

AMERICAN FINANCIAL GROUP INC
Form 10-Q
May 09, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended
March 31, 2008

Commission File

No. 1-13653

AMERICAN FINANCIAL GROUP, INC.

Incorporated under
the Laws of Ohio

IRS Employer I.D.
No. 31-1544320

One East Fourth Street, Cincinnati, Ohio 45202
(513) 579-2121

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company:

Large Accelerated Filer ☒ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☐

Indicate by check mark whether the Registrant is a shell company. Yes ☐ No ☒

As of May 1, 2008, there were 112,418,122 shares of the Registrant's Common Stock outstanding, excluding 14.9 million shares owned by subsidiaries.

AMERICAN FINANCIAL GROUP, INC.

TABLE OF CONTENTS

	<u>Page</u>
 <u>Part I - Financial Information</u>	
 <u>Item 1 - Financial Statements:</u>	
<u>Consolidated Balance Sheet</u>	<u>2</u>
<u>Consolidated Statement of Earnings</u>	<u>3</u>
<u>Consolidated Statement of Changes in Shareholders' Equity</u>	<u>4</u>
<u>Consolidated Statement of Cash Flows</u>	<u>5</u>
<u>Notes to Consolidated Financial Statements</u>	<u>6</u>
 <u>Item 2 - Management's Discussion and Analysis of Financial Condition</u>	
<u>and Results of Operations</u>	<u>21</u>
 <u>Item 3 - Quantitative and Qualitative Disclosure of Market Risk</u>	 <u>34</u>
 <u>Item 4 - Controls and Procedures</u>	 <u>34</u>

Part II - Other Information

<u>Item 2 - Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>35</u>
<u>Item 5 - Other Information</u>	<u>35</u>
<u>Item 6 - Exhibits</u>	<u>36</u>
<u>Signature</u>	<u>36</u>

AMERICAN FINANCIAL GROUP, INC. 10-Q

PART I

ITEM I - FINANCIAL STATEMENTS

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEET (unaudited)

(Dollars In Millions)

	March 31, <u>2008</u>	December 31, <u>2007</u>
Assets:		
Cash and cash equivalents	\$ 983.4	\$ 815.9
Investments:		
Fixed maturities:		
Available for sale - at fair value		
(amortized cost - \$15,350.6 and \$15,188.1)	15,187.4	15,140.7
Trading - at fair value	349.2	274.1
Equity securities - at fair value		
(cost - \$839.0 and \$914.5)	841.3	923.3
Mortgage loans	354.2	358.8
Policy loans	275.9	273.2
	<u>245.6</u>	<u>268.1</u>
Real estate and other investments		
Total cash and investments	18,237.0	18,054.1
Recoverables from reinsurers and prepaid		

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reinsurance premiums	3,638.7	3,664.1
Agents' balances and premiums receivable	655.7	560.6
Deferred policy acquisition costs	1,454.3	1,394.4
Other receivables	344.7	475.4
Variable annuity assets (separate accounts)	619.4	692.5
Prepaid expenses and other assets	842.8	762.0
	<u>209.7</u>	<u>204.4</u>
Goodwill		
	<u>\$26,002.3</u>	<u>\$25,807.5</u>
Liabilities and Capital:		
Unpaid losses and loss adjustment expenses	\$ 6,219.4	\$ 6,168.4
Unearned premiums	1,742.4	1,668.2
Annuity benefits accumulated	10,140.5	10,096.6
Life, accident and health reserves	1,489.9	1,483.7
Payable to reinsurers	359.2	363.8
Long-term debt	990.7	936.9
Variable annuity liabilities (separate accounts)	619.4	692.5
Accounts payable, accrued expenses and other liabilities	<u>1,298.4</u>	<u>1,251.4</u>
Total liabilities	22,859.9	22,661.5
Minority interest	122.3	99.9
Shareholders' Equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 112,944,341 and 113,499,080 shares outstanding	112.9	113.5
Capital surplus	1,191.4	1,186.5
Retained earnings	1,776.9	1,733.5
Accumulated other comprehensive income (loss), net of tax	<u>(61.1)</u>	<u>12.6</u>
Total shareholders' equity	<u>3,020.1</u>	<u>3,046.1</u>
	<u>\$26,002.3</u>	<u>\$25,807.5</u>

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF EARNINGS (unaudited)

(In Millions, Except Per Share Data)

	Three months ended <u>March 31,</u>	
	<u>2008</u>	<u>2007</u>
Income:		
Property and casualty insurance premiums	\$ 635.0	\$ 639.8
Life, accident and health premiums	108.7	106.6
Investment income	266.3	245.8
Realized gains (losses) on securities	(80.3)	4.7
Other income	<u>84.5</u>	<u>82.7</u>
	1,014.2	1,079.6
Costs and Expenses:		
Property and casualty insurance:		
Losses and loss adjustment expenses	290.9	326.9
Commissions and other underwriting expenses	222.0	210.2
Annuity benefits	104.9	88.8
Life, accident and health benefits	87.4	85.5
Annuity and supplemental insurance acquisition expenses	40.1	44.5
Interest charges on borrowed money	18.7	18.1
Other operating and general expenses	<u>124.2</u>	<u>111.5</u>
	<u>888.2</u>	<u>885.5</u>
Operating earnings before income taxes	126.0	194.1
Provision for income taxes	<u>44.9</u>	<u>72.0</u>
Net operating earnings	81.1	122.1
Minority interest expense	<u>(5.1)</u>	<u>(8.5)</u>

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Net Earnings	<u>\$ 76.0</u>	<u>\$ 113.6</u>
Earnings per Common Share:		
Basic	<u>\$.67</u>	<u>\$.95</u>
Diluted	<u>\$.64</u>	<u>\$.92</u>
Average number of Common Shares:		
Basic	113.5	119.5
Diluted	117.2	122.4
Cash dividends per Common Share	\$.125	\$.10

3

AMERICAN FINANCIAL GROUP, INC. 10-Q

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (unaudited)

(Dollars in Millions)

	<u>Common Shares</u>	<u>Common Stock and Capital Surplus</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>	<u>Total</u>
Balance at December 31, 2007	113,499,080	\$1,300.0	\$1,733.5	\$12.6	\$3,046.1
Net earnings	-	-	76.0	-	76.0
Other comprehensive income, net of tax:					
Change in unrealized gain (loss)					
on securities	-	-	-	(70.5)	(70.5)
Change in foreign currency translation	-	-	-	(3.2)	<u>(3.2)</u>
Total comprehensive income				)	2.3
Dividends on Common Stock	-	-	(14.2)	-	(14.2)
Shares issued:					
Exercise of stock options	483,265	9.6	-	-	9.6
Dividend reinvestment plan	70,172	1.8	-	-	1.8
Employee stock purchase plan	16,265	.4	-	-	.4
Deferred compensation distributions	48,884	1.4	-	-	1.4

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Stock incentive plan	70,000	2.0	-	-	2.0
Other stock-based compensation expense	-	2.4	-	-	2.4
Shares acquired and retired	(1,003,000)	(11.5)	(14.9)	-	(26.4)
Shares tendered in option exercises	(240,325)	(2.7)	(3.5)	-	(6.2)
Capital transactions of subsidiaries	<u>-</u>	<u>.9</u>	<u>-</u>	<u>-</u>	<u>.9</u>

Balance at March 31, 2008	<u>112,944,341</u>	<u>\$1,304.3</u>	<u>\$1,776.9</u>	<u>(\$61.1)</u>	<u>\$3,020.1</u>
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Balance at December 31, 2006	119,303,928	\$1,339.8	\$1,533.6	\$55.5	\$2,928.9
Cumulative effect of accounting change	-	-	(14.9)	-	(14.9)
Net earnings	-	-	113.6	-	113.6
Other comprehensive income, net of tax:					
Change in unrealized gains on securities	-	-	-	20.1	20.1
Change in foreign currency translation	-	-	-	.6	.6
Change in unrealized pension and other postretirement benefits	-	-	-	2.7	<u>2.7</u>

Total comprehensive income 137.0

Dividends on Common Stock	-	-	(11.9)	-	(11.9)
Shares issued:					
Exercise of stock options	376,062	8.6	-	-	8.6
Dividend reinvestment plan	40,276	1.4	-	-	1.4
Employee stock purchase plan	7,991	.3	-	-	.3
Deferred compensation distributions	31,863	1.1	-	-	1.1
Stock incentive plan	114,594	3.9	-	-	3.9
Other stock-based compensation expense	-	1.8	-	-	1.8
Shares acquired and retired	(411,639)	(4.5)	(8.9)	-	(13.4)
Shares tendered in option exercises	(25,430)	(.3)	(.6)	-	(.9)
Capital transactions of subsidiaries	<u>-</u>	<u>(.9)</u>	<u>-</u>	<u>-</u>	<u>(.9)</u>

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Balance at March 31, 2007	<u>119,437,645</u>	<u>\$1,351.2</u>	<u>\$1,610.9</u>	<u>\$78.9</u>	<u>\$3,041.0</u>
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AMERICAN FINANCIAL GROUP, INC. 10-Q

AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)

(In Millions)

	Three months ended <u>March 31,</u>	
	<u>2008</u>	<u>2007</u>
Operating Activities:		
Net earnings	\$ 76.0	\$ 113.6
Adjustments:		
Minority interest	5.1	8.5
Depreciation and amortization	49.0	49.0
Annuity benefits	104.9	88.8
Realized (gains) losses on investing activities	80.0	(10.7)
Net purchases/sales of trading securities	1.6	.2
Deferred annuity and life policy acquisition costs	(42.5)	(49.7)
Decrease in reinsurance and other receivables	171.4	102.3
Decrease (increase) in other assets	22.6	(104.9)
Increase (decrease) in insurance claims and reserves	(35.7)	24.6
Increase (decrease) in payable to reinsurers	(6.2)	7.8
Decrease in other liabilities	(65.4)	(58.1)
Other, net	<u>8.9</u>	<u>8.5</u>
Net cash provided by operating activities	<u>369.7</u>	<u>179.9</u>
Investing Activities		
:		
Purchases of and additional investments in:		
Fixed maturity investments	(1,823.9)	(1,031.1)
Equity securities	(75.7)	(101.7)
Subsidiaries	(111.8)	-
Real estate, property and equipment	(12.6)	(6.2)
Maturities and redemptions of fixed maturity investments	603.9	324.5
Sales of:		
Fixed maturity investments	1,077.9	335.1
Equity securities	75.1	46.2
Real estate, property and equipment	4.7	14.3

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Decrease (increase) in securities lending collateral	4.8	(16.7)
Cash and cash equivalents of businesses acquired	90.8	-
Increase in other investments	<u>(3.9)</u>	<u>(32.8)</u>
	)	)
Net cash used in investing activities	<u>(170.7)</u>	<u>(468.4)</u>
	)	)
Financing Activities		
:		
Annuity receipts	286.0	378.8
Annuity surrenders, benefits and withdrawals	(351.8)	(329.7)
Net transfers from variable annuity assets	19.3	8.9
Additional long-term borrowings	270.0	92.0
Reductions of long-term debt	(216.2)	(90.0)
Increase (decrease) in securities lending obligation	(4.8)	16.7
Issuances of Common Stock	4.6	7.7
Repurchases of Common Stock	(26.4)	(13.4)
Cash dividends paid on Common Stock	(12.4)	(10.5)
Other, net	<u>.2</u>	<u>1.9</u>
Net cash provided by (used in) financing activities	<u>(31.5)</u>	<u>62.4</u>
	)	
Net Increase (Decrease) in Cash and Cash Equivalents	167.5	(226.1)
Cash and cash equivalents at beginning of period	<u>815.9</u>	<u>1,329.0</u>
Cash and cash equivalents at end of period	<u>\$ 983.4</u>	<u>\$1,102.9</u>

5

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

INDEX TO NOTES

A. Accounting Policies

F. Long-Term Debt

B. Acquisitions of Subsidiaries

G. Shareholders' Equity

- | | | | |
|----|--------------------------------|----|--|
| C. | <u>Segments of Operations</u> | H. | <u>Commitments and Contingencies</u> |
| D. | <u>Fair Value Measurements</u> | I. | <u>Condensed Consolidating Information</u> |
| E. | <u>Intangible Assets</u> | | |
-

A. Accounting Policies

Basis of Presentation

The accompanying consolidated financial statements for American Financial Group, Inc. ("AFG") and subsidiaries are unaudited; however, management believes that all adjustments (consisting only of normal recurring accruals unless otherwise disclosed herein) necessary for fair presentation have been made. The results of operations for interim periods are not necessarily indicative of results to be expected for the year. The financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary to be in conformity with U.S. generally accepted accounting principles.

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

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

Fair Value Measurements

Effective January 1, 2008, AFG adopted Statement of Financial Accounting Standards ("SFAS") No. 157, "Fair Value Measurements." SFAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date. The standard enhances disclosure about fair value measurements and establishes a hierarchy of valuation techniques based on whether the assumptions that market participants would use in pricing the asset or liability ("inputs") are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect AFG's assumptions about the assumptions market participants would use in pricing the asset or liability. In 2008, the FASB delayed the effective date of SFAS 157 for all nonrecurring fair value measurements of nonfinancial assets and liabilities until fiscal years beginning after November 15, 2008. Adoption of SFAS 157 did not have a significant impact on AFG's financial condition or results of operations.

SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities," which became effective January 1, 2008, 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. AFG did not elect the fair value option for any of its eligible assets or liabilities through March 31, 2008.

Investments

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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

6

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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) in its Balance Sheet at fair value. The obligation to return the collateral is included in other liabilities. The securities loaned remain a recorded asset on AFG's Balance Sheet. The fair value of collateral held was approximately \$130 million at March 31, 2008, and \$139 million at December 31, 2007. The fair value of securities loaned plus accrued interest was approximately \$134 million and \$139 million at those dates.

Derivatives

Derivatives included in AFG's Balance Sheet are recorded at fair value and consist primarily of (i) components of certain fixed maturity securities and (ii) the equity-based component of certain annuity products (included in annuity benefits accumulated) and related call options (included in other investments) designed to be consistent with the characteristics of the liabilities and used to mitigate the risk embedded in those annuity products. Changes in the fair value of derivatives are included in current earnings.

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

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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'

7

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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 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 (losses) on marketable securities, a component of "Accumulated Other Comprehensive Income (Loss), 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

8

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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

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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.

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

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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.

Stock-Based Compensation

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All share-based grants are recognized as compensation expense over their vesting periods based on their calculated "fair value" at the date of grant. AFG uses the Black-Scholes pricing model to measure the fair value of employee stock options. See *Note G -*

"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.

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

Earnings Per Share

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):

	Three months ended <u>March 31,</u>	
	<u>2008</u>	<u>2007</u>
Adjustments to net earnings:		
Dilution of majority-owned subsidiaries	(\$.1)	(\$.5)
Assumed issuance of shares under deferred compensation plan	(.3)	(.2)
Adjustments to weighted average common shares:		
Stock-based compensation plans	1.9	3.0
Convertible notes	1.8	-

AFG's weighted average diluted shares outstanding excludes the following anti-dilutive potential common shares related to stock compensation plans: first quarter of 2008 and 2007 - 3.9 million and .6 million, respectively.

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.

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

B.

Acquisitions of Subsidiaries**Marketform Group**

In January 2008, AFG paid \$74 million to acquire approximately 67% of Marketform Group Limited, an agency that focuses on medical malpractice and other specialty property and casualty insurance products outside of the United States using a Lloyd's platform. As part of the acquisition, AFG also became a corporate member in Lloyd's Syndicate 2468, which is managed by Marketform. Based on the preliminary allocation, approximately \$35 million of the initial purchase price was recorded as an intangible asset for the present value of future profits from the acquired business, which will be amortized over a seven year period. This business generated approximately \$28 million in net written premiums for the first quarter of 2008.

Strategic Comp Holdings

AFG acquired Strategic Comp Holdings, LLC in January 2008 for \$37 million in cash. 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. The entire purchase price was recorded as intangible renewal rights and will be amortized over the estimated retention period of seven years. This acquisition resulted in a \$4.4 million increase in net written premiums and generated fee income of \$.5 million for the first quarter of 2008.

Great American Financial Resources

In September 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 \$28 million in goodwill.

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 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.

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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

Three months ended

March 31,

2008

2007

Revenues

Property and casualty insurance:

Premiums earned:

Specialty

Property and transportation	\$ 236.1	\$ 228.6
-----------------------------	----------	----------

Specialty casualty	211.8	211.2
--------------------	-------	-------

Specialty financial	119.6	114.4
---------------------	-------	-------

California workers' compensation	51.4	62.8
----------------------------------	------	------

Other	15.9	22.6
-------	------	------

Other lines	<u>.2</u>	<u>.2</u>
-------------	-----------	-----------

	635.0	639.8
--	-------	-------

Investment income	100.0	83.9
-------------------	-------	------

Realized gains (losses)	(33.5)	2.7
-------------------------	--------	-----

Other	<u>52.0</u>	<u>50.4</u>
-------	-------------	-------------

	753.5	776.8
--	-------	-------

Annuity and supplemental insurance:

Investment income	168.1	158.8
-------------------	-------	-------

Life, accident and health premiums	108.7	106.6
------------------------------------	-------	-------

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Realized gains (losses)	(43.8)	1.9
Other	<u>29.1</u>	<u>27.1</u>
	262.1	294.4
Other	<u>(1.4)</u>	<u>8.4</u>
	)	
	<u>\$1,014.2</u>	<u>\$1,079.6</u>

Operating Earnings Before Income Taxes

Property and casualty insurance:

Underwriting:

Specialty

Property and transportation	\$ 38.7	\$ 38.6
Specialty casualty	53.3	59.0
Specialty financial	16.7	3.7
California workers' compensation	10.2	13.5
Other (a)	1.2	(11.4)
Other lines	<u>2.0</u>	<u>(.7)</u>

)

122.1 102.7

Investment and other operating income

87.6 81.9

Realized gains (losses) (33.5) 2.7

)

176.2 187.3

Annuity and supplemental insurance:

Operations (b)	26.5	34.9
Realized gains (losses)	(43.8)	1.9
Other (b)	<u>(32.9)</u>	<u>(30.0)</u>

)

)

\$ 126.0 \$ 194.1

- (a) Includes a benefit of \$3.0 million in the first quarter of 2008 and a charge of \$14.2 million in the 2007 quarter to adjust retroactive reinsurance gains.
- (b) GAFRI holding company interest and debt expense of \$5.7 million for the 2007 quarter was reclassified from "Annuity and supplemental insurance" to "Other" to be consistent with the current year presentation.

12

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

D. Fair Value Measurements

The framework established in SFAS 157 for measuring fair value is based on inputs used in estimating fair value. The three levels of the hierarchy are as follows:

Level 1 - Quoted prices for identical assets or liabilities in active markets (markets in which transactions occur with sufficient frequency and volume to provide pricing information on an ongoing basis).

Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar assets or liabilities in inactive markets (markets in which there are few transactions, the prices are not current, price quotations vary substantially over time or among market makers, or in which little information is released publicly); and valuations based on other significant inputs that are observable in active markets.

Level 3 - Valuations derived from valuation techniques in which one or more significant inputs are unobservable. The unobservable inputs may include management's own assumptions about the assumptions market participants would use based on the best information available in the circumstances.

AFG's Level 1 financial instruments consist primarily of publicly traded equity securities, highly liquid government bonds, certain mortgage-backed securities and separate account assets and liabilities for which quoted market prices in active markets are available. AFG's Level 2 financial instruments include primarily corporate and municipal fixed maturity securities and mortgage-backed securities priced by independent pricing services using observable inputs. Level 2 also includes securities priced using non-binding broker quotes which AFG has corroborated with observable market data. AFG's Level 3 is comprised of financial instruments whose fair value is estimated based on non-binding broker quotes or internally developed using significant inputs not based on, or corroborated by, readily available market information.

Assets and liabilities measured at fair value on March 31, 2008, are summarized below (in millions):

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets:				
Fixed maturities:				
Available for sale ("AFS")	\$ 772	\$13,750	\$665	\$15,187
Trading	-	339	10	349

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Equity securities	624	171	46	841
Separate account assets (a)	619	-	-	619
Other investments	-	12	-	12
Other assets	<u>57</u>	<u>69</u>	<u>4</u>	<u>130</u>
Total assets accounted for at fair value	<u>\$2,072</u>	<u>\$14,341</u>	<u>\$725</u>	<u>\$17,138</u>

Liabilities:

Derivatives embedded in annuity

benefits accumulated	<u>\$ -</u>	<u>\$ -</u>	<u>\$146</u>	<u>\$ 146</u>
----------------------	-------------	-------------	--------------	---------------

(a) Separate account liabilities equal the fair value for separate account assets.

Approximately 4% of the total assets measured at fair value were Level 3 assets measured using unobservable market inputs. Approximately 40% of these assets were mortgage-backed securities whose fair values were determined using primarily non-binding broker quotes; the balance was primarily private placement debt and equity securities whose fair values were determined internally using significant unobservable inputs, including the evaluation of underlying collateral and issuer creditworthiness, as well as certain Level 2 inputs such as comparable yields and multiples on similar publicly traded issues.

13

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

Changes in balances of Level 3 financial assets and liabilities during the first three months of 2008 are presented below (in millions):

	<u>Fixed Maturities</u>		Equity	Other	Embedded
	<u>AFS</u>	<u>Trading</u>	<u>Secur.</u>	<u>Assets</u>	<u>Derivatives</u>
Balance at January 1, 2008	\$527	\$11	\$56	\$5	\$155
Total realized/unrealized gains (losses)					
Included in net income	23	(1)	-	(1)	(16)
Included in other comprehensive income (loss)	(2)	-	-	-	-

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Purchases, issuances and settlements	117	-	(10)	-	7
Transfers in (out) of Level 3	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at March 31, 2008	<u>\$665</u>	<u>\$10</u>	<u>\$46</u>	<u>\$4</u>	<u>\$146</u>

E.

Intangible Assets Included in deferred policy acquisition costs in AFG's Balance Sheet are \$240.5 million and \$249.1 million at March 31, 2008, and December 31, 2007, respectively, representing the present value of future profits ("PVFP") related to acquisitions by AFG's annuity and supplemental insurance business. The PVFP amounts are net of \$96.8 million and \$88.1 million of accumulated amortization. Amortization of the PVFP was \$8.7 million and \$5.2 million during the first three months of 2008 and 2007, respectively. The increase in amortization for the first quarter of 2008 compared to the 2007 period reflects an increase in PVFP under purchase accounting for the September 2007 acquisition of the GAFRI common stock not previously owned by AFG.

Included in other assets in AFG's Balance Sheet at March 31, 2008, is \$95.1 million in amortizable intangible assets (net of accumulated amortization of \$19 million) related to property and casualty insurance acquisitions, primarily the 2008 acquisitions of Marketform and Strategic Comp. Amortization of these intangibles was \$5.2 million and \$1.4 million for the first three months of 2008 and 2007, respectively.

F.

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

	March 31, <u>2008</u>	December 31, <u>2007</u>
Direct obligations of AFG:		
7-1/8% Senior Debentures due April 2009	\$173.2	\$173.2
Senior Convertible Notes due June 2033	189.7	189.7
7-1/8% Senior Debentures due February 2034	115.0	115.0
Borrowings under bank credit facility	170.0	95.0
Other	<u>2.9</u>	<u>2.9</u>
	<u>650.8</u>	<u>575.8</u>

Subsidiaries

:

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	28.5
Borrowings under bank credit facility	-	21.0

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Notes payable secured by real estate		
due 2008 through 2016	67.4	67.5
American Premier Underwriters 10-7/8% Subordinated		
Notes due May 2011	8.0	8.0
Other	<u>2.2</u>	<u>2.3</u>
	<u>304.9</u>	<u>326.1</u>
Payable to Subsidiary Trusts:		
AAG Holding 7.35% Subordinated Debentures due May 2033	20.0	20.0
National Interstate Variable Rate Subordinated		
Debentures due May 2033	<u>15.0</u>	<u>15.0</u>
	<u>35.0</u>	<u>35.0</u>
	<u>\$990.7</u>	<u>\$936.9</u>

14

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

At March 31, 2008, scheduled principal payments on debt for the balance of 2008 and the subsequent five years were as follows: 2008 - \$233.8 million; 2009 - \$174.6 million; 2010 - \$2.8 million; 2011 - \$179.1 million; 2012 - \$1.4 million; and 2013 - \$1.5 million. AFG's Convertible Notes and the National Interstate Subordinated Debentures are included in scheduled principal payments at their 2008 call dates.

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

	March 31, <u>2008</u>	December 31, <u>2007</u>
Unsecured obligations	\$923.3 <u>67.4</u>	\$869.4 <u>67.5</u>
Obligations secured by real estate	<u>\$990.7</u>	<u>\$936.9</u>

AFG has a revolving credit facility under which it can borrow up to \$500 million through March 2011. Amounts borrowed bear interest at rates ranging from .5% to 1.25% (currently .75%) over LIBOR based on AFG's credit rating. At March 31, 2008, AFG had \$170 million in borrowings outstanding under the credit facility (interest rate of 3.8% at March 31, 2008).

In April 2008, AFG called its Senior Convertible Notes for redemption on June 2, 2008 at a price of \$371.53 per note (equal to the March 31, 2008 carrying value) plus accrued interest. Alternatively, holders may convert each \$1,000 principal amount of the Notes into 17.2524 shares of AFG Common Stock. Based upon recent closing prices of AFG stock, the value received upon conversion will likely exceed \$371.53 per note. Accordingly, AFG anticipates virtually all of the Notes will be presented for conversion. For each \$1,000 principal amount of Notes converted, AFG will pay \$371.53 in cash and issue shares for the amount in excess of \$371.53. AFG intends to use borrowings under its bank credit facility to fund the cash payments to be made upon conversion and/or redemption of the Notes. Through March 31, 2008, AFG delivered cash in lieu of Common Stock upon conversion. Since AFG intends to pay a combination of cash and stock for Notes converted in connection with the 2008 redemption, shares issuable for amounts in excess of \$371.53 per Note are included in AFG's calculation of diluted earnings per share for the first quarter of 2008.

G. Shareholders' Equity 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 the first quarter of 2008, AFG repurchased approximately one million shares of its Common Stock for \$26.4 million. In April 2008, AFG repurchased 800,000 additional shares for approximately \$21 million.

Accumulated Other Comprehensive Income (Loss), Net of Tax

The components of accumulated other comprehensive income (loss) were as follows (in millions):

	March 31, <u>2008</u>	December 31, <u>2007</u>
Net unrealized loss on securities	(\$88.9)	(\$18.4)
Foreign currency translation adjustment	24.7	27.9
	<u>3.1</u>	<u>3.1</u>
Unrealized pension and other postretirement benefits		
	<u>(\$61.1)</u>	<u>\$12.6</u>
Total accumulated other comprehensive income (loss)		

15

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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

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stock awards, restricted stock units and stock awards. In the first three months of 2008, AFG issued 70,000 shares of Common Stock and granted stock options for 1.5 million shares of Common Stock (at a strike price of \$27.20) under the Stock Incentive Plan.

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 expected term. The expected term was estimated based on historical exercise patterns and post vesting cancellations. The fair value of options granted during 2008 was \$7.92 per share based on the following assumptions: expected dividend yield - 1.8%; expected volatility - 28%; expected term - 7.5 years; risk-free rate - 3.2%.

Total compensation expense related to stock incentive plans of AFG and its subsidiaries was \$5.1 million for the first quarter of 2008 compared to \$6.6 million for the 2007 quarter. Stock-based compensation expense for the first three months of 2008 and 2007 includes \$2.0 million and \$3.9 million, respectively, in non-deductible stock awards.

H. **Commitments and Contingencies** There have been no significant changes to the matters discussed and referred to in Note K - "Commitments and Contingencies" of AFG's 2007 Annual Report on Form 10-K.

I.

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:

16

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

CONDENSED CONSOLIDATING BALANCE SHEET

(In millions)

		AAG	All Other		Consol.	
	<u>AFG</u>	<u>GAFRI</u>	<u>Holding</u>	<u>Subs</u>	<u>Entries</u>	<u>Consolidated</u>
<u>March 31, 2008</u>						
Assets:						
Cash and investments	\$ 73.1	\$ 5.3	\$ -	\$18,160.3	(\$ 1.7)	\$18,237.0
Recoverables from reinsurers and						
prepaid reinsurance premiums	-	-	-	3,638.7	-	3,638.7
Agents' balances and premiums	-	-	-	655.7	-	655.7
receivable						
Deferred policy acquisition costs	-	-	-	1,454.3	-	1,454.3
Other assets	17.2	19.5	3.2	1,887.8	88.9	2,016.6

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Investment in subsidiaries and
affiliates

<u>3,818.5</u>	<u>1,102.6</u>	<u>1,230.8</u>	<u>1,111.9</u>	<u>(7,263.8)</u>	<u>-</u>
)					
<u>\$3,908.8</u>	<u>\$1,127.4</u>	<u>\$1,234.0</u>	<u>\$26,908.7</u>	<u>(\$7,176.6)</u>	<u>\$26,002.3</u>

Liabilities and Capital:

Unpaid losses, loss adjustment expenses

and unearned premiums

\$ -	\$ -	\$ -	\$ 7,961.8	\$ -	\$ 7,961.8
------	------	------	------------	------	------------

Annuity, life, accident and health

benefits and reserves

-	-	-	11,632.2	(1.8)	11,630.4
---	---	---	----------	-------	----------

Long-term debt

650.8	.7	319.4	91.6	(71.8)	990.7
-------	----	-------	------	--------	-------

Other liabilities

<u>237.9</u>	<u>74.4</u>	<u>106.8</u>	<u>2,270.6</u>	<u>(290.4)</u>	<u>2,399.3</u>
--------------	-------------	--------------	----------------	----------------	----------------

)					
888.7	75.1	426.2	21,956.2	(364.0)	22,982.2

Total shareholders' equity

<u>3,020.1</u>	<u>1,052.3</u>	<u>807.8</u>	<u>4,952.5</u>	<u>(6,812.6)</u>	<u>3,020.1</u>
----------------	----------------	--------------	----------------	------------------	----------------

)					
<u>\$3,908.8</u>	<u>\$1,127.4</u>	<u>\$1,234.0</u>	<u>\$26,908.7</u>	<u>(\$7,176.6)</u>	<u>\$26,002.3</u>

December 31, 2007

Assets:

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>

Liabilities and Capital:

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>

17

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

CONDENSED CONSOLIDATING INCOME STATEMENT

(In millions)

FOR THE THREE MONTHS ENDED

MARCH 31, 2008

	<u>AAG</u>	<u>All Other</u>	<u>Consol.</u>			
	<u>AFG</u>	<u>GAfri</u>	<u>Holding</u>	<u>Subs</u>	<u>Entries</u>	<u>Consolidated</u>
Income						
:						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$ 635.0	\$ -	\$ 635.0
Life, accident and health premiums	-	-	-	108.7	-	108.7
Realized gains (losses)	(3.0)	-	-	(77.1)	(.2)	(80.3)
Investment and other income	(2.0)	3.5	-	361.5	(12.2)	350.8

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Equity in earnings of subsidiaries	<u>149.6</u>	<u>(22.4)</u>	<u>(13.2)</u>	<u>—</u>	<u>(114.0)</u>	<u>—</u>
	)	)		)		
	144.6	(18.9)	(13.2)	1,028.1	(126.4)	1,014.2
Costs and Expenses:						
Insurance benefits and expenses	-	-	-	745.3	-	745.3
Interest charges on borrowed money	18.0	-	8.5	4.5	(12.3)	18.7
Other expenses	<u>5.7</u>	<u>3.7</u>	<u>1.2</u>	<u>119.1</u>	<u>(.4)</u>	<u>129.3</u>
				)		
	<u>23.7</u>	<u>3.7</u>	<u>9.7</u>	<u>868.9</u>	<u>(12.7)</u>	<u>893.3</u>
				)		
Earnings before income taxes	120.9	(22.6)	(22.9)	159.2	(113.7)	120.9
Provision for income taxes	<u>44.9</u>	<u>(8.0)</u>	<u>(8.4)</u>	<u>57.2</u>	<u>(40.8)</u>	<u>44.9</u>
	)	)		)		
Net Earnings (Loss)	<u>\$ 76.0</u>	<u>(\$14.6)</u>	<u>(\$14.5)</u>	<u>\$ 102.0</u>	<u>(\$ 72.9)</u>	<u>\$ 76.0</u>

FOR THE THREE MONTHS ENDED

MARCH 31, 2007

FOR THE THREE MONTHS ENDED	AAG	All Other	Consol.			
<u>MARCH 31, 2007</u>	<u>AFG</u>	<u>GAFRI</u>	<u>Holding</u>	<u>Subs</u>	<u>Entries</u>	<u>Consolidated</u>
Income						
:						
Property and casualty insurance premiums	\$ -	\$ -	\$ -	\$ 639.8	\$ -	\$ 639.8
Life, accident and health premiums	-	-	-	106.6	-	106.6
Realized gains (losses)	.1	(.1)	-	4.7	-	4.7
Investment and other income	3.0	6.0	(3.4)	334.7	(11.8)	328.5
Equity in earnings of subsidiaries	<u>214.3</u>	<u>24.4</u>	<u>34.9</u>	<u>11.7</u>	<u>(285.3)</u>	<u>-</u>

	217.4	30.3	31.5	1,097.5	(297.1)	1,079.6
				)		
Costs and Expenses:						
Insurance benefits and expenses	-	-	-	755.9	-	755.9
Interest charges on borrowed money	18.8	-	10.0	4.0	(14.7)	18.1
Other expenses	<u>13.0</u>	<u>.6</u>	<u>1.0</u>	<u>100.8</u>	<u>4.6</u>	<u>120.0</u>
	<u>31.8</u>	<u>.6</u>	<u>11.0</u>	<u>860.7</u>	<u>(10.1)</u>	<u>894.0</u>
				)		
Earnings before income taxes	185.6	29.7	20.5	236.8	(287.0)	185.6
Provision for income taxes	<u>72.0</u>	<u>9.7</u>	<u>7.0</u>	<u>82.9</u>	<u>(99.6)</u>	<u>72.0</u>
				)		
Net Earnings	<u>\$113.6</u>	<u>\$20.0</u>	<u>\$13.5</u>	<u>\$ 153.9</u>	<u>(\$187.4)</u>	<u>\$ 113.6</u>

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(In millions)

FOR THE THREE MONTHS ENDED

MARCH 31, 2008

FOR THE THREE MONTHS ENDED	AAG	All Other	Consol.			
<u>MARCH 31, 2008</u>	<u>AFG</u>	<u>GAFRI</u>	<u>Holding</u>	<u>Subs</u>	<u>Entries</u>	<u>Consolidated</u>

Operating Activities:

Net earnings (loss) \$ 76.0 (\$14.6) (\$14.5) \$ 102.0 (\$ 72.9) \$ 76.0

Adjustments:

Equity in net (earnings) loss

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of subsidiaries	(95.4)	14.0	8.2	-	73.2	-
Dividends from subsidiaries	95.0	.3	10.0	-	(105.3)	-
Other adjustments, net	<u>1.8</u>	<u>(4.4)</u>	<u>1.7</u>	<u>294.9</u>	<u>(.3)</u>	<u>293.7</u>
	)			)		
Net cash provided by (used in)						
operating activities	<u>77.4</u>	<u>(4.7)</u>	<u>5.4</u>	<u>396.9</u>	<u>(105.3)</u>	<u>369.7</u>
	)			)		

Investing Activities:

Purchase of investments, property and equipment	(.1)	-	-	(1,912.1)	-	(1,912.2)
Purchase of subsidiaries	-	-	-	(111.8)	-	(111.8)
Capital contributions to subsidiaries	(95.0)	(15.6)	-	-	110.6	-
Maturities and redemptions of fixed maturity investments	.1	-	-	603.8	-	603.9
Sale of investments, property and equipment	-	-	-	1,157.7	-	1,157.7
Other, net	<u>.1</u>	<u>-</u>	<u>-</u>	<u>91.6</u>	<u>-</u>	<u>91.7</u>
Net cash provided by (used in)						
investing activities	<u>(94.9)</u>	<u>(15.6)</u>	<u>-</u>	<u>(170.8)</u>	<u>110.6</u>	<u>(170.7)</u>
	)	)		)		)

Financing Activities:

Annuity receipts	-	-	-	286.0	-	286.0
Annuity surrenders, benefits and withdrawals	-	-	-	(351.8)	-	(351.8)
Net transfers from variable annuity assets	-	-	-	19.3	-	19.3
Additional long-term borrowings	270.0	-	-	-	-	270.0
Reductions of long-term debt	(195.1)	-	(21.0)	(.1)	-	(216.2)
Issuances of Common Stock	4.4	-	-	.2	-	4.6
Capital contribution from parent	-	21.0	15.6	74.0	(110.6)	-
Repurchases of Common Stock	(26.4)	-	-	-	-	(26.4)
Cash dividends paid	(12.4)	-	-	(105.3)	105.3	(12.4)
Other, net	<u>-</u>	<u>-</u>	<u>-</u>	<u>(4.6)</u>	<u>-</u>	<u>(4.6)</u>
			)		)	

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Net cash provided by (used in)						
financing activities	<u>40.5</u>	<u>21.0</u>	<u>(5.4)</u>	<u>(82.3)</u>	<u>(5.3)</u>	<u>(31.5)</u>
		)	)	)	)	
Net Increase (Decrease) in cash and						
cash equivalents	23.0	.7	-	143.8	-	167.5
Cash and cash equivalents at beginning						
of period	<u>15.6</u>	<u>2.6</u>	<u>-</u>	<u>797.7</u>	<u>-</u>	<u>815.9</u>
Cash and cash equivalents at end of period	<u>\$ 38.6</u>	<u>\$ 3.3</u>	<u>\$ -</u>	<u>\$ 941.5</u>	<u>\$ -</u>	<u>\$ 983.4</u>

19

AMERICAN FINANCIAL GROUP, INC. 10-Q

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(In millions)

FOR THE THREE MONTHS ENDED			AAG	All Other	Consol.	
<u>MARCH 31, 2007</u>	<u>AFG</u>	<u>GAFRI</u>	<u>Holding</u>	<u>Subs</u>	<u>Entries</u>	<u>Consolidated</u>
Operating Activities:						
Net earnings	\$113.6	\$ 20.0	\$ 13.5	\$ 153.9	(\$187.4)	\$ 113.6
Adjustments:						
Equity in net earnings of subsidiaries	(133.6)	(16.1)	(22.9)	(11.7)	184.3	-
Dividends from subsidiaries	4.0	98.5	-	-	(102.5)	-
Other adjustments, net	<u>2.9</u>	<u>4.6</u>	<u>(1.8)</u>	<u>57.4</u>	<u>3.2</u>	<u>66.3</u>
		)				
Net cash provided by (used in)						
operating activities	<u>(13.1)</u>	<u>107.0</u>	<u>(11.2)</u>	<u>199.6</u>	<u>(102.4)</u>	<u>179.9</u>
	)	)		)		

Investing Activities:

Purchase of investments, property and equipment	(0.5)	-	-	(1,158.8)	20.3	(1,139.0)
Capital contributions to subsidiaries	(4.0)	(154.7)	-	-	158.7	-
Maturities and redemptions of fixed maturity investments	2.4	32.2	-	345.3	(55.4)	324.5
Sale of investments, property and equipment	17.8	17.3	-	377.8	(17.3)	395.6
Other, net	<u>-</u>	<u>-</u>	<u>-</u>	<u>(49.5)</u>	<u>-</u>	<u>(49.5)</u>
			)		)	
Net cash provided by (used in) investing activities	<u>15.7</u>	<u>(105.2)</u>	<u>-</u>	<u>(485.2)</u>	<u>106.3</u>	<u>(468.4)</u>
	)		)		)	

Financing Activities:

Annuity receipts	-	-	-	378.8	-	378.8
Annuity surrenders, benefits and withdrawals	-	-	-	(329.7)	-	(329.7)
Net transfers from variable annuity assets	-	-	-	8.9	-	8.9
Additional long-term borrowings	-	-	92.0	-	-	92.0
Reductions of long-term debt	(0.2)	-	(137.3)	(4.8)	52.3	(90.0)
Issuances of Common Stock	7.2	-	-	0.5	-	7.7
Capital contributions from parent	-	-	154.7	4.0	(158.7)	-
Repurchases of Common Stock	(13.4)	-	-	-	-	(13.4)
Cash dividends paid	(10.5)	-	(98.2)	(4.3)	102.5	(10.5)
Other, net	<u>-</u>	<u>2.1</u>	<u>-</u>	<u>16.5</u>	<u>-</u>	<u>18.6</u>
Net cash provided by (used in) financing activities	<u>(16.9)</u>	<u>2.1</u>	<u>11.2</u>	<u>69.9</u>	<u>(3.9)</u>	<u>62.4</u>
	)				)	

Net increase (decrease) in cash and

cash equivalents	(14.3)	3.9	-	(215.7)	-	(226.1)
Cash and cash equivalents at beginning of period	<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 period	<u>\$131.7</u>	<u>\$ 6.7</u>	<u>\$ -</u>	<u>\$ 964.5</u>	<u>\$ -</u>	<u>\$1,102.9</u>
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20

AMERICAN FINANCIAL GROUP, INC. 10-Q

ITEM 2

Management's Discussion and Analysis

of Financial Condition and Results of Operations

INDEX TO MD&A

	<u>Page</u>	<u>Page</u>
Forward-Looking Statements	21	Uncertainties 28
Overview	22	Results of Operations 28
Critical Accounting Policies	22	General 28
Liquidity and Capital Resources	23	Income Items 28
Sources of Funds	23	Expense Items 32
Investments	24	Recent Accounting Standards 33

FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. Some of the forward-looking statements can be identified by the use of 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 increases; and improved loss experience.

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

- ◆ 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 the 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;

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- ♦ 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.

21

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

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 March 31, 2008, AFG (parent) had approximately \$70 million in cash and securities and had borrowed \$170 million under the bank line of credit.

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.

AFG's net earnings for the first three months of 2008 were \$76.0 million (\$.64 per share, diluted) compared to \$113.6 million (\$.92 per share, diluted) reported in the same period of 2007, reflecting significantly improved results within the specialty property and casualty insurance operations offset by realized losses on securities and lower operating earnings in the annuity and supplemental insurance operations.

CRITICAL ACCOUNTING POLICIES

Significant accounting policies are summarized in Note A to the financial statements. The preparation of financial statements requires management to make estimates and assumptions that can have a significant effect on amounts reported in the financial statements. As more information becomes known, these estimates and assumptions 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.

For a discussion of these policies, see *Management's Discussion and Analysis - "Critical Accounting Policies" in AFG's 2007 Form 10-K*.

22

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

LIQUIDITY AND CAPITAL RESOURCES

Ratios

AFG's debt to total capital ratio on a consolidated basis is shown below (dollars in millions).

	March 31,	<u>December 31,</u>	
	<u>2008</u>	<u>2007</u>	<u>2006</u>
Long-term debt	\$ 991	\$ 937	\$ 921
Total capital (*)	4,225	4,108	4,160
Ratio of debt to total capital:			
Including debt secured by real estate	23.5%	22.8%	22.1%
Excluding debt secured by real estate	22.2%	21.5%	20.9%

(*) Includes long-term 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 1.99 for the three months ended March 31, 2008 and 2.40 for the entire year of 2007. Excluding annuity benefits, this ratio was 6.66 and 8.49, respectively. Although the ratio excluding interest on annuities is not required or encouraged to be disclosed under Securities and Exchange Commission rules, it is presented because interest credited to annuity policyholder accounts is not always considered a borrowing cost for an insurance company.

Sources of Funds

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 generate cash through borrowings, sales of other assets, or similar transactions.

AFG can borrow up to \$500 million under its revolving credit facility, which expires in 2011. AFG had \$170 million in borrowings outstanding under this agreement at March 31, 2008, bearing interest at a rate of 3.8%.

AFG intends to borrow under its revolving credit facility to fund payments upon conversion or redemption of its Senior Convertible Notes, which have been called for redemption in June 2008. Holders who choose to convert will be paid cash for the accreted value of the Notes (approximately \$190 million) and stock for the conversion premium (amount to be based on the market price of AFG Common Stock).

During the first three months of 2008, AFG repurchased approximately one million shares of its common stock for \$26.4 million. In April, AFG repurchased an additional 800,000 shares for approximately \$21 million.

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

GAFRI expects to use cash on hand to redeem its \$28.5 million in 6-7/8% notes when they mature in June 2008. National Interstate intends to use borrowings under its credit facility to redeem its \$15 million in subordinated debentures at the May 2008 call date.

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

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 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.

Investments

AFG's investment portfolio at March 31, 2008, contained

\$15.2 billion in "Fixed maturities" classified as available for sale and \$841 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. At March 31, 2008, AFG had a pretax net unrealized loss of \$163.2 million on fixed maturities and a pretax net unrealized gain of \$2.3 million on equity securities.

Approximately 94% of the fixed maturities held by AFG at March 31, 2008, were rated "investment grade" (credit rating of AAA to BBB) by nationally recognized rating agencies. Investment grade securities generally bear lower yields and lower degrees of risk than those that are unrated and noninvestment grade. Management believes that a high quality investment portfolio should generate a stable and predictable investment return.

AFG's \$5.3 billion investment in mortgage-backed securities ("MBSs") represented approximately one-third of its fixed maturities at March 31, 2008. 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 98% of AFG's mortgage-backed securities are rated "AAA." At March 31, 2008, AFG owned \$470 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 \$35.8 million. The securities are collateralized by fixed-rate mortgages and have an overall average life of approximately 4 years. At March 31, 2008, AFG owned approximately \$699 in Alt-A securities (risk profile between prime and subprime) with an average life of approximately 5 years, the vast majority of which are backed by fixed rate mortgages. AFG's portfolio of Alt-A securities increased by approximately \$340 million during the first

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

quarter, as AFG made opportunistic purchases. The unrealized loss on Alt-A securities was \$34.5 million at March 31, 2008. Based on current information, management does not believe that AFG's risk of loss on the subprime or Alt-A securities would be material to its financial condition.

At March 31, 2008, AFG owned approximately \$1 billion in securities with credit enhancement provided by bond insurers, including \$763 million of insured municipal bonds, \$139 million in insured subprime securities (included in the \$470 million in total subprime exposure discussed above) and \$94 million in insured corporate bonds. Approximately 91% of the insured municipal bonds carry an explicit underlying rating (i.e.

without credit enhancement) with an average of A+, and 53% of the corporate bonds carry an explicit underlying rating with an average of A-. None of the insured subprime 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.

Since fixed maturities and stocks are carried at fair value in the balance sheet, there is virtually no effect on financial condition upon the sale and ultimate realization of unrealized gains and losses.

25

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

Summarized information for the unrealized gains and losses recorded in AFG's Balance Sheet at March 31, 2008, is shown in the following table (dollars in millions). Approximately \$658 million of available for sale "Fixed maturities" and \$159 million of "Equity securities" had no unrealized gains or losses at March 31, 2008.

	Securities With Unrealized <u>Gains</u>	Securities With Unrealized <u>Losses</u>
<u>Available for Sale Fixed Maturities</u>		
Fair value of securities	\$7,766	\$6,764
Amortized cost of securities	\$7,520	\$7,173
Gross unrealized gain (loss)	\$ 246	(\$ 409)
Fair value as % of amortized cost	103%	94%
Number of security positions	1,756	982
Number individually exceeding \$2 million gain or loss	4	27
Concentration of gains (losses) by type or industry (exceeding 5% of unrealized):		
Mortgage-backed securities	\$ 51.3	(\$198.8)
Banks, savings and credit institutions	26.6	(80.5)
Insurance companies	18.6	(7.9)
Gas and electric services	28.1	(7.5)
Direct obligations of the U.S. Government	20.0	-
States and municipalities	16.5	(5.5)
Percentage rated investment grade	98%	91%

Equity Securities

Fair value of securities	\$ 272	\$ 410
Cost of securities	\$ 159	\$ 521
Gross unrealized gain (loss)	\$ 113	(\$ 111)
Fair value as % of cost	171%	79%
Number of security positions	65	150
Number of individually exceeding \$2 million gain or loss	5	15

26

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

The table below sets forth the scheduled maturities of AFG's available for sale fixed maturity securities at March 31, 2008, 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.

	Securities With Unrealized <u>Gains</u>	Securities With Unrealized <u>Losses</u>
<u>Maturity</u>		
One year or less	5%	2%
After one year through five years	37	12
After five years through ten years	33	31
After ten years	<u>4</u>	<u>5</u>
	79	50
Mortgage-backed securities (average life of six years)	<u>21</u>	<u>50</u>
	<u>100</u>	<u>100</u>
	%	%

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

	Aggregate Fair <u>Value</u>	Aggregate Unrealized <u>Gain (Loss)</u>	Fair Value as % of Cost <u>Basis</u>
<u>Fixed Maturities at March 31, 2008</u>			
-			
Securities with unrealized gains:			
Exceeding \$500,000 (110 issues)	\$1,639	\$ 96	106%
Less than \$500,000 (1,646 issues)	<u>6,127</u>	<u>150</u>	103
	<u>\$7,766</u>	<u>\$246</u>	103%
Securities with unrealized losses:			
Exceeding \$500,000 (243 issues)	\$3,297	(\$313)	91%
Less than \$500,000 (739 issues)	<u>3,467</u>	<u>96</u>	97
	)		
	<u>\$6,764</u>	<u>(\$409)</u>	94%
	)		

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 Fair <u>Value</u>	Aggregate Unrealized <u>Loss</u>	Fair Value as % of Cost <u>Basis</u>
<u>Fixed Maturities with Unrealized Losses at March 31, 2008</u>			
Investment grade with losses for:			
One year or less (530 issues)	\$4,127	(\$193)	96%
Greater than one year (277 issues)	<u>1,993</u>	<u>(146)</u>	93
	)		
	<u>\$6,120</u>	<u>(\$339)</u>	95%

Non-investment grade with losses for:

One year or less (143 issues)	\$ 491	(\$ 57)	90%
Greater than one year (32 issues)	<u>153</u>	<u>(13)</u>	92

)			
\$ 644	(\$ 70)	90%	

)

27

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

When a decline in the value of a specific investment is considered to be "other than temporary," a provision for impairment is charged to earnings (accounted for as a realized loss) and the cost basis of that investment is reduced. The determination of whether unrealized losses are "other than temporary" requires judgment based on subjective as well as objective factors. A listing of factors considered and resources used is contained in the discussion of "Investments" under Management's Discussion and Analysis in AFG's 2007 Form 10-K.

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

Uncertainties

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. See Management's Discussion and Analysis - "Uncertainties" in AFG's 2007 Form 10-K.

RESULTS OF OPERATIONS

General

Results of operations as shown in the accompanying financial statements are prepared in accordance with U.S. generally accepted accounting principles ("GAAP").

AFG reported operating earnings before income taxes of \$126.0 million for the first quarter of 2008 compared to \$194.1 million for the 2007 quarter. A \$16.7 million improvement in specialty property and casualty underwriting

results and \$20.5 million increase in investment income were more than offset by realized losses on securities, largely attributable to other than temporary impairment charges of \$109.1 million, and lower annuity and supplemental insurance earnings. The lower annuity and supplemental earnings were due primarily to (i) the impact of declines in interest rates and the stock market on the indexed annuity business and (ii) costs associated with certain new business initiatives.

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.

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

Underwriting profitability is measured by the combined ratio, which is a sum of the ratios of losses, loss adjustment expenses, underwriting expenses and policyholder dividends to premiums. A combined ratio under 100% is indicative of

28

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

an underwriting profit. The combined ratio does not reflect investment income, other income or federal income taxes.

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

Three months ended
March 31,

2008 2007

Gross Written Premiums (GAAP)

Property and transportation	\$318	\$323
Specialty casualty	339	361
Specialty financial	136	138
California workers' compensation	68	68

Other	<u>(2</u>	<u>(1</u>
	)	)
	<u>\$859</u>	<u>\$889</u>

Net Written Premiums (GAAP)

Property and transportation	\$247	\$245
Specialty casualty	222	216
Specialty financial	111	115
California workers' compensation	63	65
Other	<u>15</u>	<u>16</u>
	<u>\$658</u>	<u>\$657</u>

Combined Ratios (GAAP)

Property and transportation	83.6%	83.1%
Specialty casualty	74.9	72.0
Specialty financial	86.0	96.7
California workers' compensation	80.3	78.5
Total Specialty	81.1	83.8
Aggregate (including discontinued lines)	80.8%	84.0%

The property and casualty group's net written premiums for the 2008 first quarter were slightly higher than the 2007 first quarter. Premium growth in the Property and transportation and Specialty casualty groups was partly offset by declines in the Specialty financial and California workers' compensation groups. Overall average renewal rates in the 2008 first quarter were down about 4% compared with the same prior year period. Excluding the rate decreases in the California workers' compensation business, average renewal rates in the other specialty operations were down about 3% compared to the 2007 first quarter.

The specialty insurance operations generated an underwriting profit of \$120.1 million in the 2008 first quarter, \$16.7 million higher than the same quarter a year earlier. The 2008 combined ratio was 81.1%, 2.7 points better than in the 2007 first quarter. These results continue to reflect the positive effect of rate adequacy and favorable reserve development. The 2008 results benefited from \$65.2 million (10.3 points) of favorable reserve development compared to \$53.9 million (8.4 points) in the 2007 first quarter.

Property and transportation

gross and net written premiums for the 2008 first quarter were impacted by volume reductions in the trucking and property and inland marine operations related to the softer market conditions. Lower premium cessions in the crop business contributed to the slight increase in this group's net written premiums for the 2008 first quarter compared to the 2007 first quarter. These businesses reported an underwriting profit of \$38.7 million, slightly above the profit reported in the 2007 first quarter. Higher income in the agricultural operations, largely due to favorable reserve development in the crop insurance operations, offset lower results within the trucking and property

29

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

and inland marine operations resulting from pricing pressure in those markets. This group's 2008 results include \$19.3 million (8.2 points) of favorable reserve development compared to \$19.6 million (8.6 points) in the first quarter of last year.

Specialty casualty

gross written premiums were 6% below the same 2007 period resulting primarily from volume reductions in the excess and surplus lines, reflecting continuing competitive pressure in those commercial casualty markets and lower general liability coverages resulting from the softening in the homebuilders market. These decreases were partially offset by additional premium resulting from the Marketform acquisition. Net written premiums for the 2008 first quarter were 2% higher than in the 2007 first quarter as the Marketform premiums and the effect of the Strategic Comp acquisition more than offset the declines in the excess and surplus lines, which are heavily reinsured. This group generated an underwriting profit of \$53.3 million in the 2008 first quarter, \$5.7 million lower than the same quarter a year earlier. The combined ratio was 74.9%, 2.9 points higher than in the 2007 first quarter. These results included \$31.5 million (14.9 points) of favorable reserve development compared to \$41.5 million (19.7 points) for the year earlier. Nearly all of the business units in this group generated significant underwriting profits. The executive liability operations and targeted insurance programs reported improved results while the general liability operations were impacted by a lower level of favorable reserve development compared to the 2007 first quarter. The excess and surplus lines generated about the same level of underwriting profit as the year before on a lower level of premium.

Specialty financial

gross and net written premiums for the 2008 first quarter were down 2% and 4%, respectively, from the same period in 2007. The decline in the gross written premiums was primarily attributable to the fidelity and crime and surety operations while higher premium cessions within certain of the lease and loan operations impacted this group's net written premiums. These businesses reported solid underwriting profitability in the first quarter of 2008. The group's combined ratio was 86.0%, an improvement of 10.7 points compared to the 2007 first quarter. The run-off automobile residual value insurance business generated an underwriting profit versus an underwriting loss the year earlier. The surety and fidelity and crime operations also reported higher underwriting profits and the trade credit and financial institutions operations continued to generate strong profitability.

California workers' compensation

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net written premiums for the 2008 quarter were 3% below the 2007 first quarter, reflecting the effect of lower workers' compensation rates in California partly offset by this group's expansion of its excess workers' compensation products. The California rate reductions averaged about 18% for the 2008 first quarter and are continuing evidence of the positive effects of the reform legislation in lowering workers' compensation costs for employers. This business reported strong profitability with a combined ratio of 80.3% in the 2008 quarter compared to 78.5% in the same period a year earlier. Underwriting margins continue to benefit from an improved claims environment resulting from workers' compensation reforms enacted in California. The 2008 results benefited from favorable prior year reserve development of \$5.9 million (11.5 points) compared to \$5.3 million (8.4 points) in the same 2007 period.

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.

30

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

Statutory Annuity Premiums

The following table summarizes AFG's annuity sales (in millions):

Three months ended
March 31,

2008 2007

403(b) Fixed and Indexed Annuities:

First Year	\$ 12	\$ 16
Renewal	40	35
Single Sum	<u>25</u>	<u>28</u>
Subtotal	77	79
Non-403(b) Indexed Annuities	140	213
Non-403(b) Fixed Annuities	47	64
Variable Annuities	<u>23</u>	<u>23</u>

Total Annuity Premiums	<u>\$287</u>	<u>\$379</u>
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Non-403(b) annuity premiums were lower in the first quarter of 2008 compared to the same period in 2007 due primarily to volatile market conditions and our continued emphasis on receiving adequate returns.

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):

Three months ended
March 31,

	<u>2008</u>	<u>2007</u>
--	-------------	-------------

Premiums

Supplemental insurance operations

First year	\$ 20	\$ 13
Renewal	81	85
Life operations (in run-off)	<u>8</u>	<u>9</u>
	<u>\$109</u>	<u>\$107</u>

Benefits

Supplemental insurance operations	\$ 75	\$ 73
Life operations (in run-off)	<u>12</u>	<u>12</u>
	<u>\$ 87</u>	<u>\$ 85</u>

Investment Income

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The \$20.5 million increase in investment income for the first quarter of 2008 compared to the same period in 2007 reflects higher yields on certain fixed maturity investments.

Realized Gains (Losses) on Securities

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

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

	Three months ended	
	<u>March 31,</u>	
	<u>2008</u>	<u>2007</u>
Net realized gains (losses) on disposals	(\$ 6.8)	\$13.8
Charges for impairment	(109.1)	(9.1)
Changes in the fair value of derivatives	29.3	-
Other(*)	<u>6.3</u>	<u>-</u>
	<u>(\$ 80.3)</u>	<u>\$ 4.7</u>

(*) Adjustments to the amortization of annuity deferred policy acquisition costs included in realized gains.

31

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

Approximately \$61 million of the other than temporary impairments in the first quarter of 2008 were attributable to equity investments, primarily in financial institutions including \$24.4 million for National City Corporation. Charges of approximately \$21 million on our mortgage-backed securities resulted primarily from the recent downgrade of Financial Guaranty Insurance Company, which provided credit guarantees for those securities.

Real Estate Operations

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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).

	Three months ended <u>March 31,</u>	
	<u>2008</u>	<u>2007</u>
Other income	\$16.6	\$20.9
Other operating and general expenses	16.1	15.2
Interest charges on borrowed money	1.0	1.0
Minority interest expense (benefit)	.1	(.2)

Income from real estate operations includes net pretax gains on the sale of real estate assets of \$.4 million in the first quarter of 2008 compared to \$6.0 million for the 2007 quarter.

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 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.

The \$16.1 million increase in annuity benefits compared to the first quarter of 2007 is due primarily to the impact of declines in interest rates and the stock market on indexed annuities.

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 \$4.4 million decrease in annuity and supplemental insurance acquisition expenses in 2008 reflects current assumptions related to future investment income, mortality and other items.

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 write-offs of DPAC or PVFP in the future.

AMERICAN FINANCIAL GROUP, INC. 10-Q

Management's Discussion and Analysis

of Financial Condition and Results of Operations - Continued

Other Operating and General Expenses

Other operating and general expenses increased \$12.7 million for the first three months of 2008 compared to the 2007 period reflecting \$4.1 million in expenses of Marketform and a \$3.8 million increase in amortization of intangible assets related to recent acquisitions. Other operating and general expenses for the 2007 quarter included \$1.1 million in losses on retirement of debt.

Minority Interest

The decrease in minority interest expense compared to the first quarter of 2007 reflects the September 2007 acquisition of the GAFRI stock not previously owned by AFG.

Recent Accounting Standards

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 (\$122.3 million at March 31, 2008) will be reported in AFG's Balance Sheet as a separate component of shareholders' equity; net earnings attributable to noncontrolling (minority) interests will be reported 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.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities," which is effective January 1, 2009, for calendar year companies. SFAS No. 161 amends and expands the disclosure requirements of SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements.

ITEM 3

Quantitative and Qualitative Disclosure of Market Risk

As of March 31, 2008, there were no material changes to the information provided in Item 7A - "Quantitative and Qualitative Disclosure of Market Risk" of AFG's 2007 Form 10-K.

ITEM 4

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 first fiscal quarter of 2008 that materially affected, or are reasonably likely to materially affect, AFG's internal control over financial reporting. AFG acquired Marketform Group Limited and Strategic Comp Holdings, LLC effective January 1, 2008. These companies have been excluded from management's assessment of internal control over financial reporting.

In the ordinary course of business, AFG and its subsidiaries routinely enhance their information systems by either upgrading current systems or implementing new systems. There has been no change in AFG's business processes and procedures during the first fiscal quarter of 2008 that has materially affected, or is reasonably likely to materially affect, AFG's internal controls over financial reporting.

34

AMERICAN FINANCIAL GROUP, INC. 10-Q

PART II

OTHER INFORMATION

ITEM 2

Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

AFG repurchased shares of its common stock during the first quarter of 2008 as follows:

Total Number of Shares	Maximum Number of Shares
---------------------------	-----------------------------

	Total Number of Shares <u>Purchased</u>	Average Price Paid <u>Per Share</u>	Purchased as Part of Publicly Announced Plans <u>or Programs</u>	that May Yet be Purchased Under the Plans <u>Or Programs (a)</u>
January	-	-	-	-
February	350,000	\$27.19	350,000	2,712,100
March	653,000	\$25.93	653,000	2,059,100

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

ITEM 5

Other Information

As of April 28, 2008, American Premier Underwriters, Inc. (a wholly-owned subsidiary) paid a \$46.9 million extraordinary dividend consisting of approximately 12% of its assets, to its immediate parent, APU Holding Company, and retained sufficient assets to enable it to meet its estimated liabilities.

35

AMERICAN FINANCIAL GROUP, INC. 10-Q

PART II

OTHER INFORMATION - CONTINUED

ITEM 6

Exhibits

<u>Number</u>	<u>Exhibit Description</u>
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Computation of ratios of earnings to fixed charges.

Certification of the Co-Chief Executive Officer pursuant

31(a)

to section 302(a) of the Sarbanes-Oxley Act of 2002.

Certification of the Co-Chief Executive Officer pursuant

31(b)

to section 302(a) of the Sarbanes-Oxley Act of 2002.

Certification of the Chief Financial Officer pursuant to

31(c)

section 302(a) of the Sarbanes-Oxley Act of 2002.

Certification of the Co-Chief Executive Officers and Chief

32

Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002.

Signature

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

American Financial Group, Inc.

May 8, 2008

BY: s/Keith A. Jensen

Keith A. Jensen
Senior Vice President
(principal financial and
accounting officer)

36