

QUARTERLY STATEMENT

OF THE

Athene Annuity and Life Company

TO THE

Insurance Department

OF THE

STATE OF

**FOR THE QUARTER ENDED
MARCH 31, 2019**

LIFE AND ACCIDENT AND HEALTH

FRATERNAL BENEFIT SOCIETIES

2019

STATEMENT AS OF MARCH 31, 2019 OF THE Athene Annuity and Life Company

ASSETS

| | Current Statement Date | | | 4 December 31 Prior Year Net Admitted Assets |
|---|------------------------|-------------------------|---|---|
| | 1 Assets | 2 Nonadmitted Assets | 3 Net Admitted Assets (Cols. 1 - 2) | |
| 1. Bonds | 37,604,022,335 | | 37,604,022,335 | 37,954,373,669 |
| 2. Stocks: | | | | |
| 2.1 Preferred stocks | 121,789,115 | | 121,789,115 | 121,789,115 |
| 2.2 Common stocks | 494,279,210 | | 494,279,210 | 477,529,433 |
| 3. Mortgage loans on real estate: | | | | |
| 3.1 First liens | 6,479,783,639 | | 6,479,783,639 | 6,070,077,813 |
| 3.2 Other than first liens..... | 1,672,454,540 | | 1,672,454,540 | 1,639,441,726 |
| 4. Real estate: | | | | |
| 4.1 Properties occupied by the company (less \$ encumbrances) | | | | |
| 4.2 Properties held for the production of income (less \$ encumbrances) | 9,388,542 | | 9,388,542 | 9,388,542 |
| 4.3 Properties held for sale (less \$ encumbrances) | 57,000 | | 57,000 | 57,000 |
| 5. Cash (\$17,423,302), cash equivalents (\$) and short-term investments (\$1,824,720,190) | 1,842,143,492 | | 1,842,143,492 | 1,444,252,897 |
| 6. Contract loans (including \$ premium notes) | 188,393,597 | | 188,393,597 | 189,508,910 |
| 7. Derivatives | 744,371,702 | | 744,371,702 | 749,445,723 |
| 8. Other invested assets | 2,054,304,925 | 110,618 | 2,054,194,307 | 1,989,268,742 |
| 9. Receivables for securities | 39,385,770 | | 39,385,770 | 46,185,084 |
| 10. Securities lending reinvested collateral assets | | | | |
| 11. Aggregate write-ins for invested assets | 26,945,866 | | 26,945,866 | 42,236,577 |
| 12. Subtotals, cash and invested assets (Lines 1 to 11) | 51,277,319,733 | 110,618 | 51,277,209,115 | 50,733,555,231 |
| 13. Title plants less \$ charged off (for Title insurers only) | | | | |
| 14. Investment income due and accrued | 465,464,552 | 482,239 | 464,982,313 | 437,501,299 |
| 15. Premiums and considerations: | | | | |
| 15.1 Uncollected premiums and agents' balances in the course of collection | 4,201 | | 4,201 | 4,123 |
| 15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ earned but unbilled premiums) | 8,190,904 | | 8,190,904 | 8,112,340 |
| 15.3 Accrued retrospective premiums (\$) and contracts subject to redetermination (\$) | | | | |
| 16. Reinsurance: | | | | |
| 16.1 Amounts recoverable from reinsurers | 181,285,263 | | 181,285,263 | 211,730,978 |
| 16.2 Funds held by or deposited with reinsured companies | | | | |
| 16.3 Other amounts receivable under reinsurance contracts | 1,149,960,582 | | 1,149,960,582 | 1,148,353,301 |
| 17. Amounts receivable relating to uninsured plans | | | | |
| 18.1 Current federal and foreign income tax recoverable and interest thereon | 11,070,634 | | 11,070,634 | |
| 18.2 Net deferred tax asset | 10,629,157 | | 10,629,157 | 19,381,825 |
| 19. Guaranty funds receivable or on deposit | 12,962 | | 12,962 | 11,689 |
| 20. Electronic data processing equipment and software | | | | |
| 21. Furniture and equipment, including health care delivery assets (\$) | | | | |
| 22. Net adjustment in assets and liabilities due to foreign exchange rates | | | | |
| 23. Receivables from parent, subsidiaries and affiliates | 2,194,027 | | 2,194,027 | 428,518 |
| 24. Health care (\$) and other amounts receivable | 45,706,122 | 3,107,538 | 42,598,584 | 46,167,786 |
| 25. Aggregate write-ins for other than invested assets | 375,468,946 | 2,117,870 | 373,351,077 | 362,530,697 |
| 26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) | 53,527,307,083 | 5,818,265 | 53,521,488,818 | 52,967,777,787 |
| 27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts | 7,023,598,128 | | 7,023,598,128 | 5,029,174,416 |
| 28. Total (Lines 26 and 27) | 60,550,905,211 | 5,818,265 | 60,545,086,946 | 57,996,952,203 |
| DETAILS OF WRITE-INS | | | | |
| 1101. Derivative Collateral Asset | 26,945,866 | | 26,945,866 | 42,236,577 |
| 1102. | | | | |
| 1103. | | | | |
| 1198. Summary of remaining write-ins for Line 11 from overflow page | | | | |
| 1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above) | 26,945,866 | | 26,945,866 | 42,236,577 |
| 2501. Corporate Owned Life Insurance (COLI) | 372,662,402 | | 372,662,402 | 361,748,235 |
| 2502. Miscellaneous Assets | 2,806,544 | 2,117,870 | 688,675 | 782,462 |
| 2503. | | | | |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | | | | |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | 375,468,946 | 2,117,870 | 373,351,077 | 362,530,697 |

STATEMENT AS OF MARCH 31, 2019 OF THE Athene Annuity and Life Company

LIABILITIES, SURPLUS AND OTHER FUNDS

| | 1 Current Statement Date | 2 December 31 Prior Year |
|---|--------------------------------|--------------------------------|
| 1. Aggregate reserve for life contracts \$ 44,995,636,970 less \$ included in Line 6.3 (including \$ 36,009,326,410 Modco Reserve) | 44,995,636,970 | 44,937,658,234 |
| 2. Aggregate reserve for accident and health contracts (including \$ 1,798,678 Modco Reserve) | 3,491,417 | 3,589,927 |
| 3. Liability for deposit-type contracts (including \$ 334,718,416 Modco Reserve) | 418,417,045 | 435,597,932 |
| 4. Contract claims: | | |
| 4.1 Life | 228,777,939 | 206,920,090 |
| 4.2 Accident and health | 13,005 | 12,006 |
| 5. Policyholders' dividends/refunds to members \$ and coupons \$ due and unpaid | | |
| 6. Provision for policyholders' dividends, refunds to members and coupons payable in following calendar year - estimated amounts: | | |
| 6.1 Policyholders' dividends and refunds to members apportioned for payment (including \$ Modco) | | |
| 6.2 Policyholders' dividends and refunds to members not yet apportioned (including \$ Modco) | | |
| 6.3 Coupons and similar benefits (including \$ Modco) | | |
| 7. Amount provisionally held for deferred dividend policies not included in Line 6 | | |
| 8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ discount; including \$ 5,999 accident and health premiums | 5,999 | 4,505 |
| 9. Contract liabilities not included elsewhere: | | |
| 9.1 Surrender values on canceled contracts | | |
| 9.2 Provision for experience rating refunds, including the liability of \$ accident and health experience rating refunds of which \$ is for medical loss ratio rebate per the Public Health Service Act | | |
| 9.3 Other amounts payable on reinsurance, including \$ assumed and \$ 1,780,019,450 ceded | 1,780,019,450 | 1,956,144,235 |
| 9.4 Interest Maintenance Reserve | 115,416,045 | 115,959,150 |
| 10. Commissions to agents due or accrued-life and annuity contracts \$ 12,831,741, accident and health \$ and deposit-type contract funds \$ | 12,831,741 | 11,155,010 |
| 11. Commissions and expense allowances payable on reinsurance assumed | | |
| 12. General expenses due or accrued | 17,114,809 | 14,547,495 |
| 13. Transfers to Separate Accounts due or accrued (net) (including \$ (153) accrued for expense allowances recognized in reserves, net of reinsured allowances) | 1,048,049,277 | 1,050,112,530 |
| 14. Taxes, licenses and fees due or accrued, excluding federal income taxes | 13,800 | 13,800 |
| 15.1 Current federal and foreign income taxes, including \$ on realized capital gains (losses) | | 41,259,937 |
| 15.2 Net deferred tax liability | | |
| 16. Unearned investment income | 3,112,228 | 3,020,170 |
| 17. Amounts withheld or retained by reporting entity as agent or trustee | 1,865,920 | 2,231,406 |
| 18. Amounts held for agents' account, including \$ 2,423,038 agents' credit balances | 2,423,038 | 3,597,955 |
| 19. Remittances and items not allocated | 170,646,587 | 157,657,501 |
| 20. Net adjustment in assets and liabilities due to foreign exchange rates | | |
| 21. Liability for benefits for employees and agents if not included above | 979,540 | 42,809,662 |
| 22. Borrowed money \$ and interest thereon \$ | | |
| 23. Dividends to stockholders declared and unpaid | | |
| 24. Miscellaneous liabilities: | | |
| 24.01 Asset valuation reserve | 661,801,607 | 644,533,824 |
| 24.02 Reinsurance in unauthorized and certified (\$) companies | | |
| 24.03 Funds held under reinsurance treaties with unauthorized and certified (\$) reinsurers | 1,407,696,614 | 1,411,232,746 |
| 24.04 Payable to parent, subsidiaries and affiliates | 19,948,581 | 14,025,316 |
| 24.05 Drafts outstanding | | |
| 24.06 Liability for amounts held under uninsured plans | | |
| 24.07 Funds held under coinsurance | | |
| 24.08 Derivatives | 25,359,322 | 39,463,437 |
| 24.09 Payable for securities | 83,262,750 | 21,332,390 |
| 24.10 Payable for securities lending | | |
| 24.11 Capital notes \$ and interest thereon \$ | | |
| 25. Aggregate write-ins for liabilities | 1,597,880,391 | 940,230,423 |
| 26. Total liabilities excluding Separate Accounts business (Lines 1 to 25) | 52,594,764,075 | 52,053,109,683 |
| 27. From Separate Accounts Statement | 6,702,371,417 | 4,709,678,697 |
| 28. Total liabilities (Lines 26 and 27) | 59,297,135,493 | 56,762,788,380 |
| 29. Common capital stock | 10,000,000 | 10,000,000 |
| 30. Preferred capital stock | | |
| 31. Aggregate write-ins for other than special surplus funds | | |
| 32. Surplus notes | | |
| 33. Gross paid in and contributed surplus | 953,662,345 | 952,052,243 |
| 34. Aggregate write-ins for special surplus funds | | |
| 35. Unassigned funds (surplus) | 284,289,108 | 272,111,580 |
| 36. Less treasury stock, at cost: | | |
| 36.1 shares common (value included in Line 29 \$) | | |
| 36.2 shares preferred (value included in Line 30 \$) | | |
| 37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ 321,226,711 in Separate Accounts Statement) | 1,237,951,453 | 1,224,163,823 |
| 38. Totals of Lines 29, 30 and 37 | 1,247,951,453 | 1,234,163,823 |
| 39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3) | 60,545,086,946 | 57,996,952,203 |
| DETAILS OF WRITE-INS | | |
| 2501. Derivative Collateral Liability | 1,523,142,195 | 875,837,195 |
| 2502. Amount Due Reinsurer | 37,011,206 | 30,396,002 |
| 2503. Unclaimed Funds | 32,474,686 | 32,840,690 |
| 2598. Summary of remaining write-ins for Line 25 from overflow page | 5,252,304 | 1,156,536 |
| 2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above) | 1,597,880,391 | 940,230,423 |
| 3101. | | |
| 3102. | | |
| 3103. | | |
| 3198. Summary of remaining write-ins for Line 31 from overflow page | | |
| 3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above) | | |
| 3401. | | |
| 3402. | | |
| 3403. | | |
| 3498. Summary of remaining write-ins for Line 34 from overflow page | | |
| 3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above) | | |

STATEMENT AS OF MARCH 31, 2019 OF THE Athene Annuity and Life Company

SUMMARY OF OPERATIONS

| | 1 Current Year To Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| 1. Premiums and annuity considerations for life and accident and health contracts | 566,043,209 | 186,594,540 | 1,272,542,499 |
| 2. Considerations for supplementary contracts with life contingencies | 345,510 | 788,733 | 2,084,517 |
| 3. Net investment income | 585,819,995 | 912,569,868 | 3,331,541,787 |
| 4. Amortization of Interest Maintenance Reserve (IMR) | 2,623,122 | 3,009,675 | 12,526,969 |
| 5. Separate Accounts net gain from operations excluding unrealized gains or losses | 1,609,926 | (410,385) | (1,793,871) |
| 6. Commissions and expense allowances on reinsurance ceded | 203,395,087 | 179,593,954 | 843,875,751 |
| 7. Reserve adjustments on reinsurance ceded | (412,659,961) | (449,898,267) | (1,239,157,364) |
| 8. Miscellaneous Income: | | | |
| 8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts | 1,309,957 | 1,973,465 | 9,358,934 |
| 8.2 Charges and fees for deposit-type contracts | | | |
| 8.3 Aggregate write-ins for miscellaneous income | 10,851,316 | 4,186,524 | 14,969,049 |
| 9. Totals (Lines 1 to 8.3) | 959,338,160 | 838,408,108 | 4,245,948,272 |
| 10. Death benefits | 282,511 | 356,739 | 1,912,216 |
| 11. Matured endowments (excluding guaranteed annual pure endowments) | | | |
| 12. Annuity benefits | 67,912,345 | 67,374,137 | 237,185,461 |
| 13. Disability benefits and benefits under accident and health contracts | 149,133 | 20,017 | 465,384 |
| 14. Coupons, guaranteed annual pure endowments and similar benefits | | | |
| 15. Surrender benefits and withdrawals for life contracts | 198,278,417 | 141,952,989 | 645,170,390 |
| 16. Group conversions | | | |
| 17. Interest and adjustments on contract or deposit-type contract funds | 3,739,729 | 6,056,526 | 17,022,504 |
| 18. Payments on supplementary contracts with life contingencies | 2,300,682 | 2,268,967 | 8,976,427 |
| 19. Increase in aggregate reserves for life and accident and health contracts | 45,341,344 | 306,325,916 | 1,697,817,747 |
| 20. Totals (Lines 10 to 19) | 318,004,163 | 524,355,292 | 2,608,550,128 |
| 21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only) | 151,105,915 | 123,467,398 | 658,551,984 |
| 22. Commissions and expense allowances on reinsurance assumed | 105,260 | 72,548 | 689,230 |
| 23. General insurance expenses and fraternal expenses | 73,022,756 | 65,194,207 | 274,366,758 |
| 24. Insurance taxes, licenses and fees, excluding federal income taxes | 5,223,161 | 15,989,111 | 5,483,850 |
| 25. Increase in loading on deferred and uncollected premiums | (2) | | 2 |
| 26. Net transfers to or (from) Separate Accounts net of reinsurance | 362,067,173 | 42,741,491 | 464,892,550 |
| 27. Aggregate write-ins for deductions | 27,645,185 | 12,081,715 | 60,951,265 |
| 28. Totals (Lines 20 to 27) | 937,173,610 | 783,901,761 | 4,073,485,768 |
| 29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28) | 22,164,549 | 54,506,347 | 172,462,504 |
| 30. Dividends to policyholders and refunds to members | 1,612 | (490) | |
| 31. Net gain from operations after dividends to policyholders, refunds to members and before federal income taxes (Line 29 minus Line 30) | 22,162,938 | 54,506,837 | 172,462,504 |
| 32. Federal and foreign income taxes incurred (excluding tax on capital gains) | (17,948,699) | (4,773,986) | 19,768,341 |
| 33. Net gain from operations after dividends to policyholders, refunds to members and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32) | 40,111,637 | 59,280,823 | 152,694,163 |
| 34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 7,256,795 (excluding taxes of \$ 457,938 transferred to the IMR) | (3,580,836) | (33,761,394) | (72,058,940) |
| 35. Net income (Line 33 plus Line 34) | 36,530,800 | 25,519,429 | 80,635,223 |
| CAPITAL AND SURPLUS ACCOUNT | | | |
| 36. Capital and surplus, December 31, prior year | 1,234,163,823 | 1,164,208,655 | 1,164,208,655 |
| 37. Net income (Line 35) | 36,530,800 | 25,519,429 | 80,635,223 |
| 38. Change in net unrealized capital gains (losses) less capital gains tax of \$ (1,121,072) | 339,923 | 39,527,385 | 75,011,017 |
| 39. Change in net unrealized foreign exchange capital gain (loss) | (1,217,290) | 5,441,680 | 4,443,959 |
| 40. Change in net deferred income tax | (9,873,740) | 17,617,227 | 53,029,808 |
| 41. Change in nonadmitted assets | 941,533 | (8,585,025) | (201,140) |
| 42. Change in liability for reinsurance in unauthorized and certified companies | | | |
| 43. Change in reserve on account of change in valuation basis, (increase) or decrease | | | |
| 44. Change in asset valuation reserve | (17,267,783) | (20,022,764) | (83,698,965) |
| 45. Change in treasury stock | | | |
| 46. Surplus (contributed to) withdrawn from Separate Accounts during period | | | (173,783,018) |
| 47. Other changes in surplus in Separate Accounts Statement | 121,066 | (129,531) | 172,747,187 |
| 48. Change in surplus notes | | | |
| 49. Cumulative effect of changes in accounting principles | | | |
| 50. Capital changes: | | | |
| 50.1 Paid in | | | |
| 50.2 Transferred from surplus (Stock Dividend) | | | |
| 50.3 Transferred to surplus | | | |
| 51. Surplus adjustment: | | | |
| 51.1 Paid in | 1,610,102 | 2,379,693 | 24,072,918 |
| 51.2 Transferred to capital (Stock Dividend) | | | |
| 51.3 Transferred from capital | | | |
| 51.4 Change in surplus as a result of reinsurance | 4,954,840 | (21,494,947) | (29,152,375) |
| 52. Dividends to stockholders | | | |
| 53. Aggregate write-ins for gains and losses in surplus | (2,351,821) | (21,229,850) | (53,149,446) |
| 54. Net change in capital and surplus for the year (Lines 37 through 53) | 13,787,630 | 19,023,298 | 69,955,168 |
| 55. Capital and surplus, as of statement date (Lines 36 + 54) | 1,247,951,453 | 1,183,231,953 | 1,234,163,823 |
| DETAILS OF WRITE-INS | | | |
| 08.301. COLI Income | 10,914,167 | 4,175,668 | 15,120,314 |
| 08.302. Miscellaneous (Expense) Income | (62,852) | 10,856 | (151,265) |
| 08.303. | | | |
| 08.398. Summary of remaining write-ins for Line 8.3 from overflow page | | | |
| 08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above) | 10,851,316 | 4,186,524 | 14,969,049 |
| 2701. Funds Withheld Adjustment - Ceded | 27,247,220 | 18,867,467 | 93,685,207 |
| 2702. Transfer to IMR - Ceded | (477,778) | (6,715,587) | (36,752,804) |
| 2703. Transfer to IMR - MVA Benefits | 835,072 | (74,699) | 3,853,681 |
| 2798. Summary of remaining write-ins for Line 27 from overflow page | 40,671 | 4,533 | 165,181 |
| 2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above) | 27,645,185 | 12,081,715 | 60,951,265 |
| 5301. Correction of Prior Period Error | (2,507,776) | (21,307,811) | (54,262,625) |
| 5302. Athene Re IV Tax Sharing Agreement | 155,955 | 77,961 | 1,113,179 |
| 5303. | | | |
| 5398. Summary of remaining write-ins for Line 53 from overflow page | | | |
| 5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above) | (2,351,821) | (21,229,850) | (53,149,446) |

STATEMENT AS OF MARCH 31, 2019 OF THE Athene Annuity and Life Company

CASH FLOW

| | 1 Current Year To Date | 2 Prior Year To Date | 3 Prior Year Ended December 31 |
|---|------------------------------|----------------------------|--------------------------------------|
| Cash from Operations | | | |
| 1. Premiums collected net of reinsurance | 566,404,842 | 187,453,840 | 1,275,400,217 |
| 2. Net investment income | 539,672,485 | 875,008,085 | 3,214,717,260 |
| 3. Miscellaneous income | 215,160,109 | 185,573,477 | 866,096,824 |
| 4. Total (Lines 1 to 3) | 1,321,237,435 | 1,248,035,402 | 5,356,214,301 |
| 5. Benefit and loss related payments | 658,617,580 | 595,289,926 | 1,873,258,757 |
| 6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts | 364,130,425 | (34,160,371) | 86,153,558 |
| 7. Commissions, expenses paid and aggregate write-ins for deductions | 223,733,183 | 197,682,096 | 935,550,519 |
| 8. Dividends paid to policyholders | 1,612 | (490) | |
| 9. Federal and foreign income taxes paid (recovered) net of \$ 16,411,246 tax on capital gains (losses) | 41,259,936 | (18,611,933) | 5,772,896 |
| 10. Total (Lines 5 through 9) | 1,287,742,736 | 740,199,227 | 2,900,735,730 |
| 11. Net cash from operations (Line 4 minus Line 10) | 33,494,699 | 507,836,175 | 2,455,478,571 |
| Cash from Investments | | | |
| 12. Proceeds from investments sold, matured or repaid: | | | |
| 12.1 Bonds | 1,325,238,899 | 1,857,786,789 | 7,330,905,730 |
| 12.2 Stocks | | 11,157,810 | 24,461,814 |
| 12.3 Mortgage loans | 181,757,685 | 393,901,953 | 1,016,847,010 |
| 12.4 Real estate | | | 9,850,020 |
| 12.5 Other invested assets | 73,060,107 | 65,398,577 | 326,326,264 |
| 12.6 Net gains or (losses) on cash, cash equivalents and short-term investments | (661,532) | 1,136,635 | 3,013 |
| 12.7 Miscellaneous proceeds | 84,020,395 | 282,583,205 | 41,677,517 |
| 12.8 Total investment proceeds (Lines 12.1 to 12.7) | 1,663,415,553 | 2,611,964,969 | 8,750,071,368 |
| 13. Cost of investments acquired (long-term only): | | | |
| 13.1 Bonds | 1,117,903,969 | 2,719,453,135 | 6,960,019,372 |
| 13.2 Stocks | | 23,658,756 | 104,335,092 |
| 13.3 Mortgage loans | 625,747,561 | 402,503,658 | 3,755,618,111 |
| 13.4 Real estate | | | |
| 13.5 Other invested assets | 150,778,789 | 116,971,769 | 447,528,618 |
| 13.6 Miscellaneous applications | 9,490,287 | 81,751,280 | 223,383,953 |
| 13.7 Total investments acquired (Lines 13.1 to 13.6) | 1,903,920,606 | 3,344,338,598 | 11,490,885,147 |
| 14. Net increase (or decrease) in contract loans and premium notes | (1,115,313) | (5,000,178) | (20,498,339) |
| 15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) | (239,389,739) | (727,373,451) | (2,720,315,441) |
| Cash from Financing and Miscellaneous Sources | | | |
| 16. Cash provided (applied): | | | |
| 16.1 Surplus notes, capital notes | | | |
| 16.2 Capital and paid in surplus, less treasury stock | | | |
| 16.3 Borrowed funds | | | |
| 16.4 Net deposits on deposit-type contracts and other insurance liabilities | (17,180,887) | (20,963,780) | (86,224,034) |
| 16.5 Dividends to stockholders | | | |
| 16.6 Other cash provided (applied) | 620,966,523 | (1,135,215,374) | (1,380,786,420) |
| 17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) | 603,785,635 | (1,156,179,154) | (1,467,010,454) |
| RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS | | | |
| 18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) | 397,890,595 | (1,375,716,429) | (1,731,847,323) |
| 19. Cash, cash equivalents and short-term investments: | | | |
| 19.1 Beginning of year | 1,444,252,897 | 3,176,100,220 | 3,176,100,220 |
| 19.2 End of period (Line 18 plus Line 19.1) | 1,842,143,492 | 1,800,383,791 | 1,444,252,897 |

Note: Supplemental disclosures of cash flow information for non-cash transactions:

| | | | |
|---|---------------|--------------|---------------|
| 20.0001. Capital contribution of stock compensation expense (financing) | 1,610,102 | 2,379,693 | 9,072,918 |
| 20.0002. Capital contribution of stock compensation expense (investing) | (128,966) | (129,696) | (691,949) |
| 20.0003. Capital contribution of stock compensation expense (operating) | (1,481,136) | (2,249,997) | (8,380,969) |
| 20.0004. Reinsurance activity settled in bonds (operating) | 162,570,660 | 96,576,156 | 372,176,281 |
| 20.0005. Reinsurance activity settled in bonds (investing) | (162,570,660) | (96,576,156) | (372,176,281) |
| 20.0006. Security exchanges and asset in kind trades - bond proceeds (investing) | 58,212,697 | 60,255,556 | 1,156,632,177 |
| 20.0007. Security exchanges and asset in kind trades - bonds acquired (investing) | (58,212,697) | (60,255,556) | (950,199,668) |
| 20.0008. Interest capitalization (operating) | 1,787,822 | 1,719,123 | 7,755,617 |
| 20.0009. Interest capitalization (investing) | (1,787,822) | (1,719,123) | (7,755,617) |
| 20.0010. Transfer from Schedule B to Schedule BA - proceeds (investing) | 16,318 | | 94,300 |

STATEMENT AS OF MARCH 31, 2019 OF THE Athene Annuity and Life Company

Note: Supplemental disclosures of cash flow information for non-cash transactions:

| | | |
|---|----------|---------------|
| 20.0011. Transfer from Schedule B to Schedule BA - acquired (investing) | (16,318) | (94,300) |
| 20.0012. Security exchanges and asset in kind trades - mortgage loans acquired (investing) | | (153,616,009) |
| 20.0013. Security exchanges and asset in kind trades - other invested assets acquired (investing) | | (52,816,500) |
| 20.0014. Security exchanges and asset in kind trades - stock proceeds (investing) | | 17,710,008 |
| 20.0015. Security exchanges and asset in kind trades - stocks acquired (investing) | | (17,710,008) |
| 20.0016. Schedule BA distribution - proceeds (investing) | | 8,894,137 |
| 20.0017. Schedule BA distribution - acquired (investing) | | (8,894,137) |
| 20.0018. Capital contribution (financing) | | 15,000,000 |
| 20.0019. Capital contribution - stocks acquired (investing) | | (15,000,000) |

NOTES TO FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices

The accompanying financial statements of **Athene Annuity and Life Company** (the Company) have been prepared in conformity with the accounting practices prescribed or permitted by the National Association of Insurance Commissioners (NAIC) and the State of Iowa.

The Insurance Division, Department of Commerce, of the State of Iowa (the Division) recognizes only statutory accounting practices prescribed or permitted by the State of Iowa for determining and reporting the financial condition and results of operations of an insurance company and for determining its solvency under the Iowa Insurance Law. The NAIC's *Accounting Practices & Procedures Manual* (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the State of Iowa. The Commissioner of Insurance has the right to permit other specific practices that deviate from prescribed practices.

Among the products issued by the Company are indexed universal life insurance and indexed annuities. These products allow a portion of the premium to earn interest based on certain indices, primarily the Standard & Poor's 500 Composite Stock Price Index. Call options, futures, variance swaps and total return swaps are purchased to hedge the growth in interest credited to the customer as a direct result of increases in the related indices. In 2006, the Commissioner of the Division issued Bulletin 06-01, *Accounting for Derivative Instruments Used to Hedge the Growth in Interest Credited for Index Products*, which prescribes that an insurer may elect to recognize changes in the fair value of derivative instruments purchased to hedge indexed products in the statement of operations. The Company has elected to apply Bulletin 06-01 to its futures, variance swaps and total return swaps, which resulted in an increase of \$1.2 million and a decrease of \$1.5 million to the Company's net income for the three months ended March 31, 2019 and for the year ended December 31, 2018, respectively. Application of Bulletin 06-01 does not impact the Company's statutory surplus amounts.

In 2009, the Commissioner of the Division promulgated Iowa Administrative Code (IAC) Section 191-97, *Accounting for Certain Derivative Instruments Used to Hedge the Growth in Interest Credited for Indexed Insurance Products and Accounting for the Indexed Insurance Products Reserve*, which prescribes that an insurer may elect (i) to use an amortized cost method to account for certain derivative instruments, such as call options, purchased to hedge the growth in interest credited to the customer on indexed insurance products and (ii) to utilize an indexed annuity reserve calculation methodology under which call options associated with the current index interest crediting term are valued at zero. The Company has elected to apply IAC Section 191-97 to its over the counter (OTC) call options and reserve liabilities. As a result, the Company's net income increased by \$50.3 million and decreased by \$182.3 million for the three months ended March 31, 2019 and for the year ended December 31, 2018, respectively, and the Company's statutory surplus decreased by \$17.0 million and increased by \$38.7 million as of March 31, 2019 and December 31, 2018, respectively.

The NAIC requires annuities issued by life insurance companies on or after January 1, 2015, to use the 2012 Individual Annuity Reserving (IAR) Mortality Table. In 2015, the Division promulgated IAC Section 43.3(5), which set an elective alternative effective date of January 1, 2016 for adoption of the 2012 IAR Mortality Table. The Company chose to use the Annuity 2000 Mortality Table for all annuities issued in 2015, which resulted in an increase of \$0.5 million and \$0.6 million to the Company's net income for the three months ended March 31, 2019 and for the year ended December 31, 2018, respectively. The Company's statutory surplus increased by \$3.8 million and \$3.3 million as of March 31, 2019 and December 31, 2018, respectively.

A reconciliation of the Company's net income and statutory surplus between practices prescribed or permitted by the State of Iowa and NAIC SAP is shown below:

| | SSAP # | F/S Page | F/S Line # | March 31, 2019 | December 31, 2018 |
|--|-----------|-------------|---------------|-------------------|----------------------|
| NET INCOME | | | | | |
| (1) State basis (Page 4, Line 35, Columns 1 & 3) | XXX | XXX | XXX | 36,530,800 | 80,635,223 |
| (2) State Prescribed Practices that are an increase/(decrease) from NAIC SAP: | | | | | |
| Derivative Instruments Bulletin 06-01..... | 86 | 4 | 38 | 1,180,281 | (1,482,864) |
| Derivative Instruments and Equity Indexed Reserves IAC 191-97..... | 86, 51 | 2, 3 | 7, 1 | 50,291,113 | (182,324,925) |
| 2012 IAR Mortality Table for Annuities Issued in 2015 IAC 43.3(5)..... | 51 | 3 | 1 | 524,247 | 604,857 |
| (3) State Permitted Practices that are an increase/(decrease) from NAIC SAP: | | | | | |
| (4) NAIC SAP (1-2-3=4) | XXX | XXX | XXX | (15,464,840) | 263,838,155 |
| SURPLUS | | | | | |
| (5) State basis (Page 3, Line 38, Columns 1 & 2) | XXX | XXX | XXX | 1,247,951,453 | 1,234,163,823 |
| (6) State Prescribed Practices that are an increase/(decrease) from NAIC SAP: | | | | | |
| Derivative Instruments and Equity Indexed Reserves IAC 191-97..... | 86, 51 | 2, 3 | 7, 1 | (16,950,868) | 38,699,504 |
| 2012 IAR Mortality Table for Annuities Issued in 2015 IAC 43.3(5)..... | 51 | 3 | 1 | 3,803,786 | 3,279,539 |
| (7) State Permitted Practices that are an increase/(decrease) from NAIC SAP: | | | | | |
| (8) NAIC SAP (5-6-7=8) | XXX | XXX | XXX | 1,261,098,535 | 1,192,184,780 |

B. Use of Estimates in the Preparation of the Financial Statements: No Change

C. Accounting Policy

(1) No Change

(2) Bonds, other than loan-backed and structured securities, are stated at amortized cost or fair value based on their rating by the NAIC. Bonds held at amortized cost are amortized or accreted using the scientific interest method on a yield-to-worst basis.

(3) – (5) No Change

(6) Loan-backed and structured securities are stated at amortized cost or fair market value based on their rating by the NAIC. Changes to estimated cash flows on the securities are accounted for retrospectively for securities that are highly rated at the time of purchase and in which the security cannot be contractually prepaid or settled in such a way that the Company would not recover substantially all of the recorded investment. The prospective method is used for those securities where an other than temporary impairment has been taken, the security is not highly rated at the time of purchase, securities where receipt of all contractual principal cash flows is not expected, or those securities that can be contractually prepaid or settled in such a way that the Company would not recover substantially all of the recorded investment. Loan-backed and structured securities stated at amortized cost are amortized or accreted using the scientific interest method.

(7) – (13) No Change

NOTES TO FINANCIAL STATEMENTS

D. Going Concern

Management's assessment of the relevant conditions through May 14, 2019 do not give rise to substantial doubt of the Company's ability to continue as a going concern.

Note 2. Accounting Changes and Corrections of Errors

During the current year's financial statement preparation, the Company discovered an error within prior period Annual Statements relating to reserves. After consideration of materiality and in accordance with SSAP No. 3, *Accounting Changes and Correction of Errors*, the correction was recorded directly to surplus. The impact of the correction of reserves decreased surplus by \$2.5 million in 2019. The impact of these amounts represented less than 1% of ending capital and surplus as of both March 31, 2019 and December 31, 2018.

Note 3. Business Combinations and Goodwill: No Change**Note 4. Discontinued Operations: NONE****Note 5. Investments**

A – C. No Change

D. Loan-Backed Securities

- (1) Prepayment assumptions for loan-backed bonds and structured securities were obtained from broker dealer survey values or internal estimates.
- (2) No other-than-temporary impairment was recognized on loan-backed securities due to the intent to sell or inability or lack of intent to retain the investment for a period of time sufficient to recover the amortized cost basis.
- (3) Other-than-temporary impairment was recognized on the following loan-backed securities due to the present value of the cash flows expected to be collected being less than the amortized cost basis:

| 1 CUSIP | 2 Book/Adjusted Carrying Value Amortized Cost Before Current Period OTTI | 3 Present Value of Projected Cash Flows | 4 Recognized Other-Than- Temporary Impairment | 5 Amortized Cost After Other-Than- Temporary Impairment | 6 Fair Value at time of OTTI | 7 Date of Financial Statement Where Reported |
|-------------|---|--|---|---|------------------------------------|---|
| 05946X-QS-5 | 2,158,321 | 2,113,843 | 44,478 | 2,113,843 | 2,027,670 | 03/31/2019 |
| 12667G-XA-6 | 2,952,927 | 2,916,913 | 36,014 | 2,916,913 | 2,817,277 | 03/31/2019 |
| 38375B-7Z-9 | 544,260 | 520,158 | 24,101 | 520,158 | 520,158 | 03/31/2019 |
| 38375B-SB-9 | 984,948 | 957,435 | 27,513 | 957,435 | 957,435 | 03/31/2019 |
| 38376R-NN-2 | 2,310,984 | 2,264,943 | 46,041 | 2,264,943 | 2,219,427 | 03/31/2019 |
| 38376R-SY-3 | 3,267,257 | 3,197,701 | 69,555 | 3,197,701 | 3,171,402 | 03/31/2019 |
| 38376R-VB-9 | 4,890,731 | 4,847,095 | 43,635 | 4,847,095 | 4,846,754 | 03/31/2019 |
| 45660L-T4-1 | 5,986,101 | 5,959,730 | 26,371 | 5,959,730 | 5,931,106 | 03/31/2019 |
| 61762B-AU-9 | 10,392,372 | 10,333,557 | 58,815 | 10,333,557 | 9,964,242 | 03/31/2019 |
| 66704J-AC-2 | 4,640,740 | 4,576,161 | 64,579 | 4,576,161 | 4,564,500 | 03/31/2019 |
| 66704J-AG-3 | 29,879,692 | 29,750,308 | 129,383 | 29,750,308 | 28,952,000 | 03/31/2019 |
| 79548K-ZL-5 | 2,085,903 | 2,050,414 | 35,489 | 2,050,414 | 2,016,067 | 03/31/2019 |
| 86359L-HX-0 | 5,798,418 | 5,750,331 | 48,087 | 5,750,331 | 5,716,761 | 03/31/2019 |
| 86359L-QS-1 | 7,369,949 | 7,242,053 | 127,896 | 7,242,053 | 7,116,352 | 03/31/2019 |
| 92990G-AF-0 | 8,537,078 | 8,476,872 | 60,206 | 8,476,872 | 8,456,490 | 03/31/2019 |
| Total | XXX | XXX | 842,163 | XXX | XXX | XXX |

- (4) The following table shows the gross unrealized losses and fair values of loan-backed securities, which have not been impaired to fair value, aggregated by length of time that individual securities have been in a continuous unrealized loss position as of March 31, 2019.

a. The aggregate amount of unrealized losses:

1. Less than 12 Months 111,578,135
2. 12 Months or Longer 29,182,010

b. The aggregate related fair value of securities with unrealized losses:

1. Less than 12 Months 3,880,860,735
2. 12 Months or Longer 1,097,570,035

- (5) A full analysis of all relevant qualitative considerations was completed in reaching the conclusion that the impairments were not other-than-temporary, including the intent and ability to hold the investment for a period of time sufficient to allow for a recovery in value. Specific events that may influence the operations of the issuer and impaired earnings potential are reviewed in addition to length of time and extent to which the fair value has been less than cost.

E – R. No Change

Note 6. Joint Ventures, Partnerships and Limited Liability Companies: No Change**Note 7. Investment Income: No Change****Note 8. Derivative Instruments**

A – G. No Change

H. There were no derivative contracts with premium cost.

Note 9. Income Taxes: No Change

NOTES TO FINANCIAL STATEMENTS

Note 10. Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

Some employees of Athene Employee Services LLC participate in one or more Share Award Agreements (the Agreements) sponsored by Athene Holding, Ltd. (AHL), an indirect parent of the Company, for which the Company has no legal obligation. Salary expense of Athene Employee Services LLC is partially allocated to the Company through the Shared Services Agreement. Under SSAP No. 104R, *Share-Based Payments*, the stock compensation expense associated with the Agreements that would have been allocated to the Company is required to be recorded as a capital contribution to the reporting entity. The Company has allocated the stock compensation expense associated with the Agreements based on the same methodology as the Shared Services Agreement. In accordance with SSAP No. 104R, the Company incurred expense and recorded a capital contribution under the Agreements totaling \$1.6 million and \$9.1 million for the three months ended March 31, 2019 and for the year ended December 31, 2018, respectively, which includes amounts contributed by the Company to downstream insurance subsidiaries.

During July 2018, the Company received a \$15.0 million capital contribution from its direct parent, Athene Annuity & Life Assurance Company, and the Company made a \$15.0 million capital contribution to its wholly-owned subsidiary, Athene Annuity & Life Assurance Company of New York.

Note 11. Debt

A. No Change

B. Federal Home Loan Bank (FHLB) Agreements

(1) The Company is a member of the FHLB of Des Moines. Through its membership, the Company is eligible to borrow under variable rate short-term federal fund arrangements to provide additional liquidity. During 2018, the Company borrowed \$183.0 million from the FHLB through their variable rate short-term federal funds program, which was accounted for as borrowed money under SSAP No. 15, *Debt and Holding Company Obligations*. The borrowing matured on August 24, 2018 and carried an interest rate of 2.16%, with interest due at maturity. The Company incurred interest expense on the short-term borrowing of \$1.3 million for the year ended December 31, 2018. There were no borrowings outstanding under the short-term federal funds borrowing arrangement as of March 31, 2019.

The Company has issued funding agreements to the FHLB of Des Moines in exchange for cash resulting in a liability of \$913.7 million as of March 31, 2019. The Company uses these funds in an investment spread strategy, consistent with its other investment spread operations. As such, the Company applies SSAP No. 52, *Deposit-Type Contracts*, accounting treatment to these funds, consistent with its other deposit-type contracts. It is not part of the Company's strategy to utilize these funds for operations, and any funds obtained from the FHLB of Des Moines for use in general operations would be accounted for consistent with SSAP No. 15 as borrowed money.

The Company must provide appropriate collateral to borrow under the arrangements described above. The borrowing capacity available to the Company under these agreements is largely a factor of the Company's ability to post eligible collateral, as well as internal limits such as single-holder exposure limits (10% of the entity's balance sheet liabilities) and NAIC capital requirements.

The tables below indicate the amount of FHLB of Des Moines stock purchased, collateral pledged, assets and liabilities related to the agreements with FHLB of Des Moines.

(2) FHLB Capital Stock
a. Aggregate Totals

| | 1 Total 2+3 | 2 General Account | 3 Separate Accounts |
|---|----------------|----------------------|------------------------|
| 1. Current Year | | | |
| (a) Membership Stock - Class A | | | |
| (b) Membership Stock - Class B | 10,000,000 | 10,000,000 | |
| (c) Activity Stock | 37,048,000 | 37,048,000 | |
| (d) Excess Stock | | | |
| (e) Aggregate Total (a+b+c+d)..... | 47,048,000 | 47,048,000 | |
| (f) Actual or estimated Borrowing Capacity as Determined by the Insurer | 1,500,000,000 | XXX | XXX |
| 2. Prior Year-end | | | |
| (a) Membership Stock - Class A | | | |
| (b) Membership Stock - Class B | 10,000,000 | 10,000,000 | |
| (c) Activity Stock | 37,048,000 | 37,048,000 | |
| (d) Excess Stock | | | |
| (e) Aggregate Total (a+b+c+d)..... | 47,048,000 | 47,048,000 | |
| (f) Actual or estimated Borrowing Capacity as Determined by the Insurer | 1,500,000,000 | XXX | XXX |

11B(2)a1(f) should be equal to or greater than 11B(4)a1(d)

11B(2)a2(f) should be equal to or greater than 11B(4)a2(d)

b. Membership Stock (Class A and B) Eligible and Not Eligible for Redemption

| | 1 Current Year Total (2+3+4+5+6) | 2 Not Eligible for Redemption | Eligible for Redemption | | | |
|-------------------------|---|-------------------------------------|----------------------------|--------------------------------------|--------------------------------|-------------------|
| | | | 3 Less Than 6 Months | 4 6 Months to Less Than 1 Year | 5 1 to Less Than 3 Years | 6 3 to 5 Years |
| Membership Stock | | | | | | |
| 1. Class A | | | | | | |
| 2. Class B | 10,000,000 | 10,000,000 | | | | |

11B(2)b1 Current Year Total (Column 1) should equal 11B(2)a1(a) Total (Column 1)

11B(2)b2 Current Year Total (Column 1) should equal 11B(2)a1(b) Total (Column 1)

NOTES TO FINANCIAL STATEMENTS

(3) Collateral Pledged to FHLB

a. Amount Pledged as of Reporting Date

| | 1 | 2 | 3 |
|--|---------------|----------------|------------------------------|
| | Fair Value | Carrying Value | Aggregate Total Borrowing |
| 1. Current Year Total General and Separate Accounts Total | | | |
| Collateral Pledged (Lines 2+3) | 1,394,040,730 | 1,347,815,722 | 926,200,000 |
| 2. Current Year General Account Total Collateral Pledged | 1,394,040,730 | 1,347,815,722 | |
| 3. Current Year Separate Accounts Total Collateral Pledged | | | 926,200,000 |
| 4. Prior Year-end Total General and Separate Accounts Total | | | |
| Collateral Pledged | 1,256,829,839 | 1,220,540,486 | 926,200,000 |
| 11B(3)a1 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b1 (Columns 1, 2 and 3 respectively) | | | |
| 11B(3)a2 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b2 (Columns 1, 2 and 3 respectively) | | | |
| 11B(3)a3 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b3 (Columns 1, 2 and 3 respectively) | | | |
| 11B(3)a4 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b4 (Columns 1, 2 and 3 respectively) | | | |

b. Maximum Amount Pledged During Reporting Period

| | 1 | 2 | 3 |
|--|---------------|----------------|---|
| | Fair Value | Carrying Value | Amount Borrowed at Time of Maximum Collateral |
| 1. Current Year Total General and Separate Accounts Maximum | | | |
| Collateral Pledged (Lines 2+3) | 1,394,040,730 | 1,347,815,722 | 926,200,000 |
| 2. Current Year General Account Maximum Collateral Pledged | 1,394,040,730 | 1,347,815,722 | |
| 3. Current Year Separate Accounts Maximum Collateral Pledged | | | 926,200,000 |
| 4. Prior Year-end Total General and Separate Accounts Maximum | | | |
| Collateral Pledged | 1,256,829,839 | 1,220,540,486 | 926,200,000 |

(4) Borrowing from FHLB

a. Amount as of Reporting Date

| | 1 | 2 | 3 | 4 |
|-----------------------------------|-------------|-----------------|-------------------|--|
| | Total 2+3 | General Account | Separate Accounts | Funding Agreements Reserves Established |
| 1. Current Year | | | | |
| (a) Debt | | | | XXX |
| (b) Funding Agreements | 926,200,000 | | 926,200,000 | 913,686,405 |
| (c) Other | | | | XXX |
| (d) Aggregate Total (a+b+c) | 926,200,000 | | 926,200,000 | 913,686,405 |
| 2. Prior Year-end | | | | |
| (a) Debt | | | | XXX |
| (b) Funding Agreements | 926,200,000 | | 926,200,000 | 912,994,994 |
| (c) Other | | | | XXX |
| (d) Aggregate Total (a+b+c) | 926,200,000 | | 926,200,000 | 912,994,994 |

b. Maximum Amount During Reporting Period (Current Year)

| | 1 | 2 | 3 |
|--|-------------|-----------------|-------------------|
| | Total 2+3 | General Account | Separate Accounts |
| 1. Debt | | | |
| 2. Funding Agreements | 926,200,000 | | 926,200,000 |
| 3. Other | | | |
| 4. Aggregate Total (Lines 1+2+3) | 926,200,000 | | 926,200,000 |
| 11B(4)b4 (Columns 1, 2 and 3) should be equal to or greater than 11B(4)a1(d) (Columns 1, 2 and 3 respectively) | | | |

c. FHLB - Prepayment Obligations

| | Does the company have prepayment obligations under the following arrangements (YES/NO)? |
|-----------------------------|--|
| 1. Debt | NO |
| 2. Funding Agreements | YES |
| 3. Other | NO |

Note 12. Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans

The Company has deferred compensation plans for agents which are not funded by the Company. The liability for these plans is included on Page 3, Line 21. These plans were frozen as of December 31, 2016. During February 2019, the Company paid out \$41.8 million of the liability.

Note 13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations: No Change**Note 14. Liabilities, Contingencies and Assessments**

A – E. No Change

F. All Other Contingencies

The Company and certain of its insurance subsidiaries have experienced increased service and administration complaints related to the conversion and administration of the block of life insurance business acquired in connection with Athene Holding Ltd.'s acquisition of Aviva USA Corporation and reinsured to affiliates of Global Atlantic Financial Group Ltd. The life insurance policies included in this block have been and are currently being administered by AllianceOne, a subsidiary of DXC Technology Company, which was retained by such Global Atlantic affiliates to provide services on such policies. AllianceOne also administers certain annuity policies that were on Aviva USA Corporation's legacy policy administration systems that were also converted in connection with the acquisition of Aviva USA Corporation and have experienced similar service and administration issues.

NOTES TO FINANCIAL STATEMENTS

As a result of the difficulties experienced with respect to the administration of such policies, Athene received notifications from several state regulators, including but not limited to the New York Department of Financial Services (NYDFS), the California Department of Insurance and the Texas Department of Insurance, indicating, in each case, that the respective regulator planned to undertake a market conduct examination or enforcement proceeding of the Company or one of its subsidiaries, as applicable, relating to the treatment of policyholders subject to Athene reinsurance agreements with affiliates of Global Atlantic and the conversion of such annuity policies, including the administration of such blocks by AllianceOne. On June 28, 2018, Athene Life Insurance Company of New York (ALICNY) entered into a consent order with the NYDFS resolving that matter in a manner that ultimately did not have a material impact on its financial condition, when considering AHL's indemnification from affiliates of Global Atlantic, which was passed to ALICNY in the form of a capital contribution in the third quarter of 2018.

In addition to the foregoing, the Company has received inquiries, and expects to continue to receive inquiries, from other regulatory authorities regarding the conversion matter. In addition to the examinations and proceedings initiated to date, it is possible that other regulators may pursue similar formal examinations, inquiries or enforcement proceedings and that any examinations, inquiries and/or enforcement proceedings may result in fines, administrative penalties and payments to policyholders. The Company is not currently able to estimate the amount of any such fines, penalties or payments arising from these matters with reasonable certainty, but it is possible that such amounts may be material.

Pursuant to the terms of the reinsurance agreements between Athene and the relevant affiliates of Global Atlantic, the applicable affiliates of Global Atlantic have financial responsibility for the ceded life block and are subject to significant administrative service requirements, including compliance with applicable law. The agreements also provide for indemnification to Athene, including for administration issues.

On January 23, 2019, the Company received a letter from the NYDFS, with respect to a recent Pension Risk Transfer (PRT) transaction, which expressed concerns with the Company's interpretation and reliance upon certain exemptions from licensing in New York in connection with certain activities performed by employees in the PRT channel, including specific activities performed within New York. The Company is currently in discussions with the NYDFS to identify approaches to resolve its concerns. Any losses cannot be reasonably determined at this time.

In 2000 and 2001, two insurance companies which were subsequently merged into the Company purchased from American General Life Insurance Company (American General) broad based variable corporate-owned life insurance (COLI) policies that, as of March 31, 2019, had an asset value of \$372.7 million. In January 2012, the COLI policy administrator delivered to the Company a supplement to the existing COLI policies and advised that American General and ZC Resource Investment Trust (ZC Trust) had unilaterally implemented changes set forth in the supplement that if effective, would: (1) potentially negatively impact the crediting rate for the policies and (2) change the exit and surrender protocols set forth in the policies. In March 2013, the Company filed suit against American General, ZC Trust, and ZC Resource LLC in Chancery Court in Delaware, seeking, among other relief, a declaration that the changes set forth in the supplement were ineffectual and in breach of the parties' agreement. The parties filed cross motions for judgment as a matter of law, and the court granted defendants' motion and dismissed without prejudice on ripeness grounds. The issue that negatively impacts the crediting rate for one of the COLI policies has subsequently been triggered and on April 3, 2018, the Company filed its suit against the same defendants in Chancery Court in Delaware seeking substantially similar relief, which defendants have moved to dismiss and the Company has opposed. The Court heard oral arguments on February 13, 2019 and has taken the matter under advisement. If the supplement is ultimately deemed to be effective, the purported changes to the policies could impair the Company's ability to access the value of guarantees associated with the policies. The value of the guarantees included within the asset value reflected above is \$184.6 million as of March 31, 2019.

On April 6, 2016, the U.S. Department of Labor (DOL) issued the fiduciary rule which imposes upon third parties who sell annuities within Employee Retirement Income Security Act of 1974 (as amended, ERISA) plans or to individual retirement account (IRA) holders a fiduciary duty to retirement investors. On June 21, 2018, the Fifth Circuit Court of Appeals issued a mandate officially vacating as a whole the DOL's 2016 Fiduciary Rule.

The U.S. Securities and Exchange Commission (SEC) has indicated that it will work with the DOL to propose rules creating a uniform standard of conduct applicable to broker-dealers and investment advisers in 2019, which, if adopted, may affect the distribution of the Company's products. The NAIC is working to propose changes to the Suitability in Annuity Transactions Model Regulation and some states separately are updating their suitability regulations to include the best interest concept. Should the SEC, NAIC, or state specific rules, once adopted, not align, the distribution of the Company's products could be further complicated.

In addition to the cases previously discussed, the Company is routinely involved in litigation and other proceedings, reinsurance claims and regulatory proceedings arising in the ordinary course of its business. At present, no contingencies related to pending litigation and regulatory matters are considered material in relation to the financial position of the Company.

Note 15. Leases: NONE

Note 16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk: No Change

Note 17. Sale, Transfer and Servicing of Financial Assets and Extinguishment of Liabilities: NONE

Note 18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans: NONE

Note 19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators: NONE

Note 20. Fair Value Measurements

A. (1) Fair value measurements at reporting date

| Description for each class of asset or liability | (Level 1) | (Level 2) | (Level 3) | Net Asset Value (NAV) | Total |
|--|------------|-------------|-----------|-----------------------|-------------|
| a. Assets at fair value | | | | | |
| Bonds: Corporates | | 173,557 | | | 173,557 |
| Bonds: Exchange traded funds | | 27,630,000 | | | 27,630,000 |
| Bonds: CMBS | | 6,110 | | | 6,110 |
| Bonds: RMBS | | 571,384 | | | 571,384 |
| Common stocks unaffiliated | 45,388,976 | 47,049,024 | 2,441,642 | | 94,879,642 |
| Derivative assets: Currency swaps | | 3,053,751 | | | 3,053,751 |
| Derivative assets: Interest rate swaps | 5,746 | | | | 5,746 |
| Derivative assets: Total return swaps | | 3,850,249 | | | 3,850,249 |
| Derivative assets: Futures | 5,739,353 | | | | 5,739,353 |
| Derivative assets: Forwards | | 3,709,319 | | | 3,709,319 |
| Separate account assets: Variable products | | 31,278,718 | | | 31,278,718 |
| Total assets at fair value | 51,134,075 | 117,322,112 | 2,441,642 | | 170,897,829 |

NOTES TO FINANCIAL STATEMENTS

| Description for each class of asset or liability | (Level 1) | (Level 2) | (Level 3) | Net Asset Value (NAV) | Total |
|--|-----------|------------|-----------|-----------------------|------------|
| b. Liabilities at fair value | | | | | |
| Derivative liabilities: Variance swaps | | 189,570 | | | 189,570 |
| Derivative liabilities: Options | | 943,340 | | | 943,340 |
| Derivative liabilities: Futures | 1,109,891 | | | | 1,109,891 |
| Derivative liabilities: Forwards | | 267,254 | | | 267,254 |
| Separate account liabilities: Variable products .. | | 31,278,565 | | | 31,278,565 |
| Total liabilities at fair value | 1,109,891 | 32,678,729 | | | 33,788,620 |

There were no transfers between Level 1, Level 2, or Level 3 of the fair value hierarchy during the quarter ended March 31, 2019.

(2) Fair value measurements in (Level 3) of the fair value hierarchy

| Description for each class of asset or liability | Beginning Balance at 01/01/2019 | Transfers into Level 3 | Transfers out of Level 3 | Total gains and (losses) included in Net Income | Total gains and (losses) included in Surplus | Purchases | Issuances | Sales | Settlements | Ending Balance at 03/31/2019 |
|--|---------------------------------|------------------------|--------------------------|---|--|-----------|-----------|-------|-------------|------------------------------|
| a. Assets | | | | | | | | | | |
| Common stocks unaffiliated | 2,489,736 | | | | (48,094) | | | | | 2,441,642 |
| Total Assets | 2,489,736 | | | | (48,094) | | | | | 2,441,642 |

(3) Transfers between fair value hierarchy levels are recognized at the end of the period in which the transfer occurs.

(4) The following discussion describes the valuation methodologies and inputs used for assets and liabilities measured and disclosed at fair value. The techniques utilized in estimating the fair values of financial instruments are reliant on the assumptions used.

Fair value estimates are based on quoted market prices when available. When quoted market prices are not available, the Company utilizes commercially available pricing vendors that utilize observable market inputs, like recent trading activity, to derive fair value. When vendor prices are not available, fair value is generally estimated using discounted cash flow analyses, incorporating current market inputs for similar financial instruments with comparable terms and credit quality (matrix pricing). In instances where there is little or no market activity for the same or similar instruments, the Company estimates the fair value using methods, models and assumptions that management believes market participants would use to determine a current transaction price. These valuation techniques involve some level of management estimation and judgment which becomes significant with increasingly complex instruments or pricing models. Where appropriate, adjustments are included to reflect risk inherent in a particular methodology, model or input employed.

The Company's financial assets and liabilities carried at estimated fair value have been classified, for disclosure purposes, based on a hierarchy defined by current accounting guidance. The hierarchy gives the highest ranking to fair values determined using unadjusted quoted prices in active markets for identical assets and liabilities (Level 1) and the lowest ranking to fair values determined using methodologies and models with unobservable inputs (Level 3). An asset's or a liability's classification is based on the lowest level input that is significant to its measurement. For example, a Level 3 fair value measurement may include inputs that are both observable (Levels 1 and 2) and unobservable (Level 3).

The levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices for identical assets or liabilities in an active market.

Level 2 - Quoted prices for inactive markets or valuation techniques that require observable direct or indirect inputs for substantially the full term of the asset or liability.

Level 2 inputs include the following:

1. Quoted prices for similar assets or liabilities in active markets,
2. Observable inputs other than quoted market prices, and
3. Observable inputs derived principally from market data through correlation or other means.

Level 3 - Prices or valuation techniques with unobservable inputs significant to the overall fair value estimate. These valuations use critical assumptions not readily available to market participants. Level 3 valuations are based on market standard valuation methodologies, including discounted cash flows, matrix pricing, or other similar techniques.

Assets and liabilities are valued as discussed below in part C.

B. Other Fair Value Disclosures: NONE

C. Aggregate fair value for all financial instruments and the level within the fair value hierarchy in which the fair value measurements in their entirety fall.

| Type of Financial Instrument | Aggregate Fair Value | Admitted Assets | (Level 1) | (Level 2) | (Level 3) | Net Asset Value (NAV) | Not Practicable (Carrying Value) |
|--|----------------------|-----------------|---------------|----------------|---------------|-----------------------|----------------------------------|
| Assets - Bonds | 38,817,822,906 | 37,604,022,335 | 5,348,665 | 37,088,729,681 | 1,723,744,560 | | |
| Assets - Preferred stocks | 127,688,346 | 121,789,115 | | 127,688,346 | | | |
| Assets - Common stocks unaffiliated | 94,879,643 | 94,879,643 | 45,388,977 | 47,049,024 | 2,441,642 | | |
| Assets - Mortgage loans - first liens | 6,595,083,159 | 6,479,783,639 | | | 6,595,083,159 | | |
| Assets - Mortgage loans - other than first liens | 1,677,082,296 | 1,672,454,540 | | | 1,677,082,296 | | |
| Assets - Policy loans | 188,393,597 | 188,393,597 | | 188,393,597 | | | |
| Assets - Cash and short-term investments | 1,842,142,007 | 1,842,143,492 | 1,840,151,931 | 1,990,076 | | | |
| Assets - Derivative assets | 1,623,324,074 | 744,371,702 | 5,745,099 | 1,617,578,975 | | | |
| Assets - Derivative collateral assets | 26,945,866 | 26,945,866 | | | | | |
| Assets - Other invested assets | 2,059,155,285 | 2,054,194,307 | | 393,906,678 | 128,215,910 | 1,537,032,697 | |
| Assets - Separate account: variable products | 31,278,718 | 31,278,718 | | 31,278,718 | | | |
| Assets - Separate account: group annuity | 6,878,288,329 | 6,789,232,687 | 154,640,344 | 5,868,591,182 | 829,409,833 | 25,646,970 | |
| Liabilities - Deposit-type contracts | 438,638,337 | 418,417,045 | | | 438,638,337 | | |
| Liabilities - Derivative liabilities | 63,588,660 | 25,359,322 | 12,636,403 | 47,078,654 | 3,873,603 | | |
| Liabilities - Derivative collateral liability | 1,523,142,195 | 1,523,142,195 | | | | | |
| Liabilities - Separate account: group annuity deposit-type contracts | 649,832 | 661,788 | | | 649,832 | | |

NOTES TO FINANCIAL STATEMENTS

Bonds and short-term investments – The Company obtains the fair value for most marketable, public bonds without an active market from several commercial pricing services. These are classified as Level 2 assets. The pricing services incorporate a variety of market observable information in their valuation techniques, including benchmark yields, broker-dealer quotes, credit quality, issuer spreads, bids, offers, and other reference data. If the Company cannot value a public bond with a commercial pricing vendor, the Company obtains broker quotes (or utilizes an internally-developed model) and are considered to be Level 3. The Company values privately placed bonds based on the credit quality and duration of comparable marketable securities, which may be securities of another issuer. In some instances, the Company uses a matrix-based pricing model. These models consider the current level of risk-free interest rates, corporate spreads, credit quality of the issuer, and cash flow characteristics of the security. Privately placed fixed maturity securities are classified as Level 2 or 3.

Preferred stocks and common stocks unaffiliated – The Company values equity securities, typically private equities or equity securities not traded on an exchange, using several commercial pricing services or an internal model. The securities priced by a commercial pricing service are classified as Level 2 and the securities priced by an internal model are classified as Level 3. In addition, unaffiliated common stocks include FHLB stock, which is carried at fair value, which is presumed to be par because it can only be redeemed by the bank and is classified as Level 2.

Mortgage loans – The Company estimates mortgage loans on a monthly basis using discounted cash flow analysis and rates being offered for similar loans to borrowers with similar credit ratings. Loans with similar characteristics are aggregated for purposes of the calculations. The discounted cash flow model uses unobservable inputs, including estimates of discount rates and loan prepayments. Mortgage loans are classified as Level 3.

Policy loans – The fair value of policy loans classified as Level 2 is equal to the carrying value of the loans, which are collateralized by the cash surrender value of the associated insurance contracts.

Derivatives – Derivative contracts can be exchange traded or over-the-counter. Over-the-counter derivatives are valued using valuation models or an income approach using third-party broker valuations. Valuation models require a variety of inputs, including contractual terms, market prices, yield curves, measures of volatility, prepayment rates, and correlation of the inputs. The Company considers and incorporates counterparty credit risk in the valuation process through counterparty credit rating requirements and monitoring of overall exposure. The Company also evaluates and includes its own nonperformance risk in valuing derivatives. The majority of the Company's derivatives trade are in liquid markets; therefore, the Company can verify model inputs and model selection does not involve significant management judgment and are classified within Level 2. If the Company cannot verify model inputs and model selection does involve significant management judgment, the derivatives are classified as Level 3.

Other invested assets – Within other invested assets, partnerships are valued based on net asset value information provided by the general partner or related asset manager. These partnership interests usually include multiple underlying investments for which either observable market prices or other valuation methods are used to determine the fair value. These investments are reported in the Net Asset Value (NAV) column. Other than partnerships, other invested assets may include surplus notes and other investments with bond or stock characteristics and the Company attempts to value these using several commercial pricing services, which would be classified as Level 2 assets. If the Company cannot value with a commercial pricing vendor, the Company obtains broker quotes (or utilizes an internally-developed model) and are considered to be Level 3 assets.

Separate account assets (variable products) – Separate account assets classified as Level 2 are valued based on the fair value of the underlying funds. Fair values and changes in the fair values of the underlying funds accrue directly to the policy owners and are not included in the Company's revenues and expenses or surplus.

Separate account assets (group annuity) – Financial instruments within this separate account classified as Level 2 and 3 or included in the NAV column are valued using the same fair value assumptions and methods utilized in the general account.

Deposit-type contracts (including separate account group annuity) – Deposit-type contracts classified as Level 3 include single premium immediate annuities (SPIA) and supplemental contracts. Fair value of SPIA and supplemental contracts are calculated by discounting best estimate cash flows based on mortality and market interest rate assumptions.

D. Not Practicable to Estimate Fair Value: NONE

E. Net Asset Value

The Company invests in certain non-fixed income, alternative investments in the form of limited partnerships (investment funds) which are reported at NAV. Adjustments to the carrying amount reflect the Company's pro rata ownership percentage of the operating results as indicated by NAV in the investment fund financial statements. The NAV from the investment fund financial statements can be on a lag of up to three months when investee information is not received in a timely manner. These investments are listed in the NAV column of the fair value tables above as this is the primary method for reporting fair value for these investments.

As of March 31, 2019, the Company has \$978.9 million unfunded commitments to invest in these investment funds.

Note 21. Other Items: No Change

Note 22. Events Subsequent

Subsequent events have been considered through May 14, 2019 for the statutory statement dated March 31, 2019. There have been no Type I or Type II events subsequent to the close of the books and accounts for this statement that have a material effect on the financial condition of the Company.

Note 23. Reinsurance: No Change

Note 24. Retrospectively Rated Contracts & Contracts Subject to Redetermination: NONE

Note 25. Change in Incurred Losses and Loss Adjustment Expenses: NONE

Note 26. Intercompany Pooling Arrangements: NONE

Note 27. Structured Settlements: NONE

Note 28. Health Care Receivables: NONE

Note 29. Participating Policies: No Change

Note 30. Premium Deficiency Reserves: NONE

Note 31. Reserves for Life Contracts and Annuity Contracts: No Change

Note 32. Analysis of Annuity Actuarial Reserves and Deposit Type Liabilities by Withdrawal Characteristics: No Change

NOTES TO FINANCIAL STATEMENTS

Note 33. Premium and Annuity Considerations Deferred and Uncollected: No Change

Note 34. Separate Accounts

During 2019, the Company formed Athene Annuity and Life Company WY Group Annuity Dedicated Separate Account, an insulated dedicated separate account that will support annuities payable under group fixed annuity contracts issued to an employer, in respect of the employer's pension plan. The group fixed annuity contracts obligate the Company's general account to make annuity payments if the separate account is not able to do so. As of March 31, 2019, this separate account had assets of \$1.6 billion.

Note 35. Loss/Claim Adjustment Expenses: NONE