Indicative terms and conditions

For discussion purposes only	
Borrowers:	AIG, Inc.
Purpose:	General corporate purposes
Amount:	[$75,000,000,000]
Facility:	Term loan
Syndication strategy:	15 underwriters at $5bn commitments each
Maturity:	18 months: March 31, 2010
Mandatory prepayments:	The facility shall be pre-paid with the proceeds of asset sales and any subsequent capital raises
Drawn Pricing:	LIBOR + [650] bps, with a 3.5% Libor floor
Commitment fees:	[500] bps
Duration fees:	100bps at 6 months, 100bps at 12 months
Warrant allocation:	Penny warrants on common shares representing up to 79.9% of the Company
Security:	■ Stock of all significant subsidiaries permitted under the pre-existing indentures: 100% of the capital stock and assets of domestic subsidiaries; ■ 66% of the capital stock of foreign subsidiary holding companies; ■ All assets of AIG Inc. at the time of close permitted under existing indentures ■ Security shall be shared pari passu by all facility Lenders
Guarantors:	■ All material subsidiaries will provide upstream-secured-guarantees to the extent allowed under the pre-existing indentures ■ International Lease Finance Corp ("ILFC") and American General Finance Corp ("AGF") shall provide guarantees in the amounts permitted under existing negative pledges
Reps. & Warranties:	■ Usual and customary
Selected conditions precedent:	■ Cancellation of 100% of respective Lender exposure in American International Group Inc. $3,750mm credit facilities, American General Finance Corp $4,575mm credit facilities [and International Lease Finance Corp. $6,500mm credit facilities] ■ Minimum AIG Inc. liquidity of [$5bn]
Selected covenants:	■ [Minimum liquidity at-all-times of [$10bn] at AIG Inc.] ■ [No new investment spending at AGF; No new contracts at AIG Financial Products; Originations at ILFC] ■ [Prohibition on all indebtedness and liens and posting of Lender's Collateral at any and all regulated subsidiaries, with limited carve-outs to be agreed]