

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended **June 30, 2019**

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 **033-37587**

Pruco Life Insurance Company

(Exact Name of Registrant as Specified in its Charter)

Arizona

(State or Other Jurisdiction of
Incorporation or Organization)

22-1944557

(I.R.S. Employer Identification Number)

213 Washington Street

Newark, NJ 07102

(973) 802-6000

(Address and Telephone Number of Registrant's Principal Executive Offices)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class

Not Applicable

Trading Symbol(s)

Not Applicable

Name of Each Exchange on Which Registered

Not Applicable

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of the Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large Accelerated Filer

☐ Accelerated Filer

☐

Non-accelerated Filer

☒ Smaller Reporting Company

☐

Emerging Growth Company

☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

As of August 13, 2019, 250,000 shares of the registrant's Common Stock (par value \$10) were outstanding. As of such date, The Prudential Insurance Company of America, a New Jersey corporation, owned all of the registrant's Common Stock.

**Pruco Life Insurance Company meets the conditions set
forth in General Instruction (H) (1) (a) and (b) on Form 10-Q and
is therefore filing this Form 10-Q in the reduced disclosure format.**

TABLE OF CONTENTS

	Page Number
PART I—FINANCIAL INFORMATION	
Item 1. Financial Statements:	
Unaudited Interim Consolidated Statements of Financial Position as of June 30, 2019 and December 31, 2018	4
Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss) for the three and six months ended June 30, 2019 and 2018	5
Unaudited Interim Consolidated Statements of Equity for the three and six months ended June 30, 2019 and 2018	6
Unaudited Interim Consolidated Statements of Cash Flows for the six months ended June 30, 2019 and 2018	7
Notes to Unaudited Interim Consolidated Financial Statements	8
1. Business and Basis of Presentation	8
2. Significant Accounting Policies and Pronouncements	9
3. Investments	12
4. Derivative Instruments	20
5. Fair Value of Assets and Liabilities	26
6. Reinsurance	36
7. Income Taxes	41
8. Equity	41
9. Related Party Transactions	44
10. Commitments and Contingent Liabilities	47
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	48
Item 3. Quantitative and Qualitative Disclosures About Market Risk	56
Item 4. Controls and Procedures	56
PART II—OTHER INFORMATION	57
Item 1. Legal Proceedings	57
Item 1A. Risk Factors	57
Item 6. Exhibits	58
SIGNATURES	59

FORWARD-LOOKING STATEMENTS

Certain of the statements included in this Quarterly Report on Form 10-Q, including but not limited to those in Management's Discussion and Analysis of Financial Condition and Results of Operations, constitute forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Words such as "expects," "believes," "anticipates," "includes," "plans," "assumes," "estimates," "projects," "intends," "should," "will," "shall" or variations of such words are generally part of forward-looking statements. Forward-looking statements are made based on management's current expectations and beliefs concerning future developments and their potential effects upon Pruco Life Insurance Company and its subsidiary. There can be no assurance that future developments affecting Pruco Life Insurance Company and its subsidiary will be those anticipated by management. These forward-looking statements are not a guarantee of future performance and involve risks and uncertainties, and there are certain important factors that could cause actual results to differ, possibly materially, from expectations or estimates reflected in such forward-looking statements, including, among others: (1) losses on investments or financial contracts due to deterioration in credit quality or value, or counterparty default; (2) losses on insurance products due to mortality experience or policyholder behavior experience that differs significantly from our expectations when we price our products; (3) changes in interest rates and equity prices that may (a) adversely impact the profitability of our products, the value of separate accounts supporting these products or the value of assets we manage, (b) result in losses on derivatives we use to hedge risk or increase collateral posting requirements and (c) limit opportunities to invest at appropriate returns; (4) guarantees within certain of our products which are market sensitive and may decrease our earnings or increase the volatility of our results of operations or financial position; (5) liquidity needs resulting from (a) derivative collateral market exposure, (b) asset/liability mismatches, (c) the lack of available funding in the financial markets or (d) unexpected cash demands due to severe mortality calamity or lapse events; (6) financial or customer losses, or regulatory and legal actions, due to inadequate or failed processes or systems, external events and human error or misconduct such as (a) disruption of our systems and data, (b) an information security breach, (c) a failure to protect the privacy of sensitive data or (d) reliance on third parties; (7) changes in the regulatory landscape, including related to (a) financial sector regulatory reform (b) changes in tax laws, (c) fiduciary rules and other standards of care, (d) state insurance laws and developments regarding group-wide supervision, capital and reserves, and (e) privacy and cybersecurity regulation; (8) technological changes which may adversely impact companies in our investment portfolio or cause insurance experience to deviate from our assumptions; (9) ratings downgrades; (10) market conditions that may adversely affect the sales or persistency of our products; (11) competition; and (12) reputational damage. Pruco Life Insurance Company does not intend, and is under no obligation, to update any particular forward-looking statement included in this document. See "Risk Factors" included in the Annual Report on Form 10-K for the year ended December 31, 2018 for discussion of certain risks relating to our business and investment in our securities.

PART I—FINANCIAL INFORMATION

Item 1. Financial Statements

PRUCO LIFE INSURANCE COMPANY

Unaudited Interim Consolidated Statements of Financial Position
June 30, 2019 and December 31, 2018 (in thousands, except share amounts)

	June 30, 2019	December 31, 2018
ASSETS		
Fixed maturities, available for sale, at fair value (amortized cost: 2019 – \$5,623,693; 2018 – \$5,244,903)	\$ 5,956,391	\$ 5,199,595
Fixed maturities, trading, at fair value (amortized cost: 2019 – \$50,775; 2018 – \$44,759)	49,417	41,627
Equity securities, at fair value (cost: 2019 – \$12,454; 2018 – \$31,824)	17,774	36,922
Policy loans	1,263,413	1,236,077
Short-term investments	94	0
Commercial mortgage and other loans	1,225,668	1,209,150
Other invested assets (includes \$87,580 and \$120,717 measured at fair value at June 30, 2019 and December 31, 2018, respectively)	394,951	377,429
Total investments	8,907,708	8,100,800
Cash and cash equivalents	415,497	416,840
Deferred policy acquisition costs	1,720,404	1,613,922
Accrued investment income	93,167	88,278
Reinsurance recoverables	38,946,785	34,682,127
Receivables from parent and affiliates	268,854	289,580
Income taxes receivable	67,498	46,102
Other assets	370,240	365,219
Separate account assets	132,731,982	119,077,916
TOTAL ASSETS	\$ 183,522,135	\$ 164,680,784
LIABILITIES AND EQUITY		
LIABILITIES		
Future policy benefits	\$ 24,169,202	\$ 19,476,394
Policyholders' account balances	22,058,265	22,059,692
Cash collateral for loaned securities	7,083	11,063
Payables to parent and affiliates	146,207	229,345
Other liabilities	1,262,599	1,093,143
Separate account liabilities	132,731,982	119,077,916
Total liabilities	180,375,338	161,947,553
COMMITMENTS AND CONTINGENT LIABILITIES (See Note 10)		
EQUITY		
Common stock (\$10 par value; 1,000,000 shares authorized; 250,000 shares issued and outstanding)	2,500	2,500
Additional paid-in capital	1,146,588	1,146,592
Retained earnings	1,747,544	1,612,435
Accumulated other comprehensive income (loss)	250,165	(28,296)
Total equity	3,146,797	2,733,231
TOTAL LIABILITIES AND EQUITY	\$ 183,522,135	\$ 164,680,784

See Notes to Unaudited Interim Consolidated Financial Statements

PRUCO LIFE INSURANCE COMPANY

Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss)
Three and Six Months Ended June 30, 2019 and 2018 (in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
REVENUES				
Premiums	\$ 12,417	\$ 14,903	\$ 26,411	\$ 22,818
Policy charges and fee income	148,671	169,004	287,860	298,159
Net investment income	105,562	81,649	198,812	159,564
Asset administration fees	3,961	3,544	7,618	7,017
Other income	14,998	16,078	35,955	35,374
Realized investment gains (losses), net:				
Other-than-temporary impairments on fixed maturity securities	0	(57)	(2,784)	(651)
Other-than-temporary impairments on fixed maturity securities transferred to other comprehensive income	0	0	(379)	0
Other realized investment gains (losses), net	(52,250)	(36,833)	(97,722)	(85,281)
Total realized investment gains (losses), net	(52,250)	(36,890)	(100,885)	(85,932)
TOTAL REVENUES	233,359	248,288	455,771	437,000
BENEFITS AND EXPENSES				
Policyholders' benefits	46,291	40,441	85,769	92,177
Interest credited to policyholders' account balances	50,710	42,555	94,907	83,353
Amortization of deferred policy acquisition costs	41,672	62,316	60,851	88,461
General, administrative and other expenses	80,564	79,669	128,508	140,459
TOTAL BENEFITS AND EXPENSES	219,237	224,981	370,035	404,450
INCOME (LOSS) FROM OPERATIONS BEFORE INCOME TAXES AND EQUITY IN EARNINGS OF OPERATING JOINT VENTURE	14,122	23,307	85,736	32,550
Income tax expense (benefit)	(34,585)	(13,012)	(51,465)	(15,711)
INCOME (LOSS) FROM OPERATIONS BEFORE EQUITY IN EARNINGS OF OPERATING JOINT VENTURE	48,707	36,319	137,201	48,261
Equity in earnings of operating joint venture, net of taxes	(272)	(93)	(978)	(731)
NET INCOME (LOSS)	\$ 48,435	\$ 36,226	\$ 136,223	\$ 47,530
Other comprehensive income (loss), before tax:				
Foreign currency translation adjustments	958	(5,667)	7,007	(6,590)
Net unrealized investment gains (losses)	183,514	(82,003)	343,599	(227,054)
Total	184,472	(87,670)	350,606	(233,644)
Less: Income tax expense (benefit) related to other comprehensive income (loss)	38,512	(18,363)	72,145	(49,063)
Other comprehensive income (loss), net of taxes	145,960	(69,307)	278,461	(184,581)
Comprehensive income (loss)	\$ 194,395	\$ (33,081)	\$ 414,684	\$ (137,051)

See Notes to Unaudited Interim Consolidated Financial Statements

PRUCO LIFE INSURANCE COMPANY
Unaudited Interim Consolidated Statements of Equity
Three and Six Months Ended June 30, 2019 and 2018 (in thousands)

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance, December 31, 2018	\$ 2,500	\$ 1,146,592	\$ 1,612,435	\$ (28,296)	\$ 2,733,231
Cumulative effect of adoption of accounting changes(1)			(1,114)	0	(1,114)
Contributed capital		0			0
Contributed (distributed) capital-parent/child asset transfers		(4)			(4)
Comprehensive income (loss):					
Net income (loss)			87,788		87,788
Other comprehensive income (loss), net of tax				132,501	132,501
Total comprehensive income (loss)					220,289
Balance, March 31, 2019	<u>2,500</u>	<u>1,146,588</u>	<u>1,699,109</u>	<u>104,205</u>	<u>2,952,402</u>
Contributed capital		0			0
Contributed (distributed) capital-parent/child asset transfers		0			0
Comprehensive income:					
Net income (loss)			48,435		48,435
Other comprehensive income (loss), net of taxes				145,960	145,960
Total comprehensive income (loss)					194,395
Balance, June 30, 2019	<u>\$ 2,500</u>	<u>\$ 1,146,588</u>	<u>\$ 1,747,544</u>	<u>\$ 250,165</u>	<u>\$ 3,146,797</u>

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance, December 31, 2017	\$ 2,500	\$ 1,141,092	\$ 1,526,310	\$ 165,346	\$ 2,835,248
Cumulative effect of adoption of ASU 2016-01			7,936	(1,539)	6,397
Cumulative effect of adoption of ASU 2018-02			(30,399)	30,399	0
Contributed capital		5,500			5,500
Contributed (distributed) capital-parent/child asset transfers		0			0
Comprehensive income (loss):					
Net income (loss)			11,304		11,304
Other comprehensive income (loss), net of tax				(115,274)	(115,274)
Total comprehensive income (loss)					(103,970)
Balance, March 31, 2018	<u>2,500</u>	<u>1,146,592</u>	<u>1,515,151</u>	<u>78,932</u>	<u>2,743,175</u>
Cumulative effect of adoption of ASU 2016-01			0	0	0
Cumulative effect of adoption of ASU 2018-02			(50)	50	0
Contributed capital		(113)			(113)
Contributed (distributed) capital-parent/child asset transfers		0			0
Comprehensive income:					
Net income (loss)			36,226		36,226
Other comprehensive income (loss), net of tax				(69,307)	(69,307)
Total comprehensive income (loss)					(33,081)
Balance, Balance, June 30, 2018	<u>\$ 2,500</u>	<u>\$ 1,146,479</u>	<u>\$ 1,551,327</u>	<u>\$ 9,675</u>	<u>\$ 2,709,981</u>

(1) Includes the impact from the adoption of ASUs 2017-08 and 2017-12. See Note 2.

See Notes to Unaudited Interim Consolidated Financial Statements

PRUCO LIFE INSURANCE COMPANY
Unaudited Interim Consolidated Statements of Cash Flows
Six Months Ended June 30, 2019 and 2018 (in thousands)

	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	\$ 136,223	\$ 47,530
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Policy charges and fee income	(135,809)	(75,175)
Interest credited to policyholders' account balances	94,907	83,353
Realized investment (gains) losses, net	100,885	85,932
Amortization and other non-cash items	(52,217)	(20,135)
Change in:		
Future policy benefits	1,388,982	870,715
Reinsurance recoverables	(1,339,652)	(799,012)
Accrued investment income	(4,889)	(3,172)
Net payables to/receivables from parent and affiliates	(69,192)	(41,905)
Deferred policy acquisition costs	(133,641)	(56,030)
Income taxes	(93,244)	22,585
Derivatives, net	98,778	(2,927)
Other, net	(32,189)	(127,216)
Cash flows from (used in) operating activities	(41,058)	(15,457)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available-for-sale	179,330	247,967
Fixed maturities, trading	0	0
Equity securities	21,656	90
Policy loans	78,129	77,733
Ceded policy loans	(6,285)	(7,833)
Short-term investments	369	6,244
Commercial mortgage and other loans	36,892	40,542
Other invested assets	10,206	7,171
Payments for the purchase/origination of:		
Fixed maturities, available-for-sale	(566,299)	(524,177)
Fixed maturities, trading	(6,015)	0
Equity securities	(110)	(5,000)
Policy loans	(81,818)	(81,882)
Ceded policy loans	8,112	8,198
Short-term investments	(463)	(5,270)
Commercial mortgage and other loans	(53,190)	(82,690)
Other invested assets	(34,855)	(44,314)
Notes receivable from parent and affiliates, net	9,995	4,084
Derivatives, net	729	(327)
Other, net	(3,404)	(2,709)
Cash flows from (used in) investing activities	(407,021)	(362,173)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Policyholders' account deposits	2,702,683	2,331,075
Ceded policyholders' account deposits	(1,784,740)	(1,572,155)
Policyholders' account withdrawals	(1,712,728)	(1,462,569)
Ceded policyholders' account withdrawals	1,241,925	956,062
Net change in securities sold under agreement to repurchase and cash collateral for loaned securities	(3,980)	(20,031)
Contributed (distributed) capital - parent/child asset transfers	(5)	0
Net change in financing arrangements (maturities 90 days or less)	0	1,727
Drafts outstanding	3,581	3,158
Cash flows from (used in) financing activities	446,736	237,267
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,343)	(140,363)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	416,840	212,569
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 415,497	\$ 72,206

Significant Non-Cash Transactions

There were no significant non-cash transactions for the six months ended June 30, 2019 and 2018.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements

1. BUSINESS AND BASIS OF PRESENTATION

Pruco Life Insurance Company ("Pruco Life") is a wholly-owned subsidiary of The Prudential Insurance Company of America ("Prudential Insurance"), which in turn is a direct wholly-owned subsidiary of Prudential Financial, Inc. ("Prudential Financial"). Pruco Life is a stock life insurance company organized in 1971 under the laws of the State of Arizona. It is licensed to sell life insurance and annuities in the District of Columbia, Guam and in all states except New York, and sells such products primarily through affiliated and unaffiliated distributors.

Pruco Life has one wholly-owned insurance subsidiary, Pruco Life Insurance Company of New Jersey ("PLNJ") and had one indirect subsidiary formed in 2009 for the purpose of holding certain commercial mortgage loans and other investments, which ceased operations and was dissolved as of December 31, 2018. Pruco Life and its subsidiary are together referred to as the "Company", "we" or "our" and all financial information is shown on a consolidated basis.

PLNJ is a stock life insurance company organized in 1982 under the laws of the state of New Jersey. It is licensed to sell life insurance and annuities in New Jersey and New York only.

Basis of Presentation

The Unaudited Interim Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") on a basis consistent with reporting interim financial information in accordance with instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities and Exchange Commission ("SEC"). Intercompany balances and transactions have been eliminated.

In the opinion of management, all adjustments necessary for a fair statement of the financial position and results of operations have been made. All such adjustments are of a normal, recurring nature. Interim results are not necessarily indicative of the results that may be expected for the full year. These financial statements should be read in conjunction with the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates include those used in determining deferred policy acquisition costs ("DAC") and related amortization; amortization of deferred sales inducements ("DSI"); valuation of investments including derivatives and the recognition of other-than-temporary impairments ("OTTI"); future policy benefits including guarantees; reinsurance recoverables; provision for income taxes and valuation of deferred tax assets; and accruals for contingent liabilities, including estimates for losses in connection with unresolved legal and regulatory matters.

Out of Period Adjustment

During the second quarter of 2019, the Company recorded an out of period adjustment resulting in a net increase of \$11 million to "Income (loss) from operations before income taxes and equity in earnings of operating joint venture" for the three months ended June 30, 2019. This adjustment relates to investment income from equity method investments that should have been recorded during first quarter of 2019. Management has evaluated the impact of all out of period adjustments, both individually and in the aggregate, and concluded that they are not material to any current or previously reported quarterly or annual financial statements.

Reclassifications

Certain amounts in prior periods have been reclassified to conform to the current period presentation.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

2. SIGNIFICANT ACCOUNTING POLICIES AND PRONOUNCEMENTS

Recent Accounting Pronouncements

Changes to U.S. GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of Accounting Standards Updates ("ASU") to the FASB Accounting Standards Codification. The Company considers the applicability and impact of all ASU. ASU listed below include those that have been adopted during the current fiscal year and/or those that have been issued but not yet adopted as of the date of this filing. ASU not listed below were assessed and determined to be either not applicable or not material.

ASU adopted during the six months ended June 30, 2019.

Standard	Description	Effective date and method of adoption	Effect on the financial statements or other significant matters
ASU 2017-08, Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20) Premium Amortization on Purchased Callable Debt Securities	This ASU requires certain premiums on callable debt securities to be amortized to the earliest call date.	January 1, 2019 using the modified retrospective method which included cumulative-effect adjustment on the balance sheet as of the beginning of the fiscal year of adoption.	Adoption of the ASU did not have a significant impact on the Company's Consolidated Financial Statements and Notes to the Consolidated Financial Statements. The impact of the cumulative-effect adjustment to retained earnings was immaterial.
ASU 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities	This ASU makes targeted changes to the existing hedge accounting model to better portray the economics of an entity's risk management activities and to simplify the use of hedge accounting. The ASU eliminates separate measurement and recording of hedge ineffectiveness. It requires entities to present the earnings effect of the hedging instrument in the same income statement line item in which the hedged item is reported and also requires expanded disclosures.	January 1, 2019 using the modified retrospective method which included cumulative-effect adjustment on the balance sheet as of the beginning of the fiscal year of adoption.	Adoption of the ASU did not have a significant impact on the Company's Consolidated Financial Statements and Notes to the Consolidated Financial Statements. The impact of the cumulative-effect adjustment to retained earnings and accumulated other comprehensive income (loss) ("AOCI") related to ineffectiveness of the hedge instruments outstanding at the date of the adoption was immaterial. See Note 4 for additional required disclosures.

ASU issued but not yet adopted as of June 30, 2019 — ASU 2018-12

ASU 2018-12, Financial Services - Insurance (Topic 944): Targeted Improvements to the Accounting for Long-Duration Contracts, was issued by the FASB on August 15, 2018 and is expected to have a significant impact on the Company's Consolidated Financial Statements and Notes to the Consolidated Financial Statements. In July 2019, the FASB made a tentative decision to defer the effective date of this ASU to January 1, 2022 (with early adoption permitted), representing a one year extension from the original effective date of January 1, 2021. A final decision regarding the effective date is expected in the third quarter of 2019. This ASU will impact, at least to some extent, the accounting and disclosure requirements for all long-duration insurance and investment contracts issued by the Company. Outlined below are four key areas of change, although there are other changes not noted below. In addition to the impacts to the balance sheet upon adoption, the Company also expects an impact to how earnings emerge thereafter.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

ASU 2018-12 Amended Topic	Description	Method of adoption	Effect on the financial statements or other significant matters
<i>Cash flow assumptions used to measure the liability for future policy benefits for non-participating traditional and limited-pay insurance products</i>	Requires an entity to review, and if necessary, update the cash flow assumptions used to measure the liability for future policy benefits, for both changes in future assumptions and actual experience, at least annually using a retrospective update method with a cumulative catch-up adjustment recorded in a separate line item in the Consolidated Statements of Operations.	An entity may choose one of two adoption methods for the liability for future policy benefits: (1) a modified retrospective transition method whereby the entity will apply the amendments to contracts in force as of the beginning of the earliest period presented on the basis of their existing carrying amounts, adjusted for the removal of any related amounts in AOCI or (2) a full retrospective transition method.	The options for method of adoption and the impacts of such methods are under assessment.
<i>Discount rate assumption used to measure the liability for future policy benefits for non-participating traditional and limited-pay insurance products</i>	Requires discount rate assumptions to be based on an upper-medium grade fixed income instrument yield and will be required to be updated each quarter with the impact recorded through Other Comprehensive Income ("OCI").	As noted above, an entity may choose either a modified retrospective transition method or full retrospective transition method for the liability for future policy benefits. Under either method, for balance sheet remeasurement purposes, the liability for future policy benefits will be remeasured using current discount rates as of the beginning of the earliest period presented with the impact recorded as a cumulative effect adjustment to AOCI.	Upon adoption, under either transition method, there will be an adjustment to AOCI as a result of remeasuring in force contract liabilities using current upper-medium grade fixed income instrument yields. The adjustment upon adoption will largely reflect the difference between the discount rate locked-in at contract inception versus current discount rates at transition. The magnitude of such adjustment is currently being assessed.
<i>Amortization of DAC and other balances</i>	Requires DAC and other balances, such as unearned revenue reserves and DSI, to be amortized on a constant level basis over the expected term of the related contract, independent of expected profitability.	An entity may apply one of two adoption methods: (1) a modified retrospective transition method whereby the entity will apply the amendments to contracts in force as of the beginning of the earliest period presented on the basis of their existing carrying amounts, adjusted for the removal of any related amounts in AOCI or (2) if an entity chooses a full retrospective transition method for its future policy benefits, as described above, it is required to also use a retrospective transition method for DAC and other balances.	The options for method of adoption and the impacts of such methods are under assessment. Under the modified retrospective transition method, the Company would not expect a significant impact to the balance sheet, other than the impact of the removal of any related amounts in AOCI.
<i>Market Risk Benefits</i>	Requires an entity to measure all market risk benefits (e.g., living benefit and death benefit guarantees associated with variable annuities) at fair value with changes in value attributable to changes in an entity's non-performance risk ("NPR") to be recognized in OCI.	An entity will apply a retrospective transition method which will include a cumulative-effect adjustment on the balance sheet as of the earliest period presented.	Upon adoption, the Company expects an impact to retained earnings for the difference between the fair value and carrying value of benefits not currently measured at fair value (e.g., guaranteed minimum death benefits on variable annuities) and an impact from reclassifying the cumulative effect of changes in NPR from retained earnings to AOCI. The magnitude of such adjustments is currently being assessed.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Other ASU issued but not yet adopted as of June 30, 2019

Standard	Description	Effective date and method of adoption	Effect on the financial statements or other significant matters
ASU 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments	This ASU provides a new current expected credit loss model to account for credit losses on certain financial assets and off-balance sheet exposures (e.g., loans held for investment, debt securities held to maturity, reinsurance receivables, net investments in leases and loan commitments). The model requires an entity to estimate lifetime credit losses related to such financial assets and exposures based on relevant information about past events, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The standard also modifies the current other-than-temporary impairment standard for available-for-sale debt securities to require the use of an allowance rather than a direct write down of the investment, and replaces existing standard for purchased credit deteriorated loans and debt securities.	January 1, 2020 using the modified retrospective method which will include a cumulative-effect adjustment on the balance sheet as of the beginning of the fiscal year of adoption. However, prospective application is required for purchased credit deteriorated assets previously accounted for under ASU 310-30 and for debt securities for which an other-than-temporary-impairment was recognized prior to the date of adoption. Early adoption is permitted beginning January 1, 2019.	The Company is continuing to develop its expected credit loss models and related systems, processes and controls for assets held on the Consolidated Statement of Financial Position at amortized cost, the most significant of which are the commercial mortgage and other loans. The allowance for credit losses will likely increase when the ASU is adopted to cover expected credit losses over the lifetime of the commercial mortgage and other loans, incorporating reasonable and supportable forecasts and expected changes in future economic conditions. The extent of the impact of adoption of this ASU on the Company's Consolidated Financial Statements and Notes to the Consolidated Financial Statements will depend on various factors including the economic environment and the size and type of the commercial mortgage and other loans held on the date of adoption.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

3. INVESTMENTS***Fixed Maturity Securities***

The following tables set forth the composition of fixed maturity securities (excluding investments classified as trading), as of the dates indicated:

June 30, 2019					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	OTTI in AOCI(3)
(in thousands)					
Fixed maturities, available-for-sale:					
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$ 79,486	\$ 3,116	\$ 0	\$ 82,602	\$ 0
Obligations of U.S. states and their political subdivisions	607,413	46,606	0	654,019	0
Foreign government bonds	210,007	18,321	14	228,314	0
U.S. public corporate securities	2,046,091	188,116	5,626	2,228,581	0
U.S. private corporate securities	895,094	37,967	5,825	927,236	0
Foreign public corporate securities	290,982	20,330	1,955	309,357	0
Foreign private corporate securities	904,665	36,202	22,921	917,946	0
Asset-backed securities(1)	139,728	1,481	287	140,922	(79)
Commercial mortgage-backed securities	366,856	14,736	10	381,582	0
Residential mortgage-backed securities(2)	83,371	2,531	70	85,832	(152)
Total fixed maturities, available-for-sale	<u>\$ 5,623,693</u>	<u>\$ 369,406</u>	<u>\$ 36,708</u>	<u>\$ 5,956,391</u>	<u>\$ (231)</u>

(1) Includes credit-tranched securities collateralized by loan obligations, sub-prime mortgages, auto loans, education loans and other asset types.

(2) Includes publicly-traded agency pass-through securities and collateralized mortgage obligations.

(3) Represents the amount of unrealized losses remaining in AOCI, from the impairment measurement date. Amount excludes \$0.7 million of net unrealized gains on impaired available-for-sale securities relating to changes in the value of such securities subsequent to the impairment measurement date.

December 31, 2018					
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	OTTI in AOCI(3)
(in thousands)					
Fixed maturities, available-for-sale:					
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$ 75,049	\$ 2,427	\$ 6	\$ 77,470	\$ 0
Obligations of U.S. states and their political subdivisions	609,955	15,154	2,351	622,758	0
Foreign government bonds	208,009	2,137	8,199	201,947	0
U.S. public corporate securities	1,739,860	46,166	54,401	1,731,625	0
U.S. private corporate securities	890,748	11,181	18,591	883,338	0
Foreign public corporate securities	270,428	3,746	12,151	262,023	0
Foreign private corporate securities	857,604	9,797	40,022	827,379	0
Asset-backed securities(1)	156,818	1,528	750	157,596	(122)
Commercial mortgage-backed securities	347,570	3,353	4,527	346,396	0
Residential mortgage-backed securities(2)	88,862	1,268	1,067	89,063	(177)
Total fixed maturities, available-for-sale	<u>\$ 5,244,903</u>	<u>\$ 96,757</u>	<u>\$ 142,065</u>	<u>\$ 5,199,595</u>	<u>\$ (299)</u>

(1) Includes credit-tranched securities collateralized by loan obligations, sub-prime mortgages, auto loans, credit cards, education loans and other asset types.

(2) Includes publicly-traded agency pass-through securities and collateralized mortgage obligations.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

(3) Represents the amount of unrealized losses remaining in AOCI, from the impairment measurement date. Amount excludes \$0.4 million of net unrealized losses on impaired available-for-sale securities relating to changes in the value of such securities subsequent to the impairment measurement date.

The following tables set forth the fair value and gross unrealized losses aggregated by investment category and length of time that individual fixed maturity securities had been in a continuous unrealized loss position, as of the dates indicated:

June 30, 2019								
Less Than Twelve Months				Twelve Months or More		Total		
		Gross Unrealized Losses			Gross Unrealized Losses			
Fair Value			Fair Value			Fair Value	Gross Unrealized Losses	
(in thousands)								
Fixed maturities, available-for-sale:								
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$	0	\$	0	\$	0	\$	0
Obligations of U.S. states and their political subdivisions		0		0		0		0
Foreign government bonds		0		0		8,511		14
U.S. public corporate securities		9,171		69		140,380		5,557
U.S. private corporate securities		24,292		3,547		54,624		2,278
Foreign public corporate securities		815		0		33,148		1,955
Foreign private corporate securities		80,817		1,041		184,542		21,880
Asset-backed securities		75,417		233		15,424		54
Commercial mortgage-backed securities		0		0		2,961		10
Residential mortgage-backed securities		0		0		7,947		70
Total fixed maturities, available-for-sale	\$	190,512	\$	4,890	\$	447,537	\$	31,818
December 31, 2018								
Less Than Twelve Months				Twelve Months or More		Total		
		Gross Unrealized Losses			Gross Unrealized Losses			
Fair Value			Fair Value			Fair Value	Gross Unrealized Losses	
(in thousands)								
Fixed maturities, available-for-sale:								
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$	0	\$	0	\$	630	\$	6
Obligations of U.S. states and their political subdivisions		124,776		1,571		31,215		780
Foreign government bonds		77,055		3,184		59,700		5,015
U.S. public corporate securities		784,916		37,635		213,147		16,766
U.S. private corporate securities		263,934		9,159		287,031		9,432
Foreign public corporate securities		124,764		6,286		72,725		5,865
Foreign private corporate securities		424,921		22,605		127,201		17,417
Asset-backed securities		112,527		650		6,523		100
Commercial mortgage-backed securities		49,616		434		116,786		4,093
Residential mortgage-backed securities		34,249		240		32,432		827
Total fixed maturities, available-for-sale	\$	1,996,758	\$	81,764	\$	947,390	\$	60,301

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

As of June 30, 2019 and December 31, 2018, the gross unrealized losses on fixed maturity securities were composed of \$23.9 million and \$121.3 million, respectively, related to “1” highest quality or “2” high quality securities based on the National Association of Insurance Commissioners (“NAIC”) or equivalent rating and \$12.8 million and \$20.8 million, respectively, related to other than high or highest quality securities based on NAIC or equivalent rating. As of June 30, 2019, the \$31.8 million of gross unrealized losses of twelve months or more were concentrated in the Company’s corporate securities within the finance, energy and consumer non-cyclical sectors. As of December 31, 2018, the \$60.3 million of gross unrealized losses of twelve months or more were concentrated in the Company’s corporate securities within the finance, energy and consumer non-cyclical sectors. In accordance with its policy described in Note 2 to the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, the Company concluded that an adjustment to earnings for OTTI for these fixed maturity securities was not warranted at either June 30, 2019 or December 31, 2018. These conclusions were based on a detailed analysis of the underlying credit and cash flows on each security. Gross unrealized losses are primarily attributable to general credit spread widening, increases in interest rates and foreign currency exchange rate movements. As of June 30, 2019, the Company did not intend to sell these securities, and it was not more likely than not that the Company would be required to sell these securities before the anticipated recovery of the remaining amortized cost basis.

The following table sets forth the amortized cost and fair value of fixed maturities by contractual maturities, as of the date indicated:

	June 30, 2019	
	Amortized Cost	Fair Value
	(in thousands)	
Fixed maturities, available-for-sale:		
Due in one year or less	\$ 162,744	\$ 164,151
Due after one year through five years	701,515	707,518
Due after five years through ten years	1,005,349	1,046,082
Due after ten years	3,164,130	3,430,304
Asset-backed securities	139,728	140,922
Commercial mortgage-backed securities	366,856	381,582
Residential mortgage-backed securities	83,371	85,832
Total fixed maturities, available-for-sale	\$ 5,623,693	\$ 5,956,391

Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Asset-backed, commercial mortgage-backed and residential mortgage-backed securities are shown separately in the table above, as they do not have a single maturity date.

The following table sets forth the sources of fixed maturity proceeds and related investment gains (losses), as well as losses on impairments of fixed maturities, for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)			
Fixed maturities, available-for-sale:				
Proceeds from sales(1)	\$ 28,231	\$ 117,235	\$ 53,018	\$ 134,087
Proceeds from maturities/prepayments	75,554	85,808	128,429	140,118
Gross investment gains from sales and maturities	(1,384)	(30)	(435)	114
Gross investment losses from sales and maturities	(1,105)	(3,231)	(3,075)	(3,590)
OTTI recognized in earnings(2)	0	(57)	(3,163)	(651)

(1) Includes \$2.1 million and \$26.2 million of non-cash related proceeds due to the timing of trade settlements for the six months ended June 30, 2019 and 2018, respectively.

(2) Excludes the portion of OTTI amounts remaining in OCI, representing any difference between the fair value of the impaired debt security and the net present value of its projected future cash flows at the time of the impairment.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The following table sets forth a rollforward of pre-tax amounts remaining in OCI related to fixed maturity securities with credit loss impairments recognized in earnings, for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
(in thousands)				
Credit loss impairments:				
Balance, beginning of period	\$ 3,610	\$ 4,344	\$ 1,291	\$ 4,374
New credit loss impairments	0	0	3,022	0
Increases due to the passage of time on previously recorded credit losses	20	10	30	47
Reductions for securities which matured, paid down, prepaid or were sold during the period	(33)	(1,918)	(626)	(1,960)
Accretion of credit loss impairments previously recognized due to an increase in cash flows expected to be collected	(11)	(454)	(131)	(479)
Balance, end of period	<u>\$ 3,586</u>	<u>\$ 1,982</u>	<u>\$ 3,586</u>	<u>\$ 1,982</u>

Equity Securities

The net change in unrealized gains (losses) from equity securities still held at period end, recorded within “Other income,” was \$(0.5) million and \$(0.7) million during the three months ended June 30, 2019 and 2018, respectively, and \$0.2 million and \$(1.9) million during the six months ended June 30, 2019 and 2018, respectively.

Commercial Mortgage and Other Loans

The following table sets forth the composition of “Commercial mortgage and other loans,” as of the dates indicated:

	June 30, 2019		December 31, 2018	
	Amount (in thousands)	% of Total	Amount (in thousands)	% of Total
Commercial mortgage and agricultural property loans by property type:				
Apartments/Multi-Family	\$ 355,719	29.0%	\$ 362,811	29.9%
Hospitality	15,853	1.3	16,083	1.3
Industrial	286,521	23.2	263,999	21.8
Office	197,159	16.1	187,450	15.5
Other	129,617	10.6	131,961	10.9
Retail	189,040	15.4	193,473	16.0
Total commercial mortgage loans	1,173,909	95.6	1,155,777	95.4
Agricultural property loans	53,718	4.4	55,438	4.6
Total commercial mortgage and agricultural property loans by property type	1,227,627	100.0%	1,211,215	100.0%
Allowance for credit losses	(1,959)		(2,065)	
Total commercial mortgage and other loans	<u>\$ 1,225,668</u>		<u>\$ 1,209,150</u>	

As of June 30, 2019, the commercial mortgage and agricultural property loans were secured by properties geographically dispersed throughout the United States (with the largest concentrations in California (21%), Texas (14%) and New York (7%)) and included loans secured by properties in Europe (6%), Australia (4%) and Mexico (2%).

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The following table sets forth the activity in the allowance for credit losses for commercial mortgage and other loans, as of the dates indicated:

	Commercial Mortgage Loans	Agricultural Property Loans	Total
	(in thousands)		
Balance at December 31, 2017	\$ 1,728	\$ 66	\$ 1,794
Addition to (release of) allowance for credit losses	298	(27)	271
Charge-offs, net of recoveries	0	0	0
Balance at December 31, 2018	2,026	39	2,065
Addition to (release of) allowance for credit losses	(107)	1	(106)
Charge-offs, net of recoveries	0	0	0
Balance at June 30, 2019	<u>\$ 1,919</u>	<u>\$ 40</u>	<u>\$ 1,959</u>

The following tables set forth the allowance for credit losses and the recorded investment in commercial mortgage and other loans, as of the dates indicated:

	June 30, 2019		
	Commercial Mortgage Loans	Agricultural Property Loans	Total
	(in thousands)		
Allowance for credit losses:			
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	1,919	40	1,959
Total ending balance(1)	<u>\$ 1,919</u>	<u>\$ 40</u>	<u>\$ 1,959</u>
Recorded investment(2):			
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	1,173,909	53,718	1,227,627
Total ending balance(1)	<u>\$ 1,173,909</u>	<u>\$ 53,718</u>	<u>\$ 1,227,627</u>

(1) As of June 30, 2019, there were no loans acquired with deteriorated credit quality.

(2) Recorded investment reflects the carrying value gross of related allowance.

	December 31, 2018		
	Commercial Mortgage Loans	Agricultural Property Loans	Total
	(in thousands)		
Allowance for credit losses:			
Individually evaluated for impairment	\$ 0	\$ 0	\$ 0
Collectively evaluated for impairment	2,026	39	2,065
Total ending balance(1)	<u>\$ 2,026</u>	<u>\$ 39</u>	<u>\$ 2,065</u>
Recorded investment(2):			
Individually evaluated for impairment	\$ 0	\$ 816	\$ 816
Collectively evaluated for impairment	1,155,777	54,622	1,210,399
Total ending balance(1)	<u>\$ 1,155,777</u>	<u>\$ 55,438</u>	<u>\$ 1,211,215</u>

(1) As of December 31, 2018, there were no loans acquired with deteriorated credit quality.

(2) Recorded investment reflects the carrying value gross of related allowance.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The following tables set forth certain key credit quality indicators for commercial mortgage and agricultural property loans based upon the recorded investment gross of allowance for credit losses, as of the dates indicated:

June 30, 2019				
Debt Service Coverage Ratio				
	≥ 1.2X	1.0X to < 1.2X	< 1.0X	Total
(in thousands)				
Loan-to-Value Ratio:				
0%-59.99%	\$ 714,155	\$ 13,715	\$ 815	\$ 728,685
60%-69.99%	324,198	17,070	0	341,268
70%-79.99%	134,531	22,916	0	157,447
80% or greater	0	0	227	227
Total commercial mortgage and agricultural property loans	\$ 1,172,884	\$ 53,701	\$ 1,042	\$ 1,227,627
December 31, 2018				
Debt Service Coverage Ratio				
	≥ 1.2X	1.0X to < 1.2X	< 1.0X	Total
(in thousands)				
Loan-to-Value Ratio:				
0%-59.99%	\$ 696,507	\$ 12,771	\$ 80	\$ 709,358
60%-69.99%	321,586	18,525	0	340,111
70%-79.99%	105,727	27,790	0	133,517
80% or greater	28,000	229	0	28,229
Total commercial mortgage and agricultural property loans	\$ 1,151,820	\$ 59,315	\$ 80	\$ 1,211,215

The following tables set forth an aging of past due commercial mortgage and other loans based upon the recorded investment gross of allowance for credit losses, as well as the amount of commercial mortgage and other loans on non-accrual status, as of the dates indicated:

June 30, 2019					
	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due(1)	Non-Accrual Status(2)
(in thousands)					
Commercial mortgage loans	\$ 1,173,909	\$ 0	\$ 0	\$ 0	\$ 0
Agricultural property loans	53,718	0	0	0	0
Total	\$ 1,227,627	\$ 0	\$ 0	\$ 0	\$ 0

(1) As of June 30, 2019, there were no loans in this category accruing interest.

(2) For additional information regarding the Company's policies for accruing interest on loans, see Note 2 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

December 31, 2018					
	Current	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due(1)	Non-Accrual Status(2)
(in thousands)					
Commercial mortgage loans	\$ 1,155,777	\$ 0	\$ 0	\$ 0	\$ 0
Agricultural property loans	55,438	0	0	0	0
Total	\$ 1,211,215	\$ 0	\$ 0	\$ 0	\$ 0

(1) As of December 31, 2018, there were no loans in this category accruing interest.

(2) For additional information regarding the Company's policies for accruing interest on loans, see Note 2 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

For the three and six months ended June 30, 2019 and 2018, there were no commercial mortgage and other loans acquired, other than those through direct origination. For the three months ended June 30, 2019, there were no commercial mortgage loans sold, and for the six months ended June 30, 2019, there were \$5 million of commercial mortgage and other loans sold. For the three and six months ended June 30, 2018, there were no commercial mortgage and other loans sold.

Other Invested Assets

The following table sets forth the composition of “Other invested assets,” as of the dates indicated:

	June 30, 2019	December 31, 2018
	(in thousands)	
Company’s investment in separate accounts	\$ 43,497	\$ 40,126
LPs/LLCs:		
Equity method:		
Private equity	183,095	149,164
Hedge funds	61,090	57,171
Real estate-related	19,753	10,251
Subtotal equity method	263,938	216,586
Fair value:		
Private equity	57,156	60,118
Hedge funds	778	762
Real estate-related	11,290	9,024
Subtotal fair value	69,224	69,904
Total LPs/LLCs	333,162	286,490
Derivative instruments	18,292	50,813
Total other invested assets	\$ 394,951	\$ 377,429

Net Investment Income

The following table sets forth “Net investment income” by investment type, for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)			
Fixed maturities, available-for-sale	\$ 59,370	\$ 55,195	\$ 115,636	\$ 108,455
Fixed maturities, trading	326	272	634	538
Equity securities, at fair value	221	221	442	442
Commercial mortgage and other loans	13,435	12,303	25,926	24,708
Policy loans	16,766	16,329	32,965	32,233
Short-term investments and cash equivalents	1,839	114	4,150	437
Other invested assets	18,060	1,743	27,971	1,858
Gross investment income	110,017	86,177	207,724	168,671
Less: investment expenses	(4,455)	(4,528)	(8,912)	(9,107)
Net investment income	\$ 105,562	\$ 81,649	\$ 198,812	\$ 159,564

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Realized Investment Gains (Losses), Net

The following table sets forth “Realized investment gains (losses), net” by investment type, for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)			
Fixed maturities(1)	\$ (2,489)	\$ (3,318)	\$ (6,673)	\$ (4,127)
Commercial mortgage and other loans	99	(125)	106	6
LPs/LLCs	0	2	12	849
Derivatives	(49,846)	(33,448)	(94,323)	(82,641)
Short-term investments and cash equivalents	(14)	(1)	(7)	(19)
Realized investment gains (losses), net	<u>\$ (52,250)</u>	<u>\$ (36,890)</u>	<u>\$ (100,885)</u>	<u>\$ (85,932)</u>

(1) Includes fixed maturity securities classified as available-for-sale and excludes fixed maturity securities classified as trading.

Net Unrealized Gains (Losses) on Investments within AOCI

The following table sets forth net unrealized gains (losses) on investments, as of the dates indicated:

	June 30, 2019	December 31, 2018
	(in thousands)	
Fixed maturity securities, available-for-sale—with OTTI	\$ 535	\$ (689)
Fixed maturity securities, available-for-sale—all other	332,163	(44,619)
Derivatives designated as cash flow hedges(1)	28,757	22,122
Affiliated notes	4,025	810
Other investments	5,067	5,055
Net unrealized gains (losses) on investments	<u>\$ 370,547</u>	<u>\$ (17,321)</u>

(1) For more information on cash flow hedges, see Note 4.

Repurchase Agreements and Securities Lending

In the normal course of business, the Company sells securities under agreements to repurchase and enters into securities lending transactions. As of June 30, 2019 and December 31, 2018, the Company had no repurchase agreements.

The following table sets forth the composition of “Cash collateral for loaned securities,” which represents the liability to return cash collateral received for the following types of securities loaned, as of the dates indicated:

	June 30, 2019			December 31, 2018		
	Remaining Contractual Maturities of the Agreements			Remaining Contractual Maturities of the Agreements		
	Overnight & Continuous	Up to 30 Days	Total	Overnight & Continuous	Up to 30 Days	Total
	(in thousands)					
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$ 0	\$ 0	\$ 0	\$ 8,169	\$ 0	\$ 8,169
U.S. public corporate securities	4,636	0	4,636	628	0	628
Foreign public corporate securities	2,447	0	2,447	2,266	0	2,266
Total cash collateral for loaned securities(1)	<u>\$ 7,083</u>	<u>\$ 0</u>	<u>\$ 7,083</u>	<u>\$ 11,063</u>	<u>\$ 0</u>	<u>\$ 11,063</u>

(1) The Company did not have any agreements with remaining contractual maturities of thirty days or greater, as of the dates indicated.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

4. DERIVATIVE INSTRUMENTS

Types of Derivative Instruments and Derivative Strategies

The Company utilizes various derivative instruments and strategies to manage its risk. Commonly used derivative instruments include, but are not necessarily limited to:

- Interest rate contracts: futures, swaps, options, swaptions, caps and floors
- Equity contracts: futures, options and total return swaps
- Foreign exchange contracts: futures, options, forwards and swaps
- Credit contracts: single and index reference credit default swaps

Other types of financial contracts that the Company accounts for as derivatives include:

- Embedded derivatives

For detailed information on these contracts and the related strategies, see Note 4 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Primary Risks Managed by Derivatives

The table below provides a summary of the gross notional amount and fair value of derivative contracts by the primary underlying risks, excluding embedded derivatives and associated reinsurance recoverables. Many derivative instruments contain multiple underlying risks. The fair value amounts below represent the value of derivative contracts prior to taking into account the netting effects of master netting agreements, cash collateral, and NPR.

	June 30, 2019			December 31, 2018		
		Fair Value			Fair Value	
Primary Underlying Risk/Instrument Type	Gross Notional	Assets	Liabilities	Gross Notional	Assets	Liabilities
	(in thousands)					
Derivatives Designated as Hedge Accounting Instruments:						
Currency/Interest Rate						
Foreign Currency Swaps	\$ 751,074	\$ 43,962	\$ (15,484)	\$ 719,476	\$ 38,333	\$ (16,638)
Total Derivatives Designated as Hedge Accounting Instruments	\$ 751,074	\$ 43,962	\$ (15,484)	\$ 719,476	\$ 38,333	\$ (16,638)
Derivatives Not Qualifying as Hedge Accounting Instruments:						
Interest Rate						
Interest Rate Swaps	\$ 596,925	\$ 31,580	\$ (4,511)	\$ 246,925	\$ 15,665	\$ (3,174)
Foreign Currency						
Foreign Currency Forwards	27,935	262	(100)	23,043	277	(20)
Credit						
Credit Default Swaps	0	0	0	756	0	(9)
Currency/Interest Rate						
Foreign Currency Swaps	128,088	7,836	(1,244)	98,363	6,303	(2,109)
Equity						
Equity Options	2,306,848	98,700	(32,489)	1,981,693	17,312	(4,912)
Total Derivatives Not Qualifying as Hedge Accounting Instruments	\$ 3,059,796	\$ 138,378	\$ (38,344)	\$ 2,350,780	\$ 39,557	\$ (10,224)
Total Derivatives(1)(2)	\$ 3,810,870	\$ 182,340	\$ (53,828)	\$ 3,070,256	\$ 77,890	\$ (26,862)

(1) Excludes embedded derivatives and associated reinsurance recoverables which contain multiple underlying risks.

(2) Recorded in "Other invested assets" and "Other liabilities" on the Unaudited Interim Consolidated Statements of Financial Position.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The fair value of the embedded derivatives, included in "Future policy benefits," was a net liability of \$8,477 million and \$5,589 million as of June 30, 2019 and December 31, 2018, respectively. The fair value of the related reinsurance recoverables, included in "Reinsurance recoverables" or "Other liabilities," was a net asset of \$8,486 million and \$5,600 million as of June 30, 2019 and December 31, 2018, respectively. Of these reinsurance recoverables, the fair value related to the living benefits guarantee from Prudential Annuities Life Assurance Corporation ("PALAC") and Prudential Insurance was a net asset of \$8,398 million and \$5,585 million and the fair value related to the Prudential Premier® Retirement Variable Annuity with Highest Daily Lifetime Income ("HDI") v.3.0 from Union Hamilton Reinsurance, Ltd. ("Union Hamilton"), an external counterparty, was a net asset of \$88 million and \$15 million as of June 30, 2019 and December 31, 2018, respectively. See Note 6 for additional information on these reinsurance agreements.

The fair value of the embedded derivatives, included in "Policyholders' account balances," was a net liability of \$787 million and \$13 million as of June 30, 2019 and December 31, 2018, respectively. There were no related reinsurance recoverables at each respective period.

Offsetting Assets and Liabilities

The following table presents recognized derivative instruments (excluding embedded derivatives and associated reinsurance recoverables), and repurchase and reverse repurchase agreements that are offset in the Unaudited Interim Consolidated Statements of Financial Position, and/or are subject to an enforceable master netting arrangement or similar agreement, irrespective of whether they are offset in the Unaudited Interim Consolidated Statements of Financial Position.

	June 30, 2019				
	Gross Amounts of Recognized Financial Instruments	Gross Amounts Offset in the Consolidated Statements of Financial Position	Net Amounts Presented in the Consolidated Statements of Financial Position	Financial Instruments/ Collateral (1)	Net Amount
	(in thousands)				
Offsetting of Financial Assets:					
Derivatives(1)	\$ 182,336	\$ (163,984)	\$ 18,352	\$ (18,352)	\$ 0
Securities purchased under agreements to resell	16,000	0	16,000	(16,000)	0
Total Assets	<u>\$ 198,336</u>	<u>\$ (163,984)</u>	<u>\$ 34,352</u>	<u>\$ (34,352)</u>	<u>\$ 0</u>
Offsetting of Financial Liabilities:					
Derivatives(1)	\$ 53,828	\$ (53,828)	\$ 0	\$ 0	\$ 0
Securities sold under agreements to repurchase	0	0	0	0	0
Total Liabilities	<u>\$ 53,828</u>	<u>\$ (53,828)</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	December 31, 2018				
	Gross Amounts of Recognized Financial Instruments	Gross Amounts Offset in the Consolidated Statements of Financial Position	Net Amounts Presented in the Consolidated Statements of Financial Position	Financial Instruments/ Collateral (1)	Net Amount
	(in thousands)				
Offsetting of Financial Assets:					
Derivatives(1)	\$ 77,887	\$ (27,078)	\$ 50,809	\$ (7,307)	\$ 43,502
Securities purchased under agreements to resell	143,000	0	143,000	(143,000)	0
Total Assets	<u>\$ 220,887</u>	<u>\$ (27,078)</u>	<u>\$ 193,809</u>	<u>\$ (150,307)</u>	<u>\$ 43,502</u>
Offsetting of Financial Liabilities:					
Derivatives(1)	\$ 26,862	\$ (26,862)	\$ 0	\$ 0	\$ 0
Securities sold under agreements to repurchase	0	0	0	0	0
Total Liabilities	<u>\$ 26,862</u>	<u>\$ (26,862)</u>	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>

(1) Amounts exclude the excess of collateral received/pledged from/to the counterparty.

For information regarding the rights of offset associated with the derivative assets and liabilities in the table above see “Credit Risk” below and Note 9. For securities purchased under agreements to resell and securities sold under agreements to repurchase, the Company monitors the value of the securities and maintains collateral, as appropriate, to protect against credit exposure. Where the Company has entered into repurchase and resale agreements with the same counterparty, in the event of default, the Company would generally be permitted to exercise rights of offset. For additional information on the Company’s accounting policy for securities repurchase and resale agreements, see Note 2 to the Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

Cash Flow Hedges

The primary derivative instruments used by the Company in its cash flow hedge accounting relationships are currency swaps. These instruments are only designated for hedge accounting in instances where the appropriate criteria are met. The Company does not use futures, options, credit, equity or embedded derivatives in any of its cash flow hedge accounting relationships.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The following tables provide the financial statement classification and impact of derivatives used in qualifying and non-qualifying hedge relationships, excluding the offset of the hedged item in an effective hedge relationship.

	Three Months Ended June 30, 2019			
	Realized Investment Gains (Losses)	Net Investment Income	Other Income	AOCI(1)
	(in thousands)			
Derivatives Designated as Hedge Accounting Instruments:				
Cash flow hedges				
Currency/Interest Rate	\$ (88)	\$ 2,211	\$ 1,482	\$ 13,316
Total cash flow hedges	(88)	2,211	1,482	13,316
Derivatives Not Qualifying as Hedge Accounting Instruments:				
Interest Rate	7,682	0	0	0
Currency	343	0	0	0
Currency/Interest Rate	1,673	0	4	0
Credit	0	0	0	0
Equity	12,666	0	0	0
Embedded Derivatives	(72,122)	0	0	0
Total Derivatives Not Qualifying as Hedge Accounting Instruments	(49,758)	0	4	0
Total	\$ (49,846)	\$ 2,211	\$ 1,486	\$ 13,316

	Six Months Ended June 30, 2019			
	Realized Investment Gains (Losses)	Net Investment Income	Other Income	AOCI(1)
	(in thousands)			
Derivatives Designated as Hedge Accounting Instruments:				
Cash flow hedges				
Currency/Interest Rate	\$ (248)	\$ 4,280	\$ (34)	\$ 6,662
Total cash flow hedges	(248)	4,280	(34)	6,662
Derivatives Not Qualifying as Hedge Accounting Instruments:				
Interest Rate	15,297	0	0	0
Currency	323	0	0	0
Currency/Interest Rate	3,103	0	5	0
Credit	(1)	0	0	0
Equity	41,529	0	0	0
Embedded Derivatives	(154,326)	0	0	0
Total Derivatives Not Qualifying as Hedge Accounting Instruments	(94,075)	0	5	0
Total	\$ (94,323)	\$ 4,280	\$ (29)	\$ 6,662

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Three Months Ended June 30, 2018(2)				
	Realized Investment Gains (Losses)	Net Investment Income	Other Income	AOCI(1)
(in thousands)				
Derivatives Designated as Hedge Accounting Instruments:				
Cash flow hedges				
Currency/Interest Rate	\$ 83	\$ 1,611	\$ 5,710	\$ 31,519
Total cash flow hedges	83	1,611	5,710	31,519
Derivatives Not Qualifying as Hedge Accounting Instruments:				
Interest Rate	(3,126)	0	0	0
Currency	1,221	0	0	0
Currency/Interest Rate	4,844	0	38	0
Credit	0	0	0	0
Equity	7,581	0	0	0
Embedded Derivatives	(44,051)	0	0	0
Total Derivatives Not Qualifying as Hedge Accounting Instruments	(33,531)	0	38	0
Total	\$ (33,448)	\$ 1,611	\$ 5,748	\$ 31,519

Six Months Ended June 30, 2018(2)				
	Realized Investment Gains (Losses)	Net Investment Income	Other Income	AOCI(1)
(in thousands)				
Derivatives Designated as Hedge Accounting Instruments:				
Cash flow hedges				
Currency/Interest Rate	\$ (433)	\$ 3,149	\$ 5,046	\$ 8,657
Total cash flow hedges	(433)	3,149	5,046	8,657
Derivatives Not Qualifying as Hedge Accounting Instruments:				
Interest Rate	(12,526)	0	0	0
Currency	665	0	0	0
Currency/Interest Rate	1,509	0	15	0
Credit	(2)	0	0	0
Equity	2,824	0	0	0
Embedded Derivatives	(74,678)	0	0	0
Total Derivatives Not Qualifying as Hedge Accounting Instruments	(82,208)	0	15	0
Total	\$ (82,641)	\$ 3,149	\$ 5,061	\$ 8,657

(1) Net change in AOCI.

(2) Prior period amounts have been updated to conform to current period presentation.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Presented below is a rollforward of current period cash flow hedges in AOCI before taxes:

	(in thousands)
Balance, December 31, 2018	\$ 22,122
Cumulative-effect adjustment from the adoption of ASU 2017-12(1)	(27)
Amount recorded in AOCI	
Currency/Interest Rate	10,661
Total amount recorded in AOCI	10,661
Amount reclassified from AOCI to income	
Currency/Interest Rate	(3,999)
Total amount reclassified from AOCI to income	(3,999)
Balance, June 30, 2019	\$ 28,757

(1) See Note 2 for details.

The changes in fair value of cash flow hedges are deferred in AOCI and are included in "Net unrealized investment gains (losses)" in the Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss); these amounts are then reclassified to earnings when the hedged item affects earnings. Using June 30, 2019 values, it is estimated that a pre-tax gain of \$8 million is expected to be reclassified from AOCI to earnings during the subsequent twelve months ending June 30, 2020, offset by amounts pertaining to the hedged items.

The exposures the Company is hedging with these qualifying cash flow hedges include the variability of the payment or receipt of interest or foreign currency amounts on existing financial instruments.

There were no material amounts reclassified from AOCI into earnings relating to instances in which the Company discontinued cash flow hedge accounting because the forecasted transaction did not occur by the anticipated date or within the additional time period permitted by the authoritative guidance for the accounting for derivatives and hedging.

Credit Derivatives

The Company has no exposure from credit derivative positions where it has written credit protection as of June 30, 2019 and December 31, 2018.

The Company has purchased credit protection using credit derivatives in order to hedge specific credit exposures in the Company's investment portfolio. The Company has outstanding notional amounts of \$0.0 million and \$1 million reported as of June 30, 2019 and December 31, 2018, respectively with a fair value of \$0.0 million for both periods.

Credit Risk

The Company is exposed to credit-related losses in the event of non-performance by counterparty to financial derivative transactions with a positive fair value. The Company manages credit risk by entering into derivative transactions with its affiliate, Prudential Global Funding LLC ("PGF"), related to its over-the-counter ("OTC") derivatives. PGF, in turn, manages its credit risk by: (i) entering into derivative transactions with highly rated major international financial institutions and other creditworthy counterparties governed by master netting agreement, as applicable; (ii) trading through central clearing and OTC parties; (iii) obtaining collateral, such as cash and securities, when appropriate; and (iv) setting limits on single-party credit exposures which are subject to periodic management review.

Substantially all of the Company's derivative agreements have zero thresholds which require daily full collateralization by the party in a liability position.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

5. FAIR VALUE OF ASSETS AND LIABILITIES

Fair Value Measurement - Fair value represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The authoritative fair value guidance establishes a framework for measuring fair value that includes a hierarchy used to classify the inputs used in measuring fair value. The level in the fair value hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement. The levels of the fair value hierarchy 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.

Level 2 – Fair value is based on significant inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the asset or liability 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.

Level 3 – Fair value is based on at least one significant unobservable input for the asset or liability. The assets and liabilities in this category may require significant judgment or estimation in determining the fair value.

For a discussion of the Company's valuation methodologies for assets and liabilities measured at fair value and the fair value hierarchy, see Note 5 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Assets and Liabilities by Hierarchy Level – The tables below present the balances of assets and liabilities reported at fair value on a recurring basis, as of the dates indicated.

	As of June 30, 2019				
	Level 1	Level 2	Level 3	Netting(1)	Total
	(in thousands)				
Fixed maturities, available-for-sale:					
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$ 0	\$ 48,210	\$ 34,392	\$ 0	\$ 82,602
Obligations of U.S. states and their political subdivisions	0	654,019	0	0	654,019
Foreign government bonds	0	228,149	165	0	228,314
U.S. corporate public securities	0	2,228,578	3	0	2,228,581
U.S. corporate private securities	0	885,288	41,948	0	927,236
Foreign corporate public securities	0	309,136	221	0	309,357
Foreign corporate private securities	0	906,104	11,842	0	917,946
Asset-backed securities(2)	0	138,297	2,625	0	140,922
Commercial mortgage-backed securities	0	381,582	0	0	381,582
Residential mortgage-backed securities	0	84,160	1,672	0	85,832
Subtotal	0	5,863,523	92,868	0	5,956,391
Fixed maturities, trading	0	48,812	605	0	49,417
Equity securities	116	553	17,105	0	17,774
Short-term investments	0	0	94	0	94
Cash equivalents	0	356,634	0	0	356,634
Other invested assets(3)	0	182,336	4	(163,984)	18,356
Reinsurance recoverables	0	0	8,485,905	0	8,485,905
Receivables from parent and affiliates	0	121,567	6,295	0	127,862
Subtotal excluding separate account assets	116	6,573,425	8,602,876	(163,984)	15,012,433
Separate account assets(4)(5)	0	128,180,358	0	0	128,180,358
Total assets	\$ 116	\$ 134,753,783	\$ 8,602,876	\$ (163,984)	\$ 143,192,791
Future policy benefits(6)	\$ 0	\$ 0	\$ 8,476,541	\$ 0	\$ 8,476,541
Policyholders' account balances	0	0	786,969	0	786,969
Payables to parent and affiliates	0	53,828	0	(53,828)	0
Total liabilities	\$ 0	\$ 53,828	\$ 9,263,510	\$ (53,828)	\$ 9,263,510

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

As of December 31, 2018					
	Level 1	Level 2	Level 3 (in thousands)	Netting(1)	Total
Fixed maturities, available-for-sale:					
U.S. Treasury securities and obligations of U.S. government authorities and agencies	\$ 0	\$ 47,654	\$ 29,816	\$ 0	\$ 77,470
Obligations of U.S. states and their political subdivisions	0	622,758	0	0	622,758
Foreign government bonds	0	201,947	0	0	201,947
U.S. corporate public securities	0	1,731,623	2	0	1,731,625
U.S. corporate private securities	0	838,497	44,841	0	883,338
Foreign corporate public securities	0	262,023	0	0	262,023
Foreign corporate private securities	0	815,634	11,745	0	827,379
Asset-backed securities(2)	0	151,040	6,556	0	157,596
Commercial mortgage-backed securities	0	346,396	0	0	346,396
Residential mortgage-backed securities	0	89,063	0	0	89,063
Subtotal	0	5,106,635	92,960	0	5,199,595
Fixed maturities, trading	0	41,627	0	0	41,627
Equity securities	131	20,794	15,997	0	36,922
Short-term investments	0	0	0	0	0
Cash equivalents	69,903	147,043	0	0	216,946
Other invested assets(3)	0	77,886	4	(27,078)	50,812
Reinsurance recoverables	0	0	5,600,008	0	5,600,008
Receivables from parent and affiliates	0	125,381	9,261	0	134,642
Subtotal excluding separate account assets	70,034	5,519,366	5,718,230	(27,078)	11,280,552
Separate account assets(4)(5)	0	114,947,872	0	0	114,947,872
Total assets	\$ 70,034	\$ 120,467,238	\$ 5,718,230	\$ (27,078)	\$ 126,228,424
Future policy benefits(6)	\$ 0	\$ 0	\$ 5,588,840	\$ 0	\$ 5,588,840
Policyholders' account balances	0	0	13,015	0	13,015
Payables to parent and affiliates	0	26,862	0	(26,862)	0
Total liabilities	\$ 0	\$ 26,862	\$ 5,601,855	\$ (26,862)	\$ 5,601,855

(1) "Netting" amounts represent cash collateral of \$110.2 million and \$0.2 million as of June 30, 2019 and December 31, 2018, respectively, and the impact of offsetting asset and liability positions held with the same counterparty, subject to master netting arrangements.

(2) Includes credit-tranched securities collateralized by syndicated bank loans, sub-prime mortgages, auto loans, credit cards, education loans and other asset types.

(3) Other invested assets excluded from the fair value hierarchy include certain hedge funds, private equity funds and other funds for which fair value is measured at net asset value ("NAV") per share (or its equivalent) as a practical expedient. As of June 30, 2019 and December 31, 2018, the fair values of such investments were \$69 million and \$70 million, respectively.

(4) Separate account assets included in the fair value hierarchy exclude investments in entities that calculate NAV per share (or its equivalent) as a practical expedient. Such investments excluded from the fair value hierarchy include investments in real estate, hedge funds and a corporate owned life insurance fund, for which fair value is measured at NAV per share (or its equivalent). As of June 30, 2019 and December 31, 2018, the fair value of such investments was \$4,552 million and \$4,130 million, respectively.

(5) Separate account assets represent segregated funds that are invested for certain customers. Investment risks associated with market value changes are borne by the customers, except to the extent of minimum guarantees made by the Company with respect to certain accounts. Separate account liabilities are not included in the above table as they are reported at contract value and not fair value in the Company's Unaudited Interim Consolidated Statements of Financial Position.

(6) As of June 30, 2019, the net embedded derivative liability position of \$8,477 million includes \$519 million of embedded derivatives in an asset position and \$8,996 million of embedded derivatives in a liability position. As of December 31, 2018, the net embedded derivative liability position of \$5,589 million includes \$633 million of embedded derivatives in an asset position and \$6,222 million of embedded derivatives in a liability position.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Quantitative Information Regarding Internally Priced Level 3 Assets and Liabilities – The tables below present quantitative information on significant internally-priced Level 3 assets and liabilities.

As of June 30, 2019							
	Fair Value	Valuation Techniques	Unobservable Inputs	Minimum	Maximum	Weighted Average	Impact of Increase in Input on Fair Value(1)
(in thousands)							
Assets:							
Corporate securities(2)	\$ 23,086	Discounted cash flow	Discount rate	8.34%	15.17%	12.03%	Decrease
		Market Comparables	EBITDA multiples(3)	5.7X	5.7X	5.7X	Increase
		Liquidation	Liquidation value	3.98%	3.98%	3.98%	Increase
Reinsurance recoverables	\$ 8,485,905	Fair values are determined using the same unobservable inputs as future policy benefits.					
Liabilities:							
Future policy benefits(4)	\$ 8,476,541	Discounted cash flow	Lapse rate(6)	1%	18%		Decrease
			Spread over LIBOR(7)	0.16%	1.24%		Decrease
			Utilization rate(8)	43%	97%		Increase
			Withdrawal rate	See table footnote (9) below			
			Mortality rate(10)	0%	15%		Decrease
			Equity volatility curve	13%	23%		Increase
Policyholders' account balances(5)	\$ 786,969	Discounted cash flow	Lapse rate(6)	1%	6%		Decrease
			Spread over LIBOR(7)	0.16%	1.24%		Decrease
			Mortality rate(10)	0%	24%		Decrease
			Equity volatility curve	10%	23%		Increase
As of December 31, 2018							
	Fair Value	Valuation Techniques	Unobservable Inputs	Minimum	Maximum	Weighted Average	Impact of Increase in Input on Fair Value(1)
(in thousands)							
Assets:							
Corporate securities(2)	\$ 31,503	Discounted cash flow	Discount rate	7%	20%	10.21%	Decrease
		Liquidation	Liquidation value	40.71%	40.71%	40.71%	Increase
Reinsurance recoverables	\$ 5,600,008	Fair values are determined using the same unobservable inputs as future policy benefits.					
Liabilities:							
Future policy benefits(4)	\$ 5,588,840	Discounted cash flow	Lapse rate(6)	1%	13%		Decrease
			Spread over LIBOR(7)	0.36%	1.60%		Decrease
			Utilization rate(8)	50%	97%		Increase
			Withdrawal rate	See table footnote (9) below			
			Mortality rate(10)	0%	15%		Decrease
			Equity volatility curve	18%	22%		Increase

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

- (1) Conversely, the impact of a decrease in input would have the opposite impact on fair value as that presented in the table.
- (2) Includes assets classified as fixed maturities, available-for-sale and fixed maturities trading.
- (3) Represents multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA"), and are amounts used when the Company has determined that market participants would use such multiples when valuing the investments.
- (4) Future policy benefits primarily represent general account liabilities for the living benefit features of the Company's variable annuity contracts which are accounted for as embedded derivatives. Since the valuation methodology for these liabilities uses a range of inputs that vary at the contract level over the cash flow projection period, presenting a range, rather than weighted average, is a more meaningful representation of the unobservable inputs used in the valuation.
- (5) Policyholders' account balances primarily represent general account liabilities for the index-linked interest credited on certain of the Company's life products that are accounted for as embedded derivatives. Since the valuation methodology for these liabilities uses a range of inputs that vary at the contract level over the cash flow projection period, presenting a range, rather than weighted average, is a more meaningful representation of the unobservable inputs used in the valuation.
- (6) Lapse rates for contracts with living benefit guarantees are adjusted at the contract level based on the in-the-moneyness of the living benefit and reflect other factors, such as the applicability of any surrender charges. Lapse rates are reduced when contracts are more in-the-money. Lapse rates for contracts with index-linked crediting guarantees may be adjusted at the contract level based on the applicability of any surrender charges, product type, and market related factors such as interest rates. Lapse rates are also generally assumed to be lower for the period where surrender charges apply. For any given contract, lapse rates vary throughout the period over which cash flows are projected for the purposes of valuing these embedded derivatives.
- (7) The spread over the London Inter-Bank Offered Rate ("LIBOR") swap curve represents the premium added to the proxy for the risk-free rate (LIBOR) to reflect the Company's estimates of rates that a market participant would use to value the living benefits in both the accumulation and payout phases and index-linked interest crediting guarantees. This spread includes an estimate of NPR, which is the risk that the obligation will not be fulfilled by the Company. NPR is primarily estimated by utilizing the credit spreads associated with issuing funding agreements, adjusted for any illiquidity risk premium. In order to reflect the financial strength ratings of the Company, credit spreads associated with funding agreements, as opposed to credit spread associated with debt, are utilized in developing this estimate because funding agreements, living benefit guarantees, and index-linked interest crediting guarantees are insurance liabilities and are therefore senior to debt.
- (8) The utilization rate assumption estimates the percentage of contracts that will utilize the benefit during the contract duration and begin lifetime withdrawals at various time intervals from contract inception. The remaining contractholders are assumed to either begin lifetime withdrawals immediately or never utilize the benefit. Utilization assumptions may vary by product type, tax status and age. The impact of changes in these assumptions is highly dependent on the product type, the age of the contractholder at the time of the sale, and the timing of the first lifetime income withdrawal. Range reflects the utilization rate for the vast majority of business with living benefits.
- (9) The withdrawal rate assumption estimates the magnitude of annual contractholder withdrawals relative to the maximum allowable amount under the contract. These assumptions vary based on the age of the contractholder, the tax status of the contract and the duration since the contractholder began lifetime withdrawals. As of June 30, 2019 and December 31, 2018, the minimum withdrawal rate assumption is 78% and the maximum withdrawal rate assumption may be greater than 100%. The fair value of the liability will generally increase the closer the withdrawal rate is to 100% and decrease as the withdrawal rate moves further away from 100%.
- (10) The range reflects the mortality rates for the vast majority of business with living benefits and other contracts, with policyholders ranging from 45 to 90 years old. While the majority of living benefits have a minimum age requirement, certain other contracts do not have an age restriction. This results in contractholders with mortality rates approaching 0% for certain benefits. Mortality rates vary by product, age, and duration. A mortality improvement assumption is also incorporated into the overall mortality table.

Interrelationships Between Unobservable Inputs – In addition to the sensitivities of fair value measurements to changes in each unobservable input in isolation, as reflected in the table above, interrelationships between these inputs may also exist, such that a change in one unobservable input may give rise to a change in another, or multiple, inputs. For the discussion of the relationships between unobservable inputs as well as market factors that may affect the range of inputs used in the valuation of Level 3 assets and liabilities, see Note 5 to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Changes in Level 3 Assets and Liabilities – The following tables describe changes in fair values of Level 3 assets and liabilities as of the dates indicated, as well as the portion of gains or losses included in income attributable to unrealized gains or losses related to those assets and liabilities still held at the end of their respective periods. When a determination is made to classify assets and liabilities within Level 3, the determination is based on significance of the unobservable inputs in the overall fair value measurement. All transfers are based on changes in the observability of the valuation inputs, including the availability of pricing service information that the Company can validate. All transfers are generally reported at the value as of the beginning of the quarter in which transfers occur for any such assets still held at the end of the quarter.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	Three Months Ended June 30, 2019											
	Fair Value, beginning of period	Total realized and unrealized gains (losses)(1)	Purchases	Sales	Issuances	Settlements	Other(2)	Transfers into Level 3	Transfers out of Level 3	Fair Value, end of period	Unrealized gains (losses) for assets still held(3)	
	(in thousands)											
Fixed maturities, available-for-sale:												
U.S. government	\$ 32,188	\$ 0	\$ 2,204	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 34,392	\$ 0	0
Foreign government	164	1	0	0	0	0	0	0	0	165	0	0
Corporate securities(4)	54,960	234	791	(25)	0	(2,584)	(1)	639	0	54,014	0	0
Structured securities(5)	79,804	42	0	(1)	0	(177)	0	1,700	(77,071)	4,297	0	0
Other assets:												
Fixed maturities, trading	0	(146)	0	0	0	0	0	751	0	605	(146)	(146)
Equity securities	15,991	1,114	0	0	0	0	0	0	0	17,105	1,114	1,114
Other invested assets	4	0	0	0	0	0	0	0	0	4	0	0
Short-term investments	0	0	463	0	0	(369)	0	0	0	94	0	0
Reinsurance recoverables	6,468,704	1,773,188	244,013	0	0	0	0	0	0	8,485,905	1,833,209	1,833,209
Receivables from parent and affiliates	7,792	82	0	0	0	(1,579)	0	0	0	6,295	0	0
Liabilities:												
Future policy benefits	(6,459,377)	(1,775,097)	0	0	(242,067)	0	0	0	0	(8,476,541)	(1,836,960)	(1,836,960)
Policyholders' account balances(6)	(53,136)	(691,927)	0	0	(41,906)	0	0	0	0	(786,969)	(691,376)	(691,376)

Three Months Ended June 30, 2019							
Total realized and unrealized gains (losses)					Unrealized gains (losses) for assets still held(3)		
Realized investment gains (losses), net(1)	Other income (loss)	Included in other comprehensive income (loss)	Net investment income		Realized investment gains (losses), net	Other income (loss)	
(in thousands)							
Fixed maturities, available-for-sale	\$ (665)	\$ 0	\$ 678	\$ 264	\$ 0	\$ 0	0
Other assets:							
Fixed maturities, trading	0	(146)	0	0	0	(146)	(146)
Equity securities	0	1,114	0	0	0	1,114	1,114
Other invested assets	0	0	0	0	0	0	0
Short-term investments	0	0	0	0	0	0	0
Reinsurance recoverables	1,773,188	0	0	0	1,833,209	0	0
Receivables from parent and affiliates	0	0	0	82	0	0	0
Liabilities:							
Future policy benefits	(1,775,097)	0	0	0	(1,836,960)	0	0
Policyholders' account balances	(691,927)	0	0	0	(691,376)	0	0

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	Six Months Ended June 30, 2019											
	Fair Value, beginning of period	Total realized and unrealized gains (losses)(1)	Purchases	Sales	Issuances	Settlements	Other(2)	Transfers into Level 3	Transfers out of Level 3	Fair Value, end of period	Unrealized gains (losses) for assets still held(3)	
	(in thousands)											
Fixed maturities, available-for-sale:												
U.S. government	\$ 29,816	\$ 0	\$ 4,576	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 34,392	\$ 0	
Foreign government	0	6	0	0	0	0	0	159	0	165	0	
Corporate securities(4)	56,588	(3,178)	2,122	(53)	0	(9,681)	0	8,216	0	54,014	(3,163)	
Structured securities(5)	6,556	1,310	0	(2)	0	(4,156)	0	77,660	(77,071)	4,297	0	
Other assets:												
Fixed maturities, trading	0	(146)	0	0	0	0	0	751	0	605	(146)	
Equity securities	15,997	1,108	0	0	0	0	0	0	0	17,105	1,108	
Other invested assets	4	0	0	0	0	0	0	0	0	4	0	
Short-term investments	0	0	463	0	0	(369)	0	0	0	94	0	
Reinsurance recoverables	5,600,008	2,406,506	479,391	0	0	0	0	0	0	8,485,905	2,504,883	
Receivables from parent and affiliates	9,261	193	0	0	0	(3,159)	0	0	0	6,295	0	
Liabilities:												
Future policy benefits	(5,588,840)	(2,412,199)	0	0	(475,502)	0	0	0	0	(8,476,541)	(2,510,576)	
Policyholders' account balances(6)	(13,015)	(725,541)	0	0	(48,413)	0	0	0	0	(786,969)	(724,989)	

Six Months Ended June 30, 2019							
Total realized and unrealized gains (losses)				Unrealized gains (losses) for assets still held(3)			
Realized investment gains (losses), net(1)	Other income (loss)	Included in other comprehensive income (loss)	Net investment income	Realized investment gains (losses), net	Other income (loss)		
(in thousands)							
Fixed maturities, available-for-sale	\$ (3,067)	\$ 0	\$ 842	\$ 363	\$ (3,163)	\$ 0	\$ 0
Other assets:							
Fixed maturities, trading	0	(146)	0	0	0	(146)	(146)
Equity securities	0	1,108	0	0	0	1,108	1,108
Other invested assets	0	0	0	0	0	0	0
Short-term investments	0	0	0	0	0	0	0
Reinsurance recoverables	2,406,506	0	0	0	2,504,883	0	0
Receivables from parent and affiliates	0	0	0	193	0	0	0
Liabilities:							
Future policy benefits	(2,412,199)	0	0	0	(2,510,576)	0	0
Policyholders' account balances	(725,541)	0	0	0	(724,989)	0	0

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Three Months Ended June 30, 2018(7)												
	Fair Value, beginning of period	Total realized and unrealized gains (losses)(1)	Purchases	Sales	Issuances	Settlements	Other(2)	Transfers into Level 3	Transfers out of Level 3	Fair Value, end of period	Unrealized gains (losses) for assets still held(3)	
(in thousands)												
Fixed maturities, available-for-sale:												
U.S. government	\$ 21,569	\$ 0	\$ 2,842	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 24,411	\$ 0	0
Foreign government	166	(6)		0	0	0	0	0	0	160		0
Corporate securities(4)	72,615	(1,647)	3,125	(201)	0	(15,501)	(1)	4,028	0	62,418		(49)
Structured securities(5)	94,873	(184)	10,648	(196)	0	(4,871)	0	0	(80,609)	19,661		0
Other assets:												
Equity securities	17,039	(414)	0	0	0	0	0	0	0	16,625		(414)
Other invested assets	10	(5)	0	0	0	0	0	0	0	5		(5)
Short-term investments	1,194	0	1,870	0	0	(2,731)	0	0	0	333		(1)
Cash equivalents	0	0	2,550	0	0	(1,986)	0	0	0	564		0
Reinsurance recoverables	4,214,114	(491,557)	221,324	0	0	0	0	0	0	3,943,881		(441,257)
Receivables from parent and affiliates	6,531	0	0	0	0	0	0	0	(6,531)	0		0
Liabilities:												
Future policy benefits	(4,191,373)	502,643	0	0	(228,243)	0	0	0	0	(3,916,973)		459,185
Policyholders' account balances(6)	(39,516)	(7,859)	0	0	0	5,429	0	0	0	(41,946)		(7,860)
Other liabilities	(15,955)	(10,535)	8,880	0	0	0	0	0	0	(17,610)		(10,590)

Three Months Ended June 30, 2018(7)												
Total realized and unrealized gains (losses)									Unrealized gains (losses) for assets still held(3)			
Realized investment gains (losses), net(1)		Other income (loss)		Included in other comprehensive income (loss)		Net investment income		Realized investment gains (losses), net		Other income (loss)		
(in thousands)												
Fixed maturities, available-for-sale			\$ (303)	\$ 0	\$ (1,620)	\$ 86	\$ (49)	\$ 0				
Other assets:												
Equity securities			0	(414)	0	0	0	0	(414)			
Other invested assets			(5)	0	0	0	(5)	0	0			
Short-term investments			0	0	0	0	(1)	0	0			
Reinsurance recoverables			(491,557)	0	0	0	(441,257)	0	0			
Receivables from parent and affiliates			0	0	0	0	0	0	0			
Liabilities:												
Future policy benefits			502,643	0	0	0	459,185	0				
Policyholders' account balances			(7,859)	0	0	0	(7,860)	0				
Other liabilities			(10,535)	0	0	0	(10,590)	0				

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Six Months Ended June 30, 2018(7)												
Fair Value, beginning of period	Total realized and unrealized gains (losses)(1)	Purchases	Sales	Issuances	Settlements	Other(2)	Transfers into Level 3	Transfers out of Level 3	Fair Value, end of period	Unrealized gains (losses) for assets still held(3)		
(in thousands)												
Fixed maturities, available-for-sale:												
U.S. government	\$ 19,204	\$ 0	\$ 5,207	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 24,411	\$ 0		
Foreign government	0	(14)	0	0	0	0	174	0	160	0		
Corporate securities(4)	75,421	(711)	4,147	(201)	0	(20,071)	14	4,028	62,418	(75)		
Structured securities(5)	111,028	(53)	10,838	(196)	0	(8,066)	0	13,513	19,661	0		
Other assets:												
Equity securities	17,525	(900)	0	0	0	0	0	0	16,625	(900)		
Other invested assets	0	(4)	0	0	0	0	0	9	5	(4)		
Short-term investments	1,339	(18)	5,270	0	0	(6,244)	(14)	0	333	(19)		
Cash equivalents	0	0	2,550	0	0	(1,986)	0	0	564	0		
Reinsurance recoverables	5,457,649	(1,954,549)	440,781	0	0	0	0	0	3,943,881	(1,844,015)		
Receivables from parent and affiliates	0	(20)	0	0	0	0	0	6,551	(6,531)	0		
Liabilities:												
Future policy benefits	(5,452,583)	1,990,198	0	0	(454,588)	0	0	0	(3,916,973)	1,879,579		
Policyholders' account balances(6)	(46,651)	(2,846)	0	0	0	7,551	0	0	(41,946)	(2,847)		
Other liabilities	0	(35,315)	17,705	0	0	0	0	0	(17,610)	(35,231)		

	Six Months Ended June 30, 2018(7)							
	Total realized and unrealized gains (losses)				Unrealized gains (losses) for assets still held(3)			
	Realized investment gains (losses), net(1)	Other income (loss)	Included in other comprehensive income (loss)	Net investment income	Realized investment gains (losses), net	Other income (loss)		
	(in thousands)							
Fixed maturities, available-for-sale	\$ (235)	\$ 0	\$ (706)	\$ 163	\$ (75)	\$ 0		
Other assets:								
Equity securities	0	(900)	0	0	0	(900)		
Other invested assets	(4)	0	0	0	(4)	0		
Short-term investments	(18)	0	0	0	(19)	0		
Reinsurance recoverables	(1,954,549)	0	0	0	(1,844,015)	0		
Receivables from parent and affiliates	0	(20)	0	0	0	0		
Liabilities:								
Future policy benefits	1,990,198	0	0	0	1,879,579	0		
Policyholders' account balances	(2,846)	0	0	0	(2,847)	0		
Other liabilities	(35,315)	0	0	0	(35,231)	0		

(1) Realized investment gains (losses) on future policy benefits and reinsurance recoverables primarily represent the change in the fair value of the Company's living benefit guarantees on certain of its variable annuity contracts.

(2) Other includes reclassifications of certain assets and liabilities between reporting categories.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

- (3) Unrealized gains or losses related to assets still held at the end of the period do not include amortization or accretion of premiums and discounts.
(4) Includes U.S. corporate public, U.S. corporate private, foreign corporate public and foreign corporate private securities.
(5) Includes asset-backed, commercial mortgage-backed and residential mortgage-backed securities.
(6) Issuances and settlements for Policyholders' account balances are presented net in the rollforward.
(7) Prior period amounts have been updated to conform to current period presentation.

Fair Value of Financial Instruments

The table below presents the carrying amount and fair value by fair value hierarchy level of certain financial instruments that are not reported at fair value. The financial instruments presented below are reported at carrying value on the Company's Unaudited Interim Consolidated Statements of Financial Position. In some cases, as described below, the carrying amount equals or approximates fair value.

	June 30, 2019				
	Fair Value				Carrying Amount(1)
	Level 1	Level 2	Level 3	Total	Total
	(in thousands)				
Assets:					
Commercial mortgage and other loans	\$ 0	\$ 0	\$ 1,279,335	\$ 1,279,335	\$ 1,225,668
Policy loans	0	0	1,263,413	1,263,413	1,263,413
Cash and cash equivalents	42,863	16,000	0	58,863	58,863
Accrued investment income	0	93,167	0	93,167	93,167
Receivables from parent and affiliates	0	140,992	0	140,992	140,992
Other assets	0	29,764	0	29,764	29,764
Total assets	\$ 42,863	\$ 279,923	\$ 2,542,748	\$ 2,865,534	\$ 2,811,867
Liabilities:					
Policyholders' account balances - investment contracts	\$ 0	\$ 1,225,951	\$ 278,802	\$ 1,504,753	\$ 1,505,223
Cash collateral for loaned securities	0	7,083	0	7,083	7,083
Payables to parent and affiliates	0	146,207	0	146,207	146,207
Other liabilities	0	341,498	0	341,498	341,498
Total liabilities	\$ 0	\$ 1,720,739	\$ 278,802	\$ 1,999,541	\$ 2,000,011

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	December 31, 2018				
	Fair Value				Carrying Amount(1)
	Level 1	Level 2	Level 3	Total	Total
	(in thousands)				
Assets:					
Commercial mortgage and other loans	\$ 0	\$ 0	\$ 1,214,350	\$ 1,214,350	\$ 1,209,150
Policy loans	0	0	1,236,077	1,236,077	1,236,077
Cash and cash equivalents	56,894	143,000	0	199,894	199,894
Accrued investment income	0	88,278	0	88,278	88,278
Receivables from parent and affiliates	0	154,938	0	154,938	154,938
Other assets	0	28,950	0	28,950	28,950
Total assets	\$ 56,894	\$ 415,166	\$ 2,450,427	\$ 2,922,487	\$ 2,917,287
Liabilities:					
Policyholders’ account balances - investment contracts	\$ 0	\$ 1,206,747	\$ 272,322	\$ 1,479,069	\$ 1,486,929
Cash collateral for loaned securities	0	11,063	0	11,063	11,063
Payables to parent and affiliates	0	229,345	0	229,345	229,345
Other liabilities	0	372,997	0	372,997	372,997
Total liabilities	\$ 0	\$ 1,820,152	\$ 272,322	\$ 2,092,474	\$ 2,100,334

(1) Carrying values presented herein differ from those in the Company's Unaudited Interim Consolidated Statements of Financial Position because certain items within the respective financial statement captions are not considered financial instruments or are out of scope under authoritative guidance relating to disclosures of the fair value of financial instruments.

6. REINSURANCE

The Company participates in reinsurance with its affiliates Prudential Life Insurance Company of Taiwan Inc. ("Prudential of Taiwan"), Prudential Arizona Reinsurance Captive Company ("PARCC"), Prudential Arizona Reinsurance Term Company ("PAR Term"), Prudential Arizona Reinsurance Universal Company ("PAR U"), Prudential Universal Reinsurance Company ("PURC"), Prudential Term Reinsurance Company ("Term Re"), PALAC, Gibraltar Universal Life Reinsurance Company ("GUL Re") and Dryden Arizona Reinsurance Term Company ("DART"), its parent company Prudential Insurance, as well as third parties. The reinsurance agreements provide risk diversification and additional capacity for future growth, limit the maximum net loss potential, manage statutory capital, and facilitate the Company's capital market hedging program. Life reinsurance is accomplished through various plans of reinsurance, primarily yearly renewable term and coinsurance. Reinsurance ceded arrangements do not discharge the Company as the primary insurer. Ceded balances would represent a liability of the Company in the event the reinsurers were unable to meet their obligations to the Company under the terms of the reinsurance agreements. The Company believes a material reinsurance liability resulting from such inability of reinsurers to meet their obligations is unlikely.

Reserves related to reinsured long-duration contracts are accounted for using assumptions consistent with those used to account for the underlying contracts. Amounts recoverable from reinsurers for long-duration reinsurance arrangements are estimated in a manner consistent with the claim liabilities and policy benefits associated with the reinsured policies. Reinsurance policy charges and fee income ceded for universal life and variable annuity products are accounted for as a reduction of policy charges and fee income. Reinsurance premiums ceded for term insurance products are accounted for as a reduction of premiums.

Realized investment gains and losses include the impact of reinsurance agreements, particularly reinsurance agreements involving living benefit guarantees. The Company has entered into reinsurance agreements to transfer the risk related to the living benefit guarantees on variable annuities to PALAC excluding the PLNJ business which was reinsured to Prudential Insurance. These reinsurance agreements are derivatives and have been accounted for in the same manner as embedded derivatives and the changes in the fair value of these derivatives are recognized through "Realized investment gains (losses), net". See Note 4 for additional information related to the accounting for embedded derivatives.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Reinsurance amounts included in the Company's Unaudited Interim Consolidated Statements of Financial Position as of June 30, 2019 and December 31, 2018 were as follows:

	June 30, 2019	December 31, 2018
	(in thousands)	
Reinsurance recoverables	\$ 38,946,785	\$ 34,682,127
Policy loans	(134,453)	(130,502)
Deferred policy acquisition costs	(6,912,973)	(7,267,847)
Deferred sales inducements	(557,073)	(562,052)
Other assets(1)	165,706	185,573
Policyholders' account balances	4,959,484	5,004,112
Future policy benefits	3,914,630	3,376,048
Other liabilities(2)	787,950	621,856

(1) "Other assets" includes \$0.1 million of unaffiliated activity as of both June 30, 2019 and December 31, 2018.

(2) "Other liabilities" includes \$35 million and \$27 million of unaffiliated activity as of June 30, 2019 and December 31, 2018, respectively.

The reinsurance recoverables by counterparty are broken out below:

	June 30, 2019	December 31, 2018
	(in thousands)	
PAR U	\$ 11,963,017	\$ 11,444,032
PALAC	11,483,993	8,828,190
PURC	4,371,948	4,127,455
PARCC	2,480,256	2,527,690
GUL Re	2,110,403	2,017,810
PAR Term	1,726,036	1,678,745
Prudential Insurance	1,624,532	1,226,917
Prudential of Taiwan	1,426,279	1,414,669
Term Re	1,417,733	1,259,141
DART	220,163	119,946
Unaffiliated	122,425	37,532
Total reinsurance recoverables	<u>\$ 38,946,785</u>	<u>\$ 34,682,127</u>

Reinsurance amounts, included in the Company's Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss) for the three and six months ended June 30, were as follows:

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)			
Premiums:				
Direct	\$ 476,986	\$ 449,613	\$ 939,257	\$ 891,568
Assumed(1)	52	58	106	118
Ceded(2)	(464,621)	(434,768)	(912,952)	(868,868)
Net premiums	12,417	14,903	26,411	22,818
Policy charges and fee income:				
Direct	1,106,725	717,264	1,959,920	1,563,511
Assumed	128,748	122,695	255,707	244,404
Ceded(3)	(1,086,802)	(670,955)	(1,927,767)	(1,509,756)
Net policy charges and fee income	148,671	169,004	287,860	298,159
Net investment income:				
Direct	106,949	82,957	201,507	162,106
Assumed	407	385	803	758
Ceded	(1,794)	(1,693)	(3,498)	(3,300)
Net investment income	105,562	81,649	198,812	159,564
Asset administration fees:				
Direct	87,951	86,695	171,819	173,728
Assumed	0	0	0	0
Ceded	(83,990)	(83,151)	(164,201)	(166,711)
Net asset administration fees	3,961	3,544	7,618	7,017
Other income:				
Direct	20,030	12,093	39,828	29,346
Assumed(4)	(1,271)	(100)	(1,471)	(190)
Ceded	(39)	226	(62)	173
Amortization of reinsurance income	(3,722)	3,859	(2,340)	6,045
Net other income	14,998	16,078	35,955	35,374
Realized investment gains (losses), net:				
Direct	(1,783,941)	503,522	(2,419,452)	1,978,284
Assumed	0	0	0	0
Ceded(5)	1,731,691	(540,412)	2,318,567	(2,064,216)
Realized investment gains (losses), net	(52,250)	(36,890)	(100,885)	(85,932)
Policyholders' benefits (including change in reserves):				
Direct	1,150,985	644,501	1,797,296	1,296,173
Assumed(6)	282,961	146,405	494,711	259,207
Ceded(7)	(1,387,655)	(750,465)	(2,206,238)	(1,463,203)
Net policyholders' benefits (including change in reserves)	46,291	40,441	85,769	92,177
Interest credited to policyholders' account balances:				
Direct	118,420	121,478	213,111	246,212
Assumed	34,512	34,849	65,169	71,366
Ceded	(102,222)	(113,772)	(183,373)	(234,225)
Net interest credited to policyholders' account balances	50,710	42,555	94,907	83,353
Reinsurance expense allowances and general and administrative expenses, net of capitalization and amortization	(573,978)	(345,280)	(917,993)	(779,192)

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

- (1) "Premiums assumed" includes \$0 million of unaffiliated activity for both the three months ended June 30, 2019 and 2018, respectively and \$0.1 million for both the six months ended June 30, 2019 and 2018, respectively.
- (2) "Premiums ceded" includes \$(0.1) million and \$0 million of unaffiliated activity for the three months ended June 30, 2019, and 2018 respectively and \$(0.2) million and \$0 million for the six months ended June 30, 2019 and 2018, respectively.
- (3) "Policy charges and fee income ceded" includes \$(7) million and \$(4) million of unaffiliated activity for the three months ended June 30, 2019 and 2018, respectively, and \$(12) million and \$(6) million for the six months ended June 30, 2019 and 2018, respectively.
- (4) "Other income assumed" includes \$(1) million and \$(0.1) million of unaffiliated activity for the three months ended June 30, 2019 and 2018, respectively, and \$(2) million and \$(0.2) million for the six months ended June 30, 2019 and 2018, respectively.
- (5) "Realized investment gains (losses), net ceded" includes \$42 million and \$(10) million of unaffiliated activity for the three months ended June 30, 2019 and 2018, respectively, and \$56 million and \$(48) million for the six months ended June 30, 2019 and 2018, respectively.
- (6) "Policyholders' benefits (including change in reserves) assumed" includes \$0 million of unaffiliated activity for both the three months ended June 30, 2019 and 2018, respectively, and \$(0.2) million and \$(0.1) million for the six months ended June 30, 2019, and 2018, respectively.
- (7) "Policyholders' benefits (including change in reserves) ceded" includes \$(2) million of unaffiliated activity for both the three months ended June 30, 2019 and 2018, and \$(4) million for both the six months ended June 30, 2019 and 2018.

The gross and net amounts of life insurance face amount in force as of June 30, 2019 and 2018 were as follows:

	2019	2018
	(in thousands)	
Direct gross life insurance face amount in force	\$ 966,542,451	\$ 908,332,587
Assumed gross life insurance face amount in force	40,382,452	41,317,052
Reinsurance ceded	(925,430,727)	(876,823,569)
Net life insurance face amount in force	\$ 81,494,176	\$ 72,826,070

Information regarding significant affiliated reinsurance agreements is described below.

PAR U

Pruco Life reinsures an amount equal to 70% of all the risks associated with Universal Protector policies having no-lapse guarantees as well as certain of its universal policies, with effective dates prior to January 1, 2011.

Effective July 1, 2012, PLNJ reinsures an amount equal to 95% of all the risks associated with Universal Protector policies having no-lapse guarantees as well as certain of its universal policies, excluding those policies that are subject to principles-based reserving.

On January 2, 2013, Pruco Life began to assume Guaranteed Universal Life ("GUL") business from Prudential Insurance in connection with the acquisition of The Hartford Life Business. The GUL business assumed from Prudential Insurance was subsequently retroceded to PAR U.

PALAC

Effective April 1, 2016, the Company entered into a reinsurance agreement to reinsure its variable annuity base contracts, along with the living benefit guarantees to PALAC, excluding the PLNJ business, which was reinsured to Prudential Insurance. This reinsurance agreement covers new and in force business and excludes business reinsured externally.

PURC

Pruco Life reinsures an amount equal to 70% of all the risks associated with its Universal Protector policies having no-lapse guarantees as well as certain of its universal policies, with effective dates from January 1, 2011 through December 31, 2013, with PURC and 95% of all the risks associated with Universal Protector policies having no-lapse guarantees, as well as certain of its universal policies, with effective dates from January 1, 2014 through December 31, 2016.

PARCC

The Company reinsures 90% of the risks under its term life insurance policies, with effective dates prior to January 1, 2010 through an automatic coinsurance agreement with PARCC.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

GUL Re

Effective January 1, 2017, Pruco Life entered into an automatic coinsurance agreement with GUL Re to reinsure an amount equal to 95% of all the risks associated with Universal Protector policies having no-lapse guarantees, as well as certain of its universal policies, with effective dates on or after January 1, 2017, excluding those policies that are subject to principles-based reserving.

Effective July 1, 2017, Pruco Life amended this agreement to include 30% of Universal Protector policies having no-lapse guarantees as well as certain of its universal policies with effective dates prior to January 1, 2014.

PAR Term

The Company reinsures 95% of the risks under its term life insurance policies with effective dates January 1, 2010 through December 31, 2013, through an automatic coinsurance agreement with PAR Term.

Prudential of Taiwan

On January 31, 2001, Pruco Life transferred all of its assets and liabilities associated with its Taiwanese branch, including its Taiwanese insurance book of business, to Prudential of Taiwan, an affiliated company. The mechanism used to transfer this block of business in Taiwan is referred to as a “full acquisition and assumption” transaction. Under this mechanism, Pruco Life is jointly liable with Prudential of Taiwan for two years from the giving of notice to all obligees for all matured obligations and for two years after the maturity date of not-yet-matured obligations. Prudential of Taiwan is also contractually liable, under indemnification provisions of the transaction, for any liabilities that may be asserted against Pruco Life.

The transfer of the insurance related assets and liabilities was accounted for as a long-duration coinsurance transaction under U.S. GAAP. Under this accounting treatment, the insurance related liabilities remain on the books of Pruco Life and an offsetting reinsurance recoverable is established. These assets and liabilities are denominated in U.S. dollars.

Term Re

The Company reinsures 95% of the risks under its term life insurance policies, with effective dates on or after January 1, 2014 through December 31, 2017, through an automatic coinsurance agreement with Term Re.

Prudential Insurance

The Company has a yearly renewable term reinsurance agreement with Prudential Insurance and reinsures the majority of all mortality risks not otherwise reinsured. Effective July 1, 2017, this agreement has been terminated for certain new business, primarily Universal Life insurance policies. Effective July 1, 2017, the Company reinsures a portion of the mortality risk directly to third-party reinsurers and retains all of the non-reinsured portion of the mortality risk.

On January 2, 2013, Pruco Life began to assume GUL business from Prudential Insurance in connection with the acquisition of the Hartford Financial Services Group, Inc. (“Hartford Financial”). The GUL business assumed from Prudential Insurance was subsequently retroceded to PAR U. In May 2018, Hartford Financial sold a group of operating subsidiaries, which includes two of Prudential Insurance's counterparties to these reinsurance arrangements. There is no impact to the terms, rights or obligations of Prudential Insurance, or operation of these reinsurance arrangements, as a result of this change in control of such counterparties. Similarly, there is no impact to the Company's reinsurance arrangements with respect to such GUL business as a result of this change in control.

The Company has reinsured a group annuity contract with Prudential Insurance, in consideration for a single premium payment by the Company, providing reinsurance equal to 100% of all payments due under the contract.

Effective April 1, 2016, PLNJ entered into a reinsurance agreement to reinsure its variable annuity base contracts, along with the living benefit guarantees to Prudential Insurance. This reinsurance agreement covers new and in force business and excludes business reinsured externally.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

DART

Effective January 1, 2018, the Company entered into an automatic coinsurance agreement with DART to reinsure an amount equal to 95% of the risks associated with its term life insurance policies with effective dates on or after January 1, 2018.

Information regarding significant third-party reinsurance arrangements is described below.

Union Hamilton

Between April 1, 2015 and December 31, 2016, the Company, excluding its subsidiaries, reinsured approximately 50% of the new business related to “highest daily” living benefits rider guarantees on HDI v.3.0 product, available with Prudential Premier® Retirement Variable Annuity, to Union Hamilton. This reinsurance remains in force for the duration of the underlying annuity contracts. New sales of HDI v.3.0 subsequent to December 31, 2016 are not covered by this external reinsurance agreement. As of June 30, 2019, \$3.1 billion of HDI v.3.0 account values are reinsured to Union Hamilton.

7. INCOME TAXES

The Company uses a full year projected effective tax rate approach to calculate year-to-date taxes. In addition, certain items impacting total income tax expense are recorded in the periods in which they occur. The projected effective tax rate is the ratio of projected "Income tax expense (benefit)" divided by projected "Income (loss) from operations before income taxes and equity in earnings of operating joint venture." Taxes attributable to the operating joint venture are recorded within "Equity in earnings of operating joint venture, net of taxes." The interim period tax expense (or benefit) is the difference between the year-to-date income tax provision and the amounts reported for the previous interim periods of the fiscal year.

The Company's income tax provision, on a consolidated basis, amounted to an income tax benefit of \$(51.5) million, or (60.03)% of income (loss) from operations before income taxes and equity in earnings of operating joint venture, in the first six months of 2019, compared to \$(15.7) million, or (47.60)%, in the first six months of 2018. The Company's current and prior effective tax rates differed from the U.S. statutory tax rate of 21% primarily due to non-taxable investment income and tax credits.

8. EQUITY***Accumulated Other Comprehensive Income (Loss)***

AOCI represents the cumulative OCI items that are reported separate from net income and detailed on the Consolidated Statements of Comprehensive Income. The balance of and changes in each component of AOCI as of and for the six months ended June 30, 2019 and 2018, are as follows:

	Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency Translation Adjustment	Net Unrealized Investment Gains (Losses)(1)	Total Accumulated Other Comprehensive Income (Loss)
	(in thousands)		
Balance, December 31, 2018	\$ (17,448)	\$ (10,848)	\$ (28,296)
Change in OCI before reclassifications	7,007	332,927	339,934
Amounts reclassified from AOCI	0	10,672	10,672
Income tax benefit (expense)	2	(72,147)	(72,145)
Balance, June 30, 2019	\$ (10,439)	\$ 260,604	\$ 250,165

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

	Accumulated Other Comprehensive Income (Loss)		
	Foreign Currency Translation Adjustment	Net Unrealized Investment Gains (Losses)(1)	Total Accumulated Other Comprehensive Income (Loss)
	(in thousands)		
Balance, December 31, 2017	\$ (234)	\$ 165,580	\$ 165,346
Change in OCI before reclassifications	(6,590)	(223,420)	(230,010)
Amounts reclassified from AOCI	0	(3,634)	(3,634)
Income tax benefit (expense)	1,384	47,679	49,063
Cumulative effect of adoption of ASU 2016-01	0	(1,539)	(1,539)
Cumulative effect of adoption of ASU 2018-02	(50)	30,499	30,449
Balance, June 30, 2018	\$ (5,490)	\$ 15,165	\$ 9,675

(1) Includes cash flow hedges of \$29 million and \$(18) million as of June 30, 2019 and December 31, 2018, respectively, and \$(9) million and \$41 million as of June 30, 2018 and December 31, 2017, respectively.

Reclassifications out of Accumulated Other Comprehensive Income (Loss)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
	(in thousands)			
<u>Amounts reclassified from AOCI (1)(2):</u>				
Net unrealized investment gains (losses):				
Cash flow hedges - Currency/Interest rate(3)	\$ (4,393)	\$ 7,442	\$ (3,999)	\$ 7,761
Net unrealized investment gains (losses) on available-for-sale securities	(2,489)	(3,318)	(6,673)	(4,127)
Total net unrealized investment gains (losses)(4)	(6,882)	4,124	(10,672)	3,634
Total reclassifications for the period	\$ (6,882)	\$ 4,124	\$ (10,672)	\$ 3,634

(1) All amounts are shown before tax.

(2) Positive amounts indicate gains/benefits reclassified out of AOCI. Negative amounts indicate losses/costs reclassified out of AOCI.

(3) See Note 4 for additional information on cash flow hedges.

(4) See table below for additional information on unrealized investment gains (losses), including the impact on deferred policy acquisition and other costs, future policy benefits, policyholders' account balances and other liabilities.

Net Unrealized Investment Gains (Losses)

Net unrealized investment gains (losses) on securities classified as available-for-sale and certain other invested assets and other assets are included in the Company's Unaudited Interim Consolidated Statements of Financial Position as a component of AOCI. Changes in these amounts include reclassification adjustments to exclude from OCI those items that are included as part of "Net income" for a period that had been part of OCI in earlier periods. The amounts for the periods indicated below, split between amounts related to fixed maturity securities on which an OTTI loss has been recognized, and all other net unrealized investment gains (losses), are as follows:

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Net Unrealized Investment Gains (Losses) on Fixed Maturity Securities on which an OTTI loss has been recognized

	Net Unrealized Gains (Losses) on Investments	Deferred Policy Acquisition Costs and Other Costs(2)	Future Policy Benefits, Policyholders' Account Balances and Other Liabilities(3)	Deferred Income Tax (Liability) Benefit	Accumulated Other Comprehensive Income (Loss) Related To Net Unrealized Investment Gains (Losses)
			(in thousands)		
Balance, December 31, 2018	\$ (689)	\$ (152)	\$ 37	\$ (192)	\$ (996)
Net investment gains (losses) on investments arising during the period	1,568	0	0	(329)	1,239
Reclassification adjustment for (gains) losses included in net income	(137)	0	0	29	(108)
Reclassification adjustment for OTTI (gains) losses excluded from net income(1)	(207)	0	0	43	(164)
Impact of net unrealized investment (gains) losses on deferred policy acquisition costs and other costs	0	105	0	(22)	83
Impact of net unrealized investment (gains) losses on future policy benefits, policyholders' account balances and other liabilities	0	0	(127)	27	(100)
Balance, June 30, 2019	<u>\$ 535</u>	<u>\$ (47)</u>	<u>\$ (90)</u>	<u>\$ (444)</u>	<u>\$ (46)</u>

(1) Represents "transfers in" related to the portion of OTTI losses recognized during the period that were not recognized in earnings for securities with no prior OTTI loss.

(2) "Other costs" primarily includes reinsurance recoverables and deferred reinsurance losses.

(3) "Other liabilities" primarily includes reinsurance payables.

All Other Net Unrealized Investment Gains (Losses) in AOCI

	Net Unrealized Gains (Losses) on Investments(2)	Deferred Policy Acquisition Costs and Other Costs(3)	Future Policy Benefits, Policyholders' Account Balances and Other Liabilities(4)	Deferred Income Tax (Liability) Benefit	Accumulated Other Comprehensive Income (Loss) Related To Net Unrealized Investment Gains (Losses)
			(in thousands)		
Balance, December 31, 2018	\$ (16,632)	\$ (65,743)	\$ 68,005	\$ 4,518	\$ (9,852)
Net investment gains (losses) on investments arising during the period	375,628	0	0	(78,873)	296,755
Reclassification adjustment for (gains) losses included in net income	10,809	0	0	(2,270)	8,539
Reclassification adjustment for OTTI (gains) losses excluded from net income(1)	207	0	0	(43)	164
Impact of net unrealized investment (gains) losses on deferred policy acquisition costs and other costs	0	176,301	0	(37,019)	139,282
Impact of net unrealized investment (gains) losses on future policy benefits, policyholders' account balances and other liabilities	0	0	(220,548)	46,310	(174,238)
Balance, June 30, 2019	<u>\$ 370,012</u>	<u>\$ 110,558</u>	<u>\$ (152,543)</u>	<u>\$ (67,377)</u>	<u>\$ 260,650</u>

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

- (1) Represents "transfers out" related to the portion of OTTI losses recognized during the period that were not recognized in earnings for securities with no prior OTTI loss.
- (2) Includes cash flow hedges. See Note 4 for information on cash flow hedges.
- (3) "Other costs" primarily includes reinsurance recoverables and deferred reinsurance losses.
- (4) "Other liabilities" primarily includes reinsurance payables.

9. RELATED PARTY TRANSACTIONS

The Company has extensive transactions and relationships with Prudential Insurance and other affiliates. Although we seek to ensure that these transactions and relationships are fair and reasonable, it is possible that the terms of these transactions are not the same as those that would result from transactions among unrelated parties.

Expense Charges and Allocations

Many of the Company's expenses are allocations or charges from Prudential Insurance or other affiliates. These expenses can be grouped into general and administrative expenses and agency distribution expenses.

The Company's general and administrative expenses are charged to the Company using allocation methodologies based on business production processes. Management believes that the methodology is reasonable and reflects costs incurred by Prudential Insurance to process transactions on behalf of the Company. The Company operates under service and lease agreements whereby services of officers and employees, supplies, use of equipment and office space are provided by Prudential Insurance. The Company reviews its allocation methodology periodically which it may adjust accordingly. General and administrative expenses include allocations of stock compensation expenses related to a stock-based awards program and a deferred compensation program issued by Prudential Financial. The expense charged to the Company for the stock-based awards program was \$0.6 million and \$0.5 million for the three months ended June 30, 2019, and 2018, respectively, and \$0.7 million for both the six months ended June 30, 2019 and 2018. The expense charged to the Company for the deferred compensation program was \$1 million and \$2 million for the three months ended June 30, 2019 and 2018, respectively, and \$4 million for both the six months ended June 30, 2019 and 2018.

The Company is charged for its share of employee benefit expenses. These expenses include costs for funded and non-funded contributory and non-contributory defined benefit pension plans. Some of these benefits are based on final earnings and length of service while others are based on an account balance, which takes into consideration age, service and earnings during a career. The Company's share of net expense for the pension plans was \$5 million and \$6 million for the three months ended June 30, 2019 and 2018, respectively, and \$10 million and \$12 million for the six months ended June 30, 2019 and 2018, respectively.

The Company is also charged for its share of the costs associated with welfare plans issued by Prudential Insurance. These expenses include costs related to medical, dental, life insurance and disability. The Company's share of net expense for the welfare plans was \$6 million and \$7 million for the three months ended June 30, 2019 and 2018, respectively, and \$12 million and \$15 million for the six months ended June 30, 2019 and 2018, respectively.

Prudential Insurance sponsors voluntary savings plans for its employee 401(k) plans. The plans provide for salary reduction contributions by employees and matching contributions by the Company of up to 4% of annual salary. The Company's expense for its share of the voluntary savings plan was \$2 million and \$3 million for the three months ended June 30, 2019 and 2018, respectively, and \$5 million for both the six months ended June 30, 2019 and 2018.

The Company is charged distribution expenses from Prudential Insurance's agency network for both its domestic life and annuity products through a transfer pricing agreement, which is intended to reflect a market-based pricing arrangement.

The Company pays commissions and certain other fees to Prudential Annuities Distributors, Inc. ("PAD") in consideration for PAD's marketing and underwriting of the Company's annuity products. Commissions and fees are paid by PAD to broker-dealers who sell the Company's annuity products. Commissions and fees paid by the Company to PAD were \$197 million and \$189 million for the three months ended June 30, 2019 and 2018, respectively, and \$376 million and \$363 million for the six months ended June 30, 2019 and 2018, respectively.

The Company is charged for its share of corporate expenses incurred by Prudential Financial to benefit its businesses, such as advertising, executive oversight, external affairs and philanthropic activity. The Company's share of corporate expenses was \$20 million and \$19 million for the three months ended June 30, 2019 and 2018, respectively, and \$37 million for both the six months ended June 30, 2019 and 2018.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

Corporate-Owned Life Insurance

The Company has sold five Corporate-Owned Life Insurance (“COLI”) policies to Prudential Insurance, and one to Prudential Financial. The cash surrender value included in separate accounts for these COLI policies was \$4,142 million at June 30, 2019 and \$3,631 million at December 31, 2018. Fees related to these COLI policies were \$11 million for both the three months ended June 30, 2019 and 2018, and \$24 million and \$23 million for the six months ended June 30, 2019 and 2018, respectively. The Company retains the majority of the mortality risk associated with these COLI policies up to \$3.5 million per individual policy.

Affiliated Investment Management Expenses

In accordance with an agreement with PGIM, Inc. (“PGIM”), the Company pays investment management expenses to PGIM who acts as investment manager to certain Company general account and separate account assets. Investment management expenses paid to PGIM related to this agreement were \$3 million and \$4 million for the three months ended June 30, 2019 and 2018, respectively, and \$7 million for both the six months ended June 30, 2019 and 2018. These expenses are recorded as “Net investment income” in the Company’s Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss).

Derivative Trades

In its ordinary course of business, the Company enters into OTC derivative contracts with an affiliate, PGF. For these OTC derivative contracts, PGF has a substantially equal and offsetting position with an external counterparty. See Note 4 for additional information.

Joint Ventures

The Company has made investments in joint ventures with certain subsidiaries of Prudential Financial. “Other invested assets” includes \$102 million and \$88 million as of June 30, 2019 and December 31, 2018, respectively. “Net investment income” related to these ventures includes a gain of \$2 million for both the three months ended June 30, 2019 and 2018, and \$7 million and \$2 million for the six months ended June 30, 2019 and 2018, respectively.

Affiliated Asset Administration Fee Income

The Company has a revenue sharing agreement with AST Investment Services, Inc. (“ASTISI”) and PGIM Investments LLC (“PGIM Investments”) whereby the Company receives fee income based on policyholders’ separate account balances invested in the Advanced Series Trust. Income received from ASTISI and PGIM Investments related to this agreement was \$84 million and \$83 million for the three months ended June 30, 2019 and 2018, respectively, and \$165 million and \$167 million for the six months ended June 30, 2019 and 2018, respectively. These revenues are recorded as “Asset administration fees” in the Company’s Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss).

The Company has a revenue sharing agreement with PGIM Investments, whereby the Company receives fee income based on policyholders’ separate account balances invested in The Prudential Series Fund. Income received from PGIM Investments related to this agreement was \$3 million for both the three months ended June 30, 2019 and 2018, and \$5 million for both the six months ended June 30, 2019 and 2018. These revenues are recorded as “Asset administration fees” in the Company’s Unaudited Interim Consolidated Statements of Operations and Comprehensive Income (Loss).

Affiliated Notes Receivable

Affiliated notes receivable included in “Receivables from parent and affiliates” at June 30, 2019 and December 31, 2018 were as follows:

	<u>Maturity Dates</u>			<u>Interest Rates</u>			<u>June 30, 2019</u>	<u>December 31, 2018</u>
							(in thousands)	
U.S. dollar floating rate notes	2028			3.74%	-	4.03%	\$ 0	\$ 6,502
U.S. dollar fixed rate notes	2020	-	2027	0.00%	-	14.85%	127,862	128,140
Total notes receivable - affiliated(1)							<u>\$ 127,862</u>	<u>\$ 134,642</u>

(1) All notes receivable may be called for prepayment prior to the respective maturity dates under specified circumstances.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The affiliated notes receivable shown above are classified as available-for-sale securities and other trading assets carried at fair value. The Company monitors the internal and external credit ratings of these loans and loan performance. The Company also considers any guarantees made by Prudential Insurance for loans due from affiliates.

Accrued interest receivable related to these loans was \$1 million at both June 30, 2019 and December 31, 2018, and is included in "Other assets". Revenues related to these assets were \$1 million for both the three months ended June 30, 2019 and 2018, and \$2 million for both the six months ended June 30, 2019 and 2018, and are included in "Other income".

Affiliated Asset Transfers

The Company participates in affiliated asset trades with parent and sister companies. Book and market value differences for trades with a parent and sister are recognized within "Additional paid-in capital" ("APIC") and "Realized investment gains (losses), net", respectively. The table below shows affiliated asset trades for the six months ended June 30, 2019 and for the year ended December 31, 2018.

Affiliate	Date	Transaction	Security Type	Fair Value	Book Value	APIC, Net of Tax Increase/(Decrease)	Realized Investment Gain (Loss)
(in thousands)							
DART	January 2018	Purchase	Other Invested Assets	\$ 21,457	\$ 21,457	\$ 0	\$ 0
PALAC	April 2018	Purchase	Fixed Maturities	\$ 64,313	\$ 64,313	\$ 0	\$ 0
GUL Re	May 2018	Purchase	Fixed Maturities	\$ 87,486	\$ 87,486	\$ 0	\$ 0
GUL Re	May 2018	Purchase	Fixed Maturities	\$ 37,921	\$ 37,921	\$ 0	\$ 0
Prudential Realty Securities, Inc.	November 2018	Purchase	Commercial Mortgages	\$ 3,259	\$ 3,425	\$ 0	\$ (167)
Prudential Insurance	February 2019	Sale	Commercial Mortgages	\$ 4,995	\$ 5,000	\$ (4)	\$ 0
PALAC	April 2019	Sale	Equity Securities	\$ 14,525	\$ 13,466	\$ 0	\$ 1,059

Debt Agreements

The Company is authorized to borrow funds up to \$2.2 billion from affiliates to meet its capital and other funding needs. As of June 30, 2019 and December 31, 2018, there was no debt outstanding.

The total interest expense to the Company related to loans payable to affiliates was \$0.6 million and \$0.3 million for the three months ended June 30, 2019 and 2018, respectively, and \$0.8 million and \$0.4 million for the six months ended June 30, 2019 and 2018, respectively.

Contributed Capital and Dividends

Through June 2019, the Company did not receive any capital contributions from Prudential Insurance. In March 2018, the Company received a capital contribution in the amount of \$6 million from Prudential Insurance.

Through June 2019, the Company did not pay any dividends to Prudential Insurance. In 2018, the Company did not pay any dividends.

Reinsurance with Affiliates

As discussed in Note 6, the Company participates in reinsurance transactions with certain affiliates.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

10. COMMITMENTS AND CONTINGENT LIABILITIES***Commitments***

The Company has made commitments to fund commercial mortgage loans. As of June 30, 2019 and December 31, 2018, the outstanding balances on these commitments were \$60 million and \$14 million, respectively. The Company also made commitments to purchase or fund investments, mostly private fixed maturities. As of June 30, 2019 and December 31, 2018, \$265 million and \$257 million, respectively, of these commitments were outstanding.

Guarantees

In July 2017, the Company formed a joint venture with CT Corp to provide life insurance solutions in Indonesia. The Company owns a 49% interest in the joint venture and has entered into a shareholders agreement with CT Corp that sets out their respective rights and obligations with respect to the joint venture. Among other things, the shareholders agreement obligates the Company and CT Corp to provide capital to the joint venture, as necessary to comply with applicable law or to maintain a specified minimum amount of capital in the joint venture. This obligation is not limited to a maximum amount. The Company does not expect to make any payments on this guarantee and is not carrying any liabilities associated with the guarantee.

Contingent Liabilities

On an ongoing basis, the Company and its regulators review its operations including, but not limited to, sales and other customer interface procedures and practices, and procedures for meeting obligations to our customers and other parties. These reviews may result in the modification or enhancement of processes or the imposition of other action plans, including concerning management oversight, sales and other customer interface procedures and practices, and the timing or computation of payments to customers and other parties. In certain cases, if appropriate, the Company may offer customers or other parties remediation and may incur charges, including the cost of such remediation, administrative costs and regulatory fines.

The Company is subject to the laws and regulations of states and other jurisdictions concerning the identification, reporting and escheatment of unclaimed or abandoned funds, and is subject to audit and examination for compliance with these requirements.

It is possible that the results of operations or the cash flows of the Company in a particular quarterly or annual period could be materially affected as a result of payments in connection with the matters discussed above or other matters depending, in part, upon the results of operations or cash flows for such period. Management believes, however, that ultimate payments in connection with these matters, after consideration of applicable reserves and rights to indemnification, should not have a material adverse effect on the Company's financial position.

Litigation and Regulatory Matters

The Company is subject to legal and regulatory actions in the ordinary course of its business. Pending legal and regulatory actions include proceedings specific to the Company and proceedings generally applicable to business practices in the industry in which it operates. The Company is subject to class action lawsuits and other litigation involving a variety of issues and allegations involving sales practices, claims payments and procedures, premium charges, policy servicing and breach of fiduciary duty to customers. The Company is also subject to litigation arising out of its general business activities, such as its investments, contracts, leases and labor and employment relationships, including claims of discrimination and harassment, and could be exposed to claims or litigation concerning certain business or process patents. In addition, the Company, along with other participants in the businesses in which it engages, may be subject from time to time to investigations, examinations and inquiries, in some cases industry-wide, concerning issues or matters upon which such regulators have determined to focus. In some of the Company's pending legal and regulatory actions, parties are seeking large and/or indeterminate amounts, including punitive or exemplary damages. The outcome of litigation or a regulatory matter, and the amount or range of potential loss at any particular time, is often inherently uncertain.

PRUCO LIFE INSURANCE COMPANY
Notes to Unaudited Interim Consolidated Financial Statements—(Continued)

The Company establishes accruals for litigation and regulatory matters when it is probable that a loss has been incurred and the amount of that loss can be reasonably estimated. For litigation and regulatory matters where a loss may be reasonably possible, but not probable, or is probable but not reasonably estimable, no accrual is established, but the matter, if material, is disclosed. The Company estimates that as of June 30, 2019, the aggregate range of reasonably possible losses in excess of accruals established for those litigation and regulatory matters for which such an estimate currently can be made is less than \$100 million. This estimate is not an indication of expected loss, if any, or the Company's maximum possible loss exposure on such matters. The Company reviews relevant information with respect to its litigation and regulatory matters on a quarterly and annual basis and updates its accruals, disclosures and estimates of reasonably possible loss based on such reviews.

The following discussion of litigation and regulatory matters provides an update of those matters discussed in Note 14 to the Company's Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, and should be read in conjunction with the complete descriptions provided in the Form 10-K.

Securities Lending and Foreign Tax Reclaim Matter

In 2016, Prudential Financial self-reported to the SEC and the U.S. Department of Labor ("DOL"), and notified other regulators, that in some cases it failed to maximize securities lending income for the benefit of certain separate account investments due to a long-standing restriction benefiting Prudential Financial that limited the availability of loanable securities. Prudential Financial has removed the restriction and implemented a remediation plan for the benefit of customers. As part of Prudential Financial's review of this matter, in 2018 it further self-reported to the SEC, and notified other regulators, that in some cases it failed to timely process foreign tax reclaims for the separate account investments. Prudential Financial has corrected the foreign tax reclaim process and has implemented a remediation plan for the benefit of customers.

The DOL's review of the securities lending matter is closed. Prudential Financial is cooperating with the SEC in its review of the securities lending and foreign tax reclaim matters (which includes a review of the remediation plans) and has entered into discussions with the SEC staff regarding a possible settlement of both matters that would potentially involve charges under the Investment Advisers Act and financial remedies. Prudential Financial cannot predict the outcome of the discussions with the SEC regarding these matters.

Summary

The Company's litigation and regulatory matters are subject to many uncertainties, and given their complexity and scope, their outcome cannot be predicted. It is possible that the Company's results of operations or cash flows in a particular quarterly or annual period could be materially affected by an ultimate unfavorable resolution of pending litigation and regulatory matters depending, in part, upon the results of operations or cash flows for such period. In light of the unpredictability of the Company's litigation and regulatory matters, it is also possible that in certain cases an ultimate unfavorable resolution of one or more pending litigation or regulatory matters could have a material adverse effect on the Company's financial position. Management believes, however, that, based on information currently known to it, the ultimate outcome of all pending litigation and regulatory matters, after consideration of applicable reserves and rights to indemnification, is not likely to have a material adverse effect on the Company's financial position.

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 Pruco Life Insurance Company, or the "Company," as of June 30, 2019, compared with December 31, 2018, and its consolidated results of operations for the three and six months ended June 30, 2019 and 2018. You should read the following analysis of our consolidated financial condition and results of operations in conjunction with the MD&A, the "Risk Factors" section, and the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, as well as the statements under "Forward-Looking Statements" and the Unaudited Interim Consolidated Financial Statements included elsewhere in this Quarterly Report on Form 10-Q.

Overview

The Company sells variable and fixed annuities, universal life insurance, variable life insurance and term life insurance primarily through affiliated and unaffiliated distributors in the United States.

In July 2017, the Company announced the formation of a joint venture with CT Corp to provide life insurance solutions in Indonesia. CT Corp controls one of Indonesia's largest and most prominent business groups with primary areas of focus in the financial services, media, retail, property, lifestyle and entertainment sectors. The joint venture, in which the Company owns a 49% interest, uses a multi-product and multi-channel distribution approach and leverages CT Corp's existing businesses and strategic partnerships to offer insurance products to customers. While this transaction is expected to provide long-term growth potential, it is not currently significant to the operating results of the Company.

Regulatory Developments

SEC Best Interest Regulation

In June 2019, the SEC adopted a package of rulemakings and interpretative guidance that, among other things, requires broker-dealers to act in the best interest of retail customers when recommending securities transactions or investment strategies to them. The guidance also clarifies the SEC's views of the fiduciary duty that investment advisers owe to their clients. The new best interest standards will become effective on June 30, 2020. We are evaluating the impact of the new standards and believe that they will apply to recommendations to purchase certain of our products, and will result in increased compliance costs, in particular in our Prudential Advisors distribution system.

SECURE Act

In May 2019, the U.S. House of Representatives passed the Setting Every Community up for Retirement Enhancement ("SECURE") Act. If enacted into law in its current form, the SECURE Act would help promote retirement plan coverage by expanding access to and use of Multiple Employer Plans; facilitate access to lifetime income disclosures for plan participants to better understand how their retirement savings translate into monthly lifetime income in retirement; improve upon the current annuity selection safe harbor; and provide lifetime income portability. We cannot predict whether the SECURE Act will ultimately be adopted, or its impact on our business.

For additional information on the potential impacts of regulation on the Company see "Business—Regulation" and "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2018.

Impact of a Low Interest Rate Environment

As a global financial services company, market interest rates are a key driver of our results of operations and financial condition. Changes in interest rates can affect our results of operations and/or our financial condition in several ways, including favorable or adverse impacts to:

- investment-related activity, including: investment income returns, net interest margins, net investment spread results, new money rates, mortgage loan prepayments and bond redemptions;
- insurance reserve levels, market experience true-ups and amortization of deferred policy acquisition costs ("DAC")
- customer account values, including their impact on fee income;
- product offerings, design features, crediting rates and sales mix; and
- policyholder behavior, including surrender or withdrawal activity.

Interest rates in the U.S. have experienced a period of historically low levels in large part due to Federal Reserve efforts to assist with the economic recovery subsequent to the financial crisis of 2008. While market conditions and events make uncertain the timing, amount and impact of any monetary policy decisions by the Federal Reserve, a trend of rising interest rates may enhance our reinvestment yields, primarily for our investments in fixed maturity securities and commercial mortgage loans. As interest rates rise, our reinvestment yield may approach or exceed the overall portfolio yield. Conversely, if interest rates were to decline, our reinvestment yield may fall below our overall portfolio yield, resulting in an unfavorable impact to earnings.

For more information on interest rate risks, see "Risk Factors—Market Risk" included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Revenues and Expenses

The Company earns revenues principally from insurance premiums, mortality and expense fees, asset administration fees from insurance and investment products, and from net investment income on the investment of general account and other funds. The Company receives premiums primarily from the sale of individual life insurance and annuity products. The Company earns mortality and expense fees, and asset administration fees, primarily from the sale and servicing of universal life insurance and separate account products including variable life insurance and variable annuities. The Company's operating expenses principally consist of insurance benefits provided and reserves established for anticipated future insurance benefits, general business expenses, reinsurance premiums, commissions and other costs of selling and servicing the various products sold and interest credited on general account liabilities.

Profitability

The Company's profitability depends principally on its ability to price our insurance and annuity products at a level that enables us to earn a margin over the costs associated with providing benefits and administering those products. Profitability also depends on, among other items, our actuarial and policyholder behavior experience on insurance and annuity products, our ability to attract and retain customer assets, generate and maintain favorable investment results, and manage expenses.

See "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 for a discussion of risks that have materially affected and may affect in the future the Company's business, results of operations or financial condition, or cause the Company's actual results to differ materially from those expected or those expressed in any forward looking statements made by or on behalf of the Company.

Accounting Policies & Pronouncements

Application of Critical Accounting Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the application of accounting policies that often involve a significant degree of judgment. Management reviews estimates and assumptions used in the preparation of financial statements on an ongoing basis. If management determines that modifications in assumptions and estimates are appropriate given current facts and circumstances, the Company's results of operations and financial position as reported in the Unaudited Interim Consolidated Financial Statements could change significantly.

Management believes the accounting policies relating to the following areas are most dependent on the application of estimates and assumptions and require management's most difficult, subjective, or complex judgments:

- DAC and other costs, including deferred sales inducements ("DSI");
- Policyholder liabilities;
- Valuation of investments, including derivatives, and the recognition of other-than-temporary impairments ("OTTI");
- Reinsurance recoverables;
- Taxes on income; and
- Reserves for contingencies, including reserves for losses in connection with unresolved legal matters.

Market Performance - Equity and Interest Assumptions

DAC and other costs associated with the variable and universal life policies and the variable and fixed annuity contracts are generally amortized over the expected lives of these policies in proportion to total gross profits. Total gross profits include both actual gross profits and estimates of gross profits for future periods. The quarterly adjustments for market performance reflect the impact of changes to our estimate of total gross profits to reflect actual fund performance and market conditions. A significant portion of gross profits for our variable annuity contracts and, to a lesser degree, our variable life policies are dependent upon the total rate of return on assets held in separate account investment options. This rate of return influences the fees we earn, costs we incur associated with the guaranteed minimum death and guaranteed minimum income benefit features related to our variable annuity contracts, as well as other sources of profit. Returns that are higher than our expectations for a given period produce higher than expected account balances, which increase the future fees we expect to earn and decrease the future costs we expect to incur associated with the guaranteed minimum death and guaranteed minimum income benefit features related to our variable annuity contracts. The opposite occurs when returns are lower than our expectations. The changes in future expected gross profits are used to recognize a cumulative adjustment to all prior periods' amortization.

Furthermore, the calculation of the estimated liability for future policy benefits related to certain insurance products includes an estimate of associated revenues and expenses that are dependent on both historical market performance as well as estimates of market performance in the future. Similar to DAC and other costs described above, these liabilities are subject to quarterly adjustments for experience including market performance, in addition to annual adjustments resulting from our annual reviews of assumptions.

The weighted average rate of return assumptions used in developing estimated market returns consider many factors specific to each business, including asset durations, asset allocations and other factors. With regard to equity market assumptions, the near-term future rate of return assumption used in evaluating DAC, other costs and liabilities for future policy benefits for certain of our products, primarily domestic variable annuity and variable life insurance products, is generally updated each quarter and is derived using a reversion to the mean approach, a common industry practice. Under this approach, we consider historical equity returns and adjust projected equity returns over an initial future period of five years (the “near-term”) so that equity returns converge to the long-term expected rate of return. If the near-term projected future rate of return is greater than our near-term maximum future rate of return of 15.0%, we use our maximum future rate of return. As of June 30, 2019, our variable annuities and variable life insurance businesses assume an 8.0% long-term equity expected rate of return and a 4.3% near-term mean reversion equity expected rate of return.

With regard to interest rate assumptions, we generally update the future interest rates used to project fixed income returns annually. As a result of our 2019 annual reviews and update of assumptions and other refinements, we kept our long-term expectation of the 10-year U.S. Treasury rate unchanged and continue to grade to a rate of 3.75% over ten years. As part of our market experience updates, in the second quarter of 2019, we updated our near-term projections of interest rates to reflect a decrease in current rates.

Adoption of New Accounting Pronouncements

See Note 2 to our Unaudited Interim Consolidated Financial Statements for a discussion of newly adopted accounting pronouncements and accounting pronouncements issued but not yet adopted.

Changes in Financial Position

June 30, 2019 versus December 31, 2018

Total assets increased \$18.8 billion, from \$164.7 billion at December 31, 2018 to \$183.5 billion at June 30, 2019. Significant components were:

- Separate account assets increased \$13.6 billion, primarily driven by favorable market performance and sales partially offset by outflows to policyholders and policy charges;
- Reinsurance recoverables increased \$4.2 billion, primarily driven by an increase in the annuity reinsured living benefit liabilities resulting from an increase in future expected benefit payments driven by the decline in interest rates and non-performance risk ("NPR") spread tightening, partially offset by favorable equity markets, as well as continued universal and term life business growth and impact from our annual reviews and update of assumptions and other refinements;
- Total investments and cash and cash equivalents increased \$0.8 billion primarily driven by universal, term and variable life business growth and unrealized investment gains due to declining interest rates; and

Total liabilities increased \$18.5 billion, from \$161.9 billion at December 31, 2018 to \$180.4 billion at June 30, 2019. Significant components were:

- Separate account liabilities increased \$13.6 billion, corresponding to the increase in separate account assets described above;
- Future policy benefits increased \$4.7 billion, primarily driven by an increase in the annuity reinsured living benefit liabilities, as well as growth in term and universal life business, as discussed above, an unfavorable impact from our annual reviews and update of assumptions and other refinements and the impact of unrealized gains on guaranteed minimum death benefits reserves;

Total equity increased \$0.4 billion, from \$2.7 billion at December 31, 2018 to \$3.1 billion at June 30, 2019, primarily driven by an accumulated other comprehensive income increase of \$0.3 billion driven by unrealized investment gains and an increase of \$0.1 billion from after tax net income.

Results of Operations

Income (loss) from Operations before Income Taxes

2019 to 2018 Three Months Comparison

Income (loss) from operations before income taxes decreased \$9 million from \$23 million for the three months ended June 30, 2018 to \$14 million for the three months ended June 30, 2019, including an unfavorable comparative net impact of \$33 million from our annual reviews and update of assumptions and other refinements. Results for the second quarter of 2019 included a \$15 million net charge from this annual review, mainly driven by unfavorable impacts related to insurance assumption updates. Results for the second quarter of 2018 included a \$18 million net benefit from this annual review, mainly driven by favorable impacts related to mortality and investment assumption updates. Excluding this item, income (loss) from operations before income taxes increased \$24 million, primarily driven by higher Policy charges and fee income as a result of business growth and higher profits on products that are subject to principle-based reserving (PBR) and retained in the Company and not reinsured to our affiliated captive reinsurance companies, as well as, higher Net investment income primarily driven by higher income on non-coupon investments. Partially offsetting the increases to net income is an unfavorable impact of Realized gains (losses) as a result of realized losses on derivatives and fixed maturities. For more information on PBR products, please see the "Term and Universal Life Reserve Financing" section within the "Liquidity and Capital Resources" section below.

2019 to 2018 Six Months Comparison

Income (loss) from operations before income taxes increased \$53 million from \$33 million for the first six months of 2018 to \$86 million for the first six months of 2019, including an unfavorable comparative net impact of \$33 million from our annual reviews and update of assumptions and other refinements, as discussed above. Excluding this item, income (loss) from operations before income taxes increased \$86 million, primarily driven by higher Policy charges and fee income as a result of business growth and higher profits on PBR products that are retained in the Company and not reinsured to our affiliated captive reinsurance companies as well as higher Net investment income primarily driven by higher income on non-coupon investments. Also contributing to the increase in net income is a decrease in General, administrative, and other expenses primarily driven by the favorable impact from deferred reinsurance activity in the annuities business. Partially offsetting the increases to net income is an unfavorable impact of Realized gains (losses) as a result of realized losses on derivatives and fixed maturities.

Revenues, Benefits and Expenses

2019 to 2018 Three Months Comparison

Revenues decreased \$15 million from \$248 million for the three months ended June 30, 2018 to \$233 million for the three months ended June 30, 2019. Excluding the impact of our annual reviews and update of assumptions and other refinements, as discussed above, revenues increased by \$38 million primarily driven by higher Policy charges and fee income of \$38 million as a result of business growth and higher profits on PBR products and higher Net investment income of \$24 million driven by higher income on non-coupon investments, partially offset by an unfavorable impact of Realized gains (losses) of \$21 million as a result of realized losses of on derivatives and fixed maturities, as discussed above.

Benefits and expenses decreased \$6 million from \$225 million for the three months ended June 30, 2018 to \$219 million for the three months ended June 30, 2019. Excluding the impact of our annual reviews and update of assumptions and other refinements, as discussed above, benefits and expenses increased by \$14 million primarily driven by higher Interest credited to policyholders' account balances of \$8 million primarily driven by business growth in universal life products and the impact from PBR products being fully retained in the Company. Also contributing to the increase, is higher amortization of Deferred policy acquisition costs of \$4 million primarily driven by unfavorable mortality and the impact from new business.

2019 to 2018 Six Months Comparison

Revenues increased \$19 million from \$437 million for the six months ended June 30, 2018 to \$456 million for the six months ended June 30, 2019. Excluding the impact of our annual reviews and update of assumptions and other refinements, as discussed above, revenues increased \$72 million primarily driven by higher Policy charges and fee income of \$48 million, as a result of business growth and higher profits on PBR products and higher Net investment income of \$39 million driven by higher income on non-coupon investments, partially offset by an unfavorable impact of Realized gains (losses) of \$18 million as a result of realized losses of on derivatives and fixed maturities, as discussed above.

Benefits and expenses decreased \$34 million from \$404 million for the six months ended June 30, 2018 to \$370 million for the six months ended June 30, 2019. Excluding the impact of our annual reviews and update of assumptions and other refinements, as discussed above, benefits and expenses decreased \$14 million resulting from a decrease in General, administrative, and other expenses primarily driven by a favorable impact from deferred reinsurance activity in the annuities business, as discussed above.

Variable Annuity Risks and Risk Mitigants

The following is a summary of: (i) certain risks associated with individual annuity products and (ii) certain strategies in mitigating those risks, including any updates to those strategies since the previous year end. For a more detailed description of these items and their related accounting treatment, refer to the complete descriptions provided in our Annual Report on Form 10-K for the year ended December 31, 2018.

The primary risk exposures of our variable annuity contracts relate to actual deviations from, or changes to, the assumptions used in the original pricing of these products, including capital markets assumptions such as equity market returns, interest rates and market volatility, along with actuarial assumptions such as contractholder mortality, the timing and amount of annuitization and withdrawals, and contract lapses. For these risk exposures, achievement of our expected earnings and profitability is subject to the risk that actual experience will differ from the assumptions used in the original pricing of these products. Prudential Financial currently manages our exposure to certain risks driven by capital markets fluctuations primarily through a combination of product design features, an Asset Liability Management ("ALM") Strategy and External Reinsurance.

Product Design Features

A portion of the variable annuity contracts that we offer include an asset transfer feature. This feature is implemented at the contract level, and transfers assets between certain variable investment sub-accounts selected by the annuity contractholder and, depending on the benefit feature, a fixed-rate account in the general account or a bond fund sub-account within the separate account. The objective of the asset transfer feature is to reduce our exposure to equity market risk and market volatility. The asset transfer feature associated with currently-sold highest daily living benefit products uses a designated bond fund sub-account within the separate account. The transfers are based on a static mathematical formula used with the particular benefit which considers a number of factors, including, but not limited to, the impact of investment performance on the contractholder's total account value. Other product design features we utilize include, among others, asset allocation restrictions, minimum issuance age requirements and certain limitations on the amount of contractholder deposits, as well as a required minimum allocation to our general account for certain of our products. We have also introduced products that diversify our risk profile and have incorporated provisions in product design allowing frequent revisions of key pricing elements for certain products. In addition, there is diversity in our fee arrangements, as certain fees are primarily based on the benefit guarantee amount, the contractholder account value and/or premiums, which helps preserve certain revenue streams when market fluctuations cause account values to decline.

External Reinsurance

As of June 30, 2019, the living benefit guarantees associated with \$3.1 billion of HDI v3.0 account values are reinsured to Union Hamilton Reinsurance Ltd., an external counterparty, pursuant to a quota share agreement that covered approximately 50% of new business between April 1, 2015 and December 31, 2016. HDI v3.0 is the current version of our "highest daily" living benefits guarantee that is available with our Prudential Premier® Retirement Variable Annuity. New sales of HDI v3.0 subsequent to December 31, 2016 are not covered by this external reinsurance agreement.

Asset Liability Management Strategy (including fixed income instruments and derivatives)

The current ALM strategy conducted within PALAC and Prudential Insurance utilizes a combination of both traditional fixed income instruments and derivatives to defray potential claims associated with our variable annuity living benefit guarantees. The economic liability we manage with this ALM strategy consists of expected living benefit claims under less severe market conditions, which are managed using a traditional ALM strategy through the accumulation of fixed income and derivative instruments, and potential living benefit claims resulting from more severe market conditions, which are hedged using derivative instruments. For the portion of our ALM strategy executed with derivatives, PALAC and Prudential Insurance enter into a range of exchange-traded, cleared, and over-the-counter ("OTC") equity and interest rate derivatives, including, but not limited to: equity and treasury futures; total return and interest rate swaps; and options including equity options, swaptions, and floors and caps. Since the ALM strategy is conducted in PALAC and Prudential Insurance, the results of the strategy do not directly impact the Company's results of operations or financial condition.

Capital Hedge Program

We employ a capital hedge program within PALAC to further hedge equity market impacts. The program is intended to protect a portion of the overall capital position of the variable annuities business against its exposure to the equity markets. The capital hedge program is conducted using equity derivatives which include equity call and put options, total return swaps and futures contracts. Since the capital hedge program is conducted in PALAC, the results of the strategy do not directly impact the Company's results of operations or financial condition.

Income Taxes

For information regarding income taxes, see Note 7 to the Unaudited Interim Consolidated Financial Statements.

Liquidity and Capital Resources

This section supplements and should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources” included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Overview

Liquidity refers to the ability to generate sufficient cash resources to meet the payment obligations of the Company. Capital refers to the long-term financial resources available to support the operations of our business, fund business growth, and provide a cushion to withstand adverse circumstances. Our ability to generate and maintain sufficient liquidity and capital depends on the profitability of our business, general economic conditions, our ability to borrow from affiliates and our access to the capital markets through affiliates as described herein.

Effective and prudent liquidity and capital management is a priority across the organization. Management monitors the liquidity of Prudential Financial, Prudential Insurance and the Company on a daily basis and projects borrowing and capital needs over a multi-year time horizon through our periodic planning process. We believe that cash flows from the sources of funds available to us are sufficient to satisfy the current liquidity requirements of Prudential Insurance, Prudential Financial and the Company, including under reasonably foreseeable stress scenarios. Prudential Financial has a capital management framework in place that governs the allocation of capital and approval of capital uses.

Our businesses are subject to comprehensive regulation and supervision by domestic and international regulators. These regulations currently include, or may include in the future requirements and limitations (many of which are the subject of ongoing rule-making) relating to capital, leverage, liquidity, stress-testing, overall risk management, credit exposure reporting and credit concentration. For information on these regulatory initiatives and their potential impact on us, see “Business—Regulation” and “Risk Factors” included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Capital

Our capital management framework is primarily based on statutory Risk-Based Capital ("RBC") measures. The RBC ratios are a primary measure of the capital adequacy of the Company. RBC is calculated based on statutory financial statements and risk formulas consistent with the practices of the National Association of Insurance Commissioners ("NAIC"). RBC considers, among other things, risks related to the type and quality of the invested assets, insurance-related risks associated with an insurer’s products and liabilities, interest rate risks and general business risks. RBC ratio calculations are intended to assist insurance regulators in measuring an insurer’s solvency and ability to pay future claims. The reporting of RBC measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities, but is available to the public. The Company’s capital levels substantially exceed the minimum level required by applicable insurance regulations. Our regulatory capital levels may be affected in the future by changes to the applicable regulations, proposals for which are currently under consideration by both domestic and international insurance regulators.

The regulatory capital level of the Company can be materially impacted by interest rate and equity market fluctuations, changes in the values of derivatives, the level of impairments recorded, and credit quality migration of the investment portfolio, among other items. In addition, the reinsurance of business or the recapture of business subject to reinsurance arrangements due to defaults by, or credit quality migration affecting, the reinsurers or for other reasons could negatively impact regulatory capital levels. The Company’s regulatory capital level is also affected by statutory accounting rules, which are subject to change by each applicable insurance regulator.

Capital Protection Framework

Prudential Financial and the Company employ a Capital Protection Framework (the "Framework") to ensure that sufficient capital resources are available to maintain adequate capitalization and competitive RBC ratios and solvency margins under various stress scenarios. The Framework incorporates the potential impacts from market related stresses, including equity markets, real estate, interest rates, credit losses and foreign currency exchange rates.

The Framework accommodates periodic volatility within ranges that we deem acceptable, while also providing for additional potential sources of capital, including on-balance sheet capital, capacity, and contingent sources of capital. We believe we currently have access to sufficient resources, either directly, or indirectly through Prudential Financial, to maintain adequate capitalization.

Affiliated Captive Reinsurance Companies

See "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources-Capital-Affiliated Captive Reinsurance Companies" included in our Annual Report on Form 10-K for the year ended December 31, 2018, for a discussion of our use of captive reinsurance companies.

Liquidity

Our liquidity is managed to ensure stable, reliable and cost-effective sources of cash flows to meet all of our obligations. Liquidity is provided by a variety of sources, as described more fully below, including portfolios of liquid assets. Our investment portfolios are integral to the overall liquidity of the Company. We use a projection process for cash flows from operations to ensure sufficient liquidity to meet projected cash outflows, including claims. The impact of Prudential Funding, LLC ("Prudential Funding"), a wholly-owned subsidiary of Prudential Insurance, financing capacity on liquidity is considered in the internal liquidity measures of the Company.

Liquidity is measured against internally-developed benchmarks that take into account the characteristics of both the asset portfolio and the liabilities that they support. We consider attributes of the various categories of liquid assets (for example, type of asset and credit quality) in calculating internal liquidity measures to evaluate our liquidity under various stress scenarios, including company-specific and market-wide events. We continue to believe that cash generated by ongoing operations and the liquidity profile of our assets provide sufficient liquidity under reasonably foreseeable stress scenarios.

Cash Flow

The principal sources of the Company's liquidity are premiums and certain annuity considerations, investment and fee income, investment maturities, sales of investments and internal borrowings. The principal uses of that liquidity include benefits, claims, and payments to policyholders and contractholders in connection with surrenders, withdrawals and net policy loan activity. Other uses of liquidity include commissions, general and administrative expenses, purchases of investments, the payment of dividends and returns of capital to the parent company, hedging and reinsurance activity and payments in connection with financing activities.

Liquid Assets

Liquid assets include cash and cash equivalents, short-term investments, U.S. Treasury fixed maturities, and fixed maturities that are not designated as held-to-maturity and public equity securities. As of June 30, 2019 and December 31, 2018 the Company had liquid assets of \$6,439 million and \$5,695 million, respectively. The portion of liquid assets comprised of cash and cash equivalents and short-term investments was \$416 million and \$417 million as of June 30, 2019 and December 31, 2018, respectively. As of June 30, 2019, \$5,595 million, or 94%, of the fixed maturity investments in company general account portfolios, were rated high or highest quality based on NAIC or equivalent rating.

Term and Universal Life Reserve Financing

The Company uses affiliated captive reinsurance companies to finance the portion of the statutory reserves required to be held under Regulation XXX and Guideline AXXX that is considered to be non-economic. The financing arrangements involve the reinsurance of term and universal life business to our affiliated captive reinsurers and the issuance of surplus notes by those affiliated captives that are treated as capital for statutory purposes. These surplus notes are subordinated to policyholder obligations, and the payment of principal and interest on the surplus notes can only be made with prior insurance regulatory approval.

As of June 30, 2019, the affiliated captive reinsurance companies have entered into agreements with external counterparties providing for the issuance of up to an aggregate of \$13.7 billion of surplus notes by our affiliated captive reinsurers in return for the receipt of credit-linked notes (“Credit-Linked Note Structures”), of which \$11.5 billion of surplus notes was outstanding as of June 30, 2019. Under the agreements, the affiliated captive receives in exchange for the surplus notes one or more credit-linked notes issued by a special-purpose affiliate of the Company with an aggregate principal amount equal to the surplus notes outstanding. The affiliated captive holds the credit-linked notes as assets supporting Regulation XXX or Guideline AXXX non-economic reserves, as applicable. For more information on the Credit-Linked Note Structures, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources-Financing Activities” in the Annual Report on Form 10-K for the year ended December 31, 2018.

As of June 30, 2019, our affiliated captive reinsurance companies had outstanding an aggregate of \$2.3 billion of debt issued for the purpose of financing Regulation XXX and Guideline AXXX non-economic reserves, of which approximately \$0.6 billion relates to Regulation XXX reserves and approximately \$1.7 billion relates to Guideline AXXX reserves. In addition, as of June 30, 2019, for purposes of financing Guideline AXXX reserves, our affiliated captives had outstanding approximately \$4.0 billion of surplus notes that were issued to affiliates.

The Company has introduced updated versions of several products in its individual life product portfolio in conjunction with the requirement to adopt PBR by January 1, 2020. During 2017, the Company adopted PBR for its guaranteed universal life products and introduced updated versions of these products. The guaranteed universal life updated products support the principle-based statutory reserve level without the need for captive reserve financing. The Company is continuing to assess the impact of current and proposed amendments to PBR on projected statutory reserve levels and product pricing. The Company is on track to adopt principle-based reserving for its remaining portfolio of individual life product offerings by January 1, 2020.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of fluctuations in the value of financial instruments as a result of absolute or relative changes in interest rates, foreign currency exchange rates, equity prices or commodity prices. To varying degrees, our products and services, and the investment activities supporting them, generate exposure to market risk. The market risk incurred, and our strategies for managing this risk, vary by product. As of June 30, 2019, there have been no material changes in our economic exposure to market risk from December 31, 2018, a description of which may be found in our Annual Report on Form 10-K for the year ended December 31, 2018, Item 7A, “Quantitative and Qualitative Disclosures about Market Risk,” filed with the SEC. See Item 1A, “Risk Factors” included in the Annual Report on Form 10-K for the year ended December 31, 2018, for a discussion of how difficult conditions in the financial markets and the economy generally may materially adversely affect our business and results of our operations.

Item 4. Controls and Procedures

In order to ensure that the information we must disclose in our filings with the SEC is recorded, processed, summarized, and reported on a timely basis, the Company’s management, including our Chief Executive Officer and Chief Financial Officer, have reviewed and evaluated the effectiveness of our disclosure controls and procedures, as defined in Securities Exchange Act of 1934, as amended (“Exchange Act”) Rule 13a-15(e), as of June 30, 2019. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2019, our disclosure controls and procedures were effective. No change in our internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f), occurred during the quarter ended June 30, 2019, 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

See Note 10 to the Unaudited Interim Consolidated Financial Statements under “—Litigation and Regulatory Matters” for a description of certain pending litigation and regulatory matters affecting us, and certain risks to our business presented by such matters, which is incorporated herein by reference.

Item 1A. Risk Factors

You should carefully consider the risks described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018. These risks could materially affect our business, results of operations or financial condition or cause our actual results to differ materially from those expected or those expressed in any forward-looking statements made by or on behalf of the Company. These risks are not exclusive, and additional risks to which we are subject include, but are not limited to, the factors mentioned under “Forward-Looking Statements” above and the risks of our business described elsewhere in this Quarterly Report on Form 10-Q.

Item 6. Exhibits

EXHIBIT INDEX

[31.1 Section 302 Certification of the Chief Executive Officer](#)

[31.2 Section 302 Certification of the Chief Financial Officer](#)

[32.1 Section 906 Certification of the Chief Executive Officer](#)

[32.2 Section 906 Certification of the Chief Financial Officer](#)

101.INS - XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

101.SCH - XBRL Taxonomy Extension Schema Document.

101.CAL - XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB - XBRL Taxonomy Extension Label Linkbase Document

101.PRE - XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF - XBRL Taxonomy Extension Definition Linkbase Document

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.

Pruco Life Insurance Company

By: /s/ John Chieffo

Name: John Chieffo
Vice President and Chief Financial Officer
(Authorized Signatory and Principal Financial Officer)

Date: August 13, 2019

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

I, Kent D. Sluyter, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pruco Life Insurance Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2019

/s/ Kent D. Sluyter

Kent D. Sluyter

President and Chief Executive Officer

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

I, John Chieffo, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pruco Life Insurance Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 13, 2019

/s/ John Chieffo

John Chieffo

Vice President and Chief Financial Officer

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

Pursuant to 18 U.S.C. § 1350, I, Kent D. Sluyter, President and Chief Executive Officer of Pruco Life Insurance Company (the “Company”), hereby certify that the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 13, 2019

/s/ Kent D. Sluyter

Kent D. Sluyter

President and Chief Executive Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER

Pursuant to 18 U.S.C. § 1350, I, John Chieffo, Vice President and Chief Financial Officer of Pruco Life Insurance Company (the “Company”), hereby certify that the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 13, 2019

/s/ John Chieffo

John Chieffo

Vice President and Chief Financial Officer

The foregoing certification is being furnished solely pursuant to 18 U.S.C. § 1350 and is not being filed as part of the Report or as a separate disclosure document.