
OMB APPROVAL

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**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. __)(1)**

American International Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class Securities)

026874-107

(CUSIP Number)

**Howard I. Smith
Vice Chairman-Finance and Secretary
Telephone: (212) 230-5050**

**(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communication)**

June 5, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(1) This Schedule 13D constitutes Amendment No. 17 to the Schedule 13D on behalf of C. V. Starr & Co., Inc. Trust, dated March 20, 2007, Amendment No. 19 to the Schedule 13D on behalf of Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC, dated May 26, 2006, Amendment No. 21 to the Schedule 13D on behalf of Universal Foundation, Inc., dated February 21, 2006, Amendment No. 21 to the Schedule 13D on behalf of The Maurice R. and Corinne P. Greenberg Family Foundation, Inc., dated February 21, 2006, Amendment No. 23 to the Schedule 13D on behalf of Maurice R. Greenberg, dated November 23, 2005, Amendment No. 23 to the Schedule 13D on behalf of Edward E. Matthews, dated November 23, 2005, Amendment No. 25 to the Schedule 13D of Starr International Company, Inc., dated October 2, 1978, and Amendment No. 25 to the Schedule 13D for C. V. Starr & Co., Inc., dated October 2, 1978.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 026874-107

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Maurice R. Greenberg
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) PF
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) o
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 2,300,000
	8 SHARED VOTING POWER 27,217
	9 SOLE DISPOSITIVE POWER 2,300,000
	10 SHARED DISPOSITIVE POWER 85,961
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,385,961
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.09%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Edward E. Matthews	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) PF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 281,875
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 281,875
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 281,875	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.01%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Starr International Company, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Panama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 280,261,274
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 280,261,274
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 280,261,274	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 10.42%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C. V. Starr & Co., Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) <input type="checkbox"/>
3	SEC USE ONLY
4	SOURCE OF FUNDS (See Instructions) WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 SOLE VOTING POWER 0
	8 SHARED VOTING POWER 0
	9 SOLE DISPOSITIVE POWER 0
	10 SHARED DISPOSITIVE POWER 58,744
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 58,744
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.002%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Universal Foundation, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (See Instructions) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Panama		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 58,744	
	8	SHARED VOTING POWER 0	
	9	SOLE DISPOSITIVE POWER 0	
	10	SHARED DISPOSITIVE POWER 58,744	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 58,744		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.002%		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON The Maurice R. and Corinne P. Greenberg Family Foundation, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Florida	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON C. V. Starr & Co., Inc. Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) x (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (See Instructions) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.00%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

Item 4.	Purpose of Transaction
	<p>Item 4 is amended and supplemented to add the following information for updating as of the date hereof:</p> <p>On June 3, 2009 Starr International and each of CV Starr, CV Starr Trust, Greenberg Foundation, Greenberg Joint Tenancy Company, Mr. Greenberg and Universal Foundation (collectively, the “Sellers”) entered into the First Amendment to the Securities Purchase Agreement (the “Amendment”). The Amendment amended the number of shares of Common Stock which Starr International has agreed to purchase, and each of the Sellers has agreed to sell, as follows: CV Starr (10,716,957), CV Starr Trust (8,360,605), Greenberg Foundation (989,308), Greenberg Joint Tenancy Company (25,269,689), Mr. Greenberg (13,025,939) and Universal Foundation (2,053,377). The Amendment further amended the price per share that each share of Common Stock will be purchased at by Starr International to a price per share equal to the average closing price of a share of Common Stock as reported on the New York Stock Exchange composite tape during the period from and including May 5, 2009 until and including June 4, 2009.</p> <p>In contemplation of the consummation of the transactions contemplated by the Securities Purchase Agreement, Starr International filed a Premerger Notification and Report Form (FTC Form C4) with the Federal Trade Commission and the Antitrust Division of the Department of Justice under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 (the “HSR Act”) on May 5, 2009. As a result of the expiration of the waiting period under the HSR Act, Starr International and the Sellers consummated the purchases and sales contemplated by the Securities Purchase Agreement, as amended, on June 5, 2009.</p>
	<p>Any actions taken by the Reporting Persons may be effected at any time or from time to time, subject to any applicable limitations imposed on the actions by the Securities Act of 1933, as amended, state insurance regulatory laws or other applicable laws. There can be no assurance, however, that any Reporting Person will take any of the actions described in this Item 4.</p>
Item 5.	Interest in Securities of the Issuer
	<p>Item 5 is amended and supplemented to add the following information for updating as of the date hereof:</p> <p>On June 5, 2009, pursuant to the Securities Purchase Agreement, as amended by the Amendment, Starr International purchased, and the Sellers sold, a number of shares of Common Stock as described in Item 4 of this Schedule 13D at a price per share equal to \$1.74.</p> <p>In addition, on June 5, 2009, Starr International purchased through a broker’s transaction 14,000,000 shares of Common Stock at an average price per share equal to \$1.7141.</p>

As of the date of the filing of this statement, Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, and Universal Foundation may be deemed to beneficially own in the aggregate 282,929,110 shares of Common Stock, representing approximately 10.5146% of the Issuer's outstanding Common Stock (based on 2,690,808,696 shares of Common Stock reported by the Issuer as outstanding as of April 30, 2009, in the Issuer's Form 10-Q filed on May 7, 2009).

Mr. Greenberg has the sole power to vote and direct the disposition of 2,300,000 shares of Common Stock, which may be acquired pursuant to incentive stock options previously granted by the Issuer to Mr. Greenberg as an officer and director of the Issuer that are exercisable within 60 days of the date hereof. Mr. Greenberg has the shared power to vote and direct the disposition of 27,217 shares of Common Stock, which are held in family trusts of which Mr. Greenberg is a trustee. Mr. Greenberg has the shared power to direct the disposition of 58,744 shares of Common Stock held by Universal Foundation for which CV Starr has the shared power to direct the disposition of, pursuant to an Investment Management Agreement (described below).

Mr. Greenberg owns 27.27% of the common stock of CV Starr directly. Based on Mr. Greenberg's voting power in CV Starr and the other facts and circumstances described in Items 2, 4, 5 and 6 of this Schedule 13D, Mr. Greenberg may be deemed to beneficially own the shares of Common Stock held or beneficially owned by CV Starr. Mr. Greenberg disclaims beneficial ownership of the shares of Common Stock held by CV Starr, Universal Foundation, and the family trusts described above.

Mr. Matthews has the sole power to vote and direct the disposition of 281,875 shares of Common Stock, which may be acquired pursuant to incentive stock options previously granted by the Issuer to Mr. Matthews as an officer and director of the Issuer that are exercisable within 60 days of the date hereof.

Starr International has the sole power to vote and direct the disposition of 280,261,274 shares of Common Stock, of which 15,700,000 shares are held by Starr International Investments, Ltd., a wholly owned subsidiary of Starr International, and 264,561,274 shares are held directly by Starr International.

Pursuant to an Investment Management Agreement effective January 1, 2008 (the "Investment Management Agreement"), CV Starr has the shared power to direct the disposition of 58,744 shares of Common Stock held by Universal Foundation.

Universal Foundation has the sole power to vote 58,744 shares of Common Stock held directly by Universal Foundation. Pursuant to the Investment Management Agreement, CV Starr has the power to direct the disposition of the 58,744 shares of Common Stock held by Universal Foundation.

The Greenberg Foundation no longer has the power to vote or direct the disposition of any shares of Common Stock.

The Greenberg Joint Tenancy Company no longer has the power to vote or direct the disposition of any shares of Common Stock.

The CV Starr Trust no longer has the power to vote or direct the disposition of any shares of Common Stock.

Item 6	Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
	<p>Item 6 is amended and supplemented to add the following information for updating as of the date hereof:</p> <p>On June 3, 2009, Starr International and each of CV Starr, CV Starr Trust, Greenberg Foundation, Greenberg Joint Tenancy Company, LLC, Mr. Greenberg and Universal Foundation entered into the Amendment as more fully discussed in Item 4 of this Schedule 13D.</p> <p>A copy of the Amendment is filed herewith as Exhibit 2 and incorporated herein by reference.</p>
Item 7	Material to Be Filed as Exhibits
Exhibit 1	Joint Filing Agreement, dated June 5, 2009, by and among Mr. Greenberg, Mr. Matthews, Starr International, CV Starr, Universal Foundation, Greenberg Foundation, Greenberg Joint Tenancy Company, and CV Starr Trust.
Exhibit 2	First Amendment to the Securities Purchase Agreement, dated as of June 3, 2009, by and among Starr International and each of CV Starr, CV Starr Trust, Greenberg Foundation, Greenberg Joint Tenancy Company, Mr. Greenberg and Universal Foundation.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

Dated: June 5, 2009

MAURICE R. GREENBERG

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

STARR INTERNATIONAL COMPANY, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE P. GREENBERG FAMILY FOUNDATION,
INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY COMPANY,
LLC

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of American International Group, Inc., and that this Agreement be included as an Exhibit to such joint filing.

Each of the undersigned acknowledges that each shall be responsible for the timely filing of any statement (including amendments) on Schedule 13D, and for the completeness and accuracy of the information concerning him or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other persons making such filings, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: June 5, 2009

MAURICE R. GREENBERG

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

EDWARD E. MATTHEWS

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

STARR INTERNATIONAL COMPANY, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

UNIVERSAL FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE P. GREENBERG FAMILY FOUNDATION, INC.

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY COMPANY, LLC

By: /s/Bertil P-H Lundqvist
Name: Bertil P-H Lundqvist
Title: Attorney-In-Fact

By: /s/George Y. Liu
Name: George Y. Liu
Title: Attorney-In-Fact

C. V. STARR & CO., INC. TRUST

By: /s/Bertil P-H Lundqvist

Name: Bertil P-H Lundqvist

Title: Attorney-In-Fact

By: /s/George Y. Liu

Name: George Y. Liu

Title: Attorney-In-Fact

FIRST AMENDMENT TO THE SECURITIES PURCHASE AGREEMENT

This FIRST AMENDMENT TO THE SECURITIES PURCHASE AGREEMENT dated June 3, 2009 (this "**Agreement**") is made by and among each of the sellers listed on the signature pages hereto (each, a "**Seller**" and collectively, the "**Sellers**"), and Starr International Company, Inc., a Panamanian corporation (the "**Purchaser**"). Capitalized terms used in this Agreement but not defined herein shall have the meanings ascribed to them in the Existing Securities Purchase Agreement (as defined below).

WHEREAS, the Sellers and the Purchaser entered into that certain Securities Purchase Agreement, dated as of May 1, 2009 (the "**Existing Securities Purchase Agreement**"); and

WHEREAS, the Sellers and the Purchaser intend and desire that certain provisions of the Existing Securities Purchase Agreement be amended as set forth herein.

NOW THEREFORE, in consideration of the mutual agreements, representations, warranties and covenants herein contained, the parties hereto agree as follows:

ARTICLE I
AMENDMENTS

The following provisions set forth in the Existing Securities Purchase Agreement are hereby amended as follows:

Section 1.01. Amendment to Definitions. The following defined term set forth in the Existing Securities Purchase Agreement shall be amended and restated in its entirety as follows:

"**Share Price**" means a price per Share equal to the average Market Value of such Share during the period from and including May 5, 2009 until and including June 4, 2009."

Section 1.02. Amendment to Exhibit A. Exhibit A to the Existing Securities Purchase Agreement is hereby amended and restated in its entirety as set forth in Annex A hereto.

ARTICLE II
MISCELLANEOUS

Section 2.01. Severability; Governing Law; Dispute Resolution. The parties hereto agree and confirm that Section 6 (Miscellaneous Provisions) of the Existing Securities Purchaser Agreement shall apply *mutatis mutandis* to this Agreement and are incorporated into this Agreement as if set out specifically herein.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first above written.

SELLER:

C.V. STARR & CO., INC.

By: /s/Bertil P. Lundqvist
Name: Bertil P. Lundqvist
Title: Director, Executive Vice President & General Counsel

C.V. STARR & CO., INC. TRUST

By: /s/Bertil P. Lundqvist
Name: Bertil P. Lundqvist
Title: Attorney-In-Fact

THE MAURICE R. AND CORINNE P. GREENBERG FOUNDATION

By: /s/Maurice R. Greenberg
Name: Maurice R. Greenberg
Title:

**MAURICE R. AND CORINNE P. GREENBERG JOINT TENANCY COMPANY,
LLC**

By: /s/Maurice R. Greenberg
Name: Maurice R. Greenberg
Title: Member

MAURICE R. GREENBERG

By: /s/Maurice R. Greenberg
Name: Maurice R. Greenberg

UNIVERSAL FOUNDATION, INC.

By: /s/Stuart Osborne
Name: Stuart Osborne
Title: Director

PURCHASER:

STARR INTERNATIONAL COMPANY, INC.

By: /s/Edward E. Matthews
Name: Edward E. Matthews
Title: Director

EXHIBIT A**SHARES**

Seller / Address	Shares
C.V. Starr & Co., Inc. 399 Park Avenue, 17th Floor New York, NY 10022	10,716,957
C.V. Starr & Co., Inc. Trust 399 Park Avenue, 17th Floor New York, NY 10022	8,360,605
The Maurice R. and Corinne P. Greenberg Foundation 399 Park Avenue, 17th Floor New York, NY 10022	989,308
Maurice R. and Corinne P. Greenberg Joint Tenancy Company, LLC 399 Park Avenue, 17th Floor New York, NY 10022	25,269,689
Maurice R. Greenberg 399 Park Avenue, 17th Floor New York, NY 10022	13,025,939
Universal Foundation, Inc. 399 Park Avenue, 17th Floor New York, NY 10022	2,053,377