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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 13F

FORM 13F COVER PAGE

OMB APPROVAL

OMB Number: 3235-0006
Expires: Oct 31, 2018
Estimated average burden hours per response: 23.8

Report for the Calendar Year or Quarter Ended: 06-30-2014

Check here if Amendment Amendment Number:

This Amendment (Check only one.): is a restatement.
adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: AMERICAN FINANCIAL GROUP INC
Address: GREAT AMERICAN INSURANCE GROUP
TOWER
301 E. 4TH STREET
CINCINNATI, OH 45202

Form 13F File Number: 028-04389

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Brian S. Hertzman
Title: Vice President and Controller
Phone: 513-579-2153

Signature, Place, and Date of Signing:

/s/ Brian S. Hertzman Cincinnati, OH 08-13-2014
[Signature] [City, State] [Date]

Report Type (Check only one.):

13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)

13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

Form 13F Summary Page

Report Summary:

Number of Other Included Managers: 2
Form 13F Information Table Entry Total: 249
Form 13F Information Table Value Total: 1,225,993
(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

[If there are no entries in this list, state "NONE" and omit the column headings and list entries.]

No.	Form 13F File Number	Name
1	28-498	Great American Insurance Company
2	28-1258	Great American Life Insurance Company

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Washington, D.C. 20549
FORM 13F

FORM 13F INFORMATION TABLE

OMB APPROVAL	
OMB Number:	3235-0006
Expires:	Oct 31, 2018
Estimated average burden hours per response:	23.8

COLUMN 1 NAME OF ISSUER	COLUMN 2 TITLE OF CLASS	COLUMN 3 CUSIP	COLUMN 4 VALUE (x\$1000)	COLUMN 5			COLUMN 6 INVESTMENT DISCRETION	COLUMN 7 OTHER MANAGER	COLUMN 8		
				SHRS OR PRN	SH/ PUT/ CALL	SOLE SHARED NONE			SOLE	SHARED	NONE
DEUTSCHE BANK AG	NAMEN AKT	D18190898	5,752	163,500	SH		DFND	1	163,500	0	0
DEUTSCHE BANK AG	NAMEN AKT	D18190898	4,881	138,750	SH		DFND	2	138,750	0	0
DEUTSCHE BANK AG	NAMEN AKT	D18190898	624	17,750	SH		DFND		17,750	0	0
ARGO GROUP INTL HLDGS LTD	COM	G0464B107	377	7,377	SH		DFND	1	7,377	0	0
EATON CORP PLC	SHS	G29183103	888	11,500	SH		DFND	1	11,500	0	0
ENSCO PLC	SHS CLASS A	G3157S106	583	10,500	SH		DFND	1	10,500	0	0
ACE LTD	SHS	H0023R105	6,533	63,000	SH		SOLE		63,000	0	0
AT&T INC	COM	00206R102	725	20,500	SH		DFND	1	20,500	0	0
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	1,315	28,180	SH		DFND	1	28,180	0	0
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	4,769	102,238	SH		DFND	2	102,238	0	0
ALLIANCE RES PARTNER L P	UT LTD PART	01877R108	2,326	49,854	SH		DFND		49,854	0	0
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	4,475	191,167	SH		DFND	1	191,167	0	0
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	7,741	330,666	SH		DFND	2	330,666	0	0
AMERICAN CAPITAL AGENCY CORP	COM	02503X105	7,018	299,767	SH		DFND		299,767	0	0
AMERICAN CAP MTG INVT CORP	COM	02504A104	8,220	410,585	SH		DFND	1	410,585	0	0
AMERICAN CAP MTG INVT CORP	COM	02504A104	10,849	541,920	SH		DFND	2	541,920	0	0
AMERICAN CAP MTG INVT CORP	COM	02504A104	6,122	305,795	SH		DFND		305,795	0	0
AMERICAN HOMES 4 RENT	CL A	02665T306	5,594	315,000	SH		DFND	1	315,000	0	0
AMERICAN HOMES 4 RENT	CL A	02665T306	10,656	600,000	SH		DFND	2	600,000	0	0
AMERICAN HOMES 4 RENT	CL A	02665T306	1,510	85,000	SH		DFND		85,000	0	0
AMERICAN RESIDENTIAL PPTYS I	COM	02927E303	9,375	500,000	SH		DFND	2	500,000	0	0
ANNALY CAP MGMT INC	COM	035710409	1,695	148,260	SH		DFND	2	148,260	0	0
ANWORTH MORTGAGE ASSET CP	COM	037347101	3,500	678,200	SH		DFND	1	678,200	0	0
ANWORTH MORTGAGE ASSET CP	COM	037347101	3,707	718,450	SH		DFND	2	718,450	0	0

ANWORTH MORTGAGE ASSET CP	COM	037347101	3,926	760,802	SH	DFND		760,802	0	0
APOLLO RESIDENTIAL MTG INC	COM	03763V102	7,214	431,437	SH	DFND	1	431,437	0	0
APOLLO RESIDENTIAL MTG INC	COM	03763V102	4,567	273,157	SH	DFND	2	273,157	0	0
APOLLO RESIDENTIAL MTG INC	COM	03763V102	3,244	194,000	SH	DFND		194,000	0	0
APPLE INC	COM	037833100	14,962	161,000	SH	DFND	1	161,000	0	0
APPLE INC	COM	037833100	13,466	144,900	SH	DFND	2	144,900	0	0
APPLE INC	COM	037833100	1,496	16,100	SH	DFND		16,100	0	0
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	5,972	400,000	SH	DFND	1	400,000	0	0
ARCELORMITTAL SA LUXEMBOURG	NY REGISTRY SH	03938L104	5,972	400,000	SH	DFND	2	400,000	0	0
ARCH COAL INC	COM	039380100	2,719	745,000	SH	DFND	1	745,000	0	0
ARCH COAL INC	COM	039380100	402	110,000	SH	DFND		110,000	0	0
BP PLC	SPONSORED ADR	055622104	4,352	82,500	SH	DFND	2	82,500	0	0
BP PLC	SPONSORED ADR	055622104	2,374	45,000	SH	DFND		45,000	0	0
BANK OF AMERICA CORPORATION	COM	060505104	10,192	663,120	SH	DFND	1	663,120	0	0
BANK OF AMERICA CORPORATION	COM	060505104	1,206	78,480	SH	DFND		78,480	0	0
BARCLAYS PLC	ADR	06738E204	3,002	205,500	SH	DFND	1	205,500	0	0
BARCLAYS PLC	ADR	06738E204	4,880	334,000	SH	DFND	2	334,000	0	0
BARCLAYS PLC	ADR	06738E204	3,806	260,500	SH	DFND		260,500	0	0
BASIC ENERGY SVCS INC NEW	COM	06985P100	294	10,052	SH	DFND	1	10,052	0	0
BBCN BANCORP INC	COM	073295107	170	10,655	SH	DFND	1	10,655	0	0
BERKLEY W R CORP	COM	084423102	5,418	117,000	SH	SOLE		117,000	0	0
BIG 5 SPORTING GOODS CORP	COM	08915P101	129	10,484	SH	DFND	1	10,484	0	0
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	401	12,000	SH	DFND	1	12,000	0	0
BLACKSTONE GROUP L P	COM UNIT LTD	09253U108	1,605	48,000	SH	DFND	2	48,000	0	0
BLDRS INDEX FDS TR	EMER MK 50 ADR	09348R300	412	10,529	SH	DFND	1	10,529	0	0
CAI INTERNATIONAL INC	COM	12477X106	259	11,760	SH	DFND	1	11,760	0	0
CYS INVTS INC	COM	12673A108	9,981	1,106,500	SH	DFND	1	1,106,500	0	0
CYS INVTS INC	COM	12673A108	10,535	1,168,000	SH	DFND	2	1,168,000	0	0
CYS INVTS INC	COM	12673A108	10,423	1,155,500	SH	DFND		1,155,500	0	0
CAPITAL BK FINL CORP	CL A COM	139794101	347	14,715	SH	DFND	2	14,715	0	0
CAPITOL FED FINL INC	COM	14057J101	438	36,000	SH	DFND	1	36,000	0	0
CARLYLE GROUP L P	COM UTS LTD PTN	14309L102	560	16,500	SH	DFND	1	16,500	0	0
CARLYLE GROUP L P	COM UTS LTD PTN	14309L102	2,472	72,800	SH	DFND	2	72,800	0	0
CARRIAGE SVCS INC	COM	143905107	242	14,112	SH	DFND	1	14,112	0	0
CEDAR REALTY TRUST INC	COM NEW	150602209	292	46,654	SH	DFND	1	46,654	0	0

CELGENE CORP	COM	151020104	2,576	30,000	SH	DFND	2	30,000	0	0
CELGENE CORP	COM	151020104	2,576	30,000	SH	DFND		30,000	0	0
CHEVRON CORP NEW	COM	166764100	5,065	38,800	SH	DFND	1	38,800	0	0
CHUBB CORP	COM	171232101	6,544	71,000	SH	SOLE		71,000	0	0
CISCO SYS INC	COM	17275R102	2,734	110,000	SH	DFND	1	110,000	0	0
CISCO SYS INC	COM	17275R102	6,213	250,000	SH	DFND	2	250,000	0	0
CITIGROUP INC	COM NEW	172967424	13,706	291,000	SH	DFND	1	291,000	0	0
CITIGROUP INC	COM NEW	172967424	7,724	164,000	SH	DFND	2	164,000	0	0
COACH INC	COM	189754104	6,209	181,600	SH	DFND	1	181,600	0	0
COACH INC	COM	189754104	6,954	203,400	SH	DFND		203,400	0	0
COLONY FINL INC	COM	19624R106	650	28,000	SH	DFND	1	28,000	0	0
COLONY FINL INC	COM	19624R106	975	42,000	SH	DFND		42,000	0	0
COMCAST CORP NEW	CL A	20030N101	5,556	103,500	SH	DFND	1	103,500	0	0
CONOCOPHILLIPS	COM	20825C104	600	7,000	SH	DFND	1	7,000	0	0
CORPORATE OFFICE PPTYS TR	SH BEN INT	22002T108	310	11,159	SH	DFND	1	11,159	0	0
CUSTOMERS BANCORP INC	COM	23204G100	3,630	181,429	SH	DFND	1	181,429	0	0
CUSTOMERS BANCORP INC	COM	23204G100	7,304	365,000	SH	DFND	2	365,000	0	0
CYRUSONE INC	COM	23283R100	265	10,643	SH	DFND	1	10,643	0	0
DELTA AIR LINES INC DEL	COM NEW	247361702	261	6,732	SH	DFND		6,732	0	0
DELTA AIR LINES INC DEL	COM NEW	247361702	1,657	42,804	SH	DFND	1	42,804	0	0
DELTA AIR LINES INC DEL	COM NEW	247361702	1,220	31,512	SH	DFND	2	31,512	0	0
DOMTAR CORP	COM NEW	257559203	232	5,410	SH	DFND	1	5,410	0	0
DU PONT E I DE NEMOURS & CO	COM	263534109	360	5,500	SH	DFND	1	5,500	0	0
E M C CORP MASS	COM	268648102	5,136	195,000	SH	DFND	1	195,000	0	0
E M C CORP MASS	COM	268648102	5,268	200,000	SH	DFND	2	200,000	0	0
E M C CORP MASS	COM	268648102	1,449	55,000	SH	DFND		55,000	0	0
EBAY INC	COM	278642103	4,756	95,000	SH	DFND	1	95,000	0	0
EBAY INC	COM	278642103	4,105	82,000	SH	DFND	2	82,000	0	0
EBAY INC	COM	278642103	651	13,000	SH	DFND		13,000	0	0
ELLINGTON FINANCIAL LLC	COM	288522303	7,505	312,700	SH	DFND	1	312,700	0	0
ELLINGTON FINANCIAL LLC	COM	288522303	16,828	701,153	SH	DFND	2	701,153	0	0
ELLINGTON FINANCIAL LLC	COM	288522303	960	40,000	SH	DFND		40,000	0	0
EMPLOYERS HOLDINGS INC	COM	292218104	257	12,121	SH	DFND	1	12,121	0	0
ENERSYS	COM	29275Y102	268	3,899	SH	DFND	1	3,899	0	0
FIRST FINL BANCORP OH	COM	320209109	3,990	231,867	SH	DFND	1	231,867	0	0
FIRST MERCHANTS CORP	COM	320817109	206	9,729	SH	DFND	1	9,729	0	0
FIRSTMERIT CORP	COM	337915102	229	11,587	SH	DFND	1	11,587	0	0
FLAGSTAR BANCORP INC	COM PAR .001	337930705	3,242	179,104	SH	DFND	1	179,104	0	0
FLAGSTAR BANCORP INC	COM PAR .001	337930705	3,242	179,104	SH	DFND	2	179,104	0	0
FLUSHING FINL CORP	COM	343873105	284	13,844	SH	DFND	1	13,844	0	0
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	7,665	210,000	SH	DFND	1	210,000	0	0
FREEPORT-	COM	35671D857	3,285	90,000	SH	DFND		90,000	0	0

MCMORAN COPPER & GO										
FULL HOUSE RESORTS INC	COM	359678109	50	35,331	SH	DFND	1	35,331	0	0
FULL HOUSE RESORTS INC	COM	359678109	45	31,617	SH	DFND	2	31,617	0	0
GENERAL CABLE CORP DEL NEW	COM	369300108	847	33,000	SH	DFND	1	33,000	0	0
GENERAL CABLE CORP DEL NEW	COM	369300108	706	27,500	SH	DFND		27,500	0	0
GENERAL ELECTRIC CO	COM	369604103	13,140	500,000	SH	DFND	1	500,000	0	0
GENERAL MLS INC	COM	370334104	788	15,000	SH	DFND	1	15,000	0	0
GENERAL MTRS CO	COM	37045V100	8,295	228,500	SH	DFND	1	228,500	0	0
GENERAL MTRS CO	COM	37045V100	9,855	271,500	SH	DFND		271,500	0	0
GILEAD SCIENCES INC	COM	375558103	5,596	67,500	SH	DFND	1	67,500	0	0
GILEAD SCIENCES INC	COM	375558103	6,426	77,500	SH	DFND	2	77,500	0	0
GILEAD SCIENCES INC	COM	375558103	829	10,000	SH	DFND		10,000	0	0
GREAT PLAINS ENERGY INC	COM	391164100	204	7,602	SH	DFND	1	7,602	0	0
HEWLETT PACKARD CO	COM	428236103	13,851	411,250	SH	DFND	1	411,250	0	0
HEWLETT PACKARD CO	COM	428236103	3,393	100,750	SH	DFND	2	100,750	0	0
HEWLETT PACKARD CO	COM	428236103	1,953	58,000	SH	DFND		58,000	0	0
HILLENBRAND INC	COM	431571108	212	6,484	SH	DFND	1	6,484	0	0
HOMESTREET INC	COM	43785V102	1,839	100,100	SH	DFND	1	100,100	0	0
HOMESTREET INC	COM	43785V102	4,429	241,125	SH	DFND	2	241,125	0	0
HOMESTREET INC	COM	43785V102	2,960	161,125	SH	DFND		161,125	0	0
IBERIABANK CORP	COM	450828108	305	4,405	SH	DFND	1	4,405	0	0
INDEXIQ ETF TR	IQ GLB RES ETF	45409B883	295	9,861	SH	DFND	1	9,861	0	0
INFINITY PHARMACEUTICALS INC	COM	45665G303	255	20,000	SH	DFND	1	20,000	0	0
INFINITY PHARMACEUTICALS INC	COM	45665G303	255	20,000	SH	DFND	2	20,000	0	0
INSTEEL INDUSTRIES INC	COM	45774W108	484	24,609	SH	DFND	1	24,609	0	0
INSTEEL INDUSTRIES INC	COM	45774W108	437	22,216	SH	DFND	2	22,216	0	0
INTEL CORP	COM	458140100	16,346	529,000	SH	DFND	1	529,000	0	0
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	1,403	80,800	SH	DFND	1	80,800	0	0
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	1,771	102,000	SH	DFND	2	102,000	0	0
INVESCO MORTGAGE CAPITAL INC	COM	46131B100	363	20,900	SH	DFND		20,900	0	0
ISHARES	MSCI EAFE ETF	464287465	510	7,464	SH	DFND	1	7,464	0	0
JPMORGAN CHASE & CO	COM	46625H100	14,981	260,000	SH	DFND	1	260,000	0	0
JPMORGAN CHASE & CO	COM	46625H100	2,881	50,000	SH	DFND		50,000	0	0
JOHNSON & JOHNSON	COM	478160104	9,855	94,200	SH	DFND	1	94,200	0	0
JOURNAL	CL A	481130102	263	29,672	SH	DFND	1	29,672	0	0

COMMUNICATIONS INC										
KKR & CO L P DEL	COM UNITS	48248M102	608	25,000	SH	DFND	1	25,000	0	0
KKR & CO L P DEL	COM UNITS	48248M102	1,217	50,000	SH	DFND	2	50,000	0	0
KKR & CO L P DEL	COM UNITS	48248M102	608	25,000	SH	DFND		25,000	0	0
KELLOGG CO	COM	487836108	14,378	218,850	SH	DFND	1	218,850	0	0
KOHL'S CORP	COM	500255104	15,804	300,000	SH	DFND	1	300,000	0	0
KOHL'S CORP	COM	500255104	1,054	20,000	SH	DFND		20,000	0	0
LCNB CORP	COM	50181P100	1,852	114,585	SH	DFND	1	114,585	0	0
LCNB CORP	COM	50181P100	32	2,000	SH	DFND		2,000	0	0
LEUCADIA NATL CORP	COM	527288104	207	7,896	SH	DFND	1	7,896	0	0
LEUCADIA NATL CORP	COM	527288104	218	8,315	SH	DFND	2	8,315	0	0
LEUCADIA NATL CORP	COM	527288104	7	263	SH	DFND		263	0	0
LINN ENERGY LLC	UNIT LTD LIAB	536020100	2,964	91,631	SH	DFND		91,631	0	0
MFA FINL INC	COM	55272X102	205	25,000	SH	DFND	1	25,000	0	0
MFA FINL INC	COM	55272X102	205	25,000	SH	DFND		25,000	0	0
MYR GROUP INC DEL	COM	55405W104	9,742	384,615	SH	DFND	1	384,615	0	0
MAGELLAN HEALTH INC	COM NEW	559079207	243	3,907	SH	DFND	1	3,907	0	0
MANAGED HIGH YIELD PLUS FD I	COM	561911108	21	10,000	SH	DFND	1	10,000	0	0
MARATHON OIL CORP	COM	565849106	7,904	198,000	SH	DFND	2	198,000	0	0
MATERION CORP	COM	576690101	215	5,812	SH	DFND	1	5,812	0	0
MEADOWBROOK INS GROUP INC	COM	58319P108	236	32,873	SH	DFND	1	32,873	0	0
MEDTRONIC INC	COM	585055106	6,376	100,000	SH	DFND	1	100,000	0	0
MERCK & CO INC NEW	COM	58933Y105	14,520	251,000	SH	DFND	1	251,000	0	0
MERCK & CO INC NEW	COM	58933Y105	1,157	20,000	SH	DFND		20,000	0	0
METLIFE INC	COM	59156R108	8,890	160,000	SH	DFND	1	160,000	0	0
METLIFE INC	COM	59156R108	9,456	170,200	SH	DFND	2	170,200	0	0
MICROSOFT CORP	COM	594918104	18,619	446,500	SH	DFND	1	446,500	0	0
MICROSEMI CORP	COM	595137100	314	11,739	SH	DFND	1	11,739	0	0
MONDELEZ INTL INC	CL A	609207105	8,396	223,250	SH	DFND	1	223,250	0	0
NMI HLDGS INC	CL A	629209305	4,851	462,000	SH	DFND	1	462,000	0	0
NMI HLDGS INC	CL A	629209305	9,723	926,000	SH	DFND	2	926,000	0	0
NRG ENERGY INC	COM NEW	629377508	127	3,424	SH	DFND	1	3,424	0	0
NRG ENERGY INC	COM NEW	629377508	149	3,999	SH	DFND	2	3,999	0	0
NATIONAL BK HLDGS CORP	CL A	633707104	867	43,500	SH	DFND	1	43,500	0	0
NATIONAL BK HLDGS CORP	CL A	633707104	1,304	65,400	SH	DFND	2	65,400	0	0
NATIONAL GEN HLDGS CORP	COM	636220303	8,309	477,500	SH	DFND	1	477,500	0	0
NATIONAL GEN HLDGS CORP	COM	636220303	12,084	694,500	SH	DFND	2	694,500	0	0
NATIONAL GEN HLDGS CORP	COM	636220303	7,099	408,000	SH	DFND		408,000	0	0
NATIONAL INTERSTATE CORP	COM	63654U100	285,804	10,200,000	SH	DFND	1	10,200,000	0	0
NEW YORK CMNTY BANCORP INC	COM	649445103	5,593	350,000	SH	DFND	1	350,000	0	0
NICE SYS LTD	SPONSORED ADR	653656108	302	7,401	SH	DFND	1	7,401	0	0

OCWEN FINL CORP	COM NEW	675746309	1,670	45,000	SH	DFND	1	45,000	0	0
OCWEN FINL CORP	COM NEW	675746309	1,670	45,000	SH	DFND	2	45,000	0	0
OMNICELL INC	COM	68213N109	268	9,329	SH	DFND	1	9,329	0	0
OMEROS CORP	COM	682143102	1,775	102,040	SH	DFND	1	102,040	0	0
OMEROS CORP	COM	682143102	2,663	153,061	SH	DFND	2	153,061	0	0
ORBITAL SCIENCES CORP	COM	685564106	283	9,584	SH	DFND	1	9,584	0	0
ORGANOVO HLDGS INC	COM	68620A104	764	91,500	SH	DFND	1	91,500	0	0
ORGANOVO HLDGS INC	COM	68620A104	1,336	160,000	SH	DFND	2	160,000	0	0
PNC FINL SVCS GROUP INC	COM	693475105	4,430	49,750	SH	DFND	1	49,750	0	0
PNC FINL SVCS GROUP INC	COM	693475105	5,365	60,250	SH	DFND		60,250	0	0
PEABODY ENERGY CORP	COM	704549104	5,886	360,000	SH	DFND	1	360,000	0	0
PEABODY ENERGY CORP	COM	704549104	4,415	270,000	SH	DFND		270,000	0	0
PEOPLES UNITED FINANCIAL INC	COM	712704105	9,557	630,000	SH	DFND	1	630,000	0	0
PEPSICO INC	COM	713448108	19,213	215,050	SH	DFND	1	215,050	0	0
PETROQUEST ENERGY INC	COM	716748108	393	52,308	SH	DFND	1	52,308	0	0
PFIZER INC	COM	717081103	12,406	418,000	SH	DFND	1	418,000	0	0
PFIZER INC	COM	717081103	594	20,000	SH	DFND		20,000	0	0
PHILIP MORRIS INTL INC	COM	718172109	548	6,500	SH	DFND	1	6,500	0	0
POTBELLY CORP	COM	73754Y100	479	30,000	SH	DFND	1	30,000	0	0
POTBELLY CORP	COM	73754Y100	638	40,000	SH	DFND	2	40,000	0	0
POTBELLY CORP	COM	73754Y100	160	10,000	SH	DFND		10,000	0	0
POWERSHARES ETF TRUST	DYNAMIC MKT PT	73935X104	1,924	26,391	SH	DFND	1	26,391	0	0
POWERSHARES ETF TRUST	HI YLD EQ DVDN	73935X302	384	29,947	SH	DFND	1	29,947	0	0
PREMIERE GLOBAL SVCS INC	COM	740585104	279	20,924	SH	DFND	1	20,924	0	0
PROCTER & GAMBLE CO	COM	742718109	6,239	79,391	SH	DFND	1	79,391	0	0
PROVIDENT FINL SVCS INC	COM	74386T105	250	14,439	SH	DFND	1	14,439	0	0
PRUDENTIAL FINL INC	COM	744320102	7,767	87,500	SH	DFND	1	87,500	0	0
PRUDENTIAL FINL INC	COM	744320102	8,107	91,323	SH	DFND		91,323	0	0
RF MICRODEVICES INC	COM	749941100	219	22,837	SH	DFND	1	22,837	0	0
RAMCO-GERSHENSON PPTYS TR	COM SH BEN INT	751452202	288	17,345	SH	DFND	1	17,345	0	0
REVENUESHARES ETF TR	SMALL CAP FD	761396308	250	4,443	SH	DFND	1	4,443	0	0
REVOLUTION LIGHTING TECHNOLO	COM	76155G107	3,950	1,717,202	SH	DFND	1	1,717,202	0	0
REVOLUTION LIGHTING TECHNOLO	COM	76155G107	3,950	1,717,202	SH	DFND	2	1,717,202	0	0
REXFORD INDL RLTY INC	COM	76169C100	641	45,000	SH	DFND	1	45,000	0	0
REXFORD INDL RLTY INC	COM	76169C100	1,495	105,000	SH	DFND	2	105,000	0	0
RUDOLPH TECHNOLOGIES INC	COM	781270103	223	22,525	SH	DFND	1	22,525	0	0

SIZMEK INC	COM	83013P105	270	28,305	SH	DFND	1	28,305	0	0
STAPLES INC	COM	855030102	2,710	250,000	SH	DFND	1	250,000	0	0
STARWOOD PPTY TR INC	COM	85571B105	357	15,000	SH	DFND	1	15,000	0	0
STARWOOD PPTY TR INC	COM	85571B105	357	15,000	SH	DFND		15,000	0	0
STONEGATE MTG CORP	COM	86181Q300	12,632	905,555	SH	DFND	1	905,555	0	0
STONEGATE MTG CORP	COM	86181Q300	11,369	815,000	SH	DFND	2	815,000	0	0
STONEGATE MTG CORP	COM	86181Q300	1,263	90,556	SH	DFND		90,556	0	0
STONERIDGE INC	COM	86183P102	242	22,550	SH	DFND	1	22,550	0	0
SYKES ENTERPRISES INC	COM	871237103	260	11,970	SH	DFND	1	11,970	0	0
SYNAPTICS INC	COM	87157D109	370	4,082	SH	DFND	1	4,082	0	0
SYSCO CORP	COM	871829107	712	19,000	SH	DFND	1	19,000	0	0
TARGET CORP	COM	87612E106	8,113	140,000	SH	DFND	1	140,000	0	0
TECK RESOURCES LTD	CL B	878742204	1,692	74,100	SH	DFND	1	74,100	0	0
TECK RESOURCES LTD	CL B	878742204	913	40,000	SH	DFND		40,000	0	0
THOMSON REUTERS CORP	COM	884903105	654	18,000	SH	DFND	1	18,000	0	0
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	956	19,336	SH	DFND	1	19,336	0	0
TORTOISE ENERGY INFRSTRCTR C	COM	89147L100	3,184	64,380	SH	DFND	2	64,380	0	0
TWO HBRS INVT CORP	COM	90187B101	4,821	460,000	SH	DFND	1	460,000	0	0
TWO HBRS INVT CORP	COM	90187B101	16,286	1,554,000	SH	DFND	2	1,554,000	0	0
TWO HBRS INVT CORP	COM	90187B101	6,403	611,000	SH	DFND		611,000	0	0
URS CORP NEW	COM	903236107	229	4,994	SH	DFND	1	4,994	0	0
UNITED CONTL HLDGS INC	COM	910047109	2,328	56,687	SH	DFND	1	56,687	0	0
UNITED CONTL HLDGS INC	COM	910047109	2,478	60,336	SH	DFND	2	60,336	0	0
UNITED CONTL HLDGS INC	COM	910047109	534	13,001	SH	DFND		13,001	0	0
VANGUARD INDEX FDS	REIT ETF	922908553	351	4,694	SH	DFND	1	4,694	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	1,679	34,321	SH	DFND	2	34,321	0	0
VERIZON COMMUNICATIONS INC	COM	92343V104	1,216	24,853	SH	DFND		24,853	0	0
VERISK ANALYTICS INC	CL A	92345Y106	11,175	186,191	SH	DFND	1	186,191	0	0
VIACOM INC NEW	CL B	92553P201	6,071	70,000	SH	DFND		70,000	0	0
VODAFONE GROUP PLC NEW	SPNSR ADR NO PAR	92857W308	2,377	71,181	SH	DFND	2	71,181	0	0
VODAFONE GROUP PLC NEW	SPNSR ADR NO PAR	92857W308	1,721	51,545	SH	DFND		51,545	0	0
VOLTARI CORP	COM NEW	92870X309	11	5,652	SH	DFND	1	5,652	0	0
VOLTARI CORP	COM NEW	92870X309	17	8,478	SH	DFND	2	8,478	0	0
WABASH NATL CORP	COM	929566107	321	22,547	SH	DFND	1	22,547	0	0
WAL-MART STORES INC	COM	931142103	9,008	120,000	SH	DFND	1	120,000	0	0
WELLS FARGO & CO NEW	COM	949746101	14,296	272,000	SH	DFND	1	272,000	0	0

WISCONSIN ENERGY CORP	COM	976657106	751	16,000	SH	DFND	1	16,000	0	0
XCERRA CORP	COM	98400J108	293	32,188	SH	DFND	1	32,188	0	0