



GREAT AMERICAN PROPERTY & CASUALTY INSURANCE GROUP
CODE OF ETHICS/CONFLICT OF INTEREST

American Financial Group, Inc. (AFG), Great American Insurance Company (GAI), Great American Financial Resources, Inc. (GAFRI) and their subsidiaries and their respective directors, officers and employees have committed to conduct their business in accordance with the highest ethical standards. This Code sets out the principles to which all directors, officers and employees of these companies are expected to adhere and advocate in meeting these standards.

References in this Code of Ethics/Conflict of Interest to “the company” or “the companies” include AFG, GAI, GAFRI and their subsidiaries. When this Code of Ethics/Conflict of Interest states that employees, officers and/or directors must contact “the company,” “his or her company,” “the company’s General Counsel” or some other department or committee affiliated with a company, such contact refers to AFG, GAI or GAFRI, and employees, officers and/or directors of AFG, GAI or GAFRI subsidiaries must contact the appropriate person or group at AFG, GAI or GAFRI. There is a contact list at the end of this Code.

Conflicts of Interest

Directors, officers and employees have an obligation to promote the companies’ best interests at all times. They should avoid any action which may involve a conflict of interest with the companies. Directors, officers and employees should not have any undisclosed, unapproved financial or other business relationships with suppliers, customers or competitors of a magnitude or nature that could impair the independence of any judgment they may need to make on their companies’ behalf. Conflicts of interest would also arise if a director, officer or employee, or a family member, receives improper payments or other personal benefits as a result of his or her position in one of our companies. Family members include spouses, brothers, sisters, parents, children, grandchildren, uncles, aunts, nieces, nephews, cousins and in-laws - including step or half relations.

Because conflicts of interest may not always appear to be clear-cut, examples are provided below:

- **Outside Employment and Directorships**

Officers and employees are expected to devote their full working time to the duties of their positions. Directors are expected to notify their company of their employment and all other directorships.

- **Outside Employment with Competitors**

No officer or employee shall be concurrently employed by or otherwise seek or accept concurrent employment or compensation as a director, partner, consultant or employee of a non-affiliated business organization which does business with or competes with the companies without obtaining prior written approval from the company’s General Counsel.

- **Outside Business Activities and Outside Financial Interests**

Outside business activities for employees, officers or directors are prohibited without obtaining prior written approval from the company’s General Counsel.

CODE OF ETHICS/CONFLICT OF INTEREST

No employee shall be an owner or investor in any such business organization where the cumulative ownership exceeds one percent of the outstanding ownership without obtaining prior written approval from the company's General Counsel.

- **Employment of and Negotiations with Family Members**

No hiring decision regarding a family member is to be made directly by another family member. To the extent possible, a family member should not work in either a direct or indirect reporting relationship with another family member. The proposed hiring of a member of an employee's family must receive prior written approval by such employee's company.

Where direct or indirect reporting relationships exist, any decision regarding compensation, benefit levels, performance evaluations and advancement proposals for family members must be reviewed and approved by the senior manager of the particular business unit. If the family member is a relative of the senior manager, the executive to whom he or she reports should be consulted.

No negotiation of any purchase, sale, claim or other business matter on behalf of the company may occur in which a family member of a person representing the company has a direct or indirect substantial interest.

- **Loans and Other Benefits**

Conflicts of interest also arise when an employee, officer, director or member of his or her family receives improper personal benefits (including loans) as a result of his or her position in your company. Any such arrangement is prohibited without obtaining prior written approval from the company's General Counsel.

Directors, officers and employees must also avoid apparent conflicts of interest which may occur where a reasonable observer might assume there is a conflict of interest and, therefore, a loss of objectivity in their dealings on our behalf.

Where conflicts of interest arise, directors, officers and employees must provide full disclosure of the circumstances and refrain from any related decision making process. Directors and officers shall provide full disclosure to the Audit Committee Chairman of AFG (in the case of AFG or GAI) or GAFRI, and all other employees shall provide full disclosure to their immediate supervisor who shall be responsible for contacting the Audit Committee Chairman of AFG (in the case of AFG or GAI) or GAFRI.

Corporate Opportunities

Directors, officers and employees shall not take for themselves any business opportunities that are discovered through the use of any company property, information or position, use any company property, information or position for personal gain, or compete with any company. All directors, officers and employees owe a duty to advance the companies' legitimate business interests when the opportunity to do so arises.

No director, officer or employee shall use or disclose any personally identifiable information of a customer or former customer for marketing purposes or any other purpose unrelated to servicing a policy or claim.

Confidentiality

Directors, officers and employees shall maintain the confidentiality of all information entrusted to them by the companies, except when disclosure is authorized or legally mandated. They should recognize that such information is the property of the companies and only it may authorize its publication or use by

CODE OF ETHICS/CONFLICT OF INTEREST

others. Confidential information includes, but is not limited to, all non-public information that might be used by the companies' competitors or may be harmful to the companies or the companies' customers, if disclosed.

Officers shall inform subordinates, as appropriate, regarding the confidentiality of information acquired in the course of their work and monitor, as needed, to ensure that subordinates maintain that confidentiality.

All employees are expected to read, understand and comply with their company's Privacy Notice and Notice of Insurance Information Practices. The duty to maintain confidentiality and to comply with the requirements set forth in the Privacy Notice and Notice of Insurance Information Practices will survive the termination of any employment relationship.

Gifts and Favors

No officer, director or employee shall seek or receive any gift, payment, fee, service, rebate, valuable privilege, discount, trip, vacation, loan (other than a conventional loan from lending institutions) or other favor from any person or business organization that does, or seeks to do business with, or is a competitor of, the companies if the receipt of such item is, or appears to be, improper or unethical compensation or inducement.

Participating in business-related functions, including the acceptance of lunches or other meals with a supplier, customer, or competitor on occasion, is a normal and permissible business practice. However, each employee, officer and director should exercise care to ensure that such functions are necessary and that their value and frequency are reasonable and not excessive under all the applicable circumstances. Employees, officers and directors may accept common courtesies or gifts of a nominal value (\$50 or less) usually associated with accepted business practices for themselves and members of their families. Care should be taken to avoid accepting frequent common courtesies or gifts from the same person or business organization which does or seeks to do business with their company. Acceptance of gifts of more than a nominal value should be disclosed on the Conflict of Interest Certificate.

No employee, officer or director shall in connection with the companies' businesses give, or promise to give, any gift, favor or anything of value to another person or entity if the giving of such item is, or appears to be, improper or unethical compensation or inducement or might intend in any way to impair independent judgment concerning their company's business operations. No payments to public officials (domestic or foreign) shall be made directly or indirectly for the purposes of influencing their official acts or decisions.

It is in the best interests of the companies to avoid even the appearance of impropriety. The companies' concern is not only whether the receipt or giving of a gift, donation or service is technically legal or customary, but also whether or not the public might reasonably view such an act as improper or unethical if all the circumstances were fairly disclosed. The companies intend to follow a uniform practice in all areas of its operations consistent with their basic policy.

Under no circumstances is it permissible to offer or accept a gift of cash or stocks or other forms of marketable securities.

Fair Dealing

The companies base their relationships with customers, suppliers, competitors and employees on fair practices. Accordingly, all directors, officers and employees should endeavor to deal fairly with all customers, suppliers, competitors and employees. No director, officer or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

CODE OF ETHICS/CONFLICT OF INTEREST

Protection and Proper Use of Company Assets

All employees, officers and directors should protect the companies' assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the profitability of the companies. All company assets should be used for legitimate business purposes.

All materials developed by an employee of the company within the course of employment, such as software, hardware devices, advertising materials, manuals, etc., are the exclusive property of the company. Such materials may not be used for any purpose other than company business without obtaining prior written approval from the company's General Counsel.

Computers, terminals and other equipment and supplies furnished by the company are for company business. This equipment is not to be used for any purpose that is not sanctioned by management.

Passwords provide the primary level of access, accountability and control for the company's computer systems. All users of the computer systems must safeguard their passwords and user I.D. numbers and take all necessary precautions to prevent unauthorized access to the company's computer systems. Details of these requirements are in the company's Information Security Policy.

Compliance with Laws

All directors, officers and employees must respect and follow and cause the companies to comply with all governmental laws, rules and regulations applicable to their business.

In addition, certain directors, officers and employees shall comply with their company's Insider Trading Policy and Foreign Corrupt Practices Policy.

Compliance with Code of Ethics/Conflict of Interest

If employees have knowledge or are suspicious of any noncompliance with any part of this Code of Ethics/Conflict of Interest or are concerned whether circumstances could lead to a violation of this Code of Ethics/Conflict of Interest, they should discuss the situation promptly with their immediate supervisor, or if the employee feels uncomfortable or otherwise believes it is inappropriate to discuss such matter with their immediate supervisor, then the employee may follow the procedures in the companies' Employee Complaint Policy (see your company's website under "Fraud Reporting").

If directors and executive officers have knowledge or are suspicious of any noncompliance with any section of this Code of Ethics/Conflict of Interest or are concerned whether circumstances could lead to a violation of this Code of Ethics/Conflict of Interest, they should discuss the situation promptly with the Audit Committee Chairman.

The companies will not allow any retaliation against a director, officer or employee who acts in good faith in reporting any such violation or suspected violation.

Any waiver of this Code of Ethics/Conflict of Interest for directors, officers or employees may be made only by the Audit Committee and will be promptly disclosed as required by law.

CODE OF ETHICS/CONFLICT OF INTEREST

Accountability for Adherence to the Code

All directors, officers and employees are responsible for abiding by this Code of Ethics/Conflict of Interest. This includes individuals responsible for the failure to exercise proper supervision and to detect and report a violation by their subordinates. Directors, officers and employees who violate the Code of Ethics/Conflict of Interest are subject to disciplinary action, up to and including dismissal.

Copyright Restrictions

No employee, officer or director may reproduce any copyrighted work without first receiving written permission from the copyright holder. The companies have secured licenses from Copyright Clearinghouse, which enables employees to reproduce a broad range of copyrighted material. For a complete description of this policy and available publications, employees, officers and directors should contact the company's General Counsel.

Licensed Software

The companies make extensive use of computer software that is owned by third parties. This software is licensed for use by the company, and the terms of the licenses require that the software must be protected from unauthorized disclosure. Third party software which is within the possession of a company employee, including program code (source code and object code) and related manuals, logic diagrams, flow charts, technical specifications and documentation, may not be disclosed to anyone other than the company's employees who need such information for the performance of their duties.

Most software supplied for use on the companies' personal computers is subject to copyright laws. These laws prohibit the reproduction of such software for any purpose, except back-up, without written approval from the copyright holder. Unauthorized copying can subject the companies, and the offending employees, to substantial legal liability.

Linking to Company Web Sites

Current and former employees shall not link their web sites to any company Internet/Intranet web site, in whole or in part, without obtaining prior written approval from the company's corporate compliance department.

Community and Political Activities

The companies encourage their employees to participate in community and political activities so long as the participation does not interfere with satisfactory work performance. However, if such participation involves a substantial commitment of time, the company's General Counsel should be consulted.

Employees are also encouraged to make individual political contributions to the party or candidate of their choice or to a lawfully established political action committee. It is illegal for the company to reimburse an employee for individual political contributions. However, no employee shall make, authorize or permit any unlawful contribution, expenditure or use of company funds or property for political purposes. All corporate political contributions must be cleared through the company's General Counsel for legal review and proper reporting to appropriate government agencies. Significant civil and criminal penalties may be imposed against the company, and in some cases, the individual employee, in situations of illegal political contributions.

CODE OF ETHICS/CONFLICT OF INTEREST

Media Contacts and Publications

From time to time, outside parties, including members of the news media, may request information about the company's operations or may request a statement of the company's position on an issue. These requests and all contacts with the news media, including industry publications, should be referred to Anne N. Watson (513-579-6652).

Any article or speech that makes reference to a company or to any business activities of a company, must be submitted to the company's General Counsel for review and approval prior to publication or presentation. Articles or speeches on industry topics should specifically state that the views represented are those of the individual and not those of the company.

Disclosure

AFG and GAFRI have an obligation to comply with all reporting requirements under the Securities Exchange Act of 1934 and New York Stock Exchange listing requirements.

In accordance with these disclosure obligations, financial communications and reports will be delivered in a manner that facilitates the highest degree of clarity of content and meaning so that readers, and users will be able to determine their significance and consequence quickly and accurately.

All financial officers shall communicate to executive management of AFG, GAI and GAFRI and to the accountants engaged to conduct an audit of their financial statements all relevant information and professional judgments or opinions. The financial officers shall encourage open communication and full disclosure of financial information by all relevant employees.

Furthermore, any director, officer or employee in possession of material information must not disclose such information before its public disclosure and must take steps to ensure that AFG and/or GAFRI comply with its timely disclosure obligations.

All officers shall ensure that all relevant employees understand our open communication and full disclosure standards and processes. Further, all officers shall ensure that all employees are aware of the Employee Complaint Policy (see your company's website under "Fraud Reporting") which encourages employees to submit good faith complaints regarding AFG's, GAI's or GAFRI's accounting, internal controls and auditing matters.

Insider Trading

An employee, officer or director may become aware of material insider information about the companies or about an unrelated company in the performance of his or her job. An employee, officer or director must hold that information in strict confidence and refrain from buying or selling (or influencing others to buy or sell) any stock or other securities of the company (or of the other unrelated company) until the information is public. Buying or selling securities before the information is publicly disclosed could be deemed "insider trading." Disclosing the information to anyone could be deemed "tipping." Either action could result in both civil and criminal liability, both to the person trading and to the subject company. In addition, certain directors, officers and employees of AFG, GAI and GAFRI shall comply with AFG's Insider Trading Policy.

CODE OF ETHICS/CONFLICT OF INTEREST

Accounting Concerns and Complaints

The companies' policies are designed to comply with all applicable financial reporting and accounting regulations. If an employee, officer or director has concerns or complaints regarding questionable accounting or auditing matters, he or she is encouraged to submit those concerns or complaints to their company's General Counsel.

Criminal Convictions

In the event an employee, officer or director has been convicted of i) a misdemeanor involving moral turpitude, including but not limited to fraud, theft, dishonesty, breach of trust, or ii) any felony, he or she must disclose the incident on the "Conflict of Interest Certificate". Furthermore, if, at some time in the future, an employee, officer or director is convicted of a misdemeanor as defined above or any felony, he or she has a continuing duty to immediately update his or her answers on the above-mentioned form and promptly forward it to their company's General Counsel.

Foreign Corrupt Practices Act

The U.S. Foreign Corrupt Practices Act strictly prohibits giving, offering, or promising anything of value to any public official in the United States or foreign countries, with the intent of influencing an official act, or causing an official to commit an unlawful act or omit any ordinarily required in carrying out his or her lawful duty. This law also applies to other people, if there is reason to know that the person will transfer the gift to a public official. While certain payments may be lawful, no payment shall be made without the prior written consent of the company's General Counsel.

Antitrust

While the companies compete aggressively and creatively in the marketplace in their many business activities, they must conduct themselves in a fair and ethical manner and in strict accordance with the applicable antitrust and trade practice laws and regulations. It is important that no employee, officer or director be involved, directly or indirectly, in any contracts, agreements or activities which might be construed as an attempt to violate such laws and regulations. Any forbidden activities may be a violation of law even if their intended purpose to lessen competition is unsuccessful.

For examples of what may constitute antitrust violations, see GAI's Internet site at http://www.aboutgreatamerican.com/legal/pages/lc_guidelines_antitrust.jsp or contact the company's General Counsel.

No Retaliation

No company will permit retaliation of any kind against good faith reports or complaints of suspected violations of this Code of Ethics/Conflict of Interest or other illegal or unethical conduct.

Company General Counsel Contacts:

AFG: Karl J. Grafe 513-579-2540
GAI: Eve Cutler Rosen 513-369-5853

Company Media Contacts:

AFG: Anne N. Watson 513-579-6652
GAI: Anne N. Watson 513-579-6652

CODE OF ETHICS/CONFLICT OF INTEREST

Important

This Code of Ethics/Conflict of Interest and the policies described in it are not an employee contract. The employer does not create any contractual rights by issuing this Code of Ethics/Conflict of Interest or the policies. This Code of Ethics/Conflict of Interest does not limit the obligations of any employee under any existing non-compete, non-disclosure or other employment related agreements to which the employee is bound or other policies which cover the employee.

Retain for your records, this section entitled “Code of Ethics/Conflict of Interest”

Complete and return the document entitled
“Code of Ethics Acknowledgment and Conflict of Interest Certificate”

AMERICAN FINANCIAL GROUP, INC. ^

American Financial Enterprises, Inc.
 American Money Management Corporation
 Dixie Terminal Corporation
 One East Fourth, Inc.
 Three East Fourth, Inc.

APU Holding Company

American Premier Underwriters, Inc.
 GAI (Bermuda) Ltd.
 GAI Insurance Company, Ltd. (Bermuda) *
 Hangar Acquisition Corporation
 Premier Lease & Loan Services Insurance Agency, Inc.
 Republic Indemnity Company of America (CA) *
 Republic Indemnity Company of California (CA) *

Great American Financial Resources, Inc. ^

AAG Holding Company, Inc.
 Great American Life Insurance Company (OH) *
 Annuity Investors Life Insurance Company (OH) *
 Great American Life Insurance Company of New York (NY) *
 Loyal American Holding Corporation
 Loyal American Life Insurance Company (OH) *
 American Retirement Life Insurance Company (OH) *
 Great American Life Assurance Company (OH) *
 Manhattan National Life Insurance Company (IL) *
 Old West Annuity and Life Insurance Company (AZ) *
 United Teacher Associates Limited Partnership
 United Teacher Associates Insurance Company (TX) *
 Great American Life Assurance Company of Puerto Rico (Puerto Rico) *

Great American Holding, Inc.

American Empire Surplus Lines Insurance Company (DE) *
 American Empire Insurance Company (OH) *
 American Empire Underwriters, Inc.
 Great American International Insurance Limited (Ireland) *
 Mid-Continent Casualty Company (OK) *
 Mid-Continent Insurance Company (OK) *
 Oklahoma Surety Company (OK) *

Great American Insurance Company (OH) *

AFC Coal Properties, Inc.
 Brothers Property Corporation
 Dempsey & Siders Agency, Inc.
 El Aguila Compañía de Seguros, S.A. de C.V. (Mexico) *
 FCIA Management Company, Inc.
 Great American Agency of Texas, Inc. (TX)
 Great American Alliance Insurance Company (OH) *
 Great American Assurance Company (OH) *
 Great American Contemporary Insurance Company (OH) *
 Great American Custom Insurance Services, Inc.
 Great American E & S Insurance Company (DE) *
 Great American Fidelity Insurance Company (DE) *
 Great American Insurance Company of New York (NY) *
 Great American Lloyd's Insurance Company (TX) * +
 Great American Management Services, Inc.
 Great American Protection Insurance Company (OH) *
 Great American Security Insurance Company (OH) *
 Great American Spirit Insurance Company (OH) *
 Grizzly Golf Center, Inc.
 National Interstate Corporation ^
 Hudson Indemnity, Ltd. (Cayman Islands) *
 National Interstate Insurance Agency, Inc.
 National Interstate Insurance Company (OH) *
 National Interstate Insurance Company of Hawaii (HI) *
 Penn Central U.K. Limited (United Kingdom)
 Insurance (GB) Limited (United Kingdom) *
 Worldwide Casualty Insurance Company (OH) *

* Denotes insurance company.
 + Denotes company which is affiliated but not owned.
 ^ Denotes publicly-owned company as of 12/31/2005.

As of 12/31/2005