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AIG Letter to Goldman Sachs regarding amended Lender Agreement

American International Group, Inc. (AIG)

Jonathan Liebergall

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DATE: April 24, 2008
 TO: Goldman Sachs International
 FROM: AIG Financial Products Corp.
 SUBJECT: Amended Side Letter Agreement

This Amended Side Letter Agreement supplements the Side Letter Agreements between GSI and AIG-FP dated August 18, 2007 and November 23, 2007.

Reference is made to the ISDA Master Agreement, dated as of 19 August 2003 (the "Master Agreement"), between AIG Financial Products Corp. ("AIG-FP") and Goldman Sachs International ("GSI") and the Transactions entered thereunder (including the Credit Support Annex, dated as of 19 August 2003, *inter alia*). Undefined capitalized terms shall have their respective meanings set forth in the Master Agreement.

Notwithstanding the fact that AIG-FP and GSI have failed to agree on the Exposure in respect of certain credit derivative Transactions identified in the schedule attached hereto, AIG-FP is delivering to GSI Eligible Credit Support in respect of such Transactions (in respect of which AIG-FP shall be the Transferor and GSI the Transferee) on April 24, 2008 with a Value of USD 961,638,455 (such that the total Value of Eligible Credit Support delivered to GSI shall be USD 4,737,000,000). A portion of this amount is attributable in respect of one or more transactions in which Goldman Sachs Capital Markets has made a collateral call despite that the transactions were entered between AIG-FP and GSI.


The Transfer of such Eligible Credit Support by AIG-FP and the acceptance of such Eligible Credit Support by GSI (i) shall not be construed as an agreement between the parties, or as an indication of any other sort, regarding the amount, or the undisputed amount, of the Exposure in respect of such Transactions and (ii) shall not constitute a waiver by either party of the rights or remedies available to such party under the Master Agreement, any Transaction Confirmation or the Credit Support Annex or applicable law, including, without limitation, the right to call for the delivery or return of Eligible Credit Support or the right to exercise the dispute resolution provisions available to the parties upon a failure to agree as joint Calculation Agents.

The failure of a party to make a daily written or oral demand for the delivery or return of Eligible Credit Support shall not be construed as a waiver of such right or as agreement that no amount is owed. Moreover, the failure of a party to dispute (whether orally or in writing) the other party's demand for the delivery or return of Eligible Credit Support shall not be construed as an agreement that it agrees with such demand or the Exposure calculation supporting such demand or otherwise be construed as a waiver of any right or remedy. GSI acknowledges that AIG-FP as co-Calculation Agent does not agree with GSI's Exposure calculation in respect of such credit derivative Transactions, and AIG-FP will be deemed to have disputed any demand for Eligible Credit Support and the Exposure Calculation supporting such demand made by GSI with respect to such Transactions until such time as AIG-FP expressly agrees otherwise in writing.

Yours sincerely,
 AIG FINANCIAL PRODUCTS CORP.

By: 
 Name: Jonathan Liebergall
 Title: Executive Vice President

Agreed and Accepted:
 GOLDMAN SACHS INTERNATIONAL

By: 
 Name: N. WRIGHT
 Title: MANAGING DIRECTOR

Annex A

| <u>AIG-FI Reference Number</u> | <u>Reference Obligation</u> | <u>Class</u> | <u>Trade Date</u> |
|--|---------------------------------------|--------------|--------------------|
| 706100 | Allius II Funding Ltd. | A-1 | November 10, 2005 |
| 721604 | Broderick CDO I Ltd. | A-1V | December 13, 2005 |
| 721604 | Broderick CDO I Ltd. | A-1NVA | December 13, 2005 |
| 721604 | Broderick CDO I Ltd. | A-1NVB | December 13, 2005 |
| 662634 | Coolidge Funding Ltd. | A-1 | June 22, 2005 |
| 608790 | Dashill ABS CDO Ltd. | A1NV | December 16, 2004 |
| 608790 | Dashill ABS CDO Ltd. | A1VA | December 16, 2004 |
| 751657 | Foxtus I Funding Ltd. | A-1 | March 8, 2006 |
| 586780 | Glacier Funding CDO II Ltd. | A1NV | October 12, 2004 |
| 586780 | Glacier Funding CDO II Ltd. | A1V | October 12, 2004 |
| 635569 | Huntington CDO Ltd. | A-1A | March 29, 2005 |
| 635569 | Huntington CDO Ltd. | A-1B | March 29, 2005 |
| 678579 | Ischus CDO II Ltd. | A-1A | July 27, 2005 |
| 678579 | Ischus CDO II Ltd. | A-1B | July 27, 2005 |
| 680086 | Jupiter High-Grade CDO III Ltd. | A-1NV | August 10, 2005 |
| 680086 | Jupiter High-Grade CDO III Ltd. | A-1VA | August 10, 2005 |
| 727404 | Kleros Preferred Funding II Ltd. | A-1NV | January 10, 2006 |
| 727404 | Kleros Preferred Funding II Ltd. | A-1V | January 10, 2006 |
| 702233 | Lexington Capital Funding | A-1ANV | September 27, 2005 |
| 702233 | Lexington Capital Funding | A-1B | September 27, 2005 |
| 594511 | Mercury CDO 2004-1 Ltd. | A1VA | November 3, 2004 |
| 594511 | Mercury CDO 2004-1 Ltd. | A1NV | November 3, 2004 |
| 042362 | Orchid Structured Finance CDO II Ltd. | A-1 | April 19, 2005 |
| 702234 | Orient Point CDO Ltd. | A-1NVB | October 25, 2005 |
| 702234 | Orient Point CDO Ltd. | A-1V | October 25, 2005 |
| 702234 | Orient Point CDO Ltd. | A-1NVA | October 25, 2005 |
| 589920 | Reservoir Funding Ltd. | A1NV | October 26, 2004 |
| 589920 | Reservoir Funding Ltd. | A1V | October 26, 2004 |
| 615400 | River North CDO Ltd. | A1 | January 19, 2005 |
| 659462 | Sahara Ventures 2005-1 Ltd. | A-1 | June 9, 2005 |
| 721695 | Sherwood Funding CDO II Ltd. | A-1 | December 15, 2005 |
| 655101 | South Coast Funding VII Ltd. | A-1ANV | May 25, 2005 |
| 655101 | South Coast Funding VII Ltd. | A-1B | May 25, 2005 |
| 734255 | South Coast Funding VIII Ltd. | A-1NV | January 12, 2006 |
| 734255 | South Coast Funding VIII Ltd. | A-1V | January 12, 2006 |
| 892353 | Triplex Prime CDO 2006-2 Ltd. | A-1B1 | November 8, 2006 |
| 892353 | Triplex Prime CDO 2006-2 Ltd. | A-1B2 | November 8, 2006 |
| 820905 | West Coast Funding I Ltd. | A-1A | July 19, 2006 |
| 820905 | West Coast Funding I Ltd. | A-1B | July 19, 2006 |

** TOTAL PAGE 02 **