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ELECTRONICALLY FILED
DOC #:
DATE FILED: 3-20-2015

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP, INC. 2008 SECURITIES LITIGATION

Master File No.: 08-CV-4772-LTS-DCF

This Document Relates To: All Actions

ORDER APPROVING LEAD PLAINTIFF'S PROPOSED PLAN OF ALLOCATION

WHEREAS:

A. On March 20, 2015, a hearing was held before this Court to consider, among other matters: (1) Lead Plaintiff's Plan of Allocation (the "Plan") for distribution of the Net Settlement Fund to be established as a result of the Settlement in this Action; and (2) the fairness and reasonableness of the Plan to the Settlement Class Members. All interested Persons were afforded the opportunity to be heard;

B. The Plan was set forth in the Notice of Class Action, Proposed Settlement, Motion for Attorneys' Fees and Expenses, and Settlement Hearing (the "Notice") that was disseminated in accordance with the Court's Order entered on October 7, 2014;

C. On December 22, 2014, Lead Plaintiff moved for approval of the Plan, as set forth in the Notice.

D. On December 30, 2014, Lead Plaintiff filed a Notice of Motion to Amend Exhibit A to the Notice, which sets forth certain information to be utilized in calculating claims of purchasers of AIG Securities other than AIG common stock. On January 6, 2015, the Court entered an Order: (1) granting Lead Plaintiff's Motion to Amend Exhibit A to the Notice; and (2) Ordering Methods to Notify Settlement Class Members of the Modification of Exhibit A to the

Notice. Thereafter, Lead Counsel and the Claims Administrator duly notified Settlement Class Members of the modification of Exhibit A to the Notice in accordance with the Court's January 6, 2015 Order.

E. No Settlement Class Member has objected to the Plan.

F. This Court has duly considered Lead Plaintiff's motion, the affidavits, declarations and memoranda of law submitted in support thereof, and all of the submissions and arguments presented with respect to the fairness and reasonableness of the Plan for distributing the proceeds of the Settlement to members of the Settlement Class.

NOW, THEREFORE, after due deliberation and for the reasons stated on the record of the March 20, 2015, hearing, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. The proposed Plan of Allocation of Net Settlement Fund, in the form set forth in the Notice, and as modified by the Court's January 6, 2015 Order, is APPROVED. Lead Plaintiff is authorized and directed to utilize the Plan of Allocation as the basis for calculating the Proofs of Claim submitted by Settlement Class Members in connection with the Settlement in this Action.

2. The Court hereby finds and concludes that the Plan of Allocation is fair and reasonable to Members of the Settlement Class. The Court further finds that the Plan of Allocation is rationally based on the market prices and market movements of AIG Securities during the Settlement Class Period, the claims made in the Action, and studies prepared by Lead Plaintiff's expert consultant, and is further consistent with the Opinions and Orders previously issued by the Court with respect to the claims asserted by Lead Plaintiff in the Action.

3. There shall be no distribution of any of the Settlement Fund to any Settlement Class Member until this Order becomes final, and is either affirmed on appeal and/or is no longer subject

to review by appeal or certiorari, and the time for any petition for rehearing, appeal or review, whether by certiorari or otherwise, has expired.

4. The Notice described herein and as modified by the Court's January 6, 2015 Order provided the best notice practicable under the circumstances. Said Notice provided due and adequate notice of these proceedings and the matters set forth therein, including the Plan of Allocation, to all persons entitled to such Notice, and said Notice fully satisfied the requirements of Rule 23 of the Federal Rules of Civil Procedure and the requirements of due process.

5. There is no just reason for delay in the entry of this Order Approving Plan of Allocation of Net Settlement Fund, and immediate entry of this Order by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

Dated: March 20, 2015

Honorable Laura Taylor Swain
UNITED STATES DISTRICT JUDGE