

AMERUS GROUP CO/IA
Form 10-Q
November 01, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **September 30, 2006**

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 001-15166

AMERUS GROUP CO.

(Exact name of registrant as specified in its charter)

IOWA

(State or other jurisdiction of incorporation or
organization)

42-1458424

(I.R.S. Employer Identification No.)

699 Walnut Street Des Moines, Iowa

(Address of principal executive offices)

50309-3948

(Zip code)

(515) 362-3600

Registrant's telephone number, including area code

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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

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

Common Stock 43,058,995 shares as of October 30, 2006

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Certification of Chief Executive Officer

Certification of Chief Financial Officer

Certification of Chief Executive Officer

Certification of Chief Financial Officer

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SAFE HARBOR STATEMENT

This Quarterly Report on Form 10-Q, including the Management's Discussion and Analysis of Financial Condition and Results of Operations, contains statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements relating to trends in our operations and financial results and our business and products, which include words such as anticipate, believe, plan, estimate, expect, intend, and other similar expressions. Forward-looking statements are made based upon management's current expectations and beliefs concerning future developments and their potential effects on the Company. Such forward-looking statements are not guarantees of future performance. Factors that may cause our actual results to differ materially from those contemplated by these forward-looking statements include, among others, the following possibilities: (a) the Company and Aviva may be unable to obtain governmental and regulatory approvals required for our merger with Aviva, or required governmental and regulatory approvals may delay the merger or result in the imposition of conditions that could cause the parties to abandon the merger; (b) the Company and Aviva may be unable to complete the merger because, among other reasons, conditions to the closing of the merger may not be satisfied or waived; (c) general economic conditions and other factors, including prevailing interest rate levels and stock and bond market performance, which may affect (1) our ability to sell our products, (2) the market value of our investments and consequently protection product and accumulation product margins and (3) the lapse rate and profitability of policies; (d) the performance of our investment portfolios which may be affected by general economic conditions, the continued credit quality of the companies whose securities we invest in and the impact of other investment transactions; (e) customer response to new products, distribution channels and marketing initiatives and increasing competition in the sale of insurance and annuities and the recruitment of sales representatives from companies that may have greater financial resources, broader arrays of products, higher ratings and stronger financial performance may impair our ability to retain existing customers, attract new customers and maintain our profitability; (f) our ratings and those of our subsidiaries by independent rating organizations which we believe are particularly important to the sale of our products; (g) mortality, morbidity, and other factors which may affect the profitability of our insurance products; (h) our ability to develop and maintain effective risk management policies and procedures and to maintain adequate reserves for future policy benefits and claims; (i) litigation or regulatory investigations or examinations; (j) regulatory changes, interpretations, initiatives or pronouncements, including those relating to the regulation of insurance companies and the regulation and sales of their products and the programs in which they are used; (k) changes in the federal income tax and other federal laws, regulations, and interpretations, including federal regulatory measures that may significantly affect the insurance business including limitations on antitrust immunity, the applicability of securities laws to insurance products, minimum solvency requirements, and changes to the tax advantages offered by life insurance and annuity products or programs with which they are used; (l) the impact of changes in standards of accounting; (m) our ability to achieve anticipated levels of operational efficiencies and cost-saving initiatives and to meet cash requirements based upon projected liquidity sources; and (n) various other factors discussed in Item 1A. Risk Factors of our Annual Report on Form 10-K for the period ended December 31, 2005, and of this Quarterly Report on Form 10-Q.

There can be no assurance that other factors not currently anticipated by us will not materially and adversely affect our results of operations. You are cautioned not to place undue reliance on any forward-looking statements made by us or on our behalf. Forward-looking statements speak only as of the date the statement was made. We undertake no obligation to update or revise any forward-looking statement.

Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements**

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

| | September 30, 2006 (unaudited) | December 31, 2005 |
|---|--------------------------------------|----------------------|
| Assets | | |
| Investments: | | |
| Securities available-for-sale at fair value: | | |
| Fixed maturity securities | \$ 17,482,586 | \$ 16,727,933 |
| Equity securities | 98,169 | 75,658 |
| Short-term investments | 19,877 | 9,998 |
| Securities held-for-trading purposes at fair value: | | |
| Fixed maturity securities | 1,255,897 | 1,414,225 |
| Equity securities | 4,058 | 2,358 |
| Short-term investments | 2,480 | |
| Mortgage loans | 1,018,752 | 976,135 |
| Policy loans | 502,303 | 483,441 |
| Other investments | 433,898 | 347,552 |
| | | |
| Total investments | 20,818,020 | 20,037,300 |
| | | |
| Cash and cash equivalents | 549,527 | 600,160 |
| Accrued investment income | 256,251 | 237,221 |
| Premiums, fees and other receivables | 35,913 | 40,667 |
| Income taxes receivable | 17,328 | 9,005 |
| Reinsurance receivables | 743,622 | 730,532 |
| Deferred policy acquisition costs | 2,073,309 | 1,755,159 |
| Deferred sales inducements | 338,250 | 261,322 |
| Value of business acquired | 334,513 | 356,949 |
| Goodwill | 229,670 | 228,869 |
| Property and equipment | 47,356 | 44,467 |
| Other assets | 315,314 | 306,655 |
| Separate account assets | 202,366 | 221,694 |
| | | |
| Total assets | \$ 25,961,439 | \$ 24,830,000 |

See accompanying notes to consolidated financial statements.

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

| | September 30, 2006 (unaudited) | December 31, 2005 |
|---|--------------------------------------|----------------------|
| Liabilities and Stockholders' Equity | | |
| Liabilities: | | |
| Policy reserves and policyowner funds: | | |
| Future life and annuity policy benefits | \$ 20,127,049 | \$ 19,486,854 |
| Policyowner funds | 1,996,940 | 1,483,873 |
| | 22,123,989 | 20,970,727 |
| Accrued expenses and other liabilities | 449,226 | 500,858 |
| Payable for collateral under securities lending and other transactions | 508,561 | 474,561 |
| Dividends payable to policyowners | 234,932 | 278,839 |
| Policy and contract claims | 48,017 | 66,137 |
| Deferred income taxes | 87,725 | 58,818 |
| Notes payable | 582,997 | 556,051 |
| Separate account liabilities | 202,366 | 221,694 |
| | | |
| Total liabilities | 24,237,813 | 23,127,685 |
| Stockholders' equity: | | |
| Preferred Stock, no par value, 20,000,000 shares authorized, no shares issued and outstanding in 2006 and 6,000,000 shares issued and outstanding in 2005 | | 144,830 |
| Common Stock, no par value, 230,000,000 shares authorized; 51,904,999 shares issued and 43,058,995 shares outstanding in 2006; 46,675,811 shares issued and 38,612,874 shares outstanding in 2005 | 51,905 | 46,676 |
| Additional paid-in capital - common stock | 1,387,426 | 1,231,533 |
| Accumulated other comprehensive loss | (62,251) | (3,612) |
| Unearned compensation | | (3,783) |
| Retained earnings | 733,524 | 604,747 |
| Treasury stock, at cost (8,846,004 shares in 2006 and 8,062,937 shares in 2005) | (386,978) | (318,076) |
| | | |
| Total stockholders' equity | 1,723,626 | 1,702,315 |
| | | |
| Total liabilities and stockholders' equity | \$ 25,961,439 | \$ 24,830,000 |

See accompanying notes to consolidated financial statements.

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

| | For The Three Months Ended | | For The Nine Months Ended | |
|--|----------------------------|-----------|---------------------------|------------|
| | September 30, | | September 30, | |
| | 2006 | 2005 | 2006 | 2005 |
| | (unaudited) | | | |
| Revenues: | | | | |
| Insurance premiums | \$ 51,268 | \$ 54,603 | \$ 159,611 | \$ 178,150 |
| Product charges | 70,525 | 64,939 | 207,327 | 178,610 |
| Net investment income | 290,651 | 278,641 | 862,941 | 824,392 |
| Realized/unrealized capital gains (losses) | 71,509 | 23,362 | 59,289 | (19,316) |
| Other income | 12,446 | 11,487 | 37,331 | 35,272 |
| | 496,399 | 433,032 | 1,326,499 | 1,197,108 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 357,510 | 211,211 | 740,293 | 624,997 |
| Underwriting, acquisition and other expenses | 41,259 | 40,854 | 124,482 | 119,881 |
| Litigation following class certification, net | 3,179 | 9,380 | 3,179 | 9,380 |
| Amortization of deferred policy acquisition costs and value of business acquired | 37,244 | 58,714 | 152,526 | 146,515 |
| Dividends to policyowners | 16,369 | 18,770 | 52,785 | 70,637 |
| | 455,561 | 338,929 | 1,073,265 | 971,410 |
| Income from continuing operations | 40,838 | 94,103 | 253,234 | 225,698 |
| Interest expense | 9,148 | 7,725 | 26,578 | 23,696 |
| Early extinguishment of debt | | 19,082 | | 19,082 |
| Income before income tax expense | 31,690 | 67,296 | 226,656 | 182,920 |
| Income tax expense | 12,260 | 28,677 | 78,338 | 47,246 |
| Net income | 19,430 | 38,619 | 148,318 | 135,674 |
| Dividends on preferred stock | 2,718 | | 8,156 | |
| Loss on redemption of preferred stock | 11,385 | | 11,385 | |

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| | | | | |
|---|------------|------------|------------|------------|
| Net income available to common stockholders | \$ 5,327 | \$ 38,619 | \$ 128,777 | \$ 135,674 |
| Net income available to common stockholders per common share: | | | | |
| Basic | \$ 0.13 | \$ 1.00 | \$ 3.28 | \$ 3.47 |
| Diluted | \$ 0.12 | \$ 0.91 | \$ 3.06 | \$ 3.17 |
| Weighted average common shares outstanding: | | | | |
| Basic | 40,672,524 | 38,488,294 | 39,309,376 | 39,102,190 |
| Diluted | 42,903,211 | 42,525,870 | 42,090,818 | 42,743,043 |

See accompanying notes to consolidated financial statements.

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

| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|---|---|-------------|--|------------|
| | 2006 | 2005 | 2006 (unaudited) | 2005 |
| Net income | \$ 19,430 | \$ 38,619 | \$ 148,318 | \$ 135,674 |
| Other comprehensive income (loss), before tax: | | | | |
| Unrealized gains (losses) on securities: | | | | |
| Unrealized holding gains (losses) arising during period | 230,966 | (159,768) | (111,032) | (140,019) |
| Reclassification adjustment for losses included in net income | 10,516 | 1,597 | 20,494 | 3,032 |
| Minimum pension liability adjustment | | | 325 | |
| Other comprehensive income (loss), before tax | 241,482 | (158,171) | (90,213) | (136,987) |
| Income tax (expense) benefit related to items of other comprehensive income | (84,518) | 55,360 | 31,574 | 47,946 |
| Other comprehensive income (loss), net of taxes | 156,964 | (102,811) | (58,639) | (89,041) |
| Comprehensive income (loss) | \$ 176,394 | \$ (64,192) | \$ 89,679 | \$ 46,633 |

See accompanying notes to consolidated financial statements.

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AMERUS GROUP CO.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
For the Nine Months Ended September 30, 2006 and the Year Ended December 31, 2005
(\$ in thousands)

| | Preferred Stock | Common Stock | Additional Paid-In Capital Common Stock | Accumulated Other Comprehensive Income (Loss) | Unearned Retained Earnings Compensation | Retained Earnings | Treasury Stock | Total Stockholders' Equity |
|---|--------------------|-----------------|---|---|--|----------------------|-------------------|----------------------------------|
| Balance at December 31, 2004 | \$ | \$ 44,226 | \$ 1,198,379 | \$ 114,670 | \$ (1,238) | \$ 431,911 | \$ (164,479) | \$ 1,623,469 |
| 2005: | | | | | | | | |
| Net income | | | | | | 191,179 | | 191,179 |
| Net unrealized loss on securities | | | | (118,034) | | | | (118,034) |
| Net unrealized loss on derivatives designated as cash flow hedges | | | | (248) | | | | (248) |
| Issuance of preferred stock, net of costs | 144,830 | | | | | | | 144,830 |
| Conversion of OCEANs Stock issued under various incentive plans, net of forfeitures | | 1,675 | 9,069 | | | | | 10,744 |
| Purchase of treasury stock | | 775 | 24,085 | | (2,545) | | 958 | 23,273 |
| Dividends declared on preferred stock | | | | | | | (154,555) | (154,555) |
| Dividends declared on common stock | | | | | | (2,417) | | (2,417) |
| | | | | | | (15,926) | | (15,926) |
| Balance at December 31, 2005 | 144,830 | 46,676 | 1,231,533 | (3,612) | (3,783) | 604,747 | (318,076) | 1,702,315 |

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| | | | | | | | | |
|---|-----------|-----------|--------------|-------------|---------|------------|--------------|--------------|
| 2006 | | | | | | | | |
| (unaudited): | | | | | | | | |
| Net income | | | | | 148,318 | | 148,318 | |
| Net unrealized loss on securities | | | | (55,665) | | | (55,665) | |
| Net unrealized loss on derivatives designated as cash flow hedges | | | | (3,185) | | | (3,185) | |
| Costs for issuance of preferred stock | (56) | | | | | | (56) | |
| Conversion of PRIDES Stock issued under various incentive plans, net of forfeitures | 4,886 | 138,633 | | | | | 143,519 | |
| Purchase of treasury stock | | | | | | (12,797) | 8,589 | |
| Sale of treasury stock | 343 | 21,043 | | | | (56,317) | (56,317) | |
| Dividends declared on preferred stock | | | | | | 212 | 212 | |
| Redemption of preferred stock | | | | | | (8,156) | (8,156) | |
| Reclassification of unearned compensation under SFAS 123R | (144,774) | | | | | (11,385) | (156,159) | |
| Minimum pension liability adjustment | | | (3,783) | | 3,783 | | | |
| | | | | 211 | | | 211 | |
| Balance at September 30, 2006 | \$ | \$ 51,905 | \$ 1,387,426 | \$ (62,251) | \$ | \$ 733,524 | \$ (386,978) | \$ 1,723,626 |

See accompanying notes to consolidated financial statements.

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

| | For The Nine Months Ended September 30, | |
|--|--|-------------|
| | 2006 | 2005 |
| | (unaudited) | |
| Cash flows from operating activities | | |
| Net income | \$ 148,318 | \$ 135,674 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Early extinguishment of debt | | 19,082 |
| Product charges | (207,327) | (178,610) |
| Interest credited to policyowner account balances | 387,273 | 387,072 |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | 76,930 | (19,403) |
| Realized/unrealized capital (gains) losses | (59,289) | 19,316 |
| DAC and VOBA amortization | 152,526 | 146,515 |
| Deferred sales inducements amortization | 18,682 | 17,671 |
| DAC and VOBA capitalized | (376,435) | (369,807) |
| Change in: | | |
| Accrued investment income | (19,030) | (12,460) |
| Reinsurance receivables | (79,704) | (86,658) |
| Securities held-for-trading purposes: | | |
| Fixed maturities | 197,435 | 227,204 |
| Equity securities | (1,699) | 15,413 |
| Short-term investments | (2,480) | |
| Liabilities for future policy benefits | (94,716) | (119,360) |
| Accrued expenses and other liabilities | (51,280) | 46,245 |
| Policy and contract claims and other policyowner funds | 494,437 | 45,791 |
| Income taxes: | | |
| Current | (12,422) | (25,500) |
| Deferred | 60,455 | (6,735) |
| Other, net | 31,363 | 20,387 |
| Net cash provided by operating activities | 663,037 | 261,837 |
| Cash flows from investing activities: | | |
| Purchase of fixed maturities available-for-sale | (4,334,938) | (3,981,632) |
| Proceeds from sale of fixed maturities available-for-sale | 2,382,643 | 1,522,642 |
| Maturities, calls and principal reductions of fixed maturities available-for-sale | 956,170 | 1,140,514 |
| Purchase of equity securities | (32,809) | (7,340) |
| Proceeds from sale of equity securities | 9,780 | 6,212 |
| Change in short-term investments, net | (9,263) | 3,860 |
| Purchase of mortgage loans | (152,428) | (181,113) |

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

| | For The Nine Months Ended September 30, | |
|--|--|-------------|
| | 2006 | 2005 |
| | (unaudited) | |
| Proceeds from repayment and sale of mortgage loans | 108,821 | 77,165 |
| Purchase of other invested assets | (236,293) | (104,497) |
| Proceeds from sale of other invested assets | 168,097 | 153,479 |
| Change in policy loans, net | (18,862) | 2,956 |
| Other assets, net | (10,551) | (9,890) |
| | | |
| Net cash used in investing activities | (1,169,633) | (1,377,644) |
| | | |
| Cash flows from financing activities: | | |
| Deposits to policyowner account balances | 2,408,501 | 2,448,422 |
| Withdrawals from policyowner account balances | (1,948,217) | (1,325,088) |
| Change in debt, net | 26,947 | 587 |
| Change in payable for collateral under securities lending and other transactions | 34,000 | 117,400 |
| Dividends to preferred shareholders | (8,156) | |
| Redemption of preferred stock | (156,159) | |
| Stock issued under various incentive plans, net of forfeitures | 8,589 | 22,471 |
| Purchase of treasury stock, net | (56,105) | (150,728) |
| Excess tax benefits on share-based compensation | 4,098 | |
| Proceeds from issuance of senior notes | | 297,522 |
| Proceeds from issuance of preferred stock | | 145,310 |
| Conversion of PRIDES to common stock | 143,519 | |
| Retirement of OCEANs | | (204,720) |
| Debt and preferred stock issuance costs | (1,054) | |
| Retirement of senior notes | | (125,000) |
| | | |
| Net cash provided by financing activities | 455,963 | 1,226,176 |
| | | |
| Net (decrease) increase in cash | (50,633) | 110,369 |
| | | |
| Cash and cash equivalents at beginning of period | 600,160 | 478,441 |
| | | |
| Cash and cash equivalents at end of period | \$ 549,527 | \$ 588,810 |

Supplemental disclosure of cash activities:

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| | | | | |
|---|----|--------|----|--------|
| Interest paid | \$ | 30,756 | \$ | 17,321 |
| Income taxes paid | \$ | 22,877 | \$ | 67,466 |
| Supplemental disclosure of non-cash operating activities: | | | | |
| Capitalization of deferred sales inducements | \$ | 84,364 | \$ | 87,663 |

See accompanying notes to consolidated financial statements.

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

(1) CONSOLIDATION AND BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All adjustments were of a normal recurring nature, unless otherwise noted in the Notes to Consolidated Financial Statements. Operating results for the nine months ended September 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006. The consolidated balance sheet at December 31, 2005 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements. For further information and for capitalized terms not defined in this Form 10-Q, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005.

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

Certain amounts in the 2005 financial statements have been reclassified to conform to the 2006 financial statement presentation.

(2) MERGER AGREEMENT

On July 12, 2006, the Company entered into an Agreement and Plan of Merger (the Merger Agreement) with Aviva plc, a public limited company incorporated under the laws of England and Wales (Aviva), and Libra Acquisition Corporation, an Iowa corporation and an indirect wholly owned subsidiary of Aviva (Merger Sub). Under the Merger Agreement, the Merger Sub will be merged with and into the Company, with the Company continuing after the Merger as the surviving corporation and an indirect wholly owned subsidiary of Aviva (the Merger). At the effective date of the Merger, each outstanding share of the Company's stock will be converted into the right to receive \$69.00 in cash, without interest. Also, at the effective time of the Merger, each outstanding option to purchase the Company's common stock will be canceled and converted into the right to receive an amount of cash per share equal to the excess, if any, of \$69.00 over the exercise price of the option. In addition, the Company's other equity incentive instruments will be cashed out in the Merger.

The Merger Agreement has been approved by the Company's and Aviva's respective boards of directors and by the Company's shareholders. The completion of the Merger is subject to customary closing conditions and receipt of certain government and regulatory approvals. The Merger Agreement contains certain termination rights of Aviva and the Company and provides that, upon the termination of the Merger Agreement under certain circumstances, the Company would be required on a date certain or upon the occurrence of specified events to pay Aviva a termination fee of \$90 million, plus up to \$12.5 million of Aviva's out-of-pocket expenses incurred in connection with the Merger Agreement. The Merger is currently expected to close before December 31, 2006.

Table of Contents**(3) SHARE-BASED COMPENSATION****Adoption of SFAS 123R**

The Company has various share-based compensation plans, which provide for equity awards including stock options, non-vested stock, non-vested stock units, stock appreciation rights (SARs), a long-term incentive plan and a management incentive payment deferral plan. In December 2004, the Financial Accounting Standards Board issued a revision to Statement of Financial Accounting Standards No. 123, Share-Based Payment, (SFAS 123R) which is a revision of Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation, (SFAS 123). The statement supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Effective on January 1, 2006, the Company adopted the modified prospective transition method provided under SFAS 123R. Compensation cost associated with share-based compensation plans recognized for the nine months ended September 30, 2006 includes (1) the amortization related to the remaining unvested portion of all share-based awards granted prior to January 1, 2006, based on the grant date fair value estimated in accordance with the original provisions of SFAS 123, and (2) the amortization related to all share-based awards granted on or after January 1, 2006, based on the grant date fair value estimated in accordance with SFAS 123R.

The effect on pro-forma net income and earnings per share in 2005 if the Company had applied the fair value recognition provisions of SFAS 123 to share-based employee compensation would have been as follows:

| | For The Three Months Ended September 30, 2006 | | For The Nine Months Ended September 30, 2005 | |
|---|---|----------|--|------------|
| | 2006 | 2005 | 2006 | 2005 |
| | (\$ in thousands, except share data) | | | |
| Net income available to common stockholders, as reported | \$5,327 | \$38,619 | \$ 128,777 | \$ 135,674 |
| Add: 2005 stock-based compensation expense included in reported net income, net of related tax effects | | 1,439 | | 2,185 |
| Deduct: 2005 total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | | (1,027) | | (2,780) |
| 2006 actual and 2005 pro forma net income available to common stockholders | \$5,327 | \$39,031 | \$ 128,777 | \$ 135,079 |
| Earnings per common share: | | | | |
| Basic as reported | \$ 0.13 | \$ 1.00 | \$ 3.28 | \$ 3.47 |
| Basic pro forma | \$ 0.13 | \$ 1.01 | \$ 3.28 | \$ 3.45 |
| Diluted as reported | \$ 0.12 | \$ 0.91 | \$ 3.06 | \$ 3.17 |
| Diluted pro forma | \$ 0.12 | \$ 0.92 | \$ 3.06 | \$ 3.16 |

As part of the adoption of SFAS 123R, the unrecognized compensation cost related to non-vested share-based compensation awards granted prior to January 1, 2006, previously recognized as a separate component of stockholders equity amounting to \$3.8 million was reclassified to additional paid-in capital. In addition, prior to the adoption of SFAS 123R, the tax benefits resulting from the exercise of share-based compensation were reported as operating cash

flows in the consolidated statement of cash flows. SFAS 123R requires that cash flows resulting from tax deductions in excess of cumulative compensation cost recognized for exercise be classified as financing cash flows. There was no initial change to net income or total stockholders' equity upon adoption of SFAS 123R.

Table of Contents**General**

Stock options, non-vested stock, non-vested stock units, non-vested stock units under the long-term incentive plan and management incentive payment deferral plan units are settled in the Company's stock. Upon exercise of these awards, the Company issues shares from treasury or issues new shares of common stock as the awards cannot be settled for cash. The Company's SARs and Agent Bonus Plan are settled in cash rather than shares of stock.

If the proposed merger, as discussed in note 2, is completed, at the effective time of the merger each outstanding option to purchase Company common stock will be cancelled and converted into the right to receive an amount of cash per share equal to the excess, if any, of \$69.00 over the exercise price of the option. Each stock unit, performance unit or similar award will be cancelled and converted into the right to receive \$69.00 in cash per unit or award held, with unvested performance units vesting at target levels. Each stock appreciation right will be cancelled and converted into the right to receive an amount of cash per stock appreciation right equal to the excess of \$69.00 over the fair market value of a share of Company common stock on the date of the grant.

Total compensation expense for share-based awards amounted to \$7.4 million (\$4.9 million after-tax) and \$6.0 million (\$4.0 million after-tax) for the nine months ended September 30, 2006 and 2005, respectively. As of September 30, 2006, there was \$23.9 million of unrecognized compensation cost, adjusted for estimated forfeitures, related to stock-based compensation. That cost is expected to be recognized over vesting periods of generally three to five years.

Stock Option Plans

The Company has four stock incentive plans authorizing the issuance of incentive and non-qualified stock options to employees, officers and non-employee directors of the Company. The option price per share under all plans may not be less than the fair value of the Company's common stock on the date of grant and the term of the option may not be longer than ten years. Options granted on or subsequent to January 1, 2003, have a five-year vesting schedule with one-fifth of the options granted vesting at the end of each of the five years. Generally, options granted prior to January 1, 2003, have a three-year vesting schedule with one-third of the options granted vesting at the end of each of the three years. Option expense was recorded for the first time in 2006, which amounted to \$2.7 million for the nine months ended September 30, 2006.

A summary of the Company's stock option plans follows:

| | Nine Months Ended September 30, 2006 | |
|----------------------------------|---|--|
| | Number of shares | Weighted average exercise price |
| Outstanding, beginning of period | 2,754,287 | \$ 32.00 |
| Granted at market price | 326,500 | 59.86 |
| Exercised | (269,017) | 25.15 |
| Forfeited | (5,900) | |
| Outstanding, end of period | 2,805,870 | \$ 35.67 |
| Exercisable, end of period | 1,973,606 | \$ 30.83 |

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The following table summarizes information about stock options outstanding under the Company's option plans as of September 30, 2006:

| Range of exercise prices | Options Outstanding | | Weighted average contractual life in years | Weighted average exercise price |
|--------------------------------|-------------------------------------|--|--|--|
| | Remaining options outstanding | | | |
| 18.30 - 24.40 | 389,930 | | 3.0 | \$ 20.94 |
| 24.40 - 30.50 | 896,418 | | 4.9 | 28.40 |
| 30.50 - 36.60 | 237,084 | | 4.1 | 34.20 |
| 36.60 - 42.70 | 680,305 | | 6.2 | 37.99 |
| 42.70 - 48.80 | 253,133 | | 8.3 | 46.70 |
| 48.80 - 54.90 | 18,000 | | 9.0 | 51.64 |
| 54.90 - 61.00 | 331,000 | | 9.3 | 59.75 |
| | 2,805,870 | | 5.8 | \$ 35.67 |

The following table summarizes information about stock options exercisable under the Company's option plans as of September 30, 2006:

| Range of exercise prices | Options Exercisable | | Weighted average exercise price |
|--------------------------------|------------------------|--|--|
| | Options exercisable | | |
| 18.30 - 24.40 | 389,930 | | \$ 20.94 |
| 24.40 - 30.50 | 769,338 | | 28.66 |
| 30.50 - 36.60 | 225,915 | | 34.17 |
| 36.60 - 42.70 | 533,620 | | 38.09 |
| 42.70 - 48.80 | 49,803 | | 46.51 |
| 48.80 - 54.90 | 3,000 | | 51.29 |
| 54.90 - 61.00 | 2,000 | | 57.40 |

1,973,606 \$ 30.83

The total intrinsic value of options exercised was \$9.5 million for the nine months ended September 30, 2006. The aggregate intrinsic value of options outstanding and options exercisable as of September 30, 2006 was \$90.7 million and \$73.4 million, respectively.

The fair values of options granted are estimated on the date of grant using a Monte Carlo simulation pricing model for awards granted on or after January 1, 2006, and the Black-Scholes pricing model for awards granted prior to January 1, 2006. The determination of the fair value of option awards on the date of grant using an option-pricing model is affected by the stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the expected stock price volatility over the term of the awards, actual and projected employee stock option exercise behaviors, risk-free interest rate and expected dividends. For the 2006 pricing model, the expected term of options granted is estimated by taking the average of the vesting term and the contractual term of the option. The

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volatility of the common stock is estimated by considering both historical and implied volatility in market traded options. The risk-free interest rate in the option valuation model is based on U.S. Treasury zero-coupon issues with remaining terms similar to the expected term on the options. The option valuation model contains an assumption that the Company plans to continue paying a \$0.40 per share cash dividend for the foreseeable future. The Company is required to estimate forfeitures at the time of grant and revise those estimates in subsequent periods if actual forfeitures differ from those estimates. Historical data is used to estimate pre-vesting option forfeitures and record compensation expense only for those awards that are expected to vest. All option awards are amortized on a straight-line basis over the requisite service periods of the awards, which are generally the vesting periods. The following are the weighted average assumptions used:

| | | |
|--|----------|----------|
| | 2006 | 2005 |
| Expected Volatility | 24.64% | 30.11% |
| Risk-free Interest Rate | 4.68% | 4.31% |
| Dividend Yield | 0.66% | 0.88% |
| Weighted average fair value of options granted | \$ 19.44 | \$ 20.25 |

Non-vested Stock

The Company has awarded restricted stock to eligible employees and non-employee directors under two of the stock incentive plans. The awards have restriction periods of one to five years tied to employment and/or service. The awards are recorded at the market value on the date of the grant as unearned compensation, included in additional paid-in capital, since common shares were legally issued on that date. The initial values of these grants are amortized over the restriction periods, net of forfeitures. Non-vested stock and compensation expense information is as follows:

| | Nine Months Ended September 30, 2006 | |
|--|---|---------------------------------------|
| | Number of shares | Weighted average grant price |
| Outstanding, beginning of period | 48,277 | \$ 39.57 |
| Granted at market price | 10,262 | 58.64 |
| Exercised | (2,000) | 32.00 |
| Forfeited | | |
| Outstanding, end of period | 56,539 | \$ 42.91 |
| Compensation expense (\$ in thousands) | | \$ 301 |

Non-vested Stock Units

The Company awarded 57,296 non-vested common stock units to an employee under one of the stock incentive plans in 2005. The awards have restriction periods of three to four years tied to employment or service. The awards were recorded at the market value on the date of the grant as unearned compensation, included in additional paid-in capital, as shares will be issued at the end of the restriction period. The initial values of these grants are amortized over the restriction periods, net of forfeitures. Compensation expense amounted to \$0.6 million and \$0.2 million for the nine months ended September 30, 2006 and 2005, respectively. As of September 30, 2006 and December 31, 2005, there were 49,962 units outstanding.

Table of Contents**Stock Appreciation Rights**

The Company is authorized to grant SARs to agents under its non-employee stock option plan. Issuance of SARs is made at the sole discretion of the Company. The terms and conditions under this plan are similar to the employee stock incentive plans. The SARs are accounted for as a liability instrument since the awards are settled for cash. The liability for the awards is adjusted based on the current market value of the Company's stock at each reporting date. The Company's SARs are summarized as follows:

| | Nine Months Ended September 30, 2006 | |
|--|---|--|
| | Number of shares | Weighted average exercise price |
| Outstanding, beginning of period | 51,755 | \$ 34.77 |
| Granted at market price | 9,500 | 60.09 |
| Exercised | (5,218) | 32.85 |
| Forfeited | | |
| Outstanding, end of period | 56,037 | \$ 39.17 |
| Compensation expense (\$ in thousands) | | \$ 478 |

Long-term Incentive Plan

As part of the stock incentive plans for employees and non-employees, the Human Resources and Compensation Committee of the Board of Directors is authorized to grant awards to senior officers in connection with a long-term incentive plan. The plan provides for an initial grant of units. The units are earned over a multi-year period and the number of units earned varies with the level of performance achieved over such performance period. The number of units earned range from zero to 200% of the initial units granted. Expense is determined based on the grant date fair value of the units determined by a Monte Carlo simulation model. Awards will be paid in common stock or such other consideration as the committee may determine. Awards under this plan are granted under and subject to the terms and conditions of the employee stock incentive plans. As of September 30, 2006 and December 31, 2005, there were 0.1 million units outstanding under the plan. Compensation expense for the plan amounted to \$1.5 million and \$3.6 million for the nine months ended September 30, 2006 and 2005, respectively. The total fair value of awards granted amounted to \$4.2 million and \$2.3 million during the nine months ended September 30, 2006 and 2005, respectively.

Management Incentive Payment Deferral Plan

The Company has a management incentive payment deferral plan under which eligible employees can elect to defer their annual cash bonuses. The Human Resources and Compensation Committee of the Board of Directors determines each year the maximum amount of deferral and percentage of match by the Company. Employees can defer up to 100% of bonuses received. Participant deferrals are 50% matched by the Company up to a maximum match of \$10,000. The total deferrals, including participant deferrals and Company match, have a restriction period of three years during which the deferrals cannot be paid out except for certain specified events. Deferrals and match amounts are used to purchase units equal in value to a share of the Company's common stock on the date of deferral. Shares of common stock are distributed at the end of the restriction period. At September 30, 2006 and December 31, 2005, there were 0.2 million and 0.3 million units outstanding with the value of the vested and partially vested units outstanding amounting to \$0.8 million and \$0.8 million, respectively, which is included as unearned compensation in additional paid-in capital in stockholders' equity of the consolidated balance sheet. The total fair value of deferrals and

match awards granted amounted to \$2.5 million and \$2.6 million during

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the nine months ended September 30, 2006 and 2005, respectively. Compensation expense associated with the match portion of the plan amounted to \$0.3 million and \$0.4 million for the nine months ended September 30, 2006 and 2005, respectively.

Agent Bonus Plan

The Company has a bonus plan under which eligible agents receive awards based on meeting or exceeding production goals. Units are awarded for the applicable year using the Company's common stock price at the award date. Vesting is generally over a five year period and is dependent on achieving production goals in subsequent years. The bonus plan is accounted for as a liability instrument since the awards are settled for cash. The liability for the awards is adjusted based on the current market value of the Company's stock at each reporting date. At September 30, 2006 and December 31, 2005, there were 0.1 million units outstanding with the value of the vested and partially vested units outstanding amounting to \$4.4 million, which is included as an accrued expense in the consolidated balance sheet. The total fair value of the units amounted to \$1.0 million and \$1.5 million during the nine months ended September 30, 2006 and 2005, respectively. Compensation expense associated with the match portion of the plan amounted to \$1.5 million and \$1.1 million for the nine months ended September 30, 2006 and 2005, respectively.

(4) EARNINGS PER SHARE

Basic earnings per share of common stock are computed by dividing net income by the weighted-average number of common shares outstanding during the period. Diluted earnings per share assumes the issuance of common shares applicable to stock options, PRIDESSM and the Company's Optionally Convertible Equity-Linked Accreting Notes (OCEANsSM) and is calculated using the treasury stock method.

As of August 16, 2006, all of the Company's PRIDES were converted with settlement in cash and common stock. Diluted earnings per share applicable to the Company's PRIDES securities for the time period prior to the conversion were determined using the treasury stock method as it was anticipated that holders of the PRIDES were more likely to tender cash for the securities' forward contract. The PRIDES added 1,371,289 and 2,027,964 shares to the diluted earnings per share calculation for the three and nine months ended September 30, 2006, respectively, and 1,969,535 and 1,683,794 shares to the diluted earnings per share calculation for the three and nine months ended September 30, 2005, respectively.

As of September 13, 2005, all of the Company's OCEANs were converted with settlement in cash and common stock. Diluted earnings per share applicable to the OCEANs were determined using the guidance of the Financial Accounting Standards Board's Emerging Issues Task Force Issue 04-8 (EITF 04-8), The Effect of Contingently Convertible Debt on Diluted Earnings per Share, which was effective for periods ending after December 15, 2004. EITF 04-8 requires diluted earnings per share to be computed following the guidance of EITF 90-19, Convertible Bonds with Issuer Option to Settle for Cash upon Conversion, for securities such as the OCEANs which are considered to be Instrument C securities. The conversion spread portion of an Instrument C security should be included in diluted earnings per share based on the number of shares that would be required to be delivered if the instrument had been converted at the end of the period. The OCEANs added 1,119,235 and 1,061,545 shares to the diluted earnings per share calculation for the three and nine months ended September 30, 2005, respectively.

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| | For The Three Months Ended September 30, | | | | | |
|--|--|--------------------------------|---------------------|---------------|--------------------------------|---------------------|
| | Net Income | 2006 Number of Shares | Per Share Amount | Net Income | 2005 Number of Shares | Per Share Amount |
| | (\$ in thousands, except share data) | | | | | |
| Basic EPS | | | | | | |
| Net income available to common stockholders from continuing operations | \$5,327 | 40,673 | \$ 0.13 | \$38,619 | 38,488 | \$ 1.00 |
| Effect of dilutive securities | | | | | | |
| Equity compensation | | 859 | | | 949 | (0.02) |
| PRIDES | | 1,371 | (0.01) | | 1,970 | (0.05) |
| OCEANs | | | | | 1,119 | (0.02) |
| Diluted EPS | \$5,327 | 42,903 | \$ 0.12 | \$38,619 | 42,526 | \$ 0.91 |

| | For The Nine Months Ended September 30, | | | | | |
|--|---|--------------------------------|------------------------|---------------|--------------------------------|------------------------|
| | Net Income | 2006 Number of Shares | Per Share Amount | Net Income | 2005 Number of Shares | Per Share Amount |
| | (\$ in thousands, except share data) | | | | | |
| Basic EPS | | | | | | |
| Net income available to common stockholders from continuing operations | \$128,777 | 39,309 | \$ 3.28 | \$135,674 | 39,102 | \$ 3.47 |
| Effect of dilutive securities | | | | | | |
| Equity compensation | | 754 | (0.06) | | 895 | (0.07) |
| PRIDES | | 2,028 | (0.16) | | 1,684 | (0.14) |
| OCEANs | | | | | 1,062 | (0.09) |
| Diluted EPS | \$128,777 | 42,091 | \$ 3.06 | \$135,674 | 42,743 | \$ 3.17 |

(5) CLOSED BLOCK

The Company has established two closed blocks, which we refer to collectively as the Closed Block. The first was established on June 30, 1996 in connection with the reorganization of ALIC from a mutual company to a stock company. The second was established as of March 31, 2000 in connection with the reorganization of ILIC from a mutual company to a stock company. Insurance policies which had a dividend scale in effect as of each Closed Block

establishment date were included in the Closed Block. The Closed Block was designed to provide reasonable assurance to owners of insurance policies included therein that, after the reorganization of ALIC and ILIC, assets would be available to maintain the dividend scales and interest credits in effect prior to the reorganization if the experience underlying such scales and credits continues.

Summarized financial information of the Closed Block as of September 30, 2006 and December 31, 2005 and for the three and nine months ended September 30, 2006 and 2005 are as follows:

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| | September 30, 2006 | December 31, 2005 |
|--|---|----------------------|
| | (\$ in thousands) | |
| Liabilities: | | |
| Future life and annuity policy benefits | \$2,731,718 | \$ 2,765,095 |
| Policyowner funds | 7,013 | 7,835 |
| Accrued expenses and other liabilities | 11,439 | 6,420 |
| Dividends payable to policyowners | 150,848 | 154,793 |
| Policy and contract claims | 12,698 | 17,986 |
| Policyowner dividend obligation | 76,498 | 116,684 |
| | | |
| Total Liabilities | 2,990,214 | 3,068,813 |
| | | |
| Assets: | | |
| Fixed maturity securities available-for-sale at fair value | 1,932,794 | 1,916,052 |
| Mortgage loans | 50,629 | 60,541 |
| Policy loans | 334,294 | 331,561 |
| Cash and cash equivalents | 2,201 | 63,506 |
| Accrued investment income | 31,965 | 32,972 |
| Premiums and fees receivable | 53,981 | 58,778 |
| | | |
| Total Assets | 2,405,864 | 2,463,410 |
| | | |
| Maximum future earnings to be recognized from assets and liabilities of the Closed Block | \$ 584,350 | \$ 605,403 |
| | | |
| | For The Three Months Ended September 30, | |
| | 2006 | 2005 |
| | (\$ in thousands) | |
| Operations: | | |
| Insurance premiums | \$ 35,972 | \$ 37,582 |
| Product charges | 1,409 | 1,472 |
| Net investment income | 35,513 | 35,393 |
| Realized gains (losses) on investments | 121 | (650) |
| Policyowner benefits | (49,071) | (47,174) |
| Underwriting, acquisition and other expenses | (842) | (785) |
| Dividends to policyowners | (14,514) | (17,066) |
| | | |
| Contribution from the Closed Block before income taxes | \$ 8,588 | \$ 8,772 |

| | For The Nine Months Ended September 30, | |
|--|--|------------|
| | 2006 | 2005 |
| | (\$ in thousands) | |
| Operations: | | |
| Insurance premiums | \$ 111,344 | \$ 122,467 |
| Product charges | 4,527 | 4,618 |
| Net investment income | 107,114 | 110,173 |
| Realized losses on investments | (1,997) | (560) |
| Policyowner benefits | (143,722) | (142,577) |
| Underwriting, acquisition and other expenses | (3,881) | (1,973) |
| Dividends to policyowners | (46,851) | (65,057) |
| | | |
| Contribution from the Closed Block before income taxes | \$ 26,534 | \$ 27,091 |

Table of Contents**(6) DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

The Company accounts for derivatives, including certain derivative instruments embedded in other contracts, at fair value. Accounting for gains and losses resulting from changes in the values of derivatives is dependent upon the use of the derivative and its qualification for special hedge accounting. In addition, we also have trading securities that back our total return strategy traditional annuity products. During the first nine months of 2006 and 2005, an unrealized gain has been recognized amounting to \$14.0 million and an unrealized loss of \$14.9 million, respectively, primarily from the change in fair value on the trading securities backing the total return strategy products. Additionally, realized/unrealized gains (losses) on investments included an unrealized gain of \$66.0 million and an unrealized loss \$1.7 million for the first nine months of 2006 and 2005, respectively, primarily from the change in fair value on call options used as a natural hedge of embedded options within indexed products. Policyowner benefits included an adjustment to contract liabilities for fair value changes in options embedded within the indexed products and fair value changes on total return strategy annuity contracts. The total adjustment to policyowner benefits amounted to an increase in expense of \$76.9 million and a decrease in expense of \$19.4 million for the first nine months of 2006 and 2005, respectively.

The following table summarizes the income (loss) impact of the market value adjustments on trading securities and derivatives for the nine months ended September 30, 2006 and 2005:

| | Nine Months Ended September 30, 2006 | | | |
|--|--------------------------------------|---------------------|----------|-----------|
| | Total Return Products | Indexed Products | Other | Total |
| | | | | |
| | | (\$ in thousands) | | |
| Fixed maturity securities held-for-trading | \$ 13,770 | \$ | \$ 220 | \$ 13,990 |
| Options | | 65,970 | 1 | 65,971 |
| Market value adjustment to liabilities | (14,394) | (64,150) | 1,614 | (76,930) |
| Cash flow hedge amortization | | | 183 | 183 |
| DAC and deferred sales inducements amortization of impact of net adjustments above | (107) | (2,299) | | (2,406) |
| Pre-tax total | (731) | (479) | 2,018 | 808 |
| Income taxes | 256 | 168 | (706) | (282) |
| After-tax total | \$ (475) | \$ (311) | \$ 1,312 | \$ 526 |

| | Nine Months Ended September 30, 2005 | | | |
|--|--------------------------------------|---------------------|------------|-------------|
| | Total Return Products | Indexed Products | Other | Total |
| | | | | |
| | | (\$ in thousands) | | |
| Fixed maturity securities held-for-trading | \$ (11,842) | \$ | \$ (3,077) | \$ (14,919) |
| Options | | (1,723) | 18 | (1,705) |
| Market value adjustment to liabilities | 2,912 | 13,535 | 2,956 | 19,403 |
| Cash flow hedge amortization | | | 112 | 112 |
| DAC and deferred sales inducements amortization of impact of net adjustments above | 824 | (5,531) | | (4,707) |

| | | | | |
|-----------------|------------|----------|------|------------|
| Pre-tax total | (8,106) | 6,281 | 9 | (1,816) |
| Income taxes | 2,837 | (2,198) | (3) | 636 |
| After-tax total | \$ (5,269) | \$ 4,083 | \$ 6 | \$ (1,180) |

Table of Contents**(7) EQUITY TRANSACTIONS**

On September 13, 2006, the Company redeemed all of its issued and outstanding shares of Series A Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) at a price of \$26.03 per share plus the preferred dividend payment of \$.0453125 per share for a total redemption price per share of \$26.48. The redemption resulted in a loss of \$11.4 million. Funding for the redemption came from the settlement of the forward purchase contracts forming a portion of the Company's Income PRIDES which matured on August 16, 2006 as well as other equity issuances occurring in the six month period prior to the redemption. Under the terms of the redemption, the Company was required to use the proceeds of the sale of its equity securities to redeem the Series A Preferred Stock. In order to provide the funds necessary to complete the redemption, Aviva plc purchased 3,073 shares of the Company's common stock at \$69.00 per share for an aggregate cash purchase price of \$0.2 million pursuant to the terms of a subscription agreement dated September 12, 2006.

(8) FEDERAL INCOME TAXES

The effective income tax rate for the nine months ended September 30, 2006 varied from the prevailing corporate rate primarily as a result of tax exempt income and the write-off of certain deferred tax assets. The effective income tax rate for the nine months ended September 30, 2005 varied from the prevailing corporate rate primarily as a result of tax exempt income, a reduction in the income tax accrual, and additional tax on the joint venture sale. During the third quarter of 2006, the Company wrote-off \$3.2 million of deferred tax assets related to the expiration of capital loss carryovers. The accrual reductions were for the release of provisions originally established for potential tax adjustments related to open Internal Revenue Service exam years from 1997 through 2003 which were settled or eliminated during 2006 and 2005. The accrual was reduced \$0.7 million in 2006 and \$13.4 million in 2005. The 2005 accrual reduction was primarily related to the settlement of the tax treatment of a leveraged lease investment and the determination of taxable income of some partnership investments. The effective income tax rate for the third quarter of 2005 varied from the prevailing corporate rate primarily due to additional income tax expense of \$6.6 million incurred in the restructuring of the Company's joint venture with Ameritas Life Insurance Corp. in which the Company's interest in Ameritas Variable Life Insurance Company was sold to Ameritas Life Insurance Corp. The additional tax expense related to the reversal of taxable temporary differences during the third quarter of 2005 without the benefit of previously anticipated dividends received deductions. The effective income tax rate excluding the deferred tax asset charge, accrual reductions and the additional tax on the joint venture sale was 33.5% and 33.1% for the nine months ended September 30, 2006 and 2005, respectively.

(9) COMMITMENTS AND CONTINGENCIES

AmerUs is routinely involved in litigation and other proceedings, including class actions, reinsurance claims and regulatory proceedings arising in the ordinary course of its business. In recent years, the life insurance industry, including AmerUs Group Co. and its subsidiaries, has been subject to an increase in litigation pursued on behalf of both individuals and purported classes of insurance purchasers, questioning the conduct of insurers and their agents in the marketing of their products. AmerUs' pending lawsuits raise difficult and complicated factual and legal issues and are subject to many uncertainties and complexities, including, but not limited to, the underlying facts of each matter, novel legal issues, variations between jurisdictions in which matters are being litigated, differences in applicable laws and judicial interpretations, the length of time before many of these matters might be resolved by settlement or through litigation and, in some cases, the fact that many of these matters are putative class actions in which a class has not been certified and in which the purported class may not be clearly defined, the fact that many of these matters involve multi-state class actions in which the applicable law(s) for the claims at issue is in dispute and therefore unclear, and the current challenging legal environment faced by large corporations and insurance companies. In addition, state and federal regulatory bodies, such as state insurance departments and attorneys general, periodically make inquiries and conduct examinations concerning compliance by AmerUs and others with applicable insurance and

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other laws. AmerUs responds to such inquiries and cooperates with regulatory examinations in the ordinary course of business.

During 2005 nationwide class actions were filed on April 7, 2005 (United States District Court for the Central District of California), April 25, 2005 (United States District Court for the District of Kansas), May 19, 2005 (United States District Court for Eastern District of Pennsylvania), August 29, 2005 (United States District Court for the Middle District of Florida), November 8, 2005 (United States District Court for the Eastern District of Pennsylvania) and December 8, 2005 (United States District Court for the Eastern District of Pennsylvania) on behalf of certain purchasers of our products against AmerUs Group Co. and/or certain of its subsidiaries (including American and ALIC). On July 7, 2005 a statewide class action was also filed on behalf of certain purchasers of our products in the United States District Court for the Middle District of Florida against many of these same AmerUs entities. The aforementioned lawsuits relate to the use of purportedly inappropriate sales practices and products in the senior citizen market. The complaints allege, among other things, the unauthorized practice of law involving the marketing of estate or financial planning services, the lack of suitability of the products, the improper manner in which they were sold, including pretext sales and non-disclosure of surrender charges, as well as other violations of the state consumer and insurance laws. The plaintiffs in the lawsuits seek compensatory damages, rescission, injunctive relief, treble and/or punitive damages, attorneys fees and other relief and damages. In November 2005, each of the aforementioned lawsuits as well as certain other statewide class actions and individual lawsuits were assigned to the United States District Court for the Eastern District of Pennsylvania for coordinated and consolidated pretrial proceedings.

In November 2005, the Superior Court of the State of California for the County of San Luis Obispo approved a settlement of a statewide class of annuity holders and purchasers of estate planning services, *Cheves v. American Investors Life Insurance Company, Family First Estate Planning and Family First Insurance Services, et al.* The allegations in this case involved claims of breach of contract, misrepresentation, unfair competition and deceptive trade practices. Given the charges previously taken regarding this matter, AmerUs does not currently anticipate that any additional charges will be required as a result of this settlement.

On February 10, 2005, the California Attorney General and the Insurance Commissioner of the State of California filed suit in the California Superior Court for the County of Los Angeles against American and certain other subsidiaries of AmerUs Group Co. alleging the unauthorized practice of law, claims related to the suitability of the products for, and the manner in which they were sold to, the senior citizen market, including violations of California's insurance code and unfair competition laws. The plaintiffs seek civil penalties, restitution, injunctive relief and other relief and damages.

As previously disclosed, a charge was taken in the third quarter of 2005 in connection with these lawsuits in California. In the third quarter of 2006, an additional charge was taken as a result of an increase in the expected cost necessary to cover the net exposures of these lawsuits.

AmerUs Group Co. and certain of its subsidiaries are among the defendants in separate lawsuits by the Attorneys General of Pennsylvania and Illinois on behalf of certain Pennsylvania and Illinois residents, respectively, some of whom were purchasers of our products alleging, in part, claims related to the marketing of our products to senior citizens and violations of consumer protection laws. The plaintiffs seek fines, restitution, injunctive and other relief.

In these matters, plaintiffs seek a variety of remedies including equitable relief in the form of injunctive and other remedies and monetary relief in the form of contractual and extra-contractual damages. Some of these claims and legal actions are in jurisdictions where juries are given substantial latitude in assessing damages, including punitive and exemplary damages. Often more specific information beyond the type of relief sought is not available because plaintiffs have not requested more

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specific relief in their court pleadings. In our experience, monetary demands in plaintiffs' court pleadings bear little relation to the ultimate loss, if any, to AmerUs. Estimates of possible losses or ranges of losses for particular matters cannot in the ordinary course be made with a reasonable degree of certainty. It is possible that AmerUs' results of operations or cash flow in a particular quarterly or annual period could be materially adversely affected by an ultimate unfavorable resolution of pending litigation and regulatory matters.

(10) EMPLOYEE BENEFIT PLANS

The Company has a frozen defined benefit pension plan and also has defined benefit plans which provide supplemental retirement benefits to certain agents and executives. In addition to pension benefits, the Company also provides certain health care and life insurance benefits for retired employees. The following is a summary of net periodic benefit cost for these plans for the nine months ended September 30, 2006 and 2005:

| | Nine Months Ended September 30, | |
|--|------------------------------------|----------|
| | 2006 | 2005 |
| | (\$ in thousands) | |
| Components of net periodic benefit cost: | | |
| Service cost | \$ 799 | \$ 235 |
| Interest cost | 4,598 | 4,416 |
| Expected return on plan assets | (3,656) | (3,647) |
| Amortization of prior service cost | (103) | 66 |
| Amortization of actuarial loss | 506 | 535 |
| | | |
| Total expense | \$ 2,144 | \$ 1,605 |

(11) ACCOUNTING DEVELOPMENTS

In June 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes - An Interpretation of FASB Statement No. 109*, (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is assessing the impact of adopting FIN 48.

In February 2006, the FASB issued SFAS No. 155, *Accounting for Certain Hybrid Financial Instruments* - an amendment of FASB Statements No. 133 and 140 (SFAS 155), which amends SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* (SFAS 133) and *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities* (SFAS 140). SFAS 155 (1) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, (2) clarifies which interest-only and principal-only strips are not subject to the requirements of SFAS 133, (3) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, (4) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and (5) amends SFAS 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's fiscal year that begins after September 15, 2006. At adoption, the fair value election may also be applied to hybrid financial instruments that have been bifurcated under SFAS 133 prior to adoption of SFAS 155. Any changes resulting from the adoption of SFAS 155 should be recognized as a cumulative

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effect adjustment to beginning retained earnings. The Company is assessing the impact of adopting SFAS 155.

(12) OPERATING SEGMENTS

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

Protection Products. The primary product offerings consist of term life, universal life and indexed life insurance policies. Indexed life is a type of universal life or interest-sensitive whole life product. These products are marketed on a national basis primarily through Independent Marketing Organizations (IMOs), a Career Marketing Organization (CMO) system, a Personal Producing General Agent (PPGA) system, and a New York distribution system.

Accumulation Products. The primary product offerings consist of individual fixed annuities (comprised of traditional fixed annuities and indexed annuities), marketed on a national basis primarily through IMOs and independent brokers, and insurance contracts issued through funding agreements.

The product offerings within each segment are of a very similar nature. Insurance premiums of the protection products segment are primarily from term life products. Product charges of the protection products segment are from interest-sensitive whole life, universal life and indexed life insurance products. Product charges of the accumulation products segment are from traditional fixed and indexed annuities. Due to the similarity of products within each segment, premiums and product charges are shown by segment and not by specific product type.

The Company uses the same accounting policies and procedures to measure operating segment income and assets as it uses to measure its consolidated income from operations and assets with the exception of the elimination of certain items which management believes are not necessarily indicative of overall operating trends. These items are shown between segment pre-tax operating income and net income on the following operating segment tables and are as follows:

- 1) Realized/unrealized gains and losses on open block assets.
- 2) Market value changes and amortization of assets and liabilities associated with the accounting for derivatives, such as:
 - Unrealized gains and losses on open block options and securities held for trading.
 - Change in option value of indexed products and market value adjustments on total return strategy annuities.
 - Cash flow hedge amortization.
- 3) Amortization of deferred policy acquisition costs (DAC) and value of business acquired (VOBA) related to the unrealized and realized gains and losses on the open block investments and the derivative adjustments.
- 4) Amortization of deferred sales inducements related to the unrealized and realized gains and losses on the open block investments and the derivative adjustments
- 5) Other income from non-insurance operations.
- 6) Litigation accruals following class certification, net of insurance recoveries.
- 7) Merger costs associated with proposed merger with Aviva plc.
- 8) Interest expense.
- 9) Early extinguishment of debt.
- 10) Income tax expense.

These items will fluctuate from period to period depending on the prevailing interest rate and economic environment or are not part of the core insurance operations. As a result, management believes they do not reflect the

ongoing earnings capacity of the Company's operating segments.

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Premiums; product charges; policyowner benefits; insurance expenses; amortization of DAC, deferred sales inducements and VOBA; and dividends to policyowners are attributed directly to each operating segment. Net investment income and closed block realized capital gains and losses are allocated based on directly-related assets required for transacting the business of that segment. Other revenues and benefits and expenses which are deemed not to be associated with any specific segment are grouped together in the All Other category. These items primarily consist of holding company revenues and expenses, operations of the Company's real estate management subsidiary, and accident and health insurance.

Assets are segmented based on policy liabilities directly attributable to each segment. There are no significant intersegment transactions. Depreciation and amortization, excluding amortization of DAC, deferred sales inducements, and VOBA as previously discussed, are not significant. There have been no material changes in segment assets since December 31, 2005.

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Operating Segment Income
(\$ in thousands)

Three Months Ended September 30, 2006

| | Protection | Accumulation | All Other | Total Consolidated |
|--|------------|--------------|--------------|-----------------------|
| | Products | Products | | |
| Revenues: | | | | |
| Insurance premiums | \$ 49,916 | \$ 1,168 | \$ 184 | \$ 51,268 |
| Product charges | 54,176 | 16,349 | | 70,525 |
| Net investment income | 89,086 | 200,328 | 1,237 | 290,651 |
| Realized/unrealized gains on closed block investments | 122 | | | 122 |
| Other income: | | | | |
| Income from Independent Marketing Organizations | | 8,017 | | 8,017 |
| Other | 902 | 2,641 | 886 | 4,429 |
| | 194,202 | 228,503 | 2,307 | 425,012 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 91,617 | 131,119 | 412 | 223,148 |
| Underwriting, acquisition, and other expenses: | | | | |
| Operating expenses | 18,773 | 9,815 | 5,574 | 34,162 |
| Expenses from Independent Marketing Organizations | | 5,707 | | 5,707 |
| Amortization of DAC and VOBA | 25,009 | 28,655 | | 53,664 |
| Dividends to policyowners | 16,368 | 1 | | 16,369 |
| | 151,767 | 175,297 | 5,986 | 333,050 |
| Segment pre-tax operating income | \$ 42,435 | \$ 53,206 | \$ (3,679) | 91,962 |
| Realized/unrealized losses on open block assets | | | | (10,999) |
| Unrealized gains on open block options and trading investments | | | | 82,386 |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | | | | (139,271) |
| Cash flow hedge amortization | | | | 129 |
| | | | | 16,420 |

| | |
|--|----------|
| Amortization of DAC and VOBA due to open block gains and losses and market value adjustments | |
| Amortization of deferred sales inducements due to open block gains and losses and market value adjustments | 4,780 |
| Litigation following class certification, net | (3,179) |
| Merger costs | (1,390) |
| Income from continuing operations | 40,838 |
| Interest (expense) | (9,148) |
| Income tax (expense) | (12,260) |
| Net income | 19,430 |
| Dividends on preferred stock | (2,718) |
| Loss on redemption of preferred stock | (11,385) |
| Net income available to common stockholders | \$ 5,327 |

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Operating Segment Income
(\$ in thousands)

| | Three Months Ended September 30, 2005 | | | Total |
|--|---------------------------------------|--------------|--------------|-----------|
| | Protection | Accumulation | All Other | |
| | Products | Products | | |
| Revenues: | | | | |
| Insurance premiums | \$ 53,535 | \$ 727 | \$ 341 | \$ 54,603 |
| Product charges | 51,350 | 13,589 | | 64,939 |
| Net investment income | 88,930 | 189,332 | 379 | 278,641 |
| Realized/unrealized losses on closed block investments | (650) | | | (650) |
| Other income: | | | | |
| Income from Independent Marketing Organizations | | 7,331 | | 7,331 |
| Other | 879 | 2,551 | 566 | 3,996 |
| | 194,044 | 213,530 | 1,286 | 408,860 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 87,918 | 130,529 | (387) | 218,060 |
| Underwriting, acquisition, and other expenses: | | | | |
| Operating expenses | 19,473 | 7,230 | 8,278 | 34,981 |
| Expenses from Independent Marketing Organizations | | 5,873 | | 5,873 |
| Amortization of DAC and VOBA | 27,598 | 22,030 | | 49,628 |
| Dividends to policyowners | 18,769 | 1 | | 18,770 |
| | 153,758 | 165,663 | 7,891 | 327,312 |
| Segment pre-tax operating income | \$ 40,286 | \$ 47,867 | \$ (6,605) | 81,548 |
| Realized/unrealized losses on open block assets | | | | (793) |
| Unrealized gains on open block options and trading investments | | | | 24,805 |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | | | | 6,814 |
| Cash flow hedge amortization | | | | 35 |
| | | | | (9,086) |

| | |
|--|-----------|
| Amortization of DAC and VOBA due to open block gains and losses and market value adjustments | |
| Litigation following class certification, net | (9,380) |
| Other income from non-insurance operations | 160 |
| Income from continuing operations | 94,103 |
| Interest (expense) | (7,725) |
| Early extinguishment of debt | (19,082) |
| Income tax (expense) | (28,677) |
| Net income | 38,619 |
| Dividends on preferred stock | |
| Net income available to common stockholders | \$ 38,619 |

Table of ContentsOperating Segment Income
(\$ in thousands)

| | Nine Months Ended September 30, 2006 | | | |
|--|--------------------------------------|-----------------------|-------------|--------------------|
| | Protection Products | Accumulation Products | All Other | Total Consolidated |
| Revenues: | | | | |
| Insurance premiums | \$ 156,844 | \$ 2,568 | \$ 199 | \$ 159,611 |
| Product charges | 160,534 | 46,793 | | 207,327 |
| Net investment income | 266,645 | 594,261 | 2,035 | 862,941 |
| Realized/unrealized losses on closed block investments | (1,996) | | | (1,996) |
| Other income: | | | | |
| Income from Independent Marketing Organizations | | 24,223 | | 24,223 |
| Other | 2,659 | 7,924 | 2,525 | 13,108 |
| | 584,686 | 675,769 | 4,759 | 1,265,214 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 277,081 | 384,715 | 273 | 662,069 |
| Underwriting, acquisition, and other expenses: | | | | |
| Operating expenses | 54,538 | 28,633 | 21,804 | 104,975 |
| Expenses from Independent Marketing Organizations | | 18,117 | | 18,117 |
| Amortization of DAC and VOBA | 72,917 | 81,761 | | 154,678 |
| Dividends to policyowners | 52,783 | 2 | | 52,785 |
| | 457,319 | 513,228 | 22,077 | 992,624 |
| Segment pre-tax operating income | \$ 127,367 | \$ 162,541 | \$ (17,318) | 272,590 |
| Realized/unrealized losses on open block assets | | | | (18,676) |
| Unrealized gains on open block options and trading investments | | | | 79,961 |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | | | | (76,930) |
| Cash flow hedge amortization | | | | 183 |
| Amortization of DAC and VOBA due to open block gains and losses and market value | | | | 2,152 |

adjustments

| | |
|--|------------|
| Amortization of deferred sales inducements due to open block gains and losses and market value adjustments | (1,477) |
| Litigation following class certification, net | (3,179) |
| Merger costs | (1,390) |
| Income from continuing operations | 253,234 |
| Interest (expense) | (26,578) |
| Income tax (expense) | (78,338) |
| Net income | 148,318 |
| Dividends on preferred stock | (8,156) |
| Loss on redemption of preferred stock | (11,385) |
| Net income available to common stockholders | \$ 128,777 |

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Operating Segment Income
(\$ in thousands)

| | Nine Months Ended September 30, 2005 | | | |
|--|--------------------------------------|--------------------------|-------------|-----------------------|
| | Protection Products | Accumulation Products | All Other | Total Consolidated |
| Revenues: | | | | |
| Insurance premiums | \$ 174,587 | \$ 2,263 | \$ 1,300 | \$ 178,150 |
| Product charges | 139,073 | 39,537 | | 178,610 |
| Net investment income | 268,799 | 554,531 | 1,062 | 824,392 |
| Realized/unrealized losses on closed block investments | (560) | | | (560) |
| Other income: | | | | |
| Income from Independent Marketing Organizations | | 23,495 | | 23,495 |
| Other | 2,597 | 7,755 | 1,630 | 11,982 |
| | 584,496 | 627,581 | 3,992 | 1,216,069 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 256,293 | 388,152 | 67 | 644,512 |
| Underwriting, acquisition, and other expenses: | | | | |
| Operating expenses | 57,352 | 21,391 | 21,762 | 100,505 |
| Expenses from Independent Marketing Organizations | | 19,376 | | 19,376 |
| Amortization of DAC and VOBA | 74,576 | 68,236 | | 142,812 |
| Dividends to policyowners | 70,633 | 4 | | 70,637 |
| | 458,854 | 497,159 | 21,829 | 977,842 |
| Segment pre-tax operating income | \$ 125,642 | \$ 130,422 | \$ (17,837) | 238,227 |
| Realized/unrealized losses on open block assets | | | | (2,133) |
| Unrealized losses on open block options and trading investments | | | | (16,623) |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | | | | 19,403 |
| Cash flow hedge amortization | | | | 112 |
| Amortization of DAC and VOBA due to open block gains and losses and market value | | | | (3,703) |

| | |
|---|------------|
| adjustments | |
| Litigation following class certification, net | (9,380) |
| Other income from non-insurance operations | (205) |
| Income from continuing operations | 225,698 |
| Interest (expense) | (23,696) |
| Early extinguishment of debt | (19,082) |
| Income tax (expense) | (47,246) |
| Net income | 135,674 |
| Dividends on preferred stock | |
| Net income available to common stockholders | \$ 135,674 |

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Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) addresses the consolidated financial condition of AmerUs Group Co. as of September 30, 2006, compared with December 31, 2005, and our consolidated results of operations for the three and nine months ended September 30, 2006 and 2005. You should read the following analysis of our consolidated financial condition and results of operations in conjunction with our MD&A and audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2005, and Unaudited Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

PROPOSED MERGER

On July 12, 2006, we entered into an Agreement and Plan of Merger (the Merger Agreement) with Aviva plc, a public limited company incorporated under the laws of England and Wales (Aviva), and Libra Acquisition Corporation, an Iowa corporation and an indirect wholly owned subsidiary of Aviva (Merger Sub). Under the Merger Agreement, the Merger Sub will be merged with and into AmerUs Group, with AmerUs Group continuing after the Merger as the surviving corporation and an indirect wholly owned subsidiary of Aviva (the Merger). At the effective date of the Merger, each outstanding share of our stock will be cancelled and converted into the right to receive \$69.00 in cash, without interest. Also, at the effective time of the Merger, each outstanding option to purchase our common stock will be cancelled and converted into the right to receive an amount of cash per share equal to the excess, if any, of \$69.00 over the exercise price of the option. In addition, our other equity incentive instruments will be cancelled and cashed out in the Merger.

We have made customary representations, warranties and covenants in the Merger Agreement, including covenants relating to the conduct of our business between the date of the signing of the Merger Agreement and the closing of the Merger and, subject to certain exceptions, our agreement not to solicit, enter into discussions regarding, or provide confidential information in connection with, alternative transactions. The risk factors related to the Merger are discussed in Part II, Item 1A of this Quarterly Report on Form 10-Q.

The Merger Agreement has been approved by our and Aviva's respective boards of directors and by the Company's shareholders. The completion of the Merger is subject to customary closing conditions and receipt of certain government and regulatory approvals. The Merger Agreement contains certain termination rights of Aviva and AmerUs Group and provides that, upon the termination of the Merger Agreement under certain circumstances, we would be required on a date certain or upon the occurrence of specified events to pay Aviva a termination fee of \$90 million, plus up to \$12.5 million of Aviva's out-of-pocket expenses incurred in connection with the Merger Agreement. The Merger is currently expected to close before December 31, 2006.

NATURE OF OPERATIONS

We are a holding company whose subsidiaries are primarily engaged in the business of marketing, underwriting and distributing a broad range of individual life, annuity and insurance deposit products to individuals and businesses. Collectively, our subsidiaries are licensed in 50 states, the District of Columbia and the U.S. Virgin Islands. We have two reportable operating segments: protection products and accumulation products. The primary offerings of the protection products segment are interest-sensitive whole life, term life, universal life and indexed life insurance policies. The primary offerings of the accumulation products segment are individual fixed annuities (comprised of traditional fixed annuities and indexed annuities) and funding agreements.

Table of Contents**FINANCIAL HIGHLIGHTS**

Our financial highlights are as follows:

| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|--|---|----------|--|-----------------------------------|
| | 2006 | 2005 | 2006 | 2005 |
| | (\$ in thousands, except share data) | | | |
| Segment pre-tax operating income: | | | | |
| Protection Products | \$42,435 | \$40,286 | \$ 127,367 | \$ 125,642 |
| Accumulation Products | 53,206 | 47,867 | 162,541 | 130,422 |
| Other operations | (3,679) | (6,605) | (17,318) | (17,837) |
| Total segment pre-tax operating income | 91,962 | 81,548 | 272,590 | 238,227 |
| Non-segment expense, net (A) | 72,532 | 42,929 | 124,272 | 102,553 |
| Net income | 19,430 | 38,619 | 148,318 | 135,674 |
| Dividends on preferred stock | 2,718 | | 8,156 | |
| Loss on redemption of preferred stock | 11,385 | | 11,385 | |
| Net income available to common stockholders | \$ 5,327 | \$38,619 | \$ 128,777 | \$ 135,674 |
| Diluted net income available to common stockholders per common share | \$ 0.12 | \$ 0.91 | \$ 3.06 | \$ 3.17 |
| Total assets | | | September 30, 2006 \$25,961,439 | December 31, 2005 \$24,830,000 |
| Stockholders' equity | | | \$ 1,723,626 | \$ 1,702,315 |
| (A) Non-segment expense, net consists primarily of open block realized/unrealized gains and losses, derivative related market value adjustments, litigation following class certification, merger costs, | | | | |

interest expense,
early
extinguishment of
debt, and income
taxes.

Operating segment income increased for both the protection products and accumulation products segments in the 2006 periods as compared to the same periods in 2005. During the second quarter of 2006, projected future margin items for DAC amortization were updated with current estimates resulting in lower DAC amortization and higher protection products pre-tax operating segment income. The increase in the protection products segment was partially offset by lower net investment income growth as capital was redeployed from this segment to fund treasury stock purchases in 2006 and 2005. Our accumulation products pre-tax operating segment income increased primarily due to higher assets under management and increased product spreads.

Net income available to common stockholders decreased in the first nine months of 2006 compared to 2005 primarily as a result of increased realized/unrealized losses on open block assets and higher income tax expense as the results for the first nine months of 2005 included a reduction in the income tax accrual. Partially offsetting this decrease was higher operating segment income.

Total assets increased \$1.1 billion during the first nine months of 2006 primarily as a result of increased investment holdings. Total investments grew \$994 million which was offset by an increase in unrealized investment losses of \$213 million. Stockholders' equity increased \$21.3 million in the first nine months of 2006 primarily as a result of year-to-date net income of \$148.3 million, the conversion of PRIDES to common stock of \$143.5 million, and stock issued under various incentive plans of \$8.6 million. The increase was partially offset by the redemption of preferred stock of \$156.2 million, treasury stock purchases of \$56.3 million, increased unrealized losses on available-for-sale investments of \$55.7 million, and dividends declared on preferred stock of \$8.2 million. The unrealized losses included in accumulated other comprehensive loss are presented after related adjustments to DAC, VOBA, capitalized deferred sales inducements, closed block policyowner dividend obligation, unearned revenue reserves and deferred income taxes.

Table of Contents**PROTECTION PRODUCTS**

Our protection products segment primarily consists of term life, universal life and indexed life insurance policies. These products are marketed on a national basis primarily through IMOs, CMOs, a PPGA distribution system and a New York distribution system. When protection products are sold, we invest the premiums we receive in our investment portfolio and establish a liability representing our commitment to the policyowner. We manage investment spread by seeking to maximize the return on these invested assets, consistent with our asset/liability and credit quality policies. We enter into reinsurance arrangements in order to reduce the effects of mortality risk and the statutory capital strain from writing new business. All income statement line items are presented net of reinsurance amounts. In addition, the protection products segment includes the results of the closed block. Protection products in force totaled \$104.7 billion at September 30, 2006 and \$102.5 billion at December 31, 2005. Protection products in force is a performance measure utilized by investors, analysts and the Company to assess the Company's position in the industry. A summary of our protection products segment operations follows:

| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|---|---|-----------|--|------------|
| | 2006 | 2005 | 2006 | 2005 |
| | (\$ in thousands) | | | |
| Revenues: | | | | |
| Insurance premiums | \$ 49,916 | \$ 53,535 | \$ 156,844 | \$ 174,587 |
| Product charges | 54,176 | 51,350 | 160,534 | 139,073 |
| Net investment income | 89,086 | 88,930 | 266,645 | 268,799 |
| Realized gains (losses) on closed block investments | 122 | (650) | (1,996) | (560) |
| Other income | 902 | 879 | 2,659 | 2,597 |
| Total revenues | 194,202 | 194,044 | 584,686 | 584,496 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 91,617 | 87,918 | 277,081 | 256,293 |
| Underwriting, acquisition and other expenses | 18,773 | 19,473 | 54,538 | 57,352 |
| Amortization of DAC and VOBA, net of open block gain/loss adjustment | 25,009 | 27,598 | 72,917 | 74,576 |
| Dividends to policyowners | 16,368 | 18,769 | 52,783 | 70,633 |
| Total benefits and expenses | 151,767 | 153,758 | 457,319 | 458,854 |
| Pre-tax operating income - Protection Products segment | \$ 42,435 | \$ 40,286 | \$ 127,367 | \$ 125,642 |

Pre-tax operating income from our protection products increased 5.3% in the third quarter of 2006 and 1.4% in the first nine months of 2006 compared to the respective 2005 periods. During the second quarter of 2006, projected future margin items for DAC amortization were updated with current estimates resulting in lower DAC amortization. The increase in the protection products segment was partially offset by lower net investment income growth as capital was redeployed from this segment to fund treasury stock purchases in 2006 and 2005. In addition, expenses were lower in 2006 as compared to 2005. The key drivers of our protection products business include sales, persistency, net investment income, mortality and expenses.

Sales. Sales are a key driver of our business as they are a leading indicator of future revenue trends to emerge in segment operating income. Sales are presented as annualized premium which is in accordance with industry practice, and represent the amount of new business sold during the period. Sales are a performance metric which we use to measure the productivity of our distribution network and for compensation of sales and marketing employees and agents. We expect to continue to develop and sell indexed life products to meet the increasing consumer demand which we expect will favorably impact our product margins. The following table summarizes annualized premium by life insurance product:

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| | Sales Activity by Product | | | |
|---|---------------------------|-----------------|---------------------------|------------------|
| | For The Three Months | | For The Nine Months Ended | |
| | Ended September 30, | 2005 | September 30, | 2005 |
| | 2006 | | 2006 | |
| | (\$ in thousands) | | | |
| Traditional life insurance: | | | | |
| Interest-sensitive whole life | \$ 61 | \$ 159 | \$ 223 | \$ 392 |
| Term and other life | 1,501 | 2,835 | 4,633 | 9,241 |
| Universal life: | | | | |
| Flexible premium without no lapse guarantee | 733 | 2,651 | 2,110 | 10,913 |
| Single premium | 23 | | 68 | |
| Indexed life: | | | | |
| Flexible premium without no lapse guarantee | 23,816 | 17,694 | 68,826 | 48,703 |
| Flexible premium with no lapse guarantee | 6,335 | 3,386 | 16,406 | 9,955 |
| Fixed premium excess interest whole life | 397 | 2,843 | 2,286 | 7,473 |
| Single premium | 658 | | 2,075 | |
| Total | \$33,524 | \$29,568 | \$ 96,627 | \$ 86,677 |

Annualized premiums increased 13.4% in the third quarter of 2006 and 11.5% in the first nine months of 2006 as compared to the respective periods of 2005 due to continued growing customer demand for indexed life products. In the first nine months of 2006, sales of indexed life products were \$89.6 million as compared to \$66.1 million for 2005 and comprised 93% of total direct sales in the first nine months of 2006 compared to 76% in the first nine months of 2005. We are the leading writer of indexed life products in the United States. Traditional and universal life insurance sales continue to decline due to continued growing customer demand for indexed life products.

Premiums and Product Charges. We recognize premiums on traditional life insurance policies as revenues when the premiums are due. Amounts received as payments for universal life and indexed life insurance policies are not recorded as premium revenue, but are instead recorded as a policyowner liability. Revenues from the universal life and indexed life policies consist of charges for the cost of insurance, policy administration and policy surrender and are shown as product charges. All revenue is reported net of reinsurance ceded.

Insurance premium revenue was lower in the first nine months of 2006 as compared to the same period in 2005 primarily due to a decline in closed block in force business, lower sales of traditional products as a result of increasing consumer demand for indexed life products and higher reinsurance costs resulting from a timing difference in the recognition of reinsurance premiums. Product charge revenue was higher in 2006 as compared to 2005 due to growth in the indexed life block of business.

Persistency. Persistency, which we measure in terms of a lapse rate, is a key driver of our business as it refers to the policies which remain in our block of business. A low lapse rate means higher persistency indicating more business is remaining in force to generate future revenues. Annualized lapse rates, based on a rolling four quarter period, were 6.1% as of September 30, 2006 compared to 6.6% as of September 30, 2005. Our persistency experience remained within our pricing assumptions.

Net Investment Income. Net investment income is a key driver of our business as it reflects earnings on our invested assets. Net investment income decreased for the first nine months of 2006 as compared to the same period a year ago as a result of lower investment earned rates. The lower investment earned rates were partially offset by the growth in average protection products assets which increased approximately \$252 million in 2006 over 2005. Growth in product assets was partially offset by the redeployment of capital from the protection products segment during 2005 to fund purchases of treasury stock. The year-to-date earned rate of the investment portfolio was 6.26% compared to 6.60% a year ago.

Mortality and Benefit Expense. Mortality is a key driver of our business as it impacts the amount of our benefit expense. We utilize reinsurance to reduce the effects of mortality risk. Open block mortality increased for the first nine months of 2006 and 2005, but remains within our pricing assumptions. Total benefit expense was higher in

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the first nine months of 2006 compared to 2005 primarily due to the growth in our in force block of indexed life business, including increased amounts of interest credited to our policyowner accounts.

Underwriting, Acquisition and Other Expenses. Underwriting, acquisition and other expenses are a key driver of our business as they are costs of our operations. Expenses decreased for the first nine months of 2006 compared to 2005 primarily due to decreased state premium taxes and lower policy administration costs as we continue to centralize our administrative functions.

Amortization of DAC and VOBA. The amortization of DAC and VOBA are expense items which decreased for the third quarter and first nine months of 2006 as compared to the respective periods in 2005. During the second quarter of 2006, projected future margin items for DAC amortization were updated with current estimates. These updated projected margins continue to be appropriate for the amortization during the third quarter. In addition, during the third quarter of 2006 there was higher open block universal life mortality as compared to the third quarter of 2005. As a result, DAC and VOBA amortization in the third quarter and first nine months of 2006 is lower than for the same periods in 2005.

Dividends to Policyowners. In addition to basic policyowner dividends, dividend expense includes increases or decreases to the closed block policyowner dividend obligation liability carried on the consolidated balance sheet. The actual results of the closed block are adjusted to equal the expected earnings based on the actuarial calculation at the time of formation of the closed block (which we refer to as the closed block glide path). An adjustment is made to dividend expense to have the closed block operating results equal the closed block glide path. If the actual results for the period exceed the closed block glide path, increased dividend expense is recorded as a policyowner dividend obligation to reduce the actual closed block results. For actual results less than the closed block glide path, dividend expense is reduced to increase the actual closed block results. As a result of this accounting treatment, operating earnings from the closed block only include the predetermined closed block glide path.

Dividend expense decreased for the first nine months of 2006 compared to 2005 due to decreased closed block earnings, primarily resulting from lower net investment income and realized losses on closed block investments.

ACCUMULATION PRODUCTS

Our accumulation products segment primary offerings consist of individual fixed annuities and funding agreements. The fixed annuities are marketed on a national basis primarily through IMOs and independent brokers. Similar to our protection products segment, we invest the premiums we receive from accumulation product deposits in our investment portfolio and establish a liability representing our commitment to the policyowner. We manage product spread by seeking to maximize the return on our invested assets consistent with our asset/liability management and credit quality policies. When appropriate, we periodically reset the interest rates credited to our policyowner liability. Accumulation products reserves totaled \$13.8 billion at September 30, 2006 and \$13.5 billion at December 31, 2005. A summary of our accumulation products segment operations follows:

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| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|---|---|----------------|--|----------------|
| | 2006 | 2005 | 2006 | 2005 |
| | (\$ in thousands) | | | |
| Revenues: | | | | |
| Immediate annuity and supplementary contract premiums | \$ 1,168 | \$ 727 | \$ 2,568 | \$ 2,263 |
| Product charges | 16,349 | 13,589 | 46,793 | 39,537 |
| Net investment income | 200,328 | 189,332 | 594,261 | 554,531 |
| Other income | 2,641 | 2,551 | 7,924 | 7,755 |
| Total revenues | 220,486 | 206,199 | 651,546 | 604,086 |
| Benefits and expenses: | | | | |
| Policyowner benefits | 131,119 | 130,529 | 384,715 | 388,152 |
| Underwriting, acquisition and other expenses | 9,815 | 7,230 | 28,633 | 21,391 |
| Amortization of DAC and VOBA | 28,655 | 22,030 | 81,761 | 68,236 |
| Dividends to policyowners | 1 | 1 | 2 | 4 |
| Total benefits and expenses | 169,590 | 159,790 | 495,111 | 477,783 |
| IMO Operations: | | | | |
| Other income | 8,017 | 7,331 | 24,223 | 23,495 |
| Other expenses | 5,707 | 5,873 | 18,117 | 19,376 |
| Net IMO operating income | 2,310 | 1,458 | 6,106 | 4,119 |
| Pre-tax operating income Accumulation | | | | |
| Products segment | \$ 53,206 | \$ 47,867 | \$ 162,541 | \$ 130,422 |

Pre-tax operating income from our accumulation products operations increased 11.2% in the third quarter of 2006 and 24.6% in the first nine months of 2006 compared to the respective periods in 2005 primarily due to higher assets under management. The drivers of profitability in our accumulation products business include deposits, persistency, product spread, expenses, and IMO operations.

Deposits. Deposits are a key driver of our business as this is a measure which represents collected premiums to be deposited to policyowner accounts for which we will earn a future product spread. Deposits are presented as collected premiums, which are measured in accordance with industry practice, and represent the amount of new business sold during the period. Deposits are a performance metric which we use to measure the productivity of our distribution network and for compensation of sales and marketing employees and agents. The following table summarizes our accumulation products segment deposits:

| Deposits by Product | | | | |
|---------------------|---|------|--|------|
| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
| | 2006 | 2005 | 2006 | 2005 |

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(\$ in thousands)

| | | | | |
|------------------------------------|--------------|------------|--------------|--------------|
| Annuities | | | | |
| Deferred fixed annuities: | | | | |
| Traditional fixed annuities | \$ 49,988 | \$ 52,917 | \$ 132,791 | \$ 191,277 |
| Indexed annuities | 637,017 | 632,875 | 1,699,182 | 1,778,971 |
| Variable annuities | 397 | 864 | 1,481 | 2,002 |
| Total direct annuities | 687,402 | 686,656 | 1,833,454 | 1,972,250 |
| Funding agreements | 436,000 | | 610,666 | 26,200 |
| Total | 1,123,402 | 686,656 | 2,444,120 | 1,998,450 |
| Reinsurance ceded | (335) | (1,883) | (1,373) | (6,117) |
| Total deposits, net of reinsurance | \$ 1,123,067 | \$ 684,773 | \$ 2,442,747 | \$ 1,992,333 |

Direct annuity deposits decreased 7% in the first nine months of 2006 compared to 2005. Sales were impacted primarily by the higher short-term interest rate environment and the resulting increased demand for competing certificate of deposit products. Indexed annuities comprised 93% of total direct annuity deposits in the first nine months of 2006 compared to 90% in the first nine months of 2005. Our wholly-owned and proprietary organizations

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accounted for approximately 84% of our annuity deposits in the first nine months of 2006 compared to 83% in the first nine months of 2005. We also placed floating and fixed rate funding agreements totaling \$610.7 million and \$26.2 million during the first nine months of 2006 and 2005, respectively. We expect higher interest rates will continue to impact our accumulation segment sales.

Product Charges. The deposits we receive on accumulation products are not recorded as revenue but instead as a policyowner liability. Surrender charges collected on accumulation products are recorded as revenue and shown as a product charge. Product charges increased in the first nine months of 2006 as compared to 2005 due to increased policy withdrawals within the surrender charge period.

Persistency. Persistency, which we measure in terms of a withdrawal rate, is a key driver of our business as it refers to the policies which remain in our block of business. A low withdrawal rate reflects higher persistency indicating more business is remaining in force to generate future revenues. Withdrawals represent funds taken out of accumulation products by policyowners not including those due to the death of policyowners. Annuity withdrawal rates without internal replacements, based on a rolling four quarter period, increased in 2006 to 11.6% or \$1,374.5 million compared to 7.6% or \$799.2 million in 2005. During 2006, higher surrenders were experienced on the annual reset business as market interest rates have risen plus a large block of guaranteed rate annuity business came out of its rate lock period contributing to the increased surrenders. Overall lapse experience has been better than expected and our total withdrawal experience remains within our pricing assumptions.

Product Spread. Product spread is a key driver of our business as it measures the difference between the income earned on our invested assets and the rate which we credit to policyowners, with the difference reflected as segment operating income. We actively manage product spreads in response to changes in our investment portfolio yields by adjusting liability crediting rates while considering our competitive strategies. Asset earned rates and liability crediting rates, based on a rolling four quarter period, were as follows for our annuity products:

| | For The Rolling Four Quarters Ended September 30, | |
|-------------------------|--|-------|
| | 2006 | 2005 |
| Asset earned rate | 5.70% | 5.73% |
| Liability credited rate | 3.39% | 3.58% |
| Product spread | 2.31% | 2.15% |

The product spread increased 16 basis points to 231 basis points for the rolling four quarters ended September 30, 2006 compared to September 30, 2005. Liability crediting rates decreased as a large block of guaranteed rate annuity business came out of its rate lock period.

At September 30, 2006, the account value of traditional annuities totaled \$4.7 billion of which approximately 91% have minimum guarantee rates ranging from 3% to 4%. For traditional annuities with an account value of \$3.9 billion, the credited rate was equal to the minimum guarantee rate, and as a result, the credited rate cannot be lowered. Traditional annuities with an account value of \$0.3 billion had a multi-year guarantee for which the credited rate cannot be decreased until the end of the multi-year period. At the end of the multi-year period, we will have the ability to lower the crediting rate to the minimum guaranteed rate by an average of approximately 160 basis points. The remaining multi-year period is less than one year. Due to these limitations on the ability to lower interest crediting rates and the potential for additional credit defaults and lower reinvestment rates on investments, we could experience spread compression in future periods.

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Underwriting, Acquisition and Other Expenses. Underwriting, acquisition and other expenses are a key driver of our business as they are costs of our operations. Expenses increased in the first nine months of 2006 compared to 2005 primarily due to higher legal costs and non-deferrable agent commissions associated with a policy persistency program.

Amortization of DAC and VOBA. The amortization of DAC and VOBA are expense items which increased for the first nine months of 2006 as compared to 2005. DAC and VOBA are generally amortized in proportion to product gross margins which increased in the first nine months of 2006, resulting in higher amortization expense. In addition, higher surrenders in 2006 resulted in additional amortization.

IMO Operations. IMO Operations are a key driver of our business as the earnings from our wholly-owned IMOs are a component of the accumulation products segment operating income. IMOs have contractual arrangements to promote our insurance products in their networks of agents and brokers. Additionally, they also contract with third party insurance companies. We own four such IMOs. The income from IMO operations primarily represents annuity commissions received by our wholly-owned IMOs from those third party insurance companies. Net IMO operating income increased in the first nine months of 2006 compared to 2005 primarily due to lower legal expenses.

OTHER

The other operations consist of our non-core lines of business outside of protection and accumulation products. These lines of business include holding company revenues and expenses, operations of our real estate and asset management subsidiary, and accident and health insurance.

Table of Contents**INCOME STATEMENT RECONCILIATION**

A reconciliation of our segment pre-tax operating income to net income as shown in our consolidated statements of income follows:

| | For The Three Months Ended September 30, | | For The Nine Months Ended September 30, | |
|---|---|-----------|--|------------|
| | 2006 | 2005 | 2006 | 2005 |
| | (\$ in thousands) | | (\$ in thousands) | |
| Segment pre-tax operating income: | | | | |
| Protection Products | \$ 42,435 | \$ 40,286 | \$ 127,367 | \$ 125,642 |
| Accumulation Products | 53,206 | 47,867 | 162,541 | 130,422 |
| Other operations | (3,679) | (6,605) | (17,318) | (17,837) |
| Total segment pre-tax operating income | 91,962 | 81,548 | 272,590 | 238,227 |
| Non-segment items increases (decreases) to income: | | | | |
| Realized and unrealized gains (losses) on assets and liabilities: | | | | |
| Realized/unrealized losses on open block assets | (10,999) | (793) | (18,676) | (2,133) |
| Unrealized gains (losses) on open block options and trading investments | 82,386 | 24,805 | 79,961 | (16,623) |
| Change in option value of indexed products and market value adjustments on total return strategy annuities | (139,271) | 6,814 | (76,930) | 19,403 |
| Cash flow hedge amortization | 129 | 35 | 183 | 112 |
| (Amortization) restoration of DAC and VOBA due to open block gains and losses and market value adjustments | 16,420 | (9,086) | 2,152 | (3,703) |
| (Amortization) restoration of deferred sales inducements due to open block gains and losses and market value adjustments | 4,780 | | (1,477) | |
| Litigation following class certification, net | (3,179) | (9,380) | (3,179) | (9,380) |
| Merger costs | (1,390) | | (1,390) | |
| Other income (loss) from non-insurance operations | | 160 | | (205) |
| Income from continuing operations | 40,838 | 94,103 | 253,234 | 225,698 |
| Interest expense | (9,148) | (7,725) | (26,578) | (23,696) |
| Early extinguishment of debt | | (19,082) | | (19,082) |
| Income tax expense | (12,260) | (28,677) | (78,338) | (47,246) |
| Net income | 19,430 | 38,619 | 148,318 | 135,674 |

| | | |
|---------------------------------------|----------|----------|
| Dividends on preferred stock | (2,718) | (8,156) |
| Loss on redemption of preferred stock | (11,385) | (11,385) |

| | | | | |
|---|----------|-----------|------------|------------|
| Net income available to common stockholders | \$ 5,327 | \$ 38,619 | \$ 128,777 | \$ 135,674 |
|---|----------|-----------|------------|------------|

Realized and Unrealized Gains (Losses) on Assets and Liabilities. Realized gains (losses) on open block assets will fluctuate from period to period depending on the prevailing interest rates, the economic environment and the timing of investment sales and credit events. As part of managing our invested assets, we routinely sell securities and realize gains and losses.

Unrealized gains (losses) on open block options and trading investments also will fluctuate from period to period depending on prevailing interest rates, the economic environment and credit events. We also have trading securities that back our total return strategy traditional annuity products. The market value adjustment on the trading securities resulted in unrealized gains of \$14.2 million and \$14.0 million in the third quarter and first nine months of 2006, respectively, and unrealized losses of \$1.5 million and \$14.9 million in the third quarter and first nine months of 2005, respectively. In addition, we use options to hedge our indexed products. In accounting for derivatives, we adjusted our options to market value, which, due to the economic environment and stock market conditions, resulted in unrealized gains of \$68.2 million and \$66.0 million in the third quarter and first nine months of 2006, respectively, and an unrealized gain of \$26.3 million and an unrealized loss of \$1.7 million in the third quarter and first nine months of 2005, respectively.

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Most of the unrealized gains and losses on the options and trading securities assets are offset by similar adjustments to the option portion of the indexed product reserves and to the total return strategy annuity reserves. The reserve adjustments are reflected in policyowner benefits expense in the consolidated statements of income as the change in option value of indexed products and market value adjustments on total return strategy annuities. The total adjustment to policyowner benefits amounted to increased expense of \$139.3 million and \$76.9 million in the third quarter and first nine months of 2006, respectively, and decreased expense of \$6.8 million and \$19.4 million in the third quarter and first nine months of 2005, respectively.

DAC, VOBA and deferred sales inducements amortization is adjusted for realized and unrealized gains and losses and derivative related market value adjustments. As a result of the fluctuating gains and losses and derivative adjustments between periods, DAC and VOBA amortization expense decreased \$25.5 million and \$5.9 million in the third quarter and first nine months of 2006 as compared to the respective periods in 2005. Deferred sales inducements amortization increased \$4.8 million and decreased \$1.5 million in the third quarter and first nine months of 2006 as compared to the respective periods in 2005.

Litigation Following Class Certification, Net. As previously disclosed, a charge was taken in the third quarter of 2005 in connection with certain lawsuits in California. In the third quarter of 2006, an additional charge was taken as a result of an increase in the expected cost necessary to cover the net exposures of these lawsuits.

Merger Costs. Merger costs are expenses associated with the proposed merger with Aviva plc. The costs in the third quarter of 2006 were primarily for actuarial consulting services and shareholder communications.

Early Extinguishment of Debt. In September, 2005, holders of our \$185.0 million aggregate original principal amount of OCEANs exercised their conversion rights which resulted in our issuance of 1.7 million shares of common stock and a cash payment of \$203 million, including a \$12.7 million prepayment premium. The prepayment premium and a write-off of \$6.4 million of remaining unamortized debt issuance costs have been reported as early extinguishment of debt expense in the consolidated statement of income.

Income Tax Expense. The effective income tax rate for the nine months ended September 30, 2006 varied from the prevailing corporate rate primarily as a result of tax exempt income and the write-off of certain deferred tax assets. The effective income tax rate for the nine months ended September 30, 2005 varied from the prevailing corporate rate primarily as a result of tax exempt income, a reduction in the income tax accrual, and additional tax on the joint venture sale. During the third quarter of 2006 the Company wrote-off \$3.2 million of deferred tax assets related to the expiration of capital loss carryovers. The accrual reductions were for the release of provisions originally established for potential tax adjustments related to open Internal Revenue Service exam years from 1997 through 2003 which were settled or eliminated during 2006 and 2005. The accrual was reduced \$0.7 million in 2006 and \$13.4 million in 2005. The 2005 accrual reduction was primarily related to the settlement of the tax treatment of a leveraged lease investment and the determination of taxable income of some partnership investments. The effective income tax rate for the third quarter of 2005 varied from the prevailing corporate rate primarily due to additional income tax expense of \$6.6 million incurred in the restructuring of the Company's joint venture with Ameritas Life Insurance Corp. in which the Company's interest in Ameritas Variable Life Insurance Company was sold to Ameritas Life Insurance Corp. The additional tax expense related to the reversal of taxable temporary differences during the third quarter of 2005 without the benefit of previously anticipated dividends received deductions. The effective income tax rate excluding the accrual reductions and the additional tax on the joint venture sale was 33.5% and 33.1% for the nine months ended September 30, 2006 and 2005, respectively.

Loss on Redemption of Preferred Stock. On September 13, 2006, the Company redeemed all of its issued and outstanding shares of Series A Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) at a price of \$26.03 per share plus the preferred dividend payment of \$.0453125 per share for a total redemption price per share of \$26.48. The redemption resulted in a loss of \$11.4 million.

Table of Contents**ACCOUNTING DEVELOPMENTS**

In December 2004, the FASB issued a revision to SFAS 123, Share-Based Payment, (SFAS 123R) which is a revision of SFAS 123, Accounting for Stock-Based Compensation, (SFAS 123). The statement supercedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. SFAS 123R requires the fair value of all share-based awards to employees subsequent to January 1, 2006 to be recognized in the income statement over the vesting period, generally five years from date of grant or award. Effective on January 1, 2006 we adopted the modified prospective transition method provided under SFAS 123R. There was no effect to net income or total stockholders' equity upon its adoption. See Note 2 to our consolidated financial statements for additional information regarding compensation expense included in net income for the first nine months of 2006 and the pro forma disclosure of compensation expense for the first nine months of 2005.

In June 2006, the Financial Accounting Standards Board issued FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109, (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return, and also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. The Company is assessing the impact of adopting FIN 48.

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments – an amendment of FASB Statements No. 133 and 140 (SFAS 155), which amends SFAS No. 133, Accounting for Derivative Instruments and Hedging Activities (SFAS 133) and Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities (SFAS 140). SFAS 155 (1) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, (2) clarifies which interest-only and principal-only strips are not subject to the requirements of SFAS 133, (3) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, (4) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and (5) amends SFAS 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity's fiscal year that begins after September 15, 2006. At adoption, the fair value election may also be applied to hybrid financial instruments that have been bifurcated under SFAS 133 prior to adoption of SFAS 155. Any changes resulting from the adoption of SFAS 155 should be recognized as a cumulative effect adjustment to beginning retained earnings. The Company is assessing the impact of adopting SFAS 155.

LIQUIDITY AND CAPITAL RESOURCES***AmerUs Group Co.***

As a holding company, our cash flows from operations consist of dividends from subsidiaries, if declared and paid, interest from income on loans and advances to subsidiaries (including a surplus note issued to us by ALIC), investment income on our assets and fees which we charge our subsidiaries, offset by the expenses incurred for debt service, salaries and other expenses.

The payment of dividends by our insurance subsidiaries is regulated under various state laws. Generally, under the various state statutes, our insurance subsidiaries' dividends may be paid only from the earned surplus arising from their respective businesses and must receive the prior approval of the respective state regulator to pay any dividend that would exceed certain statutory limitations. The current statutes generally limit any dividend, together with dividends paid out within the preceding 12 months, to the greater of (i) 10% of the respective company's policyowners' statutory surplus as of the preceding year end or (ii) the statutory net gain from operations for the

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previous calendar year. Generally, the various state laws give the state regulators discretion to approve or disapprove requests for dividends in excess of these limits. We also consider risk-based capital levels, capital and liquidity operating needs, and other factors prior to paying dividends from the insurance subsidiaries. Based on the state law limitations and 2005 results, our life insurance subsidiaries could pay us an estimated \$143 million in dividends in 2006 without obtaining regulatory approval. Our life insurance subsidiaries paid us approximately \$30 million in dividends this year.

On June 16, 2006, we entered into an amended and restated credit agreement, which we refer to as the Revolving Credit Agreement, with a syndicate of lenders. The Revolving Credit Agreement provides up to \$300 million of unsecured credit (the Commitment). With the consent of the Administrative Agent, we may increase the Commitment by up to \$100 million, provided that existing lenders party to the Revolving Credit Agreement or other lenders agree to lend such amount. As of September 30, 2006, the outstanding loan balance amounted to \$40 million. The Revolving Credit Agreement provides for typical events of default and covenants with respect to the conduct of business and requires the maintenance of various financial levels and ratios. Among other covenants, we (a) cannot have a leverage ratio greater than 0.35:1.0, (b) must cause our insurance subsidiaries to maintain certain levels of risk-based capital, and (c) cannot permit our subsidiaries to incur additional indebtedness for borrowed money in excess of certain limits typical for such lines of credit. We closely monitor all of these covenants to ensure continued compliance. We have obtained the consent of the majority of the lenders to continue the Revolving Credit Agreement after the effective date of the Merger with Aviva.

On July 12, 2005, we filed a \$1.5 billion shelf registration statement on Form S-3 with the Securities and Exchange Commission (the Shelf Registration), which was declared effective on July 15, 2005. The Shelf Registration will allow us to issue a variety of debt and/or equity securities when market opportunities and the need for financing arise. We utilized the shelf to issue senior notes and preferred stock in the third quarter of 2005. We have \$1.05 billion of shelf capacity remaining.

We have \$143.8 million of senior notes originally associated with the PRIDES outstanding at September 30, 2006. The PRIDES initially consisted of a \$25 senior note and a contract requiring the holder to purchase our common stock. Under the purchase contract, holders of each contract were required to purchase our common stock on the settlement date of August 16, 2006. Under the terms of the agreement, the Company issued 4.9 million shares and received \$143.8 million upon the maturity of the portfolio of U.S. Treasury securities pledged as collateral by holders of the Income PRIDES to secure their obligation to purchase shares of common stock of the Company. On May 11, 2006, we entered into a remarketing agreement to remarket the senior note component of our PRIDES in accordance with the terms of the PRIDES. Following the remarketing, the maturity of the senior notes was extended to May 16, 2011, and the interest rate was reset to 6.583% per annum, effective on and after May 16, 2006.

On September 13, 2006, the Company redeemed all of its issued and outstanding shares of Series A Non-Cumulative Perpetual Preferred Stock (Series A Preferred Stock) at a price of \$26.03 per share plus the preferred dividend payment of \$.0453125 per share for a total redemption price per share of \$26.48. Funding for the redemption came from the settlement of the forward purchase contracts of the Company's Income PRIDES which matured on August 16, 2006 as well as other equity issuances occurring in the six month period prior to the redemption. In order to provide the funds necessary to complete the redemption, Aviva plc purchased 3,073 shares of the Company's common stock at \$69.00 per share for an aggregate cash purchased price of \$0.2 million pursuant to the terms of a subscription agreement dated September 12, 2006.

We have previously purchased our common stock under a stock purchase program approved by our Board of Directors effective June 24, 2005. The plan allowed us to purchase up to six million shares of our common stock at such times and under such conditions, as we deemed advisable. The purchases were to be made in the open market or by such other means as we determined to be appropriate, including privately negotiated purchases. The purchase program superceded all prior purchase programs. In connection with the Merger Agreement, Aviva's consent is required for any future common stock purchases. We purchased 0.7 million shares in the second quarter of 2006 and

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2.5 million shares in 2005 under the 2005 purchase plan. The purchase of shares included buybacks under two accelerated share repurchase programs. The accelerated share repurchase programs allowed us to purchase the shares immediately, with the counterparty purchasing the shares in the open market. The 2006 accelerated share repurchase program was completed in the second quarter of 2006, resulting in our paying \$41.0 million to purchase 0.7 million shares. The 2005 accelerated share repurchase program was settled in February 2006, resulting in our paying \$13.4 million as a final adjusted purchase price.

We manage liquidity on a continuing basis. One way is to minimize our need for capital. We accomplish this by attempting to use our capital as efficiently as possible and by developing capital-efficient products in our insurance subsidiaries. We also manage our mix of sales by focusing on the more capital-efficient products. In addition, we use reinsurance agreements, where cost-effective, to reduce capital strain in the insurance subsidiaries. We also focus on optimizing the consolidated capital structure to properly balance the levels and sources of borrowing and the issuance of equity securities.

Insurance Subsidiaries

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

Management believes that the current level of cash and available-for-sale, held-for-trading and short-term securities, combined with expected net cash inflows from operations, maturities of fixed maturity investments, principal payments on mortgage-backed securities and sales of its insurance products, will be adequate to meet the anticipated short-term cash obligations of the insurance subsidiaries.

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

We take into account asset/liability management considerations in the product development and design process. Contract terms for the interest-sensitive products include surrender and withdrawal provisions which mitigate the risk of losses due to early withdrawals. These provisions generally do one or more of the following: limit the amount of penalty-free withdrawals, limit the circumstances under which withdrawals are permitted, or assess a surrender charge or market value adjustment relating to the underlying assets.

In addition to the interest-sensitive products, our insurance subsidiaries have issued funding agreements totaling \$1,499.7 million outstanding as of September 30, 2006, consisting of one to ten year maturity fixed and floating rate insurance contracts. The assets backing the funding agreements are legally segregated and are not subject to claims that arise out of any other business of the insurance subsidiaries. The funding agreements are further backed by the general account assets of the insurance subsidiaries. The segregated assets and liabilities are included with

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general account assets in the financial statements. The funding agreements may not be cancelled by the holders unless there is a default under the agreement, but the insurance subsidiaries may terminate the agreement at any time.

We also have variable separate account assets and liabilities representing funds that are separately administered, principally for variable annuity contracts, and for which the contractholder bears the investment risk. Separate account assets and liabilities are reported at fair value and amounted to \$202.4 million at September 30, 2006. Separate account contractholders generally have no claim against the assets of the general account, except with respect to certain insurance benefits. The operations of the separate accounts are not included in the accompanying consolidated financial statements.

Through their respective memberships in the Federal Home Loan Banks (FHLB) of Des Moines, Topeka, and Indianapolis; ALIC, American and ILIC are eligible to borrow under variable-rate short term fed funds arrangements to provide additional liquidity. These borrowings are secured and interest is payable based on current rates at the time of each advance. There were no borrowings outstanding under these arrangements at September 30, 2006. In addition, ALIC has long-term fixed rate advances from the FHLB outstanding of \$11.5 million at September 30, 2006.

The insurance subsidiaries may also obtain liquidity through sales of investments. The investment portfolio as of September 30, 2006, had a carrying value of \$20.8 billion, including closed block investments.

The level of capital in the insurance companies is regulated by risk-based capital formulas and is monitored by rating agencies. On March 16, 2006, Moody's Investor Services changed the rating outlook for the Company and its insurance and other subsidiaries to stable from negative. On July 13, 2006, following the announcement that AmerUs Group and Aviva plc had signed a definitive agreement under which Aviva plc would acquire AmerUs Group, rating agencies took the following rating action on the Company and its insurance and other subsidiaries: Moody's review for possible upgrade; Fitch Ratings Watch Positive; A.M. Best review with positive implications; and Standard & Poor's ratings outlook revised from stable to positive. In order to maintain appropriate capital levels, it may be necessary from time to time for AmerUs Group Co. to provide additional capital to the insurance companies.

We participate in a securities lending program whereby certain fixed maturity securities from the investment portfolio are loaned to other institutions for a short period of time. We receive a fee in exchange for the loan of securities and require initial collateral equal to 102 percent, with an on-going level of 100 percent, of the market value of the loaned securities to be separately maintained. Securities with a market value of approximately \$349.0 million and \$458.8 million were on loan under the program and we were liable for cash collateral under our control of approximately \$362.5 million and \$474.6 million at September 30, 2006 and December 31, 2005, respectively. The collateral held under the securities lending program has been included in cash and cash equivalents in the consolidated balance sheet and the obligation to return the collateral upon the return of the loaned securities has been included in payable for collateral under securities lending and other transactions.

We also receive collateral that is posted under the ISDA Collateral Support Annex (CSA) requirements. This collateral is posted by derivative counterparties to reduce our exposure to them and bring their exposure within the guidelines of the CSA. The collateral held under the obligation to return the collateral has been included in payable for collateral under securities lending and other transactions.

We may also enter into securities borrowing arrangements from time to time whereby we borrow securities from other institutions and pay a fee. Securities borrowed amounted to \$132.6 million at September 30, 2006 and \$138.2 million at December 31, 2005, respectively, and are included in accrued expenses and other liabilities in the consolidated balance sheet.

At September 30, 2006, the statutory capital and surplus of the insurance subsidiaries was approximately \$1.2 billion. Management believes that each insurance company has statutory capital which provides adequate risk based capital that exceeds required levels.

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In the future, in addition to cash flows from operations and borrowing capacity, the insurance subsidiaries may obtain their required capital from AmerUs Group Co.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

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

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

Interest rate risk is the price sensitivity of a fixed income security to changes in interest rates. Management views these potential changes in price within the overall context of asset and liability management. Actuarial professionals estimate the cash flow pattern of our liabilities to determine their duration. This is then compared to the characteristics of the assets that are currently backing the liabilities to arrive at an asset allocation strategy for future investments that management believes mitigates the overall effect of interest rates.

For variable and indexed products, profitability on the portion of the policyowner's account balance invested in the fixed general account option or strategy, if any, is also affected by the spreads between interest yields on investments and rates credited to those policies. For the variable products, the policyholder assumes essentially all the investment earnings risk for the portion of the account balance invested in the separate accounts. For the indexed products, we purchase primarily call options that are designed to match the return owed to contract holders who elect to participate in one or more market indices. Profitability on the portion of the indexed products tied to market indices is significantly impacted by the spread between interest earned on investments and the sum of (1) the cost of underlying call options purchased to match the returns owed to contract holders and (2) the minimum interest guarantees owed to the contract holder, if any. Profitability on the indexed products is also impacted by changes in the fair value of the embedded option which provides the contract holder the right to participate in market index returns after the next anniversary date of the contract. This impacts profitability as we primarily purchase one-year call options to fund the returns owed to the contract holders at the inception of each contract year. This practice matches with the contract holders' rights to switch to different indices on each anniversary date. The value of the forward starting options embedded in the indexed products can fluctuate with changes in assumptions as to future volatility of the market indices, risk free interest rates, market returns and the lives of the contracts.

The following table provides information about our fixed maturity investments and mortgage loans for both our trading and other than trading portfolios at September 30, 2006. The table presents amortized cost and related weighted average interest rates by expected maturity dates. The amortized cost approximates the cash flows of principal amounts in each of the periods. The cash flows are based on the earlier of the call date or the maturity date or, for mortgage-backed securities, expected payment patterns. Actual cash flows could differ from the expected amounts.

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| | 3 months | | | | | | | Expected Cash Flows | Fair Value |
|---|------------------|----------|----------|----------|--------|----------|------------|---------------------------|---------------|
| | 2006 | 2007 | 2008 | 2009 | 2010 | 2011 | Thereafter | | |
| | (\$ in millions) | | | | | | | | |
| Fixed maturity securities available-for-sale | \$ 223 | \$ 975 | \$ 1,143 | \$ 963 | \$ 735 | \$ 1,306 | \$ 12,240 | \$ 17,585 | \$ 17,483 |
| Average interest rate | 8.0% | 6.1% | 6.1% | 6.1% | 5.9% | 5.9% | 5.9% | | |
| Fixed maturity securities held-for-trading purposes | \$ 20 | \$ 216 | \$ 247 | \$ 126 | \$ 109 | \$ 152 | \$ 386 | \$ 1,256 | \$ 1,256 |
| Average interest rate | 3.0% | 2.9% | 2.9% | 3.7% | 2.8% | 3.9% | 4.5% | | |
| Mortgage loans | \$ 16 | \$ 58 | \$ 72 | \$ 65 | \$ 74 | \$ 105 | \$ 629 | \$ 1,019 | \$ 1,026 |
| Average interest rate | 6.6% | 6.7% | 6.7% | 6.7% | 6.6% | 6.6% | 6.4% | | |
| Total | \$ 259 | \$ 1,249 | \$ 1,462 | \$ 1,154 | \$ 918 | \$ 1,563 | \$ 13,255 | \$ 19,860 | \$ 19,765 |

In accordance with our strategy of minimizing credit quality risk, we consistently invest in high quality marketable securities. Fixed maturity securities are comprised of U.S. Treasury, government agency, mortgage-backed and corporate securities. Approximately 63% of fixed maturity securities are issued by the U.S. Treasury or U.S. government agencies or are rated A or better by Moody's, Standard and Poor's, or the NAIC. Less than 7.8% of the bond portfolio is below investment grade. Fixed maturity securities have an average life of approximately 10.4 years.

Prepayment risk refers to the changes in prepayment patterns that can either shorten or lengthen the expected timing of the principal repayments and thus the average life and the effective yield of a security. Such risk exists primarily within the portfolio of mortgage-backed securities. Management monitors such risk regularly. We invest primarily in those classes of mortgage-backed securities that have average or lower prepayment risk.

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

Equity price risk is the potential loss arising from changes in the value of equity securities. In general, equities have more year-to-year price variability than intermediate term grade bonds. However, returns over longer time frames have generally been higher.

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

Item 4. Controls and Procedures

(a) Based upon their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures as

defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, are effective for recording, processing, summarizing and reporting the information we are required to disclose in our reports filed under such act.

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(b) There was no change in our internal control over financial reporting during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION**Item 1. Legal Proceedings**

AmerUs is routinely involved in litigation and other proceedings, including class actions, reinsurance claims and regulatory proceedings arising in the ordinary course of its business. In recent years, the life insurance industry, including AmerUs Group Co. and its subsidiaries, has been subject to an increase in litigation pursued on behalf of both individuals and purported classes of insurance purchasers, questioning the conduct of insurers and their agents in the marketing of their products. AmerUs pending lawsuits raise difficult and complicated factual and legal issues and are subject to many uncertainties and complexities, including, but not limited to, the underlying facts of each matter, novel legal issues, variations between jurisdictions in which matters are being litigated, differences in applicable laws and judicial interpretations, the length of time before many of these matters might be resolved by settlement or through litigation and, in some cases, the fact that many of these matters are putative class actions in which a class has not been certified and in which the purported class may not be clearly defined, the fact that many of these matters involve multi-state class actions in which the applicable law(s) for the claims at issue is in dispute and therefore unclear, and the current challenging legal environment faced by large corporations and insurance companies. In addition, state and federal regulatory bodies, such as state insurance departments and attorneys general, periodically make inquiries and conduct examinations concerning compliance by AmerUs and others with applicable insurance and other laws. AmerUs responds to such inquiries and cooperates with regulatory examinations in the ordinary course of business.

During 2005 nationwide class actions were filed on April 7, 2005 (United States District Court for the Central District of California), April 25, 2005 (United States District Court for the District of Kansas), May 19, 2005 (United States District Court for Eastern District of Pennsylvania), August 29, 2005 (United States District Court for the Middle District of Florida), November 8, 2005 (United States District Court for the Eastern District of Pennsylvania) and December 8, 2005 (United States District Court for the Eastern District of Pennsylvania) on behalf of certain purchasers of our products against AmerUs Group Co. and/or certain of its subsidiaries (including American and ALIC). On July 7, 2005 a statewide class action was also filed on behalf of certain purchasers of our products in the United States District Court for the Middle District of Florida against many of these same AmerUs entities. The aforementioned lawsuits relate to the use of purportedly inappropriate sales practices and products in the senior citizen market. The complaints allege, among other things, the unauthorized practice of law involving the marketing of estate or financial planning services, the lack of suitability of the products, the improper manner in which they were sold, including pretext sales and non-disclosure of surrender charges, as well as other violations of the state consumer and insurance laws. The plaintiffs in the lawsuits seek compensatory damages, rescission, injunctive relief, treble and/or punitive damages, attorneys fees and other relief and damages. In November 2005, each of the aforementioned lawsuits as well as certain other statewide class actions and individual lawsuits were assigned to the United States District Court for the Eastern District of Pennsylvania for coordinated and consolidated pretrial proceedings.

In November 2005, the Superior Court of the State of California for the County of San Luis Obispo approved a settlement of a statewide class of annuity holders and purchasers of estate planning services, *Cheves v. American Investors Life Insurance Company, Family First Estate Planning and Family First Insurance Services, et al.* The allegations in this case involved claims of breach of contract, misrepresentation, unfair competition and deceptive trade practices. Given the charges previously taken regarding this matter, AmerUs does not currently anticipate that any additional charges will be required as a result of this settlement.

On February 10, 2005, the California Attorney General and the Insurance Commissioner of the State of California filed suit in the California Superior Court for the County of Los Angeles against American and certain other

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subsidiaries of AmerUs Group Co. alleging the unauthorized practice of law, claims related to the suitability of the products for, and the manner in which they were sold to, the senior citizen market, including violations of California insurance code and unfair competition laws. The plaintiffs seek civil penalties, restitution, injunctive relief and other relief and damages.

As previously disclosed, a charge was taken in the third quarter of 2005 in connection with these lawsuits in California. In the third quarter of 2006, an additional charge was taken as a result of an increase in the expected cost necessary to cover the net exposures of these lawsuits.

AmerUs Group Co. and certain of its subsidiaries are among the defendants in separate lawsuits by the Attorneys General of Pennsylvania and Illinois on behalf of certain Pennsylvania and Illinois residents, respectively, some of whom were purchasers of our products alleging, in part, claims related to the marketing of our products to senior citizens and violations of consumer protection laws. The plaintiffs seek fines, restitution, injunctive and other relief.

In these matters, plaintiffs seek a variety of remedies including equitable relief in the form of injunctive and other remedies and monetary relief in the form of contractual and extra-contractual damages. Some of these claims and legal actions are in jurisdictions where juries are given substantial latitude in assessing damages, including punitive and exemplary damages. Often more specific information beyond the type of relief sought is not available because plaintiffs have not requested more specific relief in their court pleadings. In our experience, monetary demands in plaintiffs' court pleadings bear little relation to the ultimate loss, if any, to AmerUs. Estimates of possible losses or ranges of losses for particular matters cannot in the ordinary course be made with a reasonable degree of certainty. It is possible that AmerUs' results of operations or cash flow in a particular quarterly or annual period could be materially adversely affected by an ultimate unfavorable resolution of pending litigation and regulatory matters.

Item 1A. Risk Factors**Business uncertainties and contractual restrictions could lead to adverse effects on our business and operating results prior to completion of the planned Merger with Aviva plc.**

Uncertainties related to the Merger and restrictions on the operation of our business imposed by the Merger Agreement may have an adverse effect on our business and operating results. As a result of these uncertainties, we may be unable to attract and retain key employees and agents during the pendency of the Merger, and customers, suppliers and others having business dealings with us may defer business decisions until the Merger is completed or seek to change existing relationships with us. In addition, the Merger Agreement imposes a number of customary restrictions for this type of transaction on the operation of our business prior to completion of the Merger, such as entering into certain material agreements, incurring certain liabilities and indebtedness, acquiring or disposing of material assets, issuing securities and paying dividends (other than regularly scheduled dividends on our Series A Non-Cumulative Perpetual Preferred Stock), among other restrictions. These restrictions could prevent us from pursuing attractive business opportunities that arise prior to completion of the Merger. The pendency of the Merger may also disrupt the operation of our business as a result of the substantial time and effort invested by our management in connection with the Merger.

If we are unable to complete the planned Merger, our business, financial condition, operating results and stock price could suffer.

The completion of our planned Merger with Aviva is subject to customary closing conditions, including the receipt of certain government and regulatory approvals. In addition, the occurrence of certain events, changes or other circumstances could give rise to the termination of the Merger Agreement. As a result, no assurances can be given that the Merger will be completed. If we fail to satisfy, or obtain a waiver of the satisfaction of, the closing conditions to the Merger and the Merger is not completed, we could be subject to various adverse consequences, including, but not limited to, the following:

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we would remain liable for significant costs relating to the planned Merger, including, among others, legal, accounting, financial advisory and financial printing expenses;
 an announcement that we have abandoned the planned Merger could trigger a decline in our stock price, to the extent that our stock price reflects a market assumption that we will complete the Merger; and
 we may be required to pay a termination fee of \$90 million plus expense reimbursements of up to \$12.5 million if the Merger Agreement is terminated under certain circumstances.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Unregistered Equity Securities Sold**

On September 12, 2006, the Company sold 3,073 shares of its common stock, no par value, at \$69.00 per share for an aggregate cash purchase price of \$212,037 to Aviva plc for \$69 per share in a private placement exempt from registration under Section 4(2) of the Securities Act of 1933. All of the proceeds of such sale were used to fund in part the redemption of the Company's Series A Non-Cumulative Perpetual Preferred Stock.

Equity Securities Purchased

The following table sets forth information regarding purchases of equity securities for the nine months ended September 30, 2006:

| Period | (a) Total number of shares (or units) purchased (1) | (b) Average price paid per share (or units) \$ | (c) Total number of shares (or units) purchased as part of publicly announced plans or programs | (d) Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (2) |
|-----------------------|--|--|--|--|
| 01/01/2006-01/31/2006 | | | | 3,465,500 |
| 02/01/2006-02/28/2006 | 32,000 | 59.96 | 32,000 | 3,433,500 |
| 03/01/2006-03/31/2006 | | | | 3,433,500 |
| 04/01/2006-04/30/2006 | | | | 3,433,500 |
| 05/01/2006-05/31/2006 | 599,398(3) | 58.65 | 599,398 | 2,834,102 |
| 06/01/2006-06/30/2006 | 99,625(3) | 58.65 | 99,625 | 2,734,477 |
| 07/01/2006-07/31/2006 | | | | 2,734,477 |
| 08/01/2006-08/31/2006 | | | | 2,734,477 |
| 09/01/2006-09/30/2006 | | | | 2,734,477 |
| Total | 731,023 | 58.71 | 731,023 | |

(1) Does not include shares withheld from employee stock awards to satisfy applicable tax

withholding obligations.

- (2) On June 24, 2005, our board of directors authorized a repurchase program of up to 6 million shares of our outstanding common stock. The program replaced and terminated a previous program which authorized repurchase of up to 3 million shares. There is no expiration date for this program. In connection with the Merger Agreement, Aviva's consent is required for any future common stock purchases.
- (3) Includes 599,398 shares purchased in connection with an accelerated stock buyback program on May 4, 2006, and an additional 99,625 shares received with the final settlement of the program on June 13, 2006.

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Item 4. Submission of Matters to a Vote of Security Holders

At a special meeting of the Company's shareholders on October 19, 2006, the Company's shareholders approved the agreement and plan of merger with Aviva plc entered into on July 12, 2006. The result of the vote is as follows:

For: 27,393,473

Against: 527,028

Abstaining: 170,069

Item 6. Exhibits

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

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DATED: November 1, 2006

AMERUS GROUP CO.

By /s/ Melinda S. Urion

Melinda S. Urion
Executive Vice President,
Chief Financial Officer and Treasurer
(Principal Financial Officer)

By /s/ Brenda J. Cushing

Brenda J. Cushing
Senior Vice President and Controller
(Principal Accounting Officer)

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**AMERUS GROUP CO. AND SUBSIDIARIES
INDEX TO EXHIBITS**

| Exhibit No. | Description |
|-------------|--|
| 2.1 | Agreement and Plan of Merger by and among Aviva plc, Libra Acquisition Corporation and AmerUs Group, filed as Exhibit 2.1 on Form 8-K dated July 12, 2006 is hereby incorporated by reference. |
| 3.1 | Amended and Restated Articles of Incorporation of the Registrant filed as Exhibit 3.1 on Form 10-Q, on November 8, 2005, is hereby incorporated by reference. |
| 3.2 | Amended and Restated Bylaws of the Registrant, filed as Exhibit 3.2 on Form 10-Q, dated August 6, 2004, is hereby incorporated by reference. |
| 10.1* | First Amendment dated October 30, 2006 to the Amended and Restated Credit Agreement dated June 16, 2006. |
| 11.1 | Statement Re: Computation of Per Share Earnings is included in note 3 to the consolidated financial statements. |
| 12* | Computation of Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends. |
| 31.1* | Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e). |
| 31.2* | Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e). |
| 32.1* | Certification of Chief Executive Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350. |
| 32.2* | Certification of Chief Financial Officer of Periodic Report Pursuant to 18 U.S.C. Section 1350. |

* included herein