



LIFE, ACCIDENT AND HEALTH COMPANIES/FRATERNAL BENEFIT SOCIETIES - ASSOCIATION EDITION

QUARTERLY STATEMENT

AS OF JUNE 30, 2024

OF THE CONDITION AND AFFAIRS OF THE

MUTUAL OF OMAHA INSURANCE COMPANY

NAIC Group Code 0261 0261 NAIC Company Code 71412 Employer's ID Number 47-0246511
(Current) (Prior)

Organized under the Laws of Nebraska, State of Domicile or Port of Entry NE

Country of Domicile United States of America

Licensed as business type: Life, Accident and Health [X] Fraternal Benefit Societies []

Incorporated/Organized 03/05/1909 Commenced Business 01/10/1910

Statutory Home Office Mutual of Omaha Plaza Omaha, NE, US 68175
(Street and Number) (City or Town, State, Country and Zip Code)

Main Administrative Office 3300 Mutual of Omaha Plaza
(Street and Number)
Omaha, NE, US 68175 402-342-7600
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Mail Address 3300 Mutual of Omaha Plaza Omaha, NE, US 68175
(Street and Number or P.O. Box) (City or Town, State, Country and Zip Code)

Primary Location of Books and Records 3300 Mutual of Omaha Plaza
(Street and Number)
Omaha, NE, US 68175 402-342-7600
(City or Town, State, Country and Zip Code) (Area Code) (Telephone Number)

Internet Website Address www.mutualofomaha.com

Statutory Statement Contact Amanda R. Hawkins 402-351-2402
(Name) (Area Code) (Telephone Number)
amanda.hawkins@mutualofomaha.com 402-351-3595
(E-mail Address) (FAX Number)

OFFICERS

Chief Executive Officer James Todd Blackledge Treasurer Amy Dawn Swartwood #
Corporate Secretary Jay Alan Vankat Actuary Benjamin Roger Grohmann

OTHER

Timothy Scott Ault, Executive Vice President Bradley Neal Buechler, Executive Vice President Ryan Matthew Comins #, Chief Investment Officer
Nancy Louise Crawford, General Counsel Richard Raymond Hrabchak, Chief Financial Officer Michael Alan Lechtenberger, Chief Information Officer
Elizabeth Ann Mazzotta, Chief Administrative Officer Stacy Ann Scholtz, Executive Vice President

DIRECTORS OR TRUSTEES

Josephine Politico Abboud James Todd Blackledge Edward John Bonach
James Richard Boyle Kimberly Nicole Ellison-Taylor Tamara Simpkins Franklin
Rodrigo López Derek Ray McClain Paula Rae Meyer

State of Nebraska SS:
County of Douglas

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

James T. Blackledge
Chief Executive Officer

Jay A. Vankat
Corporate Secretary

Amy D. Swartwood #
Treasurer

Subscribed and sworn to before me this 7 day of August, 2024

- a. Is this an original filing? Yes [X] No []
b. If no,
1. State the amendment number.....
2. Date filed
3. Number of pages attached.....



STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds	5,392,269,557	0	5,392,269,557	5,330,850,936
2. Stocks:				
2.1 Preferred stocks	21,978,093	0	21,978,093	22,387,329
2.2 Common stocks	2,956,462,676	2,547,387	2,953,915,289	2,836,196,240
3. Mortgage loans on real estate:				
3.1 First liens	482,460,323	0	482,460,323	475,696,486
3.2 Other than first liens.....	0	0	0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$117,800,000 encumbrances)	51,654,152	0	51,654,152	47,632,683
4.2 Properties held for the production of income (less \$0 encumbrances)	4,868,554	0	4,868,554	4,881,221
4.3 Properties held for sale (less \$0 encumbrances)	9,752,059	0	9,752,059	9,752,059
5. Cash (\$(500,401)), cash equivalents (\$ 10) and short-term investments (\$114,700,000)	114,199,610	0	114,199,610	43,662,238
6. Contract loans (including \$0 premium notes)	0	0	0	0
7. Derivatives	8,826,892	0	8,826,892	6,459,511
8. Other invested assets	636,722,362	1,660,798	635,061,564	643,832,815
9. Receivables for securities	727,606	0	727,606	578,030
10. Securities lending reinvested collateral assets	496,411,469	0	496,411,469	257,020,871
11. Aggregate write-ins for invested assets	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11)	10,176,333,352	4,208,185	10,172,125,168	9,678,950,420
13. Title plants less \$0 charged off (for Title insurers only)	0	0	0	0
14. Investment income due and accrued	59,485,634	0	59,485,634	57,504,086
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection	208,023,839	176,952	207,846,886	213,036,375
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$0 earned but unbilled premiums)	0	0	0	0
15.3 Accrued retrospective premiums (\$0) and contracts subject to redetermination (\$0)	0	0	0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers	3,132,119	0	3,132,119	3,012,537
16.2 Funds held by or deposited with reinsured companies	0	0	0	0
16.3 Other amounts receivable under reinsurance contracts	2,497,111	0	2,497,111	3,528,600
17. Amounts receivable relating to uninsured plans	0	0	0	0
18.1 Current federal and foreign income tax recoverable and interest thereon	39,222,379	0	39,222,379	34,481,624
18.2 Net deferred tax asset	266,270,441	185,830,440	80,440,001	86,465,302
19. Guaranty funds receivable or on deposit	5,500,781	0	5,500,781	5,829,004
20. Electronic data processing equipment and software	92,547,629	79,149,423	13,398,206	16,064,658
21. Furniture and equipment, including health care delivery assets (\$0)	1,370,703	1,370,703	0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates	0	0	0	0
23. Receivables from parent, subsidiaries and affiliates	199,884,730	0	199,884,730	246,547,346
24. Health care (\$0) and other amounts receivable	0	0	0	0
25. Aggregate write-ins for other than invested assets	798,724,526	117,422,832	681,301,694	633,343,036
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	11,852,993,243	388,158,535	11,464,834,708	10,978,762,986
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0	0
28. Total (Lines 26 and 27)	11,852,993,243	388,158,535	11,464,834,708	10,978,762,986
DETAILS OF WRITE-INS				
1101.				
1102.				
1103.				
1198. Summary of remaining write-ins for Line 11 from overflow page	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. Life insurance cash value	645,186,324	0	645,186,324	612,418,093
2502. Other miscellaneous assets	65,488,137	42,540,600	22,947,537	13,286,169
2503. Prepaid expenses	63,126,108	63,126,108	0	0
2598. Summary of remaining write-ins for Line 25 from overflow page	24,923,957	11,756,124	13,167,833	7,638,774
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	798,724,526	117,422,832	681,301,694	633,343,036

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
LIABILITIES, SURPLUS AND OTHER FUNDS

	1 Current Statement Date	2 December 31 Prior Year
1. Aggregate reserve for life contracts \$0 less \$0 included in Line 6.3 (including \$0 Modco Reserve)	0	0
2. Aggregate reserve for accident and health contracts (including \$0 Modco Reserve)	4,891,619,777	4,746,186,913
3. Liability for deposit-type contracts (including \$0 Modco Reserve).....	0	0
4. Contract claims:		
4.1 Life	0	0
4.2 Accident and health	703,457,137	684,827,202
5. Policyholders' dividends/refunds to members \$3,711 and coupons \$0 due and unpaid	3,711	3,815
6. Provision for policyholders' dividends, refunds to members and coupons payable in following calendar year - estimated amounts:		
6.1 Policyholders' dividends and refunds to members apportioned for payment (including \$0 Modco)	0	0
6.2 Policyholders' dividends and refunds to members not yet apportioned (including \$0 Modco)	0	0
6.3 Coupons and similar benefits (including \$0 Modco).....	0	0
7. Amount provisionally held for deferred dividend policies not included in Line 6	0	0
8. Premiums and annuity considerations for life and accident and health contracts received in advance less \$0 discount; including \$38,410,028 accident and health premiums	38,410,028	47,257,439
9. Contract liabilities not included elsewhere:		
9.1 Surrender values on canceled contracts	0	0
9.2 Provision for experience rating refunds, including the liability of \$519,236 accident and health experience rating refunds of which \$0 is for medical loss ratio rebate per the Public Health Service Act	519,236	519,236
9.3 Other amounts payable on reinsurance, including \$0 assumed and \$0 ceded	0	0
9.4 Interest Maintenance Reserve	0	0
10. Commissions to agents due or accrued-life and annuity contracts \$0 , accident and health \$3,965,531 and deposit-type contract funds \$0	3,965,531	3,567,887
11. Commissions and expense allowances payable on reinsurance assumed	40,027,379	45,983,618
12. General expenses due or accrued	209,313,721	197,597,037
13. Transfers to Separate Accounts due or accrued (net) (including \$0 accrued for expense allowances recognized in reserves, net of reinsured allowances)	0	0
14. Taxes, licenses and fees due or accrued, excluding federal income taxes	12,361,911	14,866,881
15.1 Current federal and foreign income taxes, including \$0 on realized capital gains (losses)	0	0
15.2 Net deferred tax liability	0	0
16. Unearned investment income	0	0
17. Amounts withheld or retained by reporting entity as agent or trustee	87,819,715	76,070,498
18. Amounts held for agents' account, including \$3,915,758 agents' credit balances	50,892,835	48,384,830
19. Remittances and items not allocated	8,782,731	7,614,963
20. Net adjustment in assets and liabilities due to foreign exchange rates	0	0
21. Liability for benefits for employees and agents if not included above	109,969,367	180,752,205
22. Borrowed money \$181,700,000 and interest thereon \$19,670,863	201,370,863	399,747,363
23. Dividends to stockholders declared and unpaid	0	0
24. Miscellaneous liabilities:		
24.01 Asset valuation reserve	196,302,818	165,849,793
24.02 Reinsurance in unauthorized and certified (\$0) companies	0	0
24.03 Funds held under reinsurance treaties with unauthorized and certified (\$0) reinsurers	0	0
24.04 Payable to parent, subsidiaries and affiliates	0	51,800,000
24.05 Drafts outstanding	11,655,823	11,595,631
24.06 Liability for amounts held under uninsured plans	0	0
24.07 Funds held under coinsurance	0	0
24.08 Derivatives	483,358	736,173
24.09 Payable for securities	13,247,918	0
24.10 Payable for securities lending	496,411,469	257,020,871
24.11 Capital notes \$0 and interest thereon \$0	0	0
25. Aggregate write-ins for liabilities	54,996,371	54,340,297
26. Total liabilities excluding Separate Accounts business (Lines 1 to 25)	7,131,611,699	6,994,722,652
27. From Separate Accounts Statement	0	0
28. Total liabilities (Lines 26 and 27)	7,131,611,699	6,994,722,652
29. Common capital stock	0	0
30. Preferred capital stock	0	0
31. Aggregate write-ins for other than special surplus funds	0	0
32. Surplus notes	1,011,324,546	711,212,158
33. Gross paid in and contributed surplus	0	0
34. Aggregate write-ins for special surplus funds	4,097,250	1,302,688
35. Unassigned funds (surplus)	3,317,801,213	3,271,525,488
36. Less treasury stock, at cost:		
36.10 shares common (value included in Line 29 \$0)	0	0
36.20 shares preferred (value included in Line 30 \$0)	0	0
37. Surplus (Total Lines 31+32+33+34+35-36) (including \$0 in Separate Accounts Statement)	4,333,223,009	3,984,040,334
38. Totals of Lines 29, 30 and 37	4,333,223,009	3,984,040,334
39. Totals of Lines 28 and 38 (Page 2, Line 28, Col. 3)	11,464,834,708	10,978,762,986
DETAILS OF WRITE-INS		
2501. Miscellaneous liabilities	33,719,053	31,502,288
2502. Deferred gain on affiliate exchanges	21,277,319	22,838,009
2503.		
2598. Summary of remaining write-ins for Line 25 from overflow page	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	54,996,371	54,340,297
3101.		
3102.		
3103.		
3198. Summary of remaining write-ins for Line 31 from overflow page	0	0
3199. Totals (Lines 3101 through 3103 plus 3198)(Line 31 above)	0	0
3401. Admitted Disallowed IMR	4,097,250	1,302,688
3402.		
3403.		
3498. Summary of remaining write-ins for Line 34 from overflow page	0	0
3499. Totals (Lines 3401 through 3403 plus 3498)(Line 34 above)	4,097,250	1,302,688

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company

SUMMARY OF OPERATIONS

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
1. Premiums and annuity considerations for life and accident and health contracts	2,036,961,467	1,954,241,105	3,974,803,345
2. Considerations for supplementary contracts with life contingencies	0	0	0
3. Net investment income	118,888,509	111,021,674	226,956,280
4. Amortization of Interest Maintenance Reserve (IMR)	152,804	683,013	940,203
5. Separate Accounts net gain from operations excluding unrealized gains or losses	0	0	0
6. Commissions and expense allowances on reinsurance ceded	19,117,194	21,008,656	43,048,619
7. Reserve adjustments on reinsurance ceded	0	0	0
8. Miscellaneous Income:			
8.1 Income from fees associated with investment management, administration and contract guarantees from Separate Accounts	0	0	0
8.2 Charges and fees for deposit-type contracts	0	0	0
8.3 Aggregate write-ins for miscellaneous income	44,993,479	53,770,182	79,092,452
9. Totals (Lines 1 to 8.3)	2,220,113,454	2,140,724,630	4,324,840,899
10. Death benefits	0	0	0
11. Matured endowments (excluding guaranteed annual pure endowments)	0	0	0
12. Annuity benefits	0	0	0
13. Disability benefits and benefits under accident and health contracts	1,595,501,846	1,500,484,331	3,031,955,735
14. Coupons, guaranteed annual pure endowments and similar benefits	0	0	0
15. Surrender benefits and withdrawals for life contracts	0	0	0
16. Group conversions	0	0	0
17. Interest and adjustments on contract or deposit-type contract funds	3,323	368	28,209
18. Payments on supplementary contracts with life contingencies	0	0	0
19. Increase in aggregate reserves for life and accident and health contracts	158,271,927	149,965,120	320,122,471
20. Totals (Lines 10 to 19)	1,753,777,096	1,650,449,819	3,352,106,415
21. Commissions on premiums, annuity considerations, and deposit-type contract funds (direct business only)	116,198,649	102,510,045	212,652,861
22. Commissions and expense allowances on reinsurance assumed	216,540,231	224,241,246	452,097,556
23. General insurance expenses and fraternal expenses	135,616,318	140,084,143	293,487,839
24. Insurance taxes, licenses and fees, excluding federal income taxes	23,529,936	23,701,513	46,191,435
25. Increase in loading on deferred and uncollected premiums	0	0	0
26. Net transfers to or (from) Separate Accounts net of reinsurance	0	0	0
27. Aggregate write-ins for deductions	991,591	447,979	1,033,936
28. Totals (Lines 20 to 27)	2,246,653,822	2,141,434,745	4,357,570,042
29. Net gain from operations before dividends to policyholders and federal income taxes (Line 9 minus Line 28)	(26,540,368)	(710,114)	(32,729,142)
30. Dividends to policyholders and refunds to members	7,155	7,934	14,991
31. Net gain from operations after dividends to policyholders, refunds to members and before federal income taxes (Line 29 minus Line 30)	(26,547,523)	(718,048)	(32,744,133)
32. Federal and foreign income taxes incurred (excluding tax on capital gains)	(165,424)	339,845	1,467,337
33. Net gain from operations after dividends to policyholders, refunds to members and federal income taxes and before realized capital gains or (losses) (Line 31 minus Line 32)	(26,382,099)	(1,057,893)	(34,211,470)
34. Net realized capital gains (losses) (excluding gains (losses) transferred to the IMR) less capital gains tax of \$ (140,086) (excluding taxes of \$ (702,240) transferred to the IMR)	26,454	(604,529)	3,117,266
35. Net income (Line 33 plus Line 34)	(26,355,646)	(1,662,422)	(31,094,204)
CAPITAL AND SURPLUS ACCOUNT			
36. Capital and surplus, December 31, prior year	3,984,040,334	4,011,589,632	4,011,589,633
37. Net income (Line 35)	(26,355,646)	(1,662,422)	(31,094,204)
38. Change in net unrealized capital gains (losses) less capital gains tax of \$ 2,167,235	103,626,345	31,609,467	77,614,201
39. Change in net unrealized foreign exchange capital gain (loss)	0	0	0
40. Change in net deferred income tax	17,750,929	14,893,336	38,206,655
41. Change in nonadmitted assets	(41,630,888)	(24,952,206)	(20,887,004)
42. Change in liability for reinsurance in unauthorized and certified companies	0	0	0
43. Change in reserve on account of change in valuation basis, (increase) or decrease	0	0	(5,409,344)
44. Change in asset valuation reserve	(30,453,025)	(16,653,612)	(36,017,505)
45. Change in treasury stock	0	0	0
46. Surplus (contributed to) withdrawn from Separate Accounts during period	0	0	0
47. Other changes in surplus in Separate Accounts Statement	0	0	0
48. Change in surplus notes	300,112,388	104,670	214,417
49. Cumulative effect of changes in accounting principles	0	0	0
50. Capital changes:			
50.1 Paid in	0	0	0
50.2 Transferred from surplus (Stock Dividend)	0	0	0
50.3 Transferred to surplus	0	0	0
51. Surplus adjustment:			
51.1 Paid in	0	0	0
51.2 Transferred to capital (Stock Dividend)	0	0	0
51.3 Transferred from capital	0	0	0
51.4 Change in surplus as a result of reinsurance	0	0	0
52. Dividends to stockholders	0	0	0
53. Aggregate write-ins for gains and losses in surplus	26,132,571	(19,665,643)	(50,176,516)
54. Net change in capital and surplus for the year (Lines 37 through 53)	349,182,674	(16,326,408)	(27,549,299)
55. Capital and surplus, as of statement date (Lines 36 + 54)	4,333,223,008	3,995,263,224	3,984,040,334
DETAILS OF WRITE-INS			
08.301. Increase in accrued life insurance cash value	34,846,885	37,354,746	49,281,221
08.302. Other miscellaneous income	10,146,594	16,415,437	29,811,232
08.303.	0	0	0
08.398. Summary of remaining write-ins for Line 8.3 from overflow page	0	0	0
08.399. Totals (Lines 08.301 through 08.303 plus 08.398) (Line 8.3 above)	44,993,479	53,770,182	79,092,452
2701. Other deductions	991,591	447,979	1,033,936
2702.	0	0	0
2703.	0	0	0
2798. Summary of remaining write-ins for Line 27 from overflow page	0	0	0
2799. Totals (Lines 2701 through 2703 plus 2798)(Line 27 above)	991,591	447,979	1,033,936
5301. Prior period adjustment	12,839,063	(25,256,082)	(54,596,464)
5302. Income tax benefit (cost) of consolidated return	11,732,818	8,915,906	17,776,599
5303. Unrealized gain/loss - deferred gain on affiliate exchanges	1,560,690	(3,325,467)	(3,221,413)
5398. Summary of remaining write-ins for Line 53 from overflow page	0	0	(10,135,238)
5399. Totals (Lines 5301 through 5303 plus 5398)(Line 53 above)	26,132,571	(19,665,643)	(50,176,516)

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
Cash from Operations			
1. Premiums collected net of reinsurance	2,033,438,698	1,953,815,767	3,967,252,296
2. Net investment income	123,410,979	107,453,902	222,448,437
3. Miscellaneous income	30,270,393	37,449,948	72,893,395
4. Total (Lines 1 to 3)	2,187,120,070	2,098,719,616	4,262,594,128
5. Benefit and loss related payments	1,576,994,817	1,504,290,343	3,011,158,840
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts	0	0	0
7. Commissions, expenses paid and aggregate write-ins for deductions	559,691,481	569,870,562	978,590,223
8. Dividends paid to policyholders	7,259	8,039	15,362
9. Federal and foreign income taxes paid (recovered) net of \$ (5,105,043) tax on capital gains (losses)	(11,892,575)	2,239,767	(15,343,378)
10. Total (Lines 5 through 9)	2,124,800,983	2,076,408,711	3,974,421,046
11. Net cash from operations (Line 4 minus Line 10)	62,319,087	22,310,906	288,173,083
Cash from Investments			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds	150,336,260	174,570,468	527,812,317
12.2 Stocks	84,348,036	116,114,807	269,193,092
12.3 Mortgage loans	7,536,163	14,079,694	25,163,749
12.4 Real estate	87,977	16,075	16,075
12.5 Other invested assets	17,412,812	31,293,618	59,368,445
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments	(202)	(1,436)	189,903
12.7 Miscellaneous proceeds	13,247,918	18,931,391	3,858,393
12.8 Total investment proceeds (Lines 12.1 to 12.7)	272,968,962	355,004,616	885,601,974
13. Cost of investments acquired (long-term only):			
13.1 Bonds	215,297,134	402,582,171	960,982,521
13.2 Stocks	98,880,148	50,321,364	455,494,843
13.3 Mortgage loans	14,300,000	21,550,000	63,300,000
13.4 Real estate	4,637,862	17,018,901	8,057,677
13.5 Other invested assets	4,028,735	26,521,509	69,692,341
13.6 Miscellaneous applications	149,576	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6)	337,293,456	517,993,945	1,557,527,382
14. Net increase (or decrease) in contract loans and premium notes	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	(64,324,494)	(162,989,329)	(671,925,408)
Cash from Financing and Miscellaneous Sources			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes	300,112,388	104,670	214,417
16.2 Capital and paid in surplus, less treasury stock	0	0	0
16.3 Borrowed funds	(206,738,600)	115,312,300	348,550,900
16.4 Net deposits on deposit-type contracts and other insurance liabilities	0	0	0
16.5 Dividends to stockholders	0	0	0
16.6 Other cash provided (applied)	(20,831,009)	14,642,410	10,407,021
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6)	72,542,779	130,059,380	359,172,338
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	70,537,372	(10,619,044)	(24,579,987)
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year	43,662,238	68,242,225	68,242,225
19.2 End of period (Line 18 plus Line 19.1)	114,199,610	57,623,181	43,662,238
Note: Supplemental disclosures of cash flow information for non-cash transactions:			
20.0001. Change in securities lending	239,390,598	14,439,302	24,623,811
20.0002. Stocks disposed and acquired	43,232,110	44,085,047	118,192,851
20.0003. Bonds disposed and acquired	0	8,572,654	11,112,007
20.0004. Capital contribution through payable to subsidiary	0	0	63,300,000

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Note 1 Summary of Significant Accounting Policies and Going Concern

Within these notes to the financial statements, the following abbreviations are used for company and affiliate names, if applicable.

Legal Name	Abbreviation	Legal Name	Abbreviation
Mutual of Omaha Insurance Company	("the Company")	Mutual of Omaha Holdings, Inc.	("Mutual of Omaha Holdings")
Mutual of Omaha Insurance Company	("Mutual of Omaha")	Mutual of Omaha Structured Settlement Company	("Mutual Structured Settlement")
Omaha Insurance Company	("Omaha Insurance")	Cloverlay Sports Assets SPV L.P.	("Cloverlay")
Mutual of Omaha Medicare Advantage Company	("Omaha Medicare Advantage")	Fulcrum Growth Partners III, L.L.C.	("Fulcrum")
Omaha Health Insurance Company	("Omaha Health")	Boston Financial Opportunity Zone Fund I LP	("Boston Fund")
Omaha Supplemental Insurance Company	("Omaha Supplemental")	East Campus Realty, LLC	("East Campus")
United of Omaha Life Insurance Company	("United of Omaha")	Turner Park North, LLC	("Turner Park")
Companion Life Insurance Company	("Companion")	MGG Rated Debt Feeder Fund LP	("MGG Fund")
Omaha Reinsurance Company	("Omaha Re")	MHEG OZ Fund 1, LP	("MHEG Fund")
Medicare Advantage Insurance Company of Omaha	("Medicare Advantage Company")	Mutual of Omaha Opportunities Fund, L.P.	("MOOF Fund")
United World Life Insurance Company	("United World")	UM Holdings, LLC	("UM Holdings")
Omaha Financial Holdings, Inc.	("OFHI")	Mutual DMLT Holdings, LLC	("Mutual DMLT Trust")
Mutual of Omaha Mortgage, Inc.	("Mutual of Omaha Mortgage")	United DMLT Holdings, LLC	("United DMLT Trust")
Discovery Mortgage Loan Trust	("DMLT Trust")	Mutual of Omaha Investor Services, Inc.	("Mutual of Omaha Investor Services")
Endeavor Mortgage Loan Trust (M)	("EMLT-M")	Endeavor Mortgage Loan Trust (U)	("EMLT-U")
Mutual of Omaha Mortgage Servicing, Inc.	("MMSI")	Review Counsel LLC	("Review Counsel")
LCN NA IV-D, LP	("LCN")	Mutual of Omaha Strategic Alliance, LLC	("MOSAL")

A. Accounting Practices

The Company has prepared the accompanying statutory financial statements in conformity with accounting practices prescribed or permitted by the State of Nebraska Department of Insurance ("NDOI"). The state of Nebraska has adopted the National Association of Insurance Commissioners' ("NAIC") statutory accounting principles ("NAIC SAP") as the basis of its statutory accounting practices. The Director of the NDOI has the right to permit other specific practices that may deviate from NAIC SAP. The Company does not utilize any permitted practices and there are not any prescribed practices applicable.

The following is a reconciliation of the Company's net income (loss) and capital and surplus between the practices prescribed or permitted by the NDOI and NAIC SAP as of and for the period ended June 30 and December 31:

	SSAP #	F/S Page	F/S Line #	2024	2023
NET INCOME					
(1) State basis (Page 4, Line 35, Columns 1 & 2)	XXX	XXX	XXX	\$ (26,355,646)	\$ (31,094,204)
(2) State Prescribed Practices that are an increase/ (decrease) from NAIC SAP:				—	—
(3) State Permitted Practices that are an increase/ (decrease) from NAIC SAP:				—	—
(4) NAIC SAP (1-2-3=4)	XXX	XXX	XXX	<u>\$ (26,355,646)</u>	<u>\$ (31,094,204)</u>
SURPLUS					
(5) State basis (Page 3, Line 38, Columns 1 & 2)	XXX	XXX	XXX	\$ 4,333,223,009	\$ 3,984,040,334
(6) State Prescribed Practices that are an increase/ (decrease) from NAIC SAP:				—	—
(7) State Permitted Practices that are an increase/ (decrease) from NAIC SAP:				—	—
(8) NAIC SAP (5-6-7=8)	XXX	XXX	XXX	<u>\$ 4,333,223,009</u>	<u>\$ 3,984,040,334</u>

B. Use of Estimates in the Preparation of the Financial Statements

No Change

C. Accounting Policy

The Company used the following accounting policies:

- (1) No Change
- (2) Bonds are stated at amortized cost using the effective yield method, except for certain bonds with an NAIC designation of 6, which are stated at lower of amortized cost or fair value. Exchange Traded Funds, eligible for bond reporting by the NAIC Securities Valuation Office ("SVO Identified Funds-ETFs"), captured within the scope of Statement of Statutory Accounting Principles ("SSAP") No. 26R, Bonds ("SSAP No. 26R"), are stated at fair value and classified as bonds
- (3) - (5) No Change
- (6) Premiums and discounts on loan-backed bonds and structured securities are amortized using the prospective or retrospective method based on anticipated prepayments from the date of purchase. Changes in estimated cash flows due to changes in estimated prepayments are accounted for using the prospective method for impaired securities and securities valued based on an index, and the retrospective method for all other securities.
- (7) - (13) No Change

D. Going Concern

Management's evaluation of all known and reasonably knowable conditions and events for the Company, as of June 30, 2024, has concluded there are no substantial doubts about the entity's ability to continue as a going concern, or meet its obligations within one year of the financial statement's issuance date.

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Note 2 Accounting Changes and Corrections of Errors

During 2024, the Company discovered an error in the disability income product occupation class logic used within the disabled and active life reserves calculation, resulting in a \$12,839,063 overstatement of the prior year aggregate reserve for accident and health contracts (page 3, line 2), overstatement of the increase in aggregate reserve for life and accident and health contracts (page 4, line 19) and an understatement of unassigned surplus as of December 31, 2023. In accordance with SSAP No. 3, Accounting Changes and Correction of Errors ("SSAP No. 3"), the impacts of this error were recorded as an adjustment to unassigned surplus in 2024.

During 2023, the Company discovered the following errors, totaling a \$54,596,464 overstatement of unassigned surplus as of December 31, 2022, that were recorded as adjustment to unassigned surplus in 2023, in accordance with SSAP No. 3.

The accounting of pension liabilities and incorrect recognition of the Mutual of Omaha Retirement Income Plan overfunded status as of December 31, 2022. Net admitted assets were correctly stated, however, gross total assets and nonadmitted assets were both understated by \$30,559,856, as a result of both net deferred tax assets (Page 2 Line 18.2) and aggregate write-ins for other than invested assets (Page 2 Line 25) understatement of \$5,303,777 and \$25,256,079, respectively. Total liabilities were understated by \$25,256,079, as a result of general expenses due or accrued (Page 3 Line 12) understatement of \$30,739,134 and overstatement of both liability for benefits and employees and agents if not included above (Page 3 Line 21) and aggregate write-ins for liabilities (Page 3 Line 25) of \$2,340,525 and \$3,142,530, respectively. As of December 31, 2022, total surplus was overstated by \$25,256,079, as a result of change in nonadmitted assets (Page 4 Line 41) overstatement of \$30,559,856 and aggregate write-ins for gains and losses in surplus (Page 4 Line 53) understatement of \$5,303,777.

The Company discovered an error in the trending of claim costs within the calculation of active life reserves within the Medicare supplement product, resulting in a prior year \$13,544,799 understatement of aggregate reserve for accident and health contracts (Page 3 Line 2) and understatement of increase in aggregate reserves for life and accident and health contracts (Page 4 Line 19). Related to the new actuarial platform implementation in 2022 for long-term care and disability income, the Company discovered errors within the active life reserves related to reserve model inputs and logic, resulting in a prior year \$5,652,224 understatement of aggregate reserve for accident and health contracts (Page 3 Line 2) and understatement of increase in aggregate reserves for life and accident and health contracts (Page 4 Line 19). Also related to the new actuarial platform implementation in 2022 for long-term care, the Company discovered errors within the disabled life reserves related to reserve model inputs and logic, resulting in a prior year \$10,143,362 understatement of contract claims: accident and health (Page 3 Line 4.2) and understatement of increase in aggregate reserves for life and accident and health contracts (Page 4 Line 19). Resulting in a total \$29,340,385 overstatement of unassigned surplus as of December 31, 2022.

Note 3 Business Combinations and Goodwill

No Change

Note 4 Discontinued Operations

Not Applicable

Note 5 Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No Material Change

B. Debt Restructuring

No Material Change

C. Reverse Mortgages

Not Applicable

D. Loan-Backed Securities

(1) Prepayment assumptions for loan-backed securities are based on information obtained from brokers or internal estimates based on original term sheets, offer memoranda, historical performance, or other forecasts.

(2) Securities with a recognized other-than-temporary impairment ("OTTI") due to intent to sell, inability or lack of intent to retain the investment in the security for a period of time sufficient to recover the amortized cost basis:

Not Applicable

(3) Securities with a recognized OTTI due to present value of cash flows expected to be collected is less than the amortized cost basis of the security:

Not Applicable

(4) All impaired loan-backed securities (fair value is less than amortized cost) for which an OTTI has not been recognized in earnings as a realized loss (including securities with a recognized OTTI for non-interest related declines when a non-recognized interest related impairment remains) were as follows:

a) The aggregate amount of unrealized losses:

1. Less than 12 months	\$	3,458,436
2. 12 months or longer		59,222,020

b) The aggregate related fair value of securities with unrealized losses:

1. Less than 12 months	\$	107,070,591
2. 12 months or longer		411,059,292

(5) If the Company does not have the intent to sell and has the ability to retain the loan-backed security until recovery, OTTI is recognized when the present value of future cash flows discounted at the security's effective interest rate is less than the amortized cost basis as of the balance sheet date.

E. Dollar Repurchase Agreements and/or Securities Lending Transactions

(1) - (2) No Change

(3) Collateral Received

a. Aggregate Amount Collateral Received

1. Securities lending

		Fair Value
(a) Open	\$	—
(b) 30 days or less		177,219,464
(c) 31 to 60 days		30,952,744
(d) 61 to 90 days		31,097,597
(e) Greater than 90 days		257,271,548
(f) Subtotal (a+b+c+d+e)	\$	496,541,353
(g) Securities received		—
(h) Total collateral received (f+g)	\$	496,541,353

2. Not Applicable

b. The fair value of collateral and of the portion of collateral that it has sold or replighted \$496,541,353.

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

c. No Change

(4) Securities Lending Transactions Administered by an Affiliated Agent

Not Applicable

(5) Collateral Reinvestment

a. Aggregate Amount Collateral Reinvested

	Amortized Cost	Fair Value
1. Securities lending		
(a) Open	\$ —	\$ —
(b) 30 days or less	177,219,783	177,219,464
(c) 31 to 60 days	30,949,981	30,952,744
(d) 61 to 90 days	31,087,186	31,097,597
(e) 91 to 120 days	15,530,058	15,508,683
(f) 121 to 180 days	37,609,407	37,583,629
(g) 181 to 365 days	92,188,695	92,132,727
(h) 1 to 2 years	88,641,022	88,803,179
(i) 2 to 3 years	23,185,337	23,243,330
(j) Greater than 3 years	—	—
(k) Subtotal (Sum of a through j)	\$ 496,411,469	\$ 496,541,353
(l) Securities received	—	—
(m) Total collateral reinvested (k+l)	\$ 496,411,469	\$ 496,541,353

2. Not Applicable

b. The Company has securities of \$496,541,353 at fair value in response to the possible \$342,084,815 that could be called within one day's notice. Excess liquidity at the enterprise level would be used to fulfill any remaining obligation due to the Company's lending/repurchase counterparties.

(6) Collateral Accepted that is not Permitted to Sell or Repledge

Not Applicable

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

(7) Collateral for securities lending transactions that extend beyond one year from the reporting date

Description of Collateral	Amount
PALMER SQUARE CLO CLO	\$ 1,599,810
NASSAU CLO CLO	2,814,752
BMW US CAP CORP LLC CORP FLOATER	2,075,988
ING INVESTMENT MANAGEMENT CLO CLO	427,038
CARLYLE CLO	467,381
PRINCIPAL LIFE GLOBAL FUNDING CORP FLOATER	2,075,988
CREDIT AGRICOLE CORPORATE AND CERTIFICATE OF DEPOSIT	2,421,986
CITIBANK NA CORP FLOATER	2,075,988
VOYA CLO	444,655
PALMER SQUARE CLO CLO	1,948,252
OCH ZIFF LOAN MGMT FUNDING LTD CLO	1,861,553
BRIGADE CLO CLO	1,594,537
OCEAN TRAILS CLO V LLC CLO	745,099
OAKTREE CLO CLO	1,104,341
IRRADIANT CLO CLO	514,225
CANYON CLO 2019-1 LTD CLO	691,996
JOHN DEERE CAPITAL CORP CORP FRGN FLOATER	1,626,190
JAMESTOWN CLO XII LTD CLO	3,113,982
SHACKLETON I CLO LTD CLO	1,037,938
JEFFERSON MILL CLO LTD JEFFM_1 CLO	2,271,895
PEPSICO INC CORPORATE	2,420,697
CARLYLE CLO CLO	604,066
SOUND POINT CLO I LTD CLO	830,395
GOLUB CLO CLO	2,421,986
NATIONAL AUSTRALIA BK SUB NT CORP FRGN FLOATER	1,383,992
SOUND POINT CLO I LTD CLO	1,383,992
CAMB COMMERCIAL MORTGAGE TRUST CMBS	1,603,261
WELLS FARGO BANK NA CORP FLOATER	442,877
Cathedral Lake LTD CLO	2,767,984
Home Depot Inc CORP FLOATER	3,459,980
MERCEDES-BENZ FINANCE NORTH AM CORP FLOATER	1,799,189
RABOBANK NEDERLAND NY CORP FRGN FLOATER	1,729,990
BRISTOL MYERS SQUIBB CO CORP FLOATER	920,355
CATERPILLAR FINANCIAL SERVICES CORP FLOATER	2,421,986
AUSTRALIA AND NEW ZEALAND BANK CORP FRGN FLOATER	871,915
BMW US CAP CORP LLC CORP FLOATER	1,383,992
MET LIFE GLOB FUNDING I CORP FLOATER	1,210,993
PROTECTIVE LIFE GLOBAL FUNDING CORP FLOATER	2,767,984
WELLS FARGO BANK NA CORP FLOATER	2,075,988
Battalion CLO LTD CLO	2,075,988
EAST WEST INVT MGMT CLO 2019-1 CLO	1,384,226
WELLFLEET CLO CLO	3,459,980
TPC CLO CLO	3,113,982
AUSTRALIA AND NEW ZEALAND BANK CORP FRGN FLOATER	484,397
ROYAL BANK OF CANADA CORP FRGN FLOATER	1,037,994
BANQUE FEDERATIVE DU CREDIT CORP FRGN FLOATER	539,757
PUBLIC STORAGE OPERATING CO CORP FLOATER	1,179,853
MET LIFE GLOB FUNDING I CORP FLOATER	691,996
Total collateral extending beyond one year of the reporting date	\$ 77,383,383

F. Repurchase Agreements Transactions Accounted for as Secured Borrowing

- (1) The Company has repurchase agreements whereby unrelated parties, primarily major brokerage firms, borrow securities from the Company. The Company requires a minimum of 95% of the fair value of the securities loaned at the outset of the contract as collateral. The Company continues to retain control over and receive interest on loaned securities, and accordingly, the repurchase agreement securities continue to be reported as bonds. Cash collateral received is invested in cash equivalents and securities, and the Company records a corresponding liability for the collateral which is included in payable for securities lending on the statutory financial statements.

Repurchase Transactions - Cash Taker - Overview of Secured Borrowing Transactions

(2) Type of Repo Trades Used

- a. Bilateral (YES/NO)
b. Tri-Party (YES/NO)

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
a. Bilateral (YES/NO)	Yes	Yes		
b. Tri-Party (YES/NO)	No	No		

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

(3) Original (Flow) & Residual Maturity

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
a. Maximum amount				
1. Open – no maturity	\$ —	\$ —	\$ —	\$ —
2. Overnight	—	—	—	—
3. 2 days to 1 week	—	—	—	—
4. > 1 week to 1 month	155,031,250	152,637,500	—	—
5. > 1 month to 3 months	—	—	—	—
6. > 3 months to 1 year	—	—	—	—
7. > 1 year	—	—	—	—
b. Ending balance				
1. Open – no maturity	\$ —	\$ —	\$ —	\$ —
2. Overnight	—	—	—	—
3. 2 days to 1 week	—	—	—	—
4. > 1 week to 1 month	155,031,250	152,637,500	—	—
5. > 1 month to 3 months	—	—	—	—
6. > 3 months to 1 year	—	—	—	—
7. > 1 year	—	—	—	—

(4) Fair Value of Securities Sold and/or Acquired that Resulted in Default

Not Applicable

(5) Securities Sold Under Repo – Secured Borrowing

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
a. Maximum amount				
1. BACV	XXX	XXX	XXX	—
2. Nonadmitted - subset of BACV	XXX	XXX	XXX	—
3. Fair value	\$ 153,208,594	\$ 148,397,461	\$ —	\$ —
b. Ending balance				
1. BACV	XXX	XXX	XXX	—
2. Nonadmitted - subset of BACV	XXX	XXX	XXX	—
3. Fair value	\$ 153,208,594	\$ 148,397,461	\$ —	\$ —

(6) Securities Sold Under Repo – Secured Borrowing by NAIC Designation

ENDING BALANCE

	1 NONE	2 NAIC 1	3 NAIC 2	4 NAIC 3
a. Bonds - BACV	\$ —	\$ 142,509,382	\$ —	\$ —
b. Bonds - FV	—	148,397,461	—	—
c. LB & SS - BACV	—	—	—	—
d. LB & SS - FV	—	—	—	—
e. Preferred stocks - BACV	—	—	—	—
f. Preferred stocks - FV	—	—	—	—
g. Common stocks	—	—	—	—
h. Mortgage loans - BACV	—	—	—	—
i. Mortgage loans - FV	—	—	—	—
j. Real estate - BACV	—	—	—	—
k. Real estate - FV	—	—	—	—
l. Derivatives - BACV	—	—	—	—
m. Derivatives - FV	—	—	—	—
n. Other invested assets - BACV	—	—	—	—
o. Other invested assets - FV	—	—	—	—
p. Total assets - BACV	\$ —	\$ 142,509,382	\$ —	\$ —
q. Total assets - FV	\$ —	\$ 148,397,461	\$ —	\$ —

ENDING BALANCE

	5 NAIC 4	6 NAIC 5	7 NAIC 6	8 NON-ADMITTED
a. Bonds - BACV	\$ —	\$ —	\$ —	\$ —
b. Bonds - FV	—	—	—	—
c. LB & SS - BACV	—	—	—	—
d. LB & SS - FV	—	—	—	—
e. Preferred stocks - BACV	—	—	—	—
f. Preferred stocks - FV	—	—	—	—
g. Common stocks	—	—	—	—
h. Mortgage loans - BACV	—	—	—	—
i. Mortgage loans - FV	—	—	—	—
j. Real estate - BACV	—	—	—	—
k. Real estate - FV	—	—	—	—
l. Derivatives - BACV	—	—	—	—
m. Derivatives - FV	—	—	—	—
n. Other invested assets - BACV	—	—	—	—
o. Other invested assets - FV	—	—	—	—
p. Total assets - BACV	\$ —	\$ —	\$ —	\$ —
q. Total assets - FV	\$ —	\$ —	\$ —	\$ —

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

(7) Collateral Received – Secured Borrowing

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
a. Maximum amount				
1. Cash	\$ 155,031,250	\$ 152,637,500	\$ —	\$ —
2. Securities - FV	—	—	—	—
b. Ending balance				
1. Cash	\$ 155,031,250	\$ 152,637,500	\$ —	\$ —
2. Securities - FV	—	—	—	—

(8) Cash & Non-Cash Collateral Received – Secured Borrowing by NAIC Designation

ENDING BALANCE

	1 NONE	2 NAIC 1	3 NAIC 2	4 NAIC 3
a. Cash	\$ 152,637,500	\$ —	\$ —	\$ —
b. Bonds - FV	—	—	—	—
c. LB & SS - FV	—	—	—	—
d. Preferred stocks - FV	—	—	—	—
e. Common stocks	—	—	—	—
f. Mortgage loans - FV	—	—	—	—
g. Real estate - FV	—	—	—	—
h. Derivatives - FV	—	—	—	—
i. Other invested assets - FV	—	—	—	—
j. Total collateral assets - FV (sum of a through i)	\$ 152,637,500	\$ —	\$ —	\$ —

ENDING BALANCE

	5 NAIC 4	6 NAIC 5	7 NAIC 6	8 DOES NOT QUALIFY AS ADMITTED
a. Cash	\$ —	\$ —	\$ —	\$ —
b. Bonds - FV	—	—	—	—
c. LB & SS - FV	—	—	—	—
d. Preferred stocks - FV	—	—	—	—
e. Common stocks	—	—	—	—
f. Mortgage loans - FV	—	—	—	—
g. Real estate - FV	—	—	—	—
h. Derivatives - FV	—	—	—	—
i. Other invested assets - FV	—	—	—	—
j. Total collateral assets - FV (sum of a through i)	\$ —	\$ —	\$ —	\$ —

(9) Allocation of Aggregate Collateral by Remaining Contractual Maturity

	FAIR VALUE
a. Overnight and continuous	\$ —
b. 30 days or less	152,637,500
c. 31 to 90 days	—
d. > 90 days	—

(10) Allocation of Aggregate Collateral Reinvested by Remaining Contractual Maturity

	AMORTIZED COST	FAIR VALUE
a. 30 days or less	\$ 54,584,418	\$ 54,584,320
b. 31 to 60 days	9,532,721	9,533,572
c. 61 to 90 days	9,574,980	9,578,187
d. 91 to 120 days	4,783,321	4,776,738
e. 121 to 180 days	11,583,851	11,575,912
f. 181 to 365 days	28,394,495	28,377,257
g. 1 to 2 years	27,301,797	27,351,743
h. 2 to 3 years	7,141,179	7,159,041
i. > than 3 years	—	—

(11) Liability to Return Collateral – Secured Borrowing (Total)

	FIRST QUARTER	SECOND QUARTER	THIRD QUARTER	FOURTH QUARTER
a. Maximum amount				
1. Cash (collateral – all)	\$ 155,031,250	\$ 152,637,500	\$ —	\$ —
2. Securities collateral - FV	—	—	—	—
b. Ending balance				
1. Cash (collateral – all)	\$ 155,031,250	\$ 152,637,500	\$ —	\$ —
2. Securities collateral - FV	—	—	—	—

G. Reverse Repurchase Agreements Transactions Accounted for as Secured Borrowing

Not Applicable

H. Repurchase Agreements Transactions Accounted for as a Sale

Not Applicable

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

I. Reverse Repurchase Agreements Transactions Accounted for as a Sale

Not Applicable

J. Real Estate

No Material Change

K. Low-Income Housing Tax Credits ("LIHTC")

No Material Change

L. Restricted Assets

1. Restricted Assets (Including Pledged)

Restricted Asset Category	Gross (Admitted & Nonadmitted) Restricted						
	Current Year					6	7
	1	2	3	4	5		
	Total General Account (G/A)	G/A Supporting S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (5 minus 6)
a. Subject to contractual obligation for which liability is not shown	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
b. Collateral held under security lending agreements	343,514,705	—	—	—	343,514,705	257,020,871	86,493,834
c. Subject to repurchase agreements	152,896,764	—	—	—	152,896,764	—	152,896,764
d. Subject to reverse repurchase agreements	—	—	—	—	—	—	—
e. Subject to dollar repurchase agreements	—	—	—	—	—	—	—
f. Subject to dollar reverse repurchase agreements	—	—	—	—	—	—	—
g. Placed under option contracts	—	—	—	—	—	—	—
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock	—	—	—	—	—	—	—
i. FHLB capital stock	4,914,800	—	—	—	4,914,800	9,632,700	(4,717,900)
j. On deposit with states	3,622,589	—	—	—	3,622,589	3,625,509	(2,920)
k. On deposit with other regulatory bodies	—	—	—	—	—	—	—
l. Pledged collateral to FHLB (including assets backing funding agreements)	773,731,712	—	—	—	773,731,712	981,755,438	(208,023,726)
m. Pledged as collateral not captured in other categories	—	—	—	—	—	—	—
n. Other restricted assets	5,000	—	—	—	5,000	5,000	—
o. Total restricted assets (Sum of a through n)	\$ 1,278,685,570	\$ —	\$ —	\$ —	\$ 1,278,685,570	\$ 1,252,039,519	\$ 26,646,051

Restricted Asset Category	Current Year			
	8	9	Percentage	
			10	11
	Total Non-admitted Restricted	Total Admitted Restricted (5 minus 8)	Gross (Admitted & Non-admitted) Restricted to Total Assets (c)	Admitted Restricted to Total Admitted Assets (d)
a. Subject to contractual obligation for which liability is not shown	\$ —	\$ —	0.000%	0.000%
b. Collateral held under security lending agreements	—	343,514,705	2.898%	2.996%
c. Subject to repurchase agreements	—	152,896,764	1.290%	1.334%
d. Subject to reverse repurchase agreements	—	—	0.000%	0.000%
e. Subject to dollar repurchase agreements	—	—	0.000%	0.000%
f. Subject to dollar reverse repurchase agreements	—	—	0.000%	0.000%
g. Placed under option contracts	—	—	0.000%	0.000%
h. Letter stock or securities restricted as to sale - excluding FHLB capital stock	—	—	0.000%	0.000%
i. FHLB capital stock	—	4,914,800	0.041%	0.043%
j. On deposit with states	—	3,622,589	0.031%	0.032%
k. On deposit with other regulatory bodies	—	—	0.000%	0.000%
l. Pledged collateral to FHLB (including assets backing funding agreements)	—	773,731,712	6.528%	6.749%
m. Pledged as collateral not captured in other categories	—	—	0.000%	0.000%
n. Other restricted assets	—	5,000	0.000%	0.000%
o. Total restricted assets (Sum of a through n)	\$ —	\$ 1,278,685,570	10.788%	11.153%

2. Detail of Assets Pledged as Collateral Not Captured in Other Categories (Contracts That Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Not Applicable

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

3. Detail of Other Restricted Assets (Contracts That Share Similar Characteristics, Such as Reinsurance and Derivatives, Are Reported in the Aggregate)

Description of Assets	Gross (Admitted & Nonadmitted) Restricted							Percentage		
	Current Year					6	7	8	9	
	1	2	3	4	5				9	10
	Total General Account (G/A)	G/A Supporting S/A Activity (a)	Total Separate Account (S/A) Restricted Assets	S/A Assets Supporting G/A Activity (b)	Total (1 plus 3)	Total From Prior Year	Increase/ (Decrease) (5 minus 6)	Total Current Year Admitted Restricted	Gross (Admitted & Non-admitted) Restricted to Total	Admitted Restricted to Total Admitted Assets
Cash on deposit for DMLT asset	\$ 5,000	\$ —	\$ —	\$ —	\$ 5,000	\$ 5,000	\$ —	\$ 5,000	0.000%	0.000%
Total (c)	\$ 5,000	\$ —	\$ —	\$ —	\$ 5,000	\$ 5,000	\$ —	\$ 5,000	0.000%	0.000%

(a) Subset of column 1

(b) Subset of column 3

(c) Total Line for Columns 1 through 7 should equal 5L(1)n Columns 1 through 7 respectively and Total Line for Columns 8 through 10 should equal 5L(1)n Columns 9 through 11 respectively.

4. Collateral Received and Reflected as Assets Within the Reporting Entity's Financial Statements

Collateral Assets	1 Book/Adjusted Carrying Value (BACV)	2 Fair Value	3 % of BACV to Total Assets (Admitted and Nonadmitted)*	4 % of BACV to Total Admitted Assets**
General account:				
a. Cash, cash equivalents and short-term investments	\$ 11,160,000	\$ 11,160,000	0.094%	0.097%
b. Schedule D, Part 1	—	—	0.000%	0.000%
c. Schedule D, Part 2, Section 1	—	—	0.000%	0.000%
d. Schedule D, Part 2, Section 2	—	—	0.000%	0.000%
e. Schedule B	—	—	0.000%	0.000%
f. Schedule A	—	—	0.000%	0.000%
g. Schedule BA, Part 1	—	—	0.000%	0.000%
h. Schedule DL, Part 1	496,411,469	496,541,353	4.188%	4.330%
i. Other	—	—	0.000%	0.000%
j. Total collateral assets (a+b+c+d+e+f+g+h+i)	\$ 507,571,469	\$ 507,701,353	4.282%	4.427%
Separate account:				
k. Cash, cash equivalents and short-term investments	\$ —	\$ —	0.000%	0.000%
l. Schedule D, Part 1	—	—	0.000%	0.000%
m. Schedule D, Part 2, Section 1	—	—	0.000%	0.000%
n. Schedule D, Part 2, Section 2	—	—	0.000%	0.000%
o. Schedule B	—	—	0.000%	0.000%
p. Schedule A	—	—	0.000%	0.000%
q. Schedule BA, Part 1	—	—	0.000%	0.000%
r. Schedule DL, Part 1	—	—	0.000%	0.000%
s. Other	—	—	0.000%	0.000%
t. Total collateral assets (k+l+m+n+o+p+q+r+s)	\$ —	\$ —	0.000%	0.000%

* j = Column 1 divided by Asset Page, Line 26 (Column 1)

t = Column 1 divided by Asset Page, Line 27 (Column 1)

** j = Column 1 divided by Asset Page, Line 26 (Column 3)

t = Column 1 divided by Asset Page, Line 27 (Column 3)

	1 Amount	2 % of Liability to Total Liabilities *
u. Recognized obligation to return collateral asset (general account)	\$ 507,571,469	7.117%
v. Recognized obligation to return collateral asset (separate account)	—	0.000%

* u = Column 1 divided by Liability Page, Line 26 (Column 1)

v = Column 1 divided by Liability Page, Line 27 (Column 1)

M. Working Capital Finance Investments

Not Applicable

N. Offsetting and Netting of Assets and Liabilities

Not Applicable

O. 5GI Securities

Not Applicable

P. Short Sales

Not Applicable

Q. Prepayment Penalty and Acceleration Fees

No Material Change

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

Not Applicable

Note 6 Joint Ventures, Partnerships and Limited Liability Companies

No Material Change

Note 7 Investment Income

No Material Change

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Note 8 Derivative Instruments

A. Derivatives under SSAP No. 86, Derivatives

(1) - (7) No Material Change

(8) Derivative contracts with financing premium

Not Applicable

B. Derivatives under SSAP No. 108, Derivative Hedging Variable Annuity Guarantees

Not Applicable

Note 9 Income Taxes

No Material Change

Note 10 Information Concerning Parent, Subsidiaries, Affiliates and Other Related Parties

A. No Change

B. The Company had the following transactions with affiliates:

2024						
Date	Return of Capital Received (Paid)	Purchase	Capital Contribution Received (Paid)	Dividend Received (Paid) /Income	Affiliate	Description of Assets
January 24, 2024	\$ —	\$ —	\$ (1,800,000)	\$ —	* Omaha Supplemental	Cash
January 26, 2024	—	—	(50,000,000)	—	** United of Omaha	Cash
January 26, 2024	—	—	(11,500,000)	—	*** MOSAL	Cash
March 29, 2024	—	—	(25,000,000)	—	OFHI	Cash
2023						
Date	Extraordinary Return of Capital Received (Paid)	Purchase	Capital Contribution Received (Paid)	Dividend Received (Paid) /Income	Affiliate	Description of Assets
January 24, 2023	—	—	(5,500,000)	—	**** Omaha Supplemental	Cash
March 23, 2023	100,000,000	—	—	—	Omaha Health	Cash
August 22, 2023	60,000,000	—	—	—	Omaha Health	Cash
Q1 & Q3	—	—	(74,000,000)	—	OFHI	Cash
November 15, 2023	—	—	(300,000,000)	—	United of Omaha	Cash
December 21, 2023	25,000,000	—	—	—	Omaha Health	Cash
Q4	—	—	(1,800,000)	—	* Omaha Supplemental	Cash
Q4	—	—	(50,000,000)	—	** United of Omaha	Cash
Q4	—	—	(11,500,000)	—	*** MOSAL	Cash

*On January 24, 2024, the Company paid a \$1,800,000 cash capital contribution to OSIC that was accrued for as of December 31, 2023.

**On January 26, 2024, the Company paid a \$50,000,000 cash capital contribution to United of Omaha that was accrued for as of December 31, 2023.

***On January 26, 2024, the Company paid a \$11,500,000 cash capital contribution to MOSAL that was accrued for as of December 31, 2023.

****On January 24, 2023, the Company paid a \$5,500,000 cash capital contribution to OSIC that was accrued for as of December 31, 2022.

C - O. No Material Change

Note 11 Debt

A. Capital Notes and All Other Debt

The Company and United of Omaha have been authorized by their Boards of Directors to obtain extensions of credit under their agreements with the Federal Home Loan Bank ("FHLB"). As of June 30, 2024, the Company has no long-term outstanding borrowings from the FHLB and \$102,500,000 short-term outstanding borrowings from the FHLB.

Effective December 29, 2022, the Company entered into an amendment to its senior unsecured five-year credit facility to extend the maturity date of the facility to December 29, 2027. The facility includes letter-of-credit and short-term sub-facilities that allow for an aggregate maximum borrowing of \$300,000,000. The Company may elect to increase the commitment at any time in an amount not to exceed \$100,000,000. There were no outstanding borrowings under this agreement as of June 30, 2024.

Effective March 17, 2023, the Company entered into a \$550,000,000 senior unsecured credit agreement that is available for purposes of funding the new home office building. The Company may elect to increase the commitment at any time in an amount not to exceed \$50,000,000. There were \$117,800,000 outstanding borrowings under this agreement as of June 30, 2024.

The Company has the following bilateral unsecured revolving line of credit notes available from affiliates as of June 30, 2024.

Lending Company	Date Credit Issued	Maximum Borrowing	Amount Outstanding
United of Omaha	03/22/2024	\$ 500,000,000	\$ 79,200,000
Omaha Insurance	10/06/2023	30,000,000	—
Companion	11/16/2023	23,000,000	—
United World	03/22/2024	20,000,000	—

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

The Company has the following borrowing agreements available to affiliates as of June 30, 2024, which are substantially similar to the agreements held in the prior year, unless otherwise noted.

Borrowing Company	Date Issued	Type of Borrowing	Interest Rates	Maximum Borrowing	Amount Outstanding
United of Omaha	03/22/2024	Bilateral unsecured revolving credit note	5.43%-5.43%	\$ 250,000,000	\$ —
Omaha Health	11/28/2023	Unsecured demand revolving credit note	7.36%-7.40%	250,000,000	101,600,000
Omaha Insurance	10/06/2023	Bilateral unsecured revolving credit note	5.43%-5.43%	30,000,000	6,300,000
Omaha Supplemental	07/21/2023	Unsecured demand revolving credit note	5.43%-5.43%	30,000,000	—
Omaha Re	09/22/2023	Unsecured demand revolving credit note	5.43%-5.43%	30,000,000	—
Companion	11/16/2023	Bilateral unsecured revolving credit note	5.43%-5.43%	23,000,000	—
United World	03/22/2024	Bilateral unsecured revolving credit note	5.43%-5.43%	20,000,000	6,800,000
East Campus	11/20/2023	Unsecured demand revolving credit note	5.43%-5.43%	5,000,000	—
MMSI	03/01/2024	Unsecured demand revolving credit note	5.60%-5.65%	20,000,000	—

B. Federal Home Loan Bank ("FHLB") Agreements

(1) The Company is a member of the FHLB of Topeka. The Company has an agreement with the FHLB under which the Company pledges FHLB approved collateral in return for extensions of credit. It is part of the Company's strategy to utilize these funds for operations or other long-term projects. Balances outstanding under this agreement are included in borrowed money. The Company holds FHLB stock as part of the borrowing agreement, which is included in common stocks.

(2) FHLB Capital Stock

a. Aggregate Totals

	1 Total 2+3	2 General Account	3 Separate Accounts
1. Current year			
(a) Membership stock - class A	\$ 500,000	\$ 500,000	\$ —
(b) Membership stock - class B	—	—	—
(c) Activity stock	4,112,500	4,112,500	—
(d) Excess stock	302,300	302,300	—
(e) Aggregate total (a+b+c+d)	<u>\$ 4,914,800</u>	<u>\$ 4,914,800</u>	<u>\$ —</u>
(f) Actual or estimated borrowing capacity as determined by the insurer	\$ 520,825,318	XXX	XXX
2. Prior year-end			
(a) Membership stock - class A	\$ 500,000	\$ 500,000	\$ —
(b) Membership stock - class B	—	—	—
(c) Activity stock	9,131,800	9,131,800	—
(d) Excess stock	900	900	—
(e) Aggregate total (a+b+c+d)	<u>\$ 9,632,700</u>	<u>\$ 9,632,700</u>	<u>\$ —</u>
(f) Actual or estimated borrowing capacity as determined by the insurer	\$ 2,500,000,000	XXX	XXX

11B(2)a1(f) should be equal to or greater than 11B(4)a1(d)
11B(2)a2(f) should be equal to or greater than 11B(4)a2(d)

b. Membership Stock (Class A and B) Eligible and Not Eligible for Redemption

	1 Current Year Total (2+3+4+5+6)	2 Not Eligible for Redemption	Eligible for Redemption			6 3 to 5 Years
			3 Less Than 6 Months	4 6 Months to Less Than 1 Year	5 1 to Less Than 3 Years	
Membership stock						
1. Class A	\$ 500,000	\$ 500,000	\$ —	\$ —	\$ —	\$ —
2. Class B	—	—	—	—	—	—

11B(2)b1 Current Year Total (Column 1) should equal 11B(2)a1(a) Total (Column 1)
11B(2)b2 Current Year Total (Column 1) should equal 11B(2)a1(b) Total (Column 1)

(3) Collateral Pledged to FHLB

a. Amount Pledged as of Reporting Date

	1 Fair Value	2 Carrying Value	3 Aggregate Total Borrowing
1. Current year total general and separate accounts total collateral pledged (Lines 2+3)	\$ 686,198,513	\$ 773,731,712	\$ 102,500,000
2. Current year general account total collateral pledged	686,198,513	773,731,712	102,500,000
3. Current year separate accounts total collateral pledged	—	—	—
4. Prior year-end total general and separate accounts total collateral pledged	917,747,807	981,755,438	214,038,600

11B(3)a1 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b1 (Columns 1, 2 and 3 respectively)
11B(3)a2 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b2 (Columns 1, 2 and 3 respectively)
11B(3)a3 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b3 (Columns 1, 2 and 3 respectively)
11B(3)a4 (Columns 1, 2 and 3) should be equal to or less than 11B(3)b4 (Columns 1, 2 and 3 respectively)

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

b. Maximum Amount Pledged During Reporting Period

	1	2	3
	Fair Value	Carrying Value	Amount Borrowed at Time of Maximum Collateral
1. Current year total general and separate accounts maximum collateral pledged (Lines 2+3)	\$ 878,304,469	\$ 952,314,345	\$ 72,523,900
2. Current year general account maximum collateral pledged	878,304,469	952,314,345	72,523,900
3. Current year separate accounts maximum collateral pledged	—	—	—
4. Prior year-end total general and separate accounts maximum collateral pledged	917,747,807	981,755,438	214,038,600

(4) Borrowing from FHLB

a. Amount as of Reporting Date

	1	2	3	4
	Total 2+3	General Account	Separate Accounts	Funding Agreements Reserves Established
1. Current year				
(a) Debt	\$ 102,500,000	\$ 102,500,000	\$ —	XXX
(b) Funding agreements	—	—	—	—
(c) Other	—	—	—	XXX
(d) Aggregate total (a+b+c)	<u>\$ 102,500,000</u>	<u>\$ 102,500,000</u>	<u>\$ —</u>	<u>\$ —</u>
2. Prior year-end				
(a) Debt	\$ 214,038,600	\$ 214,038,600	\$ —	XXX
(b) Funding agreements	—	—	—	—
(c) Other	—	—	—	XXX
(d) Aggregate total (a+b+c)	<u>\$ 214,038,600</u>	<u>\$ 214,038,600</u>	<u>\$ —</u>	<u>\$ —</u>

b. Maximum Amount During Reporting Period (Current Year)

	1	2	3
	Total 2+3	General Account	Separate Accounts
1. Debt	\$ 153,694,700	\$ 153,694,700	\$ —
2. Funding agreements	—	—	—
3. Other	—	—	—
4. Aggregate total (1+2+3)	<u>\$ 153,694,700</u>	<u>\$ 153,694,700</u>	<u>\$ —</u>

11B(4)b4 (Columns 1, 2 and 3) should be equal to or greater than 11B(4)a1(d) (Columns 1, 2 and 3 respectively)

c. FHLB - Prepayment Obligations

	Does the company have prepayment obligations under the following arrangements (YES/NO)?
1. Debt	No
2. Funding agreements	No
3. Other	No

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

A. Defined-Benefit Plan

(1) - (3) No Material Change

(4) Components of net periodic benefit cost as of the period ended June 30, 2024 and December 31, 2023:

	Pension Benefits		Postretirement Benefits		Special or Contractual Benefits Per SSAP No. 11	
	2024	2023	2024	2023	2024	2023
a. Service cost	\$ 964,571	\$ 2,273,232	\$ 2,642	\$ 6,717	\$ —	\$ —
b. Interest cost	26,225,158	55,618,318	493,216	1,214,592	—	—
c. Expected return on plan assets	(24,730,303)	(48,028,380)	(46,097)	(103,205)	—	—
d. Transition asset or obligation	—	—	—	—	—	—
e. Gains and losses	285,448	455,938	(661,261)	(2,084,889)	—	—
f. Prior service cost or credit	—	—	(538,485)	(1,076,970)	—	—
g. Gain or loss recognized due to a settlement or curtailment	—	—	—	—	—	—
h. Total net periodic benefit cost	<u>\$ 2,744,874</u>	<u>\$ 10,319,108</u>	<u>\$ (749,985)</u>	<u>\$ (2,043,755)</u>	<u>\$ —</u>	<u>\$ —</u>

(5) - (18) No Material Change

B. - I. No Material Change

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Note 13 Capital and Surplus, Dividend Restrictions and Quasi-Reorganizations

A. - J. No Material Change

K. The Company issued the following surplus debentures or similar obligations:

1 Item Number	2 Date Issued	3 Interest Rate	4 Original Issue Amount of Note	5 Is Surplus Note Holder a Related Party (Y/N)	6 Carrying Value of Note Prior Year	7 Carrying Value of Note Current Year *	8 Unapproved Interest And/Or Principal
2024	01/16/2024	6.144 %	\$ 300,000,000	No	\$ —	\$ 300,000,000	\$ —
2014	07/17/2014	4.297 %	300,000,000	No	300,000,000	300,000,000	—
2010	10/12/2010	6.950 %	300,000,000	No	152,583,631	152,648,639	—
2006	06/15/2006	6.800 %	300,000,000	No	258,628,527	258,675,907	—
Total	XXX	XXX	\$ 1,200,000,000	xxx	\$ 711,212,158	\$ 1,011,324,546	\$ —

1 Item Number	9 Current Year Interest Expense Recognized	10 Life-To-Date Interest Expense Recognized	11 Current Year Interest Offset Percentage (not including amounts paid to a 3rd party liquidity provider).	12 Current Year Principal Paid	13 Life-To-Date Principal Paid	14 Date of Maturity
2024	\$ —	\$ —	0.000 %	\$ —	\$ —	01/16/2064
2014	6,445,500	122,392,883	0.000 %	—	—	07/15/2054
2010	5,446,368	185,107,235	0.000 %	—	143,270,000	10/15/2040
2006	8,855,640	339,790,379	0.000 %	—	39,540,000	06/15/2036
Total	\$ 20,747,508	\$ 647,290,497	XXX	\$ —	\$ 182,810,000	XXX

1 Item Number	15 Are Surplus Note payments contractually linked? (Y/N)	16 Surplus Note payments subject to administrative offsetting provisions? (Y/N)	17 Were Surplus Note proceeds used to purchase an asset directly from the holder of the surplus note? (Y/N)	18 Is Asset Issuer a Related Party (Y/N)	19 Type of Assets Received Upon Issuance	20 Principal Amount of Assets Received Upon Issuance	21 Book/Adjusted Carry Value of Assets	22 Is Liquidity Source a Related Party to the Surplus Note Issuer? (Y/N)
2024	No	No	No	No	Cash	\$ 300,000,000	\$ 300,000,000	No
2014	No	No	No	No	Cash	300,000,000	300,000,000	No
2010	No	No	No	No	Cash	289,905,000	289,905,000	No
2006	No	No	No	No	Cash	293,745,000	293,745,000	No
Total	XXX	XXX	XXX	XXX	XXX	\$ 1,183,650,000	\$ 1,183,650,000	XXX

On January 9, 2024, the Company issued \$300,000,000 in surplus notes ("2024 notes") due January 16, 2064, at par value with 6.144% interest due semiannually.

On July 17, 2014, the Company issued \$300,000,000 in surplus notes ("2014 notes") due July 15, 2054, at par. Interest on the 2014 notes is fixed at 4.297% and payable semiannually excluding July 15, 2024, at which time interest resets quarterly to a variable rate payable quarterly. The 2014 notes are callable under a make-whole provision calculated as the present value of the remaining principal and interest payments any time prior to July 15, 2024 or at any time on or after July 15, 2024 at par.

On October 12, 2010, the Company issued \$300,000,000 in surplus notes ("2010 notes") due October 15, 2040, at a discount of \$10,095,000 with 6.95% interest due semiannually.

On June 15, 2006, the Company issued \$300,000,000 in surplus notes ("2006 notes") due June 15, 2036, at a discount of \$6,255,000 with 6.80% interest due semiannually.

The 2024 notes, 2014 notes, 2010 notes, and 2006 notes, (collectively the surplus notes) were all offered in the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933 or to institutional investors that are accredited investors within the meaning of Rule 501(a) (1), (2), (3), or (7) under the Securities Act, and, outside the United States to certain non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act. The 2024 notes were underwritten by J.P. Morgan Securities LLC, Citigroup Global Markets Inc., Goldman, Sachs & Co. LLC and PNC Capital Markets LLC, and are administered by US Bank, NA as registrar/paying agent. The 2014 notes and 2010 notes were underwritten by Goldman, Sachs & Co. and J.P. Morgan Securities LLC, and are administered by US Bank, NA as registrar/paying agent. The 2006 notes were underwritten by Goldman, Sachs & Co. and Merrill Lynch & Co., and are administered by US Bank, NA as registrar/paying agent. All of the surplus notes are held by bank custodians for unaffiliated investors and may hold 10% or more of the outstanding notes at any time, no amounts are held by affiliates, and did not include any guarantees.

Any payment of interest or repayment of principal on any outstanding surplus note may be made either in full or in part, only from available surplus funds of the Company, when the amount of the surplus of the Company over all liabilities is double that of the amount of the principal or interest then proposed to be paid and with the prior approval of the NDOI. If payment restrictions are not satisfied, the applicable interest payment date or maturity date will be extended until such time, if any, at which such restrictions are satisfied. Interest will continue to accrue on any unpaid principal amount of the notes, but not on unpaid interest the payment of which has not been so approved, during the period of such extension. If the payment restrictions are thereafter satisfied and payment has not been made, to the extent permitted by law, interest will accrue on any unpaid interest from the date of satisfaction of the payment restrictions.

The surplus notes are unsecured obligations of the Company and are expressly subordinated in right of payment to all present and future claims and senior indebtedness of the Company. This includes all insurance policies and existing or future indebtedness issued, incurred or guaranteed by the Company, other than any future surplus notes or similarly subordinated obligations, any indebtedness that is expressly subordinate to, or ranks equal in all respects with the notes, and any premium refunds on assessable policies of the Company. The notes are subject to the provisions of Nebraska Section 44-4842, which establishes the priority of distribution in the event of the reorganization, rehabilitation, liquidation or conservation of an insurance company under the Liquidation Act.

L. - M. Not applicable

Note 14 Liabilities, Contingencies and Assessments

A. Contingent Commitments

(1) As of June 30, 2024, the Company has commitments for additional investments in:

Limited partnership investments	\$ 67,604,516
Bonds	23,750,000
Mortgage lending	6,200,000
Total contingent liabilities:	<u>\$ 97,554,516</u>

(2) - (3) No Material Change

B. - F. No Material Change

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Note 15 Leases

No Material Change

Note 16 Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk

Not Applicable

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

A. Transfers of Receivables Reported as Sales

Not Applicable

B. Transfer and Servicing of Financial Assets

(1) The Company has securities lending agreements whereby unrelated parties, primarily large brokerage firms, borrow securities from the Company. The Company requires a minimum of 102% of the fair value of the domestic securities, loaned at the outset of the contract as collateral. The Company continues to retain control over and receive interest on loaned securities, and accordingly, the loaned securities continue to be reported as bonds. The securities loaned are on open terms and can be returned to the Company on the next business day requiring a return of the collateral. Collateral received is invested in cash equivalents and securities, and the Company records a corresponding liability for the collateral which is included in payable for securities lending on the statutory financial statements. The Company cannot access the collateral unless the borrower fails to deliver loaned securities. To further minimize the credit risks related to this securities lending program, the Company regularly monitors the financial condition of counterparties to these agreements and also receives an indemnification from the financial intermediary who structures the transactions.

The Company had securities with a fair value of \$326,271,448 on loan for security lending and \$148,397,461 for repurchased lending under the program as of June 30, 2024. The Company was liable for cash collateral of \$343,514,705 for security lending and \$152,896,764 for repurchased lending as of June 30, 2024. The Company does not hold any security collateral as of June 30, 2024, which is not reflected in the accompanying financial statements. Of the collateral received, the Company has \$77,383,383 in collateral for securities lending and \$34,442,976 in repurchase lending that extends beyond one year from June 30, 2024.

(2) Servicing Assets and Servicing Liabilities

Not Applicable

(3) Servicing Assets and Servicing Liabilities Subsequently Measured at Fair Value

Not Applicable

(4) Securitizations, Asset-Backed Financing Arrangements and Similar Transfers Accounted for as Sales When the Transferor has Continuing Involvement With the Transferred Financial Assets

Not Applicable

(5) The transfers of financial assets accounted for as secured borrowings as of June 30, 2024 and December 31, 2023, were as follows:

	2024	2023
Assets:		
Cash	\$ 22,999,962	\$ 25,999,931
Cash equivalents	192,962,803	29,342,345
Short-term	80,131,405	86,527,756
Long-term	200,317,298	115,150,839
Total securities lending cash collateral	\$ 496,411,469	\$ 257,020,871
Liabilities:		
Payable for securities lending	\$ 496,411,469	\$ 257,020,871

The Company cannot access the cash collateral unless the borrower fails to deliver the loaned securities.

(6) - (7) Not Applicable

C. Wash Sales

Not Applicable

Note 18 Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans

A. Administrative Services Only ("ASO") Plans

No Material Change

B. Administrative Services Contract ("ASC") Plans

Not Applicable

C. Medicare or Similarly Structured Cost-Based Reimbursement Contract

Not Applicable

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

No Material Change

Note 20 Fair Value Measurements

A. Assets and Liabilities Reported at Fair Value or Net Asset Value ("NAV")

Financial assets and liabilities have been categorized into a three-level fair value hierarchy, based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). An asset or liability's classification within the fair value hierarchy is based on the lowest level of significant input to valuation. The input levels are as follows:

Level 1 — Fair value is based on unadjusted quoted prices in active markets that are accessible to the Company for identical assets or liabilities. These generally provide the most reliable evidence and are used to measure fair value whenever available.

Level 2 — Fair value is based on significant inputs that are observable for the asset or liability, either directly or indirectly, through corroboration with observable market data. Level 2 inputs include quoted market prices in active markets for similar assets and liabilities, quoted market prices in markets that are not active for identical or similar assets or liabilities, and other market observable inputs. Valuations are generally obtained from third-party pricing services for identical or comparable assets or liabilities and validated or determined through use of valuation methodologies using observable market inputs.

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

Level 3 — Fair value is based on significant unobservable inputs for the asset or liability. These inputs reflect assumptions about what market participants would use in pricing the asset or liability. Prices are determined using valuation methodologies such as option pricing models, discounted cash flow models, and other similar techniques. Fair value for certain investment in qualifying investment funds is approximated by using the fund's NAV per share.

(1) Fair Value Measurements at Reporting Date

Description for Each Class of Asset or Liability	(Level 1)	(Level 2)	(Level 3)	Net Asset Value (NAV)	Total
a. Assets at fair value					
Asset-backed securities	\$ —	\$ —	\$ 231,828	\$ —	\$ 231,828
Preferred stocks	—	6,025,808	—	—	6,025,808
Common stocks	41,934,784	4,914,800	—	32,444,404	79,293,988
Securities lending cash collateral	496,411,469	—	—	—	496,411,469
All other governments	—	—	138,000	—	138,000
U.S. corporate	—	—	96,470	—	96,470
SVO Identified Funds - ETFs	3,481,936	—	—	—	3,481,936
Total assets at fair value/NAV	\$ 541,828,189	\$ 10,940,608	\$ 466,298	\$ 32,444,404	\$ 585,679,499

Description for Each Class of Asset or Liability	(Level 1)	(Level 2)	(Level 3)	Net Asset Value (NAV)	Total
b. Liabilities at fair value					
Payable for Securities Lending	\$ 496,411,469	\$ —	\$ —	\$ —	\$ 496,411,469
Derivative cash collateral	11,160,000	—	—	—	11,160,000
Total liabilities at fair value	\$ 507,571,469	\$ —	\$ —	\$ —	\$ 507,571,469

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

Description	Beginning Balance at 04/01/2024	Transfers into Level 3	Transfers out of Level 3	Total gains and (losses) included in Net Income	Total gains and (losses) included in Surplus	Purchases	Issuances	Sales	Settlements	Ending Balance at 06/30/2024
a. Assets										
Asset-backed securities	\$ 347,702	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ (115,874)	\$ 231,828
All other governments	138,000	—	—	—	—	—	—	—	—	138,000
U.S. corporate	15,810	95,440	—	(49,773)	—	—	—	—	34,993	96,470
Total assets	\$ 501,512	\$ 95,440	\$ —	\$ (49,773)	\$ —	\$ —	\$ —	\$ —	\$ (80,881)	\$ 466,298

(3) Policy on Transfers into and out of Level 3

Assets and liabilities are transferred into or out of Level 3 when a significant input can no longer be corroborated or can be corroborated with market observable data and are assumed to occur at the beginning of the period. This occurs when market activity decreases or increases related to certain securities and transparency to the underlying inputs is no longer available or can be observed with current pricing.

(4) Inputs and Techniques Used for Level 2 and Level 3 Fair Values

Level 2 Measurements

Preferred Stocks — These securities are principally valued using the market approach. The valuation of these securities is based principally on observable inputs including quoted prices in markets that are not considered active.

Common Stocks — These FHLB capital stocks are only redeemable at par, so the fair value is presumed to be par.

Level 3 Measurements

Asset-Backed Securities and All Other Governments — These securities are principally valued using the market approach. The valuation of these securities is based primarily on matrix pricing or other similar techniques that utilize inputs that are unobservable or cannot be derived principally from, or corroborated by, observable market data, or are based on independent non-binding broker quotations.

U.S. Corporate — These securities are principally valued using the market and income approaches with significant adjustments that utilize unobservable inputs or cannot be derived principally from, or corroborated by, observable market data, including additional spread adjustments to reflect industry trends or specific credit-related issues. Valuations may be based on independent non-binding broker quotations. The use of independent non-binding broker quotations to value investments generally indicates there is a lack of liquidity or the general lack of transparency to develop the valuation estimates generally causing these investments to be classified in Level 3. Generally, below investment grade privately placed or distressed securities included in this level are valued using discounted cash flow methodologies which rely upon significant, unobservable inputs and inputs that cannot be derived principally from, or corroborated by, observable market data.

(5) Fair Value Disclosures for Derivative Assets and Liabilities

Not Applicable

B. Other Fair Value Disclosures

Not Applicable

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

C. Presented below are the aggregate fair value or NAV and admitted values for all financial instruments.

Type of Financial Instrument	Aggregate Fair Value	Admitted Assets	(Level 1)	(Level 2)	(Level 3)	Net Asset Value (NAV)	Not Practicable (Carrying Value)
Assets:							
Bonds	\$ 4,801,140,201	\$ 5,392,269,557	\$ 3,481,936	\$ 4,564,817,562	\$ 232,840,703	\$ —	\$ —
Cash and cash equivalents	(500,390)	(500,390)	(500,390)	—	—	—	—
Preferred stocks	21,962,350	21,978,093	—	15,667,995	—	—	6,294,355
Common stocks - unaffiliated	79,293,987	79,293,988	41,934,783	4,914,800	—	32,444,404	—
Mortgage loans	438,753,666	482,460,323	—	—	438,753,666	—	—
Other invested assets - surplus note	37,156,299	48,871,316	—	37,156,299	—	—	—
Short-term investments	114,700,000	114,700,000	—	114,700,000	—	—	—
Securities lending cash collateral	496,541,353	496,411,469	496,541,353	—	—	—	—
Derivative assets	10,581,352	8,826,892	—	10,581,352	—	—	—
Liabilities:							
Borrowings	182,261,794	182,261,794	102,747,417	79,514,377	—	—	—
Real estate encumbrances	117,800,000	117,800,000	117,800,000	—	—	—	—
Payable for securities lending	496,541,353	496,411,469	496,541,353	—	—	—	—
Derivative cash collateral	11,160,000	11,160,000	11,160,000	—	—	—	—
Derivative liability	121,150	483,358	—	121,150	—	—	—

The following methods and assumptions were used by the Company in estimating its fair value disclosures for financial instruments:

Bonds — Fair values for bonds, including loan-backed securities, are based on quoted market prices, where available. For bonds for which market values are not readily available, fair values were estimated by the Company using projected future cash flows, current market rates, credit quality, and maturity date.

Cash and Cash Equivalents — The carrying value for cash and other cash equivalents approximates fair value.

Preferred Stocks — Fair values for preferred stocks are based on market value, where available. For preferred stocks for which market values are not available, fair values were estimated by the Company using projected future cash flows, current market rates, credit quality, and maturity date.

Common Stocks - Unaffiliated — These securities are principally valued using the market approach. The valuation of these securities is based principally on observable inputs including quoted prices in active markets.

Mortgage Loans — Fair values for mortgage loans are estimated by discounting expected future cash flows using current interest rates for similar loans with similar credit risk.

Other Invested Assets-Surplus Notes — Fair values for other invested assets-surplus notes are based on quoted market prices for similar assets.

Short-term Investments — The carrying value of short-term unsecured revolving credit notes approximates fair value and is included within Level 2 due to the internal nature and with no public market.

Securities Lending Cash Collateral and Payable for Securities Lending — Comprised of U.S. Direct Obligation/Full Faith and Credit Exempt money market instruments, commercial paper, cash, and all highly-liquid debt securities purchased with an original maturity of less than three months. The money market instruments are valued using unadjusted quoted prices in active markets that are accessible for identical assets and are primarily classified as Level 1. If public quotations are not available for commercial paper or debt securities, because of the highly-liquid nature of these assets, the carrying value may be used to approximate fair value.

Derivative Assets and Derivative Liabilities — These derivatives are principally valued using an income approach. The valuation of these securities is based on present value techniques and option pricing models, which utilize significant inputs that may include implied volatility, the swap yield curve, and repurchase rates.

Borrowings and Real Estate Encumbrance — Fair values of long-term FHLB borrowings are estimated by discounting expected future cash flows using current interest rates for debt with comparable terms and included in Level 2. Fair values of short-term FHLB borrowings and other borrowings approximates carrying value and thus is included in Level 1. The carrying value of short-term unsecured revolving credit notes approximates fair value and are included within Level 2 due to the internal nature and with no public market. Fair values of other borrowings, including real estate encumbrances, are deemed to be the same as the carrying value.

Derivative Cash Collateral — Comprised of U.S. Direct Obligation/Full Faith and Credit Exempt money market instruments, commercial paper, cash, and all highly-liquid debt securities purchased with an original maturity of less than three months. The money market instruments are valued using unadjusted quoted prices in active markets that are accessible for identical assets and are primarily classified as Level 1. If public quotations are not available for commercial paper or debt securities, because of the highly-liquid nature of these assets, the carrying value may be used to approximate fair value.

D. Not Practicable to Estimate Fair Value

Type or Class of Financial Instrument	Carrying Value	Effective Interest Rate	Maturity Date	Explanation
Preferred stocks	\$ 6,294,355	0.000%		It is not practicable to measure the fair value in certain private preferred stock.

E. The Company has one investment measured using the NAV as a practical expedient pursuant to SSAP No. 100R, Fair Value. The investment's NAV per share is \$3,747. Lion Industrial Trust makes real estate value added investments in the industrial sector. If there is a liquidation of the underlying assets, the period of time for assets to be liquidated will be longer than a year. The Company has no unfunded commitments related to the investment. An investor may redeem assets on a quarterly basis with a 90 day notice period. No other significant restrictions exist on the ability to sell investment at the measurement date.

Note 21 Other Items

A. - B. No Change

C. Other Disclosures

As of June 30, 2024, the Company's admitted disallowed IMR was \$4,097,250, less than 10% of the Company's adjusted general account capital and surplus as of March 31, 2024. The admitted disallowed IMR was the result of fixed income investment losses that comply with the Company's investment management policies, was not compelled by liquidity pressures, and did not include any realized losses from derivative terminations.

There were no nonadmitted components of the Company's admitted disallowed IMR as of June 30, 2024.

STATEMENT AS OF JUNE 30, 2024 OF THE Mutual of Omaha Insurance Company
NOTES TO FINANCIAL STATEMENTS

The Company's adjusted general account capital and surplus as of March 31, 2024, used to determine admitted disallowed IMR, as of June 30, 2024, was as follows:

General account capital and surplus	\$ 4,302,621,804
Net positive goodwill	1,058,651
EDP equipment and operating system software	14,761,063
Net deferred tax asset	75,397,935
Admitted disallowed IMR	3,881,780
Adjusted general account capital and surplus	<u>\$ 4,207,522,375</u>

The percentage of admitted disallowed IMR to adjusted general account capital and surplus is 0.10%.

The Company had no other changes to Note 21C.

D. - J. No Change

Note 22 Events Subsequent

The Company has evaluated events subsequent to June 30, 2024 through August 9, 2024, the date these financial statements were available to be issued.

Type I - Recognized Subsequent Events: None

Type II - Nonrecognized Subsequent Events: None

On July 15, 2024, the Company called \$300,000,000 in surplus notes that were due July 15, 2054 at par.

No other material subsequent events have been identified.

Note 23 Reinsurance

No Change

Note 24 Retrospectively Rated Contracts and Contracts Subject to Redetermination

A. - C. No Material Change

D. No Change

E. Risk Sharing Provisions of the Affordable Care Act

(1) Did the reporting entity write accident and health insurance premium that is subject to the Affordable Care Act risk-sharing provisions?

Yes () No (X)

(2) - (5) Not Applicable

Note 25 Change in Incurred Losses and Loss Adjustment Expenses

A. Accident and health claim reserves as of December 31, 2023 were \$1,354,763,698. As of June 30, 2024, \$622,499,856 has been paid for accident and health claim incurred losses and loss adjustment expenses attributable to insured events of prior years. Accident and health claim reserves remaining for prior years are now \$726,786,447 as a result of re-estimation of unpaid claims and claim adjustment expenses. The resulting favorable incurred claims amount for the prior year, \$5,477,396, does not include the impact of aging on the liability estimates for claims not yet due.

B. The Company did not have any significant changes in methodologies or assumptions used in calculating the liability for unpaid losses and loss adjustment expenses.

Note 26 Intercompany Pooling Arrangements

Not Applicable

Note 27 Structured Settlements

Not Applicable

Note 28 Health Care Receivables

Not Applicable

Note 29 Participating Policies

Not Applicable

Note 30 Premium Deficiency Reserves

No Material Change

Note 31 Reserves for Life Contracts and Annuity Contracts

Not Applicable

Note 32 Analysis of Annuity Actuarial Reserve and Deposit Type Contract Liabilities by Withdrawal Characteristics

Not Applicable

Note 33 Analysis of Life Actuarial Reserve by Withdrawal Characteristics

Not Applicable

Note 34 Premium & Annuity Considerations Deferred and Uncollected

Not Applicable

Note 35 Separate Accounts

Not Applicable

Note 36 Loss/Claim Adjustment Expenses

No Material Change