



U.S. Securities and Exchange Commission
Division of Investment
Management

September 29, 2023

VIA ELECTRONIC MAIL

RESPONSE OF CHIEF ACCOUNTANT'S OFFICE
DIVISION OF INVESTMENT MANAGEMENT

Stephen E. Roth
Eversheds Sutherland (US) LLP
Email: steveroth@eversheds-sutherland.com

Re: Eagle Life Insurance Company

By letter dated September 29, 2023 (“Request Letter”), you request permission under Regulation S-X 3-13 (“Rule 3-13”) for Eagle Life Insurance Company (the “Company”) to file audited financial statements prepared in accordance with statutory accounting principles¹ (“SAP”), in place of financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”), in registration statements on Form S-1 that the Company intends to file for certain index-linked annuity contracts described in the Request Letter (the “Contracts”) in satisfaction of the financial information required by Form S-1, including the requirements of Items 11(e), 11(g), and 16(b) of Form S-1, as described in the Request Letter.

Based on the facts and representations set forth in the Request Letter, as well as the conditions outlined in the Request Letter,² and without necessarily agreeing with all of your analysis, your request for permission under Rule 3-13 for the Company to file SAP financial statements, audited by an independent auditor, in lieu of GAAP financial statements in registration statements filed for the Contracts on Form S-1, as it relates to the accounting basis of those financial statements only and as described above, is granted.³

¹ You note that these principles are those that are prescribed or permitted by the Company’s domiciliary state regulator.

² Any different facts, representations or conditions might require the Division to reach a different conclusion.

³ Our position has been developed in consultation with the staff of the Commission’s Office of the Chief

If you have any questions regarding this letter, please call the Chief Accountant's Office of the Division of Investment Management at (202) 551-6918.

Sincerely,



Chief Accountant

Division of Investment Management

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Accountant.

This permission is provided for the Contracts described in the Request Letter based on the facts disclosed therein, including that the Contracts seeking to rely on the permission are non-variable annuity contracts classified as market-value adjusted annuities, contingent deferred annuities, and/or indexed annuities. As to any Contract registered or materially amended in the future, this permission is subject to the Commission staff's assessment of the Contract's registration statement for consistency with the facts described in the Request Letter and the intended product types. In this regard, you have stated that each Company will notify the staff, in a letter accompanying the filing of any new registration statement for a Contract or any post-effective amendment to an existing registration statement that reflects a material change to a Contract, of its intent to rely on the permission granted in this letter.

September 29, 2023

Via E-Mail

Mr. Jenson Wayne
Chief Accountant
Division of Investment Management
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: Eagle Life Insurance Company

Dear Mr. Wayne:

On behalf of Eagle Life Insurance Company ("Eagle Life" or the "Company"), we respectfully request that, pursuant to Rule 3-13 of Regulation S-X, the staff of the Division of Investment Management (the "Staff") permit the Company to file audited financial statements prepared in accordance with statutory accounting principles ("SAP") prescribed or permitted by its domiciliary state regulator in place of financial statements prepared in accordance with United States generally accepted accounting principles ("GAAP") in registration statements on Form S-1 that the Company intends to file for certain index-linked annuity contracts described in this letter ("Contracts"), in satisfaction of the financial information required by Form S-1, including the requirements of Items 11(e), 11(g), and 16(b) of the Form.

Because the Contracts will be insurance products subject to state regulation, the Company believes that SAP financial statements are of a comparable character to GAAP financial statements and would provide investors in the Contracts ("Contract owners") with sufficient information to assess the Company's ability to meet its obligations under the Contracts, and that filing SAP financial statements in place of GAAP financial statements in registration statements on Form S-1 for the Contracts would be consistent with investor protection. Forms N-3, N-4 and N-6 already permit insurers that meet certain criteria to use SAP financial statements in registration statements for variable insurance products registered on those forms, which relief is intended to reduce the burden on insurance companies that would otherwise prepare GAAP financial statements solely to register variable insurance products. Because of the significant costs and administrative burdens associated with preparing GAAP financial statements, relief permitting use of SAP financial statements in Forms N-3, N-4, and N-6 serves as a precedent for allowing use of SAP financial statements in registration statements on Form S-1 for the Contracts.

The Company

Eagle Life is a direct wholly-owned subsidiary of American Equity Investment Life Insurance Company ("American Equity Life"), which is a wholly-owned subsidiary of American Equity Investment Life Holding Company ("AEL Holdco"). Eagle Life primarily issues fixed index and fixed rate annuities through a distribution network consisting of broker/dealers, banks and registered investment advisors. As of December 31, 2022, the Company was licensed to sell insurance products in 48 states and the District of Columbia.

Eagle Life is domiciled in the State of Iowa and is subject to regulation by the Iowa Division of Insurance. The Company neither issues nor has outstanding any publicly available traded equity securities (i.e., common stock or preferred stock); nor does the Company have any publicly traded debt securities outstanding. The Contracts will be the first securities that the Company registers with the Securities & Exchange Commission ("SEC") that would require it to prepare entity level GAAP financial statements.

American Equity Life is a full-service underwriter of a broad array of annuity and insurance products with business consisting primarily of the sale of fixed index and fixed rate annuities through an independent agent distribution network. AEL Holdco is an insurance holding company that is registered with the SEC under the Securities Exchange Act of 1934 (the "1934 Act") and files periodic reports under the 1934 Act. AEL Holdco is primarily engaged in the business of insurance through its wholly-owned insurance subsidiaries.

AEL Holdco prepares GAAP financial statements for inclusion in the reports it files under the 1934 Act. The Company currently provides certain GAAP information to AEL Holdco for consolidation in the GAAP financial statements that it files in its 1934 Act reports. However, the GAAP financial information that the Company prepares does not and will not constitute a GAAP reporting package or partial GAAP financial statements.

As an insurance company subject to state regulation, Eagle Life prepares SAP financial statements that are audited by an independent auditor and are filed with the Iowa Insurance Division and the National Association of Insurance Commissioners. The Company manages its business on the basis of the SAP financial statements.

State regulators periodically examine the SAP financial statements as part of a comprehensive regulatory program that focuses on the Company's solvency, with the goal of ensuring that the Company can fulfill its contractual obligations to its contract owners. The ultimate objective of state solvency regulation is to ensure that an insurance company can pay contract owner liabilities when they become due and that the insurance company maintains capital and surplus at all times in such forms as required by state law to provide a margin of safety. With the objective of solvency regulation and contract owner protection, SAP focus on an insurance company's balance sheet and solvency and emphasize the insurance company's liquidity.

The Company is eligible for the exemption from filing periodic reports required by the 1934 Act provided by Rule 12h-7 thereunder and it will rely on this exemption and comply with the conditions of the rule as long as the Company relies on the permission provided in response to this letter. The Company is subject to supervision by the Insurance Commissioner of the State of Iowa. The Contracts will not constitute an equity interest in the Company and will be subject to regulation under the insurance laws of the Company's domiciliary state. The Company files annual statements of its financial condition with, and is supervised and has its financial condition periodically examined by, the Iowa Division of Insurance. The Contracts will not be listed, traded, or quoted on an exchange, alternative trading system, inter-dealer quotation system, electronic communications network, or any other similar system, network, or publication for trading or quoting. The Company will take steps reasonably designed to ensure that a trading market for the Contracts does not develop. The prospectus for the Contracts will disclose that the Company relies on the relief provided by Rule 12h-7.

The Contracts

The Contracts that Eagle Life intends to register with the SEC on Form S-1 and for which it seeks permission will be standalone registered index-linked annuity contracts and/or combination annuity contracts that offer variable investment options as well as registered index-linked investment options. During the accumulation phase of the Contracts, Contract owners may select among a set of interest crediting options that are each linked to the performance of a specified market index or benchmark. These interest crediting options will offer different protection features, such as a "buffer" that establishes the maximum amount of negative market performance the Company will absorb before the

negative performance is applied to the Contract at the end of the investment option period. Each protection feature may have a corresponding "cap" and/or "participation rate" that establishes the maximum positive market performance that may be credited to the Contract at the end of the investment option period. Index-linked investment options may, in the future, include other forms of downside protection or limits on the maximum positive performance credited to the Contract. Proceeds payable to a Contract owner who withdraws Contract value or surrenders the Contract before the end of the investment option period will be subject to a positive or negative adjustment that is calculated according to a formula that is prescribed by the Contract.

The Company's Request Pursuant to Rule 3-13

Rule 3-13 of Regulation S-X provides that the SEC "may, upon the informal written request of the registrant, and where consistent with the protection of investors, permit the omission of one or more of the financial statements herein required or the filing in substitution therefor of appropriate statements of comparable character." The Company requests permission pursuant to Rule 3-13 of Regulation S-X to file SAP financial statements in place of GAAP financial statements in the Form S-1 registration statements for the Contracts. For the reasons stated herein, the Company believes that SAP financial statements audited by an independent auditor¹ included in Form S-1 registration statements for the Contracts are appropriate statements of a comparable character to GAAP financial statements and would be consistent with investor protection.

SAP financial statements will provide investors in the Contracts with sufficient information to assess Eagle Life's ability to meet its contractual obligations

Forms N-3, N-4 and N-6 used to register variable insurance products under the 1933 Act already permit use of SAP financial statements in place of GAAP financial statements if the insurance company issuing the variable insurance product meets certain criteria, including that it would not have to prepare GAAP financial statements except for use in registration statements on such forms. When proposing Forms N-3 and N-4 for variable annuity contracts with instructions permitting the use of SAP financial statements, the SEC recognized that guarantees associated with annuity payments and other benefits provided by the contracts, which are backed by the insurance company's general account, depend on the solvency of the insurance company, and that contract owners, participants, and annuitants who invest in the contracts may not want or need disclosure about the financial performance of the insurance company, but instead may be interested only in the insurer's solvency.²

Similar to investors in variable annuity contracts, investors in the Contracts will be most interested in information relevant to assessing the Company's ability to fulfill its contractual obligations. SAP are designed specifically to provide this type of information to state regulators. SAP financial statements contain detailed information about the Company's assets and liabilities as well as its regulatory capital and surplus, which serve as financial cushions for paying Contract owner claims. Furthermore, SAP financial statements enable state regulators to determine the Company's ability to meet Contract owner obligations based on the availability of readily marketable assets when obligations are due. In contrast, GAAP financial statements assist investors in understanding a company's going concern value. Due to the absence of any secondary market in the Contracts, Contract owners do not need information regarding the Company's going concern value.

Consequently, SAP financial statements would provide Contract owners with sufficient information to assess the Company's solvency and its ability to satisfy its contractual obligations. GAAP financial statements, on the other hand, would not provide additional informative value to Contract owners that

¹ The Company's auditor will satisfy the independence standards of Article 2 of Regulation S-X and be registered with and subject to inspection by the Public Company Accounting Oversight Board.

² See Registration Form for Insurance Company Separate Accounts that Offer Variable Annuity Contracts (Proposing Release) Rel. Nos. 33-6502 and IC-13689 (December 22, 1983).

would justify the significant costs and administrative burdens of preparing and auditing an additional set of financial statements solely to include in Form S-1 registration statements for the Contracts.

Conclusion

For the reasons stated above, SAP financial statements are appropriate financial statements of a comparable character to GAAP financial statements and will provide investors in the Contracts with sufficient information to assess the Company's ability to meet its obligations under the Contracts, and filing SAP financial statements in place of GAAP financial statements would be consistent with investor protection.

We respectfully request, on behalf of Eagle Life, that the Staff grant permission pursuant to Rule 3-13 of Regulation S-X to permit the Company to file SAP financial statements audited by an independent auditor in registration statements on Form S-1 for the Contracts. Should you provide this permission, the Company agrees to notify the Staff in a letter, accompanying the filing of any new registration statement for a Contract or any post-effective amendment to an existing registration statement that reflects a material change to a Contract, of its intent to rely on the permission granted in response to this letter.

Thank you for your attention to this matter. Please contact me at 202-383-0158 or Lorna MacLeod at 202-383-0817 if you need additional information or have any questions concerning this request.

Sincerely,



Stephen E. Roth