AFLAC INC
Form 10-Q
May 06, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2011

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-07434

Aflac Incorporated

(Exact name of registrant as specified in its charter)

Georgia	**58-1167100**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1932 Wynnton Road, Columbus, Georgia	**31999**
(Address of principal executive offices)	(ZIP Code)

706.323.3431

(Registrant s telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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 (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. þ 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). þ 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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer þ	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	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 þ No

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	April 28, 2011
Common Stock, $.10 Par Value	467,704,769 shares

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Aflac Incorporated and Subsidiaries

Quarterly Report on Form 10-Q

For the Quarter Ended March 31, 2011

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

Review by Independent Registered Public Accounting Firm

The March 31, 2011, and 2010, consolidated financial statements included in this filing have been reviewed by KPMG LLP, an independent registered public accounting firm, in accordance with established professional standards and procedures for such a review.

The report of KPMG LLP commenting upon its review is included on the following page.

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders

Aflac Incorporated:

We have reviewed the consolidated balance sheet of Aflac Incorporated and subsidiaries (the Company) as of March 31, 2011, and the related consolidated statements of earnings, shareholders equity, cash flows and comprehensive income (loss) for the three-month periods ended March 31, 2011 and 2010. These consolidated financial statements are the responsibility of the Company s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Aflac Incorporated and subsidiaries as of December 31, 2010, and the related consolidated statements of earnings, shareholders equity, cash flows and comprehensive income (loss) for the year then ended (not presented herein); and in our report dated February 25, 2011, we expressed an unqualified opinion on those consolidated financial statements. Our report refers to a change in the method of evaluating the consolidation of variable interest entities (VIEs) and qualified special purpose entities (QSPEs) in 2010 and a change in the method of evaluating other-than-temporary impairments of debt securities in 2009. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2010, is fairly stated in all material respects, in relation to the consolidated balance sheet from which it has been derived.

Atlanta, Georgia

May 6, 2011

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Aflac Incorporated and Subsidiaries

Consolidated Statements of Earnings

	Three Months Ended March 31,	
(In millions, except for share and per-share amounts - Unaudited)	**2011**	2010
Revenues:		
Premiums, principally supplemental health insurance	**$ 4,872**	$ 4,348
Net investment income	**794**	726
Realized investment gains (losses):		
Other-than-temporary impairment losses realized	**(405)**	(42)
Sales and redemptions	**(144)**	(21)
Derivative gains (losses)	**(30)**	17
Total realized investment gains (losses)	**(579)**	(46)
Other income	**30**	37
Total revenues	**5,117**	5,065
Benefits and expenses:		
Benefits and claims	**3,222**	2,857
Acquisition and operating expenses:		
Amortization of deferred policy acquisition costs	**279**	280
Insurance commissions	**422**	403
Insurance expenses	**508**	481
Interest expense	**45**	33
Other operating expenses	**41**	37
Total acquisition and operating expenses	**1,295**	1,234
Total benefits and expenses	**4,517**	4,091
Earnings before income taxes	**600**	974
Income taxes	**205**	338
Net earnings	**$ 395**	$ 636
Net earnings per share:		
Basic	**$ .84**	$ 1.36
Diluted	**.84**	1.35
Weighted-average outstanding common shares used in computing earnings per share (In thousands):		
Basic	**468,012**	467,926
Diluted	**472,104**	472,450
Cash dividends per share	**$ .30**	$ .28

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Consolidated Balance Sheets

(In millions)	March 31, 2011 (Unaudited)	December 31, 2010
Assets:		
Investments and cash:		
Securities available for sale, at fair value:		
Fixed maturities (amortized cost $45,248 in 2011 and $43,133 in 2010)	**$ 45,162**	$ 43,100
Fixed maturities - consolidated variable interest entities (amortized cost $4,965 in 2011 and $4,969 in 2010)	**5,156**	5,255
Perpetual securities (amortized cost $5,995 in 2011 and $6,209 in 2010)	**5,847**	5,974
Perpetual securities - consolidated variable interest entities (amortized cost $1,588 in 2011 and $1,618 in 2010)	**1,521**	1,538
Equity securities (cost $22 in 2011 and $22 in 2010)	**24**	23
Securities held to maturity, at amortized cost:		
Fixed maturities (fair value $27,656 in 2011 and $29,899 in 2010)	**27,904**	29,470
Fixed maturities - consolidated variable interest entities (fair value $558 in 2011 and $570 in 2010)	**601**	614
Other investments	**138**	135
Cash and cash equivalents	**2,088**	2,121
Total investments and cash	**88,441**	88,230
Receivables	**738**	661
Accrued investment income	**746**	738
Deferred policy acquisition costs	**9,689**	9,734
Property and equipment, at cost less accumulated depreciation	**604**	620
Other	**927** [(1)]	1,056[(1)]
Total assets	**$ 101,145**	$ 101,039

[(1)] *Includes $446 in 2011 and $564 in 2010 of derivatives from consolidated VIEs*

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Consolidated Balance Sheets (continued)

(In millions, except for share and per-share amounts)	**March 31, 2011** (Unaudited)	December 31, 2010
Liabilities and shareholders equity:		
Liabilities:		
Policy liabilities:		
Future policy benefits	**$ 71,604**	$ 72,103
Unpaid policy claims	**3,735**	3,719
Unearned premiums	**1,232**	1,197
Other policyholders funds	**5,920**	5,437
Total policy liabilities	**82,491**	82,456
Notes payable	**3,017**	3,038
Income taxes	**1,877**	1,969
Payables for return of cash collateral on loaned securities	**244**	191
Other	**2,493**[(2)]	2,329[(2)]
Commitments and contingent liabilities (Note 10)		
Total liabilities	**90,122**	89,983
Shareholders equity:		
Common stock of $.10 par value. In thousands: authorized 1,900,000 shares in 2011 and 2010; issued 663,330 shares in 2011 and 662,660 shares in 2010	**66**	66
Additional paid-in capital	**1,350**	1,320
Retained earnings	**14,448**	14,194
Accumulated other comprehensive income (loss):		
Unrealized foreign currency translation gains	**862**	926
Unrealized gains (losses) on investment securities:		
Unrealized gains (losses) on securities not other-than-temporarily impaired	**(16)**	36
Unrealized gains (losses) on other-than-temporarily impaired securities	**0**	(3)
Unrealized gains (losses) on derivatives	**(5)**	31
Pension liability adjustment	**(126)**	(128)
Treasury stock, at average cost	**(5,556)**	(5,386)
Total shareholders equity	**11,023**	11,056
Total liabilities and shareholders equity	**$ 101,145**	$ 101,039

[(2)] *Includes $716 in 2011 and $741 in 2010 of derivatives from consolidated VIEs*

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Consolidated Statements of Shareholders Equity

(In millions - Unaudited)	Three Months Ended March 31, **2011**	2010
Common stock:		
Balance, beginning of period	**$ 66**	$ 66
Balance, end of period	**66**	66
Additional paid-in capital:		
Balance, beginning of period	**1,320**	1,228
Exercise of stock options	**12**	16
Share-based compensation	**8**	5
Gain (loss) on treasury stock reissued	**10**	(1)
Balance, end of period	**1,350**	1,248
Retained earnings:		
Balance, beginning of period	**14,194**	12,410
Cumulative effect of change in accounting principle, net of income taxes	**0**	(25)
Net earnings	**395**	636
Dividends to shareholders	**(141)**	(131)
Balance, end of period	**14,448**	12,890
Accumulated other comprehensive income (loss):		
Balance, beginning of period	**862**	29
Unrealized foreign currency translation gains (losses) during period, net of income taxes:		
Cumulative effect of change in accounting principle, net of income taxes	**0**	(320)
Change in unrealized foreign currency translation gains (losses) during period, net of income taxes	**(64)**	(44)
Unrealized gains (losses) on investment securities during period, net of income taxes and reclassification adjustments:		
Cumulative effect of change in accounting principle, net of income taxes	**0**	180
Change in unrealized gains (losses) on investment securities not other-than-temporarily impaired, net of income taxes	**(52)**	244
Change in unrealized gains (losses) on other-than- temporarily impaired investment securities, net of income taxes	**3**	8
Unrealized gains (losses) on derivatives during period, net of income taxes	**(36)**	(6)
Pension liability adjustment during period, net of income taxes	**2**	2
Balance, end of period	**715**	93
Treasury stock:		
Balance, beginning of period	**(5,386)**	(5,316)
Purchases of treasury stock	**(184)**	(4)
Cost of shares issued	**14**	10
Balance, end of period	**(5,556)**	(5,310)
Total shareholders equity	**$ 11,023**	$ 8,987

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Consolidated Statements of Cash Flows

(In millions - Unaudited)	Three Months Ended March 31, 2011	2010
Cash flows from operating activities:		
Net earnings	**$ 395**	$ 636
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Change in receivables and advance premiums	**461**	235
Increase in deferred policy acquisition costs	**(95)**	(50)
Increase in policy liabilities	**951**	679
Change in income tax liabilities	**(154)**	(71)
Realized investment (gains) losses	**579**	46
Other, net	**30**	(197)
Net cash provided (used) by operating activities	**2,167**	1,278
Cash flows from investing activities:		
Proceeds from investments sold or matured:		
Securities available for sale:		
Fixed maturities sold	**891**	712
Fixed maturities matured or called	**556**	150
Perpetual securities sold	**61**	54
Securities held to maturity:		
Fixed maturities matured or called	**127**	1
Costs of investments acquired:		
Securities available for sale:		
Fixed maturities acquired	**(2,914)**	(2,593)
Securities held to maturity:		
Fixed maturities acquired	**(769)**	(302)
Cash received as collateral on loaned securities, net	**54**	7
Other, net	**(19)**	2
Net cash provided (used) by investing activities	**$ (2,013)**	$ (1,969)

See the accompanying Notes to the Consolidated Financial Statements.

(continued)

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Aflac Incorporated and Subsidiaries

Consolidated Statements of Cash Flows (continued)

(In millions - Unaudited)	Three Months Ended March 31, **2011**	2010
Cash flows from financing activities:		
Purchases of treasury stock	**$ (184)**	$ (5)
Principal payments under debt obligations	**(1)**	(1)
Dividends paid to shareholders	**(135)**	(131)
Change in investment-type contracts, net	**124**	89
Treasury stock reissued	**16**	7
Other, net	**9**	18
Net cash provided (used) by financing activities	**(171)**	(23)
Effect of exchange rate changes on cash and cash equivalents	**(16)**	2
Net change in cash and cash equivalents	**$ (33)**	(712)
Cash and cash equivalents, beginning of period	**2,121**	2,323
Cash and cash equivalents, end of period	**$ 2,088**	$1,611
Supplemental disclosures of cash flow information:		
Income taxes paid	**$ 234**	$ 403
Interest paid	**12**	10
Impairment losses included in realized investment losses	**405**	42
Noncash financing activities:		
Capitalized lease obligations	**1**	0
Treasury stock issued for:		
Shareholder dividend reinvestment	**6**	0
Share-based compensation grants	**2**	2

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)

(In millions - Unaudited)	Three Months Ended March 31, **2011**	2010
Net earnings	**$ 395**	$ 636
Other comprehensive income (loss) before income taxes:		
Unrealized foreign currency translation gains (losses) during period	**(4)**	(18)
Unrealized gains (losses) on investment securities:		
Unrealized holding gains (losses) on investment securities during period	**(609)**	323
Reclassification adjustment for realized (gains) losses on investment securities included in net earnings	**527**	63
Unrealized gains (losses) on derivatives during period	**(55)**	(10)
Pension liability adjustment during period	**4**	2
Total other comprehensive income (loss) before income taxes	**(137)**	360
Income tax expense (benefit) related to items of other comprehensive income (loss)	**10**	156
Other comprehensive income (loss), net of income taxes	**(147)**	204
Total comprehensive income (loss)	**$ 248**	$ 840

See the accompanying Notes to the Consolidated Financial Statements.

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Aflac Incorporated and Subsidiaries

Notes to the Consolidated Financial Statements

(Interim period data Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Aflac Incorporated (the Parent Company) and its subsidiaries (collectively, the Company) primarily sell supplemental health and life insurance in the United States and Japan. The Company s insurance business is marketed and administered through American Family Life Assurance Company of Columbus (Aflac), which operates in the United States (Aflac U.S.) and as a branch in Japan (Aflac Japan). Most of Aflac s policies are individually underwritten and marketed through independent agents. Aflac U.S. markets and administers group products through Continental American Insurance Company (CAIC). Our insurance operations in the United States and our branch in Japan service the two markets for our insurance business. Aflac Japan s revenues, including realized gains and losses on its investment portfolio, accounted for 74% of the Company s total revenues in the three-month periods ended March 31, 2011, and 2010. The percentage of the Company s total assets attributable to Aflac Japan was 86% at March 31, 2011, and December 31, 2010.

Basis of Presentation

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). These principles are established primarily by the Financial Accounting Standards Board (FASB). In these Notes to the Consolidated Financial Statements, references to GAAP issued by the FASB are derived from the FASB Accounting Standards Codification™ (ASC). The preparation of financial statements in conformity with GAAP requires us to make estimates when recording transactions resulting from business operations based on currently available information. The most significant items on our balance sheet that involve a greater degree of accounting estimates and actuarial determinations subject to changes in the future are the valuation of investments, deferred policy acquisition costs, liabilities for future policy benefits and unpaid policy claims, and income taxes. These accounting estimates and actuarial determinations are sensitive to market conditions, investment yields, mortality, morbidity, commission and other acquisition expenses, and terminations by policyholders. As additional information becomes available, or actual amounts are determinable, the recorded estimates will be revised and reflected in operating results. Although some variability is inherent in these estimates, we believe the amounts provided are adequate.

The consolidated financial statements include the accounts of the Parent Company, its subsidiaries and those entities required to be consolidated under applicable accounting standards. All material intercompany accounts and transactions have been eliminated.

In the opinion of management, the accompanying unaudited consolidated financial statements of the Company contain all adjustments, consisting of normal recurring accruals, which are necessary to fairly present the consolidated balance sheets as of March 31, 2011, and December 31, 2010, the consolidated statements of earnings, shareholders equity, cash flows and comprehensive income (loss) for the three-month periods ended March 31, 2011, and 2010. Results of operations for interim periods are not necessarily indicative of results for the entire year. As a result, these financial statements should be read in conjunction with the financial statements and notes thereto included in our annual report to shareholders for the year ended December 31, 2010.

New Accounting Pronouncements

Recently Adopted Accounting Pronouncements

Fair value measurements and disclosures: In January 2010, the FASB issued amended accounting guidance on fair value disclosures. This guidance requires the activity in fair value hierarchy Level 3 for purchases, sales, issuances, and settlements to be reported on a gross, rather than net, basis. We adopted this guidance as of January 1, 2011. The adoption did not have an impact on our financial position or results of operations.

Accounting for variable interest entities and transfers of financial assets: In June 2009, the FASB issued amended guidance on accounting for VIEs and transfers of financial assets. As discussed above, this guidance defines new criteria for determining the primary beneficiary of a VIE; increases the frequency of required reassessments to determine whether a company is the primary beneficiary of a VIE; eliminates the exemption for the consolidation of qualified special purpose entities (QSPEs); establishes conditions for reporting a transfer of a portion of a financial asset as a sale; modifies the financial asset derecognition criteria; and requires additional disclosures. We adopted the

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provisions of this guidance on January 1, 2010 as a cumulative effect of change in accounting principle. We were required to consolidate certain of the VIEs with which we are currently involved. We were not required to deconsolidate any VIEs on January 1, 2010.

Upon the initial consolidation of the VIEs on January 1, 2010, the assets, liabilities, and noncontrolling interests of the VIEs were recorded at their carrying values, which is the amounts at which the assets, liabilities, and noncontrolling interests would have been carried in the consolidated financial statements when we first met the conditions to be the primary beneficiary. For any of the VIEs that were required to be consolidated, we also considered whether any of the derivatives in these structures qualified on January 1, 2010, as a cash flow hedge of the changes in cash flows attributable to foreign currency and/or interest rate risk. Certain of the swaps did not qualify for hedge accounting since the swap had a fair value on January 1, 2010. Other swaps did not qualify for hedge accounting since they increased, rather than reduced, cash flow risk.

For additional information concerning our investments in VIEs and derivatives, see Notes 3 and 4, respectively.

Accounting Pronouncements Pending Adoption

Accounting for costs associated with acquiring or renewing insurance contracts: In October 2010, the FASB issued amended accounting guidance on accounting for costs associated with acquiring or renewing insurance contracts. Only incremental direct costs associated with the successful acquisition of a new or renewal contract may be capitalized. The amendment also prohibits capitalizing direct-response advertising costs unless they meet certain criteria.

This guidance is effective for interim and annual periods beginning after December 15, 2011. We are currently evaluating the impact of adopting this guidance on our financial position and results of operations.

Recent accounting guidance not discussed above is not applicable or did not have an impact on our business.

For additional information on new accounting pronouncements and recent accounting guidance and their impact, if any, on our financial position or results of operations, see Note 1 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

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2. BUSINESS SEGMENT INFORMATION

The Company consists of two reportable insurance business segments: Aflac Japan and Aflac U.S., both of which sell supplemental health and life insurance. Operating business segments that are not individually reportable are included in the Other business segments category.

We do not allocate corporate overhead expenses to business segments. We evaluate and manage our business segments using a financial performance measure called pretax operating earnings. Our definition of operating earnings excludes the following items from net earnings on an after-tax basis: realized investment gains/losses (securities transactions, impairments, and the impact of derivative and hedging activities) and nonrecurring items. We then exclude income taxes related to operations to arrive at pretax operating earnings. Information regarding operations by segment follows:

	Three months Ended March 31,	
(In millions)	**2011**	2010
Revenues:		
Aflac Japan:		
Earned premiums	**$ 3,702**	$ 3,206
Net investment income	**649**	593
Other income	**20**	28
Total Aflac Japan	**4,371**	3,827
Aflac U.S.:		
Earned premiums	**1,169**	1,142
Net investment income	**144**	132
Other income	**3**	2
Total Aflac U.S.	**1,316**	1,276
Other business segments	**15**	12
Total business segment revenues	**5,702**	5,115
Realized investment gains (losses)	**(579)**	(46)
Corporate	**61**	52
Intercompany eliminations	**(67)**	(56)
Total revenues	**$ 5,117**	$ 5,065

	Three months Ended March 31,	
(In millions)	**2011**	2010
Pretax earnings:		
Aflac Japan	**$ 980**	$ 821
Aflac U.S.	**253**	244
Other business segments	**1**	(1)
Total business segment pretax operating earnings	**1,234**	1,064
Interest expense, noninsurance operations	**(41)**	(31)
Corporate and eliminations	**(14)**	(13)
Pretax operating earnings	**1,179**	1,020
Realized investment gains (losses)	**(579)**	(46)
Total earnings before income taxes	**$ 600**	$ 974
Income taxes applicable to pretax operating earnings	**$ 407**	$ 354
Effect of foreign currency translation on operating earnings	**49**	22

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Assets were as follows:

(In millions)	March 31, 2011	December 31, 2010
Assets:		
Aflac Japan	**$ 87,106**	$ 87,061
Aflac U.S.	**13,294**	13,095
Other business segments	**158**	155
Total business segment assets	**100,558**	100,311
Corporate	**13,999**	14,047
Intercompany eliminations	**(13,412)**	(13,319)
Total assets	**$ 101,145**	$ 101,039

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3. INVESTMENTS

Investment Holdings

The amortized cost for our investments in debt and perpetual securities, the cost for equity securities and the fair values of these investments are shown in the following tables.

	March 31, 2011			
(In millions)	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 16,905	$ 315	$ 105	$ 17,115
Mortgage- and asset-backed securities	1,175	21	13	1,183
Public utilities	2,504	87	106	2,485
Sovereign and supranational	1,653	107	24	1,736
Banks/financial institutions	5,559	130	924	4,765
Other corporate	5,758	142	465	5,435
Total yen-denominated	33,554	802	1,637	32,719
Dollar-denominated:				
U.S. government and agencies	974	20	1	993
Municipalities	1,013	9	36	986
Mortgage- and asset-backed securities[(1)]	453	92	1	544
Collateralized debt obligations	5	0	0	5
Public utilities	2,784	227	47	2,964
Sovereign and supranational	385	58	4	439
Banks/financial institutions	3,316	187	74	3,429
Other corporate	7,729	607	97	8,239
Total dollar-denominated	16,659	1,200	260	17,599
Total fixed maturities	50,213	2,002	1,897	50,318
Perpetual securities:				
Yen-denominated:				
Banks/financial institutions	6,878	194	477	6,595
Other corporate	322	23	0	345
Dollar-denominated:				
Banks/financial institutions	383	68	23	428
Total perpetual securities	7,583	285	500	7,368
Equity securities	22	3	1	24
Total securities available for sale	$ 57,818	$ 2,290	$ 2,398	$ 57,710

(1) Includes $1 of other-than-temporary non-credit-related losses

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	March 31, 2011			
(In millions)	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 449	$ 0	$ 10	$ 439
Municipalities	522	5	9	518
Mortgage- and asset-backed securities	138	4	0	142
Public utilities	6,211	221	157	6,275
Sovereign and supranational	4,053	169	119	4,103
Banks/financial institutions	11,945	179	662	11,462
Other corporate	5,187	192	104	5,275
Total yen-denominated	28,505	770	1,061	28,214
Total securities held to maturity	$ 28,505	$ 770	$ 1,061	$ 28,214

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(In millions)	December 31, 2010 Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities available for sale, carried at fair value:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 16,607	$ 584	$ 14	$ 17,177
Mortgage- and asset-backed securities	1,224	35	15	1,244
Public utilities	2,554	117	80	2,591
Sovereign and supranational	903	47	12	938
Banks/financial institutions	5,927	152	1,177	4,902
Other corporate	5,733	136	457	5,412
Total yen-denominated	32,948	1,071	1,755	32,264
Dollar-denominated:				
U.S. government and agencies	32	4	0	36
Municipalities	1,006	9	42	973
Mortgage- and asset-backed securities[(1)]	485	90	13	562
Collateralized debt obligations	5	0	0	5
Public utilities	2,568	246	36	2,778
Sovereign and supranational	395	63	2	456
Banks/financial institutions	3,496	143	108	3,531
Other corporate	7,167	662	79	7,750
Total dollar-denominated	15,154	1,217	280	16,091
Total fixed maturities	48,102	2,288	2,035	48,355
Perpetual securities:				
Yen-denominated:				
Banks/financial institutions	7,080	172	533	6,719
Other corporate	328	15	0	343
Dollar-denominated:				
Banks/financial institutions	419	61	30	450
Total perpetual securities	7,827	248	563	7,512
Equity securities	22	3	2	23
Total securities available for sale	$ 55,951	$ 2,539	$ 2,600	$ 55,890

(1) Includes $4 of other-than-temporary non-credit-related losses

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	December 31, 2010			
(In millions)	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities held to maturity, carried at amortized cost:				
Fixed maturities:				
Yen-denominated:				
Japan government and agencies	$ 344	$ 4	$ 4	$ 344
Municipalities	407	18	2	423
Mortgage- and asset-backed securities	146	5	0	151
Public utilities	6,339	326	120	6,545
Sovereign and supranational	4,951	305	65	5,191
Banks/financial institutions	12,618	216	526	12,308
Other corporate	5,279	274	46	5,507
Total yen-denominated	30,084	1,148	763	30,469
Total securities held to maturity	$ 30,084	$ 1,148	$ 763	$ 30,469

The methods of determining the fair values of our investments in debt securities, perpetual securities and equity securities are described in Note 5.

Included in the available-for-sale fixed maturities portfolio are securities with embedded derivatives for which we have elected the fair value option. These securities were recorded at a fair value of $602 million at March 31, 2011, compared with $619 million at December 31, 2010. We recognized in earnings investment gains of $3 million during the three-month period ended March 31, 2011 and less than $1 million of losses during the three-month period ended March 31, 2010 for the changes in fair value of these securities, which excludes the effects of foreign currency translation and additional fair value option elections.

During the first three months of 2011, we reclassified eight investments from the held-to-maturity portfolio to the available-for-sale portfolio as a result of a significant decline in the issuers credit worthiness. At the time of the transfer, the securities had an aggregate amortized cost of $1.6 billion and an aggregate unrealized loss of $270 million. The securities transferred included our investments in the Republic of Tunisia that had an aggregate amortized cost of $769 million and four securities associated with financial institutions in Portugal and Ireland with an aggregate amortized cost of $631 million. See the Investment Concentration section below for a discussion of these financial institutions in Portugal and Ireland. During the first three months of 2010, we did not reclassify any investments from the held-to-maturity portfolio to the available-for-sale portfolio.

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Contractual and Economic Maturities

The contractual maturities of our investments in fixed maturities at March 31, 2011, were as follows:

	Aflac Japan		Aflac U.S.	
(In millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available for sale:				
Due in one year or less	$ 1,303	$ 1,352	$ 76	$ 78
Due after one year through five years	3,857	4,113	257	286
Due after five years through 10 years	3,340	3,557	924	1,052
Due after 10 years	31,856	30,877	6,861	7,160
Mortgage- and asset-backed securities	1,320	1,420	308	307
Total fixed maturities available for sale	$ 41,676	$ 41,319	$ 8,426	$ 8,883
Held to maturity:				
Due in one year or less	$ 548	$ 554	$ 0	$ 0
Due after one year through five years	1,233	1,310	0	0
Due after five years through 10 years	3,254	3,591	0	0
Due after 10 years	23,332	22,617	0	0
Mortgage- and asset-backed securities	138	142	0	0
Total fixed maturities held to maturity	$ 28,505	$ 28,214	$ 0	$ 0

At March 31, 2011, the Parent Company had a portfolio of investment-grade available-for-sale fixed-maturity securities totaling $111 million at amortized cost and $116 million at fair value, which is not included in the table above.

Expected maturities may differ from contractual maturities because some issuers have the right to call or prepay obligations with or without call or prepayment penalties.

The majority of our perpetual securities are subordinated to other debt obligations of the issuer, but rank higher than the issuer s equity securities. Perpetual securities have characteristics of both debt and equity investments, along with unique features that create economic maturity dates for the securities. Although perpetual securities have no contractual maturity date, they have stated interest coupons that were fixed at their issuance and subsequently change to a floating short-term interest rate of 125 to more than 300 basis points above an appropriate market index, generally by the 25th year after issuance, thereby creating an economic maturity date. The economic maturities of our investments in perpetual securities, which were all reported as available for sale at March 31, 2011, were as follows:

	Aflac Japan		Aflac U.S.	
(In millions)	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 632	$ 689	$ 0	$ 0
Due after one year through five years	1,286	1,332	5	5
Due after five years through 10 years	985	1,035	0	0
Due after 10 years	4,479	4,062	196	245
Total perpetual securities available for sale	$ 7,382	$ 7,118	$ 201	$ 250

Investment Concentrations

Our investment discipline begins with a top-down approach for each investment opportunity we consider. Consistent with that approach, we first approve each country in which we invest. In our approach to sovereign analysis, we consider the political, legal and financial context of the sovereign entity in which an issuer is domiciled and operates. Next we approve the issuer s industry sector, including such factors as the stability of results and the importance of the sector to the overall economy. Specific credit names within approved countries and industry sectors are

evaluated for their market position and specific strengths and potential weaknesses. Structures in which we invest are chosen for specific portfolio management purposes, including asset/liability management, portfolio diversification and net investment income.

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Banks and Financial Institutions

Our largest investment industry sector concentration is banks and financial institutions. Within the countries we approve for investment opportunities, we primarily invest in financial institutions that are strategically crucial to each approved country s economy. The bank and financial institution sector is a highly regulated industry and plays a strategic role in the global economy. We achieve some degree of diversification in the bank and financial institution sector through a geographically diverse universe of credit exposures. Within this sector, the more significant concentration of our credit risk by geographic region or country of issuer at March 31, 2011, based on amortized cost, was: Europe, excluding the United Kingdom (45%); United States (20%); United Kingdom (8%); Japan (8%); and other (19%).

Our total investments in the bank and financial institution sector, including those classified as perpetual securities, were as follows:

	March 31, 2011		December 31, 2010	
	Total Investments in Banks and Financial Institutions Sector (in millions)	**Percentage of Total Investment Portfolio**	Total Investments in Banks and Financial Institutions Sector (in millions)	Percentage of Total Investment Portfolio
Debt Securities:				
Amortized cost	**$ 20,820**	**24 %**	$ 22,041	26 %
Fair value	**19,656**	**23**	20,741	24
Perpetual Securities:				
Upper Tier II:				
Amortized cost	**$ 4,799**	**6 %**	$ 4,957	6 %
Fair value	**4,658**	**5**	4,748	5
Tier I:				
Amortized cost	**2,462**	**3**	2,542	3
Fair value	**2,365**	**3**	2,421	3
Total:				
Amortized cost	**$ 28,081**	**33 %**	$ 29,540	35 %
Fair value	**26,679**	**31**	27,910	32

Investments in Greece, Ireland, Italy, Portugal and Spain

Our investment exposure to sovereign debt and financial institutions in Greece, Ireland, Italy, Portugal and Spain was as follows:

	March 31, 2011		December 31, 2010	
(In millions)	**Amortized Cost**	**Fair Value**	Amortized Cost	Fair Value
Sovereign and supranational:				
Italy	**$ 301**	**$ 290**	$ 307	$ 306
Spain	**715**	**736**	730	782
Total	**$ 1,016**	**$ 1,026**	$ 1,037	$ 1,088
Banks and financial institutions:				
Greece	**$ 372**	**$ 372**	$ 1,152	$ 391
Ireland	**621**	**451**	710	659
Italy	**180**	**173**	184	183
Portugal	**842**	**405**	859	770
Spain	**518**	**480**	526	503
Total	(1)	**$ 1,881**	3,431 (1)	$ 2,506

		2,533	
		$	$

(1) Represents 9% in 2011 and 12% in 2010 of total investments in the banks and financial institutions sector, and 3% in 2011 and 4% in 2010 of total investments in debt and perpetual securities

Ireland

During the first quarter of 2011, we sold one of our impaired below-investment-grade Irish financial institution securities at a $2 million pretax gain. As of March 31, 2011, two securities included in the table above issued by Irish financial institutions with amortized costs and fair values totaling $351 million and $220 million, respectively, were rated

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below investment grade. We believe that these unrealized losses are primarily the result of the fiscal problems in the region rather than issuer specific credit factors. The Irish government has stated that they do not support burden-sharing for senior debt holdings such as ours. These Irish banks are current on their obligation to us, and we believe they have the ability to meet their obligations to us. In addition, as of March 31, 2011, we had the intent to hold these investments to recovery in value. As a result, we did not recognize an other-than-temporary impairment for these investments as of March 31, 2011.

Greece

During the second quarter of 2010, our investments in Greek financial institutions, Alpha Bank, EFG Eurobank Ergasias, and National Bank of Greece (NBG), all of which are Lower Tier II subordinated debt, were downgraded to below investment grade. As a result of the downgrades, we reclassified these investments from held to maturity to available for sale. We believed the downgrade of the Greek banks was largely related to the problems of the Greek government and its poor fiscal management, rather than the banks specific credit profiles. The three Greek bank issuers that comprised our Greek financial institution holdings had, on average, Tier 1 capital ratios higher than their peers in other troubled European sovereigns. Their capital was at a level that we felt could sustain deterioration in assets and operations that accompany economic conditions, such as those that the Greek economy was encountering in 2010 and those expected in the next few years. All three Greek banks had sufficient capital under the stress testing applied by the Committee of European Banking Supervisors (CEBS) in July 2010. However, the problems of the Greek government and related ratings downgrades have caused a decline in the confidence of depositors and capital market participants in the Greek banking system. As a result, the banks have significantly relied upon the European Central Bank (ECB) for liquidity via posting of collateral, which tends to be in the form of Greek Government Bonds (GGBs) or debt guaranteed by the sovereign. As of December 31, 2010, all of the Greek banks were current on their obligations to us. While these financial institutions have significant investments in GGBs, as of December 31, 2010, we believed that these institutions would be solvent even if there were a future restructuring of GGBs and they would have the ability to meet their obligations to us. In addition, as of December 31, 2010, we had the intent to hold these investments to recovery in value. As a result, we did not recognize an other-than-temporary impairment for these investments as of December 31, 2010.

Since December 31, 2010, Greece has remained under pressure, which has also continued to weigh on the Greek banks. Skepticism over the rigor of the capital stress tests applied by the CEBS in July 2010 has grown, especially as further problems have developed in the capital of the Irish banks. On February 18, 2011, NBG announced its proposal for a friendly merger with Alpha Bank, but Alpha Bank rejected this proposal. However, this proposal highlighted risks that accompany consolidation among the top three banks in Greece. While the proposal could have created a national champion in Greek banking, it also would have concentrated ownership of GGBs in the combined entity and formed a very low-rated entity among our top ten largest investment holdings. Two rating agencies downgraded the Greek banks subsequent to downgrading the sovereign during the first quarter of 2011 (on January 17, 2011, and March 9, 2011). In the latter action, the rating agency lowered the ratings indicative of the banks intrinsic financial strength due to the persistent pressure on liquidity, asset quality and material exposure to GGBs. In light of the above increased risks and, in particular, the March 9, 2011 downgrade, we no longer supported our previous intent to hold our Greek bank investments to recovery in value. In March 2011, we sold one of our Greek bank holdings, Alpha Bank, and recognized an investment loss of $177 million ($115 million after-tax). For the quarter ended March 31, 2011, we recognized other-than-temporary impairment losses of $397 million ($258 million after-tax) for the remaining two Greek bank holdings. In April 2011, we sold one of these holdings, our investment in EFG Eurobank Ergasias for $2 million more than its recorded impaired value.

Portugal

As of March 31, 2011, four securities issued by three Portugal financial institutions with total amortized cost of $842 million and fair value of $405 million were rated below investment grade. We believe that the below-investment-grade ratings and unrealized loss position are the result of the fiscal problems in the Eurozone region, rather than the banks specific credit profiles. As of March 31, 2011, these banks were current on their obligations to us, were profitable and had adequate Tier 1 capital ratios. We believe that Portugal s financial institutions are stronger than their other Eurozone peers and have not required

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much state support. It is difficult to separate the difficulties of the sovereign from the bank since the bank s sources of liquidity are limited due to the financial situation of the sovereign. We believe the government of Portugal has exercised more prudent fiscal policies and is in a better financial situation than some of its other Eurozone peers. As a result, we believe they have the ability to meet their obligations to us. In addition, as of March 31, 2011, we had the intent to hold these investments to recovery in value. As a result, we did not recognize an other-than-temporary impairment for these investments as of March 31, 2011.

With the exception of the securities discussed above, all other securities included in the table above were rated investment grade as of March 31, 2011.

Derisking

During the three-month period ended March 31, 2011, we pursued strategic investment activities to lower the risk profile of our investment portfolio. Our focus was on reducing our exposure to large concentrated investment positions, which overlapped with efforts to reduce our exposure to investments in Greece and Ireland, as discussed above, and certain financial issuers. As a result of the efforts to reduce large concentrated positions, we sold certain dollar-denominated, available-for-sale securities holdings of issuers that exceeded 10% of total adjusted capital (TAC) on a statutory accounting basis. These sales resulted in a pretax net gain of $8 million ($5 million after-tax). Other sales of securities from financial issuers and other entities resulting from our derisking strategy generated an additional pretax net gain of $6 million ($4 million after-tax).

Realized Investment Gains and Losses

Information regarding pretax realized gains and losses from investments is as follows:

	Three Months Ended March 31,	
(In millions)	**2011**	2010
Realized investment gains (losses) on securities:		
Debt securities:		
Available for sale:		
Gross gains from sales	**$ 26**	$ 51
Gross losses from sales	**(187)**	(80)
Net gains (losses) from redemptions	**7**	0
Other-than-temporary impairment losses	**(404)**	0
Total debt securities	**(558)**	(29)
Perpetual securities:		
Available for sale:		
Gross gains from sales	**6**	8
Gross losses from sales	**(2)**	0
Other-than-temporary impairment losses	**0**	(41)
Total perpetual securities	**4**	(33)
Equity securities:		
Other-than-temporary impairment losses	**(1)**	(1)
Total equity securities	**(1)**	(1)
Other assets:		
Derivative gains (losses)	**(30)**	17
Other long-term assets	**6**	0
Total other assets	**(24)**	17
Total realized investment gains (losses)	**$ (579)**	$ (46)

During the three-month period ended March 31, 2011, we realized pretax investment losses of $405 million ($263 million after-tax) as a result of the recognition of other-than-temporary impairment losses. We also realized pretax investment losses, net of gains, of $161 million ($105 million after-tax) from securities sold as a result of an implemented plan to reduce the risk exposure in our investment portfolio (see the Investment Concentrations section above for more information). We realized pretax investment losses, net of gains, of $30 million ($19 million after-tax) from valuing derivatives. We realized pretax investment gains of $11 million ($7 million after-tax) for sales and redemptions in the

normal course of business and pretax gains of $6 million ($4 million after-tax) for other securities transactions.

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During the three-month period ended March 31, 2010, we realized pretax investment losses of $42 million ($27 million after-tax) as a result of the recognition of other-than-temporary impairment losses. We also realized pretax investment losses, net of gains, of $21 million ($14 million after-tax) from securities sold or redeemed in the normal course of business. We realized pretax investment gains of $17 million ($11 million after-tax) from valuing foreign currency, interest rate and credit default swaps related to certain VIEs which we consolidated.

Other-than-temporary Impairment

The fair value of our debt and perpetual security investments fluctuates based on changes in credit spreads in the global financial markets. Credit spreads are most impacted by market rates of interest, the general and specific credit environment and global market liquidity. We believe that fluctuations in the fair value of our investment securities related to changes in credit spreads have little bearing on whether our investment is ultimately recoverable. Therefore, we consider such declines in fair value to be temporary even in situations where an investment remains in an unrealized loss position for a year or more.

However, in the course of our credit review process, we may determine that it is unlikely that we will recover our investment in an issuer due to factors specific to an individual issuer, as opposed to general changes in global credit spreads. In this event, we consider such a decline in the investment s fair value, to the extent below the investment s cost or amortized cost, to be an other-than-temporary impairment of the investment and write the investment down to its fair value. The determination of whether an impairment is other than temporary is subjective and involves the consideration of various factors and circumstances, which includes but is not limited to the following:

- issuer financial condition, including profitability and cash flows
- credit status of the issuer
- the issuer s specific and general competitive environment
- published reports
- general economic environment
- regulatory, legislative and political environment
- the severity of the decline in fair value
- the length of time the fair value is below cost
- other factors as may become available from time to time

In addition to the usual investment risk associated with a debt instrument, our perpetual security holdings may be subject to the risk of nationalization of their issuers in connection with capital injections from an issuer s sovereign government. We cannot be assured that such capital support will extend to all levels of an issuer s capital structure. In addition, certain governments or regulators may consider imposing interest and principal payment restrictions on issuers of hybrid securities to preserve cash and build capital. In addition to the cash flow impact that additional deferrals would have on our portfolio, such deferrals could result in ratings downgrades of the affected securities, which in turn could impair the fair value of the securities and increase our regulatory capital requirements. We take factors such as these into account in our credit review process.

Another factor we consider in determining whether an impairment is other than temporary is an evaluation of our intent or requirement to sell the security prior to recovery of its amortized cost. We perform ongoing analyses of our liquidity needs, which includes cash flow testing of our policy liabilities, debt maturities, projected dividend payments and other cash flow and liquidity needs. Our cash flow testing includes extensive duration matching of our investment portfolio and policy liabilities. Based on our analyses, we have concluded that we have sufficient excess cash flows to meet our liquidity needs without liquidating any of our investments prior to their maturity. In addition, provided that our credit review process results in a conclusion that we will collect all of our cash flows and recover our investment in an issuer and the investment is within our target investment risk exposure limits, we generally do not sell investments prior to their maturity.

The majority of our investments are evaluated for other-than-temporary impairment using our debt impairment model. Our debt impairment model focuses on the ultimate collection of the cash flows from our investments. Our investments in perpetual securities that are rated below investment grade are evaluated for other-than-temporary impairment under our equity impairment model. Our equity impairment model focuses on the severity of a security s decline in fair value coupled with the length of time the fair value of the security has been below amortized cost.

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The following table details our pretax other-than-temporary impairment losses by investment category.

	Three Months Ended March 31,	
(In millions)	**2011**	2010
Perpetual securities	**$ 0**	$ 41
Corporate bonds	**397**	0
Mortgage- and asset-backed securities	**6**	0
Municipalities	**1**	0
Equity securities	**1**	1
Total other-than-temporary impairment losses realized	**$ 405**	$ 42

We apply the debt security impairment model to our perpetual securities provided there has been no evidence of deterioration in credit of the issuer, such as a downgrade of the rating of a perpetual security to below investment grade. As of March 31, 2011, the perpetual securities of eight issuers we own had been downgraded to below investment grade. As a result of these downgrades, we were required to evaluate these securities for other-than-temporary impairment using the equity security impairment model rather than the debt security impairment model. Use of the equity security model limits the forecasted recovery period that can be used in the impairment evaluation and, accordingly, affects both the recognition and measurement of other-than-temporary impairment losses. As a result of market conditions and the extent of changes in ratings on our perpetual securities, we recognized other-than-temporary impairment losses for perpetual securities from evaluation under our equity impairment model of $41 million ($27 million after-tax) during the three-month period ended March 31, 2010. We did not recognize any other-than-temporary impairment losses for perpetual securities from evaluation under our equity impairment model during the three-month period ended March 31, 2011.

Certain of our mortgage- and asset-backed securities have had other-than-temporary impairments recognized that had credit-related and non-credit-related components. The following table summarizes cumulative credit-related impairment losses on the securities still held at the end of the reporting period, for which other-than-temporary losses have been recognized and only the amount related to credit loss was recognized in earnings.

	Three Months Ended March 31,	
(In millions)	**2011**	2010
Cumulative credit loss impairments, beginning of period	**$ 13**	$ 24
Securities sold during period	**(9)**	(1)
Cumulative credit loss impairments, end of period	**$ 4**	$ 23

Unrealized Investment Gains and Losses

Effect on Shareholders Equity

The net effect on shareholders equity of unrealized gains and losses from investment securities was as follows:

	March 31, 2011	December 31, 2010
(In millions)		
Unrealized gains (losses) on securities available for sale	**$ (108)**	$ (61)
Unamortized unrealized gains on securities transferred to held to maturity	**100**	135
Deferred income taxes	**(8)**	(41)
Shareholders equity, unrealized gains (losses) on investment securities	**$ (16)**	$ 33

Gross Unrealized Loss Aging

The following tables show the fair value and gross unrealized losses, including the portion of other-than-temporary impairment recognized in accumulated other comprehensive income, of our available-for-sale and held-to-maturity investments, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position.

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	March 31, 2011					
	Total		Less than 12 months		12 months or longer	
(In millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed maturities:						
U.S. government and agencies:						
Dollar-denominated	$ 105	$ 1	$ 105	$ 1	$ 0	$ 0
Japan government and agencies:						
Yen-denominated	7,400	115	7,400	115	0	0
Municipalities:						
Dollar-denominated	657	36	607	23	50	13
Yen-denominated	271	9	216	4	55	5
Mortgage- and asset- backed securities:						
Dollar-denominated	30	1	15	0	15	1
Yen-denominated	424	13	35	0	389	13
Public utilities:						
Dollar-denominated	913	47	855	40	58	7
Yen-denominated	4,460	263	2,216	48	2,244	215
Sovereign and supranational:						
Dollar-denominated	73	4	41	2	32	2
Yen-denominated	2,072	143	987	26	1,085	117
Banks/financial institutions:						
Dollar-denominated	1,153	74	442	20	711	54
Yen-denominated	10,193	1,586	2,115	62	8,078	1,524
Other corporate:						
Dollar-denominated	2,371	97	2,040	69	331	28
Yen-denominated	5,106	569	1,545	88	3,561	481
Total fixed maturities	35,228	2,958	18,619	498	16,609	2,460
Perpetual securities:						
Dollar-denominated	214	23	122	3	92	20
Yen-denominated	3,412	477	753	75	2,659	402
Total perpetual securities	3,626	500	875	78	2,751	422
Equity securities	7	1	7	0	0	1
Total	$ 38,861	$ 3,459	$ 19,501	$ 576	$ 19,360	$ 2,883

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	December 31, 2010					
	Total		Less than 12 months		12 months or longer	
(In millions)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed maturities:						
Japan government and agencies:						
Yen-denominated	$ 1,634	$ 18	$ 1,634	$ 18	$ 0	$ 0
Municipalities:						
Dollar-denominated	682	42	632	28	50	14
Yen-denominated	59	2	0	0	59	2
Mortgage- and asset- backed securities:						
Dollar-denominated	78	13	20	0	58	13
Yen-denominated	415	15	415	15	0	0
Public utilities:						
Dollar-denominated	556	36	498	28	58	8
Yen-denominated	2,877	200	766	47	2,111	153
Sovereign and supranational:						
Dollar-denominated	45	2	12	0	33	2
Yen-denominated	1,579	77	428	1	1,151	76
Banks/financial institutions:						
Dollar-denominated	1,484	108	753	22	731	86
Yen-denominated	10,609	1,703	1,506	40	9,103	1,663
Other corporate:						
Dollar-denominated	1,741	79	1,456	52	285	27
Yen-denominated	4,503	503	507	45	3,996	458
Total fixed maturities	26,262	2,798	8,627	296	17,635	2,502
Perpetual securities:						
Dollar-denominated	208	30	149	19	59	11
Yen-denominated	4,171	533	1,793	119	2,378	414
Total perpetual securities	4,379	563	1,942	138	2,437	425
Equity securities	13	2	13	1	0	1
Total	$ 30,654	$ 3,363	$ 10,582	$ 435	$ 20,072	$ 2,928

Analysis of Securities in Unrealized Loss Positions

The unrealized losses on our investments have been primarily related to changes in interest rates, foreign exchange rates or the widening of credit spreads rather than specific issuer credit-related events. In addition, because we do not intend to sell and do not believe it is likely that we will be required to sell these investments before a recovery of fair value to amortized cost, we do not consider any of these investments to be other-than-temporarily impaired as of and for the three-month period ended March 31, 2011. The following summarizes our evaluation of investment categories with significant unrealized losses and securities that were rated below investment grade. All other investment categories with securities in an unrealized loss position that are not specifically discussed below were comprised of investment grade fixed maturities.

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Municipalities and Mortgage- and Asset-Backed Securities

As of March 31, 2011, 83% of the unrealized losses on investment securities in the municipalities sector and 93% of the unrealized losses on investment securities in the mortgage- and asset-backed securities sector were related to investments that were investment grade, compared with 82% and 54%, respectively, at December 31, 2010. We have determined that the majority of the unrealized losses on the investments in these sectors were caused by widening credit spreads. However, we have determined that the ability of the issuers to service our investments has not been compromised. Unrealized gains or losses related to prevailing interest rate environments are impacted by the remaining time to maturity of an investment. Assuming no credit-related factors develop, as investments near maturity the unrealized gains or losses can be expected to diminish.

Bank and Financial Institution Investments

The following table shows the composition of our investments in an unrealized loss position in the bank and financial institution sector by fixed-maturity securities and perpetual securities. The table reflects those securities in that sector that were in an unrealized loss position as a percentage of our total investment portfolio in an unrealized loss position and their respective unrealized losses as a percentage of total unrealized losses.

	March 31, 2011		December 31, 2010	
	Percentage of Total Investments in an Unrealized Loss Position	**Percentage of Total Unrealized Losses**	Percentage of Total Investments in an Unrealized Loss Position	Percentage of Total Unrealized Losses
Fixed maturities	**29 %**	**48 %**	39 %	54 %
Perpetual securities:				
Upper Tier II	**5**	**9**	9	10
Tier I	**4**	**6**	5	7
Total perpetual securities	**9**	**15**	14	17
Total	**38 %**	**63 %**	53 %	71 %

As of March 31, 2011, 59% of the $2.2 billion in unrealized losses on investments in the bank and financial institution sector, including perpetual securities, were related to investments that were investment grade, compared with 53% at December 31, 2010. Of the $15.0 billion in investments, at fair value, in the bank and financial institution sector in an unrealized loss position at March 31, 2011, only $1.4 billion ($.9 billion in unrealized losses) were below investment grade. Five investments comprised nearly 82% of the $.9 billion unrealized loss. The remaining investments that comprised the unrealized loss were divided among eight issuers with average unrealized losses per investment of less than $20 million. We conduct our own independent credit analysis for investments in the bank and financial sector. Our assessment includes analysis of financial information, as well as consultation with the issuers from time to time. Based on our credit analysis, we have determined that the majority of the unrealized losses on the investments in this sector were caused by widening credit spreads, the downturn in the global economic environment and, to a lesser extent, changes in foreign exchange rates. Unrealized gains or losses related to prevailing interest rate environments are impacted by the remaining time to maturity of an investment. Assuming no credit-related factors develop, as investments near maturity, the unrealized gains or losses can be expected to diminish. Based on our credit analysis, we believe that our investments in this sector have the ability to service their obligations to us.

Other Corporate Investments

As of March 31, 2011, 67% of the unrealized losses on investments in the other corporate sector were related to investments that were investment grade, compared with 51% at December 31, 2010. For any credit-related declines in market value, we perform a more focused review of the related issuer s credit ratings, financial statements and other available financial data, timeliness of payment, competitive environment and any other significant data related to the issuer. From those reviews, we evaluate the issuers continued ability to service our investments. We have determined that the majority of the unrealized losses on the investments in the other corporate sector were caused by widening credit spreads. Also impacting the unrealized losses in this sector is the decline in creditworthiness of certain issuers in the other corporate sector. Based on our credit analysis, we believe that our investments in this sector have the ability to service their obligation to us.

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Perpetual Securities

At March 31, 2011, 84% of the unrealized losses on investments in perpetual securities were related to investments that were investment grade, compared with 83% at December 31, 2010. The majority of our investments in Upper Tier II and Tier I perpetual securities were in highly rated global financial institutions. Upper Tier II securities have more debt-like characteristics than Tier I securities and are senior to Tier I securities, preferred stock, and common equity of the issuer. Conversely, Tier I securities have more equity-like characteristics, but are senior to the common equity of the issuer. They may also be senior to certain preferred shares, depending on the individual security, the issuer s capital structure and the regulatory jurisdiction of the issuer.

Details of our holdings of perpetual securities were as follows:

Perpetual Securities

		March 31, 2011			December 31, 2010		
(In millions)	Credit Rating	**Amortized Cost**	**Fair Value**	**Unrealized Gain (Loss)**	Amortized Cost	Fair Value	Unrealized Gain (Loss)
Upper Tier II:							
	AA	**$ 188**	**$ 201**	**$ 13**	$ 190	$ 201	$ 11
	A	**3,154**	**3,162**	**8**	3,279	3,250	(29)
	BBB	**1,321**	**1,251**	**(70)**	1,274	1,164	(110)
	BB or lower	**458**	**389**	**(69)**	542	476	(66)
Total Upper Tier II		**5,121**	**5,003**	**(118)**	5,285	5,091	(194)
Tier I:							
	A	**586**	**525**	**(61)**	632	568	(64)
	BBB	**1,491**	**1,420**	**(71)**	1,386	1,296	(90)
	BB or lower	**385**	**420**	**35**	524	557	33
Total Tier I		**2,462**	**2,365**	**(97)**	2,542	2,421	(121)
Total		**$ 7,583**	**$ 7,368**	**$ (215)**	$ 7,827	$ 7,512	$ (315)

With the exception of the Icelandic bank securities that we completely impaired in 2008, our Lloyds Banking Group plc dollar-denominated Tier I perpetual securities (par value of $33 million at March 31, 2011), and our RBS Capital Trust II dollar-denominated Tier I perpetual security (par value of $38 million at March 31, 2011), all of the perpetual securities we own were current on interest and principal payments at March 31, 2011. In April 2011, we sold the RBS Capital Trust II perpetual security. Based on amortized cost as of March 31, 2011, the geographic breakdown of our perpetual securities by issuer was as follows: European countries, excluding the United Kingdom, (72%); the United Kingdom (9%); Japan (13%); and other (6%). To determine any credit-related declines in market value, we perform a more focused review of the related issuer s credit ratings, financial statements and other available financial data, timeliness of payment, competitive environment and any other significant data related to the issuer. From those reviews, we evaluate the issuer s continued ability to service our investment.

We have determined that the majority of our unrealized losses in the perpetual security category has been principally due to widening credit spreads, largely as the result of the contraction of liquidity in the capital markets, however there was some credit tightening in the first quarter of 2011 that improved our net unrealized loss position. Based on our reviews, we concluded that the ability of the issuers to service our investment has not been compromised by these factors. Unrealized gains or losses related to prevailing interest rate environments are impacted by the remaining time to maturity of an investment. Assuming no credit-related factors develop, as the investments near economic maturity, the unrealized gains or losses can be expected to diminish. Based on our credit analyses, we believe that our investments in this sector have the ability to service their obligation to us.

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Variable Interest Entities (VIEs)

As discussed in Note 1, effective January 1, 2010, we have consolidated all of the components of each former QSPE investment, including a fixed-maturity or perpetual investment and a corresponding derivative transaction. Our risk of loss over the life of each investment is limited to the amount of our original investment. In addition, new criteria for determining the primary beneficiary of a VIE that was effective January 1, 2010, resulted in the consolidation of additional VIE investments. The following table details our investments in VIEs.

Investments in Variable Interest Entities

	March 31, 2011		December 31, 2010	
(In millions)	**Amortized Cost**	**Fair Value**	Amortized Cost	Fair Value
VIEs:				
Consolidated:				
Total VIEs consolidated	**$ 7,154**	**$ 7,235**	$ 7,201	$ 7,363
Not consolidated:				
CDOs	**5**	**5**	5	5
Other	**13,117**	**13,068**	13,914	13,214
Total VIEs not consolidated	**13,122**	**13,073**	13,919	13,219
Total VIEs	**$ 20,276**	**$ 20,308**	$ 21,120	$ 20,582

As a condition to our involvement or investment in a VIE, we enter into certain protective rights and covenants that preclude changes in the structure of the VIE that would alter the creditworthiness of our investment or our beneficial interest in the VIE.

Our involvement with all of the VIEs in which we have an interest is passive in nature, and we are not the arranger of these entities. Except as relates to our review and evaluation of the structure of these VIEs in the normal course of our investment decision-making process, we have not been involved in establishing these entities. Further, we have not been nor are we required to purchase the securities issued in the future by any of these VIEs.

Our ownership interest in the VIEs is limited to holding the obligations issued by them. All of the VIEs in which we invest are static with respect to funding and have no ongoing forms of funding after the initial funding date. We have no direct or contingent obligations to fund the limited activities of these VIEs, nor do we have any direct or indirect financial guarantees related to the limited activities of these VIEs. We have not provided any assistance or any other type of financing support to any of the VIEs we invest in, nor do we have any intention to do so in the future. The weighted-average lives of our notes are very similar to the underlying collateral held by these VIEs where applicable.

Our risk of loss related to our interests in any of our VIEs is limited to our investment in the debt securities issued by them.

VIEs-Consolidated

We are substantively the only investor in the consolidated VIEs listed in the table above. As the sole investor in these VIEs, we have the power to direct the activities of a variable interest entity that most significantly impact the entity s economic performance and are therefore considered to be the primary beneficiary of the VIEs that we consolidate. We also participate in substantially all of the variability created by these VIEs. The activities of these VIEs are limited to holding debt and perpetual securities and interest rate, foreign currency, and/or credit default swaps, as appropriate, and utilizing the cash flows from these securities to service our investment. Neither we nor any of our creditors are able to obtain the underlying collateral of the VIEs unless there is an event of default. Further, we are not a direct counterparty to the swap contracts and have no control over them. Our loss exposure to these VIEs is limited to our original investment.

The underlying collateral assets and funding of these VIEs are generally static in nature. These VIEs are limited to holding the underlying collateral and CDS contracts on specific corporate entities and utilizing the cash flows from the

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collateral and CDS contracts to service our investment therein. The underlying collateral and the reference corporate entities covered by the CDS contracts are all investment grade at the time of issuance. These VIEs do not rely on outside or ongoing sources of funding to support their activities beyond the underlying collateral and CDS contracts. We currently own only senior CDO tranches within these VIEs.

Consistent with our other debt and perpetual securities we own, we are exposed to credit losses within these CDOs that could result in principal losses to our investments. We have mitigated our risk of credit loss through the structure of the VIE, which contractually requires the subordinated tranches within these VIEs to absorb the majority of the expected losses from the underlying credit default swaps. Based on our statistical analysis models, each of the VIEs can sustain a reasonable number of defaults in the underlying CDS pools with no loss to our investment.

VIEs-Not Consolidated

With the exception of one CDO investment, the VIEs that we are not required to consolidate are investments that are limited to loans in the form of debt obligations from the VIEs that are irrevocably and unconditionally guaranteed by their corporate parents. These VIEs are the primary financing vehicle used by their corporate sponsors to raise financing in the international capital markets. The variable interests created by these VIEs are principally or solely a result of the debt instruments issued by them. We do not have the power to direct the activities that most significantly impact the entity s economic performance, nor do we have (1) the obligation to absorb losses of the entity or (2) the right to receive benefits from the entity. As such, we are not the primary beneficiary of these VIEs and are therefore not required to consolidate them. These VIE investments are comprised of securities from 169 separate issuers which have an average credit rating of A.

Securities Lending

We lend fixed-maturity securities to financial institutions in short-term security-lending transactions. These short-term security-lending arrangements increase investment income with minimal risk. Our security lending policy requires that the fair value of the securities and/or unrestricted cash received as collateral be 102% or more of the fair value of the loaned securities. The following table presents our security loans outstanding and the corresponding collateral held:

	March 31,	December 31,
(In millions)	**2011**	2010
Security loans outstanding, fair value	**$ 238**	$ 186
Cash collateral on loaned securities	**244**	191

All security lending agreements are callable by us at any time.

4. DERIVATIVE INSTRUMENTS

We do not use derivative financial instruments for trading purposes, nor do we engage in leveraged derivative transactions. The majority of our freestanding derivatives are interest rate, foreign currency and credit default swaps that are associated with investments in special-purpose entities, including VIEs where we are the primary beneficiary. The remaining derivatives are interest rate swaps associated with our variable interest rate yen-denominated debt.

Derivative Types

Interest rate and credit default swaps involve the periodic exchange of cash flows with other parties, at specified intervals, calculated using agreed upon rates or other financial variables and notional principal amounts. Generally, no cash or principal payments are exchanged at the inception of the contract. Typically, at the time a swap is entered into, the cash flow streams exchanged by the counterparties are equal in value. Interest rate swaps are primarily used to convert interest receipts on floating-rate fixed-maturity securities contracts to fixed rates. These derivatives are predominantly used to better match cash receipts from assets with cash disbursements required to fund liabilities.

Credit default swaps are used to assume credit risk related to an individual security or an index. These contracts entitle the consolidated VIE to receive a periodic fee in exchange for an obligation to compensate the derivative counterparty should the referenced security issuers experience a credit event, as defined in the contract. The consolidated VIE is also exposed to credit risk due to embedded derivatives associated with

credit-linked notes.

Foreign currency swaps exchange an initial principal amount in two currencies, agreeing to re-exchange the currencies at a future date, at an agreed upon exchange rate. There may also be a periodic exchange of payments at specified intervals based on the agreed upon rates and notional amounts. Foreign currency swaps are used primarily in

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the consolidated VIEs in our Aflac Japan portfolio to convert foreign denominated cash flows to yen, the functional currency of Aflac Japan, in order to minimize cash flow fluctuations.

Credit Risk Assumed through Derivatives

Our exposure to credit risk in the event of nonperformance by counterparties to our interest rate swaps associated with our variable interest rate Uridashi notes as of March 31, 2011, was immaterial. For the interest rate, foreign currency, and credit default swaps associated with our VIE investments for which we are the primary beneficiary, we do not bear the risk of loss for counterparty default. We are not a direct counterparty to those contracts.

As a result of consolidation of certain VIE investments on January 1, 2010, we began recognizing related credit default swaps that assume credit risk from an asset pool. Those consolidated VIEs will receive periodic payments based on an agreed upon rate and notional amount and will only make a payment by delivery of associated collateral, which consists of highly rated asset-backed securities, if there is a credit event. A credit event payment will typically be equal to the notional value of the swap contract less the value of the referenced obligations. A credit event is generally defined as a default on contractually obligated interest or principal payments or bankruptcy of the referenced entity. The credit default swaps in which the consolidated VIE assumes credit risk primarily reference investment grade baskets. The diversified portfolios of corporate issuers are established within sector concentration limits.

The following tables present the maximum potential risk, fair value, weighted-average years to maturity, and underlying referenced credit obligation type for credit default swaps.

	March 31, 2011									
	Less than one year		One to three years		Three to five years		Five to ten years		Total	
(In millions)	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value
Index exposure:										
Corporate bonds	**$ 0**	**$ 0**	**$ 0**	**$ 0**	**$ (340)**	**$ (110)**	**$ (416)**	**$ (228)**	**$ (756)**	**$ (338)**

	December 31, 2010									
	Less than one year		One to three years		Three to five years		Five to ten years		Total	
(In millions)	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value	Maximum potential risk	Estimated fair value
Index exposure:										
Corporate bonds	$ 0	$ 0	$ 0	$ 0	$ (340)	$ (118)	$ (416)	$ (225)	$ (756)	$ (343)

Derivative Balance Sheet Classification

The tables below summarize the balance sheet classification of our derivative fair value amounts, as well as the gross asset and liability fair value amounts. The fair value amounts presented do not include income accruals. The notional amount of derivative contracts represents the basis upon which pay or receive amounts are calculated. Notional amounts are not reflective of credit risk.

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(In millions)	March 31, 2011			
	Net Derivatives		Asset Derivatives	Liability Derivatives
Hedge Designation/ Derivative Type	**Notional Amount**	**Fair Value**	**Fair Value**	**Fair Value**
Cash flow hedges:				
Interest rate swaps	**$ 241**	**$ (1)**	**$ 0**	**$ (1)**
Foreign currency swaps	**575**	**53**	**82**	**(29)**
Total cash flow hedges	**816**	**52**	**82**	**(30)**
Non-qualifying strategies:				
Interest rate swaps	**743**	**52**	**114**	**(62)**
Foreign currency swaps	**3,905**	**(36)**	**250**	**(286)**
Credit default swaps	**756**	**(338)**	**0**	**(338)**
Total non-qualifying strategies	**5,404**	**(322)**	**364**	**(686)**
Total cash flow hedges and non-qualifying strategies	**$ 6,220**	**$ (270)**	**$ 446**	**$ (716)**
Balance Sheet Location				
Other assets	**$ 2,264**	**$ 446**	**$ 446**	**$ 0**
Other liabilities	**3,956**	**(716)**	**0**	**(716)**
Total derivatives	**$ 6,220**	**$ (270)**	**$ 446**	**$ (716)**

(In millions)	December 31, 2010			
	Net Derivatives		Asset Derivatives	Liability Derivatives
Hedge Designation/ Derivative Type	Notional Amount	Fair Value	Fair Value	Fair Value
Cash flow hedges:				
Interest rate swaps	$ 245	$ (2)	$ 0	$ (2)
Foreign currency swaps	615	170	180	(10)
Total cash flow hedges	860	168	180	(12)
Non-qualifying strategies:				
Interest rate swaps	743	56	124	(68)
Foreign currency swaps	3,815	(58)	260	(318)
Credit default swaps	756	(343)	0	(343)
Total non-qualifying strategies	5,314	(345)	384	(729)
Total cash flow hedges and non-qualifying strategies	$ 6,174	$ (177)	$ 564	$ (741)
Balance Sheet Location				
Other assets	$ 2,364	$ 564	$ 564	$ 0
Other liabilities	3,810	(741)	0	(741)
Total derivatives	$ 6,174	$ (177)	$ 564	$ (741)

Hedging

Certain of our consolidated VIEs have interest rate and/or foreign currency swaps that qualify for hedge accounting treatment. For those that have qualified, we have designated the derivative as a hedge of the variability in cash flows of a forecasted transaction or of amounts to be received or paid related to a recognized asset (cash flow hedge). We expect to continue this hedging activity for a weighted-average period of approximately 25 years. The remaining derivatives in our consolidated VIEs that have not qualified for hedge accounting have been designated as held for other investment purposes (non-qualifying strategies).

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We have interest rate swap agreements related to the 20 billion yen variable interest rate Uridashi notes (see Note 6). By entering into these contracts, we have been able to lock in the interest rate at 1.52% in yen. We have designated these interest rate swaps as a hedge of the variability in our interest cash flows associated with the variable interest rate Uridashi notes. The notional amounts and terms of the swaps match the principal amount and terms of the variable interest rate Uridashi notes. The swaps had no value at inception. Changes in the fair value of the swap contracts are recorded in other comprehensive income so long as the hedge is deemed effective. Should any portion of the hedge be deemed ineffective, that value would be reported in net earnings.

Hedge Documentation and Effectiveness Testing

To qualify for hedge accounting treatment, a derivative must be highly effective in mitigating the designated changes in cash flow of the hedged item. At hedge inception, we formally document all relationships between hedging instruments and hedged items, as well as our risk-management objective and strategy for undertaking each hedge transaction. The documentation process includes linking derivatives that are designated as cash flow hedges to specific assets or liabilities on the statement of financial position or to specific forecasted transactions and defining the effectiveness and ineffectiveness testing methods to be used. We also formally assess both at the hedge s inception and ongoing on a quarterly basis, whether the derivatives that are used in hedging transactions have been and are expected to continue to be highly effective in offsetting changes in cash flows of hedged items. Hedge effectiveness is assessed using qualitative and quantitative methods. Qualitative methods may include the comparison of critical terms of the derivative to the hedged item. Quantitative methods include regression or other statistical analysis of changes in cash flows associated with the hedge relationship. Hedge ineffectiveness of the hedge relationships is measured each reporting period using the Hypothetical Derivative Method.

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of other comprehensive income and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing hedge ineffectiveness are recognized in current earnings as a component of realized investment gains (losses). All components of each derivative s gain or loss were included in the assessment of hedge effectiveness.

Discontinuance of Hedge Accounting

We discontinue hedge accounting prospectively when (1) it is determined that the derivative is no longer highly effective in offsetting changes in the cash flows of a hedged item; (2) the derivative is de-designated as a hedging instrument; or (3) the derivative expires or is sold, terminated or exercised.

When hedge accounting is discontinued on a cash-flow hedge, including those where the derivative is sold, terminated or exercised, amounts previously deferred in other comprehensive income are reclassified into earnings when earnings are impacted by the cash flow of the hedged item.

Cash Flow Hedges

The following tables present the components of the gain or loss on derivatives that qualify as cash flow hedges:

Derivatives in Cash Flow Hedging Relationships

(In millions)	Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion) **Three Months Ended**	Net Realized Investment Gains (Losses) Recognized in Income on Derivative (Ineffective Portion) **Three Months Ended**
	March 31, 2011	**March 31, 2011**
Interest rate swaps	**$ 1**	**$ 0**
Foreign currency swaps	**(56)**	**(4)**
Total	**$ (55)**	**$ (4)**

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Derivatives in Cash Flow Hedging Relationships

(In millions)	Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion) Three Months Ended March 31, 2010	Net Realized Investment Gains (Losses) Recognized in Income on Derivative (Ineffective Portion) Three Months Ended March 31, 2010
Interest rate swaps	$ 1	$ 0
Foreign currency swaps	(11)	(3)
Total	$ (10)	$ (3)

There was no gain or loss reclassified from accumulated other comprehensive income into earnings related to our cash flow hedges for the three-month periods ended March 31, 2011 and 2010. As of March 31, 2011, pretax deferred net gains on derivative instruments recorded in accumulated other comprehensive income that are expected to be reclassified to earnings during the next twelve months are immaterial.

Non-qualifying Strategies

For our derivative instruments in consolidated VIEs that do not qualify for hedge accounting treatment, all changes in their fair value are reported in current period earnings as net realized investment gains (losses). The following table presents the gain or loss recognized in income on non-qualifying strategies:

Non-qualifying Strategies

Gain (Loss) Recognized within Net Realized Investment Gains (Losses)

(In millions)	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010
Interest rate swaps	$ (5)	$ (5)
Foreign currency swaps	(29)	4
Credit default swaps	5	21
Other	3	0
Total	$ (26)	$ 20

The amount of gain or loss recognized in earnings for our VIEs is attributable to the derivatives in those investment structures. While the change in value of the swaps is recorded through current period earnings, the change in value of the available-for-sale fixed income or perpetual securities associated with these swaps is recorded through other comprehensive income.

Nonderivative Hedges

Our primary exposure to be hedged is our net investment in Aflac Japan, which is affected by changes in the yen/dollar exchange rate. To mitigate this exposure, we have taken the following courses of action. First, Aflac Japan maintains a portfolio of dollar-denominated securities, which serves as an economic currency hedge of a portion of our investment in Aflac Japan. The foreign exchange gains and losses related to this portfolio are taxable in Japan and the U.S. when the securities mature or are sold. Until maturity or sale, deferred tax expense or benefit associated with the foreign exchange gains or losses are recognized in other comprehensive income.

Second, we have designated the Parent Company s yen-denominated liabilities (Samurai and Uridashi notes and yen-denominated loans - see Note 6) as nonderivative hedges of the foreign currency exposure of our investment in Aflac Japan. Our net investment hedge was effective during the three-month periods ended March 31, 2011, and 2010; therefore, there was no impact on net earnings during those periods for the

foreign exchange effect of the designated Parent Company yen-denominated liabilities. There was no gain or loss reclassified from accumulated other comprehensive income into earnings related to our net investment hedge for the three-month periods ended March 31, 2011 and 2010.

For additional information on our financial instruments, see the accompanying Notes 1, 3 and 5 and Notes 1, 3 and 5 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

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5. FAIR VALUE MEASUREMENTS

We determine the fair values of our debt, derivative, perpetual and privately issued equity securities primarily using three pricing approaches or techniques: quoted market prices readily available from public exchange markets, a discounted cash flow (DCF) pricing model, and price quotes we obtain from outside brokers.

Our DCF pricing model incorporates an option adjusted spread and utilizes various market inputs we obtain from both active and inactive markets. The estimated fair values developed by the DCF pricing model is most sensitive to prevailing credit spreads, the level of interest rates (yields) and interest rate volatility. Prior to March 31, 2010, credit spreads were derived based on pricing data obtained from investment brokers and took into account the current yield curve, time to maturity and subordination levels for similar securities or classes of securities. Subsequent to March 31, 2010, credit spreads were derived from using a bond index to create a credit spread matrix which takes into account the current credit spread, ratings and remaining time to maturity, and subordination levels for securities that are included in the bond index. Our DCF pricing model is based on a widely used global bond index that is comprised of investments in active markets. The index provides a broad-based measure of global fixed-income bond market. This widely used bond index extensively covers bonds issued by European and American issuers, which account for the majority of bonds that we hold. We validate the reliability of the DCF pricing model periodically by using the model to price investments for which there are quoted market prices from active and inactive markets or, in the alternative, are quoted by our custodian for the same or similar securities.

The pricing data and market quotes we obtain from outside sources are reviewed internally for reasonableness. If a fair value appears unreasonable, the inputs are re-examined and the value is confirmed or revised.

In recent years, on the price quotes we obtain from outside brokers, we have noted a continued reduction in the availability of pricing data. This decline is due largely to a reduction in the overall number of sources providing pricing data. As a result, we have noted that available pricing data has become more volatile. The reduction in available pricing sources coupled with the increase in price volatility has increased the degree of management judgment required in the final determination of fair values. We assess the reasonableness of the pricing data we receive by comparing it to relevant market indices and other performance measurements.

Fair Value Hierarchy

GAAP specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. These two types of inputs create three valuation hierarchy levels. Level 1 valuations reflect quoted market prices for identical assets or liabilities in active markets. Level 2 valuations reflect quoted market prices for similar assets or liabilities in an active market, quoted market prices for identical or similar assets or liabilities in non-active markets or model-derived valuations in which all significant valuation inputs are observable in active markets. Level 3 valuations reflect valuations in which one or more of the significant valuation inputs are not observable in an active market. The vast majority of our financial instruments subject to the classification provisions of GAAP relate to our investment securities classified as securities available for sale in our investment portfolio. We determine the fair value of our securities available for sale using several sources or techniques based on the type and nature of the investment securities.

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The following tables present the fair value hierarchy levels of the Company s assets and liabilities that are measured at fair value on a recurring basis.

	March 31, 2011			
(In millions)	Level 1	Level 2	Level 3	Total
Assets:				
Fixed maturities:				
Government and agencies	$ 17,464	$ 644	$ 0	$ 18,108
Municipalities	0	986	0	986
Mortgage- and asset-backed securities	0	1,479	248	1,727
Public utilities	0	5,449	0	5,449
Collateralized debt obligations	0	0	5	5
Sovereign and supranational	0	2,175	0	2,175
Banks/financial institutions	0	7,774	420	8,194
Other corporate	0	13,674	0	13,674
Total fixed maturities	17,464	32,181	673	50,318
Perpetual securities:				
Banks/financial institutions	0	7,023	0	7,023
Other corporate	0	345	0	345
Total perpetual securities	0	7,368	0	7,368
Equity securities	15	5	4	24
Other assets:				
Interest rate swaps	0	114	0	114
Foreign currency swaps	0	136	196	332
Total other assets	0	250	196	446
Total assets	$ 17,479	$ 39,804	$ 873	$ 58,156
Liabilities:				
Interest rate swaps	$ 0	$ 63	$ 0	$ 63
Foreign currency swaps	0	245	70	315
Credit default swaps	0	0	338	338
Total liabilities	$ 0	$ 308	$ 408	$ 716

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	December 31, 2010			
(In millions)	Level 1	Level 2	Level 3	Total
Assets:				
Fixed maturities:				
Government and agencies	$ 16,534	$ 679	$ 0	$ 17,213
Municipalities	0	973	0	973
Mortgage- and asset-backed securities	0	1,539	267	1,806
Public utilities	0	5,369	0	5,369
Collateralized debt obligations	0	0	5	5
Sovereign and supranational	0	1,394	0	1,394
Banks/financial institutions	0	8,047	386	8,433
Other corporate	0	13,162	0	13,162
Total fixed maturities	16,534	31,163	658	48,355
Perpetual securities:				
Banks/financial institutions	0	7,169	0	7,169
Other corporate	0	343	0	343
Total perpetual securities	0	7,512	0	7,512
Equity securities	14	5	4	23
Other assets:				
Interest rate swaps	0	124	0	124
Foreign currency swaps	0	151	289	440
Total other assets	0	275	289	564
Total assets	$ 16,548	$ 38,955	$ 951	$ 56,454
Liabilities:				
Interest rate swaps	$ 0	$ 70	$ 0	$ 70
Foreign currency swaps	0	280	48	328
Credit default swaps	0	0	343	343
Total liabilities	$ 0	$ 350	$ 391	$ 741

Approximately 45% of our fixed income and perpetual investments classified as Level 2 are valued by obtaining quoted market prices from our investment custodian. The custodian obtains price quotes from various pricing services that estimate fair values based on observable market transactions for similar investments in active markets, market transactions for the same investments in inactive markets or other observable market data where available.

The fair value of approximately 51% of our Level 2 fixed income and perpetual investments is determined using our DCF pricing model. The significant valuation inputs to the DCF model are obtained from, or corroborated by, observable market sources from both active and inactive markets.

For the remaining Level 2 investments that are not quoted by our custodian and cannot be priced under the DCF pricing model, we obtain specific broker quotes from up to three outside securities brokers and generally use the average of the quotes to estimate the fair value of the securities.

We use derivative instruments to manage the risk associated with certain assets. However, the derivative instrument may not be classified with the same fair value hierarchy as the associated asset. Derivative instruments are reported in Level 2 of the fair value hierarchy, except CDSs and certain foreign currency swaps which are classified as Level 3.

The interest rate and certain foreign currency derivative instruments classified as Level 2 were priced by broker quotations using inputs that are observable in the market. Inputs used to value derivatives include, but are not limited to, interest rates, foreign currency forward and spot rates, and interest volatility. For derivatives associated with any of our VIEs where we are the primary beneficiary, we are not the direct counterparty to the swap contracts. As a result, the fair value measurements provided by the broker incorporate the credit risk of the collateral associated with the VIE and counterparty credit risk.

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The fair value of our interest rate swap contracts associated with our variable interest rate yen-denominated debt is based on the amount we would expect to receive or pay to terminate the swaps. The prices used to determine the value of the swaps are obtained from the respective swap counterparties and take into account current interest rates, duration and credit risk.

The fixed maturities, perpetual securities and derivatives classified as Level 3 consist of securities for which there are limited or no observable valuation inputs. We estimate the fair value of these securities by obtaining broker quotes from a limited number of brokers. These brokers base their quotes on a combination of their knowledge of the current pricing environment and market conditions. We consider these inputs unobservable. The equity securities classified in Level 3 are related to investments in Japanese businesses, each of which are insignificant and in the aggregate are immaterial. Because fair values for these investments are not readily available, we carry them at their original cost. We review each of these investments periodically and, in the event we determine that any are other-than-temporarily impaired, we write them down to their estimated fair value at that time.

Historically, we have not adjusted the quotes or prices we obtain from the brokers and pricing services we use.

The following tables present the changes in our available-for-sale investments and derivatives classified as Level 3.

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	Three Months Ended March 31, 2011										
	Fixed Maturities						Perpetual Securities	Equity Securities	Derivatives		
(In millions)	Mortgage- and Asset-Backed Securities	Public Utilities	Collateralized Debt Obligations	Sovereign and Supranational	Banks/ Financial Institutions	Other Corporate	Banks/ Financial Institutions		Foreign Currency Swaps	Credit Default Swaps	**Total**
Balance, beginning of period	$ 267	$ 0	$ 5	$ 0	$ 386	$ 0	$ 0	$ 4	$ 241	$ (343)	$ 560
Realized gains or losses included in earnings	(6)	0	0	0	1	0	0	0	(64)	5	(64)
Unrealized gains or losses included in other comprehensive income	(10)	0	0	0	33	0	0	0	(51)	0	(28)
Purchases, issuances, sales and settlements:											
Purchases	0	0	0	0	0	0	0	0	0	0	0
Issuances	0	0	0	0	0	0	0	0	0	0	0
Sales	0	0	0	0	0	0	0	0	0	0	0
Settlements	(3)	0	0	0	0	0	0	0	0	0	(3)
Transfers into Level 3	0	0	0	0	0	0	0	0	0	0	0
Transfers out of Level 3	0	0	0	0	0	0	0	0	0	0	0
Balance, end of period	$ 248	$ 0	$ 5	$ 0	$ 420	$ 0	$ 0	$ 4	$ 126	$ (338)	$ 465
Change in unrealized gains (losses) still held[(1)]	$ (6)	$ 0	$ 0	$ 0	$ 1	$ 0	$ 0	$ 0	$ (64)	$ 5	$ (64)

(1) *Represents the amount of total gains or losses for the period, included in earnings, attributable to the change in unrealized gains (losses) relating to assets classified as Level 3 that were still held at March 31, 2011*

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	Three Months Ended March 31, 2010									
	Fixed Maturities						**Perpetual Securities**	**Equity securities**	**Derivatives**	
(In millions)	Mortgage- and asset-backed securities	Public utilities	Collateralized debt obligations	Sovereign and supranational	Banks/ financial institutions	Other corporate	Banks/ financial institutions		Credit default swaps	**Total**
Balance, beginning of period	$ 62	$ 497	$ 267	$ 293	$ 1,240	$ 1,248	$ 1,441	$ 9	$ 0	$ 5,057
Effect of change in accounting principle[1]	0	0	(263)	0	0	0	0	0	(312)	(575)
Revised balance, beginning of period	62	497	4	293	1,240	1,248	1,441	9	(312)	4,482
Realized gains or losses included in earnings	0	0	0	0	5	0	(17)	0	21	9
Unrealized gains or losses included in other comprehensive income	1	(9)	0	5	33	5	176	0	0	211
Purchases, issuances, sales and settlements:										
Purchases	0	0	0	0	0	0	0	0	0	0
Issuances	0	0	0	0	0	0	0	0	0	0
Sales	0	0	0	0	(170)	0	(54)	0	0	(224)
Settlements	0	0	0	0	(5)	0	0	0	0	(5)
Transfers into Level 3	0	0	0	0	0	0	149 [3]	0	0	149
Transfers out of Level 3	0	0	0	0	0	0	0	0	0	0
Balance, end of period	$ 63	$ 488	$ 4	$ 298	$ 1,103	$ 1,253	$ 1,695	$ 9	$ (291)	$ 4,622
Change in unrealized gains (losses) still held[2]	$ 0	$ 0	$ 0	$ 0	$ 0	$ 0	$ (25)	$ 0	$ 21	$ (4)

[1] *Change in accounting for VIEs effective January 1, 2010. See Notes 1, 3, and 4 for additional information.*

[2] *Represents the amount of total gains or losses for the period, included in earnings, attributable to the change in unrealized gains (losses) relating to assets classified as Level 3 that were still held at March 31, 2010*

[3] *Transferred from Level 2 to Level 3 as a result of credit downgrades of the respective securities to below investment grade*

The inputs we receive from pricing brokers for forward exchange rates and the credit spreads for certain issuers, including liquidity risk, have become increasingly difficult for us to observe or corroborate in the markets for our investments in callable reverse-dual currency securities (RDCs), securities rated below investment grade, and to a lesser extent less liquid sinking fund securities. This has resulted in the transfer of affected fixed maturities available for sale from the Level 2 valuation category into the Level 3 valuation category.

As discussed in Notes 1 and 3, we adopted new accounting guidance on VIEs effective January 1, 2010, and as a result have consolidated certain VIE investments. Upon consolidation, the beneficial interest was derecognized and the underlying securities and derivatives were recognized. In many cases, the fair value hierarchy level differed between the original beneficial interest asset and the underlying securities that are now being recognized. In the Level 3 rollforward, we have separately disclosed the impact of consolidating these VIE investments that were previously categorized as Level 3 and now the underlying securities are Level 2. As noted in the Level 3 rollforward above, the CDSs which are separately recognized as a result of this change in accounting are reported as Level 3 investments. In addition, approximately $1.0 billion of Level 2 investments were reclassified upon the adoption of this guidance, and their underlying securities are being reported as Level 1 as of January 1, 2010.

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The significant valuation inputs that are used in the valuation process for the below-investment-grade, callable RDC and private placement investments classified as Level 3 include forward exchange rates, yen swap rates, dollar swap rates, interest rate volatilities, credit spread data on specific issuers, assumed default and default recovery rates, certain probability assumptions, and call option data.

Some of these securities require the calculation of a theoretical forward exchange rate which is developed by using yen swap rates, U.S. dollar swap rates, interest rate volatilities, and spot exchange rates. The forward exchange rate is then used to convert all future dollar cash flows of the bond, where applicable, into yen cash flows. Additionally, credit spreads for the individual issuers are key valuation inputs of these securities. Finally, in pricing securities with a call option, the assumptions regarding interest rates in the U.S. and Japan are considered to be significant valuation inputs. Collectively, these valuation inputs, are included to estimate the fair values of these securities at each reporting date.

In obtaining the above valuation inputs, we have determined that certain pricing assumptions and data used by our pricing sources are becoming increasingly more difficult to validate or corroborate by the market and/or appear to be internally developed rather than observed in or corroborated by the market. The use of these unobservable valuation inputs causes more subjectivity in the valuation process for these securities and consequently, causes more volatility in their estimated fair values.

Fair Value of Financial Instruments

The carrying values and estimated fair values of the Company s financial instruments were as follows:

	March 31, 2011		December 31, 2010	
(In millions)	**Carrying Value**	**Fair Value**	Carrying Value	Fair Value
Assets:				
Fixed-maturity securities	**$ 73,066**	**$ 72,818**	$ 72,570	$ 72,999
Fixed-maturity securities - consolidated variable interest entities	**5,757**	**5,714**	5,869	5,825
Perpetual securities	**5,847**	**5,847**	5,974	5,974
Perpetual securities - consolidated variable interest entities	**1,521**	**1,521**	1,538	1,538
Equity securities	**24**	**24**	23	23
Interest rate, foreign currency, and credit default swaps	**446**	**446**	564	564
Liabilities:				
Notes payable (excluding capitalized leases)	**3,011**	**3,219**	3,032	3,248
Interest rate, foreign currency, and credit default swaps	**716**	**716**	741	741
Obligation to Japanese policyholder protection corporation	**86**	**86**	108	108

As mentioned previously, we determine the fair values of our debt, perpetual and privately issued equity securities and our derivatives using three basic pricing approaches or techniques: quoted market prices readily available from public exchange markets, pricing models, and price quotes we obtain from outside brokers.

The fair values of notes payable with fixed interest rates were obtained from an independent financial information service. The fair value of the obligation to the Japanese policyholder protection corporation is our estimated share of the industry s obligation calculated on a pro rata basis by projecting our percentage of the industry s premiums and reserves and applying that percentage to the total industry obligation payable in future years.

The carrying amounts for cash and cash equivalents, receivables, accrued investment income, accounts payable, cash collateral and payables for security transactions approximated their fair values due to the short-term nature of these instruments. Consequently, such instruments are not included in the above table. The preceding table also excludes liabilities for future policy benefits and unpaid policy claims as these liabilities are not financial instruments as defined by GAAP.

DCF Sensitivity

Our DCF pricing model utilizes various market inputs we obtain from both active and inactive markets. The estimated fair values developed by the DCF pricing models are most sensitive to prevailing credit spreads, the level of interest rates (yields) and interest rate volatility. Management believes that under normal market conditions, a movement of 50 basis points (bps) in the key assumptions used to estimate these fair values would be reasonably likely. Therefore, we selected a uniform

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magnitude of movement (50 bps) and provided both upward and downward movements in the assumptions. Since the changes in fair value are relatively linear, readers of these financial statements can make their own judgments as to the movement in interest rates and the change in fair value based upon this data. The following scenarios provide a view of the sensitivity of our securities priced by our DCF pricing model.

The fair values of our available-for-sale fixed-maturity and perpetual securities valued by our DCF pricing model totaled $20.2 billion at March 31, 2011. The estimated effect of potential changes in interest rates, credit spreads and interest rate volatility on these fair values as of such date is as follows:

Interest Rates		Credit Spreads		Interest Rate Volatility	
	Change in fair value		Change in fair value		Change in fair value
Factor change	(in millions)	Factor change	(in millions)	Factor change	(in millions)
+50 bps	$ (1,057)	+50 bps	$ (1,042)	+50 bps	$ (228)
-50 bps	1,152	-50 bps	1,119	-50 bps	26

The fair values of our held-to-maturity fixed-maturity securities valued by our DCF pricing model totaled $26.2 billion at March 31, 2011. The estimated effect of potential changes in interest rates, credit spreads and interest rate volatility on these fair values as of such date is as follows:

Interest Rates		Credit Spreads		Interest Rate Volatility	
	Change in fair value		Change in fair value		Change in fair value
Factor change	(in millions)	Factor change	(in millions)	Factor change	(in millions)
+50 bps	$ (1,658)	+50 bps	$ (1,509)	+50 bps	$ (375)
-50 bps	1,712	-50 bps	1,534	-50 bps	378

The two tables above illustrate the differences on the fair values of our investment portfolio among each of the inputs for interest rates, credit spreads and interest volatility. These differences are driven principally by the securities in our portfolio that have call features. These call features cause the fair values of the affected securities to react differently depending on the inputs used to price these securities.

For additional information on our investments and financial instruments, see the accompanying Notes 1, 3 and 4 and Notes 1, 3 and 4 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

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6. NOTES PAYABLE

A summary of notes payable follows:

(In millions)	March 31, 2011	December 31, 2010
8.50% senior notes due May 2019	**$ 850**	$ 850
6.45% senior notes due August 2040	**448** (1)	448 (1)
6.90% senior notes due December 2039	**396** (2)	396 (2)
3.45% senior notes due August 2015	**300**	300
Yen-denominated Uridashi notes:		
1.52% notes due September 2011 (principal amount 15 billion yen)	**180**	184
2.26% notes due September 2016 (principal amount 8 billion yen)	**96**	98
Variable interest rate notes due September 2011 (.58% at March 2011, principal amount 20 billion yen)	**241**	245
Yen-denominated Samurai notes:		
1.87% notes due June 2012 (principal amount 26.6 billion yen)	**320**	327
Yen-denominated loans:		
3.60% loan due July 2015 (principal amount 10 billion yen)	**120**	123
3.00% loan due August 2015 (principal amount 5 billion yen)	**60**	61
Capitalized lease obligations payable through 2016	**6**	6
Total notes payable	**$ 3,017**	$ 3,038

(1) $450 issuance net of a $2 underwriting discount that is being amortized over the life of the notes

(2) $400 issuance net of a $4 underwriting discount that is being amortized over the life of the notes

We have no restrictive financial covenants related to our notes payable. We were in compliance with all of the covenants of our notes payable at March 31, 2011. No events of default or defaults occurred during the three-month period ended March 31, 2011.

For additional information, see Notes 4 and 8 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

7. SHAREHOLDERS EQUITY

The following table is a reconciliation of the number of shares of the Company s common stock for the three-month periods ended March 31.

(In thousands of shares)	2011	2010
Common stock - issued:		
Balance, beginning of period	**662,660**	661,209
Exercise of stock options and issuance of restricted shares	**670**	590
Balance, end of period	**663,330**	661,799
Treasury stock:		
Balance, beginning of period	**192,999**	192,641
Purchases of treasury stock:		
Open market	**3,100**	0
Other	**151**	94
Dispositions of treasury stock:		
Shares issued to AFL Stock Plan	**(325)**	0
Exercise of stock options	**(81)**	(270)
Other	**(78)**	(88)

Balance, end of period	**195,766**	192,377
Shares outstanding, end of period	**467,564**	469,422

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Outstanding share-based awards are excluded from the calculation of weighted-average shares used in the computation of basic earnings per share. The following table presents the approximate number of share-based awards to purchase shares, on a weighted-average basis, that were considered to be anti-dilutive and were excluded from the calculation of diluted earnings per share for the three-month periods ended March 31.

(In thousands)	**2011**	2010
Anti-dilutive share-based awards	**2,592**	2,450

Share Repurchase Program: During the first quarter of 2011, we repurchased 3.1 million shares of our common stock in the open market. During the first quarter of 2010, we did not repurchase any shares of our common stock.

As of March 31, 2011, a remaining balance of 27.3 million shares of our common stock was available for purchase under a share repurchase authorization by our board of directors in 2008.

8. SHARE-BASED COMPENSATION

The Company has two long-term incentive compensation plans. The first plan, which expired in February 2007, is a stock option plan which allowed grants for incentive stock options (ISOs) to employees and non-qualifying stock options (NQSOs) to employees and non-employee directors. Options granted before the plan s expiration date remain outstanding in accordance with their terms. The second long-term incentive plan allows awards to Company employees for ISOs, NQSOs, restricted stock, restricted stock units, and stock appreciation rights. Non-employee directors are eligible for grants of NQSOs, restricted stock, and stock appreciation rights. As of March 31, 2011, approximately 15.2 million shares were available for future grants under this plan, and the only performance-based awards issued and outstanding were restricted stock awards.

Share-based awards granted to U.S.-based grantees are settled with authorized but unissued Company stock, while those issued to Japan-based grantees are settled with treasury shares.

The following table provides information on stock options outstanding and exercisable at March 31, 2011.

	Stock Option Shares	**Weighted-Average Remaining Term**	**Aggregate Intrinsic Value**	**Weighted-Average Exercise Price**
	(in thousands)	**(in years)**	**(in millions)**	**Per Share**
Outstanding	14,713	5.5	$ 168	$ 42.48
Exercisable	11,239	4.5	124	42.80

We received cash from the exercise of stock options in the amount of $9.6 million during the first quarter of 2011, compared with $13.4 million in the first quarter of 2010. The tax benefit realized as a result of stock option exercises and restricted stock releases was $11.4 million in the first quarter of 2011, compared with $11 million in the first quarter of 2010.

As of March 31, 2011, total compensation cost not yet recognized in our financial statements related to restricted-share-based awards was $37 million, of which $19 million (688 thousand shares) was related to restricted-share-based awards with a performance-based vesting condition. We expect to recognize these amounts over a weighted-average period of approximately 1.8 years. There are no other contractual terms covering restricted stock awards once vested.

For additional information on our long-term share-based compensation plans and the types of share-based awards, see Note 11 of the Notes to the Consolidated Financial Statements included in our annual report to shareholders for the year ended December 31, 2010.

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9. BENEFIT PLANS

Our basic employee defined-benefit pension plans cover substantially all of our full-time employees in Japan and the United States. The components of retirement expense for the Japanese and U.S. pension plans were as follows:

	Three Months Ended March 31,			
	2011		2010	
(In millions)	**Japan**	**U.S.**	Japan	U.S.
Components of net periodic benefit cost:				
Service cost	**$ 4**	**$ 4**	$ 3	$ 3
Interest cost	**1**	**4**	1	3
Expected return on plan assets	**(1)**	**(4)**	(1)	(3)
Amortization of net actuarial loss	**1**	**1**	1	1
Net periodic benefit cost	**$ 5**	**$ 5**	$ 4	$ 4

During the three months ended March 31, 2011, Aflac Japan contributed approximately $5 million (using the March 31, 2011, exchange rate) to the Japanese pension plan, and Aflac U.S. did not make a contribution to the U.S. pension plan.

For additional information regarding our Japanese and U.S. benefit plans, see Note 13 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

10. COMMITMENTS AND CONTINGENT LIABILITIES

We are a defendant in various lawsuits considered to be in the normal course of business. Members of our senior legal and financial management teams review litigation on a quarterly and annual basis. The final results of any litigation cannot be predicted with certainty. Although some of this litigation is pending in states where large punitive damages, bearing little relation to the actual damages sustained by plaintiffs, have been awarded in recent years, we believe the outcome of pending litigation will not have a material adverse effect on our financial position, results of operations, or cash flows.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING INFORMATION

The Private Securities Litigation Reform Act of 1995 provides a safe harbor to encourage companies to provide prospective information, so long as those informational statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. We desire to take advantage of these provisions. This report contains cautionary statements identifying important factors that could cause actual results to differ materially from those projected herein, and in any other statements made by Company officials in communications with the financial community and contained in documents filed with the Securities and Exchange Commission (SEC). Forward-looking statements are not based on historical information and relate to future operations, strategies, financial results or other developments. Furthermore, forward-looking information is subject to numerous assumptions, risks and uncertainties. In particular, statements containing words such as expect, anticipate, believe, goal, objective, may, should, estimate, intends, projects, will, assumes, potential, target or similar words as well as specific projecti results, generally qualify as forward-looking. Aflac undertakes no obligation to update such forward-looking statements.

We caution readers that the following factors, in addition to other factors mentioned from time to time, could cause actual results to differ materially from those contemplated by the forward-looking statements:

- difficult conditions in global capital markets and the economy
- governmental actions for the purpose of stabilizing the financial markets
- defaults and downgrades in certain securities in our investment portfolio
- impairment of financial institutions
- credit and other risks associated with Aflac s investment in perpetual securities
- differing judgments applied to investment valuations
- subjective determinations of amount of impairments taken on our investments
- limited availability of acceptable yen-denominated investments
- concentration of our investments in any particular single-issuer or sector
- concentration of business in Japan
- ongoing changes in our industry

exposure to significant financial and capital markets risk

fluctuations in foreign currency exchange rates

significant changes in investment yield rates

deviations in actual experience from pricing and reserving assumptions

subsidiaries ability to pay dividends to Aflac Incorporated

changes in law or regulation by governmental authorities

ability to attract and retain qualified sales associates and employees

decreases in our financial strength or debt ratings

ability to continue to develop and implement improvements in information technology systems

changes in U.S. and/or Japanese accounting standards

failure to comply with restrictions on patient privacy and information security

level and outcome of litigation

ability to effectively manage key executive succession

impact of the recent earthquake and tsunami natural disaster and related events at the nuclear plant in Japan and their aftermath

catastrophic events including, but not necessarily limited to, tornadoes, hurricanes, earthquakes, tsunamis, and damage incidental to such events

failure of internal controls or corporate governance policies and procedures

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MD&A OVERVIEW

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to inform the reader about matters affecting the financial condition and results of operations of Aflac Incorporated and its subsidiaries for the period from December 31, 2010, to March 31, 2011. As a result, the following discussion should be read in conjunction with the consolidated financial statements and notes that are included in our annual report to shareholders for the year ended December 31, 2010. This MD&A is divided into the following sections:

Our Business

Performance Highlights

Critical Accounting Estimates

Results of Operations, consolidated and by segment

Analysis of Financial Condition, including discussion of market risks of financial instruments

Capital Resources and Liquidity, including discussion of availability of capital and the sources and uses of cash

OUR BUSINESS

Aflac Incorporated (the Parent Company) and its subsidiaries (collectively, the Company) primarily sell supplemental health and life insurance in the United States and Japan. The Company s insurance business is marketed and administered through American Family Life Assurance Company of Columbus (Aflac), which operates in the United States (Aflac U.S.) and as a branch in Japan (Aflac Japan). Most of Aflac s policies are individually underwritten and marketed through independent agents. Aflac U.S. markets and administers group products through Continental American Insurance Company (CAIC). Our insurance operations in the United States and our branch in Japan service the two markets for our insurance business.

PERFORMANCE HIGHLIGHTS

Results for the first quarter of 2011 benefited from the stronger yen/dollar exchange rate, however realized investment losses were higher compared with the same period a year ago due to significant investment derisking activities. Total revenues rose 1.0% to $5.12 billion, compared with $5.07 billion in the first quarter of 2010. Net earnings were $395 million, or $.84 per diluted share, compared with $636 million, or $1.35 per diluted share, in the first quarter of 2010.

We experienced pretax net realized investment losses of $579 million ($376 million after-tax) in the first quarter of 2011, which included $405 million ($263 million after-tax) of other-than-temporary impairments and $161 million of losses, net of gains, ($105 million after-tax) from securities sold as a result of an implemented plan to reduce the risk exposure in our investment portfolio. For the first quarter of 2010, we experienced pretax net realized investment losses of $46 million ($30 million after-tax), which included $42 million ($27 million after-tax) of other-than-temporary impairments. Shareholders equity at March 31, 2011, included a net unrealized loss on investment securities (including derivatives) of $21 million, compared with a net unrealized gain of $64 million at December 31, 2010.

CRITICAL ACCOUNTING ESTIMATES

We prepare our financial statements in accordance with U.S. generally accepted accounting principles (GAAP). These principles are established primarily by the Financial Accounting Standards Board (FASB). In this MD&A, references to GAAP issued by the FASB are derived from the FASB Accounting Standards Codification™ (ASC). The preparation of financial statements in conformity with GAAP requires us to make estimates based on currently available information when recording transactions resulting from business operations. The estimates that we deem

to be most critical to an understanding of Aflac s results of operations and financial condition are those related to the valuation of investments and derivatives, deferred policy acquisition costs, liabilities for future policy benefits and unpaid policy claims, and income taxes. The preparation and evaluation of these critical accounting estimates involve the use of various assumptions developed from management s analyses and judgments. The application of these critical accounting estimates determines the values at which 95% of our assets and 86% of our liabilities are reported as of March 31, 2011, and thus has a direct effect on net earnings and shareholders equity. Subsequent experience or use of other assumptions could produce significantly different results.

There have been no changes in the items that we have identified as critical accounting estimates during the three months ended March 31, 2011. For additional information, see the Critical Accounting Estimates section of MD&A included in our annual report to shareholders for the year ended December 31, 2010.

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New Accounting Pronouncements

For information on new accounting pronouncements and the impact, if any, on our financial position or results of operations, see Note 1 of the Notes to the Consolidated Financial Statements.

RESULTS OF OPERATIONS

The following table is a presentation of items impacting net earnings and net earnings per diluted share for the three-month periods ended March 31.

Items Impacting Net Earnings

	In Millions		Per Diluted Share	
	2011	2010	**2011**	2010
Net earnings	**$ 395**	$ 636	**$ .84**	$ 1.35
Items impacting net earnings, net of tax:				
Realized investment gains (losses):				
Securities transactions and impairments	**(357)**	(41)	**(.75)**	(.08)
Impact of derivative and hedging activities	**(19)**	11	**(.04)**	.02

Realized Investment Gains and Losses

Our investment strategy is to invest in fixed-income securities to provide a reliable stream of investment income, which is one of the drivers of the Company s profitability. This investment strategy aligns our assets with our liability structure, which our assets support. We do not purchase securities with the intent of generating capital gains or losses. However, investment gains and losses may be realized as a result of changes in the financial markets and the creditworthiness of specific issuers, tax planning strategies, and/or general portfolio maintenance and rebalancing. The realization of investment gains and losses is independent of the underwriting and administration of our insurance products, which are the principal drivers of our profitability.

Securities Transactions and Impairments

During the three-month period ended March 31, 2011, we realized pretax investment losses of $405 million ($263 million after-tax) as a result of the recognition of other-than-temporary impairment losses. We also realized pretax investment losses, net of gains, of $161 million ($105 million after-tax) from securities sold as a result of an implemented plan to reduce the risk exposure in our investment portfolio. We realized pretax investment gains of $11 million ($7 million after-tax) for sales and redemptions in the normal course of business and $6 million ($4 million after-tax) for other securities transactions. See Note 3 of the Notes to Consolidated Financial Statements for a more detailed discussion of these activities.

During the three-month period ended March 31, 2010, we realized pretax investment losses of $42 million ($27 million after-tax) as a result of the recognition of other-than-temporary impairment losses. We realized pretax investment losses, net of gains, of $21 million ($14 million after-tax) from securities sold or redeemed in the normal course of business.

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The following table details our pretax impairment losses by investment category.

(In millions)	Three Months Ended March 31, 2011	2010
Perpetual securities	**$ 0**	$ 41
Corporate bonds	**397**	0
Mortgage- and asset-backed securities	**6**	0
Municipalities	**1**	0
Equity securities	**1**	1
Total other-than-temporary impairment losses realized	**$ 405**	$ 42

Impact of Derivative and Hedging Activities

Our derivative activities, which are primarily passive in nature, include foreign currency, interest rate and credit default swaps in variable interest entities that are consolidated, and securities with embedded derivatives.

For a description of other items that could be included in the Impact of Derivative and Hedging Activities, see the Hedging Activities subsection of MD&A and Note 4 of the accompanying Notes to the Consolidated Financial Statements.

For additional information regarding realized investment gains and losses, see Notes 3 and 4 of the Notes to the Consolidated Financial Statements.

Foreign Currency Translation

Aflac Japan s premiums and most of its investment income are received in yen. Claims and expenses are paid in yen, and we primarily purchase yen-denominated assets to support yen-denominated policy liabilities. These and other yen-denominated financial statement items are translated into dollars for financial reporting purposes. We translate Aflac Japan s yen-denominated income statement into dollars using an average exchange rate for the reporting period, and we translate its yen-denominated balance sheet using the exchange rate at the end of the period. However, it is important to distinguish between translating and converting foreign currency. Except for a limited number of transactions, we do not actually convert yen into dollars.

Due to the size of Aflac Japan, where our functional currency is the Japanese yen, fluctuations in the yen/dollar exchange rate can have a significant effect on our reported results. In periods when the yen weakens, translating yen into dollars results in fewer dollars being reported. When the yen strengthens, translating yen into dollars results in more dollars being reported. Consequently, yen weakening has the effect of suppressing current period results in relation to the comparable prior period, while yen strengthening has the effect of magnifying current period results in relation to the comparable prior period. As a result, we view foreign currency translation as a financial reporting issue for Aflac and not an economic event to our Company or shareholders. Because changes in exchange rates distort the growth rates of our operations, management evaluates Aflac s financial performance excluding the impact of foreign currency translation.

Income Taxes

Our combined U.S. and Japanese effective income tax rate on pretax earnings was 34.2% for the three-month period ended March 31, 2011, and 34.7% for the three-month period ended March 31, 2010. The decline in the effective income tax rate during the first quarter of 2011 was due to our net realized investment losses discussed above.

Earnings Guidance

We communicate earnings guidance in this report based on the growth in net earnings per diluted share. However, certain items that cannot be predicted or that are outside of management s control may have a significant impact on actual results. Therefore, our comparison of net earnings includes certain assumptions to reflect the limitations that are inherent in projections of net earnings. In comparing period-over-period results, we exclude the effect of realized investment gains and losses (securities transactions, impairments, and the impact of derivative and hedging activities) and nonrecurring items. We also assume no impact from foreign currency translation on the Aflac Japan segment and the Parent

Company s yen-denominated interest expense for a given period in relation to the prior period.

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Subject to the preceding assumptions, our objective for 2011 is to increase net earnings per diluted share by 8% to 12% over 2010. Given the continued low-interest-rate environment, especially in Japan, we will likely be at the low end of the 8% to 12% range. If the yen/dollar exchange rate averages 80 to 85 for the full year, we would expect reported net earnings to be in the range of $6.09 to $6.34 per diluted share. Using that same exchange rate assumption, we would expect second quarter 2011 reported net earnings per diluted share to be in the range of $1.51 to $1.57. Based on our stated objective for 2011, the following table shows the likely results for 2011 net earnings per diluted share, including the impact of foreign currency translation using various yen/dollar exchange rate scenarios.

2011 Net Earnings Per Share (EPS) Scenarios[1]

Weighted-Average Yen/Dollar Exchange Rate	Net Earnings Per Diluted Share	% Growth Over 2010	Yen Impact on EPS
80.00	$ 6.34 - 6.56	14.6 - 18.6 %	$ .37
85.00	6.09 - 6.31	10.1 - 14.1	.12
87.69[2]	5.97 - 6.19	8.0 - 11.9	0
90.00	5.87 - 6.09	6.1 - 10.1	(.10)
95.00	5.68 - 5.90	2.7 - 6.7	(.29)

[1] *Excludes realized investment gains/losses (securities transactions, impairments, and the impact of derivative and hedging activities) and nonrecurring items in 2011 and 2010*

[2] *Actual 2010 weighted-average exchange rate*

INSURANCE OPERATIONS

Aflac s insurance business consists of two segments: Aflac Japan and Aflac U.S. Aflac Japan, which operates as a branch of Aflac, is the principal contributor to consolidated earnings. GAAP financial reporting requires that a company report financial and descriptive information about operating segments in its annual and interim period financial statements. Furthermore, we are required to report a measure of segment profit or loss, certain revenue and expense items, and segment assets.

We measure and evaluate our insurance segments financial performance using operating earnings on a pretax basis. We define segment operating earnings as the profits we derive from our operations before realized investment gains and losses (securities transactions, impairments, and the impact of derivative and hedging activities) and nonrecurring items. We believe that an analysis of segment pretax operating earnings is vitally important to an understanding of the underlying profitability drivers and trends of our insurance business. Furthermore, because a significant portion of our business is conducted in Japan, we believe it is equally important to understand the impact of translating Japanese yen into U.S. dollars.

We evaluate our sales efforts using new annualized premium sales, an industry operating measure. New annualized premium sales, which include both new sales and the incremental increase in premiums due to conversions, represent the premiums that we would collect over a 12-month period, assuming the policies remain in force. For Aflac Japan, new annualized premium sales are determined by applications submitted during the reporting period. For Aflac U.S., new annualized premium sales are determined by applications that are issued during the reporting period. Premium income, or earned premiums, is a financial performance measure that reflects collected or due premiums that have been earned ratably on policies in force during the reporting period.

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AFLAC JAPAN SEGMENT

Aflac Japan Pretax Operating Earnings

Changes in Aflac Japan s pretax operating earnings and profit margins are primarily affected by morbidity, mortality, expenses, persistency and investment yields. The following table presents a summary of operating results for Aflac Japan.

Aflac Japan Summary of Operating Results

	Three Months Ended March 31,	
(In millions)	**2011**	2010
Premium income	**$3,702**	$3,206
Net investment income:		
Yen-denominated investment income	**431**	401
Dollar-denominated investment income	**218**	192
Net investment income	**649**	593
Other income (loss)	**20**	28
Total operating revenues	**4,371**	3,827
Benefits and claims	**2,580**	2,277
Operating expenses:		
Amortization of deferred policy acquisition costs	**162**	143
Insurance commissions	**288**	271
Insurance and other expenses	**361**	315
Total operating expenses	**811**	729
Total benefits and expenses	**3,391**	3,006
Pretax operating earnings[(1)]	**$ 980**	$ 821
Weighted-average yen/dollar exchange rate	**82.29**	90.49

	In Dollars		In Yen	
Percentage change over previous period:	**2011**	2010	**2011**	2010
Premium income	**15.5%**	6.5%	**4.8%**	3.3%
Net investment income	**9.5**	5.8	**(.7)**	2.5
Total operating revenues	**14.2**	6.9	**3.7**	3.6
Pretax operating earnings[(1)]	**19.3**	20.5	**8.5**	16.8

[(1)] *See the Insurance Operations section of this MD&A for our definition of segment operating earnings.*

The percentage increases in premium income reflect the growth of premiums in force. The increases in annualized premiums in force in yen of 5.0% in the first quarter of 2011 and 3.6% for the same period of 2010 reflect the high persistency of Aflac Japan s business and the sales of new policies. Annualized premiums in force at March 31, 2011, were 1.27 trillion yen, compared with 1.21 trillion yen a year ago. Annualized premiums in force, translated into dollars at respective period-end exchange rates, were $15.3 billion at March 31, 2011, compared with $13.0 billion a year ago.

Aflac Japan maintains a portfolio of dollar-denominated and reverse-dual currency securities (yen-denominated debt securities with dollar coupon payments). Dollar-denominated investment income from these assets accounted for approximately 33% of Aflac Japan s investment income in the first three months of 2011, compared with 32% a year ago. In periods when the yen strengthens in relation to the dollar, translating Aflac Japan s dollar-denominated investment income into yen lowers growth rates for net investment income, total operating revenues, and pretax operating earnings in yen terms. In periods when the yen weakens, translating dollar-denominated investment income into yen magnifies growth rates for net investment income, total operating revenues, and pretax operating earnings in yen terms. On a constant currency basis,

dollar-denominated investment income accounted for approximately 36% of Aflac Japan s investment income during the first three months of 2011, compared with 33% a year ago. The following table illustrates the effect of translating Aflac Japan s dollar-denominated investment income and related items into yen by comparing certain segment results with those that would have been reported had yen/dollar exchange rates remained unchanged from the comparable period in the prior year.

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Aflac Japan Percentage Changes Over Previous Period

(Yen Operating Results)

Three Months Ended March 31,

	Including Foreign Currency Changes		Excluding Foreign Currency Changes[2]	
	2011	2010	**2011**	2010
Net investment income	**(.7) %**	2.5 %	**2.7 %**	3.5 %
Total operating revenues	**3.7**	3.6	**4.1**	3.4
Pretax operating earnings[1]	**8.5**	16.8	**9.9**	15.7

[1] *See the Insurance Operations section of this MD&A for our definition of segment operating earnings.*

[2] *Amounts excluding foreign currency changes on dollar-denominated items were determined using the same yen/dollar exchange rate for the current period as the comparable period in the prior year.*

The following table presents a summary of operating ratios for Aflac Japan.

	Three Months Ended March 31,	
Ratios to total revenues:	**2011**	2010
Benefits and claims	**59.0 %**	59.5 %
Operating expenses:		
Amortization of deferred policy acquisition costs	**3.7**	3.7
Insurance commissions	**6.6**	7.1
Insurance and other expenses	**8.3**	8.3
Total operating expenses	**18.6**	19.1
Pretax operating earnings[1]	**22.4**	21.4

[1] *See the Insurance Operations section of this MD&A for our definition of segment operating earnings.*

Aflac Japan s first quarter 2011 financial results reflect a provision of 3.0 billion yen, or $37 million, for claims related to the earthquake and tsunami. These claims were offset by reserve releases and reinsurance of 2.0 billion yen, or $25 million, resulting in a net income statement impact of 1.0 billion yen, or $12 million, for benefits expense in the quarter. The financial results also reflect .7 billion yen, or $8 million, of operating expenses resulting from the earthquake and tsunami. Based on our initial claims estimates, the natural disaster and its related events have not had a material impact on our financial position or results of operations.

Overall, the benefit ratio has declined over the past several years, driven primarily by favorable claim trends in our cancer product line. We expect this downward claim trend to continue. However, this improvement is partially offset by the effect of low investment yields which impacts our profit margin by reducing the spread between investment yields and required interest on policy reserves. Our operating ratios have also been impacted by strong sales results in our Ordinary products including Child Endowment and WAYS. These products have higher benefit ratios and lower expense ratios than our third sector products. Due to improvement in the benefit ratio and operating expense ratio, the pretax operating profit margin expanded in the three-month period ended March 31, 2011, compared with the same period a year ago. We expect the benefit and expense ratios and pretax profit margin to remain relatively stable throughout 2011.

Aflac Japan Sales

Aflac Japan generated its largest first-quarter production in its 36-year history. New annualized premium sales exceeded our expectations and rose 12.6% to 34.1 billion yen. The following table presents Aflac Japan s new annualized premium sales for the three-month periods ended March 31.

(In millions of dollars and billions of yen)	In Dollars		In Yen	
	2011	2010	**2011**	2010
New annualized premium sales	**$ 414**	$ 334	**34.1**	30.3
Increase (decrease) over comparable period in prior year	**24.0 %**	14.1 %	**12.6 %**	10.0 %

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The following table details the contributions to new annualized premium sales by major insurance product for the three-month periods ended March 31.

	2011		2010	
Medical	**28**	**%**	39	%
Cancer	**18**		22	
Ordinary life:				
Child endowment	**22**		16	
WAYS	**18**		6	
Other ordinary life	**11**		13	
Other	**3**		4	
Total	**100**	**%**	100	%

The medical insurance product was the leading contributor to total sales for the first quarter of 2011. Medical insurance sales decreased 20.1% during the three-month period ended March 31, 2011, compared with the same period a year ago, reflecting a difficult comparison to prior year sales which had benefited from the favorable consumer response to our revised EVER medical product. Despite the comparative sales decrease, we maintained our position as the number one seller of medical insurance policies in Japan. With continued cost pressure on Japan s health care system, we expect the need for medical products will continue to rise in the future, and we remain encouraged about the outlook for the medical insurance market.

Cancer insurance sales declined as expected and were down 10.4% during the first quarter of 2011, compared with the same period a year ago, as prospective policyholders and sales agents postponed cancer insurance purchases and sales in anticipation of the introduction of the new base cancer policy, DAYS, which was introduced at the end of March. The enhancements to this new base policy are a response to the changes in cancer treatment as well as our commitment to being the number one provider of cancer insurance in Japan. Sales of cancer insurance accounted for 17.5% of new annualized premium sales for the quarter. Since the introduction of DAYS occurred so late in the first quarter, its impact will not be reflected until the second quarter of 2011. We are convinced that the affordable cancer products Aflac Japan provides will continue to be an important part of our product portfolio.

The bank channel generated new annualized premium sales of 7.9 billion yen in the first quarter of 2011, an increase of 12.6% over the fourth quarter of 2010 and 154.0% over the first quarter of 2010. As the bank channel has become a larger contributor to sales, Aflac Japan has enhanced its product portfolio to better meet the needs of banks. These products include our child endowment product and WAYS, a product that we first introduced in 2006 and introduced to the bank channel in 2009. Sales of our child endowment product were 7.4 billion yen during the first quarter of 2011, an increase of 58.9% compared with the same period a year ago. The average premium for our child endowment policy is about three times the size of our health policies, making the premium a solid contributor to our sales growth. Our child endowment policy offers a discounted advance premium, and the profit margin on this product more-than-doubles when policyholders elect to pay premiums upfront using the discounted advance premium. About half of the consumers who purchase our child endowment policies through banks elect this discounted advance premium method of payment.

Sales of WAYS were 6.0 billion yen during the first quarter of 2011, an increase of 221.6% compared with the same period a year ago. Our profit margin on WAYS is significantly enhanced when policyholders elect to pay premiums upfront using the discounted advance premium option. Approximately 90% of customers at banks choose this payment option. As the banking channel becomes a greater contributor to our sales growth, we expect sales of this innovative and flexible product to grow significantly in 2011.

In the first quarter of 2011, the bank channel generated 23.1% of new annualized premium sales for Aflac Japan, compared with 10.2% during the same period a year ago. At March 31, 2011, we had agreements with 364 banks, or more than 90% of the total number of banks in Japan, to sell our products. While many banks have agreed to sell our products, it takes time to facilitate training with more than 20,000 branches representing the 364 banks. We are seeing sales steadily improving at many of these bank branches as training takes place and as many banks expand their offerings of Aflac products. We believe we have significantly more banks selling our third sector insurance products than any other insurer operating in Japan. We believe our long-standing and strong relationships within the Japanese banking sector, along with our strategic preparations, have proven to be an advantage as this channel opened up for our types of products.

We remain committed to selling through our traditional channels, which allows us to reach consumers through affiliated corporate agencies, independent corporate agencies and individual agencies. In the first quarter of 2011, we recruited more than 1,200 new sales agencies, an increase of 3.3% over the same period a year ago. At March 31, 2011, Aflac

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Japan was represented by approximately 19,800 sales agencies and more than 115,900 licensed sales associates employed by those agencies.

Overall, Aflac Japan performed well in the first quarter of 2011, despite the natural disaster and difficult sales comparisons to prior year. We believe that there is still a continued need for our products in Japan. Following strong sales growth in 2010, our objective for 2011 is for new annualized premium sales to be in the range of down 2% to up 3% in Japan.

Aflac Japan Investments

Growth of investment income in yen is affected by available cash flow from operations, the timing of investing the cash flow, yields on new investments, and the effect of yen/dollar exchange rates on dollar-denominated investment income. Aflac Japan has invested in privately issued securities to secure higher yields than those available on Japanese government or other public corporate bonds, while still adhering to prudent standards for credit quality. All of our privately issued securities are rated investment grade at the time of purchase. These securities are generally issued with documentation consistent with standard medium-term note programs. In addition, many of these investments have protective covenants appropriate to the specific issuer, industry and country. These covenants often require the issuer to adhere to specific financial ratios and give priority to repayment of our investment under certain circumstances.

The following table presents the results of Aflac Japan s investment yields for the three-month periods ended March 31.

	2011	2010
New money yield - yen only	**2.36 %**	2.46 %
New money yield - blended	**3.16**	2.67
Return on average invested assets, net of investment expenses	**3.31**	3.55

The decrease in the Aflac Japan yen only new money yield reflects the low level of interest rates and tightening credit spreads. At March 31, 2011, the yield on Aflac Japan s investment portfolio, including dollar-denominated investments, was 3.56%, compared with 3.75% a year ago. In order to address our challenge of investing in Japan s low-interest-rate environment, in 2010 and continuing into the first quarter of 2011, we started increasing the amount Aflac Japan invests in higher-yielding dollar-denominated securities. See Notes 3 and 5 of the Notes to the Consolidated Financial Statements and the Analysis of Financial Condition section of this MD&A for additional information on our investments.

Japanese Economy

The Bank of Japan s April 2011 *Monthly Report of Recent Economic and Financial Developments* stated that Japan s economy is under strong downward pressure currently, especially for production, due to the effects of the earthquake and tsunami that occurred on March 11, 2011. Consumer spending may slow down in the short-term, however it is expected to resume to normal levels as production begins to recover. Financial conditions have generally continued to ease, while weakness has been observed in the financial positions of some firms, mainly small ones, since the earthquake.

Prior to the earthquake and tsunami, Japan s economic conditions had been showing signs of improvement due to various policy measures taken in Japan and abroad. Japan s economy is expected to return to a moderate recovery path following the effects of the natural disaster. For additional information, see the Japanese Economy subsection of MD&A in our annual report to shareholders for the year ended December 31, 2010.

Japanese Regulatory Environment

We expect that our distribution system will continue to evolve in Japan. Regulatory changes that took effect in December 2007 enabled banks to sell our type of insurance products to their customers. Our strong brand as the leading seller of cancer and medical insurance products in Japan and our many long-term relationships within the Japan banking sector place us in a strong position to sell through this channel.

Japan s Financial Services Agency (FSA) maintains a solvency standard, which is used by Japanese regulators to monitor the financial strength of insurance companies. The FSA will apply a revised method of calculating the solvency margin ratio for life insurance companies as of the fiscal year-end 2011 (March 31, 2012) and requires the disclosure of the ratio as reference information for fiscal year-end 2010 (March 31, 2011). The FSA has stated that the revision would generally reduce life insurance companies solvency margin ratios to approximately half the level of those reported under the current calculation method. We do not expect our relative position within the industry to materially change.

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In 2005, legislation aimed at privatizing Japan s postal system (Japan Post) was enacted into law. The privatization laws split Japan Post into four entities that began operating in October 2007. In 2007, one of these entities selected Aflac Japan as its provider of cancer insurance to be sold through post offices, and, in 2008, we began selling cancer insurance through these post offices. Japan Post has historically been a popular place for consumers to purchase insurance products. Currently, our products are being offered in approximately 1,000 post offices.

Japan Post reform legislation was introduced in the 2010 Japanese ordinary Diet session, but the session ended before the legislation could be passed. The legislation again failed to pass in the 2010 fall Diet session and is scheduled to be taken up in the 2011 ordinary Diet session, which opened on January 24, 2011. Given that the ruling coalition no longer controls a majority in the Diet s upper house following its defeat in the July 2010 election, it is unclear whether the postal reform legislation will be passed in the 2011 ordinary Diet session. Regardless, we believe that the Diet debate on postal reform is unlikely to change Aflac Japan s relationship with the post office company.

AFLAC U.S. SEGMENT

Aflac U.S. Pretax Operating Earnings

Changes in Aflac U.S. pretax operating earnings and profit margins are primarily affected by morbidity, mortality, expenses, persistency and investment yields. The following table presents a summary of operating results for Aflac U.S.

Aflac U.S. Summary of Operating Results

	Three Months Ended March 31,	
(In millions)	**2011**	2010
Premium income	**$ 1,169**	$ 1,142
Net investment income	**144**	132
Other income	**3**	2
Total operating revenues	**1,316**	1,276
Benefits and claims	**642**	580
Operating expenses:		
Amortization of deferred policy acquisition costs	**116**	138
Insurance commissions	**134**	132
Insurance and other expenses	**171**	182
Total operating expenses	**421**	452
Total benefits and expenses	**1,063**	1,032
Pretax operating earnings[(1)]	**$ 253**	$ 244
Percentage change over previous period:		
Premium income	**2.5%**	3.5 %
Net investment income	**8.8**	5.6
Total operating revenues	**3.1**	3.7
Pretax operating earnings[(1)]	**3.7**	19.4

[(1)] See the Insurance Operations section of this MD&A for our definition of segment operating earnings.

Annualized premiums in force increased 2.3% in the first quarter of 2011 and 2.8% for the same period of 2010. Annualized premiums in force at March 31, 2011, were $5.0 billion, compared with $4.9 billion a year ago.

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The following table presents a summary of operating ratios for Aflac U.S.

	Three Months Ended March 31,	
Ratios to total revenues:	**2011**	2010
Benefits and claims	**48.8 %**	45.5 %
Operating expenses:		
Amortization of deferred policy acquisition costs	**8.8**	10.8
Insurance commissions	**10.1**	10.3
Insurance and other expenses	**13.1**	14.3
Total operating expenses	**32.0**	35.4
Pretax operating earnings[(1)]	**19.2**	19.1

[(1)] *See the Insurance Operations section of this MD&A for our definition of segment operating earnings.*

The pretax operating profit margin remained relatively stable in the first quarter of 2011, compared with the same period a year ago. In 2010, we experienced the loss of a large payroll account which resulted in the release of the future policy benefit reserves and amortization of the deferred policy acquisition costs for policies associated with this account; the net result had a positive impact on the profit margin in 2010. In 2011, as expected, our benefit ratio increased, compared with first quarter of 2010, returning to a more normal level. As an offset to that increase, the expense ratio decreased in the first quarter of 2011, resulting in a pretax operating profit margin consistent with that experienced in 2010. For the remainder of 2011, we expect the benefit and operating expense ratios and the pretax operating profit margin to be in a range similar to the levels experienced in 2009 and 2008.

Aflac U.S. Sales

For the first time in nine quarters, Aflac U.S. generated positive sales growth. This sales increase reflected an increase in production from both new and veteran sales associates in the first quarter of 2011. We believe this sales improvement reflects our intense focus on supporting our sales associates with enhanced products and better resources and training that help them approach selling in the current economic environment more effectively. The following table presents Aflac s U.S. new annualized premium sales for the three-month periods ended March 31.

(In millions)	**2011**	2010
New annualized premium sales	**$ 336**	$ 316
Increase (decrease) over comparable period in prior year	**6.3 %**	(10.0) %

The following table details the contributions to new annualized premium sales by major insurance product category for the three-month periods ended March 31.

	2011	2010
Income-loss protection:		
Short-term disability	**17 %**	18 %
Life	**6**	6
Asset-loss protection:		
Accident	**30**	30
Critical care	**23**	21
Supplemental medical:		
Hospital indemnity	**17**	20

Dental/vision	**7**	5
Total	**100 %**	100 %

New annualized premium sales for accident insurance, our leading product category, increased 6%, short-term disability sales increased 4%, critical care insurance sales (including cancer insurance) increased 17%, and hospital indemnity insurance sales decreased 9% in the first quarter of 2011, compared with the same period a year ago.

We are pursuing sales through specific product pushes called Smart Launches, which are modeled after Aflac Japan product launches that efficiently focus the entire sales force on selling one specific product during one specific time period. Our first Smart Launch was in the first quarter of 2011, and it focused our sales force on selling our dental product. The results were very positive, with our dental category generating a 37% sales increase, compared with the same period a year ago, and contributing 6.2% of new annualized premium sales for the quarter.

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We have seen success with a critical illness product created for our group sales platform. While this product was only introduced in mid-2010, it has provided both our traditional sales associates and brokers with a product to add to accounts that currently have our cancer product on an individual basis. This is an example of a product that helps career agents transition and expand their portfolio to include not only individual products, but also group products.

As part of our U.S. sales strategy, we continue to focus on growing and enhancing the effectiveness of our U.S. sales force. In January 2011, we launched our first recruiting campaign utilizing national television advertising, which featured a commercial with successful sales associates sharing their experiences. This campaign contributed significantly to our 13.5% increase in recruiting for the first quarter of 2011, compared with the same period a year ago. We recruited more than 6,600 new sales associates in the first quarter of 2011, resulting in approximately 72,000 licensed sales associates as of March 31, 2011.

In addition to expanding the size and capabilities of our traditional sales force, we are encouraged about the opportunities to broaden our distribution by pursuing and strengthening relationships with insurance brokers. Insurance brokers have been a historically underleveraged sales channel for Aflac, so we have been developing relationships that complement our traditional distribution system with the Aflac for Brokers[SM] initiative that we launched in 2009. We have a management team experienced in broker sales, and we are supporting this initiative with streamlined products, targeted broker-specific advertising campaigns, customized enrollment technology, and competitive compensation.

Our group products sold through CAIC, now branded as Aflac Group Insurance, have enhanced sales opportunities not only for brokers but also for our traditional sales force of individual associates, especially when they pursue larger payroll accounts. New annualized premium sales for Aflac U.S. in the first quarter of 2011 included sales from Aflac Group Insurance of $36 million. These sales of group insurance products represented 10.7% of total U.S. sales production.

Although we remain cautious in our short-term sales outlook for Aflac U.S., our longer-term view has not changed. We believe the need for our products we sell remains strong, and that the United States provides a vast and accessible market for our products. We are taking measures to better reach potential customers through our product and distribution strategy, which includes broadening our product portfolio to include group products in addition to our traditional individually issued products. Following the passage of health care reform in 2010, we believe employers and consumers will increasingly come to understand the need for the products we offer, just as they have in Japan. For 2011, our objective is for Aflac U.S. new annualized premium sales to be flat to up 5%, and our first quarter sales are a good start toward achieving that objective.

Aflac U.S. Investments

The following table presents the results of Aflac s U.S. investment yields for the three-month periods ended March 31.

	2011	2010
New money yield	**5.77 %**	5.98 %
Return on average invested assets, net of investment expenses	**6.42**	6.49

The decrease in the U.S. new money yield reflects a low level of interest rates and tightening credit spreads. At March 31, 2011, the portfolio yield on Aflac s U.S. portfolio was 6.84%, compared with 7.06% a year ago. See Notes 3 and 5 of the Notes to the Consolidated Financial Statements and the Analysis of Financial Condition section of this MD&A for additional information on our investments.

U.S. Economy

Operating in the U.S. economy continues to be challenging. Ongoing low confidence levels from consumers and small businesses coupled with fewer employees at the worksite continue to pose challenges to our U.S. sales growth. Most of our business continues to revolve around small business owners and accounts with fewer than 100 employees. Small businesses, in particular, have proven to be especially vulnerable to ongoing economic weakness, and both small-business owners and their workers are anxious about the future. Workers at small businesses are holding back on increasing their spending for voluntary insurance products. Although we believe that the weakened U.S. economy has been a contributing factor to slower sales growth, we also believe our products remain affordable to the average American consumer. We believe that consumers underlying need for our U.S. product line remains strong, and that the United States remains a sizeable and attractive market for our products.

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U.S. Regulatory Environment

In March 2010, President Barack Obama signed the Patient Protection and Affordable Care Act (PPACA) to give Americans of all ages and income levels access to comprehensive major medical health insurance. The primary subject of the new legislation is major medical insurance, therefore, the PPACA, as enacted, does not directly affect the design of our insurance products or our sales model. Our experience with Japan s national healthcare environment leads us to believe that the need for our products will only increase over the coming years.

In July 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act, commonly known as the Dodd-Frank Act, which, among other things, created a Financial Stability and Oversight Council. The Council may designate by a two-thirds vote whether certain insurance companies and insurance holding companies pose a grave threat to the financial stability of the United States, in which case such nonbank financial companies would become subject to prudential regulation by the Board of Governors of the U.S. Federal Reserve, including capital requirements, leverage limits, liquidity requirements and examinations. The Board may limit such company s ability to enter into merger transactions, restrict its ability to offer financial products, require it to terminate one or more activities, or impose conditions on the manner in which it conducts activities. The Dodd-Frank Act also established a Federal Insurance Office under the U.S. Treasury Department to monitor all aspects of the insurance industry and of lines of business other than certain health insurance, certain long-term care insurance and crop insurance. Traditionally, U.S. insurance companies have been regulated primarily by state insurance departments. The Dodd-Frank Act requires extensive rule-making and other future regulatory action, which in some cases will take a period of years to implement. Despite the lack of regulations to implement this law, we believe that Aflac would not likely be considered a company that would pose a systemic risk to the financial stability of the United States. However, at the current time, it is not possible to predict with any degree of certainty what impact, if any, the Dodd-Frank Act will have on our U.S. business, financial condition, or results of operations.

ANALYSIS OF FINANCIAL CONDITION

Our financial condition has remained strong in the functional currencies of our operations. The yen/dollar exchange rate at the end of each period is used to translate yen-denominated balance sheet items to U.S. dollars for reporting purposes.

The following table demonstrates the effect of the change in the yen/dollar exchange rate by comparing select balance sheet items as reported at March 31, 2011, with the amounts that would have been reported had the exchange rate remained unchanged from December 31, 2010.

Impact of Foreign Exchange on Balance Sheet Items

(In millions)	As Reported	Exchange Effect	Net of Exchange Effect
Yen/dollar exchange rate[(1)]	83.15		81.49
Investments and cash	$ 88,441	$ (1,408)	$ 89,849
Deferred policy acquisition costs	9,689	(141)	9,830
Total assets	101,145	(1,579)	102,724
Policy liabilities	82,491	(1,524)	84,015
Total liabilities	90,122	(1,607)	91,729

(1) The exchange rate at March 31, 2011, was 83.15 yen to one dollar, or 2.0% weaker than the December 31, 2010, exchange rate of 81.49.

Market Risks of Financial Instruments

Our investment philosophy is to maximize investment income while emphasizing liquidity, safety and quality. Our investment objective, subject to appropriate risk constraints, is to fund policyholder obligations and other liabilities in a manner that enhances shareholders equity. We seek to achieve this objective through a diversified portfolio of fixed-income investments that reflects the characteristics of the liabilities it supports. Aflac invests primarily within the fixed income securities markets.

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The following table details investment securities by segment.

Investment Securities by Segment

	Aflac Japan		Aflac U.S.	
(In millions)	**March 31, 2011**	December 31, 2010	**March 31, 2011**	December 31, 2010
Securities available for sale, at fair value:				
Fixed maturities	**$ 41,319**	$ 39,485	**$ 8,883** [1]	$ 8,750 [1]
Perpetual securities	**7,118**	7,233	**250**	279
Equity securities	**24**	23	**0**	0
Total available for sale	**48,461**	46,741	**9,133**	9,029
Securities held to maturity, at amortized cost:				
Fixed maturities	**28,505**	30,084	**0**	0
Total held to maturity	**28,505**	30,084	**0**	0
Total investment securities	**$ 76,966**	$ 76,825	**$ 9,133**	$ 9,029

[1] *Excludes investment-grade, available-for-sale fixed-maturity securities held by the Parent Company of $116 in 2011 and $120 in 2010.*

Because we invest in fixed-income securities, our financial instruments are exposed primarily to three types of market risks: currency risk, interest rate risk and credit risk.

Currency Risk

The functional currency of Aflac Japan s insurance operations is the Japanese yen. All of Aflac Japan s premiums, claims and commissions are received or paid in yen, as are most of its investment income and other expenses. While we have been investing a portion of our yen cash flow in dollar-denominated securities, most of Aflac Japan s investments, cash and liabilities are yen-denominated. When yen-denominated securities mature or are sold, the proceeds are generally reinvested in yen-denominated securities. Aflac Japan holds these yen-denominated assets to fund its yen-denominated policy obligations. In addition, Aflac Incorporated has yen-denominated debt obligations.

Although we generally do not convert yen into dollars, we do translate financial statement amounts from yen into dollars for financial reporting purposes. Therefore, reported amounts are affected by foreign currency fluctuations. We report unrealized foreign currency translation gains and losses in accumulated other comprehensive income.

Aflac Japan maintains a portfolio of reverse-dual currency securities (yen-denominated debt securities with dollar coupon payments), which exposes Aflac to changes in foreign exchange rates. This foreign currency effect is accounted for as a component of unrealized gains or losses on available-for-sale securities in accumulated other comprehensive income. When the yen strengthens against the dollar, shareholders equity is negatively impacted and, conversely, when the yen weakens against the dollar, shareholders equity is positively impacted. Aflac Japan invests a portion of its assets in reverse-dual currency securities to provide a higher yield than those available on Japanese government or other public corporate bonds, while still adhering to prudent standards of credit quality. The yen/dollar exchange rate would have to strengthen to approximately 55 before the yield on these instruments would equal that of a comparable yen-denominated instrument.

On a consolidated basis, we attempt to minimize the exposure of shareholders equity to foreign currency translation fluctuations. We accomplish this by investing a portion of Aflac Japan s investment portfolio in dollar-denominated securities and by the Parent Company s issuance of yen-denominated debt (for additional information, see the discussion under Hedging Activities as follows in this section of MD&A). As a result, the effect of currency fluctuations on our net assets is reduced.

The following table demonstrates the effect of foreign currency fluctuations by presenting the dollar values of our yen-denominated assets and liabilities, and our consolidated yen-denominated net asset exposure at selected exchange rates.

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Dollar Value of Yen-Denominated Assets and Liabilities at Selected Exchange Rates

(In millions)	March 31, 2011			December 31, 2010		
Yen/dollar exchange rates	**68.15**	**83.15** [1]	**98.15**	66.49	81.49 [1]	96.49
Yen-denominated financial instruments:						
Assets:						
Securities available for sale:						
Fixed maturities	**$ 36,440**	**$ 29,868**	**$ 25,302**	$ 35,905	$ 29,296	$ 24,742
Fixed maturities - consolidated variable interest entities	**3,479**	**2,851**	**2,415**	3,637	2,968	2,506
Perpetual securities	**6,754**	**5,535**	**4,690**	6,911	5,638	4,762
Perpetual securities - consolidated variable interest entities	**1,714**	**1,405**	**1,190**	1,745	1,424	1,203
Equity securities	**23**	**19**	**16**	23	19	16
Securities held to maturity:						
Fixed maturities	**34,045**	**27,904**	**23,639**	36,119	29,470	24,889
Fixed maturities - consolidated variable interest entities	**734**	**601**	**509**	752	614	518
Cash and cash equivalents	**976**	**800**	**678**	939	766	647
Other financial instruments	**157**	**129**	**109**	153	125	105
Subtotal	**84,322**	**69,112**	**58,548**	86,184	70,320	59,388
Liabilities:						
Notes payable	**1,249**	**1,023**	**867**	1,280	1,044	882
Japanese policyholder protection corporation	**106**	**86**	**73**	132	108	91
Subtotal	**1,355**	**1,109**	**940**	1,412	1,152	973
Net yen-denominated financial instruments	**82,967**	**68,003**	**57,608**	84,772	69,168	58,415
Other yen-denominated assets	**10,245**	**8,397**	**7,114**	10,338	8,435	7,124
Other yen-denominated liabilities	**94,921**	**77,800**	**65,908**	95,441	77,873	65,767
Consolidated yen-denominated net assets (liabilities) subject to foreign currency fluctuation	**$ (1,709)**	**$ (1,400)**	**$ (1,186)**	$ (331)	$ (270)	$(228)

[1] *Actual period-end exchange rate*

Effective January 1, 2010, we were required to consolidate certain VIEs upon the adoption of new accounting guidance. Prior to the adoption of this new accounting guidance, our beneficial interest in certain VIEs was a yen-denominated available-for-sale fixed maturity security. Upon consolidation on January 1, 2010, the original yen-denominated investment was derecognized and the underlying U.S. dollar-denominated fixed-maturity or perpetual securities and cross-currency swaps were recognized. While the combination of a U.S. dollar-denominated investment and cross-currency swap economically creates a yen-denominated investment, these investments will create foreign currency fluctuations but have no impact on our net investment hedge position. For additional information, see the Hedging Activities subsection of MD&A.

Some of the consolidated VIEs in our Aflac Japan portfolio use foreign currency swaps to convert foreign denominated cash flows to yen, the functional currency of Aflac Japan, in order to minimize cash flow fluctuations. Foreign currency swaps exchange an initial principal amount in two currencies, agreeing to re-exchange the currencies at a future date, at an agreed upon exchange rate. There may also be periodic exchanges of payments at specified intervals based on the agreed upon rates and notional amounts.

We are exposed to economic currency risk only when yen funds are actually converted into dollars. This primarily occurs when we repatriate funds from Aflac Japan to Aflac U.S., which is generally done annually. The exchange rates prevailing at the time of repatriation will differ from the exchange rates prevailing at the time the yen profits were earned. A portion of the repatriation may be used to service Aflac Incorporated s yen-denominated notes payable with the remainder converted into dollars.

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Interest Rate Risk

Our primary interest rate exposure is to the impact of changes in interest rates on the fair value of our investments in debt and perpetual securities. We estimate that the reduction in the fair value of debt and perpetual securities we own resulting from a 100 basis point increase in market interest rates, based on our portfolios at March 31, 2011, and December 31, 2010, would be as follows:

(In millions)	**March 31, 2011**	December 31, 2010
Effect on yen-denominated debt and perpetual securities	**$ (7,652)**	$ (7,833)
Effect on dollar-denominated debt and perpetual securities	**(1,698)**	(1,366)
Effect on total debt and perpetual securities	**$ (9,350)**	$ (9,199)

There are various factors that affect the fair value of our investment in debt and perpetual securities. Included in those factors are changes in the prevailing interest rate environment. Changes in the interest rate environment directly affect the balance of unrealized gains or losses for a given period in relation to a prior period. Decreases in market yields generally improve the fair value of debt and perpetual securities while increases in market yields generally have a negative impact on the fair value of our debt and perpetual securities. However, we do not expect to realize a majority of any unrealized gains or losses because we have the intent and ability to hold such securities until a recovery of value, which may be maturity. For additional information on unrealized losses on debt and perpetual securities, see Note 3 of the Notes to the Consolidated Financial Statements.

We attempt to match the duration of our assets with the duration of our liabilities. Currently, when debt and perpetual securities we own mature, the proceeds may be reinvested at a yield below that of the interest required for the accretion of policy benefit liabilities on policies issued in earlier years. However, adding riders to our older policies has helped offset negative investment spreads on these policies. Overall, adequate profit margins exist in Aflac Japan s aggregate block of business because of changes in the mix of business and favorable experience from mortality, morbidity and expenses.

We have entered into interest rate swap agreements related to the 20 billion yen variable interest rate Uridashi notes. These agreements effectively swap the variable interest rate Uridashi notes to fixed rate notes to eliminate the volatility in our interest expense. We also have interest rate swaps related to some of our consolidated VIEs. These interest rate swaps are primarily used to convert interest receipts on floating-rate fixed-maturity securities contracts to fixed rates. For further information, see Note 4 of the accompanying Notes to the Consolidated Financial Statements and Note 8 of the Notes to the Consolidated Financial Statements and the Interest Rate Risk subsection of MD&A in our annual report to shareholders for the year ended December 31, 2010.

Credit Risk

Our investment activities expose us to credit risk, which is a consequence of extending credit and/or carrying investment positions. However, we continue to adhere to prudent standards for credit quality. We accomplish this by considering our product needs and overall corporate objectives, in addition to credit risk. In evaluating the initial rating, we look at the overall senior issuer rating, the explicit rating for the actual issue or the rating for the security class, and, where applicable, the appropriate designation from the Securities Valuation Office (SVO) of the National Association of Insurance Commissioners (NAIC). All of our securities have ratings from either a nationally recognized statistical rating organization or the SVO of the NAIC. In addition, we perform extensive internal credit reviews to ensure that we are consistent in applying rating criteria for all of our securities.

We use specific criteria to judge the credit quality of both existing and prospective investments. Furthermore, we use several methods to monitor these criteria, including credit rating services and internal credit analysis. The distributions by credit rating of our purchases of debt securities, based on acquisition cost, were as follows:

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Composition of Purchases by Credit Rating

	Three Months Ended March 31, 2011	Twelve Months Ended December 31, 2010	Three Months Ended March 31, 2010
AAA	**24.2 %**	1.0 %	1.3 %
AA	**41.3**	60.7	55.1
A	**15.3**	24.5	40.9
BBB	**19.2**	13.8	2.7
Total	**100.0 %**	100.0 %	100.0 %

Our purchases of securities from period to period are determined based on diversification objectives, relative value and availability of investment opportunities, while meeting our investment policy guidelines for liquidity, safety and quality. We did not purchase any perpetual securities during the periods presented in the table above. The increase in purchases of AAA rated securities during the first quarter of 2011 was due to an increase in purchases of U.S. Treasury securities.

The distributions of debt and perpetual securities we own, by credit rating, were as follows:

Composition of Portfolio by Credit Rating

	March 31, 2011		December 31, 2010	
	Amortized Cost	**Fair Value**	Amortized Cost	Fair Value
AAA	**4.3 %**	**4.5 %**	3.3 %	3.6 %
AA	**35.2**	**35.5**	35.7	36.5
A	**32.9**	**33.6**	36.0	36.6
BBB	**20.8**	**20.6**	18.8	18.7
BB or lower	**6.8**	**5.8**	6.2	4.6
Total	**100.0 %**	**100.0 %**	100.0 %	100.0 %

As of March 31, 2011, our direct and indirect exposure to securities in our investment portfolio that were guaranteed by third parties was immaterial both individually and in the aggregate.

Subordination Distribution

The majority of our total investments in debt and perpetual securities was senior debt at March 31, 2011, and December 31, 2010. We also maintained investments in subordinated financial instruments that primarily consisted of Lower Tier II, Upper Tier II, and Tier I securities, listed in order of seniority. The Lower Tier II (LTII) securities are debt instruments with fixed maturities. Our Upper Tier II (UTII) and Tier I investments consisted of debt instruments with fixed maturities and perpetual securities, which have an economic maturity as opposed to a stated maturity.

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The following table shows the subordination distribution of our debt and perpetual securities.

Subordination Distribution of Debt and Perpetual Securities

	March 31, 2011		December 31, 2010	
(In millions)	**Amortized Cost**	**Percentage of Total**	Amortized Cost	Percentage of Total
Senior notes	**$ 70,211**	**81.3 %**	$ 68,407	79.5 %
Subordinated securities:				
Fixed maturities (stated maturity date):				
Lower Tier II	**7,501**	**8.7**	8,679	10.1
Upper Tier II	**0**	**.0**	15	.0
Tier I[(1)]	**534**	**.6**	613	.7
Surplus notes	**335**	**.4**	335	.4
Trust preferred - non-banks	**85**	**.1**	85	.1
Other subordinated - non-banks	**52**	**.1**	52	.1
Total fixed maturities	**8,507**	**9.9**	9,779	11.4
Perpetual securities (economic maturity date):				
Upper Tier II	**5,121**	**5.9**	5,285	6.1
Tier I	**2,462**	**2.9**	2,542	3.0
Total perpetual securities	**7,583**	**8.8**	7,827	9.1
Total debt and perpetual securities	**$ 86,301**	**100.0 %**	$ 86,013	100.0 %

(1) *Includes trust preferred securities*

Portfolio Composition

For information regarding the amortized cost for our investments in debt and perpetual securities, the cost for equity securities and the fair values of these investments, refer to Note 3 of the Notes to the Consolidated Financial Statements.

Investment Concentrations

As of March 31, 2011, our largest investment industry sector concentration was banks and financial institutions. Throughout 2008 and during the first half of 2009, concerns related to troubled residential mortgages in the United States, United Kingdom and Europe spread to structured investment securities. As a result, banks and financial institutions suffered significant write-downs of asset values, which pressured banks and financial institutions to seek capital and liquidity support. National governments responded with various forms of support, ranging from guarantees on new and existing debt to significant injections of capital. In the second half of 2009, asset valuations generally improved, and banks and other institutions continued to use exchanges and tender offers to enhance their core capital. However, 2010 brought new concerns about the fiscal integrity of peripheral European sovereign nations. As a result, Greece, Ireland and most recently Portugal, were forced to accept external funding aid in various forms to meet their financial obligations, as public markets were not accessible. The financial institutions of these countries have faced both liquidity and asset valuation pressures. Nationalization and/or recapitalization, along with loss-sharing among bondholders, all remain distinct risks for financial institutions in these countries and others facing similar fiscal pressures. While European politicians have become increasingly hesitant to put taxpayers at risk, with few exceptions, we believe nationalizations and burden-sharing among debt holders remain options of last resort.

See Note 3 of the Notes to the Consolidated Financial Statements for a discussion of our investment discipline, further discussion of our largest investment industry sector concentration (banks and financial institutions), and disclosure on our investment exposure to certain Eurozone countries (Greece, Ireland, Italy, Portugal and Spain).

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Our largest global investment exposures as of March 31, 2011, were as follows:

Largest Global Investment Positions

(In millions)	Amortized Cost	% of Total	Seniority	Ratings Moody s	S&P	Fitch
Japan National Government[1]	**$ 16,756**	**19.4 %**	Senior	Aa2	AA-	AA-
United States Treasury	**964**	**1.1**	Senior	Aaa	AAA	AAA
Israel Electric Corp.	**914**	**1.1**	Senior	Baa2	BB+	-
Republic of Tunisia[2]	**889**	**1.0**	Senior	Baa3	BBB-	BBB-
Republic of South Africa	**735**	**.9**	Senior	A3	BBB+	BBB+
HSBC Holdings PLC	**722**	**.8**				
HSBC Finance Corporation (formerly Household Finance)	602	.7	Senior	A3	A	AA-
HSBC Bank PLC (RAV Int l. Ltd.)	40	.0	UTII	A3	A	A+
The Hongkong & Shanghai Banking Corporation Ltd.	80	.1	UTII	Aa3	-	-
Commerzbank AG (includes Dresdner Bank)	**637**	**.7**				
Commerzbank AG	451	.5	LTII	Baa3	BBB-	A
Dresdner Bank AG (Dresdner Funding Trust IV)	186	.2	LTII	Baa3	BBB-	A
UniCredit SpA	**605**	**.7**				
Unicredito Bank Austria	11	.0	LTII	Aa3	AA+	-
Hypovereinsbank (Unicredit Bank AG)	240	.3	LTII	Baa2	BBB+	A
Hypovereinsbank (HVB Funding Trust I, III & VI)	354	.4	Tier I	Baa3	BBB	BBB
Mizuho Financial Group Inc.	**564**	**.7**				
Mizuho Bank, Mizuho Finance Cayman & Aruba	564	.7	UTII	A2	A-	-
Bank of Tokyo-Mitsubishi UFJ Ltd.	**541**	**.6**				
Bank of Tokyo-Mitsubishi UFJ Ltd. (BTMU Curacao Holdings NV)	541	.6	LTII	Aa3	A	A-
Bank of America Corp. (includes Merrill Lynch)	**541**	**.6**				
Merrill Lynch & Co. Inc.	301	.3	Senior	A2	A	A+
Bank of America Corp. (includes Fleet Financial Group Inc., Nationsbank Corporation)	240	.3	LTII	A3	A-	A
BNP Paribas (includes Fortis)	**541**	**.6**				
BNP Paribas	120	.1	Senior	Aa2	AA	AA-
Fortis Bank SA-NV	301	.4	UTII	A3	A	A-
Fortis Luxembourg Finance SA	120	.1	UTII	Baa2	A	A-
Erste Group Bank AG	**516**	**.6**				
Erste Group Bank	120	.1	LTII	A2	A-	A-
Erste Group Bank (Erste Finance Jersey Ltd. 3 & 5)	396	.5	Tier I	Ba1	-	BBB-
Investcorp SA	**495**	**.6**				
Investcorp Capital Limited	495	.6	Senior	Ba2	-	BB+
National Grid PLC	**482**	**.6**				
National Grid Gas PLC	241	.3	Senior	A3	A-	A
National Grid Electricity Transmission PLC	241	.3	Senior	A3	A-	A
Sumitomo Mitsui Financial Group Inc.	**481**	**.6**				
Sumitomo Mitsui Banking Corporation	120	.2	LTII	Aa3	A	A-
Sumitomo Mitsui Banking Corporation (SMBC International Finance)	361	.4	UTII	A1	A-	-
Telecom Italia SpA	**481**	**.6**				
Telecom Italia Finance SA	481	.6	Senior	Baa2	BBB	BBB
JP Morgan Chase & Co. (including Bear Stearns)	**475**	**.6**				
JP Morgan Chase & Co. (including Bear Stearns Companies Inc.)	421	.6	Senior	Aa3	A+	AA-
JP Morgan Chase & Co. (FNBC)	26	.0	Senior	Aa1	AA-	-
JP Morgan Chase & Co. (Bank One Corp.)	17	.0	LTII	A1	A	A+
JP Morgan Chase & Co. (NBD Bank)	11	.0	LTII	Aa2	A+	A+
Citigroup Inc.	**474**	**.5**				
Citigroup Inc. (includes Citigroup Global Markets Holdings Inc., Associates Corp.)	473	.5	Senior	A3	A	A+
Citigroup Inc. (Citicorp)	1	.0	LTII	Baa1	A-	A
Commonwealth Bank of Australia	**469**	**.5**				
Commonwealth Bank of Australia	120	.1	LTII	Aa2	AA-	AA-
Commonwealth Bank of Australia	241	.3	UTII	-	A+	-
Bankwest	108	.1	UTII	Aa2	AA-	-
Total	**$ 28,282**	**32.8 %**				
Total debt and perpetual securities	**$ 86,301**	**100.0 %**				

(1) *JGBs or JGB-backed securities*
(2) *Deemed by the Company to be below investment grade*

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As previously disclosed, we own long-dated debt instruments in support of our long-dated policyholder obligations. Included in our largest global investment holdings are legacy issues that date back many years. Additionally, the concentration of certain of our holdings of individual credit exposures has grown over time through merger and consolidation activity. Beginning in 2005, we have generally limited our investment exposures to issuers to no more than 5% of total adjusted capital (TAC) on a statutory accounting basis, with the exception of obligations of the Japanese and U.S. governments. However, existing investment exposures that exceeded 5% of TAC at the time this guidance was adopted, or exposures that may exceed this threshold from time to time through merger and consolidation activity, are not automatically reduced through sales of the issuers securities but rather are reduced over time consistent with our investment policy.

During the three-month period ended March 31, 2011, we pursued strategic investment activities to lower the risk profile of our investment portfolio. Our focus was on reducing our exposure to large concentrated investment positions, which overlapped with efforts to reduce our exposure to investments in Greece, Ireland and Portugal and certain financial issuers. As a result of the efforts to reduce large concentrated positions, we sold certain dollar-denominated, available-for-sale securities holdings of issuers that exceeded 10% of TAC. We reduced our exposure to Israel Electric by $66 million, Bank of America Corp. by $104 million, Commerzbank by $52 million, and HSBC by $100 million, on an amortized cost basis, resulting in a pretax net gain of $8 million ($5 million after-tax). In addition, in our effort to reduce our exposure to investments in Greece and Ireland, we sold our $368 million exposure to Alpha Bank, at amortized cost, at a pretax loss of $177 million ($115 million after-tax) and our $77 million exposure to Allied Irish Banks, at amortized cost, at a pretax gain of $2 million ($1 million after-tax). We recognized other-than-temporary impairment losses of $397 million ($258 million after-tax) for the remaining two Greek bank holdings, EFG Eurobank Ergasias and National Bank of Greece (NBG). In April 2011, we sold our investment in EFG Eurobank Ergasias for $2 million more than its recorded impaired value. Also in April 2011, subsequent to the end of first quarter 2011, we reduced our exposure in Portugal by exercising a put option on our investment in CP-Comboios de Portugal EPE at its par value of $180 million, generating no gain or loss on the transaction. Other sales of securities from financial issuers and other entities resulting from our derisking strategy generated an additional pretax net gain of $6 million ($4 million after-tax) in the first quarter of 2011. See the Investment Concentrations section of Note 3 of the Notes to the Consolidated Financial Statements for additional information.

We have investments in both publicly and privately issued securities. The outstanding amount of a particular issuance, as well as the level of activity in a particular issuance and market conditions, including credit events and the interest rate environment, affect liquidity regardless of whether it is publicly or privately issued.

The following table details investment securities by type of issuance.

Investment Securities by Type of Issuance

	March 31, 2011		December 31, 2010	
(In millions)	**Amortized Cost**	**Fair Value**	Amortized Cost	Fair Value
Publicly issued securities:				
Fixed maturities	**$ 32,857**	**$ 33,737**	$ 31,098	$ 32,457
Perpetual securities	**235**	**267**	235	256
Equity securities	**13**	**15**	13	14
Total publicly issued	**33,105**	**34,019**	31,346	32,727
Privately issued securities:				
Fixed maturities	**45,861**	**44,795**	47,088	46,367
Perpetual securities	**7,348**	**7,101**	7,592	7,256
Equity securities	**9**	**9**	9	9
Total privately issued	**53,218**	**51,905**	54,689	53,632
Total investment securities	**$ 86,323**	**$ 85,924**	$ 86,035	$ 86,359

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The following table details our privately issued investment securities.

Privately Issued Securities

(Amortized cost, in millions)	March 31, 2011	December 31, 2010
Privately issued securities as a percentage of total debt and perpetual securities	**61.7 %**	63.6 %
Privately issued securities held by Aflac Japan	**$ 50,225**	$ 51,702
Privately issued securities held by Aflac Japan as a percentage of total debt and perpetual securities	**58.2 %**	60.1 %

Reverse-Dual Currency Securities [(1)]

(Amortized cost, in millions)	March 31, 2011	December 31, 2010
Privately issued reverse-dual currency securities	**$ 12,715**	$ 12,790
Publicly issued collateral structured as reverse-dual currency securities	**2,815**	2,844
Total reverse-dual currency securities	**$ 15,530**	$ 15,634
Reverse-dual currency securities as a percentage of total debt and perpetual securities	**18.0 %**	18.2 %

[(1)] *Principal payments in yen and interest payments in dollars*

Aflac Japan has invested in privately issued securities to better match liability characteristics and secure higher yields than those available on Japanese government or other public corporate bonds. Aflac Japan s investments in yen-denominated privately issued securities consist primarily of non-Japanese issuers and have longer maturities, thereby allowing us to improve our asset/liability matching and our overall investment returns. Most of our privately issued securities are issued under medium-term note programs and have standard documentation commensurate with credit ratings of the issuer, except when internal credit analysis indicates that additional protective and/or event-risk covenants are required.

Below-Investment-Grade and Split-Rated Securities

Debt and perpetual securities classified as below investment grade at March 31, 2011 and December 31, 2010, were generally reported as available for sale and carried at fair value. Each of the below-investment-grade securities was investment grade at the time of purchase and was subsequently downgraded by credit rating agencies. Below-investment-grade debt and perpetual securities represented 6.8% of total debt and perpetual securities at March 31, 2011, compared with 6.2% of total debt and perpetual securities at December 31, 2010, at amortized cost.

The below-investment-grade securities were as follows:

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Below-Investment-Grade Securities

	March 31, 2011				December 31, 2010			
(In millions)	Par Value	Amortized Cost	Fair Value	Unrealized Gain/Loss	Par Value	Amortized Cost	Fair Value	Unrealized Gain/Loss
Republic of Tunisia	**$ 887**	**$ 889**	**$ 959**	**$ 70**	$ *	$ *	$ *	$ *
Investcorp Capital Limited	**495**	**495**	**341**	**(154)**	504	504	337	(167)
Irish Life and Permanent PLC [(1)]	**445**	**110**	**110**	**0**	454	112	112	0
Lloyds Banking Group PLC [(1)]	**440**	**365**	**424**	**59**	440	364	387	23
EFG Eurobank Ergasias	**409**	**164**	**164**	**0**	417	416	131	(285)
UPM-Kymmene	**373**	**373**	**294**	**(79)**	380	380	290	(90)
Ford Motor Credit Company	**361**	**361**	**370**	**9**	368	368	374	6
Banco Espirito Santo SA	**361**	**361**	**137**	**(224)**	*	*	*	*
Dexia SA (Includes Dexia Bank Belgium & Dexia Overseas) [(1)]	**361**	**258**	**192**	**(66)**	368	264	186	(78)
NBG (National Bank of Greece)	**361**	**208**	**208**	**0**	368	368	146	(222)
Banco BPI, SA [(1)]	**301**	**301**	**192**	**(109)**	*	*	*	*
CSAV (Tollo Shipping Co. S.A.)	**289**	**289**	**158**	**(131)**	295	295	161	(134)
Bank of Ireland	**241**	**241**	**110**	**(131)**	*	*	*	*
KBL European Private Bankers S.A. (Part of KBC Group NV) [(1)]	**241**	**134**	**136**	**2**	245	137	144	7
CP-Comboios de Portugal EPE [(2)]	**180**	**180**	**180**	**0**	*	*	*	*
Caixa Geral de Depositos SA	**180**	**180**	**77**	**(103)**	*	*	*	*
Aiful Corporation	**180**	**66**	**66**	**0**	184	67	67	0
BAWAG Capital Finance Jersey [(1)]	**168**	**118**	**114**	**(4)**	172	120	116	(4)
IKB Deutsche Industriebank AG	**156**	**156**	**103**	**(53)**	160	160	104	(56)
Hypo Vorarlberg Capital Finance [(1)]	**132**	**106**	**97**	**(9)**	135	108	97	(11)
Finance for Danish Industry (FIH)	**120**	**120**	**100**	**(20)**	123	123	104	(19)
Royal Bank of Scotland Group PLC [(1)]	**58**	**19**	**47**	**28**	58	19	42	23
Macy s Inc.	**53**	**58**	**58**	**0**	53	58	58	0
Alpha Bank	**0**	**0**	**0**	**0**	368	368	115	(253)
Swedbank [(1)]	*	*	*	*	356	299	314	15
Hella KG Hueck & Co.	*	*	*	*	270	269	224	(45)
Allied Irish Banks PLC	**0**	**0**	**0**	**0**	245	77	77	0
Commerzbank AG (formerly Dresdner Bank AG) (Tier I only)	**0**	**0**	**0**	**0**	53	55	46	(9)
Various Other Issuers (below $50 million in par value) [(3)]	**368**	**339**	**322**	**(17)**	386	366	326	(40)
Total	**$ 7,160**	**$ 5,891**	**$ 4,959**	**$ (932)**	$ 6,402	$ 5,297	$ 3,958	$ (1,339)

**Investment grade at respective reporting date*

[(1)] Perpetual security

[(2)] Put to issuer at par in April 2011

[(3)] Includes 18 different issuers in 2011 and 19 different issuers in 2010

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Occasionally, a debt or perpetual security will be split rated. This occurs when one rating agency rates the security as investment grade while another rating agency rates the same security as below investment grade. Our policy is to review each issue on a case-by-case basis to determine if a split-rated security should be classified as investment grade or below investment grade. Our review includes evaluating the issuer s credit position as well as current market pricing and other factors, such as the issuer s or security s inclusion on a credit rating downgrade watch list. Split-rated securities totaled $3.9 billion as of March 31, 2011, and $2.4 billion as of December 31, 2010, and represented 5% and 3% of total debt and perpetual securities, at amortized cost, at each period, respectively. The 10 largest split-rated securities as of March 31, 2011, were as follows:

Split-Rated Securities

(In millions)	Amortized Cost	Investment-Grade Status
Israel Electric Corp.	$ 914	Investment Grade
Erste Group Bank[(1)]	396	Investment Grade
SLM Corp.	391	Investment Grade
Banco Espirito Santo SA	361	Below Investment Grade
Banco BPI, SA[(1)]	301	Below Investment Grade
Swedbank[(1)]	293	Investment Grade
Bank of Ireland	241	Below Investment Grade
Caixa Geral De Depositos SA	180	Below Investment Grade
CP-Comboios De Portugal EPE[(2)]	180	Below Investment Grade
Dexia SA (includes Dexia Bank Belgium & Dexia Overseas)[(1)(3)]	180	Investment Grade

[(1)] *Perpetual security*

[(2)] *Put to issuer at par in April 2011*

[(3)] *Separate securities from those reported in the Below-Investment-Grade Securities table from the same issuer*

Other-than-temporary Impairment

See Note 3 of the Notes to the Consolidated Financial Statements for a discussion of our impairment policy.

Unrealized Investment Gains and Losses

The following table provides details on amortized cost, fair value and unrealized gains and losses for our investments in debt and perpetual securities by investment-grade status as of March 31, 2011.

(In millions)	Total Amortized Cost	Total Fair Value	Percentage of Total Fair Value	Gross Unrealized Gains	Gross Unrealized Losses
Available-for-sale securities:					
Investment-grade securities	$ 51,905	$ 52,727	61.4 %	$ 2,101	$ 1,279
Below-investment-grade securities	5,891	4,959	5.8	186	1,118
Held-to-maturity securities:					
Investment-grade securities	28,505	28,214	32.8	770	1,061
Total	$ 86,301	$ 85,900	100.0 %	$ 3,057	$ 3,458

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The following table presents an aging of debt and perpetual securities in an unrealized loss position as of March 31, 2011.

	Aging of Unrealized Losses							
			Less than Six Months		Six Months to Less than 12 Months		12 Months or Longer	
(In millions)	Total Amortized Cost	Total Unrealized Loss	Amortized Cost	Unrealized Loss	Amortized Cost	Unrealized Loss	Amortized Cost	Unrealized Loss
Available-for-sale securities:								
Investment-grade securities	$ 22,618	$ 1,279	$ 11,559	$ 241	$ 1,407	$ 69	$ 9,652	$ 969
Below- investment- grade securities	3,234	1,118	462	74	90	3	2,682	1,041
Held-to-maturity securities:								
Investment-grade securities	16,460	1,061	4,910	112	1,640	77	9,910	872
Total	$ 42,312	$ 3,458	$ 16,931	$ 427	$ 3,137	$ 149	$ 22,244	$ 2,882

The following table presents a distribution of unrealized losses on debt and perpetual securities by magnitude as of March 31, 2011.

	Percentage Decline From Amortized Cost							
			Less than 20%		20% to 50%		Greater than 50%	
(In millions)	Total Amortized Cost	Total Unrealized Loss	Amortized Cost	Unrealized Loss	Amortized Cost	Unrealized Loss	Amortized Cost	Unrealized Loss
Available-for-sale securities:								
Investment-grade securities	$ 22,618	$ 1,279	$ 21,968	$ 1,092	$ 650	$ 187	$ 0	$ 0
Below- investment- grade securities	3,234	1,118	800	71	1,442	483	992	564
Held-to-maturity securities:								
Investment-grade securities	16,460	1,061	15,858	914	602	147	0	0
Total	$ 42,312	$ 3,458	$ 38,626	$ 2,077	$ 2,694	$ 817	$ 992	$ 564

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The following table presents the 10 largest unrealized loss positions in our portfolio as of March 31, 2011.

(In millions)	Credit Rating	Amortized Cost	Fair Value	Unrealized Loss
Banco Espirito Santo SA[(1)]	BB	$ 361	$ 137	$ (224)
Investcorp Capital Limited	BB	495	341	(154)
Dexia SA (includes Dexia Bank Belgium & Dexia Overseas)[(2)]	BB	439	295	(144)
CSAV (Tollo Shipping Co. S.A.)	B	289	158	(131)
Bank of Ireland	BB	241	110	(131)
Banco BPI, SA[(1)(2)]	BB	301	192	(109)
Caixa Geral De Depositos SA[(1)]	BB	180	77	(103)
SLM Corp.	BBB	391	305	(86)
UPM-Kymmene	BB	373	294	(79)
Republic of Poland	A	241	177	(64)

[(1)] *Represents exposure to Portuguese banks*

[(2)] *Perpetual security*

Declines in fair value noted above were impacted by changes in interest rates and credit spreads, yen/dollar exchange rates, and issuer credit status. However, we believe it would be inappropriate to recognize impairment charges because we believe the changes in fair value are temporary. See the Investment Concentrations and Unrealized Investment Gains and Losses sections in Note 3 of the Notes to the Consolidated Financial Statements for further discussions of unrealized losses related to Portugal and Ireland, financial institutions including perpetual securities, and other corporate investments.

Investment Valuation and Cash

We estimate the fair values of our securities available for sale on a monthly basis. We monitor the estimated fair values obtained from our custodian and pricing brokers and those derived from our discounted cash flow pricing model for consistency from month to month, while considering current market conditions. We also periodically discuss with our custodian and pricing brokers the pricing techniques they use to monitor the consistency of their approach and periodically assess the appropriateness of the valuation level assigned to the values obtained from them. See Note 5 of the Notes to the Consolidated Financial Statements for the fair value hierarchy classification of our securities available for sale as of March 31, 2011.

Cash and cash equivalents totaled $2.1 billion, or 2.4% of total investments and cash, as of March 31, 2011 and December 31, 2010. For a discussion of the factors affecting our cash balance, see the Operating Activities, Investing Activities and Financing Activities subsections of this MD&A.

For additional information concerning our investments, see Notes 3, 4, and 5 of the Notes to the Consolidated Financial Statements.

Deferred Policy Acquisition Costs

The following table presents deferred policy acquisition costs by segment.

(In millions)	March 31, 2011	December 31, 2010	% Change
Aflac Japan	**$ 6,917**	$ 6,964	(.7) %[(1)]
Aflac U.S.	**2,772**	2,770	.1
Total	**$ 9,689**	$ 9,734	(.5) %

[(1)] *Aflac Japan s deferred policy acquisition costs increased 1.4% in yen during the three months ended March 31, 2011.*

The decrease in Aflac Japan s deferred policy acquisition costs was primarily driven by the weakening of the yen against the U.S. dollar.

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Policy Liabilities

The following table presents policy liabilities by segment.

(In millions)	**March 31, 2011**	December 31, 2010	% Change
Aflac Japan	**$ 74,819**	$ 74,872	(.1) % [1]
Aflac U.S.	**7,669**	7,581	1.2
Other	**3**	3	.0
Total	**$ 82,491**	$ 82,456	.0 %

[1] *Aflac Japan s policy liabilities increased 2.0% in yen during the three months ended March 31, 2011.*

The decrease in Aflac Japan s policy liabilities was primarily the result of the weakening of the yen against the U.S. dollar.

Notes Payable

Notes payable totaled $3.0 billion at March 31, 2011 and December 31, 2010. The ratio of debt to total capitalization (debt plus shareholders equity, excluding the unrealized gains and losses on investment securities and derivatives) was 21.5% as of March 31, 2011, compared with 21.7% as of December 31, 2010. See Note 6 of the accompanying Notes to the Consolidated Financial Statements for additional information on our notes payable.

Benefit Plans

Aflac Japan and Aflac U.S. have various benefit plans. For additional information on our Japanese and U.S. plans, see Note 9 of the accompanying Notes to the Consolidated Financial Statements and Note 13 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010.

Policyholder Protection Corporation

The Japanese insurance industry has a policyholder protection system that provides funds for the policyholders of insolvent insurers. On December 12, 2008, legislation was enacted extending the framework of the Life Insurance Policyholder Protection Corporation (LIPPC), which included government fiscal measures supporting the LIPPC through March 2012.

See the Policyholder Protection Corporation subsection of MD&A in our annual report to shareholders for the year ended December 31, 2010, for additional information.

Hedging Activities

Net Investment Hedge

Our primary exposure to be hedged is our investment in Aflac Japan, which is affected by changes in the yen/dollar exchange rate. To mitigate this exposure, we have taken the following courses of action. First, Aflac Japan maintains a portfolio of dollar-denominated securities, which serve as an economic currency hedge of a portion of our investment in Aflac Japan. The foreign exchange gains and losses related to this portfolio are taxable in Japan and the U.S. when the securities mature or are sold. Until maturity or sale, deferred tax expense or benefit associated with the foreign exchange gains or losses are recognized in other comprehensive income. Second, we have designated the Parent Company s yen-denominated liabilities (Samurai and Uridashi notes and yen-denominated loans) as a hedge of our investment in Aflac Japan. At the beginning of each quarter, we make our net investment hedge designation. If the total of our designated yen-denominated liabilities is equal to or less than our net investment in Aflac Japan, the hedge is deemed to be effective and the related exchange effect is reported in the unrealized foreign currency component of other comprehensive income. Should these designated yen-denominated liabilities exceed our investment in Aflac Japan, the foreign exchange effect on the portion of the liabilities that exceeds our investment in Aflac Japan would be recognized in net earnings. We estimate that if our yen-denominated liabilities exceeded our investment in Aflac Japan by 10 billion yen, we would report a foreign exchange gain/loss of approximately $1 million for every 1% yen weakening/strengthening in the end-of-period yen/dollar exchange rate. For hedge designation purposes, Aflac Japan yen-denominated net assets exceeded the Parent Company s designated yen-denominated

liabilities as of January 1, 2011, the date of hedge designation for the first quarter

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of 2011. As a result, our net investment hedge was effective during the three-month period ended March 31, 2011. Our net investment hedge was also effective during the three-month period ended March 31, 2010.

Effective January 1, 2010, the yen net asset figure calculated for hedging purposes differs from the yen-denominated net asset position as discussed in the Currency Risk subsection of MD&A. As disclosed in that subsection, the consolidation of the underlying assets in certain VIEs on January 1, 2010, required that we derecognize our yen-denominated investment in the VIE and recognize the underlying U.S. dollar-denominated fixed-maturity or perpetual securities and cross-currency swaps. While these U.S. dollar investments will create foreign currency fluctuations, the combination of the U.S. dollar-denominated investment and the cross-currency swap economically creates a yen-denominated investment that qualifies for inclusion as a component of our investment in Aflac Japan.

The dollar values of our yen-denominated net assets, including certain VIEs as yen-denominated investments for net investment hedging purposes as discussed above, are summarized as follows (translated at end-of-period exchange rates):

(In millions)	**March 31, 2011**	December 31, 2010
Aflac Japan yen-denominated net assets	**$ 1,993**	$ 3,282
Parent Company yen-denominated net liabilities	**(1,018)**	(1,041)
Consolidated yen-denominated net assets (liabilities) subject to foreign currency translation fluctuations	**$ 975**	$ 2,241

The decline in yen-denominated net assets subject to foreign currency fluctuation is primarily due to an increase in the amount of investment in dollar-denominated investments during the first quarter of 2011.

Cash Flow Hedges

Effective January 1, 2010, as a result of the adoption of new accounting guidance and the corresponding consolidation of additional VIEs, we have freestanding derivative instruments that are reported in the consolidated balance sheet at fair value and are reported in other assets and other liabilities. Several of these freestanding derivatives qualify for hedge accounting, including interest rate and foreign currency swaps. Interest rate and foreign currency swaps are used within VIEs to hedge the risk arising from changes in interest rates and foreign currency exchange rates, respectively. Changes in the fair value of a derivative that is designated and qualifies as a cash flow hedge are recorded in other comprehensive income. Any hedge ineffectiveness is recorded immediately in current period earnings as net realized investment gains and losses. This hedging relationship was effective during the three-month period ending March 31, 2011. While an immaterial amount of ineffectiveness was recorded during the first quarter of 2010, this hedging relationship was also effective during the three-month period ended March 31, 2010. See Note 4 of the Notes to the Consolidated Financial Statements for additional information.

We have interest rate swap agreements related to the 20 billion yen variable interest rate Uridashi notes. By entering into these contracts, we have been able to lock in our interest rate at 1.52% in yen. We have designated these interest rate swaps as a hedge of the variability in our interest cash flows associated with the variable interest rate Uridashi notes. The notional amounts and terms of the swaps match the principal amount and terms of the variable interest rate Uridashi notes, and the swaps had no value at inception. GAAP requires that the change in the fair value of the swap contracts be recorded in other comprehensive income so long as the hedge is deemed effective. Any ineffectiveness is recognized in net earnings. This hedge was effective during the three-month periods ended March 31, 2011 and 2010; therefore, there was no impact on net earnings during those periods. See Note 4 of the Notes to the Consolidated Financial Statements for additional information.

Off-Balance Sheet Arrangements

As of March 31, 2011, we had no material letters of credit, standby letters of credit, guarantees or standby repurchase obligations. See Note 14 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010, for information on material unconditional purchase obligations that are not recorded on our balance sheet.

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CAPITAL RESOURCES AND LIQUIDITY

Aflac provides the primary sources of liquidity to the Parent Company through dividends and management fees. The following table presents the amounts provided for the three-month periods ending March 31:

Liquidity Provided by Aflac to Parent Company

(In millions)	**2011**	2010
Dividends declared or paid by Aflac	**$ 141**	$ 0
Management fees paid by Aflac	**57**	49

The primary uses of cash by the Parent Company are shareholder dividends, the repurchase of its common stock and interest on its outstanding indebtedness. The Parent Company s sources and uses of cash are reasonably predictable and are not expected to change materially in the future. For additional information, see the Financing Activities subsection of this MD&A.

The Parent Company also accesses debt security markets to provide additional sources of capital. In March 2009, we filed a shelf registration statement with the SEC that allows us to issue an indefinite amount of senior and subordinated debt, in one or more series, from time to time through May 2012. As of March 31, 2011, we have issued $2.0 billion of senior notes under this registration statement. In November 2009, we filed an additional shelf registration statement with Japanese regulatory authorities that allows us to issue up to 100 billion yen of yen-denominated Samurai notes in Japan (approximately $1.2 billion, using the March 31, 2011, exchange rate) through November 2011. If issued, these Samurai notes would not be available to U.S. persons. We believe outside sources for additional debt and equity capital, if needed, will continue to be available. For additional information, see Note 6 of the Notes to the Consolidated Financial Statements.

The principal sources of cash for our insurance operations are premiums and investment income. The primary uses of cash by our insurance operations are policy claims, commissions, operating expenses, income taxes and payments to the Parent Company for management fees and dividends. Both the sources and uses of cash are reasonably predictable.

When making an investment decision, our first consideration is based on product needs. Our investment objectives provide for liquidity through the purchase of investment-grade debt securities. These objectives also take into account duration matching, and because of the long-term nature of our business, we have adequate time to react to changing cash flow needs.

As a result of policyholder aging, claims payments are expected to gradually increase over the life of a policy. Therefore, future policy benefit reserves are accumulated in the early years of a policy and are designed to help fund future claims payments. We expect our future cash flows from premiums and our investment portfolio to be sufficient to meet our cash needs for benefits and expenses.

Our financial statements adequately convey our financing arrangements during the periods presented. We have not engaged in material intra-period short-term financings during the periods presented that are not otherwise reported in our balance sheet. We do not have any restrictive financial covenants related to our notes payable, and we were in compliance with all of the covenants of our notes payable at March 31, 2011. We have not entered into transactions involving the transfer of financial assets with an obligation to repurchase financial assets that have been accounted for as a sale under applicable accounting standards, including securities lending transactions. See Note 3 of the Notes to the Consolidated Financial Statements and Note 1 of the Notes to the Consolidated Financial Statements in our annual report to shareholders for the year ended December 31, 2010, for more information on our securities lending activity. We do not have a known trend, demand, commitment, event or uncertainty that would reasonably result in our liquidity increasing or decreasing by a material amount. Our cash and cash equivalents include unrestricted cash on hand, money market instruments, and other debt instruments with a maturity of 90 days or less when purchased, all of which has minimal market, settlement or other risk exposure.

Consolidated Cash Flows

We translate cash flows for Aflac Japan s yen-denominated items into U.S. dollars using weighted-average exchange rates. In periods when the yen weakens, translating yen into dollars causes fewer dollars to be reported. When the yen strengthens, translating yen into dollars causes more dollars to be reported.

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The following table summarizes consolidated cash flows by activity for the three-month periods ended March 31.

(In millions)	2011	2010
Operating activities	**$ 2,167**	$ 1,278
Investing activities	**(2,013)**	(1,969)
Financing activities	**(171)**	(23)
Exchange effect on cash and cash equivalents	**(16)**	2
Net change in cash and cash equivalents	**$ (33)**	$ (712)

Operating Activities

The following table summarizes operating cash flows by source for the three-month periods ended March 31.

(In millions)	2011	2010
Aflac Japan	**$ 1,848**	$ 1,080
Aflac U.S. and other operations	**319**	198
Total	**$ 2,167**	$ 1,278

Investing Activities

Operating cash flow is primarily used to purchase debt securities to meet future policy obligations. The following table summarizes investing cash flows by source for the three-month periods ended March 31.

(In millions)	2011	2010
Aflac Japan	**$ (1,900)**	$ (1,417)
Aflac U.S. and other operations	**(113)**	(552)
Total	**$ (2,013)**	$ (1,969)

Prudent portfolio management dictates that we attempt to match the duration of our assets with the duration of our liabilities. Currently, when our debt and perpetual securities mature, the proceeds may be reinvested at a yield below that required for the accretion of policy benefit liabilities on policies issued in earlier years. However, the long-term nature of our business and our strong cash flows provide us with the ability to minimize the effect of mismatched durations and/or yields identified by various asset adequacy analyses. When market opportunities arise, we dispose of selected debt and perpetual securities that are available for sale to improve the duration matching of our assets and liabilities, improve future investment yields, and/or rebalance our portfolio. As a result, dispositions before maturity can vary significantly from year to year. Dispositions before maturity were approximately 2% of the year-to-date average investment portfolio of debt and perpetual securities available for sale during the three-month periods ended March 31, 2011, and 2010.

Financing Activities

Consolidated cash used by financing activities was $171 million in the first three months of 2011, compared with $23 million for the same period of 2010. Cash returned to shareholders through dividends and treasury stock purchases was $319 million during the three-month period ended March 31, 2011, compared with $131 million through dividends during the three-month period ended March 31, 2010.

In September 2011, 35 billion yen (approximately $421 million using the March 31, 2011, exchange rate) of our Uridashi notes will mature. We plan to use existing cash to pay off these notes.

We have no restrictive financial covenants related to our notes payable. We were in compliance with all of the covenants of our notes payable at March 31, 2011.

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The following tables present a summary of treasury stock activity during the three-month periods ended March 31.

Treasury Stock Purchased

(In millions of dollars and thousands of shares)	**2011**	2010
Treasury stock purchases	**$ 184**	$ 5
Number of shares purchased:		
Open market	**3,100**	0
Other	**151**	94
Total shares purchased	**3,251**	94

Treasury Stock Issued

(In millions of dollars and thousands of shares)	**2011**	2010
Stock issued from treasury	**$ 16**	$ 7
Number of shares issued	**484**	358

During the first three months of 2011, we purchased 3.1 million shares of our common stock in the open market. As of March 31, 2011, a remaining balance of 27.3 million shares of our common stock was available for purchase under a share repurchase authorization by our board of directors in 2008. We anticipate repurchasing a total of six to 12 million shares of our common stock in 2011.

Cash dividends paid to shareholders were $.30 per share in the first quarter of 2011, compared with $.28 per share in the first quarter of 2010. The following table presents the dividend activity for the three-month periods ended March 31.

(In millions)	**2011**	2010
Dividends paid in cash	**$ 135**	$ 131
Dividends through issuance of treasury shares	**6**	0
Total dividends to shareholders	**$ 141**	$ 131

In April 2011, the board of directors declared the second quarter cash dividend of $.30 per share. The dividend is payable on June 1, 2011, to shareholders of record at the close of business on May 18, 2011.

Regulatory Restrictions

Aflac is domiciled in Nebraska and is subject to its regulations. A life insurance company s statutory capital and surplus is determined according to rules prescribed by the NAIC, as modified by the insurance department in the insurance company s state of domicile. Statutory accounting rules are different from GAAP and are intended to emphasize policyholder protection and company solvency. The continued long-term growth of our business may require increases in the statutory capital and surplus of our insurance operations. Aflac s insurance operations may secure additional statutory capital through various sources, such as internally generated statutory earnings or equity contributions by the Parent Company from funds generated through debt or equity offerings. The NAIC s risk-based capital (RBC) formula is used by insurance regulators to help identify inadequately capitalized insurance companies. The RBC formula quantifies insurance risk, business risk, asset risk and interest rate risk by weighing the types and mixtures of risks inherent in the insurer s operations. Aflac s company action level RBC ratio was estimated to be within the range of 500% and 525% as of March 31, 2011. Aflac s RBC ratio remains high and reflects a strong capital and surplus position.

In addition to limitations and restrictions imposed by U.S. insurance regulators, Japan s FSA may not allow profit repatriations from Aflac Japan if the transfers would cause Aflac Japan to lack sufficient financial strength for the protection of policyholders. The FSA maintains its own solvency standard. As of December 31, 2010, Aflac Japan s solvency margin ratio was 897.5%, which significantly exceeded regulatory minimums. See the Japanese Regulatory Environment subsection of this MD&A for a discussion of upcoming changes to the calculation of the solvency margin ratio.

Payments are made from Aflac Japan to the Parent Company for management fees and to Aflac U.S. for allocated expenses and remittances of earnings. The following details Aflac Japan remittances for the three-month periods ended March 31.

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Aflac Japan Remittances

(In millions of dollars)	**2011**	2010
Aflac Japan management fees paid to Parent Company	**$ 5**	$ 9
Expenses allocated to Aflac Japan	**12**	8

For additional information on regulatory restrictions on dividends, profit repatriations and other transfers, see Note 12 of the Notes to the Consolidated Financial Statements and the Regulatory Restrictions subsection of MD&A, both in our annual report to shareholders for the year ended December 31, 2010.

Other

For information regarding commitments and contingent liabilities, see Note 10 of the Notes to the Consolidated Financial Statements.

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Item 3. Quantitative and Qualitative Disclosures about Market Risk

The information required by Item 3 is incorporated by reference from the Market Risks of Financial Instruments subsection of MD&A in Part I, Item 2 of this report.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

The Company s management, with the participation of the Company s Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this quarterly report (the Evaluation Date). Based on such evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that, as of the Evaluation Date, the Company s disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the first fiscal quarter of 2011 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1A. Risk Factors

The following should be read in conjunction with and supplements and amends the risk factors that may affect the Company s business or operations described under Risk Factors in Part I, Item 1A. of our 2010 annual report on Form 10-K for the year ended December 31, 2010.

The concentration of our investment portfolios in any particular single-issuer or sector of the economy may have an adverse effect on our financial position or results of operations.

The concentration of our investment portfolios in any particular single-issuer, industry, group of related industries or geographic sector could have an adverse effect on our investment portfolios and, consequently, on our results of operations and financial position. Events or developments that have a negative impact on any particular single-issuer industry, group of related industries or geographic sector may have a greater adverse effect on the investment portfolios to the extent that the portfolios are concentrated rather than diversified. At March 31, 2011, approximately 33% of our total portfolio of debt and perpetual securities was in the bank and financial institution sector. In addition, at March 31, 2011, we had five legacy single-issuer investments that exceeded our investment risk exposure limits.

The impact of the recent earthquake and tsunami natural disaster and related events at the nuclear plant in Japan and their aftermath could adversely affect our financial condition and results of operations.

Aflac Japan s first quarter 2011 financial results reflect a provision of 3.0 billion yen, or $37 million, for claims related to the earthquake and tsunami that struck Japan on March 11, 2011. These claims were offset by reserve releases and reinsurance of 2.0 billion yen, or $25 million, resulting in a net income statement impact of 1.0 billion yen ($12 million) for benefits expense in the quarter. Our financial results also reflect .7 billion yen, or $8 million, of operating expenses resulting from the earthquake and tsunami. Our initial claims estimates were based on judgments that considered assumptions and projections which are subject to change to reflect future information. Although the current impact of the natural disaster and its related events has not had a material impact on our financial position or results of operations, actual claims may vary from our estimates and may further negatively impact our financial results.

Our business operations in Japan have continued to be fully functional in the aftermath of the natural disaster. However, the recent events in Japan could impair the recovery of the Japanese economy, which could have an adverse effect on our results of operations and financial condition. The policy response from the Japanese government to the disaster could involve the issuance of Japanese Government Bonds (JGBs). Increased borrowing to finance reconstruction of the affected areas coupled with the fiscal challenges already facing Japan could reduce the creditworthiness of JGBs, which account for a significant portion of our investment portfolio. Mandatory electricity blackouts, resulting from problems caused by the nuclear plant which was damaged by the natural disaster, could affect our ability to conduct normal business operations, including our ability to reach new customers.

We will continue to monitor the business and economic conditions in Japan in light of the recent events and will continue to update our assessment of the natural disaster impact on our results of operations.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds
Issuer Purchases of Equity Securities

During the first quarter of 2011, we repurchased shares of Aflac common stock as follows:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1 - January 31	0	$ 0.00	0	30,370,254
February 1 - February 28	892,636	57.64	825,000	29,545,254
March 1 - March 31	2,278,973	56.02	2,275,000	27,270,254
Total	3,171,609 [2]	$ 56.48	3,100,000	27,270,254 [1]

[1] *The total remaining shares available for purchase at March 31, 2011, consisted of 27,270,254 shares related to a 30,000,000 share repurchase authorization by the board of directors announced in January 2008.*

[2] *During the first quarter of 2011, 71,609 shares were purchased in connection with income tax withholding obligations related to the vesting of restricted-share-based awards during the period.*

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Item 6. Exhibits

(a) EXHIBIT INDEX:

3.0	-	Articles of Incorporation, as amended incorporated by reference from Form 10-Q for June 30, 2008, Exhibit 3.0 (File No. 001-07434).
3.1	-	Bylaws of the Corporation, as amended incorporated by reference from Form 10-Q for March 31, 2010, Exhibit 3.1 (File No. 001-07434).
4.1	-	Indenture, dated as of May 21, 2009, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee incorporated by reference from Form 8-K dated May 21, 2009, Exhibit 4.1 (File No. 001-07434).
4.2	-	First Supplemental Indenture, dated as of May 21, 2009, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of 8.500% Senior Note due 2019) incorporated by reference from Form 8-K dated May 21, 2009, Exhibit 4.2 (File No. 001-07434).
4.3	-	Second Supplemental Indenture, dated as of December 17, 2009, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of 6.900% Senior Note due 2039) incorporated by reference from Form 8-K dated December 14, 2009, Exhibit 4.1 (File No. 001-07434).
4.4	-	Third Supplemental Indenture, dated as of August 9, 2010, between Aflac Incorporated and The Bank of New York Mellon Trust Company, N.A., as trustee (including form of 6.45% Senior Note due 2040) - incorporated by reference from Form 8-K dated August 4, 2010, Exhibit 4.1 (File No. 001-07434).
4.5	-	Fourth Supplemental Indenture, dated as of August 9, 2010, between Aflac Incorporated and The Bank of New York and Mellon Trust Company, N.A., as trustee (including form of 3.45% Senior Note due 2015) incorporated by reference from Form 8-K dated August 4, 2010, Exhibit 4.2 (File No. 001-07434).
10.0*	-	American Family Corporation Retirement Plan for Senior Officers, as amended and restated October 1, 1989 incorporated by reference from 1993 Form 10-K, Exhibit 10.2 (File No. 001-07434).
10.1*	-	Amendment to American Family Corporation Retirement Plan for Senior Officers, dated December 8, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.1 (File No. 001-07434).
10.2*	-	Aflac Incorporated Supplemental Executive Retirement Plan, as amended and restated January 1, 2009 incorporated by reference from 2008 Form 10-K, Exhibit 10.5 (File No. 001-07434).
10.3*	-	Aflac Incorporated Executive Deferred Compensation Plan, as amended and restated, effective January 1, 2009 incorporated by reference from 2008 Form 10-K, Exhibit 10.9 (File No. 001-07434).
10.4*	-	First Amendment to the Aflac Incorporated Executive Deferred Compensation Plan dated June 1, 2009 incorporated by reference from Form 10-Q for June 30, 2009, Exhibit 10.4 (File No. 001-07434).
10.5*	-	Aflac Incorporated Amended and Restated 2009 Management Incentive Plan incorporated by reference from the 2008 Shareholders Proxy Statement, Appendix B (File No. 001-07434).
10.6*	-	First Amendment to the Aflac Incorporated Amended and Restated 2009 Management Incentive Plan, dated December 19, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.11 (File No. 001-07434).
10.7*	-	Aflac Incorporated Sales Incentive Plan incorporated by reference from 2007 Form 10-K, Exhibit 10.8 (File No. 001-07434).
10.8*	-	1999 Aflac Associate Stock Bonus Plan, as amended, dated February 11, 2003 incorporated by reference from 2002 Form 10-K, Exhibit 99.2 (File No. 001-07434).

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10.9*	-	Aflac Incorporated 1997 Stock Option Plan incorporated by reference from the 1997 Shareholders Proxy Statement, Appendix B (File No. 001-07434).
10.10*	-	Form of Officer Stock Option Agreement (Non-Qualifying Stock Option) under the Aflac Incorporated 1997 Stock Option Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.5 (File No. 001-07434).
10.11*	-	Form of Officer Stock Option Agreement (Incentive Stock Option) under the Aflac Incorporated 1997 Stock Option Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.6 (File No. 001-07434).
10.12*	-	Notice of grant of stock options and stock option agreement to officers under the Aflac Incorporated 1997 Stock Option Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.7 (File No. 001-07434).
10.13*	-	2004 Aflac Incorporated Long-Term Incentive Plan, dated May 3, 2004 incorporated by reference from the 2004 Notice and Proxy Statement, Exhibit B (File No. 001-07434).
10.14*	-	First Amendment to the 2004 Aflac Incorporated Long-Term Incentive Plan, dated May 2, 2005 incorporated by reference from Form 10-Q for March 31, 2005, Exhibit 10.1 (File No. 001-07434).
10.15*	-	Second Amendment to the 2004 Aflac Incorporated Long-Term Incentive Plan, dated February 14, 2006 incorporated by reference from Form 10-Q for March 31, 2006, Exhibit 10.32 (File No. 001-07434).
10.16*	-	Third Amendment to the 2004 Aflac Incorporated Long-Term Incentive Plan, dated December 19, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.21 (File No. 001-07434).
10.17*	-	Form of Non-Employee Director Stock Option Agreement (NQSO) under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.1 (File No. 001-07434).
10.18*	-	Notice of grant of stock options to non-employee director under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.2 (File No. 001-07434).
10.19*	-	Form of Non-Employee Director Restricted Stock Award Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.3 (File No. 001-07434).
10.20*	-	Notice of restricted stock award to non-employee director under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated January 28, 2005, Exhibit 10.4 (File No. 001-07434).
10.21*	-	Form of Officer Restricted Stock Award Agreement under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.1 (File No. 001-07434).
10.22*	-	Notice of restricted stock award to officers under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.2 (File No. 001-07434).
10.23*	-	Form of Officer Stock Option Agreement (Non-Qualifying Stock Option) under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.3 (File No. 001-07434).
10.24*	-	Form of Officer Stock Option Agreement (Incentive Stock Option) under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.4 (File No. 001-07434).
10.25*	-	Notice of grant of stock options to officers under the 2004 Aflac Incorporated Long-Term Incentive Plan incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.5 (File No. 001-07434).
10.26*	-	Aflac Incorporated Retirement Plan for Directors Emeritus, as amended and restated, dated February 9, 2010 incorporated by reference from 2009 Form 10-K, Exhibit 10.26 (File No. 001-07434).

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10.27*	-	Amendment to Aflac Incorporated Retirement Plan for Directors Emeritus, as amended and restated, dated August 10, 2010 incorporated by reference from Form 10-Q for September 30, 2010, Exhibit 10.27 (File No. 001-07434).
10.28*	-	Aflac Incorporated Employment Agreement with Daniel P. Amos, dated August 1, 1993 incorporated by reference from 1993 Form 10-K, Exhibit 10.4 (File No. 001-07434).
10.29*	-	Amendment to Aflac Incorporated Employment Agreement with Daniel P. Amos, dated December 8, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.32 (File No. 001-07434).
10.30*	-	Aflac Incorporated Employment Agreement with Kriss Cloninger III, dated February 14, 1992, and as amended November 12, 1993 incorporated by reference from 1993 Form 10-K, Exhibit 10.6 (File No. 001-07434).
10.31*	-	Amendment to Aflac Incorporated Employment Agreement with Kriss Cloninger III, dated November 3, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.34 (File No. 001-07434).
10.32*	-	Amendment to Aflac Incorporated Employment Agreement with Kriss Cloninger III, dated December 19, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.35 (File No. 001-07434).
10.33*	-	Amendment to Aflac Incorporated Employment Agreement with Kriss Cloninger III, dated March 15, 2011.
10.34*	-	Aflac Incorporated Employment Agreement with Paul S. Amos II, dated January 1, 2005 incorporated by reference from Form 8-K dated February 7, 2005, Exhibit 10.2 (File No. 001-07434).
10.35*	-	Amendment to Aflac Incorporated Employment Agreement with Paul S. Amos II, dated December 19, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.39 (File No. 001-07434).
10.36*	-	Aflac Incorporated Employment Agreement with Joey Loudermilk, dated September 12, 1994 and as amended December 10, 2008 incorporated by reference from 2008 Form 10-K, Exhibit 10.40 (File No. 001-07434).
10.37*	-	Aflac Incorporated Employment Agreement with Tohru Tonoike, effective February 1, 2007 incorporated by reference from 2008 Form 10-K, Exhibit 10.41 (File No. 001-07434).
10.38*	-	Amendment to Aflac Incorporated Employment Agreement with Tohru Tonoike, dated February 9, 2010 incorporated by reference from 2009 Form 10-K, Exhibit 10.36 (File No. 001-07434).
10.39*	-	Aflac Retirement Agreement with E. Stephen Purdom, dated February 15, 2000 incorporated by reference from 2000 Form 10-K, Exhibit 10.13 (File No. 001-07434).
11	-	Statement regarding the computation of per-share earnings for the Registrant.
12	-	Statement regarding the computation of ratio of earnings to fixed charges for the Registrant.
15	-	Letter from KPMG LLP regarding unaudited interim financial information.
31.1	-	Certification of CEO dated May 6, 2011, required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
31.2	-	Certification of CFO dated May 6, 2011, required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934.
32	-	Certification of CEO and CFO dated May 6, 2011, pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	-	XBRL Instance Document.(1)
101.SCH	-	XBRL Taxonomy Extension Schema.
101.CAL	-	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	-	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	-	XBRL Taxonomy Extension Label Linkbase.
101.PRE	-	XBRL Taxonomy Extension Presentation Linkbase.

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(1) Includes the following materials contained in this Quarterly Report on Form 10-Q for the period ended March 31, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Statements of Earnings, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Shareholders Equity, (iv) Consolidated Statements of Cash Flows, (v) Consolidated Statements of Comprehensive Income (Loss), (vi) Notes to the Consolidated Financial Statements

* *Management contract or compensatory plan or arrangement required to be filed as an exhibit pursuant to Item 6 of this report.*

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Aflac Incorporated
May 6, 2011	**/s/ *Kriss Cloninger III*** (Kriss Cloninger III) President, Chief Financial Officer, Treasurer and Director
May 6, 2011	**/s/ *June Howard*** (June Howard) Senior Vice President, Financial Services; Chief Accounting Officer