

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2018

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number : 001-31911

American Equity Investment Life Holding Company

(Exact name of registrant as specified in its charter)

Iowa

(State or other jurisdiction of incorporation or
organization)

42-1447959

(I.R.S. Employer Identification No.)

**6000 Westown Parkway
West Des Moines, Iowa 50266**

(Address of principal executive offices, including zip code)

(515) 221-0002

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting company ☐

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

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

APPLICABLE TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

As of May 2, 2018, there were 90,095,990 shares of the registrant's common stock, \$1 par value, outstanding.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except share and per share data)

	March 31, 2018	December 31, 2017
	(Unaudited)	
Assets		
Investments:		
Fixed maturity securities:		
Available for sale, at fair value (amortized cost: 2018 - \$44,510,813; 2017 - \$43,116,759)	\$ 45,551,348	\$ 45,372,989
Held for investment, at amortized cost (fair value: 2018 - \$69,441; 2017 - \$76,460)	77,043	77,041
Mortgage loans on real estate	2,699,637	2,665,531
Derivative instruments	847,741	1,568,380
Other investments	481,825	616,764
Total investments	49,657,594	50,300,705
Cash and cash equivalents	723,784	1,434,045
Coinsurance deposits	4,871,912	4,858,289
Accrued investment income	454,519	429,008
Deferred policy acquisition costs	3,039,311	2,714,523
Deferred sales inducements	2,219,597	2,001,892
Deferred income taxes	159,601	38,147
Other assets	175,006	254,127
Total assets	\$ 61,301,324	\$ 62,030,736
Liabilities and Stockholders' Equity		
Liabilities:		
Policy benefit reserves	\$ 56,072,140	\$ 56,142,673
Other policy funds and contract claims	280,072	282,884
Notes payable	494,215	494,093
Subordinated debentures	242,667	242,565
Amounts due under repurchase agreements	137,223	—
Income taxes payable	72,191	34,285
Other liabilities	1,455,826	1,984,079
Total liabilities	58,754,334	59,180,579
Stockholders' equity:		
Preferred stock, par value \$1 per share, 2,000,000 shares authorized, 2018 and 2017 - no shares issued and outstanding	—	—
Common stock, par value \$1 per share, 200,000,000 shares authorized; issued and outstanding: 2018 - 89,983,823 shares (excluding 1,814,460 treasury shares); 2017 - 89,331,087 shares (excluding 2,064,727 treasury shares)	89,984	89,331
Additional paid-in capital	798,835	791,446
Accumulated other comprehensive income	399,982	724,599
Retained earnings	1,258,189	1,244,781
Total stockholders' equity	2,546,990	2,850,157
Total liabilities and stockholders' equity	\$ 61,301,324	\$ 62,030,736

See accompanying notes to unaudited consolidated financial statements.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

**(Dollars in thousands, except per share data)
(Unaudited)**

	Three Months Ended March 31,	
	2018	2017
Revenues:		
Premiums and other considerations	\$ 9,053	\$ 9,402
Annuity product charges	50,723	43,572
Net investment income	510,784	485,597
Change in fair value of derivatives	(451,083)	386,533
Net realized gains on investments, excluding other than temporary impairment ("OTTI") losses	302	2,338
OTTI losses on investments:		
Total OTTI losses	(907)	—
Portion of OTTI losses recognized in (from) other comprehensive income	—	(141)
Net OTTI losses recognized in operations	(907)	(141)
Total revenues	<u>118,872</u>	<u>927,301</u>
Benefits and expenses:		
Insurance policy benefits and change in future policy benefits	12,094	11,875
Interest sensitive and index product benefits	514,095	419,139
Amortization of deferred sales inducements	100,423	62,325
Change in fair value of embedded derivatives	(867,232)	224,170
Interest expense on notes and loan payable	6,372	7,722
Interest expense on subordinated debentures	3,630	3,336
Amortization of deferred policy acquisition costs	140,639	89,678
Other operating costs and expenses	<u>31,240</u>	<u>27,579</u>
Total benefits and expenses	<u>(58,739)</u>	<u>845,824</u>
Income before income taxes	177,611	81,477
Income tax expense	36,649	27,538
Net income	<u><u>\$ 140,962</u></u>	<u><u>\$ 53,939</u></u>
Earnings per common share	\$ 1.57	\$ 0.61
Earnings per common share - assuming dilution	\$ 1.55	\$ 0.60
Weighted average common shares outstanding (in thousands):		
Earnings per common share	90,017	88,647
Earnings per common share - assuming dilution	91,139	89,976

See accompanying notes to unaudited consolidated financial statements.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

**(Dollars in thousands)
(Unaudited)**

	Three Months Ended March 31,	
	2018	2017
Net income	\$ 140,962	\$ 53,939
Other comprehensive income (loss):		
Change in net unrealized investment gains/losses (1)	(572,033)	129,124
Noncredit component of OTTI losses (1)	—	65
Reclassification of unrealized investment gains/losses to net income (1)	(339)	930
Other comprehensive income (loss) before income tax	(572,372)	130,119
Income tax effect related to other comprehensive income (loss)	120,201	(45,542)
Other comprehensive income (loss)	(452,171)	84,577
Comprehensive income (loss)	\$ (311,209)	\$ 138,516

(1) Net of related adjustments to amortization of deferred sales inducements and deferred policy acquisition costs.

See accompanying notes to unaudited consolidated financial statements.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

**(Dollars in thousands, except share data)
(Unaudited)**

	Common Stock	Additional Paid-in Capital	Accumulated Other Comprehensive Income	Retained Earnings	Total Stockholders' Equity
Balance at December 31, 2016	\$ 88,001	\$ 770,344	\$ 339,966	\$ 1,093,284	\$ 2,291,595
Net income for period	—	—	—	53,939	53,939
Other comprehensive income	—	—	84,577	—	84,577
Share-based compensation	—	2,403	—	—	2,403
Issuance of 629,553 shares of common stock under compensation plans	630	3,087	—	—	3,717
Balance at March 31, 2017	<u>\$ 88,631</u>	<u>\$ 775,834</u>	<u>\$ 424,543</u>	<u>\$ 1,147,223</u>	<u>\$ 2,436,231</u>
Balance at December 31, 2017	\$ 89,331	\$ 791,446	\$ 724,599	\$ 1,244,781	\$ 2,850,157
Net income for period	—	—	—	140,962	140,962
Other comprehensive loss	—	—	(452,171)	—	(452,171)
Implementation of accounting standard related to the reclassification of certain tax effects	—	—	127,554	(127,554)	—
Share-based compensation	—	3,526	—	—	3,526
Issuance of 652,736 shares of common stock under compensation plans	653	3,863	—	—	4,516
Balance at March 31, 2018	<u>\$ 89,984</u>	<u>\$ 798,835</u>	<u>\$ 399,982</u>	<u>\$ 1,258,189</u>	<u>\$ 2,546,990</u>

See accompanying notes to unaudited consolidated financial statements.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

**(Dollars in thousands)
(Unaudited)**

	Three Months Ended March 31,	
	2018	2017
Operating activities		
Net income	\$ 140,962	\$ 53,939
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Interest sensitive and index product benefits	514,095	419,139
Amortization of deferred sales inducements	100,423	62,325
Annuity product charges	(50,723)	(43,572)
Change in fair value of embedded derivatives	(867,232)	224,170
Change in traditional life and accident and health insurance reserves	2,049	726
Policy acquisition costs deferred	(96,562)	(110,574)
Amortization of deferred policy acquisition costs	140,639	89,678
Provision for depreciation and other amortization	900	957
Amortization of discounts and premiums on investments	6,002	2,800
Realized gains (losses) on investments and net OTTI losses recognized in operations	605	(2,197)
Distributions from equity method investments	66	122
Change in fair value of derivatives	450,906	(386,842)
Deferred income taxes	(1,253)	(3,670)
Share-based compensation	3,526	2,403
Change in accrued investment income	(25,511)	(26,371)
Change in income taxes recoverable/payable	37,906	31,161
Change in other assets	(470)	33
Change in other policy funds and contract claims	(4,343)	(6,985)
Change in collateral held for derivatives	(784,932)	233,992
Change in other liabilities	(6,472)	(38,754)
Other	(3,757)	(4,431)
Net cash provided by (used in) operating activities	(443,176)	498,049
Investing activities		
Sales, maturities, or repayments of investments:		
Fixed maturity securities - available for sale	265,837	517,301
Mortgage loans on real estate	68,017	75,110
Derivative instruments	479,675	349,732
Other investments	153,936	4,868
Acquisitions of investments:		
Fixed maturity securities - available for sale	(1,310,985)	(1,216,014)
Mortgage loans on real estate	(101,037)	(100,797)
Derivative instruments	(200,542)	(147,283)
Other investments	(15,131)	(1,550)
Purchases of property, furniture and equipment	(1,099)	(1,402)
Net cash used in investing activities	(661,329)	(520,035)

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Dollars in thousands)
(Unaudited)

	Three Months Ended March 31,	
	2018	2017
Financing activities		
Receipts credited to annuity and single premium universal life policyholder account balances	\$ 1,020,429	\$ 1,073,583
Coinsurance deposits	(6,867)	63,746
Return of annuity policyholder account balances	(738,219)	(727,494)
Net proceeds from amounts due under repurchase agreements	137,223	—
Proceeds from issuance of common stock	4,516	3,717
Change in checks in excess of cash balance	(22,838)	(10,084)
Net cash provided by financing activities	394,244	403,468
Increase (decrease) in cash and cash equivalents	(710,261)	381,482
Cash and cash equivalents at beginning of period	1,434,045	791,266
Cash and cash equivalents at end of period	<u>\$ 723,784</u>	<u>\$ 1,172,748</u>
Supplemental disclosures of cash flow information		
Cash paid during period for:		
Interest expense	\$ 3,488	\$ 18,682
Income taxes	—	47
Non-cash operating activity:		
Deferral of sales inducements	43,670	65,245

See accompanying notes to unaudited consolidated financial statements.

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY AND SUBSIDIARIES**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

March 31, 2018
(Unaudited)

1. Significant Accounting Policies**Consolidation and Basis of Presentation**

The accompanying consolidated financial statements of American Equity Investment Life Holding Company ("we", "us" or "our") have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and notes required by GAAP for complete financial statements. The consolidated financial statements reflect all adjustments, consisting only of normal recurring items, which are necessary to present fairly our financial position and results of operations on a basis consistent with the prior audited consolidated financial statements. Operating results for the three month period ended March 31, 2018 are not necessarily indicative of the results that may be expected for the year ended December 31, 2018. All significant intercompany accounts and transactions have been eliminated. The preparation of financial statements requires the use of management estimates. For further information related to a description of areas of judgment and estimates and other information necessary to understand our financial position and results of operations, refer to the audited consolidated financial statements and notes included in our Annual Report on Form 10-K for the year ended December 31, 2017.

Adopted Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued an accounting standards update ("ASU") related to revenue arising from contracts with customers. This ASU, which replaces most current revenue recognition guidance, including industry specific guidance, prescribes that an entity should recognize revenue to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. We adopted this ASU on January 1, 2018. The adoption of this ASU had no impact on our consolidated financial statements as revenues related to insurance contracts and investment contracts are excluded from its scope.

In January 2016, the FASB issued an ASU that, among other aspects of recognition, measurement, presentation and disclosure of financial instruments, primarily requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. Additionally, it changes the accounting for financial liabilities measured at fair value under the fair value option and eliminates some disclosures regarding fair value of financial assets and liabilities measured at amortized cost. We adopted this ASU on January 1, 2018. The adoption of this ASU had no impact on our consolidated financial statements.

In August 2016, the FASB issued an ASU that clarifies how certain cash receipts and cash payments are to be presented and classified in the statement of cash flows. We adopted this ASU on January 1, 2018. The adoption of this ASU resulted in a reclassification of certain cash flows related to equity method investment distributions from investing activities to operating activities within our consolidated statements of cash flows.

In February 2018, the FASB issued an ASU that allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 ("Tax Reform"). We adopted this ASU on January 1, 2018. The adoption of this ASU resulted in a reclassification of \$128 million between accumulated other comprehensive income and retained earnings within our consolidated balance sheet.

New Accounting Pronouncements

In February 2016, the FASB issued an ASU that will require recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. This ASU affects accounting and disclosure more dramatically for lessees as accounting for lessors is mainly unchanged. This ASU will be effective for us on January 1, 2019, with early adoption permitted. We are in the process of evaluating the impact this guidance may have on our consolidated financial statements.

In June 2016, the FASB issued an ASU that significantly changes the impairment model for most financial assets that are measured at amortized cost and certain other instruments from an incurred loss model to an expected loss model that requires these assets be presented at the net amount expected to be collected. In addition, credit losses on available for sale debt securities should be recorded through an allowance account. This ASU will be effective for us on January 1, 2020, with early adoption permitted. While we are still in the process of evaluating the impact this guidance will have on our consolidated financial statements, we believe the new impairment model will lead to earlier recognition of credit losses for our commercial mortgage loans.

In March 2017, the FASB issued an ASU that applies to certain callable debt securities where the amortized cost basis is at a premium to the price repayable by the issuer at the earliest call date. Under this guidance, the premium will be amortized to the first call date. This ASU will be effective for us on January 1, 2019, with early adoption permitted. We are in the process of evaluating the impact this guidance may have on our consolidated financial statements.

Income Tax Reform

As a result of Tax Reform, the federal corporate tax rate was reduced from 35% to 21% effective January 1, 2018.

2. Fair Values of Financial Instruments

The following sets forth a comparison of the carrying amounts and fair values of our financial instruments:

	March 31, 2018		December 31, 2017	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
(Dollars in thousands)				
Assets				
Fixed maturity securities:				
Available for sale	\$ 45,551,348	\$ 45,551,348	\$ 45,372,989	\$ 45,372,989
Held for investment	77,043	69,441	77,041	76,460
Mortgage loans on real estate	2,699,637	2,684,976	2,665,531	2,670,037
Derivative instruments	847,741	847,741	1,568,380	1,568,380
Other investments	481,825	472,642	616,764	605,894
Cash and cash equivalents	723,784	723,784	1,434,045	1,434,045
Coinsurance deposits	4,871,912	4,402,849	4,858,289	4,347,990
Interest rate caps	890	890	415	415
Interest rate swap	427	427	—	—
Counterparty collateral	124,778	124,778	186,108	186,108
Liabilities				
Policy benefit reserves	55,713,429	47,137,678	55,786,011	46,344,931
Single premium immediate annuity (SPIA) benefit reserves	279,678	288,991	282,563	292,153
Notes payable	494,215	506,345	494,093	521,800
Subordinated debentures	242,667	229,588	242,565	244,117
Amounts due under repurchase agreements	137,223	137,223	—	—
Interest rate swap	—	—	789	789

Fair value is the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. The objective of a fair value measurement is to determine that price for each financial instrument at each measurement date. We meet this objective using various methods of valuation that include market, income and cost approaches.

We categorize our financial instruments into three levels of fair value hierarchy based on the priority of inputs used in determining fair value. The hierarchy defines the highest priority inputs (Level 1) as quoted prices in active markets for identical assets or liabilities. The lowest priority inputs (Level 3) are our own assumptions about what a market participant would use in determining fair value such as estimated future cash flows. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, a financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the financial instrument. We categorize financial assets and liabilities recorded at fair value in the consolidated balance sheets as follows:

- Level 1— Quoted prices are available in active markets for identical financial instruments as of the reporting date. We do not adjust the quoted price for these financial instruments, even in situations where we hold a large position and a sale could reasonably impact the quoted price.
- Level 2— Quoted prices in active markets for similar financial instruments, quoted prices for identical or similar financial instruments in markets that are not active; and models and other valuation methodologies using inputs other than quoted prices that are observable.
- Level 3— Models and other valuation methodologies using significant inputs that are unobservable for financial instruments and include situations where there is little, if any, market activity for the financial instrument. The inputs into the determination of fair value require significant management judgment or estimation. Financial instruments that are included in Level 3 are securities for which no market activity or data exists and for which we used discounted expected future cash flows with our own assumptions about what a market participant would use in determining fair value.

Transfers of securities among the levels occur at times and depend on the type of inputs used to determine fair value of each security. There were no transfers between levels during any period presented.

Our assets and liabilities which are measured at fair value on a recurring basis as of March 31, 2018 and December 31, 2017 are presented below based on the fair value hierarchy levels:

	Total Fair Value	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
(Dollars in thousands)				
March 31, 2018				
Assets				
Fixed maturity securities:				
Available for sale:				
United States Government full faith and credit	\$ 11,433	\$ 5,541	\$ 5,892	\$ —
United States Government sponsored agencies	1,270,106	—	1,270,106	—
United States municipalities, states and territories	4,137,005	—	4,137,005	—
Foreign government obligations	231,671	—	231,671	—
Corporate securities	29,584,128	375	29,583,753	—
Residential mortgage backed securities	1,102,609	—	1,102,609	—
Commercial mortgage backed securities	5,596,882	—	5,596,882	—
Other asset backed securities	3,617,514	—	3,617,514	—
Other investments: equity securities	157,431	150,000	7,431	—
Derivative instruments	847,741	—	847,741	—
Cash and cash equivalents	723,784	723,784	—	—
Interest rate caps	890	—	890	—
Interest rate swap	427	—	427	—
Counterparty collateral	124,778	—	124,778	—
	<u>\$ 47,406,399</u>	<u>\$ 879,700</u>	<u>\$ 46,526,699</u>	<u>\$ —</u>
Liabilities				
Fixed index annuities - embedded derivatives	\$ 8,233,557	\$ —	\$ —	\$ 8,233,557
	<u>\$ 8,233,557</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 8,233,557</u>
December 31, 2017				
Assets				
Fixed maturity securities:				
Available for sale:				
United States Government full faith and credit	\$ 11,876	\$ 5,640	\$ 6,236	\$ —
United States Government sponsored agencies	1,305,017	—	1,305,017	—
United States municipalities, states and territories	4,166,812	—	4,166,812	—
Foreign government obligations	239,360	—	239,360	—
Corporate securities	29,878,971	5	29,878,966	—
Residential mortgage backed securities	1,105,567	—	1,105,567	—
Commercial mortgage backed securities	5,544,850	—	5,544,850	—
Other asset backed securities	3,120,536	—	3,120,536	—
Other investments: equity securities, available for sale	292,429	285,000	7,429	—
Derivative instruments	1,568,380	—	1,568,380	—
Cash and cash equivalents	1,434,045	1,434,045	—	—
Interest rate caps	415	—	415	—
Counterparty collateral	186,108	—	186,108	—
	<u>\$ 48,854,366</u>	<u>\$ 1,724,690</u>	<u>\$ 47,129,676</u>	<u>\$ —</u>
Liabilities				
Interest rate swap	\$ 789	\$ —	\$ 789	\$ —
Fixed index annuities - embedded derivatives	8,790,427	—	—	8,790,427
	<u>\$ 8,791,216</u>	<u>\$ —</u>	<u>\$ 789</u>	<u>\$ 8,790,427</u>

The following methods and assumptions were used in estimating the fair values of financial instruments during the periods presented in these consolidated financial statements.

Fixed maturity securities and equity securities

The fair values of fixed maturity securities and equity securities in an active and orderly market are determined by utilizing independent pricing services. The independent pricing services incorporate a variety of observable market data in their valuation techniques, including:

- reported trading prices,
- benchmark yields,
- broker-dealer quotes,
- benchmark securities,
- bids and offers,
- credit ratings,
- relative credit information, and
- other reference data.

The independent pricing services also take into account perceived market movements and sector news, as well as a security's terms and conditions, including any features specific to that issue that may influence risk and marketability. Depending on the security, the priority of the use of observable market inputs may change as some observable market inputs may not be relevant or additional inputs may be necessary.

The independent pricing services provide quoted market prices when available. Quoted prices are not always available due to market inactivity. When quoted market prices are not available, the third parties use yield data and other factors relating to instruments or securities with similar characteristics to determine fair value for securities that are not actively traded. We generally obtain one value from our primary external pricing service. In situations where a price is not available from this service, we may obtain quotes or prices from additional parties as needed. Market indices of similar rated asset class spreads are considered for valuations and broker indications of similar securities are compared. Inputs used by the broker include market information, such as yield data and other factors relating to instruments or securities with similar characteristics. Valuations and quotes obtained from third party commercial pricing services are non-binding and do not represent quotes on which one may execute the disposition of the assets.

We validate external valuations at least quarterly through a combination of procedures that include the evaluation of methodologies used by the pricing services, analytical reviews and performance analysis of the prices against trends, and maintenance of a securities watch list. Additionally, as needed we utilize discounted cash flow models or perform independent valuations on a case-by-case basis using inputs and assumptions similar to those used by the pricing services. Although we do identify differences from time to time as a result of these validation procedures, we did not make any significant adjustments as of March 31, 2018 and December 31, 2017.

Mortgage loans on real estate

Mortgage loans on real estate are not measured at fair value on a recurring basis. The fair values of mortgage loans on real estate are calculated using discounted expected cash flows using competitive market interest rates currently being offered for similar loans. The fair values of impaired mortgage loans on real estate that we have considered to be collateral dependent are based on the fair value of the real estate collateral (based on appraised values) less estimated costs to sell. The inputs utilized to determine fair value of all mortgage loans are unobservable market data (competitive market interest rates); therefore, fair value of mortgage loans falls into Level 3 in the fair value hierarchy.

Derivative instruments

The fair values of derivative instruments, primarily call options, are based upon the amount of cash that we will receive to settle each derivative instrument on the reporting date. These amounts are determined by our investment team using industry accepted valuation models and are adjusted for the nonperformance risk of each counterparty net of any collateral held. Inputs include market volatility and risk free interest rates and are used in income valuation techniques in arriving at a fair value for each option contract. The nonperformance risk for each counterparty is based upon its credit default swap rate. We have no performance obligations related to the call options purchased to fund our fixed index annuity policy liabilities.

Other investments

Equity securities are the only financial instruments included in other investments that are measured at fair value on a recurring basis (see determination of fair value above). Financial instruments included in other investments that are not measured at fair value on a recurring basis are policy loans, equity method investments and company owned life insurance ("COLI"). We have not attempted to determine the fair values associated with our policy loans, as we believe any differences between carrying values and the fair values afforded these instruments are immaterial to our consolidated financial position and, accordingly, the cost to provide such disclosure does not justify the benefit to be derived. The fair values of our equity method investments are obtained from third parties and determined by calculating the present value of future cash flows discounted by a risk free rate, a risk spread and a liquidity discount. As the risk spread and liquidity discount are unobservable market inputs, the fair value of our equity method investments falls within Level 3 of the fair value hierarchy. The fair value of our COLI approximates the cash surrender value of the policies and falls within Level 2 of the fair value hierarchy.

Cash and cash equivalents

Amounts reported in the consolidated balance sheets for these instruments are reported at their historical cost which approximates fair value due to the nature of the assets assigned to this category.

Interest rate swap and caps

The fair values of our pay fixed/receive variable interest rate swap and our interest rate caps are obtained from third parties and are determined by discounting expected future cash flows using a projected London Interbank Offered Rate ("LIBOR") for the term of the swap and caps.

Counterparty collateral

Amounts reported in other assets in the consolidated balance sheets for these instruments are reported at their historical cost which approximates fair value due to the nature of the assets assigned to this category.

Policy benefit reserves, coinsurance deposits and SPIA benefit reserves

The fair values of the liabilities under contracts not involving significant mortality or morbidity risks (principally deferred annuities), are stated at the cost we would incur to extinguish the liability (i.e., the cash surrender value) as these contracts are generally issued without an annuitization date. The coinsurance deposits related to the annuity benefit reserves have fair values determined in a similar fashion. For period-certain annuity benefit contracts, the fair value is determined by discounting the benefits at the interest rates currently in effect for newly issued immediate annuity contracts. We are not required to and have not estimated the fair value of the liabilities under contracts that involve significant mortality or morbidity risks, as these liabilities fall within the definition of insurance contracts that are exceptions from financial instruments that require disclosures of fair value. Policy benefit reserves, coinsurance deposits and SPIA benefit reserves are not measured at fair value on a recurring basis. All of the fair values presented within these categories fall within Level 3 of the fair value hierarchy as most of the inputs are unobservable market data.

Notes payable

The fair values of our senior unsecured notes are based upon pricing matrices developed by a third party pricing service when quoted market prices are not available and are categorized as Level 2 within the fair value hierarchy. Notes payable are not remeasured at fair value on a recurring basis.

Subordinated debentures

Fair values for subordinated debentures are estimated using discounted cash flow calculations based principally on observable inputs including our incremental borrowing rates, which reflect our credit rating, for similar types of borrowings with maturities consistent with those remaining for the debt being valued. These fair values are categorized as Level 2 within the fair value hierarchy. Subordinated debentures are not measured at fair value on a recurring basis.

Amounts due under repurchase agreements

The amounts reported in the consolidated balance sheets for short term indebtedness under repurchase agreements with variable interest rates approximate their fair values.

Fixed index annuities - embedded derivatives

We estimate the fair value of the embedded derivative component of our fixed index annuity policy benefit reserves at each valuation date by (i) projecting policy contract values and minimum guaranteed contract values over the expected lives of the contracts and (ii) discounting the excess of the projected contract value amounts at the applicable risk free interest rates adjusted for our nonperformance risk related to those liabilities. The projections of policy contract values are based on our best estimate assumptions for future policy growth and future policy decrements. Our best estimate assumptions for future policy growth include assumptions for the expected index credit on the next policy anniversary date which are derived from the fair values of the underlying call options purchased to fund such index credits and the expected costs of annual call options we will purchase in the future to fund index credits beyond the next policy anniversary. The projections of minimum guaranteed contract values include the same best estimate assumptions for policy decrements as were used to project policy contract values.

Within this determination we have the following significant unobservable inputs: 1) the expected cost of annual call options we will purchase in the future to fund index credits beyond the next policy anniversary and 2) our best estimates for future policy decrements, primarily lapse, partial withdrawal and mortality rates. As of March 31, 2018 and December 31, 2017, we utilized an estimate of 3.10% for the expected cost of annual call options, which is based on estimated long-term account value growth and a historical review of our actual option costs.

Our best estimate assumptions for lapse, partial withdrawal and mortality rates are based on our actual experience and our outlook as to future expectations for such assumptions. These assumptions, which are consistent with the assumptions used in calculating deferred policy acquisition costs and deferred sales inducements, are reviewed on a quarterly basis and are revised as our experience develops and/or as future expectations change. Our mortality rate assumptions are based on 65% of the 1983 Basic Annuity Mortality Tables. The following table presents average lapse rate and partial withdrawal rate assumptions, by contract duration, used in estimating the fair value of the embedded derivative component of our fixed index annuity policy benefit reserves at each reporting date:

Contract Duration (Years)	Average Lapse Rates		Average Partial Withdrawal Rates	
	March 31, 2018	December 31, 2017	March 31, 2018	December 31, 2017
1 - 5	2.11%	1.83%	3.33%	3.32%
6 - 10	7.30%	7.01%	3.33%	3.32%
11 - 15	11.33%	11.31%	3.34%	3.34%
16 - 20	11.91%	11.96%	3.24%	3.20%
20+	11.58%	11.62%	3.21%	3.20%

Lapse rates are generally expected to increase as surrender charge percentages decrease. Lapse expectations reflect a significant increase in the year in which the surrender charge period on a contract ends.

The following table provides a reconciliation of the beginning and ending balances for our Level 3 liabilities, which are measured at fair value on a recurring basis using significant unobservable inputs for the three months ended March 31, 2018 and 2017:

	Three Months Ended March 31,	
	2018	2017
(Dollars in thousands)		
Fixed index annuities - embedded derivatives		
Beginning balance	\$ 8,790,427	\$ 6,563,288
Premiums less benefits	549,153	411,502
Change in fair value, net	(1,106,023)	76,210
Ending balance	<u>\$ 8,233,557</u>	<u>\$ 7,051,000</u>

The fair value of our fixed index annuities embedded derivatives is net of coinsurance ceded of \$529.6 million and \$539.7 million as of March 31, 2018 and December 31, 2017, respectively. Change in fair value, net for each period in our embedded derivatives is included in change in fair value of embedded derivatives in the unaudited consolidated statements of operations.

Certain derivatives embedded in our fixed index annuity contracts are our most significant financial instrument measured at fair value that are categorized as Level 3 in the fair value hierarchy. The contractual obligations for future annual index credits within our fixed index annuity contracts are treated as a "series of embedded derivatives" over the expected life of the applicable contracts. We estimate the fair value of these embedded derivatives at each valuation date by the method described above under **fixed index annuities - embedded derivatives**. The projections of minimum guaranteed contract values include the same best estimate assumptions for policy decrements as were used to project policy contract values.

The most sensitive assumption in determining policy liabilities for fixed index annuities is the rates used to discount the excess projected contract values. As indicated above, the discount rate reflects our nonperformance risk. If the discount rates used to discount the excess projected contract values at March 31, 2018, were to increase by 100 basis points, the fair value of the embedded derivatives would decrease by \$529.0 million recorded through operations as a decrease in the change in fair value of embedded derivatives and there would be a corresponding decrease of \$321.0 million to our combined balance for deferred policy acquisition costs and deferred sales inducements recorded through operations as an increase in amortization of deferred policy acquisition costs and deferred sales inducements. A decrease by 100 basis points in the discount rate used to discount the excess projected contract values would increase the fair value of the embedded derivatives by \$588.5 million recorded through operations as an increase in the change in fair value of embedded derivatives and there would be a corresponding increase of \$340.9 million to our combined balance for deferred policy acquisition costs and deferred sales inducements recorded through operations as a decrease in amortization of deferred policy acquisition costs and deferred sales inducements.

3. Investments

At March 31, 2018 and December 31, 2017, the amortized cost and fair value of fixed maturity securities were as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(Dollars in thousands)				
March 31, 2018				
Fixed maturity securities:				
Available for sale:				
United States Government full faith and credit	\$ 11,696	\$ 110	\$ (373)	\$ 11,433
United States Government sponsored agencies	1,308,312	21,134	(59,340)	1,270,106
United States municipalities, states and territories	3,853,098	296,762	(12,855)	4,137,005
Foreign government obligations	227,617	8,502	(4,448)	231,671
Corporate securities	28,801,351	1,186,607	(403,830)	29,584,128
Residential mortgage backed securities	1,044,032	65,581	(7,004)	1,102,609
Commercial mortgage backed securities	5,685,290	33,098	(121,506)	5,596,882
Other asset backed securities	3,579,417	52,730	(14,633)	3,617,514
	<u>\$ 44,510,813</u>	<u>\$ 1,664,524</u>	<u>\$ (623,989)</u>	<u>\$ 45,551,348</u>
Held for investment:				
Corporate security	<u>\$ 77,043</u>	<u>\$ —</u>	<u>\$ (7,602)</u>	<u>\$ 69,441</u>
December 31, 2017				
Fixed maturity securities:				
Available for sale:				
United States Government full faith and credit	\$ 11,861	\$ 162	\$ (147)	\$ 11,876
United States Government sponsored agencies	1,308,290	28,457	(31,730)	1,305,017
United States municipalities, states and territories	3,804,360	366,048	(3,596)	4,166,812
Foreign government obligations	228,214	13,171	(2,025)	239,360
Corporate securities	28,127,653	1,897,005	(145,687)	29,878,971
Residential mortgage backed securities	1,028,484	79,554	(2,471)	1,105,567
Commercial mortgage backed securities	5,531,922	82,768	(69,840)	5,544,850
Other asset backed securities	3,075,975	57,966	(13,405)	3,120,536
	<u>\$ 43,116,759</u>	<u>\$ 2,525,131</u>	<u>\$ (268,901)</u>	<u>\$ 45,372,989</u>
Held for investment:				
Corporate security	<u>\$ 77,041</u>	<u>\$ —</u>	<u>\$ (581)</u>	<u>\$ 76,460</u>
Other investments: equity securities, available for sale:				
Finance, insurance, and real estate	<u>\$ 292,429</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 292,429</u>

At March 31, 2018, 37% of our fixed income securities have call features, of which 2.7% (\$1.2 billion) were subject to call redemption and another 0.2% (\$111.2 million) will become subject to call redemption during the next twelve months. Approximately 74% of our fixed income securities that have call features are not callable until within six months of their stated maturities.

The amortized cost and fair value of fixed maturity securities at March 31, 2018, by contractual maturity, are shown below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. All of our mortgage and other asset backed securities provide for periodic payments throughout their lives and are shown below as separate lines.

	Available for sale		Held for investment	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(Dollars in thousands)				
Due in one year or less	\$ 218,825	\$ 223,487	\$ —	\$ —
Due after one year through five years	5,615,360	5,673,765	—	—
Due after five years through ten years	10,439,109	10,428,466	—	—
Due after ten years through twenty years	9,188,746	9,774,966	—	—
Due after twenty years	8,740,034	9,133,659	77,043	69,441
	34,202,074	35,234,343	77,043	69,441
Residential mortgage backed securities	1,044,032	1,102,609	—	—
Commercial mortgage backed securities	5,685,290	5,596,882	—	—
Other asset backed securities	3,579,417	3,617,514	—	—
	<u>\$ 44,510,813</u>	<u>\$ 45,551,348</u>	<u>\$ 77,043</u>	<u>\$ 69,441</u>

Net unrealized gains on available for sale fixed maturity securities reported as a separate component of stockholders' equity were comprised of the following:

	March 31, 2018	December 31, 2017
(Dollars in thousands)		
Net unrealized gains on available for sale fixed maturity securities	\$ 1,040,535	\$ 2,256,230
Adjustments for assumed changes in amortization of deferred policy acquisition costs and deferred sales inducements	(562,755)	(1,206,078)
Deferred income tax valuation allowance reversal	22,534	22,534
Deferred income tax expense (a)	(100,332)	(348,087)
Net unrealized gains reported as accumulated other comprehensive income	<u>\$ 399,982</u>	<u>\$ 724,599</u>

(a) December 31, 2017 includes \$128 million related to the impact of Tax Reform that was reclassified between accumulated other comprehensive income and retained earnings within our consolidated balance sheet during the first quarter of 2018. For more information regarding the reclassification, see Note 1 to our unaudited consolidated financial statements.

The National Association of Insurance Commissioners ("NAIC") assigns designations to fixed maturity securities. These designations range from Class 1 (highest quality) to Class 6 (lowest quality). In general, securities are assigned a designation based upon the ratings they are given by the Nationally Recognized Statistical Rating Organizations ("NRSRO's"). The NAIC designations are utilized by insurers in preparing their annual statutory statements. NAIC Class 1 and 2 designations are considered "investment grade" while NAIC Class 3 through 6 designations are considered "non-investment grade." Based on the NAIC designations, we had 97% of our fixed maturity portfolio rated investment grade at both March 31, 2018 and December 31, 2017, respectively.

The following table summarizes the credit quality, as determined by NAIC designation, of our fixed maturity portfolio as of the dates indicated:

NAIC Designation	March 31, 2018		December 31, 2017	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(Dollars in thousands)				
1	\$ 27,142,276	\$ 27,984,297	\$ 26,669,427	\$ 28,274,379
2	15,897,296	16,147,267	15,198,551	15,869,219
3	1,350,395	1,316,146	1,161,737	1,157,420
4	170,754	145,085	134,838	117,542
5	17,108	19,926	17,015	20,927
6	10,027	8,068	12,232	9,962
	<u>\$ 44,587,856</u>	<u>\$ 45,620,789</u>	<u>\$ 43,193,800</u>	<u>\$ 45,449,449</u>

The following table shows our investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities (consisting of 1,902 and 955 securities, respectively) have been in a continuous unrealized loss position, at March 31, 2018 and December 31, 2017:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(Dollars in thousands)						
March 31, 2018						
Fixed maturity securities:						
Available for sale:						
United States Government full faith and credit	\$ 3,193	\$ (50)	\$ 6,380	\$ (323)	\$ 9,573	\$ (373)
United States Government sponsored agencies	74,632	(1,513)	932,691	(57,827)	1,007,323	(59,340)
United States municipalities, states and territories	224,928	(5,000)	124,097	(7,855)	349,025	(12,855)
Foreign government obligations	127,620	(2,442)	12,297	(2,006)	139,917	(4,448)
Corporate securities:						
Finance, insurance and real estate	1,980,979	(46,008)	599,683	(48,915)	2,580,662	(94,923)
Manufacturing, construction and mining	1,378,585	(29,518)	229,805	(17,840)	1,608,390	(47,358)
Utilities and related sectors	1,830,012	(41,549)	239,209	(18,121)	2,069,221	(59,670)
Wholesale/retail trade	755,307	(16,446)	173,229	(16,809)	928,536	(33,255)
Services, media and other	3,498,221	(85,932)	855,680	(82,692)	4,353,901	(168,624)
Residential mortgage backed securities	286,561	(4,535)	24,870	(2,469)	311,431	(7,004)
Commercial mortgage backed securities	2,495,283	(43,167)	1,310,142	(78,339)	3,805,425	(121,506)
Other asset backed securities	797,174	(6,376)	187,857	(8,257)	985,031	(14,633)
	<u>\$ 13,452,495</u>	<u>\$ (282,536)</u>	<u>\$ 4,695,940</u>	<u>\$ (341,453)</u>	<u>\$ 18,148,435</u>	<u>\$ (623,989)</u>
Held for investment:						
Corporate security:						
Insurance	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 69,441</u>	<u>\$ (7,602)</u>	<u>\$ 69,441</u>	<u>\$ (7,602)</u>
December 31, 2017						
Fixed maturity securities:						
Available for sale:						
United States Government full faith and credit	\$ 1,565	\$ (10)	\$ 6,731	\$ (137)	\$ 8,296	\$ (147)
United States Government sponsored agencies	44,794	(180)	958,965	(31,550)	1,003,759	(31,730)
United States municipalities, states and territories	44,736	(128)	128,499	(3,468)	173,235	(3,596)
Foreign government obligations	49,663	(337)	12,625	(1,688)	62,288	(2,025)
Corporate securities:						
Finance, insurance and real estate	456,244	(5,135)	600,655	(28,043)	1,056,899	(33,178)
Manufacturing, construction and mining	222,985	(3,475)	231,196	(10,849)	454,181	(14,324)
Utilities and related sectors	395,183	(4,099)	249,416	(8,901)	644,599	(13,000)
Wholesale/retail trade	152,941	(1,249)	178,635	(11,371)	331,576	(12,620)
Services, media and other	729,124	(19,000)	891,654	(53,565)	1,620,778	(72,565)
Residential mortgage backed securities	39,771	(387)	32,917	(2,084)	72,688	(2,471)
Commercial mortgage backed securities	1,096,757	(10,385)	1,306,437	(59,455)	2,403,194	(69,840)
Other asset backed securities	765,531	(3,499)	217,595	(9,906)	983,126	(13,405)
	<u>\$ 3,999,294</u>	<u>\$ (47,884)</u>	<u>\$ 4,815,325</u>	<u>\$ (221,017)</u>	<u>\$ 8,814,619</u>	<u>\$ (268,901)</u>
Held for investment:						
Corporate security:						
Insurance	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 76,460</u>	<u>\$ (581)</u>	<u>\$ 76,460</u>	<u>\$ (581)</u>

Based on the results of our process for evaluating available for sale securities in unrealized loss positions for other than temporary impairments, which is discussed in detail later in this footnote, we have determined that the unrealized losses on the securities in the preceding table are temporary. The unrealized losses at March 31, 2018 are principally related to timing of the purchases of these securities, which carry less yield than those available at March 31, 2018.

Approximately 88% and 83% of the unrealized losses on fixed maturity securities shown in the above table for March 31, 2018 and December 31, 2017, respectively, are on securities that are rated investment grade, defined as being the highest two NAIC designations. All of the fixed maturity securities with unrealized losses are current with respect to the payment of principal and interest.

Changes in net unrealized gains on investments for the three months ended March 31, 2018 and 2017 are as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Fixed maturity securities held for investment carried at amortized cost	\$ (7,021)	\$ (1,976)
Investments carried at fair value:		
Fixed maturity securities, available for sale	\$ (1,215,695)	\$ 281,094
Equity securities, available for sale	—	(13)
	(1,215,695)	281,081
Adjustment for effect on other balance sheet accounts:		
Deferred policy acquisition costs and deferred sales inducements	643,323	(150,962)
Deferred income tax asset/liability	120,201	(45,542)
	763,524	(196,504)
Change in net unrealized gains on investments carried at fair value	\$ (452,171)	\$ 84,577

Proceeds from sales of available for sale securities for the three months ended March 31, 2018 and 2017 were \$85.5 million and \$186.5 million, respectively. Scheduled principal repayments, calls and tenders for available for sale fixed maturity securities for the three months ended March 31, 2018 and 2017 were \$180.4 million and \$330.8 million, respectively.

Realized gains and losses on sales are determined on the basis of specific identification of investments based on the trade date. Net realized gains on investments, excluding net OTTI losses for the three months ended March 31, 2018 and 2017, are as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Available for sale fixed maturity securities:		
Gross realized gains	\$ 1,382	\$ 5,572
Gross realized losses	(2,102)	(3,563)
	(720)	2,009
Other investments:		
Gain on sale of real estate	—	29
Mortgage loans on real estate:		
Decrease in allowance for credit losses	300	300
Recovery of specific allowance	722	—
	1,022	300
	\$ 302	\$ 2,338

Losses on available for sale fixed maturity securities were realized primarily due to strategies to reposition the fixed maturity security portfolio that result in improved net investment income, credit risk or duration profiles as they pertain to our asset liability management.

We review and analyze all investments on an ongoing basis for changes in market interest rates and credit deterioration. This review process includes analyzing our ability to recover the amortized cost basis of each investment that has a fair value that is materially lower than its amortized cost and requires a high degree of management judgment and involves uncertainty. The evaluation of securities for other than temporary impairments is a quantitative and qualitative process, which is subject to risks and uncertainties.

We have a policy and process to identify securities that could potentially have impairments that are other than temporary. This process involves monitoring market events and other items that could impact issuers. The evaluation includes but is not limited to such factors as:

- the length of time and the extent to which the fair value has been less than amortized cost or cost;
- whether the issuer is current on all payments and all contractual payments have been made as agreed;
- the remaining payment terms and the financial condition and near-term prospects of the issuer;

- the lack of ability to refinance due to liquidity problems in the credit market;
- the fair value of any underlying collateral;
- the existence of any credit protection available;
- our intent to sell and whether it is more likely than not we would be required to sell prior to recovery for debt securities;
- consideration of rating agency actions; and
- changes in estimated cash flows of mortgage and asset backed securities.

We determine whether other than temporary impairment losses should be recognized for debt securities by assessing all facts and circumstances surrounding each security. Where the decline in fair value of debt securities is attributable to changes in market interest rates or to factors such as market volatility, liquidity and spread widening, and we anticipate recovery of all contractual or expected cash flows, we do not consider these investments to be other than temporarily impaired because we do not intend to sell these investments and it is not more likely than not we will be required to sell these investments before a recovery of amortized cost, which may be maturity.

If we intend to sell a debt security or if it is more likely than not that we will be required to sell a debt security before recovery of its amortized cost basis, other than temporary impairment has occurred and the difference between amortized cost and fair value will be recognized as a loss in operations.

If we do not intend to sell and it is not more likely than not we will be required to sell the debt security but also do not expect to recover the entire amortized cost basis of the security, an impairment loss would be recognized in operations in the amount of the expected credit loss. We determine the amount of expected credit loss by calculating the present value of the cash flows expected to be collected discounted at each security's acquisition yield based on our consideration of whether the security was of high credit quality at the time of acquisition. The difference between the present value of expected future cash flows and the amortized cost basis of the security is the amount of credit loss recognized in operations. The remaining amount of the other than temporary impairment is recognized in other comprehensive income (loss).

The determination of the credit loss component of a mortgage backed security is based on a number of factors. The primary consideration in this evaluation process is the issuer's ability to meet current and future interest and principal payments as contractually stated at time of purchase. Our review of these securities includes an analysis of the cash flow modeling under various default scenarios considering independent third party benchmarks, the seniority of the specific tranche within the structure of the security, the composition of the collateral and the actual default, loss severity and prepayment experience exhibited. With the input of third party assumptions for default projections, loss severity and prepayment expectations, we evaluate the cash flow projections to determine whether the security is performing in accordance with its contractual obligation.

We utilize the models from a leading structured product software specialist serving institutional investors. These models incorporate each security's seniority and cash flow structure. In circumstances where the analysis implies a potential for principal loss at some point in the future, we use the "best estimate" cash flow projection discounted at the security's effective yield at acquisition to determine the amount of our potential credit loss associated with this security. The discounted expected future cash flows equates to our expected recovery value. Any shortfall of the expected recovery when compared to the amortized cost of the security will be recorded as the credit loss component of other than temporary impairment.

The cash flow modeling is performed on a security-by-security basis and incorporates actual cash flows on the residential mortgage backed securities through the current period, as well as the projection of remaining cash flows using a number of assumptions including default rates, prepayment rates and loss severity rates. The default curves we use are tailored to the Prime or Alt-A residential mortgage backed securities that we own, which assume lower default rates and loss severity for Prime securities versus Alt-A securities. These default curves are scaled higher or lower depending on factors such as current underlying mortgage loan performance, rating agency loss projections, loan to value ratios, geographic diversity, as well as other appropriate considerations.

The following table presents the range of significant assumptions used to determine the credit loss component of other than temporary impairments we have recognized on residential mortgage backed securities for the three months ended March 31, 2017, which are all senior level tranches within the structure of the securities:

Sector	Vintage	Discount Rate		Default Rate		Loss Severity	
		Min	Max	Min	Max	Min	Max
Three months ended March 31, 2017							
Prime	2005	7.7%	7.7%	8%	8%	50%	50%
	2007	6.2%	6.3%	15%	18%	50%	60%

The determination of the credit loss component of a corporate bond (including redeemable preferred stocks) is based on the underlying financial performance of the issuer and their ability to meet their contractual obligations. Considerations in our evaluation include, but are not limited to, credit rating changes, financial statement and ratio analysis, changes in management, significant changes in credit spreads, breaches of financial covenants and a review of the economic outlook for the industry and markets in which they trade. In circumstances where an issuer appears unlikely to meet its future obligation, or the security's price decline is deemed other than temporary, an estimate of credit loss is determined. Credit loss is calculated using default probabilities as derived from the credit default swaps markets in conjunction with recovery rates derived from independent third party analysis or a best estimate of credit loss. This credit loss rate is then incorporated into a present value calculation based on an expected principal loss in the future discounted at the yield at the date of purchase and compared to amortized cost to determine the amount of credit loss associated with the security.

In addition, for debt securities which we do not intend to sell and it is not more likely than not we will be required to sell, but our intent changes due to changes or events that could not have been reasonably anticipated, an other than temporary impairment charge is recognized. Once an impairment charge has been recorded, we then continue to review the other than temporarily impaired securities for appropriate valuation on an ongoing basis. Unrealized losses may be recognized in future periods through a charge to earnings should we later conclude that the decline in fair value below amortized cost is other than temporary pursuant to our accounting policy described above. The use of different methodologies and assumptions to determine the fair value of investments and the timing and amount of impairments may have a material effect on the amounts presented in our consolidated financial statements.

The following table summarizes other than temporary impairments for the three months ended March 31, 2018 and 2017, by asset type:

	Number of Securities	Total OTTI Losses	Portion of OTTI Losses Recognized in (from) Other Comprehensive Income	Net OTTI Losses Recognized in Operations
(Dollars in thousands)				
Three months ended March 31, 2018				
Fixed maturity securities, available for sale:				
Corporate securities:				
Consumer discretionary	1	\$ (907)	\$ —	\$ (907)
Three months ended March 31, 2017				
Fixed maturity securities, available for sale:				
Residential mortgage backed securities	3	\$ —	\$ (141)	\$ (141)

The cumulative portion of other than temporary impairments determined to be credit losses which have been recognized in operations for debt securities are summarized as follows:

	Three Months Ended March 31,	
	2018	2017
(Dollars in thousands)		
Cumulative credit loss at beginning of period	\$ (157,066)	\$ (166,375)
Credit losses on securities for which OTTI has not previously been recognized	(907)	—
Additional credit losses on securities for which OTTI has previously been recognized	—	(141)
Accumulated losses on securities that were disposed of during the period	3,900	13,939
Cumulative credit loss at end of period	\$ (154,073)	\$ (152,577)

The following table summarizes the cumulative noncredit portion of OTTI and the change in fair value since recognition of OTTI, both of which were recognized in other comprehensive income, by major type of security, for securities that are part of our investment portfolio at March 31, 2018 and December 31, 2017:

	Amortized Cost	OTTI Recognized in Other Comprehensive Income	Change in Fair Value Since OTTI was Recognized	Fair Value
(Dollars in thousands)				
March 31, 2018				
Fixed maturity securities, available for sale:				
Corporate securities	\$ 17,947	\$ (3,700)	\$ 10,012	\$ 24,259
Residential mortgage backed securities	282,835	(168,355)	198,719	313,199
Other asset backed securities	4,567	(1,356)	(1,631)	1,580
	<u>\$ 305,349</u>	<u>\$ (173,411)</u>	<u>\$ 207,100</u>	<u>\$ 339,038</u>
December 31, 2017				
Fixed maturity securities, available for sale:				
Corporate securities	\$ 13,015	\$ (4,263)	\$ 10,739	\$ 19,491
Residential mortgage backed securities	297,582	(168,355)	201,620	330,847
Other asset backed securities	4,567	(1,356)	(1,875)	1,336
	<u>\$ 315,164</u>	<u>\$ (173,974)</u>	<u>\$ 210,484</u>	<u>\$ 351,674</u>

4. Mortgage Loans on Real Estate

Our mortgage loan portfolio is summarized in the following table. There were commitments outstanding of \$51.7 million at March 31, 2018.

	March 31, 2018	December 31, 2017
	(Dollars in thousands)	
Principal outstanding	\$ 2,707,352	\$ 2,674,315
Loan loss allowance	(6,496)	(7,518)
Deferred prepayment fees	(1,219)	(1,266)
Carrying value	<u>\$ 2,699,637</u>	<u>\$ 2,665,531</u>

The portfolio consists of commercial mortgage loans collateralized by the related properties and diversified as to property type, location and loan size. Our mortgage lending policies establish limits on the amount that can be loaned to one borrower and other criteria to attempt to reduce the risk of default. The mortgage loan portfolio is summarized by geographic region and property type as follows:

	March 31, 2018		December 31, 2017	
	Principal	Percent	Principal	Percent
(Dollars in thousands)				
Geographic distribution				
East	\$ 563,593	20.8%	\$ 548,067	20.5%
Middle Atlantic	166,782	6.2%	163,485	6.1%
Mountain	317,872	11.7%	308,486	11.5%
New England	12,146	0.5%	12,265	0.5%
Pacific	482,593	17.8%	466,030	17.4%
South Atlantic	613,999	22.7%	609,736	22.8%
West North Central	315,339	11.6%	324,808	12.2%
West South Central	235,028	8.7%	241,438	9.0%
	<u>\$ 2,707,352</u>	<u>100.0%</u>	<u>\$ 2,674,315</u>	<u>100.0%</u>
Property type distribution				
Office	\$ 270,066	10.0%	\$ 283,926	10.6%
Medical Office	32,902	1.2%	34,338	1.3%
Retail	1,051,749	38.8%	1,040,028	38.9%
Industrial/Warehouse	703,892	26.0%	677,770	25.3%
Apartment	471,097	17.4%	462,897	17.3%
Mixed use/other	177,646	6.6%	175,356	6.6%
	<u>\$ 2,707,352</u>	<u>100.0%</u>	<u>\$ 2,674,315</u>	<u>100.0%</u>

Our financing receivables currently consist of one portfolio segment which is our commercial mortgage loan portfolio. These are mortgage loans with collateral consisting of commercial real estate and borrowers consisting mostly of limited liability partnerships or limited liability corporations.

We evaluate our mortgage loan portfolio for the establishment of a loan loss allowance by specific identification of impaired loans and the measurement of an estimated loss for each individual loan identified. A mortgage loan is impaired when it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. If we determine that the value of any specific mortgage loan is impaired, the carrying amount of the mortgage loan will be reduced to its fair value, based upon the present value of expected future cash flows from the loan discounted at the loan's effective interest rate, or the fair value of the underlying collateral less estimated costs to sell.

In addition, we analyze the mortgage loan portfolio for the need of a general loan allowance for probable losses on all other loans on a quantitative and qualitative basis. The amount of the general loan allowance is based upon management's evaluation of the collectability of the loan portfolio, historical loss experience, delinquencies, credit concentrations, underwriting standards and national and local economic conditions.

We rate each of the mortgage loans in our portfolio based on factors such as historical operating performance, loan to value ratio and economic outlook, among others. We calculate a loss factor to apply to each rating based on historical losses we have recognized in our mortgage loan portfolio. We apply the loss factors to the total principal outstanding within each rating category to determine an appropriate estimate of the general loan loss allowance. We also assess the portfolio qualitatively and apply a loss rate to all loans without a specific allowance based on management's assessment of economic conditions, and we apply an additional amount of loss allowance to a group of loans that we have identified as having higher risk of loss.

The following table presents a rollforward of our specific and general valuation allowances for mortgage loans on real estate:

	Three Months Ended March 31, 2018		Three Months Ended March 31, 2017	
	Specific Allowance	General Allowance	Specific Allowance	General Allowance
(Dollars in thousands)				
Beginning allowance balance	\$ (1,418)	\$ (6,100)	\$ (1,327)	\$ (7,100)
Charge-offs	—	—	—	—
Recoveries	722	—	—	—
Change in provision for credit losses	—	300	—	300
Ending allowance balance	<u>\$ (696)</u>	<u>\$ (5,800)</u>	<u>\$ (1,327)</u>	<u>\$ (6,800)</u>

The specific allowance represents the total credit loss allowances on loans which are individually evaluated for impairment. The general allowance is for the group of loans discussed above which are collectively evaluated for impairment. The following table presents the total outstanding principal of loans evaluated for impairment by basis of impairment method:

	March 31, 2018	December 31, 2017
(Dollars in thousands)		
Individually evaluated for impairment	\$ 3,186	\$ 5,445
Collectively evaluated for impairment	2,704,166	2,668,870
Total loans evaluated for impairment	<u>\$ 2,707,352</u>	<u>\$ 2,674,315</u>

Charge-offs include allowances that have been established on loans that were satisfied either by taking ownership of the collateral or by some other means such as discounted pay-off or loan sale. When ownership of the property is taken it is recorded at the lower of the mortgage loan's carrying value or the property's fair value (based on appraised values) less estimated costs to sell. The real estate owned is recorded as a component of Other investments and the mortgage loan is recorded as fully paid, with any allowance for credit loss that has been established charged off. Fair value of the real estate is determined by third party appraisal. Recoveries are situations where we have received a payment from the borrower in an amount greater than the carrying value of the loan (principal outstanding less specific allowance). We did not own any real estate during the three months ended March 31, 2018 and 2017.

We analyze credit risk of our mortgage loans by analyzing all available evidence on loans that are delinquent and loans that are in a workout period.

	March 31, 2018	December 31, 2017
(Dollars in thousands)		
Credit Exposure--By Payment Activity		
Performing	\$ 2,705,957	\$ 2,670,657
In workout	1,395	1,436
Collateral dependent	—	2,222
	<u>\$ 2,707,352</u>	<u>\$ 2,674,315</u>

The loans that are categorized as "in workout" consist of loans that we have agreed to lower or no mortgage payments for a period of time while the borrowers address cash flow and/or operational issues. The key features of these workouts have been determined on a loan-by-loan basis. Most of these loans are in a period of low cash flow due to tenants vacating their space or tenants requesting rent relief during difficult economic periods. Generally, we have allowed the borrower a six month interest only period and in some cases a twelve month period of interest only. Interest only workout loans are expected to return to their regular debt service payments after the interest only period. Interest only loans that are not fully amortizing will have a larger balance at their balloon date than originally contracted. Fully amortizing loans that are in interest only periods will have larger debt service payments for their remaining term due to lost principal payments during the interest only period. In limited circumstances we have allowed borrowers to pay the principal portion of their loan payment into an escrow account that can be used for capital and tenant improvements for a period of not more than twelve months. In these situations new loan amortization schedules are calculated based on the principal not collected during this twelve month workout period and larger payments are collected for the remaining term of each loan. In all cases, the original interest rate and maturity date have not been modified, and we have not forgiven any principal amounts.

Mortgage loans are considered delinquent when they become 60 days or more past due. In general, when loans become 90 days past due, become collateral dependent or enter a period with no debt service payments required we place them on non-accrual status and discontinue recognizing interest income. If payments are received on a delinquent loan, interest income is recognized to the extent it would have been recognized if normal principal and interest would have been received timely. If payments are received to bring a delinquent loan back to current we will resume accruing interest income on that loan. There were no loans in non-accrual status at March 31, 2018. There were \$2.2 million loans in non-accrual status at December 31, 2017.

We define collateral dependent loans as those mortgage loans for which we will depend on the value of the collateral real estate to satisfy the outstanding principal of the loan.

All of our commercial mortgage loans depend on the cash flow of the borrower to be at a sufficient level to service the principal and interest payments as they come due. In general, cash inflows of the borrowers are generated by collecting monthly rent from tenants occupying space within the borrowers' properties. Our borrowers face collateral risks such as tenants going out of business, tenants struggling to make rent payments as they become due, and tenants canceling leases and moving to other locations. We have a number of loans where the real estate is occupied by a single tenant. Our borrowers sometimes face both a reduction in cash flow on their mortgage property as well as a reduction in the fair value of the real estate collateral. If borrowers are unable to replace lost rent revenue and increases in the fair value of their property do not materialize, we could potentially incur more losses than what we have allowed for in our specific and general loan loss allowances.

Aging of financing receivables is summarized in the following table, with loans in a "workout" period as of the reporting date considered current if payments are current in accordance with agreed upon terms:

	30 - 59 Days		60 - 89 Days		90 Days and Over		Total Past Due		Current		Collateral Dependent Receivables		Total Financing Receivables	
	(Dollars in thousands)													
Commercial Mortgage Loans														
March 31, 2018	\$	—	\$	—	\$	—	\$	—	\$	2,707,352	\$	—	\$	2,707,352
December 31, 2017	\$	—	\$	—	\$	—	\$	—	\$	2,672,093	\$	2,222	\$	2,674,315

Financing receivables summarized in the following two tables represent all loans that we are either not currently collecting, or those we feel it is probable we will not collect all amounts due according to the contractual terms of the loan agreements (all loans that we have worked with the borrower to alleviate short-term cash flow issues, loans delinquent for 60 days or more at the reporting date, loans we have determined to be collateral dependent and loans that we have recorded specific impairments on that we feel may continue to have performance issues).

	Recorded Investment	Unpaid Principal Balance	Related Allowance
(Dollars in thousands)			
March 31, 2018			
Mortgage loans with an allowance	\$ 2,490	\$ 3,186	\$ (696)
Mortgage loans with no related allowance	1,395	1,395	—
	<u>\$ 3,885</u>	<u>\$ 4,581</u>	<u>\$ (696)</u>
December 31, 2017			
Mortgage loans with an allowance	\$ 4,027	\$ 5,445	\$ (1,418)
Mortgage loans with no related allowance	1,436	1,436	—
	<u>\$ 5,463</u>	<u>\$ 6,881</u>	<u>\$ (1,418)</u>

	Average Recorded Investment	Interest Income Recognized
(Dollars in thousands)		
Three months ended March 31, 2018		
Mortgage loans with an allowance	\$ 2,509	\$ 50
Mortgage loans with no related allowance	1,415	21
	<u>\$ 3,924</u>	<u>\$ 71</u>
Three months ended March 31, 2017		
Mortgage loans with an allowance	\$ 3,291	\$ 72
Mortgage loans with no related allowance	1,572	23
	<u>\$ 4,863</u>	<u>\$ 95</u>

A Troubled Debt Restructuring ("TDR") is a situation where we have granted a concession to a borrower for economic or legal reasons related to the borrower's financial difficulties that we would not otherwise consider. A mortgage loan that has been granted new terms, including workout terms as described previously, would be considered a TDR if it meets conditions that would indicate a borrower is experiencing financial difficulty and the new terms constitute a concession on our part. We analyze all loans where we have agreed to workout terms and all loans that we have refinanced to determine if they meet the definition of a TDR. We consider the following factors in determining whether or not a borrower is experiencing financial difficulty:

- borrower is in default,
- borrower has declared bankruptcy,
- there is growing concern about the borrower's ability to continue as a going concern,
- borrower has insufficient cash flows to service debt,
- borrower's inability to obtain funds from other sources, and
- there is a breach of financial covenants by the borrower.

If the borrower is determined to be in financial difficulty, we consider the following conditions to determine if the borrower is granted a concession:

- assets used to satisfy debt are less than our recorded investment,
- interest rate is modified,
- maturity date extension at an interest rate less than market rate,
- capitalization of interest,
- delaying principal and/or interest for a period of three months or more, and
- partial forgiveness of the balance or charge-off.

Mortgage loan workouts, refinances or restructures that are classified as TDRs are individually evaluated and measured for impairment. A summary of mortgage loans on commercial real estate with outstanding principal at March 31, 2018 and December 31, 2017 that we determined to be TDRs are as follows:

Geographic Region	Number of TDRs	Principal Balance Outstanding	Specific Loan Loss Allowance	Net Carrying Amount
(Dollars in thousands)				
March 31, 2018				
South Atlantic	1	\$ 2,930	\$ —	\$ 2,930
East North Central	1	1,910	(467)	1,443
	2	\$ 4,840	\$ (467)	\$ 4,373
December 31, 2017				
South Atlantic	1	\$ 2,947	\$ —	\$ 2,947
East North Central	1	1,933	(467)	1,466
	2	\$ 4,880	\$ (467)	\$ 4,413

5. Derivative Instruments

None of our derivatives qualify for hedge accounting, thus, any change in the fair value of the derivatives is recognized immediately in the consolidated statements of operations. The fair value of our derivative instruments, including derivative instruments embedded in fixed index annuity contracts, presented in the consolidated balance sheets are as follows:

	March 31, 2018	December 31, 2017
	(Dollars in thousands)	
Assets		
Derivative instruments		
Call options	\$ 847,741	\$ 1,568,380
Other assets		
Interest rate caps	890	415
Interest rate swap	427	—
	<u>\$ 849,058</u>	<u>\$ 1,568,795</u>
Liabilities		
Policy benefit reserves - annuity products		
Fixed index annuities - embedded derivatives	\$ 8,233,557	\$ 8,790,427
Other liabilities		
Interest rate swap	—	789
	<u>\$ 8,233,557</u>	<u>\$ 8,791,216</u>

The changes in fair value of derivatives included in the unaudited consolidated statements of operations are as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Change in fair value of derivatives:		
Call options	\$ (452,598)	\$ 386,736
Interest rate swap	1,040	75
Interest rate caps	475	(278)
	<u>\$ (451,083)</u>	<u>\$ 386,533</u>
Change in fair value of embedded derivatives:		
Fixed index annuities—embedded derivatives	\$ (1,106,023)	\$ 76,210
Other changes in difference between policy benefit reserves computed using derivative accounting vs. long-duration contracts accounting	238,791	147,960
	<u>\$ (867,232)</u>	<u>\$ 224,170</u>

The amounts presented as "Other changes in difference between policy benefit reserves computed using derivative accounting vs. long-duration contracts accounting" represents the total change in the difference between policy benefit reserves for fixed index annuities computed under the derivative accounting standard and the long-duration contracts accounting standard at each balance sheet date, less the change in fair value of our fixed index annuities embedded derivatives that is presented as Level 3 liabilities in Note 2.

We have fixed index annuity products that guarantee the return of principal to the policyholder and credit interest based on a percentage of the gain in a specified market index. When fixed index annuity deposits are received, a portion of the deposit is used to purchase derivatives consisting of call options on the applicable market indices to fund the index credits due to fixed index annuity policyholders. Substantially all such call options are one year options purchased to match the funding requirements of the underlying policies. The call options are marked to fair value with the change in fair value included as a component of revenues. The change in fair value of derivatives includes the gains or losses recognized at the expiration of the option term or upon early termination and the changes in fair value for open positions. On the respective anniversary dates of the index policies, the index used to compute the annual index credit is reset and we purchase new one-year call options to fund the next annual index credit. We manage the cost of these purchases through the terms of our fixed index annuities, which permit us to change caps, participation rates, and/or asset fees, subject to guaranteed minimums on each policy's anniversary date. By adjusting caps, participation rates, or asset fees, we can generally manage option costs except in cases where the contractual features would prevent further modifications.

Our strategy attempts to mitigate any potential risk of loss due to the nonperformance of the counterparties to these call options through a regular monitoring process which evaluates the program's effectiveness. We do not purchase call options that would require payment or collateral to another institution and our call options do not contain counterparty credit-risk-related contingent features. We are exposed to risk of loss in the event of nonperformance by the counterparties and, accordingly, we purchase our option contracts from multiple counterparties and evaluate the creditworthiness of all counterparties prior to purchase of the contracts. All of these options have been purchased from nationally recognized financial institutions with a Standard and Poor's credit rating of A- or higher at the time of purchase and the maximum credit exposure to any single counterparty is subject to concentration limits. We also have credit support agreements that allow us to request the counterparty to provide collateral to us when the fair value of our exposure to the counterparty exceeds specified amounts.

The notional amount and fair value of our call options by counterparty and each counterparty's current credit rating are as follows:

Counterparty	Credit Rating (S&P)	Credit Rating (Moody's)	March 31, 2018		December 31, 2017	
			Notional Amount	Fair Value	Notional Amount	Fair Value
			(Dollars in thousands)			
Bank of America	A+	Aa3	\$ 5,522,691	\$ 91,549	\$ 4,645,366	\$ 237,955
Barclays	A	A1	3,784,024	89,471	4,135,537	154,127
BNP Paribas	A	Aa3	935,091	21,769	1,411,989	73,650
Canadian Imperial Bank of Commerce	A+	A1	4,179,179	101,280	2,808,030	84,268
Citibank, N.A.	A+	A1	4,422,448	77,256	4,104,666	219,900
Credit Suisse	A	A1	3,020,434	52,130	3,538,855	137,384
J.P. Morgan	A+	Aa3	2,118,331	85,080	1,753,649	109,689
Morgan Stanley	A+	A1	3,244,428	40,096	3,408,179	184,323
Royal Bank of Canada	AA-	A1	3,158,242	96,854	3,027,469	104,141
Societe Generale	A	A2	71,401	1,689	—	—
SunTrust	A-	Baa1	2,080,242	65,445	2,331,168	90,399
Wells Fargo	A+	Aa2	4,065,628	118,295	4,036,255	162,781
Exchange traded			260,283	6,827	296,840	9,763
			\$ 36,862,422	\$ 847,741	\$ 35,498,003	\$ 1,568,380

As of March 31, 2018 and December 31, 2017, we held \$0.8 billion and \$1.6 billion, respectively, of cash and cash equivalents and other securities from counterparties for derivative collateral, which is included in Other liabilities on our consolidated balance sheets. This derivative collateral limits the maximum amount of economic loss due to credit risk that we would incur if parties to the call options failed completely to perform according to the terms of the contracts to \$60.2 million and \$11.9 million at March 31, 2018 and December 31, 2017, respectively.

The future annual index credits on our fixed index annuities are treated as a "series of embedded derivatives" over the expected life of the applicable contract. We do not purchase call options to fund the index liabilities which may arise after the next policy anniversary date. We must value both the call options and the related forward embedded options in the policies at fair value.

We entered into an interest rate swap and interest rate caps to manage interest rate risk associated with the floating rate component on certain of our subordinated debentures. See Note 10 in our Annual Report on Form 10-K for the year ended December 31, 2017 for more information on our subordinated debentures. The terms of the interest rate swap provide that we pay a fixed rate of interest and receive a floating rate of interest. The terms of the interest rate caps limit the three month LIBOR to 2.50%. The interest rate swap and caps are not effective hedges under accounting guidance for derivative instruments and hedging activities. Therefore, we record the interest rate swap and caps at fair value and any net cash payments received or paid are included in the change in fair value of derivatives in the unaudited consolidated statements of operations.

Details regarding the interest rate swap are as follows:

	Notional		Pay		March 31, 2018	December 31, 2017
Maturity Date	Amount	Receive Rate	Rate	Counterparty	Fair Value	Fair Value
(Dollars in thousands)						
March 15, 2021	\$ 85,500	LIBOR	2.415%	SunTrust	\$ 427	\$ (789)

Details regarding the interest rate caps are as follows:

	Notional		Cap		March 31, 2018	December 31, 2017
Maturity Date	Amount	Floating Rate	Rate	Counterparty	Fair Value	Fair Value
(Dollars in thousands)						
July 7, 2021	\$ 40,000	LIBOR	2.50%	SunTrust	\$ 445	\$ 207
July 8, 2021	12,000	LIBOR	2.50%	SunTrust	134	62
July 29, 2021	27,000	LIBOR	2.50%	SunTrust	311	146
	<u>\$ 79,000</u>				<u>\$ 890</u>	<u>\$ 415</u>

The interest rate swap converts floating rates to fixed rates for seven years which began in March 2014. The interest rate caps cap our interest rates for seven years which began in July 2014.

6. Notes Payable and Amounts Due Under Repurchase Agreements

Notes payable includes the following:

	March 31, 2018	December 31, 2017
(Dollars in thousands)		
Senior notes due 2027		
Principal	\$ 500,000	\$ 500,000
Unamortized debt issue costs	(5,457)	(5,572)
Unamortized discount	(328)	(335)
	<u>\$ 494,215</u>	<u>\$ 494,093</u>

On June 16, 2017, we issued \$500 million aggregate principal amount of senior unsecured notes due 2027 which bear interest at 5.0% per year and will mature on June 15, 2027 (the "2027 Notes"). The 2027 Notes were issued at a \$0.3 million discount, which is being amortized over the term of the 2027 Notes using the effective interest method. Contractual interest is payable semi-annually in arrears each June 15th and December 15th. The initial transaction fees and costs totaling \$5.8 million were capitalized as deferred financing costs and are being amortized over the term of the 2027 Notes using the effective interest method.

As part of our investment strategy, we enter into securities repurchase agreements (short-term collateralized borrowings). When we do borrow cash on these repurchase agreements, we pledge collateral in the form of debt securities with fair values approximately equal to the amount due and we use the cash to purchase debt securities ahead of the time we collect the cash from selling annuity policies to avoid a lag between the investment of funds and the obligation to credit interest to policyholders. We earn investment income on the securities purchased with these borrowings at a rate in excess of the cost of these borrowings. Such borrowings averaged \$7.6 million and \$102.8 million and the maximum amount borrowed was \$137.3 million and \$274.5 million during the three months ended March 31, 2018 and March 31, 2017, respectively. The weighted average interest rate on amounts due under repurchase agreements was 1.63% and 0.64% for the three months ended March 31, 2018 and March 31, 2017, respectively.

7. Commitments and Contingencies

We are occasionally involved in litigation, both as a defendant and as a plaintiff. In addition, state regulatory bodies, such as state insurance departments, the Securities and Exchange Commission ("SEC"), Financial Industry Regulatory Authority, the Department of Labor ("DOL"), and other regulatory bodies regularly make inquiries and conduct examinations or investigations concerning our compliance with, among other things, insurance laws, securities laws, the Employee Retirement Income Security Act of 1974, as amended, and laws governing the activities of broker/dealers.

In accordance with applicable accounting guidelines, we establish an accrued liability for litigation and regulatory matters when those matters present loss contingencies that are both probable and estimable. As a litigation or regulatory matter is developing we, in conjunction with outside counsel, evaluate on an ongoing basis whether the matter presents a loss contingency that meets conditions indicating the need for accrual and/or disclosure, and if not the matter will continue to be monitored for further developments. If and when the loss contingency related to litigation or regulatory matters is deemed to be both probable and estimable, we will establish an accrued liability with respect to that matter and will continue to monitor the matter for further developments that may affect the amount of the accrued liability.

There can be no assurance that any pending or future litigation will not have a material adverse effect on our business, financial condition, or results of operations.

In addition to our commitments to fund mortgage loans, we have unfunded commitments at March 31, 2018 to limited partnerships of \$48.4 million and to secured bank loans of \$6.2 million.

8. Earnings Per Share

Earnings Per Share

The following table sets forth the computation of earnings per common share and earnings per common share - assuming dilution:

	Three Months Ended March 31,	
	2018	2017
(Dollars in thousands, except per share data)		
Numerator:		
Net income - numerator for earnings per common share	\$ 140,962	\$ 53,939
Denominator:		
Weighted average common shares outstanding	90,017,166	88,647,078
Effect of dilutive securities:		
Stock options and deferred compensation agreements	850,292	948,317
Restricted stock and restricted stock units	271,890	380,217
Denominator for earnings per common share - assuming dilution	91,139,348	89,975,612
Earnings per common share	\$ 1.57	\$ 0.61
Earnings per common share - assuming dilution	\$ 1.55	\$ 0.60

There were no options to purchase shares of our common stock outstanding excluded from the computation of diluted earnings per share during the three months ended March 31, 2018 or 2017, as the exercise price of all options outstanding was less than the average market price of our common shares for those periods.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's discussion and analysis reviews our unaudited consolidated financial position at March 31, 2018, and the unaudited consolidated results of operations for the three month periods ended March 31, 2018 and 2017, and where appropriate, factors that may affect future financial performance. This analysis should be read in conjunction with our unaudited consolidated financial statements and notes thereto appearing elsewhere in this Form 10-Q, and the audited consolidated financial statements, notes thereto and selected consolidated financial data appearing in our Annual Report on Form 10-K for the year ended December 31, 2017.

Cautionary Statement Regarding Forward-Looking Information

All statements, trend analyses and other information contained in this report and elsewhere (such as in filings by us with the SEC, press releases, presentations by us or our management or oral statements) relative to markets for our products and trends in our operations or financial results, as well as other statements including words such as "anticipate", "believe", "plan", "estimate", "expect", "intend", and other similar expressions, constitute forward-looking statements. We caution that these statements may and often do vary from actual results and the differences between these statements and actual results can be material. Accordingly, we cannot assure you that actual results will not differ materially from those expressed or implied by the forward-looking statements. Factors that could contribute to these differences include, among other things:

- general economic conditions and other factors, including prevailing interest rate levels and stock and credit market performance which may affect (among other things) our ability to sell our products, our ability to access capital resources and the costs associated therewith, the fair value of our investments, which could result in impairments and other than temporary impairments, and certain liabilities, and the lapse rate and profitability of policies;
- customer response to new products and marketing initiatives;
- changes in Federal income tax laws and regulations which may affect the relative income tax advantages of our products;
- increasing competition in the sale of annuities;
- regulatory changes or actions, including those relating to regulation of financial services affecting (among other things) bank sales and underwriting of insurance products and regulation of the sale, underwriting and pricing of products; and
- the risk factors or uncertainties listed from time to time in our filings with the SEC.

For a detailed discussion of these and other factors that might affect our performance, see Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2017.

Our Business and Profitability

We specialize in the sale of individual annuities (primarily fixed index deferred annuities). Under U.S. GAAP, premium collections for deferred annuities are reported as deposit liabilities instead of as revenues. Similarly, cash payments to policyholders are reported as decreases in the liabilities for policyholder account balances and not as expenses. Sources of revenues for products accounted for as deposit liabilities are net investment income, surrender charges assessed against policy withdrawals and fees deducted from policyholder account balances for lifetime income benefit riders, net realized gains (losses) on investments and changes in fair value of derivatives. Components of expenses for products accounted for as deposit liabilities are interest sensitive and index product benefits (primarily interest credited to account balances and changes in lifetime income benefit rider reserves), changes in fair value of embedded derivatives, amortization of deferred sales inducements and deferred policy acquisition costs, other operating costs and expenses and income taxes.

Our business model contemplates continued growth in invested assets and non-GAAP operating income while maintaining a high quality investment portfolio that will not experience significant losses from impairments of invested assets. We are committed to maintaining a high quality investment portfolio with limited exposure to below investment grade securities and other riskier assets. Growth in invested assets is predicated on a continuation of our high sales achievements of the last five years while at the same time maintaining a high level of retention of the funds received. The economic and personal investing environments continued to be conducive for high sales levels as retirees and others look to put their money in instruments that will protect their principal and provide them with consistent cash flow sources in their retirement years. However, our sales have slowed since the first half of 2016 as competition in our distribution channels escalated, rates from several of our competitors were appreciably above prior levels, and uncertainty regarding the DOL conflict of interest fiduciary rule persisted. The uncertainty regarding the DOL conflict of interest fiduciary rule was abated in the second half of 2017 following the delay of the final applicability date of the regulation and the related exemptions.

On April 6, 2016, the DOL released a final regulation which substantially expands the range of activities that will be considered to be fiduciary advice under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code of 1986. On June 9, 2017 certain provisions of the fiduciary regulation became applicable with the remainder to become effective July 1, 2019. On March 15, 2018, the United States Fifth Circuit Court of Appeals ("Fifth Circuit") issued a decision vacating the DOL fiduciary regulation. Subject to certain appeal rights, the Fifth Circuit's decision is expected to become effective on or about May 8, 2018. At that time the law regarding fiduciary status will revert back to the law in effect prior to the issuance of the DOL fiduciary regulation.

Our profitability depends in large part upon:

- the amount of assets under our management,
- investment spreads we earn on our policyholder account balances,
- our ability to manage our investment portfolio to maximize returns and minimize risks such as interest rate changes and defaults or impairment of investments,
- our ability to manage interest rates credited to policyholders and costs of the options purchased to fund the annual index credits on our fixed index annuities,
- our ability to manage the costs of acquiring new business (principally commissions paid to agents and distribution partners and bonuses credited to policyholders),
- our ability to manage our operating expenses, and
- income taxes.

Earnings from products accounted for as deposit liabilities are primarily generated from the excess of net investment income earned over the interest credited or the cost of providing index credits to the policyholder, or the "investment spread." Our investment spread is summarized as follows:

	Three Months Ended March 31,	
	2018	2017
Average yield on invested assets	4.36%	4.48%
Aggregate cost of money	1.82%	1.77%
Aggregate investment spread	2.54%	2.71%
Impact of:		
Investment yield - additional prepayment income	0.03%	0.07%
Cost of money benefit of over hedging	0.02%	0.05%

The cost of money for fixed index annuities and average crediting rates for fixed rate annuities are computed based upon policyholder account balances and do not include the impact of amortization of deferred sales inducements. See Critical Accounting Policies - Deferred Policy Acquisition Costs and Deferred Sales Inducements included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017. With respect to our fixed index annuities, the cost of money includes the average crediting rate on amounts allocated to the fixed rate strategy, expenses we incur to fund the annual index credits and where applicable, minimum guaranteed interest credited. Proceeds received upon expiration of call options purchased to fund annual index credits are recorded as part of the change in fair value of derivatives, and are largely offset by an expense for interest credited to annuity policyholder account balances. See Critical Accounting Policies - Policy Liabilities for Fixed Index Annuities and Financial Condition - Derivative Instruments included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017.

We continue to be in the midst of an unprecedented period of low interest rates and low yields for investments with the credit quality we prefer which presents a strong headwind to achieving our target rate for investment spread. In response to this, we have been reducing policyholder crediting rates for new annuities and existing annuities since the fourth quarter of 2011. We continue to have flexibility to reduce our crediting rates if necessary and could decrease our cost of money by approximately 54 basis points if we reduce current rates to guaranteed minimums. In addition, starting in 2017 we began to invest in asset classes that were not traditionally in our portfolio, focusing on investments with less liquidity that provide higher yields and have a track record of positive credit performance over time. Investment yields available to us in the first quarter of 2018 increased compared to 2017 due to an increase in interest rates on the asset classes we targeted for purchase and investment in new asset classes as noted above.

Life insurance companies are subject to the NAIC risk-based capital ("RBC") requirements which are intended to be used by insurance regulators as an early warning tool to identify deteriorating or weakly capitalized insurance companies for the purpose of initiating regulatory action. Rating agencies utilize a form of RBC to partially determine capital strength of insurance companies. Our RBC ratio at December 31, 2017 was 378%, and our estimated RBC ratio at March 31, 2018 was 383%.

Results of Operations for the Three Months Ended March 31, 2018 and 2017

Annuity deposits by product type collected during the three months ended March 31, 2018 and 2017, were as follows:

Product Type	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Fixed index annuities	\$ 993,914	\$ 1,028,839
Annual reset fixed rate annuities	16,490	14,843
Multi-year fixed rate annuities	10,025	29,901
Single premium immediate annuities	10,630	5,551
Total before coinsurance ceded	1,031,059	1,079,134
Coinsurance ceded	89,695	71,074
Net after coinsurance ceded	\$ 941,364	\$ 1,008,060

Annuity deposits before and after coinsurance ceded decreased 4% and 7%, respectively, during the first quarter of 2018 compared to the same period in 2017. The decrease in sales for the three months ended March 31, 2018 as compared to the same period in 2017 primarily reflects continued competitive pressures within each of our distribution channels. In addition, we continued to face a challenging environment for sales of fixed index annuities during the first quarter of 2018 due to low interest rates and strong equity markets. The relatively larger decline in net sales compared to gross sales is due to an increase in coinsurance ceded premiums as a result of an increase in Eagle Life Insurance Company's ("Eagle Life") fixed index annuity sales during the first quarter of 2018 as compared to the same period in 2017.

We coinsure 80% of the annuity deposits received from MYGA fixed annuity products and 50% of the fixed index annuities sold by Eagle Life through broker/dealers and banks. The changes in coinsurance ceded premiums are attributable to changes in premiums from these sources.

Net income increased to \$141.0 million in the first quarter of 2018 compared to \$53.9 million for the same period in 2017.

Net income, in general, has been positively impacted by the growth in the volume of business in force and the investment spread earned on this business. The average amount of annuity account balances outstanding (net of annuity liabilities ceded under coinsurance agreements) increased 7% to \$48.8 billion for the first quarter of 2018 compared to \$45.6 billion for the same period in 2017. Our investment spread measured in dollars was \$283.6 million for the first quarter of 2018 compared to \$278.6 million for the same period in 2017. As previously mentioned, our investment spread has been negatively impacted by the extended low interest rate environment (see **Net investment income**).

Net income is also impacted by the change in fair value of derivatives and embedded derivatives which fluctuates from period to period based upon changes in fair values of call options purchased to fund the annual index credits for fixed index annuities and changes in interest rates used to discount the embedded derivative liability. Net income for the three months ended March 31, 2018 was positively impacted by increases in the discount rates used to estimate the fair value of our embedded derivative liability while net income for the three months ended March 31, 2017 was negatively impacted by decreases in those same discount rates (see **Change in fair value of derivatives** and **Change in fair value of embedded derivatives**).

Net income for the three months ended March 31, 2018 was also positively impacted by a decrease in the tax rate as a result of Tax Reform (see **Income taxes**).

Non-GAAP operating income, a non-GAAP financial measure, increased to \$77.7 million in the first quarter of 2018 compared to \$59.6 million for the same period in 2017.

In addition to net income, we have consistently utilized non-GAAP operating income, a non-GAAP financial measure commonly used in the life insurance industry, as an economic measure to evaluate our financial performance. Non-GAAP operating income equals net income adjusted to eliminate the impact of items that fluctuate from quarter to quarter in a manner unrelated to core operations, and we believe measures excluding their impact are useful in analyzing operating trends. The most significant adjustments to arrive at non-GAAP operating income eliminate the impact of fair value accounting for our fixed index annuity business and are not economic in nature but rather impact the timing of reported results. We believe the combined presentation and evaluation of non-GAAP operating income together with net income provides information that may enhance an investor's understanding of our underlying results and profitability.

Non-GAAP operating income is not a substitute for net income determined in accordance with GAAP. The adjustments made to derive non-GAAP operating income are important to understand our overall results from operations and, if evaluated without proper context, non-GAAP operating income possesses material limitations. As an example, we could produce a low level of net income in a given period, despite strong operating performance, if in that period we experience significant net realized losses from our investment portfolio. We could also produce a high level of net income in a given period, despite poor operating performance, if in that period we generate significant net realized gains from our investment portfolio. As an example of another limitation of operating income, it does not include the decrease in cash flows expected to be collected as a result of credit loss OTTI. Therefore, our management reviews net realized investment gains (losses) and analyses of our net investment income, including impacts related to OTTI write-downs, in connection with their review of our investment portfolio. In addition, our management examines net income as part of their review of our overall financial results.

The adjustments made to net income to arrive at non-GAAP operating income for the three months ended March 31, 2018 and 2017 are set forth in the table that follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Reconciliation from net income to non-GAAP operating income:		
Net income	\$ 140,962	\$ 53,939
Adjustments to arrive at non-GAAP operating income:		
Net realized investment (gains) losses, including OTTI	23	(1,942)
Change in fair value of derivatives and embedded derivatives - fixed index annuities	(78,818)	10,977
Change in fair value of derivatives - debt	(1,832)	(247)
Income taxes	17,359	(3,105)
Non-GAAP operating income	\$ 77,694	\$ 59,622

The amounts disclosed in the reconciliation above are presented net of related adjustments to amortization of deferred sales inducements and deferred policy acquisition costs where applicable.

Annuity product charges (surrender charges assessed against policy withdrawals and fees deducted from policyholder account balances for lifetime income benefit riders) increased 16% to \$50.7 million in the first quarter of 2018 compared to \$43.6 million for the same period in 2017. The components of annuity product charges are set forth in the table that follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Surrender charges	\$ 16,282	\$ 13,634
Lifetime income benefit riders (LIBR) fees	34,441	29,938
	<u>\$ 50,723</u>	<u>\$ 43,572</u>
Withdrawals from annuity policies subject to surrender charges	\$ 129,996	\$ 107,219
Average surrender charge collected on withdrawals subject to surrender charges	12.5%	12.7%
Fund values on policies subject to LIBR fees	\$ 4,782,117	\$ 4,296,670
Weighted average per policy LIBR fee	0.72%	0.70%

The increase in annuity product charges was primarily attributable to an increase in fees assessed for lifetime income benefit riders due to a larger volume of business in force subject to the fee and an increase in the average fees being charged due to higher fees on new products as compared to prior periods. See **Interest sensitive and index product benefits** below for corresponding expense recognized on lifetime income benefit riders. Surrender charges increased in the first quarter of 2018 as compared to the same period in 2017 due to an increase in withdrawals from annuity policies subject to surrender charges during the first quarter of 2018 as compared to the same period in 2017.

Net investment income increased 5% to \$510.8 million in the first quarter of 2018 compared to \$485.6 million for the same period in 2017. The increase was principally attributable to the growth in our annuity business and corresponding increases in our invested assets. Average invested assets excluding derivative instruments (on an amortized cost basis) increased 8% to \$46.9 billion for the first quarter of 2018 compared to \$43.6 billion for the same period in 2017.

The average yield earned on average invested assets was 4.36% for the first quarter of 2018 compared to 4.48% for the same period in 2017. The decrease in yield earned on average invested assets was attributable to investment of new premiums and portfolio cash flows during 2017 at rates below the overall portfolio yield. The average yield on fixed income securities purchased and commercial mortgage loans funded during the three months ended March 31, 2018 was 4.43%, compared to 4.13% for the same period in 2017. The unfavorable impact from lower new money investment yields was offset by non-trendable investment income items which added three and seven basis points to the average yield on invested assets for the first quarter of 2018 and 2017.

Change in fair value of derivatives consists of call options purchased to fund annual index credits on fixed index annuities, and an interest rate swap and interest rate caps that hedge our floating rate subordinated debentures. The components of change in fair value of derivatives are as follows:

	Three Months Ended March 31,	
	2018	2017
(Dollars in thousands)		
Call options:		
Gain (loss) on option expiration	\$ 291,976	\$ 205,400
Change in unrealized gains/losses	(744,574)	181,336
Interest rate swap	1,040	75
Interest rate caps	475	(278)
	<u>\$ (451,083)</u>	<u>\$ 386,533</u>

The differences between the change in fair value of derivatives between periods for call options are primarily due to the performance of the indices upon which our call options are based which impacts the market values and changes in the market values of those call options between periods. A substantial portion of our call options are based upon the S&P 500 Index with the remainder based upon other equity and bond market indices. The range of index appreciation (after applicable caps, participation rates and asset fees) for options expiring during the three months ended March 31, 2018 and 2017 is as follows:

	Three Months Ended March 31,	
	2018	2017
S&P 500 Index		
Point-to-point strategy	1.0% - 12.6%	1.0% - 13.3%
Monthly average strategy	0.6% - 8.0%	0.1% - 10.6%
Monthly point-to-point strategy	0.0% - 17.5%	0.0% - 15.2%
Fixed income (bond index) strategies	0.0% - 2.5%	0.0% - 4.1%

The change in fair value of derivatives is also influenced by the aggregate cost of options purchased. The aggregate cost of options has increased primarily due to an increased amount of fixed index annuities in force as well as an increase in the cost of options for certain index strategies which began during the second half of 2017. The aggregate cost of options is also influenced by the amount of policyholder funds allocated to the various indices and market volatility which affects option pricing. See Critical Accounting Policies - Policy Liabilities for Fixed Index Annuities included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017.

Net realized gains on investments, excluding OTTI losses include gains and losses on the sale of securities and impairment losses on mortgage loans on real estate which fluctuate from year to year due to changes in the interest rate and economic environment and the timing of the sale of investments, as well as gains (losses) recognized on real estate owned due to any sales and impairments on long-lived assets. See Note 3 to our unaudited consolidated financial statements for a detailed presentation of the types of investments that generated the gains (losses).

Losses on available for sale fixed maturity securities were realized primarily due to strategies to reposition the fixed maturity security portfolio that resulted in improved net investment income, risk or duration profiles as they pertain to our asset liability management. See Financial Condition - Investments and Note 4 to our unaudited consolidated financial statements for additional discussion of allowance for credit losses recognized on mortgage loans on real estate.

Net OTTI losses recognized in operations increased to \$0.9 million in the first quarter of 2018 compared to \$0.1 million for the same period in 2017. See Financial Condition - Other Than Temporary Impairments for additional discussion of other than temporary impairments recognized during the periods presented.

Interest sensitive and index product benefits increased 23% to \$514.1 million in the first quarter of 2018 compared to \$419.1 million for the same period in 2017. The components of interest sensitive and index product benefits are summarized as follows:

	Three Months Ended March 31,	
	2018	2017
(Dollars in thousands)		
Index credits on index policies	\$ 423,940	\$ 321,880
Interest credited (including changes in minimum guaranteed interest for fixed index annuities)	56,770	67,006
Lifetime income benefit riders	33,385	30,253
	<u>\$ 514,095</u>	<u>\$ 419,139</u>

The increase in index credits was attributable to changes in the level of appreciation of the underlying indices (see discussion above under **Change in fair value of derivatives**) and the amount of funds allocated by policyholders to the respective index options. Total proceeds received upon expiration of the call options purchased to fund the annual index credits were \$425.6 million for the three months ended March 31, 2018, compared to \$326.6 million for the same period in 2017. The decrease in interest credited was due to decreases in the average rate credited to the annuity liabilities outstanding receiving a fixed rate of interest and the amount of annuity liabilities outstanding receiving a fixed rate of interest. The increase in benefits recognized for lifetime income benefit riders was due to an increase in the number of policies with lifetime income benefit riders which correlates to the increase in fees discussed in **Annuity product charges**.

The reserve (net of coinsurance ceded) held for lifetime income benefit riders was \$737.8 million and \$704.4 million at March 31, 2018 and December 31, 2017, respectively.

Amortization of deferred sales inducements, in general, has been increasing each period due to growth in our annuity business and the deferral of sales inducements incurred with respect to sales of premium bonus annuity products. Bonus products represented 86% and 88% of our net annuity account values at March 31, 2018 and March 31, 2017, respectively. The increases in amortization from these factors have been affected by amortization associated with fair value accounting for derivatives and embedded derivatives utilized in our fixed index annuity business and amortization associated with net realized gains (losses) on investments and net OTTI losses recognized in operations. Fair value accounting for derivatives and embedded derivatives utilized in our fixed index annuity business creates differences in the recognition of revenues and expenses from derivative instruments including the embedded derivative liabilities in our fixed index annuity contracts. The change in fair value of the embedded derivatives will not correspond to the change in fair value of the derivatives (purchased call options), because the purchased call options are one-year options while the options valued in the fair value of embedded derivatives cover the expected lives of the contracts which typically exceed ten years. Amortization of deferred sales inducements is summarized as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Amortization of deferred sales inducements before gross profit adjustments	\$ 67,211	\$ 67,784
Gross profit adjustments:		
Fair value accounting for derivatives and embedded derivatives	33,456	(5,588)
Net realized gains (losses) on investments and net OTTI losses recognized in operations	(244)	129
Amortization of deferred sales inducements after gross profit adjustments	<u>\$ 100,423</u>	<u>\$ 62,325</u>

Change in fair value of embedded derivatives includes changes in the fair value of our fixed index annuity embedded derivatives (see Note 5 to our unaudited consolidated financial statements). The components of change in fair value of embedded derivatives are as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Fixed index annuities - embedded derivatives	\$ (1,106,023)	\$ 76,210
Other changes in difference between policy benefit reserves computed using derivative accounting vs. long-duration contracts accounting	238,791	147,960
	<u>\$ (867,232)</u>	<u>\$ 224,170</u>

The change in fair value of the fixed index annuity embedded derivatives resulted from (i) changes in the expected index credits on the next policy anniversary dates, which are related to the change in fair value of the call options acquired to fund those index credits discussed above in **Change in fair value of derivatives**; (ii) changes in discount rates used in estimating our embedded derivative liabilities; and (iii) the growth in the host component of the policy liability. The amounts presented as "Other changes in difference between policy benefit reserves computed using derivative accounting vs. long-duration contracts accounting" represents the total change in the difference between policy benefit reserves for fixed index annuities computed under the derivative accounting standard and the long-duration contracts accounting standard at each balance sheet date, less the change in fair value of our fixed index annuities embedded derivative. See Critical Accounting Policies - Policy Liabilities for Fixed Index Annuities included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017. The primary reasons for the decrease in the change in fair value of the fixed index annuity embedded derivatives during the three months ended March 31, 2018 were decreases in the expected index credits on the next policy anniversary dates resulting from decreases in the fair value of the call options acquired to fund these index credits during the three months ended March 31, 2018 as compared to the increases in the expected index credits due to increases in the fair value of the call options for the same period of 2017 and increases in the discount rates used in estimating the fair value of our embedded derivative liabilities during the three months ended March 31, 2018 as compared to decreases in those same discount rates for the same period of 2017. The discount rates used in estimating our embedded derivative liabilities fluctuate based on changes in the general level of interest rates and credit spreads both of which increased during the three months ended March 31, 2018.

Interest expense on notes and loan payable decreased 17% to \$6.4 million in the first quarter of 2018 compared to \$7.7 million for the same period in 2017. Interest expense by debt instrument is as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
2027 Notes	\$ 6,372	\$ —
2021 Notes	—	6,896
Term loan due 2019	—	826
	<u>\$ 6,372</u>	<u>\$ 7,722</u>

The decrease in interest expense for the three months ended March 31, 2018 was due to the repayment of our outstanding \$100 million term loan and the refinancing of our \$400 million 6.625% notes due 2021 with the issuance of the 2027 Notes. This lowered our senior notes costs to 5% from 6.625%.

Amortization of deferred policy acquisition costs, in general, has been increasing each period due to the growth in our annuity business and the deferral of policy acquisition costs incurred with respect to sales of annuity products. The increases in amortization from these factors have been affected by amortization associated with fair value accounting for derivatives and embedded derivatives utilized in our fixed index annuity business and amortization associated with net realized gains (losses) on investments and net OTTI losses recognized in operations. As discussed above, fair value accounting for derivatives and embedded derivatives utilized in our fixed index annuity business creates differences in the recognition of revenues and expenses from derivative instruments including the embedded derivative liabilities in our fixed index annuity contracts. Amortization of deferred policy acquisition costs is summarized as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Amortization of deferred policy acquisition costs before gross profit adjustments	\$ 95,440	\$ 95,431
Gross profit adjustments:		
Fair value accounting for derivatives and embedded derivatives	45,537	(5,878)
Net realized gains (losses) on investments and net OTTI losses recognized in operations	(338)	125
Amortization of deferred policy acquisition costs after gross profit adjustments	<u>\$ 140,639</u>	<u>\$ 89,678</u>

Other operating costs and expenses increased 13.3% to \$31.2 million in the first quarter of 2018 compared to \$27.6 million for the same period in 2017 and are summarized as follows:

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Salary and benefits	\$ 16,387	\$ 13,777
Risk charges	7,679	7,055
Other	7,174	6,747
Total other operating costs and expenses	<u>\$ 31,240</u>	<u>\$ 27,579</u>

The three months ended March 31, 2018 reflect an increase in salary and benefits of \$0.9 million due to an increased number of employees related to our growth and an increase of \$1.9 million related to expense recognized under our incentive compensation program and other bonus programs as compared to the same period in 2017. The increase in expenses related to our incentive compensation program and other bonus programs during the three months ended March 31, 2018 as compared to the same period in 2017 was primarily due to an increase in the percentage of restricted stock units granted that were earned or are expected to be earned and an increase in expected payouts under various company bonus plans due to an increased number of employees participating in certain plans and a higher potential payout for certain employees participating in certain plans.

The increase in reinsurance risk charges expense for the three months ended March 31, 2018 as compared to the same period in 2017 was due to growth in our policyholder liabilities subject to the reinsurance agreement pursuant to which we cede excess regulatory reserves to an unaffiliated reinsurer. The regulatory reserves ceded at March 31, 2018 and 2017 were \$754.0 million and \$690.9 million, respectively.

Income tax expense was \$36.6 million in the first quarter of 2018 compared to \$27.5 million for the same period in 2017. The change in income tax expense was primarily due to changes in income before income taxes as well as changes in the tax rate as a result of Tax Reform. The effective income tax rates were 20.6% and 33.8% for the three months ended March 31, 2018 and 2017, respectively.

Income tax expense and the resulting effective tax rate are based upon two components of income before income taxes ("pretax income") that are taxed at different tax rates. Life insurance income is generally taxed at an effective rate of approximately 21.6% reflecting the absence of state income taxes for substantially all of the states that the life insurance subsidiaries do business in. The income for the parent company and other non-life insurance subsidiaries (the "non-life insurance group") is generally taxed at an effective tax rate of 29.5% reflecting the combined federal / state income tax rates. Prior to Tax Reform, life insurance income was generally taxed at an effective rate of approximately 35.6% while income for the non-life insurance group was generally taxed at an effective tax rate of 41.5% reflecting the combined federal / state income tax rates. The effective income tax rates resulting from the combination of the income tax provisions for the life / non-life sources of income vary from period to period based primarily on the relative size of pretax income from the two sources.

The effective income tax rate was impacted by a discrete tax item related to share-based compensation that reduced income tax expense for the three months ended March 31, 2018 and 2017 by approximately \$1.6 million and \$1.3 million, respectively.

Financial Condition

Investments

Our investment strategy is to maintain a predominantly investment grade fixed income portfolio, provide adequate liquidity to meet our cash obligations to policyholders and others and maximize current income and total investment return through active investment management. Consistent with this strategy, our investments principally consist of fixed maturity securities and mortgage loans on real estate.

Insurance statutes regulate the type of investments that our life subsidiaries are permitted to make and limit the amount of funds that may be used for any one type of investment. In light of these statutes and regulations and our business and investment strategy, we generally seek to invest in United States government and government-sponsored agency securities, corporate securities, residential and commercial mortgage backed securities, other asset backed securities and United States municipalities, states and territories securities rated investment grade by established NRSRO's or in securities of comparable investment quality, if not rated, and commercial mortgage loans on real estate.

The composition of our investment portfolio is summarized as follows:

	March 31, 2018		December 31, 2017	
	Carrying Amount	Percent	Carrying Amount	Percent
(Dollars in thousands)				
Fixed maturity securities:				
United States Government full faith and credit	\$ 11,433	—%	\$ 11,876	—%
United States Government sponsored agencies	1,270,106	2.6%	1,305,017	2.6%
United States municipalities, states and territories	4,137,005	8.3%	4,166,812	8.3%
Foreign government obligations	231,671	0.5%	239,360	0.5%
Corporate securities	29,661,171	59.7%	29,956,012	59.6%
Residential mortgage backed securities	1,102,609	2.2%	1,105,567	2.2%
Commercial mortgage backed securities	5,596,882	11.3%	5,544,850	11.0%
Other asset backed securities	3,617,514	7.3%	3,120,536	6.2%
Total fixed maturity securities	45,628,391	91.9%	45,450,030	90.4%
Mortgage loans on real estate	2,699,637	5.4%	2,665,531	5.3%
Derivative instruments	847,741	1.7%	1,568,380	3.1%
Other investments	481,825	1.0%	616,764	1.2%
	<u>\$ 49,657,594</u>	<u>100.0%</u>	<u>\$ 50,300,705</u>	<u>100.0%</u>

Fixed Maturity Securities

Our fixed maturity security portfolio is managed to minimize risks such as interest rate changes and defaults or impairments while earning a sufficient and stable return on our investments. The largest portion of our fixed maturity securities are in investment grade (NAIC designation 1 or 2) publicly traded or privately placed corporate securities.

A summary of our fixed maturity securities by NRSRO ratings is as follows:

Rating Agency Rating	March 31, 2018		December 31, 2017	
	Carrying Amount	Percent of Fixed Maturity Securities	Carrying Amount	Percent of Fixed Maturity Securities
(Dollars in thousands)				
Aaa/Aa/A	\$ 27,823,308	61.0%	\$ 27,909,879	61.4%
Baa	16,267,301	35.7%	16,048,610	35.3%
Total investment grade	44,090,609	96.7%	43,958,489	96.7%
Ba	1,097,231	2.4%	1,035,676	2.3%
B	156,922	0.3%	130,857	0.3%
Caa	152,903	0.3%	134,586	0.3%
Ca and lower	130,726	0.3%	190,422	0.4%
Total below investment grade	1,537,782	3.3%	1,491,541	3.3%
	<u>\$ 45,628,391</u>	<u>100.0%</u>	<u>\$ 45,450,030</u>	<u>100.0%</u>

The NAIC's Securities Valuation Office ("SVO") is responsible for the day-to-day credit quality assessment and the valuation of fixed maturity securities owned by state regulated insurance companies. The purpose of such assessment and valuation is for determining regulatory capital requirements and regulatory reporting. Insurance companies report ownership to the SVO when such securities are eligible for regulatory filings. The SVO conducts credit analysis on these securities for the purpose of assigning a NAIC designation and/or unit price. Typically, if a security has been rated by a NRSRO, the SVO utilizes that rating and assigns a NAIC designation based upon the following system:

NAIC Designation	NRSRO Equivalent Rating
1	Aaa/Aa/A
2	Baa
3	Ba
4	B
5	Caa
6	Ca and lower

For most of the bonds held in our portfolio the NAIC designation matches the NRSRO equivalent rating. However, for certain loan-backed and structured securities, as defined by the NAIC, the NAIC rating is not always equivalent to the NRSRO rating presented in the previous table. The NAIC has adopted revised rating methodologies for certain loan-backed and structured securities comprised of non-agency residential mortgage backed securities ("RMBS") and commercial mortgage backed securities ("CMBS"). The NAIC's objective with the revised rating methodologies for these structured securities is to increase the accuracy in assessing expected losses and use the improved assessment to determine a more appropriate capital requirement for such structured securities. The revised methodologies reduce regulatory reliance on rating agencies and allow for greater regulatory input into the assumptions used to estimate expected losses from structured securities.

The use of this process by the SVO may result in certain non-agency RMBS and CMBS being assigned a NAIC designation that is higher than the equivalent NRSRO rating. The NAIC designations for non-agency RMBS and CMBS are based on security level expected losses as modeled by an independent third party (engaged by the NAIC) and the statutory carrying value of the security, including any purchase discounts or impairment charges previously recognized. Evaluation of non-agency RMBS and CMBS held by insurers using the NAIC rating methodologies is performed on an annual basis.

As stated previously, our fixed maturity security portfolio is managed to minimize risks such as defaults or impairments while earning a sufficient and stable return on our investments. Our strategy has been to invest primarily in investment grade fixed maturity securities. Investment grade is NAIC 1 and 2 securities and Baa3/BBB- and better securities on the NRSRO scale. This strategy meets the objective of minimizing risk while also managing asset capital charges on a regulatory capital basis.

A summary of our fixed maturity securities by NAIC designation is as follows:

NAIC Designation	March 31, 2018				December 31, 2017			
	Amortized Cost	Fair Value	Carrying Amount	Percent of Total Carrying Amount	Amortized Cost	Fair Value	Carrying Amount	Percent of Total Carrying Amount
	(Dollars in thousands)				(Dollars in thousands)			
1	\$ 27,142,276	\$ 27,984,297	\$ 27,984,297	61.3%	\$ 26,669,427	\$ 28,274,379	\$ 28,274,379	62.2%
2	15,897,296	16,147,267	16,147,267	35.4%	15,198,551	15,869,219	15,869,219	34.9%
3	1,350,395	1,316,146	1,323,748	2.9%	1,161,737	1,157,420	1,158,001	2.5%
4	170,754	145,085	145,085	0.3%	134,838	117,542	117,542	0.3%
5	17,108	19,926	19,926	0.1%	17,015	20,927	20,927	0.1%
6	10,027	8,068	8,068	—%	12,232	9,962	9,962	—%
	<u>\$ 44,587,856</u>	<u>\$ 45,620,789</u>	<u>\$ 45,628,391</u>	<u>100.0%</u>	<u>\$ 43,193,800</u>	<u>\$ 45,449,449</u>	<u>\$ 45,450,030</u>	<u>100.0%</u>

The amortized cost and fair value of fixed maturity securities at March 31, 2018, by contractual maturity, are presented in Note 3 to our unaudited consolidated financial statements in this form 10-Q, which is incorporated by reference in this Item 2.

Unrealized Losses

The amortized cost and fair value of fixed maturity securities that were in an unrealized loss position were as follows:

	Number of Securities	Amortized Cost	Unrealized Losses	Fair Value
(Dollars in thousands)				
March 31, 2018				
Fixed maturity securities, available for sale:				
United States Government full faith and credit	7	\$ 9,946	\$ (373)	\$ 9,573
United States Government sponsored agencies	23	1,066,663	(59,340)	1,007,323
United States municipalities, states and territories	109	361,880	(12,855)	349,025
Foreign government obligations	5	144,365	(4,448)	139,917
Corporate securities:				
Finance, insurance and real estate	233	2,675,585	(94,923)	2,580,662
Manufacturing, construction and mining	160	1,655,748	(47,358)	1,608,390
Utilities and related sectors	201	2,128,891	(59,670)	2,069,221
Wholesale/retail trade	85	961,791	(33,255)	928,536
Services, media and other	420	4,522,525	(168,624)	4,353,901
Residential mortgage backed securities	44	318,435	(7,004)	311,431
Commercial mortgage backed securities	470	3,926,931	(121,506)	3,805,425
Other asset backed securities	144	999,664	(14,633)	985,031
	1,901	\$ 18,772,424	\$ (623,989)	\$ 18,148,435
Fixed maturity securities, held for investment:				
Corporate security:				
Insurance	1	\$ 77,043	\$ (7,602)	\$ 69,441
December 31, 2017				
Fixed maturity securities, available for sale:				
United States Government full faith and credit	4	\$ 8,443	\$ (147)	\$ 8,296
United States Government sponsored agencies	18	1,035,489	(31,730)	1,003,759
United States municipalities, states and territories	48	176,831	(3,596)	173,235
Foreign government obligations	2	64,313	(2,025)	62,288
Corporate securities:				
Finance, insurance and real estate	92	1,090,077	(33,178)	1,056,899
Manufacturing, construction and mining	55	468,505	(14,324)	454,181
Utilities and related sectors	63	657,599	(13,000)	644,599
Wholesale/retail trade	31	344,196	(12,620)	331,576
Services, media and other	165	1,693,343	(72,565)	1,620,778
Residential mortgage backed securities	20	75,159	(2,471)	72,688
Commercial mortgage backed securities	310	2,473,034	(69,840)	2,403,194
Other asset backed securities	146	996,531	(13,405)	983,126
	954	\$ 9,083,520	\$ (268,901)	\$ 8,814,619
Fixed maturity securities, held for investment:				
Corporate security:				
Insurance	1	\$ 77,041	\$ (581)	\$ 76,460

The increase in unrealized losses from December 31, 2017 to March 31, 2018 was primarily due to an increase in interest rates in addition to price deterioration due to wider credit spreads as of March 31, 2018. The 10-year U.S. Treasury yields at March 31, 2018 and December 31, 2017 were 2.74% and 2.40%, respectively. The 30-year U.S. Treasury yields at March 31, 2018 and December 31, 2017 were 2.97% and 2.74%, respectively.

The following table sets forth the composition by credit quality (NAIC designation) of fixed maturity securities with gross unrealized losses:

NAIC Designation	Carrying Value of Securities with Gross Unrealized Losses	Percent of Total	Gross Unrealized Losses	Percent of Total
(Dollars in thousands)				
March 31, 2018				
1	\$ 10,959,521	60.1%	\$ (366,296)	58.0%
2	6,387,958	35.1%	(188,558)	29.8%
3	737,227	4.0%	(44,604)	7.1%
4	128,328	0.7%	(25,864)	4.1%
5	9,551	0.1%	(3,126)	0.5%
6	2,893	—%	(3,143)	0.5%
	<u>\$ 18,225,478</u>	<u>100.0%</u>	<u>\$ (631,591)</u>	<u>100.0%</u>
December 31, 2017				
1	\$ 5,433,608	61.1%	\$ (158,991)	59.0%
2	2,809,981	31.6%	(64,369)	23.9%
3	540,320	6.1%	(23,166)	8.6%
4	94,004	1.1%	(17,972)	6.7%
5	11,130	0.1%	(1,460)	0.5%
6	2,617	—%	(3,524)	1.3%
	<u>\$ 8,891,660</u>	<u>100.0%</u>	<u>\$ (269,482)</u>	<u>100.0%</u>

Our investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities (consisting of 1,902 and 955 securities, respectively) have been in a continuous unrealized loss position at March 31, 2018 and December 31, 2017, along with a description of the factors causing the unrealized losses is presented in Note 3 to our unaudited consolidated financial statements in this Form 10-Q, which is incorporated by reference in this Item 2.

The amortized cost and fair value of fixed maturity securities in an unrealized loss position and the number of months in a continuous unrealized loss position (fixed maturity securities that carry an NRSRO rating of BBB/Baa or higher are considered investment grade) were as follows:

	Number of Securities	Amortized Cost	Fair Value	Gross Unrealized Losses
(Dollars in thousands)				
March 31, 2018				
Fixed maturity securities:				
Investment grade:				
Less than six months	1,215	\$ 11,893,032	\$ 11,684,032	\$ (209,000)
Six months or more and less than twelve months	165	1,484,739	1,425,452	(59,287)
Twelve months or greater	427	4,646,882	4,354,841	(292,041)
Total investment grade	1,807	18,024,653	17,464,325	(560,328)
Below investment grade:				
Less than six months	35	284,001	277,609	(6,392)
Six months or more and less than twelve months	15	73,259	65,402	(7,857)
Twelve months or greater	45	467,554	410,540	(57,014)
Total below investment grade	95	824,814	753,551	(71,263)
	1,902	\$ 18,849,467	\$ 18,217,876	\$ (631,591)
December 31, 2017				
Fixed maturity securities:				
Investment grade:				
Less than six months	409	\$ 3,550,774	\$ 3,520,164	\$ (30,610)
Six months or more and less than twelve months	27	257,924	249,690	(8,234)
Twelve months or greater	430	4,668,838	4,486,239	(182,599)
Total investment grade	866	8,477,536	8,256,093	(221,443)
Below investment grade:				
Less than six months	32	201,885	194,821	(7,064)
Six months or more and less than twelve months	12	36,595	34,619	(1,976)
Twelve months or greater	45	444,545	405,546	(38,999)
Total below investment grade	89	683,025	634,986	(48,039)
	955	\$ 9,160,561	\$ 8,891,079	\$ (269,482)

The amortized cost and fair value of fixed maturity securities (excluding United States Government and United States Government sponsored agency securities) segregated by investment grade (NRSRO rating of BBB/Baa or higher) and below investment grade that had unrealized losses greater than 20% and the number of months in a continuous unrealized loss position were as follows:

	Number of Securities	Amortized Cost	Fair Value	Gross Unrealized Losses
(Dollars in thousands)				
March 31, 2018				
Investment grade:				
Less than six months	—	\$ —	\$ —	\$ —
Six months or more and less than twelve months	—	—	—	—
Twelve months or greater	—	—	—	—
Total investment grade	—	—	—	—
Below investment grade:				
Less than six months	3	50,156	39,169	(10,987)
Six months or more and less than twelve months	1	3,521	2,297	(1,224)
Twelve months or greater	3	39,191	24,477	(14,714)
Total below investment grade	7	92,868	65,943	(26,925)
	7	\$ 92,868	\$ 65,943	\$ (26,925)
December 31, 2017				
Investment grade:				
Less than six months	3	\$ 8,597	\$ 6,931	\$ (1,666)
Six months or more and less than twelve months	—	—	—	—
Twelve months or greater	—	—	—	—
Total investment grade	3	8,597	6,931	(1,666)
Below investment grade:				
Less than six months	1	11,021	8,275	(2,746)
Six months or more and less than twelve months	1	3,523	2,674	(849)
Twelve months or greater	4	55,647	37,591	(18,056)
Total below investment grade	6	70,191	48,540	(21,651)
	9	\$ 78,788	\$ 55,471	\$ (23,317)

The amortized cost and fair value of fixed maturity securities, by contractual maturity, that were in an unrealized loss position are shown below. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. All of our mortgage and other asset backed securities provide for periodic payments throughout their lives, and are shown below as a separate line.

	Available for sale		Held for investment	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(Dollars in thousands)				
March 31, 2018				
Due in one year or less	\$ —	\$ —	\$ —	\$ —
Due after one year through five years	2,167,775	2,130,293	—	—
Due after five years through ten years	6,063,714	5,891,646	—	—
Due after ten years through twenty years	2,490,238	2,369,431	—	—
Due after twenty years	2,805,667	2,655,178	77,043	69,441
	13,527,394	13,046,548	77,043	69,441
Residential mortgage backed securities	318,435	311,431	—	—
Commercial mortgage backed securities	3,926,931	3,805,425	—	—
Other asset backed securities	999,664	985,031	—	—
	<u>\$ 18,772,424</u>	<u>\$ 18,148,435</u>	<u>\$ 77,043</u>	<u>\$ 69,441</u>
December 31, 2017				
Due in one year or less	\$ —	\$ —	\$ —	\$ —
Due after one year through five years	463,667	454,062	—	—
Due after five years through ten years	1,996,166	1,945,474	—	—
Due after ten years through twenty years	1,937,009	1,881,162	—	—
Due after twenty years	1,141,954	1,074,913	77,041	76,460
	5,538,796	5,355,611	77,041	76,460
Residential mortgage backed securities	75,159	72,688	—	—
Commercial mortgage backed securities	2,473,034	2,403,194	—	—
Other asset backed securities	996,531	983,126	—	—
	<u>\$ 9,083,520</u>	<u>\$ 8,814,619</u>	<u>\$ 77,041</u>	<u>\$ 76,460</u>

International Exposure

We hold fixed maturity securities with international exposure. As of March 31, 2018, 19% of the carrying value of our fixed maturity securities was comprised of corporate debt securities of issuers based outside of the United States and debt securities of foreign governments. Our investment professionals analyze each holding for credit risk by economic and other factors of each country and industry. The following table presents our international exposure in our fixed maturity portfolio by country or region:

	March 31, 2018		
	Amortized Cost	Carrying Amount/ Fair Value	Percent of Total Carrying Amount
(Dollars in thousands)			
GIIPS (1)	\$ 265,668	\$ 280,715	0.6%
Asia/Pacific	433,877	441,770	1.0%
Non-GIIPS Europe	3,100,441	3,157,021	6.9%
Latin America	291,117	298,767	0.7%
Non-U.S. North America	1,346,732	1,387,196	3.0%
Australia & New Zealand	767,242	757,598	1.7%
Other	2,475,918	2,488,042	5.4%
	<u>\$ 8,680,995</u>	<u>\$ 8,811,109</u>	<u>19.3%</u>

(1) Greece, Ireland, Italy, Portugal and Spain ("GIIPS"). All of our exposure in GIIPS are corporate securities with issuers domiciled in these countries. None of our foreign government obligations were held in any of these countries.

All of the securities presented in the table above are denominated in U.S. dollars and all are investment grade (NAIC designation of either 1 or 2), except for the following:

	March 31, 2018	
	Amortized Cost	Carrying Amount/ Fair Value
	(Dollars in thousands)	
GIIPS	\$ 19,515	\$ 21,013
Asia/Pacific	11,000	9,500
Non-GIIPS Europe	194,558	191,198
Latin America	59,577	55,507
Non-U.S. North America	76,725	76,584
	<u>\$ 361,375</u>	<u>\$ 353,802</u>

Watch List

At each balance sheet date, we identify invested assets which have characteristics (i.e. significant unrealized losses compared to amortized cost and industry trends) creating uncertainty as to our future assessment of an other than temporary impairment. As part of this assessment, we review not only a change in current price relative to its amortized cost but the issuer's current credit rating and the probability of full recovery of principal based upon the issuer's financial strength. Specifically for corporate issues we evaluate the financial stability and quality of asset coverage for the securities relative to the term to maturity for the issues we own. A security which has a 25% or greater change in market price relative to its amortized cost and a possibility of a loss of principal will be included on a list which is referred to as our watch list. We exclude from this list securities with unrealized losses which are related to market movements in interest rates and which have no factors indicating that such unrealized losses may be other than temporary as we do not intend to sell these securities and it is more likely than not we will not have to sell these securities before a recovery is realized. In addition, we exclude our residential and commercial mortgage backed securities as we monitor all of our residential and commercial mortgage backed securities on a quarterly basis for changes in default rates, loss severities and expected cash flows for the purpose of assessing potential other than temporary impairments and related credit losses to be recognized in operations. At March 31, 2018, the amortized cost and fair value of securities on the watch list (all fixed maturity securities) are as follows:

General Description	Number of Securities	Amortized Cost	Unrealized Gains (Losses)	Fair Value	Months in Continuous Unrealized Loss Position	Months Unrealized Losses Greater Than 20%
(Dollars in thousands)						
Below investment grade						
Corporate securities:						
Consumer discretionary	2	\$ 25,974	\$ (5,061)	\$ 20,913	4 - 38	0 - 1
Energy	4	29,054	(6,538)	22,516	2 - 43	0 - 8
Industrials	1	2,585	(785)	1,800	41	1
Materials	1	3,990	1,172	5,162	—	—
Other asset backed securities:						
Financials	2	6,036	(3,143)	2,893	58 - 84	0 - 39
	<u>10</u>	<u>\$ 67,639</u>	<u>\$ (14,355)</u>	<u>\$ 53,284</u>		

We have determined that the unrealized losses of the securities on the watch list are temporary as we do not intend to sell these securities and it is more likely than not we will not have to sell these securities before recovery of their amortized cost. Our analysis of these securities and their credit performance at March 31, 2018 is as follows:

Corporate securities:

Consumer discretionary: The decline in the value of these securities, issued by a United States based toy manufacturer, relates to weak operating performance and sales trends and downgrades from all three main rating agencies. A portion of the decrease in sales is attributable to the liquidation of a major toy retailer during the fourth quarter of 2017. While the issuer has seen a decrease in operating performance, it has implemented a plan to reduce costs and stabilize its revenue and is in the early phase of executing on that plan. We have determined that these securities were not other than temporarily impaired due to our evaluation of the operating performance and the creditworthiness of the issuer and the fact that all required payments have been made.

Energy, Industrials and Materials: The decline in the value of these securities relates to continued operational pressure due to a decline in certain commodity prices specific to their businesses. The decline in these commodity prices creates financial challenges as the companies realign to accommodate the lower prices. These issuers will be stressed greater than the average company due to their price sensitivity and the specific position they hold in the supply chain. While values have declined, improving commodity prices have provided better financial performance for these companies. We recognized an other than temporary impairment on one security during the fourth quarter of 2017 and one security during the third quarter of 2016 due to our evaluation of the operating performance and the credit worthiness of the issuers. While the remaining issuers have seen their financial and profitability profile weakened, we have determined that the remaining securities were not other than temporarily impaired due to our evaluation of the operating performance and the credit worthiness of the issuer.

Other asset backed securities:

Financials: The decline in value of one of the asset backed securities is due to poor performance in the underlying pool of student loans. The investment is backed by a guarantee from the for-profit education services provider. We have determined that this security was not other than temporarily impaired, because all required payments have been made. The decline in value of the other asset backed security is related directly to the decline in oil prices and the financial stability of its operator. The issuer has direct exposure to the oil market as its primary business is deep water drilling. As oil prices have remained low, the operator of the deep water vessel has experienced financial pressure on its balance sheet. We recognized other than temporary impairments on this security during the second quarter of 2017, the second quarter of 2016 and the third quarter of 2015.

Other Than Temporary Impairments

We have a policy and process to identify securities in our investment portfolio for which we should recognize impairments. See Critical Accounting Policies—Evaluation of Other Than Temporary Impairments included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017. During the three months ended March 31, 2018, we recognized an OTTI of \$0.9 million on a corporate security issued by a Brazilian food company due to our intent to sell the security, which was in an unrealized loss position at the reporting date. During the three months ended March 31, 2017, we recognized additional credit losses on residential mortgage backed securities on which we have previously recognized OTTI.

Several factors led us to believe that full recovery of amortized cost is not expected on the securities for which we recognized credit losses and reclassified OTTI from accumulated other comprehensive income to net income. A discussion of these factors, our policy and process to identify securities that could potentially have impairment that is other than temporary and a summary of OTTI is presented in Note 3 to our unaudited consolidated financial statements in this Form 10-Q, which is incorporated by reference in this Item 2.

Mortgage Loans on Real Estate

Our commercial mortgage loan portfolio consists of mortgage loans collateralized by the related properties and diversified as to property type, location and loan size. Our mortgage lending policies establish limits on the amount that can be loaned to one borrower and other criteria to attempt to reduce the risk of default. Our commercial mortgage loans on real estate are reported at cost, net of loan loss allowances and deferred prepayment fees. At March 31, 2018 and December 31, 2017, the largest principal amount outstanding for any single mortgage loan was \$23.9 million and \$21.2 million, respectively, and the average loan size was \$3.6 million and \$3.5 million, respectively. In addition, the average loan to value ratio for the overall portfolio was 53.6% at both March 31, 2018 and December 31, 2017, respectively, based upon the underwriting and appraisal at the time the loan was made. This loan to value is indicative of our conservative underwriting policies and practices for making commercial mortgage loans and may not be indicative of collateral values at the current reporting date. Our current practice is to only obtain market value appraisals of the underlying collateral at the inception of the loan unless we identify indicators of impairment in our ongoing analysis of the portfolio, in which case, we either calculate a value of the collateral using a capitalization method or obtain a third party appraisal of the underlying collateral. The commercial mortgage loan portfolio is summarized by geographic region and property type in Note 4 to our unaudited consolidated financial statements in this Form 10-Q, incorporated by reference in this Item 2.

In the normal course of business, we commit to fund commercial mortgage loans up to 90 days in advance. At March 31, 2018, we had commitments to fund commercial mortgage loans totaling \$51.7 million, with interest rates ranging from 4.41% to 6.64%. During 2018 and 2017, due to historically low interest rates, the commercial mortgage loan industry has been very competitive. This competition has resulted in a number of borrowers refinancing with other lenders. For the three months ended March 31, 2018, we received \$42.4 million in cash for loans being paid in full compared to \$49.8 million for the three months ended March 31, 2017. Some of the loans being paid off have either reached their maturity or are nearing maturity; however, some borrowers are paying the prepayment fee and refinancing at a lower rate.

See Note 4 to our unaudited consolidated financial statements, incorporated by reference for a presentation of our specific and general loan loss allowances, impaired loans, foreclosure activity and troubled debt restructure analysis.

We have a process by which we evaluate the credit quality of each of our commercial mortgage loans. This process utilizes each loan's debt service coverage ratio as a primary metric. A summary of our portfolio by debt service coverage ratio (based on most recent information collected) follows:

	March 31, 2018		December 31, 2017	
	Principal Outstanding	Percent of Total Principal Outstanding	Principal Outstanding	Percent of Total Principal Outstanding
(Dollars in thousands)				
Debt Service Coverage Ratio:				
Greater than or equal to 1.5	\$ 1,854,662	68.5%	\$ 1,826,596	68.3%
Greater than or equal to 1.2 and less than 1.5	647,165	23.9%	638,299	23.9%
Greater than or equal to 1.0 and less than 1.2	155,268	5.7%	148,881	5.6%
Less than 1.0	50,257	1.9%	60,539	2.2%
	<u>\$ 2,707,352</u>	<u>100.0%</u>	<u>\$ 2,674,315</u>	<u>100.0%</u>

Approximately 97% of our mortgage loans (based on principal outstanding) that have a debt service coverage ratio of less than 1.0 are performing under the original contractual loan terms at March 31, 2018.

Mortgage loans summarized in the following table represent all loans that we are either not currently collecting or those we feel it is probable we will not collect all amounts due according to the contractual terms of the loan agreements (all loans that we have worked with the borrower to alleviate short-term cash flow issues, loans delinquent for 60 days or more at the reporting date, loans we have determined to be collateral dependent and loans that we have recorded specific impairments on that we feel may continue to have performance issues).

	March 31, 2018	December 31, 2017
(Dollars in thousands)		
Impaired mortgage loans with an allowance	\$ 3,186	\$ 5,445
Impaired mortgage loans with no related allowance	1,395	1,436
Allowance for probable loan losses	(696)	(1,418)
Net carrying value of impaired mortgage loans	<u>\$ 3,885</u>	<u>\$ 5,463</u>

At March 31, 2018, we had no commercial mortgage loans that were delinquent (60 days or more past due at the reporting date) in their principal and interest payments.

Derivative Instruments

Our derivative instruments primarily consist of call options purchased to provide the income needed to fund the annual index credits on our fixed index annuity products. The fair value of the call options is based upon the amount of cash that would be required to settle the call options obtained from the counterparties adjusted for the nonperformance risk of the counterparty. The nonperformance risk for each counterparty is based upon its credit default swap rate. We have no performance obligations related to the call options.

None of our derivatives qualify for hedge accounting, thus, any change in the fair value of the derivatives that are not classified as equity is recognized immediately in the consolidated statements of operations. A presentation of our derivative instruments along with a discussion of the business strategy involved with our derivatives is included in Note 5 to our unaudited consolidated financial statements in this Form 10-Q, which is incorporated by reference in this Item 2.

Liquidity and Capital Resources

Our insurance subsidiaries continue to have adequate cash flows from annuity deposits and investment income to meet their policyholder and other obligations. Net cash flows from annuity deposits and funds returned to policyholders as surrenders, withdrawals and death claims were \$275.3 million for the three months ended March 31, 2018 compared to \$409.8 million for the three months ended March 31, 2017, with the decrease attributable to a \$71.8 million decrease in net annuity deposits after coinsurance and a \$62.7 million (after coinsurance) increase in funds returned to policyholders. We continue to invest the net proceeds from policyholder transactions and investment activities in high quality fixed maturity securities and fixed rate commercial mortgage loans.

We, as the parent company, are a legal entity separate and distinct from our subsidiaries, and have no business operations. We need liquidity primarily to service our debt (senior notes and subordinated debentures issued to subsidiary trusts), pay operating expenses and pay dividends to stockholders. Our assets consist primarily of the capital stock and surplus notes of our subsidiaries. Accordingly, our future cash flows depend upon the availability of dividends, surplus note interest payments and other statutorily permissible payments from our subsidiaries, such as payments under our investment advisory agreements and tax allocation agreement with our subsidiaries. These sources provide adequate cash flow for us to meet our current and reasonably foreseeable future obligations.

The ability of our life insurance subsidiaries to pay dividends or distributions, including surplus note payments, will be limited by applicable laws and regulations of the states in which our life insurance subsidiaries are domiciled, which subject our life insurance subsidiaries to significant regulatory restrictions. These laws and regulations require, among other things, our insurance subsidiaries to maintain minimum solvency requirements and limit the amount of dividends these subsidiaries can pay.

Currently, American Equity Life may pay dividends or make other distributions without the prior approval of the Iowa Insurance Commissioner, unless such payments, together with all other such payments within the preceding twelve months, exceed the greater of (1) American Equity Life's net gain from operations for the preceding calendar year, or (2) 10% of American Equity Life's statutory capital and surplus at the preceding December 31. For 2018, up to \$377.1 million can be distributed as dividends by American Equity Life without prior approval of the Iowa Insurance Commissioner. In addition, dividends and surplus note payments may be made only out of statutory earned surplus, and all surplus note payments are subject to prior approval by regulatory authorities in the life subsidiary's state of domicile. American Equity Life had \$1.8 billion of statutory earned surplus at March 31, 2018.

The maximum distribution permitted by law or contract is not necessarily indicative of an insurer's actual ability to pay such distributions, which may be constrained by business and regulatory considerations, such as the impact of such distributions on surplus, which could affect the insurer's ratings or competitive position, the amount of premiums that can be written and the ability to pay future dividends or make other distributions. Further, state insurance laws and regulations require that the statutory surplus of our life subsidiaries following any dividend or distribution must be reasonable in relation to their outstanding liabilities and adequate for their financial needs. Along with solvency regulations, the primary driver in determining the amount of capital used for dividends is the level of capital needed to maintain desired financial strength ratings from rating agencies. Both regulators and rating agencies could become more conservative in their methodology and criteria, including increasing capital requirements for our insurance subsidiaries which, in turn, could negatively affect the cash available to us from insurance subsidiaries. As of March 31, 2018, we estimate American Equity Life has sufficient statutory capital and surplus, combined with capital available to the holding company, to maintain this rating objective. However, this capital may not be sufficient if significant future losses are incurred or a rating agency modifies its rating criteria and access to additional capital could be limited.

The transfer of funds by American Equity Life is also restricted by a covenant in our line of credit agreement which requires American Equity Life to maintain a minimum RBC ratio of 275% and a minimum level of statutory surplus equal to the sum of 1) 80% of statutory surplus at June 30, 2016, 2) 50% of the statutory net income for each fiscal quarter ending after June 30, 2016, and 3) 50% of all capital contributed to American Equity Life after June 30, 2016. American Equity Life's RBC ratio was 378% at December 31, 2017. Under this agreement, we are also required to maintain a maximum ratio of adjusted debt to total adjusted capital of 0.35.

Cash and cash equivalents of the parent holding company at March 31, 2018, were \$22.9 million. In addition, we have a \$150 million revolving line of credit, with no borrowings outstanding, available through September 2021 for general corporate purposes of the parent company and its subsidiaries. We also have the ability to issue equity, debt or other types of securities through one or more methods of distribution under a currently effective shelf registration statement on Form S-3. The terms of any offering would be established at the time of the offering, subject to market conditions.

New Accounting Pronouncements

See Note 1 to our unaudited consolidated financial statements in this Form 10-Q, which is incorporated by reference in this Item 2.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We seek to invest our available funds in a manner that will maximize shareholder value and fund future obligations to policyholders and debtors, subject to appropriate risk considerations. We seek to meet this objective through investments that: (i) consist substantially of investment grade fixed maturity securities, (ii) have projected returns which satisfy our spread targets, and (iii) have characteristics which support the underlying liabilities. Many of our products incorporate surrender charges, market interest rate adjustments or other features to encourage persistency.

We seek to maximize the total return on our available for sale investments through active investment management. Accordingly, we have determined that our available for sale portfolio of fixed maturity securities is available to be sold in response to: (i) changes in market interest rates, (ii) changes in relative values of individual securities and asset sectors, (iii) changes in prepayment risks, (iv) changes in credit quality outlook for certain securities, (v) liquidity needs, and (vi) other factors.

Interest rate risk is our primary market risk exposure. Substantial and sustained increases and decreases in market interest rates can affect the profitability of our products, the fair value of our investments, and the amount of interest we pay on our floating rate subordinated debentures. Our floating rate trust preferred securities bear interest at the three month LIBOR plus 3.50% - 4.00%. Our outstanding balance of floating rate trust preferred securities was \$164.5 million at March 31, 2018, of which \$85.5 million has been swapped to a fixed rate for seven years which began in March 2014 and \$79.0 million has been capped for seven years which began in July 2014 (see Note 5 to our unaudited consolidated financial statements in this Form 10-Q). The profitability of most of our products depends on the spreads between interest yield on investments and rates credited on insurance liabilities. We have the ability to adjust crediting rates (caps, participation rates or asset fee rates for fixed index annuities) on substantially all of our annuity liabilities at least annually (subject to minimum guaranteed values). In addition, substantially all of our annuity products have surrender and withdrawal penalty provisions designed to encourage persistency and to help ensure targeted spreads are earned. However, competitive factors, including the impact of the level of surrenders and withdrawals, may limit our ability to adjust or maintain crediting rates at levels necessary to avoid narrowing of spreads under certain market conditions.

A major component of our interest rate risk management program is structuring the investment portfolio with cash flow characteristics consistent with the cash flow characteristics of our insurance liabilities. We use models to simulate cash flows expected from our existing business under various interest rate scenarios. These simulations enable us to measure the potential gain or loss in fair value of our interest rate-sensitive financial instruments, to evaluate the adequacy of expected cash flows from our assets to meet the expected cash requirements of our liabilities and to determine if it is necessary to lengthen or shorten the average life and duration of our investment portfolio. The "duration" of a security is the time weighted present value of the security's expected cash flows and is used to measure a security's sensitivity to changes in interest rates. When the durations of assets and liabilities are similar, exposure to interest rate risk is minimized because a change in value of assets should be largely offset by a change in the value of liabilities.

If interest rates were to increase 10% (30 basis points) from levels at March 31, 2018, we estimate that the fair value of our fixed maturity securities would decrease by approximately \$1.1 billion. The impact on stockholders' equity of such decrease (net of income taxes and certain adjustments for changes in amortization of deferred policy acquisition costs and deferred sales inducements) would be a decrease of \$380.3 million in accumulated other comprehensive income and a decrease in stockholders' equity. The models used to estimate the impact of a 10% change in market interest rates incorporate numerous assumptions, require significant estimates and assume an immediate and parallel change in interest rates without any management of the investment portfolio in reaction to such change. Consequently, potential changes in value of our financial instruments indicated by the simulations will likely be different from the actual changes experienced under given interest rate scenarios, and the differences may be material. Because we actively manage our investments and liabilities, our net exposure to interest rates can vary over time. However, any such decreases in the fair value of our fixed maturity securities (unless related to credit concerns of the issuer requiring recognition of an other than temporary impairment) would generally be realized only if we were required to sell such securities at losses prior to their maturity to meet our liquidity needs, which we manage using the surrender and withdrawal provisions of our annuity contracts and through other means. See Financial Condition - Liquidity for Insurance Operations included in Management's Discussion and Analysis in our Annual Report on Form 10-K for the year ended December 31, 2017 for a further discussion of liquidity risk.

At March 31, 2018, 37% of our fixed income securities have call features, of which 2.7% (\$1.2 billion) were subject to call redemption. Another 0.2% (\$111.2 million) will become subject to call redemption during the next twelve months. Approximately 74% of our fixed income securities that have call features are not callable until within six months of their stated maturities. We have reinvestment risk related to these redemptions to the extent we cannot reinvest the net proceeds in assets with credit quality and yield characteristics similar to the redeemed bonds. Such reinvestment risk typically occurs in a declining rate environment. Should rates decline to levels which tighten the spread between our average portfolio yield and average cost of interest credited on annuity liabilities, we have the ability to reduce crediting rates (caps, participation rates or asset fees for fixed index annuities) on most of our annuity liabilities to maintain the spread at our targeted level. At March 31, 2018, approximately 99% of our annuity liabilities were subject to annual adjustment of the applicable crediting rates at our discretion, limited by minimum guaranteed crediting rates specified in the policies. At March 31, 2018, approximately 13% of our annuity liabilities were at minimum guaranteed crediting rates.

We purchase call options on the applicable indices to fund the annual index credits on our fixed index annuities. These options are primarily one-year instruments purchased to match the funding requirements of the underlying policies. Fair value changes associated with those investments are substantially offset by an increase or decrease in the amounts added to policyholder account balances for fixed index products. The difference between proceeds received at expiration of these options and index credits, as shown in the following table, is primarily due to over-hedging as a result of policyholder behavior being different than our expectations.

	Three Months Ended March 31,	
	2018	2017
	(Dollars in thousands)	
Annual index credits to policyholders on their anniversaries	\$ 423,940	\$ 321,880
Proceeds received at expiration of options related to such credits	425,557	326,552

On the anniversary dates of the index policies, we purchase new one-year call options to fund the next annual index credits. The risk associated with these prospective purchases is the uncertainty of the cost, which will determine whether we are able to earn our spread on our index business. We manage this risk through the terms of our fixed index annuities, which permit us to change caps, participation rates and asset fees, subject to contractual features. By modifying caps, participation rates or asset fees, we can limit option costs to budgeted amounts, except in cases where the contractual features would prevent further modifications. Based upon actuarial testing which we conduct as a part of the design of our index products and on an ongoing basis, we believe the risk that contractual features would prevent us from controlling option costs is not material.

Item 4. Controls and Procedures**Evaluation of Disclosure Controls and Procedures**

In accordance with the Securities Exchange Act Rules 13a-15(e) and 15d-15(e), our management, under the supervision of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report on Form 10-Q. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of our disclosure controls and procedures were effective as of March 31, 2018 in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act.

There were no changes in our internal control over financial reporting that occurred during the quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. Legal Proceedings**

See Note 7 - Commitments and Contingencies to the unaudited consolidated financial statements in this Form 10-Q, which is incorporated by reference in this Item 1, for litigation and regulatory disclosures.

Item 1A. Risk Factors

Our 2017 Annual Report on Form 10-K described our Risk Factors. There have been no material changes to the Risk Factors during the three months ended March 31, 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Issuer Purchases of Securities**

The following table presents the amount of our share purchase activity for the periods indicated:

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share
January 1, 2018 - January 31, 2018	—	\$ —
February 1, 2018 - February 28, 2018	913	\$ 31.92
March 1, 2018 - March 31, 2018	8,759	\$ 31.82
Total	9,672	

(a) Includes the number of shares of common stock utilized to execute certain stock incentive awards.

Item 6. Exhibits

Exhibit No.	Description	Method of Filing
10.1	Form of Restricted Stock Unit Award Agreement	Filed herewith
10.2	Form of Director Stock Option Agreement	Filed herewith
10.3	Form of Employee Stock Option Agreement	Filed herewith
10.4	Form of Employee Stock Option Agreement	Filed herewith
10.5	Form of Change in Control Agreement between American Equity Investment Life Holding Company and Jennifer L. Bryant	Filed herewith
12.1	Ratio of Earnings to Fixed Charges	Filed herewith
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed herewith
101.INS	XBRL Instance Document	Filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document	Filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 8, 2018

AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY

By: /s/ John M. Matovina

John M. Matovina, Chief Executive Officer and President
(Principal Executive Officer)

By: /s/ Ted M. Johnson

Ted M. Johnson, Chief Financial Officer and Treasurer
(Principal Financial Officer)

By: /s/ Scott A. Samuelson

Scott A. Samuelson, Vice President and Chief Accounting Officer
(Principal Accounting Officer)

**RESTRICTED STOCK UNIT
AWARD AGREEMENT**

THIS RESTRICTED STOCK UNIT AWARD AGREEMENT (this “Agreement”), dated as of _____, 20__ (the “Date of Grant”), is made by and between American Equity Investment Life Holding Company, an Iowa corporation (the “Company”), and _____ (the “Grantee”).

WHEREAS, the Company has adopted the American Equity Investment Life Holding Company 2016 Employee Incentive Plan (the “Plan”), pursuant to which the Company may grant Restricted Stock Units (“RSUs”) that are subject to time-based vesting conditions;

WHEREAS, the Company desires to grant to the Grantee the number of RSUs provided for herein;

NOW, THEREFORE, in consideration for the promises and the covenants of the parties contained in this Agreement, and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto, for themselves, their successors and assigns, hereby agree as follows:

Section 1. Grant of Restricted Stock Unit Award

(a) *Grant of RSUs.* The Company hereby grants to the Grantee _____ RSUs on the terms and conditions set forth in this Agreement and as otherwise provided in the Plan (the “Award”).

(b) *Incorporation of Plan; Capitalized Terms.* The provisions of the Plan are hereby incorporated herein by reference. Except as otherwise expressly set forth herein, this Agreement shall be construed in accordance with the provisions of the Plan and any capitalized terms not otherwise defined in this Agreement shall have the definitions set forth in the Plan. The Committee shall have final authority to interpret and construe the Plan and this Agreement and to make any and all determinations thereunder, and its decision shall be binding and conclusive upon the Grantee and his/her legal representative in respect of any questions arising under the Plan or this Agreement.

Section 2. Terms and Conditions of Award

The grant of RSUs provided in Section 1(a) shall be subject to the following terms, conditions and restrictions:

(a) *Limitations on Rights Associated with Units.* The RSUs are bookkeeping entries only. The Grantee shall not have any privileges of a shareholder of the Company with respect to the RSUs awarded hereunder, including without limitation any right to vote shares of Common Stock underlying the RSUs or to receive dividends or other distributions in respect thereof (except for the dividend equivalent rights provided in Section 2(g) hereof), until the date of the issuance to the Grantee of a share of Common Stock in payment of the RSUs.

(b) *Restrictions.* The RSUs and any interest therein, may not be sold, assigned, transferred, pledged, hypothecated or otherwise disposed of or encumbered, except by will or the laws of descent and distribution. Any attempt to dispose of any RSUs in contravention of the above restriction shall be null and void and without effect. Upon any attempt by the Grantee to transfer any of the RSUs before the vesting of the RSUs, such RSUs and all of the rights related thereto shall be immediately forfeited by the Grantee without payment of any consideration.

(c) *Vesting/Forfeiture; Lapse of Restrictions.* Subject to Sections 2(e) and 2(f) below, the restrictions applicable to the RSUs, as described in Section 2(b) hereof, shall lapse with respect to one-hundred percent (100%) of the RSUs on the ____ anniversary of the Date of Grant (the “Vesting Date”).

(d) *Timing and Manner of Payment of RSUs.* As soon as practicable after the Vesting Date, such RSUs shall be paid by the Company delivering to the Grantee a number of Shares equal to the number of RSUs. The Company shall issue the Shares either (i) in certificate form or (ii) in book entry form, registered in the name of the Grantee. Delivery of any certificates will be made to the Grantee’s last address reflected on the books of the Company and its Affiliates unless the Company is otherwise instructed in writing. The Grantee shall not be required to pay any cash consideration for the RSUs or for any Shares received pursuant to the Award. Neither the Grantee nor any of the Grantee’s successors, heirs, assigns or personal representatives shall have any further rights or interests in any RSUs that are so paid. Notwithstanding anything herein to the contrary, the Company shall have no obligation to issue Shares in payment of the RSUs unless such issuance and such payment shall comply with all relevant provisions of law and the requirements of any stock exchange on which the Shares are listed.

(e) *Termination of Employment.* Except as expressly provided below in Section 2(f), in the event of the termination of the Grantee’s employment or service with the Company or any Affiliate for any reason prior to the Vesting Date, such RSUs held by Grantee shall be automatically forfeited by the Grantee as of the date of termination. (The date of any such termination of the Grantee’s employment or service is referred to in this Agreement as the “Termination Date.”) Neither the Grantee nor any of the Grantee’s successors, heirs, assigns or personal representatives shall have any rights or interests in any RSUs that are so forfeited.

(f) *Corporate Change in Control.* In the event of a Corporate Change of Control or Corporate Transaction (each as defined in the Plan) prior to the Vesting Date and while the Grantee remains employed by the Company or its Affiliate, the RSUs shall become fully vested and non-forfeitable as of the date of the Corporate Change in Control or Corporate Transaction. Any RSUs that vest pursuant to this clause (f) shall be paid as soon as practicable after the Corporate Change in Control or Corporate Transaction (and in no case more than seventy-four days after).

(g) *Dividend Equivalent Rights.* In the event that any dividends are paid on shares of Common Stock during the term hereof, the Grantee shall be credited with dividend equivalent rights in respect of the dividends paid on the shares of the Common Stock subject to the RSUs hereunder. Such dividend equivalent rights will accumulate and shall be paid in cash

by the Company on the same date on which the RSU from which the dividend equivalent right is derived is paid, subject to the terms hereof. All such dividend equivalent rights shall be subject to the same vesting requirements that apply to the RSUs from which the dividend equivalent rights are derived.

(h) *Payments to “Specified Employees” Under Certain Circumstances.* Notwithstanding the provisions of Section 2(d), Section 2(e), Section 2(f) and Section 2(g) hereof, if the Grantee is deemed a “specified employee” (as such term is described in Section 409A of the Code and the treasury regulations thereunder (the “Code”)) at a time when such Grantee becomes eligible for payment upon a “separation from service” with the Company or any of its Affiliates, to the extent required to avoid taxation under Section 409A of the Code, such payments shall be made to the Grantee on the date that is six (6) months following such “separation from service,” or upon the Grantee’s death, if earlier.

(i) *Income Taxes.* Except as provided in the next sentence, the Company shall withhold and/or reacquire a number of Shares issued in payment of (or otherwise issuable in payment of, as the case may be) the RSUs having a Fair Market Value equal to the taxes that the Company determines it or the Employer is required to withhold under applicable tax laws with respect to the RSUs (with such withholding obligation determined based on any applicable minimum statutory withholding rates). In the event the Company cannot (under applicable legal, regulatory, listing or other requirements, or otherwise) satisfy such tax withholding obligation in such method or in the event that the RSUs are paid in cash (as opposed to Shares), the Company may satisfy such withholding and any withholding required in respect of dividend equivalent rights by any one or combination of the following methods:

- (i) by requiring the Grantee to pay such amount in cash or check;
- (ii) by reducing the amount of any cash otherwise payable to Grantee with respect to the RSUs;
- (iii) by deducting such amount out of any other compensation otherwise payable to the Grantee; and/or
- (iv) by allowing the Grantee to surrender shares of Common Stock which have a Fair Market Value equal to the amount required to be withheld.

For these purposes, the Fair Market Value of the Shares to be withheld or repurchased, as applicable, shall be determined on the date that the amount of tax to be withheld is to be determined.

Section 3. Miscellaneous

(a) *Notices.* Any and all notices, designations, consents, offers, acceptances and any other communications provided for herein shall be given in writing and shall be delivered either personally or by registered or certified mail, postage prepaid, which shall be addressed, in the case of the Company to both the Chief Financial Officer and the General Counsel of the Company at the principal office of the Company and, in the case of the Grantee, to the Grantee’s address appearing on the books of the Company or to the Grantee’s

residence or to such other address as may be designated in writing by the Grantee. Notices may also be delivered to the Grantee, during his or her employment, through the Company's inter-office or electronic mail systems.

(b) *No Right to Continued Employment.* Nothing in the Plan or in this Agreement shall confer upon the Grantee any right to continue in the employ of the Company or any Affiliate or shall interfere with or restrict in any way the right of the Company or any Affiliate, which is hereby expressly reserved, to remove, terminate or discharge the Grantee at any time for any reason whatsoever, with or without cause and with or without advance notice.

(c) *Bound by Plan.* By signing this Agreement, the Grantee acknowledges that he/she has received a copy of the Plan and has had an opportunity to review the Plan and agrees to be bound by all the terms and provisions of the Plan. In the event of a conflict or ambiguity between any term or provision contained herein and a term or provision of the Plan, the Plan will govern and prevail. The construction of and decisions under the Plan and this Agreement are vested in the Committee, whose determination shall be final, conclusive and binding upon the Grantee.

(d) *Successors.* The terms of this Agreement shall be binding upon and inure to the benefit of the Company, its successors and assigns, and of the Grantee and the beneficiaries, executors, administrators, heirs and successors of the Grantee.

(e) *Invalid Provision.* The invalidity or unenforceability of any particular provision thereof shall not affect the other provisions hereof, and this Agreement shall be construed in all respects as if such invalid or unenforceable provision had been omitted.

(f) *Modifications.* No change, modification or waiver of any provision of this Agreement shall be valid unless the same is in writing and signed by the parties hereto.

(g) *Entire Agreement.* This Agreement and the Plan contain the entire agreement and understanding of the parties hereto with respect to the subject matter contained herein and therein and supersede all prior communications, representations and negotiations in respect thereto.

(h) *Governing Law.* This Agreement and the rights of the Grantee hereunder shall be construed and determined in accordance with the laws of the State of Iowa.

(i) *Headings.* The headings of the Sections hereof are provided for convenience only and are not to serve as a basis for interpretation or construction, and shall not constitute a part, of this Agreement.

(j) *Recoupment.* Notwithstanding any other provision herein, any recoupment or "clawback" policies adopted by the Committee and applicable to equity awards shall apply to the Award and any Shares that may be issued in respect of the Award to the extent the Committee designates the policy as applicable to the Award at the time the policy is adopted.

(k) *Counterparts.* This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

By Grantee's signature and the signature of the Company's representative below this Agreement shall be deemed to have been executed and delivered by the parties hereto as of the Date of Grant.

**AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY**

By: _____
Name:
Title:

GRANTEE

[NAME]

DIRECTOR STOCK OPTION AGREEMENT

THIS DIRECTOR STOCK OPTION AGREEMENT, hereinafter referred to as the “Option” or the “Agreement,” is made effective as of the [] day of [], between American Equity Investment Life Holding Company (the “Company”) and, [] (the “Optionee”).

The Company hereby grants an option of [] shares of common stock of the Company, \$1.00 par value per share (“Stock”), to the Optionee at the price and in all respects subject to the terms, definitions and provisions of the Agreement, and the 2000 Director Stock Option Plan, adopted by the Company effective June, 22, 2000, the terms and definitions of which are incorporated herein, unless the context implies otherwise.

1. **Option Price.** The option price is [\$] for each share, the price being at least 100% of the fair market value of a share of the Stock on the date of the grant of this Option.
2. **Exercise of Option and Vesting Schedule.** This Option is granted for a ten (10) year term and, therefore, may not be exercised after the expiration of ten (10) years from the date that it is granted. This Option shall become exercisable at any time subject to terms of this Agreement and applicable law.
 - (a) **Vesting Schedule.** This Option will vest on []. Should the Optionee resign or be terminated (except for death or disability) prior to the date of vesting, then Optionee will forfeit all rights under this Agreement.
 - (b) **Right to Exercise.** This Option shall be exercisable during the term of the Option, by the Optionee:
 - (i) While the Optionee is a member of the board of directors of the Company, or within thirty (30) days of the resignation or termination of Optionee as a board member; provided that in the event the Optionee’s service with the Company is terminated because of disability, as that term is defined in Section 105(d) (4) of the Internal Revenue Code, as amended (the “Code”), the Option privileges, with respect to the shares purchasable by the Optionee as of the date that the Optionee resigned or was terminated, may be exercised by the Optionee within one (1) year after the termination of the Optionee’s service by the Company. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.
 - (ii) If the Optionee should die during the option period while employed by the Company, the option privileges may be exercised in full by the legal representative of the Optionee’s estate, or by the person or persons to whom the Optionee’s rights under the Option shall have passed by will or the laws of descent and distribution within one (1) year after the Optionee’s date of death. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.
 - (c) **Restrictions on Exercise.** The minimum number of shares for which this Option may be exercised is 50 shares. In addition, as a condition to the Optionee’s exercise of this option, the Company may require the person exercising this Option to execute any buy-sell agreement in effect between the Company and its shareholders and to make such representations or warranties to the Company as may be required by applicable law or regulation.

- (d) **Method of Exercise.** This Option shall be exercisable by a written notice which shall:
- (i) State the election to exercise the Option, the number of shares in respect of which it is being exercised (which may be no less than 50 shares), the person in whose name the stock certificate for such shares of Stock is to be registered, the person's address and social security number (or if more than one, the names, addresses and social security numbers of such persons);
 - (ii) Contain such representations and agreements as to the holder's investment intent with respect to such shares of Stock as may be satisfactory to the Company's counsel; and
 - (iii) Be signed by the person or persons entitled to exercise the Option and, if the Option is being exercised by any persons other than the Optionee, be accompanied by proof satisfactory to counsel for the Company, of the right of such person or persons to exercise the Option.
- (e) **Payment of Option Price.** Payment of the aggregate Option Price for the shares of Stock with respect to which the Option is being exercised shall be made in cash or in one of the following manners:
- (i) By certified or bank cashier check;
 - (ii) By delivery (including constructive delivery) to the Company of shares of Stock having an aggregate Fair Market Value on Date of Exercise equal to the aggregate Option Price; or
 - (iii) By delivery on a form prescribed by the Committee of a properly executed exercise notice and irrevocable instructions to a registered securities broker approved by the Committee to sell shares of Stock and promptly deliver cash to the Company.
3. **Nontransferability of Option.** This Option may not be transferred in any manner otherwise than by will or the laws of descent and distribution and may be exercised during the lifetime of the Optionee only by the Optionee and after Optionee's death by the legal representative of the Optionee's estate or by the person or persons to whom the Optionee's rights under the Option passed by will or the laws of descent and distribution. This Option shall not be pledged or hypothecated in any way and shall not be subject to executive, attachment of similar process except with the express consent of the Committee.
4. **Adjustments.**
- (a) Whenever a stock split, stock dividend or other relevant change in capitalization of the Company occurs, (1) the number of shares that can thereafter be purchased and the option price per share under each Option that has been granted and not exercise, and (2) the number of shares used in determining whether a particular Option is grantable thereafter shall be appropriately adjusted.
 - (b) In the event of the dissolution or liquidation of the Company, any Option granted under the Plan shall terminate as of a date to be fixed by the Committee, provided that not less than 30 days' written notice of the date so fixed shall be given to each Optionee and each such Optionee shall have the right during such period to exercise Optionee's Option as to all or any part of the shares covered thereby, including shares as to which such Option would not otherwise be exercisable by reason of an insufficient lapse of time.

(c) Adjustments and determinations under this paragraph 3 shall be made by the Board of Directors of the Company, whose decisions as to what adjustments or determinations shall be made, and the extent thereof, shall be final, binding and conclusive.

5. **Notices.** Each notice relating to this Agreement shall be in writing and delivered in person or by certified mail to the proper address, and shall be deemed to have been given on the date it is received. Each notice to the Company shall be addressed to it as its principal office, attention of the Secretary. Each notice to the Optionee or other person or person then entitled to exercise the Option shall be addressed to the Optionee or such other person or persons at the Optionee's address set forth in the heading of this Agreement. Anyone to whom a notice may be given under this Agreement may designate a new address by written notice to that effect.
6. **Benefits of Agreement.** This Agreement shall inure to the benefit of and be binding upon each successor of the Company. All obligations imposed upon the Optionee and all rights granted to the Company under this Agreement shall be binding upon the Optionee's heir, legal representatives and successors. This Agreement shall be the sole and exclusive source of any and all rights which the Optionee, the Optionee's heirs, legal representatives, or successors may have in respect to the Plan or any options or Stock granted or issued thereunder whether to the Optionee or to any other person.
7. **Resolution of Disputes.** Any dispute or disagreement which should arise under, or as a result of, or in any way relate to, the interpretation, construction or applicability of this Agreement will be determined by the Board of Directors of the Company. Any determination made hereunder shall be final, binding, and conclusive for all purposes.

IN WITNESS WHEREOF, the Company and the Optionee have caused this Agreement to be executed effective as of the day, month and year first above written.

**AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY**

By: _____
[Name and Title]

ATTEST:

[Name and Title]

OPTIONEE:

By: _____

EMPLOYEE STOCK OPTION AGREEMENT

THIS EMPLOYEE STOCK OPTION AGREEMENT, hereinafter referred to as the “Option” or the “Agreement,” is made effective as of the [_____] day of [_____] between American Equity Investment Life Holding Company (the “Company”) and, [_____] (the “Optionee”).

The Company hereby grants an option of [_____] shares of common stock of the Company, \$1.00 par value per share (“Stock”), to the Optionee at the price and in all respects subject to the terms, definitions and provisions of the Agreement, and the 2000 Employee Stock Option Plan, adopted by the Company effective June, 22, 2000, the terms and definitions of which are incorporated herein, unless the context implies otherwise.

1. **Option Price.** The option price is [\$_____] for each share, the price being at least 100% of the fair market value of a share of the Stock on the date of the grant of this Option.
2. **Exercise of Option and Vesting Schedule.** This Option is granted for a ten (10) year term and, therefore, may not be exercised after the expiration of ten (10) years from the date that it is granted. This Option shall become exercisable at any time subject to terms of this Agreement and applicable law.
 - (a) **Vesting Schedule.** This Option will vest on [_____]. Should the Optionee resign or be terminated (except for death or disability) prior to the date of vesting, then Optionee will forfeit all rights under this Agreement.
 - (b) **Right to Exercise.** This Option shall be exercisable during the term of the Option, by the Optionee:
 - (i) While the Optionee is an employee of the Company, or within thirty (30) days of the resignation or termination of Optionee as an employee; provided that in the event the Optionee’s service with the Company is terminated because of disability, as that term is defined in Section 105(d) (4) of the Internal Revenue Code, as amended (the “Code”), the Option privileges, with respect to the shares purchasable by the Optionee as of the date that the Optionee resigned or was terminated, may be exercised by the Optionee within one (1) year after the termination of the Optionee’s service by the Company. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.
 - (ii) If the Optionee should die during the on period while employed by the Company, the option privileges may be exercised in full by the legal representative of the Optionee’s estate, or by the person or persons to whom the Optionee’s rights under the Option shall have passed by will or the laws of descent and distribution within one (1) year after the Optionee’s date of death. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.
 - (c) **Restrictions on Exercise.** The minimum number of shares for which this Option may be exercised is 50 shares. In addition, as a condition to the Optionee’s exercise of this option, the Company may require the person exercising this Option to execute any buy-sell agreement in effect between the Company and its shareholders and to make such representations or warranties to the Company as may be required by applicable law or regulation.
 - (d) **Method of Exercise.** This Option shall be exercisable by a written notice which shall:
 - (i) State the election to exercise the Option, the number of shares in respect of which it is being exercised (which may be no less than 50 shares), the person in whose name the stock certificate for such shares of Stock is to be registered, the person’s address

and social security number (or if more than one, the names, addresses and social security numbers of such persons);

- (ii) Contain such representations and agreements as to the holder's investment intent with respect to such shares of Stock as may be satisfactory to the Company's counsel; and
 - (iii) Be signed by the person or persons entitled to exercise the Option and, if the Option is being exercised by any persons other than the Optionee, be accompanied by proof satisfactory to counsel for the Company, of the right of such person or persons to exercise the Option.
- (e) **Payment of Option Price.** Payment of the aggregate Option Price for the shares of Stock with respect to which an Option is being exercised shall be made by the Optionee in cash or in one of the following manners:
- (i) By certified or bank cashier check;
 - (ii) By delivery (including constructive delivery) to the Company of shares of Stock having an aggregate Fair Market Value on Date of Exercise equal to the aggregate Option Price; or
 - (iii) By delivery on a form prescribed by the Committee of a properly executed exercise notice and irrevocable instructions to a registered securities broker approved by the Committee to sell shares of Stock and promptly deliver cash to the Company.
3. **Withholding.** The Company's obligation to deliver shares of Stock or pay any amount pursuant to the terms of any Option shall be subject to the satisfaction of applicable federal, state and local tax withholding requirements; provided that, an Optionee may satisfy any such withholding tax obligation by any of the following means or by a combination of such means: (i) tendering a cash payment, (ii) authorizing the Company to withhold shares of Stock otherwise issuable to the Optionee valued at Fair Market Value on Date of Exercise, or (iii) delivering to the Company already owned and unencumbered shares of Stock valued at Fair Market Value on Date of Exercise.
4. **Nontransferability of Option.** This Option may not be transferred in any manner otherwise than by will or the laws of descent and distribution and may be exercised during the lifetime of the Optionee only by the Optionee and after Optionee's death by the legal representative of the Optionee's estate or by the person or persons to whom the Optionee's rights under the Option passed by will or the laws of descent and distribution. This Option shall not be pledged or hypothecated in any way and shall not be subject to executive, attachment of similar process except with the express consent of the Committee.
5. **Adjustments**
- (a) Whenever a stock split, stock dividend or other relevant change in capitalization of the Company occurs, (1) the number of shares that can thereafter be purchased and the option price per share under each Option that has been granted and not exercise, and (2) the number of shares used in determining whether a particular Option is grantable thereafter shall be appropriately adjusted.
 - (b) In the event of the dissolution or liquidation of the Company, any Option granted under the Plan shall terminate as of a date to be fixed by the Committee, provided that not less than 30 days' written notice of the date so fixed shall be given to each Optionee and each such Optionee shall have the right during such period to exercise Optionee's Option as to all or any part of the shares covered thereby, including shares as to which such Option would not otherwise be exercisable by reason of an insufficient lapse of time.

(c) Adjustments and determinations under this paragraph 3 shall be made by the Board of Directors of the Company, whose decisions as to what adjustments or determinations shall be made, and the extent thereof, shall be final, binding and conclusive.

6. **Notices.** Each notice relating to this Agreement shall be in writing and delivered in person or by certified mail to the proper address, and shall be deemed to have been given on the date it is received. Each notice to the Company shall be addressed to it at its principal office, attention of the Secretary. Each notice to the Optionee or other person or person then entitled to exercise the Option shall be addressed to the Optionee or such other person or persons at the Optionee's address set forth in the heading of this Agreement. Anyone to whom a notice may be given under this Agreement may designate a new address by written notice to that effect.
7. **Benefits of Agreement.** This Agreement shall inure to the benefit of and be binding upon each successor of the Company. All obligations imposed upon the Optionee and all rights granted to the Company under this Agreement shall be binding upon the Optionee's heir, legal representatives and successors. This Agreement shall be the sole and exclusive source of any and all rights which the Optionee, the Optionee's heirs, legal representatives, or successors may have in respect to the Plan or any options or Stock granted or issued thereunder whether to the Optionee or to any other person.
8. **Resolution of Disputes.** Any dispute or disagreement which should arise under, or as a result of, or in any way relate to, the interpretation, construction or applicability of this Agreement will be determined by the Board of Directors of the Company. Any determination made hereunder shall be final, binding, and conclusive for all purposes.

IN WITNESS WHEREOF, the Company and the Optionee have caused this Agreement to be executed effective as of the day, month and year first above written.

**AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY**

By: _____
[Name and Title]

ATTEST:

[Name and Title]

OPTIONEE:

By: _____

EMPLOYEE STOCK OPTION AGREEMENT

THIS EMPLOYEE STOCK OPTION AGREEMENT, hereinafter referred to as the “Option” or the “Agreement,” is made effective as of the [____] day of [____], between American Equity Investment Life Holding Company (the “Company”) and, [____] (the “Optionee”).

The Company hereby grants an option of [____] shares of common stock of the Company, \$1.00 par value per share (“Stock”), to the Optionee at the price and in all respects subject to the terms, definitions and provisions of the Agreement, and the 2009 Employee Incentive Plan, adopted by the Company effective June 4, 2009, the terms and definitions of which are incorporated herein, unless the context implies otherwise.

1. **Option Price.** The option price is [\$ ____] for each share, the price being at least 100% of the fair market value of a share of the Stock on the date of the grant of this Option.

2. **Exercise of Option and Vesting Schedule.** This Option is granted for a *ten* (10) year term and, therefore, may not be exercised after the expiration of ten (10) years from the date that it is granted. This Option shall become exercisable at any time subject to terms of this Agreement and applicable law.
 - (a) **Vesting Schedule.** This option will vest on the earlier of [____] or the date Optionee retires from the Company if such retirement date occurs after the age of 65 and following 10 years of service with the Company. Should the Optionee be terminated (except for death, disability or retirement after the age of 65 and following 10 years of service with the Company), then Optionee will forfeit all rights under this agreement.

 - (b) **Right to Exercise.** This Option shall be exercisable during the term of the Option, by the Optionee:
 - (i) While the Optionee is an employee of the Company, or within sixty (60) days of the termination of Optionee as an employee; provided that in the event Optionee’s employment by the Company is terminated because of disability, as that term is defined in Section 105(d) (4) of the Internal Revenue Code, as amended (the “Code”), the Option privileges, with respect to the shares purchasable by the Optionee as of the date that the Optionee terminated, may be exercised by the Optionee within one (1) year after the date of termination of the Optionee’s employment by the Company. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.

 - (ii) If the Optionee should die during the option period while employed by the Company, the option privileges may be exercised in full by the legal representative of the Optionee’s estate, or by the person or persons to whom the Optionee’s rights under the Option shall have passed by will or the laws of descent and distribution within one (1) year after the Optionee’s date of death. However, nothing contained within this statement shall be construed to extend the ultimate term of this Option beyond the period of time as set out above in paragraph 2.

 - (c) **Restrictions on Exercise.** The minimum number of shares for which this Option may be exercised is 100 shares. In addition, as a condition to the Optionee’s exercise of this option, the Company may require the person exercising this Option to execute any buy-sell agreement in effect between the Company and its shareholders and to make such representations or warranties to the Company as may be required by applicable law or regulation.

 - (d) **Method of Exercise.** This Option shall be exercisable by a written notice which shall:

- (i) State the election to exercise the Option, the number of shares in respect of which it is being exercised (which may be no less than 100 shares), the person in whose name the stock certificate for such shares of Stock is to be registered, the person's address and social security number (or if more than one, the names, addresses and social security numbers of such persons);
 - (ii) Contain such representations and agreements as to the holder's investment intent with respect to such shares of Stock as may be satisfactory to the Company's counsel; and
 - (iii) Be signed by the person or persons entitled to exercise the Option and, if the Option is being exercised by any persons other than the Optionee, be accompanied by proof satisfactory to counsel for the Company, of the right of such person or persons to exercise the Option.
- (e) **Payment of Option Price.** Payment of the aggregate Option Price for the shares of Stock with respect to which an Option is being exercised shall be made by the Optionee in cash or in one of the following manners:
- (i) By certified or bank cashier check or wire transfer;
 - (ii) By delivery (including constructive delivery) to the Company of shares of Stock having an aggregate Fair Market Value on Date of Exercise equal to the aggregate Option Price; or
 - (iii) By delivery on a form prescribed by the Committee of a properly executed exercise notice and irrevocable instructions to a registered securities broker approved by the Committee to sell shares of Stock and promptly deliver cash to the Company.
- (f) **Withholding.** The Company's obligation to deliver shares of Stock or pay any amount pursuant to the terms of any Option shall be subject to satisfaction of applicable federal, state and local tax withholding requirements.. Optionee may satisfy any such withholding tax obligation by any of the following means or by a combination of such means: (i) tendering a cash payment, (ii) authorizing the Company to withhold shares of Stock otherwise issuable to the Optionee valued at Fair Market Value on Date of Exercise, or (iii) delivering to the Company already owned and unencumbered shares of Stock valued at Fair Market Value on Date of Exercise.
3. **Nontransferability of Option.** This Option may not be transferred in any manner otherwise than by will or the laws of descent and distribution and may be exercised during the lifetime of the Optionee only by the Optionee and after Optionee's death by the legal representative of the Optionee's estate or by the person or persons to whom the Optionee's rights under the Option passed by will or the laws of descent and distribution. This Option shall not be pledged or hypothecated in any way and shall not be subject to executive, attachment of similar process except with the express consent of the Committee.
4. **Adjustments:**
- (a) Whenever a stock split, stock dividend or other relevant change in capitalization of the Company occurs, (1) the number of shares that can thereafter be purchased and the option price per share under each Option that has been granted and not exercise, and (2) the number of shares used in determining whether a particular Option is grantable thereafter shall be appropriately adjusted.
 - (b) In the event of the dissolution or liquidation of the Company, any Option granted under the Plan shall terminate as of a date to be fixed by the Committee, provided that not less than 30 days' written notice of the date so fixed shall be given to each Optionee and each such Optionee shall have the right during such period to exercise Optionee's Option as to all or

any part of the shares covered thereby, including shares as to which such Option would not otherwise be exercisable by reason of an insufficient lapse of time.

(c) Adjustments and determinations under this paragraph 3 shall be made by the Board of Directors of the Company, whose decisions as to what adjustments or determinations shall be made, and the extent thereof, shall be final, binding and conclusive.

5. **Notices.** Each notice relating to this Agreement shall be in writing and delivered in person or by certified mail to the proper address, and shall be deemed to have been given on the date it is received. Each notice to the Company shall be addressed to it at its principal office, attention of the Secretary. Each notice to the Optionee or other person or person then entitled to exercise the Option shall be addressed to the Optionee or such other person or persons at the Optionee's address set forth in the heading of this Agreement. Anyone to whom a notice may be given under this Agreement may designate a new address by written notice to that effect.
6. **Benefits of Agreement.** This Agreement shall inure to the benefit of and be binding upon each successor of the Company. All obligations imposed upon the Optionee and all rights granted to the Company under this Agreement shall be binding upon the Optionee's heir, legal representatives and successors. This Agreement shall be the sole and exclusive source of any and all rights which the Optionee, the Optionee's heirs, legal representatives, or successors may have in respect to the Plan or any options or Stock granted or issued thereunder whether to the Optionee or to any other person.
7. **Resolution of Disputes.** Any dispute or disagreement which should arise under, or as a result of, or in any way relate to, the interpretation, construction or applicability of this Agreement will be determined by the Board of Directors of the Company. Any determination made hereunder shall be final, binding, and conclusive for all purposes.

IN WITNESS WHEREOF, the Company and the Optionee have caused this Agreement to be executed effective as of the day, month and year first above written.

**AMERICAN EQUITY INVESTMENT LIFE
HOLDING COMPANY**

By: _____
[Name and Title]

ATTEST:

[Name and Title]

OPTIONEE:

By: _____

CHANGE IN CONTROL AGREEMENT

THIS AGREEMENT is entered into this ____ day of _____ by and between AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY, an Iowa corporation (the "**Company**"), and _____ (the "**Executive**"). The Company's Board of Directors (the "**Board**") has determined that it is in the best interests of the Company and its stockholders to ensure that the Company and its Affiliates will have the continued dedication of the Executive, notwithstanding the possibility, threat or occurrence of a termination of the Executive's employment in certain circumstances, including following a Change in Control as defined herein. The Board believes it is imperative to diminish the inevitable distraction of the Executive by virtue of the personal uncertainties and risks created by a pending or threatened termination of the Executive's employment in such circumstances and to provide the Executive with compensation and benefits arrangements upon such a termination which ensure that the compensation and benefits expectations of the Executive will be satisfied and which are competitive with those of other corporations who may seek to employ the Executive. In order to accomplish these objectives, the Board has caused the Company to enter into this Agreement with the Executive.

It is hereby agreed as follows:

1. **Definitions.** For purposes of this Agreement, the following terms will have the following meanings unless otherwise expressly provided in this Agreement:

A. "**Affiliate**" shall have the meaning set forth in Rule 12b-2 promulgated under Section 12 of the Exchange Act.

B. "**Base Amount**" shall have the meaning set forth in Section 280G(b)(3) of the Code.

C. "**Beneficial Owner**" shall have the meaning set forth in Rule 13d-3 promulgated under Section 13 of the Exchange Act.

D. "**Beneficiary**" means any individual, trust or other entity named by the Executive to receive the Severance Payments in the event of the death of the Executive during the Continuation Period. Executive may designate a Beneficiary to receive such Severance Payments by completing a form provided by the Company and delivering it to the Secretary of the Company. Executive may change his or her designated Beneficiary at any time (without the consent of any prior Beneficiary) by completing and delivering to the Secretary of the Company a new beneficiary designation form. If a Beneficiary has not been designated by the Executive, or if no designated Beneficiary survives the Executive, then the Severance Payments if any, will be paid to the Executive's estate, which shall be deemed to be the Executive's Beneficiary.

E. "**Board**" means the Board of Directors of the Company.

F. "**Cause**" means:

(i) the Executive's willful and continued failure to substantially perform the Executive's duties with the Company or its Affiliates (other than any such failure resulting from the Executive's incapacity due to physical or mental illness), after a written demand for substantial performance is delivered to the Executive by the Board which specifically identifies the manner in which the Board believes that the Executive has not substantially performed his or her duties;

(ii) the final conviction of the Executive of, or an entering of a guilty plea or a plea of no contest by the Executive to, a felony; or

(iii) the willful engaging by the Executive in illegal conduct or gross misconduct which is materially and demonstrably injurious to the Company.

For purposes of this definition, no act or failure to act on the part of the Executive shall be considered "willful" unless it is done, or omitted to be done, by the Executive in bad faith or without a reasonable belief that the action or omission was in the best interests of the Company or its Affiliates. Any act, or failure to act, based on authority given pursuant to a resolution duly adopted by the Board will be conclusively presumed to be done, or omitted to be done, by the Executive in good faith and in the best interests of the Company and its Affiliates.

G. **"Change in Control"** shall be deemed to have occurred if the event set forth in any one of the following paragraphs shall have occurred:

(i) any Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates) representing 35% or more of the combined voting power of the Company's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with a transaction described paragraph (iii) below;

(ii) the following individuals cease for any reason to constitute a majority of the number of directors then serving: individuals who, on the date hereof, constitute the Board and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's stockholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the date hereof or whose appointment, election or nomination for election was previously so approved or recommended;

(iii) there is consummated a merger or consolidation of the Company or any direct or indirect subsidiary of the Company with any other corporation, other than (a) a merger or consolidation immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the Company, the entity surviving such merger or consolidation or, if the Company or the entity surviving such merger is then a subsidiary, the ultimate parent thereof or (b) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or

becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities Beneficially Owned by such Person any securities acquired directly from the Company or its Affiliates) representing 35% or more of the combined voting power of the Company's then outstanding securities; or

(iv) the stockholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than a sale or disposition by the Company of all or substantially all of the Company's assets immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the entity to which such assets are sold or disposed or any parent thereof.

Notwithstanding the foregoing, a Change in Control shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the record holders of the common stock of the Company immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions.

H. "**Code**" means the Internal Revenue Code of 1986, as amended from time to time.

I. "**Date of Termination**" means the date specified in a Notice of Termination pursuant to paragraph 3 hereof, or the Executive's last date as an active employee of the Company and its Affiliates before a termination of employment due to death, Disability or other reason, as the case may be.

J. "**Disability**" means the Executive's total and permanent disability as defined under the terms of the Company's long-term disability plan in effect on the Date of Termination.

K. "**Effective Period**" means the 12-month period following any Change in Control.

L. "**Exchange Act**" means the Securities Exchange Act of 1934, as amended from time to time.

M. "**Excise Tax**" shall mean any excise tax imposed under Section 4999 of the Code.

N. "**Good Reason**" means, unless the Executive has consented in writing thereto, the occurrence of any of the following:

(i) the assignment to the Executive of any duties materially inconsistent with the Executive's position, including any change in status, authority, duties or responsibilities or any other action which, in either such case, results in a material diminution in such status, authority, duties or responsibilities, excluding for this purpose an isolated,

insubstantial and inadvertent action not taken in bad faith and which is remedied by the Company or the Executive's employer promptly after receipt of notice thereof given by the Executive;

(ii) a reduction by the Company or the Executive's employer in the Executive's base salary;

(iii) the relocation of the Executive's office to a location more than fifty (50) miles outside West Des Moines, Iowa;

(iv) unless a plan providing a substantially similar compensation or benefit is substituted, (a) the failure by the Company or any of its Affiliates to continue in effect any fringe benefit or compensation plan, retirement plan, life insurance plan, health and accident plan or disability plan in which the Executive is participating prior to the Change in Control which adversely affects the Executive's total compensation in a material manner, or (b) the taking of any action by the Company or any of its Affiliates which would materially adversely affect the Executive's participation in or materially reduce or deprive him of his benefits under, such plans; or

(v) the failure of the Company to obtain the assumption in writing of the Company's obligation to perform this Agreement by any successor to all or substantially all of the assets of the Company within 15 days after such succession.

The Executive's right to terminate the Executive's employment for Good Reason shall not be affected by the Executive's incapacity due to physical or mental illness. In order for Good Reason to exist hereunder, the Executive must provide notice to the Company of the existence of the condition or circumstance described above within 90 days of the initial existence of the condition or circumstance (or, if later, within 90 days of the Executive's becoming aware of such condition or circumstance), and the Company must have failed to cure such condition within 30 days of the receipt of such notice, and the Executive must terminate employment within ten (10) days after the expiration of such cure period. Subject to the preceding sentence, the Executive's continued employment shall not constitute consent to, or a waiver of rights with respect to, any act or failure to act constituting Good Reason hereunder.

O. "**Person**" shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof, except that such term shall not include (i) the Company or any of its subsidiaries, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any of its Affiliates, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities or (iv) a corporation owned, directly or indirectly, by the stockholders of the Company in substantially the same proportions as their ownership of stock of the Company.

P. "**Severance Payments**" means the severance payments and benefits listed in paragraph 4(A) of this Agreement.

2. **Term.** The term ("**Term**") of this Agreement shall commence on the date first above written (the "**Commencement Date**") and, unless terminated earlier as provided hereunder, shall continue through December 31, ____; provided, however, that commencing on

January 1, ____ and each January 1st thereafter, the Term shall automatically be extended for one additional year, unless at least 90 days prior to such January 1st date, the Company shall have given notice that it does not wish to extend this Agreement. Upon the occurrence of a Change in Control during the Term, including any extensions thereof, the Term shall automatically be extended until the end of the Effective Period and may not be terminated by the Company during such time.

3. ***Notice of Termination.***

A. Any termination of the Executive's employment by the Company, or by any Affiliate of the Company by which the Executive is employed, for Cause, or by the Executive for Good Reason shall be communicated by Notice of Termination to the other party hereto given in accordance with paragraph 10 of this Agreement. For purposes of this Agreement, a "**Notice of Termination**" for termination of employment for Cause or for Good Reason means a written notice which: (i) is given at least thirty (30) days prior to the Date of Termination; (ii) indicates the specific termination provision in this Agreement relied upon; (iii) sets forth in reasonable detail the facts and circumstances claimed to provide a basis for termination of the Executive's employment under the provision so indicated; (iv) specifies the employment termination date; and (v) allows the recipient of the Notice of Termination at least thirty (30) days to cure the act or omission relied upon in the Notice of Termination. The failure to set forth in the Notice of Termination any fact or circumstance which contributes to a showing of Good Reason or Cause will not waive any right of the party giving the Notice of Termination hereunder or preclude such party from asserting such fact or circumstance in enforcing its rights hereunder.

B. A termination of employment of the Executive will not be deemed to be for Cause unless and until there has been delivered to the Executive a copy of a resolution duly adopted by the affirmative vote of not less than three-quarters of the entire membership of the Board at a meeting of the Board called and held for such purpose (after reasonable notice is provided to the Executive and the Executive is given an opportunity, together with counsel, to be heard before the Board), finding that, in the good faith opinion of the Board, the Executive has engaged in the conduct described in paragraph 1(F) hereof, and specifying the particulars of such conduct in reasonable detail.

4. ***Obligations of the Company Upon Termination of Executive's Employment Following a Change in Control.***

A. If, (i) during the Effective Period, the Company terminates the Executive's employment other than for Cause or the Executive terminates employment with the Company for Good Reason, or (ii) either (1) the Executive's employment is terminated by the Company other than for Cause prior to a Change in Control (but, only if a Change in Control actually occurs) and such termination was at the request or direction of a Person who has entered into an agreement with the Company the consummation of which would constitute a Change in Control, (2) the Executive terminates his employment for Good Reason prior to a Change in Control (but, only if a Change in Control actually occurs) and the circumstance or event which constitutes Good Reason occurs at the request or direction of such Person or (3) the Executive's employment is terminated by the Company other than for Cause or by the Executive for Good Reason and

such termination or the circumstance or event which constitutes Good Reason is otherwise in connection with or in anticipation of a Change in Control (but, only if a Change in Control actually occurs), then the Company will provide the Executive with the payments and benefits specified below:

(a) a cash lump sum in the amount of the Executive's annual base salary through the Date of Termination to the extent not theretofore paid;

(b) a cash lump sum in the amount of the annual bonus that the Executive would receive for the year in which the Date of Termination occurs, pro-rated by multiplying such bonus amount by the fraction obtained by dividing the number of days in the year through the Date of Termination by 365, based on actual achievement of performance and payable at the same time bonuses are paid to other executives at the Company;

(c) a cash lump sum in the amount equal to the product of two times the Executive's annual base salary at the greater of (A) the rate in effect at the time Notice of Termination is given or (B) the rate in effect immediately preceding the Change in Control, payable within five days following the Date of Termination;

(d) a cash lump sum amount equal to the product of two times the greater of (A) the target annual cash bonus in effect for the Executive at the time Notice of Termination is given or (B) the target annual cash bonus in effect immediately preceding the Change in Control, payable within five days following the Date of Termination; and

(e) the continuation of the provision of health insurance, dental insurance and life insurance benefits for a period of two years following the Date of Termination (the "**Continuation Period**") to the Executive and the Executive's family at least equal to those which would have been provided to them in accordance with the plans, programs, practices and policies of the Company as in effect and applicable generally to other peer executives and their families during the 90-day period immediately preceding the Effective Period or on the Date of Termination, at the election of the Executive; provided, however, that if the Executive becomes re-employed with another employer and is eligible to receive medical or other welfare benefits under another employer provided plan, the medical and other welfare benefits described herein will be secondary to those provided under such other plan during such applicable period of eligibility.

B. Any and all amounts paid under this Agreement in the amount of or otherwise in respect of the Executive's annual base salary and bonuses, whether or not deferred under a deferred compensation plan or program, are intended to be and will be treated as compensation under any and all retirement plans sponsored or maintained by the Company or by any Affiliate controlled by the Company; provided, however, to the extent the treatment of such amounts as compensation under a retirement plan could adversely affect such plan's qualification status, the amount of the benefits under such plan attributable to such potentially disqualifying compensation shall be paid by the Company and not pursuant to such plan.

C. If the Executive's employment is terminated by reason of the Executive's death or Disability during the Term, this Agreement shall terminate automatically on the date of

death or, in the event of Disability, on the Date of Termination. In the event of Executive's death or Disability during the Continuation Period, the Severance Payments will be paid or provided to the Executive, the Executive's Beneficiary and/or the Executive's dependents under the applicable plans for the remainder of the Continuation Period. If the Executive's employment is terminated by the Company for Cause during the Term, or if the Executive terminates his employment by the Company other than for Good Reason, this Agreement shall terminate on the Date of Termination.

5. **Mitigation of Damages.** The Executive will not be required to mitigate damages or the amount of any payment provided for under this Agreement by seeking other employment or otherwise. Except as otherwise specifically provided in this Agreement, the amount of any payment provided for under this Agreement will not be reduced by any compensation earned by the Executive as the result of self-employment or employment by another employer or otherwise.

6. **Stock Options; Stock Appreciation Rights; Stock Bonus; Restricted Stock.** The foregoing benefits are intended to be in addition to the value of any options to acquire common stock of the Company, any equity-based awards of the Company and any other incentive or similar award or plan heretofore or hereafter adopted by the Company.

7. **Tax Effect.**

A. Notwithstanding any other provisions of this Agreement, in the event that any payment or benefit received or to be received by the Executive (including any payment or benefit received in connection with a Change in Control or the termination of the Executive's employment, whether pursuant to the terms of this Agreement or any other plan, arrangement or agreement) (all such payments and benefits, including the Severance Payments, being hereinafter referred to as the "**Total Payments**") would be subject (in whole or part), to the Excise Tax, then, after taking into account any reduction in the Total Payments provided by reason of Section 280G of the Code in such other plan, arrangement or agreement, the cash Severance Payments shall first be reduced, and the noncash Severance Payments shall thereafter be reduced, to the extent necessary so that no portion of the Total Payments is subject to the Excise Tax but only if (i) the net amount of such Total Payments, as so reduced (and after subtracting the net amount of federal, state and local income and employment taxes on such reduced Total Payments and after taking into account the phase out of itemized deductions and personal exemptions attributable to such reduced Total Payments) is greater than or equal to (ii) the net amount of such Total Payments without such reduction (but after subtracting the net amount of federal, state and local income and employment taxes on such Total Payments and the amount of Excise Tax to which the Executive would be subject in respect of such unreduced Total Payments and after taking into account the phase out of itemized deductions and personal exemptions attributable to such unreduced Total Payments); provided, however, that, to the extent permitted by Section 409A of the Code, the Executive may elect to have the noncash Severance Payments reduced (or eliminated) prior to any reduction of the cash Severance Payments.

B. For purposes of determining whether and the extent to which the Total Payments will be subject to the Excise Tax, (i) no portion of the Total Payments the receipt or enjoyment of which the Executive shall have waived at such time and in such manner as not to constitute a "payment" within the meaning of Section 280G(b) of the Code shall be taken into

account, (ii) no portion of the Total Payments shall be taken into account which, in the opinion of Tax Counsel (as defined below) does not constitute a "parachute payment" within the meaning of Section 280G(b)(2) of the Code (including by reason of Section 280G(b)(4)(A) of the Code) and, in calculating the Excise Tax, no portion of such Total Payments shall be taken into account which, in the opinion of Tax Counsel, constitutes reasonable compensation for services actually rendered, within the meaning of Section 280G(b)(4)(B) of the Code, in excess of the Base Amount allocable to such reasonable compensation, and (iii) the value of any non-cash benefit or any deferred payment or benefit included in the Total Payments shall be determined by the Tax Counsel in accordance with the principles of Sections 280G(d)(3) and (4) of the Code. For purposes of this Agreement, "Tax Counsel" will mean a lawyer, a certified public accountant with a nationally recognized accounting firm, or a compensation consultant with a nationally recognized actuarial and benefits consulting firm with expertise in the area of executive compensation tax law, who will be selected by the Company and will be reasonably acceptable to the Executive, and whose fees and disbursements will be paid by the Company.

C. At the time that payments are made under this Agreement, the Company shall provide the Executive with a written statement setting forth the manner in which such payments were calculated and the basis for such calculations including, without limitation, any opinions or other advice the Company has received from Tax Counsel or other advisors or consultants (and any such opinions or advice which are in writing shall be attached to the statement). If the Executive objects to the Company's calculations, the Company shall pay to the Executive such portion of the Severance Payments (up to 100% thereof) as the Executive determines is necessary to result in the proper application of subparagraph A of this paragraph 7.

D. Notwithstanding anything in this Agreement to the contrary, the amount of the Severance Payments, and the limitation on such payments set forth in this paragraph 7, cannot be finally determined on or before the scheduled payment date, the Company shall pay to the Executive on such day an estimate, as determined in good faith by the Executive of the minimum amount of such payments to which the Executive is clearly entitled and shall pay the remainder of such payments (together with interest on the unpaid remainder (or on all such payments to the extent the Company fails to make such payments when due) at 120% of the rate provided in Section 1274(b)(2)(B) of the Code) as soon as the amount thereof can be determined. In the event that the amount of the estimated payments exceeds the amount subsequently determined to have been due, such excess shall constitute a loan by the Company to the Executive, payable on the fifth (5th) business day after demand by the Company (together with interest at 120% of the rate provided in Section 1274(b)(2)(B) of the Code).

8. **Confidential Information; Non-solicitation.** During the Term and any Continuation Period, the Executive covenants and agrees as follows: (a) to hold in a fiduciary capacity for the benefit of the Company and its Affiliates all secret, proprietary or confidential material, knowledge, data or any other information relating to the Company or any of its Affiliates and their respective businesses ("**Confidential Information**"), which has been obtained by the Executive during the Executive's employment by the Company or any of its Affiliates and that has not been, is not now and hereafter does not become public knowledge (other than by acts by the Executive or representatives of the Executive in violation of this Agreement), and will not, without the prior written consent of the Company or as may otherwise be required by law or legal process, communicate or divulge any such information, knowledge or

data to anyone other than the Company and those designated by it; the Executive further agrees to return to the Company any and all records and documents (and all copies thereof) and all other property belonging to the Company or relating to the Company, its Affiliates or their businesses, upon termination of Executive's employment with the Company and its Affiliates; and (b) not to solicit or entice any other employee of the Company or its Affiliates to leave the Company or its Affiliates to go to work for any other business or organization which is in direct or indirect competition with the Company or any of its Affiliates, nor request or advise a customer or client of the Company or its Affiliates to curtail or cancel such customer's business relationship with the Company or its Affiliates.

9. ***Rights and Remedies Upon Executive's Breach.***

A. The Executive hereby acknowledges and agrees that the provisions contained in paragraph 8 of this Agreement (the "**Restrictive Covenants**") are reasonable and valid in duration and in all other respects. If any court of, or arbitrator with, competent jurisdiction determines that any of the Restrictive Covenants, or any part thereof, is invalid or unenforceable, the remainder of the Restrictive Covenants will not thereby be affected and will be given full effect without regard to the invalid portions.

B. If the Executive breaches, or threatens to commit a breach of, any of the Restrictive Covenants, the Company will have the following rights and remedies, each of which rights and remedies will be independent of the others and severally enforceable, and each of which is in addition to, and not in lieu of, any other rights and remedies available to the Company under law or in equity:

(i) *Specific Performance.* The right and remedy to have the Restrictive Covenants specifically enforced by any court of competent jurisdiction in aid of arbitration, it being agreed that any breach or threatened breach of the Restrictive Covenants would cause irreparable injury to the Company and that money damages would not provide an adequate remedy to the Company.

(ii) *Accounting.* The right and remedy to require the Executive to account for and pay over to the Company all compensation, profits, monies, accruals, increments or other benefits derived or received by the Executive as the result of any action constituting a breach of the Restrictive Covenants.

(iii) *Cessation of Severance Payments.* The right and remedy to cease any further Severance Payments from and after the commencement of such breach by the Executive.

C. The provisions of this subparagraph 9(C) shall apply to any dispute relating to this Agreement and not governed by subparagraph 9(B). All such disputes shall be resolved exclusively by arbitration administered by JAMS (or its successor) under its Employment Arbitration Rules and Procedures then in effect (the "JAMS Rules"). Notwithstanding the foregoing, the Company and the Executive shall have the right to (i) seek a restraining order or other injunctive or equitable relief or order in aid of arbitration or to compel arbitration, from a court of competent jurisdiction, or (ii) interim injunctive or equitable relief

from the arbitrator pursuant to the JAMS Rules, in each case to prevent any violation of this Agreement. The Company and the Executive must notify the other party in writing of a request to arbitrate any such disputes within the same statute of limitations period applicable to such disputes. Any arbitration proceeding brought under this Agreement shall be conducted before one arbitrator in Des Moines, Iowa or such other city to which the parties mutually agree. The arbitrator shall be selected in accordance with the JAMS Rules, provided that the arbitrator shall be an attorney with significant experience in employment matters. Subject to paragraph 9(D) below, each party to any dispute shall pay its own expenses of the arbitration. The arbitrator will be empowered to award either party any remedy at law or in equity that the party would otherwise have been entitled to had the matter been litigated in court, including, but not limited to, general, special and punitive damages, injunctive relief, costs and attorney fees; provided, however, that the authority to award any remedy is subject to whatever limitations, if any, exist in the applicable law on such remedies. The arbitrator shall issue a decision or award in writing, stating the essential findings of fact and conclusions of law, and the arbitrators shall be required to follow the laws of the State of Iowa. Any judgment on or enforcement of any award, including an award providing for interim or permanent injunctive relief, rendered by the arbitrator may be entered, enforced or appealed in any court having jurisdiction thereof. Any arbitration proceedings, decision or award rendered hereunder, and the validity, effect and interpretation of this arbitration provision, shall be governed by the Federal Arbitration Act, 9 U.S.C. § 1 et seq. It is part of the essence of this Agreement that any such disputes hereunder shall be resolved expeditiously and as confidentially as possible. Accordingly, the Company and the Executive agree that all proceedings in any arbitration shall be conducted under seal and kept strictly confidential. In that regard, no party shall use, disclose or permit the disclosure of any information, evidence or documents produced by any other party in the arbitration proceedings or about the existence, contents or results of the proceedings except as necessary and appropriate for the preparation and conduct of the arbitration proceedings, or as may be required by any legal process, or as required in an action in aid of arbitration or for enforcement of or appeal from an arbitral award. Before making any disclosure permitted by the preceding sentence, the party intending to make such disclosure shall give the other party reasonable written notice of the intended disclosure and afford such other party a reasonable opportunity to protect its interests.

D. The Company shall pay to the Executive all legal fees and expenses incurred by the Executive in disputing in good faith any issue hereunder relating to the termination of the Executive's employment, in seeking in good faith to obtain or enforce any benefit or right provided by this Agreement or in connection with any tax audit or proceeding to the extent attributable to the application of Section 4999 of the Code to any payment or benefit provided hereunder. Such payments shall be made within five (5) business days after delivery of the Executive's written requests for payment accompanied with such evidence of fees and expenses incurred as the Company reasonably may require.

10. **Notices.** Any notice provided for in this Agreement will be given in writing and will be delivered personally, telegraphed, telexed, sent by facsimile transmission or sent by certified, registered or express mail, postage prepaid. Any such notice will be deemed given when so delivered personally, telegraphed, telexed or sent by facsimile transmission, or, if mailed, on the date of actual receipt thereof. Notices will be properly addressed to the parties at their respective addresses set forth below or to such other address as either party may later specify by notice to the other in accordance with the provisions of this paragraph:

If to the Company:

AMERICAN EQUITY INVESTMENT LIFE HOLDING COMPANY
6000 Westown Parkway
West Des Moines, IA 50266
Attention: Chairman of the Board

With a copy to:

Skadden, Arps, Slate, Meagher & Flom LLP
155 N. Wacker Drive
Chicago, IL 60606
Attention: Shilpi Gupta

If to the Executive:

11. **Entire Agreement.** This Agreement contains the entire agreement between the parties with respect to the subject matter hereof and supersedes all prior agreements, written or oral, with respect thereto, including, without limitation, any and all prior employment or severance agreements and related amendments entered into between the Company and the Executive; provided, however, that this Agreement shall supersede any agreement setting forth the terms and conditions of the Executive's employment with the Company only in the event that the Executive's employment with the Company is terminated on or following a Change in Control, by the Company other than for Cause or by the Executive for Good Reason. Furthermore, the Severance Payments are separate and apart from and, to the extent they are actually paid, will be in lieu of any payment under any policy of the Company or any of its Affiliates regarding severance payments generally.

12. **Waivers and Amendments.** This Agreement may be amended, superseded, canceled, renewed or extended, and the terms and conditions hereof may be waived, only by a written instrument signed by the parties hereto or, in the case of a waiver, by the party waiving compliance. No delay on the part of any party in exercising any right, power or privilege hereunder will operate as a waiver thereof, nor will any waiver on the part of any party of any such right, power or privilege hereunder, nor any single or partial exercise of any right, power or privilege hereunder, preclude any other or further exercise thereof or the exercise of any other right, power or privilege hereunder.

13. **Governing Law.** This Agreement will be governed by and construed in accordance with the laws of the state of Iowa (without giving effect to the choice of law provisions thereof), where the employment of the Executive will be deemed, in part, to be performed, and enforcement of this Agreement or any action taken or held with respect to this Agreement will be taken in the courts of appropriate jurisdiction in Iowa.

14. **Assignment.** This Agreement, and any rights and obligations hereunder, may not be assigned by the Executive and may be assigned by the Company only to any successor in interest, whether by merger, consolidation, acquisition or the like, or to purchasers of substantially all of the assets of the Company.

15. **Binding Agreement.** This Agreement will inure to the benefit of and be binding upon the Company and its respective successors and assigns and the Executive and his legal representatives.

16. **Counterparts.** This Agreement may be executed in separate counterparts, each of which when so executed and delivered will be deemed an original, but all of which together will constitute one and the same instrument.

17. **Headings.** The headings in this Agreement are for reference purposes only and will not in any way affect the meaning or interpretation of this Agreement.

18. **Authorization.** The Company represents and warrants that the Board has authorized the execution of this Agreement.

19. **Validity.** The invalidity or unenforceability of any provisions of this Agreement will not affect the validity or enforceability of any other provisions of this Agreement, which will remain in full force and effect.

20. **Tax Withholding.** The Company will have the right to deduct from all benefits and/or payments made under this Agreement to the Executive any and all taxes required by law to be paid or withheld with respect to such benefits or payments.

21. **Section 409A.** The parties intend that payments and benefits under this Agreement comply with Section 409A of the Code and the regulations and guidance promulgated thereunder (collectively, "**Section 409A**") and, accordingly, to the maximum extent permitted, this Agreement shall be interpreted to be in compliance therewith. Notwithstanding anything contained herein to the contrary, the Executive shall not be considered to have terminated employment with the Company for purposes of any payments under this Agreement which are subject to Section 409A until the Executive has incurred a "separation from service" within the meaning of Section 409A. Each amount to be paid or benefit to be provided under this Agreement shall be construed as a separate identified payment for purposes of Section 409A. Without limiting the foregoing and notwithstanding anything contained herein to the contrary, to the extent required in order to avoid an accelerated or additional tax under Section 409A, amounts that would otherwise be payable and benefits that would otherwise be provided pursuant to this Agreement during the six-month period immediately following the Executive's separation from service shall instead be paid on the first business day after the date that is six months following the Executive's separation from service (or, if earlier, the Executive's date of death). To the extent required to avoid an accelerated or additional tax under Section 409A, amounts reimbursable to the Executive shall be paid to the Executive on or before the last day of the year following the year in which the expense was incurred and the amount of expenses eligible for reimbursement (and in kind benefits provided to the Executive) during one year may not affect amounts reimbursable or provided in any subsequent year. The Company makes no

representation that any or all of the payments described in this Agreement will be exempt from or comply with Section 409A and makes no undertaking to preclude Section 409A from applying to any such payment.

22. **No Contract of Employment.** Nothing contained in this Agreement will be construed as a contract of employment between the Company or any of its Affiliates and the Executive, as a right of the Executive to be continued in the employment of the Company or any of its Affiliates, or as a limitation of the right of the Company or any of its Affiliates to discharge the Executive with or without Cause.

IN WITNESS WHEREOF the parties have executed this Agreement as of the date first above written.

AMERICAN EQUITY INVESTMENT
LIFE HOLDING COMPANY

EXECUTIVE

By: _____

Ratio of Earnings to Fixed Charges

	Three Months Ended	Year Ended December 31,				
	March 31, 2018	2017	2016	2015	2014	2013
(Dollars in thousands)						
Consolidated income before income taxes	\$ 177,611	\$ 316,271	\$ 130,247	\$ 337,314	\$ 196,064	\$ 389,332
Interest sensitive and index product benefits and amortization of deferred sales inducements	614,518	2,200,280	976,638	1,177,443	1,605,119	1,525,980
Interest expense on notes and loan payable	6,372	30,368	28,248	28,849	36,370	38,870
Interest expense on subordinated debentures	3,630	14,124	12,958	12,239	12,122	12,088
Interest expense on amounts due under repurchase agreements and other interest expense	31	334	30	2	18	139
Interest portion of rental expense	292	967	920	902	896	843
Consolidated earnings	<u>\$ 802,454</u>	<u>\$ 2,562,344</u>	<u>\$ 1,149,041</u>	<u>\$ 1,556,749</u>	<u>\$ 1,850,589</u>	<u>\$ 1,967,252</u>
Interest sensitive and index product benefits and amortization of deferred sales inducements	\$ 614,518	\$ 2,200,280	\$ 976,638	\$ 1,177,443	\$ 1,605,119	\$ 1,525,980
Interest expense on notes and loan payable	6,372	30,368	28,248	28,849	36,370	38,870
Interest expense on subordinated debentures	3,630	14,124	12,958	12,239	12,122	12,088
Interest expense on amounts due under repurchase agreements and other interest expense	31	334	30	2	18	139
Interest portion of rental expense	292	967	920	902	896	843
Combined fixed charges	<u>\$ 624,843</u>	<u>\$ 2,246,073</u>	<u>\$ 1,018,794</u>	<u>\$ 1,219,435</u>	<u>\$ 1,654,525</u>	<u>\$ 1,577,920</u>
Ratio of consolidated earnings to fixed charges	<u>1.3</u>	<u>1.1</u>	<u>1.1</u>	<u>1.3</u>	<u>1.1</u>	<u>1.2</u>
Ratio of consolidated earnings to fixed charges, both excluding interest sensitive and index product benefits and amortization of deferred sales inducements	<u>18.2</u>	<u>7.9</u>	<u>4.1</u>	<u>9.0</u>	<u>5.0</u>	<u>8.5</u>

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, John M. Matovina, certify that:

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

Date: May 8, 2018

By:

/s/ JOHN M. MATOVINA

John M. Matovina, Chief Executive Officer and President
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Ted M. Johnson, certify that:

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

Date: May 8, 2018

By: _____

/s/ TED M. JOHNSON

Ted M. Johnson, Chief Financial Officer and Treasurer
(Principal Financial Officer)

