

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 2007

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

**Securities Registered Pursuant to Section 12(b) of the Act:**

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock	New York Stock Exchange and Nasdaq Global Select Market
7-1/8% Senior Debentures due April 15, 2009	New York Stock Exchange
7-1/8% Senior Debentures due February 3, 2034	New York Stock Exchange

**Securities Registered Pursuant to Section 12(g) of the Act:** None

**Other securities for which reports are submitted pursuant to Section 15(d) of the Act:** None

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark whether the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the Registrant's most recently completed second fiscal quarter: \$3.0 billion.

Indicate the number of shares outstanding of each of the Registrant's classes of common stock, as of the latest practicable date: 113,623,992 shares (excluding 14.9 million shares owned by subsidiaries) as of February 1, 2008.

**Documents Incorporated by Reference:**

Proxy Statement for 2008 Annual Meeting of Stockholders (portions of which are incorporated by reference into Part III hereof).

**AMERICAN FINANCIAL GROUP, INC.**

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## FORWARD-LOOKING STATEMENTS

This Form 10-K, chiefly in Items 1, 3, 5, 7 and 8, contains certain forward-looking statements that are subject to numerous assumptions, risks or uncertainties. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Some of the forward-looking statements can be identified by the use of words such as "anticipates", "believes", "expects", "estimates", "intends", "plans", "seeks", "could", "may", "should", "will" or the negative version of those words or other comparable terminology. Such forward-looking statements include statements relating to: expectations concerning market and other conditions and their effect on future premiums, revenues, earnings and investment activities; recoverability of asset values; expected losses and the adequacy of reserves for asbestos, environmental pollution and mass tort claims; rate changes; and improved loss experience.

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

- changes in financial, political and economic conditions, including changes in interest rates and any extended economic recessions or expansions, performance of securities markets, our ability to estimate accurately the likelihood, magnitude and timing of any losses in connection with investments in the residential mortgage market, especially in the subprime sector, and the availability of capital;
- regulatory actions;
- changes in legal environment affecting AFG or its customers;
- tax law changes;
- levels of natural catastrophes, terrorist activities (including any nuclear, biological, chemical or radiological events), incidents of war and other major losses;
- development of insurance loss reserves and other reserves, particularly with respect to amounts associated with asbestos and environmental claims;
- the unpredictability of future litigation if certain settlements do not become effective;
- trends in persistency, mortality and morbidity;
- availability of reinsurance and ability of reinsurers to pay their obligations;
- competitive pressures, including the ability to obtain adequate rates; and
- changes in AFG's credit ratings or the financial strength ratings assigned by major ratings agencies to our operating subsidiaries.

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

### PART I

#### ITEM 1

##### Business

Please refer to "Forward-Looking Statements" following the Index in front of this Form 10-K.

##### Introduction

American Financial Group, Inc. ("AFG") is a holding company that, through subsidiaries, is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses, and in the sale of traditional fixed, indexed and variable annuities and a variety of supplemental insurance products. AFG was incorporated as an Ohio corporation in 1997. Its address is One East Fourth Street, Cincinnati, Ohio 45202; its phone number is (513) 579-2121. SEC filings, news releases, AFG's Code of Ethics applicable to directors, officers and employees and other information may be accessed free of charge through AFG's Internet site at: [www.afginc.com](http://www.afginc.com). (Information on AFG's Internet site is not part of this Form 10-K.)

At February 1, 2008, AFG's Chairman of the Board (Carl H. Lindner) and its Co-CEOs (Carl H. Lindner III and S. Craig Lindner, sons of the Chairman) beneficially owned 12.5%, 7.3% and 6.9%, respectively, of AFG's outstanding Common Stock. Another son (Keith E. Lindner) publicly reported in July 2007 that he beneficially owned shares representing 4.9% of AFG's outstanding Common Stock.

**Three-for-two Stock Split** All share and per share amounts (except number of shares authorized and the stated value of \$1.00 per share) presented in this Annual Report on Form 10-K have been adjusted for all periods presented to reflect the effect of a three-for-two Common Stock split that became effective December 15, 2006.

##### Property and Casualty Insurance Operations

The property and casualty group reports to a single senior executive and is comprised of multiple business units that operate autonomously but with certain central controls and accountability. The decentralized approach allows each unit the autonomy necessary to respond to local and specialty market conditions while capitalizing on the efficiencies of centralized investment and administrative support functions. AFG's property and casualty insurance operations employed approximately 5,300 persons as of December 31, 2007.

The primary objectives of AFG's property and casualty insurance operations are to achieve solid underwriting profitability and provide excellent service to its policyholders. Underwriting profitability is measured by the combined ratio, which is a sum of the ratios of losses, loss adjustment expenses ("LAE"), underwriting expenses and policyholder dividends to premiums. A combined ratio under 100% is indicative of an underwriting profit. The combined ratio does not reflect investment income, other income, or federal income taxes.

While many costs included in underwriting are readily determined (commissions, administrative expenses, and many of the losses on claims reported), the process of determining overall underwriting results is highly dependent upon the use of estimates in the case of losses incurred or expected but not yet reported or developed. Actuarial procedures and projections are used to obtain "point estimates" of ultimate losses. While the process is imprecise and develops amounts which are subject to change over time, management believes that the liabilities for unpaid losses and loss adjustment expenses are adequate.

AFG's statutory combined ratio averaged 88.6% for the period 2005 to 2007 (or 91.6% including 2007 and 2005 special charges of \$44 million and \$179 million, respectively, related to asbestos, environmental and other mass tort matters) as compared to 96.4% for the property and casualty industry over the same period (Source: "Best's Review/Preview - Property/Casualty" - January 2008 Edition). AFG believes that its specialty niche focus, product line diversification and underwriting discipline have contributed to the Company's ability to consistently

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outperform the industry's underwriting results. Management's philosophy is to refrain from writing business that is not expected to produce an underwriting profit even if it is necessary to limit premium growth to do so.

Financial data is reported in accordance with generally accepted accounting principles ("GAAP") for shareholder and other investment purposes and reported on a statutory basis for insurance regulatory purposes. In general, statutory accounting results in lower capital and surplus and lower net earnings than result from application of GAAP. Major differences include charging policy acquisition costs to expense as incurred rather than spreading the costs over the periods covered by the policies; reporting investment-grade bonds and redeemable preferred stocks at amortized cost rather than fair value; netting of reinsurance recoverables and prepaid reinsurance premiums against the corresponding liabilities; and charging to surplus certain assets, such as furniture and fixtures and agents' balances over 90 days old.

Unless indicated otherwise, the financial information presented for the property and casualty insurance operations herein is presented based on GAAP. Statutory information is provided for industry comparisons or where comparable GAAP information is

not readily available.

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" to the financial statements for the reconciliation of AFG's operating profit by significant business segment to the Statement of Earnings.

The following table shows the performance of AFG's property and casualty insurance operations (dollars in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Gross written premiums	\$3,980	\$3,934	\$3,699
Ceded reinsurance	(1,268)	(1,276)	(1,251)
Net written premiums	<u>\$2,712</u>	<u>\$2,658</u>	<u>\$2,448</u>
Net earned premiums	\$2,703	\$2,563	\$2,366
Loss and LAE	1,389	1,480	1,510
Special asbestos, environmental and other mass tort charges	44	-	179
Underwriting expenses	<u>820</u>	<u>765</u>	<u>652</u>
Underwriting gain	<u>\$ 450</u>	<u>\$ 318</u>	<u>\$ 25</u>
GAAP ratios:			
Loss and LAE ratio	52.9%	57.7%	71.4%
Underwriting expense ratio	<u>30.4</u>	<u>29.9</u>	<u>27.6</u>
Combined ratio	<u>83.3%</u>	<u>87.6%</u>	<u>99.0%</u>
Combined ratio excluding special A&E charges	<u>81.7%</u>	<u>87.6%</u>	<u>91.4%</u>
Statutory ratios:			
Loss and LAE ratio	53.4%	58.7%	74.7%
Underwriting expense ratio	<u>31.4</u>	<u>29.9</u>	<u>27.9</u>
Combined ratio	<u>84.8%</u>	<u>88.6%</u>	<u>102.6%</u>
Combined ratio excluding special A&E charges	<u>83.1%</u>	<u>88.6%</u>	<u>94.9%</u>
Industry statutory combined ratio (a)			
All lines	95.6%	92.4%	101.2%
Commercial lines	94.0%	91.2%	99.7%

(a) Ratios are derived from "Best's Review/Preview - Property/Casualty" (January 2008 Edition).

As with other property and casualty insurers, AFG's operating results can be adversely affected by unpredictable catastrophe losses. Certain natural disasters (hurricanes, earthquakes, tornadoes, floods, forest fires, etc.) and other incidents of major loss (explosions, civil disorder, terrorist events, fires, etc.) are classified as catastrophes by industry associations. Losses from these incidents are usually tracked separately from other business of insurers because of their sizable effects on overall operations. Total net losses to AFG's insurance

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operations from catastrophes, primarily hurricanes and tornadoes, were \$5 million in 2007; \$22 million in 2006; and \$60 million in 2005.

AFG generally seeks to reduce its exposure to catastrophes through individual risk selection, including minimizing coastal exposures, and the purchase of reinsurance. Due to upward revisions in industry models of correlated catastrophe exposure associated with writing both workers' compensation and excess property coverage in California, AFG decided to stop writing most of its earthquake-exposed excess property coverage in California beginning in April 2006. This excess property business had net written premiums of \$17 million in 2005. Prior to this action, AFG's excess property exposure to a catastrophic earthquake that industry models indicate could occur once in every 500 years (a "500-year event") was approximately 10% of AFG's shareholders' equity. Once the excess property policies expired in 2007, AFG's excess property exposure to a California earthquake 500-year event was reduced to less than 1% of AFG's equity at December 31, 2007. Similarly, AFG has minimal California workers' compensation exposure (less than 1.5% of equity) or windstorm exposure (less than 1% of equity) to a 500-year event.

AFG is focused on growth opportunities in what it believes to be more profitable specialty businesses where AFG personnel are experts in particular lines of business or customer groups. The following are examples of such specialty businesses:

#### **Property and Transportation**

##### *Inland and Ocean Marine*

Provides coverage primarily for builder's risk, contractor's equipment, property, motor truck cargo, marine cargo, boat dealers, marina operators/dealers and excursion vessels.

##### *Agricultural-related*

Provides federally reinsured multi-peril crop (allied lines) insurance covering most perils as well as crop hail, equine mortality and other coverages for full-time operating farms/ranches and agribusiness operations on a nationwide basis.

##### *Commercial Automobile*

Provides coverage for all types of vehicles in a broad range of businesses and markets customized insurance programs for various transportation operations (such as busses and trucks), and a specialized physical damage product for the trucking industry.

#### **Specialty Casualty**

<i>Executive and Professional Liability</i>	Markets coverage for directors and officers of businesses and not-for-profit organizations and for attorneys. Provides non-U.S. medical malpractice coverage beginning in 2008.
<i>Umbrella and Excess Liability</i>	Provides higher layer liability coverage in excess of primary layers.
<i>Excess and Surplus</i>	Provides liability, umbrella and excess coverage for unique, volatile or hard to place risks, using rates and forms that do not have to be approved by state insurance regulators.
<i>General Liability</i>	Provides coverage for contractor related businesses (primarily homebuilders liability), energy development and production risks, and underground storage tank installation and removal.
<i>Targeted Programs</i>	Includes coverage for social service agencies, leisure, entertainment and not-for-profit organizations, customized solutions for other targeted markets and alternative risk programs using agency captives.

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**Specialty Financial**

<i>Fidelity and Surety</i>	Provides fidelity and crime coverage for government, mercantile and financial institutions and surety coverage for various types of contractors and public and private corporations.
<i>Lease and Loan Services</i>	Provides coverage for insurance risk management programs for lending and leasing institutions, including vehicle and equipment leasing and collateral and mortgage protection.
<b>California Workers' Compensation</b>	
<i>Workers' Compensation</i>	Writes coverage for prescribed benefits payable to employees (principally in California) who are injured on the job.

Management believes specialization is the key element to the underwriting success of these business units. Each unit has separate management with significant operating autonomy to oversee the important operational functions of its business such as underwriting, pricing, marketing, policy processing and claims service. These specialty businesses are opportunistic and their premium volume will vary based on prevailing market conditions. AFG continually evaluates expansion in existing markets and opportunities in new specialty markets that meet its profitability objectives. For example, in January 2008, AFG acquired a majority interest in Marketform Group Limited, a Lloyd's insurer that is a leader in the non-U.S. medical malpractice market, and all of Strategic Comp Holdings, LLC, a provider of workers' compensation programs in the United States.

The U.S. geographic distribution of AFG's statutory direct written premiums in 2007 compared to 2003 is shown below. Amounts exclude business written under special arrangements on behalf of, and fully reinsured to, the purchasers of the divisions sold.

	<u>2007</u>	<u>2003</u>		<u>2007</u>	<u>2003</u>
California	14.7%	20.7%	Indiana	2.5%	2.0%
Texas	8.0	8.7	Pennsylvania	2.4	2.8
Florida	7.4	5.8	Georgia	2.3	2.9
Illinois	6.1	4.4	Ohio	2.3	3.0
New York	4.4	5.0	North Carolina	2.3	*
Kansas	3.2	*	New Jersey	2.1	2.6
Michigan	3.0	2.1	Missouri	2.1	2.1
Oklahoma	2.7	2.6	Nebraska	2.0	*
			Other	<u>32.5</u>	<u>35.3</u>
				<u>100.0%</u>	<u>100.0%</u>

(\*) less than 2%, included in "Other"

The following table sets forth a distribution of statutory net written premiums for AFG's specialty insurance businesses by statutory annual statement line for 2007 compared to 2003.

	<u>2007</u>	<u>2003</u>
Other liability	21.9%	29.0%
Allied lines	12.1	3.8
Inland marine	11.4	6.9
Workers' compensation	10.5	16.5
Auto liability	8.2	8.8
Commercial multi-peril	8.0	7.7
Auto physical damage	7.7	4.8
Fidelity and surety	5.7	5.6
Collateral protection	5.0	5.3
Product liability	3.7	3.5
Ocean marine	2.7	3.4
Other	<u>3.1</u>	<u>4.7</u>
	<u>100.0%</u>	<u>100.0%</u>

For a discussion of the performance of AFG's specialty businesses see *Management's Discussion and Analysis - "Results of Operations - Property and Casualty Insurance - Underwriting."*

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The following table shows independent ratings and 2007 net written premiums (in millions) of AFG's major property and casualty insurance subsidiaries. Such ratings are generally based on concerns for policyholders and agents and are not directed toward the protection of investors. AFG believes that maintaining an S&P rating of at least "A-" is important to compete successfully in certain lines of business. During 2007, AM Best raised its financial strength rating for American Empire Surplus Lines from "A" to "A+".

Company	Ratings		Net Written Premiums
	AM Best	S&P	
Great American Pool(*)	A	A	\$1,803
Mid-Continent	A	A	283
Republic Indemnity	A	A	233
American Empire Surplus Lines	A+	A	86
National Interstate	A	not rated	272
Other			<u>35</u>
			<u>\$2,712</u>

(\*) The Great American Pool represents Great American Insurance Company ("GAI") and 10 subsidiaries.

### Reinsurance

Consistent with standard practice of most insurance companies, AFG reinsures a portion of its business with other insurance companies and assumes a relatively small amount of business from other insurers. AFG uses reinsurance for two primary purposes: (i) to provide higher limits of coverage than it would otherwise be willing to provide (i.e. large line capacity) and (ii) to protect its business from the impact of catastrophes. The availability and cost of reinsurance are subject to prevailing market conditions, which may affect the volume and profitability of business that is written. AFG is subject to credit risk with respect to its reinsurers, as the ceding of risk to reinsurers does not relieve AFG of its liability to its insureds until claims are fully settled.

The commercial marketplace requires large policy limits (\$25 million or more) in several of AFG's lines of business, including certain executive and professional liability, umbrella and excess liability, and fidelity and surety coverages. Since these limits exceed management's desired exposure to an individual risk, AFG enters into reinsurance agreements to reduce its net exposure under such policies to an acceptable level. Reinsurance continues to be available for this type of exposure with satisfactory pricing and terms.

AFG has taken steps to limit its exposure to wind and earthquake losses by purchasing catastrophe reinsurance. In addition, AFG purchases catastrophe reinsurance for its workers' compensation businesses. Although market availability at reasonable prices for such reinsurance has become more difficult over the past few years, AFG has been able to obtain reinsurance coverage in adequate amounts at acceptable rates due to management's decision to limit overall exposure to catastrophe losses through individual risk selection (including minimizing coastal exposures) and the Company's limited historical catastrophe losses.

In addition to the large line capacity and catastrophe reinsurance programs discussed above, AFG purchases reinsurance on a line-by-line basis. AFG regularly reviews the financial strength of its current and potential reinsurers. These reviews include consideration of credit ratings, available capital, claims paying history and expertise. This process periodically results in the transfer of risks to more financially secure reinsurers. Substantially all reinsurance is ceded to companies with investment grade or better S&P ratings or is secured by "funds withheld" or other collateral. Under "funds withheld" arrangements, AFG retains ceded premiums to fund ceded losses as they become due from the reinsurer. Recoverables from the following companies were individually between 5% and 10% of AFG's total reinsurance recoverable (net of payables to reinsurers) at December 31, 2007: Ohio Casualty Insurance Company, Swiss Reinsurance America Corporation, XL Reinsurance America, Inc., Everest Reinsurance Company, Munich Reinsurance America, Inc. and Berkley Insurance Company.

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Reinsurance is provided on one of two bases, facultative or treaty. Facultative reinsurance is generally provided on a risk by risk basis. Individual risks are ceded and assumed based on an offer and acceptance of risk by each party to the transaction. AFG purchases facultative reinsurance, both pro rata and excess of loss, depending on the risk and available reinsurance markets. Treaty reinsurance provides for risks meeting prescribed criteria to be automatically ceded and assumed according to contract provisions.

The following table presents (by type of coverage) the amount of each loss above the specified retention maximum generally covered by treaty reinsurance programs (in millions):

Coverage	Retention Maximum	Reinsurance Coverage(a)
California Workers' Compensation	\$ 2.1	\$147.9
Other Workers' Compensation	2.0	48.0
Commercial Umbrella	4.2	45.8
Property - General	2.5	97.5
Property - Catastrophe	21.2	128.8

(a) Reinsurance covers substantial portions of losses in excess of retention. However, in general, losses resulting from terrorism are not covered.

In addition to the coverage shown above, AFG reinsures a portion of its crop insurance business through the Federal Crop Insurance Corporation ("FCIC"). The FCIC offers both proportional (or "quota share") and non-proportional coverages. The proportional coverage provides that a fixed percentage of risk is assumed by the FCIC. The non-proportional coverage allows AFG to select desired retention of risk on a state-by-state, county, crop or plan basis. AFG typically reinsures 20% to 30%



(a) Cumulative deficiency (redundancy):

Special A&E charges, settlements and reallocations	16.3%	10.3%	10.6%	10.8%	7.6%	6.5%	7.7%	7.0%	1.2%	1.2%
Other	<u>2.4%</u>	<u>0.1%</u>	<u>5.3%</u>	<u>12.7%</u>	<u>18.9%</u>	<u>15.6%</u>	<u>10.3%</u>	<u>0.7%</u>	<u>(2.4%)</u>	<u>(3.8%)</u>
Total	<u>18.7%</u>	<u>10.4%</u>	<u>15.9%</u>	<u>23.5%</u>	<u>26.5%</u>	<u>22.1%</u>	<u>18.0%</u>	<u>7.7%</u>	<u>(1.2%)</u>	<u>(2.6%)</u>

N/A

The following is a reconciliation of the net liability to the gross liability for unpaid losses and LAE.

	1997	1998	1999	2000	2001	2002	2003	2004	2005	2006	2007
As originally estimated:											
Net liability shown above	\$3,490	\$3,430	\$3,321	\$3,282	\$3,338	\$3,466	\$2,901	\$3,155	\$3,619	\$3,791	\$3,868
Add reinsurance recoverables	<u>736</u>	<u>1,468</u>	<u>1,571</u>	<u>1,324</u>	<u>1,525</u>	<u>1,804</u>	<u>2,059</u>	<u>2,234</u>	<u>2,243</u>	<u>2,309</u>	<u>2,300</u>
Gross liability	<u>\$4,226</u>	<u>\$4,898</u>	<u>\$4,892</u>	<u>\$4,606</u>	<u>\$4,863</u>	<u>\$5,270</u>	<u>\$4,960</u>	<u>\$5,389</u>	<u>\$5,862</u>	<u>\$6,100</u>	<u>\$6,168</u>
As re-estimated at December 31, 2007:											
Net liability shown above	\$4,142	\$3,786	\$3,849	\$4,053	\$4,223	\$4,230	\$3,423	\$3,400	\$3,576	\$3,692	
Add reinsurance recoverables	<u>1,452</u>	<u>2,077</u>	<u>2,271</u>	<u>2,177</u>	<u>2,373</u>	<u>2,503</u>	<u>2,638</u>	<u>2,500</u>	<u>2,349</u>	<u>2,274</u>	
Gross liability	<u>\$5,594</u>	<u>\$5,863</u>	<u>\$6,120</u>	<u>\$6,230</u>	<u>\$6,596</u>	<u>\$6,733</u>	<u>\$6,061</u>	<u>\$5,900</u>	<u>\$5,925</u>	<u>\$5,966</u>	N/A
Gross cumulative Deficiency (redundancy) (a)	<u>32.5%</u>	<u>19.7%</u>	<u>25.1%</u>	<u>35.3%</u>	<u>35.6%</u>	<u>27.8%</u>	<u>22.2%</u>	<u>9.5%</u>	<u>1.1%</u>	<u>(2.2%)</u>	N/A

(a) Gross cumulative deficiency (redundancy):

Special A&E charges, settlements and reallocations	17.5%	9.0%	9.0%	9.6%	6.1%	5.1%	5.4%	5.0%	1.1%	1.0%
Other	<u>15.0%</u>	<u>10.7%</u>	<u>16.1%</u>	<u>25.7%</u>	<u>29.5%</u>	<u>22.7%</u>	<u>16.8%</u>	<u>4.5%</u>	<u>- %</u>	<u>(3.2%)</u>
Total	<u>32.5%</u>	<u>19.7%</u>	<u>25.1%</u>	<u>35.3%</u>	<u>35.6%</u>	<u>27.8%</u>	<u>22.2%</u>	<u>9.5%</u>	<u>1.1%</u>	<u>(2.2%)</u>

N/A

In evaluating the re-estimated liability and cumulative deficiency (redundancy), it should be noted that each percentage includes the effects of changes in amounts for prior periods. For example, AFG's \$44 million special A&E charge related to losses recorded in 2007, but incurred before 1997, is included in the re-estimated liability and cumulative deficiency (redundancy) percentage for each of the previous years shown. Conditions and trends that have affected development of the liability in the past may not necessarily exist in the future. Accordingly, it may not be appropriate to extrapolate future redundancies or deficiencies based on this table.

A significant portion of the adverse development in the tables is due to A&E exposures for which AFG has been held liable under general liability policies written prior to 1987, even though such coverage was not intended. Other factors affecting development in recent years included changes in the legal environment, including more liberal coverage decisions and higher jury awards, higher legal fees, the general state of the economy and medical cost inflation.

The differences between the liability for losses and LAE reported in the annual statements filed with the state insurance departments in accordance with statutory accounting principles ("SAP") and that reported in the accompanying consolidated financial statements in accordance with GAAP at December 31, 2007 are as follows (in millions):

Liability reported on a SAP basis, net of \$220 million of retroactive reinsurance	\$3,729
Reinsurance recoverables, net of allowance	2,300
Other	<u>139</u>
Liability reported on a GAAP basis	<u>\$6,168</u>

**Asbestos and Environmental Reserves ("A&E")** AFG's property and casualty group, like many others in the industry, has A&E claims arising in most cases from general liability policies written in years before 1987. The establishment of reserves for such A&E claims presents unique and difficult challenges and is subject to uncertainties significantly greater than those presented by other types of claims. For a discussion of these uncertainties, see *Item 7 - Management's Discussion and Analysis - "Uncertainties - Asbestos and Environmental-related Reserves"* and *Note K - "Commitments and Contingencies" to the Financial Statements*.

AFG has undertaken periodic reviews of its A&E reserves with the aid of an independent actuarial firm and specialty outside counsel. In the second quarter of 2007, AFG completed a comprehensive study of its asbestos and environmental exposures relating to the run-off operations of its property and casualty group. As a result of its study, AFG recorded a pretax charge of \$44.2 million, net of \$16.4 million in reinsurance recoverables. A similar study in 2005 resulted in a pretax charge of \$169 million, net of \$32 million in reinsurance recoverables. Management expects to conduct an internal comprehensive review of its A&E reserves in 2008 and an independent study in 2009. For a discussion of the A&E reserve strengthening, see *Management's Discussion and Analysis - "Results of Operations - Asbestos and Environmental Reserve Charge."*

The following table (in millions) is a progression of A&E reserves.

Reserves at beginning of year	\$432.3	\$461.0	\$330.6
Incurred losses and LAE	50.9	-	169.3
Paid losses and LAE	(60.4)	(32.2)	(38.9)
Reserves not previously classified as A&E	-	3.5	-
Reserves at end of year, net of reinsurance recoverable	422.8	432.3	461.0
Reinsurance recoverable, net of allowance	<u>63.6</u>	<u>85.4</u>	<u>79.4</u>
Gross reserves at end of year	<u>\$486.4</u>	<u>\$517.7</u>	<u>\$540.4</u>

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The survival ratio, which is an industry measure of A&E claim reserves, is derived by dividing reserves for A&E exposures by average annual paid losses over the past three years. At December 31, 2007, AFG's three year survival ratio was 11.5 times paid losses for the asbestos reserves and 9.6 times paid losses for the total A&E reserves. These ratios compare favorably with A.M. Best's most recent report on A&E survival ratios (November 2007) which were 8.6 for asbestos and 7.9 for total industry A&E reserves. Excluding amounts associated with the settlements of asbestos related coverage litigation for A.P. Green Industries (see "Legal Proceedings") and another large claim, AFG's three year survival ratio was 10.5 and 8.6 times paid losses for the asbestos reserves and total A&E reserves, respectively.

#### Marketing

The property and casualty insurance group directs its sales efforts primarily through independent property and casualty insurance agents and brokers, although portions are written through employee agents. Independent agents and brokers generally receive a commission on the sale of each policy. Some agents and brokers are eligible for a bonus commission based on the profitability of all of the policies placed with AFG by the broker or agent in a particular year. The property and casualty insurance group writes insurance through several thousand agents and brokers.

#### Competition

AFG's property and casualty insurance businesses compete with other individual insurers, state funds and insurance groups of varying sizes, some of which are mutual insurance companies possessing competitive advantages in that all their profits inure to their policyholders. See *Item 1A - "Risk Factors."* They also compete with self-insurance plans, captive programs and risk retention groups. Due to the specialty nature of these coverages, competition is based primarily on service to policyholders and agents, specific characteristics of products offered and reputation for claims handling. Price, commissions and profit sharing terms are also important factors. Management believes that sophisticated data analysis for refinement of risk profiles, extensive specialized knowledge and loss prevention service have helped AFG compete successfully.

#### Annuity and Supplemental Insurance Operations

##### General

AFG's annuity and supplemental insurance operations are conducted through Great American Financial Resources, Inc. ("GAFRI"). In September 2007, GAFRI completed the acquisition of the shares of its common stock not previously owned by AFG, increasing AFG's ownership from 81% to 100%. GAFRI's primary insurance subsidiaries include Great American Life Insurance Company ("GALIC"), Annuity Investors Life Insurance Company ("AILIC"), Loyal American Life Insurance Company ("Loyal"), United Teacher Associates Insurance Company ("UTA"), Continental General Insurance Company ("CGIC") and Central Reserve Life Insurance Company ("CRLIC"). These companies market retirement products, primarily fixed, indexed and variable annuities, and various forms of supplemental insurance. All of these companies sell their products through independent producers. In addition, CGIC and CRLIC use captive agents. GAFRI and its subsidiaries employed approximately 1,100 persons at December 31, 2007.

In August 2006, GAFRI acquired Ceres Group, Inc. ("Ceres") for approximately \$204 million in cash. Prior to the acquisition, Ceres' two primary insurance subsidiaries, CGIC and CRLIC, sold health and life insurance products through two primary business segments. Its senior segment included Medicare supplement and other senior health, life and annuity products for individuals age 55 and over. Its medical segment included major medical health insurance for individuals, families, associations and small businesses. In connection with the acquisition, Ceres' insurance subsidiaries entered into reinsurance agreements under which all of Ceres' medical business and half of its in-force senior business were ceded to unaffiliated companies. As a result of these reinsurance transactions, Ceres has paid approximately \$80 million in return of capital distributions to GAFRI since the acquisition. At December 31, 2007, Ceres had an additional \$20 million of excess capital available for future distributions. The retained Ceres business generated \$129 million in statutory premiums in 2007.

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In January 2006, GAFRI acquired the fixed annuity business written by Old Standard Life Insurance Company through a reinsurance transaction resulting in an increase of approximately \$280 million in both annuity benefits accumulated and cash and investments.

In January 2006, GAFRI sold its subsidiary, Great American Life Assurance Company of Puerto Rico, for \$37.5 million in cash.

Following is certain information concerning GAFRI's largest subsidiaries (dollars in millions).

Company	Principal Products	2007			
		Statutory Premiums	Policies In Force	AM Best Rating	S&P Rating
GALIC	Fixed and indexed annuities	\$1,271	388,000	A	A
AILIC	Fixed and variable annuities	319	113,000	A	A
UTA	Supplemental insurance	217	195,000	A-	Not rated
Loyal	Supplemental insurance	59	152,000	A	Not rated
CGIC	Supplemental insurance	89	135,000	B++	Not rated
CRLIC	Supplemental insurance	20	45,000	B++	Not rated

Statutory premiums of AFG's annuity and supplemental insurance companies over the last three years were as follows (in millions):

Premiums		
2007	2006	2005

Non-403(b) indexed annuities	\$ 874	\$ 608	\$ 69
Non-403(b) fixed annuities	268	375	467
403(b) fixed and indexed annuities	349	306	221
Variable annuities	<u>81</u>	<u>87</u>	<u>92</u>
Total annuities	1,572	1,376	849
Supplemental insurance	364	298	247
Life insurance	<u>59</u>	<u>53</u>	<u>51</u>
Total	<u>\$1,995</u>	<u>\$1,727</u>	<u>\$1,147</u>

During 2007, Standard & Poor's Rating Services raised its financial strength ratings for GALIC and AILIC to "A" from "A-". AFG believes that the ratings assigned by independent insurance rating agencies are important because agents, potential policyholders and school districts often use a company's rating as an initial screening device in considering annuity products. AFG believes that (i) a rating in the "A" category by A.M. Best is necessary to successfully market tax-deferred annuities to public education employees and other not-for-profit groups and (ii) a rating in the "A" category by at least one rating agency is necessary to successfully compete in other annuity markets. AFG's annuity and supplemental insurance entities also compete in markets other than the sale of tax-deferred annuities. Ratings are an important competitive factor; AFG believes that these entities can successfully compete in these markets with their respective ratings. AFG's annuity and supplemental insurance operations could be materially and adversely affected by ratings downgrades.

## Annuities

AFG's principal retirement products are Flexible Premium Deferred Annuities ("FPDAs") and Single Premium Deferred Annuities ("SPDAs"). Annuities are long-term retirement saving instruments that benefit from income accruing on a tax-deferred basis. The issuer of the annuity collects premiums, credits interest or earnings on the policy and pays out a benefit upon death, surrender or annuitization. FPDAs are characterized by premium payments that are flexible in both amount and timing as determined by the policyholder and are generally made through payroll deductions. SPDAs are generally issued in exchange for a one-time lump-sum premium payment.

Annuity contracts are generally classified as either fixed rate (including indexed) or variable. With a traditional fixed rate annuity, AFG seeks to maintain a desired spread between the yield on its investment portfolio and the rate it credits. AFG accomplishes this by: (i) offering crediting rates that it has the option to change after any initial guarantee period (subject to minimum interest rate guarantees); (ii) designing annuity products that encourage persistency; and (iii) maintaining an appropriate matching of assets and liabilities.

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During 2007, AFG sold \$874 million in non-403(b) indexed annuities, a 44% increase over 2006 and almost thirteen times the amount sold in 2005. This growth reflects both the success of new products introduced in mid-2005 and agent recruitment. An indexed annuity provides policyholders with the opportunity to receive a crediting rate tied, in part, to the performance of an existing market index (generally the S&P 500) while protecting against the related downside risk through a guarantee of principal (excluding surrender charges). AFG purchases call options designed to offset the effect of the index participation in the liabilities associated with indexed annuities.

In addition to traditional fixed rate and indexed annuities, AFG offers variable annuities. With a variable annuity, the earnings credited to the policy vary based on the investment results of the underlying investment options chosen by the policyholder, generally without any guarantee of principal except in the case of death of the insured. Premiums directed to the underlying investment options maintained in separate accounts are invested in funds managed by various independent investment managers. AFG earns a fee on amounts deposited into separate accounts. Subject to contractual provisions, policyholders may also choose to direct all or a portion of their premiums to various fixed rate options, in which case AFG earns a spread on amounts deposited.

## Supplemental Insurance Products

Loyal and UTA offer a variety of supplemental insurance products through independent agents. Principal products include coverage for Medicare supplement, cancer, long-term care, accidental injury, short-term disability and hospital indemnity. CGIC and CRLIC offer Medicare supplement and other supplemental insurance products for individuals age 55 and older through independent agents and a captive agency force.

Although GALIC no longer issues new life insurance policies, it continues to service and receive renewal premiums on its in-force block of approximately 170,000 policies and \$28 billion gross (\$9 billion net) of life insurance in force at December 31, 2007.

## Marketing

The majority of AFG's FPDAs are sold in qualified markets under sections 403(b), 457 and 401(k) of the Internal Revenue Code. In the 403(b) and 457 markets, schools, government agencies and certain other not-for-profit organizations may allow employees to save for retirement through contributions made on a before-tax basis. In the 401(k) market, both for-profit and not-for-profit organizations may establish qualified retirement plans whereby employees are eligible to save for retirement through contributions made primarily on a before-tax basis. Federal income taxes are not payable on pretax contributions or earnings until amounts are withdrawn.

AFG sells its fixed rate annuities primarily through a network of 200 managing general agents ("MGAs") who, in turn, direct approximately 3,300 actively producing independent agents. The top 10 MGAs accounted for approximately one-half of AFG's fixed rate annuity premiums in 2007. The largest MGA represented approximately 12% of total fixed rate annuity premiums in 2007.

In recent years, AFG has offered its variable annuity as an ancillary product solely through its 403(b) and 401(k) sales channels. Approximately one-half of AFG's variable annuity sales in 2007 were made through a wholly-owned subsidiary, Great American Advisors, Inc. ("GAA"). GAA is a broker/dealer licensed in all 50 states to sell stocks, bonds, options, mutual funds and variable insurance contracts through independent representatives and financial institutions. GAA also acts as the principal underwriter and distributor for AFG's variable annuity products.

AFG is licensed to sell its fixed annuity products in all 50 states; it is licensed to sell its variable products in all states except New York and Vermont. In 2007, no individual state accounted for more than 10% of AFG's annuity premiums other than California (12%) and Washington (12%). At December 31, 2007, AFG had approximately 395,000 annuity policies in force.

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## Competition

AFG's annuity and supplemental insurance businesses operate in highly competitive markets. They compete with other insurers and financial institutions based on many factors, including: (i) ratings; (ii) financial strength; (iii) reputation; (iv) service to policyholders and agents; (v) product design (including interest rates credited, index participation and

premium rates charged); (vi) commissions; and (vii) number of school districts in which a company has approval to sell. Since most policies are marketed and distributed through independent agents, the insurance companies must also compete for agents.

No single insurer dominates the markets in which AFG's annuity and supplemental insurance businesses compete. See *Item 1A - "Risk Factors."* Competitors include (i) individual insurers and insurance groups, (ii) mutual funds and (iii) other financial institutions. In a broader sense, AFG's annuity and supplemental insurance businesses compete for retirement savings with a variety of financial institutions offering a full range of financial services. Financial institutions have demonstrated a growing interest in marketing investment and savings products other than traditional deposit accounts.

Sales of annuities, including renewal premiums, are affected by many factors, including: (i) competitive annuity products and rates; (ii) the general level and volatility of interest rates, including the shape of the yield curve; (iii) the favorable tax treatment of annuities; (iv) commissions paid to agents; (v) services offered; (vi) ratings from independent insurance rating agencies; (vii) other alternative investments; (viii) performance and volatility of the equity markets; (ix) media coverage of annuities; (x) regulatory developments regarding suitability and the sales process; and (xi) general economic conditions.

### Other Operations

Through subsidiaries, AFG is engaged in a variety of other operations, including commercial real estate operations in Cincinnati (office buildings and The Cincinnati Hotel), New Orleans (Le Pavillon Hotel), New Hampshire (Mountain View Grand Resort), Chesapeake Bay (Skipjack Cove Yachting Resort and Bay Bridge Marina), Charleston (Charleston Harbor Resort and Marina), Palm Beach (Sailfish Marina and Resort) and apartments in Louisville, Pittsburgh and Tampa Bay. These operations employed approximately 500 full-time employees at December 31, 2007.

### Investment Portfolio

**General** A summary of AFG's fixed maturity investments and equity securities is shown in Note D to the financial statements. For additional information on AFG's investments, see Item 7 - *Management's Discussion and Analysis - "Investments."* Portfolio yields are shown below.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Yield on Fixed Income Investments (a):			
Excluding realized gains and losses	5.8%	5.8%	5.7%
Including realized gains and losses	5.7%	5.6%	5.6%
Yield on Equity Securities (a):			
Excluding realized gains and losses	2.8%	3.0%	3.8%
Including realized gains and losses	(5.8%)	8.8%	11.9%
Yield on Investments (a)(b):			
Excluding realized gains and losses	5.6%	5.7%	5.6%
Including realized gains and losses	5.2%	5.7%	5.8%

(a) Based on amortized cost; excludes effects of changes in unrealized gains. Realized losses include impairment charges.

(b) Excludes "Real Estate and Other Investments."

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The table below compares total returns on AFG's fixed income and equity securities to comparable public indices. While there are no directly comparable indices to AFG's portfolio, the two shown below are widely used benchmarks in the industry. Both AFG's performance and the indices include changes in unrealized gains and losses.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Total return on AFG's fixed income investments	5.8%	5.0%	3.4%
Lehman Universal Bond Index	6.5%	5.0%	2.7%
Total return on AFG's equity securities	(15.8%)	19.1%	5.8%
Standard & Poors 500 Index	5.5%	15.8%	4.9%

### Fixed Maturity Investments

AFG's bond portfolio is invested primarily in taxable bonds. The National Association of Insurance Commissioners ("NAIC") assigns quality ratings, which range from Class 1 (highest quality) to Class 6 (lowest quality). The following table shows AFG's available for sale bonds and redeemable preferred stocks, by NAIC designation (and comparable Standard & Poor's Corporation rating) as of December 31, 2007 (dollars in millions).

NAIC Rating	Comparable S&P Rating	Amortized Cost	Fair Value	
			Amount	%
1	AAA, AA, A	\$11,540	\$11,527	76%
2	BBB	<u>2,750</u>	<u>2,736</u>	<u>18</u>
	Total investment grade	<u>14,290</u>	<u>14,263</u>	<u>94</u>
3	BB	500	484	3
4	B	258	254	2
5	CCC, CC, C	132	128	1
6	D	<u>8</u>	<u>12</u>	<u>*</u>
	Total noninvestment grade	<u>898</u>	<u>878</u>	<u>6</u>
	Total	<u>\$15,188</u>	<u>\$15,141</u>	<u>100%</u>

(\*) less than 1%

AFG invests in bonds and redeemable preferred stocks that have primarily intermediate-term maturities. This practice is designed to allow flexibility in reacting to fluctuations of interest rates.

## **Equity Investments**

At December 31, 2007, AFG held equity securities with a fair value of \$923 million, the largest of which are a \$107 million investment in Insurance Services Office, Inc., a provider of risk information for insurance companies, and a \$61 million investment in National City Corporation, a Cleveland-based commercial bank. At December 31, 2007, AFG recorded an impairment charge of \$64.2 million to reduce its investment in National City to fair value.

## **Regulation**

AFG's insurance company subsidiaries are subject to regulation in the jurisdictions where they do business. In general, the insurance laws of the various states establish regulatory agencies with broad administrative powers governing, among other things, premium rates, solvency standards, licensing of insurers, agents and brokers, trade practices, forms of policies, maintenance of specified reserves and capital for the protection of policyholders, deposits of securities for the benefit of policyholders, investment activities and relationships between insurance subsidiaries and their parents and affiliates. Material transactions between insurance subsidiaries and their parents and affiliates generally must receive prior approval of the applicable insurance regulatory authorities and be disclosed. In addition, while differing from state to state, these regulations typically restrict the maximum amount of dividends that may be paid by an insurer to its shareholders in any twelve-month period without advance regulatory approval. Such limitations are generally based on net earnings or statutory surplus. Under applicable restrictions, the maximum amount of dividends available to AFG in 2008 from its insurance subsidiaries without seeking regulatory clearance is approximately \$464 million.

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Legislation has been proposed to establish a procedure for larger, commercial insurers to be regulated under an optional federal charter. The implications of this proposal on AFG's insurance operations cannot be determined at this time.

In October, 2004 the New York State Attorney General commenced a lawsuit against Marsh and McLennan Companies, Inc., alleging, among other things, that through the use of contingent or excess commissions and other specified conduct, including bid rigging and price fixing, the firm had manipulated the insurance marketplace. The New York Attorney General also implicated some insurance companies, none of which were AFG subsidiaries. A number of other state Attorneys General subsequently commenced investigations of insurance producers and insurers concerning the allegations.

Some AFG insurance subsidiaries have received and responded to inquiries from Attorneys General of several states where the subsidiaries do business. Some insurers, not including any AFG subsidiaries, have resolved issues with certain states. See "*Legal Proceedings*" for information on the one suit filed by a state Attorney General against AFG subsidiaries.

AFG cannot estimate the scope or breadth of the results, timeframe and impact, if any, that the complete resolution of these inquiries may have on its business or on the insurance industry generally.

Most states have created insurance guaranty associations to provide for the payment of claims of insurance companies that become insolvent. Annual assessments for AFG's insurance companies have not been material.

## **ITEM 1A**

### **Risk Factors**

Following is a discussion of the most significant risk factors to investors in AFG securities.

#### **Intense competition could adversely affect AFG's profitability.**

The specialty insurance business is highly competitive and, except for regulatory considerations, there are relatively few barriers to entry. AFG's specialty insurance businesses compete with other individual insurers, state funds and insurance groups of varying sizes, some of which are mutual insurance companies possessing competitive advantages in that all their profits inure to their policyholders. In addition, certain foreign insurers can write business in the U.S. on a tax-advantaged basis and therefore hold a competitive advantage over AFG. AFG also competes with self-insurance plans, captive programs and risk retention groups. Peer companies and major competitors in some or all of AFG's specialty lines include ACE Ltd., American International Group Inc., Arch Capital Group Ltd., Chubb Corp., Cincinnati Financial Corp., CNA Financial Corp., Philadelphia Consolidated Holdings Corp., Markel Corp., Hartford Financial Services Group, HCC Insurance Holdings, Inc., Rural Community Insurance Company, The Travelers Companies Inc., W.R. Berkley Corp., XL Capital Ltd., and Zenith National Insurance Corp.

AFG's annuity and supplemental insurance businesses compete with individual insurers and insurance groups, mutual funds and other financial institutions. Competitors include ING Life Insurance and Annuity Company, Life Insurance Company of the Southwest, Midland National Life Insurance Company, Allianz Life Insurance Company of North America, Fidelity and Guaranty Life Insurance Company, Mutual of Omaha Insurance Company and Bankers Life and Casualty Company.

Competition is based on many factors, including service to policyholders and agents, product design, reputation for claims handling, ratings and financial strength. Price, commissions, fees, profit sharing terms and interest crediting rates are also important factors. Some of AFG's competitors have more capital and greater resources than AFG, and may offer a broader range of products and lower prices than AFG offers. If competition limits AFG's ability to write new or renewal business at adequate rates, its results of operations will be adversely affected.

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#### **AFG's revenues could be negatively affected if it is not able to attract and retain independent agents.**

AFG's reliance on the independent agency market makes it vulnerable to a reduction in the amount of business written by agents. Many of AFG's competitors also rely significantly on the independent agency market. Accordingly, AFG must compete with other insurance carriers for independent agents' business. Some of its competitors offer a wider variety of products, lower price for insurance coverage or higher commissions. Loss of a substantial portion of the business that AFG writes through independent agents could adversely affect AFG's revenues and profitability.

#### **AFG is subject to comprehensive regulation, and its ability to earn profits may be restricted by these regulations.**

As previously discussed under "Regulation," AFG is subject to comprehensive regulation by government agencies in the states where its insurance company subsidiaries are domiciled and where these subsidiaries issue policies and handle claims. AFG must obtain prior approval for certain corporate actions. The regulations may limit AFG's ability to obtain rate increases or take other actions designed to increase AFG's profitability. Such regulation is primarily intended for the protection of policyholders rather than securityholders.

Existing insurance-related laws and regulations may become more restrictive in the future or new restrictive laws may be enacted and, therefore, it is not possible to predict the potential effects of these laws and regulations. The costs of compliance or the failure to comply with existing or future regulations could harm AFG's financial results and its reputation with customers.

**The failure of AFG's insurers to maintain a commercially acceptable financial strength rating would have a significant negative effect on their ability to compete successfully.**

As discussed under "Property and Casualty Insurance Operations" and "Annuity and Supplemental Insurance Operations - General," financial strength ratings are an important factor in establishing the competitive position of insurance companies and

may be expected to have an effect on an insurance company's sales. A downgrade out of the "A" category in AFG's insurers' claims-paying and financial strength ratings could significantly reduce AFG's business volumes, adversely impact AFG's ability to access the capital markets and increase AFG's borrowing costs.

**AFG's results may fluctuate as a result of cyclical changes in the specialty insurance industry.**

The property and casualty group operates in a highly competitive industry that is affected by many factors that can cause significant fluctuations in its results of operations. The industry has historically been subject to pricing cycles characterized by periods of intense competition and lower premium rates (a "downcycle") followed by periods of reduced competition, reduced underwriting capacity due to lower policyholders' surplus and higher premium rates (an "upcycle"). The trend of AFG's underwriting results typically follows that of the industry and a prolonged downcycle could adversely affect AFG's results of operations.

**AFG's property and casualty reserves may be inadequate, which could significantly affect AFG's financial results.**

AFG's property and casualty insurance subsidiaries record reserve liabilities for the estimated payment of losses and loss adjustment expenses for both reported and unreported claims. Due to the inherent uncertainty of estimating reserves, it has been necessary in the past, and will continue to be necessary in the future, to revise estimated liabilities as reflected in AFG's reserves for claims and related expenses. While AFG recorded favorable development of \$99 million in 2007 and \$57 million in 2006, it had unfavorable development of \$199 million (due primarily to the A&E charge discussed under *Item 7 - "Management's Discussion and Analysis - Uncertainties"*) in 2005. The historic development of reserves for losses and loss adjustment expense may not necessarily reflect future trends in the development of

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these amounts. Accordingly, it is not appropriate to extrapolate redundancies or deficiencies based on historical information. To the extent that reserves are inadequate and are strengthened, the amount of such increase is treated as a charge to earnings in the period in which the deficiency is recognized.

**AFG's results could be negatively impacted by severe weather conditions or other catastrophes.**

AFG recorded catastrophe losses of \$5 million in 2007, \$22 million in 2006 (primarily from tornadoes) and \$60 million in 2005 (primarily due to hurricanes). Catastrophes (some of which are seasonal) can be caused by natural events such as hurricanes, windstorms, tornadoes, hailstorms, severe winter weather, earthquakes, explosions and fire, and by man-made events, such as terrorist attacks and riots. The extent of losses from a catastrophe is a function of the amount of insured exposure in the area affected by the event and the severity of the event. In addition, certain catastrophes could result in both property and non-property claims from the same event. A severe catastrophe or a series of catastrophes could result in losses exceeding AFG's reinsurance protection and may have a material adverse impact on its results of operations or financial condition.

**Volatility in crop prices could negatively impact AFG's financial results.**

Weather conditions and the level of crop prices in the commodities market heavily impact AFG's crop insurance business. These factors are inherently unpredictable and could result in significant volatility in the results of the crop insurance business from one year to the next.

**A significant decline in used car prices could negatively impact AFG's financial results.**

AFG's residual value business is heavily impacted by the level of used car prices obtained at auction. A significant decrease in the market value of used automobiles could result in significant losses and may have a material adverse impact on AFG's results of operations or its financial condition.

**The inability to obtain reinsurance or to collect on ceded reinsurance could adversely impact AFG's results.**

AFG relies on the use of reinsurance to limit the amount of risk it retains. The following amounts of gross property and casualty premiums have been ceded to other insurers: 2007 - \$1.3 billion (32%); 2006 - \$1.3 billion (32%); and 2005 - \$1.3 billion (34%). The availability and cost of reinsurance are subject to prevailing market conditions, which are beyond AFG's control and which may affect

AFG's level of business and profitability. AFG is also subject to credit risk with respect to its reinsurers, as the ceding of risk to reinsurers does not relieve AFG of its liability to insureds.

**Variations from the actuarial assumptions used to establish certain assets and liabilities in AFG's annuity and supplemental insurance business could negatively impact AFG's reported financial results.**

The earnings on certain products sold by AFG's annuity and supplemental insurance business depend significantly upon the extent to which actual experience is consistent with the assumptions used in setting reserves and establishing and amortizing deferred policy acquisition costs ("DPAC"). These assumptions relate to investment yields (and spreads over fixed annuity crediting rates), mortality, surrenders, annuitizations and, on some policies, morbidity. Developing such assumptions is complex and involves information obtained from company-specific and industry-wide data, as well as general economic information. These assumptions, and therefore AFG's results of operations, could be negatively impacted by changes in any of the factors listed above. For example, AFG recorded pretax charges of \$9 million in 2007 and \$14 million in 2005 related to unexpected increases in mortality in its run-off life operations. In 2005, AFG also recorded a pretax charge of \$16 million to write off DPAC and increase annuity liabilities due primarily to the negative effect of lower interest rates on expected future profits of its fixed annuity operations.

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**The continued threat of terrorism and ongoing military and other actions may adversely affect AFG's financial results.**

The continued threat of terrorism, both within the United States and abroad, and the ongoing military and other actions and heightened security measures in response to these types of threats, may cause significant volatility and declines in the equity markets in the United States, Europe and elsewhere, loss of life, property damage, additional disruptions to commerce and reduced economic activity. Actual terrorist attacks could cause losses from insurance claims related to AFG's property and casualty and life insurance operations with adverse financial consequences. In addition, some of the assets in AFG's investment portfolios may be adversely affected by declines in the capital markets and economic activity caused by the continued threat of terrorism, ongoing military and other actions and heightened security measures.

**Adverse securities market conditions can have significant negative effects on AFG's financial results.**

AFG's investment performance could be adversely impacted by the types of investments, industry groups and/or individual securities in which it invests. As of December 31, 2007, 85% of AFG's investment portfolio was invested in fixed maturity securities and 5% in equity securities. Mortgage-backed securities in which the underlying collateral is subprime mortgages represent 3% of AFG's total fixed maturity portfolio at December 31, 2007. Certain risks are inherent in connection with fixed maturity securities including loss upon default and price volatility in reaction to changes in interest rates and general market factors. AFG's equity securities are subject to market price volatility. See *Item 7A, "Quantitative and Qualitative Disclosures About Market Risk - Fixed Maturity Portfolio."*

AFG cannot predict whether and the extent to which industry sectors in which it maintains investments may suffer losses as a result of potential declines in commercial and economic activity, or how any such decline might impact the ability of companies within the affected industry sectors to pay interest or principal on their securities, or how the value of any underlying collateral might be affected.

Investment returns are an important part of AFG's overall profitability. Accordingly, adverse fluctuations in the fixed income or equity markets could adversely impact AFG's profitability, financial condition or cash flows.

**As a holding company, AFG is dependent on the operations of its insurance company subsidiaries to meet its obligations and pay future dividends.**

AFG is a holding company and a legal entity separate and distinct from its insurance company subsidiaries. As a holding company without significant operations of its own, AFG's principal sources of funds are dividends and other distributions from its insurance company subsidiaries. As discussed under "Regulation," state insurance laws limit the ability of insurance companies to pay dividends or other distributions and require insurance companies to maintain specified levels of statutory capital and surplus. AFG's rights to participate in any distribution of assets of its insurance company subsidiaries are subject to prior claims of policyholders and creditors (except to the extent that its rights, if any, as a creditor are recognized). Consequently, AFG's ability to pay debts, expenses and cash dividends to its shareholders may be limited.

**AFG may be adversely impacted by a downgrade in the ratings of its debt securities.**

AFG's debt securities are rated by Standard & Poor's, Moody's and Fitch, independent corporate credit rating agencies. AFG's senior indebtedness is currently rated BBB by Standard & Poor's, Baa2 by Moody's and BBB+ by Fitch. Securities ratings are subject to revision or withdrawal at any time by the assigning rating organization. A security rating is not a recommendation to buy, sell or hold securities. An unfavorable change in either of these ratings could make it more expensive to access the capital markets and may increase the interest rate charged under AFG's current multi-bank credit line.

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**AFG is a party to litigation which, if decided adversely, could impact its financial results.**

AFG and its subsidiaries are named as defendants in a number of lawsuits. See *Item 1 - "Property and Casualty Insurance Operations - Asbestos and Environmental Reserves ("A&E")," Item 3 - "Legal Proceedings,"* and *Item 7 - "Management's Discussion and Analysis - Uncertainties."* Litigation, by its very nature, is unpredictable and the outcome of these cases is uncertain. AFG is unable to predict the precise nature of the relief that may be sought or granted in any lawsuits or the effect that pending or future cases may have on AFG's business, operations, profitability or financial condition.

**Certain shareholders exercise substantial control over AFG's affairs, which may impede a change of control transaction.**

Carl H. Lindner is Chairman of the Board of Directors of AFG, and his sons, Carl H. Lindner III and S. Craig Lindner, are each Co-Chief Executive Officers and Directors of AFG. Carl H. Lindner, Carl H. Lindner III and S. Craig Lindner beneficially own 12.5%, 7.3% and 6.9% of AFG's outstanding Common Stock as of February 1, 2008. Another son, Keith E. Lindner, reported in July 2007 that he beneficially owned shares representing 4.9% of AFG's outstanding Common Stock. As a result, certain members of the Lindner family have the ability to exercise significant influence over AFG's management, including over matters requiring shareholder approval.

**The price of AFG common stock may fluctuate significantly, which may make it difficult for holders to resell common stock when they want or at a price they find attractive.**

The price of AFG's common stock as listed on the NYSE and Nasdaq Global Select Market constantly changes. During 2006 and 2007, AFG's common stock traded at prices ranging between \$23.94 and \$36.84. AFG's common stock price can fluctuate as a result of a variety of factors, many of which are beyond its control. These factors include but are not limited to:

- actual or anticipated variations in quarterly operating results;
- actual or anticipated changes in the dividends paid on AFG common stock;
- rating agency actions;
- recommendations by securities analysts;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving AFG or its competitors;
- operating and stock price performance of other companies that investors deem comparable to AFG;
- news reports relating to trends, concerns and other issues in AFG's lines of business; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

## ITEM 2

### Properties

Subsidiaries of AFG own several buildings in downtown Cincinnati. AFG and its affiliates occupy about half of the aggregate 650,000 square feet of commercial and office space in these buildings.

AFG's insurance subsidiaries lease the majority of their office and storage facilities in numerous cities throughout the United States, including Great American's and GAFRI's home offices in Cincinnati. In December 2007, AFG signed a 15-year lease (the effectiveness of which is subject to certain contingencies) in a new office tower to be built in downtown Cincinnati. The new building is scheduled for completion in 2011 and will enable AFG to consolidate operations from several leased locations into one. A property and casualty insurance subsidiary owns approximately 177,000 square feet of office space on 17.5 acres of land in Richfield, Ohio, approximately two-thirds of which it occupies; the remaining space is leased to unaffiliated tenants. A GAFRI subsidiary owns a 45,000 square foot office building in Mission, Kansas which is now for sale. The Company will continue to occupy the building for at least the first half of 2008.

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## ITEM 3

### Legal Proceedings

Please refer to "Forward-Looking Statements" following the Index in front of this Form 10-K.

AFG and its subsidiaries are involved in various litigation, most of which arose in the ordinary course of business, including litigation alleging bad faith in dealing with policyholders and challenging certain business practices of insurance subsidiaries. Except for the following, management believes that none of the litigation meets the threshold for disclosure under this Item.

On January 4, 2008, the Commonwealth of Massachusetts filed suit in the Superior Court of Suffolk County against AFG subsidiaries Great American Insurance Group and Professional Risk Brokers, Inc. The suit alleges improper conduct in issuance of one quotation in 2004 for insurance coverage for a Massachusetts company. The suit seeks monetary amounts for restitution, disgorgement, civil penalties and the Commonwealth's costs of investigation (including attorneys' fees) in amounts unspecified in the Complaint. Considering the amounts of premium at issue, AFG believes that the amounts would not individually or in total be material to the Company's financial condition. The suit also seeks injunctive relief. The AFG subsidiaries had previously resolved and were released from any potential legal issue directly with the Massachusetts company at issue in the Commonwealth's suit. Although no estimate or prediction can be made as to the outcome of the litigation, the AFG subsidiaries deny the allegations of the Complaint and intend to vigorously defend against them.

AFG's insurance company subsidiaries and its 100%-owned subsidiary, American Premier Underwriters (including its subsidiaries, "American Premier"), are parties to litigation and receive claims asserting alleged injuries and damages from asbestos, environmental and other substances and workplace hazards and have established loss accruals for such potential liabilities. The ultimate loss for these claims may vary materially from amounts currently recorded as the conditions surrounding resolution of these claims continue to change.

American Premier is a party or named as a potentially responsible party in a number of proceedings and claims by regulatory agencies and private parties under various environmental protection laws, including the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), seeking to impose responsibility on American Premier for hazardous waste or discharge remediation costs at certain railroad sites formerly owned by its predecessor, Penn Central Transportation Company ("PCTC"), and at certain other sites where hazardous waste or discharge allegedly generated by PCTC's railroad operations and American Premier's former manufacturing operations is present. It is difficult to estimate American Premier's liability for remediation costs at these sites for a number of reasons, including the number and financial resources of other potentially responsible parties involved at a given site, the varying availability of evidence by which to allocate responsibility among such parties, the wide range of costs for possible remediation alternatives, changing technology and the period of time over which these matters develop. Nevertheless, American Premier believes that its accruals for potential environmental liabilities are adequate to cover the probable amount of such liabilities, based on American Premier's estimates of remediation costs and related expenses and its estimates of the portions of such costs that will be borne

by other parties. Such estimates are based on information currently available to American Premier and are subject to future change as additional information becomes available.

As previously reported, Great American Insurance Company and certain other insurers were parties to coverage litigation (arising from claims alleging asbestos exposure resulted in bodily injury) 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"). A.P. Green sought to recover defense and indemnity expenses related to those claims from a number of insurers, including Great American.

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In February 2002, A.P. Green filed petitions for bankruptcy under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Western District of Pennsylvania (In Re Global Industrial Technologies, Inc., et al, filed February 14, 2002).

In 2003, Great American Insurance Company entered into an agreement, which was approved by the bankruptcy court, for the settlement of coverage litigation related to A.P. Green asbestos claims. The settlement is for \$123.5 million (Great American has the option to pay in cash or over time with 5.25% interest) and allows up to 10% of the settlement to be paid in AFG Common Stock. The settlement agreement is conditioned upon confirmation 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.

During the third quarter of 2007, the Bankruptcy Court confirmed the A. P. Green Plan of Reorganization which includes the injunction required by Great American's settlement agreement. Certain parties appealed the confirmation on issues that management believes are ancillary to the Great American settlement.

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## PART II

### ITEM 5

#### **Market for Registrant's Common Equity, Related Stockholder Matters** **and Issuer Purchases of Equity Securities**

Please refer to "Forward-Looking Statements" following the Index in front of this Form 10-K.

AFG Common Stock is listed and traded on the New York Stock Exchange and the Nasdaq Global Select Market under the symbol AFG. In November 2006, AFG's Board of Directors approved a three-for-two common stock split. On December 15, 2006, one additional common share was issued for every two common shares held by shareholders of record on November 30, 2006. A total of 39,724,479 new shares were issued. All share and per share amounts (except the number of shares authorized and the stated value of \$1.00 per share) presented in this Annual Report on Form 10-K have been adjusted to reflect the effect of the split for all periods presented. The information presented in the table below represents the high and low sales prices per share reported on the NYSE Composite Tape.

	2007		2006	
	High	Low	High	Low
First Quarter	\$36.84	\$32.87	\$28.30	\$24.70
Second Quarter	36.30	33.33	29.70	27.08
Third Quarter	34.92	23.94	32.13	27.15
Fourth Quarter	30.82	26.50	36.71	31.13

There were approximately 8,500 shareholders of record of AFG Common Stock at February 1, 2008. In 2007 and 2006, AFG declared and paid quarterly dividends of \$.10 and \$.092 per share, respectively. In November 2007, AFG announced an increase in its annual dividend to \$.50 per share of Common Stock, or \$.125 per share quarterly. AFG paid its first dividend at that rate in January 2008. The ability of AFG to pay dividends will be dependent upon, among other things, the availability of dividends and payments under intercompany tax allocation agreements from its insurance company subsidiaries.

**Issuer Purchases of Equity Securities** AFG repurchased shares of its common stock during the fourth quarter of 2007 as follows:

	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet be Purchased Under the Plans or Programs (a).
2007				
January through September	4,689,600	\$28.44	4,689,600	5,310,400
4th Quarter				
October	194,000	\$29.95	194,000	5,116,400
November	2,054,300	\$29.16	2,054,300	3,062,100
December	-	-	-	3,062,100

(a) Represents the remaining shares that may be repurchased under the Plans authorized by AFG's Board of Directors in 2004 and 2007.

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## ITEM 6

### Selected Financial Data

The following table sets forth certain data for the periods indicated (dollars in millions, except per share data).

	2007	2006	2005	2004	2003
<b>Earnings Statement Data:</b>					
Total Revenues	\$4,405	\$4,250	\$3,984	\$3,868	\$3,323
Operating Earnings Before Income Taxes	639	694	327	585	296
Earnings from Continuing Operations	381	428	196	366	319
Discontinued Operations	2	25	11	-	(31)
Cumulative Effect of Accounting Changes (a)	-	-	-	(6)	6
Net Earnings	383	453	207	360	294
<b>Basic Earnings (Loss) Per Common Share:</b>					
Earnings from Continuing Operations	\$3.24	\$3.63	\$1.69	\$3.31	\$3.00
Discontinued Operations	.01	.21	.09	-	(.30)
Cumulative Effect of Accounting Change	-	-	-	(.05)	.06
Net Earnings Available to Common Shares	3.25	3.84	1.78	3.26	2.76
<b>Diluted Earnings (Loss) Per Common Share:</b>					
Earnings from Continuing Operations	\$3.09	\$3.54	\$1.66	\$3.26	\$2.99
Discontinued Operations	.01	.21	.09	-	(.30)
Cumulative Effect of Accounting Change	-	-	-	(.05)	.06
Net Earnings Available to Common Shares	3.10	3.75	1.75	3.21	2.75
Cash Dividends Paid Per Share of Common Stock	\$ .40	\$ .37	\$ .33	\$ .33	\$ .33
<b>Ratio of Earnings to Fixed Charges Including</b>					
Annuity Benefits (b)	2.40	2.62	1.77	2.42	1.68
<b>Balance Sheet Data:</b>					
Total Assets	\$25,808	\$25,101	\$22,816	\$22,560	\$20,312
Long-term Debt	937	921	1,000	1,106	1,102
Minority Interest	100	284	261	220	188
Shareholders' Equity	3,046	2,929	2,458	2,431	2,076

(a) Reflects the implementation of required accounting changes.

(b) Fixed charges are computed on a "total enterprise" basis. For purposes of calculating the ratios, "earnings" have been computed by adding to pretax earnings the fixed charges and the minority interest in earnings of subsidiaries having fixed charges and the undistributed equity in losses of investees. Fixed charges include interest (including interest credited to annuity policyholders' accounts as indicated), amortization of debt premium/discount and expense, preferred dividend and distribution requirements of subsidiaries and a portion of rental expense deemed to be representative of the interest factor.

The ratio of earnings to fixed charges *excluding* interest credited to annuity policyholders' accounts was 8.49, 9.15, 4.58, 7.02 and 3.66 for 2007, 2006, 2005, 2004 and 2003, respectively. Although the ratio of earnings to fixed charges *excluding* interest on annuities is not required or encouraged to be disclosed under Securities and Exchange Commission rules, some investors and lenders may not consider interest credited to annuity policyholders' accounts a borrowing cost for an insurance company, and accordingly, believe this ratio is meaningful.

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## ITEM 7

**Management's Discussion and Analysis**  
**of Financial Condition and Results of Operations**

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Please refer to "Forward-Looking Statements" following the Index in front of this Form 10-K.

## **GENERAL**

Following is a discussion and analysis of the financial statements and other statistical data that management believes will enhance the understanding of AFG's financial condition and results of operations. This discussion should be read in conjunction with the financial statements beginning on page F-1.

## **OVERVIEW**

### **Financial Condition**

AFG is organized as a holding company with almost all of its operations being conducted by subsidiaries. AFG, however, has continuing cash needs for administrative expenses, the payment of principal and interest on borrowings, shareholder dividends, and taxes. Therefore, certain analyses are best done on a parent only basis while others are best done on a total enterprise basis. In addition, because most of its businesses are financial in nature, AFG does not prepare its consolidated financial statements using a current-noncurrent format. Consequently, certain traditional ratios and financial analysis tests are not meaningful.

At December 31, 2007, AFG (parent) held approximately \$50 million in cash and securities and had borrowed \$95 million under its bank line of credit. AAG Holding had \$21 million borrowed under this line at December 31, 2007. Through February 15, 2008, total borrowings under this line increased by \$119 million due primarily to the funding of an acquisition.

### **Results of Operations**

Through the operations of its subsidiaries, AFG is engaged primarily in property and casualty insurance, focusing on specialized commercial products for businesses and in the sale of traditional fixed, indexed and variable annuities and a variety of supplemental insurance products.

The property and casualty business is cyclical in nature with periods of high competition resulting in low premium rates, sometimes referred to as a "soft market" or "downcycle" followed by periods of reduced competition and higher premium rates, referred to as a "hard market" or "upcycle." The 1990's were a soft market period; prices started to harden in 2000 and accelerated significantly following the terrorist attacks in 2001. Rate increases for AFG's specialty businesses moderated during the latter part of 2003 and that trend continued during 2004. While AFG's workers' compensation operations experienced significant rate decreases from 2005 through 2007, reflecting the improved claims environment from reform legislation, overall average renewal pricing was flat for 2005 and down about 2% in 2006 and 4% in 2007.

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AFG reported net earnings of \$383.2 million (\$3.10 per share diluted) in 2007 compared to \$453.4 million (\$3.75 per share diluted) in 2006. Improved underwriting results in the Company's ongoing property and casualty insurance operations and higher investment income were more than offset by lower gains from sales of real estate, realized losses on securities due to impairment writedowns on equity securities and the effect of charges to strengthen reserves for asbestos and other environmental exposures ("A&E") within the property and casualty insurance run-off operations and A&E exposures related to former railroad and manufacturing operations.

## **CRITICAL ACCOUNTING POLICIES**

Significant accounting policies are summarized in Note A to the financial statements. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that can have a significant effect on amounts reported in the financial statements. As more information becomes known, these estimates and assumptions change and thus impact amounts reported in the future. The areas where management believes the degree of judgment required to determine amounts recorded in the financial statements make accounting policies critical are as follows:

- the establishment of insurance reserves, especially asbestos and environmental-related reserves,
- the recoverability of reinsurance,
- the recoverability of deferred acquisition costs,
- the establishment of asbestos and environmental reserves of former railroad and manufacturing operations, and
- the determination of "other-than-temporary" impairment on investments.

See "Liquidity and Capital Resources - Uncertainties" for a discussion of insurance reserves, recoverables from reinsurers, and contingencies related to American Premier's former operations and "Liquidity and Capital Resources - Investments" for a discussion of impairments on investments. Deferred policy acquisition costs ("DPAC") and certain liabilities related to annuities and universal life insurance products are amortized in relation to the present value of expected gross profits on the policies. Assumptions considered in determining expected gross profits involve significant judgment and include management's estimates of assumed interest rates and investment spreads, surrenders, annuitizations, renewal premiums and mortality. Should actual experience require management to change its assumptions (commonly referred to as "unlocking"), a charge or credit would be recorded to adjust DPAC or annuity liabilities to the levels they would have been if the new assumptions had been used from the inception date of each policy.

## **LIQUIDITY AND CAPITAL RESOURCES**

**Ratios** AFG's debt to total capital ratio on a consolidated basis is shown below (dollars in millions). Management intends to maintain the ratio of debt to capital at or below 25% and intends to maintain the capital of its significant insurance subsidiaries at or above levels currently indicated by rating agencies as appropriate for the current ratings.

	<u>December 31,</u>	
	<u>2007</u>	<u>2006</u>
Consolidated debt	\$ 937	\$ 921
Total capital (*)	4,108	4,160
Ratio of debt to total capital:		
Including debt secured by real estate	22.8%	22.1%
Excluding debt secured by real estate	21.5%	20.9%

(\*) Includes consolidated debt, minority interest and shareholders' equity (excluding unrealized gains (losses) related to fixed maturity investments).

AFG's ratio of earnings to fixed charges, including annuity benefits as a fixed charge, was 2.40 for the year ended December 31, 2007. Excluding annuity benefits, this ratio was 8.49 for 2007. 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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The NAIC's model law for risk based capital ("RBC") applies to both life and property and casualty companies. RBC formulas determine the amount of capital that an insurance company needs so that it has an acceptable expectation of not becoming financially impaired. At December 31, 2007, the capital ratios of all AFG insurance companies substantially exceeded the RBC requirements.

#### **Parent and Subsidiary Liquidity**

**Parent Holding Company Liquidity** Management believes AFG has sufficient resources to meet its liquidity requirements. If funds generated from operations, including dividends and tax payments from subsidiaries, are insufficient to meet fixed charges in any period, AFG would be required to utilize parent company cash and marketable securities or to generate cash through borrowings, sales of other assets, or similar transactions.

AFG and AAG Holding can borrow a combined \$500 million under their revolving credit facility, which expires in 2011. AFG and AAG Holding had a total of \$116 million in borrowings outstanding under this agreement at December 31, 2007, bearing interest at a rate of 5.9% at December 31, 2007. AFG believes that this credit agreement provides ample liquidity and can be used to obtain funds for operating subsidiaries or, if necessary, for the parent company.

Through February 15, 2008, AFG borrowed an additional \$119 million under its revolving credit facility primarily to finance an acquisition. Management anticipates that it will call its Senior Convertible Notes for redemption on June 2, 2008, and pay holders who convert cash for the accreted value (approximately \$190 million) and cash or stock for the conversion premium (amount to be based on the market price of AFG Common Stock).

During 2007, AFG repurchased 6.9 million shares of its common stock for approximately \$199 million, funded the \$239 million in costs associated with GAFRI's purchase of its common stock not previously owned by AFG, and redeemed the \$59.5 million of 7-1/8% Debentures that matured in December 2007. Through February 22, 2008, AFG has repurchased an additional 350,000 shares for approximately \$9.5 million.

To better facilitate flows of capital between AFG (parent company) and its annuity and supplemental insurance operations, Great American Insurance paid a dividend to AFG in December 2007 in the form of its majority ownership in GAFRI, giving AFG 100% direct ownership of GAFRI.

During 2006, AFG repurchased \$43.5 million of its 7-1/8% debentures due 2009 for \$45.6 million in cash. During 2005, AFG repurchased \$15.6 million of its 7-1/8% Debentures due 2007 and \$71.2 million of its 7-1/8% Debentures due 2009 for \$92.6 million in cash.

All debentures issued by AFG (and AAG Holding) are rated investment grade by three nationally recognized rating agencies. Under a currently effective shelf registration statement, AFG can offer additional equity or debt securities. The shelf registration provides AFG with flexibility to access the capital markets from time to time as market and other conditions permit.

For statutory accounting purposes, equity securities of non-affiliates are generally carried at fair value. At December 31, 2007, AFG's insurance companies owned publicly traded equity securities with a fair value of \$888 million. In addition, Great American Insurance Company owns National Interstate Corporation ("NATL") common stock with a fair value of \$338 million and a statutory carrying value of \$266 million. Decreases in market prices could adversely affect the insurance group's capital, potentially impacting the amount of dividends available or necessitating a capital contribution. Conversely, increases in market prices could have a favorable impact on the group's dividend-paying capability.

Under tax allocation agreements with AFG, its 80%-owned U.S. subsidiaries generally pay taxes to (or recover taxes from) AFG based on each subsidiary's contribution to amounts due under AFG's consolidated tax return.

**Subsidiary Liquidity** On March 1, 2007, AAG Holding used funds borrowed under the bank credit line to redeem its \$22 million in outstanding 8-7/8% Subordinated Debentures for \$22.9 million in cash.

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During 2006, AAG Holding repurchased \$68.5 million of its 6-7/8% Senior Notes due 2008 for \$70.8 million in cash. In 2005, AAG Holding repurchased \$20.8 million of its 8-7/8% trust preferred securities for \$22.6 million in cash.

The liquidity requirements of AFG's insurance subsidiaries relate primarily to the liabilities associated with their products as well as operating costs and expenses, payments of dividends and taxes to AFG and contributions of capital to their subsidiaries. Historically, cash flows from premiums and investment income have provided more than sufficient funds to meet these requirements without requiring a sale of investments or contributions from AFG. Funds received in excess of cash requirements are generally invested in additional marketable securities. In addition, the insurance subsidiaries generally hold a significant amount of highly liquid, short-term investments.

The excess cash flow of AFG's property and casualty group allows it to extend the duration of its investment portfolio somewhat beyond that of its claim reserves.

In 2005, NATL, a majority-owned subsidiary that specializes in property and casualty insurance for the passenger transportation industry, issued 3,350,000 shares of its common stock in an initial public offering. A portion of the \$40.4 million of net proceeds from this offering was used to repay NATL's \$15 million promissory note to another AFG subsidiary. The remainder was used for other general corporate purposes. At December 31, 2007, AFG owned approximately 53% of NATL's common stock.

In the annuity business, where profitability is largely dependent on earning a "spread" between invested assets and annuity liabilities, the duration of investments is generally maintained close to that of liabilities. With declining rates, AFG receives some protection (from spread compression) due to the ability to lower crediting rates, subject to guaranteed minimums. In a rising interest rate environment, significant protection from withdrawals exists in the form of temporary and permanent surrender charges on AFG's annuity products.

AFG believes its insurance subsidiaries maintain sufficient liquidity to pay claims and benefits and operating expenses, as well as meet commitments in the event of unforeseen events such as reserve deficiencies, inadequate premium rates or reinsurer insolvencies.

**Contractual Obligations** The following table shows an estimate (based on historical patterns and expected trends) of payments to be made for insurance reserve liabilities, as well as scheduled payments for major contractual obligations (in millions).

	<u>Total</u>	<u>Within One Year</u>	<u>2-3 Years</u>	<u>4-5 Years</u>	<u>More than 5 Years</u>
Annuity, life, accident and health liabilities (a)	\$11,580	\$1,425	\$2,219	\$2,003	\$5,933
Property and casualty unpaid losses and loss adjustment expenses (b)	6,168	1,900	2,100	1,000	1,168
Long-term debt, including interest	1,688	274	259	188	967
Operating leases	153	34	55	34	30
Total (c)	<u>\$19,589</u>	<u>\$3,633</u>	<u>\$4,633</u>	<u>\$3,225</u>	<u>\$8,098</u>

- (a) Reserve projections include anticipated cash benefit payments only. Projections do not include any impact for future earnings or additional premiums.
- (b) Dollar amounts and time periods are estimates based on historical net payment patterns applied to the gross reserves and do not represent actual contractual obligations. Based on the same assumptions, AFG projects reinsurance recoveries related to these reserves totaling \$2.3 billion as follows: Within 1 year - \$700 million; 2-3 years - \$800 million; 4-5 years - \$400 million; and thereafter - \$400 million. Actual payments and their timing could differ significantly from these estimates.
- (c) AFG's \$43 million liability for unrecognized tax benefits as of December 31, 2007, is not included because the period of payment cannot be reliably estimated.

The accreted value of the AFG Senior Convertible Notes due in 2033 is included in the above table at the first put date (2008). AFG has no material contractual purchase obligations or other long-term liabilities at December 31, 2007.

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**Off-Balance Sheet Arrangements** See Note N - "Additional Information - Financial Instruments with Off-Balance Sheet Risk" to the financial statements.

**Investments** AFG attempts to optimize investment income while building the value of its portfolio, placing emphasis upon total long-term performance.

Nearly two-thirds of AFG's consolidated assets are invested in marketable securities. AFG's investment portfolio at December 31, 2007, contained \$15.1 billion in "Fixed maturities" classified as available for sale and \$923 million in "Equity securities", all carried at fair value with unrealized gains and losses included in a separate component of shareholders' equity on an after tax basis. The fair value of approximately 98% of AFG's fixed maturity and equity security portfolio is based on values provided by pricing services or quotes from brokers. At December 31, 2007, AFG had pretax net unrealized losses of \$47.4 million on fixed maturities and net unrealized gains of \$8.8 million on equity securities.

Fixed income investment funds are generally invested in securities with intermediate-term maturities with an objective of optimizing total return while allowing flexibility to react to changes in market conditions. At December 31, 2007, the average life of AFG's fixed maturities was about six years.

Approximately 94% of the fixed maturities held by AFG at December 31, 2007, 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 or noninvestment grade. Management believes that the high quality investment portfolio should generate a stable and predictable investment return.

AFG's \$4.8 billion investment in mortgage backed securities ("MBSs") represented approximately one-third of its available for sale fixed maturities at December 31, 2007. MBSs are subject to significant prepayment risk due to the fact that, in periods of declining interest rates, mortgages may be repaid more rapidly than scheduled as borrowers refinance higher rate mortgages to take advantage of lower rates. Approximately 99% of AFG's mortgage-backed securities are rated "AAA." At December 31, 2007, AFG owned \$483 million (representing 3% of AFG's total fixed maturity portfolio) of mortgage-backed securities in which the underlying collateral is subprime mortgages. At that date, the net unrealized loss on these securities was approximately \$28.6 million. The securities are collateralized by fixed-rate mortgages and have an overall average life of approximately 4 years. At December 31, 2007, AFG had no collateralized debt obligations secured by residential mortgages.

At December 31, 2007, AFG owned \$855 million in securities with credit enhancement provided by bond insurers, including \$596 million of insured municipal bonds, \$152 million in insured subprime securities (included in the \$483 million in total subprime exposure discussed above), \$99 million in insured corporate bonds and \$8 million in insured residential mortgage-backed securities. Approximately 90% of the insured municipal bonds carry an explicit underlying rating (i.e. without credit enhancement) with an average of A+, and 50% of the corporate bonds carry an explicit underlying rating with an average of BBB+. None of the insured subprime securities or the residential mortgage-backed securities carry an explicit underlying rating. Management does not believe the risk of loss on the securities without underlying credit ratings is material to AFG's financial condition.

The upheaval in the housing and credit markets in the second half of 2007 and continuing in 2008 has caused many financial institutions to record significant asset writedowns. This has had an adverse impact on AFG's investment portfolio.

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Summarized information for the unrealized gains and losses recorded in AFG's Balance Sheet at December 31, 2007, is shown in the following table (dollars in millions). Approximately \$201 million of available for sale "Fixed maturities" and \$161 million of "Equity securities" had no unrealized gains or losses at December 31, 2007.

	Securities With Unrealized <u>Gains</u>	Securities With Unrealized <u>Losses</u>
<u>Available for sale Fixed Maturities</u>		
Fair value of securities	\$7,631	\$7,309
Amortized cost of securities	\$7,456	\$7,531
Gross unrealized gain (loss)	\$ 175	(\$ 222)
Fair value as % of amortized cost	102%	97%
Number of security positions	1,759	1,109
Number individually exceeding \$2 million gain or loss	-	7
Concentration of gains (losses) by type or industry (exceeding 5% of unrealized):		
Mortgage-backed securities	\$ 42.5	(\$ 89.6)
Banks, savings and credit institutions	14.8	(53.0)
Gas and electric services	16.6	(8.1)
Insurance companies	10.8	(13.6)
State and municipal	10.8	(3.3)
Percentage rated investment grade	97%	92%
<u>Equity Securities</u>		
Fair value of securities	\$ 253	\$ 509
Cost of securities	\$ 137	\$ 616
Gross unrealized gain (loss)	\$ 116	(\$ 107)
Fair value as % of cost	185%	83%
Number of security positions	64	149
Number individually exceeding \$2 million gain or loss	6	14

The table below sets forth the scheduled maturities of AFG's available for sale fixed maturity securities at December 31, 2007, based on their fair values. Asset-backed securities and other securities with sinking funds are reported at average maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers.

<u>Maturity</u>	Securities with Unrealized <u>Gains</u>	Securities with Unrealized <u>Losses</u>
	One year or less	4%
After one year through five years	37	14
After five years through ten years	31	35
After ten years	<u>6</u>	<u>5</u>
	78	57
Mortgage-backed securities (average life of six years)	<u>22</u>	<u>43</u>
	<u>100%</u>	<u>100%</u>

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

	Aggregate Fair Value	Aggregate Unrealized Gain (Loss)	Fair Value as % of Cost Basis
<u>Fixed Maturities at December 31, 2007</u>			
<b>Securities with unrealized gains:</b>			
Exceeding \$500,000 (64 issues)	\$ 906	\$ 49	106%
Less than \$500,000 (1,695 issues)	<u>6,725</u>	<u>126</u>	102
	<u>\$7,631</u>	<u>\$175</u>	102%
<b>Securities with unrealized losses:</b>			
Exceeding \$500,000 (130 issues)	\$1,779	(\$127)	93%
Less than \$500,000 (979 issues)	<u>5,530</u>	<u>(95)</u>	98
	<u>\$7,309</u>	<u>(\$222)</u>	97%

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	Aggregate	Fair Value as
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	<u>Fair Value</u>	<u>Unrealized Gain (Loss).</u>	<u>% of Cost Basis</u>
<u>Fixed Maturities with Unrealized Losses at December 31, 2007</u>			
<b>Investment grade with losses for:</b>			
Less than one year (451 issues)	\$3,433	(\$ 90)	97%
One year or longer (504 issues)	<u>3,282</u>	<u>(102)</u>	97
	<u>\$6,715</u>	<u>(\$192)</u>	97%
<b>Non-investment grade with losses for:</b>			
Less than one year (125 issues)	\$ 446	(\$ 23)	95%
One year or longer (29 issues)	<u>148</u>	<u>(7)</u>	95
	<u>\$ 594</u>	<u>(\$ 30)</u>	95%

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. Factors considered and resources used by management include:

- a. whether the unrealized loss is credit-driven or a result of changes in market interest rates,
- b. the extent to which fair value is less than cost basis,
- c. historical operating, balance sheet and cash flow data contained in issuer SEC filings and news releases,
- d. near-term prospects for improvement in the issuer and/or its industry,
- e. third party research and communications with industry specialists,
- f. internally generated financial models and forecasts,
- g. discussions with issuer management, and
- h. ability and intent to hold the investment for a period of time sufficient to allow for any anticipated recovery in fair value.

Based on its analysis of the factors enumerated above, 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. Although AFG has the ability to continue holding its investments with unrealized losses, its intent to hold them may change due to deterioration in the issuers' creditworthiness, decisions to lessen exposure to a particular issuer or industry, asset/liability management decisions, market movements, changes in views about appropriate asset allocation or the desire to offset taxable realized gains. Should AFG's ability or intent change with regard to a particular security, a charge for impairment would likely be required. While it is not possible to accurately

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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.

Net realized gains (losses) on securities sold and charges for "other than temporary" impairment on securities held were as follows (in millions):

	<u>Net Realized Gains on Sales</u>	<u>Charges for Impairment</u>	<u>Other(a)</u>	<u>Total</u>
2007	\$42.5	(\$127.9)(b)	\$14.6	(\$70.8)
2006	51.8	(25.7)	2.9	29.0
2005	37.2	(16.1)	2.8	23.9

- (a) Adjustments to reflect the impact of realized gains and losses on the amortization of deferred policy acquisition costs and to carry derivatives at fair value.
- (b) Includes fourth quarter charge of \$64.2 million to reduce AFG's investment in National City Corporation to fair value at December 31, 2007.

**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 contingencies arising out of its former railroad and manufacturing operations.

**Property and Casualty Insurance Reserves** Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors that are subject to significant variation. Determining the liability is a complex process incorporating input from many areas of the company including actuarial, underwriting, pricing, claims and operations management.

The estimates of 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 ("case reserves"); (b) estimates received from ceding reinsurers and insurance pools and associations; (c) estimates of claims incurred but not reported or "IBNR" (including possible development on known claims); (d) estimates (based on experience) of expense for investigating and adjusting claims; and (e) the current state of law and coverage litigation.

The process used to determine the total reserve for liabilities involves estimating the ultimate incurred losses and LAE, adjusted for amounts already paid on the claims. The IBNR reserve is derived by first estimating the ultimate unpaid reserve liability and subtracting case reserves and LAE.

Management (including Company actuaries) considers items such as the effect of inflation on medical, hospitalization, material, repair and replacement costs, the nature and maturity of lines of insurance, general economic trends and the legal environment in determining the Company's best estimate of the ultimate liability. In addition, historical trends adjusted for changes in underwriting standards, policy provisions, product mix and other factors are analyzed using actuarial reserve development techniques. Weighing all of the factors, the management team determines a single or "point" estimate that it records as its best estimate of the liabilities. Ranges of loss reserves are not developed by Company actuaries. This reserve analysis and review is completed each quarter and for every line of business.

Each quarterly review includes in-depth analysis of over 500 subdivisions of the business, employing multiple actuarial techniques. For each particular subdivision, actuaries use informed, professional judgment to adjust these techniques as necessary to respond to specific conditions in the data or within the business.

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Some of the standard actuarial methods employed for the quarterly reserve analysis may include (but may not be limited to):

- Case Incurred Development Method
- Paid Development Method
- Projected Claim Count Times Projected Claim Severity
- Bornhuetter-Ferguson Method
- Incremental Paid LAE to Paid Loss Methods

Management believes that each method has particular strengths and weaknesses and that no single estimation method is most accurate in all situations. When applied to a particular group of claims, the relative strengths and weaknesses of each method can change over time based on the facts and circumstances. Ultimately, the estimation methods chosen are those which management believes produce the most reliable indication for the particular liabilities under review.

The period of time from the occurrence of a loss through the settlement of the liability is referred to as the "tail". Generally, the same actuarial methods are considered for both short-tail and long-tail lines of business because most of them work properly for both. The methods are designed to incorporate the effects of the differing length of time to settle particular claims. For short-tail lines, management tends to give more weight to the Case Incurred and Paid Development methods, although the various methods tend to produce similar results. For long-tail lines, more judgment is involved, and more weight may be given to the Bornhuetter-Ferguson method and the Projected Claim Count times Projected Claim Severity method. Liability claims for long-tail lines are more susceptible to litigation and can be significantly affected by changing contract interpretation and the legal environment. Therefore, the estimation of loss reserves for these classes is more complex and subject to a higher degree of variability.

The level of detail in which data is analyzed varies among the different lines of business. Data is generally analyzed by major product or by coverage within product, using countrywide data; however, in some situations, data may be reviewed by state for a few large volume states. Appropriate segmentation of the data is determined based on data volume, data credibility, mix of business, and other actuarial considerations.

Supplementary statistical information is also reviewed to determine which methods are most appropriate to use or if adjustments are needed to particular methods. Such information includes:

- Open and closed claim counts
- Average case reserves and average incurred on open claims
- Closure rates and statistics related to closed and open claim percentages
- Average closed claim severity
- Ultimate claim severity
- Reported loss ratios
- Projected ultimate loss ratios
- Loss payment patterns

Within each line, results of individual methods are reviewed, supplementary statistical information is analyzed, and all data from underwriting, operating and claim management are considered, in deriving the point estimate of the ultimate liability. This estimate may be the result of one test, or a weighted average of several tests, or a judgmental selection as the management team determines is appropriate.

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The following table shows (in millions) the breakdown of AFG's property and casualty reserves between case reserves, IBNR reserves and LAE reserves (estimated amounts required to adjust, record and settle claims, other than the claim payments themselves).

	<u>Gross Loss Reserves at December 31, 2007</u>			
	<u>Case</u>	<u>IBNR</u>	<u>LAE</u>	<u>Total Reserve</u>
<b>Statutory Line of Business</b>				
Other liability - occurrence	\$ 486	\$1,496	\$395	\$2,377
Workers' Compensation	715	393	120	1,228
Other liability - claims-made	299	392	123	814
Commercial multiple peril	118	129	102	349
Commercial Auto/Truck Liability/Medical	109	167	63	339
Special property (fire, allied lines, inland marine, earthquake)	220	57	22	299
Other lines	<u>139</u>	<u>359</u>	<u>145</u>	<u>643</u>
<b>Total Statutory Reserves</b>	<b>2,086</b>	<b>2,993</b>	<b>970</b>	<b>6,049</b>
<b>Adjustments for GAAP:</b>				
Deferred gains on retroactive reinsurance	-	96	-	96
Reserves of foreign operations	23	48	2	73
Loss reserve discounting	(22)	-	-	(22)
Reclassify extracontractual reserves	<u>(28)</u>	<u>-</u>	<u>-</u>	<u>(28)</u>
<b>Total Adjustments for GAAP</b>	<b><u>(27)</u></b>	<b><u>144</u></b>	<b><u>2</u></b>	<b><u>119</u></b>
<b>Total GAAP Reserves</b>	<b><u>\$2,059</u></b>	<b><u>\$3,137</u></b>	<b><u>\$972</u></b>	<b><u>\$6,168</u></b>

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 that can eliminate the risk of actual ultimate results differing from such estimates. As shown in footnote (a) to the reserve development table (loss triangle) on page 7, 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, 2007, to be deficient (for eight years) by as much as 18.9% and redundant (for two years) by as much as 3.8% (excluding the effect of special charges for asbestos, environmental and other mass tort exposures). This development illustrates the historical impact caused by variability in factors considered in estimating its insurance reserves.

Following is a discussion of certain critical variables affecting the estimation of the more significant lines of business (asbestos, environmental and other mass tort liabilities are separately discussed below). Many other variables may also impact ultimate claim costs.

An important assumption underlying reserve estimates is that the cost trends implicitly built into development patterns will continue into the future. However, future results could vary due to an unexpected change in the underlying cost trends. This unexpected change could arise from a variety of sources including a general increase in economic inflation, inflation from social programs, new medical technologies, or other factors such as those listed below in connection with our largest lines of business. It is not possible to isolate and measure the potential impact of just one of these variables and future cost trends could be partially impacted by several such variables. However, it is reasonable to address the sensitivity of the reserves to potential impact from changes in these variables by measuring the effect of a possible overall 1% change in future cost trends that may be caused by one or more variables. Utilizing the effect of a 1% change in overall cost trends enables changes greater than 1% to be estimated by extrapolation. Each additional 1% change in the cost trend would increase the effect on net earnings by an amount slightly (about 5%) greater than the effect of the previous 1%. For example, if a 1% change in cost trends in a line of business would change net earnings by \$20 million, a 2% change would change net earnings by \$41 million.

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The estimated cumulative impact that a one percent change in cost trends would have on net earnings is shown below (in millions).

<u>Line of business</u>	<u>Effect of 1% Change in Cost Trends</u>
Other Liability - Occurrence	\$27
Workers' Compensation	20
Other Liability - Claims made	13
Commercial Auto/Truck Liability/Medical	4
Commercial Multi-peril	5

The judgments and uncertainties surrounding management's reserve estimation process and the potential for reasonably possible variability in management's most recent reserve estimates may also be viewed by looking at how recent historical estimates of reserves have developed. The following table shows (in millions) what the impact on AFG's net earnings would be on the more significant lines of business if the December 31, 2007, reserves (net of reinsurance) developed at the same rate as the average development of the most recent five years.

	<u>5-yr. Average Development(*)</u>	<u>Net Reserves(**) December 31, 2007</u>	<u>Effect on Net Earnings(**)</u>
Other Liability - Occurrence	(.1%)	\$928	\$ 1
Workers' Compensation	.6%	760	(5)
Other Liability - Claims made	5.2%	517	(27)
Commercial Auto/Truck Liability/ Medical	(2.1%)	216	5
Commercial Multi-peril	2.4%	226	(5)

(\*) Net of tax effect.

(\*\*) Excludes asbestos, environmental and other mass tort liabilities.

The following discussion describes key assumptions and important variables that materially affect the estimate of the reserve for loss and loss adjustment expenses of the more significant lines of business and explains what caused them to change from assumptions used in the preceding period.

#### *Other Liability - Occurrence*

This long-tail line of business consists of coverages protecting the insured against legal liability resulting from negligence, carelessness, or a failure to act causing property damage or personal injury to others. Some of the important variables affecting estimation of loss reserves for other liability - occurrence include:

- Litigious climate
- Unpredictability of judicial decisions regarding coverage issues
- Magnitude of jury awards
- Outside counsel costs
- Timing of claims reporting

AFG recorded favorable development of \$34 million in 2007, \$21 million in 2006 and \$16 million in 2005 related to its nursing home coverage where both the frequency and severity of claims were lower than previously projected. In addition, favorable development of \$59 million in 2007 and \$15 million in 2006 was recorded in Mid-Continent's general liability business due to claim severity being less than predicted.

AFG recorded adverse loss development of \$26 million in 2005 on prior year umbrella and excess liability business as outside counsel costs exceeded expectations and certain judicial decisions and jury awards were worse than expected. In addition, \$8 million in adverse development was recorded in 2005 on a run-off book of casualty business due to the frequency and severity of claims being significantly greater than predicted.

While management applies the actuarial methods mentioned above, more judgment is involved in arriving at the final reserve to be held. For recent accident years, more weight is given to the Bornhuetter-Ferguson method.

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#### *Workers' Compensation*

This long-tail line of business provides coverage to employees who may be injured in the course of employment. Some of the important variables affecting estimation of loss reserves for workers' compensation include:

- Legislative actions and regulatory interpretations
- Future medical cost inflation
- Timing of claims reporting

AFG's workers' compensation business is written primarily in California. Significant reforms passed by the California state legislature in 2003 and in 2004 reduced employer premiums and set treatment standards for injured workers. AFG recorded favorable prior year loss development of \$22 million in 2007, \$23 million in 2006 and \$24 million in 2005 due primarily to the impact of the legislation on medical claim costs being more favorable than previously anticipated.

While the standard actuarial techniques do reflect expected favorable impacts from the reforms, the magnitude of future cost savings depends on the implementation and interpretation of the reforms throughout the workers' compensation system over the next several years. While management applies the actuarial methods mentioned above, more judgment is involved in arriving at the final reserve to be held. For recent accident years, more weight is given to the methods based on claim count and severity. Management reviewed the frequency, severity and loss and LAE ratios implied by the projections from the standard tests in light of the uncertainties of future cost savings and recent rate actions since the reforms, to determine the appropriate reserve level. Due to the long-tail nature of this business, AFG has been conservative in reserving for the favorable effects of the reform legislation until a higher percentage of claims have been paid and the ultimate impact of reforms can be estimated with more precision.

*Other Liability - Claims Made*

This long-tail line of business consists mostly of directors and officers' liability, and professional liability, mostly for lawyers. Some of the important variables affecting estimation of loss reserves for other liability - claims made include:

- Litigious climate
- The economy
- Variability of stock prices
- Magnitude of jury awards

The general state of the economy and the variability of the stock price of the insured can affect the frequency and severity of shareholder class action suits that trigger coverage under directors' and officers' liability policies.

AFG recorded adverse prior year loss development of \$1 million in 2007, \$13 million in 2006 and \$15 million in 2005 on its legal professional liability business as claim severity continued to be higher than previous underlying assumptions.

While management applies the actuarial methods mentioned above, more judgment is involved in arriving at the final reserve to be held. The selection of tests and methods vary by subdivision of the data within this line. Some businesses within this line use the Paid Development method while others use the Case Incurred Development method and the Bornhuetter-Ferguson method.

*Commercial Auto/Truck Liability/Medical*

This line of business is a mix of coverage protecting the insured against legal liability for property damage or personal injury to others arising from the operation of commercial motor vehicles. The property damage liability exposure is usually short-tail with relatively quick reporting and settlement of claims. The bodily injury and medical payments exposures are longer-tailed; although the claim reporting is relatively quick, the final settlement can take longer to achieve.

Some of the important variables affecting estimation of loss reserves for Commercial Auto/Truck Liability/Medical are similar to Other Liability - Occurrence and include:

- Magnitude of jury awards
- Unpredictability of judicial decisions regarding coverage issues
- Litigious climate and trends
- Change in frequency of severe accidents
- Health care costs and utilization of medical services by injured parties

AFG recorded favorable prior year loss development of \$7 million in 2007, \$25 million in 2006 and \$10 million in 2005 for this line of business as claim severity was significantly lower than in prior assumptions.

*Commercial Multi-Peril*

This long-tail line of business consists of two or more coverages protecting the insured from various property and liability risk exposures. The commercial multi-peril line of business includes coverage similar to other liability - occurrence, so in general, variables affecting estimation of loss reserves for commercial multi-peril include those mentioned above for other liability - occurrence. In addition, this line also includes reserves for a run-off book of homebuilders business covering contractors' liability for construction defects. Variables unique to estimating the liabilities for this coverage include:

- Changing legal/regulatory interpretations of coverage
- Statutes of limitations and statutes of repose in filing claims
- Changes in policy forms and endorsements

Over the years, certain portions of the homebuilders business have experienced adverse interpretations of coverage, coupled with certain statutory changes relating to liability, causing higher than expected emergence of claims from older years. AFG recorded adverse prior year loss development of \$21 million in 2007, \$7 million in 2006 and \$15 million in 2005 on its run-off homebuilders business (mostly from exposures in California and Nevada). Management believes that changes in policy forms and endorsements implemented in 1998 will reduce AFG's exposure to such adverse interpretations.

**Recoverables from Reinsurers and Availability of Reinsurance** AFG is subject to credit risk with respect to its reinsurers, as reinsurance contracts do not relieve AFG of its liability to policyholders. To mitigate this risk, substantially all reinsurance is ceded to companies with investment grade or better S&P ratings or is secured by "funds withheld" or other collateral.

The availability and cost of reinsurance are subject to prevailing market conditions, which are beyond AFG's control and which may affect AFG's level of business and profitability. Although the cost of certain reinsurance programs may increase, management believes that AFG will be able to maintain adequate reinsurance coverage at acceptable rates without a material adverse effect on AFG's results of operations. AFG's gross and net combined ratios are shown in the table below.

See *Item 1 - "Business" - "Property and Casualty Operations - Reinsurance"* for more information on AFG's reinsurance programs. For additional information on the effect of reinsurance on AFG's historical results of operations see *Note M -*

*"Insurance - Reinsurance"* and the gross loss development table under *Item 1 - "Business" - "Property and Casualty Operations - Loss and Loss Adjustment Expense Reserves."*

The following table illustrates the effect that purchasing reinsurance has had on AFG's combined ratio over the last three years.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Before reinsurance (gross)	81.0%	88.0%	96.4%
Effect of reinsurance	<u>2.3</u>	<u>-(.4)</u>	<u>2.6</u>
Actual (net of reinsurance)	<u>83.3%</u>	<u>87.6%</u>	<u>99.0%</u>

**Asbestos and Environmental-related ("A&E") Insurance Reserves** Asbestos and environmental reserves of the property and casualty group consisted of the following (in millions):

	<u>December 31,</u>	
	<u>2007</u>	<u>2006</u>
Asbestos	\$335.5	\$345.1
Environmental	<u>87.3</u>	<u>87.2</u>
A&E reserves, net of reinsurance recoverable	422.8	432.3
Reinsurance recoverable, net of allowance	<u>63.6</u>	<u>85.4</u>
Gross A&E reserves	<u>\$486.4</u>	<u>\$517.7</u>

Asbestos reserves include claims asserting alleged injuries and damages from exposure to asbestos. Environmental reserves include claims relating to polluted waste sites.

Asbestos claims against manufacturers, distributors or installers of asbestos products were presented under the products liability section of their policies which typically had aggregate limits that capped an insurer's liability. In recent years, a number of asbestos claims are being presented as "non-products" claims, such as those by installers of asbestos products and by property owners or operators who allegedly had asbestos on their property, under the premises or operations section of their policies. Unlike products exposures, these non-products exposures typically had no aggregate limits, creating potentially greater exposure for insurers. Further, in an effort to seek additional insurance coverage, some insureds with installation activities who have substantially eroded their products coverage are presenting new asbestos claims as non-products operations claims or attempting to reclassify previously settled products claims as non-products claims to restore a portion of previously exhausted products aggregate limits. AFG, along with other insurers, is and will be subject to such non-products claims. It is difficult to predict whether insureds will be successful in asserting claims under non-products coverage or whether AFG and other insurers will be successful in asserting additional defenses. Therefore, the future impact of such efforts is uncertain.

Approximately 60% of AFG's net asbestos reserves relate to policies written directly by AFG subsidiaries. Claims from these policies generally are product oriented claims with only a limited amount of non-product exposures, and are dominated by small to mid-sized commercial entities that are mostly regional policyholders with few national target defendants. The remainder is assumed reinsurance business that includes exposures for the periods 1954 to 1983. The asbestos and environmental assumed claims are ceded by various insurance companies under reinsurance treaties. A majority of the individual assumed claims have exposures of less than \$100,000 to AFG. Asbestos losses assumed include some of the industry known manufacturers, distributors and installers. Pollution losses include industry known insured names and sites.

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 periodic detailed "ground up" studies adjusted for payments and identifiable changes, supplemented by management's review of industry information about such claims, with due consideration to individual claim situations. 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.

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Emerging trends, such as those named below, could impact AFG's reserves and payments:

- There is a growing interest at the state level to attempt to legislatively address asbestos liabilities and the manner in which asbestos claims are resolved. These developments are fluid and could result in piecemeal state-by-state solutions.
- The manner by which bankruptcy courts are addressing asbestos liabilities is in flux.
- AFG's insureds may make claims alleging significant non-products exposures.

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, the impact of recent bankruptcy filings, and unresolved issues such as whether coverage exists, whether policies are subject to aggregate limits on coverage, how 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. A 1% variation in loss cost trends, caused by any of the factors previously described, would change net income by approximately \$20 million.

From time to time, AFG has engaged independent firms to work closely with its claims staff to study the A&E reserves of its insurance company subsidiaries. The most recent study was completed in the second quarter of 2007 and resulted in AFG recording a pretax charge of \$44.2 million to increase its insurance A&E reserves. A similar study in 2005 resulted in a pretax charge of \$169 million to strengthen insurance A&E reserves. Management expects to conduct an internal comprehensive review of its A&E reserves in 2008 and an independent study in 2009. For a discussion of the 2007 and 2005 A&E reserve strengthening, see *Management's Discussion and Analysis - "Results of Operations - Asbestos and Environmental Reserve Charges."*

AFG tracks its A&E claims by policyholder. The following table shows, by type of claim, the number of policyholders that did not receive any payments in the calendar year separate from policyholders that did receive a payment. Policyholder counts represent policies written by AFG subsidiaries and do not include assumed reinsurance.

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Number of policyholders with no payments:			
Asbestos	83	103	164
Environmental	<u>269</u>	<u>273</u>	<u>313</u>
	352	376	477
Number of policyholders with payments:			
Asbestos	115	97	103
Environmental	<u>18</u>	<u>15</u>	<u>19</u>
	<u>133</u>	<u>112</u>	<u>122</u>

Amounts paid (net of amounts received from reinsurers) for asbestos and environmental claims, including loss adjustment expenses, were as follows (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Asbestos	\$46.9	\$24.2	\$16.6
Environmental	<u>13.5</u>	<u>8.0</u>	<u>22.3</u>
Total	<u>\$60.4</u>	<u>\$32.2</u>	<u>\$38.9</u>

**Contingencies related to Subsidiaries' Former Operations** The 2007 A&E study discussed above encompassed reserves for various environmental and occupational injury and disease claims and other contingencies arising out of the railroad operations disposed of by American Premier's predecessor and certain manufacturing operations disposed of by American Premier and GAFRI. As a result of the study, American Premier's and GAFRI's A&E reserves were increased by \$41 million and \$2 million, respectively, reflecting higher estimates of the cost of mesothelioma claims (partially offset by lower claim counts) and increased clean-up estimates at certain former rail and manufacturing sites. At December 31, 2007, American Premier and GAFRI had liabilities aggregating \$102 million and \$12 million, respectively, for

claims and contingencies arising from these former operations. Management expects to conduct a comprehensive review of these liabilities in conjunction with the property and casualty group's A&E studies every two years. For a discussion of the uncertainties in determining American Premier's and GAFRI's ultimate liability, see Note K - "Commitments and Contingencies" to the Financial Statements.

**RESULTS OF OPERATIONS - THREE YEARS ENDED DECEMBER 31, 2007**

**General** The following table shows AFG's net earnings and diluted earnings per share as stated in the Statement of Earnings as well as the after tax effect of other items included in these GAAP measures that are listed below to assist investors in analyzing their impact on the trend in operating results (in millions, except per share amounts):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Net earnings</b>	\$383.2	\$453.4	\$206.6
After tax income (expense) items included in net earnings:			
Special asbestos, environmental and other mass tort charges	(56.4)	-	(121.6)
Gains on sales of New York assets and coal properties	-	29.0	37.1
Special unlocking charge and write-off of deferred policy acquisition costs	-	-	(15.6)
Tax resolution benefit	-	8.7	-
Realized investment gains (losses)	(46.5)	18.6	11.3
Discontinued operations (a)	1.8	25.2	10.5
<b>Diluted per share amounts:</b>			
<b>Net earnings</b>	\$3.10	\$3.75	\$1.75
Special asbestos, environmental and other mass tort charges	(.46)	-	(1.03)
Gains on sales of New York assets and coal properties	-	.24	.32
Unlocking charge and write-off of deferred policy acquisition costs	-	-	(.13)
Tax resolution benefit	-	.07	-
Realized investment gains (losses)	(.38)	.16	.10
Discontinued operations (a)	.01	.21	.09

(a) Includes after tax gains on sales of two hotel operations of \$25.8 million (\$.21 per share) in 2006 and \$8.8 million (\$.07 per share) in 2005.

Excluding the effects of items shown in the table above, net earnings increased in 2007 and 2006 due primarily to improved property and casualty underwriting results and increased investment income.

**Property and Casualty Insurance - Underwriting** AFG reports its Specialty insurance business in the following sub-segments: (i) Property and transportation, (ii) Specialty casualty, (iii) Specialty financial, and (iv) California workers' compensation.

To understand the overall profitability of particular lines, the timing of claims payments and the related impact of investment income must be considered. Certain "short-tail" lines of business (primarily property coverages) generally have quick loss payouts, which reduce the time funds are held, thereby limiting investment income earned thereon. On the other hand, "long-tail" lines of business (primarily liability coverages and workers' compensation) generally have payouts that are either structured over many years or take many years to settle, thereby significantly increasing investment income earned on related premiums received.

Underwriting profitability is measured by the combined ratio, which is a sum of the ratios of losses, loss adjustment expenses, underwriting expenses and policyholder dividends to premiums. A combined ratio under 100% is indicative of an underwriting profit. The combined ratio does not reflect investment income, other income or federal income taxes.

While AFG desires and seeks to earn an underwriting profit on all of its business, it is not always possible to do so. As a result, AFG attempts to expand in the most profitable areas and control growth or even reduce its involvement in the least profitable ones.

Over the last several years, AFG has been realigning its property and casualty business mix and focusing on rate adequacy in order to improve its operating profitability. Management has continued to direct capital in order to take advantage of certain specialty market opportunities. Management believes these actions have been successful and that the current mix of specialty businesses positions the Company for solid growth and continued profitability.

AFG's combined ratio has been better than the industry average for twenty-one of the last twenty-two years and excluding AFG's special A&E charges, for all twenty-two years. Management believes that AFG's insurance operations have performed better than the industry as a result of product line diversification, stringent underwriting discipline, alignment of incentives, and, more recently, a specialty niche focus.

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

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<u>Gross Written Premiums (GAAP).</u>			
Property and transportation	\$1,834	\$1,657	\$1,357
Specialty casualty	1,309	1,426	1,406
Specialty financial	585	535	493
California workers' compensation	249	302	382
Other	<u>3</u>	<u>14</u>	<u>61</u>
	<u>\$3,980</u>	<u>\$3,934</u>	<u>\$3,699</u>
<u>Net Written Premiums (GAAP).</u>			
Property and transportation	\$1,132	\$1,036	\$ 909
Specialty casualty	789	839	743
Specialty financial	488	424	384
California workers' compensation	233	285	344
Other	<u>70</u>	<u>74</u>	<u>68</u>
	<u>\$2,712</u>	<u>\$2,658</u>	<u>\$2,448</u>
<u>Combined Ratios (GAAP).</u>			
Property and transportation	77.9%	82.3%	83.0%
Specialty casualty	74.7	84.9	91.3
Specialty financial (a)	94.6	110.2	121.3
California workers' compensation	78.3	74.1	70.0
Total Specialty	81.3	87.5	91.2
Aggregate (including discontinued lines)(b)	83.3%	87.6%	99.0%

(a) Includes 5.7 points in 2007, 21.5 points in 2006 and 28.7 points in 2005 for the effect of losses related to the residual value business (in run-off).

(b) Includes 1.6 points in 2007 and 7.6 points in 2005 for the effect of special charges to strengthen the A&E and other mass tort loss reserves.

Gross and net written premiums for the specialty insurance operations increased 2% in 2007 compared to 2006. Premium growth within the Property and transportation and Specialty financial groups was offset by significant rate declines in the California workers' compensation business, softening market conditions within certain of the Specialty casualty group operations and the impact of the automobile residual value insurance ("RVI") business and earthquake-exposed excess property operations previously placed in run-off.

The specialty insurance operations generated an underwriting profit of \$506 million in 2007, \$184 million higher than in 2006. The 2007 combined ratio improved 6.2 points compared to 2006. These improvements were largely driven by a higher amount of favorable reserve development, primarily within the Specialty casualty group, higher earnings in the crop insurance business and lower losses from the RVI business in run-off. Specialty insurance results for 2007 include \$152.8 million (5.7 points) of favorable reserve development compared to \$59.5 million (2.3 points) in 2006.

Gross written premiums for the specialty insurance operations increased 8% and net written premiums increased 9% in 2006 compared to 2005. Significant premium growth from the Property and transportation and Specialty financial groups was partially offset by a decline in California workers' compensation premiums.

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The specialty insurance operations generated an underwriting profit of \$322 million in 2006, \$115 million higher than in 2005, reflecting premium growth, rate adequacy in most of the businesses, lower catastrophe losses, and the impact of favorable reserve development within the Specialty casualty, Property and transportation and California workers' compensation groups. The 2005 results include \$59.7 million (2.5 points) of catastrophe losses.

**Property and transportation** gross and net written premiums increased in 2007 compared to 2006 primarily as a result of growth in the crop and transportation operations. The 2007 underwriting profit of \$245 million was 41% higher than in 2006. These results were primarily due to significantly higher crop insurance earnings and minimal catastrophe losses in 2007 compared to \$19.3 million (2.0 points) in 2006.

Net written premiums for 2006 increased 14% over 2005 due primarily to growth in the property and inland marine and transportation operations and new premium volume from the 2005 acquisition of Farmers Crop Insurance Alliance. The growth in net written premiums was less than the gross written premium growth due to the effect of crop reinsurance programs. The 2006 underwriting results benefited from strong underwriting profits in the crop insurance division resulting from higher favorable reserve development and additional profits from the Farmers acquisition. This group's 2006 combined ratio was 82.3%, slightly better than its 2005 results, reflecting excellent profitability and continuing favorable reserve development in nearly all of the business lines and lower catastrophe losses. The 2006 underwriting results include 3.7 points of favorable reserve development and 2.0 points of catastrophe losses compared to 1.6 points of favorable development and 5.4 points of catastrophe losses in 2005.

**Specialty casualty** gross and net written premiums decreased in 2007 compared to 2006 primarily due to stronger competition in the excess and surplus lines and softening in the homebuilders market, which affected AFG's general liability coverages. The Specialty casualty group's 2007 underwriting profit of \$209 million was 73% higher than in 2006. These results include \$105.4 million (12.7 points) of favorable reserve development, coming largely from the general liability and excess and surplus operations, compared to \$9.9 million (1.2 points) in 2006.

Net written premiums for 2006 were 13% higher than in 2005 due primarily to volume growth and higher premium retention within several of the group's businesses as well as third quarter 2006 changes to reinsurance agreements within the specialized program business line, which resulted in the recapture of \$26 million in premiums previously ceded to reinsurers. This group's combined ratio improved 6.4 points for 2006 compared to 2005. Results for 2005 included 4.0 points of unfavorable reserve development.

**Specialty financial** gross and net written premiums increased in 2007 primarily due to growth in the financial institutions, lease and loan, and fidelity and surety operations, which was partly offset by lower premiums resulting from the run-off of the RVI business. The higher net written premium growth rate reflects a decrease in premiums ceded under reinsurance agreements within the lease and loan businesses. This group's combined ratio of 94.6% improved 15.6 points compared with 2006. This improvement is due primarily to lower losses in the run-off RVI business. Each of the business units within this group produced solid underwriting profits for the year. Excluding the effect of RVI, the group's combined ratio would have been 88.9% for 2007, about the same as in 2006.

Net written premiums for 2006 increased 10% above the 2005 period reflecting premium growth principally in the financial institutions, lease and loan and surety and fidelity businesses. The group experienced disappointing results in 2006 resulting from losses within the run-off RVI business. These losses were primarily attributable to lower than expected proceeds from the sale (at auction) of certain luxury cars and sport utility vehicles. Excluding the effect of the RVI business, this group's combined ratio was 88.7%, as the group's other operations are generating solid underwriting profits.

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**California workers' compensation** gross and net written premiums decreased in 2007 due to renewal rate reductions averaging about 22% for the year. This business produced excellent profitability throughout 2007, reflecting the ongoing positive effects of the California workers' compensation reforms that have resulted in an improving claims environment while also providing reduced workers' compensation costs for employers through lower premium levels. The 2007 combined ratio was 4.2 points higher than the same period a year earlier, reflecting the results of rate reductions, which have been responsive to the improved claims environment. This business continued to benefit from favorable prior year reserve development. The 2007 results include \$21.5 million (9.2 points) of favorable development compared to \$23.3 million (8.0 points) in 2006. Due to the long-tail nature of this business, AFG has been conservative in reserving for the favorable effects of the reform legislation until a higher percentage of claims are paid and the ultimate impact of reforms can be estimated with more precision.

The 17% decrease in net written premiums and 4.1 point increase in the combined ratio for 2006 compared to 2005 reflect the effects of the California workers' compensation reforms discussed above. Renewal rate decreases averaged about 32% in 2006 and 16% in 2005. Underwriting results include favorable prior year loss development of \$23.3 million in 2006 and \$24.4 million in 2005.

**Asbestos and Environmental Reserve Charges** AFG has undertaken periodic reviews of its asbestos and environmental reserves with the aid of independent actuarial and engineering firms and specialty outside counsel. In July 2007, AFG completed its most recent comprehensive study of its asbestos and environmental exposures relating to the run-off operations of its property and casualty group and its exposures related to former railroad and manufacturing operations and sites.

As a result of the study, AFG recorded a \$44.2 million charge (net of reinsurance) in the second quarter of 2007 to increase the property and casualty group's asbestos reserves by \$30.8 million and its environmental reserves by \$13.4 million. The primary causes of the increase in asbestos reserves were an increase in settlement amounts attributable to mesothelioma claims, the impact of a large case settlement with an installer of material containing asbestos, and continuing uncertainties related to non-product liability exposures. These trends were partially offset by lower than anticipated notices of new accounts and favorable development in the assumed reinsurance run-off operations. The primary reason for the increase in environmental reserves was a reassessment of the potential amount of loss related to certain environmental sites owned by a single insured.

At December 31, 2007, the property and casualty group's A&E reserves were \$423 million, net of reinsurance recoverables. The survival ratio is a measure often used by industry analysts to compare A&E reserves strength among companies. This ratio is typically calculated by dividing reserves for A&E exposures by the three year average of paid losses, and therefore measures the number of years that it would take to pay off current reserves based on recent average payments. Because this ratio can be significantly impacted by a number of factors such as loss payout variability, caution should be exercised in attempting to determine reserve adequacy based simply on the survival ratio. At December 31, 2007, AFG's three year survival ratios were 11.5 times paid losses for the asbestos reserves and 9.6 times paid losses for the total A&E reserves. These ratios compare favorably with A.M. Best's most recent report on A&E survival ratios (November 2007) which were 8.6 for asbestos and 7.9 for total industry A&E reserves. Excluding amounts associated with the settlements of asbestos related coverage litigation for A.P. Green Industries (see "*Legal Proceedings*") and another large claim, AFG's three year survival ratios were 10.5 and 8.6 times paid losses for the asbestos reserves and total A&E reserves, respectively.

In addition to the property and casualty group, the study encompassed reserves for asbestos and environmental exposures of the former railroad and manufacturing operations. As a result of the study, AFG recorded a second quarter 2007 charge of \$43.0 million (included in other expenses) to increase the A&E reserves related to these former operations. The \$19.0 million increase in asbestos reserves was the result of increasing estimates of the cost of mesothelioma claims partially offset by lower estimated overall claim counts. The \$24.0 million increase in

environmental reserves was due primarily to increased clean up estimates at certain former railroad and manufacturing sites.

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

In 2005, AFG completed a similar comprehensive study of its A&E exposures relating primarily to the run-off operations of its property and casualty group. As a result of this study, AFG recorded a 2005 third quarter pretax charge of \$169 million, net of \$32 million in reinsurance recoverables. This charge resulted in an increase in asbestos reserves of \$124 million and environmental reserves of \$45 million.

A primary driver of the increase in AFG's asbestos reserves in 2005 was the use by independent actuaries of evolving methodologies, including developing parameters for estimating loss adjustment expenses and reducing reliance on extrapolation techniques. In addition, the independent actuaries indicated that their views evolved regarding estimation of the potential exposure for both products and non-products claims. In the actuaries' views, this refined approach increased estimates of the Company's indicated ultimate losses. The estimates of industry ultimate losses and AFG's historic premium market share had not changed since a 2001 study. In addition, there had been no significant change in AFG's payment patterns. In the 2005 study, the actuaries also gave additional weight to claims associated with peripheral defendants bringing direct insurance claims. The increase in the number of direct insurance claims from peripheral defendants increased the projections of future defense cost and loss exposure.

With respect to the environmental claims, the 2005 study considered both direct insurance and assumed reinsurance, projected exposure at both National Priorities List ("NPL") sites and non-NPL sites, historic payment patterns, patterns of new claims, settlements and projected development. The increase in environmental reserves in 2005 was primarily due to an increase in clean up costs at certain sites above prior expectations and an unexpected increase in the number of new claims reported to the Company. In addition, projected development on a few claims exceeded estimates in the previous 2001 study.

**Other Mass Tort Charge** In connection with the review of A&E reserves in 2005, AFG reviewed its other mass tort exposures and recorded a \$10 million pretax charge. AFG's other mass tort reserves were \$15 million and \$16 million (net of reinsurance recoverables) at December 31, 2007 and 2006, respectively.

**Loss development** As shown in Note M - "*Insurance - Insurance Reserves*," AFG's property and casualty operations recorded favorable loss development of \$99 million in 2007 compared to \$57 million in 2006 and unfavorable development of \$199 million in 2005 related to prior accident years. Major areas of favorable (adverse) development were as follows (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Property and transportation	\$ 45	\$37	\$ 14
Specialty casualty	105	10	(29)
Specialty financial	6	-	(5)
California workers' compensation	22	23	26
Other specialty	<u>(25)</u>	<u>(10)</u>	<u>(23)</u>
	153	60	(17)
Special asbestos, environmental and other mass tort charges	(44)	-	(179)
Other	<u>(10)</u>	<u>(3)</u>	<u>(3)</u>
	<u>\$ 99</u>	<u>\$57</u>	<u>(\$199)</u>

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The favorable development in Property and transportation related primarily to lower than expected claim frequency and severity in specialty commercial automobile, ocean marine and inland marine products. Also contributing to the favorable development in 2007 and 2006 was lower than expected claim frequency and severity in the crop business.

The favorable development in Specialty casualty during 2007 was the result of lower than expected frequency and severity in the nursing home liability product and general liability business. The nursing home liability product also contributed to the favorable development in 2006, along with insurance products for not-for-profit organizations, partially offset by adverse development in professional liability and certain run-off businesses. The adverse development in 2005 was mainly in the professional liability and runoff casualty businesses partially offset by favorable development in the excess and surplus and not-for-profit businesses. Adverse development in excess casualty runoff impacted 2005, reflecting higher frequency and severity of claims related to the 1999 through 2001 accident years.

The favorable development in Specialty financial in 2007 was in the fidelity and crime products where the severity of loss was less than expected. The adverse development in 2005 related to higher than expected severity on claims from accident years 2000 to 2003.

The favorable development in California workers' compensation reflects the impact of the workers' compensation reform legislation passed in 2003 and 2004.

The unfavorable development in Other specialty reflects adjustments to the deferred gain on the retroactive insurance transaction entered into in connection with the sale of a business in 1998, net of related amortization.

**Annuity Premiums** The following table summarizes AFG's annuity sales (statutory, in millions).

	<u>2007</u>	<u>2006</u>	<u>2005</u>
403(b) Fixed and Indexed Annuities:			
First Year	\$ 62	\$ 56	\$ 42
Renewal	146	135	126
Single Sum	<u>141</u>	<u>115</u>	<u>53</u>
Subtotal	349	306	221
Non-403(b) Indexed Annuities	874	608	69
Non-403(b) Fixed Annuities	268	375	467
Variable Annuities	<u>81</u>	<u>87</u>	<u>92</u>
Total Annuity Premiums	<u>\$1,572</u>	<u>\$1,376</u>	<u>\$849</u>

The 14% increase in statutory annuity premiums in 2007 reflects higher non-403(b) indexed annuity sales, partially offset by lower sales of traditional fixed annuities in AFG's non-403(b) line of business.

Statutory annuity premiums in 2006 were 62% higher than in 2005. Premiums in 2005 included approximately \$100 million of traditional fixed annuity premiums received in January 2005 from policyholders of an unaffiliated company in rehabilitation who chose to transfer their funds to AFG. Excluding the \$100 million, AFG's premiums in 2006 were 84% higher than in 2005, due primarily to higher fixed indexed-annuity sales and higher sales of traditional annuities in AFG's 403(b) segment.

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**Life, Accident and Health Premiums and Benefits** The following table summarizes AFG's life, accident and health premiums and benefits as shown in the Consolidated Statement of Earnings (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Premiums</b>			
Supplemental insurance operations			
First Year	\$ 72	\$ 49	\$ 48
Renewal	319	265	210
Life operations (in run-off)	33	35	38
GA Life of Puerto Rico	<u>-</u>	<u>6</u>	<u>75</u>
	<u>\$424</u>	<u>\$355</u>	<u>\$371</u>
<b>Benefits</b>			
Supplemental insurance operations	\$310	\$238	\$199
Life operations (in run-off)	36	44	50
GA Life of Puerto Rico	<u>-</u>	<u>4</u>	<u>38</u>
	<u>\$346</u>	<u>\$286</u>	<u>\$287</u>

The increase in life, accident and health premiums in 2007 reflects the August 2006 acquisition of Ceres. The decrease in life, accident and health premiums in 2006 reflects the January 2006 sale of GA Life of Puerto Rico partially offset by the effect of the acquisition of Ceres.

**Investment Income** Changes in investment income reflect fluctuations in market rates and changes in average invested assets. The increase in investment income for 2007 and 2006 reflects increases of \$1.1 billion (7%) in average cash and investments in each year compared to the prior year. AFG's yield on fixed income securities, excluding realized gains, was approximately 5.8% in 2007 and 2006 and 5.7% in 2005.

**Realized Gains (Losses) on Securities** Realized gains (losses) on sales of securities include provisions for other than temporary impairment of securities of \$127.9 million in 2007, \$25.7 million in 2006 and \$16.1 million in 2005. Impairment charges include \$64.2 million in 2007 to write down AFG's equity investment in National City Corporation to fair value and \$10.3 million in 2006 to write down two equity security positions.

Realized gains for 2006 includes a \$23.6 million pretax gain in the first quarter on the sale of AFG's interest in The Cincinnati Reds.

**Real Estate Operations** AFG's subsidiaries are engaged in a variety of real estate operations including hotels, marinas, apartments and office buildings; 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).

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Other income	\$85.2	\$134.9	\$136.2
Other operating and general expenses	65.9	67.1	61.2
Interest charges on borrowed money	4.1	2.7	2.0
Minority interest expense	.1	3.4	1.4

Income from real estate operations includes pretax gains of \$44.6 million on the sale of New York real estate assets in 2006 and \$57.0 million on the sales of coal reserves in 2005. Other income also includes net pretax gains on the sales of other real estate assets of \$15.4 million in 2007, \$23.2 million in 2006 and \$12.0 million in 2005.

**Real Estate Operations - Discontinued** In June 2006, GAFRI sold Chatham Bars Inn, a resort hotel located on Cape Cod, Massachusetts, for \$166 million. After sales expenses, contingencies and the write-off of certain deferred acquisition costs on annuities associated with the gain recognition, GAFRI recognized a pretax gain of

approximately \$48.7 million. In the second quarter of 2007, GAFRI received an additional escrow payment in connection with the sale. In October 2005, GAFRI sold the Driskill Hotel in Austin, Texas for \$53 million. After sale expenses, profit sharing payments and a write-off of DPAC associated with the gain, GAFRI recognized a pretax gain of \$16.5 million. The operating results and gains on the sales of Chatham and Driskill are included in discontinued operations in the Statement of Earnings. See Note J - "Discontinued Operations."

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**Other Income** The \$20.1 million decrease in other income in 2007 compared to 2006 reflects the gains on sale of real estate assets discussed above, partially offset by fee income generated from the reinsurance agreements entered into in connection with the Ceres acquisition in August 2006, higher policy charges related to growth in the annuity business and higher fee income in the property and casualty dealer services business.

**Annuity Benefits** Annuity benefits reflect amounts accrued on annuity policyholders' funds accumulated. On deferred annuities (annuities in the accumulation phase), interest is generally credited to policyholders' accounts at their current stated interest rates. Furthermore, for "two-tier" deferred annuities (annuities under which a higher interest amount can be earned if a policy is annuitized rather than surrendered), additional reserves are accrued for (i) persistency and premium bonuses and (ii) excess benefits expected to be paid for future deaths and annuitizations. Changes in crediting rates, actual surrender, death and annuitization experience or modifications in actuarial assumptions can affect these additional reserves. Significant changes in projected investment yields could result in charges (or credits) to earnings in the period the projections are modified.

Annuity benefits increased \$27.8 million in 2007 compared to 2006, reflecting higher sales of fixed-indexed annuities. Annuity benefits for 2006 increased slightly compared to 2005 as the effect of internal growth and the acquisition of Old Standard Life fixed annuity business were offset by the effect of the fourth quarter 2005 "unlocking" charge discussed below, lower average effective crediting rates and the sale of GAPR.

In the fourth quarter of 2007, AFG conducted its annual review of the actual results and future assumptions underlying its annuity operations, including assumptions related to future interest rates and persistency. Similar to the 2006 review, there were no significant adjustments or "unlockings" recorded in annuity benefits. In 2005, primarily as a result of the continuing low interest rate environment, AFG "unlocked" the actuarial assumptions related to its annuity business in force and recorded a pretax charge of approximately \$11.6 million to insurance liabilities related to that business.

**Annuity and Supplemental Insurance Acquisition Expenses** Annuity and supplemental insurance acquisition expenses include amortization of annuity, supplemental insurance and life business deferred policy acquisition costs ("DPAC") as well as a portion of commissions on sales of insurance products. Annuity and supplemental insurance acquisition expenses also include amortization of the present value of future profits of businesses acquired ("PVFP"). The \$33.3 million increase in annuity and supplemental insurance acquisition expenses in 2007 compared to 2006 reflects the growth in the annuity and supplemental insurance business, the acquisition of Ceres in August 2006 and the fourth quarter 2007 DPAC write-off discussed below. The \$8.4 million decrease in annuity and supplemental insurance acquisition expenses for 2006 compared to 2005 reflects the effect of the fourth quarter 2005 DPAC write-offs discussed below and the January 2006 sale of GAPR, partially offset by the Ceres and Old Standard Life acquisitions and other growth in the annuity and supplemental insurance businesses.

As a result of the 2007 annual review of actual results and future assumptions discussed above under "Annuity Benefits," AFG recorded a \$9.4 million write-off of DPAC due to increased mortality in the run-off life operations. In 2006, no significant "unlockings" were deemed necessary. In 2005, AFG recorded net charges of \$4.2 million to annuity and supplemental insurance acquisition expenses primarily related to spread narrowing partially offset by the expected improved future persistency related to AFG's annuities, due to the impact of the current interest rate environment. Also in 2005, AFG recorded a \$13.6 million write-off of DPAC due to an unexpected increase in mortality in the run-off life operations.

The vast majority of the annuity and supplemental insurance group's DPAC asset relates to its fixed annuity, variable annuity and life insurance lines of business. Unanticipated spread compression, decreases in the stock market, adverse mortality experience, and higher than expected lapse rates could lead to further write-offs of DPAC or PVFP in the future.

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**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 decreased \$7 million (9%) in 2006 compared to 2005 due primarily to the retirement of debt in 2006 and late 2005.

**Other Operating and General Expenses** Other operating expenses for 2007 include a \$43.0 million special charge to increase liabilities for asbestos and environmental exposures related to AFG's former railroad and manufacturing operations, a \$16.0 million increase in the expenses of AFG's warranty business compared to 2006 and \$1.4 million in losses on retirement

of debt. For a discussion of the study that resulted in the A&E charge, see "Asbestos and Environmental Reserve Charges" under *Results of Operations - "Property and Casualty Insurance - Underwriting."*

Other operating and general expenses for 2006 include \$7.3 million in losses on retirement of debt and a \$4.2 million goodwill write-off in the annuity and supplemental insurance operations. Other operating and general expenses for 2005 include a \$9.5 million pretax charge to increase reserves related to environmental liabilities at GAFRI's former manufacturing operations and \$8.0 million in losses on debt retirements.

**Income Taxes** See Note I - "Income Taxes" to the Financial Statements for an analysis of items affecting AFG's effective tax rate.

#### RECENT ACCOUNTING STANDARDS

In 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines and establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS No. 157 is effective January 1, 2008, for calendar year companies; implementation is not expected to have a material effect on AFG's balance sheet or earnings.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," which permits entities to irrevocably elect to report certain financial assets and liabilities (including most insurance contracts) at fair value and recognize the unrealized gains and losses on such items in earnings. SFAS No. 159 is effective January 1, 2008, for calendar year companies. AFG did not elect the fair value option for any of its eligible assets or liabilities at the effective date.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements," which is effective January 1, 2009, for calendar year companies. Under SFAS No. 160, noncontrolling (minority) interest (\$99.9 million at December 31, 2007) will be reported in AFG's Balance Sheet as a separate component of shareholders' equity; net earnings attributable to noncontrolling (minority) interests will be recorded in AFG's Statement of Earnings as a deduction from net income (instead of as an expense) in deriving net income attributable to AFG. In addition, SFAS No. 160 requires that purchases and sales of equity interests in less than 100%-owned subsidiaries that do not result in a change of control be accounted for as equity transactions and, upon loss of control, requires any interest retained to be recorded at fair value with a gain or loss recognized in earnings.

In December 2007, the FASB issued SFAS No. 141(R), "Business Combinations," which requires the recognition of assets acquired, liabilities assumed and any noncontrolling interests at fair value as of the acquisition date, and the immediate expense recognition of acquisition-related transaction and restructuring costs. SFAS No. 141(R) is to be applied prospectively to business combinations after January 1, 2009, except that adjustments to an acquired company's valuation allowance on deferred tax assets and tax contingency liability are to be recorded as a component of income tax expense for all business combinations, regardless of the consummation date.

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#### Proposed Accounting Standards

**Convertible Notes** In August 2007, the FASB issued a proposed FASB Staff Position (FSP 14-a) addressing convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement). The proposed FSP would require the proceeds from the issuance of such debt instruments to be allocated between a liability component and an equity component. The resulting debt discount would be amortized as additional interest expense over the period the convertible debt is expected to be outstanding. The proposed change in accounting, originally scheduled to be effective for fiscal years beginning after December 15, 2007, and applied retroactively, has been delayed one year. AFG is currently evaluating the impact of implementing this proposal.

The FASB has proposed an amendment to SFAS No. 128, "Earnings per Share." Currently, SFAS No. 128 allows companies issuing securities that can be settled in cash or stock (such as AFG's Senior Convertible Notes) to exclude the issuable shares from the calculation of diluted earnings per share when there is a stated intent and ability to deliver cash in lieu of stock upon settlement or conversion. The proposed statement would require companies to assume settlement in stock (despite the ability and intent to settle in cash) and include those shares in the calculation of diluted earnings per share. The proposed amendment would reduce 2007 diluted earnings per share by \$.11 to \$2.99.

#### ITEM 7A

##### Quantitative and Qualitative Disclosures About Market Risk

Market risk represents the potential economic loss arising from adverse changes in the fair value of financial instruments. AFG's exposures to market risk relate primarily to its investment portfolio and annuity contracts, which are exposed to interest rate risk and, to a lesser extent, equity price risk. To a much lesser extent, AFG's long-term debt is also exposed to interest rate risk.

**Fixed Maturity Portfolio** The fair value of AFG's fixed maturity portfolio is directly impacted by changes in market interest rates. AFG's fixed maturity portfolio is comprised of substantially all fixed rate investments with primarily intermediate-term maturities. This practice is designed to allow flexibility in reacting to fluctuations of interest rates. The portfolios of AFG's insurance operations are managed with an attempt to achieve an adequate risk-adjusted return while maintaining sufficient liquidity to meet policyholder obligations. AFG's annuity and run-off life operations attempt to align the duration of their invested assets to the projected cash flows of policyholder liabilities.

The following table provides information about AFG's "available for sale" fixed maturity investments at December 31, 2007 and 2006, that are sensitive to interest rate risk. The table shows principal cash flows (in millions) and related weighted average interest rates by expected maturity date for each of the five subsequent years and for all years thereafter. Callable bonds and notes are included based on call date or maturity date depending upon which date produces the most conservative yield. Mortgage-backed securities ("MBS") and sinking fund issues are included based on maturity year adjusted for expected payment patterns. Actual cash flows may differ from those expected.

	<u>December 31, 2007</u>			<u>December 31, 2006</u>	
	Principal			Principal	
	<u>Cash Flows</u>	<u>Rate</u>		<u>Cash Flows</u>	<u>Rate</u>
2008	\$ 914	5.7%	2007	\$ 881	5.4%
2009	996	5.5	2008	1,176	5.1
2010	1,222	5.6	2009	1,106	5.2
2011	1,559	5.6	2010	1,389	5.3
2012	2,048	5.9	2011	1,796	5.6

Thereafter	<u>8,436</u>	5.8	Thereafter	<u>8,291</u>	5.8
Total	<u>\$15,175</u>	5.7%	Total	<u>\$14,639</u>	5.6%
Fair Value	<u>\$15,141</u>		Fair Value	<u>\$14,624</u>	

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**Annuity Contracts** Substantially all of AFG's fixed rate annuity contracts permit AFG to change crediting rates (subject to minimum interest rate guarantees as determined by applicable law) enabling management to react to changes in market interest rates. In late 2003, AFG began issuing products with guaranteed minimum crediting rates of less than 3% in states where required approvals have been received. Actuarial assumptions used to estimate DPAC and certain annuity liabilities, as well as AFG's ability to maintain spread, could be impacted if a low interest rate environment continues for an extended period, or if increases in interest rates cause policyholder behavior to differ significantly from current expectations.

Projected payments (in millions) in each of the subsequent five years and for all years thereafter on AFG's fixed annuity liabilities at December 31 were as follows.

	<u>First</u>	<u>Second</u>	<u>Third</u>	<u>Fourth</u>	<u>Fifth</u>	<u>Thereafter</u>	<u>Total</u>	<u>Fair Value</u>
2007	\$1,220	\$1,029	\$971	\$931	\$873	\$5,073	\$10,097	\$9,599
2006	1,016	1,085	971	934	933	4,518	9,457	8,969

At December 31, 2007, the average stated crediting rate on the in-force block of AFG's principal fixed annuity products was approximately 3.7%. The current stated crediting rates (excluding bonus interest) on new sales of AFG's fixed annuity products generally range from 3.0% to 4.0%. AFG estimates that its effective weighted-average crediting rate on its in-force business over the next five years will approximate 3.6%. This rate reflects actuarial assumptions as to (i) expected investment spreads, (ii) deaths, (iii) annuitizations, (iv) surrenders and (v) renewal premiums. Actual experience and changes in actuarial assumptions may result in different effective crediting rates than those above.

AFG's indexed annuities represented approximately 20% of annuity benefits accumulated at December 31, 2007. These annuities provide policyholders with a crediting rate tied, in part, to the performance of an existing stock market index. AFG attempts to mitigate the risk in the index-based component of these products through the purchase of call options on the appropriate index. AFG's strategy is designed so that an increase in the liabilities, due to an increase in the market index, will be generally offset by unrealized and realized gains on the call options purchased by AFG. Under SFAS No. 133, both the index-based component of the annuities and the related call options are considered derivatives and adjusted to fair value through current earnings as annuity benefits. Adjusting these derivatives to fair value had a net effect of less than 2% of annuity benefits in 2007 and 2006.

**Long-Term Debt** The following table shows scheduled principal payments (in millions) on fixed-rate long-term debt of AFG and its subsidiaries and related weighted average interest rates for each of the subsequent five years and for all years thereafter.

	<u>December 31, 2007</u>			<u>December 31, 2006</u>	
	<u>Scheduled</u>			<u>Scheduled</u>	
	<u>Principal</u>			<u>Principal</u>	
	<u>Payments</u>	<u>Rate</u>		<u>Payments</u>	<u>Rate</u>
2008	\$218.9	4.4%	2007	\$ 82.0	7.1%
2009	174.6	7.1	2008	222.0	4.4
2010	2.8	7.6	2009	184.4	7.1
2011	9.1	10.1	2010	2.9	7.6
2012	1.4	5.9	2011	9.1	10.1
Thereafter	<u>399.0</u>	7.1	Thereafter	<u>404.9</u>	7.2
Total	<u>\$805.8</u>	6.4%	Total	<u>\$ 905.3</u>	6.5%
Fair Value	<u>\$832.9</u>		Fair Value	<u>\$1,054.3</u>	

The accreted value of the AFG Senior Convertible Notes issued in 2003 is included in the above tables at the first put date (2008). AAG Holding has entered into interest rate swaps, which effectively convert its 6-7/8% fixed-rate Notes due in 2008 (included in the table above) to a floating rate of 3-month LIBOR plus 2.9%.

On March 1, 2007, AAG Holding redeemed its \$22 million of 8-7/8% Subordinated Debentures due January 2027 for \$22.9 million (included as a scheduled 2007 payment at December 31, 2006, in the table above).

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At December 31, 2007, AFG and AAG Holding had a total of \$116 million in borrowings outstanding under the bank credit facility. No amounts were borrowed under the credit facility at December 31, 2006.

## ITEM 8

### Financial Statements and Supplementary Data

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"Selected Quarterly Financial Data" has been included in Note L to the Consolidated Financial Statements.

Please refer to "Forward-Looking Statements" following the Index in front of this Form 10-K.

## **ITEM 9A**

### **Controls and Procedures**

AFG's management, with participation of its Co-Chief Executive Officers and its principal financial officer, has evaluated AFG's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15) as of the end of the period covered by this report. Based on that evaluation, AFG's Co-CEOs and principal financial officer concluded that the controls and procedures are effective. There have been no changes in AFG's internal control over financial reporting during the fourth fiscal quarter of 2007 that materially affected, or are reasonably likely to materially affect, AFG's internal control over financial reporting. 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.

### **MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

AFG's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Securities Exchange Act Rules 13a-15(f). Under the supervision and with the participation of management, including AFG's principal executive officers and principal financial officer, AFG conducted an evaluation of the effectiveness of internal control over financial reporting as of December 31, 2007, based on the criteria set forth in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission.

There are inherent limitations to the effectiveness of any system of internal controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective internal controls and procedures can only provide reasonable assurance of achieving their control objectives.

Based on AFG's evaluation, management concluded that internal control over financial reporting was effective as of December 31, 2007.

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### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

#### **ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Board of Directors and Shareholders

American Financial Group, Inc.

We have audited American Financial Group, Inc.'s (the Company's) internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the effectiveness of the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, American Financial Group, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of American Financial Group, Inc. as of December 31, 2007 and 2006, and the related consolidated statements of earnings, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2007, and our report dated February 27, 2008, expressed an unqualified opinion thereon.

/s/ERNST & YOUNG LLP

Cincinnati, Ohio  
February 27, 2008

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### **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

**American Financial Group, Inc.**

We have audited the accompanying consolidated balance sheets of American Financial Group, Inc. and subsidiaries (the Company) as of December 31, 2007 and 2006, and the related consolidated statements of earnings, changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2007. Our audits also included the financial statement schedules listed in the Index at Item 15(a). These financial statements and schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of American Financial Group, Inc. and subsidiaries at December 31, 2007 and 2006, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2007, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note A to the consolidated financial statements, in connection with implementing new accounting standards, the Company changed its methods of accounting for unrecognized tax benefits in 2007 and stock-based compensation in 2006.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), American Financial Group, Inc.'s internal control over financial reporting as of December 31, 2007, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 27, 2008, expressed an unqualified opinion thereon.

/s/ERNST & YOUNG LLP

Cincinnati, Ohio

February 27, 2008

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEET**

(Dollars in Millions)

	<u>December 31,</u>	
	<u>2007</u>	<u>2006</u>
<b>Assets:</b>		
Cash and cash equivalents	\$ 815.9	\$ 1,329.0
Investments:		
Fixed maturities:		
Available for sale - at fair value		
(amortized cost - \$15,188.1 and \$14,663.0)	15,140.7	14,624.3
Trading - at fair value	274.1	276.4
Equity securities - at fair value		
(cost - \$914.5 and \$606.4)	923.3	729.4
Mortgage loans	358.8	264.5
Policy loans	273.2	267.1
Real estate and other investments	<u>268.1</u>	<u>248.3</u>
Total cash and investments	18,054.1	17,739.0
Recoverables from reinsurers and prepaid reinsurance premiums	3,664.1	3,625.2
Agents' balances and premiums receivable	560.6	599.4
Deferred policy acquisition costs	1,394.4	1,266.9
Other receivables	475.4	425.0
Variable annuity assets (separate accounts)	692.5	700.5
Prepaid expenses and other assets	762.0	577.3
Goodwill	<u>204.4</u>	<u>167.8</u>
	<u>\$25,807.5</u>	<u>\$25,101.1</u>
<b>Liabilities and Capital:</b>		
Unpaid losses and loss adjustment expenses	\$ 6,168.4	\$ 6,100.0
Unearned premiums	1,668.2	1,653.9
Annuity benefits accumulated	10,096.6	9,456.7
Life, accident and health reserves	1,483.7	1,414.7
Payables to reinsurers	363.8	314.9
Long-term debt	936.9	921.0
Variable annuity liabilities (separate accounts)	692.5	700.5
Accounts payable, accrued expenses and other liabilities	<u>1,251.4</u>	<u>1,326.6</u>
Total liabilities	22,661.5	21,888.3

Minority interest 99.9 283.9

Shareholders' Equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 113,499,080 and 119,303,928 shares outstanding	113.5	119.3
Capital surplus	1,186.5	1,220.5
Retained earnings	1,733.5	1,533.6
Accumulated other comprehensive income, net of tax	<u>12.6</u>	<u>55.5</u>
Total shareholders' equity	<u>3,046.1</u>	<u>2,928.9</u>
	<u>\$25,807.5</u>	<u>\$25,101.1</u>

See notes to consolidated financial statements.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF EARNINGS

(In Millions, Except Per Share Data)

	Year ended December 31,		
	2007	2006	2005
<b>Income:</b>			
Property and casualty insurance premiums	\$2,702.7	\$2,563.1	\$2,366.5
Life, accident and health premiums	423.7	354.7	371.0
Investment income	1,005.0	939.1	865.3
Realized gains (losses) on securities	(70.8)	29.0	23.9
Other income	<u>344.1</u>	<u>364.2</u>	<u>357.7</u>
	4,404.7	4,250.1	3,984.4
<b>Costs and Expenses:</b>			
Property and casualty insurance:			
Losses and loss adjustment expenses	1,432.3	1,480.3	1,689.1
Commissions and other underwriting expenses	820.0	764.8	652.4
Annuity benefits	371.5	343.7	341.6
Life, accident and health benefits	345.7	285.6	286.5
Annuity and supplemental insurance acquisition expenses	175.1	141.8	150.2
Interest charges on borrowed money	71.3	72.5	79.5
Other operating and general expenses	<u>549.9</u>	<u>467.0</u>	<u>458.0</u>
	<u>3,765.8</u>	<u>3,555.7</u>	<u>3,657.3</u>
Operating earnings before income taxes	638.9	694.4	327.1
Provision for income taxes	<u>225.8</u>	<u>234.6</u>	<u>105.6</u>
Net operating earnings	413.1	459.8	221.5
Minority interest expense	<u>(31.7)</u>	<u>(31.6)</u>	<u>(25.4)</u>
Earnings from continuing operations	381.4	428.2	196.1
Discontinued operations, net of tax	<u>1.8</u>	<u>25.2</u>	<u>10.5</u>
<b>Net Earnings</b>	<u>\$ 383.2</u>	<u>\$ 453.4</u>	<u>\$ 206.6</u>
<b>Basic earnings per Common Share:</b>			
Continuing operations	\$3.24	\$3.63	\$1.69
Discontinued operations	<u>.01</u>	<u>.21</u>	<u>.09</u>
Net earnings available to Common Shares	<u>\$3.25</u>	<u>\$3.84</u>	<u>\$1.78</u>
<b>Diluted earnings per Common Share:</b>			
Continuing operations	\$3.09	\$3.54	\$1.66
Discontinued operations	<u>.01</u>	<u>.21</u>	<u>.09</u>
Net earnings available to Common Shares	<u>\$3.10</u>	<u>\$3.75</u>	<u>\$1.75</u>
Average number of Common Shares:			
Basic	117.7	118.0	115.8
Diluted	123.2	120.5	117.8
Cash dividends per Common Share	\$ .40	\$ .37	\$ .33

See notes to consolidated financial statements.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(Dollars In Millions)

	Common Stock		Accumulated Other Comprehensive Income		Total
	Common Shares	and Capital Surplus	Retained Earnings	Comprehensive Income	
Balance at January 1, 2005	114,051,206	\$1,222.5	\$ 976.2	\$221.7	\$2,421.5

Balance at January 1, 2005	117,501,300	\$1,222.0	\$ 970.0	\$231.7	\$2,750.0
Net earnings	-	\$ -	\$ 206.6	\$ -	\$ 206.6
Other comprehensive income (loss), net of tax:					
Change in unrealized gains on securities	-	-	-	(180.9)	<u>(180.9)</u>
Total comprehensive income					25.7
Dividends on Common Stock	-	-	(38.5)	-	(38.5)
Shares issued:					
Exercise of stock options	2,504,152	48.5	-	-	48.5
Dividend reinvestment plan	274,782	5.4	-	-	5.4
Employee stock purchase plan	39,641	.9	-	-	.9
Retirement plan contributions	207,774	4.5	-	-	4.5
Deferred compensation distributions	11,061	.2	-	-	.2
Directors fees paid in stock	13,980	.3	-	-	.3
Shares tendered in option exercises	(901,425)	(9.6)	(10.3)	-	(19.9)
Capital transactions of subsidiaries	-	(8.0)	-	-	(8.0)
Other	-	8.0	-	-	8.0
<b>Balance at December 31, 2005</b>	<u>117,101,271</u>	<u>\$1,272.7</u>	<u>\$1,134.1</u>	<u>\$ 50.8</u>	<u>\$2,457.6</u>
Net earnings	-	\$ -	\$ 453.4	\$ -	\$ 453.4
Other comprehensive income (loss), net of tax:					
Change in unrealized gains on securities	-	-	-	(.1)	(.1)
Change in foreign currency translation	-	(4.9)	-	4.3	<u>(.6)</u>
Total comprehensive income					452.7
Dividends on Common Stock	-	-	(43.2)	-	(43.2)
Shares issued:					
Exercise of stock options	2,421,667	59.4	-	-	59.4
Dividend reinvestment plan	185,211	5.0	-	-	5.0
Employee stock purchase plan	36,802	1.1	-	-	1.1
Deferred compensation distributions	63,162	1.6	-	-	1.6
Directors fees paid in stock	12,780	.4	-	-	.4
Shares tendered in option exercises	(515,227)	(6.0)	(10.7)	-	(16.7)
Stock-based compensation expense	-	7.0	-	-	7.0
Capital transactions of subsidiaries	-	3.6	-	-	3.6
Cash in lieu of stock-split fractional shares	(1,738)	(.1)	-	-	(.1)
Other	-	-	-	.5	.5
<b>Balance at December 31, 2006</b>	<u>119,303,928</u>	<u>\$1,339.8</u>	<u>\$1,533.6</u>	<u>\$ 55.5</u>	<u>\$2,928.9</u>
Cumulative effect of accounting change	-	\$ -	(\$ 14.9)	\$ -	(\$ 14.9)
Net earnings	-	-	383.2	-	383.2
Other comprehensive income (loss), net of tax:					
Change in unrealized gains (losses) on securities	-	-	-	(60.4)	(60.4)
Change in foreign currency translation	-	-	-	23.6	23.6
Change in unrealized pension and other postretirement benefits	-	-	-	1.9	<u>1.9</u>
Total comprehensive income					348.3
Dividends on Common Stock	-	-	(47.4)	-	(47.4)
Shares issued:					
Exercise of stock options	804,617	18.9	-	-	18.9
Dividend reinvestment plan	180,138	5.5	-	-	5.5
Employee stock purchase plan	39,579	1.3	-	-	1.3
Deferred compensation distributions	31,863	1.1	-	-	1.1
Directors fees paid in stock	9,965	.4	-	-	.4
Stock incentive plan	114,594	3.9	-	-	3.9
Other stock-based compensation expense	-	9.4	-	-	9.4
Shares acquired and retired	(6,948,439)	(78.9)	(120.2)	-	(199.1)
Shares tendered in option exercises	(37,165)	(.4)	(.8)	-	(1.2)
Effect of minority interest repurchased	-	-	-	(8.0)	(8.0)
Capital transactions of subsidiaries	-	(1.0)	-	-	(1.0)
<b>Balance at December 31, 2007</b>	<u>113,499,080</u>	<u>\$1,300.0</u>	<u>\$1,733.5</u>	<u>\$ 12.6</u>	<u>\$3,046.1</u>

## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CASH FLOWS

(In Millions)

	Year ended December 31,		
	2007	2006	2005
<b>Operating Activities:</b>			
Net earnings	\$ 383.2	\$ 453.4	\$ 206.6
Adjustments:			
Minority interest	32.0	37.3	28.0
Depreciation and amortization	194.3	167.0	213.0
Annuity benefits	371.5	343.7	341.6
Realized (gains) losses on investing activities	52.8	(144.9)	(103.4)
Net purchases/sales of trading securities	(31.0)	(6.8)	14.2
Deferred annuity and life acquisition costs	(204.9)	(171.5)	(128.1)
Decrease (increase) in reinsurance and other receivables	(28.0)	(45.8)	188.1
Decrease (increase) in other assets	(174.3)	36.2	22.2
Increase in insurance claims and reserves	150.9	278.6	564.9
Increase (decrease) in payable to reinsurers	48.8	16.0	(414.8)
Increase (decrease) in other liabilities	(27.7)	(23.5)	50.1
Other, net	20.9	27.9	39.9
Net cash provided by operating activities	<u>788.5</u>	<u>967.6</u>	<u>1,022.3</u>
<b>Investing Activities:</b>			
Purchases of and additional investments in:			
Fixed maturity investments	(3,639.8)	(2,829.2)	(4,134.9)
Equity securities	(579.1)	(319.6)	(276.5)
Subsidiaries	(258.6)	(206.5)	(17.5)
Real estate, property and equipment	(40.3)	(72.4)	(79.4)
Maturities and redemptions of fixed maturity investments	1,503.6	995.4	1,088.0
Sales of:			
Fixed maturity investments	1,575.4	1,634.0	1,757.0
Equity securities	235.6	270.7	265.8
Subsidiaries	-	37.5	1.8
Real estate, property and equipment	25.8	135.2	126.6
Decrease (increase) in securities lending collateral	17.6	(158.9)	-
Cash and cash equivalents of businesses acquired or sold, net	-	201.9	51.2
Increase in other investments	(121.9)	(50.5)	(37.9)
Net cash used in investing activities	<u>(1,281.7)</u>	<u>(362.4)</u>	<u>(1,255.8)</u>
<b>Financing Activities:</b>			
Annuity receipts	1,573.6	1,378.2	854.4
Annuity surrenders, benefits and withdrawals	(1,428.4)	(1,208.5)	(936.1)
Net transfers from variable annuity assets	59.6	25.5	11.4
Additional long-term borrowings	242.0	117.5	29.7
Reductions of long-term debt	(227.9)	(209.9)	(145.0)
Increase (decrease) in securities lending obligation	(17.6)	158.9	-
Issuances of Common Stock	18.3	38.7	25.8
Repurchases of Common Stock	(199.1)	-	-
Subsidiary's issuance of stock in public offering	-	-	40.4
Cash dividends paid on Common Stock	(41.9)	(38.2)	(33.1)
Other, net	1.5	(10.2)	(3.9)
Net cash provided by (used in) financing activities	<u>(19.9)</u>	<u>252.0</u>	<u>(156.4)</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>(513.1)</b>	<b>857.2</b>	<b>(389.9)</b>
Cash and cash equivalents at beginning of year	<u>1,329.0</u>	<u>471.8</u>	<u>861.7</u>
Cash and cash equivalents at end of year	<u>\$ 815.9</u>	<u>\$1,329.0</u>	<u>\$ 471.8</u>

See notes to consolidated financial statements.

## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

INDEX TO NOTES

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C. Segments of Operations	K. Commitments and Contingencies
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## A. Accounting Policies

**Basis of Presentation** The consolidated financial statements include the accounts of American Financial Group, Inc. ("AFG") and its subsidiaries. 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 in conformity with U.S. generally accepted accounting principles ("GAAP") 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.

**Stock Split** All share and per share amounts (except number of shares authorized and the stated value of \$1.00 per share) presented in the financial statements have been adjusted for all periods presented to reflect the effect of a three-for-two Common Stock split on December 15, 2006.

**Investments** Fixed maturity and equity securities classified as "available for sale" are reported at fair value with unrealized gains and losses included in a separate component of shareholders' equity. Fixed maturity and equity securities classified as "trading" are reported at fair value with changes in unrealized holding gains or losses during the period included in investment income. Loans receivable are carried primarily at the aggregate unpaid balance. Premiums and discounts on fixed maturity securities are amortized using the interest method; 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.

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

Certain AFG subsidiaries loan fixed maturity and equity securities to other institutions for short periods of time. The borrower is required to provide collateral on which AFG earns investment income, net of a fee to the lending agent. AFG records the collateral held (included in other assets) and the liability to return the collateral (included in other liabilities) in its Balance Sheet at fair value. The securities loaned remain a recorded asset on AFG's Balance Sheet.

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### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Derivatives** Derivatives included in AFG's Balance Sheet are recorded at fair value and consist primarily of (i) the interest component of certain life reinsurance contracts (included in other liabilities), (ii) components of certain fixed maturity securities, (iii) interest rate swaps (included in debt), and (iv) 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 swaps match those of the debt; therefore, the swaps are considered to be (and are accounted for as) highly effective fair value hedges. The swaps are included with long-term debt in the Balance Sheet.

**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.

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

Certain annuity and supplemental insurance subsidiaries cede life insurance policies to a third party on a funds withheld basis whereby the subsidiaries retain the assets (securities) associated with the reinsurance contracts. Interest is credited to the reinsurer based on the actual investment performance of the retained assets. These reinsurance contracts are considered to contain embedded derivatives (that must be adjusted to fair value) because the yield on the payables is based on specific blocks of the ceding companies' assets, rather than the overall creditworthiness of the ceding company. AFG determined that changes in the fair value of the underlying portfolios of fixed maturity securities is an appropriate measure of the value of the embedded derivative. The securities related to these transactions are classified as "trading." The adjustment to fair value on the embedded derivatives offsets the investment income recorded on the adjustment to fair value of the related trading portfolios.

**Deferred Policy Acquisition Costs ("DPAC")** Policy acquisition costs (principally commissions, premium taxes and other marketing and underwriting expenses) related to the production of new business are deferred. For the property and casualty companies, DPAC is limited based upon recoverability without any consideration for anticipated investment income and is charged against income ratably over the terms of the related policies. A premium deficiency is recognized if the sum of expected claims costs, claims adjustment expenses, unamortized acquisition costs and policy maintenance costs exceed the related unearned premiums. A premium deficiency would first be recognized by charging any unamortized acquisition costs to expense to the extent required to eliminate the deficiency. If the premium deficiency was greater than unamortized acquisition costs, a liability would be accrued for the excess deficiency and reported with unpaid losses and loss adjustment expenses.

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 actual and expected gross profits on the policies. To the

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### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

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 gains on marketable securities, a component of "Accumulated Other Comprehensive Income, net of tax" 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 annuity and supplemental insurance companies acquired ("PVFP"). PVFP represents the portion of the costs to acquire companies that is allocated to the value of the right to receive future cash flows from insurance contracts existing at the date of acquisition. PVFP is amortized with interest in relation to expected gross profits of the acquired policies for annuities and universal life products and in relation to the premium paying period for traditional life and health insurance products.

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

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

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

**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 fair value of deposits invested in underlying investment funds on which AFG earns a fee. Investment funds are selected and may be changed only by the policyholder, who retains all investment risk.

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## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**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.

**Minority Interest** For Balance Sheet purposes, minority interest represents the interests of noncontrolling shareholders in consolidated entities. In the Statement of Earnings, minority interest expense represents such shareholders' interest in the earnings of those entities.

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

AFG records a liability for the inherent uncertainty in quantifying its income tax provisions. Related interest and penalties are recognized as a component of tax expense.

AFG implemented FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes (an interpretation of FASB Statement No. 109)" ("FIN 48") on January 1, 2007. FIN 48 sets forth criteria for recognition and measurement of tax positions taken or expected to be taken in a tax return. FIN 48 requires that companies recognize the impact of a tax position if that position is more likely than not of being sustained on audit, based on the technical merits of the position. FIN 48 also provides guidance on derecognition, classification, interest, penalties, accounting in interim periods and disclosure. The cumulative effect of applying FIN 48 was recorded as a reduction to retained earnings at January 1, 2007 and is shown separately in the Statement of Changes in Shareholders' Equity. See *Note I - "Income Taxes."*

**Stock-Based Compensation** Effective January 1, 2006, AFG implemented Statement of Financial Accounting Standards ("SFAS") No. 123(R), "Share-Based Payment" using the modified prospective method under which prior year amounts are not restated. Under SFAS No. 123(R), companies must recognize compensation expense for all new share-based awards (including employee stock options), and the nonvested portions of prior awards, based on their calculated "fair value" at the date of grant. Beginning in 2006, all share-based grants are recognized as compensation expense over the vesting period. AFG uses the Black-Scholes pricing model to measure the fair value of employee stock options.

Prior to the implementation of SFAS No. 123(R), AFG accounted for stock options and other stock-based compensation plans using the intrinsic value method prescribed by Accounting Principles Board Opinion ("APB") No. 25, "Accounting

for Stock Issued to Employees." Under this method, no compensation expense for stock option grants was recognized because options were granted at exercise prices equal to the fair value of the shares at the dates of grant. See *Note H - "Shareholders' Equity"* for further information on stock options.

**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. Company contributions are expensed in the year for which they are declared.

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

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 the employees earn such benefits.

**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 (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Adjustments to net earnings:			
Dilution of majority-owned subsidiaries	(\$1.0)	(\$1.4)	(\$ .6)
Assumed issuance of shares under deferred compensation plan	(.7)	-	-
Adjustments to weighted average common shares:			
Stock-based compensation plans	2.6	2.5	2.0
Convertible notes	2.9	-	-

AFG's weighted average diluted shares outstanding excludes the following anti-dilutive potential common shares related to stock compensation plans: 2007 - 1.4 million, 2006 - 1.6 million and 2005 - 2.6 million.

**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 Operations**

**Marketform Group** In January 2008, AFG paid \$74 million (subject to adjustment pending completion of the beginning balance sheet) to acquire approximately 67% of Marketform Group Limited, a Lloyd's insurer that focuses on medical malpractice and other specialty property and casualty insurance products outside of the United States. As part of the acquisition, AFG became a corporate member in Lloyd's Syndicate 2468, which is managed by Marketform.

**Strategic Comp Holdings** AFG also acquired Strategic Comp Holdings, LLC in January 2008 for \$40 million (subject to adjustment pending completion of the beginning balance sheet). Additional contingent consideration could be due after seven years based on achieving certain operating milestones. Strategic Comp, headquartered in Louisiana, is a provider of workers' compensation programs for mid-size to large commercial accounts.

**Great American Financial Resources** On September 28, 2007, Great American Financial Resources, Inc. ("GAFRI") completed the acquisition of the 9.2 million shares (19%) of its common stock not previously owned by AFG at a price of \$24.50 per share in cash. Total cost of the acquisition (\$239 million), including cash paid for vested options and merger costs, was provided by AFG (parent company). The acquisition resulted in a \$217 million reduction of minority interest and an increase of \$22 million in goodwill. Pro forma results of operations for AFG, assuming the acquisition had taken place at the beginning of 2007, would not differ materially from actual reported results.

**Ceres Group** In August 2006, GAFRI acquired Ceres Group, Inc. ("Ceres") for \$204.4 million in cash (plus approximately \$8 million in direct transaction costs). In connection with the acquisition, Ceres reinsured 100% of its major medical business and 50% of its in-force senior business, which focuses primarily on sales of Medicare supplement and other supplemental insurance

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

products to the senior market. As a result of the reinsurance, Ceres has exited the major medical business. The reinsurance transactions enabled Ceres to pay approximately \$80 million in return of capital distributions to GAFRI since the acquisition. At December 31, 2007, Ceres had an additional \$20 million of excess capital available for future distributions.

**Chatham Bars Inn** In June 2006, GAFRI sold a resort hotel located on Cape Cod for \$166 million. See *Note J - "Discontinued Operations."*

**Old Standard Life Fixed Annuity Business** In January 2006, GAFRI acquired the fixed annuity business written by Old Standard Life Insurance Company through a reinsurance transaction. In total, the transaction resulted in an increase of approximately \$280 million in both annuity benefits accumulated and cash and investments.

**Great American Life Assurance Company of Puerto Rico** GAFRI completed the sale of its subsidiary, Great American Life Assurance Company of Puerto Rico ("GAPR"), for \$37.5 million in cash in January 2006. GAFRI acquired GAPR in 1997 for approximately \$50 million. During 2005, GAFRI received \$100 million in dividends from GAPR and recorded a \$3.4 million pretax loss on the anticipated sale (included in Other income).

**Farmers Crop Insurance Alliance, Inc.** On September 30, 2005, AFG acquired the multi-peril crop insurance and the crop hail insurance business written through Farmers Crop Insurance Alliance, Inc. for \$17.5 million in cash. AFG will pay additional amounts of up to 10% of annual premiums through September 2008 based on certain customer retention criteria. Approximately \$16.5 million of the initial Farmers Crop purchase price was recorded as intangible renewal rights and is being amortized over an estimated retention period of four years on a straight-line basis. Additional payments totaling \$19.4 million and \$848,000 were made in 2007 and 2006, respectively; any future payments (not expected to exceed \$1 million) based on customer retention will also be recorded as intangible renewal rights. This business generated gross written premiums of approximately \$200 million in 2007 and 2006 .

**National Interstate Initial Public Offering** An AFG majority-owned subsidiary, National Interstate Corporation ("NATL"), issued 3.4 million of its common shares in a February 2005 initial public offering. NATL used \$15 million of the \$40.4 million in proceeds to repay a loan to an AFG subsidiary and the balance for general corporate purposes. At December 31, 2007, AFG owned approximately 53% of NATL's common stock compared to 66% prior to the offering.

C. **Segments of Operations** AFG manages its business as three segments: (i) property and casualty insurance, (ii) annuity and supplemental insurance and (iii) other, which includes holding company assets and costs.

AFG reports its property and casualty insurance business in the following Specialty sub-segments: (i) Property and transportation, which includes physical damage and liability coverage for buses, trucks and recreational vehicles, inland and ocean marine, agricultural-related products and other property coverages, (ii) Specialty casualty, which includes primarily excess and surplus, general liability, executive and professional liability and customized programs for small to mid-sized businesses, (iii) Specialty financial, which includes risk management insurance programs for lending and leasing institutions, surety and fidelity products and trade credit insurance, and (iv) California workers' compensation. AFG's annuity and supplemental insurance business markets traditional fixed, indexed and variable annuities and a variety of supplemental insurance products. AFG's reportable segments and their components were determined based primarily upon similar economic characteristics, products and services.

In 2007, 2006, and 2005, less than 2% of AFG's revenues were derived from the sale of property and casualty insurance in Canada, Mexico and Europe. In 2005 just over 2% of AFG's revenues were derived from the sale of life and supplemental health

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

products in Puerto Rico. The Puerto Rico business was sold in January 2006.

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

	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Assets</b>			
Property and casualty insurance (a)	\$11,708.7	\$11,492.7	\$10,501.4
Annuity and supplemental insurance	13,962.7	13,241.8	11,913.6
Other	<u>136.1</u>	<u>366.6</u>	<u>401.0</u>
	<u>\$25,807.5</u>	<u>\$25,101.1</u>	<u>\$22,816.0</u>
<b>Revenues</b>			
Property and casualty insurance:			
Premiums earned:			
Specialty			
Property and transportation	\$ 1,107.7	\$ 983.9	\$ 857.7
Specialty casualty	828.2	803.9	733.9
Specialty financial	464.6	406.4	363.1
California workers' compensation	233.9	292.1	347.4
Other	67.7	75.1	60.7
Other lines	<u>.6</u>	<u>1.7</u>	<u>3.7</u>
	2,702.7	2,563.1	2,366.5
Investment income	352.0	324.8	287.6
Realized gains (losses)	(48.1)	31.3	17.3
Other	<u>198.6</u>	<u>196.6</u>	<u>242.3</u>
	3,205.2	3,115.8	2,913.7
Annuity and supplemental insurance:			
Investment income	644.1	607.0	574.4
Life, accident and health premiums	423.7	354.7	371.0
Realized gains (losses)	(25.4)	(1.2)	12.9
Other	<u>122.1</u>	<u>106.9</u>	<u>78.3</u>
	1,164.5	1,067.4	1,036.6
Other	<u>35.0</u>	<u>66.9</u>	<u>34.1</u>
	<u>\$ 4,404.7</u>	<u>\$ 4,250.1</u>	<u>\$ 3,984.4</u>
<b>Operating Earnings Before Income Taxes</b>			
Property and casualty insurance:			
Underwriting:			
Specialty			
Property and transportation	\$ 244.9	\$ 174.2	\$ 145.7
Specialty casualty	209.3	120.9	63.4
Specialty financial	24.9	(41.4)	(77.1)
California workers' compensation	50.9	75.8	104.2
Other (b)	(24.2)	(7.0)	(28.4)
Other lines (c)	<u>(55.4)</u>	<u>(4.5)</u>	<u>(182.8)</u>
	450.4	318.0	25.0
Investment income, realized gains and other	<u>244.1</u>	<u>325.4</u>	<u>312.5</u>
	694.5	643.4	337.5
Annuity and supplemental insurance	76.4	108.2	74.5
Other (d)	<u>(132.0)</u>	<u>(57.2)</u>	<u>(84.9)</u>
	<u>\$ 638.9</u>	<u>\$ 694.4</u>	<u>\$ 327.1</u>

- (a) Not allocable to sub-segments.
- (b) Includes charges of \$25.5 million in 2007 and \$19.9 million in 2005 for adjustments related to deferred gains on retroactive reinsurance, and \$7.0 million in hurricane losses from assumed reinsurance in 2005.
- (c) Includes charges of \$44.2 million and \$179.3 million in the second quarter of 2007 and third quarter of 2005, respectively, to increase asbestos, environmental and other mass tort reserves.
- (d) Includes holding company expenses and a second quarter 2007 charge of \$41 million related to asbestos and environmental liabilities at former railroad and manufacturing operations.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

D. **Investments** Fixed maturities and equity securities classified as available for sale at December 31 consisted of the following (in millions):

	2007				2006			
	Amortized	Fair	Gross Unrealized		Amortized	Fair	Gross Unrealized	
	Cost	Value	Gains	Losses	Cost	Value	Gains	Losses
Fixed maturities:								
Direct obligations of the United States Government	\$ 386	\$ 394	\$ 7.9	\$ -	\$ 686	\$ 674	\$ .1	(\$ 12.3)
United States Government agencies and authorities	272	276	4.3	(.5)	355	353	2.9	(4.1)
States, municipalities and political subdivisions	1,005	1,013	10.8	(3.3)	1,156	1,152	7.0	(11.4)
Foreign government	191	193	2.6	(.3)	163	164	2.0	(.6)
Public utilities	1,031	1,040	16.1	(7.4)	1,060	1,065	15.3	(10.5)
Mortgage-backed securities	4,888	4,841	42.5	(89.6)	4,466	4,418	21.6	(70.0)
All other corporate	7,387	7,356	90.2	(121.3)	6,747	6,765	90.0	(70.2)
Redeemable preferred stocks	<u>28</u>	<u>28</u>	<u>.8</u>	<u>(.2)</u>	<u>30</u>	<u>33</u>	<u>1.5</u>	<u>-</u>
	<u>\$15,188</u>	<u>\$15,141</u>	<u>\$175.2</u>	<u>(\$222.6)</u>	<u>\$14,663</u>	<u>\$14,624</u>	<u>\$140.4</u>	<u>(\$179.1)</u>
Equity securities	<u>\$ 914</u>	<u>\$ 923</u>	<u>\$115.8</u>	<u>(\$107.0)</u>	<u>\$ 606</u>	<u>\$ 729</u>	<u>\$129.0</u>	<u>(\$ 6.0)</u>

The following tables show gross unrealized losses (in millions) on fixed maturities and equity securities by investment category and length of time that individual securities have been in a continuous unrealized loss position at December 31, 2007 and 2006.

	Less Than Twelve Months			Twelve Months or More		
	Unrealized	Fair	Fair Value as	Unrealized	Fair	Fair Value as
	Loss	Value	% of Cost	Loss	Value	% of Cost
<u>2007</u>						
Fixed maturities:						
Direct obligations of the United States Government	\$ -	\$ -	-%	\$ -	\$ 29	100%
United States Government agencies and authorities	-	11	100%	(.4)	23	98%
States, municipalities and political subdivisions	(1.2)	64	98%	(2.1)	200	99%
Foreign government	-	-	-%	(.3)	53	99%
Public utilities	(5.0)	255	98%	(2.5)	143	98%
Mortgage-backed securities	(30.5)	1,398	98%	(59.1)	1,710	97%
All other corporate	(77.1)	2,147	97%	(44.2)	1,272	97%
Redeemable preferred stocks	<u>(.2)</u>	<u>3</u>	<u>94%</u>	<u>-</u>	<u>-</u>	<u>-%</u>
	<u>(\$114.0)</u>	<u>\$3,878</u>	<u>97%</u>	<u>(\$108.6)</u>	<u>\$3,430</u>	<u>97%</u>
Equity securities	<u>(\$105.4)</u>	<u>\$ 490</u>	<u>82%</u>	<u>(\$ 1.6)</u>	<u>\$ 19</u>	<u>92%</u>
<u>2006</u>						
Fixed maturities:						
Direct obligations of the United States Government	(\$ 1.7)	\$ 274	99%	(\$ 10.6)	\$ 378	97%
United States Government agencies and authorities	(.4)	47	99%	(3.8)	162	97%
States, municipalities and political subdivisions	(.7)	120	99%	(10.7)	745	99%
Foreign government	-	9	100%	(.6)	41	99%
Public utilities	(4.7)	284	98%	(5.8)	239	98%

Mortgage-backed securities	(5.3)	778	99%	(64.6)	2,726	98%
All other corporate	(14.6)	1,395	99%	(55.6)	2,119	97%
Redeemable preferred stocks	-	3	98%	-	-	-
	<u>(\$ 27.4)</u>	<u>\$2,910</u>	99%	<u>(\$151.7)</u>	<u>\$6,410</u>	98%
Equity securities	<u>(\$ 3.7)</u>	<u>\$ 57</u>	94%	<u>(\$ 2.3)</u>	<u>\$ 48</u>	95%

At December 31, 2007, the gross unrealized losses on fixed maturities relate to over 1,100 securities. At that date, investment grade securities (as determined by nationally recognized rating agencies) represented approximately 86% of the total unrealized loss and 92% of the fair value. Of the mortgage-backed securities, substantially all of the unrealized losses relate to AAA rated securities. Management believes that AFG will recover its cost basis in the securities having unrealized losses at December 31, 2007 and that AFG has the ability and intent to hold such securities until they recover in value or mature.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The table below sets forth the scheduled maturities of fixed maturities as of December 31, 2007 (in millions). Asset-backed securities and other securities with sinking funds are reported at average maturity. Actual maturities may differ from contractual maturities because certain securities may be called or prepaid by the issuers. Mortgage-backed securities had an average life of approximately six years at December 31, 2007.

<u>Maturity</u>	<u>Amortized Cost</u>	<u>Fair Value</u>	
		<u>Amount</u>	<u>%</u>
One year or less	\$ 645	\$ 649	4%
After one year through five years	3,796	3,834	25
After five years through ten years	5,007	4,967	33
After ten years	<u>852</u>	<u>850</u>	<u>6</u>
	10,300	10,300	68
Mortgage-backed securities	<u>4,888</u>	<u>4,841</u>	<u>32</u>
Total	<u>\$15,188</u>	<u>\$15,141</u>	<u>100%</u>

Certain risks are inherent in connection with fixed maturity securities, including loss upon default, price volatility in reaction to changes in interest rates, and general market factors and risks associated with reinvestment of proceeds due to prepayments or redemptions in a period of declining interest rates.

There were no investments (other than U.S. Treasury Notes) that exceeded 10% of Shareholders' Equity at December 31, 2007 or 2006. An AFG subsidiary held collateral for securities on loan of approximately \$139 million and \$159 million at December 31, 2007 and 2006, respectively; fair value of securities loaned (plus accrued interest) was approximately \$139 million and \$156 million at those dates.

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

	<u>Fixed Maturities</u>	<u>Equity Securities</u>	<u>Tax Effects</u>	<u>Total</u>
<u>2007</u>				
Realized	(\$ 2.9)	(\$ 67.9)	\$ 24.8	(\$ 46.0)
Change in Unrealized	(8.7)	(114.2)	42.3	(80.6)
<u>2006</u>				
Realized	(27.4)	56.4	(10.2)	18.8
Change in Unrealized	(93.0)	67.8	7.6	(17.6)
<u>2005</u>				
Realized	(15.4)	39.3	(6.1)	17.8
Change in Unrealized	(321.9)	(25.9)	120.3	(227.5)

For the years ended December 31, 2007, 2006 and 2005, respectively, AFG has recorded charges (included in realized gains on securities) of \$128 million, \$26 million and \$16 million for other than temporary impairments of securities. Gross gains and losses (excluding impairment writedowns and changes in the fair value of derivatives) on available for sale fixed maturity investment transactions included in the Statement of Cash Flows consisted of the following (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Gross Gains	\$31.4	\$19.8	\$29.6
Gross Losses	(17.0)	(35.5)	(33.4)

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Unrealized Gain (Loss) on Marketable Securities, Net** In addition to adjusting equity securities and fixed maturity securities classified as "available for sale" to fair value, SFAS 115 requires that certain other balance sheet amounts be adjusted to the extent that unrealized gains and losses from securities would result in adjustments had those gains or

losses actually been realized. The following table shows the components of the unrealized gain (loss) on marketable securities, and its effect on various balance sheet captions (in millions).

	<u>2007</u>	<u>2006</u>
<u>Increase (decrease) in assets</u>		
Fixed maturities - available for sale	(\$47.4)	(\$ 38.7)
Equity securities	8.8	123.0
Deferred policy acquisition costs	10.7	(1.2)
Other assets, primarily deferred income taxes	8.0	(29.4)
<u>(Increase) decrease in liabilities and minority interest</u>		
Minority interest	2.5	(3.5)
Annuity benefits and other liabilities	<u>(1.0)</u>	<u>5</u>
	<u>(\$18.4)</u>	<u>\$ 50.7</u>

- E. **Deferred Policy Acquisition Costs** Included in deferred policy acquisition costs in AFG's Balance Sheet are \$249.1 million and \$95.0 million at December 31, 2007 and 2006, respectively, representing the present value of future profits ("PVFP") related to acquisitions in AFG's annuity and supplemental insurance business. The September 2007 acquisition of the GAFRI common stock not previously owned by AFG resulted in a \$183.8 million increase in PVFP and a similar reduction in other DPAC. In addition, PVFP was reduced by \$12.3 million in 2007 due to a refinement of the purchase price allocation for the August 2006 Ceres acquisition. The PVFP amounts are net of \$88.1 million and \$70.5 million of accumulated amortization at December 31, 2007 and 2006, respectively. Amortization of the PVFP was \$17.7 million in 2007, \$9.0 million in 2006 and \$9.3 million in 2005. The increase in amortization for 2007 reflects the GAFRI and Ceres acquisitions. During each of the next five years, the PVFP is expected to decrease at a rate of approximately one-seventh of the balance at the beginning of each respective year.
- F. **Goodwill** Changes in the carrying value of goodwill during 2006 and 2007, by reporting segment, are presented in the following table (in millions):

	Property and <u>Casualty</u>	Annuity and <u>Supplemental</u>	<u>Total</u>
Balance January 1, 2006	\$151.9	\$15.0	\$166.9
Goodwill from acquisitions	-	5.3	5.3
Impairment charge	-	(4.2)	(4.2)
Sale of business	<u>-</u>	<u>(.2)</u>	<u>(.2)</u>
Balance December 31, 2006	151.9	15.9	167.8
Goodwill from acquisitions	-	36.7	36.7
Sale of business	<u>-</u>	<u>(.1)</u>	<u>(.1)</u>
Balance December 31, 2007	<u>\$151.9</u>	<u>\$52.5</u>	<u>\$204.4</u>

The addition to goodwill in 2007 includes \$22.3 million related to the acquisition of the minority interest in GAFRI and \$14.4 million due to a refinement of the purchase price allocation for the Ceres acquisition. The addition to goodwill in 2006 reflects the acquisition of Ceres. GAFRI recorded a goodwill impairment charge of \$4.2 million (included in "Other operating and general expenses") during the fourth quarter of 2006 related to an insurance agency subsidiary. A review for impairment was prompted by a decrease in estimated future earnings from this agency. Fair value of the agency was estimated using the present value of expected future cash flows.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

- G. **Long-Term Debt** Long-term debt consisted of the following at December 31 (in millions):

	<u>2007</u>	<u>2006</u>
<b>Direct obligations of AFG:</b>		
7-1/8% Senior Debentures due April 2009, less discount of \$.2 and \$.4 (imputed rate - 7.2%)	\$173.2	\$182.9
Senior Convertible Notes due June 2033 (imputed rate - 4.0%)	189.7	189.7
7-1/8% Senior Debentures due February 2034	115.0	115.0
Borrowings under bank credit facility	95.0	-
7-1/8% Senior Debentures due 2007	-	59.5
Other	<u>2.9</u>	<u>3.8</u>
	<u>575.8</u>	<u>550.9</u>
<b>Subsidiaries:</b>		
Obligations of AAG Holding (guaranteed by AFG):		
7-1/2% Senior Debentures due November 2033	112.5	112.5
7-1/4% Senior Debentures due January 2034	86.3	86.3
6-7/8% Senior Notes due June 2008	28.5	31.5
Borrowings under bank credit facility	21.0	-
Notes payable secured by real estate due 2008 through 2016	67.5	67.8
American Premier Underwriters, Inc. ("American Premier")		
10-7/8% Subordinated Notes due May 2011, including premium of \$.3 (imputed rate - 9.6%)	8.0	8.1
Other	<u>2.3</u>	<u>6.9</u>

	<u>326.1</u>	<u>313.1</u>
<b>Payable to Subsidiary Trusts:</b>		
AAG Holding 7.35% Subordinated Debentures due May 2033	20.0	20.0
AAG Holding 8-7/8% Subordinated Debentures	-	22.0
National Interstate Variable Rate Subordinated Debentures due May 2033	<u>15.0</u>	<u>15.0</u>
	<u>35.0</u>	<u>57.0</u>
	<u>\$936.9</u>	<u>\$921.0</u>

At December 31, 2007, scheduled principal payments on debt for the subsequent five years were as follows: 2008 - \$218.9 million, 2009 - \$174.6 million, 2010 - \$2.8 million, 2011 - \$125.1 million and 2012 - \$1.4 million. AFG's Convertible Notes are included in scheduled principal payments for 2008 (at the first call date).

As shown below (in millions), the majority of AFG's long-term debt is unsecured obligations of the holding company and its subsidiaries:

	<u>2007</u>	<u>2006</u>
Unsecured obligations	\$869.4	\$853.2
Obligations secured by real estate	<u>67.5</u>	<u>67.8</u>
	<u>\$936.9</u>	<u>\$921.0</u>

In December 2007, AFG redeemed its \$59.5 million in outstanding 7-1/8% Senior Debentures due 2007. In March 2007, GAFRI's wholly-owned subsidiary, AAG Holding, redeemed its \$22 million in outstanding 8-7/8% Subordinated Debentures due 2027 for \$22.9 million.

During 2006, AFG repurchased \$43.5 million of its 7-1/8% Debentures due 2009 for \$45.6 million in cash and AAG Holding repurchased \$68.5 million of its 6-7/8% Notes for \$70.8 million in cash. In July 2006, an AFG subsidiary borrowed \$42 million under a 6.3% 10-year mortgage loan secured by one of its hotel properties.

AFG and AAG Holding have a five-year revolving credit facility under which they can borrow a combined \$500 million. Amounts borrowed bear interest at rates

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#### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

ranging from 0.5% to 1.25% over LIBOR based on AFG's credit rating. At December 31, 2007, \$116 million in borrowings were outstanding under the credit facility (average interest rate of 5.9% at December 31, 2007).

To achieve a desired balance between fixed and variable rate debt, AAG Holding has entered into interest rate swaps that effectively convert its 6-7/8% fixed rate Senior Notes to a floating rate of 3-month LIBOR plus 2.9%. In connection with the 2006 debt repurchases discussed above, AAG Holding paid an additional \$2 million to effectively terminate the portion of the interest rate swaps that covered the repurchased debt.

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 to \$1,000 per Note at maturity. Holders may require AFG to purchase all or a portion of their Notes on five year anniversaries beginning in 2008, at the accreted value. Generally, holders may convert each Note into 17.2524 shares (or an aggregate of 8.8 million shares) of AFG Common Stock (at \$21.53 per share currently) (i) if the average market price of AFG Common Stock to be received upon conversion exceeds 120% of the accreted value (\$25.84 per share currently) for a specified period, (ii) if the credit rating of the Notes is significantly lowered, or (iii) if AFG calls the notes for redemption. Based upon the market price of AFG's Common Stock at December 31, 2007, of \$28.88 per share, AFG's cost to redeem the Notes exceeds the accreted value by \$64.7 million. Through 2007, AFG has delivered cash in lieu of Common Stock upon conversion of the Notes. For conversions beginning in 2008, AFG intends to continue to pay cash for the accreted value of the Notes, but may pay amounts in excess of accreted value in stock. Accordingly, shares issuable for amounts in excess of accreted value are included in AFG's calculation of diluted earnings per share for 2007.

Cash interest payments on long-term debt were \$61 million in 2007 and 2006 and \$73 million in 2005. Interest expense in the Statement of Earnings includes interest credited on funds held by AFG's insurance subsidiaries under reinsurance contracts and other similar agreements as follows: 2007 - \$9.3 million; 2006 - \$9.2 million; and 2005 - \$5.4 million.

**H. Shareholders' Equity** In December 2006, AFG completed a three-for-two common stock split. See "Stock Split" in Note A - "Accounting Policies." 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.

During 2007, AFG repurchased 6.9 million shares of its Common Stock for approximately \$199 million.

**Stock Incentive Plans** Under AFG's Stock Incentive Plan, employees of AFG and its subsidiaries are eligible to receive equity awards in the form of stock options, stock appreciation rights, restricted stock awards, restricted stock units and stock awards.

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#### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

At December 31, 2007, there were 14.1 million shares of AFG Common Stock reserved for issuance under AFG's stock incentive plan. Options are granted with an exercise price equal to the market price of AFG Common Stock at the date of grant. 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 expire ten years after the date of grant. Data for stock options issued under AFG's stock incentive plans is presented below:

	<u>Shares</u>	<u>Average Exercise Price</u>	<u>Average Remaining Contractual Term</u>	<u>Aggregate Intrinsic Value (in millions)</u>
Outstanding at January 1, 2007	8,572,703	\$19.41		
Granted	1,724,650	\$34.27		
Exercised	(804,617)	\$20.70		
Forfeited/Cancelled	<u>(26,150)</u>	\$22.82		
Outstanding at December 31, 2007	<u>9,466,586</u>	\$22.00	5.8 years	\$74.7
Options exercisable at December 31, 2007	<u>5,225,968</u>	\$17.86	3.9 years	\$58.0
Options and other awards available for grant at December 31, 2007	<u>4,647,187</u>			

The total intrinsic value of options exercised during 2007, 2006 and 2005 was \$10.5 million, \$24.2 million and \$12.0 million, respectively. During 2007, 2006 and 2005, AFG received \$15.9 million, \$35.1 million and \$25.1 million in cash from the exercise of stock options. The total tax benefit related to the exercises was \$2.5 million, \$7.7 million and \$3.9 million, respectively.

AFG uses the Black-Scholes option pricing model to calculate the "fair value" of its option grants. Expected volatility is based on historical volatility over a period equal to the estimated term. AFG began using the SEC's simplified method of calculating expected term with its 2006 grants. The weighted average fair value of options granted during 2007, 2006 and 2005 was \$9.70 per share, \$6.68 per share and \$6.44 per share, respectively, based on the following assumptions:

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Expected dividend yield	1.3%	1.5%	2%
Expected volatility	22%	19%	28%
Expected term (in years)	6.5	6.5	8.4
Risk-free rate	4.6%	4.6%	4.3%

Total compensation expense related to stock incentive plans for 2007 and 2006 was \$16.2 million (including \$3.9 million in non-deductible stock awards) and \$10.0 million, respectively. Related tax benefits totaled \$3.4 million and \$2.0 million, respectively. Included in these totals are \$2.9 million in 2007 and \$3.0 million in 2006 in compensation expense and \$907,000 in 2007 and \$472,000 in 2006 in tax benefits related to stock incentive plans of AFG subsidiaries. As of December 31, 2007, there was a total of \$24.5 million of total unrecognized compensation expense related to nonvested stock options granted under AFG's plans. That cost is expected to be recognized over a weighted average of 3.5 years.

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## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The following table illustrates the effect on net earnings (in millions) and earnings per share for the year ended 2005, had compensation cost been recognized and determined based on the "fair values" at grant dates consistent with the method used beginning in 2006.

	<u>2005</u>
Net earnings as reported	\$206.6
Pro forma stock option expense, net of tax	<u>_(7.1)</u>
Adjusted net earnings	<u>\$199.5</u>
Earnings per share (as reported):	
Basic	\$1.78
Diluted	\$1.75
Earnings per share (adjusted):	
Basic	\$1.72
Diluted	\$1.70

**Accumulated Other Comprehensive Income, Net of Tax** Comprehensive income is defined as all changes in Shareholders' Equity except those arising from transactions with shareholders. Comprehensive income includes net income and other comprehensive income, which consists primarily of changes in net unrealized gains or losses on available for sale securities and foreign currency translation. The progression of the components of accumulated other comprehensive income (loss) follows (in millions):

	<u>Pretax Net Unrealized Gains (Losses) on Securities</u>	<u>Foreign Currency Translation Adjustment</u>	<u>Other (a) Other</u>	<u>Tax Effects</u>	<u>Minority Interest</u>	<u>Accumulated Other Comprehensive Income</u>
Balance at January 1, 2005	\$405.1	-	-	(\$139.2)	(\$34.2)	\$231.7
Unrealized holding losses on securities arising during the year	(289.4)	-	-	102.1	22.1	(165.2)
Realized gains included in net income	<u>(23.9)</u>	<u>-</u>	<u>-</u>	<u>6.1</u>	<u>2.1</u>	<u>(15.7)</u>

<b>Balance at December 31, 2005</b>	91.8	-	-	(31.0)	(10.0)	50.8
Unrealized holding gains on securities						
arising during the year	29.2	-	-	(8.6)	4.8	25.4
Realized gains included in net income	(29.0)	-	-	10.2	.1	(18.7)
Unrealized gains of subsidiary sold	(8.4)	-	-	-	1.6	(6.8)
Foreign currency translation gains	-	4.3	-	-	-	4.3
Other	-	-	.8	(.3)	-	.5
<b>Balance at December 31, 2006</b>	83.6	4.3	.8	(29.7)	(3.5)	55.5
Unrealized holding losses on securities						
arising during the year	(185.3)	-	-	64.2	14.4	(106.7)
Realized losses included in net income	70.8	-	-	(24.8)	.3	46.3
Foreign currency translation gains	-	23.6	-	-	-	23.6
Effect of minority interest repurchased	-	-	-	-	(8.0)	(8.0)
Other	-	-	4.0	(1.4)	(.7)	1.9
<b>Balance at December 31, 2007</b>	<u>(\$ 30.9)</u>	<u>\$27.9</u>	<u>\$4.8</u>	<u>\$ 8.3</u>	<u>\$ 2.5</u>	<u>\$ 12.6</u>

(a) Net unrealized pension and other postretirement plan benefits.

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

I. **Income Taxes** The following is a reconciliation of income taxes at the statutory rate of 35% and income taxes as shown in the Statement of Earnings (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Earnings before income taxes:			
Operating	\$638.9	\$694.4	\$327.1
Minority interest expense	(31.7)	(31.6)	(25.4)
Discontinued operations	<u>2.9</u>	<u>41.9</u>	<u>17.4</u>
<b>Total</b>	<u>\$610.1</u>	<u>\$704.7</u>	<u>\$319.1</u>
Income taxes at statutory rate	\$213.5	\$246.6	\$111.7
Effect of:			
Adjustment to prior year taxes	3.0	(8.0)	2.3
Minority interest	11.2	13.1	9.8
Subsidiaries not in AFG's tax return	7.4	6.1	5.6
Tax exempt interest	(8.3)	(8.6)	(7.9)
Effect of foreign operations	(.1)	.1	(6.7)
Other	<u>.3</u>	<u>2.0</u>	<u>(2.3)</u>
<b>Total Provision</b>	<u>227.0</u>	<u>251.3</u>	<u>112.5</u>
Amounts applicable to:			
Discontinued operations	<u>(1.2)</u>	<u>(16.7)</u>	<u>(6.9)</u>
<b>Provision for income taxes as shown on the Statement of Earnings</b>	<u>\$225.8</u>	<u>\$234.6</u>	<u>\$105.6</u>

Total earnings before income taxes include income (losses) subject to tax in foreign jurisdictions of \$24.1 million in 2007, \$24.4 million in 2006 and (\$33.8 million) in 2005.

The total income tax provision (credit) consists of (in millions):

	<u>2007</u>	<u>2006</u>	<u>2005</u>
Current taxes:			
Federal	\$229.5	\$241.2	\$ 66.3
Foreign	2.4	1.2	.8
State	.1	(.2)	3.0
Deferred taxes:			
Federal	(5.0)	9.1	44.9
Foreign	<u>-</u>	<u>-</u>	<u>(2.5)</u>
	<u>\$227.0</u>	<u>\$251.3</u>	<u>\$112.5</u>

For income tax purposes, AFG and its subsidiaries had the following carryforwards available at December 31, 2007 (in millions):

	<u>Expiring</u>	<u>Amount</u>
Operating Loss	2008 - 2020	\$74.1
	2021 - 2025	77.7
Capital Loss	2008 - 2012	3.8
Other - Tax Credits		.1

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

Deferred income tax assets and liabilities reflect temporary differences between the carrying amounts of assets and liabilities recognized for financial reporting purposes and the amounts recognized for tax purposes. The significant

components of deferred tax assets and liabilities included in other assets in the Balance Sheet at December 31, were as follows (in millions):

	<u>2007</u>	<u>2006</u>
Deferred tax assets:		
Net operating loss carryforwards	\$ 53.1	\$ 53.5
Capital loss carryforwards	1.3	.9
Insurance claims and reserves	338.1	346.9
Investment securities	8.7	-
Other, net	<u>213.4</u>	<u>162.1</u>
	614.6	563.4
Valuation allowance for deferred tax assets	<u>(54.0)</u>	<u>(53.2)</u>
	560.6	510.2
Deferred tax liabilities:		
Deferred acquisition costs	(378.4)	(338.4)
Investment securities	<u>-</u>	<u>(46.7)</u>
	<u>(378.4)</u>	<u>(385.1)</u>
Net deferred tax asset	<u>\$182.2</u>	<u>\$125.1</u>

The gross deferred tax asset has been reduced by a valuation allowance including \$50.1 million related to a portion of AFG's net operating loss carryforwards ("NOL") that is subject to the separate return limitation year ("SRLY") tax rules. A SRLY NOL can be used only by the entity that created it and only in years that the consolidated group has taxable income. The likelihood of realizing this asset will be reviewed periodically; any adjustments required to the valuation allowance will be made in the period during which developments requiring an adjustment become known.

AFG increased its liabilities for uncertain tax positions and related interest and penalties, and reduced retained earnings by \$14.9 million for the cumulative effect of implementing the provisions of FIN 48 on January 1, 2007. A progression of the liability for uncertain tax positions, excluding interest and penalties, follows (in millions):

Balance at January 1, 2007	\$38.0
Additions for tax positions of prior years	.2
Reductions for tax positions of prior years	(2.0)
Settlements	<u>(.3)</u>
Balance at December 31, 2007	<u>\$35.9</u>

The total unrecognized tax benefits and related interest that, if recognized, would impact the effective tax rate is \$42.9 million. This amount does not include tax and interest totaling \$16.5 million paid to the IRS in 2005 and 2006 for which a suit for refund has been filed. AFG does not expect a decision before 2010. AFG's provision for income taxes for the year ended December 31, 2007, included approximately \$2.3 million of interest (net of federal benefit) and a \$2.0 million benefit due to a reduction of penalties. At December 31, 2007, AFG's liability for interest related to unrecognized tax benefits was \$7.0 million (net of federal benefit); no penalties were accrued at that date.

In April 2007, AFG signed a settlement agreement with a municipality. As a result of this settlement, AFG reduced its liability for unrecognized income tax benefits, including interest and penalties, by \$5.7 million (\$3.7 million net of federal benefit).

As of December 31, 2007, AFG's 2004 through 2007 tax years remain subject to examination by the IRS. In addition, AFG has several tax years for which there

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## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

are ongoing disputes. AFG does not expect any change in the amount of unrecognized tax benefits during the next 12 months to have a significant impact on its results of operations or its financial position.

The American Jobs Creation Act of 2004 provides a special one-time dividends received deduction on the repatriation of certain foreign earnings. AFG subsidiaries paid \$91.8 million in dividends that qualified for this special tax treatment during 2005. Since deferred taxes had previously been accrued on most of these earnings, only \$846,000 in additional income tax was recognized in 2005 on the earnings remitted.

Cash payments for income taxes, net of refunds, were \$224.9 million, \$213.6 million and \$91.9 million for 2007, 2006 and 2005, respectively.

**J. Discontinued Operations** In the second quarter of 2006, GAFRI sold Chatham Bars Inn, a resort-hotel property located on Cape Cod for \$166 million. The results of operations of this investment property and the \$25.8 million gain on sale (after tax and minority interest) are presented as discontinued operations in the Statement of Earnings. Discontinued operations for 2007 represent additional gains on operations sold in previous years, primarily the settlement of a contingency associated with the Chatham sale. Discontinued operations also include the operating results for a smaller hotel property that was sold in 2005.

**K. Commitments and Contingencies** Establishing property and casualty insurance reserves for claims related to environmental exposures, asbestos and other mass tort claims is subject to uncertainties that are significantly greater than those presented by other types of claims. In addition, accruals (included in other liabilities) have been recorded for various environmental and occupational injury and disease claims and other contingencies arising out of the railroad operations disposed of by American Premier's predecessor, Penn Central Transportation Company ("PCTC"), prior to its bankruptcy reorganization in 1978 and certain manufacturing operations disposed of by American Premier and GAFRI. During 2007, AFG completed a comprehensive study of these exposures with the assistance of outside actuarial and engineering firms and specialty outside counsel. As a result of the study, the following pretax charges were recorded in the second quarter of 2007 (in millions):

	<u>Asbestos</u>	<u>Environmental</u>	<u>Total</u>
Property and casualty insurance	\$30.8	\$13.4	\$44.2
American Premier	19.0	22.0	41.0
GAFRI	-	2.0	2.0
	<u>\$49.8</u>	<u>\$37.4</u>	<u>\$87.2</u>

The insurance group's liability for asbestos and environmental reserves was \$486 million at December 31, 2007; related recoverables from reinsurers (net of allowances for doubtful accounts) at that date were \$64 million.

At December 31, 2007, American Premier had liabilities for environmental and personal injury claims aggregating \$102 million. The environmental claims consist of a number of proceedings and claims seeking to impose responsibility for hazardous waste remediation costs related to certain sites formerly owned or operated by the railroad and manufacturing operations. Remediation costs are difficult to estimate for a number of reasons, including the number and financial resources of other potentially responsible parties, the range of costs for remediation alternatives, changing technology and the time period over which these matters develop. The personal injury claims include pending and expected claims, primarily by former employees of PCTC, for injury or disease allegedly caused by exposure to excessive noise, asbestos or other substances in the workplace.

At December 31, 2007, GAFRI had a liability of approximately \$12 million for environmental costs and certain other matters associated with the sales of its former manufacturing operations.

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#### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

While management believes AFG has recorded adequate reserves for the items discussed in this note, the outcome is uncertain and could result in liabilities that may vary from amounts AFG has currently recorded. Such amounts could have a material effect on AFG's future results of operations and financial condition.

L. **Quarterly Operating Results (Unaudited)** The operations of certain of AFG's business segments are seasonal in nature. While insurance premiums are recognized on a relatively level basis, claim losses related to adverse weather (snow, hail, hurricanes, tornadoes, etc.) may be seasonal. The profitability of AFG's crop insurance business is primarily recognized during the second half of the year as crop prices and yields are determined. Quarterly results necessarily rely heavily on estimates. These estimates and certain other factors, such as the discretionary sales of assets, cause the quarterly results not to be necessarily indicative of results for longer periods of time.

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#### AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

##### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

The following are quarterly results of consolidated operations for the two years ended December 31, 2007 (in millions, except per share amounts). Quarterly earnings per share do not add to year-to-date amounts due to the convertible notes being dilutive in the fourth quarter of 2007 and changes in shares outstanding.

	1st <u>Quarter</u>	2nd <u>Quarter</u>	3rd <u>Quarter</u>	4th <u>Quarter</u>	Total <u>Year</u>
<u>2007</u>					
Revenues	\$1,079.6	\$1,091.9	\$1,194.8	\$1,038.4	\$4,404.7
Earnings from:					
Continuing operations	113.6	65.3	112.7	89.8	381.4
Discontinued operations	-	1.7	-	.1	1.8
Net earnings	113.6	67.0	112.7	89.9	383.2
Basic earnings per common share:					
Continuing operations	\$.95	\$.55	\$.96	\$.79	\$3.24
Discontinued operations	-	.01	-	-	.01
Net earnings available to Common Shares	\$.95	\$.56	\$.96	\$.79	\$3.25
Diluted earnings per common share:					
Continuing operations	\$.92	\$.53	\$.93	\$.76	\$3.09
Discontinued operations	-	.01	-	-	.01
Net earnings available to Common Shares	\$.92	\$.54	\$.93	\$.76	\$3.10
Average number of Common Shares:					
Basic	119.5	119.6	117.6	114.4	117.7
Diluted	122.4	122.4	119.8	118.9	123.2
<u>2006</u>					
Revenues	\$996.1	\$995.0	\$1,136.5	\$1,122.5	\$4,250.1
Earnings (loss) from:					
Continuing operations	101.9	97.2	93.5	135.6	428.2
Discontinued operations	(.4)	25.7	-	(.1)	25.2
Net earnings	101.5	122.9	93.5	135.5	453.4
Basic earnings per common share:					
Continuing operations	\$.86	\$.83	\$.79	\$1.14	\$3.63
Discontinued operations	-	.21	-	-	.21
Net earnings available to Common Shares	\$.86	\$1.04	\$.79	\$1.14	\$3.84
Diluted earnings per common share:					
Continuing operations	\$.85	\$.81	\$.77	\$1.11	\$3.54
Discontinued operations	-	.21	-	-	.21
Net earnings available to Common Shares	\$.85	\$1.02	\$.77	\$1.11	\$3.75
Average number of Common Shares:					
Basic	117.4	117.8	118.1	118.9	118.0
Diluted	119.4	120.4	120.6	121.6	120.5

Results for the fourth quarter of 2007 include a pretax charge of \$98.4 million to write down certain securities to fair value, including \$64.2 million related to AFG's investment in National City Corporation. Results for the second quarter of 2007 include pretax charges of \$87.2 million to strengthen reserves for asbestos and environmental exposures.

Results for the fourth quarter of 2006 include a \$44.6 million pretax gain on the sale of certain New York City assets. Discontinued operations for the second quarter of 2006 includes a \$25.8 million after tax gain from the sale of Chatham Bars Inn, a resort hotel.

Realized gains (losses) on securities amounted to (in millions):

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter	Total Year
2007	\$ 4.7	\$14.0	(\$7.1)	(\$82.4)	(\$70.8)
2006	30.3	(7.5)	(2.4)	8.6	29.0

M. **Insurance** Securities owned by insurance subsidiaries having a carrying value of approximately \$1.2 billion at December 31, 2007, were on deposit as required by regulatory authorities.

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AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Property and Casualty Insurance Reserves** The liability for losses and loss adjustment expenses ("LAE") for long-term scheduled payments under certain workers' compensation insurance has been discounted at about 6%, an approximation of long-term investment yields. As a result, the total liability for losses and loss adjustment expenses at December 31, 2007, has been reduced by \$37 million.

The following table provides an analysis of changes in the liability for losses and loss adjustment expenses, net of reinsurance (and grossed up), over the past three years on a GAAP basis (in millions). In 2007, favorable reserve development in property and transportation, specialty casualty, specialty financial and California workers' compensation more than offset charges to strengthen asbestos and environmental reserves in the property and casualty run-off operations. In 2006, favorable development in property and transportation, specialty casualty and California workers' compensation was slightly offset by unfavorable development in the specialty financial sub-segment. In addition to the asbestos, environmental and other mass tort charge in 2005, adverse development in the specialty casualty sub-segment was offset by positive development in the property and transportation and California workers' compensation sub-segments.

	2007	2006	2005
Balance at beginning of period	\$3,791	\$3,619	\$3,155
Provision for losses and LAE occurring in the current year	1,531	1,537	1,490
Net increase (decrease) in provision for claims of prior years:			
Special A&E and other mass tort charges	44	-	179
Other (*)	<u>(143)</u>	<u>(57)</u>	<u>20</u>
Total losses and LAE incurred	1,432	1,480	1,689
Payments for losses and LAE of:			
Current year	(509)	(456)	(423)
Prior years	<u>(846)</u>	<u>(852)</u>	<u>(802)</u>
Total payments	<u>(1,355)</u>	<u>(1,308)</u>	<u>(1,225)</u>
Balance at end of period	3,868	3,791	3,619
Add back reinsurance recoverables, net of allowance	<u>2,300</u>	<u>2,309</u>	<u>2,243</u>
Gross unpaid losses and LAE included in the Balance Sheet	<u>\$6,168</u>	<u>\$6,100</u>	<u>\$5,862</u>

(\*) Includes adjustments for deferred gains on retroactive reinsurance of \$23 million in 2007, \$2 million in 2006 and \$18 million in 2005.

**Net Investment Income** The following table shows (in millions) investment income earned and investment expenses incurred by AFG's insurance group.

	2007	2006	2005
Insurance group investment income:			
Fixed maturities	\$961.1	\$904.5	\$842.5
Equity securities	22.7	16.7	18.6
Other	<u>10.4</u>	<u>4.6</u>	<u>.5</u>
	994.2	925.8	861.6
Insurance group investment expenses (*)	<u>(27.4)</u>	<u>(25.7)</u>	<u>(23.8)</u>
	<u>\$966.8</u>	<u>\$900.1</u>	<u>\$837.8</u>

(\*) Included primarily in "Other operating and general expenses" in the Statement of Earnings.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Statutory Information** AFG's insurance subsidiaries are required to file financial statements with state insurance regulatory authorities prepared on an accounting basis prescribed or permitted by such authorities (statutory basis). Net earnings and policyholders' surplus on a statutory basis for the insurance subsidiaries were as follows (in millions):

	Net Earnings			Policyholders' Surplus	
	2007	2006	2005	2007	2006
Property and casualty companies	\$386	\$475	\$178	\$2,159	\$2,425
Life insurance companies	68	186	114	801	732

**Reinsurance** In the normal course of business, AFG's insurance subsidiaries cede reinsurance to other companies to diversify risk and limit maximum loss arising from large claims. To the extent that any reinsuring companies are unable to meet obligations under agreements covering reinsurance ceded, AFG's insurance subsidiaries would remain liable. The following table shows (in millions) (i) amounts deducted from property and casualty written and earned premiums in connection with reinsurance ceded, (ii) written and earned premiums included in income for reinsurance assumed and (iii) reinsurance recoveries represent ceded losses and loss adjustment expenses.

	2007	2006	2005
Direct premiums written	\$3,940	\$3,745	\$3,634
Reinsurance assumed (*)	40	189	65
Reinsurance ceded	(1,268)	(1,276)	(1,251)
Net written premiums	<u>\$2,712</u>	<u>\$2,658</u>	<u>\$2,448</u>
Direct premiums earned	\$3,936	\$3,712	\$3,592
Reinsurance assumed (*)	42	211	66
Reinsurance ceded	(1,275)	(1,360)	(1,292)
Net earned premiums	<u>\$2,703</u>	<u>\$2,563</u>	<u>\$2,366</u>
Reinsurance recoveries	<u>\$ 686</u>	<u>\$ 912</u>	<u>\$ 874</u>

(\*) The increase in reinsurance assumed in 2006 compared to 2005 is due primarily to the Farmers' crop acquisition. In 2007, the vast majority of this business was written directly by AFG.

AFG has reinsured approximately \$21 billion and \$23 billion in face amount of life insurance at December 31, 2007 and 2006, respectively. Life premiums ceded were \$64 million, \$65 million and \$68 million for 2007, 2006 and 2005, respectively.

N. **Additional Information** Total rental expense for various leases of office space and equipment was \$37 million, \$34 million and \$31 million for 2007, 2006 and 2005, respectively.

Future minimum rentals, related principally to office space, required under operating leases having initial or remaining noncancelable lease terms in excess of one year at December 31, 2007, were as follows: 2008 - \$34 million; 2009 - \$30 million; 2010 - \$25 million; 2011 - \$22 million; 2012 - \$12 million; and \$30 million thereafter.

Other operating and general expenses included charges for possible losses on agents' balances, other receivables and other assets in the following amounts: 2007 - \$.2 million; 2006 - \$.4 million; and 2005 - \$11.1 million. Losses and loss adjustment expenses included charges for possible losses on reinsurance recoverables of \$7.9 million in 2007, \$12.8 million in 2006 and \$.4 million in 2005. The aggregate allowance for all such losses amounted to approximately \$47 million and \$39 million at December 31, 2007 and 2006, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

**Fair Value of Financial Instruments** The following table presents (in millions) the carrying value and estimated fair value of AFG's financial instruments at December 31.

	2007		2006	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets:</b>				
Fixed maturities	\$15,415	\$15,415	\$14,901	\$14,901
Equity securities	923	923	729	729
Variable annuity assets (sep. accounts)	693	693	701	701
<b>Liabilities:</b>				
Annuity benefits accumulated	\$10,097	\$ 9,599	\$ 9,457	\$ 8,969
Long-term debt	937	964	921	1,070
Variable annuity liabilities (sep. accounts)	693	693	701	701

Fair values for fixed maturity and equity securities are based on quoted market prices, where available. For fixed maturity securities that are not actively traded, fair values are primarily estimated using values obtained from independent pricing services whose estimates are based on discounted cash flow models, fair value of comparable securities, or similar methods. The fair value of the liability for annuities in the payout phase is assumed to be the present value of the anticipated cash flows, discounted at current interest rates. Fair value of annuities in the accumulation phase is assumed to be the policyholders' cash surrender amount. Fair values of long-term debt are based primarily on quoted market prices. Fair value of shareholders' equity is based on the quoted market price of AFG's Common Stock.

**Financial Instruments with Off-Balance-Sheet Risk** On occasion, AFG and its subsidiaries have entered into financial instrument transactions that may present off-balance-sheet risks of both a credit and market risk nature. These transactions include commitments to fund loans, loan guarantees and commitments to purchase and sell securities or loans. At December 31, 2007, AFG and its subsidiaries had commitments to fund credit facilities and contribute limited partnership capital totaling up to \$90 million.

**Collateralized Debt Obligations** AFG is the investment manager and has investments in six collateralized debt obligations ("CDOs") with an aggregate carrying value of \$20 million at December 31, 2007 (included in fixed maturities), which are not required to be consolidated. These CDOs were formed between 2004 and 2007 and had investments with a fair value of approximately \$2.4 billion at December 31, 2007.

**Restrictions on Transfer of Funds and Assets of Subsidiaries** Payments of dividends, loans and advances by AFG's subsidiaries are subject to various state laws, federal regulations and debt covenants that limit the amount of dividends, loans and advances that can be paid. Under applicable restrictions, the maximum amount of dividends available to AFG in 2008 from its insurance subsidiaries without seeking regulatory clearance is approximately \$464 million. Additional amounts of dividends, loans and advances require regulatory approval.

**Benefit Plans** AFG expensed approximately \$21 million in 2007 and \$18 million in 2006 and \$20 million in 2005 for its retirement and employee savings plans.

**Transactions With Affiliates** In 2006, AFG sold to an unrelated party its 29% interest in an aircraft that it had jointly owned with AFG's Chairman and his two brothers. AFG received proceeds of approximately \$597,000 and recorded a loss of \$117,000 on the sale. Prior to the sale, costs of operating the aircraft were borne proportionately.

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**

**Condensed Consolidating Information** In connection with GAFRI's acquisition of its publicly held common stock in September 2007, AFG has guaranteed all of the outstanding debt of GAFRI and GAFRI's wholly-owned subsidiary, AAG Holding Company, Inc. In addition, GAFRI guarantees AAG Holding's public debt. The AFG and GAFRI guarantees are full and unconditional and joint and several. Condensed consolidating financial statements for AFG are as follows:

**CONDENSED CONSOLIDATING BALANCE SHEET**

(In millions)

<u>December 31, 2007</u>	<u>AFG</u>	<u>GAFRI</u>	<u>AAG Holding</u>	<u>All Other Subs</u>	<u>Consol. Entries</u>	<u>Consolidated</u>
<b>Assets:</b>						
Cash and investments	\$ 52.8	\$ 4.6	\$ -	\$17,998.5	(\$ 1.8)	\$18,054.1
Recoverables from reinsurers and prepaid reinsurance premiums	-	-	-	3,664.1	-	3,664.1
Agents' balances and premiums receivable	-	-	-	560.6	-	560.6
Deferred policy acquisition costs	-	-	-	1,394.4	-	1,394.4
Other assets	14.0	18.4	6.5	2,003.4	92.0	2,134.3
Investment in subsidiaries and affiliates	<u>3,764.5</u>	<u>1,168.5</u>	<u>1,316.6</u>	<u>1,111.9</u>	<u>(7,361.5)</u>	<u>-</u>
	<u>\$3,831.3</u>	<u>\$1,191.5</u>	<u>\$1,323.1</u>	<u>\$26,732.9</u>	<u>(\$7,271.3)</u>	<u>\$25,807.5</u>
<b>Liabilities and Capital:</b>						
Unpaid losses, loss adjustment expenses and unearned premiums	\$ -	\$ -	\$ -	\$ 7,836.6	\$ -	\$ 7,836.6
Annuity, life, accident and health benefits and reserves	-	-	-	11,582.1	(1.8)	11,580.3
Long-term debt	575.8	.8	340.4	91.7	(71.8)	936.9
Other liabilities	<u>209.4</u>	<u>75.5</u>	<u>108.9</u>	<u>2,269.0</u>	<u>(255.2)</u>	<u>2,407.6</u>
	785.2	76.3	449.3	21,779.4	(328.8)	22,761.4
Total shareholders' equity	<u>3,046.1</u>	<u>1,115.2</u>	<u>873.8</u>	<u>4,953.5</u>	<u>(6,942.5)</u>	<u>3,046.1</u>
	<u>\$3,831.3</u>	<u>\$1,191.5</u>	<u>\$1,323.1</u>	<u>\$26,732.9</u>	<u>(\$7,271.3)</u>	<u>\$25,807.5</u>
 <u>December 31, 2006</u>						
<b>Assets:</b>						
Cash and investments	\$ 223.6	\$ 16.9	\$ -	\$17,501.8	(\$ 3.3)	\$17,739.0
Recoverables from reinsurers and prepaid reinsurance premiums	-	-	-	3,625.2	-	3,625.2
Agents' balances and premiums receivable	-	-	-	599.4	-	599.4
Deferred policy acquisition costs	-	-	-	1,266.9	-	1,266.9
Other assets	12.7	24.7	5.8	1,805.1	22.3	1,870.6
Investment in subsidiaries and affiliates	<u>3,412.0</u>	<u>1,113.3</u>	<u>1,256.8</u>	<u>1,824.4</u>	<u>(7,606.5)</u>	<u>-</u>
	<u>\$3,648.3</u>	<u>\$1,154.9</u>	<u>\$1,262.6</u>	<u>\$26,622.8</u>	<u>(\$7,587.5)</u>	<u>\$25,101.1</u>
<b>Liabilities and Capital:</b>						

Unpaid losses, loss adjustment expenses						
and unearned premiums	\$ -	\$ -	\$ -	\$ 7,753.9	\$ -	\$ 7,753.9
Annuity, life, accident and health						
benefits and reserves	-	-	-	10,876.5	(5.1)	10,871.4
Long-term debt	550.9	.8	396.8	96.8	(124.3)	921.0
Other liabilities	<u>168.5</u>	<u>80.1</u>	<u>112.8</u>	<u>2,071.3</u>	<u>193.2</u>	<u>2,625.9</u>
	719.4	80.9	509.6	20,798.5	63.8	22,172.2
Total shareholders' equity	<u>2,928.9</u>	<u>1,074.0</u>	<u>753.0</u>	<u>5,824.3</u>	<u>(7,651.3)</u>	<u>2,928.9</u>
	<u>\$3,648.3</u>	<u>\$1,154.9</u>	<u>\$1,262.6</u>	<u>\$26,622.8</u>	<u>(\$7,587.5)</u>	<u>\$25,101.1</u>

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

FOR THE YEAR ENDED			AAG	All Other	Consol.	
<u>DECEMBER 31, 2007</u>	<u>AFG</u>	<u>GAFRI</u>	<u> Holding</u>	<u> Subs</u>	<u> Entries</u>	<u> Consolidated</u>
<b>Income:</b>						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$2,702.7	\$ -	\$2,702.7
Life, accident and health premiums	-	-	-	423.7	-	423.7
Realized gains (losses)	2.7	3.7	-	(75.7)	(1.5)	(70.8)
Investment and other income	11.6	17.8	(3.4)	1,381.3	(58.2)	1,349.1
Equity in earnings of subsidiaries	<u>709.3</u>	<u>71.2</u>	<u>99.1</u>	<u>36.9</u>	<u>(916.5)</u>	<u>-</u>
	723.6	92.7	95.7	4,468.9	(976.2)	4,404.7
<b>Costs and Expenses:</b>						
Insurance benefits and expenses	-	-	-	3,144.6	-	3,144.6
Interest charges on borrowed money	76.2	3.6	35.9	16.0	(60.4)	71.3
Other expenses	<u>40.2</u>	<u>13.9</u>	<u>3.9</u>	<u>512.8</u>	<u>10.8</u>	<u>581.6</u>
	<u>116.4</u>	<u>17.5</u>	<u>39.8</u>	<u>3,673.4</u>	<u>(49.6)</u>	<u>3,797.5</u>
Earnings before income taxes	607.2	75.2	55.9	795.5	(926.6)	607.2
Provision for income taxes	<u>225.8</u>	<u>22.8</u>	<u>14.7</u>	<u>261.3</u>	<u>(298.8)</u>	<u>225.8</u>
Income from continuing operations	381.4	52.4	41.2	534.2	(627.8)	381.4
Discontinued operations, net of tax	<u>1.8</u>	<u>1.9</u>	<u>-</u>	<u>1.9</u>	<u>(3.8)</u>	<u>1.8</u>
<b>Net Earnings</b>	<u>\$383.2</u>	<u>\$ 54.3</u>	<u>\$ 41.2</u>	<u>\$ 536.1</u>	<u>(\$ 631.6)</u>	<u>\$ 383.2</u>

FOR THE YEAR ENDED

DECEMBER 31, 2006

<b>Income:</b>						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$2,563.1	\$ -	\$2,563.1
Life, accident and health premiums	-	-	-	354.7	-	354.7
Realized gains (losses)	(.9)	(1.1)	-	35.6	(4.6)	29.0
Investment and other income	6.3	30.1	(2.2)	1,340.4	(71.3)	1,303.3
Equity in earnings of subsidiaries	<u>780.7</u>	<u>85.2</u>	<u>181.6</u>	<u>81.2</u>	<u>(1,128.7)</u>	<u>-</u>
	786.1	114.2	179.4	4,375.0	(1,204.6)	4,250.1
<b>Costs and Expenses:</b>						
Insurance benefits and expenses	-	-	-	3,016.2	-	3,016.2
Interest charges on borrowed money	74.6	.1	40.9	14.6	(57.7)	72.5
Other expenses	<u>48.7</u>	<u>10.5</u>	<u>9.7</u>	<u>413.3</u>	<u>16.4</u>	<u>498.6</u>
	<u>123.3</u>	<u>10.6</u>	<u>50.6</u>	<u>3,444.1</u>	<u>(41.3)</u>	<u>3,587.3</u>
Earnings before income taxes	662.8	103.6	128.8	930.9	(1,163.3)	662.8
Provision for income taxes	<u>234.6</u>	<u>35.7</u>	<u>43.7</u>	<u>303.3</u>	<u>(382.7)</u>	<u>234.6</u>
Income from continuing operations	428.2	67.9	85.1	627.6	(780.6)	428.2
Discontinued operations, net of tax	<u>25.2</u>	<u>31.0</u>	<u>-</u>	<u>31.0</u>	<u>(62.0)</u>	<u>25.2</u>
<b>Net Earnings</b>	<u>\$453.4</u>	<u>\$ 98.9</u>	<u>\$ 85.1</u>	<u>\$ 658.6</u>	<u>(\$ 842.6)</u>	<u>\$ 453.4</u>

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

FOR THE YEAR ENDED	AAG			All Other	Consol.	
DECEMBER 31, 2005	AFG	GAFRI	Holding	Subs	Entries	Consolidated
<b>Income:</b>						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$2,366.5	\$ -	\$2,366.5
Life, accident and health premiums	-	-	-	371.0	-	371.0
Realized gains (losses)	(6.2)	-	-	28.8	1.3	23.9
Investment and other income	2.9	20.5	.2	1,272.1	(72.7)	1,223.0
Equity in earnings of subsidiaries	<u>432.9</u>	<u>51.7</u>	<u>124.4</u>	<u>57.0</u>	<u>(666.0)</u>	<u>-</u>
	429.6	72.2	124.6	4,095.4	(737.4)	3,984.4
<b>Costs and Expenses:</b>						
Insurance benefits and expenses	-	-	-	3,119.8	-	3,119.8
Interest charges on borrowed money	86.6	.1	40.3	11.3	(58.8)	79.5
Other expenses	<u>41.3</u>	<u>17.9</u>	<u>7.6</u>	<u>406.1</u>	<u>10.5</u>	<u>483.4</u>
	127.9	18.0	47.9	3,537.2	(48.3)	3,682.7
Earnings before income taxes	301.7	54.2	76.7	558.2	(689.1)	301.7
Provision for income taxes	<u>105.6</u>	<u>18.2</u>	<u>26.1</u>	<u>170.2</u>	<u>(214.5)</u>	<u>105.6</u>
Income from continuing operations	196.1	36.0	50.6	388.0	(474.6)	196.1
Discontinued operations, net of tax	<u>10.5</u>	<u>33.9</u>	<u>-</u>	<u>13.1</u>	<u>(47.0)</u>	<u>10.5</u>
<b>Net Earnings</b>	<b>\$206.6</b>	<b>\$69.9</b>	<b>\$ 50.6</b>	<b>\$ 401.1</b>	<b>(\$521.6)</b>	<b>\$ 206.6</b>

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS**

(In millions)

FOR THE YEAR ENDED	AAG			All Other	Consol.	
DECEMBER 31, 2007	AFG	GAFRI	Holding	Subs	Entries	Consolidated
<b>Operating Activities:</b>						
Net earnings	\$383.2	\$ 54.3	\$ 41.2	\$ 536.1	(\$631.6)	\$ 383.2
Adjustments:						
Equity in net earnings of subsidiaries	(460.1)	(48.9)	(70.3)	(36.8)	616.1	-
Dividends from subsidiaries	320.7	180.3	30.0	-	(531.0)	-
Other adjustments, net	<u>(7.1)</u>	<u>1</u>	<u>(1.9)</u>	<u>398.7</u>	<u>15.5</u>	<u>405.3</u>
Net cash provided by (used in) operating activities	<u>236.7</u>	<u>185.8</u>	<u>(1.0)</u>	<u>898.0</u>	<u>(531.0)</u>	<u>788.5</u>
<b>Investing Activities:</b>						
Purchase of investments, property and equipment	(5.7)	(2.8)	-	(4,325.5)	74.8	(4,259.2)
Purchase of subsidiaries	(.2)	(239.0)	-	(19.4)	-	(258.6)
Capital contributions to subsidiaries	(285.0)	(281.1)	(67.0)	-	633.1	-
Maturities and redemptions of fixed maturity investments	5.0	32.2	-	1,521.8	(55.4)	1,503.6
Sale of investments, property and equipment	115.5	26.0	-	1,767.0	(71.7)	1,836.8
Other, net	<u>2.6</u>	<u>-</u>	<u>-</u>	<u>(106.9)</u>	<u>-</u>	<u>(104.3)</u>
Net cash provided by (used in) investing activities	<u>(167.8)</u>	<u>(464.7)</u>	<u>(67.0)</u>	<u>(1,163.0)</u>	<u>580.8</u>	<u>(1,281.7)</u>
<b>Financing Activities:</b>						
Annuity receipts	-	-	-	1,573.6	-	1,573.6
Annuity surrenders, benefits and withdrawals	-	-	-	(1,428.4)	-	(1,428.4)
Net transfers from variable annuity assets	-	-	-	59.6	-	59.6
Additional long-term borrowings	145.0	-	97.0	-	-	242.0
Reductions of long-term debt	(120.8)	(.1)	(154.3)	(5.0)	52.3	(227.9)
Issuances of Common Stock	17.5	-	-	.8	-	18.3
Capital contributions from parent	-	276.0	281.1	76.0	(633.1)	-
Repurchases of Common Stock	(199.1)	-	-	-	-	(199.1)
Cash dividends paid	(41.9)	-	(155.8)	(375.2)	531.0	(41.9)
Other, net	<u>-</u>	<u>2.8</u>	<u>-</u>	<u>(18.9)</u>	<u>-</u>	<u>(16.1)</u>
Net cash provided by (used in) financing activities	<u>(199.3)</u>	<u>278.7</u>	<u>68.0</u>	<u>(117.5)</u>	<u>(49.8)</u>	<u>(19.9)</u>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>(130.4)</b>	<b>(.2)</b>	<b>-</b>	<b>(382.5)</b>	<b>-</b>	<b>(513.1)</b>
Cash and cash equivalents at beginning of year	<u>146.0</u>	<u>2.8</u>	<u>-</u>	<u>1,180.2</u>	<u>-</u>	<u>1,329.0</u>
Cash and cash equivalents at end of year	<u>\$ 15.6</u>	<u>\$ 2.6</u>	<u>\$ -</u>	<u>\$ 797.7</u>	<u>\$ -</u>	<u>\$ 815.9</u>

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## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(In millions)

FOR THE YEAR ENDED			AAG	All Other	Consol.	
DECEMBER 31, 2006	AFG	GAFRI	Holding	Subs	Entries	Consolidated
<b>Operating Activities:</b>						
Net earnings	\$453.4	\$ 98.9	\$ 85.1	\$ 658.6	(\$842.6)	\$ 453.4
Adjustments:						
Equity in net earnings of subsidiaries	(514.4)	(88.1)	(120.9)	(81.2)	804.6	-
Dividends from subsidiaries	102.5	278.5	148.0	3.9	(532.9)	-
Other adjustments, net	51.4	10.6	(2.6)	416.8	38.0	514.2
Net cash provided by (used in)						
operating activities	92.9	299.9	109.6	998.1	(532.9)	967.6
<b>Investing Activities:</b>						
Purchase of investments, property and equipment	(2.0)	(70.8)	-	(3,234.9)	86.5	(3,221.2)
Purchase of subsidiaries	-	(204.4)	-	(2.1)	-	(206.5)
Capital contributions to subsidiaries	(2.5)	(110.5)	-	-	113.0	-
Maturities and redemptions of fixed maturity investments	21.9	3.3	-	970.2	-	995.4
Sale of investments, property and equipment	62.0	40.8	-	1,952.8	(15.7)	2,039.9
Sale of subsidiary	-	37.5	-	-	-	37.5
Other, net	-	-	-	(7.5)	-	(7.5)
Net cash provided by (used in)						
investing activities	79.4	(304.1)	-	(321.5)	183.8	(362.4)
<b>Financing Activities:</b>						
Annuity receipts	-	-	-	1,378.2	-	1,378.2
Annuity surrenders, benefits and withdrawals	-	-	-	(1,208.5)	-	(1,208.5)
Net transfers from variable annuity assets	-	-	-	25.5	-	25.5
Additional long-term borrowings	-	-	65.0	52.5	-	117.5
Reductions of long-term debt	(46.0)	(.2)	(67.0)	(25.9)	(70.8)	(209.9)
Issuances of Common Stock	37.1	-	-	1.6	-	38.7
Capital contributions from parent	-	-	110.5	2.5	(113.0)	-
Cash dividends paid	(38.2)	(4.7)	(218.4)	(310.6)	533.7	(38.2)
Other, net	(.1)	4.0	-	145.6	(.8)	148.7
Net cash provided by (used in)						
financing activities	(47.2)	(.9)	(109.9)	60.9	349.1	252.0
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>						
Cash and cash equivalents at beginning of year	125.1	(5.1)	(.3)	737.5	-	857.2
of year	20.9	7.9	.3	442.7	-	471.8
Cash and cash equivalents at end of year	\$146.0	\$ 2.8	\$ -	\$1,180.2	\$ -	\$1,329.0

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## AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

## CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(In millions)

FOR THE YEAR ENDED			AAG	All Other	Consol.	
DECEMBER 31, 2005	AFG	GAFRI	Holding	Subs	Entries	Consolidated
<b>Operating Activities:</b>						
Net earnings	\$206.6	\$ 69.9	\$ 50.6	\$ 401.1	(\$521.6)	\$ 206.6
Adjustments:						
Equity in net earnings of subsidiaries	(288.1)	(66.4)	(81.7)	(57.0)	493.2	-
Dividends from subsidiaries	90.0	166.8	15.0	3.9	(275.7)	-
Other adjustments, net	20.3	2.3	4.1	760.6	28.4	815.7
Net cash provided by (used in)						
operating activities	28.8	172.6	(12.0)	1,108.6	(275.7)	1,022.3
<b>Investing Activities:</b>						
Purchase of investments, property and equipment	(4.7)	(90.4)	-	(4,514.6)	118.9	(4,490.8)
Purchase of subsidiary	-	-	-	(17.5)	-	(17.5)
Capital contributions to subsidiaries	(10.4)	(94.1)	(15.0)	-	119.5	-
Maturities and redemptions of fixed maturity investments	-	-	-	1,088.0	-	1,088.0
Sale of investments, property and equipment	-	-	-	-	-	-

equipment	.1	24.1	-	2,221.5	(90.3)	2,149.4
Other, net	-	-	-	15.1	-	15.1
Net cash provided by (used in)						
investing activities	<u>(15.0)</u>	<u>(160.4)</u>	<u>(15.0)</u>	<u>(1,207.5)</u>	<u>142.1</u>	<u>(1,255.8)</u>
<b>Financing Activities:</b>						
Annuity receipts	-	-	-	854.4	-	854.4
Annuity surrenders, benefits and						
withdrawals	-	-	-	(936.1)	-	(936.1)
Net transfers from variable annuity assets	-	-	-	11.4	-	11.4
Additional long-term borrowings	.1	-	15.0	14.6	-	29.7
Reductions of long-term debt	(97.6)	(.2)	(15.0)	(9.6)	(22.6)	(145.0)
Issuances of Common Stock	30.3	-	-	(4.5)	-	25.8
Capital contributions from parent	-	-	94.1	25.4	(119.5)	-
Cash dividends paid	(33.1)	(4.7)	(66.8)	(205.0)	276.5	(33.1)
Other, net	-	(.4)	-	37.7	(.8)	36.5
Net cash provided by (used in)						
financing activities	<u>(100.3)</u>	<u>(5.3)</u>	<u>27.3</u>	<u>(211.7)</u>	<u>133.6</u>	<u>(156.4)</u>
<b>Net Increase (Decrease) in Cash and</b>						
<b>Cash Equivalents</b>	(86.5)	6.9	.3	(310.6)	-	(389.9)
Cash and cash equivalents at beginning						
of year	<u>107.4</u>	<u>1.0</u>	<u>-</u>	<u>753.3</u>	<u>-</u>	<u>861.7</u>
Cash and cash equivalents at end of year	<u>\$ 20.9</u>	<u>\$ 7.9</u>	<u>\$ .3</u>	<u>\$ 442.7</u>	<u>\$ -</u>	<u>\$ 471.8</u>

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### PART III

The information required by the following Items will be included in AFG's definitive Proxy Statement for the 2008 Annual Meeting of Shareholders which will be filed with the Securities and Exchange Commission within 120 days after the end of Registrant's fiscal year and is incorporated herein by reference.

<b>ITEM 10</b>	<b><u>Directors, Executive Officers of the Registrant and Corporate Governance</u></b>
<b>ITEM 11</b>	<b><u>Executive Compensation</u></b>
<b>ITEM 12</b>	<b><u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u></b>
<b>ITEM 13</b>	<b><u>Certain Relationships and Related Transactions, and Director Independence</u></b>
<b>ITEM 14</b>	<b><u>Principal Accountant Fees and Services</u></b>

### PART IV

#### ITEM 15

#### Exhibits and Financial Statement Schedules

(a) Documents filed as part of this Report:

1. Financial Statements are included in Part II, Item 8.
2. Financial Statement Schedules:
  - A. Selected Quarterly Financial Data is included in Note L to the Consolidated Financial Statements.
  - B. Schedules filed herewith for 2007, 2006 and 2005:

	<u>Page</u>
I - Condensed Financial Information of Registrant	S-2
V - Supplemental Information Concerning Property-Casualty Insurance Operations	S-4

All other schedules for which provisions are made in the applicable regulation of the Securities and Exchange Commission have been omitted as they are not applicable, not required, or the information required thereby is set forth in the Financial Statements or the notes thereto.

3. Exhibits - see Exhibit Index on page E-1.

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AMERICAN FINANCIAL GROUP, INC. - PARENT ONLY

SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT

(In Millions)

**Condensed Balance Sheet**

	<u>December 31</u>	
	<u>2007</u>	<u>2006</u>
<b>Assets:</b>		
Cash and cash equivalents	\$ 15.6	\$ 146.0
Investment in securities	34.9	75.3
Investment in subsidiaries (a)	3,764.5	3,412.0
Other investments	2.3	2.3
Other assets	<u>14.0</u>	<u>12.7</u>
	<b>\$3,831.3</b>	<b>\$3,648.3</b>
<b>Liabilities and Shareholders' Equity:</b>		
Accounts payable, accrued expenses and other liabilities	\$ 209.4	\$ 168.5
Long-term debt	575.8	550.9
Shareholders' equity	<u>3,046.1</u>	<u>2,928.9</u>
	<b>\$3,831.3</b>	<b>\$3,648.3</b>

**Condensed Statement of Earnings**

	<u>Year Ended December 31,</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Income:</b>			
Dividends from subsidiaries (b)	\$1,057.2	\$531.5	\$271.0
Equity in undistributed earnings of subsidiaries (b)	(347.9)	249.2	161.9
Realized gains (losses) on investments	2.7	(.9)	(6.2)
Investment and other income	<u>11.6</u>	<u>6.3</u>	<u>2.9</u>
	723.6	786.1	429.6
<b>Costs and Expenses:</b>			
Interest charges on intercompany borrowings	41.4	39.1	44.2
Interest charges on other borrowings	34.8	35.5	42.4
Loss on retirement of debt	.3	2.5	6.2
Other operating and general expenses	<u>39.9</u>	<u>46.2</u>	<u>35.1</u>
	<u>116.4</u>	<u>123.3</u>	<u>127.9</u>
Earnings from continuing operations before income taxes and accounting changes	607.2	662.8	301.7
Provision for income taxes	<u>225.8</u>	<u>234.6</u>	<u>105.6</u>
Earnings from continuing operations	381.4	428.2	196.1
Discontinued operations, net of tax	<u>1.8</u>	<u>25.2</u>	<u>10.5</u>
<b>Net Earnings</b>	<b>\$ 383.2</b>	<b>\$453.4</b>	<b>\$206.6</b>

- (a) Investment in subsidiaries includes intercompany receivables and payables.  
(b) Reflects dividend of GAFRI Common Stock by GAI of \$681.8 million in 2007.

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**AMERICAN FINANCIAL GROUP, INC. - PARENT ONLY****SCHEDULE I - CONDENSED FINANCIAL INFORMATION OF REGISTRANT - CONTINUED**

(In Millions)

**Condensed Statement of Cash Flows**

	<u>Year Ended December 31,</u>		
	<u>2007</u>	<u>2006</u>	<u>2005</u>
<b>Operating Activities:</b>			
Net earnings	\$383.2	\$453.4	\$206.6
Adjustments:			
Equity in earnings of subsidiaries	(460.1)	(514.4)	(288.1)
Depreciation and amortization	1.9	1.6	3.3
Realized (gains) losses on investing activities	(2.7)	1.0	6.2
Loss on retirement of debt	.3	2.5	6.2
Change in balances with affiliates	(3.6)	(47.0)	(29.3)
Net purchases/sales of trading securities	(32.5)	-	-
Decrease (increase) in other assets	(1.7)	2.0	21.5
Increase in other liabilities	22.3	84.5	8.4
Dividends from subsidiaries	320.7	102.5	90.0
Other	<u>8.9</u>	<u>6.8</u>	<u>4.0</u>
Net cash provided by operating activities	<u>236.7</u>	<u>92.9</u>	<u>28.8</u>
<b>Investing Activities:</b>			

Capital contributions to subsidiaries (a)	(285.0)	(2.5)	(10.4)
Purchases of investments	(4.5)	(1.8)	(4.4)
Sales of investments	115.5	62.0	.1
Maturities and redemptions	5.0	21.9	-
Other	<u>1.2</u>	<u>(.2)</u>	<u>(.3)</u>
Net cash provided by (used in) investing activities	<u>(167.8)</u>	<u>79.4</u>	<u>(15.0)</u>

**Financing Activities:**

Additional long-term borrowings	145.0	-	.1
Reductions of long-term debt	(120.8)	(46.0)	(97.6)
Issuances of Common Stock	17.5	37.1	30.3
Repurchases of Common Stock	(199.1)	-	-
Cash dividends paid	(41.9)	(38.2)	(33.1)
Other	<u>-</u>	<u>(.1)</u>	<u>-</u>
Net cash used in financing activities	<u>(199.3)</u>	<u>(47.2)</u>	<u>(100.3)</u>

<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	(130.4)	125.1	(86.5)
Cash and cash equivalents at beginning of year	<u>146.0</u>	<u>20.9</u>	<u>107.4</u>
Cash and cash equivalents at end of year	<u>\$ 15.6</u>	<u>\$146.0</u>	<u>\$ 20.9</u>

(a) Includes amounts contributed to fund GAFRI's acquisition of its shares not previously owned by AFG.

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES**  
**SCHEDULE V - SUPPLEMENTAL INFORMATION CONCERNING**  
**PROPERTY-CASUALTY INSURANCE OPERATIONS**  
**THREE YEARS ENDED DECEMBER 31, 2007**  
**(IN MILLIONS)**

COLUMN A	COLUMN B	COLUMN C	COLUMN D	COLUMN E	COLUMN F	COLUMN G	COLUMN H		COLUMN I	COLUMN J	COLUMN K
							CLAIMS AND CLAIM ADJUSTMENT EXPENSES INCURRED RELATED TO				
AFFILIATION WITH REGISTRANT	DEFERRED POLICY ACQUISITION COSTS	(a) RESERVES FOR UNPAID CLAIMS AND CLAIMS ADJUSTMENT EXPENSES	(b) DISCOUNT DEDUCTED IN COLUMN C	(c) UNEARNED PREMIUMS	EARNED PREMIUMS	NET INVESTMENT INCOME	CURRENT YEARS	PRIOR YEARS	AMORTIZATION OF DEFERRED POLICY ACQUISITION COSTS	PAID CLAIMS AND CLAIM ADJUSTMENT EXPENSES	PREMIUMS WRITTEN

CONSOLIDATED PROPERTY-CASUALTY ENTITIES

2007	<u>\$331</u>	<u>\$6,168</u>	<u>\$37</u>	<u>\$1,668</u>	<u>\$2,703</u>	<u>\$329</u>	<u>\$1,531</u>	<u>(\$ 99)</u>	<u>\$654</u>	<u>\$1,355</u>	<u>\$2,712</u>
2006	<u>\$321</u>	<u>\$6,100</u>	<u>\$35</u>	<u>\$1,654</u>	<u>\$2,563</u>	<u>\$304</u>	<u>\$1,537</u>	<u>(\$ 57)</u>	<u>\$612</u>	<u>\$1,308</u>	<u>\$2,658</u>
2005					<u>\$2,366</u>	<u>\$270</u>	<u>\$1,490</u>	<u>\$199</u>	<u>\$504</u>	<u>\$1,225</u>	<u>\$2,448</u>

- (a) Grossed up for reinsurance recoverables of \$2,300 and \$2,309 at December 31, 2007 and 2006, respectively.  
(b) Discounted at approximately 6%.  
(c) Grossed up for prepaid reinsurance premiums of \$390 and \$394 at December 31, 2007 and 2006, respectively.

Signatures

Pursuant to the requirements of Section 13 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.

Signed: February 27, 2008

BY: /s/CARL H. LINDNER III  
 Carl H. Lindner III  
 Co-Chief Executive Officer

BY: /s/S. CRAIG LINDNER  
 S. Craig Lindner  
 Co-Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/CARL H. LINDNER</u> Carl H. Lindner	Chairman of the Board of Directors	February 27, 2008
<u>/s/CARL H. LINDNER III</u> Carl H. Lindner III	Director	February 27, 2008
<u>/s/S. CRAIG LINDNER</u> S. Craig Lindner	Director	February 27, 2008
<u>/s/THEODORE H. EMMERICH</u> Theodore H. Emmerich	Director*	February 27, 2008
<u>/s/JAMES E. EVANS</u> James E. Evans	Director	February 27, 2008
<u>/s/TERRY S. JACOBS</u> Terry S. Jacobs	Director*	February 27, 2008
<u>/s/WILLIAM R. MARTIN</u> William R. Martin	Director*	February 27, 2008
<u>/s/KENNETH C. AMBRECHT</u> Kenneth C. Ambrecht	Director	February 27, 2008
<u>/s/WILLIAM W. VERITY</u> William W. Verity	Director	February 27, 2008
<u>/s/KEITH A. JENSEN</u> Keith A. Jensen	Senior Vice President (principal financial and accounting officer)	February 27, 2008

\* Member of the Audit Committee

**INDEX TO EXHIBITS**  
**AMERICAN FINANCIAL GROUP, INC.**

<u>Number</u>	<u>Exhibit Description</u>	
3(a)	Amended and Restated Articles of Incorporation, filed as Exhibit 3(a) to AFG's Form 10-K for 1997.	(*)
3(b)	Code of Regulations, filed as Exhibit 3(b) to AFG's Form 10-K for 1997.	(*)
4	Instruments defining the rights of security holders.	Registrant has no outstanding debt issues exceeding 10% of the assets of Registrant and consolidated subsidiaries.

Material Contracts:

10(a)	2005 Stock Incentive Plan included in AFG's 2005 Proxy.	(*)
10(b)	Amended and Restated Deferred Compensation Plan.	
10(c)	2008 Annual Senior Executive Bonus Plan.	
10(d)	2007 Annual Senior Executive Bonus Plan, filed as Annex A to AFG's 2007 Proxy Statement.	(*)
10(e)	Amended and restated Nonqualified Auxiliary RASP, filed as Exhibit 10(d) to AFG's Form 10-K for 2003.	(*)
10(f)	Keith E. Lindner Salary Continuation Agreement, filed as Exhibit 10(c) to AFG's March 31, 2004 Form 10-Q.	(*)
10(g)	Directors' Compensation Plan, as amended.	
10(h)	Credit Agreement, dated March 29, 2006 among American Financial Group, Inc. and AAG Holding Company, Inc., each as Borrowers, and several lenders, filed as Exhibit 10.2 to AFG's Form 8-K filed on March 30, 2006.	(*)
10(i)	Amendment to Credit Agreement dated March 29, 2006, among American Financial Group, Inc., AAG Holding Company, Inc., each as borrowers, and several lenders.	
10(j)	First Supplemental Indenture among American Financial Group, Inc., AAG Holding Company, Inc., and U.S. Bank National Association, as trustee, with respect to the 7.35% Subordinated Debentures due 2033, filed as Exhibit 10(a) to AFG's September 2007 10-Q.	(*)
10(k)	Third Supplemental Indenture among American Financial Group, Inc., AAG Holding Company, Inc., and U.S. Bank National Association, (formerly known as Star Bank, N.A.) as trustee, with respect to the 6-7/8% Senior Notes due December 1, 2008, 7-1/2% Senior Note due November 5, 2033 and 7-1/4% Senior Notes due January 23, 2034, filed as Exhibit 10(b) to AFG's September 2007 10-Q.	(*)

(\*) Incorporated herein by reference.

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**INDEX TO EXHIBITS - CONTINUED**  
**AMERICAN FINANCIAL GROUP, INC.**

<u>Number</u>	<u>Exhibit Description</u>
<a href="#">12</a>	Computation of ratios of earnings to fixed charges.
<a href="#">21</a>	Subsidiaries of the Registrant.
<a href="#">23</a>	Consent of independent auditors.
<a href="#">31(a)</a>	Sarbanes-Oxley Section 302(a) Certification of Co-Chief Executive Officer.
<a href="#">31(b)</a>	Sarbanes-Oxley Section 302(a) Certification of Co-Chief Executive Officer.
<a href="#">31(c)</a>	Sarbanes-Oxley Section 302(a) Certification of Chief Financial Officer.
<a href="#">32</a>	Sarbanes-Oxley Section 906 Certification of Co-Chief Executive Officers and Chief Financial Officer.

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# American Financial Group, Inc.

## Deferred Compensation Plan

(As amended and restated effective November 1, 2007)

### 1. Establishment and Purpose

Effective November 1, 1999, American Financial Group, Inc. ("AFG" or the "Company") adopted this Deferred Compensation Plan (the "Plan") to enable eligible Employees of the Company and its subsidiaries to defer payment of a portion of their compensation. This Plan has subsequently been amended and restated. This Plan was amended and restated for deferrals made on or after January 1, 2005 to provide good faith compliance with the provisions of Section 409A of the Internal Revenue Code of 1986, as amended. This Plan is amended and restated as set forth herein effective as of November 1, 2007 unless otherwise provided.

### 2. Plan Objectives

The purpose of the Plan is to assist eligible Employees to:

- a. Accumulate income for retirement; and
- b. Provide opportunity for financial growth.

### 3. Definitions

When used in this Plan, the following words and phrases shall have the following meanings:

- a. "Account" means the record maintained for each Participant to which all deferrals, earnings (or losses) and distributions are credited and debited for each Plan Year.
- b. "Administrator" means the person or persons appointed by the Board of Directors of the Company who is responsible for those functions assigned to the Administrator under the terms of the Plan.
- c. "Base Salary" means annual base pay, excluding any bonuses and other extraordinary payments, payable by the Company to a Participant.
- d. "Bonus" means any direct lump-sum payment paid for services rendered in addition to the Participant's Base Salary.
- e. "Code" means the Internal Revenue Code of 1986, as amended.
- f. "Common Stock" means the Company's common stock.
- g. "Company" means American Financial Group, Inc. and (unless the context indicates otherwise) its subsidiaries and affiliates.
- h. "Compensation" means Base Salary and Bonus.
- i. "Disabled" or "Disability" means the Participant is (i) unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (ii) by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than 3 months under an accident and health plan covering employees of the Company.
- j. "Election Form" means a Participant's agreement, on a form provided by the Administrator or in such other manner acceptable to the Administrator, to defer the Participant's Base Salary and/or Bonus.
- k. "Employee" means an employee of the Company.
- l. "Expiration Date" means, with respect to each annual deferral hereunder, the earlier of (i) December 31 of the year prior to the year to which a Participant elects to defer Compensation, or (ii) the pay date for the payroll period in which a Participant dies, becomes Disabled or terminates employment with the Company.
- m. "Participant" means an officer or other highly compensated Employee who participates in the Plan for a designated Plan Year in accordance with the terms of the Plan, and who has an Account in the Plan.
- n. "Plan" means this American Financial Group, Inc. Deferred Compensation Plan, as amended and restated from time to time.
- o. "Plan Year" means the calendar year, January 1 through December 31. The initial Plan Year commenced on January 1, 2000.

### 4. Eligibility

Officers and other highly compensated Employees of the Company and its subsidiaries will be eligible to become Participants in the Plan either through annual invitation by the Administrator or through an employment agreement approved by the Chief Executive Officer.

### 5. Participation

- a. A Participant participates in the Plan by delivering to the Administrator at the time and in the manner specified each year by the Administrator prior to the beginning of each Plan Year, a properly completed Election Form that conforms to the terms and conditions of the Plan. Unless otherwise provided by the Administrator, an Election Form that is timely delivered to the Administrator shall be effective for the Plan Year following the year in which the Election Form is delivered to the Administrator.
- b. Notwithstanding the above, an individual's Election Form relating to a Bonus that is a performance-based payment based on services over a period of at least 12 months must be made no later than 6 months before the end of the service period.

## 6. Deferred Compensation Account

- a. For each Plan Year, a deferred compensation Account will be established for each Participant.
- b. All Compensation deferred by the Participant, all earnings (or losses) determined under Section 9 and all distributions from the Account to the Participant or the Participant's beneficiaries or estate shall be reflected in the Account.
- c. The Administrator shall maintain all Accounts.

## 7. Deferral Sources

- a. At the time of enrollment, a Participant must elect through an Election Form to defer a stated percentage of his or her Compensation for services rendered in the next Plan Year.
- b. Any Base Salary deferral must be at least 5% and no more than 80% of Base Salary. Any Bonus deferral must be at least 10% and no more than 80% of each Bonus. No deferral election shall reduce a Participant's paid Compensation below the amount necessary to satisfy applicable employment taxes (e.g., FICA/Medicare) on amounts deferred, benefit plan withholding requirements or income tax withholding for Compensation that cannot be deferred.
- c. Compensation deferred under this Plan shall be credited to the Participant's Account on the date such amounts would have otherwise been paid.
- d. The deferral sources and amounts elected for a given Plan Year are irrevocable.

## 8. Deferral Term

At the time a Participant elects to defer Compensation, the Participant must also elect the term for which such deferral is made (the "deferral term"). The deferral term shall be either (i) a period ending on the date on which the Participant terminates employment with the Company for any reason, including death or disability (a "Termination of Service"), or (ii) until a specific payment year. Notwithstanding a Participant's election to defer until a specific payment year, in the event of a Termination of Service, the Company shall distribute the Participant's Account to the Participant at any time prior to the expiration of the fixed number of years originally selected by such Participant; provided, however, for deferrals after December 31, 2004, the Company may not accelerate the payment, except as may be provided in Section 10 of this Plan or otherwise in accordance with Section 409A and all regulations thereunder.

## 9. Crediting of Earnings

- a. There shall be credited to the Account of each Participant an additional amount of earnings (or losses) determined under this Section 9.
- b. At the time a Participant elects to defer Compensation, each Participant also shall elect (in whole percentages) to have earnings (or losses) credited to his or her Account under one (or a combination) of the investment elections provided herein. Prior to January 1, 2006, the investment elections were the following:
  - i. Interest Election
  - ii. Common Stock Election

Effective as of January 1, 2007, in addition to the investment elections named above, there shall be a Mutual Fund Election. A Participant who makes the Mutual Fund Election may allocate his or her Account among any combination of the Mutual Funds that are selected and made available by the Plan Administrator from time to time as identified in the attached Schedule A.

To the extent a Participant selects the Interest Election, his or her Account will be adjusted to earn interest during any Plan Year of the deferral term at a rate determined by the Board of Directors of the Company not later than the prior November 15. The interest rate selected will be based on the general level of interest rates as well as interest rates the Company is paying on its debt obligations. In the exercise of its discretion, the Board of Directors of the Company may raise (but not lower) such selected interest rate for any Plan Year, based upon significant movements in the general level of interest rates.

To the extent a Participant selects to invest in the Common Stock Election, his or her Account will change in value based on the price of AFG Common Stock, beginning on the date of the investment in such Common Stock in accordance with the terms of the Plan. The Account will be adjusted to reflect stock splits, distributions and dividends affecting the Common Stock.

Prior to January 1, 2008, Participants electing to invest in the Common Stock Election will also receive a matching contribution from the Company equal to 7-1/2% of their deferral (the "Common Stock Match"). The Common Stock Match will be credited to a Participant's Account at the same time as the Participant deferrals. Effective as of January 1, 2008, Participants electing to invest in the Common Stock Election will not receive any additional contributions as the Common Stock Match.

- c. Prior to January 1, 2007, except as provided in Section 9(d), an investment election shall be effective for the entire deferral term to which it relates and may not be modified or terminated; provided, however, the Administrator may provide certain limited time periods to permit a Participant to make a transfer, reallocation or reinvestment subject to the procedures adopted by the Administrator.
- d. For each Plan Year prior to January 1, 2007, the Participant's Account shall be increased or decreased as if it had earned the rate of return corresponding to the amount determined under this Section. Such increase or decrease shall be based on the varying balances in each of the investment elections comprising the Participant's Account throughout the Plan Year and shall be credited daily.

- e. Effective as of January 1, 2008, an investment election may be changed by a Participant in the time and manner determined by the Plan Administrator.

## 10. Payment Form and Method

- a. Payments from the Plan shall be made in the form of cash, except in the case where a Participant's Account is being credited based on the Common Stock Election, in which case such Participant shall receive benefit payments in the form of whole shares of AFG Common Stock, or at the Company's election, in cash. Any fractional shares shall be paid in cash. Any required tax withholding will be deducted from the Participant's Account as determined by the Administrator.
- b. At the time of enrollment for a given Plan Year, a Participant shall elect the method of payment desired upon the Expiration Date of the deferral term(s) elected. A Participant may choose either a lump sum or installment payment method for a given Plan Year. For deferral elections made after December 31, 2004, installment payments will be limited to a payout over a two-year period.
- c. For deferrals made after December 31, 2004, all elections regarding the time and form of payment must meet the following requirements:
- Elections shall not be effective until 12 months after the date the election is made.
  - For all elections for payments other than because of Disability, death or an unforeseeable emergency, as defined in Section 13, the first payment may not be made for a period of not less than 5 years from the date such payment would otherwise have been made.
  - Any payment to be made in an installment may not be made less than 12 months prior to the date of the first scheduled payment and in accordance with Section 10.h.ii above.
  - No acceleration of any distribution shall be permitted except for any acceleration permitted by Treasury regulations including, but not limited to, a de minimis amount set forth in the Plan; an amount in accordance with a domestic relations order; an amount necessary to comply with federal conflicts of interest requirements, or an amount necessary to pay FICA tax due under Section 3121(v)(2) of the Code.
- d. For deferrals made prior to January 1, 2005, all elections regarding the time and form of payment may only be changed upon notice at least 6 months prior to the date the first scheduled payment will be made. While the installment period originally elected is irrevocable, Participants selecting installment payments may change their distribution election to a lump sum upon six month's prior notice to the Company.
- e. Notwithstanding a Participant's election, a Participant who terminates employment for any reason prior to normal retirement shall have the Participant's benefit paid in a single lump sum in cash as soon as administratively reasonable after such termination of employment as determined by the Plan Administrator, but in no event later than 90 days after such termination of employment.
- f. Notwithstanding the Participant's payment election for a Participant who is a "key employee" as defined in Section 409A of the Code, a distribution may not be made before the date which is 6 months after the date of termination of service of such Participant (or if earlier, the date of death of the Participant). The determination of "key employee" shall include a Participant who is a "key employee" at any time during the 12-month period ending on December 31 of each year. This limitation on distributions shall only be applicable if Employer's stock is publicly traded on an established securities market or otherwise.

## 11. Account Statement

An Account Statement will be sent to each Participant quarterly until the Participant's Account has been completely distributed.

## 12. Account Distribution

- a. Payment will begin in January of the year following the Expiration Date, subject to the restrictions provided in Section 10 above. Provided, however, for deferrals made after December 31, 2004, the distribution may not be made before the date which is 6 months after the date of Termination of Service, or, if earlier, the date of death of the Participant, for a Participant who is a key employee as defined in Section 416(i) of the Code without regard to paragraph 5 thereto, as long as the Company has stock which is publicly traded on an established securities market or otherwise.
- b. Elections regarding the installment method must be made at the time the Election Form is submitted.
- c. Applicable federal, state, local and foreign taxes will be deducted from the gross amount of the payment, whether in cash or in shares of AFG Common Stock, as determined by the Administrator.
- d. If installment payments are in effect, the Participant's Account shall continue to be credited with earnings (or losses) hereunder until payment of the final installment.

## 13. Hardship Distributions; Suspensions of Deferral

- a. Distribution of payments from a Participant's Account for deferrals prior to January 1, 2005 prior to the Expiration Date shall be made only if the Administrator, after consideration of an application by such Participant, determines that the Participant has sustained financial hardship caused by events beyond the Participant's control. In such event, and notwithstanding anything to the contrary herein, the Administrator may, at its sole discretion, direct that all or a portion of the Account be paid to the Participant in such manner, and at such times as determined by the Administrator.
- b. Distribution of payments from a Participant's Account for deferrals after December 31, 2004 prior to the Expiration Date shall be made only if the Administrator, after consideration of an application by such Participant, determines that the Participant has the occurrence of an "unforeseeable emergency." An "unforeseeable emergency" means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant's spouse, or a dependent (as defined in Section 152(a) of the Code) of the Participant, loss of the Participant's property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant. In such event, and notwithstanding anything to the contrary herein, the Administrator may, at its sole discretion, direct that all or a portion of the Account be paid to the Participant in such manner, and at such times as determined by the Administrator.

- c. The Administrator may suspend deferrals upon request by any Participant if the Administrator determines that the Participant has sustained financial hardship caused by events beyond the Participant's control.

#### 14. Beneficiary Designation

- a. A Participant shall have the right to designate one or more beneficiaries and to change any beneficiary previously designated.
- b. A Participant shall submit his or her beneficiary designation in writing using the beneficiary designation portion of the Election Form. The Participant shall deliver the completed form to the Administrator. The most recently dated and filed beneficiary designation shall cancel all prior designations.
- c. In the event of the Participant's death before or after the commencement of payments from the Account, the amount otherwise payable to the Participant shall be paid to the designated beneficiaries, and if there are no beneficiaries, to the estate of the Participant, according to the provisions of Section 12.

#### 15. GAFRI Deferred Compensation Plan Merger

- a. Effective as of November 1, 2007, the Great American Financial Resources, Inc. Deferred Compensation Plan (the "GAFRI Plan") shall be merged into this Plan. Employees of Great American Financial Resources, Inc. ("GAFRI") and terminated employees with deferred benefits who were participants in the GAFRI Plan as of October 31, 2007, shall be Participants in this Plan as of November 1, 2007 (a "GAFRI Participant").
- b. All Election Forms completed by the GAFRI participants under the terms of the GAFRI Plan will be honored until December 31, 2007. To the extent a GAFRI Participant elected to receive an installment payment over a period greater than two years, that election will be honored. Any changes to such election will be subject to the two-year limitation provided in Section 10. The Plan will also honor all valid beneficiary designation forms submitted to the GAFRI Plan.
- c. All amounts merged that were deferred prior to January 1, 2005 will be paid in accordance with the following provision. Payment will begin on the first payroll date of the month which first follows a 30-day processing period beginning on the Expiration Date. All other payments will be made in accordance with Section 12.

#### 16. General Provisions

- a. *Participant's Rights Unsecured.* The right of any Participant to receive payments under the provisions of this Plan shall be an unsecured claim against the general assets of the Company. It is not required or intended that the amounts credited to the Participant's Account be segregated on the books of the Company or be held by the Company in trust for a Participant and a Participant shall not have any claim to or against a specific asset or assets of the Company. All credits to an Account are for bookkeeping purposes only.
- b. *Non-assignability.* The right to receive payments shall not be transferable or assignable by a Participant. Any attempted assignment or alienation of payments shall be void and of no force or effect.
- c. *Administration.* The Administrator shall have the authority to adopt rules, regulations and procedures for carrying out this Plan, and shall interpret, construe and implement the provisions of the Plan according to the laws of the Code and to the extent not preempted by federal law, according to the laws of the State of Ohio.
- d. *Amendment and Termination.* This Plan may at any time or from time to time be amended or terminated. No amendment, modification or termination shall adversely affect the Participant's rights under this Plan.
- e. *Construction.* The singular shall also include the plural where appropriate.
- f. *Employment Rights.* This Plan does not constitute a contract of employment and participation in the Plan will not give any Participant the right to be retained in the employ of the Company.
- g. *No Bonus Rights.* This Plan does not confer the right for a Participant to receive a Bonus.

#### Schedule A

#### Mutual Fund Investment Election

as of

November 1, 2007

- o AFG Fixed Interest Fund
- o Fidelity Capital & Income Fund
- o Fidelity Inflation-Protected Bond Fund
- o Fidelity Balanced Fund
- o Spartan® Total Market Index Fund - Investor Class
- o Fidelity Leveraged Company Stock Fund
- o DFA U.S. Small Cap Portfolio
- o Fidelity International Discovery Fund
- o Fidelity Emerging Markets Fund

- AFG Common Stock Fund



## **2008 ANNUAL SENIOR EXECUTIVE BONUS PLAN**

**Adopted on February 25, 2008**

**AMERICAN FINANCIAL GROUP, INC.**

**2008 ANNUAL SENIOR EXECUTIVE BONUS PLAN**

### **1. PURPOSE**

The purpose of the 2008 Annual Senior Executive 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 through promoting high levels of corporate performance by including performance-based compensation as a component of a Plan participant's annual compensation.

### **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, 2008, 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, each of the Company's Co-Chief Executive Officers and Senior Vice Presidents, if any, 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 (the "Performance Criteria") that will apply to the determination of the bonus of each Participant for that Bonus Year and recommend that the Board adopt such action. The Bonus Targets and Performance Criteria shall be set forth annually on Schedules attached to this Plan and shall be recommended by the Committee and approved by the Board. The Performance Criteria are to be established based on financial measurements and operational metrics. The financial measurements may include, among other things, 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, and the status of the Company's debt-to-capital ratio. The operational metrics may include performance goals relating to, among other things, the combined ratios of the Company's insurance subsidiaries, investment portfolio performance including realized gains and losses, as well as other operational, qualitative measurements relating to the development and implementation of strategic initiatives and annual objectives, responses to unexpected developments, the development of management personnel, but generally exclude the results of any announced re-examination of asbestos, environmental and other tort liabilities, and the impact of any extraordinary transactions involving or affecting the Company and its subsidiaries.

## 6. DETERMINATION OF BONUSES AND TIME OF PAYMENT

As soon as practicable after the end of each calendar year during the term of the Plan, the Committee shall determine whether or not the Performance Criteria of each Participant have been attained and shall determine the amount of the bonus, if any, to be awarded to each Participant for such year according to the terms of this Plan. Such bonus determinations shall be based on achievement of the Performance Criteria for such year. The Committee shall certify in writing that the Performance Criteria have been achieved prior to payment of any bonus under the Plan.

As a separate element of the Plan, the Committee retains the discretion to pay an amount above or below the amounts attributable to the achievement of the objective performance goals, based on such factors and circumstances as the Committee deems appropriate. However, no such payment may increase the amount paid to a participant above 175% of their bonus target.

Once the bonus is so determined for each Participant, it shall be paid 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 employment of the Company or a Subsidiary, as the case may be, he shall not be entitled to any amount of bonus.

## 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.

## Annual Senior Executive Bonus Plan

for 2008

Participants and

Bonus Targets

Name	Position	Total Bonus Target	EPS Component	Performance Component
Carl H. Lindner III	Co-CEO & Co-President	\$1,300,000	50%	50%
S. Craig Lindner	Co-CEO & Co-President	\$1,300,000	50%	50%
James E. Evans	Senior Vice President	\$875,000	50%	50%
Keith A. Jensen	Senior Vice President	\$580,000	50%	50%
Thomas E. Mischell	Senior Vice President	\$390,000	50%	50%

## Annual Senior Executive Bonus Plan

for 2008

2008 Performance Criteria for Participants

The overall bonus for 2008 for each Participant will be the sum of such Participant's bonuses for the following two Performance Criteria components:

**A. EPS Component.**

Each participant's bonus allocated to the EPS Component will range from 0% up to 175% with respect to the Co-Chief Executive Officers, and 0% up to 125% with respect to the Senior Vice Presidents, 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 2007:

Operating EPS	Percentage of Bonus Target to be paid For EPS Component	
	Co-CEOs	Senior VPs
Less than \$3.50	0%	0%
\$3.85	100%	100%
\$4.10 or more	175%	125%

If the Operating EPS is \$3.50 or greater, but less than \$3.85, or if the Operating EPS is greater than \$3.85 and less than \$4.10, the bonus will be determined by straight-line interpolation.

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; non-recurring items shall include any charge taken as a result of a regularly scheduled re-examination of asbestos, environmental and other mass tort liabilities. 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. Performance Component**

Each participant's bonus allocated to the Company and Individual Performance Component will range from 0% up to 175% with respect to the Co-Chief Executive Officers, and 0% up to 125% with respect to the Senior Vice Presidents (of the dollar amount of the Bonus Target allocated to the Company and Individual Performance Component) and will be determined by the Compensation Committee, based on the achievement of the established performance objectives and the Compensation Committee's rating of the Company's and the Participant's performance for the prior year. Such rating shall include a consideration of all factors deemed relevant, including financial, non-financial and strategic factors.

When determining the Company's and the Participant's performance, the Committee intends to establish the factors it believes are relevant to such performance. It may be appropriate to consider factors including, but not limited to:

- A. Financial measurements such as growth in book value per share, return on equity, per share price of common stock relative to certain indices, status of the Company's debt-to-capital ratio, the combined ratios of the Company's insurance subsidiaries, and investment portfolio performance; and

B. Other operational, qualitative measurements relating to the development and implementation of strategic initiatives and annual objectives, responses to unexpected developments, and the development of management personnel.

The Committee intends to review these factors periodically with the Co-Chief Executive Officers 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.

## NON-EMPLOYEE DIRECTORS' COMPENSATION PLAN

## P R E A M B L E

The purpose of the Non-Employee Directors' Compensation Plan ("Plan") of American Financial Group, Inc. (the "Company") is to provide compensation to the Company's non-employee directors to be paid through cash and through the issuance of shares of the Company's common stock ("Common Stock").

Directors who are not employees of the Company or of a Company subsidiary are paid an annual retainer ("Board Retainer"), an additional annual Board Committee retainer, including additional amounts paid for service as Chairman of a Board committee ("Committee Retainer") and an attendance fee for each Board or Committee meeting attended ("Meeting Fees"), in amounts which shall be established, from time to time, by the Board of Directors. The amounts established by the Board of Directors for the retainers and fees shall be set forth on the attached Schedule 1.

## 1. PAYMENT OF COMPENSATION TO NON-EMPLOYEE DIRECTORS.

- a. Retainers and Meeting Fees in Cash. The Board Retainer and Committee Retainer (if applicable) shall be paid by the Company in cash, quarterly in arrears, as soon as practicable following the end of each calendar quarter. The Meeting Fees accrued during each calendar quarter, if any, shall be paid by the Company at the end of such quarter in cash, together with the applicable quarterly retainers. The amount of the Board Retainer and Committee Retainer may be changed by the Board of Directors from time to time without shareholder approval.
- b. Restricted Stock Grant. On or about June 1 of each year during which a non-employee director is a member of the Company's Board of Directors, such non-employee director shall receive a restricted stock grant payable in shares of Common Stock. The number of shares of Common Stock to be issued to each non-employee director pursuant to this Section shall be determined by dividing \$85,000 (the "Stock Grant Value") by the average of the per share Fair Market Value of the Common Stock (as defined in Section 2 below) for the one hundred trading days ending on the last business day prior to June 1 of the applicable year; the resulting number shall then be rounded up to the nearest share. The Board of Directors may change the Stock Grant Value to be granted to non-employee directors pursuant to this Section from time to time, or may determine that a fixed number of shares be granted in lieu of using the "Stock Grant Value" method described above, in each case without shareholder approval.

## 2. FAIR MARKET VALUE OF COMPANY COMMON STOCK.

The "Fair Market Value" of a share of Common Stock shall be the average of the high and low sales prices of the shares on the New York Stock Exchange Composite Tape (or the principal market in which the Common Stock is traded, if the shares are not listed on that Exchange on such date).

## 3. RESTRICTIVE LEGEND; HOLDING PERIOD FOR SHARES OF COMMON STOCK; OTHER RESTRICTIONS CONSISTENT WITH STOCK OWNERSHIP GUIDELINES.

- a. Restrictive Legend and Holding Period. In order to address certain provisions of the Federal securities laws, including Section 16(b) of the Securities Exchange Act of 1934, all certificates representing shares of Common Stock issued pursuant to the Plan shall bear the following restrictive legend which will prevent the recipient from disposing of such shares for six months from the date of issuance:

*THE SHARES OF COMMON STOCK REPRESENTED BY THIS CERTIFICATE MAY NOT BE OFFERED, SOLD, TRANSFERRED, PLEDGED, HYPOTHECATED OR OTHERWISE ASSIGNED UNTIL THE EXPIRATION OF THE SIX MONTH PERIOD BEGINNING ON THE DATE OF THE ORIGINAL ISSUANCE BY AMERICAN FINANCIAL GROUP, INC. (THE "COMPANY") AS PROVIDED BY SECTION 3 OF THE COMPANY'S NON-EMPLOYEE DIRECTORS' COMPENSATION PLAN, A COMPLETE AND CORRECT COPY OF THE FORM OF WHICH WILL BE FURNISHED BY THE COMPANY TO THE HOLDER HEREOF WITHIN FIVE DAYS AFTER RECEIPT OF A WRITTEN REQUEST.*

When the legend requirement imposed by this Section shall terminate, the Company (at its expense) shall issue a replacement certificate representing such shares without the legend.

- b. Stock Ownership Guidelines. It shall be the objective of each non-employee director to beneficially own, not later than three years after receiving his or her first annual restricted stock award contemplated by Section 1(b) of this Plan (the "Share Ownership Target Date"), a minimum number of shares of Common Stock, the market value of which shall be equal to six times the then-current annual Board Retainer (the "Share Ownership Target"). After a non-employee director's Share Ownership Target Date, such non-employee director shall thereafter endeavor to meet or exceed the Share Ownership Target.
- c. Additional Transfer Restrictions. No non-employee director may dispose of any shares received as an annual restricted stock award contemplated by Section 1(b) of this Plan until such time as all shares of Common Stock beneficially owned by such non-employee director reaches the Share Ownership Target. Thereafter, no non-employee director shall dispose of any shares received as an annual restricted stock award contemplated by Section 1(b) of this Plan such that such non-employee director's direct or indirect ownership of shares of Common Stock would be less than the Share Ownership Target.

## 4. NO RIGHT TO CONTINUANCE AS A DIRECTOR.

Neither the action of the Company in establishing the Plan nor the issuance of Common Stock hereunder shall be deemed to create any obligation on the part of the Board of Directors to nominate any non-employee director for reelection by the Company's shareholders or to be evidence of any agreement or understanding, express or implied, that the non-employee director has a right to continue as a director for any period of time or at any particular rate of compensation.

## 5. SHARES SUBJECT TO THE PLAN.

One hundred fifty thousand (150,000) shares of Common Stock are authorized for issuance under the Plan in accordance with the provisions hereof. The Company shall at all times during the term of the Plan retain as authorized and unissued Common Stock at least the number of shares from time to time required under the provisions of the Plan, or otherwise assure itself of its ability to perform its obligations hereunder.

## 6. EFFECTIVE DATE AND EXPIRATION OF PLAN.

Pursuant to New York Stock Exchange Rule 303A(8), the Plan is subject to approval by a majority of the votes cast at the next annual meeting of shareholders of the Company by the holders of shares of Common Stock entitled to vote thereon, and, if so approved, shall be effective beginning on the first day of the calendar quarter immediately following such vote (the "Effective Date"). Unless earlier terminated by the Board of Directors pursuant to Section 8, the Plan shall terminate on the tenth anniversary of the Effective Date. No shares of Common Stock shall be issued pursuant to the Plan after its termination date.

## 7. PAYMENT IN EVENT OF DEATH.

If a non-employee director dies, any portion of his or her compensation pursuant to the Plan then unpaid shall be paid to the beneficiaries of the director named in the most recent beneficiary designation filed with the Secretary of the Company. In the absence of such a designation, such compensation shall be paid to, or as directed by, the director's personal representative, in one or more installments as the non-employee director may have elected in writing.

## 8. AMENDMENT, SUSPENSION AND TERMINATION OF PLAN.

The amount, pricing, and timing of Company Common Stock issuances pursuant to the Plan shall not be amended more than once every six months, other than to comport with changes in the Internal Revenue Code of 1986, as amended, the Employee Retirement Income Security Act of 1974, as amended, or the rules thereunder.

The Board of Directors may suspend or terminate the Plan or any portion of it at any time, and may amend it, subject only to the preceding paragraph, from time to time in such respects as the Board may deem advisable in order that any awards hereunder shall conform to any change in applicable laws or regulations or in any other respect the Board may deem to be in the best interests of the Company; provided, however, that no such amendment shall, without the further approval with the affirmative vote of shareholders entitled to cast at least a majority of the total number of votes represented at a meeting of shareholders of the Company, increase the number of shares of Common Stock which may be issued under the Plan, materially modify the requirements as to eligibility for participating in the Plan, or extend the termination date of the Plan.

*[Effective as of October 1, 2007]*

### SCHEDULE 1

*(EFFECTIVE AS OF OCTOBER 1, 2007)*

Annual Board Retainer	\$40,000
Annual Committee Retainer for non-Chair Member	\$6,000
Annual Audit Committee Chair Retainer <sup>1</sup>	\$20,000
Annual Retainer for Chair of Committees (including Special Committee) other than Audit Committee <sup>1</sup>	\$12,000
Attendance Fee per Board Meeting	\$1,750
Attendance Fee per Committee (including Special Committee) Meeting	\$1,250

NOW, THEREFORE, BE IT RESOLVED that the Company's Non-Employee Director's Compensation Plan be amended to provide that Section 2 be amended to provide that the "Fair Market Value" of a share of common stock shall be the average of the daily average of the high and low sales prices of the shares for the 100 trading days before June 1 of each year that the Plan is in effect.

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1 Committee Chairs will not receive member retainers in addition to retainers for Chair.

THIS FIRST AMENDMENT TO CREDIT AGREEMENT (this "Amendment"), dated as of January 18, 2008, is entered into among AMERICAN FINANCIAL GROUP, INC., an Ohio corporation ("AFG"), and AAG HOLDING COMPANY, INC., an Ohio corporation ("AAG") (AFG and AAG are hereinafter referred to collectively as the "Borrowers"), the lenders listed on the signature pages hereof as Lenders (the "Lenders"), and BANK OF AMERICA, N.A., as Administrative Agent.

#### BACKGROUND

- A. The Borrowers, the Lenders, and the Administrative Agent are parties to that certain Credit Agreement, dated as of March 29, 2006 (the "Credit Agreement"). The terms defined in the Credit Agreement and not otherwise defined herein shall be used herein as defined in the Credit Agreement.
- B. The Borrowers have requested certain amendments to the Credit Agreement.

NOW, THEREFORE, in consideration of the covenants, conditions and agreements hereafter set forth, and for other good and valuable consideration, the receipt and adequacy of which are all hereby acknowledged, the Borrowers, the Lenders and the Administrative Agent covenant and agree as follows:

#### 1. AMENDMENTS.

- a. The defined term "AFG Consolidated Net Worth" set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"AFG Consolidated Net Worth" means, on any date, the amount reported by AFG, determined in accordance with GAAP on a consolidated basis, as "Total Shareholders' Equity" on its Form 10-K or Form 10-Q, but excluding (a) all amounts in respect of unrealized gains or losses recorded pursuant to FAS 115 and (b) any mandatorily redeemable capital stock (or redeemable shares of other beneficial interest), in each case as determined in accordance with GAAP and Section 7.10.

- b. The defined term "AFG Consolidated Total Financing Debt" set forth in Section 1.01 of the Credit Agreement is hereby amended to read as follows:

"AFG Consolidated Total Financing Debt" means, on any date, on a consolidated basis determined in accordance with GAAP and Section 7.10 for AFG and its Subsidiaries (a) the sum of (i) indebtedness for borrowed money, or indebtedness evidenced by notes, debentures, Capitalized Leases, guarantees (excluding guarantees of indebtedness already included as Indebtedness) or similar instruments, (ii) indebtedness for the deferred purchase price of assets (other than the normal trade accounts payable), and (iii) indebtedness in respect of mandatory redemption or dividend rights related to an Equity Interest, but (b) excluding (i) any collateralized debt obligation fund managed by AFG which is listed on Schedule 1.01 and which Indebtedness in this clause (b) is carried as "Long Term Debt - Variable Interest Entities" on AFG's balance sheet from time to time in accordance with GAAP, and (ii) Non-Recourse Real Estate Indebtedness of AFG and its Subsidiaries.

- c. The defined terms "GAFRI Consolidated Financing Debt" and "GAFRI Consolidated Net Worth" set forth in Section 1.01 of the Credit Agreement are hereby deleted.

- d. The following defined terms are hereby added to Section 1.01 of the Credit Agreement in proper alphabetical order:

"First Amendment Date" means January 18, 2008.

"Hybrid Securities" has the meaning specified in the last paragraph of Section 7.10.

- e. Section 6.01 of the Credit Agreement is hereby amended to read as follows:

**6.01 Financial Statements.** Deliver to the Administrative Agent and each Lender, in form and detail satisfactory to the Administrative Agent and the Required Lenders:

(a) as soon as available, but in any event within 90 days after the end of each fiscal year of AFG (commencing with the fiscal year ended December 31, 2005, the Annual Report on Form 10-K of AFG for the fiscal year then ended, a consolidated balance sheet of AFG and its Subsidiaries, as at the end of such fiscal year, and the related consolidated statements of income or operations, shareholders' equity and cash flows for such fiscal year, setting forth in each case in comparative form the figures for the previous fiscal year, all in reasonable detail and prepared in accordance with GAAP, such consolidated statements of AFG to be audited and accompanied by (i) a report and opinion of a Registered Public Accounting Firm of nationally recognized standing reasonably acceptable to the Required Lenders, which report and opinion shall be prepared in accordance with generally accepted auditing standards and applicable Securities Law and shall not be subject to any "going concern" or like qualification or exception or any qualification or exception as to the scope of such audit and (ii) an opinion of such Registered Public Accounting Firm independently assessing AFG's internal controls over financial reporting in accordance with Item 308 of SEC Regulation S-K, PCAOB Auditing Standard No. 2 and Section 404 of Sarbanes-Oxley;

(b) as soon as available, but in any event within 60 days after the end of each of the first three fiscal quarters of each fiscal year of AFG (commencing with the fiscal quarter ended March 31, 2006) the quarterly report of AFG as required by the Exchange Act on Form 10-Q, a consolidated balance sheet of AFG and its Subsidiaries, as at the end of such fiscal quarter, and the related consolidated statements of income or operations, shareholders' equity and cash flows for such fiscal quarter and for the portion of AFG and its Subsidiaries' fiscal year then ended, setting forth in each case in comparative form the figures for the corresponding fiscal quarter of the previous fiscal year and the corresponding portion of the previous fiscal year, all in reasonable detail, such consolidated statements to be certified by a Responsible Officer of AFG as fairly presenting the financial condition, results of operations, shareholders' equity and cash flows of AFG and its Subsidiaries, in accordance with GAAP, subject only to normal year-end audit adjustments and the absence of footnotes; and

(c) as soon as available, all quarterly and annual statutory financial statements, including all exhibits and schedules thereto, of the Insurance Subsidiaries, in the form required by the respective Insurance Authorities.

As to any information contained in materials furnished pursuant to Section 6.02(d), AFG shall not be separately required to furnish such information under clause (a) or (b) above, but the foregoing shall not be in derogation of the obligation of AFG to furnish the information and materials described in clauses (a) or (b) above at the times specified therein.

f. Section 6.02 of the Credit Agreement is hereby amended to read as follows:

**6.02 Certificates; Other Information.** Deliver to the Administrative Agent and each Lender, in form and detail satisfactory to the Administrative Agent and the Required Lenders:

(a) concurrently with the delivery of the financial statements referred to in Section 6.01(a), a certificate of the Registered Public Accounting Firm certifying such financial statements and stating that in making the examination necessary therefor no knowledge was obtained of any Default under the financial covenants set forth herein or, if any such Default shall exist, stating the nature and status of such event;

(b) concurrently with the delivery of the financial statements referred to in Sections 6.01(a) and (b) (**commencing with the delivery of the financial statements for the fiscal quarter ended March 31, 2006**), a duly completed Compliance Certificate signed by a Responsible Officer of AFG;

(c) promptly after any request by the Administrative Agent or any Lender, copies of any detailed audit reports, management letters or recommendations submitted to the board of directors (or the audit committee of the board of directors) of AFG by independent accountants in connection with the accounts or books of AFG or any Subsidiary, or any audit of any of them;

(d) promptly after the same are available, copies of each annual report, proxy or financial statement or other report or communication sent to the stockholders of AFG, and copies of all annual, regular, periodic and special reports and registration statements which AFG may file or be required to file with the SEC under Section 13 or 15(d) of the Securities Exchange Act of 1934, and not otherwise required to be delivered to the Administrative Agent pursuant hereto;

(e) promptly after the furnishing thereof, copies of any statement or report furnished to any holder of debt securities of AFG or any of its Subsidiaries pursuant to the terms of any indenture, loan or credit or similar agreement and not otherwise required to be furnished to the Lenders pursuant to Section 6.01 or any other clause of this Section 6.02;

(f) promptly, and in any event within five Business Days after receipt thereof by AFG or any of its Subsidiaries, copies of each notice or other correspondence received from the SEC (or comparable agency in any applicable non-U.S. jurisdiction) concerning any investigation or possible investigation or other inquiry by such agency regarding financial or other operational results of AFG or any of its Subsidiaries; and

(g) promptly, such additional information regarding the business, financial or corporate affairs of AFG or any Subsidiary, or compliance with the terms of the Loan Documents, as the Administrative Agent or any Lender may from time to time reasonably request.

Documents required to be delivered pursuant to Section 6.01(a), (b), or (c) or Section 6.02(d) (to the extent any such documents are included in materials otherwise filed with the SEC) may be delivered electronically and if so delivered, shall be deemed to have been delivered on the date (i) on which AFG posts such documents, or provides a link thereto on AFG's website on the Internet at the website address listed on Schedule 10.02; or (ii) on which such documents are posted on AFG's behalf on an Internet or intranet website, if any, to which each Lender and the Administrative Agent have access (whether a commercial, third-party website or whether sponsored by the Administrative Agent); provided that: (i) AFG shall deliver paper copies of such documents to the Administrative Agent or any Lender that requests AFG to deliver such paper copies until a written request to cease delivering paper copies is given by the Administrative Agent or such Lender and (ii) AFG shall notify the Administrative Agent and each Lender (by telecopier or electronic mail) of the posting of any such documents and provide to the Administrative Agent by electronic mail electronic versions (i.e., soft copies) of such documents. Notwithstanding anything contained herein, in every instance AFG shall be required to provide paper copies of the Compliance Certificates required by Section 6.02(b) to the Administrative Agent and each Lender. Except for such Compliance Certificates, the Administrative Agent shall have no obligation to request the delivery or to maintain copies of the documents referred to above, and in any event shall have no responsibility to monitor compliance by AFG with any such request for delivery, and each Lender shall be solely responsible for requesting delivery to it or maintaining its copies of such documents.

The Borrowers hereby acknowledge that (a) the Administrative Agent and/or the Arranger will make available to the Lenders and the L/C Issuer materials and/or information provided by or on behalf of the Borrowers hereunder (collectively, "Borrowers' Materials") by posting the Borrowers' Materials on IntraLinks or another similar electronic system (the "Platform") and (b) certain of the Lenders may be "public-side" Lenders (*i.e.*, Lenders that do not wish to receive material non-public information with respect to the Borrowers or their respective securities) (each, a "Public Lender"). The Borrowers hereby agree that (w) all Borrowers' Materials that are to be made available to Public Lenders shall be clearly and conspicuously marked "PUBLIC" which, at a minimum, shall mean that the word "PUBLIC" shall appear prominently on the first page thereof; (x) by marking Borrowers' Materials "PUBLIC," the Borrowers shall be deemed to have authorized the Administrative Agent, the Arranger, the L/C Issuer and the Lenders to treat such Borrowers' Materials as either publicly available information or not material information (although it may be sensitive and proprietary) with respect to the Borrowers or their respective securities for purposes of United States Federal and state securities laws; (y) all Borrowers' Materials marked "PUBLIC" are permitted to be made available through a portion of the Platform designated "Public Investor;" and (z) the Administrative Agent and the Arranger shall be entitled to treat any Borrowers' Materials that are not marked "PUBLIC" as being suitable only for posting on a portion of the Platform not designated "Public Investor."

g. Section 7.05 of the Credit Agreement is hereby amended to read as follows:

**7.05 Restricted Payments; Stock Redemptions.** AFG shall not, nor shall it permit any of its Subsidiaries to, directly or indirectly, declare or make, directly or indirectly any Restricted Payment, or incur any obligation (contingent or otherwise) to do so, except that AFG and its Subsidiaries (a) may declare and pay dividends in respect of any Capital Trust Securities if, at the time of and after giving effect to such dividend, no Default under Section 8.01(a), 8.01(e)(i)(A) or 8.01(f) shall have occurred and be continuing and (b) AFG and its Subsidiaries may make other Restricted Payments if, at the time of and after

giving effect to such Restricted Payment, no Default has occurred and is continuing; provided, that, if there is a Default, any Subsidiary of AFG may make a Restricted Payment to any other Subsidiary or to AFG.

h. Section 7.10 of the Credit Agreement is hereby amended by amending clause (e) thereof to read as follows:

(e) **[INTENTIONALLY OMITTED]**

i. Section 7.10 of the Credit Agreement is hereby further amended by amending the last paragraph thereof to read as follows:

Notwithstanding anything in this Agreement to the contrary, any required increases in the minimum requirements set forth in the financial covenants set forth in this Section 7.10 shall exclude realized gains on stock already reflected in AFG Consolidated Net Worth. For purposes of calculating AFG Consolidated Net Worth and AFG Consolidated Total Financing Debt as of any date, Capital Trust Securities permitted under Section 7.13 and the Indebtedness under Subordinated Debentures issued in connection therewith (the "Hybrid Securities") will be accorded the same capital treatment as given to such Hybrid Securities by S&P on such date; provided, however, that the maximum amount of Hybrid Securities which may be included in AFG Consolidated Net Worth and excluded from AFG Consolidated Total Financing Debt at any time shall not exceed 15% of "Total Shareholders' Equity" on its Form 10-K or Form 10-Q. As of the First Amendment Date, 10 0% of the outstanding Hybrid Securities are treated as equity by S&P, accordingly, 100% of the outstanding Hybrid Securities would be included in calculating AFG Consolidated Net Worth and 100% of the related Indebtedness under the Subordinated Debentures would be excluded in calculating AFG Consolidated Total Financing Debt.

j. The Compliance Certificate is hereby amended to be in the form of Exhibit C to this First Amendment.

2. REPRESENTATIONS AND WARRANTIES TRUE; NO EVENT OF DEFAULT. By its execution and delivery hereof, AFG represents and warrants that, as of the date hereof:

- a. the representations and warranties contained in the Credit Agreement and the other Loan Documents are true and correct on and as of the date hereof as made on and as of such date, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they shall be true and correct as of such earlier date; and
- b. no event has occurred and is continuing which constitutes a Default.

3. CONDITIONS TO EFFECTIVENESS. This Amendment shall be effective as of January 18, 2008 subject to satisfaction or completion of the following:

- a. the Administrative Agent shall have received counterparts of this Amendment executed by the Required Lenders;
- b. the Administrative Agent shall have received counterparts of this Amendment executed by the Borrowers; and
- c. the Administrative Agent shall have received, in form and substance satisfactory to the Administrative Agent and its counsel, such other documents, certificates and instruments as the Administrative Agent shall require.

4. REFERENCE TO THE CREDIT AGREEMENT.

- a. Upon the effectiveness of this Amendment, each reference in the Credit Agreement to "this Agreement", "hereunder", or words of like import shall mean and be a reference to the Credit Agreement, as amended by this Amendment.
- b. Except as expressly set forth herein, this Amendment shall not by implication or otherwise limit, impair, constitute a waiver of, or otherwise affect the rights or remedies of the Administrative Agent or the Lenders under the Credit Agreement or any of the other Loan Documents, and shall not alter, modify, amend, or in any way affect the terms, conditions, obligations, covenants, or agreements contained in the Credit Agreement or the other Loan Documents, all of which are hereby ratified and affirmed in all respects and shall continue in full force and effect.

5. COSTS, EXPENSES AND TAXES. The Borrowers agree to pay on demand all costs and expenses of the Administrative Agent in connection with the preparation, reproduction, execution and delivery of this Amendment and the other instruments and documents to be delivered hereunder (including the reasonable fees and out-of-pocket expenses of counsel for the Administrative Agent with respect thereto).

6. EXECUTION IN COUNTERPARTS. This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which when taken together shall constitute but one and the same instrument. For purposes of this Amendment, a counterpart hereof (or signature page thereto) signed and transmitted by any Person party hereto to the Administrative Agent (or its counsel) by facsimile machine, telecopier or electronic mail is to be treated as an original. The signature of such Person thereon, for purposes hereof, is to be considered as an original signature, and the counterpart (or signature page thereto) so transmitted is to be considered to have the same binding effect as an original signature on an original document.

7. GOVERNING LAW; BINDING EFFECT. This Amendment shall be governed by and construed in accordance with the laws of the State of New York, provided that each party shall retain all rights arising under federal law, and shall be binding upon the parties hereto and their respective successors and assigns.

8. HEADINGS. Section headings in this Amendment are included herein for convenience of reference only and shall not constitute a part of this Amendment for any other purpose.

9. ENTIRE AGREEMENT. THE CREDIT AGREEMENT, AS AMENDED BY THIS AMENDMENT, AND THE OTHER LOAN DOCUMENTS REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS BETWEEN THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS BETWEEN THE PARTIES.

IN WITNESS WHEREOF, this Amendment is executed as of the date first set forth above.

AMERICAN FINANCIAL GROUP, INC.

By:

Name:

Title:

AAG HOLDING COMPANY, INC.

By:

Name:

Title:

**BANK OF AMERICAN, N.A., as**

Administrative Agent

By:

Name:

Title:

**BANK OF AMERICA, N.A., as a Lender**

By:

Name:

Title:

**NATIONAL CITY BANK, as Co-Syndication Agent and as a Lender**

By:

Name:

Title:

**KEYBANK NATIONAL ASSOCIATION, as Co-Syndication Agent and  
as a Lender**

By:

Name:

Title:

**US BANK, N.A.**, as Documentation Agent and as a Lender

By:

Name:

Title:

**WACHOVIA BANK, NATIONAL**

**ASSOCIATION**, as a Lender

By:

Name:

Title:

**THE HUNTINGTON NATIONAL BANK**, as a Lender

By:

Name:

Title:

**MERRILL LYNCH BANK USA**, as a Lender

By:

Name:

Title:

**UBS LOAN FINANCE LLC**, as a Lender

By:

Name:

Title:

By:

Name:

Title:

**THE BANK OF NEW YORK**, as a Lender

By:

Name:

Title:

**LASALLE BANK NATIONAL ASSOCIATION**, as a Lender

By:

Name:

Title:

**CREDIT SUISSE, CAYMAN ISLANDS BRANCH**, as a Lender

By:

Name:

Title:

By:

Name:

Title:

**PNC BANK, NATIONAL ASSOCIATION**, as a Lender

By:

Name:

Title:

**REGIONS BANK**, as a Lender

By:

Name:

Title:

**JPMORGAN CHASE BANK**, as a Lender

By:

Name:

Title:

**THE NORTHERN TRUST COMPANY**, as a Lender

By:

Name:

Title:

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

EXHIBIT 12 - COMPUTATION OF RATIOS OF EARNINGS TO FIXED CHARGES

(Dollars in Millions)

	Year Ended December 31,				
	2007	2006	2005	2004	2003
Pretax income (loss) excluding discontinued operations	\$ 607.2	\$ 662.8	\$301.7	\$548.3	\$266.8
Minority interest in subsidiaries having fixed charges(*)	31.7	31.6	25.5	28.3	43.5
Less undistributed equity in (earnings) losses of investees	2.3	3.2	7.8	4.9	(14.0)
Fixed charges:					
Interest on annuities	371.5	343.7	341.6	313.6	294.9
Interest expense	71.2	72.4	79.3	81.0	58.7
Debt discount and expense	2.0	1.9	3.9	3.8	2.1
Portion of rentals representing interest	<u>12.4</u>	<u>11.3</u>	<u>10.3</u>	<u>11.8</u>	<u>12.7</u>
<b>EARNINGS</b>	<b><u>\$1,098.3</u></b>	<b><u>\$1,126.9</u></b>	<b><u>\$770.1</u></b>	<b><u>\$991.7</u></b>	<b><u>\$664.7</u></b>
Fixed charges:					
Interest on annuities	\$ 371.5	\$ 343.7	\$341.6	\$313.6	\$294.9
Interest expense	71.2	72.4	79.3	81.0	58.7
Debt discount and expense	2.0	1.9	3.9	3.8	2.1
Portion of rentals representing interest	12.4	11.3	10.3	11.8	12.7
Pretax preferred dividend requirements of subsidiaries	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>27.5</u>
<b>FIXED CHARGES</b>	<b><u>\$ 457.1</u></b>	<b><u>\$ 429.3</u></b>	<b><u>\$435.1</u></b>	<b><u>\$410.2</u></b>	<b><u>\$395.9</u></b>
Ratio of Earnings to Fixed Charges	<u>2.40</u>	<u>2.62</u>	<u>1.77</u>	<u>2.42</u>	<u>1.68</u>
Earnings in Excess of Fixed Charges	<u>\$ 641.2</u>	<u>\$ 697.6</u>	<u>\$335.0</u>	<u>\$581.5</u>	<u>\$268.8</u>

(\*) Amounts include subsidiary preferred dividends and accrued distributions on preferred securities of consolidated trusts for years prior to 2004.

## EXHIBIT 21 - SUBSIDIARIES OF THE REGISTRANT

The following is a list of subsidiaries of AFG at December 31, 2007. All corporations are subsidiaries of AFG and, if indented, subsidiaries of the company under which they are listed.

<u>Name of Company</u>	<u>Incorporated</u>	<u>Percentage of Ownership</u>
American Money Management Corporation	Ohio	100
APU Holding Company	Ohio	100
American Premier Underwriters, Inc.	Pennsylvania	100
Premier Lease & Loan Services Insurance Agency, Inc.	Washington	100
Premier Lease & Loan Services of Canada, Inc.	Washington	100
Republic Indemnity Company of America	California	100
Republic Indemnity Company of California	California	100
Great American Financial Resources, Inc.	Delaware	100
AAG Holding Company, Inc.	Ohio	100
American Annuity Group Capital Trust II	Delaware	100
Great American Life Insurance Company	Ohio	100
Annuity Investors Life Insurance Company	Ohio	100
Loyal American Holding Corporation	Ohio	100
Loyal American Life Insurance Company	Ohio	100
Manhattan National Life Insurance Company	Illinois	100
United Teacher Associates Insurance Company	Texas	100
Ceres Group, Inc.	Delaware	100
Continental General Corporation	Nebraska	100
Continental General Insurance Company	Nebraska	100
Central Reserve Life Insurance Company	Ohio	100
Great American Holding, Inc.	Ohio	100
American Empire Surplus Lines Insurance Company	Delaware	100
American Empire Insurance Company	Ohio	100
Mid-Continent Casualty Company	Oklahoma	100
Mid-Continent Insurance Company	Oklahoma	100
Oklahoma Surety Company	Oklahoma	100
Great American Insurance Company	Ohio	100
Brothers Property Corporation	Ohio	80
Farmers Crop Insurance Alliance, Inc.	Kansas	100
GAI Warranty Company	Ohio	100
GAI Warranty Company of Florida	Florida	100
Great American Alliance Insurance Company	Ohio	100
Great American Assurance Company	Ohio	100
Great American Contemporary Insurance Company	Ohio	100
Great American E&S Insurance Company	Delaware	100
Great American Fidelity Insurance Company	Delaware	100
Great American Insurance Company of New York	New York	100
Great American Management Services, Inc.	Ohio	100
Great American Protection Insurance Company	Ohio	100
Great American Security Insurance Company	Ohio	100
Great American Spirit Insurance Company	Ohio	100
National Interstate Corporation	Ohio	53
National Interstate Insurance Company	Ohio	100
National Interstate Insurance Company of Hawaii, Inc.	Hawaii	100
National Interstate Capital Trust I	Delaware	100
Professional Risk Brokers, Inc.	Illinois	100
Worldwide Casualty Insurance Company	Ohio	100

The names of certain subsidiaries are omitted, as such subsidiaries in the aggregate would not constitute a significant subsidiary.

## EXHIBIT 23 - CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements and related Prospectuses of American Financial Group, Inc. of our reports dated February 27, 2008, with respect to the consolidated financial statements and schedules and the effectiveness of internal control over financial reporting of American Financial Group, Inc., included in the Annual Report (Form 10-K) for the year ended December 31, 2007.

<u>Form</u>	<u>Registration Number</u>	<u>Description</u>
S-8	33-58825	Stock Option Plan
S-8	33-58827	Employee Stock Purchase Plan
S-3	333-102567	Dividend Reinvestment Plan
S-8	333-117062	Nonemployee Directors' Compensation Plan
S-8	333-14935	Retirement and Savings Plan
S-8	333-91945	Deferred Compensation Plan
S-8	333-125304	2005 Stock Incentive Plan
S-3	333-132742	Shelf Registration - Debt and Equity Securities

/s/ ERNST & YOUNG LLP

Cincinnati, Ohio  
February 27, 2008

## EXHIBIT 31(a)

## SARBANES-OXLEY SECTION 302(a) CERTIFICATIONS

I, Carl H. Lindner III, certify that:

1. I have reviewed this annual report on Form 10-K 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 officers 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) 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
  - d) 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 officers 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.

February 27, 2008

BY: /s/Carl H. Lindner III  
Carl H. Lindner III  
Co-Chief Executive Officer  
(principal executive officer)

## EXHIBIT 31(b)

## SARBANES-OXLEY SECTION 302(a) CERTIFICATIONS

I, S. Craig Lindner, certify that:

1. I have reviewed this annual report on Form 10-K 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 officers 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) 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
  - d) 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 officers 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.

February 27, 2008

BY: /s/S. Craig Lindner  
S. Craig Lindner  
Co-Chief Executive Officer  
(principal executive officer)

## EXHIBIT 31(c)

## SARBANES-OXLEY SECTION 302(a) CERTIFICATIONS

I, Keith A. Jensen, certify that:

1. I have reviewed this annual report on Form 10-K 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 officers 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) 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
  - d) 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 officers 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.

February 27, 2008

BY: /s/Keith A. Jensen  
Keith A. Jensen  
Senior Vice President  
(principal financial and  
accounting 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 Annual Report of American Financial Group, Inc. (the "Company") on Form 10-K for the period ended December 31, 2007 (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.

February 27, 2008  
Date

BY: /s/S. Craig Lindner  
S. Craig Lindner  
Co-Chief Executive Officer

February 27, 2008  
Date

BY: /s/Carl H. Lindner III  
Carl H. Lindner III  
Co-Chief Executive Officer

February 27, 2008  
Date

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

**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.**