support arrangements among AIG consolidated entities.

(e) Primarily represents liquidity facilities provided in connection with certain municipal swap transactions and collateralized bond obligations.

(f) Includes a five-year senior unsecured revolving credit facility of up to \$500 million between AerCap Ireland Capital Limited, as borrower, and AIG Parent, as lender (the AerCap Credit Facility) scheduled to mature in May 2019. The AerCap Credit Facility permits loans for general corporate purposes. At September 30, 2016, no amounts were outstanding under the AerCap Credit Facility.

(g) Excludes commitments with respect to pension plans. The remaining annual pension contribution for 2016 is expected to be approximately \$19 million for U.S. and non-U.S. plans.

**Arrangements with Variable Interest Entities**

We enter into various arrangements with variable interest entities (VIEs) in the normal course of business, and we consolidate a VIE when we are the primary beneficiary of the entity. For a further discussion of our involvement with VIEs, see Note 8 to the Condensed Consolidated Financial Statements.

#### Indemnification Agreements

We are subject to financial guarantees and indemnity arrangements in connection with our sales of businesses. These arrangements may be triggered by declines in asset values, specified business contingencies, the realization of contingent liabilities, litigation developments, or breaches of representations, warranties or covenants provided by us. These arrangements are typically subject to time limitations, defined by contract or by operation of law, such as by prevailing statutes of limitation. Depending on the specific terms of the arrangements, the maximum potential obligation may or may not be subject to contractual limitations. For additional information regarding our indemnification agreements, see Note 10 to the Condensed Consolidated Financial Statements.

We have recorded liabilities for certain of these arrangements where it is possible to estimate them. These liabilities are not material in the aggregate. We are unable to develop a reasonable estimate of the maximum potential payout under some of these arrangements. Overall, we believe that it is unlikely we will have to make any material payments under these arrangements.

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The following table provides the rollforward of AIG's total debt outstanding:

	Balance at		Maturities	Effect of	
<b>Nine Months Ended September 30, 2016</b> <i>(in millions)</i>	December 31,		and	Foreign	Other
	2015	Issuance	Repayments	Exchange	Changes
Debt issued or guaranteed by AIG:					
AIG general borrowings:					
Notes and bonds payable	\$ 17,047	\$ 3,831	\$ (960)	\$ (83)	1
Junior subordinated debt	1,327	-	(461)	(10)	5
AIG Japan Holdings Kabushiki Kaisha	106	209	-	49	-
AIGLH notes and bonds payable	284	-	(3)	-	-
AIGLH junior subordinated debt	420	-	(60)	-	-
Total AIG general borrowings	19,184	4,040	(1,484)	(44)	6
AIG borrowings supported by assets: <sup>(a)</sup>					
MIP notes payable	1,372	-	(33)	122	(4)
Series AIGFP matched notes and bonds payable	34	-	-	-	(1)
GIAs, at fair value	3,276	223	(429)	-	226 <sup>(b)</sup>
Notes and bonds payable, at fair value	394	119	(158)	-	13 <sup>(b)</sup>
Total AIG borrowings supported by assets	5,076	342	(620)	122	234
Total debt issued or guaranteed by AIG	24,260	4,382	(2,104)	78	240
Debt not guaranteed by AIG:					
Other subsidiaries' notes, bonds, loans and mortgages payable	2	6,528	(5,284)	-	-
Debt of consolidated investments <sup>(c)</sup>	4,987	520	(396)	78	(1,014) <sup>(d)</sup>
Total debt not guaranteed by AIG	4,989	7,048	(5,680)	78	(1,014)
Total debt <sup>(e)</sup>	\$ 29,249	\$ 11,430	\$ (7,784)	\$ 156	(774)

(a) AIG Parent guarantees all such debt, except for MIP notes payable and Series AIGFP matched notes and bonds payable, which are direct obligations of AIG Parent. Collateral posted to third parties was \$2.3 billion and \$2.4 billion at September 30, 2016 and December 31, 2015, 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.

(b) Primarily represents adjustments to the fair value of debt.

(c) At September 30, 2016, includes debt of consolidated investment vehicles related to real estate investments of \$1.7 billion, affordable housing partnership investments of \$1.7 billion and other securitization vehicles of \$781 million. At December 31, 2015, includes debt of consolidated investment

vehicles related to real estate investments of \$2.4 billion, affordable housing partnership investments of \$1.5 billion and other securitization vehicles of \$1.0 billion.

(d) Includes the effect of consolidating previously unconsolidated partnerships.

(e) Includes debt issuance costs of \$90 million and \$101 million at September 30, 2016 and December 31, 2015, respectively. See Note 2 to the Condensed Consolidated Financial Statements.

(f) Includes \$1.2 billion related to certain real estate investments that were reclassified to Liabilities held for sale at September 30, 2016. See Note 4 to the Condensed Consolidated Financial Statements for further information.







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The following table presents maturities of long-term debt (including unamortized original issue discounts and debt issuance cost, hedge accounting valuation adjustments and fair value adjustments, when applicable), excluding \$4.2 billion in borrowings of consolidated investments:

September 30, 2016 (in millions)	Remainder		Year Ending					
	Total	of 2016	2017	2018	2019	2020	2021	Thereafter
Debt issued or guaranteed by AIG:								
AIG general borrowings:								
Notes and bonds payable	\$19,836	\$ 308	\$ 176	\$1,106	\$ 997	\$1,342	\$1,494	\$ 14,413
Junior subordinated debt	861	-	-	-	-	-	-	861
AIG Japan Holdings Kabushiki Kaisha	364	-	-	-	-	126	238	-
AIGLH notes and bonds payable	281	-	-	-	-	-	-	281
AIGLH junior subordinated debt	360	-	-	-	-	-	-	360
Total AIG general borrowings	21,702	308	176	1,106	997	1,468	1,732	15,915
AIG borrowings supported by assets:								
MIP notes payable	1,457	243	809	405	-	-	-	-
Series AIGFP matched notes and bonds payable	33	-	10	-	-	-	-	23
GIAs, at fair value	3,296	56	210	484	92	39	280	2,135
Notes and bonds payable, at fair value	368	169	5	125	-	-	-	69
Total AIG borrowings supported by assets	5,154	468	1,034	1,014	92	39	280	2,227
Total debt issued or guaranteed by AIG	26,856	776	1,210	2,120	1,089	1,507	2,012	18,142
Other subsidiaries' notes, bonds, loans and mortgages payable	1,246	513	733	-	-	-	-	-
Total	\$28,102	\$ 1,289	\$1,943	\$2,120	\$1,089	\$1,507	\$2,012	\$ 18,142

**Credit Ratings**

**Credit ratings estimate a company's ability to meet its obligations and may directly affect the cost and availability of financing to that company.** The following table presents the credit ratings of AIG and certain of its subsidiaries as of October 28, 2016. Figures in parentheses indicate the relative ranking of the ratings within the agency's rating categories; that ranking refers only to the major rating category and not to the modifiers assigned by the rating agencies.

	Short-Term Debt		Senior Long-Term Debt		
	Moody's	S&P	Moody's <sup>(a)</sup>	S&P <sup>(b)</sup>	Fitch <sup>(c)</sup>
AIG	P-2 (2nd of 3)	A-2 (2nd of 8)	Baa 1 (4th of 9)	A- (3rd of 8)	BBB+ (4th of 10)
	<i>Stable Outlook</i>		<i>Stable Outlook</i>	<i>Negative Outlook</i>	<i>Stable Outlook</i>
AIG Financial Products Corp. <sup>(d)</sup>	P-2	A-2	Baa 1	A-	-
	<i>Stable Outlook</i>		<i>Stable Outlook</i>	<i>Negative Outlook</i>	

(a) Moody's appends numerical modifiers 1, 2 and 3 to the generic rating categories to show relative position within the rating categories.

(b) S&P ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(c) Fitch ratings may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

(d) AIG guarantees all obligations of AIG Financial Products Corp.

These credit ratings are current opinions of the rating agencies. They may be changed, suspended or withdrawn at any time by the rating agencies as a result of changes in, or unavailability of, information or based on other circumstances. Ratings may also be withdrawn at our request.

We are party to some agreements that contain "ratings triggers." Depending on the ratings maintained by one or more rating agencies, these triggers could result in (i) the termination or limitation of credit availability or a requirement for accelerated repayment, (ii) the termination of business contracts or (iii) a requirement to post collateral for the benefit of counterparties.

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### **Item 2 / LIQUIDITY AND CAPITAL RESOURCES**

In the event of adverse actions on our long-term debt ratings by the major rating agencies, AIGFP and certain other AIG entities would be required to post additional collateral under some derivative transactions or could experience termination of the transactions. Such requirements and terminations could adversely affect our business, our consolidated results of operations in a reporting period or our liquidity. In the event of a further downgrade of AIG's long-term senior debt ratings, AIGFP and certain other AIG entities would be required to post additional collateral, and certain of the counterparties of AIGFP or of such other AIG entities would be permitted to terminate their contracts early.

The actual amount of collateral that we would be required to post 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 the time of the downgrade.

For a discussion of the effects of downgrades in the financial strength ratings of our insurance companies or our credit ratings, see Note 9 to the Condensed Consolidated Financial Statements herein and Part I, Item 1A. Risk Factors – Liquidity, Capital and Credit in our 2015 Annual Report.

### **Regulation and Supervision**

For a discussion of our regulation and supervision by different regulatory authorities in the United States and abroad, including with respect to our liquidity and capital resources, see Part 1, Item 1. Business — Regulation and Part 1, Item 1A. Risk Factors — Regulation in our 2015 Annual Report, Part 1, Item 2. MD&A – Regulatory Environment and Part II, Item 1A. Risk Factors in the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, Part I, Item 2. MD&A – Regulatory Environment and Part II, Item 1A. Risk Factors in the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016, and Part I, Item 2. MD&A – Regulatory Environment in this Quarterly Report on Form 10-Q.

### **Dividends and Repurchases of AIG Common Stock**

On February 11, 2016, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on March 28, 2016 to shareholders of record on March 14, 2016. On May 2, 2016, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on June 27, 2016 to shareholders of record on June 13, 2016. On August 2, 2016, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on September 29, 2016 to shareholders of record on September 15, 2016. On November 2, 2016, our Board of Directors declared a cash dividend on AIG Common Stock of \$0.32 per share, payable on December 22, 2016 to shareholders of record on December 8, 2016. 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, as

discussed further in Note 16 to the Consolidated Financial Statements in the 2015 Annual Report.

Our Board of Directors has authorized the repurchase of shares of AIG Common Stock through a series of actions. On November 2, 2016, our Board of Directors authorized an additional increase of \$3.0 billion to the share repurchase authorization, resulting in an aggregate remaining authorization on such date of approximately \$4.4 billion. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our financial condition, results of operations, liquidity and other factors, including the regulatory framework applicable to us.

During the nine-month period ended September 30, 2016, we repurchased approximately 153 million shares of AIG Common Stock for an aggregate purchase price of approximately \$8.5 billion pursuant to this authorization, and we repurchased 15 million warrants to purchase shares of AIG Common Stock, for an aggregate purchase price of \$263 million pursuant to this authorization. Pursuant to Exchange Act Rule 10b5-1 repurchase plans, from October 1 to November 2, 2016, we repurchased approximately \$946 million of additional shares of AIG Common Stock.

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### **Item 2 / LIQUIDITY AND CAPITAL RESOURCES**

#### **Dividend Restrictions**

Payments of dividends to AIG by its insurance subsidiaries are subject to certain restrictions imposed by regulatory authorities. See Note 18 to the Consolidated Financial Statements in the 2015 Annual Report for a discussion of restrictions on payments of dividends by our subsidiaries.

Risk management includes the identification and measurement of various forms of risk, the establishment of risk thresholds and the creation of processes intended to maintain risks within these thresholds while optimizing returns. We consider risk management an integral part of managing our core businesses and a key element of our approach to corporate governance.

#### **Overview**

We have an integrated process for managing risks throughout our organization in accordance with our firm wide risk appetite. Our Board of Directors has oversight responsibility for the management of risk. Our Enterprise Risk Management (ERM) Department supervises and integrates the risk management functions in each of our business units, providing senior management with a consolidated view of the firm's major risk positions. Within each business unit, senior leaders and executives approve risk taking policies and targeted risk tolerance within the framework provided by ERM. ERM supports our businesses and management in the embedding of enterprise risk management in our key day-to-day business processes and in identifying, assessing, quantifying, managing, monitoring and reporting, and mitigating the risks taken by us and our businesses. Nevertheless, our risk management efforts may not always be successful and material adverse effects on our business, results of operations, cash flows, liquidity or financial condition may occur.

For a further discussion of AIG's risk management program, see Part II, Item 7. MD&A Enterprise Risk Management in the 2015 Annual Report.

#### **Credit Risk Management**

##### **Overview**

Credit risk is defined as the risk that our customers or counterparties are unable or unwilling to repay their contractual obligations when they become due. Credit risk may also result from a downgrade of a

counterparty's credit ratings or a widening of its credit spreads.

We devote considerable resources to managing our direct and indirect credit exposures. These exposures may arise from, but are not limited to, fixed income investments, equity securities, deposits, commercial paper investments, reverse repurchase agreements and repurchase agreements, corporate and consumer loans, leases, reinsurance recoverables, counterparty risk arising from derivatives activities, collateral extended to counterparties, insurance risk cessions to third parties, financial guarantees and letters of credit.

We monitor and control our company-wide credit risk concentrations and attempt to avoid unwanted or excessive risk accumulations, whether funded or unfunded. To minimize the level of credit risk in some circumstances, we may require mitigants, such as third party guarantees, reinsurance or collateral, including commercial bank-issued letters of credit and trust

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### **Item 2 / ENTERPRISE RISK MANAGEMENT**

collateral accounts. We treat these guarantees, reinsurance recoverables, and letters of credit as credit exposure and include them in our risk concentration exposure data. We also monitor closely the quality of any trust collateral accounts.

See Investments – Available for Sale Investments herein for further information on our credit concentrations and credit exposures.

#### **Market Risk Management**

Market risk is defined as the risk of adverse impact due to systemic movements in one or more of the following market risk drivers: equity and commodity prices, residential and commercial real estate values, interest rates, credit spreads, foreign exchange, inflation, and their levels of volatility.

We are engaged in a variety of insurance, investment and other financial services businesses that generate market risk, directly and indirectly. We are exposed to market risks primarily within our insurance and capital markets activities, on both the asset and liability side of our balance sheet through on and off-balance sheet exposures. The chief risk officer within each business is responsible for creating a framework to properly identify these risks, then ensuring that they are appropriately measured, monitored and managed in accordance with the risk governance framework established by the Chief Market Risk Officer (CMRO).

The scope and magnitude of our market risk exposures is managed under a robust framework that contains documented risk-taking authorities, defined risk limits and minimum standards for managing market risk in a manner consistent with our Risk Appetite Statement. Our market risk management framework focuses on quantifying the financial repercussions of changes in these broad market observables, as opposed to from the idiosyncratic risks associated with individual assets that are addressed through our credit risk management function.

#### **Risk Identification**

Market risk focuses on quantifying the financial repercussions of changes in broad, external, predominantly market observable risks. Financial repercussions can include an adverse impact on results of operations, financial condition, liquidity and capital.

Each of the following systemic risks is considered a market risk:

**Equity prices.** We are exposed to changes in equity market prices affecting a variety of instruments. Changes in equity prices can affect the valuation of publicly-traded equity shares, investments in private



equity, hedge funds and mutual funds, exchange-traded funds, and other equity-linked capital market instruments as well as equity-linked insurance products, including but not limited to index annuities, variable annuities, universal life insurance and variable universal life insurance.

**Residential and commercial real estate values.** Our investment portfolios are exposed to the risk of changing values in a variety of residential and commercial real estate investments. Changes in residential/commercial real estate prices can affect the valuation of residential/commercial mortgages, residential/commercial mortgage backed securities and other structured securities with underlying assets that include residential/commercial mortgages: trusts that include residential/commercial real estate and/or mortgages, residential mortgage insurance contracts and commercial real estate investments.

**Interest rates.** Interest rate risk can arise from a mismatch in the interest rate exposure of assets versus liabilities. Lower interest rates generally result in lower investment income and make certain of our product offerings less attractive to investors. Conversely, higher interest rates are typically beneficial for the opposite reasons. However, when rates rise quickly, there can be a temporary asymmetric GAAP accounting effect where the existing securities lose market value, which is largely reported in Other comprehensive income, and the offsetting decrease in the value of related liabilities may not be recognized. Changes in interest rates can affect the valuation of fixed maturity securities, financial liabilities, insurance contracts including but not limited to fixed rate annuities, variable annuities and derivative contracts.

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### **Item 2 / ENTERPRISE RISK MANAGEMENT**

**Credit spreads.** Credit spreads measure an instrument's risk premium or yield relative to that of a comparable duration, default free instrument. Changes in credit spreads can affect the valuation of fixed maturity securities, including but not limited to corporate bonds, ABS, mortgage-backed securities, AIG-issued debt obligations, credit derivatives and derivative credit valuation adjustments. Much like higher interest rates, wider credit spreads with unchanged default losses mean more investment income in the long term. In the short term, quickly rising spreads will cause a loss in the value of existing fixed maturity securities, which is largely reported in Other comprehensive income. A precipitous rise in credit spreads may also signal a fundamental weakness in the credit worthiness of bond obligors, potentially resulting in default losses.

**Foreign exchange (FX) rates.** We are a globally diversified enterprise with significant income, assets and liabilities denominated in, and significant capital deployed in, a variety of currencies. Changes in FX rates can affect the valuation of a broad range of balance sheet and income statement items as well as the settlement of cash flows exchanged in specific transactions.

**Commodity Prices.** Changes in commodity prices (the value of commodities) can affect the valuation of publicly traded commodities, commodity indices and derivatives on commodities and commodity indices. We are exposed to commodity prices primarily through their impact on the prices and credit quality of commodity producers' debt and equity securities in our investment portfolio.

**Inflation.** Changes in inflation can affect the valuation of fixed maturity securities, including AIG-issued debt obligations, derivatives and other contracts explicitly linked to inflation indices, and insurance contracts where the claims are linked to inflation either explicitly, via indexing, or implicitly, through medical costs or wage levels.

#### **Risk Measurement**

Our market risk measurement framework was developed with the main objective of communicating the range and scale of our market risk exposures. At the firm wide level market risk is measured in a manner that is consistent with AIG's Risk Appetite Statement. This is designed to ensure that we remain within our stated risk tolerance levels and can determine how much additional market risk taking capacity is available within our framework. Our risk appetite is currently defined in terms of capital and liquidity levels. At the market risk level, the framework measures our overall exposure to each systemic market risk change on an economic basis.

In addition, we continue to use enhanced economic, GAAP accounting and statutory capital based risk measures at the market risk level, business unit level and firm wide levels. This process aims to ensure that we have a comprehensive view of the impact of our market risk exposures.

**Sensitivity analysis.** Sensitivity analysis measures the impact from a unit change in a market risk input. Examples of such sensitivities include a one basis point increase in yield on fixed maturity securities, a one basis point increase in credit spreads of fixed maturity securities, and a one percent increase in prices of equity securities.

**Scenario analysis.** Scenario analysis uses historical, hypothetical, or forward looking macroeconomic scenarios to assess and report exposures. Examples of hypothetical scenarios include a 100 basis point parallel shift in the yield curve or a 20 percent immediate and simultaneous decrease in world wide equity markets. Scenarios may also utilize a stochastic framework to arrive at a probability distribution of losses.

**Stress testing.** Stress testing is a special form of scenario analysis in which the scenarios are designed to lead to a material adverse outcome. Examples of such scenarios include the stock market crash of October 1987 or the widening of yields or spreads of RMBS or CMBS during 2008.

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The following table provides estimates of our sensitivity to changes in yield curves, equity prices and foreign currency exchange rates:

	Balance Sheet Exposure		Balance Sheet Effect	
	September	December	September	December
	30,	31,	30,	31,
	2016	2015	2016	2015
<i>(dollars in millions)</i>				
Sensitivity factor			100 bps parallel increase in all yield curves	
Interest rate sensitive assets:				
Fixed maturity securities	272,276	260,689	(16,602)	(14,549)
Mortgage and other loans receivable	24,273	18,878	(1,398)	(1,092)
Preferred stock	14	20	(1)	(1)
Total interest rate sensitive assets	\$ 296,563 <sup>(a)</sup>	\$ 279,587 <sup>(a)</sup>	\$ (18,001)	\$ (15,642)
Sensitivity factor			20% decline in stock prices and value of alternative investments	
Equity and alternative investments exposure:				
Hedge funds	7,813	10,917	(1,563)	(2,183)
Private equity	6,414	7,233	(1,283)	(1,447)
Real estate investments	6,494	6,579	(1,299)	(1,316)
PICC Investment	454	2,239	(91)	(448)
Common equity	1,570	1,574	(314)	(315)
Aircraft asset investments	356	477	(71)	(95)
Other investments	591	472	(117)	(94)
Total equity and alternative investments exposure	\$ 23,692	\$ 29,491	\$ (4,738)	\$ (5,898)
Sensitivity factor			10% depreciation of all foreign currency exchange rates against the U.S. dollar	
Foreign currency-denominated net asset position:				
Euro	2,204	2,053	(220)	(205)
Japanese yen	2,031	1,745	(203)	(174)
Great Britain pound	1,976	2,158	(198)	(216)
All other foreign currencies	3,175	4,703	(318)	(471)
Total foreign currency-denominated net				

asset position<sup>(b)</sup> \$ 9,386      \$ 10,659      \$ (939)      \$ (1,066)

(a) At September 30, 2016, the analysis covered \$296.6 billion of \$311.9 billion interest-rate sensitive assets. Excluded were \$8.1 billion of loans and \$3.6 billion of investments in life settlements. In addition, \$3.6 billion of assets across various asset categories were excluded due to modeling limitations. At December 31, 2015, the analysis covered \$279.6 billion of \$298.7 billion interest-rate sensitive assets. Excluded were \$10.7 billion of loans and \$3.6 billion of investments in life settlements. In addition, \$4.8 billion of assets across various asset categories were excluded due to modeling limitations.

(b) The majority of the foreign currency exposure is reported on a one quarter lag.

Foreign currency-denominated net asset position reflects our consolidated non U.S. dollar assets less our consolidated non U.S dollar liabilities on a GAAP basis. We use a bottom-up approach in managing our foreign currency exchange rate exposures with the objective of protecting statutory capital at the regulated insurance entity level. At the AIG Parent level, we monitor our foreign currency exposures against single currency and aggregate currency portfolio limits.

Our foreign currency-denominated net asset position at September 30, 2016, decreased by \$1.3 billion compared to December 31, 2015. The decrease was mostly due to a \$1.7 billion decrease in our Hong Kong dollar position, primarily resulting from the sale of our Non-Life Insurance Companies' PICC Investment, partially offset by a \$286 million increase in our Japanese yen position due to yen strengthening.

For illustrative purposes, we modeled our sensitivities based on a 100 basis point increase in yield curves, a 20 percent decline in equities and alternative assets, and a 10 percent depreciation of all foreign currency exchange rates against the

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### **Item 2 / ENTERPRISE RISK MANAGEMENT**

U.S. dollar. The estimated results presented in the table above should not be taken as a prediction, but only as a demonstration of the potential effects of such events.

#### **Liquidity Risk Management**

Liquidity risk is defined as the risk that our financial condition will be adversely affected by the inability or perceived inability to meet our short-term cash, collateral or other financial obligations. Failure to appropriately manage liquidity risk can result in insolvency, reduced operating flexibility, increased costs, reputational harm and regulatory action.

AIG and its legal entities seek to maintain sufficient liquidity during both the normal course of business and under defined liquidity stress scenarios to ensure that sufficient cash will be available to meet the obligations as they come due.

AIG liquidity risk tolerance levels are designed to allow it to meet its obligations over a twelve month horizon consistent with its risk appetite. We maintain minimum levels for required liquidity and/or minimum coverage ratios expected to ensure that our short-term financial obligations are met under varying market conditions. If we project that we will breach these tolerances, we will assess and determine appropriate liquidity management actions. However, the market conditions in effect at that time may not permit us to achieve an increase in liquidity sources or a reduction in liquidity requirements.

#### **Risk Identification**

The following sources of liquidity and funding risks could impact our ability to meet short-term financial obligations as they come due.

- **Market/Monetization Risk:** Assets cannot be readily transformed into cash due to unfavorable market conditions. Market liquidity risk may limit our ability to sell assets at reasonable values to meet liquidity needs or cause us to realize losses exceeding our expectations.
- **Cash Flow Mismatch Risk:** Discrete and cumulative cash flow mismatches or gaps over short-term horizons under both expected and adverse business conditions may create future liquidity shortfalls.
- **Event Funding Risk:** Additional funding may be required as the result of a trigger event and may result from a downgrade in credit ratings, a market event, or some other event that creates a funding obligation or limits existing funding options.
- **Financing Risk:** We may be unable to raise additional cash on a secured or unsecured basis due to

unfavorable market conditions, AIG-specific issues, or any other issue that impedes access to additional funding.

#### Risk Measurement

Comprehensive cash flow projections under normal conditions are the primary component for identifying and measuring liquidity risk. We produce comprehensive liquidity projections over varying time horizons that incorporate all relevant liquidity sources and uses and include known and likely cash inflows and outflows. In addition, we perform stress testing by identifying liquidity stress scenarios and assessing the effects of these scenarios on our cash flow and liquidity.

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### **Item 2 / ENTERPRISE RISK MANAGEMENT**

**Target Liquidity Range:** Target Liquidity Range specifies the amount of assets required to be maintained in specific liquidity portfolios to meet obligations as they arise over a twelve month horizon under stressed liquidity conditions.

**Coverage Ratios:** Coverage Ratios measure the adequacy of available liquidity sources, including the ability to monetize assets to meet the forecasted cash flows over a specified time horizon. The portfolio of potential assets to be monetized is selected based on our ability to convert those assets into cash under the assumed market conditions and within the specified time horizon.

**Cash Flow Forecasts:** Cash Flow Forecasts measure the liquidity needed for a specific legal entity over a specified time horizon.

**Stress Testing:** Coverage Ratios are re-measured under defined liquidity stress scenarios that will impact net cash flows, liquid assets and/or other funding sources.

Relevant liquidity reporting is produced and reported regularly to AIG Parent and business unit risk committees. The frequency, content, and nature of reporting will vary for each business unit and legal entity, based on its complexity, risk profile, activities and size.

The preparation of financial statements in accordance with GAAP requires the application of accounting policies that often involve a significant degree of judgment.

- 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;
- liability for unpaid losses and loss adjustment expenses;
- 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 other invested assets, including 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

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### **Item 2 / CRITICAL ACCOUNTING ESTIMATES**

operations and cash flows could be materially affected. For a complete discussion of our critical accounting estimates, you should read Part II, Item 7. MD&A — Critical Accounting Estimates in the 2015 Annual Report.

Our operations around the world are subject to regulation by many different types of regulatory authorities, including insurance, securities, derivatives, investment advisory and thrift regulators in the United States and abroad.

Our insurance subsidiaries are subject to regulation and supervision by the states and jurisdictions in which they do business. The insurance and financial services industries generally have been subject to heightened regulatory scrutiny and supervision in recent years.

On June 3, 2016, the Board of Governors of the Federal Reserve System (FRB) issued for public comment a notice of proposed rulemaking (NPR) on enhanced prudential standards that would require insurer nonbank SIFIs, such as AIG, to comply with a corporate governance and risk-management standard and a liquidity risk management standard. These proposed standards build on the FRB's current guidance for large financial institutions supervised by the FRB and have been tailored to insurance companies. The comment period has now closed and we anticipate that the FRB will adopt a final rule in due course after evaluating all comments received. Under the proposal, the insurer nonbank SIFIs would have at least twelve months to comply.

On June 3, 2016, the FRB also released for public comment an advance notice of proposed rulemaking (ANPR) outlining two conceptual insurance group capital frameworks that could apply to insurance groups supervised by the FRB—a building block approach, proposed for insurance institutions that are savings and loan holding companies or bank holding companies by virtue of owning depository institutions, and a consolidated approach for insurer nonbank SIFIs, such as AIG. In general, the consolidated approach would consolidate an insurance company's assets and insurance liabilities into risk segments tailored to account for the liability structure and unique features of the insurance company, apply risk factors to each segment and then set minimum capital requirements. The ANPR does not provide details on specific risk weights, risk factors, capital adequacy ratios and other important elements that could be applied to AIG under the consolidated approach, and we cannot predict how such an approach, if applied to AIG, would affect our business, results of operations, financial condition or capital requirements. The comment period has now closed and we anticipate that the FRB will issue a notice of proposed rulemaking in due course after evaluating all comments received.

On June 23, 2016, the UK held a referendum in which a majority voted for the UK to withdraw its membership in the EU, commonly referred to as Brexit. The referendum is advisory, and the terms of

withdrawal are subject to a formal negotiation period which, as publicly stated by the UK Prime Minister, is expected to be triggered by the end of March 2017, and could, by treaty, last up to two years. It is not clear at this stage (and may not be for some time) what form the UK's future relationship with the remaining EU member states will take. We have significant operations and employees in the UK and other EU member states, including AIG Europe Ltd. (AEL), which enjoys certain benefits based on the UK's membership in the EU. Depending on the final terms of the UK exit, we may be required to reorganize our operations and legal entity structure in the UK and the EU in a manner that could be less efficient and more expensive.

In addition to the information set forth in this Quarterly Report on Form 10-Q, our regulatory status is also discussed in Part I, Item 2. MD&A – Regulatory Environment and Part II, Item 1A. Risk Factors in the Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016, Part I, Item 2. MD&A – Regulatory Environment and Part II, Item 1A. Risk Factors in the Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016, and in Part I, Item 1. Business – Regulation, Part I, Item 1A. Risk Factors – Regulation and Note 18 to the Consolidated Financial Statements in the 2015 Annual Report.

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### **Item 2 / GLOSSARY**

**Accident year** The annual calendar accounting period in which loss events occurred, regardless of when the losses are actually reported, booked or paid.

**Accident year combined ratio, as adjusted** The combined ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

**Accident year loss ratio, as adjusted** The loss ratio excluding catastrophe losses and related reinstatement premiums, prior year development, net of premium adjustments, and the impact of reserve discounting.

**Acquisition ratio** Acquisition costs divided by net premiums earned. Acquisition costs are those costs incurred to acquire new and renewal insurance contracts and also include the amortization of VOBA and DAC. Acquisition costs vary with sales and include, but are not limited to, commissions, premium taxes, direct marketing costs, certain costs of personnel engaged in sales support activities such as underwriting.

**Base Spread** Net investment income excluding income from alternative investments and enhancements, less interest credited excluding amortization of sales inducement assets.

**Base Yield** Net investment income excluding income from alternative investments and enhancements, as a percentage of average base invested asset portfolio, which excludes alternative investments, other bond securities and certain other investments for which the fair value option has been elected.

**Book Value Per Common Share, Excluding AOCI and Book Value Per Common Share Excluding AOCI and DTA** are non-GAAP measures and are used to show the amount of our net worth on a per-share basis. Book Value Per Common Share, Excluding AOCI is derived by dividing Total AIG shareholders' equity, excluding AOCI, by Total common shares outstanding. Book Value Per Common Share, Excluding AOCI and DTA is derived by dividing Total AIG shareholders' equity, excluding AOCI and DTA, by Total common shares outstanding.

**Casualty insurance** Insurance that is primarily associated with the losses caused by injuries to third persons, i.e., not the insured, and the legal liability imposed on the insured as a result.

**Combined ratio** Sum of the loss ratio and the acquisition and general operating expense ratios.

**CSA** *Credit Support Annex* A legal document generally associated with an ISDA Master Agreement that provides for collateral postings which could vary depending on ratings and threshold levels.

**CVA** *Credit Valuation Adjustment* The CVA adjusts the valuation of derivatives to account for nonperformance risk of our counterparty with respect to all net derivative assets positions. Also, the CVA reflects the fair value movement in AIGFP's asset portfolio that is attributable to credit movements only, without the impact of other market factors such as interest rates and foreign exchange rates. Finally, the CVA also accounts for our own credit risk in the fair value measurement of all derivative net liability positions and liabilities where AIG has elected the fair value option, when appropriate.

**DAC** *Deferred Policy Acquisition Costs* Deferred costs that are incremental and directly related to the successful acquisition of new business or renewal of existing business.

**DAC Related to Unrealized Appreciation (Depreciation) of Investments** An adjustment to DAC for investment-oriented products, equal to the change in DAC amortization that would have been recorded 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 (also referred to as "shadow DAC").

**Deferred Gain on Retroactive Reinsurance** Retroactive reinsurance is a reinsurance contract in which an assuming entity agrees to reimburse a ceding entity for liabilities incurred as a result of past insurable events. If the amount of premium paid by the ceding reinsurer is less than the related ceded loss reserves, the resulting gain is deferred and amortized over the settlement period of the reserves. Any related development on the ceded loss reserves recoverable under the contract would increase the deferred gain if unfavorable, or decrease the deferred gain if favorable.

**Expense ratio** Sum of acquisition expenses and general operating expenses, divided by net premiums earned.

**First-Lien** Priority over all other liens or claims on a property in the event of default on a mortgage.

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### **Item 2 / GLOSSARY**

**General operating expense ratio** General operating expenses divided by net premiums earned. General operating expenses are those costs that are generally attributed to the support infrastructure of the organization and include but are not limited to personnel costs, projects and bad debt expenses. General operating expenses exclude losses and loss adjustment expenses incurred, acquisition expenses, and investment expenses.

**GIC/GIA** *Guaranteed Investment Contract/Guaranteed Investment Agreement* A contract whereby the seller provides a guaranteed repayment of principal and a fixed or floating interest rate for a predetermined period of time.

**G-SII** *Global Systemically Important Insurer* An insurer that is deemed globally systemically important (that is, of such size, market importance and global interconnectedness that the distress or failure of the insurer would cause significant dislocation in the global financial system and adverse economic consequences across a range of countries) by the Financial Stability Board, in consultation with and based on a methodology developed by the International Association of Insurance Supervisors.

**IBNR** *Incurred But Not Reported* Estimates of claims that have been incurred but not reported to us.

**ISDA Master Agreement** An agreement between two counterparties, which may have multiple derivative transactions with each other governed by such agreement, that generally provides for the net settlement of all or a specified group of these derivative transactions, as well as pledged collateral, through a single payment, in a single currency, 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.

**LAE** *Loss Adjustment Expenses* The expenses of settling claims, including legal and other fees and the portion of general expenses allocated to claim settlement costs.

**Loss Ratio** Losses and loss adjustment expenses incurred divided by net premiums earned. Loss adjustment expenses are directly attributed to settling and paying claims of insureds and include, but are not limited to, legal fees, adjuster's fees, and claims department personnel costs.

**Loss reserve development** The increase or decrease in incurred losses and loss adjustment expenses as a result of the re-estimation of liability for unpaid losses and loss adjustment expenses at successive valuation dates for a given group of claims.

**Loss reserves** Liability for unpaid losses and loss adjustment expenses. The estimated ultimate cost of settling claims relating to insured events that have occurred on or before the balance sheet date, whether or not reported to the insurer at that date.

**LTV** *Loan-to-Value Ratio* Principal amount of loan amount divided by appraised value of collateral securing the loan.

**Master netting agreement** An agreement between two counterparties who have multiple derivative contracts with each other that provides for the net settlement of all contracts covered by such agreement, as well as pledged collateral, through a single payment, in a single currency, in the event of default on or upon termination of any one such contract.

**Natural catastrophe losses** are generally weather or seismic events having a net impact on AIG in excess of \$10 million each. Catastrophes also include certain man-made events, such as terrorism and civil disorders that meet the \$10 million threshold.

**Net premiums written** Represent the sales of an insurer, adjusted for reinsurance premiums assumed and ceded, during a given period. Net premiums earned are the revenue of an insurer for covering risk during a given period. Net premiums written are a measure of performance for a sales period, while Net premiums earned are a measure of performance for a coverage period.

**Nonbank SIFI** *Nonbank Systemically Important Financial Institutions* Financial institutions are deemed nonbank systemically important (that is, the failure of the financial institution could pose a threat to the financial stability of the United States) by the Financial Stability Oversight Council based on a three-stage analytical process.

**Noncontrolling interest** The portion of equity ownership in a consolidated subsidiary not attributable to the controlling parent company.

**Operating revenue** excludes Net realized capital gains (losses), income from non-operating litigation settlements (included in Other income for GAAP purposes) and changes in fair value of securities used to hedge guaranteed living benefits (included in Net investment income for GAAP purposes).

**Policy fees** An amount added to a policy premium, or deducted from a policy cash value or contract holder account, to reflect the cost of issuing a policy, establishing the required records, sending premium notices and other related expenses.

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### **Item 2 / GLOSSARY**

**Pool** A reinsurance arrangement whereby all of the underwriting results of the pool members are combined and then shared by each member in accordance with its pool participation percentage.

**Premiums and deposits – Institutional Markets** include direct and assumed amounts received and earned on group benefit policies and life-contingent payout annuities, and deposits received on investment-type annuity contracts, including GICs.

**Premiums and deposits – Retirement and – Life** include direct and assumed amounts received on traditional life insurance policies and 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.

**Prior year development** Increase (referred to as unfavorable or adverse development or reserve strengthening) or decrease (referred to as favorable development) in estimates of losses and loss expenses for prior years that is included in earnings.

**RBC** *Risk-Based Capital* A formula designed to measure the adequacy of an insurer's statutory surplus compared to the risks inherent in its business.

**Reinstatement premium** Additional premiums payable to reinsurers to restore coverage limits that have been exhausted as a result of reinsured losses under certain excess of loss reinsurance treaties.

**Reinsurance** The practice whereby one insurer, the reinsurer, in consideration of a premium paid to that insurer, agrees to indemnify another insurer, the ceding company, for part or all of the liability of the ceding company under one or more policies or contracts of insurance which it has issued.

**Rescission** Denial of claims and termination of coverage on loans related to fraudulent or undocumented claims, underwriting guideline violations and other deviations from contractual terms.

**Retroactive Reinsurance** See Deferred Gain on Retroactive Reinsurance.

**Return on Equity – After-tax Operating Income Excluding AOCI and Return on Equity – After-tax Operating Income Excluding AOCI and DTA** are non-GAAP measures and are used to show the rate of return on shareholders' equity. Return on Equity – After-tax Operating Income Excluding AOCI is derived by dividing actual or annualized after-tax operating income attributable to AIG by average AIG shareholders' equity, excluding average AOCI. Return on Equity – After-tax Operating Income Excluding AOCI and DTA is derived by dividing actual or annualized after-tax operating income attributable to AIG by average AIG shareholders' equity, excluding average AOCI and DTA.

**Salvage** The amount that can be recovered by us for the sale of damaged goods for which our policyholder has been indemnified (and to which title was transferred to us).



**Second-lien** Subordinate in ranking to the first-lien holder claims on a property in the event of default on a mortgage.

**Severe losses** Individual non-catastrophe first party losses and surety losses greater than \$10 million, net of related reinsurance and salvage and subrogation. Severe losses include claims related to satellite explosions, plane crashes, and shipwrecks.

**SIA** *Sales Inducement Asset* Represents enhanced crediting rates or bonus payments to contract holders on certain annuity and investment contract products that meet the criteria to be deferred and amortized over the life of the contract.

**Solvency II** Legislation in the European Union which reforms the insurance industry's solvency framework, including minimum capital and solvency requirements, governance requirements, risk management and public reporting standards. The Solvency II Directive (2009/138/EEC) was adopted on November 25, 2009 and became effective on January 1, 2016.

**Subrogation** The amount of recovery for claims we have paid our policyholders, generally from a negligent third party or such party's insurer.

**Surrender charge** A charge levied against an investor for the early withdrawal of funds from a life insurance or annuity contract, or for the cancellation of the agreement.

**Surrender rate** represents annualized surrenders and withdrawals as a percentage of average account value.

**Unearned premium reserve** Liabilities established by insurers and reinsurers to reflect unearned premiums, which are usually refundable to policyholders if an insurance or reinsurance contract is canceled prior to expiration of the contract term.

**VOBA** Value of Business Acquired Present value of projected future gross profits from in-force policies of acquired businesses.

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### **Item 2 / ACRONYMS**

<b>ABS</b> Asset-Backed Securities	<b>GMWB</b> Guaranteed Minimum Withdrawal Benefits
<b>CDO</b> Collateralized Debt Obligations	<b>ISDA</b> International Swaps and Derivatives Association, Inc.
<b>CDS</b> Credit Default Swap	<b>Moody's</b> Moody's Investors' Service Inc.
<b>CMA</b> Capital Maintenance Agreement	<b>NAIC</b> National Association of Insurance Commissioners
<b>CMBS</b> Commercial Mortgage-Backed Securities	<b>NM</b> Not Meaningful
<b>FASB</b> Financial Accounting Standards Board	<b>RMBS</b> Residential Mortgage-Backed Securities
<b>FRBNY</b> Federal Reserve Bank of New York	<b>S&amp;P</b> Standard & Poor's Financial Services LLC
<b>GAAP</b> Accounting principles generally accepted in the United States of America	<b>SEC</b> Securities and Exchange Commission
<b>GMAB</b> Guaranteed Minimum Accumulation Benefits	<b>VIE</b> Variable Interest Entity
<b>GMIB</b> Guaranteed Minimum Income Benefits	

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### **Item 3 / QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Item 3. / QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Included in Part I, Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations – Enterprise Risk Management.

### **Item 4. / Controls and Procedures**

Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934 (the Exchange Act) is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. In connection with the preparation of this Quarterly Report on Form 10-Q, an evaluation was carried out by AIG's management, with the participation of AIG's Chief Executive Officer and Chief Financial Officer, of the effectiveness of AIG's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, AIG's Chief Executive Officer and Chief Financial Officer have concluded that AIG's disclosure controls and procedures were effective as of September 30, 2016.

There has been no change in AIG's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2016, that has materially affected, or is reasonably likely to materially affect, AIG's internal control over financial reporting.

**TABLE OF CONTENTS****PART II – OTHER INFORMATION****Item 1 / Legal Proceedings**

For a discussion of legal proceedings, see Note 10 to the Condensed Consolidated Financial Statements, which is incorporated herein by reference.

**Item 1A./ Risk Factors**

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the risk factors discussed in Part II, Item 1A. Risk Factors in our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2016 and June 30, 2016 and in Part I, Item 1A. Risk Factors in our 2015 Annual Report.

**ITEM 2 / UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The following table provides the information with respect to purchases made by or on behalf of AIG or any “affiliated purchaser” (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934) of AIG Common Stock and warrants to purchase AIG Common Stock during the three months ended September 30, 2016:

Period	Total Number of Shares	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)
July 1 - 31	12,031,023	\$ 53.03	12,031,023	\$ 1,160
August 1 - 31	8,549,810	57.21	8,549,810	3,671
September 1 - 30	19,256,816	58.71	19,256,816	2,409
Total*	39,837,649	\$ 56.67	39,837,649	\$ 2,409

\* On November 2, 2016, our Board of Directors authorized an additional increase to the repurchase authorization of AIG Common Stock of \$3.0 billion, resulting in an aggregate remaining authorization on such date of approximately \$4.4 billion. Shares may be repurchased from time to time in the open market, private purchases, through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise (including through the purchase of warrants). Certain of our share repurchases

have been and may from time to time be effected through Exchange Act Rule 10b5-1 repurchase plans. The timing of any future share repurchases will depend on market conditions, our financial condition, results of operations, liquidity and other factors, including the regulatory framework applicable to us.

During the three-month period ended September 30, 2016, we repurchased approximately 40 million shares of AIG Common Stock under this authorization for an aggregate purchase price of approximately \$2.3 billion. Pursuant to Exchange Act Rule 10b5-1 plans, from October 1 to November 2, 2016, we have repurchased approximately \$946 million of additional shares of AIG Common Stock.

#### Item 4 / Mine Safety Disclosures

Not applicable.

#### Item 6 / Exhibits

See accompanying Exhibit Index.

**TABLE OF CONTENTS****SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	<b>AMERICAN INTERNATIONAL GROUP, INC.</b>
	(Registrant)
	/S/ SIDDHARTHA SANKARAN
	Siddhartha Sankaran
	Executive Vice President
	Chief Financial Officer
	(Principal Financial Officer)
	/S/ ELIAS F. HABAYEB
	Elias F. Habayeb
	Senior Vice President,
	Deputy Chief Financial Officer and
	Group Controller
	(Principal Accounting Officer)

Dated: November 3, 2016

**TABLE OF CONTENTS****EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>	<b>Location</b>
10(1)	American International Group, Inc. 2012 Executive Severance Plan (as amended)*	Incorporated by reference to Exhibit 10.1 to AIG's Quarterly Report on Form 10-Q filed with the SEC on August 2, 2016 (File No. 1-8787).
(2)	Amendment Letter to the Third Amended and Restated Credit Agreement, effective as of July 15, 2016, among AIG, the subsidiary borrowers party thereto, the lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent, and each Several L/C Agent party thereto	Incorporated by reference to Exhibit 10.1 to AIG's Current Report on Form 8-K filed with the SEC on July 15, 2016 (File No. 1-8787).
(3)	Stock Purchase Agreement dated as of August 15, 2016 between American International Group, Inc. and Arch Capital Group Ltd.	Incorporated by reference to Exhibit 2.1 to AIG's Current Report on Form 8-K filed with the SEC on August 16, 2016 (File No. 1-8787).
11	Statement re: Computation of Per Share Earnings	Included in Note 13 to the Condensed Consolidated Financial Statements.
12	Computation of Ratios of Earnings to Fixed Charges	Filed herewith.
31	Rule 13a-14(a)/15d-14(a) Certifications	Filed herewith.
32	Section 1350 Certifications**	Filed herewith.
101	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets as of September 30, 2016 and December 31, 2015, (ii) the Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2016 and 2015, (iii) the Condensed Consolidated Statements of Equity for the three and nine months ended September 30, 2016 and 2015, (iv) the Condensed Consolidated Statements of Cash Flows for the three and nine months ended September 30, 2016 and 2015, (v) the Condensed Consolidated Statements of Comprehensive Income (Loss) for the three and nine months ended September 30, 2016 and 2015 and (vi) the Notes to the Condensed Consolidated Financial Statements.	Filed herewith.

\* This exhibit is a management contract or a compensatory plan or arrangement.

\*\* This information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.