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

FORM 10-Q

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

FOR QUARTER ENDED MARCH 31, 1997 COMMISSION FILE NUMBER 1-8787

AMERICAN INTERNATIONAL GROUP, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	13-2592361 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
70 PINE STREET, NEW YORK, NEW YORK (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	10270 (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (212) 770-7000

NONE
FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF CHANGED SINCE LAST REPORT.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES [X] NO [ ]

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of March 31, 1997: 469,558,711.

AMERICAN INTERNATIONAL GROUP, INC.

CONSOLIDATED BALANCE SHEET
(IN THOUSANDS)

	MARCH 31, 1997 (UNAUDITED)	DECEMBER 31, 1996
ASSETS:		
Investments and cash:		
Fixed maturities:		
Bonds held to maturity, at amortized cost (market value: 1997 -- $12,967,464; 1996 -- $12,865,357)	$ 12,576,023	$ 12,258,978
Bonds available for sale, at market value (amortized cost: 1997 -- $34,647,106; 1996 -- $34,243,127)	35,498,739	35,524,932
Bonds trading securities, at market value (cost: 1997 -- $628,734; 1996 -- $357,023)	628,606	364,069
Preferred stocks, at amortized cost (market value: 1997 -- $361,011; 1996 -- $591,091)	240,103	477,247
Equity securities:		
Common stocks (cost: 1997 -- $5,069,046; 1996 -- $4,993,799)	6,045,232	5,989,572
Non-redeemable preferred stocks (cost: 1997 -- $94,460; 1996 -- $64,705)	107,563	76,068
Mortgage loans on real estate, policy and collateral loans -- net	7,775,296	7,876,820
Financial services assets:		
Flight equipment primarily under operating leases, net of accumulated depreciation (1997 -- $1,588,540; 1996 -- $1,465,031)	14,866,433	13,808,660
Securities available for sale, at market value (cost: 1997 -- $9,373,209; 1996 -- $9,775,705)	9,382,348	9,785,909
Trading securities, at market value	2,336,502	2,357,812
Spot commodities, at market value	450,832	204,705
Unrealized gain on interest rate and currency swaps, options and forward transactions	6,582,574	6,906,012
Trading assets	4,472,130	3,793,433
Securities purchased under agreements to resell, at contract value	1,738,520	1,642,591
Other invested assets	3,132,744	2,915,302
Short-term investments, at cost which approximates market value	1,770,498	2,008,123
Cash	77,258	58,740
Total investments and cash	107,681,401	106,048,973
Investment income due and accrued	1,195,404	1,198,348
Premiums and insurance balances receivable -- net	10,356,362	9,617,061
Reinsurance assets	16,810,236	16,526,566
Deferred policy acquisition costs	6,631,134	6,471,357
Investments in partially-owned companies	973,578	951,352
Real estate and other fixed assets, net of accumulated depreciation (1997 -- $1,424,269; 1996 -- $1,390,225)	2,079,171	2,122,762
Separate and variable accounts	3,158,144	3,271,716
Other assets	2,263,984	2,222,867
Total assets	$151,149,414	$148,431,002

See Accompanying Notes to Financial Statements.

AMERICAN INTERNATIONAL GROUP, INC.

CONSOLIDATED BALANCE SHEET -- (CONTINUED)
(IN THOUSANDS, EXCEPT SHARE AMOUNTS)

	MARCH 31, 1997 (UNAUDITED)	DECEMBER 31, 1996
LIABILITIES:		
Reserve for losses and loss expenses	$ 33,718,890	$ 33,429,807
Reserve for unearned premiums	7,912,707	7,598,928
Future policy benefits for life and accident and health insurance contracts	24,534,193	24,002,860
Policyholders' contract deposits	9,826,724	9,803,409
Other policyholders' funds	2,223,592	2,219,907
Reserve for commissions, expenses and taxes	1,517,348	1,511,122
Insurance balances payable	2,119,612	1,832,649
Funds held by companies under reinsurance treaties	370,877	383,306
Income taxes payable:		
Current	392,202	201,978
Deferred	497,439	586,703
Financial services liabilities:		
Borrowings under obligations of guaranteed investment agreements	5,802,499	5,723,228
Securities sold under agreements to repurchase, at contract value	2,646,728	3,039,423
Trading liabilities	4,089,060	3,313,508
Securities and spot commodities sold but not yet purchased, at market value	1,809,125	1,568,542
Unrealized loss on interest rate and currency swaps, options and forward transactions	4,798,120	5,414,433
Deposits due to banks and other depositors	1,166,355	1,206,374
Commercial paper	3,348,214	2,739,388
Notes, bonds and loans payable	12,588,260	12,312,805
Commercial paper	1,692,899	1,758,588
Notes, bonds, loans and mortgages payable	1,053,736	986,505
Separate and variable accounts	3,158,144	3,271,716
Other liabilities	3,121,643	3,081,599
Total liabilities	128,388,367	125,986,778
Preferred shareholders' equity in subsidiary company	400,000	400,000
CAPITAL FUNDS:		
Common stock, $2.50 par value: 1,000,000,000 shares authorized; shares issued 1997 -- 506,084,172; 1996 -- 506,084,172	1,265,210	1,265,210
Additional paid-in capital	121,183	127,415
Unrealized appreciation of investments, net of taxes	1,048,525	1,378,318
Cumulative translation adjustments, net of taxes	(578,280)	(493,218)
Retained earnings	21,154,862	20,420,881
Treasury stock, at cost; 1997 -- 36,525,461; 1996 -- 36,643,026 shares of common stock	(650,453)	(654,382)
Total capital funds	22,361,047	22,044,224
Total liabilities and capital funds	$151,149,414	$148,431,002

See Accompanying Notes to Financial Statements.

AMERICAN INTERNATIONAL GROUP, INC.

CONSOLIDATED STATEMENT OF INCOME
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31, 1997	1996
General insurance operations:		
Net premiums written	$3,313,944	$3,125,840
Change in unearned premium reserve	(319,965)	(299,813)
Net premiums earned	2,993,979	2,826,027
Net investment income	451,071	409,534
Realized capital gains	49,318	27,663
	3,494,368	3,263,224
Losses and loss expenses incurred	2,303,551	2,178,060
Underwriting expenses	571,644	558,959
	2,875,195	2,737,019
Operating income	619,173	526,205
Life insurance operations:		
Premium income	2,301,174	2,041,262
Net investment income	679,342	642,935
Realized capital gains	8,162	4,058
	2,988,678	2,688,255
Death and other benefits	895,528	798,993
Increase in future policy benefits	1,166,584	1,053,874
Acquisition and insurance expenses	572,374	548,444
	2,634,486	2,401,311
Operating income	354,192	286,944
Financial services operating income	133,359	108,099
Equity in income of minority-owned insurance operations	25,720	22,184
Other realized capital losses	(7,091)	(799)
Minority interest	(10,658)	(12,115)
Other income (deductions) -- net	(18,419)	(12,763)
Income before income taxes	1,096,276	917,755
Income taxes (benefits) -- Current	276,723	280,647
-- Deferred	38,618	(34,110)
	315,341	246,537
Net income	$ 780,935	$ 671,218
Earnings per common share	$ 1.66	$ 1.42
Cash dividends per common share	$ 0.10	$ 0.085
Average shares outstanding	469,506	473,970

See Accompanying Notes to Financial Statements.

AMERICAN INTERNATIONAL GROUP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
Cash Flows From Operating Activities:		
Net income	$ 780,935	$ 671,218
Adjustments to reconcile net income to net cash provided by operating activities:		
Non-cash revenues, expenses, gains and losses included in income:		
Change in:		
General and life insurance reserves	1,148,476	1,202,043
Premiums and insurance balances receivable and payable -- net	(452,338)	225,930
Reinsurance assets	(283,670)	(282,922)
Deferred policy acquisition costs	(159,777)	(160,338)
Investment income due and accrued	2,944	64,019
Funds held under reinsurance treaties	(12,429)	61,209
Other policyholders' funds	3,685	25,289
Current and deferred income taxes -- net	228,842	36,561
Reserve for commissions, expenses and taxes	6,226	200,934
Other assets and liabilities -- net	(1,073)	(58,903)
Trading assets and liabilities -- net	96,855	645,322
Trading securities, at market value	21,310	618,207
Spot commodities, at market value	(246,127)	98,741
Net unrealized gain on interest rate and currency swaps, options and forward transactions	(292,875)	(556,717)
Securities purchased under agreements to resell	(95,929)	(881,585)
Securities sold under agreements to repurchase	(392,695)	367,524
Securities and spot commodities sold but not yet purchased, at market value	240,583	(281,857)
Realized capital gains	(50,389)	(30,922)
Equity in income of partially-owned companies and other invested assets	(34,319)	(37,825)
Depreciation expenses, principally flight equipment	204,018	188,251
Change in cumulative translation adjustments	(115,016)	(25,475)
Other -- net	(5,293)	23,812
Total adjustments	(188,991)	1,441,298
Net cash provided by operating activities	$ 591,944	$ 2,112,516

See Accompanying Notes to Financial Statements.

AMERICAN INTERNATIONAL GROUP, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS -- (CONTINUED)
(DOLLARS IN THOUSANDS)
(UNAUDITED)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
Cash Flows From Investing Activities:		
Cost of fixed maturities, at amortized cost matured or redeemed	$ 428,108	$ 401,859
Cost of bonds, at market sold	2,479,723	2,376,241
Cost of bonds, at market matured or redeemed	707,346	573,533
Cost of equity securities sold	638,538	908,237
Realized capital gains	50,389	30,922
Purchases of fixed maturities	(4,332,108)	(5,164,518)
Purchases of equity securities	(737,605)	(1,052,071)
Mortgage, policy and collateral loans granted	(467,118)	(1,237,486)
Repayments of mortgage, policy and collateral loans	568,642	280,476
Sales of securities available for sale	1,047,866	589,219
Maturities of securities available for sale	2,401,923	37,174
Purchases of securities available for sale	(3,059,657)	(843,747)
Sales of flight equipment	35,913	141,507
Purchases of flight equipment	(1,229,084)	(878,048)
Net additions to real estate and other fixed assets	(25,029)	(52,149)
Sales or distributions of other invested assets	2,071,444	170,655
Investments in other invested assets	(2,276,363)	(275,657)
Change in short-term investments	237,625	233,213
Investments in partially-owned companies	(10,695)	(6,783)
Net cash used in investing activities	(1,470,142)	(3,767,423)
Cash Flows From Financing Activities:		
Change in policyholders' contract deposits	23,315	1,465,937
Change in deposits due to banks and other depositors	(40,019)	(237,083)
Change in commercial paper	543,137	700,460
Proceeds from notes, bonds, loans and mortgages payable	2,115,484	466,827
Repayments on notes, bonds, loans and mortgages payable	(1,775,215)	(557,717)
Proceeds from guaranteed investment agreements	587,719	447,331
Maturities of guaranteed investment agreements	(508,448)	(535,058)
Proceeds from subsidiary company preferred stock issued	--	(98)
Proceeds from common stock issued	11,011	5,582
Cash dividends to shareholders	(46,954)	(40,307)
Acquisition of treasury stock	(14,596)	(96,634)
Other - net	1,282	1,936
Net cash provided by financing activities	896,716	1,621,176
Change in cash	18,518	(33,731)
Cash at beginning of period	58,740	88,371
Cash at end of period	$ 77,258	$ 54,640

See Accompanying Notes to Financial Statements.

AMERICAN INTERNATIONAL GROUP, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

MARCH 31, 1997

a) These statements are unaudited. In the opinion of management, all adjustments consisting of normal recurring accruals have been made for a fair presentation of the results shown.

b) Earnings per share of American International Group, Inc. (AIG) are based on the weighted average number of common shares outstanding during the period.

c) Supplemental cash flow information for the three month periods ended March 31, 1997 and 1996 is as follows:

	1997	1996
	(IN THOUSANDS)	
Income taxes paid	$ 81,900	$198,600
Interest paid	$314,600	$380,100

d) In February 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 128 "Earnings Per Share" (FASB 128). This statement simplifies the existing computational guidelines, revises the disclosure requirements and increases earnings per share comparability on an international basis.

FASB 128 is effective for year end 1997. Earlier application is not permitted. The pro forma share and earnings per share amounts computed using FASB 128 for the three month periods ended March 31, 1997 and 1996 were as follows:

	1997	1996
	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	
Average outstanding shares used in the computation of per share earnings:		
Common stock issued	506,084	506,084
Common stock in treasury	(36,578)	(32,114)
Average outstanding shares -- basic	469,506	473,970
Stock options (treasury stock method)	2,021	1,917
Stock purchase plan	35	29
Average outstanding shares -- diluted	471,562	475,916
Net income applicable to common stock	$780,935	$671,218
Net income per share:		
Basic	$1.66	$1.42
Diluted	$1.66	$1.41

e) For further information, refer to the Annual Report on Form 10-K of AIG for the year ended December 31, 1996.

AMERICAN INTERNATIONAL GROUP, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OPERATIONAL REVIEW

General Insurance Operations

General insurance operations for the three month periods ending March 31, 1997 and 1996 were as follows:

(in thousands)

	1997	1996
Net premiums written:		
Domestic	$2,254,153	$2,083,944
Foreign	1,059,791	1,041,896
Total	$3,313,944	$3,125,840
Net premiums earned:		
Domestic	$2,008,157	$1,857,659
Foreign	985,822	968,368
Total	$2,993,979	$2,826,027
Adjusted underwriting profit:		
Domestic	$ 10,973	$ 946
Foreign	107,811	88,062
Total	$ 118,784	$ 89,008
Net investment income:		
Domestic	$ 367,561	$ 319,068
Foreign	83,510	90,466
Total	$ 451,071	$ 409,534
Operating income before realized capital gains:		
Domestic	$ 378,534	$ 320,014
Foreign	191,321	178,528
Total	569,855	498,542
Realized capital gains	49,318	27,663
Operating income	$ 619,173	$ 526,205

During the first three months of 1997, the net premiums written and net premiums earned in AIG's general insurance operations increased 6.0 percent and 5.9 percent, respectively, from those of 1996.

The growth in net premiums written in the first three months of 1997 resulted from a combination of several factors. Domestically, AIG continued to achieve volume growth in some specialty markets, mortgage guaranty insurance and in personal lines. Overseas, the primary reason for growth was also volume increases. Foreign general insurance operations produced 32.0 percent of the general insurance net premiums written in the first three months of 1997 and 33.3 percent in the same period of 1996.

In comparing the foreign exchange rates used to translate the results of AIG's foreign general operations during the first three months of 1997 to those foreign exchange rates used to translate AIG's foreign general results during the same period of 1996, the U.S. dollar strengthened in value in relation to most major foreign currencies in which AIG transacts business. Accordingly, when foreign net premiums written were translated into U.S. dollars for the purposes of consolidation, total general insurance net premiums written were approximately 2.1 percentage points less than they would have been if translated utilizing those exchange rates which prevailed during that same period of 1996.

Net premiums written are initially deferred and earned based upon the terms of the underlying policies. The net unearned premium reserve constitutes the deferred revenues which are generally earned ratably over the policy period. Thus, the net unearned premium reserve is not fully recognized as net premiums earned until the end of the policy period.

The statutory general insurance ratios were as follows:

	1997	1996
Domestic:		
Loss Ratio	86.06	86.21
Expense Ratio	13.91	13.92
Combined Ratio	99.97	100.13
Foreign:		
Loss Ratio	58.36	59.54
Expense Ratio	30.80	31.33
Combined Ratio	89.16	90.87
Consolidated:		
Loss Ratio	76.94	77.07
Expense Ratio	19.31	19.72
Combined Ratio	96.25	96.79

Adjusted underwriting profit (operating income less net investment income and realized capital gains) represents statutory underwriting profit adjusted primarily for changes in deferred acquisition costs. The adjusted underwriting profits were $118.8 million in the first three months of 1997 and $89.0 million in the same period of 1996.

AIG's results reflect the net impact of incurred losses from catastrophes approximating $16 million and $56 million in 1997 and 1996, respectively. AIG's gross incurred losses from catastrophes approximated $22 million and $200 million in 1997 and 1996, respectively. If catastrophes were excluded from the losses incurred in each period, the pro forma consolidated statutory general insurance ratios would be as follows:

	1997	1996
Loss Ratio	76.42	75.09
Expense Ratio	19.31	19.72
Combined Ratio	95.73	94.81

AIG's ability to maintain its combined ratio below 100 is primarily attributable to the profitability of AIG's foreign general insurance operations and AIG's emphasis on maintaining its disciplined underwriting, especially in the domestic specialty markets. In addition, AIG does not seek net premium growth where rates do not adequately reflect its assessment of exposures.

General insurance net investment income in the first three months of 1997 increased 10.1 percent when compared to the same period of 1996. The growth in net investment income in 1997 was primarily attributable to new cash flow for investment. The new cash flow was generated from net general insurance operating cash flow and included the compounding of previously earned and reinvested net investment income. (See also the discussion under "Liquidity" herein.)

General insurance realized capital gains were $49.3 million in the first three months of 1997 and $27.7 million in 1996. These realized gains resulted from the ongoing management of the general insurance investment portfolios within the overall objectives of the general insurance operations and arose primarily from the disposition of equity securities and available for sale and trading fixed maturities as well as redemptions of fixed maturities.

General insurance operating income in the first three months of 1997 increased 17.7 percent when compared to the same period of 1996. The contribution of general insurance operating income to income before income taxes was 56.5 percent in 1997 compared to 57.3 percent in 1996.

AIG is a major purchaser of reinsurance for its general insurance operations. AIG is cognizant of the need to exercise good judgment in the selection and approval of both domestic and foreign companies participating in its reinsurance programs. AIG insures risks in over 100 countries and its reinsurance programs must be coordinated in order to provide AIG the level of reinsurance protection that it desires. These reinsurance arrangements do not relieve AIG from its direct obligations to its insureds.

AIG's general reinsurance assets amounted to $16.60 billion and resulted from AIG's reinsurance arrangements. Thus, a credit exposure existed at March 31, 1997, with respect to reinsurance recoverable to the extent that any reinsurer may not be able to reimburse AIG under the terms of these reinsurance arrangements. AIG manages its credit risk in its reinsurance relationships by transacting with reinsurers that it considers financially sound, and when necessary AIG holds substantial collateral in the form of funds, securities and/or irrevocable letters of credit. This collateral can be drawn on for amounts that remain unpaid beyond specified time periods on an individual reinsurer basis. This development includes losses incurred but not reported (IBNR). At December 31, 1996, approximately 50 percent of the general reinsurance assets were from unauthorized reinsurers. In order to obtain statutory recognition, nearly all of these balances were collateralized. The remaining 50 percent of the general reinsurance assets were from authorized reinsurers and over 97 percent of such balances were from reinsurers rated A- (excellent) or better, as rated by A.M. Best. This rating is a measure of financial strength. The terms authorized and unauthorized pertain to regulatory categories, not creditworthiness. Through March 31, 1997, these distribution percentages have not significantly changed.

AIG's provision for estimated unrecoverable reinsurance has not changed significantly from December 31, 1996. AIG had allowances for unrecoverable reinsurance approximating $125 million. At that date, and prior to this allowance, AIG had no significant reinsurance recoverables from any individual reinsurer which is financially troubled (e.g., liquidated, insolvent, in receivership or otherwise subject to formal or informal regulatory restriction). AIG has not entered into any material cessions that would provide surplus relief.

AIG's Reinsurance Security Department conducts ongoing detailed assessments of the reinsurance markets and current and potential reinsurers both foreign and domestic. Such assessments include, but are not limited to, identifying if a reinsurer is appropriately licensed and has sufficient financial capacity, and the local economic environment in which a foreign reinsurer operates. This department also reviews the nature of the risks ceded and the need for collateral. In addition, AIG's Credit Risk Committee reviews the credit limits for and concentrations with any one reinsurer.

AIG enters into certain intercompany reinsurance transactions for its general and life operations. AIG enters into these transactions as a sound and prudent business practice in order to maintain underwriting control and spread insurance risk among various legal entities. These reinsurance agreements have been approved by the appropriate regulatory authorities. All material intercompany transactions have been eliminated in consolidation.

At March 31, 1997, the consolidated general reinsurance assets of $16.60 billion include reinsurance recoverables for paid losses and loss expenses of $1.94 billion and $13.14 billion with respect to the ceded reserve for losses and loss expenses, including ceded IBNR (ceded reserves). The ceded reserves represent the accumulation of estimates of ultimate ceded losses including provisions for ceded IBNR and loss expenses. The methods used to determine such estimates and to establish the resulting ceded reserves are continually reviewed and updated. Any adjustments therefrom are reflected in income currently. It is AIG's belief that the ceded reserves at March 31, 1997 were representative of the ultimate losses recoverable. In the future, as the ceded reserves continue to develop to ultimate amounts, the ultimate loss recoverable may be greater or less than the reserves currently ceded.

At March 31, 1997, general insurance reserves for losses and loss expenses (loss reserves) amounted to $33.72 billion, an increase of $289.1 million or one percent over the prior year end and represent the accumulation of estimates of ultimate losses, including IBNR, and loss expenses and minor amounts of discounting related to certain workers' compensation claims. General insurance net loss reserves increased $176.5 million or one percent to $20.58 billion and represent loss reserves reduced by reinsurance recoverable, net of an allowance for unrecoverable reinsurance. The methods used to determine such estimates and to establish the resulting reserves are continually reviewed and updated. Any adjustments resulting therefrom are reflected in operating income currently. It is management's belief that the general insurance net loss reserves are adequate to cover all general insurance net losses and loss expenses as at March 31, 1997. In the future, if the general insurance net loss reserves develop deficiently, such deficiency would have an adverse impact on such future results of operations.

In a very broad sense, the general loss reserves can be categorized into two distinct groups: one group being long tail casualty lines of business; the other being short tail lines of business consisting principally of property lines and including certain classes of casualty lines.

Estimation of ultimate net losses and loss expenses (net losses) for long tail casualty lines of business is a complex process and depends on a number of factors, including the line and volume of the business involved. In the more recent accident years of long tail casualty lines there is limited statistical credibility in reported net losses. That is, a relatively low proportion of net losses would be reported claims and expenses and an even smaller proportion would be net losses paid. A relatively high proportion of net losses would therefore be IBNR.

A variety of actuarial methods and assumptions are normally employed to estimate net losses for long tail casualty lines. These methods ordinarily involve the use of loss trend factors intended to reflect the estimated annual growth in loss costs from one accident year to the next. For the majority of long tail casualty lines, net loss trend factors approximated eight percent. Loss trend factors reflect many items including changes in claims handling, exposure and policy forms and current and future estimates of monetary inflation and social inflation. Thus, many factors are implicitly considered in estimating the year to year growth in loss costs. Therefore, AIG's carried net long tail loss reserves are judgmentally set as well as tested for reasonableness using the most appropriate loss trend factors for each class of business. In the evaluation of AIG's net loss reserves, loss trend factors vary slightly, depending on the particular class and nature of the business involved. These factors are periodically reviewed and subsequently adjusted, as appropriate, to reflect emerging trends which are based upon past loss experience.

Estimation of net losses for short tail business is less complex than for long tail casualty lines. Loss cost trends for many property lines can generally be assumed to be similar to the growth in exposure of such lines. For example, if the fire insurance coverage remained proportional to the actual value of the property, the growth in the property's exposure to fire loss can be approximated by the amount of insurance purchased.

For other property and short tail casualty lines, the loss trend is implicitly assumed to grow at the rate that reported net losses grow from one year to the next. The concerns noted above for longer tail casualty lines with respect to the limited statistical credibility of reported net losses generally do not apply to shorter tail lines.

AIG continues to receive indemnity claims asserting injuries from toxic waste, hazardous substances, and other environmental pollutants and alleged damages to cover the cleanup costs of hazardous waste dump sites (hereinafter collectively referred to as environmental claims) and indemnity claims asserting injuries from asbestos. The vast majority of these asbestos and environmental claims emanate from policies written in 1984 and prior years. AIG has established a specialized claims unit which investigates and adjusts all such asbestos and environmental claims. Commencing in 1985, standard policies contained an absolute exclusion for pollution related damage. However, AIG currently underwrites pollution impairment liability insurance on a claims made basis and excluded such claims from the analyses included herein.

Estimation of asbestos and environmental claims loss reserves is a difficult process. These asbestos and environmental claims cannot be estimated by conventional reserving techniques as previously described. Quantitative techniques frequently have to be supplemented by subjective considerations including managerial judgment. Significant factors which affect the trends which influence the development of asbestos and environmental claims are the inconsistent court resolutions and judicial interpretations which broaden the intent of the policies and scope of coverage. The current case law can be characterized as still evolving and there is little likelihood of any firm direction in the near future. Additionally, the exposure for cleanup costs of hazardous waste dump sites involves issues such as allocation of responsibility among potentially responsible parties and the government's refusal to release parties. The cleanup cost exposure may significantly change if the Congressional reauthorization of Superfund dramatically changes, thereby reducing or increasing litigation and cleanup costs.

In the interim, AIG and other industry members have and will continue to litigate the broadening judicial interpretation of the policy coverage and the liability issues. At the current time, it is not possible to determine the future development of asbestos and environmental claims. Such development will be affected by the extent to which courts continue to expand the intent of the policies and the scope of the coverage, as they have in the past, as well as by changes in Superfund and waste dump site coverage issues. Additional liabilities could emerge for amounts in excess of the current reserves held. Although this emergence cannot now be reasonably estimated, it could have a material adverse impact on AIG's future operating results. The reserves carried for these claims at March 31, 1997 are believed to be adequate as these reserves are based on the known facts and current law. Furthermore, as AIG's net exposure retained relative to the gross exposure written was lower in 1984 and prior years, the potential impact of these claims is much smaller on the net loss reserves than on the gross loss reserves. (See the previous discussion on reinsurance collectibility herein.)

The majority of AIG's exposures for asbestos and environmental claims are excess casualty coverages, not primary coverages. Thus, the litigation costs are treated in the same manner as indemnity reserves. That is, litigation expenses are included within the limits of the liability AIG incurs. Individual significant claim liabilities, where future litigation costs are reasonably determinable, are established on a case basis.

A summary of reserve activity, including estimates for applicable IBNR, relating to asbestos and environmental claims separately and combined at March 31, 1997 and 1996 was as follows:

(in millions)

	1997 GROSS	1997 NET	1996 Gross	1996 Net
Asbestos:				
Reserve for losses and loss expenses at beginning of period	$ 875.9	$172.3	$ 744.8	$127.9
Losses and loss expenses incurred	112.2	16.2	55.8	12.9
Losses and loss expenses paid	(142.5)	(15.4)	(78.2)	(14.9)
Reserve for losses and loss expenses at end of period	$ 845.6	$173.1	$ 722.4	$125.9
Environmental:				
Reserve for losses and loss expenses at beginning of period	$1,427.4	$570.6	$1,197.9	$379.3
Losses and loss expenses incurred	38.4	12.0	89.8	29.8
Losses and loss expenses paid	(28.5)	(10.2)	(37.2)	(11.8)
Reserve for losses and loss expenses at end of period	$1,437.3	$572.4	$1,250.5	$397.3
Combined:				
Reserve for losses and loss expenses at beginning of period	$2,303.3	$742.9	$1,942.7	$507.2
Losses and loss expenses incurred	150.6	28.2	145.6	42.7
Losses and loss expenses paid	(171.0)	(25.6)	(115.4)	(26.7)
Reserve for losses and loss expenses at end of period	$2,282.9	$745.5	$1,972.9	$523.2

The gross and net IBNR included in the aforementioned reserve for losses and loss expenses at March 31, 1997 and 1996 were estimated as follows:

(in thousands)

	1997 GROSS	1997 NET	1996 Gross	1996 Net
Combined	$1,057,550	$424,052	$741,000	$244,200

A summary of asbestos and environmental claims count activity for the three month periods ended March 31, 1997 and 1996 were as follows:

	1997 ASBESTOS	1997 ENVIRONMENTAL	1997 COMBINED	1996 Asbestos	1996 Environmental	1996 Combined
Claims at beginning of period	5,668	17,395	23,063	5,244	17,858	23,102
Claims during period:						
Opened	331	961	1,292	283	548	831
Settled	(46)	(113)	(159)	(29)	(157)	(186)
Dismissed or otherwise resolved	(180)	(494)	(674)	(206)	(1,396)	(1,602)
Claims at end of period	5,773	17,749	23,522	5,292	16,853	22,145

The average cost per claim settled, dismissed or otherwise resolved for the three month periods ended March 31, 1997 and 1996 was as follows:

	1997		1996	
	GROSS	NET	Gross	Net
Asbestos	$630,500	$68,100	$332,800	$ 63,400
Environmental	47,000	16,800	24,000	7,600
Combined	205,300	30,700	64,500	14,900

An insurance rating agency has developed a survival ratio to measure the number of years it would take a company to exhaust both its asbestos and environmental reserves for losses and loss expenses based on that company's current level of asbestos and environmental claims payments. The higher the ratio, the more years the reserves for losses and loss expenses cover these claims payments. These ratios are computed based on the respective ending reserves for losses and loss expenses over the respective claims settlements during the fiscal year. Such payments include indemnity payments and legal and loss adjustment payments. It should be noted, however, that this is an extremely simplistic approach to measuring asbestos and environmental reserve levels. Many factors, such as aggressive settlement procedures, mix of business and level of coverage provided, have significant impact on the amount of asbestos and environmental losses and loss expense reserves, ultimate payments thereof and the resultant ratio.

The developed survival ratios include both involuntary and voluntary indemnity payments. Involuntary payments include court judgments, court orders, covered claims with no coverage defenses, state mandated cleanup costs, claims where AIG's coverage defenses are minimal, and settlements made less than six months before the first trial setting. Also, AIG considers all legal and loss adjustment payments as involuntary.

AIG believes voluntary indemnity payments should be excluded from the survival ratio. The special asbestos and environmental claims unit actively manages AIG's asbestos and environmental claims and proactively pursues early settlement of environmental claims for all known and unknown sites. As a result, AIG reduces its exposure to future environmental loss contingencies.

AIG's survival ratios for involuntary asbestos and environmental claims, separately and combined, were based upon a three year average payment. These ratios at March 31, 1997 and 1996 were as follows:

	1997		1996	
	GROSS	NET	Gross	Net
Involuntary survival ratios:				
Asbestos	2.5	3.5	3.7	3.1
Environmental	17.3	17.9	17.4	14.0
Combined	5.9	9.8	8.1	8.2

AIG's operations are negatively impacted under guarantee fund assessment laws which exist in most states. As a result of operating in a state which has guarantee fund assessment laws, a solvent insurance company may be assessed for certain obligations arising from the insolvencies of other insurance companies which operated in that state. AIG generally records these assessments upon notice. Additionally, certain states permit at least a portion of the assessed amount to be used as a credit against a company's future premium tax liabilities. Therefore, the ultimate net assessment cannot reasonably be estimated. The guarantee fund assessments, net of credits for 1996 was $18.8 million. Based upon current information, AIG does not anticipate that its net assessment will be significantly different in 1997.

AIG is also required to participate in various involuntary pools (principally workers' compensation business) which provide insurance coverage for those not able to obtain such coverage in the voluntary markets. This participation is also recorded upon notification, as these amounts cannot reasonably be estimated.

Life Insurance Operations

Life insurance operations for the three month periods ending March 31, 1997 and 1996 were as follows:

(in thousands)

	1997	1996
Premium income:		
Domestic	$ 117,351	$ 141,663
Foreign	2,183,823	1,899,599
Total	$ 2,301,174	$ 2,041,262
Net investment income:		
Domestic	$ 206,031	$ 245,881
Foreign	473,311	397,054
Total	$ 679,342	$ 642,935
Operating income before realized capital gains:		
Domestic	$ 30,292	$ 25,228
Foreign	315,738	257,658
Total	346,030	282,886

Realized capital gains	8,162	4,058
Operating income	$ 354,192	$ 286,944
Life insurance in-force:*		
Domestic	$ 62,057,378	$ 60,419,342
Foreign	366,150,858	361,563,791
Total	$428,208,236	$421,983,133

* Amounts presented were as at March 31, 1997 and December 31, 1996, respectively.

AIG's life insurance operations, demonstrating the strength of its franchise, continued to show growth primarily as a result of overseas operations, particularly in Asia. AIG's life premium income during the first three months of 1997 represented a 12.7 percent increase from the same period in 1996. Foreign life operations produced 94.9 percent and 93.1 percent of the life premium income in 1997 and 1996, respectively.

As previously discussed, the U.S. dollar strengthened in value in relation to most major foreign currencies in which AIG transacts business. Accordingly, for the first three months of 1997, when foreign life premium income was translated into U.S. dollars for purposes of consolidation, total life premium income was approximately 3.6 percentage points less than it would have been if translated utilizing exchange rates prevailing in the same period of 1996.

Life insurance net investment income increased 5.7 percent during the first three months of 1997. The growth in net investment income was primarily attributable to foreign new cash flow for investment. The new cash flow was generated from life insurance operations and included the compounding of previously earned and reinvested net investment income. (See also the discussion under "Liquidity" herein.)

The decline in domestic premium income and net investment income resulted from the redemption of corporate owned life insurance policies beginning in 1996 and continuing into 1997. Such redemptions had no significant effect on domestic operating income.

The traditional life products, such as whole and term life and endowments, were the major contributors to the growth in foreign premium income and investment income, particularly in Asia, and continue to be the primary source of growth in the life segment. A mixture of traditional, accident and health and financial products are being sold in Japan.

Life insurance realized capital gains were $8.2 million in 1997 and $4.1 million in 1996. These realized gains resulted from the ongoing management of the life insurance investment portfolios within the overall objectives of the life insurance operations and arose primarily from the disposition of equity securities and available for sale fixed maturities as well as redemptions of fixed maturities.

Life insurance operating income during the first three months of 1997 increased 23.4 percent to $354.2 million. Excluding realized capital gains from life insurance operating income, the percent increase would be 22.3 percent during the first three months of 1997. The contribution of life insurance operating income to income before income taxes amounted to 32.3 percent during the first three months of 1997 compared to 31.3 percent in the same period of 1996.

The risks associated with the traditional life and accident and health products are underwriting risk and investment risk. The risk associated with the financial and investment contract products is investment risk.

Underwriting risk represents the exposure to loss resulting from the actual policy experience adversely emerging in comparison to the assumptions made in the product pricing associated with mortality, morbidity, termination and expenses. AIG's life companies limit their maximum underwriting exposure on traditional life insurance of a single life to approximately one million dollars of coverage by using yearly renewable term reinsurance. The life insurance operations have not entered into assumption reinsurance transactions or surplus relief transactions during the two year period ended March 31, 1997.

The investment risk represents the exposure to loss resulting from the cash flows from the invested assets, primarily long-term fixed rate investments, being less than the cash flows required to meet the obligations of the expected policy and contract liabilities and the necessary return on investments.

To minimize its exposure to investment risk, AIG tests the cash flows from the invested assets and the policy and contract liabilities using various interest rate scenarios to assess whether there is a liquidity excess or deficit. If a rebalancing of the invested assets to the policy and contract claims became necessary and did not occur, a demand could be placed upon liquidity. (See also the discussion under "Liquidity" herein.)

The asset-liability relationship is appropriately managed in AIG's foreign operations, as it has been throughout AIG's history, even though certain territories lack qualified long-term investments or there are investment restrictions imposed by the local regulatory authorities. For example, in Japan and several Southeast Asia territories, the duration of the investments is often for a shorter period than the effective maturity of such policy liabilities. Therefore, there is a risk that the reinvestment of the proceeds at the maturity of the investments may be at a yield below that of the interest required for the accretion of the policy liabilities. At December 31, 1996, the average duration of the investment portfolio in Japan was 5.9 years, while the related policy liabilities were estimated to be 12.3 years. These durations have not changed significantly during 1997. To maintain an adequate yield to match the interest required over the duration of the liabilities, constant management focus is required to reinvest the proceeds of the maturing securities without sacrificing investment quality. To the extent permitted under local regulation, AIG may invest in qualified longer-term securities outside Japan to achieve a closer matching in both duration and the required yield. AIG is able to manage any asset-liability duration difference through maintenance of sufficient global liquidity and to support any operational shortfall through its international financial network. Domestically, active monitoring assures appropriate asset-liability matching as there are investments available to match the duration and the required yield. (See also the discussion under "Liquidity" herein.)

AIG uses asset-liability matching as a management tool to determine the composition of the invested assets and marketing strategies. As a part of these strategies, AIG may determine that it is economically advantageous to be temporarily in an unmatched position due to anticipated interest rate or other economic changes.

Financial Services Operations

Financial services operations for the three month periods ending March 31, 1997 and 1996 were as follows:

(in thousands)

	1997	1996
Revenues:		
International Lease Finance Corp.	$415,588	$ 363,360
AIG Financial Products Corp.*	81,176	104,128
AIG Trading Group Inc.*	78,352	65,644
Other	112,207	70,964
Total	$687,323	$ 604,096
Operating income:		
International Lease Finance Corp.	$ 84,427	$ 69,500
AIG Financial Products Corp.	42,211	41,322
AIG Trading Group Inc.	14,261	11,832
Other, including intercompany adjustments	(7,540)	(14,555)
Total	$133,359	$ 108,099

*Represents net trading revenues.

Financial services operating income increased 23.4 percent in the first three months of 1997 over 1996.

International Lease Finance Corporation (ILFC) generates its revenues primarily from leasing new and used commercial jet aircraft to domestic and foreign airlines. Revenues also result from the remarketing of commercial jets for its own account, for airlines and for financial institutions. Revenues in the first three months of 1997 increased 14.4 percent from 1996. The revenue increase resulted primarily from the growth both in the size and relative cost of the fleet. During the first three months of 1997, operating income increased 21.5 percent from 1996. The composite borrowing rates during the first three months of 1997 and 1996 were 6.20 percent and 6.39 percent, respectively. Declines in interest rates generally have a positive effect on leasing margins. (See also the discussions under "Capital Resources" and "Liquidity" herein.)

ILFC is exposed to loss through non-performance of aircraft lessees, through owning aircraft which it would be unable to lease or re-lease at acceptable rates or sell at lease expiration and through committing to purchase aircraft which it would be unable to lease. ILFC manages its lessee non-performance exposure through credit reviews and security deposit requirements. At March 31, 1997, ILFC's aircraft subject to operating leases totaled 324 and there were no aircraft off lease. At March 31, 1997, approximately 80 percent of the fleet was leased to foreign airlines. (See also the discussions under "Capital Resources" and "Liquidity" herein.)

AIG Financial Products Corp. and its subsidiaries (AIGFP) participate in the derivatives dealer market conducting, primarily as principal, an interest rate, currency and equity derivative products business. AIGFP also enters into structured transactions including long-dated forward foreign exchange contracts, option transactions, liquidity facilities and investment agreements and invests in a diversified portfolio of securities. AIGFP derives substantially all its revenues from proprietary positions entered in connection with counterparty transactions rather than for speculative transactions. Revenues in the first three months of 1997 decreased 22.0 percent from the same period of 1996. However, during the first three months of 1997, operating income increased 2.2 percent from the same period of 1996. As AIGFP is a transaction-oriented operation, current and past revenues and operating results may not provide a basis for predicting future performance. (See also the discussions under "Capital Resources," "Liquidity" and "Derivatives" herein.)

AIG Trading Group Inc. and its subsidiaries (AIGTG) derive a substantial portion of their revenues from market making and trading activities, as principals, in foreign exchange, interest rates, precious and base metals and natural gas and other energy products. Revenues in the first three months of 1997 increased 19.4 percent from the same period of 1996. During the first three months of 1997, operating income increased 20.5 percent from the same period of 1996. (See also the discussions under "Capital Resources," "Liquidity" and "Derivatives" herein.)

Financial services operating income represented 12.2 percent of AIG's income before income taxes in the first three months of 1997. This compares to 11.8 percent in the same period of 1996.

Other Operations

In the first three months of 1997, AIG's equity in income of minority-owned insurance operations was $25.7 million compared to $22.2 million in the same period of 1996. In the first three months of 1997, the equity interest in insurance companies represented 2.3 percent of income before income taxes compared to 2.4 percent in the same period of 1996.

Other realized capital losses amounted to $7.1 million and $0.8 million in the first three months of 1997 and 1996, respectively.

Minority interest represents minority shareholders' equity in income of certain consolidated subsidiaries. In the first three months of 1997, minority interest amounted to $10.7 million. In the first three months of 1996, minority interest amounted to $12.1 million.

Other income (deductions)--net includes AIG's equity in certain minor majority-owned subsidiaries and certain partially-owned companies, realized foreign exchange transaction gains and losses in substantially all currencies and unrealized gains and losses in hyperinflationary currencies, as well as the income and expenses of the parent holding company and other miscellaneous income and expenses. In the first three months of 1997, net deductions amounted to $18.4 million. In the same period of 1996, net deductions amounted to $12.8 million.

Income before income taxes amounted to $1.10 billion in the first three months of 1997, and $917.8 million in the same period of 1996.

In the first three months of 1997, AIG recorded a provision for income taxes of $315.3 million compared to the provision of $246.5 million in the same period of 1996. These provisions represent effective tax rates of 28.8 percent in the first three months of 1997, and 26.9 percent in the same period of 1996. The increase in the effective tax rate in 1997 over the prior period is primarily due to the increase in the domestic general adjusted underwriting profit relative to income before income taxes.

Net income amounted to $780.9 million in the first three months of 1997 and $671.2 million in the same period of 1996. The increases in net income over the periods resulted from those factors described above.

CAPITAL RESOURCES

At March 31, 1997, AIG had total capital funds of $22.36 billion and total borrowings of $24.49 billion. At that date, $20.85 billion of such borrowings were either not guaranteed by AIG or were matched borrowings under obligations of guaranteed investment agreements (GIAs) or matched notes and bonds payable.

Total borrowings at March 31, 1997 and December 31, 1996 were as follows:

(in thousands)

	1997	1996
GIAs -- AIGFP	$ 5,802,499	$ 5,723,228
Commercial Paper:		
Funding	868,791	1,018,510
ILFC(a)	3,348,214	2,739,388
AICCO	824,108	740,078
Total	5,041,113	4,497,976
Medium Term Notes:		
ILFC(a)	2,510,065	2,551,485
AIG	140,000	140,000
Total	2,650,065	2,691,485
Notes and Bonds Payable:		
ILFC(a)	3,800,000	3,500,000
AIGFP	5,286,474	5,243,042
AIGTG	--	10,442
AIG: Lire bonds	159,067	159,067
Zero coupon notes	84,017	81,761

Total	9,329,558	8,994,312
Loans and Mortgages Payable:		
ILFC(a)(b)	991,721	1,007,836
AIG	670,652	605,677
Total	1,662,373	1,613,513
Total Borrowings	24,485,608	23,520,514
Borrowings not guaranteed by AIG	10,650,000	9,798,709
Matched GIA borrowings	5,802,499	5,723,228
Matched notes and bonds payable -- AIGFP	4,401,611	4,576,900
	20,854,110	20,098,837
Remaining borrowings of AIG	$ 3,631,498	$ 3,421,677

(a)AIG does not guarantee or support these borrowings.
(b)Primarily capital lease obligations.

AIGFP increased the aggregate principal amount outstanding of its notes and bonds payable to $5.29 billion, a net increase of $43.4 million and increased its net GIA borrowings by $79.3 million. AIGFP uses the proceeds from the issuance of notes and bonds to invest in a segregated portfolio of securities available for sale. Funds received from GIA borrowings are invested in a diversified portfolio of securities and derivative transactions. (See also the discussions under "Operational Review", "Liquidity" and "Derivatives" herein.)

AIG Funding, Inc. (Funding), through the issuance of commercial paper, fulfills the short-term cash requirements of AIG and its subsidiaries. Funding intends to continue to meet AIG's funding requirements through the issuance of commercial paper guaranteed by AIG. This issuance of Funding's commercial paper is subject to the approval of AIG's Board of Directors. ILFC and A.I. Credit Corp. (AICCO) issue commercial paper for the funding of their own operations. AIG does not guarantee AICCO's or ILFC's commercial paper. However, AIG has entered into an agreement in support of AICCO's commercial paper. From time to time, AIGFP may issue commercial paper, which AIG guarantees, to fund its operations. At March 31, 1997, AIGFP had no commercial paper outstanding. (See also the discussion under "Derivatives" herein.)

AIG and Funding have entered into two syndicated revolving credit facilities (the Facilities) aggregating $1 billion. The Facilities consist of a $500 million 364 day revolving credit facility and a $500 million five year revolving credit facility. The Facilities can be used for general corporate purposes and also provide backup for AIG's commercial paper programs administered by Funding. There are currently no borrowings outstanding under either of the Facilities, nor were any borrowings outstanding as of March 31, 1997.

ILFC increased the aggregate principal amount outstanding of its medium term and term notes to $6.31 billion at March 31, 1997, a net increase of $258.6 million, and recorded a net decline in its capital lease obligations of $16.3 million and a net increase in its commercial paper of $608.8 million at that date. At March 31, 1997, ILFC had $1.97 billion aggregate principal amount of debt securities registered for issuance from time to time. The cash used to purchase flight equipment, including progress payments during the construction phase, is primarily derived from the proceeds of ILFC's debt financings. The primary sources for the repayment of this debt and the interest expense thereon are the cash flow from operations, proceeds from the sale of flight equipment and the rollover of prior debt. (See also the discussions under "Operational Review" and "Liquidity" herein.)

During the first three months of 1997, AIG did not issue any medium term notes and none of previously issued notes matured. At March 31, 1997, AIG had $647.0 million aggregate principal amount of debt securities registered for issuance from time to time.

AIG's capital funds have increased $316.8 million in the first three months of 1997. Unrealized appreciation of investments, net of taxes declined $329.8 million, primarily as a result of the effect of rising interest rates on the market value of the bonds available for sale portfolio. During the first three months of 1997, the cumulative translation adjustment loss, net of taxes, increased $85.1 million and retained earnings increased $734.0 million, resulting from net income less dividends.

Through April 30, 1997, AIG repurchased in the open market 1.8 million shares of its common stock at a cost of $209.5 million. AIG intends to continue to buy its common shares in the open market from time to time and to satisfy its obligations under various employee benefit plans through such purchases.

Payments of dividends to AIG by its insurance subsidiaries are subject to certain restrictions imposed by statutory authorities. AIG has in the past reinvested most of its unrestricted earnings in its operations and believes such continued reinvestment in the future will be adequate to meet any foreseeable capital needs. However, AIG may choose from time to time to raise additional funds through the issuance of additional securities. At March 31, 1997, there were no significant statutory or regulatory issues which would impair AIG's financial condition, results of operations or liquidity. (See also the discussion under "Liquidity" herein.)

In 1989, the National Association of Insurance Commissioners (NAIC) adopted the "NAIC Solvency Policing Agenda for 1990". Included in this agenda was the development of Risk-Based Capital (RBC) requirements. RBC relates an individual insurance company's statutory surplus to the risk inherent in its overall operations.

At December 31, 1996, the adjusted capital of each of AIG's domestic general companies and of each of AIG's domestic life companies exceeded each of their RBC standards by considerable margins. There has been no significant change through March 31, 1997.

A substantial portion of AIG's general insurance business and a majority of its life insurance business is carried on in foreign countries. The degree of regulation and supervision in foreign jurisdictions varies from minimal in some to stringent in others. Generally, AIG, as well as the underwriting companies operating in such jurisdictions, must satisfy local regulatory requirements.

To AIG's knowledge, no AIG company is on any regulatory or similar "watch list".

LIQUIDITY

At March 31, 1997, AIG's consolidated invested assets included approximately $1.85 billion of cash and short-term investments. Consolidated net cash provided from operating activities in the first three months of 1997 amounted to approximately $591.9 million.

Management believes that AIG's liquid assets, its net cash provided by operations, and access to the capital markets will enable it to meet any foreseeable cash requirements.

AIG's liquidity is primarily derived from the operating cash flows of its general and life insurance operations.

The liquidity of the combined insurance operations is derived both domestically and abroad. The combined insurance pre-tax operating cash flow is derived from two sources, underwriting operations and investment operations. In the aggregate, AIG's insurance operations generated approximately $1.2 billion in pre-tax cash flow during the first three months of 1997. Cash flow includes periodic premium collections, including policyholders' contract deposits, paid loss recoveries less reinsurance premiums, losses, benefits, acquisition and operating expenses. Generally, there is a time lag from when premiums are collected and, when as a result of the occurrence of events specified in the policy, the losses and benefits are paid. AIG's insurance investment operations generated approximately $1.2 billion in investment income cash flow during the first three months of 1997. Investment income cash flow is primarily derived from interest and dividends received and includes realized capital gains.

The combined insurance pre-tax operating cash flow coupled with the cash and short-term investments of $1.5 billion provided the insurance operations with a significant amount of liquidity during the first three months of 1997. This liquidity is available to purchase high quality and diversified fixed income securities and to a lesser extent marketable equity securities and to provide mortgage loans on real estate, policy loans and collateral loans. With this liquidity coupled with proceeds of approximately $4.25 billion from the maturities, sales and redemptions of fixed income securities and from the sale of marketable equity securities, AIG purchased approximately $5.07 billion of fixed income securities and marketable equity securities during the first three months of 1997.

During the first three months of 1997, AIG received nearly $300 million from redemptions of held to maturity municipal bonds. Prior to redemption, the average yield on these bonds approximated 6.25 percent. The average yield on the reinvestment of the proceeds in bonds with similar characteristics approximated 5.75 percent. AIG does not anticipate that these redemptions will have a significant effect on AIG's general investment income, operations, financial condition or liquidity.

The following table is a summary of AIG's invested assets by significant segment, including investment income due and accrued and real estate, at March 31, 1997 and December 31, 1996:

(dollars in thousands)

	MARCH 31, 1997		December 31, 1996	
	INVESTED ASSETS	PERCENT OF TOTAL	Invested Assets	Percent of Total
General insurance	$ 28,856,427	26.2%	$ 28,786,140	26.5%
Life insurance	38,726,543	35.1	38,491,870	35.4
Financial services	41,990,333	38.1	40,938,871	37.7
Other	631,761	0.6	401,248	0.4
Total	$110,205,064	100.0%	$108,618,129	100.0%

The following tables summarize the composition of AIG's insurance invested assets by insurance segment, including investment income due and accrued and real estate, at March 31, 1997 and December 31, 1996:

(dollars in thousands)

MARCH 31, 1997	GENERAL	LIFE	TOTAL	PERCENT OF TOTAL	PERCENT DISTRIBUTION DOMESTIC	FOREIGN
Fixed Maturities:						
Available for sale, at market value(a)	$ 9,693,695	$26,318,588	$36,012,283	53.3%	34.8%	65.2%
Held to maturity, at amortized cost(b)	12,816,126	--	12,816,126	19.0	100.0	--
Equity securities, at market value(c)	3,141,497	2,819,949	5,961,446	8.8	32.5	67.5
Mortgage loans on real estate, policy and collateral loans	47,105	6,090,128	6,137,233	9.1	41.2	58.8
Short-term investments, including time deposits, and cash	592,357	871,826	1,464,183	2.2	17.2	82.8
Real estate	400,801	811,478	1,212,279	1.8	18.8	81.2
Investment income due and accrued	488,539	698,137	1,186,676	1.7	45.9	54.1
Other invested assets	1,676,307	1,116,437	2,792,744	4.1	52.5	47.5
Total	$28,856,427	$38,726,543	$67,582,970	100.0%	47.8%	52.2%

(a)Includes $628,606 of bonds trading securities, at market value.
(b)Includes $240,103 of preferred stock, at amortized cost.
(c)Includes $78,228 of preferred stock, at market value.

(dollars in thousands)

December 31, 1996	General	Life	Total	Percent of Total	Percent Distribution Domestic	Foreign
Fixed Maturities:						
Available for sale, at market value(a)	$ 9,713,937	$26,058,027	$35,771,964	53.2%	34.6%	65.4%
Held to maturity, at amortized cost(b)	12,736,225	--	12,736,225	18.9	100.0	--
Equity securities, at market value(c)	3,265,756	2,608,309	5,874,065	8.7	33.9	66.1
Mortgage loans on real estate, policy and collateral loans	50,578	6,224,878	6,275,456	9.3	43.1	56.9
Short-term investments, including time deposits, and cash	605,363	1,002,060	1,607,423	2.4	19.3	80.7
Real estate	409,808	843,933	1,253,741	1.9	18.2	81.8
Investment income due and accrued	493,338	697,891	1,191,229	1.8	44.4	55.6
Other invested assets	1,511,135	1,056,772	2,567,907	3.8	51.6	48.4
Total	$28,786,140	$38,491,870	$67,278,010	100.0%	47.9%	52.1%

(a)Includes $364,069 of bonds trading securities, at market value.
(b)Includes $477,247 of preferred stock, at amortized cost.

(c)Includes $46,732 of preferred stock, at market value.

With respect to fixed maturities, AIG's general strategy is to invest in high quality securities while maintaining diversification to avoid significant exposure to issuer, industry and/or country concentrations.

At March 31, 1997, approximately 52 percent of the fixed maturity investments were domestic securities. Approximately 39 percent of such domestic securities were rated AAA. Approximately six percent were below investment grade or not rated.

A significant portion of the foreign insurance fixed income portfolio is rated by Moody's, Standard & Poor's (S&P) or similar foreign services. Similar credit quality rating services are not available in all overseas locations. AIG annually reviews the credit quality of the foreign portfolio nonrated fixed income investments, including mortgages. At March 31, 1997, approximately 30 percent of the foreign fixed income investments were either rated AAA or, on the basis of AIG's internal analysis were equivalent from a credit standpoint to securities so rated. Less than three percent of these investments were deemed below investment grade and approximately two percent were not rated at that date.

Although AIG's fixed income insurance portfolios contain only minor amounts of securities below investment grade, any fixed income security may be subject to downgrade for a variety of reasons subsequent to any balance sheet date. There have been no significant downgrades as at May 1, 1997.

At March 31, 1997, approximately 5 percent of the fixed maturities portfolio was Collateralized Mortgage Obligations (CMOs). All of the CMOs were investment grade and approximately 71 percent of the CMOs were backed by various U.S. government agencies. Thus, credit risk was minimal. CMOs are exposed to interest rate risk as the duration and ultimate realized yield would be affected by the accelerated prepayments of the underlying mortgages. There were no interest only or principal only CMOs.

When permitted by regulatory authorities and when deemed necessary to protect insurance assets, including invested assets, from currency risk and interest rate risk, AIG and its insurance subsidiaries enter into derivative transactions as end users. To date, such activities have been minor. (See also the discussion under "Derivatives" herein.)

Mortgage loans on real estate, policy and collateral loans comprised 9.1 percent of AIG's insurance invested assets at March 31, 1997. AIG's insurance operations' holdings of real estate mortgages amounted to $2.44 billion of which 34.9 percent was domestic. At March 31, 1997, no domestic mortgages and only a nominal amount of foreign mortgages were in default. At March 31, 1997, AIG's insurance holdings of collateral loans amounted to $885.3 million, all of which were foreign. It is AIG's practice to maintain a maximum loan to value ratio of 75 percent at loan origination. AIG's policy loans decreased from $3.00 billion at December 31, 1996 to $2.81 billion at March 31, 1997, with most of this decrease relating to the redemption of domestic corporate-owned life insurance products.

Short-term investments represent amounts invested in various internal and external money market funds, time deposits and cash held.

AIG's real estate investment properties are primarily occupied by AIG's various operations. The current market value of these properties considerably exceeds their carrying value.

Other invested assets were primarily comprised of both foreign and domestic private placements, limited partnerships and outside managed funds.

In certain jurisdictions, significant regulatory and/or foreign governmental barriers exist which may not permit the immediate free flow of funds between insurance subsidiaries or from the insurance subsidiaries to AIG parent. These barriers generally cause only minor delays in the outward remittance of the funds.

The following table is a summary of the composition of AIG's financial services invested assets at March 31, 1997 and December 31, 1996. (See also the discussions under "Operational Review," "Capital Resources" and "Derivatives" herein.)

(dollars in thousands)

	1997		1996	
	INVESTED ASSETS	PERCENT OF TOTAL	Invested Assets	Percent of Total
Flight equipment primarily under operating leases, net of accumulated depreciation	$14,866,433	35.4%	$13,808,660	33.7%
Unrealized gain on interest rate and currency swaps, options and forward transactions	6,582,574	15.7	6,906,012	16.9
Securities available for sale, at market value	9,382,348	22.3	9,785,909	23.9
Trading securities, at market value	2,336,502	5.6	2,357,812	5.7
Securities purchased under agreements to resell, at contract value	1,738,520	4.1	1,642,591	4.0
Trading assets	4,472,130	10.7	3,793,433	9.3
Spot commodities, at market value	450,832	1.1	204,705	0.5
Other, including short-term investments	2,160,994	5.1	2,439,749	6.0
Total	$41,990,333	100.0%	$40,938,871	100.0%

As previously discussed, the cash used for the purchase of flight equipment is derived primarily from the proceeds of ILFC's debt financing. The primary sources for the repayment of this debt and the interest expense thereon are the cash flow from operations, proceeds from the sale of flight equipment and the rollover of prior debt. During the first three months of 1997, ILFC acquired flight equipment costing $1.23 billion.

AIGFP's derivative transactions are carried at market value or at estimated fair value when market prices are not readily available. AIGFP reduces its economic risk exposure through similarly valued offsetting transactions including swaps, trading securities, options, forwards and futures. The estimated fair values of these transactions represent assessments of the present value of expected future cash flows. These transactions are exposed to liquidity risk if AIGFP were to sell or close out the transactions prior to maturity. AIG believes that the impact of any such limited liquidity would not be significant to AIG's financial condition or its overall liquidity. (See also the discussion under "Derivatives" herein.)

Securities available for sale, at market value and securities purchased under agreements to resell are purchased with the proceeds of AIGFP's GIA financings and other long and short-term borrowings. The proceeds from the disposal of securities available for sale and securities purchased under agreements to resell have been used to fund the maturing GIAs or other AIGFP financing. (See also the discussion under "Capital Resources" herein.)

Securities available for sale is mainly a portfolio of debt securities, where the individual securities have varying degrees of credit risk. At March 31, 1997, the average credit rating of this portfolio was AA or the equivalent thereto as determined through rating agencies or internal review. At that date, AIGFP has also entered into credit derivative transactions to hedge its credit risk associated with $2.14 billion of these securities. There were no securities deemed below investment grade. There have been no significant downgrades through May 1, 1997. Securities purchased under agreements to resell are treated as collateralized transactions. AIGFP takes possession of or obtains a security interest in securities purchased under agreements to resell. AIGFP further minimizes its credit risk by monitoring counterparty credit exposure and, when AIGFP deems necessary, it requires additional collateral to be deposited. Trading securities, at market value are marked to market daily and are held to meet the short-term risk management objectives of AIGFP.

AIGTG conducts, as principal, market making and trading activities in foreign exchange, interest rates, precious and base metals and natural gas and other energy products. AIGTG owns inventories in the commodities in which it trades and may reduce the exposure to market risk through the use of swaps, forwards, futures and option contracts. AIGTG uses derivatives to manage the economic exposure of its various trading positions and transactions from adverse movements of interest rates, exchange rates and commodity prices. AIGTG supports its trading activities largely through trading liabilities, unrealized losses on swaps, short-term borrowings and spot commodities sold but not yet purchased. (See also the discussions under "Capital Resources" and "Derivatives" herein.)

DERIVATIVES

Derivatives are financial arrangements among two or more parties whose returns are linked to or "derived" from some underlying equity, debt, commodity or other asset, liability, or index. Derivatives payments may be based on interest rates and exchange rates and/or prices of certain securities, certain commodities, or financial or commodity indices. The more significant types of derivative arrangements in which AIG transacts are swaps, forwards, futures, options and related instruments.

The most commonly used swaps are interest rate and currency swaps. An interest rate swap is a contract between two parties to exchange interest rate payments (typically a fixed interest rate versus a variable interest rate) calculated on a notional principal amount for a specified period of time. The notional amount is not exchanged. A currency swap is similar but the notional amounts are different currencies which are typically exchanged at the commencement and termination of the swap based upon negotiated exchange rates.

A futures or forward contract is a legal contract between two parties to purchase or sell at a specified future date a specified quantity of a commodity, security, currency, financial index or other instrument, at a specified price. A futures contract is traded on an exchange, while a forward contract is executed over the counter.

An option contract generally provides the option purchaser with the right but not the obligation to buy or sell during a period of time or at a specified date the underlying instrument at a set price. The option writer is obligated to sell or buy the underlying item if the option purchaser chooses to exercise his right. The option writer receives a nonrefundable fee or premium paid by the option purchaser.

Derivatives are generally either negotiated over the counter contracts or standardized contracts executed on an exchange. Standardized exchange traded derivatives include futures and options which can be readily bought or sold over recognized security or commodity exchanges and settled daily through such clearing houses. Negotiated over the counter derivatives include forwards, swaps and options. Over the counter derivatives are generally not traded like exchange traded securities. However, in the normal course of business, with the agreement of the original counterparty, these contracts may be terminated early or assigned to another counterparty.

All significant derivatives activities are conducted through AIGFP and AIGTG permitting AIG to participate in the derivatives dealer market acting primarily as principal. In these derivative operations, AIG structures agreements which generally allow its counterparties to enter into transactions with respect to changes in interest and exchange rates, securities' prices and certain commodities and financial or commodity indices. Generally, derivatives are used by AIG's customers such as corporations, financial institutions, multinational organizations, sovereign entities, government agencies and municipalities. For example, a futures, forward or option contract can be used to protect the customers' assets or liabilities against price fluctuations.

The senior management of AIG defines the policies and establishes general operating parameters for AIGFP and AIGTG. AIG's senior management has established various oversight committees to review the various financial market, operational and credit issues of AIGFP and AIGTG. The senior managements of AIGFP and AIGTG report the results of their respective operations to and review future strategies with AIG's senior management.

AIG actively manages the exposures to limit potential losses, while maximizing the rewards afforded by these business opportunities. In doing so, AIG must manage a variety of exposures including credit, market, liquidity, operational and legal risks.

Market risk principally arises from the uncertainty that future earnings are exposed to potential changes in volatility, interest rates, foreign exchange rates, and equity and commodity prices. AIG generally controls its exposure to market risk by taking offsetting positions. AIG's philosophy with respect to its financial services operations is to minimize or set limits for open or uncovered positions that are to be carried. Credit risk exposure is separately managed. (See the discussion on the management of credit risk below.)

AIG's Market Risk Management Department provides detailed independent review of AIG's market exposures, particularly those market exposures of AIGFP and AIGTG. This department determines whether AIG's market risks, as well as those market risks of individual subsidiaries, are within the parameters established by AIG's senior management. Well established market risk management techniques such as value at risk and scenario analysis are used. Additionally, this department verifies that specific market risks of each of certain subsidiaries are managed and hedged by that subsidiary.

AIGFP does not seek to manage the market risk of each of its transactions through an individual offsetting transaction. Rather, AIGFP takes a portfolio approach to the management of its market risk exposure. AIGFP values its portfolio at market value or estimated fair value when market values are not readily available. These valuations represent an assessment of the present values of expected future cash flows of AIGFP's transactions and may include reserves for such risks as are deemed appropriate by AIGFP's and AIG's management. AIGFP evaluates the portfolio's discounted cash flows with reference to current market conditions, maturities within the portfolio and other relevant factors. Based upon this evaluation, AIGFP determines what, if any, offsetting transactions are necessary to reduce the market risk exposure of the portfolio.

The aforementioned estimated fair values are based upon the use of valuation models. These models utilize, among other things, current interest, foreign exchange and volatility rates. These valuation models are integrated into the evaluation of the portfolio, as described above, in order to provide timely information for the market risk management of the portfolio.

Additionally, depending upon the nature of interest rates and market movements during the day, the system will produce reports for management's consideration for intra-day offsetting positions. Overnight, the system generates reports which recommend the types of offsets management should consider for the following day. Additionally, AIGFP operates in major business centers overseas and is essentially open for business 24 hours a day. Thus, the market exposure and offset strategies are monitored, reviewed and coordinated around the clock. Therefore, offsetting adjustments can be made as and when necessary from any AIGFP office in the world.

As part of its monitoring and controlling of its exposure to market risk, AIGFP applies various testing techniques which reflect potential market movements. These techniques vary by currency and are regularly changed to reflect factors affecting the derivatives portfolio. In addition to the daily monitoring, AIGFP's senior management and local risk managers conduct a weekly review of the derivatives portfolio and existing hedges. This review includes an examination of the portfolio's risk measures, such as aggregate option sensitivity to movements in market variables. AIGFP's management may change these measures to reflect their judgment and evaluation of the dynamics of the markets. This management group will also determine whether additional or alternative action is required in order to manage the portfolio. AIG utilizes an outside consultant to provide the managements of AIG and AIGFP with comfort that the system produces representative values.

AIGTG's approach to managing market risk is to establish an appropriate offsetting position to a particular transaction or group of transactions depending upon the extent of market risk AIGTG wishes to reduce.

AIGTG's senior management has established positions and stop-loss limits for each line of business. AIGTG's traders are required to maintain positions within these limits. These positions are monitored during the day either manually and/or through on-line computer systems. In addition, these positions are reviewed by AIGTG's management. Reports which present each trading book's position and the prior day's profit and loss are reviewed by traders, head traders and AIGTG's senior management. Based upon these and other reports, AIGTG's senior management determines whether to adjust AIGTG's risk profile.

AIGTG attempts to secure reliable current market prices, such as published prices or third party quotes, to value its derivatives. Where such prices are not available, AIGTG uses an internal methodology which includes interpolation or extrapolation from verifiable prices nearest to the dates of the transactions. The methodology may reflect interest and exchange rates, commodity prices, volatility rates and other relevant factors.

A significant portion of AIGTG's business is transacted in liquid markets. Certain of AIGTG's derivative product exposures are evaluated using simulation techniques which consider such factors as changes in currency and commodity prices, interest rates, volatility levels and the effect of time. Though not indicative of the future, past volatile market scenarios have represented profit opportunities for AIGTG.

The gross unrealized gains and gross unrealized losses of AIGFP and AIGTG included in the financial services assets and liabilities at March 31, 1997 were as follows:

(in thousands)

	GROSS UNREALIZED GAINS	GROSS UNREALIZED LOSSES	BALANCE SHEET AMOUNT
Securities available for sale, at market value	$ 222,374	$ 213,235	$9,382,348
Unrealized gain/loss on interest rate and currency swaps, options and forward transactions(a)(b)	6,582,574	4,798,120	--
Trading securities, at market value	--	--	2,336,502
Trading assets	6,318,568	4,090,739	4,472,130
Spot commodities, at market value	--	2,284	450,832
Trading liabilities	--	2,787,620	4,089,060
Securities and spot commodities sold but not yet purchased, at market value	93,420	--	1,809,125

(a)These amounts are also presented as the respective balance sheet amounts.
(b)At March 31, 1997, AIGTG's net replacement values with respect to interest rate and currency swaps were $533.2 million.

The interest rate risk on securities available for sale, at market, is managed by taking offsetting positions on a security by security basis, thereby offsetting a significant portion of the unrealized appreciation or depreciation. At March 31, 1997, the unrealized gains and losses remaining after benefit of the offsets were $12.7 million and $3.6 million, respectively.

AIGFP carries its derivatives at market or estimated fair value, whichever is appropriate. Because of limited liquidity of certain of these instruments, the recorded estimated fair values of these derivatives may be different than the values that might be realized if AIGFP were to sell or close out the transactions prior to maturity. (See also the discussions under "Operational Review: Financial Services" and "Liquidity" herein.)

Trading securities, at market value, and securities and spot commodities sold but not yet purchased, at market value are marked to market daily with the unrealized gain or loss being recognized in income at that time. These securities are held to meet the short-term risk management objectives of AIGFP and AIGTG.

AIGTG conducts, as principal, market making and trading activities in foreign exchange, interest rates, precious and base metals and natural gas and other energy products. AIGTG owns inventories in the commodities in which it trades. These inventories are carried at market and may be substantially hedged. AIGTG uses derivatives to manage the economic exposure of its various trading positions and transactions from adverse movements in interest rates, exchange rates and commodity prices. (See also the discussions under "Operational Review: Financial Services" and "Liquidity" herein.)

A counterparty may default on any obligation to AIG, including a derivative contract. Credit risk is a consequence of extending credit and/or carrying trading and investment positions. Credit risk exists for a derivative contract when that contract has an estimated positive fair value. To help manage this risk, the credit departments of AIGFP and AIGTG operate within the guidelines of the AIG Credit Risk Committee, which sets credit policy and limits for counterparties and provides limits for derivative transactions with counterparties having different credit ratings. In addition to credit ratings, this committee takes into account other factors, including the industry and country of the counterparty. Transactions which fall outside these pre-established guidelines require the approval of the AIG Credit Risk Committee. It is also AIG's policy to establish reserves for potential credit impairment when necessary.

AIGFP and AIGTG determine the credit quality of each of their counterparties taking into account credit ratings assigned by recognized statistical rating organizations. If it is determined that a counterparty requires credit enhancement, then one or more enhancement techniques will be used. Examples of such enhancement techniques include letters of credit, guarantees, collateral credit triggers and credit derivatives and margin agreements.

A significant majority of AIGFP's transactions are contracted and documented under ISDA Master Agreements that provide for legally enforceable set-off and close out netting of exposures in the event of default. Under such agreements, in connection with the early termination of a transaction, AIGFP is permitted to set-off its receivables from a counterparty against AIGFP's payables to that same counterparty arising out of all included transactions. Excluding regulated exchange transactions, AIGTG, whenever possible, enters into netting agreements with its counterparties which are similar in effect to those discussed above.

The following tables provide the notional and contractual amounts of AIGFP's and AIGTG's derivatives portfolio at March 31, 1997 and December 31, 1996.

The notional amounts used to express the extent of AIGFP's and AIGTG's involvement in swap transactions represent a standard of measurement of the volume of AIGFP's and AIGTG's swaps business. Notional amount is not a quantification of market risk or credit risk and it may not necessarily be recorded on the balance sheet. Notional amounts represent those amounts used to calculate contractual cash flows to be exchanged and are not paid or received, except for certain contracts such as currency swaps.

The timing and the amount of cash flows relating to AIGFP's and AIGTG's foreign exchange forwards and exchange traded futures and options contracts are determined by each of the respective contractual agreements.

The net replacement value most closely represents the net credit risk to AIGFP or the maximum amount exposed to potential loss after the application of the aforementioned strategies, ISDA Master Agreements and collateral held.

The following table presents AIGFP's derivatives portfolio by maturity and type of derivative at March 31, 1997 and December 31, 1996:

(in thousands)

	REMAINING LIFE					
	ONE YEAR	TWO THROUGH FIVE YEARS	SIX THROUGH TEN YEARS	AFTER TEN YEARS	TOTAL 1997	TOTAL 1996
Interest rate, currency and equity/commodity swaps and swaptions:						
Notional amount:						
Interest rate swaps	$47,798,200	$68,299,400	$40,593,000	$10,026,550	$166,717,150	$165,771,800
Currency swaps	12,234,600	16,587,500	9,112,200	4,045,200	41,979,500	39,182,900
Equity/commodity swaps	--	21,000	--	50,000	71,000	103,600
Swaptions	569,540	1,913,360	1,760,750	466,720	4,710,370	5,617,700
Total	$60,602,340	$86,821,260	$51,465,950	$14,588,470	$213,478,020	$210,676,000
Futures and forward contracts:						
Exchange traded futures contracts contractual amount	$ 3,620,236	--	--	--	$ 3,620,236	$ 6,867,300
Over the counter forward contracts contractual amount	$ 7,794,010	--	--	--	$ 7,794,010	$ 5,952,200

AIGFP determines counterparty credit quality by reference to ratings from independent rating agencies or internal analysis. At March 31, 1997 and December 31, 1996, the counterparty credit quality by derivative product with respect to the net replacement value of AIGFP's derivatives portfolio was as follows:

(in thousands)

	NET REPLACEMENT VALUE			
	SWAPS AND SWAPTIONS	FUTURES AND FORWARD CONTRACTS	TOTAL 1997	Total 1996
Counterparty credit quality:				
AAA	$1,460,340	$ --	$1,460,340	$1,732,315
AA	2,194,916	14,423	2,209,339	2,021,878
A	1,235,413	21,468	1,256,881	1,461,063
BBB	1,047,794	--	1,047,794	1,150,420
Below investment grade	16,590	--	16,590	26,293
Total	$5,955,053	$35,891	$5,990,944	$6,391,969

At March 31, 1997 and December 31, 1996, the counterparty breakdown by industry with respect to the net replacement value of AIGFP's derivatives portfolio was as follows:

(in thousands)

	NET REPLACEMENT VALUE			
	SWAPS AND SWAPTIONS	FUTURES AND FORWARD CONTRACTS	TOTAL 1997	Total 1996
Non-U.S. banks	$2,501,231	$31,234	$2,532,465	$2,330,481
Insured municipalities	493,612	--	493,612	656,373
U.S. industrials	723,369	--	723,369	894,942
Governmental	703,323	3,226	706,549	894,284
Non-U.S. financial service companies	36,203	--	36,203	34,383
Non-U.S. industrials	448,832	1,431	450,263	497,839
Special purpose	132,818	--	132,818	121,137
U.S. banks	220,085	--	220,085	251,641
U.S. financial service companies	532,937	--	532,937	534,965
Supranationals	162,643	--	162,643	175,924
Total	$5,955,053	$35,891	$5,990,944	$6,391,969

The following tables provide the contractual and notional amounts of AIGTG's derivatives portfolio at March 31, 1997 and December 31, 1996. In addition, the estimated positive fair values associated with the derivatives portfolio are also provided and include a maturity profile for the March 31, 1997 balances based upon the expected timing of the future cash flows.

The gross replacement values presented represent the sum of the estimated positive fair values of all of AIGTG's derivatives contracts at March 31, 1997 and December 31, 1996. These values do not represent the credit risk to AIGTG.

Net replacement values presented represent the net sum of estimated positive fair values after the application of legally enforceable master closeout netting agreements and collateral held. The net replacement values most closely represent the net credit risk to AIGTG or the maximum amount exposed to potential loss.

The following tables present AIGTG's derivatives portfolio and the associated credit exposure, if applicable, by maturity and type of derivative at March 31, 1997 and December 31, 1996:

(in thousands)

	REMAINING LIFE					
	ONE YEAR	TWO THROUGH FIVE YEARS	SIX THROUGH TEN YEARS	AFTER TEN YEARS	TOTAL 1997	TOTAL 1996
CONTRACTUAL AMOUNT OF FUTURES, FORWARDS AND OPTIONS:						
Exchange traded futures and options	$ 14,558,783	$1,999,448	$ 73,641	$ --	$ 16,631,872	$ 17,004,692
Forwards	$220,537,544	$11,134,052	$1,267,185	$ 2,862	$232,941,643	$216,775,766
Over the counter purchased options	$ 31,721,238	$5,837,205	$1,334,688	$ --	$ 38,893,131	$ 27,377,217
Over the counter sold options(a)	$ 33,001,801	$6,352,071	$1,146,927	$ --	$ 40,500,799	$ 31,049,529
Notional amount:						
Interest rate swaps and forward rate agreements	$ 52,925,645	$10,083,285	$1,394,437	$125,342	$ 64,528,709	$ 66,306,480
Currency swaps	1,074,248	2,921,261	1,201,834	363,897	5,561,240	5,853,194
Total	$ 53,999,893	$13,004,546	$2,596,271	$489,239	$ 70,089,949	$ 72,159,674
Credit Exposure:						
Futures, forwards and purchased options contracts and interest rate and currency swaps:						
Gross replacement value	$ 6,377,897	$1,244,244	$ 364,772	$ 59,322	$ 8,046,235	$ 7,489,766
Master netting arrangements	(3,526,252)	(495,208)	(126,754)	(18,271)	(4,166,485)	(3,872,291)
Collateral	(61,175)	(38,340)	(9,001)	--	(108,516)	(149,347)
Net replacement value (b)	$ 2,790,470	$ 710,696	$ 229,017	$ 41,051	$ 3,771,234	$ 3,468,128

(a) Sold options obligate AIGTG to buy or sell the underlying item if the option purchaser chooses to exercise. The amounts do not represent credit exposures.

(b) The net replacement values with respect to futures and forward contracts and purchased options are presented as a component of trading assets in the accompanying balance sheet. The net replacement values with respect to interest rate and currency swaps are presented as a component of unrealized gain on interest rate and currency swaps, options and forward transactions in the accompanying balance sheet.

AIGTG determines counterparty credit quality by reference to ratings from independent rating agencies or internal analysis. At March 31, 1997 and December 31, 1996, the counterparty credit quality and counterparty breakdown by industry with respect to the net replacement value of AIGTG's derivatives portfolio was as follows:

(in thousands)

	NET REPLACEMENT VALUE 1997	1996
Counterparty credit quality:		
AAA	$ 513,611	$ 447,236
AA	1,244,386	1,075,713
A	1,210,315	1,133,332
BBB	429,279	518,485
Below investment grade	101,177	115,810
Not externally rated, including exchange traded futures and options*	272,466	177,552
Total	$3,771,234	$3,468,128
Counterparty breakdown by industry:		
Non-U.S. banks	$1,485,020	$1,269,399
U.S. industrials	629,398	761,634
Governmental	134,835	121,278
Non-U.S. financial service companies	278,314	186,476
Non-U.S. industrials	155,425	192,669
U.S. banks	339,655	309,154
U.S. financial service companies	476,121	449,966
Exchanges*	272,466	177,552
Total	$3,771,234	$3,468,128

* Exchange traded futures and options are not deemed to have significant credit exposure as the exchanges guarantee that every contract will be properly settled on a daily basis.

Generally, AIG manages and operates its businesses in the currencies of the local operating environment. Thus, exchange gains or losses occur when AIG's foreign currency net investment is affected by changes in the foreign exchange rates relative to the U.S. dollar from one reporting period to the next.

As an end user, AIG and its subsidiaries, including its insurance subsidiaries, use derivatives to aid in managing AIG's foreign exchange translation exposure. Derivatives may also be used to minimize certain exposures with respect to AIG's debt financing and insurance investment operations; to date, such activities have been minor.

AIG, through its Foreign Exchange Operating Committee, evaluates its worldwide consolidated net asset or liability positions and manages AIG's translation exposure to adverse movement in currency exchange rates. AIG may use forward exchange contracts and purchase options where the cost of such is reasonable and markets are liquid to reduce these exchange translation exposures. The exchange gain or loss with respect to these hedging instruments is recorded on an accrual basis as a component of the cumulative translation adjustment account in capital funds. AIG's largest currency net investments have had historically stable exchange rates with respect to the U.S. dollar.

Management of AIG's liquidity profile is designed to ensure that even under adverse conditions AIG is able to raise funds at the most economical cost to fund maturing liabilities and capital and liquidity requirements of its subsidiaries. Sources of funds considered in meeting these objectives include guaranteed investment agreements, issuance of long and short-term debt, maturities and sales of securities available for sale, securities sold under repurchase agreements, trading liabilities, securities and spot commodities sold, not yet purchased, issuance of equity, and cash provided from operations. AIG's strong capital position is integral to managing liquidity, as it enables AIG to raise funds in diverse markets worldwide. (See also the discussions under "Capital Resources" and "Liquidity" herein.)

Legal risk arises from the uncertainty of the enforceability, through legal or judicial processes, of the obligations of AIG's clients and counterparties, including contractual provisions intended to reduce credit exposure by providing for the netting of mutual obligations. (See also the discussion on master netting agreements above.) AIG seeks to eliminate or minimize such uncertainty through continuous consultation with internal and external legal advisors, both domestically and abroad, in order to understand the nature of legal risk, to improve documentation and to strengthen transaction structure.

Over the counter derivatives are not transacted in an exchange traded environment. The futures exchanges maintain considerable financial requirements and surveillance to ensure the integrity of exchange traded futures and options.

PART II -- OTHER INFORMATION

ITEM 6 -- EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits
See accompanying Exhibit Index.

(b) There have been no reports on Form 8-K filed during the quarter ended March 31, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN INTERNATIONAL GROUP, INC.

(Registrant)

s/s HOWARD I. SMITH

Howard I. Smith
Executive Vice President, Chief
Financial Officer and Comptroller

Dated: May 13, 1997

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	LOCATION
2	Plan of acquisition, reorganization, arrangement, liquidation or succession	None
4	Instruments defining the rights of security holders, including indentures	Not required to be filed.
10	Material contracts	None
11	Statement re computation of per share earnings	Filed herewith.
12	Statement re computation of ratios	Filed herewith.
15	Letter re unaudited interim financial information	None
18	Letter re change in accounting principles	None
19	Report furnished to security holders	None
22	Published report regarding matters submitted to vote of security holders	None
23	Consents of experts and counsel	None
24	Power of attorney	None
27	Financial Data Schedule	Provided herewith.
99	Additional exhibits	None

EXHIBIT 11

AMERICAN INTERNATIONAL GROUP, INC.

COMPUTATION OF EARNINGS PER SHARE
(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
Average outstanding shares used in the computation of per share earnings:		
Common stock*	506,084	506,084
Common stock in treasury*	(36,578)	(32,114)
	469,506	473,970
Net income applicable to common stock	$780,935	$671,218
Net income per share	$1.66	$1.42

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* The effects of all other common stock equivalents are not significant.

EXHIBIT 12

AMERICAN INTERNATIONAL GROUP, INC.

COMPUTATION OF RATIO OF EARNINGS TO FIXED CHARGES
(IN THOUSANDS, EXCEPT RATIOS)

	THREE MONTHS ENDED MARCH 31,	
	1997	1996
Income before income taxes	$1,096,276	$ 917,755
Less -- Equity income of less than 50% owned persons	25,193	26,244
Add -- Dividends from less than 50% owned persons	3,461	2,585
	1,074,544	894,096
Add --		
Fixed charges	449,951	361,902
Less --		
Capitalized interest	11,851	11,920
Income before income taxes and fixed charges	$1,512,644	$1,244,078
Fixed charges:		
Interest costs	$ 431,400	$ 343,271
Rent expense *	18,551	18,631
Total fixed charges	$ 449,951	$ 361,902
Ratio of earnings to fixed charges	3.36	3.44

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* The proportion deemed representative of the interest factor.

The ratio shown is significantly affected as a result of the inclusion of the fixed charges and operating results of AIG Financial Products Corp. and its subsidiaries (AIGFP). AIGFP structures borrowings through guaranteed investment agreements and engages in other complex financial transactions, including interest rate and currency swaps. In the course of its business, AIGFP enters into borrowings that are primarily used to purchase assets that yield rates greater than the rates on the borrowings with the intent of earning a profit on the spread and to finance the acquisition of securities utilized to hedge certain transactions. The pro forma ratios of earnings to fixed charges, which exclude the effects of the operating results of AIGFP, are 5.43 and 5.12 for 1997 and 1996, respectively. As AIGFP will continue to be a subsidiary, AIG expects that these ratios will continue to be lower than they would be if the fixed charges and operating results of AIGFP were not included therein.

7
1,000
U.S. DOLLARS

3-MOS
DEC-31-1997
JAN-01-1997
MAR-31-1997
1
35,498,739
12,576,023
12,967,464
6,152,795
2,869,230
1,328,259
107,604,143
77,258
16,810,236
6,631,134
151,149,414
58,253,083
7,912,707
0
12,050,316
18,683,109
0
0
1,265,210
21,095,837
151,149,414
5,295,153
1,130,413
50,389
(18,419)
4,365,663
438,044
705,974
1,096,276
315,341
780,935
0
0
0
780,935
1.66
1.66
20,407,300
2,303,600
0
770,700
1,356,400
20,583,800
0