

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS  
AND INDEPENDENT AUDITORS' REPORT**

**DECEMBER 31, 2013 AND 2012**

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

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**INDEPENDENT AUDITORS' REPORT**

**To the Shareholder and Directors of Annuity and Life Re (Holdings), Ltd.**

We have audited the accompanying consolidated financial statements of Annuity and Life Re (Holdings), Ltd. (the "Company"), which comprise the consolidated balance sheets as of December 31, 2013 and 2012, and the related consolidated statements of income and comprehensive (loss) income, changes in shareholder's equity and cash flows for the years then ended, and the related notes to the financial statements.

**Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatements, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Annuity and Life Re (Holdings), Ltd. as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Arthur Morris & Company Limited*

**Hamilton, Bermuda**  
**June 23, 2014**

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

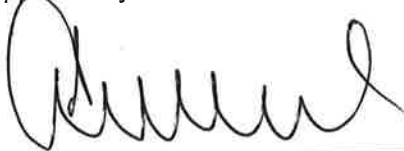
**CONSOLIDATED BALANCE SHEETS**

**DECEMBER 31, 2013 and 2012**

(Expressed in U.S. dollars)

|   | 2013                 | 2012                 |
|---|----------------------|----------------------|
| <b>ASSETS</b>                                     |                      |                      |
| Cash and cash equivalents (note 3)                | \$ 541,700           | \$ 3,460,991         |
| Investments (note 4)                              | 17,955,815           | 18,165,561           |
| Interest receivable (note 4)                      | 569,021              | 514,034              |
| Due from Pope Investments II LLC (note 6)         | 2,107,505            | 1,477,995            |
| Other assets                                      | 34,268               | 26,730               |
| Insurance balance receivable                      | -                    | 5,959                |
| Deferred acquisition costs                        | -                    | 423                  |
| <b>TOTAL ASSETS</b>                               | <b>\$ 21,208,309</b> | <b>\$ 23,651,693</b> |
| <b>LIABILITIES</b>                                |                      |                      |
| Reserve for losses and loss expenses (note 5)     | \$ 95,962            | \$ 154,267           |
| Due to affiliate (note 6)                         | 250,000              | 250,000              |
| Commissions payable (note 7)                      | -                    | 96,611               |
| Accounts payable and accrued expenses             | 44,373               | 53,709               |
| Unearned premiums                                 | -                    | 2,013                |
| <b>TOTAL LIABILITIES</b>                          | <b>390,335</b>       | <b>556,600</b>       |
| <b>SHAREHOLDER'S EQUITY</b>                       |                      |                      |
| Share capital (note 8)                            | 5,017,500            | 5,017,500            |
| Additional paid-in-capital                        | 17,163,633           | 17,163,633           |
| Accumulated other comprehensive (loss) income     | (1,151,035)          | 1,690,276            |
| Deficit   | (212,124)            | (776,316)            |
| <b>TOTAL SHAREHOLDER'S EQUITY</b>                 | <b>20,817,974</b>    | <b>23,095,093</b>    |
| <b>TOTAL LIABILITIES AND SHAREHOLDER'S EQUITY</b> | <b>\$ 21,208,309</b> | <b>\$ 23,651,693</b> |

Approved by the Board:



Director

*The accompanying notes form an integral part of these consolidated financial statements.*

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE (LOSS) INCOME**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

|  | 2013                  | 2012                |
|--|-----------------------|---------------------|
| <b>UNDERWRITING INCOME</b>                                 |                       |                     |
| Premiums written   | \$ (2,251)            | \$ (2,173)          |
| Change in unearned premiums                                | 2,013                 | (2)                 |
| <b>Net premiums earned</b>                                 | <b>(238)</b>          | <b>(2,175)</b>      |
| <b>UNDERWRITING EXPENSES</b>                               |                       |                     |
| Losses and loss expenses (note 5)                          | (54,908)              | (471,632)           |
| Acquisition costs  | 234                   | (506)               |
| Commutation expense (note 1)                               | 18,231                | -                   |
| Profit commission (note 7)                                 | 4,070                 | 96,611              |
| <b>Total underwriting expenses</b>                         | <b>(32,373)</b>       | <b>(375,527)</b>    |
| <b>NET UNDERWRITING INCOME</b>                             | <b>32,135</b>         | <b>373,352</b>      |
| <b>NET INVESTMENT INCOME</b> (note 4)                      | <b>1,218,916</b>      | <b>1,029,109</b>    |
| <b>INCOME BEFORE OPERATING EXPENSES</b>                    | <b>1,251,051</b>      | <b>1,402,461</b>    |
| <b>OPERATING EXPENSES</b>                                  | <b>(686,859)</b>      | <b>(623,333)</b>    |
| <b>NET INCOME</b>  | <b>564,192</b>        | <b>779,128</b>      |
| <b>OTHER COMPREHENSIVE (LOSS) INCOME</b>                   |                       |                     |
| Holding (loss) gain on investments arising during the year | (2,841,311)           | 1,175,998           |
| <b>COMPREHENSIVE (LOSS) INCOME</b>                         | <b>\$ (2,277,119)</b> | <b>\$ 1,955,126</b> |

*The accompanying notes form an integral part of these consolidated financial statements.*

ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY

CONSOLIDATED STATEMENTS OF CHANGES IN  
SHAREHOLDER'S EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

*(Expressed in U.S. dollars)*

|   | 2013                 | 2012                 |
|---|----------------------|----------------------|
| <b>Share capital</b>                                    |                      |                      |
| Balance at beginning and end of year                    | \$ 5,017,500         | \$ 5,017,500         |
| <hr/>   |                      |                      |
| <b>Additional paid-in-capital</b>                       |                      |                      |
| Balance at beginning and end of year                    | 17,163,633           | 17,163,633           |
| <hr/>   |                      |                      |
| <b>Accumulated other comprehensive (loss) income</b>    |                      |                      |
| Balance at beginning of year                            | 1,690,276            | 514,278              |
| Change in accumulated other comprehensive (loss) income | (2,841,311)          | 1,175,998            |
| Balance at end of year                                  | (1,151,035)          | 1,690,276            |
| <hr/>   |                      |                      |
| <b>Deficit</b>  |                      |                      |
| Balance at beginning of year                            | (776,316)            | (1,555,444)          |
| Net income for the year                                 | 564,192              | 779,128              |
| Balance at end of year                                  | (212,124)            | (776,316)            |
| <hr/>   |                      |                      |
| <b>TOTAL SHAREHOLDER'S EQUITY</b>                       | <b>\$ 20,817,974</b> | <b>\$ 23,095,093</b> |

*The accompanying notes form an integral part of these consolidated financial statements.*

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

|   | 2013               | 2012                |
|---|--------------------|---------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>   |                    |                     |
| Net income for the year   | \$ 564,192         | \$ 779,128          |
| Adjustments to reconcile net income from continuing operations to cash used for operating activities: |                    |                     |
| Net realized gain on sale of investments  | (54,649)           | 134,499             |
| Changes in assets and liabilities:  |                    |                     |
| Interest receivable   | (54,987)           | 63,214              |
| Due from Pope Investments II LLC  | (629,510)          | (1,477,995)         |
| Other assets  | (7,538)            | 3,770               |
| Insurance balance receivable  | 5,959              | 1,856               |
| Deferred acquisition costs  | 423                | -                   |
| Reserve for losses and loss expenses  | (58,305)           | (510,714)           |
| Due to affiliate  | -                  | 250,000             |
| Commissions payable   | (96,611)           | (24,246)            |
| Accounts payable and accrued expenses   | (9,336)            | 19,452              |
| Unearned premiums   | (2,013)            | 2                   |
| <b>NET CASH USED FOR OPERATING ACTIVITIES</b>   | <b>(342,375)</b>   | <b>(761,034)</b>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>   |                    |                     |
| Purchase of investments   | (2,843,683)        | (6,657,513)         |
| Proceeds from sale of investments   | 266,767            | 4,820,677           |
| Settlement of notes receivable  | -                  | 3,684,090           |
| <b>NET CASH (USED FOR) PROVIDED BY INVESTING ACTIVITIES</b>   | <b>(2,576,916)</b> | <b>1,847,254</b>    |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>   |                    |                     |
| Payment of loans payable  | -                  | (15,420,000)        |
| <b>NET CASH USED FOR FINANCING ACTIVITIES</b>   | <b>-</b>           | <b>(15,420,000)</b> |
| <b>DECREASE IN CASH AND CASH EQUIVALENTS</b>  | <b>(2,919,291)</b> | <b>(14,333,780)</b> |
| <b>CASH AND CASH EQUIVALENTS – Beginning of year</b>  | <b>3,460,991</b>   | <b>17,794,771</b>   |
| <b>CASH AND CASH EQUIVALENTS – End of year</b>  | <b>\$ 541,700</b>  | <b>\$ 3,460,991</b> |

*The accompanying notes form an integral part of these consolidated financial statements.*

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**1. BUSINESS ACTIVITY**

Annuity and Life Re (Holdings), Ltd. ("Holdings") was incorporated under the laws of Bermuda on December 2, 1997. Its principal activity is that of investment holding.

Holdings was wholly owned by Pope Investments II LLC, a managed limited liability company registered in Delaware. During the year, the Board of Directors of Holdings approved the transfer of all its common shares from Pope Investments II LLC to Wilson & Co., a nominee company owned by HSBC Bermuda Custody Services for and on behalf of National Financial Services, with the intent of allowing more liquidity to the Company's investors.

The financial statements include the accounts of Holdings and its wholly owned subsidiary, Annuity and Life Reassurance, Ltd. ("ALRE"), a Class 3A and Class C insurer under the Insurance Act, 1978 of Bermuda and related regulations. ALRE has not written any long-term business since December 31, 2005 and does not intend to continue writing any long-term business in the near future. Effective August 1, 2013, ALRE entered into a commutation and release agreement with Alterra Bermuda Limited, in respect of the Property Quota Share Retrocession Agreement which both parties entered into in January 1, 2010. The commutation and release agreement mutually releases both parties from any and all past, present and future payment obligations in connection with the Retrocession agreement.

Holdings and ALRE are collectively referred to herein as the "Company."

In 2012, the Company obtained a waiver on the qualified investor restriction, effectively allowing the Company's listed securities to be held by the general public, subject to a few requirements imposed on regular publicly listed entities in the BSX.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

The significant accounting policies are as follows:

**(a) Basis of consolidation**

The consolidated financial statements include the accounts of Holdings and ALRE. All significant inter-company accounts and transactions have been eliminated upon consolidation.



**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**(b) Cash and cash equivalents**

Cash and cash equivalents are carried at market value, and consist of money market funds and short-term investments, with original maturities of 90 days or less.

**(c) Premiums written**

Premiums are recognized as revenue on a pro-rata basis over the periods of the respective policies or contracts of reinsurance. The portion of premiums that will be earned in the future are deferred and reported as unearned premiums. Premiums which are subject to adjustment are estimated based upon available information. Any variances from the estimates are recorded in the periods in which they become known.

**(d) Reserve for losses and loss expenses**

**Long-term Business**

The development of reserves for policy benefits and for claims incurred but not reported ("IBNR") for the Company's long-term products requires management to make estimates and assumptions regarding mortality, lapse, persistency, expenses and investment experience. Such estimates are primarily based on historical experience and information provided by ceding companies. Actual results could differ materially from those estimates. Management monitors actual experience and, where circumstances warrant, revises its assumptions and the related reserve estimates. In certain instances, the Company continues to be liable for claims arising on novated contracts which pre-date the novation agreement.

**General Business**

The liability for losses and loss adjustment expenses in relation to the Company's general reinsurance activities included an amount determined from loss reports and individual cases received from the ceding reinsurer and an amount, based on past experience and based on the study performed by an independent actuary, for losses incurred but not reported. These liabilities were commuted on August 1, 2013.

**(e) Acquisition costs and profit commission**

Acquisition costs, primarily commission and brokerage expenses, represent those costs which vary with and are primarily related to the acquisition of the general reinsurance contracts. These costs are deferred and are amortized over the period during which related premiums are earned.

Profit commission is accrued in accordance with the terms of the Property Quota Share retrocession agreement in an amount based upon the net income on the contract as recorded in the financial statements.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (continued)

**(f) Investments**

Investments are carried at their fair value with the unrealized gain or loss reported as accumulated other comprehensive (loss) income on the consolidated balance sheets. A decline in the fair value of any available for sale security below its cost that is deemed other than temporary is charged to earnings, resulting in the establishment of a new cost basis for the security.

Realized gains and losses on investments are recognized in the consolidated statements of income and comprehensive (loss) income using the specific identification method. Interest income is recognized on an accrual basis.

**Other-than-temporary Impairments on Investments**

An impairment is considered to be other-than-temporary if the Company (i) intends to sell the security, (ii) more likely than not will be required to sell the security before recovering its cost, or (iii) does not expect to recover the security's entire amortized cost basis (even if the Company does not intend to sell). A "credit loss" is recognized when the present value of cash flows expected to be collected from the debt security is less than the amortized cost basis of the security. If there is an intent to sell the impaired security, then the full OTTI is recognized in earnings in the period. If there is no intent to sell the impaired security but there is a credit loss then the credit loss portion of the unrealized loss is recognized in earnings with the remainder recognized in other comprehensive (loss) income.

**(g) Use of estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes that the amounts included in the consolidated financial statements reflect the Company's best estimates and assumptions, actual results could differ from these estimates.

**3. RESTRICTED ASSETS**

The Company's cash and cash equivalents as at December 31, 2012 included an amount of \$1,172,986 which was held in a trust account restricted in accordance with the Company's Property Quota Share retrocession agreement with the ceding reinsurer. The agreement provided that the Company has a maximum liability equal to 300% of its reinsurance premiums written. Following the commutation during the year, the cash held at the trust account was withdrawn and moved to the Company's unrestricted investment account.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**4. INVESTMENTS**

The cost, gross unrealized gains, gross unrealized losses and market value of investments are as follows:

|                    | <b>Cost</b>          | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Net Market<br/>Value</b> |
|--------------------|----------------------|---------------------------------------|--|-----------------------------|
| <b><u>2013</u></b> |                      |                                       |  |                             |
| Equities           | \$ 5,747,667         | \$ 1,205,808                          | \$ -                                   | \$ 6,953,475                |
| Bonds              | 13,359,183           | -                                     | (2,356,843)                            | 11,002,340                  |
|                    | <u>\$ 19,106,850</u> | <u>\$ 1,205,808</u>                   | <u>\$ (2,356,843)</u>                  | <u>\$ 17,955,815</u>        |
| <br>               |                      |                                       |  |                             |
|                    | <b>Cost</b>          | <b>Gross<br/>Unrealized<br/>Gains</b> | <b>Gross<br/>Unrealized<br/>Losses</b> | <b>Net Market<br/>Value</b> |
| <b><u>2012</u></b> |                      |                                       |  |                             |
| Equities           | \$ 5,468,609         | \$ 1,070,335                          | \$ -                                   | \$ 6,538,944                |
| Bonds              | 11,006,676           | 619,941                               | -                                      | 11,626,617                  |
|                    | <u>\$ 16,475,285</u> | <u>\$ 1,690,276</u>                   | <u>\$ -</u>                            | <u>\$ 18,165,561</u>        |

As at December 31, 2013, the interest receivable relating to the bonds amounted to \$569,021 (2012 - \$514,034).

The Company adopted the provisions of Accounting Standards Codification Topic ("ASC") No. 820 - "Fair Value Measurements" (ASC No 820). Under ASC No. 820, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the "exit price") in an orderly transaction between market participants at the measurement date.

In determining fair value, the Company uses various valuation approaches. ASC 820 establishes a fair value hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Company. Unobservable inputs reflect the Company's assumption about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**4. INVESTMENTS** (continued)

**Level 1** - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Valuation adjustments and block discounts are not applied to Level 1 assets and liabilities. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these assets and liabilities does not entail a significant degree of judgment.

**Level 2** - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

**Level 3** - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The categorization of the Company's financial assets recorded at fair value based upon the fair value hierarchy as at December 31, 2013 are as follows:

| Description                              | Level 1              | Level 2     | Level 3     | Total                |
|--|----------------------|-------------|-------------|----------------------|
| Fixed maturities,<br>available for sale  | \$ 11,002,340        | \$ -        | \$ -        | \$ 11,002,340        |
| Equity securities,<br>available for sale | 6,953,475            | -           | -           | 6,953,475            |
| Total investments                        | <u>\$ 17,955,815</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 17,955,815</u> |

There were no transfers between levels for the years ended December 31, 2013 and 2012.

Net investment income comprised of:

|   | 2013                | 2012                |
|---|---------------------|---------------------|
| Interest income                             | \$ 1,164,267        | \$ 1,163,608        |
| Realized gain (loss) on sale of investments | 54,649              | (134,499)           |
|   | <u>\$ 1,218,916</u> | <u>\$ 1,029,109</u> |

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**5. RESERVE FOR LOSSES AND LOSS EXPENSES**

The movement in the reserve for losses and loss expenses is summarized as follows:

|   | 2013             | 2012              |
|---|------------------|-------------------|
| <b>Long Term Business</b>                       |                  |                   |
| Provisions, beginning of year                   | \$ 95,962        | \$ 100,000        |
| Losses incurred related to prior years          | -                | -                 |
| Losses paid related to prior years              | -                | (4,038)           |
| Provisions, end of year                         | \$ 95,962        | \$ 95,962         |
| <b>General Business</b>                         |                  |                   |
| Provisions, beginning of year                   | \$ 58,305        | \$ 564,981        |
| Losses incurred related to prior years          | (54,908)         | (471,632)         |
| Losses paid related to prior years              | (3,397)          | (35,044)          |
| Provisions, end of year                         | -                | 58,305            |
| <b>Total reserve for loss and loss expenses</b> | <b>\$ 95,962</b> | <b>\$ 154,267</b> |

**6. RELATED PARTY TRANSACTIONS**

These represent borrowings to and from Pope Investments II LLC and the Company's affiliate in the normal course of business operation. These are unsecured, non-interest bearing and are collectible on demand.

**7. PROFIT COMMISSIONS**

In accordance with the Property Quota Share retrocession agreement, the Company shall pay the profit commission due to the ceding reinsurer 24 months after the inception of the agreement. The profit commission accrued at year end amounted to \$nil (2012 - \$96,611).

**8. SHARE CAPITAL**

Effective September 21, 2011, Holdings increased its authorized share capital to 100,000,000 shares of \$1 par value from authorized shares of 100 of \$1 par value. As at December 31, 2013, Holdings had issued 5,017,500 shares (2012 - 5,017,500).

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
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**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**9. WARRANTS**

In 2003, the Company issued warrants to purchase an aggregate one million common shares of the Company at an exercise price of \$1.25 per share to Hartford Life, the ceding company under the Company's then largest guaranteed minimum death benefit reinsurance agreement. The warrants were issued in connection with the recapture of that agreement and expired on June 30, 2013, and are not exercisable.

In connection with the recapture of the Company's GMDB/GMIB reinsurance agreement with CIGNA on October 26, 2004, the Company issued CIGNA a warrant dated as of September 30, 2004 to acquire one million common shares of the Company at an exercise price of \$1.00 per share. The warrant expires on September 30, 2014 and is currently exercisable.

As a result of the amalgamation, the warrant holders are entitled to the amalgamation consideration of \$0.4458 per share upon exercise date. As the exercise price of the respective warrants is greater than the amalgamation consideration, management believes that the warrants are worthless.

To date, the Company has not receive any expression from either Hartford Life or CIGNA of any intent to exercise the warrants described above.

**10. CONTINGENCIES**

As a result of significant operating losses, ALRE became unable to meet its monetary obligations under certain reinsurance treaties in 2002. Since that time ALRE has negotiated termination, recapture, and novation or coinsurance agreements for all reinsurance treaties with the applicable counterparties or independent third parties.

However, ALRE may be subject to contingencies for amounts that may be due under previously terminated or recaptured reinsurance agreements relating to deaths that occurred prior to such terminations or recaptures. ALRE has successfully executed complete releases on twenty-seven such contracts but has been unable to obtain them on the remaining eleven.

During the year, ALRE paid a total of \$nil (2012 - \$4,038) in accordance with previously terminated or recaptured reinsurance agreements.

**ANNUITY AND LIFE RE (HOLDINGS), LTD.  
AND SUBSIDIARY**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012**

*(Expressed in U.S. dollars)*

**11. STATUTORY REQUIREMENTS AND DIVIDEND RESTRICTIONS**

ALRE is required to comply with the provisions of the Companies Act that regulate the payment of dividends and the making of distributions from contributed surplus. ALRE may not declare or pay a dividend, or make a distribution out of contributed surplus, if there are reasonable grounds for believing that: (i) the relevant company is, or would be after the payment, unable to pay its liabilities as they become due; or (ii) the realizable value of the relevant Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

ALRE must maintain long-term business assets of a value of at least \$500,000 greater than its long-term business liabilities. It is prohibited from declaring or paying dividends unless the value of its long-term business assets exceed the amount of its long-term business liabilities (as certified by an approved actuary), by the amount of the dividend and by at least \$500,000. Additionally, the amounts of any such dividend must not exceed the aggregate of those excess and other funds properly available for the payment of dividends, including funds arising out of its business aside from its long-term business. Any dividends paid out of contributed capital and in excess of 15% of the prior year's shareholder's capital must be approved by the Bermuda Monetary Authority.

In 2012 ALRE declared a dividend-in-specie to its parent (Holdings) amounting to \$2,001,754 to settle intercompany balances. The dividend was taken out of ALRE's general business capital and surplus.

In relation to its general business, ALRE as of December 31, 2013, met the required Minimum General Business Solvency Margin and the required Minimum Liquidity Ratio.

The required Minimum General Business Solvency Margin as of December 31, 2013 was \$1,000,000 (2012 - \$1,000,000) and the statutory capital and surplus at that date was \$18,868,588 (2012 - \$21,012,513).

The Minimum Liquidity Ratio is the ratio of the insurer's relevant assets to its relevant liabilities; the minimum allowable ratio is 75%. The Company's relevant assets in relation to its general business as of December 31, 2013 was \$18,376,948 (2012 - \$21,458,212) and 75% of its relevant liabilities as of December 31, 2013 was \$22,343 (2012 - \$146,774).

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**12. TAXATION**

The effective tax rate provided for in the consolidated financial statements is computed at a rate of zero. The Company's operations are based in Bermuda and as a result income is exempt from taxation. There is no income or capital gains tax payable by the Company.

Under current Bermuda law, the Company received from the Bermuda Minister of Finance, under The Exempted Undertakings Tax Protection Act 1966 of Bermuda, assurances to the effect that in the event of there being enacted by Bermuda any legislation imposing tax computed on profits or income, or computed on any capital asset, gain or appreciation, or any tax in the nature of estate duty or inheritance tax, then the imposition of any such tax shall not be applicable to them or to any of their respective operations or to their shares, debentures or other obligations until March 31, 2035.

**Tax Related Risks and Uncertainties**

As required by the uncertain tax position guidance in Accounting Standards Codification ("ASC") 740 - "Income Taxes, the Company recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applied the uncertain tax position guidance in ASC 740 to all tax positions for which the statute of limitations remained open. There were no changes to the Company's unrecognized tax benefit liability because the Company believes, more likely than not, that all tax positions would be sustained upon audit.

**13. FINANCIAL INSTRUMENTS AND RELATED RISKS**

The Company's financial instruments consist of cash and cash equivalents, investments, interest receivable, due from Pope Investments LLC, insurance balance receivable, reserve for losses and loss expenses, due to affiliate, commissions payable and accounts payable and accrued expenses.

The carrying value of cash and cash equivalents, interest receivable, insurance balance receivable, commissions payable and accounts payable and accrued expenses approximates fair value due to their short term nature.

The carrying value of investments is at fair value based on available market information.

The amount due from Pope Investments II LLC and due to affiliate is not at fair value. The terms are set out in Note 6.

The commission payable is not at fair value and is recorded in accordance with the Property Quota Share retrocession agreement.

The carrying value of reserves for losses and loss expenses is not at fair value and is recorded using management's best estimate together with the recommendations of the actuaries of the ultimate cost of settlement of losses.



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**13. FINANCIAL INSTRUMENTS AND RELATED RISKS** (continued)

The Company's investment activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most significant types of financial risks to which the Company is exposed to are market risk, credit risk and interest rate risk.

The nature and extent of the financial instruments outstanding at the balance sheet date and the risk management policies employed by the Company are discussed below:

**(a) Market risk**

The prices of the financial instruments in which the Company may invest can be highly volatile. Price movements are influenced by, among other things, changing supply and demand relationships, trade, fiscal programs and policies of governments, national and international political and economic events and policies.

**(b) Credit risk**

A concentration of credit risk exists when there are significant contracts with individual counterparties or when groups of issuers or counterparties have similar business characteristics that would cause their ability to meet contract commitments to be adversely affected, in a similar manner, by changes in the economy or other market conditions. The Company conducts business with financial institutions believed to be well established and monitors credit risk on both an individual and group counterparty basis.

**(c) Interest rate risk**

The Company is exposed to interest rate risk on cash and cash equivalents held at financial institutions and note receivables with third parties. The Company is subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates. The Company manages this risk by depositing cash in established financial institutions in economically stable countries and evaluating the financial position of the third parties involved.

**(d) Concentration of risk**

The Company's fixed maturity investment portfolio comprises two bonds issued by non-US government agencies which are rated Baa3 by Moody's. The failure of either of the issuers of these bonds to meet their contractual obligations would result in material losses to the Company.

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**14. SUBSEQUENT EVENTS**

Management has performed an evaluation of the Company's activities through to June 23, 2014, the date these financial statements were available to be issued, and concluded that there are no additional subsequent events requiring recognition or disclosure.

In June 2014, the Company applied for a repurchase of 2,375,625 of its own shares from Wilson & Co. The repurchase has been approved and will be executed within the facilities of the Bermuda Stock Exchange. Total purchase price amounted to \$17,687,505. The said repurchase will be funded in part through settlement of intercompany accounts between the Company and ALRE via dividend-in-specie, and settlement of intercompany accounts between the Company and Pope Investments II LLC. The repurchase will be recorded as treasury shares at cost in the Company's books.