
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
September 30, 2000**

**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 X No

As of November 1, 2000, there were 59,040,004 shares of the Registrant's Common Stock outstanding, excluding 18,666,614 shares owned by subsidiaries.

AMERICAN FINANCIAL GROUP, INC. 10-Q

**PART I
FINANCIAL INFORMATION**

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Dollars In Thousands)**

	September 30, 2000	December 31, 1999
Assets:		
Cash and short-term investments	\$ 268,447	\$ 390,630
Investments:		
Fixed maturities - at market (amortized cost - \$10,143,117 and \$10,101,105)	9,966,717	9,862,205
Other stocks - at market (cost - \$180,030 and \$229,201)	317,530	409,701
Investment in investee corporation	153,262	159,984
Policy loans	214,631	217,171
Real estate and other investments	270,521	269,032
Total investments	<u>10,922,661</u>	<u>10,918,093</u>
Recoverables from reinsurers and prepaid reinsurance premiums	1,849,782	2,105,818
Agents' balances and premiums receivable	822,113	656,924
Deferred acquisition costs	747,437	660,672
Other receivables	239,896	223,753
Variable annuity assets (separate accounts)	576,464	354,371
Prepaid expenses, deferred charges and other assets	491,938	411,742
Cost in excess of net assets acquired	<u>314,887</u>	<u>332,072</u>
	<u><u>\$16,233,625</u></u>	<u><u>\$16,054,075</u></u>
Liabilities and Capital:		
Unpaid losses and loss adjustment expenses	\$ 4,621,129	\$ 4,795,449
Unearned premiums	1,417,810	1,325,766
Annuity benefits accumulated	5,473,096	5,519,528
Life, accident and health reserves	587,668	520,644
Long-term debt:		
Holding companies	546,792	492,923
Subsidiaries	190,976	239,733
Variable annuity liabilities (separate accounts)	576,464	354,371
Accounts payable, accrued expenses and other liabilities	980,116	976,413
Total liabilities	<u>14,394,051</u>	<u>14,224,827</u>
Minority interest	492,916	489,270
Shareholders' Equity:		
Common Stock, no par value		
- 200,000,000 shares authorized		
- 58,754,411 and 58,419,952 shares outstanding	58,754	58,420
Capital surplus	746,872	742,220
Retained earnings	552,132	557,538
Unrealized loss on marketable securities, net	(11,100)	(18,200)
Total shareholders' equity	<u>1,346,658</u>	<u>1,339,978</u>
	<u><u>\$16,233,625</u></u>	<u><u>\$16,054,075</u></u>

AMERICAN FINANCIAL GROUP, INC. 10-Q

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(In Thousands, Except Per Share Data)**

	Three months ended September 30,		Nine months ended September 30,	
	<u>2000</u>	<u>1999</u>	<u>2000</u>	<u>1999</u>
Income:				
Property and casualty insurance premiums	\$ 661,077	\$585,560	\$1,856,935	\$1,680,561
Life, accident and health premiums	66,523	26,463	166,146	77,418
Investment income	216,623	216,927	639,134	632,302
Realized gains (losses) on sales of:				
Securities	(15,223)	(5,744)	(20,563)	5,997
Subsidiaries	(5,962)	-	19,038	-
Other investments	27,230	-	27,230	-
Other income	<u>53,258</u>	<u>45,709</u>	<u>145,381</u>	<u>100,343</u>
	<u>1,003,526</u>	<u>868,915</u>	<u>2,833,301</u>	<u>2,496,621</u>
Costs and Expenses:				
Property and casualty insurance:				
Losses and loss adjustment expenses	562,308	423,402	1,463,456	1,188,050
Commissions and other underwriting expenses	195,267	171,824	556,272	506,646
Annuity benefits	72,139	66,516	203,783	194,977
Life, accident and health benefits	50,699	17,365	124,308	52,238
Interest charges on borrowed money	18,182	17,175	51,007	48,122
Other operating and general expenses	<u>104,292</u>	<u>99,482</u>	<u>335,766</u>	<u>264,210</u>
	<u>1,002,887</u>	<u>795,764</u>	<u>2,734,592</u>	<u>2,254,243</u>
Operating earnings before income taxes	639	73,151	98,709	242,378
Provision (credit) for income taxes	<u>(1,595)</u>	<u>24,696</u>	<u>28,767</u>	<u>80,563</u>
Net operating earnings	2,234	48,455	69,942	161,815
Minority interest expense, net of tax	(10,839)	(10,229)	(26,699)	(30,735)
Equity in net earnings (loss) of investee, net of tax	<u>(13,570)</u>	<u>(9,618)</u>	<u>(4,368)</u>	<u>1,715</u>
Earnings (loss) before extraordinary items and accounting change	(22,175)	28,608	38,875	132,795
Extraordinary items - gain (loss) on prepayment of debt	-	1,477	-	(2,261)
Cumulative effect of accounting change	<u>-</u>	<u>-</u>	<u>-</u>	<u>(3,854)</u>
Net Earnings (Loss)	<u>(\$ 22,175)</u>	<u>\$ 30,085</u>	<u>\$ 38,875</u>	<u>\$ 126,680</u>
Basic earnings (loss) per Common Share:				
Before extraordinary items and accounting change	(\$.38)	\$.48	\$.66	\$2.21
Gain (loss) on prepayment of debt	-	.02	-	(.04)
Cumulative effect of accounting change	<u>-</u>	<u>-</u>	<u>-</u>	<u>(.06)</u>
Net earnings (loss) available to Common Shares	<u>(\$.38)</u>	<u>\$.50</u>	<u>\$.66</u>	<u>\$2.11</u>
Diluted earnings (loss) per Common Share:				
Before extraordinary items and accounting change	(\$.38)	\$.48	\$.66	\$2.18
Gain (loss) on prepayment of debt	-	.02	-	(.04)
Cumulative effect of accounting change	<u>-</u>	<u>-</u>	<u>-</u>	<u>(.06)</u>
Net earnings (loss) available to Common Shares	<u>(\$.38)</u>	<u>\$.50</u>	<u>\$.66</u>	<u>\$2.08</u>
Average number of Common Shares:				
Basic	58,561	59,623	58,525	60,177
Diluted	58,797	60,002	58,731	60,764
Cash dividends per Common Share	\$.25	\$.25	\$.75	\$.75

AMERICAN FINANCIAL GROUP, INC. 10-Q

**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Dollars in Thousands)**

	Common Shares	Common Stock and Capital Surplus	Retained Earnings	Unrealized Gain (Loss) on Securities	Total
Balance at January 1, 2000	58,419,952	\$800,640	\$557,538	(\$18,200)	\$1,339,978
Net earnings	-	-	38,875	-	38,875
Change in unrealized Comprehensive income	-	-	-	7,100	7,100
					45,975
Dividends on Common Stock	-	-	(43,880)	-	(43,880)
Shares issued:					
Exercise of stock options	39,319	831	-	-	831
Dividend reinvestment plan	3,910	92	-	-	92
Employee stock purchase plan	54,738	1,356	-	-	1,356
Retirement plan contributions	274,716	6,242	-	-	6,242
Directors fees paid in stock	2,820	72	-	-	72
Shares repurchased	(41,044)	(562)	(579)	-	(1,141)
Tax effect of intercompany dividends	-	(4,800)	-	-	(4,800)
Repurchase of trust preferred securities	-	-	178	-	178
Other	-	1,755	-	-	1,755
Balance at September 30, 2000	<u>58,754,411</u>	<u>\$805,626</u>	<u>\$552,132</u>	<u>(\$11,100)</u>	<u>\$1,346,658</u>
 Balance at January 1, 1999	 60,928,322	 \$831,649	 \$527,028	 \$357,500	 \$1,716,177
Net earnings	-	-	126,680	-	126,680
Change in unrealized Comprehensive income (loss)	-	-	-	(283,400)	(283,400)
					(156,720)
Dividends on Common Stock	-	-	(45,152)	-	(45,152)
Shares issued:					
Exercise of stock options	74,853	2,060	-	-	2,060
Dividend reinvestment plan	6,099	222	-	-	222
Employee stock purchase plan	48,064	1,695	-	-	1,695
Retirement plan contributions	57,888	2,171	-	-	2,171
Portion of bonuses paid in stock	38,640	1,438	-	-	1,438
Directors fees paid in stock	1,865	68	-	-	68
Shares repurchased	(2,757,226)	(37,726)	(51,176)	-	(88,902)
Tax effect of intercompany dividends	-	(4,800)	-	-	(4,800)
Other	-	3,635	-	-	3,635
Balance at September 30, 1999	<u>58,398,505</u>	<u>\$800,412</u>	<u>\$557,380</u>	<u>\$ 74,100</u>	<u>\$1,431,892</u>

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**AMERICAN FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(In Thousands)**

	Nine months ended September 30,	
	<u>2000</u>	<u>1999</u>
Operating Activities:		
Net earnings	\$ 38,875	\$ 126,680
Adjustments:		
Extraordinary items	-	2,261
Cumulative effect of accounting change	-	3,854
Equity in net (earnings) loss of investee	4,368	(1,715)
Depreciation and amortization	94,379	68,659
Annuity benefits	203,783	194,977
Realized gains on investing activities	(40,246)	(20,749)
Deferred annuity and life policy acquisition costs	(106,844)	(87,009)
Increase in reinsurance and other receivables	(57,172)	(135,237)
Increase in other assets	(63,973)	(65,621)
Increase in insurance claims and reserves	286,781	116,590
Increase in other liabilities	9,446	95,660
Increase in minority interest	2,879	8,016
Dividends from investee	-	3,600
Other, net	13,330	(1,196)
	<u>385,606</u>	<u>308,770</u>
Investing Activities:		
Purchases of and additional investments in:		
Fixed maturity investments	(1,237,409)	(1,562,054)
Equity securities	(22,547)	(56,041)
Subsidiaries	-	(204,942)
Real estate, property and equipment	(57,238)	(63,496)
Maturities and redemptions of fixed maturity investments	465,637	801,833
Sales of:		
Fixed maturity investments	651,578	886,790
Equity securities	67,473	45,887
Subsidiaries	35,000	-
Real estate, property and equipment	8,156	24,394
Cash and short-term investments of acquired (former) subsidiaries, net	(131,880)	19,454
Decrease in other investments	8,695	12,734
	<u>(212,535)</u>	<u>(95,441)</u>
Financing Activities:		
Fixed annuity receipts	359,884	330,744
Annuity surrenders, benefits and withdrawals	(564,454)	(518,713)
Net transfers from fixed to variable annuity assets	(44,305)	(13,589)
Additional long-term borrowings	131,341	557,170
Reductions of long-term debt	(133,343)	(417,015)
Issuances of Common Stock	1,890	2,968
Repurchases of Common Stock	-	(88,597)
Repurchases of trust preferred securities	(2,479)	(5,509)
Cash dividends paid	(43,788)	(44,930)
	<u>(295,254)</u>	<u>(197,471)</u>
Net Increase (Decrease) in Cash and Short-term Investments	(122,183)	15,858
Cash and short-term investments at beginning of period	<u>390,630</u>	<u>296,721</u>
Cash and short-term investments at end of period	<u>\$ 268,447</u>	<u>\$ 312,579</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A. Accounting Policies

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

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

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

Investments All fixed maturity securities are considered "available for sale" and reported at fair value with unrealized gains and losses reported as a separate component of shareholders' equity. Short-term investments are carried at cost; loans receivable are carried primarily at the aggregate unpaid balance. Premiums and discounts on mortgage-backed securities are amortized over their expected average lives using the interest method.

Gains or losses on sales of securities are recognized at the time of disposition with the amount of gain or loss determined on the specific identification basis. When a decline in the value of a specific investment is considered to be other than temporary, a provision for impairment is charged to earnings and the carrying value of that investment is reduced.

Investment in Investee Corporation Investments in securities of 20%- to 50%-owned companies are generally carried at cost, adjusted for AFG's proportionate share of their undistributed earnings or losses.

Cost in Excess of Net Assets Acquired The excess of cost of subsidiaries and investees over AFG's equity in the underlying net assets ("goodwill") is being amortized over periods of 20 to 40 years.

Insurance As discussed under "Reinsurance" below, unpaid losses and loss adjustment expenses and unearned premiums have not been reduced for reinsurance recoverable. To the extent that unrealized gains (losses) from securities classified as "available for sale" would result in adjustments to deferred acquisition costs and policyholder liabilities had those gains (losses) actually been realized, such balance sheet amounts are adjusted, net of deferred taxes.

Reinsurance In the normal course of business, AFG's insurance subsidiaries cede reinsurance to other companies to diversify risk and limit maximum loss arising from large claims. To the extent that any reinsuring companies are unable to meet obligations under the agreements covering reinsurance ceded, AFG's insurance subsidiaries would remain liable. Amounts recoverable from reinsurers are estimated in a manner consistent with the claim liability associated with the reinsured policies. AFG's insurance subsidiaries report as

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

assets (a) the estimated reinsurance recoverable on unpaid losses, including an estimate for losses incurred but not reported, and (b) amounts paid to reinsurers applicable to the unexpired terms of policies in force. AFG's insurance subsidiaries also assume reinsurance from other companies. Income on reinsurance assumed is recognized based on reports received from ceding reinsurers.

Deferred Acquisition Costs Policy acquisition costs (principally commissions, premium taxes and other underwriting expenses) related to the production of new business are deferred ("DPAC"). 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. For the annuity companies, DPAC is amortized, with interest, in relation to the present value of expected gross profits on the policies.

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 the direct business written; (b) estimates received from ceding reinsurers and insurance pools and associations; (c) estimates of unreported losses based on past experience; (d) estimates based on experience of expenses for investigating and adjusting claims and (e) the current state of the law and coverage litigation. These liabilities are subject to the impact of changes in claim amounts and frequency and other factors. In spite of the variability inherent in such estimates, management believes that the liabilities for unpaid losses and loss adjustment expenses are adequate. 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.

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 anticipated investment yield, mortality, morbidity and surrenders and include provisions for unfavorable deviations. Reserves established for accident and health claims are modified as necessary to reflect actual experience and developing trends.

Variable Annuity Assets and Liabilities Separate accounts related to variable annuities represent deposits invested in underlying investment funds on which Great American Financial Resources, Inc. ("GAFRI", formerly American Annuity Group, Inc.), an 83%-owned subsidiary, earns a fee. The investment funds are selected and may be changed only by the policyholder.

Premium Recognition Property and casualty premiums are earned 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.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

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

Minority Interest For balance sheet purposes, minority interest represents the interests of noncontrolling shareholders in AFG subsidiaries, including American Financial Corporation ("AFC") preferred stock and preferred securities issued by trust subsidiaries of AFG. For income statement purposes, minority interest expense represents those shareholders' interest in the earnings of AFG subsidiaries as well as AFC preferred dividends and accrued distributions on the trust preferred securities.

Income Taxes AFC files consolidated federal income tax returns which include all 80%-owned U.S. subsidiaries, except for certain life insurance subsidiaries and their subsidiaries. Because holders of AFC Preferred Stock hold in excess of 20% of AFC's voting rights, AFG (parent) and its direct subsidiary, AFC Holding Company ("AFC Holding" or "AFCH"), own less than 80% of AFC, and therefore, file separate returns.

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

Stock-Based Compensation As permitted under Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation," AFG accounts for stock options and other stock-based compensation plans using the intrinsic value based method prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees."

Benefit Plans AFG provides retirement benefits to qualified employees of participating companies through contributory and noncontributory defined contribution plans contained in AFG's Retirement and Savings Plan. Under the retirement portion of the plan, company contributions are invested primarily in securities of AFG and affiliates. Under the savings portion of the plan, AFG matches a specific portion of employee contributions. Contributions to benefit plans are charged against earnings 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 the employees earn such benefits.

Under AFG's stock option plan, options are granted to officers, directors and key employees at exercise prices equal to the fair value of the shares at the dates of grant. No compensation expense is recognized for stock option grants.

Start-up Costs Prior to 1999, GAFRI deferred certain costs associated with introducing new products and distribution channels and amortized them on a straight-line basis over 5 years. In 1999, GAFRI implemented Statement of Position ("SOP") 98-5, "Reporting on the Costs of Start-Up Activities." The SOP requires that (i) costs of start-up activities be expensed as incurred and (ii) unamortized balances of previously deferred costs be expensed and reported

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

as the cumulative effect of a change in accounting principle. Accordingly, AFG expensed previously capitalized start-up costs of \$3.8 million (net of minority interest and taxes) or \$.06 per diluted share, effective January 1, 1999.

Derivatives The Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," during the second quarter of 1998. SFAS No. 133 establishes accounting and reporting standards for derivative instruments, including derivative instruments that are embedded in other contracts, and for hedging activities and must be implemented no later than January 1, 2001. SFAS No. 133 requires the recognition of all derivatives (both assets and liabilities) in the balance sheet at fair value. Changes in fair value of derivative instruments are included in current income or as a component of comprehensive income (outside current income) depending on the type of derivative. Implementation of SFAS No. 133 is not expected to have a material effect on AFG's financial position or results of operations.

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 the following dilutive effect of common stock options: third quarter of 2000 and 1999 - 236,000 shares and 379,000 shares; nine months of 2000 and 1999 - 206,000 shares and 587,000 shares, 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.

B. Acquisitions and Sales of Subsidiaries

Stonewall Insurance Company In September 2000, AFG sold Stonewall Insurance Company for \$35.6 million (including a \$25.6 million dividend to AFG immediately prior to the sale) realizing a pretax loss of \$6 million. Stonewall was a non-operating property and casualty subsidiary with approximately \$320 million in assets, primarily engaged in the run-off of approximately \$170 million in asbestos and environmental liabilities associated with policies written through 1991.

Commercial lines division In 1998, AFG sold its Commercial lines division to Ohio Casualty Corporation. In August 2000, AFG received an additional payment of \$25 million from Ohio Casualty based on retention and growth through May 2000 of the businesses sold. This earn-out was recognized as additional "gain on sale of subsidiary" in the second quarter of 2000.

Start-up manufacturing businesses Since 1998, AFG subsidiaries have made loans to two start-up manufacturing businesses which were previously owned by unrelated third-parties. During 2000, the former owners chose to forfeit their equity interests to AFG rather than invest additional capital. Total loans extended to these businesses prior to forfeiture amounted to \$49.7 million and the accumulated losses of the two businesses were approximately \$29.7 million.

Worldwide Insurance Company In April 1999, AFG acquired Worldwide Insurance Company for \$157 million in cash. Worldwide is a provider of direct response private passenger automobile insurance.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

United Teacher Associates In October 1999, GAFRI acquired United Teacher Associates Insurance Company of Austin, Texas ("UTA") for \$81 million in cash, pending post-closing adjustments under which GAFRI may receive as much as several million dollars. UTA provides supplemental health products and retirement annuities, and purchases blocks of insurance policies from other insurers.

Great American Life Insurance Company of New York and Consolidated Financial In February 1999, GAFRI acquired Great American Life Insurance Company of New York, formerly Old Republic Life Insurance Company of New York, for \$27 million in cash. In July 1999, GAFRI acquired Consolidated Financial Corporation, an insurance agency, for \$21 million in cash.

- C. Segments of Operations** AFG's property and casualty group is engaged primarily in private passenger automobile and specialty insurance businesses. The Personal group writes nonstandard and preferred/standard private passenger auto and other personal insurance coverage. The Specialty group includes a highly diversified group of specialty business units. Some of the more significant areas are inland and ocean marine, California workers' compensation, agricultural-related coverages, executive and professional liability, U.S.-based operations of Japanese companies, fidelity and surety bonds, collateral protection, and umbrella and excess coverages. AFG's annuity and life business markets primarily retirement products as well as life and supplemental health insurance. In addition, AFG owns a significant portion of the voting equity securities of Chiquita Brands International, Inc. (an investee corporation - see Note D).

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

	Three months ended September 30,		Nine months ended September 30,	
	<u>2000</u>	<u>1999</u>	<u>2000</u>	<u>1999</u>
Revenues (a)				
Property and casualty insurance:				
Premiums earned:				
Personal	\$ 326,591	\$288,454	\$ 940,237	\$ 875,036
Specialty	334,846	296,254	917,057	804,957
Other lines - primarily discontinued	(360)	852	(359)	568
	<u>661,077</u>	<u>585,560</u>	<u>1,856,935</u>	<u>1,680,561</u>
Investment and other income	<u>98,703</u>	<u>110,923</u>	<u>349,181</u>	<u>329,885</u>
	<u>759,780</u>	<u>696,483</u>	<u>2,206,116</u>	<u>2,010,446</u>
Annuities and life (b)	226,792	161,474	596,574	465,348
Other	<u>16,954</u>	<u>10,958</u>	<u>30,611</u>	<u>20,827</u>
	<u>\$1,003,526</u>	<u>\$868,915</u>	<u>\$2,833,301</u>	<u>\$2,496,621</u>
Operating Profit (Loss)				
Property and casualty insurance:				
Underwriting:				
Personal	(\$ 34,704)	(\$ 3,167)	(\$ 72,029)	(\$ 1,121)
Specialty	(56,580)	(9,246)	(81,758)	(7,925)
Other lines - primarily discontinued	<u>(5,214)</u>	<u>2,747</u>	<u>(9,006)</u>	<u>(5,089)</u>
	<u>(96,498)</u>	<u>(9,666)</u>	<u>(162,793)</u>	<u>(14,135)</u>
Investment and other income	<u>57,450</u>	<u>66,006</u>	<u>235,457</u>	<u>204,095</u>
	<u>(39,048)</u>	<u>56,340</u>	<u>72,664</u>	<u>189,960</u>
Annuities and life	50,501	29,152	75,806	95,050
Other (c)	<u>(10,814)</u>	<u>(12,341)</u>	<u>(49,761)</u>	<u>(42,632)</u>
	<u>\$ 639</u>	<u>\$ 73,151</u>	<u>\$ 98,709</u>	<u>\$ 242,378</u>

(a) Revenues include sales of products and services as well as other income earned by the respective segments.

(b) Represents primarily investment income.

(c) Includes holding company expenses.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

- D. Investment in Investee Corporation** Investment in investee corporation reflects AFG's ownership of 24 million shares (36%) of Chiquita common stock. The market value of this investment was \$75 million and \$114 million at September 30, 2000 and December 31, 1999, respectively and \$47 million at November 1, 2000. Chiquita is a leading international marketer, producer and distributor of quality fresh fruits and vegetables and processed foods. Summarized financial information for Chiquita follows (in millions):

	<u>Nine months ended September 30,</u>	
	<u>2000</u>	<u>1999</u>
Net Sales	\$1,725	\$1,937
Operating Income	88	93
Net Income (Loss)	(6)	19

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

	<u>September 30,</u> <u>2000</u>	<u>December 31,</u> <u>1999</u>
Holding Companies:		
AFG 7-1/8% Senior Debentures due April 2009	\$300,890	\$300,766
AFG 7-1/8% Senior Debentures due December 2007	79,600	79,600
AFC notes payable under bank line	140,000	68,000
APU 10-5/8% Subordinated Notes	-	23,786
APU 10-7/8% Subordinated Notes due May 2011	11,623	11,661
Other	<u>14,679</u>	<u>9,110</u>
	<u>\$546,792</u>	<u>\$492,923</u>
Subsidiaries:		
GAFRI 6-7/8% Senior Notes due June 2008	\$100,000	\$100,000
GAFRI notes payable under bank line	48,500	97,000
Notes payable secured by real estate	31,331	31,704
Other	<u>11,145</u>	<u>11,029</u>
	<u>\$190,976</u>	<u>\$239,733</u>

In April 2000, AFG redeemed the APU 10-5/8% Notes at maturity using funds borrowed under the AFC bank line.

At September 30, 2000, sinking fund and other scheduled principal payments on debt for the balance of 2000 and the subsequent five years were as follows (in millions):

	<u>Holding</u> <u>Companies</u>	<u>Subsidiaries</u>	<u>Total</u>
2000	\$ -	\$.4	\$.4
2001	1.7	1.7	3.4
2002	150.0	1.6	151.6
2003	-	50.1	50.1
2004	-	14.2	14.2
2005	-	9.7	9.7

Debentures purchased in excess of scheduled payments may be applied to satisfy any sinking fund requirement. The scheduled principal payments shown above assume that debentures previously purchased are applied to the earliest scheduled retirements.

AFC and GAFRI each have an unsecured credit agreement with a group of banks under which they can borrow up to \$300 million and \$190 million, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

Borrowings bear interest at floating rates based on prime or Eurodollar rates. Loans mature December 2002 under the AFC credit agreement and from 2000 to 2003 under the GAFRI credit agreement.

- F. **Minority Interest** Minority interest in AFG's balance sheet is comprised of the following (in thousands):

	September 30, 2000	December 31, 1999
Interest of noncontrolling shareholders in subsidiaries' common stock	\$104,099	\$ 97,516
Preferred securities issued by subsidiary trusts	316,663	319,600
AFC preferred stock	<u>72,154</u>	<u>72,154</u>
	<u>\$492,916</u>	<u>\$489,270</u>

Preferred Securities Wholly-owned subsidiary trusts of AFCH and GAFRI have issued \$325 million of preferred securities and, in turn, purchased a like amount of AFCH and GAFRI subordinated debt which provides interest and principal payments to fund the respective trusts' obligations. The preferred securities must be redeemed upon maturity or redemption of the subordinated debt. AFCH and GAFRI effectively provide unconditional guarantees of their respective trusts' obligations and AFG guarantees AFCH's obligations.

The preferred securities consisted of the following (in thousands):

Date of Issuance	Issue (Maturity Date)	September 30, 2000	December 31, 1999	Optional Redemption Dates
October 1996	AFCH 9-1/8% TOPrS (2026)	\$98,750	\$100,000	On or after 10/22/2001
November 1996	GAFRI 9-1/4% TOPrS (2026)	72,913	74,600	On or after 11/7/2001
March 1997	GAFRI 8-7/8% Pfd (2027)	70,000	70,000	On or after 3/1/2007
May 1997	GAFRI 7-1/4% ROPES (2041)	75,000	75,000	Prior to 9/28/2000 and after 9/28/2001

In the first six months of 2000, AFCH and GAFRI repurchased \$1.3 million and \$1.7 million of their preferred securities for \$1.1 million and \$1.4 million in cash, respectively.

AFC Preferred Stock AFC's Preferred Stock is voting, cumulative, and consists of the following:

Series J, no par value; \$25.00 liquidating value per share; annual dividends per share \$2.00; redeemable at AFC's option at \$25.75 per share beginning December 2005 declining to \$25.00 at December 2007 and thereafter; 2,886,161 shares (stated value \$72.2 million) outstanding at September 30, 2000 and December 31, 1999.

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

	Nine months ended September 30,	
	2000	1999
Interest of noncontrolling shareholders in earnings of subsidiaries	\$ 9,011	\$12,899
Accrued distributions by subsidiaries on preferred securities:		
Trust issued securities, net of tax	13,359	13,507
AFC preferred stock	<u>4,329</u>	<u>4,329</u>
	<u>\$26,699</u>	<u>\$30,735</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED

- G. Shareholders' Equity** At September 30, 2000, there were 58,754,411 shares of AFG Common Stock outstanding, including 1,364,478 shares held by American Premier for possible distribution to certain creditors and other claimants upon proper claim presentation and settlement pursuant to the 1978 plan of reorganization of American Premier's predecessor, The Penn Central Corporation. Shares being held for distribution are not eligible to vote but otherwise are accounted for as issued and outstanding. AFG is authorized to issue 12.5 million shares of Voting Preferred Stock and 12.5 million shares of Nonvoting Preferred Stock, each without par value.

At September 30, 2000, there were 6.8 million shares of AFG Common Stock reserved for issuance upon exercise of stock options. As of that date, AFG had options for 5.5 million shares outstanding. Options generally become exercisable at the rate of 20% per year commencing one year after grant; those granted to non-employee directors of AFG are fully exercisable upon grant. All options expire ten years after the date of grant.

The change in unrealized gain (loss) on marketable securities for the nine months ended September 30 included the following (in millions):

	<u>Pretax</u>	<u>Taxes</u>	<u>Minority Interest</u>	<u>Net</u>
<u>2000</u>				
Unrealized holding gains (losses) on securities arising during the period	(\$ 9.9)	\$4.3	(\$2.3)	(\$ 7.9)
Reclassification adjustment for realized losses included in net income and unrealized losses of subsidiary sold	<u>25.2</u>	<u>(8.8)</u>	<u>(1.4)</u>	<u>15.0</u>
Change in unrealized gain (loss) on marketable securities, net	<u>\$15.3</u>	<u>(\$4.5)</u>	<u>(\$3.7)</u>	<u>\$ 7.1</u>
<u>1999</u>				
Unrealized holding gains (losses) on securities arising during the period	(\$471.7)	\$163.4	\$29.4	(\$278.9)
Reclassification adjustment for realized gains included in net income	<u>(6.0)</u>	<u>2.1</u>	<u>(.6)</u>	<u>(4.5)</u>
Change in unrealized gain (loss) on marketable securities, net	<u>(\$477.7)</u>	<u>\$165.5</u>	<u>\$28.8</u>	<u>(\$283.4)</u>

- H. Extraordinary Items** Extraordinary items represents gains and losses related to debt retirements by the following companies. Amounts shown are net of income taxes (in thousands):

	<u>Nine months ended September 30, 1999</u>
Holding Companies:	
AFG (parent)	\$1,735
AFC (parent)	(2,993)
APU (parent)	<u>(1,003)</u>
	<u>(\$2,261)</u>

- I. Commitments and Contingencies** Other than as disclosed in "Legal Proceedings" in Part II of this report, there have been no significant changes to the matters discussed and referred to in Note L "Commitments and Contingencies" of AFG's Annual Report on Form 10-K for 1999.

ITEM 2

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

GENERAL

AFG and its subsidiaries, AFC Holding, AFC and American Premier, are organized as holding companies with almost all of their operations being conducted by subsidiaries. These parent corporations, however, have 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, since most of its businesses are financial in nature, AFG does not prepare its consolidated financial statements using a current-noncurrent format. Consequently, certain traditional ratios and financial analysis tests are not meaningful.

IT Initiative In the third quarter of 1999, AFG initiated an enterprise-wide study of its information technology ("IT") resources, needs and opportunities. The initiative entails extensive effort and costs and has led to substantial changes in the area, which should result in significant cost savings, efficiencies and effectiveness in the future. While the costs (most of which will be expensed) precede the expected savings, management expects benefits to greatly exceed the costs incurred, all of which have been and will be funded through available working capital.

Forward-Looking Statements The Private Securities Litigation Reform Act of 1995 encourages corporations to provide investors with information about the company's anticipated performance and provides protection from liability if future results are not the same as management's expectations. This document contains certain forward-looking statements that are based on assumptions which management believes are reasonable, but by their nature, inherently uncertain. Future results could differ materially from those projected. Factors that could cause such differences include, but are not limited to: changes in economic conditions especially with regard to availability of and returns on capital, regulatory actions, changes in legal environment, levels of catastrophe and other major losses, availability of reinsurance, and competitive pressures. AFG undertakes no obligation to update any forward-looking statements.

LIQUIDITY AND CAPITAL RESOURCES

Ratios AFG's debt to total capital ratio (at the parent holding company level) was approximately 26% at September 30, 2000 and 25% at December 31, 1999. AFG's ratio of earnings to fixed charges (on a total enterprise basis) was 1.82 for the first nine months of 2000 and 3.36 for the entire year of 1999.

Sources of Funds Management believes the parent holding companies have sufficient resources to meet their liquidity requirements through operations. If funds generated from operations, including dividends and tax payments from subsidiaries, are insufficient to meet fixed charges in any period, these companies would be required to generate cash through borrowings, sales of securities or other assets, or similar transactions.

AFC has a revolving credit agreement with several banks under which it can borrow up to \$300 million. This credit line provides ample liquidity and can be used to obtain funds for operating subsidiaries or, if necessary, for the parent companies. At September 30, 2000, there was \$140 million borrowed under the line.

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

In April 1999, AFG issued \$350 million principal amount of 7-1/8% senior debentures due 2009, using the proceeds to retire outstanding holding company public debt and borrowings under AFC's credit line.

Dividend payments from subsidiaries have been very important to the liquidity and cash flow of the individual holding companies during certain periods in the past. However, the reliance on such dividend payments has been lessened in recent years by the combination of (i) reductions in the amounts and cost of debt at the holding companies from historical levels (and the related decrease in ongoing cash needs for interest and principal payments), (ii) AFG's ability to obtain financing in capital markets, as well as (iii) the sales of certain noncore investments.

Investments Approximately 91% of the fixed maturities held by AFG were rated "investment grade" (credit rating of AAA to BBB) by nationally recognized rating agencies at September 30, 2000. Investment grade securities generally bear lower yields and lower degrees of risk than those that are unrated and noninvestment grade. Management believes that the high quality investment portfolio should generate a stable and predictable investment return.

AFG's equity securities are concentrated in a relatively limited number of major positions. This approach allows management to more closely monitor the companies and the industries in which they operate.

RESULTS OF OPERATIONS

General Pretax operating earnings for the third quarter and nine months ended September 30, 2000, were \$639,000 and \$98.7 million, respectively, compared to \$73.2 million and \$242.4 million in the comparable 1999 periods. A decline in property and casualty underwriting results (including a \$35 million third quarter charge for reserve strengthening in the California workers' compensation business) and second quarter special litigation charges were partially offset by higher realized gains and income from the sale of certain lease rights in the third quarter.

Many investors and analysts focus on "core earnings" of companies, setting aside certain items included in net earnings. Such "core earnings" for AFG, consisting of net earnings (loss) adjusted to exclude: (i) realized gains (losses), (ii) equity in investee earnings (losses), (iii) extraordinary items, and (iv) a 1999 accounting change, were (\$10.8) million (\$.18 loss per share, diluted) and \$28 million (\$.48 per share) in the third quarter and nine months of 2000 compared to \$41 million (\$.68 per share) and \$126.6 million (\$2.08 per share) in the third quarter and nine months of 1999.

Property and Casualty Insurance - Underwriting AFG's property and casualty group consists of two major business groups: Personal and Specialty.

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

The Specialty group includes a highly diversified group of business lines. Some of the more significant areas are inland and ocean marine, California workers' compensation, agricultural-related coverages, executive and professional liability, U.S.-based operations of Japanese companies, fidelity and surety bonds, collateral protection, and umbrella and excess coverages.

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Management's Discussion and Analysis of Financial Condition and Results of Operations - Continued

Underwriting profitability is measured by the combined ratio which is a sum of the ratios of underwriting losses, loss adjustment expenses, underwriting expenses and policyholder dividends to premiums. When the combined ratio is under 100%, underwriting results are generally considered profitable; when the ratio is over 100%, underwriting results are generally considered unprofitable. The combined ratio does not reflect investment income, other income or federal income taxes.

For certain lines of business and products where the credibility of the range of loss projections is less certain (primarily the various specialty businesses listed above), management believes that it is prudent and appropriate to use conservative assumptions until such time as the data, experience and projections have more credibility, as evidenced by data volume, consistency and maturity of the data. While this practice mitigates the risk of adverse development on this business, it does not eliminate it.

Net written premiums and combined ratios for AFG's property and casualty insurance subsidiaries were as follows (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2000	1999	2000	1999
<u>Net Written Premiums (GAAP)</u>				
Personal	\$299.4	\$287.3	\$ 997.3	\$ 839.2
Specialty	341.7	323.7	974.9	850.4
Other lines	(.3)	.7	(.3)	(.8)
	<u>\$640.8</u>	<u>\$611.7</u>	<u>\$1,971.9</u>	<u>\$1,688.8</u>
<u>Combined Ratios (GAAP) (*)</u>				
Personal	110.6%	101.1%	107.6%	100.2%
Specialty	116.8	103.2	108.9	101.0
Aggregate (including discontinued lines)	114.7	101.7	108.8	100.8

(*) Combined ratios for the entire year of 1999 were: Personal - 100.7%, Specialty - 102.7% and aggregate - 102.0%.

Personal The Personal group's increase in net written premiums reflects firming market prices in the nonstandard auto market, expanded writings in certain private passenger automobile markets and premiums generated by Worldwide (AFG's direct marketing channel) since its acquisition in April 1999. In the third quarter, these items were partially offset by the expected decline in premiums caused by rate increases implemented throughout 2000. The combined ratio for the third quarter and nine months of 2000 increased due to (i) increased auto claim frequency and severity (particularly in medical and health related costs), (ii) the impact of a very competitive pricing environment on policies written during 1999 and early 2000 and (iii) increased underwriting expenses associated with the direct and Internet marketing initiatives (adding approximately 1.5 points to the Personal group's combined ratio). In an effort to alleviate increasing losses, AFG has implemented rate increases of approximately 10% through the first nine months of the year and expects that rate increases will be 12% by the end of 2000. These rate actions are expected to continue to moderate premium growth in the private passenger auto insurance business for the remainder of 2000, with the full impact on earnings not likely to take effect until early 2001.

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

Specialty The Specialty group's increase in net written premiums reflects the effect of (i) the January 2000 termination of reinsurance agreements relating to the California workers' compensation business which were in effect throughout 1999, (ii) rate increases in certain casualty markets (particularly California workers' compensation) and (iii) the realization of growth opportunities in certain commercial markets. Excluding the impact of the terminated reinsurance agreements, net written premiums were up approximately 1% for the third quarter and 10% for the nine months as premium levels moderated during the third quarter due to increasing rates and the absence of premiums from certain unprofitable business which is no longer being written.

In response to continuing losses in the California workers' compensation business, rate increases for this business have been about 22% so far this year and are expected to be in excess of 40% on renewals in the fourth quarter. Rate increases implemented in the other specialty operations have been 10% through the first nine months of 2000 and are targeted to be 12% by year-end.

In response to adverse development in prior year losses, AFG recorded a \$35 million pretax charge in the third quarter of 2000 to strengthen loss reserves in its California workers' compensation business. The combined ratio for the third quarter and nine months of 2000 reflects this reserve strengthening (a combined ratio effect of 10.4 points and 3.8 points for the third quarter and nine months, respectively) and the effect of a highly competitive pricing environment on policies written during 1999.

Life, Accident and Health Premiums and Benefits The increase in life, accident and health premiums and benefits is due primarily to the acquisition of UTA in October 1999.

Start-up Manufacturing Businesses AFG's pretax operating earnings include losses of \$4.1 million for the third quarter of 2000 (\$6.7 million for the first nine months) from two start-up manufacturing businesses acquired in 2000 from their former owners. The businesses are expected to reach "break-even" by the latter part of 2001.

Other Income Other income increased \$7.5 million (17%) in the third quarter of 2000 compared to 1999 as \$11.2 million in income from the sale of certain lease rights and increased fee income generated by certain insurance operations were partially offset by a decrease in income from the sale of operating assets. For the nine months, other income increased \$45 million (45%) compared to 1999 primarily due to increased fee income generated by certain insurance operations and income from the lease rights sale and lease residuals.

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

Gain on Sale of Other Investments In September 2000, GAFRI realized a \$27.2 million pretax gain on the sale of its minority ownership in a company engaged in the production of ethanol. GAFRI's investment was repurchased by the ethanol company which, following the purchase, became wholly-owned by AFG's Chairman.

Gain on Sale of Subsidiaries In 2000, AFG recognized a \$25 million second quarter pretax gain representing an earn-out related to the 1998 sale of its Commercial lines division and a \$6 million third quarter pretax loss on the sale of Stonewall Insurance Company.

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

Annuity Benefits Annuity benefits reflect amounts accrued on annuity policyholders' funds accumulated. The majority of GAFRI's fixed rate annuity products permit GAFRI to change the crediting rate at any time (subject to minimum interest rate guarantees of 3% or 4% per annum). As a result, management has been able to react to changes in market interest rates and maintain a desired interest rate spread.

Interest on Borrowed Money Interest expense for the third quarter and nine months of 2000 increased compared to 1999 due primarily to higher average indebtedness.

Other Operating and General Expenses Other operating and general expenses for the nine months of 2000 include second quarter charges of \$32.5 million related to an agreement to settle a lawsuit against a GAFRI subsidiary and \$8.8 million for an adverse California Supreme Court ruling against an AFG property and casualty subsidiary. Other operating and general expenses increased \$4.8 million (5%) in the third quarter and, excluding these litigation charges, \$30.3 million (11%) for the nine months of 2000 compared to 1999 primarily due to the inclusion of the operations of UTA following its acquisition in October 1999 and increased expenses from certain start-up operations.

Investee Corporation Equity in net earnings of investee represents AFG's proportionate share of Chiquita's earnings. Chiquita reported net losses for the third quarter of 2000 and 1999 of \$53.7 million and \$36.7 million, respectively. For the nine months of 2000, Chiquita reported a net loss of \$6.0 million compared to net income of \$19.4 million for the 1999 period.

In 1993, the European Union ("EU") implemented a regulatory system governing the importation of bananas into the EU. This quota system, which has been ruled illegal by the World Trade Organization, has significantly impacted Chiquita's sales and market share in Europe as well as banana prices in other world-wide markets. To date, the United States government has been unable to obtain relief from the EU. These factors have led to a significant decline in Chiquita's operating results and in the quoted market value of AFG's Chiquita investment. Should AFG's management conclude that the decline in the quoted market price of its Chiquita investment is other than temporary, a writedown of the investment would be recognized.

Cumulative Effect of Accounting Change In the first quarter of 1999, GAFRI implemented Statement of Position 98-5, "Reporting on the Costs of Start-Up Activities." The SOP requires that costs of start-up activities be expensed as incurred and that unamortized balances of previously deferred costs be expensed and reported as the cumulative effect of a change in accounting principle. Accordingly, AFG expensed previously capitalized start-up costs of \$3.8 million (net of minority interest and taxes) in the first quarter of 1999.

Item 3

Quantitative and Qualitative Disclosure of Market Risk

As of September 30, 2000, there were no material changes to the information provided in AFG's Form 10-K for 1999 under the caption "Exposure to Market Risk" in Management's Discussion and Analysis of Financial Condition and Results of Operations.

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PART II
OTHER INFORMATION

Item 1

Legal Proceedings

In February 1994, the USX Corporation ("USX") paid nearly \$600 million in satisfaction of antitrust judgments entered against its subsidiary, The Bessemer & Lake Erie Railroad ("B&LE"). In May 1994, USX/B&LE filed two lawsuits, one in state and the other in federal court, against American Premier as the reorganized successor of The Penn Central Corporation seeking to recover this amount (plus interest) under theories of indemnity and contribution law.

In 1998, all pending suits were dismissed on American Premier's Motions for Summary Judgment. These decisions were appealed by USX/B&LE and each appellate court affirmed the decision of the lower court dismissing the lawsuits. Plaintiffs then petitioned for and were denied re-hearings by panels of federal and state appellate court judges.

Plaintiffs did not appeal the federal courts' decisions to the U.S. Supreme Court and the time for doing so has now expired.

Plaintiffs appealed the state decision to the Ohio Supreme Court, which, on August 4, 2000, agreed to allow an appeal of the state appellate court's decision. On August 14, 2000, American Premier filed a Motion to Dismiss the appeal as being improvidently granted. On October 4, 2000, the Ohio Supreme Court granted this Motion and dismissed the appeal. Plaintiffs filed a Motion for Reconsideration of the dismissal on October 16, 2000. American Premier and its outside counsel continue to believe that American Premier will not suffer any material loss from the remaining state court appeal.

In June 2000, Great American Life Insurance Company ("GALIC") entered into a Memorandum of Understanding to settle a purported class action lawsuit (Woodward v. Great American Life Insurance Company, Hamilton County Court of Common Pleas, Case No. A9900587, filed February 2, 1999). In the settlement, GALIC agreed to (i) create a fund against which certain former policyholders can submit claims for reimbursement of a portion of surrender charges incurred, (ii) record lump-sum credits to certain annuities and (iii) allow certain annuity holders to transfer their annuity value to other products issued by GALIC or its subsidiaries. The complaint filed in the lawsuit had sought unspecified money damages based on alleged (i) failure of GALIC to allow the tax-free transfer of the annuity value of certain annuities to other product providers, and (ii) misleading disclosures concerning GALIC's interest crediting practices. The settlement is set for a fairness hearing in the trial court on November 29, 2000.

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PART II
OTHER INFORMATION

Item 6

Exhibits and Reports on Form 8-K

(a) Exhibit 27.1 - Financial Data Schedule as of September 30, 2000. For submission in electronic filing only.

(b) Reports on Form 8-K: none

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.

November 9, 2000

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