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

**FORM 10-Q**

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

**For the Quarterly Period Ended**  
**March 31, 2004**

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

**AMERICAN FINANCIAL GROUP, INC.**

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

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

**One East Fourth Street, Cincinnati, Ohio 45202**

**(513) 579-2121**

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

Indicate by check mark whether the Registrant is an accelerated filer. Yes  No

As of May 1, 2004, there were 73,372,953 shares of the Registrant's Common Stock outstanding, excluding 9,953,392 shares owned by a subsidiary.

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**AMERICAN FINANCIAL GROUP, INC.**

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PART I

FINANCIAL INFORMATION

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET

(Dollars In Thousands)

	March 31, <u>2004</u>	December 31, <u>2003</u>
<b>Assets:</b>		
Cash and short-term investments	\$ 485,416	\$ 593,552
Investments:		
Fixed maturities:		
Available for sale - at market (amortized cost - \$12,082,253 and \$11,724,181)	12,653,253	12,101,981
Trading - at market	223,419	195,390
Other stocks - at market (cost - \$293,033 and \$258,466)	550,233	454,866
Policy loans	214,859	215,571
Real estate and other investments	<u>272,382</u>	<u>266,435</u>
Total cash and investments	14,399,562	13,827,795
Recoverables from reinsurers and prepaid reinsurance premiums	2,900,249	3,131,775
Agents' balances and premiums receivable	498,250	502,458
Deferred acquisition costs	899,934	851,199
Other receivables	242,421	320,517
Assets of managed investment entity	404,152	424,669
Variable annuity assets (separate accounts)	587,350	568,434
Prepaid expenses, deferred charges and other assets	283,704	402,081
Goodwill	<u>169,026</u>	<u>168,330</u>
	<u>\$20,384,648</u>	<u>\$20,197,258</u>
<b>Liabilities and Capital:</b>		
Unpaid losses and loss adjustment expenses	\$ 4,810,272	\$ 4,909,109
Unearned premiums	1,618,070	1,594,839
Annuity benefits accumulated	7,104,643	6,974,629
Life, accident and health reserves	1,033,947	1,018,861
Payable to reinsurers	302,915	408,518
Long-term debt:		
Holding company	684,703	574,618
Subsidiaries	347,883	262,244
Payable to subsidiary trusts (issuers of preferred securities)	77,800	265,472
Liabilities of managed investment entity	384,424	406,547
Variable annuity liabilities (separate accounts)	587,350	568,434
Accounts payable, accrued expenses and other liabilities	<u>953,455</u>	<u>950,267</u>
Total liabilities	17,905,462	17,933,538

Minority interest	207,822	187,559
Shareholders' Equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 73,313,545 and 73,056,085 shares outstanding	73,314	73,056
Capital surplus	1,041,963	1,035,784
Retained earnings	728,787	664,721
Unrealized gain on marketable securities, net	<u>427,300</u>	<u>302,600</u>
Total shareholders' equity	<u>2,271,364</u>	<u>2,076,161</u>
	<u>\$20,384,648</u>	<u>\$20,197,258</u>

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF EARNINGS

(In Thousands, Except Per Share Data)

	Three months ended	
	March 31,	
	2004	2003
<b>Income:</b>		
Property and casualty insurance premiums	\$486,801	\$542,785
Life, accident and health premiums	90,325	79,510
Investment income	192,087	201,879
Realized gains (losses) on:		
Securities	36,216	1,733
Subsidiary	-	(39,386)
Revenues of managed investment entity	4,891	-
Other income	<u>63,973</u>	<u>53,401</u>
	874,293	839,922
<b>Costs and Expenses:</b>		
Property and casualty insurance:		
Losses and loss adjustment expenses	309,630	370,912
Commissions and other underwriting expenses	146,997	156,391
Annuity benefits	72,266	74,847
Life, accident and health benefits	69,314	63,096
Annuity and life acquisition expenses	30,154	26,298
Interest charges on borrowed money	17,088	13,048
Interest on subsidiary trust obligations	4,461	-
Expenses of managed investment entity	3,382	-
Other operating and general expenses	<u>102,733</u>	<u>97,850</u>
	<u>756,025</u>	<u>802,442</u>
Operating earnings before income taxes	118,268	37,480
Provision for income taxes	<u>37,382</u>	<u>5,634</u>
Net operating earnings	80,886	31,846
Minority interest expense, net of tax	(5,504)	(7,582)
Equity in net earnings (losses) of investees, net of tax	<u>(918)</u>	<u>557</u>
Earnings from continuing operations	74,464	24,821
Discontinued operations	573	299
Cumulative effect of accounting change	<u>(1,837)</u>	<u>-</u>
<b>Net Earnings</b>	<u>\$ 73,200</u>	<u>\$ 25,120</u>
<b>Basic earnings per Common Share:</b>		
Continuing operations	\$1.02	\$ .36
Discontinued operations	.01	-
Cumulative effect of accounting change	<u>(.03)</u>	<u>-</u>
Net earnings available to Common Shares	<u>\$1.00</u>	<u>\$ .36</u>
<b>Diluted earnings per Common Share:</b>		
Continuing operations	\$1.00	\$ .36
Discontinued operations	.01	-
Cumulative effect of accounting change	<u>(.03)</u>	<u>-</u>
Net earnings available to Common Shares	<u>\$ .98</u>	<u>\$ .36</u>
Average number of Common Shares:		

Basic	73,172	69,289
Diluted	74,344	69,403
Cash dividends per Common Share	\$.125	\$.125

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**AMERICAN FINANCIAL GROUP, INC. 10-Q**  
**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**

(Dollars in Thousands)

	Common Shares	Common Stock and Capital Surplus	Retained Earnings	Unrealized Gain on Securities	Total
<b>Balance at January 1, 2004</b>	73,056,085	\$1,108,840	\$664,721	\$302,600	\$2,076,161
Net earnings	-	-	73,200	-	73,200
Change in unrealized Comprehensive income	-	-	-	124,700	<u>124,700</u>
					197,900
Dividends on Common Stock	-	-	(9,134)	-	(9,134)
Shares issued:					
Exercise of stock options	173,950	4,028	-	-	4,028
Dividend reinvestment plan	4,233	112	-	-	112
Employee stock purchase plan	6,683	189	-	-	189
Retirement plan contributions	37,468	1,095	-	-	1,095
Deferred compensation distributions	33,620	959	-	-	959
Directors fees paid in stock	1,506	39	-	-	39
Other	-	15	-	-	15
<b>Balance at March 31, 2004</b>	<u>73,313,545</u>	<u>\$1,115,277</u>	<u>\$728,787</u>	<u>\$427,300</u>	<u>\$2,271,364</u>
<b>Balance at January 1, 2003</b>	69,129,352	\$ 992,171	\$409,777	\$323,900	\$1,725,848
Net earnings	-	-	25,120	-	25,120
Change in unrealized Comprehensive income (loss)	-	-	-	(31,000)	<u>(31,000)</u>
					(5,880)
Dividends on Common Stock	-	-	(8,642)	-	(8,642)
Shares issued:					
Dividend reinvestment plan	103,492	2,110	-	-	2,110
Employee stock purchase plan	12,157	256	-	-	256
Retirement plan contributions	278,434	5,437	-	-	5,437
Deferred compensation distributions	3,300	71	-	-	71
Directors fees paid in stock	1,050	24	-	-	24
Shares acquired and retired	(4)	-	-	-	-
Other	-	(2,321)	-	-	(2,321)
<b>Balance at March 31, 2003</b>	<u>69,527,781</u>	<u>\$ 997,748</u>	<u>\$426,255</u>	<u>\$292,900</u>	<u>\$1,716,903</u>

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**AMERICAN FINANCIAL GROUP, INC. 10-Q**  
**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**

(In Thousands)

	Three months ended March 31,	
	<u>2004</u>	<u>2003</u>
<b>Operating Activities:</b>		
Net earnings	\$ 73,200	\$ 25,120
Adjustments:		

Cumulative effect of accounting change	1,837	-
Equity in net (earnings) losses of investees	918	(557)
Minority interest	5,504	2,569
Depreciation and amortization	39,075	41,300
Annuity benefits	72,266	74,847
Realized (gains) losses on investing activities	(39,764)	37,130
Deferred annuity and life policy acquisition costs	(30,756)	(44,748)
Decrease (increase) in reinsurance and other receivables	324,344	(195,939)
Decrease in other assets	28,958	28,610
Increase (decrease) in insurance claims and reserves	(58,608)	235,949
Increase (decrease) in payable to reinsurers	(105,603)	8,490
Increase (decrease) in other liabilities	(19,849)	53,575
Other, net	<u>(20,851)</u>	<u>3,198</u>
	<u>270,671</u>	<u>269,544</u>

**Investing Activities:**

Purchases of and additional investments in:		
Fixed maturity investments	(1,686,323)	(1,817,002)
Equity securities	(44,584)	(8,168)
Subsidiary	(10,382)	-
Real estate, property and equipment	(3,277)	(5,124)
Maturities and redemptions of fixed maturity investments	276,096	522,366
Sales of:		
Fixed maturity investments	1,095,928	873,948
Equity securities	14,662	1,820
Subsidiaries	-	186,269
Real estate, property and equipment	2,768	386
Cash and short-term investments of acquired (former) subsidiaries, net	1,295	(86,781)
Decrease (increase) in other investments	<u>(9,596)</u>	<u>4,656</u>
	<u>(363,413)</u>	<u>(327,630)</u>

**Financing Activities:**

Fixed annuity receipts	152,932	214,519
Annuity surrenders, benefits and withdrawals	(159,367)	(140,294)
Net transfers from (to) variable annuity assets	(3,698)	8,629
Additional long-term borrowings	194,733	18,311
Reductions of long-term debt	(6,114)	(171,601)
Repurchases of trust preferred securities	(188,961)	-
Issuances of Common Stock	3,891	217
Cash dividends paid on Common Stock	(9,022)	(6,532)
Other, net	<u>212</u>	<u>(167)</u>
	<u>(15,394)</u>	<u>(76,918)</u>

<b>Net Decrease in Cash and Short-term Investments</b>	(108,136)	(135,004)
Cash and short-term investments at beginning of period	<u>593,552</u>	<u>871,103</u>
Cash and short-term investments at end of period	<u>\$ 485,416</u>	<u>\$ 736,099</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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**A. Accounting Policies**

**Basis of Presentation** The accompanying consolidated financial statements for American Financial Group, Inc. ("AFG") and subsidiaries are unaudited; however, management believes that all adjustments (consisting only of normal recurring accruals unless otherwise disclosed herein) necessary for fair presentation

have been made. The results of operations for interim periods are not necessarily indicative of results to be expected for the year. The financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary to be in conformity with generally accepted accounting principles.

Certain reclassifications have been made to prior years to conform to the current year's presentation. All significant intercompany balances and transactions have been eliminated. All acquisitions have been treated as purchases. The results of operations of companies since their formation or acquisition are included in the consolidated financial statements.

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

**Subsidiary Realignment** In the fourth quarter of 2003, AFG merged with two of its subsidiaries, American Financial Corporation ("AFC") and AFC Holding Company, with AFC's Series J Preferred stock exchanged for approximately 3.3 million shares of AFG Common Stock (aggregate value of \$75 million). In addition, approximately \$170 million in deferred tax liabilities associated with AFC's holding of AFG stock were eliminated. As of January 31, 2004, American Premier Underwriters, Inc. ("APU", a wholly-owned subsidiary) paid an extraordinary dividend consisting of approximately two-thirds of its assets, including insurance subsidiaries, to its immediate parent, APU Holding Company, and retained sufficient assets to enable it to meet its estimated liabilities.

**Investments** Fixed maturity securities classified as "available for sale" are reported at fair value with unrealized gains and losses reported as a separate component of shareholders' equity. Fixed maturities classified as "trading" are reported at fair value with changes in unrealized holding gains or losses during the period included in investment income. Short-term investments are carried at cost; loans receivable are carried primarily at the aggregate unpaid balance. Premiums and discounts on mortgage-backed securities are amortized over a period based on estimated future principal payments, including prepayments. Prepayment assumptions are reviewed periodically and adjusted to reflect actual prepayments and changes in expectations. The most significant determinants of prepayments are the difference between interest rates on the underlying mortgages and

current mortgage loan rates and the structure of the security. Other factors affecting prepayments include the size, type and age of underlying mortgages,

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#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

the geographic location of the mortgaged properties and the creditworthiness of the borrowers. Variations from anticipated prepayments will affect the life and yield of these securities.

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

**Derivatives** Derivatives included in AFG's Balance Sheet consist primarily of (i) the interest component of certain life reinsurance contracts (included in other liabilities), (ii) an interest rate swap (included in debt), and (iii) the equity-based component of certain annuity products (included in annuity benefits accumulated) and related call options (included in other investments) designed to be consistent with the characteristics of the liabilities and used to mitigate the risk embedded in those annuity products. Changes in the fair value of derivatives are included in current earnings.

The terms of the interest rate swap match those of the hedged debt; therefore, the swap is considered to be (and is accounted for as) a 100% effective fair value hedge. Both the swap and the hedged debt are adjusted for changes in fair value by offsetting amounts. Accordingly, since the swap is included with long-term debt in the Balance Sheet, the only effect on AFG's financial statements is that the interest expense on the hedged debt is recorded based on the variable rate.

**Managed Investment Entity** The Financial Accounting Standards Board ("FASB") issued revised Interpretation ("FIN") No. 46, "Consolidation of Variable Interest Entities" ("VIEs") in December 2003. FIN 46 sets forth the requirements for consolidating entities that do not share economic risk and reward through typical equity ownership, but rather through contractual relationships that distribute economic risks and rewards among various parties. Once an entity is determined to be a VIE, it is generally required to be consolidated by the primary beneficiary (the party with a majority of either the expected losses or residual rewards or both). Under FIN 46, AFG is considered to be the primary beneficiary of a collateralized debt obligation ("CDO") in which it owns subordinated notes (considered equity) representing approximately two-thirds of the CDO's equity (but less than 50% of the voting power) and 5 % of the total notes issued by the CDO. Accordingly, AFG implemented FIN 46 effective December 31, 2003. Since AFG has no right to use the CDO assets and the CDO liabilities can be extinguished only by using CDO assets, the assets and liabilities of the CDO are shown separate from AFG's other assets and liabilities in the Balance Sheet. Income and expenses of the CDO are shown separately in the Statement of Earnings; related minority interest is shown in Note H under "Minority Interest Expense."

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

**Insurance** As discussed under "Reinsurance" below, unpaid losses and loss adjustment expenses and unearned premiums have not been reduced for reinsurance recoverable.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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

Subsidiaries of Great American Financial Resources, Inc. ("GAFRI"), an 82%-owned subsidiary, cede life insurance policies to a third party on a funds withheld basis whereby GAFRI retains the assets (securities) associated with the reinsurance contracts. Interest is credited to the reinsurer based on the actual investment performance (including realized gains and losses) of the retained assets. Effective October 1, 2003, GAFRI implemented SFAS No. 133 Implementation Issue B36 ("B36"). Under B36, these reinsurance contracts are considered to contain embedded derivatives (that must be marked to market) because the yield on the payables is based on specific blocks of the ceding companies' assets, rather than the overall creditworthiness of the ceding company. GAFRI determined that changes in the fair value of the underlying portfolios of fixed maturity securities is an appropriate measure of the value of the embedded derivative. As permitted under B36, GAFRI reclassified the securities related to these transactions from "available for sale" to "trading". The mark to market on the embedded derivatives offsets the investment income recorded on the mark to market of the related trading portfolios.

**Deferred Policy Acquisition Costs ("DPAC")** Policy acquisition costs (principally commissions, premium taxes and other marketing and underwriting expenses) related to the production of new business are deferred. For the property and casualty companies, DPAC is limited based upon recoverability without any consideration for anticipated investment income and is charged against income ratably over the terms of the related policies.

DPAC related to annuities and universal life insurance products is deferred to the extent deemed recoverable and amortized, with interest, in relation to the present value of expected gross profits on the policies. To the extent that realized gains and losses result in adjustments to the amortization of DPAC related to annuities, such adjustments are reflected as components of realized gains. DPAC related to annuities is also adjusted, net of tax, for the change in amortization that would have been recorded if the unrealized gains (losses) from securities had actually been realized. This adjustment is included in "Unrealized gain on marketable securities, net" in the shareholders' equity section of the Balance Sheet.

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

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Annuity and Life Acquisition Expenses** Annuity and life acquisition expenses on the Statement of Earnings consists primarily of amortization of DPAC related to the annuity and life, accident and health businesses. This line item also includes certain marketing and commission costs that are expensed as paid.

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

of asbestos-related liabilities, novel theories of coverage, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage.

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

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

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

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

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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Policyholder Dividends** Dividends payable to policyholders are included in "Accounts payable, accrued expenses and other liabilities" and represent estimates of amounts payable on participating policies which share in favorable underwriting results. Estimates are accrued during the period in which premiums are earned. Changes in estimates are included in income in the period determined. Policyholder dividends do not become legal liabilities unless and until declared by the boards of directors of the insurance companies.

**Payable to Subsidiary Trusts (Issuers of Preferred Securities)** Under FIN 46, AFG deconsolidated wholly-owned subsidiary trusts because they are "variable interest entities" in which AFG is not considered to be the primary beneficiary. These subsidiary trusts were formed to issue preferred securities and, in turn, purchase a like amount of subordinated debt from their parent company which provides interest and principal payments to fund the respective trust obligations. Accordingly, the subordinated debt due to the trusts is shown as a liability in AFG's Balance Sheet, and beginning in 2004, the related interest expense is shown in AFG's Statement of Earnings as "interest on subsidiary trust obligations." Prior to 2004, this interest was included in the Statement of Earnings as minority interest expense, net of tax. Implementation of FIN 46 with respect to the preferred securities had no effect on net earnings.

**Minority Interest** For balance sheet purposes, minority interest represents the interests of noncontrolling shareholders in AFG subsidiaries. For income statement purposes, minority interest expense represents those shareholders' interest in the earnings of AFG subsidiaries. See "Payable to Subsidiary Trusts" above.

**Income Taxes** Prior to the AFG/AFC merger in November 2003, AFC filed consolidated federal income tax returns which included all 80%-owned U.S. subsidiaries, except for certain life insurance subsidiaries and their subsidiaries. Because holders of AFC Preferred Stock held in excess of 20% of AFC's voting rights, AFG (parent) and AFC Holding were not eligible to file consolidated returns with AFC, and therefore, filed separately. Following the AFG/AFC merger, AFG will file consolidated federal income tax returns which will include the companies previously included in the AFC consolidated return.

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

**Stock-Based Compensation** As permitted under SFAS No. 123, "Accounting for Stock-Based Compensation," AFG accounts for stock options and other stock-based compensation plans using the intrinsic value based method prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." Under AFG's stock option plan, options are granted to officers, directors and key employees



at exercise prices equal to the fair value of the shares at the dates of grant. No compensation expense is recognized for stock option grants. On March 31, 2004, the FASB issued a proposal that would require AFG to recognize the fair value of employee stock options as compensation expense beginning in 2005.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The following table illustrates the effect on net earnings (in thousands) and earnings per share had compensation cost been recognized and determined based on the "fair values" at grant dates consistent with the method prescribed by SFAS No. 123. For SFAS No. 123 purposes, the "fair value" of \$8.92 per option granted in the first quarter of 2004 and \$5.60 in the first quarter of 2003 was calculated using the Black-Scholes option pricing model and the following assumptions: dividend yield of 2%; expected volatility of 29% in 2004 and 30% in 2003; risk-free interest rate of 3.7% for 2004 and 3.6% for 2003; and expected option life of 7.5 years in 2004 and 7.4 years in 2003. There is no single reliable method to determine the actual value of options at grant date. Accordingly, actual value of the option grants may be higher or lower than the SFAS No. 123 "fair value".

	Three months ended March 31, _____	
	<u>2004</u>	<u>2003</u>
Net earnings, as reported	\$73,200	\$25,120
Pro forma stock option expense, net of tax	_(1,217)	_(1,521)
Adjusted net earnings	<u>\$71,983</u>	<u>\$23,599</u>
Earnings per share (as reported):		
Basic	\$1.00	\$0.36
Diluted	\$0.98	\$0.36
Earnings per share (adjusted):		
Basic	\$0.98	\$0.34
Diluted	\$0.97	\$0.34

**Benefit Plans** AFG provides retirement benefits to qualified employees of participating companies through the AFG Retirement and Savings Plan, a defined contribution plan. AFG makes all contributions to the retirement fund portion of the plan and matches a percentage of employee contributions to the savings fund. Employees have been permitted to direct the investment of their contributions to independently managed investment funds, while Company contributions have been invested primarily in securities of AFG and affiliates. Employees may direct the investment of their vested retirement fund account balances from securities of AFG and its affiliates to independently managed investment funds. As of March 31, 2004, the Plan held 11% of AFG's outstanding Common Stock. Company contributions are expensed in the year for which they are declared.

AFG and many of its subsidiaries provide health care and life insurance benefits to eligible retirees. AFG also provides postemployment benefits to former or inactive employees (primarily those on disability) who were not deemed retired under other company plans. The projected future cost of providing these benefits is expensed over the period employees earn such benefits.

**Discontinued Operations** SFAS No. 144, "Accounting For the Impairment or Disposal of Long-Lived Assets," broadens the definition of what constitutes a discontinued operation to include a component of an entity (rather than a segment of a business). A component of an entity may be a reportable segment, a subsidiary or an asset group. Under SFAS No. 144, future operating losses of discontinued entities are no longer recognized before they occur.

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Earnings Per Share** Basic earnings per share is calculated using the weighted average number of shares of common stock outstanding during the period. The calculation of diluted earnings per share includes 1,172,000 shares in 2004 and 114,000 shares in 2003 representing the dilutive effect of common stock options.

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

investments having original maturities of three months or less when purchased are considered to be cash equivalents for purposes of the financial statements.

**B. Acquisitions and Sales of Subsidiaries**

**Fidelity Excess and Surplus Insurance Company** In June 2003, AFG sold Fidelity Excess and Surplus Insurance Company, an inactive subsidiary, for \$28.9 million, realizing a pretax gain of \$4.3 million. AFG retained all liability for Fidelity's business related to the period AFG owned the company.

**Direct automobile insurance business** In April 2003, AFG sold two of its subsidiaries that market automobile insurance directly to customers for \$32.2 million, realizing a pretax gain of \$3.4 million on the sale. The transaction included the transfer of the right of Great American Insurance Company ("GAI"), an AFG subsidiary, to renew certain of its personal automobile insurance business written on a direct basis in selected markets.

**Infinity Property and Casualty Corporation** On December 31, 2002, AFG transferred to Infinity Property and Casualty Corporation ("Infinity", a newly formed subsidiary) subsidiaries involved primarily in the issuance of nonstandard auto policies. Effective January 1, 2003, GAI transferred to Infinity its personal insurance business written through independent agents. In February 2003, AFG sold 61% of Infinity in a public offering for net proceeds of \$186.3 million, realizing a pretax loss of \$39.4 million on the sale. In addition, AFG realized a \$5.5 million tax benefit related to its basis in Infinity stock. In December 2003, AFG sold its remaining share of Infinity for net proceeds of \$214 million, realizing a pretax gain of \$56.5 million on the sale.

**C. Segments of Operations** AFG manages its business as three segments: (i) property and casualty insurance, (ii) annuity, supplemental insurance and life, and (iii) other, which includes holding company costs, and beginning in 2004, the operations of a CDO that AFG manages.

Since AFG disposed of substantially all of its Personal insurance business in 2003, it has revised its reporting of the Specialty insurance business into the following components: (i) Property and Transportation which includes inland and ocean marine, agricultural-related business and commercial automobile, (ii) Specialty Casualty which includes executive and professional liability, umbrella and excess liability and excess and surplus, (iii) Specialty Financial which includes fidelity and surety bonds and collateral protection and (iv) California Workers' Compensation. AFG's reportable segments and their components were determined based primarily upon similar economic characteristics, products and services.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

AFG's annuity, supplemental insurance and life business markets primarily retirement annuities and various forms of supplemental insurance and life products.

The following tables (in thousands) show AFG's revenues and operating profit (loss) by significant business segment and sub-segment. Operating profit (loss) represents total revenues less operating expenses.

	Three months ended	
	<u>March 31,</u>	
	<u>2004</u>	<u>2003</u>
<b>Revenues (a)</b>		
Property and casualty insurance:		
Premiums earned:		
Specialty		
Property and transportation	\$124,916	\$132,194
Specialty casualty	174,494	155,600
Specialty financial	84,362	59,234
California workers' compensation	77,429	58,786
Other	20,617	22,034
Personal	4,981	114,938
Other lines	<u>2</u>	<u>(1)</u>
	486,801	542,785
Investment income	63,725	70,199
Realized gains (losses)	25,995	15,236
Other income	<u>42,605</u>	<u>32,948</u>

	619,126	661,168
Annuities, life and health (b)	247,012	220,946
Other (c)	<u>8,155</u>	<u>(42,192)</u>
	<u>\$874,293</u>	<u>\$839,922</u>

**Operating Profit (Loss)**

Property and casualty insurance:

Underwriting:

Specialty

Property and transportation	\$ 20,659	\$ 5,242
Specialty casualty	10,793	(1,228)
Specialty financial	(754)	(5,699)
California workers' compensation	3,739	4,717
Other	(1,816)	6,489
Personal	(44)	5,212
Other lines (d)	<u>(2,403)</u>	<u>749</u>
	30,174	15,482
Investment and other income	<u>80,948</u>	<u>69,728</u>
	111,122	85,210
Annuities, life and health	29,087	15,563
Other (c)	<u>(21,941)</u>	<u>(63,293)</u>
	<u>\$118,268</u>	<u>\$ 37,480</u>

- (a) Revenues include sales of products and services as well as other income earned by the respective segments.
- (b) Investment income comprises the majority of these revenues. Includes impairment charges of \$1.2 million and \$21.7 million for the three months ended March 31, 2004 and 2003, respectively.
- (c) Other revenues and operating profit (loss) for 2003 include the loss on the public offering of Infinity. Operating profit (loss) includes holding company expenses.
- (d) Represents development of lines in "run-off"; AFG has ceased underwriting new business in these operations.

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

D. **Deferred Acquisition Costs** Included in deferred acquisition costs in AFG's Balance Sheet are \$56.3 million and \$57.9 million at March 31, 2004, and December 31, 2003, respectively, representing the present value of future profits ("PVFP") related to acquisitions by AFG's annuity and life business. The PVFP amounts are net of \$67.4 million and \$65.8 million of accumulated amortization. Amortization of the PVFP was \$1.6 million and \$2.2 million during the first three months of 2004 and 2003. During each of the next five years, the PVFP is expected to decrease at a rate of approximately 14% of the balance at the beginning of each respective year.

E. **Managed Investment Entity** AFG has an investment in, and acts as investment manager for, a CDO of which AFG has been determined to be the "primary beneficiary". Under FIN 46, AFG began consolidating the CDO on December 31, 2003.

Upon formation in 1999, the CDO issued securities in various senior and subordinate classes and the proceeds were invested in primarily floating rate, secured bank loans, and to a lesser extent, high yield bonds, all of which serve as collateral for the securities issued by the CDO. None of the collateral was purchased from AFG. Income from the CDO's investments is used to service its debt and pay other operating expenses, including management fees to AFG. AFG's investment in this CDO is subordinate to the senior classes (approximately 92% of the total securities) issued by the CDO. To the extent there are defaults and unrecoverable losses on the underlying collateral resulting in reduced cash flows, AFG's class would bear losses first.

The assets (substantially all cash and investments carried at market as "trading securities") of this managed investment entity are separately disclosed in the Balance Sheet because they are not available

for use to satisfy AFG obligations. Likewise, the CDO liabilities (substantially all debt) are separately disclosed because they represent claims against only the CDO's assets and not against AFG's other assets. Accordingly, AFG's exposure to loss on this investment is limited to its investment (approximately \$11.5 million at March 31, 2004).

Beginning in 2004, the operating results of the CDO are included in AFG's Statement of Earnings. However, due to the non-recourse nature of the instruments issued by the CDO, any excess losses included in AFG's results that are not absorbed by AFG's investment over the life of the CDO will ultimately reverse when the CDO is liquidated. Accordingly, while implementation of FIN 46 impacts the timing of income recognition, it does not impact the overall amount of income recognized over the life of this investment.

AFG is the investment manager and has an investment of \$6.3 million in another CDO (included in fixed maturities) at March 31, 2004, which is not required to be consolidated. This CDO was formed in 2000 and had approximately \$475 million in investments at March 31, 2004.

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

F. Long-Term Debt The carrying value of long-term debt consisted of the following (in thousands):

	March 31, <u>2004</u>	December 31, <u>2003</u>
<b>Holding Company:</b>		
AFG 7-1/8% Senior Debentures due April 2009	\$296,682	\$301,501
AFG Senior Convertible Notes due June 2033	189,857	189,857
AFG 7-1/8% Senior Debentures due February 2034	115,000	-
AFG 7-1/8% Senior Debentures due December 2007	75,100	75,100
Other	<u>8,064</u>	<u>8,160</u>
	<b>\$684,703</b>	<b>\$574,618</b>
<b>Subsidiaries:</b>		
GAFRI 7-1/2% Senior Debentures due November 2033	\$112,500	\$112,500
GAFRI 6-7/8% Senior Notes due June 2008	100,000	100,000
GAFRI 7-1/4% Senior Debentures due January 2034	86,250	-
Notes payable secured by real estate	26,919	27,063
APU 10-7/8% Subordinated Notes due May 2011	11,415	11,433
Other	<u>10,799</u>	<u>11,248</u>
	<b>\$347,883</b>	<b>\$262,244</b>

At March 31, 2004, sinking fund and other scheduled principal payments on debt for the balance of 2004 and the subsequent five years were as follows (in millions):

	Holding <u>Company</u>	<u>Subsidiaries</u>	<u>Total</u>
2004	\$ -	\$ 1.5	\$ 1.5
2005	-	11.2	11.2
2006	-	19.4	19.4
2007	80.2	.1	80.3
2008	-	100.1	100.1
2009	298.0	.1	298.1

In the first quarter of 2004, AFG issued \$115 million principal amount of 7-1/8% senior debentures due 2034 and GAFRI issued \$86.3 million principal amount of 7-1/4% senior debentures due 2034. Proceeds from both offerings were used primarily to redeem at face value a portion of the outstanding trust preferred securities.

GAFRI has entered into interest rate swaps which effectively convert its 6-7/8% Senior Notes to a floating rate of 3-month LIBOR plus 2.9%.

AFG's Senior Convertible Notes were issued at a price of 37.153% of the principal amount due at maturity. Interest is payable semiannually at a rate of 4% of issue price per year through June 2008, after which, interest at 4% annually will be accrued and added to the carrying value of the Notes. The Notes are redeemable at AFG's option at any time on or after June 2, 2008, at accreted value ranging from \$371.53 per Note at June 2, 2008 to \$1,000 per Note at maturity. Generally, holders may convert each Note into 11.5016 shares of AFG Common Stock (i) if the average market price of AFG Common Stock to be received upon conversion exceeds 120% of the accreted value, (ii) if the credit rating of the Notes is significantly lowered, or (iii) if AFG calls the notes for redemption.

AFG may borrow up to \$280 million under its credit agreement. The line consists of two facilities: a 364-day revolving facility, extendable annually, for one-third of the total line and a revolving facility for the remaining two-thirds with

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

a maturity in November 2005. Amounts borrowed bear interest at rates ranging from 1.25% to 2.25% over LIBOR based on AFG's credit rating. In addition, GAFRI has an unsecured credit agreement under which it can borrow up to \$155 million at floating rates based on prime or Eurodollar rates through December 2004.

G. **Payable to Subsidiary Trusts (Issuers of Preferred Securities)** Wholly-owned subsidiary trusts of AFG and GAFRI have issued preferred securities and, in turn, purchased from their parent company a like amount of subordinated debt which provides interest and principal payments to fund the respective trusts' obligations. The preferred securities must be redeemed upon maturity or redemption of the subordinated debt. AFG and GAFRI effectively provide unconditional guarantees of their respective trusts' obligations.

In accordance with FIN 46, variable interest entities that issued preferred securities subsequent to January 31, 2003, are not consolidated for reporting purposes. Beginning December 31, 2003, previously consolidated subsidiary trusts were deconsolidated for reporting purposes under FIN 46. Accordingly, the subordinated debt due the trusts is shown as a liability in AFG's Balance Sheet. The preferred securities supported by the payable to subsidiary trusts consisted of the following (in thousands):

Date of Issuance	Issue (Maturity Date)	Amount Outstanding		Optional Redemption Dates
		3/31/04	12/31/03	
October 1996	AFG 9-1/8% TOPrs (2026)	\$ -	\$95,459	Redeemed March 2004
November 1996	GAFRI 9-1/4% TOPrs (2026)	-	65,013	Redeemed March 2004
March 1997	GAFRI 8-7/8% Pfd (2027)	42,800	70,000	On or after 3/1/2007
May 2003	GAFRI 7.35% Pfd (2033)	20,000	20,000	On or after 5/15/2008
May 2003	Variable Rate Pfd (2033)	15,000	15,000	On or after 5/23/2008

In 2003, a GAFRI subsidiary and a 68%-owned subsidiary of GAI issued an aggregate of \$35 million in trust preferred securities maturing in 2033.

The AFG 9-1/8% trust preferred securities and the GAFRI 9-1/4% trust preferred securities were redeemed at face value in March 2004. In addition, during the first quarter of 2004, GAFRI repurchased \$27.2 million of its 8-7/8% preferred securities for \$28.5 million in cash.

H. **Minority Interest** Minority interest in AFG's Balance Sheet represents the interest of noncontrolling investors in the following (in thousands):

	March 31, 2004	December 31, 2003
Subsidiaries' common stock	\$200,873	\$180,937
Managed investment entity	6,949	6,622
	<u>\$207,822</u>	<u>\$187,559</u>

**Minority Interest Expense** Minority interest expense is comprised of (in thousands):

	Three months ended March 31,	
	2004	2003
Interest of noncontrolling investors in earnings of:		
Subsidiaries	\$4,827	\$2,569
Managed investment entity	677	-
Accrued distributions by consolidated subsidiaries on preferred securities:		
Trust issued securities, net of tax	-	3,570
AFC preferred stock	-	1,443
	<u>\$5,504</u>	<u>\$7,582</u>

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

I. **Shareholders' Equity** At March 31, 2004, the shares of AFG Common Stock outstanding included 1,361,711 shares held by American Premier, its subsidiary, for possible distribution to certain creditors and other claimants upon proper claim presentation and settlement pursuant to the 1978 plan of reorganization of its predecessor, The Penn Central Transportation Company. Shares being held for

distribution are not eligible to vote, but otherwise are accounted for as issued and outstanding. AFG is authorized to issue 12.5 million shares of Voting Preferred Stock and 12.5 million shares of Nonvoting Preferred Stock, each without par value.

The Senior Convertible Notes due in 2033 could be converted under certain conditions into 5.9 million shares of AFG Common Stock.

**Stock Options** At March 31, 2004, there were 9.5 million shares of AFG Common Stock reserved for issuance upon exercise of stock options. As of that date, options for 8.4 million shares were outstanding. Options generally become exercisable at the rate of 20% per year commencing one year after grant; those granted to non-employee directors of AFG are fully exercisable upon grant. Options generally expire ten years after the date of grant.

J. **Discontinued Operation** In the fourth quarter of 2003, AFG pursued a sale of Transport Insurance Company, an inactive property and casualty subsidiary with only run-off liabilities, including old asbestos and environmental claims. Transport's asbestos and environmental ("A&E") reserves represent approximately one-eighth of AFG's total A&E reserves. Although an agreement has not been finalized, management expects to complete a sale in 2004. In December 2003, AFG recorded a \$55 million impairment charge to reduce its investment in Transport to estimated fair value, which was determined based on negotiations with potential buyers. Transport's results are reflected as discontinued for all periods presented in the statement of earnings; balance sheet amounts have not been reclassified.

K. **Equity in Net Earnings (Losses) of Investees** Equity in net earnings (losses) of investees in 2004 represents AFG's share of the losses from a start-up manufacturing business that was formerly a subsidiary. Equity in net losses from this business for the first quarter of 2004 and 2003 were \$918,000 and \$865,000, respectively.

Included in equity in net earnings of investees for the first quarter of 2003 was \$1.4 million representing AFG's equity in net earnings from Infinity after the date of the initial sale of 61% of Infinity in mid-February 2003.

L. **Commitments and Contingencies** There have been no significant changes to the matters discussed and referred to in Note N - "Commitments and Contingencies" of AFG's Annual Report on Form 10-K for 2003.

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AMERICAN FINANCIAL GROUP, INC. 10-Q

ITEM 2

Management's Discussion and Analysis

of Financial Condition and Results of Operations

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**FORWARD-LOOKING STATEMENTS**

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

Actual results could differ materially from those contained in or implied by such forward-looking statements for a variety of factors including:

- o changes in economic conditions, including interest rates, performance of securities markets, and the availability of capital;
- o regulatory actions;
- o changes in legal environment;
- o tax law changes;
- o levels of natural catastrophes, terrorist events, incidents of war and other major losses;
- o the ultimate amount of liabilities associated with certain asbestos and environmental-related claims;

- the unpredictability of possible future litigation if certain settlements do not become effective;
- adequacy of insurance reserves;
- trends in mortality and morbidity;
- availability of reinsurance and ability of reinsurers to pay their obligations;
- competitive pressures, including the ability to obtain rate increases; and
- changes in debt and claims paying ratings.

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

## OVERVIEW

### Financial Condition

AFG is organized as a holding company with almost all of its operations being conducted by subsidiaries. AFG, however, has continuing cash needs for administrative expenses, the payment of principal and interest on borrowings,

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## AMERICAN FINANCIAL GROUP, INC. 10-Q

### Management's Discussion and Analysis

#### of Financial Condition and Results of Operations - Continued

shareholder dividends, and taxes. Therefore, certain analyses are best done on a parent only basis while others are best done on a total enterprise basis. In addition, since most of its businesses are financial in nature, AFG does not prepare its consolidated financial statements using a current-noncurrent format. Consequently, certain traditional ratios and financial analysis tests are not meaningful.

In the first quarter of 2004, AFG and GAFRI issued just over \$200 million in senior debentures and used approximately \$189 million of the proceeds to retire higher coupon debt due unconsolidated subsidiary trusts that, in turn, retired preferred securities.

### Results of Operations

Through the operations of its subsidiaries, AFG is engaged primarily in property and casualty insurance and in the sale of retirement annuities and supplemental insurance and life products. With the sale of Infinity in 2003, AFG narrowed the focus of its property and casualty business to its specialized commercial products for businesses.

AFG's net earnings for the first three months of 2004 were \$73.2 million or \$.98 per share, significantly higher than the \$25.1 million or \$.36 per share recorded in the comparable period in 2003. The improvement results from net realized gains versus net realized losses in the 2003 period and from improved underwriting results.

### CRITICAL ACCOUNTING POLICIES

Significant accounting policies are summarized in Note A to the financial statements. The preparation of financial statements requires management to make estimates and assumptions that can have a significant effect on amounts reported in the financial statements. As more information becomes known, these estimates and assumptions could change and thus impact amounts reported in the future. Management believes that the establishment of insurance reserves, especially asbestos and environmental-related reserves, and the determination of "other than temporary" impairment on investments are the two areas where the degree of judgment required to determine amounts recorded in the financial statements make the accounting policies critical. For further discussion of these policies, see "*Liquidity and Capital Resources - Investments*" and "*Liquidity and Capital Resources - Uncertainties*."

### LIQUIDITY AND CAPITAL RESOURCES

**Ratios** AFG's debt to total capital ratio (at the parent holding company level) was approximately 23% at March 31, 2004, and 21% at December 31, 2003.

AFG's ratio of earnings to fixed charges, including annuity benefits as a fixed charge, was 2.20 for the quarter ended March 31, 2004, and 1.69 for the entire year of 2003. Excluding annuity benefits, this ratio was 5.63 and 3.71, respectively. Although the ratio excluding interest on annuities is not required or encouraged to be disclosed under Securities and Exchange Commission rules, it is presented because interest credited to annuity policyholder accounts is not always considered a borrowing cost for an insurance company.

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## AMERICAN FINANCIAL GROUP, INC. 10-Q

### Management's Discussion and Analysis

#### of Financial Condition and Results of Operations - Continued

**Sources of Funds** Management believes AFG has sufficient resources to meet its liquidity requirements, primarily through funds generated by its subsidiaries' operations. If funds provided by subsidiaries through dividends and tax payments are insufficient to meet fixed charges in any period, AFG would be required to generate cash through borrowings, sales of securities or other assets, or similar transactions.

AFG's bank credit line consists of two facilities: a 364-day revolving facility, extendable annually, for one-third of the total line and a revolving facility for the remaining two-thirds which matures in November 2005. Amounts borrowed bear interest at rates ranging from 1.25% to 2.25% over LIBOR based on AFG's credit rating. This credit agreement provides ample liquidity and can be used to obtain funds for operating subsidiaries or, if necessary, for the parent company. While the credit line provides up to \$280 million of availability, there were no borrowings outstanding during the first quarter of 2004. Under a currently effective shelf registration, AFG has the flexibility to issue up to \$485 million in additional equity or debt securities as market and other conditions permit.

**Investments** AFG's investment portfolio at March 31, 2004, contained \$12.7 billion in "Fixed maturities" classified as available-for-sale and \$550 million in "Other stocks", all carried at market value with unrealized gains and losses reported as a separate component of shareholders' equity on an after-tax basis. At March 31, 2004, AFG had pretax net unrealized gains of \$571 million on fixed maturities and \$257 million on other stocks.

Approximately 93% of the fixed maturities held by AFG at March 31, 2004, were rated "investment grade" (credit rating of AAA to BBB) by nationally recognized rating agencies. Investment grade securities generally bear lower yields and lower degrees of risk than those that are unrated and noninvestment grade. Management believes that a high quality investment portfolio should generate a stable and predictable investment return.

Individual portfolio securities are sold creating gains or losses as market opportunities exist. Since all of these securities are carried at market value in the balance sheet, there is virtually no effect on liquidity or financial condition upon the sale and ultimate realization of unrealized gains and losses.

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AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

Summarized information for the unrealized gains and losses recorded in AFG's Balance Sheet at March 31, 2004, is shown in the following table (dollars in millions). Approximately \$108 million of available-for-sale "Fixed maturities" and \$22 million of "Other stocks" had no unrealized gains or losses at March 31, 2004.

	Securities With Unrealized Gains	Securities With Unrealized Losses
<u>Available-for-sale Fixed Maturities</u>		
Market value of securities	\$11,311	\$1,234
Amortized cost of securities	\$10,714	\$1,260
Gross unrealized gain (loss)	\$ 597	(\$ 26)
Market value as % of amortized cost	106%	98%
Number of security positions	1,738	144
Number individually exceeding		
\$2 million gain or loss	24	-
Concentration of gains (losses) by type or industry (exceeding 5% of unrealized):		
Banks, savings and credit institutions	\$ 80.8	(\$ 0.4)
Gas and electric services	73.5	(3.7)
Mortgage-backed securities	72.5	(6.7)
U.S. government and government agencies	38.5	(1.5)
State and municipal	35.4	(1.9)
Asset-backed securities	19.3	(2.9)
Air transportation (generally collateralized)	8.2	(3.4)
Percentage rated investment grade	94%	91%
<u>Other Stocks</u>		
Market value of securities	\$ 475	\$ 53
Cost of securities	\$ 216	\$ 55
Gross unrealized gain (loss)	\$ 259	(\$ 2)
Market value as % of cost	220%	97%
Number individually exceeding		
\$2 million gain or loss	4	-



AFG's investment in equity securities of Provident Financial Group, a Cincinnati-based commercial banking and financial services company, represents \$217 million of the \$259 million in unrealized gains on other stocks at March 31, 2004. In the first quarter of 2004, Provident announced it was being acquired by National City Corporation. If this transaction is completed, AFG will receive 8.1 million shares (\$280 million market value at April 30, 2004) of National City in exchange for its investment in Provident.

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

The table below sets forth the scheduled maturities of AFG's available-for-sale fixed maturity securities at March 31, 2004, based on their market values. Asset-backed securities and other securities with sinking funds are reported at average maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

<u>Maturity</u>	Securities With Unrealized <u>Gains</u>	Securities With Unrealized <u>Losses</u>
One year or less	2%	3%
After one year through five years	28	20
After five years through ten years	33	12
After ten years	<u>10</u>	<u>11</u>
	73	46
Mortgage-backed securities	<u>27</u>	<u>54</u>
	<u>100%</u>	<u>100%</u>

AFG realized aggregate losses of \$2.2 million during the first quarter of 2004 on \$13.5 million in sales of fixed maturity securities (2 issues/issuers) that had individual unrealized losses greater than \$500,000 at December 31, 2003. Market values of both of the issues increased an aggregate of \$1.7 million from December 31 to date of sale.

Although AFG had the ability to continue holding these investments, its intent to hold them changed due primarily to deterioration in the issuers' creditworthiness, decisions to lessen exposure to a particular credit or industry, or to modify asset allocation within the portfolio.

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

	Aggregate Market <u>Value</u>	Aggregate Unrealized <u>Gain (Loss)</u>	Market Value as % of Cost <u>Basis</u>
<u>Fixed Maturities at March 31, 2004</u>			
<b>Securities with unrealized gains:</b>			
Exceeding \$500,000 (407 issues)	\$ 5,101	\$409	108.7%
Less than \$500,000 (1,331 issues)	<u>6,210</u>	<u>188</u>	103.1
	<u>\$11,311</u>	<u>\$597</u>	105.6%
<b>Securities with unrealized losses:</b>			
Exceeding \$500,000 (16 issues)	\$ 184	(\$ 14)	92.9%
Less than \$500,000 (128 issues)	<u>1,050</u>	<u>(12)</u>	98.9
	<u>\$ 1,234</u>	<u>(\$ 26)</u>	97.9%

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Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

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

	Aggregate Market <u>Value</u>	Aggregate Unrealized <u>Gain (Loss)</u>	Market Value as % of Cost <u>Basis</u>
Fixed Maturities with Unrealized <u>Losses at March 31, 2004</u>			
<b>Investment grade with losses for:</b>			
One year or less (92 issues)	\$1,043	(\$11)	99.0%
Greater than one year (15 issues)	<u>77</u>	<u>(4)</u>	95.1%
	<u>\$1,120</u>	<u>(\$15)</u>	98.7%
<b>Non-investment grade with losses for:</b>			
One year or less (15 issues)	\$ 44	(\$ 3)	93.6%
Greater than one year (22 issues)	<u>70</u>	<u>(8)</u>	89.7%
	<u>\$ 114</u>	<u>(\$11)</u>	91.2%

When a decline in the value of a specific investment is considered to be "other than temporary," a provision for impairment is charged to earnings (accounted for as a realized loss) and the cost basis of that investment is reduced. The determination of whether unrealized losses are "other than temporary" requires judgment based on subjective as well as objective factors. A listing of factors considered and resources used is contained in the discussion of "Investments" under Management's Discussion and Analysis in AFG's 2003 Form 10-K.

Based on its analysis, management believes (i) AFG will recover its cost basis in the securities with unrealized losses and (ii) that AFG has the ability and intent to hold the securities until they mature or recover in value. Should either of these beliefs change with regard to a particular security, a charge for impairment would likely be required. While it is not possible to accurately predict if or when a specific security will become impaired, charges for other than temporary impairment could be material to results of operations in a future period. Management believes it is not likely that future impairment charges will have a significant effect on AFG's liquidity.

**Uncertainties** As more fully explained in the following paragraphs, management believes that the areas posing the greatest risk of material loss are the adequacy of its insurance reserves and American Premier's contingencies arising out of its former operations.

**Property and Casualty Insurance Reserves** The liabilities for unpaid claims and for expenses of investigation and adjustment of unpaid claims are based upon: (a) the accumulation of case estimates for losses reported prior to the close of the accounting periods on direct business written; (b) estimates received from ceding reinsurers and insurance pools and associations; (c) estimates of unreported losses based on past experience; (d) estimates based on experience of expense for investigating and adjusting claims; and (e) the current state of law and coverage litigation. Using these items as well as historical trends adjusted for changes in underwriting standards, policy provisions, product mix

and other factors, AFG actuaries determine a single or "point" estimate which management utilizes in recording its best estimate of the liabilities. Ranges of loss reserves are not developed by AFG actuaries.

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**Management's Discussion and Analysis**

**of Financial Condition and Results of Operations - Continued**

Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors which are subject to significant variation. Through the use of analytical reserve development techniques, management utilizes items such as the effect of inflation on medical, hospitalization, material, repair and replacement costs, general economic trends and the legal environment.

While current factors and reasonably likely changes in variable factors are considered in estimating the liability for unpaid losses, there is no method or system which can eliminate the risk of actual ultimate results differing from such estimates. As shown in the reserve development table (loss triangle) on page 11 of AFG's 2003 Form 10-K, the original estimates of AFG's liability for losses and loss adjustment expenses, net of reinsurance, over the past 10 years have developed through December 31, 2003, to be deficient (for three years) by as much as 10.4% and redundant (for 7 years) by as much as 7.2% (excluding the effect of special charges for asbestos and environmental exposures). AFG believes this development illustrates the variability in factors considered in estimating its insurance reserves.

Quarterly reviews of unpaid loss and LAE reserves are prepared using standard actuarial techniques. These may include: Case Incurred Development Method; Paid Development Method; Bornhuetter-Ferguson Method; and Incremental Paid LAE to Paid Loss Methods. Generally, data is segmented by major product or coverage within product using countrywide data; however, in some situations data may be reviewed by state or region.

**Asbestos and Environmental-related ("A&E") Reserves** Establishing reserves for A&E claims relating to policies and participations in reinsurance treaties and former operations is subject to uncertainties that are significantly greater than those presented by other types of claims. For this group of claims, traditional actuarial techniques that rely on historical loss development trends cannot be used and a meaningful range of loss cannot be estimated. Case reserves and expense reserves are established by the claims department as specific policies are identified. In addition to the case reserves established for known claims, management establishes additional reserves for claims not yet known or reported and for possible development on known claims. These additional reserves are management's best estimate based on its review of industry trends and other industry information about such claims, with due consideration to individual claim situations like the A.P. Green case discussed below. Estimating ultimate liability for asbestos claims presents a unique and difficult challenge to the insurance industry due to, among other things, inconsistent court decisions, an increase in bankruptcy filings as a result of asbestos-related liabilities, novel theories of coverage, and judicial interpretations that often expand theories of recovery and broaden the scope of coverage. The casualty insurance industry is engaged in extensive litigation over these coverage and liability issues as the volume and severity of claims against asbestos defendants continue to increase.

While management believes that AFG's reserves for A&E claims are a reasonable estimate of ultimate liability for such claims, actual results may vary materially from the amounts currently recorded due to the difficulty in predicting the number of future claims and the impact of recent bankruptcy filings, and unresolved issues such as whether coverage exists, whether policies are subject to aggregate limits on coverage, whether claims are to be allocated among triggered policies and implicated years, and whether claimants who exhibit no signs of illness will be successful in pursuing their claims.

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### Management's Discussion and Analysis

#### of Financial Condition and Results of Operations - Continued

In February 2003, Great American Insurance Company entered into an agreement for the settlement of asbestos related coverage litigation under insurance policies issued during the 1970's and 1980's to Bigelow-Liptak Corporation and related companies, subsequently known as A.P. Green Industries, Inc. ("A.P. Green"). Management believes that this settlement will enhance financial certainty and provides resolution to litigation that represents AFG's largest known asbestos-related claim and the only such claim that management believes to be material.

The settlement is for \$123.5 million (Great American has the option to pay in cash or over time with 5.25% interest), all of which is covered by reserves established prior to 2003, and anticipated reinsurance recoverables for this matter. The agreement allows up to 10% of the settlement to be paid in AFG Common Stock.

The settlement has received the approval of the bankruptcy court supervising the reorganization of A.P. Green. It remains subject to the confirmation by the bankruptcy court of a plan of reorganization that includes an injunction prohibiting the assertion against Great American of any present or future asbestos personal injury claims under policies issued to A.P. Green and related companies. This process should be completed in 2004. No assurance can be made that a plan of reorganization will be confirmed; no payments are required until completion of the process. If there is no plan confirmation, the outcome of this litigation will again be subject to the complexities and uncertainties associated with a Chapter 11 proceeding and asbestos coverage litigation.

#### **RESULTS OF OPERATIONS**

**General** Results of operations as shown in the accompanying financial statements are prepared in accordance with generally accepted accounting principles. Many of the line items in the Statement of Earnings are not comparable due to the sale of Infinity in mid-February 2003.

Operating earnings before income taxes increased \$80.8 million in the first quarter of 2004 compared to the same period in 2003 due primarily to a \$34.5 million improvement in realized gains on securities, a first quarter 2003 \$39.4 million pretax loss on the sale of 61% of Infinity and a \$14.7 million improvement in property and casualty underwriting results. These items more than offset a \$9.8 million decrease in investment income due primarily to lower yields on fixed maturity securities.

**Property and Casualty Insurance - Underwriting** Since AFG disposed of substantially all of its Personal insurance business in 2003, it has revised its reporting of the Specialty insurance business into the following components: (i) Property and Transportation which includes inland and ocean marine, agricultural-related business and commercial automobile, (ii) Specialty Casualty which includes executive and professional liability, umbrella and excess liability and excess and surplus, (iii) Specialty Financial which includes fidelity and surety bonds and collateral protection and (iv) California Workers' Compensation.

The Personal group wrote nonstandard and preferred/standard private passenger auto insurance and, to a lesser extent, homeowners' insurance. Nonstandard automobile insurance covers risks not typically accepted for standard automobile coverage because of an applicant's driving record, type of vehicle, age or other criteria.

## AMERICAN FINANCIAL GROUP, INC. 10-Q

## Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

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

Underwriting profitability is measured by the combined ratio which is a sum of the ratios of underwriting losses, loss adjustment expenses, underwriting expenses and policyholder dividends to premiums. When the combined ratio is

under 100%, underwriting results are generally considered profitable; when the ratio is over 100%, underwriting results are generally considered unprofitable. The combined ratio does not reflect investment income, other income or federal income taxes.

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

	Three months ended	
	<u>March 31, _____</u>	
	<u>2004</u>	<u>2003</u>
<u>Gross Written Premiums (GAAP).</u>		
Specialty:		
Property and transportation	\$239.9	\$191.6
Specialty casualty	363.3	339.9
Specialty financial	106.6	74.2
California workers' compensation	96.2	69.6
Other	<u>.7</u>	<u>1.5</u>
Total Specialty	806.7	676.8
Personal (a)	<u>2.0</u>	<u>181.1</u>
	<u>\$808.7</u>	<u>\$857.9</u>
<u>Net Written Premiums (GAAP).</u>		
Specialty:		
Property and transportation	\$146.9	\$124.9
Specialty casualty	198.3	165.7
Specialty financial	90.6	57.5
California workers' compensation	84.0	66.0
Other	<u>17.3</u>	<u>24.7</u>
Total Specialty	537.1	438.8
Personal (a)	<u>2.0</u>	<u>117.9</u>
	<u>\$539.1</u>	<u>\$556.7</u>
<u>Combined Ratios (GAAP).</u>		
Specialty:		
Property and transportation	83.5%	96.0%
Specialty casualty	93.8	100.8
Specialty financial	100.9	109.6
California workers' compensation	95.2	92.0
Other	108.8	70.6
Total Specialty	93.3	97.9
Personal (a)	100.9	95.5
Aggregate (including discontinued lines)	93.8%	97.1%

- (a) Includes the operations of Infinity through the sale date in mid-February 2003.

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**Management's Discussion and Analysis**

**of Financial Condition and Results of Operations - Continued**

**Specialty** The Specialty group's gross written premiums increased approximately 19% for the first quarter of 2004 over the comparable 2003 period reflecting the impact of continuing rate increases and volume growth in certain businesses. Specialty rate increases averaged approximately 11% during the first three months of 2004 and should be approximately 8% for the year. In addition to these items, the 22% increase in net written premiums during the first quarter of 2004 reflects changes in reinsurance agreements.

The Specialty group reported an underwriting profit of \$32.6 million for the 2004 first quarter with a combined ratio of 93.3%, an improvement of 4.6 points over the 2003 first quarter, respectively, reflecting less prior year development in 2004 and the impact of rate increases.

Property and transportation gross written premiums increased 25% during the first quarter of 2004 reflecting primarily volume increases in truck, bus and recreational vehicle products and to a lesser extent rate increases. Net written premiums increased 18% as the growth in gross written premiums was partially offset by increased reinsurance coverage. Combined ratios for property and transportation improved to 83.5% in 2004 from 96% in 2003 reflecting a favorable change in prior year development, the effect of a reinsurance profit-sharing agreement and rate increases.

Specialty casualty net written premiums increased 20% in the first quarter of 2004 compared to the same period in 2003 reflecting return premiums from cancellation of certain reinsurance agreements during the first quarter of 2004 and to a lesser extent rate increases. The 7.0 point improvement in the Specialty casualty combined ratio reflects primarily a favorable change in prior year development.

Specialty financial gross written premiums increased 44% during the first quarter of 2004 reflecting substantial volume growth in financial institutions collateral protection products. In addition, net written premiums increased 58% as less reinsurance was in place during the first quarter of 2004 compared to the first quarter of 2003. The combined ratio for Specialty financial improved 8.7 points in the first quarter of 2004 reflecting growth in more profitable products.

The 27% net written premiums growth in California workers' compensation during the first quarter of 2004 is due primarily to rate increases. The 3.2 point deterioration in the combined ratio reflects prior year development in 2004 partially offset by rate increases.

**Personal** The Personal group results represent primarily Infinity's underwriting results through the public offering in mid-February 2003 and the direct-to-consumer auto business, which was sold in April 2003.

**Investment Income** The decrease in investment income for the first quarter of 2004 compared to the 2003 quarter reflects lower average yields on fixed maturity investments partially offset by higher average investments.

**Realized Gains** Realized capital gains have been an important part of the return on investments. Individual assets are sold creating gains and losses as market opportunities exist.

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**Management's Discussion and Analysis**

**of Financial Condition and Results of Operations - Continued**

**Gains (Losses) on Securities** Realized gains (losses) on securities include provisions for other than temporary impairment of securities still held of \$2.0 million in the first quarter of 2004 and \$34.9 million in the first quarter of 2003. Impairment charges in 2003 reflect primarily the downturn in the airline industry and writedowns of certain asset-backed securities.

**Loss on Sale of Subsidiary** In the first quarter of 2003, AFG recognized a \$39.4 million pretax loss on the public offering of 12.5 million shares of Infinity.

**Real Estate Operations** AFG's subsidiaries are engaged in a variety of real estate operations including hotels, apartments, office buildings and recreational facilities; they also own several parcels of land. Revenues and expenses of these operations, including gains and losses on disposal, are included in AFG's Statement of Earnings as shown below (in millions).

	Three months ended	
	March 31,	
	<u>2004</u>	<u>2003</u>
Other income	\$17.0	\$16.0
Other operating and general expenses	16.1	16.1
Interest charges on borrowed money	.5	.6

Other income includes net pretax gains on the sale of real estate assets of \$1.6 million in the first quarter of 2004 compared to \$33,000 for the 2003 period.

**Other Income** Other income increased \$10.6 million (20%) for the first quarter of 2004 compared to 2003 due primarily to increased revenues earned by the Specialty group's growing warranty business, increased gains from the sale of real estate, and higher fee income in certain other specialty insurance operations, partially offset by the absence of income from Infinity (following its sale in mid-February).

**Annuity Benefits** Annuity benefits reflect amounts accrued on annuity policyholders' funds accumulated. On its deferred annuities (annuities in the accumulation phase), GAFRI generally credits interest to policyholders' accounts at their current stated interest rates. Furthermore, for "two-tier" deferred annuities (annuities under which a higher interest amount can be earned if a policy is annuitized rather than surrendered), GAFRI accrues an additional liability to provide for expected deaths and annuitizations. Changes in crediting rates, actual surrender, death and annuitization experience or modifications in actuarial assumptions can affect this accrual.

The majority of GAFRI's fixed annuity products permit GAFRI to change the crediting rate at any time subject to minimum interest rate guarantees (as determined by applicable law). Approximately half of the annuity benefits accumulated relate to policies that have a minimum guarantee of 3%; the majority of the balance has a guarantee of 4%. Beginning in the fourth quarter of 2003, in states where required approvals have been received, GAFRI began issuing products with guaranteed minimum crediting rates of less than 3%.

**Annuity and Life Acquisition Expenses** Annuity and life acquisition expenses include amortization of annuity and life, accident and health deferred policy acquisition costs ("DPAC") as well as a portion of commissions on sales of

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

**Management's Discussion and Analysis**

**of Financial Condition and Results of Operations - Continued**

insurance products. Annuity and life acquisition expenses also include amortization of the present value of future profits of businesses acquired.

The increase in annuity and life acquisition expenses in the first quarter of 2004 compared to 2003 reflects an increase in in-force policies, primarily in the annuities and supplemental insurance business.

The vast majority of GAFRI's DPAC asset relates to its fixed annuity, variable annuity and life insurance lines of business. Continued spread compression, decreases in the stock market and adverse mortality could lead to write-offs of DPAC in the future.

**Interest on Borrowed Money** Changes in interest expense result from fluctuations in market rates as well as changes in borrowings. AFG has generally financed its borrowings on a long-term basis which has resulted in higher current costs. Interest expense for the first quarter of 2004 increased compared to the 2003 quarter due primarily to higher average indebtedness and paydowns of lower variable-rate bank debt with the proceeds from fixed-rate debt offerings in 2003.

**Interest on Subsidiary Trust Obligations** Interest on subsidiary trust obligations was included in minority interest expense for the first quarter of 2003. The interest on these obligations decreased slightly in the first quarter of 2004 compared to the first quarter of 2003 due primarily to the March 2004 redemption of the AFG 9-1/8% trust preferred and GAFRI's 9-1/4% trust preferred securities and GAFRI's first quarter 2004 repurchases of \$27.2 million in 8-7/8% preferred securities.

**Other Operating and General Expenses** Other operating and general expenses increased \$4.9 million (5%) for the first quarter of 2004 compared to 2003 as higher expenses in the Specialty group's growing warranty business, higher expenses in certain other specialty insurance operations and a \$1.9 million loss on the repurchase of trust preferred securities and other debt were partially offset by the absence of expenses from Infinity (following its sale in mid-February 2003) and decreases in expenses from real estate operations.

**Income Taxes** The 2003 provision for income taxes reflects \$5.5 million in first quarter tax benefits related to AFG's basis in Infinity stock.

## Investee Corporations

**Start-up Manufacturing Business** Equity in net earnings (losses) of investees includes losses of a start-up manufacturing business (see Note K). Losses include \$918,000 in the first quarter of 2004 compared to \$865,000 in the first quarter of 2003.

**Infinity Property and Casualty Corporation** Following AFG's sale of 61% of Infinity in the mid-February 2003 offering, AFG's proportionate share (\$1.4 million) of Infinity's earnings for the first quarter of 2003 is included in equity in net earnings (losses) of investees.

**Cumulative Effect of Accounting Change** In January 2004, AFG recorded a \$1.8 million charge (after tax and minority interest) resulting from GAFRI's implementation of Statement of Position ("SOP") 03-1, "Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts." This charge resulted primarily from a change in accounting for persistency bonuses and two-tier annuities.

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## AMERICAN FINANCIAL GROUP, INC. 10-Q

### Management's Discussion and Analysis

#### of Financial Condition and Results of Operations - Continued

**Proposed Standard on Equity Compensation** On March 31, 2004, the FASB issued a proposed accounting standard that, if implemented, would require AFG to expense stock option grants beginning in 2005. Currently, AFG accounts for stock option grants using the intrinsic value method as permitted under SFAS No. 123. Since options are granted at exercise prices equal to the fair value of the shares at the date of grant, no compensation expense is currently recognized. The effect of using the fair value method that is also permitted under SFAS No. 123 is disclosed in Note A to the financial statements.

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### ITEM 3

#### Quantitative and Qualitative Disclosure of Market Risk

**Debt Securities** In the first quarter of 2004, AFG issued \$115 million principal amount of 7-1/8% senior debentures due 2034 and GAFRI issued \$86.3 million principal amount of 7-1/4% senior debentures due 2034. Proceeds from both offerings were used primarily to redeem a portion of the outstanding trust preferred securities.

As of March 31, 2004, there were no other material changes to the information provided in AFG's Form 10-K for 2003 under the caption "Exposure to Market Risk" in Management's Discussion and Analysis of Financial Condition and Results of Operations.

### ITEM 4

#### Controls and Procedures

AFG's management, with participation of its Chief Executive Officer and Chief Financial Officer, has evaluated AFG's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15) as of the end of the period covered by this report. Based on that evaluation, AFG's CEO and CFO concluded that the controls and procedures are effective. There have been no significant changes in AFG's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

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## AMERICAN FINANCIAL GROUP, INC. 10-Q

### PART II

#### OTHER INFORMATION

### ITEM 6

#### Exhibits and Reports on Form 8-K

(a) Exhibits:

Number

Exhibit Description

107-1

2004 CEO and CFO Report on Business Plan

<a href="#">10(a)</a>	2004 CEO and CO-President Bonus Plan.
<a href="#">10(b)</a>	2004 Senior Executive Bonus Plan.
<a href="#">10(c)</a>	Keith E. Lindner Salary Continuation Agreement.
<a href="#">12</a>	Computation of ratios of earnings to fixed charges.
<a href="#">31(a)</a>	Certification of the Chief Executive Officer pursuant to section 302(a) of the Sarbanes-Oxley Act of 2002.
<a href="#">31(b)</a>	Certification of the Chief Financial Officer pursuant to section 302(a) of the Sarbanes-Oxley Act of 2002.
<a href="#">32</a>	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K:

<u>Date of Report</u>	<u>Item Reported</u>
January 30, 2004	Press Release regarding Sale of 7-1/8% Senior Debentures due 2034.
February 2, 2004	Correction of Press Release regarding Sale of 7-1/8% Senior Debentures due 2034.
February 12, 2004	Fourth Quarter and Full Year 2003 Earnings Release.
February 17, 2004	Press Release regarding Potential Effect of a Proposed Merger Agreement between Provident Financial Group, Inc. and National City Corporation.
April 26, 2004	First Quarter 2004 Earnings Release.

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

**Signature**

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

American Financial Group, Inc.

May 7, 2004

BY: s/Fred J. Runk  
 Fred J. Runk  
 Senior Vice President and Treasurer



# **AMERICAN FINANCIAL GROUP, INC.**

## ***CHIEF EXECUTIVE OFFICER AND CO-PRESIDENT***

### **2004 ANNUAL BONUS PLAN**

#### **AMERICAN FINANCIAL GROUP, INC.**

#### **Chief Executive Officer and Co-President**

#### **2004 ANNUAL BONUS PLAN**

#### **1. PURPOSE**

The purpose of the Annual Bonus Plan (the "Plan") is to further the profitability of American Financial Group, Inc. (the "Company") to the benefit of the shareholders of the Company by providing incentive to the Plan participants.

#### **2. ADMINISTRATION**

Except as otherwise expressly provided herein, the Plan shall be administered by the Compensation Committee or a successor committee or subcommittee (the "Committee") of the Board of Directors of the Company (the "Board") composed solely of two or more "outside directors" as defined pursuant to Section 162(m) of the Internal Revenue Code. No member of the Committee while serving as such shall be eligible to be granted a bonus under the Plan. Subject to the provisions of the Plan (and to the approval of the Board where specified in the Plan), the Committee shall have exclusive power to determine the conditions (including performance requirements) to which the payment of the bonuses may be subject and to certify that performance goals are attained. Subject to the provisions of the Plan, the Committee shall have the authority to interpret the Plan and establish, adopt or revise such rules and regulations and to make all determinations relating to the Plan as it may deem necessary or advisable for the administration of the Plan. The Committee's interpretation of the Plan and all of its actions and decisions with respect to the Plan shall be final, binding and conclusive on all parties.

#### **3. PLAN TERM AND BONUS YEARS**

The term of the Plan is one year, commencing January 1, 2004, which term shall be renewed from year to year unless and until the Plan shall be terminated or suspended as provided in Section 9. As used in the Plan the term "Bonus Year" shall mean a calendar year.

#### **4. PARTICIPATION**

Subject to the approval of the Committee, the Chief Executive Officer and each of the Co-Presidents shall participate in the Plan (the "Participants").

## 5. ESTABLISHMENT OF INDIVIDUAL BONUS TARGETS AND PERFORMANCE CRITERIA

The Committee shall approve the individual target amount of bonus (the "Bonus Target") that may be awarded to each Participant. In no event shall the establishment of any Participant's Bonus Target give a Participant any right to be paid all or any part of such amount unless and until a bonus is actually awarded pursuant to Section 6.

The Committee shall establish the performance criteria, both subjective and objective, (the "Performance Criteria") that will apply to the determination of the bonus of the Chief Executive Officer and each of the Co-Presidents for that Bonus Year and recommend that the Board adopt such action. The Bonus Targets and Performance Criteria set forth on Schedules I and II have been recommended by the Committee and approved by the Board.

## 6. DETERMINATION OF BONUSSES AND TIME OF PAYMENT

As soon as practicable after the end of 2004, the Committee shall determine whether or not the performance criteria of the Chief Executive Officer and each of the Co-Presidents has been attained and shall determine the amount of the bonus, if any, to be awarded to each Participant for 2004 according to the terms of this Plan. Such bonus determinations shall be based on achievement of the Performance Criteria for 2004.

Once the bonus is so determined for the Chief Executive Officer and each of the Co-Presidents, it shall be paid one hundred percent in cash.

## 7. TERMINATION OF EMPLOYMENT

If a Participant's employment with the Company or a subsidiary, as the case may be, is terminated for any reason other than discharge for cause, he may be entitled to such bonus, if any, as the Committee, in its sole discretion, may determine.

In the event of a Participant's discharge for cause from the employ of the Company or a Subsidiary, as the case may be, he shall not be entitled to any amount of bonus unless the Committee, in its sole discretion, determines otherwise.

## 8. MISCELLANEOUS

A. Government and Other Regulations. The obligation of the Company to make payment of bonuses shall be subject to all applicable laws, rules and regulations and to such approvals by governmental agencies as may be required.

B. Tax Withholding. The Company or a Subsidiary, as appropriate, shall have the right to deduct from all bonuses paid in cash any federal, state or local taxes required by law to be withheld with respect to such cash payments.

C. Claim to Bonuses and Employment Rights. Neither this Plan nor any action taken hereunder shall be construed as giving any Participant any right to be retained in the employ of the Company or a Subsidiary.

D. Beneficiaries. Any bonuses awarded under this Plan to a Participant who dies prior to payment shall be paid to the beneficiary designated by the Participant on a form filed with the Company. If no such beneficiary has been designated or survives the Participant, payment shall be made to the Participant's legal representative. A beneficiary designation may be changed or revoked by a Participant at any time provided the change or revocation is filed with the Company.

E. Nontransferability. A person's rights and interests under the Plan may not be assigned, pledged or transferred except, in the event of a Participant's death, to his designated beneficiary as provided in the Plan or, in the absence of such designation, by will or the laws of descent and distribution.

F. Indemnification. Each person who is or shall have been a member of the Committee or of the Board shall be indemnified and held harmless by the Company (to the extent permitted by the Articles of Incorporation and Code of Regulations of the Company and applicable law) against and from any loss, cost, liability or expense that may be imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding to which he may be a party or in which they may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him in settlement thereof, with the Company's approval, or paid by him, in satisfaction of judgment in any such action, suit or proceeding against him. He shall give the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such person may be entitled under the Company's Articles of Incorporation or Code of Regulations, as a matter of law or otherwise or of any power that the Company may have to indemnify him or hold him harmless.

G. Reliance on Reports. Each member of the Committee and each member of the Board shall be fully justified in relying or acting in good faith upon any report made by the independent certified public accountants of the Company or of its Subsidiaries or upon any other information furnished in connection with the Plan by any officer or director of the Company or any of its Subsidiaries. In no event shall any person who is or shall have been a member of the Committee or of the Board be liable for any determination made or other action taken or any omission to act in reliance upon any such report or information or for any action taken, including the furnishing of information, or failure to act, if in good faith.

H. Expenses. The expenses of administering the Plan shall be borne by the Company and its Subsidiaries in such proportions as shall be agreed upon by them from time to time.

I. Pronouns. Masculine pronouns and other words of masculine gender shall refer to both men and women.

J. Titles and Headings. The titles and headings of the sections in the Plan are for convenience of reference only, and, in the event of any conflict between any such title or heading and the text of the Plan, such text shall control.

## 9. AMENDMENT AND TERMINATION

The Board may at any time terminate the Plan. The Board may at any time, or from time to time, amend or suspend and, if suspended, reinstate the Plan in whole or in part. Notwithstanding the foregoing, the Plan shall continue in effect to the extent necessary to settle all matters relating to the payment of bonuses awarded prior to any such termination or suspension.

**Schedule I**

Chief Executive Officer and Co-President

# Annual Bonus Plan

for 2004

## Participants and

## Bonus Targets

<u>Name</u>	<u>Position</u>	<u>Total Bonus Target</u>	<u>EPS Component</u>	<u>Company Performance Component</u>
Carl H. Lindner	Chairman of the Board & Chief Executive Officer	\$990,000	50%	50%
Carl H. Lindner III	Co-President	\$990,000	50%	50%
S. Craig Lindner	Co-President	\$990,000	50%	50%

## Schedule II

### Chief Executive Officer and Co-President

#### Annual Bonus Plan

#### 2004 Performance Criteria for Participants

The overall bonus for 2004 for each Participant will be the sum of such Participant's bonuses for the following two Performance Criteria components:

#### Weighting of Dollar Amount of Bonus Target

(Assuming Schedule I indicates \$990,000 Bonus Target)

Earnings Per Share ("EPS") - 50%	\$495,000
Company Performance - 50%	\$495,000
	\$990,000

#### **A. EPS Component.**

Each participant's bonus will range from 0% to 175% of the dollar amount of the Bonus Target allocated to the EPS Component, based on the following levels of reported earnings per common share from insurance operations ("Operating EPS" defined below) achieved by the Company and its consolidated subsidiaries for 2004:

<u>Operating EPS</u>	<u>Percentage of Bonus Target to be paid for EPS Component</u>
\$2.50 or less	0
\$2.85	100%
more than \$2.85	more than 100% up to 175%

Where the Operating EPS is greater than \$2.50 and less than \$2.85, the bonus will be determined by straight line interpolation; if it is above \$2.85, the Committee, in its discretion, shall determine any percentage of bonus above 100%.

The Operating EPS to be considered is diluted EPS from the Company's insurance operations and not including investee results, realized gains and losses in the investment portfolio and unusual or non-recurring items. Additionally, the Committee shall have the power and authority, in its discretion, to adjust reported Operating EPS upward or downward for purposes of the Plan to the extent the Committee deems equitable.

#### **B. Company Performance Component**

Each participant's bonus allocated to the Company Performance Component will range from \$0 up to \$866,250 (175% of the dollar amount of the Bonus Target allocated to the Company Performance Component) and will be determined by the Compensation Committee, based on the

Compensation Committee's subjective rating of the Company's relative overall performance for 2004. Such rating shall include a consideration of all factors deemed relevant, including financial, non-financial and strategic factors.

When determining the Company's performance for 2004, the Committee intends to take into consideration the factors it believes are relevant to such performance. For 2004, it may be appropriate to consider factors including, but not limited to:

- A. Financial measurements such as return on equity, per share price of common stock relative to prior periods and comparable companies as well as financial markets, status of credit ratings on outstanding debt and claims paying ability of the Company's subsidiaries, status of the Company's debt-to-capital ratio, the combined ratios of the Company's insurance subsidiaries, and investment portfolio performance including realized gains and losses; and
- B. Other operational, qualitative measurements relating to the development and implementation of strategic initiatives, responses to unexpected developments, the development of management personnel, and the impact of any extraordinary transactions involving or affecting the Company and its subsidiaries.

The Committee intends to review these factors periodically during 2004 with the CEO and Co-Presidents in connection with the discussion of management's progress in addressing corporate plans, results, and opportunities in the context of new economic and business developments.

# **AMERICAN FINANCIAL GROUP, INC.**

## ***SENIOR EXECUTIVE***

### **2004 ANNUAL BONUS PLAN**

#### **AMERICAN FINANCIAL GROUP, INC.**

##### **SENIOR EXECUTIVE**

##### **2004 ANNUAL BONUS PLAN**

#### **1. PURPOSE**

The purpose of the Annual Bonus Plan (the "Plan") is to further the profitability of American Financial Group, Inc. (the "Company") to the benefit of the shareholders of the Company by providing incentive to the Plan participants.

#### **2. ADMINISTRATION**

The Plan shall be administered by the Executive Committee or a successor committee or subcommittee (the "Committee") of the Board of Directors of the Company (the "Board"). No member of the Committee while serving as such shall be eligible to be granted a bonus under the Plan. Subject to the provisions of the Plan (and to the approval of the Board where specified in the Plan), the Committee shall have exclusive power to determine the conditions (including performance requirements) to which the payment of the bonuses may be subject and to certify that performance goals are attained. Subject to the provisions of the Plan, the Committee shall have the authority to interpret the Plan and establish, adopt or revise such rules and regulations and to make all determinations relating to the Plan as it may deem necessary or advisable for the administration of the Plan. The Committee's interpretation of the Plan and all of its actions and decisions with respect to the Plan shall be final, binding and conclusive on all parties.

#### **3. PLAN TERM AND BONUS YEARS**

The term of the Plan is one year, commencing January 1, 2004, which term shall be renewed from year to year unless and until the Plan shall be terminated or suspended as provided in Section 9. As used in the Plan the term "Bonus Year" shall mean a calendar year.

#### **4. PARTICIPATION**

As designated by the Committee, certain senior executives of the Company and its subsidiaries may participate in the Plan (the "Participants"). At the Committee's discretion, a portion of payments made to such employees under the Plan may be in shares of common stock of the Company.

#### **5. ESTABLISHMENT OF INDIVIDUAL BONUS TARGETS AND PERFORMANCE CRITERIA**

The Committee shall approve the individual target amount of bonus (the "Bonus Target") that may be awarded to each Participant. In no event shall the establishment of any Participant's Bonus Target give a Participant any right to be paid all or any part of such amount unless and until a bonus is actually awarded pursuant to Section 6.

The Committee shall establish the performance criteria, both subjective and objective, (the "Performance Criteria") that will apply to the determination of the bonus of the Participants for that Bonus Year. The Bonus Targets and Performance Criteria are set forth on Schedules I and II.

## 6. DETERMINATION OF BONUSES AND TIME OF PAYMENT

As soon as practicable after the end of 2004, the Committee shall determine whether or not the performance criteria of the Plan has been attained and shall determine the amount of the bonus, if any, to be awarded to each Participant for 2004 according to the terms of this Plan. Such bonus determinations shall be based on achievement of the Performance Criteria for 2004.

## 7. TERMINATION OF EMPLOYMENT

If a Participant's employment with the Company or a subsidiary, as the case may be, is terminated for any reason other than discharge for cause, he may be entitled to such bonus, if any, as the Committee, in its sole discretion, may determine.

In the event of a Participant's discharge for cause from the employ of the Company or a Subsidiary, as the case may be, he shall not be entitled to any amount of bonus unless the Committee, in its sole discretion, determines otherwise.

## 8. MISCELLANEOUS

A. Government and Other Regulations. The obligation of the Company to make payment of bonuses shall be subject to all applicable laws, rules and regulations and to such approvals by governmental agencies as may be required.

B. Tax Withholding. The Company or a Subsidiary, as appropriate, shall have the right to deduct from all bonuses paid in cash any federal, state or local taxes required by law to be withheld with respect to such cash payments.

C. Claim to Bonuses and Employment Rights. Neither this Plan nor any action taken hereunder shall be construed as giving any Participant any right to be retained in the employ of the Company or a Subsidiary.

D. Beneficiaries. Any bonuses awarded under this Plan to a Participant who dies prior to payment shall be paid to the beneficiary designated by the Participant on a form filed with the Company. If no such beneficiary has been designated or survives the Participant, payment shall be made to the Participant's legal representative. A beneficiary designation may be changed or revoked by a Participant at any time provided the change or revocation is filed with the Company.

E. Nontransferability. A person's rights and interests under the Plan may not be assigned, pledged or transferred except, in the event of a Participant's death, to his designated beneficiary as provided in the Plan or, in the absence of such designation, by will or the laws of descent and distribution.

F. Indemnification. Each person who is or shall have been a member of the Committee or of the Board shall be indemnified and held harmless by the Company (to the extent permitted by the Articles of Incorporation and Code of Regulations of the Company and applicable law) against and from any loss, cost, liability or expense that may be imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit or proceeding to which he may be a party or in which they may be involved by reason of any action taken or failure to act under the Plan and against and from any and all amounts paid by him in settlement thereof, with the Company's approval, or paid by him, in satisfaction of judgment in any such action, suit or proceeding against him. He shall give the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such person may be entitled under the Company's Articles of Incorporation or Code of Regulations, as a matter of law or otherwise or of any power that the Company may have to indemnify him or hold him harmless.

G. Reliance on Reports. Each member of the Committee and each member of the Board shall be fully justified in relying or acting in good faith upon any report made by the independent certified public accountants of the Company or of its Subsidiaries or upon any other information furnished in connection with the Plan by any officer or director of the Company or any of its Subsidiaries. In no event shall any person who is or shall have been a member of the Committee or of the Board be liable for any determination made or other action taken or any omission to act in reliance upon any such report or information or for any action taken, including the furnishing of information, or failure to act, if in good faith.

H. Expenses. The expenses of administering the Plan shall be borne by the Company and its Subsidiaries in such proportions as shall be agreed upon by them from time to time.

I. Pronouns. Masculine pronouns and other words of masculine gender shall refer to both men and women.

J. Titles and Headings. The titles and headings of the sections in the Plan are for convenience of reference only, and, in the event of any conflict between any such title or heading and the text of the Plan, such text shall control.

## 9. AMENDMENT AND TERMINATION

The Board may at any time terminate the Plan. The Board may at any time, or from time to time, amend or suspend and, if suspended, reinstate the Plan in whole or in part. Notwithstanding the foregoing, the Plan shall continue in effect to the extent necessary to settle all matters relating to the payment of bonuses awarded prior to any such termination or suspension.

**Schedule I**

**Senior Executive  
Annual Bonus Plan for 2004  
Participants and Bonus Targets**

<u>Name</u>	<u>Position</u>	Total Bonus Target	EPS Component	Individual Performance Component
James E. Evans	Senior Vice President & General Counsel	\$750,000	25%	75%
Fred J. Runk	Senior Vice President & Treasurer	\$350,000	25%	75%

**Schedule II**

**Senior Executive  
Annual Bonus Plan**

**2004 Performance Criteria for Participants**

The overall bonus for 2004 for each Participant will be the sum of such Participant's bonuses for the following two Performance Criteria components:

**Weighting of Dollar Amount of Bonus Target**

(The example below illustrates the weighting if Schedule I indicates a \$500,000 Bonus Target)

Earnings Per Share ("EPS")	- 25%	\$175,000
Individual Performance	- 75%	<u>\$325,000</u>
		\$500,000

**A. EPS Component.**

Each participant's bonus will range from 0% to 125% of the dollar amount of the Bonus Target allocated to the EPS Component, based on the following levels of reported earnings per common share from insurance operations ("Operating EPS" defined below) achieved by the Company and its consolidated subsidiaries for 2004:

<u>Operating EPS</u>	<u>Percentage of Bonus Target to be paid for EPS Component</u>
\$2.50 or less	0
\$2.85	100%
more than \$2.85	more than 100% up to 125%

Where the Operating EPS is greater than \$2.50 and less than \$2.85, the bonus will be determined by straight-line interpolation; if it is above \$2.85, the Committee, in its discretion, shall determine any percentage of bonus above 100%.

The Operating EPS to be considered is diluted EPS from the Company's insurance operations and not including investee results, realized gains and losses in the investment portfolio and unusual or non-recurring items. Additionally, the Committee shall have the power and authority, in its

discretion, to adjust reported Operating EPS upward or downward for purposes of the Plan to the extent the Committee deems equitable.

**B. Individual Performance Component**

Each participant's bonus allocated to the Individual Performance Component will range from 0% up to 125% of the target amount allocated to the Individual Performance Component and will be determined by the Executive Committee based on the Executive Committee's subjective rating of the Participant's relative overall performance for 2004. Such rating shall include a consideration of all factors deemed relevant.



Keith E. Lindner  
One East Fourth Street  
Cincinnati, Ohio 45202

Re: **Agreement**

Dear Keith:

The purpose of this Agreement ("Agreement") is to set forth in writing our agreements concerning your separation from American Financial Group, Inc. and any related organizations, including, without limitation, American Financial Corporation, AFC Holding Company, American Premier Underwriters, Inc., and their successors and permitted assigns (collectively, "AFG" or "Company").

To that end, you and AFG hereby agree as follows:

1. **OFFICER / DIRECTOR POSITIONS.** Your last active date of service will be June 6, 2003 and your term as a Director or officer of AFG, its subsidiaries and affiliates will end that date.
2. **SALARY CONTINUATION.** Your salary will continue at \$500,000 per year for five years to be paid bi-weekly for each twelve-month period, starting on June 6, 2003. This five-year period is the "Salary Continuation Period". This salary continuation will not be reduced by any other earnings or income you may earn from other sources during the Salary Continuation Period.
3. **HEALTH INSURANCE BENEFITS.** You may continue to participate in AFG's health insurance benefits plans (currently, family medical and family dental) for the Salary Continuation Period, subject to normal plan deductibles, premiums in effect from time to time and co-payments in effect from time to time; provided, however, such eligibility will terminate if you become eligible for health insurance benefits through subsequent employment. You will be eligible for COBRA continuation of benefits at the end of the Salary Continuation Period (unless eligibility terminates earlier) and will receive notification under separate cover.
4. **STOCK OPTIONS.** You previously have been granted American Financial Group, Inc. (AFG) stock options, of which 751,272 are currently outstanding and 587,272 are currently exercisable. The options granted February 20, 2003 shall terminate on June 6, 2003. All other outstanding options, totaling 696,272 options, shall become fully (100%) vested and exercisable on June 6, 2003 and will expire three years after that date; provided, however, that nothing contained in this Agreement shall extend the original expiration date of any of such options. You will receive a letter from AFG confirming the approval of these provisions by the AFG Compensation Committee. Contact Jim Kennedy at 513.579.2538 with questions or to exercise options.
5. **LIFE INSURANCE / ACCIDENTAL DEATH & DISMEMBERMENT (ADD).** Company paid coverage of two times your annual salary for Basic Life / ADD Insurance coverage shall continue during the Salary Continuation Period. At the end of the Salary Continuation Period, you will be eligible to convert the balance of the Company-paid Life Insurance to a self-paid non-term insurance contract; a conversion form will be provided. You are not a current participant in either the Optional Life or Dependent Life benefit programs and have no future participation rights in those programs.
6. **FLEXIBLE SPENDING ACCOUNT.** Deductions for healthcare will continue through the Salary Continuation Period. You will have until May 1 of each year to file for any reimbursable claims incurred during the prior calendar year.
7. **SHORT TERM DISABILITY/LONG TERM DISABILITY.** Short Term Disability and Long Term Disability coverages cease as of June 6, 2003, your last active day of service.
8. **ANNUAL BONUS PLAN.** You are not and will not be a participant in AFG's 2003 Annual Bonus Plan and any bonus plan for subsequent years. As a result, you will not receive any bonus payment in 2004 through 2008.
9. **EXECUTIVE INSURANCE PROGRAM.** Your eligibility to participate in the Executive Insurance Program (currently, automobile / homeowners / basic umbrella) at AFG expense will continue during the Salary Continuation Period (unless the Program is discontinued during such Period for AFG senior executives) and will cease as of the renewal date for policies issued on or before the last day within the last year of the Salary Continuation Period.
10. **AFG RETIREMENT AND SAVINGS PLAN.**
  - a. **401(k) Savings Account.** You are fully (100%) vested in your 401(k) account. Your normal payroll deduction for your 401(k) account deferral will continue through the Salary Continuation Period. If you do not wish the deferral to be taken, you can contact AFG In-Touch at 800.458.2387. You will be eligible for any 401(k) Company Match applicable for covered compensation in Plan Years 2003, 2004, 2005, 2006 and 2007 covered in the Salary Continuation Period. Distribution of your Account will all be made under normal plan parameters.
  - b. **Retirement Account / Auxiliary RASP.** You are fully (100%) vested in your AFG retirement account and Auxiliary RASP account. You will be eligible for any contributions applicable to those accounts on covered compensation during Plan Years covered in the Salary Continuation Period. Distribution will be made under normal plan parameters. Call AFG In-Touch for details.
11. **SURVIVORSHIP.** In the event of your death or disability during the Salary Continuation Period (but only if you are not at the time of your death in breach of Paragraphs 18, 19, 20 and/or 23), any payments remaining under Paragraph 3

will be made by AFG to your current spouse, Courtney (if she survives you and was still married to you) or to your estate if your current spouse, Courtney, dies before you do or if you are no longer married to her at the time of your death. Payments will be made on the same schedule called for in those Paragraphs. If payments to Courtney begin under this Paragraph and she then dies while any payments remain, any remaining payments due under those Paragraphs will be made to her estate. AFG shall have the right, at its option, to obtain life insurance on your life in the amount of the salary continuation payable under this Agreement and you shall cooperate with AFG to the extent reasonably necessary to enable AFG to obtain such policy.

12. PLAN SPONSOR. The Plans covered in Paragraphs 3, 5, 6 and 10 are AFG sponsored plans.
13. OTHER BENEFITS. Your eligibility for all other benefits not specifically mentioned herein will cease as of June 6, 2003, the last active day of your employment. The Company reserves the right to revise, amend or terminate any benefit plan at any time.
14. COMPANY PROPERTY. You agree to immediately return all AFG property that has been entrusted to you.
15. OFFICE SPACE; OTHER. At its sole cost and expense, the Company will provide you during the Salary Continuation Period with (i) your current office on the ninth floor and current two parking spaces at the Chiquita building for yourself and administrative staff or another office and other parking spaces comparable to your current office and parking spaces, (ii) information technology support, network connection and copiers comparable to those which you currently enjoy, and (iii) security services comparable to those currently provided to you.
16. ADMINISTRATIVE STAFF. At its sole cost and expense, including normal employee benefits based on average number of hours worked, the Company will employ two administrative assistants upon the same terms as those with whom you currently work during the Salary Continuation Period.
17. COMPANY AIRCRAFT. For the security of you and you and your family, you are encouraged to use the Company aircraft when engaged in Company business matters and up to fifteen hours per calendar year for the personal travel of you or your immediate family. Such usage shall be at the Company's sole cost and expense, and if personal use, shall be reflected in your compensation as it has in the past.
18. NON-SOLICITATION / NON-HIRE OF COMPANY EMPLOYEES. During the Salary Continuation Period, you agree that you will not directly or indirectly solicit for employment or consulting services or hire or retain any person who is employed by AFG on June 6, 2003 or who was employed by AFG in the twelve months prior to June 6, 2003.
19. NON-COMPETE. For the Salary Continuation Period you agree that you will not:
  - a. directly or indirectly compete with AFG in seeking investment opportunities in which AFG has an investment in the property and casualty insurance business or annuity, life and supplement health insurance business within any state where AFG offers its insurance products or services for purposes of selling or attempting to sell any products or services that compete directly with insurance products or services (including without limitation annuities and insurance brokerage services) sold by AFG; nor
  - b. solicit or initiate contact with any insurance agents or customers with whom AFG does or has done business or actively solicited to do business within the twelve month period prior to June 6, 2003 for purposes of selling or attempting to sell any products or services that compete directly with insurance products or services (including without limitation annuities and insurance brokerage services) sold by AFG.

You acknowledge that for purposes of this Paragraph 19 Infinity Property and Casualty Corporation is included as a part of AFG.

20. CONFIDENTIAL INFORMATION. During the term of your employment, you have had access to and become familiar with various trade secrets and other confidential information of AFG. This may include but is not limited to sales and marketing strategies, pricing, rates, commission and fee structures, salaries, financial data, products and product lines, the identity of the agents or organizations with which AFG does business or may do business and other information. You agree that AFG has taken reasonable steps to preserve the confidentiality of these trade secrets and other confidential information. You agree not to disclose, directly or indirectly, or use in any way any such trade secrets or other confidential information. You also agree that you will not take with you any originals or copies of any information which you or any other person developed regarding AFG or its trade secrets or other confidential information.
21. OTHER EMPLOYMENT. AFG acknowledges that its obligations under this Agreement (except as provided in Paragraph 3) continue in the event of your employment with another entity, subject to your compliance with your obligations under this Agreement, including those in Paragraphs 18, 19 and 20.
22. REMEDIES. You recognize that a violation of Paragraphs 18, 19 and 20 would irreparably injure AFG. Accordingly, you agree that AFG may, in addition to pursuing its remedies at law, obtain emergency and injunctive relief and that no bond or security shall be required. In addition, any breach of these paragraphs will entitle AFG to suspend any further payments under this Agreement while pursuing its remedies at law or equity.
23. AVAILABILITY. You agree to make yourself available to answer questions and advise AFG upon reasonable request during the Salary Continuation Period. During the Salary Continuation Period, you will also use your best efforts to make yourself available at reasonable times and for reasonable periods of time if your cooperation is required or requested to assist AFG in connection with litigation or regulatory inquiries relating to matters arising while you were an officer of AFG.
24. GENERAL RELEASE OF AFG. Except as provided herein, you hereby irrevocably and unconditionally release, acquit and forever discharge AFG (including stockholders, subsidiaries, affiliates and any of their directors, officers, employees and all persons acting through them) from any and all claims, obligations, administrative actions, damages, suits and expenses of any nature whatsoever, known or unknown, that exist or could exist, through the date on which

this Agreement is signed. This release includes, but is not limited to, claims under state and federal law; claims under any employee stock plan in which you participated; claims of contract and quasi-contract; and claims of wrongful discharge, whistle-blowing and violation of public policy. Notwithstanding the above, the foregoing release does not include claims for fraud, willful misconduct or criminal acts on the part of AFG, claims under this Agreement or claims under the indemnification agreement described in Paragraph 27 below.

25. GENERAL RELEASE OF KEITH E. LINDNER. Except as provided herein, AFG hereby irrevocably and unconditionally releases, acquits and forever discharges you (and your heirs, successors and assigns) from any and all claims, obligations, administrative actions, damages, suits and expenses of any nature whatsoever, known or unknown, that exist or could exist through the date on which this Agreement is signed. This release includes, but is not limited to, claims under state and federal law and claims of contract and quasi-contract. Notwithstanding the above, the foregoing release does not include claims for fraud, willful misconduct or criminal act on your part or claims under this Agreement.
26. CONFIDENTIALITY. It is understood and agreed that you will keep the terms of this Agreement confidential and shall not disclose the Agreement, its existence or the terms thereof to any person or other entity other than as may be required by law or corporate requirements, or to your spouse, attorney, and tax advisor. You may disclose to potential employers or employers (or employment firms which represent them) that you are subject to the restrictions and obligations contained in Paragraphs 18, 19 and 20 of this Agreement.
27. INDEMNIFICATION AGREEMENT. AFG acknowledges that the indemnification agreement between it and you dated June 19, 2002 remains in full force and effect in connection with any claims (as defined in such agreement) brought against you as a result of your position as a director or officer of AFG or any of its subsidiaries. Your service under this Agreement has been designated as an "indemnified capacity" by AFG's Board of Directors for purposes of that indemnification agreement, thereby extending the benefits of that indemnification agreement to your service under this Agreement.
28. CONSIDERATION. In executing this Agreement, you acknowledge that in exchange for the release contained in Paragraph 24, AFG is providing you with total consideration which exceeds what you would have received and were entitled to under AFG policies and practices had you not given this release and that this consideration has been determined pursuant to open, arms length negotiations.
29. ENTIRE AGREEMENT. This is the entire agreement between you and AFG. It is entered into knowingly and voluntarily by you.
30. APPLICABLE LAW. This Agreement is made and entered into in the State of Ohio, and shall in all respects be interpreted, enforced and governed by the laws of the State of Ohio.
31. BINDING ON PARTIES. This Agreement shall be binding upon and shall inure to the benefit of the parties and their heirs, legal representatives, executors, administrators, successors and permitted assigns. All items of this Agreement shall survive a change in control of AFG. Neither party may assign or transfer this Agreement, or any rights or obligations hereunder, without the prior written consent of the other party, which consent will not be unreasonably withheld.
32. SEVERABILITY. If any provision of this Agreement is held to be illegal, invalid, or unenforceable in any respect, the parties agree that such term or provision shall be deemed to be modified to the extent necessary to permit its enforcement to the maximum extent permitted by applicable law.
33. MATERIALITY. Each of the above listed obligations are material and any breach will entitle the non-breaching party to enforce this Agreement in a court of law.

Keith, if after review of this Agreement, you find that it accurately and completely sets forth the agreement between you and AFG, please sign, date and return the original to Jim Kennedy at the address below.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Very truly yours,

AMERICAN FINANCIAL GROUP, INC.

By: /s/James E. Evans  
James E. Evans  
Senior Vice President and General Counsel

ACCEPTED AND AGREED:

/s/ Keith E. Lindner  
Keith E. Lindner

Date

Return signed original to:  
James C. Kennedy, Vice President, Deputy  
General Counsel & Secretary  
American Financial Group, Inc.  
One East Fourth Street  
Cincinnati, OH 45202

## EXHIBIT 12 - COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES

(Dollars in Thousands)

	Three Months Ended <u>March 31, 2004</u>	Year Ended <u>December 31, 2003</u>
Pretax income excluding discontinued operations	\$111,351	\$270,968
Minority interest in subsidiaries having fixed charges (*)	4,827	44,013
Less undistributed equity in (earnings) losses of investees	1,413	(13,975)
Fixed charges:		
Interest on annuities	72,266	294,940
Interest expense	17,051	57,177
Interest on subsidiary trust obligations	4,461	1,473
Debt discount (premium) and expense	713	2,084
Portion of rentals representing interest	<u>3,176</u>	<u>12,703</u>
<b>EARNINGS</b>	<b><u>\$215,258</u></b>	<b><u>\$669,383</u></b>
Fixed charges:		
Interest on annuities	\$ 72,266	\$294,940
Interest expense	17,051	57,177
Interest on subsidiary trust obligations	4,461	1,473
Debt discount (premium) and expense	713	2,084
Portion of rentals representing interest	3,176	12,703
Pretax preferred dividend requirements of subsidiaries	<u>-</u>	<u>27,543</u>
<b>FIXED CHARGES</b>	<b><u>\$ 97,667</u></b>	<b><u>\$395,920</u></b>
Ratio of Earnings to Fixed Charges	<u>2.20</u>	<u>1.69</u>
Earnings in Excess of Fixed Charges	<u>\$117,591</u>	<u>\$273,463</u>

(\*) Amounts include subsidiary preferred dividends and accrued distributions on preferred securities of consolidated trusts for the year ended December 31, 2003.

EXHIBIT 31(a)

SARBANES-OXLEY SECTION 302(a) CERTIFICATIONS

I, Carl H. Lindner, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Financial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 7, 2004

BY: s/Carl H. Lindner  
Carl H. Lindner  
Chairman of the Board and  
Chief Executive Officer  
(principal executive officer)

## EXHIBIT 31(b)

## SARBANES-OXLEY SECTION 302(a) CERTIFICATIONS - CONTINUED

I, Fred J. Runk, certify that:

1. I have reviewed this quarterly report on Form 10-Q of American Financial Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 7, 2004

BY: s/Fred J. Runk  
Fred J. Runk  
Senior Vice President and Treasurer  
(principal financial officer)

EXHIBIT 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002

In connection with the filing with the Securities and Exchange Commission of the Quarterly Report of American Financial Group, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2004 (the "Report"), the undersigned officers of the Company, certify, pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that to the best of their knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

May 7, 2004  
Date

BY: s/Carl H. Lindner  
Carl H. Lindner  
Chairman of the Board and  
Chief Executive Officer

May 7, 2004  
Date

BY: s/Fred J. Runk  
Fred J. Runk  
Senior Vice President and Treasurer

**A signed original of this written statement will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.**