

QUARTERLY STATEMENT

OF THE

BROOKE LIFE INSURANCE COMPANY

TO THE

Insurance Department

OF THE

STATE OF

Michigan

**FOR THE QUARTER ENDED
MARCH 31, 2024**

LIFE, ACCIDENT AND HEALTH

FRATERNAL BENEFIT SOCIETIES

2024

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	204,599,167	0	204,599,167	212,910,736
2. Stocks:				
2.1 Preferred stocks	0	0	0	0
2.2 Common stocks	4,843,747,940	0	4,843,747,940	4,652,621,647
3. Mortgage loans on real estate:				
3.1 First liens	0	0	0	0
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ encumbrances)	0	0	0	0
4.2 Properties held for the production of income (less \$ encumbrances)	0	0	0	0
4.3 Properties held for sale (less \$ encumbrances)	0	0	0	0
5. Cash (\$ 325,773), cash equivalents (\$ 6,876,924) and short-term investments (\$ 0)	7,202,697	0	7,202,697	1,243,962
6. Contract loans (including \$ 0 premium notes)	459,268	0	459,268	474,011
7. Derivatives	0	0	0	0
8. Other invested assets	23,756,983	1,201,433	22,555,550	22,436,391
9. Receivables for securities	0	0	0	21,007
10. Securities lending reinvested collateral assets	0	0	0	0
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	5,079,766,055	1,201,433	5,078,564,622	4,889,707,754
13. Title plants less \$ 0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	1,724,423	0	1,724,423	1,494,480
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	3,943,953	0	3,943,953	4,036,453
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ 0 earned but unbilled premiums)	67,259	0	67,259	71,080
15.3 Accrued retrospective premiums (\$ 0) and contracts subject to redetermination (\$ 0)	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	67,577	0	67,577	67,577
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	0	0	0	0
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	767,244	0	767,244	767,244
18.2 Net deferred tax asset	0	0	0	0
19. Guaranty funds receivable or on deposit	0	0	0	0
20. Electronic data processing equipment and software	0	0	0	0
21. Furniture and equipment, including health care delivery assets (\$ 0)	0	0	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	30,513	0	30,513	0
24. Health care (\$ 0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	1,907,683	0	1,907,683	1,648,288
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	5,088,274,707	1,201,433	5,087,073,274	4,897,792,876
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	5,088,274,707	1,201,433	5,087,073,274	4,897,792,876
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Cash held by third party administrator	833,965	0	833,965	1,092,238
2502. Admitted Disallowed IMR	1,073,718	0	1,073,718	556,050
2503.				
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	1,907,683	0	1,907,683	1,648,288

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$ 214,274,125 less \$ 0 included in Line 6.3 (including \$ 14,168,409 Modco Reserve)	214,274,125	221,456,820
2. Aggregate reserve for accident and health contracts (including \$ 0 Modco Reserve)	0	0
3. Liability for deposit-type contracts (including \$ 1,282,958 Modco Reserve)	3,038,698	3,093,613
4. Contract claims:		
4.1 Life	13,411,675	12,512,808
4.2 Accident and health	0	0
5. Policyholders' dividends/refunds to members \$ 0 and coupons \$ 0 due and unpaid	0	0
6. Provision for policyholders' dividends, refunds to members and coupons payable in following calendar year - estimated amounts:		
6.1 Policyholders' dividends and refunds to members apportioned for payment (including \$ 0 Modco)	0	0
6.2 Policyholders' dividends and refunds to members not yet apportioned (including \$ 0 Modco)	8,530	8,602
6.3 Coupons and similar benefits (including \$ 0 Modco)	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$ 0 discount; including \$ 0 accident and health premiums	1,739	1,265
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	0	0
9.2 Provision for experience rating refunds, including the liability of \$ 0 accident and health experience rating refunds of which \$ 0 is for medical loss ratio rebate per the Public Health Service Act	0	0
9.3 Other amounts payable on reinsurance, including \$ 69,656 assumed and \$ 0 ceded	69,656	10,409
9.4 Interest Maintenance Reserve	0	0
10. Commissions to agents due or accrued-life and annuity contracts \$ 0 , accident and health \$ 0 and deposit-type contract funds \$ 0	0	0
11. Commissions and expense allowances payable on reinsurance assumed	0	0
12. General expenses due or accrued	39,419	27,258
13. Transfers to Separate Accounts due or accrued (net) (including \$ 0 accrued for expense allowances recognized in reserves, net of reinsured allowances)	0	0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	0	0
15.1 Current federal and foreign income taxes, including \$ 0 on realized capital gains (losses)	0	0
15.2 Net deferred tax liability	0	0
16. Unearned investment income	12,276	13,023
17. Amounts withheld or retained by reporting entity as agent or trustee	21,968	30,516
18. Amounts held for agents' account, including \$ 0 agents' credit balances	0	0
19. Remittances and items not allocated	84,452	185,099
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0
21. Liability for benefits for employees and agents if not included above	0	0
22. Borrowed money \$ 0 and interest thereon \$ 0	0	0
23. Dividends to stockholders declared and unpaid	0	0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	2,911,595	3,553,210
24.02 Reinsurance in unauthorized and certified (\$ 0) companies	0	0
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$ 0) reinsurers	0	0
24.04 Payable to parent, subsidiaries and affiliates	0	117,845
24.05 Drafts outstanding	0	0
24.06 Liability for amounts held under uninsured plans	0	0
24.07 Funds held under coinsurance	0	0
24.08 Derivatives	0	0
24.09 Payable for securities	0	0
24.10 Payable for securities lending	0	0
24.11 Capital notes \$ 0 and interest thereon \$ 0	0	0
25. Aggregate write-ins for liabilities	4,225,099	153,196
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	238,099,232	241,163,664
27. From Separate Accounts Statement	0	0
28. Total liabilities (Lines 26 and 27)	238,099,232	241,163,664
29. Common capital stock	51,500,000	51,500,000
30. Preferred capital stock	0	0
31. Aggregate write-ins for other than special surplus funds	0	0
32. Surplus notes	2,000,000,000	2,000,000,000
33. Gross paid in and contributed surplus	2,026,188,014	2,026,188,014
34. Aggregate write-ins for special surplus funds	1,073,718	556,050
35. Unassigned funds (surplus)	770,212,310	578,385,148
36. Less treasury stock, at cost:		
36.1 0 shares common (value included in Line 29 \$ 0)	0	0
36.2 0 shares preferred (value included in Line 30 \$ 0)	0	0
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$ 0 in Separate Accounts Statement)	4,797,474,042	4,605,129,212
38. Totals of Lines 29, 30 and 37	4,848,974,042	4,656,629,212
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	5,087,073,274	4,897,792,876
DETAILS OF WRITE-INS		
2501. Interest payable on death claims	129,548	153,196
2502. Interest payable on surplus note	3,998,222	0
2503. Unclaimed property	97,329	0
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	4,225,099	153,196
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)	0	0
3401. Admitted Disallowed IMR	1,073,718	556,050
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	1,073,718	556,050

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	4,005,993	4,719,314	17,413,243
2. Considerations for supplementary contracts with life contingencies	0	0	0
3. Net investment income	(47,230,028)	429,404,143	393,784,790
4. Amortization of Interest Maintenance Reserve (IMR)	(84,723)	64,865	122,863
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	18,069	19,617	76,956
7. Reserve adjustments on reinsurance ceded	(133,989)	(193,543)	(994,386)
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
8.2 Charges and fees for deposit-type contracts	3,026	0	35,233
8.3 Aggregate write-ins for miscellaneous income	0	0	2,732
9. Totals (Lines 1 to 8.3)	(43,421,652)	434,014,396	410,441,431
10. Death benefits	4,776,903	8,284,198	15,092,566
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	1,121,980	2,634,046	9,245,575
13. Disability benefits and benefits under accident and health contracts	0	0	0
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	7,263,044	14,304,256	43,037,507
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	(6,629)	(126,738)	(205,613)
18. Payments on supplementary contracts with life contingencies	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts	(7,182,695)	(16,793,999)	(43,039,546)
20. Totals (Lines 10 to 19)	5,972,603	8,301,763	24,130,489
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	5,333	7,076	21,118
22. Commissions and expense allowances on reinsurance assumed	181	285	1,300
23. General insurance expenses and fraternal expenses	169,213	164,763	610,117
24. Insurance taxes, licenses and fees, excluding federal income taxes	2,254	2,465	2,715
25. Increase in loading on deferred and uncollected premiums	(499)	(720)	(335)
26. Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27. Aggregate write-ins for deductions	0	0	0
28. Totals (Lines 20 to 27)	6,149,085	8,475,632	24,765,404
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(49,570,737)	425,538,764	385,676,027
30. Dividends to policyholders and refunds to members	2,363	3,063	8,828
31. Net gain from operations after dividends to policyholders, refunds to members and before federal income taxes (Line 29 minus Line 30)	(49,573,100)	425,535,701	385,667,199
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(48,379)	(1,809)	(5,862)
33. Net gain from operations after dividends to policyholders, refunds to members and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(49,524,721)	425,537,510	385,673,061
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ 124,334 (excluding taxes of \$ 75,955 transferred to the IMR)	(124,334)	(16,714)	(496,011)
35. Net income (Line 33 plus Line 34)	(49,649,055)	425,520,796	385,177,050
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	4,656,629,212	5,965,253,311	5,965,253,311
37. Net income (Line 35)	(49,649,055)	425,520,796	385,177,050
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 47,455	241,304,902	(1,587,546,267)	(1,183,940,464)
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	47,455	29,046	214,253
41. Change in nonadmitted assets	(87)	(22,998)	(49,549)
42. Change in liability for reinsurance in unauthorized and certified companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	0
44. Change in asset valuation reserve	641,615	(264,736)	(25,389)
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	0	0	0
49. Cumulative effect of changes in accounting principles	0	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	0	(150,000,000)	(150,000,000)
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	0	0	0
52. Dividends to stockholders	0	(360,000,000)	(360,000,000)
53. Aggregate write-ins for gains and losses in surplus	0	0	0
54. Net change in capital and surplus for the year (Lines 37 through 53)	192,344,830	(1,672,284,159)	(1,308,624,099)
55. Capital and surplus, as of statement date (Lines 36 + 54)	4,848,974,042	4,292,969,152	4,656,629,212
DETAILS OF WRITE-INS			
08.301. Miscellaneous income	0	0	2,732
08.302.			
08.303.			
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	0	0	2,732
2701.			
2702.			
2703.			
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798) (Line 27 above)	0	0	0
5301.			
5302.			
5303.			
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	0
5399. Totals (Lines 5301 through 5303 plus 5398) (Line 53 above)	0	0	0

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	4,103,289	5,160,237	18,386,037
2. Net investment income	(43,461,871)	406,613,946	367,715,331
3. Miscellaneous income	18,069	19,617	79,688
4. Total (Lines 1 to 3)	(39,340,513)	411,793,800	386,181,056
5. Benefit and loss related payments	12,303,145	21,693,882	70,115,383
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	165,506	172,541	648,955
8. Dividends paid to policyholders	2,435	2,823	8,945
9. Federal and foreign income taxes paid (recovered) net of \$ tax on capital gains (losses)	0	0	0
10. Total (Lines 5 through 9)	12,471,086	21,869,246	70,773,283
11. Net cash from operations (Line 4 minus Line 10)	(51,811,599)	389,924,554	315,407,773
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	8,845,170	15,283,242	41,707,653
12.2 Stocks	1,919,833,927	150,000,000	150,000,000
12.3 Mortgage loans	0	0	0
12.4 Real estate	0	0	0
12.5 Other invested assets	136,309	0	3,641,748
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	0	0	0
12.7 Miscellaneous proceeds	21,007	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7)	1,928,836,413	165,283,242	195,349,401
13. Cost of investments acquired (long-term only):			
13.1 Bonds	1,211,886	0	0
13.2 Stocks	1,869,833,927	0	0
13.3 Mortgage loans	0	0	0
13.4 Real estate	0	0	0
13.5 Other invested assets	29,491	43,781	409,271
13.6 Miscellaneous applications	0	208,291	21,007
13.7 Total investments acquired (Lines 13.1 to 13.6)	1,871,075,304	252,072	430,278
14. Net increase (or decrease) in contract loans and premium notes	(14,743)	2,332	(130,113)
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	57,775,852	165,028,838	195,049,236
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	0	0	0
16.2 Capital and paid in surplus, less treasury stock	0	(150,000,000)	(150,000,000)
16.3 Borrowed funds	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities	(101,377)	(75,280)	(349,038)
16.5 Dividends to stockholders	0	360,000,000	360,000,000
16.6 Other cash provided (applied)	95,859	382,585	9,068
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	(5,518)	(509,692,695)	(510,339,970)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	5,958,735	45,260,697	117,039
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	1,243,962	1,126,923	1,126,923
19.2 End of period (Line 18 plus Line 19.1)	7,202,697	46,387,621	1,243,962

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

20.0001. Debt & equity securities acquired from exchange transactions	1,322,238	0	0
20.0002. Debt & equity securities disposed from exchange transactions	(1,322,238)	0	0
20.0003. Non-cash exchange of financial assets with subsidiary	197,655,526	0	0

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

EXHIBIT 1**DIRECT PREMIUMS AND DEPOSIT-TYPE CONTRACTS**

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Individual life	578	623	1,846
2. Group life	0	0	0
3. Individual annuities	42,600	115,884	165,498
4. Group annuities	0	0	0
5. Accident & health	0	0	0
6. Fraternal	0	0	0
7. Other lines of business	0	0	0
8. Subtotal (Lines 1 through 7)	43,178	116,507	167,344
9. Deposit-type contracts	0	0	0
10. Total (Lines 8 and 9)	43,178	116,507	167,344

NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies and Going Concern

A. Accounting Practices

The financial statements of Brooke Life Insurance Company (the “Company”) are presented on the basis of accounting practices prescribed or permitted by the Michigan Department of Insurance and Financial Services.

The Department of Insurance and Financial Services recognizes statutory accounting practices prescribed or permitted by the state of Michigan for determining and reporting the financial condition and results of operations of an insurance company, and for determining its solvency under Michigan Insurance Law. The Department of Insurance and Financial Services has adopted the National Association of Insurance Commissioners' (“NAIC”) Accounting Practices and Procedures Manual (“NAIC SAP”) to the extent that the accounting practices, procedures, and reporting standards are not modified by the Michigan Insurance Code. The commissioner of insurance has the right to permit other specific practices that deviate from prescribed practices.

In accordance with SSAP No. 97, the Company’s investment in a U.S. insurance subsidiary should be recorded based on the underlying audited statutory equity of the subsidiary’s financial statements, adjusted for any unamortized goodwill as provided for in SSAP No. 68. In the absence of audited statutory financials, the Company’s investment in subsidiary is not an admitted asset. However, the Company received approval from the Department of Insurance and Financial Services regarding the use of a permitted practice, which allows the Company to report its investment in Brooke Life Reinsurance Company, a subsidiary, at the lower of net contributed capital or total equity on a modified GAAP basis, subject to a floor of zero. As shown in the table below, this permitted practice has no impact on net income, but increased capital and surplus by \$698,933,927 as of March 31, 2024.

A reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed or permitted by the state of Michigan is shown below:

	F/S	F/S			
	SSAP #	Page	Line #	3/31/2024	12/31/2023
<u>Net Income</u>					
Brooke Life Insurance Company, Michigan basis				\$ (49,649,055)	\$ 385,177,050
Michigan Prescribed Practices that are an increase/(decrease) from NAIC SAP:				—	—
Michigan Permitted Practices that are an increase/(decrease) from NAIC SAP:				—	—
NAIC SAP				<u>\$ (49,649,055)</u>	<u>\$ 385,177,050</u>
<u>Capital and Surplus</u>					
Brooke Life Insurance Company, Michigan basis				\$ 4,848,974,042	\$ 4,656,629,212
Michigan Prescribed Practices that are an increase/(decrease) from NAIC SAP:				—	—
Michigan Permitted Practices that are an increase/(decrease) from NAIC SAP:				—	—
Subsidiary valuation - Brooke Life Reinsurance Company	97	2	2.2	698,933,927	—
NAIC SAP				<u>\$ 4,150,040,115</u>	<u>\$ 4,656,629,212</u>

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 1, item B.

C. Accounting Policy

- (2) Bonds not backed by other loans are stated at amortized cost except those with an NAIC rating of “6,” which are stated at the lower of amortized cost or fair value. Acquisition premiums and discounts are amortized into investment income through call or maturity dates using the interest method.
- (6) Loan-backed and structured securities, hereafter collectively referred to as “loan-backed securities”, are stated at amortized cost except those with an NAIC carry rating of “6,” which are carried at the lower of amortized cost or fair value. The retrospective adjustment method is used to value loan-backed securities where the collection of all contractual cash flows is probable. For loan-backed securities where the collection of all contractual cash flows is not probable, the Company:
 - Recognizes the accretable yield over the life of the loan-backed security as determined at the acquisition or transaction date,
 - Continues to estimate cash flows expected to be collected at least quarterly, and
 - Recognizes an other-than-temporary impairment loss if the loan-backed security is impaired (i.e., the fair value is less than the amortized cost basis) and if the Company does not expect to recover the entire amortized cost basis when compared to the present value of cash flows expected to be collected.

Investments are reduced to estimated fair value (discounted cash flows for loan-backed securities) for declines in value that are determined to be other-than-temporary. In determining whether an other-than-temporary impairment has occurred, the Company considers a security’s forecasted cash flows as well as the severity and duration of depressed fair values.

If the Company intends to sell an impaired loan-backed security or does not have the intent and ability to retain the impaired loan-backed security for a period of time sufficient to recover the amortized cost basis, an other-than-

NOTES TO FINANCIAL STATEMENTS

temporary impairment has occurred. In these situations, the other-than-temporary impairment loss recognized is the difference between the amortized cost basis and fair value. For loan-backed securities, the credit portion of the recognized loss is recorded to the asset valuation reserve (“AVR”) and the non-credit portion is recorded to the interest maintenance reserve (“IMR”). If the Company does not expect to recover the entire amortized cost basis when compared to the present value of cash flows expected to be collected, it cannot assert that it has the ability to recover the loan-backed security’s amortized cost basis even though it has no intent to sell and has the intent and ability to retain the loan-backed security. Therefore, an other-than-temporary impairment has occurred and a realized loss is recognized for the non-interest related decline, which is calculated as the difference between the loan-backed security’s amortized cost basis and the present value of cash flows expected to be collected.

For situations where an other-than-temporary impairment is recognized, the previous amortized cost basis less the other-than temporary impairment recognized as a realized loss becomes the new amortized cost basis of the loan-backed security. The new amortized cost basis is not adjusted for subsequent recoveries in fair value. Therefore, the prospective adjustment method is used for periods subsequent to other-than-temporary impairment loss recognition.

(8) The Company’s carrying value for ownership interests in partnerships and limited liability companies is determined using the proportion of Brooke’s investment in each fund (“NAV equivalent”) as a practical expedient for fair value.

D. Going Concern

There is not substantial doubt about the Company’s ability to continue as a going concern.

2. Accounting Changes and Corrections of Errors

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 2.

3. Business Combinations and Goodwill

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 3.

4. Discontinued Operations

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 4.

5. Investments

D. Loan Backed and Structured Securities

(1) Principal prepayment assumptions for loan-backed and structured securities are obtained from broker-dealers, independent providers of broker-dealer estimates, or internal models.

(2) There were no loan-backed and structured securities with a recognized other-than-temporary impairment where the Company has either the intent to sell the securities or lacks the ability or intent to retain the securities as of the statement date.

(3) There were no loan-backed and structured securities with a recognized other-than-temporary impairment.

(4) The following table summarizes loan-backed and structured securities in an unrealized loss position as of March 31, 2024:

	Total	<12 Months	12+ Months
Fair Value	\$ 10,660,574	\$ —	\$ 10,660,574
Unrealized Loss	\$ 1,173,652	\$ —	\$ 1,173,652

The carrying value and fair value of all loan-backed and structured securities, regardless of whether the security is in an unrealized loss position, was \$12,235,916 and \$11,346,809, respectively.

(5) The Company periodically reviews its debt securities and equities on a case-by-case basis to determine if any decline in fair value to below amortized cost is other-than-temporary. Factors considered in determining whether a decline is other-than-temporary include the length of time a security has been in an unrealized loss position, reasons for the decline in value, expectations for the amount and timing of recovery in value, and the Company’s intent and ability not to sell a security prior to a recovery in fair value.

Securities the Company determines are underperforming or potential problem securities are subject to regular review. To facilitate this review, securities with significant declines in value, or where other objective criteria evidencing credit deterioration have been met, are included on a watch list. Among the criteria for securities to be included on a watch list are: credit deterioration that has led to a significant decline in fair value of the security; a significant covenant related to the security has been breached; or an issuer has filed or indicated a possibility of filing for bankruptcy, has missed or announced it intends to miss a scheduled interest or principal payment, or has experienced a specific material adverse change that may impair its creditworthiness.

In performing these reviews, the Company considers the relevant facts and circumstances relating to each investment and exercises considerable judgment in determining whether a security is other-than-temporarily

NOTES TO FINANCIAL STATEMENTS

impaired. Assessment factors include judgments about an obligor's current and projected financial position, an issuer's current and projected ability to service and repay its debt obligations, the existence of, and realizable value of, any collateral supporting the obligations, and the macro-economic and micro-economic outlooks for specific industries or issuers. This assessment may also involve assumptions regarding underlying collateral such as prepayment rates, default and recovery rates, and third-party service capabilities.

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

The Company does not have investments in dollar repurchase agreements and/or securities lending transactions.

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing

The Company does not have repurchase agreements.

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

The Company does not have reverse repurchase agreements.

H. Repurchase Agreements Transactions Accounted for as a Sale

The Company does not have repurchase agreements.

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

The Company does not have reverse repurchase agreements.

M. Working Capital Finance Investments

(2) The Company does not have working capital finance investments.

(3) The Company did not have any defaults on working capital finance investments.

N. Offsetting and Netting of Assets and Liabilities

The Company does not have investments in derivatives, repurchase agreements and securities lending transactions.

No other significant changes have occurred since 12/31/2023 that warrant disclosure in Note 5.

R. Reporting Entity's Share of Cash Pool by Asset Type

The Company does not have a cash pooling arrangement.

6. Joint Ventures, Partnerships and Limited Liability Companies

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 6. See Note 10 for additional information on limited partnerships.

7. Investment Income

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 7.

8. Derivative Instruments

A. Derivatives under SSAP No. 86-Derivatives

(8) The Company does not have investments in derivative instruments.

B. Derivatives under SSAP No. 108-Derivatives Hedging Variable Annuity Guarantees

The Company does not have any derivatives hedging variable annuity guarantees.

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 8.

9. Income Taxes

At March 31, 2024 and December 31, 2023, the statutory financial statements were not impacted by CAMT because no CAMT was allocated to the Company under the tax allocation agreement.

10. Information Concerning Parent, Subsidiaries and Affiliates

The statement value of Jackson total assets and liabilities as of March 31, 2024, was \$280,336,269,031 and \$276,191,455,021, respectively.

During the first quarter of 2024, Jackson entered into a 100% coinsurance funds withheld reinsurance transaction with Brooke Life Reinsurance Company ("Brooke Re"), a Michigan captive insurer regulated by the Michigan Department of Insurance and

NOTES TO FINANCIAL STATEMENTS

Financial Services created in the first quarter of 2024 for the express purpose of serving as the counterparty for this new reinsurance transaction. Jackson and Brooke Re are both direct subsidiaries of the Company. The transaction provides for the cession from Jackson to Brooke Re of liabilities associated with certain guaranteed benefits under variable annuity contracts and similar products of Jackson, both in-force on the effective date of the reinsurance agreement and written in the future (i.e., on a “flow” basis). Brooke Re utilizes a modified GAAP approach primarily related to market risk benefits, with the intent to increase alignment between assets and liabilities in response to changes in economic factors. The transaction allows Jackson to mitigate the impact of the cash surrender value floor on total adjusted capital, statutory required capital, and risk-based capital ratio, as well as to allow for more efficient economic hedging of the underlying risks of Jackson’s business.

Brooke Re was capitalized with assets contributed from the Company of \$1,869,833,927, originating from Jackson as a return of capital of \$1,919,833,927 to the Company in January 2024.

On March 1, 2023, the Company received an ordinary dividend of \$450,000,000 and a return of capital of \$150,000,000 from its subsidiary, Jackson. On the same date, the Company paid an ordinary dividend of \$360,000,000 and a return of capital of \$150,000,000 to its parent, Jackson Holdings, LLC (“JH LLC”).

No other significant changes have occurred since 12/31/2023 that warrant disclosure in Note 10.

11. Debt

The Company does not have any Federal Home Loan Bank debt.

No other significant changes have occurred since 12/31/2023 that warrant disclosure in Note 11.

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

A. The Company does not offer a defined benefit plan.

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 12.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

The Company paid \$44,980,000 of surplus note interest to Jackson Finance, LLC on March 15, 2024.

On March 1, 2023, the Company paid an ordinary dividend of \$360,000,000 and a return of capital of \$150,000,000 to JH LLC.

No other significant changes have occurred since 12/31/2023 that warrant disclosure in Note 13.

14. Liabilities, Contingencies and Assessments

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 14.

15. Leases

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 15.

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentrations of Credit Risk

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 16.

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

B(2)b. The Company does not have servicing assets or liabilities.

B(4)a. Not applicable.

B(4)b. Not applicable.

C. Wash Sales - No reportable wash sales have occurred during the year.

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 17.

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 18.

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 19.

NOTES TO FINANCIAL STATEMENTS

20. Fair Value Measurements

A. (1) Fair Value Measurements at Reporting Date

Description	Level 1	Level 2	Level 3	Net Asset Value (NAV)	Total
Assets at fair value:					
Other invested assets	\$ —	\$ —	\$ —	\$ 22,555,550	\$ 22,555,550
Total assets at fair value/NAV	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 22,555,550</u>	<u>\$ 22,555,550</u>

(2) Fair Value Measurements in (Level 3) of the Fair Value Hierarchy

There were no Level 3 assets at March 31, 2024 or December 31, 2023.

(3) The Company's policy for determining and disclosing transfers between levels is to recognize transfers using beginning-of-year balances.

(4) Bonds and Equity Securities

The fair values for bonds and equity securities are determined by management using information available from independent pricing services, broker-dealer quotes, or internally derived estimates. Priority is given to publicly available prices from independent sources, when available. Securities for which the independent pricing service does not provide a quotation are either submitted to independent broker-dealers for prices or priced internally. Typical inputs used by these three pricing methods include, but are not limited to, reported trades, benchmark yields, credit spreads, liquidity premiums, and/or estimated cash flows based on default and prepayment assumptions.

As a result of typical trading volumes and the lack of specific quoted market prices for most bonds, independent pricing services will normally derive the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available market observable information as outlined above. If there are no recently reported trades, the independent pricing services and brokers may use matrix or pricing model processes to develop a security price where future cash flow expectations are developed based upon collateral performance and discounted at relevant market rates. Certain securities are priced using broker-dealer quotes, which may utilize proprietary inputs and models. Additionally, the majority of these quotes are non-binding.

Included in the pricing of asset-backed securities are estimates of the rate of future prepayments of principal over the remaining life of the securities. Such estimates are derived based on the characteristics of the underlying structure and prepayment assumptions believed to be relevant for the underlying collateral. Actual prepayment experience may vary from these estimates.

Internally derived estimates may be used to develop a fair value for securities for which the Company is unable to obtain either a reliable price from an independent pricing service or a suitable broker-dealer quote. These estimates may incorporate Level 2 and Level 3 inputs and are generally derived using expected future cash flows, discounted at market interest rates available from market sources based on the credit quality and duration of the instrument to determine fair value. For securities that may not be reliably priced using these internally developed pricing models, a fair value may be estimated using indicative market prices. These prices are indicative of an exit price, but the assumptions used to establish the fair value may not be observable or corroborated by market observable information and, therefore, are considered to be Level 3 inputs.

The Company performs a monthly analysis on the prices and credit spreads received from third parties to ensure that the prices represent a reasonable estimate of the fair value. This process involves quantitative and qualitative analysis and is overseen by investment and accounting professionals. Examples of procedures performed include, but are not limited to, initial and on-going review of third party pricing service methodologies, review of pricing statistics and trends, back testing recent trades and monitoring of trading volumes. In addition, the Company considers whether prices received from independent brokers represent a reasonable estimate of fair value through the use of internal and external cash flow models, which are developed based on spreads and, when available, market indices. As a result of this analysis, if the Company determines there is a more appropriate fair value based upon the available market data, the price received from the third party may be adjusted accordingly.

For those securities that were internally valued at March 31, 2024 and December 31, 2023, an internally developed model was used to determine the fair value. The pricing model used by the Company utilizes current spread levels of similarly rated securities to determine the market discount rate for the security. Furthermore, appropriate risk premiums for illiquidity and non-performance are incorporated in the discount rate. Cash flows, as estimated by the Company using issuer-specific default statistics and prepayment assumptions, are discounted to determine an estimated fair value.

On an ongoing basis, the Company reviews the independent pricing services' valuation methodologies and related inputs, and evaluates the various types of securities in its investment portfolio to determine an appropriate fair value hierarchy distribution based upon trading activity and the observability of market inputs. Based on the results of this evaluation, each price is classified into Level 1, 2, or 3. Most prices provided by independent pricing services, including broker quotes, are classified into Level 2 due to their use of market observable inputs.

NOTES TO FINANCIAL STATEMENTS

Other Invested Assets

Fair values for limited partnership interests, which are included in other invested assets, is generally determined using the proportion of the Company's investment in the value of the net assets of each fund ("NAV equivalent") as a practical expedient for fair value, and generally, are recorded on a three-month lag. No adjustments to these amounts were deemed necessary at March 31, 2024 and December 31, 2023. As a result of using the net asset value per share practical expedient, limited partnership interest are not classified in the fair value hierarchy.

The Company's limited partnership interests are not redeemable, and distributions received are generally the result of liquidation of the underlying assets of the partnerships. The Company generally has the ability under the partnership agreements to sell its interest to another limited partner with the prior written consent of the general partner. In cases when the Company expects to sell the limited partnership interest, the estimated sales price is used to determine the fair value rather than the practical expedient. These limited partnership interests are classified as Level 2 in the fair value hierarchy.

In cases when a limited partnership's financial statements are unavailable and a NAV equivalent is not available or practical, the fair value may be based on an internally developed model or provided by the general partner as determined using private transactions, information obtained from the primary co-investor or underlying company, or financial metrics provided by the lead sponsor. These investments are classified as Level 3 in the fair value hierarchy.

(5) The Company has no derivative assets or liabilities.

B. The Company provides additional fair value information in Note 5.

C. The following tables detail the aggregate fair value of the Company's financial instruments:

March 31, 2024							
Description	Aggregate Fair Value	Admitted Value	Level 1	Level 2	Level 3	Net Asset Value (NAV)	
Assets at fair value:							
Bonds	\$ 181,866,681	\$ 204,599,167	\$ 293,320	\$ 181,573,361	\$ —	\$ —	\$ —
Cash and cash equivalents	7,202,697	7,202,697	7,202,697	—	—	—	—
Policy loans	459,268	459,268	—	—	459,268	—	—
Other invested assets	22,555,550	22,555,550	—	—	—	22,555,550	—
Total assets at fair value/NAV	<u>\$ 212,084,196</u>	<u>\$ 234,816,682</u>	<u>\$ 7,496,017</u>	<u>\$ 181,573,361</u>	<u>\$ 459,268</u>	<u>\$ 22,555,550</u>	
Liabilities at fair value:							
Reserves for life insurance and annuities (1)	\$ 126,988,581	\$ 194,042,160	\$ —	\$ —	\$ 126,988,581	\$ —	—
Liability for deposit-type contracts	2,982,703	3,038,698	—	—	2,982,703	—	—
Total liabilities at fair value	<u>\$ 129,971,284</u>	<u>\$ 197,080,858</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 129,971,284</u>	<u>\$ —</u>	

December 31, 2023							
Description	Aggregate Fair Value	Admitted Value	Level 1	Level 2	Level 3	Net Asset Value (NAV)	
Assets at fair value:							
Bonds	\$ 190,514,931	\$ 212,910,736	\$ 293,449	\$ 190,221,482	\$ —	\$ —	\$ —
Cash and cash equivalents	1,243,962	1,243,962	1,243,962	—	—	—	—
Policy loans	474,011	474,011	—	—	474,011	—	—
Other invested assets	22,436,391	22,436,391	—	—	—	22,436,391	—
Total assets at fair value/NAV	<u>\$ 214,669,295</u>	<u>\$ 237,065,100</u>	<u>\$ 1,537,411</u>	<u>\$ 190,221,482</u>	<u>\$ 474,011</u>	<u>\$ 22,436,391</u>	
Liabilities at fair value:							
Reserves for life insurance and annuities (1)	133,289,108	200,760,956	—	—	133,289,108	—	—
Liability for deposit-type contracts	3,054,958	3,093,613	—	—	3,054,958	—	—
Total liabilities at fair value	<u>\$ 136,344,066</u>	<u>\$ 203,854,569</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 136,344,066</u>	<u>\$ —</u>	

(1) Annuity reserves represent only the components of deposits on investment contracts that are considered to be financial instruments.

D. At March 31, 2024 and December 31, 2022, the Company had no financial instruments for which it was not practicable to estimate fair value.

21. Other Items

No significant changes have occurred since 12/31/2023 that warrant disclosure in Note 21.

22. Events Subsequent

The Company is not aware of any events occurring subsequent to the balance sheet date which require disclosure to keep the financial statements from being misleading or that may have a material effect on the financial condition of the Company.

NOTES TO FINANCIAL STATEMENTS

23. Reinsurance

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 23.

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination

The Company does not issue health insurance, and therefore, does not have premium subject to the risk sharing provisions of the Affordable Care Act.

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 24.

25. Change in Incurred Losses and Loss Adjustment Expenses

The Company does not have incurred losses or loss adjustment expenses that require disclosure in Note 25.

26. Intercompany Pooling Arrangements

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 26.

27. Structured Settlements

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 27.

28. Health Care Receivables

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 28.

29. Participating Policies

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 29.

30. Premium Deficiency Reserves

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 30.

31. Reserves for Life Contracts and Annuity Contracts

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 31.

32. Analysis of Annuity Actuarial Reserves and Deposit Type Contract Liabilities by Withdrawal Characteristics

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 32.

33. Analysis of Life Actuarial Reserves by Withdrawal Characteristics

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 33.

34. Premium and Annuity Considerations Deferred and Uncollected

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 34.

35. Separate Accounts

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 35.

36. Loss/Claim Adjustment Expenses

Significant changes have not occurred since 12/31/2023 that warrant disclosure in Note 36.

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? Yes [] No []

1.2 If yes, has the report been filed with the domiciliary state? Yes [] No []

2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes [] No []

2.2 If yes, date of change: _____

3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes [] No []
If yes, complete Schedule Y, Parts 1 and 1A.

3.2 Have there been any substantial changes in the organizational chart since the prior quarter end? Yes [] No []

3.3 If the response to 3.2 is yes, provide a brief description of those changes.
New entity - Brooke Life Reinsurance Company

3.4 Is the reporting entity publicly traded or a member of a publicly traded group? Yes [] No []

3.5 If the response to 3.4 is yes, provide the CIK (Central Index Key) code issued by the SEC for the entity/group. 0001822993

4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes [] No []

4.2 If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? Yes [] No [] N/A []
If yes, attach an explanation.
.....

6.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2021

6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2021

6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 06/21/2023

6.4 By what department or departments?
Michigan Department of Insurance and Financial Services

6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? Yes [] No [] N/A []

6.6 Have all of the recommendations within the latest financial examination report been complied with? Yes [] No [] N/A []

7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes [] No []

7.2 If yes, give full information:
.....

8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes [] No []

8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
.....

8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes [] No []

8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
Jackson National Life Distributors, LLC	Franklin, TN .....	.....	.....	.....	..... YES....

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
GENERAL INTERROGATORIES

9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes [] No []

- (a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
- (c) Compliance with applicable governmental laws, rules and regulations;
- (d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
- (e) Accountability for adherence to the code.

9.11 If the response to 9.1 is No, please explain:
.....

9.2 Has the code of ethics for senior managers been amended? Yes [] No []

9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
Effective March 5, 2024, the Code of Financial Ethics was revised with clarifying and other ministerial edits.

9.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No []

9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).
.....

FINANCIAL

10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [X] No []
10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 30,513

INVESTMENT

11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) Yes [] No []

11.2 If yes, give full and complete information relating thereto:
On deposit with state: \$299,404

12. Amount of real estate and mortgages held in other invested assets in Schedule BA: \$

13. Amount of real estate and mortgages held in short-term investments: \$

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates? Yes [] No []

14.2 If yes, please complete the following:

	1 Prior Year-End Book/Adjusted Carrying Value	2 Current Quarter Book/Adjusted Carrying Value
14.21 Bonds	\$ 0	\$ 0
14.22 Preferred Stock	\$ 0	\$ 0
14.23 Common Stock	\$ 4,652,621,647	\$ 4,843,747,940
14.24 Short-Term Investments	\$ 0	\$ 0
14.25 Mortgage Loans on Real Estate	\$ 0	\$ 0
14.26 All Other	\$ 23,637,737	\$ 23,756,983
14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)	\$ 4,676,259,384	\$ 4,867,504,923
14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above	\$ 0	\$ 0

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB? Yes [] No [X]
15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:

16.1	Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.	.....	\$	.....	0
16.2	Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2	.....	\$	.....	0
16.3	Total payable for securities lending reported on the liability page.	.....	\$	.....	0

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
GENERAL INTERROGATORIES

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
The Bank of New York Mellon	One Wall Street, 15th Floor, New York, NY 10286

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter? Yes [] No [X]

17.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason

17.5 Investment management – Identify all investment advisors, investment managers, broker/dealers, including individuals that have the authority to make investment decisions on behalf of the reporting entity. For assets that are managed internally by employees of the reporting entity, note as such. ["...that have access to the investment accounts"; "...handle securities"]

1 Name of Firm or Individual	2 Affiliation
PPM America, Inc.	A.....

17.5097 For those firms/individuals listed in the table for Question 17.5, do any firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") manage more than 10% of the reporting entity's invested assets? Yes [] No [X]

17.5098 For firms/individuals unaffiliated with the reporting entity (i.e. designated with a "U") listed in the table for Question 17.5, does the total assets under management aggregate to more than 50% of the reporting entity's invested assets? Yes [] No [X]

17.6 For those firms or individuals listed in the table for 17.5 with an affiliation code of "A" (affiliated) or "U" (unaffiliated), provide the information for the table below.

1 Central Registration Depository Number	2 Name of Firm or Individual	3 Legal Entity Identifier (LEI)	4 Registered With	5 Investment Management Agreement (IMA) Filed
107269	PPM America, Inc.	JJRYDUHUMCZ72M58YS96	Securities and Exchange Commission	DS.....

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Investment Analysis Office been followed? Yes [X] No []

18.2 If no, list exceptions:
.....

19. By self-designating 5GI securities, the reporting entity is certifying the following elements for each self-designated 5GI security:

- a. Documentation necessary to permit a full credit analysis of the security does not exist or an NAIC CRP credit rating for an FE or PL security is not available.
- b. Issuer or obligor is current on all contracted interest and principal payments.
- c. The insurer has an actual expectation of ultimate payment of all contracted interest and principal.

Has the reporting entity self-designated 5GI securities? Yes [] No [X]

20. By self-designating PLGI securities, the reporting entity is certifying the following elements of each self-designated PLGI security:

- a. The security was purchased prior to January 1, 2018.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The NAIC Designation was derived from the credit rating assigned by an NAIC CRP in its legal capacity as a NRSRO which is shown on a current private letter rating held by the insurer and available for examination by state insurance regulators.
- d. The reporting entity is not permitted to share this credit rating of the PL security with the SVO.

Has the reporting entity self-designated PLGI securities? Yes [] No [X]

21. By assigning FE to a Schedule BA non-registered private fund, the reporting entity is certifying the following elements of each self-designated FE fund:

- a. The shares were purchased prior to January 1, 2019.
- b. The reporting entity is holding capital commensurate with the NAIC Designation reported for the security.
- c. The security had a public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO prior to January 1, 2019.
- d. The fund only or predominantly holds bonds in its portfolio.
- e. The current reported NAIC Designation was derived from the public credit rating(s) with annual surveillance assigned by an NAIC CRP in its legal capacity as an NRSRO.
- f. The public credit rating(s) with annual surveillance assigned by an NAIC CRP has not lapsed.

Has the reporting entity assigned FE to Schedule BA non-registered private funds that complied with the above criteria? Yes [] No [X]

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
GENERAL INTERROGATORIES

PART 2 - LIFE AND ACCIDENT AND HEALTH COMPANIES/FRATERNAL BENEFIT SOCIETIES

Life and Accident Health Companies/Fraternal Benefit Societies:

1	Amount
1.1 Long-Term Mortgages In Good Standing	
1.11 Farm Mortgages	\$.....0
1.12 Residential Mortgages	\$.....0
1.13 Commercial Mortgages	\$.....0
1.14 Total Mortgages in Good Standing	\$.....0
1.2 Long-Term Mortgages In Good Standing with Restructured Terms	
1.21 Total Mortgages in Good Standing with Restructured Terms.....	\$.....0
1.3 Long-Term Mortgage Loans Upon which Interest is Overdue more than Three Months	
1.31 Farm Mortgages	\$.....0
1.32 Residential Mortgages	\$.....0
1.33 Commercial Mortgages	\$.....0
1.34 Total Mortgages with Interest Overdue more than Three Months	\$.....0
1.4 Long-Term Mortgage Loans in Process of Foreclosure	
1.41 Farm Mortgages	\$.....0
1.42 Residential Mortgages	\$.....0
1.43 Commercial Mortgages	\$.....0
1.44 Total Mortgages in Process of Foreclosure	\$.....0
1.5 Total Mortgage Loans (Lines 1.14 + 1.21 + 1.34 + 1.44) (Page 2, Column 3, Lines 3.1 + 3.2)	\$.....0
1.6 Long-Term Mortgages Foreclosed, Properties Transferred to Real Estate in Current Quarter	
1.61 Farm Mortgages	\$.....0
1.62 Residential Mortgages	\$.....0
1.63 Commercial Mortgages	\$.....0
1.64 Total Mortgages Foreclosed and Transferred to Real Estate	\$.....0
2. Operating Percentages:	
2.1 A&H loss percent	0.000 %
2.2 A&H cost containment percent	0.000 %
2.3 A&H expense percent excluding cost containment expenses	0.000 %
3.1 Do you act as a custodian for health savings accounts?	Yes [] No [X]
3.2 If yes, please provide the amount of custodial funds held as of the reporting date	\$
3.3 Do you act as an administrator for health savings accounts?	Yes [] No [X]
3.4 If yes, please provide the balance of the funds administered as of the reporting date	\$
4. Is the reporting entity licensed or chartered, registered, qualified, eligible or writing business in at least two states?	Yes [] No [X]
4.1 If no, does the reporting entity assume reinsurance business that covers risks residing in at least one state other than the state of domicile of the reporting entity?	Yes [X] No []

Fraternal Benefit Societies Only:

- 5.1 In all cases where the reporting entity has assumed accident and health risks from another company, provisions should be made in this statement on account of such reinsurances for reserve equal to that which the original company would have been required to establish had it retained the risks. Has this been done? Yes [] No [] N/A []
- 5.2 If no, explain:
.....
- 6.1 Does the reporting entity have outstanding assessments in the form of liens against policy benefits that have increased surplus? Yes [] No []
- 6.2 If yes, what is the date(s) of the original lien and the total outstanding balance of liens that remain in surplus?

Date	Outstanding Lien Amount
.....

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - CEDDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

NONE

10

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS

Current Year To Date - Allocated by States and Territories

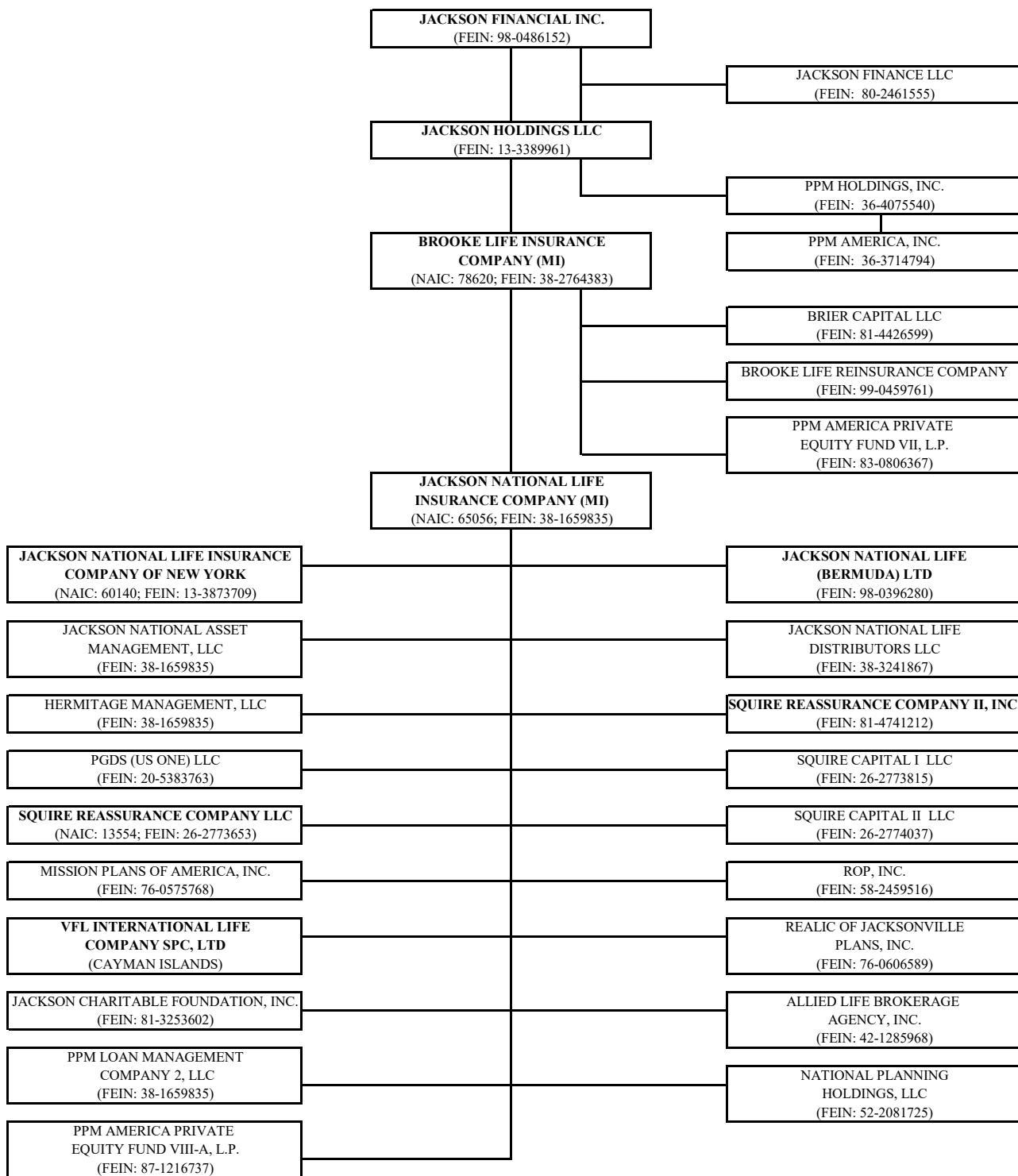
States, Etc.	Active Status (a)	Direct Business Only					
		Life Contracts		4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Other Considerations	6 Total Columns 2 Through 5	7 Deposit-Type Contracts
		2 Life Insurance Premiums	3 Annuity Considerations				
1. Alabama	AL	N.	0	0	0	0	0
2. Alaska	AK	N.	0	0	0	0	0
3. Arizona	AZ	N.	0	0	0	0	0
4. Arkansas	AR	N.	0	0	0	0	0
5. California	CA	N.	0	0	0	0	0
6. Colorado	CO	N.	0	0	0	0	0
7. Connecticut	CT	N.	.46	0	0	.46	0
8. Delaware	DE	N.	0	0	0	0	0
9. District of Columbia	DC	N.	0	0	0	0	0
10. Florida	FL	N.	.50	0	0	.50	0
11. Georgia	GA	N.	0	0	0	0	0
12. Hawaii	HI	N.	0	0	0	0	0
13. Idaho	ID	N.	0	0	0	0	0
14. Illinois	IL	N.	.95	0	0	.95	0
15. Indiana	IN	N.	.63	0	0	.63	0
16. Iowa	IA	N.	0	0	0	0	0
17. Kansas	KS	N.	0	0	0	0	0
18. Kentucky	KY	N.	0	0	0	0	0
19. Louisiana	LA	N.	0	0	0	0	0
20. Maine	ME	N.	0	0	0	0	0
21. Maryland	MD	N.	0	0	0	0	0
22. Massachusetts	MA	N.	0	0	0	0	0
23. Michigan	MI	L.	124	.42,600	0	.42,724	0
24. Minnesota	MN	N.	0	0	0	0	0
25. Mississippi	MS	N.	0	0	0	0	0
26. Missouri	MO	N.	0	0	0	0	0
27. Montana	MT	N.	0	0	0	0	0
28. Nebraska	NE	N.	0	0	0	0	0
29. Nevada	NV	N.	0	0	0	0	0
30. New Hampshire	NH	N.	0	0	0	0	0
31. New Jersey	NJ	N.	0	0	0	0	0
32. New Mexico	NM	N.	0	0	0	0	0
33. New York	NY	N.	0	0	0	0	0
34. North Carolina	NC	N.	0	0	0	0	0
35. North Dakota	ND	N.	0	0	0	0	0
36. Ohio	OH	N.	0	0	0	0	0
37. Oklahoma	OK	N.	0	0	0	0	0
38. Oregon	OR	N.	0	0	0	0	0
39. Pennsylvania	PA	N.	.42	0	0	.42	0
40. Rhode Island	RI	N.	0	0	0	0	0
41. South Carolina	SC	N.	0	0	0	0	0
42. South Dakota	SD	N.	0	0	0	0	0
43. Tennessee	TN	N.	0	0	0	0	0
44. Texas	TX	N.	.41	0	0	.41	0
45. Utah	UT	N.	0	0	0	0	0
46. Vermont	VT	N.	0	0	0	0	0
47. Virginia	VA	N.	0	0	0	0	0
48. Washington	WA	N.	0	0	0	0	0
49. West Virginia	WV	N.	0	0	0	0	0
50. Wisconsin	WI	N.	0	0	0	0	0
51. Wyoming	WY	N.	0	0	0	0	0
52. American Samoa	AS	N.	0	0	0	0	0
53. Guam	GU	N.	0	0	0	0	0
54. Puerto Rico	PR	N.	0	0	0	0	0
55. U.S. Virgin Islands	VI	N.	0	0	0	0	0
56. Northern Mariana Islands	MP	N.	0	0	0	0	0
57. Canada	CAN	N.	0	0	0	0	0
58. Aggregate Other Aliens	OT	XXX.	0	0	0	0	0
59. Subtotal		XXX.	461	.42,600	0	43,061	0
90. Reporting entity contributions for employee benefits plans		XXX.	0	0	0	0	0
91. Dividends or refunds applied to purchase paid-up additions and annuities		XXX.	0	0	0	0	0
92. Dividends or refunds applied to shorten endowment or premium paying period		XXX.	0	0	0	0	0
93. Premium or annuity considerations waived under disability or other contract provisions		XXX.	0	0	0	0	0
94. Aggregate or other amounts not allocable by State		XXX.	0	0	0	0	0
95. Totals (Direct Business)		XXX.	461	.42,600	0	.43,061	0
96. Plus Reinsurance Assumed		XXX.	4,185,037	.4,204	0	.4,189,241	0
97. Totals (All Business)		XXX.	4,185,498	.46,804	0	.4,232,302	0
98. Less Reinsurance Ceded		XXX.	125,230	.3,783	0	.129,013	0
99. Totals (All Business) less Reinsurance Ceded		XXX	4,060,268	43,021	0	4,103,289	0
DETAILS OF WRITE-INS							
58001.		XXX.					
58002.		XXX.					
58003.		XXX.					
58998. Summary of remaining write-ins for Line 58 from overflow page		XXX.	0	0	0	0	0
58999. Totals (Lines 58001 through 58003 plus 58998)(Line 58 above)		XXX	0	0	0	0	0
9401.		XXX.					
9402.		XXX.					
9403.		XXX.					
9498. Summary of remaining write-ins for Line 94 from overflow page		XXX.	0	0	0	0	0
9499. Totals (Lines 9401 through 9403 plus 9498)(Line 94 above)		XXX	0	0	0	0	0

(a) Active Status Counts:

1. L - Licensed or Chartered - Licensed insurance carrier or domiciled RRG 1 4. Q - Qualified - Qualified or accredited reinsurer 0
 2. R - Registered - Non-domiciled RRGs 0 5. N - None of the above - Not allowed to write business in the state 56
 3. E - Eligible - Reporting entities eligible or approved to write surplus lines in the state 0

Premium and annuity considerations are allocated by state according to the residency of the policy or contract holder on the date the premium is received.

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF
INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**



STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1 Group Code	2 Group Name	3 NAIC Company Code	4 ID Number	5 Federal RSSD	6 CIK	7 Name of Securities Exchange if Publicly Traded (U.S. or International)	8 Names of Parent, Subsidiaries Or Affiliates	9 Domestic- ciliary Loca- tion	10 Rela- tion- ship to Report- ing Entity	11 Directly Controlled by (Name of Entity/Person)	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Owner- ship Provide Percent- age	14 Ultimate Controlling Entity(ies)/Person(s)	15 Is an SCA Filing Re- quired? (Yes/No)	16 *
.0918 ...	JACKSON	65056 ...	38-1659835 ..			JACKSON NATIONAL LIFE INSURANCE COMPANY .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
.0918 ...	JACKSON	78620 ...	38-2764383 ..			BROOKE LIFE INSURANCE COMPANY .....	. MI.....	. RE.....	JACKSON HOLDINGS LLC	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
.0918 ...	JACKSON	60140 ...	13-3873709 ..			JACKSON NATIONAL LIFE INSURANCE COMPANY OF NEW YORK .....	. NY.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
.0918 ...	JACKSON	13554 ...	26-2773653 ..			SQUIRE REASSURANCE COMPANY LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
.0918 ...	JACKSON	16094 ...	81-4741212 ..			SQUIRE REASSURANCE COMPANY II, INC. .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
.0918 ...	JACKSON	17576 ...	99-0459761 ..			BROOKE LIFE REINSURANCE COMPANY .....	. MI.....	. DS.....	BROOKE LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			81-4426599 ..			BRIER CAPITAL LLC .....	. MI.....	. DS.....	BROOKE LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			13-3389961 ..			JACKSON HOLDINGS LLC .....	. DE.....	. UDP.....	JACKSON FINANCIAL INC	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			98-0486152 ..		0001822993 ..	NEW YORK STOCK EXCHANGE .....	. DE.....	. UIP.....	PUBLICLY TRADED	Board of Directors.....	.000.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			80-2461555 ..			JACKSON FINANCIAL INC .....	. MI.....	. NIA.....	JACKSON FINANCIAL INC	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			38-1659835 ..			HERMITAGE MANAGEMENT, LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			38-1659835 ..			JACKSON NATIONAL ASSET MANAGEMENT, LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			38-3241867 ..			JACKSON NATIONAL LIFE DISTRIBUTORS LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			98-0396280 ..			JACKSON NATIONAL LIFE (BERMUDA) LTD. .....	. BMU.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			20-5383763 ..			PGDS (US ONE) LLC .....	. DE.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			26-2773815 ..			SQUIRE CAPITAL I LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			26-2774037 ..			SQUIRE CAPITAL II LLC .....	. MI.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			76-0575768 ..			MISSION PLANS OF AMERICA, INC. .....	. TX.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			58-2459516 ..			ROP, INC. .....	. DE.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			76-0606589 ..			VFL INTERNATIONAL LIFE COMPANY SPC, LTD. .....	. CYM.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			42-1285968 ..			REALIC OF JACKSONVILLE PLANS, INC. .....	. TX.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			52-2081725 ..			ALLIED LIFE BROKERAGE AGENCY, INC. .....	. IA.....	. DS.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			83-0806367 ..			NATIONAL PLANNING HOLDINGS, LLC .....	. DE.....	. NIA.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			38-1659835 ..			PPM AMERICA PRIVATE EQUITY FUND VII L.P. .....	. DE.....	. NIA.....	PPM AMERICA, INC.	Management.....	.000.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			87-1216737 ..			PPM LOAN MANAGEMENT COMPANY 2, LLC .....	. DE.....	. NIA.....	PPM AMERICA, INC.	Management.....	.000.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			36-4075540 ..			PPM AMERICA PRIVATE EQUITY FUND VIII-A L.P. .....	. DE.....	. NIA.....	PPM AMERICA, INC.	Management.....	.000.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			36-3714794 ..			PPM HOLDINGS, INC. .....	. DE.....	. NIA.....	JACKSON HOLDINGS LLC	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
			81-3253602 ..			PPM AMERICA, INC. .....	. DE.....	. NIA.....	PPM HOLDINGS, INC.	Management.....	.000.000 ...	JACKSON FINANCIAL INC .....	... NO.....	
						JACKSON CHARITABLE FOUNDATION, INC. .....	. MI.....	. NIA.....	JACKSON NATIONAL LIFE INSURANCE COMPANY	Ownership.....	100.000 ...	JACKSON FINANCIAL INC .....	... NO.....	

Asterisk	Explanation

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

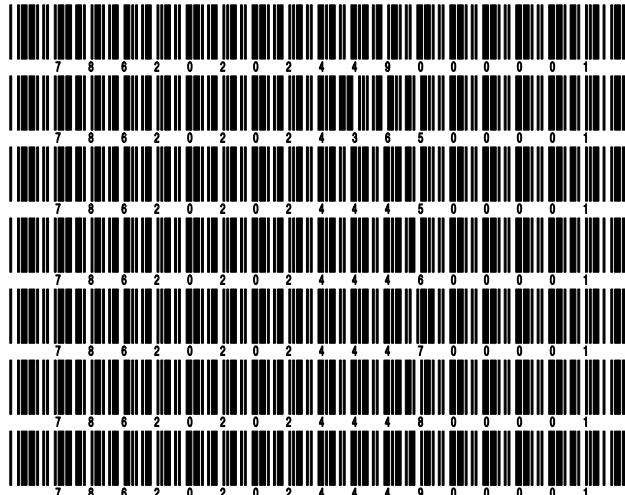
	Response
1. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC with this statement?	NO
2. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	NO
3. Will the Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
4. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV be filed with the state of domicile and electronically with the NAIC?	NO
5. Will the Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI be filed with the state of domicile and electronically with the NAIC?	NO
6. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Average Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
7. Will the Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) be filed with the state of domicile and electronically with the NAIC?	NO
8. Will the Life PBR Statement of Exemption be filed with the state of domicile by July 1st and electronically with the NAIC with the second quarterly filing per the Valuation Manual (by August 15)? (2nd Quarter Only) The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter. In the case of an ongoing statement of exemption, enter "SEE EXPLANATION" and provide as an explanation that the company is utilizing an ongoing statement of exemption.	N/A
AUGUST FILING	
9. Will the regulator-only (non-public) Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile and electronically with the NAIC (as a regulator-only non-public document) by August 1? The response for 1st and 3rd quarters should be N/A. A NO response resulting with a bar code is only appropriate in the 2nd quarter.	N/A

Explanation:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Bar Code:

1. Trusteed Surplus Statement [Document Identifier 490]
2. Medicare Part D Coverage Supplement [Document Identifier 365]
3. Reasonableness of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 445]
4. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXV [Document Identifier 446]
5. Reasonableness of Assumptions Certification for Implied Guaranteed Rate Method required by Actuarial Guideline XXXVI [Document Identifier 447]
6. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI [Document Identifier 448]
7. Reasonableness and Consistency of Assumptions Certification required by Actuarial Guideline XXXVI (Updated Market Value) [Document Identifier 449]



SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Current year change in encumbrances		
4. Total gain (loss) on disposals		
5. Deduct amounts received on disposals		
6. Total foreign exchange change in book/adjusted carrying		
7. Deduct current year's other than temporary impairment recognized		
8. Deduct current year's depreciation		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8)		
10. Deduct total nonadmitted amounts		
11. Statement value at end of current period (Line 9 minus Line 10)		

NONE**SCHEDULE B - VERIFICATION**

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition		
2.2 Additional investment made after acquisition		
3. Capitalized deferred interest and other		
4. Accrual of discount		
5. Unrealized valuation increase/(decrease)		
6. Total gain (loss) on disposals		
7. Deduct amounts received on disposals		
8. Deduct amortization of premium and mortgage interest paid and committed fees		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest		
10. Deduct current year's other than temporary impairment recognized		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)		
12. Total valuation allowance		
13. Subtotal (Line 11 plus Line 12)		
14. Deduct total nonadmitted amounts		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	23,637,737	25,800,412
2. Cost of acquired:		
2.1 Actual cost at time of acquisition	0	0
2.2 Additional investment made after acquisition	29,491	409,271
3. Capitalized deferred interest and other	0	0
4. Accrual of discount	0	0
5. Unrealized valuation increase/(decrease)	226,064	1,069,802
6. Total gain (loss) on disposals	0	0
7. Deduct amounts received on disposals	136,309	3,641,748
8. Deduct amortization of premium and depreciation	0	0
9. Total foreign exchange change in book/adjusted carrying value	0	0
10. Deduct current year's other than temporary impairment recognized	0	0
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10)	23,756,983	23,637,737
12. Deduct total nonadmitted amounts	1,201,433	1,201,346
13. Statement value at end of current period (Line 11 minus Line 12)	22,555,550	22,436,391

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year	4,865,532,383	6,245,523,594
2. Cost of bonds and stocks acquired	2,070,023,577	0
3. Accrual of discount	41,091	154,488
4. Unrealized valuation increase/(decrease)	241,126,292	(1,184,796,012)
5. Total gain (loss) on disposals	(678,346)	(3,429,090)
6. Deduct consideration for bonds and stocks disposed of	2,127,656,861	191,660,247
7. Deduct amortization of premium	41,029	212,944
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Total investment income recognized as a result of prepayment penalties and/or acceleration fees	0	(47,406)
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9+10)	5,048,347,107	4,865,532,383
12. Deduct total nonadmitted amounts	0	0
13. Statement value at end of current period (Line 11 minus Line 12)	5,048,347,107	4,865,532,383

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	75,107,369	111,047,552	112,803,530	2,794,366	76,145,757	0	0	75,107,369
2. NAIC 2 (a)	136,151,191	89,142,098	95,697,750	(2,792,915)	126,802,624	0	0	136,151,191
3. NAIC 3 (a)	900,688	0	0	(373)	900,315	0	0	900,688
4. NAIC 4 (a)	751,488	0	0	(1,017)	750,471	0	0	751,488
5. NAIC 5 (a)	0	0	0	0	0	0	0	0
6. NAIC 6 (a)	0	0	0	0	0	0	0	0
7. Total Bonds	212,910,736	200,189,650	208,501,280	61	204,599,167	0	0	212,910,736
PREFERRED STOCK								
8. NAIC 1	0	0	0	0	0	0	0	0
9. NAIC 2	0	0	0	0	0	0	0	0
10. NAIC 3	0	0	0	0	0	0	0	0
11. NAIC 4	0	0	0	0	0	0	0	0
12. NAIC 5	0	0	0	0	0	0	0	0
13. NAIC 6	0	0	0	0	0	0	0	0
14. Total Preferred Stock	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	212,910,736	200,189,650	208,501,280	61	204,599,167	0	0	212,910,736

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of short-term and cash equivalent bonds by NAIC designation:

NAIC 1 \$0 ; NAIC 2 \$0 ; NAIC 3 \$0 NAIC 4 \$0 ; NAIC 5 \$0 ; NAIC 6 \$0

SI02

Schedule DA - Part 1 - Short-Term Investments

N O N E

Schedule DA - Verification - Short-Term Investments

N O N E

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards

N O N E

Schedule DB - Part B - Verification - Futures Contracts

N O N E

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open

N O N E

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open

N O N E

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of Derivatives

N O N E

SCHEDULE E - PART 2 - VERIFICATION

(Cash Equivalents)

	1 Year To Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year	2,461,490	3,712,566
2. Cost of cash equivalents acquired	2,233,813,484	475,642,246
3. Accrual of discount	0	0
4. Unrealized valuation increase/(decrease)	0	0
5. Total gain (loss) on disposals	0	0
6. Deduct consideration received on disposals	2,229,398,050	476,893,322
7. Deduct amortization of premium	0	0
8. Total foreign exchange change in book/adjusted carrying value	0	0
9. Deduct current year's other than temporary impairment recognized	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9)	6,876,924	2,461,490
11. Deduct total nonadmitted amounts	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	6,876,924	2,461,490

Schedule A - Part 2 - Real Estate Acquired and Additions Made
N O N E

Schedule A - Part 3 - Real Estate Disposed
N O N E

Schedule B - Part 2 - Mortgage Loans Acquired and Additions Made
N O N E

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid
N O N E

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Vendor or General Partner	6 NAIC Designation, NAIC Designation Modifier and SVO Adminis- trative Symbol	7 Date Originally Acquired	8 Type and Strategy	9 Actual Cost at Time of Acquisition	10 Additional Investment Made After Acquisition	11 Amount of Encumbrances	12 Commitment for Additional Investment	13 Percentage of Ownership
		3 City	4 State									
000000-00-0	PPM America Private Equity Fund VII, L.P.	Chicago	IL.....	PPM America Capital Partners VII, LLC		06/01/2022	3.....	0.....0	29,491	0.....0	1,167,466	.....2,928
2099999. Joint Venture Interests - Common Stock - Affiliated								0	29,491	0	1,167,466	XXX
6099999. Total - Unaffiliated								0	0	0	0	XXX
6199999. Total - Affiliated								0	29,491	0	1,167,466	XXX
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6299999 - Totals								0	29,491	0	1,167,466	XXX

E03

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1 CUSIP Identification	2 Name or Description	Location		5 Name of Purchaser or Nature of Disposal	6 Date Originally Acquired	7 Disposal Date	8 Book/ Adjusted Carrying Value Less Encum- brances, Prior Year	Change in Book/Adjusted Carrying Value					15 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	16 Book/ Adjusted Carrying Value Less Encum- brances on Disposal	17 Total Foreign Exchange Change in Book/ Adjusted Carrying Value (9+10- 11+12)	18 Total Foreign Exchange Gain (Loss) on Disposal	19 Realized Gain (Loss) on Disposal	20 Total Gain (Loss) on Disposal	Invest- ment Income	
		3 City	4 State					9 Unrealized Valuation Increase/ (Decrease)	10 Current Year's (Depre- ciation) or (Amorti- zation)/ Accretion	11 Current Year's Other Than Tempo- rary Impair- ment Recog- nized	12 Capita- lized Deferred Interest and Other									
000000-00-0	PPM America Private Equity Fund VII, L.P.	Chicago	IL.....	Normal distributions and adjustments ...	06/01/2022	01/31/2024	136,309	0.....0	0.....0	0.....0	0.....0	0.....0	136,309	136,309	0.....0	0.....0	0.....0	0.....0	0.....0	
2099999. Joint Venture Interests - Common Stock - Affiliated							136,309	0	0	0	0	0	136,309	136,309	0	0	0	0	0	
6099999. Total - Unaffiliated							0	0	0	0	0	0	0	0	0	0	0	0	0	
6199999. Total - Affiliated							136,309	0	0	0	0	0	136,309	136,309	0	0	0	0	0	
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6299999 - Totals							136,309	0	0	0	0	0	0	136,309	136,309	0	0	0	0	0

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1 CUSIP Identification	2 Description	3 Foreign	4 Date Acquired	5 Name of Vendor	6 Number of Shares of Stock	7 Actual Cost	8 Par Value	9 Paid for Accrued Interest and Dividends	10 NAIC Designation, NAIC Designation Modifier and SVO Adminis- trative Symbol
043170-AV-0	ARTHUR J GALLAGHER		01/01/2024	DIRECT	13,053,513	13,500,000		6,135	2.A FE
09581#-AA-2	BLUE OWL GP STAKE ISSUER A		01/01/2024	DIRECT	2,049,689	1,996,000		44,940	1.D PL
09581#-AA-4	BLUE OWL GP STAKES ISS B		01/01/2024	DIRECT	2,057,904	2,004,000		45,120	1.D PL
34490#-AB-0	FOOTBALL CLUB TERM NOTES		01/01/2024	DIRECT	33,328,685	35,000,000		229,289	1.F FE
486606-N#-3	KAYNE ANDERSON MLP INV		01/01/2024	DIRECT	6,815,544	7,000,000		11,552	1.A FE
756109-CA-0	REALTY INCOME		01/19/2024	TAX FREE EXCHANGE	1,322,238	1,500,000		10,850	1.G FE
84929K-AA-5	ACED FINANCE 3 LLC		01/01/2024	DIRECT	17,774,601	16,805,112		3,058	2.C PL
857477-CA-9	STATE STREET		01/19/2024	JPM SECURITIES	1,211,888	1,250,000		29,629	1.E FE
97164#-AP-9	WILMINGTON INVESTMENTS		01/01/2024	DIRECT	14,663,191	15,000,000		29,600	2.C
12656#-AJ-1	CSL LIMITED	C.	01/01/2024	DIRECT	14,539,790	15,000,000		125,538	1.G
40637C-C#-7	HALMA PLC	C.	01/01/2024	DIRECT	10,489,376	11,000,000		203,974	2.A
50202#-AB-7	LIDL US LLC	C.	01/01/2024	DIRECT	6,864,510	7,000,000		106,346	2.A
607120-EZ-1	AIRBUS GROUP	C.	01/01/2024	DIRECT	9,614,484	9,990,270		54,980	1.F
60369#-AW-6	ANGLIAN WATER SERV FINANCE	C.	01/01/2024	DIRECT	15,378,763	16,100,000		94,167	1.G FE
01297#-AK-4	CSL LIMITED	C.	01/01/2024	DIRECT	17,018,507	18,000,000		137,895	1.G
02107#-AJ-5	CONTACT ENERGY	C.	01/01/2024	DIRECT	6,936,516	7,000,000		10,360	2.B
05995#-AE-4	MERIDIAN ENERGY	C.	01/01/2024	DIRECT	19,360,388	20,250,000		134,618	2.A
09396#-AH-4	VICTORIA POWER NETWORKS	C.	01/01/2024	DIRECT	7,710,063	8,000,000		40,833	1.G
1109999999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						200,189,650	206,395,382	1,318,884	XXX
2509999997. Total - Bonds - Part 3						200,189,650	206,395,382	1,318,884	XXX
2509999998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
2509999999. Total - Bonds						200,189,650	206,395,382	1,318,884	XXX
4509999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
4509999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
4509999999. Total - Preferred Stocks						0	XXX	0	XXX
000000-00-0	BROOKE LIFE REINSURANCE COMPANY		01/01/2024	CAPITAL CONTRIBUTION	1,000,000	1,869,833,927		0	0
5929999999. Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates Other						1,869,833,927	XXX	0	XXX
5989999997. Total - Common Stocks - Part 3						1,869,833,927	XXX	0	XXX
5989999998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
5989999999. Total - Common Stocks						1,869,833,927	XXX	0	XXX
5999999999. Total - Preferred and Common Stocks						1,869,833,927	XXX	0	XXX
6009999999 - Totals						2,070,023,577	XXX	1,318,884	XXX

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	22				
										11	12	13	14	15											
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consid-eration	Par Value	Actual Cost	Prior Year Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11 + 12 - 13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/ Stock Dividends Received During Year	Stated Contractual Maturity Date	NAIC Designation, NAIC Designation Modifier and SVO Administrative Symbol				
..3128M7-MV-5	FREDDIE MAC GOLD POOL G05472		03/01/2024	Paydown			1,329	1,341	1,341	0	(12)	0	(12)	0	1,329	0	0	0	0	10	06/01/2039	1.B FE			
..3128MJ-MB-3	FREDDIE MAC GOLD POOL G08353		03/01/2024	Paydown			4,494	4,494	4,529	0	(35)	0	(35)	0	4,494	0	0	0	0	35	07/01/2039	1.B FE			
..31398N-QW-7	FANNIE MAE REMICS 2010-116 BD		03/01/2024	Paydown			1,397	1,397	1,426	0	0	0	(29)	0	1,397	0	0	0	0	10	10/25/2040	1.B FE			
..31412Y-TT-9	FANNIE MAE POOL 938962		03/01/2024	Paydown			.90	.90	.90	0	0	0	0	0	.90	0	0	0	0	1	08/01/2037	1.B FE			
..31417D-TE-3	FANNIE MAE POOL A6848		03/01/2024	Paydown			6,028	6,228	6,212	0	(183)	0	(183)	0	6,028	0	0	0	0	28	11/01/2042	1.B FE			
0909999999. Subtotal - Bonds - U.S. Special Revenues										13,338	13,338	13,614	13,598	0	(259)	0	(259)	0	13,338	0	0	0	84	XXX	XXX
..03027X-AD-2	AMERICAN TOWER		02/15/2024	Maturity			500,000	499,440	499,934	0	.66	0	.66	0	500,000	0	0	0	0	12,500	02/15/2024	2.C FE			
..04317G-AV-0	ARTHUR J GALLAGHER		01/01/2024	DIRECT			13,053,513	13,500,000	13,053,513	0	0	0	0	0	13,053,513	0	0	0	0	6,135	06/27/2027	2.A FE			
..05369A-AF-8	AVIATION CAPITAL		01/30/2024	Maturity			500,000	494,205	499,864	0	136	0	136	0	500,000	0	0	0	0	10,938	01/30/2024	2.C FE			
..05588U-AA-0	HGVI 2019-A A		03/25/2024	Paydown			12,162	12,162	12,159	0	3	0	3	0	12,162	0	0	0	0	66	09/26/2033	1.F FE			
..05607B-AB-7	BXGNT 2017-A B		03/02/2024	Paydown			13,713	13,713	13,713	0	0	0	0	0	13,713	0	0	0	0	81	10/04/2032	2.C FE			
..09247X-AP-6	BLACKROCK		01/08/2024	SUSQUEHANNA INTL GROUP			476,680	500,000	495,950	0	497,661	0	9	0	497,670	0	(20,990)	(20,990)	0	3,160	04/30/2029	1.D FE			
..09581#-AA-2	BLUE OIL GP STAKE ISSUER A		01/01/2024	DIRECT			2,049,689	1,996,000	2,049,689	0	0	0	0	0	2,049,689	0	0	0	0	44,940	08/22/2024	1.D PL			
..095818-AA-4	BLUE OIL GP STAKES ISS B		01/01/2024	DIRECT			2,057,904	2,004,000	2,057,904	0	0	0	0	0	2,057,904	0	0	0	0	45,120	08/22/2024	1.D PL			
..097023-CJ-2	BOEING		03/25/2024	MARKET AXESS			829,237	1,000,000	1,049,700	0	(847)	0	(847)	0	1,041,371	0	(212,134)	(212,134)	0	14,600	05/01/2034	2.C FE			
..126650-BP-4	CIVS		03/10/2024	Redemption			15,451	15,451	15,176	0	275	0	275	0	15,451	0	0	0	0	156	12/10/2028	2.B FE			
..12667F-HII-8	CWALT 2004-9T1 A13		03/01/2024	Paydown			.7,683	.7,683	.7,683	0	441	0	441	0	.7,683	0	0	0	0	71	07/25/2034	1.A FM			
..14040H-BF-1	CAPITAL ONE FINANCIAL		03/25/2024	Call			500,000	499,545	499,942	0	.30	0	.30	0	499,972	0	.28	.28	7,865	04/24/2024	2.A FE				
..17310N-AF-5	CRMSI 2006-3 A6		03/01/2024	Paydown			.14	.14	.13	0	0	0	0	0	.14	0	0	0	0	0	11/25/2036	1.A FM			
..20030N-CA-7	COMCAST		01/08/2024	CITADEL SECURITIES			950,150	1,000,000	955,670	979,724	0	118	0	118	0	979,841	0	(29,691)	(29,691)	0	12,688	02/15/2028	1.G FE		
..233046-AS-0	DNKN 2021-1A A23		02/20/2024	Paydown			.3,750	.3,750	.3,750	0	0	0	0	0	.3,750	0	0	0	0	26	11/20/2051	2.B FE			
..28932M-AA-3	ELM ROAD GEN STATION SUPER		02/11/2024	Redemption			29,918	29,918	29,918	0	0	0	0	0	29,918	0	0	0	0	779	02/11/2030	1.F FE			
..344908-AB-0	FOOTBALL CLUB TERM NOTES		01/01/2024	DIRECT			33,328,685	35,000,000	33,328,685	0	0	0	0	0	33,328,685	0	0	0	0	229,289	10/05/2025	1.F FE			
..38141G-VM-3	GOLDMAN SACHS GROUP		03/03/2024	Maturity			1,000,000	1,000,000	996,980	999,846	0	154	0	154	0	1,000,000	0	0	0	0	20,000	03/03/2024	2.A FE		
..38217V-AA-8	GOODG 2017-1A A		03/15/2024	Redemption			5,680	5,680	5,678	0	2	0	2	0	5,680	0	0	0	0	0	10/15/2052	1.A FE			
..42770X-AA-5	HERO 2016-3A A1		03/20/2024	Redemption			1,250	1,250	1,250	0	0	0	0	0	1,250	0	0	0	0	5	09/20/2024	1.A FE			
..42771T-AA-3	HERO 2015-3A A		03/20/2024	Paydown			1,515	1,515	1,515	0	0	0	0	0	1,515	0	0	0	0	9	09/20/2041	1.A FE			
..42771T-AA-3	HERO 2015-3A A		01/22/2024	Redemption			.787	.787	.787	0	0	0	0	0	.787	0	0	0	0	0	09/20/2041	1.A FE			
..42771X-AA-4	HERO 2017-1A A1		03/20/2024	Redemption			4,356	4,356	4,356	0	2	0	2	0	4,356	0	0	0	0	16	09/20/2047	1.A FE			
..46649Y-AC-9	JPMKT 2018-A 9		03/01/2024	Paydown			.775	.775	.775	0	(4)	0	(4)	0	.775	0	0	0	0	4	02/25/2049	1.A FE			
..486606-N#-3	KAYNE ANDERSON MLP INV		01/01/2024	DIRECT			6,815,544	7,000,000	6,815,544	0	0	0	0	0	6,815,544	0	0	0	0	11,552	05/18/2032	1.A FE			
..501044-CY-5	KROGER		02/01/2024	Maturity			500,000	500,000	498,980	499,962	0	.38	0	.38	0	500,000	0	0	0	0	10,000	02/01/2024	2.A FE		
..53948K-AA-7	LPSLT 2020-29F A		03/20/2024	Paydown			12,527	12,527	12,854	0	(326)	0	(326)	0	12,527	0	0	0	0	56	07/20/2047	1.F FE			
..61946C-AA-0	MSAIC 2019-1A		03/20/2024	Paydown			13,642	13,642	13,638	0	5	0	5	0	13,642	0	0	0	0	100	12/21/2024	1.F FE			
..61946F-AA-3	MSAIC 2018-1A A		03/20/2024	Paydown			11,046	11,046	11,046	0	1	0	1	0	11,046	0	0	0	0	71	06/22/2043	1.F FE			
..82653E-AB-3	SRFC 2019-1A B		03/20/2024	Paydown			51,060	51,060	51,049	51,058	0	2	0	2	0	51,060	0	0	0	0	419	01/20/2036	1.F FE		
..84861T-AH-1	SPIRIT REALTY LP		01/19/2024	Tax Free Exchange			1,323,738	1,500,000	1,472,040	1,481,134	0	264	0	264	0	1,481,398	0	(157,660)	(157,660)	0	10,850	03/15/2028	2.B FE		
..84929K-AA-5	ACED FINANCE 3 LLC		01/01/2024	DIRECT			17,774,601	16,805,112	17,774,601	0	0	0	0	0	17,774,601	0	0	0	0	3,058	12/31/2047	2.C PL			
..85747T-BP-7	STATE STREET		01/19/2024	BNP PARIBAS			1,238,850	1,500,000	1,495,590	1,496,719	0	.30	0	.30	0	1,496,749	0	(257,999)	(257,999)	0	12,833	03/03/2031	1.F FE		
..907818-DR-6	UNION PACIFIC RAILROAD		02/15/2024	Maturity			1,143,000	1,143,000	1,024,955	1,141,139	0	1,861	0	1,861	0	1,143,000	0	0	0	0	20,837	02/15/2024	1.G FE		
..927804-FQ-2	VIRGINIA ELECTRIC & POWER		02/15/2024	Maturity			1,000,000	1,000,000	997,980	999,916	0	.84	0	.84	0	1,000,000	0	0	0	0	17,252	02/15/2024	2.A FE		
..92922F-MH-8	WAMU 2004-S1 B2		03/01/2024	Paydown			0	8,587	4,171	154	0	(154)	0	(154)	0	0	0	0	0	41	03/25/2034	1.A FM			
..97164#-AP-9	WILMINGTON INVESTMENTS		01/01/2024	DIRECT			14,663,191	15,000,000	14,663,191	0	0	0	0	0	14,663,191	0	0	0	0	29,601	06/15/2027	2.C			
..12656*-AJ-1	CSL LIMITED	C	01/01/2024	DIRECT			14,539,790	15,000,000	14,539,790	0	0	0	0	0	14,539,790	0	0	0	0	125,538	10/08/2025	1.G			
..38218Q-AA-8	GOODS 2017-24 A	C	03/15/2024	Redemption			4,647	4,646	4,646	0	1	0	1	0	4,647	0	0	0	0	0	10/15/2033	1.A FE			
..40637C-C9-7	HALFINA PLC	C	01/01/2024	DIRECT			10,489,376	11,000,000	10,489,376	0	0	0	0	0	10,489,376	0	0	0	0	203,974	07/12/2024	2.A FE			

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stock Sold, Redeemed or Otherwise Disposed of During the Current Quarter

1 CUSIP Ident- ification	2 Description	3 For- eign	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consid- eration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change In Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Con- tractual Maturity Date	22 NAIC Desig- nation, NAIC Desig- nation Modifier and SVO Adminis- trative Symbol			
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's Other Than Temporary Impairment Recogn- ized	13 Current Year's Temporar- y Carrying Value	14 Total Change in Book/ Adjusted Carrying Value (11 + 12 - 13)	15 Total Foreign Exchange Change in Book/ Adjusted Carrying Value										
.50202*-AB-7	LIDL US LLC	C.....	01/01/2024	DIRECT	6,864,510	7,000,000	6,864,510	0	0	0	0	0	0	0	6,864,510	0	0	0	106,346	09/01/2029	2.A			
.607120-EZ-1	AIRBUS GROUP	C.....	01/01/2024	DIRECT	9,614,484	9,990,270	9,614,484	0	0	0	0	0	0	0	9,614,484	0	0	0	54,980	11/09/2032	1.F			
.75973L-AA-6	RENEW 2017-1A A	C.....	03/20/2024	Redemption	2,439	2,439	2,438	2,438	0	0	1	0	1	0	2,439	0	0	0	5	09/20/2052	1.A FE			
.G03698-AW-6	ANGLIAN WATER SERVICES FIN	C.....	01/01/2024	DIRECT	15,378,763	16,100,000	15,378,763	0	0	0	0	0	0	0	15,378,763	0	0	0	94,167	04/27/2026	1.G FE			
.01297*-AK-4	CSL LIMITED	C.....	01/01/2024	DIRECT	18,000,000	17,018,508	18,000,000	0	0	0	0	0	0	0	17,018,508	0	0	0	137,895	10/04/2027	1.G			
.02107*-AJ-5	CONTACT ENERGY	C.....	01/01/2024	DIRECT	6,936,516	7,000,000	6,936,516	0	0	0	0	0	0	0	6,936,516	0	0	0	10,360	12/19/2028	2.B			
.Q5995*-AE-4	MERIDIAN ENERGY	C.....	01/01/2024	DIRECT	19,360,389	20,250,000	19,360,389	0	0	0	0	0	0	0	19,360,389	0	0	0	134,618	04/29/2029	2.A			
.09336*-AH-4	VICTORIA POWER NETWORKS	C.....	01/01/2024	DIRECT	8,000,000	7,710,063	8,000,000	0	0	0	0	0	0	0	7,710,063	0	0	0	40,833	11/12/2026	1.G			
1109999999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)								207,809,596	214,489,384	208,331,938	10,830,226	0	2,192	0	2,192	0	208,487,942	0	(678,346)	(678,346)	1,433,831	XXX	XXX	
2509999997. Total - Bonds - Part 4								207,822,934	214,502,722	208,345,552	10,843,824	0	1,933	0	1,933	0	208,501,280	0	(678,346)	(678,346)	1,433,915	XXX	XXX	
2509999998. Total - Bonds - Part 5								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
2509999999. Total - Bonds								207,822,934	214,502,722	208,345,552	10,843,824	0	1,933	0	1,933	0	208,501,280	0	(678,346)	(678,346)	1,433,915	XXX	XXX	
4509999997. Total - Preferred Stocks - Part 4								0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
4509999998. Total - Preferred Stocks - Part 5								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
4509999999. Total - Preferred Stocks								0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	XXX	XXX	
.468502-10-9 JACKSON NATIONAL LIFE								01/01/2024	RETURN OF CAPITAL	12,000,000,000	1,919,833,927	1,919,833,927	1,919,833,927	0	0	0	0	0	0	0	0	0	0	0
5919999999. Subtotal - Common Stocks - Parent, Subsidiaries and Affiliates Publicly Traded								1,919,833,927	XXX	1,919,833,927	1,919,833,927	0	0	0	0	0	0	1,919,833,927	0	0	0	0	XXX	
5989999997. Total - Common Stocks - Part 4								1,919,833,927	XXX	1,919,833,927	1,919,833,927	0	0	0	0	0	0	1,919,833,927	0	0	0	0	XXX	
5989999998. Total - Common Stocks - Part 5								XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX		
5989999999. Total - Common Stocks								1,919,833,927	XXX	1,919,833,927	1,919,833,927	0	0	0	0	0	0	1,919,833,927	0	0	0	0	XXX	
5999999999. Total - Preferred and Common Stocks								1,919,833,927	XXX	1,919,833,927	1,919,833,927	0	0	0	0	0	0	1,919,833,927	0	0	0	0	XXX	
6009999999 - Totals								2,127,656,861	XXX	2,128,179,479	1,930,677,751	0	1,933	0	1,933	0	2,128,335,207	0	(678,346)	(678,346)	1,433,915	XXX	XXX	

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open
NONE

Schedule DB - Part B - Section 1 - Futures Contracts Open
NONE

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made
NONE

Schedule DB - Part D - Section 1 - Counterparty Exposure for Derivative Instruments Open
NONE

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged By
NONE

Schedule DB - Part D-Section 2 - Collateral for Derivative Instruments Open - Pledged To
NONE

Schedule DB - Part E - Derivatives Hedging Variable Annuity Guarantees
NONE

Schedule DL - Part 1 - Reinvested Collateral Assets Owned
NONE

Schedule DL - Part 2 - Reinvested Collateral Assets Owned
NONE

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1 Depository	2 Code	3 Rate of Interest	4 Amount of Interest Received During Current Quarter	5 Amount of Interest Accrued at Current Statement Date	Book Balance at End of Each Month During Current Quarter			9 *
					6 First Month	7 Second Month	8 Third Month	
Northern Trust	Chicago, IL	0.000	0	0	(467,932)	(1,451,756)	16,378	XXX
Bank of New York Mellon	New York, NY	2.200	7	0	106,818	0	190,095	XXX
Bank of America	Troy, MI	0.000	0	0	75,000	73,238	75,000	XXX
Wells Fargo	Sioux Falls, SD	0.000	0	0	66,356	30,300	44,300	XXX
0199998. Deposits in ...	0	depositories that do not exceed the allowable limit in any one depository (See instructions) - Open Depositories	0	0	0	0	0	XXX
0199999. Totals - Open Depositories	XXX	XXX	7	0	(219,758)	(1,348,218)	325,773	XXX
0299998. Deposits in ...	0	depositories that do not exceed the allowable limit in any one depository (See instructions) - Suspended Depositories	0	0	0	0	0	XXX
0299999. Totals - Suspended Depositories	XXX	XXX	0	0	0	0	0	XXX
0399999. Total Cash on Deposit	XXX	XXX	7	0	(219,758)	(1,348,218)	325,773	XXX
0499999. Cash in Company's Office	XXX	XXX	XXX	XXX	0	0	0	XXX
.....
.....
.....
.....
.....
0599999. Total - Cash	XXX	XXX	7	0	(219,758)	(1,348,218)	325,773	XXX

STATEMENT AS OF MARCH 31, 2024 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

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