AGREED TO STIPULATIONS

The parties agree that neither side waives its right to challenge the relevance of the agreed to stipulations. The parties agree to them to indicate an agreement to the underlying fact. The parties agree that the stipulations are only agreed to and may only be used for purposes of this case.

1. The Federal Reserve System is comprised of the Board of Governors and 12 regional Federal Reserve Banks.

2. The Board of Governors of the Federal Reserve System ("Board of Governors") is an agency of the United States. Among other things, the Board of Governors supervises and regulates the operations of the Federal Reserve Banks.

3. The Board of Governors is composed of up to seven members, called "Governors." Governors are appointed by the President of the United States and confirmed by the U.S. Senate. The Chairman and the Vice Chairman of the Board are Governors who are also appointed by the President and confirmed by the Senate. The nominees to these posts must already be members of the Board or must be simultaneously appointed to the Board. The terms for these positions are four years. Members of the Board of Governors are officials of the United States.

4. Members of the Board of Governors are in continual contact with other policy makers in government. The Board has regular contact with members of the President's Council of Economic Advisers and other key economic officials. The Chairman also meets from time to time with the President of the United States and has regular meetings with the Secretary of the Treasury.

5. The members of the Board of Governors are appointed by the President and confirmed by the Senate to serve 14-year terms.

6. For the Board of Governors, the President designates, and the Senate confirms, one member of the Board to be Chairman, and one member to be Vice Chairman, for four-year terms.

7. Federal Reserve Banks operate under the general supervision of the Board of Governors.

8. Each Reserve Bank has a president to manage that bank's operations.

9. Federal Reserve Banks generate their own income principally from interest earned on Government securities and the provision of services to depository institutions.

10. Each year, Federal Reserve Banks pay to the U.S. Treasury all earnings in excess of operating and other expenses.

11. The Board of Governors is responsible for, among other things, regulating and supervising (1) banks that are members of the Federal Reserve System, (2) bank holding companies, and (3) international banking facilities in the United States.

12. All discount window loans must be collateralized to the satisfaction of the lending Reserve Bank.

13. The Federal Open Market Committee ("FOMC") is responsible for conducting open market operations - the purchase and sale of securities by the central bank. The Federal Reserve uses open market operations to adjust the supply of reserve balances to manage the federal funds rate (the rate at which banks lend reserve balances overnight). The FOMC consists of the members of the Board of Governors, the president of the Federal Reserve Bank of New York ("FRBNY"), and four of the remaining Reserve Bank presidents, who rotate through one-year terms.

14. Monetary policy is made by the Federal Open Market Committee ("FOMC"), which consists of the members of the Board of Governors of the Federal Reserve System and five Reserve Bank presidents.

15. One of the functions of the markets group at FRBNY is to provide access to the discount window for eligible institutions experiencing temporary liquidity needs.

16. In 2008, William Dudley was Executive Vice President of the Markets Group at FRBNY. From January 27, 2009, through the present, Mr. Dudley was the President of FRBNY.

17. Debtor-in-possession financing is a form of funding that allows a company to continue operating while reorganizing under the protections of Chapter 11 of the Bankruptcy Code.

18. Debtor-in-possession financing is generally senior to all other debt.

19. In the U.S., insurance companies are regulated by state insurance regulators.

20. At all relevant times, American International Group ("AIG") has been a Delaware corporation with its principal executive offices located in New York City.

21. AIG's common stock is listed on the New York and Tokyo Stock Exchanges.

22. AIG was incorporated as a holding company for various general life and insurance businesses in 1967. In 1968, Maurice R. "Hank" Greenberg became CEO of AIG.

23. AIG presently operates as an insurance company, without any significant credit default swap (CDS) or securities-lending revenues.

24. AIG reported the following approximate amounts in revenue from its insurance operations, in the respective years: $100 billion (2006), $105 billion (2007), $48 billion (2008), $79 billion (2009), and $52 billion (2010). AIG reported the following approximate amounts in revenue from its non-insurance operations, in the respective years: $13 billion (2006), $5 billion (2007), $(36) billion (negative) (2008), $19 billion (2009), and $26 billion (2010).

25. During the relevant period, Standard & Poor’s, Moody’s, Fitch, and A.M. Best were ratings agencies, which published credit ratings on AIG. A credit rating agency may apply to the Securities and Exchange Commission (“SEC”) for registration as a nationally recognized statistical rating organization (“NRSRO”).

26. Under Fitch's ratings system, "AAA" ratings denote Fitch's lowest expectation of default risk. "AA" ratings denote Fitch's expectations of very low default risk. "A" ratings denote Fitch's expectations of low default risk.

27. Under Moody's ratings system, obligations rated "Aaa" are judged by Moody’s to be of the highest quality and subject to the lowest level of credit risk. Obligations rated "Aa" are judged by Moody’s to be of high quality and subject to very low credit risk. Obligations rated "A" are judged by Moody’s to be upper-medium grade and subject to low credit risk.

28. Under A.M. Best's ratings system, the ratings “A++” or “A+” mean “Superior.” The ratings “A” or “A-” mean “Excellent”.

29. Under Standard & Poor's (“S&P’s”) ratings system, the rating “AAA” means in general that, in S&P's opinion, the company has an extremely strong capacity to meet financial commitments. It is S&P’s highest rating. “AA” means in general that, in S&P’s opinion, the company has a very strong capacity to meet financial commitments. An “A” rating means in general that, in S&P’s opinion, the company has a strong capacity to meet financial commitments, but is somewhat susceptible to adverse economic conditions and changes in circumstances.

30. Weil, Gotshal & Manges LLP served as one of AIG's outside counsel, including from 2008 through the present.

31. Simpson, Thacher & Bartlett LLP served as outside counsel to the AIG Board of Directors in 2008.

32. PricewaterhouseCoopers LLC (“PwC”) served as AIG’s independent auditor from at least 2005 through the present.

33. At all times relevant to this case, Deloitte & Touche LLP (“Deloitte”) was the independent auditor for the Board of Governors as well as for the individual Federal Reserve Banks, including FRBNY.

34. Wachtell, Lipton, Rosen & Katz (“Wachtell”) provided legal services relating to AIG as outside counsel to Treasury beginning on or around September 14, 2008

through September 19 or 20, 2008. The United States never memorialized its retention of Wachtell for services rendered to AIG, and Wachtell never sought compensation for such services rendered.

35. Morgan Stanley provided advice to FRBNY in connection with the drafting of the terms of the Credit Agreement.

36. A Collateralized Debt Obligation (CDO) is a debt security backed by a pool of assets (cash or synthetic) that can be comprised of a mix of various assets such as leveraged loans, bonds, residential mortgage backed securities, credit default swaps, etc. A CDO security will earn either a fixed or floating periodic coupon payment from the cash flow proceeds received from the pool of assets.

37. Between 2004 and 2007, the majority of subprime mortgages written were packaged into residential mortgage-backed securities (“RMBS”). A large share of the subprime RMBS were purchased by managers of collateralized debt obligations (“CDOs”) of asset-based securities (“ABS CDOs”).

38. Subprime RMBS and ABS CDOs were structured in tranches and a very large share of the total value of the securities issued was rated AA or AAA by the credit rating agencies.

39. If the debt referenced by a CDS undergoes a “credit event,” as defined in the CDS contract, the protection buyer is entitled to protection of a specified face value, referred to as the notional amount of the reference entity debt.

40. AIGFP’s practices included selling CDS protection that required AIGFP to post cash collateral if any or a combination of the following scenarios occurred, which resulted in a positive amount from the exposure calculation and was higher than any collateral amount previously posted: (1) a decrease in the value of the referenced obligations, (2) rating downgrades of referenced obligations, or (3) downgrades of AIG’s credit ratings.

41. AIG guaranteed all of AIGFP’s obligations, and, prior to March 2005, AIGFP benefited from AIG’s AAA rating.

42. In December 2005, AIGFP made the decision to stop writing credit protection on multi-sector CDOs.

43. By December 2005, AIG ceased committing to new transactions providing credit protection on CDOs containing subprime RMBS exposure.

44. Foreclosures rose in 2007, as many borrowers could not pay their mortgages.

45. Prior to June 30, 2007, AIGFP had not received any collateral calls in connection with its multi-sector CDS portfolio.

46. Disruptions in the domestic housing and credit markets impacted AIG's fourth quarter 2007 financial results.

47. The reduction in payments on certain mortgages affected some financial instruments tied to the same mortgages.

48. As of December 31, 2007, AIG's market capitalization was more than $147 billion.

49. In 2008, AIGFP was a separate, wholly-owned subsidiary of the AIG parent company.

50. The U.S. residential mortgage market continued to worsen in the first quarter of 2008, expanding into the broader U.S. credit markets and resulting in greater volatility, less liquidity, widening of credit spreads, and a lack of price transparency.

51. The Federal Reserve established the Primary Dealer Credit Facility ("PDCF") on March 16, 2008.

52. During the months prior to September 2008, short-term funding markets had come under severe stress with very high spreads between lending rates and the target federal funds rate and very illiquid trading conditions in term money markets. Those stresses intensified in late August and early September 2008, and these developments had led to a considerable impairment of a broad range of other financial markets.

53. On May 8, 2008, Standard & Poor's downgraded AIG's issuer credit rating to "AA-/A-1+" from "AA/A-1+".

54. On May 8, 2008, Fitch downgraded AIG's issuer default ratings and senior debt ratings to "AA-" from "AA".

55. On May 22, 2008, Moody's downgraded AIG's long-term issuer rating and senior unsecured debt rating to Aa3 from Aa2.

56. In May 2008, AIG raised approximately $20 billion in new capital by issuing a mix of common stock, equity units, and junior subordinated debentures.

57. AIG retained BlackRock in June 2008 to value its credit default swap portfolio.

58. In June 2008, AIG's board replaced CEO Martin J. Sullivan with Robert B. Willumstad.

59. Mr. Willumstad was on the Finance Committee of the AIG Board.

60. On June 15, 2008, the AIG Board installed Mr. Willumstad as CEO.

61. After Mr. Willumstad became CEO in June 2008, he scheduled meetings with credit rating agencies for September 2008 to discuss his strategic plan (which he expected to develop in the interim).

62. On July 8, 2008, President of FRBNY Timothy Geithner initiated a meeting with Mr. Willumstad.

63. On July 29, 2008, Mr. Willumstad and President of FRBNY Geithner had a meeting.

64. On August 11, 2008, FRBNY staff members met with the Office of Thrift Supervision to discuss AIG.

65. On August 18, 2008, Goldman Sachs issued a report on AIG's outlook, entitled "Don't Buy AIG," which recommended against buying AIG stock based upon AIGFP's CDS exposure.

66. On August 18, 2008, AIG raised $3.25 billion through a ten-year debt issuance of 8.25% Notes.

67. In late August 2008, AIG hired JP Morgan Chase to help develop funding options.

68. In late August 2008, AIG engaged JP Morgan Chase to assist in developing alternatives, including a potential additional capital raise, but those efforts ultimately did not produce any financing.

69. In late August 2008, AIG approached Berkshire Hathaway about providing a $5 billion backstop to AIG's guaranteed investment contracts (GICs).

70. In the fall of 2008, the United States economy was suffering its most severe financial crisis since the Great Depression.

71. On September 6, 2008, the Federal Housing Finance Agency ("FHFA") placed two Government-Sponsored Entities ("GSEs"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Federal National Mortgage Association ("Fannie Mae"), into conservatorship.

72. Between September 8 and September 12, 2008, AIG's stock price closed at the following prices: $22.76 on September 8; $18.37 on September 9; $17.50 on September 10; $17.55 on September 11; and $12.14 on September 12.

73. Between September 9 and October 9, 2008, the Dow Jones Industrial Average fell by approximately 25 percent.

74. On September 12, 2008, two of AIG's non-insurance subsidiaries, International Lease Finance Corporation ("ILFC") and American General Finance ("AGF")

were unable to roll over their commercial paper. As a result, AIG advanced loans to these subsidiaries to meet their commercial paper obligations.

75. On September 12, 2008, AIG informed the New York State Insurance Department of AIG's severe liquidity problems, which were principally due to increasing demands to return cash collateral under its securities lending program and collateral calls on AIGFP's CDS portfolio.

76. On September 12, 2008, AIG informed FRBNY that AIG might be downgraded later that day or on September 15.

77. On the evening of September 12, 2008, FRBNY sent a team to AIG to attempt to evaluate AIG's liquidity needs and financial situation.

78. On September 13, 2008, the Federal Reserve Board's staff had discussions with AIG to understand its liquidity condition.

79. On September 13, 2008, Mr. Willumstad met with President of FRBNY Geithner and Secretary of Treasury Henry Paulson.

80. Between September 12 and September 16, 2008, FRBNY asked AIG for documents and held discussions with various AIG employees as part of FRBNY's attempt to assess and understand AIG's financial needs.

81. On September 13, 2008, AIG executives asked Federal Reserve officials about obtaining an emergency loan.

82. The weekend of September 13-14 has been referred to at FRBNY as "Lehman Weekend."

83. Over the weekend of September 13-14, 2008, FRBNY President Geithner requested data on the direct exposure of domestic and international banks to AIG in the event of a default by AIG as part of his assessment of the potential systemic effects of an AIG failure.

84. Over the weekend of September 13-14, 2008, as AIG attempted to secure private financing, the Federal Reserve System avoided actions that could have signaled to companies or other regulators that it would assist AIG.

85. On September 14, 2008, Mr. Willumstad called President of FRBNY Geithner regarding the status of private sector efforts to assist AIG.

86. On September 14, 2008, the Federal Reserve Board expanded the list of eligible collateral for the PDCF to include any collateral that could be pledged in the tri-party repo system of the two major clearing banks. Previously, PDCF collateral had been limited to investment-grade debt securities. Following this expansion, primary dealers could post certain non-investment grade securities and equity as collateral for PDCF borrowing.

87. In 2008, Lehman Brothers suffered significant losses due to the subprime mortgage crisis and was unable to find a purchaser for its business.

88. In 2008, FRBNY tried to find a buyer for Lehman, but only Barclays expressed interest.

89. Barclays' U.K. regulators would not let the bank acquire Lehman.

90. At the time of its collapse, Lehman had more liabilities than assets.

91. Lehman's insolvency prevented FRBNY from providing assistance to the company.

92. On September 15, 2008, Bank of America agreed to acquire Merrill Lynch.

93. At around 12:30 am on September 15, 2008, Lehman Brothers Holdings Inc. ("Lehman") publicly announced its intent to file a Chapter 11 bankruptcy petition.

94. On the morning of September 15, 2008, FRBNY President Geithner called JPMorgan and Goldman Sachs to send their top bankers to FRBNY and see if they could arrange a credit line for AIG.

95. At 11:30 am on September 15, 2008, Mr. Willumstad, New York State Insurance Department Superintendent Eric Dinallo, FRBNY President Geithner, Treasury contractor Dan Jester, and certain Government officials, as well as representatives of Morgan Stanley, JPMorgan, and Goldman Sachs attended a meeting at FRBNY.

96. Around noon on September 15, 2008, New York Governor David Paterson held a press conference at which he announced that he had directed the New York State Insurance Department to authorize AIG to access approximately $20 billion in liquid assets from certain AIG insurance subsidiaries.

97. Late in the evening on September 15, 2008, JP Morgan Chase and Goldman Sachs concluded that there was no possible private section solution for AIG.

98. On September 15, 2008, Fitch downgraded AIG's issuer default rating to A from AA-.

99. On September 15, 2008, A.M. Best downgraded AIG's issuer credit ratings to BBB from A+.

100. On September 15, 2008, Moody's downgraded AIG's senior unsecured debt rating to A2 from Aa3.

101. On September 15, 2008, Fitch downgraded the insurer financial strength ratings of certain AIG subsidiaries to AA- from AA+.

102. On September 15, 2008, A.M. Best downgraded the financial strength rating of AIG's domestic life and retirement services subsidiaries to A from A+.

103. On September 15, 2008, Moody's downgraded the insurance financial strength ratings of various AIG subsidiaries, including the domestic life insurance and retirement services companies, to Aa3 from Aa2.

104. On September 15 and 16, 2008, representatives from Treasury attended meetings at FRBNY's offices concerning AIG.

105. At 8:30 am on September 16, 2008, a FOMC meeting took place with all the Federal Reserve Governors.

106. On September 16, 2008, Secretary Paulson and President of FRBNY Geithner called Mr. Willumstad to tell him that FRBNY would offer a loan to AIG.

107. On September 16, 2008, Secretary Paulson and President of FRBNY Geithner told Mr. Willumstad that one condition of the FRBNY loan would be Mr. Willumstad's resignation.

108. On the morning of September 16, 2008, FRBNY President Geithner called Warren Buffett to see what he thought about the earnings power of AIG's traditional insurance subsidiaries.

109. On the morning of September 16, 2008, FRBNY requested that JPMorgan permit its counsel, Davis Polk & Wardwell ("Davis Polk"), to represent FRBNY in connection with FRBNY's loan to AIG. At approximately 10:30 am on September 16, 2008, Davis Polk began representing FRBNY in connection with the credit facility for AIG.

110. On September 16, 2008, FRBNY asked Davis Polk to work for them and prepare a term sheet for a possible loan to AIG.

111. At 10:51 am on September 16, 2008, Daniel Simkowitz of Morgan Stanley sent a preliminary draft of a term sheet for a loan from FRBNY to AIG to Treasury contractor Dan Jester and Treasury employee Jeremiah Norton.

112. Secretary of Treasury Paulson participated in the September 16, 2008 Board of Governors meeting at which the Board of Governors authorized FRBNY to lend to AIG.

113. At midday on September 16, 2008, the Reserve Primary Fund, a $65 billion dollar money market fund, reported a share value of less than a dollar, which meant that investors were at risk of losing money. This was only the second time in history that a money market fund had "broken the buck".

114. On the afternoon of September 16, 2008, the Board of Governors held a meeting to consider whether to authorize FRBNY to make a section 13(3) loan to AIG.

The meeting was held over two sessions. The first session began around 12:30 pm. The second session began around 2:30 pm. Chairman Bernanke, Vice Chairman Kohn, and Governors Warsh, Kroszner, and Duke attended. Certain members of the Board of Governors staff, including General Counsel Scott Alvarez also attended. FRBNY President Geithner, FRBNY's General Counsel Thomas Baxter, FRBNY employee Margaret McConnell, Secretary of Treasury Paulson and Treasury contractor Dan Jester attended a portion of the meeting by telephone.

115. During the September 16, 2008 AIG Board meeting, before voting to accept FRBNY's loan offer, the Board was informed by Mr. Willumstad that Mr. Willumstad's replacement as CEO was a condition of FRBNY's loan offer to AIG.

116. The Board of Governors resolution permitting the offer of a loan to AIG referred to a draft of the term sheet.

117. The approved loan to AIG was to be made using the Federal Reserve's authority under section 13(3) of the Federal Reserve Act.

118. On September 16, 2008, FRBNY concluded that the proposed Section 13(3) loan to AIG would be secured to FRBNY's satisfaction.

119. On September 16, 2008, the Board of Governors approved a resolution that permitted FRBNY to offer an $85 billion loan to AIG.

120. On September 16, 2008, the AIG Board of Directors authorized AIG to enter into a secured demand note to permit AIG to immediately obtain liquidity from FRBNY.

121. On September 16, 2008, when AIG's board members voted on FRBNY's loan offer, no shareholder owned 50% or more of AIG equity and no shareholder was considered a controlling shareholder.

122. At the September 16, 2008 AIG board meeting, AIG's counsel H. Rodgin Cohen and Michael M. Wiseman of Sullivan & Cromwell, Joseph Allerhand of Weil, Gotshal & Manges LLP, and AIG financial advisors John Studzinski, Martin Alderson-Smith, Arthur Newman, and Larry Nath of the Blackstone Group were in attendance.

123. On September 16, 2008, before AIG's board voted to accept FRBNY's loan offer, AIG and AIG's advisors discussed the efforts made to find a private sector solution.

124. On September 16, 2008, before AIG's board voted to accept FRBNY's loan offer, AIG's directors engaged in discussions of their duties to the company, its shareholders, and its creditors.

125. On September 16, 2008, AIG's board directed Mr. Willumstad to ask President of FRBNY Geithner if FRBNY's terms for the offered loan were negotiable.

126. On September 16, 2008, before AIG's board voted to accept FRBNY's loan offer, Mr. Willumstad and AIG's attorneys called President of FRBNY Geithner to discuss the revolving credit facility terms.

127. On September 16, 2008, before AIG's board voted to accept FRBNY's loan offer, Mr. Willumstad asked FRBNY if it would negotiate on the equity consideration.

128. On September 16, 2008, when AIG's board voted to accept FRBNY's loan offer, neither FRBNY nor the Government owned any shares of AIG.

129. For the loans that FRBNY made to AIG from September 16 to September 19, 2008, FRBNY estimated the value of the pledged entities using a market value approach suggested by Morgan Stanley.

130. As CEO of AIG, Edward Liddy was paid a salary of $1 per year.

131. The closing stock price of AIG's common stock on September 16, 2008 was $3.75; on September 17, 2008 was $2.05; on September 18, 2008 was $2.69; on September 19, 2008 was $3.85; on September 22, 2008 was $4.72; on September 23, 2008 was $5.00; and on September 24, 2008 was $3.31.

132. In September 2008, CDS protection extended by AIG to its counterparties in its CDS Regulatory Capital portfolio, helped its counterparty banks achieve capital relief, in light of Basel II regulations, by transferring the credit risk to AIG.

133. In September 2008, AIG insured retirement accounts.

134. By the morning of September 18, 2008, yields on short-term Treasury bills were below zero.

135. On September 18, 2008, FRBNY's AIG Relationship Monitoring Team met with AIG executives to discuss AIGFP.

136. On September 18, 2008, AIG filed a form 8-K announcing that the Credit Facility would be secured by a pledge of all of the assets of AIG and its Material Subsidiaries.

137. On September 19, 2008, AIG paid its quarterly dividend of approximately $592 million to its shareholders.

138. On September 19, 2008, FRBNY retained Ernst & Young ("E&Y") to perform services for FRBNY in connection with FRBNY's loan to AIG.

139. On September 19, 2008, the SEC temporarily banned the short selling of 799 financial stocks.

140. At 6:31 pm on September 21, 2008, AIG's directors received via email notice that the proposed form of equity set forth in the Credit Agreement would be "Preferred Shares."

141. At 8:00 pm on September 21, 2008, the AIG Board of Directors held a meeting to consider whether to authorize AIG to enter into the Credit Agreement.

142. After the AIG Board meeting on September 21, 2008, AIG's Audit Committee held a conference call and approved the issuance of preferred stock without a shareholder vote as provided for by NYSE Listed Company Manual Rule 312.05, invoking an exemption on the ground that the delay in securing shareholder approval for the issuance of the Preferred Stock would seriously jeopardize the financial viability of AIG.

143. At all relevant times, AIG's common stock was listed for trading on the New York Stock Exchange. Rules of the New York Stock Exchange require shareholder approval for the issuance of securities having more than 20% of the vote.

144. Under certain emergency circumstances, a New York Stock Exchange member could ask the exchange to waive its limitation on the issuance of shares.

145. On September 21, 2008, when AIG's board members voted on the terms of the proposed Credit Agreement, neither FRBNY nor the Government held any shares of AIG.

146. On September 22, 2008, FRBNY filed UCC Financing Statements with the Delaware Department of State providing notice that all of AIG Commercial Insurance Group Inc.'s and AIG Property Casualty Group, Inc.'s personal property were collateral for AIG's debt to FRBNY.

147. On September 22, 2008, AIG's charter authorized 5,000,000,000 shares of common stock.

148. On September 22, 2008, 100% of the equity in AIG Casualty Company, Audubon Insurance Company, Commerce and Industry Insurance Company, Landmark Insurance Company, New Hampshire Insurance Company, the Insurance Company of the State of Pennsylvania, AIG LS Holdings LLC, and American International Insurance Company of Delaware, as well as 66% of the equity in AIG Commercial Insurance Company of Canada, were pledged as collateral pursuant to the Guarantee and Pledge Agreement.

149. Around 10 pm on September 23, 2008, AIG issued a press release announcing that it had signed a definitive agreement with FRBNY.

150. Under the Demand Notes, AIG had an obligation to pay the principal, fees and interest on the demand of FRBNY or on September 23, 2008, whichever came earlier.

151. On October 3, 2008, Wells Fargo Bank announced its acquisition of Wachovia Corporation.

152. In October 2008, the Emergency Economic Stabilization Act (EESA) was signed into law.

153. EESA authorized the Secretary of the Treasury to establish the Troubled Asset Relief Program (TARP).

154. TARP provided Treasury with new tools to address the financial crisis.

155. The effective Federal Funds rate during the week of September 22, 2008 through September 26, 2008 was 1.51% on September 22; 1.46% on September 23; 1.19% on September 24; 1.23% on September 25; and 1.08% on September 26. The discount window primary credit rate was 2.25% during the week of September 22, 2008 through September 26, 2008.

156. In October 2008, FRBNY engaged BlackRock to evaluate various issues surrounding AIG's CDS exposure.

157. BlackRock employees had been advising AIG since the summer of 2008.

158. In the second half of 2008, collateral calls were made against AIGFP's multi-sector CDO CDS portfolio.

159. In the second half of 2008, AIG faced demands by securities lending counterparties for the return of cash collateral.

160. In September 2008, AIG owned a small thrift that was a depository institution with access to the Federal Reserve's discount window. AIG's thrift had about $2 billion in assets.

161. Before October 3, 2008, Treasury had no authority to inject equity into companies.

162. The Department of the Treasury's Asset Guarantee Program (AGP) was created pursuant to EESA, and thus did not exist in September 2008.

163. From September 18 through September 29, 2008, representatives from AIG and its consultant Alix Partners met each weekday with representatives from FRBNY and/or representatives from Ernst & Young.

164. Edward Liddy did not explore the possibility of AIG or its thrift institution subsidiary becoming a bank holding company.

165. The Credit Agreement provided for convertible preferred stock with dividend and voting rights equivalent to 79.9% of AIG's equity.

166. FRBNY had a first priority claim on the collateral securing the Credit Facility.

167. By September 30, 2008, AIG had drawn down $61 billion from the revolving credit facility.

168. FRBNY's agreement with AIG to provide AIG with advances under the Credit Facility was specifically conditioned on FRBNY being satisfied in its sole discretion with the nature and value of the collateral securing AIG's obligations at the time of the advance.

169. To draw on the Credit Facility, AIG would submit a borrowing request to FRBNY. Each time AIG made a borrowing request, Ernst & Young would update its valuations for collateral that had been previously posted and value any new collateral that AIG had pledged in support of its new borrowing request. FRBNY would then determine whether the collateral was adequate to secure AIG's new borrowing request.

170. The AIG Credit Facility Trust Agreement was dated January 16, 2009.

171. AIG was not a party to and did not participate in the negotiation of the Trust Agreement.

172. Douglas Foshee, Jill Considine, and Chester Feldberg were the original trustees for the AIG Credit Facility Trust.

173. Peter Langerman eventually replaced Mr. Foshee as Trustee for the AIG Credit Facility Trust.

174. Trustees for the AIG Credit Facility Trust were removable by FRBNY if either (1) the Trustee was the subject of any information, indictment, or complaint involving committing a crime of dishonesty or breach of trust punishable by 1+ year in prison, or (2) the Trustee was "reasonably determined by the FRBNY, in consultation with the Treasury Department, to have demonstrated untrustworthiness or to be derelict in the performance of his or her duties under this Trust Agreement."

175. The Trustees for the AIG Credit Facility Trust could not take actions that were contrary to the interests of the Trust's sole beneficiary.

176. The Trustees had no involvement in the *Walker* litigation.

177. On October 17, 2008, pursuant to Section 5.10(b) of the Credit Agreement, AIG submitted information to FRBNY that the value of AIG's wholly-owned real estate held by AIG had a net book value of $11.5 billion as of December 31, 2007. AIG also held other real estate investments, which AIG valued at approximately $3.972 billion as of June 30, 2008.

178. On October 27, 2008, AIG shared its and KPMG valuations for the Series C Preferred Stock, as well as AIG's accounting memoranda concerning the accounting treatment of the Series C Preferred Stock, with FRBNY and Treasury personnel.

179. The Series C Preferred Shares were not registered under any securities laws.

180. As of October 31, 2008, AIG had $6l.5 billion in outstanding draws under the Credit Facility.

181. FRBNY's AIG Relationship Monitoring Team communicated with rating agencies about matters relating to AIG.

182. Davis Polk, acting as counsel to FRBNY, identified Paula Reynolds as a potential candidate for chief restructuring officer of AIG.

183. The Revolving Credit Facility's terms were restructured in November 2008.

184. As part of the November 2008 restructuring, the Credit Agreement was revised to reduce the fees and interest rate charged to AIG, and to extend the revolving credit facility's maturity to September 2013.

185. On November 9, 2008, representatives of FRBNY attended the AIG Board meeting where the board voted on the Maiden Lane III transaction.

186. On November 10, 2008, AIG reported a third-quarter 2008 net loss of $24.5 billion.

187. On November 10, 2008, AIG and the Government announced a multi-pronged plan to address AIG's continuing liquidity needs, which included Treasury purchasing Series D Fixed Rate Cumulative Perpetual Preferred Stock and warrants to purchase 2% of AIG's outstanding common stock.

188. In November 2008, Treasury received warrants to purchase 2% of AIG common stock in connection with its $40 billion investment in the company pursuant to TARP.

189. As part of the November 10, 2008 restructuring, the Credit Agreement was amended.

190. The Government and FRBNY considered a variety of alternatives to Maiden Lane III.

191. The FRBNY began selling portions of ML II's portfolio in April 2011 and continued to sell pieces on a weekly basis through June 2011. On February 28, 2012, the FRBNY sold the remaining assets in the ML II portfolio for an approximate net gain of $2.8 billion, which included $580 million in interest.

192. On June 14, 2012, FRBNY announced that the ML III loan had been completely repaid with interest. By July 16, 2012, AIG’s equity contribution to ML III had been repaid plus interest. On August 23, 2012, FRBNY announced that it had sold the remaining securities in the ML III portfolio, resulting in an overall net gain of approximately $6.6 billion, including $737 million in accrued interest.

193. FRBNY received $6.636 billion from Maiden Lane III’s remaining proceeds after Maiden Lane III completed its sale of securities on August 23, 2012.

194. As of December 31, 2008, AIG had $38.9 billion in outstanding borrowings under the Credit Facility.

195. A member of FRBNY’s AIG Relationship Monitoring Team attended the February 10, 2009 meeting of the Finance Committee of the AIG Board of Directors at which the ratio for the proposed reverse stock split was discussed.

196. On March 2, 2009, AIG reported a $61.7 billion net loss for the fourth quarter of 2008.

197. In March 2009, Treasury made $30 billion of Troubled Asset Relief Program funds available to AIG in exchange for non-cumulative Series F Preferred Stock.

198. Representatives from FRBNY and Treasury reviewed a draft of AIG's proxy on April 16, 2009.

199. Series F Preferred Stock was senior to the Series C stock held by the AIG Credit Facility Trust and to AIG’s common equity.

200. AIG sent a proxy statement to shareholders on June 5, 2009.

201. AIG’s June 5, 2009 proxy statement disclosed and described a proposed, reverse stock split.

202. AIG’s Proxy Statement dated June 5, 2009 included as Proposal 7, a proposal to amend AIG’s Restated Certificate of Incorporation to eliminate any restriction on the pledging of all or substantially all of the property or assets of AIG.

203. AIG's Board of Directors was provided with a proxy analysis by Glass Lewis, a proxy advisory service, on June 18, 2009.

204. On June 30, 2009, both AIG's common and preferred shareholders voted on Proposal 7.

205. After the approval of Proposal 7, AIG amended its Restated Certificate of Incorporation to eliminate any restriction on the pledging of all or substantially all of the property or assets of AIG.

206. At the June 30, 2009 annual meeting of AIG shareholders, six new directors were elected to AIG's Board.

207. By the June 12, 2010 annual meeting of AIG shareholders, eight of the eleven director seats in existence at the time of the Credit Agreement were filled by individuals whose tenure began after the execution of the Credit Agreement.

208. On October 29, 2010, AIG engaged in an initial public offering of AIA, selling 67% of the shares of AIA for $20.51 billion.

209. On November 1, 2010, AIG sold ALICO to MetLife, Inc. for approximately $16.2 billion in cash and securities.

210. AIG received a fairness opinion with regard to the exchange of the Series E and Series F Preferred Stock for common stock.

211. The SEC staff instructed AIG to revise its disclosure to explicitly state that the fairness opinions AIG received did not opine on the fairness of the exchange of Series C Preferred Shares for common stock.

212. As part of the January 2011 recapitalization, Treasury ultimately received 562.9 million shares of common stock in exchange for the Series C preferred shares held by the AIG Credit Facility Trust and exchanged the Series E and Series F preferred shares for 1.09 billion shares of common stock, resulting in an aggregate 92.1% equity stake.

213. As part of the January 2011 Recapitalization, AIG common shareholders received warrants to purchase up to 75 million of AIG common stock, at an exercise price of $45.00 per share.

214. As part of the January 2011 recapitalization, Treasury exchanged the Series C stock for 562.9 million shares of AIG's common stock.

215. FRBNY never recorded a loss contingency on the Credit Facility.

216. FRBNY received $6.7 billion in interest payments and fees in connection with the Credit Facility.

217. AIG's outstanding borrowings on the Credit Facility never exceeded $72 billion.

218. FRB036 00001921 to FRB036 00001923 represents contemporaneous notes taken by the Board of Governors General Counsel Scott Alvarez of the September 16, 2008 Board of Governors meeting concerning AIG.

219. PX 1155 represents contemporaneous notes taken by the Board of Governors General Counsel Scott Alvarez of a conference call between attorneys from FRBNY, the Federal Reserve, Treasury and Davis Polk on September 18, 2008.

220. PX 1150 represents contemporaneous notes taken by the Board of Governors General Counsel Scott Alvarez of a September 15, 2008 conference call among FRBNY President Geithner, Federal Reserve Vice Chairman Kohn, Federal Reserve Governor Warsh, Treasury contractor Ken Wilson, Treasury contractor Dan Jester, Board of Governors employee Pat Parkinson, and Treasury's Neel Kashkari, Jeremiah Norton and Anthony Ryan.

221. FRBNY-STARR(CFC)-0479456 to FRBNY-STARR(CFC)-0479457 represents contemporaneous notes taken by FRBNY's Michele Kalstein of a September 24, 2008 meeting between FRBNY's Thomas Baxter, Stephanie Heller, David Gross, and Charles Gray.

222. PX 619 is the Delaware Chancery Court's February 5, 2009 Stipulation and Order of Dismissal for the Walker litigation.