

AMERICAN FINANCIAL GROUP INC

Form 10-Q

August 05, 2016

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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 June

30, 2016

Commission

File No.

1-13653

AMERICAN FINANCIAL GROUP, INC.

Incorporated under the Laws of Ohio IRS Employer I.D. No. 31-1544320

301 East Fourth Street, Cincinnati, Ohio 45202

(513) 579-2121

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of August 1, 2016, there were 86,893,457 shares of the Registrant's Common Stock outstanding, excluding 14.9 million shares owned by subsidiaries.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

TABLE OF CONTENTS

	Page
<u>Part I — Financial Information</u>	
<u>Item 1 — Financial Statements:</u>	
<u>Consolidated Balance Sheet</u>	<u>2</u>
<u>Consolidated Statement of Earnings</u>	<u>3</u>
<u>Consolidated Statement of Comprehensive Income</u>	<u>4</u>
<u>Consolidated Statement of Changes in Equity</u>	<u>5</u>
<u>Consolidated Statement of Cash Flows</u>	<u>6</u>
<u>Notes to Consolidated Financial Statements</u>	<u>7</u>
<u>Item 2 — Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>34</u>
<u>Item 3 — Quantitative and Qualitative Disclosure about Market Risk</u>	<u>88</u>
<u>Item 4 — Controls and Procedures</u>	<u>88</u>
<u>Part II — Other Information</u>	
<u>Item 1A — Risk Factors</u>	<u>88</u>
<u>Item 2 — Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>89</u>
<u>Item 6 — Exhibits</u>	<u>90</u>
<u>Signature</u>	<u>90</u>

---

Table of Contents

## 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)

	June 30, 2016	December 31, 2015
Assets:		
Cash and cash equivalents	\$1,548	\$ 1,220
Investments:		
Fixed maturities, available for sale at fair value (amortized cost — \$32,882 and \$31,565)	34,638	32,284
Fixed maturities, trading at fair value	271	254
Equity securities, available for sale at fair value (cost — \$1,400 and \$1,469)	1,472	1,553
Equity securities, trading at fair value	86	166
Mortgage loans	1,159	1,067
Policy loans	195	201
Real estate and other investments	1,270	991
Total cash and investments	40,639	37,736
Recoverables from reinsurers	2,576	2,636
Prepaid reinsurance premiums	521	480
Agents' balances and premiums receivable	992	937
Deferred policy acquisition costs	881	1,184
Assets of managed investment entities	4,410	4,047
Other receivables	788	820
Variable annuity assets (separate accounts)	595	608
Other assets	1,132	1,190
Goodwill	199	199
Total assets	\$52,733	\$ 49,837
Liabilities and Equity:		
Unpaid losses and loss adjustment expenses	\$8,203	\$ 8,127
Unearned premiums	2,109	2,060
Annuity benefits accumulated	28,596	26,622
Life, accident and health reserves	702	705
Payable to reinsurers	588	591
Liabilities of managed investment entities	4,192	3,781
Long-term debt	998	998
Variable annuity liabilities (separate accounts)	595	608
Other liabilities	1,557	1,575
Total liabilities	47,540	45,067
Shareholders' equity:		
Common Stock, no par value		
— 200,000,000 shares authorized	87	87
— 86,850,459 and 87,474,452 shares outstanding		
Capital surplus	1,228	1,214
Retained earnings	3,016	2,987
Accumulated other comprehensive income, net of tax	669	304
Total shareholders' equity	5,000	4,592

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Noncontrolling interests	193	178
Total equity	5,193	4,770
Total liabilities and equity	\$52,733	\$ 49,837

2

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Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENT OF EARNINGS (UNAUDITED)

(In Millions, Except Per Share Data)

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Revenues:				
Property and casualty insurance net earned premiums	\$1,027	\$985	\$2,025	\$1,931
Life, accident and health net earned premiums	6	27	12	52
Net investment income	423	404	834	792
Realized gains (losses) on:				
Securities (*)	(16 )	(1 )	(34 )	18
Subsidiaries	2	—	2	(162 )
Income (loss) of managed investment entities:				
Investment income	48	38	93	72
Gain (loss) on change in fair value of assets/liabilities	11	(2 )	(2 )	(5 )
Other income	80	92	126	142
Total revenues	1,581	1,543	3,056	2,840
Costs and Expenses:				
Property and casualty insurance:				
Losses and loss adjustment expenses	687	601	1,268	1,177
Commissions and other underwriting expenses	348	338	682	651
Annuity benefits	223	151	451	335
Life, accident and health benefits	9	33	18	65
Annuity and supplemental insurance acquisition expenses	42	66	77	107
Interest charges on borrowed money	19	20	37	40
Expenses of managed investment entities	36	28	71	52
Other expenses	81	80	160	157
Total costs and expenses	1,445	1,317	2,764	2,584
Earnings before income taxes	136	226	292	256
Provision for income taxes	73	77	125	82
Net earnings, including noncontrolling interests	63	149	167	174
Less: Net earnings attributable to noncontrolling interests	9	8	12	14
Net Earnings Attributable to Shareholders	\$54	\$141	\$155	\$160
Earnings Attributable to Shareholders per Common Share:				
Basic	\$0.63	\$1.60	\$1.79	\$1.82
Diluted	\$0.62	\$1.57	\$1.76	\$1.79
Average number of Common Shares:				
Basic	86.8	87.7	86.8	87.6
Diluted	88.4	89.5	88.4	89.4
Cash dividends per Common Share	\$0.28	\$0.25	\$0.56	\$0.50
<hr/>				
(*) Consists of the following:				
Realized gains before impairments	\$23	\$29	\$57	\$52

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Losses on securities with impairment	(39	)	(30	)	(90	)	(34	)
Non-credit portion recognized in other comprehensive income (loss)	—		—		(1	)	—	
Impairment charges recognized in earnings	(39	)	(30	)	(91	)	(34	)
Total realized gains (losses) on securities	\$(16	)	\$(1	)	\$(34	)	\$18	

3

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Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

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

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Net earnings, including noncontrolling interests	\$63	\$149	\$167	\$174
Other comprehensive income (loss), net of tax:				
Net unrealized gains (losses) on securities:				
Unrealized holding gains (losses) on securities arising during the period	213	(214 )	338	(145 )
Reclassification adjustment for realized (gains) losses included in net earnings	10	(1 )	21	(13 )
Total net unrealized gains (losses) on securities	223	(215 )	359	(158 )
Net unrealized gains (losses) on cash flow hedges	1	(1 )	4	—
Foreign currency translation adjustments	1	—	7	(8 )
Pension and other postretirement plans adjustments	—	—	1	—
Other comprehensive income (loss), net of tax	225	(216 )	371	(166 )
Total comprehensive income (loss), net of tax	288	(67 )	538	8
Less: Comprehensive income attributable to noncontrolling interests	13	5	18	12
Comprehensive income (loss) attributable to shareholders	\$275	\$(72 )	\$520	\$(4 )

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

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

	Common Shares	Shareholders' Equity				Accumulated Other Comp. Total	Noncon- trolling Interests	Total Equity
		Common and Capital Surplus	Stock Retained Approp.	Earnings Unapprop.	Income			
Balance at December 31, 2015	87,474,452	\$ 1,301	\$ —	\$ 2,987	\$ 304	\$ 4,592	\$ 178	\$ 4,770
Net earnings	—	—	—	155	—	155	12	167
Other comprehensive income	—	—	—	—	365	365	6	371
Dividends on Common Stock	—	—	—	(48 )	—	(48 )	—	(48 )
Shares issued:								
Restricted stock awards	317,230	—	—	—	—	—	—	—
Exercise of stock options	448,136	16	—	—	—	16	—	16
Other benefit plans	72,050	5	—	—	—	5	—	5
Dividend reinvestment plan	7,427	1	—	—	—	1	—	1
Stock-based compensation:								
Expense	—	10	—	—	—	10	—	10
Excess tax benefits	—	4	—	—	—	4	—	4
Shares acquired and retired	(1,438,142 )	(22 )	—	(76 )	—	(98 )	—	(98 )
Shares exchanged — benefit plans	(28,044 )	—	—	(2 )	—	(2 )	—	(2 )
Forfeitures of restricted stock	(2,650 )	—	—	—	—	—	—	—
Other	—	—	—	—	—	—	(3 )	(3 )
Balance at June 30, 2016	86,850,459	\$ 1,315	\$ —	\$ 3,016	\$ 669	\$ 5,000	\$ 193	\$ 5,193
Balance at December 31, 2014	87,708,793	\$ 1,240	\$ (2 )	\$ 2,914	\$ 727	\$ 4,879	\$ 175	\$ 5,054
Cumulative effect of accounting change	—	—	2	—	—	2	—	2
Net earnings	—	—	—	160	—	160	14	174
Other comprehensive loss	—	—	—	—	(164 )	(164 )	(2 )	(166 )
Dividends on Common Stock	—	—	—	(44 )	—	(44 )	—	(44 )
Shares issued:								
Restricted stock awards	171,130	—	—	—	—	—	—	—
Exercise of stock options	852,691	28	—	—	—	28	—	28
Other benefit plans	88,181	5	—	—	—	5	—	5
Dividend reinvestment plan	7,041	—	—	—	—	—	—	—
Stock-based compensation:								
Expense	—	10	—	—	—	10	—	10
Excess tax benefits	—	6	—	—	—	6	—	6
Shares acquired and retired	(1,254,791 )	(18 )	—	(60 )	—	(78 )	—	(78 )
Shares exchanged — benefit plans	(32,633 )	—	—	(2 )	—	(2 )	—	(2 )
Other	—	—	—	—	—	—	(5 )	(5 )
Balance at June 30, 2015	87,540,412	\$ 1,271	\$ —	\$ 2,968	\$ 563	\$ 4,802	\$ 182	\$ 4,984



Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

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

(In Millions)

	Six months ended June 30,	
	2016	2015
Operating Activities:		
Net earnings, including noncontrolling interests	\$167	\$174
Adjustments:		
Depreciation and amortization	53	84
Annuity benefits	451	335
Realized (gains) losses on investing activities	(3	) 81
Net (purchases) sales of trading securities	85	(5 )
Deferred annuity and life policy acquisition costs	(124	) (90 )
Change in:		
Reinsurance and other receivables	42	314
Other assets	(150	) (83 )
Insurance claims and reserves	121	(64 )
Payable to reinsurers	(3	) (134 )
Other liabilities	12	53
Managed investment entities' assets/liabilities	(199	) (107 )
Other operating activities, net	(26	) 18
Net cash provided by operating activities	426	576
Investing Activities:		
Purchases of:		
Fixed maturities	(3,776	) (3,728 )
Equity securities	(101	) (152 )
Mortgage loans	(255	) (62 )
Real estate, property and equipment	(26	) (32 )
Proceeds from:		
Maturities and redemptions of fixed maturities	2,073	1,688
Repayments of mortgage loans	163	127
Sales of fixed maturities	373	231
Sales of equity securities	139	149
Sales of real estate, property and equipment	43	92
Managed investment entities:		
Purchases of investments	(869	) (808 )
Proceeds from sales and redemptions of investments	771	439
Other investing activities, net	(282	) (58 )
Net cash used in investing activities	(1,747	) (2,114 )
Financing Activities:		
Annuity receipts	2,533	2,012
Annuity surrenders, benefits and withdrawals	(1,118	) (937 )
Net transfers from variable annuity assets	17	20
Reductions of long-term debt	—	(37 )
Issuances of managed investment entities' liabilities	1,028	639

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Retirements of managed investment entities' liabilities	(682 )	(192 )
Issuances of Common Stock	20	34
Repurchases of Common Stock	(98 )	(78 )
Cash dividends paid on Common Stock	(48 )	(44 )
Other financing activities, net	(3 )	(6 )
Net cash provided by financing activities	1,649	1,411
Net Change in Cash and Cash Equivalents	328	(127 )
Cash and cash equivalents at beginning of period	1,220	1,343
Cash and cash equivalents at end of period	\$1,548	\$1,216

6

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Table of Contents

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

INDEX TO NOTES

A. Accounting Policies	H. Managed Investment Entities
B. Sale of Business	I. Goodwill and Other Intangibles
C. Segments of Operations	J. Long-Term Debt
D. Fair Value Measurements	K. Shareholders' Equity
E. Investments	L. Income Taxes
F. Derivatives	M. Contingencies
G. Deferred Policy Acquisition Costs	N. Subsequent Event

A. Accounting Policies

**Basis of Presentation** The accompanying consolidated financial statements for American Financial Group, Inc. and its subsidiaries (“AFG”) 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 (“GAAP”).

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 June 30, 2016, and prior to the filing of this Form 10-Q, have been evaluated for potential recognition or disclosure herein.

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

**Fair Value Measurements** Accounting standards define fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The standards establish a hierarchy of valuation techniques based on whether the assumptions that market participants would use in pricing the asset or liability (“inputs”) are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect AFG’s assumptions about the assumptions market participants would use in pricing the asset or liability. AFG did not have any significant nonrecurring fair value measurements in the first six months of 2016.

**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 (“AOCI”) 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 net investment income. Mortgage and policy loans are carried primarily at the aggregate unpaid balance.

In January 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-01, which, among other things, will require all equity securities currently classified as “available for sale” to be

reported at fair value, with holding gains and losses recognized in net income, instead of AOCI. AFG will be required to adopt this guidance effective January 1, 2018.

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) on securities) 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

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

before recovery of its amortized cost basis, then the other-than-temporary impairment is separated into two components: (i) the amount related to credit losses (recorded in earnings) and (ii) the amount related to all other factors (recorded in other comprehensive income). 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. Changes in fair value of derivatives are included in earnings, unless the derivatives are designated and qualify as highly effective cash flow hedges. Derivatives that do not qualify for hedge accounting under GAAP 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.

To qualify for hedge accounting, at the inception of a derivative contract, AFG formally documents the relationship between the terms of the hedge and the hedged items and its risk management objective. This documentation includes defining how hedge effectiveness and ineffectiveness will be measured on a retrospective and prospective basis.

Changes in the fair value of derivatives that are designated and qualify as highly effective cash flow hedges are recorded in AOCI and are reclassified into earnings when the variability of the cash flows from the hedged items impacts earnings. Any hedge ineffectiveness is immediately recorded in current period earnings. When the change in the fair value of a qualifying cash flow hedge is included in earnings, it is included in the same line item in the statement of earnings as the cash flows from the hedged item. AFG uses interest rate swaps that are designated and qualify as highly effective cash flow hedges to mitigate interest rate risk related to certain floating-rate securities included in AFG's portfolio of fixed maturity securities.

For derivatives that are designated and qualify as highly effective fair value hedges, changes in the fair value of the derivative, along with changes in the fair value of the hedged item attributable to the hedged risk, are recognized in current period earnings. AFG has entered into an interest rate swap that qualifies as a highly effective fair value hedge to mitigate the interest rate risk associated with fixed-rate long-term debt by economically converting certain fixed-rate debt obligations to floating-rate obligations. Since the terms of the swap match the terms of the hedged debt, changes in the fair value of the swap are offset by changes in the fair value of the hedged debt attributable to changes in interest rates. Accordingly, the net impact on AFG's current period earnings is that the interest expense associated with the hedged debt is effectively recorded at the floating rate.

**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. An entity is not required to complete the quantitative annual goodwill impairment test on a reporting unit if the entity elects to perform a qualitative analysis and determines that it is more likely than not that the reporting unit's fair value exceeds its carrying amount.

**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 (i) the estimated reinsurance recoverable on paid and unpaid losses, including an estimate for losses incurred but not

reported, and (ii) amounts paid or due 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.

An AFG subsidiary cedes life insurance policies to a third party on a funds withheld basis whereby the subsidiary retains the assets (securities) associated with the reinsurance contract. Interest is credited to the reinsurer based on the actual investment performance of the retained assets. This reinsurance contract is considered to contain an embedded derivative (that must be adjusted to fair value) because the yield on the payable is based on a specific block of the ceding company's assets, rather than the overall creditworthiness of the ceding company. AFG determined that changes in the fair value of the underlying portfolio of fixed maturity securities is an appropriate measure of the value of the embedded derivative. The securities related to this contract are classified as "trading." The adjustment to fair value on the embedded derivative offsets the investment income recorded on the adjustment to fair value of the related trading portfolio.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Deferred Policy Acquisition Costs (“DPAC”) Policy acquisition costs (principally commissions, premium taxes and certain underwriting and policy issuance costs) directly related to the successful acquisition or renewal of an insurance contract 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 and unamortized acquisition 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 annuity policy charges, less death, annuitization and guaranteed withdrawal 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) on securities.

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. See “Life, Accident and Health Reserves” below for details on the impact of loss recognition on the accounting for traditional life and health insurance contracts.

DPAC includes the present value of future profits on business in force of annuity and life, accident and health 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.

DPAC and certain other balance sheet amounts related to annuity, long-term care and life businesses are also adjusted, net of tax, for the change in expense that would have been recorded if the unrealized gains (losses) from securities had actually been realized. These adjustments are included in unrealized gains (losses) on marketable securities, a component of AOCI in AFG’s Balance Sheet.

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, collateralized loan obligations (“CLOs”) that are VIEs (see Note H — “Managed Investment Entities”). 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) through its investment in the CLO debt tranches, it has exposure to CLO losses (limited to the amount

AFG invested) and the right to receive CLO benefits that could potentially be significant to the CLOs.

On January 1, 2016, AFG adopted ASU 2015-02, which amended certain consolidation accounting guidance, including the VIE guidance that applies to collateralized financing entities such as CLOs. The new guidance affects how fee arrangements with CLO asset managers impact the determination of the primary beneficiary of those entities. Due to the significance of AFG's investments in the CLOs that it manages, the new guidance did not impact the consolidation of AFG's currently outstanding CLOs. The new guidance also impacted the consolidation analysis that applies to limited partnerships and similar entities, but did not result in a change to the accounting for AFG's existing investments in those entities.

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. AFG has elected the fair value option for reporting on the CLO assets and



Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

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 is presented separately in AFG's Statement of Earnings.

Effective January 1, 2015, AFG adopted (on a modified retrospective basis) ASU 2014-13, which addresses the diversity in practice regarding the accounting for assets and liabilities of a consolidated collateralized financing entity (such as a CLO) when an election has been made to account for that entity's assets and liabilities at fair value. The fair values of a CLO's assets may differ from the separately measured fair values of its liabilities even though the CLO liabilities only have recourse to the CLO assets. Under the new guidance, AFG elected to set the carrying value of the CLO liabilities equal to the fair value of the CLO assets (which have more observable fair values) as an alternative to reporting those liabilities at a separately measured fair value. CLO earnings attributable to AFG's shareholders continue to be measured by the change in the fair value of AFG's investments in the CLOs and management fees earned.

Prior to the adoption of ASU 2014-13, measuring both the CLO assets and CLO liabilities at separately determined fair values resulted in a difference between the carrying value of the CLO assets and the carrying value of the CLO liabilities that was not attributable to AFG's ownership interest in the CLOs. This difference was recorded as "appropriated retained earnings — managed investment entities" in AFG's Balance Sheet. In accordance with the guidance adopted in 2015, the amount reported as "appropriated retained earnings — managed investment entities" at December 31, 2014 was reclassified to "liabilities of managed investment entities" on January 1, 2015 as the cumulative effect of an accounting change.

**Unpaid Losses and Loss Adjustment Expenses** The net liabilities stated for unpaid claims and for expenses of investigation and adjustment of unpaid claims represent management's best estimate and are based upon (i) the accumulation of case estimates for losses reported prior to the close of the accounting period on direct business written; (ii) estimates received from ceding reinsurers and insurance pools and associations; (iii) estimates of unreported losses (including possible development on known claims) based on past experience; (iv) estimates based on experience of expenses for investigating and adjusting claims; and (v) 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 policy charges are credited to other income.

For certain products, annuity benefits accumulated also includes reserves for accrued persistency and premium bonuses, guaranteed withdrawals and excess benefits expected to be paid on future deaths and annuitizations ("EDAR"). The liabilities for EDAR and guaranteed withdrawals are 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 annuity policy charges, and unearned revenues once they are recognized as income.

Annuity benefits accumulated also includes amounts advanced from the Federal Home Loan Bank of Cincinnati.

**Unearned Revenue** Certain upfront policy charges on annuities are deferred as unearned revenue (included in other liabilities) and recognized in net earnings (included in other income) using the same assumptions and estimated gross profits used to amortize DPAC.

**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 unless a loss recognition event (premium deficiency) occurs. Claim reserves and liabilities established for accident and health claims are modified as necessary to reflect actual experience and developing trends.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

For long-duration contracts (such as traditional life and long-term care policies), loss recognition occurs when, based on current expectations as of the measurement date, existing contract liabilities plus the present value of future premiums (including reasonably expected rate increases) are not expected to cover the present value of future claims payments and related settlement and maintenance costs (excluding overhead) as well as unamortized acquisition costs. If a block of business is determined to be in loss recognition, a charge is recorded in earnings in an amount equal to the excess of the present value of expected future claims costs and unamortized acquisition costs over existing reserves plus the present value of expected future premiums (with no provision for adverse deviation). The charge is recorded first to reduce unamortized acquisition costs and then as an additional reserve (if unamortized acquisition costs have been reduced to zero).

In addition, reserves for traditional life and long-term care policies are subject to adjustment for loss recognition charges that would have been recorded if the unrealized gains from securities had actually been realized. This adjustment is included in unrealized gains (losses) on marketable securities, a component of AOCI in AFG's Balance Sheet.

**Debt Issuance Costs** Debt issuance costs related to AFG's outstanding debt are amortized over the life of the related debt using the effective interest method. Effective January 1, 2016, AFG adopted (on a retrospective basis) ASU 2015-03, which requires debt issuance costs to be presented in the balance sheet as a direct reduction in the carrying value of long-term debt (consistent with the treatment of debt discounts) with the periodic amortization of such costs included in interest expense. Debt issuance costs related to AFG's revolving credit facilities will continue to be included in other assets in AFG's Balance Sheet. Prior to AFG's adoption of ASU 2015-03, AFG reported unamortized debt issuance costs as a deferred charge asset (included in other assets) in AFG's Balance Sheet and the periodic amortization was included in other expenses in AFG's Statement of Earnings. The updated guidance did not affect the overall recognition and measurement guidance for debt issuance costs. Accordingly, the guidance did not have an overall impact on AFG's Shareholders' Equity or results of operations.

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

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

**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. A valuation allowance is established to reduce total deferred tax assets to an amount that will more likely than not be realized.

AFG recognizes the tax benefits of uncertain tax positions only when the position is more likely than not to be sustained under examination by the appropriate taxing authority. Interest and penalties on AFG's reserve for uncertain tax positions 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.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

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

**Earnings Per Share** Although basic earnings per share only considers shares of common stock outstanding during the period, the calculation of diluted earnings per share includes the following adjustments to weighted average common shares related to stock-based compensation plans: second quarter of 2016 and 2015 — 1.6 million and 1.8 million; first six months of 2016 and 2015 — 1.6 million and 1.8 million, respectively.

AFG's weighted average diluted shares outstanding excludes the following anti-dilutive potential common shares related to stock compensation plans: second quarter of 2016 and 2015 — 0.7 million and 1.5 million; first six months of 2016 and 2015 — 0.8 million and 1.4 million, respectively. Adjustments to net earnings attributable to shareholders in the calculation of diluted earnings per share were nominal in the 2016 and 2015 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, surrenders, 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. Sale of Business**

On December 24, 2015, AFG completed the sale of substantially all of its run-off long-term care insurance business (which was included in the run-off long-term care and life segment) to HC2 Holdings, Inc. ("HC2") for an initial payment of \$7 million in cash and HC2 securities with a fair value of \$11 million (subject to post-closing adjustments). AFG may also receive up to \$13 million of additional proceeds from HC2 in the future contingent upon the release of certain statutory-basis liabilities of the legal entities sold by AFG. In connection with obtaining regulatory approval for the transaction, AFG agreed to provide up to an aggregate of \$35 million of capital support for the insurance companies, on an as-needed basis to maintain specified surplus levels, subject to immediate reimbursement by HC2 through a five-year capital maintenance agreement. The legal entities involved in the transaction, United Teacher Associates Insurance Company ("UTA") and Continental General Insurance Company ("CGIC"), contained substantially all of AFG's long-term care insurance reserves (96% as measured by net statutory reserves as of November 30, 2015), as well as smaller blocks of annuity and life insurance business. Following the sale of these subsidiaries, AFG has only a small block of long-term care insurance (1,600 policies) with approximately \$37 million of reserves at June 30, 2016. AFG had ceased new sales of long-term care insurance in January 2010, but continued to service and accept renewal premiums on its outstanding policies, which are guaranteed renewable.

In addition to the \$18 million in cash and securities received at closing and the \$13 million of potential additional proceeds in the future from the release of statutory liabilities, AFG received a total of \$97 million in tax benefits related to the sale. AFG received substantially all of these tax benefits through reduced estimated tax payments and a

tax refund resulting from the carryback of the tax-basis capital loss in the first six months of 2016. The receivables for these tax benefits were reflected in AFG's financial statements at December 31, 2015.

Based on the status of ongoing negotiations at the end of the first quarter of 2015, management determined that the potential sale of the run-off long-term care insurance business met the GAAP "held for sale" criteria as of March 31, 2015. Accordingly, AFG recorded a \$162 million pretax loss (\$105 million loss after tax) in the first quarter of 2015 to establish a liability equal to the excess of the net carrying value of the assets and liabilities to be disposed over the estimated net sale proceeds. At the closing date, the loss was adjusted to \$166 million (\$108 million loss after tax) based on the actual proceeds received and the final carrying value of the net assets disposed. In the second quarter of 2016, AFG received additional proceeds based on the final closing balance sheet and adjusted certain accrued expense estimates associated with the sale, resulting in a \$2 million pretax gain. At March 31, 2015 and at the sale date, the carrying value of the assets and liabilities disposed represented approximately 4% of both AFG's assets and liabilities.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Revenues, costs and expenses, and earnings before income taxes for the subsidiaries sold were (in millions):

	Three months ended June 30, 2015	Six months ended June 30, 2015
Life, accident and health net earned premiums:		
Long-term care	\$ 20	\$ 37
Life operations	2	5
Net investment income	19	37
Realized gains (losses) on securities and other income	—	(2 )
Total revenues	41	77
Annuity benefits	2	4
Life, accident and health benefits:		
Long-term care	25	46
Life operations	2	5
Annuity and supplemental insurance acquisition expenses	3	6
Other expenses	5	9
Total costs and expenses	37	70
Earnings before income taxes	\$ 4	\$ 7

## C. Segments of Operations

AFG manages its business as four segments: (i) Property and casualty insurance, (ii) Annuity, (iii) Run-off long-term care and life and (iv) Other, which includes holding company costs and the operations attributable to the noncontrolling interests 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, professional liability, umbrella and excess liability, specialty coverage in targeted markets, customized programs for small to mid-sized businesses and workers' compensation insurance, and (iii) Specialty financial, which includes risk management insurance programs for leasing and financing institutions (including collateral and lender-placed mortgage property insurance), surety and fidelity products and trade credit insurance. Premiums and underwriting profit included under Other specialty represent business assumed by AFG's internal reinsurance program from the operations that make up AFG's other Specialty sub-segments and amortization of deferred gains on retroactive reinsurance transactions related to the sales of businesses in prior years. AFG's annuity business markets traditional fixed and fixed-indexed annuities in the retail, financial institutions and education markets. AFG's reportable segments and their components were determined based primarily upon similar economic characteristics, products and services.

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

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

	Three months		Six months	
	ended June 30, 2016	2015	ended June 30, 2016	2015
Revenues				
Property and casualty insurance:				
Premiums earned:				
Specialty				
Property and transportation	\$365	\$327	\$704	\$640
Specialty casualty	497	503	999	993
Specialty financial	139	129	271	249
Other specialty	26	26	51	49
Total premiums earned	1,027	985	2,025	1,931
Net investment income	89	83	172	162
Other income (a)	40	53	43	59
Total property and casualty insurance	1,156	1,121	2,240	2,152
Annuity:				
Net investment income	344	306	659	598
Other income	24	24	50	51
Total annuity	368	330	709	649
Run-off long-term care and life (b)	12	49	24	95
Other	59	44	115	88
Total revenues before realized gains (losses)	1,595	1,544	3,088	2,984
Realized gains (losses) on securities	(16 )	(1 )	(34 )	18
Realized gains (losses) on subsidiaries	2	—	2	(162 )
Total revenues	\$1,581	\$1,543	\$3,056	\$2,840

## Earnings Before Income Taxes

## Property and casualty insurance:

## Underwriting:

## Specialty

Property and transportation	\$15	\$(13 )	\$47	\$(6 )
Specialty casualty	23	37	52	65
Specialty financial	22	24	45	46
Other specialty	3	3	5	6
Other lines (c)	(66 )	(1 )	(65 )	(1 )
Total underwriting	(3 )	50	84	110
Investment and other income, net (a)	115	124	190	197
Total property and casualty insurance	112	174	274	307
Annuity	76	88	129	163
Run-off long-term care and life (b)	—	4	(1 )	8
Other (d)	(38 )	(39 )	(78 )	(78 )
Total earnings before realized gains (losses) and income taxes	150	227	324	400
Realized gains (losses) on securities	(16 )	(1 )	(34 )	18
Realized gains (losses) on subsidiaries	2	—	2	(162 )



Total earnings before income taxes \$136 \$226 \$292 \$256

Includes pretax income of \$32 million (before noncontrolling interest) from the sale of an apartment property in the (a) second quarter of 2016 and \$51 million (before noncontrolling interest) from the sale of the Le Pavillon Hotel in the second quarter of 2015.

(b) AFG sold substantially all of its run-off long-term care insurance business in December 2015.

(c) Includes a \$65 million special charge related to the exit of certain lines of business within AFG's Lloyd's-based insurer, Neon, in the second quarter of 2016.

(d) Includes holding company interest and expenses.

Table of Contents

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 or when the market for a security exhibits significantly less liquidity relative to markets supporting Level 2 fair value measurements. 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 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, and prior to 2015 certain liabilities of the CLOs.

Under new guidance adopted in the first quarter of 2015, discussed in Note A — "Accounting Policies — Managed Investment Entities," AFG has elected to set the carrying value of the CLO liabilities equal to the fair value of the CLO assets (which have more observable fair values) as an alternative to reporting those liabilities at separately measured fair values. Following the adoption of the new guidance, the CLO liabilities are categorized within the fair value hierarchy on the same basis (proportionally) as the related CLO assets. Since the portion of the CLO liabilities allocated to Level 3 is derived from the fair value of the CLO assets, these amounts are excluded from the progression of Level 3 financial instruments.

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. AFG's internal investment professionals are a group of approximately 25 analysts whose primary responsibility is to manage AFG's investment portfolio. These professionals monitor individual investments as well as overall industries and are active in the financial markets on a daily basis. The group is led by AFG's chief investment officer, who reports directly to one of AFG's Co-CEOs. 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. In addition, the Company

communicates directly with the pricing service regarding the methods and assumptions used in pricing, including verifying, on a test basis, the inputs used by the service to value specific securities.

On December 24, 2015, AFG completed the sale of substantially all of its run-off long-term care insurance business. Based on the status of ongoing negotiations at the end of the first quarter of 2015, management determined that the potential sale of the run-off long-term care insurance business met GAAP “held for sale” criteria as of March 31, 2015. Accordingly, AFG recorded a loss in the first quarter of 2015 to write down the net carrying value of the assets and liabilities to be disposed to the estimated net sale proceeds of \$14 million (estimated fair value less costs to sell). The estimate of fair value used to determine that loss was derived using significant unobservable inputs (Level 3).

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Assets and liabilities measured and carried at fair value in the financial statements are summarized below (in millions):

	Level 1	Level 2	Level 3	Total
June 30, 2016				
Assets:				
Available for sale (“AFS”) fixed maturities:				
U.S. Government and government agencies	\$ 103	\$ 227	\$ 8	\$ 338
States, municipalities and political subdivisions	—	7,048	91	7,139
Foreign government	—	143	—	143
Residential MBS	—	3,516	231	3,747
Commercial MBS	—	2,006	36	2,042
Asset-backed securities (“ABS”)	—	5,022	478	5,500
Corporate and other	38	15,002	689	15,729
Total AFS fixed maturities	141	32,964	1,533	34,638
Trading fixed maturities	12	259	—	271
Equity securities — AFS and trading	1,305	87	166	1,558
Assets of managed investment entities (“MIE”)	338	4,046	26	4,410
Variable annuity assets (separate accounts) (*)	—	595	—	595
Other investments — equity index call options	—	368	—	368
Other assets — derivatives	—	18	—	18
Total assets accounted for at fair value	\$ 1,796	\$ 38,337	\$ 1,725	\$ 41,858
Liabilities:				
Liabilities of managed investment entities	\$ 322	\$ 3,846	\$ 24	\$ 4,192
Derivatives in annuity benefits accumulated	—	—	1,557	1,557
Derivatives in long-term debt	—	(9	) —	(9
Other liabilities — derivatives	—	13	—	13
Total liabilities accounted for at fair value	\$ 322	\$ 3,850	\$ 1,581	\$ 5,753
December 31, 2015				
Assets:				
Available for sale fixed maturities:				
U.S. Government and government agencies	\$ 100	\$ 192	\$ 15	\$ 307
States, municipalities and political subdivisions	—	6,767	89	6,856
Foreign government	—	154	—	154
Residential MBS	—	3,305	224	3,529
Commercial MBS	—	2,148	39	2,187
Asset-backed securities	—	4,464	470	4,934
Corporate and other	50	13,634	633	14,317
Total AFS fixed maturities	150	30,664	1,470	32,284
Trading fixed maturities	13	241	—	254
Equity securities — AFS and trading	1,362	217	140	1,719
Assets of managed investment entities	309	3,712	26	4,047
Variable annuity assets (separate accounts) (*)	—	608	—	608
Other investments — equity index call options	—	241	—	241
Other assets — derivatives	—	2	—	2
Total assets accounted for at fair value	\$ 1,834	\$ 35,685	\$ 1,636	\$ 39,155

Liabilities:

Liabilities of managed investment entities	\$ 289	\$ 3,468	\$ 24	\$ 3,781
Derivatives in annuity benefits accumulated	—	—	1,369	1,369
Derivatives in long-term debt	—	(2 )	—	(2 )
Other liabilities — derivatives	—	8	—	8
Total liabilities accounted for at fair value	\$ 289	\$ 3,474	\$ 1,393	\$ 5,156

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

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Transfers between Level 1 and Level 2 for all periods presented were a result of increases or decreases in observable trade activity.

During the second quarter of 2016, there were five perpetual preferred stocks with an aggregate fair value of \$27 million that transferred from Level 2 to Level 1 and two perpetual preferred stocks with an aggregate fair value of \$6 million that transferred from Level 1 to Level 2. During the first six months of 2016, there were six perpetual preferred stocks with a fair value of \$35 million that transferred from Level 2 to Level 1 and five perpetual preferred stocks with an aggregate fair value of \$12 million that transferred from Level 1 to Level 2. During the second quarter of 2015, there were five common stocks, two perpetual preferred stocks and one mandatory redeemable preferred stock with aggregate fair values of \$26 million, \$14 million and \$10 million, respectively, transferred from Level 2 to Level 1. During the first six months of 2015, there were six common stocks, four perpetual preferred stocks and one mandatory redeemable preferred stock with aggregate fair values of \$79 million, \$19 million and \$10 million, respectively, transferred from Level 2 to Level 1. There were no transfers from Level 1 to Level 2 in the second quarter and first six months of 2015.

Approximately 4% of the total assets carried at fair value on June 30, 2016, were Level 3 assets. Approximately 77% (\$1.33 billion) of the Level 3 assets were priced using non-binding broker quotes, for which there is a lack of transparency as to the inputs used to determine fair value. Details as to the quantitative inputs are neither provided by the brokers nor otherwise reasonably obtainable by AFG. Since internally developed Level 3 asset fair values represent less than 10% of AFG's shareholders' equity, any justifiable changes in unobservable inputs used to determine internally developed fair values would not have a material impact on AFG's financial position.

The only significant Level 3 assets or liabilities carried at fair value in the financial statements that were not measured using broker quotes are the derivatives embedded in AFG's fixed-indexed annuity liabilities, which are measured using a discounted cash flow approach and had a fair value of \$1.56 billion at June 30, 2016. The following table presents information about the unobservable inputs used by management in determining fair value of these embedded derivatives. See Note F — "Derivatives."

Unobservable Input	Range
Adjustment for insurance subsidiary's credit risk	0.1% – 3.1% over the risk free rate
Risk margin for uncertainty in cash flows	0.58% reduction in the discount rate
Surrenders	3% – 21% of indexed account value
Partial surrenders	2% – 10% of indexed account value
Annuitizations	0.25% – 1% of indexed account value
Deaths	1.5% – 4.0% of indexed account value
Budgeted option costs	1.75% – 3.5% of indexed account value

The range of adjustments for insurance subsidiary's credit risk reflects credit spread variations across the yield curve. The range of projected surrender rates reflects the specific surrender charges and other features of AFG's individual fixed-indexed annuity products with an expected range of 5% to 10% in the majority of future calendar years (3% to 21% over all periods). Increasing the budgeted option cost or risk margin for uncertainty in cash flows assumptions in the table above would increase the fair value of the fixed-indexed annuity embedded derivatives, while increasing any of the other unobservable inputs in the table above would decrease the fair value of the embedded derivatives.



Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Changes in balances of Level 3 financial assets and liabilities carried at fair value during the second quarter and first six months of 2016 and 2015 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 March 31, 2016	Total realized/unrealized gains (losses) included in						Balance at June 30, 2016
		Net income	Other comprehensive income (loss)	Purchases and issuances	Sales and settlements	Transfer into Level 3	Transfer out of Level 3	
AFS fixed maturities:								
U.S. government agency	\$15	\$ (8 )	\$ 1	\$ —	\$ —	\$ —	\$ —	\$8
State and municipal	92	—	—	—	(1 )	—	—	91
Residential MBS	213	1	1	—	(6 )	22	—	231
Commercial MBS	38	(1 )	—	—	(1 )	—	—	36
Asset-backed securities	501	—	3	11	(11 )	—	(26 )	478
Corporate and other	730	2	12	8	(68 )	10	(5 )	689
Total AFS fixed maturities	1,589	(6 )	17	19	(87 )	32	(31 )	1,533
Equity securities	158	—	8	—	—	—	—	166
Assets of MIE	24	(2 )	—	4	—	—	—	26
Total Level 3 assets	\$1,771	\$ (8 )	\$ 25	\$ 23	\$ (87 )	\$ 32	\$ (31 )	\$1,725
Embedded derivatives	\$(1,450)	\$ (62 )	\$ —	\$ (72 )	\$ 27	\$ —	\$ —	\$(1,557)
Total Level 3 liabilities (*)	\$(1,450)	\$ (62 )	\$ —	\$ (72 )	\$ 27	\$ —	\$ —	\$(1,557)

	Balance at March 31, 2015	Total realized/unrealized gains (losses) included in						Balance at June 30, 2015
		Net income	Other comprehensive income (loss)	Purchases and issuances	Sales and settlements	Transfer into Level 3	Transfer out of Level 3	
AFS fixed maturities:								
U.S. government agency	\$15	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$15
State and municipal	61	—	(2 )	25	—	—	—	84
Residential MBS	306	(1 )	(2 )	—	(9 )	16	(14 )	296
Commercial MBS	44	—	—	—	—	4	—	48
Asset-backed securities	211	1	—	115	(7 )	12	—	332
Corporate and other	583	(3 )	(17 )	35	(11 )	10	—	597
Total AFS fixed maturities	1,220	(3 )	(21 )	175	(27 )	42	(14 )	1,372
Equity securities	84	(4 )	3	35	—	—	—	118
Assets of MIE	29	(4 )	—	4	—	—	—	29
Total Level 3 assets	\$1,333	\$ (11 )	\$ (18 )	\$ 214	\$ (27 )	\$ 42	\$ (14 )	\$1,519
Embedded derivatives	\$(1,243)	\$ 19	\$ —	\$ (48 )	\$ 14	\$ —	\$ —	\$(1,258)
Total Level 3 liabilities (*)	\$(1,243)	\$ 19	\$ —	\$ (48 )	\$ 14	\$ —	\$ —	\$(1,258)



(\*) As discussed previously, these tables exclude the portion of MIE liabilities allocated to Level 3, which are derived from the fair value of the MIE assets.

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

	Balance at December 31, 2015	Total realized/unrealized gains (losses) included in							Balance at June 30, 2016
		Net income	Other comprehensive income (loss)	Purchases and issuances	Sales and settlements	Transfer into Level 3	Transfer out of Level 3		
AFS fixed maturities:									
U.S. government agency	\$ 15	\$ (8 )	\$ 1	\$ —	\$ —	\$ —	\$ —	\$ 8	
State and municipal	89	—	3	—	(1 )	—	—	91	
Residential MBS	224	2	1	—	(13 )	33	(16 )	231	
Commercial MBS	39	(1 )	—	—	(2 )	—	—	36	
Asset-backed securities	470	—	(3 )	15	(19 )	41	(26 )	478	
Corporate and other	633	—	27	94	(75 )	15	(5 )	689	
Total AFS fixed maturities	1,470	(7 )	29	109	(110 )	89	(47 )	1,533	
Equity securities	140	(17 )	16	12	—	15	—	166	
Assets of MIE	26	(4 )	—	4	—	—	—	26	
Total Level 3 assets	\$ 1,636	\$ (28 )	\$ 45	\$ 125	\$ (110 )	\$ 104	\$ (47 )	\$ 1,725	
Embedded derivatives	\$ (1,369 )	\$ (79 )	\$ —	\$ (154 )	\$ 45	\$ —	\$ —	\$ (1,557)	
Total Level 3 liabilities (a)	\$ (1,369 )	\$ (79 )	\$ —	\$ (154 )	\$ 45	\$ —	\$ —	\$ (1,557)	

	Balance at December 31, 2014	Impact of accounting change (b)	Total realized/unrealized gains (losses) included in							Balance at June 30, 2015
			Net income	Other comprehensive income (loss)	Purchases and issuances	Sales and settlements	Transfer into Level 3	Transfer out of Level 3		
AFS fixed maturities:										
U.S. government agency	\$ 15	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 15		
State and municipal	100	—	—	(2 )	25	—	(39 )	84		
Residential MBS	300	—	(2 )	1	—	(16 )	57	296		
Commercial MBS	44	—	—	—	—	—	4	48		
Asset-backed securities	226	—	1	—	120	(48 )	33	332		
Corporate and other	546	—	(3 )	(11 )	79	(24 )	10	597		
Total AFS fixed maturities	1,231	—	(4 )	(12 )	224	(88 )	104	1,372		
Equity securities	93	—	(4 )	1	45	—	(17 )	118		
Assets of MIE	31	—	(6 )	—	4	—	—	29		
Total Level 3 assets	\$ 1,355	\$ —	\$ (14 )	\$ (11 )	\$ 273	\$ (88 )	\$ 104	\$ (100 )	\$ 1,519	
Liabilities of MIE	\$ (2,701 )	\$ 2,701	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —		
Embedded derivatives	(1,160 )	—	(31 )	—	(95 )	28	—	(1,258 )		

Total Level 3 liabilities  
(a) \$ (3,861 ) \$ 2,701 \$ (31 ) \$ — \$ (95 ) \$ 28 \$ — \$ — \$ (1,258)

(a) As discussed previously, these tables exclude the portion of MIE liabilities allocated to Level 3, which are derived from the fair value of the MIE assets.

(b) The impact of implementing new guidance adopted in 2015, as discussed above and in Note A — “Accounting Policies — Managed Investment Entities.”

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

Fair Value of Financial Instruments The carrying value and fair value of financial instruments that are not carried at fair value in the financial statements are summarized below (in millions):

	Carrying Fair Value				
	Value	Total	Level 1	Level 2	Level 3
June 30, 2016					
Financial assets:					
Cash and cash equivalents	\$ 1,548	\$ 1,548	\$ 1,548	\$—	\$—
Mortgage loans	1,159	1,173	—	—	1,173
Policy loans	195	195	—	—	195
Total financial assets not accounted for at fair value	\$ 2,902	\$ 2,916	\$ 1,548	\$—	\$ 1,368
Financial liabilities:					
Annuity benefits accumulated (*)	\$ 28,396	\$ 28,459	\$—	\$—	\$ 28,459
Long-term debt	1,007	1,141	—	1,126	15
Total financial liabilities not accounted for at fair value	\$ 29,403	\$ 29,600	\$—	\$ 1,126	\$ 28,474
December 31, 2015					
Financial assets:					
Cash and cash equivalents	\$ 1,220	\$ 1,220	\$ 1,220	\$—	\$—
Mortgage loans	1,067	1,074	—	—	1,074
Policy loans	201	201	—	—	201
Total financial assets not accounted for at fair value	\$ 2,488	\$ 2,495	\$ 1,220	\$—	\$ 1,275
Financial liabilities:					
Annuity benefits accumulated (*)	\$ 26,422	\$ 25,488	\$—	\$—	\$ 25,488
Long-term debt	1,000	1,120	—	1,105	15
Total financial liabilities not accounted for at fair value	\$ 27,422	\$ 26,608	\$—	\$ 1,105	\$ 25,503

(\*) Excludes \$200 million of life contingent annuities in the payout phase at both June 30, 2016 and December 31, 2015.

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.

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

## E. Investments

Available for sale fixed maturities and equity securities at June 30, 2016 and December 31, 2015, consisted of the following (in millions):

	June 30, 2016					December 31, 2015				
	Amortized Cost	Gross Gains	Unrealized Losses	Net Unrealized	Fair Value	Amortized Cost	Gross Gains	Unrealized Losses	Net Unrealized	Fair Value
Fixed maturities:										
U.S. Government and government agencies	\$332	\$8	\$(2)	\$6	\$338	\$305	\$5	\$(3)	\$2	\$307
States, municipalities and political subdivisions	6,627	516	(4)	512	7,139	6,642	249	(35)	214	6,856
Foreign government	135	8	—	8	143	147	7	—	7	154
Residential MBS	3,478	290	(21)	269	3,747	3,236	308	(15)	293	3,529
Commercial MBS	1,949	94	(1)	93	2,042	2,111	77	(1)	76	2,187
Asset-backed securities	5,490	56	(46)	10	5,500	4,961	25	(52)	(27)	4,934
Corporate and other	14,871	918	(60)	858	15,729	14,163	422	(268)	154	14,317
Total fixed maturities	\$32,882	\$1,890	\$(134)	\$1,756	\$34,638	\$31,565	\$1,093	\$(374)	\$719	\$32,284
Equity Securities:										
Common stocks	\$962	\$115	\$(69)	\$46	\$1,008	\$1,051	\$146	\$(79)	\$67	\$1,118
Perpetual preferred stocks	438	31	(5)	26	464	418	23	(6)	17	435
Total equity securities	\$1,400	\$146	\$(74)	\$72	\$1,472	\$1,469	\$169	\$(85)	\$84	\$1,553

The non-credit related portion of other-than-temporary impairment charges is included in other comprehensive income. Cumulative non-credit charges taken for securities still owned at June 30, 2016 and December 31, 2015, respectively, were \$195 million and \$205 million. Gross unrealized gains on such securities at June 30, 2016 and December 31, 2015 were \$127 million and \$134 million, respectively. Gross unrealized losses on such securities at June 30, 2016 and December 31, 2015 were \$6 million. These amounts represent the non-credit other-than-temporary impairment charges recorded in AOCI adjusted for subsequent changes in fair values and nearly all relate to residential MBS.

Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

The following tables show gross unrealized losses (dollars 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 June 30, 2016 and December 31, 2015.

	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
June 30, 2016						
Fixed maturities:						
U.S. Government and government agencies	\$ —	\$ 2	100 %	\$ (2 )	\$ 8	80 %
States, municipalities and political subdivisions	—	33	100 %	(4 )	50	93 %
Residential MBS	(11 )	627	98 %	(10 )	248	96 %
Commercial MBS	(1 )	58	98 %	—	18	100 %
Asset-backed securities	(32 )	1,456	98 %	(14 )	630	98 %
Corporate and other	(23 )	603	96 %	(37 )	421	92 %
Total fixed maturities	\$ (67 )	\$ 2,779	98 %	\$ (67 )	\$ 1,375	95 %
Equity securities:						
Common stocks	\$ (69 )	\$ 373	84 %	\$ —	\$ —	— %
Perpetual preferred stocks	(3 )	90	97 %	(2 )	28	93 %
Total equity securities	\$ (72 )	\$ 463	87 %	\$ (2 )	\$ 28	93 %
December 31, 2015						
Fixed maturities:						
U.S. Government and government agencies	\$ (1 )	\$ 112	99 %	\$ (2 )	\$ 15	88 %
States, municipalities and political subdivisions	(33 )	1,419	98 %	(2 )	50	96 %
Residential MBS	(7 )	438	98 %	(8 )	201	96 %
Commercial MBS	—	95	100 %	(1 )	28	97 %
Asset-backed securities	(42 )	2,706	98 %	(10 )	455	98 %
Corporate and other	(229 )	4,661	95 %	(39 )	165	81 %
Total fixed maturities	\$ (312 )	\$ 9,431	97 %	\$ (62 )	\$ 914	94 %
Equity securities:						
Common stocks	\$ (79 )	\$ 509	87 %	\$ —	\$ —	— %
Perpetual preferred stocks	(3 )	91	97 %	(3 )	22	88 %
Total equity securities	\$ (82 )	\$ 600	88 %	\$ (3 )	\$ 22	88 %

At June 30, 2016, the gross unrealized losses on fixed maturities of \$134 million relate to approximately 572 securities. Investment grade securities (as determined by nationally recognized rating agencies) represented approximately 55% of the gross unrealized loss and 73% of the fair value.

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. In the first six months of 2016, AFG recorded \$2 million in other-than-temporary impairment charges related to its residential MBS.

In the first six months of 2016, AFG recorded approximately \$33 million in other-than-temporary impairment charges related to corporate bonds and other fixed maturities.

AFG recorded \$63 million in other-than-temporary impairment charges on common stocks in the first six months of 2016. At June 30, 2016, the gross unrealized losses on common stocks of \$69 million relate to 46 securities, none of which has been in an unrealized loss position for more than 12 months.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

AFG recorded \$4 million in other-than-temporary impairment charges on preferred stocks in the first six months of 2016. At June 30, 2016, the gross unrealized losses on preferred stocks of \$5 million relate to 20 securities. All of the preferred stocks that have been in an unrealized loss position for 12 months or more (4 securities), have investment grade ratings.

Management believes AFG will recover its cost basis in the securities with unrealized losses and that AFG has the ability to hold the securities until they recover in value and had no intent to sell them at June 30, 2016.

A progression of 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 is shown below (in millions):

	2016	2015
Balance at March 31	\$160	\$168
Additional credit impairments on:		
Previously impaired securities	—	—
Securities without prior impairments	—	—
Reductions due to sales or redemptions	(3 )	(2 )
Balance at June 30	\$157	\$166
Balance at January 1	\$160	\$170
Additional credit impairments on:		
Previously impaired securities	2	1
Securities without prior impairments	—	—
Reductions due to sales or redemptions	(5 )	(5 )
Balance at June 30	\$157	\$166

The table below sets forth the scheduled maturities of available for sale fixed maturities as of June 30, 2016 (dollars in millions). 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.

Maturity	Amortized Fair Value		
	Cost	Amount	%
One year or less	\$ 906	\$922	3 %
After one year through five years	5,500	5,853	17 %
After five years through ten years	11,689	12,335	35 %
After ten years	3,870	4,239	12 %
	21,965	23,349	67 %
ABS (average life of approximately 5 years)	5,490	5,500	16 %
MBS (average life of approximately 4-1/2 years)	5,427	5,789	17 %
Total	\$ 32,882	\$34,638	100 %

Certain risks are inherent in 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 June 30, 2016 or December 31, 2015.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

**Net Unrealized Gain on Marketable Securities** In addition to adjusting equity securities and fixed maturity securities classified as “available for sale” to fair value, GAAP requires that deferred policy acquisition costs and certain other balance sheet amounts related to annuity, long-term care and life businesses 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 (in millions) the components of the net unrealized gain on securities that is included in AOCI in AFG’s Balance Sheet.

	Pretax	Deferred Tax and Amounts Attributable to Noncontrolling Interests	Net
June 30, 2016			
Unrealized gain on:			
Fixed maturities — annuity segment (*)	\$1,416	\$ (495)	) \$921
Fixed maturities — all other	340	(129)	) 211
Total fixed maturities	1,756	(624)	) 1,132
Equity securities	72	(26)	) 46
Total investments	1,828	(650)	) 1,178
Deferred policy acquisition costs — annuity segment	(602)	) 211	(391)
Annuity benefits accumulated	(185)	) 65	(120)
Life, accident and health reserves	(2)	) 1	(1)
Unearned revenue	30	(11)	) 19
Total net unrealized gain on marketable securities	\$1,069	\$ (384)	) \$685
December 31, 2015			
Unrealized gain on:			
Fixed maturities — annuity segment (*)	\$523	\$ (183)	) \$340
Fixed maturities — all other	196	(72)	) 124
Total fixed maturities	719	(255)	) 464
Equity securities	84	(30)	) 54
Total investments	803	(285)	) 518
Deferred policy acquisition costs — annuity segment	(233)	) 82	(151)
Annuity benefits accumulated	(64)	) 22	(42)
Unearned revenue	11	(4)	) 7
Total net unrealized gain on marketable securities	\$517	\$ (185)	) \$332

(\*)Unrealized gains on fixed maturity investments supporting AFG’s annuity benefits accumulated.

**Net Investment Income** The following table shows (in millions) investment income earned and investment expenses incurred.

	Three months ended June 30, 2016		Six months ended June 30, 2015	
Investment income:				
Fixed maturities	\$381	\$360	\$748	\$712

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Equity securities	20	17	39	34
Equity in earnings of partnerships and similar investments	4	5	15	8
Other	22	26	41	47
Gross investment income	427	408	843	801
Investment expenses	(4 )	(4 )	(9 )	(9 )
Net investment income	\$423	\$404	\$834	\$792

24

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Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

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

	Three months ended June 30, 2016				Three months ended June 30, 2015			
	Realized gains (losses)				Realized gains (losses)			
	Before Impairments	Impairments	Total	Change in Unrealized	Before Impairments	Impairments	Total	Change in Unrealized
Fixed maturities	\$17	\$ (19 )	\$(2 )	\$ 584	\$7	\$ (10 )	\$(3 )	\$ (623 )
Equity securities	9	(26 )	(17 )	11	25	(23 )	2	(21 )
Mortgage loans and other investments	—	—	—	—	(2 )	—	(2 )	—
Other (*)	(3 )	6	3	(253 )	(1 )	3	2	314
Total pretax	23	(39 )	(16 )	342	29	(30 )	(1 )	(330 )
Tax effects	(8 )	14	6	(119 )	(10 )	11	1	115
Noncontrolling interests	(1 )	1	—	(4 )	—	—	—	3
Net of tax noncontrolling interests	\$14	\$ (24 )	\$(10)	\$ 219	\$19	\$ (19 )	\$—	\$ (212 )

	Six months ended June 30, 2016				Six months ended June 30, 2015			
	Realized gains (losses)				Realized gains (losses)			
	Before Impairments	Impairments	Total	Change in Unrealized	Before Impairments	Impairments	Total	Change in Unrealized
Fixed maturities	\$31	\$ (35 )	\$(4 )	\$ 1,037	\$10	\$ (15 )	\$(5 )	\$ (405 )
Equity securities	32	(67 )	(35 )	(12 )	46	(25 )	21	(15 )
Mortgage loans and other investments	—	—	—	—	(2 )	—	(2 )	—
Other (*)	(6 )	11	5	(473 )	(2 )	6	4	177
Total pretax	57	(91 )	(34 )	552	52	(34 )	18	(243 )
Tax effects	(20 )	33	13	(193 )	(18 )	12	(6 )	85
Noncontrolling interests	(1 )	2	1	(6 )	—	—	—	2
Net of tax noncontrolling interests	\$36	\$ (56 )	\$(20)	\$ 353	\$34	\$ (22 )	\$12	\$ (156 )

(\*) Primarily adjustments to deferred policy acquisition costs and reserves related to annuities and long-term care business.

Gross realized gains and losses (excluding impairment write-downs 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):

	Six months ended June 30, 2016	2015
Fixed maturities:		
Gross gains	\$33	\$ 13
Gross losses	(6 )	—
Equity securities:		
Gross gains	36	46
Gross losses	(3 )	—



Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

## F. Derivatives

As discussed under “Derivatives” in Note A — “Accounting Policies” to the financial statements, AFG uses derivatives in certain areas of its operations.

**Derivatives That Do Not Qualify for Hedge Accounting** The following derivatives that do not qualify for hedge accounting under GAAP are included in AFG’s Balance Sheet at fair value (in millions):

Derivative	Balance Sheet Line	June 30, 2016		December 31, 2015	
		Asset	Liability	Asset	Liability
MBS with embedded derivatives	Fixed maturities	\$ 127	\$ —	\$ 130	\$ —
Public company warrants	Equity securities	2	—	4	—
Fixed-indexed annuities (embedded derivative)	Annuity benefits accumulated	—	1,557	—	1,369
Equity index call options	Other investments	368	—	241	—
Reinsurance contracts (embedded derivative)	Other liabilities	—	13	—	7
		\$ 497	\$ 1,570	\$ 375	\$ 1,376

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.

Warrants to purchase shares of publicly traded companies, which represent a small component of AFG’s overall investment portfolio, are considered to be derivatives that are required to be carried at fair value through earnings.

AFG’s fixed-indexed annuities 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 receives collateral from its counterparties to support its purchased call option assets. This collateral (\$224 million at June 30, 2016 and \$211 million at December 31, 2015) is included in other assets in AFG’s Balance Sheet with an offsetting liability to return the collateral, which is included in other liabilities. AFG’s strategy is designed so that the change in the fair value of the call option assets will generally offset the economic change in the liabilities from the index participation. Both the index-based component of the annuities and the related call options are considered derivatives. Fluctuations in interest rates and the stock market, among other factors, can cause volatility in the periodic measurement of fair value of the embedded derivative that management believes can be inconsistent with the long-term economics of these products.

As discussed under “Reinsurance” in Note A to the financial statements, certain reinsurance contracts are considered to contain embedded derivatives.

The following table summarizes the gain (loss) included in AFG’s Statement of Earnings for changes in the fair value of derivatives that do not qualify for hedge accounting for the second quarter and first six months of 2016 and 2015 (in millions):

Three months ended June 30,	Six months ended June 30,

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Derivative	Statement of Earnings Line	2016	2015	2016	2015
MBS with embedded derivatives	Realized gains on securities	\$3	\$(1)	\$4	\$(3)
Public company warrants	Realized gains on securities	1	—	(1)	—
Fixed-indexed annuities (embedded derivative)	Annuity benefits	(62)	19	(79)	(31)
Equity index call options	Annuity benefits	16	3	(24)	23
Reinsurance contracts (embedded derivative)	Net investment income	(3)	3	(6)	3
		\$(45)	\$24	\$(106)	\$(8)

**Derivatives Designated and Qualifying as Cash Flow Hedges** As of June 30, 2016, AFG has entered into four interest rate swaps that are designated and qualify as highly effective cash flow hedges to mitigate interest rate risk related to certain floating-rate securities included in AFG's portfolio of fixed maturity securities. The purpose of each of these swaps is to

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

effectively convert a portion of AFG's floating-rate fixed maturity securities to fixed rates by offsetting the variability in cash flows attributable to changes in short-term LIBOR.

Under the terms of the swaps, AFG receives fixed-rate interest payments in exchange for variable interest payments based on short-term LIBOR. The notional amounts of the interest rate swaps amortize down over each swap's respective life (the swaps expire between August 2019 and June 2030) in anticipation of the expected decline in AFG's portfolio of fixed maturity securities with floating interest rates based on short-term LIBOR. The total outstanding notional amount of AFG's interest rate swaps increased to \$711 million at June 30, 2016 compared to \$614 million at December 31, 2015, reflecting a \$163 million notional amount swap entered into in the first quarter of 2016, partially offset by the scheduled amortization discussed above. The fair value of the effective portion of the interest rate swaps in an asset position and included in other assets was \$18 million at June 30, 2016 and \$2 million at December 31, 2015. The fair value of the effective portion of the interest rate swaps in a liability position and included in other liabilities was zero at June 30, 2016 and less than \$1 million at December 31, 2015. The net unrealized gain or loss on cash flow hedges is included in AOCI, net of DPAC and tax. Amounts reclassified from AOCI to net investment income were \$1 million in both of the second quarters of 2016 and 2015 and \$3 million and \$2 million in the first six months of 2016 and 2015, respectively. There was no ineffectiveness recorded in net earnings during these periods.

**Derivative Designated and Qualifying as a Fair Value Hedge** In June 2015, AFG entered into an interest rate swap to mitigate the interest rate risk associated with its fixed-rate 9-7/8% Senior Notes due June 2019 by effectively converting the interest rate on those notes to a floating rate of three-month LIBOR plus 8.099% (8.7515% at June 30, 2016). Since the terms of the interest rate swap match the terms of the hedged debt, changes in the fair value of the interest rate swap are offset by changes in the fair value of the hedged debt attributable to changes in interest rates. The fair value of the interest rate swap (asset of \$9 million and \$2 million at June 30, 2016 and December 31, 2015, respectively) and the offsetting adjustment to the carrying value of the 9-7/8% Senior Notes are both included in long-term debt on AFG's Balance Sheet. Accordingly, the net impact on AFG's current period earnings is that the interest expense associated with the hedged debt is effectively recorded at the floating rate. The net reduction in interest expense from the swap was \$1 million in the second quarter of 2016, \$2 million in the first six months of 2016 and less than \$1 million in the first six months of 2015.



Table of Contents

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

## G. Deferred Policy Acquisition Costs

A progression of deferred policy acquisition costs is presented below (in millions):

	P&C Deferred Costs	Annuity and Run-off Deferred Sales Costs	Long-term Care and Life Inducements	PVFP	Subtotal	Unrealized	Total	Consolidated Total
Balance at March 31, 2016	\$ 224	\$ 1,063	\$ 119	\$ 53	\$ 1,235	\$ (404 )	\$ 831	\$ 1,055
Additions	139	56	2	—	58	—	58	197
Amortization:								
Periodic amortization	(128 )	(32 )	(6 )	(2 )	(40 )	—	(40 )	(168 )
Included in realized gains	—	2	1	—	3	—	3	3
Foreign currency translation	(1 )	—	—	—	—	—	—	(1 )
Change in unrealized	—	—	—	—	—	(205 )	(205 )	(205 )
Balance at June 30, 2016	\$ 234	\$ 1,089	\$ 116	\$ 51	\$ 1,256	\$ (609 )	\$ 647	\$ 881
Balance at March 31, 2015	\$ 217	\$ 942	\$ 128	\$ 71	\$ 1,141	\$ (602 )	\$ 539	\$ 756
Additions	137	46	1	—	47	—	47	184
Amortization:								
Periodic amortization	(130 )	(55 )	(7 )	(3 )	(65 )	—	(65 )	(195 )
Included in realized gains	—	1	1	—	2	—	2	2
Foreign currency translation	(1 )	—	—	—	—	—	—	(1 )
Change in unrealized	—	—	—	—	—	219	219	219
Balance at June 30, 2015	\$ 223	\$ 934	\$ 123	\$ 68	\$ 1,125	\$ (383 )	\$ 742	\$ 965
Balance at December 31, 2015	\$ 226	\$ 1,018	\$ 119	\$ 55	\$ 1,192	\$ (234 )	\$ 958	\$ 1,184
Additions	271	124	7	—	131	—	131	402
Amortization:								
Periodic amortization	(262 )	(57 )	(11 )	(4 )	(72 )	—	(72 )	(334 )
Included in realized gains	—	4	1	—	5	—	5	5
Foreign currency translation	(1 )	—	—	—	—	—	—	(1 )
Change in unrealized	—	—	—	—	—	(375 )	(375 )	(375 )
Balance at June 30, 2016	\$ 234	\$ 1,089	\$ 116	\$ 51	\$ 1,256	\$ (609 )	\$ 647	\$ 881
Balance at December 31, 2014	\$ 221	\$ 925	\$ 132	\$ 74	\$ 1,131	\$ (531 )	\$ 600	\$ 821
Additions	258	90	4	—	94	—	94	352
Amortization:								
Periodic amortization	(256 )	(84 )	(14 )	(6 )	(104 )	—	(104 )	(360 )
Included in realized gains	—	3	1	—	4	—	4	4
Foreign currency translation	—	—	—	—	—	—	—	—
Change in unrealized	—	—	—	—	—	148	148	148
Balance at June 30, 2015	\$ 223	\$ 934	\$ 123	\$ 68	\$ 1,125	\$ (383 )	\$ 742	\$ 965

The present value of future profits (“PVFP”) amounts in the table above are net of \$129 million and \$125 million of accumulated amortization at June 30, 2016 and December 31, 2015, respectively.



Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

## H. Managed Investment Entities

AFG is the investment manager and its subsidiaries have investments ranging from 15.0% to 60.7% of the most subordinate debt tranche of fourteen collateralized loan obligation entities or “CLOs,” which are considered variable interest entities. AFG’s subsidiaries also own portions of the senior debt tranches of certain of these CLOs. Upon formation between 2004 and 2016, 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 expenses (including management fees to AFG), and interest on and returns of capital to senior levels of debt securities. There are no contractual requirements for AFG to provide additional funding for these entities. AFG has not provided and does not intend to provide any financial support to these entities.

AFG’s maximum exposure to economic loss on its CLOs is limited to its investment in the CLOs, which had an aggregate fair value of \$218 million (including \$102 million invested in the most subordinate tranches) at June 30, 2016, and \$266 million at December 31, 2015.

In May 2016, AFG formed a new CLO, which issued \$406 million face amount of liabilities (including \$36 million face amount purchased by subsidiaries of AFG). During the first six months of 2016, AFG subsidiaries also purchased \$13 million face amount of senior debt and subordinate tranches of existing CLOs for \$12 million. During the first six months of 2015, AFG formed a new CLO, which issued \$511 million face amount of liabilities (including \$45 million face amount purchased by subsidiaries of AFG). During the first six months of 2016 and 2015, AFG subsidiaries received \$69 million and \$1 million, respectively, in sale and redemption proceeds from its CLO investments.

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. See Note A — “Accounting Policies — Managed Investment Entities,” for a discussion of accounting guidance adopted on January 1, 2015 that impacts the measurement of the fair value of CLO liabilities.

Selected financial information related to the CLOs is shown below (in millions):

	Three months ended June 30,		Six months ended June 30,	
	2016	2015	2016	2015
Gains (losses) on change in fair value of assets/liabilities (a):				
Assets	\$48	\$(7)	\$47	\$26
Liabilities	(37)	5	(49)	(31)
Management fees paid to AFG	4	3	8	7
CLO earnings (losses) attributable to AFG shareholders (b)	19	5	12	8

(a) Included in revenues in AFG’s Statement of Earnings.

(b) Included in earnings before income taxes in AFG’s Statement of Earnings.

The aggregate unpaid principal balance of the CLOs’ fixed maturity investments exceeded the fair value of the investments by \$157 million and \$214 million at June 30, 2016 and December 31, 2015. The aggregate unpaid principal balance of the CLOs’ debt exceeded its carrying value by \$212 million and \$205 million at those dates. The CLO assets include \$1 million in loans at both June 30, 2016 and December 31, 2015, for which the CLOs are not

accruing interest because the loans are in default (aggregate unpaid principal balance of \$10 million at both those dates).

I. Goodwill and Other Intangibles

There were no changes in the goodwill balance of \$199 million during the first six months of 2016. Included in other assets in AFG's Balance Sheet is \$38 million at June 30, 2016 and \$41 million at December 31, 2015 in amortizable intangible assets related to property and casualty insurance acquisitions. These amounts are net of accumulated amortization of \$21 million and \$18 million, respectively. Amortization of intangibles was \$2 million in both the second quarters of 2016 and 2015 and \$4 million in both the first six months of 2016 and 2015.

Table of Contents

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — CONTINUED

## J. Long-Term Debt

Long-term debt consisted of the following (in millions):

	June 30, 2016			December 31, 2015		
	Principal	Debt Issue Costs	Carrying Value	Principal	Debt Issue Costs	Carrying Value
Direct Senior Obligations of AFG:						
9-7/8% Senior Notes due June 2019	\$350	\$ (1 )	\$ 349	\$350	\$ (1 )	\$ 349
6-3/8% Senior Notes due June 2042	230	(7 )	223	230	(7 )	223
5-3/4% Senior Notes due August 2042	125	(4 )	121	125	(4 )	121
Other	3	—	3	3	—	3
	708	(12 )	696			