

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-1**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ALLSTATE LIFE INSURANCE COMPANY**

(Exact name of registrant as specified in its charter)

**ILLINOIS**

(State or other jurisdiction of incorporation or organization)

**6311**

(Primary Standard Industrial Classification Code Number)

**36-2554642**

(I.R.S. Employer Identification Number)

**ALLSTATE LIFE INSURANCE COMPANY**

**3075 SANDERS ROAD**

**NORTHBROOK, ILLINOIS 60062**

**847/402-5000**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

**C T CORPORATION**

**208 South LaSalle Street**

**Suite 814**

**Chicago, IL 60604**

**(312) 345-4320**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**COPIES TO:**

**ANGELA K. FONTANA**

**ALLSTATE LIFE INSURANCE COMPANY**

**2775 SANDERS ROAD SUITE A2E**

**NORTHBROOK, IL 60062**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by checkmark 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 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

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 7(a)(2)(B) of the Securities Act.

## CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price	Amount of registration fee(2)
Market Value Adjusted Annuity Contracts	\$24,317,421	\$1	\$24,317,421	\$0

- (1) Interests in the market value adjustment account are sold on a dollar basis, not on the basis of a price per share or unit.
- (2) This filing is being made under the Securities Act of 1933 to register \$24,317,421 of interests in market value adjusted annuity contracts. The interests being registered herein are being carried over, as unsold securities, from existing Form S-3 registration statements of the same issuer (333-220835 and 333-220836) filed on October 5, 2017. Because filing fees of \$2,747 and \$576 previously were paid with respect to those securities, there is no filing fee under this registration statement. In accordance with Rule 415 (a)(6), the offering of securities on the earlier registration statement will be deemed terminated as of the effective date of this registration statement.

**Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.**

## **Market Value Adjusted Fixed Account Under Certain Variable Annuity Contracts Issued by Allstate Life Insurance Company**

### **Allstate Life Insurance Company**

**Street Address: 5801 SW 6<sup>th</sup> Ave., Topeka, KS 66606-0001**

**Mailing Address: P.O. Box 758566, Topeka, KS 66675-8566**

**Telephone Number: 1-800-457-7617**

**Fax Number: 1-785-228-4584**

Prospectus dated May 1, 2020

Allstate Life Insurance Company (“Allstate Life” or the “Company”) issues the Market Value Adjusted Fixed Account Option (the “MVA Account Option”) described in this prospectus. The MVA Option is available only under the following variable annuity contracts that we offer: Allstate Advisor; Allstate Advisor Plus, Allstate Advisor Preferred, Allstate Variable Annuity, Allstate Variable Annuity (L Share) and STI Classic Variable Annuity. None of those contracts currently are offered for new sales. However, under outstanding contracts you may be able to make additional purchase payments and allocate additional purchase payments or amounts of Contract Value to the MVA Account Option.

This prospectus is not your contract, although this prospectus provides a description of the material features of the MVA Account Option under your contract. The description of the MVA Account Option’s material features is current as of the date of this prospectus. If certain material provisions of the MVA Account Option are changed after the date of this prospectus, those changes will be described in a supplement to this prospectus and the supplement will become a part of this prospectus.

*Please read and keep this Prospectus for future reference. You should carefully read this prospectus in conjunction with any applicable supplements before taking any action involving the MVA Account Option. This Prospectus supersedes all prior prospectuses. Also, this Prospectus must be read along with the appropriate variable annuity contract prospectus. This Prospectus is in addition to the appropriate variable annuity contract prospectus. All information in the appropriate variable annuity contract prospectus continues to apply unless addressed by this Prospectus.*

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**IMPORTANT  
NOTICES**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities described in this prospectus or passed on the accuracy or the adequacy of this prospectus. Anyone who tell you otherwise is committing a federal crime.**

**The contracts of which the MVA Account Option is a part may have been distributed through broker-dealers that have relationships with banks or other financial institutions or by employees of such banks. However, the contracts and the MVA Account Option are not deposits or obligations of, or guaranteed by such institutions or any federal regulatory agency. Investment in the MVA Account Option involves investment risks, including possible loss of principal.**

**This prospectus does not constitute an offering in any jurisdiction in which such offering may not lawfully be made. We do not authorize anyone to provide any information or representations regarding the offering described in this prospectus other than as contained in this prospectus.**

**The Contracts and the MVA Account Option are not FDIC insured.**

**The MVA Account Option may not be available in all states.**

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## Who is Allstate Life Insurance Company?

Allstate Life is the issuer of the variable annuity contracts under which the MVA Account Option is an investment option. Allstate Life was organized in 1957 as a stock life insurance company under the State of Illinois.

Allstate Life is a wholly-owned subsidiary of Allstate Insurance Company, a stock property-liability insurance company organized under the laws of the state of Illinois. All of the capital stock issued and outstanding of Allstate Insurance Company is owned by The Allstate Corporation.

Allstate Life is licensed to operate in the District of Columbia, Puerto Rico, and all jurisdictions except the State of New York. We intend to offer the MVA Account Option under variable annuity contracts in those jurisdictions in which we are licensed. Our home office is located at 3075 Sanders Road, Northbrook, Illinois 60062.

## Important Terms

**30-Day MVA Window** – as defined on page 6.

**Allstate Life (or the Company)** – Allstate Life Insurance Company, the issuer of the variable annuity contracts under which the MVA Account Option is available.

**Contracts** – The Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred, Allstate Variable Annuity, Allstate Variable Annuity (L Share) and STI Classic Variable Annuity variable annuity contracts issued by Allstate Life under which the MVA Account Option is available.

**Contract Value** – During the accumulation phase, the sum of the value of your interest in the variable sub-accounts you have selected, plus your value in the fixed account option(s) offered by your Contract, including the MVA Account Option.

**Credit Enhancement** – For **Allstate Advisor Plus Contracts**, an amount added to your Contract Value each time you make a purchase payment,

**Death Proceeds** – the death settlement as provided in the applicable Contract.

**Fixed Account Option** – Investment options offered under the Contracts through our general account that credit interest at rates we guarantee. The MVA Account Option is a Fixed Account Option.

**Market Value Adjustment** – A calculation we apply to reflect changes in interest rates from the time you first allocate money to a Market Value Adjusted Fixed Guarantee Period Account to the time the money is taken out of that Market Value Adjusted Fixed Guarantee Period Account under specified circumstances. The Market Value Adjustment may be positive or negative, depending on changes in interest rates. As such, you bear the investment risk associated with changes in interest rates.

**Market Value Adjusted Fixed Guarantee Period or Guarantee Period** – as defined on page 5.

**Market Value Adjusted Fixed Guarantee Period Account** – as defined on page 5.

**Market Value Adjustment Date** – as defined on page 10.

**MVA Account Option** – the Market Value Adjusted Fixed Account Option available under the Contracts, which is referred to as Guaranteed Maturity Amount Fixed Account under the STI Classic variable annuity contract.

**New Account Start Date** – as defined on page 7.

**Payout Start Date** – the date we apply your money under the Contract to provide income payments.

**Treasury Rate** – the U.S. Treasury Note Constant Maturity Yield as reported in Federal Reserve Board Statistical Release H.15. If such yields cease to be available, then we will use an alternate source for such information in our discretion.

## **Expenses**

There is no charge that applies specifically to the MVA Account Option. However, certain charges under certain base variable annuity contracts and riders added to the base contract are based on (i) the Contract Value, which includes the value held in the MVA Account Option, or (ii) net premiums, including premiums allocated to the MVA Account Option. Please refer to the appropriate variable annuity contract for more information as to these charges.

## **Description of the MVA Account Option**

You may allocate purchase payments or transfer amounts into the MVA Account Option. Each such allocation establishes a Guarantee Period Account within the MVA Account Option (“Market Value Adjusted Fixed Guarantee Period Account”), which is defined by the date of the allocation and the length of the initial interest rate guarantee period (“*Market Value Adjusted Fixed Guarantee Period*” or “*Guarantee Period*”). You may not allocate a purchase payment or transfer to any existing Guarantee Period Account. Each purchase payment or transfer allocated to a Market Value Adjusted Fixed Guarantee Period Account must be at least \$100.

At the time you allocate a purchase payment or transfer amount to the MVA Account Option, you must select the Guarantee Period for that allocation from among the Market Value Adjusted Fixed Guarantee Periods available for the MVA Account Option. We currently offer Market Value Adjusted Fixed Guarantee Periods of 3, 5, 7, and 10 years. Market Value Adjusted Fixed Guarantee Periods of 3, 5, and 7 years may not be available in all states. We may offer other Guarantee Periods in the future. If you allocate a purchase payment to the MVA Account Option, but do not select a Market Value Adjusted Fixed Guarantee Period for the new Market Value Adjusted Fixed Guarantee Period Account, we will allocate the purchase payment or transfer to a new Market Value Adjusted Fixed Guarantee Period Account with the same Market Value Adjusted Fixed Guarantee Period as the Market Value Adjusted Fixed Guarantee Period Account of your most recent purchase payment or transfer. If we no longer offer that Market Value Adjusted Fixed Guarantee Period, then we will allocate the purchase payment or transfer to a new Market Value Adjusted Fixed Guarantee Period



Account with the next shortest term currently offered. If you have not made a prior allocation to the MVA Account Option, then we will allocate the purchase payment or transfer to a new Market Value Adjusted Fixed Guarantee Period Account of the shortest Market Value Adjusted Fixed Guarantee Period we are offering at that time. The MVA Account Option is not available in all states. Please check with your sales representative for availability.

The amount you allocate to a Market Value Adjusted Fixed Guarantee Period Account will earn interest at the interest rate in effect for that Market Value Adjusted Fixed Guarantee Period at the time of the allocation. Interest rates may differ depending on the type of Contract you have and may also differ from those available for other Fixed Account Options under your Contract.

Withdrawals and transfers from a Market Value Adjusted Fixed Guarantee Period Account may be subject to a Market Value Adjustment. A Market Value Adjustment may also apply to amounts in the Market Value Adjusted Fixed Account Option if we pay Death Proceeds or if the Payout Start Date begins on a day other than during the 30-day period after such Market Value Adjusted Fixed Guarantee Period Account expires (“30-Day MVA Window”). We will not make a Market Value Adjustment if you make a transfer or withdrawal during the 30-Day MVA Window.

We apply a Market Value Adjustment to reflect changes in interest rates from the time you first allocate money to a Market Value Adjusted Fixed Guarantee Period Account to the time the money is taken out of that Market Value Adjusted Fixed Guarantee Period Account under the circumstances described above. We use the U.S. Treasury Note Constant Maturity Yield as reported in Federal Reserve Board Statistical Release H.15 (“*Treasury Rate*”) to calculate the Market Value Adjustment. We do so by comparing the Treasury Rate for a maturity equal to the Market Value Adjusted Fixed Guarantee Period at the time the Market Value Adjusted Fixed Guarantee Period Account is established with the Treasury Rate for the same maturity at the time the money is taken from the Market Value Adjusted Fixed Guarantee Period Account.

The Market Value Adjustment may be positive or negative, depending on changes in interest rates. As such, you bear the investment risk associated with changes in interest rates. If interest rates have increased since the establishment of a Market Value Adjusted Fixed Guarantee Period Account, the Market Value Adjustment, together with any applicable withdrawal charges, premium taxes, and income tax withholdings could reduce the amount you receive upon full withdrawal from a Market Value Adjusted Fixed Guarantee Period Account to an amount less than the purchase payment used to establish that Market Value Adjusted Fixed Guarantee Period Account.

Generally, if at the time you establish a Market Value Adjusted Fixed Guarantee Period Account, the Treasury Rate for a maturity equal to that Market Value Adjusted Fixed Guarantee Period is higher than the applicable Treasury Rate at the time money is to be taken from the Market Value Adjusted Fixed Guarantee Period Account, the Market Value Adjustment will be positive. Conversely, if at the time you establish a Market Value Adjusted Fixed Guarantee Period Account, the applicable Treasury Rate is lower than the applicable Treasury Rate at the time the money is to be taken from the Market Value Adjusted Fixed Guarantee Period Account, the Market Value Adjustment will be negative.

For example, assume that you purchase a Contract and allocate part of the initial purchase payment (and Credit Enhancements for Allstate Advisor Plus Contracts) to the MVA Account Option to

establish a 5-year Market Value Adjusted Fixed Guarantee Period Account. Assume that the 5-year Treasury Rate at that time is 4.50%. Next, assume that at the end of the 3rd year, you withdraw money from the Market Value Adjusted Fixed Guarantee Period Account. If, at that time, the 5-year Treasury Rate is 4.20%, then the Market Value Adjustment will be positive. Conversely, if the 5-year Treasury Rate at that time is 4.80%, then the Market Value Adjustment will be negative.

The formula used to calculate the Market Value Adjustment and numerical examples illustrating its application are shown in Appendix B of this prospectus.

At the end of a Market Value Adjusted Fixed Guarantee Period, the Market Value Adjusted Fixed Guarantee Period Account expires and we will automatically transfer the money from such Guarantee Period Account to establish a new Market Value Adjusted Fixed Guarantee Period Account with the same Market Value Adjusted Fixed Guarantee Period, unless you notify us otherwise. The new Market Value Adjusted Fixed Guarantee Period Account will be established as of the day immediately following the expiration date of the expiring Market Value Adjusted Guarantee Period Account (“New Account Start Date.”) If the Market Value Adjusted Fixed Guarantee Period is no longer being offered, we will establish a new Market Value Adjusted Fixed Guarantee Period Account with the next shortest Market Value Adjusted Fixed Guarantee Period available. Prior to the expiration date, we will send you a notice, which will outline the options available to you. During the 30-Day MVA Window a Market Value Adjustment will not be applied to transfers and withdrawals from the expiring Market Value Adjusted Fixed Guarantee Period Account and you may elect to:

- transfer all or part of the money from the Market Value Adjusted Fixed Guarantee Period Account to establish a new Guarantee Period Account within the Standard Fixed Account Option or the MVA Account Option, if available; or
- transfer all or part of the money from the Market Value Adjusted Fixed Guarantee Period Account to other investment alternatives available at the time; or
- withdraw all or part of the money from the Market Value Adjusted Fixed Guarantee Period Account. Withdrawal charges and taxes may apply.

The money in the Market Value Adjusted Fixed Guarantee Period Account will earn interest at the interest rate declared for the new Market Value Adjusted Fixed Guarantee Period Account from the New Account Start Date until the date we receive notification of your election. If we receive notification of your election to make a transfer or withdrawal from an expiring Market Value Adjusted Fixed Guarantee Period Account on or before the New Account Start Date, the transfer or withdrawal will be deemed to have occurred on the New Account Start Date. If we receive notification of your election to make a transfer or withdrawal from the expiring Market Value Adjusted Fixed Guarantee Period Account after the New Account Start Date, but before the expiration of the 30-Day MVA Window, the transfer or withdrawal will be deemed to have occurred on the day we receive such notice. Any remaining balance not withdrawn or transferred will earn interest for the term of the new Market Value Adjusted Fixed Guarantee Period Account, at the interest rate declared for such Account. If we do not receive notification from you within the 30-Day Window, we will assume that you have elected to transfer the amount in the expiring Market Value Adjusted Fixed Guarantee Period Account to establish a new Market Value Adjusted Fixed Guarantee Period Account with the same Market Value Adjusted Fixed Guarantee Period, and the amount in the new Market Value Adjusted Fixed Guarantee Period Account will continue to earn

interest at the interest rate declared for the new Market Value Adjusted Fixed Guarantee Period Account, and will be subject to all restrictions of the Market Value Adjusted Fixed Account Option. If we no longer offer that Market Value Adjusted Fixed Guarantee Period, the Market Value Adjusted Fixed Guarantee Period for the new Market Value Adjusted Fixed Guarantee Period Account will be the next shortest term length we offer for the Market Value Adjusted Fixed Account Option at that time, and the interest rate will be the rate declared by us at that time for such term.

## **Distribution of the Contracts**

The MVA Account Option is available only under certain variable annuity contracts issued by Allstate Life, as identified above. Extensive information about the arrangement for distributing the variable annuity contracts is included under “Distribution of the Policies” in the appropriate variable annuity contract prospectus and in the statement of additional information that relates to that prospectus. All of that information applies, regardless of whether you choose to allocate Contract Value to the MVA Account Option, and there is no additional plan of distribution or sales compensation with respect to the MVA Account Option. Also as described in the appropriate variable annuity contract prospectus, the principal underwriter for all of the Contracts (except the Allstate Variable Annuity and the Allstate Variable Annuity (L Share)) is Allstate Distributors, L.L.C. (“ADLLC”), a wholly-owned subsidiary of Allstate Life. The principal underwriter for the Allstate Variable Annuity and the Allstate Variable Annuity (L Share) is Morgan Stanley & Co LLC (“Morgan Stanley & Co.”), a wholly-owned subsidiary of Morgan Stanley. ADLLC and Morgan Stanley & Co. are registered broker dealers under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and are members of the Financial Industry Regulatory Authority. ADLLC and Morgan Stanley & Co. are not required to sell any specific number or dollar amount of securities, but will use their best efforts to sell the securities offered.

## **Additional Information**

### **Reliance on Rule 12h-7**

Rule 12h-7 under the Exchange Act exempts an insurance company from filing reports under the Exchange Act when the insurance company issues certain types of insurance products that are registered under the Securities Act of 1933 and such products are regulated under state law. The MVA Account Options described in this prospectus fall within the exemption provided under rule 12h-7. Allstate Life relies on the exemption provided under Rule 12h-7 and does not file reports under the Exchange Act.

### **Experts**

The consolidated financial statements, and the related financial statement schedules, incorporated in this Prospectus by reference from the Allstate Life Insurance Company’s Annual Report on Form 10-K for the year ended December 31, 2019, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on the consolidated financial statements and financial statement schedules and includes an explanatory paragraph referring to a change in presentation and method of accounting for the recognition and measurement of financial assets and financial liabilities on January 1, 2018, due to adoption of FASB Accounting Standards Update No.

2016-01, Financial Instruments - Overall (Subtopic 825-10)). Such consolidated financial statements and financial statement schedules have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

### **Legal Matters**

Certain matters of state law pertaining to the Contracts, including the validity of the Contracts and Allstate Life's right to issue such Contracts under applicable state insurance law, have been passed upon by Angela K. Fontana, General Counsel of Allstate Life.

## **Annual Reports and Other Documents**

Allstate Life incorporates by reference into the prospectus its latest annual report on Form 10-K filed pursuant to Section 13(a) or Section 15(d) of the Exchange Act and all other reports filed with the SEC under the Exchange Act since the end of the fiscal year covered by its latest annual report, including filings made on Form 10-Q and Form 8-K. Allstate Life will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference into the prospectus but not delivered with the prospectus. Such information will be provided upon written or oral request at no cost to the requester by writing to Allstate Life, P.O. Box 758565, Topeka, KS 66675-8565 or by calling 1-800-4577617. Allstate Life files periodic reports as required under the Securities Exchange Act of 1934. The public may read and copy any materials that Allstate Life files with the SEC at the SEC's Public Reference Room at 100 F Street NE, Room 1580, Washington, DC 20549-2000. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy, and information statements, and other information regarding issuers that file electronically with the SEC (see <http://www.sec.gov>).

## **Disclosure of Commission Position on Indemnification for Securities Act Liabilities**

The Allstate Corporation has secured a financial institutions bond in the amount of \$5,000,000, subject to a \$25,000,000 deductible. The Allstate Corporation also maintains directors' and officers' liability insurance coverage with limits of \$200 million under which Allstate Life, as well as certain other subsidiaries, are covered. A provision in Allstate Life's by-laws provides for the indemnification of individuals serving as directors or officers. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling Allstate Life pursuant to the foregoing provisions, Allstate Life has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

## Appendix I: Market Value Adjustment Examples

### Market Value Adjustment

The Market Value Adjustment is based on the following:

- I = the Treasury Rate for a maturity equal to the term length of the Guarantee Period Account for the week preceding the establishment of the Market Value Adjusted Fixed Guarantee Period Account;
- J = the Treasury Rate for a maturity equal to the term length of the Market Value Adjusted Fixed Guarantee Period Account for the week preceding the date amounts are transferred or withdrawn from the Market Value Adjusted Fixed Guarantee Period Account, the date we determine the Death Proceeds, or the Payout Start Date, as the case may be (“Market Value Adjustment Date”).
- N = the number of whole and partial years from the Market Value Adjustment Date to the expiration of the term length of the Market Value Adjusted Fixed Guarantee Period Account.

Treasury Rate means the U.S. Treasury Note Constant Maturity yield as reported in Federal Reserve Board Statistical Release H.15. If such yields cease to be available in Federal Reserve Board Statistical Release H.15, then we will use an alternate source for such information in our discretion.

The Market Value Adjustment factor is determined from the following formula:

$$.9 \times [I - (J + .0025)] \times N$$

The denominator of the MVA formula includes a factor, currently equal to 0.0025 or 25 basis points. The factor is an adjustment that is applied when an MVA is assessed (regardless of whether the MVA is positive or negative) and, relative to when no factor is applied, will reduce the amount being surrendered or transferred from the MVA Fixed Guarantee Period Account.

To determine the Market Value Adjustment, we will multiply the Market Value Adjustment factor by the amount transferred, withdrawn, paid as Death Proceeds, or applied to an Income Plan from a Market Value Adjusted Fixed Guarantee Period Account at any time other than during the 30 day period after such Guarantee Period Account expires. NOTE: These examples assume that premium taxes are not applicable.

**Examples Of Market Value Adjustment**

Purchase Payment: \$10,000 allocated to a Market Value Adjusted Fixed Guarantee Period Account  
 Guarantee Period: 5 years  
 Interest Rate: 4.50%  
 Full Withdrawal: End of Contract Year 3  
 Contract: Allstate Advisor\*

**Example 1: (Assumes Declining Interest Rates)**

Step 1: Calculate Contract Value at End of Contract Year 3: =  $\$10,000.00 \times (1.045)^3 = \$11,411.66$   
 Step 2: Calculate the Free Withdrawal Amount: =  $.15 \times \$10,000 = \$1500$   
 Step 3: Calculate the Withdrawal Charge: =  $.06 \times (\$10,000 - \$1,500) = \$510$   
 Step 4: Calculate the Market Value Adjustment:  
     I = 4.50%  
     J = 4.20%  
         730 DAYS  
     N = = 2  
         365 DAYS  
     Market Value Adjustment Factor:  $.9 \times [I - (J + .0025)] \times N$   
     =  $.9 \times [.045 - (.042 + .0025)] \times 2 = .0009$   
     Market Value Adjustment = Market Value Adjustment Factor  $\times$  Amount  
     Subject To Market Value Adjustment  
     =  $.0009 \times \$11,411.66 = \$10.27$   
 Step 5: Calculate the amount received by Contract owner as a  
 result of full withdrawal at the end of Contract Year 3: =  $\$11,411.66 - \$510 + \$10.27 = \$10,911.93$

**Example 2: (Assumes Rising Interest Rates)**

Step 1: Calculate Contract Value at End of Contract Year 3: =  $\$10,000.00 \times (1.045)^3 = \$11,411.66$   
 Step 2: Calculate the Free Withdrawal Amount: =  $.15 \times \$10,000 = \$1500$   
 Step 3: Calculate the Withdrawal Charge: =  $.06 \times (\$10,000 - \$1,500) = \$510$   
 Step 4: Calculate the Market Value Adjustment:  
     I = 4.50%  
     J = 4.80%  
         730 DAYS  
     N = = 2  
         365 DAYS  
     Market Value Adjustment Factor:  $.9 \times [I - (J + .0025)] \times N$   
     =  $.9 \times [(.045 - (.048 + .0025))] \times (2) = -.0099$   
     Market Value Adjustment = Market Value Adjustment Factor  $\times$  Amount  
     Subject To Market Value Adjustment:  
     =  $-.0099 \times \$11,411.66 = -(\$112.98)$   
 Step 5: Calculate the amount received by Contract owner as a  
 result of full withdrawal at the end of Contract Year 3: =  $\$11,411.66 - \$510 - \$112.98 = \$10,788.68$

These examples assume the election of the Allstate Advisor Contract for the purpose of illustrating the Market Value Adjustment calculation. The amounts would be different under other Contracts, such as the Allstate Advisor Plus and Allstate Advisor Preferred Contracts, which have different expenses and withdrawal charges. For more information about how Withdrawal Charges and Free Withdrawal Amounts under the Contracts are determined, please see the appropriate variable annuity contract prospectus.

**Item 3. Risk Factors.**

Information required for Part I, Item 3 is incorporated by reference to Part I, Item 1A in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(a). Description of Business.**

Information required for Part I, Item 11(a) is incorporated by reference to Part I, Item 1 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(b). Description of Property.**

Information required for Part I, Item 11(b) is incorporated by reference to Part I, Item 2 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(c). Legal Proceedings.**

Information required for Part I, Item 11(c) is incorporated by reference to Part I, Item 3 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(e). Financial Statements and Notes to Financial Statements.**

Information required for Part I, Item 11(e) is incorporated by reference to Part II, Item 8 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(f). Selected Financial Data.**

Information required for Part I, Item 11(f) is incorporated by reference to Part II, Item 6 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(h). Management's Discussion and Analysis of Financial Condition and Results of Operations.**

Information required for Part I, Item 11(h) is incorporated by reference to Part II, Item 7 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

**Item 11(i). Changes in Disagreements with Accountants on Accounting and Financial Disclosure.**

Information required for Part I, Item 11(i) is incorporated by reference to Part II, Item 9 in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

## Item 11(j). Quantitative and Qualitative Disclosures About Market Risk.

Information required for Part I, Item 11(j) is incorporated by reference to Part II, Item 7A in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.

## Item 11(k). Directors, Executive Officers, Promoters and Control Persons.

### Identification of Directors and Executive Officers

Directors are elected at each annual meeting of shareholders for a term of one year. The biographies of each of the directors and executive officers below contain information regarding the person's service as a director, business experience, director positions at public companies held currently or at any time during the last five years if applicable, and the experiences, qualifications, attributes or skills that caused the company management to determine that a director or executive officer should serve as such for Allstate Life Insurance Company (Allstate Life).

**John E. Dugenske**, 54, has been a director and Executive Vice President and Chief Investment Officer since March 2017, and Corporate Strategy Officer since March 2018. He is a director and President, Investments and Financial Products, of Allstate, the direct parent company of Allstate Life. Mr. Dugenske is responsible for overseeing Allstate's \$88.4 billion investment portfolio. Prior to joining Allstate, Mr. Dugenske served as the group managing director and global head of Fixed Income at UBS Global Asset Management, where he oversaw more than \$200 billion in assets. He was also a member of the UBS Asset Management Executive Committee. Prior to joining UBS in 2008, he held leadership positions at Lehman Brothers and held research and portfolio management roles at Deutsche Asset Management and NISA Investment Advisors, LLC.

**James M. Flewellen**, 62, has been a Senior Vice President since December 2016. Mr. Flewellen is also a Senior Vice President of Allstate, the direct parent company of Allstate Life. He is responsible for leading the life and retirement sales strategy across the field organization. Mr. Flewellen has extensive experience in building distribution capabilities supporting customer needs. Prior to joining Allstate, Mr. Flewellen served for over four years as Chief Distribution Officer at Transamerica, where he managed a diverse distribution portfolio including the Transamerica Career Agency System, Independent Brokerage, World Financial Group and Transamerica Financial Advisors.

**Angela K. Fontana**, 51, has been a director since November 2012 and Vice President, General Counsel and Secretary since May 2013. Ms. Fontana is also a Vice President, Assistant General Counsel and Assistant Secretary of Allstate, the direct parent company of Allstate Life. Since joining Allstate in 1995, Ms. Fontana has progressed through various positions. Ms. Fontana previously served as Chief Compliance Officer of Allstate Life. In addition, she has held positions supporting the Allstate personal lines and Allstate life and retirement business units. Ms. Fontana has a deep understanding of the insurance business generally and has extensive experience in regulatory compliance and government relations. In addition, Ms. Fontana has extensive knowledge regarding Allstate Life's business, including its products, distribution channels and customers. Ms. Fontana serves as a member of the Board of Directors of the Life Insurance Counsel of New York and the Lake Forest Preservation Foundation, as well as a member of the Board of Trustees of Kohl Children's Museum of Greater Chicago.

**Mary Jane Fortin**, 55, has been a director and President since October 2015. Ms. Fortin is also a director and President, Financial Products, of Allstate, the direct parent company of Allstate Life. She leads the go-to-market strategy and execution for Allstate's life and retirement businesses and is responsible for integrating the life and retirement businesses into Allstate personal lines. Ms. Fortin also oversees Allstate Benefits, a leading provider of voluntary benefits solutions. Prior to joining Allstate in 2015, Ms. Fortin served as Executive Vice President and Chief Financial Officer of American International Group (AIG) Consumer Insurance, which includes AIG's global life, retirement and personal lines businesses. She has also served as President and Chief Executive Officer of American General, AIG's group of domestic life insurance companies. Before joining AIG in 2006, Ms. Fortin held various leadership roles at The Hartford, including senior vice president of mutual funds and 529 programs. Ms. Fortin is a member of the Board of Directors of the American Council of Life Insurers (ACLI). She currently serves on the ACLI CEO Steering Committee on Consumer Issues as well as the CEO Steering Committee on Prudential Issues. Ms. Fortin has extensive experience leading major insurance companies and a deep business and financial services background.



**Mario Imbarrato**, 47, has been a director since March 2015. He is a Senior Vice President of Allstate Insurance Company, the direct parent company of Allstate Life. Mr. Imbarrato has extensive experience in financial and capital management, reinsurance management, asset and liability management, actuarial analysis and risk management. Since joining Allstate in 1993, Mr. Imbarrato has held various leadership roles, including leading the planning, financial analysis, expense management, reinsurance, capital planning, strategic operations, investments and financial actuarial teams. Mr. Imbarrato is a Fellow of the Society of Actuaries, a Member of the American Academy of Actuaries and a Chartered Financial Analyst (CFA) charterholder. Mr. Imbarrato is a first cousin of Mr. Rizzo.

**Rebecca D. Kennedy**, 47, has been a Vice President since October 2018. She is also a Vice President of Allstate, the direct parent company of Allstate Life. In this role, Ms. Kennedy is responsible for leading the claims, annuity operations, life compliance, underwriting and risk management services and medical team. Since joining Allstate in 1999, Ms. Kennedy has held various positions of progressive responsibility within the investments and life and retirement organizations. Ms. Kennedy is a Fellow of the Society of Actuaries and a Chartered Financial Analyst. Ms. Kennedy has extensive experience in the life insurance industry, and especially in life and annuity operations.

**Jesse E. Merten**, 45, has been a director since March 2018. Mr. Merten is Executive Vice President and Chief Risk Officer of Allstate, the direct parent company of Allstate Life. He chairs the Enterprise Risk and Return Management Committee, which oversees all corporate risk and return activities. In 2015, Mr. Merten was elected Senior Vice President and Treasurer of The Allstate Corporation and Allstate, responsible for liquidity management, capital sourcing and deployment, bank and rating agency relationships, strategy and corporate financial planning and analysis. Mr. Merten joined Allstate Financial as Senior Vice President and Chief Financial Officer in 2012.

**Julie Parsons**, 47, has been a director since July 2017. Ms. Parsons is Executive Vice President and Chief Operating Officer, Personal Property-Liability, of Allstate, the direct parent company of Allstate Life. Ms. Parsons joined Allstate in 1993. In October 2014, she became Senior Vice President, Vehicle Product Management, where she was responsible for developing, delivering and maintaining a portfolio of personal auto and power sports products. Ms. Parsons became Executive Vice President, Product Operations, in May 2017. Ms. Parsons is a fellow of the Casualty Actuarial Society and currently serves on the Posse Foundation Chicago Advisory Board.

**John C. Pintozzi**, 54, has been a director since February 2020 and Senior Vice President and Controller since October 2019. Mr. Pintozzi is Senior Vice President, Controller and Chief Accounting Officer of The Allstate Corporation and Allstate, each a parent company of Allstate Life. He is responsible for managing the accounting functions for Allstate's property-liability, life, health, and annuity businesses. Mr. Pintozzi previously served as Chief Financial Officer of Allstate Investments beginning in 2012. He is a member of the American Institute of Certified Public Accountants.

**Theresa Resnick**, 57, has been Appointed Actuary since December 2015 and became Vice President in September 2016. She is also a Vice President of Allstate, the direct parent company of Allstate Life. Ms. Resnick is responsible for all aspects of GAAP, statutory and tax valuation in connection with the life, annuity and health liabilities of Allstate's life companies. Prior to joining Allstate in 2007, Ms. Resnick served as Assistant Vice President at Aon, where she developed and led the enterprise risk management process for the global organization. Ms. Resnick has deep knowledge of the insurance industry as well as extensive experience in life and health insurance company financial management.

**Mario Rizzo**, 53, has been a director since March 2018 and Chief Financial Officer since November 2019. Mr. Rizzo is Executive Vice President and Chief Financial Officer of The Allstate Corporation and Allstate, each a parent company of Allstate Life. Mr. Rizzo previously served as Chief Financial Officer of Allstate Personal Lines, where he was responsible for its comprehensive financial planning and analytics. In addition, Mr. Rizzo served for nearly eight years as Allstate's Treasurer and Assistant Treasurer. He joined the company in 1989. Mr. Rizzo serves as a member of the Finance Committee and the Governing Board of UCAN Chicago, an organization focused on empowering youth to develop into future leaders. He is also a Certified Public Accountant. Mr. Rizzo is a first cousin of Mr. Imbarrato.

**Glenn T. Shapiro**, 54, has been a director since March 2018. He is President, Personal Property-Liability, of Allstate, the direct parent company of Allstate Life. From 2016 to 2017, Mr. Shapiro served as Executive Vice President, Claims, of Allstate. Prior to joining Allstate in 2016, Mr. Shapiro was Executive Vice President and Chief Claims Officer at Liberty Mutual Commercial Insurance. Mr. Shapiro has 30 years of experience in the insurance industry. Mr. Shapiro serves on the board of SitStayRead, a Chicago nonprofit dedicated to promoting a culture of reading in low-income communities. He holds CPCU, CLU and ChFC designations.

**Steven E. Shebik**, 63, has been a director since December 2010 and Chief Executive Officer since February 2018. He is also Vice Chairman of The Allstate Corporation and Allstate, each a parent of Allstate Life. Mr. Shebik has held numerous senior roles at Allstate during the past two decades, most recently as Chief Financial Officer of The Allstate Corporation from 2012 to 2018. Mr. Shebik serves on the Board of Trustees of the Chicago Symphony Orchestra, the Dean's Advisory Council of the Gies College of Business and the Finance Operations Committee of the DuPage Foundation. He is a member of Financial Executives International, the American Institute of CPAs and the Illinois CPA Society.

**Steven P. Sorenson**, 55, has been Executive Vice President, Corporate Business Transformation, of Allstate, the direct parent company of Allstate Life Insurance Company, since January 2020. Previously, Mr. Sorenson was responsible for Allstate's customer contact and agency service centers and also led procurement, real estate and the project management organization. Since joining Allstate in 2000, Mr. Sorenson has progressed through various leadership positions within the product and distribution organizations. He served as Executive Vice President of Distribution, Executive Vice President of Product Operations and then as Executive Vice President, Allstate Brand Operations. He serves on the boards of the Foglia YMCA in Lake Zurich, Illinois, as well as the YMCA of Metropolitan Chicago.

**Brian P. Stricker**, 59, has been a director since August 2017 and Senior Vice President since June 2017. He is also a Senior Vice President of Allstate, the direct parent company of Allstate Life. Mr. Stricker is responsible for leading the conception, design, pricing, implementation and management of life insurance products. Mr. Stricker began his career in 1983 at Baltimore Life Insurance Company, where he most recently served as Senior Vice President and Chief Development Officer, leading all product development, acquisition and alliance-related growth initiatives, in addition to marketing and insurance services. Mr. Stricker is a Fellow of the Society of Actuaries and served on the board of the Y in central Maryland.

**Thomas J. Wilson**, 62, has been a director and Chairman of the Board since March 2007. Mr. Wilson is Chairman of the Board, President and Chief Executive Officer of The Allstate Corporation and Allstate, each a parent company of Allstate Life. Mr. Wilson has held a number of senior executive positions since joining Allstate in 1995. He was a director of State Street Corporation from 2012 to May 2017. Mr. Wilson is the chairman of the U.S. Chamber of Commerce and holds active leadership positions within the financial services industry and the community. He is a Board member of the Civic Committee of the Commercial Club of Chicago and a trustee of Rush University Medical Center. Mr. Wilson serves as the national and Illinois Co-Chair for WE Day. He is also the co-chair of Get IN Chicago, a public-private partnership to reduce violent crime among youth in Chicago. He has previously served as chairman of the Property and Casualty CEO Roundtable.

**Item 11(l). Corporate Governance.**

**Compensation Committee Interlocks and Insider Participation**

Allstate Life's Board of Directors does not have a compensation committee. All compensation decisions are made by The Allstate Corporation, as the ultimate parent of Allstate Life. No executive officer of Allstate Life served as a member of the compensation committee of another entity for which any executive officer served as a director of Allstate Life.

**Item 11(m). Security Ownership of Certain Beneficial Owners and Management.**

**Security Ownership of Certain Beneficial Owners**

The following table shows the number of Allstate Life shares owned by any beneficial owner who owns more than five percent of any class of Allstate Life's voting securities.

<b>Title of Class (a)</b>	<b>Name and Address of Beneficial Owner (b)</b>	<b>Amount and Nature of Beneficial Ownership (c)</b>	<b>Percent of Class (d)</b>
Common Stock	Allstate Insurance Company 2775 Sanders Road, Northbrook, IL 60062	23,800	100%
N/A	Allstate Insurance Holdings, LLC 2775 Sanders Road, Northbrook, IL 60062	Indirect voting and investment power of shares owned by Allstate Life Insurance Company	N/A
N/A	The Allstate Corporation 2775 Sanders Road, Northbrook, IL 60062	Indirect voting and investment power of shares owned by Allstate Life Insurance Company	N/A

#### Security Ownership of Directors and Executive Officers

The following table shows the Allstate common shares beneficially owned as of February 17, 2020, by each director and named executive officer of Allstate Life individually, and by all executive officers and directors of Allstate Life as a group. Shares reported as beneficially owned include shares held indirectly through the Allstate 401(k) Savings Plan and other shares held indirectly. It also includes shares subject to stock options exercisable on or before April 30, 2020, and restricted stock units and performance stock awards with restrictions that expire on or before April 30, 2020. The percentage of Allstate common shares beneficially owned by any Allstate Life director, named executive officer or by all directors and executive officers of Allstate Life as a group does not exceed 1%. As of February 17, 2020, none of these shares were pledged as security.

#### SECURITY OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership of Allstate Common Stock (a)</b>	<b>Common Stock Subject to Options Exercisable and Restricted Stock Units and Performance Stock Awards for which restrictions expire on or prior to April 30, 2020 --- Included in Column (a) (b)</b>
John E. Dugenske	194,920	194,626
Angela K. Fontana	9,161	9,062
Mary Jane Fortin	207,721	152,258
Mario Imbarrato	22,549	22,450
Jesse E. Merten	58,993	45,043
Julie Parsons	69,711	57,016
John C. Pintozzi	34,049	19,412
Mario Rizzo	119,702	100,820
Glenn T. Shapiro	105,102	74,276
Steven E. Shebik	634,123	474,631
Brian P. Stricker	8,750	8,581
Thomas J. Wilson	2,983,209	2,644,298
<b>All directors and executive officers as a group</b>	<b>4,719,833</b>	<b>3,994,587</b>

**Item 11(n). Transactions with Related Persons, Promoters, and Certain Control Persons.**

**Transactions with Related Persons**

This table describes certain intercompany agreements involving amounts greater than \$120,000 between Allstate Life and the following companies:

- Allstate Insurance Company (“AIC”), the direct parent of Allstate Life;
- Allstate Insurance Holdings, LLC (“AIH”), an indirect parent of Allstate Life; and
- The Allstate Corporation (“AllCorp”), the ultimate indirect parent of Allstate Life.

Transaction Description	Approximate dollar value of the amount involved in the transaction, per fiscal year		Related Person(s) involved in the transaction <sup>1</sup> and the approximate dollar value of the Related Person's interest in the transaction (\$)		
		(\$)	AIC	AIH	AllCorp
Amended and Restated Service and Expense Agreement between Allstate Insurance Company, The Allstate Corporation and certain affiliates effective January 1, 2004, as amended by Amendment No. 1 effective January 1, 2009; Addendum among Allstate Insurance Company and certain affiliates dated August 17, 2011.	2017	5,502,056,803 <sup>2</sup>	1,217,961,034 <sup>2</sup>	0	15,822,017 <sup>2</sup>
	2018	5,804,734,687 <sup>2</sup>	1,240,766,409 <sup>2</sup>	0	24,791,339 <sup>2</sup>
	2019	5,455,724,500 <sup>2</sup>	1,132,529,633 <sup>2</sup>	0	24,562,359 <sup>2</sup>
Investment Management Agreement among Allstate Investment Management Company, The Allstate Corporation and certain affiliates effective February 1, 2012; Investment Management Agreement among Allstate Investments, LLC, Allstate Insurance Company, The Allstate Corporation and certain affiliates effective January 1, 2007.	2017	156,594,325 <sup>2</sup>	81,345,290	0	0
	2018	159,512,914 <sup>2</sup>	89,275,012	0	0
	2019	152,460,143 <sup>2</sup>	79,320,950	0	0
Intercompany Loan Agreement among The Allstate Corporation, Allstate Life Insurance Company, and other certain subsidiaries of the Allstate Corporation dated February 1, 1996.	2017	119,403,935 <sup>2</sup>	0	0	119,403,935 <sup>2</sup>
	2018	1,115,026,450 <sup>2</sup>	0	0	1,115,026,450 <sup>2</sup>
	2019	(247,543,164) <sup>2</sup>	0	0	(247,543,164) <sup>2</sup>
Amended and Restated Intercompany Liquidity Agreement between Allstate Insurance Company, Allstate Life Insurance Company and The Allstate Corporation effective as of May 8, 2008.	2017	207,479	0	N/A	150,882
	2018	27,350	0		0
	2019	2,425	0		0
Tax Sharing Agreement among The Allstate Corporation and certain affiliates dated as of November 12, 1996.	2017	904,637,086 <sup>3</sup>	954,496,835	0	(127,080,526)
	2018	650,000,001 <sup>3</sup>	720,044,054	0	(107,580,643)
	2019	584,887,734 <sup>3</sup>	533,996,157	0	(87,501,759)
Agreement for the Settlement of State and Local Tax Credits among Allstate Insurance Company and certain affiliates effective January 1, 2007.	2017	866,697 <sup>4</sup>	866,697 <sup>4</sup>	N/A	N/A
	2018	0 <sup>4</sup>	0 <sup>4</sup>		
	2019	0 <sup>4</sup>	0 <sup>4</sup>		
Marketing Coordination and Administrative Services Agreement among Allstate Insurance Company, Allstate Life Insurance Company and Allstate Financial Services, LLC effective January 1, 2003, as amended by First Amendment to Marketing Coordination and Administrative Services Agreement by and among Allstate Life Insurance Company, Allstate Financial Services, LLC and Allstate Insurance Company effective January 1, 2006.	2017	3,944,409 <sup>2</sup>	3,944,409 <sup>2</sup>	N/A	N/A
	2018	3,774,853 <sup>2</sup>	3,774,853 <sup>2</sup>		
	2019	4,403,989 <sup>2</sup>	4,403,989 <sup>2</sup>		

- (1) Each identified Related Person is a Party to the transaction.
- (2) Gross amount of expense received under the transaction.
- (3) Total amounts paid to the Internal Revenue Service.
- (4) Value of transfer transactions.

## **Policies and Procedures for Review and Approval of Related Person Transactions**

All intercompany agreements to which Allstate Life is a party are approved by the Board as well as by the board of any other affiliate of The Allstate Corporation which is a party to the agreement. Intercompany agreements are also submitted for approval to the Illinois Department of Insurance, Allstate Life's domestic regulator pursuant to the applicable state's insurance holding company systems act. This process is documented in an internal procedure that captures the review and approval process of all intercompany agreements. All approvals are maintained in Allstate Life's corporate records.

While there is no formal process for the review and approval of related person transactions between unaffiliated entities specific to Allstate Life, all directors and executive officers of Allstate Life are subject to the Global Code of Business Conduct ("Code"). The Code includes a written conflict of interest policy that was adopted by the Board of Directors of The Allstate Corporation, the ultimate parent company of Allstate Life. Any potential relationship or activity that could impair independent thinking and judgment, including holding a financial interest in a business venture that is similar to Allstate, or in a business that has a relationship with Allstate, must be disclosed to Human Resources. Human Resources will work with representatives from the Law Department, including Enterprise Business Conduct, to determine whether an actual conflict of interest exists. Each director and executive officer must sign a certification annually.

### **Director Independence**

All directors of Allstate Life are employees of Allstate and not subject to director independence requirements.

### **Item 11A. Material Changes.**

None.

## PART II

### INFORMATION NOT REQUIRED IN THE PROSPECTUS

#### ITEM 13. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

Registrant anticipates that it will incur the following approximate expenses in connection with the issuance and distribution of the securities to be registered:

Registration fees	\$	0
Cost of printing and engraving	\$	11,774.00
Legal fees	\$	14,722.22
Accounting fees	\$	6,000.00
Mailing fees	\$	8,140.00

#### ITEM 14. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The By-laws of Allstate Life Insurance Company ("Registrant") provide that Registrant will indemnify all of its directors, former directors, officers and former officers, to the fullest extent permitted under law, who were or are a party or are threatened to be made a party to any proceeding by reason of the fact that such persons were or are directors or officers of Registrant, against liabilities, expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by them. The indemnity shall not be deemed exclusive of any other rights to which directors or officers may be entitled by law or under any articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise. In addition, the indemnity shall inure to the benefit of the legal representatives of directors and officers or of their estates, whether such representatives are court appointed or otherwise designated, and to the benefit of the heirs of such directors and officers. The indemnity shall extend to and include claims for such payments arising out of any proceeding commenced or based on actions of such directors and officers taken prior to the effectiveness of this indemnity; provided that payment of such claims had not been agreed to or denied by Registrant before such date.

The directors and officers of Registrant have been provided liability insurance for certain losses arising from claims or charges made against them while acting in their capacities as directors or officers of Registrant.

#### ITEM 15. RECENT SALES OF UNREGISTERED SECURITIES.

None.

**ITEM 16. EXHIBITS.**

**16(a)**

- (1)(1) [Underwriting Agreement between Allstate Life Insurance Company and Allstate Distributors, L.L.C. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (1)(2) [Underwriting Agreement among Northbrook Life Insurance Company, Northbrook Variable Annuity Account II and Dean Witter Reynolds Inc. \(Northbrook Life Insurance Company was merged into Allstate Life Insurance Company effective January 1, 2003\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (1)(3) [Underwriting Agreement among Glenbrook Life and Annuity Company and Allstate Life Financial Services, Inc. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220836, filed on November 3, 2017.](#)
  
- (1)(5) [Assignment & Delegation of Administrative Services Agreements, Underwriting Agreements, and Selling Agreements between ALFS, Inc. and Allstate Life Insurance Company, Allstate Life Insurance Company of New York, Charter National Life Insurance Company, Intramerica Life Insurance Company, Allstate Distributors, LLC, Allstate Financial Services, LLC & Lincoln Benefit Life Company. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220836, filed on November 3, 2017.](#)
  
- (2) Plan of acquisition, reorganization, arrangement, liquidation or succession. None.
  
- 3(i) [Articles of Incorporation of Allstate Life Insurance Company. Incorporated herein by reference to Post-Effective Amendment No. 3 to Form N-4 Registration Statement of Allstate Financial Advisors Separate Account I, SEC File No. 333-77605, filed on April 24, 2001.](#)
  
- 3(ii) [Amended and Restated By-laws of Allstate Life Insurance Company effective March 15, 2007. Incorporated herein by reference to Allstate Life Insurance Company's Form 8-K, SEC File No. 0-31248, filed on March 20, 2007.](#)
  
- (4)(1) [Form of Allstate Advisor Variable Annuity Contract \("Allstate Advisor" or "Morgan Stanley Variable Annuity"\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(2) [Form of Allstate Advisor Plus Variable Annuity Contract \("Allstate Advisor Plus"\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(3) [Form of Allstate Advisor Preferred Variable Annuity Contract \("Allstate Advisor Preferred" or "Morgan Stanley Variable Annuity—L Share"\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(4) [Form of Enhanced Beneficiary Protection Rider A—Annual Increase \(Allstate Advisor, Morgan Stanley Variable Annuity, Allstate Advisor Preferred and Morgan Stanley Variable Annuity—L Share\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(5) [Form of Enhanced Beneficiary Protection Rider A—Annual Increase \(Allstate Advisor Plus\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(6) [Form of Enhanced Beneficiary Protection Rider B—Maximum Anniversary Value \(Allstate Advisor, Morgan Stanley Variable Annuity, Allstate Advisor Preferred and Morgan Stanley Variable Annuity—L Share\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(7) [Form of Enhanced Beneficiary Protection Rider B—Maximum Anniversary Value \(Allstate Advisor Plus\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
  
- (4)(8) [Form of Earnings Protection Death Benefit Rider \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)

- (4)(9) [Form of Retirement Income Guarantee Rider 1 \(Allstate Advisor, Morgan Stanley Variable Annuity, Allstate Advisor Preferred and Morgan Stanley Variable Annuity—L Share\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(10) [Form of Retirement Income Guarantee Rider 1 \(Allstate Advisor Plus\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(11) [Form of Retirement Income Guarantee Rider 2 \(Allstate Advisor, Morgan Stanley Variable Annuity, Allstate Advisor Preferred and Morgan Stanley Variable Annuity—L Share\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(12) [Form of Retirement Income Guarantee Rider 2 \(Allstate Advisor Plus\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(13) [Form of Income Protection Benefit Rider \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(14) [Form of Spousal Protection Benefit Rider \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(15) [Form of Amendatory Endorsement for Charitable Remainder Trust \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(16) [Form of Amendatory Endorsement for Grantor Trust \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(17) [Form of Amendatory Endorsement for Waiver of Charges \(all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(18) [Form of Amendatory Endorsement for Employees \(Allstate Advisor\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(19) [Form of Withdrawal Charge Option Rider 1. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(20) [Form of Withdrawal Charge Option Rider 2. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(21) [Form of Retirement Income Guarantee Rider 2 \(Plus\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(22) [Form of Income Protection Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(23) [Form of Spousal Protection Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(24) [Form of Amendatory Endorsement for Charitable Remainder Trust. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(25) [Form of Amendatory Endorsement for Grantor Trust. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)



- (4)(26) [Form of Amendatory Endorsement for Waiver of Charges. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(27) [Form of Amendatory Endorsement for Employees. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(28) [Form of TrueReturn Accumulation Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(29) [Form of TrueReturn Accumulation Benefit Rider \(for all Contracts\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(30) [Form of SureIncome Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(31) [Form of Spousal Protection Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(32) [Form of Custodial Spousal Protection Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(33) [Form of SureIncome Plus Withdrawal Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(34) [Form of SureIncome for Life Withdrawal Benefit Rider. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220835, filed on November 3, 2017.](#)
- (4)(35) [Form of STI Classic Flexible Premium Deferred Variable Annuity Contract. Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220836, filed on November 3, 2017.](#)
- (4)(36) [Form of STI Classic Contract Endorsement \(reflecting Allstate as issuer\). Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220836, filed on November 3, 2017.](#)
- (5) [Opinion and Consent of General Counsel re: Legality of the securities being registered. Filed herewith.](#)
- (8) Opinion re: tax matters. None.
- (9) Voting trust agreement. None.
- (10) Material Contracts.
- (10)(1) [Credit Agreement dated April 27, 2012, among The Allstate Corporation, Allstate Insurance Company and Allstate Life Insurance Company, as Borrowers; the Lenders party thereto, Wells Fargo Bank, National Association, as Syndication Agent; Citibank, N.A. and Bank of America, N.A., as Documentation Agents; and JPMorgan Chase Bank, N.A., as Administrative Agent. Incorporated herein by reference to The Allstate Corporation's Quarterly Report on Form 10-Q, SEC File No. 1-11840, filed on May 2, 2012.](#)
- (10)(2) [Amendment No. 1 to Credit Agreement dated as of April 27, 2014. Incorporated herein by reference to The Allstate Corporation's Current Report on Form 8-K, SEC File No. 1-11840, filed on April 29, 2014.](#)
- (10)(3) [Intercompany Loan Agreement among The Allstate Corporation, Allstate Life Insurance Company, and other certain subsidiaries of The Allstate Corporation effective February 1, 1996. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 13, 2007.](#)
- (10)(4) [Amended and Restated Intercompany Liquidity Agreement between Allstate Insurance Company, Allstate Life Insurance Company and The Allstate Corporation effective as of May 8, 2008. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on May 14, 2008.](#)

- (10)(5) [Revolving Loan Credit Agreement, effective December 20, 2010, between American Heritage Life Insurance Company and Road Bay Investments, LLC. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on December 27, 2010.](#)
- (10)(6) [Pledge and Security Agreement, dated as of December 20, 2010, between Road Bay Investments, LLC and American Heritage Life Insurance Company securing obligations under the Revolving Loan Credit Agreement. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on December 27, 2010.](#)
- (10)(7) [Capital Support Agreement between Allstate Life Insurance Company and Allstate Insurance Company effective December 14, 2007. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on February 7, 2008.](#)
- (10)(8) [Form of Amended and Restated Service and Expense Agreement among Allstate Insurance Company, The Allstate Corporation and certain affiliates effective January 1, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(9) [Form of Amendment No. 1 effective January 1, 2009, to Amended and Restated Service and Expense Agreement among Allstate Insurance Company, The Allstate Corporation and certain affiliates dated as of January 1, 2009. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on February 17, 2010.](#)
- (10)(10) [Letter Agreement among Allstate Insurance Company, The Allstate Corporation and certain affiliates, including Allstate Life Insurance Company, effective December 1, 2007. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on May 23, 2008.](#)
- (10)(11) [Addendum among Allstate Insurance Company and certain affiliates dated August 17, 2011 to Amended and Restated Service and Expense Agreement among Allstate Insurance Company, The Allstate Corporation and certain affiliates effective as of January 1, 2004, as amended by amendment No. 1 effective as of January 1, 2009. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 8, 2012.](#)
- (10)(12) [New York Insurer Supplement to Amended and Restated Service and Expense Agreement among Allstate Insurance Company, The Allstate Corporation, Allstate Life Insurance Company of New York and Intramerica Life Insurance Company, effective March 5, 2005. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on August 8, 2005.](#)
- (10)(13) [Limited Servicing Agreement among Allstate Life Insurance Company, Allstate Distributors, L.L.C. and Allstate Financial Services, LLC effective October 1, 2002. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(14) [Form of Investment Management Agreement among Allstate Investment Management Company, The Allstate Corporation and certain affiliates effective February 1, 2012. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on February 7, 2012.](#)
- (10)(15) [Form of Investment Management Agreement among Allstate Investments, LLC, Allstate Insurance Company, The Allstate Corporation and certain affiliates effective January 1, 2007. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(16) [Investment Advisory Agreement and Amendment to Service Agreement as of January 1, 2002, between Allstate Insurance Company, Allstate Investments, LLC and Allstate Life Insurance Company of New York. Incorporated herein by reference to Allstate Life Insurance Company's Form 10, SEC File No. 000-31248, filed on April 24, 2002.](#)
- (10)(17) [Investment Management Agreement between Allstate Investments, LLC and ALIC Reinsurance Company, effective July 1, 2005. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on November 7, 2005.](#)
- (10)(18) [Investment Management Agreement between Allstate Investments, LLC and ALIC Reinsurance Company effective as of March 31, 2008. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on December 23, 2008.](#)
- (10)(19) [Assignment & Delegation of Administrative Services Agreements, Underwriting Agreements, and Selling Agreements entered into as of September 1, 2011 between ALFS, Inc., Allstate Life Insurance Company, Allstate Life Insurance Company of New York, Allstate Distributors, L.L.C., Intramerica Life Insurance Company, and Allstate Financial Services, LLC. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on September 1, 2011.](#)

- (10)(20) [Selling Agreement by and among Allstate Life Insurance Company, Allstate Distributors, L.L.C. \(ALFS, Inc., f/k/a Allstate Life Financial Services, Inc., merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC \(f/k/a LSA Securities, Inc.\) effective July 26, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 26, 2004.](#)
- (10)(21) [Amendment effective August 1, 1999 to Selling Agreement between Allstate Life Insurance Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective July 26, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on November 10, 2004.](#)
- (10)(22) [Amendment effective September 28, 2001, to Selling Agreement between Allstate Life Insurance Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective July 26, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on November 10, 2004.](#)
- (10)(23) [Amendment effective February 15, 2002, to Selling Agreement between Allstate Life Insurance Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective July 26, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on November 10, 2004.](#)
- (10)(24) [Amendment effective April 21, 2003, to Selling Agreement between Allstate Life Insurance Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective July 26, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on November 10, 2004.](#)
- (10)(25) [Selling Agreement and Addenda to Agreement between Allstate Life Insurance Company as successor in interest to Glenbrook Life and Annuity Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective May 17, 2001, December 31, 2001, and November 18, 2002, respectively. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(26) [Selling Agreement by and among Allstate Life Insurance Company of New York, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective May 1, 2005. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 26, 2004.](#)
- (10)(27) [Selling Agreement by and between Lincoln Benefit Life Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective August 2, 1999. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 26, 2004.](#)
- (10)(28) [Marketing Coordination and Administrative Services Agreement among Allstate Insurance Company, Allstate Life Insurance Company and Allstate Financial Services, LLC effective January 1, 2003. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 26, 2004.](#)
- (10)(29) [First Amendment to Marketing Coordination and Administrative Services Agreement by and among Allstate Life Insurance Company, Allstate Financial Services, LLC and Allstate Insurance Company effective January 1, 2006. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on August 8, 2006.](#)
- (10)(30) [Marketing Agreement by and among Allstate Life Insurance Company as successor in interest to Glenbrook Life and Annuity Company, Allstate Distributors, L.L.C. \(ALFS, Inc. merged with and into Allstate Distributors, L.L.C. effective September 1, 2011\) and Allstate Financial Services, LLC effective June 10, 2003. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(31) [Reinsurance and Administrative Services Agreement by and between American Heritage Life Insurance Company and Columbia Universal Life Insurance Company effective February 1, 1998. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 30, 2008.](#)

- (10)(32) [Novation and Assignment Agreement by and among Allstate Life Insurance Company, American Heritage Life Insurance Company and Columbia Universal Life Insurance Company effective June 30, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 30, 2008.](#)
- (10)(33) [Amendment to Reinsurance Agreement effective December 1, 2007, by and between American Heritage Life Insurance Company and Allstate Life Insurance Company. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 30, 2008.](#)
- (10)(34) [Reinsurance Agreement between Allstate Life Insurance Company and American Heritage Life Insurance Company effective December 31, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 9, 2008.](#)
- (10)(35) [Amendment No. 1 dated as of January 1, 2008, to Reinsurance Agreement between Allstate Life Insurance Company and American Heritage Life Insurance Company effective December 31, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 9, 2008.](#)
- (10)(36) [Amendment No. 2 dated and effective as of April 1, 2011, to Reinsurance Agreement between Allstate Life Insurance Company and American Heritage Life Insurance Company effective December 31, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on August 5, 2011.](#)
- (10)(37) [Retrocessional Reinsurance Agreement between Allstate Life Insurance Company and American Heritage Life Insurance Company effective December 31, 2004. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 16, 2005.](#)
- (10)(38) [Reinsurance Agreement effective October 1, 2008, between American Heritage Life Insurance Company and Allstate Life Insurance Company. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on October 28, 2008.](#)
- (10)(39) [Reinsurance Agreement effective July 1, 2010, between Allstate Life Insurance Company and American Heritage Life Insurance Company. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on July 15, 2010.](#)
- (10)(40) [Amendment No. 1 dated and effective as of July 18, 2011, to Reinsurance Agreement effective July 1, 2010, between Allstate Life Insurance Company and American Heritage Life Insurance Company. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on August 5, 2011.](#)
- (10)(41) [Form of Tax Sharing Agreement by and among The Allstate Corporation and certain affiliates dated as of November 12, 1996. Incorporated herein by reference to Allstate Life Insurance Company's Annual Report on Form 10-K, SEC File No. 000-31248, filed on March 17, 2008.](#)
- (10)(42) [Agreement for the Settlement of State and Local Tax Credits among Allstate Insurance Company and certain of its affiliates, including Allstate Life Insurance Company effective January 1, 2007. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on February 21, 2008.](#)
- (10)(43) [Amended and Restated Reinsurance Agreement, dated April 1, 2014, between Allstate Life Insurance Company and Lincoln Benefit Life Company. Incorporated herein by reference to The Allstate Corporation's Periodic Report on Form 8-K, SEC File No. 1-11840, filed on April 7, 2014.](#)
- (10)(44) [Reinsurance Agreement between Allstate Life Insurance Company and Allstate Assurance Company effective April 1, 2015. Incorporated herein by reference to Allstate Life Insurance Company's Quarterly Report on Form 10-Q, SEC File No. 000-31248, filed on May 7, 2015.](#)
- (10)(45) [Surplus Note between Allstate Life Insurance Company and Allstate Assurance Company dated December 2, 2016. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on December 7, 2016.](#)
- (10)(46) [Reinsurance Agreement between Allstate Life Insurance Company and Allstate Assurance Company dated January 19, 2017. Incorporated herein by reference to Allstate Life Insurance Company's Periodic Report on Form 8-K, SEC File No. 000-31248, filed on January 25, 2017.](#)
- (15) Letter re: unaudited interim financial information from Independent Registered Public Accounting Firm. Not applicable.
- (16) Letter re: change in certifying accountant. Not applicable.
- (21) [Subsidiaries of the Registrant. Filed herewith.](#)

- (23) [Consent of Independent Registered Public Accounting Firm. Filed herewith.](#)
- (24) [Powers of Attorney for John E. Dugenske, Angela K. Fontana, Mary Jane Fortin, Mario Imbarrato, Jesse E. Merten, Julie Parsons, John C. Pintozzi, Mario Rizzo, Glenn T. Shapiro, Steven E. Shebik, Brian Stricker, and Thomas J. Wilson. Filed herewith.](#)
- (99)(a) [Merger Agreement and Articles of Merger Between Glenbrook Life and Annuity Company and Allstate Life Insurance Company, Incorporated herein by reference to Pre-Effective Amendment No. 1 to Form S-3 Registration Statement of Allstate Life Insurance Company, SEC File No. 333-220836, filed on November 3, 2017.](#)
- (99)(b) [Experts. Filed herewith.](#)
- (16)(b) [Financial statement schedules required by Regulation S-X \(17 CFR Part 210\) and Item 11\(e\) of Form S-1 are incorporated by reference to Part II, Item 8 and Item 15\(a\)\(2\) in Allstate Life Insurance Company's Annual Report on Form 10-K, filed on February 28, 2020.](#)

## ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to the registration statement: (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Township of Northfield, State of Illinois on the 2nd day of March, 2020.

### ALLSTATE LIFE INSURANCE COMPANY

(REGISTRANT)

By: /s/ Angela K. Fontana

Angela K. Fontana  
Director, Vice President,  
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated and on the 2nd day of March, 2020.

\*/ John E. Dugenske Director

John E. Dugenske

/s/ Angela K. Fontana Director

Angela K. Fontana

\*/ Mary Jane Fortin Director

Mary Jane Fortin

\*/ Mario Imbarrato Director

Mario Imbarrato

\*/ Jesse E. Merten Director

Jesse E. Merten

\*/ Julie Parsons Director

Julie Parsons

\*/ John C. Pintozzi Director and Controller

John C. Pintozzi

\*/ Mario Rizzo Director and Chief Financial Officer

Mario Rizzo

\*/ Glenn T. Shapiro Director

Glenn T. Shapiro

\*/ Steven E. Shebik Director and Chief Executive Officer

Steven E. Shebik

\*/ Brian P. Stricker Director

Brian P. Stricker

\*/ Thomas J. Wilson Director

Thomas J. Wilson

\* By: Angela K. Fontana, pursuant to Power of Attorney, filed herewith.



Exhibit No.	Description
(5)	Opinion and Consent of General Counsel re: Legality of the securities being registered (The Allstate Advisor Variable Annuities).
(21)	Subsidiaries of the Registrant.
(23)	Consent of Independent Registered Public Accounting Firm.
(24)	Powers of Attorney for John E. Dugenske, Angela K. Fontana, Mary Jane Fortin, Mario Imbarrato, Jesse E. Merten, Julie Parsons, John C. Pintozzi, Mario Rizzo, Glenn T. Shapiro, Steven E. Shebik, Brian Stricker, and Thomas J. Wilson.
(99)(b)	Experts.

**Allstate Life Insurance Company**  
2775 Sanders Road, Suite A2E Northbrook, IL 60062  
Phone 847.402.9365  
Email [afontana@allstate.com](mailto:afontana@allstate.com)

Angela K. Fontana  
Director, Vice President,  
General Counsel and Secretary

Law & Regulation

March 2, 2020

To: Allstate Life Insurance Company  
Northbrook, IL 60062

From: Angela K. Fontana  
Director, Vice President,  
General Counsel and Secretary

Re: Form S-1 Registration Statement Under the Securities Act of 1933  
File No. 333-

With reference to the Form S-1 Registration Statement filed by Allstate Life Insurance Company (the "Company"), as Registrant, with the Securities and Exchange Commission covering the Flexible Premium Deferred Variable Annuity Contracts, known as The STI Classic Variable Annuity; The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; and The Allstate Advisor Variable Annuities – Advisor - STI, Advisor Preferred - STI (the "Contracts") described therein, I have examined such documents and such law as I have considered necessary and appropriate, and on the basis of such examination, it is my opinion that as of March 2, 2020:

- 1) The Company is duly organized and existing under the laws of the State of Illinois and has been duly authorized to do business and to issue the Contracts by the Director of Insurance of the State of Illinois.
- 2) The securities registered by the above Registration Statement when issued will be valid, legal and binding obligations of the Company.

I hereby consent to the filing of this opinion as an exhibit to the above referenced Registration Statement and to the use of my name under the caption "Legal Matters" in the prospectus constituting part of the Registration Statement.

Sincerely,

/s/ Angela K. Fontana

Angela K. Fontana  
Director, Vice President, General Counsel and Secretary

Company Name	Domicile
AIMCO Private Fund I Holding, LLC	Delaware
AIMCO Private Fund I, LLC	Delaware
ALIC Reinsurance Company	South Carolina
ALINV Mosaic, LLC	Delaware
Allstate Assignment Company	Nebraska
Allstate Distributors, L.L.C.	Delaware
Allstate Finance Company, LLC	Delaware
Allstate Financial Advisors, LLC	Delaware
Allstate International Assignments, Ltd.	Delaware
Allstate Life Insurance Company of New York	New York
Allstate Settlement Corporation	Nebraska
NBInv AF1, LLC	Delaware
NBInv AF2, LLC	Delaware
NBInv AF3, LLC	Delaware
NBInv AF4, LLC	Delaware
NBInv AF5, LLC	Delaware
NBInv AF6, LLC	Delaware
NBInv APAF1, LLC <sup>1</sup>	Delaware
NBInv Riverside Cars1, LLC	Delaware
NBInv Riverside Management, LLC1	Delaware
Road Bay Investments, LLC	Delaware
West Plaza RE Holdings, LLC	Delaware

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated February 28, 2020, relating to the consolidated financial statements and financial statement schedules of Allstate Life Insurance Company and subsidiaries, appearing in the Annual Report on Form 10-K of Allstate Life Insurance Company for the year ended December 31, 2019. We also consent to the reference to us under the heading “Experts” in such Registration Statement.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois

March 2, 2020

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 26, 2020

/s/ John E. Dugenske  
John E. Dugenske  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Steven E. Shebik and Mario Rizzo and each of them (with full power to each of them to act alone), as her true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 17, 2020

/s/ Angela K. Fontana  
Angela K. Fontana  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as her true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 17, 2020

/s/ Mary Jane Fortin

Mary Jane Fortin  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 17, 2020

/s/ Mario Imbarrato

Mario Imbarrato  
Director



POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 17, 2020

/s/ Jesse E. Merten

Jesse E. Merten  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as her true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 21, 2020

/s/ Julie Parsons  
Julie Parsons  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director and Controller of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 17, 2020

/s/ John C. Pintozzi

John C. Pintozzi

Director and Controller

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director and Chief Financial Officer of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 21, 2020

/s/ Mario Rizzo

Mario Rizzo

Director and Chief Financial Officer

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 18, 2020

/s/ Glenn T. Shapiro  
Glenn T. Shapiro  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director and Chief Executive Officer of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Mario Rizzo and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 26, 2020

/s/ Steven E. Shebik

Steven E. Shebik

Director and Chief Executive Officer

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 26, 2020

/s/ Brian P. Stricker

Brian P. Stricker  
Director

POWER OF ATTORNEY

WITH RESPECT TO

ALLSTATE LIFE INSURANCE COMPANY  
(REGISTRANT)

The undersigned director of Allstate Life Insurance Company constitutes and appoints Angela K. Fontana and Steven E. Shebik and each of them (with full power to each of them to act alone), as his true and lawful attorney-in-fact and agent, in any and all capacities, to sign the Form S-1 registration statement of Allstate Life Insurance Company, as registrant, pertaining to The Allstate Advisor Variable Annuities - Allstate Advisor, Allstate Advisor Plus, Allstate Advisor Preferred; The Allstate Variable Annuities - Allstate Variable Annuity, Allstate Variable Annuity - L Share; The Allstate Advisor Variable Annuities - Advisor - STI, Advisor Preferred - STI; AIM Lifetime Plus II Variable Annuity; AIM Lifetime Enhanced Choice Variable Annuity; The Allstate Provider Suite Variable Annuities; The Allstate Provider Variable Annuity Series - The Allstate Provider Advantage Variable Annuity, The Allstate Provider Advantage Ultra Variable Annuity, The Allstate Provider Advantage Extra Variable Annuity, The Allstate Provider Advantage - STI Annuity, The Allstate Provider Ultra - STI Annuity; AIM Lifetime America Variable Annuities Series - AIM Lifetime America Classic, AIM Lifetime America Regal, AIM Lifetime America Freedom; The STI Classic Variable Annuity; AIM Lifetime Plus Variable Annuity; The Allstate ChoiceRate Annuity; The Allstate Choice Plus; The Custom Annuity; The Custom Plus Annuity; The Scheduled Annuity Manager; and The Allstate RightFit annuity; and any amendments thereto, and to file the same, with exhibits and other documents in connection therewith, with the Securities and Exchange Commission or any other regulatory authority as may be necessary or desirable. I hereby ratify and confirm each and every act that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof. My subsequent disability or incapacity shall not affect this Power of Attorney.

February 20, 2020

/s/ Thomas J. Wilson

Thomas J. Wilson

Director



Exhibit 99(b)

## **EXPERTS**

The consolidated financial statements, and the related financial statement schedules, incorporated in this Prospectus by reference from the Allstate Life Insurance Company's Annual Report on Form 10-K for the year ended December 31, 2019, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report, which is incorporated herein by reference (which report expresses an unqualified opinion on the consolidated financial statements and financial statement schedules and includes an explanatory paragraph referring to a change in presentation and method of accounting for the recognition and measurement of financial assets and financial liabilities on January 1, 2018, due to adoption of FASB Accounting Standards Update No. 2016-01, Financial Instruments - Overall (Subtopic 825-10)). Such consolidated financial statements and financial statement schedules have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.