AMERUS GROUP CO/IA
Form 10-Q
November 13, 2001

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2001

OR

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

For the transition period from ___________ to ___________

COMMISSION FILE NUMBER 000-30898

AMERUS GROUP CO.
(Exact name of Registrant as specified in its charter)

699 WALNUT STREET
DES MOINES, IOWA 50309-3948
(Address of principal executive offices)

IOWA	42-1458424
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

Registrant's telephone number, including area code (515) 362-3600

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

The number of shares outstanding of each of the Registrant's classes of common stock on November 9, 2001 was as follows:

Common Stock	41,762,136 shares

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SAFE HARBOR STATEMENT

All statements, trend analyses and other information contained in this report relative to markets for the Company's products and trends in the Company's operations, liquidity or financial results, as well as other statements including words such as "anticipate", "believe", "plan", "estimate", "expect", "intend", and other similar expressions, constitute forward-looking statements under the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors which may cause actual results to be materially different from those contemplated by the forward-looking statements. Such factors include, among other things: (1) general economic conditions and other factors, including prevailing interest rate levels and stock market performance, which may affect the ability of the Company to sell its products, the market value of the Company's investments and the lapse rate and profitability of policies; (2) the Company's ability to achieve anticipated levels of operational efficiencies and cost-saving initiatives and to meet cash requirements based upon projected liquidity sources; (3) customer response to new products, distribution channels and marketing initiatives; (4) mortality, morbidity, and other factors which may affect the profitability of the Company's insurance products; (5) changes in the Federal income tax laws and regulations which may affect the relative tax advantages of some of the Company's products; (6) increasing competition in the sale of insurance and annuities; (7) regulatory changes or actions, including those relating to regulation of insurance products and of insurance companies; (8) ratings assigned to the Company and its subsidiaries by independent rating organizations which the Company believes are particularly important to the sale of its products; (9) the performance of the investment portfolio; (10) the impact of purchase accounting adjustments; (11) expected life and annuity product margins; and (12) unanticipated litigation. There can be no assurance that other factors not currently anticipated by management will not also materially and adversely affect the Company's results of operations.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AMERUS GROUP CO.
CONSOLIDATED BALANCE SHEETS
($ in thousands)

	September 30, 2001	December 31, 2000
	(unaudited)	
Assets		
Investments:		
Securities available-for-sale at fair value:		
Fixed maturity securities	$ 10,958,725	$ 8,261,647
Equity securities	70,045	152,903
Short-term investments	10,285	20,861
Securities held for trading purposes:		
Fixed maturity securities	2,174,315	--
Equity securities	3,340	--
Loans	931,028	534,857
Real estate	1,779	3,226
Policy loans	511,116	312,662
Other investments	253,297	320,650

Total investments	14,913,930	9,606,806
Cash and cash equivalents	175,020	65,485
Accrued investment income	178,322	114,034
Premiums, fees and other receivables	7,329	9,652
Income taxes receivable	12,480	--
Reinsurance receivables	543,489	6,529
Deferred policy acquisition costs	501,372	437,312
Value of business acquired	574,911	468,430
Goodwill	227,040	183,491
Property and equipment	85,923	56,101
Other assets	527,580	491,296
Separate Account assets	296,043	--
Assets of discontinued operations	29,689	32,386
Total assets	$ 18,073,128	$11,471,522

See accompanying notes to consolidated financial statements.

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AMERUS GROUP CO.
CONSOLIDATED BALANCE SHEETS
($ in thousands)

	September 30, 2001	December 31, 2000
	(unaudited)	
Liabilities and Stockholders' Equity		
Policy reserves and policyowner funds:		
Future life and annuity policy benefits	$ 14,790,662	$ 9,482,625
Policyowner funds	491,301	325,251
	15,281,963	9,807,876
Accrued expenses and other liabilities	546,052	216,451
Dividends payable to policyowners	228,545	158,473
Policy and contract claims	36,491	11,890
Income taxes payable	--	8,825
Deferred income taxes	66,231	5,904
Notes and contracts payable	260,488	215,627
Separate Account liabilities	296,043	--
Liabilities of discontinued operations	16,566	14,806
Total liabilities	16,732,379	10,439,852
Company-obligated mandatorily redeemable preferred capital securities of subsidiary trusts holding solely		

junior subordinated debentures of the Company	69,054	197,691
Stockholders' equity:		
Preferred Stock, no par value, 20,000,000 shares authorized, none issued	--	--
Common Stock, no par value, 230,000,000 shares authorized; 41,832,634 shares issued and outstanding in 2001 (net of 1,648,100 treasury shares) and 30,011,034 shares issued and outstanding in 2000	41,833	30,011
Paid-in capital	1,125,618	809,894
Accumulated other comprehensive income (loss)	46,317	(11,164)
Unearned compensation	(830)	(146)
Unallocated ESOP shares	(683)	(683)
Retained earnings	59,440	6,067
Total stockholders' equity	1,271,695	833,979
Total liabilities and stockholders' equity	$ 18,073,128	$ 11,471,522

See accompanying notes to consolidated financial statements.

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AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF INCOME
($ in thousands, except share data)
(Unaudited)

	For The Three Months Ended September 30, 2001	2000	Fo 2
Revenues:			
Insurance premiums	$ 101,947	$ 65,855	$
Universal life and annuity product charges	47,407	26,148	
Net investment income	231,943	175,670	
Realized/unrealized gains (losses) on investments	(45,649)	(7,292)	
Other income	11,460	8,794	
	347,108	269,175	
Benefits and expenses:			
Policyowner benefits	205,270	157,659	
Underwriting, acquisition and other expenses	40,800	30,574	
Demutualization costs	249	3,732	
Restructuring costs	6,527	--	
Amortization of deferred policy acquisition costs and value of business acquired	31,270	20,938	
Dividends to policyowners	26,191	18,732	
	310,307	231,635	

Income from continuing operations	36,801	37,540	
Interest expense	5,974	7,603	
Income before income tax expense and minority interest	30,827	29,937	
Income tax expense	9,745	13,098	
Minority interest	--	6,407	
Net income from continuing operations	21,082	10,432	
Discontinued operations (net of tax):			
Income (loss) from discontinued operations	428	712	
Net income before cumulative effect of change in accounting for derivatives	21,510	11,144	
Cumulative effect of change in accounting for derivatives, net of tax	--	--	
Net income	$ 21,510	$ 11,144	$
Net income from continuing operations per common share:			
Basic	$ 0.51	$ 0.55	$
Diluted	$ 0.50	$ 0.55	$
Net income from discontinued operations per common share:			
Basic	$ 0.01	$ 0.04	$
Diluted	$ 0.01	$ 0.04	$
Net income per common share:			
Basic	$ 0.52	$ 0.59	$
Diluted	$ 0.51	$ 0.59	$
Weighted average common shares outstanding:			
Basic	41,536,389	18,888,948	35
Diluted	42,060,929	19,026,397	35

See accompanying notes to consolidated financial statements.

AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
($ in thousands)
(Unaudited)

	For The Three Months Ended September 30, 2001	2000	For
Net income	$ 21,510	$ 11,144	$
Other comprehensive income, before tax:			
Unrealized gains (losses) on securities:			
Transfer related to unrealized gain on available-for-sale securities reclassified to trading	--	--	
Unrealized holding gains arising during period	66,784	81,821	
Less: reclassification adjustment for gains (losses) included in net income	(6,103)	(4,156)	
Other comprehensive income, before tax	72,887	85,977	
Income tax expense related to items of other comprehensive income	(25,510)	(30,092)	
	47,377	55,885	
Amounts attributable to:			
Minority interest	--	(23,494)	
Change in accounting for derivatives	--	--	
Other comprehensive income, net of taxes	47,377	32,391	
Comprehensive income	$ 68,887	$ 43,535	$

See accompanying notes to consolidated financial statements.

AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
September 30, 2001
($ in thousands)

	Common Stock	Paid-In Capital	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 1999	$ --	$ --	$ (78,628
2000:			
Net income	--	--	--
Net unrealized gain (loss) on securities	--	--	67,641
Stock issued under various incentive plans, net of forfeitures	6	169	--

Dividends declared on common stock	--	--	--
Allocation of shares in leveraged ESOP	--	600	--
Minority interest ownership changes	--	--	(177
Acquisition of minority interest	12,615	285,405	--
Demutualization of AmerUs Group	17,390	518,535	--
Other	--	5,185	--
Balance at December 31, 2000	30,011	809,894	(11,164
2001 (unaudited):			
Net income before cumulative effect of change in accounting	--	--	--
Change in accounting for derivatives	--	--	2,661
Transfer related to unrealized gain on available-for-sale securities reclassified to trading	--	--	(430
Net unrealized gain (loss) on securities	--	--	62,633
Net unrealized gain (loss) on derivatives designated as cash flow hedges	--	--	(7,383
Stock issued under various incentive plans, net of forfeitures	235	6,303	--
Purchase of treasury stock	(1,229)	(37,716)	--
Acquisition of IL Holdings	9,047	223,358	--
Conversion of company-obligated mandatorily redeemable preferred capital securities	3,769	123,779	--
Balance at September 30, 2001	$ 41,833	$ 1,125,618	$ 46,317

	Unallocated ESOP Shares	Unassigned Surplus	Retained Earnings
Balance at December 31, 1999	$ (797)	$ 840,962	$ --
2000:			
Net income	--	33,801	18,039
Net unrealized gain (loss) on securities	--	--	--
Stock issued under various incentive plans, net of forfeitures	--	273	--
Dividends declared on common stock	--	--	(11,972
Allocation of shares in leveraged ESOP	695	--	--
Minority interest ownership changes	(2)	94	--
Acquisition of minority interest	--	--	--
Demutualization of AmerUs Group	(579)	(875,130)	--
Other	--	--	--
Balance at December 31, 2000	(683)	--	6,067
2001 (unaudited):			
Net income before cumulative effect of change in accounting	--	--	61,609
Change in accounting for derivatives	--	--	(8,236
Transfer related to unrealized gain on available-for-sale securities reclassified to trading	--	--	--
Net unrealized gain (loss) on securities	--	--	--

Net unrealized gain (loss) on derivatives designated as cash flow hedges	--	--	--
Stock issued under various incentive plans, net of forfeitures	--	--	--
Purchase of treasury stock	--	--	--
Acquisition of IL Holdings	--	--	--
Conversion of company-obligated mandatorily redeemable preferred capital securities	--	--	--
Balance at September 30, 2001	$ (683)	$ --	$ 59,440

See accompanying notes to consolidated financial statements.

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AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS
($ in thousands)
(Unaudited)

	For The Nine Months Ended September 30, 2001	2000
Cash flows from operating activities		
Net Income	$ 53,373	$ 33,801
Less: Income from discontinued operations	(1,374)	(655)
Less: Cumulative effect of change in accounting for derivatives	8,236	--
	60,235	33,146
Adjustments to reconcile net income to net cash provided by operating activities:		
Policyowner assessments on universal life and annuity products	(87,820)	(53,911)
Interest credited to policyowner account balances	284,148	231,443
Change in option value of equity-indexed products and market value adjustments on total return strategy annuities	(62,068)	--
Realized/unrealized investment (gains) losses	97,309	11,552
Goodwill amortization	6,348	6,400
VOBA amortization	62,297	23,485
Minority interest	--	21,677
Change in:		
Accrued investment income	(10,974)	(12,119)
Reinsurance receivables	(246,854)	15,464
Securities held for trading purposes:		
Fixed maturities	20,835	--
Equity securities	(2,846)	--
Short-term investments	--	--
Deferred policy acquisition costs	(156,155)	(102,640)

Liabilities for future policy benefits	133,002	72,643
Accrued expenses and other liabilities	(21,124)	39,268
Policy and contract claims and other policyowner funds	25,250	(5,224)
Income taxes:		
Current	(17,829)	(577)
Deferred	39,896	29,510
Other, net	(11,392)	(21,370)
Net cash provided by operating activities	60,235	288,747
Cash flows from investing activities:		
Purchase of fixed maturities available-for-sale	(3,538,411)	(1,541,490)
Maturities, calls and principal reductions of fixed maturities available-for-sale	2,862,430	1,343,427
Purchase of equity securities	(61,381)	(128,697)
Proceeds from sale of equity securities	60,032	21,734
Change in short-term investments, net	9,418	--
Purchase of loans	(116,390)	(70,587)

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AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS
($ in thousands)
(Unaudited)

	For The Nine Months Ended September 30, 2001	2000
Proceeds from repayment and sale of loans	96,810	196,701
Purchase of real estate and other invested assets	(89,325)	(116,300)
Proceeds from sale of real estate and other invested assets	91,009	129,471
Change in policy loans, net	(915)	(14,256)
Other assets, net	(40,624)	1,413
Acquisitions, net of cash acquired	156,925	--
Purchase of minority interest	--	(1,151)
Net cash (used in) investing activities	(570,422)	(179,735)
Cash flows from financing activities:		
Deposits to policyowner account balances	1,504,357	1,104,648
Withdrawals from policyowner account balances	(923,596)	(1,050,272)
Change in debt, net	19,861	1,482
Dividends to shareholders	--	(1,268)
Stock issued under various incentive plans, net of forfeitures	5,868	--
Purchase of treasury stock	(38,945)	--
Conversion of company-obligated mandatorily redeemable capital securities	154	--

Net cash provided by financing activities	567,699	54,590
Net increase (decrease) in cash	109,535	163,602
Cash and cash equivalents at beginning of period	65,485	297,698
Cash and cash equivalents at end of period	$ 175,020	$ 461,300
Supplemental disclosure of cash activities:		
Interest paid	$ 23,340	$ 23,903
Income taxes paid	$ 9,486	$ 6,592

AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS
($ in thousands)
(Unaudited)

	For The Nine Months Ended September 30, 2001	2000
Details of acquisition:		
Fair value of assets acquired	$ 5,671,628	$ --
Liabilities assumed	5,349,908	--
Carrying value of acquisitions	326,442	--
Common stock issued	232,405	--
Accrual of cash payout component of purchase price	(9,000)	--
Preliminary investment in ILGC	(77,200)	
Acquisition costs previously paid	(2,857)	
Cash paid	4,980	--
Less: Cash acquired	161,905	--
Net cash (received in) acquisitions	$ 156,925	$ --
Details of acquisition of minority interest:		
Minority interest ownership in assets acquired	$ --	$ 4,750,145
Minority interest ownership of liabilities assumed	--	4,499,238
Fair value of minority interest acquired	--	250,907
Allocation of excess costs of acquiring the minority interest over the fair value of identifiable assets		

less liabilities	--	47,113
Value of common stock issued to acquire minority interest	$ --	$ 298,020

AMERUS GROUP CO.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

(1) CONSOLIDATION AND BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All adjustments were of a normal recurring nature, unless otherwise noted in Management's Discussion and Analysis and the Notes to the Consolidated Financial Statements. Operating results for the nine months ended September 30, 2001 are not necessarily indicative of the results that may be expected for the year ending December 31, 2001 (see further discussion in Management's Discussion and Analysis). For further information and for capitalized terms not defined in this 10-Q, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2000.

The accompanying consolidated financial statements include the accounts and operations of the Company and its wholly-owned subsidiaries, principally AmerUs Life Insurance Company (ALIC), AmerUs Annuity Group Co. (AAG) (formerly known as AmVestors Financial Corporation), AmerUs Capital Management Group, Inc. (ACM), and ILICO Holdings, Inc., holding company of Indianapolis Life Insurance Company (ILICO). All significant intercompany transactions and balances have been eliminated in consolidation.

Certain amounts in the 2000 financial statements have been reclassified to conform to the 2001 financial statement presentation.

(2) EARNINGS PER SHARE

Basic earnings per share of common stock are computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share assumes the issuance of common shares applicable to stock options and warrants calculated using the treasury stock method.

(3) DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Effective January 1, 2001, the Company adopted Statement of Financial Accounting Standard (SFAS) No. 133 "Accounting for Derivative Instruments and Hedging Activities," as amended by SFAS No. 137 and SFAS No. 138, which requires that all derivative instruments, including certain derivative instruments embedded in other contracts, be reported on the balance sheet at fair value. Accounting for gains and losses resulting from changes in the values of derivatives is dependent upon the use of the derivative and its qualification for special hedge accounting. In accordance with the provisions of SFAS No. 133, the Company recorded a transition adjustment as of January 1, 2001 upon adoption of the standard to recognize its derivative instruments at fair value resulting in a pre-tax reduction to income of $12.4 million ($8.2 million after-tax) and an increase to Accumulated Other Comprehensive Income (AOCI) of $2.7 million. The reduction to income, which is classified as a "cumulative effect of change in accounting for derivatives, net of tax" in the Consolidated Statements of Income, is attributable to losses on basis swaps that were natural hedges and losses on interest rate swaps reclassified from AOCI that

have been redesignated as cash flow hedges of floating rate funding agreement liability effective January 1, 2001. In addition, the reduction to income includes adjustments to fair value for options being used as natural hedges of embedded options contained within equity-indexed annuity products. The increase in AOCI, which is classified as "change in accounting for derivatives" in the Consolidated Statements of Comprehensive Income, is attributable to the reclassification of the interest rate swap's fair value adjustment from AOCI to the Consolidated Statements of Income.

The Company uses financial instruments, including options, futures, swaps, caps and swaptions to reduce its exposure to changes in interest rates and to manage duration mismatches. The Company also uses call options to hedge equity-indexed annuity products. The use of these financial instruments modifies the exposure of these risks with the intent to reduce the risk and variability to the Company. Although the Company is subject to the risk that counterparties will fail to perform, credit standings of counterparties are monitored regularly. The Company only enters into transactions with highly-rated counterparties. The Company is not a party to leveraged derivatives.

Initially, upon adoption of the new derivative accounting requirements, and prospectively, on the date a derivative contract is entered into, the Company designates the derivative as either (1) a hedge of a recognized asset or liability or an unrecognized firm commitment (a fair value hedge), (2) a hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability (a cash flow hedge), or (3) a natural hedging instrument whose change in fair value is recognized to act as an economic hedge against changes in the values of the hedged item and which does not meet the accounting hedge criteria for SFAS No. 133 (a natural hedge).

For fair value hedges, both the effective and ineffective portion of the changes in the fair value of the derivative, along with the gain or loss on the hedged item that is attributable to the hedged risk, are recorded in earnings and reported net in the Consolidated Statements of Income. The effective portion of the changes in the fair value of a derivative that is designated as a cash flow hedge is recorded in AOCI. When the hedged cash transaction is realized, the gain or loss included in AOCI is reported net in the Consolidated Statements of Income with the hedged cash transaction item. In addition, the ineffective portion of the changes in the fair value of derivatives designated as cash flow hedges are reported in net investment income in the Consolidated Statements of Income. For derivatives designated as a natural hedge, changes in fair value are classified as realized/unrealized gains (losses) on investments in the Consolidated Statements of Income.

The Company formally documents its hedge relationships, including identification of the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction. Free standing derivatives are recorded in the Consolidated Balance Sheets at fair value in other assets and option derivatives embedded in equity-indexed annuity products are marked to fair value and classified in the Consolidated Balance Sheets as "policy reserves and policyowner funds." This process includes linking derivatives that are designated as hedges of specific assets, liabilities, firm commitments or forecasted transactions. The Company also formally assesses at inception and at least quarterly thereafter, whether the derivatives that are used in hedging transactions, other than natural hedges, are highly effective in offsetting changes in either the fair value or cash flows of the hedged item. When a determination is made that a derivative ceases to be a highly effective hedge, the Company will discontinue hedge accounting for the hedge.

To manage interest rate risk, the Company has entered into interest rate swaps that effectively fix the interest payments of a floating rate funding agreement liability. These interest rate swap agreements are accounted for as cash flow hedges.

The Company has equity-indexed annuity products that guarantee the return of principal to the customer and credits interest based on a percentage of the gain in the Standard & Poor's 500 Composite Stock Price Index(R) (S&P 500 Index). A portion of the premium from each customer is invested in investment grade fixed income securities to cover the minimum guaranteed value due the customer at the end of the term. A portion of the premium is used to purchase S&P 500 Index call options to hedge the growth in interest credited to the customer as a direct result of increases in the S&P 500 Index. The amounts to be paid or received pursuant to these agreements are accrued and recognized in income over the life of the agreements. Both call options held by the Company and the options embedded in the policy, which the Company has designated as a natural hedge, are valued at fair value. The change in fair value for the call options is included in realized/unrealized gains (losses) on investments and the change in fair value of the embedded options is included in policyowner benefits in the Consolidated Statements of Income.

The Company has certain fixed annuity products that credit interest based on a total return strategy. Under the total return strategy, the policyowner is allowed to allocate their premium payments to different asset classes within the Company's general account assets to which the selected strategy is linked, less certain charges. The total return adjustment is paid when a policyowner accesses the funds. The Company guarantees a minimum return of premium plus approximately 3% interest per annum over the life of the contract. The general account assets backing the total return strategy of these products are fixed maturity securities and are designated by the Company as held for trading. Both the trading securities held by the Company and the annuity contracts are valued at fair value. The change in fair value for the trading securities is included in realized/unrealized gains (losses) on investments and the change in fair value of the annuity contracts is included in policyowner benefits in the Consolidated Statements of Income.

During the first nine months of 2001, realized/unrealized gains (losses) on investments included an unrealized loss of $62.5 million from the change in fair value on call options used as a natural hedge of embedded options within equity-indexed annuities and a $14.5 million unrealized loss from the change in fair value on the trading securities backing the total return strategy products. Policyowner benefits included an offsetting adjustment from fair value changes in options embedded within the equity-indexed products and fair value changes on total return strategy annuity contracts totaling $62.1 million. In addition, basis swaps were terminated during the first quarter of 2001 and an increase in fair value of $1.8 million on those swaps was included in net investment income. AOCI included an unrealized loss of $2.1 million from the fair value change in interest rate swaps used to hedge the floating rate funding agreement liability. The Company estimates that $0.6 million of derivative losses included in AOCI will be reclassified into earnings within the next twelve months. The ineffectiveness of the interest rate swap cash flow hedge was not considered significant for the first nine months of 2001.

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The following table summarizes the income (loss) impact of adopting SFAS No. 133 in the cumulative effect of change in accounting for derivatives as of January 1, 2001 and the market value adjustments on trading securities and derivatives in the first nine months of 2001:

($ in thousands)	Cumulative Effect of Change in Accounting for Derivatives January 1, 2001	Nine Months Ended September 30, 2001
Basis swaps (A)	$ (921)	$ --
Separate account swap (B)	(4,100)	--
Fixed maturity securities held for trading	--	(14,497)
Options on equity-indexed annuities	(4,056)	(62,538)
Equity-indexed and total return strategy fixed annuity liabilities	(1,335)	62,068
Deferred (loss) (C)	(899)	--
Deferred policy acquisition cost amortization impact of net annuity adjustments	(1,127)	4,650
Pre-tax total	(12,438)	(10,317)
Income taxes	4,202	3,611
After-tax total	$ (8,236)	$ (6,706)

(A) Terminated during first quarter 2001.
(B) Future adjustments are through AOCI.
(C) Balance eliminated in transition adjustment.

The cumulative effect of change in accounting for derivatives per common share for the nine months ended September 30, 2001:

Basic	$0.23
Diluted	$0.23

Weighted average common shares outstanding:

Basic	35,334,160
Diluted	35,825,884

(4) CLOSED BLOCK

The Company has established two Closed Blocks. The first was established on June 30, 1996 in connection with the reorganization of ALIC to a stock form. The second was established on May 18, 2001 in connection with the reorganization of ILICO to a stock form. Insurance policies which had a dividend scale in effect as of each Closed Block establishment date, were included in the Closed Block. The Closed Block was designed to provide reasonable assurance to owners of insurance policies included therein that, after the reorganization of ALIC and ILICO, assets would be available to maintain the dividend scales and interest credits in effect prior to the reorganization if the experience underlying such scales and credits continues. Effective with the first quarter of 2001, the Company has adopted the Accounting Standards Executive Committee's Statement of Position 00-3 (SOP 00-3) "Accounting by

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Insurance Enterprises for Demutualizations and Formations of Mutual Holding Companies and for Certain Long-Duration Participating Contracts." The provisions of SOP 00-3 required the Company to modify its presentation of the Closed Block in its Consolidated Financial Statements to no longer show the operations of the Closed Block and the assets and liabilities of the Closed Block as single line items. In addition, the SOP required the Company to report unrealized gains and losses on Closed Block investments as a component of the Closed Block policyholder dividend obligation rather than AOCI. At September 30, 2001, there was an unrealized gain of $52.9 million included in the policyholder dividend obligation.

Summarized balance sheet information of the combined Closed Blocks as of September 30, 2001 and December 31, 2000 and statements of income for the three months and nine months ended September 30, 2001 and 2000 are as follows:

	September 30, 2001	December 31, 2000
	(unaudited)	
($ in thousands)		
Assets:		
Securities available-for-sale at fair value:		
Fixed maturity securities	$1,851,346	$1,191,592
Short-term investments	--	--
Loans	104,811	--
Policy loans	366,679	201,092
Other investments	--	2,934
Cash and cash equivalents	8,245	3,025
Accrued investment income	31,908	16,811
Premiums and fees receivable	18,573	7,062
Deferred policy acquisition costs	42,402	48,126
Value of business acquired	160,765	71,830
Other assets	44,247	41,885
Total Assets	$2,628,976	$1,584,357

Liabilities:		
Future life and annuity policy benefits	$2,835,675	$1,654,784
Policyowner funds	4,870	5,081
Accrued expenses and other liabilities	77,794	34,689
Dividends payable to policyowners	225,022	154,603
Policy and contract claims	8,948	5,495
Total Liabilities	$3,152,309	$1,854,652

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	For The Three Months Ended September 30, 2001	2000
	(unaudited)	
Revenues and expenses:		
Insurance premiums	$ 73,634	$ 44,375
Universal life and annuity product charges	3,167	3,196
Net investment income	43,137	28,617
Realized gains (losses) on investments	1,889	371
Policyowner benefits	(84,013)	(50,018)
Underwriting, acquisition and other expenses	(1,101)	(412)
Amortization of deferred policy acquisition costs and value of business acquired	(5,496)	(3,479)
Dividends to policyowners	(24,338)	(17,092)
Contribution from the Closed Block before income taxes	$ 6,879	$ 5,558

	For The Nine Months Ended September 30, 2001	2000
	(unaudited)	
Revenues and expenses:		
Insurance premiums	$ 178,196	$ 138,777
Universal life and annuity product charges	9,496	9,453
Net investment income	106,534	83,440
Realized gains (losses) on investments	2,202	414
Policyowner benefits	(194,912)	(150,588)
Underwriting, acquisition and other expenses	(2,788)	(1,673)
Amortization of deferred policy acquisition costs and value of business acquired	(14,084)	(10,808)
Dividends to policyowners	(63,161)	(51,889)
Contribution from the Closed Block before income taxes	$ 21,483	$ 17,126

(5) FEDERAL INCOME TAXES

The effective income tax rate for the three months and nine months ending September 30, 2001 and 2000 varied from the prevailing corporate rate primarily as a result of goodwill amortization, non-deductible demutualization costs, low income housing and rehabilitation credits, and tax exempt income.

(6) ACQUISITIONS

On May 18, 2001, the Company completed the acquisition of ILICO for an amount of cash, policy credits and shares of the Company's common stock equal to the value of 9.3 million shares of the Company's common stock. The purchase price totaled approximately $326 million. The acquisition was accounted for using the purchase method of accounting and accordingly the total purchase price was

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allocated to the assets and liabilities of ILICO based on the relative fair values as of May 18, 2001, with the excess of the purchase price over the fair value of the assets acquired less the fair value of the liabilities assumed recorded as goodwill. Purchase price allocations related to value of business acquired (VOBA) were based on preliminary studies which will be finalized by year end. In addition, management is finalizing studies on ILICO's variable and private labeling businesses. As a result of these studies that are still in process, the final purchase price allocations may differ from the amounts reflected as of September 30, 2001. Although the final allocations may differ, the consolidated financial statements as of September 30, 2001 reflect the Company's best estimate based on currently available information and the differences between the current and final allocations are not expected to be material. Some of the VOBA allocations were finalized during the third quarter of 2001 resulting in a decrease to VOBA and an increase in goodwill from the amounts recorded as of June 30, 2001. Goodwill is being amortized over thirty years. The operations of ILICO for the period of May 18, 2001 through September 30, 2001 have been included in the consolidated financial statement of income of the Company.

The allocation of the purchase price of ILICO is as follows (in millions):

Investments (including cash and short-term investments)	$ 4,655.7
Receivables and other assets	408.9
Value of business acquired	221.3
Goodwill	44.8
Separate account assets	345.6
Policyowner reserves and funds	(4,840.4)
Other liabilities	(138.9)
Debt	(25.0)
Separate account liabilities	(345.6)
Total investment in ILICO	$ 326.4

The following table sets forth certain pro forma operating data of the Company for the nine months ended September 30, 2001 and 2000. This pro forma data assumes the acquisition of ILICO occurred on January 1, 2000.

	For The Nine Months Ended September 30, 2001	2000
	(in thousands, except per share data)	
Pro Forma operating data:		
Total revenue	$ 1,090.9	$ 1,191.1
Net income from continuing operations	60,375.4	51,475.1
Net income	51,643.8	51,475.1
Diluted net income from continuing operations per share of common stock	$ 1.50	$ 1.91
Diluted net income per share of common stock	$ 1.28	$ 1.91

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Under the terms of the joint venture ALIC participates in with Ameritas, ALIC had an option to purchase an additional 5% to 15% of AMAL if certain premium growth targets were met. ALIC met the premium growth target requirement for one 5% purchase option in January 2001. ALIC exercised the option on March 28, 2001 and acquired an additional 5% ownership interest in AMAL for $7.2 million. ALIC's ownership percentage in AMAL is now 39% and ALIC has a remaining option to purchase an additional 5% to 10% of AMAL.

(7) CAPITAL SECURITIES

On July 27, 2001, the forward common stock purchase contract component of the Company's adjustable conversion-rate equity security (ACES) units matured. Under the terms of the contract, ACES unit holders had an obligation to purchase Company common stock at a price of $31.5625 per share. In lieu of paying cash to satisfy their purchase obligation, the ACES unit holders could surrender the preferred security component of the ACES unit. Of the 4,080,500 ACES units outstanding, 4,075,625 were surrendered, and the remaining ACES unit holders submitted cash of approximately $0.1 million to purchase Company common stock. The number of shares of common stock to be issued by the Company was based upon the average price of the Company's common stock for the twenty consecutive trading days ending on July 26, 2001, compared to the stated ACES unit amount of $31.5625. As a result of this, the Company issued approximately 3.8 million shares of common stock and retired approximately $128 million of ACES debt.

(8) RESTRUCTURING CHARGES

During the third quarter of 2001, the Company began consolidating various functions in connection with a restructuring of its life insurance and annuity operations. The objective of the restructuring plan is to eliminate duplicative general administrative, life insurance and annuity functions for all business units. The elimination of duplicative functions will reduce on-going operating costs for the Company. General administrative functions will be transitioned so they are performed in Des Moines, Iowa. Life insurance processes will be transitioned so they are performed primarily in Des Moines and Indianapolis, Indiana and annuity functions will be transitioned to Topeka, Kansas.

Restructuring charges have been included in operating expenses in the consolidated statement of income for the quarter ended September 30, 2001. The restructuring charges include severance and termination benefits pre-tax of $5.9 million related to the elimination of approximately 50 positions and other costs pre-tax of $0.6 million. Actual pre-tax costs totaling $2.7 million have been expended and an accrual for severance and termination benefits not yet paid amounted to $3.8 million at September 30, 2001.

The Company has not finalized all restructuring activities as of September 30, 2001. Additional activities will primarily involve relocation or severance benefits for affected employees and various administrative, financial, and actuarial system conversion costs. Expenditures for all restructuring activities are expected to be completed by the fourth quarter of 2002.

(9) SUBSEQUENT EVENTS

On July 20, 2001, the FASB issued Statement of Financial Accounting Standards No. 141, Business Combinations, and No. 142, Goodwill and Other Intangible Assets ("SFAS 142"), which change the accounting for business combinations, goodwill and other intangible assets. In particular, SFAS 142, which will generally become effective January 1, 2002, adopts a nonamortization, impairment-only model for the Company's goodwill and indefinite-lived intangible assets. This includes a more stringent impairment test methodology for measuring and recognizing impairment losses. The Company is

presently studying the impact that the new Statements will have on its accounting policies. Under current GAAP standards, the Company has recorded goodwill amortization expense of approximately $6.3 million and $6.4 million for the nine months ended September 30, 2001 and 2000, respectively.

(10) OPERATING SEGMENTS

The Company has two operating segments: Life Insurance and Annuities. Products generally distinguish a segment. A brief description of each segment follows:

LIFE INSURANCE

The primary product offerings consist of whole life, universal life and term life insurance policies. These products are marketed on a national basis primarily through a Preferred Producer agency system, a Personal Producing General Agent (PPGA) distribution system and marketing companies.

ANNUITIES

The Annuity segment markets individual fixed and variable annuities on a national basis primarily through independent brokers and marketing companies. The Annuity segment also includes one insurance contract issued to a commercial paper conduit.

The Company uses the same accounting policies and procedures to measure operating segment income and assets as it uses to measure its consolidated income from operations and assets with the exception of the elimination of certain items which management believes are not necessarily indicative of overall operating trends. For example, net realized capital gains or losses on investments, excluding gains or losses on convertible preferred stocks and bonds which are considered core earnings, are not included as part of operating segment income. These items are shown between adjusted pre-tax operating income and income from continuing operations on the following operating segment income tables. Operating segment income is generally income before non-core realized gains and losses, interest expense, income tax and income or loss from discontinued operations. Premiums, product charges, policyowner benefits, insurance expenses, amortization of deferred policy acquisition costs and VOBA and dividends to policyowners are attributed directly to each operating segment. Net investment income and core realized gains and losses on investments are allocated based on directly-related assets required for transacting the business of that segment. Other revenues and benefits and expenses which are deemed not to be associated with any specific segment are grouped together in the All Other category. These items primarily consist of holding company revenues and expenses and the operations of the Company's real estate management subsidiary.

Assets are segmented based on policy liabilities directly attributable to each segment. There are no significant intersegment transactions.

Operating segment income is as follows:

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Operating Segment Income
($ in thousands)

For The Three Months Ended September 30, 2001

	Life Insurance	Annuities
Revenues:		
Insurance premiums	$ 98,662	$ 3,022
Universal life and annuity product charges	37,672	9,735
Net investment income	79,822	148,944
Core realized/unrealized gains (losses) on investments	1,889	(347)
Other income	--	9,207
	218,045	170,561
Benefits and expenses:		
Policyowner benefits	126,757	106,787
Underwriting, acquisition, and other expenses	21,567	17,149
Amortization of deferred policy acquisition costs and value of business acquired, net of non-core adjustment of ($7,321)	17,289	21,302
Dividends to policyowners	26,191	--
	191,804	145,238
Adjusted pre-tax operating income	$ 26,241	$ 25,323

Non-core realized/unrealized (losses) on investments

Change in option value of equity-indexed annuity products and market value adjustments on total return strategy annuities	
Amortization of deferred policy acquisition costs due to non-core realized gains or losses	
Demutualization costs	
Restructuring costs	
Income from continuing operations	
Interest (expense)	
Income tax (expense)	
Income from discontinued operations, net of tax	
Cumulative effect of change in accounting for derivatives, net of tax	
Net income	

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Operating Segment Income
($ in thousands)

For The Three Months Ended September 30, 2000

	Life Insurance	Annuities
Revenues:		
Insurance premiums	$ 61,355	$ 4,453
Universal life and annuity product charges	17,059	9,089
Net investment income	51,417	117,545
Core realized/unrealized gains (losses) on investments	371	(4,080)
Other income	--	5,899
	130,202	132,906
Benefits and expenses:		
Policyowner benefits	75,585	82,010
Underwriting, acquisition, and other expenses	11,309	12,659
Amortization of deferred policy acquisition costs and value of business acquired, net of non-core adjustment of ($2,551)	8,829	14,660
Dividends to policyowners	18,732	--
	114,455	109,329
Adjusted pre-tax operating income	$ 15,747	$ 23,577

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Non-core realized/unrealized (losses) on investments

Amortization of deferred policy acquisition costs due to non-core realized gains or losses

Demutualization costs

Income from continuing operations

Interest (expense)

Income tax (expense)

Minority interest

Income from discontinued operations, net of tax

Net income

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Operating Segment Income
($ in thousands)

For The Nine Months Ended September 30, 2001

	Life Insurance	Annuities
Revenues:		
Insurance premiums	$ 238,944	$ 10,216
Universal life and annuity product charges	80,627	25,893
Net investment income	198,147	414,816
Core realized/unrealized gains (losses) on investments	2,202	--
Other income	--	26,996
	519,920	477,921
Benefits and expenses:		
Policyowner benefits	293,144	301,021
Underwriting, acquisition, and other expenses	53,618	45,231
Amortization of deferred policy acquisition costs and value of business acquired, net of non-core adjustment of ($12,858)	39,022	60,348
Dividends to policyowners	68,416	--
	454,200	406,600
Adjusted pre-tax operating income	$ 65,720	$ 71,321

Non-core realized/unrealized (losses) on investments	
Change in option value of equity-indexed annuity products and market value adjustments on total return strategy annuities	
Amortization of deferred policy acquisition costs due to non-core realized gains or losses	
Demutualization costs	
Restructuring costs	
Income from continuing operations	
Interest (expense)	
Income tax (expense)	
Income from discontinued operations, net of tax	
Cumulative effect of change in accounting for derivatives, net of tax	
Net income	

Operating Segment Income
($ in thousands)

For The Nine Months Ended September 30, 2000

	Life Insurance	Annuities
Revenues:		
Insurance premiums	$187,185	$ 16,793
Universal life and annuity product charges	47,612	27,331
Net investment income	156,519	347,118
Core realized/unrealized gains (losses) on investments	414	(8,027)
Other income	--	15,412
	391,730	398,627
Benefits and expenses:		
Policyowner benefits	225,236	244,486
Underwriting, acquisition, and other expenses	37,714	38,292
Amortization of deferred policy acquisition costs and value of business acquired, net of non-core adjustment of ($6,267)	25,893	47,502

Dividends to policyowners	56,226	--
	345,069	330,280
Adjusted pre-tax operating income	$ 46,661	$ 68,347
Non-core realized/unrealized (losses) on investments		
Amortization of deferred policy acquisition costs due to non-core realized gains or losses		
Demutualization costs		
Income from continuing operations		
Interest (expense)		
Income tax (expense)		
Minority interest		
Income from discontinued operations, net of tax		
Net income		

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following analysis of the consolidated results of operations and financial condition of the Company should be read in conjunction with the Consolidated Financial Statements and related notes.

NATURE OF OPERATIONS

The Company is a holding company engaged through its subsidiaries in the business of marketing, underwriting and distributing a broad range of individual life insurance and annuity products to individuals and businesses in all 50 states, the District of Columbia and the U.S. Virgin Islands. The Company also owns a real estate management company through which it conducts limited real estate management, development, syndication and marketing activities. The Company has two reportable operating segments: Life Insurance and Annuities. The Life Insurance segment's primary product offerings consist of whole life, universal life and term life insurance policies. The primary product offerings of the Annuity segment are individual fixed and variable annuities.

The Company sold certain lines of business and made the decision to exit certain other businesses in 1998. These businesses are referred to as discontinued operations and include the following activities: banking, residential real estate brokerage, residential land development, and mortgage banking.

ADJUSTED NET OPERATING INCOME

The following table reflects net income adjusted to eliminate certain items (net of applicable income taxes and minority interest) which management believes do not necessarily indicate overall operating trends. For example, net realized capital gains or losses on investments, excluding gains or losses on convertible preferred stock and bonds which are considered core earnings, are eliminated. Net realized capital gains or losses on investments may be realized at the sole discretion of management and are often realized in accordance with tax planning strategies. Therefore, net realized capital gains or losses do not reflect the Company's ongoing earnings capacity. Different items are likely to occur in each period presented and others may have different opinions as to which items may warrant adjustment. Adjusted net operating income is the basis used by the Company in assessing its overall performance. Adjusted net operating income as described here may not be comparable to similarly titled measures reported by other companies. The adjusted net operating income shown below does not constitute net income computed in accordance with GAAP.

	For The Three Months Ended September 30, 2001	For The Three Months Ended September 30, 2000	For The Nine Months E September 30, 2001	
($ in thousands, except per share data)				
Net Income	$ 21,510	$ 11,144	$ 53,373	$
Net non-core realized (gains) losses (A)	5,085	1,370	14,579	
Net amortization of deferred policy acquisition costs due to non-core realized gains or losses (B)	(3,101)	(1,045)	(5,924)	
Net effect of accounting differences from the adoption of SFAS 133 (C)	4,754	--	7,295	
Demutualization costs (D)	249	3,378	451	
Restructuring costs (E)	4,189	--	4,189	
Discontinued operations (F)	(428)	(712)	(1,374)	
Cumulative effect of change in accounting for derivatives (G)	--	--	8,236	
Adjusted Net Operating Income	$ 32,258	$ 14,135	$ 80,825	$
Adjusted Net Operating Income per common share (H):				
Basic	$ 0.78	$ 0.75	$ 2.29	$
Diluted	$ 0.77	$ 0.74	$ 2.26	$

Weighted average common shares outstanding (H):				
Basic	41,536,389	18,888,948	35,334,160	17,8
Diluted	42,060,929	19,026,397	35,825,884	17,9

(A) Represents total realized gains or losses on investments less core realized gains or losses (defined as gains or losses on the convertible preferred stock and bond portfolio) adjusted for income taxes and minority interest on such amounts. Non-core realized gains or losses may vary widely between periods. Such amounts are determined by management's timing of individual transactions and do not necessarily correspond to the underlying operating trends.

(B) Represents amortization of deferred policy acquisition costs on the non-core realized gains or losses that are included in product margins, adjusted for income taxes and minority interest on such amounts.

(C) Represents the net effect of SFAS No. 133 related accounting entries, adjusted for income taxes. The accounting entries consist of market value adjustments on trading

securities, derivatives, certain annuity contracts, and the associated change in amortization of deferred acquisition costs resulting from such adjustments.

(D) For the 2001 periods presented, represents costs directly related to ILICO's demutualization. For the 2000 periods presented, represents costs directly related to the Company's demutualization and merger with AmerUs Life Holdings, Inc. (ALHI), adjusted for minority interest on such amounts. The costs consist primarily of legal, actuarial and consulting expenses.

(E) Represents costs of restructuring life insurance and annuity operations to eliminate duplicative functions, adjusted for income taxes. The costs consist primarily of severance and termination benefits.

(F) Represents the net income from the Company's discontinued operations.

(G) Represents the cumulative effect of change in accounting for derivatives, net of income taxes, as of January 1, 2001, resulting from the Company's adoption of SFAS No. 133. This statement is effective for fiscal years beginning after June 15, 2000.

(H) The Company was formed in 1996 as a mutual holding company and therefore, had no shares of common stock outstanding until its demutualization on September 20, 2000. At that time, the Company distributed 17.4 million shares of its common stock to its former members and exchanged its common stock for the 12.9 million shares of common stock held by the public in ALHI on a one-for-one basis. The Company's operating income is primarily from its former subsidiary, ALHI. The Company had owned shares of ALHI common stock since 1996. Adjusted net operating income per share has been calculated on the basis that the shares of stock the Company owned of ALHI were distributed to members and outstanding from January 1, 1996 and the shares exchanged for ALHI shares were outstanding from the date of demutualization.

Adjusted net operating income increased $18.2 million to $32.3 million, or $0.77 per diluted share, for the third quarter of 2001 compared to $14.1 million, or $0.74 per diluted share, for the third quarter of 2000. For the nine months ended September 30, adjusted net operating income was $80.8 million in 2001 compared to $40.2 million in 2000. The increase in adjusted net operating income in 2001 was primarily attributable to the acquisition of ILICO and the reduction in income applicable to the minority interest. Excluding the effects of these two items, adjusted net operating income remained approximately level between years for both the three month and nine month periods. Adjusted net operating income is analyzed further in the operating segment discussion.

SALES

LIFE INSURANCE

The following table sets forth information regarding the Company's life insurance sales activity by product:

Sales Activity by Product (A)
First Year Annualized Premiums

	For The Three Months Ended September 30, 2001	2000	For The 20
($ in thousands)			
Traditional life insurance:			
Whole life	$ 1,255	$ 4,020	
Interest-sensitive whole life	3,118	-	
Term life	4,666	1,232	
Universal life	7,519	2,445	
Equity-indexed life	5,901	1,086	
	$ 22,459	$ 8,783	

(A) Sales numbers include direct sales and the Company's share of private label sales.

Life insurance sales as measured by annualized premiums were $22.5 million in the third quarter of 2001 compared to $8.8 million in the third quarter of 2000. Year-to-date, life insurance sales increased $20.8 million to $48.9 million in 2001 compared to $28.1 million in 2000. Approximately $13.0 million of the increase for the quarter and $18.9 million of the increase year-to-date was due to sales from ILICO, which was acquired during the second quarter of 2001. Excluding the sales from ILICO, life insurance sales increased 8% and 7% for the 2001 three month and nine month periods, respectively, as compared to 2000. The increases were from the Company's new equity-indexed universal life products which allow the policyowner to elect an earnings strategy for a portion of the account value whereby earnings are credited based on increases in the S&P 500 Index, excluding dividends. The earnings credit is subject to a participation rate and an annual cap. In the first nine months of 2001, sales of these products were $16.6 million as compared to $3.0 million for the same period a year ago. The Company anticipates continued higher sales of these products as compared to last year. The Company also privately labels various whole life, term and interest-sensitive life products. The products are designed by ILICO, issued by the Company's private label partners and then assumed in whole or in part by the Company.

The following table sets forth the Company's life insurance collected premiums, including collected premiums associated with the Closed Block, for the periods indicated:

Collected Premiums by Product

($ in thousands)	For The Three Months Ended September 30, 2001	2000	For The N Septe 2001
Individual life premiums collected:			
Traditional life:			
First year and single	$ 29,218	$ 21,357	$ 75,309
Renewal	77,813	45,564	192,034
Total	107,031	66,921	267,343
Universal life:			
First year and single	35,831	6,208	59,950
Renewal	38,198	19,192	82,566
Total	74,029	25,400	142,516
Total individual life	181,060	92,321	409,859
Reinsurance assumed	17,043	485	23,069
Reinsurance ceded	(26,909)	(7,503)	(52,060
Total individual life, net of reinsurance	$171,194	$ 85,303	$380,868

Traditional life insurance premiums collected were $107.0 million for the third quarter of 2001 compared to $66.9 million for the third quarter of 2000. For the first nine months of 2001, traditional life insurance premiums increased $65.1 million to $267.3 million compared to $202.2 million in 2000. The entire amount of the increase, for both 2001 reporting periods, was due to the additional premiums from ILICO. Excluding the ILICO premiums, first year and single premiums declined $3.1 million and renewal premium declined $1.3 million for the third quarter of 2001 as compared to 2000. Year-to-date, first year and single premium decreased approximately $5.8 million while renewal premium remained level. The decrease in first year and single premium, exclusive of the

ILICO premium, was primarily due to the Company's shift in sales from whole and term life to universal life.

Universal life insurance premiums collected were $74.0 million for the third quarter of 2001 compared to $25.4 million for the same period in 2000 and $142.5 million for the first nine months of 2001 compared to $77.1 million for the first nine months of 2000. Approximately $40.1 million of universal life insurance premiums in the third quarter and $47.3 million of universal life insurance premiums in the nine month period of 2001 were from the ILICO acquisition. The remaining increases in the 2001 reporting periods were due to the new universal life products discussed previously.

Reinsurance assumed increased approximately $16.6 million for the third quarter of 2001 and $21.9 million for the nine months ended September 30, 2001 as compared to the same periods in 2000. The entire amount of the increases are from the ILICO acquisition. ILICO private labels various whole, universal and term life products. The products are designed by ILICO, issued by ILICO's private label partners and then assumed in whole or in part by ILICO.

Effective January 1, 2000, ALIC entered into additional reinsurance agreements which effectively reduced ALIC's retention limit to $100,000 for the majority of policies issued since July 1, 1996 and for the majority of new business going forward. In addition, effective July 1, 2000, ALIC entered into a reinsurance agreement covering its Closed Block policies. Under this agreement, ALIC has reinsured approximately 90% of the Closed Block net amount at risk not previously reinsured. Reinsurance ceded was $0.4 million higher for the third quarter of 2001 and $5.8 million higher for the first nine months of 2001 as compared to the same periods in 2000 due to these additional reinsurance agreements. The remainder of the increase in ceded premium was from the ILICO acquisition. ILICO's reinsurance agreements effectively reduce ILICO's retention limit to $500,000.

The following table sets forth information regarding the Company's life insurance in force for each date presented:

	Individual Life Insurance in Force As of September 30, 2001	2000
($ in thousands)		
Traditional life		
Number of policies	401,316	248,132
GAAP life reserves	$ 3,015,294	$ 1,722,442
Face amounts	$ 45,630,000	$ 23,385,000
Universal life		
Number of policies	166,989	113,134
GAAP life reserves	$ 1,477,621	$ 948,778
Face amounts	$ 21,917,000	$ 12,552,000
Total life insurance		
Number of policies	568,305	361,266
GAAP life reserves	$ 4,492,915	$ 2,671,220

Face amounts	$ 67,547,000	$ 35,937,000

The acquisition of ILICO increased the number of policies in force by 213,000, GAAP life reserves by $1.7 billion, and face amounts by $21.1 billion.

ANNUITIES

The following table sets forth annuity collected premiums for the periods indicated:

	Collected Premiums by Product			
	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2001	2000	2001	2000
($ in thousands)				
Fixed annuities:				
Deferred fixed annuities	$ 261,033	$ 297,240	$ 992,024	$ 754,648
Multi-choice annuities	135,995	33,989	290,304	84,023
Equity-indexed annuities	31,902	62,654	101,590	203,745
Variable annuities	12,428	--	16,625	--
Total	441,358	393,883	1,400,543	1,042,416
Reinsurance assumed	--	--	--	--
Reinsurance ceded	(66,232)	(36)	(170,965)	(152)
Total annuities, net of reinsurance	$ 375,126	$ 393,847	$ 1,229,578	$ 1,042,264

The Company primarily markets its annuity products on a national basis through networks of independent agents who are supervised by regional vice presidents or Independent Marketing Organizations (IMOs). The Company's IMOs consist of approximately 76 contracted organizations and five wholly-owned organizations. Annuity collected premiums were $441.4 million for the third quarter of 2001 compared to $393.9 million for the same period in 2000. Year-to-date, annuity collected premiums were $1,400.5 million in 2001 compared to $1,042.4 million in 2000. Annuity collected premiums from ILICO were approximately $61.1 million for the third quarter of 2001 and $90.8 million for the first nine months of 2001. Excluding the acquisition of ILICO, annuity collected premiums decreased $13.6 million for the third quarter and increased $267.3 million for the first nine months of 2001 compared to the respective 2000 reporting periods. The increase in annuity collected premiums was primarily attributable to the introduction of multi-choice annuity products in late-1999 and early-2000 and the acquisition of ILICO. The increase is primarily due to the multi-choice annuity product which provides for various earnings strategies under one product, such as a long-term equity index, an annual equity index, an investment grade bond index, and a guaranteed one-year rate. Earnings are credited to this product based on the increases in the applicable indices, less management fees, and funds may be moved between investment alternatives. This product has continued to grow in popularity with consumers and agents since its introduction. In addition to the increase in multi-choice annuities and ILICO acquisition, fixed annuity collected premiums decreased in the third quarter of 2001 compared to 2000 due to decreased sales of deferred fixed annuity and equity-indexed annuities as a result of the declining interest rate environment. The increase in the first nine months of 2001, compared to 2000 is primarily due to the increased sales of multi-choice annuities, as previously discussed, and deferred fixed annuities due to product repricing and increased marketing efforts which was partially offset by lower sales of equity-indexed annuities caused by lower returns. With the acquisition of ILICO, the Company has variable annuity products. Sales of variable annuities were $12.4 million for the third quarter of 2001 and $16.6 million for the period from May 18, 2001, the acquisition date, through September 30, 2001. The assets and liabilities related to the variable annuities are shown on the Consolidated Balance Sheets as "Separate Account assets" and "Separate Account liabilities".

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Effective October 1, 2000, the Company entered into a reinsurance agreement to cede 35% of certain fixed annuity production on a modified coinsurance basis. As a result of this new agreement, fixed annuity production ceded increased $59.4 million in the third quarter and $160.1 million in the first nine months of 2001 as compared to the same periods in 2000. In addition, ILICO reinsures approximately 75% of its fixed annuities on a modified coinsurance basis which increased reinsurance ceded by approximately $6.8 million in the third quarter and $10.8 million in the first nine months of 2001 as compared to the same periods in 2000. The ILICO modified coinsurance agreement also impacted the Company's balance sheet. At September 30, 2001, reinsurance receivables were $543.5 million compared to $6.5 million at December 31, 2000.

The following table sets forth information regarding annuities in force for each date presented:

	Annuities in Force As of September 30, 2001	2000
($ in thousands)		
Deferred fixed and immediate annuities		
Number of policies	174,900	162,311
GAAP annuity reserves	$ 6,770,093	$ 5,944,341
Multi-choice annuities		
Number of policies	54,058	1,666
GAAP annuity reserves	$ 2,886,131	$ 84,981
Equity-index annuities		
Number of policies	17,010	13,810
GAAP annuity reserves	$ 716,017	$ 640,306
Total annuities		
Number of policies	245,968	177,787
GAAP annuity reserves	$ 10,372,241	$ 6,669,628

The acquisition of ILICO increased the total number of annuity policies by 58,000 and GAAP annuity reserves by $2.9 billion.

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RESULTS OF OPERATIONS

A summary of the Company's revenues follows:

($ in thousands)	For The Three Months Ended September 30, 2001	2000
Insurance premiums		
Life insurance - traditional	$ 98,662	$ 61,355
Annuities - Immediate annuity & supplementary contract premiums	3,022	4,453
All other	263	47
Total insurance premiums	101,947	65,855
Product charges		
Life insurance - universal life	37,672	17,059
Annuities	9,735	9,089
Total product charges	47,407	26,148
Net investment income		
Life insurance	79,822	51,417
Annuities	148,944	117,545
All other	3,177	6,708
Total net investment income	231,943	175,670
Realized/unrealized gains (losses) on investments		
Life insurance - core	1,889	371
Annuities - core	(347)	(4,080)
All other - non-core	(47,191)	(3,583)
Total realized/unrealized gains (losses) on investments	(45,649)	(7,292)
Other income		
Annuities	9,207	5,899
All other	2,253	2,895
Total other income	11,460	8,794
Total revenues	$ 347,108	$ 269,175

Traditional life insurance premiums were $98.7 million in the third quarter of 2001 compared to $61.4 million in the third quarter of 2000. For the nine months ended September 30, 2001, traditional life insurance premiums increased $51.7 million to $238.9 million compared to $187.2 million for the same period in 2000. The acquisition of ILICO added traditional life insurance premiums of $40.2 million in the third quarter and $59.1 million in the nine month period ended September 30, 2001. Excluding these ILICO premiums, traditional life insurance premiums declined $2.9 million and $7.4 million for the three months and nine months, respectively, ended September 30, 2001 as compared to the same periods a year ago. The decrease in traditional life insurance premiums in 2001 as compared to 2000 was primarily the result of the shift in sales focus from traditional life products to universal life products discussed previously. In addition, the new reinsurance agreements entered into in 2000 resulted in an increase in

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ceded premium for the first nine months of 2001 of approximately $5.0 million as compared to a year ago. Partially offsetting the decline in first year premium and the increase in ceded premium was increased renewal premium. Open block renewal premium increased approximately $7.3 million in the first nine months of 2001 as compared to the same period a year ago primarily due to the maturing of this block, while Closed Block renewal premium declined approximately $7.1 million due to an increase in lapses. Total life insurance lapse rates, exclusive of ILICO, were 7.5% for the first nine months of 2001 as compared to 6.2% a year ago. This increase in lapses in the Closed Block followed the completion of the Company's demutualization. The total life insurance lapse rate including ILICO was 7.4% for the first nine months of 2001. As was the case with the Company's demutualization, lapses are anticipated to increase at ILICO now that its demutualization is completed.

Immediate annuity and supplementary contract premiums decreased by $1.5 million to $3.0 million for the third quarter of 2001 compared to $4.5 million for the same period in 2000, and decreased $6.6 million for the nine months ended September 30, 2001 as compared to the nine months ended September 30, 2000. A decrease in immediate annuity premiums was anticipated as a result of pricing adjustments made on these products.

Universal life product charges were $37.7 million for the third quarter of 2001 compared to $17.1 million for the third quarter of 2000. Year-to-date, universal life product charges increased $33.0 million to $80.6 million in 2001 compared to $47.6 million in 2000. Approximately $19.3 million and $29.6 million of the universal life product charges for the three months and nine months ended September 30, 2001, respectively, were attributable to the acquisition of ILICO. The 2001 year-to-date increase, excluding ILICO, primarily reflects the increased sales of universal life products and increased cost of insurance charges corresponding with the normal aging and growth of the block of business.

Annuity product charges were $9.7 million for the third quarter of 2001 compared to $9.1 million for the same period in 2000, and $25.9 million for the first nine months of 2001 compared to $27.3 million for the first nine months of 2000. Annuity product charges from the acquisition of ILICO totaled approximately $3.4 million for the three months and $5.8 million for the nine months ended September 30, 2001. Excluding these ILICO amounts, annuity product charges declined $2.8 million and $7.2 million for the three months and nine months ended September 30, 2001, respectively as compared to the same periods in 2000. The decrease in product charges exclusive of ILICO was primarily due to decreased surrenders of annuity policies with surrender charges. Surrenders totaled approximately $689.1 million for the first nine months of 2001 compared to $916.6 million for the first nine months of 2000. Annuity withdrawal rates exclusive of ILICO averaged 12.8% in the first nine months of 2001 compared to 16.0% in the first nine months of 2000. Excluding internal replacements, withdrawal rates decreased 3.7% to 10.4% for the first nine months of 2001 compared to 14.1% for the same period a year ago. Annuity withdrawal rates, including ILICO from the acquisition date forward, averaged 14.4% for the first nine months of 2001. Surrenders at ILICO from the acquisition date through September 30, 2001 were approximately $207.7 million.

Total net investment income was $231.9 million for the third quarter of 2001 compared to $175.7 million for the same period in 2000 and $620.2 million for the first nine months of 2001 compared to $519.4 million for the same period in 2000. Approximately $54.5 million and $80.1 million of net investment income for the three months and the nine months ended September 30, 2001, respectively, was attributable to the acquisition of ILICO. Excluding ILICO, 2001 net investment increased primarily due to higher average invested assets (excluding market value adjustments) and higher effective yields as compared to 2000. Average invested assets (excluding market value adjustments) increased approximately $249.8 million and $123.1 million between quarterly and year-to-date periods, respectively. The increase was primarily due to the growth of the Company's life insurance and annuity businesses since last year. Partially offsetting this growth in assets from the product lines was a reduction in holding company cash equivalents. The cash equivalents were generated primarily from the sale of the

Company's discontinued operations in mid-1998 and were carried as invested assets of the Company until October 2000, when the Company distributed the funds to its former Members in connection with its demutualization. Investment income on the cash equivalents was approximately $4.1 million and $11.3 million for the third quarter 2001 period and year-to-date 2001 period, respectively. Net investment income for 2001 was also negatively impacted as compared to 2000 due to lower equity earnings from the Company's variable products joint venture. Equity loss from this joint venture was $0.02 million for the first nine months of 2001 compared to equity income of $1.9 million for the same period in 2000. This decline was consistent with the operating results of others in the variable product industry.

The effective yield on the entire investment portfolio in the third quarter of 2001 was 6.43% compared to 6.83% in the third quarter of 2000 and 6.80% for the first nine months of 2001 compared to 6.82% for the first nine months of 2000. Excluding ILICO, 2001 third quarter and year-to-date yields increased to 7.16% and 7.28%, respectively. The increase in yields, exclusive of ILICO, primarily resulted from the market value adjustments the Company made to its assets in connection with its reorganization, in the third quarter of 2000. The overall yield is lower including ILICO primarily due to the higher percentage of convertible securities ILICO carries in its investment portfolio. The convertible securities are associated with ILICO's total return strategy fixed annuity products. The effective yield on the deferred fixed annuity portfolio increased 4 basis points to 7.03% for the third quarter of 2001 as compared to 6.99% for the third quarter of 2000. Year-to-date, the yields increased 35 basis points to 7.10% as compared to 6.75% for 2000. The deferred fixed annuity portfolio yield was also positively impacted by the market value adjustments made in the third quarter of 2000.

Total realized and unrealized gains and losses on investments were a net loss of $45.6 million for the third quarter of 2001 compared to a net loss of $7.3 million for the same period a year ago, and a net loss of $97.3 million for the first nine months of 2001 compared to a net loss of $11.6 million for the first nine months of 2000. The significant change between periods is primarily driven by the Company's adoption of SFAS No. 133 "Accounting for Certain Derivative Instruments and Hedging Activities." In accordance with this Statement, the Company has adjusted its options to market value, which, due to the economic environment, resulted in an unrealized loss of $28.4 million and $62.5 million for the third quarter and first nine months of 2001, respectively. The Company uses its options to hedge its equity-indexed annuity products. In addition, the Company also has trading securities that back its total return strategy fixed annuity products. The market value adjustment on the trading securities resulted in a loss of $11.0 million and $14.5 million for the third quarter and nine months of 2001, respectively. The majority of the unrealized gains and losses on the options and trading securities are offset by similar adjustments to the option portion of the equity-indexed annuity reserves and to the total return strategy annuity reserves. The reserve adjustments are reflected in the policyowner benefits line of the Consolidated Statements of Income and are discussed in the next section of Management's Discussion and Analysis of Results of Operations and Financial Condition. The remainder of the third quarter and year-to-date 2001 realized and unrealized gains and losses on investments consisted of $6.2 million and $20.3 million, respectively, of realized losses on investments. The level of realized gains and losses will fluctuate from period to period depending on the prevailing interest rate and economic environment and the timing of the sale of investments.

Other income primarily consists of real estate operating income, property management fees, structured finance fees from affordable housing programs, Corporate Owned Life Insurance (COLI) income, and third party annuity commissions received by wholly-owned IMOs. Other income increased approximately $2.7 million in the third quarter of 2001 to $11.5 million as compared to $8.8 million in the third quarter of 2000. Year-to-date, other income was $33.7 million in 2001 compared to $22.7 million in 2000. Approximately $5.6 million of the year-to-date 2001 increase in other income was due to increased operations of IMOs purchased in the second quarter of 2000 and first quarter of 2001, and the remainder reflects the income on a $100 million COLI investment the Company made in the fourth

quarter of 2000. COLI is classified as an other asset and accordingly the income from this asset appears in other income instead of net investment income.

A summary of the Company's policyowner benefits follows:

	For The Three Months Ended September 30, 2001	For The Three Months Ended September 30, 2000	For The Nine Septem 2001
($ in thousands)			
Life Insurance:			
Traditional			
Death benefits	$ 18,066	$ 9,956	$ 43,140
Change in liability for future policy			

benefits and other policy benefits	70,586	48,201	167,957
Total traditional	88,652	58,157	211,097
Universal			
Death benefits in excess of cash value	12,649	4,848	28,743
Interest credited on policyowner account balances	19,330	10,856	45,583
Other	6,126	1,724	7,721
Total universal	38,105	17,428	82,047
Total life insurance benefits	126,757	75,585	293,144
Annuities			
Interest credited to deferred annuity account balances	83,737	68,821	238,565
Other annuity benefits	23,050	13,189	62,456
Total annuity benefits	106,787	82,010	301,021
All other benefits	1,285	64	1,870
Change in option value of equity-indexed products and market value adjustments on total return strategy annuities	(29,559)	--	(62,068)
Total policyowner benefits	$ 205,270	$ 157,659	$ 533,967

Total life insurance benefits were $126.8 million in the third quarter of 2001 compared to $75.6 million in the third quarter of 2000. For the first nine months of 2001, total life insurance benefits increased $67.9 million to $293.1 million compared to $225.2 million in the same period in 2000. The acquisition of ILICO in the second quarter of 2001 increased life insurance benefits $54.0 million and $74.6 million for the three months and nine months ended September 30, 2001, respectively. Excluding the impact of the ILICO acquisition, total life insurance benefits decreased $2.8 million and $6.7 million for the three months and nine months ended September 30, 2001, respectively as compared to the same periods in 2000. This decrease in life insurance benefits exclusive of the impact of ILICO was primarily due to favorable mortality resulting in decreased death benefits and change in liability for future policy

benefits on traditional insurance policies which was partially offset by unfavorable mortality on Closed Block universal life policies resulting in increased death benefits and increased interest credited on universal life policies. The weighted average crediting rate on universal life policyowner account balances for the first nine months of 2001 decreased 6 basis points to 5.56% compared to 5.62% for the first nine months of 2000. The traditional life benefits, excluding ILICO, decreased in the 2001 reporting periods as compared to 2000. The Company experienced a decrease in the change in liability for future policy benefits of $4.9 million due to the continued run-off of the Closed Block policies. The Company has estimated and recorded life insurance benefits from the terrorist attacks in the United States on September 11, 2001 to be approximately $1.2 million.

Annuity benefits were $106.8 million in the third quarter of 2001 compared to $82.0 million in the same period a year ago. Year-to-date, annuity benefits increased $56.5 million to $301.0 million in 2001 compared to $244.5 million in 2000. Approximately $22.3 million and $37.4 million of the increase in annuity benefits in the three month and nine month 2001 periods, respectively, was due to the acquisition of ILICO in the second quarter of 2001. Annuity benefits increased approximately $2.5 million and $19.1 million for the three months and nine months ending September 30, 2001 as compared to 2000, respectively, exclusive of the impact of the ILICO acquisition. Interest credited to deferred annuity account balances increased $26.3 million, exclusive of ILICO, in the first nine months of 2001 compared to the same period a year ago. Between the 2001 and 2000 nine month periods, average deferred fixed annuity account balances increased approximately $233.4 million and the weighted average crediting rate on deferred fixed annuity account balances increased 17 basis points to 5.07%. The increase in crediting rates reflects the change in product mix and the increase in the investment yields of the deferred fixed annuity portfolio. Overall, spreads on deferred fixed annuities widened 20 basis points to 205 basis points in the first nine months of 2001 as compared to the same period a year ago. Including ILICO deferred fixed annuity products, the weighted average crediting rate remained at 5.07% and spreads were 203 basis points. Other annuity benefits declined approximately $7.3 million, exclusive of ILICO, between nine month periods, which corresponds with the decline in immediate annuity and supplementary contract premiums. ILICO added approximately $23.1 million to the year-to-date 2001 other annuity benefits due to payments made under modified coinsurance agreements.

Included in policyowner benefits is the fair value change in options embedded within the equity-indexed products and fair value changes on total return strategy fixed annuity contracts. These fair value changes are being recorded in accordance with SFAS No. 133, which the Company adopted January 1, 2001. Based on the economic environment for the three months ended September 30, 2001, the fair value changes resulted in a $29.6 million decrease in reserve balances while the year-to-date fair value changes in 2001 were a $62.1 million decrease in reserve balances. As discussed previously, there is an offsetting adjustment to these fair value changes in the realized/unrealized gains (losses) on investments line of the Consolidated Income Statement related to the fair value changes on the options that hedge the equity-indexed products and on the trading securities that back the total return strategy products. All of these fair value changes are excluded from adjusted net operating income, as they do not indicate overall operating trends.

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A summary of the Company's expenses follows:

	For The Three Months Ended September 30,		For The Ended
	2001	2000	2001
($ in thousands)			

Life Insurance			
Underwriting, acquisition and other expenses	$ 21,567	$ 11,309	$ 53,618
Amortization of deferred policy acquisition costs and value of business acquired (VOBA), net of non-core adjustment of $76 and $28 for the three months ended September 30, 2001 and 2000, respectively, and $661 and $111 for the nine months ended September 30, 2001 and 2000, respectively	17,289	8,829	39,022
Total life insurance	38,856	20,138	92,640
Annuities			
Underwriting, acquisition and other expenses	17,149	12,659	45,231
Amortization of deferred policy acquisition costs and value of business acquired (VOBA), net of non-core adjustment of ($7,397) and ($2,579) for the three months ended September 30, 2001 and 2000, respectively, and ($13,519) and ($6,378) for the nine months ended September 30, 2001 and 2000, respectively	21,302	14,660	60,348
Total annuities	38,451	27,319	105,579
Amortization of deferred policy acquisition costs due to non-core realized gains or losses	(7,321)	(2,551)	(12,858
All other expenses	2,084	6,606	8,406
Demutualization costs	249	3,732	451
Restructuring costs	6,527	--	6,527
Total expenses	$ 78,846	$ 55,244	$ 200,745

Total life insurance expenses were $38.9 million in the third quarter of 2001 compared to $20.1 million in the same period in 2000. For the first nine months of 2001, life insurance expenses totaled $92.6 million compared to $63.6 million a year ago. The acquisition of ILICO in the second quarter of 2001 increased total life insurance expenses approximately $16.3 million and $22.8 million for the three months and nine months ended September 30, 2001, respectively. Excluding the impact of the ILICO acquisition, underwriting, acquisition and other expenses increased approximately $2.5 million in the third quarter of 2001 and increased approximately $6.2 million in the first nine months of 2001, as compared to the same periods a year ago. The increase in expenses as compared to last year was

primarily due to general compensation increases, depreciation on the new life insurance administrative system and distribution system enhancements. Amortization of deferred policy acquisition costs and value of business acquired (VOBA), exclusive of ILICO, increased approximately $0.6 million in the third quarter of 2001 and increased approximately $2.2 million the first nine months of 2001 compared to the comparable periods in 2000. Deferred policy acquisition costs are generally amortized in proportion to gross margins. The increase in amortization in 2001 as compared to 2000 is primarily associated with the Company's market value adjustment completed at the end of the third quarter 2000. Additional VOBA was established as a result of the market value adjustment.

Total annuity expenses increased by $11.2 million to $38.5 million in the third quarter of 2001 compared to $27.3 million in the third quarter of 2000. Year-to-date, total annuity expenses were $105.6 million in 2001 compared to $85.8 million in 2000. Approximately $3.3 million and $4.7 million of the 2001 total annuity expenses in the third quarter and year-to-date periods, respectively, were due to the ILICO acquisition. Excluding these ILICO expenses, underwriting, acquisition and insurance expenses increased approximately $1.9 million in the third quarter of 2001 compared to the same period a year ago and increased approximately $3.7 million between year-to-date periods. The increase in the 2001 reporting periods as compared to 2000 primarily reflects increased employee and agent costs and expenses related to the new IMO acquired in January of 2001. These increases are partially offset by a reduction in expenses from the consolidation of annuity operations in Topeka. The increase in expense due to the new IMO was offset by the increase in other income from the IMO discussed previously. Exclusive of the impact of ILICO, amortization of deferred policy acquisition costs and VOBA increased $5.9 million in the third quarter of 2001 as compared to the same period in 2000 and $11.2 million between year-to-date periods. The increase in amortization was partially attributable to the general growth in the deferred policy acquisition cost asset associated with the continued growth in annuity sales. In addition, VOBA amortization was higher in 2001 due to the additional VOBA established in connection with the Company's third quarter market value adjustment.

Other expenses decreased by $4.5 million in the third quarter of 2001 to $2.1 million compared to $6.6 million in the same period in 2000. Year-to-date, other expenses were $8.4 million in 2001 compared to $15.8 million in 2000. Other expenses primarily consist of expenses related to the real estate management company and the holding company, and tend to fluctuate from period to period depending on the properties under management each quarter. Beginning in 1999, the Company began decreasing the number of properties under management and, accordingly, other expenses are also declining.

The 2000 demutualization costs consist primarily of legal, actuarial and consulting expenses associated with the demutualization of the Company that was completed in the third quarter of 2000. The 2001 demutualization costs are associated with the demutualization of ILICO, which was completed in connection with the Company's acquisition of ILICO. As these costs are not of a continuing nature, they have been excluded from the Operating Segment amounts.

Restructuring costs relate to the Company's consolidation of various functions in connection with a restructuring of its life insurance and annuity operations, which began in the third quarter of 2001. The objective of the restructuring plan is to eliminate duplicative life insurance, annuity and general administrative functions for all business units. The elimination of duplicative functions will reduce on-going operating costs for the Company. General administrative functions will be transitioned so they are performed primarily in Des Moines. Life insurance processes will be transitioned so they are performed in Des Moines and Indianapolis and annuity functions will be transitioned to Topeka. The restructuring charges includes severance and termination benefits of $5.9 million related to the elimination of approximately 50 positions and other costs of $0.6 million. Actual pre-tax costs totaling $2.7

million have been expended and an accrual for severance and termination benefits not yet paid amounted to $3.8 at September 30, 2001. The Company has not finalized all restructuring activities as of September 30, 2001. Additional activities will primarily involve relocation or severance benefits for affected employees

and various administration, finance and actuarial system conversion costs. Expenditures for all restructuring activities are expected to be completed in the fourth quarter of 2002.

A summary of the Company's income from operations by operating segment follows:

	For The Three Months Ended September 30, 2001	2000	For ... 20..
($ in thousands)			
Life Insurance:			
Revenues	$ 218,045	$ 130,202	$ 5
Benefits and expenses	(165,613)	(95,723)	(3
Dividends to policyowners	(26,191)	(18,732)	(
Adjusted pre-tax operating income	26,241	15,747	
Annuities:			
Revenues	170,561	132,906	4
Benefits and expenses	(145,238)	(109,329)	(4
Adjusted pre-tax operating income	25,323	23,577	
All other adjusted pre-tax operating (loss)	2,324	2,980	
Total adjusted pre-tax operating income	$ 53,888	$ 42,304	$ 1

Adjusted pre-tax operating income from Life Insurance operations was $26.2 million in the third quarter of 2001 compared to $15.7 million in the third quarter of 2000. For the first nine months of 2001, adjusted pre-tax operating income from Life Insurance operations increased $19.0 million to $65.7 million compared to $46.7 million in 2000. The acquisition of ILICO contributed $9.8 million and $20.7 million of adjusted pre-tax operating income to the Life Insurance segment in the third quarter and first nine months of 2001, respectively. Exclusive of the impact of the ILICO acquisition, Life Insurance operating income increased $0.7 million between quarterly periods and decreased $1.7 million between year-to-date periods. Gross margins in the Life Insurance segment remained level between year over year periods with the fluctuations in insurance expenses and the decline in earnings from the Company's variable products joint venture primarily impacting the overall results.

Adjusted pre-tax operating income from Annuity operations was $25.3 million in the third quarter of 2001 compared to $23.6 million in the same period in 2000. Year-to-date, adjusted pre-tax operating income from Annuity operations increased $3.0 million to $71.3 million in 2001 compared to $68.3 million in 2000. The acquisition of ILICO contributed $3.7 million and $2.5 million of adjusted pre-tax operating income to the Annuity segment in the third quarter and first nine months of 2001, respectively. Excluding this contribution from ILICO, Annuity operating income decreased $2.0 million between quarterly periods and increased $0.5 million between year-to-date periods. The decrease in the third quarter of 2001 was primarily due to lower margins on equity-indexed annuity products and increased employee and agent costs. Year-to-date, the decreased margins on the equity indexed annuity products and increased employee and agent costs were offset by increased net IMO operations.

All other adjusted pre-tax operating income was $4.2 million in the first nine months of 2001 compared to $7.1 million in the first nine months of 2000. The decrease in 2001 compared to 2000 was

primarily due to decreased investment income as the Company distributed approximately $340 million of cash equivalents in October 2000 in connection with its demutualization.

Interest expense decreased $1.6 million in the third quarter of 2001 to $6.0 million compared to $7.6 million in the third quarter of 2000. Year-to-date, interest expense was $20.7 million in 2001 compared to $22.4 million in 2000. The decreased interest expense in 2001 was primarily due to lower borrowing rates in 2001 as compared to 2000 and the maturity of the ACES units in July 2001. The 2001 interest expense also included approximately $0.8 million of interest expense from ILICO. ILICO has a $25 million, 8.66% surplus note, due on April 1, 2011.

Income tax expense was $28.7 million in the first nine months of 2001 compared to $36.8 million in the same period in 2000. The effective tax rate was 32.3% and 40.1% for the first nine months of 2001 and 2000, respectively. The decrease in the effective tax rate in 2001 reflected the decline in nondeductible expenses associated with the Company's demutualization and increased tax exempt income from the COLI investment.

Minority interest represents the minority stockholders ownership percentage share of net income of ALHI prior to the Company's acquisition of this Minority Interest. The minority shareholder ownership percentage was 42% from January 1, 2000 through September 20, 2000, the date at which the Minority Interest was acquired. As a result of the Company's acquisition of the Minority Interest there is no net income applicable to the Minority Interest in 2001.

Net income from continuing operations increased $10.7 million to $21.1 million in the third quarter of 2001 compared to $10.4 million in the third quarter of 2000. Year-to-date, net income from continuing operations was $60.2 million in 2001 and $33.1 million in 2000. Approximately $3.8 million and $7.9 million of the increase in the quarter and year-to-date periods, respectively, was from the ILICO acquisition. The remainder was primarily due to the lower effective tax rate and the reduction in net income applicable to the Minority Interest.

The Company adopted SFAS No. 133 January 1, 2001. In accordance with the provisions of the Statement, the Company has recorded the differences between the previous carrying amounts of its derivative instruments and the fair value of its derivative instruments, as of this initial application date, as the effect of a change in accounting principle. The gross difference between carrying amounts and fair value amounts of the Company's derivative instruments was a reduction of approximately $11.3 million. The deferred policy acquisition cost and VOBA amortization impact from the derivative adjustments was approximately $1.1 million and the income tax benefit was $4.2 million, resulting in the net cumulative effect of change in accounting for derivatives of $8.2 million.

Net income was $21.5 million in the third quarter of 2001 compared to $11.1 million in the third quarter of 2000 and $53.4 million in the first nine months of 2001 compared to $33.8 million in the first nine months of 2000. The acquisition of ILICO increased net income approximately $3.8 million and $7.9 million in the 2001 third quarter and year-to-date periods, respectively. In addition, the lower effective tax rate and reduction in net income applicable to Minority Interest also increased net income in the 2001 periods as compared to 2000. Year- to-date, the adoption of SFAS No. 133 in the first quarter of 2001 had a one-time cumulative effect of reducing net income by $8.2 million.

LIQUIDITY AND CAPITAL RESOURCES

THE COMPANY

The Company's cash flows from operations consist of dividends from subsidiaries, if declared and paid, interest from income on loans and advances to its subsidiaries (including a surplus note issued to the Company by ALIC), investment income on assets held by the Company and fees which the Company charges its subsidiaries and certain other of its affiliates for services, offset by the expenses incurred for debt service, salaries and other expenses.

The Company intends to rely primarily on dividends and interest income from its life insurance subsidiaries in order to make dividend payments to its shareholders. The payment of dividends by its life insurance subsidiaries is regulated under various state laws. Generally, under the various state statutes, the Company's life insurance subsidiaries dividends may be paid only from the earned surplus arising from their respective businesses and must receive the prior approval of the respective state regulator to pay any dividend that would exceed certain statutory limitations. The current statutes generally limit any dividend, together with dividends paid out within the preceding 12 months, to the greater of (i) 10% of the respective company's policyowners' surplus as of the preceding year end or (ii) the net gain from operations for the previous calendar year. Generally, the various state laws give the state regulators broad discretion to approve or disapprove requests for dividends in excess of these limits. Based on these limitations and 2000 results, the Company's subsidiaries could pay an estimated $102.9 million in dividends in 2001 without obtaining regulatory approval. Of this amount, the Company's subsidiaries paid the Company $30.0 million in the first nine months of 2001. The 2000 statutory results exceeded prior years' statutory results primarily due to reinsurance transactions entered into in 2000 and the acquisition of ILICO. As reinsurance activity varies from year to year, 2001 statutory results may decline as compared to 2000 and dividend capacity would change accordingly.

The Company has a $150 million revolving credit facility with a syndicate of lenders (the "Bank Credit Facility"). As of September 30, 2001, there was a $96 million outstanding loan balance under the Bank Credit Facility. The Bank Credit Facility provides for typical events of default and covenants with respect to the conduct of business of the Company and its subsidiaries and requires the maintenance of various financial levels and ratios. Among other covenants, the Company (a) cannot have a leverage ratio greater than 0.35:1.0, (b) cannot have an interest coverage ratio less than 2.50:1.0, (c) is prohibited from paying cash dividends on its common stock in excess of an amount equal to 3% of its consolidated net worth as of the last day of the preceding fiscal year, and (d) must cause certain of its life insurance subsidiaries to maintain certain ratings from A.M. Best and certain levels of risk-based capital.

The Company has announced that its Board of Directors approved a stock purchase program under which the Company may purchase up to three million shares of its common stock at such times and under such conditions as the Company deems advisable. The purchases may be made in the open market or by such other means as the Company determines to be appropriate, including privately negotiated purchases. The purchase program supercedes all prior purchase programs. The funds for the purchase program would come from a combination of internal sources, from its life insurance subsidiaries and utilization of its Bank Credit Facility. During the third quarter of 2001, 1.2 million shares were repurchased and were funded by additional borrowings of approximately $32 million on the Bank Credit Facility.

LIFE INSURANCE SUBSIDIARIES

The cash flows of the Company's life insurance subsidiaries consist primarily of premium income, deposits to policyowner account balances, income from investments, sales, maturities and calls of investments and repayments of investment principal. Cash outflows are primarily related to withdrawals of policyowner account balances, investment purchases, payment of policy acquisition costs, payment of policyowner benefits, payment of debt, income taxes and current operating expenses. Life insurance companies generally produce a positive cash flow from operations, as measured by the amount by which cash flows are adequate to meet benefit obligations to policyowners and normal operating expenses as they are incurred. The remaining cash flow is generally used to increase the asset base to provide funds to meet the need for future policy benefit payments and for writing new business.

Management anticipates that funds to meet its short-term and long-term capital expenditures, cash dividends to shareholders and operating cash needs will come from existing capital and internally generated funds. Management believes that the current level of cash and available-for-sale and short-term securities, combined with expected net cash inflows from operations, maturities of fixed maturity investments, principal payments on mortgage-backed securities and its insurance products, will be adequate to meet the anticipated short-term cash obligations of the Company's life insurance subsidiaries.

Matching the investment portfolio maturities to the cash flow demands of the type of insurance being provided is an important consideration for each type of life insurance product and annuity. The Company continuously monitors benefits and surrenders to provide projections of future cash requirements. As part of this monitoring process, the Company performs cash flow testing of its assets and liabilities under various scenarios to evaluate the adequacy of reserves. In developing its investment strategy, the Company establishes a level of cash and securities which, combined with expected net cash inflows from operations, maturities of fixed maturity investments and principal payments on mortgage-backed securities, are believed adequate to meet anticipated short-term and long-term benefit and expense payment obligations. There can be no assurance that future experience regarding benefits and surrenders will be similar to historic experience since withdrawal and surrender levels are influenced by such factors as the interest rate environment and the claims-paying and financial strength ratings of the Company's life insurance subsidiaries.

The Company takes into account asset/liability management considerations in the product development and design process. Contract terms for the Company's interest-sensitive products include surrender and withdrawal provisions which mitigate the risk of losses due to early withdrawals. These provisions generally do one or more of the following: limit the amount of penalty-free withdrawals, limit the circumstances under which withdrawals are permitted, or assess a surrender charge or market value adjustment relating to the underlying assets. The following table summarizes liabilities for interest-sensitive life products and annuities by their contractual withdrawal provisions at September 30, 2001 (including liabilities in both the Closed Block and the general account):

	($ in millions)
Not subject to discretionary withdrawal	$ 500.0
Subject to discretionary withdrawal with adjustments:	
Specified surrender charges (A)	6,150.9
Market value adjustments	3,490.8
Subtotal	9,641.7
Subject to discretionary withdrawal without adjustments	1,643.7
Total	$ 11,785.4

(A) Includes $836.2 million of statutory liabilities with a contractual surrender charge of less than five percent of the account balance.

ALIC is a party to a $250 million separate account funding agreement. Under this agreement, a five-year floating rate insurance contract is issued to a commercial paper conduit. The funding agreement is secured by assets in a separate account and is further backed by the general account assets of ALIC. The separate account assets are legally segregated and are not subject to claims that arise out of any other business of ALIC. The separate account assets and liabilities are included with general account assets in the financial statements. The funding agreement may not be cancelled by the commercial paper conduit unless there is a default under the agreement, but ALIC may terminate at any time.

ALIC and its joint venture partner are contingently liable in the event the joint venture, AVLIC, cannot meet its obligations. At September 30, 2001, AVLIC had statutory assets of $2,018.6 million, liabilities of $1,962.5 million and surplus of $56.1 million.

Through their respective memberships in the Federal Home Loan Banks

(FHLB) of Des Moines and Topeka, ALIC and American Investors Life Insurance Company, a subsidiary of AAG, are eligible to borrow under variable-rate short term fed funds arrangements to provide additional liquidity. These borrowings are secured and interest is payable at the current rate at the time of any advance. There were no borrowings under these arrangements outstanding at September 30, 2001. In addition, ALIC has long-term advances from the FHLB outstanding of $14.5 million at September 30, 2001.

The Company's life insurance subsidiaries may also obtain liquidity through sales of investments. The Company's investment portfolio as of September 30, 2001 had a carrying value of $14.9 billion, including Closed Block investments.

At September 30, 2001, the statutory surplus of the Company's subsidiaries was approximately $648.8 million. The Company believes that this level of statutory capital is more than adequate as each insurance subsidiary's risk based capital is significantly in excess of required levels.

In the future, in addition to their cash flows from operations and borrowing capacity, the life insurance subsidiaries would anticipate obtaining their required capital from the Company as the Company has access to the public debt and equity markets.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The main objectives in managing the investment portfolios of the Company and its insurance subsidiaries are to maximize investment income and total investment returns while minimizing credit risks in order to provide maximum support to the insurance underwriting operations. Investment strategies are developed based on many factors including asset liability management, regulatory requirements, fluctuations in interest rates and consideration of other market risks. Investment decisions are centrally managed by investment professionals based on guidelines established by management and approved by the boards of directors.

Market risk represents the potential for loss due to adverse changes in the fair value of financial instruments. The market risks related to financial instruments of the Company and its subsidiaries primarily relate to the investment portfolio, which exposes the Company to risks related to interest rates and, to a lesser extent, credit quality and prepayment variation. Analytical tools and monitoring systems are in place to assess each of these elements of market risk.

Interest rate risk is the price sensitivity of a fixed income security to changes in interest rates. Management views these potential changes in price within the overall context of asset and liability management. Company actuaries estimate the payout pattern of the Company's liabilities, primarily the Company's lapsation, to determine liability duration. The asset duration is determined after consideration of the duration of these liabilities and other factors, which management believes mitigates the overall effect of interest rate risk for the Company.

The table below provides information about the Company's fixed maturity investments and mortgage loans at September 30, 2001. The table presents cash flows of principal amounts and related weighted average interest rates by expected maturity dates. The cash flows are based on the earlier of the call date or the maturity date or, for mortgage-backed securities, expected payment patterns. Actual cash flows could differ from the expected amounts.

	EXPECTED CASH FLOWS					
Amortized	3 mos 2001	2002	2003	2004	2005	200
			($ in millions)			
Fixed maturity securities	$ 284	$ 756	$ 1,472	$ 1,352	$ 1,591	$ 1
Average interest rate	6.6%	6.3%	6.4%	6.2%	6.4%	
Mortgage loans	$ 14	$ 53	$ 53	$ 68	$ 69	$
Average interest rate	8.2%	8.3%	8.2%	8.2%	8.2%	
Total	$ 298	$ 809	$ 1,525	$ 1,420	$ 1,660	$ 1

The Company and its subsidiaries have consistently invested in high quality marketable securities. As a result, management believes that the Company has minimal credit quality risk. Fixed maturity securities are comprised of U.S. Treasury, government agency, mortgage-backed and corporate securities. Approximately 65% of fixed maturity securities are issued by the U.S. Treasury or U.S. government agencies or are rated A or better by Moody's, Standard and Poor's, or the NAIC. Less than 7% of the bond portfolio is below investment grade. Fixed maturity securities have a weighted average maturity of approximately 7.04 years.

Prepayment risk refers to the changes in prepayment patterns that can either shorten or lengthen the expected timing of the principal repayments and thus the average life and the effective yield of a security. Such risk exists primarily within the Company's portfolio of mortgage-backed securities. Management monitors such risk regularly. The Company invests primarily in those classes of mortgage-backed securities that are less subject to prepayment risk.

The Company's use of derivatives is generally limited to hedging purposes and has principally consisted of using interest rate swaps, caps, swaptions and options. These instruments, viewed separately, subject the Company to varying degrees of market and credit risk. However when used for hedging, the expectation is that these instruments would reduce overall market risk. Credit risk arises from the possibility that counterparties may fail to perform under the terms of the contracts.

Equity price risk is the potential loss arising from changes in the value of equity securities. In general, equities have more year-to-year price variability than intermediate term grade bonds. However, returns over longer time frames have been consistently higher. The Company's equity securities consist primarily of its investment in AMAL. The remainder of the Company's equity securities are high quality and readily marketable.

All of the above risks are monitored on an ongoing basis. A combination of in-house systems and proprietary models and externally licensed software are used to analyze individual securities as well as each portfolio. These tools provide the portfolio managers with information to assist them in the evaluation of the market risks of the portfolio.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of business, the Company and its subsidiaries are parties to certain litigation, none of which management believes is material to the Company's results of operations.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

A list of exhibits included as part of this report is set forth in the Exhibit Index which immediately precedes such exhibits and is hereby incorporated by reference herein.

(b) The following report on Form 8-K/A was filed during the quarter ended September 30, 2001:

Form 8-K dated May 18, 2001 was amended by filing Form 8-K/A on July 23, 2001 which included financial statements and pro forma financial information for Indianapolis Life Insurance Company in connection with the Company's completion of the acquisition of Indianapolis Life Insurance Company.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATED: November 13, 2001 AMERUS GROUP CO.

By /s/ Thomas C. Godlasky

Executive Vice President and
Chief Investment Officer
(Principal Financial Officer)

By /s/ Brenda J. Cushing

Senior Vice President and
Controller
(Principal Accounting Officer)

AMERUS GROUP CO. AND SUBSIDIARIES

INDEX TO EXHIBITS

Exhibit No.	Description
2.1	Plan of Reorganization dated October 27, 1995, filed as Exhibit 2.1 to the Registration Statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
2.2	Amended and Restated Agreement and Plan of Merger, dated as of September 19, 1997 and as amended and restated as of October 8, 1997, by and among AmerUs Life Holdings, Inc., AFC Corp. and AmVestors Financial Corporation ("AmVestors"), filed as Exhibit 2.2 to the Registration Statement of AmerUs Life Holdings, Inc. on Form S-4, Registration Number 333-40065 is hereby incorporated by reference.
2.3	Agreement and Plan of Merger, dated as of August 13, 1997 and as amended as of September 5, 1997, among AmerUs Life Holdings, Inc., a wholly owned subsidiary of AmerUs Life Holdings, Inc. and Delta Life Corporation, filed as Exhibit 2.2 to Form 8-K of AmerUs Life Holdings, Inc. dated October 8, 1997, is hereby incorporated by reference.
2.4	Combination and Investment Agreement, dated February 18, 2000, among American Mutual Holding Company, AmerUs Life Holdings, Inc., Indianapolis Life Insurance Company and The Indianapolis Life Group of Companies, Inc., filed as Exhibit 2.1 to AmerUs Life Holdings, Inc.'s report on Form 8-K/A on March 6, 2000, is hereby incorporated by reference.
2.5	Purchase Agreement, dated as of February 18, 2000, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.5 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
2.6	Agreement and Plan of Merger, dated December 17, 1999, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.6 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
2.7	Amendment No. 1 to Agreement and Plan of Merger, dated February 18, 2000, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.7 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
2.8	Letter Agreement, dated December 17, 1999, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.8 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
2.9	Notification Agreement, dated as of February 18, 2000, by and among American Mutual Holding Company, AmerUs Life Holdings, Inc. and Bankers Trust Company, filed as Exhibit 2.9 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
2.10	Amendment No. 2 to Agreement and Plan of Merger, dated April 3, 2000, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.10 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
2.11	Amendment No. 1 to the Purchase Agreement, dated April 3, 2000, by and between American Mutual Holding Company and AmerUs Life Holdings, Inc., filed as Exhibit 2.11 on Form 10-Q, dated May 15, 2000, is

hereby incorporated by reference.

2.12	Amendment to Combination and Investment Agreement dated February 18, 2000 among American Mutual Holding Company, AmerUs Life Holdings, Inc., Indianapolis Life Insurance Company and The Indianapolis Life Group of Companies, Inc., dated September 18, 2000, filed as Exhibit 2.2 to Form 8-K12G3 of the Registrant dated September 21, 2000, is hereby incorporated by reference.

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3.1	Amended and Restated Articles of Incorporation of the Registrant filed as Exhibit 3.1 on Form 10-Q, dated November 14, 2000 is hereby incorporated by reference.
3.2	Amended and Restated Bylaws of the Registrant, filed as Exhibit 3.2 on Form 10-Q, dated November 14, 2000 is hereby incorporated by reference.
4.1	Amended and Restated Trust Agreement dated as of February 3, 1997 among AmerUs Life Holdings, Inc., Wilmington Trust Company, as property trustee, and the administrative trustees named therein (AmerUs Capital I business trust), filed as Exhibit 3.6 to the registration statement of AmerUs Life Holdings, Inc. and AmerUs Capital I on Form S-1, Registration Number 333-13713, is hereby incorporated by reference.
4.2	Indenture dated as of February 3, 1997 between AmerUs Life Holdings, Inc. and Wilmington Trust Company relating to the Company's 8.85% Junior Subordinated Debentures, Series A, filed as Exhibit 4.1 to the registration statement of AmerUs Life Holdings, Inc. and AmerUs Capital I on Form S-1, Registration Number, 333-13713, is hereby incorporated by reference.
4.3	Guaranty Agreement dated as of February 3, 1997 between AmerUs Life Holdings, Inc., as guarantor, and Wilmington Trust Company, as trustee, relating to the 8.85% Capital Securities, Series A, issued by AmerUs Capital I, filed as Exhibit 4.4 to the registration statement on Form S-1, Registration Number, 333-13713, is hereby incorporated by reference.
4.4	Common Stock Purchase Warrant, filed as Exhibit (10)(v) to Form 10-Q of AmVestors Financial Corporation dated May 13, 1992, is hereby incorporated by reference.
4.5	Amended and Restated Declaration of Trust of AmerUs Capital II, dated as of July 27, 1998, among AmerUs Life Holdings, Inc., First Union Trust Company and the administrative trustees named therein, relating to AmerUs Life Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.5 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.
4.6	Certificate of Trust of AmerUs Capital III filed as Exhibit 4.7 to the registration statement of AmerUs Life Holdings, Inc., AmerUs Capital II and AmerUs Capital III, on Form S-3 (No. 333-50249), is hereby incorporated by reference.
4.7	Common Trust Securities Guarantee Agreement, dated as of July 27, 1998, by AmerUs Life Holdings, Inc., relating to AmerUs Life Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.7 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.
4.8	QUIPS Guarantee Agreement, dated as of July 27, 1998, by AmerUs Life Holdings, Inc., relating to AmerUs Life Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.8 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.
4.9	Master Unit Agreement, dated as of July 27, 1998, between AmerUs Life Holdings, Inc. and First Union National Bank relating to AmerUs Life

Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.9 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.

4.10 Call Option Agreement, dated as of July 27, 1998, between Goldman, Sachs & Co. and First Union National Bank relating to AmerUs Life Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.10 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.

4.11 Pledge Agreement, dated as of July 27, 1998, among AmerUs Life Holdings, Inc., Goldman, Sachs & Co. and First Union National Bank relating to AmerUs Life Holdings, Inc.'s 7.0% ACES Units, filed as Exhibit 4.11 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.

4.12 Senior Indenture, dated as of June 16, 1998, by and between AmerUs Life Holdings, Inc. and First Union National Bank, as Indenture Trustee, relating to the AmerUs Life Holdings, Inc.'s 6.95% Senior Notes, filed as Exhibit 4.14 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.

4.13 Subordinated Indenture, dated as of July 27, 1998, by and between AmerUs Life Holdings, Inc. and First Union National Bank, as Indenture Trustee, relating to AmerUs Life Holdings, Inc.'s 6.86% Junior Subordinated Deferrable Interest Debentures, filed as Exhibit 4.15 on Form 10-Q, dated August 13, 1998, is hereby incorporated by reference.

4.14 First Supplement to Indenture dated February 3, 1997 among American Mutual Holding Company, AmerUs Life Holdings, Inc. and Wilmington Trust Company as Trustee, relating to the Company's 8.85% Junior Subordinated Debentures, Series A, dated September 20, 2000, filed as Exhibit 4.14 on Form 10-Q dated November 14, 2000, is hereby incorporated by reference.

4.15 Assignment and Assumption Agreement to Amended and Restated Trust Agreement, dated February 3, 1997 between American Mutual Holding Company and AmerUs Life Holdings, Inc., dated September 20, 2000, filed as Exhibit 4.15 on Form 10-Q dated November 14, 2000, is hereby incorporated by reference.

4.16 Assignment and Assumption to Guaranty Agreement, dated February 3, 1997 between American Mutual Holding Company and AmerUs Life Holdings, Inc., dated September 20, 2000, filed as Exhibit 4.16 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.

4.17 First Supplement to Subordinated Indenture, dated July 27, 1998, relating to AmerUs Life Holdings, Inc.'s 6.86% Junior Subordinated Deferrable Interest Debentures, among American Mutual Holding Company, AmerUs Life Holdings, Inc. and First Union National Bank, as Indenture Trustee, dated September 20, 2000, filed as Exhibit 4.17 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.

4.18 First Supplement to Master Unit Agreement dated July 27, 1998, relating to AmerUs Life Holdings, Inc.'s 7.0% ACES units, between American Mutual Holding Company and First Union National Bank, as Unit Agent, dated September 20, 2000, filed as Exhibit 4.18 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.

4.19 Assignment and Assumption Agreement to the QUIPS Guarantee Agreement dated July 27, 1998, relating to AmerUs Life Holdings, Inc.'s 7.0% ACES units, between American Mutual Holding Company and AmerUs Life Holdings, Inc., dated September 20, 2000, filed as Exhibit 4.19 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.

4.20	Assignment and Assumption Agreement to the Common Trust Securities Guarantee Agreement dated July 27, 1998, relating to AmerUs Life Holdings, Inc.'s 7.0% ACES units, between American Mutual Holding Company and AmerUs Life Holdings, Inc., dated September 20, 2000, filed as Exhibit 4.20 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
4.21	First Supplement to Purchase Contracts between American Mutual Holding Company and Holders, as specified, dated September 20, 2000, filed as Exhibit 4.21on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
4.22	First Supplement to the Pledge Agreement dated July 27, 1998, relating to AmerUs Life Holdings, Inc.'s 7.0% ACES units, among American Mutual Holding Company, Goldman Sachs & Co., as Call Option Holder, the Chase Manhattan Bank, as Collateral Agent and First Union National Bank, as Unit Agent, dated September 20, 2000, filed as Exhibit 4.22 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
4.23	First Supplement to Senior Indenture dated June 16, 1998, relating to AmerUs Life Holdings, Inc.'s 6.95% Senior Notes, among American Mutual Holding Company, AmerUs Life Holdings, Inc. and First Union National Bank, as Trustee, dated September 20, 2000, filed as Exhibit 4.23 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
10.1	Joint Venture Agreement, dated as of June 30, 1996, between American Mutual Insurance Company and Ameritas Life Insurance Corp., filed as Exhibit 10.2 on Form 10-K, dated March 25, 1998, is hereby incorporated by reference.
10.2	Management and Administration Service Agreement, dated as of April 1, 1996, among American Mutual Life Insurance Company, Ameritas Variable Life Insurance Company and Ameritas Life Insurance Corp., filed as Exhibit 10.3 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.

10.3	AmerUs Life Holdings, Inc. Executive Stock Purchase Plan, dated November 13, 1998, filed as Exhibit 4.11 to the registration statement of AmerUs Life Holdings, Inc. on Form S-8, Registration Number 333-72237, is hereby incorporated by reference.
10.4	AlloAmerUs Supplemental Executive Retirement Plan, effective January 1, 1996, filed as Exhibit 10.6 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.5	Management Incentive Plan, filed as Exhibit 10.9 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.6	AmerUs Life Insurance Company Performance Share Plan, filed as Exhibit 10.10 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.7	AmerUs Life Stock Incentive Plan, filed as Exhibit 10.11 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.8	AmerUs Life Non-Employee Director Stock Plan, filed as Exhibit 10.13 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.

10.9	Form of Indemnification Agreement executed with directors and certain officers, filed as Exhibit 10.33 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.10	Tax Allocation Agreement dated as of November 4, 1996, filed as Exhibit 10.68 to the registration statement of AmerUs Life Holdings, Inc. on Form S-1, Registration Number 333-12239, is hereby incorporated by reference.
10.11	Credit Agreement, dated as of October 23, 1997, among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent , filed as Exhibit 10.84 to the registration statement of AmerUs Life Holdings, Inc. on Form S-4, Registration Number 333-40065, is incorporated by reference.
10.12	AmVestors Financial Corporation 1996 Incentive Stock Option Plan, filed as Exhibit (4)(a) to Registration Statement of AmVestors Financial Corporation on Form S-8, Registration Number 333-14571 dated October 21, 1996, is hereby incorporated by reference.
10.13	Consent dated as of May 20, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.72 on Form 10-Q, dated November 16, 1998, is hereby incorporated by reference.
10.14	First Amendment dated as of May 30, 1997 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.73 on Form 10-Q, dated November 16, 1998, is hereby incorporated by reference.
10.15	Second Amendment dated as of June 22, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.74 on Form 10-Q, dated November 16, 1998, is hereby incorporated by reference.
10.16	Second Consent and Amendment dated as of October 2, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.75 on Form 10-Q, dated November 16, 1998, is hereby incorporated by reference.
10.17	MIP Deferral Plan dated as of September 1, 1998, filed as Exhibit 10.76 on Form 10-Q, dated November 16, 1998, is hereby incorporated by reference.
10.18	Open Line of Credit Application and Terms Agreement, dated March 5, 1999, between Federal Home Loan Bank of Des Moines and AmerUs Life Insurance Company, filed as Exhibit 10.34 on Form 10-Q dated May 14, 1999, is hereby incorporated by reference.

10.19	Third Waiver to Credit Agreement dated as of November 16, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.37 on Form 10-K, dated March 30, 1999, is hereby incorporated by reference.
10.20	Fourth Consent and Amendment, dated as of December 4, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The

	Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.38 on Form 10-K, dated March 30, 1999, is hereby incorporated by reference.
10.21	Facility and Guaranty Agreement, dated February 12, 1999, among The First National Bank of Chicago and AmerUs Life Holdings, Inc., filed as Exhibit 10.39 on Form 10-Q dated May 14, 1999, is hereby incorporated by reference.
10.22	Form of Reimbursement Agreement, dated February 15, 1999, among AmerUs Life Holdings, Inc. and Roger K. Brooks, Victor N. Daley, Michael G. Fraizer, Thomas C. Godlasky, Marcia S. Hanson, Mark V. Heitz and Gary R. McPhail, filed as Exhibit 10.40 on Form 10-Q dated May 14, 1999, is hereby incorporated by reference.
10.23	Amendment No. 1 to Facility Agreement, dated March 23, 1999, among The First National Bank of Chicago and AmerUs Life Holdings, Inc., filed as Exhibit 10.41 on Form 10-Q dated May 14, 1999, is hereby incorporated by reference.
10.24	1999 Non-Employee Stock Option Plan, dated April 19, 1999, filed on Form S-3, Registration Number 333-72643, is hereby incorporated by reference.
10.25	Fifth Waiver and Amendment to Credit Agreement dated as of October 1, 1998 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.43 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.
10.26	Sixth Amendment to Credit Agreement dated as of May 18, 1999 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.44 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.
10.27	Amendment No. 2 to Facility Agreement, dated January 25, 2000, among The First National Bank of Chicago and the Registrant, filed as Exhibit 10.44 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
10.28	Irrevocable Standby Letter of Credit Application and Terms Agreement, dated February 1, 2000, between Federal Home Loan Bank of Des Moines and AmerUs Life Insurance Company, filed as Exhibit 10.45 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
10.29	Seventh Amendment to Credit Agreement dated as of December 23, 1999 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., Various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.46 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
10.30	Investment Advisory Agreements, dated as of February 18, 2000, by and between Indianapolis Life Insurance Company, Bankers Life Insurance Company of New York, IL Annuity and Insurance Company, Western Security Life Insurance Company and AmerUs Capital Management Group, Inc. filed as Exhibits 10.1,10.3, 10.4 and 10.2, respectively, to AmerUs Life Holdings, Inc.'s report on Form 8-K/A on March 6, 2000, are hereby incorporated by reference.
10.31	Advance, Pledge and Security Agreement, dated April 12, 2000, by and between the Federal Home Loan Bank of Topeka and American Investors Life Insurance Company, Inc., filed as Exhibit 10.48 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.32	Institutional Custody Agreement, dated April 12, 2000, by and between the Federal Home Loan Bank of Topeka and American Investors Life Insurance Company, Inc., filed as Exhibit 10.49 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.

10.33	Line of Credit Application, dated April 12, 2000, by and between the Federal Home Loan Bank of Topeka and American Investors Life Insurance Company, Inc., filed as Exhibit 10.50 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.34	Stock Purchase Agreement, dated February 1, 2000, by and among AmVestors Financial Corporation, Creative Marketing International Corporation and the Stockholders of Creative Marketing International Corporation, filed as Exhibit 10.51 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.35	Stock Purchase Agreement, dated February 23, 2000, by and among American Investors Sales Group, Inc., Community Bank Marketing, Inc. and Community Financial Services, Inc., filed as Exhibit 10.52 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.36	Agreement for Advances, Pledge and Security Agreement, dated March 12, 1992, by and between Central Life Assurance Company and the Federal Home Loan Bank of Des Moines, filed as Exhibit 10.53 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.37	Agreement for Advances, Pledge and Security Agreement, dated September 1, 1995, by and between American Vanguard Life Insurance Company and the Federal Home Loan Bank of Des Moines, filed as Exhibit 10.54 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.38	Agreement and Plan of Merger, dated September 30, 1998, by and among AmVestors Financial Corporation, Senior Benefit Services of Kansas, Inc., Senior Benefit Services Insurance Agency, Inc., National Senior Benefit Services, Inc. and Richard McCarter, filed as Exhibit 10.55 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
10.39	Eighth Amendment to Credit Agreement dated as of June 23, 2000 to the Credit Agreement dated as of October 23, 1997 among AmerUs Life Holdings, Inc., various Lender Institutions, the Co-Arrangers and The Chase Manhattan Bank, as Administrative Agent, filed as Exhibit 10.57 on Form 10-Q, dated August 14, 2000, is hereby incorporated by reference.
10.40	Affirmation Agreement to Facility and Guaranty Agreement dated February 12, 1999 by American Mutual Holding Company, survivor of a merger with AmerUs Life Holdings, Inc. in favor of the Agent and the Lenders, dated September 20, 2000, filed as Exhibit 10.58 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
10.41	Amendment to Facility and Guaranty Agreement dated February 12, 1999 among The First National Bank of Chicago and AmerUs Group Co., dated September 20, 2000, filed as Exhibit 10.59 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
10.42	Acknowledgement and Assumption Agreement to Credit Agreement dated October 23, 1997, among American Mutual Holding Company and The Chase Manhattan Bank, as Administrative Agent for Various Lender Institutions, dated September 20, 2000, filed as Exhibit 10.60 on Form 10-Q, dated November 14, 2000, is hereby incorporated by reference.
10.43	AmerUs Group Co. 2000 Stock Incentive Plan, dated November 15, 2000, filed as Exhibit 99.9 to the registration statement of AmerUs Group Co. on Form S-8, Registration Number 333-50030, is hereby incorporated by reference.
10.44*	Employment Agreement between Indianapolis Life Insurance Company and Larry R. Prible dated May 11, 2000.
11*	Statement Re: Computation of Earnings per share.
99.1	Retirement Agreement, dated March 14, 2000, by and between Victor N.

	Daley and AmerUs Life Holdings, Inc., filed as Exhibit 99.8 on Form 10-Q, dated May 15, 2000, is hereby incorporated by reference.
99.2	First Amendment to Employment Agreement, dated as of April 15, 1999, to the Employment Agreement dated as of September 19, 1997, among Mark V. Heitz, AmVestors Financial Corporation, American Investors Life Insurance Company, Inc., AmVestors Investment Group, Inc., American Investors Sales Group, Inc., and AmerUs Life Holdings, Inc., filed as Exhibit 99.4 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.

99.3	Supplemental Benefit Agreement, dated as of April 15, 1999, among Roger K. Brooks and AmerUs Life Holdings, Inc., filed as Exhibit 99.5 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.
99.4	Form of Supplemental Benefit Agreement, dated as of April 15, 1999, among AmerUs Life Holdings, Inc. and Victor N. Daley, Michael G. Fraizer, Thomas C. Godlasky and Gary R. McPhail, filed as Exhibit 99.6 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.
99.5	Amended and Restated Employment Agreement, dated as of April 15, 1999, among Marcia S. Hanson and AmerUs Life Holdings, Inc., filed as Exhibit 99.7 on Form 10-Q dated August 13, 1999, is hereby incorporated by reference.
99.6	Agreement and Release, dated as of December 31, 1999, by and between Marcia S. Hanson, AmerUs Life Holdings, Inc., Registrant, American Mutual Holding Company, and all of their respective subsidiaries and affiliates, filed as Exhibit 99.6 on Form 10-K, dated March 8, 2000, is hereby incorporated by reference.
99.7	Form of Supplemental Benefit Agreement, dated as of February 7, 2000, among AmerUs Life Holdings, Inc. and Victor N. Daley, Michael G. Fraizer, Thomas C. Godlasky and Gary R. McPhail, filed as Exhibit 99.7 on Form 10-K, dated March 8, 2000 is hereby incorporated by reference.

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*   included herein