

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

The registrant meets the conditions set forth in General Instructions H (1)(a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format.

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

For the quarterly period ended March 31, 2017

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 0-31248

**ALLSTATE LIFE INSURANCE COMPANY**

(Exact name of registrant as specified in its charter)

**Illinois**

(State or other jurisdiction of  
incorporation or organization)

**36-2554642**

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

**3075 Sanders Road, Northbrook, Illinois 60062**

(Address of principal executive offices) (Zip Code)

**(847) 402-5000**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (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  No

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  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of May 4, 2017, the registrant had 23,800 common shares, \$227 par value, outstanding, all of which are held by Allstate Insurance Company.

**ALLSTATE LIFE INSURANCE COMPANY**  
**INDEX TO QUARTERLY REPORT ON FORM 10-Q**  
**March 31, 2017**

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**PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS**

**ALLSTATE LIFE INSURANCE COMPANY AND SUBSIDIARIES**

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**

(\$ in millions)

	Three months ended March 31,	
	2017	2016
	(unaudited)	
<b>Revenues</b>		
Premiums	\$ 169	\$ 149
Contract charges	179	182
Net investment income	404	400
Realized capital gains and losses:		
Total other-than-temporary impairment ("OTTI") losses	(28)	(35)
OTTI losses reclassified to (from) other comprehensive income	4	8
Net OTTI losses recognized in earnings	(24)	(27)
Sales and other realized capital gains and losses	23	(19)
Total realized capital gains and losses	(1)	(46)
	751	685
<b>Costs and expenses</b>		
Contract benefits	354	338
Interest credited to contractholder funds	161	178
Amortization of deferred policy acquisition costs	41	37
Operating costs and expenses	69	56
Interest expense	1	4
	626	613
Gain on disposition of operations	2	2
<b>Income from operations before income tax expense</b>	<b>127</b>	<b>74</b>
Income tax expense	41	22
<b>Net income</b>	<b>86</b>	<b>52</b>
<b>Other comprehensive income, after-tax</b>		
Change in unrealized net capital gains and losses	65	241
Change in unrealized foreign currency translation adjustments	(3)	(2)
<b>Other comprehensive income, after-tax</b>	<b>62</b>	<b>239</b>
<b>Comprehensive income</b>	<b>\$ 148</b>	<b>\$ 291</b>

See notes to condensed consolidated financial statements.

**ALLSTATE LIFE INSURANCE COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION**

(\$ in millions, except par value data)	March 31, 2017	December 31, 2016
	(unaudited)	
<b>Assets</b>		
<b>Investments</b>		
Fixed income securities, at fair value (amortized cost \$22,532 and \$23,112)	\$ 23,696	\$ 24,222
Mortgage loans	3,822	3,938
Equity securities, at fair value (cost \$1,442 and \$1,429)	1,589	1,511
Limited partnership interests	2,866	2,776
Short-term, at fair value (amortized cost \$760 and \$566)	760	566
Policy loans	560	563
Other	1,199	1,491
<b>Total investments</b>	<b>34,492</b>	<b>35,067</b>
Cash	117	138
Deferred policy acquisition costs	1,203	1,187
Reinsurance recoverables from non-affiliates	2,310	2,339
Reinsurance recoverables from affiliates	448	452
Accrued investment income	269	273
Other assets	444	410
Separate Accounts	3,417	3,373
<b>Total assets</b>	<b>\$ 42,700</b>	<b>\$ 43,239</b>
<b>Liabilities</b>		
Contractholder funds	\$ 19,248	\$ 19,470
Reserve for life-contingent contract benefits	11,324	11,322
Unearned premiums	5	5
Payable to affiliates, net	50	52
Other liabilities and accrued expenses	970	952
Deferred income taxes	1,255	1,191
Notes due to related parties	140	465
Separate Accounts	3,417	3,373
<b>Total liabilities</b>	<b>36,409</b>	<b>36,830</b>
<b>Commitments and Contingent Liabilities (Note 7)</b>		
<b>Shareholder's equity</b>		
Redeemable preferred stock - series A, \$100 par value, 1,500,000 shares authorized, none issued	—	—
Redeemable preferred stock - series B, \$100 par value, 1,500,000 shares authorized, none issued	—	—
Common stock, \$227 par value, 23,800 shares authorized and outstanding	5	5
Additional capital paid-in	2,024	1,990
Retained income	3,522	3,736
Accumulated other comprehensive income:		
Unrealized net capital gains and losses:		
Unrealized net capital gains and losses on fixed income securities with OTTI	36	39
Other unrealized net capital gains and losses	813	733
Unrealized adjustment to DAC, DSI and insurance reserves	(103)	(91)
Total unrealized net capital gains and losses	746	681
Unrealized foreign currency translation adjustments	(6)	(3)
Total accumulated other comprehensive income	740	678
<b>Total shareholder's equity</b>	<b>6,291</b>	<b>6,409</b>
<b>Total liabilities and shareholder's equity</b>	<b>\$ 42,700</b>	<b>\$ 43,239</b>

See notes to condensed consolidated financial statements.

**ALLSTATE LIFE INSURANCE COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDER'S EQUITY**

(\$ in millions)

	<b>Three months ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
	<b>(unaudited)</b>	
<b>Common stock</b>	\$ 5	\$ 5
<b>Additional capital paid-in</b>		
Balance, beginning of period	1,990	1,990
Gain on reinsurance with an affiliate	34	—
Balance, end of period	2,024	1,990
<b>Retained income</b>		
Balance, beginning of period	3,736	3,417
Net income	86	52
Dividends	(300)	—
Balance, end of period	3,522	3,469
<b>Accumulated other comprehensive income</b>		
Balance, beginning of period	678	521
Change in unrealized net capital gains and losses	65	241
Change in unrealized foreign currency translation adjustments	(3)	(2)
Balance, end of period	740	760
<b>Total shareholder's equity</b>	<b>\$ 6,291</b>	<b>\$ 6,224</b>

See notes to condensed consolidated financial statements.

**ALLSTATE LIFE INSURANCE COMPANY AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(\$ in millions)

	Three months ended March 31,	
	2017	2016
	<b>(unaudited)</b>	
<b>Cash flows from operating activities</b>		
Net income	\$ 86	\$ 52
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization and other non-cash items	(18)	(17)
Realized capital gains and losses	1	46
Gain on disposition of operations	(2)	(2)
Interest credited to contractholder funds	161	178
Changes in:		
Policy benefits and other insurance reserves	(143)	(169)
Deferred policy acquisition costs	12	15
Reinsurance recoverables, net	18	14
Income taxes	32	13
Other operating assets and liabilities	(18)	85
Net cash provided by operating activities	129	215
<b>Cash flows from investing activities</b>		
Proceeds from sales		
Fixed income securities	1,346	2,011
Equity securities	616	382
Limited partnership interests	87	86
Other investments	3	28
Investment collections		
Fixed income securities	495	458
Mortgage loans	202	76
Other investments	31	20
Investment purchases		
Fixed income securities	(1,269)	(1,815)
Equity securities	(624)	(216)
Limited partnership interests	(129)	(132)
Mortgage loans	(86)	(44)
Other investments	(40)	(67)
Change in short-term investments, net	(205)	(696)
Change in policy loans and other investments, net	(13)	(6)
Net cash provided by investing activities	414	85
<b>Cash flows from financing activities</b>		
Contractholder fund deposits	204	214
Contractholder fund withdrawals	(468)	(477)
Dividends paid	(300)	—
Net cash used in financing activities	(564)	(263)
<b>Net (decrease) increase in cash</b>	(21)	37
<b>Cash at beginning of period</b>	138	104
<b>Cash at end of period</b>	\$ 117	\$ 141

See notes to condensed consolidated financial statements.

**ALLSTATE LIFE INSURANCE COMPANY**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
(Unaudited)

**1. General**

**Basis of presentation**

The accompanying condensed consolidated financial statements include the accounts of Allstate Life Insurance Company (“ALIC”) and its wholly owned subsidiaries (collectively referred to as the “Company”). ALIC is wholly owned by Allstate Insurance Company (“AIC”), which is wholly owned by Allstate Insurance Holdings, LLC, a wholly owned subsidiary of The Allstate Corporation (the “Corporation”). These condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

The condensed consolidated financial statements and notes as of March 31, 2017 and for the three-month periods ended March 31, 2017 and 2016 are unaudited. The condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring accruals) which are, in the opinion of management, necessary for the fair presentation of the financial position, results of operations and cash flows for the interim periods. These condensed consolidated financial statements and notes should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016. The results of operations for the interim periods should not be considered indicative of results to be expected for the full year. All significant intercompany accounts and transactions have been eliminated.

**Reinsurance transaction**

Effective January 1, 2017, ALIC entered into a coinsurance reinsurance agreement with AAC to assume certain term life insurance policies. In connection with the agreement, the Company recorded cash of \$20 million, deferred policy acquisition costs (“DAC”) of \$45 million, other assets of \$11 million, reserve for life-contingent contract benefits of \$24 million and deferred tax liabilities of \$18 million. The \$34 million gain on the transaction was recorded as an increase to additional capital paid-in since the transaction was between entities under common control.

**Redemption of surplus notes and notes due from related party**

In January 2017, all \$325 million of surplus notes due to Kennett Capital, Inc. (“Kennett”), an unconsolidated affiliate of ALIC, were redeemed. In connection with the redemption, the related \$325 million of notes due from Kennett (recorded as other investments) were terminated. These were recorded as non-cash transactions.

**External financing agreement**

In January 2017, ALIC Reinsurance Company (“ALIC Re”), a wholly owned subsidiary of ALIC, entered into a master transaction agreement with Bueller Financing LLC (“Bueller”), an external financing provider. In accordance with the agreement, Bueller issued a variable funding puttable note (“credit-linked note”) that will be held in a trust. The credit-linked note can be put back to Bueller for cash in the event certain ALIC Re statutory reserves and capital are depleted. The balance of the credit-linked note will vary based on the statutory reserve balance with a maximum value of \$1.75 billion. The agreement has no impact on the GAAP-basis Condensed Consolidated Statement of Financial Position.

**Dividends**

In first quarter 2017, the Company paid cash dividends of \$300 million to AIC.

**Premiums and contract charges**

The following table summarizes premiums and contract charges by product.

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Premiums</b>		
Traditional life insurance	\$ 143	\$ 126
Accident and health insurance	26	23
<b>Total premiums</b>	169	149
<b>Contract charges</b>		
Interest-sensitive life insurance	176	179
Fixed annuities	3	3
<b>Total contract charges</b>	179	182
<b>Total premiums and contract charges</b>	\$ 348	\$ 331

## **Adopted accounting standard**

### *Transition to Equity Method Accounting*

Effective January 1, 2017, the Company adopted new FASB guidance amending the accounting requirements for transitioning to the equity method of accounting (“EMA”), including a transition from the cost method. The guidance requires the cost of acquiring an additional interest in an investee to be added to the existing carrying value to establish the initial basis of the EMA investment. Under the new guidance, no retroactive adjustment is required when an investment initially qualifies for EMA treatment. The guidance is applied prospectively to investments that qualify for EMA after application of the cost method of accounting. Accordingly, the adoption of this guidance had no impact on the Company’s results of operations or financial position.

## **Pending accounting standards**

### *Recognition and Measurement of Financial Assets and Financial Liabilities*

In January 2016, the FASB issued guidance requiring equity investments, including equity securities and limited partnership interests, that are not accounted for under the equity method of accounting or result in consolidation to be measured at fair value with changes in fair value recognized in net income. Equity investments without readily determinable fair values may be measured 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. When a qualitative assessment of equity investments without readily determinable fair values indicates that impairment exists, the carrying value is required to be adjusted to fair value, if lower. The guidance clarifies that an entity should evaluate the realizability of a deferred tax asset related to available-for-sale fixed income securities in combination with the entity’s other deferred tax assets. The guidance also changes certain disclosure requirements. The guidance is effective for interim and annual periods beginning after December 15, 2017, and is to be applied through a cumulative-effect adjustment to beginning retained income as of the date of adoption. The new guidance related to equity investments without readily determinable fair values is applied prospectively as of the date of adoption. The most significant anticipated impacts, using values as of March 31, 2017, relate to the change in accounting for equity securities where \$147 million of pre-tax unrealized net capital gains would be reclassified from accumulated other comprehensive income to retained income and cost method limited partnership interests (excluding limited partnership interests accounted for on a cost recovery basis), where the carrying value would increase by approximately \$81 million, pre-tax, with the adjustment recognized in retained income.

### *Measurement of Credit Losses on Financial Instruments*

In June 2016, the FASB issued guidance which revises the credit loss recognition criteria for certain financial assets measured at amortized cost. The new guidance replaces the existing incurred loss recognition model with an expected loss recognition model. The objective of the expected credit loss model is for the reporting entity to recognize its estimate of expected credit losses for affected financial assets in a valuation allowance deducted from the amortized cost basis of the related financial assets that results in presenting the net carrying value of the financial assets at the amount expected to be collected. The reporting entity must consider all available relevant information when estimating expected credit losses, including details about past events, current conditions, and reasonable and supportable forecasts over the life of an asset. Financial assets may be evaluated individually or on a pooled basis when they share similar risk characteristics. The measurement of credit losses for available-for-sale debt securities measured at fair value is not affected except that credit losses recognized are limited to the amount by which fair value is below amortized cost and the carrying value adjustment is recognized through a valuation allowance and not as a direct write-down. The guidance is effective for interim and annual periods beginning after December 15, 2019, and for most affected instruments must be adopted using a modified retrospective approach, with a cumulative effect adjustment recorded to beginning retained income. The Company is in the process of evaluating the impact of adoption.



## 2. Supplemental Cash Flow Information

Non-cash investing activities include \$2 million and \$2 million related to mergers and exchanges completed with equity securities for the three months ended March 31, 2017 and 2016, respectively. Non-cash financing activities included \$34 million related to debt acquired in conjunction with the purchase of an investment for the three months ended March 31, 2016.

Liabilities for collateral received in conjunction with the Company's securities lending program and over-the-counter ("OTC") and cleared derivatives are reported in other liabilities and accrued expenses or other investments. The accompanying cash flows are included in cash flows from operating activities in the Condensed Consolidated Statements of Cash Flows along with the activities resulting from management of the proceeds, which are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Net change in proceeds managed</b>		
Net change in fixed income securities	\$ (36)	\$ —
Net change in short-term investments	11	(29)
Operating cash flow used	\$ (25)	\$ (29)
<b>Net change in liabilities</b>		
Liabilities for collateral, beginning of period	\$ (550)	\$ (550)
Liabilities for collateral, end of period	(575)	(579)
Operating cash flow provided	\$ 25	\$ 29

## 3. Investments

### Fair values

The amortized cost, gross unrealized gains and losses and fair value for fixed income securities are as follows:

(\$ in millions)	Amortized cost	Gross unrealized		Fair value
		Gains	Losses	
<b>March 31, 2017</b>				
U.S. government and agencies	\$ 589	\$ 45	\$ —	\$ 634
Municipal	2,011	261	(6)	2,266
Corporate	18,779	932	(139)	19,572
Foreign government	300	27	—	327
Asset-backed securities ("ABS")	406	5	(9)	402
Residential mortgage-backed securities ("RMBS")	260	44	(3)	301
Commercial mortgage-backed securities ("CMBS")	174	14	(9)	179
Redeemable preferred stock	13	2	—	15
Total fixed income securities	\$ 22,532	\$ 1,330	\$ (166)	\$ 23,696
<b>December 31, 2016</b>				
U.S. government and agencies	\$ 968	\$ 48	\$ (2)	\$ 1,014
Municipal	2,017	264	(7)	2,274
Corporate	18,945	905	(169)	19,681
Foreign government	304	28	—	332
ABS	337	4	(10)	331
RMBS	294	42	(3)	333
CMBS	233	17	(9)	241
Redeemable preferred stock	14	2	—	16
Total fixed income securities	\$ 23,112	\$ 1,310	\$ (200)	\$ 24,222

## Scheduled maturities

The scheduled maturities for fixed income securities are as follows as of March 31, 2017:

(\$ in millions)	Amortized cost	Fair value
Due in one year or less	\$ 1,341	\$ 1,362
Due after one year through five years	8,397	8,786
Due after five years through ten years	7,493	7,687
Due after ten years	4,461	4,979
	<u>21,692</u>	<u>22,814</u>
ABS, RMBS and CMBS	840	882
Total	<u>\$ 22,532</u>	<u>\$ 23,696</u>

Actual maturities may differ from those scheduled as a result of calls and make-whole payments by the issuers. ABS, RMBS and CMBS are shown separately because of the potential for prepayment of principal prior to contractual maturity dates.

## Net investment income

Net investment income is as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Fixed income securities	\$ 268	\$ 270
Mortgage loans	49	47
Equity securities	15	7
Limited partnership interests	65	63
Short-term investments	1	2
Policy loans	8	8
Other	19	21
Investment income, before expense	<u>425</u>	<u>418</u>
Investment expense	(21)	(18)
Net investment income	<u>\$ 404</u>	<u>\$ 400</u>

## Realized capital gains and losses

Realized capital gains and losses by asset type are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Fixed income securities	\$ (7)	\$ (23)
Equity securities	—	(30)
Limited partnership interests	13	13
Derivatives	(5)	(5)
Other	(2)	(1)
Realized capital gains and losses	<u>\$ (1)</u>	<u>\$ (46)</u>

Realized capital gains and losses by transaction type are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Impairment write-downs	\$ (21)	\$ (24)
Change in intent write-downs	(3)	(3)
Net other-than-temporary impairment losses recognized in earnings	(24)	(27)
Sales and other	28	(14)
Valuation and settlements of derivative instruments	(5)	(5)
Realized capital gains and losses	<u>\$ (1)</u>	<u>\$ (46)</u>

Gross gains of \$33 million and \$71 million and gross losses of \$21 million and \$89 million were realized on sales of fixed income and equity securities during the three months ended March 31, 2017 and 2016, respectively.

Other-than-temporary impairment losses by asset type are as follows:

(\$ in millions)	Three months ended March 31, 2017			Three months ended March 31, 2016		
	Gross	Included in OCI	Net	Gross	Included in OCI	Net
	Fixed income securities:					
Corporate	\$ (7)	\$ 3	\$ (4)	\$ (11)	\$ 6	\$ (5)
ABS	—	—	—	(3)	—	(3)
RMBS	—	(2)	(2)	—	—	—
CMBS	(6)	3	(3)	(4)	2	(2)
Total fixed income securities	(13)	4	(9)	(18)	8	(10)
Equity securities	(10)	—	(10)	(25)	—	(25)
Limited partnership interests	(3)	—	(3)	9	—	9
Other	(2)	—	(2)	(1)	—	(1)
Other-than-temporary impairment losses	\$ (28)	\$ 4	\$ (24)	\$ (35)	\$ 8	\$ (27)

The total amount of other-than-temporary impairment losses included in accumulated other comprehensive income at the time of impairment for fixed income securities, which were not included in earnings, are presented in the following table. The amounts exclude \$129 million and \$131 million as of March 31, 2017 and December 31, 2016, respectively, of net unrealized gains related to changes in valuation of the fixed income securities subsequent to the impairment measurement date.

(\$ in millions)	March 31, 2017	December 31, 2016
Municipal	\$ (5)	\$ (5)
Corporate	(8)	(5)
ABS	(11)	(11)
RMBS	(41)	(43)
CMBS	(8)	(7)
Total	\$ (73)	\$ (71)

Rollforwards of the cumulative credit losses recognized in earnings for fixed income securities held as of the end of the period are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Beginning balance	\$ (176)	\$ (200)
Additional credit loss for securities previously other-than-temporarily impaired	(4)	(4)
Additional credit loss for securities not previously other-than-temporarily impaired	(5)	(6)
Reduction in credit loss for securities disposed or collected	18	35
Ending balance	\$ (167)	\$ (175)

The Company uses its best estimate of future cash flows expected to be collected from the fixed income security, discounted at the security's original or current effective rate, as appropriate, to calculate a recovery value and determine whether a credit loss exists. The determination of cash flow estimates is inherently subjective and methodologies may vary depending on facts and circumstances specific to the security. All reasonably available information relevant to the collectability of the security, including past events, current conditions, and reasonable and supportable assumptions and forecasts, are considered when developing the estimate of cash flows expected to be collected. That information generally includes, but is not limited to, the remaining payment terms of the security, prepayment speeds, foreign exchange rates, the financial condition and future earnings potential of the issue or issuer, expected defaults, expected recoveries, the value of underlying collateral, vintage, geographic concentration of underlying collateral, available reserves or escrows, current subordination levels, third party guarantees and other credit enhancements. Other information, such as industry analyst reports and forecasts, sector credit ratings, financial condition of the bond insurer for insured fixed income securities, and other market data relevant to the realizability of contractual cash flows, may also be considered. The estimated fair value of collateral will be used to estimate recovery value if the Company determines that the security is dependent on the liquidation of collateral for ultimate settlement. If the estimated recovery value is less than the amortized cost of the security, a credit loss exists and an other-than-temporary impairment for the difference between the estimated recovery value and amortized cost is recorded in earnings. The portion of the unrealized loss related to factors other than credit remains classified in accumulated other comprehensive income. If the Company determines that the fixed income security does not have sufficient cash flow or other information to estimate a recovery value for the security, the Company may conclude that the entire decline in fair value is deemed to be credit related and the loss is recorded in earnings.

## Unrealized net capital gains and losses

Unrealized net capital gains and losses included in accumulated other comprehensive income are as follows:

(\$ in millions) March 31, 2017	Fair value	Gross unrealized		Unrealized net gains (losses)
		Gains	Losses	
Fixed income securities	\$ 23,696	\$ 1,330	\$ (166)	\$ 1,164
Equity securities	1,589	169	(22)	147
Short-term investments	760	—	—	—
Derivative instruments <sup>(1)</sup>	3	3	—	3
Equity method (“EMA”) limited partnerships <sup>(2)</sup>				—
Unrealized net capital gains and losses, pre-tax				1,314
Amounts recognized for:				
Insurance reserves <sup>(3)</sup>				—
DAC and DSI <sup>(4)</sup>				(158)
Amounts recognized				(158)
Deferred income taxes				(410)
Unrealized net capital gains and losses, after-tax				\$ 746

<sup>(1)</sup> Included in the fair value of derivative instruments is \$(3) million classified as liabilities.

<sup>(2)</sup> Unrealized net capital gains and losses for limited partnership interests represent the Company’s share of EMA limited partnerships’ other comprehensive income. Fair value and gross unrealized gains and losses are not applicable.

<sup>(3)</sup> The insurance reserves adjustment represents the amount by which the reserve balance would increase if the net unrealized gains in the applicable product portfolios were realized and reinvested at current lower interest rates, resulting in a premium deficiency. Although the Company evaluates premium deficiencies on the combined performance of life insurance and immediate annuities with life contingencies, the adjustment, if any, primarily relates to structured settlement annuities with life contingencies, in addition to annuity buy-outs and certain payout annuities with life contingencies.

<sup>(4)</sup> The DAC and DSI adjustment balance represents the amount by which the amortization of DAC and DSI would increase or decrease if the unrealized gains or losses in the respective product portfolios were realized.

(\$ in millions) December 31, 2016	Fair value	Gross unrealized		Unrealized net gains (losses)
		Gains	Losses	
Fixed income securities	\$ 24,222	\$ 1,310	\$ (200)	\$ 1,110
Equity securities	1,511	117	(35)	82
Short-term investments	566	—	—	—
Derivative instruments <sup>(1)</sup>	5	5	—	5
EMA limited partnerships				(2)
Unrealized net capital gains and losses, pre-tax				1,195
Amounts recognized for:				
Insurance reserves				—
DAC and DSI				(140)
Amounts recognized				(140)
Deferred income taxes				(374)
Unrealized net capital gains and losses, after-tax				\$ 681

<sup>(1)</sup> Included in the fair value of derivative instruments is \$5 million classified as assets.

## Change in unrealized net capital gains and losses

The change in unrealized net capital gains and losses for the three months ended March 31, 2017 is as follows:

(\$ in millions)

Fixed income securities	\$	54
Equity securities		65
Derivative instruments		(2)
EMA limited partnerships		2
Total		119
Amounts recognized for:		
Insurance reserves		—
DAC and DSI		(18)
Amounts recognized		(18)
Deferred income taxes		(36)
Increase in unrealized net capital gains and losses, after-tax	\$	65

## Portfolio monitoring

The Company has a comprehensive portfolio monitoring process to identify and evaluate each fixed income and equity security whose carrying value may be other-than-temporarily impaired.

For each fixed income security in an unrealized loss position, the Company assesses whether management with the appropriate authority has made the decision to sell or whether it is more likely than not the Company will be required to sell the security before recovery of the amortized cost basis for reasons such as liquidity, contractual or regulatory purposes. If a security meets either of these criteria, the security's decline in fair value is considered other than temporary and is recorded in earnings.

If the Company has not made the decision to sell the fixed income security and it is not more likely than not the Company will be required to sell the fixed income security before recovery of its amortized cost basis, the Company evaluates whether it expects to receive cash flows sufficient to recover the entire amortized cost basis of the security. The Company calculates the estimated recovery value by discounting the best estimate of future cash flows at the security's original or current effective rate, as appropriate, and compares this to the amortized cost of the security. If the Company does not expect to receive cash flows sufficient to recover the entire amortized cost basis of the fixed income security, the credit loss component of the impairment is recorded in earnings, with the remaining amount of the unrealized loss related to other factors recognized in other comprehensive income.

For equity securities, the Company considers various factors, including whether it has the intent and ability to hold the equity security for a period of time sufficient to recover its cost basis. Where the Company lacks the intent and ability to hold to recovery, or believes the recovery period is extended, the equity security's decline in fair value is considered other than temporary and is recorded in earnings.

For fixed income and equity securities managed by third parties, either the Company has contractually retained its decision making authority as it pertains to selling securities that are in an unrealized loss position or it recognizes any unrealized loss at the end of the period through a charge to earnings.

The Company's portfolio monitoring process includes a quarterly review of all securities to identify instances where the fair value of a security compared to its amortized cost (for fixed income securities) or cost (for equity securities) is below established thresholds. The process also includes the monitoring of other impairment indicators such as ratings, ratings downgrades and payment defaults. The securities identified, in addition to other securities for which the Company may have a concern, are evaluated for potential other-than-temporary impairment using all reasonably available information relevant to the collectability or recovery of the security. Inherent in the Company's evaluation of other-than-temporary impairment for these fixed income and equity securities are assumptions and estimates about the financial condition and future earnings potential of the issue or issuer. Some of the factors that may be considered in evaluating whether a decline in fair value is other than temporary are: 1) the financial condition, near-term and long-term prospects of the issue or issuer, including relevant industry specific market conditions and trends, geographic location and implications of rating agency actions and offering prices; 2) the specific reasons that a security is in an unrealized loss position, including overall market conditions which could affect liquidity; and 3) the length of time and extent to which the fair value has been less than amortized cost or cost.

The following table summarizes the gross unrealized losses and fair value of fixed income and equity securities by the length of time that individual securities have been in a continuous unrealized loss position.

(\$ in millions)	Less than 12 months			12 months or more			Total unrealized losses
	Number of issues	Fair value	Unrealized losses	Number of issues	Fair value	Unrealized losses	
<b>March 31, 2017</b>							
Fixed income securities							
U.S. government and agencies	5	\$ 64	\$ —	—	\$ —	\$ —	\$ —
Municipal	7	30	(1)	3	19	(5)	(6)
Corporate	537	4,115	(90)	40	330	(49)	(139)
ABS	19	115	(1)	13	57	(8)	(9)
RMBS	23	4	—	59	30	(3)	(3)
CMBS	7	21	(2)	7	19	(7)	(9)
Total fixed income securities	598	4,349	(94)	122	455	(72)	(166)
Equity securities	111	122	(12)	49	62	(10)	(22)
Total fixed income and equity securities	709	\$ 4,471	\$ (106)	171	\$ 517	\$ (82)	\$ (188)
Investment grade fixed income securities	471	\$ 3,816	\$ (79)	78	\$ 287	\$ (45)	\$ (124)
Below investment grade fixed income securities	127	533	(15)	44	168	(27)	(42)
Total fixed income securities	598	\$ 4,349	\$ (94)	122	\$ 455	\$ (72)	\$ (166)
<b>December 31, 2016</b>							
Fixed income securities							
U.S. government and agencies	6	\$ 104	\$ (2)	—	\$ —	\$ —	\$ (2)
Municipal	8	44	(1)	3	18	(6)	(7)
Corporate	629	4,767	(118)	56	414	(51)	(169)
ABS	18	95	(1)	13	76	(9)	(10)
RMBS	47	3	—	50	38	(3)	(3)
CMBS	12	57	(4)	4	15	(5)	(9)
Redeemable preferred stock	1	—	—	—	—	—	—
Total fixed income securities	721	5,070	(126)	126	561	(74)	(200)
Equity securities	167	200	(19)	62	80	(16)	(35)
Total fixed income and equity securities	888	\$ 5,270	\$ (145)	188	\$ 641	\$ (90)	\$ (235)
Investment grade fixed income securities	559	\$ 4,348	\$ (100)	75	\$ 350	\$ (47)	\$ (147)
Below investment grade fixed income securities	162	722	(26)	51	211	(27)	(53)
Total fixed income securities	721	\$ 5,070	\$ (126)	126	\$ 561	\$ (74)	\$ (200)

As of March 31, 2017, \$135 million of the \$188 million unrealized losses are related to securities with an unrealized loss position less than 20% of amortized cost or cost, the degree of which suggests that these securities do not pose a high risk of being other-than-temporarily impaired. Of the \$135 million, \$98 million are related to unrealized losses on investment grade fixed income securities and \$14 million are related to equity securities. Of the remaining \$23 million, \$11 million have been in an unrealized loss position for less than 12 months. Investment grade is defined as a security having a rating of Aaa, Aa, A or Baa from Moody's, a rating of AAA, AA, A or BBB from S&P Global Ratings ("S&P"), a comparable rating from another nationally recognized rating agency, or a comparable internal rating if an externally provided rating is not available. Market prices for certain securities may have credit spreads which imply higher or lower credit quality than the current third party rating. Unrealized losses on investment grade securities are principally related to an increase in market yields which may include increased risk-free interest rates and/or wider credit spreads since the time of initial purchase.

As of March 31, 2017, the remaining \$53 million of unrealized losses are related to securities in unrealized loss positions greater than or equal to 20% of amortized cost or cost. Investment grade fixed income securities comprising \$26 million of these unrealized losses were evaluated based on factors such as discounted cash flows and the financial condition and near-term and long-term prospects of the issue or issuer and were determined to have adequate resources to fulfill contractual obligations. Of the \$53 million, \$19 million are related to below investment grade fixed income securities and \$8 million are related to equity securities. Of these amounts, \$12 million are related to below investment grade fixed income securities that had been in an unrealized loss position greater than or equal to 20% of amortized cost for a period of twelve or more consecutive months as of March 31, 2017.

ABS, RMBS and CMBS in an unrealized loss position were evaluated based on actual and projected collateral losses relative to the securities' positions in the respective securitization trusts, security specific expectations of cash flows, and credit ratings. This evaluation also takes into consideration credit enhancement, measured in terms of (i) subordination from other classes of

securities in the trust that are contractually obligated to absorb losses before the class of security the Company owns, and (ii) the expected impact of other structural features embedded in the securitization trust beneficial to the class of securities the Company owns, such as overcollateralization and excess spread. Municipal bonds in an unrealized loss position were evaluated based on the underlying credit quality of the primary obligor, obligation type and quality of the underlying assets. Unrealized losses on equity securities are primarily related to temporary equity market fluctuations of securities that are expected to recover.

As of March 31, 2017, the Company has not made the decision to sell and it is not more likely than not the Company will be required to sell fixed income securities with unrealized losses before recovery of the amortized cost basis. As of March 31, 2017, the Company had the intent and ability to hold equity securities with unrealized losses for a period of time sufficient for them to recover.

#### **Limited partnerships**

As of March 31, 2017 and December 31, 2016, the carrying value of equity method limited partnerships totaled \$2.27 billion and \$2.19 billion, respectively. The Company recognizes an impairment loss for equity method limited partnerships when evidence demonstrates that the loss is other than temporary. Evidence of a loss in value that is other than temporary may include the absence of an ability to recover the carrying amount of the investment or the inability of the investee to sustain a level of earnings that would justify the carrying amount of the investment.

As of March 31, 2017 and December 31, 2016, the carrying value for cost method limited partnerships was \$595 million and \$591 million, respectively. To determine if an other-than-temporary impairment has occurred, the Company evaluates whether an impairment indicator has occurred in the period that may have a significant adverse effect on the carrying value of the investment. Impairment indicators may include: significantly reduced valuations of the investments held by the limited partnerships; actual recent cash flows received being significantly less than expected cash flows; reduced valuations based on financing completed at a lower value; completed sale of a material underlying investment at a price significantly lower than expected; or any other adverse events since the last financial statements received that might affect the fair value of the investee's capital. Additionally, the Company's portfolio monitoring process includes a quarterly review of all cost method limited partnerships to identify instances where the net asset value is below established thresholds for certain periods of time, as well as investments that are performing below expectations, for further impairment consideration. If a cost method limited partnership is other-than-temporarily impaired, the carrying value is written down to fair value, generally estimated to be equivalent to the reported net asset value.

#### **Mortgage loans**

Mortgage loans are evaluated for impairment on a specific loan basis through a quarterly credit monitoring process and review of key credit quality indicators. Mortgage loans are considered impaired when it is probable that the Company will not collect the contractual principal and interest. Valuation allowances are established for impaired loans to reduce the carrying value to the fair value of the collateral less costs to sell or the present value of the loan's expected future repayment cash flows discounted at the loan's original effective interest rate. Impaired mortgage loans may not have a valuation allowance when the fair value of the collateral less costs to sell is higher than the carrying value. Valuation allowances are adjusted for subsequent changes in the fair value of the collateral less costs to sell or present value of the loan's expected future repayment cash flows. Mortgage loans are charged off against their corresponding valuation allowances when there is no reasonable expectation of recovery. The impairment evaluation is non-statistical in respect to the aggregate portfolio but considers facts and circumstances attributable to each loan. It is not considered probable that additional impairment losses, beyond those identified on a specific loan basis, have been incurred as of March 31, 2017.

Accrual of income is suspended for mortgage loans that are in default or when full and timely collection of principal and interest payments is not probable. Cash receipts on mortgage loans on nonaccrual status are generally recorded as a reduction of carrying value.

Debt service coverage ratio is considered a key credit quality indicator when mortgage loans are evaluated for impairment. Debt service coverage ratio represents the amount of estimated cash flows from the property available to the borrower to meet principal and interest payment obligations. Debt service coverage ratio estimates are updated annually or more frequently if conditions are warranted based on the Company's credit monitoring process.

The following table reflects the carrying value of non-impaired fixed rate mortgage loans summarized by debt service coverage ratio distribution.

(\$ in millions)	December 31,	
	March 31, 2017	2016
Below 1.0	\$ 19	\$ 52
1.0 - 1.25	331	321
1.26 - 1.50	1,225	1,196
Above 1.50	2,242	2,364
Total non-impaired mortgage loans	\$ 3,817	\$ 3,933

Mortgage loans with a debt service coverage ratio below 1.0 that are not considered impaired primarily relate to instances where the borrower has the financial capacity to fund the revenue shortfalls from the properties for the foreseeable term, the decrease in cash flows from the properties is considered temporary, or there are other risk mitigating circumstances such as additional collateral, escrow balances or borrower guarantees.

The net carrying value of impaired mortgage loans is as follows:

(\$ in millions)	December 31,	
	March 31, 2017	2016
Impaired mortgage loans with a valuation allowance	\$ 5	\$ 5
Impaired mortgage loans without a valuation allowance	—	—
Total impaired mortgage loans	\$ 5	\$ 5
Valuation allowance on impaired mortgage loans	\$ 3	\$ 3

The average balance of impaired loans was \$5 million and \$6 million for the three months ended March 31, 2017 and 2016, respectively.

The rollforward of the valuation allowance on impaired mortgage loans is as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Beginning balance	\$ 3	\$ 3
Charge offs	—	—
Ending balance	\$ 3	\$ 3

Payments on all mortgage loans were current as of March 31, 2017 and December 31, 2016.

#### 4. Fair Value of Assets and Liabilities

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The hierarchy for inputs used in determining fair value maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Assets and liabilities recorded on the Condensed Consolidated Statements of Financial Position at fair value are categorized in the fair value hierarchy based on the observability of inputs to the valuation techniques as follows:

*Level 1:* Assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company can access.

*Level 2:* Assets and liabilities whose values are based on the following:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in markets that are not active; or
- Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the asset or liability.

*Level 3:* Assets and liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Unobservable inputs reflect the Company's estimates of the assumptions that market participants would use in valuing the assets and liabilities.

The availability of observable inputs varies by instrument. In situations where fair value is based on internally developed pricing models or inputs that are unobservable in the market, the determination of fair value requires more judgment. The degree of judgment exercised by the Company in determining fair value is typically greatest for instruments categorized in Level 3. In many instances, valuation inputs used to measure fair value fall into different levels of the fair value hierarchy. The category level in the fair value hierarchy is determined based on the lowest level input that is significant to the fair value measurement in its



entirety. The Company uses prices and inputs that are current as of the measurement date, including during periods of market disruption. In periods of market disruption, the ability to observe prices and inputs may be reduced for many instruments.

The Company is responsible for the determination of fair value and the supporting assumptions and methodologies. The Company gains assurance that assets and liabilities are appropriately valued through the execution of various processes and controls designed to ensure the overall reasonableness and consistent application of valuation methodologies, including inputs and assumptions, and compliance with accounting standards. For fair values received from third parties or internally estimated, the Company's processes and controls are designed to ensure that the valuation methodologies are appropriate and consistently applied, the inputs and assumptions are reasonable and consistent with the objective of determining fair value, and the fair values are accurately recorded. For example, on a continuing basis, the Company assesses the reasonableness of individual fair values that have stale security prices or that exceed certain thresholds as compared to previous fair values received from valuation service providers or brokers or derived from internal models. The Company performs procedures to understand and assess the methodologies, processes and controls of valuation service providers. In addition, the Company may validate the reasonableness of fair values by comparing information obtained from valuation service providers or brokers to other third party valuation sources for selected securities. The Company performs ongoing price validation procedures such as back-testing of actual sales, which corroborate the various inputs used in internal models to market observable data. When fair value determinations are expected to be more variable, the Company validates them through reviews by members of management who have relevant expertise and who are independent of those charged with executing investment transactions.

The Company has two types of situations where investments are classified as Level 3 in the fair value hierarchy. The first is where specific inputs significant to the fair value estimation models are not market observable. This primarily occurs in the Company's use of broker quotes to value certain securities where the inputs have not been corroborated to be market observable, and the use of valuation models that use significant non-market observable inputs.

The second situation where the Company classifies securities in Level 3 is where quotes continue to be received from independent third-party valuation service providers and all significant inputs are market observable; however, there has been a significant decrease in the volume and level of activity for the asset when compared to normal market activity such that the degree of market observability has declined to a point where categorization as a Level 3 measurement is considered appropriate. The indicators considered in determining whether a significant decrease in the volume and level of activity for a specific asset has occurred include the level of new issuances in the primary market, trading volume in the secondary market, the level of credit spreads over historical levels, applicable bid-ask spreads, and price consensus among market participants and other pricing sources.

Certain assets are not carried at fair value on a recurring basis, including investments such as mortgage loans, limited partnership interests, bank loans, agent loans and policy loans. Accordingly, such investments are only included in the fair value hierarchy disclosure when the investment is subject to remeasurement at fair value after initial recognition and the resulting remeasurement is reflected in the condensed consolidated financial statements.

In determining fair value, the Company principally uses the market approach which generally utilizes market transaction data for the same or similar instruments. To a lesser extent, the Company uses the income approach which involves determining fair values from discounted cash flow methodologies. For the majority of Level 2 and Level 3 valuations, a combination of the market and income approaches is used.

#### *Summary of significant valuation techniques for assets and liabilities measured at fair value on a recurring basis*

##### Level 1 measurements

- Fixed income securities: Comprise certain U.S. Treasury fixed income securities. Valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.
- Equity securities: Comprise actively traded, exchange-listed equity securities. Valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.
- Short-term: Comprise U.S. Treasury bills valued based on unadjusted quoted prices for identical assets in active markets that the Company can access and actively traded money market funds that have daily quoted net asset values for identical assets that the Company can access.
- Separate account assets: Comprise actively traded mutual funds that have daily quoted net asset values for identical assets that the Company can access. Net asset values for the actively traded mutual funds in which the separate account assets are invested are obtained daily from the fund managers.

##### Level 2 measurements

- Fixed income securities:

*U.S. government and agencies:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads.

*Municipal:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads.

*Corporate - public:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads.

*Corporate - privately placed:* Valued using a discounted cash flow model that is widely accepted in the financial services industry and uses market observable inputs and inputs derived principally from, or corroborated by, observable market data. The primary inputs to the discounted cash flow model include an interest rate yield curve, as well as published credit spreads for similar assets in markets that are not active that incorporate the credit quality and industry sector of the issuer.

*Foreign government:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads.

*ABS - collateralized debt obligations ("CDO") and ABS - consumer and other:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, prepayment speeds, collateral performance and credit spreads. Certain ABS - CDO and ABS - consumer and other are valued based on non-binding broker quotes whose inputs have been corroborated to be market observable.

*RMBS:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, prepayment speeds, collateral performance and credit spreads.

*CMBS:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, collateral performance and credit spreads.

*Redeemable preferred stock:* The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields, underlying stock prices and credit spreads.

- Equity securities: The primary inputs to the valuation include quoted prices or quoted net asset values for identical or similar assets in markets that are not active.
- Short-term: The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active, contractual cash flows, benchmark yields and credit spreads. For certain short-term investments, amortized cost is used as the best estimate of fair value.
- Other investments: Free-standing exchange listed derivatives that are not actively traded are valued based on quoted prices for identical instruments in markets that are not active.

OTC derivatives, including interest rate swaps, foreign currency swaps, foreign exchange forward contracts, certain options and certain credit default swaps, are valued using models that rely on inputs such as interest rate yield curves, currency rates, and counterparty credit spreads that are observable for substantially the full term of the contract. The valuation techniques underlying the models are widely accepted in the financial services industry and do not involve significant judgment.

### Level 3 measurements

- Fixed income securities:

*Municipal:* Comprise municipal bonds that are not rated by third party credit rating agencies. The primary inputs to the valuation of these municipal bonds include quoted prices for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements, contractual cash flows, benchmark yields and credit spreads. Also included are municipal bonds valued based on non-binding broker quotes where the inputs have not been corroborated to be market observable and municipal bonds in default valued based on the present value of expected cash flows.

*Corporate - public and Corporate - privately placed:* Primarily valued based on non-binding broker quotes where the inputs have not been corroborated to be market observable. Other inputs include an interest rate yield curve, as well as published credit spreads for similar assets that incorporate the credit quality and industry sector of the issuer.

*ABS - CDO, ABS - consumer and other, and CMBS:* Valued based on non-binding broker quotes received from brokers who are familiar with the investments and where the inputs have not been corroborated to be market observable.

- Equity securities: The primary inputs to the valuation include quoted prices or quoted net asset values for identical or similar assets in markets that exhibit less liquidity relative to those markets supporting Level 2 fair value measurements.
- Other investments: Certain OTC derivatives, such as interest rate caps, certain credit default swaps and certain options (including swaptions), are valued using models that are widely accepted in the financial services industry. These are categorized as Level 3 as a result of the significance of non-market observable inputs such as volatility. Other primary inputs include interest rate yield curves and credit spreads.

- **Contractholder funds:** Derivatives embedded in certain life and annuity contracts are valued internally using models widely accepted in the financial services industry that determine a single best estimate of fair value for the embedded derivatives within a block of contractholder liabilities. The models primarily use stochastically determined cash flows based on the contractual elements of embedded derivatives, projected option cost and applicable market data, such as interest rate yield curves and equity index volatility assumptions. These are categorized as Level 3 as a result of the significance of non-market observable inputs.

*Assets and liabilities measured at fair value on a non-recurring basis*

Mortgage loans written-down to fair value in connection with recognizing impairments are valued based on the fair value of the underlying collateral less costs to sell. Limited partnership interests written-down to fair value in connection with recognizing other-than-temporary impairments are generally valued using net asset values.

The following table summarizes the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of March 31, 2017.

(\$ in millions)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Counterparty and cash collateral netting	Balance as of March 31, 2017
<b>Assets</b>					
Fixed income securities:					
U.S. government and agencies	\$ 259	\$ 375	\$ —		\$ 634
Municipal	—	2,206	60		2,266
Corporate - public	—	13,457	36		13,493
Corporate - privately placed	—	5,811	268		6,079
Foreign government	—	327	—		327
ABS - CDO	—	77	32		109
ABS - consumer and other	—	246	47		293
RMBS	—	301	—		301
CMBS	—	179	—		179
Redeemable preferred stock	—	15	—		15
<b>Total fixed income securities</b>	<b>259</b>	<b>22,994</b>	<b>443</b>		<b>23,696</b>
Equity securities	1,505	4	80		1,589
Short-term investments	162	598	—		760
Other investments: Free-standing derivatives	—	108	1	\$ (7)	102
Separate account assets	3,417	—	—		3,417
<b>Total recurring basis assets</b>	<b>5,343</b>	<b>23,704</b>	<b>524</b>	<b>(7)</b>	<b>29,564</b>
Non-recurring basis <sup>(1)</sup>	—	—	8		8
<b>Total assets at fair value</b>	<b>\$ 5,343</b>	<b>\$ 23,704</b>	<b>\$ 532</b>	<b>\$ (7)</b>	<b>\$ 29,572</b>
% of total assets at fair value	18.1%	80.1%	1.8%	—%	100%
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts	\$ —	\$ —	\$ (285)		\$ (285)
Other liabilities: Free-standing derivatives	—	(46)	(2)	\$ 3	(45)
<b>Total liabilities at fair value</b>	<b>\$ —</b>	<b>\$ (46)</b>	<b>\$ (287)</b>	<b>\$ 3</b>	<b>\$ (330)</b>
% of total liabilities at fair value	—%	13.9%	87.0%	(0.9)%	100%

<sup>(1)</sup> Includes \$7 million of limited partnership interests and \$1 million of other investments written-down to fair value in connection with recognizing other-than-temporary impairments.

The following table summarizes the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2016.

(\$ in millions)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Counterparty and cash collateral netting	Balance as of December 31, 2016
<b>Assets</b>					
Fixed income securities:					
U.S. government and agencies	\$ 619	\$ 395	\$ —		\$ 1,014
Municipal	—	2,215	59		2,274
Corporate - public	—	13,475	47		13,522
Corporate - privately placed	—	5,895	264		6,159
Foreign government	—	332	—		332
ABS - CDO	—	102	27		129
ABS - consumer and other	—	160	42		202
RMBS	—	333	—		333
CMBS	—	241	—		241
Redeemable preferred stock	—	16	—		16
Total fixed income securities	619	23,164	439		24,222
Equity securities	1,432	3	76		1,511
Short-term investments	166	400	—		566
Other investments: Free-standing derivatives	—	101	1	\$ (6)	96
Separate account assets	3,373	—	—		3,373
Other assets	—	—	1		1
<b>Total recurring basis assets</b>	<b>5,590</b>	<b>23,668</b>	<b>517</b>	<b>(6)</b>	<b>29,769</b>
Non-recurring basis <sup>(1)</sup>	—	—	9		9
<b>Total assets at fair value</b>	<b>\$ 5,590</b>	<b>\$ 23,668</b>	<b>\$ 526</b>	<b>\$ (6)</b>	<b>\$ 29,778</b>
% of total assets at fair value	18.7%	79.5%	1.8%	—%	100%
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts					
	\$ —	\$ —	\$ (289)		\$ (289)
Other liabilities: Free-standing derivatives					
	—	(39)	(3)	\$ 2	(40)
<b>Total liabilities at fair value</b>	<b>\$ —</b>	<b>\$ (39)</b>	<b>\$ (292)</b>	<b>\$ 2</b>	<b>\$ (329)</b>
% of total liabilities at fair value	—%	11.9%	88.7%	(0.6)%	100%

<sup>(1)</sup> Includes \$9 million of limited partnership interests written-down to fair value in connection with recognizing other-than-temporary impairments.

The following table summarizes quantitative information about the significant unobservable inputs used in Level 3 fair value measurements.

(\$ in millions)	Fair value	Valuation technique	Unobservable input	Range	Weighted average
<b>March 31, 2017</b>					
Derivatives embedded in life and annuity contracts – Equity-indexed and forward starting options	\$ (249)	Stochastic cash flow model	Projected option cost	1.0 - 2.2%	1.74%
<b>December 31, 2016</b>					
Derivatives embedded in life and annuity contracts – Equity-indexed and forward starting options	\$ (246)	Stochastic cash flow model	Projected option cost	1.0 - 2.2%	1.75%

The embedded derivatives are equity-indexed and forward starting options in certain life and annuity products that provide customers with interest crediting rates based on the performance of the S&P 500. If the projected option cost increased (decreased), it would result in a higher (lower) liability fair value.

As of March 31, 2017 and December 31, 2016, Level 3 fair value measurements of fixed income securities total \$443 million and \$439 million, respectively, and include \$291 million and \$296 million, respectively, of securities valued based on non-binding broker quotes where the inputs have not been corroborated to be market observable. The Company does not develop the

unobservable inputs used in measuring fair value; therefore, these are not included in the table above. However, an increase (decrease) in credit spreads for fixed income securities valued based on non-binding broker quotes would result in a lower (higher) fair value.

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the three months ended March 31, 2017.

(\$ in millions)	Total gains (losses) included in:				
	Balance as of December 31, 2016	Net income <sup>(1)</sup>	OCI	Transfers into Level 3	Transfers out of Level 3
<b>Assets</b>					
Fixed income securities:					
Municipal	\$ 59	\$ —	\$ 1	\$ —	\$ —
Corporate - public	47	1	—	—	(10)
Corporate - privately placed	264	—	5	—	—
ABS - CDO	27	(1)	2	3	—
ABS - consumer and other	42	—	—	—	(2)
Total fixed income securities	439	—	8	3	(12)
Equity securities	76	5	—	—	—
Free-standing derivatives, net	(2)	1	—	—	—
Other assets	1	(1)	—	—	—
<b>Total recurring Level 3 assets</b>	<b>\$ 514</b>	<b>\$ 5</b>	<b>\$ 8</b>	<b>\$ 3</b>	<b>\$ (12)</b>
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts					
	\$ (289)	\$ 3	\$ —	\$ —	\$ —
<b>Total recurring Level 3 liabilities</b>	<b>\$ (289)</b>	<b>\$ 3</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>

	Purchases	Sales	Issues	Settlements	Balance as of March 31, 2017
<b>Assets</b>					
Fixed income securities:					
Municipal	\$ —	\$ —	\$ —	\$ —	\$ 60
Corporate - public	—	—	—	(2)	36
Corporate - privately placed	—	—	—	(1)	268
ABS - CDO	5	—	—	(4)	32
ABS - consumer and other	8	—	—	(1)	47
Total fixed income securities	13	—	—	(8)	443
Equity securities	—	(1)	—	—	80
Free-standing derivatives, net	—	—	—	—	(1)
Other assets	—	—	—	—	—
<b>Total recurring Level 3 assets</b>	<b>\$ 13</b>	<b>\$ (1)</b>	<b>\$ —</b>	<b>\$ (8)</b>	<b>\$ 522</b>
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts					
	\$ —	\$ —	\$ (1)	\$ 2	\$ (285)
<b>Total recurring Level 3 liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (1)</b>	<b>\$ 2</b>	<b>\$ (285)</b>

<sup>(1)</sup> The effect to net income totals \$8 million and is reported in the Condensed Consolidated Statements of Operations and Comprehensive Income as follows: \$1 million in realized capital gains and losses, \$5 million in net investment income, \$(5) million in interest credited to contractholder funds and \$7 million in contract benefits.

<sup>(2)</sup> Comprises \$1 million of assets and \$2 million of liabilities.

The following table presents the rollforward of Level 3 assets and liabilities held at fair value on a recurring basis during the three months ended March 31, 2016.

(\$ in millions)	Total gains (losses) included in:				
	Balance as of December 31, 2015	Net income <sup>(1)</sup>	OCI	Transfers into Level 3	Transfers out of Level 3
<b>Assets</b>					
Fixed income securities:					
Municipal	\$ 78	\$ 11	\$ (8)	\$ —	\$ —
Corporate - public	44	—	1	1	(7)
Corporate - privately placed	447	1	4	—	(5)
ABS - CDO	53	—	(1)	2	—
ABS - consumer and other	44	—	(1)	—	—
Total fixed income securities	666	12	(5)	3	(12)
Equity securities	60	(12)	3	—	—
Free-standing derivatives, net	(7)	(1)	—	—	—
Other assets	1	—	—	—	—
<b>Total recurring Level 3 assets</b>	<b>\$ 720</b>	<b>\$ (1)</b>	<b>\$ (2)</b>	<b>\$ 3</b>	<b>\$ (12)</b>
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts					
	\$ (299)	\$ (15)	\$ —	\$ —	\$ —
<b>Total recurring Level 3 liabilities</b>	<b>\$ (299)</b>	<b>\$ (15)</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>

	Purchases	Sales	Issues	Settlements	Balance as of March 31, 2016
<b>Assets</b>					
Fixed income securities:					
Municipal	\$ —	\$ (15)	\$ —	\$ —	\$ 66
Corporate - public	—	—	—	(1)	38
Corporate - privately placed	55	—	—	(5)	497
ABS - CDO	—	(1)	—	(3)	50
ABS - consumer and other	—	—	—	—	43
Total fixed income securities	55	(16)	—	(9)	694
Equity securities	5	—	—	—	56
Free-standing derivatives, net	—	—	—	—	(8) <sup>(2)</sup>
Other assets	—	—	—	—	1
<b>Total recurring Level 3 assets</b>	<b>\$ 60</b>	<b>\$ (16)</b>	<b>\$ —</b>	<b>\$ (9)</b>	<b>\$ 743</b>
<b>Liabilities</b>					
Contractholder funds: Derivatives embedded in life and annuity contracts					
	\$ —	\$ —	\$ (1)	\$ 2	\$ (313)
<b>Total recurring Level 3 liabilities</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ (1)</b>	<b>\$ 2</b>	<b>\$ (313)</b>

<sup>(1)</sup> The effect to net income totals \$(16) million and is reported in the Condensed Consolidated Statements of Operations and Comprehensive Income as follows: \$(4) million in realized capital gains and losses, \$3 million in net investment income, \$1 million in interest credited to contractholder funds and \$(16) million in contract benefits.

<sup>(2)</sup> Comprises \$1 million of assets and \$9 million of liabilities.

Transfers between level categorizations may occur due to changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume or bid-ask spreads. Transfers between level categorizations may also occur due to changes in the valuation source. For example, in situations where a fair value quote is not provided by the Company's independent third-party valuation service provider and as a result the price is stale or has been replaced with a broker quote whose inputs have not been corroborated to be market observable, the security is transferred into Level 3. Transfers in and out of level categorizations are reported as having occurred at the beginning of the quarter in which the transfer occurred. Therefore, for all transfers into Level 3, all realized and changes in unrealized gains and losses in the quarter of transfer are reflected in the Level 3 rollforward table.

There were no transfers between Level 1 and Level 2 during the three months ended March 31, 2017 or 2016.

Transfers into Level 3 during the three months ended March 31, 2017 and 2016 included situations where a fair value quote was not provided by the Company's independent third-party valuation service provider and as a result the price was stale or had been replaced with a broker quote where the inputs had not been corroborated to be market observable resulting in the security being classified as Level 3. Transfers out of Level 3 during the three months ended March 31, 2017 and 2016 included situations where a broker quote was used in the prior period and a fair value quote became available from the Company's independent third-party valuation service provider in the current period. A quote utilizing the new pricing source was not available as of the prior period, and any gains or losses related to the change in valuation source for individual securities were not significant.

The following table provides the change in unrealized gains and losses included in net income for Level 3 assets and liabilities held as of March 31.

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Assets</b>		
Fixed income securities:		
Corporate	\$ —	\$ (2)
Equity securities	5	(12)
Free-standing derivatives, net	1	(1)
Other assets	(1)	—
<b>Total recurring Level 3 assets</b>	<b>\$ 5</b>	<b>\$ (15)</b>
<b>Liabilities</b>		
Contractholder funds: Derivatives embedded in life and annuity contracts	\$ 3	\$ (15)
<b>Total recurring Level 3 liabilities</b>	<b>\$ 3</b>	<b>\$ (15)</b>

The amounts in the table above represent the change in unrealized gains and losses included in net income for the period of time that the asset or liability was determined to be in Level 3. These gains and losses total \$8 million for the three months ended March 31, 2017 and are reported as follows: \$1 million in realized capital gains and losses, \$5 million in net investment income, \$(5) million in interest credited to contractholder funds and \$7 million in contract benefits. These gains and losses total \$(30) million for the three months ended March 31, 2016 and are reported as follows: \$(18) million in realized capital gains and losses, \$3 million in net investment income, \$1 million in interest credited to contractholder funds and \$(16) million in contract benefits.

Presented below are the carrying values and fair value estimates of financial instruments not carried at fair value.

#### Financial assets

(\$ in millions)	March 31, 2017		December 31, 2016	
	Carrying value	Fair value	Carrying value	Fair value
Mortgage loans	\$ 3,822	\$ 3,905	\$ 3,938	\$ 3,963
Cost method limited partnerships	595	692	591	681
Bank loans	472	472	467	467
Agent loans	489	488	467	467
Notes due from related party	—	—	325	325

The fair value of mortgage loans is based on discounted contractual cash flows or, if the loans are impaired due to credit reasons, the fair value of collateral less costs to sell. Risk adjusted discount rates are selected using current rates at which similar loans would be made to borrowers with similar characteristics, using similar types of properties as collateral. The fair value of cost method limited partnerships is determined using reported net asset values. The fair value of bank loans, which are reported in other investments, is based on broker quotes from brokers familiar with the loans and current market conditions. The fair value of agent loans, which are reported in other investments, is based on discounted cash flow calculations. Risk adjusted discount rates are selected using current rates at which similar loans would be made to borrowers with similar characteristics. As of December 31, 2016, the fair value of notes due from related party, which were reported in other investments, was based on discounted cash flow calculations using current interest rates for instruments with comparable terms. Since the notes could be called at par value, their fair value was not greater than par value. The fair value measurements for mortgage loans, cost method limited partnerships, bank loans, agent loans, notes due from related party and assets held for sale are categorized as Level 3.

## Financial liabilities

(\$ in millions)

	March 31, 2017		December 31, 2016	
	Carrying value	Fair value	Carrying value	Fair value
Contractholder funds on investment contracts	\$ 11,045	\$ 11,598	\$ 11,276	\$ 11,972
Liability for collateral	575	575	550	550
Notes due to related parties	140	143	465	465

The fair value of contractholder funds on investment contracts is based on the terms of the underlying contracts incorporating current market-based crediting rates for similar contracts that reflect the Company's own credit risk. Deferred annuities classified in contractholder funds are valued based on discounted cash flow models that incorporate current market-based margins and reflect the Company's own credit risk. Immediate annuities without life contingencies are valued based on discounted cash flow models that incorporate current market-based implied interest rates and reflect the Company's own credit risk. The fair value measurement for contractholder funds on investment contracts is categorized as Level 3.

The liability for collateral is valued at carrying value due to its short-term nature. The fair value measurement for liability for collateral is categorized as Level 2. Notes due to related parties comprise agent loan collateralized notes. The fair value of agent loan collateralized notes due to related parties is based on discounted cash flow calculations using current interest rates for instruments with comparable terms and considers the Corporation's credit risk. Notes due to related parties also included surplus notes as of December 31, 2016. The fair value of surplus notes due to related parties was based on discounted cash flow calculations using current interest rates for instruments with comparable terms and considered the Company's own credit risk. Since the surplus notes could be called at par value, their fair value was not greater than par value. The fair value measurement for notes due to related parties is categorized as Level 3.

## 5. Derivative Financial Instruments

The Company uses derivatives for risk reduction and to increase investment portfolio returns through asset replication. Risk reduction activity is focused on managing the risks with certain assets and liabilities arising from the potential adverse impacts from changes in risk-free interest rates, changes in equity market valuations, increases in credit spreads and foreign currency fluctuations.

The Company utilizes several derivative strategies to manage risk. Asset-liability management is a risk management strategy that is principally employed to balance the respective interest-rate sensitivities of the Company's assets and liabilities. Depending upon the attributes of the assets acquired and liabilities issued, derivative instruments such as interest rate swaps, caps, swaptions and futures are utilized to change the interest rate characteristics of existing assets and liabilities to ensure the relationship is maintained within specified ranges and to reduce exposure to rising or falling interest rates. Credit default swaps are typically used to mitigate the credit risk within the Company's fixed income portfolio. Futures and options are used for hedging the equity exposure contained in the Company's equity indexed life and annuity product contracts that offer equity returns to contractholders. In addition, the Company uses equity index futures to offset valuation losses in the equity portfolio during periods of declining equity market values. Foreign currency swaps and forwards are primarily used by the Company to reduce the foreign currency risk associated with holding foreign currency denominated investments.

Asset replication refers to the "synthetic" creation of assets through the use of derivatives. The Company replicates fixed income securities using a combination of a credit default swap or a foreign currency forward contract and one or more highly rated fixed income securities, primarily investment grade host bonds, to synthetically replicate the economic characteristics of one or more cash market securities. The Company replicates equity securities using futures to increase equity exposure.

The Company also has derivatives embedded in non-derivative host contracts that are required to be separated from the host contracts and accounted for at fair value with changes in fair value of embedded derivatives reported in net income. The Company's primary embedded derivatives are equity options in life and annuity product contracts, which provide equity returns to contractholders.

When derivatives meet specific criteria, they may be designated as accounting hedges and accounted for as fair value, cash flow, foreign currency fair value or foreign currency cash flow hedges. The Company designates certain investment risk transfer reinsurance agreements as fair value hedges when the hedging instrument is highly effective in offsetting the risk of changes in the fair value of the hedged item. The Company designates certain of its foreign currency swap contracts as cash flow hedges when the hedging instrument is highly effective in offsetting the exposure of variations in cash flows for the hedged risk that could affect net income. Amounts are reclassified to net investment income or realized capital gains and losses as the hedged item affects net income.

The notional amounts specified in the contracts are used to calculate the exchange of contractual payments under the agreements and are generally not representative of the potential for gain or loss on these agreements. However, the notional amounts specified



in credit default swaps where the Company has sold credit protection represent the maximum amount of potential loss, assuming no recoveries.

Fair value, which is equal to the carrying value, is the estimated amount that the Company would receive or pay to terminate the derivative contracts at the reporting date. The carrying value amounts for OTC derivatives are further adjusted for the effects, if any, of enforceable master netting agreements and are presented on a net basis, by counterparty agreement, in the Condensed Consolidated Statements of Financial Position. For certain exchange traded and cleared derivatives, margin deposits are required as well as daily cash settlements of margin accounts. As of March 31, 2017, the Company pledged \$5 million of cash in the form of margin deposits.

For those derivatives which qualify for fair value hedge accounting, net income includes the changes in the fair value of both the derivative instrument and the hedged risk, and therefore reflects any hedging ineffectiveness. For cash flow hedges, gains and losses are amortized from accumulated other comprehensive income and are reported in net income in the same period the forecasted transactions being hedged impact net income.

Non-hedge accounting is generally used for “portfolio” level hedging strategies where the terms of the individual hedged items do not meet the strict homogeneity requirements to permit the application of hedge accounting. For non-hedge derivatives, net income includes changes in fair value and accrued periodic settlements, when applicable. With the exception of non-hedge derivatives used for asset replication and non-hedge embedded derivatives, all of the Company’s derivatives are evaluated for their ongoing effectiveness as either accounting hedge or non-hedge derivative financial instruments on at least a quarterly basis.

The following table provides a summary of the volume and fair value positions of derivative instruments as well as their reporting location in the Condensed Consolidated Statement of Financial Position as of March 31, 2017.

(\$ in millions, except number of contracts)

	Balance sheet location	Volume <sup>(1)</sup>		Fair value, net	Gross asset	Gross liability
		Notional amount	Number of contracts			
<b>Asset derivatives</b>						
<b>Derivatives designated as accounting hedging instruments</b>						
Foreign currency swap agreements	Other investments	\$ 30	n/a	\$ 1	\$ 1	\$ —
<b>Derivatives not designated as accounting hedging instruments</b>						
<b>Interest rate contracts</b>						
Interest rate cap agreements	Other investments	33	n/a	—	—	—
<b>Equity and index contracts</b>						
Options	Other investments	—	4,041	100	100	—
Financial futures contracts	Other assets	—	29	—	—	—
<b>Foreign currency contracts</b>						
Foreign currency forwards	Other investments	177	n/a	1	3	(2)
<b>Credit default contracts</b>						
Credit default swaps – buying protection	Other investments	36	n/a	(1)	—	(1)
Credit default swaps – selling protection	Other investments	80	n/a	1	1	—
<b>Other contracts</b>						
Other contracts	Other assets	3	n/a	—	—	—
Subtotal		329	4,070	101	104	(3)
<b>Total asset derivatives</b>		<b>\$ 359</b>	<b>4,070</b>	<b>\$ 102</b>	<b>\$ 105</b>	<b>\$ (3)</b>
<b>Liability derivatives</b>						
<b>Derivatives designated as accounting hedging instruments</b>						
Foreign currency swap agreements	Other liabilities & accrued expenses	\$ 19	n/a	\$ 3	\$ 3	\$ —
<b>Derivatives not designated as accounting hedging instruments</b>						
<b>Interest rate contracts</b>						
Interest rate cap agreements	Other liabilities & accrued expenses	29	n/a	1	1	—
<b>Equity and index contracts</b>						
Options and futures	Other liabilities & accrued expenses	—	4,054	(43)	—	(43)
<b>Foreign currency contracts</b>						
Foreign currency forwards	Other liabilities & accrued expenses	1	n/a	—	—	—
<b>Embedded derivative financial instruments</b>						
Guaranteed accumulation benefits	Contractholder funds	350	n/a	(29)	—	(29)
Guaranteed withdrawal benefits	Contractholder funds	291	n/a	(7)	—	(7)
Equity-indexed and forward starting options in life and annuity product contracts	Contractholder funds	1,732	n/a	(249)	—	(249)
<b>Credit default contracts</b>						
Credit default swaps – buying protection	Other liabilities & accrued expenses	5	n/a	—	—	—
Credit default swaps – selling protection	Other liabilities & accrued expenses	100	n/a	(2)	—	(2)
Subtotal		2,508	4,054	(329)	1	(330)
<b>Total liability derivatives</b>		<b>2,527</b>	<b>4,054</b>	<b>(326)</b>	<b>\$ 4</b>	<b>\$ (330)</b>
<b>Total derivatives</b>		<b>\$ 2,886</b>	<b>8,124</b>	<b>\$ (224)</b>		

<sup>(1)</sup> Volume for OTC and cleared derivative contracts is represented by their notional amounts. Volume for exchange traded derivatives is represented by the number of contracts, which is the basis on which they are traded. (n/a = not applicable)

The following table provides a summary of the volume and fair value positions of derivative instruments as well as their reporting location in the Consolidated Statement of Financial Position as of December 31, 2016.

(\$ in millions, except number of contracts)

	Balance sheet location	Volume <sup>(1)</sup>		Fair value, net	Gross asset	Gross liability
		Notional amount	Number of contracts			
<b>Asset derivatives</b>						
<b>Derivatives designated as accounting hedging instruments</b>						
Foreign currency swap agreements	Other investments	\$ 49	n/a	\$ 5	\$ 5	\$ —
<b>Derivatives not designated as accounting hedging instruments</b>						
<b>Interest rate contracts</b>						
Interest rate cap agreements	Other investments	65	n/a	1	1	—
<b>Equity and index contracts</b>						
Options	Other investments	—	3,917	87	87	—
Financial futures contracts	Other assets	—	6	—	—	—
<b>Foreign currency contracts</b>						
Foreign currency forwards	Other investments	173	n/a	7	8	(1)
<b>Credit default contracts</b>						
Credit default swaps – buying protection	Other investments	25	n/a	(1)	—	(1)
Credit default swaps – selling protection	Other investments	80	n/a	1	1	—
<b>Other contracts</b>						
Other contracts	Other assets	3	n/a	1	1	—
Subtotal		346	3,923	96	98	(2)
<b>Total asset derivatives</b>		<u>\$ 395</u>	<u>3,923</u>	<u>\$ 101</u>	<u>\$ 103</u>	<u>\$ (2)</u>
<b>Liability derivatives</b>						
<b>Equity and index contracts</b>						
Options and futures	Other liabilities & accrued expenses	\$ —	3,928	\$ (37)	\$ —	\$ (37)
<b>Embedded derivative financial instruments</b>						
Guaranteed accumulation benefits	Contractholder funds	391	n/a	(34)	—	(34)
Guaranteed withdrawal benefits	Contractholder funds	290	n/a	(9)	—	(9)
Equity-indexed and forward starting options in life and annuity product contracts	Contractholder funds	1,737	n/a	(246)	—	(246)
<b>Credit default contracts</b>						
Credit default swaps – buying protection	Other liabilities & accrued expenses	6	n/a	—	—	—
Credit default swaps – selling protection	Other liabilities & accrued expenses	100	n/a	(3)	—	(3)
Subtotal		2,524	3,928	(329)	—	(329)
<b>Total liability derivatives</b>		<u>2,524</u>	<u>3,928</u>	<u>(329)</u>	<u>\$ —</u>	<u>\$ (329)</u>
<b>Total derivatives</b>		<u>\$ 2,919</u>	<u>7,851</u>	<u>\$ (228)</u>		

<sup>(1)</sup> Volume for OTC and cleared derivative contracts is represented by their notional amounts. Volume for exchange traded derivatives is represented by the number of contracts, which is the basis on which they are traded. (n/a = not applicable)

The following table provides gross and net amounts for the Company's OTC derivatives, all of which are subject to enforceable master netting agreements.

(\$ in millions)

	Offsets					
	Gross amount	Counter-party netting	Cash collateral (received) pledged	Net amount on balance sheet	Securities collateral (received) pledged	Net amount
<b>March 31, 2017</b>						
Asset derivatives	\$ 8	\$ (7)	\$ —	\$ 1	\$ 2	\$ 3
Liability derivatives	(5)	7	(4)	(2)	2	—
<b>December 31, 2016</b>						
Asset derivatives	\$ 14	\$ (2)	\$ (4)	\$ 8	\$ (1)	\$ 7
Liability derivatives	(5)	2	—	(3)	4	1

The following table provides a summary of the impacts of the Company's foreign currency contracts in cash flow hedging relationships. Amortization of net gains from accumulated other comprehensive income related to cash flow hedges is expected to be a gain of \$2 million during the next twelve months. There was no hedge ineffectiveness reported in realized gains and losses for the three months ended March 31, 2017 or 2016.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Loss recognized in OCI on derivatives during the period	\$ (2)	\$ (3)
Gain recognized in OCI on derivatives during the term of the hedging relationship	3	7

The following tables present gains and losses from valuation and settlements reported on derivatives not designated as accounting hedging instruments in the Condensed Consolidated Statements of Operations and Comprehensive Income. For the three months ended March 31, 2017 and 2016, the Company had no derivatives used in fair value hedging relationships.

(\$ in millions)	Realized capital gains and losses	Contract benefits	Interest credited to contractholder funds	Total gain (loss) recognized in net income on derivatives
<b>Three months ended March 31, 2017</b>				
Equity and index contracts	\$ (2)	\$ —	\$ 13	\$ 11
Embedded derivative financial instruments	—	7	(4)	3
Foreign currency contracts	(4)	—	—	(4)
Credit default contracts	1	—	—	1
Total	\$ (5)	\$ 7	\$ 9	\$ 11
<b>Three months ended March 31, 2016</b>				
Equity and index contracts	\$ —	\$ —	\$ (7)	\$ (7)
Embedded derivative financial instruments	—	(16)	2	(14)
Foreign currency contracts	(4)	—	—	(4)
Credit default contracts	(1)	—	—	(1)
Total	\$ (5)	\$ (16)	\$ (5)	\$ (26)

The Company manages its exposure to credit risk by utilizing highly rated counterparties, establishing risk control limits, executing legally enforceable master netting agreements ("MNAs") and obtaining collateral where appropriate. The Company uses MNAs for OTC derivative transactions that permit either party to net payments due for transactions and collateral is either pledged or obtained when certain predetermined exposure limits are exceeded. As of March 31, 2017, counterparties pledged \$4 million in cash to the Company, and the Company pledged \$4 million in cash and securities to counterparties as collateral posted under MNAs for contracts without credit-risk-contingent features. The Company has not incurred any losses on derivative financial instruments due to counterparty nonperformance. Other derivatives, including futures and certain option contracts, are traded on organized exchanges which require margin deposits and guarantee the execution of trades, thereby mitigating any potential credit risk.

Counterparty credit exposure represents the Company's potential loss if all of the counterparties concurrently fail to perform under the contractual terms of the contracts and all collateral, if any, becomes worthless. This exposure is measured by the fair value of OTC derivative contracts with a positive fair value at the reporting date reduced by the effect, if any, of legally enforceable master netting agreements.

The following table summarizes the counterparty credit exposure by counterparty credit rating as it relates to the Company's OTC derivatives.

(\$ in millions)	March 31, 2017				December 31, 2016			
	Rating <sup>(1)</sup>	Number of counter-parties	Notional amount <sup>(2)</sup>	Credit exposure <sup>(2)</sup>	Exposure, net of collateral <sup>(2)</sup>	Number of counter-parties	Notional amount <sup>(2)</sup>	Credit exposure <sup>(2)</sup>
A+	5	\$ 314	\$ 4	\$ 1	5	\$ 312	\$ 12	\$ 9
A	1	10	1	1	—	—	—	—
Total	6	\$ 324	\$ 5	\$ 2	5	\$ 312	\$ 12	\$ 9

<sup>(1)</sup> Rating is the lower of S&P or Moody's ratings.

<sup>(2)</sup> Only OTC derivatives with a net positive fair value are included for each counterparty.

Market risk is the risk that the Company will incur losses due to adverse changes in market rates and prices. Market risk exists for all of the derivative financial instruments the Company currently holds, as these instruments may become less valuable due to adverse changes in market conditions. To limit this risk, the Company's senior management has established risk control limits. In addition, changes in fair value of the derivative financial instruments that the Company uses for risk management purposes are generally offset by the change in the fair value or cash flows of the hedged risk component of the related assets, liabilities or forecasted transactions.

Certain of the Company's derivative instruments contain credit-risk-contingent termination events, cross-default provisions and credit support annex agreements. Credit-risk-contingent termination events allow the counterparties to terminate the derivative agreement or a specific trade on certain dates if AIC's, ALIC's or Allstate Life Insurance Company of New York's ("ALNY") financial strength credit ratings by Moody's or S&P fall below a certain level. Credit-risk-contingent cross-default provisions allow the counterparties to terminate the derivative agreement if the Company defaults by pre-determined threshold amounts on certain debt instruments. Credit-risk-contingent credit support annex agreements specify the amount of collateral the Company must post to counterparties based on AIC's, ALIC's or ALNY's financial strength credit ratings by Moody's or S&P, or in the event AIC, ALIC or ALNY are no longer rated by either Moody's or S&P.

The following summarizes the fair value of derivative instruments with termination, cross-default or collateral credit-risk-contingent features that are in a liability position, as well as the fair value of assets and collateral that are netted against the liability in accordance with provisions within legally enforceable MNAs.

(\$ in millions)	March 31, 2017	December 31, 2016
Gross liability fair value of contracts containing credit-risk-contingent features	\$ 3	\$ 2
Gross asset fair value of contracts containing credit-risk-contingent features and subject to MNAs	(3)	(2)
Maximum amount of additional exposure for contracts with credit-risk-contingent features if all features were triggered concurrently	\$ —	\$ —

#### Credit derivatives - selling protection

A credit default swap ("CDS") is a derivative instrument, representing an agreement between two parties to exchange the credit risk of a specified entity (or a group of entities), or an index based on the credit risk of a group of entities (all commonly referred to as the "reference entity" or a portfolio of "reference entities"), in return for a periodic premium. In selling protection, CDS are used to replicate fixed income securities and to complement the cash market when credit exposure to certain issuers is not available or when the derivative alternative is less expensive than the cash market alternative. CDS typically have a five-year term.

The following table shows the CDS notional amounts by credit rating and fair value of protection sold.

(\$ in millions)	Notional amount					Fair value
	AA	A	BBB	BB and lower	Total	
<b>March 31, 2017</b>						
<b>First-to-default Basket</b>						
Municipal	\$ —	\$ —	\$ 100	\$ —	\$ 100	\$ (2)
<b>Index</b>						
Corporate debt	—	19	48	13	80	1
<b>Total</b>	<b>\$ —</b>	<b>\$ 19</b>	<b>\$ 148</b>	<b>\$ 13</b>	<b>\$ 180</b>	<b>\$ (1)</b>
<b>December 31, 2016</b>						
<b>First-to-default Basket</b>						
Municipal	\$ —	\$ —	\$ 100	\$ —	\$ 100	\$ (3)
<b>Index</b>						
Corporate debt	1	19	50	10	80	1
<b>Total</b>	<b>\$ 1</b>	<b>\$ 19</b>	<b>\$ 150</b>	<b>\$ 10</b>	<b>\$ 180</b>	<b>\$ (2)</b>

In selling protection with CDS, the Company sells credit protection on an identified single name, a basket of names in a first-to-default ("FTD") structure or credit derivative index ("CDX") that is generally investment grade, and in return receives periodic premiums through expiration or termination of the agreement. With single name CDS, this premium or credit spread generally corresponds to the difference between the yield on the reference entity's public fixed maturity cash instruments and swap rates at the time the agreement is executed. With a FTD basket, because of the additional credit risk inherent in a basket of named reference entities, the premium generally corresponds to a high proportion of the sum of the credit spreads of the names in the basket and

the correlation between the names. CDX is utilized to take a position on multiple (generally 125) reference entities. Credit events are typically defined as bankruptcy, failure to pay, or restructuring, depending on the nature of the reference entities. If a credit event occurs, the Company settles with the counterparty, either through physical settlement or cash settlement. In a physical settlement, a reference asset is delivered by the buyer of protection to the Company, in exchange for cash payment at par, whereas in a cash settlement, the Company pays the difference between par and the prescribed value of the reference asset. When a credit event occurs in a single name or FTD basket (for FTD, the first credit event occurring for any one name in the basket), the contract terminates at the time of settlement. For CDX, the reference entity's name incurring the credit event is removed from the index while the contract continues until expiration. The maximum payout on a CDS is the contract notional amount. A physical settlement may afford the Company with recovery rights as the new owner of the asset.

The Company monitors risk associated with credit derivatives through individual name credit limits at both a credit derivative and a combined cash instrument/credit derivative level. The ratings of individual names for which protection has been sold are also monitored.

## 6. Reinsurance

The effects of reinsurance on premiums and contract charges are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Direct	\$ 180	\$ 177
Assumed		
Affiliate	53	34
Non-affiliate	198	203
Ceded		
Affiliate	(13)	(13)
Non-affiliate	(70)	(70)
Premiums and contract charges, net of reinsurance	\$ 348	\$ 331

The effects of reinsurance on contract benefits are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Direct	\$ 259	\$ 256
Assumed		
Affiliate	29	21
Non-affiliate	116	133
Ceded		
Affiliate	(8)	(9)
Non-affiliate	(42)	(63)
Contract benefits, net of reinsurance	\$ 354	\$ 338

The effects of reinsurance on interest credited to contractholder funds are as follows:

(\$ in millions)	Three months ended March 31,	
	2017	2016
Direct	\$ 136	\$ 161
Assumed		
Affiliate	2	2
Non-affiliate	33	25
Ceded		
Affiliate	(5)	(5)
Non-affiliate	(5)	(5)
Interest credited to contractholder funds, net of reinsurance	\$ 161	\$ 178

## **7. Guarantees and Contingent Liabilities**

### **Guarantees**

In the normal course of business, the Company provides standard indemnifications to contractual counterparties in connection with numerous transactions, including acquisitions and divestitures. The types of indemnifications typically provided include indemnifications for breaches of representations and warranties, taxes and certain other liabilities, such as third party lawsuits. The indemnification clauses are often standard contractual terms and are entered into in the normal course of business based on an assessment that the risk of loss would be remote. The terms of the indemnifications vary in duration and nature. In many cases, the maximum obligation is not explicitly stated and the contingencies triggering the obligation to indemnify have not occurred and are not expected to occur. Consequently, the maximum amount of the obligation under such indemnifications is not determinable. Historically, the Company has not made any material payments pursuant to these obligations.

Related to the sale of LBL on April 1, 2014, the Company agreed to indemnify Resolution Life Holdings, Inc. in connection with certain representations, warranties and covenants of the Company, and certain liabilities specifically excluded from the transaction, subject to specific contractual limitations regarding the Company's maximum obligation. Management does not believe these indemnifications will have a material effect on results of operations, cash flows or financial position of the Company.

Related to the disposal through reinsurance of substantially all of the Company's variable annuity business to Prudential in 2006, the Company and the Corporation have agreed to indemnify Prudential for certain pre-closing contingent liabilities (including extra-contractual liabilities of the Company and liabilities specifically excluded from the transaction) that the Company has agreed to retain. In addition, the Company and the Corporation will each indemnify Prudential for certain post-closing liabilities that may arise from the acts of the Company and its agents, including certain liabilities arising from the Company's provision of transition services. The reinsurance agreements contain no limitations or indemnifications with regard to insurance risk transfer, and transferred all of the future risks and responsibilities for performance on the underlying variable annuity contracts to Prudential, including those related to benefit guarantees. Management does not believe this agreement will have a material effect on results of operations, cash flows or financial position of the Company.

The aggregate liability balance related to all guarantees was not material as of March 31, 2017.

### **Regulation and Compliance**

The Company is subject to extensive laws, regulations and regulatory actions. From time to time, regulatory authorities or legislative bodies seek to impose additional regulations regarding agent and broker compensation, regulate the nature of and amount of investments, impose fines and penalties for unintended errors or mistakes, and otherwise expand overall regulation of insurance products and the insurance industry. In addition, the Company is subject to laws and regulations administered and enforced by federal agencies and other organizations, including but not limited to the Securities and Exchange Commission, the Financial Industry Regulatory Authority, the Department of Labor, and the U.S. Department of Justice. The Company has established procedures and policies to facilitate compliance with laws and regulations, to foster prudent business operations, and to support financial reporting. The Company routinely reviews its practices to validate compliance with laws and regulations and with internal procedures and policies. As a result of these reviews, from time to time the Company may decide to modify some of its procedures and policies. Such modifications, and the reviews that led to them, may be accompanied by payments being made and costs being incurred. The ultimate changes and eventual effects of these actions on the Company's business, if any, are uncertain.

The Company is currently being examined by certain states for compliance with unclaimed property laws. It is possible that this examination may result in additional payments of abandoned funds to states and to changes in the Company's practices and procedures for the identification of escheatable funds, which could impact benefit payments and reserves, among other consequences; however, it is not likely to have a material effect on the condensed consolidated financial statements of the Company.

## 8. Other Comprehensive Income

The components of other comprehensive income on a pre-tax and after-tax basis are as follows:

(\$ in millions)	Three months ended March 31,					
	2017			2016		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Unrealized net holding gains and losses arising during the period, net of related offsets	\$ 105	\$ (37)	\$ 68	\$ 329	\$ (115)	\$ 214
Less: reclassification adjustment of realized capital gains and losses	4	(1)	3	(41)	14	(27)
Unrealized net capital gains and losses	101	(36)	65	370	(129)	241
Unrealized foreign currency translation adjustments	(5)	2	(3)	(3)	1	(2)
Other comprehensive income	\$ 96	\$ (34)	\$ 62	\$ 367	\$ (128)	\$ 239



## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholder of  
Allstate Life Insurance Company  
Northbrook, Illinois 60062

We have reviewed the accompanying condensed consolidated statement of financial position of Allstate Life Insurance Company and subsidiaries (the “Company”), an affiliate of The Allstate Corporation, as of March 31, 2017, and the related condensed consolidated statements of operations and comprehensive income, shareholder’s equity and cash flows for the three-month periods ended March 31, 2017 and 2016. These interim financial statements are the responsibility of the Company’s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated statement of financial position of Allstate Life Insurance Company and subsidiaries as of December 31, 2016, and the related consolidated statements of operations and comprehensive income, shareholder’s equity, and cash flows for the year then ended (not presented herein); and in our report dated February 24, 2017, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated statement of financial position as of December 31, 2016 is fairly stated, in all material respects, in relation to the consolidated statement of financial position from which it has been derived.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois  
May 4, 2017

**Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIODS ENDED MARCH 31, 2017 AND 2016**

**OVERVIEW**

The following discussion highlights significant factors influencing the consolidated financial position and results of operations of Allstate Life Insurance Company (referred to in this document as “we,” “our,” “us,” the “Company” or “ALIC”). It should be read in conjunction with the condensed consolidated financial statements and notes thereto found under Part I. Item 1. contained herein, and with the discussion, analysis, consolidated financial statements and notes thereto in Part I. Item 1. and Part II. Item 7. and Item 8. of the Allstate Life Insurance Company Annual Report on Form 10-K for 2016. We operate as a single segment entity based on the manner in which we use financial information to evaluate business performance and to determine the allocation of resources.

**HIGHLIGHTS**

- Net income was \$86 million in the first quarter of 2017 compared to \$52 million in the first quarter of 2016.
- Premiums and contract charges on underwritten products, including traditional life, interest-sensitive life and accident and health insurance, totaled \$345 million in the first quarter of 2017, an increase of 5.2% from \$328 million in the first quarter of 2016.
- Investments totaled \$34.49 billion as of March 31, 2017, reflecting a decrease of \$575 million from \$35.07 billion as of December 31, 2016. Net investment income increased 1.0% to \$404 million in the first quarter of 2017 from \$400 million in the first quarter of 2016.
- Net realized capital losses totaled \$1 million in the first quarter of 2017 compared to \$46 million in the first quarter of 2016.
- Contractholder funds totaled \$19.25 billion as of March 31, 2017, reflecting a decrease of \$222 million from \$19.47 billion as of December 31, 2016.
- Effective January 1, 2017, ALIC entered into a coinsurance reinsurance agreement with Allstate Assurance Company (“AAC”) to assume certain term life insurance policies. This business generated approximately \$16 million of premiums and \$9 million of contract benefits in fourth quarter 2016.

**OPERATIONS**

**Summary analysis** Summarized financial data is presented in the following table.

(\$ in millions)

	<b>Three months ended March 31,</b>	
	<b>2017</b>	<b>2016</b>
<b>Revenues</b>		
Premiums	\$ 169	\$ 149
Contract charges	179	182
Net investment income	404	400
Realized capital gains and losses	(1)	(46)
Total revenues	751	685
<b>Costs and expenses</b>		
Contract benefits	(354)	(338)
Interest credited to contractholder funds	(161)	(178)
Amortization of deferred policy acquisition costs (“DAC”)	(41)	(37)
Operating costs and expenses	(69)	(56)
Interest expense	(1)	(4)
Total costs and expenses	(626)	(613)
Gain on disposition of operations	2	2
Income tax expense	(41)	(22)
Net income	\$ 86	\$ 52
Investments as of March 31	\$ 34,492	\$ 35,449

Net income was \$86 million in the first quarter of 2017 compared to \$52 million in the first quarter of 2016. The increase was primarily due to lower net realized capital losses, higher premiums and lower interest credited to contractholder funds, partially offset by higher contract benefits and operating costs and expenses.

**Analysis of revenues** Total revenues increased 9.6% or \$66 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to lower net realized capital losses and higher premiums.

Premiums represent revenues generated from traditional life insurance, accident and health insurance, and immediate annuities with life contingencies that have significant mortality or morbidity risk.

Contract charges are revenues generated from interest-sensitive and variable life insurance and fixed annuities for which deposits are classified as contractholder funds or separate account liabilities. Contract charges are assessed against the contractholder account values for maintenance, administration, cost of insurance and surrender prior to contractually specified dates.

The following table summarizes premiums and contract charges by product.

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Underwritten products</b>		
Traditional life insurance premiums	\$ 143	\$ 126
Accident and health insurance premiums	26	23
Interest-sensitive life insurance contract charges	176	179
Subtotal	345	328
<b>Annuities</b>		
Fixed annuity contract charges	3	3
<b>Premiums and contract charges</b> <sup>(1)</sup>	<b>\$ 348</b>	<b>\$ 331</b>

<sup>(1)</sup> Contract charges related to the cost of insurance totaled \$125 million for both the first quarter of 2017 and 2016.

Premiums and contract charges increased 5.1% or \$17 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to higher traditional life premiums related to the reinsurance agreement with AAC effective January 1, 2017.

Contractholder funds represent interest-bearing liabilities arising from the sale of products such as interest-sensitive life insurance, fixed annuities and funding agreements. The balance of contractholder funds is equal to the cumulative deposits received and interest credited to the contractholder less cumulative contract benefits, surrenders, withdrawals, maturities and contract charges for mortality or administrative expenses. The following table shows the changes in contractholder funds.

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Contractholder funds, beginning balance</b>	<b>\$ 19,470</b>	<b>\$ 20,542</b>
<b>Deposits</b>		
Interest-sensitive life insurance	197	205
Fixed annuities	44	44
Total deposits	241	249
<b>Interest credited</b>	160	177
<b>Benefits, withdrawals, maturities and other adjustments</b>		
Benefits	(228)	(247)
Surrenders and partial withdrawals	(242)	(236)
Contract charges	(164)	(167)
Net transfers from separate accounts	1	1
Other adjustments <sup>(1)</sup>	10	10
Total benefits, withdrawals, maturities and other adjustments	(623)	(639)
<b>Contractholder funds, ending balance</b>	<b>\$ 19,248</b>	<b>\$ 20,329</b>

<sup>(1)</sup> The table above illustrates the changes in contractholder funds, which are presented gross of reinsurance recoverables on the Condensed Consolidated Statements of Financial Position. The table above is intended to supplement our discussion and analysis of revenues, which are presented net of reinsurance on the Condensed Consolidated Statements of Operations and Comprehensive Income. As a result, the net change in contractholder funds associated with products reinsured is reflected as a component of the other adjustments line.

Contractholder funds decreased 1.1% in the first quarter of 2017 primarily due to the continued runoff of our deferred fixed annuity business. We exited the continuing sale of annuities over an eight year period from 2006 to 2014, but still accept additional deposits on existing contracts.

Contractholder deposits decreased 3.2% in the first quarter of 2017 compared to the first quarter of 2016, primarily due to lower deposits on interest-sensitive life insurance.

Surrenders and partial withdrawals on deferred fixed annuities and interest-sensitive life insurance products increased 2.5% to \$242 million in the first quarter of 2017 from \$236 million in the first quarter of 2016. The annualized surrender and partial withdrawal rate on deferred fixed annuities and interest-sensitive life insurance products, based on the beginning of year contractholder funds, was 6.2% in the first quarter of 2017 compared to 5.8% in the first quarter of 2016.

**Analysis of costs and expenses** Total costs and expenses increased 2.1% or \$13 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to higher contract benefits and operating costs and expenses, partially offset by lower interest credited to contractholder funds.

*Contract benefits* increased 4.7% or \$16 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to higher life insurance mortality experience and an increase related to the reinsurance agreement with AAC effective January 1, 2017.

We analyze our mortality and morbidity results using the difference between premiums and contract charges earned for the cost of insurance and contract benefits excluding the portion related to the implied interest on immediate annuities with life contingencies (“benefit spread”). This implied interest totaled \$125 million and \$128 million in the first quarter of 2017 and 2016, respectively.

The benefit spread by product group is disclosed in the following table.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Life insurance	\$ 69	\$ 70
Accident and health insurance	11	11
Annuities	(15)	(17)
Total benefit spread	\$ 65	\$ 64

Benefit spread increased 1.6% or \$1 million in the first quarter of 2017 compared to the first quarter of 2016. The increase was primarily due to an increase related to the reinsurance agreement with AAC effective January 1, 2017 and favorable immediate annuity mortality experience, partially offset by higher life insurance mortality experience.

*Interest credited to contractholder funds* decreased 9.6% or \$17 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to lower average contractholder funds. Valuation changes on derivatives embedded in equity-indexed annuity contracts that are not hedged had no impact on interest credited to contractholder funds in first quarter 2017 compared to an increase of \$6 million in first quarter 2016.

In order to analyze the impact of net investment income and interest credited to contractholders on net income, we monitor the difference between net investment income and the sum of interest credited to contractholder funds and the implied interest on immediate annuities with life contingencies, which is included as a component of contract benefits on the Condensed Consolidated Statements of Operations and Comprehensive Income (“investment spread”).

The investment spread by product group is shown in the following table.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Annuities and institutional products	\$ 28	\$ 16
Life insurance	30	35
Accident and health insurance	1	1
Net investment income on investments supporting capital	59	48
Investment spread before valuation changes on embedded derivatives that are not hedged	118	100
Valuation changes on derivatives embedded in equity-indexed annuity contracts that are not hedged	—	(6)
Total investment spread	\$ 118	\$ 94

Investment spread before valuation changes on embedded derivatives that are not hedged increased 18.0% or \$18 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to lower credited interest and higher net investment income.

To further analyze investment spreads, the following table summarizes the weighted average investment yield on assets supporting product liabilities and capital, interest crediting rates and investment spreads. Investment spreads may vary significantly between periods due to the variability in investment income, particularly for immediate fixed annuities where the investment portfolio includes limited partnerships.

	Three months ended March 31,					
	Weighted average investment yield		Weighted average interest crediting rate		Weighted average investment spreads	
	2017	2016	2017	2016	2017	2016
Interest-sensitive life insurance	5.1%	5.3%	3.8%	3.9%	1.3%	1.4%
Deferred fixed annuities and institutional products	4.4	4.0	2.8	2.8	1.6	1.2
Immediate fixed annuities with and without life contingencies	6.3	6.0	5.9	5.9	0.4	0.1
Investments supporting capital, traditional life and other products	3.8	3.9	n/a	n/a	n/a	n/a

The following table summarizes our product liabilities and indicates the account value of those contracts and policies for which an investment spread is generated.

(\$ in millions)	March 31,	
	2017	2016
Immediate fixed annuities with life contingencies	\$ 8,587	\$ 8,683
Other life contingent contracts and other	2,737	2,676
Reserve for life-contingent contract benefits	\$ 11,324	\$ 11,359
Interest-sensitive life insurance	\$ 7,328	\$ 7,269
Deferred fixed annuities	8,685	9,518
Immediate fixed annuities without life contingencies	2,970	3,179
Institutional products	—	85
Other	265	278
Contractholder funds	\$ 19,248	\$ 20,329

*Amortization of DAC* The components of amortization of DAC are summarized in the following table.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Amortization of DAC before amortization relating to realized capital gains and losses, valuation changes on embedded derivatives that are not hedged and changes in assumptions	\$ 37	\$ 36
Amortization relating to realized capital gains and losses <sup>(1)</sup> and valuation changes on embedded derivatives that are not hedged	4	1
Amortization acceleration for changes in assumptions (“DAC unlocking”)	—	—
Total amortization of DAC	\$ 41	\$ 37

<sup>(1)</sup> The impact of realized capital gains and losses on amortization of DAC is dependent upon the relationship between the assets that give rise to the gain or loss and the product liability supported by the assets. Fluctuations result from changes in the impact of realized capital gains and losses on actual and expected gross profits.

Amortization of DAC increased 10.8% or \$4 million in the first quarter of 2017 compared to the first quarter of 2016.

Operating costs and expenses increased 23.2% or \$13 million in the first quarter of 2017 compared to the first quarter of 2016. The following table summarizes operating costs and expenses.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Non-deferrable commissions	\$ 4	\$ 7
General and administrative expenses	58	41
Taxes and licenses	7	8
Total operating costs and expenses	\$ 69	\$ 56

General and administrative expenses increased 41.5% or \$17 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to higher operating costs related to the reinsurance agreement with AAC effective January 1, 2017 and higher guaranty fund expenses.

In April 2016, the U.S. Department of Labor (“DOL”) issued a rule expanding the range of activities considered to be “investment advice” and establishing a new framework for determining whether an entity or person is a “fiduciary” when selling mutual funds, variable and indexed annuities, or variable life products in connection with an Individual Retirement Account (“IRA”) or an employee benefit plan covered under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). The Allstate Life Group does not currently sell proprietary annuities or proprietary variable life products in connection with IRAs or employee benefit plans covered under ERISA. Products that we previously offered and continue to have in force, such as indexed annuities, could be impacted by the rule. Compliance with the regulation may add costs and may impact producer compensation and processes. The financial impact to The Allstate Life Group is expected to be immaterial. The April 10, 2017 applicability date of the rule was recently delayed. Compliance of certain components of the rule is now required by June 9, 2017, with full compliance still required by January 1, 2018. The delay follows from the February 3, 2017 memorandum from the President of the United States directing the DOL to examine the fiduciary duty rule to determine whether it may adversely affect investors or retirees and adversely affect the ability of Americans to gain access to retirement information and financial advice. It is yet to be determined whether any other action, including changes to the rule’s requirements, will result from the DOL’s continued examination of the rule.

## INVESTMENTS

**Portfolio composition** The composition of the investment portfolio as of March 31, 2017 is presented in the following table.

(\$ in millions)		Percent to total
Fixed income securities <sup>(1)</sup>	\$ 23,696	68.7%
Mortgage loans	3,822	11.1
Equity securities <sup>(2)</sup>	1,589	4.6
Limited partnership interests <sup>(3)</sup>	2,866	8.3
Short-term investments <sup>(4)</sup>	760	2.2
Policy loans	560	1.6
Other	1,199	3.5
Total	\$ 34,492	100.0%

<sup>(1)</sup> Fixed income securities are carried at fair value. Amortized cost basis for these securities was \$22.53 billion.

<sup>(2)</sup> Equity securities are carried at fair value. Cost basis for these securities was \$1.44 billion.

<sup>(3)</sup> We have commitments to invest in additional limited partnership interests totaling \$1.43 billion.

<sup>(4)</sup> Short-term investments are carried at fair value. Amortized cost basis for these investments was \$760 million.

Investments totaled \$34.49 billion as of March 31, 2017, decreasing from \$35.07 billion as of December 31, 2016, primarily due to dividends paid to Allstate Insurance Company (“AIC”) and net reductions in contractholder funds, partially offset by higher fixed income and equity valuations.

### Portfolio composition by investment strategy

We utilize two primary strategies to manage risks and returns and to position our portfolio to take advantage of market opportunities while attempting to mitigate adverse effects. As strategies and market conditions evolve, the asset allocation may change or assets may be moved between strategies.

*Market-Based* strategies include investments primarily in public fixed income and equity securities. *Market-Based Core* seeks to deliver predictable earnings aligned to business needs and returns consistent with the markets in which we invest. Private

fixed income assets, such as commercial mortgages, bank loans and privately placed debt that provide liquidity premiums are also included in this category. *Market-Based Active* seeks to outperform within the public markets through tactical positioning and by taking advantage of short-term opportunities. This category may generate results that meaningfully deviate from those achieved by market indices, both favorably and unfavorably.

*Performance-Based* strategy seeks to deliver attractive risk-adjusted returns and to replace market risk with idiosyncratic risk. The return is a function of both general market conditions and the performance of the underlying assets or businesses. The portfolio, which primarily includes private equity, real estate, infrastructure and agriculture-related assets, is diversified across a number of characteristics, including managers or partners, vintage years, strategies, geographies (including international) and industry sectors or property types. These investments are generally illiquid in nature, often require specialized expertise, typically involve a third party manager, and may offer the potential to add value through transformation at the company or property level. A portion of these investments seek returns through asset dislocations or special situations, primarily in private markets.

The following table presents the investment portfolio by strategy as of March 31, 2017.

(\$ in millions)	Total	Market-Based Core	Market-Based Active	Performance- Based
Fixed income securities	\$ 23,696	\$ 22,807	\$ 884	\$ 5
Mortgage loans	3,822	3,822	—	—
Equity securities	1,589	1,368	170	51
Limited partnership interests	2,866	179	—	2,687
Short-term investments	760	623	137	—
Policy loans	560	560	—	—
Other	1,199	1,059	3	137
<b>Total</b>	<b>\$ 34,492</b>	<b>\$ 30,418</b>	<b>\$ 1,194</b>	<b>\$ 2,880</b>
% of total		88%	4%	8%
Unrealized net capital gains and losses				
Fixed income securities	\$ 1,164	\$ 1,159	\$ 5	\$ —
Equity securities	147	141	4	2
Other	3	3	—	—
<b>Total</b>	<b>\$ 1,314</b>	<b>\$ 1,303</b>	<b>\$ 9</b>	<b>\$ 2</b>

**Fixed income securities** by type are listed in the following table.

(\$ in millions)	Fair value as of March 31, 2017	Percent to total investments	Fair value as of December 31, 2016	Percent to total investments
U.S. government and agencies	\$ 634	1.8%	\$ 1,014	2.9%
Municipal	2,266	6.6	2,274	6.5
Corporate	19,572	56.7	19,681	56.1
Foreign government	327	1.0	332	1.0
Asset-backed securities (“ABS”)	402	1.2	331	0.9
Residential mortgage-backed securities (“RMBS”)	301	0.9	333	1.0
Commercial mortgage-backed securities (“CMBS”)	179	0.5	241	0.7
Redeemable preferred stock	15	—	16	—
<b>Total fixed income securities</b>	<b>\$ 23,696</b>	<b>68.7%</b>	<b>\$ 24,222</b>	<b>69.1%</b>

Fixed income securities are rated by third party credit rating agencies and/or are internally rated. As of March 31, 2017, 86.7% of the fixed income securities portfolio was rated investment grade, which is defined as a security having a rating of Aaa, Aa, A or Baa from Moody’s, a rating of AAA, AA, A or BBB from S&P Global Ratings (“S&P”), a comparable rating from another nationally recognized rating agency, or a comparable internal rating if an externally provided rating is not available. Market prices for certain securities may have credit spreads which imply higher or lower credit quality than the current third party rating. Our initial investment decisions and ongoing monitoring procedures for fixed income securities are based on a thorough due diligence process which includes, but is not limited to, an assessment of the credit quality, sector, structure, and liquidity risks of each issue.

The following table summarizes the fair value and unrealized net capital gains and losses for fixed income securities by credit quality as of March 31, 2017.

(\$ in millions)	Investment grade		Below investment grade		Total	
	Fair value	Unrealized gain/(loss)	Fair value	Unrealized gain/(loss)	Fair value	Unrealized gain/(loss)
U.S. government and agencies	\$ 634	\$ 45	\$ —	\$ —	\$ 634	\$ 45
Municipal	2,224	257	42	(2)	2,266	255
Corporate						
Public	11,846	471	1,647	36	13,493	507
Privately placed	5,026	256	1,053	30	6,079	286
Foreign government	327	27	—	—	327	27
ABS						
Collateralized debt obligations (“CDO”)	81	(4)	28	—	109	(4)
Consumer and other asset-backed securities (“Consumer and other ABS”)	293	—	—	—	293	—
RMBS						
U.S. government sponsored entities (“U.S. Agency”)	55	3	—	—	55	3
Non-agency	15	—	231	38	246	38
CMBS	26	1	153	4	179	5
Redeemable preferred stock	15	2	—	—	15	2
<b>Total fixed income securities</b>	<b>\$ 20,542</b>	<b>\$ 1,058</b>	<b>\$ 3,154</b>	<b>\$ 106</b>	<b>\$ 23,696</b>	<b>\$ 1,164</b>

*Municipal bonds* totaled \$2.27 billion as of March 31, 2017 with an unrealized net capital gain of \$255 million. The municipal bond portfolio includes general obligations of state and local issuers and revenue bonds (including pre-refunded bonds, which are bonds for which an irrevocable trust has been established to fund the remaining payments of principal and interest).

*Corporate bonds*, including publicly traded and privately placed, totaled \$19.57 billion as of March 31, 2017, with an unrealized net capital gain of \$793 million. Privately placed securities primarily consist of corporate issued senior debt securities that are directly negotiated with the borrower or are in unregistered form.

*ABS*, including CDO and Consumer and other ABS, totaled \$402 million as of March 31, 2017, with 93.0% rated investment grade and an unrealized net capital loss of \$4 million. Credit risk is managed by monitoring the performance of the underlying collateral. Many of the securities in the ABS portfolio have credit enhancement with features such as overcollateralization, subordinated structures, reserve funds, guarantees and/or insurance.

*CDO* totaled \$109 million as of March 31, 2017, with 74.3% rated investment grade. CDO consist of obligations collateralized by cash flow CDO, which are structures collateralized primarily by below investment grade senior secured corporate loans.

Consumer and other ABS totaled \$293 million as of March 31, 2017, with 100.0% rated investment grade.

*RMBS* totaled \$301 million as of March 31, 2017, with 23.3% rated investment grade and an unrealized net capital gain of \$41 million. The RMBS portfolio is subject to interest rate risk, but unlike other fixed income securities, is additionally subject to prepayment risk from the underlying residential mortgage loans. RMBS consists of a U.S. Agency portfolio having collateral issued or guaranteed by U.S. government agencies and a non-agency portfolio consisting of securities collateralized by Prime, Alt-A and Subprime loans. The non-agency portfolio totaled \$246 million as of March 31, 2017, with 6.1% rated investment grade and an unrealized net capital gain of \$38 million.

*CMBS* totaled \$179 million as of March 31, 2017, with 14.5% rated investment grade and an unrealized net capital gain of \$5 million. The CMBS portfolio is subject to credit risk and has a sequential paydown structure. All of the CMBS investments are traditional conduit transactions collateralized by commercial mortgage loans, broadly diversified across property types and geographical area.

**Mortgage loans** totaled \$3.82 billion as of March 31, 2017 and primarily comprise loans secured by first mortgages on developed commercial real estate. Key considerations used to manage our exposure include property type and geographic diversification. For further detail on our mortgage loan portfolio, see Note 3 of the condensed consolidated financial statements.

**Equity securities** primarily include common stocks, exchange traded and mutual funds, non-redeemable preferred stocks and real estate investment trust equity investments. The equity securities portfolio was \$1.59 billion as of March 31, 2017, with an unrealized net capital gain of \$147 million.



**Limited partnership interests** include interests in private equity funds and co-investments, real estate funds and joint ventures, and other funds. The following table presents carrying value and other information about our limited partnership interests as of March 31, 2017.

(\$ in millions)	Private equity	Real estate	Other	Total
Cost method of accounting (“Cost”)	\$ 528	\$ 52	\$ 15	\$ 595
Equity method of accounting (“EMA”)	1,720	387	164	2,271
Total	\$ 2,248	\$ 439	\$ 179	\$ 2,866

Number of managers	122	25	4	151
Number of individual investments	221	50	4	275
Largest exposure to single investment	\$ 143	\$ 48	\$ 78	\$ 143

**Unrealized net capital gains** totaled \$1.31 billion as of March 31, 2017 compared to \$1.20 billion as of December 31, 2016. The increase for fixed income securities was primarily due to a decrease in market yields resulting from tighter credit spreads and a decrease in long-term risk-free interest rates. The increase for equity securities was primarily due to favorable equity market performance.

The following table presents unrealized net capital gains and losses.

(\$ in millions)	March 31, 2017	December 31, 2016
U.S. government and agencies	\$ 45	\$ 46
Municipal	255	257
Corporate	793	736
Foreign government	27	28
ABS	(4)	(6)
RMBS	41	39
CMBS	5	8
Redeemable preferred stock	2	2
Fixed income securities	1,164	1,110
Equity securities	147	82
Derivatives	3	5
EMA limited partnerships	—	(2)
Unrealized net capital gains and losses, pre-tax	\$ 1,314	\$ 1,195

The unrealized net capital gain for the fixed income portfolio totaled \$1.16 billion, comprised of \$1.33 billion of gross unrealized gains and \$166 million of gross unrealized losses as of March 31, 2017. This is compared to an unrealized net capital gain for the fixed income portfolio totaling \$1.11 billion, comprised of \$1.31 billion of gross unrealized gains and \$200 million of gross unrealized losses as of December 31, 2016.

Gross unrealized gains and losses on fixed income securities by type and sector as of March 31, 2017 are provided in the following table.

(\$ in millions)	Amortized cost	Gross unrealized		Fair value
		Gains	Losses	
<b>Corporate:</b>				
Consumer goods (cyclical and non-cyclical)	\$ 5,370	\$ 187	\$ (36)	\$ 5,521
Utilities	3,380	305	(27)	3,658
Banking	928	20	(19)	929
Transportation	989	61	(17)	1,033
Capital goods	2,174	85	(16)	2,243
Energy	1,143	74	(6)	1,211
Communications	1,445	56	(6)	1,495
Technology	1,131	27	(5)	1,153
Financial services	1,084	61	(4)	1,141
Basic industry	925	47	(3)	969
Other	210	9	—	219
<b>Total corporate fixed income portfolio</b>	<b>18,779</b>	<b>932</b>	<b>(139)</b>	<b>19,572</b>
U.S. government and agencies	589	45	—	634
Municipal	2,011	261	(6)	2,266
Foreign government	300	27	—	327
ABS	406	5	(9)	402
RMBS	260	44	(3)	301
CMBS	174	14	(9)	179
Redeemable preferred stock	13	2	—	15
<b>Total fixed income securities</b>	<b>\$ 22,532</b>	<b>\$ 1,330</b>	<b>\$ (166)</b>	<b>\$ 23,696</b>

The consumer goods, utilities and capital goods sectors comprise 28%, 19% and 11%, respectively, of the carrying value of our corporate fixed income securities portfolio as of March 31, 2017. The consumer goods, utilities and banking sectors had the highest concentration of gross unrealized losses in our corporate fixed income securities portfolio as of March 31, 2017. In general, the gross unrealized losses are related to an increase in market yields which may include increased risk-free interest rates and/or wider credit spreads since the time of initial purchase. Similarly, gross unrealized gains reflect a decrease in market yields since the time of initial purchase.

The unrealized net capital gain for the equity portfolio totaled \$147 million, comprised of \$169 million of gross unrealized gains and \$22 million of gross unrealized losses as of March 31, 2017. This is compared to an unrealized net capital gain for the equity portfolio totaling \$82 million, comprised of \$117 million of gross unrealized gains and \$35 million of gross unrealized losses as of December 31, 2016.

**Net investment income** The following table presents net investment income.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Fixed income securities	\$ 268	\$ 270
Mortgage loans	49	47
Equity securities	15	7
Limited partnership interests	65	63
Short-term investments	1	2
Policy loans	8	8
Other	19	21
Investment income, before expense	425	418
Investment expense	(21)	(18)
Net investment income	\$ 404	\$ 400
Market-Based Core	\$ 342	\$ 344
Market-Based Active	10	7
Performance-Based	73	67
Investment income, before expense	\$ 425	\$ 418

Net investment income increased 1.0% or \$4 million in the first quarter of 2017 compared to the first quarter of 2016, primarily due to higher yields on fixed income and equity securities, partially offset by lower average investment balances. The investment portfolio supporting our immediate annuities is managed to ensure the assets match the characteristics of the liabilities and provide the long-term returns needed to support this business. To better match the long-term nature of our immediate annuities, we continue to increase performance-based investments in which we have ownership interests and a greater proportion of return is derived from idiosyncratic asset or operating performance.

**Realized capital gains and losses** The following table presents the components of realized capital gains and losses and the related tax effect.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Impairment write-downs	\$ (21)	\$ (24)
Change in intent write-downs	(3)	(3)
Net other-than-temporary impairment losses recognized in earnings	(24)	(27)
Sales and other	28	(14)
Valuation and settlements of derivative instruments	(5)	(5)
Realized capital gains and losses, pre-tax	(1)	(46)
Income tax benefit	—	16
Realized capital gains and losses, after-tax	\$ (1)	\$ (30)
Market-Based Core	\$ 1	\$ (38)
Market-Based Active	4	(5)
Performance-Based	(6)	(3)
Realized capital gains and losses, pre-tax	\$ (1)	\$ (46)

*Impairment write-downs* are presented in the following table.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Fixed income securities	\$ (9)	\$ (10)
Equity securities	(7)	(22)
Limited partnership interests	(3)	9
Other investments	(2)	(1)
Impairment write-downs	\$ (21)	\$ (24)

Impairment write-downs on fixed income securities for the three months ended March 31, 2017 were primarily driven by corporate fixed income securities impacted by issuer specific circumstances. Equity securities were written down primarily due to the length of time and extent to which fair value was below cost, considering our assessment of the financial condition and near-term and long-term prospects of the issuer, including relevant industry conditions and trends. Limited partnership write-downs primarily related to private equity investments.

*Change in intent write-downs* totaled \$3 million in the three months ended March 31, 2017 and primarily relate to \$428 million of equity securities as of March 31, 2017 that we may not hold for a period of time sufficient to recover unrealized losses given our preference to maintain flexibility to reposition the portfolio.

*Sales and other* generated \$28 million of net realized capital gains in the three months ended March 31, 2017. Sales and other primarily included sales of equity securities in connection with ongoing portfolio management, as well as gains from valuation changes in public securities held in certain limited partnerships.

*Valuation and settlements of derivative instruments* generated net realized capital losses of \$5 million for the three months ended March 31, 2017, primarily comprised of losses on foreign currency contracts due to the weakening of the U.S. Dollar and losses on equity futures used for risk management due to increases in equity indices.

**Performance-based investments** primarily include private equity, real estate, infrastructure and agriculture-related assets and a majority are limited partnerships.

The following table presents investment income for performance-based investments.

(\$ in millions)	Three months ended March 31,	
	2017	2016
<b>Limited partnerships</b>		
Private equity <sup>(1)</sup>	\$ 57	\$ 52
Real estate	7	10
Agriculture-related	1	1
Performance-based - limited partnerships <sup>(2)</sup>	65	63
<b>Non-limited partnerships</b>		
Private equity	4	1
Real estate	4	3
Agriculture-related	—	—
Performance-based - non-limited partnerships	8	4
<b>Total</b>		
Private equity	61	53
Real estate	11	13
Agriculture-related	1	1
Total performance-based	\$ 73	\$ 67
Investee level expenses <sup>(3)</sup>	\$ (4)	\$ (3)

<sup>(1)</sup> Includes infrastructure.

<sup>(2)</sup> Other limited partnership interests are located in the market-based core and are not included in the table above. Investment income was zero in both the first quarter of 2017 and 2016, respectively, for these limited partnership interests.

<sup>(3)</sup> Investee level expenses include depreciation and asset level operating expenses reported in investment expense. When calculating the pre-tax yields, investee level expenses are netted against income for directly held real estate and other consolidated investments.

Performance-based investments produced investment income of \$73 million in the first quarter of 2017 compared to \$67 million in the first quarter of 2016. The increase was primarily related to higher valuations on private equity investments, partially offset by lower real estate investment valuations.

The following table presents realized capital gains and losses for performance-based investments.

(\$ in millions)	Three months ended March 31,	
	2017	2016
Limited partnerships		
Private equity	\$ (4)	\$ 9
Real estate	1	—
Agriculture-related	—	—
Performance-based - limited partnerships <sup>(1)</sup>	(3)	9
Non-limited partnerships		
Private equity	(3)	(13)
Real estate	—	1
Agriculture-related	—	—
Performance-based - non-limited partnerships	(3)	(12)
Total		
Private equity	(7)	(4)
Real estate	1	1
Agriculture-related	—	—
Total performance-based	\$ (6)	\$ (3)

<sup>(1)</sup> Other limited partnership interests are located in the market-based core and are not included in the table above. Realized capital gains and losses were \$16 million and \$4 million in the first quarter of 2017 and 2016, respectively, for these limited partnership interests.

Net realized capital losses on performance-based investments were \$6 million in the first quarter of 2017 compared to \$3 million in the first quarter of 2016. The first three months of 2017 included impairment write-downs on private equity investments. Economic conditions and equity market performance are reflected in performance-based investment results and income could vary significantly between periods.

## CAPITAL RESOURCES AND LIQUIDITY

**Capital resources** consist of shareholder's equity and notes due to related parties, representing funds deployed or available to be deployed to support business operations. The following table summarizes our capital resources.

(\$ in millions)	March 31, 2017	December 31, 2016
Common stock, retained income and additional capital paid-in	\$ 5,551	\$ 5,731
Accumulated other comprehensive income	740	678
Total shareholder's equity	6,291	6,409
Notes due to related parties	140	465
Total capital resources	\$ 6,431	\$ 6,874

*Shareholder's equity* decreased in the first three months of 2017, primarily due to dividends paid to AIC, partially offset by net income and increased unrealized net capital gains on investments.

*Notes due to related parties* In January 2017, \$325 million of surplus notes due to an unconsolidated affiliate were redeemed.

**Financial ratings and strength** Our ratings are influenced by many factors including our operating and financial performance, asset quality, liquidity, asset/liability management, overall portfolio mix, financial leverage (i.e., debt), exposure to risks, the current level of operating leverage and AIC's ratings. There have been no changes to any of our ratings since December 31, 2016.

**Liquidity sources and uses** We actively manage our financial position and liquidity levels in light of changing market, economic, and business conditions. Liquidity is managed at both the entity and enterprise level across the Company, and is assessed on both base and stressed level liquidity needs. We believe we have sufficient liquidity to meet these needs. Additionally, we have existing intercompany agreements in place that facilitate liquidity management across the Company to enhance flexibility.

The Company, AIC, AAC and the Corporation are party to an Amended and Restated Intercompany Liquidity Agreement ("Liquidity Agreement") which allows for short-term advances of funds to be made between parties for liquidity and other general corporate purposes. The Liquidity Agreement does not establish a commitment to advance funds on the part of any party. The Company and AIC each serve as a lender and borrower, AAC serves only as a borrower, and the Corporation serves only as a lender. The Company also has a capital support agreement with AIC. Under the capital support agreement, AIC is committed to

provide capital to the Company to maintain an adequate capital level. The maximum amount of potential funding under each of these agreements is \$1.00 billion.

In addition to the Liquidity Agreement, the Company also has an intercompany loan agreement with the Corporation. The amount of intercompany loans available to the Company is at the discretion of the Corporation. The maximum amount of loans the Corporation will have outstanding to all its eligible subsidiaries at any given point in time is limited to \$1.00 billion. The Corporation may use commercial paper borrowings, bank lines of credit and securities lending to fund intercompany borrowings. In March 2017, the Company borrowed \$311 million under the intercompany loan agreement which was outstanding for 16 days with a weighted average interest rate of 1.09%. As of March 31, 2017, no balance was outstanding.

*Allstate parent company capital capacity* At the parent holding company level, the Corporation has deployable assets totaling \$2.74 billion as of March 31, 2017 comprising cash and investments that are generally saleable within one quarter. This provides funds for the parent company's fixed charges and other corporate purposes.

The Company has access to additional borrowing to support liquidity through the Corporation as follows. The amount available to the Company is at the discretion of the Corporation.

- A commercial paper facility with a borrowing limit of \$1.00 billion to cover short-term cash needs. As of March 31, 2017, there were no balances outstanding and therefore the remaining borrowing capacity was \$1.00 billion; however, the outstanding balance can fluctuate daily.
- A \$1.00 billion unsecured revolving credit facility that is available for short-term liquidity requirements. The maturity date of this facility is April 2021. The facility is fully subscribed among 11 lenders with the largest commitment being \$115 million. The commitments of the lenders are several and no lender is responsible for any other lender's commitment if such lender fails to make a loan under the facility. This facility contains an increase provision that would allow up to an additional \$500 million of borrowing. This facility has a financial covenant requiring that the Corporation not exceed a 37.5% debt to capitalization ratio as defined in the agreement. This ratio was 15.6% as of March 31, 2017. Although the right to borrow under the facility is not subject to a minimum rating requirement, the costs of maintaining the facility and borrowing under it are based on the ratings of the Corporation's senior unsecured, unguaranteed long-term debt. There were no borrowings under the credit facility during the first quarter of 2017.
- A universal shelf registration statement that was filed by the Corporation with the Securities and Exchange Commission on April 30, 2015. The Corporation can use this shelf registration to issue an unspecified amount of debt securities, common stock (including 535 million shares of treasury stock as of March 31, 2017), preferred stock, depository shares, warrants, stock purchase contracts, stock purchase units and securities of trust subsidiaries. The specific terms of any securities the Corporation issues under this registration statement will be provided in the applicable prospectus supplements.

*Liquidity exposure* Contractholder funds were \$19.25 billion as of March 31, 2017. The following table summarizes contractholder funds by their contractual withdrawal provisions as of March 31, 2017.

(\$ in millions)		Percent to total
Not subject to discretionary withdrawal	\$ 3,042	15.8%
Subject to discretionary withdrawal with adjustments:		
Specified surrender charges <sup>(1)</sup>	4,864	25.3
Market value adjustments <sup>(2)</sup>	1,576	8.2
Subject to discretionary withdrawal without adjustments <sup>(3)</sup>	9,766	50.7
Total contractholder funds <sup>(4)</sup>	<u>\$ 19,248</u>	<u>100.0%</u>

<sup>(1)</sup> Includes \$1.18 billion of liabilities with a contractual surrender charge of less than 5% of the account balance.

<sup>(2)</sup> \$1.00 billion of the contracts with market value adjusted surrenders have a 30-45 day period at the end of their initial and subsequent interest rate guarantee periods (which are typically 1, 5, 7 or 10 years) during which there is no surrender charge or market value adjustment.

<sup>(3)</sup> 88% of these contracts have a minimum interest crediting rate guarantee of 3% or higher.

<sup>(4)</sup> Includes \$764 million of contractholder funds on variable annuities reinsured to The Prudential Insurance Company of America, a subsidiary of Prudential Financial Inc., in 2006.

Retail life and annuity products may be surrendered by customers for a variety of reasons. Reasons unique to individual customers include a current or unexpected need for cash or a change in life insurance coverage needs. Other key factors that may impact the likelihood of customer surrender include the level of the contract surrender charge, the length of time the contract has been in force, distribution channel, market interest rates, equity market conditions and potential tax implications. In addition, the propensity for retail life insurance policies to lapse is lower than it is for fixed annuities because of the need for the insured to be re-underwritten upon policy replacement. The annualized surrender and partial withdrawal rate on deferred fixed annuities and interest-sensitive life insurance products, based on the beginning of year contractholder funds, was 6.2% and 5.8% in the first

three months of 2017 and 2016, respectively. We strive to promptly pay customers who request cash surrenders; however, statutory regulations generally provide up to six months in most states to fulfill surrender requests.

Our asset-liability management practices enable us to manage the differences between the cash flows generated by our investment portfolio and the expected cash flow requirements of our life insurance and annuity product obligations.

*Cash flows* As reflected in our Condensed Consolidated Statements of Cash Flows, lower cash provided by operating activities in the first three months of 2017 compared to the first three months of 2016 was primarily due to a decrease in payables and higher payments for operating expenses, partially offset by higher premiums.

Higher cash provided by investing activities in the first three months of 2017 compared to the first three months of 2016 was the result of a reduction in short-term investments to fund the dividends paid to AIC.

Higher cash used in financing activities in the first three months of 2017 compared to the first three months of 2016 was primarily due to the dividends paid to AIC.

#### **Forward-Looking Statements**

This report contains “forward-looking statements” that anticipate results based on our estimates, assumptions and plans that are subject to uncertainty. These statements are made subject to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements do not relate strictly to historical or current facts and may be identified by their use of words like “plans,” “seeks,” “expects,” “will,” “should,” “anticipates,” “estimates,” “intends,” “believes,” “likely,” “targets” and other words with similar meanings. We believe these statements are based on reasonable estimates, assumptions and plans. However, if the estimates, assumptions or plans underlying the forward-looking statements prove inaccurate or if other risks or uncertainties arise, actual results could differ materially from those communicated in these forward-looking statements. Factors that could cause actual results to differ materially from those expressed in, or implied by, the forward-looking statements include risks related to: (1) changes in underwriting and actual experience; (2) changes in reserve estimates for life-contingent contract benefits payable; (3) the influence of changes in market interest rates or performance-based investment returns on spread-based products; (4) changes in estimates of profitability on interest-sensitive life products; (5) reducing our concentration in spread-based business and exiting certain distribution channels; (6) changes in tax laws; (7) our ability to mitigate the capital impact associated with statutory reserving and capital requirements; (8) a decline in Lincoln Benefit Life Company’s financial strength ratings; (9) market risk and declines in credit quality relating to our investment portfolio; (10) our subjective determination of the fair value of our fixed income and equity securities and the amount of realized capital losses recorded for impairments of our investments; (11) competition in the insurance industry; (12) conditions in the global economy and capital markets; (13) losses from legal and regulatory actions; (14) restrictive regulation and regulatory reforms; (15) the availability of reinsurance at current levels and prices; (16) credit risk of our reinsurers; (17) a downgrade in our financial strength ratings; (18) the effect of adverse capital and credit market conditions; (19) failure in cyber or other information security; (20) the impact of a large scale pandemic, the threat or occurrence of terrorism or military action; (21) changes in accounting standards; (22) the realization of deferred tax assets; (23) loss of key vendor relationships or failure of a vendor to protect confidential and proprietary information; and (24) intellectual property infringement, misappropriation and third party claims. Additional information concerning these and other factors may be found in our filings with the Securities and Exchange Commission, including the “Risk Factors” section in our most recent annual report on Form 10-K. Forward-looking statements speak only as of the date on which they are made, and we assume no obligation to update or revise any forward-looking statement.

#### **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* We maintain disclosure controls and procedures as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based upon this evaluation, the principal executive officer and the principal financial officer concluded that our disclosure controls and procedures are effective in providing reasonable assurance that material information required to be disclosed in our reports filed with or submitted to the Securities and Exchange Commission under the Securities Exchange Act is made known to management, including the principal executive officer and the principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting.* During the fiscal quarter ended March 31, 2017, there have been no changes in our internal control over financial reporting 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

Information required for Part II, Item 1 is incorporated by reference to the discussion under the heading “Regulation and Compliance” in Note 7 of the condensed consolidated financial statements in Part I, Item 1 of this Form 10-Q.

### Item 1A. Risk Factors

There have been no material changes in our risk factors from those disclosed in Part I, Item 1A in our Annual Report on Form 10-K for the year ended December 31, 2016.

### Item 6. Exhibits

#### (a) Exhibits

The following is a list of exhibits filed as part of this Form 10-Q.

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed or Furnished Herewith
		Form	File Number	Exhibit	Filing Date	
15	Acknowledgment of awareness from Deloitte & Touche LLP, dated May 4, 2017, concerning unaudited interim financial information					X
31(i)	Rule 13a-14(a) Certification of Principal Executive Officer					X
31(i)	Rule 13a-14(a) Certification of Principal Financial Officer					X
32	Section 1350 Certifications					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase					X
101.LAB	XBRL Taxonomy Extension Label Linkbase					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase					X



**SIGNATURE**

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.

Allstate Life Insurance Company  
(Registrant)

May 4, 2017

By /s/ Samuel H. Pilch  
Samuel H. Pilch  
(chief accounting officer and duly  
authorized officer of Registrant)

Allstate Life Insurance Company  
 3075 Sanders Road  
 Northbrook, IL 60062

We have reviewed, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the unaudited interim financial information of Allstate Life Insurance Company and subsidiaries for the periods ended March 31, 2017 and 2016, as indicated in our report dated May 4, 2017; because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in your Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, is incorporated by reference in the following Registration Statements:

**Form S-3 Registration Statement Nos.**

333-199259  
 333-199260  
 333-199262  
 333-199264  
 333-199265  
 333-199266  
 333-199796  
 333-199797  
 333-200095  
 333-200098  
 333-200099  
 333-202202

**Form N-4 Registration Statement Nos.**

333-102934  
 333-114560  
 333-114561  
 333-114562  
 333-121687  
 333-121691  
 333-121692  
 333-121693  
 333-121695

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois  
 May 4, 2017

**CERTIFICATIONS**

**EXHIBIT 31 (i)**

I, Matthew E. Winter, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Allstate Life Insurance 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(s) 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 4, 2017

/s/ Matthew E. Winter

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Matthew E. Winter

Chief Executive Officer

**CERTIFICATIONS**

**EXHIBIT 31 (i)**

I, Mario Imbarrato, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Allstate Life Insurance 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(s) 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 4, 2017

/s/ Mario Imbarrato

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Mario Imbarrato

Vice President and Chief Financial Officer

**SECTION 1350 CERTIFICATIONS**

Each of the undersigned hereby certifies that to his knowledge the quarterly report on Form 10-Q for the fiscal period ended March 31, 2017 of Allstate Life Insurance Company filed with the Securities and Exchange Commission fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in such report fairly presents, in all material respects, the financial condition and result of operations of Allstate Life Insurance Company.

Date: May 4, 2017

/s/ Matthew E. Winter

Matthew E. Winter  
Chief Executive Officer

/s/ Mario Imbarrato

Mario Imbarrato  
Vice President and Chief Financial Officer