

By-law adopted by AIG

Section 1.13. Reimbursement. If a stockholder (including a Nominee Holder) has brought a matter before an annual or special meeting of stockholders of the Corporation and the matter is included in the Corporation's proxy materials pursuant to Rule 14a-8 under the Exchange Act and is approved by the affirmative vote of not less than a majority of all outstanding shares of Common Stock of the Corporation and all other outstanding shares of stock of the Corporation entitled to vote on such matter (with such outstanding shares of Common Stock and other stock considered for this purpose as a single class), the Corporation shall reimburse the stockholder for all reasonable out-of-pocket costs and expenses incurred in bringing the matter before the meeting of stockholders, including reasonable out-of-pocket costs and expenses incurred in opposing any efforts by the Corporation to (i) exclude the matter from the Corporation's proxy materials and (ii) solicit votes in opposition; provided, however, that such reimbursement shall not exceed the amount spent by the Corporation in efforts to exclude the matter from the Corporation's proxy materials and solicit votes in opposition.