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

**FORM 10-Q**

**Quarterly Report Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**For the Quarterly Period Ended**  
**March 31, 2011**

**Commission File**  
**No. 1-13653**

**AMERICAN FINANCIAL GROUP, INC.**

**Incorporated under**  
**the Laws of Ohio**

**IRS Employer I.D.**  
**No. 31-1544320**

**One East Fourth Street, Cincinnati, Ohio 45202**  
**(513) 579-2121**

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, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company:

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the Registrant is a shell company. Yes  No

As of May 1, 2011, there were 103,449,744 shares of the Registrant's Common Stock outstanding, excluding 14.9 million shares owned by subsidiaries.

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**AMERICAN FINANCIAL GROUP, INC.**

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**AMERICAN FINANCIAL GROUP, INC. 10-Q**  
**PART I**  
**ITEM I - FINANCIAL STATEMENTS**

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEET (UNAUDITED)**  
**(Dollars In Millions)**

	March 31, 2011	December 31, 2010
<b>Assets:</b>		
Cash and cash equivalents	\$ 1,499	\$ 1,099
Investments:		
Fixed maturities, available for sale at fair value (amortized cost - \$18,755 and \$18,490)	19,630	19,328
Fixed maturities, trading at fair value	397	393
Equity securities, at fair value (cost - \$498 and \$458)	743	690
Mortgage loans	551	468
Policy loans	258	264
Real estate and other investments	459	428
Total cash and investments	23,537	22,670
Recoverables from reinsurers	2,852	2,964
Prepaid reinsurance premiums	395	422
Agents' balances and premiums receivable	520	535
Deferred policy acquisition costs	1,228	1,244
Assets of managed investment entities	2,570	2,537
Other receivables	407	674
Variable annuity assets (separate accounts)	635	616
Other assets	618	606
Goodwill	186	186
Total assets	\$32,948	\$32,454
<b>Liabilities and Equity:</b>		
Unpaid losses and loss adjustment expenses	\$ 6,279	\$ 6,413
Unearned premiums	1,448	1,534
Annuity benefits accumulated	13,405	12,905
Life, accident and health reserves	1,668	1,650
Payable to reinsurers	228	320
Liabilities of managed investment entities	2,388	2,323
Long-term debt	949	952
Variable annuity liabilities (separate accounts)	635	616
Other liabilities	1,336	1,121
Total liabilities	28,336	27,834
Shareholders' equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 103,483,152 and 105,168,366 shares outstanding	103	105
Capital surplus	1,159	1,166
Retained earnings:		
Appropriated - managed investment entities	162	197
Unappropriated	2,536	2,523
Accumulated other comprehensive income, net of tax	503	479
Total shareholders' equity	4,463	4,470
Noncontrolling interests	149	150
Total equity	4,612	4,620
Total liabilities and equity	\$32,948	\$32,454

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF EARNINGS (UNAUDITED)  
(In Millions, Except Per Share Data)**

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
<b>Revenues:</b>		
Property and casualty insurance premiums	\$ 599	\$ 579
Life, accident and health premiums	110	115
Investment income	300	295
Realized gains (losses) on:		
Securities (*)	-	4
Subsidiaries	(3)	-
Income (loss) of managed investment entities:		
Investment income	25	22
Loss on change in fair value of assets/liabilities	(33)	(25)
Other income	41	44
Total revenues	<u>1,039</u>	<u>1,034</u>
<b>Costs and Expenses:</b>		
Property and casualty insurance:		
Losses and loss adjustment expenses	341	304
Commissions and other underwriting expenses	212	204
Annuity benefits	116	108
Life, accident and health benefits	96	96
Annuity and supplemental insurance acquisition expenses	53	49
Interest charges on borrowed money	21	18
Expenses of managed investment entities	18	9
Other operating and general expenses	87	99
Total costs and expenses	<u>944</u>	<u>887</u>
Operating earnings before income taxes	95	147
Provision for income taxes	46	59
Net earnings, including noncontrolling interests	49	88
Less: Net earnings (loss) attributable to noncontrolling interests	(34)	(18)
<b>Net Earnings Attributable to Shareholders</b>	<u>\$ 83</u>	<u>\$ 106</u>
<b>Earnings Attributable to Shareholders per Common Share:</b>		
Basic	<u>\$ .80</u>	<u>\$ .94</u>
Diluted	<u>\$ .79</u>	<u>\$ .93</u>
Average number of Common Shares:		
Basic	104.6	112.0
Diluted	106.2	113.1
Cash dividends per Common Share	\$.1625	\$.1375
<hr/>		
(*) Consists of the following:		
Realized gains before impairments	\$10	\$25
Losses on securities with impairment	(7)	(14)
Non-credit portion recognized in other comprehensive income (loss)	(3)	(7)
Impairment charges recognized in earnings	(10)	(21)
Total realized gains (losses) on securities	<u>\$ -</u>	<u>\$ 4</u>

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)  
(Dollars in Millions)**

	Common Shares	Shareholders' Equity					Noncon- trolling Interests	Total Equity
		Common Stock and Capital Surplus	Retained Earnings	Accum. Other Comp Inc. (Loss)	Total			
			Appro.	Unappro.				
<b>Balance at December 31, 2010</b>	105,168,366	\$1,271	\$ 197	\$2,523	\$479	\$4,470	\$150	\$4,620
Net earnings	-	-	-	83	-	83	(34)	49
Other comprehensive income (loss), net of tax:								
Change in unrealized gain (loss) on securities	-	-	-	-	17	17	-	17
Change in foreign currency translation	-	-	-	-	7	7	-	7
Total comprehensive income (loss)						107	(34)	73
Allocation of losses of managed investment entities	-	-	(35)	-	-	(35)	35	-
Dividends on Common Stock	-	-	-	(16)	-	(16)	-	(16)
Shares issued:								
Exercise of stock options	436,127	11	-	-	-	11	-	11
Other benefit plans	332,337	7	-	-	-	7	-	7
Dividend reinvestment plan	4,043	-	-	-	-	-	-	-
Stock-based compensation expense	-	3	-	-	-	3	-	3
Shares acquired and retired	(2,457,721)	(30)	-	(54)	-	(84)	-	(84)
Other	-	-	-	-	-	-	(2)	(2)
<b>Balance at March 31, 2011</b>	<u>103,483,152</u>	<u>\$1,262</u>	<u>\$ 162</u>	<u>\$2,536</u>	<u>\$503</u>	<u>\$4,463</u>	<u>\$149</u>	<u>\$4,612</u>
<b>Balance at December 31, 2009</b>	113,386,343	\$1,344	\$ -	\$2,274	\$163	\$3,781	\$138	\$3,919
Cumulative effect of accounting change	-	-	261	4	(4)	261	-	261
Net earnings	-	-	-	106	-	106	(18)	88
Other comprehensive income (loss), net of tax:								
Change in unrealized gain (loss) on securities	-	-	-	-	127	127	2	129
Change in foreign currency translation	-	-	-	-	4	4	1	5
Total comprehensive income (loss)						237	(15)	222
Allocation of losses of managed investment entities	-	-	(20)	-	-	(20)	20	-
Dividends on Common Stock	-	-	-	(16)	-	(16)	-	(16)
Shares issued:								
Exercise of stock options	312,661	6	-	-	-	6	-	6
Other benefit plans	337,993	4	-	-	-	4	-	4
Dividend reinvestment plan	4,753	-	-	-	-	-	-	-
Stock-based compensation expense	-	3	-	-	-	3	-	3
Shares acquired and retired	(2,911,834)	(34)	-	(41)	-	(75)	-	(75)
Other	-	-	-	-	-	-	(1)	(1)
<b>Balance at March 31, 2010</b>	<u>111,129,916</u>	<u>\$1,323</u>	<u>\$ 241</u>	<u>\$2,327</u>	<u>\$290</u>	<u>\$4,181</u>	<u>\$142</u>	<u>\$4,323</u>

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)  
(In Millions)**

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
<b>Operating Activities:</b>		
Net earnings, including noncontrolling interests	\$ 49	\$ 88
Adjustments:		
Depreciation and amortization	52	47
Annuity benefits	116	108
Realized (gains) losses on investing activities	3	(4)
Net purchases of trading securities	(5)	(15)
Deferred annuity and life policy acquisition costs	(56)	(45)
Change in:		
Reinsurance and other receivables	446	570
Other assets	23	9
Insurance claims and reserves	(202)	(288)
Payable to reinsurers	(92)	(106)
Other liabilities	57	43
Other operating activities, net	<u>(2)</u>	<u>(14)</u>
Net cash provided by operating activities	<u>389</u>	<u>393</u>
<b>Investing Activities:</b>		
Purchases of:		
Fixed maturities	(1,044)	(1,312)
Equity securities	(34)	(6)
Mortgage loans	(91)	(36)
Real estate, property and equipment	(20)	(38)
Proceeds from:		
Maturities and redemptions of fixed maturities	590	508
Repayments of mortgage loans	10	5
Sales of fixed maturities	291	497
Sales of equity securities	6	1
Sales of real estate, property and equipment	-	1
Managed investment entities:		
Purchases of investments	(352)	(141)
Proceeds from sales and redemptions of investments	400	210
Other investing activities, net	<u>(13)</u>	<u>8</u>
Net cash used in investing activities	<u>(257)</u>	<u>(303)</u>
<b>Financing Activities:</b>		
Annuity receipts	672	387
Annuity surrenders, benefits and withdrawals	(311)	(311)
Managed investment entities' retirement of liabilities	(4)	(28)
Issuances of Common Stock	11	7
Repurchases of Common Stock	(84)	(75)
Cash dividends paid on Common Stock	(16)	(15)
Other financing activities, net	-	(5)
Net cash provided by (used in) financing activities	<u>268</u>	<u>(40)</u>
<b>Net Change in Cash and Cash Equivalents</b>	400	50
Cash and cash equivalents at beginning of period	<u>1,099</u>	<u>1,120</u>
Cash and cash equivalents at end of period	<u>\$1,499</u>	<u>\$1,170</u>

# AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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### INDEX TO NOTES

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#### A. Accounting Policies

**Basis of Presentation** The accompanying consolidated financial statements for American Financial Group, Inc. ("AFG") and subsidiaries are unaudited; however, management believes that all adjustments (consisting only of normal recurring accruals unless otherwise disclosed herein) necessary for fair presentation have been made. The results of operations for interim periods are not necessarily indicative of results to be expected for the year. The financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary to be in conformity with U.S. generally accepted accounting principles.

Certain reclassifications have been made to prior periods to conform to the current year's presentation. All significant intercompany balances and transactions have been eliminated. The results of operations of companies since their formation or acquisition are included in the consolidated financial statements. Events or transactions occurring subsequent to March 31, 2011, and prior to the filing date of this Form 10-Q, have been evaluated for potential recognition or disclosure herein.

The preparation of the financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Changes in circumstances could cause actual results to differ materially from those estimates.

**Fair Value Measurements** Accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The standards establish a hierarchy of valuation techniques based on whether the assumptions that market participants would use in pricing the asset or liability ("inputs") are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect AFG's assumptions about the assumptions market participants would use in pricing the asset or liability. In the first quarter of 2011, AFG did not have any significant nonrecurring fair value measurements of nonfinancial assets and liabilities.

**Investments** Fixed maturity and equity securities classified as "available for sale" are reported at fair value with unrealized gains and losses included in accumulated other comprehensive income (loss) in AFG's Balance Sheet. Fixed maturity and equity securities classified as "trading" are reported at fair value with changes in unrealized holding gains or losses during the period included in investment income. Mortgage and policy loans are carried primarily at the aggregate unpaid balance.

Premiums and discounts on fixed maturity securities are amortized using the interest method; mortgage-backed securities ("MBS") are amortized over a period based on estimated future principal payments, including prepayments. Prepayment

## AMERICAN FINANCIAL GROUP, INC. 10-Q

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

assumptions are reviewed periodically and adjusted to reflect actual prepayments and changes in expectations.

Gains or losses on securities are determined on the specific identification basis. When a decline in the value of a specific investment is considered to be other-than-temporary at the balance sheet date, a provision for impairment is charged to earnings (included in realized gains (losses)) and the cost basis of that investment is reduced.

In 2009, AFG adopted new accounting guidance relating to the recognition and presentation of other-than-temporary impairments. Under the guidance, if management can assert that it does not intend to sell an impaired fixed maturity security and it is not more likely than not that it will have to sell the security before recovery of its amortized cost basis, then an entity may separate other-than-temporary impairments into two components: 1) the amount related to credit losses (recorded in earnings) and 2) the amount related to all other factors (recorded in other comprehensive income (loss)). The credit-related portion of an other-than-temporary impairment is measured by comparing a security's amortized cost to the present value of its current expected cash flows discounted at its effective yield prior to the impairment charge. Both components are required to be shown in the Statement of Earnings. If management intends to sell an impaired security, or it is more likely than not that it will be required to sell the security before recovery, an impairment charge to earnings is required to reduce the amortized cost of that security to fair value.

**Derivatives** Derivatives included in AFG's Balance Sheet are recorded at fair value and consist primarily of (i) components of certain fixed maturity securities (primarily interest-only MBS) and (ii) the equity-based component of certain annuity products (included in annuity benefits accumulated) and related call options (included in other investments) designed to be consistent with the characteristics of the liabilities and used to mitigate the risk embedded in those annuity products. Changes in the fair value of derivatives are included in earnings.

**Goodwill** Goodwill represents the excess of cost of subsidiaries over AFG's equity in their underlying net assets. Goodwill is not amortized, but is subject to an impairment test at least annually.

**Reinsurance** Amounts recoverable from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured policies. AFG's property and casualty insurance subsidiaries report as assets (a) the estimated reinsurance recoverable on paid and unpaid losses, including an estimate for losses incurred but not reported, and (b) amounts paid to reinsurers applicable to the unexpired terms of policies in force. Payable to reinsurers includes ceded premiums due to reinsurers as well as ceded premiums retained by AFG's property and casualty insurance subsidiaries under contracts to fund ceded losses as they become due. AFG's insurance subsidiaries also assume reinsurance from other companies. Earnings on reinsurance assumed is recognized based on information received from ceding companies.

Certain annuity and supplemental insurance subsidiaries cede life insurance policies to a third party on a funds withheld basis whereby the subsidiaries retain the assets (securities) associated with the reinsurance contracts. Interest is credited to the reinsurer based on the actual investment performance of the retained assets. These reinsurance contracts are considered to contain embedded derivatives (that must be adjusted to fair value) because



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

the yield on the payables is based on specific blocks of the ceding companies' assets, rather than the overall creditworthiness of the ceding company. AFG determined that changes in the fair value of the underlying portfolios of fixed maturity securities is an appropriate measure of the value of the embedded derivative. The securities related to these transactions are classified as "trading." The adjustment to fair value on the embedded derivatives offsets the investment income recorded on the adjustment to fair value of the related trading portfolios.

**Deferred Policy Acquisition Costs ("DPAC")** Policy acquisition costs (principally commissions, premium taxes and other marketing and underwriting expenses) related to the production of new business are deferred. DPAC also includes capitalized costs associated with sales inducements offered to fixed annuity policyholders such as enhanced interest rates and premium and persistency bonuses.

For the property and casualty companies, DPAC is limited based upon recoverability without any consideration for anticipated investment income and is charged against income ratably over the terms of the related policies. A premium deficiency is recognized if the sum of expected claims costs, claims adjustment expenses, unamortized acquisition costs and policy maintenance costs exceed the related unearned premiums. A premium deficiency is first recognized by charging any unamortized acquisition costs to expense to the extent required to eliminate the deficiency. If the premium deficiency is greater than unamortized acquisition costs, a liability is accrued for the excess deficiency and reported with unpaid losses and loss adjustment expenses.

DPAC related to annuities is deferred to the extent deemed recoverable and amortized, with interest, in relation to the present value of actual and expected gross profits on the policies. Expected gross profits consist principally of estimated future investment margin (estimated future net investment income less interest credited on policyholder funds) and surrender, mortality, and other life and variable annuity policy charges, less death and annuitization benefits in excess of account balances and estimated future policy administration expenses. To the extent that realized gains and losses result in adjustments to the amortization of DPAC related to annuities, such adjustments are reflected as components of realized gains (losses).

DPAC related to traditional life and health insurance is amortized over the expected premium paying period of the related policies, in proportion to the ratio of annual premium revenues to total anticipated premium revenues.

DPAC related to annuities is also adjusted, net of tax, for the change in amortization that would have been recorded if the unrealized gains (losses) from securities had actually been realized. This adjustment is included in unrealized gains on marketable securities, a component of accumulated other comprehensive income in AFG's Balance Sheet.

New accounting guidance issued in October 2010 specifies that a cost must be directly related to the successful acquisition of an insurance contract to qualify for deferral. The guidance is effective January 1, 2012, with retrospective application permitted, but not required. This guidance will result in fewer acquisition costs being capitalized by AFG. Management continues assessing the impact of adoption and expects that adoption will be reported retrospectively.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

DPAC includes the present value of future profits on business in force of annuity and supplemental insurance companies acquired ("PVFP"). PVFP represents the portion of the costs to acquire companies that is allocated to the value of the right to receive future cash flows from insurance contracts existing at the date of acquisition. PVFP is amortized with interest in relation to expected gross profits of the acquired policies for annuities and universal life products and in relation to the premium paying period for traditional life and health insurance products.

**Managed Investment Entities** In 2009, the Financial Accounting Standards Board issued a new standard changing how a company determines if it is the primary beneficiary of, and therefore must consolidate, a variable interest entity ("VIE"). This determination is based primarily on a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance and the obligation to absorb losses of, or receive benefits from, the entity that could potentially be significant to the VIE.

AFG manages, and has minor investments in, six collateralized loan obligations ("CLOs") that are VIEs (see *Note H - "Managed Investment Entities"*). Both the management fees (payment of which are subordinate to other obligations of the CLOs) and the investments in the CLOs are considered variable interests. Based on the new accounting guidance, AFG has determined that it is the primary beneficiary of the CLOs because (i) its role as asset manager gives it the power to direct the activities that most significantly impact the economic performance of the CLOs and (ii) it has exposure to CLO losses (through its investments in the CLO subordinated debt tranches) and the right to receive benefits (through its subordinated management fees and returns on its investments), both of which could potentially be significant to the CLOs. Accordingly, AFG began consolidating these entities on January 1, 2010.

Because AFG has no right to use the CLO assets and no obligation to pay the CLO liabilities, the assets and liabilities of the CLOs are shown separately in AFG's Balance Sheet. As permitted under the new standard, the assets and liabilities of the CLOs have been recorded at fair value upon adoption of the new standard on January 1, 2010. At that date, the \$261 million excess of fair value of the assets over the fair value of the liabilities was included in AFG's Balance Sheet as appropriated retained earnings - managed investment entities, representing the cumulative effect of adopting the new standard that ultimately will inure to the benefit of the CLO debt holders.

AFG has elected the fair value option for reporting on the CLO assets and liabilities to improve the transparency of financial reporting related to the CLOs. The net gain or loss from accounting for the CLO assets and liabilities at fair value subsequent to January 1, 2010, is separately presented in AFG's Statement of Earnings. CLO earnings attributable to AFG's shareholders represent the change in fair value of AFG's investments in the CLOs and management fees earned. All other CLO earnings (losses) are not attributable to AFG's shareholders and will ultimately inure to the benefit of the other CLO debt holders. As a result, such CLO earnings (losses) are included in net earnings (loss) attributable to noncontrolling interests in AFG's Statement of Earnings and in appropriated retained earnings - managed investment entities in the Balance Sheet. As the CLOs approach maturity (2016 to 2022), it is expected that losses attributable to noncontrolling interests will reduce appropriated retained earnings towards zero as the fair values of the assets and liabilities converge and the CLO assets are used to pay the CLO debt.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Unpaid Losses and Loss Adjustment Expenses** The net liabilities stated for unpaid claims and for expenses of investigation and adjustment of unpaid claims are based upon (a) the accumulation of case estimates for losses reported prior to the close of the accounting period on direct business written; (b) estimates received from ceding reinsurers and insurance pools and associations; (c) estimates of unreported losses (including possible development on known claims) based on past experience; (d) estimates based on experience of expenses for investigating and adjusting claims; and (e) the current state of the law and coverage litigation. Establishing reserves for asbestos, environmental and other mass tort claims involves considerably more judgment than other types of claims due to, among other things, inconsistent court decisions, an increase in bankruptcy filings as a result of asbestos-related liabilities, novel theories of coverage, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage.

Loss reserve liabilities are subject to the impact of changes in claim amounts and frequency and other factors. Changes in estimates of the liabilities for losses and loss adjustment expenses are reflected in the Statement of Earnings in the period in which determined. Despite the variability inherent in such estimates, management believes that the liabilities for unpaid losses and loss adjustment expenses are adequate.

**Annuity Benefits Accumulated** Annuity receipts and benefit payments are recorded as increases or decreases in annuity benefits accumulated rather than as revenue and expense. Increases in this liability for interest credited are charged to expense and decreases for surrender charges are credited to other income.

For certain products, annuity benefits accumulated also includes reserves for accrued persistency and premium bonuses and excess benefits expected to be paid on future deaths and annuitizations ("EDAR"). The liability for EDAR is accrued for and modified using assumptions consistent with those used in determining DPAC and DPAC amortization, except that amounts are determined in relation to the present value of total expected assessments. Total expected assessments consist principally of estimated future investment margin, surrender, mortality, and other life and variable annuity policy charges, and unearned revenues once they are recognized as income.

**Life, Accident and Health Reserves** Liabilities for future policy benefits under traditional life, accident and health policies are computed using the net level premium method. Computations are based on the original projections of investment yields, mortality, morbidity and surrenders and include provisions for unfavorable deviations. Claim reserves and liabilities established for accident and health claims are modified as necessary to reflect actual experience and developing trends.

**Variable Annuity Assets and Liabilities** Separate accounts related to variable annuities represent the fair value of deposits invested in underlying investment funds on which AFG earns a fee. Investment funds are selected and may be changed only by the policyholder, who retains all investment risk.

AFG's variable annuity contracts contain a guaranteed minimum death benefit ("GMDB") to be paid if the policyholder dies before the annuity payout period commences. In periods of declining equity markets, the GMDB may exceed the value of the policyholder's account. A GMDB liability is established for future excess death benefits using assumptions together with a range of reasonably possible scenarios for investment fund performance that are consistent with DPAC capitalization and amortization assumptions.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Premium Recognition** Property and casualty premiums are earned generally over the terms of the policies on a pro rata basis. Unearned premiums represent that portion of premiums written which is applicable to the unexpired terms of policies in force. On reinsurance assumed from other insurance companies or written through various underwriting organizations, unearned premiums are based on information received from such companies and organizations. For traditional life, accident and health products, premiums are recognized as revenue when legally collectible from policyholders. For interest-sensitive life and universal life products, premiums are recorded in a policyholder account, which is reflected as a liability. Revenue is recognized as amounts are assessed against the policyholder account for mortality coverage and contract expenses.

**Noncontrolling Interests** For Balance Sheet purposes, noncontrolling interests represents the interests of shareholders other than AFG in consolidated entities. In the Statement of Earnings, net earnings and losses attributable to noncontrolling interests represents such shareholders' interest in the earnings and losses of those entities.

**Income Taxes** Deferred income taxes are calculated using the liability method. Under this method, deferred income tax assets and liabilities are determined based on differences between financial reporting and tax bases and are measured using enacted tax rates. Deferred tax assets are recognized if it is more likely than not that a benefit will be realized.

AFG records a liability for the inherent uncertainty in quantifying its income tax provisions. Related interest and penalties are recognized as a component of tax expense.

**Stock-Based Compensation** All share-based grants are recognized as compensation expense on a straight-line basis over their vesting periods based on their calculated "fair value" at the date of grant. AFG uses the Black-Scholes pricing model to measure the fair value of employee stock options. See *Note K - "Shareholders' Equity"* for further information.

**Benefit Plans** AFG provides retirement benefits to qualified employees of participating companies through the AFG 401(k) Retirement and Savings Plan, a defined contribution plan. AFG makes all contributions to the retirement fund portion of the plan and matches a percentage of employee contributions to the savings fund. Company contributions are expensed in the year for which they are declared. AFG and many of its subsidiaries provide health care and life insurance benefits to eligible retirees. AFG also provides postemployment benefits to former or inactive employees (primarily those on disability) who were not deemed retired under other company plans. The projected future cost of providing these benefits is expensed over the period employees earn such benefits.

**Earnings Per Share** Basic earnings per share is calculated using the weighted average number of shares of common stock outstanding during the period. The calculation of diluted earnings per share includes adjustments to weighted average common shares of 1.6 million for the first quarter of 2011 and 1.1 million for the first quarter of 2010 related to stock-based compensation plans.

AFG's weighted average diluted shares outstanding excludes the following anti-dilutive potential common shares related to stock compensation plans: first quarter 2011 and 2010 - 1.8 million and 5.0 million, respectively. Adjustments to net earnings attributable to shareholders in the calculation of diluted earnings per share were nominal in the 2011 and 2010 periods.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Statement of Cash Flows** For cash flow purposes, "investing activities" are defined as making and collecting loans and acquiring and disposing of debt or equity instruments and property and equipment. "Financing activities" include obtaining resources from owners and providing them with a return on their investments, borrowing money and repaying amounts borrowed. Annuity receipts, benefits and withdrawals are also reflected as financing activities. All other activities are considered "operating." Short-term investments having original maturities of three months or less when purchased are considered to be cash equivalents for purposes of the financial statements.

**B. Acquisition**

**Vanliner Group, Inc. ("Vanliner")** In July 2010, National Interstate ("NATL"), a 52%-owned subsidiary of AFG, completed the acquisition of Vanliner, a market leader in providing insurance for the moving and storage industry, for \$114 million (including post-closing adjustments). Vanliner's moving and storage insurance premiums associated with policies in force as of December 31, 2010, totaled approximately \$90 million, representing approximately 78% of its total business.

**C. Segments of Operations**

AFG manages its business as three segments: (i) property and casualty insurance, (ii) annuity and supplemental insurance and (iii) other, which includes holding company costs and operations of the managed investment entities.

AFG reports its property and casualty insurance business in the following Specialty sub-segments: (i) Property and transportation, which includes physical damage and liability coverage for buses, trucks and recreational vehicles, inland and ocean marine, agricultural-related products and other property coverages, (ii) Specialty casualty, which includes primarily excess and surplus, general liability, executive liability, umbrella and excess liability, customized programs for small to mid-sized businesses and California workers' compensation, and (iii) Specialty financial, which includes risk management insurance programs for lending and leasing institutions (including collateral and mortgage protection insurance), surety and fidelity products and trade credit insurance. AFG's annuity and supplemental insurance business markets traditional fixed and indexed annuities and a variety of supplemental insurance products such as Medicare supplement. AFG's reportable segments and their components were determined based primarily upon similar economic characteristics, products and services.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

The following tables (in millions) show AFG's revenues and operating earnings before income taxes by significant business segment and sub-segment.

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
<b>Revenues</b>		
Property and casualty insurance:		
Premiums earned:		
Specialty		
Property and transportation	\$ 255	\$ 216
Specialty casualty	216	218
Specialty financial	112	128
Other	16	17
Total premiums earned	<u>599</u>	<u>579</u>
Investment income	73	92
Realized gains (losses)	-	10
Other income	15	15
Total property and casualty insurance	<u>687</u>	<u>696</u>
Annuity and supplemental insurance:		
Investment income	226	202
Life, accident and health premiums	110	115
Realized gains (losses)	(3)	(6)
Other income	23	25
Total annuity and supplemental insurance	<u>356</u>	<u>336</u>
Other	<u>(4)</u>	<u>2</u>
 Total revenues	 <u>\$1,039</u>	 <u>\$1,034</u>
<b>Operating Earnings Before Income Taxes</b>		
Property and casualty insurance:		
Underwriting income (loss):		
Specialty		
Property and transportation	\$ 33	\$ 32
Specialty casualty	2	18
Specialty financial	10	21
Other	1	6
Other lines	-	(6)
Total underwriting	<u>46</u>	<u>71</u>
Investment and other income, net	68	81
Realized gains (losses)	-	10
Total property and casualty insurance	<u>114</u>	<u>162</u>
Annuity and supplemental insurance:		
Operations	52	44
Realized gains (losses)	(3)	(6)
Total annuity and supplemental insurance	<u>49</u>	<u>38</u>
Other (*)	<u>(68)</u>	<u>(53)</u>
 Total operating earnings before income taxes	 <u>\$ 95</u>	 <u>\$ 147</u>

(\*) Includes \$9 million and \$8 million in earnings from managed investment entities attributable to AFG shareholders and \$35 million and \$20 million in losses of managed investment entities attributable to noncontrolling interests for the three months ended March 31, 2011 and 2010, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**D. Fair Value Measurements**

Accounting standards for measuring fair value are based on inputs used in estimating fair value. The three levels of the hierarchy are as follows:

Level 1 - Quoted prices for identical assets or liabilities in active markets (markets in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis). AFG's Level 1 financial instruments consist primarily of publicly traded equity securities and highly liquid government bonds for which quoted market prices in active markets are available and short-term investments of managed investment entities.

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar assets or liabilities in inactive markets (markets in which there are few transactions, the prices are not current, price quotations vary substantially over time or among market makers, or in which little information is released publicly); and valuations based on other significant inputs that are observable in active markets. AFG's Level 2 financial instruments include separate account assets, corporate and municipal fixed maturity securities, mortgage-backed securities ("MBS") and investments of managed investment entities priced using observable inputs. Level 2 inputs include benchmark yields, reported trades, corroborated broker/dealer quotes, issuer spreads and benchmark securities. When non-binding broker quotes can be corroborated by comparison to similar securities priced using observable inputs, they are classified as Level 2.

Level 3 - Valuations derived from market valuation techniques generally consistent with those used to estimate the fair values of Level 2 financial instruments in which one or more significant inputs are unobservable. The unobservable inputs may include management's own assumptions about the assumptions market participants would use based on the best information available in the circumstances. AFG's Level 3 is comprised of financial instruments, including liabilities of managed investment entities, whose fair value is estimated based on non-binding broker quotes or internally developed using significant inputs not based on, or corroborated by, observable market information.

AFG's management is responsible for the valuation process and uses data from outside sources (including nationally recognized pricing services and broker/dealers) in establishing fair value. Valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by AFG's internal investment professionals who are familiar with the securities being priced and the markets in which they trade to ensure the fair value determination is representative of an exit price. To validate the appropriateness of the prices obtained, these investment managers consider widely published indices (as benchmarks), recent trades, changes in interest rates, general economic conditions and the credit quality of the specific issuers.

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

Assets and liabilities measured at fair value are summarized below (in millions):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>March 31, 2011</u>				
Assets:				
Available for sale ("AFS") fixed maturities:				
U.S. Government and government agencies	\$236	\$ 192	\$ -	\$ 428
States, municipalities and political subdivisions	-	3,058	21	3,079
Foreign government	-	280	-	280
Residential MBS	-	3,580	271	3,851
Commercial MBS	-	2,287	9	2,296
All other corporate	<u>10</u>	<u>9,262</u>	<u>424</u>	<u>9,696</u>
Total AFS fixed maturities	<u>246</u>	<u>18,659</u>	<u>725</u>	<u>19,630</u>
Trading fixed maturities	-	396	1	397
Equity securities	516	206	21	743
Assets of managed investment entities ("MIE")	112	2,404	54	2,570
Variable annuity assets (separate accounts) (a)	-	635	-	635
Other investments	-	117	-	117
Total assets accounted for at fair value	<u>\$874</u>	<u>\$22,417</u>	<u>\$ 801</u>	<u>\$24,092</u>
Liabilities:				
Liabilities of managed investment entities	\$ 72	\$ -	\$2,316	\$ 2,388
Derivatives in annuity benefits accumulated	-	-	234	234
Total liabilities accounted for at fair value	<u>\$ 72</u>	<u>\$ -</u>	<u>\$2,550</u>	<u>\$ 2,622</u>
<u>December 31, 2010</u>				
Assets:				
Available for sale ("AFS") fixed maturities:				
U.S. Government and government agencies	\$249	\$ 218	\$ -	\$ 467
States, municipalities and political subdivisions	-	2,919	20	2,939
Foreign government	-	278	-	278
Residential MBS	-	3,563	312	3,875
Commercial MBS	-	2,117	6	2,123
All other corporate	<u>9</u>	<u>9,201</u>	<u>436</u>	<u>9,646</u>
Total AFS fixed maturities	<u>258</u>	<u>18,296</u>	<u>774</u>	<u>19,328</u>
Trading fixed maturities	-	390	3	393
Equity securities	461	208	21	690
Assets of managed investment entities ("MIE")	96	2,393	48	2,537
Variable annuity assets (separate accounts) (a)	-	616	-	616
Other investments	-	98	-	98
Total assets accounted for at fair value	<u>\$815</u>	<u>\$22,001</u>	<u>\$ 846</u>	<u>\$23,662</u>
Liabilities:				
Liabilities of managed investment entities	\$ 65	\$ -	\$2,258	\$ 2,323
Derivatives in annuity benefits accumulated	-	-	190	190
Total liabilities accounted for at fair value	<u>\$ 65</u>	<u>\$ -</u>	<u>\$2,448</u>	<u>\$ 2,513</u>

(a) Variable annuity liabilities equal the fair value of variable annuity assets.

During the first quarter of 2011, there were no significant transfers between Level 1 and Level 2. Approximately 3% of the total assets measured at fair value on March 31, 2011, were Level 3 assets. Approximately 35% of these assets were MBS whose fair values were determined primarily using non-binding broker quotes; the balance was primarily private placement debt securities whose fair values were determined internally using significant unobservable inputs, including the evaluation of underlying collateral and issuer creditworthiness, as well as certain Level 2 inputs such as comparable yields and multiples on similar publicly traded issues. The fair values of the liabilities of managed investment entities were determined using non-binding broker quotes, which were reviewed by AFG's investment professionals.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

Changes in balances of Level 3 financial assets and liabilities during the first quarter of 2011 and 2010 are presented below (in millions). The transfers into and out of Level 3 were due to changes in the availability of market observable inputs. All transfers are reflected in the table at fair value as of the end of the reporting period.

	Balance at Dec. 31, 2010	Total realized/unrealized gains (losses) included in		Purchases and issuances	Sales and Settlements	Transfer into Level 3	Transfer out of Level 3	Balance at March 31, 2011
		Net income	Other comp. income (loss)					
AFS fixed maturities:								
State and municipal	\$ 20	\$ -	\$1	\$ -	\$ -	\$ -	\$ -	\$ 21
Residential MBS	312	1	-	-	(13)	7	(36)	271
Commercial MBS	6	-	-	-	-	3	-	9
All other corporate	436	(2)	-	45	(11)	22	(66)	424
Trading fixed maturities	3	-	-	-	-	-	(2)	1
Equity securities	21	-	2	-	(2)	-	-	21
Assets of MIE	48	(1)	-	7	(4)	6	(2)	54
Liabilities of MIE (*)	(2,258)	(62)	-	-	4	-	-	(2,316)
Embedded derivatives	(190)	(19)	-	(30)	5	-	-	(234)

(\*) Total realized/unrealized loss included in net income includes losses of \$61 million related to liabilities outstanding as of March 31, 2011. See Note H - "Managed Investment Entities."

	Balance at Dec. 31, 2009	Consolidate Managed Inv. Entities	Total realized/unrealized gains (losses) included in		Purchases, sales, issuances and settlements	Transfer into Level 3	Transfer out of Level 3	Balance at March 31, 2010
			Net income	Other comp. income (loss)				
AFS fixed maturities:								
State and municipal	\$ 23	\$ -	\$ -	\$ -	\$ -	\$ -	(\$17)	\$ 6
Residential MBS	435	-	1	1	18	-	(83)	372
Commercial MBS	-	-	-	-	6	-	-	6
All other corporate	311	(6)	(1)	(1)	45	23	(15)	356
Trading fixed maturities	1	-	-	-	4	-	(1)	4
Equity securities	25	-	-	(1)	-	-	-	24
Assets of MIE	-	90	4	-	6	-	-	100
Liabilities of MIE	-	(2,100)	(106)	-	28	-	-	(2,178)
Embedded derivatives	(113)	-	(12)	-	(6)	-	-	(131)

**Fair Value of Financial Instruments** The following table presents (in millions) the carrying value and estimated fair value of AFG's financial instruments at March 31, 2011 and December 31, 2010.

	March 31, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets:</b>				
Cash and cash equivalents	\$ 1,499	\$ 1,499	\$ 1,099	\$ 1,099
Fixed maturities	20,027	20,027	19,721	19,721
Equity securities	743	743	690	690
Mortgage loans	551	552	468	469
Policy loans	258	258	264	264
Other investments - derivatives	117	117	98	98
Assets of managed investment entities	2,570	2,570	2,537	2,537
Variable annuity assets (separate accounts)	635	635	616	616
<b>Liabilities:</b>				
Annuity benefits accumulated(*)	\$13,196	\$12,590	\$12,696	\$12,233
Long-term debt	949	1,033	952	1,023
Liabilities of managed investment entities	2,388	2,388	2,323	2,323
Variable annuity liabilities (separate accounts)	635	635	616	616
Other liabilities - derivatives	14	14	14	14

(\*) Excludes life contingent annuities in the payout phase.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

The carrying amount of cash and cash equivalents approximates fair value. Fair values for mortgage loans are estimated by discounting the future contractual cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. The fair value of policy loans is estimated to approximate carrying value; policy loans have no defined maturity dates and are inseparable from insurance contracts. The fair value of annuity benefits was estimated based on expected cash flows discounted using forward interest rates adjusted for the Company's credit risk and includes the impact of maintenance expenses and capital costs. Fair values of long-term debt are based primarily on quoted market prices.

**E. Investments**

Available for sale fixed maturities and equity securities at March 31, 2011, and December 31, 2010, consisted of the following (in millions):

	March 31, 2011				December 31, 2010			
	Amortized Cost	Fair Value	Gross Gains	Unrealized Losses	Amortized Cost	Fair Value	Gross Gains	Unrealized Losses
Fixed maturities:								
U.S. Government and government agencies	\$ 417	\$ 428	\$ 12	(\$ 1)	\$ 453	\$ 467	\$ 15	(\$ 1)
States, municipalities and political subdivisions	3,076	3,079	49	(46)	2,927	2,939	53	(41)
Foreign government	273	280	7	-	269	278	9	-
Residential MBS	3,725	3,851	237	(111)	3,781	3,875	222	(128)
Commercial MBS	2,128	2,296	169	(1)	1,972	2,123	153	(2)
All other corporate	<u>9,136</u>	<u>9,696</u>	<u>595</u>	<u>(35)</u>	<u>9,088</u>	<u>9,646</u>	<u>602</u>	<u>(44)</u>
Total fixed maturities	<u>\$18,755</u>	<u>\$19,630</u>	<u>\$1,069</u>	<u>(\$194)</u>	<u>\$18,490</u>	<u>\$19,328</u>	<u>\$1,054</u>	<u>(\$216)</u>
Common stocks	<u>\$ 348</u>	<u>\$ 587</u>	<u>\$ 240</u>	<u>(\$ 1)</u>	<u>\$ 312</u>	<u>\$ 543</u>	<u>\$ 232</u>	<u>(\$ 1)</u>
Perpetual preferred stocks	<u>\$ 150</u>	<u>\$ 156</u>	<u>\$ 10</u>	<u>(\$ 4)</u>	<u>\$ 146</u>	<u>\$ 147</u>	<u>\$ 6</u>	<u>(\$ 5)</u>

The non-credit related portion of other-than-temporary impairment charges are included in other comprehensive income (loss). Such charges taken for securities still owned at March 31, 2011 and December 31, 2010, respectively were: residential MBS - \$253 million and \$258 million; commercial MBS - \$1 million and \$1 million; corporate bonds - \$1 million and \$1 million.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

The following tables show gross unrealized losses (in millions) on fixed maturities and equity securities by investment category and length of time that individual securities have been in a continuous unrealized loss position at March 31, 2011 and December 31, 2010.

	Less Than Twelve Months			Twelve Months or More		
	Unrealized Loss	Fair Value	Fair Value as % of Cost	Unrealized Loss	Fair Value	Fair Value as % of Cost
<u>March 31, 2011</u>						
Fixed maturities:						
U.S. Government and government agencies	(\$ 1)	\$ 88	99%	\$ -	\$ -	-%
States, municipalities and political subdivisions	(43)	1,296	97%	(3)	47	94%
Foreign government	-	37	100%	-	-	-%
Residential MBS	(11)	483	98%	(100)	489	83%
Commercial MBS	(1)	70	99%	-	17	100%
All other corporate	(25)	1,010	98%	(10)	186	95%
Total fixed maturities	(\$81)	\$2,984	97%	(\$113)	\$739	87%
Common Stocks	(\$ 1)	\$ 22	96%	\$ -	\$ -	-%
Perpetual Preferred Stocks	\$ -	\$ 6	100%	(\$ 4)	\$ 41	91%
<u>December 31, 2010</u>						
Fixed maturities:						
U.S. Government and government agencies	(\$ 1)	\$ 86	99%	\$ -	\$ -	-%
States, municipalities and political subdivisions	(38)	1,180	97%	(3)	40	93%
Foreign government	-	37	99%	-	-	-%
Residential MBS	(11)	412	97%	(117)	551	82%
Commercial MBS	(2)	83	98%	-	15	97%
All other corporate	(24)	1,020	98%	(20)	275	93%
Total fixed maturities	(\$76)	\$2,818	97%	(\$140)	\$881	86%
Common Stocks	\$ -	\$ 21	99%	(\$ 1)	\$ 4	88%
Perpetual Preferred Stocks	\$ -	\$ 22	98%	(\$ 5)	\$ 37	88%

At March 31, 2011 the gross unrealized losses on fixed maturities of \$194 million relate to approximately 1,150 securities. Investment grade securities (as determined by nationally recognized rating agencies) represented approximately 62% of the gross unrealized loss and 86% of the fair value.

**Gross Unrealized Losses on MBS** At March 31, 2011, gross unrealized losses on AFG's residential MBS represented 57% of the total gross unrealized loss on fixed maturity securities (and 88% of the "twelve months or more"). Of the residential MBS that have been in an unrealized loss position ("impaired") for 12 months or more (244 securities), approximately 37% of the unrealized losses and 49% of the fair value relate to investment grade rated securities. AFG analyzes its MBS securities for other-than-temporary impairment each quarter based upon expected future cash flows. Management estimates expected future cash flows based upon its knowledge of the MBS market, cash flow projections (which reflect loan to collateral values, subordination, vintage and geographic concentration) received from independent sources, implied cash flows inherent in security ratings and analysis of historical payment data. For the first three months of 2011, AFG recorded in earnings \$8.1 million in other-than-temporary impairment charges related to its residential MBS.

**Gross Unrealized Losses on All Other Corporates** For the first three months of 2011, AFG recorded in earnings \$2.3 million in other-than-temporary charges on "all other corporate" securities. Management concluded that no additional charges for other-than-temporary impairments were required based on many factors, including AFG's ability and intent to hold the investments for a period of time sufficient to allow for anticipated recovery of its amortized cost, the length of time and the

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

extent to which fair value has been below cost, analysis of historical and projected company-specific financial data, the outlook for industry sectors, and credit ratings.

The following tables progress the credit portion of other-than-temporary impairments on fixed maturity securities for which the non-credit portion of an impairment has been recognized in other comprehensive income (loss) (in millions).

	<u>2011</u>	<u>2010</u>
Balance at January 1	\$143	\$ 99
Additional credit impairments on:		
Previously impaired securities	7	19
Securities without prior impairments	1	4
Reductions - disposals	<u>-</u>	<u>-</u>
Balance at March 31	<u>\$151</u>	<u>\$122</u>

The table below sets forth the scheduled maturities of available for sale fixed maturities as of March 31, 2011 (in millions). Asset-backed securities and other securities with sinking funds are reported at average maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers. MBS had an average life of approximately 4 years at March 31, 2011.

	Amortized	Fair Value	
	<u>Cost</u>	<u>Amount</u>	<u>%</u>
<u>Maturity</u>			
One year or less	\$ 497	\$ 511	3%
After one year through five years	4,957	5,221	27
After five years through ten years	5,632	5,921	30
After ten years	<u>1,816</u>	<u>1,830</u>	<u>9</u>
	12,902	13,483	69
MBS	5,853	6,147	31
Total	<u>\$18,755</u>	<u>\$19,630</u>	<u>100%</u>

Certain risks are inherent in connection with fixed maturity securities, including loss upon default, price volatility in reaction to changes in interest rates, and general market factors and risks associated with reinvestment of proceeds due to prepayments or redemptions in a period of declining interest rates.

There were no investments in individual issuers that exceeded 10% of Shareholders' Equity at March 31, 2011 or December 31, 2010.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**Net Unrealized Gain on Marketable Securities** In addition to adjusting equity securities and fixed maturity securities classified as "available for sale" to fair value, GAAP requires that deferred policy acquisition costs related to annuities and certain other balance sheet amounts be adjusted to the extent that unrealized gains and losses from securities would result in adjustments to those balances had the unrealized gains or losses actually been realized. The following table shows the components of the net unrealized gain on securities that is included in Accumulated Other Comprehensive Income in AFG's Balance Sheet.

	<u>Pre-tax</u>	Deferred Tax and Amounts Attributable to Noncontrolling Interests	<u>Net</u>
<u>March 31, 2011</u>			
Unrealized gain on:			
Fixed maturity securities	\$875	(\$308)	\$567
Equity securities	245	(87)	158
Deferred policy acquisition costs	(364)	127	(237)
Annuity benefits and other liabilities	6	(2)	4
	<u>\$762</u>	<u>(\$270)</u>	<u>\$492</u>
<u>December 31, 2010</u>			
Unrealized gain on:			
Fixed maturity securities	\$838	(\$295)	\$543
Equity securities	232	(82)	150
Deferred policy acquisition costs	(340)	118	(222)
Annuity benefits and other liabilities	6	(2)	4
	<u>\$736</u>	<u>(\$261)</u>	<u>\$475</u>

Realized gains (losses) and changes in unrealized appreciation (depreciation) related to fixed maturity and equity security investments are summarized as follows (in millions):

	Fixed Maturities	Equity Securities	Other Investments (b)	Other (a)	Tax Effects	Noncon- trolling Interests	Total
<u>Quarter ended March 31, 2011</u>							
Realized before impairments	\$ 13	\$1	(\$2)	(\$ 2)	(\$ 3)	\$ -	\$ 7
Realized - impairments	(11)	-	(3)	4	3	-	(7)
Change in Unrealized	37	13	-	(24)	(9)	-	17
<u>Quarter ended March 31, 2010</u>							
Realized before impairments	\$ 34	\$1	(\$7)	(\$ 3)	(\$ 8)	\$ -	\$ 17
Realized - impairments	(28)	-	(2)	9	7	-	(14)
Change in Unrealized	350	(5)	-	(147)	(69)	(2)	127

(a) Primarily adjustments to deferred policy acquisition costs related to annuities.

(b) Includes mortgage loans and other investments.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

Realized gains (losses) on securities includes net losses of \$3 million in the first quarter of 2011 and net gains of \$17 million in the first quarter of 2010 from the mark-to-market of certain MBS, primarily interest-only securities with interest rates that float inversely with short-term rates. Gross realized gains and losses (excluding impairment writedowns and mark-to-market of derivatives) on available for sale fixed maturity and equity security investment transactions included in the Statement of Cash Flows consisted of the following (in millions):

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
Fixed maturities:		
Gross gains	\$17	\$22
Gross losses	(1)	(5)
Equity securities:		
Gross gains	1	1
Gross losses	-	-

**F. Derivatives**

As discussed under "*Derivatives*" in Note A, AFG uses derivatives in certain areas of its operations. AFG's derivatives do not qualify for hedge accounting under GAAP; changes in the fair value of derivatives are included in earnings.

The following derivatives are included in AFG's Balance Sheet at fair value (in millions):

<u>Derivative</u>	<u>Balance Sheet Line</u>	<u>March 31, 2011</u>		<u>December 31, 2010</u>	
		<u>Asset</u>	<u>Liability</u>	<u>Asset</u>	<u>Liability</u>
MBS with embedded derivatives	Fixed maturities	\$ 95	\$ -	\$101	\$ -
Interest rate swaptions	Other investments	26	-	21	-
Indexed annuities (embedded derivative)	Annuity benefits accumulated	-	234	-	190
Equity index call options	Other investments	91	-	77	-
Reinsurance contracts (embedded derivative)	Other liabilities	-	14	-	14
		<u>\$212</u>	<u>\$248</u>	<u>\$199</u>	<u>\$204</u>

The MBS with embedded derivatives consist primarily of interest-only MBS with interest rates that float inversely with short-term rates. AFG has elected to measure these securities (in their entirety) at fair value in its financial statements. These investments are part of AFG's overall investment strategy and represent a small component of AFG's overall investment portfolio.

AFG has entered into \$1 billion notional amount of pay-fixed interest rate swaptions (options to enter into pay-fixed/receive floating interest rate swaps at future dates expiring between 2012 and 2015) to mitigate interest rate risk in its annuity operations. AFG paid \$29 million to purchase these swaptions, which represents its maximum potential economic loss over the life of the contracts.

AFG's indexed annuities, which represented 28% of annuity benefits accumulated at March 31, 2011, provide policyholders with a crediting rate tied, in part, to the performance of an existing stock market index. AFG attempts to mitigate the risk in the index-based component of these products through the purchase of call options on the appropriate index. AFG's strategy is designed so that an increase in the liabilities, due to an increase in the market index, will be generally offset by unrealized and realized gains on the call options purchased by AFG. Both the index-based component of the annuities and the related call options are considered derivatives.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

As discussed under "Reinsurance" in Note A, certain reinsurance contracts in AFG's annuity and supplemental insurance business are considered to contain embedded derivatives.

The following table summarizes the gain (loss) included in the Statement of Earnings for changes in the fair value of these derivatives for the first quarter of 2011 and 2010 (in millions):

<u>Derivative</u>	<u>Statement of Earnings Line</u>	<u>2011</u>	<u>2010</u>
MBS with embedded derivatives	Realized gains	(\$ 3)	\$17
Interest rate swaptions	Realized gains	(2)	(8)
Indexed annuities			
(embedded derivative)	Annuity benefits	(19)	(12)
Equity index call options	Annuity benefits	18	11
Reinsurance contracts			
(embedded derivative)	Investment income	-	(5)
		<u>(\$ 6)</u>	<u>\$ 3</u>

**G. Deferred Policy Acquisition Costs**

Deferred policy acquisition costs consisted of the following (in millions):

	March 31, <u>2011</u>	December 31, <u>2010</u>
Property and casualty insurance	\$ 322	\$ 324
Annuity and supplemental insurance:		
Policy acquisition costs	904	892
Policyholder sales inducements	208	204
Present value of future profits ("PVFP")	158	164
Impact of unrealized gains and losses on securities	<u>(364)</u>	<u>(340)</u>
Total annuity and supplemental	<u>906</u>	<u>920</u>
	<u>\$1,228</u>	<u>\$1,244</u>

The PVFP amounts in the table above are net of \$180 million and \$174 million of accumulated amortization at March 31, 2011 and December 31, 2010, respectively. Amortization of the PVFP was \$6 million in both the first three months of 2011 and 2010.

**H. Managed Investment Entities**

AFG is the investment manager and has investments ranging from 7.5% to 24.4% of the most subordinate debt tranche of six collateralized loan obligation entities or "CLOs," which are considered variable interest entities. Upon formation between 2004 and 2007, these entities issued securities in various senior and subordinate classes and invested the proceeds primarily in secured bank loans, which serve as collateral for the debt securities issued by each particular CLO. None of the collateral was purchased from AFG. AFG's investments in these entities receive residual income from the CLOs only after the CLOs pay operating expenses (including management fees to AFG), interest on and returns of capital to senior levels of debt securities. There are no contractual requirements for AFG to provide additional funding for these entities. AFG has not provided and does not intend to provide any financial support to these entities.

AFG's maximum ultimate exposure to economic loss on its CLOs is limited to its investment in the CLOs, which had an aggregate fair value of \$20 million at March 31, 2011.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The revenues and expenses of the CLOs are separately identified in AFG's Statement of Earnings after elimination of \$3 million and \$4 million in management fees and \$6 million and \$4 million in income attributable to shareholders of AFG as measured by the change in the fair value of AFG's investments in the CLOs for the three months ended March 31, 2011 and 2010, respectively. AFG's "Operating earnings before income taxes" for the first three months of 2011 and 2010 includes \$35 million and \$20 million, respectively, in CLO losses attributable to noncontrolling interests.

The net losses from changes in the fair value of assets and liabilities of managed investment entities included in the Statement of Earnings for the first quarter of 2011 and 2010 includes gains of \$29 million and \$81 million from changes in the fair value of CLO assets and losses of \$62 million and \$106 million from changes in the fair value of CLO liabilities. The aggregate unpaid principal balance of the CLOs' fixed maturity investments exceeded the fair value of the investments by \$45 million and \$69 million at March 31, 2011 and December 31, 2010. The aggregate unpaid principal balance of the CLOs' debt exceeded its fair value by \$239 million and \$301 million at those dates. The CLO assets include \$6 million in loans at both March 31, 2011 and December 31, 2010, (aggregate unpaid principal balance of \$16 million and \$12 million, respectively) for which the CLOs are not accruing interest because the loans are in default.

**I. Goodwill and Other Intangibles**

There were no changes in the goodwill balance of \$186 million during the three months ended March 31, 2011. Included in other assets in AFG's Balance Sheet is \$46 million at March 31, 2011 and \$49 million at December 31, 2010, in amortizable intangible assets related to property and casualty insurance acquisitions, primarily the 2008 acquisitions of Marketform and Strategic Comp. These amounts are net of accumulated amortization of \$38 million and \$35 million, respectively. Amortization of these intangibles was \$3 million for each of the first three months of 2011 and 2010.

Other assets also include \$8 million in non-amortizable intangible assets related to insurance licenses acquired in the acquisition of Vanliner in 2010.



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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**J. Long-Term Debt**

The carrying value of long-term debt consisted of the following (in millions):

	March 31, <u>2011</u>	December 31, <u>2010</u>
<b>Direct obligations of AFG:</b>		
9-7/8% Senior Notes due June 2019	\$350	\$350
7% Senior Notes due September 2050	132	132
7-1/8% Senior Debentures due February 2034	115	115
Other	<u>3</u>	<u>3</u>
	<u>600</u>	<u>600</u>
<b>Subsidiaries:</b>		
Obligations of AAG Holding (guaranteed by AFG):		
7-1/2% Senior Debentures due November 2033	112	112
7-1/4% Senior Debentures due January 2034	86	86
Notes payable secured by real estate due 2011 through 2016	65	65
Secured borrowings (\$17 and \$18 guaranteed by AFG)	38	41
National Interstate bank credit facility	20	20
American Premier Underwriters 10-7/8% Subordinated Notes due May 2011	<u>8</u>	<u>8</u>
	<u>329</u>	<u>332</u>
<b>Payable to Subsidiary Trusts:</b>		
AAG Holding Variable Rate Subordinated Debentures due May 2033	<u>20</u>	<u>20</u>
	<u>\$949</u>	<u>\$952</u>

Scheduled principal payments on debt for the balance of 2011 and the subsequent five years were as follows: 2011 - \$17 million; 2012 - \$32 million; 2013 - \$20 million; 2014 - \$2 million; 2015 - \$14 million and 2016 - \$45 million.

As shown below (in millions), the majority of AFG's long-term debt is unsecured obligations of the holding company and its subsidiaries:

	March 31, <u>2011</u>	December 31, <u>2010</u>
Unsecured obligations	\$846	\$846
Obligations secured by real estate	65	65
Other secured borrowings	<u>38</u>	<u>41</u>
	<u>\$949</u>	<u>\$952</u>

AFG can borrow up to \$500 million under its revolving credit facility which expires in August 2013. Amounts borrowed under this agreement bear interest at rates ranging from 1.75% to 3.00% (currently 2%) over LIBOR based on AFG's credit rating. No amounts were borrowed under this facility at March 31, 2011.

In September 2010, AFG issued \$132 million of 7% Senior Notes due in 2050.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**K. Shareholders' Equity**

AFG is authorized to issue 12.5 million shares of Voting Preferred Stock and 12.5 million shares of Nonvoting Preferred Stock, each without par value.

**Accumulated Other Comprehensive Income (Loss), Net of Tax** Comprehensive income (loss) is defined as all changes in Shareholders' Equity except those arising from transactions with shareholders. Comprehensive income (loss) includes net earnings and other comprehensive income (loss), which consists primarily of changes in net unrealized gains or losses on available for sale securities and foreign currency translation. The progression of the components of accumulated other comprehensive income (loss) follows (in millions):

	Pretax Net Unrealized Gains (Losses) on Securities	Foreign Currency Translation Adjustment	Other (a)	Tax Effects	Noncon- trolling Interests	Accumulated Other Comprehensive Income (Loss)
<b>Balance at December 31, 2010</b>	\$736 (b)	\$ 9	(\$13)	(\$253)	\$ -	\$479 (b)
Unrealized holding gains on securities arising during the period	26	-	-	(9)	-	17
Realized losses included in net income	-	-	-	-	-	-
Foreign currency translation losses	-	7	-	-	-	7
<b>Balance at March 31, 2011</b>	<u>\$762 (b)</u>	<u>\$16</u>	<u>(\$13)</u>	<u>(\$262)</u>	<u>\$ -</u>	<u>\$503 (b)</u>
<b>Balance at December 31, 2009</b>	\$258	\$ 1	(\$13)	(\$ 86)	\$ 3	\$163
Unrealized holding gains on securities arising during the period	202	-	-	(70)	(2)	130
Realized gains included in net income	(4)	-	-	1	-	(3)
Foreign currency translation gains	-	5	-	-	(1)	4
Other	(6)	-	1	1	-	(4)
<b>Balance at March 31, 2010</b>	<u>\$450</u>	<u>\$ 6</u>	<u>(\$12)</u>	<u>(\$154)</u>	<u>\$ -</u>	<u>\$290</u>

(a) Net unrealized pension and other postretirement plan benefits.

(b) Includes a net pretax unrealized gain of \$2 million at March 31, 2011 (\$1 million net of tax) compared to a net pretax unrealized loss of \$17 million at December 31, 2010 (\$11 million net of tax) related to securities for which only the credit portion of an other-than-temporary impairment has been recorded in earnings.

**Stock Based Compensation** Under AFG's Stock Incentive Plan, employees of AFG and its subsidiaries are eligible to receive equity awards in the form of stock options, stock appreciation rights, restricted stock awards, restricted stock units and stock awards. In the first three months of 2011, AFG issued 131,955 shares of restricted Common Stock (fair value of \$34.34 per share) and granted stock options for 1.1 million shares of Common Stock (at an average exercise price of \$34.34) under the Stock Incentive Plan. In addition, AFG issued 188,302 shares of Common Stock (fair value of \$33.99 per share) in the first quarter of 2011 under its Annual Co-CEO Equity Bonus Plan.

AFG uses the Black-Scholes option pricing model to calculate the "fair value" of its option grants. Expected volatility is based on historical volatility over a period equal to the expected term. The expected term was estimated based on historical exercise patterns and post vesting cancellations. The weighted average fair value of options granted during 2011 was \$12.49 per share based on the following assumptions: expected dividend yield - 1.9%; expected volatility - 38%; expected term - 7.3 years; risk-free rate - 3.04%.

Total compensation expense related to stock incentive plans of AFG and its subsidiaries was \$5 million for the first quarter of 2011 and 2010.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**L. Income Taxes**

Operating earnings before income taxes includes \$35 million and \$20 million in non-deductible losses of managed investment entities attributable to noncontrolling interests for the three months ended March 31, 2011 and 2010, thereby increasing AFG's effective tax rate.

There have been no material changes to AFG's liability for uncertain tax positions, which is discussed in *Note L - "Income Taxes,"* to AFG's 2010 Form 10-K.

**M. Contingencies**

There have been no significant changes to the matters discussed and referred to in *Note M - "Contingencies"* of AFG's 2010 Form 10-K covering property and casualty insurance reserves for claims related to environmental exposures, asbestos and other mass tort claims as well as environmental and occupational injury and disease claims of former subsidiary railroad and manufacturing operations.

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**N. Condensed Consolidating Information** AFG has guaranteed all of the outstanding debt of Great American Financial Resources, Inc. ("GAFRI") and GAFRI's wholly-owned subsidiary, AAG Holding Company, Inc. In addition, GAFRI guarantees AAG Holding's public debt. The AFG and GAFRI guarantees are full and unconditional and joint and several. Condensed consolidating financial statements for AFG are as follows:

**CONDENSED CONSOLIDATING BALANCE SHEET**  
(In millions)

	<u>AFG</u>	<u>GAFRI</u>	<u>AAG Holding</u>	<u>All Other Subs</u>	<u>Consol. Entries</u>	<u>Consolidated</u>
<b>MARCH 31, 2011</b>						
<b>Assets:</b>						
Cash and investments	\$ 374	\$ 27	\$ -	\$23,138	(\$ 2)	\$23,537
Recoverables from reinsurers and prepaid reinsurance premiums	-	-	-	3,247	-	3,247
Agents' balances and premiums receivable	-	-	-	520	-	520
Deferred policy acquisition costs	-	-	-	1,228	-	1,228
Assets of managed investment entities	-	-	-	2,570	-	2,570
Other assets	79	6	5	1,762	(6)	1,846
Investment in subsidiaries and affiliates	<u>4,863</u>	<u>1,955</u>	<u>2,051</u>	<u>669</u>	<u>(9,538)</u>	<u>-</u>
Total assets	<u>\$5,316</u>	<u>\$1,988</u>	<u>\$2,056</u>	<u>\$33,134</u>	<u>(\$9,546)</u>	<u>\$32,948</u>
<b>Liabilities and Equity:</b>						
Unpaid losses and loss adjustment expenses and unearned premiums	\$ -	\$ -	\$ -	\$ 7,727	\$ -	\$ 7,727
Annuity, life, accident and health benefits and reserves	-	-	-	15,074	(1)	15,073
Liabilities of managed investment entities	-	-	-	2,388	-	2,388
Long-term debt	600	1	219	130	(1)	949
Other liabilities	<u>253</u>	<u>17</u>	<u>108</u>	<u>2,013</u>	<u>(192)</u>	<u>2,199</u>
Total liabilities	853	18	327	27,332	(194)	28,336
Total shareholders' equity	4,463	1,970	1,729	5,653	(9,352)	4,463
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>149</u>	<u>-</u>	<u>149</u>
Total liabilities and equity	<u>\$5,316</u>	<u>\$1,988</u>	<u>\$2,056</u>	<u>\$33,134</u>	<u>(\$9,546)</u>	<u>\$32,948</u>
<b>DECEMBER 31, 2010</b>						
<b>Assets:</b>						
Cash and investments	\$ 412	\$ 33	\$ -	\$22,228	(\$ 3)	\$22,670
Recoverables from reinsurers and prepaid reinsurance premiums	-	-	-	3,386	-	3,386
Agents' balances and premiums receivable	-	-	-	535	-	535
Deferred policy acquisition costs	-	-	-	1,244	-	1,244
Assets of managed investment entities	-	-	-	2,537	-	2,537
Other assets	36	6	5	2,050	(15)	2,082
Investment in subsidiaries and affiliates	<u>4,816</u>	<u>1,899</u>	<u>1,996</u>	<u>671</u>	<u>(9,382)</u>	<u>-</u>
Total assets	<u>\$5,264</u>	<u>\$1,938</u>	<u>\$2,001</u>	<u>\$32,651</u>	<u>(\$9,400)</u>	<u>\$32,454</u>
<b>Liabilities and Equity:</b>						
Unpaid losses and loss adjustment expenses and unearned premiums	\$ -	\$ -	\$ -	\$ 7,947	\$ -	\$ 7,947
Annuity, life, accident and health benefits and reserves	-	-	-	14,556	(1)	14,555
Liabilities of managed investment entities	-	-	-	2,323	-	2,323
Long-term debt	600	1	219	133	(1)	952
Other liabilities	<u>194</u>	<u>19</u>	<u>110</u>	<u>1,888</u>	<u>(154)</u>	<u>2,057</u>
Total liabilities	794	20	329	26,847	(156)	27,834
Total shareholders' equity	4,470	1,918	1,672	5,654	(9,244)	4,470
Noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>150</u>	<u>-</u>	<u>150</u>
Total liabilities and equity	<u>\$5,264</u>	<u>\$1,938</u>	<u>\$2,001</u>	<u>\$32,651</u>	<u>(\$9,400)</u>	<u>\$32,454</u>

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**CONDENSED CONSOLIDATING STATEMENT OF EARNINGS**  
(In millions)

<b>FOR THE THREE MONTHS ENDED</b>						
<b>MARCH 31, 2011</b>	<u>AFG</u>	<u>GAFRI</u>	<u>AAG</u> <u> Holding</u>	<u>All Other</u> <u> Subs</u>	<u>Consol.</u> <u> Entries</u>	<u>Consolidated</u>
<b>Revenues:</b>						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$ 599	\$ -	\$ 599
Life, accident and health premiums	-	-	-	110	-	110
Realized gains (losses)	-	-	-	(3)	-	(3)
Income (loss) of managed investment entities	-	-	-	(8)	-	(8)
Investment and other income	2	3	-	343	(7)	341
Equity in earnings of subsidiaries	<u>160</u>	<u>49</u>	<u>57</u>	<u>-</u>	<u>(266)</u>	<u>-</u>
Total revenues	<u>162</u>	<u>52</u>	<u>57</u>	<u>1,041</u>	<u>(273)</u>	<u>1,039</u>
<b>Costs and Expenses:</b>						
Insurance benefits and expenses	-	-	-	818	-	818
Interest charges on borrowed money	16	-	6	4	(5)	21
Expenses of managed investment entities	-	-	-	18	-	18
Other operating and general expenses	<u>17</u>	<u>3</u>	<u>1</u>	<u>67</u>	<u>(1)</u>	<u>87</u>
Total costs and expenses	<u>33</u>	<u>3</u>	<u>7</u>	<u>907</u>	<u>(6)</u>	<u>944</u>
Operating earnings before income taxes	129	49	50	134	(267)	95
Provision (credit) for income taxes	<u>46</u>	<u>18</u>	<u>18</u>	<u>58</u>	<u>(94)</u>	<u>46</u>
Net earnings, including noncontrolling interests	83	31	32	76	(173)	49
Less: Net earnings (loss) attributable to noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>(34)</u>	<u>-</u>	<u>(34)</u>
<b>Net Earnings Attributable to Shareholders</b>	<u>\$ 83</u>	<u>\$ 31</u>	<u>\$ 32</u>	<u>\$ 110</u>	<u>(\$ 173)</u>	<u>\$ 83</u>
<b>FOR THE THREE MONTHS ENDED</b>						
<b>MARCH 31, 2010</b>	<u>AFG</u>	<u>GAFRI</u>	<u>AAG</u> <u> Holding</u>	<u>All Other</u> <u> Subs</u>	<u>Consol.</u> <u> Entries</u>	<u>Consolidated</u>
<b>Revenues:</b>						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$ 579	\$ -	\$ 579
Life, accident and health premiums	-	-	-	115	-	115
Realized gains (losses)	-	-	-	4	-	4
Income (loss) of managed investment entities	-	-	-	(3)	-	(3)
Investment and other income	1	2	-	341	(5)	339
Equity in earnings of subsidiaries	<u>192</u>	<u>40</u>	<u>49</u>	<u>-</u>	<u>(281)</u>	<u>-</u>
Total Revenues	<u>193</u>	<u>42</u>	<u>49</u>	<u>1,036</u>	<u>(286)</u>	<u>1,034</u>
<b>Costs and Expenses:</b>						
Insurance benefits and expenses	-	-	-	761	-	761
Interest charges on borrowed money	14	-	6	3	(5)	18
Expenses of managed investment entities	-	-	-	9	-	9
Other operating and general expenses	<u>14</u>	<u>4</u>	<u>2</u>	<u>82</u>	<u>(3)</u>	<u>99</u>
Total costs and expenses	<u>28</u>	<u>4</u>	<u>8</u>	<u>855</u>	<u>(8)</u>	<u>887</u>
Operating earnings before income taxes	165	38	41	181	(278)	147
Provision (credit) for income taxes	<u>59</u>	<u>13</u>	<u>14</u>	<u>72</u>	<u>(99)</u>	<u>59</u>
Net earnings, including noncontrolling interests	106	25	27	109	(179)	88
Less: Net earnings (loss) attributable to noncontrolling interests	<u>-</u>	<u>-</u>	<u>-</u>	<u>(18)</u>	<u>-</u>	<u>(18)</u>
<b>Net Earnings Attributable to Shareholders</b>	<u>\$ 106</u>	<u>\$ 25</u>	<u>\$ 27</u>	<u>\$ 127</u>	<u>(\$ 179)</u>	<u>\$ 106</u>

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**  
(In millions)

<b>FOR THE THREE MONTHS ENDED</b>						
<b>MARCH 31, 2011</b>	<u>AFG</u>	<u>GAFRI</u>	<u>AAG</u> <u>Holding</u>	<u>All Other</u> <u>Subs</u>	<u>Consol.</u> <u>Entries</u>	<u>Consolidated</u>
<b>Operating Activities:</b>						
Net earnings, including noncontrolling interests	\$ 83	\$31	\$32	\$ 76	(\$173)	\$ 49
Adjustments:						
Equity in net earnings of subsidiaries	(105)	(31)	(37)	-	173	-
Dividends from subsidiaries	105	-	-	-	(105)	-
Other operating activities, net	<u>(23)</u>	<u>(2)</u>	<u>(2)</u>	<u>367</u>	<u>-</u>	<u>340</u>
Net cash provided by (used in) operating activities	<u>60</u>	<u>(2)</u>	<u>(7)</u>	<u>443</u>	<u>(105)</u>	<u>389</u>
<b>Investing Activities:</b>						
Purchases of investments, property and equipment	(7)	-	-	(1,182)	-	(1,189)
Capital contributions to subsidiaries	(5)	(8)	(1)	-	14	-
Proceeds from maturities and redemptions of investments	2	2	-	596	-	600
Proceeds from sales of investments, property and equipment	-	-	-	297	-	297
Managed investment entities:						
Purchases of investments	-	-	-	(352)	-	(352)
Proceeds from sales and redemptions of investments	-	-	-	400	-	400
Other investing activities, net	<u>-</u>	<u>-</u>	<u>-</u>	<u>(13)</u>	<u>-</u>	<u>(13)</u>
Net cash provided by (used in) investing activities	<u>(10)</u>	<u>(6)</u>	<u>(1)</u>	<u>(254)</u>	<u>14</u>	<u>(257)</u>
<b>Financing Activities:</b>						
Annuity receipts	-	-	-	672	-	672
Annuity surrenders, benefits and withdrawals	-	-	-	(311)	-	(311)
Managed investment entities' retirement of liabilities	-	-	-	(4)	-	(4)
Issuances of Common Stock	10	-	-	1	-	11
Capital contributions from parent	-	4	8	2	(14)	-
Repurchases of Common Stock	(84)	-	-	-	-	(84)
Cash dividends paid	<u>(16)</u>	<u>-</u>	<u>-</u>	<u>(105)</u>	<u>105</u>	<u>(16)</u>
Net cash provided by (used in) financing activities	<u>(90)</u>	<u>4</u>	<u>8</u>	<u>255</u>	<u>91</u>	<u>268</u>
<b>Net change in cash and cash equivalents</b>	(40)	(4)	-	444	-	400
Cash and cash equivalents at beginning of period	<u>370</u>	<u>20</u>	<u>-</u>	<u>709</u>	<u>-</u>	<u>1,099</u>
Cash and cash equivalents at end of period	<u>\$330</u>	<u>\$16</u>	<u>\$ -</u>	<u>\$1,153</u>	<u>\$ -</u>	<u>\$1,499</u>

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS  
(In millions)**

<b>FOR THE THREE MONTHS ENDED MARCH 31, 2010</b>	<u>AFG</u>	<u>GAFRI</u>	<u>AAG Holding</u>	<u>All Other Subs</u>	<u>Consol. Entries</u>	<u>Consolidated</u>
<b>Operating Activities:</b>						
Net earnings, including noncontrolling interests	\$106	\$25	\$27	\$ 109	(\$179)	\$ 88
Adjustments:						
Equity in net earnings of subsidiaries	(124)	(26)	(33)	-	183	-
Dividends from subsidiaries	105	-	-	-	(105)	-
Other operating activities, net	(25)	(3)	(2)	339	(4)	305
Net cash provided by (used in) operating activities	<u>62</u>	<u>(4)</u>	<u>(8)</u>	<u>448</u>	<u>(105)</u>	<u>393</u>
<b>Investing Activities:</b>						
Purchases of investments, property and equipment	-	-	-	(1,392)	-	(1,392)
Capital contributions to subsidiaries	(4)	(8)	-	-	12	-
Proceeds from maturities and redemptions of investments	-	2	-	511	-	513
Proceeds from sales of investments, property and equipment	-	-	-	499	-	499
Managed investment entities:						
Purchases of investments	-	-	-	(141)	-	(141)
Proceeds from sales and redemptions of investments	-	-	-	210	-	210
Other investing activities, net	-	-	-	8	-	8
Net cash provided by (used in) investing activities	<u>(4)</u>	<u>(6)</u>	<u>-</u>	<u>(305)</u>	<u>12</u>	<u>(303)</u>
<b>Financing Activities:</b>						
Annuity receipts	-	-	-	387	-	387
Annuity surrenders, benefits and withdrawals	-	-	-	(311)	-	(311)
Managed investment entities' retirement of liabilities	-	-	-	(28)	-	(28)
Issuances of Common Stock	6	-	-	1	-	7
Capital contributions from parent	-	4	8	-	(12)	-
Repurchases of Common Stock	(75)	-	-	-	-	(75)
Cash dividends paid	(15)	-	-	(105)	105	(15)
Other financing activities, net	-	-	-	(5)	-	(5)
Net cash provided by (used in) financing activities	<u>(84)</u>	<u>4</u>	<u>8</u>	<u>(61)</u>	<u>93</u>	<u>(40)</u>
<b>Net change in cash and cash equivalents</b>	<b>(26)</b>	<b>(6)</b>	<b>-</b>	<b>82</b>	<b>-</b>	<b>50</b>
Cash and cash equivalents at beginning of period	<u>197</u>	<u>12</u>	<u>-</u>	<u>911</u>	<u>-</u>	<u>1,120</u>
Cash and cash equivalents at end of period	<u>\$171</u>	<u>\$ 6</u>	<u>\$ -</u>	<u>\$ 993</u>	<u>\$ -</u>	<u>\$1,170</u>

# AMERICAN FINANCIAL GROUP, INC. 10-Q

## ITEM 2

### **Management's Discussion and Analysis of Financial Condition and Results of Operations**

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#### **FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Some of the forward-looking statements can be identified by the use of words such as "anticipates", "believes", "expects", "projects", "estimates", "intends", "plans", "seeks", "could", "may", "should", "will" or the negative version of those words or other comparable terminology. Such forward-looking statements include statements relating to: expectations concerning market and other conditions and their effect on future premiums, revenues, earnings and investment activities; recoverability of asset values; expected losses and the adequacy of reserves for asbestos, environmental pollution and mass tort claims; rate changes; and improved loss experience.

Actual results and/or financial condition could differ materially from those contained in or implied by such forward-looking statements for a variety of reasons including but not limited to:

- changes in financial, political and economic conditions, including changes in interest and inflation rates, currency fluctuations and extended economic recessions or expansions;
- performance of securities markets;
- AFG's ability to estimate accurately the likelihood, magnitude and timing of any losses in connection with investments in the non-agency residential mortgage market;
- new legislation or declines in credit quality or credit ratings that could have a material impact on the valuation of securities in AFG's investment portfolio;
- the availability of capital;
- regulatory actions (including changes in statutory accounting rules);
- changes in the legal environment affecting AFG or its customers;
- tax law and accounting changes;
- levels of natural catastrophes and severe weather, terrorist activities (including any nuclear, biological, chemical or radiological events), incidents of war or losses resulting from civil unrest and other major losses;
- development of insurance loss reserves and establishment of other reserves, particularly with respect to amounts associated with asbestos and environmental claims;
- availability of reinsurance and ability of reinsurers to pay their obligations;
- the unpredictability of possible future litigation if certain settlements of current litigation do not become effective;
- trends in persistency, mortality and morbidity;
- competitive pressures, including the ability to obtain adequate rates and policy terms; and
- changes in AFG's credit ratings or the financial strength ratings assigned by major ratings agencies to AFG's operating subsidiaries.

The forward-looking statements herein are made only as of the date of this report. The Company assumes no obligation to publicly update any forward-looking statements.



## AMERICAN FINANCIAL GROUP, INC. 10-Q

### **Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued**

#### **OVERVIEW**

##### **Financial Condition**

AFG is organized as a holding company with almost all of its operations being conducted by subsidiaries. AFG, however, has continuing cash needs for administrative expenses, the payment of principal and interest on borrowings, shareholder dividends, and taxes. Therefore, certain analyses are best done on a parent only basis while others are best done on a total enterprise basis. In addition, because most of its businesses are financial in nature, AFG does not prepare its consolidated financial statements using a current-noncurrent format. Consequently, certain traditional ratios and financial analysis tests are not meaningful.

##### **Results of Operations**

Through the operations of its subsidiaries, AFG is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses and in the sale of traditional fixed and indexed annuities and a variety of supplemental insurance products such as Medicare supplement.

Net earnings attributable to AFG's shareholders for the first three months of 2011 were \$83 million (\$.79 per share, diluted) compared to \$106 million (\$.93 per share, diluted) reported in the same period of 2010. Improved operating results in the annuity and supplemental insurance group were more than offset by lower underwriting profit and lower investment income in the property and casualty insurance operations.

##### **CRITICAL ACCOUNTING POLICIES**

Significant accounting policies are summarized in Note A to the financial statements. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that can have a significant effect on amounts reported in the financial statements. As more information becomes known, these estimates and assumptions change and thus impact amounts reported in the future. The areas where management believes the degree of judgment required to determine amounts recorded in the financial statements make accounting policies critical are as follows:

- the establishment of insurance reserves, especially asbestos and environmental-related reserves,
- the recoverability of reinsurance,
- the recoverability of deferred acquisition costs,
- the establishment of asbestos and environmental reserves of former railroad and manufacturing operations, and
- the valuation of investments, including the determination of "other-than-temporary" impairments.

For a discussion of these policies, see *Management's Discussion and Analysis - "Critical Accounting Policies"* in AFG's 2010 Form 10-K.

## AMERICAN FINANCIAL GROUP, INC. 10-Q

### Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued

#### LIQUIDITY AND CAPITAL RESOURCES

**Ratios** AFG's debt to total capital ratio on a consolidated basis is shown below (dollars in millions).

	March 31, 2011	December 31,	
		2010	2009
Long-term debt	\$ 949	\$ 952	\$ 828
Total capital	5,065	5,050	4,698
Ratio of debt to total capital:			
Including debt secured by real estate	18.7%	18.9%	17.6%
Excluding debt secured by real estate	17.7%	17.8%	16.4%

The ratio of debt to total capital is a non-GAAP measure that management believes is useful for investors, analysts and independent ratings agencies to evaluate AFG's financial strength and liquidity and to provide insight into how AFG finances its operations. It is calculated by dividing AFG's long-term debt by its total capital, which includes long-term debt, noncontrolling interests and shareholders' equity (excluding unrealized gains (losses) related to fixed maturity investments and appropriated retained earnings related to managed investment entities).

AFG's ratio of earnings to fixed charges, including annuity benefits as a fixed charge, was 1.92 for the three months ended March 31, 2011 and 2.41 for the entire year of 2010. Excluding annuity benefits, this ratio was 6.19 and 9.09, respectively. Although the ratio excluding annuity benefits is not required or encouraged to be disclosed under Securities and Exchange Commission rules, it is presented because interest credited to annuity policyholder accounts is not always considered a borrowing cost for an insurance company.

#### **Parent and Subsidiary Liquidity**

**Parent Holding Company Liquidity** Management believes AFG has sufficient resources to meet its liquidity requirements. If funds generated from operations, including dividends, tax payments and borrowings from subsidiaries, are insufficient to meet fixed charges in any period, AFG would be required to utilize parent company cash and marketable securities or to generate cash through borrowings, sales of other assets, or similar transactions.

AFG can borrow up to \$500 million under its revolving credit facility which expires in August 2013. There were no borrowings under this agreement, or any other parent company short-term borrowing arrangements, during 2011. In September 2010, AFG issued \$132 million of 7% Senior Notes due 2050.

During the first three months of 2011, AFG repurchased 2.5 million shares of its Common Stock for \$84 million. During 2010, AFG repurchased 10.3 million shares of its Common Stock for \$292 million.

Under tax allocation agreements with AFG, its 80%-owned U.S. subsidiaries generally pay taxes to (or recover taxes from) AFG based on each subsidiary's contribution to amounts due under AFG's consolidated tax return.

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### **Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued**

**Subsidiary Liquidity** Great American Life Insurance Company ("GALIC"), a wholly-owned annuity and supplemental insurance subsidiary, became a member of the Federal Home Loan Bank of Cincinnati ("FHLB") in 2009. The FHLB makes loans and provides other banking services to member institutions. Members are required to purchase stock in the FHLB in addition to maintaining collateral deposits that back any funds borrowed. GALIC's \$15 million investment in FHLB capital stock at March 31, 2011 is included in other investments at cost. Membership in the FHLB provides the annuity and supplemental insurance operations with a substantial additional source of liquidity. No funds have been borrowed from the FHLB.

National Interstate, a 52%-owned property and casualty insurance subsidiary, can borrow up to \$75 million, subject to certain conditions, under an unsecured credit agreement expiring in December 2012. Amounts borrowed bear interest at rates ranging from .45% to .9% (currently .65%) over LIBOR based on National Interstate's credit rating. There was \$20 million outstanding under this agreement at March 31, 2011.

The liquidity requirements of AFG's insurance subsidiaries relate primarily to the liabilities associated with their products as well as operating costs and expenses, payments of dividends and taxes to AFG and contributions of capital to their subsidiaries. Historically, cash flows from premiums and investment income have generally provided more than sufficient funds to meet these requirements without requiring a sale of investments or contributions from AFG. Funds received in excess of cash requirements are generally invested in additional marketable securities. In addition, the insurance subsidiaries generally hold a significant amount of highly liquid, short-term investments.

The excess cash flow of AFG's property and casualty group allows it to extend the duration of its investment portfolio somewhat beyond that of its claim reserves.

In the annuity business, where profitability is largely dependent on earning a "spread" between invested assets and annuity liabilities, the duration of investments is generally maintained close to that of liabilities. With declining rates, AFG receives some protection (from spread compression) due to the ability to lower crediting rates, subject to guaranteed minimums. In a rising interest rate environment, significant protection from withdrawals exists in the form of temporary and permanent surrender charges on AFG's annuity products.

AFG believes its insurance subsidiaries maintain sufficient liquidity to pay claims and benefits and operating expenses. In addition, these subsidiaries have sufficient capital to meet commitments in the event of unforeseen events such as reserve deficiencies, inadequate premium rates or reinsurer insolvencies. Nonetheless, changes in statutory accounting rules, significant declines in the fair value of the insurance subsidiaries' investment portfolios or significant ratings downgrades on these investments, could create a need for additional capital.

**Investments** AFG's investment portfolio at March 31, 2011, contained \$19.6 billion in "Fixed maturities" classified as available for sale and \$743 million in "Equity securities," all carried at fair value with unrealized gains and losses included in a separate component of shareholders' equity on an after-tax basis. In addition, \$397 million in fixed maturities were classified as trading with changes in unrealized holding gains or losses included in investment income.

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### **Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued**

Fair values for AFG's portfolio are determined by AFG's internal investment professionals using data from nationally recognized pricing services as well as non-binding broker quotes. Fair values of equity securities are generally based on closing prices obtained from the pricing services. For mortgage-backed securities ("MBS"), which comprise approximately 30% of AFG's fixed maturities, prices for each security are generally obtained from both pricing services and broker quotes. For the remainder of AFG's fixed maturity portfolio, approximately 93% are priced using pricing services and the balance is priced internally or by using non-binding broker quotes. When prices obtained for the same security vary, AFG's internal investment professionals select the price they believe is most indicative of an exit price.

The pricing services use a variety of observable inputs to estimate fair value of fixed maturities that do not trade on a daily basis. Based upon information provided by the pricing services, these inputs include, but are not limited to, recent reported trades, benchmark yields, issuer spreads, bids or offers, reference data, and measures of volatility. Included in the pricing of MBS are estimates of the rate of future prepayments and defaults of principal over the remaining life of the underlying collateral. Due to the lack of transparency in the process that brokers use to develop prices, valuations that are based on brokers' prices are classified as Level 3 in the GAAP hierarchy unless the price can be corroborated, for example, by comparison to similar securities priced using observable inputs.

Valuation techniques utilized by pricing services and prices obtained from external sources are reviewed by AFG's internal investment professionals who are familiar with the securities being priced and the markets in which they trade to ensure the fair value determination is representative of an exit price. To validate the appropriateness of the prices obtained, these investment managers consider widely published indices (as benchmarks), recent trades, changes in interest rates, general economic conditions and the credit quality of the specific issuers. Prices obtained from a broker or pricing service are adjusted only in cases where they are deemed not to be representative of an appropriate exit price (fewer than 1% of the securities).

In general, the fair value of AFG's fixed maturity investments is inversely correlated to changes in interest rates. The following table demonstrates the sensitivity of such fair values to reasonably likely changes in interest rates by illustrating the estimated effect on AFG's fixed maturity portfolio that an immediate increase of 100 basis points in the interest rate yield curve would have at March 31, 2011 (dollars in millions). Increases or decreases from the 100 basis points illustrated would be approximately proportional.

Fair value of fixed maturity portfolio	\$20,027
Pretax impact on fair value of 100 bps increase in interest rates	(\$ 901)
Pretax impact as % of total fixed maturity portfolio	(4.5%)

Approximately 91% of the fixed maturities held by AFG at March 31, 2011, were rated "investment grade" (credit rating of AAA to BBB) by nationally recognized rating agencies. Investment grade securities generally bear lower yields and lower degrees of risk than those that are unrated and noninvestment grade. Management believes that the high quality investment portfolio should generate a stable and predictable investment return.

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**Management's Discussion and Analysis  
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MBS are subject to significant prepayment risk due to the fact that, in periods of declining interest rates, mortgages may be repaid more rapidly than scheduled as borrowers refinance higher rate mortgages to take advantage of lower rates.

Summarized information for AFG's MBS (including those classified as trading) at March 31, 2011, is shown (in millions) in the table below. Agency-backed securities are those issued by a U.S. government-backed agency; Alt-A mortgages are those with risk profiles between prime and subprime. The majority of the Alt-A securities and substantially all of the subprime securities are backed by fixed-rate mortgages. The average life of the residential and commercial MBS is approximately 4 and 5 years, respectively.

Collateral type	Amortized Cost	Fair Value	Fair Value as % of Cost	Unrealized Gain (Loss)	% Rated Investment Grade
Residential:					
Agency-backed	\$ 433	\$ 448	103%	\$ 15	100%
Non-agency prime	2,117	2,227	105	110	78
Alt-A	736	729	99	(7)	51
Subprime	454	458	101	4	41
Commercial	2,164	2,332	108	168	100
Other	25	29	116	4	52
	<u>\$5,929</u>	<u>\$6,223</u>	105%	<u>\$294</u>	82%

The National Association of Insurance Commissioners ("NAIC") assigns creditworthiness designations on a scale of 1 to 6 with 1 being the highest quality and 6 being the lowest quality. The NAIC retained a third-party investment management firm to assist in the determination of appropriate NAIC designations for mortgage-backed securities based not only on the probability of loss (which is the primary basis of ratings by the major ratings firms), but also on the severity of loss and statutory carrying value. At March 31, 2011, 98% (based on statutory carrying value of \$5.9 billion) of AFG's MBS securities had an NAIC designation of 1 or 2.

Municipal bonds represented approximately 16% of AFG's fixed maturity portfolio at March 31, 2011. AFG's municipal bond portfolio is high quality, with 99% of the securities rated investment grade at that date. The portfolio is well diversified across the states of issuance and individual issuers. At March 31, 2011, approximately 75% of the municipal bond portfolio was held in revenue bonds, with the remaining 25% held in general obligation bonds. State general obligation securities of California, Illinois, New Jersey and New York collectively represented only 2% of this portfolio.

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**Management's Discussion and Analysis  
of Financial Condition and Results of Operations - Continued**

Summarized information for the unrealized gains and losses recorded in AFG's Balance Sheet at March 31, 2011, is shown in the following table (dollars in millions). Approximately \$263 million of available for sale "Fixed maturities" and \$36 million of "Equity securities" had no unrealized gains or losses at March 31, 2011.

	Securities With Unrealized Gains	Securities With Unrealized Losses
<u>Available for Sale Fixed Maturities</u>		
Fair value of securities	\$15,644	\$3,723
Amortized cost of securities	\$14,575	\$3,917
Gross unrealized gain (loss)	\$ 1,069	(\$ 194)
Fair value as % of amortized cost	107%	95%
Number of security positions	3,162	1,155
Number individually exceeding \$2 million gain or loss	79	2
Concentration of gains (losses) by type or industry (exceeding 5% of unrealized):		
Mortgage-backed securities	\$ 406	(\$ 112)
States and municipalities	49	(46)
Banks, savings and credit institutions	90	(8)
Gas and electric services	112	(4)
Percentage rated investment grade	92%	86%
<u>Equity Securities</u>		
Fair value of securities	\$ 638	\$ 69
Cost of securities	\$ 388	\$ 74
Gross unrealized gain (loss)	\$ 250 (*)	(\$ 5)
Fair value as % of cost	164%	93%
Number of security positions	111	33
Number individually exceeding \$2 million gain or loss	11	-

(\*) Includes \$159 million on AFG's investment in Verisk Analytics, Inc.

The table below sets forth the scheduled maturities of AFG's available for sale fixed maturity securities at March 31, 2011, based on their fair values. Asset-backed securities and other securities with sinking funds are reported at average maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

	Securities With Unrealized Gains	Securities With Unrealized Losses
<u>Maturity</u>		
One year or less	3%	-%
After one year through five years	30	15
After five years through ten years	30	31
After ten years	<u>6</u>	<u>25</u>
	69	71
Mortgage-backed securities (average life of approximately four years)	<u>31</u>	<u>29</u>
	<u>100%</u>	<u>100%</u>

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**Management's Discussion and Analysis  
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The table below (dollars in millions) summarizes the unrealized gains and losses on fixed maturity securities by dollar amount.

<u>Fixed Maturities at March 31, 2011</u>	<u>Aggregate Fair Value</u>	<u>Aggregate Unrealized Gain (Loss)</u>	<u>Fair Value as % of Cost Basis</u>
<b>Securities with unrealized gains:</b>			
Exceeding \$500,000 (644 issues)	\$ 8,101	\$ 768	110%
\$500,000 or less (2,518 issues)	<u>7,543</u>	<u>301</u>	104
	<u>\$15,644</u>	<u>\$ 1,069</u>	107%
<b>Securities with unrealized losses:</b>			
Exceeding \$500,000 (100 issues)	\$ 562	(\$ 93)	86%
\$500,000 or less (1,055 issues)	<u>3,161</u>	<u>(101)</u>	97
	<u>\$ 3,723</u>	<u>(\$ 194)</u>	95%

The following table summarizes (dollars in millions) the unrealized loss for all securities with unrealized losses by issuer quality and length of time those securities have been in an unrealized loss position.

<u>Securities with Unrealized Losses at March 31, 2011</u>	<u>Aggregate Fair Value</u>	<u>Aggregate Unrealized Loss</u>	<u>Fair Value as % of Cost Basis</u>
<b>Investment grade fixed maturities with losses for:</b>			
Less than one year (772 issues)	\$ 2,821	(\$ 76)	97%
One year or longer (153 issues)	<u>386</u>	<u>(44)</u>	90
	<u>\$ 3,207</u>	<u>(\$ 120)</u>	96%
<b>Non-investment grade fixed maturities with losses for:</b>			
Less than one year (62 issues)	\$ 162	(\$ 5)	97%
One year or longer (168 issues)	<u>354</u>	<u>(69)</u>	84
	<u>\$ 516</u>	<u>(\$ 74)</u>	87%
<b>Common equity securities with losses for:</b>			
Less than one year (14 issues)	\$ 22	(\$ 1)	96%
One year or longer (5 issues)	<u>-</u>	<u>-</u>	-
	<u>\$ 22</u>	<u>(\$ 1)</u>	96%
<b>Perpetual preferred equity securities with losses for:</b>			
Less than one year (3 issues)	\$ 6	\$ -	100%
One year or longer (11 issues)	<u>41</u>	<u>(4)</u>	91
	<u>\$ 47</u>	<u>(\$ 4)</u>	92%

When a decline in the value of a specific investment is considered to be "other-than-temporary," a provision for impairment is charged to earnings (accounted for as a realized loss) and the cost basis of that investment is reduced by the amount of the charge. The determination of whether unrealized losses are "other-than-temporary" requires judgment based on subjective as well as objective factors as detailed in AFG's 2010 Form 10-K under *Management's Discussion and Analysis - "Investments."*

Based on its analysis, management believes (i) AFG will recover its cost basis in the securities with unrealized losses and (ii) that AFG has the ability and intent to hold the securities until they recover in value and, at March 31, 2011, had no intent to sell them. Although AFG has the ability to continue holding its investments with unrealized losses, its intent to hold them may change due to deterioration in the issuers' creditworthiness, decisions to lessen exposure to a

**AMERICAN FINANCIAL GROUP, INC. 10-Q**

**Management's Discussion and Analysis  
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particular issuer or industry, asset/liability management decisions, market movements, changes in views about appropriate asset allocation or the desire to offset taxable realized gains. Should AFG's ability or intent change with regard to a particular security, a charge for impairment would likely be required. While it is not possible to accurately predict if or when a specific security will become impaired, charges for other-than-temporary impairment could be material to results of operations in future periods. Significant declines in the fair value of AFG's investment portfolio could have a significant adverse effect on AFG's liquidity.

**Uncertainties** Management believes that the areas posing the greatest risk of material loss are the adequacy of its insurance reserves and contingencies arising out of its former railroad and manufacturing operations. AFG has conducted comprehensive studies of its asbestos and environmental reserves with the aid of outside actuarial and engineering firms and specialty outside counsel every two years with an in-depth internal review during the intervening years. The 2011 study with the assistance of outside firms has commenced and is expected to be completed by the end of the second quarter. See *Management's Discussion and Analysis - "Uncertainties"* in AFG's 2010 Form 10-K.

**MANAGED INVESTMENT ENTITIES**

Beginning January 1, 2010, new accounting standards require AFG to consolidate its investments in six collateralized loan obligation ("CLO") entities that it manages and owns an interest in (in the form of debt). See *Note A - "Accounting Policies - Managed Investment Entities"* and *Note H - "Managed Investment Entities."* The effect of consolidating these entities is shown in the tables below (in millions). The "Before CLO Consolidation" columns include AFG's investment and earnings in the CLOs on an unconsolidated basis.

**CONDENSED CONSOLIDATING BALANCE SHEET**

<u>March 31, 2011</u>	<u>Before CLO Consolidation</u>	<u>Managed Investment Entities</u>	<u>Consol. Entries</u>	<u>Consolidated As Reported</u>
<b>Assets:</b>				
Cash and other investments	\$23,557	\$ -	(\$20) (a)	\$23,537
Assets of managed investment entities	-	2,570	-	2,570
Other assets	6,841	-	-	6,841
	<u>\$30,398</u>	<u>\$2,570</u>	<u>(\$20)</u>	<u>\$32,948</u>
<b>Liabilities:</b>				
Unpaid losses, loss adjustment expenses and unearned premiums	\$ 7,727	\$ -	\$ -	\$ 7,727
Annuity, life, accident and health benefits and reserves	15,073	-	-	15,073
Liabilities of managed investment entities	-	2,408	(20) (a)	2,388
Long-term debt and other liabilities	3,148	-	-	3,148
	<u>25,948</u>	<u>2,408</u>	<u>(20)</u>	<u>28,336</u>
<b>Shareholders' Equity:</b>				
Common Stock and Capital surplus	1,262	-	-	1,262
Retained earnings:				
Appropriated - managed investment entities	-	162	-	162
Unappropriated	2,536	-	-	2,536
Accumulated other comprehensive income	503	-	-	503
	<u>4,301</u>	<u>162</u>	<u>-</u>	<u>4,463</u>
Noncontrolling interests	149	-	-	149
	<u>4,450</u>	<u>162</u>	<u>-</u>	<u>4,612</u>
	<u>\$30,398</u>	<u>\$2,570</u>	<u>(\$20)</u>	<u>\$32,948</u>

(a) Elimination of the fair value of AFG's investment in CLOs.



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**Management's Discussion and Analysis  
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**CONDENSED CONSOLIDATING BALANCE SHEET**

<u>December 31, 2010</u>	<u>Before CLO Consolidation</u>	<u>Managed Investment Entities</u>	<u>Consol. Entries</u>	<u>Consolidated As Reported</u>
<b>Assets:</b>				
Cash and other investments	\$22,687	\$ -	(\$17) (a)	\$22,670
Assets of managed investment entities	-	2,537	-	2,537
Other assets	<u>7,247</u>	<u>-</u>	<u>-</u>	<u>7,247</u>
	<u>\$29,934</u>	<u>\$2,537</u>	<u>(\$17)</u>	<u>\$32,454</u>
<b>Liabilities:</b>				
Unpaid losses, loss adjustment expenses and unearned premiums	\$ 7,947	\$ -	\$ -	\$ 7,947
Annuity, life, accident and health benefits and reserves	14,555	-	-	14,555
Liabilities of managed investment entities	-	2,340	(17) (a)	2,323
Long-term debt and other liabilities	<u>3,009</u>	<u>-</u>	<u>-</u>	<u>3,009</u>
	<u>25,511</u>	<u>2,340</u>	<u>(17)</u>	<u>27,834</u>
<b>Shareholders' equity:</b>				
Common Stock and Capital surplus	1,271	-	-	1,271
<b>Retained earnings:</b>				
Appropriated - managed investment entities	-	197	-	197
Unappropriated	2,523	-	-	2,523
Accumulated other comprehensive income	<u>479</u>	<u>-</u>	<u>-</u>	<u>479</u>
	<u>4,273</u>	<u>197</u>	<u>-</u>	<u>4,470</u>
Noncontrolling interests	<u>150</u>	<u>-</u>	<u>-</u>	<u>150</u>
	<u>4,423</u>	<u>197</u>	<u>-</u>	<u>4,620</u>
	<u>\$29,934</u>	<u>\$2,537</u>	<u>(\$17)</u>	<u>\$32,454</u>

(a) Elimination of the fair value of AFG's investment in CLOs.

**CONDENSED CONSOLIDATING STATEMENT OF EARNINGS**

<u>Three months ended March 31, 2011</u>	<u>Before CLO Consolidation(a)</u>	<u>Managed Investment Entities</u>	<u>Consol. Entries</u>	<u>Consolidated As Reported</u>
<b>Revenues:</b>				
Insurance premiums	\$ 709	\$ -	\$ -	\$ 709
Investment income	300	-	-	300
Realized gains (losses) on securities	6	-	(6) (b)	-
Realized gains (loss) on subsidiaries	(3)	-	-	(3)
<b>Income (loss) of managed investment entities:</b>				
Investment income	-	25	-	25
Loss on change in fair value of assets/liabilities	-	(36)	3 (b)	(33)
Other income	<u>44</u>	<u>-</u>	<u>(3) (c)</u>	<u>41</u>
	<u>1,056</u>	<u>(11)</u>	<u>(6)</u>	<u>1,039</u>
<b>Costs and Expenses:</b>				
Insurance benefits and expenses	818	-	-	818
Expenses of managed investment entities	-	24	(6) (b) (c)	18
Interest on borrowed money and other expenses	<u>108</u>	<u>-</u>	<u>-</u>	<u>108</u>
	<u>926</u>	<u>24</u>	<u>(6)</u>	<u>944</u>
Operating earnings before income taxes	130	(35)	-	95
Provision for income taxes	<u>46</u>	<u>-</u>	<u>-</u>	<u>46</u>
Net earnings, including noncontrolling interests	84	(35)	-	49
<b>Less: Net earnings (loss) attributable to noncontrolling interests</b>				
	<u>1</u>	<u>-</u>	<u>(35) (d)</u>	<u>(34)</u>
Net Earnings Attributable to Shareholders	<u>\$ 83</u>	<u>(\$35)</u>	<u>\$35</u>	<u>\$ 83</u>

(a) Includes \$6 million in realized gains representing the change in fair value of AFG's CLO investments plus \$3 million in CLO management fees earned.

(b) Elimination of the change in fair value of AFG's investments in the CLOs, including \$3 million in distributions recorded as interest expense by the CLOs.

(c) Elimination of management fees earned by AFG.

(d) Allocate losses of CLOs attributable to other debt holders to noncontrolling interests.

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**Management's Discussion and Analysis  
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**CONDENSED CONSOLIDATING STATEMENT OF EARNINGS**

<u>Three months ended March 31, 2010</u>	<u>Before CLO Consolidation(a)</u>	<u>Managed Investment Entities</u>	<u>Consol. Entries</u>	<u>Consolidated As Reported</u>
<b>Revenues:</b>				
Insurance premiums	\$ 694	\$ -	\$ -	\$ 694
Investment income	295	-	-	295
Realized gains (losses) on securities	8	-	(4) (b)	4
Income (loss) of managed investment entities:				
Investment income	-	22	-	22
Loss on change in fair value of assets/liabilities	-	(29)	4 (b)	(25)
Other income	48	-	(4) (c)	44
	<u>1,045</u>	<u>(7)</u>	<u>(4)</u>	<u>1,034</u>
<b>Costs and Expenses:</b>				
Insurance benefits and expenses	761	-	-	761
Expenses of managed investment entities	-	13	(4) (c)	9
Interest on borrowed money and other expenses	117	-	-	117
	<u>878</u>	<u>13</u>	<u>(4)</u>	<u>887</u>
Operating earnings before income taxes	167	(20)	-	147
Provision for income taxes	59	-	-	59
Net earnings, including noncontrolling interests	108	(20)	-	88
Less: Net earnings (loss) attributable to noncontrolling interests	2	-	(20) (d)	(18)
Net Earnings Attributable to Shareholders	<u>\$ 106</u>	<u>(\$20)</u>	<u>\$20</u>	<u>\$ 106</u>

(a) Includes \$4 million in realized gains representing the change in fair value of AFG's CLO investments plus \$4 million in CLO management fees earned.

(b) Elimination of the change in fair value of AFG's investments in the CLOs.

(c) Elimination of management fees earned by AFG.

(d) Allocate losses of CLOs attributable to other debt holders to noncontrolling interests.

**RESULTS OF OPERATIONS**

**General** Results of operations as shown in the accompanying financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

AFG reported operating earnings before income taxes of \$95 million for the first quarter of 2011 compared to \$147 million for the 2010 first quarter. Results for the first quarter of 2011 include (i) a \$25 million decline in property and casualty insurance underwriting results, (ii) a \$19 million decline in property and casualty investment income, (iii) a \$15 million increase in losses of managed investment entities attributable to noncontrolling interests, and (iv) an \$8 million improvement in the annuity and supplemental insurance results.

**Property and Casualty Insurance - Underwriting** AFG reports its Specialty insurance business in the following sub-segments: (i) Property and transportation, (ii) Specialty casualty and (iii) Specialty financial.

Performance measures such as underwriting profit or loss and related combined ratios are often used by property and casualty insurers to help users of their financial statements better understand the company's performance. See Note C - "Segments of Operations" for the detail of AFG's operating profit by significant business segment.

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**Management's Discussion and Analysis  
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Underwriting profitability is measured by the combined ratio, which is a sum of the ratios of losses, loss adjustment expenses, underwriting expenses and policyholder dividends to premiums. A combined ratio under 100% indicates an underwriting profit. The combined ratio does not reflect investment income, other income or federal income taxes.

Premiums, combined ratios and prior year development for AFG's property and casualty insurance operations were as follows (dollars in millions):

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
<u>Gross Written Premiums</u>		
Property and transportation	\$318	\$277
Specialty casualty	319	347
Specialty financial	116	122
Other	-	(2)
	<u>\$753</u>	<u>\$744</u>
<u>Net Written Premiums</u>		
Property and transportation	\$254	\$216
Specialty casualty	214	238
Specialty financial	98	98
Other	18	14
	<u>\$584</u>	<u>\$566</u>
<u>Combined Ratios</u>		
Property and transportation	87.0%	85.2%
Specialty casualty	99.2	91.5
Specialty financial	91.2	83.4
Total Specialty	92.3	86.6
Aggregate (including discontinued lines)	92.3%	87.6%
<u>Favorable (Unfavorable) Prior Year Development</u>		
Property and transportation	\$22	\$ 9
Specialty casualty	-	19
Specialty financial	(4)	10
Other specialty	3	7
	<u>21</u>	<u>45</u>
Other (primarily asbestos and environmental charges)	-	(6)
	<u>\$21</u>	<u>\$39</u>

The overall increases in gross and net written premiums for the first quarter of 2011 compared to the same quarter of 2010 were the result of increased premiums in the transportation businesses, including additional premiums from National Interstate's third quarter 2010 acquisition of Vanliner. These increases were partially offset by lower premium volume in the targeted markets operations and the decision to exit the excess workers' compensation business. Overall average renewal rates for the first quarter of 2011 were flat when compared with the same 2010 period.

The Specialty insurance operations generated underwriting profits of \$46 million in the first quarter of 2011, compared to \$77 million in the first quarter of 2010. The reduced profit in 2011 is primarily the result of a \$24 million decrease in favorable reserve development. Catastrophe losses were \$8 million for the first quarter of 2011 compared to \$9 million in the first quarter of 2010.

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### **Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued**

**Property and transportation** gross and net written premiums increased during the first quarter of 2011 compared to 2010 as a result of additional premiums from the Vanliner acquisition and higher winter wheat commodity prices. Increased retention in the transportation businesses contributed to higher net written premiums for the 2011 first quarter. This group reported an underwriting profit of \$33 million in the first quarter of 2011, compared to \$32 million in the first quarter of 2010. Improved results in the agricultural operations were offset by lower underwriting profits in the transportation businesses. Catastrophe losses for this group were \$5 million in 2011 compared to \$8 million in the 2010 first quarter.

**Specialty casualty** gross and net written premiums decreased for the first quarter of 2011 compared to the same period of 2010 due primarily to a decision to exit the excess workers' compensation business, the non-renewal of two major programs that did not meet return thresholds and a soft pricing environment in the excess and surplus markets. These declines were partially offset by growth in the executive liability operations. This group reported an underwriting profit of \$2 million in the first quarter of 2011, compared to \$18 million in the first quarter of 2010. The reduced profits are primarily the result of a \$19 million decrease in favorable reserve development. Lower underwriting profits in a block of program business were partially offset by improved results in the general liability operations, (primarily those that serve the homebuilders industry), and the executive liability and excess and surplus lines businesses. Many businesses in this group produced solid underwriting profit margins but at lower levels than the 2010 first quarter.

**Specialty financial** gross written premiums decreased from the 2010 first quarter due primarily to the exit from certain automotive-related lines of business in 2009 that AFG continued to front through the first half of 2010. This group reported underwriting profits of \$10 million in the first quarter of 2011 compared to \$21 million in the first quarter of 2010. Lower favorable development resulting from a reserve increase in a run-off book of collateral mortgage protection insurance and the absence of favorable development related to the run-off automobile residual value insurance operations more than offset higher underwriting profits in the financial institutions business.

**Annuity and Supplemental Insurance Operations** Operating earnings before income taxes of the annuity and supplemental insurance segment increased \$8 million (18%) from the comparable 2010 first quarter due primarily to higher earnings in the fixed annuity operations, especially the bank distribution channels, as well as the impact of expense savings.

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**Management's Discussion and Analysis  
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**Statutory Annuity Premiums** The following table summarizes AFG's annuity sales (in millions):

	Three months ended March 31,	
	<u>2011</u>	<u>2010</u>
403(b) Fixed and Indexed Annuities:		
First Year	\$ 6	\$ 11
Renewal	42	42
Single Sum	<u>17</u>	<u>25</u>
Subtotal	65	78
Non-403(b) Indexed Annuities	257	132
Non-403(b) Fixed Annuities	60	102
Bank Annuities - Direct	100	54
Bank Annuities - Indirect	171	-
Variable Annuities	<u>19</u>	<u>20</u>
Total Annuity Premiums	<u>\$672</u>	<u>\$386</u>

"Bank Annuities - Direct" represent premiums generated by financial institutions appointed and serviced directly by AFG. "Bank Annuities - Indirect" represent premiums generated through banks by independent agents or brokers.

The increase in annuity premiums for the first three months of 2011 compared to the 2010 period is attributable to higher sales through the bank distribution channels and increased sales of indexed annuities in the non-403(b) single premium market. Higher sales in the bank channels reflect primarily "indirect" bank sales by one agent through Regions Bank; this relationship did not exist in the first quarter of 2010. In addition, AFG's presence in PNC Bank (its primary "direct" bank distribution channel), and the corresponding "direct" sales of annuities through PNC, was minimal in the first two months of 2010. Increased sales of indexed annuities reflects the industry trend towards indexed annuities and away from traditional fixed annuities, as well as AFG's introduction of new indexed products and features.

**Life, Accident and Health Premiums and Benefits** The following table summarizes AFG's life, accident and health premiums and benefits as shown in the Consolidated Statement of Earnings (in millions):

	Three months ended March 31,	
	<u>2011</u>	<u>2010</u>
<u>Premiums</u>		
Supplemental insurance operations		
First year	\$ 11	\$ 21
Renewal	92	87
Life operations (in run-off)	<u>7</u>	<u>7</u>
	<u>\$110</u>	<u>\$115</u>
<u>Benefits</u>		
Supplemental insurance operations	\$ 85	\$ 86
Life operations (in run-off)	<u>11</u>	<u>10</u>
	<u>\$ 96</u>	<u>\$ 96</u>

**Investment Income** The \$5 million increase in investment income for the first quarter of 2011 compared to the same period in 2010 reflects higher average invested assets, primarily related to growth in the annuity business, partially offset by lower yields on fixed maturity investments. Investment income includes

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**Management's Discussion and Analysis  
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\$8 million in 2011 and \$26 million in 2010 of interest income earned on interest-only and similar MBS, primarily non-agency interest-only securities with interest rates that float inversely with short-term rates.

Over the past couple of years, yields available in the financial markets on fixed maturity securities have generally declined, placing downward pressure on AFG's investment portfolio yield.

**Realized Gains (Losses) on Securities** Net realized gains (losses) on securities consisted of the following (in millions):

	Three months ended	
	March 31,	
	<u>2011</u>	<u>2010</u>
Realized gains (losses) before impairments:		
Disposals	\$17	\$19
Change in the fair value of derivatives	(5)	9
Adjustments to annuity deferred policy acquisition costs and related items	<u>(2)</u>	<u>(3)</u>
	<u>10</u>	<u>25</u>
Impairment charges:		
Securities	(14)	(30)
Adjustments to annuity deferred policy acquisition costs and related items	<u>4</u>	<u>9</u>
	<u>(10)</u>	<u>(21)</u>
	<u>\$ -</u>	<u>\$ 4</u>

The change in fair value of derivatives includes net losses of \$3 million in the 2011 quarter and net gains of \$17 million in the 2010 quarter from the mark-to-market of MBS, primarily interest-only securities with interest rates that float inversely with short-term rates. See Note F - "Derivatives."

**Annuity Benefits** Annuity benefits reflect amounts accrued on annuity policyholders' funds accumulated. On deferred annuities (annuities in the accumulation phase), interest is generally credited to policyholders' accounts at their current stated interest rates. Furthermore, for "two-tier" deferred annuities (annuities under which a higher interest amount can be earned if a policy is annuitized rather than surrendered), additional reserves are accrued for (i) persistency and premium bonuses and (ii) excess benefits expected to be paid for future deaths and annuitizations. Changes in investment yields, crediting rates, actual surrender, death and annuitization experience or modifications in actuarial assumptions can affect these additional reserves and could result in charges (or credits) to earnings in the period the projections are modified.

The \$8 million increase in annuity benefits in the first quarter of 2011 compared to the first quarter of 2010 reflects growth in the annuity business.

**Annuity and Supplemental Insurance Acquisition Expenses** Annuity and supplemental insurance acquisition expenses include amortization of annuity, supplemental insurance and life business deferred policy acquisition costs ("DPAC") as well as a portion of commissions on sales of insurance products. Annuity and supplemental insurance acquisition expenses also include amortization of the present value of future profits of businesses acquired ("PVFP").

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### **Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued**

The \$4 million increase in annuity and supplemental insurance acquisition expenses in the first quarter of 2011 compared to the first quarter of 2010 reflects growth in the annuity business.

The vast majority of the annuity and supplemental insurance group's DPAC asset relates to its annuity and life insurance lines of business. Unanticipated spread compression, decreases in the stock market, adverse mortality experience, and higher than expected lapse rates could lead to write-offs of DPAC or PVFP in the future.

**Interest Charges on Borrowed Money** Interest expense increased \$3 million (17%) for the first quarter of 2011 compared to the first quarter of 2010 reflecting AFG's issuance of \$132 million of 7% Senior Notes in September 2010.

**Other Operating and General Expenses** The \$12 million (12%) decrease in other operating and general expenses for the first quarter of 2011 compared to the first quarter of 2010 reflects the impact of a \$10 million recovery on a prior property and casualty extracontractual obligation claim and lower expenses in the annuity and supplemental insurance operations.

#### **RECENT ACCOUNTING STANDARDS**

In October 2010, the FASB issued Accounting Standards Update 2010-26 to address diversity in practice regarding which costs related to issuing or renewing insurance contracts qualify for deferral. To qualify for deferral, the guidance specifies that a cost must be directly related to the successful acquisition of an insurance contract. The guidance is effective January 1, 2012, with retrospective application permitted, but not required. Management continues assessing the impact of adoption and expects that adoption will be reported retrospectively.

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### ITEM 3

#### **Quantitative and Qualitative Disclosure of Market Risk**

As of March 31, 2011, there were no material changes to the information provided in Item 7A - "Quantitative and Qualitative Disclosure of Market Risk" of AFG's 2010 Form 10-K.

### ITEM 4

#### **Controls and Procedures**

AFG's management, with participation of its Co-Chief Executive Officers and its principal financial officer, has evaluated AFG's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15) as of the end of the period covered by this report. Based on that evaluation, AFG's Co-CEOs and principal financial officer concluded that the controls and procedures are effective. There have been no changes in AFG's internal control over financial reporting during the first fiscal quarter of 2011 that materially affected, or are reasonably likely to materially affect, AFG's internal control over financial reporting.

In the ordinary course of business, AFG and its subsidiaries routinely enhance their information systems by either upgrading current systems or implementing new systems. There has been no change in AFG's business processes and procedures during the first fiscal quarter of 2011 that has materially affected, or is reasonably likely to materially affect, AFG's internal controls over financial reporting.

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## PART II OTHER INFORMATION

### ITEM 1

#### **Legal Proceedings**

As previously reported under "Legal Proceedings" in AFG's 2010 Form 10-K, Great American Insurance Company entered into an agreement in 2003, which was approved by the Bankruptcy Court, for the settlement of coverage litigation related to A.P. Green asbestos claims. The settlement of \$123.5 million (Great American has the option to pay in cash or over time with 5.25% interest) has been fully accrued and allows up to 10% of the settlement to be paid in AFG Common Stock. The settlement agreement is conditioned upon confirmation of a plan of reorganization that includes an injunction prohibiting the assertion against Great American of any present or future asbestos personal injury claims under policies issued to A.P. Green and related companies.

On May 3, 2011, in connection with the appeal of the 2007 bankruptcy court confirmation, the Third Circuit Court of Appeals issued an opinion holding that two non-settling insurers had standing to challenge the trust established to administer silica claims which had been approved as part of the plan of bankruptcy along with the trust established to administer asbestos claims. The court also vacated the order confirming the Plan of Reorganization and remanded the Plan to the bankruptcy court for further proceedings on this limited issue. While the bankruptcy court had previously concluded that the trust to administer silica claims was a valid and legitimate trust, the Third Circuit held that a fuller evidentiary hearing is required on remand. Management believes that resolution of this issue ultimately will not impact the Great American settlement.



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## PART II OTHER INFORMATION

### ITEM 2

#### Unregistered Sales of Equity Securities and Use of Proceeds

**Issuer Purchases of Equity Securities** AFG repurchased shares of its common stock during the first quarter of 2011 as follows:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (a)
January	250,000	\$32.73	250,000	2,458,427
February	800,641	\$34.22	800,641	11,657,786
March	1,407,080	\$34.17	1,407,080	10,250,706

- (a) Represents the remaining shares that may be repurchased under the Plans authorized by AFG's Board of Directors in August 2010 and February 2011. In February 2011, AFG's Board of Directors authorized the repurchase of ten million additional shares.

### ITEM 6

#### Exhibits

<u>Number</u>	<u>Exhibit Description</u>
12	Computation of ratios of earnings to fixed charges.
31(a)	Certification of the Co-Chief Executive Officer pursuant to section 302(a) of the Sarbanes-Oxley Act of 2002.
31(b)	Certification of the Co-Chief Executive Officer pursuant to section 302(a) of the Sarbanes-Oxley Act of 2002.
31(c)	Certification of the Chief Financial Officer pursuant to section 302(a) of the Sarbanes-Oxley Act of 2002.
32	Certification of the Co-Chief Executive Officers and Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

#### Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, American Financial Group, Inc. has duly caused this Report to be signed on its behalf by the undersigned duly authorized.

American Financial Group, Inc.

May 9, 2011

BY: s/Keith A. Jensen  
Keith A. Jensen  
Senior Vice President  
(principal financial and  
accounting officer)