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J. B. N. J.

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

IN RE AMERICAN INTERNATIONAL GROUP,  
INC. 2008 SECURITIES LITIGATION

Master File No.:  
08-CV-4772-LTS-DCF

This Document Relates To: All Actions

**[PROPOSED] ORDER GRANTING LEAD PLAINTIFF'S MOTION FOR  
DISTRIBUTION OF NET SETTLEMENT FUND, PAYMENT OF CLAIMS  
ADMINISTRATOR'S FEES AND EXPENSES, AND PAYMENT OF LEAD  
COUNSEL'S POST-DECEMBER 22, 2014 EXPENSES**

WHEREAS, on September 12, 2014, the Settling Plaintiffs, on behalf of themselves and the proposed Settlement Class, and the Settling Defendants entered into a Stipulation and Agreement of Settlement in the above-captioned Action (the "Settlement Agreement") (Dkt. No. 445);

WHEREAS, by Order entered on October 7, 2014 (the "Preliminary Approval Order") (Dkt. No. 463), the Court preliminarily approved the parties' Settlement Agreement and appointed Gilardi & Co. LLC as the Claims Administrator to supervise and administer the Court-approved Notice of the Settlement to the Settlement Class Members, and to process the Class Members' Proofs of Claim;

WHEREAS, on March 20, 2015, the Court entered its Orders approving Lead Plaintiff's proposed Plan of Allocation (Dkt. No. 516), granting Lead Counsel's Fee and Expense Application (Dkt. No. 517), and granting final approval of the Settlement as fair, reasonable, and adequate, and in the best interests of Lead Plaintiff and the Settlement Class Members (the "Final Approval Order") (Dkt. No. 518);

WHEREAS, the Court retained broad jurisdiction over the implementation of the Settlement, including but not limited to any distributions of the Settlement Fund, the disposition

of the Settlement Fund, and any applications for payment of further expenses that might be paid out of the Settlement Fund;

WHEREAS, Lead Plaintiff has filed a Motion for Distribution of Net Settlement Fund, Payment of Claims Administrator's Fees and Expenses, and Payment of Lead Counsel's Post-December 22, 2014 Expenses ("Distribution Motion");

WHEREAS, the Court having considered all papers filed and proceedings had herein and otherwise being fully informed in the premises and good cause appearing therefor,

**IT IS HEREBY ORDERED:**

1. The Court approves the administrative determinations by the Court-appointed Claims Administrator, Gilardi & Co. LLC ("Gilardi"), concerning Claim Forms submitted by Settlement Class Members as set forth in the Declaration of Claims Administrator Mishka Ferguson in Support of Motion for Distribution of the Net Settlement Fund ("Ferguson Declaration") submitted in connection with the Distribution Motion.

2. The Court finds that the determinations by Gilardi with respect to the Settlement Class Members' Claim Forms and the distribution of the Net Settlement Fund based on Gilardi's calculations and determinations are fair, reasonable and adequate to the Settlement Class, and are hereby approved. The Court approves Gilardi's acceptance of the 29,544 late but otherwise valid Claims, and bars as untimely any Claim against the Net Settlement Fund received after October 4, 2016, and any response to a Deficiency or Rejection Notice received after October 13, 2016.

3. Accordingly, the Court hereby directs the initial distribution of the Net Settlement Fund to the Settlement Class Members who have submitted Claim Forms which Gilardi has determined to be eligible to share in the net settlement proceeds and in such amounts as set forth in the Distribution Motion and Ferguson Declaration.

4. The Court hereby approves the plan set forth in the Distribution Motion and Ferguson Declaration for redistribution of any funds remaining in the Net Settlement Fund following the initial distributions to eligible claimants.

5. The Court hereby authorizes the destruction of the paper copies and all supporting documentation of the Claim Forms one (1) year after distribution of the Net Settlement Fund is completed, and all electronic copies of claim records three (3) years after distribution of the Net Settlement Fund is completed.

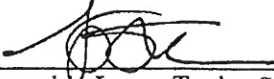
6. The Court authorizes payment out of the Net Settlement Fund of Gilardi's outstanding fees and expenses, as well as the fees and expenses it expects to incur through the initial distribution of the Net Settlement Fund, in the amount of \$3,473,680.20;

7. The Court authorizes payment of out of the Net Settlement Fund to Lead Counsel of \$25,193.47, as reimbursement for the further expenses they have incurred since submitting their initial Fee and Expense Application on December 22, 2014 (Dkt. Nos. 468-69), as set forth in the Joint Declaration of Lead Counsel submitted in connection with the Distribution Motion.

8. Lead Counsel and the Claims Administrator are directed to execute this Order and shall not be liable to the Settlement Class Members for any reason in executing and complying with this Order.

**IT IS SO ORDERED.**

DATED: January 30, 2017

  
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Honorable Laura Taylor Swain  
United States District Court Judge

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