AMERICAN FINANCIAL GROUP INC
Form 10-Q
November 08, 2011

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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 September 30, 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 þ No o

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 þ No o

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 þ Accelerated Filer o Non-Accelerated Filer o Smaller Reporting Company o

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

As of November 1, 2011, there were 98,728,074 shares of the Registrant s Common Stock outstanding, excluding 14.9 million shares owned by subsidiaries.

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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)

	September 30, 2011	December 31, 2010
Assets:		
Cash and cash equivalents	$ 991	$ 1,099
Investments:		
Fixed maturities, available for sale at fair value (amortized cost $20,297 and $18,490)	21,552	19,328
Fixed maturities, trading at fair value	441	393
Equity securities, at fair value (cost $775 and $458)	930	690
Mortgage loans	384	468
Policy loans	253	264
Real estate and other investments	403	428
Total cash and investments	24,954	22,670
Recoverables from reinsurers	2,908	2,964
Prepaid reinsurance premiums	570	422
Agents balances and premiums receivable	866	535
Deferred policy acquisition costs	1,127	1,244
Assets of managed investment entities	2,439	2,537
Other receivables	797	674
Variable annuity assets (separate accounts)	515	616
Other assets	768	606
Goodwill	186	186
Total assets	$ 35,130	$ 32,454
Liabilities and Equity:		
Unpaid losses and loss adjustment expenses	$ 6,485	$ 6,413
Unearned premiums	1,764	1,534
Annuity benefits accumulated	14,788	12,905
Life, accident and health reserves	1,695	1,650
Payable to reinsurers	651	320
Liabilities of managed investment entities	2,229	2,323
Long-term debt	937	952
Variable annuity liabilities (separate accounts)	515	616
Other liabilities	1,446	1,121
Total liabilities	30,510	27,834

Shareholders equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 98,506,233 and 105,168,366 shares outstanding	99	105
Capital surplus	1,114	1,166
Retained earnings:		
Appropriated managed investment entities	150	197
Unappropriated	2,539	2,523
Accumulated other comprehensive income, net of tax	563	479
Total shareholders equity	4,465	4,470
Noncontrolling interests	155	150
Total equity	4,620	4,620
Total liabilities and equity	$ 35,130	$ 32,454

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

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Revenues:				
Property and casualty insurance premiums	$ 835	$ 736	$ 2,043	$ 1,887
Life, accident and health premiums	107	112	324	340
Investment income	310	296	916	885
Realized gains (losses) on:				
Securities (*)	8	57	27	72
Subsidiaries		(22)	(3)	(22)
Income (loss) of managed investment entities:				
Investment income	27	23	78	68
Gain (loss) on change in fair value of assets/liabilities	1	(4)	(54)	(44)
Other income	47	57	136	155
Total revenues	1,335	1,255	3,467	3,341
Costs and Expenses:				
Property and casualty insurance:				
Losses and loss adjustment expenses	549	446	1,303	1,052
Commissions and other underwriting expenses	230	222	649	633
Annuity benefits	142	114	383	340
Life, accident and health benefits	90	90	275	279
Annuity and supplemental insurance acquisition expenses	48	47	153	150
Interest charges on borrowed money	21	21	63	57
Expenses of managed investment entities	17	15	53	38
Other operating and general expenses	83	92	269	279
Total costs and expenses	1,180	1,047	3,148	2,828
Operating earnings before income taxes	155	208	319	513
Provision for income taxes	48	82	126	199
Net earnings, including noncontrolling interests	107	126	193	314
Less: Net earnings (loss) attributable to noncontrolling interests	11	(6)	(41)	(32)
Net Earnings Attributable to Shareholders	$ 96	$ 132	$ 234	$ 346

Earnings Attributable to Shareholders per Common Share:				
Basic	$ .96	$ 1.22	$ 2.28	$ 3.14
Diluted	$ .94	$ 1.21	$ 2.24	$ 3.11
Average number of Common Shares:				
Basic	99.7	108.2	102.3	110.1
Diluted	101.3	109.5	104.1	111.4
Cash dividends per Common Share	$ .1625	$ .1375	$ .4875	$ .4125
(*) Consists of the following:				
Realized gains before impairments	$ 18	$ 68	$ 68	$ 120
Losses on securities with impairment	(6)	(8)	(23)	(42)
Non-credit portion recognized in other comprehensive income (loss)	(4)	(3)	(18)	(6)
Impairment charges recognized in earnings	(10)	(11)	(41)	(48)
Total realized gains (losses) on securities	$ 8	$ 57	$ 27	$ 72

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

		Shareholders Equity					
	Common Shares	Common Stock and Capital Surplus	Retained Earnings Appro.	Retained Earnings Unappro.	Accum. Other Comp Inc.(Loss)	Total	Noncon-trolling Interests	Total Equity
Balance at December 31, 2010	105,168,366	$ 1,271	$ 197	$ 2,523	$ 479	$ 4,470	$ 150	$ 4,620
Net earnings				234		234	(41)	193
Other comprehensive income (loss), net of tax:								
Change in unrealized gain (loss) on securities					91	91	4	95
Change in foreign currency translation					(8)	(8)	(1)	(9)
Change in unrealized pension and other postretirement benefits					1	1		1
Total comprehensive income (loss)						318	(38)	280
Allocation of losses of managed investment entities			(47)			(47)	47	
Dividends on Common Stock				(50)		(50)		(50)
Shares issued:								
Exercise of stock options	758,075	19				19		19
Other benefit plans	371,392	8				8		8
Dividend reinvestment plan	11,686							
Stock-based compensation expense		10				10		10
Shares acquired and retired	(7,803,286)	(95)		(168)		(263)		(263)
Other							(4)	(4)
Balance at September 30, 2011	98,506,233	$ 1,213	$ 150	$ 2,539	$ 563	$ 4,465	$ 155	$ 4,620
Balance at December 31, 2009	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				346		346	(32)	314
Other comprehensive income (loss), net of tax:								
Change in unrealized gain (loss) on securities					440	440	6	446
Change in foreign currency translation					7	7	2	9
Change in unrealized pension and other postretirement benefits					1	1		1
Total comprehensive income (loss)						794	(24)	770
Allocation of losses of managed investment entities			(37)			(37)	37	
Dividends on Common Stock				(46)		(46)		(46)
Shares issued:								
Exercise of stock options	1,312,149	27				27		27
Other benefit plans	388,094	6				6		6
Dividend reinvestment plan	12,652							
Stock-based compensation expense		9				9		9
Shares acquired and retired	(7,360,110)	(87)		(114)		(201)		(201)
Other		(1)				(1)	1	
Balance at September 30, 2010	107,739,128	$ 1,298	$ 224	$ 2,464	$ 607	$ 4,593	$ 152	$ 4,745

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

	Nine months ended September 30,	
	2011	2010
Operating Activities:		
Net earnings, including noncontrolling interests	$ 193	$ 314
Adjustments:		
Depreciation and amortization	139	141
Annuity benefits	383	340
Realized gains on investing activities	(23)	(57)
Net purchases of trading securities	(44)	(2)
Deferred annuity and life policy acquisition costs	(197)	(157)
Change in:		
Reinsurance and other receivables	(519)	256
Other assets	(99)	13
Insurance claims and reserves	347	(195)
Payable to reinsurers	331	(24)
Other liabilities	154	101
Other operating activities, net	(4)	51
Net cash provided by operating activities	661	781
Investing Activities:		
Purchases of:		
Fixed maturities	(4,062)	(3,737)
Equity securities	(365)	(183)
Mortgage loans	(132)	(143)
Real estate, property and equipment	(82)	(62)
Subsidiaries		(128)
Proceeds from:		
Maturities and redemptions of fixed maturities	1,455	1,474
Repayments of mortgage loans	227	35
Sales of fixed maturities	865	1,215
Sales of equity securities	88	10
Sales of real estate, property and equipment	4	3
Managed investment entities:		
Purchases of investments	(1,085)	(617)
Proceeds from sales and redemptions of investments	1,170	658
Cash and cash equivalents of businesses acquired		95
Other investing activities, net	(14)	6
Net cash used in investing activities	(1,931)	(1,374)

Financing Activities:		
Annuity receipts	2,468	1,661
Annuity surrenders, benefits and withdrawals	(971)	(914)
Additional long-term borrowings	2	158
Reductions of long-term debt	(17)	(36)
Retirement of managed investment entities liabilities	(60)	(42)
Issuances of Common Stock	19	27
Repurchases of Common Stock	(263)	(201)
Cash dividends paid on Common Stock	(50)	(46)
Other financing activities, net	34	6
Net cash provided by financing activities	1,162	613
Net Change in Cash and Cash Equivalents	(108)	20
Cash and cash equivalents at beginning of period	1,099	1,120
Cash and cash equivalents at end of period	$ 991	$ 1,140

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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 September 30, 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.

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 expects to adopt the new standard retrospectively and currently estimates that adoption will reduce AFG s deferred policy acquisition costs balance at September 30, 2011, and December 31, 2010, by 15% to 20% and shareholders equity at those dates by approximately 3%.

In June 2011, the FASB issued Accounting Standards Update 2011-05, which eliminates the option to report other comprehensive income in the statement of changes in equity. Instead, the guidance requires that all other comprehensive income (non-owner changes in shareholders equity) be presented either in a single continuous statement of comprehensive income, which would contain net income and other comprehensive income sections and replace the statement of earnings, or in a separate statement of other comprehensive income immediately following the statement of earnings. The guidance is effective January 1, 2012, with retrospective application required. The guidance relates solely to the presentation of other comprehensive income and therefore does not change the measurement of net income, other comprehensive income or earnings per share. Accordingly, the adoption of this guidance will have no impact on AFG s results of operations or financial position.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

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 nine months 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 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. 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 the other-than-temporary impairment is separated 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 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 recorded 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.

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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 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).

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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.

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 A company is considered the primary beneficiary of, and therefore must consolidate, a variable interest entity (VIE) based primarily on its ability to direct the activities of the VIE that most significantly impact that 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 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. 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 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.

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 accounting guidance adopted on January 1, 2010, the assets and liabilities of the CLOs are included in AFG s Balance Sheet at fair value. Prior to adoption of this guidance, the CLOs were not consolidated. Upon adoption of the guidance, the $261 million excess of fair value of the CLOs assets over the fair value of the liabilities was recorded in AFG s Balance Sheet as appropriated retained earnings managed investment entities, representing the cumulative effect of adopting the new guidance 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.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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.

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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.

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.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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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 related to stock-based compensation plans: third quarter 2011 and 2010 1.6 million and 1.3 million; first nine months of 2011 and 2010 1.8 million and 1.3 million, respectively.

AFG s weighted average diluted shares outstanding excludes the following anti-dilutive potential common shares related to stock compensation plans: third quarter 2011 and 2010 2.6 million and 3.1 million; first nine months of 2011 and 2010 2.3 million and 4.0 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.

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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AMERICAN FINANCIAL GROUP, INC. 10-Q
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 September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Revenues				
Property and casualty insurance:				
Premiums earned:				
Specialty				
Property and transportation	$ 500	$ 407	$ 1,029	$ 832
Specialty casualty	216	224	651	661
Specialty financial	101	92	313	347
Other	18	13	50	47
Total premiums earned	835	736	2,043	1,887
Investment income	73	80	221	257
Realized gains (losses)	15	46	47	69
Other income	20	13	55	49
Total property and casualty insurance	943	875	2,366	2,262
Annuity and supplemental insurance:				
Investment income	236	215	692	625
Life, accident and health premiums	107	112	324	340
Realized gains (losses)	(8)	(11)	(24)	(19)
Other income	28	23	78	81
Total annuity and supplemental insurance	363	339	1,070	1,027
Other	29	41	31	52
Total revenues	$ 1,335	$ 1,255	$ 3,467	$ 3,341
Operating Earnings Before Income Taxes				
Property and casualty insurance:				
Underwriting income (loss):				
Specialty				
Property and transportation	$ 5	$ 41	$ 38	$ 81
Specialty casualty	20	(13)	43	29
Specialty financial	23	36	46	91
Other	8	4	14	13
Other lines (a)			(50)	(12)
Total underwriting	56	68	91	202
Investment and other income, net	66	67	204	229
Realized gains (losses)	15	46	47	69

Total property and casualty insurance	137	181	342	500
Annuity and supplemental insurance:				
Operations	49	58	157	148
Realized gains (losses)	(8)	(11)	(24)	(19)
Total annuity and supplemental insurance	41	47	133	129
Other (b)	(23)	(20)	(156)	(116)
Total operating earnings before income taxes	$ 155	$ 208	$ 319	$ 513

(a) Includes a second quarter 2011 special charge of $50 million to increase asbestos and environmental reserves.

(b) Includes a second quarter 2011 special charge of $9 million to increase asbestos and environmental reserves and the following earnings (losses) of managed investment entities for the third quarter and first nine months of 2011 and 2010 (in millions):

Attributable to:				
AFG shareholders, including management fees	$ 3	$ 8	$ 18	$ 23
Noncontrolling interests	$ 8	$ (4)	$ (47)	$ (37)

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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.

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

	Level 1	Level 2	Level 3	Total
September 30, 2011				
Assets:				
Available for sale (AFS) fixed maturities:				
U.S. Government and government agencies	$ 234	$ 188	$	$ 422
States, municipalities and political subdivisions		3,697	72	3,769
Foreign government		267		267
Residential MBS		3,540	284	3,824
Commercial MBS		2,774	28	2,802
All other corporate	9	10,023	436	10,468
Total AFS fixed maturities	243	20,489	820	21,552
Trading fixed maturities		440	1	441
Equity securities	777	129	24	930
Assets of managed investment entities (MIE)	132	2,267	40	2,439
Variable annuity assets (separate accounts) (a)		515		515
Other investments		47		47
Total assets accounted for at fair value	$ 1,152	$ 23,887	$ 885	$ 25,924
Liabilities:				
Liabilities of managed investment entities	$ 47	$	$ 2,182	$ 2,229
Derivatives in annuity benefits accumulated			332	332
Total liabilities accounted for at fair value	$ 47	$	$ 2,514	$ 2,561
December 31, 2010				
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	9	9,201	436	9,646
Total AFS fixed maturities	258	18,296	774	19,328
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	$ 815	$ 22,001	$ 846	$ 23,662
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	$ 65	$	$ 2,448	$ 2,513

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

During the third 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 September 30, 2011, were Level 3 assets. Approximately 95% of these assets were priced using non-binding broker quotes. 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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Changes in balances of Level 3 financial assets and liabilities during the third quarter and first nine months 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 June 30, 2011	Net income	Total realized/unrealized gains (losses) included in Other comp. income (loss)	Purchases and issuances	Sales and Settlements	Transfer into Level 3	Transfer out of Level 3	Balance at September 30, 2011
AFS fixed maturities:								
State and municipal	$ 84	$	$ 4	$	$ (3)	$	$ (13)	$ 72
Residential MBS	255	1	(4)	25	(9)	24	(8)	284
Commercial MBS	10			9		9		28
All other corporate	382	2	11	32	(14)	46	(23)	436
Trading fixed maturities	1							1
Equity securities	21		(1)	2		2		24
Assets of MIE	53	(6)		5	(7)		(5)	40
Liabilities of MIE (*)	(2,322)	89			51			(2,182)
Embedded derivatives	(299)	31		(71)	7			(332)

(*) Total realized/unrealized loss included in net income includes losses of $89 million related to liabilities outstanding as of September 30, 2011. See *Note H Managed Investment Entities*.

	Balance at June 30, 2010	Net income	Total realized/unrealized gains (losses) included in Other comp. income (loss)	Purchases, sales, issuances and settlements	Transfer into Level 3	Transfer out of Level 3	Balance at September 30, 2010
AFS fixed maturities:							
State and municipal	$ 21	$	$	$	$	$	$ 21
Residential MBS	326	4	11	5	7	(61)	292

Commercial MBS	6	(1)					5
All other corporate	426		7	14	27	(22)	452
Trading fixed maturities	1						1
Equity securities	24					(3)	21
Assets of MIE	46			(4)			42
Liabilities of MIE	(2,152)	(51)		4			(2,199)
Embedded derivatives	(128)	(26)		(16)			(170)

	Balance at Dec. 31, 2010	Net income	Total realized/unrealized gains (losses) included in Other comp. income (loss)	Purchases and issuances	Sales and Settlements	Transfer into Level 3	Transfer out of Level 3	Balance at September 30, 2011
AFS fixed maturities:								
State and municipal	$ 20	$	$ 5	$ 53	$ (3)	$ 10	$ (13)	$ 72
Residential MBS	312	2	(6)	42	(29)	31	(68)	284
Commercial MBS	6			9		13		28
All other corporate	436	1	17	123	(51)	70	(160)	436
Trading fixed maturities	3						(2)	1
Equity securities	21		1	2	(2)	2		24
Assets of MIE	48	(7)		21	(13)	8	(17)	40
Liabilities of MIE (*)	(2,258)	17			59			(2,182)
Embedded derivatives	(190)	2		(161)	17			(332)

(*) Total realized/unrealized loss included in net income includes losses of $19 million related to liabilities outstanding as of September 30, 2011. See *Note H Managed Investment Entities*.

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	Balance at Dec. 31, 2009	Consolidate Managed Inv. Entities	Total realized/unrealized gains (losses) included in Net income	Other comp. income (loss)	Purchases, sales, issuances and settlements	Transfer into Level 3	Transfer out of Level 3	Balance at September 30, 2010
AFS fixed maturities:								
State and municipal	$ 23	$	$	$ 1	$ (3)	$ 17	$ (17)	$ 21
Residential MBS	435		6	22	11	9	(191)	292
Commercial MBS			(1)		6			5
All other corporate	311	(6)	(12)	15	101	96	(53)	452
Trading fixed maturities	1				4		(4)	1
Equity securities	25			(1)			(3)	21
Assets of MIE		90	5		(8)	7	(52)	42
Liabilities of MIE		(2,100)	(141)		42			(2,199)
Embedded derivatives	(113)		(25)		(32)			(170)

Fair Value of Financial Instruments The following table presents (in millions) the carrying value and estimated fair value of AFG s financial instruments at September 30, 2011 and December 31, 2010.

	September 30, 2011		December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets:				
Cash and cash equivalents	$ 991	$ 991	$ 1,099	$ 1,099
Fixed maturities	21,993	21,993	19,721	19,721
Equity securities	930	930	690	690
Mortgage loans	384	387	468	469
Policy loans	253	253	264	264
Other investments derivatives	47	47	98	98
Assets of managed investment entities	2,439	2,439	2,537	2,537
Variable annuity assets (separate accounts)	515	515	616	616
Liabilities:				
Annuity benefits accumulated(*)	$ 14,582	$ 14,437	$ 12,696	$ 12,233
Long-term debt	937	1,023	952	1,023
Liabilities of managed investment entities	2,229	2,229	2,323	2,323
Variable annuity liabilities (separate accounts)	515	515	616	616

Other liabilities	derivatives	24	24	14	14

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

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.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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E. Investments

Available for sale fixed maturities and equity securities at September 30, 2011, and December 31, 2010, consisted of the following (in millions):

	September 30, 2011				December 31, 2010			
	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses	Amortized Cost	Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
Fixed maturities:								
U.S. Government and government agencies	$ 401	$ 422	$ 21	$	$ 453	$ 467	$ 15	$ (1)
States, municipalities and political subdivisions	3,521	3,769	252	(4)	2,927	2,939	53	(41)
Foreign government	249	267	18		269	278	9	
Residential MBS	3,771	3,824	198	(145)	3,781	3,875	222	(128)
Commercial MBS	2,635	2,802	178	(11)	1,972	2,123	153	(2)
All other corporate	9,720	10,468	810	(62)	9,088	9,646	602	(44)
Total fixed maturities	$ 20,297	$ 21,552	$ 1,477	$ (222)	$ 18,490	$ 19,328	$ 1,054	$ (216)
Common stocks	$ 629	$ 788	$ 198	$ (39)	$ 312	$ 543	$ 232	$ (1)
Perpetual preferred stocks	$ 146	$ 142	$ 5	$ (9)	$ 146	$ 147	$ 6	$ (5)

The non-credit related portion of other-than-temporary impairment charges are included in other comprehensive income (loss). Such charges taken for residential MBS still owned at September 30, 2011 and December 31, 2010, respectively were $231 million and $258 million.

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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 September 30, 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
September 30, 2011						
Fixed maturities:						
U.S. Government and government agencies	$	$ 31	100%	$	$	%
States, municipalities and political subdivisions	(2)	162	99%	(2)	48	96%
Foreign government			%			%
Residential MBS	(40)	942	96%	(105)	444	81%
Commercial MBS	(11)	285	96%		7	100%
All other corporate	(48)	1,146	96%	(14)	81	85%
Total fixed maturities	$ (101)	$ 2,566	96%	$ (121)	$ 580	83%
Common Stocks	$ (39)	$ 260	87%	$	$	%
Perpetual Preferred Stocks	$ (3)	$ 43	93%	$ (6)	$ 34	85%
December 31, 2010						
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 September 30, 2011 the gross unrealized losses on fixed maturities of $222 million relate to approximately 950 securities. Investment grade securities (as determined by nationally recognized rating agencies) represented approximately 44% of the gross unrealized loss and 66% of the fair value.

Gross Unrealized Losses on MBS At September 30, 2011, gross unrealized losses on AFG s residential MBS represented 65% of the total gross unrealized loss on fixed maturity securities (and 87% of the twelve months or more). Of the residential MBS that have been in an unrealized loss position (impaired) for 12 months or more (234 securities), approximately 26% of the unrealized losses and 44% 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 nine months of 2011, AFG recorded in earnings $45 million in other-than-temporary impairment charges related to its residential MBS.

Gross Unrealized Losses on All Other Corporates For the first nine months of 2011, AFG recorded in earnings $4 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 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.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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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).

	2011	2010
Balance at June 30	$ 171	$ 121
Additional credit impairments on:		
Previously impaired securities	8	11
Securities without prior impairments	2	1
Reductions disposals	(1)	
Balance at September 30	$ 180	$ 133
Balance at January 1	$ 143	$ 99
Additional credit impairments on:		
Previously impaired securities	37	34
Securities without prior impairments	7	8
Reductions disposals	(7)	(8)
Balance at September 30	$ 180	$ 133

The table below sets forth the scheduled maturities of available for sale fixed maturities as of September 30, 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 September 30, 2011.

	Amortized Cost	Fair Value Amount	%
Maturity			
One year or less	$ 544	$ 558	2%
After one year through five years	5,076	5,367	25
After five years through ten years	6,326	6,859	32
After ten years	1,945	2,142	10
	13,891	14,926	69
MBS	6,406	6,626	31
Total	$ 20,297	$ 21,552	100%

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 September 30, 2011 or December 31, 2010.

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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.

	Pre-tax	Deferred Tax and Amounts Attributable to Noncontrolling Interests	Net
September 30, 2011			
Unrealized gain on:			
Fixed maturity securities	$ 1,255	$ (447)	$ 808
Equity securities	155	(54)	101
Deferred policy acquisition costs	(535)	187	(348)
Annuity benefits and other liabilities	7	(2)	5
	$ 882	$ (316)	$ 566
December 31, 2010			
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
	$ 736	$ (261)	$ 475

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	Mortgage Loans and Other Investments	Other(a)	Tax Effects	Noncon-trolling Interests	Total
Quarter ended September 30, 2011							
Realized before impairments	$ 27	$ 6	$ (15)	$	$ (6)	$	$ 12
Realized impairments	(12)	(2)		4	3		(7)
Change in Unrealized	172	(75)		(100)	2	(2)	(3)
Quarter ended September 30, 2010							

Realized before impairments	$ 46	$ 27	$ (1)	$ (4)	$ (23)	$ (1)	$ 44
Realized impairments	(12)	(1)	(2)	4	4		(7)
Change in Unrealized	498	(8)		(177)	(109)	(4)	200
Nine months ended September 30, 2011							
Realized before impairments	$ 51	$ 41	$ (22)	$ (2)	$ (24)	$ (1)	$ 43
Realized impairments	(49)	(2)	(4)	14	14		(27)
Change in Unrealized	417	(77)		(194)	(51)	(4)	91
Nine months ended September 30, 2010							
Realized before impairments	$ 115	$ 29	$ (15)	$ (9)	$ (41)	$ (2)	$ 77
Realized impairments	(62)	(1)	(5)	20	17		(31)
Change in Unrealized	1,131	(11)		(434)	(240)	(6)	440

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

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Realized gains (losses) on securities includes net gains of $3 million in the third quarter and net losses of less than $1 million in the first nine months of 2011 compared to net gains of $25 million and $51 million in the third quarter and first nine months 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):

	Nine months ended September 30,	
	2011	2010
Fixed maturities:		
Gross gains	$ 57	$ 74
Gross losses	(5)	(10)
Equity securities:		
Gross gains	42	29
Gross losses	(1)	

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):

		September 30, 2011		December 31, 2010	
Derivative	Balance Sheet Line	Asset	Liability	Asset	Liability
MBS with embedded derivatives	Fixed maturities	$ 98	$	$ 101	$
Interest rate swaptions	Other investments	7		21	
Indexed annuities (embedded derivative)	Annuity benefits accumulated		332		190
Equity index call options	Other investments	40		77	
Reinsurance contracts (embedded derivative)	Other liabilities		24		14
		$ 145	$ 356	$ 199	$ 204

The MBS with embedded derivatives consist primarily of interest-only MBS with interest rates that float inversely with short-term rates. AFG records the entire change in the fair value of these securities in earnings. 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 approximately one-third of annuity benefits accumulated at September 30, 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 third quarter and first nine months of 2011 and 2010 (in millions):

		Three months ended September 30,		Nine months ended September 30,	
Derivative	Statement of Earnings Line	2011	2010	2011	2010
MBS with embedded derivatives	Realized gains	$ 3	$ 25	$	$ 51
Interest rate swaptions	Realized gains	(15)	(2)	(22)	(16)
Indexed annuities (embedded derivative)	Annuity benefits	31	(26)	2	(25)
Equity index call options	Annuity benefits	(50)	23	(30)	11
Reinsurance contracts (embedded derivative)	Investment income	(6)	(6)	(10)	(16)
		$ (37)	$ 14	$ (60)	$ 5

G. Deferred Policy Acquisition Costs

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

	September 30, 2011	December 31, 2010
Property and casualty insurance	$ 330	$ 324
Annuity and supplemental insurance:		
Policy acquisition costs	979	892
Policyholder sales inducements	205	204
Present value of future profits (PVFP)	148	164
Impact of unrealized gains and losses on securities	(535)	(340)
Total annuity and supplemental	797	920
	$ 1,127	$ 1,244

The PVFP amounts in the table above are net of $190 million and $174 million of accumulated amortization at September 30, 2011 and December 31, 2010, respectively. Amortization of the PVFP was $5 million in the third quarter and $16 million during the first nine months of 2011 and $6 million in the third quarter and $22 million during the first nine months of 2010, respectively.

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. In addition, AFG purchased $49 million face amount of the most senior debt tranche of one of the CLOs for $46 million in August 2011. 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 the subordinate debt tranches of 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. As permitted by the CLO indentures, the holder of the majority of the most subordinate debt tranche of one of AFG s CLOs notified AFG in July 2011 of its decision to liquidate the CLO in August 2011. Prior to liquidation, this notice was rescinded and liquidation did not occur. In October 2011, AFG began marketing a new CLO with a similar structure to the existing CLOs, which is expected to initially have both assets and liabilities of approximately $400 million.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

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 $60 million at September 30, 2011.

The revenues and expenses of the CLOs are separately identified in AFG s Statement of Earnings after the elimination of management fees and earnings attributable to shareholders of AFG as measured by the change in the fair value of AFG s investments in the CLOs. Selected financial information related to the CLOs is shown below (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Gains (losses) on change in fair value of assets/liabilities (a):				
Assets	$ (88)	$ 47	$ (71)	$ 97
Liabilities	89	(51)	17	(141)
Management fees paid to AFG	5	5	13	13
CLO earnings (losses) attributable to:				
AFG shareholders (b)	(2)	3	5	10
Noncontrolling interests (b)	8	(4)	(47)	(37)

(a) Included in AFG s Revenues.

(b) Included in AFG s Operating earnings before income taxes.

The aggregate unpaid principal balance of the CLOs fixed maturity investments exceeded the fair value of the investments by $143 million and $69 million at September 30, 2011 and December 31, 2010. The aggregate unpaid principal balance of the CLOs debt exceeded its fair value by $316 million and $301 million at those dates. The CLO assets include $2 million and $6 million in loans at September 30, 2011 and December 31, 2010, (aggregate unpaid principal balance of $7 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 nine months ended September 30, 2011.

In the third quarter of 2010, management reached a decision to de-emphasize the sale of supplemental health insurance products through career agents, including the sale of a marketing subsidiary. As a result of this decision, AFG performed an interim impairment test of the goodwill associated with the reporting unit using an income valuation method based on discounted cash flows. Based on the results of this test, AFG recorded a goodwill impairment charge of $22 million (included in realized gains (losses) on subsidiaries) to write off all of the goodwill related to this reporting unit.

Included in other assets in AFG s Balance Sheet is $40 million at September 30, 2011 and $49 million at December 31, 2010, in amortizable intangible assets related to property and casualty insurance acquisitions. These amounts are net of accumulated amortization of $44 million and $35 million, respectively. Amortization of these intangibles was $3 million in the third quarter and $9 million during the first nine months of both 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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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

J. Long-Term Debt

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

	September 30, 2011	December 31, 2010
Direct obligations of AFG:		
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	3	3
	600	600
Subsidiaries:		
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	64	65
Secured borrowings ($17 and $18 guaranteed by AFG)	33	41
National Interstate bank credit facility	22	20
American Premier 10-7/8% Subordinated Notes		8
	317	332
Payable to Subsidiary Trusts:		
AAG Holding Variable Rate Subordinated Debentures due May 2033	20	20
	$ 937	$ 952

Scheduled principal payments on debt for the balance of 2011 and the subsequent five years were as follows: 2011 $3 million; 2012 $34 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:

	September 30, 2011	December 31, 2010
Unsecured obligations	$ 840	$ 846
Obligations secured by real estate	64	65
Other secured borrowings	33	41
	$ 937	$ 952

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 September 30, 2011.

In May 2011, American Premier paid $8 million to redeem its outstanding 10-7/8% Subordinated Notes at maturity.

In June 2010, National Interstate borrowed $30 million under its bank credit facility in connection with the July acquisition of Vanliner. In September 2010, AFG issued $132 million of 7% Senior Notes due in 2050.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
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. 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	Pension and Other Postretirement Plans Adjustment	Tax Effects	Noncon-trolling Interests	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2010	$ 736(a)	$ 9	$ (13)	$ (253)	$	$ 479(a)
Unrealized holding gains on securities arising during the period	199			(70)	(5)	124
Realized gains included in net income	(53)			19	1	(33)
Foreign currency translation gains		(9)			1	(8)
Other			1			1
Balance at September 30, 2011	$ 882(a)	$	$ (12)	$ (304)	$ (3)	$ 563(a)
Balance at December 31, 2009	$ 258	$ 1	$ (13)	$ (86)	$ 3	$ 163
Unrealized holding gains on securities arising during the period	778			(272)	(7)	499
Realized gains included in net income	(92)			32	1	(59)
Foreign currency translation losses		9			(2)	7
Other	(6)		1	2		(3)
	$ 938	$ 10	$ (12)	$ (324)	$ (5)	$ 607

Balance at September 30, 2010

(a) Includes net pretax unrealized losses of $14 million ($9 million net of tax) at September 30, 2011 and $17 million ($11 million net of tax) at December 31, 2010 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 nine 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 in the third quarter of 2011 and 2010 and $16 million and $15 million during the first nine months of 2011 and 2010, respectively.

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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED

L. Income Taxes

Income (losses) attributable to noncontrolling interests related to AFG s managed investment entities are non-taxable (non-deductible). For the first nine months of 2011 and 2010, respectively, AFG s operating earnings before income taxes included $47 million and $37 million of such non-deductible losses, thereby increasing AFG s effective tax rate. For the third quarter of 2011 and 2010, respectively, operating earnings before income taxes included $8 million of non-taxable income and $4 million of non-deductible losses related to the managed investment entities.

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

Except as discussed in *Management s Discussion and Analysis Special Asbestos and Environmental Reserve Charge,* 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.

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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)

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
SEPTEMBER 30, 2011						
Assets:						
Cash and investments	$ 353	$ 41	$	$ 24,561	$ (1)	$ 24,954
Recoverables from reinsurers and prepaid reinsurance premiums				3,478		3,478
Agents balances and premiums receivable				866		866
Deferred policy acquisition costs				1,127		1,127
Assets of managed investment entities				2,439		2,439
Other assets	97	8	8	2,193	(40)	2,266
Investment in subsidiaries and affiliates	4,867	2,061	2,149	651	(9,728)	
Total assets	$ 5,317	$ 2,110	$ 2,157	$ 35,315	$ (9,769)	$ 35,130
Liabilities and Equity:						
Unpaid losses and loss adjustment expenses and unearned premiums	$	$	$	$ 8,249	$	$ 8,249
Annuity, life, accident and health benefits and reserves				16,484	(1)	16,483
Liabilities of managed investment entities				2,229		2,229
Long-term debt	600	1	219	118	(1)	937
Other liabilities	252	19	113	2,410	(182)	2,612
Total liabilities	852	20	332	29,490	(184)	30,510
Total shareholders equity	4,465	2,090	1,825	5,670	(9,585)	4,465
Noncontrolling interests				155		155

Total liabilities and equity	$ 5,317	$ 2,110	$ 2,157	$ 35,315	$ (9,769)	$ 35,130
DECEMBER 31, 2010						
Assets:						
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	4,816	1,899	1,996	671	(9,382)	
Total assets	$ 5,264	$ 1,938	$ 2,001	$ 32,651	$ (9,400)	$ 32,454
Liabilities and Equity:						
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	194	19	110	1,888	(154)	2,057
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				150		150
Total liabilities and equity	$ 5,264	$ 1,938	$ 2,001	$ 32,651	$ (9,400)	$ 32,454

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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
CONDENSED CONSOLIDATING STATEMENT OF EARNINGS
(In millions)

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2011						
Revenues:						
Property and casualty insurance premiums	$	$	$	$ 835	$	$ 835
Life, accident and health premiums				107		107
Realized gains (losses)				8		8
Income of managed investment entities				28		28
Investment and other income	(2)	3		364	(8)	357
Equity in earnings of subsidiaries	169	37	39		(245)	
Total revenues	167	40	39	1,342	(253)	1,335
Costs and Expenses:						
Insurance benefits and expenses				1,059		1,059
Interest charges on borrowed money	16		6	4	(5)	21
Expenses of managed investment entities				17		17
Other operating and general expenses	7	3	2	72	(1)	83
Total costs and expenses	23	3	8	1,152	(6)	1,180
Operating earnings before income taxes	144	37	31	190	(247)	155
Provision (credit) for income taxes	48	12	9	59	(80)	48
Net earnings, including noncontrolling interests	96	25	22	131	(167)	107
Less: Net earnings (loss) attributable to noncontrolling interests				11		11

Net Earnings Attributable to Shareholders	$ 96	$ 25	$ 22	$ 120	$ (167)	$ 96

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010						
Revenues:						
Property and casualty insurance premiums	$	$	$	$ 736	$	$ 736
Life, accident and health premiums				112		112
Realized gains (losses)		(2)		37		35
Income of managed investment entities				19		19
Investment and other income	3	3		352	(5)	353
Equity in earnings of subsidiaries	242	48	76		(366)	
Total revenues	245	49	76	1,256	(371)	1,255
Costs and Expenses:						
Insurance benefits and expenses				919		919
Interest charges on borrowed money	15		6	6	(6)	21
Expenses of managed investment entities				15		15
Other operating and general expenses	16	6	2	68		92
Total costs and expenses	31	6	8	1,008	(6)	1,047
Operating earnings before income taxes	214	43	68	248	(365)	208
Provision (credit) for income taxes	82	21	22	97	(140)	82
Net earnings, including noncontrolling interests	132	22	46	151	(225)	126
Less: Net earnings (loss) attributable to noncontrolling interests				(6)		(6)

Net Earnings Attributable to Shareholders	$ 132	$ 22	$ 46	$ 157	$ (225)	$ 132

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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
CONDENSED CONSOLIDATING STATEMENT OF EARNINGS
(In millions)

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011						
Revenues:						
Property and casualty insurance premiums	$	$	$	$ 2,043	$	$ 2,043
Life, accident and health premiums				324		324
Realized gains (losses)				25	(1)	24
Income of managed investment entities				24		24
Investment and other income		8		1,066	(22)	1,052
Equity in earnings of subsidiaries	447	126	144		(717)	
Total revenues	447	134	144	3,482	(740)	3,467
Costs and Expenses:						
Insurance benefits and expenses				2,763		2,763
Interest charges on borrowed money	48		19	12	(16)	63
Expenses of managed investment entities				53		53
Other operating and general expenses	39	12	4	218	(4)	269
Total costs and expenses	87	12	23	3,046	(20)	3,148
Operating earnings before income taxes	360	122	121	436	(720)	319
Provision (credit) for income taxes	126	42	41	163	(246)	126
Net earnings, including noncontrolling interests	234	80	80	273	(474)	193
Less: Net earnings (loss) attributable to noncontrolling interests				(41)		(41)

Net Earnings Attributable to Shareholders	$ 234	$ 80	$ 80	$ 314	$ (474)	$ 234

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010						
Revenues:						
Property and casualty insurance premiums	$	$	$	$ 1,887	$	$ 1,887
Life, accident and health premiums				340		340
Realized gains (losses)		(2)		52		50
Income of managed investment entities				24		24
Investment and other income	3	8		1,045	(16)	1,040
Equity in earnings of subsidiaries	621	129	172		(922)	
Total revenues	624	135	172	3,348	(938)	3,341
Costs and Expenses:						
Insurance benefits and expenses				2,454		2,454
Interest charges on borrowed money	42		19	13	(17)	57
Expenses of managed investment entities				38		38
Other operating and general expenses	37	13	5	224		279
Total costs and expenses	79	13	24	2,729	(17)	2,828
Operating earnings before income taxes	545	122	148	619	(921)	513
Provision (credit) for income taxes	199	49	50	236	(335)	199
Net earnings, including noncontrolling interests	346	73	98	383	(586)	314
Less: Net earnings (loss) attributable to noncontrolling interests				(32)		(32)

Net Earnings Attributable to Shareholders	$ 346	$ 73	$ 98	$ 415	$ (586)	$ 346

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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
(In millions)

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2011						
Operating Activities:						
Net earnings, including noncontrolling interests	$ 234	$ 80	$ 80	$ 273	$ (474)	$ 193
Adjustments:						
Equity in net earnings of subsidiaries	(295)	(83)	(95)		473	
Dividends from subsidiaries	275	3	8		(286)	
Other operating activities, net	13	(2)	2	454	1	468
Net cash provided by (used in) operating activities	227	(2)	(5)	727	(286)	661
Investing Activities:						
Purchases of investments, property and equipment	(42)			(4,599)		(4,641)
Returns of capital from (capital contributions to) subsidiaries	45	(12)	(1)		(32)	
Proceeds from maturities and redemptions of investments	4	9		1,669		1,682
Proceeds from sales of investments, property and equipment	5			952		957
Managed investment entities:						
Purchases of investments				(1,085)		(1,085)
Proceeds from sales and redemptions of investments				1,170		1,170
Other investing activities, net				(14)		(14)
Net cash provided by (used in) investing activities	12	(3)	(1)	(1,907)	(32)	(1,931)
Financing Activities:						
Annuity receipts				2,468		2,468
Annuity surrenders, benefits and withdrawals				(971)		(971)
				2		2

Additional long-term borrowings						
Reductions of long-term debt				(17)		(17)
Retirement of managed investment entities liabilities				(60)		(60)
Issuances of Common Stock	19					19
Capital contributions from (returns of capital to) parent		12	6	(50)	32	
Repurchases of Common Stock	(263)					(263)
Cash dividends paid	(50)			(286)	286	(50)
Other financing activities, net				34		34
Net cash provided by (used in) financing activities	(294)	12	6	1,120	318	1,162
Net change in cash and cash equivalents	(55)	7		(60)		(108)
Cash and cash equivalents at beginning of period	370	20		709		1,099
Cash and cash equivalents at end of period	$ 315	$ 27	$	$ 649	$	$ 991

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AMERICAN FINANCIAL GROUP, INC. 10-Q
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
(In millions)

	AFG	GAFRI	AAG Holding	All Other Subs	Consol. Entries	Consolidated
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010						
Operating Activities:						
Net earnings, including noncontrolling interests	$ 346	$ 73	$ 98	$ 383	$ (586)	$ 314
Adjustments:						
Equity in net earnings of subsidiaries	(395)	(78)	(114)		587	
Dividends from subsidiaries	359		16		(375)	
Other operating activities, net	(52)	(2)	4	518	(1)	467
Net cash provided by (used in) operating activities	258	(7)	4	901	(375)	781
Investing Activities:						
Purchases of investments, property and equipment	(6)			(4,119)		(4,125)
Purchase of subsidiaries				(128)		(128)
Capital contributions to subsidiaries	(12)	(2)	(5)		19	
Proceeds from maturities and redemptions of investments		6		1,503		1,509
Proceeds from sales of investments, property and equipment				1,228		1,228
Managed investment entities:						
Purchases of investments				(617)		(617)
Proceeds from sales and redemptions of investments				658		658
Other investing activities, net				101		101
Net cash provided by (used in) investing activities	(18)	4	(5)	(1,374)	19	(1,374)
Financing Activities:						
Annuity receipts				1,661		1,661
Annuity surrenders, benefits and withdrawals				(914)		(914)

Additional long-term borrowings	128			30		158
Reductions of long-term debt				(36)		(36)
Retirement of managed investment entities liabilities				(42)		(42)
Issuances of Common Stock	26			1		27
Capital contributions from parent		12	1	6	(19)	
Repurchases of Common Stock	(201)					(201)
Cash dividends paid	(46)			(375)	375	(46)
Other financing activities, net	(1)			7		6
Net cash provided by (used in) financing activities	(94)	12	1	338	356	613
Net change in cash and cash equivalents	146	9		(135)		20
Cash and cash equivalents at beginning of period	197	12		911		1,120
Cash and cash equivalents at end of period	$ 343	$ 21	$	$ 776	$	$ 1,140

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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 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.

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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 third quarter and first nine months of 2011 were $96 million ($.94 per share, diluted) and $234 million ($2.24 per share diluted), respectively, compared to $132 million ($1.21 per share, diluted) and $346 million ($3.11 per share, diluted) reported in the same periods of 2010. For the first nine months of 2011 compared to the 2010 period, improved operating results in the annuity and supplemental insurance group were more than offset by a second quarter 2011 special charge to strengthen reserves for asbestos and other environmental exposures, primarily within the property and casualty run-off operations, lower underwriting profit and investment income in AFG s on-going property and casualty insurance operations, and lower realized gains.

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.

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LIQUIDITY AND CAPITAL RESOURCES

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

	September 30, 2011	December 31, 2010	2009
Long-term debt	$ 937	$ 952	$ 828
Total capital	4,943	5,050	4,698
Ratio of debt to total capital:			
Including debt secured by real estate	19.0%	18.9%	17.6%
Excluding debt secured by real estate	17.9%	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 1.80 for the nine months ended September 30, 2011 and 2.41 for the entire year of 2010. Excluding annuity benefits, this ratio was 5.87 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 under 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 nine months of 2011, AFG repurchased 7.8 million shares of its Common Stock for $263 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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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 advances 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 advanced. GALIC s $17 million investment in FHLB capital stock at September 30, 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. In October 2011, GALIC purchased an additional $2 million in FHLB stock and the FHLB advanced GALIC $100 million for up to five years at LIBOR + .02% (currently .26%). GALIC has invested the proceeds from the advance in fixed maturity securities for the purpose of earning a spread over the interest payments due to 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 $22 million outstanding under this agreement at September 30, 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. 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. With declining rates, AFG receives some protection (from spread compression) due to the ability to lower crediting rates, subject to contractually guaranteed minimum interest rates (GMIRs). AFG began selling new policies with GMIRs below 2% in 2003; almost all new business since late 2010 has been issued with a 1% GMIR. At September 30, 2011, the average crediting rate of all AFG annuities was approximately 3.2%, while the average GMIR was approximately 2.6%. This margin provides AFG the flexibility to lower its crediting rates by up to 60 basis points on average in the future should market interest rates continue to remain low for a long period of time.

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 September 30, 2011, contained $21.6 billion in Fixed maturities classified as available for sale and $930 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, $441 million in fixed maturities were classified as trading with changes in unrealized holding gains or losses included in investment income.

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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 31% 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 94% 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 September 30, 2011 (dollars in millions). Increases or decreases from the 100 basis points illustrated would be approximately proportional.

Fair value of fixed maturity portfolio	$ 21,993
Pretax impact on fair value of 100 bps increase in interest rates	$ (1,056)
Pretax impact as % of total fixed maturity portfolio	(4.8%)

Approximately 90% of the fixed maturities held by AFG at September 30, 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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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 September 30, 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	$ 324	$ 339	105%	$ 15	100%
Non-agency prime	2,081	2,168	104	87	71
Alt-A	745	717	96	(28)	47
Subprime	635	611	96	(24)	28
Commercial	2,673	2,840	106	167	100
Other	23	26	113	3	50
	$ 6,481	$ 6,701	103%	$ 220	78%

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 September 30, 2011, 98% (based on statutory carrying value of $6.4 billion) of AFG s MBS securities had an NAIC designation of 1 or 2.

Municipal bonds represented approximately 17% of AFG s fixed maturity portfolio at September 30, 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 September 30, 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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Summarized information for the unrealized gains and losses recorded in AFG s Balance Sheet at September 30, 2011, is shown in the following table (dollars in millions). Approximately $154 million of available for sale Fixed maturities and $34 million of Equity securities had no unrealized gains or losses at September 30, 2011.

	Securities With Unrealized Gains	Securities With Unrealized Losses
Available for Sale Fixed Maturities		
Fair value of securities	$ 18,252	$ 3,146
Amortized cost of securities	$ 16,775	$ 3,368
Gross unrealized gain (loss)	$ 1,477	$ (222)
Fair value as % of amortized cost	109%	93%
Number of security positions	3,628	950
Number individually exceeding $2 million gain or loss	143	6
Concentration of gains (losses) by type or industry (exceeding 5% of unrealized):		
Mortgage-backed securities	$ 376	$ (156)
States and municipalities	252	(4)
Banks, savings and credit institutions	93	(32)
Gas and electric services	173	(2)
Percentage rated investment grade	95%	66%
Equity Securities		
Fair value of securities	$ 559	$ 337
Cost of securities	$ 356	$ 385
Gross unrealized gain (loss)	$ 203(*)	$ (48)
Fair value as % of cost	157%	88%
Number of security positions	95	125
Number individually exceeding $2 million gain or loss	6	7

(*) Includes $138 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 September 30, 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
Maturity		
One year or less	3%	2%
After one year through five years	26	17
After five years through ten years	34	22
After ten years	11	6

	74	47
Mortgage-backed securities (average life of approximately four years)	26	53
	100%	100%

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The table below (dollars in millions) summarizes the unrealized gains and losses on fixed maturity securities by dollar amount.

Fixed Maturities at September 30, 2011	Aggregate Fair Value	Aggregate Unrealized Gain (Loss)	Fair Value as % of Cost Basis
Securities with unrealized gains:			
Exceeding $500,000 (870 issues)	$ 10,255	$ 1,099	112%
$500,000 or less (2,758 issues)	7,997	378	105
	$ 18,252	$ 1,477	109%
Securities with unrealized losses:			
Exceeding $500,000 (135 issues)	$ 870	$ (135)	87%
$500,000 or less (815 issues)	2,276	(87)	96
	$ 3,146	$ (222)	93%

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.

Securities with Unrealized Losses at September 30, 2011	Aggregate Fair Value	Aggregate Unrealized Loss	Fair Value as % of Cost Basis
Investment grade fixed maturities with losses for:			
Less than one year (355 issues)	$ 1,786	$ (62)	97%
One year or longer (118 issues)	289	(35)	89
	$ 2,075	$ (97)	96%
Non-investment grade fixed maturities with losses for:			
Less than one year (308 issues)	$ 780	$ (39)	95%
One year or longer (169 issues)	291	(86)	77
	$ 1,071	$ (125)	90%
Common equity securities with losses for:			

Less than one year (98 issues)	$ 260	$ (39)	87%
One year or longer (5 issues)			
	$ 260	$ (39)	87%
Perpetual preferred equity securities with losses for:			
Less than one year (12 issues)	$ 43	$ (3)	93%
One year or longer (10 issues)	34	(6)	85
	$ 77	$ (9)	90%

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.*

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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 September 30, 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 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 outcome of the 2011 study with the assistance of outside firms is included in AFG s nine month results. See *Results of Operations Special Asbestos and Environmental Reserve Charge* below and *Management s Discussion and Analysis Uncertainties* in AFG s 2010 Form 10-K.

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MANAGED INVESTMENT ENTITIES

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

	Before CLO Consolidation	Managed Investment Entities	Consol. Entries	Consolidated As Reported
September 30, 2011				
Assets:				
Cash and other investments	$ 25,014	$	$ (60)(a)	$ 24,954
Assets of managed investment entities		2,439		2,439
Other assets	7,737			7,737
Total assets	$ 32,751	$ 2,439	$ (60)	$ 35,130
Liabilities:				
Unpaid losses, loss adjustment expenses and unearned premiums	$ 8,249	$	$	$ 8,249
Annuity, life, accident and health benefits and reserves	16,483			16,483
Liabilities of managed investment entities		2,289	(60)(a)	2,229
Long-term debt and other liabilities	3,549			3,549
Total liabilities	28,281	2,289	(60)	30,510
Shareholders Equity:				
Common Stock and Capital surplus	1,213			1,213
Retained earnings:				
Appropriated managed investment entities		150		150
Unappropriated	2,539			2,539
Accumulated other comprehensive income	563			563
Total shareholders equity	4,315	150		4,465
Noncontrolling interests	155			155
Total equity	4,470	150		4,620
Total liabilities and equity	$ 32,751	$ 2,439	$ (60)	$ 35,130
December 31, 2010				

Assets:				
Cash and other investments	$ 22,687	$	$ (17)(a)	$ 22,670
Assets of managed investment entities		2,537		2,537
Other assets	7,247			7,247
Total assets	$ 29,934	$ 2,537	$ (17)	$ 32,454
Liabilities:				
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	3,009			3,009
Total liabilities	25,511	2,340	(17)	27,834
Shareholders equity:				
Common Stock and Capital surplus	1,271			1,271
Retained earnings:				
Appropriated managed investment entities		197		197
Unappropriated	2,523			2,523
Accumulated other comprehensive income	479			479
Total shareholders equity	4,273	197		4,470
Noncontrolling interests	150			150
Total equity	4,423	197		4,620
Total liabilities and equity	$ 29,934	$ 2,537	$ (17)	$ 32,454

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

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CONDENSED CONSOLIDATING STATEMENT OF EARNINGS

	Before CLO Consolidation(a)	Managed Investment Entities	Consol. Entries	Consolidated As Reported
Nine months ended September 30, 2011				
Revenues:				
Insurance premiums	$ 2,367	$	$	$ 2,367
Investment income	916			916
Realized gains (losses) on securities	32		(5)(b)	27
Realized gains (losses) on subsidiaries	(3)			(3)
Income (loss) of managed investment entities:				
Investment income		78		78
Loss on change in fair value of assets/liabilities		(51)	(3)(b)	(54)
Other income	149		(13)(c)	136
Total revenues	3,461	27	(21)	3,467
Costs and Expenses:				
Insurance benefits and expenses	2,763			2,763
Expenses of managed investment entities		74	(21)(b)(c)	53
Interest on borrowed money and other expenses	332			332
Total costs and expenses	3,095	74	(21)	3,148
Operating earnings before income taxes	366	(47)		319
Provision for income taxes	126			126
Net earnings, including noncontrolling interests	240	(47)		193
Less: Net earnings (loss) attributable to noncontrolling interests	6		(47)(d)	(41)
Net Earnings Attributable to Shareholders	$ 234	$ (47)	$ 47	$ 234
Nine months ended September 30, 2010				
Revenues:				
Insurance premiums	$ 2,227	$	$	$ 2,227
Investment income	885			885
Realized gains (losses) on securities	82		(10)(b)	72
Realized gains (losses) on subsidiaries	(22)			(22)

Income (loss) of managed investment entities:				
Investment income		68		68
Loss on change in fair value of assets/liabilities		(49)	5(b)	(44)
Other income	168		(13)(c)	155
Total revenues	3,340	19	(18)	3,341
Costs and Expenses:				
Insurance benefits and expenses	2,454			2,454
Expenses of managed investment entities		56	(18)(b)(c)	38
Interest on borrowed money and other expenses	336			336
Total costs and expenses	2,790	56	(18)	2,828
Operating earnings before income taxes	550	(37)		513
Provision for income taxes	199			199
Net earnings, including noncontrolling interests	351	(37)		314
Less: Net earnings (loss) attributable to noncontrolling interests	5		(37)(d)	(32)
Net Earnings Attributable to Shareholders	$ 346	$ (37)	$ 37	$ 346

(a) Includes $5 million and $10 million for the first nine months of 2011 and 2010, respectively, in realized gains representing the change in fair value of AFG s CLO investments plus $13 million for each of the same periods in CLO management fees earned.

(b) Elimination of the change in fair value of AFG s investments in the CLOs, including $8 million and $5 million for the first nine months of 2011 and 2010, respectively, 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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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 s net earnings attributable to shareholders, determined in accordance with GAAP, include certain items that may not be indicative of its ongoing core operations. The following table identifies such items and reconciles net earnings attributable to shareholders to core net operating earnings, a non-GAAP financial measure that AFG believes is a useful tool for investors and analysts in analyzing ongoing operating trends (in millions, except per share amounts):

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Core net operating earnings	$ 91	$ 117	$ 258	$ 322
Special asbestos and environmental (A&E) charge(*)			(38)	
Realized gains (*)	5	15	14	24
Net earnings attributable to shareholders	$ 96	$ 132	$ 234	$ 346
Diluted per share amounts:				
Core net operating earnings	$ .90	$ 1.07	2.48	$ 2.89
Special asbestos and environmental charge			(.37)	
Realized gains	.04	.14	.13	.22
Net earnings attributable to shareholders	$ .94	$ 1.21	$ 2.24	$ 3.11

(*) The tax effects of reconciling items are shown below (in millions):

Special A&E charge	$	$	$ 21	$
Realized gains	(3)	(20)	(10)	(25)

In addition, realized gains(losses) are shown net of noncontrolling interests of $1 million for the first nine months of 2010.

Net earnings attributable to shareholders and core net operating earnings decreased in the third quarter and first nine months of 2011 compared to the same periods in 2010. Lower underwriting profit and lower investment income in the Specialty property and casualty insurance operations, partially offset by increased earnings in the annuity and supplemental operations in the first nine months of 2011, contributed to these results. Net earnings attributable to shareholders in 2011 was also impacted by lower realized gains and the second quarter special A&E charge.

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.

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.

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

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Gross Written Premiums				
Property and transportation	$ 1,104	$ 809	$ 1,918	$ 1,450
Specialty casualty	325	335	967	998
Specialty financial	146	129	391	379
Other			1	1
	$ 1,575	$ 1,273	$ 3,277	$ 2,828
Net Written Premiums				
Property and transportation	$ 575	$ 450	$ 1,175	$ 912
Specialty casualty	220	227	645	676
Specialty financial	103	10	297	212
Other	17	16	51	44
	$ 915	$ 703	$ 2,168	$ 1,844
Combined Ratios				
Property and transportation	99.1%	89.9%	96.3%	90.3%
Specialty casualty	90.7	105.6	93.4	95.7
Specialty financial	77.2	60.4	85.3	73.8
Total Specialty	93.2	90.7	93.0	88.8
Aggregate (including discontinued lines)	93.2%	90.7%	95.5%	89.4%
Favorable (Unfavorable) Prior Year Development				
Property and transportation	$ (3)	$ (2)	$ 23	$ 22
Specialty casualty	23	(3)	50	47
Specialty financial	9	16	9	39
Other specialty	5	4	10	14
	34	15	92	122
Other (primarily asbestos and environmental charges)		(1)	(50)	(12)
Aggregate (including discontinued lines)	$ 34	$ 14	$ 42	$ 110

Gross and net written premiums increased in the third quarter and first nine months of 2011 compared to the same 2010 periods due primarily to higher premiums in the property and transportation segment. In addition, higher net

written premiums in 2011 reflect the impact of a third quarter 2010 reinsurance transaction in the specialty financial group. Overall average renewal rates for the third quarter and first nine months of 2011 were flat when compared to the same 2010 periods.

The Specialty insurance operations generated an underwriting profit of $56 million in the 2011 third quarter compared to $68 million in the third quarter of 2010. Higher favorable reserve development was more than offset by lower underwriting profits in the crop business, underwriting losses in a block of program business and higher catastrophe losses. Catastrophe losses were $13 million compared to $6 million in the 2010 third quarter. Underwriting profit for the Specialty insurance operations for the first nine months of 2011 was $141 million compared to $214 million in the comparable 2010 period. This difference was primarily the result of lower crop profits, lower favorable reserve development and underwriting losses in a block of program business.

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Property and transportation gross and net written premiums for the third quarter and first nine months of 2011 were higher than the comparable 2010 periods as a result of the impact of higher spring agricultural commodity prices on crop premiums. Nine month gross and net written premiums were also impacted by additional premiums from the Vanliner acquisition. This group reported an underwriting profit of $5 million in the 2011 third quarter, $36 million lower than the 2010 third quarter. Lower crop profits, higher catastrophe losses and lower underwriting profits in the transportation businesses contributed to these results. Underwriting profit in the first nine months of 2011 decreased approximately $43 million from the comparable 2010 period.

Specialty casualty gross and net written premiums for the third quarter and first nine months of 2011 were down from the comparable 2010 periods. The non-renewal of two major programs that did not meet return thresholds and a decision to exit the excess workers compensation business resulted in lower premiums in both 2011 periods. This group reported an underwriting profit of $20 million in the 2011 third quarter compared to an underwriting loss of $13 million in the third quarter of 2010. The increase in underwriting profit was primarily attributable to a significant reduction in prior year adverse reserve development. Improved results in the general liability, excess and surplus, and California workers compensation businesses were offset somewhat by lower underwriting profits in the targeted markets operations. Specialty casualty underwriting profit in the first nine months of 2011 was $43 million, approximately $14 million higher than the comparable 2010 period. Higher underwriting profit in the excess and surplus lines and improved prior year favorable reserve development more than offset underwriting losses in a block of program business.

Specialty financial net written premiums increased in the third quarter and the first nine months of 2011 as a result of a third quarter 2010 reinsurance transaction that involved the sale of unearned premiums related to the automotive lines of business. These increased premiums were offset to some extent by lower premiums in the financial institutions business, as a result of the reduction in coastal and near-coastal exposures. This group reported underwriting profit of $23 million for the third quarter of 2011 compared to $36 million for the same period a year ago. Higher catastrophe losses in the financial institutions business and lower favorable reserve development in the run-off automotive residual value insurance (RVI) business impacted 2011 results. Additionally, third quarter 2010 results reflect pre-tax income of approximately $8 million in connection with a reinsurance transaction involving the sale of unearned premiums related to the automotive lines of business. Specialty financial underwriting profit was $46 million for the nine month period, compared to $91 million in the same 2010 period, primarily the result of lower favorable RVI reserve development and the 2010 reinsurance transaction.

Special Asbestos and Environmental Reserve Charge In the second quarter of 2011, AFG completed a comprehensive study of its asbestos and environmental exposures relating to the run-off operations of its property and casualty group and its exposures related to former railroad and manufacturing operations and sites.

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As a result of the study, AFG recorded a $50 million special charge (net of reinsurance) to increase the property and casualty group s asbestos reserves by $28 million and its environmental reserves by $22 million. At September 30, 2011, the property and casualty group s A&E reserves were $375 million, net of reinsurance recoverables. At that date, AFG s three year survival ratio was 17.8 times paid losses for the asbestos reserves and 12.0 times paid losses for the total A&E reserves. Excluding amounts associated with the settlements of asbestos related coverage litigation for A.P. Green Industries (see *Legal Proceedings in AFG s 2010 Form 10-K*) and another large claim, AFG s three year survival ratio was 11.3 and 8.5 times paid losses for the asbestos reserves and total A&E reserves, respectively. These ratios compare favorably with A.M. Best s most recent report on A&E survival ratios (February 2011) which were 8.3 for asbestos and 7.7 for total industry A&E reserves.

The property and casualty group s asbestos reserve increase related primarily to exposures on business assumed from other insurers resulting from an increase in anticipated aggregate exposures in several large settlements involving several insurers in which AFG has a small proportionate share. Some insurers have settled long-standing asbestos exposures with their insureds and are seeking payment from reinsurers. Asbestos reserves related to the property and casualty group s direct asbestos exposures were increased to reflect higher frequency and severity of mesothelioma and other cancer claims as well as increased defense costs on many of these claims. These trends were partially offset by a decline in the number of claims without serious injury and fewer new claims that required payment being reported to AFG. The increase in the property and casualty group s environmental reserves was attributed primarily to a small number of increases on specific environmental claims at several sites.

In addition to the property and casualty group, the study encompassed reserves for asbestos and environmental exposures of AFG s former railroad and manufacturing operations. As a result of the study, AFG recorded a $9 million special charge (included in other expenses) to increase its (i) asbestos reserves by $3 million in recognition of a higher number of expected mesothelioma and lung cancer cases than had previously been estimated, partially offset by a decrease in the number of claims without serious injury and (ii) environmental reserves by $6 million due primarily to higher estimated costs with respect to several existing sites. At September 30, 2011, AFG had liabilities totaling $99 million for environmental and personal injury claims associated with its former railroad and manufacturing operations.

The study relied on a ground-up exposure analysis. With respect to asbestos, it considered products and non-products exposures, paid claims history, the pattern of new claims, settlements and projected development. The asbestos legal climate remains very difficult to predict. While some progress has been made in state asbestos tort reform and judicial rulings, that progress has been somewhat offset by increased claims costs, increased defense costs, the assertion of non-products theories and an expanding pool of plaintiffs and defendants.

Annuity and Supplemental Insurance Operations Operating earnings before income taxes for the annuity and supplemental insurance segment decreased $9 million (16%) in the third quarter as higher earnings from growth in the annuity business and lower operating and general expenses were more than offset by the impact of the third quarter 2011 decrease in the stock market and, to a lesser extent, the accounting impact of lower interest rates on fixed indexed annuity (FIA) results. The $9 million (6%) increase in this segment s pretax operating earnings for the first nine months of 2011 compared to the 2010 period was due primarily to higher earnings in the fixed annuity operations, especially the bank distribution channels, as well as higher earnings in the supplemental health insurance operations.

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A 14% decline in the S&P 500 Index during the third quarter of 2011 had a negative impact on variable and FIA results of approximately $8 million. FIA results for the 2011 third quarter were also adversely impacted by approximately $4 million due to the effect of the decline in interest rates on the fair value of FIA embedded derivatives. AFG expects that much of this negative impact will reverse over time. During the third quarter of 2010, the positive impact of an 11% increase in the S&P 500 Index was offset by the impact of a decline in interest rates on the fair value of the embedded derivatives.

AFG performs a review (unlocking) of its major actuarial assumptions throughout the year, with a more comprehensive review in the fourth quarter. These actuarial assumptions include management s expectation of long-term reinvestment rates. No unlockings were recorded during the first nine months of 2011 and 2010. Given current market conditions, the effect of any such fourth quarter 2011 unlocking is not expected to be material to AFG.

Statutory Annuity Premiums The following table summarizes AFG s annuity sales (in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
403(b) Fixed and Indexed Annuities:				
First Year	$ 3	$ 6	$ 14	$ 26
Renewal	34	35	122	122
Single Sum	23	35	58	86
Subtotal	60	76	194	234
Non-403(b) Indexed Annuities	495	221	1,206	504
Non-403(b) Fixed Annuities	74	106	196	365
Bank Annuities Direct	63	165	278	361
Bank Annuities Indirect	181	131	542	141
Variable Annuities	17	17	52	56
Total Annuity Premiums	$ 890	$ 716	$ 2,468	$ 1,661

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 third quarter and first nine months of 2011 compared to the same periods in 2010 is attributable to increased sales of indexed annuities in the non-403(b) single premium market and higher sales through the indirect bank distribution channel.

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. Management believes the decrease in Bank Annuities Direct premiums in 2011 reflects AFG s reduction in crediting rates, making certificates of deposit, competitors bank annuities and other investment options more competitive. AFG started selling through its indirect bank distribution channel in the second quarter of 2010. The increase in Bank Annuities Indirect premiums for the 2011 third quarter reflects the addition of several new banks.

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Management s Discussion and Analysis
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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 September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Premiums				
Supplemental insurance operations				
First year	$ 9	$ 14	$ 30	$ 52
Renewal	91	91	275	268
Life operations (in run-off)	7	7	19	20
	$ 107	$ 112	$ 324	$ 340
Benefits				
Supplemental insurance operations	$ 81	$ 81	$ 245	$ 250
Life operations (in run-off)	9	9	30	29
	$ 90	$ 90	$ 275	$ 279

Investment Income The $14 million and $31 million increases in investment income for the third quarter and first nine months of 2011, respectively, compared to the same periods in 2010 reflect higher average invested assets, primarily related to growth in the annuity business, partially offset by lower yields on fixed maturity investments. Investment income includes $6 million and $21 million in the third quarter and first nine months of 2011 and $14 million and $58 million in the third quarter and first nine months of 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.

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

	Three months ended September 30,		Nine months ended September 30,	
	2011	2010	2011	2010
Realized gains (losses) before impairments:				
Disposals	$ 30	$ 50	$ 93	$ 95
Change in the fair value of derivatives	(12)	22	(23)	34
Adjustments to annuity deferred policy acquisition costs and related items		(4)	(2)	(9)
	18	68	68	120
Impairment charges:				
Securities	(14)	(15)	(55)	(68)
Adjustments to annuity deferred policy acquisition costs and related items	4	4	14	20
	(10)	(11)	(41)	(48)
	$ 8	$ 57	$ 27	$ 72

The change in fair value of derivatives includes net gains of $3 million in the third quarter and net losses of less than $1 million in the first nine months of 2011 and net gains of $25 million and $51 million in the third quarter and first nine months of 2010 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.*

Realized Losses on Subsidiaries In the third quarter of 2010, AFG recorded an impairment charge of $22 million resulting from management s decision to de-emphasize the sale of supplemental health insurance products through career agents, including the sale of a marketing subsidiary. See *Note I Goodwill and Other Intangibles.*

Other Income The decrease in other income for the third quarter and first nine months of 2011 compared to the 2010 periods reflects $16 million in income recorded in the third quarter of 2010 from the sale of real estate and the termination of leases by a tenant.

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.

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The $28 million and $43 million increases in annuity benefits for the third quarter and first nine months of 2011 compared to the 2010 periods reflect growth in the annuity business as well as the impact of the third quarter 2011 decline in interest rates and poor stock market performance on the fair value of derivatives related to the fixed index annuity business, partially offset by the impact of lower average crediting rates.

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). 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. If the current interest rate environment persists through the end of the year, AFG may be required to write-off DPAC related to its fixed annuity business. Any such write-off is not expected to have a material impact on AFG s net earnings for the year.

Interest Charges on Borrowed Money Interest expense increased $6 million (11%) during the first nine months of 2011 compared to the same period of 2010 reflecting AFG s issuance of $132 million of 7% Senior Notes in September 2010.

Other Operating and General Expenses Other operating and general expenses for 2011 include a $9 million second quarter special charge to increase liabilities related to asbestos and environmental exposures of AFG s former railroad and manufacturing operations. For a discussion of the study that resulted in the A&E charge, see *Special Asbestos and Environmental Reserve Charge* under *Results of Operations Property and Casualty Insurance - Underwriting*. The A&E charge was offset by the impact of a $10 million recovery in the first quarter of 2011 on a prior property and casualty extracontractual obligation claim.

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ITEM 3

Quantitative and Qualitative Disclosure of Market Risk

As of September 30, 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 third 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 third 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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AMERICAN FINANCIAL GROUP, INC. 10-Q
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 nine months 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)
First Quarter	2,457,721	$ 34.04	2,457,721	10,250,706
Second Quarter	2,710,121	$ 34.79	2,710,121	7,540,585
July	534,800	$ 34.33	534,800	7,005,785
August	1,550,269	$ 31.76	1,550,269	5,455,516
September	550,375	$ 31.60	550,375	4,905,141

(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.

ITEM 6
Exhibits

Number	Exhibit Description
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.
101	The following financial information from American Financial Group s Form 10-Q for the quarter ended September 30, 2011 formatted in XBRL (Extensible Business Reporting Language):

(i) Consolidated Balance Sheet

(ii) Consolidated Statement of Earnings

(iii) Consolidated Statement of Changes in Equity

(iv) Consolidated Statement of Changes in Cash Flows

(v) Notes to Consolidated Financial Statements

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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.

November 7, 2011

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