

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	330,631	347,910	331,605	330,394
	2. Canada	0	0	0	0
	3. Other Countries	0	0	0	0
	4. Totals	330,631	347,910	331,605	330,394
States, Territories and Possessions (Direct and guaranteed)	5. United States	0	0	0	0
	6. Canada	0	0	0	0
	7. Other Countries	0	0	0	0
	8. Totals	0	0	0	0
Political Subdivisions of States, Territories and Possessions (Direct and guaranteed)	9. United States	0	0	0	0
	10. Canada	0	0	0	0
	11. Other Countries	0	0	0	0
	12. Totals	0	0	0	0
Special revenue and special assessment obligations and all non- guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States	0	0	0	0
	14. Canada	0	0	0	0
	15. Other Countries	0	0	0	0
	16. Totals	0	0	0	0
Public Utilities (unaffiliated)	17. United States	27,674,147	29,323,411	27,683,497	27,630,000
	18. Canada	0	0	0	0
	19. Other Countries	999,910	1,080,180	999,910	1,000,000
	20. Totals	28,674,057	30,403,591	28,683,407	28,630,000
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States	147,794,489	155,689,978	148,750,227	143,901,698
	22. Canada	10,764,111	11,509,044	10,842,662	10,245,000
	23. Other Countries	4,229,085	4,454,314	4,297,804	3,795,000
	24. Totals	162,787,685	171,653,336	163,890,693	157,941,698
Parent, Subsidiaries and Affiliates	25. Totals	0	0	0	0
26. Total Bonds		191,792,373	202,404,837	192,905,705	186,902,092
PREFERRED STOCKS					
Public Utilities (unaffiliated)	27. United States	0	0	0	0
	28. Canada	0	0	0	0
	29. Other Countries	0	0	0	0
	30. Totals	0	0	0	0
Banks, Trust and Insurance Companies (unaffiliated)	31. United States	0	0	0	0
	32. Canada	0	0	0	0
	33. Other Countries	0	0	0	0
	34. Totals	0	0	0	0
Industrial and Miscellaneous (unaffiliated)	35. United States	0	0	0	0
	36. Canada	0	0	0	0
	37. Other Countries	0	0	0	0
	38. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	39. Totals	0	0	0	0
40. Total Preferred Stocks		0	0	0	0
COMMON STOCKS					
Public Utilities (unaffiliated)	41. United States	0	0	0	0
	42. Canada	0	0	0	0
	43. Other Countries	0	0	0	0
	44. Totals	0	0	0	0
Banks, Trust and Insurance Companies (unaffiliated)	45. United States	0	0	0	0
	46. Canada	0	0	0	0
	47. Other Countries	0	0	0	0
	48. Totals	0	0	0	0
Industrial and Miscellaneous (unaffiliated)	49. United States	0	0	0	0
	50. Canada	0	0	0	0
	51. Other Countries	0	0	0	0
	52. Totals	0	0	0	0
Parent, Subsidiaries and Affiliates	53. Totals	3,140,683,432	3,140,683,432	2,103,800,000	
54. Total Common Stocks		3,140,683,432	3,140,683,432	2,103,800,000	
55. Total Stocks		3,140,683,432	3,140,683,432	2,103,800,000	
56. Total Bonds and Stocks		3,332,475,805	3,343,088,269	2,296,705,705	

SCHEDULE D - VERIFICATION BETWEEN YEARS

1. Book/adjusted carrying value of bonds and stocks, prior year	3,161,914,800	6. Foreign Exchange Adjustment:	
2. Cost of bonds and stocks acquired, Col. 7, Part 3	36,118,041	6.1 Col. 15, Part 1	0
3. Increase (decrease) by adjustment:		6.2 Col. 19, Part 2, Sec. 1	0
3.1 Col. 12 + 13 - 14, Part 1	(689,400)	6.3 Col. 16, Part 2, Sec. 2	0
3.2 Col. 18, Part 2, Sec. 1	0	6.4 Col. 15, Part 4	0
3.3 Col. 15, Part 2, Sec. 2	141,651,693	7. Book/adjusted carrying value at end of current period	3,332,475,805
3.4 Col. 14, Part 4	(65,798)	8. Total valuation allowance	0
4. Total gain (loss), Col. 19, Part 4	219,588	9. Subtotal (Lines 7 plus 8)	3,332,475,805
5. Deduct consideration for bonds and stocks disposed of Column 7, Part 4	6,673,119	10. Total nonadmitted amounts	0
		11. Statement value of bonds and stocks, current period	3,332,475,805

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
1. U.S. Governments , Schedules D & DA (Group 1)											
1.1 Class 1	96	330,437	93	6	0	330,632	0.2	330,795	0.2	330,632	0
1.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
1.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
1.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
1.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
1.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
1.7 Totals	96	330,437	93	6	0	330,632	0.2	330,795	0.2	330,632	0
2. All Other Governments , Schedules D & DA (Group 2)											
2.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
2.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
2.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
3.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
3.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. Political Subdivisions of States, Territories and Possessions , Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
4.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
4.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
4.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
5.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
5.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
5.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1	0	0	1,999,465	0	0	1,999,465	1.0	0	0.0	999,555	999,910
6.2 Class 2	0	5,992,406	17,727,725	2,954,461	0	26,674,592	13.5	22,750,103	13.7	24,906,234	1,768,358
6.3 Class 3	0	0	0	0	0	0	0.0	1,012,788	0.6	0	0
6.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
6.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	5,992,406	19,727,190	2,954,461	0	28,674,057	14.5	23,762,891	14.3	25,905,789	2,768,268
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1	11,198,255	14,725,101	43,140,522	4,958,490	1,688,429	75,710,797	38.3	48,813,987	29.3	74,925,797	785,000
7.2 Class 2	0	11,404,550	57,779,333	1,987,995	5,106,284	76,278,162	38.5	80,103,763	48.1	75,274,879	1,003,283
7.3 Class 3	743,304	4,448,374	10,406,428	0	1,038,625	16,636,731	8.4	12,358,855	7.4	16,636,731	0
7.4 Class 4	287,943	0	0	0	0	287,943	0.1	1,033,626	0.6	287,943	0
7.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
7.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
7.7 Totals	12,229,502	30,578,025	111,326,283	6,946,485	7,833,338	168,913,633	85.3	142,310,231	85.5	167,125,350	1,788,283
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
8.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
8.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
8.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
8.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
8.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Class 2	0	0	0	0	0	0	0.0	0	0.0	0	0
9.3 Class 3	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	0	0
9.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 1 (continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
10. Total Bonds Current Year											
10.1 Class 1	11,198,351	15,055,538	45,140,080	4,958,496	1,688,429	78,040,894	39.4	XXX	XXX	76,255,984	1,784,910
10.2 Class 2	0	17,396,956	75,507,058	4,942,456	5,106,284	102,952,754	52.0	XXX	XXX	100,181,113	2,771,641
10.3 Class 3	743,304	4,448,374	10,406,428	0	1,038,625	16,636,731	8.4	XXX	XXX	16,636,731	0
10.4 Class 4	287,943	0	0	0	0	287,943	0.1	XXX	XXX	287,943	0
10.5 Class 5	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.6 Class 6	0	0	0	0	0	0	0.0	XXX	XXX	0	0
10.7 Totals	12,229,598	36,900,868	131,053,566	9,900,952	7,833,338	197,918,322	100.0	XXX	XXX	193,361,771	4,556,551
10.8 Line 10.7 as a % of Col. 6	6.2	18.6	66.2	5.0	4.0	100.0	XXX	XXX	XXX	97.7	2.3
11. Total Bonds Prior Year											
11.1 Class 1	4,814,023	12,001,254	30,318,516	1,625,667	385,322	XXX	XXX	49,144,783	29.5	49,144,783	0
11.2 Class 2	0	16,291,161	78,464,804	2,989,851	5,108,050	XXX	XXX	102,853,866	61.8	98,084,942	4,768,924
11.3 Class 3	0	2,772,796	8,547,249	1,012,788	1,038,810	XXX	XXX	13,371,643	8.0	12,358,855	1,012,788
11.4 Class 4	0	1,033,626	0	0	0	XXX	XXX	1,033,626	0.6	1,033,626	0
11.5 Class 5	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.6 Class 6	0	0	0	0	0	XXX	XXX	0	0.0	0	0
11.7 Totals	4,814,023	32,098,837	117,330,569	5,628,306	6,532,182	XXX	XXX	166,403,918	100.0	160,622,206	5,781,712
11.8 Line 11.7 as a % of Col. 8	2.9	19.3	70.5	3.4	3.9	XXX	XXX	100.0	XXX	96.5	3.5
12. Total Publicly Traded Bonds											
12.1 Class 1	11,198,351	15,055,538	43,355,170	4,958,496	1,688,429	76,255,984	38.5	49,144,783	29.5	76,255,984	XXX
12.2 Class 2	0	17,396,956	72,735,416	4,942,456	5,106,284	100,181,112	50.6	98,084,942	58.9	100,181,112	XXX
12.3 Class 3	743,304	4,448,374	10,406,428	0	1,038,625	16,636,731	8.4	12,358,855	7.4	16,636,731	XXX
12.4 Class 4	287,943	0	0	0	0	287,943	0.1	1,033,626	0.6	287,943	XXX
12.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	0	XXX
12.7 Totals	12,229,598	36,900,868	126,497,014	9,900,952	7,833,338	193,361,770	97.7	160,622,206	96.5	193,361,770	XXX
12.8 Line 12.7 as a % of Col. 6	6.3	19.1	65.4	5.1	4.1	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	6.2	18.6	63.9	5.0	4.0	97.7	XXX	XXX	XXX	97.7	XXX
13. Total Privately Placed Bonds											
13.1 Class 1	0	0	1,784,910	0	0	1,784,910	0.9	0	0.0	XXX	1,784,910
13.2 Class 2	0	0	2,771,642	0	0	2,771,642	1.4	4,768,923	2.9	XXX	2,771,642
13.3 Class 3	0	0	0	0	0	0	0.0	1,012,788	0.6	XXX	0
13.4 Class 4	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.5 Class 5	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Class 6	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	4,556,552	0	0	4,556,552	2.3	5,781,711	3.5	XXX	4,556,552
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	100.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	2.3	0.0	0.0	2.3	XXX	XXX	XXX	XXX	2.3

(a) Includes \$ 4,556,552 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$ 0 current year, \$ 0 prior year of bonds with Z designations and \$ 0, current year \$ 0 prior year of bonds with Z* designations. The letter "Z" means the NAIC designation was not assigned by the Securities Valuation Office (SVO) at the date of the statement. "Z*" means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) Includes \$ 0 current year, \$ 0 prior year of bonds with 5* designations and \$ 0, current year \$ 0 prior year of bonds with 6* designations. "5*" means the NAIC designation was assigned by the (SVO) in reliance on the insurer's certification that the issuer is current in all principal and interest payments. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations	0	330,216	0	0	0	330,216	0.2	330,362	0.2	330,216	0
1.2 Single Class Mortgage-Backed /Asset Backed Securities	96	220	93	6	0	415	0.0	434	0.0	415	0
1.7 Totals	96	330,436	93	6	0	330,631	0.2	330,796	0.2	330,631	0
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
2.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
2.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
2.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
2.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
3.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
3.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
3.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
3.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
4. Political Subdivisions of States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
4.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
4.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
4.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
4.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
5.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
5.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
5.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
5.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated) Schedules D & DA (Group 6)											
6.1 Issuer Obligations	0	5,992,406	19,727,190	2,954,461	0	28,674,057	14.5	23,762,890	14.3	25,905,789	2,768,268
6.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
6.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
6.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
6.7 Totals	0	5,992,406	19,727,190	2,954,461	0	28,674,057	14.5	23,762,890	14.3	25,905,789	2,768,268
7. Industrial and Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations	12,155,205	24,548,224	107,867,400	1,987,995	6,144,908	152,703,732	77.2	132,797,263	79.8	150,915,450	1,788,282
7.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined	28,480	334,018	2,412,740	3,550,419	1,207,311	7,532,968	3.8	4,012,593	2.4	7,532,968	0
7.4 Other	45,817	295,504	1,046,143	1,408,070	481,118	3,276,652	1.7	1,080,634	0.6	3,276,652	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
7.5 Defined	0	3,228,409	0	0	0	3,228,409	1.6	2,195,663	1.3	3,228,409	0
7.6 Other	0	2,171,870	0	0	0	2,171,870	1.1	2,224,078	1.3	2,171,870	0
7.7 Totals	12,229,502	30,578,025	111,326,283	6,946,484	7,833,337	168,913,631	85.3	142,310,231	85.5	167,125,349	1,788,282
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
8.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations	0	0	0	0	0	0	0.0	0	0.0	0	0
9.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.4 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET- BACKED SECURITIES:											
9.5 Defined	0	0	0	0	0	0	0.0	0	0.0	0	0
9.6 Other	0	0	0	0	0	0	0.0	0	0.0	0	0
9.7 Totals	0	0	0	0	0	0	0.0	0	0.0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1A - SECTION 2 (continued)

Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Type and Subtype of Issues

Distribution by Type	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Col. 6 as a % of Line 10.7	8 Total from Col. 6 Prior Year	9 % From Col. 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	12,155,205	30,870,846	127,594,590	4,942,456	6,144,908	181,708,005	91.8	XXX	XXX	177,151,455	4,556,550
10.2 Single Class Mortgage-Backed /Asset Backed Securities	96	220	93	6	0	415	0.0	XXX	XXX	415	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined	28,480	334,018	2,412,740	3,550,419	1,207,311	7,532,968	3.8	XXX	XXX	7,532,968	0
10.4 Other	45,817	295,504	1,046,143	1,408,070	481,118	3,276,652	1.7	XXX	XXX	3,276,652	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined	0	3,228,409	0	0	0	3,228,409	1.6	XXX	XXX	3,228,409	0
10.6 Other	0	2,171,870	0	0	0	2,171,870	1.1	XXX	XXX	2,171,870	0
10.7 Totals	12,229,598	36,900,867	131,053,566	9,900,951	7,833,337	197,918,319	100.0	XXX	XXX	193,361,769	4,556,550
10.8 Line 10.7 as a % of Col. 6	6.2	18.6	66.2	5.0	4.0	100.0	XXX	XXX	XXX	97.7	2.3
11. Total Bonds Prior Year											
11.1 Issuer Obligations	3,520,857	28,426,517	114,793,643	4,002,638	6,146,860	XXX	XXX	156,890,515	94.3	151,108,805	5,781,710
11.2 Single Class Mortgage-Backed /Asset Backed Securities	97	226	97	14	0	XXX	XXX	434	0.0	433	1
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined	1,278,445	282,894	1,017,913	1,158,382	274,959	XXX	XXX	4,012,593	2.4	4,012,593	0
11.4 Other	14,625	77,284	411,090	467,272	110,363	XXX	XXX	1,080,634	0.6	1,080,634	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined	0	2,195,663	0	0	0	XXX	XXX	2,195,663	1.3	2,195,663	0
11.6 Other	0	1,116,252	1,107,826	0	0	XXX	XXX	2,224,078	1.3	2,224,078	0
11.7 Totals	4,814,024	32,098,836	117,330,569	5,628,306	6,532,182	XXX	XXX	166,403,917	100.0	160,622,206	5,781,711
11.8 Line 11.7 as a % of Col. 8	2.9	19.3	70.5	3.4	3.9	XXX	XXX	100.0	XXX	96.5	3.5
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	12,155,205	30,870,846	123,038,037	4,942,456	6,144,908	177,151,452	89.5	151,108,805	90.8	177,151,452	XXX
12.2 Single Class Mortgage-Backed /Asset Backed Securities	96	220	93	6	0	415	0.0	433	0.0	415	XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined	28,480	334,018	2,412,740	3,550,419	1,207,311	7,532,968	3.8	4,012,593	2.4	7,532,968	XXX
12.4 Other	45,817	295,504	1,046,143	1,408,070	481,118	3,276,652	1.7	1,080,634	0.6	3,276,652	XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined	0	3,228,409	0	0	0	3,228,409	1.6	2,195,663	1.3	3,228,409	XXX
12.6 Other	0	2,171,870	0	0	0	2,171,870	1.1	2,224,078	1.3	2,171,870	XXX
12.7 Totals	12,229,598	36,900,867	126,497,013	9,900,951	7,833,337	193,361,766	97.7	160,622,206	96.5	193,361,766	XXX
12.8 Line 12.7 as a % of Col. 6	6.3	19.1	65.4	5.1	4.1	100.0	XXX	XXX	XXX	100.0	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	6.2	18.6	63.9	5.0	4.0	97.7	XXX	XXX	XXX	97.7	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations	0	0	4,556,553	0	0	4,556,553	2.3	5,781,710	3.5	XXX	4,556,553
13.2 Single Class Mortgage-Backed /Asset Backed Securities	0	0	0	0	0	0	0.0	1	0.0	XXX	0
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.4 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.6 Other	0	0	0	0	0	0	0.0	0	0.0	XXX	0
13.7 Totals	0	0	4,556,553	0	0	4,556,553	2.3	5,781,711	3.5	XXX	4,556,553
13.8 Line 13.7 as a % of Col. 6	0.0	0.0	100.0	0.0	0.0	100.0	XXX	XXX	XXX	XXX	100.0
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10	0.0	0.0	2.3	0.0	0.0	2.3	XXX	XXX	XXX	XXX	2.3

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE DA - PART 2

Verification of SHORT-TERM INVESTMENTS Between Years

	1 Total	2 Bonds	3 Mortgage Loans	4 Other Short-term Investment Assets (a)	5 Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	3,520,857	3,520,857	0	0	0
2. Cost of short-term investments acquired	48,300,722	48,300,722	0	0	0
3. Increase (decrease) by adjustment	0	0	0	0	0
4. Increase (decrease) by foreign exchange adjustment	0	0	0	0	0
5. Total profit (loss) on disposal of short-term investments	0	0	0	0	0
6. Consideration received on disposal of short-term investments	45,695,631	45,695,631	0	0	0
7. Book/adjusted carrying value, current year	6,125,948	6,125,948	0	0	0
8. Total valuation allowance	0	0	0	0	0
9. Subtotal (Lines 7 plus 8)	6,125,948	6,125,948	0	0	0
10. Total nonadmitted amounts	0	0	0	0	0
11. Statement value (Lines 9 minus 10)	6,125,948	6,125,948	0	0	0
12. Income collected during year	45,168	45,168	0	0	0
13. Income earned during year	53,695	53,695	0	0	0

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment:

Schedule DB - Part A - VBY

NONE

Schedule DB - Part B - VBY

NONE

Schedule DB - Part C - VBY

NONE

Schedule DB - Part D - VBY

NONE

Schedule DB - Part E - VBY

NONE

Schedule DB - Part F - Section 1

NONE

Schedule DB - Part F - Section 2

NONE

Schedule F - Claims

NONE

Schedule H - Part 1

NONE

Schedule H - Part 2 - Reserves and Liabilities

NONE

Schedule H - Part 3 - Prior Year's Claim Reserves and Liabilities

NONE

Schedule H - Part 4 - Reinsurance

NONE

Schedule H - Part 5 - Health Claims

NONE

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - PART 1 - SECTION 1

Reinsurance Assumed Life Insurance, Annuities, Deposit Funds and Other Liabilities Without Life or Disability Contingencies, and Related Benefits Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Amount of Inforce at End of Year	8 Reserve	9 Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
65056	38-1659835	10/01/1990	JACKSON NATIONAL LIFE INSURANCE COMPANY	LANSING, MI	.CO/I	57,190,135	19,401,736	802,652	150,000	0	0
65056	38-1659835	12/30/1988	JACKSON NATIONAL LIFE INSURANCE COMPANY	LANSING, MI	.CO/I	138,061,726	41,786,968	925,438	280,757	0	0
0199999. General Account, Affiliates						195,251,861	61,188,704	1,728,090	430,757	0	0
60305	38-1290976	10/01/1997	AMERICAN COMMUNITY MUTUAL INSURANCE COMPANY	LIVONIA, MI	.CO/I	21,463,446	9,018,087	265,502	10,000	0	0
69744	13-1423090	12/31/1994	UNION LABOR LIFE INSURANCE COMPANY	WASHINGTON, DC	.CO/I	4,174,609	296,559	42,199	0	0	0
81124	52-1475832	12/31/1994	UNION STANDARD OF AMERICA LIFE INSURANCE COMPANY	WASHINGTON, DC	.CO/I	2,112,038	271,427	26,931	0	0	0
0299999. General Account, Non-Affiliates						27,750,093	9,586,073	334,632	10,000	0	0
0399999. Total General Account						223,001,954	70,774,777	2,062,722	440,757	0	0
0699999. Total Separate Accounts						0	0	0	0	0	0
0799999 - Totals						223,001,954	70,774,777	2,062,722	440,757	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsured	5 Location	6 Type of Reinsurance Assumed	7 Premiums	8 Unearned Premiums	9 Reserve Liability Other Than for Unearned Premiums	10 Reinsurance Payable on Paid and Unpaid Losses	11 Modified Coinsurance Reserve	12 Funds Withheld Under Coinsurance
NONE											
0399999 - Totals											

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - PART 3 - SECTION 1

Reinsurance Ceded Life Insurance, Annuities, Deposit Funds and Other Liabilities Without Life or Disability Contingencies and Related Benefits Listed by Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Company	5 Location	6 Type of Reinsurance Ceded	7 Amount in Force at End of Year	Reserve Credit Taken		10 Premiums	Outstanding Surplus Relief		13 Modified Coinsurance Reserve	14 Funds Withheld Under Coinsurance
							8 Current Year	9 Prior Year		11 Current Year	12 Prior Year		
65056	38-1659835	10/01/1990	JACKSON NATL LIFE INS CO	LANSING, MI	CO/I	117,500	0	0	6,418	0	0	0	0
0199999. General Account, Affiliates						117,500	0	0	6,418	0	0	0	0
11121	43-1917728	10/01/1997	UNIFIED LIFE INS CO	OVERLAND PARK, KS	CO/I	10,731,723	4,509,044	4,631,654	132,751	0	0	0	0
11121	43-1917728	01/01/1991	UNIFIED LIFE INS CO	OVERLAND PARK, KS	CO/I	449,187	63,913	69,226	3,800	0	0	0	0
88099	75-1608507	06/01/1991	OPTIMUM RE INS CO	DALLAS, TX	YRT/I	271,282	789	0	1,194	0	0	0	0
11121	43-1917728	10/01/1990	UNIFIED LIFE INS CO	OVERLAND PARK, KS	CO/I	45,752,000	15,521,389	16,431,867	640,064	0	0	0	0
11121	43-1917728	12/30/1988	UNIFIED LIFE INS CO	OVERLAND PARK, KS	MCO/I	124,151,000	0	0	836,751	0	0	41,786,968	0
0299999. General Account, Non-Affiliates						181,355,192	20,095,135	21,132,747	1,614,560	0	0	41,786,968	0
0399999. Total General Account						181,472,692	20,095,135	21,132,747	1,620,978	0	0	41,786,968	0
0699999. Total Separate Accounts						0	0	0	0	0	0	0	0
0799999 - Totals						181,472,692	20,095,135	21,132,747	1,620,978	0	0	41,786,968	0

Schedule S - Part 3 - Section 2

NONE

Schedule S - Part 4

NONE

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - PART 5

Five Year Exhibit of Reinsurance Ceded Business (000 omitted)

	1 2004	2 2003	3 2002	4 2001	5 2000
A. OPERATIONS ITEMS					
1. Premiums and annuity considerations for life and accident and health contracts	1,621	1,817	2,003	2,187	2,286
2. Commissions and reinsurance expense allowances	317	341	367	394	435
3. Contract claims	3,588	2,846	3,005	6,561	4,147
4. Surrender benefits and withdrawals for life contracts	1,525	1,461	1,606	2,392	4,820
5. Dividends to policyholders	148	167	199	373	309
6. Reserve adjustments on reinsurance ceded	(1,345)	(1,098)	(1,527)	(3,377)	2,415
7. Increase in aggregate reserve for life and accident and health contracts	(985)	(1,286)	(904)	(370)	(1,682)
B. BALANCE SHEET ITEMS					
8. Premiums and annuity considerations for life and accident and health contracts deferred and uncollected	235	249	274	295	311
9. Aggregate reserves for life and accident and health contracts	18,494	19,479	20,765	21,669	22,039
10. Liability for deposit-type contracts	1,601	1,654	1,715	1,752	1,623
11. Contract claims unpaid	125	68	69	112	109
12. Amounts recoverable on reinsurance	237	44	12	488	0
13. Experience rating refunds due or unpaid	8	0	0	0	0
14. Policyholders' dividends (not included in Line 10)	113	118	122	175	197
15. Commissions and reinsurance expense allowances unpaid	1	0	0	0	0
16. Unauthorized reinsurance offset	0	0	0	0	0
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Funds deposited by and withheld from (F)	0	0	0	0	0
18. Letters of credit (L)	0	0	0	0	0
19. Trust agreements (T)	0	0	0	0	0
20. Other (O)	0	0	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE S - PART 6

Restatement of Balance Sheet to Identify Net Credit for Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 10)	3,342,233,593	2,827,171	3,345,060,764
2. Reinsurance ceded (Line 13)	244,741	(244,741)	0
3. Premiums and considerations (Line 12)	140,438	234,720	375,158
4. Net credit for ceded reinsurance	XXX	17,558,631	17,558,631
5. All other admitted assets (balance)	3,338,314	0	3,338,314
6. Total assets excluding Separate Accounts (Line 24)	3,345,957,086	20,375,781	3,366,332,867
7. Separate Account assets (Line 25)	0	0	0
8. Total assets (Line 26)	3,345,957,086	20,375,781	3,366,332,867
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
9. Contract reserves (Lines 1 and 2)	197,050,810	18,494,070	215,544,880
10. Liability for deposit-type contracts (Line 3)	3,278,976	1,601,065	4,880,041
11. Claim reserves (Line 4)	1,166,641	125,000	1,291,641
12. Policyholder dividends/reserves (Lines 5 through 7)	82,848	112,998	195,846
13. Premium & annuity considerations received in advance (Line 8)	10,015	10,678	20,693
14. Other contract liabilities (Line 9)	0	0	0
15. Reinsurance in unauthorized companies (Line 24.2)	0	0	0
16. Funds held under reinsurance treaties with unauthorized reinsurers (Line 24.3)	0	XXX	0
17. All other liabilities (balance)	1,233,769,479	31,970	1,233,801,449
18. Total liabilities excluding Separate Accounts (Line 26)	1,435,358,769	20,375,781	1,455,734,550
19. Separate Account liabilities (Line 27)	0	0	0
20. Total liabilities (Line 28)	1,435,358,769	20,375,781	1,455,734,550
21. Capital & surplus (Line 38)	1,910,598,317	XXX	1,910,598,317
22. Total liabilities, capital & surplus (Line 39)	3,345,957,086	20,375,781	3,366,332,867
NET CREDIT FOR CEDED REINSURANCE			
23. Contract reserves	18,494,070		
24. Claim reserves	125,000		
25. Policyholder dividends/reserves	112,998		
26. Premium & annuity considerations received in advance	10,678		
27. Liability for deposit-type contracts	1,601,065		
28. Other contract liabilities	0		
29. Reinsurance ceded assets	244,741		
30. Other ceded reinsurance recoverables	(2,827,171)		
31. Total ceded reinsurance recoverables	17,761,381		
32. Premiums and considerations	234,720		
33. Reinsurance in unauthorized companies	0		
34. Other ceded reinsurance payables/offsets	(31,970)		
35. Total ceded reinsurance payable/offsets	202,750		
36. Total net credit for ceded reinsurance	17,558,631		

**ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY
SCHEDULE T - PREMIUMS AND ANNUITY CONSIDERATIONS**

Allocated by States and Territories

States, Etc.	1 Is Insurer Licensed? (Yes or No)	Life Contracts		Direct Business Only		
		2 Life Insurance Premiums	3 Annuity Considerations	4 Accident and Health Insurance Premiums, Including Policy, Membership and Other Fees	5 Deposit Type Contract Funds	6 Other Considerations
1. Alabama	AL	NO	.0	.0	.0	.0
2. Alaska	AK	NO	.0	.0	.0	.0
3. Arizona	AZ	NO	.0	.0	.0	.0
4. Arkansas	AR	NO	.0	.0	.0	.0
5. California	CA	NO	112	.0	.0	.0
6. Colorado	CO	NO	.0	.0	.0	.0
7. Connecticut	CT	NO	182	.0	.0	.0
8. Delaware	DE	NO	.0	.0	.0	.0
9. District of Columbia	DC	NO	.0	.0	.0	.0
10. Florida	FL	NO	1,092	.0	.0	.0
11. Georgia	GA	NO	391	.0	.0	.0
12. Hawaii	HI	NO	.0	.0	.0	.0
13. Idaho	ID	NO	.0	.0	.0	.0
14. Illinois	IL	NO	209	10,000	.0	.0
15. Indiana	IN	NO	1,749	20,000	.0	.0
16. Iowa	IA	NO	.0	.0	.0	.0
17. Kansas	KS	NO	339	.0	.0	.0
18. Kentucky	KY	NO	26	.0	.0	.0
19. Louisiana	LA	NO	.0	.0	.0	.0
20. Maine	ME	NO	.0	.0	.0	.0
21. Maryland	MD	NO	.0	.0	.0	.0
22. Massachusetts	MA	NO	.0	.0	.0	.0
23. Michigan	MI	YES	506,901	36,537,202	.0	.0
24. Minnesota	MN	NO	.0	.0	.0	.0
25. Mississippi	MS	NO	.0	.0	.0	.0
26. Missouri	MO	NO	481	.0	.0	.0
27. Montana	MT	NO	.0	.0	.0	.0
28. Nebraska	NE	NO	.0	.0	.0	.0
29. Nevada	NV	NO	.0	.0	.0	.0
30. New Hampshire	NH	NO	.0	.0	.0	.0
31. New Jersey	NJ	NO	.0	.0	.0	.0
32. New Mexico	NM	NO	.0	.0	.0	.0
33. New York	NY	NO	.0	.0	.0	.0
34. North Carolina	NC	NO	932	.0	.0	.0
35. North Dakota	ND	NO	.0	.0	.0	.0
36. Ohio	OH	NO	88	137,875	.0	.0
37. Oklahoma	OK	NO	216	.0	.0	.0
38. Oregon	OR	NO	.0	.0	.0	.0
39. Pennsylvania	PA	NO	85	.0	.0	.0
40. Rhode Island	RI	NO	.0	.0	.0	.0
41. South Carolina	SC	NO	.0	.0	.0	.0
42. South Dakota	SD	NO	.0	.0	.0	.0
43. Tennessee	TN	NO	.0	.0	.0	.0
44. Texas	TX	NO	282	.0	.0	.0
45. Utah	UT	NO	.0	.0	.0	.0
46. Vermont	VT	NO	.0	.0	.0	.0
47. Virginia	VA	NO	.0	.0	.0	.0
48. Washington	WA	NO	.0	.0	.0	.0
49. West Virginia	WV	NO	.0	.0	.0	.0
50. Wisconsin	WI	NO	.0	.0	.0	.0
51. Wyoming	WY	NO	.0	.0	.0	.0
52. American Samoa	AS	NO	.0	.0	.0	.0
53. Guam	GU	NO	.0	.0	.0	.0
54. Puerto Rico	PR	NO	.0	.0	.0	.0
55. U.S. Virgin Islands	VI	NO	.0	.0	.0	.0
56. Canada	CN	NO	.0	.0	.0	.0
57. Aggregate Other Aliens	OT	XXX	.0	.0	.0	.0
58. Subtotal	(a) 1		513,085	36,705,077	.0	.0
90. Reporting entity contributions for employee benefit plans	XXX		.0	.0	.0	.0
91. Dividends or refunds applied to purchase paid-up additions and annuities	XXX		.0	.0	.0	.0
92. Dividends or refunds applied to shorten endowment or premium paying period	XXX		.0	.0	.0	.0
93. Premium or annuity considerations waived under disability or other contract provisions	XXX		.0	.0	.0	.0
94. Aggregate of other amounts not allocable by state	XXX		.0	.0	.0	.0
95. Totals (Direct Business)	XXX		513,085	36,705,077	.0	.0
96. Plus Reinsurance Assumed	XXX		2,036,345	57,804	.0	.0
97. Totals (All Business)	XXX		2,549,430	36,762,881	.0	.0
98. Less Reinsurance Ceded	XXX		1,588,350	48,951	.0	.0
99. Totals (All Business) less Reinsurance Ceded	XXX		961,080	36,713,930	(b) 0	.0
DETAILS OF WRITE-INS						
5701.	XXX					
5702.	XXX					
5703.	XXX					
5798. Summary of remaining write-ins for Line 57 from overflow page	XXX		.0	.0	.0	.0
5799. Totals (Lines 5701 thru 5703 plus 5798)(Line 57 above)	XXX		.0	.0	.0	.0
9401.	XXX					
9402.	XXX					
9403.	XXX					
9498. Summary of remaining write-ins for Line 94 from overflow page	XXX		.0	.0	.0	.0
9499. Totals (Lines 9401 thru 9403 plus 9498)(Line 94 above)	XXX		.0	.0	.0	.0

Explanation of basis of allocation of premiums by states, etc. of premiums and annuity considerations

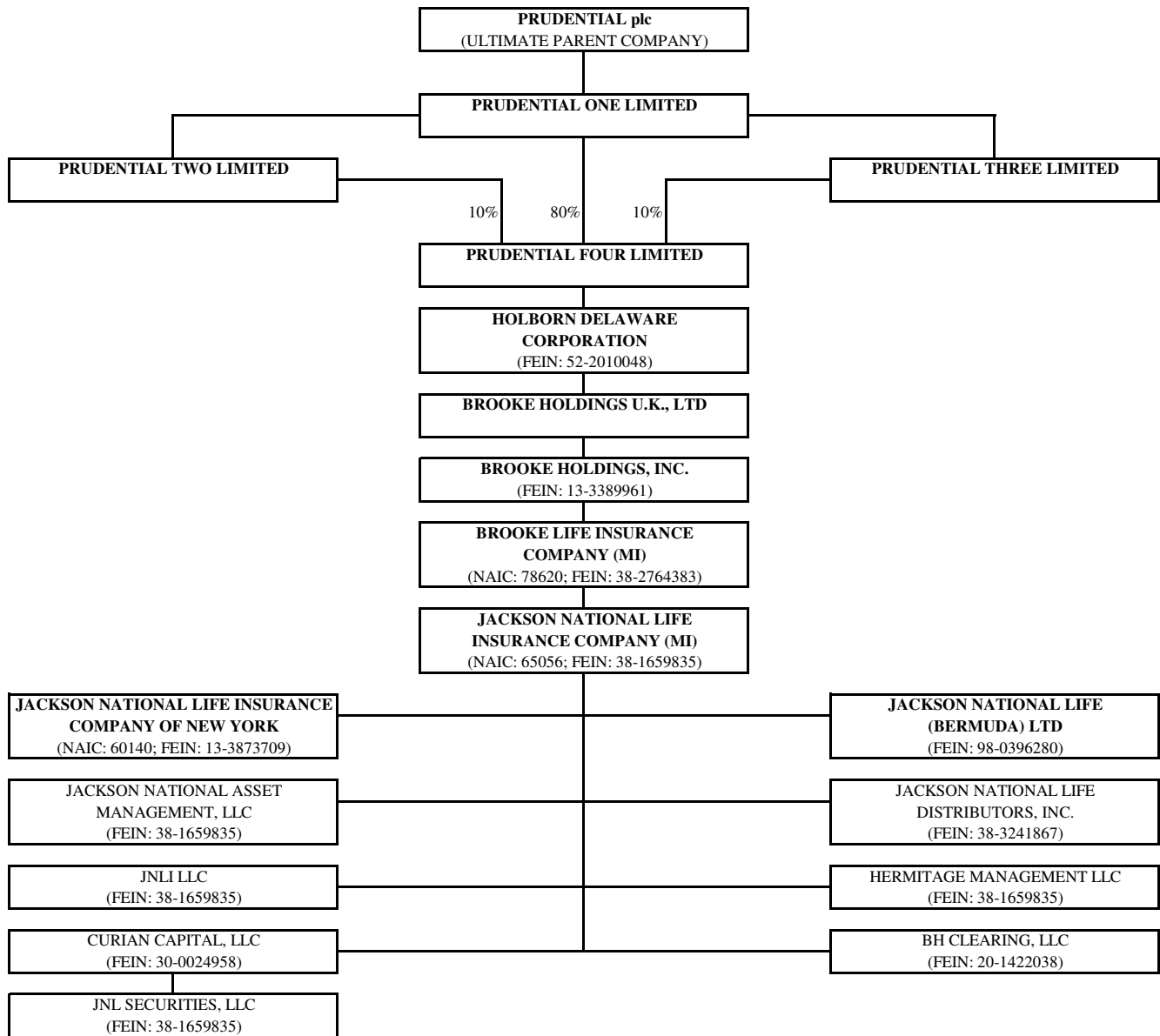
PREMIUMS AND ANNUITY CONSIDERATIONS ARE ALLOCATED BASED ON THE RESIDENCY STATE OF THE POLICY OR CONTRACT HOLDER.

(a) Insert the number of yes responses except for Canada and Other Alien.

(b) Column 4 should balance with Exhibit 1, Lines 6.4, 10.4, and 16.4, Cols. 8, 9, 10, or with Schedule H, Part 1, Line 1, indicate which:

Exhibit 1, Lines 6.4, 10.4, and 16.4,
Cols. 8, 9, and 10

**SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF
INSURER MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART**



ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE Y - (continued)

PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/ (Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity Not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/(Liability)
	20-1422038	BH CLEARING, LLC	0	1,000,000	0	0	0	0		0	1,000,000	0
	13-3389961	BROOKE HOLDINGS, INC	35,790,500	(6,000,000)	0	0	0	0		0	29,790,500	0
78620	38-2764383	BROOKE LIFE INSURANCE COMPANY	84,209,500	6,000,000	0	0	0	0		0	90,209,500	(61,619,461)
	30-0024958	CURIAN CAPITAL, LLC	0	14,002,002	0	0	0	0		0	14,002,002	0
	38-1659835	HERMITAGE MANAGEMENT, LLC	0	(2,028,937)	0	0	0	0		0	(2,028,937)	0
	95-1184125	JACKSON FEDERAL BANK	0	4,647,454	0	0	0	0		0	4,647,454	0
65056	38-1659835	JACKSON NATIONAL LIFE INSURANCE COMPANY	(101,350,000)	(17,620,519)	0	0	0	0		0	(118,970,519)	298,900,905
	38-1659835	JACKSON NATIONAL ASSET MANAGEMENT, LLC	(18,650,000)	0	0	0	0	0		0	(18,650,000)	0
		PRUDENTIAL ATLANTIC REINSURANCE COMPANY, LTD	0	0	0	0	0	0		0	0	(237,281,444)
9999999 Control Totals			0	0	0	0	0	0	XXX	0	0	0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES






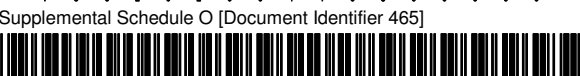


The following supplemental reports are required to be filed as part of your annual statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	Responses
MARCH FILING	
1. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1?	NO
2. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1?	NO
3. Will the Trusteed Surplus Statement be filed with the state of domicile and the NAIC by March 1?	NO
4. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1?	YES
5. Will the Risk-based Capital Report be filed with the NAIC by March 1?	YES
6. Will the Risk-based Capital Report be filed with the state of domicile, if required, by March 1?	YES
7. Will the statement on non-guaranteed elements as required in interrogatory #3 to Exhibit 5 be filed by March 1?	YES
8. Will an actuarial opinion be filed with this statement by March 1?	YES
9. Will the Worker's Compensation Carve-Out Supplement be filed by March 1?	NO
10. Will Supplemental Schedule O be filed with the state of domicile and the NAIC by March 1?	NO
APRIL FILING	
11. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1?	NO
12. Will Management's Discussion and Analysis be filed by April 1?	YES
13. Will the Interest-Sensitive Life Insurance Products Report Forms be filed with the state of domicile and the NAIC by April 1?	YES
14. Will the Credit Insurance Experience Exhibit be filed with the state of domicile and the NAIC by April 1?	NO
15. Will the Life, Health & Annuity Guaranty Association Model Act Assessment Base Reconciliation Exhibit be filed with the state of domicile and the NAIC by April 1?	YES
16. Will the Adjustment Form (if required) be filed with the state of domicile and the NAIC by April 1?	YES
17. Will the Accident and Health Policy Experience Exhibit be filed by April 1?	NO
18. Will the Investment Risks Interrogatories be filed by April 1?	YES
JUNE	
19. Will an audited financial report be filed by June 1?	YES

Explanations:

- 1.
- 2.
- 3.
- 9.
- 10.
- 11.
- 14.
- 17.

Bar Codes:

1. 
SIS Stockholder Information Supplement [Document Identifier 420]
2. 
Medicare Supplement Insurance Experience Exhibit [Document Identifier 360]
3. 
Trusteed Surplus Statement [Document Identifier 490]
9. 
Workers' Compensation Carve-Out Supplement [Document Identifier 495]
10. 
Supplemental Schedule O [Document Identifier 465]
11. 
Long-Term Care Experience Reporting Forms [Document Identifier 330]
14. 
Credit Insurance Experience Exhibit [Document Identifier 230]
17. 
Accident and Health Policy Experience Exhibit [Document Identifier 210]

Schedule A - Part 1

NONE

Schedule A - Part 2

NONE

Schedule A - Part 3

NONE

Schedule B - Part 1

NONE

Schedule B - Part 2

NONE

Schedule BA - Part 1

NONE

Schedule BA - Part 2

NONE

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates																				
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22																			
CUSIP Identification	Description	* For- eign	Bond Char	NAIC Des.	Actual Cost	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity																				
GOVERNMENTS																																								
ISSUER OBLIGATIONS																																								
912827-X8-0	U S TREASURY NOTE			1	331,186		105,2930	347,467	330,000	330,216	0	(146)	0	0	6.875	6.824	MM	2,946	22,688	05/30/1996	05/15/2006																			
0199999. U.S. Government - Issuer Obligations					331,186	XXX	347,467	330,000	330,216	0	(146)	0	0	XXX	XXX	XXX	2,946	22,688	XXX	XXX																				
SINGLE MBS/ABS																																								
362155-DN-0	GNMF 143309			1	419		112,3990	443	394	415	0	(2)	0	0	11.000	8.850	MTLY	4	43	01/01/1988	11/15/2015																			
0299999. U.S. Government - Single Class Mortgage-Backed/Asset-Backed Securities					419	XXX	443	394	415	0	(2)	0	0	XXX	XXX	XXX	4	43	XXX	XXX																				
0399999. Total - U.S. Government Bonds					331,605	XXX	347,910	330,394	330,631	0	(148)	0	0	XXX	XXX	XXX	2,950	22,731	XXX	XXX																				
1099999. Total - All Other Government Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX																				
1799999. Total - States, Territories and Possessions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX																				
2499999. Total - Political Subdivisions Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX																				
3199999. Total - Special Revenues Bonds					0	XXX	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX																				
PUBLIC UTILITIES (UNAFFILIATED)																																								
ISSUER OBLIGATIONS																																								
025537-AE-1	AMERICAN ELECTRIC POWER			2FE	998,480		100,9770	1,009,770	1,000,000	998,616	0	60	0	0	5.250	5.267	JD	4,375	52,500	05/15/2003	06/01/2015																			
092113-AE-9	BLACK HILLS			2FE	507,245		102,4890	512,445	500,000	506,395	0	(579)	0	0	6.500	6.301	MM	4,153	32,500	06/05/2003	05/15/2013																			
15189T-AG-2	CENTERPOINT ENERGY SERIES B			2	1,012,840		110,6910	1,106,910	1,000,000	1,012,000	0	(787)	0	0	6.850	6.688	JD	5,708	68,500	11/13/2003	06/01/2015																			
15189X-AG-3	CENTERPOINT ENERGY HOUSTON			2FE	997,540		106,0120	1,060,120	1,000,000	997,701	0	161	0	0	5.750	5.783	JJ	26,514	48,875	09/03/2003	01/15/2014																			
210371-AK-6	CONSTELLATION ENERGY			2FE	940,430		95,4540	954,540	1,000,000	943,845	0	3,415	0	0	4.550	5.255	JD	2,022	45,500	02/24/2004	06/15/2015																			
210518-BV-7	CONSUMERS ENERGY SERIES B			2	970,600		103,4190	1,034,190	1,000,000	972,216	0	1,616	0	0	5.375	5.802	AO	11,347	26,875	05/20/2004	04/15/2013																			
240019-BP-3	DAYTON POWER & LIGHT			2FE	772,001		102,1680	791,802	775,000	772,296	0	236	0	0	5.125	5.175	AO	9,930	39,939	09/24/2003	10/01/2013																			
250847-DV-9	DETROIT EDISON			1FE	999,510		104,4250	1,044,250	1,000,000	999,555	0	45	0	0	5.400	5.406	FA	24,900	0	07/08/2004	08/01/2014																			
264399-EF-9	DUKE ENERGY			2FE	1,993,600		105,1860	2,103,720	2,000,000	1,994,634	0	449	0	0	5.625	5.668	MM	9,688	112,500	11/15/2002	11/30/2012																			
266228-CS-2	DUQUESNE LIGHT SERIES Q			2	998,880		105,4280	1,054,280	1,000,000	998,880	0	0	0	0	5.700	5.717	FA	21,533	13,775	05/10/2004	05/15/2014																			
465685-AA-3	ITC HOLDINGS			2FE	995,550		98,1820	981,820	1,000,000	996,662	0	353	0	0	5.250	5.308	JJ	24,208	52,354	07/01/2003	07/15/2013																			
494550-AP-1	KINDER MORGAN			2FE	2,997,960		103,5220	3,105,660	3,000,000	2,998,849	0	365	0	0	5.350	5.366	FA	60,633	160,500	08/14/2002	08/15/2007																			
494553-AB-6	KINDER MORGAN			2FE	2,101,240		109,9170	2,198,340	2,000,000	2,085,268	0	(8,931)	0	0	6.500	5.803	MS	43,333	130,000	01/28/2003	09/01/2012																			
69362B-AF-9	PSEG POWER			2FE	2,493,675		116,6000	2,915,000	2,500,000	2,495,325	0	373	0	0	7.750	7.788	AO	40,903	193,750	04/09/2001	04/15/2011																			
694308-GD-3	PACIFIC GAS & ELECTRIC			2FE	1,008,290		99,6500	996,500	1,000,000	1,007,745	0	(545)	0	0	4.800	4.695	MS	16,000	21,067	03/18/2004	03/01/2014																			
713291-AG-7	PEPCO HOLDINGS			2FE	1,050,680		110,4970	1,104,970	1,000,000	1,045,024	0	(4,574)	0	0	6.450	5.713	FA	24,367	64,500	09/24/2003	08/15/2012																			
743263-AD-7	PROGRESS ENERGY			2FE	1,999,870		112,4240	2,248,480	2,000,000	1,999,869	0	(76)	0	0	7.100	7.101	MS	47,333	142,000	02/15/2001	03/01/2011																			
816851-AF-6	SEMPRA ENERGY			2FE	1,856,536		106,7280	1,979,804	1,855,000	1,856,309	0	(261)	0	0	6.000	5.989	FA	46,375	111,300	01/29/2003	02/01/2013																			
875127-AT-9	TAMPA ELECTRIC			2FE	2,988,570		104,0270	3,120,810	3,000,000	2,983,557	0	2,135	0	0	5.375	5.464	FA	60,917	161,250	08/21/2002	08/15/2007																			
873144-AA-7	TXU AUSTRALIA HLDINGS		F	1FE	999,910		108,0180	1,080,180	1,000,000	999,910	0	0	0	0	6.150	6.152	MM	7,858	57,229	12/03/2003	11/15/2013																			
3299999. Public Utilities - Issuer Obligations					28,683,407	XXX	30,403,591	28,630,000	28,674,056	0	(6,545)	0	0	XXX	XXX	XXX	492,097	1,534,914	XXX	XXX																				
3899999. Total - Public Utilities Bonds					28,683,407	XXX	30,403,591	28,630,000	28,674,056	0	(6,545)	0	0	XXX	XXX	XXX	492,097	1,534,914	XXX	XXX																				
INDUSTRIAL & MISC. (UNAFFIL)																																								
ISSUER OBLIGATIONS																																								
001957-BC-2	AT&T			3FE	1,842,717		115,1250	2,072,250	1,800,000	1,874,089	0	31,372	0	0	9.050	8.253	MM	20,815	144,900	01/04/2002	11/15/2011																			
00209A-AG-1	AT&T WIRELESS			1FE	2,334,420		120,8840	2,417,680	2,000,000	2,284,532	0	(30,466)	0	0	8.125	5.722	MM	27,083	162,500	04/28/2003	05/01/2012																			
00440E-AG-2	ACE INA HOLDINGS			1FE	998,860		102,4470	1,024,470	1,000,000	998,922	0	62	0	0	5.875	5.890	JD	2,611	30,354	06/02/2004	06/15/2014																			
032166-AG-3	AMISOUTH BANK NA			1FE	979,120		99,8920	999,920	1,000,000	980,041	0	921	0	0	4.850	5.150	AO	12,125	24,250	07/20/2004	04/01/2013																			
043353-AA-9	ARVINMERITOR			3FE	1,065,000		115,5000	1,155,000	1,000,000	1,058,569	0	(5,831)	0	0	8.750	7.672	MS	29,167	87,500	11/13/2003	03/01/2012																			
060716-BQ-9	FLEETBOSTON FINL			1FE	4,981,500		102,7940	5,139,700	5,000,000	4,998,010	0	1,962	0	0	6.625	6.671	JD	27,604	331,250	11/15/1993	12/01/2005																			
073902-BR-8	BEAR STEARNS			1FE	2,564,616		115,1480	2,763,552	2,400,000	2,515,784	0	(19,359)	0	0	7.625	6.467	JD	12,200	183,000	04/25/2002	12/07/2009																			
080555-AD-7	BELO			2FE	2,195,700		106,7910	2,135,820	2,000,000	2,113,951	0	(43,843)	0	0	7.125	4.606	JD	11,875	142,500	01/28/2003	06/01/2007																			
084423-AL-6	BERKLEY W R			2FE	993,750		100,5120	1,005,120	1,000,000	993,825	0	75	0	0	6.150	6.215	FA	21,696	0	08/19/2004	08/15/2019																			
097014-AG-9	BOEING			1FE	2,137,880		112,0480	2,249,960	2,000,000	2,114,134	0	(12,770)	0	0	6.500	5.520	FA	49,111	130,000	01/30/2003	02/15/2012																			
120568-AM-2	BUNGE LTD FINANCE			2FE	476,550		102,3300	511,650	500,000	477,527	0	977	0	0	5.350	5.988	AO	5,647	13,524	06/22/2004	04/15/2014																			
125581-AA-6	CIT GROUP			1FE	3,003,657		107,9750	3,239,250	3,000,000	3,001,796	0	(728)	0	0	7.375	7.345	AO	54,698	221,250	03/26/2002	04/02/2007																			
133131-AL-6	CAMDEN PROPERTY TRUST			2FE	994,240		100,6080	1,006,080	1,000,000	994,701	0	445	0	0	5.375	5.451	JD	2,389	55,392	12/01/2003	12/15/2013																			
14040E-ER-9	CAPITAL ONE BANK			2FE	539,375		103,7380	518,690	500,000	516,713	0	(14,859)	0	0	6.875	3.697	FA	14,323	34,375	06/11/2003	02/01/2006																			
14040E-HF-2	CAPITAL ONE BANK			2FE	1,998,280		102,7010	2,054,036	2,000,000	1,998,839	0	310	0	0	4.875	4.894	MM	12,458	97,500	08/21/2003	05/15/2008																			

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest				Dates	
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity
165167-BA-4	CHESAPEAKE		1	3FE	1,615,000	1,027,750	1,541,250	1,500,000	1,600,014	.0	(13,322)	.0	.0	7.750	6.390	JJ	53,604	116,250	11/13/2003	01/15/2015
17248R-AF-3	CINGULAR WIRELESS			1FE	2,963,940	108,750	3,262,500	3,000,000	2,971,515	.0	2,974	.0	.0	6.500	6.673	JD	8,667	195,000	05/30/2002	12/15/2011
172967-BJ-9	CITIGROUP			1FE	673,166	109,398	727,497	665,000	671,523	.0	(718)	.0	.0	6.000	5.830	FA	14,408	39,900	07/23/2002	02/21/2012
172967-CK-5	CITIGROUP			1FE	1,989,340	102,405	2,048,100	2,000,000	1,989,885	.0	545	.0	.0	5.125	5.194	MM	15,944	51,250	04/28/2004	05/05/2014
172967-CP-4	CITIGROUP			1FE	785,000	100,482	788,784	785,000	785,000	.0	.0	.0	.0	5.000	5.000	MS	11,448	.0	09/16/2004	09/15/2014
17453B-AB-7	CITIZEN COMMUNICATIONS			3FE	2,364,520	117,000	2,340,000	2,000,000	2,296,784	.0	(36,722)	.0	.0	9.250	6.379	MM	23,639	185,000	01/31/2003	05/15/2011
19767Q-AS-4	HCA			3FE	1,038,810	101,181	1,011,811	1,000,000	1,038,625	.0	(185)	.0	.0	7.750	7.431	JJ	35,736	77,500	11/17/2003	07/15/2036
20029P-AN-9	COMCAST CABLE			2FE	1,007,410	115,855	1,158,550	1,000,000	1,005,864	.0	(493)	.0	.0	7.125	7.032	JD	3,167	71,250	06/26/2001	06/15/2013
205887-BA-9	CONAGRA			2FE	2,502,724	112,507	2,812,675	2,500,000	2,501,988	.0	(286)	.0	.0	6.750	6.735	MS	49,688	168,750	09/06/2001	09/15/2011
22237L-MY-5	COUNTRYWIDE HOME LOAN			1FE	1,706,236	105,932	1,816,737	1,715,000	1,708,902	.0	1,105	.0	.0	5.625	5.715	JJ	44,483	96,469	07/17/2002	07/15/2009
22541L-AC-7	CREDIT SUISSE FB USA			1FE	2,257,620	111,298	2,225,960	2,000,000	2,216,780	.0	(25,468)	.0	.0	6.500	4.675	JJ	59,944	130,000	05/08/2003	01/15/2012
23331A-AL-3	D R HORTON		1	3FE	567,500	101,250	506,250	500,000	557,696	.0	(9,804)	.0	.0	8.500	4.886	AO	8,972	21,250	04/28/2004	04/15/2012
233835-AA-5	DAIMLER CHRYSLER			2FE	517,400	111,302	567,640	510,000	515,127	.0	(902)	.0	.0	7.200	6.944	MS	12,240	36,720	04/04/2002	09/01/2009
233835-AT-4	DAIMLER CHRYSLER			1FE	969,934	113,525	1,084,164	955,000	966,848	.0	(1,267)	.0	.0	7.300	7.073	JJ	32,146	69,715	04/18/2002	01/15/2012
247126-AE-5	DELPHI			2FE	500,220	98,891	494,455	500,000	500,179	.0	(41)	.0	.0	6.500	6.495	FA	12,278	34,306	07/24/2003	08/15/2013
268766-BY-7	EOP OPERATING LP			2FE	2,033,100	105,697	2,113,940	2,000,000	2,029,530	.0	(2,817)	.0	.0	5.875	5.644	JJ	54,181	117,500	08/28/2003	01/15/2013
277432-AE-0	EASTMAN CHEMICAL			2FE	1,995,318	113,971	2,279,420	2,000,000	1,996,241	.0	271	.0	.0	7.000	7.033	AO	29,556	140,000	04/04/2002	04/15/2012
285661-AD-6	ELECTRONIC DATA SYSTEMS SERIES B			2FE	983,700	105,589	1,055,890	1,000,000	985,421	.0	1,079	.0	.0	6.500	6.726	FA	27,083	65,167	07/15/2003	08/01/2013
316326-AD-9	FIDELITY NATIONAL FINL			2FE	1,984,940	94,474	1,889,480	2,000,000	1,987,092	.0	1,196	.0	.0	5.250	5.348	MS	30,917	105,000	03/06/2003	03/15/2013
345397-TY-9	FORD MOTOR CREDIT			2FE	1,519,785	107,243	1,608,645	1,500,000	1,517,304	.0	(1,921)	.0	.0	7.250	7.034	AO	19,938	108,750	07/22/2003	10/25/2011
370425-RX-0	GENERAL MOTORS ACCEPTANCE			2FE	2,492,475	102,479	2,561,975	2,500,000	2,494,402	.0	598	.0	.0	6.875	6.917	MS	50,608	171,875	09/05/2001	09/15/2011
38141G-CG-7	GOLDMAN SACHS GROUP			1FE	2,989,800	106,020	3,180,060	3,000,000	2,991,686	.0	819	.0	.0	5.700	5.745	MS	57,000	171,000	08/26/2002	09/01/2012
404119-AH-2	HCA			3FE	498,445	103,932	519,660	500,000	498,593	.0	117	.0	.0	6.750	6.794	JJ	15,563	32,531	07/23/2003	07/15/2013
40423Q-AF-4	HIH PROPERTIES		1	4FE	291,870	102,750	289,755	282,000	287,943	.0	(3,540)	.0	.0	7.875	6.424	JD	987	28,225	11/13/2003	08/01/2008
460146-BN-2	INTERNATIONAL PAPER			2FE	3,300,480	112,113	3,363,390	3,000,000	3,237,238	.0	(28,955)	.0	.0	6.750	5.325	MS	67,500	202,500	09/24/2002	09/01/2011
49306C-AE-1	KEY BANK			1FE	2,492,200	105,262	2,631,555	2,500,000	2,493,668	.0	617	.0	.0	5.700	5.742	FA	53,833	142,500	08/06/2002	08/15/2012
50075N-AH-7	KRAFT FOODS			2FE	1,037,320	109,777	1,097,770	1,000,000	1,031,733	.0	(3,351)	.0	.0	6.250	5.719	JD	5,208	62,500	04/04/2003	06/01/2012
501044-CD-1	KROGER			2FE	1,068,780	109,688	1,096,880	1,000,000	1,066,367	.0	(2,413)	.0	.0	6.200	5.118	JD	2,756	31,000	08/24/2004	06/15/2012
52517P-SC-6	LEHMAN BROTHERS HOLDINGS			1FE	1,989,700	111,818	2,236,376	2,000,000	1,992,050	.0	779	.0	.0	6.625	6.697	JJ	59,993	132,500	01/03/2002	01/18/2012
530718-AC-9	LIBERTY MEDIA			2FE	1,897,220	99,226	1,984,520	2,000,000	1,908,201	.0	8,064	.0	.0	5.700	6.417	MM	14,567	114,000	08/21/2003	05/15/2013
53117C-AG-7	LIBERTY PROPERTY TRUST			2	2,056,580	108,443	2,168,860	2,000,000	2,047,541	.0	(4,810)	.0	.0	6.375	5.982	FA	48,167	127,500	01/10/2003	08/15/2012
55262E-AC-3	MBNA AMERICA BANK			2FE	2,156,220	113,750	2,275,006	2,000,000	2,132,673	.0	(12,823)	.0	.0	7.125	6.053	MM	18,208	142,500	01/31/2003	11/15/2012
552953-AE-1	MGM MIRAGE			3	1,121,250	112,750	1,127,500	1,000,000	1,105,870	.0	(13,862)	.0	.0	8.375	6.256	FA	34,896	83,750	11/13/2003	02/01/2011
562567-AF-4	MANDALAY RESORT GROUP			3FE	658,500	116,500	699,000	600,000	648,271	.0	(7,493)	.0	.0	9.375	7.456	FA	21,250	56,250	08/08/2003	02/15/2010
57190Q-AU-3	MARRIOTT INTERNATIONAL			2FE	3,143,070	109,004	3,270,120	3,000,000	3,088,646	.0	(25,902)	.0	.0	7.000	5.923	JJ	96,833	210,000	10/18/2002	01/15/2008
577778-BS-1	MAY DEPARTMENT STORES			2FE	1,015,440	102,768	1,027,680	1,000,000	1,015,028	.0	(412)	.0	.0	5.750	5.545	JJ	25,715	.0	08/11/2004	07/15/2014
57859H-BU-7	MAYTAG			2FE	993,500	92,944	929,442	1,000,000	994,170	.0	415	.0	.0	5.000	5.073	MM	6,389	50,000	05/09/2003	05/15/2015
583334-AA-5	MEADWESTVACO			2FE	554,610	113,067	565,335	500,000	552,852	.0	(1,758)	.0	.0	6.850	5.088	AO	8,563	17,125	09/10/2004	04/01/2012
59562V-AK-3	MIDAMERICAN ENERGY HLDGS SERIES D			2FE	995,250	99,080	990,080	1,000,000	995,581	.0	331	.0	.0	5.000	5.061	FA	18,889	25,417	02/12/2004	02/15/2014
608190-AF-1	MOHAWK INDUSTRIES			2FE	2,005,068	115,058	2,301,160	2,000,000	2,003,943	.0	(550)	.0	.0	7.200	7.165	AO	30,400	144,000	03/26/2002	04/15/2012
617446-HR-3	MORGAN STANLEY			1FE	2,010,460	102,973	2,059,460	2,000,000	2,009,044	.0	(868)	.0	.0	5.300	5.231	MS	35,333	106,000	03/24/2003	03/01/2013
620076-AR-0	MOTOROLA			2FE	2,125,000	115,996	2,319,920	2,000,000	2,100,010	.0	(13,557)	.0	.0	7.625	6.584	MM	19,486	152,500	01/27/2003	11/15/2010
637432-DC-6	NATIONAL RURAL UTILITIES			1FE	1,928,160	100,459	2,009,180	2,000,000	1,932,072	.0	3,912	.0	.0	4.750	5.221	MS	31,667	49,083	04/30/2004	03/01/2014
681904-AF-5	MINI CARE		1	3FE	316,500	107,500	322,500	300,000	312,999	.0	(2,582)	.0	.0	8.125	6.919	MS	7,177	24,375	08/08/2003	03/15/2011
693320-AF-0	PHH			2FE	993,330	111,829	1,118,290	1,000,000	994,208	.0	432	.0	.0	7.125	7.220	MS	23,750	71,250	02/13/2003	03/01/2013
693476-AP-8	PNC FUNDING			1FE	2,192,620	113,880	2,277,600	2,000,000	2,140,892	.0	(24,602)	.0	.0	7.500	5.807	MM	25,000	150,000	10/24/2002	11/01/2009
69352J-AF-4	PPL ENERGY SUPPLY			2	1,000,600	102,580	1,025,800	1,000,000	1,000,595	.0	(5)	.0	.0	5.400	5.392	FA	19,800	.0	08/26/2004	08/15/2014
695156-AM-1	PACKAGING CORP OF AMERICA			3FE	1,021,610	103,132	1,031,320	1,000,000	1,019,862	.0	(1,725)	.0	.0	5.750	5.457	FA	23,958	59,097	12/18/2003	08/01/2013
700690-AL-4	PARK PLACE ENTERTAINMENT			3FE	317,250	115,500	346,500	300,000	314,858	.0	(1,786)	.0	.0	8.125	7.144	MM	3,115	24,375	08/07/2003	05/15/2011
708160-BR-6																				

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 1

Showing All Long-Term BONDS Owned December 31 of Current Year

1	2	Codes			6	7	Fair Value		10	11	Change in Book/Adjusted Carrying Value				Interest					Dates		
		3	4	5			8	9			12	13	14	15	16	17	18	19	20	21	22	
CUSIP Identification	Description	* Foreign	Bond Char	NAIC Des.	Actual Cost	Fair Value	Rate Used to Obtain Fair Value	Fair Value	Par Value	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor-tization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Rate of	Effective Rate of	How Paid	Admitted Amount Due and Accrued	Gross Amount Received During Year	Acquired	Maturity	
89420G-AJ-8	TRAVELERS PPTY CASUALTY			1FE	1,876,619	97,7470		1,847,418	1,890,000	1,878,553	0	1,075	0	0	5.000	5.091	MS	27,825	94,500	03/06/2003	03/15/2013	
902905-AK-4	USX			2FE	3,698,520	127,7510		3,832,530	3,000,000	3,567,940	0	(62,124)	0	0	9.375	6.062	FA	106,250	281,250	10/22/2002	02/15/2012	
902984-AD-5	USA INTERACTIVE			2FE	1,093,950	110,3070		1,103,070	1,000,000	1,081,311	0	(7,772)	0	0	7.000	5.724	JJ	32,278	70,000	04/24/2003	01/15/2013	
91345H-AT-2	UNIVERSAL			2FE	1,018,440	99,4790		994,795	1,000,000	1,017,055	0	(1,385)	0	0	5.200	4.958	AO	10,978	53,156	01/09/2004	10/15/2013	
91345H-AU-9	UNIVERSAL			2FE	993,430	100,3290		1,003,290	1,000,000	993,733	0	303	0	0	5.000	5.112	MS	18,333	0	08/16/2004	09/01/2011	
92344G-AL-0	VERIZON GLOBAL FDG			1FE	2,495,200	114,5690		2,864,225	2,500,000	2,496,642	0	245	0	0	7.250	7.278	JD	15,104	181,250	12/07/2000	12/01/2010	
962166-AX-2	WEYERHAEUSER			2FE	998,300	103,9180		1,039,180	1,000,000	999,404	0	343	0	0	6.000	6.040	FA	25,000	60,000	07/31/2001	08/01/2006	
983024-AA-8	WYETH			1FE	1,989,200	103,9320		2,078,640	2,000,000	1,992,764	0	2,739	0	0	5.500	5.556	MS	32,389	110,000	02/11/2003	03/15/2013	
003924-AG-2	ABITIBI-CONSOLIDATED	C		3FE	531,200	108,3750		541,875	500,000	526,198	0	(3,668)	0	0	8.550	7.388	FA	17,813	42,750	08/07/2003	08/01/2010	
10549P-AE-1	BRASCAN	C		2FE	3,173,687	113,6220		3,118,924	2,745,000	3,112,344	0	(39,845)	0	0	7.125	4.956	JD	8,693	195,581	06/04/2003	06/15/2012	
292506-AA-0	ENCANA HLDINGS FIN	C		1	1,019,230	106,6090		1,066,090	1,000,000	1,018,673	0	(557)	0	0	5.800	5.541	MN	9,667	27,067	07/28/2004	05/01/2014	
65653R-AD-5	NORSKE SKOG CANADA SERIES D	C	1	3FE	1,030,000	107,2500		1,072,500	1,000,000	1,025,060	0	(4,422)	0	0	8.625	7.946	JD	3,833	86,250	11/13/2003	06/15/2011	
66977W-AB-5	NOVA CHEMICALS	C		3FE	1,492,725	104,1250		1,561,875	1,500,000	1,497,743	0	1,475	0	0	7.000	7.117	MN	13,417	105,000	05/02/2001	05/15/2006	
87971M-AC-7	TELUS	C		2FE	3,595,820	118,5080		4,147,780	3,500,000	3,584,094	0	(10,482)	0	0	8.000	7.501	JD	23,333	280,000	08/07/2003	06/01/2011	
111021-AD-3	BRITISH TELECOM PLC	F		1FE	865,754	120,0860		954,684	795,000	845,987	0	(6,688)	0	0	8.375	7.038	JD	2,959	66,581	12/17/2001	12/15/2010	
35177P-AK-3	FRANCE TELECOM	F		2FE	1,201,620	119,2900		1,192,900	1,000,000	1,178,527	0	(23,093)	0	0	8.500	5.090	MS	28,333	88,750	02/04/2004	03/01/2011	
705015-AA-3	PEARSON PLC	F		2FE	1,004,540	112,6390		1,126,390	1,000,000	1,003,284	0	(421)	0	0	7.000	6.936	JD	3,111	70,000	06/26/2001	06/15/2011	
780641-AG-1	KONINKLIJKE KPN NV	F		2FE	1,225,890	118,0340		1,180,340	1,000,000	1,201,287	0	(24,603)	0	0	8.000	4.041	AO	20,000	80,000	03/09/2004	10/01/2010	
3999999. Industrial and Miscellaneous - Issuer Obligations					147,533,876	XXX		155,281,056	141,942,000	146,577,789	0	(563,328)	0	0	XXX	XXX	XXX	2,450,419	9,020,902	XXX	XXX	
MULTI-RES. DEF.																						
12667F-HI-8	CIWALT 2004-9T1 A13			1FE	4,924,414	100,3550		5,017,763	5,000,000	4,926,221	0	1,806	0	0	5.500	5.622	MTLY	22,917	160,417	04/22/2004	07/25/2034	
12669E-Z2-5	CIWALT 2003-J1 1A9			1FE	670,340	100,9850		710,941	704,000	672,529	0	1,670	0	0	5.250	5.739	MTLY	3,080	36,960	09/17/2003	10/25/2033	
76111X-BZ-5	RFMSI 2003-S17 M1			1FE	1,932,675	97,8450		1,924,102	1,966,474	1,934,219	0	1,622	0	0	5.500	5.655	MTLY	9,013	108,156	09/24/2003	09/25/2033	
4199999. Industrial and Miscellaneous - Defined Multi-Class Residential Mortgage-Backed Securities					7,527,429	XXX		7,652,806	7,670,474	7,532,969	0	5,098	0	0	XXX	XXX	XXX	35,010	305,533	XXX	XXX	
MULTI-RES. OTH.																						
76111X-CA-9	RFMSI 2003-S17 M2			1FE	1,065,571	96,2380		1,059,421	1,100,832	1,067,348	0	1,833	0	0	5.500	5.828	MTLY	5,045	60,546	09/24/2003	09/25/2033	
92922F-HI-8	WAMU 2004-S1 B2			1FE	2,208,893	100,0870		2,230,337	2,228,391	2,209,304	0	575	0	0	5.813	5.871	MTLY	10,796	86,368	04/21/2004	03/25/2034	
4299999. Industrial and Miscellaneous - Other Multi-Class Residential Mortgage-Backed Securities					3,274,464	XXX		3,289,758	3,329,223	3,276,652	0	2,408	0	0	XXX	XXX	XXX	15,841	146,914	XXX	XXX	
MULTI-COMM. DEF.																						
201728-CJ-9	CIAC 1997-ML1 B			1FE	1,106,367	107,3340		1,073,342	1,000,000	1,075,830	0	(24,472)	0	0	6.540	3.720	MTLY	5,450	65,075	09/29/2003	12/15/2030	
36228C-BA-0	GSMG 1998-GL11 A2			1FE	1,096,328	107,0740		1,070,747	1,000,000	1,073,019	0	(22,342)	0	0	6.562	3.980	MTLY	5,468	65,620	12/10/2003	04/13/2031	
597706-AX-8	MIDL 1996-C2 D		1	1FE	1,129,336	107,3130		1,073,132	1,000,000	1,079,559	0	(36,693)	0	0	7.636	3.620	MTLY	6,363	76,360	08/12/2003	01/25/2029	
4399999. Industrial and Miscellaneous - Defined Multi-Class Commercial Mortgage-Backed Securities					3,332,031	XXX		3,217,221	3,000,000	3,228,408	0	(83,507)	0	0	XXX	XXX	XXX	17,281	207,055	XXX	XXX	
MULTI-COMM. DEF.																						
201728-EF-5	CIAC 1999-C1 F			2FE	1,115,469	113,4770		1,134,779	1,000,000	1,089,551	0	(18,275)	0	0	7.629	5.294	MTLY	6,358	77,527	08/13/2003	06/15/2031	
63859C-AV-5	NLFC 1998-1 D			2FE	1,107,422	107,7710		1,077,716	1,000,000	1,082,317	0	(25,103)	0	0	6.803	3.818	MTLY	5,669	62,361	01/09/2004	03/20/2030	
4499999. Industrial and Miscellaneous - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					2,222,891	XXX		2,212,495	2,000,000	2,171,868	0	(43,378)	0	0	XXX	XXX	XXX	12,027	139,888	XXX	XXX	
4599999. Total - Industrial and Miscellaneous Bonds					163,890,691	XXX		171,653,336	157,941,697	162,787,686	0	(682,707)	0	0	XXX	XXX	XXX	2,530,578	9,820,292	XXX	XXX	
5399999. Total - Parent, Subsidiaries and Affiliates Bonds					0	XXX		0	0	0	0	0	0	0	XXX	XXX	XXX	0	0	XXX	XXX	
5499999. Total - Issuer Obligations					176,548,469	XXX		186,032,114	170,902,000	175,582,061	0	(570,019)	0	0	XXX	XXX	XXX	2,945,462	10,578,504	XXX	XXX	
5599999. Total - Single Class Mortgage-Backed/Asset-Backed Securities					419	XXX		443	394	415	0	(2)	0	0	XXX	XXX	XXX	4	43	XXX	XXX	
5699999. Total - Defined Multi-Class Residential Mortgage-Backed Securities					7,527,429	XXX		7,652,806	7,670,474	7,532,969	0	5,098	0	0	XXX	XXX	XXX	35,010	305,533	XXX	XXX	
5799999. Total - Other Multi-Class Residential Mortgage-Backed Securities					3,274,464	XXX		3,289,758	3,329,223	3,276,652	0	2,408	0	0	XXX	XXX	XXX	15,841	146,914	XXX	XXX	
5899999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities					3,332,031	XXX		3,217,221	3,000,000	3,228,408	0	(83,507)	0	0	XXX	XXX	XXX	17,281	207,055	XXX	XXX	
5999999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities					2,222,891	XXX		2,212,495	2,000,000	2,171,868	0	(43,378)	0	0	XXX	XXX	XXX	12,027	139,888	XXX	XXX	
6099999 - Totals					192,905,703	XXX		202,404,837	186,902,091	191,792,373	0	(689,400)	0	0	XXX	XXX	XXX	3,025,625	11,377,937	XXX	XXX	

E08.2

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 1

Showing All PREFERRED STOCKS Owned December 31 of Current Year

1 CUSIP Identi- fication	2 Description	Codes		5 Number of Shares	6 Par Value Per Share	7 Rate Per Share	8 Book/ Adjusted Carrying Value	Fair Value		11 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				20 NAIC Desig- nation	21 Date Acquired	
		3 Code	4 For- eign					9 Rate Per Share Used to Obtain Fair Value	10 Fair Value		12 Declared but Unpaid	13 Amount Received During Year	14 Nonadmitted Declared But Unpaid	15 Unrealized Valuation Increase/ (Decrease)	16 Current Year's (Amor- tizaton) Accretion	17 Current Year's Other Than Temporary Impairment Recognized	18 Total Change in Book/Adjusted Carrying Value (15 + 16 - 17)			19 Total Foreign Exchange Change in Book/ Adjusted Carrying Value
NONE																				
6599999	Total Preferred Stocks							XXX											XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 2 - SECTION 2

Showing All COMMON STOCKS Owned December 31 of Current Year

1 CUSIP Identi- fication	2 Description	Codes		5 Number of Shares	6 Book/ Adjusted Carrying Value	Fair Value		9 Actual Cost	Dividends			Change in Book/Adjusted Carrying Value				17 NAIC Market Indicator (a)	18 Date Acquired
		3 Code	4 For- eign			7 Rate Per Share Used to Obtain Fair Value	8 Fair Value		10 Declared but Unpaid	11 Amount Received During Year	12 Nonadmitted Declared But Unpaid	13 Unrealized Valuation Increase/ (Decrease)	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in Book/Adjusted Carrying Value (13 - 14)	16 Total Foreign Exchange Change in Book/Adjusted Carrying Value		
468502-10-9	JACKSON NATIONAL LIFE INSURANCE COMPANY			12,000,000.000	3,140,683,432	261.220	3,140,683,432	2,103,800,000	0	120,000,000	0	141,651,693	0	141,651,693	0	A	08/26/1987
6999999	Total - Common Stock - Parent, Subsidiaries and Affiliates				3,140,683,432	XXX	3,140,683,432	2,103,800,000	0	120,000,000	0	141,651,693	0	141,651,693	0	XXX	XXX
7299999	Total Common Stocks				3,140,683,432	XXX	3,140,683,432	2,103,800,000	0	120,000,000	0	141,651,693	0	141,651,693	0	XXX	XXX
7399999	Total Preferred and Common Stocks				3,140,683,432	XXX	3,140,683,432	2,103,800,000	0	120,000,000	0	141,651,693	0	141,651,693	0	XXX	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0 , the total \$ value (included in Column 8) of all such issues \$0

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
BONDS								
PUBLIC UTILITIES (UNAFFILIATED)								
210371-AK-6	CONSTELLATION ENERG 4.550 06/15/2015		02/24/2004	GOLDMAN SACHS		940,430	1,000,000	9,100
210518-BV-7	CONSUMERS ENERGY SE 5.375 04/15/2013		05/20/2004	CREDIT SUISSE FIRST BOSTON		970,600	1,000,000	5,972
250847-DV-9	DETROIT EDISON 5.400 08/01/2014		07/08/2004	UBS WARBURG		999,510	1,000,000	0
266228-CS-2	DUQUESNE LIGHT SERI 5.700 05/15/2014		05/10/2004	BANC ONE CAPITAL MARKETS		998,880	1,000,000	0
694308-GD-3	PACIFIC GAS & ELECT 4.800 03/01/2014		03/18/2004	MERRILL LYNCH		1,008,290	1,000,000	0
3899999. Bonds - Public Utilities						4,917,710	5,000,000	15,072
INDUSTRIAL & MISC. (UNAFFIL)								
00440E-AG-2	ACE INA HOLDINGS 5.875 06/15/2014		06/02/2004	J P MORGAN		998,860	1,000,000	0
032166-AG-3	AMSOUTH BANK NA 4.850 04/01/2013		07/20/2004	UBS WARBURG		979,120	1,000,000	15,089
084423-AL-6	BERKLEY W R 6.150 08/15/2019		08/19/2004	MORGAN STANLEY, DEAN WITTER		993,750	1,000,000	0
120568-AM-2	BUNGE LTD FINANCE 5.350 04/15/2014		06/22/2004	SALOMON SMITH BARNEY		476,550	500,000	5,350
12667F-HW-8	CIWALT 2004-9T1 A13 5.500 06/01/2034		04/22/2004	BEAR STEARNS		4,924,414	5,000,000	20,625
172967-CX-5	CITIGROUP 5.125 05/05/2014		04/28/2004	SALOMON SMITH BARNEY		1,989,340	2,000,000	0
172967-CP-4	CITIGROUP 5.000 09/15/2014		09/16/2004	EXCHANGE		785,000	785,000	0
23331A-AL-3	D R HORTON 8.500 04/15/2012		04/28/2004	J P MORGAN		567,500	500,000	2,125
501044-CD-1	KROGER 6.200 06/15/2012		08/24/2004	DEUTSCHE BANK AG		1,068,780	1,000,000	12,400
577778-BS-1	MAY DEPARTMENT STOR 5.750 07/15/2014		08/11/2004	LEHMAN BROTHERS		1,015,440	1,000,000	4,153
583334-AA-5	MEADWESTVACO 6.850 04/01/2012		09/10/2004	CREDIT SUISSE FIRST BOSTON		554,610	500,000	15,603
59562V-AK-3	MIDAMERICAN ENERGY 5.000 02/15/2014		02/12/2004	LEHMAN BROTHERS		995,250	1,000,000	833
637432-DC-6	NATIONAL RURAL UTIL 4.750 03/01/2014		04/30/2004	ABN AMRO		1,928,160	2,000,000	18,472
63859C-AV-5	NLFC 1998-1 D 6.803 01/01/2008		01/09/2004	BANC OF AMERICA SECURITIES		1,107,422	1,000,000	2,457
69352J-AF-4	PPL ENERGY SUPPLY 5.400 08/15/2014		08/26/2004	SALOMON SMITH BARNEY		1,000,600	1,000,000	1,800
78442F-CJ-5	SLM SERIES MTNA 5.375 05/15/2014		04/28/2004	J P MORGAN		1,995,520	2,000,000	0
786514-BF-5	SAFEWAY 5.800 08/15/2012		01/27/2004	BEAR STEARNS		1,049,160	1,000,000	26,583
91345H-AT-2	UNIVERSAL 5.200 10/15/2013		01/09/2004	BARCLAYS CAPITAL		1,018,440	1,000,000	14,011
91345H-AU-9	UNIVERSAL CORP 5.000 09/01/2011		08/16/2004	WACHOVIA SECURITIES		993,430	1,000,000	0
92922F-IH-8	WAMU 2004-S1 B2 5.813 02/01/2034		04/21/2004	BEAR STEARNS		2,227,775	2,247,441	9,073
292506-AA-0	ENCANA HLDINGS FIN 5.800 05/01/2014	C.	07/28/2004	LEHMAN BROTHERS		1,019,230	1,000,000	12,728
35177P-AK-3	FRANCE TELECOM 8.500 03/01/2011	F.	02/04/2004	UBS WARBURG		1,201,620	1,000,000	39,500
780641-AG-1	KONINKLIJKE KPN NV 8.000 10/01/2010	F.	03/09/2004	BANC OF AMERICA SECURITIES		1,225,890	1,000,000	35,778
4599999. Bonds - Industrial and Miscellaneous						30,115,861	29,532,441	236,580
6099997. Total - Bonds - Part 3							35,033,571	251,652
6099998. Total - Bonds - Part 5							1,084,470	19,132
6099999. Total - Bonds							36,118,041	270,784
6599997. Total - Preferred Stocks - Part 3							0	0
6599998. Total - Preferred Stocks - Part 5							0	0
6599999. Total - Preferred Stocks							0	0
7299997. Total - Common Stocks - Part 3							0	0
7299998. Total - Common Stocks - Part 5							0	0
7299999. Total - Common Stocks							0	0
7399999. Total - Preferred and Common Stocks							0	0
7499999 - Totals							36,118,041	270,784

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED or Otherwise DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	Change In Book/Adjusted Carrying Value					16	17	18	19	20	21	
										11	12	13	14	15							
CUSIP Identification	Description	Foreign	Disposal Date	Name of Purchaser	Number of Shares of Stock	Consideration	Par Value	Actual Cost	Prior Year Book/Adjusted Carrying Value	Unrealized Valuation Increase/Decrease	Current Year's (Amortization)/Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in Book/Adjusted Carrying Value (11+12-13)	Total Foreign Exchange Change in Book/Adjusted Carrying Value	Book/Adjusted Carrying Value at Disposal Date	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Bond Interest/Stock Dividends Received During Year	Maturity Date	
BONDS GOVERNMENTS																					
362155-DN-0	GNSF 143309		11.000 10/01/2015																		
			12/01/2004	MBS PAYDOWN																	
0399999. Bonds - U.S. Governments																					
						17	17	18	17	0	0	0	0	0	17	0	0	0	0	1	XXX
INDUSTRIAL & MISC. (UNAFFIL)																					
01958X-AM-9	ALLIED WASTE NORTH		7.875 01/01/2009																		
			05/03/2004	CALL at 103.938		831,500	800,000	798,000	798,218	0	48	0	48	0	798,266	0	33,234	33,234	41,471	01/01/2009	
172967-AZ-4	CITIGROUP		7.250 10/01/2010																		
			09/16/2004	SINKING FUND PYMT		665,000	665,000	726,034	717,375	0	(52,375)	0	(52,375)	0	665,000	0	0	0	166,204	10/01/2010	
404230-AF-4	HMH PROPERTIES		7.875 08/01/2008																		
			09/02/2004	CALL at 103.489		743,053	718,000	743,130	742,143	0	(3,866)	0	(3,866)	0	738,277	0	4,776	4,776	21,082	08/01/2008	
459902-AJ-1	INTL GAME TECHNOLOG		8.375 05/15/2009																		
			07/16/2004	CALL at 118.313		1,183,130	1,000,000	1,146,250	1,128,055	0	(11,273)	0	(11,273)	0	1,116,782	0	66,347	66,347	56,066	05/15/2009	
697933-AP-4	PANAMSAT		8.500 02/01/2012																		
			08/20/2004	TENDER OFFER		686,520	600,000	606,000	605,749	0	(481)	0	(481)	0	605,268	0	81,251	81,251	54,258	02/01/2012	
74434T-PR-2	PHMS 1993-34 A3		7.000 09/01/2004																		
			03/01/2004	MBS PAYDOWN		1,103,705	1,103,705	1,091,978	1,098,234	0	5,471	0	5,471	0	1,103,705	0	0	0	16,013	09/01/2004	
760944-DZ-8	RFMSI 1993-S7 A8		7.500 03/01/2008																		
			02/01/2004	MBS PAYDOWN		284,953	284,953	283,884	283,884	0	1,069	0	1,069	0	284,953	0	0	0	3,337	03/01/2008	
76111X-BZ-5	RFMSI 2003-S17 M1		5.500 09/01/2033																		
			12/01/2004	MBS PAYDOWN		27,030	27,030	26,566	27,018	0	12	0	12	0	27,030	0	0	0	813	09/01/2033	
76111X-CA-9	RFMSI 2003-S17 M2		5.500 09/01/2033																		
			12/01/2004	MBS PAYDOWN		15,132	15,132	14,647	15,118	0	14	0	14	0	15,132	0	0	0	455	09/01/2033	
92922F-MH-8	WAMJ 2004-S1 B2		5.813 02/01/2034																		
			12/01/2004	MBS PAYDOWN		19,049	19,049	18,883	19,046	0	3	0	3	0	19,049	0	0	0	420	02/01/2034	
4599999. Bonds - Industrial and Miscellaneous																					
						5,559,072	5,232,869	5,455,372	5,434,840	0	(61,378)	0	(61,378)	0	5,373,462	0	185,608	185,608	360,119	XXX	
6099997. Total - Bonds - Part 4																					
						5,559,089	5,232,886	5,455,390	5,434,857	0	(61,378)	0	(61,378)	0	5,373,479	0	185,608	185,608	360,120	XXX	
6099998. Total - Bonds - Part 5																					
						1,114,030	1,000,000	1,084,470	1,084,470	0	(4,420)	0	(4,420)	0	1,080,050	0	33,980	33,980	70,084	XXX	
6099999. Total - Bonds																					
						6,673,119	6,232,886	6,539,860	6,519,327	0	(65,798)	0	(65,798)	0	6,453,529	0	219,588	219,588	430,204	XXX	
6599997. Total - Preferred Stocks - Part 4																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
6599998. Total - Preferred Stocks - Part 5																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
6599999. Total - Preferred Stocks																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
7299997. Total - Common Stocks - Part 4																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
7299998. Total - Common Stocks - Part 5																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
7299999. Total - Common Stocks																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
7399999. Total - Preferred and Common Stocks																					
						0	XXX	0	0	0	0	0	0	0	0	0	0	0	0	0	XXX
7499999 - Totals																					
						6,673,119	XXX	6,539,860	6,519,327	0	(65,798)	0	(65,798)	0	6,453,529	0	219,588	219,588	430,204	XXX	

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ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1 CUSIP Identifi- cation	2 Description	3 For- eign	4 Date Acquired	5 Name of Vendor	6 Disposal Date	7 Name of Purchaser	8 Par Value (Bonds) or Number of Shares (Stock)	9 Actual Cost	10 Consid- eration	11 Book/ Adjusted Carrying Value at Disposal Date	Change in Book/Adjusted Carrying Value					17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Interest and Dividends Received During Year	21 Paid for Accrued Interest and Dividends								
											12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amort- ization)/ Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Change in Book/ Adjusted Carrying Value (12 + 13 - 14)	16 Total Foreign Exchange Change in Book/ Adjusted Carrying Value													
BONDS																												
INDUSTRIAL & MISC. (UNAFFIL)																												
277461-BD-0	EASTMAN KODAK 7.250 11/15/2013		01/12/2004	UBS WARBURG	09/23/2004	BANC OF AMERICA SECURITIES	1,000,000	1,084,470	1,114,030	1,080,050	0	(4,420)	0	(4,420)	0	0	33,980	33,980	70,084	19,132								
4599999	Bonds - Industrial and Miscellaneous						1,000,000	1,084,470	1,114,030	1,080,050	0	(4,420)	0	(4,420)	0	0	33,980	33,980	70,084	19,132								
6099998	Total - Bonds						1,000,000	1,084,470	1,114,030	1,080,050	0	(4,420)	0	(4,420)	0	0	33,980	33,980	70,084	19,132								
6599998	Total - Preferred Stocks						0	0	0	0	0	0	0	0	0	0	0	0	0	0								
7299998	Total - Common Stocks						0	0	0	0	0	0	0	0	0	0	0	0	0	0								
7399999	Total - Preferred and Common Stocks						0	0	0	0	0	0	0	0	0	0	0	0	0	0								
7499999	Totals						1,084,470	1,114,030	1,080,050	0	(4,420)	0	(4,420)	0	0	0	33,980	33,980	70,084	19,132								

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description, Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures Manual)	6 Do Insurer's Admitted Assets Include Intangible Assets Connected with Holding of Such Company's Stock?	7 Total, Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
0999999. Total Preferred Stocks						0	0	XXX	XXX
468502-10-9	JACKSON NATIONAL LIFE INSURANCE COMPANY		65056	382A	NO	0	3,140,683,432	12,000,000,000	100.0
1299999. Common Stock - U.S. LAH Insurer						0	3,140,683,432	XXX	XXX
1899999. Total Common Stocks						0	3,140,683,432	XXX	XXX
1999999 - Total						0	3,140,683,432	XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein \$ 1,761,446,739

2. Total amount of intangible assets nonadmitted \$ 0

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-Tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-Tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-Tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
05556*-10-7	BH CLEARING, LLC	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	1,000	100.0
170558-10-6	HERMITAGE MANAGEMENT LLC	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	1,000,000	100.0
22580#-10-8	CRESCENT TELEPHONE COMPANY	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	300,000,000	100.0
23127#-10-6	CURIAN CAPITAL, LLC	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	1,000	100.0
28413#-10-8	ELAN HOLDINGS	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	250,000,000	25.0
36161#-11-3	GCI HOLDINGS WARRANTS	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	51,633,000	70.0
46850*-10-4	JACKSON NATIONAL LIFE DISTRIBUTORS, INC	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	5,000,000	100.0
46850#-10-2	JACKSON NATIONAL ASSET MANAGEMENT	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	1,000	100.0
46852*-10-2	JACKSON NATIONAL LIFE INSURANCE CO OF NEW YORK	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	2,000,000	100.0
990000-77-7	INDUSTRIAL COATINGS GROUP	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	406,385,000	70.0
64987#-10-8	JACKSON NATIONAL LIFE (BERMUDA) LTD	JACKSON NATIONAL LIFE INSURANCE COMPANY	0	250,000,000	100.0
0299999. Common Stock			0	XXX	XXX
0399999 - Total			0	XXX	XXX

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE DA - PART 1

Showing All SHORT-TERM INVESTMENTS Owned December 31 of Current Year

1	Codes		4	5	6	7	Change in Book/Adjusted Carrying Value				12	13	Interest					20	
	2	3					8	9	10	11			14	15	16	17	18		19
Description	Code	For- eign	Date Acquired	Name of Vendor	Maturity Date	Book/ Adjusted Carrying Value	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amor- tization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Foreign Exchange Change in Book/ Adjusted Carrying Value	Par Value	Actual Cost	Amount Due and Accrued Dec. 31 of Current Year on Bonds not in Default	Non-Admitted Due and Accrued	Rate of	Effective Rate of	How Paid	Gross Amount Received	Paid for Accrued Interest
0399999. Total - U.S Government						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1099999. Total - All Other Government Bonds						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
1799999. Total - States, Territories and Possessions						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
2499999. Total - Political Subdivisions						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3199999. Total - Special Revenue						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
3899999. Total - Public Utilities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
AIM LIQUID ASSETS PORTFOLIO			12/21/2004	BANK OF NEW YORK	01/03/2005	6,125,948	0	0	0	0	6,125,948	6,125,948	11,088	0	2.070	2.070	MPLY	15,145	0
3999999. Industrial and Miscellaneous - Issuer Obligations						6,125,948	0	0	0	0	6,125,948	6,125,948	11,088	0	XXX	XXX	XXX	15,145	0
4599999. Total - Industrial and Miscellaneous						6,125,948	0	0	0	0	6,125,948	6,125,948	11,088	0	XXX	XXX	XXX	15,145	0
5399999. Total - Parent, Subsidiaries and Affiliates Bonds						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5499999. Total - Issuer Obligations						6,125,948	0	0	0	0	6,125,948	6,125,948	11,088	0	XXX	XXX	XXX	15,145	0
5599999. Total - Single Class Mortgaged Backed/Asset Backed Securities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5699999. Total - Defined Multi-Class Residential Mortgage-Backed Securities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5799999. Total - Other Multi-Class Residential Mortgage-Backed Securities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5899999. Total - Defined Multi-Class Commercial Mortgage-Backed Securities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
5999999. Total - Other Multi-Class Commercial Mortgage-Backed/Asset-Backed Securities						0	0	0	0	0	0	0	0	0	XXX	XXX	XXX	0	0
6099999. Total Bonds						6,125,948	0	0	0	0	6,125,948	6,125,948	11,088	0	XXX	XXX	XXX	15,145	0
7799999. Total - Parent, Subsidiaries and Affiliates						0	0	0	0	0	XXX	0	0	0	XXX	XXX	XXX	0	0
8299999 - Totals						6,125,948	0	0	0	0	XXX	6,125,948	11,088	0	XXX	XXX	XXX	15,145	0

Schedule DB - Part A - Section 1

N O N E

Schedule DB - Part A - Section 2

N O N E

Schedule DB - Part A - Section 3

N O N E

Schedule DB - Part B - Section 1

N O N E

Schedule DB - Part B - Section 2

N O N E

Schedule DB - Part B - Section 3

N O N E

Schedule DB - Part C - Section 1

N O N E

Schedule DB - Part C - Section 2

N O N E

Schedule DB - Part C - Section 3

N O N E

Schedule DB - Part D - Section 1

N O N E

Schedule DB - Part D - Section 2

N O N E

Schedule DB - Part D - Section 3

N O N E

Schedule DB - Part E - Section 1

N O N E

ANNUAL STATEMENT FOR THE YEAR 2004 OF THE BROOKE LIFE INSURANCE COMPANY

SCHEDULE E - PART 3 - SPECIAL DEPOSITS

1 Line Number	2 Type	3 Description of Deposit	4 Where Deposited and Purpose of Deposit	5 Par or Book Value	6 Statement Value (a)	7 Fair Value
9999997.	Subtotal - special deposits	not held for the benefit of all policyholders, claimants and creditors of the company		0	0	0
MI 00001				330,000	330,216	347,467
9999998.	Subtotal - special deposits	held for the benefit of all policyholders, claimants and creditors of the company		330,000	330,216	347,467
9999999 - Totals				330,000	330,216	347,467

(a) Includes \$ 0 cash and short-term investments as defined in SSAP No. 2 of the NAIC Accounting Practices and Procedures Manual.

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