

EVEREST REINSURANCE HOLDINGS INC  
Form 10-K  
March 27, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2016

Commission file number 1-14527

EVEREST REINSURANCE HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware 22-3263609  
(State or other jurisdiction (I.R.S Employer  
of incorporation or organization) 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)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
4.868% Senior Notes Due 2044	NYSE
6.60% Long Term Notes Due 2067	NYSE

Securities registered pursuant to Section 12(g) of the Act:  
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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  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  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Yes  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     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    No

The aggregate market value on June 30, 2016, the last business day of the registrant's most recently completed second quarter, of the voting stock held by non-affiliates of the registrant was zero.

At March 15, 2017, the number of shares outstanding of the registrant common shares was 1,000, all of which are owned by Everest Underwriting Group (Ireland) Limited, a wholly-owned direct subsidiary of Everest Re Group, Ltd.

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

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EVEREST REINSURANCE HOLDINGS, INC.

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PART I

Unless otherwise indicated, all financial data in this document have been prepared using accounting principles generally accepted in the United States of America ("GAAP"). 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", "we", "us", and "our" means Holdings and its subsidiaries (unless the context otherwise requires).

ITEM 1. BUSINESS

The Company.

Holdings, a Delaware corporation, is a wholly-owned subsidiary of Holdings Ireland. On December 30, 2008, Group contributed Holdings to its recently established Irish holding company, Holdings Ireland. Holdings Ireland is a direct subsidiary of Group and serves as a holding company for the U.S. reinsurance and insurance subsidiaries. Group is a Bermuda holding company whose common shares are publicly traded in the U.S. on the New York Stock Exchange under the symbol "RE". Group files an annual report on Form 10-K with the Securities and Exchange Commission (the "SEC") with respect to its consolidated operations, including Holdings.

The Company's principal business, conducted through its operating segments, is the underwriting of reinsurance and insurance in the U.S. and international markets. The Company had gross written premiums, in 2016, of \$5.1 billion, with approximately 67% representing reinsurance and 33% representing insurance. Stockholder's equity at December 31, 2016 was \$5.3 billion. The Company underwrites reinsurance both through brokers and directly with ceding companies, giving it the flexibility to pursue business based on the ceding company's preferred reinsurance purchasing method. The Company underwrites insurance directly and through general agent relationships, brokers and surplus lines brokers. Holdings' active operating subsidiaries, other than newly established subsidiaries not yet rated, are each rated A+ ("Superior") by A.M. Best Company ("A.M. Best"), a leading provider of insurer ratings that assigns financial strength ratings to insurance companies based on their ability to meet their obligations to policyholders.

Following is a summary of the Company's operating subsidiaries:

Everest Re, a Delaware insurance company and a direct subsidiary of Holdings, is a licensed property and casualty insurer and/or reinsurer in all states, the District of Columbia and Puerto Rico and is authorized to conduct reinsurance business in Canada, Singapore and Brazil. Everest Re underwrites property and casualty reinsurance for insurance and reinsurance companies in the U.S. and international markets. Everest Re has engaged in reinsurance transactions with Bermuda Re, Everest International Reinsurance, Ltd. ("Everest International"), Mt. Logan Re, Ltd. ("Mt. Logan Re") and Everest Insurance Company of Canada ("Everest Canada"), which are affiliated companies, primarily driven by enterprise risk and capital management considerations under which business is transacted at market rates and terms. At December 31, 2016 Everest Re had statutory surplus of \$3.6 billion.

Everest National Insurance Company ("Everest National"), a Delaware insurance company and a direct subsidiary of Everest Re, is licensed in 50 states and the District of Columbia and is authorized to write property and casualty insurance on an admitted basis in the jurisdictions in which it is licensed. The majority of Everest National's business is reinsured by its parent, Everest Re.

Everest Indemnity Insurance Company ("Everest Indemnity"), a Delaware insurance company and a direct subsidiary of Everest Re, writes excess and surplus lines insurance business in the U.S. on a non-admitted basis. Excess and surplus lines insurance is specialty property and liability coverage that an insurer not licensed to write insurance in a particular jurisdiction is permitted to provide to insureds when the specific specialty coverage is unavailable from admitted insurers. Everest Indemnity is licensed in Delaware and is eligible to write business on a non-admitted basis in all other states, the District of Columbia and Puerto Rico. The majority of Everest Indemnity's business is reinsured by its parent, Everest Re.

Everest Security Insurance Company ("Everest Security"), a Georgia insurance company and a direct subsidiary of Everest Re, writes property and casualty insurance on an admitted basis in Georgia and Alabama. The majority of Everest Security's business is reinsured by its parent, Everest Re.

Mt. McKinley Insurance Company ("Mt. McKinley"), a Delaware insurance company and a direct subsidiary of Holdings, was acquired by Holdings in September 2000 from The Prudential Insurance Company of America ("The Prudential"). In 1985, Mt. McKinley ceased writing new and renewal insurance and commenced a run-off operation to service claims arising from its previously written business. Effective September 19, 2000, Mt. McKinley and Bermuda Re entered into a loss portfolio transfer reinsurance agreement, whereby Mt. McKinley transferred, for arm's length consideration, all of its net insurance exposures and reserves to Bermuda Re. Effective July 13, 2015, the Company sold all of the outstanding shares of capital stock in Mt. McKinley to Clearwater Insurance Company. The operating results of Mt. McKinley through July 13, 2015 are included within the Company's financial statements.

During the third quarter of 2016, the Company established Delaware domiciled property and casualty insurance 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.

Everest International Assurance, Ltd. ("Everest Assurance"), a Bermuda company and a direct subsidiary of Holdings is registered in Bermuda as a Class 3A general business insurer and as a Class C long-term insurer. Everest Assurance has made a one-time election under section 953(d) of the U.S. Internal Revenue Code to be a U.S. income tax paying "Controlled Foreign Corporation." By making this election, Everest Assurance will be authorized to write life reinsurance and casualty reinsurance in both Bermuda and the U.S.

Heartland Crop Insurance Company ("Heartland"), a Kansas based managing general agent and a direct subsidiary of Holdings, was acquired on January 2, 2011. Heartland specializes in crop insurance, which is written mainly through Everest National. Effective August 24, 2016, the Company sold Heartland to CGB Diversified Services, Inc. ("CGB"). The operating results of Heartland for the period owned are included within the Company's financial statements.

#### Reinsurance Industry Overview.

Reinsurance is an arrangement in which an insurance company, the reinsurer, agrees to indemnify another insurance or reinsurance company, the ceding company, against all or a portion of the insurance risks underwritten by the ceding company under one or more insurance contracts. Reinsurance can provide a ceding company with several benefits, including a reduction in its net liability on individual risks or classes of risks, catastrophe protection from large and/or multiple losses and/or a reduction in operating leverage as measured by the ratio of net premiums and reserves to capital. Reinsurance also provides a ceding company with additional underwriting capacity by permitting it to accept larger risks and write more business than would be acceptable relative to the ceding company's financial resources. Reinsurance does not discharge the ceding company from its liability to policyholders; rather, it reimburses the ceding company for covered losses.

There are two basic types of reinsurance arrangements: treaty and facultative. Treaty reinsurance obligates the ceding company to cede and the reinsurer to assume a specified portion of a type or category of risks insured by the ceding company. Treaty reinsurers do not separately evaluate each of the individual risks assumed under their treaties, instead, the reinsurer relies upon the pricing and underwriting decisions made by the ceding company. In facultative reinsurance, the ceding company cedes and the reinsurer assumes all or part of the risk under a single insurance contract. Facultative reinsurance is negotiated separately for each insurance contract that is reinsured. Facultative reinsurance, when purchased by ceding companies, usually is intended to cover individual risks not covered by their reinsurance treaties because of the dollar limits involved or because the risk is unusual.

Both treaty and facultative reinsurance can be written on either a pro rata basis or an excess of loss basis. Under pro rata reinsurance, the ceding company and the reinsurer share the premiums as well as the losses and expenses in an agreed proportion. Under excess of loss reinsurance, the reinsurer indemnifies the ceding company against all or a specified portion of losses and expenses in excess of a specified dollar amount, known as the ceding company's retention or reinsurer's attachment point, generally subject to a negotiated reinsurance contract limit.

In pro rata reinsurance, the reinsurer generally pays the ceding company a ceding commission. The ceding commission generally is based on the ceding company's cost of acquiring the business being reinsured (commissions, premium taxes, assessments and miscellaneous administrative expense and may contain profit sharing provisions, whereby the ceding commission is adjusted based on loss experience). Premiums paid by the ceding company to a reinsurer for excess of loss reinsurance are not directly proportional to the premiums that the ceding company receives because the reinsurer does not assume a proportionate risk. There is usually no ceding commission on excess of loss reinsurance.

Reinsurers may purchase reinsurance to cover their own risk exposure. Reinsurance of a reinsurer's business is called a retrocession. Reinsurance companies cede risks under retrocessional agreements to other reinsurers, known as retrocessionaires, for reasons similar to those that cause insurers to purchase reinsurance: to reduce net liability on individual or classes of risks, protect against catastrophic losses, stabilize financial ratios and obtain additional underwriting capacity.

Reinsurance can be written through intermediaries, generally professional reinsurance brokers, or directly with ceding companies. From a ceding company's perspective, the broker and the direct distribution channels have advantages and disadvantages. A ceding company's decision to select one distribution channel over the other will be influenced by its perception of such advantages and disadvantages relative to the reinsurance coverage being placed.

#### Business Strategy.

The Company's business strategy is to sustain its leadership position within targeted reinsurance and insurance markets, provide effective management throughout the property and casualty underwriting cycle and thereby achieve an attractive return for its stockholder. The Company's underwriting strategies seek to capitalize on its i) financial strength and capacity, ii) global franchise, iii) stable and experienced management team, iv) diversified product and distribution offerings, v) underwriting expertise and disciplined approach, vi) efficient and low-cost operating structure and vii) effective enterprise risk management practices.

The Company offers treaty and facultative reinsurance and admitted and non-admitted insurance. The Company's products include the full range of property and casualty reinsurance and insurance coverages, including marine, aviation, surety, errors and omissions liability ("E&O"), directors' and officers' liability ("D&O"), medical malpractice, other specialty lines, accident and health ("A&H") and workers' compensation.

The Company's underwriting strategies emphasizes underwriting profitability over premium volume. Key elements of this strategy include careful risk selection, appropriate pricing through strict underwriting discipline and adjustment of the Company's business mix in response to changing market conditions. The Company focuses on reinsuring companies that effectively manage the underwriting cycle through proper analysis and pricing of underlying risks and whose underwriting guidelines and performance are compatible with its objectives.

The Company's underwriting strategies emphasize flexibility and responsiveness to changing market conditions. The Company believes that its existing strengths, including its broad underwriting expertise, global presence, strong financial ratings and substantial capital, facilitate adjustments to its mix of business geographically, by line of business and by type of coverage, allowing it to participate in those market opportunities that provide the greatest potential for underwriting profitability. The Company's insurance operations complement these strategies by accessing business that is not available on a reinsurance basis. The Company carefully monitors its mix of business across all operations to avoid unacceptable geographic or other risk concentrations.

Commencing 2015, the Company initiated a strategic build out of its insurance platform through the investment in key leadership hires which in turn has brought significant underwriting talent and stronger direction in achieving its insurance program strategic goals of increased premium volume and improved underwriting results. Recent growth is coming from highly diversified areas including newly launched lines of business, as well as, product and geographic expansion in existing lines of business. The Company is building a world-class insurance platform capable of offering products across lines and geographies, complementing its leading global reinsurance franchise.

#### Capital Transactions.

The Company's business operations are in part dependent on its financial strength and financial strength ratings, and the market's perception of its financial strength. The Company's stockholder's equity was \$5,265.6 million and \$4,931.2 million at December 31, 2016 and 2015, respectively. The Company possesses significant financial flexibility with access to the debt markets and, through its ultimate parent, equity markets, as a result of its perceived financial strength, as evidenced by the financial strength ratings as assigned by independent rating agencies. The Company's capital position remains strong, commensurate with its financial ratings and the Company has ample liquidity to meet its financial obligations for the foreseeable future.

On July 9, 2014, Group and Holdings renewed its shelf registration statement on Form S-3ASR with the Securities and Exchange Commission (the "SEC"), as a Well Known Seasoned Issuer. This shelf registration statement can be used by Group to register common shares, preferred shares, debt securities, warrants, share purchase contracts and share purchase units; by Holdings to register debt securities and by Everest Re Capital Trust III ("Capital Trust III") to register trust preferred securities.

On June 5, 2014, Holdings issued \$400,000 thousand of 30 year senior notes at 4.868%, which will mature on June 1, 2044. The proceeds from the issuance were used in part to pay off the \$250,000 thousand of 5.40% senior notes which matured on October 15, 2014.

### Financial Strength Ratings.

The following table shows the current financial strength ratings of the Company's operating subsidiaries as reported by A.M. Best, Standard & Poor's Financial Services, LLC ("Standard & Poor's") and Moody's Investors Services, Inc. ("Moody's"). These ratings are based upon factors of concern to policyholders and should not be considered an indication of the degree or lack of risk involved in a direct or indirect equity investment in an insurance or reinsurance company.

All of the below-mentioned ratings are continually monitored and revised, if necessary, by each of the rating agencies. The ratings presented in the following table were in effect as of February 10, 2017.

The Company believes that its ratings are important as they provide the Company's customers and its investors with an independent assessment of the Company's financial strength using a rating scale that provides for relative comparisons. Strong financial ratings are particularly important for reinsurance companies. Ceding companies must rely on their reinsurers to pay covered losses well into the future. As a result, a highly rated reinsurer is generally preferred.

Operating Subsidiary:	A.M. Best	Standard & Poor's	Moody's
Everest Re	A+ (Superior)	A+ (Strong)	A1 (upper-medium)
Everest National	A+ (Superior)	A+ (Strong)	Not Rated
Everest Indemnity	A+ (Superior)	A+ (Strong)	Not Rated
Everest Security	A+ (Superior)	Not Rated	Not Rated
Everest International Assurance, Ltd.	A+ (Superior)	A (Strong)	Not Rated
Everest Denali	Not Rated	Not Rated	Not Rated
Everest Premier	Not Rated	Not Rated	Not Rated

A.M. Best states that the "A+" ("Superior") rating is assigned to those companies which, in its opinion, have a superior ability to meet their ongoing insurance policy and contract obligations based on A.M. Best's comprehensive quantitative and qualitative evaluation of a company's balance sheet strength, operating performance and business profile. A.M. Best affirmed these ratings on February 10, 2017. Standard & Poor's states that the "A+/"A" ratings are assigned to those insurance companies which, in its opinion, have strong financial security characteristics with respect to their ability to pay under its insurance policies and contracts in accordance with their terms. Standard & Poor's affirmed these ratings on June 20, 2016. Moody's states that an "A1" rating is assigned to companies that, in their opinion, offer upper-medium grade security and are subject to low credit risk. Moody's affirmed these ratings on August 10, 2016.

Subsidiaries other than Everest Re may not be rated by some or any rating agencies because such ratings are not considered essential by the individual subsidiary's customers or because of the limited nature of the subsidiary's operations or because the subsidiaries are newly established and have not yet been rated by the agencies.

### Debt Ratings.

The following table shows the debt ratings by A.M. Best, Standard & Poor's and Moody's of the Holdings' senior notes due June 1, 2044 and long term notes due May 1, 2067 both of which are considered investment grade. Debt ratings are the rating agencies' current assessment of the credit worthiness of an obligor with respect to a specific obligation.

	A.M. Best	Standard & Poor's	Moody's
Senior Notes	a- (Strong)	A- (Strong)	Baa1 (Medium Grade)
Long Term Notes	bbb(Adequate)	BBB(Adequate)	Baa2 (Medium Grade)



A debt rating of "a-" is assigned by A.M. Best where the issuer, in A.M. Best's opinion, has a strong ability to meet the terms of the obligation. A.M. Best assigns a debt rating in the "bbb" range where the issuer, in A.M. Best's opinion, has adequate ability to meet the terms of the obligation but notes that the issue is more susceptible to changes in economic or other conditions. Standard & Poor's assigns a debt rating in the "A" range to issuers that have strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligors in higher-rated categories. A debt rating in the "BBB" range is assigned by Standard & Poor's where the

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obligation exhibits adequate protection parameters although adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. According to Moody's, a debt rating of "Baa" is assigned to issues that are considered medium-grade obligations and subject to moderate credit risk and as such may possess certain speculative characteristics.

#### Competition.

The worldwide reinsurance and insurance businesses are highly competitive, as well as cyclical by product and market. As such, financial results tend to fluctuate with periods of constrained availability, higher rates and stronger profits followed by periods of abundant capacity, lower rates and constrained profitability. Competition in the types of reinsurance and insurance business that we underwrite is based on many factors, including the perceived overall financial strength of the reinsurer or insurer, ratings of the reinsurer or insurer by A.M. Best and/or Standard & Poor's, underwriting expertise, the jurisdictions where the reinsurer or insurer is licensed or otherwise authorized, capacity and coverages offered, premiums charged, other terms and conditions of the reinsurance and insurance business offered, services offered, speed of claims payment and reputation and experience in lines written. Furthermore, the market impact from these competitive factors related to reinsurance and insurance is generally not consistent across lines of business, domestic and international geographical areas and distribution channels.

The Company competes in the U.S. and international reinsurance and insurance markets with numerous global competitors. The Company's competitors include independent reinsurance and insurance companies, subsidiaries or affiliates of established worldwide insurance companies, reinsurance departments of certain insurance companies, domestic and international underwriting operations, including underwriting syndicates at Lloyd's of London and certain government sponsored risk transfer vehicles. Some of these competitors have greater financial resources than the Company and have established long term and continuing business relationships, which can be a significant competitive advantage. In addition, the lack of strong barriers to entry into the reinsurance business and recently, the securitization of reinsurance and insurance risks through capital markets provide additional sources of potential reinsurance and insurance capacity and competition.

Worldwide insurance and reinsurance market conditions continued to be very competitive, particularly in the property catastrophe and casualty reinsurance lines of business. Generally, there was ample insurance and reinsurance capacity relative to demand, as well as additional capital from the capital markets through insurance linked financial instruments. These financial instruments, such as side cars, catastrophe bonds and collateralized reinsurance funds, provide capital markets with access to insurance and reinsurance risk exposure. The capital markets demand for these products is being primarily driven by the current low interest environment and the desire to achieve greater risk diversification and potentially higher returns on their investments. This increased competition is generally having a negative impact on rates, terms and conditions; however, the impact varies widely by market and coverage.

Rates tend to fluctuate by specific region and products, particularly areas recently impacted by large catastrophic events. Although there were flooding and wind storm events and earthquakes in parts of the world, the overall 2013, 2014 and 2015 catastrophe losses for the industry were considerably lower than average. During 2016, there was an increase in catastrophes: the Fort McMurray Canadian wildfire, Hurricane Matthew which affected a large area of the Caribbean and southeastern United States, storms and an earthquake in Ecuador. There are industry predictions that the catastrophe losses for 2016 may exceed the inflation-adjusted ten year average catastrophe amounts. While the future impact on market conditions from these catastrophes cannot be determined at this time, it is unlikely to have a significant impact on the overall markets, but may impact loss affected areas.

Commencing in 2015, the Company initiated a strategic build out of its insurance platform through the investment in key leadership hires which in turn has brought significant underwriting talent and stronger direction in achieving our insurance program strategic goals of increased premium volume and improved underwriting results. Recent growth is coming from highly diversified areas including newly launched lines of business, as well as, product and geographic expansion in existing lines of business. The Company is building a world-class insurance platform capable of offering products across lines and geographies, complementing our leading global reinsurance franchise.



Overall, the Company believes that given its size, strong ratings, distribution system, reputation, expertise and capital market vehicle activity the current marketplace conditions provide profit opportunities. The Company continues to employ its strategy of targeting business that offers the greatest profit potential, while maintaining balance and diversification in its overall portfolio.

#### Employees.

As of February 1, 2017, the Company employed 735 persons. Management believes that employee relations are good. None of the Company's employees are subject to collective bargaining agreements, and the Company is not aware of any current efforts to implement such agreements.

#### Available Information.

The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports are available free of charge through the Company's internet website at <http://www.everestgroup.com> as soon as reasonably practicable after such reports are electronically filed with the SEC.

### ITEM 1A. RISK FACTORS

In addition to the other information provided in this report, the following risk factors should be considered when evaluating an investment in our securities. If the circumstances contemplated by the individual risk factors materialize, our business, financial condition and results of operations could be materially and adversely affected and our ability to service our debt, our debt ratings and our ability to issue new debt could decline significantly.

#### RISKS RELATING TO OUR BUSINESS

Fluctuations in the financial markets could result in investment losses.

Prolonged and severe disruptions in the overall public debt and equity markets, such as occurred during 2008, could result in significant realized and unrealized losses in our investment portfolio. Although financial markets have significantly improved since 2008, they could deteriorate in the future. There could also be disruption in individual market sectors, such as occurred in the energy sector in recent years. Such declines in the financial markets could result in significant realized and unrealized losses on investments and could have a material adverse impact on our results of operations, equity, business and insurer financial strength and debt ratings.

Our results could be adversely affected by catastrophic events.

We are exposed to unpredictable catastrophic events, including weather-related and other natural catastrophes, as well as acts of terrorism. Any material reduction in our operating results caused by the occurrence of one or more catastrophes could inhibit our ability to pay dividends or to meet our interest and principal payment obligations. By way of illustration, during the past five calendar years, pre-tax catastrophe losses, net of contract specific reinsurance but before cessions under corporate reinsurance programs, were as follows:

Calendar year:	Pre-tax catastrophe losses
(Dollars in millions)	
2016	\$ 109.2
2015	31.9
2014	18.2
2013	76.6
2012	235.8



Our losses from future catastrophic events could exceed our projections.

We use projections of possible losses from future catastrophic events of varying types and magnitudes as a strategic underwriting tool. We use these loss projections to estimate our potential catastrophe losses in certain geographic areas and decide on the placement of retrocessional coverage or other actions to limit the extent of potential losses in a given geographic area. These loss projections are approximations, reliant on a mix of quantitative and qualitative processes, and actual losses may exceed the projections by a material amount, resulting in a material adverse effect on our financial condition and results of operations.

If our loss reserves are inadequate to meet our actual losses, our net income would be reduced or we could incur a loss.

We are required to maintain reserves to cover our estimated ultimate liability of losses and loss adjustment expenses ("LAE") for both reported and unreported claims incurred. These reserves are only estimates of what we believe the settlement and administration of claims will cost based on facts and circumstances known to us. In setting reserves for our reinsurance liabilities, we rely on claim data supplied by our ceding companies and brokers and we employ actuarial and statistical projections. The information received from our ceding companies is not always timely or accurate, which can contribute to inaccuracies in our loss projections. Because of the uncertainties that surround our estimates of loss and LAE reserves, we cannot be certain that ultimate losses and LAE payments will not exceed our estimates. If our reserves are deficient, we would be required to increase loss reserves in the period in which such deficiencies are identified which would cause a charge to our earnings and a reduction of capital. By way of illustration, during the past five calendar years, the reserve re-estimation process resulted in an increase to our pre-tax net income in 2015 and 2016 and decreases to our pre-tax net income in 2012 through 2014.

Calendar year: (Dollars in millions)	Effect on pre-tax net income	
2016	\$ 91.7	increase
2015	6.5	increase
2014	39.2	decrease
2013	44.6	decrease
2012	12.3	decrease

The difficulty in estimating our reserves is significantly more challenging as it relates to reserving for potential asbestos and environmental ("A&E") liabilities. At December 31, 2016, 5.3% of our gross reserves were comprised of A&E reserves. A&E liabilities are especially hard to estimate for many reasons, including the long delays between exposure and manifestation of any bodily injury or property damage, difficulty in identifying the source of the asbestos or environmental contamination, long reporting delays and difficulty in properly allocating liability for the asbestos or environmental damage. Legal tactics and judicial and legislative developments affecting the scope of insurers' liability, which can be difficult to predict, also contribute to uncertainties in estimating reserves for A&E liabilities.

The failure to accurately assess underwriting risk and establish adequate premium rates could reduce our net income or result in a net loss.

Our success depends on our ability to accurately assess the risks associated with the businesses on which the risk is retained. If we fail to accurately assess the risks we retain, we may fail to establish adequate premium rates to cover our losses and LAE. This could reduce our net income and even result in a net loss.

In addition, losses may arise from events or exposures that are not anticipated when the coverage is priced. In addition to unanticipated events, we also face the unanticipated expansion of our exposures, particularly in long-tail liability lines. An example of this is the expansion over time of the scope of insurers' legal liability within the mass

tort arena, particularly for A&E exposures discussed above.

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Decreases in pricing for property and casualty reinsurance and insurance could reduce our net income.

The worldwide reinsurance and insurance businesses are highly competitive, as well as cyclical by product and market. These cycles, as well as other factors that influence aggregate supply and demand for property and casualty insurance and reinsurance products, are outside of our control. The supply of (re)insurance is driven by prevailing prices and levels of capacity that may fluctuate in response to a number of factors including large catastrophic losses and investment returns being realized in the insurance industry. Demand for (re)insurance is influenced by underwriting results of insurers and insureds, including catastrophe losses, and prevailing general economic conditions. If any of these factors were to result in a decline in the demand for (re)insurance or an overall increase in (re)insurance capacity, our net income could decrease.

If rating agencies downgrade the ratings of our insurance subsidiaries, future prospects for growth and profitability could be significantly and adversely affected.

Our active insurance company subsidiaries currently hold financial strength ratings assigned by third-party rating agencies which assess and rate the claims paying ability and financial strength of insurers and reinsurers. Our active subsidiaries carry an "A+" ("Superior") rating from A.M. Best. Everest Re, Everest National and Everest Indemnity hold an "A+" ("Strong") rating from Standard & Poor's and Everest Assurance holds an "A" ("Strong") rating from this same agency. Everest Re holds an "A1" ("upper-medium grade") rating from Moody's. Financial strength ratings are used by client companies and agents and brokers that place the business as an important means of assessing the financial strength and quality of reinsurers. A downgrade or withdrawal of any of these ratings might adversely affect our ability to market our insurance products and could have a material and adverse effect on future prospects for growth and profitability.

Consistent with market practice, much of our treaty reinsurance business allows the ceding company to terminate the contract or seek collateralization of our obligations in the event of a rating downgrade below a certain threshold. The termination provision would generally be triggered if a rating fell below A.M. Best's A- rating level, which is three levels below Everest Re's current rating of A+. To a lesser extent, Everest Re also has modest exposure to reinsurance contracts that contain provisions for obligatory funding of outstanding liabilities in the event of a rating agency downgrade. Those provisions would also generally be triggered if Everest Re's rating fell below A.M. Best's A- rating level.

The failure of our insureds, intermediaries and reinsurers to satisfy their obligations to us could reduce our income.

In accordance with industry practice, we have uncollateralized receivables from insureds, agents and brokers and/or rely on agents and brokers to process our payments. We may not be able to collect amounts due from insureds, agents and brokers, resulting in a reduction to net income.

We are subject to credit risk of reinsurers in connection with retrocessional arrangements because the transfer of risk to a reinsurer does not relieve us of our liability to the insured. In addition, reinsurers may be unwilling to pay us even though they are able to do so. The failure of one or more of our reinsurers to honor their obligations to us in a timely fashion would impact our cash flow and reduce our net income and could cause us to incur a significant loss.



If we are unable or choose not to purchase reinsurance and transfer risk to the reinsurance markets, our net income could be reduced or we could incur a net loss in the event of unusual loss experience.

We are generally less reliant on the purchase of reinsurance than many of our competitors, in part because of our strategic emphasis on underwriting discipline and management of the cycles inherent in our business. We try to separate our risk taking process from our risk mitigation process in order to avoid developing too great a reliance on reinsurance. Historically, we generally purchased reinsurance from other third parties only when we expect a net benefit. With the expansion of the capital markets into insurance linked financial instruments, we increased our use of capital market products for catastrophe reinsurance starting in 2014. In addition, some of our quota share contracts with larger retrocessions were increased during 2014. The percentage of business that we reinsure may vary considerably from year to year, depending on our view of the relationship between cost and expected benefit for the contract period.

We have entered into affiliated whole account quota share reinsurance agreements for 2002 through 2016 and which continue for 2017 with Bermuda Re. We believe that the terms, conditions and pricing of the quota share agreements reflect arm's length market conditions. In addition, we entered into a loss portfolio transfer agreement with Bermuda Re on October 1, 2008. These affiliated reinsurance arrangements allow us to more effectively leverage our capital, expertise, distribution platform and market presence than our stand alone capital position would otherwise allow.

Percentage of ceded written premiums to gross written premiums	2016	2015	2014	2013	2012
Unaffiliated	13.6%	8.2%	9.3%	5.0%	6.3%
Affiliated	45.9%	49.9%	48.2%	47.3%	46.3%

Our affiliated quota share agreements reflect general reinsurance market terms and conditions and are negotiated on an arms' length basis. As a result, there can be no assurance that these arrangements will continue into the future. If the quota shares are not renewed, we may have to reduce our premium volume and we may be more exposed to reductions in net income from large losses.

Our industry is highly competitive and we may not be able to compete successfully in the future.

Our industry is highly competitive and subject to pricing cycles that can be pronounced. We compete globally in the United States, international reinsurance and insurance markets with numerous competitors. Our competitors include independent reinsurance and insurance companies, subsidiaries or affiliates of established worldwide insurance companies, reinsurance departments of certain insurance companies and domestic and international underwriting operations, including underwriting syndicates at Lloyd's of London.

According to Standard & Poor's, we rank among the top ten global reinsurance groups, where more than two-thirds of the market share is concentrated. The worldwide net premium written by the Top 40 global reinsurance groups, for both life and non-life business, was estimated to be \$194 billion in 2015 according to data compiled by Standard & Poor's. The leaders in this market are Munich Re, Swiss Re, Hannover Rueckversicherung AG, Berkshire Hathaway Inc., SCOR SE and syndicates at Lloyd's of London. Some of these competitors have greater financial resources than we do and have established long term and continuing business relationships throughout the industry, which can be a significant competitive advantage. In addition, the lack of strong barriers to entry into the reinsurance business and the entry of alternative capital market products and vehicles provide additional sources of reinsurance and insurance capacity and increased competition.

We are dependent on our key personnel.

Our success has been, and will continue to be, dependent on our ability to retain the services of our existing key executive officers and to attract and retain additional qualified personnel in the future. The loss of the services of any

key executive officer or the inability to hire and retain other highly qualified personnel in the future could adversely affect our ability to conduct business. Generally, we consider key executive officers to be those individuals who have the greatest influence in setting overall policy and controlling operations: Chairman, President and Chief Executive Officer, Dominic J. Addesso (age 63), Executive Vice President and

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Chief Financial Officer, Craig Howie (age 53), Executive Vice President and Chief Executive Officer Reinsurance Division, John P. Doucette (age 51), Executive Vice President, General Counsel, Chief Compliance Officer and Secretary Sanjoy Mukherjee (age 50) and President, North America Insurance Division, Jonathan Zaffino (age 44). Through Group and its affiliates, we have employment contracts with Mr. Adesso, Mr. Howie, Mr. Doucette and Mr. Mukherjee, which have been filed with the SEC and provide for terms of employment ending on December 31, 2018 for Mr. Adesso, April 1, 2019 for Mr. Howie, June 1, 2019 for Mr. Doucette and January 1, 2020 for Mr. Mukherjee.

Our investment values and investment income could decline because they are exposed to interest rate, credit and market risks.

A significant portion of our investment portfolio consists of fixed income securities and smaller portions consist of equity securities and other investments. Both the fair market value of our invested assets and associated investment income fluctuate depending on general economic and market conditions. For example, the fair market value of our predominant fixed income portfolio generally increases or decreases inversely to fluctuations in interest rates. The market value of our fixed income securities could also decrease as a result of a downturn in the business cycle that causes the credit quality of such securities to deteriorate. The net investment income that we realize from future investments in fixed income securities will generally increase or decrease with interest rates.

Interest rate fluctuations also can cause net investment income from fixed income investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, to differ from the income anticipated from those securities at the time of purchase. In addition, if issuers of individual investments are unable to meet their obligations, investment income will be reduced and realized capital losses may arise.

The majority of our fixed income securities are classified as available for sale and temporary changes in the market value of these investments are reflected as changes to our stockholder's equity. Our actively managed equity security portfolios are fair valued and any changes in fair value are reflected as net realized capital gains or losses. As a result, a decline in the value of our securities reduces our capital or could cause us to incur a loss.

We have invested a portion of our investment portfolio in equity securities. The value of these assets fluctuates with changes in the markets. In times of economic weakness, the fair value of these assets may decline, and may negatively impact net income. We also invest in non-traditional investments which have different risk characteristics than traditional fixed income and equity securities. These alternative investments are comprised primarily of private equity limited partnerships. The changes in value and investment income/(loss) for these partnerships may be more volatile than over-the-counter securities.

The following table quantifies the portion of our investment portfolio that consists of fixed income securities, equity securities and investments that carry prepayment risk.

(Dollars in millions)	At		
	December 31, 2016	% of Total	
Mortgage-backed securities			
Commercial	\$ 75.5	0.8	%
Agency residential	715.1	7.3	%
Non-agency residential	0.1	0.0	%
Other asset-backed	137.0	1.4	%
Total asset-backed	927.7	9.5	%
Other fixed income	5,042.8	51.2	%
Total fixed income, at market value	5,970.5	60.7	%
Equity securities, at fair value	887.8	9.0	%
Other invested assets, at market value	613.7	6.2	%
Other invested assets, at fair value	1,766.6	18.0	%

Cash and short-term investments	604.1	6.1	%
Total investments and cash	\$ 9,842.7	100.0	%

We may experience foreign currency exchange losses that reduce our net income and capital levels.

Through our international operations, we conduct business in a variety of foreign (non-U.S.) currencies, principally the Canadian dollar and the Singapore dollar. Assets, liabilities, revenues and expenses denominated in foreign currencies are exposed to changes in currency exchange rates. Our reporting currency is the U.S. dollar, and exchange rate fluctuations, especially relative to the U.S. dollar, may materially impact our results and financial position. In 2016, we wrote approximately 18.8% of our coverages in non-U.S. currencies; as of December 31, 2016, we maintained approximately 9.9% of our investment portfolio in investments denominated in non-U.S. currencies. During 2016, 2015 and 2014, the impact on our quarterly pre-tax net income from exchange rate fluctuations ranged from a loss of \$12.3 million to a gain of \$16.7 million.

We are subject to cybersecurity risks that could negatively impact our business operations.

We are dependent upon our information technology platform, including our processing systems, data and electronic transmissions in our business operations. Security breaches could expose us to the loss or misuse of our information, litigation and potential liability. In addition, cyber incidents that impact the availability, reliability, speed, accuracy or other proper functioning of these systems could have a significant negative impact on our operations and possibly our results. An incident could also result in a violation of applicable privacy and other laws, damage our reputation, cause a loss of customers or give rise to monetary fines and other penalties, which could be significant. Management is not aware of a cybersecurity incident that has had a material impact on our operations.

#### RISKS RELATING TO REGULATION

Insurance laws and regulations restrict our ability to operate and any failure to comply with those laws and regulations could have a material adverse effect on our business.

We are subject to extensive and increasing regulation under U.S., state and foreign insurance laws. These laws limit the amount of dividends that can be paid to us by our operating subsidiaries, impose restrictions on the amount and type of investments that we can hold, prescribe solvency, accounting and internal control standards that must be met and maintained and require us to maintain reserves. These laws also require disclosure of material inter-affiliate transactions and require prior approval of "extraordinary" transactions. Such "extraordinary" transactions include declaring dividends from operating subsidiaries that exceed statutory thresholds. These laws also generally require approval of changes of control of insurance companies. The application of these laws could affect our liquidity and ability to pay dividends, interest and other payments on securities, as applicable, and could restrict our ability to expand our business operations through acquisitions of new insurance subsidiaries. We may not have or maintain all required licenses and approvals or fully comply with the wide variety of applicable laws and regulations or the relevant authority's interpretation of the laws and regulations. If we do not have the requisite licenses and approvals or do not comply with applicable regulatory requirements, the insurance regulatory authorities could preclude or temporarily suspend us from carrying on some or all of our activities or monetarily penalize us. These types of actions could have a material adverse effect on our business. To date, no material fine, penalty or restriction has been imposed on us for failure to comply with any insurance law or regulation.

As a result of the previous dislocation of the financial markets, Congress and the outgoing Presidential administration in the United States implemented changes in the way the financial services industry is regulated. Some of these changes are also impacting the insurance industry. For example, the United States Department of Treasury established the Federal Insurance Office with the authority to monitor all aspects of the insurance sector, monitor the extent to which traditionally underserved communities and consumers have access to affordable non-health insurance products, to represent the United States on prudential aspects of international insurance matters, to assist with administration of the Terrorism Risk Insurance Program and to advise on important national and international insurance matters. In addition, regulatory bodies in Europe are developing a new capital adequacy directive for insurers and reinsurers. The future impact of such initiatives or new initiatives from the incoming Presidential administration, if any, on our

operation, net income (loss) or financial condition cannot be determined at this time.

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## RISK RELATING TO OUR SECURITIES

Because of our holding company structure, our ability to pay dividends, interest and principal is dependent on our receipt of dividends, loan payments and other funds from our subsidiaries.

We are a holding company, whose most significant asset consists of the stock of our operating subsidiaries. As a result, our ability to pay dividends, interest or other payments on our securities in the future will depend on the earnings and cash flows of the operating subsidiaries and the ability of the subsidiaries to pay dividends or to advance or repay funds to us. This ability is subject to general economic, financial, competitive, regulatory and other factors beyond our control. Payment of dividends and advances and repayments from some of the operating subsidiaries are regulated by U.S., state and foreign insurance laws and regulatory restrictions, including minimum solvency and liquidity thresholds. Accordingly, the operating subsidiaries may not be able to pay dividends or advance or repay funds to us in the future, which could prevent us from paying dividends, interest or other payments on our securities.

### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

### ITEM 2. PROPERTIES

Everest Re's corporate offices are located in approximately 230,500 square feet of leased office space in Liberty Corner, New Jersey. The Company's other fifteen locations occupy a total of approximately 137,856 square feet, all of which are leased. Management believes that the above described office space is adequate for its current and anticipated needs.

### ITEM 3. LEGAL PROCEEDINGS

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.

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.

### ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER PURCHASES OF EQUITY SECURITIES

Market Information and Holder of Common Stock.

As of December 31, 2016, all of the Company's common stock was owned by Holdings Ireland and was not publicly traded.

Dividend History and Restrictions.

The Company did not pay any dividends in 2016, 2015 and 2014. The declaration and payment of future dividends, if any, by the Company will be at the discretion of the Board of Directors and will depend upon many factors, including the Company's earnings, financial condition, business needs and growth objectives, capital and surplus requirements of its operating subsidiaries, regulatory restrictions, rating agency considerations and other factors. As an insurance holding company, the Company is dependent on dividends and other permitted payments from its subsidiaries to pay cash dividends to its stockholder. The payment of dividends to Holdings by Everest Re is subject to limitations imposed by Delaware law. Generally, Everest Re may only pay dividends out of its statutory earned surplus, which was \$3,635.1 million at December 31, 2016, and only after it has given 10 days prior notice to the Delaware Insurance Commissioner. During this 10-day period, the Commissioner may, by order, limit or disallow the payment of ordinary dividends if the Commissioner finds the insurer to be presently or potentially in financial distress. Further, the maximum amount of dividends that may be paid without the prior approval of the Delaware Insurance Commissioner in any twelve month period is the greater of (1) 10% of an insurer's statutory surplus as of the end of the prior calendar year or (2) the insurer's statutory net income, not including realized capital gains, for the prior calendar year. The maximum amount that is available for the payment of dividends by Everest Re in 2017 without prior regulatory approval is \$523.5 million.

Recent Sales of Unregistered Securities.

None.

ITEM 6. SELECTED FINANCIAL DATA

Information for Item 6 is not required pursuant to General Instruction I(2) of Form 10-K.



ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

The following is a discussion and analysis of our results of operations and financial condition. It should be read in conjunction with the Consolidated Financial Statements and accompanying notes thereto presented under ITEM 8, "Financial Statements and Supplementary Data".

Industry Conditions.

The worldwide reinsurance and insurance businesses are highly competitive, as well as cyclical by product and market. As such, financial results tend to fluctuate with periods of constrained availability, higher rates and stronger profits followed by periods of abundant capacity, lower rates and constrained profitability. Competition in the types of reinsurance and insurance business that we underwrite is based on many factors, including the perceived overall financial strength of the reinsurer or insurer, ratings of the reinsurer or insurer by A.M. Best and/or Standard & Poor's, underwriting expertise, the jurisdictions where the reinsurer or insurer is licensed or otherwise authorized, capacity and coverages offered, premiums charged, other terms and conditions of the reinsurance and insurance business offered, services offered, speed of claims payment and reputation and experience in lines written. Furthermore, the market impact from these competitive factors related to reinsurance and insurance is generally not consistent across lines of business, domestic and international geographical areas and distribution channels.

We compete in the U.S. and international reinsurance and insurance markets with numerous global competitors. Our competitors include independent reinsurance and insurance companies, subsidiaries or affiliates of established worldwide insurance companies, reinsurance departments of certain insurance companies, domestic and international underwriting operations, including underwriting syndicates at Lloyd's of London and certain government sponsored risk transfer vehicles. Some of these competitors have greater financial resources than we do and have established long term and continuing business relationships, which can be a significant competitive advantage. In addition, the lack of strong barriers to entry into the reinsurance business and recently, the securitization of reinsurance and insurance risks through capital markets provide additional sources of potential reinsurance and insurance capacity and competition.

Worldwide insurance and reinsurance market conditions continued to be very competitive, particularly in the property catastrophe and casualty reinsurance lines of business. Generally, there was ample insurance and reinsurance capacity relative to demand, as well as, additional capital from the capital markets through insurance linked financial instruments. These financial instruments such as side cars, catastrophe bonds and collateralized reinsurance funds, provide capital markets with access to insurance and reinsurance risk exposure. The capital markets demand for these products is being primarily driven by the current low interest rate environment and the desire to achieve greater risk diversification and potentially higher returns on their investments. This increased competition is generally having a negative impact on rates, terms and conditions; however, the impact varies widely by market and coverage.

Rates tend to fluctuate by specific region and products, particularly areas recently impacted by large catastrophic events. Although there were flooding and wind storm events and earthquakes in parts of the world, the overall 2013, 2014 and 2015 catastrophe losses for the industry were considerably lower than average. During 2016, there was an increase in catastrophes: the Fort McMurray Canadian wildfire, Hurricane Matthew which affected a large area of the Caribbean and southeastern United States, storms and an earthquake in Ecuador. There are industry predictions that the catastrophe losses for 2016 may exceed the inflation-adjusted ten year average catastrophe amounts. While the future impact on market conditions from these catastrophes cannot be determined at this time, it is unlikely to have a significant impact on the overall markets, but may impact loss affected areas.

Commencing in 2015, we initiated a strategic build out of our insurance platform through the investment in key leadership hires which in turn has brought significant underwriting talent and stronger direction in achieving our insurance program strategic goals of increased premium volume and improved underwriting results. Recent growth is coming from highly diversified areas including newly launched lines of business, as well as, product and geographic

expansion in existing lines of business. We are building a world-class insurance platform capable of offering products across lines and geographies, complementing our leading global reinsurance franchise.

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Overall, we believe that given our size, strong ratings, distribution system, reputation, expertise and capital market vehicle activity the current marketplace conditions provide profit opportunities. We continue to employ our strategy of targeting business that offers the greatest profit potential, while maintaining balance and diversification in our overall portfolio.

Financial Summary.

We monitor and evaluate our overall performance based upon financial results. The following table displays a summary of the consolidated net income (loss), ratios and stockholder's equity for the periods indicated:

(Dollars in millions)	Years Ended December 31,			Percentage Increase/(Decrease)			
	2016	2015	2014	2016/2015	2015/2014		
Gross written premiums	\$5,063.7	\$4,995.6	\$4,965.3	1.4	%	0.6	%
Net written premiums	2,048.1	2,093.3	2,107.0	-2.2	%	-0.6	%
<b>REVENUES:</b>							
Premiums earned	\$2,094.0	\$2,143.8	\$2,113.7	-2.3	%	1.4	%
Net investment income	264.8	273.3	290.3	-3.1	%	-5.9	%
Net realized capital gains (losses)	(28.9 )	50.3	206.7	-157.5	%	-75.6	%
Other income (expense)	(10.5 )	29.3	(22.3 )	-136.0	%	-231.3	%
Total revenues	2,319.4	2,496.6	2,588.4	-7.1	%	-3.5	%
<b>CLAIMS AND EXPENSES:</b>							
Incurred losses and loss adjustment expenses	1,350.3	1,319.6	1,354.1	2.3	%	-2.6	%
Commission, brokerage, taxes and fees	290.0	315.1	339.4	-8.0	%	-7.2	%
Other underwriting expenses	245.0	214.8	192.0	14.0	%	11.9	%
Corporate expense	8.3	7.2	7.3	15.3	%	-1.0	%
Interest, fee and bond issue cost amortization expense	35.4	35.4	38.0	0.0	%	-6.7	%
Total claims and expenses	1,928.9	1,892.1	1,930.7	1.9	%	-2.0	%
INCOME (LOSS) BEFORE TAXES	390.4	604.5	657.7	-35.4	%	-8.1	%
Income tax expense (benefit)	94.7	191.9	203.6	-50.7	%	-5.7	%
NET INCOME (LOSS)	\$295.8	\$412.7	\$454.1	-28.3	%	-9.1	%
<b>RATIOS:</b>							
				Point Change			
Loss ratio	64.5	%	61.6	%	64.1	%	2.9 (2.5 )
Commission and brokerage ratio	13.8	%	14.7	%	16.1	%	(0.9 ) (1.4 )
Other underwriting expense ratio	11.7	%	10.0	%	9.0	%	1.7 1.0
Combined ratio	90.0	%	86.3	%	89.2	%	3.7 (2.9 )
<b>Balance Sheet Data:</b>							
				Percentage Increase/ (Decrease)			
(Dollars in millions)	At December 31,			2016/2015	2015/2014		
	2016	2015	2014				
Total investments and cash	\$9,842.7	\$9,516.3	\$9,572.6	3.4	%	-0.6	%
Total assets	17,088.7	16,695.2	16,316.7	2.4	%	2.3	%
Loss and loss adjustment expense reserves	8,331.3	7,940.7	7,843.9	4.9	%	1.2	%
Total debt	633.2	633.0	632.7	0.0	%	0.0	%
Total liabilities	11,823.2	11,764.0	11,744.0	0.5	%	0.2	%

Stockholder's equity	5,265.6	4,931.2	4,572.7	6.8	%	7.8	%
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(Some amounts may not reconcile due to rounding)

Revenues.

**Premiums.** Gross written premiums increased by 1.4% to \$5,063.7 million in 2016, compared to \$4,995.6 million in 2015, reflecting a \$195.0 million, or 13.2%, increase in our insurance business, partially offset by a \$127.0 million, or 3.6%, decrease in our reinsurance business. The rise in insurance premiums was primarily due to increases in most lines of business, as we have focused on expanding the insurance operations. The decline in reinsurance premiums was mainly due to a decrease in treaty property business, a decline in international premiums related to quota share agreements and a negative impact of \$42.9 million from the year over year movement in foreign exchange rates. Net written premiums decreased by 2.2% to \$2,048.1 million in 2016, compared to \$2,093.3 million in 2015. The decline in net written

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premiums compared to the increase in gross written premiums is primarily due to a higher level of reinsurance purchased on the insurance business. Premiums earned decreased by 2.3% to \$2,094.0 million in 2016, compared to \$2,143.8 million in 2015. The change in premiums earned is consistent with the change in net written premiums.

Gross written premiums increased by 0.6% to \$4,995.6 million in 2015, compared to \$4,965.3 million in 2014, reflecting a \$293.4 million, or 24.9%, increase in our insurance business, partially offset by a \$263.0 million, or 6.9%, decrease in our reinsurance business. The rise in insurance premiums was primarily due to increases in most lines of business, as we have focused on expanding the insurance operations. The decline in reinsurance premiums were due mainly to decreases in treaty casualty business, reductions in quota share agreements and a negative impact of approximately \$91.9 million from the year over year movement in foreign exchange rates. Net written premiums decreased by 0.6% to \$2,093.3 million in 2015 compared to \$2,107.0 million in 2014. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to varying utilization of reinsurance mainly related to quota share contracts. Premiums earned increased by 1.4% to \$2,143.8 million in 2015, compared to \$2,113.7 million in 2014. The change in premiums earned relative to net written premiums is the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

Net Investment Income. Net investment income decreased by 3.1% to \$264.8 million in 2016 compared with net investment income of \$273.3 million in 2015. Net pre-tax investment income as a percentage of average invested assets, was 2.8% in 2016 compared to 3.1% in 2015. The decline in income and yield in 2016 compared to the prior year was primarily the result of dividends from affiliated investments. In December 2015, the Company exchanged its investment in Parent's shares to convertible preferred stock of Everest Preferred International Holdings, Ltd. ("Preferred Holdings"), another affiliated entity. Dividends from the convertible preferred stock in 2016 were \$31.0 million compared to \$38.9 million of dividends received from the Parent's shares in 2015. In addition, there were lower reinvestment rates for the fixed income portfolios and lower dividends from equity securities, partially offset by higher income from our limited partnerships.

Net investment income decreased by 5.9% to \$273.3 million in 2015, compared with net investment income of \$290.3 million in 2014. Net pre-tax investment income, as a percentage of average invested assets, was 3.1% in 2015 compared to 3.5% in 2014. The decline in income and yield was primarily the result of lower reinvestment rates for the fixed income portfolios and a decrease in our limited partnership income.

Net Realized Capital Gains (Losses). Net realized capital losses were \$28.9 million in 2016 and net realized capital gains were \$50.3 million and \$206.7 million in 2015 and 2014, respectively. The net realized capital losses of \$28.9 million were comprised of a realized capital loss of \$28.0 million from the sale of our Heartland subsidiary, \$25.7 million of other-than-temporary impairments and \$21.1 million of losses from sales on our fixed maturity and equity securities, partially offset by \$45.9 million of gains from fair value re-measurements on fixed maturity securities, equity securities and other invested assets. Comprising the \$50.3 million of net realized capital gains in 2015 was a \$94.7 million gain on the sale of a subsidiary and \$44.1 million of net gains from sales on our fixed maturity and equity securities, partially offset by \$78.8 million of other-than-temporary impairments and \$9.6 million of losses from fair value re-measurements on equity securities and other invested assets. The net realized capital gains of \$206.7 million in 2014 were the result of \$251.8 million of gains from fair value re-measurements on fixed maturity, equity securities and other invested assets, partially offset by \$38.9 million of other-than-temporary impairments and \$6.2 million of losses from sales on our fixed maturity and equity securities.

Other Income (Expense). We recorded other expense of \$10.5 million in 2016, other income of \$29.3 million in 2015 and other expense of \$22.3 million in 2014. The changes were primarily the result of fluctuations in foreign currency exchange rates for the corresponding periods.

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Claims and Expenses.

Incurred Losses and Loss Adjustment Expenses. The following table presents our incurred losses and loss adjustment expenses ("LAE") for the periods indicated.

(Dollars in millions)	Years Ended December 31,					
	Current Year	Ratio %/ Pt Change	Prior Years	Ratio %/ Pt Change	Total Incurred	Ratio %/ Pt Change
<u>2016</u>						
Attritional (a)	\$ 1,287.2	61.5 %	\$(46.1)	-2.2 %	\$1,241.1	59.3 %
Catastrophes	154.8	7.4 %	(45.6)	-2.2 %	109.2	5.2 %
Total	\$ 1,442.0	68.9 %	\$(91.7)	-4.4 %	\$1,350.3	64.5 %
<u>2015</u>						
Attritional (a)	\$ 1,282.9	59.8 %	\$4.7	0.3 %	\$1,287.6	60.1 %
Catastrophes	43.1	2.0 %	(11.2)	-0.5 %	31.9	1.5 %
Total	\$ 1,326.0	61.8 %	\$(6.5 )	-0.2 %	\$1,319.6	61.6 %
<u>2014</u>						
Attritional (a)	\$ 1,273.1	60.3 %	\$62.8	2.9 %	\$1,335.9	63.2 %
Catastrophes	41.8	2.0 %	(23.6)	-1.1 %	18.2	0.9 %
Total	\$ 1,314.9	62.3 %	\$39.2	1.8 %	\$1,354.1	64.1 %
<u>Variance 2016/2015</u>						
Attritional (a)	\$ 4.3	1.7 pts	\$(50.8)	(2.5) pts	\$(46.5 )	(0.8 ) pts
Catastrophes	111.7	5.4 pts	(34.4)	(1.7) pts	77.3	3.7 pts
Total	\$ 116.0	7.1 pts	\$(85.2)	(4.2) pts	\$30.7	2.9 pts
<u>Variance 2015/2014</u>						
Attritional (a)	\$ 9.8	(0.5 ) pts	\$(58.1)	(2.6) pts	\$(48.3 )	(3.1 ) pts
Catastrophes	1.3	- pts	12.4	0.6 pts	13.7	0.6 pts
Total	\$ 11.1	(0.5 ) pts	\$(45.7)	(2.0) pts	\$(34.5 )	(2.5 ) pts

(a) Attritional losses exclude catastrophe losses.  
(Some amounts may not reconcile due to rounding.)

Incurred losses and LAE increased by 2.3% to \$1,350.3 million in 2016 compared to \$1,319.6 million in 2015, primarily due to an increase of \$111.7 million in current year catastrophe losses, partially offset by higher favorable prior years attritional development of \$50.8 million and higher favorable prior years catastrophe development of \$34.4 million in 2016 compared to 2015. The \$46.1 million of favorable prior years attritional loss development in 2016 was comprised of \$142.6 million of favorable development in the reinsurance segments, partially offset by \$96.5 million in the insurance segment. The favorable development in the reinsurance segments is primarily due to property and short-tail business in the U.S., as well as, property business in Canada, Latin America, the Middle East and Africa, partially offset by \$45.7 million of adverse development on A&E. Part of the favorable development in the reinsurance segments related to the 2015 loss from the explosion at the Chinese port of Tianjin. In 2015, this loss was originally estimated to be \$21.6 million. At December 31, 2016, this loss was projected to be \$6.3 million resulting in \$15.3 million of favorable development. The adverse development in the insurance segment is primarily attributable to run-off construction liability and umbrella program business. The \$45.6 million of prior years' catastrophe development mainly related to the 2015 Chile earthquake, the 2011 Japan earthquake and the 2015 U.S. storms. The current year catastrophe losses of \$154.8 million in 2016 were related to Hurricane Matthew (\$62.3 million), the Fort McMurray Canada wildfire (\$26.6 million), the 2016 U.S. Storms (\$25.7 million), the Ecuador earthquake (\$11.6 million), the 2016 Taiwan earthquake (\$7.5 million), the Tennessee wildfire (\$7.3 million), the New Zealand

earthquake (\$6.9 million) and Hurricane Hermine (\$6.8 million). Current year catastrophe losses were \$43.1 million in 2015 and related to the 2015 Chilean earthquake (\$17.4 million), Northern Chile storms (\$9.6 million), the 2015 US Storms (\$8.1 million) and the New South Wales storms (\$8.0 million).

Inurred losses and LAE decreased by 2.6% to \$1,319.6 million in 2015 compared to \$1,354.1 million in 2014, primarily due to a decrease in prior years attritional losses of \$58.1 million. The \$4.7 million of prior years losses was comprised of \$79.8 million of losses from the insurance segment, partially offset by \$75.1 million of favorable development from the reinsurance segments. This \$79.8 million of loss development in the insurance segment largely related to umbrella business and construction liability on run-off programs non-renewed by the Company several years ago. The \$75.1 million of favorable development related

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primarily to casualty and property treaty business and was net of \$30.9 million of development in asbestos reserves. Current year catastrophe losses were \$43.1 million in 2015 and related to the 2015 Chilean earthquake (\$17.4 million), Northern Chile storms (\$9.6 million), the 2015 US Storms (\$8.1 million) and the New South Wales storms (\$8.0 million). The \$41.8 million of current year catastrophe losses for the year ended December 31, 2014 represented 2.0 points and related to the Japan snowstorm (\$13.9 million), the 2014 Chilean earthquake (\$10.4 million), Hurricane Odile (\$10.1 million) and the Brisbane hailstorm (\$7.5 million). The \$11.2 million of favorable development in prior years catastrophes related primarily to Typhoon Fitow.

Commission, Brokerage, Taxes and Fees. Commission, brokerage, taxes and fees decreased by 8.0% to \$290.0 million in 2016 compared to \$315.1 million in 2015. This change was primarily due to the impact of the decrease in premiums earned, the impact of affiliated quota share agreements and the changes in the mix of business.

Commission, brokerage, taxes and fees decreased by 7.2% to \$315.1 million in 2015 compared to \$339.4 million in 2014. This change was primarily due to the impact of changes in the mix of business and the impact of affiliated quota share agreements.

Other Underwriting Expenses. Other underwriting expenses were \$245.0 million, \$214.8 million and \$192.0 million in 2016, 2015 and 2014, respectively. The increase in other underwriting expenses for 2016 compared to 2015 was mainly due to costs incurred related to the expansion of the insurance business. The increase in other underwriting expenses for 2015 compared to 2014 was mainly due to the impact of the increase in premiums earned and higher compensation expenses.

Corporate Expenses. Corporate expenses, which are general operating expenses that are not allocated to segments, were \$8.3 million, \$7.2 million and \$7.3 million for the years ended December 31, 2016, 2015 and 2014, respectively. The increase in corporate expenses for 2016 compared to 2015 was due to higher compensation costs.

Interest, Fees and Bond Issue Cost Amortization Expense. Interest, fees and other bond amortization expense was flat at \$35.4 million in 2016 and 2015.

Interest, fees and other bond amortization expense was \$35.4 million and \$38.0 million in 2015 and 2014, respectively. The decrease was primarily due to the combination of the maturity of \$250.0 million of senior notes in October 2014 and the issuance of \$400.0 million of senior notes in June 2014.

Income Tax Expense (Benefit). Income tax expenses were \$94.7 million, \$191.9 million and \$203.6 million in 2016, 2015 and 2014, respectively. Income tax expense is primarily a function of the geographic location of the Company's pre-tax income and the statutory tax rates in those jurisdictions, as affected by tax-exempt investment income and foreign tax credits.

Net Income (Loss).

Our net income was \$295.8 million, \$412.7 million and \$454.1 million in 2016, 2015 and 2014, respectively. The changes were primarily driven by the financial component fluctuations explained above.

Ratios.

Our combined ratio increased by 3.7 points to 90.0% in 2016 compared to 86.3% in 2015. The loss ratio component increased 2.9 points in 2016 over the same period last year. The change was mainly due to the increase in current year catastrophes in 2016 compared to 2015, partially offset by more favorable development on prior years attritional losses and prior years catastrophe losses year over year. The commission and brokerage ratio components decreased 0.9 points to 13.8% in 2016 from 14.7% in 2015 due to the impact of affiliated quota share agreements and changes in the mix of business. The other underwriting expense ratio components increased 1.7 points in 2016 over the same period last year due to the increased focus on the expansion of the insurance business.





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Our combined ratio decreased by 2.9 points to 86.3% in 2015 compared to 89.2% in 2014. The loss ratio component decreased 2.5 points in 2015 over the same period last year, primarily due to the decrease in current years attritional losses. The commission and brokerage ratio components decreased 1.4 points in 2015 over the same period last year primarily due to changes in the mix of business and the impact of the affiliated quota shares. The other underwriting expense ratio components were comparable at 10.0% in 2015 and 9.0% in 2014.

### Stockholder's Equity.

Stockholders' equity increased by \$334.3 million to \$5,265.6 million at December 31, 2016 from \$4,931.2 million at December 31, 2015, principally as a result of \$295.8 million of net income, \$25.4 million of net unrealized appreciation on investments, net of tax, \$12.8 million of share-based compensation transactions and \$2.8 million of net foreign currency translation adjustments, partially offset by \$2.4 million of net benefit plan obligation adjustments.

Stockholders' equity increased by \$358.5 million to \$4,931.2 million at December 31, 2015 from \$4,572.7 million at December 31, 2014, principally as a result of \$412.7 million of net income, \$12.5 million of share-based compensation transactions and \$11.9 million of net benefit plan obligation adjustments, partially offset by \$54.6 million of net foreign currency translation adjustments and \$24.0 million of net unrealized depreciation on investments, net of tax.

### Consolidated Investment Results

#### Net Investment Income.

Net investment income decreased by 3.1% to \$264.8 million in 2016 compared to \$273.3 million in 2015, primarily due to dividends from affiliated investments. In December 2015, the Company exchanged its investment in Parent's shares to convertible preferred stock of Preferred Holdings, another affiliated entity. Dividends from the convertible preferred stock in 2016 were \$31.0 million compared to \$38.9 million of dividends received from the Parent's shares in 2015. In addition, there were lower reinvestment rates for the fixed income portfolios and lower dividends from equity securities, partially offset by higher income from our limited partnerships.

Net investment income decreased by 5.9 % to \$273.3 million in 2015 compared to \$290.3 million 2014. These decreases were primarily due to a decrease in income on the fixed income portfolio and income from our limited partnership investments, partially offset by an increase in dividends from Parent's shares and interest income received from the Parent on the affiliated note receivable.

The following table shows the components of net investment income for the periods indicated:

(Dollars in millions)	Years Ended December 31,		
	2016	2015	2014
Fixed maturities	\$ 182.1	\$ 188.3	\$ 207.9
Equity securities	32.3	34.4	34.1
Short-term investments and cash	1.2	1.0	1.2
Other invested assets			
Limited partnerships	25.2	19.6	29.7
Dividends from Parent's shares	-	38.9	31.1
Dividends from preferred shares of affiliate	31.0	-	-
Other	1.0	1.8	3.6
Gross investment income before adjustments	272.9	284.0	307.5
Funds held interest income (expense)	6.1	5.6	5.4
Interest income from Parent	4.3	4.3	-
Gross investment income	283.3	293.9	313.0
Investment expenses	(18.5 )	(20.6 )	(22.7 )
Net investment income	\$ 264.8	\$ 273.3	\$ 290.3

(Some amounts may not reconcile due to rounding.)

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The following table shows a comparison of various investment yields for the periods indicated:

	2016	2015	2014
Imbedded pre-tax yield of cash and invested assets at December 31	2.9%	2.9%	3.1%
Imbedded after-tax yield of cash and invested assets at December 31	2.0%	2.1%	2.2%
Annualized pre-tax yield on average cash and invested assets	2.8%	3.1%	3.5%
Annualized after-tax yield on average cash and invested assets	2.0%	2.2%	2.5%

Net Realized Capital Gains (Losses).

The following table presents the composition of our net realized capital gains (losses) for the periods indicated:

(Dollars in millions)	Years Ended December 31,			2016/2015	2015/2014
	2016	2015	2014	Variance	Variance
<u>Gains (losses) from sales:</u>					
Fixed maturity securities, market value					
Gains	\$ 18.6	\$ 10.9	\$ 13.5	\$ 7.7	\$(2.6 )
Losses	(25.6 )	(47.2 )	(16.2 )	21.6	(31.0 )
Total	(7.0 )	(36.3 )	(2.7 )	29.3	(33.6 )
Fixed maturity securities, fair value					
Gains	0.3	-	1.3	0.3	(1.3 )
Losses	(1.9 )	-	(4.4 )	(1.9 )	4.4
Total	(1.6 )	-	(3.1 )	(1.6 )	3.1
Equity securities, fair value					
Gains	16.2	26.1	17.9	(9.9 )	8.2
Losses	(28.8 )	(34.1 )	(18.3 )	5.3	(15.8 )
Total	(12.6 )	(8.0 )	(0.4 )	(4.6 )	(7.6 )
Other invested assets, fair value					
Gains on exchange	-	88.4	-	(88.4 )	88.4
Losses	-	-	-	-	-
Total	-	88.4	-	(88.4 )	88.4
Total net realized gains (losses) from sales					
Gains	35.1	125.4	32.7	(90.3 )	92.7
Losses	(56.3 )	(81.3 )	(38.9 )	25.0	(42.4 )
Total	(21.1 )	44.1	(6.2 )	(65.3 )	50.3
<u>Gain (loss) on sale of subsidiary:</u>					
	(28.0 )	94.7	-	(122.7 )	94.7
<u>Other than temporary impairments:</u>					
	(25.7 )	(78.8 )	(38.9 )	53.1	(39.9 )
<u>Gains (losses) from fair value adjustments:</u>					
Fixed maturities, fair value	1.4	-	(1.5 )	1.4	1.5
Equity securities, fair value	51.1	(39.1 )	113.1	90.2	(152.2 )
Other invested assets, fair value	(6.6 )	29.5	140.3	(36.1 )	(110.8 )
Total	45.9	(9.6 )	251.8	55.5	(261.4 )
Total net realized gains (losses)	\$(28.9 )	\$ 50.3	\$ 206.7	\$(79.2 )	\$(156.4 )

(Some amounts may not reconcile due to rounding.)

Net realized capital losses were \$28.9 million in 2016, and net realized capital gains were \$50.3 million and \$206.7 million in 2015 and 2014, respectively. In 2016, we recorded a realized capital loss of \$28.0 million from the sale of our Heartland subsidiary, \$25.7 million of other-than-temporary impairments and \$21.1 million of net realized capital losses from sales of fixed maturity and equity securities, partially offset by \$45.9 million of net realized capital gains due to fair value re-measurements on fixed maturity securities,

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equity securities and other invested assets. In 2015, we recorded a \$94.7 million gain on the sale of a subsidiary and \$44.1 million of net realized capital gains from sales of fixed maturity and equity securities, partially offset by \$78.8 million of other-than-temporary impairments and \$9.6 million of net realized capital losses due to fair value re-measurements on equity securities and other invested assets. The fixed maturity and equity sales in 2016 and 2015 related primarily to adjusting the portfolios for overall market changes and individual credit shifts. In 2014, we recorded \$251.8 million of net realized capital gains due to fair value re-measurements on fixed maturity, equity securities and other invested assets, partially offset by \$38.9 million of other-than-temporary impairments and \$6.2 million of net realized capital losses from sales of fixed maturity and equity securities.

#### Segment Results.

The U.S. Reinsurance operation writes property and casualty reinsurance and specialty lines of business, including Marine, Aviation, Surety and 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, through brokers, surplus lines brokers and general agents 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.

Underwriting results include earned premium less losses and LAE incurred, commission and brokerage expenses and other underwriting expenses. We measure our underwriting results 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.

Our loss and LAE reserves are management's best estimate of our ultimate liability for unpaid claims. We re-evaluate our estimates on an ongoing basis, including all prior period reserves, taking into consideration all available information and, in particular, recently reported loss claim experience and trends related to prior periods. Such re-evaluations are recorded in incurred losses in the period in which the re-evaluation is made.

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The following discusses the underwriting results for each of our segments for the periods indicated:

U.S. Reinsurance.

The following table presents the underwriting results and ratios for the U.S. Reinsurance segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,			2016/2015		2015/2014			
	2016	2015	2014	Variance	Change	Variance	Change		
Gross written premiums	\$ 2,125.8	\$ 2,147.9	\$ 2,154.5	\$(22.1 )	-1.0 %	\$(6.6 )	-0.3 %		
Net written premiums	930.2	899.9	977.9	30.3	3.4 %	(78.0 )	-8.0 %		
Premiums earned	\$ 990.1	\$ 951.5	\$ 988.3	\$ 38.6	4.1 %	\$(36.9 )	-3.7 %		
Incurred losses and LAE	554.1	413.3	545.9	140.8	34.1 %	(132.6 )	-24.3 %		
Commission and brokerage	189.5	199.0	201.9	(9.5 )	-4.8 %	(2.9 )	-1.4 %		
Other underwriting expenses	54.1	50.1	45.6	4.0	8.0 %	4.5	9.9 %		
Underwriting gain (loss)	\$ 192.4	\$ 289.1	\$ 195.0	\$(96.7 )	-33.4 %	\$ 94.1	48.3 %		
					Point		Point		
					Chg		Chg		
Loss ratio	56.0	% 43.4	% 55.2	%	12.6		(11.8 )		
Commission and brokerage ratio	19.1	% 20.9	% 20.4	%	(1.8 )		0.5		
Other underwriting expense ratio	5.5	% 5.3	% 4.7	%	0.2		0.6		
Combined ratio	80.6	% 69.6	% 80.3	%	11.0		(10.7 )		

(Some amounts may not reconcile due to rounding)

**Premiums.** Gross written premiums decreased by 1.0% to \$2,125.8 million in 2016 from \$2,147.9 million in 2015, primarily due to a decrease in treaty property business, partially offset by an increase in treaty casualty business. Net written premiums increased by 3.4% to \$930.2 million in 2016 compared to \$899.9 million in 2015. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to the assumption of the crop business due to the sale of Heartland and a concurrent new crop reinsurance contract. Premiums earned increased 4.1% to \$990.1 million in 2016 compared to \$951.5 million in 2015. The change in premiums earned relative to net written premiums is primarily the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

Gross written premiums decreased by 0.3% to \$2,147.9 million in 2015 from \$2,154.5 million in 2014, primarily due to a decline in treaty casualty business resulting from the cancellation of some contracts. Net written premiums decreased by 8.0% to \$899.9 million in 2015 compared to \$977.9 million in 2014. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to a varying utilization of reinsurance primarily related to affiliated quota share contracts. Premiums earned decreased 3.7% to \$951.5 million in 2015 compared to \$988.3 million in 2014. The change in premiums earned relative to net written premiums is primarily the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

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Incurred Losses and LAE. The following table presents the incurred losses and LAE for the U.S. Reinsurance segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,					
	Current Year	Ratio %/ Pt Change	Prior Years	Ratio %/ Pt Change	Total Incurred	Ratio %/ Pt Change
<u>2016</u>						
Attritional	\$ 555.5	56.1 %	\$(49.0 )	-4.9 %	\$ 506.5	51.2 %
Catastrophes	67.0	6.8 %	(19.5 )	-2.0 %	47.6	4.8 %
Total segment	\$ 622.5	62.9 %	\$(68.5 )	-6.9 %	\$ 554.1	56.0 %
<u>2015</u>						
Attritional	\$ 473.5	49.8 %	\$(63.7 )	-6.8 %	\$ 409.8	43.0 %
Catastrophes	8.4	0.9 %	(4.9 )	-0.5 %	3.5	0.4 %
Total segment	\$ 481.9	50.7 %	\$(68.6 )	-7.2 %	\$ 413.3	43.4 %
<u>2014</u>						
Attritional	\$ 495.8	50.3 %	\$ 59.2	5.9 %	\$ 555.0	56.2 %
Catastrophes	6.3	0.6 %	(15.4 )	-1.6 %	(9.1 )	-1.0 %
Total segment	\$ 502.1	50.9 %	\$ 43.8	4.3 %	\$ 545.9	55.2 %
<u>Variance 2016/2015</u>						
Attritional	\$ 82.0	6.3 pts	\$ 14.7	1.9 pts	\$ 96.7	8.2 pts
Catastrophes	58.6	5.9 pts	(14.6 )	(1.5 ) pts	44.1	4.4 pts
Total segment	\$ 140.6	12.2 pts	\$ 0.1	0.3 pts	\$ 140.8	12.6 pts
<u>Variance 2015/2014</u>						
Attritional	\$ (22.3 )	(0.5 ) pts	\$(122.9)	(12.7) pts	\$(145.2 )	(13.2) pts
Catastrophes	2.1	0.3 pts	10.5	1.1 pts	12.6	1.4 pts
Total segment	\$ (20.2 )	(0.2 ) pts	\$(112.4)	(11.5) pts	\$(132.6 )	(11.8) pts

(Some amounts may not reconcile due to rounding.)

Incurred losses increased by 34.1% to \$554.1 million in 2016 compared to \$413.3 million in 2015, primarily due to an increase of \$82.0 million in current year attritional losses, resulting mainly from the impact of the increase in premiums earned and impact of the new crop reinsurance contract effective upon the sale of Heartland, and an increase of \$58.6 million in current year catastrophe losses. The \$49.0 million of favorable prior years attritional loss development in 2016 is primarily due to U.S. property and marine business, partially offset by \$47.1 million of adverse development on A&E reserves. There was also an increase in favorable development of \$14.6 million on prior years catastrophe losses in 2016 compared to 2015. The \$19.5 million of favorable development on prior years catastrophes in 2016 mainly related to the 2011 Japan earthquake (\$10.3 million), the 2015 U.S. storms (\$5.8 million) and the 2013 U.S. storms (\$4.8 million). The current year catastrophe losses of \$67.0 million in 2016 related to Hurricane Matthew (\$43.1 million), the 2016 U.S. Storms (\$10.2 million), the Tennessee wildfire (\$7.3 million) and Hurricane Hermine (\$6.7 million). The \$8.4 million of current year catastrophe losses in 2015 were mainly due to the 2015 US Storms (\$8.2 million).

Incurred losses decreased by 24.3% to \$413.3 million in 2015 compared to \$545.9 million in 2014, primarily resulting from favorable development of \$122.9 million on prior years attritional losses in 2015 compared to 2014 related to treaty property, treaty casualty and marine lines of business and less year over year development on A&E reserves. In addition, current year attritional losses decreased \$22.3 million due primarily to the impact of the decline in earned premiums partially offset by \$6.7 million of losses related to the explosion at the Chinese port of Tianjin. The \$8.4



million of current year catastrophe losses in 2015 were mainly due to the 2015 US Storms (\$8.2 million). The \$6.3 million of current year catastrophe losses in 2014 related to the Japan snowstorm (\$3.9 million) and Hurricane Odile (\$2.4 million).

Segment Expenses. Commission and brokerage decreased by 4.8% to \$189.5 million in 2016 compared to \$199.0 million in 2015. The decrease is mainly due to the impact of the new crop reinsurance contract effective upon the sale of Heartland, the impact of affiliated quota share contracts and changes in the mix of business. Segment other underwriting expenses increased to \$54.1 million in 2016 from \$50.1 million in 2015. The increase was primarily due to the impact of changes in the mix of business and higher compensation costs.

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Commission and brokerage decreased by 1.4% to \$199.0 million in 2015 compared to \$201.9 million in 2014. This decrease was primarily due to the impact of the decrease in premiums earned and changes related to the affiliated quota share contracts. Segment other underwriting expenses increased to \$50.1 million in 2015 from \$45.6 million in 2014. The increase was primarily due to the impact of changes in the mix of business and higher employee benefit costs.

International.

The following table presents the underwriting results and ratios for the International segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,			2016/2015		2015/2014			
	2016	2015	2014	Variance	Change	Variance	Change		
Gross written premiums	\$ 1,269.1	\$ 1,374.0	\$ 1,630.4	\$(104.9)	-7.6 %	\$(256.4)	-15.7	%	
Net written premiums	497.6	562.7	612.2	(65.1 )	-11.6 %	(49.6 )	-8.1	%	
Premiums earned	\$ 510.9	\$ 581.2	\$ 601.0	\$(70.3 )	-12.1 %	\$(19.8 )	-3.3	%	
Incurred losses and LAE	207.6	394.8	358.0	(187.2)	-47.4 %	36.8	10.3	%	
Commission and brokerage	111.5	121.2	119.7	(9.6 )	-8.0 %	1.5	1.3	%	
Other underwriting expenses	34.3	34.3	34.6	-	0.0 %	(0.3 )	-0.9	%	
Underwriting gain (loss)	\$ 157.5	\$ 30.9	\$ 88.7	\$ 126.5	NM	\$(57.8 )	-65.1	%	
						Point	Point		
						Chg	Chg		
Loss ratio	40.6	% 67.9	% 59.6			(27.3 )	8.3		
Commission and brokerage ratio	21.8	% 20.8	% 19.9			1.0	0.9		
Other underwriting expense ratio	6.8	% 6.0	% 5.7			0.8	0.3		
Combined ratio	69.2	% 94.7	% 85.2			(25.5 )	9.5		

(Some amounts may not reconcile due to rounding)

(NM, not meaningful)

**Premiums.** Gross written premiums decreased by 7.6% to \$1,269.1 million in 2016 compared to \$1,374.0 million in 2015, primarily due to declines in Latin American, Middle East and Asian business and the negative impact of \$40.7 million from the movement of foreign exchange rates. Net written premiums decreased by 11.6% to \$497.6 million in 2016 compared to \$562.7 million in 2015. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to varying utilization of reinsurance related to the quota share contracts. Premiums earned decreased 12.1% to \$510.9 million in 2016 compared to \$581.2 million in 2015. The change in premiums earned relative to net written premiums is primarily the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

Gross written premiums decreased by 15.7% to \$1,374.0 million in 2015 compared to \$1,630.4 million in 2014, primarily due to the decline in Latin American and Asian business, reductions in premiums related to quota share agreements and the negative impact of approximately \$86.8 million from the movement of foreign exchange rates. Net written premiums decreased by 8.1% to \$562.7 million in 2015 compared to \$612.2 million in 2014. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to varying utilization of reinsurance related to the quota share contracts. Premiums earned decreased 3.3% to \$581.2 million in 2015 compared to \$601.0 million in 2014. The change in premiums earned relative to net written premiums is primarily the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.



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Incurred Losses and LAE. The following table presents the incurred losses and LAE for the International segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,					
	Current Year	Ratio %/ Pt Change	Prior Years	Ratio %/ Pt Change	Total Incurred	Ratio %/ Pt Change
<u>2016</u>						
Attritional	\$ 261.5	51.2 %	\$ (93.6 )	-18.3 %	\$ 167.9	32.8 %
Catastrophes	65.5	12.8 %	(25.8 )	-5.1 %	39.7	7.8 %
Total segment	\$ 327.0	64.0 %	\$ (119.4)	-23.4 %	\$ 207.6	40.6 %
<u>2015</u>						
Attritional	\$ 378.1	65.1 %	\$ (11.4 )	-2.1 %	\$ 366.7	63.0 %
Catastrophes	34.7	6.0 %	(6.6 )	-1.1 %	28.1	4.9 %
Total segment	\$ 412.8	71.1 %	\$ (18.0 )	-3.2 %	\$ 394.8	67.9 %
<u>2014</u>						
Attritional	\$ 338.4	56.4 %	\$ (7.7 )	-1.3 %	\$ 330.7	55.1 %
Catastrophes	35.5	5.9 %	(8.2 )	-1.4 %	27.3	4.5 %
Total segment	\$ 373.9	62.3 %	\$ (15.9 )	-2.7 %	\$ 358.0	59.6 %
<u>Variance 2016/2015</u>						
Attritional	\$ (116.6 )	(13.9) pts	\$ (82.2 )	(16.2) pts	\$ (198.8 )	(30.2) pts
Catastrophes	30.8	6.8 pts	(19.2 )	(4.0 ) pts	11.6	2.9 pts
Total segment	\$ (85.8 )	(7.1 ) pts	\$ (101.4)	(20.2) pts	\$ (187.2 )	(27.3) pts
<u>Variance 2015/2014</u>						
Attritional	\$ 39.7	8.7 pts	\$ (3.7 )	(0.8 ) pts	\$ 36.0	7.9 pts
Catastrophes	(0.8 )	0.1 pts	1.6	0.3 pts	0.8	0.4 pts
Total segment	\$ 38.9	8.8 pts	\$ (2.1 )	(0.5 ) pts	\$ 36.8	8.3 pts

(Some amounts may not reconcile due to rounding.)

Incurred losses and LAE decreased by 47.4% to \$207.6 million in 2016 compared to \$394.8 million in 2015, primarily due to a decrease in current year attritional losses of \$116.6 million, more favorable development on prior year attritional losses of \$82.2 million and more favorable development of prior year catastrophe losses of \$19.2 million, partially offset by an increase of \$30.8 million in current year catastrophe losses. The decrease in attritional losses related to lower losses on Canadian, Latin American, Middle Eastern and African business in 2016 and the impact of the decrease in premiums earned. The \$93.6 million of favorable development on prior years attritional losses was mainly related to property business. The \$65.5 million of current year catastrophe losses in 2016 were due to the Fort McMurray Canada wildfire (\$24.9 million), Hurricane Matthew (\$13.7 million), the Ecuador earthquake (\$11.8 million), the 2016 Taiwan earthquake (\$7.6 million) and the New Zealand earthquake (\$6.9 million). The \$34.7 million of current year catastrophe losses in 2015 were due to the 2015 Chilean earthquake (\$17.4 million), Northern Chile storms (\$9.6 million) and the New South Wales storms (\$7.8 million).

Incurred losses and LAE increased by 10.3% to \$394.8 million in 2015 compared to \$358.0 million in 2014, primarily due to the increase in current year attritional losses of \$39.7 million, mainly related to \$14.9 million of losses from the explosion at the Chinese port of Tianjin. The \$34.7 million of current year catastrophe losses in 2015 were due to the 2015 Chilean earthquake (\$17.4 million), Northern Chile storms (\$9.6 million) and the New South Wales storms (\$7.8 million). The \$35.5 million of current year catastrophe losses for 2014 were due to the Chilean earthquake (\$10.4 million), Japan snowstorm (\$10.0 million), Hurricane Odile (\$7.7 million) and Brisbane hailstorm (\$7.5 million).

Segment Expenses. Commission and brokerage decreased 8.0% to \$111.5 million in 2016 compared to \$121.2 million in 2015. The year over year decrease was mainly due to the impact of the decrease in premiums earned. Segment other underwriting expenses remained the same at \$34.3 million in 2016 and 2015.

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Commission and brokerage increased 1.3% to \$121.2 million in 2015 compared to \$119.7 million in 2014. The variances were primarily due to the impact of changes in the mix of business and changes in affiliated quota share contracts. Segment other underwriting expenses decreased slightly to \$34.3 million in 2015 compared to \$34.6 million in 2014.

Insurance.

The following table presents the underwriting results and ratios for the Insurance segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,			2016/2015		2015/2014			
	2016	2015	2014	Variance	Change	Variance	Change		
Gross written premiums	\$ 1,668.8	\$ 1,473.8	\$ 1,180.4	\$ 195.0	13.2 %	\$ 293.4	24.9 %		
Net written premiums	620.3	630.7	516.9	(10.4 )	-1.6 %	113.8	22.0 %		
Premiums earned	\$ 593.1	\$ 611.1	\$ 524.4	\$(18.0 )	-2.9 %	\$ 86.7	16.5 %		
Incurred losses and LAE	588.6	511.5	450.2	77.1	15.1 %	61.3	13.6 %		
Commission and brokerage	(11.0 )	(5.1 )	17.8	(6.0 )	117.4 %	(22.9 )	-128.7 %		
Other underwriting expenses	156.6	130.4	111.8	26.2	20.1 %	18.6	16.6 %		
Underwriting gain (loss)	\$(141.1 )	\$(25.7 )	\$(55.4 )	\$(115.4)	NM	\$ 29.7	-53.6 %		
					Point Chg		Point Chg		
Loss ratio	99.2 %	83.7 %	85.8 %		15.5		(2.1 )		
Commission and brokerage ratio	-1.9 %	-0.8 %	3.4 %		(1.1 )		(4.2 )		
Other underwriting expense ratio	26.5 %	21.3 %	21.4 %		5.2		(0.1 )		
Combined ratio	123.8 %	104.2 %	110.6 %		19.6		(6.4 )		

(Some amounts may not reconcile due to rounding)

(NM, not meaningful)

**Premiums.** Gross written premiums increased by 13.2% to \$1,668.8 million in 2016 compared to \$1,473.8 million in 2015. This increase was primarily driven by expansion of various insurance lines of business and an increase in accident and health business. Net written premiums decreased by 1.6% to \$620.3 million in 2016 compared to \$630.7 million in 2015. The difference between the change in gross written premiums compared to the change in net written premiums is primarily due to the transfer of the crop business to the U.S. Reinsurance segment as a result of the Heartland sale. Premiums earned decreased 2.9% to \$593.1 million in 2016 compared to \$611.1 million in 2015. The change in premiums earned relative to net written premiums is the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

Gross written premiums increased by 24.9% to \$1,473.8 million in 2015 compared to \$1,180.4 million in 2014. This increase was primarily driven by an increase in various lines of business as the company focused on expanding its insurance operations. Net written premiums increased by 22.0% to \$630.7 million in 2015 compared to \$516.9 million in 2014, which is consistent with the change in gross written premiums. Premiums earned increased 16.5% to \$611.1 million in 2015 compared to \$524.4 million in 2014. The change in premiums earned relative to net written premiums is the result of timing; premiums are earned ratably over the coverage period whereas written premiums are recorded at the initiation of the coverage period.

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Incurred Losses and LAE. The following table presents the incurred losses and LAE for the Insurance segment for the periods indicated.

(Dollars in millions)	Years Ended December 31,					
	Current Year	Ratio %/ Pt Change	Prior Years	Ratio %/ Pt Change	Total Incurred	Ratio %/ Pt Change
<u>2016</u>						
Attritional	\$ 470.2	79.2 %	\$96.5	16.3 %	\$ 566.7	95.5 %
Catastrophes	22.2	3.7 %	(0.3 )	0.0 %	21.9	3.7 %
Total segment	\$ 492.4	82.9 %	\$96.2	16.3 %	\$ 588.6	99.2 %
<u>2015</u>						
Attritional	\$ 431.4	70.6 %	\$79.8	13.1 %	\$ 511.2	83.7 %
Catastrophes	-	0.0 %	0.3	0.0 %	0.3	0.0 %
Total segment	\$ 431.4	70.6 %	\$80.1	13.1 %	\$ 511.5	83.7 %
<u>2014</u>						
Attritional	\$ 438.8	83.6 %	\$11.3	2.2 %	\$ 450.2	85.8 %
Catastrophes	-	0.0 %	-	0.0 %	-	0.0 %
Total segment	\$ 438.8	83.6 %	\$11.3	2.2 %	\$ 450.2	85.8 %
<u>Variance 2016/2015</u>						
Attritional	\$ 38.8	8.6 pts	\$16.7	3.2 pts	\$ 55.5	11.8 pts
Catastrophes	22.2	3.7 pts	(0.6 )	- pts	21.6	3.7 pts
Total segment	\$ 61.0	12.3 pts	\$16.1	3.2 pts	\$ 77.1	15.5 pts
<u>Variance 2015/2014</u>						
Attritional	\$ (7.4 )	(13.0) pts	\$68.5	10.9 pts	\$ 61.0	(2.1 ) pts
Catastrophes	-	- pts	0.3	- pts	0.3	- pts
Total segment	\$ (7.4 )	(13.0) pts	\$68.8	10.9 pts	\$ 61.3	(2.1 ) pts

(Some amounts may not reconcile due to rounding.)

Incurred losses and LAE increased by 15.1% to \$588.6 million in 2016 compared to \$511.5 million in 2015, mainly due to an increase of \$38.8 million in current year attritional losses, an increase of \$22.2 million in current year catastrophe losses, an increase of \$16.7 million in prior years' attritional losses mainly related to run-off construction liability and umbrella business and the impact of increase in premiums earned. The increase in current year attritional losses primarily related to the impact of several non-catastrophic weather events, a slight deterioration in non-standard automobile business and growth in accident and health business, which tends to have a higher loss ratio, The \$22.2 million of current year catastrophe losses in 2016 were due to the U.S. storms (\$15.0 million), Hurricane Matthew (\$5.5 million) and the Fort McMurray Canada wildfire (\$1.7 million). There were no current year catastrophe losses for the year ended December 31, 2015.

Incurred losses and LAE increased by 13.6% to \$511.5 million in 2015 compared to \$450.2 million in 2014, mainly due to an increase of \$68.5 million in prior years attritional losses related primarily to run-off umbrella and construction liability business, partially offset by a decline of \$7.4 million in current year attritional losses. There were no current year catastrophe losses for the years ended December 31, 2015 and 2014.

Segment Expenses. Commission and brokerage decreased to (\$11.0) million in 2016 compared to (\$5.1) million in 2015. The decrease was mainly due to the impact of changes in the mix of business and the impacts from affiliated quota share agreements. Segment other underwriting expenses increased to \$156.6 million in 2016 compared to

\$130.4 million in 2015. The increase was primarily due to increased expenses due to the build out of our insurance platform.

Commission and brokerage decreased by 128.7% to (\$5.1) million in 2015 compared to \$17.8 million of expense in 2014. The decrease was primarily driven by changes in the mix of business and impacts from affiliated quota share agreements. Segment other underwriting expenses increased to \$130.4 million in 2015 compared to \$111.8 million in 2014. The increase was primarily due to the impact of the increase in premiums earned and increased focus on insurance operations resulting in increased operating expenses, including new hires.

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## SAFE HARBOR DISCLOSURE

This report contains forward-looking statements within the meaning of the U.S. federal securities laws. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in the federal securities laws. In some cases, these statements can be identified by the use of forward-looking words such as "may", "will", "should", "could", "anticipate", "estimate", "expect", "plan", "believe", "predict", "potential" and "intend". Forward-looking statements contained in this report include information regarding our reserves for losses and LAE, the adequacy of our provision for uncollectible balances, estimates of our catastrophe exposure, the effects of catastrophic events on our financial statements and the ability of our subsidiaries to pay dividends.

Forward-looking statements only reflect our expectations and are not guarantees of performance. These statements involve risks, uncertainties and assumptions. Actual events or results may differ materially from our expectations. Important factors that could cause our actual events or results to be materially different from our expectations include those discussed under the caption ITEM 1A, "Risk Factors". We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

### Market Sensitive Instruments.

The SEC's Financial Reporting Release #48 requires registrants to clarify and expand upon the existing financial statement disclosure requirements for derivative financial instruments, derivative commodity instruments and other financial instruments (collectively, "market sensitive instruments"). We do not generally enter into market sensitive instruments for trading purposes.

Our current investment strategy seeks to maximize after-tax income through a high quality, diversified, taxable and tax-preferenced fixed maturity portfolio, while maintaining an adequate level of liquidity. Our mix of taxable and tax-preferenced investments is adjusted periodically, consistent with our current and projected operating results, market conditions and our tax position. The fixed maturity securities in the investment portfolio are comprised of non-trading available for sale securities. Additionally, we have invested in equity securities.

The overall investment strategy considers the scope of present and anticipated Company operations. In particular, estimates of the financial impact resulting from non-investment asset and liability transactions, together with our capital structure and other factors, are used to develop a net liability analysis. This analysis includes estimated payout characteristics for which our investments provide liquidity. This analysis is considered in the development of specific investment strategies for asset allocation, duration and credit quality. The change in overall market sensitive risk exposure principally reflects the asset changes that took place during the period.

Interest Rate Risk. Our \$9.8 billion investment portfolio, at December 31, 2016, is principally comprised of fixed maturity securities, which are generally subject to interest rate risk and some foreign currency exchange rate risk, and some equity securities, which are subject to price fluctuations and some foreign exchange rate risk. The overall economic impact of the foreign exchange risks on the investment portfolio is partially mitigated by changes in the dollar value of foreign currency denominated liabilities and their associated income statement impact.

Interest rate risk is the potential change in value of the fixed maturity securities portfolio, including short-term investments, from a change in market interest rates. In a declining interest rate environment, it includes prepayment risk on the \$790.7 million of mortgage-backed securities in the \$5,970.5 million fixed maturity portfolio. Prepayment risk results from potential accelerated principal payments that shorten the average life and thus the expected yield of the security.

The tables below display the potential impact of market value fluctuations and after-tax unrealized appreciation on our fixed maturity portfolio (including \$306.3 million of short-term investments) for the period indicated based on upward and downward parallel and immediate 100 and 200 basis point shifts in interest rates. For legal entities with a U.S. dollar functional currency, this modeling was performed on each security individually. To generate appropriate price estimate on mortgage-backed securities, changes in prepayment expectations under different interest rate environments were taken into account. For legal entities with non-U.S. dollar functional currency, the effective duration of the involved portfolio of securities was used as a proxy for the market value change under the various interest rate change scenarios.

(Dollars in millions)	Impact of Interest Rate Shift in Basis Points				
	At December 31, 2016				
	-200	-100	0	100	200
Total Market/Fair Value	\$6,630.2	\$6,456.9	\$6,276.8	\$6,089.0	\$5,900.4
Market/Fair Value Change from Base (%)	5.6 %	2.9 %	0.0 %	-3.0 %	-6.0 %
Change in Unrealized Appreciation					
After-tax from Base (\$)	\$229.7	\$117.1	\$-	\$(122.0 )	\$(244.6 )

(Dollars in millions)	Impact of Interest Rate Shift in Basis Points				
	At December 31, 2015				
	-200	-100	0	100	200
Total Market/Fair Value	\$6,216.3	\$6,071.9	\$5,922.1	\$5,761.5	\$5,594.6
Market/Fair Value Change from Base (%)	5.0 %	2.5 %	0.0 %	-2.7 %	-5.5 %
Change in Unrealized Appreciation					
After-tax from Base (\$)	\$191.2	\$97.4	\$-	\$(104.4 )	\$(212.9 )

We had \$8,331.3 million and \$7,940.7 million of gross reserves for losses and LAE as of December 31, 2016 and December 31, 2015, respectively. These amounts are recorded at their nominal value, as opposed to present value, which would reflect a discount adjustment to reflect the time value of money. Since losses are paid out over a period of time, the present value of the reserves is less than the nominal value. As interest rates rise, the present value of the reserves decreases and, conversely, as interest rates decline, the present value increases. These movements are the opposite of the interest rate impacts on the fair value of investments. While the difference between present value and nominal value is not reflected in our financial statements, our financial results will include investment income over time from the investment portfolio until the claims are paid. Our loss and loss reserve obligations have an expected duration that is reasonably consistent with our fixed income portfolio.

**Equity Risk.** Equity risk is the potential change in fair and/or market value of the common stock, preferred stock and mutual fund portfolios arising from changing prices. Our equity investments consist of a diversified portfolio of individual securities. The primary objective of the equity portfolio is to obtain greater total return relative to our core bonds over time through market appreciation and income.

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The tables below display the impact on fair/market value and after-tax change in fair/market value of a 10% and 20% change in equity prices up and down for the periods indicated.

	Impact of Percentage Change in Equity Fair/Market Values At December 31, 2016				
(Dollars in millions)	-20%	-10%	0%	10%	20%
Fair/Market Value of the Equity Portfolio	\$ 710.2	\$ 799.0	\$ 887.8	\$ 976.6	\$ 1,065.4
After-tax Change in Fair/Market Value	(115.4 )	(57.7 )	-	57.7	115.4

	Impact of Percentage Change in Equity Fair/Market Values At December 31, 2015				
(Dollars in millions)	-20%	-10%	0%	10%	20%
Fair/Market Value of the Equity Portfolio	\$ 972.3	\$ 1,093.8	\$ 1,215.4	\$ 1,336.9	\$ 1,458.5
After-tax Change in Fair/Market Value	(158.0 )	(79.0 )	-	79.0	158.0

**Foreign Currency Risk.** Foreign currency risk is the potential change in value, income and cash flow arising from adverse changes in foreign currency exchange rates. Each of our non-U.S. ("foreign") operations maintains capital in the currency of the country of its geographic location consistent with local regulatory guidelines. Each foreign operation may conduct business in its local currency, as well as the currency of other countries in which it operates. The primary foreign currency exposures for these foreign operations are the Singapore and Canadian Dollars. We mitigate foreign exchange exposure by generally matching the currency and duration of our assets to our corresponding operating liabilities. In accordance with FASB guidance, the impact on the market value of available for sale fixed maturities due to changes in foreign currency exchange rates, in relation to functional currency, is reflected as part of other comprehensive income. Conversely, the impact of changes in foreign currency exchange rates, in relation to functional currency, on other assets and liabilities is reflected through net income as a component of other income (expense). In addition, we translate the assets, liabilities and income of non-U.S. dollar functional currency legal entities to the U.S. dollar. This translation amount is reported as a component of other comprehensive income.

The tables below display the potential impact of a parallel and immediate 10% and 20% increase and decrease in foreign exchange rates on the valuation of invested assets subject to foreign currency exposure for the periods indicated. This analysis includes the after-tax impact of translation from transactional currency to functional currency as well as the after-tax impact of translation from functional currency to the U.S. dollar reporting currency.

	Change in Foreign Exchange Rates in Percent At December 31, 2016				
(Dollars in millions)	-20%	-10%	0%	10%	20%
Total After-tax Foreign Exchange Exposure	\$ (130.8 )	\$ (65.4 )	\$ -	\$ 65.4	\$ 130.8

	Change in Foreign Exchange Rates in Percent At December 31, 2015				
(Dollars in millions)	-20%	-10%	0%	10%	20%
Total After-tax Foreign Exchange Exposure	\$ (126.5 )	\$ (63.3 )	\$ -	\$ 63.3	\$ 126.5

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and schedules listed in the accompanying Index to Financial Statements and Schedules on page F-1 are filed as part of this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934 (the Exchange Act), our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management has assessed the effectiveness of our internal control over financial reporting as of December 31, 2016. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework (2013) Based on our assessment we concluded that, as of December 31, 2016, our internal control over financial reporting is effective based on those criteria.

Attestation Report of the Registered Public Accounting Firm

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report due to the Company's status as a non-accelerated filer.

Changes in Internal Control Over Financial Reporting

As required by Rule 13a-15(d) of the Exchange Act, our management, including our Chief Executive Officer and Chief Financial Officer, has evaluated our internal control over financial reporting to determine whether any changes occurred during the fourth fiscal quarter covered by this annual report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there has been no such change during the fourth quarter.

ITEM 9B. OTHER INFORMATION

None.  
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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information for Item 10 is not required pursuant to General Instruction I(2) of Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

Information for Item 11 is not required pursuant to General Instruction I(2) of Form 10-K.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information for Item 12 is not required pursuant to General Instruction I(2) of Form 10-K.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information for Item 13 is not required pursuant to General Instruction I(2) of Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The PricewaterhouseCoopers LLP (and its worldwide affiliates) fees incurred are as follows for the periods indicated:

(Dollars in thousands)	2016	2015
(1) Audit Fees	\$2,092.3	\$2,179.7
(2) Audit-Related Fees	94.0	72.6
(3) Tax Fees	331.3	893.7
(4) All Other Fees	6.3	5.9

Audit fees include the annual audit and quarterly financial statement reviews, subsidiary audits, and procedures required to be performed by the independent auditor to be able to form an opinion on our consolidated financial statements. These other procedures include information systems and procedural reviews and testing performed in order to understand and place reliance on the systems of internal control, and consultations relating to the audit or quarterly review. Audit fees may also include statutory audits or financial audits for our subsidiaries or affiliates and services associated with SEC registration statements, periodic reports and other documents filed with the SEC or other documents issued in connection with securities offerings.

Audit-related fees include assurance and related services that are reasonably related to the performance of the audit or review of our financial statements, including due diligence services pertaining to potential business acquisitions/dispositions, accounting consultations related to accounting, financial reporting or disclosure matters not classified as "audit services"; assistance with understanding and implementing new accounting and financial reporting guidance from rule making authorities; financial audits of employee benefit plans; agreed-upon or expanded audit procedures related to accounting and/or billing records required to respond to or comply with financial, accounting or regulatory reporting matters and assistance with internal control reporting requirements.

Tax fees include tax compliance, tax planning and tax advice and is granted general pre-approval by Group's Audit Committee.

All other fees represent an accounting research subscription and software.



Under its Charter and the "Audit and Non-Audit Services Pre-Approval Policy" (the "Policy"), the Audit Committee is required to pre-approve the audit and non-audit services to be performed by the independent auditors. The Policy mandates specific approval by the Audit Committee for any service that has not received a general pre-approval or that exceeds pre-approved cost levels or budgeted amounts. For both specific and general pre-approval, the Audit Committee considers whether such services are consistent with the SEC's rules on auditor independence. The Audit Committee also considers whether the independent auditors are best positioned to provide the most effective and efficient service and whether the service might enhance the Company's ability to manage or control risk or improve audit quality. The Audit Committee is also mindful of the relationship between fees for audit and non-audit services in deciding whether to pre-approve any such services. It may determine, for each fiscal year, the appropriate ratio between the total amount of audit, audit-related and tax fees and a total amount of fees for certain permissible non-audit services classified below as "All Other Fees". All such factors are considered as a whole, and no one factor is determinative. The Audit Committee further considered whether the performance by PricewaterhouseCoopers LLP of the non-audit related services disclosed below is compatible with maintaining their independence. The Audit Committee approved all of the audit-related fees, tax fees and all other fees for 2016 and 2015.

#### PART IV

#### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

##### Exhibits

The exhibits listed on the accompanying Index to Exhibits on page E-1 are filed as part of this report except that the certifications in Exhibit 32 are being furnished to the SEC, rather than filed with the SEC, as permitted under applicable SEC rules.

##### Financial Statements and Schedules.

The financial statements and schedules listed in the accompanying Index to Financial Statements and Schedules on page F-1 are filed as part of this report.



SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on March 27, 2017.

EVEREST REINSURANCE  
HOLDINGS, INC.

By: /S/ DOMINIC J. ADDESSO  
Dominic J. Addesso  
(Chairman, President and  
Chief Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/S/ DOMINIC J. ADDESSO Dominic J. Addesso	Chairman, President and Chief Executive Officer (Principal Executive Officer)	March 27, 2017
/S/ CRAIG HOWIE Craig Howie	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 27, 2017
/S/ KEITH T. SHOEMAKER Keith T. Shoemaker	Comptroller (Principal Accounting Officer)	March 27, 2017

INDEX TO EXHIBITS

Exhibit No.

2. 1 Agreement and Plan of Merger among Everest Reinsurance Holdings, Inc., Everest Re Group, Ltd. and Everest Re Merger Corporation, incorporated herein by reference to Exhibit 2.1 to the Registration Statement on Form S-4 (No. 333-87361)
3. 1 Certificate of Incorporation of Everest Reinsurance Holdings, Inc., incorporated herein by reference to Exhibit 4.1 to the Registration Statement on Form S-8 (No. 333-05771)
3. 2 By-Laws of Everest Reinsurance Holdings, Inc., incorporated herein by reference to Exhibit 3.2 to the Everest Reinsurance Holdings, Inc. Quarterly Report on Form 10-Q for the quarter ended March 31, 2000
4. 1 Indenture, dated March 14, 2000, between Everest Reinsurance Holdings, Inc. and The Chase Manhattan Bank, as Trustee, incorporated herein by reference to Exhibit 4.1 to Everest Reinsurance Holdings, Inc. Form 8-K filed on March 15, 2000
4. 2 Third Supplemental Indenture relating to Holdings 5.40% Senior Notes due October 15, 2014, dated as of October 12, 2004, among Holdings and JPMorgan Chase Bank, as Trustee, incorporated herein by reference to Exhibit 4.1 to Everest Reinsurance Holdings, Inc. Form 8-K filed on October 12, 2004
4. 3 Fourth Supplemental Indenture relating to Holdings \$400.0 million 4.868% Senior Notes due June 1, 2044, dated June 5 2014, between Holdings and the Bank of New York Mellon, as Trustee, incorporated herein by reference to Exhibit 4.1 to Everest Reinsurance Holdings, Inc. Form 8-K filed on June 5, 2014
10. 1 Completion of Tender Offer relating to Everest Reinsurance Holdings, Inc. 6.60% Fixed to Floating Rate Long Term Subordinated Notes (LoTSS<sup>SM</sup>) dated March 19, 2009, incorporated herein by reference to Exhibit 99.1 to Everest Re Group, Ltd. Form 8-K filed on March 31, 2009
- \*10.2 Employment agreement between Everest Global Services, Inc., Everest Reinsurance Holdings, Inc. and Dominic J. Adesso, dated July 1, 2012, incorporated herein by reference to Exhibit 10.1 to Everest Re Group, Ltd. Form 8-K filed on July 20, 2012
- \*10.3 Employment agreement between Everest Global Services, Inc., Everest Reinsurance Holdings Inc. and Dominic J. Adesso, dated December 4, 2015, incorporated herein by reference to Exhibit 10.1 to Everest Re Group, Ltd. Form 8-K filed on December 8, 2015.
23. 1 Consent of PricewaterhouseCoopers LLP, filed herewith
31. 1 Section 302 Certification of Dominic J. Adesso, filed herewith
31. 2 Section 302 Certification of Craig Howie, filed herewith
32. 1 Section 906 Certification of Dominic J. Adesso and Craig Howie, filed herewith

101.INS XBRL Instance Document

101.SCHXBRL Taxonomy Extension Schema

101.CALXBRL Taxonomy Extension Calculation Linkbase

101.DEF XBRL Taxonomy Extension Definition Linkbase

101.LABXBRL Taxonomy Extension Label Linkbase

101.PRE XBRL Taxonomy Extension Presentation Linkbase

\* Management contract or compensatory plan or arrangement.

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EVEREST REINSURANCE HOLDINGS, INC.

INDEX TO FINANCIAL STATEMENTS AND SCHEDULES

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Schedules other than those listed above are omitted for the reason that they are not applicable or the information is otherwise contained in the Financial Statements.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders  
of Everest Reinsurance Holdings, Inc.:

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Everest Reinsurance Holdings, Inc. and its subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the accompanying index present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedules based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP  
New York, NY  
March 27, 2017  
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EVEREST REINSURANCE HOLDINGS, INC.  
CONSOLIDATED BALANCE SHEETS

(Dollars in thousands, except par value per share)	December 31,	
	2016	2015
<b>ASSETS:</b>		
Fixed maturities - available for sale, at market value (amortized cost: 2016, \$5,910,494; 2015, \$5,335,472)	\$5,970,496	\$5,356,477
Fixed maturities - available for sale, at fair value	-	2,102
Equity securities - available for sale, at fair value	887,800	1,215,377
Short-term investments	306,286	563,536
Other invested assets (cost: 2016, \$613,680; 2015, \$450,154)	613,740	450,154
Other invested assets, at fair value	1,766,626	1,773,214
Cash	297,794	155,429
Total investments and cash	9,842,742	9,516,289
Note receivable - affiliated	250,000	250,000
Accrued investment income	45,323	41,727
Premiums receivable	1,128,639	1,129,656
Reinsurance receivables - unaffiliated	887,657	716,982
Reinsurance receivables - affiliated	3,686,130	3,742,105
Funds held by reinsureds	190,421	176,712
Deferred acquisition costs	73,924	92,651
Prepaid reinsurance premiums	781,384	772,686
Other assets	202,519	256,395
<b>TOTAL ASSETS</b>	<b>\$17,088,739</b>	<b>\$16,695,203</b>
<b>LIABILITIES:</b>		
Reserve for losses and loss adjustment expenses	\$8,331,288	\$7,940,720
Unearned premium reserve	1,312,386	1,349,799
Funds held under reinsurance treaties	110,836	101,531
Losses in the course of payment	82,915	125,592
Commission reserves	52,037	51,873
Other net payable to reinsurers	860,391	1,225,260
4.868% Senior notes due 6/1/2044	396,714	396,594
6.6% Long term notes due 5/1/2067	236,462	236,364
Accrued interest on debt and borrowings	3,537	3,537
Income taxes	142,143	68,024
Unsettled securities payable	27,121	15,040
Other liabilities	267,349	249,658
Total liabilities	11,823,179	11,763,992
Commitments and Contingencies (Note 15)		
<b>STOCKHOLDER'S EQUITY:</b>		
Common stock, par value: \$0.01; 3,000 shares authorized; 1,000 shares issued and outstanding (2016 and 2015)	-	-
Additional paid-in capital	387,567	374,789
Accumulated other comprehensive income (loss), net of deferred income tax expense		

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(benefit) of (\$19,549) at 2016 and (\$33,458) at 2015	(36,315 )	(62,136 )
Retained earnings	4,914,308	4,618,558
Total stockholder's equity	5,265,560	4,931,211
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$17,088,739</b>	<b>\$16,695,203</b>

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)	Years Ended December 31,		
	2016	2015	2014
<b>REVENUES:</b>			
Premiums earned	\$2,094,049	\$2,143,760	\$2,113,726
Net investment income	264,807	273,253	290,310
Net realized capital gains (losses):			
Other-than-temporary impairments on fixed maturity securities	(25,679 )	(78,833 )	(38,912 )
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	-
Other net realized capital gains (losses)	24,770	34,464	245,591
Total net realized capital gains (losses)	(28,941 )	50,335	206,679
Other income (expense)	(10,542 )	29,256	(22,278 )
Total revenues	2,319,373	2,496,604	2,588,437
<b>CLAIMS AND EXPENSES:</b>			
Incurred losses and loss adjustment expenses	1,350,280	1,319,561	1,354,093
Commission, brokerage, taxes and fees	289,982	315,069	339,402
Other underwriting expenses	244,966	214,819	192,032
Corporate expenses	8,277	7,179	7,252
Interest, fee and bond issue cost amortization expense	35,435	35,434	37,970
Total claims and expenses	1,928,940	1,892,062	1,930,749
<b>INCOME (LOSS) BEFORE TAXES</b>	<b>390,433</b>	<b>604,542</b>	<b>657,688</b>
Income tax expense (benefit)	94,683	191,889	203,562
<b>NET INCOME (LOSS)</b>	<b>\$295,750</b>	<b>\$412,653</b>	<b>\$454,126</b>
Other comprehensive income (loss), net of tax:			
Unrealized appreciation (depreciation) ("URA(D)") on securities arising during the period	4,114	(23,157 )	(44,902 )
Less: reclassification adjustment for realized losses (gains) included in net income (loss)	21,273	(817 )	27,073
Total URA(D) on securities arising during the period	25,387	(23,974 )	(17,829 )
Foreign currency translation adjustments	2,849	(54,578 )	(29,210 )
Benefit plan actuarial net gain (loss) for the period	(7,488 )	5,681	(39,110 )
Reclassification adjustment for amortization of net (gain) loss included in net income (loss)	5,073	6,216	3,020
Total benefit plan net gain (loss) for the period	(2,415 )	11,897	(36,090 )
Total other comprehensive income (loss), net of tax	25,821	(66,655 )	(83,129 )
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$321,571</b>	<b>\$345,998</b>	<b>\$370,997</b>



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

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

(Dollars in thousands, except share amounts)	Years Ended December 31,		
	2016	2015	2014
<b>COMMON STOCK (shares outstanding):</b>			
Balance, beginning of period	1,000	1,000	1,000
Balance, end of period	1,000	1,000	1,000
<b>ADDITIONAL PAID-IN CAPITAL:</b>			
Balance, beginning of period	374,789	\$362,293	\$351,051
Share-based compensation plans	12,778	12,496	11,242
Balance, end of period	387,567	374,789	362,293
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS), NET OF DEFERRED INCOME TAXES:</b>			
Balance, beginning of period	(62,136 )	4,519	87,648
Net increase (decrease) during the period	25,821	(66,655 )	(83,129 )
Balance, end of period	(36,315 )	(62,136 )	4,519
<b>RETAINED EARNINGS:</b>			
Balance, beginning of period	4,618,558	4,205,905	3,751,779
Net income (loss)	295,750	412,653	454,126
Balance, end of period	4,914,308	4,618,558	4,205,905
<b>TOTAL STOCKHOLDER'S EQUITY, END OF PERIOD</b>	<b>\$5,265,560</b>	<b>\$4,931,211</b>	<b>\$4,572,717</b>

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

EVEREST REINSURANCE HOLDINGS, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$295,750	\$412,653	\$454,126
Adjustments to reconcile net income to net cash provided by operating activities:			
Decrease (increase) in premiums receivable	1,140	(49,602 )	83,362
Decrease (increase) in funds held by reinsureds, net	(4,445 )	4,737	2,236
Decrease (increase) in reinsurance receivables	(112,797 )	(465,761 )	(460,635 )
Decrease (increase) in income taxes	60,325	57,487	68,206
Decrease (increase) in prepaid reinsurance premiums	(8,083 )	30,985	(138,010 )
Increase (decrease) in reserve for losses and loss adjustment expenses	384,628	184,845	248,053
Increase (decrease) in unearned premiums	(38,271 )	(82,494 )	130,519
Increase (decrease) in other net payable to reinsurers	(364,242 )	204,526	5,130
Increase (decrease) in losses in course of payment	(42,643 )	(51,416 )	(171,071 )
Change in equity adjustments in limited partnerships	(24,486 )	(18,144 )	(28,249 )
Distribution of limited partnership income	32,613	45,235	41,064
Change in other assets and liabilities, net	16,090	7,499	81,388
Non-cash compensation expense	9,481	8,025	7,911
Amortization of bond premium (accrual of bond discount)	18,051	18,160	19,086
Amortization of underwriting discount on senior notes	4	4	46
Net realized capital (gains) losses	28,941	(50,335 )	(206,679 )
Net cash provided by (used in) operating activities	252,056	256,404	136,483
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Proceeds from fixed maturities matured/called - available for sale, at market value	781,744	902,932	1,071,296
Proceeds from fixed maturities matured/called - available for sale, at fair value	-	-	875
Proceeds from fixed maturities sold - available for sale, at market value	704,191	544,955	1,080,276
Proceeds from fixed maturities sold - available for sale, at fair value	5,837	1,824	36,467
Proceeds from equity securities sold - available for sale, at market value	-	16	-
Proceeds from equity securities sold - available for sale, at fair value	695,039	567,069	528,958
Proceeds from sale of subsidiary (net of cash disposed)	47,721	3,934	-
Distributions from other invested assets	1,756,484	51,494	72,323
Cost of fixed maturities acquired - available for sale, at market value	(2,110,113)	(1,811,463)	(2,406,162)
Cost of fixed maturities acquired - available for sale, at fair value	(3,940 )	(2,436 )	(24,097 )
Cost of equity securities acquired - available for sale, at fair value	(324,407 )	(530,538 )	(416,375 )
Cost of other invested assets acquired	(1,928,119)	(93,728 )	(134,373 )
Net change in short-term investments	257,792	(6,145 )	189,139
Net cost of lending for long term note - affiliated	-	-	(250,000 )
Net change in unsettled securities transactions	10,474	(23,447 )	(4,157 )
Net cash provided by (used in) investing activities	(107,297 )	(395,533 )	(255,830 )
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			

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Tax benefit from share-based compensation	3,298	4,472	3,331
Net proceeds from issuance of senior notes	-	-	400,000
Net cost of senior notes maturing	-	-	(250,000 )
Net cash provided by (used in) financing activities	3,298	4,472	153,331
<b>EFFECT OF EXCHANGE RATE CHANGES ON CASH</b>	<b>(5,692 )</b>	<b>(33,889 )</b>	<b>(26,816 )</b>
Net increase (decrease) in cash	142,365	(168,546 )	7,168
Cash, beginning of period	155,429	323,975	316,807
Cash, end of period	\$297,794	\$155,429	\$323,975
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>			
Income taxes paid (recovered)	\$31,018	\$131,632	\$133,057
Interest paid	\$35,217	35,217	38,861
<b>NON-CASH TRANSACTION:</b>			
Exchange of common shares of parent company, held as other invested assets at fair value,	\$-	\$1,773,214	\$-
for preferred shares of an affiliated company, held as other invested assets at fair value			

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2016, 2015 and 2014

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Business and Basis of Presentation.

Everest Reinsurance Holdings, Inc. ("Holdings"), a Delaware company and direct subsidiary of Everest Underwriting Group (Ireland) Limited ("Holdings Ireland"), which is a direct subsidiary of Everest Re Group, Ltd. ("Group"), through its subsidiaries, principally provides property and casualty reinsurance and insurance in the United States of America and internationally. As used in this document, "Company" means Holdings and its subsidiaries.

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP"). The statements include all of the following domestic and foreign direct and indirect subsidiaries of the Company: Everest Reinsurance Company ("Everest Re"), Everest National Insurance Company ("Everest National"), Everest Indemnity Insurance Company ("Everest Indemnity"), Everest Security Insurance Company ("Everest Security"), Everest Reinsurance Company – Escritório de Representação No Brasil Ltda. ("Everest Brazil"), Mt. Whitney Securities, Inc., Everest Denali Insurance Company ("Everest Denali"), Everest Premier Insurance Company ("Everest Premier"), Everest Specialty Underwriters Services, LLC, Heartland Crop Insurance, Inc. ("Heartland"), Everest International Assurance, Ltd. ("Everest Assurance"), Specialty Insurance Group, Inc. ("Specialty"), Specialty Insurance Group - Leisure and Entertainment Risk Purchasing Group LLC ("Specialty RPG"), Mt. McKinley Managers, L.L.C. and Mt. McKinley Insurance Company ("Mt. McKinley"). All amounts are reported in U.S. dollars.

During the third quarter of 2016, the Company established Delaware domiciled property and casualty insurance subsidiaries, Everest Premier and 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, a managing agent for crop insurance, to CGB Diversified Services, Inc. ("CGB"). The operating results of Heartland through August 24, 2016 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, to Clearwater Insurance Company. The operating results of Mt. McKinley through July 13, 2015 are included within the Company's financial statements.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities (and disclosure of contingent assets and liabilities) at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Ultimate actual results could differ, possibly materially, from those estimates.

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.

## B. Investments.

Fixed maturity and equity security investments available for sale, at market value, reflect unrealized appreciation and depreciation, as a result of temporary changes in market value during the period, in stockholder's equity, net of income taxes in "accumulated other comprehensive income (loss)" in the consolidated balance sheets. Fixed maturity, equity securities and other invested assets carried at fair value reflect fair value re-measurements as net realized capital gains and losses in the consolidated statements of operations and comprehensive income (loss). The Company records changes in fair value for its fixed maturities-available for sale, at market value through stockholders' equity, net of taxes in accumulated other comprehensive income (loss) since cash flows from these investments will be primarily used to settle its reserve for losses and loss adjustment expense liabilities. The Company anticipates holding these investments for an extended period as the cash flow from interest and maturities will fund the projected payout of these liabilities. Fixed maturities carried at fair value represent a portfolio of convertible bond securities, which have characteristics similar to equity securities and at times, designated foreign denominated fixed maturity securities, which will be used to settle loss and loss adjustment reserves in the same currency. The Company carries all of its equity securities at fair value except for mutual fund investments whose underlying investments are comprised of fixed maturity securities. For equity securities, available for sale, at fair value, the Company reflects changes in value as net realized capital gains and losses since these securities may be sold in the near term depending on financial market conditions. Interest income on all fixed maturities and dividend income on all equity securities are included as part of net investment income in the consolidated statements of operations and comprehensive income (loss). Unrealized losses on fixed maturities, which are deemed other-than-temporary and related to the credit quality of a security, are charged to net income (loss) as net realized capital losses. Short-term investments are stated at cost, which approximates market value. Realized gains or losses on sales of investments are determined on the basis of identified cost. For some non-publicly traded securities, market prices are determined through the use of pricing models that evaluate securities relative to the U.S. Treasury yield curve, taking into account the issue type, credit quality, and cash flow characteristics of each security. For other non-publicly traded securities, an investment manager's valuation committee will estimate fair value, which is reviewed by the Company for reasonableness. For publicly traded securities, market value is based on quoted market prices or valuation models that use observable market inputs. When a sector of the financial markets is inactive or illiquid, the Company may use its own assumptions about future cash flows and risk-adjusted discount rates to determine fair value. Retrospective adjustments are employed to recalculate the values of asset-backed securities. 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 to effect the calculation of projected and prepayments for pass-through security types. Other invested assets includes limited partnerships, a private placement liquidity sweep facility and rabbi trusts. Cash contributions to and cash distributions from the sweep facility are reported gross in cash flows from investing activities in the consolidated statements of Cash Flows. Limited partnerships are accounted for under the equity method of accounting, which can be recorded on a monthly or quarterly lag. Other invested assets, at fair value, are comprised of convertible preferred stock of Everest Preferred International Holdings, Ltd. ("Preferred Holdings"), an affiliated entity. The fair value of the Preferred Holdings convertible preferred stock at December 31, 2016 was determined using a pricing model and at December 31, 2015 represented the original exchange value for Group's common shares, which occurred on December 21, 2015.

## C. Uncollectible Receivable Balances.

The Company provides reserves for uncollectible reinsurance recoverable and premium receivable balances based on management's assessment of the collectability of the outstanding balances. Such reserves are presented in the table below for the periods indicated.

(Dollars in thousands)	Years Ended December 31,	
	2016	2015
Reinsurance recoverable and premium receivables	\$ 23,011	\$ 22,511



**D. Deferred Acquisition Costs.**

Acquisition costs, consisting principally of commissions and brokerage expenses and certain premium taxes and fees incurred at the time a contract or policy is issued and that vary with and are directly related to the Company's reinsurance and insurance business, are deferred and amortized over the period in which the related premiums are earned. Deferred acquisition costs are limited to their estimated realizable value by line of business based on the related unearned premiums, anticipated claims and claim expenses and anticipated investment income. Deferred acquisition costs amortized to income are presented in the table below for the periods indicated.

	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Deferred acquisition costs	\$289,982	\$315,069	\$339,402

**E. Reserve for Losses and Loss Adjustment Expenses.**

The reserve for losses and loss adjustment expenses ("LAE") is based on individual case estimates and reports received from ceding companies. A provision is included for losses and LAE incurred but not reported ("IBNR") based on past experience. A provision is also included for certain potential liabilities relating to asbestos and environmental ("A&E") exposures, which liabilities cannot be estimated using traditional reserving techniques. See also Note 3. The reserves are reviewed periodically and any changes in estimates are reflected in earnings in the period the adjustment is made. The Company's loss and LAE reserves represent management's best estimate of the ultimate liability. Loss and LAE reserves are presented gross of reinsurance receivables and incurred losses and LAE are presented net of reinsurance.

Accruals for commissions are established for reinsurance contracts that provide for the stated commission percentage to increase or decrease based on the loss experience of the contract. Changes in estimates for such arrangements are recorded as commission expense. Commission accruals for contracts with adjustable features are estimated based on expected loss and LAE.

**F. Premium Revenues.**

Written premiums are earned ratably over the periods of the related insurance and reinsurance contracts. Written premiums related to crop insurance are earned on a seasonal pattern, which is based upon the planting and harvesting periods of each crop season. Unearned premium reserves are established relative to the unexpired contract period. Such reserves are established based upon reports received from ceding companies or estimated using pro rata methods based on statistical data. Reinstatement premiums represent additional premium received on reinsurance coverages, most prevalently catastrophe related, when limits have been depleted under the original reinsurance contract and additional coverage is granted. Written and earned premiums and the related costs, which have not yet been reported to the Company, are estimated and accrued. Premiums are net of ceded reinsurance.

**G. Prepaid Reinsurance Premiums.**

Prepaid reinsurance premiums represent unearned premium reserves ceded to other reinsurers. Prepaid reinsurance premiums for any foreign reinsurers comprising more than 10% of the outstanding balance at December 31, 2016 were collateralized either through collateralized trust arrangements, rights of offset or letters of credit, thereby limiting the credit risk to the Company.

**H. Income Taxes.**

The Company and its wholly-owned subsidiaries file a consolidated U.S. federal income tax return. Foreign subsidiaries and branches of subsidiaries file local tax returns as required. Deferred income taxes have been recorded to recognize the tax effect of temporary differences between the financial reporting and income tax bases of assets and liabilities, which arise because of differences between GAAP and income tax accounting rules.



I. Foreign Currency.

As a global entity, the Company transacts business in numerous currencies through business units located around the world. The base transactional currency for each business unit is determined by the local currency used for most economic activity in that area. Movements in exchange rates related to assets and liabilities at the business units between the original currency and the base currency are recorded through the consolidated statements of operations and comprehensive income (loss) in other income (expense), except for currency movements related to available for sale investments, which are excluded from net income (loss) and accumulated in stockholders' equity, net of deferred taxes.

The business units' base currency financial statements are translated to U.S. dollars using the exchange rates at the end of period for the balance sheets and the average exchange rates in effect for the reporting period for the income statements. Gains and losses resulting from translating the foreign currency financial statements, net of deferred income taxes, are excluded from net income loss and accumulated in stockholder's equity.

J. Segmentation.

The Company, through its subsidiaries, operates in three segments: U.S. Reinsurance, International and Insurance. See also Note 17.

K. Retroactive Reinsurance.

Premiums on ceded retroactive contracts are earned when written with a corresponding reinsurance recoverable established for the amount of reserves ceded. The initial gain, if applicable, is deferred and amortized into income over an actuarially determined expected payout period. Any future loss is recognized immediately and charged against earnings.

L. 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. The Company has included these disclosures within Footnote 3; Reserve for Losses, LAE and Future Policy Benefit Reserve, as part of the Notes to Consolidated Financial Statements.

Disclosures for Investments in Certain Entities that Calculate Net Asset Value Per Share. In May 2015, the FASB issued ASU 2015-07, which removes the requirement to categorize, within the fair value hierarchy, investments for which fair values are estimated using the net asset value practical expedient provided by Accounting Standards Codification 820, Fair Value Measurement. The updated guidance is effective for annual reporting periods beginning after December 15, 2015. The adoption did not have a material impact on the Company's financial statements.

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 adoption did not have a material impact on the Company's financial statements.

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## 2. 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:

(Dollars in thousands)	At December 31, 2016				OTTI in
	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	\$ 693,005	\$ 2,509	\$ (4,434 )	\$ 691,080	\$ -
Obligations of U.S. states and political subdivisions	723,938	18,016	(11,970 )	729,984	-
Corporate securities	2,119,324	50,665	(15,786 )	2,154,203	4,868
Asset-backed securities	136,826	330	(129 )	137,027	-
Mortgage-backed securities					
Commercial	75,435	510	(452 )	75,493	-
Agency residential	721,772	2,365	(8,993 )	715,144	-
Non-agency residential	76	12	-	88	-
Foreign government securities	495,572	22,088	(10,383 )	507,277	-
Foreign corporate securities	944,546	30,015	(14,361 )	960,200	175
Total fixed maturity securities	\$ 5,910,494	\$ 126,510	\$ (66,508 )	\$ 5,970,496	\$ 5,043
	At December 31, 2015				OTTI in
	Amortized Cost	Unrealized Appreciation	Unrealized Depreciation	Market Value	AOCI (a)
(Dollars in thousands)					
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	-
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 tables 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 December 31, 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	\$394,401	\$392,824	\$330,029	\$330,509
Due after one year through five years	2,925,786	2,955,325	2,617,079	2,618,056
Due after five years through ten years	879,762	894,166	870,266	856,230
Due after ten years	776,436	800,429	595,783	631,806
Asset-backed securities	136,826	137,027	145,755	144,982
Mortgage-backed securities				
Commercial	75,435	75,493	61,527	62,446
Agency residential	721,772	715,144	714,907	712,298
Non-agency residential	76	88	126	150
Total fixed maturity securities	\$5,910,494	\$5,970,496	\$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)	Years Ended December 31,	
	2016	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	\$ 33,883	\$ (46,548 )
Fixed maturity securities, other-than-temporary impairment	5,113	9,666
Equity securities	-	(1 )
Other invested assets	60	-
Change in unrealized appreciation (depreciation), pre-tax	39,056	(36,883 )
Deferred tax benefit (expense)	(11,880 )	16,292
Deferred tax benefit (expense), other-than-temporary impairment	(1,789 )	(3,383 )
Change in unrealized appreciation (depreciation), net of deferred taxes, included in stockholder's equity	\$ 25,387	\$ (23,974 )

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:

(Dollars in thousands)	Duration of Unrealized Loss at December 31, 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
Fixed maturity securities - available for sale						
U.S. Treasury securities and obligations of U.S. government agencies and corporations	\$469,571	\$ (4,434 )	\$ -	\$ -	\$469,571	\$ (4,434 )
Obligations of U.S. states and political subdivisions	221,088	(11,486 )	564	(484 )	221,652	(11,970 )
Corporate securities	431,757	(10,121 )	118,172	(5,665 )	549,929	(15,786 )
Asset-backed securities	35,065	(122 )	5,745	(7 )	40,810	(129 )
Mortgage-backed securities						
Commercial	27,230	(391 )	3,060	(61 )	30,290	(452 )
Agency residential	487,000	(6,320 )	90,740	(2,673 )	577,740	(8,993 )
Non-agency residential	-	-	-	-	-	-
Foreign government securities	218,171	(2,713 )	61,542	(7,670 )	279,713	(10,383 )
Foreign corporate securities	264,939	(4,950 )	75,489	(9,411 )	340,428	(14,361 )
Total fixed maturity securities	\$2,154,821	\$ (40,537 )	\$355,312	\$ (25,971 )	\$2,510,133	\$ (66,508 )

(Dollars in thousands)	Duration of Unrealized Loss at December 31, 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
Fixed maturity securities						
Due in one year or less	\$111,926	\$ (322 )	\$21,691	\$ (3,625 )	\$133,617	\$ (3,947 )
Due in one year through five years	1,015,066	(10,567 )	190,960	(16,511 )	1,206,026	(27,078 )
Due in five years through ten years	243,082	(10,369 )	41,371	(2,961 )	284,453	(13,330 )
Due after ten years	235,452	(12,446 )	1,745	(133 )	237,197	(12,579 )
Asset-backed securities	35,065	(122 )	5,745	(7 )	40,810	(129 )
Mortgage-backed securities	514,230	(6,711 )	93,800	(2,734 )	608,030	(9,445 )
Total fixed maturity securities	\$2,154,821	\$ (40,537 )	\$355,312	\$ (25,971 )	\$2,510,133	\$ (66,508 )

The aggregate market value and gross unrealized losses related to investments in an unrealized loss position at December 31, 2016 were \$2,510,133 thousand and \$66,508 thousand, respectively. The market value of securities for the single issuer whose securities comprised the largest unrealized loss position at December 31, 2016, did not exceed 1.0% 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 \$40,537 thousand of unrealized losses related to fixed maturity securities that have been in an unrealized loss position for less than one year were generally comprised of obligations of U.S. states and political subdivisions, domestic and foreign corporate securities, agency residential mortgage-backed securities and foreign government securities. Of these unrealized losses, \$36,646 thousand were related to securities that were rated investment grade by at least one nationally recognized statistical rating agency. The \$25,971 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. Of these unrealized losses \$22,882 thousand is attributable to net unrealized foreign exchange

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losses, as the U.S. dollar has strengthened against other currencies. There was no gross unrealized depreciation for mortgage-backed securities related to sub-prime and alt-A loans. 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 )
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 )

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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 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,

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\$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.

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

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Fixed maturities	\$182,132	\$188,300	\$207,861
Equity securities	32,317	34,418	34,112
Short-term investments and cash	1,234	964	1,190
Other invested assets			
Limited partnerships	25,194	19,613	29,653
Dividends from Parent's shares	-	38,880	31,104
Dividends from preferred shares of affiliate	31,032	-	-
Other	1,017	1,804	3,620
Gross investment income before adjustments	272,926	283,979	307,540
Funds held interest income (expense)	6,073	5,611	5,429
Interest income from Parent	4,300	4,300	-
Gross investment income	283,299	293,890	312,969
Investment expenses	(18,492 )	(20,637 )	(22,658 )
Net investment income	\$264,807	\$273,253	\$290,310

(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 \$316,059 thousand in limited partnerships at December 31, 2016. These commitments will be funded when called in accordance with the partnership agreements, which have investment periods that expire, unless extended, through 2021.

The Company's other invested assets at December 31, 2016 included \$57,126 thousand related to a private placement liquidity sweep facility. The primary purpose of the facility is to enhance the Company's return on its short-term investments and cash positions. The facility invests in high quality, short-duration securities and permits daily liquidity.

Other invested assets, at fair value, as of December 31, 2016, were comprised of preferred shares held in Preferred Holdings, an affiliated company.

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

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Fixed maturity securities, market value:			
Other-than-temporary impairments	\$(25,679)	\$(78,833)	\$(38,912)
Gains (losses) from sales	(6,981)	(36,299)	(2,711)
Fixed maturity securities, fair value:			
Gains (losses) from sales	(1,586)	25	(3,137)
Gains (losses) from fair value adjustments	1,381	(44)	(1,498)
Equity securities, market value:			
Gains (losses) from sales	-	1	-
Equity securities, fair value:			
Gains (losses) from sales	(12,561)	(8,010)	(385)
Gains (losses) from fair value adjustments	51,077	(39,119)	113,065
Other invested assets	18	-	-
Other invested assets, fair value:			
Gains (losses) from exchange	-	88,354	-
Gains (losses) from fair value adjustments	(6,588)	29,549	140,259
Gains (losses) on sale of subsidiary	(28,032)	94,704	-
Short-term investment gains (losses)	10	7	(2)
Total net realized capital gains (losses)	\$(28,941)	\$50,335	\$206,679

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.

Effective August 24, 2016, the Company sold Heartland, its crop Managing General Agent to CGB. The Company has recognized a pre-tax loss on the sale of Heartland of \$28,032 thousand.

On July 13, 2015, the Company sold Mt. McKinley, a wholly-owned subsidiary of the Company to Clearwater Insurance Company, a Delaware domiciled insurance company. The purchase price of \$20,156 thousand was based upon the statutory book value of Mt. McKinley as of the closing date. The Company recognized a pre-tax realized gain of \$94,704 thousand on the sale of Mt. McKinley.

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)	Years Ended December 31,		
	2016	2015	2014
Proceeds from sales of fixed maturity securities	\$710,028	\$546,779	\$1,116,743
Gross gains from sales	18,907	10,935	14,782
Gross losses from sales	(27,474)	(47,209)	(20,630)
Proceeds from sales of equity securities	\$695,039	\$567,085	\$528,958
Gross gains from sales	16,223	26,136	17,921
Gross losses from sales	(28,784)	(34,146)	(18,306)

Securities with a carrying value amount of \$1,415,085 thousand at December 31, 2016, were on deposit with various state or governmental insurance departments in compliance with insurance laws.



## 3. RESERVES FOR LOSSES AND LAE

Reserves for losses and LAE.

Activity in the reserve for losses and LAE is summarized for the periods indicated:

(Dollars in thousands)	At December 31,		
	2016	2015	2014
Gross reserves at January 1	\$7,940,720	\$7,843,856	\$7,653,229
Less reinsurance recoverables	(3,875,073)	(3,702,782)	(3,427,385)
Net reserves at January 1	4,065,647	4,141,074	4,225,844
Incurred related to:			
Current year	1,441,962	1,326,015	1,314,887
Prior years	(91,682 )	(6,454 )	39,206
Total incurred losses and LAE	1,350,280	1,319,561	1,354,093
Paid related to:			
Current year	400,489	357,819	452,662
Prior years	892,207	946,337	926,819
Total paid losses and LAE	1,292,696	1,304,156	1,379,481
Foreign exchange/translation adjustment	8,266	(90,832 )	(59,382 )
Net reserves at December 31	4,131,497	4,065,647	4,141,074
Plus reinsurance recoverables	4,199,791	3,875,073	3,702,782
Gross reserves at December 31	\$8,331,288	\$7,940,720	\$7,843,856

Incurred prior years' reserves decreased by \$91,682 thousand and \$6,454 thousand for the years ended December 31, 2016 and 2015, respectively, and increased by \$39,206 thousand for the year ended December 31, 2014. The decrease for 2016 was attributable to favorable development in the reinsurance segments of \$187,909 thousand related primarily to property and short-tail business in the U.S., property business in Canada, Latin America, Middle East and Africa, as well as favorable development on prior year catastrophe losses, partially offset by \$45,668 thousand of adverse development on A&E reserves. Part of the favorable development in the reinsurance segment related to the 2015 loss from the explosion at the Chinese port of Tianjin. In 2015, this loss was originally estimated to be \$21,566 thousands. At December 31, 2016, this loss was projected to be \$6,261 thousands resulting in \$15,305 thousands of favorable development in 2016. The net favorable development in the reinsurance segments was partially offset by \$96,227 thousand of unfavorable development in the insurance segment primarily related to run-off construction liability and umbrella program business.

The decrease for 2015 was attributable to \$86,540 thousand of favorable development in the reinsurance segments related to treaty casualty, treaty property and catastrophe reserves, partially offset by unfavorable development of \$80,086 thousand in the insurance segment primarily related to construction liability and umbrella business.

The increase for 2014 was attributable to an increase of \$87,362 thousand in A&E reserves along with unfavorable development of \$11,352 thousand in the insurance segment, partially offset by \$59,509 thousand of favorable development in the reinsurance segments related to treaty casualty, treaty property and catastrophe reserves.

The following is information about incurred and paid claims development as of December 31, 2016, net of reinsurance, as well as cumulative claim frequency and the total of incurred but not reported liabilities (IBNR) plus expected development on reported claims included within the net incurred claims amounts. Each of the Company's financial reporting segments has been disaggregated into casualty and property business. The casualty and property

segregation results in groups that have homogeneous loss development characteristics and are large enough to represent credible trends. Generally, casualty claims take longer to be reported and settled, resulting in longer payout patterns and increased volatility. Property claims on the other hand, tend to be reported and settled quicker and therefore tend to exhibit less volatility.

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The property business is more exposed to catastrophe losses, which can result in year over year fluctuations in incurred claims depending on the frequency and severity of catastrophes claims in any one accident year.

The information about incurred and paid claims development for the years ended December 31, 2012 to December 31, 2015 is presented as supplementary information.

These tables present five years of incurred and paid claims development as it is impracticable to retrospectively create the tables for ten years. For the reinsurance groups, for the years prior to 2012, the total of IBNR plus expected development on reported claims was not prepared on an accident year basis. The Company calculated these IBNR amounts in the aggregate for each business unit in total as of prior year end points in time. While business written in the United States would have been allocated to accident year for regulatory reporting purposes, business written outside of the United States would not have been similarly allocated. Attempting to allocate the non-U.S. business IBNR reserves to accident year currently for older year end valuations would require making assumptions and estimates which may not be in line with assumptions that would have been made at the time. A similar situation applies to insurance where the accumulation of the business lines reported in the regulatory filings are not consistent with the breakout of the tables presented below. As a result of not being able to present the information prior to 2012, prospectively an additional year will be added to the tables each reporting year until a ten year table is presented.

The Cumulative Number of Reported Claims is shown only for Insurance Casualty as it is impracticable to provide the information for the remaining groups. The reinsurance groups each include pro rata contracts for which ceding companies provide only summary information via a bordereau. This summary information does not include the number of reported claims underlying the paid and reported losses. Therefore, it is not possible to provide this information. The Insurance Property group includes Accident & Health insurance business. This business is written via a master contract and individual claim counts are not provided. This business represents a significant enough portion of the business in the Insurance Property group so that including the number of reported claims for the remaining business would distort any analytics performed on the group.

The Cumulative Number of Reported Claims shown for the Insurance Casualty is determined by claim and line of business. For example, a claim event with three claimants in the same line of business is a single claim. However, a claim event with a single claimant that spans two lines of business contributes two claims. Cessions under affiliated quota share agreements reduce net losses but do not impact claim counts.

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The following tables present the incurred loss and ALAE and the paid loss and ALAE, net of reinsurance for casualty and property, as well as the average annual percentage payout of incurred claims by age, net of reinsurance for each of our disclosed lines of business.

U.S. Reinsurance – Casualty Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development Cumulative on Reported Number of Reported Claims	
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016	Reported Claims	Number of Reported Claims
2012	\$ 249,427	\$ 211,113	\$ 139,581	\$ 139,137	\$ 145,577	37,168	N/A
2013		117,039	183,581	181,005	186,086	77,332	N/A
2014			197,453	189,580	193,693	112,260	N/A
2015				155,854	178,324	132,688	N/A
2016					171,551	150,094	N/A
					\$ 875,232		

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 2,371	\$ 11,455	\$ 24,593	\$ 54,376	\$ 76,026
2013		4,645	15,589	43,205	73,793
2014			7,102	21,782	47,847
2015				7,881	21,851
2016					7,433
					\$ 226,950
All outstanding liabilities prior to 2012, net of reinsurance					869,493
Liabilities for claims and claim adjustment expenses, net of reinsurance					\$ 1,517,775

(Some amounts may not reconcile due to rounding.)

Average Annual Percentage  
Payout of Incurred Claims by  
Age, Net of Reinsurance  
(unaudited)



Years	1	2	3	4	5
Casualty	3.4%	6.9%	12.7%	18.2%	14.9%

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U.S. Reinsurance – Property Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development Cumulative on Reported Claims		Number of Reported Claims
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016	Reported	Number of Reported Claims	
2012	\$ 581,047	\$ 468,914	\$ 374,436	\$ 371,698	\$ 362,664	1,782	N/A	
2013		281,153	303,058	278,774	247,991	5,341	N/A	
2014			327,032	297,400	238,264	18,179	N/A	
2015				324,705	259,346	41,130	N/A	
2016					423,729	188,254	N/A	
					\$ 1,531,994			

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 129,689	\$ 228,584	\$ 285,761	\$ 310,382	\$ 322,765
2013		119,578	165,294	199,072	213,544
2014			110,081	163,982	189,854
2015				113,186	166,844
2016					156,865
					\$ 1,049,872
All outstanding liabilities prior to 2012, net of reinsurance					54,326
Liabilities for claims and claim adjustment expenses, net of reinsurance					\$ 536,448

(Some amounts may not reconcile due to rounding.)

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance (unaudited)				
	1	2	3	4	5
Property	41.1%	22.8%	13.8%	6.4%	3.4%

## International – Casualty Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development on Reported Claims		Number of Reported Claims
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016	Reported	Number of Reported Claims	
2012	\$ 118,149	\$ 53,561	\$ 32,933	\$ 41,248	\$ 43,426	6,971	N/A	
2013		56,371	38,279	40,297	52,698	17,310	N/A	
2014			55,684	46,674	66,391	32,996	N/A	
2015				53,475	72,931	48,397	N/A	
2016					72,155	57,621	N/A	
					\$ 307,600			

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 7,036	\$ 10,522	\$ 16,375	\$ 19,764	\$ 22,979
2013		5,805	13,659	17,675	21,404
2014			8,149	14,701	20,853
2015				8,322	17,994
2016					10,513
					\$ 93,742
All outstanding liabilities prior to 2012, net of reinsurance					69,124
Liabilities for claims and claim adjustment expenses, net of reinsurance					\$ 282,982

(Some amounts may not reconcile due to rounding.)

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance (unaudited)				
	1	2	3	4	5
Casualty	12.9%	11.7%	9.9%	7.4%	7.4%

## International – Property Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development on Reported Claims		Number of Reported Claims
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016	Reported	Number of Reported Claims	
2012	\$ 270,799	\$ 253,946	\$ 206,031	\$ 209,972	\$ 204,343	30	N/A	
2013		180,751	178,018	170,909	158,426	1,483	N/A	
2014			319,985	262,394	203,087	31,751	N/A	
2015				261,465	173,501	16,201	N/A	
2016					179,737	54,787	N/A	
					\$ 919,094			

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 82,008	\$ 140,733	\$ 173,327	\$ 183,819	\$ 188,178
2013		47,180	99,809	120,790	135,518
2014			58,722	107,116	137,474
2015				56,211	109,416
2016					52,857
					\$ 623,444
All outstanding liabilities prior to 2012, net of reinsurance					100,482
Liabilities for claims and claim adjustment expenses, net of reinsurance					\$ 396,133

(Some amounts may not reconcile due to rounding.)

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance (unaudited)				
	1	2	3	4	5
Property	32.3%	28.8%	14.8%	7.0%	2.1%

Insurance – Casualty Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development on Reported Claims		Number of Reported Claims
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016	Reported	Number of Reported Claims	
2012	\$ 211,633	\$ 174,642	\$ 185,025	\$ 184,456	\$ 188,066	22,750	15,638	
2013		255,726	227,745	230,312	224,374	57,553	21,168	
2014			237,459	238,424	240,318	69,505	24,829	
2015				258,299	258,331	137,267	25,939	
2016					353,447	269,444	23,463	
					\$ 1,264,535			

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 15,671	\$ 55,184	\$ 84,322	\$ 116,511	\$ 133,140
2013		17,106	68,516	101,543	129,619
2014			20,357	71,833	114,055
2015				19,916	67,846
2016					24,681
All outstanding liabilities prior to 2012, net of reinsurance					\$ 469,341
Liabilities for claims and claim adjustment expenses, net of reinsurance					373,822
					\$ 1,169,016

(Some amounts may not reconcile due to rounding.)

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance (unaudited)				
	1	2	3	4	5
Casualty	7.7%	20.9%	16.0%	14.6%	8.8%



Insurance – Property Business

Accident Year (Dollars in thousands)	Incurred Claims and Allocated Claim Adjustment Expenses, Net of reinsurance Years Ended December 31,					At December 31, 2016 Total of IBNR Liabilities Plus Expected Development Cumulative on Reported Claims Number of Reported Claims	
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016 (unaudited)	Reported Claims	Number of Reported Claims
2012	\$ 58,245	\$ 46,862	\$ 43,478	\$ 44,807	\$ 44,235	23	N/A
2013		63,807	56,751	51,988	52,696	1	N/A
2014			67,972	69,718	67,314	477	N/A
2015				80,203	75,707	1,950	N/A
2016					150,924	46,592	N/A
					\$ 390,876		

(Some amounts may not reconcile due to rounding.)

Accident Year (Dollars in thousands)	Cumulative Paid Claims and Allocated Claim Adjustment Expenses, Net of Reinsurance Years Ended December 31,				
	2012 (unaudited)	2013 (unaudited)	2014 (unaudited)	2015 (unaudited)	2016
2012	\$ 26,853	\$ 44,352	\$ 42,807	\$ 44,459	\$ 44,169
2013		35,162	54,060	52,417	52,680
2014			40,218	66,316	66,476
2015				45,264	70,156
2016					71,647
All outstanding liabilities prior to 2012, net of reinsurance					146
Liabilities for claims and claim adjustment expenses, net of reinsurance					\$ 85,893

(Some amounts may not reconcile due to rounding.)

Years	Average Annual Percentage Payout of Incurred Claims by Age, Net of Reinsurance (unaudited)				
	1	2	3	4	5
Property	56.1%	36.4%	-1.8%	2.0%	-0.7%





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Reconciliation of the Disclosure of Incurred and Paid Claims Development to the Liability for Unpaid Claims and Claim Adjustment Expenses

The reconciliation of the net incurred and paid claims development tables to the liability for claims and claim adjustment expenses in the consolidated statement of financial position is as follows.

	December 31, 2016
(Dollars in thousands)	
Net outstanding liabilities	
U.S. Reinsurance Casualty	\$ 1,517,775
U.S. Reinsurance Property	536,448
International Casualty	282,982
International Property	396,133
Insurance Casualty	1,169,016
Insurance Property	85,893
Liabilities for unpaid claims and claim adjustment expenses, net of reinsurance	3,988,248
Reinsurance recoverable on unpaid claims	
U.S. Reinsurance Casualty	958,001
U.S. Reinsurance Property	731,331
International Casualty	456,106
International Property	567,074
Insurance Casualty	1,398,275
Insurance Property	89,005
Total reinsurance recoverable on unpaid claims	4,199,791
Insurance lines other than short-duration	-
Unallocated claims adjustment expenses	110,022
Other	33,227
	143,249
Total gross liability for unpaid claims and claim adjustment expense	\$ 8,331,288

(Some amounts may not reconcile due to rounding.)

Reserving Methodology

The Company maintains reserves equal to our estimated ultimate liability for losses and loss adjustment expense (LAE) for reported and unreported claims for our insurance and reinsurance businesses. Because reserves are based on estimates of ultimate losses and LAE by underwriting or accident year, the Company uses a variety of statistical and actuarial techniques to monitor reserve adequacy over time, evaluate new information as it becomes known, and adjust reserves whenever an adjustment appears warranted. The Company considers many factors when setting reserves including: (1) exposure base and projected ultimate premium; (2) expected loss ratios by product and class of business, which are developed collaboratively by underwriters and actuaries; (3) actuarial methodologies which analyze loss reporting and payment experience, reports from ceding companies and historical trends, such as reserving patterns, loss payments, and product mix; (4) current legal interpretations of coverage and liability; and (5) economic conditions. Insurance and reinsurance loss and LAE reserves represent the Company's best estimate of its ultimate liability. Actual loss and LAE ultimately paid may deviate, perhaps substantially, from such reserves. Net income (gain or loss) will be impacted in a period in which the change in estimated ultimate loss and LAE is recorded.

The detailed data required to evaluate ultimate losses for the Company's insurance business is accumulated from its underwriting and claim systems. Reserving for reinsurance requires evaluation of loss information received from ceding companies. Ceding companies report losses in many forms depending on the type of contract and the agreed or contractual reporting requirements. Generally, pro rata contracts require the submission of a monthly/quarterly account, which includes premium and loss activity for the period with corresponding reserves as established by the ceding company. This information is recorded into the

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Company's records. For certain pro rata contracts, the Company may require a detailed loss report for claims that exceed a certain dollar threshold or relate to a particular type of loss. Excess of loss and facultative contracts generally require individual loss reporting with precautionary notices provided when a loss reaches a significant percentage of the attachment point of the contract or when certain causes of loss or types of injury occur. Experienced claims staff handles individual loss reports and supporting claim information. Based on evaluation of a claim, the Company may establish additional case reserves in addition to the case reserves reported by the ceding company. To ensure ceding companies are submitting required and accurate data, Everest's Underwriting, Claim, Reinsurance Accounting, and Internal Audit Departments perform various reviews of ceding companies, particularly larger ceding companies, including on-site audits.

The Company segments both reinsurance and insurance reserves into exposure groupings for actuarial analysis. The Company assigns business to exposure groupings so that the underlying exposures have reasonably homogeneous loss development characteristics and are large enough to facilitate credible estimation of ultimate losses. The Company periodically reviews its exposure groupings and may change groupings over time as business changes. The Company currently uses approximately 150 exposure groupings to develop reserve estimates. One of the key selection characteristics for the exposure groupings is the historical duration of the claims settlement process. Business in which claims are reported and settled relatively quickly are commonly referred to as short tail lines, principally property lines. On the other hand, casualty claims tend to take longer to be reported and settled and casualty lines are generally referred to as long tail lines. Estimates of ultimate losses for shorter tail lines, with the exception of loss estimates for large catastrophic events, generally exhibit less volatility than those for the longer tail lines.

The Company uses a variety of actuarial methodologies, such as the expected loss ratio method, chain ladder methods, and Bornhuetter-Ferguson methods, supplemented by judgment where appropriate, to estimate ultimate loss and LAE for each exposure group.

**Expected Loss Ratio Method:** The expected loss ratio method uses earned premium times an expected loss ratio to calculate ultimate losses for a given underwriting or accident year. This method relies entirely on expectation to project ultimate losses with no consideration given to actual losses. As such, it may be appropriate for an immature underwriting or accident year where few, if any, losses have been reported or paid, but less appropriate for a more mature year.

**Chain Ladder Method:** Chain ladder methods use a standard loss development triangle to project ultimate losses. Age-to-age development factors are selected for each development period and combined to calculate age-to-ultimate development factors which are then applied to paid or reported losses to project ultimate losses. This method relies entirely on actual paid or reported losses to project ultimate losses. No other factors such as changes in pricing or other expectations are taken into account. It is most appropriate for groups with homogeneous, stable experience where past development patterns are expected to continue in the future. It is least appropriate for groups which have changed significantly over time or which are more volatile.

**Bornhuetter-Ferguson Method:** The Bornhuetter-Ferguson method is a combination of the expected loss ratio method and the chain ladder method. Ultimate losses are projected based partly on actual paid or reported losses and partly on expectation. Incurred but not reported (IBNR) reserves are calculated using earned premium, an a priori loss ratio, and selected age-to-age development factors and added to actual reported (paid) losses to determine ultimate losses. It is more responsive to actual reported or paid development than the expected loss ratio method but less responsive than the chain ladder method. The reliability of the method depends on the accuracy of the selected a priori loss ratio.

Although the Company uses similar actuarial methods for both short tail and long tail lines, the faster reporting of experience for the short tail lines allows the Company to have greater confidence in its estimates of ultimate losses for short tail lines at an earlier stage than for long tail lines. As a result, the Company utilizes, as well, exposure-based methods to estimate its ultimate losses for longer tail lines, especially for immature underwriting or accident years. For both short and long tail lines, the Company supplements these general approaches with analytically based

judgments.  
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Key actuarial assumptions contain no explicit provisions for reserve uncertainty nor does the Company supplement the actuarially determined reserves for uncertainty.

Carried reserves at each reporting date are the Company's best estimate of ultimate unpaid losses and LAE at that date. The Company completes detailed reserve studies for each exposure group annually for both reinsurance and insurance operations. The completed annual reserve studies are "rolled-forward" for each accounting period until the subsequent reserve study is completed. Analyzing the roll-forward process involves comparing actual reported losses to expected losses based on the most recent reserve study. The Company analyzes significant variances between actual and expected losses and post adjustments to its reserves as warranted.

The Company continues to receive claims under expired insurance and reinsurance contracts asserting injuries and/or damages relating to or resulting from environmental pollution and hazardous substances, including asbestos. Environmental claims typically assert liability for (a) the mitigation or remediation of environmental contamination or (b) bodily injury or property damage caused by the release of hazardous substances into the land, air or water. Asbestos claims typically assert liability for bodily injury from exposure to asbestos or for property damage resulting from asbestos or products containing asbestos.

The Company's reserves include an estimate of the Company's ultimate liability for A&E claims. The Company's A&E liabilities emanate from direct insurance business and Everest Re's assumed reinsurance business. All of the contracts of insurance and reinsurance under which the Company has received claims during the past three years, expired more than 20 years ago. There are significant uncertainties surrounding the Company's reserves for its A&E losses.

A&E exposures represent a separate exposure group for monitoring and evaluating reserve adequacy. The following table summarizes incurred losses with respect to A&E reserves on both a gross and net of reinsurance basis for the periods indicated:

(Dollars in thousands)	At December 31,		
	2016	2015	2014
Gross basis:			
Beginning of period reserves	\$433,117	\$476,205	\$402,461
Incurred losses	73,336	40,000	142,233
Paid losses	(65,342 )	(83,088 )	(68,490 )
End of period reserves	\$441,111	\$433,117	\$476,205
Net basis:			
Beginning of period reserves	\$276,540	\$304,286	\$269,370
Incurred losses	45,668	30,879	87,362
Paid losses	(47,798 )	(58,625 )	(52,446 )
End of period reserves	\$274,409	\$276,540	\$304,286

(Some amounts may not reconcile due to rounding.)

On July 13, 2015, the Company closed its agreement to sell all of the outstanding shares of capital stock of Mt. McKinley, a Delaware domiciled insurance company and wholly-owned subsidiary of the Company to Clearwater Insurance Company, a Delaware domiciled insurance company. The purchase price of \$20,156 thousand was based upon the statutory book value of Mt. McKinley as of the closing date. The Company recognized a pre-tax realized gain of \$94,704 thousand on the sale of Mt. McKinley.

**Reinsurance Receivables.** Reinsurance receivables for both paid and unpaid losses totaled \$4,573,787 thousand and \$4,459,087 thousand at December 31, 2016 and 2015, respectively. At December 31, 2016, \$3,651,720 thousand, or

79.8%, was receivable from Everest Reinsurance (Bermuda), Ltd. ("Bermuda Re"), an affiliated entity, and is fully collateralized by a trust agreement. No other retrocessionaire accounted for more than 5% of reinsurance receivables.

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#### 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.

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 forty-two private placement securities, the investment manager's valuation committee valued the forty-two securities at \$86,536 thousand at December 31, 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 public equity portfolio which had a fair value at December 31, 2016 and December 31, 2015 of \$133,755 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 December 31, 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 December 31, 2016 was determined using a pricing model and the value at December 31, 2015 was the 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)	December 31, 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	\$ 691,080	\$-	\$691,080	\$ -
Obligations of U.S. States and political subdivisions	729,984	-	729,984	-
Corporate securities	2,154,203	-	2,089,006	65,197
Asset-backed securities	137,027	-	137,027	-
Mortgage-backed securities				
Commercial	75,493	-	75,493	-
Agency residential	715,144	-	715,144	-
Non-agency residential	88	-	88	-
Foreign government securities	507,277	-	507,277	-
Foreign corporate securities	960,200	-	957,662	2,538
Total fixed maturities, market value	5,970,496	-	5,902,761	67,735
Fixed maturities, fair value				
Equity securities, fair value	887,800	827,237	60,563	-
Other invested assets, fair value	1,766,626	-	-	1,766,626

In addition, \$18,801 thousand of investments within other invested assets on the consolidated balance sheet as of December 31, 2016 are not included within the fair value hierarchy table as the assets are valued using the NAV practical expedient guidance within ASU 2015-07.

There were no transfers between Level 1 and Level 2 for the twelve months ended December 31, 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)	December 31, 2016				December 31, 2015			
	Corporate Securities	CMBS	Foreign Corporate	Total	Corporate Securities	CMBS	Foreign Corporate	Total
Beginning balance	\$3,933	\$ -	\$ 1,593	\$5,526	\$-	\$8,597	\$ 7,166	\$15,763
Total gains or (losses) (realized/unrealized)								
Included in earnings	100	-	(1,193 )	(1,093 )	6	-	(9,480 )	(9,474 )
Included in other comprehensive income (loss)	41	15	-	56	(52 )	-	3,908	3,856
Purchases, issuances and settlements	63,054	(40 )	2,138	65,152	3,625	-	-	3,625
Transfers in and/or (out) of Level 3	(1,931 )	25	-	(1,906 )	354	(8,597)	(1 )	(8,244 )
Ending balance	\$65,197	\$ -	\$ 2,538	\$67,735	\$3,933	\$-	\$ 1,593	\$5,526

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

\$-	\$ -	\$ -	\$-	\$-	\$-	\$ 9,721	\$9,721
-----	------	------	-----	-----	-----	----------	---------

(Some amounts may not reconcile  
due to rounding.)

The net transfers to/(from) level 3, fair value measurements using significant unobservable inputs were (\$1,906) thousand and (\$8,244) thousand of investments for the years ended December 31, 2016 and 2015, respectively. The \$1,906 thousand and \$8,244 thousand primarily related to securities that were priced using single non-binding broker quotes as of December 31, 2015 and 2014, respectively. The securities were subsequently priced using a recognized pricing service as of December 31, 2016 and 2015, and were classified as level 2 as of those dates.

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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)	Years Ended December 31,	
	2016	2015
Other invested assets, fair value:		
Beginning balance	\$ 1,773,214	\$ -
Total gains or (losses) (realized/unrealized)		
Included in earnings	(6,588 )	-
Included in other comprehensive income (loss)	-	-
Purchases, issuances and settlements	-	1,773,214
Transfers in and/or (out) of Level 3	-	-
Ending balance	\$ 1,766,626	\$ 1,773,214

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

	\$ -	\$ -
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(Some amounts may not reconcile due to rounding.)

#### 5. CREDIT FACILITY - EXPIRED

Effective August 15, 2011, the Company entered into a three year, \$150,000 thousand unsecured revolving credit facility, referred to as the "Holdings Credit Facility", which expired on August 15, 2014. The Company decided not to renew the Holdings Credit Facility at expiration.

The following table presents the costs incurred in connection with the Holdings Credit Facility for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Credit facility fees incurred	\$ -	\$ -	\$ 97

#### 6. 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	December 31, 2016		December 31, 2015	
				Consolidated Sheet Balance	Market Value	Consolidated Sheet Balance	Market Value
4.868% Senior notes	06/05/2014	06/01/2044	400,000	\$396,714	\$ 383,612	\$396,594	\$ 381,204
5.40% Senior notes	10/12/2004	10/15/2014	250,000	-	-	-	-

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. The proceeds from the issuance have been used in part to pay off the \$250,000 thousand of 5.40% senior notes which matured on October 15, 2014.

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

Years Ended December 31,

(Dollars in thousands)	2016	2015	2014
Interest expense incurred	\$19,472	\$19,472	\$21,818

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## 7. 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		December 31, 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	\$ 236,462	\$ 204,636	\$ 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:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Interest expense incurred	\$ 15,749	\$ 15,749	\$ 15,749



## 8. COLLATERALIZED 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 December 31, 2016, the total amount on deposit in the trust account was \$351,221 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.

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.

## 9. OPERATING LEASE AGREEMENTS

The future minimum rental commitments, exclusive of cost escalation clauses, at December 31, 2016, for all of the Company's operating leases with remaining non-cancelable terms in excess of one year are as follows:

(Dollars in thousands)	
2017	\$ 13,559
2018	14,227
2019	14,028
2020	13,624
2021	4,984
Thereafter	16,451
Net commitments	\$76,874

(Some amounts may not reconcile due to rounding.)

All of these leases, the expiration terms of which range from 2018 to 2027, are for the rental of office space. Rental expense was \$14,841 thousand, \$14,145 thousand and \$13,028 thousand for the years ended December 31, 2016, 2015 and 2014, respectively.

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## 10. INCOME TAXES

All of the income of Holdings U.S. subsidiaries, including its foreign branches, is subject to the applicable federal, foreign, state and local income taxes on corporations. The provision for income taxes in the Consolidated Statement of Operations and Comprehensive Income (Loss) has been determined by applying the respective tax laws to the income of each entity. The significant components of the provision are as follows for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Current tax expense (benefit):			
U.S.	\$13,340	\$52,347	\$104,327
Foreign	12,682	30,373	33,171
Total current tax expense (benefit)	26,022	82,720	137,498
Total deferred U.S. tax expense (benefit)	68,661	109,169	66,064
Total income tax expense (benefit)	\$94,683	\$191,889	\$203,562

A reconciliation of the total income tax provision using the statutory U.S. Federal Income tax rate to the Company's total income tax provision is as follows for the period indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Expected income tax provision at the U.S. statutory tax rate	\$136,650	\$211,588	\$230,190
Increase (reduction) in taxes resulting from:			
Tax exempt income	(9,078 )	(10,004 )	(12,231 )
Dividend received deduction	(4,335 )	(4,851 )	(5,428 )
Proration	1,931	2,160	1,835
Tax audit settlement	(19,204 )	-	-
Other, net	(11,281 )	(7,005 )	(10,804 )
Total income tax provision	\$94,683	\$191,889	\$203,562

(Some amounts may not reconcile due to rounding.)

During 2016, the Internal Revenue Service ("IRS") completed its audit of the Company for the 2009 through 2013 tax years and issued a final Revenue Agent Report ("RAR"). The RAR reflected that the IRS owed the Company a net refund for the five years of \$44,241 thousand plus interest of \$3,396 thousand. In addition, the Company will subsequently file amended tax returns for those years plus 2014 and 2015 for \$34,234 thousand in net refunds, reflecting the conversion of foreign premium tax deductions into foreign tax credits ("FTCs"). The overall net refunds due to the Company resulted primarily from the carryback of capital losses incurred in 2009 and 2010 to 2006 and 2007, from the conversion of foreign premium tax deductions into FTCs and from increased utilization of such FTCs as well as the increased utilization of Alternative Minimum Tax ("AMT") credit carryforwards. The net refund due the Company as a result of the RAR is required to be reviewed and approved by IRS Joint Committee since such amount is more than \$5,000 thousand.

The Company has no reserve for uncertain tax positions.

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Deferred income taxes reflect the tax effect of the temporary differences between the value of assets and liabilities for financial statement purposes and such values as measured by U.S. tax laws. The principal items making up the net deferred income tax assets/(liabilities) are as follows for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Deferred tax assets:		
Loss reserve	\$ 104,547	\$ 169,771
Unearned premium reserve	37,573	40,624
Net unrecognized losses on benefit plans	35,271	33,971
Unrealized foreign currency losses	28,111	-
Benefit plan liabilities	14,576	18,747
Uncollectible reinsurance reserve	5,534	5,534
Investment impairments	3,093	23,481
Deferred expenses	2,884	3,182
Foreign tax credits	-	11,836
Alternative minimum tax credits	-	7,604
Other assets	10,845	11,502
Total deferred tax assets	242,434	326,252
Deferred tax liabilities:		
Net fair value income	398,270	401,305
Deferred acquisition costs	26,652	33,227
Net unrealized investment gains	20,626	6,811
Partnership Investments	11,269	6,034
Gain on tender of debt	10,958	16,437
Bond market discount	1,092	2,674
Unrealized foreign currency gains	-	2,216
Other liabilities	2,008	3,419
Total deferred tax liabilities	470,875	472,123
Net deferred tax assets/(liabilities)	\$(228,441)	\$(145,871)

(Some amounts may not reconcile due to rounding.)

At December 31, 2016, the Company has no FTCs or AMT credit carry forwards. Management believes that it is more likely than not that the Company will realize all of its deferred tax assets. Accordingly, no valuation allowance has been recorded for the periods presented.

The Company has recorded tax benefits related to share-based compensation deductions for dividends on restricted stock, vesting of restricted stock and exercised stock options in 2016 and 2015, respectively, of \$3,291 thousand and \$4,469 thousand to additional paid-in capital in the shareholders' equity section of the Consolidated Balance Sheets.

## 11. REINSURANCE

The Company utilizes reinsurance agreements to reduce its exposure to large claims and catastrophic loss occurrences. These agreements provide for recovery from reinsurers of a portion of losses and LAE under certain circumstances without relieving the Company of its underlying obligations to the policyholders. Losses and LAE incurred and premiums earned are reported after deduction for reinsurance. In the event that one or more of the reinsurers were unable to meet their obligations under these reinsurance agreements, the Company would not realize the full value of the reinsurance recoverable balances. The Company may hold partial collateral, including letters of

credit and funds held, under these agreements. See also Note 1C, Note 3 and Note 8.

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Premiums written and earned and incurred losses and LAE are comprised of the following for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
<b>Written premiums:</b>			
Direct	\$1,699,204	\$1,511,217	\$1,179,034
Assumed	3,364,524	3,484,414	3,786,260
Ceded	(3,015,606)	(2,902,348)	(2,858,320)
Net written premiums	\$2,048,122	\$2,093,283	\$2,106,974
<b>Premiums earned:</b>			
Direct	\$1,608,783	\$1,439,795	\$1,148,297
Assumed	3,492,598	3,637,484	3,685,784
Ceded	(3,007,332)	(2,933,519)	(2,720,355)
Net premiums earned	\$2,094,049	\$2,143,760	\$2,113,726
<b>Incurred losses and LAE:</b>			
Direct	\$1,415,933	\$1,235,012	\$1,073,485
Assumed	1,674,342	1,728,661	1,855,057
Ceded	(1,739,995)	(1,644,112)	(1,574,449)
Net incurred losses and LAE	\$1,350,280	\$1,319,561	\$1,354,093

The Company engages in reinsurance transactions with Bermuda Re, Everest International Reinsurance, Ltd. ("Everest International"), Mt. Logan Re, Ltd. ("Mt. Logan Re"), Everest Insurance Company of Canada ("Everest Canada") and Lloyd's Syndicate 2786, which are affiliated companies primarily driven by enterprise risk and capital management considerations under which business is ceded at market rates and terms.

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
01/01/2010-12/31/2010	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
01/01/2012-12/31/2012	Everest Re	50.0%	Bermuda Re	property / casualty business	100,000	200,000
01/01/2015-12/31/2016	Everest Re	50.0%	Bermuda Re	property / casualty business	162,500	325,000
01/01/2017	Everest Re	60.0%	Bermuda Re	property / casualty business	219,000	438,000

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01/01/2010-12/31/2010	Everest Re-Canadian Branch	60.0%	Bermuda Re	property business	350,000	(1)	-
01/01/2011-12/31/2011	Everest Re-Canadian Branch	60.0%	Bermuda Re	property business	350,000	(1)	-
01/01/2012-12/31/2012	Everest Re-Canadian Branch	75.0%	Bermuda Re	property / casualty business	206,250	(1)	412,500 (1)
01/01/2013-12/31/2013	Everest Re-Canadian Branch	75.0%	Bermuda Re	property / casualty business	150,000	(1)	412,500 (1)
01/01/2014	Everest Re-Canadian Branch	75.0%	Bermuda Re	property / casualty business	262,500	(1)	412,500 (1)
01/01/2012	Everest Canada	80.0%	Everest Re-Canadian Branch	property business	-	-	-

(1) 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.

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)	Years Ended December 31,		
	2016	2015	2014
Ceded written premiums	\$2,324,314	\$2,283,815	\$2,273,222
Ceded earned premiums	2,353,801	2,316,096	2,208,084
Ceded losses and LAE (a)	1,307,722	1,293,997	1,196,118

<u>Everest International</u> (Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Ceded written premiums	\$ 98	\$ 395	\$ 286
Ceded earned premiums	110	522	563
Ceded losses and LAE	3,467	673	(2,356 )

<u>Everest Canada</u> (Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Assumed written premiums	\$53,653	\$39,819	\$37,436
Assumed earned premiums	49,156	35,988	25,925
Assumed losses and LAE	38,568	20,345	15,401

<u>Lloyd's Syndicate 2786</u> (Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Assumed written premiums	\$ 18,994	\$ -	\$ -
Assumed earned premiums	5,038	-	-
Assumed losses and LAE	4,938	-	-

(a) Ceded losses and LAE include the Mt. McKinley loss portfolio transfer that constitutes losses ceded under retroactive reinsurance and therefore, in accordance with FASB guidance, amortization of deferred gain on retroactive reinsurance is reflected in other income on the consolidated statements of operations and comprehensive income (loss). Upon the sale of Mt. McKinley, the value of the remaining deferred gain on retroactive reinsurance was included in the calculation of the realized gain on sale of subsidiary.

Everest Re sold net assets of its UK branch to Bermuda Re and provided Bermuda Re with a reserve indemnity agreement allowing for indemnity payments of up to 90% of 25.0 million of the excess of 2002 and prior reserves, provided that any recognition of profit from the reserves for 2002 and prior underwriting years is taken into account.



Effective February 27, 2013, Group established a new subsidiary, Mt. Logan Re, which is a Class 3 insurer based in Bermuda. Effective July 1, 2013, Mt. Logan Re established separate segregated accounts for its business activity, which will invest in a diversified set of catastrophe exposures.

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The following table summarizes the premiums and losses that are ceded by the Company to Mt. Logan Re segregated accounts and assumed by the Company from Mt. Logan Re segregated accounts.

<u>Mt. Logan Re Segregated Accounts</u>	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Ceded written premiums	\$160,091	\$209,162	\$122,203
Ceded earned premiums	155,010	201,416	122,979
Ceded losses and LAE	38,739	40,753	28,844
Assumed written premiums	14,563	15,421	13,889
Assumed earned premiums	14,563	15,421	13,889
Assumed losses and LAE	-	-	-

12. 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:

	Years Ended December 31,								
	2016			2015			2014		
(Dollars in thousands)	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Unrealized appreciation (depreciation) ("URA(D)") on securities - temporary URA(D) on securities - OTTI	\$1,302	\$(512)	\$790	\$(43,777)	\$14,337	\$(29,440)	\$(59,318)	\$20,744	\$(38,574)
Reclassification of net realized losses (gains) included in net income (loss)	5,113	(1,789)	3,324	9,666	(3,383)	6,283	(9,735)	3,407	(6,328)
Foreign currency translation adjustments	32,642	(11,369)	21,273	(2,772)	1,955	(817)	41,624	(14,551)	27,073
Benefit plan actuarial net gain (loss)	4,388	(1,539)	2,849	(83,966)	29,388	(54,578)	(44,938)	15,728	(29,210)
Reclassification of amortization of net gain (loss) included in net income (loss)	(11,520)	4,032	(7,488)	8,740	(3,059)	5,681	(60,169)	21,059	(39,110)
Total other comprehensive	7,805	(2,732)	5,073	9,563	(3,347)	6,216	4,647	(1,627)	3,020
	\$39,730	\$(13,909)	\$25,821	\$(102,546)	\$35,891	\$(66,655)	\$(127,890)	\$44,761	\$(83,129)

income (loss)

(Some amounts  
may not  
reconcile due to  
rounding)

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

AOCI component (Dollars in thousands)	Years Ended December 31,		Affected line item within the statements of operations and comprehensive income (loss)
	2016	2015	
URA(D) on securities	\$ 32,642	\$ (2,772	) Other net realized capital gains (losses)
	(11,369	) 1,955	) Income tax expense (benefit)
	\$ 21,273	\$ (817	) Net income (loss)
Benefit plan net gain (loss)	\$ 7,805	\$ 9,563	) Other underwriting expenses
	(2,732	) (3,347	) Income tax expense (benefit)
	\$ 5,073	\$ 6,216	) Net income (loss)

(Some amounts may not reconcile due to  
rounding)

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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)	Years Ended December 31,	
	2016	2015
Beginning balance of URA (D) on securities	\$ 13,654	\$ 37,628
Current period change in URA (D) of investments - temporary	22,063	(30,257 )
Current period change in URA (D) of investments - non-credit OTTI	3,324	6,283
Ending balance of URA (D) on securities	39,041	13,654
Beginning balance of foreign currency translation adjustments	(12,701 )	41,877
Current period change in foreign currency translation adjustments	2,849	(54,578 )
Ending balance of foreign currency translation adjustments	(9,852 )	(12,701 )
Beginning balance of benefit plan net gain (loss)	(63,089 )	(74,986 )
Current period change in benefit plan net gain (loss)	(2,415 )	11,897
Ending balance of benefit plan net gain (loss)	(65,504 )	(63,089 )
Ending balance of accumulated other comprehensive income (loss)	\$ (36,315 )	\$ (62,136 )

### 13. EMPLOYEE BENEFIT PLANS

#### Defined Benefit Pension Plans.

The Company maintains both qualified and non-qualified defined benefit pension plans for its U.S. employees employed prior to April 1, 2010. Generally, the Company computes the benefits based on average earnings over a period prescribed by the plans and credited length of service. The Company's non-qualified defined benefit pension plan, affected in October 1995, provides compensating pension benefits for participants whose benefits have been curtailed under the qualified plan due to Internal Revenue Code limitations.

Although not required to make contributions under IRS regulations, the following table summarizes the Company's contributions to the defined benefit pension plans for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Company contributions	\$30,821	\$5,949	\$16,484

The following table summarizes the Company's pension expense for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Pension expense	\$17,188	\$22,682	\$18,543

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The following table summarizes the status of these defined benefit plans for U.S. employees for the periods indicated:

(Dollars in thousands)	Years Ended December 31,	
	2016	2015
Change in projected benefit obligation:		
Benefit obligation at beginning of year	\$ 254,022	\$ 270,065
Service cost	10,924	12,511
Interest cost	9,485	10,759
Actuarial (gain)/loss	12,155	(18,595 )
Benefits paid	(4,733 )	(20,718 )
Projected benefit obligation at end of year	281,853	254,022
Change in plan assets:		
Fair value of plan assets at beginning of year	135,087	157,090
Actual return on plan assets	10,331	(7,234 )
Actual contributions during the year	30,821	5,949
Benefits paid	(4,733 )	(20,718 )
Fair value of plan assets at end of year	171,506	135,087
Funded status at end of year	\$ (110,348 )	\$ (118,936 )

(Some amounts may not reconcile due to rounding.)

Amounts recognized in the consolidated balance sheets for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Other assets (due beyond one year)	\$-	\$-
Other liabilities (due within one year)	(2,371 )	(1,869 )
Other liabilities (due beyond one year)	(107,977)	(117,067)
Net amount recognized in the consolidated balance sheets	\$ (110,348)	\$ (118,936)

Amounts not yet reflected in net periodic benefit cost and included in accumulated other comprehensive income (loss) for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Prior service cost	\$-	\$-
Accumulated income (loss)	(96,965)	(91,920)
Accumulated other comprehensive income (loss)	\$ (96,965)	\$ (91,920)

(Some amounts may not reconcile due to rounding.)

Other changes in other comprehensive income (loss) for the periods indicated are as follows:

(Dollars in thousands)	Years Ended December 31,	
	2016	2015
Other comprehensive income (loss) at December 31, prior year	\$ (91,920 )	\$ (102,692 )
Net gain (loss) arising during period	(12,982 )	(259 )
Recognition of amortizations in net periodic benefit cost:		
Prior service cost	-	21

Actuarial loss	7,937	11,011
Other comprehensive income (loss) at December 31, current year	\$ (96,965 )	\$ (91,920 )

(Some amounts may not reconcile due to rounding.)

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Net periodic benefit cost for U.S. employees included the following components for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Service cost	\$10,924	\$12,511	\$10,015
Interest cost	9,485	10,759	10,474
Expected return on assets	(11,158)	(11,620)	(11,288)
Amortization of actuarial loss from earlier periods	7,937	9,243	4,341
Amortization of unrecognized prior service cost	-	21	49
Settlement	-	1,768	4,953
Net periodic benefit cost	\$17,188	\$22,682	\$18,543

Other changes recognized in other comprehensive income (loss):

Other comprehensive income (loss) attributable to change from prior year	5,045	(10,773)
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Total recognized in net periodic benefit cost and other comprehensive income (loss)

\$22,233 \$11,909

(Some amounts may not reconcile due to rounding.)

The estimated transition obligation, actuarial loss and prior service cost that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next year are \$0 thousand, \$8,758 thousand and \$0 thousand, respectively.

The weighted average discount rates used to determine net periodic benefit cost for 2016, 2015 and 2014 were 4.38%, 4.00% and 5.00%, respectively. The rate of compensation increase used to determine the net periodic benefit cost for 2016, 2015 and 2014 was 4.00%. The expected long-term rate of return on plan assets for 2016, 2015 and 2014 was 7.50% and was based on expected portfolio returns and allocations.

The weighted average discount rates used to determine the actuarial present value of the projected benefit obligation for years end 2016, 2015 and 2014 were 4.16%, 4.38% and 4.00%, respectively.

The following table summarizes the accumulated benefit obligation for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Qualified Plan	\$211,720	\$188,702
Non-qualified Plan	21,123	17,756
Total	\$232,843	\$206,458

(Some amounts may not reconcile due to rounding.)

The following table displays the plans with projected benefit obligations in excess of plan assets for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Qualified Plan		
Projected benefit obligation	\$254,320	\$229,719
Fair value of plan assets	171,506	135,087
Non-qualified Plan		
Projected benefit obligation	\$27,534	\$24,303

Fair value of plan assets       -               -

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The following table displays the plans with accumulated benefit obligations in excess of plan assets for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Qualified Plan		
Accumulated benefit obligation	\$211,720	\$188,702
Fair value of plan assets	171,506	135,087
Non-qualified Plan		
Accumulated benefit obligation	\$21,123	\$17,756
Fair value of plan assets	-	-

The following table displays the expected benefit payments in the periods indicated:

(Dollars in thousands)	
2017	\$7,926
2018	10,069
2019	12,993
2020	10,732
2021	12,936
Next 5 years	72,113

Plan assets consist of shares in investment trusts with 78%, 13%, 7% and 2% of the underlying assets consisting of equity securities, fixed maturities, limited partnerships and cash, respectively. The Company manages the qualified plan investments for U.S. employees. The assets in the plan consist of debt and equity mutual funds. Due to the long term nature of the plan, the target asset allocation has historically been 70% equities and 30% bonds.

The following tables present the fair value measurement levels for the qualified plan assets at fair value for the periods indicated:

(Dollars in thousands)	December 31, 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:				
Cash	\$ -	\$ -	\$ -	\$ -
Short-term investments, which approximates fair value (a)	3,665	3,665	-	-
Mutual funds, fair value				
Fixed income (b)	21,445	21,445	-	-
Equities (c)	122,213	122,213	-	-
Multi-strategy equity fund, fair value (d)	11,274	-	-	11,274
Total	\$ 158,597	\$ 147,323	\$ -	\$ 11,274

(Some amounts may not reconcile due to rounding.)

(a) This category includes high quality, short-term money market instruments, which are issued and payable in U.S. dollars.

This category includes fixed income funds, which invest in investment grade securities of corporations,  
(b) governments and government agencies with approximately 50% in U.S. securities and 50% in international securities.

This category includes funds, which invest in small, mid and multi-cap equity securities including common stocks,  
(c) securities convertible into common stock and securities with common stock characteristics, such as rights and warrants, with approximately 90% in U.S. equities and 10% in international equities.

(d) This category consists of a privately held fund of U.S. and international equity funds and may include currency hedges for the foreign funds. The fair value is provided by the external investment manager.

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(Dollars in thousands)	December 31, 2015	Fair Value Measurement Using:		
		Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
		(Level 1)	(Level 2)	(Level 3)
Assets:				
Cash	\$ -	\$ -	\$ -	\$ -
Short-term investments, which approximates fair value (a)	4,034	4,034	-	-
Mutual funds, fair value				
Fixed income (b)	22,537	22,537	-	-
Equities (c)	86,505	86,505	-	-
Multi-strategy equity fund, fair value (d)	10,673	-	-	10,673
Total	\$ 123,749	\$ 113,076	\$ -	\$ 10,673

(Some amounts may not reconcile due to rounding.)

(a) This category includes high quality, short-term money market instruments, which are issued and payable in U.S. dollars.

This category includes fixed income funds, which invest in investment grade securities of corporations, (b) governments and government agencies with approximately 50% in U.S. securities and 50% in international securities.

This category includes funds, which invest in small, mid and multi-cap equity securities including common stocks, (c) securities convertible into common stock and securities with common stock characteristics, such as rights and warrants, with approximately 90% in U.S. equities and 10% in international equities.

This category consists of a privately held fund of U.S. and international equity funds and may include currency (d) hedges for the foreign funds. The fair value is provided by the external investment manager.

In addition, \$12,909 thousand and \$11,338 thousand of private equity limited partnerships were recorded as part of the qualified plan assets at December 31, 2016 and 2015, respectively, are not included within the fair value hierarchy tables as the assets are valued using the NAV practical expedient guidance within ASU 2015-07.

The following table presents the activity under Level 3, fair value measurements using significant unobservable inputs for fixed maturity investments, for the period indicated:

(Dollars in thousands)	Year Ended December 31,	
	2016	2015
Assets:		
Balance, beginning of period	\$ 10,673	\$ 10,629
Actual return on plan assets:		
Realized gains (losses) relating to assets sold during the period	28	9
Unrealized gains (losses) relating to assets still held at the reporting date	517	12
Purchases and capital contributions	-	161
Investment income earned on assets	189	-
Sales and capital distributions	(134)	(138)
Transfers in and/or (out) of Level 3	-	-

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Balance, end of period	\$ 11,274	\$ 10,673
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The amount of total gains (losses) for the period included in changes in net assets attributable to the change in unrealized gains (losses) relating to assets still held at the reporting date	\$ 489	\$ 3
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(Some amounts may not reconcile due to rounding.)

The Company does not expect to make any contributions to the qualified plan in 2017. The Company contributed \$30,000 thousand to the qualified pension benefit plan for the year ended December 31, 2016.

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### Defined Contribution Plans.

The Company also maintains both qualified and non-qualified defined contribution plans ("Savings Plan" and "Non-Qualified Savings Plan", respectively) covering U.S. employees. Under the plans, the Company contributes up to a maximum 3% of the participants' compensation based on the contribution percentage of the employee. The Non-Qualified Savings Plan provides compensating savings plan benefits for participants whose benefits have been curtailed under the Savings Plan due to Internal Revenue Code limitations. In addition, effective for new hires (and rehires) on or after April 1, 2010, the Company will contribute between 3% and 8% of an employee's earnings for each payroll period based on the employee's age. These contributions will be 100% vested after three years.

The following table presents the Company's incurred expenses related to these plans for the periods indicated:

	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Incurred expenses	\$ 6,058	\$ 5,468	\$ 4,676

In addition, the Company maintains several defined contribution pension plans covering non-U.S. employees. Each non-U.S. office (Brazil, Canada and Singapore) maintains a separate plan for the non-U.S. employees working in that location. The Company contributes various amounts based on salary, age and/or years of service. The contributions as a percentage of salary for the branch offices range from 6.2% to 10.1%. The contributions are generally used to purchase pension benefits from local insurance providers. The following table presents the Company's incurred expenses related to these plans for the periods indicated:

	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Incurred expenses	\$ 494	\$ 447	\$ 479

### Post-Retirement Plan.

The Company sponsors a Retiree Health Plan for employees employed prior to April 1, 2010. This plan provides healthcare benefits for eligible retired employees (and their eligible dependants), who have elected coverage. The Company anticipates that most covered employees will become eligible for these benefits if they retire while working for the Company. The cost of these benefits is shared with the retiree. The Company accrues the post-retirement benefit expense during the period of the employee's service.

The following medical cost trend rates were used to determine net periodic cost: a healthcare inflation rate for pre-Medicare claims of 6.7% in 2016 was assumed to decrease gradually to 4.5% in 2027 and then remain at that level; and a healthcare inflation rate for post-Medicare claims of 6.2% in 2016 was assumed to decrease gradually to 4.5% in 2027 and then remain at that level.

The following medical cost trend rates were used to determine benefit obligations: a healthcare inflation rate for pre-Medicare claims of 7.5% in 2017 was assumed to decrease gradually to 4.5% in 2029 and then remain at that level; and a healthcare inflation rate for post-Medicare claims of 7.5% in 2017 was assumed to decrease gradually to 4.5% in 2029 and then remain at that level.

Changes in the assumed healthcare cost trend can have a significant effect on the amounts reported for the healthcare plans. A one percent change in the rate would have the following effects on:

	Percentage Point Increase (\$ Impact)	Percentage Point Decrease (\$ Impact)
(Dollars in thousands)		
a. Effect on total service and interest cost components	\$ 541	\$ (419 )
b. Effect on accumulated post-retirement benefit obligation	6,622	(5,158 )



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The following table presents the post-retirement benefit expenses for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Post-retirement benefit expenses	\$ 2,293	\$ 3,280	\$ 3,196

The following table summarizes the status of this plan for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Change in projected benefit obligation:		
Benefit obligation at beginning of year	\$31,687	\$36,506
Service cost	1,418	1,794
Interest cost	1,007	1,187
Amendments	(794 )	-
Actuarial (gain)/loss	(668 )	(7,231 )
Benefits paid	(579 )	(568 )
Benefit obligation at end of year	32,071	31,687
Change in plan assets:		
Fair value of plan assets at beginning of year	-	-
Employer contributions	579	568
Benefits paid	(579 )	(568 )
Fair value of plan assets at end of year	-	-
Funded status at end of year	\$(32,071)	\$(31,687)

Amounts recognized in the consolidated balance sheets for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Other liabilities (due within one year)	\$(614 )	\$(654 )
Other liabilities (due beyond one year)	(31,457)	(31,033)
Net amount recognized in the consolidated balance sheets	\$(32,071)	\$(31,687)

(Some amounts may not reconcile due to rounding.)

Amounts not yet reflected in net periodic benefit cost and included in accumulated other comprehensive income (loss) for the periods indicated:

(Dollars in thousands)	At December 31,	
	2016	2015
Accumulated income (loss)	\$(4,471)	\$(5,139)
Accumulated prior service credit (cost)	662	\$-
Accumulated other comprehensive income (loss)	\$(3,809)	\$(5,139)

Other changes in other comprehensive income (loss) for the periods indicated are as follows:

(Dollars in thousands)	Years Ended December 31,	
	2016	2015

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Other comprehensive income (loss) at December 31, prior year	\$ (5,139 )	\$ (12,670 )
Net gain (loss) arising during period	668	7,231
Prior Service credit (cost) arising during period	794	-
Recognition of amortizations in net periodic benefit cost:		
Actuarial loss (gain)	-	300
Prior service cost	(132 )	-
Other comprehensive income (loss) at December 31, current year	\$ (3,809 )	\$ (5,139 )

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Net periodic benefit cost included the following components for the periods indicated:

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
Service cost	\$1,418	\$1,794	\$1,619
Interest cost	1,007	1,187	1,320
Net loss recognition	(132 )	300	257
Net periodic cost	\$2,293	\$3,280	\$3,196
Other changes recognized in other comprehensive income (loss):			
Other comprehensive gain (loss) attributable to change from prior year	(1,330)	(7,531)	
Total recognized in net periodic benefit cost and other comprehensive income (loss)	\$963	\$(4,251)	

(Some amounts may not reconcile due to rounding.)

The estimated transition obligation, actuarial loss and prior service cost that will be amortized from accumulated other comprehensive income (loss) into net periodic benefit cost over the next fiscal year are \$0 thousand, \$132 thousand and (\$131) thousand, respectively.

The weighted average discount rates used to determine net periodic benefit cost for 2016, 2015 and 2014 were 4.38%, 4.00% and 5.00%, respectively.

The weighted average discount rates used to determine the actuarial present value of the projected benefit obligation at year end 2016, 2015 and 2014 were 4.16%, 4.38% and 4.00%, respectively.

The following table displays the expected benefit payments in the years indicated:

(Dollars in thousands)	
2017	\$614
2018	706
2019	824
2020	951
2021	1,071
Next 5 years	7,804

#### 14. DIVIDEND RESTRICTIONS AND STATUTORY FINANCIAL INFORMATION

Holdings and its operating subsidiaries are subject to various regulatory restrictions, including the amount of dividends that may be paid and the level of capital that the operating entities must maintain. These regulatory restrictions are based upon statutory capital as opposed to GAAP basis equity or net assets. Holdings' primary operating subsidiary, Everest Re, is regulated by Delaware law and is subject to the Risk-Based Capital Model ("RBC") developed by the National Association of Insurance Commissioners ("NAIC"). This model represents the aggregate regulatory restrictions on net assets and statutory capital and surplus.

##### Dividend Restrictions.

Delaware law provides that an insurance company which is a member of an insurance holding company system and is domiciled in the state shall not pay dividends without giving prior notice to the Insurance Commissioner of Delaware and may not pay dividends without the approval of the Insurance Commissioner if the value of the proposed dividend, together with all other dividends and distributions made in the preceding twelve months, exceeds the greater of (1)

10% of statutory surplus or (2) net income, not including realized capital gains, each as reported in the prior year's statutory annual statement. In addition, no dividend may be paid in excess of unassigned earned surplus. At December 31, 2016, Everest Re has \$523,547 thousand available for payment of dividends in 2017 without the need for prior regulatory approval.

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**Statutory Financial Information.**

Everest Re prepares its statutory financial statements in accordance with accounting practices prescribed or permitted by the NAIC and the Delaware Insurance Department. Prescribed statutory accounting practices are set forth in the NAIC Accounting Practices and Procedures Manual. The capital and statutory surplus of Everest Re was \$3,635,121 thousand and \$3,210,891 thousand at December 31, 2016 and 2015, respectively. The statutory net income of Everest Re was \$523,547 thousand, \$498,455 thousand and \$357,298 thousand for the years ended December 31, 2016, 2015 and 2014, respectively.

There are certain regulatory and contractual restrictions on the ability of Holdings' operating subsidiaries to transfer funds to Holdings in the form of cash dividends, loans or advances. The insurance laws of the State of Delaware, where Holdings' direct insurance subsidiaries are domiciled, require regulatory approval before those subsidiaries can pay dividends or make loans or advances to Holdings that exceed certain statutory thresholds.

**Capital Restrictions.**

In the United States, Everest Re is subject to the RBC developed by the NAIC which determines an authorized control level risk-based capital. As long as the total adjusted capital is 200% or more of the authorized control level capital, no action is required by the Company.

The regulatory targeted capital and the actual statutory capital for Everest Re is as follows:

	Everest Re <sup>(1)</sup>	
	At December 31,	
(Dollars in thousands)	2016	2015
Regulatory targeted capital	\$1,411,440	\$1,355,668
Actual capital	\$3,635,121	\$3,210,891

<sup>(1)</sup> Regulatory targeted capital represents 200% of the RBC authorized control level calculation for the applicable year.

**15. COMMITMENTS AND 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.

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:

(Dollars in thousands)	At December 31,	
	2016	2015
The Prudential	\$146,507	\$142,427
Unaffiliated life insurance company	\$33,860	\$33,062

## 16. 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 is payable annually. This transaction is presented as a Note Receivable – Affiliated in the Consolidated Balance Sheets of Holdings. Interest income in the amount of \$4,300 thousand and \$4,300 thousand was recorded by Holdings for the year ended December 31, 2016, and December 31, 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 (Dollars in thousands)	Common Shares Authorized for Repurchase
09/21/2004	5,000,000
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

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.

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)	Years Ended December 31,		
	2016	2015	2014
Dividends received on Parent shares	\$-	\$38,880	\$31,104
Dividends received on preferred stock of affiliate	31,032	-	-

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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.

	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Expenses incurred	\$84,823	\$81,122	\$77,322

## 17. 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 brokers, surplus lines brokers and general agents 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.

Underwriting results include earned premium less losses and loss adjustment expenses ("LAE") incurred, commission and brokerage expenses and other underwriting expenses. We measure our underwriting results 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.

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

<u>U.S. Reinsurance</u>	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Gross written premiums	\$2,125,792	\$2,147,893	\$2,154,529
Net written premiums	930,178	899,918	977,858
Premiums earned	\$990,055	\$951,457	\$988,315
Incurred losses and LAE	554,100	413,292	545,862
Commission and brokerage	189,495	198,983	201,912
Other underwriting expenses	54,107	50,089	45,583
Underwriting gain (loss)	\$192,353	\$289,093	\$194,958

<u>International</u>	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Gross written premiums	\$1,269,125	\$1,373,978	\$1,630,381
Net written premiums	497,645	562,691	612,243
Premiums earned	\$510,915	\$581,216	\$600,964
Incurred losses and LAE	207,605	394,819	358,038
Commission and brokerage	111,514	121,158	119,655
Other underwriting expenses	34,254	34,303	34,603
Underwriting gain (loss)	\$157,542	\$30,936	\$88,668

<u>Insurance</u>	Years Ended December 31,		
(Dollars in thousands)	2016	2015	2014
Gross written premiums	\$1,668,811	\$1,473,760	\$1,180,384
Net written premiums	620,299	630,674	516,873
Premiums earned	\$593,079	\$611,087	\$524,447
Incurred losses and LAE	588,575	511,450	450,193
Commission and brokerage	(11,027 )	(5,072 )	17,835
Other underwriting expenses	156,605	130,427	111,846
Underwriting gain (loss)	\$(141,074 )	\$(25,718 )	\$(55,427 )

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)	Years Ended December 31,		
	2016	2015	2014
Underwriting gain (loss)	\$208,821	\$294,311	\$228,199
Net investment income	264,807	273,253	290,310
Net realized capital gains (losses)	(28,941 )	50,335	206,679
Corporate expense	(8,277 )	(7,179 )	(7,252 )
Interest, fee and bond issue cost amortization expense	(35,435 )	(35,434 )	(37,970 )
Other income (expense)	(10,542 )	29,256	(22,278 )
Income (loss) before taxes	\$390,433	\$604,542	\$657,688

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)	Years Ended December 31,		
	2016	2015	2014
Canada gross written premiums	\$124,612	\$114,859	\$159,451

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

Approximately 15.3%, 16.3% and 17.6% of the Company's gross written premiums in 2016, 2015 and 2014, respectively, were sourced through the Company's largest intermediary.

#### 18. DISPOSITIONS

On August 24<sup>th</sup>, 2016 the Company sold Heartland, its crop Managing General Agent to CGB for \$49,000 thousand. The sale agreement includes a provision for a long term strategic reinsurance relationship with CGB. The Company has recognized an after-tax loss on the sale of Heartland of \$12,942 thousand. Under the terms of the reinsurance arrangement, there will not be a material fluctuation in the level of crop business, although it will be reflected as reinsurance rather than insurance.

On July 13, 2015, the Company closed its agreement to sell all of the outstanding shares of capital stock of Mt. McKinley, a Delaware domiciled insurance company and wholly-owned subsidiary of the Company to Clearwater Insurance Company, a Delaware domiciled insurance company. The purchase price of \$20,156 thousand was based upon the statutory book value of Mt. McKinley as of the closing date. The Company recognized a pre-tax realized gain of \$94,704 thousand on the sale of Mt. McKinley.

#### 19. SUBSEQUENT EVENTS

The Company has evaluated known recognized and non-recognized subsequent events. The Company does not have any subsequent events to report.



## 20. UNAUDITED QUARTERLY FINANCIAL DATA

Summarized quarterly financial data for the periods indicated:

(Dollars in thousands)	2016			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Operating data:				
Gross written premiums	\$ 1,129,904	\$ 1,177,791	\$ 1,505,923	\$ 1,250,110
Net written premiums	464,070	441,255	622,616	520,181
Premiums earned	481,925	488,855	556,653	566,616
Net investment income	58,445	73,872	64,570	67,920
Net realized capital gains (losses)	(66,377 )	29,165	(50,063 )	58,334
Total claims and underwriting expenses	424,111	468,992	451,315	540,810
Net income (loss)	38,926	68,350	74,798	113,676
	2015			
(Dollars in thousands)	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Operating data:				
Gross written premiums	\$ 1,226,763	\$ 1,089,441	\$ 1,448,711	\$ 1,230,716
Net written premiums	508,427	472,464	599,073	513,319
Premiums earned	521,062	521,424	546,050	555,224
Net investment income	72,581	70,925	63,363	66,384
Net realized capital gains (losses)	21,296	51,225	(121,695 )	99,509
Total claims and underwriting expenses	453,954	447,405	499,858	448,232
Net income (loss)	115,944	133,766	(4,659 )	167,602

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SCHEDULE I – SUMMARY OF INVESTMENTS -  
OTHER THAN INVESTMENTS IN RELATED PARTIES  
DECEMBER 31, 2016

Column A	Column B	Column C	Column D
			Amount Shown in Balance Sheet
(Dollars in thousands)	Cost	Market Value	
Fixed maturities-available for sale			
Bonds:			
U.S. government and government agencies	\$693,005	\$691,080	\$691,080
State, municipalities and political subdivisions	723,938	729,984	729,984
Foreign government securities	495,572	507,277	507,277
Foreign corporate securities	944,546	960,200	960,200
Public utilities	66,716	67,356	67,356
All other corporate bonds	2,169,636	2,203,823	2,203,823
Mortgage - backed securities			
Commercial	75,435	75,493	75,493
Agency residential	721,772	715,144	715,144
Non-agency residential	76	88	88
Redeemable preferred stock	19,798	20,051	20,051
Total fixed maturities-available for sale	5,910,494	5,970,496	5,970,496
Equity securities - available for sale, at fair value <sup>(1)</sup>	681,141	887,800	887,800
Short-term investments	306,286	306,286	306,286
Other invested assets	613,680	613,740	613,740
Other invested assets, at fair value <sup>(1)</sup>	1,773,214	1,766,626	1,766,626
Cash	297,794	297,794	297,794
Total investments and cash	\$9,582,610	\$9,842,742	\$9,842,742

(Some amounts may not reconcile due to rounding.)

<sup>(1)</sup> Original cost does not reflect adjustments, which have been realized through the statements of operations and comprehensive income.

SCHEDULE II – CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
CONDENSED BALANCE SHEETS

(Dollars and share amounts in thousands, except par value per share)	At December 31,	
	2016	2015
<b>ASSETS:</b>		
Fixed maturities - available for sale, at market value (amortized cost: 2016, \$99,391; 2015, \$66,016)	\$98,143	\$65,441
Equity securities - available for sale, at fair value	133,755	131,219
Other invested assets	31,113	3,047
Other invested assets, at fair value	1,766,626	1,773,214
Short-term investments	13,013	37,802
Cash	10,222	6,232
Total investments and cash	2,052,872	2,016,955
Investment in subsidiaries, at equity in the underlying net assets	3,898,271	3,534,552
Note receivable - affiliated	250,000	250,000
Accrued investment income	4,938	438
Advances to affiliates	218	109,775
Other assets	17,618	12,687
<b>TOTAL ASSETS</b>	<b>\$6,223,917</b>	<b>\$5,924,407</b>
<b>LIABILITIES:</b>		
4.868% Senior notes due 6/1/2044	\$396,714	\$396,594
6.6% Long term notes due 5/1/2067	236,462	236,364
Accrued interest on debt and borrowings	3,537	3,537
Income taxes	309,816	354,312
Due to affiliates	9,705	1,049
Other liabilities	2,123	1,340
Total liabilities	958,357	993,196
<b>STOCKHOLDER'S EQUITY:</b>		
Common stock, par value: \$0.01; 3,000 shares authorized; 1,000 shares issued and outstanding (2016 and 2015)	-	-
Additional paid-in capital	387,567	374,789
Accumulated other comprehensive income (loss), net of deferred income tax expense (benefit) of (\$19,549) at 2016 and (\$33,458) at 2015	(36,315 )	(62,136 )
Retained earnings	4,914,308	4,618,558
Total stockholder's equity	5,265,560	4,931,211
<b>TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY</b>	<b>\$6,223,917</b>	<b>\$5,924,407</b>

See notes to consolidated financial statements.

SCHEDULE II – CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
CONDENSED STATEMENTS OF OPERATIONS

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
<b>REVENUES:</b>			
Net investment income	\$33,748	\$40,441	\$32,774
Net investment income - Affiliated	4,300	4,300	-
Net realized capital gains (losses)	(12,635 )	119,075	149,932
Realized gain of sale of subsidiary	(28,032 )	94,704	-
Other income (expense)	(268 )	(263 )	(309 )
Net income (loss) of subsidiaries	282,957	274,625	364,869
Total revenues	280,070	532,882	547,266
<b>EXPENSES:</b>			
Interest expense	35,435	35,434	37,970
Corporate expense	6,713	5,251	5,070
Total expenses	42,148	40,685	43,040
<b>INCOME (LOSS) BEFORE TAXES</b>	<b>237,922</b>	<b>492,197</b>	<b>504,226</b>
Income tax expense (benefit)	(57,828 )	79,544	50,100
<b>NET INCOME (LOSS)</b>	<b>\$295,750</b>	<b>\$412,653</b>	<b>\$454,126</b>
Other comprehensive income (loss), net of tax :			
Unrealized appreciation (depreciation) ("URA(D)") on securities arising during the period	4,114	(23,157 )	(44,902 )
Less: reclassification adjustment for realized losses (gains) included in net income (loss)	21,273	(817 )	27,073
Total URA(D) on securities arising during the period	25,387	(23,974 )	(17,829 )
Foreign currency translation adjustments	2,849	(54,578 )	(29,210 )
Benefit plan actuarial net gain (loss) for the period	(7,488 )	5,681	(39,110 )
Reclassification adjustment for amortization of net (gain) loss included in net income (loss)	5,073	6,216	3,020
Total benefit plan net gain (loss) for the period	(2,415 )	11,897	(36,090 )
Total other comprehensive income (loss), net of tax	25,821	(66,655 )	(83,129 )
<b>COMPREHENSIVE INCOME (LOSS)</b>	<b>\$321,571</b>	<b>\$345,998</b>	<b>\$370,997</b>

See notes to consolidated financial statements.

SCHEDULE II – CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
CONDENSED STATEMENTS OF CASH FLOWS

(Dollars in thousands)	Years Ended December 31,		
	2016	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income (loss)	\$295,750	\$412,653	\$454,126
Adjustments to reconcile net income to net cash provided by operating activities:			
Equity in (earnings) deficit of subsidiaries	(282,957)	(274,625 )	(364,869)
Dividends received from subsidiaries	-	-	155,000
Decrease (increase) in advances to affiliates	-	20,243	(66,019 )
Decrease (increase) in income taxes	(44,260 )	1,082	191,840
Change in equity adjustments in limited partnerships	(220 )	-	-
Change in other assets and liabilities, net	(2,191 )	(6,876 )	(48,486 )
Amortization of bond premium (accrual of bond discount)	400	259	139
Amortization of underwriting discount on senior notes	4	4	46
Net realized capital losses (gains)	40,667	(119,075 )	(149,932)
Net cash provided by (used in) operating activities	7,193	33,665	171,845
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Additional investment in subsidiaries	(4,815 )	(2,837 )	(1,342 )
Proceeds from fixed maturities matured/called - available for sale, at market value	5,244	2,972	1,631
Proceeds from fixed maturities sold - available for sale, at market value	-	-	300,049
Proceeds from equity maturities sold - available for sale, at fair value	23,777	43,402	14,655
Proceeds from sale of subsidiary (net of cash disposed)	47,721	3,934	-
Distributions from other invested assets	93,959	-	-
Cost of fixed maturities acquired - available for sale, at market value	(39,214 )	(60,240 )	(300,007)
Cost of equity securities acquired - available for sale, at fair value	(32,361 )	(76,559 )	(13,575 )
Cost of other invest assets acquired	(121,806)	-	-
Net change in short-term investments	24,789	54,588	(67,209 )
Net cost of lending for long term note - affiliated	-	-	(250,000)
Net change in unsettled securities transaction	(497 )	1,101	-
Net cash provided by (used in) investing activities	(3,203 )	(33,639 )	(315,798)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issuance of senior notes	-	-	400,000
Net cost of senior notes maturing	-	-	(250,000)
Net cash provided by (used in) financing activities	-	-	150,000
Net increase (decrease) in cash	3,990	26	6,047
Cash, beginning of period	6,232	6,206	159
Cash, end of period	\$10,222	\$6,232	\$6,206
<b>Non-cash financing transaction:</b>			
Non-cash contribution from parent	\$12,778	\$12,497	\$11,242
Non-cash contribution to subsidiaries	(12,778 )	(12,497 )	(11,242 )

NON-CASH TRANSACTION (2015):

Exchange of common shares of parent company, held as other invested assets at fair value,	\$-	\$1,773,214	\$-
for preferred shares of an affiliated company, held as other invested assets at fair value			

See notes to consolidated financial statements.

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SCHEDULE II – CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT  
NOTES TO CONDENSED FINANCIAL INFORMATION

1) The accompanying condensed financial information should be read in conjunction with the Consolidated Financial Statements and related Notes of Everest Reinsurance Holdings, Inc. and its Subsidiaries.

2) The Senior Notes and Long-Term Subordinated Notes presented in Notes 6 and 7 are direct obligations of the Registrant.

3) Everest Re Group, Ltd., the parent company, entered into a \$250,000 thousand long term promissory note agreement with Everest Reinsurance Holdings, Inc. 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. This transaction is presented as a Note Receivable – Affiliated in the Condensed Balance Sheets of Everest Reinsurance Holdings, Inc.

4) 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.

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## SCHEDULE III – SUPPLEMENTARY INSURANCE INFORMATION

Column A	Column B	Column C Reserve	Column D	Column E	Column F	Column G Incurred	Column H	Column I	Column J
Geographic Area	Deferred Acquisition Costs	and Loss Adjustment Expenses	Unearned Premium Reserves	Premiums Earned	Net Investment Income	Loss and Loss Adjustment Expenses	Amortization of Deferred Acquisition Costs	Other Operating Expenses	Net Written Premium
(Dollars in thousands)									
December 31, 2016									
Domestic	\$49,604	\$6,489,232	\$1,054,832	\$1,583,134	\$231,748	\$1,142,675	\$178,468	\$210,712	\$1,550,477
International	24,320	1,842,056	257,553	510,915	33,059	207,605	111,514	34,254	497,645
Total	\$73,924	\$8,331,288	\$1,312,386	\$2,094,049	\$264,807	\$1,350,280	\$289,982	\$244,966	\$2,048,122
December 31, 2015									
Domestic	\$68,055	\$6,033,374	\$1,059,530	\$1,562,544	\$239,072	\$924,742	\$193,911	\$180,516	\$1,530,592
International	24,596	1,907,346	290,269	581,216	34,181	394,819	121,158	34,303	562,691
Total	\$92,651	\$7,940,720	\$1,349,799	\$2,143,760	\$273,253	\$1,319,561	\$315,069	\$214,819	\$2,093,283
December 31, 2014									
Domestic	\$79,674	\$6,005,952	\$1,078,384	\$1,512,762	\$250,048	\$996,055	\$219,747	\$157,429	\$1,494,731
International	29,588	1,837,904	363,738	600,964	40,262	358,038	119,655	34,603	612,243
Total	\$109,262	\$7,843,856	\$1,442,122	\$2,113,726	\$290,310	\$1,354,093	\$339,402	\$192,032	\$2,106,974

(Some amounts may not reconcile due to rounding.)



## SCHEDULE IV – REINSURANCE

Column A	Column B	Column C	Column D	Column E	Column F	
(Dollars in thousands)	Gross Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Assumed to Net	
December 31, 2016						
Total property and liability insurance premiums earned	\$1,608,783	\$3,007,332	\$3,492,598	\$2,094,049	166.8	%
December 31, 2015						
Total property and liability insurance premiums earned	\$1,439,795	\$2,933,519	\$3,637,484	\$2,143,760	169.7	%
December 31, 2014						
Total property and liability insurance premiums earned	\$1,148,297	\$2,720,355	\$3,685,784	\$2,113,726	174.4	%

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