

EVEREST REINSURANCE HOLDINGS INC
Form 10-Q
November 14, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED: Commission file number:
September 30, 2016 1-14527

EVEREST REINSURANCE HOLDINGS, INC.
(Exact name of registrant as specified in its charter)
Delaware 22-3263609
(State or other jurisdiction of
incorporation or organization) (I.R.S. Employer
Identification No.)

477 Martinsville Road
Post Office Box 830
Liberty Corner, New Jersey 07938-0830
(908) 604-3000

(Address, including zip code, and telephone number, including area code,
of registrant's principal executive office)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES X NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES X NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer X Smaller reporting company
(Do not check if smaller
reporting company)

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

YES NOX

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Number of Shares Outstanding</u> <u>At November 1, 2016</u>
Common Shares, \$0.01 par value	1,000

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

EVEREST REINSURANCE HOLDINGS, INC.

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EVEREST REINSURANCE HOLDINGS, INC.
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except par value per share)	September 30, 2016 (unaudited)	December 31, 2015
ASSETS:		
Fixed maturities - available for sale, at market value (amortized cost: 2016, \$5,862,000; 2015, \$5,335,472)	\$ 6,014,941	\$ 5,356,477
Fixed maturities - available for sale, at fair value	3,982	2,102
Equity securities - available for sale, at fair value	961,115	1,215,377
Short-term investments	188,359	563,536
Other invested assets (cost: 2016, \$615,735 2015, \$450,154)	615,735	450,154
Other invested assets, at fair value	1,725,367	1,773,214
Cash	285,178	155,429
Total investments and cash	9,794,677	9,516,289
Note receivable - affiliated	250,000	250,000
Accrued investment income	47,699	41,727
Premiums receivable	1,288,137	1,129,656
Reinsurance receivables - unaffiliated	827,281	716,982
Reinsurance receivables - affiliated	3,771,322	3,742,105
Funds held by reinsureds	189,984	176,712
Deferred acquisition costs	77,725	92,651
Prepaid reinsurance premiums	869,282	772,686
Other assets	318,615	256,395
TOTAL ASSETS	\$ 17,434,722	\$ 16,695,203
LIABILITIES:		
Reserve for losses and loss adjustment expenses	\$ 8,306,404	\$ 7,940,720
Unearned premium reserve	1,448,915	1,349,799
Funds held under reinsurance treaties	113,566	101,531
Losses in the course of payment	127,976	125,592
Commission reserves	71,518	51,873
Other net payable to reinsurers	1,020,995	1,225,260
4.868% Senior notes due 6/1/2044	396,684	396,594
6.6% Long term notes due 5/1/2067	236,438	236,364
Accrued interest on debt and borrowings	12,341	3,537
Income taxes	163,956	68,024
Unsettled securities payable	66,976	15,040
Other liabilities	227,998	249,658
Total liabilities	12,193,767	11,763,992
Commitments and Contingencies (Note 5)		
STOCKHOLDER'S EQUITY:		
Common stock, par value: \$0.01; 3,000 shares authorized; 1,000 shares issued and outstanding (2016 and 2015)	-	-
Additional paid-in capital	384,974	374,789
Accumulated other comprehensive income (loss), net of deferred income tax expense		

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(benefit) of \$29,808 at 2016 and (\$33,458) at 2015	55,349	(62,136)
Retained earnings	4,800,632	4,618,558
Total stockholder's equity	5,240,955	4,931,211
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$ 17,434,722	\$ 16,695,203

The accompanying notes are an integral part of the consolidated financial statements.

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EVEREST REINSURANCE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
AND COMPREHENSIVE INCOME (LOSS)

(Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016 (unaudited)	2015	2016 (unaudited)	2015
REVENUES:				
Premiums earned	\$556,653	\$546,050	\$1,527,433	\$1,588,536
Net investment income	64,570	63,363	196,887	206,869
Net realized capital gains (losses):				
Other-than-temporary impairments on fixed maturity securities	(836)	(10,502)	(25,242)	(43,433)
Other-than-temporary impairments on fixed maturity securities transferred to other comprehensive income (loss)	-	-	-	-
Realized gain(loss) on sale of subsidiary	(28,032)	94,704	(28,032)	94,704
Other net realized capital gains (losses)	(21,195)	(205,897)	(34,001)	(100,445)
Total net realized capital gains (losses)	(50,063)	(121,695)	(87,275)	(49,174)
Other income (expense)	(13,208)	10,828	(10,806)	38,950
Total revenues	557,952	498,546	1,626,239	1,785,181
CLAIMS AND EXPENSES:				
Incurred losses and loss adjustment expenses	301,603	370,754	936,201	1,002,513
Commission, brokerage, taxes and fees	85,563	72,151	226,511	241,635
Other underwriting expenses	64,149	56,953	181,706	157,069
Corporate expenses	1,835	1,637	6,181	5,031
Interest, fee and bond issue cost amortization expense	8,859	8,859	26,576	26,576
Total claims and expenses	462,009	510,354	1,377,175	1,432,824
INCOME (LOSS) BEFORE TAXES	95,943	(11,808)	249,064	352,357
Income tax expense (benefit)	21,145	(7,149)	66,990	107,306
NET INCOME (LOSS)	\$74,798	\$(4,659)	\$182,074	\$245,051
Other comprehensive income (loss), net of tax:				
Unrealized appreciation (depreciation) ("URA(D)") on securities arising during the period	3,808	(29,878)	62,672	(49,866)
Less: reclassification adjustment for realized losses (gains) included in net income (loss)	(2,767)	11,625	23,085	48,951
Total URA(D) on securities arising during the period	1,041	(18,253)	85,757	(915)
Foreign currency translation adjustments	(2,642)	(27,473)	27,779	(44,636)
Benefit plan actuarial net gain (loss) for the period	-	-	-	-
Reclassification adjustment for amortization of net (gain) loss included in net income (loss)	1,268	1,556	3,949	4,769
Total benefit plan net gain (loss) for the period	1,268	1,556	3,949	4,769
Total other comprehensive income (loss), net of tax	(333)	(44,170)	117,485	(40,782)
COMPREHENSIVE INCOME (LOSS)	\$74,465	\$(48,829)	\$299,559	\$204,269

The accompanying notes are an integral part of the consolidated financial statements.

EVEREST REINSURANCE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF
CHANGES IN STOCKHOLDER'S EQUITY

(Dollars in thousands, except share amounts)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016 (unaudited)	2015	2016 (unaudited)	2015
COMMON STOCK (shares outstanding):				
Balance, beginning of period	1,000	1,000	1,000	1,000
Balance, end of period	1,000	1,000	1,000	1,000
ADDITIONAL PAID-IN CAPITAL:				
Balance, beginning of period	\$382,537	\$369,284	\$374,789	\$362,293
Share-based compensation plans	2,437	3,282	10,185	10,273
Balance, end of period	384,974	372,566	384,974	372,566
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS), NET OF DEFERRED INCOME TAXES:				
Balance, beginning of period	55,682	7,907	(62,136)	4,519
Net increase (decrease) during the period	(333)	(44,170)	117,485	(40,782)
Balance, end of period	55,349	(36,263)	55,349	(36,263)
RETAINED EARNINGS:				
Balance, beginning of period	4,725,834	4,455,615	4,618,558	4,205,905
Net income (loss)	74,798	(4,659)	182,074	245,051
Balance, end of period	4,800,632	4,450,956	4,800,632	4,450,956
TOTAL STOCKHOLDER'S EQUITY, END OF PERIOD	\$5,240,955	\$4,787,259	\$5,240,955	\$4,787,259

The accompanying notes are an integral part of the consolidated financial statements.

EVEREST REINSURANCE HOLDINGS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Nine Months Ended September 30,	
	2016	2015
	(unaudited)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$182,074	\$245,051
Adjustments to reconcile net income to net cash provided by operating activities:		
Decrease (increase) in premiums receivable	(155,717)	(225,922)
Decrease (increase) in funds held by reinsureds, net	(948)	589
Decrease (increase) in reinsurance receivables	(120,745)	(169,328)
Decrease (increase) in income taxes	33,279	(212)
Decrease (increase) in prepaid reinsurance premiums	(94,400)	(44,177)
Increase (decrease) in reserve for losses and loss adjustment expenses	322,226	107,006
Increase (decrease) in unearned premiums	94,847	34,627
Increase (decrease) in other net payable to reinsurers	(209,260)	(50,813)
Increase (decrease) in losses in course of payment	1,860	133,244
Change in equity adjustments in limited partnerships	(17,067)	(16,409)
Distribution of limited partnership income	31,739	36,883
Change in other assets and liabilities, net	(124,955)	(2,719)
Non-cash compensation expense	7,453	6,303
Amortization of bond premium (accrual of bond discount)	13,754	13,978
Amortization of underwriting discount on senior notes	3	3
Net realized capital (gains) losses	87,275	49,174
Net cash provided by (used in) operating activities	51,418	117,278
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from fixed maturities matured/called - available for sale, at market value	572,224	696,268
Proceeds from fixed maturities sold - available for sale, at market value	433,655	418,284
Proceeds from fixed maturities sold - available for sale, at fair value	1,587	1,824
Proceeds from equity securities sold - available for sale, at market value	-	16
Proceeds from equity securities sold - available for sale, at fair value	531,894	442,276
Proceeds from sale of subsidiary (net of cash disposed)	47,721	3,934
Distributions from other invested assets	1,119,428	36,130
Cost of fixed maturities acquired - available for sale, at market value	(1,516,092)	(1,403,187)
Cost of fixed maturities acquired - available for sale, at fair value	(3,940)	(234)
Cost of equity securities acquired - available for sale, at fair value	(253,041)	(442,306)
Cost of other invested assets acquired	(1,299,682)	(49,575)
Net change in short-term investments	376,832	176,876
Net change in unsettled securities transactions	40,771	(12,069)
Net cash provided by (used in) investing activities	51,357	(131,763)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Tax benefit from share-based compensation	2,732	3,970
Net cash provided by (used in) financing activities	2,732	3,970
EFFECT OF EXCHANGE RATE CHANGES ON CASH	24,242	(37,328)

Net increase (decrease) in cash	129,749	(47,843)
Cash, beginning of period	155,429	323,975
Cash, end of period	\$285,178	\$276,132

SUPPLEMENTAL CASH FLOW INFORMATION:

Income taxes paid (recovered)	\$30,877	\$104,727
Interest paid	17,608	17,608

The accompanying notes are an integral part of the consolidated financial statements.

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NOTES TO CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)

For the Three and Nine Months Ended September 30, 2016 and 2015

1. GENERAL

As used in this document, "Holdings" means Everest Reinsurance Holdings, Inc., a Delaware company and direct subsidiary of Everest Underwriting Group (Ireland) Limited ("Holdings Ireland"); "Group" means Everest Re Group, Ltd. (Holdings Ireland's parent); "Bermuda Re" means Everest Reinsurance (Bermuda), Ltd., a subsidiary of Group; "Everest Re" means Everest Reinsurance Company and its subsidiaries, a subsidiary of Holdings (unless the context otherwise requires) and the "Company" means Holdings and its subsidiaries.

During the third quarter of 2016, the Company established domestic subsidiaries, Everest Premier Insurance Company ("Everest Premier") and Everest Denali Insurance Company ("Everest Denali"), which will be used in the continued expansion of the Insurance operations.

Effective August 24, 2016, the Company sold its wholly-owned subsidiary, Heartland Crop Insurance Company ("Heartland"), a managing agent for crop insurance, to CGB Diversified Services, Inc. ("CGB"). The operating results of Heartland for the period owned are included within the Company's financial statements.

Effective July 13, 2015, the Company sold all of the outstanding shares of capital stock of a wholly-owned subsidiary entity, Mt. McKinley Insurance Company ("Mt. McKinley"), to Clearwater Insurance Company. The operating results of Mt. McKinley for the three and nine months ended September 30, 2015 are included within the Company's financial statements.

2. BASIS OF PRESENTATION

The unaudited consolidated financial statements of the Company for the three and nine months ended September 30, 2016 and 2015 include all adjustments, consisting of normal recurring accruals, which, in the opinion of management, are necessary for a fair statement of the results on an interim basis. Certain financial information, which is normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"), has been omitted since it is not required for interim reporting purposes. The December 31, 2015 consolidated balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. The results for the three and nine months ended September 30, 2016 and 2015 are not necessarily indicative of the results for a full year. These financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the years ended December 31, 2015, 2014 and 2013 included in the Company's most recent Form 10-K filing.

All intercompany accounts and transactions have been eliminated.

Certain reclassifications and format changes have been made to prior years' amounts to conform to the 2016 presentation.

Application of Recently Issued Accounting Standard Changes.

Disclosures about Short-Duration Contracts. In May 2015, the FASB issued ASU 2015-09, authoritative guidance regarding required disclosures associated with short duration insurance contracts. The new disclosure requirements focus on information about initial claim estimates and subsequent claim estimate adjustment, methodologies in estimating claims and the timing, frequency and severity of claims related to short duration insurance contracts. This guidance is effective for annual reporting periods beginning after December 15, 2015 and interim reporting periods beginning after December 15, 2016. Therefore, the initial presentation of this guidance in the Company's financial

statements and footnotes will be for its 10-K filing as of December 31, 2016. The Company does not anticipate that it will have a significant impact on its financial statements.

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Debt Issuance Costs. In April 2015, The FASB issued ASU 2015-03, authoritative guidance on the presentation of debt issuance costs. This guidance requires that debt issuance costs be presented within the balance sheet as a reduction of the carrying value of the debt liability, rather than as a separate asset. This guidance is effective for annual reporting periods beginning after December 15, 2015 and related interim reporting periods. Based upon this guidance, the Company has adjusted prior financial statements and footnotes to conform with this new presentation.

Consolidation. In February 2015, the FASB issued ASU 2015-02, authoritative guidance regarding consolidation of reporting entities. The new guidance focuses on the required evaluation of whether certain legal entities should be consolidated. This guidance is effective for annual and interim reporting periods beginning after December 15, 2015. The Company has determined that the guidance will not have a significant impact on its financial statements.

3. INVESTMENTS

The amortized cost, market value and gross unrealized appreciation and depreciation of available for sale, fixed maturity, equity security investments, carried at market value and other-than-temporary impairments ("OTTI") in accumulated other comprehensive income ("AOCI") are as follows for the periods indicated:

	At September 30, 2016				OTTI in
(Dollars in thousands)	Amortized Cost	Unrealized Appreciation	Unrealized Depreciation	Market Value	AOCI (a)
Fixed maturity securities					
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$423,167	\$ 6,471	\$ (470)	) \$429,168	\$ -
Obligations of U.S. states and political subdivisions	725,149	40,657	(802)	) 765,004	-
Corporate securities	2,192,089	57,124	(10,576)	) 2,238,637	3,802
Asset-backed securities	167,721	1,316	(12)	) 169,025	-
Mortgage-backed securities					
Commercial	75,965	1,567	(35)	) 77,497	-
Agency residential	750,339	7,983	(875)	) 757,447	-
Non-agency residential	89	14	-	) 103	-
Foreign government securities	530,381	29,667	(6,127)	) 553,921	-
Foreign corporate securities	997,100	34,616	(7,577)	) 1,024,139	327
Total fixed maturity securities	\$5,862,000	\$ 179,415	\$ (26,474)	) \$6,014,941	\$ 4,129
Equity securities	\$-	\$-	\$-	\$-	\$-

	At December 31, 2015				OTTI in
(Dollars in thousands)	Amortized Cost	Unrealized Appreciation	Unrealized Depreciation	Market Value	AOCI (a)
Fixed maturity securities					
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$329,281	\$ 2,422	\$ (718)	) \$330,985	\$ -
Obligations of U.S. states and political subdivisions	669,945	34,020	(890)	) 703,075	-
Corporate securities	2,011,997	27,286	(70,725)) 1,968,558	(86)
Asset-backed securities	145,755	290	(1,063)) 144,982	-

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Mortgage-backed securities						
Commercial	61,527	1,430	(511)	62,446	-
Agency residential	714,907	3,994	(6,603)	712,298	-
Non-agency residential	126	24	-		150	-
Foreign government securities	447,244	24,255	(8,425	)	463,074	-
Foreign corporate securities	954,690	27,616	(11,397	)	970,909	17
Total fixed maturity securities	\$5,335,472	\$ 121,337	\$ (100,332	)	\$5,356,477	\$ (69)

(a) Represents the amount of OTTI recognized in AOCI. Amount includes unrealized gains and losses on impaired securities relating to changes in the value of such securities subsequent to the impairment measurement date.

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The amortized cost and market value of fixed maturity securities are shown in the following table by contractual maturity. Mortgage-backed securities are generally more likely to be prepaid than other fixed maturity securities. As the stated maturity of such securities may not be indicative of actual maturities, the totals for mortgage-backed and asset-backed securities are shown separately.

(Dollars in thousands)	At September 30, 2016		At December 31, 2015	
	Amortized Cost	Market Value	Amortized Cost	Market Value
Fixed maturity securities – available for sale				
Due in one year or less	\$350,845	\$349,366	\$330,029	\$330,509
Due after one year through five years	2,916,564	2,967,946	2,617,079	2,618,056
Due after five years through ten years	803,666	833,389	870,266	856,230
Due after ten years	796,811	860,168	595,783	631,806
Asset-backed securities	167,721	169,025	145,755	144,982
Mortgage-backed securities				
Commercial	75,965	77,497	61,527	62,446
Agency residential	750,339	757,447	714,907	712,298
Non-agency residential	89	103	126	150
Total fixed maturity securities	\$5,862,000	\$6,014,941	\$5,335,472	\$5,356,477

The changes in net unrealized appreciation (depreciation) for the Company's investments are derived from the following sources for the periods as indicated:

(Dollars in thousands)	Three Months Eded		Nine Months Eded	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Increase (decrease) during the period between the market value and cost of investments carried at market value, and deferred taxes thereon:				
Fixed maturity securities	\$4,047	\$(28,103)	\$127,736	\$(11,164)
Fixed maturity securities, other-than-temporary impairment	(2,444)	22	4,199	9,757
Equity Securities	-	-	-	(1)
Change in unrealized appreciation (depreciation), pre-tax	1,603	(28,081)	131,935	(1,408)
Deferred tax benefit (expense)	(1,418)	9,835	(44,709)	3,907
Deferred tax benefit (expense), other-than-temporary impairment	856	(7)	(1,469)	(3,414)
Change in unrealized appreciation (depreciation), net of deferred taxes, included in stockholder's equity	\$1,041	\$(18,253)	\$85,757	\$(915)

The Company frequently reviews all of its fixed maturity, available for sale securities for declines in market value and focuses its attention on securities whose fair value has fallen below 80% of their amortized cost at the time of review. The Company then assesses whether the decline in value is temporary or other-than-temporary. In making its assessment, the Company evaluates the current market and interest rate environment as well as specific issuer information. Generally, a change in a security's value caused by a change in the market, interest rate or foreign exchange environment does not constitute an other-than-temporary impairment, but rather a temporary decline in market value. Temporary declines in market value are recorded as unrealized losses in accumulated other comprehensive income (loss). If the Company determines that the decline is other-than-temporary and the Company does not have the intent to sell the security; and it is more likely than not that the Company will not have to sell the security before recovery of its cost basis, the carrying value of the investment is written down to fair value. The fair

value adjustment that is credit or foreign exchange related is recorded in net realized capital gains (losses) in the Company's consolidated statements of operations and comprehensive income (loss). The fair value adjustment that is non-credit related is recorded as a component of other comprehensive income (loss), net of tax, and is included in accumulated other comprehensive income (loss) in the Company's consolidated balance sheets. The Company's assessments are based on the issuers current and expected future financial position, timeliness with respect to interest and/or principal payments, speed of repayments and any applicable credit enhancements or breakeven constant default rates on mortgage-backed and asset-backed securities, as well as relevant information provided by rating agencies, investment advisors and analysts.

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Retrospective adjustments are employed to recalculate the values of asset-backed securities. All of the Company's asset-backed and mortgage-backed securities have a pass-through structure. Each acquisition lot is reviewed to recalculate the effective yield. The recalculated effective yield is used to derive a book value as if the new yield were applied at the time of acquisition. Outstanding principal factors from the time of acquisition to the adjustment date are used to calculate the prepayment history for all applicable securities. Conditional prepayment rates, computed with life to date factor histories and weighted average maturities, are used in the calculation of projected prepayments for pass-through security types.

The tables below display the aggregate market value and gross unrealized depreciation of fixed maturity and equity securities, by security type and contractual maturity, in each case subdivided according to length of time that individual securities had been in a continuous unrealized loss position for the periods indicated:

	Duration of Unrealized Loss at September 30, 2016 By Security Type					
	Less than 12 months		Greater than 12 months		Total	
	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation
(Dollars in thousands)						
Fixed maturity securities - available for sale						
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$42,928	\$ (470)	\$ -	\$ -	\$42,928	\$ (470)
Obligations of U.S. states and political subdivisions	72,100	(391)	633	(411)	72,733	(802)
Corporate securities	185,486	(2,571)	185,850	(8,005)	371,336	(10,576)
Asset-backed securities	-	-	17,850	(12)	17,850	(12)
Mortgage-backed securities						
Commercial	1,511	(3)	3,282	(32)	4,793	(35)
Agency residential	48,246	(106)	99,400	(769)	147,646	(875)
Non-agency residential	-	-	-	-	-	-
Foreign government securities	14,728	(261)	61,698	(5,866)	76,426	(6,127)
Foreign corporate securities	83,716	(2,070)	69,922	(5,507)	153,638	(7,577)
Total fixed maturity securities	\$448,715	\$ (5,872)	\$438,635	\$ (20,602)	\$887,350	\$ (26,474)
Equity securities	-	-	-	-	-	-
Total	\$448,715	\$ (5,872)	\$438,635	\$ (20,602)	\$887,350	\$ (26,474)

	Duration of Unrealized Loss at September 30, 2016 By Maturity					
	Less than 12 months		Greater than 12 months		Total	
	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation
(Dollars in thousands)						
Fixed maturity securities						
Due in one year or less	\$14,922	\$ (259)	\$23,232	\$ (3,449)	\$38,154	\$ (3,708)
Due in one year through five years	185,270	(3,363)	246,906	(13,503)	432,176	(16,866)
Due in five years through ten years	119,725	(1,682)	46,244	(2,792)	165,969	(4,474)

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Due after ten years	79,041	(459)	1,721	(45)	80,762	(504)
Asset-backed securities	-	-		17,850	(12)	17,850	(12)
Mortgage-backed securities	49,757	(109	)	102,682	(801	)	152,439	(910)
Total fixed maturity securities	\$448,715	\$ (5,872	)	\$ 438,635	\$ (20,602	)	\$ 887,350	\$ (26,474)

The aggregate market value and gross unrealized losses related to investments in an unrealized loss position at September 30, 2016 were \$887,350 thousand and \$26,474 thousand, respectively. The market value of securities for the single issuer whose securities comprised the largest unrealized loss position at September 30, 2016, did not exceed 0.9% of the overall market value of the Company's fixed maturity securities. In addition, as indicated on the above table, there was no significant concentration of unrealized losses in any one market sector. The \$5,872 thousand of unrealized losses related to fixed maturity securities that have been in an unrealized loss position for less than one year were primarily comprised of domestic and foreign corporate securities. The majority of these unrealized losses are attributable to net unrealized foreign exchange losses, \$5,564 thousand, as the U.S. dollar has strengthened against other currencies. The \$20,602 thousand of unrealized losses related to fixed maturity securities in an unrealized loss position for more than one year related primarily to domestic and foreign

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corporate securities and foreign government securities. The majority of these unrealized losses are attributable to net unrealized foreign exchange losses, \$19,030 thousand, as the U.S. dollar has strengthened against other currencies. The Company did not have any sub-prime or alt-A loans with gross unrealized depreciation at September 30, 2016. In all instances, there were no projected cash flow shortfalls to recover the full book value of the investments and the related interest obligations. The mortgage-backed securities still have excess credit coverage and are current on interest and principal payments.

The Company, given the size of its investment portfolio and capital position, does not have the intent to sell these securities; and it is more likely than not that the Company will not have to sell the security before recovery of its cost basis. In addition, all securities currently in an unrealized loss position are current with respect to principal and interest payments.

The tables below display the aggregate market value and gross unrealized depreciation of fixed maturity and equity securities, by security type and contractual maturity, in each case subdivided according to length of time that individual securities had been in a continuous unrealized loss position for the periods indicated:

	Duration of Unrealized Loss at December 31, 2015 By Security Type					
	Less than 12 months		Greater than 12 months		Total	
	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation
(Dollars in thousands)						
Fixed maturity securities - available for sale						
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$216,352	\$ (712)	\$ 692	\$ (6)	\$217,044	\$ (718)
Obligations of U.S. states and political subdivisions	6,434	(84)	4,917	(806)	11,351	(890)
Corporate securities	866,715	(49,034)	307,215	(21,691)	1,173,930	(70,725)
Asset-backed securities	102,506	(791)	28,048	(272)	130,554	(1,063)
Mortgage-backed securities						
Commercial	26,483	(511)	-	-	26,483	(511)
Agency residential	320,285	(3,094)	150,095	(3,509)	470,380	(6,603)
Non-agency residential	-	-	-	-	-	-
Foreign government securities	61,498	(2,182)	77,911	(6,243)	139,409	(8,425)
Foreign corporate securities	324,904	(6,289)	76,951	(5,108)	401,855	(11,397)
Total fixed maturity securities	\$1,925,177	\$ (62,697)	\$ 645,829	\$ (37,635)	\$2,571,006	\$ (100,332)

	Duration of Unrealized Loss at December 31, 2015 By Maturity					
	Less than 12 months		Greater than 12 months		Total	
	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation	Market Value	Gross Unrealized Depreciation
(Dollars in thousands)						
Fixed maturity securities						
Due in one year or less	\$21,780	\$ (1,577)	\$ 12,212	\$ (1,171)	\$33,992	\$ (2,748)

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Due in one year through five years	1,023,437	(23,255)	347,203	(21,582)	1,370,640	(44,837)
Due in five years through ten years	394,978	(31,423)	99,335	(10,131)	494,313	(41,554)
Due after ten years	35,708	(2,046)	8,936	(970)	44,644	(3,016)
Asset-backed securities	102,506	(791)	28,048	(272)	130,554	(1,063)
Mortgage-backed securities	346,768	(3,605)	150,095	(3,509)	496,863	(7,114)
Total fixed maturity securities	\$1,925,177	\$ (62,697)	\$ 645,829	\$ (37,635)	\$ 2,571,006	\$ (100,332)

The aggregate market value and gross unrealized losses related to investments in an unrealized loss position at December 31, 2015 were \$2,571,006 thousand and \$100,332 thousand, respectively. The market value of securities for the single issuer whose securities comprised the largest unrealized loss position at December 31, 2015, did not exceed 0.07% of the overall market value of the Company's fixed maturity securities. In addition, as indicated on the above table, there was no significant concentration of unrealized losses in any one market sector. The \$62,697 thousand of unrealized losses related to fixed maturity securities that have been in an unrealized loss position for less than one year were primarily comprised of domestic and foreign corporate securities, agency residential mortgage-backed securities and

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foreign government securities. The majority of these unrealized losses are attributable to unrealized losses in the energy sector, \$35,978 thousand, as falling oil prices disrupted the market values for this sector, particularly for oil exploration, production and servicing companies and unrealized foreign exchange losses, \$6,090 thousand, as the U.S. dollar has strengthened against other currencies. The \$37,635 thousand of unrealized losses related to fixed maturity securities in an unrealized loss position for more than one year related primarily to domestic and foreign corporate securities, foreign government securities and agency residential mortgage-backed securities. The majority of these unrealized losses are attributable to unrealized foreign exchange losses, \$14,807 thousand, as the U.S. dollar has strengthened against other currencies and unrealized losses in the energy sector, \$6,959 thousand, as falling oil prices disrupted the market values for this sector, particularly for oil exploration, production and servicing companies. The Company did not have any sub-prime or alt-A loans with gross unrealized depreciation at December 31, 2015. In all instances, there were no projected cash flow shortfalls to recover the full book value of the investments and the related interest obligations. The mortgage-backed securities still have excess credit coverage and are current on interest and principal payments.

Other invested assets, at fair value, as of September 30, 2016, and December 31, 2015, were comprised of preferred shares held in Everest Preferred International Holdings ("Preferred Holdings"), an affiliated company.

The components of net investment income are presented in the table below for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Fixed maturities	\$ 44,810	\$ 46,414	\$ 134,931	\$ 140,829
Equity securities	7,870	8,004	25,752	26,638
Short-term investments and cash	296	220	851	705
Other invested assets				
Limited partnerships	6,020	3,021	17,698	17,676
Dividends from Parent's shares	-	9,234	-	27,702
Dividends from preferred shares of affiliate	7,758	-	23,274	-
Other	522	(242)	339	1,366
Gross investment income before adjustments	67,276	66,651	202,845	214,916
Funds held interest income (expense)	1,090	940	4,718	4,326
Interest income from Parent	1,075	1,075	3,225	3,225
Gross investment income	69,441	68,666	210,788	222,467
Investment expenses	(4,871)	(5,303)	(13,901)	(15,598)
Net investment income	\$ 64,570	\$ 63,363	\$ 196,887	\$ 206,869

(Some amounts may not reconcile due to rounding.)

The Company records results from limited partnership investments on the equity method of accounting with changes in value reported through net investment income. Due to the timing of receiving financial information from these partnerships, the results are generally reported on a one month or quarter lag. If the Company determines there has been a significant decline in value of a limited partnership during this lag period, a loss will be recorded in the period in which the Company identifies the decline.

The Company had contractual commitments to invest up to an additional \$279,126 thousand in limited partnerships at September 30, 2016. These commitments will be funded when called in accordance with the partnership agreements, which have investment periods that expire, unless extended, through 2020.

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The components of net realized capital gains (losses) are presented in the table below for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
Fixed maturity securities, market value:				
Other-than-temporary impairments	\$(836)	\$(10,502)	\$(25,242)	\$(43,433)
Gains (losses) from sales	4,338	(6,636)	(10,273)	(30,362)
Fixed maturity securities, fair value:				
Gains (losses) from sales	(1)	(17)	(1,855)	25
Gains (losses) from fair value adjustments	42	-	1,381	56
Equity securities, market value:				
Gains (losses) from sales	-	-	-	1
Equity securities, fair value:				
Gains (losses) from sales	5,452	(13,656)	(10,134)	(14,010)
Gains (losses) from fair value adjustments	16,063	(101,322)	34,725	(85,710)
Other invested assets, fair value:				
Gains (losses) from fair value adjustments	(47,090)	(84,272)	(47,846)	29,549
Gain (loss) on sale of subsidiary	(28,032)	94,704	(28,032)	94,704
Short-term investment gains (losses)	1	6	1	6
Total net realized capital gains (losses)	\$(50,063)	\$(121,695)	\$(87,275)	\$(49,174)

The Company recorded as net realized capital gains (losses) in the consolidated statements of operations and comprehensive income (loss) both fair value re-measurements and write-downs in the value of securities deemed to be impaired on an other-than-temporary basis as displayed in the table above. The Company had no other-than-temporary impaired securities where the impairment had both a credit and non-credit component.

The proceeds and split between gross gains and losses, from sales of fixed maturity and equity securities, are presented in the table below for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	2015	September 30, 2016	2015
Proceeds from sales of fixed maturity securities	\$136,767	\$130,284	\$435,242	\$420,108
Gross gains from sales	6,257	1,401	13,875	9,039
Gross losses from sales	(1,920)	(8,054)	(26,003)	(39,376)
Proceeds from sales of equity securities	\$109,914	\$138,799	\$531,894	\$442,292
Gross gains from sales	6,874	5,241	13,509	17,655
Gross losses from sales	(1,422)	(18,896)	(23,643)	(31,664)

4. FAIR VALUE

GAAP guidance regarding fair value measurements address how companies should measure fair value when they are required to use fair value measures for recognition or disclosure purposes under GAAP and provides a common definition of fair value to be used throughout GAAP. It defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly fashion between market participants at the measurement date. In addition, it establishes a three-level valuation hierarchy for the disclosure of fair value measurements. The valuation

hierarchy is based on the transparency of inputs to the valuation of an asset or liability. The level in the hierarchy within which a given fair value measurement falls is determined based on the lowest level input that is significant to the measurement, with Level 1 being the highest priority and Level 3 being the lowest priority.

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The levels in the hierarchy are defined as follows:

Level 1: Inputs to the valuation methodology are observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in an active market;

Level 2: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument;

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company's fixed maturity and equity securities are primarily managed by third party investment asset managers. The investment asset managers obtain prices from nationally recognized pricing services. These services seek to utilize market data and observations in their evaluation process. They use pricing applications that vary by asset class and incorporate available market information and when fixed maturity securities do not trade on a daily basis the services will apply available information through processes such as benchmark curves, benchmarking of like securities, sector groupings and matrix pricing. In addition, they use model processes, such as the Option Adjusted Spread model to develop prepayment and interest rate scenarios for securities that have prepayment features.

In limited instances where prices are not provided by pricing services or in rare instances when a manager may not agree with the pricing service, price quotes on a non-binding basis are obtained from investment brokers. The investment asset managers do not make any changes to prices received from either the pricing services or the investment brokers. In addition, the investment asset managers have procedures in place to review the reasonableness of the prices from the service providers and may request verification of the prices. In addition, the Company continually performs analytical reviews of price changes and tests the prices on a random basis to an independent pricing source. No material variances were noted during these price validation procedures. In limited situations, where financial markets are inactive or illiquid, the Company may use its own assumptions about future cash flows and risk-adjusted discount rates to determine fair value. Due to the unavailability of prices for twenty eight private placement securities, the Company valued the twenty eight securities at \$59,289 thousand at September 30, 2016. Due to the unavailability of prices for two private placement securities, the Company valued the two securities at \$3,593 thousand at December 31, 2015.

The Company internally manages a small public equity portfolio which had a fair value at September 30, 2016 and December 31, 2015 of \$135,958 thousand and \$131,219 thousand, respectively, and all prices were obtained from publically published sources.

Equity securities denominated in U.S. currency with quoted prices in active markets for identical assets are categorized as level 1 since the quoted prices are directly observable. Equity securities traded on foreign exchanges are categorized as level 2 due to the added input of a foreign exchange conversion rate to determine fair or market value. The Company uses foreign currency exchange rates published by nationally recognized sources.

All categories of fixed maturity securities listed in the tables below are generally categorized as level 2, since a particular security may not have traded but the pricing services are able to use valuation models with observable market inputs such as interest rate yield curves and prices for similar fixed maturity securities in terms of issuer, maturity and seniority. For foreign government securities and foreign corporate securities, the fair values provided by the third party pricing services in local currencies, and where applicable, are converted to U.S. dollars using currency exchange rates from nationally recognized sources.

The fixed maturities with fair values categorized as level 3 result when prices are not available from the nationally recognized pricing services. The asset managers will then obtain non-binding price quotes for the securities from brokers. The single broker quotes are provided by market makers or broker-dealers who are recognized as market participants in the markets in which they are providing the quotes. The prices received from brokers are reviewed for reasonableness by the third party asset managers and the Company. If the broker quotes are for foreign denominated securities, the quotes are converted to U.S. dollars using currency exchange rates from nationally recognized sources. In limited circumstances when broker prices are not available for private placements, the Company will value the securities using comparable market information.

The composition and valuation inputs for the presented fixed maturities categories are as follows:

U.S. Treasury securities and obligations of U.S. government agencies and corporations are primarily comprised of U.S. Treasury bonds and the fair value is based on observable market inputs such as quoted prices, reported trades, quoted prices for similar issuances or benchmark yields;

Obligations of U.S. states and political subdivisions are comprised of state and municipal bond issuances and the fair values are based on observable market inputs such as quoted market prices, quoted prices for similar securities, benchmark yields and credit spreads;

Corporate securities are primarily comprised of U.S. corporate and public utility bond issuances and the fair values are based on observable market inputs such as quoted market prices, quoted prices for similar securities, benchmark yields and credit spreads;

Asset-backed and mortgage-backed securities fair values are based on observable inputs such as quoted prices, reported trades, quoted prices for similar issuances or benchmark yields and cash flow models using observable inputs such as prepayment speeds, collateral performance and default spreads;

Foreign government securities are comprised of global non-U.S. sovereign bond issuances and the fair values are based on observable market inputs such as quoted market prices, quoted prices for similar securities and models with observable inputs such as benchmark yields and credit spreads and then, where applicable, converted to U.S. dollars using an exchange rate from a nationally recognized source;

Foreign corporate securities are comprised of global non-U.S. corporate bond issuances and the fair values are based on observable market inputs such as quoted market prices, quoted prices for similar securities and models with observable inputs such as benchmark yields and credit spreads and then, where applicable, converted to U.S. dollars using an exchange rate from a nationally recognized source.

Other invested assets, at fair value, was categorized as Level 3 at September 30, 2016 and December 31, 2015, since it represented a privately placed convertible preferred stock issued by an affiliate. The stock was received in exchange for shares of the Company's parent, which were valued on a public securities exchange on December 21, 2015. The fair value of the preferred stock at September 30, 2016 was determined using a pricing model and at December 31, 2015 represented the original exchange value.

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The following table presents the fair value measurement levels for all assets, which the Company has recorded at fair value (fair and market value) as of the period indicated:

(Dollars in thousands)	September 30, 2016	Fair Value Measurement Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Fixed maturities, market value				
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$ 429,168	\$-	\$429,168	\$ -
Obligations of U.S. States and political subdivisions	765,004	-	765,004	-
Corporate securities	2,238,637	-	2,182,342	56,295
Asset-backed securities	169,025	-	169,025	-
Mortgage-backed securities				
Commercial	77,497	-	74,018	3,479
Agency residential	757,447	-	757,447	-
Non-agency residential	103	-	103	-
Foreign government securities	553,921	-	553,921	-
Foreign corporate securities	1,024,139	-	1,021,145	2,994
Total fixed maturities, market value	6,014,941	-	5,952,173	62,768
Fixed maturities, fair value	3,982	-	3,982	-
Equity securities, fair value	961,115	895,406	65,709	-
Other invested assets, fair value	1,725,367	-	-	1,725,367

There were no transfers between Level 1 and Level 2 for the nine months ended September 30, 2016.

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The following table presents the fair value measurement levels for all assets, which the Company has recorded at fair value (fair and market value) as of the period indicated:

(Dollars in thousands)	December 31, 2015	Fair Value Measurement Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Fixed maturities, market value				
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$ 330,985	\$-	\$330,985	\$ -
Obligations of U.S. States and political subdivisions	703,075	-	703,075	-
Corporate securities	1,968,558	-	1,964,625	3,933
Asset-backed securities	144,982	-	144,982	-
Mortgage-backed securities				
Commercial	62,446	-	62,446	-
Agency residential	712,298	-	712,298	-
Non-agency residential	150	-	150	-
Foreign government securities	463,074	-	463,074	-
Foreign corporate securities	970,909	-	969,316	1,593
Total fixed maturities, market value	5,356,477	-	5,350,951	5,526
Fixed maturities, fair value	2,102	-	2,102	-
Equity securities, fair value	1,215,377	1,153,310	62,067	-
Other invested assets, fair value	1,773,214	-	-	1,773,214

The following table presents the activity under Level 3, fair value measurements using significant unobservable inputs by asset type, for the periods indicated:

(Dollars in thousands)	Three Months Ended September 30, 2016				Nine Months Ended September 30, 2016			
	Corporate Securities	CMBS	Foreign Corporate	Total	Corporate Securities	CMBS	Foreign Corporate	Total
Beginning balance	\$32,410	\$-	\$2,021	\$34,431	\$3,933	\$-	\$1,593	\$5,526
Total gains or (losses) (realized/unrealized)								
Included in earnings	(12)	-	27	15	(22)	-	(970)	(992)
Included in other comprehensive income (loss)	(48)	(34)	(1,285)	(1,367)	(81)	(34)	140	25
Purchases, issuances and settlements	25,877	(40)	2,231	28,068	54,397	(40)	2,231	56,588
Transfers in and/or (out) of Level 3	(1,932)	3,553	-	1,621	(1,932)	3,553	-	1,621

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Ending balance	\$ 56,295	\$ 3,479	\$ 2,994	\$ 62,768	\$ 56,295	\$ 3,479	\$ 2,994	\$ 62,768
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The amount of total gains or losses for the period included in earnings (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (997)	\$ (997)
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(Some amounts may not reconcile due to rounding.)

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(Dollars in thousands)	Three Months Ended September 30, 2015			Nine Months Ended September 30, 2015			
	Corporate Securities	Foreign Corporate	Total	Corporate Securities	CMBS	Foreign Corporate	Total
Beginning balance	\$ 1,958	\$ 7,837	\$ 9,795	\$ -	\$ 8,597	\$ 7,166	\$ 15,763
Total gains or (losses) (realized/unrealized)							
Included in earnings	(6)	62	56	(2)	-	177	175
Included in other comprehensive income (loss)	(93)	(1,287)	(1,380)	(95)	-	(1,216)	(1,311)
Purchases, issuances and settlements	1,723	-	1,723	3,651	-	-	3,651
Transfers in and/or (out) of Level 3	1,693	(487)	1,206	1,721	(8,597)	(2)	(6,878)
Ending balance	\$ 5,275	\$ 6,125	\$ 11,400	\$ 5,275	\$ -	\$ 6,125	\$ 11,400

The amount of total gains or losses for the period included in earnings (or changes in net assets) attributable to the change in unrealized gains or losses relating to assets still held at the reporting date

\$ - \$ - \$ - \$ - \$ - \$ - \$ -

(Some amounts may not reconcile due to rounding.)

The net transfers to/(from) level 3, fair value measurements using significant unobservable inputs were \$1,621 thousand and (\$6,878) thousand of investments for the nine months ended September 30, 2016 and 2015, respectively. The \$1,621 thousand relates to the net impact of securities no longer priced by a recognized pricing service. The (\$6,878) thousand primarily related to securities that were priced using single non-binding broker quotes as of December 31, 2014. The securities were subsequently priced using a recognized pricing service as of September 30, 2015, and were classified as level 2 as of that date.

The following table presents the activity under Level 3, fair value measurements using significant unobservable inputs by other invested assets, for the periods indicated:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Other invested assets, fair value:				
Beginning balance	\$ 1,772,458	\$ -	\$ 1,773,214	\$ -
Total gains or (losses) (realized/unrealized)				
Included in earnings	(47,090)	-	(47,846)	-
Included in other comprehensive income (loss)	-	-	-	-
Purchases, issuances and settlements	-	-	-	-
Transfers in and/or (out) of Level 3	-	-	-	-
Ending balance	\$ 1,725,367	\$ -	\$ 1,725,367	\$ -

The amount of total gains or losses for the period included in earnings
(or changes in net assets) attributable to the change in unrealized
gains or losses relating to assets still held at the reporting date \$ - \$ - \$ - \$ -

(Some amounts may not reconcile due to rounding.)

5. CONTINGENCIES

In the ordinary course of business, the Company is involved in lawsuits, arbitrations and other formal and informal dispute resolution procedures, the outcomes of which will determine the Company's rights and obligations under insurance and reinsurance agreements. In some disputes, the Company seeks to enforce its rights under an agreement or to collect funds owing to it. In other matters, the Company is resisting attempts by others to collect funds or enforce alleged rights. These disputes arise from time to time and are ultimately resolved through both informal and formal means, including negotiated resolution, arbitration and litigation. In all such matters, the Company believes that its positions are legally and commercially reasonable. The Company considers the statuses of these proceedings when determining its reserves for unpaid loss and loss adjustment expenses.

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Aside from litigation and arbitrations related to these insurance and reinsurance agreements, the Company is not a party to any other material litigation or arbitration.

The Company has entered into separate annuity agreements with The Prudential Insurance of America ("The Prudential") and an additional unaffiliated life insurance company in which the Company has either purchased annuity contracts or become the assignee of annuity proceeds that are meant to settle claim payment obligations in the future. In both instances, the Company would become contingently liable if either The Prudential or the unaffiliated life insurance company were unable to make payments related to the respective annuity contract.

The table below presents the estimated cost to replace all such annuities for which the Company was contingently liable for the periods indicated:

	At September 30, 2016	At December 31, 2015
(Dollars in thousands)		
The Prudential	\$ 140,826	\$ 142,427
Unaffiliated life insurance company	33,195	33,062

6. OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents the components of comprehensive income (loss) in the consolidated statements of operations and comprehensive income (loss) for the periods indicated:

(Dollars in thousands)	Three Months Ended September 30, 2016			Nine Months Ended September 30, 2016		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized appreciation (depreciation) ("URA(D)") on securities - temporary	\$ 8,305	\$ (2,909)	\$ 5,396	\$ 92,221	\$ (32,279)	\$ 59,942
URA(D) on securities - OTTI	(2,444)	856	(1,588)	4,199	(1,469)	2,730
Reclassification of net realized losses (gains) included in net income (loss)	(4,258)	1,491	(2,767)	35,515	(12,430)	23,085
Foreign currency translation adjustments	(4,066)	1,424	(2,642)	42,741	(14,962)	27,779
Benefit plan actuarial net gain (loss)	-	-	-	-	-	-
Reclassification of amortization of net gain (loss) included in net income (loss)	1,951	(683)	1,268	6,076	(2,127)	3,949
Total other comprehensive income (loss)	\$ (512)	\$ 179	\$ (333)	\$ 180,752	\$ (63,267)	\$ 117,485

(Some amounts may not reconcile due to rounding)

Three Months Ended September 30, 2015	Nine Months Ended September 30, 2015
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(Dollars in thousands)	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized appreciation (depreciation) ("URA(D)") on securities - temporary	\$ (45,240)	\$ 15,347	\$ (29,893)	\$ (84,958)	\$ 28,749	\$ (56,209)
URA(D) on securities - OTTI	22	(7)	15	9,757	(3,414)	6,343
Reclassification of net realized losses (gains) included in net income (loss)	17,137	(5,512)	11,625	73,793	(24,842)	48,951
Foreign currency translation adjustments	(42,266)	14,793	(27,473)	(68,670)	24,034	(44,636)
Benefit plan actuarial net gain (loss)	-	-	-	-	-	-
Reclassification of amortization of net gain (loss) included in net income (loss)	2,393	(837)	1,556	7,336	(2,567)	4,769
Total other comprehensive income (loss)	\$ (67,954)	\$ 23,784	\$ (44,170)	\$ (62,742)	\$ 21,960	\$ (40,782)

(Some amounts may not reconcile due to rounding)

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The following table presents details of the amounts reclassified from AOCI for the periods indicated:

AOCI component (Dollars in thousands)	Three Months Ended		Nine Months Ended		Affected line item within the statements of operations and comprehensive income (loss)
	September 30, 2016	2015	September 30, 2016	2015	
URA(D) on securities	\$ (4,258) 1,491	\$ 17,137 (5,512)	\$ 35,515 (12,430)	\$ 73,793 (24,842)	Other net realized capital gains (losses) Income tax expense (benefit) Net income (loss)
Benefit plan net gain (loss)	\$ 1,951 (683)	\$ 2,393 (837)	\$ 6,076 (2,127)	\$ 7,336 (2,567)	Other underwriting expenses Income tax expense (benefit) Net income (loss)
	\$ 1,268	\$ 1,556	\$ 3,949	\$ 4,769	

(Some amounts may not reconcile
due to rounding)

The following table presents the components of accumulated other comprehensive income (loss), net of tax, in the consolidated balance sheets for the periods indicated:

(Dollars in thousands)	Nine Months Ended September 30, 2016	Twelve Months Ended December 31, 2015
Beginning balance of URA (D) on securities	\$ 13,654	\$ 37,628
Current period change in URA (D) of investments - temporary	83,027	(30,257)
Current period change in URA (D) of investments - non-credit OTTI	2,730	6,283
Ending balance of URA (D) on securities	99,411	13,654
Beginning balance of foreign currency translation adjustments	(12,701)	41,877
Current period change in foreign currency translation adjustments	27,779	(54,578)
Ending balance of foreign currency translation adjustments	15,078	(12,701)
Beginning balance of benefit plan net gain (loss)	(63,089)	(74,986)
Current period change in benefit plan net gain (loss)	3,949	11,897
Ending balance of benefit plan net gain (loss)	(59,140)	(63,089)
Ending balance of accumulated other comprehensive income (loss)	\$ 55,349	\$ (62,136)

7. REINSURANCE AND TRUST AGREEMENTS

A subsidiary of the Company, Everest Re, has established a trust agreement, which effectively uses Everest Re's investments as collateral, as security for assumed losses payable to a non-affiliated ceding company. At September 30, 2016, the total amount on deposit in the trust account was \$349,867 thousand.

On April 24, 2014, the Company entered into two collateralized reinsurance agreements with Kilimanjaro Re Limited ("Kilimanjaro"), a Bermuda based special purpose reinsurer, to provide the Company with catastrophe reinsurance coverage. These agreements are multi-year reinsurance contracts which cover specified named storm and earthquake events. The first agreement provides up to \$250,000 thousand of reinsurance coverage from named storms in specified states of the Southeastern United States. The second agreement provides up to \$200,000 thousand of reinsurance coverage from named storms in specified states of the Southeast, Mid-Atlantic and Northeast regions of the United States and Puerto Rico as well as reinsurance coverage from earthquakes in specified states of the Southeast, Mid-Atlantic, Northeast and West regions of the United States, Puerto Rico and British Columbia.

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On November 18, 2014, the Company entered into a collateralized reinsurance agreement with Kilimanjaro Re to provide the Company with catastrophe reinsurance coverage. This agreement is a multi-year reinsurance contract which covers specified earthquake events. The agreement provides up to \$500,000 thousand of reinsurance coverage from earthquakes in the United States, Puerto Rico and Canada.

On December 1, 2015 the Company entered into two collateralized reinsurance agreements with Kilimanjaro Re to provide the Company with catastrophe reinsurance coverage. These agreements are multi-year reinsurance contracts which cover named storm and earthquake events. The first agreement provides up to \$300,000 thousand of reinsurance coverage from named storms and earthquakes in the United States, Puerto Rico and Canada. The second agreement provides up to \$325,000 thousand of reinsurance coverage from named storms and earthquakes in the United States, Puerto Rico and Canada.

Kilimanjaro has financed the various property catastrophe reinsurance coverage by issuing catastrophe bonds to unrelated, external investors. On April 24, 2014, Kilimanjaro issued \$450,000 thousand of notes ("Series 2014-1 Notes"). On November 18, 2014, Kilimanjaro issued \$500,000 thousand of notes ("Series 2014-2 Notes"). On December 1, 2015, Kilimanjaro issued \$625,000 thousand of notes ("Series 2015-1 Notes"). The proceeds from the issuance of the Series 2014-1 Notes, the Series 2014-2 Notes and the Series 2015-1 Notes are held in reinsurance trust throughout the duration of the applicable reinsurance agreements and invested solely in US government money market funds with a rating of at least "AAAm" by Standard & Poor's.

8. SENIOR NOTES

The table below displays Holdings' outstanding senior notes. Market value is based on quoted market prices, but due to limited trading activity, these senior notes are considered Level 2 in the fair value hierarchy.

(Dollars in thousands)	Date Issued	Date Due	Principal Amounts	September 30, 2016		December 31, 2015	
				Consolidated Balance Sheet Amount	Market Value	Consolidated Balance Sheet Amount	Market Value
4.868% Senior notes	06/05/2014	06/01/2044	400,000	\$396,684	\$423,660	\$396,594	\$381,204

On June 5, 2014, Holdings issued \$400,000 thousand of 30 year senior notes at 4.868%, which will mature on June 1, 2044. Interest will be paid semi-annually on June 1 and December 1 of each year.

Interest expense incurred in connection with these senior notes is as follows for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Interest expense incurred	\$4,868	\$4,868	\$14,604	\$14,604

9. LONG TERM SUBORDINATED NOTES

The table below displays Holdings' outstanding fixed to floating rate long term subordinated notes. Market value is based on quoted market prices, but due to limited trading activity, these subordinated notes are considered Level 2 in the fair value hierarchy.

(Dollars in thousands)	Date Issued	Original Principal Amount	Maturity Date		September 30, 2016 Consolidated Balance Sheet		December 31, 2015 Consolidated Balance Sheet	
			Scheduled	Final	Amount	Market Value	Amount	Market Value
6.6% Long term subordinated notes	04/26/2007	\$ 400,000	05/15/2037	05/01/2067	\$ 236,438	\$ 197,706	\$ 236,364	\$ 208,978

During the fixed rate interest period from May 3, 2007 through May 14, 2017, interest will be at the annual rate of 6.6%, payable semi-annually in arrears on November 15 and May 15 of each year, commencing on November 15, 2007, subject to Holdings' right to defer interest on one or more occasions for up to ten consecutive years. During the floating rate interest period from May 15, 2017 through maturity, interest will be based on the 3 month LIBOR plus 238.5 basis points, reset quarterly, payable quarterly in arrears on February 15, May 15, August 15 and November 15 of each year, subject to Holdings' right to defer interest on one or more occasions for up to ten consecutive years. Deferred interest will accumulate interest at the applicable rate compounded semi-annually for periods prior to May 15, 2017, and compounded quarterly for periods from and including May 15, 2017.

Holdings can redeem the long term subordinated notes prior to May 15, 2017, in whole but not in part at the applicable redemption price, which will equal the greater of (a) 100% of the principal amount being redeemed and (b) the present value of the principal payment on May 15, 2017 and scheduled payments of interest that would have accrued from the redemption date to May 15, 2017 on the long term subordinated notes being redeemed, discounted to the redemption date on a semi-annual basis at a discount rate equal to the treasury rate plus an applicable spread of either 0.25% or 0.50%, in each case plus accrued and unpaid interest. Holdings may redeem the long term subordinated notes on or after May 15, 2017, in whole or in part at 100% of the principal amount plus accrued and unpaid interest; however, redemption on or after the scheduled maturity date and prior to May 1, 2047 is subject to a replacement capital covenant. This covenant is for the benefit of certain senior note holders and it mandates that Holdings receive proceeds from the sale of another subordinated debt issue, of at least similar size, before it may redeem the subordinated notes. Effective upon the maturity of the Company's 5.40% senior notes on October 15, 2014, the Company's 4.868% senior notes, due on June 1, 2044, have become the Company's long term indebtedness that ranks senior to the long term subordinated notes.

On March 19, 2009, Group announced the commencement of a cash tender offer for any and all of the 6.60% fixed to floating rate long term subordinated notes. Upon expiration of the tender offer, the Company had reduced its outstanding debt by \$161,441 thousand.

Interest expense incurred in connection with these long term subordinated notes is as follows for the periods indicated:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(Dollars in thousands)	2016	2015	2016	2015
Interest expense incurred	\$ 3,937	\$ 3,937	\$ 11,811	\$ 11,811

10. SEGMENT REPORTING

The U.S. Reinsurance operation writes property and casualty reinsurance and specialty lines of business, including Marine, Aviation, Surety and Accident and Health ("A&H") business, on both a treaty and facultative basis, through reinsurance brokers, as well as directly with ceding companies primarily within the U.S. The International operation writes non-U.S. property and casualty reinsurance through Everest Re's branches in Canada, Singapore and through offices in Brazil, Miami and New Jersey. The Insurance operation writes property and casualty insurance directly and through general agents, brokers and surplus lines brokers mainly within the U.S.

These segments are managed independently, but conform with corporate guidelines with respect to pricing, risk management, control of aggregate catastrophe exposures, capital, investments and support operations. Management generally monitors and evaluates the financial performance of these operating segments based upon their underwriting results.

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Underwriting results include earned premium less losses and LAE incurred, commission and brokerage expenses and other underwriting expenses. Underwriting results are measured using ratios, in particular loss, commission and brokerage and other underwriting expense ratios, which, respectively, divide incurred losses, commissions and brokerage and other underwriting expenses by premiums earned.

The Company does not maintain separate balance sheet data for its operating segments. Accordingly, the Company does not review and evaluate the financial results of its operating segments based upon balance sheet data.

The following tables present the underwriting results for the operating segments for the periods indicated:

<u>U.S. Reinsurance</u> (Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Gross written premiums	\$654,770	\$601,570	\$1,597,006	\$1,615,276
Net written premiums	327,242	247,352	711,700	672,753
Premiums earned	\$249,203	\$235,275	\$709,064	\$726,113
Incurred losses and LAE	137,245	109,137	363,567	337,065
Commission and brokerage	48,107	48,881	147,968	141,948
Other underwriting expenses	14,265	13,718	39,856	37,054
Underwriting gain (loss)	\$49,586	\$63,539	\$157,673	\$210,046

<u>International</u> (Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Gross written premiums	\$353,195	\$374,138	\$939,851	\$1,019,406
Net written premiums	141,295	147,991	353,449	417,071
Premiums earned	\$128,358	\$135,130	\$372,816	\$433,751
Incurred losses and LAE	41,830	128,454	206,672	339,926
Commission and brokerage	30,193	27,936	82,443	93,178
Other underwriting expenses	9,219	9,128	25,011	25,292
Underwriting gain (loss)	\$47,116	\$(30,388)	\$58,690	\$(24,645)

<u>Insurance</u> (Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Gross written premiums	\$497,958	\$473,003	\$1,276,761	\$1,130,233
Net written premiums	154,079	203,730	462,791	490,140
Premiums earned	\$179,092	\$175,645	\$445,553	\$428,672
Incurred losses and LAE	122,528	133,163	365,962	325,522
Commission and brokerage	7,263	(4,666)	(3,900)	6,509
Other underwriting expenses	40,665	34,107	116,839	94,723
Underwriting gain (loss)	\$8,636	\$13,041	\$(33,348)	\$1,918

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The following table reconciles the underwriting results for the operating segments to income (loss) before taxes as reported in the consolidated statements of operations and comprehensive income (loss) for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Underwriting gain (loss)	\$105,338	\$46,192	\$183,015	\$187,319
Net investment income	64,570	63,363	196,887	206,869
Net realized capital gains (losses)	(50,063)	(121,695)	(87,275)	(49,174)
Corporate expense	(1,835)	(1,637)	(6,181)	(5,031)
Interest, fee and bond issue cost amortization expense	(8,859)	(8,859)	(26,576)	(26,576)
Other income (expense)	(13,208)	10,828	(10,806)	38,950
Income (loss) before taxes	\$95,943	\$(11,808)	\$249,064	\$352,357

The Company produces business in the U.S. and internationally. The net income deriving from assets residing in the individual foreign countries in which the Company writes business are not identifiable in the Company's financial records. Based on gross written premium, the table below presents the largest country, other than the U.S., in which the Company writes business, for the periods indicated:

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Canada gross written premiums	\$ 35,856	\$ 31,903	\$ 94,072	\$ 85,575

No other country represented more than 5% of the Company's revenues.

11. RELATED-PARTY TRANSACTIONS

Parent

Group entered into a \$250,000 thousand long term promissory note agreement with Holdings as of December 31, 2014. The note will mature on December 31, 2023 and has an interest rate of 1.72% that will be paid annually, on December 15th of each year. This transaction is presented as a Note Receivable – Affiliated in the Consolidated Balance Sheets of Holdings. Interest income in the amount of \$3,225 thousand and \$3,225 thousand was recorded by Holdings for the nine months ended September 30, 2016, and September 30, 2015, respectively.

Group's Board of Directors approved an amended share repurchase program authorizing Group and/or its subsidiary Holdings to purchase Group's common shares through open market transactions, privately negotiated transactions or both. The table below represents the amendments to the share repurchase program for the common shares approved for repurchase.

Amendment Date	Common Shares Authorized for Repurchase
(Dollars in thousands) 09/21/2004	5,000,000

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07/21/2008	5,000,000
02/24/2010	5,000,000
02/22/2012	5,000,000
05/15/2013	5,000,000
11/19/2014	5,000,000
	30,000,000

Through December, 2015, Holdings had purchased and held 9,719,971 Common Shares of Group, which were purchased in the open market between February 2007 and March 2011.

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In December, 2015, Holdings transferred the 9,719,971 Common Shares of Group, which it held as other invested assets, at fair value, valued at \$1,773,214 thousand, to Preferred Holdings, an affiliated entity and subsidiary of Group, in exchange for 1,773.214 preferred shares of Preferred Holdings with a \$1,000 thousand par value and 1.75% annual dividend rate. After the exchange, Holdings no longer holds any shares or has any ownership interest in Group.

Holdings reported both its Parent Shares and preferred shares in Preferred Holdings, as other invested assets, fair value, in the consolidated balance sheets with changes in fair value re-measurement recorded in net realized capital gains (losses) in the consolidated statements of operations and comprehensive income (loss). The following table presents the dividends received on the preferred shares of preferred Holdings and on the Parent shares that are reported as net investment income in the consolidated statements of operations and comprehensive income (loss) for the period indicated.

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Dividends received on Parent shares	\$ -	\$ 9,234	\$ -	\$ 27,702
Dividends received on preferred stock of affiliate	7,758	-	23,274	-

Affiliated Companies

Everest Global Services, Inc. ("Global Services"), an affiliate of Holdings, provides centralized management and home office services, through a management agreement, to Holdings and other affiliated companies within Holdings' consolidated structure. Services provided by Everest Global include executive managerial services, legal services, actuarial services, accounting services, information technology services and others.

The following table presents the expenses incurred by Holdings from services provided by Everest Global for the periods indicated.

(Dollars in thousands)	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Expenses incurred	\$ 21,242	\$ 20,359	\$ 62,701	\$ 58,555

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Affiliates

The table below represents affiliated quota share reinsurance agreements ("whole account quota share") for all new and renewal business for the indicated coverage period:

(Dollars in thousands)

Coverage Period	Ceding Company	Percent Ceded	Assuming Company	Type of Business	Single Occurrence Limit	Aggregate Limit
01/01/2002-12/31/2002	Everest Re	20.0 %	Bermuda Re	property / casualty business	\$ -	\$-
01/01/2003-12/31/2003	Everest Re	25.0 %	Bermuda Re	property / casualty business	-	-
01/01/2004-12/31/2005	Everest Re	22.5 %	Bermuda Re	property / casualty business	-	-
	Everest Re	2.5 %	Everest International	property / casualty business	-	-
01/01/2006-12/31/2006	Everest Re	18.0 %	Bermuda Re	property business	125,000	(1) -
	Everest Re	2.0 %	Everest International	property business	-	-
01/01/2006-12/31/2007	Everest Re	31.5 %	Bermuda Re	casualty business	-	-
	Everest Re	3.5 %	Everest International	casualty business	-	-
01/01/2007-12/31/2007	Everest Re	22.5 %	Bermuda Re	property business	130,000	(1) -
	Everest Re	2.5 %	Everest International	property business	-	-
01/01/2008-12/31/2008	Everest Re	36.0 %	Bermuda Re	property / casualty business	130,000	(1) 275,000 (2)
	Everest Re	4.0 %	Everest International	property / casualty business	-	-
01/01/2009-12/31/2009	Everest Re	36.0 %	Bermuda Re	property / casualty business	150,000	(1) 325,000 (2)

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	Everest Re	8.0 %	Everest International	property / casualty business	-	-	
01/01/2010-12/31/2010	Everest Re	44.0 %	Bermuda Re	property / casualty business	150,000	325,000	
01/01/2011-12/31/2011	Everest Re	50.0 %	Bermuda Re	property / casualty business	150,000	300,000	
01/01/2012-12/31/2014	Everest Re	50.0 %	Bermuda Re	property / casualty business	100,000	200,000	
01/01/2015	Everest Re	50.0 %	Bermuda Re	property / casualty business	162,500	325,000	
01/01/2003-12/31/2006	Everest Re-Canadian Branch	50.0 %	Bermuda Re	property business	-	-	
01/01/2007-12/31/2009	Everest Re-Canadian Branch	60.0 %	Bermuda Re	property business	-	-	
01/01/2010-12/31/2010	Everest Re-Canadian Branch	60.0 %	Bermuda Re	property business	350,000	(3)	-
01/01/2011-12/31/2011	Everest Re-Canadian Branch	60.0 %	Bermuda Re	property business	350,000	(3)	-
01/01/2012-12/31/2012	Everest Re-Canadian Branch	75.0 %	Bermuda Re	property / casualty business	206,250	(3)	412,500 (3)
01/01/2013-12/31/2013	Everest Re-Canadian Branch	75.0 %	Bermuda Re	property / casualty business	150,000	(3)	412,500 (3)
01/01/2014	Everest Re-Canadian Branch	75.0 %	Bermuda Re	property / casualty business	262,500	(3)	412,500 (3)
01/01/2012	Everest Canada	80.0%	Everest Re-Canadian Branch	property business	-	-	

(1) The single occurrence limit is applied before the loss cessions to either Bermuda Re or Everest International.

(2) The aggregate limit is applied before the loss cessions to either Bermuda Re or Everest International.

(3) Amounts shown are Canadian dollars.

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The table below represents loss portfolio transfer reinsurance agreements whereby net insurance exposures and reserves were transferred to an affiliate.

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Effective Date	Transferring Company	Assuming Company	% of Business or Amount of Transfer	Covered Period of Transfer
09/19/2000	Mt. McKinley	Bermuda Re	100	% All years
10/01/2001	Everest Re (Belgium Branch)	Bermuda Re	100	% All years
10/01/2008	Everest Re	Bermuda Re	\$ 747,022	01/01/2002-12/31/2007

On July 13, 2015, the Company sold Mt. McKinley to Clearwater Insurance Company, a Delaware domiciled insurance company. As of that date, Mt. McKinley is no longer deemed an affiliated company or related party.

The following tables summarize the premiums and losses ceded by the Company to Bermuda Re and Everest International, respectively, and premiums and losses assumed by the Company from Everest Canada and Lloyd's syndicate 2786 for the periods indicated:

<u>Bermuda Re</u> (Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Ceded written premiums	\$ 685,798	\$ 646,001	\$ 1,746,976	\$ 1,713,502
Ceded earned premiums	585,993	591,656	1,718,295	1,708,807
Ceded losses and LAE (a)	344,789	343,660	1,039,932	984,371

<u>Everest International</u> (Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Ceded written premiums	\$ (5)	\$ 168	\$ 26	\$ 313
Ceded earned premiums	(3)	208	36	441
Ceded losses and LAE	479	(724)	1,377	156

<u>Everest Canada</u> (Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Assumed written premiums	\$ 12,667	\$ 11,046	\$ 39,094	\$ 29,533
Assumed earned premiums	11,611	9,174	34,740	26,498
Assumed losses and LAE	13,287	4,041	34,714	15,062

<u>Lloyd's Syndicate 2786</u> (Dollars in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Assumed written premiums	\$ 351	\$ -	\$ 890	\$ -

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Assumed earned premiums	173	-	289	-
Assumed losses and LAE	-	-		