

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

In re AMERICAN INTERNATIONAL  
GROUP, INC. SECURITIES LITIGATION

This Document Relates To:  
All Actions

ECF CASE

Master File No. 04 Civ. 8141 (DAB) (AJP)

**STIPULATION AND ORDER**

WHEREAS, the Ohio Public Employees Retirement System, State Teachers Retirement System of Ohio and Ohio Police & Fire Pension Fund (collectively, "Lead Plaintiff") and PricewaterhouseCoopers LLP ("PwC" and, together with Lead Plaintiff, the "Settling Parties") entered into an Agreement of Compromise and Settlement dated September 29, 2008 (the "Agreement"), in the matter entitled *In re American International Group, Inc. Securities Litigation*, United States District Court, Southern District of New York Case No. 04 Civ. 8141 (DAB) (AJP).

WHEREAS, Paragraph I(A)(2) of the Agreement states:

The Settlement Amount shall be invested in securities backed by the full faith and credit of the United States Government.

WHEREAS, Lead Plaintiff believes it will be in the best interests of the Class to temporarily hold portions of the Settlement Amount in a non-interest-bearing bank account that is fully insured by the Federal Deposit Insurance Corporation, because the historically low yields on bonds issued by the U.S. Treasury are even lower than the fees charged on the escrow account containing the settlement funds.

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and among the Settling Parties, through their respective attorneys, subject to approval by the Court pursuant to Rule 23(e) of the Federal Rules of Civil Procedure, in consideration of

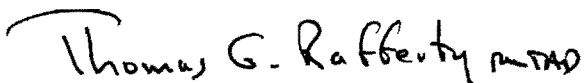
the benefits flowing to the Class from the Amendment, that Paragraph I(A)(2) of the Agreement is hereby amended to state:

The Settlement Amount shall be invested in securities backed by the full faith and credit of the United States Government or, at Lead Plaintiff's sole discretion, deposited in a bank account fully insured by the Federal Deposit Insurance Corporation.

Dated: September 15, 2011

CRAVATH, SWAINE & MOORE LLP

LABATON SUCHAROW LLP





Thomas G. Rafferty

Thomas A. Dubbs

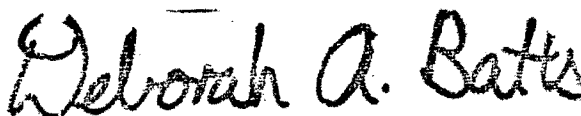
Worldwide Plaza  
825 Eighth Avenue  
New York, NY 10019  
(212) 474-1000

140 Broadway  
New York, NY 10005  
(212) 907-0700

COUNSEL FOR  
PRICEWATERHOUSECOOPERS LLP

COUNSEL FOR LEAD PLAINTIFF AND  
THE CLASS

SO ORDERED this 23<sup>rd</sup> day of September, 2011.



Hon. Deborah A. Batts  
United States District Judge