



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

March 14, 2016

Amy Natterson Kroll, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Avenue, NW
Washington, D.C. 20004

Re: In the Matter of Royal Alliance Associates, Inc.
American International Group, Inc. – Waiver Request of Ineligible Issuer Status under Rule 405 of the Securities Act

Dear Ms. Kroll:

This is in response to your letter dated March 8, 2016, written on behalf of American International Group, Inc. (“Company”) and constituting an application for relief from the Company being considered an “ineligible issuer” under Clause (1)(vi) of the definition of ineligible issuer in Rule 405 of the Securities Act of 1933 (“Securities Act”). The Company requests relief from being considered an “ineligible issuer” under Rule 405, due to the entry on March 14, 2016, of a Commission Order (“Order”) pursuant to Section 15(b)(4) of the Securities Exchange Act of 1934 and Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 (“Advisers Act”) against Royal Alliance Associates, Inc., SagePoint Financial, Inc. and FSC Securities Corp. (together, “AIG Advisor Firms”). The Order requires that, among other things, AIG Advisor Firms cease and desist from committing or causing any violations and any future violations of Sections 206(2), 206(4) and 207 of the Advisers Act and Rule 207(4)-7 thereunder.

Based on the facts and representations in your letter, and assuming AIG Advisor Firms comply with the Order, the Commission, pursuant to delegated authority, has determined that the Company has made a showing of good cause under Clause (2) of the definition of ineligible issuer in Rule 405 and that the Company will not be considered an ineligible issuer by reason of the entry of the Order. Accordingly, the relief described above from the Company being an ineligible issuer under Rule 405 of the Securities Act is hereby granted. Any different facts from those represented or failure to comply with the terms of the Order would require us to revisit our determination that good cause has been shown and could constitute grounds to revoke or further condition the waiver. The Commission reserves the right, in its sole discretion, to revoke or further condition the waiver under those circumstances.

Sincerely,

/s/

Elizabeth Murphy
Associate Director
Division of Corporation Finance

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March 8, 2016

Eun Ah Choi
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: In the Matter of Royal Alliance Associates, Inc., SagePoint Financial, Inc., and FSC Securities Corporation

Dear Ms. Choi:

We submit this letter on behalf of our client American International Group, Inc. (“AIG”) in connection with the settlement of the above-referenced administrative proceeding by the U.S. Securities and Exchange Commission (“SEC” or “Commission”) against AIG’s indirect subsidiaries Royal Alliance Associates, Inc., SagePoint Financial, Inc. and FSC Securities Corporation (together, “Respondents” or the “Firms”), each dually registered with the SEC as a broker-dealer and an investment adviser.¹

AIG is a public company and a “well-known seasoned issuer” (“WKSI”) as defined in Rule 405 of the Securities Act of 1933, as amended (“Securities Act”). AIG and its direct and indirect subsidiaries provide a wide array of investment services, and AIG accesses the capital markets frequently, as described in more detail below.

Pursuant to Rule 405 of the Securities Act, AIG hereby respectfully requests, for the reasons explained below, that the Commission (or the Director of the Division of Corporation Finance (“Division”), pursuant to the delegation of authority of the Commission) determine that, for good cause shown and consistent with the framework outlined in the Division’s Revised Statement on

¹ AIG announced on January 26, 2016 that it has agreed to sell AIG Advisor Group, the indirectly owned subsidiary of AIG that owns the Respondents, to investment funds affiliated with Lightyear Capital LLC and PSP Investments. The transaction is expected to close in the second quarter of 2016, subject to regulatory approvals. *See* <http://www.businesswire.com/news/home/20160126005738/en/>.

Well-Known Seasoned Issuer Waivers, issued on April 24, 2014 (the “Revised Statement”), it is not necessary under the circumstances that AIG be considered an “ineligible issuer” and therefore waive the disqualification that would result when the Commission enters an order (the “Order”) in the above-referenced administrative proceeding. AIG requests that this determination be effective upon the entry of the Order against Respondents in the above-referenced administrative proceeding.

1. Background

Respondents have engaged in settlement discussions with the Staff of the Division of Enforcement (“Division of Enforcement”) and, as a result of these discussions, Respondents have submitted an offer of settlement pursuant to which each of the Respondents has consented to the Order. Under the terms of the offer of settlement, Respondents have neither admitted nor denied any of the findings that will be in the Order, except as to jurisdiction and subject matter.

The Order will describe violations of the Investment Advisers Act of 1940 (“the IAA”) that the Order will state occurred from 2012 to 2014 that resulted from Respondents investing certain advisory clients in mutual fund share classes with 12b-1 fees when lower fee share classes of the same funds were available without such 12b-1 fees, and failing to disclose in the Form ADVs of each Firm or otherwise that a conflict of interest was present due to a financial incentive to place non-qualified advisory clients in higher fee mutual fund share classes. The Order will state that this lack of disclosure resulted in a breach of the Firms’ fiduciary duties as investment advisers to certain of the advisory clients. The Order also will state that the Firms failed to adopt compliance policies governing mutual fund share class selection. The Order will further state that, in violation of the Firms’ own policies and procedures, in the fourth quarter of 2012 and first and second quarters of 2013, the Firms failed to timely monitor advisory accounts for inactivity to ensure that fee-based advisory or “wrap” accounts charging an inclusive fee for advisory and trading costs remained in the best interest of clients that traded infrequently (“inactive accounts”).

The Order will find that the Respondents violated Sections 206(2), 206(4) and 207 of the IAA and Rule 206(4)-7 thereunder. Under the terms of the Order, pursuant to Section 15(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Sections 203(e) and 203(k) of the IAA, Respondents will be: (1) ordered to cease and desist from committing or causing any violation and any future violations of Sections 206(2), 206(4) and 207 of the IAA and Rule 206(4)-7 thereunder; (2) censured; (3) ordered to pay disgorgement of \$1,956,460, prejudgment interest of \$93,399 and a civil monetary penalty of \$7.5 million; and (4) ordered to comply with undertakings to retain an independent compliance consultant (the “Independent Consultant”) not unacceptable to the Commission staff. The Independent Consultant will be required to conduct a comprehensive review of the Firms’ compliance policies and procedures required by Section 206(4) of the IAA and Rule 206(4)-7 thereunder, including with regard to

mutual fund share class selection and review of inactive accounts, and the Firms will have to adopt and implement all recommendations of the Independent Consultant unless a recommendation is considered to be unnecessary, inappropriate or unduly burdensome, in which case, the Respondents and the Independent Consultant will have the opportunity to agree to an alternative proposal. In any event, within 90 days after adoption and implementation of all the recommendations, the Respondents will have to certify in writing to the Commission staff and the Independent Consultant that the recommendations have been adopted and are being implemented.²

2. Discussion

In 2005, the Commission revised the registration, communications, and offering processes under the Securities Act (the “Securities Offering Reform Rules”).³ As part of the Securities Offering Reform Rules, the Commission added a new category of issuer, the “WKSI,” the definition of which includes an issuer that is not subject to ineligible issuer status. The Securities Offering Reform Rules also permit, under Rules 163, 164 and 433 of the Securities Act, expanded communications with potential investors by issuers that are not deemed ineligible issuers.

Under Rule 405 of the Securities Act, an issuer will be an ineligible issuer if, among other things:

(vi) Within the past three years . . . , the issuer or any entity that at the time was a subsidiary of the issuer was made the subject of any judicial or administrative decree or order arising out of a governmental action that . . .

(A) Prohibits certain conduct or activities regarding, including future violations of, the anti-fraud provisions of the federal securities laws;

(B) Requires that the person cease and desist from violating the anti-fraud provisions of the federal securities laws; or

(C) Determines that the person violated the anti-fraud provisions of the federal securities laws.⁴

² The Independent Consultant contemplated in the Order will not begin work until after the first quarter of 2016 so as to permit the Respondents to fully implement these policy changes, for both the share class and inactive issue, thus giving the Independent Consultant a real opportunity to determine the effectiveness of these new procedures.

³ Securities Offering Reform, Securities Act Release No. 8591 (July 19, 2005), 70 Fed. Reg. 44,722 (Aug. 3, 2005).

⁴ See Rule 405 under the Securities Act (defining “ineligible issuer”).

Pursuant to this rule and based on actions involving three of its indirect subsidiaries, AIG would be deemed an ineligible issuer upon the entry of the Order, absent a waiver from the Commission. To this end, Rule 405 of the Securities Act authorizes the Commission to determine, “upon a showing of good cause, that it is not necessary under the circumstances that the issuer be considered an ineligible issuer.”⁵

In its Revised Statement, the Division identifies five factors relevant to determining whether an issuer has shown good cause that ineligible issuer status is not necessary for the public interest or the protection of investors:

1. The nature of the violation or conviction and whether it involved disclosure for which the issuer or any of its subsidiaries was responsible or calls into question the ability of the issuer to produce reliable disclosure currently and in the future;
2. Whether the conduct involved a criminal conviction or scienter-based violation, as opposed to a civil or administrative non-scienter-based violation;
3. Who was responsible for, and the duration of, the misconduct;
4. What remedial steps the issuer took; and
5. What the impact would be if the waiver request is denied.⁶

The Revised Statement also addresses the issuer’s burden to show good cause. Notably, the Division states that where there is a criminal conviction or a scienter-based violation involving disclosure for which the issuer or any of its subsidiaries was responsible, the issuer’s burden to show good cause that a waiver is justified would be significantly greater.

AIG believes that, in this case, it clearly satisfies the requirements for establishing good cause under the factors discussed in the Revised Statement. For these and the other reasons described in detail below, AIG respectfully requests that the Commission determine that, under the circumstances, it should not be considered an ineligible issuer for any purpose, including its status as a WKSI.⁷

⁵ *Id.*

⁶ *See* Revised Statement (Apr. 24, 2014).

⁷ This is the first request for a waiver since AIG was deemed an ineligible issuer and lost its WKSI status in 2006 for three years as a result of a settlement with the SEC and other governmental authorities in which AIG itself was a named party and AIG consented to be, and was, enjoined from violating, among other things, scienter-based antifraud provisions of the federal securities laws. *See* Litigation Release No. 19560 (Feb. 9, 2006); Accounting and

a. The Disclosure Violation Described in the Order Was Not by AIG and Did Not Involve Any of AIG's Disclosures Under the Securities Act

As noted above, the Order will state that Respondents failed to disclose in their Form ADVs or otherwise that a conflict of interest was present due to a financial incentive to place non-qualified advisory clients in higher fee mutual fund share classes and that this lack of disclosure resulted in a breach of the Firms' fiduciary duties as investment advisers to certain of the advisory clients. The disclosure violation described in the Order, which falls under Section 206(2) and Section 207 of the IAA, involved only the Respondents, which sit six levels below AIG in AIG's organizational structure, identified only one issue relating to the Respondents' disclosures, and did not involve or have any impact on any of AIG's other entities up to and including AIG itself. The Order will not state that AIG failed to comply with disclosure requirements applicable to AIG, as a WSKI or otherwise, under the Securities Act or the Exchange Act or that AIG made any misrepresentations in its own public disclosures. Accordingly, the violations to be described in the Order do not call into question the ability of AIG to provide reliable disclosure currently and in the future.

b. The Conduct Described in the Order Does Not Involve Scierter-Based Fraud and Will Not Result in a Criminal Conviction

The Order will not state that AIG or any of the Respondents engaged in any conduct involving a criminal conviction or scierter-based violation. Rather, the stated violations that fall under Section 206(2) and Section 206(4) of the IAA are at most non-scierter-based antifraud provisions. Furthermore, the violations to be described in the Order will not give rise to or constitute a criminal conviction.

Auditing Enforcement Release No. 2371 (Feb. 6, 2006); and Securities and Exchange Commission v. American International Group, Inc., Case No. 06 CV 1000 (S.D.N.Y. Feb. 6, 2006), <https://www.sec.gov/litigation/litreleases/lr19560.htm>. As a result of this injunctive action, AIG agreed to certain undertakings designed to assure the Commission that future transactions would be properly accounted for and that senior AIG officers and executives receive adequate training concerning their obligations under the federal securities laws. In addition, AIG then took other remedial actions as follows: (i) appointing a new Chief Executive Officer and Chief Financial Officer; (ii) putting forth a statement of tone and philosophy committed to achieving transparency and clear communication with all stakeholders through effective corporate governance, a strong control environment, high ethical standards and financial reporting integrity; (iii) establishing a Regulatory, Compliance and Legal Committee to provide oversight of AIG's compliance with applicable laws and regulations; and (iv) enhancing its Code of Conduct for employees and mandating that all employees complete special formal ethics training. *See also* SEC press release dated Feb. 6, 2006 regarding the settlement, <https://www.sec.gov/news/press/2006-19.htm>. The press release noted AIG's voluntary restatement of its prior accounting for approximately 66 transactions and that in the restatement AIG "conceded that certain transactions may have 'involved documentation that did not accurately reflect the true nature of the arrangements . . . [and] misrepresentations to members of management, regulators and AIG's independent auditors'." The press release also acknowledged AIG's "substantial cooperation" during the Commission's investigation.

c. The Responsibility for and Duration of the Violations Described in the Order

The Respondents are indirect subsidiaries of AIG. The violations to be described in the Order involved only the Respondents, and did not involve any of AIG's other entities up to and including AIG itself. The violations to be described involved only the Respondents' practices and disclosures relating to mutual fund share class selection and Respondents' reviews of inactive accounts. The violations did not involve any offerings by AIG of its securities or disclosures related to AIG and, as noted above, the violations to be described in the Order do not state that AIG made any omissions or misrepresentations in its written materials and disclosures.

No one at AIG, or at any affiliate between AIG and AIG Advisor Group, which is the direct holding company for the Respondents, knew about the circumstances that gave rise to the violations to be described in the Order. Further, the three individuals employed by the Respondents who directly managed the issues that gave rise to the described violations are no longer employed at any entity within AIG, including but not limited to the Respondents, and during their employment by the Respondents, had no role or influence over any public disclosures made by AIG. The individual directly responsible for disclosures related to the share class selection issue described in the Order was not a senior officer, but rather a mid-level employee. As for the inactive account issue, the Order will state that the Respondents failed to monitor advisory accounts for inactivity on a timely basis over three quarters in 2012 and 2013. During these periods, a senior employee and mid-level employee were responsible for directly managing the issue. Early in these periods, the senior employee departed the organization. If, at the time of his departure, others had been made aware of the problem, the lapse likely could have been readily resolved. However, the lapse continued and it was not until the departure of the mid-level employee, several months later, that Respondents learned that the reviews had not been timely conducted.

While the Order will state that Respondents' violations relating to share class selection occurred during a three-year period, 2012 through 2014, and the inactive account review violations occurred over three quarters in 2012 and 2013, the Respondents have since then undertaken significant efforts, and continue to take steps, designed to ensure that these problems will not recur, as discussed in the next section of this letter.

d. Remedial Steps Taken and to Be Taken

As will be described in the Order, the violations at issue were first identified in connection with cycle examinations of the Respondents conducted by the Office of Compliance Inspections and Examinations ("OCIE") in 2013 and 2014. In late 2014, certain issues were referred by OCIE to the Division of Enforcement for further investigation. Throughout this period, Respondents worked to remedy all OCIE-identified examination deficiencies, reporting on their work, progress and remedial measures to the Division of Enforcement staff. In this regard, the Order will state that the remedial acts taken by the Respondents, as well as the cooperation with the

Commission staff, were relevant to the Commission's determination to accept the Respondents' offer of settlement.

(i) Mutual Fund Share Class Selection

The Order will state that the share class selection violations resulted from gaps in disclosure regarding a conflict of interest with respect to selecting mutual fund share classes due to a financial incentive to place non-qualified advisory clients in higher fee share classes over lower fee share classes of the same mutual fund. Neither the Firms' Form ADVs, nor client services agreements nor any other account documentation included disclosures concerning mutual fund share class selection.

To address these issues, the Respondents have implemented new policies and procedures related to mutual fund share class selection, which will be fully effective in the first quarter of 2016 expanding the number of lower cost share classes of mutual funds available to advisory clients, providing mandatory training and voluntary supplemental training on share class selection to the Respondents' representatives, and requiring the rebating of 12b-1 fees to all advisory clients going forward. The training on this issue already has begun and the new policy of rebating 12b-1 fees to all advisory clients has been announced and publicized internally throughout the Respondents, including to the financial advisors and their supervisors, for purposes of communicating and implementing compliance with the new policy.

In addition, the Firms already revised their Form ADV disclosures and added disclosure to other account documentation specifically addressing mutual fund share class selection to include the following statement:

Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to the more commonly offered retail share classes (typically, Class A, B and C shares), mutual funds may also offer institutional share classes and other share classes that are specifically designed for purchase in an account enrolled in fee-based investment advisory programs. Institutional share classes or classes of shares designed for purchase in an investment advisory program usually have a lower expense ratio than other shares classes. Clients should not assume that they will be invested in the share class with the lowest possible expense ratio.

Your Advisory Representative's assessment of the appropriate share class is based on a range of different considerations, including but not limited to: the asset-based advisory fee that is charged; whether transaction charges are applied to the purchase or sale of mutual funds; the overall cost structure of the advisory program; operational considerations associated with accessing or offering particular share classes (including the presence of selling agreements with the

mutual fund sponsors and the ability to access particular share classes through the custodian); share class eligibility requirements; and the availability of revenue sharing, distribution fees, shareholder servicing fees or other compensation associated with offering a particular class of shares.

In selecting or recommending particular share classes, Advisory Representatives may (but are not required to) consider the overall profitability of the account or client relationship. Accordingly, the advisory fees that are charged on an account basis or in the aggregate at the relationship level may take into consideration the mutual fund share classes in which the clients are invested. Clients that are invested in institutional share classes may have higher advisory fees. Similarly, clients that are invested in retail share classes may be charged lower advisory fees or may receive 12b-1 rebates or other fee offsets designed to minimize the impact of being invested in a more expensive share class. Please contact your Advisory Representative for more information about share class eligibility.

The Firms will make additional changes to their Form ADVs to reflect the new policies and procedures described above, as they are implemented. The new policies and procedures will be fully effective in the first quarter of 2016.

Finally, in recognition of the benefits that the Firms gained through the receipt of 12b-1 fees when clients were placed in higher fee mutual funds, the Firms will pay disgorgement of \$1,956,460 and prejudgment interest of \$93,399 to the general fund of the United States Treasury, pursuant to the Order.

(ii) Inactive Accounts

To address the failures that will be described in the Order relating to the Firms' process for review of inactive accounts, the Firms already have adopted new policies and procedures to ensure timely and up-to-date reviews of inactive accounts. Specifically, effective January 1, 2016, a new policy will become effective that will supplement current supervisory and compliance reviews, and will mandate that individual representatives, as well as their supervisors, review accounts for inactivity at regular, scheduled intervals, based in part on quarterly reports that identify inactive accounts, and implements a time frame for transitioning inactive accounts to another, more suitable account type. As a result of these additional review procedures, the new policy is intended and expected to result in fewer inactive accounts for Respondents' compliance and surveillance teams to review. The training on this new policy also began, immediately following the announcement and publicizing of the new policy throughout the Firms. In addition, the Firms enhanced their Form ADV disclosures relating to the costs of the program in relation to the level of trading in an account. Finally, the Firms have voluntarily determined to repay clients with inactive accounts fees that the clients paid to a Firm covering

the period 2011-2013 and will also voluntarily repay fees paid or to be paid forward to the end of 2015, based on reviews to be conducted of accounts in 2015.

e. Disgorgement and Voluntary Repayments to Customers

As noted in the Order, the Respondents together have over 5,500 financial advisors in over 2,500 branch offices in the United States and, as of December 31, 2014, managed more than 56,000 advisory accounts with over \$13 billion in assets under management. As of December 31, 2014, the Respondents managed approximately \$9.8 billion in advisor managed portfolio wrap accounts, including approximately \$6.0 billion in mutual fund investments. As previously noted, in addressing the mutual fund share class selection issues, the Respondents will pay disgorgement and prejudgment interest in the amount of \$2,049,859 (disgorgement of \$1,956,460 and prejudgment interest of \$93,399), which amount represents the 12b-1 fees (which is typically 25 basis points) that the Respondents would not have collected from the lower fee share classes. In addressing the issue with inactive accounts, the Respondents have voluntarily determined to repay 1,392 clients with inactive accounts fees for a total of \$739,500 for fees that the clients paid to the Respondents covering the stated misconduct period of 2011-2013.

f. Independent Consultant

As noted above, the Order also will require the Respondents to retain an Independent Consultant not unacceptable to the Commission staff, which will be required to conduct a comprehensive review of the Firms' compliance policies and procedures required by Section 206(4) of the IAA and Rule 206(40-7) thereunder, including with regard to mutual fund share class selection and review of inactive accounts. The Firms will have to adopt and implement all recommendations of the Independent Consultant unless a recommendation is considered to be unnecessary, inappropriate or unduly burdensome, in which case, the Respondents and the Independent Consultant will have the opportunity to agree to an alternative proposal. In any event, within 90 days after adoption and implementation of all the recommendations, the Respondents will have to certify in writing to the Commission staff and the Independent Consultant that the recommendations have been adopted and are being implemented.

g. Impact If the Waiver Is Denied

As the Division is aware, AIG is a frequent issuer of securities that are registered with the Commission and offered and sold off the automatically effective Form S-3ASR registration statement, which is available only to WKSIs ("WKSI Shelf"). Loss of WKSI status would significantly impact the ability of AIG to quickly and effectively access the capital markets. In particular, AIG's ability to efficiently respond to market conditions would be significantly impaired by any inability to file, as WKSIs may, a new, automatically effective registration statement or offer new securities not previously described in a WKSI Shelf and with features and

terms that can be tailored to market demands and conditions at the time of offering. In addition, AIG's inability to use free-writing prospectuses ("FWPs") that can include marketing material that facilitates an offering (including using third party offering participants) could significantly harm AIG's ability to efficiently respond to market conditions.

Since 2009, AIG has filed three Form S-3ASRs that registered a variety of securities, including senior, subordinated and junior debt securities, common stock, preferred stock, and depository shares available for sale off that WKSI Shelf. AIG most recently filed a WKSI Shelf on May 14, 2015, which it amended post-effectively on July 1, 2015 (the "2015 WKSI Shelf"). AIG filed three FWPs with respect to an offering of \$2.5 billion of various classes of notes off the 2015 WKSI Shelf. In addition, AIG filed a prospectus supplement to the 2015 WKSI Shelf to issue up to \$1 billion of medium-term notes of a certain class. Previously, AIG filed a WKSI Shelf on June 29, 2012, also registering a variety of securities (the "2012 WKSI Shelf"). AIG sold (including on behalf of selling stockholders) approximately \$34.1 billion of common stock, \$7.5 billion of notes, and offered \$1 billion of medium-term notes off the 2012 WKSI Shelf. In addition, AIG filed an automatically effective post-effective amendment to the 2012 WKSI Shelf to register certain deferred compensation obligations assumed by AIG for an affiliate. AIG used several FWPs to market the securities sold under the 2012 WKSI Shelf. Prior to the 2012 WKSI Shelf, AIG filed a WKSI Shelf on July 17, 2009 to register a variety of securities, which it amended post-effectively to add additional types of securities. AIG sold (including on behalf of selling stockholders) approximately \$24 billion of common stock (including common stock issuable upon exercise of warrants) and approximately \$7.5 billion of notes. In connection with these offerings, AIG again used several FWPs.

Furthermore, AIG's status as a WKSI is a significant factor in AIG's capital raising planning as a non-bank Systemically Important Financial Institution ("non-bank SIFI").⁸ As a non-bank SIFI, AIG could become subject to capital requirements imposed in the future by the Board of Governors of the Federal Reserve System ("FRB"). In the event that AIG were to become subject to increased capital requirements, loss of WKSI status, among other things: (i) could impede AIG's ability to efficiently raise capital as could become necessary; (ii) likely would materially and adversely affect AIG's ability to efficiently satisfy any prudential standards that the FRB and/or other regulators could impose; and (iii) could make it more difficult for AIG to address the results of stress testing that may be required by the FRB, which might then result in the imposition of additional capital requirements. Due to its non-bank SIFI status, AIG believes that maintenance of WKSI status is especially critical to conducting its business.

⁸ See AIG Form 10-K (for the fiscal year ended December 31, 2014) at 24-26, http://www-111.aig.com/AIG_Internet/2014-Form-10K.pdf.

Eun Ah Choi
March 8, 2016
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3. Request for Waiver

For the foregoing reasons, AIG respectfully submits that, based on the factors described above, it is not necessary under the circumstances for AIG to be deemed an “ineligible issuer” and that good cause exists for the relief requested in this letter. Furthermore, because the conduct to be described in the Order does not relate to AIG’s ability to produce reliable disclosure as a WKSI, including with respect to offering securities, granting a waiver to AIG in this instance would be consistent with the public interest and the protection of investors.

We therefore respectfully request that the Commission (or the Director of the Division pursuant to delegated authority) make a determination that AIG is granted a waiver from designation as an “ineligible issuer” at the time that the Order is issued by the Commission.

Please do not hesitate to contact me at 202-739-5746 or Rani Doyle at 202-739-5233 with any questions regarding this request.

Sincerely,



Amy Natterson Kroll

ANK

c: Amy Greer, Morgan, Lewis & Bockius LLP
Panayita K. Bougiamas, Division of Enforcement, New York Regional Office