Attachment A to FRBNY Statement dated January 19, 2010

Section I — Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On December 31, 2008, AIG Financial Products Corp. ("AIGFP") entered into Amendment No. 1 to the Shortfall Agreement, dated November 29, 2008, with Meiden Lane III LLC ("ML III") in connection with ML III's purchase on December 18, 2008, of $[ ] billion in par amount of additional multi-sector collateralized debt obligations ("Multi-Sector CDOs") including $[ ] billion of Multi-Sector CDOs previously held by AIGFP as a result of exercise of a put by the Federal Reserve Bank of New York ("NY Fed"). ML III and AIGFP had previously entered into agreements with AIGFP counterparties to terminate credit default swaps and other similar instruments ("CDRS") written by AIGFP and to base ML III acquire $[ ] billion in par amount of Multi-Sector CDOs with a net payment to counterparties of $[ ].

The purchase of these Multi-Sector CDOs was funded by approximately $[ ] billion of borrowings under ML III's term loan facility with the NY Fed and the surrender by AIGFP of approximately $[ ] billion in collateral previously posted by AIGFP to CDS counterparties in respect of the terminated CDRS. As a result of this transaction, the AIGFP counterparties received 100% of the par value of the Multi-Sector CDOs sold and the related CDRS have been terminated. ML III has now acquired approximately $[ ] billion in par amount of Multi-Sector CDOs and has aggregate liabilities resulting from its borrowings from the NY Fed of approximately $[ ] billion.

AIGFP and the NY Fed continue to work to structure the termination of approximately $[ ] billion notional amount of physically-settled CDRS and of the purchase by ML III of the related Multi-Sector CDOs, including $[ ] million notional amount subject to agreements with the counterparties for ML III to acquire the related Multi-Sector CDOs and terminate the CDRS. Unless this exposure is terminated, AIGFP will continue to bear market risk and the risk of adverse changes in collateral posting requirements relating to these CDRS and could incur additional unrealized market valuation losses with respect to these CDRS.

In addition to its exposure to the remaining physically-settled CDRS, AIGFP has exposure under approximately $[ ] billion notional amount (as of September 30, 2008) of "cash-settled" or "pay-as-you-go" CDRS in respect of protected baskets of reference credits, including single name CDS securities and loans. AIGFP continues to analyze possible means of eliminating its exposure to these CDRS. Until this exposure is eliminated, AIGFP will continue to bear market risk and the risk of adverse changes in collateral posting requirements relating to these CDRS and could incur additional unrealized valuation losses related to these CDRS.

For a further discussion of AIGFP's relationship with ML III, see AIG's Current Report on Form 8-K, dated December 2, 2008. The summary of the terms of Amendment No. 1 to the Shortfall Agreement are qualified in their entirety by reference to the terms of Amendment No. 1, which is filed as exhibit 10.1 to this Form 8-K and incorporated by reference into this Item 1.01.

Section 9 — Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number Description

10.1 Amendment No. 1 to Shortfall Agreement, dated as of December 17, 2008.

Note that there should be no discussion or suggestion that AIG and the NY Fed are seeking to structure something other than the Shortfall Agreement. Given that the disclosure describes the key amendment (i.e., updating the schedule to reflect the additional $[ ] exposure), is filing the amendment necessary or helpful?