UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K

 X   Annual report pursuant to Section 13 or 15(d) of the Securities Exchange
- --- Act of 1934 for the fiscal year ended December 31, 1999

     Transition report pursuant to Section 13 or 15(d) of the Securities
- --- Exchange Act of 1934

Commission file number 1-11848

REINSURANCE GROUP OF AMERICA, INCORPORATED
(Exact name of registrant as specified in its charter)

MISSOURI (State or other jurisdiction of incorporation or organization)	43-1627032 (I.R.S. Employer Identification No.)
1370 TIMBERLAKE MANOR PARKWAY, CHESTERFIELD, MISSOURI (Address of principal executive offices)	63017 (Zip Code)

Registrant's telephone number, including area code: (636) 736-7439

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

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01	New York Stock Exchange
Preferred Stock Purchase Rights	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:
None

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes X No
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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The aggregate market value of the stock held by non-affiliates of the registrant, based upon the closing sale price of the Common Stock on March 1, 2000, as reported on the New York Stock Exchange was approximately $331,795,490.

As of March 1, 2000, Registrant had outstanding 49,940,453 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Annual Report to Shareholders for the year ended December 31, 1999 ("the Annual Report") are incorporated by reference in Part I of this Form 10-K. Certain portions of the Definitive Proxy Statement in connection with the 2000 Annual Meeting of Shareholders ("the Proxy Statement") which will be filed with the Securities and Exchange Commission not later than 120 days after the Registrant's fiscal year ended December 31, 1999, are incorporated by reference in Part III of this Form 10-K.

REINSURANCE GROUP OF AMERICA, INCORPORATED

FORM 10-K

YEAR ENDED DECEMBER 31, 1999

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Item 1. BUSINESS

A. OVERVIEW

Reinsurance Group of America, Incorporated ("RGA") is an insurance holding company formed December 31, 1992. GenAmerica Corporation, a wholly owned subsidiary of General American Mutual Holding Company and the parent corporation of General American Life Insurance Company ("General American"), beneficially owned approximately 48% of RGA's outstanding common shares at December 31, 1999. The consolidated financial statements include the assets, liabilities, and results of operations of RGA; Reinsurance Company of Missouri, Incorporated ("RCM"); RGA Australian Holdings Pty, Limited ("Australian Holdings"); RGA Reinsurance Company (Barbados) Ltd. ("RGA Barbados"); RGA International, Ltd. ("RGA International"), a Canadian marketing and insurance holding company, RGA Sudamerica, S.A., a Chilean holding company; RGA Holdings Limited (U.K.) ("RGA UK"), a United Kingdom holding company; General American Argentina Seguros de Vida, S.A. ("GA Argentina"), an Argentine life insurance company; and RGA South African Holdings (Pty) Ltd ("RGA South Africa"), a South African holding company. In addition, the consolidated financial statements include the subsidiaries of RCM, Australian Holdings, RGA International, RGA UK, RGA Sudamerica, S.A., and RGA South Africa, subject to an ownership position of fifty percent or more (collectively, the "Company").

On January 6, 2000, Metropolitan Life Insurance Company ("MetLife") acquired 100% of GenAmerica Corporation, including its beneficial ownership of RGA shares. This acquisition, together with a private placement of approximately 4.8 million shares completed in November 1999, makes MetLife the Company's majority shareholder, with beneficial ownership of approximately 58% of all outstanding shares.

The Company is primarily engaged in life reinsurance and international life and disability insurance on a direct and reinsurance basis. In addition, the Company provides reinsurance of non-traditional business including asset-intensive products and financial reinsurance. RGA and its predecessor, the Reinsurance Division of General American ("Reinsurance Division"), have been engaged in the business of life reinsurance since 1973. As of December 31, 1999, the Company had approximately $5.1 billion in consolidated assets.

Reinsurance is an arrangement under which an insurance company, the "reinsurer," agrees to indemnify another insurance company, the "ceding company," for all or a portion of the insurance risks underwritten by the ceding company. Reinsurance is designed to (i) reduce the net liability on individual risks, thereby enabling the ceding company to increase the volume of business it can underwrite, as well as increase the maximum risk it can underwrite on a single life or risk; (ii) stabilize operating results by leveling fluctuations in the ceding company's loss experience; (iii) assist the ceding company to meet applicable regulatory requirements; and (iv) enhance the ceding company's financial strength and surplus position.

Life reinsurance primarily refers to reinsurance of individual term life insurance policies, whole life insurance policies, universal life insurance policies, and joint and survivor insurance policies. Ceding companies typically contract with more than one company to reinsure their business. Reinsurance may be written on an indemnity or an assumption basis. Indemnity reinsurance does not discharge a ceding company from liability to the policyholder; a ceding company is required to pay the full amount of its insurance obligations regardless of whether it is entitled or able to receive payments from its reinsurers. In the case of assumption reinsurance, the ceding company is discharged from liability to the policyholder, with such liability passed to the reinsurer. Reinsurers also may purchase reinsurance, known as retrocession reinsurance, to cover their own risk exposure. Reinsurance companies enter into retrocession agreements for reasons similar to those that cause primary insurers to purchase reinsurance.

Reinsurance also may be written on a facultative basis or an automatic treaty basis. Facultative reinsurance is individually underwritten by the reinsurer for each policy to be reinsured, with the pricing and other terms established at the time the policy is underwritten based upon rates negotiated in advance. Facultative reinsurance normally is purchased by insurance companies for medically impaired lives, unusual risks, or liabilities in excess of binding limits on their automatic treaties.

An automatic reinsurance treaty provides that the ceding company will cede risks to a reinsurer on specified blocks of business where the underlying policies meet the ceding company's underwriting criteria. In contrast to facultative reinsurance, the reinsurer does not approve each individual risk. Automatic reinsurance treaties generally provide that the reinsurer will be liable for a portion of the risk associated with the specified policies written by the ceding company. Automatic reinsurance treaties specify the ceding company's binding limit, which is the maximum amount of risk on a given life that can be ceded automatically and that the reinsurer must accept. The binding limit may be stated either as a multiple of the ceding company's retention or as a stated dollar amount.

Facultative and automatic reinsurance may be written as yearly renewable term, coinsurance, or modified coinsurance, which vary with the type of risk assumed and the manner of pricing the reinsurance. Under a yearly renewable term treaty, the reinsurer assumes only the mortality or morbidity risk. Under a coinsurance arrangement, depending upon the terms of the contract, the reinsurer may share in the risk of loss due to mortality or morbidity, lapses, and the investment risk, if any, inherent in the underlying policy. Modified coinsurance differs from coinsurance in that the assets supporting the reserves are retained by the ceding company while the risk is transferred to the reinsurer.

Generally, the amount of life reinsurance ceded under facultative and automatic reinsurance agreements is stated on either an excess or a quota share basis. Reinsurance on an excess basis covers amounts in excess of an agreed-upon retention limit. Retention limits vary by ceding company and also vary by age and underwriting classification of the insured, product, and other factors. Under quota share reinsurance, the ceding company states its retention in terms of a fixed percentage of the risk that will be retained, with the remainder up to the maximum binding limit to be ceded to one or more reinsurers.

Reinsurance agreements, whether facultative or automatic, may provide for recapture rights on the part of the ceding company. Recapture rights permit the ceding company to reassume all or a portion of the risk formerly ceded to the reinsurer after an agreed-upon period of time (generally 10 years), subject to certain other conditions. Recapture of business previously ceded does not affect premiums ceded prior to the recapture of such business.

The potential adverse effects of recapture rights are mitigated by the following factors: (i) recapture rights vary by treaty and the risk of recapture is a factor which is taken into account when pricing a reinsurance agreement; (ii) ceding companies generally may exercise their recapture rights only to the extent they have increased their retention limits for the reinsured policies; and (iii) ceding companies generally must recapture all of the policies eligible for recapture under the agreement in a particular year if any are recaptured, which prevents a ceding company from recapturing only the most profitable policies. In addition, when a ceding company increases its retention and recaptures reinsured policies, the reinsurer releases the reserves it maintained to support the recaptured portion of the policies. Also, some reinsurance treaties provide provisions to allow the ceding companies to recapture if certain ratings or other financial triggers are met.

B. CORPORATE STRUCTURE

RGA is a holding company, the principal assets of which consist of the common stock of RCM and RGA International, as well as investments in several other subsidiaries or joint ventures. The primary source of funds for RGA to make dividend distributions and to fund debt service is dividends paid to RGA by its operating subsidiaries, securities maintained in its investment portfolio, and proceeds from securities offerings. RCM's primary source of funds are dividend distributions paid by RGA Reinsurance Company ("RGA Reinsurance") whose principal source of funds is derived from current operations. RGA International's principal source of funds is dividends on its equity interest in RGA Canada Management Company, Ltd. ("RGA Canada Management"), whose principal source of funds is dividends paid by RGA Life Reinsurance Company of Canada ("RGA Canada"). RGA Canada's principal source of funds is derived from current operations.

As of December 31, 1998, the Company formally reported its accident and health division as a discontinued operation. The accident and health operation was placed into run-off and all treaties (contracts) were terminated at the earliest possible date. RGA gave notice to all reinsureds and retrocessionaires that all treaties were cancelled at the expiration of their term. If the treaty was continuous, a written Preliminary Notice of Cancellation was given, followed by a final notice within 90 days of the expiration date. The nature of the underlying risks is such that the claims may take years to reach the reinsurers involved. Thus, the Company expects to pay claims out of existing reserves over a number of years as the level of business diminishes. The consolidated statements of income for all periods presented have been restated, as appropriate, to reflect this line of business as a discontinued operation.

The Company has five main operational segments segregated primarily by geographic region: U.S., Canada, Latin America, Asia Pacific, and other international operations. The U.S. operations provide traditional life reinsurance and non-traditional reinsurance to domestic clients. Non-traditional business includes asset-intensive and financial reinsurance. Asset-intensive products primarily include reinsurance of bank-owned life insurance and annuities. The Canada operations provide insurers with traditional reinsurance as well as assistance with capital management activity. The Latin America operations include traditional reinsurance, reinsurance of privatized pension products primarily in Argentina, and direct life insurance through a joint venture and subsidiaries in Chile and Argentina. Asia Pacific operations provide primarily traditional life reinsurance through RGA Reinsurance Company of Australia, Limited ("RGA Australia") and RGA Reinsurance. Other international operations include traditional business from Europe and South Africa, in addition to other markets being developed by the Company. The operational segment results do not include the corporate investment activity, general corporate expenses, interest expense of RGA, and the provision for income tax expense (benefit). In addition, the Company's discontinued accident and health operations are not reflected in the continuing operations of the Company. The Company measures segment performance based on profit or loss from operations before income taxes and minority interest.

Prior to September 1999, the U.S. Operations reinsured approximately 25% of General American's funding agreement business, an asset intensive product. Effective September 29, 1999, General American completed the recapture of the entire block of funding agreement business it had reinsured with the Company. The transaction resulted in the Company's transfer to General American of all remaining liabilities related the recaptured block and the underlying assets supporting it. The Company transferred primarily investments in fixed maturity securities and cash with a total market value of $1.8 billion in satisfaction of all funding agreement liabilities. The associated liquidation of investment securities and the transfer of assets to General American caused the Company to incur an after tax net capital loss of approximately $33.2 million, $26.0 million of which was associated with the recapture transaction alone.

Consolidated income from continuing operations before income taxes and minority interest decreased 32.6% in 1999 and increased 21.7% in 1998. Diluted earnings per share from continuing operations were $1.15 for 1999 compared with $2.08 for 1998 and $1.89 for 1997. Earnings were attributed primarily to the strong performance of traditional reinsurance in the U.S., Canada and Latin America partially offset by the investment losses incurred in connection with the recapture of the funding agreements business.

The U.S. operations represented 72.2% of the Company's business as measured by 1999 net premiums and have experienced significant growth since inception. The U.S. operations market life reinsurance, reinsurance of asset-intensive products, and financial reinsurance through RGA Reinsurance, primarily to the largest U.S. life insurance companies. RGA Reinsurance, a Missouri domiciled stock life insurance company, is wholly owned by RCM, a wholly owned subsidiary of RGA. As of December 31, 1999, RGA Reinsurance had regulatory capital and surplus of $435.0 million.

The Company's Canada operations, which represented 12.4% of the Company's business as measured by 1999 net premiums, is conducted primarily through RGA Canada, an indirect subsidiary of RGA International. RGA International, a wholly owned subsidiary of RGA, is a New Brunswick, Canada, marketing and insurance holding company which owns 100% of RGA Canada Management, also a New Brunswick, Canada, holding company, which in turn owns 100% of RGA Canada. The Canadian operations provide insurers with traditional reinsurance as well as assistance with capital management activity. As of December 31, 1999, RGA Canada had regulatory capital and surplus of $148.7 million.

The Company's Latin America operations represented 7.9% of the Company's business as measured by

1999 net premiums. Latin America direct business is comprised primarily of Chilean single premium annuities and Argentine group life and individual universal life products. RGA Sudamerica, S.A., a wholly owned Chilean holding company, has a 50% investment in BHIFAmerica Seguros de Vida, S.A. ("BHIFAmerica"), and owns substantially all RGA Reinsurance Company Chile S.A. ("RGA Chile"). BHIFAmerica sells Chilean insurance products, including single premium immediate annuities, credit life, and disability insurance. RGA is licensed to assume life reinsurance business in Chile. To date, all business assumed by RGA Chile was ceded from BHIFAmerica. RGA also operates in Argentina through GA Argentina, a wholly owned subsidiary which markets and sells individual, group, credit and universal life and disability insurance. The Company conducts reinsurance business in the Latin America region through RGA Reinsurance. Representative offices were opened in Mexico City and Buenos Aires in 1998 and 1999, respectively, to more directly assist clients in these markets. The Latin America reinsurance operations derive revenue primarily from the reinsurance of privatized pension products in Argentina. Additional types of reinsurance provided in the region are traditional and credit life for groups and individuals.

The Company's Asia Pacific operations represented 5.6% of the Company's business as measured by total net premiums in 1999. The Company conducts reinsurance business in the Asia Pacific region through branch operations in Hong Kong, an office in Japan and an office in Taiwan. In January 1996, RGA formed Australian Holdings, a wholly owned holding company, and RGA Australia, a wholly owned reinsurance company of Australian Holdings licensed to assume life reinsurance in Australia. Business is also conducted through Malaysian Life Reinsurance Group Berhad ("MLRG"), a joint venture in Malaysia. The principal types of reinsurance provided in the region are life, critical care, superannuation, and financial reinsurance.

The Company's other international operations represented 1.9% of the Company's total net premiums for 1999. This segment provides life reinsurance to international clients throughout Europe and South Africa. The principal type of reinsurance being provided has been life reinsurance for a variety of life products through yearly renewable term and coinsurance agreements. These agreements may be either facultative or automatic agreements. The Company continues its expansion initiatives, with efforts underway to license a life reinsurance subsidiary in London. In addition, the Company established RGA South Africa, which conducts reinsurance through its wholly owned subsidiary, RGA Reinsurance Company of South Africa, Limited, with offices in Cape Town and Johannesburg, South Africa.

RGA Barbados was formed and capitalized in 1995, providing reinsurance for a portion of certain business assumed by RGA Reinsurance from the ITT Lyndon Life Insurance Company and certain other reinsurance business. During 1996, RGA also formed a subsidiary in Bermuda, Benefit Resource Life Insurance Company (Bermuda) Ltd. ("BRL," formerly known as RGA Reinsurance Company (Bermuda), Ltd.).

Intercorporate Relationships

As a result of various transactions with General American, including capital contributions and transfer of the business of the Reinsurance Division from General American to the Company on January 1, 1993, the Company has all the economic benefits and risks of certain reinsurance agreements entered into by General American, although General American currently remains the contracting party with some of the underlying ceding companies.

RGA operates on a stand-alone basis: however, General American and its affiliates continue to provide certain administrative and other services to RGA and RGA Reinsurance pursuant to separate administrative services agreements, and provide investment management and advisory services to RGA, RCM, RGA Reinsurance, Australian Holdings, RGA Barbados, RGA Canada, and RGA South Africa pursuant to separate agreements.

The transfer of the Reinsurance Division to RGA has had no material effect on the existing reinsurance business of the Reinsurance Division. A small percentage of RGA Reinsurance's business is written through General American pursuant to a marketing agreement. The marketing agreement expired in January 2000 and the company is currently in the process of extending the agreement to December 31, 2000. Under the marketing agreement, General American agreed to amend and terminate its existing assumed and retroceded reinsurance agreements pursuant to the Retrocession Agreements only at the direction of RGA Reinsurance, thus giving RGA Reinsurance the contractual right to direct future changes to existing reinsurance agreements. Existing reinsurance agreements executed pursuant to the marketing agreement will continue, but upon expiration of the marketing agreement, General American is not obligated to assume reinsurance business on the Company's behalf or contractually precluded from competing with the Company. The management of General American, however, has no current plans to compete with RGA Reinsurance. Moreover, given General American's beneficial ownership of RGA's Shares, it would be contrary to General American's economic interests for it to compete with RGA Reinsurance. Although primary insurers must look to General American for payment in the first instance with respect to existing reinsurance business written through General American, the Company will be ultimately liable to General American with respect to such reinsurance. General American charges RGA Reinsurance quarterly an amount equal to, on an annual basis, 0.25% of specified policy-related liabilities that are associated with existing reinsurance treaties written by General American for the benefit of RGA Reinsurance.

The Company has reinsurance agreements with MetLife and certain of its subsidiaries. Under these agreements, the Company reflected net premiums of approximately $107.9 million, $113.2 million and $62.4 million in 1999, 1998 and 1997, respectively. The net premiums reflect the net of business assumed from and ceded to MetLife and its subsidiaries. The pre-tax gain on this business was approximately $12.2 million, $12.8 million and $11.6 million in 1999, 1998 and 1997, respectively.

Ratings

The ability of RGA Reinsurance to write reinsurance partially depends on its financial condition and its ratings. During 1999, RGA Reinsurance's ratings were downgraded because of the liquidity problems faced by its parent company, General American. A.M. Best, an independent insurance company rating organization, had rated RGA Reinsurance "A+" until August, 1999, at which time it downgraded its rating to "B++" (Very Good). Upon MetLife's acquisition of General American on January 6, 2000, A.M. Best upgraded RGA Reinsurance to "A" (Excellent). A.M. Best's ratings are based upon an insurance company's ability to pay policyholder obligations and are not directed toward the protection of investors. A.M. Best's ratings for insurance companies currently range from "A++" to "F", and some companies are not rated. Publications of A.M. Best indicate that "A" and "A-" ratings are assigned to those companies which, in A.M. Best's opinion, have, on balance, excellent financial strength, operating performance and market profile when compared to the standards established by the A.M. Best Company and generally have a strong ability to meet their ongoing obligations to policyholders. In evaluating a company's financial strength and operating performance, A.M. Best reviews the company's profitability, leverage, and liquidity as well as its spread of risk, the quality and appropriateness of its reinsurance program, the quality and diversification of its assets, the adequacy of its policy or loss reserves, the adequacy of its surplus, its capital structure, management's experience and objectives, and its perception of policyholders' confidence.

RGA Reinsurance's ratings from Standard & Poor's ("S & P") and Moody's Investor Services ("Moody's") were also negatively affected by General American's liquidity problems. S & P downgraded RGA Reinsurance's financial strength rating to BB and Moody's lowered its rating to Ba3. Both S & P and Moody's upgraded their ratings of RGA Reinsurance to "AA" and "A1", respectively, when MetLife's acquisition of General American was completed January 6, 2000. A rating of "AA" by S & P means that, in S & P's opinion, the insurer has very strong financial security characteristics, differing only slightly from those rated higher. Moody's "A1" rating means that Moody's believes that the insurance company offers good financial security; however, elements may be present which suggest a susceptibility to impairment sometime in the future. These ratings are based on an insurance company's ability to pay policyholder obligations and are not directed toward the protection of investors. RGA has an "A" and "A3" long-term debt rating from S&P and Moody's, respectively. A security rating is not a recommendation to buy, sell or hold securities. It is subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be evaluated independently of any other rating.

Regulation

RGA Reinsurance and RCM, RGA Canada, BHIF America and RGA Chile, GA Argentina, RGA Barbados, BRL, RGA Australia, RGA South Africa, RGA UK, and Triad Re, Ltd., are regulated by authorities in Missouri, Canada, Chile, Argentina, Barbados, Bermuda, Australia, South Africa, the United Kingdom, and

Barbados, respectively. RGA Reinsurance is subject to regulations in the other jurisdictions in which it is licensed or authorized to do business. Insurance laws and regulations, among other things, establish minimum capital requirements and limit the amount of dividends, distributions, and intercompany payments affiliates can make without prior regulatory approval. Missouri law imposes restrictions on the amounts and type of investments insurance companies like RGA Reinsurance may hold. In 1999, the state of New York enacted legislation requiring insurance companies, including reinsurers accredited in the state, like RGA Reinsurance, to develop formal plans and guidelines for investing in derivative financial instruments and to submit their plans and guidelines to the New York Insurance Department for approval.

General

The insurance laws and regulations, as well as the level of supervisory authority that may be exercised by the various insurance departments, vary by jurisdiction, but generally grant broad powers to supervisory agencies or regulators to examine and supervise insurance companies and insurance holding companies with respect to every significant aspect of the conduct of the insurance business, including approval or modification of contractual arrangements. These laws and regulations generally require insurance companies to meet certain solvency standards and asset tests, to maintain minimum standards of business conduct, and to file certain reports with regulatory authorities, including information concerning their capital structure, ownership, and financial condition, and subject insurers to potential assessments for amounts paid by guarantee funds.

RGA Reinsurance and RGA Canada are required to file annual or quarterly statutory financial statements in each jurisdiction in which they are licensed. Additionally, RGA Reinsurance and RGA Canada are subject to periodic examination by the insurance departments of the jurisdictions in which each is licensed, authorized, or accredited. The most recent examination of RGA Reinsurance by the Missouri Department of Insurance was completed for the year ended December 31, 1995. The result of this examination contained no material adverse findings. RGA Canada, which was formed in 1992, was reviewed by the Canadian Superintendent of Financial Institutions during 1997. The result of this examination contained no material adverse findings. The Missouri Department of Insurance is in the process of conducting an examination of RGA Reinsurance for the year ended December 31, 1999. Results of this examination are not yet currently available.

RGA Australia is required to file a quarterly statistical return and annual financial statement with the Insurance and Superannuation Commission of Australia ("ISC"). RGA Australia is subject to additional reviews by the ISC on an as required basis. In August 1997, RGA Australia was reviewed by the ISC with no material adverse findings.

RGA Barbados and Triad Re, Ltd., are required to file an annual financial statement with the Office of the Supervisor of Insurance of Barbados.

GA Argentina as a direct life insurance company is required to file annual and quarterly statutory financial statements in Argentina which are reviewed by external auditors and filed with the Superintendencia de Seguros de la Nacion ("Superintendencia-Argentina"). Additionally, GA Argentina is subject to periodic examination by the Superintendencia-Argentina. The most recent examination by the Superintendencia-Argentina was in March 1997. The results of this examination were discussed with management and all adjustments were reflected during 1997.

BHIFAmerica and RGA Chile are required to file annual and quarterly regulatory financial statements in Chile which are reviewed by external auditors annually and filed with the Superintendencia de Valores y Seguros de Chile ("Superintendencia-Chile"). The most recent examination by the Superintendencia-Chile was during 1999. The result of this examination contained no material adverse findings.

Although some of the rates and policy terms of U.S. direct insurance agreements are regulated by state insurance departments, the rates, policy terms, and conditions of reinsurance agreements generally are not subject to regulation by any regulatory authority. However, the NAIC Model Law on Credit for Reinsurance, which has been adopted in most states, imposes certain requirements for an insurer to take reserve credit for reinsurance ceded to a reinsurer. Generally, the reinsurer is required to be licensed or accredited in the insurer's state of domicile, or security must be posted for reserves transferred to the reinsurer in the form of letter of credit or assets placed in trust. The NAIC Life and Health Reinsurance Agreements Model Regulation, which has been passed in most states, imposes additional requirements for insurers to claim reserve credit for reinsurance ceded (excluding YRT reinsurance and non-proportional reinsurance). These requirements include bona fide risk transfer, an insolvency clause, written agreements, and filing of reinsurance agreements involving in force business, among other things.

In recent years, the NAIC and insurance regulators increasingly have been re-examining existing laws and regulations and their application to insurance companies. In particular, this re-examination has focused on insurance company investment and solvency issues, and, in some instances, has resulted in new interpretation of existing law, the development of new laws, and the implementations of non-statutory guidelines. The NAIC has formed committees and appointed advisory groups to study and formulate regulatory proposals on such diverse issues as the use of surplus debentures, accounting for reinsurance transactions, and the adoption of risk-based capital rules. It is not possible to predict the future impact of changing state and federal regulation on the operations of RGA or its subsidiaries.

As a result of this review, the NAIC adopted the Valuation of Life Insurance Policies Model Regulation (the "Model Regulation"). Several states have subsequently enacted legislation based on the Model Regulation, and other states are considering enacting similar legislation. Legislation based on the Model Regulation primarily impacts level term life insurance products with current premiums guaranteed for more than five years. Companies with these products generally will have to increase reserves above the current levels or limit the period of guaranteed premiums to five years. The Model Regulation also affects the reserve requirements for other increasing premium products, deficiency reserves and certain benefit guarantees in universal life products. The Model Regulation does not affect the financial statements of the Company prepared in accordance with GAAP: however, as a statutory accounting principle, the Model Regulation may affect the statutory financial statements of the subsidiaries.

In addition to the above regulatory changes being reexamined and considered by the NAIC, the NAIC has completed its codification of statutory accounting principles. The purpose of such codification is to establish a uniform set of accounting rules and regulations for use by insurance companies in financial report preparation in connection with financial reporting to regulatory authorities. The proposed effective date of the uniform statutory accounting principles is January 1, 2001. The Company has not determined what impact, if any, this codification will have on its subsidiaries' statutory surplus requirements.

Capital Requirements

Guidelines on Minimum Continuing Capital and Surplus Requirements ("MCCSR") became effective for Canadian insurance companies in December 1992, and Risk-Based Capital ("RBC") guidelines promulgated by the National Association of Insurance Commissioners ("NAIC") became effective for U.S. companies in 1993. The MCCSR risk-based capital guidelines, which are applicable to RGA Canada, prescribe surplus requirements and consider both assets and liabilities in establishing solvency margins. The RBC guidelines, applicable to RGA Reinsurance, similarly identify minimum capital requirements based upon business levels and asset mix. Both RGA Canada and RGA Reinsurance maintain capital levels in excess of the amounts required by the applicable guidelines. Regulations in Chile, Argentina, Australia, Barbados, Bermuda, South Africa and United Kingdom also require certain minimum capital levels, and subject the companies operating there to oversight by the applicable regulatory bodies. The Company's subsidiaries in Chile, Argentina, Australia, Barbados, and Bermuda, South Africa and United Kingdom meet the minimum capital requirements in their respective jurisdiction. The Company cannot predict the effect that any proposed or future legislation or rule making in the countries in which the Company operates may have on the financial condition or operations of the Company or its subsidiaries.

Insurance Holding Company Regulations

RGA is regulated in Missouri as an insurance holding company. The Company is subject to regulation under the insurance and insurance holding company statutes of Missouri. The Missouri insurance holding company laws and regulations generally require insurance and reinsurance subsidiaries of insurance holding companies to register with the Missouri Department of Insurance and to file with the Missouri Department of Insurance certain reports describing, among other information, their capital structure, ownership, financial condition, certain intercompany transactions, and general business operations. The Missouri insurance holding company statutes and regulations also require prior approval of, or in certain circumstances, prior notice to the Missouri Department of Insurance of certain material intercompany transfers of assets, as well as certain transactions between insurance companies, their parent companies and affiliates.

Under Missouri insurance laws and regulations, unless (i) certain filings are made with the Missouri Department of Insurance, (ii) certain requirements are met, including a public hearing, and (iii) approval or exemption is granted by the Missouri Director of Insurance, no person may acquire any voting security or security convertible into a voting security of an insurance holding company, such as RGA, which controls a Missouri insurance company, or merge with such a holding company, if as a result of such transaction such person would "control" the insurance holding company. "Control" is presumed to exist under Missouri law if a person directly or indirectly owns or controls 10% or more or the voting securities of another person.

Certain state legislatures have considered or enacted laws that alter, and in many cases increase, state regulation of insurance holding companies. In recent years, the NAIC and state legislators have begun re-examining existing laws and regulations, specifically focusing on insurance company investments and solvency issues, risk-based capital guidelines, intercompany transactions in a holding company system, and rules concerning extraordinary dividends. Canadian federal insurance laws and regulations do not contain automatic registration and reporting requirements applicable to insurance holding companies, although such companies, together with all affiliates of a Canadian insurance company, may be required to supply such information to the Canadian Superintendent of Financial Institutions upon request.

Transactions whereby a person or entity would acquire control of or a significant interest in, or increase (by more than an insignificant amount) its existing interest in, a Canadian insurance company are subject to the prior approval of the Canadian Minister of Finance. "Significant interest" in an insurance company means the beneficial ownership of shares representing 10% or more of a given class, while "control" of an insurance company is presumed to exist when a person beneficially owns shares representing more than 50% of the votes entitled to be cast for the election of directors and such votes are sufficient to elect a majority of the directors of the insurance company. Any transaction or series of transactions with the same person involving the acquisition or disposition by a Canadian insurance company of assets (other than the payment of dividends) the aggregate value of which, over a twelve-month period, exceeds 10% of such company's total assets are also subject to the prior approval of the Canadian Superintendent of Financial Institutions.

In addition, Canadian federal insurance laws and regulations generally prohibit transactions between insurance companies and related parties, with certain specified exceptions. Permitted related-party transactions must be on terms that are at least as favorable to the insurance company as market terms and conditions as defined in the Canadian federal insurance laws and regulations. Reinsurance agreements pursuant to which an insurance company causes itself to be reinsured with related parties are restricted unless (i) the reinsurance is taken out in the ordinary course of business, and (ii) the related party is either a Canadian insurance company or a foreign insurance company duly registered in Canada. Reinsurance agreements pursuant to which an insurance company reinsures risks undertaken by a related party are restricted unless the reinsurance is taken out in the ordinary course of business.

Restrictions on Dividends and Distributions

Current Missouri law (applicable to Reinsurance Group of America, Incorporated and RGA Reinsurance) permits the payment of dividends or distributions which, together with dividends or distributions paid during the preceding twelve months, do not exceed the greater of (i) 10% of statutory capital and surplus as of the preceding December 31, or (ii) statutory net gain from operations for the preceding calendar year. Any proposed dividend in excess of this amount is considered an "extraordinary dividend" and may not be paid until it has been approved, or a 30-day waiting period has passed during which it has not been disapproved, by the Missouri Director of Insurance. RGA Reinsurance's allowable dividend without prior approval for 2000 is $43.5 million pursuant to this calculation. Dividends may be paid only to the extent the insurer has earned surplus (as opposed to contributed surplus). As of

December 31, 1999, RGA Reinsurance had an earned surplus deficit; however, given RGA Reinsurance's total surplus position, management believes any reasonable dividend requests would be approved.

In contrast to current Missouri law, the NAIC Model Insurance Holding Company Act (the "Model Act") defines an extraordinary dividend as a dividend or distribution which, together with dividends or distributions paid during the preceding twelve months, exceeds the lesser of (i) 10% of statutory capital and surplus as of the preceding December 31, or (ii) statutory net gain from operations for the preceding calendar year. The Company is unable to predict whether, when, or in what form Missouri will enact a new measure for extraordinary dividends. The maximum amount available for payment on dividends in 1999 by RGA Reinsurance under the Model Act without prior approval of the Missouri Director of Insurance would have been $19.9 million at December 31, 1999.

In addition to the foregoing, Missouri insurance laws and regulations require that the statutory surplus of RGA Reinsurance following any dividend or distribution be reasonable in relation to its outstanding liabilities and adequate to meet its financial needs. The Missouri Director of Insurance may bring an action to enjoin or rescind the payment of a dividend or distribution by RGA Reinsurance that would cause its statutory surplus to be inadequate under the standards of Missouri.

Under the corporate law and regulations of New Brunswick applicable to RGA International and RGA Canada Management, dividends may be declared and paid unless there are reasonable grounds for believing either that the corporation is, or would after the payment be, unable to pay its liabilities when due or that the realizable value of its assets would be less than the aggregate of its liabilities and stated capital of all classes. RGA Canada may not pay a dividend if there are reasonable grounds for believing that RGA Canada is, or the payment of the dividend would cause RGA Canada to be, in contravention of any regulation made by the Governor in Council and the guidelines adopted by the Superintendent of Financial Institutions respecting the maintenance by life companies of adequate and appropriate forms of liquidity. The Canadian MCCSR guidelines consider both assets and liabilities in establishing solvency margins, the effect of which could limit the maximum amount of dividends that may be paid by RGA Canada. RGA Canada's ability to declare and pay dividends in the future will be affected by its continued ability to comply with such guidelines. Moreover, RGA Canada must give notice to the Superintendent of Financial Institutions of the declaration of any dividend at least ten days prior to the day fixed for its payment. The maximum amount available for payment of dividends by RGA Canada to RGA Canada Management under the Canadian MCCSR guidelines was $45.8 million at December 31, 1999.

Default or Liquidation

In the event of a default on any debt that may be incurred by RGA or the bankruptcy, liquidation, or other reorganization of RGA, the creditors and stockholders of RGA will have no right to proceed against the assets of RGA Reinsurance, RGA Canada, or other insurance or reinsurance company subsidiaries of RGA. If RGA Reinsurance were to be liquidated, such liquidation would be conducted by the Missouri Director of Insurance as the receiver with respect to such insurance company's property and business. If RGA Canada were to be liquidated, such liquidation would be conducted pursuant to the general laws relating to the winding-up of Canadian federal companies. In both cases, all creditors of such insurance company, including, without limitation, holders of its reinsurance agreements and, if applicable, the various state guaranty associations, would be entitled to payment in full from such assets before RGA, as a direct or indirect stockholder, would be entitled to receive any distributions made to it prior to commencement of the liquidation proceedings, and, if the subsidiary was insolvent at the time of the distribution, shareholders of RGA might likewise be required to refund dividends subsequently paid to them.

If RGA Australia were to be liquidated, such liquidation would be conducted pursuant to the general laws relating to winding-up of Australian insurance companies as prescribed in the Australian Life Insurance Act 1995 and conducted in accordance with the Corporations Law of the State or internal territory under which RGA Australia was incorporated. The assets of RGA Australia would then be applied by specific priority as specified in the Corporations Law of the State.

Federal Regulation

Discussions continue in the Congress of the United States concerning the future of the McCarran-Ferguson Act, which exempts the "business of insurance" from most federal laws, including anti-trust laws, to the extent such business is subject to state regulation. Judicial decisions narrowing the definition of what constitutes the "business of insurance" and repeal or modification of the McCarran-Ferguson Act may limit the ability of the Company, and RGA Reinsurance in particular, to share information with respect to matters such as rate-setting, underwriting, and claims management. It is not possible to predict the effect of such decisions or change in the law on the operation of the Company.

Risk Management

In the normal course of business, the Company seeks to limit its exposure to loss on any single insured and to recover a portion of benefits paid by ceding reinsurance to other insurance enterprises or reinsurers under excess coverage and coinsurance contracts. The Company retains a maximum of $2.5 million of coverage per individual life. RGA Reinsurance has a number of retrocession arrangements whereby certain business in force is retroceded on an automatic or facultative basis.

Generally, RGA's insurance subsidiaries retrocede amounts in excess of their retention to RGA Reinsurance. Retrocessions are arranged through RGA Reinsurance's retrocession pools for amounts in excess of its retention. As of December 31, 1999, substantially all retrocessionaires in this excess retention pool followed by the A.M. Best Company were rated A- or better. The Company also retrocedes most of its financial reinsurance business to other insurance companies to alleviate the strain on statutory surplus created by this business. For a majority of the retrocessionaires that were not rated, security in the form of letters of credit or trust assets has been given as additional security in favor of RGA Reinsurance. In addition, the Company performs annual financial and in force reviews of its retrocessionaires to evaluate financial stability and performance.

RGA Reinsurance has never experienced a material default in connection with retrocession arrangements, nor has it experienced any difficulty in collecting claims recoverable from retrocessionaires; however, no assurance can be given as to the future performance of such retrocessionaires or as to recoverability of any such claims.

RGA Reinsurance Company ("RGA Reinsurance"), RGA's primary U.S. operating company, has catastrophe insurance coverage issued by 10 insurers rated "A-" or higher by A.M. Best as of December 31, 1999, that provides benefits of up to $100.0 million per occurrence for claims involving three or more deaths in a single accident, with a deductible of $1.5 million per occurrence. This coverage is terminable annually as of August 13 with 90 days prior notice. The Company believes such catastrophe insurance coverage is adequate to protect the Company from risks of multiple deaths of lives reinsured by policies with RGA Reinsurance in a single accident.

RGA Canada's policy is to retain up to C$100,000 of individual life and up to C$100,000 of Accidental Death and Dismemberment liability on any one life. RGA Canada retrocedes amounts in excess of its retention mostly to RGA Reinsurance through General American. Retrocessions are arranged through RGA Reinsurance's retrocession pool. RGA Canada has never experienced a default in connection with its retrocession arrangements, nor has it experienced any difficulty in collecting claims recoverable from its retrocessionaires. However, no assurance can be given as to the future performance of such retrocessionaires or as to the recoverability of any such claims.

For other international business, RGA Reinsurance retains up to $2.5 million for U.S., Canadian, Australian, and New Zealand currency-denominated business. For other currencies and for countries with higher risk factors, RGA Reinsurance systematically reduces its retention. The Chilean subsidiaries have a policy of ceding business in excess of approximately $22,000, while the Argentine subsidiary cedes business in excess of $40,000. RGA Australia has a retrocession arrangement with RGA Reinsurance in which life risks above $100,000 Australian dollars are retroceded to RGA Reinsurance. On an aggregate basis among all of its subsidiaries, the Company does not retain more than $2.5 million on any one life.

Underwriting

Facultative. Senior management has developed underwriting guidelines, policies, and procedures with the objective of controlling the quality of business written as well as its pricing. RGA Reinsurance's underwriting process emphasizes close collaboration among its underwriting, actuarial, and operations departments. Management periodically updates these underwriting policies, procedures, and standards to account for changing industry conditions, market developments, and changes occurring in the field of medical technology; however, no assurance can be given that all relevant information has been analyzed or that additional risks will not materialize. These policies, procedures, and standards are documented in an on-line underwriting manual.

RGA Reinsurance management determines whether to accept facultative reinsurance business on a prospective insured by reviewing the client company's applications and medical requirements, and assessing financial information and any medical impairments. Most facultative applications involve a prospective insured with multiple impairments, such as heart disease, high blood pressure, and diabetes, requiring a difficult underwriting assessment. To assist its underwriters in making this assessment, the U.S. life operations employ two full-time and one part-time medical directors, as well as a medical consultant.

Automatic. RGA Reinsurance's management determines whether to write automatic reinsurance business by considering many factors, including the types of risks to be covered; the ceding company's retention limit and binding authority, product, and pricing assumptions; and the ceding company's underwriting standards, financial strength and distribution systems. For automatic business, the U.S. operations endeavor to ensure that the underwriting standards and procedures of its ceding companies are compatible with those of RGA. To this end, the U.S. operations conduct periodic reviews of the ceding companies' underwriting and claims personnel and procedures. Several client audits are conducted each year.

AIDS. Since 1987, the U.S. life insurance industry has implemented the practice of antibody blood testing to detect the presence of the HIV virus associated with Acquired Immune Deficiency Syndrome ("AIDS"). Prior to the onset of routine antibody testing, it was possible for applicants with AIDS to purchase significant amounts of life insurance. Since 1987, the guidelines used by the U.S. operations have required ceding companies to conduct HIV testing for life insurance risks at or above $100,000. Since 1987, the accepted Canadian industry practice is to conduct HIV testing for life insurance risks over C$100,000.

The Company believes that the antibody test for AIDS is effective. No assurance can be given, however, that additional AIDS-related death claims involving insureds who test negative for AIDS at the time of underwriting will not arise in the future. The Company believes that its primary exposure to the AIDS risk is related to business issued before the onset of AIDS antibody testing in 1987. Each year, this business represents a smaller portion of RGA's reinsurance in force.

Competition

Reinsurers compete on the basis of many factors, including financial strength, pricing and other terms and conditions of reinsurance agreements, reputation, service, and experience in the types of business underwritten. The U.S. and Canadian life reinsurance markets are served by numerous international and domestic reinsurance companies. The Company believes that RGA Reinsurance's primary competitors in the U.S. life reinsurance market are currently Transamerica Occidental Life Insurance Company, Swiss Re Life of America, ING Re, and Lincoln National Corporation. However, within the reinsurance industry, this can change from year to year. The Company believes that RGA Canada's major competitors in the Canadian life reinsurance market are Swiss Re Life Canada and Munich Reinsurance Company.

The international life operations compete with subsidiaries of several U.S. individual and group life insurers and reinsurers and other internationally based insurers and reinsurers, some of which are larger and have access to greater resources than the Company. Competition is primarily on the basis of price, service, and financial strength.

Employees

As of December 31, 1999, the Company had 679 employees located in the United States, Canada, Argentina, Chile, Mexico, Hong Kong, Australia, Japan, Taiwan, South Africa, and the United Kingdom. None of these employees are represented by a labor union. The Company believes that employee relations at all of its subsidiaries are good.

C. INDUSTRY SEGMENTS

The Company obtains substantially all of its revenues through reinsurance agreements that cover a portfolio of life insurance products, including term life, credit life, universal life, whole life, and joint and last survivor insurance, as well as annuities, financial reinsurance, accident and health insurance, and direct premiums which include single premium pension annuities and group life. Generally, the Company, through a subsidiary, has provided reinsurance and, to a lesser extent, insurance for mortality and morbidity risks associated with such products. With respect to asset-intensive products, the Company has also provided reinsurance for investment-related risks. RGA Reinsurance also writes a small amount of primary insurance on General American directors and officers, and a small amount of short-term life insurance.

The following table sets forth the Company's gross and net premiums attributable to each of the industry segments for the periods indicated:

GROSS AND NET PREMIUMS BY SEGMENT
(dollars in millions)

	Year Ended December 31					
	1999		1998		1997	
	Amount	%	Amount	%	Amount	%
GROSS PREMIUMS:						
U.S. operations	$1,158.2	73.1	$ 902.9	71.4	$687.2	76.2
Canada operations	219.1	13.8	192.9	15.2	105.5	11.7
Latin America operations	105.5	6.7	108.3	8.6	69.0	7.7
Asia Pacific operations	76.6	4.8	56.9	4.5	37.3	4.1
Other international operations	25.4	1.6	3.7	0.3	2.3	0.3
Total	$1,584.8	100.0	$1,264.7	100.0	$901.3	100.0
NET PREMIUMS:						
U.S. operations	$ 950.4	72.2	$ 716.2	70.5	$554.2	74.4
Canada operations	162.5	12.4	144.8	14.2	83.6	11.2
Latin America operations	104.2	7.9	98.7	9.7	68.2	9.2
Asia Pacific operations	73.9	5.6	53.0	5.2	36.6	4.9
Other International operations	24.6	1.9	3.7	0.4	2.2	0.3
Total	$1,315.6	100.0	$1,016.4	100.0	$744.8	100.0

The following table sets forth selected information concerning assumed reinsurance business in force for the Company's U.S., Canada, Latin America, Asia Pacific, and other international segments for the indicated periods. (The term "in force" refers to face amounts or net amounts at risk.)

REINSURANCE BUSINESS IN FORCE BY SEGMENT
(dollars in billions)

	Year Ended December 31, 1999 Amount	1999 %	1998 Amount	1998 %	1997 Amount	1997 %
U.S. operations	$345.7	77.4	$255.7	77.3	$171.7	75.5
Canada operations	45.8	10.2	35.5	10.7	27.7	12.2
Latin America operations	31.9	7.1	35.1	10.7	26.1	11.5
Asia Pacific operations	22.1	5.0	3.8	1.1	1.8	0.8
Other international operations	1.4	0.3	0.5	0.2	-	-
Total	$446.9	100.0	$330.6	100.0	$227.3	100.0

The following table sets forth selected information concerning assumed new business volume for the Company's U.S., Canada, Latin America, Asia Pacific, and other international operations for the indicated periods. (The term "volume" refers to face amounts or net amounts at risk.)

NEW BUSINESS VOLUME BY SEGMENT
(dollars in billions)

	Year Ended December 31, 1999 Amount	1999 %	1998 Amount	1998 %	1997 Amount	1997 %
U.S. operations	$121.3	73.6	$102.7	82.2	$50.2	66.1
Canada operations	9.4	5.7	12.8	10.2	8.0	10.5
Latin America operations	20.6	12.5	7.2	5.8	16.9	22.3
Asia Pacific operations	12.5	7.5	2.2	1.8	0.8	1.1
Other international operations	1.1	0.7	0.1	-	-	-
Total	$164.9	100.0	$125.0	100.0	$75.9	100.0

Reinsurance business in force reflects the addition or acquisition of new reinsurance business, offset by terminations (e.g., voluntary surrenders of underlying life insurance policies, lapses of underlying policies, deaths of insureds, the exercise of recapture options, changes in foreign exchange, and any other changes in the amount of insurance in force). As a result of terminations, assumed in force amounts at risk of $48.6 billion, $21.6 billion, and $16.9 billion were released in 1999, 1998, and 1997, respectively.

Additional information regarding the operations of the Company's segments and geographic operations is contained in Note 17 of the Notes to Consolidated Financial Statements, which Note is incorporated herein by reference.

U.S. Operations

Traditional

The Company's U.S. life reinsurance business, which totaled 72.2%, 70.5%, and 74.4%, of the Company's net premiums in 1999, 1998, and 1997, respectively, consists of the reinsurance of various types of life insurance products. This business has been accepted under many different rate scales, with rates often tailored to suit the underlying product and the needs of the ceding company. Premiums typically vary for smokers and non-smokers, males and females, and may include a preferred underwriting class discount. Reinsurance premiums are paid in accordance with the treaty, regardless of the premium mode for the underlying primary insurance. This business is made up of facultative and automatic treaty business.

In addition, several of the Company's U.S. clients have purchased life insurance policies insuring the lives of their executives. These policies have generally been issued to fund deferred compensation plans and have been reinsured with the Company. As of December 31, 1999, reinsurance of such policies was reflected in interest sensitive contract reserves of approximately $1,088.6 million and policy loans of $659.9 million.

The U.S. facultative reinsurance operation involves the assessment of the risks inherent in (i) multiple impairments, such as heart disease, high blood pressure, and diabetes; (ii) cases involving large policy face amounts; and (iii) financial risk cases, i.e., cases involving policies disproportionately large in relation to the financial characteristics of the proposed insured. The U.S. operations' marketing efforts have focused on developing facultative relationships with client companies because management believes facultative reinsurance represents a substantial segment of the reinsurance activity of many large insurance companies and has been an effective means of expanding the U.S. operations' automatic business. In 1999, 1998, and 1997, approximately 30.2%, 35.5%, and 39.6%, respectively, of the U.S. gross premiums were written on a facultative basis. The U.S. operations have emphasized personalized service and prompt response to requests for facultative risk assessment. This percentage has decreased over the past several years due to the assumption of a number of larger automatic treaties on in force business.

Only a portion of approved facultative applications result in paid reinsurance. This is because applicants for impaired risk policies often submit applications to several primary insurers, which in turn seek facultative reinsurance from several reinsurers; ultimately, only one insurance company and one reinsurer are likely to obtain the business. RGA Reinsurance tracks the percentage of declined and placed facultative applications on a client-by-client basis and generally works with clients to seek to maintain such percentages at levels deemed acceptable.

Mortality studies performed by RGA Reinsurance have shown that its facultative mortality experience is comparable to its automatic mortality experience relative to expected mortality rates. Because RGA Reinsurance applies its underwriting standards to each application submitted to it facultatively, it generally does not require ceding companies to retain a portion of the underlying risk when business is written on a facultative basis.

Automatic business, including financial reinsurance treaties, is generated pursuant to treaties, which generally require that the underlying policies meet the ceding company's underwriting criteria, although a number of such policies may be rated substandard. In contrast to facultative reinsurance, reinsurers do not engage in underwriting assessments of the risks assumed through an automatic treaty. Automatic business tends to be very price-competitive; however, clients are likely to give favorable consideration to their existing reinsurers.

Because RGA Reinsurance does not apply its underwriting standards to each policy ceded to it under automatic treaties, the U.S. operations generally require ceding companies to keep a portion of the business written on an automatic basis, thereby increasing the ceding companies' incentives to underwrite risks with due care and, when appropriate, to contest claims diligently.

Non-traditional Business

The Company also provides non-traditional reinsurance of asset-intensive products and financial reinsurance. Asset-intensive business includes the reinsurance of funding agreements, bank-owned life insurance, and annuities. As of September 30, 1999, the Company no longer reinsures funding agreements. The Company earns investment income on the deposits underlying the asset-intensive products, which is largely offset by earnings credited and paid to the ceding companies. Financial reinsurance assists ceding companies in meeting applicable regulatory requirements and enhances ceding companies' financial strength and regulatory surplus position. The Company provides ceding companies financial reinsurance by committing cash or assuming insurance liabilities. Generally, such amounts are offset by receivables from ceding companies that are supported by the future profits from the reinsured block of business. The Company earns a return based on the amount of outstanding reinsurance.

Asset Intensive Business

The above discussion of the Company's reinsurance on the basis of facultative and automatic business relates to instances whereby the Company typically reinsures primarily the mortality risk element of the underlying insurance product. The Company also provides reinsurance of the investment risk in certain product lines. Reinsurance business in which the investment risk is reinsured is referred to as asset-intensive business. Asset-intensive business includes the reinsurance of funding agreement products, bank-owned life insurance, and annuities, fixed rate market value adjusted and equity-indexed. Most of these agreements are coinsurance or modified coinsurance of nonmortality risks such that the Company recognizes profits or losses primarily from the spread between the investment earnings and the interest credited on the underlying deposit liabilities. As of September 30, 1999, the Company no longer reinsures funding agreement products. The Company's parent, General American, recaptured the business during the month of September. In the second quarter of 1997 the Company entered into an annuity reinsurance transaction with Cova Financial Services Life Insurance Company ("Cova"), a subsidiary of General American. On December 1, 1999, Cova recaptured this agreement.

Though most asset-intensive business is reinsured on an automatic basis, some business is reviewed on a facultative basis by the Company if it does not fit within the automatic parameters of the reinsurance agreement. Asset-intensive business that does not produce mortality risk (annuities) is normally limited by size of the deposit, from any one depositor. Business which does produce mortality risks (corporate-owned and bank-owned) normally involves a large number of insureds associated with each deposit. Underwriting of these deposits also limits the size of any one deposit but the individual policies associated with any one deposit are typically issued within pre-set Guaranteed Issue parameters.

The Company looks for highly rated, financially secure companies as clients for asset-intensive business. These companies may wish to limit their own exposure to certain products. Ongoing asset/liability analysis is required for the management of asset-intensive business. The Company performs this analysis itself, in conjunction with asset/liability analysis performed by the ceding companies.

Financial Reinsurance

The Company's financial reinsurance assists ceding companies in meeting applicable regulatory requirements and enhances ceding companies' financial strength and regulatory surplus position. The Company commits cash or assumes insurance liabilities from the ceding companies. Generally, such amounts are offset by receivables from ceding companies that are repaid by the future profits from the reinsured block of business. The Company structures its financial reinsurance transactions so that the projected future profits of the underlying reinsured business significantly exceed the amount of regulatory surplus provided to the ceding company.

The Company primarily targets highly rated insurance companies for financial reinsurance. A careful analysis is performed before providing any surplus enhancement to the ceding company. This analysis assures that the Company understands the risks of the underlying insurance product and that the surplus has a high likelihood of being repaid through the future profits of the business. A staff of actuaries and accountants is required to track experience on a quarterly basis in comparison to expected models. The Company also retrocedes most of its financial reinsurance business to other insurance companies to alleviate the strain on statutory surplus created by this business.

CUSTOMER BASE

The U.S. reinsurance operation markets life reinsurance primarily to the largest U.S. life insurance companies and currently has treaties with most of the top 100 companies. These treaties generally are terminable by either party on 90 days written notice, but only with respect to future new business; existing business generally is not terminable, unless the underlying policies terminate or are recaptured. In 1999, 47 clients had annual gross premiums of $5 million or more and the aggregate gross premiums from these clients represented approximately 88.3% of 1999 U.S. life gross premiums. For the purpose of this disclosure, companies that are within the same holding company structure are combined.

In 1999, no U.S. client accounted for more than 10% of the Company's consolidated gross premiums; however, one client accounted for more than 10% of the Company's U.S. operations gross premiums. Three clients ceded more than 5% of U.S. life gross premiums. Together they ceded $258.6 million, or 22.3%, of U.S. operations gross premiums in 1999.

General American and its affiliates generated approximately 2.8% of U.S. operations gross premium for 1999 and 4.0% for 1998, and 1997, exclusive of retrocession agreements. During 1999, reinsurance contracts regarding the General American funding agreements and the Cova annuity coinsurance agreement were both recaptured. Deposits related to funding agreements and the annuity coinsurance at the time of recapture were $1.5 billion and $206.6 million, respectively.

During 1999, $256.6 million of U.S. operations net premium related to facultative business. The U.S. life operation accepted new facultative business from over 100 U.S. clients in 1999.

OPERATIONS

During 1999, substantially all gross U.S. life business was obtained directly, rather than through brokers. RGA Reinsurance has an experienced marketing staff that works to maintain existing relationships and to provide responsive service.

RGA Reinsurance's auditing, valuation and accounting department is responsible for treaty compliance auditing, financial analysis of results, generation of internal management reports, and periodic audits of administrative practices and records. A significant effort is focused on periodic audits of administrative and underwriting practices, records, and treaty compliance of reinsurance clients.

RGA Reinsurance's claims department (i) reviews and verifies reinsurance claims, (ii) obtains the information necessary to evaluate claims, (iii) determines the Company's liability with respect to claims, and (iv) arranges for timely claims payments. Claims are subjected to a detailed review process to ensure that the risk was properly ceded, the claim complies with the contract provisions, and the ceding company is current in the payment of reinsurance premiums to RGA Reinsurance's operations. The claims department also investigates claims generally for evidence of misrepresentation in the policy application and approval process. In addition, the claims department monitors both specific claims and the overall claims handling procedure of ceding companies.

Claims personnel work closely with their counterparts at client companies to attempt to uncover fraud, misrepresentation, suicide, and other situations where the claim can be reduced or eliminated. By law, the ceding company cannot contest claims made after two years of the issuance of the underlying insurance policy. By developing good working relationships with the claims departments of client companies, major claims or problem claims can be addressed early in the investigation process. Claims personnel review material claims presented to RGA Reinsurance in detail to find potential mistakes such as claims ceded to the wrong reinsurer and claims submitted for improper amounts.

Canada Operation

The Canada operation represented 12.4%, 14.2%, and 11.2%, of the Company's net premiums in 1999, 1998, and 1997, respectively. In 1999, the Canadian life operations assumed $9.4 billion in new business. Of this amount, $7.8 billion was recurring new business and $1.6 billion resulted from new assumed in force blocks. Approximately 90% of the 1999 recurring new business was written on an automatic basis.

The Company operates in Canada through RGA Life Reinsurance Company of Canada ("RGA Canada"), a wholly owned company. RGA Canada is a leading life reinsurer in Canada and is primarily engaged in traditional individual life reinsurance, including preferred underwriting products, as well as creditor and critical illness products. More than 90% of RGA Canada's premium income is derived from the life reinsurance products.

Clients include virtually all of Canada's principal life insurers with no single client representing more than 10% of the Company's consolidated net premium in 1999 and the two largest clients representing 4.7% of consolidated gross premiums. The Canadian life operation competes with a small number of individual and group life reinsurers. The Canadian life operation competes primarily on the basis of price, service, and financial strength.

RGA Canada maintains a staff of sixty-one people at the Montreal office and sixteen people in an office in Toronto. RGA Canada employs its own underwriting, actuarial, claims, pricing, accounting, systems, marketing and administrative staff.

RGA's Canadian life reinsurance business was originally conducted by General American. General American entered the Canadian life reinsurance market in 1978 and was primarily engaged in the retrocession business, writing only a small amount of business with primary Canadian insurers. In April 1992, General American, through RGA Canada, purchased the life reinsurance assets and business of National Reinsurance Company of Canada ("National Re"), including C$26.0 million of Canadian life reinsurance gross in force premiums. National Re had been engaged in the life reinsurance business in Canada since 1972, writing reinsurance on a direct basis with primary Canadian insurers. Accordingly, this acquisition represented a significant expansion of General American's Canadian life reinsurance business.

Latin America Operations

The Latin America operations represented 7.9%, 9.7%, and 9.2% of the Company's net premiums in 1999, 1998, and 1997, respectively. Business in this segment is classified as direct insurance or reinsurance. Direct insurance is generated primarily from a joint venture and subsidiaries in Chile and Argentina. In 1993, the Company entered into a joint venture in Chile to form BHIFAmerica. This company is a direct life insurer whose primary source of premium is generated from single premium immediate annuities with other lines including credit, individual, and group life. During 1996, in an effort to support the growth of this business and develop additional reinsurance opportunities in Chile, the Company formed RGA Chile, a wholly owned reinsurance company licensed to assume life reinsurance in Chile. RGA Chile assumed $18.5 million, $26.0 million, and $35.5 million, of annuity premiums from BHIFAmerica during 1999, 1998, and 1997, respectively. This business is reported as direct business due to the intercompany nature of the reinsurance. The Company has begun exploring the possibility of selling its Chilean direct writing operations in an effort to focus on reinsurance business as opposed to direct distribution.

In 1994, to develop markets in Argentina, RGA formed GA Argentina. GA Argentina writes direct life insurance primarily related to group life and disability insurance for the Argentine privatized pension system as well as traditional group life insurance. Effective July 1998, GA Argentina no longer had new contracts related to the privatized pension system, but continues to market group and individual life products.

The Company conducts reinsurance business in the Latin America region through RGA Reinsurance. During 1999, a representative office was opened in Buenos Aires and during 1998 a representative office was opened in Mexico City to more directly assist clients in these markets. Historically, the Latin America reinsurance operations have derived revenue primarily from the reinsurance of privatized pension products in Argentina. During 1999, the Company has reduced its participation in these types of treaties and is more actively marketing additional types of reinsurance in the region such as traditional and credit life for groups and individuals as well as non-traditional reinsurance in Argentina and Mexico. It is anticipated that the mix of business will continue to evolve in the upcoming years.

BHIFAmerica and RGA Chile maintain staffing of 139 people at the head offices in Santiago, Chile. GA Argentina maintains a staff of 77 people in Buenos Aires, Argentina. These subsidiaries employ their own underwriting, actuarial, claims, pricing, accounting, systems, marketing and administrative staff. The Latin America reinsurance operations are primarily supported by the Latin America Division of RGA Reinsurance based in St. Louis with a staff of eleven people in St. Louis, four people in a representative office in Mexico and two people in a representative office in Argentina. The division provides bilingual underwriting, actuarial, claims, pricing, marketing, and administrative support. Claims, accounting, and systems support are provided on a corporate basis through RGA Reinsurance operations.

Asia Pacific Operations

The Asia Pacific operations represented 5.6%, 5.2%, and 4.9% of the Company's net premiums in 1999, 1998, and 1997, respectively. The Company has a presence in the Asia Pacific region with a licensed branch office in Hong Kong and representative offices in Tokyo and Taiwan. The Company opened the representative office in Taiwan during the first quarter of 1999. The Company also established subsidiary companies in Australia in January 1996: Australian Holdings, a wholly owned holding company, and RGA Australia, a wholly owned life reinsurance company. In addition, RGA Reinsurance provides direct reinsurance to several companies within the Asia Pacific region.

Within the Asia Pacific segment, six people were on staff in the Hong Kong office, five people were on staff in the Tokyo office, five people were on staff in the Taiwan office, and RGA Australia maintained a staff of seventeen people in Sydney. The Hong Kong, Tokyo and Taiwan offices primarily provide marketing and underwriting service to the direct life insurance companies with other service support provided directly by RGA Reinsurance operations. RGA Australia directly maintains its own underwriting, actuarial, claims, pricing, accounting, systems, marketing and administration service with additional support provided by RGA Reinsurance operations.

Other International Operations

The other international operations represented 1.9%, 0.4% and 0.3% of the Company's net premiums in 1999, 1998 and 1997, respectively. This segment provides life reinsurance to clients located in Europe (primarily in the United Kingdom and Spain) and South Africa. The principal type of reinsurance being provided has been life reinsurance for a variety of life products through yearly renewable term and coinsurance agreements. These agreements may be either facultative or automatic agreements.

During 1999, the Company continued its expansion efforts, with actions underway to license a life reinsurance subsidiary in London and set up local operations. In addition, the Company further established RGA South Africa, with offices in Cape Town and Johannesburg to promote life reinsurance in South Africa. The Company also participates as a Corporate Name supporting life syndicate 429 at Lloyd's of London. In 1998 the Company entered into a joint venture to form RGA Financial Products, Limited ("RGAFP") which provides asset management consulting advice to insurers in managing capital related risks specifically related to the segregated fund business in Canada and the guaranteed minimum death benefit business in the US. In 1999, RGA purchased the remaining ownership of RGAFP for a nominal amount.

The other international operations are supported by divisional management through RGA International based in Toronto. This subsidiary of RGA had a staff of thirteen people that provide marketing support for operations in existing and potential future markets. Additional support was provided by RGA Reinsurance. The developing operations in the United Kingdom maintained a staff of ten people, RGA South Africa maintained a staff of sixteen people, and marketing agreements with two local consultants exist in Spain. RGAFP maintains a staff of six people.

Discontinued Operations

As of December 31, 1998, the Company formally reported its accident and health division as a discontinued operation. More information about the Company's discontinued accident and health divisions may be found in the Annual Report for 1999 under the caption "Notes to Consolidated Financial Statements - Note 21 - Discontinued Operations", which Note is incorporated herein by reference.

D. FINANCIAL INFORMATION ABOUT FOREIGN OPERATIONS

The Company's foreign operations are primarily in Canada, Latin America, the Asia Pacific region, which includes Australia, and Europe. Revenue, income (loss) which includes net realized gains (losses) before income tax and minority interest, and identifiable assets attributable to these geographic regions were identified in the "Notes to Consolidated Financial Statements - Note 17 - Segment Information", which Note is incorporated herein by reference.

E. EXECUTIVE OFFICERS OF THE REGISTRANT

For information regarding the executive officers of the Company, see Part III, Item 10, entitled "Directors and Executive Officers of the Registrant."

Item 2. PROPERTIES

RGA Reinsurance houses its employees and the majority of RGA's officers in approximately 116,000 square feet of office space at 1370 Timberlake Manor Parkway, Chesterfield, Missouri. These premises are leased through August 31, 2009, at annual rents ranging from approximately $2,000,000 to $2,400,000

RGA Reinsurance also conducts business from approximately 1,800 square feet of office space located in Hong Kong and approximately 2,900 square feet of office space located in Tokyo, Japan. The rental expenses paid by RGA Reinsurance under the leases during 1999 were approximately $145,000 and $176,000 for Hong Kong and Tokyo, respectively. RGA Australia conducts business from approximately 20,700 square feet of office space located in Sydney, Australia and paid approximately $100,000 during 1999 for lease expense. The Hong Kong and Tokyo leases expire in January 2001 and January 2002 respectively. The Sydney lease expires in October 2003.

RGA Reinsurance also conducts business from approximately 1,500 square feet of office space in Mexico City, Mexico. The rental expenses paid by RGA Reinsurance under the lease during 1999 were approximately $20,000. The lease expires in December 2000.

General American Argentina conducts business from approximately 11,000 square feet of office space in Buenos Aires, Argentina, pursuant to several leases. Rental expense paid for the office was approximately $153,000 during 1999. BHIF America and RGA Chile conduct business from approximately 10,000 square feet of office space in Santiago, Chile. The lease expense paid during 1999 was approximately $68,000. One of the Buenos Aires leases expires in 2000, one in 2001 and the remaining two in 2002. The Santiago leases expire in 2001.

RGA Argentina conducts business from approximately 800 square feet of office space in Buenos Aires, Argentina. The rental expenses paid by RGA Argentina under the lease during 1999 were approximately $32,000. The lease expires in December 2001.

RGA Canada's operations are conducted from approximately 9,800 square feet of office space located in Montreal, Canada. The lease with respect to such space expires in 2010. Rental expenses paid by RGA Canada under the lease during 1999 were approximately $185,000. RGA Canada also sub-leases approximately 800 square feet of space in Montreal, Canada. The sub-lease expires in 2000. The rental expenses paid by RGA Canada under the sub-lease during 1999 were approximately $16,000. RGA Canada also leases approximately 5,900 square feet of space in Toronto, Canada. This lease expires in 2005. The rental expenses paid by RGA Canada under the Toronto lease during 1999 were approximately $144,000. RGA International conducts operations from approximately 9,800 square feet of office space located in Toronto, Canada. The lease with respect to such space expires in 2007. The rental expenses paid by RGA International under the lease during 1999 were approximately $312,000.

RGA UK Reinsurance conducts business from approximately 3,000 square feet of office space in London, England. The rental expenses paid by RGA UK Reinsurance under the lease during 1999 were approximately $356,000. The lease expires in 2009.

RGA South Africa conducts business from approximately 5,300 square feet of office space in Cape Town and 3,600 square feet of office space located in Johannesburg, South Africa. The rental expenses paid by RGA South Africa under the leases during 1999 were approximately $38,000 and $17,000 for Cape Town and Johannesburg respectively. The leases expire in September 2003 and May 2004 for Cape Town and Johannesburg respectively.

The Company believes its facilities have been generally well maintained, are in good operating condition. The Company believes the facilities are sufficient for our current and projected future requirements.

Item 3. LEGAL PROCEEDINGS

From time to time, the Company is subject to litigation and arbitration related to its reinsurance business and to employment-related matters in the normal course of its business. Management does not believe that the Company is party to any such pending litigation or arbitration that would have a material adverse effect on its future operations.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters that were submitted to a vote of security holders during the fourth quarter of 1999.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

On November 23, 1999, RGA completed a private placement of securities in which it sold 4,784,689 shares of the Company's common stock, $0.01 par value per share, to Metropolitan Life Insurance Company. The price per share was $26.125, and the aggregate value of the transaction was approximately $125 million, paid in cash. These shares were not registered under the Securities Act of 1933, as amended ("the Act"), and were sold on reliance on the exemption from registration contained in Section 4(2) of the Act. Proceeds from the private placement will be used for general corporate purposes, including the immediate capital needs associated with the Company's primary businesses.

Information about the market price of the Company's common equity, dividends and related stockholder matters is contained in the Annual Report for 1999 at pages 72-73 under the caption "Quarterly Data (Unaudited)" and at pages 38-39 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" which sections are hereby incorporated by reference.

Insurance companies are subject to statutory regulations that restrict the payment of dividends. In the case of RGA Reinsurance, Missouri regulations impose a limit of the greater of 10% of statutory capital and surplus or statutory operating income, both as of the end of the preceding year. Any dividend proposed by RGA Reinsurance in excess of these measures would, under Missouri law, be "extraordinary" and subject to review by the Missouri Director of Insurance. More information about these regulations and how they apply to the Company may be found in the Annual Report for 1999 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" which sections are hereby incorporated by reference.

Item 6. SELECTED FINANCIAL DATA

The information required by this item is found at pages 22-23 in the Annual Report for 1999 under the caption "Selected Consolidated Financial and Operating Data" which section is incorporated herein by reference

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This discussion and analysis is incorporated by reference to the Annual Report for 1999 under the captions "Forward-Looking and Cautionary Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This discussion and analysis is incorporated by reference to the Annual Report for 1999 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk"

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

This information is incorporated by reference to the Annual Report for 1999 under the following captions:

Index	Page of Annual Report
Consolidated Balance Sheets	44
Consolidated Statements of Income	45
Consolidated Statements of Stockholders' Equity	46 - 47
Consolidated Statements of Cash Flows	48
Notes to Consolidated Financial Statements	49 - 69
Independent Auditors' Report	70
Quarterly Data	72 - 73

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

PART III

Item 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information with respect to Directors of the Company is incorporated by reference to the Proxy Statement under the captions "Nominees and Continuing Directors" and "Section 16(a) Beneficial Ownership Reporting Compliance." The Proxy Statement will be filed pursuant to Regulation 14A within 120 days of the end of the Company's fiscal year.

The following is certain additional information concerning each executive officer of the Company who is not also a director. With the exception of Mr. Watson, Mr. Nitsou, Mr. Sherman and Mr. St-Amour, each individual holds the same position at RGA and RGA Reinsurance.

David B. Atkinson became President and Chief Executive Officer of RGA Reinsurance Company in January 1998. Mr. Atkinson also serves as Executive Vice President and Chief Operating Officer of RGA, since January 1997. He served as Executive Vice President and Chief Operating Officer, U.S. Operations of the Company from 1994 to 1996 and Executive Vice President and Chief Financial Officer from 1993 to 1994. Prior to the formation of RGA, Mr. Atkinson served as Reinsurance Operations Vice President of General American. Mr. Atkinson joined General American in 1987 as Second Vice President and was promoted to Vice President later the same year. Prior to joining General American, he served as Vice President and Actuary of Atlas Life Insurance Company from 1981 to 1987, as Chief Actuarial Consultant at Cybertek Computer Products from 1979 to 1981, and in a variety of actuarial positions with Occidental Life Insurance Company of California from 1975 to 1979. Mr. Atkinson also serves as a director and officer of certain RGA subsidiaries.

Bruce E. Counce has been Executive Vice President and Chief Corporate Operating Officer since January 1997. He served as Executive Vice President, U.S. Traditional Reinsurance from 1993 to 1997. Prior to the formation of RGA, Mr. Counce served as Reinsurance Sales and Marketing Vice President for General American. After joining General American in 1967, Mr. Counce joined the Reinsurance Division in 1980 in a sales capacity and held a series of increasingly responsible positions leading to his current position. Mr. Counce retired effective February 18, 2000.

Jack B. Lay is Executive Vice President and Chief Financial Officer. Prior to joining the Company in 1994, Mr. Lay served as Second Vice President and Associate Controller at General American. In that position, he was responsible for all external financial reporting as well as merger and acquisition support. Before joining General American in 1991, Mr. Lay was a partner in the financial services practice with the St. Louis office of KPMG LLP. Mr. Lay also serves as a director and officer of certain RGA subsidiaries.

Paul A. Schuster is Executive Vice President, U. S. Division. He served as Senior Vice President, U.S. Division from January 1997 to December 1998. Mr. Schuster was Reinsurance Actuarial Vice President in 1995 and Senior Vice President & Chief Actuary of the Company in 1996. Prior to the formation of RGA, Mr. Schuster served as Second Vice President and Reinsurance Actuary of General American. Prior to joining General American in 1991, he served as Vice President and Assistant Director of Reinsurance Operations of the ITT Lyndon Insurance Group from 1988 to 1991 and in a variety of actuarial positions with General Reassurance Corporation from 1976 to 1988.

Graham S. Watson is Executive Vice President and Chief Marketing Officer of RGA. Upon joining RGA in 1996, Mr. Watson was President and CEO of RGA Australia. Prior to joining RGA in 1996, Mr. Watson was the President and CEO of Intercedent Limited in Canada and has held various positions of increasing responsibility for other life insurance companies. Mr. Watson also serves as a director and officer of certain RGA subsidiaries.

Roberto Baron is Senior Vice President, Latin American Division. Prior to joining RGA in 1997 as Vice President, Latin American Division, Mr. Baron was a Consulting Actuary for William M. Mercer and a Pricing Actuary for Seguros Bolivar, a life insurance company in Colombia. Mr. Baron was promoted to the position of Senior Vice President, Latin American Division in 1998.

Brendan J. Galligan is Senior Vice President, Asia Pacific Division. Prior to joining RGA, Mr. Galligan was Senior Vice President of RGA Canada, and its predecessor, National Re, for five years. His insurance and reinsurance career commenced in Canada in 1977.

Joel S. Iskiwitch is Senior Vice President, Accident and Health Division. In 1995, Mr. Iskiwitch joined Great Rivers Reinsurance, a subsidiary of RGA, as a participant in General American's Management Rotation Program. Prior to joining Great Rivers Reinsurance Management and RGA, Mr. Iskiwitch held the position of Vice President of Business Markets and Advanced Underwriting for GenMark/Individual Line at General American. After joining General American in 1988, Mr. Iskiwitch held a series of responsible positions leading to his current position at RGA.

Paul Nitsou is Senior Vice President, Market Development Division for RGA. Prior to joining RGA in 1996, Mr. Nitsou was Vice President, Reinsurance for Manulife Financial. Mr. Nitsou joined RGA in 1996 as Vice President, Market Development and was promoted within his first year of employment to Senior Vice President, Market Development Division.

Kenneth D. Sloan has been Senior Vice President, U.S. Facultative Division since January 1997. He served as Vice President, Underwriting of the Company from 1993 to 1997. Prior to the formation of RGA, Mr.

Sloan served as Second Vice President of Reinsurance Underwriting for General American. Mr. Sloan joined General American in 1968 in an underwriting capacity and held a series of increasingly responsible positions leading to his current position.

Todd C. Larson is Vice President & Controller. Mr. Larson previously was Assistant Controller at Northwestern Mutual Life Insurance Company from 1994 through 1995 and prior to this position he was an accountant for KPMG LLP from 1985 through 1993 (most recently as a Senior Manager).

James E. Sherman is General Counsel and Secretary of the Company. Mr. Sherman joined General American in 1983. He has served as Associate General Counsel of General American since 1995. Mr. Sherman is an officer of RCM as well as RGA Reinsurance.

Andre St-Amour is President and Chief Executive Officer of RGA Canada and Chief Agent for the General American Life Insurance Company Canadian Branch. Mr. St-Amour was promoted to Chief International Officer of RGA in March 1999. Mr. St-Amour joined RGA Canada in 1992 when the company acquired the reinsurance business of National Re. Mr. St-Amour served as Executive Vice President, Life Division, of National Re from 1989 to 1991. Prior to joining National Re, Mr. St-Amour served in a variety of actuarial positions with Canadian National Railways and Laurentian Mutual Insurance Company.

A. Greig Woodring is President, Chief Executive Officer, and director. As President and CEO of the Company, Mr. Woodring is also an executive officer of General American Life Insurance Company. Prior to the formation of RGA, Mr. Woodring had headed General American's reinsurance business since 1986. He also serves as a director and officer of a number of the Company's subsidiaries. Before joining General American Life Insurance Company, Mr. Woodring was an actuary at United Insurance Company.

Richard A. Liddy is Chairman of the Board of the Company. He also serves as Chairman and Chief Executive Officer of General American Life Insurance Company, and Chairman, President and Chief Executive Officer of GenAmerica Corporation. From 1982 through 1988, he was Senior Vice President and Executive Vice President of Continental Corporation, and President, Financial Services Group of Continental Insurance Company. He is also Chairman of the Board of General American Capital Company and The Walnut Street Funds, Inc., each a registered investment company, and is a director of Ameren Corporation, Brown Shoe Company, Conning Corporation, Energizer Holdings, Inc. and Ralston Purina Company. Mr. Liddy is a Senior Executive Vice President of MetLife, Inc., and is a member of the Executive Committee of Metropolitan Life Insurance Company. He also serves as Chairman of Cova Corporation, Paragon Life Insurance Company, Security Equity Life Insurance Company, and a number of other subsidiaries and affiliates of GenAmerica Corporation.

Item 11. EXECUTIVE COMPENSATION

Information on this subject is found in the Proxy Statement under the captions "Executive Compensation" and "Nominees and Continuing Directors" and is incorporated herein by reference. The proxy Statement will be filed pursuant to Regulation 14A within 120 days of the end of the Company's fiscal year.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information of this subject is found in the Proxy Statement under the captions "Common Stock Ownership of Certain Beneficial Owners" and "Nominees and Continuing Directors" and is incorporated herein by reference. The Proxy Statement will be filed pursuant to Regulations 14A within 120 days of the end of the Company's fiscal year.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information on this subject is found in the Proxy Statement under the caption "Certain Relationships and Related Transactions" and incorporated herein by reference. The Proxy Statement will be filed pursuant to Regulation 14A within 120 days of the end of the Company's fiscal year.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) 1. Financial Statements

The following consolidated statements are incorporated by reference to the Annual Report for 1999 under the following captions:

2. Schedules, Reinsurance Group of America, Incorporated and Subsidiaries

All other schedules specified in Regulation S-X are omitted for the reason that they are not required, are not applicable, or that equivalent information has been included in the consolidated financial statements, and notes thereto, appearing in Exhibit 13.1 attached hereto.

3. Exhibits

See the Index to Exhibits on page 36.

(b) The Company filed a Current Report on Form 8-K on October 14, 1999, dated as of September 29, 1999, to report under Item 2 that General American Life Insurance Company ("General American") completed the recapture of the entire block of General American's funding agreement business reinsured by the Company.

The Company filed a Current Report on Form 8-K on November 24, 1999, dated as of November 10, 1999, to report under Item 3 that the Circuit Court of Cole County, Missouri, entered a judgement confirming the Plan of Reorganization of General American Mutual Holding Company.

The Company filed a Current Report on Form 8-K on December 6, 1999, dated as of November 23, 1999, to report under Item 5 that completed a private placement of securities in which the Company sold 4,784,689 shares of the Company common stock to MetLife.

No other reports on Form 8-K were filed during the three months ended December 31, 1999.

INDEPENDENT AUDITORS' REPORT

Board of Directors and Stockholders
Reinsurance Group of America, Incorporated:

Under date of January 25, 2000, we reported on the consolidated balance sheets of Reinsurance Group of America, Incorporated and subsidiaries (the Company) as of December 31, 1999 and 1998, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1999, as contained in the 1999 annual report to stockholders. These consolidated financial statements and our report thereon are incorporated by reference in the annual report on Form 10-K for the year 1999. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedules as listed in the accompanying index. These financial statement schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statement schedules based on our audits.

In our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

/s/ KPMG LLP

St. Louis, Missouri
January 25, 2000

REINSURANCE GROUP OF AMERICA, INCORPORATED

SCHEDULE I - SUMMARY OF INVESTMENTS - OTHER THAN INVESTMENTS IN RELATED PARTIES

DECEMBER 31, 1999

(in millions)

Type of Investment	Cost	Fair Value (3)	Amount at Which shown in the Balance Sheets (1)(3)
Fixed maturities:			
Bonds:			
United States government and government agencies and authorities	$ 32.5	$ 31.0	$ 31.0
Foreign governments (2)	332.9	337.4	337.4
Public utilities	341.9	330.9	330.9
All other corporate bonds	1,380.2	1,176.9	1,176.9
Total fixed maturities	2,087.5	1,876.2	1,876.2
Equity securities	12.0	12.0	12.0
Mortgage loans on real estate	213.2	209.9	213.2
Policy loans	660.1	XXX	660.1
Funds withheld at interest	797.9	810.7	797.9
Short-term investments	238.4	XXX	238.4
Other	14.1	XXX	14.1
Total investments	$4,023.2	XXX	$3,811.9

(1) Fixed maturities are classified as available for sale and carried at fair value.

(2) The following exchange rates have been used to convert foreign securities to U.S. dollars:

Canadian dollar	$0.6876/C$1.00
Argentina dollar	$1.0020/A$1.00
Chilean Peso	$0.0019/$1.00 Peso
Australian dollar	$0.6536/$1.00 Aus

(3) Fair value represents the closing sales prices of marketable securities. Estimated fair values for private placement securities of $290.8 million, included in all other corporate bonds, are based on the credit quality and duration of marketable securities deemed comparable by the Company, which may be of another issuer.

See accompanying independent auditor's report.

REINSURANCE GROUP OF AMERICA, INCORPORATED
SCHEDULE II - CONDENSED FINANCIAL INFORMATION OF THE REGISTRANT (IN THOUSANDS)

	1999	1998	1997
CONDENSED BALANCE SHEETS			
Assets:			
Fixed maturity securities (available for sale)	$ 535	$ 34,648	$ -
Short-term investments	21,298	850	2,575
Cash	3,409	(995)	232
Investment in subsidiaries	688,885	713,057	548,261
Other assets	199,532	106,161	43,809
Total assets	$ 913,659	$ 853,721	$594,877
Liabilities and stockholders' equity:			
Long-term debt	$ 174,412	$ 99,116	$ 99,027
Other liabilities	6,299	6,128	(3,471)
Stockholders' equity	732,948	748,477	499,321
Total liabilities and stockholders' equity	$ 913,659	$ 853,721	$594,877
CONDENSED STATEMENTS OF INCOME			
Interest income	$ 7,844	$ 4,306	$ 5,584
Dividend from subsidiary	50,000	-	-
Realized investments gains / (losses), net	(7,733)	1,517	827
Operating expenses	(3,676)	(2,964)	(3,067)
Interest expense	(10,779)	(8,050)	(7,333)
Income before income tax and undistributed earnings of subsidiaries	35,656	(5,191)	(3,989)
Income tax benefit	(5,478)	(1,609)	(1,616)
Net income before undistributed earnings of subsidiaries	41,134	(3,582)	(2,373)
Equity in undistributed earnings of subsidiaries	(276)	65,663	56,992
Net income	$ 40,858	$ 62,081	$ 54,619
CONDENSED STATEMENTS OF CASH FLOWS			
Operating activities:			
Net income	$ 40,858	$ 62,081	$ 54,619
Equity in earnings of subsidiaries	276	(65,663)	(56,992)
Other, net	5,290	9,501	(239)
Net cash (used in) provided by operating activities	46,424	5,919	(2,612)
Investing activities:			
Sales of fixed maturity securities available for sale	33,146	21,619	60,257
Purchases of fixed maturity securities available for sale	-	(115,162)	(16,991)
Change in short-term investments	(20,448)	1,725	12,404
Purchases of subsidiary debt securities	(100,000)	-	-
Capital contributions to subsidiaries	(144,886)	(130,898)	(35,230)
Net cash provided by (used in) investing activities	(232,188)	(222,716)	20,440
Financing activities:			
Dividends to stockholders	(9,981)	(7,254)	(5,758)
Reissuance (acquisition) of treasury stock, net	229	987	(11,794)
Proceeds from long-term debt issuance, net	75,000		-
Proceeds from private placement / stock offering	124,920	221,837	-
Net cash (used in) provided by financing activities	190,168	215,570	(17,552)
Net change in cash and cash equivalents	4,404	(1,227)	276
Cash and cash equivalents at beginning of year	(995)	232	(44)
Cash and cash equivalents at end of year	$ 3,409	$ (995)	$ 232

See accompanying independent auditor's report.

REINSURANCE GROUP OF AMERICA, INCORPORATED
SCHEDULE III - SUPPLEMENTARY INSURANCE INFORMATION
(IN THOUSANDS)

	as of December 31,					
	Deferred Policy Acquisition Costs		Future Policy Benefits and Interest Sensitive Contract Liabilities		Other Policy Claims and Benefits Payable	
	Assumed	Ceded	Assumed	Ceded	Assumed	Ceded
1997						
U.S. operations	$203,486	(6,968)	2,735,772	(185,761)	157,240	(13,577)
Canada operations	50,506	(505)	278,738	(54,627)	49,267	(34,536)
Latin America operations	7,046	-	105,900	(1,243)	30,060	(2,274)
Asia Pacific operations	33,633	-	66,760	(32,883)	5,432	(1,470)
Other international operations	-	-	3,054	(6)	1,644	-
Discontinued operations	2,680	(36)	23,587	(1,146)	101,205	(31,323)
Total	$297,351	(7,509)	3,213,811	(275,666)	344,848	(83,180)
1998						
U.S. operations	$247,424	(5,691)	3,797,712	(182,275)	261,661	(9,093)
Canada operations	56,159	(3,064)	515,632	(60,289)	29,048	(14,881)
Latin America operations	9,532	-	138,550	(108)	56,453	(4,894)
Asia Pacific operations	45,053	-	89,671	(42,888)	17,021	(6,453)
Other international operations	54	-	4,054	-	5,759	-
Discontinued operations	1,724	(149)	25,402	(2,224)	112,107	(21,412)
Total	$359,946	(8,904)	4,571,021	(287,784)	482,049	(56,733)
1999						
U.S. operations	$360,934	(36,409)	2,503,361	(210,387)	361,725	(37,012)
Canada operations	71,394	-	652,609	(88,956)	70,276	(41,492)
Latin America operations	21,388	-	170,937	-	79,039	(5,240)
Asia Pacific operations	53,893	-	58,949	(319)	19,438	-
Other international operations	7,917	(728)	10,261	(651)	9,888	-
Discontinued operations	-	-	19,874	(1,936)	41,700	(5,870)
Total	$515,526	(37,137)	3,415,991	(302,249)	582,066	(89,614)

See accompanying independent auditor's report.

REINSURANCE GROUP OF AMERICA, INCORPORATED
SCHEDULE III - SUPPLEMENTARY INSURANCE INFORMATION (CONTINUED)
(IN THOUSANDS)

	as of December 31,				
	Premium Income	Net Investment Income	Benefits, Claims and Losses	Amortization of DAC	Other Operating Expenses
1997					
U.S. operations	$ 554,254	141,306	(498,670)	(37,469)	(79,596)
Canada operations	83,563	18,936	(76,265)	(10,775)	(18,023)
Latin America operations	68,190	10,615	(63,590)	-	(14,465)
Asia Pacific operations	36,591	1,126	(21,164)	(3,485)	(19,494)
Other international operations	2,170	383	(1,755)	-	(4,791)
Corporate	-	14,718	-	-	(15,237)
Total	$ 744,768	187,084	(661,444)	(51,729)	(151,606)
1998					
U.S. operations	$ 716,244	231,472	(693,034)	(58,375)	(91,097)
Canada operations	144,784	38,857	(128,880)	(1,976)	(31,130)
Latin America operations	98,679	17,785	(94,649)	-	(18,239)
Asia Pacific operations	53,072	2,545	(31,900)	(5,918)	(23,971)
Other international operations	3,641	479	(2,685)	(13)	(7,450)
Corporate	-	10,642	-	-	(17,128)
Total	$1,016,420	301,780	(951,148)	(66,282)	(189,015)
1999					
U.S. operations	$ 950,434	250,458	(891,232)	(79,614)	(101,860)
Canada operations	162,482	52,767	(155,993)	(349)	(26,913)
Latin America operations	104,167	23,753	(112,914)	(975)	(10,574)
Asia Pacific operations	73,887	2,182	(46,785)	1,893	(39,227)
Other international operations	24,668	775	(13,305)	(714)	(15,484)
Corporate	-	10,345	-	-	(19,964)
Total	$1,315,638	340,280	(1,220,229)	(79,759)	(214,022)

See accompanying independent auditor's report.

REINSURANCE GROUP OF AMERICA, INCORPORATED

SCHEDULE IV - REINSURANCE
(IN MILLIONS)

	Gross Amount	Ceded to Other Companies	Assumed from Other Companies	Net Amount	Percentage of Amount Assumed to Net
1997					
Life insurance in force	$ 83	$28,720	$227,260	$198,623	114.42%
Premiums					
U.S. operations	$ 2.4	$ 133.0	$ 684.8	$ 554.2	123.57%
Canada operations	-	21.8	105.4	83.6	126.08%
Latin America operations	56.5	0.8	12.5	68.2	18.33%
Asia Pacific operations	-	0.8	37.4	36.6	102.19%
Other international	-	0.1	2.3	2.2	104.55%
Total	$58.9	$ 156.5	$ 842.4	$ 744.8	113.10%
1998					
Life insurance in force	$ 83	$16,171	$330,615	$314,527	105.11%
Premiums					
U.S. operations	$ 2.6	$ 186.7	$ 900.3	$ 716.2	125.71%
Canada operations	-	48.1	192.9	144.8	133.22%
Latin America operations	48.4	9.6	59.9	98.7	60.69%
Asia Pacific operations	-	3.8	56.9	53.1	107.16%
Other international	-	0.1	3.7	3.6	102.78%
Total	$51.0	$ 248.3	$1,213.7	$1,016.4	119.41%
1999					
Life insurance in force	$ 81	$36,569	$446,943	$410,455	108.89%
Premiums					
U.S. operations	$ 2.7	$ 207.8	$1,155.5	$ 950.4	121.58%
Canada operations	-	56.6	219.1	162.5	134.83%
Latin America operations	38.4	1.4	67.1	104.1	64.46%
Asia Pacific operations	-	2.7	76.6	73.9	103.65%
Other international	0.1	0.7	25.3	24.7	102.43%
Total	$41.2	$ 269.2	$1,543.6	$1,315.6	117.33%

See accompanying independent auditor's report.

REINSURANCE GROUP OF AMERICA, INCORPORATED

SCHEDULE V - VALUATION AND QUALIFYING ACCOUNTS

DECEMBER 31, 1999

(in millions)

Description	Balance at Beginning of Period	Charges to Costs and Expenses	Charged to Other Accounts- Describe	Deductions- Describe	Balance at End of Period
1997					
Mortgage loan valuation allowance	$0.3	$0.1	$ -	$ -	$0.4
Total	$0.3	$0.1	$ -	$ -	$0.4
1998					
Mortgage loan valuation allowance	$0.4	$0.3	$ -	$ -	$0.7
Total	$0.4	$0.3	$ -	$ -	$0.7
1999					
Mortgage loan valuation allowance	$0.7	$ -	$ -	$ -	$0.7
Total	$0.7	$ -	$ -	$ -	$0.7

See accompanying independent auditor's report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.
Reinsurance Group of America, Incorporated.

By: /s/ A. Greig Woodring
A. Greig Woodring
President and Chief Executive Officer

Date: March 23, 2000

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated on March 23, 2000.

Signatures		Title
/s/ Richard A. Liddy Richard A. Liddy	March 23, 2000	Chairman of the Board and Director
/s/ A. Greig Woodring A. Greig Woodring	March 23, 2000	President, Chief Executive Officer, and Director Principal Executive Officer)
/s/ J. Cliff Eason J. Cliff Eason	March 23, 2000 *	Director
/s/ Bernard A. Edison Bernard A. Edison	March 23, 2000 *	Director
/s/ Stuart I. Greenbaum Stuart I. Greenbaum	March 23, 2000 *	Director
/s/ William A. Peck, M.D. William A. Peck, M.D.	March 23, 2000 *	Director
/s/ John H. Tweedie John H. Tweedie	March 23, 2000 *	Director
/s/ William P. Stiritz William P. Stiritz	March 23, 2000 *	Director
/s/ H. Edwin Trusheim H Edwin Trusheim	March 23, 2000 *	Director
/s/ Jack B. Lay Jack B. Lay	March 23, 2000	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
By: /s/ Jack B. Lay Jack B. Lay	March 23, 2000 Attorney-in-fact	

INDEX TO EXHIBITS

Exhibit Number	Description	Source (See footnotes that follow)
2.1	Reinsurance Agreement dated as of December 31, 1992 between General American Life Insurance Company ("General American") and General American Life Reinsurance Company of Canada ("RGA Canada")	2
2.2	Retrocession Agreement dated as of July 1, 1990 between General American and The National Reinsurance Company of Canada, as amended between RGA Canada and General American on December 31, 1992	2
2.3	Reinsurance Agreement dated as of January 1, 1993 between RGA Reinsurance Company ("RGA Reinsurance", formerly "Saint Louis Reinsurance Company") and General American	2
3.1	Restated Articles of Incorporation of Reinsurance Group of America, Incorporated ("RGA"), as amended	1
3.2	Bylaws of RGA	1
3.3	Certificate of Designations for Series A Junior Participating Preferred Stock (included as Exhibit A to Exhibit 4.2)	5
4.1	Form of Specimen Certificate for Common Stock of RGA	2
4.2	Rights Agreement dated as of May 4, 1993, between RGA and ChaseMellon Shareholder Services, L.L.C., as Rights Agent	5
4.3	Second Amendment to Rights Agreement, dated as of April 22, 1998, between RGA and ChaseMellon Shareholder Services, L.L.C. (as successor to Boatmen's Trust Company), as Rights Agent	10
4.4	Third Amendment to Rights Agreement dated as of August 12, 1999, between Reinsurance Group of America, Incorporated and ChaseMellon Shareholder Services, L.L.C. (as successor to Boatmen's Trust Company), as Rights Agent, incorporated by reference to Exhibit 4.4 to Form 8-K dated August 10, 1999 (No. 1-11848), filed August 25, 1999	
4.5	Fourth Amendment to Rights Agreement dated as of August 23, 1999, between Reinsurance Group of America, Incorporated and ChaseMellon Shareholder Services, L.L.C. (as successor to Boatmen's Trust Company), as Rights Agent, incorporated by reference to Exhibit 4.1 to Form 8-K dated August 26, 1999 (No. 1-11848), filed September 10, 1999.	
10.1	Marketing Agreement dated as of January 1, 1993 between RGA Reinsurance and General American	3

Exhibit Number	Description	Source (See footnotes that follow)
10.2	Tax Allocation Agreement dated October 30, 1992 between RGA Reinsurance and General American	2
10.3	Tax Allocation Agreement dated as of January 15, 1993 among RGA, RGA Reinsurance, and General American	2
10.4	Tax Sharing Agreement dated as of January 15, 1993 among RGA, RGA Reinsurance, and General American	2
10.5	Administrative Services Agreement dated as of January 1, 1993 between RGA and General American	3
10.6	Administrative Services Agreement dated as of January 1, 1993 between RGA Reinsurance and General American	3
10.7	Management Agreement dated as of January 1, 1993 between RGA Canada and General American	2*
10.8	Investment Advisory Agreement dated as of January 1, 1993 between RGA and Conning Asset Management Company, formerly General American Investment Management Company ("CAM")	3
10.9	Investment Advisory Agreement dated as of January 1, 1993 between RGA Reinsurance and CAM	3
10.10	Lease Agreement dated as of May 17, 1993 between RGA and General American and Assignment to RGA Reinsurance	4
10.11	Standard Form of General American Automatic Agreement	2
10.12	Standard Form of General American Facultative Agreement	2
10.13	Standard Form of General American Automatic and Facultative YRT Agreement	2
10.14	Shareholders' Agreement dated as of November 24, 1992 among General American, Fairfield Holding, Adrian N. Baker II, Richard H. Chomeau, and Anthony J. Sutcliffe, as amended with RGA and RGA Reinsurance	3*
10.15	Shareholders' Agreement dated as of March 20, 1992 among General American, RGA International, Ltd., formerly G.A. Canadian Holdings, Ltd., Penta-Life Group Inc., Claude M. Genest, Brendan Galligan, Graham Watson, Societe FSA 50 Inc., Aenigma Holdings Limited, Andre St-Amour, and Andre Primeau, as amended with RGA	3*

Exhibit Number	Description	Source (See footnotes that follow)
10.16	Registration Rights Agreement dated as of April 15, 1993 between RGA and General American	2
10.17	RGA Reinsurance Management Incentive Plan, as amended and restated effective November 1, 1996	6*
10.18	RGA Reinsurance Management Deferred Compensation Plan (ended January 1, 1995)	2*
10.19	RGA Reinsurance Executive Deferred Compensation Plan (ended January 1, 1995)	2*
10.20	RGA Reinsurance Executive Supplemental Retirement Plan (ended January 1, 1995)	2*
10.21	RGA Reinsurance Augmented Benefit Plan (ended January 1, 1995)	2*
10.22	RGA Flexible Stock Plan as amended and restated effective November 1, 1996	6*
10.23	Form of Directors' Indemnification Agreement	2
10.24	RGA Executive Performance Share Plan as amended and restated effective November 1, 1996	6*
10.25	RGA Flexible Stock Plan for Directors	7*
10.26	Employment Agreement dated April 6, 1992 between RGA Canada and Andre St-Amour	8*
10.27	Restricted Stock Award to A. Greig Woodring dated January 28, 1998	9*
13.1	Portions of Annual Report to Shareholders for 1999 Incorporated by Reference in the Form 10-K	__
21.1	Subsidiaries of RGA	__
23.1	Consent of KPMG LLP	__
24.1	Powers of Attorney for Messrs. Trusheim, Stiritz, Tweedie, Peck, Greenbaum, Edison, and Eason	__
27.1	Financial Data Schedule for the year ended December 31, 1999	__

1 Documents incorporated by reference to Form 10-Q for the quarter ended September 30, 1999 (No. 1-11848) filed on November 12, 1999 at the corresponding exhibit.

2 Documents incorporated by reference to Amendment No. 1 to Registration Statement on Form S-1 (No. 33-58960), filed on 14 April 1993 at the corresponding exhibit.

3 Documents incorporated by reference to Amendment No. 2 to Registration Statement on Form S-1 (No. 33-58960), filed on 29 April 1993 at the corresponding exhibit.

4 Documents incorporated by reference to Form 10-K for fiscal year ended December 31, 1993 filed 29 March 1994 at the corresponding exhibit.

5 Documents incorporated by reference to Amendment No. 1 to Form 10-Q for the quarter ended March 31, 1997 (No. 1-11848) filed on 21 May 1997 at the corresponding exhibit.

6 Documents incorporated by reference to Form 10-K for the year ended December 31, 1996 (No. 1-11848) filed on 24 March 1997 at the corresponding exhibit.

7 Documents incorporated by reference to Registration Statement on Form S-8 (No. 333-27167) filed on 15 May 1997 at the corresponding exhibit.

8 Documents incorporated by reference to Form 10-K for the year ended December 31, 1997 (No. 1-11848) filed on 25 March 1998 at the corresponding exhibit.

9 Documents incorporated by reference to Form 10-Q/A Amendment No. 1 for the quarter ended March 31, 1998 (No. 1-11848) filed on 14 May 1998 at the corresponding exhibit.

10 Documents incorporated by reference to Registration Statement on Form S-3 (No. 333-5177) filed on 4 June 1998 at the corresponding exhibit.

* Represents a management contract or compensatory plan or arrangement required to be filed as an exhibit to this form pursuant to Item 14(c) of this Part IV.

FORWARD-LOOKING AND CAUTIONARY STATEMENTS

The statements included in this Annual Report regarding the Company's business which are not historical facts, including, without limitations, statements and information relating to future financial performance, growth potential, the effect of mortality rates and experience, claims levels, and other statements related to the Company's business, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These "forward-looking" statements include, without limitation, certain statements in the "Letter to Shareholders," "Divisional Highlights," and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Such statements also may include, but are not limited to, projections of earnings, revenues, income or loss, estimated fair values of fixed rate instruments, estimated cash flows of floating rate instruments, capital expenditures, plans for future operations and financing needs or plans, growth prospects and targets, industry trends, trends in or expectations regarding operations and capital commitments, the sufficiency of claims reserves and assumptions relating to the foregoing. The words "expect," "project," "estimate," "anticipate," "should," "believe" and similar expressions also are intended to identify forward-looking statements. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results, performance and achievements could differ materially from those set forth in, contemplated by or underlying the forward-looking statements.

Numerous factors could cause actual results and events to differ materially from those expressed or implied by forward-looking statements including, without limitation, (1) impact of the acquisition of GenAmerica by MetLife, (2) market conditions and the timing of sales of investment securities, (3) regulatory action taken by the New York or Missouri Departments of Insurance with respect to MetLife or General American or the Company or its subsidiaries, (4) changes in the Company's credit ratings and the effect of such changes on the Company's future results of operations and financial condition, (5) material changes in mortality and claims experience, (6) competitive factors and competitors' responses to the Company's initiatives, (7) general economic conditions affecting the demand for insurance and reinsurance in the Company's current and planned markets, (8) successful execution of the Company's entry into new markets, (9) successful development and introduction of new products, (10) the stability of governments and economies in foreign markets, (11) fluctuations in U.S. and foreign currency exchange rates, interest rates and securities and real estate markets, (12) the success of the Company's clients, including General American Life Insurance Company ("General American") and its affiliates, and (13) changes in laws, regulations, and accounting standards applicable to the Company and its subsidiaries.

All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements. Readers are cautioned not to place undue reliance on such forward-looking statements, which speak only as of March 1, 2000.

SELECTED CONSOLIDATED FINANCIAL AND OPERATING DATA

The selected consolidated financial data presented on the following page for, and as of the end of, each of the years in the five year period ended December 31, 1999, have been prepared in accordance with generally accepted accounting principles for stock life companies. All amounts shown are in millions, except per share and operating data. The following selected financial data should be read in conjunction with the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

year ending December 31 (dollars in millions, except per share and operating data)	1999	1998	1997	1996	1995
INCOME STATEMENT DATA					
REVENUES					
Net premiums	$ 1,315.6	$1,016.4	$ 744.8	$ 617.7	$ 522.2
Net investment income	340.3	301.8	187.1	135.8	89.4
Realized capital (losses) gains	(75.3)	3.1	0.3	0.9	--
Other income	26.5	23.2	46.0	16.8	7.7
Total revenue	1,607.1	1,344.5	978.2	771.2	619.3
BENEFITS AND EXPENSES					
Claims and other policy benefits	1,067.1	797.9	569.1	463.5	396.4
Interest credited	153.1	153.2	92.3	54.7	33.7
Policy acquisition costs and other insurance expenses	218.3	188.5	148.1	118.1	84.4
Other expenses	64.5	58.0	47.5	37.5	29.5
Interest expense	11.0	8.8	7.8	6.2	--
Total benefits and expenses	1,514.0	1,206.4	864.8	680.0	544.0
Income from continuing operations before taxes and minority interest	93.1	138.1	113.4	91.2	75.3
Income taxes	39.1	49.1	40.4	33.1	27.4
Income from continuing operations before minority interest	54.0	89.0	73.0	58.1	47.9
Minority interest	1.0	(0.7)	0.4	0.3	0.1
Income from continuing operations	53.0	89.7	72.6	57.8	47.8
DISCONTINUED OPERATIONS					
Loss from discontinued accident and health operations, net of taxes	(12.1)	(27.6)	(18.0)	(2.7)	(0.5)
Net income	$ 40.9	$ 62.1	$ 54.6	$ 55.1	$ 47.3

year ending December 31	1999	1998	1997	1996	1995
Basic Earnings Per Share					
Continuing operations	$ 1.16	$ 2.11	$ 1.91	$ 1.53	$ 1.26
Discontinued operations	(0.27)	(0.61)	(0.47)	(0.08)	(0.01)
Net income	$ 0.89	$ 1.50	$ 1.44	$ 1.45	$ 1.25
Diluted Earnings Per Share					
Continuing operations	$ 1.15	$ 2.08	$ 1.89	$ 1.52	$ 1.26
Discontinued operations	(0.27)	(0.60)	(0.47)	(0.08)	(0.02)
Net income	$ 0.88	$ 1.48	$ 1.42	$ 1.44	$ 1.24
Weighted average diluted shares, in thousands	46,246	42,559	38,406	38,114	37,937
Dividends per share on common stock (1)	$ 0.22	$ 0.17	$ 0.15	$ 0.13	$ 0.12
Balance Sheet Data					
Total investments	$ 3,811.9	$5,129.6	$ 3,634.0	$ 2,272.0	$ 1,405.5
Total assets	5,123.7	6,318.6	4,673.6	2,893.7	1,989.9
Policy liabilities	3,998.1	5,053.1	3,558.7	2,068.6	1,408.3
Total long-term debt	184.0	108.0	106.8	106.5	-
Stockholders' equity	732.9	748.5	499.3	425.6	376.9
Stockholders' equity per share	$ 14.68	$ 16.52	$ 13.21	$ 11.14	$ $9.96
Operating Data (in billions)					
Assumed ordinary life reinsurance business in force	$ 446.9	$ 330.6	$ 227.3	$ 168.3	$ 153.9
Assumed new business production	164.9	125.0	75.9	37.9	36.0

(1) Dividends are payable on voting and non-voting shares of common stock.

General

Reinsurance Group of America, Incorporated ("RGA") is an insurance holding company formed December 31, 1992. On December 31, 1999, Equity Intermediary Company, a Missouri holding company, directly owned approximately 48.3% of the outstanding shares of common stock of RGA. Equity Intermediary Company is a wholly owned subsidiary of General American Life Insurance Company ("General American"), a Missouri life insurance company, which in turn is a wholly owned subsidiary of GenAmerica Corporation ("GenAmerica"), a Missouri corporation. GenAmerica was acquired and became a wholly owned subsidiary of Metropolitan Life Insurance Company ("MetLife"), a New York life insurance company, on January 6, 2000. As a result of MetLife's ownership of GenAmerica and its own direct investment in RGA, MetLife now beneficially owns 57.9% of the outstanding shares of common stock of RGA.

The consolidated financial statements include the assets, liabilities, and results of operations of RGA; Reinsurance Company of Missouri, Incorporated ("RCM"); RGA Australian Holdings PTY, Limited ("Australian Holdings"); RGA Reinsurance Company (Barbados) Ltd. ("RGA Barbados"); RGA International, Ltd. (RGA International), a Canadian marketing and insurance holding company, RGA Sudamerica, S.A., a Chilean holding company; RGA Holdings Limited (U.K.) ("RGA UK"), a United Kingdom holding company; General American Argentina Seguros de Vida, S.A. ("GA Argentina"), an Argentine life insurance company; RGA South African Holdings (Pty) Ltd ("RGA South Africa"), a South African holding company; Benefits Resource Life (Bermuda) Ltd. ("RGA Bermuda"); RGA Americas Reinsurance Company, Ltd.; and Triad Re, Ltd. In addition, the consolidated financial statements include the subsidiaries of RCM, Australian Holdings, RGA International, RGA UK, RGA Sudamerica, S.A., and RGA South Africa subject to an ownership position of fifty percent or more (collectively, the "Company").

Results of Operations

The Company derives revenues primarily from renewal premiums from existing reinsurance treaties, new business premiums from existing or new reinsurance treaties; income earned on invested assets, and direct insurance premiums from its Latin American subsidiaries.

The Company's primary business is life reinsurance, which involves reinsuring life insurance policies that are often in force for the remaining lifetime of the underlying individual insureds, with premiums earned typically over a period of 10 to 30 years. Each year, however, a portion of the business under existing treaties terminates due to, among other things, voluntary surrenders of underlying life insurance policies, lapses of underlying policies, deaths of underlying insureds, and the exercise of recapture options by the ceding companies.

Assumed insurance in force for the Company increased $116.3 billion to $446.9 billion at December 31, 1999. Assumed new business production for 1999 totaled $164.9 billion compared to $125.0 billion in 1998 and $75.9 billion in 1997. Significant growth in assumed new business in the U.S. and Canadian operations of $130.7 billion contributed to most of this increase.

As is customary in the reinsurance business, life insurance clients continually update, refine, and revise reinsurance information provided to the Company. Such revised information is used by the Company in the preparation of its financial statements and the financial effects resulting from the incorporation of revised data are reflected currently.

The Company's profitability primarily depends on the volume and amount of death claims incurred. While death claims are reasonably predictable over a period of many years, claims become less predictable over shorter periods and are subject to fluctuation from quarter to quarter and year to year. A significant fluctuation from period to period could adversely affect the results of operations. RGA Reinsurance Company ("RGA Reinsurance"), RGA's primary U.S. operating company, has catastrophe insurance coverage issued by 10 insurers rated "A-" or higher by A.M. Best as of December 31, 1999, that provides benefits of up to $100.0 million per occurrence for claims involving three or more deaths in a single accident, with a deductible of $1.5 million per occurrence. This coverage is terminable annually as of August 13 with 90 days prior notice. The Company believes such catastrophe insurance coverage is adequate to protect the Company from risks of multiple deaths of lives reinsured by policies with RGA Reinsurance in a single accident. Additionally, the Company's practice is to limit its retention to $2.5 million on any one insured life.

The Company has foreign currency risk on business conducted in foreign currencies to the extent that the exchange rates of the foreign currencies are subject to adverse change over time. The Company's operations in Canada transact business in Canadian dollars. The exchange rate from Canadian to U.S. currency was 0.6876, 0.6535, and 0.6992 at December 31, 1999, 1998, and 1997, respectively. The Company's Latin America operations primarily conduct business in Chilean pesos and Argentine pesos. The exchange rate from these currencies to the U.S. currency remained relatively stable during 1999, 1998, and 1997. The business generated from the Asia Pacific region is primarily denominated in U.S. dollars, Australian dollars, and Japanese yen. The Company was not materially affected by the decline in the foreign exchange rates within the Asia Pacific region during 1999 and 1998.

As of December 31,1998, the Company formally reported its accident and health division as a discontinued operation. The accident and health operation has been placed into run-off and all treaties (contracts) were terminated at the earliest possible date. RGA gave notice to all reinsureds and retrocessionaires that all treaties were cancelled at the expiration of their term. If the treaty was continuous, a written Preliminary Notice of Cancellation was given, followed by a final notice within 90 days of the expiration date. The nature of the underlying risks is such that the claims may take years to reach the reinsurers involved. Thus, the Company expects to pay claims out of existing reserves over a number of years as the level of business diminishes. The consolidated financial statements for all periods presented have been restated, as appropriate, to reflect this line of business as a discontinued operation.

The Company has five main operational segments segregated primarily by geographic region: U.S., Canada, Latin America, Asia Pacific, and other international operations. The U.S. operations provide traditional life reinsurance and non-traditional reinsurance to domestic clients. Non-traditional business includes asset-intensive and financial reinsurance. Asset-intensive products primarily include reinsurance of bank-owned life insurance and annuities. The Canada operations provide insurers with traditional reinsurance as well as assistance with capital management activity. The Latin America operations include traditional reinsurance, reinsurance of privatized pension products primarily in Argentina, and direct life insurance through a joint venture and subsidiaries in Chile and Argentina. Asia Pacific operations provide primarily traditional life reinsurance through RGA Reinsurance Company of Australia, Limited ("RGA Australia") and RGA Reinsurance. Other international operations include traditional business from Europe and South Africa, in addition to other markets being developed by the Company. The operational segment results do not include the corporate investment activity, general corporate expenses, interest expense of RGA, and the provision for income tax expense (benefit). In addition, the Company's discontinued accident and health operations are not reflected in the continuing operations of the Company. The Company measures segment performance based on profit or loss from operations before income taxes and minority interest.

Prior to September 29, 1999, the U.S. Operations reinsured funding agreements, formerly known as stable value products, an asset intensive product. Effective September 29, 1999, General American completed the recapture of the entire block of General American's funding agreement business reinsured by the Company. Prior to the recapture, the Company reinsured approximately 25% of General American's funding agreement business. Pursuant to the recapture transaction, the Company transferred all remaining liabilities related to the funding agreement business and an equivalent amount of assets to General American. As of December 31, 1999, the Company owned approximately $339.2 million, at amortized cost, of investments that had supported funding agreement liabilities prior to the recapture. These investments are virtually all floating rate investments, with the majority representing collateralized bond and collateralized loan obligations. In the third quarter of 1999, the Company transferred to General American approximately $1.8 billion in market value of assets, including $1.5 billion in connection with the recapture. Those assets, consisting primarily of investments in fixed maturity securities and cash, were transferred in satisfaction of $1.8 billion in funding agreement liabilities. Associated with the liquidation of investment securities and the transfer of assets to General American during the third quarter of 1999, the Company incurred an after tax net capital loss of approximately $33.2 million, including $26.0 million associated with the recapture transaction.

Consolidated income from continuing operations before income taxes and minority interest decreased 32.6% in 1999 and increased 21.7% in 1998. Diluted earnings per share from continuing operations were $1.15 for 1999 compared with $2.08 for 1998 and $1.89 for 1997. Earnings were attributed primarily to the strong performance of traditional reinsurance in the U.S., Canada and Latin America partially offset by the investment losses incurred in connection with the recapture of the funding agreements business. Further discussion and analysis of the results for 1999 compared to 1998 and 1997 are presented by segment. Certain prior year amounts have been reclassed to conform to the current year presentation.

U.S. OPERATIONS (dollars in thousands)

year ending December 31, 1999	Traditional	Non- traditional Asset-Intensive	Non- traditional Financial Reinsurance	Total U.S.
Revenues				
Net premiums	$ 949,054	$ 1,380	$ --	$ 950,434
Investment income, net of related expenses	125,745	124,713	--	250,458
Realized investment gains (losses), net	(17,043)	(65,844)	--	(82,887)
Other revenue	(597)	12,655	13,180	25,238
Total revenues	1,057,159	72,904	13,180	1,143,243
BENEFITS AND EXPENSES				
Claims and other policy benefits	740,339	1,009	--	741,348
Interest credited	40,240	109,644	--	149,884
Policy acquisition costs and other insurance expenses	145,529	2,850	9,370	157,749
Other operating expenses	23,002	623	100	23,725
Total benefits and expenses	949,110	114,126	9,470	1,072,706
Income (loss) before income taxes and minority interest	$ 108,049	$ (41,222)	$ 3,710	$ 70,537

year ending December 31, 1998	Traditional	Non- traditional Asset-Intensive	Non- traditional Financial Reinsurance	Total U.S.
REVENUES				
Net premiums	$714,876	$ 1,368	$ --	$716,244
Investment income, net of related expenses	106,664	124,808	--	231,472
Realized investment gains (losses), net	1,716	655	--	2,371
Other revenue	644	4	17,800	18,448
Total revenues	823,900	126,835	17,800	968,535
BENEFITS AND EXPENSES				
Claims and other policy benefits	538,775	2,258	--	541,033
Interest credited	44,053	107,948	--	152,001
Policy acquisition costs and other insurance expenses	112,964	6,790	12,942	132,696
Other operating expenses	15,904	740	132	16,776
Total benefits and expenses	711,696	117,736	13,074	842,506
Income before income taxes and minority interest	$112,204	$ 9,099	$ 4,726	$126,029

year ending December 31, 1997	Traditional	Non- traditional Asset- Intensive	Non- traditional Financial Reinsurance	Total U.S.
REVENUES				
Net premiums	$554,239	$ 15	$ --	$554,254
Investment income, net of related expenses	81,423	59,883	--	141,306
Realized investment gains (losses), net	1,816	(1,726)	--	90
Other revenue	872	--	25,308	26,180
Total revenues	638,350	58,172	25,308	721,830
BENEFITS AND EXPENSES				
Claims and other policy benefits	405,461	2,273	--	407,734
Interest credited	42,565	48,371	--	90,936
Policy acquisition costs and other insurance expenses	89,557	1,548	14,368	105,473
Other operating expenses	10,919	559	114	11,592
Total benefits and expenses	548,502	52,751	14,482	615,735
Income before income taxes and minority interest	$ 89,848	$ 5,421	$ 10,826	$106,095

TRADITIONAL REINSURANCE

The U.S. traditional reinsurance segment is the oldest and largest segment of the Company. This segment provides life reinsurance to domestic clients for a variety of life products through yearly renewable term agreements, coinsurance, and modified coinsurance arrangements. These reinsurance arrangements may be either facultative or automatic agreements. During 1999, production totaled $121.3 billion of new assumed in force, compared to $102.7 billion in 1998 and $50.2 billion in 1997. This increase was attributed to the reinsurance of several in force blocks of business and continued strong production on new and existing treaties. Management believes industry consolidation, demutualizations, and the trend towards reinsuring mortality risks should continue to provide reinsurance opportunities.

Income before income taxes and minority interest for U.S. traditional reinsurance decreased 3.7% and increased 24.9% in 1999 and 1998, respectively. The decrease in income for 1999 was primarily due to the realized investment losses of $17.0 million on securities transactions. Excluding realized investment gains (losses) on securities transactions, income before income taxes and minority interest increased 13.2% and 25.5% in 1999 and 1998, respectively. The increase in both periods was primarily attributable to strong premium growth and the increase in investment income driven by new business transactions. In 1999, the increase was slightly offset by unfavorable mortality experience. In 1998, favorable mortality experience added to the increase in income before income taxes and minority interest.

Net premiums for U.S. traditional reinsurance rose 32.8% and 29.0% in 1999 and 1998, respectively. New premium on in force blocks of business, renewal premium on existing blocks of business and new business premiums from facultative and automatic treaties all contributed to this growth. During 1998, production from in force blocks of business increased significantly over prior years, as more insurance companies sought to reinsure blocks of business with mortality risk and finance merger and acquisition activity. Premium levels are significantly influenced by large transactions and reporting practices of ceding companies and therefore can fluctuate from period to period.

Net investment income increased 17.9% and 31.0% in 1999 and 1998, respectively. This increase in both years was due to the continued growth of business in this subsegment from facultative and automatic treaties, which resulted in an increase in the underlying invested asset base.

Realized investment losses of approximately $17.0 million were reported for 1999. These losses included the write-off of the Company's investment in TBO, an international financial services consulting firm specializing in the development of distribution systems. The Company relinquished its 20% interest in TBO to the other shareholders for nominal consideration. Collaborative Strategies, Incorporated ("CSI"), a GenAmerica subsidiary, assumed a portion of the debt of TBO in exchange for certain assets, including the employees, and certain businesses of TBO. The Company then discharged the debt of TBO Company and CSI in exchange for future profits on certain business initiatives. The Company does not expect any future profits to materialize related to these initiatives. Therefore, the Company wrote-off its entire investment related to this business in June 1999. The Company also recorded capital gains associated with the sale of some investments as well as capital losses recognized on permanent write-downs of various securities.

The amount of claims and other policy benefits increased 37.4% and 32.9% in 1999 and 1998, respectively, primarily resulting from the increased size of the business in force. Claims and other policy benefits, as a percentage of net premiums, were 78.0%, 75.4%, and 73.2% in 1999, 1998, and 1997, respectively. Mortality is expected to fluctuate somewhat from period to period, but remains fairly constant over the long term. In the fourth quarter of 1999, the amount of large claims reported to the Company increased over the prior year period. Large claims are defined as claims over one million dollars. Analysis of the claims activity in 1999 suggests no significant variances by cause of death, client company issue year or automatic versus facultative which points to any pricing or profitability problems.

Interest credited relates to amounts credited on the Company's cash value products in this segment, which have a significant mortality component. This amount fluctuates with the changes in cash surrender value and changes in interest crediting rates.

The amount of policy acquisition costs and other insurance expenses rose 28.8% and 26.1% in 1999 and 1998, respectively. As a percentage of net premiums, policy acquisition costs and other insurance expenses were 15.3%, 15.8%, and 16.2% in 1999, 1998, and 1997, respectively. This slight decrease in percentage of premiums between years was primarily due to the reinsurance of in force blocks on a basis on which acquisition costs incurred as a percentage of premiums were less.

Other operating expenses increased 44.6% and 45.7% in 1999 and 1998, respectively. As a percentage of net premiums, other operating expenses were 2.4%, 2.2%, and 2.0% in 1999, 1998, and 1997, respectively. The increase was primarily due to increases in costs associated with the growth of the business.

ASSET-INTENSIVE REINSURANCE

The U.S. asset-intensive reinsurance segment includes the reinsurance of funding agreement products, annuities, and bank-owned life insurance. As of September 30, 1999, the Company no longer reinsures funding agreement products. Most of these agreements are coinsurance or modified coinsurance of non-mortality risks such that the Company recognizes profits or losses primarily from the spread between the investment earnings and the interest credited on the underlying deposit liabilities.

Income before income taxes and minority interest decreased significantly in 1999. The funding agreement business was primarily responsible for the decrease in earnings. In 1999, funding agreement business had a net loss before income taxes and minority interest of approximately $47.8 million, which included pre-tax investment losses of $52.9 million. The Company's parent, General American, recaptured the business during the month of September. Substantially all pre-tax investment losses were incurred in connection with liquidating securities and the recapture by General American. During 1998, income before income taxes and minority interest increased 67.8% over 1997. The income growth was attributable to the increase in deposits for asset-intensive products with investment income earned exceeding the interest credited on the amount deposited by the client companies. Investment income more than doubled in 1998 and 1997 as a result of deposits for asset-intensive products of $913.9 million and $834.3 million in 1998 and 1997, respectfully. Investment income is largely offset by earnings credited and paid to ceding companies, which are included in interest credited. Interest credited more than doubled in 1998 and 1997 comparable to the growth in investment income. Interest is credited based on declared interest rates on the related deposit values.

Net premiums reported in this subsegment related to a yearly renewable term treaty that reinsures the mortality risk of a bank-owned life insurance product. Policy acquisition costs and other insurance expenses relate primarily to the commission payments and premium taxes (if applicable) on deposits received. Other operating expenses decreased 15.8% in 1999 due to the recapture of the funding agreement business.

In the second quarter of 1997 the Company entered into an annuity reinsurance transaction with Cova Financial Services Life Insurance Company, a subsidiary of General American. On December 1, 1999, Cova recaptured this agreement. The recapture by Cova provided a net gain before income taxes and minority interest of approximately $2.6 million. Total pre-tax capital losses of approximately $13.1 million were incurred in connection with the recapture. Other revenue increased by $12.7 million primarily due to the recapture fee and other allowances related to the Cova recapture.

FINANCIAL REINSURANCE

The U.S. financial reinsurance segment includes net fees earned on financial reinsurance agreements and the equity in the unconsolidated results from the Company's ownership in RGA/Swiss Financial Group, L.L.C ("RGA/Swiss"). Financial reinsurance agreements represent low mortality risk business that the Company assumes and subsequently retrocedes with a net fee earned on the transaction. The fees earned from the assumption of the financial reinsurance contracts are reflected in other revenues and the fees paid to retrocessionaires are reflected in policy acquisition costs and other insurance expenses.

Income before income taxes and minority interest decreased 21.5% and 56.3% in 1999 and 1998, respectively. The decrease in 1999 was primarily attributable to the decrease in earnings from RGA/Swiss and the net fees earned on financial reinsurance agreements. A decrease in outstanding statutory financial reinsurance is the cause for the decrease in the net fees. The decrease in 1998 was primarily the result of one unusually large transaction in 1997 in which RGA/Swiss earned a substantial fee. Other revenue included fees of $10.2 million, $14.2 million, and $16.0 million for 1999, 1998, and 1997, respectively, from the assumption of financial reinsurance transactions. The net fees earned solely from U.S. based financial reinsurance transactions were $0.7 million, $1.2 million, and $1.6 million for 1999, 1998, and 1997, respectively. Other operating expenses decreased by 24.2% in 1999, which was the result of the decrease in business generated from this segment. At December 31, 1999, 1998, and 1997, the amounts of outstanding statutory financial reinsurance provided to client companies were $310.0 million, $512.9 million, and $530.0 million, respectively.

CANADA OPERATIONS (dollars in thousands)

year ending December 31	1999	1998	1997
REVENUES			
Net premiums	$ 162,482	$ 144,784	$ 83,563
Investment income, net of related expenses	52,767	38,857	18,936
Realized investment gains, net	5,923	617	109
Other revenue	(38)	482	20,152
Total revenues	221,134	184,740	122,760
BENEFITS AND EXPENSES			
Claims and other policy benefits	154,194	127,821	74,972
Interest credited	1,799	1,059	1,293
Policy acquisition costs and other insurance expenses	19,970	26,163	22,411
Other operating expenses	7,292	6,943	6,387
Total benefits and expenses	183,255	161,986	105,063
Income before income taxes and minority interest	$ 37,879	$ 22,754	$ 17,697

The Company conducts reinsurance business in Canada through RGA Life Reinsurance Company of Canada ("RGA Canada"). RGA Canada is primarily engaged in traditional individual life reinsurance, including preferred underwriting products. The Canadian operation has grown to become one of the leading life reinsurers in Canada. Canadian reinsurance in force has more than doubled over a three-year period, to approximately $45.8 billion in 1999 from approximately $22.7 billion in 1996. At December 31, 1999, RGA Canada included most of the major insurance companies in Canada as clients.

Income before income taxes and minority interest increased 66.5% in 1999 and 28.6% in 1998. The increase during 1999 was driven by a growth in premiums of 12.2%, an increase in investment income of 35.8%, an increase in realized investment gains of $5.3 million and favorable mortality experience. The increase during 1998 was driven by a growth in premiums of 73.3% and favorable mortality experience. The effects of changes in the foreign exchange rates during 1999 and 1998 were not material.

Net premiums increased 12.2% to $162.5 million in 1999. The premium growth in 1999 resulted primarily from increasing renewal premiums and new business premiums and was in line with expectations. Premiums in the fourth quarter of 1999 decreased in comparison to 1998. This decrease was expected and resulted from a large treaty which was executed in the fourth quarter of 1998 retroactive to the first quarter. The large in force block transactions placed in 1998 and 1997 are mainly level premium treaties where premiums decrease over time as lapses and death claims occur. Net premiums increased 73.3% to $144.8 million in 1998. This growth in premiums reflected the increase of in force business and the effect of blocks of in force business assumed in both 1997 and 1998. Business premium levels are significantly influenced by large transactions and reporting practices of ceding companies and therefore can fluctuate from period to period.

Net investment income increased 35.8% and 105.2% during 1999 and 1998, respectively. The increase in investment income was mainly the result of an increase in the invested asset base. For 1999, the invested asset base growth was due to operating cash flows on traditional reinsurance, proceeds from capital contributions and interest on an increasing amount of funds withheld at interest related to the large in force block added in 1998. For 1998, the increase in invested assets resulted from growth in traditional reinsurance, proceeds from capital contributions and growth of funds withheld at interest. In both years, the increase in the invested asset base was partially offset by a decline in interest rates. The average book yield on the Canadian investment portfolio decreased to 6.97% for year ended December 31, 1999 from 7.37% for 1998 and 8.24% in 1997. The decrease in yield reflects the general decrease in the interest rates available on long term fixed maturity instruments.

Other revenue decreased $0.5 million during 1999 and $19.7 million during 1998. The decrease in 1998 was due to a significant non-recurring recapture fee for a transaction that was completed during December 1997. This recapture fee included the recovery of acquisition costs previously deferred that were reflected in policy acquisition costs and other insurance expenses for 1997.

Claims and other policy benefits increased 20.6% and 70.5% during 1999 and 1998, respectively. Claims and other policy benefits as a percentage of net premiums were 94.9% of total 1999 net premiums compared to 88.3% in 1998 and 89.7% in 1997. The increased percentages experienced are primarily the result of several large in-force blocks assumed in 1998 and 1997. These blocks are mature blocks of level premium business in which mortality as a percentage of premiums is expected to be higher than the historical ratios. The nature of level premium policies requires that the Company invest the amounts received in excess of mortality costs to fund claims in the later years. Claims and other policy benefits as a percentage of net premiums and investment income were 71.6% of total 1999 net premiums compared to 69.6% in 1998 and 73.1% in 1997. RGA Canada expects mortality to fluctuate somewhat from period to period but believes it is fairly constant over longer periods of time. In addition, RGA Canada continues to monitor mortality trends to determine the appropriateness of reserve levels.

Interest credited increased 69.9%, to $1.8 million, during 1999. These amounts relate to several annuity blocks of business in the segment that were initially reinsured in late 1996 and 1998. No such treaty was executed in 1999.

Policy acquisition costs and other insurance expenses as a percentage of net premiums totaled 12.3% in 1999, 18.1% in 1998, and 26.8% in 1997. The decrease in this ratio in 1999 was primarily due to the changing mix of business to yearly renewable term from coinsurance agreements. The expenses in 1997 included a deferred acquisition cost charge of approximately $9.5 million resulting from a treaty recapture that partially offset the gross recapture fee recorded in other revenue. Excluding the deferred acquisition cost charge, policy acquisition costs and other insurance expenses as a percentage of net premiums would have been 15.5% in 1997. Excluding the deferred acquisition cost charge, the increase in this ratio in 1998 was primarily due to the changing mix of business to coinsurance from yearly renewable term agreements. These coinsurance agreements tend to have higher commission costs compared to yearly renewable term agreements. Other operating expenses increased $0.3 million in 1999 and $0.6 million in 1998. The overall increase in operating expenses was attributed to planned increases in costs associated with the ongoing growth of the business.

LATIN AMERICA OPERATIONS (dollars in thousands)

year ending December 31, 1999	Reinsurance	Direct	Total Latin American
REVENUES			
Net premiums	$ 65,718	$ 38,449	$ 104,167
Investment income, net of related expenses	6,145	17,608	23,753
Realized investment (losses) gains, net	(33)	128	95
Other revenue	(126)	(98)	(224)
Total revenues	71,704	56,087	127,791
BENEFITS AND EXPENSES			
Claims and other policy benefits	62,043	49,436	111,479
Interest credited	1,129	306	1,435
Policy acquisition costs and other insurance expenses	854	1,486	2,340
Other operating expenses	3,033	6,176	9,209
Total benefits and expenses	67,059	57,404	124,463
Income before income taxes and minority interest	$ 4,645	$ (1,317)	$ 3,328

LATIN AMERICA OPERATIONS (dollars in thousands)

year ending December 31, 1998	Reinsurance	Direct	Total Latin American
REVENUES			
Net premiums	$ 50,325	$ 48,354	$ 98,679
Investment income, net of related expenses	3,859	13,926	17,785
Realized investment gains, net	--	4	4
Other revenue	1	242	243
Total revenues	54,185	62,526	116,711
BENEFITS AND EXPENSES			
Claims and other policy benefits	45,224	49,238	94,462
Interest credited	--	187	187
Policy acquisition costs and other insurance expenses	2,067	4,814	6,881
Other operating expenses	3,892	7,466	11,358
Total benefits and expenses	51,183	61,705	112,888
Income before income taxes and minority interest	$ 3,002	$ 821	$ 3,823

year ending December 31, 1997	Reinsurance	Direct	Total Latin American
REVENUES			
Net premiums	$11,730	$56,460	$68,190
Investment income, net of related expenses	3,548	7,067	10,615
Other revenue	--	185	185
Total revenues	15,278	63,712	78,990
BENEFITS AND EXPENSES			
Claims and other policy benefits	10,327	53,181	63,508
Interest credited	--	82	82
Policy acquisition costs and other insurance expenses	329	3,820	4,149
Other operating expenses	3,763	6,553	10,316
Total benefits and expenses	14,419	63,636	78,055
Income before income taxes and minority interest	$ 859	$ 76	$ 935

REINSURANCE

The Company conducts reinsurance business in the Latin America region through RGA Reinsurance. During 1999, a representative office was opened in Buenos Aires and during 1998, a representative office was opened in Mexico City to more directly assist clients in these markets. Historically, the Latin America reinsurance operations have derived revenue primarily from the reinsurance of privatized pension products in Argentina. During 1999, the Company has reduced its participation in these types of treaties and is more actively marketing additional types of reinsurance in the region such as traditional and credit life for groups and individuals as well as non-traditional reinsurance in Argentina and Mexico. It is anticipated that the mix of business will continue to evolve in the upcoming years. Income before income taxes and minority interest increased $1.6 million and $2.1 million during 1999 and 1998, respectively, as a result of continued profitability in reinsurance business from privatized pensions in Argentina and developing business in Chile and Mexico.

Net premiums increased $15.4 million and $38.6 million during 1999 and 1998, respectively. The increases from privatized pension reinsurance in Argentina were $12.9 million and $35.1 million during 1999 and 1998, respectively. Premiums from the other Latin American markets related primarily to the development of new business opportunities. Net investment income increased 59.2% and 8.8% during 1999 and 1998, respectively. Investment income for RGA Reinsurance is allocated to the various operating segments on the basis of net capital and investment performance varies with the composition of investments. This increase was due to the continued growth of business in this segment which resulted in an increase in the invested asset base.

The claims and other policy benefits for the reinsurance business increased $16.8 million during 1999 and $34.9 million during 1998. Claims and other policy benefits as a percentage of net premiums totaled 94.4%, 89.9%, and 88.0% for 1999, 1998, and 1997, respectively. The Company expects mortality to fluctuate somewhat from period to period, but believes it is fairly constant over longer periods of time. The Company continues to monitor mortality trends to determine the appropriateness of reserve levels. Interest credited represents amounts credited on reinsurance of new Mexican and Argentine universal life products for 1999.

Policy acquisition costs and other insurance expenses decreased $1.2 million for 1999 and increased $1.7 million for 1998, respectively. Policy acquisition costs and other insurance expenses as a percentage of net premiums represented 1.3%, 4.1%, and 2.8% for 1999, 1998, and 1997, respectively. These percentages fluctuate due to the timing of client company reporting and variations in the mixture of business being written.

DIRECT INSURANCE

In 1993, the Company entered into a joint venture in Chile to form BHIFAmerica Seguros de Vida, S.A. ("BHIFAmerica"). This company is a direct life insurer whose primary source of premium is generated from single premium immediate annuities with other lines including credit, individual, and group life. During 1996, in an effort to support the growth of this business and develop additional reinsurance opportunities in Chile, the Company formed RGA Reinsurance Company Chile, S.A. ("RGA Chile"), a wholly owned reinsurance company licensed to assume life reinsurance in Chile. RGA Chile assumed $18.5 million, $26.0 million, and $35.5 million of annuity premiums from BHIFAmerica during 1999, 1998, and 1997, respectively. This business is reported as direct business due to the intercompany nature of the reinsurance. The Company has begun exploring the possibility of selling its Chilean direct writing operations in an effort to focus on reinsurance business as opposed to direct distribution.

In 1994, to develop markets in Argentina, RGA formed General American Argentina Seguros de Vida S.A.("GA Argentina"). GA Argentina writes direct life insurance primarily related to group life and disability insurance for the Argentine privatized pension system as well as traditional group life insurance. Effective July 1998, GA Argentina no longer has new contracts related to the privatized pension system, but continues to market group and individual universal life products.

Annual income before taxes and minority interest for the Latin America direct business decreased $2.1 million during 1999 to a net loss of $1.3 million, while results increased $0.7 million between 1998 and 1997. The decrease in 1999 was primarily due to higher claims reported for Argentine privatized pension policies and adjustments to establish allowances for the collection of some Argentine group premiums. The increase in 1998 was due to improved results of $0.3 million in Chile and $0.4 million in Argentina. Premiums decreased 20.5% and 14.4% during 1999 and 1998 as a result of fewer single premium annuities sold in Chile and fewer group life policies for privatized pensions in Argentina. Investment income increased 26.4% and 97.1% during 1999 and 1998, respectively. The invested assets for the subsidiaries have increased with growth in the business and capital contributions from RGA. In addition, the appreciation of Chilean investment balances that are index-denominated are included in investment income.

Claims and other policy benefits remained fairly level during 1999 with improved results in Chile offset by higher claims reported in Argentina. Claims and other policy benefits decreased 7.4% during 1998 as a result of refinement of Chilean annuity reserve calculations and improved mortality experience in Argentina. Interest credited represents amounts credited on Argentine universal life products. Increases in interest credited result from increases in direct sales of this product.

Policy acquisition costs and other insurance expenses decreased $3.3 million and increased $1.0 million during 1999 and 1998, respectively. As a percentage of net premiums, policy acquisition costs and other insurance expenses represented 3.9%, 10.0%, and 6.8% of net premiums for 1999, 1998, and 1997, respectively. The percentages fluctuate due to variations in the mixture of business being written in Argentina and Chile. In 1998, these expenses increased with the development of new products such as individual life that have higher levels of acquisition costs. Other operating expenses decreased $1.3 million and increased $0.9 million during 1999 and 1998, respectively. The current year decrease was primarily attributed to the use of a direct sales force in Chile instead of outside consultants that were used during 1998.

ASIA PACIFIC OPERATIONS (dollars in thousands)

year ending December 31	1999	1998	1997
REVENUES			
Net premiums	$ 73,887	$ 53,072	$ 36,591
Investment income, net of related expenses	2,182	2,545	1,126
Realized investment (losses) gains, net	(3)	23	14
Other revenue	1,263	3,089	--
Total revenues	77,329	58,729	37,731
BENEFITS AND EXPENSES			
Claims and other policy benefits	46,785	31,900	21,164
Policy acquisition costs and other insurance expenses	29,860	21,775	15,616
Other operating expenses	6,983	7,660	6,895
Interest expense	491	454	468
Total benefits and expenses	84,119	61,789	44,143
(Loss) before income taxes and minority interest	$ (6,790)	$ (3,060)	$ (6,412)

The Company conducts reinsurance business in the Asia Pacific region through branch operations in Hong Kong and Japan and opened a liaison office in Taiwan in 1999. Business is also conducted through RGA Australia, a wholly owned subsidiary in Australia, and Malaysian Life Reinsurance Group Berhad ("MLRG"), a joint venture in Malaysia. The principal types of reinsurance provided in the region are life, critical care, superannuation, and financial reinsurance.

The Asia Pacific loss before income taxes and minority interest increased $3.7 million in 1999. The increase in the Asia Pacific loss before income taxes in 1999 compared to 1998 was due to higher than expected mortality experience, termination of a large financial reinsurance contract, and higher than expected lapses associated with the economic slowdown in the region. The decrease in the Asia Pacific loss before income taxes in 1998 compared to 1997 was due in part to fees earned on new reinsurance transactions and strong new business growth.

Net premiums increased 39.2%, to $73.9 million, in 1999 and increased 45.0%, to $53.1 million, in 1998. Renewal premiums from the existing block of business, new business premiums from facultative and automatic treaties, and premium flows from larger blocks of business all contributed to the premium increase. Business premium levels are significantly influenced by large transactions and reporting practices of ceding companies and therefore can fluctuate from period to period. Net investment income declined by 14.3% in 1999 and more than doubled during 1998. Investment income for RGA Reinsurance is allocated to the various operating segments on the basis of average net capital and investment performance varies with the composition of investments. Other revenue during 1999 and 1998 represented profit and risk fees associated with financial reinsurance in Taiwan and Japan (1999) and Japan (1998). The Japanese treaty was discontinued in early 1999, causing the decrease in the fees earned. Fees paid to retrocessionaires that were included in policy acquisition costs and other insurance expenses partially offset these fees earned for both years.

Claims and other policy benefits increased 46.7% in 1999 and 50.7% in 1998. Claims and other policy benefits as a percentage of net premiums increased to 63.3% in 1999 from 60.1% in 1998 and from 57.8% in 1997. This increase was primarily a result of adverse experience in the Japanese business in 1999 and the Hong Kong business in 1998. The Company expects mortality to fluctuate somewhat from period to period, but believes it is fairly constant over longer periods of time. The Company continues to monitor mortality trends to determine the appropriateness of reserve levels.

Policy acquisition costs and other insurance expenses increased 37.1% in 1999 and 39.4% in 1998. Policy acquisition costs and other insurance expenses as a percentage of net premiums was 40.4%, 41.0%, and 42.7% for 1999, 1998, and 1997, respectively. These percentages fluctuate due to the timing of client company reporting and variations in the mixture of business being written in Asia Pacific. Other operating expenses decreased 8.8% in 1999 and increased 11.1% in 1998. As a percentage of premiums, other operating expenses decreased to 9.5% in 1999 from 14.4% in 1998 and from 18.8% in 1997. The Company believes that sustained growth in premiums should lessen the burden of start-up expenses and expansion costs.

OTHER INTERNATIONAL OPERATIONS (dollars in thousands)

year ending December 31	1999	1998	1997
REVENUES			
Net premiums	$ 24,668	$ 3,641	$ 2,170
Investment income, net of related expenses	775	479	383
Realized investment gains, net	101	81	--
Other revenue	105	938	332
Total revenues	25,649	5,139	2,885
BENEFITS AND EXPENSES			
Claims and other policy benefits	13,305	2,685	1,755
Policy acquisition costs and other insurance expenses	8,388	923	479
Other operating expenses	7,810	6,540	4,312
Total benefits and expenses	29,503	10,148	6,546
(Loss) before income taxes and minority interest	$ (3,854)	$ (5,009)	$ (3,661)

The other international segment is the newest segment of the Company. This segment includes business received from reinsurance clients located in Europe and South Africa in addition to business received as a Corporate Name supporting a life syndicate at Lloyd's of London. The principal type of reinsurance being provided has been life reinsurance for a variety of life products through yearly renewable term and coinsurance agreements. These agreements may be either facultative or automatic agreements. During 1999, the Company continued its expansion efforts, with efforts underway to license a life reinsurance subsidiary in London.

Net premiums increased to $24.7 million in 1999 compared to $3.6 million for 1998. Net premium for 1999 was primarily as a result of business generated from an automatic treaty with a United Kingdom client while 1998 net premium was primarily automatic business generated from the Company's participation in a Lloyd's of London life syndicate. The Company's offices in Cape Town and Johannesburg, South Africa contributed to new business premium in 1999 mainly through the facultative market. Investment income for the segment is allocated on the basis of average net capital and the investment performance varies with the composition of investments.

Claims and other policy benefits decreased as a percentage of premiums to 53.9% in 1999 from 73.7% in 1998. Policy acquisition costs and other insurance expenses increased as a percent of premiums to 34.0% in 1999 from 25.4% in 1998. These amounts will fluctuate based upon claim levels and the mix of business being reinsured. Year to year comparisons of premiums and claims and other policy benefits are not considered meaningful due to the start-up nature of this segment. Other operating expenses increased $1.3 million during 1999 compared to 1998 and $2.2 million during 1998 compared to 1997. The overall increase in operating expenses was attributed to increases in costs associated with the expansion efforts within the segment.

CORPORATE AND OTHER

Corporate activity generally represents investment income on the undeployed proceeds from the Company's capital raising efforts, corporate expenses that include unallocated overhead and executive costs, as well as the interest expense related to a $75.0 million term loan note with General American ("GA Note") issued during 1999 and the 7 1/4% Senior Notes ("Senior Notes") issued in 1996. In addition, the provision for income taxes is generally calculated based on the overall operations of the Company and allocated to the segments. Tax expense (benefit) is not used as a basis of measuring segment profit/loss.

Consolidated investment income increased 12.8% during 1999 and 61.3% in 1998. Investment income will be negatively affected in the near future due to the reduction in invested assets related to the recapture of the funding agreement business by General American on September 29, 1999. The cost basis of invested assets decreased $1.0 billion, or 20.2% in 1999 and increased $1.5 billion, or 42.9% in 1998. The decrease in the invested assets during 1999 was primarily a result of the recapture. This decrease was offset, in part, by positive operating cash flows, new reinsurance transactions involving asset-intensive products, proceeds from the GA Note, and proceeds from a private placement of 4,784,689 shares of the Company's common stock to Metropolitan Life Insurance Company. The aggregate value of the private placement was approximately $125 million. The increase in invested assets during 1998 was a result of an increase in operating cash flows, reinsurance transactions involving deposits for asset-intensive products from ceding companies, primarily funding agreement deposits, and proceeds from the Company's issuance of non-voting stock in June 1998. The average yield earned on investments was 7.10% in 1999 compared with 6.84% in 1998 and 7.23% in 1997. The changes in overall yield reflect prevailing interest rate fluctuations and the decrease in 1999 and increase in 1998 of assets supporting the funding agreements business, which are generally of a shorter duration and carry a lower average yield. Investment income has been allocated to the operational segments on the basis of average capital per segment.

Consolidated interest expense increased 25.2% during 1999 and 12.9% during 1998. Interest expense relates primarily to the GA Notes, Senior Notes, drawdowns on a line of credit, and the financing of a portion of Australian Holdings. Interest cost for 1999, 1998, and 1997 was $11.0 million, $8.8 million, and $7.8 million, respectively.

Consolidated other expenses represent general corporate expenses that are not allocated to the operational segments.

Consolidated provision for income taxes for continuing operations decreased 20.4% in 1999 and increased 21.4% in 1998 as a result of fluctuations in pre-tax income. Income tax expense from continuing operations represented approximately 42.0%, 35.5% and 35.6% of pre-tax income for 1999, 1998 and 1997, respectively. The effective tax rate for 1999 was affected by significant realized capital losses domestically and operating losses from foreign subsidiaries for which deferred tax assets cannot be fully established. The Company calculated a tax benefit of $6.9 million, $14.9 million, and $11.7 million related to the discontinued operations in 1999, 1998, and 1997. The effective tax rate on the discontinued operations was 36.0%, 35.1%, and 39.7% in 1999, 1998, and 1997, respectively.

DISCONTINUED OPERATIONS

As of December 31, 1998, the Company formally reported its accident and health division as a discontinued operation. At the time it was accepting accident and health risks, the company directly underwrote certain business using its own staff of underwriters. Additionally, it participated in pools of risks underwritten by outside managing general underwriters, and offered high level common account and catastrophic protection coverages to other reinsurers and retrocessionaires. Types of risks covered included a variety of medical, disability, workers compensation carve-out, personal accident, and similar coverages.

The reinsurance markets for workers' compensation carve-out risks have been volatile in the last year. In particular, certain programs are alleged to have been inappropriately underwritten by third party managers, and some of the reinsurers and retrocessionaires involved have alleged material misrepresentation and non-disclosures by the managers. As a result, there has been a significant number of claims for recission, arbitrations, and litigation among a number of the parties involved. RGA did not underwrite workers' compensation carve-out business directly, and has been investigating to determine if any material indirect exposures exist through pool participations or high level common account retrocessional coverage. To date, no such exposures have been identified. If any material exposure is identified at some point in the future, based upon the experience of others involved in this market, it is likely to be subject to claims for recission, arbitration, or litigation. Thus, resolution of any disputes will likely take several years. In any event, it is management's opinion that future developments, if any, will not materially adversely affect the company's financial position.

The calculation of the claim reserve liability for the entire portfolio of accident and health business requires management to make estimates and assumptions that affect the reported claim reserve levels. The reserve balance as of December 31, 1999 and 1998 was $53.8 million and $109.4 million, respectively. Management must make estimates and assumptions based on historical loss experience, changes in the nature of the business, anticipated outcome of claim disputes and claims for recission, and projected future premium run-off, all of which may affect the level of the claim reserve liability. Due to the significant uncertainty associated with the run-off of this business, net income in future periods could be affected positively or negatively. The consolidated income statements for all periods presented reflect this line of business being reported as a discontinued operation. Revenues associated with discontinued operation, which are not reported on a gross basis in the Company's consolidated statements of income, totaled $113.6 million, $158.2 million and $93.3 million for 1999, 1998 and 1997, respectively.

LIQUIDITY AND CAPITAL RESOURCES

RGA is a holding company that has as its principal assets interests in RGA Reinsurance, RGA Canada, BHIFAmerica, RGA Chile, GA Argentina, Australian Holdings, RGA Barbados, and RGA UK. In addition, the Company has minority ownership interests in RGA/Swiss and MLRG.

As RGA continues its expansion efforts, management continually analyzes capital adequacy issues. On November 23, 1999, RGA completed a private placement of securities in which it sold 4,784,689 shares of the Company's common stock, $0.01 par value per share, to MetLife. The price per share was $26.125, and the aggregate value of the transaction was approximately $125 million. Proceeds from the private placement will be used for general corporate purposes, including the immediate capital needs associated with the Company's primary businesses. On June 1, 1999, the Company entered into a term loan agreement with General American, whereby it borrowed $75.0 million to continue expansion of the Company's business. Interest on the term loan is payable quarterly at 100 basis points over the British Bankers' Association three month LIBOR rate. The term loan matures on June 30, 2004. On March 19, 1996, RGA issued 7 1/4% Senior Notes with a face value of $100.0 million in accordance with Rule 144A of the Securities Act of 1933. Interest is payable semiannually on April 1 and October 1 with the principal amount due on April 1, 2006. In addition, Australian Holdings established a line of credit with an outstanding balance at December 31, 1999 and 1998, of $9.5 million and $8.9 million, respectively. Also, the Company has access to a line of credit. At December 31, 1999, $15.0 million was drawn upon that line with this liability included in other liabilities in the consolidated balance sheet. The ability of RGA and Australian Holdings to make principal and interest payments is ultimately dependent on the earnings and surplus of RGA's subsidiaries, the investment earnings on the undeployed funds at RGA, and the Company's ability to raise additional capital.

At RGA's annual stockholders' meeting on May 27, 1998, a new class of non-voting common stock was authorized. In June 1998, RGA completed a public offering in which it sold 7,417,500 shares of non-voting common stock, after split, traded on the New York Stock Exchange under the symbol RGA.A. The offering provided net proceeds of approximately $221.8 million that have been utilized to finance the continued growth of RGA's operations domestically and internationally. This non-voting class of stock was subsequently converted into voting common shares at a 0.97 conversion rate upon shareholder approval at a special meeting held September 14, 1999.

Historically, RGA has paid quarterly dividends ranging from $0.027 per share in 1993 to $0.06 per share in 1999. All future payments of dividends are at the discretion of the Company's Board of Directors and will depend on the Company's earnings, capital requirements, insurance regulatory conditions, operating conditions, and such other factors as the Board of Directors may deem relevant. The amount of dividends that the Company can pay will depend in part on the operations of its reinsurance subsidiaries. The transfer of funds from the subsidiaries to RGA is subject to applicable insurance laws and regulations.

RGA has repurchased shares in the open market in the past to enable it to satisfy obligations under its stock option program and to acquire larger blocks of stock. No shares were repurchased in 1999 or 1998, although RGA could begin repurchasing shares again at some point in the future.

As of December 31, 1999, RGA Reinsurance had statutory capital and surplus of $435.0 million. RGA Reinsurance is subject to statutory provisions that restrict the payment of dividends. It may not pay dividends in any 12-month period in excess of the greater of the prior year's statutory operating income or 10% of capital and surplus at the preceding year-end, without regulatory approval. RGA Reinsurance's allowable dividend without prior approval for 2000 is $43.5 million pursuant to this calculation. The applicable statutory provisions, however, only permit an insurer to pay a shareholder dividend from earned surplus. As of December 31, 1999, RGA Reinsurance had an earned surplus deficit; however, given RGA Reinsurance's total surplus position, management believes any reasonable dividend requests would be approved. RGA Canada's statutory capital was $148.7 million at December 31, 1999. The maximum amount available for dividends by RGA Canada under the Canadian Minimum Continuing Capital and Surplus Requirements ("MCCSR") is $45.8 million. Dividend payments from other subsidiaries and joint ventures are subject to regulations in the country of domicile.

The Company's net cash flows from consolidated operating activities for the years ended December 31, 1999, 1998, and 1997, were $277.7 million, $349.1 million, and $433.4 million, respectively. The sources of funds of the operating subsidiaries of RGA consist of direct investment by RGA, premiums received from ceding insurers and direct insureds, investment income, and proceeds from the sales and redemptions of investments. Premiums are generally received in advance of related claim payments. Funds are applied to policy claims and benefits, operating expenses, income taxes, and investment purchases. The Company believes the short-term cash requirements of its business operations will be sufficiently met by the positive cash flows generated. The Company expects to address its longer-term liquidity needs and capital required to support possible future growth and expansion of the business through equity or debt financing. Any public offering would only be made by means of a prospectus. Because the life reinsurance business provides positive cash flow, the Company's liabilities generally are not subject to disintermedi-ation risk, and because the reinsured treaties offer no withdrawal options and require no return of premium if canceled or allowed to lapse, the Company historically has had more than sufficient funds to pay claims and expenses. The Company expects any future increase in the need for liquidity due to relatively large policy loans or unanticipated material claim levels would be met first by operating cash flows and then by selling fixed maturity securities or short-term investments.

The Company's asset-intensive products are primarily supported by investment in fixed maturity securities. Investment guidelines are established to structure the investment portfolio based upon the type, duration and behavior of products in the liability portfolio so as to achieve targeted levels of profitability. The Company manages the asset-intensive business to provide a targeted spread between the interest rate earned on investments and the interest rate credited to the underlying liabilities. The Company periodically reviews models projecting different interest rate scenarios and their impact on profitability. One of the Company's asset intensive agreements reinsures a market value adjusted annuity product on a modified coinsurance basis. Pursuant to the terms of this reinsurance agreement, the ceding company withholds the annuity liabilities and funds supporting the liabilities. The underlying product reinsured provides the contract holder with a minimum return guarantee over the life of the product. The Company shares in this guarantee pursuant to the reinsurance agreement. The ceding company manages the underlying investment portfolio. The risk to RGA is that the return on the investment portfolio is not sufficient to satisfy the minimum guarantee. This investment risk is mitigated through the Company's participation in establishing investment guidelines and through management's regular monitoring of the underlying investment performance.

Effective December 31, 1993, the National Association of Insurance Commissioners ("NAIC") adopted risk-based capital ("RBC") statutory requirements for U.S.-based life insurance companies. These requirements measure statutory capital and surplus needs based on the risks associated with a company's mix of products and investment portfolio. At December 31, 1999, statutory capital and surplus of RGA Reinsurance exceeded all RBC thresholds and RGA Canada's capital levels exceeded any MCCSR requirements. All of the Company's insurance operating subsidiaries exceed the minimum capital requirements in their respective jurisdiction.

Investments

All investments made by RGA and its subsidiaries conform to the qualitative and quantitative limits prescribed by the applicable jurisdiction's insurance laws and regulations. In addition, their respective Boards of Directors periodically review the investment portfolios of the international subsidiaries. The RGA Board of Directors also reviews all investment portfolios. The Company's investment strategy is to maintain a predominantly investment-grade, fixed maturity portfolio, to provide adequate liquidity for expected reinsurance obligations, and to maximize total return through prudent asset management. The Company's asset/liability duration matching differs between the U.S. and Canada operating segments. The target duration for the U.S. investments is currently a range between four and seven years, with individual investments all along the maturity spectrum. Based on Canadian reserve requirements, a portion of the Canadian liabilities is strictly matched with long duration Canadian assets, with the remaining assets invested to maximize the total rate of return, given the characteristics of the corresponding liabilities and Company liquidity needs. For the year ended December 31, 1999, the Company's earned yield on fixed maturity securities was 7.10% compared with 6.84% in 1998 and 7.23% in 1997.

The Company's fixed maturity securities are invested primarily in commercial and industrial bonds, public utilities, Canadian government securities and, mortgage and asset-backed securities. As of December 31, 1999, more than 96% of the Company's consolidated investment portfolio of fixed maturity securities was investment-grade. Important factors in the selection of investments include diversification, quality, yield, total rate of return potential, and call protection. The relative importance of these factors is determined by market conditions and the underlying product or portfolio characteristics. Cash equivalents are invested in high-grade money market instruments. The largest asset class in which fixed maturities were invested was in commercial and industrial bonds, which represented approximately 19.2% of total investments as of December 31, 1999, a decrease from 28.0% of total investments as of December 31, 1998. A majority of these securities were classified as corporate securities, with an average Standard and Poor's rating of A at December 31, 1999. Collateralized Bond Obligations (CBO) and Collateralized Loan Obligations (CLO), which represent approximately 9.2% of total investments at December 31, 1999, are held in the Company's portfolio. These investments may have a higher degree of income variability than the other fixed income holdings in the portfolio due to the floating rate nature of the interest payments. Many of our CBO and CLO deals require close monthly monitoring to assess correct income projections and deal value. Most of the issues are principal protected or high enough in the credit structure to be adverse to the risk of loss of principal under most scenarios. However, cashflows and income rates may be subject to volatility from time to time.

Private placement bonds are issued in negotiated transactions between lenders and borrowers and are not registered with the Securities and Exchange Commission. While less liquid than public securities, private placements often contain investment characteristics favorable to investors, including more stringent financial covenants, additional call protection, and higher yields than similar public securities.

For agreements written on a modified coinsurance basis and certain agreements written on a coin-surance basis, assets equal to the net statutory reserves are withheld and legally owned by the ceding company and are reflected as funds withheld at interest on the balance sheet. Interest accrues to these assets at rates defined by the treaty terms. Funds withheld at interest comprised approximately 20.9% of the Company's investments as of December 31, 1999.

Policy loans comprised approximately 17.3% and 10.0% of the Company's investments as of December 31, 1999 and 1998, respectively. These policy loans present no credit risk because the amount of the loan cannot exceed the obligation due the ceding company upon the death of the insured or surrender of the underlying policy. The provisions of the treaties in force and the underlying policies determine the policy loan interest rates. Because policy loans represent premature distributions of policy liabilities, they have the effect of reducing future disintermediation risk. In addition, the Company earns a spread between the interest rate earned on policy loans and the interest rate credited to corresponding liabilities.

As of December 31, 1999, mortgage loans represented approximately 5.6% of the Company's investments, which was comprised of approximately $126.7 million in U.S. mortgages and $86.5 million in Chilean mortgage-related instruments, which include real estate leasing, mortgage drafts, and mortgage loans. The Company invests primarily in mortgages on commercial offices and retail locations. The Company's domestic mortgage loans generally range in size from $0.3 million to $8.3 million, with the average mortgage loan investment as of December 31, 1999, totaling approximately $3.2 million. The Company's Chilean mortgage instruments are generally less than $1.0 million, with the average less than $200,000. As of December 31, 1998, mortgage loans represented approximately 4.2% of the Company's investments, which was comprised of approximately $131.8 million in U.S. mortgages and $84.8 million in Chilean mortgage-related instruments. The mortgage loan portfolio was diversified by geographic region and property type as discussed further in Note 6 of the consolidated financial statements.

The Company utilizes derivative financial instruments to improve the management of the investment-related risks, primarily related to the reinsurance of a portfolio of equity-indexed annuities. The Company uses both exchange-traded and customized, over-the-counter derivative financial instruments. RGA Reinsurance has established minimum credit quality standards for counterparties and seeks to obtain collateral or other credit supports. The Company limits its total financial exposure to counterparties.

The invested assets of RGA, RCM, RGA Reinsurance, RGA Barbados, Australian Holdings, and RGA Canada are managed by Conning Asset Management Company ("Conning"), a majority owned subsidiary of General American. As of December 31, 1999, the investments of BHIFAmerica, RGA Chile, GA Argentina, and RGA UK were managed by the staffs of those entities.

Market Risk

Market risk is the risk of loss that may occur when fluctuation in interest and currency exchange rates and equity and commodity prices change the value of a financial instrument. Both derivative and nonderivative financial instruments have market risk so the Company's risk management extends beyond derivatives to encompass all financial instruments held that are sensitive to market risk. RGA is primarily exposed to interest rate risk and foreign currency risk.

Interest Rate Risk

This risk arises from many of the Company's primary activities, as the Company invests substantial funds in interest-sensitive assets and also has certain interest-sensitive contract liabilities. The Company manages interest rate risk and credit risk to maximize the return on the Company's capital effectively and to preserve the value created by its business operations. As such, certain management monitoring processes are designed to minimize the impact of sudden and sustained changes in interest rates on fair value, cash flows, and net interest income.

The Company's exposure to interest rate price risk and interest rate cash flow risk is reviewed on a quarterly basis. Interest rate price risk exposure is measured using interest rate sensitivity analysis to determine the change in fair value of the Company's financial instruments in the event of a hypothetical change in interest rates. Interest rate cash flow risk exposure is measured using interest rate sensitivity analysis to determine the Company's variability in cash flows in the event of a hypothetical change in interest rates. If estimated changes of fair value, net interest income, and cash flows are not within the limits established by the Board, the Board may direct management to adjust its asset and liability mix to bring interest rate risk within Board-approved limits.

In order to reduce the exposure of changes in fair values from interest rate fluctuations, RGA has developed strategies to manage its liquidity, and increase the interest rate sensitivity of its asset base. From time to time, RGA has utilized the swap market to manage the volatility of cash flows to interest rate fluctuations.

Interest rate sensitivity analysis is used to measure the Company's interest rate price risk by computing estimated changes in fair value of fixed rate assets and off-balance sheet items in the event of a range of assumed changes in market interest rates. Interest sensitive contract liabilities are generally supported by related policy loans or funds withheld at interest. As these amounts are affected similarly by interest rate changes, the net impact on estimated fair values or cash flows is not considered material and is excluded from the following sensitivity analysis. This analysis assesses the risk of loss in market risk sensitive fixed rate instruments in the event of a sudden and sustained 100 to 300 basis points increase or decrease in the market interest rates. The following table presents the Company's projected change in fair value of financial instruments for the various rate shock levels at its fiscal year ended December 31, 1999. All market risk sensitive instruments presented in this table are available for sale. RGA has no trading securities.

The calculation of fair value is based on the net present value of estimated discounted cash flows expected over the life of the market risk sensitive instruments, using market prepayment assumptions and market rates of interest provided by independent broker quotations and other public sources as of December 31, 1999, with adjustments made to reflect the shift in the Treasury yield curve as appropriate.

% Change in Interest Rate	Estimated Fair Value of Fixed Rate Instruments	Hypothetical Change	% Hypothetical Change
300 basis point rise	$1,606,531	$ (488,169)	-23.30%
200 basis point rise	$1,739,981	$ (354,719)	-16.93%
100 basis point rise	$1,899,765	$ (194,935)	-9.31%
Base Scenario	$2,094,700	$ -	0.00%
100 basis point decline	$2,338,199	$ 243,419	11.62%
200 basis point decline	$2,657,434	$ 562,734	26.86%
300 basis point decline	$3,112,312	$ 1,017,612	48.58%

At December 31, 1999, the Company's estimated changes in fair value were within the targets outlined in the Company's investment policy.

Interest rate sensitivity analysis is also used to measure the Company's interest rate cash flow risk by computing estimated changes in the cash flows expected in the near term attributable to floating rate assets, liabilities, and off-balance sheet items in the event of a range of assumed changes in market interest rates. This analysis assesses the risk of loss in cash flows in the near term in market risk sensitive floating rate instruments in the event of a sudden and sustained 100 to 300 basis points increase or decrease in the market interest rates. The following table presents the Company's projected change in cash flows in the near term associated with floating-rate instruments for various rate shock levels at December 31, 1999. All floating rate interest sensitive instruments presented in this table are classified as available for sale.

% Change in Interest Rate	Estimated Cash Flows of Floating Rate Instruments	Hypothetical Change	% Hypothetical Change
300 basis point rise	$ 51,033	$ 4,941	10.72%
200 basis point rise	$ 49,253	$ 3,161	6.86%
100 basis point rise	$ 48,000	$ 1,908	4.14%
Base Scenario	$ 46,092	$ -	0.00%
100 basis point decline	$ 44,746	$ (1,346)	-2.92%
200 basis point decline	$ 43,572	$ (2,520)	-5.47%
300 basis point decline	$ 42,088	$ (4,004)	-8.69%

The cash flows from coupon payments move in the same direction as interest rates for the Company's floating rate instruments. The volatility in mortgage prepayments partially offsets the cash flows from interest. At December 31, 1999, the Company's estimated changes in cash flows were within the targets outlined in the Company's investment policy.

Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions, including relative levels of market interest rates, and mortgage prepayments, and should not be relied on as indicative of future results. Further, the computations do not contemplate any actions management could undertake in response to changes in interest rates.

Certain shortcomings are inherent in the method of analysis presented in the computation of the estimated fair value of fixed rate instruments and the estimated cash flows of floating rate instruments, which estimates constitute forward-looking statements. Actual values may differ materially from those projections presented due to a number of factors, including, without limitation, market conditions vary from assumptions used in the calculation of the fair value. In the event of a change in interest rates, prepayments could deviate significantly from those assumed in the calculation of fair value. Finally, the desire of many borrowers to repay their fixed-rate mortgage loans may decrease in the event of interest rate increases.

Foreign Currency Risk

The Company is subject to foreign currency translation, transaction, and net income exposure. The Company generally does not hedge the foreign currency translation exposure related to its investment in foreign subsidiaries as it views these investments to be long-term. Translation differences resulting from translating foreign subsidiary balances to U.S. dollars are reflected in equity. The Company generally does not hedge the foreign currency exposure of its subsidiaries transacting business in currencies other than their functional currency (transaction exposure). Currently, the Company believes its foreign currency transaction exposure is not material to the consolidated results of operations. Net income exposure which may result from the strengthening of the U.S. dollar to foreign currencies will adversely affect results of operations since the income earned in the foreign currencies is worth less in U.S. dollars. When evaluating investments in foreign countries, the Company considers the stability of the political and currency environment. Devaluation of the currency after an investment decision has been made will affect the value of the investment when translated to U.S. dollars for financial reporting purposes.

Inflation

The primary, direct effect on the Company of inflation is the increase in operating expenses. A large portion of the Company's operating expenses consists of salaries, which are subject to wage increases at least partly affected by the rate of inflation. The rate of inflation also has an indirect effect on the Company. To the extent that a government's policies to control the level of inflation result in changes in interest rates, the Company's investment income is affected.

Year 2000

Many of the world's computer systems currently record years in a two-digit format. If not addressed, such computer systems will be unable to properly interpret dates beyond the year 1999, which could lead to business disruptions in the U.S. and internationally (the "Year 2000" issue). As of March 1, 2000, the Company has not experience any material Year 2000 related business interruptions, and is not aware of any Year 2000 interruptions among its third-party suppliers or clients. The Company does not anticipate any material future complications or expenditures related to the Year 2000 issue.

New Accounting Standards

In June 1999, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 137 ("SFAS No. 137"), "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," effective upon issuance. SFAS No. 137 amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," deferring the effective date to all fiscal quarters of all fiscal years beginning after June 15, 2000. SFAS No. 133 requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. It also requires that gains or losses resulting from changes in the values of those derivatives be reported depending on the use of the derivative and whether it qualifies for hedge accounting. The Company continues to evaluate the effect, if any, of the implementation of SFAS No. 133 on the results of operation, financial position, or liquidity.

consolidated balance sheets

as of December 31 (dollars in thousands)	1999	1998
Assets		
Fixed maturity securities		
Available for sale-at fair value (amortized cost of $2,087,540 and $3,613,602 at December 31, 1999, and December 31, 1998, respectively)	$ 1,876,166	$ 3,701,617
Mortgage loans on real estate	213,187	216,636
Policy loans	660,062	513,885
Funds withheld at interest	797,949	359,786
Short-term investments	238,424	314,953
Other invested assets	26,069	22,704
Total investments	3,811,857	5,129,581
Cash and cash equivalents	24,316	15,966
Accrued investment income	37,175	62,447
Premiums receivable	295,153	173,935
Funds withheld	13,294	73,042
Reinsurance ceded receivables	295,460	259,688
Deferred policy acquisition costs	478,389	351,042
Other reinsurance balances	151,000	217,677
Other assets	17,099	35,175
Total assets	$ 5,123,743	$ 6,318,553
Liabilities and Stockholders' Equity		
Future policy benefits	$ 1,870,099	$ 1,585,506
Interest sensitive contract liabilities	1,545,893	2,985,515
Other policy claims and benefits	582,066	482,049
Other reinsurance balances	53,866	177,806
Deferred income taxes	67,914	121,988
Other liabilities	83,238	105,471
Long-term debt	183,954	107,994
Total liabilities	4,387,030	5,566,329
Minority interest	3,765	3,747
Commitments and contingent liabilities		
Stockholders' equity:		
Preferred stock (par value $.01 per share; 10,000,000 shares authorized; no shares issued or outstanding)	-	-
Common stock (par value $.01 per share; 75,000,000 shares authorized, 51,053,273 and 39,073,613 shares issued and outstanding at December 31, 1999 and 1998, respectively)	511	392
Non-voting common stock (par value $.01 per share; 7,417,500 shares issued and outstanding at December 31, 1998;	-	74
Additional paid in capital	611,016	486,669
Retained earnings	282,389	251,512
Accumulated other comprehensive income		
Accumulated currency translation adjustment, net of taxes	(9,909)	(14,968)
Unrealized appreciation (depreciation) of securities, net of taxes	(131,341)	45,273
Total stockholders' equity before treasury stock	752,666	768,952
Less treasury shares held of 1,112,820 and 1,178,270 at cost at December 31, 1999, and December 31, 1998, respectively	(19,718)	(20,475)
Total stockholders' equity	732,948	748,477
Total liabilities and stockholders' equity	$ 5,123,743	$ 6,318,553

see accompanying notes to consolidated financial statements

consolidated statement of income

year ending December 31 (dollars in thousands, except per share data)	1999	1998	1997
REVENUES			
Net premiums	$ 1,315,638	$ 1,016,420	$ 744,768
Investment income, net of related expenses	340,280	301,780	187,084
Realized investment gains/(losses), net	(75,308)	3,092	332
Other revenue	26,472	23,200	46,009
Total revenues	1,607,082	1,344,492	978,193
BENEFITS AND EXPENSES			
Claims and other policy benefits	1,067,111	797,901	569,133
Interest credited	153,118	153,247	92,311
Policy acquisition costs and other insurance expenses	218,314	188,471	148,128
Other operating expenses	64,447	58,021	47,406
Interest expense	11,020	8,805	7,801
Total benefits and expenses	1,514,010	1,206,445	864,779
Income before income taxes and minority interest	93,072	138,047	113,414
Provision for income taxes	39,059	49,055	40,403
Income from continuing operations before minority interest	54,013	88,992	73,011
Minority interest in earnings of consolidated subsidiaries	968	(717)	430
Income from continuing operations	53,045	89,709	72,581
Discontinued operations			
(Loss) on discontinued accident and health operations, net of taxes	(12,187)	(27,628)	(17,962)
Net income	$ 40,858	$ 62,081	$ 54,619
Earnings per share from continuing operations			
Basic earnings per share	$ 1.16	$ 2.11	$ 1.91
Diluted earnings per share	$ 1.15	$ 2.08	$ 1.89
Earnings per share from net income			
Basic earnings per share	$ 0.89	$ 1.50	$ 1.44
Diluted earnings per share	$ 0.88	$ 1.48	$ 1.42
Weighted average number of diluted shares outstanding (in thousands)	46,246	42,559	38,406

see accompanying notes to consolidated financial statements

consolidated statement of stockholders' equity

(dollars in thousands)	Preferred Stock	Common Stock	Non-Voting Common Stock
Balance December 31, 1996	$ -	$ 174	$ -
Comprehensive income			
Net income			
Other comprehensive income, net of tax			
Currency translation adjustments			
Unrealized (losses) gains on securities, net of reclassification adjustment			
Other comprehensive income			
Comprehensive income			
Dividends to stockholders		87	
Purchase of treasury stock			
Reissuance of treasury stock			
Balance December 31, 1997	$ -	$ 261	$ -
Comprehensive income			
Net income			
Other comprehensive income, net of tax			
Currency translation adjustments			
Unrealized (losses) on securities, net of reclassification adjustment			
Other comprehensive (loss)			
Comprehensive income			
Dividends to stockholders		131	25
Issuance of non-voting stock			49
Reissuance of treasury stock			
Balance December 31, 1998	$ -	$ 392	$ 74
Comprehensive income			
Net income			
Other comprehensive income, net of tax			
Currency translation adjustments			
Unrealized (losses) on securities, net of reclassification adjustment			
Other comprehensive (loss)			
Comprehensive (loss)			
Dividends to stockholders			
Conversionof non-voting stock		72	(74)
MetLife private placement		47	
Reissuance of treasury stock			
Balance December 31, 1999	$ -	$ 511	$ -

see accompanying notes to consolidated financial statements

consolidated statement of stockholders' equity

(dollars in thousands)	Additional Paid In Capital	Retained Earnings	Comprehensive Income	Accumulated Other Comprehensive Income	Treasury Stock	Total
Balance December 31, 1996	$ 264,399	$ 147,824	$ -	$ 22,829	$ (9,668)	$ 425,558
Comprehensive income						
Net income		54,619	$ 54,619			54,619
Other comprehensive income, net of tax						
Currency translation adjustments			(2,665)			(2,665)
Unrealized (losses) gains on securities, net of reclassification adjustment			38,925			38,925
Other comprehensive income			36,260	36,260		
Comprehensive income			90,879			
Dividends to stockholders	(87)	(5,758)				(5,758)
Purchase of treasury stock					(12,877)	(12,877)
Reissuance of treasury stock	436				1,083	1,519
Balance December 31, 1997	$ 264,748	$ 196,685		$ 59,089	$(21,462)	$ 499,321
Comprehensive income						
Net income		62,081	$ 62,081			62,081
Other comprehensive income, net of tax						
Currency translation adjustments			(6,767)			(6,767)
Unrealized (losses) on securities, net of reclassification adjustment			(22,017)			(22,017)
Other comprehensive (loss)			(28,784)	(28,784)		
Comprehensive income			33,297			
Dividends to stockholders	(156)	(7,254)				(7,254)
Issuance of non-voting stock	221,788					221,837
Reissuance of treasury stock	289				987	1,276
Balance December 31, 1998	$ 486,669	$ 251,512		$ 30,305	$(20,475)	$ 748,477
Comprehensive income						
Net income		40,858	$ 40,848			40,858
Other comprehensive income, net of tax						
Currency translation adjustments			5,059			5,059
Unrealized (losses) on securities, net of reclassification adjustment			(176,614)			(176,614)
Other comprehensive (loss)			(171,555)	(171,555)		
Comprehensive (loss)			(130,697)			
Dividends to stockholders		(9,981)				(9,981)
Conversionof non-voting stock	(655)					(657)
MetLife private placement	124,873					124,920
Reissuance of treasury stock	129				757	886
Balance December 31, 1999	$ 611,016	$ 282,389		$ (141,250)	$(19,718)	$732,948

see accompanying notes to consolidated financial statements

consolidated statements of cash flows

year ending December 31 (dollars in thousands)	1999	1998	1997
OPERATING ACTIVITIES			
Net income	$ 40,858	$ 62,081	$ 54,619
Adjustments to reconcile net income to net cash provided by operating activities:			
Change in:			
Accrued investment income	25,288	(28,523)	(11,125)
Premiums receivable	(121,032)	(55,687)	(44,228)
Deferred policy acquisition costs	(112,085)	(65,393)	(59,485)
Funds withheld	59,748	(43,759)	(17,204)
Reinsurance ceded balances	(35,914)	49,204	(246,095)
Future policy benefits, other policy claims and benefits, and other reinsurance balances	323,924	461,123	722,286
Deferred income taxes	48,013	26,785	18,086
Other assets and other liabilities	(2,490)	(32,914)	31,570
Amortization of goodwill and value of business acquired	776	1,484	1,322
Amortization of net investment discounts	(27,468)	(20,611)	(15,471)
Realized investment (gains)/losses, net	75,308	(3,091)	(334)
Minority interest in earnings	967	724	702
Other, net	1,808	(2,276)	(1,216)
Net cash provided by operating activities	277,701	349,147	433,427
INVESTING ACTIVITIES			
Sales of investments:			
Fixed maturity securities -- Available for sale	2,873,723	495,589	301,685
Mortgage loans	8,136	3,416	42,306
Maturities of fixed maturity securities-Available for sale	6,204	109,577	246,814
Purchases of fixed maturity securities-Available for sale	(1,369,576)	(1,860,673)	(1,456,450)
Cash invested in:			
Mortgage loans	(45,825)	(75,281)	(115,937)
Policy loans	(146,177)	(50,987)	(57,026)
Funds withheld at interest	(73,684)	(194,373)	(35,464)
Principal payments on:			
Mortgage loans	24,378	7,088	6,045
Policy loans	--	17,335	3,158
Change in short-term and other invested assets	64,644	(54,051)	(190,939)
Net cash provided (used) by investing activities	1,341,823	(1,602,360)	(1,255,808)
FINANCING ACTIVITIES			
Dividends to stockholders	(9,981)	(7,254)	(5,758)
Proceeds from stock offering	124,920	221,837	--
Purchase of treasury stock		--	(12,877)
Reissuance of treasury stock	886	987	2,105
Exchange of voting for non-voting shares	(657)	--	--
Excess deposits (withdrawals) on universal life and other investment type policies and contracts	(1,801,601)	1,016,245	861,352
Proceeds from debt issuance	75,000	--	1,857
Net cash provided (used) by financing activities	(1,611,433)	1,231,815	846,679
Effect of exchange rate changes	259	(31)	(48)
Change in cash and cash equivalents	8,350	(21,429)	24,250
Cash and cash equivalents, beginning of period	15,966	37,395	13,145
Cash and cash equivalents, end of period	$ 24,316	$ 15,966	$ 37,395

see accompanying notes to consolidated financial statements

note 1 > Organization

Reinsurance Group of America, Incorporated ("RGA") is an insurance holding company formed December 31, 1992. On December 31, 1999, Equity Intermediary Company, a Missouri holding company, directly owned approximately 48.3% of the outstanding shares of common stock of RGA. Equity Intermediary Company is a wholly owned subsidiary of General American Life Insurance Company ("General American"), a Missouri life insurance company, which in turn is a wholly owned subsidiary of GenAmerica Corporation ("GenAmerica"), a Missouri corporation. GenAmerica was acquired and became a wholly owned subsidiary of Metropolitan Life Insurance Company ("MetLife"), a New York life insurance company on January 6, 2000 (See Note 22). As a result of MetLife's ownership of GenAmerica and its own direct investment in RGA, MetLife now beneficially owns 57.9% of the outstanding shares of common stock of RGA.

The consolidated financial statements include the assets, liabilities, and results of operations of RGA; Reinsurance Company of Missouri, Incorporated ("RCM"); RGA Australian Holdings PTY, Limited ("Australian Holdings"); RGA Reinsurance Company (Barbados) Ltd. ("RGA Barbados"); RGA International, Ltd. (RGA International), a Canadian marketing and insurance holding company, RGA Sudamerica, S.A., a Chilean holding company; RGA Holdings Limited (U.K.) ("RGA UK"), a United Kingdom holding company; General American Argentina Seguros de Vida, S.A. ("GA Argentina"), an Argentine life insurance company; RGA South African Holdings (Pty) Ltd ("RGA South Africa"), a South African holding company; Benefits Resource Life (Bermuda) Ltd. ("RGA Bermuda"); RGA Americas Reinsurance Company, Ltd.; and Triad Re, Ltd. In addition, the consolidated financial statements include the subsidiaries of RCM, Australian Holdings, RGA International, RGA UK, RGA Sudamerica, S.A., and RGA South Africa subject to an ownership position of fifty percent or more (collectively, the "Company").

The Company is primarily engaged in life reinsurance and, to a lesser extent, direct life insurance. Reinsurance is an arrangement under which an insurance company, the reinsurer, agrees to indemnify another insurance company, the ceding company, for all or a portion of the insurance risks underwritten by the ceding company. Reinsurance is designed to (i) reduce the net liability on individual risks, thereby enabling the ceding company to increase the volume of business it can underwrite, as well as increase the maximum risk it can underwrite on a single life or risk; (ii) stabilize operating results by leveling fluctuations in the ceding company's loss experience; (iii) assist the ceding company to meet applicable regulatory requirements; and (iv) enhance the ceding company's financial strength and surplus position.

note 2 > Summary of Significant Accountant Policies

CONSOLIDATION AND BASIS OF PRESENTATION. The consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles for stock life insurance companies. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses during the reporting period. Accounts that the Company deems to be sensitive to changes in estimates include deferred policy acquisition costs, premiums receivable, future policy benefits, and other policy claims and benefits. In all instances, actual results could differ materially from such estimates and assumptions.

The accompanying financial statements consolidate the accounts of RGA and its subsidiaries, both direct and indirect, subject to an ownership position of fifty percent or more. Unconsolidated entities with an ownership position less than fifty percent are recorded on the equity method of accounting. All significant intercompany balances and transactions have been eliminated.

INVESTMENTS. Fixed maturities available for sale are reported at fair value and are so classified based upon the possibility that such securities could be sold prior to maturity if that action enables the Company to execute its investment philosophy and appropriately match investment results to operating and liquidity needs.

Impairments in the value of securities held by the Company, considered to be other than temporary, are recorded as a reduction of the carrying value of the security, and a corresponding realized capital loss is recognized in the consolidated statements of income. The Company's policy is to recognize such an impairment when the projected cash flows of these securities have been reduced on other than a temporary basis so that the realizable value is reduced to an amount less than the carrying value.

Mortgage loans are carried at unpaid principal balances, net of any unamortized premium or discount and valuation allowances. Valuation allowances on mortgage loans are being established based upon losses expected by management to be realized in connection with future dispositions or settlement of mortgage loans, including foreclosures. The valuation allowances are being established after management considers, among other things, the value of underlying collateral and payment capabilities of debtors.

Policy loans are reported at the unpaid principal balance.

Funds Withheld. Funds withheld represent amounts contractually withheld by ceding companies in accordance with reinsurance agreements. For agreements written on a modified coinsurance basis and certain agreements written on a coinsurance basis, assets equal to the net statutory reserves are withheld and legally owned by the ceding company and are reflected as funds withheld at interest on the balance sheet. Interest accrues to these assets at rates defined by the treaty terms.

For reinsurance transactions executed prior to December 31, 1994, assets and liabilities related to treaties written on a modified coinsurance basis with funds withheld are reported gross. For reinsurance transactions executed on or after December 31, 1994, assets and liabilities from reinsurance agreements written on a modified coinsurance basis with funds withheld have generally been netted and included in other reinsurance balances on the consolidated balance sheet, since a right of offset exists.

Other invested assets, which consist primarily of Chilean common stocks and derivatives, are carried at fair value.

The Company has a variety of reasons to use derivative instruments, such as to attempt to protect the Company against possible changes in the market value of its investment portfolio as a result of interest rate changes and to manage the portfolio's effective yield, maturity, and duration. The Company does not invest in derivatives for speculative purposes. The Company uses both exchange-traded and customized over-the-counter derivative financial instruments. The Company's use of derivatives has historically not been significant to its financial position.

The Company is exposed to credit-related risk in the event of nonperformance by reinsurance counter parties to financial instruments but does not expect any counter parties to fail to meet their obligations. Where appropriate, master netting agreements are arranged and collateral is obtained in the form of rights to securities to lower the Company's exposure to credit risk. It is the Company's policy to deal primarily with highly rated companies. There are not any significant concentrations with counter parties. RGA Reinsurance has established minimum credit quality standards for counter parties and seeks to obtain collateral or other credit support where considered appropriate.

Investment income is recognized as it accrues or is legally due. Realized gains and losses on sales of investments are included in net income, as are write-downs of securities where declines in value are deemed to be other than temporary in nature. The cost of investment securities sold is determined based upon the specific identification method. Unrealized gains and losses on marketable equity securities and fixed maturity securities, less applicable deferred income taxes as well as related adjustments to deferred acquisition costs, are reflected as a direct charge or credit to accumulated other comprehensive income in stockholders' equity on the consolidated balance sheet.

ADDITIONAL INFORMATION REGARDING STATEMENTS OF CASH FLOWS. Cash and cash equivalents include cash on deposit and highly liquid debt instruments purchased with an original maturity of three months or less. The consolidated statement of cash flows includes the results of the discontinued operations in net cash from operations for all years presented, as the impact of the discontinued operations on cash flows is not considered material.

DEFERRED POLICY ACQUISITION COSTS. Costs of acquiring new business, which vary with and are primarily related to the production of new business, have been deferred to the extent that such costs are deemed recoverable from future premiums or gross profits. Such costs include commissions and allowances as well as certain costs of policy issuance and underwriting. Periodically, the Company performs tests to determine that the cost of business acquired remains recoverable.

Deferred costs related to traditional life insurance are amortized over the premium paying period of the related policies in proportion to the ratio of annual premium revenues to total anticipated premium revenues. Such anticipated premium revenues are estimated using the same assumptions used for computing liabilities for future policy benefits.

Deferred costs related to interest-sensitive life and investment-type policies are amortized over the lives of the policies, in relation to the present value of estimated gross profits from mortality, investment income, and expense margins.

OTHER REINSURANCE BALANCES. The Company assumes and retrocedes financial reinsurance contracts which represent low mortality risk reinsurance treaties. These contracts are reported as deposits and included in other reinsurance assets/liabilities. The amount of revenue reported on these contracts represents fees and the cost of insurance under the terms of the reinsurance agreement. Balances resulting from the assumption and/or subsequent transfer of benefits and obligations resulting from cash flows related to variable annuities have also been classified as other reinsurance balance assets and/or liabilities.

GOODWILL AND VALUE OF BUSINESS ACQUIRED. Goodwill representing the excess of purchase price over the fair value of net assets acquired is amortized on a straight-line basis over ten to twenty years. The value of business acquired is amortized in proportion to the ratio of annual premium revenues to total anticipated premium revenues. Anticipated premium revenues have been estimated using assumptions consistent with those used in estimating reserves for future policy benefits. The carrying value is reviewed periodically for indicators of impairment in value. The excess of purchase price over the fair value of net assets acquired and goodwill was approximately $2,778,000 and $7,377,000 as of December 31, 1999 and 1998, respectively. These balances are included in other assets on the consolidated balance sheets.

FUTURE POLICY BENEFITS AND INTEREST-SENSITIVE CONTRACT LIABILITIES. Liabilities for future benefits on life policies are established in an amount adequate to meet the estimated future obligations on policies in force. Liabilities for future policy benefits under long-term life insurance policies have been computed based upon expected investment yields, mortality and withdrawal rates, and other assumptions. These assumptions include a margin for adverse deviation and vary with the characteristics of the plan of insurance, year of issue, age of insured, and other appropriate factors. Interest rates range from 6.5% to 11.0%. The mortality and withdrawal assumptions are based on the Company's experience as well as industry experience and standards. Liabilities for future benefits on interest-sensitive life and investment-type contract liabilities are carried at the accumulated contract holder values without reduction for potential surrender or withdrawal charges.

OTHER POLICY CLAIMS AND BENEFITS. Claims payable for incurred but not reported losses are determined using case basis estimates and lag studies of past experience. These estimates are periodically reviewed and required adjustments to such estimates are reflected in current operations. The Company has no material policy claims liability balances that would require fair value disclosure.

OTHER LIABILITIES. Liabilities primarily related to investments in transit, separate accounts, lines of credit, employee benefits, and current federal income taxes payable are included in other liabilities on the consolidated balance sheet.

INVESTMENT CONTRACTS. The Company began reinsuring asset-intensive products, including stable value products, annuities and bank-owned life insurance, on a coinsurance basis in 1995. The product investment portfolios are segregated within the general fund of RGA Reinsurance. Two of the major asset intensive blocks of business were recaptured during 1999. The assets and liabilities were returned to the ceding companies for the stable value product and one of the annuity blocks. Included in the income statements are the results of these recaptures. The liabilities for the remaining asset-intensive reinsurance contracts are included in interest sensitive contract liabilities on the consolidated balance sheet.

INCOME TAXES. RGA and its eligible U.S. subsidiaries file a consolidated federal income tax return. The U.S. consolidated tax return includes RGA, RGA Reinsurance Company ("RGA Reinsurance"), RCM and Fairfield Management Group, Incorporated ("Fairfield"). Due to rules which affect the ability to join in a consolidated tax return, RGA Barbados and RGA Americas Reinsurance Company, Ltd. file separate tax returns even though they are both considered U.S. taxpayers. The Company's Argentine, Australian, Bermudan, Canadian, Chilean, Malaysian, South African and United Kingdom subsidiaries are taxed under applicable local statutes.

For all years presented the Company uses the asset and liability method to record deferred income taxes. Accordingly, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, using enacted tax rates.

FOREIGN CURRENCY TRANSLATION. The functional currency is the Argentine peso for the Company's Argentine operations, the Australian dollar for the Company's Australian operations, the Canadian dollar for the Company's Canada operations, the Chilean peso for the Company's Chilean operations, the South African Rand for the Company's South African operations and the British Pound Sterling for the Company's United Kingdom operations. The translation of the foreign currency into U.S. dollars is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for revenue and expense accounts using a weighted average exchange rate during each year. Gains or losses, net of deferred taxes, resulting from such translation are included in accumulated currency translation adjustments, net of taxes, in stockholders' equity on the consolidated balance sheet.

RETROCESSION ARRANGEMENTS. The Company generally reports retrocession activity on a gross basis. Amounts paid or deemed to have been paid for reinsurance are reflected in reinsurance ceded receivables. The cost of reinsurance related to long-duration contracts is recognized over the terms of the reinsured policies on a basis consistent with the reporting of those policies.

In the normal course of business, the Company seeks to limit its exposure to loss on any single insured and to recover a portion of benefits paid by ceding reinsurance to other insurance enterprises or reinsurers under excess coverage and coinsurance contracts. The Company retains a maximum of $2.5 million of coverage per individual life. RGA Reinsurance has a number of retrocession arrangements whereby certain business in force is retroceded on an automatic or facultative basis. The Company also retrocedes most of its financial reinsurance business to other insurance companies to alleviate the strain on statutory surplus created by this business.

Generally, RGA's insurance subsidiaries retrocede amounts in excess of their retention to RGA Reinsurance. Retrocessions are arranged through RGA Reinsurance's retrocession pools for amounts in excess of its retention. As of December 31, 1999, substantially all retrocessionaires followed by the A.M. Best Company were rated A- or better. For a majority of the retrocessionaires that were not rated, security in the form of letters of credit or trust assets has been given as additional security in favor of RGA Reinsurance. In addition, the Company performs annual financial and in force reviews of its retrocessionaires to evaluate financial stability and performance.

RGA Reinsurance has never experienced a material default in connection with retrocession arrangements, nor has it experienced any difficulty in collecting claims recoverable from retrocessionaires; however, no assurance can be given as to the future performance of such retrocessionaires or as to recoverability of any such claims.

RECOGNITION OF REVENUES AND RELATED EXPENSES. Revenues and expenses are reported gross, except that initial reserve changes are netted against premiums when an in force block of business is reinsured. Life and health premiums are recognized as revenue over the premium paying periods of the policies. Benefits and expenses are associated with earned premiums so that profits are recognized over the life of the related contract. This association is accomplished through the provision for future policy benefits and the amortization of deferred policy acquisition costs. Other revenue includes items such as treaty recapture fees, profit and risk fees associated with financial reinsurance as well as earnings in unconsolidated subsidiaries.

Revenues for interest-sensitive and investment-type products consist of investment income, policy charges for the cost of insurance, policy administration, and surrenders that have been assessed against policy account balances during the period. Interest-sensitive contract liabilities for these products represent policy account balances before applicable surrender charges. Deferred policy acquisition costs are recognized as expenses over the term of the policies. Policy benefits and claims that are charged to expenses include claims incurred in the period in excess of related policy account balances and interest credited to policy account balances. The weighted average interest-crediting rates for interest-sensitive products were 6.4%, 6.2%, and 6.8%, during 1999, 1998, and 1997, respectively. Interest crediting rates for investment-type contracts ranged from 5.2% to 6.7% during 1999, from 5.4% to 6.5% during 1998 and from 5.7% to 6.2% during 1997.

NET EARNINGS PER SHARE. Net earnings per share were calculated based on the provisions of Statement of Financial Accounting Standards ("SFAS") No. 128, "Earnings Per Share." Basic earnings per share excludes any dilutive effects of options, warrants and convertible securities. Diluted earnings per share includes the dilutive effects assuming outstanding stock options were exercised. All share and earnings per share information has been adjusted to reflect the three-for-two stock split in the form of dividends that were paid on February 26, 1999, and on August 29, 1997.

NEW ACCOUNTING STANDARDS. In June 1999, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 137 ("SFAS No. 137"), "Accounting for Derivative Instruments and Hedging Activities - Deferral of the Effective Date of FASB Statement No. 133," effective upon issuance. SFAS No. 137 amends SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," deferring the effective date to all fiscal quarters of all fiscal years beginning after June 15, 2000. SFAS No. 133 requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. It also requires that gains or losses resulting from changes in the values of those derivatives be reported depending on the use of the derivative and whether it qualifies for hedge accounting. The Company continues to evaluate the effect, if any, of the implementation of SFAS No. 133 on the results of operation, financial position, or liquidity.

RECLASSIFICATION. The Company has reclassified the presentation of certain prior period information to conform to the 1999 presentation.

note 3 > Stock Transactions

On November 23, 1999, RGA completed a private placement of securities in which it sold 4,784,689 shares of the Company's common stock, $0.01 par value per share (the "Shares"), to Metropolitan Life Insurance Company ("MetLife"). The price per share was $26.125, and the aggregate value of the transaction was approximately $125 million. Proceeds from the private placement will be used for general corporate purposes, including the immediate capital needs associated with the Company's primary businesses.

In June 1998, RGA completed a public offering in which it sold 7,417,500 shares of non-voting common stock traded on the New York Stock Exchange under the symbol RGA.A. The offering was priced to the public at $31.33 per share and provided net proceeds of approximately $221.8 million. On September 14, 1999, the Company held a special shareholders' meeting at which an amendment to the Company's restated articles of incorporation, as amended, was approved which converted approximately 7,417,500 shares of non-voting common stock into 7,194,971 shares of voting common stock, with cash paid in lieu of any fractional shares.

note 4 > Dividends

RGA paid cash dividends on common shares of $0.22 per share in 1999, $0.17 per share in 1998, and $0.15 per share in 1997.

note 5 > Significant Transactions

New Reinsurance Agreement

During 1999, the Company entered into a new agreement reinsuring a market value adjusted annuity product on a modified coinsurance basis. Pursuant to the terms of the reinsurance agreement, the annuity liabilities and funds supporting the liabilities are withheld by the ceding company. To reflect the Company's obligations under the agreement, the amounts withheld have been reflected in "Funds withheld at interest" and "Interest sensitive contract liabilities" on the balance sheet. As of December 31, 1999, approximately $364.5 million and $395.7 million related to this agreement have been included in funds withheld at interest and interest sensitive contract liabilities, respectively.

The Company subsequently retrocedes approximately 5/12ths of this business to a GenAmerica subsidiary and 2/12ths to a subsidiary of MetLife. The Company reports the effect of the retrocessions by reflecting a net receivable or payable from/to the retrocessionaires in other reinsurance balances. The underlying product reinsured by the Company provides the contract holder with a minimum return guarantee over the life of the product. The Company shares in this guarantee pursuant to the reinsurance agreement. The guarantee is mitigated by applicable surrender charges over the first ten years of the contract. Also, the Company mitigates the investment risk through participation in establishing investment guidelines and through management's regular monitoring of the underlying investment performance.

Recapture Transaction

Effective September 29, 1999, General American completed the recapture of the entire block of General American's funding agreement business reinsured by the Company. Prior to the recapture, the Company reinsured approximately 25% of General American's funding agreement business. Pursuant to the recapture transaction, the Company transferred all remaining liabilities related to the funding agreement business and an equivalent amount of assets to General American. Over the course of the third quarter of 1999, the Company transferred to General American approximately $1.8 billion in market value of assets, including $1.5 billion in connection with the recapture. Those assets, consisting primarily of investments in fixed maturity securities and cash, were transferred in satisfaction of $1.8 billion in funding agreement liabilities. As of December 31, 1999, the Company owned approximately $339.2 million, at amortized cost, of investments that had supported funding agreement liabilities prior to the recapture. Associated with the liquidation of investment securities and the transfer of assets to General American during the third quarter of 1999, the Company incurred an after tax net capital loss of approximately $33.2 million, including $26.0 million associated with the recapture transaction.

NOTE 6 > INVESTMENTS

Major categories of net investment income consist of the following (in thousands):

year ending December 31	1999	1998	1997
Fixed maturity securities	$ 252,399	$ 234,465	$ 132,284
Mortgage loans	11,284	9,705	5,335
Policy loans	42,378	37,807	34,326
Short-term investments	10,901	9,033	4,164
Funds withheld at interest	23,490	13,373	11,976
Other	2,912	309	688
Investment revenue	343,364	304,692	188,773
Investment expense	3,084	2,912	1,689
Net investment income	$ 340,280	$ 301,780	$ 187,084

The amortized cost, gross unrealized gains and losses, and estimated fair values of investments in fixed maturity securities at December 31, 1999 and 1998 are as follows (in thousands):

1999	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Available for sale				
Commercial and industrial	$ 816,134	$ 1,106	$ 86,414	$ 730,826
Public utilities	341,881	24,619	35,612	330,888
Asset-backed securities	283,622	2	82,063	201,561
Canadian government	217,345	28,641	19,400	226,586
Mortgage-backed securities	173,777	13	26,248	147,542
Finance	106,705	93	9,811	96,987
Chilean government and agencies	87,089	0	3,055	84,034
U.S. government and agencies	32,533	21	1,554	31,000
Other foreign governments	13,123	33	1,486	11,670
Australian government agencies	10,938	39	267	10,710
Argentine government and agencies	4,393	0	31	4,362
	$2,087,540	$ 54,567	$ 265,941	$ 1,876,166

1998	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
Available for sale				
Commercial and industrial	$ 1,427,522	$ 41,869	$ 32,007	$ 1,437,384
Mortgage-backed securities	643,039	8,098	23,358	627,779
Asset-backed securities	391,226	4,363	2,050	393,539
Finance	334,575	4,747	16,504	322,818
U.S. government and agencies	302,237	5,129	1,674	305,692
Public utilities	233,293	48,607	1,987	279,913
Canadian government	199,140	56,977	756	255,361
Chilean government and agencies	63,675	38	3,570	60,143
Other foreign governments	8,601	--	96	8,505
Argentine government and agencies	5,916	--	--	5,916
Australian government agencies	4,378	189	--	4,567
	$ 3,613,602	$ 170,017	$ 82,002	$ 3,701,617

There were no investments in any entity in excess of 10% of stockholders' equity at December 31, 1999 or 1998, other than investments issued or guaranteed by the U.S. government.

Equity investments and derivative financial instruments are included in other invested assets in the Company's consolidated balance sheet. The cost basis of equity investments at December 31, 1999 and 1998 was approximately $12.0 million and $16.1 million, respectively. The cost basis of the derivative financial instruments at December 31, 1999, and 1998, was approximately $4.4 million.

The amortized cost and estimated fair value of fixed maturity investments at December 31, 1999 are shown by contractual maturity for all securities except U.S. Government agencies mortgage-backed securities, which are distributed to maturity year based on the Company's estimate of the rate of future prepayments of principal over the remaining lives of the securities. These estimates are developed using prepayment rates provided in broker consensus data. Such estimates are derived from prepayment rates experienced at the interest rate levels projected for the applicable underlying collateral and can be expected to vary from actual experience.

At December 31, 1999, the contractual maturities of investments in fixed maturity securities were as follows (in thousands):

	Amortized Cost	Fair Value
Available for sale		
Due in one year or less	$ 18,293	$ 19,068
Due after one year through five years	134,227	128,118
Due after five years through ten years	406,269	352,703
Due after ten years	1,354,974	1,228,735
Mortgage-backed securities	173,777	147,542
	$2,087,540	$ 1,876,166

Included in net realized losses are permanent write-downs of six fixed maturity securities of approximately $15.4 million during 1999 and two fixed maturity securities of approximately $0.8 million in 1998. Net realized gains or losses from sales of investments in fixed maturity securities and equity securities, all of which represent activity in the investments held for sale, consist of the following (in thousands):

year ending December 31	1999	1998	1997
Fixed maturities:			
Realized gains	$ 19,683	$ 4,082	$ 4,120
Realized losses	(81,936)	(1,064)	(3,789)
Other	(13,055)	74	1
Net gains (losses) from continuing operations	$ (75,308)	$ 3,092	$ 332

Securities with an amortized cost of $3.7 million and $3.0 million were on deposit with various state or governmental insurance departments to comply with applicable insurance laws at December 31, 1999 and 1998, respectively. Securities with an amortized cost of $321.4 million and $142.1 million were held in trust in Canada at December 31, 1999 and 1998, respectively, to satisfy collateral requirements for reinsurance business conducted in Canada. Additional trusts holding securities with an amortized cost of $385.0 million were established in 1999 to satisfy collateral requirements of certain treaties.

The Company makes mortgage loans on income producing properties, such as apartments, retail and office buildings, light warehouses and light industrial facilities. Loan to value ratios at the time of loan approval are 80 percent or less for domestic and Chilean mortgages. The distribution of mortgage loans by property type is as follows (in thousands):

	1999		1998	
	Carrying Value	Percentage of Total	Carrying Value	Percentage of Total
Property Type				
Apartment	$ 78,375	36.65%	$ 1,330	0.61%
Retail	50,088	23.42%	108,887	50.10%
Office building	52,136	24.38%	56,934	26.20%
Industrial	28,144	13.16%	33,836	15.57%
Other commercial	5,113	2.39%	16,345	7.52%
	213,856	100.00%	217,332	100.00%
Less: Allowance	(669)		(696)	
Total	$ 213,187		$ 216,636	

All the Company's mortgage loans are amortizing loans. As of December 31, 1999 and 1998, the Company's mortgage loans were distributed as follows (in thousands):

	1999		1998	
	Carrying Value	Percentage of Total	Carrying Value	Percentage of Total
United States				
Arizona	$ 13,970	6.53%	$ 16,491	7.59%
California	21,170	9.92%	27,684	12.74%
Colorado	1,955	.91%	4,558	2.10%
Florida	5,868	2.74%	1,242	0.57%
Georgia	8,344	3.90%	3,102	1.43%
Illinois	9,498	4.44%	12,740	5.86%
Indiana	5,634	2.63%	--	--
Kansas	7,924	3.71%	8,166	3.76%
Maryland	4,898	2.29%	7,070	3.25%
Missouri	7,620	3.56%	7,762	3.57%
Oklahoma	--	--	--	--
Nevada	1,482	.69%	1,545	0.71%
North Carolina	17,047	7.97%	17,381	8.00%
Pennsylvania	4,872	2.28%	5,470	2.52%
South Carolina	--	--	467	0.21%
Texas	2,291	1.07%	9,282	4.27%
Utah	--	--	1,887	0.87%
Washington	14,793	6.92%	7,649	3.52%
Chile	86,490	40.44%	84,836	39.03%
	213,856	100.00%	217,332	100.00%
Less: Allowance	(669)		(696)	
Total	$ 213,187		$ 216,636	

There were no loans delinquent at December 31, 1999. The Company recorded a valuation allowance of $669,000 and $696,000 in 1999 and 1998, respectively, for use against possible future losses on the loan portfolio.

The maturities of the mortgage loans are as follows (in thousands):

	1999	1998
Due within one year	$ --	$ 1,887
Due one year through five years	1,501	6,256
Due after five years	46,453	209,189
Due after 10 years	165,902	--
Subtotal	213,856	217,332
Less: Allowance	669	696
Total	$ 213,187	$ 216,636

NOTE 7 > FAIR VALUE OF FINANCIAL INSTRUMENTS

The following table presents the carrying amounts and estimated fair values of the Company's financial instruments at December 31, 1999 and 1998. SFAS No. 107, "Disclosures about the Fair Value of Financial Instruments," defines fair value of a financial instrument as the amount at which the instrument could be exchanged in a current transaction between willing parties (in thousands):

	1999		1998	
	Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
ASSETS				
Fixed maturities	$ 1,876,166	$ 1,876,166	$ 3,701,617	$ 3,701,617
Mortgage loans	213,187	209,917	216,636	223,163
Policy loans	660,062	660,062	513,885	513,885
Funds withheld at interest	797,949	810,670	359,786	359,786
Short-term investments	238,424	238,424	314,953	314,953
Other invested assets	26,069	26,069	22,704	22,617
LIABILITIES				
Interest -- sensitive contract liabilities	$ 1,545,893	$ 1,500,510	$ 2,985,515	$2,976,256
Long-term debt	183,954	177,057	107,994	113,951

Publicly traded fixed maturity securities are valued based upon quoted market prices. Private placement securities are valued based on the credit quality and duration of marketable securities deemed comparable by the Company's investment advisor, which may be of another issuer. Policy loans typically carry an interest rate that is tied to the crediting rate applied to the related policy and contract reserves. The carrying value of funds withheld at interest generally equals fair value except were the funds withheld are specifically identified in the agreement. The carrying value of short-term investments at December 31, 1999 and 1998 approximates fair value. Equity investments and derivative financial instruments included in other invested assets are reflected at fair value on the consolidated balance sheets.

The fair value of the Company's interest sensitive contract liabilities is based on the cash surrender value of the liabilities, adjusted for recapture fees. The fair value of the Company's long-term debt is estimated based on quoted market prices for corporations with similar credit quality.

NOTE 8 > REINSURANCE

Reinsurance contracts do not relieve the Company from its obligations to direct writing companies. Failure of retrocessionaires to honor their obligations could result in losses to the Company; consequently, allowances would be established for amounts deemed uncollectible. At December 31, 1999, and 1998, no allowances were deemed necessary. The Company evaluates the financial condition of its reinsurers/retrocessionaires annually.

At December 31, 1999, there were no reinsurance premium receivables associated with a single reinsurer with a carrying value in excess of 5% of total assets. The effect of reinsurance on premiums and amounts earned is as follows (in thousands):

year ending December 31	1999	1998	1997
Direct premiums and amounts assessed against policyholders	$ 41,174	$ 50,961	$ 58,901
Reinsurance assumed	1,543,634	1,213,780	842,407
Reinsurance ceded	(269,170)	(248,321)	(156,540)
Net premiums and amounts earned	$ 1,315,638	$1,016,420	$ 744,768

The effect of reinsurance on policyholder claims and other policy benefits is as follows (in thousands):

year ending December 31	1999	1998	1997
Direct	$ 53,358	$ 52,879	$ 57,681
Reinsurance assumed	1,200,155	981,867	700,695
Reinsurance ceded	(186,402)	(236,845)	(189,243)
Net policyholder claims and benefits	$ 1,067,111	$ 797,901	$ 569,133

The impact of reinsurance on life insurance in force is shown in the following schedule (in millions):

Life Insurance In Force	Direct	Assumed	Ceded	Net	Assumed/ Net%
December 31, 1999	$ 81	$ 446,943	$ 36,569	$ 410,455	108.89%
December 31, 1998	83	330,615	16,171	314,527	105.11%
December 31, 1997	83	227,260	28,720	198,623	114.42%

At December 31, 1999, RGA Reinsurance has provided approximately $310.0 million of statutory financial reinsurance to other insurance companies under financial reinsurance transactions to assist ceding companies in meeting applicable regulatory requirements and to enhance ceding companies' financial strength. Generally, such financial reinsurance is provided by the Company committing cash or assuming insurance liabilities, which are secured by future profits on the reinsured business. The Company has retroceded approximately $304.9 million of its assumed financial reinsurance to third party companies and $5.1 million to General American and its subsidiaries. The Company earns a fee based on the amount of net outstanding financial reinsurance.

NOTE 9 > DEFERRED POLICY ACQUISITION COSTS

The following reflects the amounts of policy acquisition costs deferred and amortized (in thousands):

year ending December 31	1999	1998	1997
Deferred acquisition cost			
Assumed	$ 515,526	$ 359,946	$ 297,351
Retroceded	(37,137)	(8,904)	(7,509)
Net	$ 478,389	$ 351,042	$ 289,842
Beginning of year	$ 351,042	$ 289,842	$ 233,565
Capitalized			
Assumed	225,332	131,030	109,060
Retroceded	(30,922)	(2,480)	(2,861)
Amortization and other			
Assumed	(69,752)	(68,434)	(53,667)
Retroceded	2,689	1,084	3,745
End of year	$ 478,389	$ 351,042	$ 289,842

Some reinsurance agreements involve reimbursing the ceding company for allowances and commissions in excess of first-year premiums. These amounts represent an investment in the reinsurance agreement, and are capitalized to the extent deemed recoverable from the future premiums and amortized against future profits of the business. This type of agreement presents a risk to the extent that the business lapses faster than originally anticipated resulting in future profits being insufficient to recover the Company's investment.

NOTE 10 > INCOME TAX

Income tax expense attributable to income from operations consists of the following (in thousands):

year ending December 31	1999	1998	1997
Current income tax	$ (20,835)	$ 16,807	$ 17,755
Deferred income tax expense	40,430	23,662	15,430
Foreign current tax	11,881	5,463	4,562
Foreign deferred tax	7,583	3,123	2,656
Total income tax	$ 39,059	$ 49,055	$ 40,403

Income tax expense differed from the amounts computed by applying the U.S. federal income tax rate of 35% to pre-tax income as a result of the following (in thousands):

year ending December 31	1999	1998	1997
Computed "expected" tax expense	$ 32,575	$ 48,316	$ 39,695
Increase in income taxes resulting from:			
Foreign tax rate in excess of U.S. tax rate	994	752	556
Foreign tax credit	--	(1,194)	(594)
Travel and entertainment	136	97	--
Intangible amortization	284	394	--
Deferred tax valuation allowance	2,655	200	--
Other, net	2,415	490	746
Total tax expense	$ 39,059	$ 49,055	$ 40,403

notes to consolidated financial statements

Total income taxes were as follows (in thousands):

year ending December 31	1999	1998	1997
Income tax from continuing operations:	$ 39,059	$ 49,055	$ 40,403
Tax (benefit) on discontinued operations	(6,855)	(14,939)	(11,653)
Income tax from stockholders' equity			
Unrealized holding gain or (loss) on debt and equity securities recognized for financial reporting purposes	(104,174)	(11,090)	26,330
Exercise of stock options	(194)	(583)	(436)
Foreign currency translation	2,702	(3,644)	(4,416)
Total income tax provided	$ (69,462)	$ 18,799	$ 50,228

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at December 31, 1999 and 1998, are presented in the following tables (in thousands):

as of December 31	1999	1998
Deferred tax assets:		
Nondeductible accruals	$ 10,732	$ 3,270
Differences in foreign currency translation	5,360	8,060
Deferred acquisition costs capitalized for tax	20,621	25,043
Net operating loss	47,157	46,116
Differences in the tax basis of cash and invested assets	69,713	--
Subtotal	153,583	82,489
Valuation allowance	(3,747)	(1,092)
Total deferred assets	$ 149,836	$ 81,397
Deferred tax liabilities:		
Deferred acquisition costs capitalized for financial reporting	$ 178,975	$ 135,704
Differences between tax and financial reporting amounts concerning certain reinsurance transactions and reserve for policies	38,606	33,087
Pension plan overfunding	169	133
Differences in the tax basis of cash and invested assets	--	34,461
Total deferred liabilities	$ 217,750	$ 203,385
Net deferred liabilities	$ 67,914	$ 121,988

As of December 31, 1999, and 1998, a valuation allowance for deferred tax assets of approximately $3.7 million and $1.1 million respectively, was provided on the net operating losses of RGA Australia, GA Argentina, RGA South Africa, and RGA UK. The Company has not recognized a deferred tax liability for the undistributed earnings of its wholly owned domestic and foreign subsidiaries because the Company currently does not expect those unremitted earnings to become taxable to the Company in the foreseeable future. This is due to the fact that the unremitted earnings will not be repatriated in the foreseeable future, or because those unremitted earnings that may be repatriated will not be taxable through the application of tax planning strategies that management would utilize.

During 1999, 1998, and 1997, the Company made approximately $18.4 million, $22.9 million, and $15.0 million in income tax payments respectively. At December 31, 1999, the Company recognized deferred tax assets associated with net operating losses of approximately $125.1 million. This net operating loss is expected to be utilized in the normal course of business during the period allowed for carryforwards and in any event, will not be lost due to the application of tax planning strategies that management would utilize.

NOTE 11 > EMPLOYEE BENEFIT PLANS

Most of the Company's U.S. employees participate in a non-contributory, multi-employer defined benefit pension plan jointly sponsored by RGA Reinsurance and General American. The benefits are based on years of service and compensation levels. RGA Reinsurance's funding policy is to contribute the maximum amount deductible for federal income tax purposes annually.

Also, certain management individuals participate in several nonqualified defined benefit and contribution plans sponsored by General American and RGA Reinsurance. Those plans are unfunded and are deductible for federal income tax purposes when the benefits are paid. Additionally, full-time salaried employees with at least one year of service participate in a profit-sharing plan sponsored by RGA Reinsurance. The Company's contributions are tied to RGA's operating results. Contributions to that plan have been determined annually by the RGA Board of Directors and are based upon the salaries of eligible employees. Full vesting occurs after five years of continuous service.

The Company also provides certain health care and life insurance benefits for retired employees through a self-insured, unfunded plan. Employees become eligible for these benefits if they meet minimum age and service requirements. The retiree's cost for health care benefits varies depending upon the credited years of service.

The liabilities and periodic pension costs associated with the Company's employee benefit plans are not material to the consolidated financial statements.

NOTE 12 > RELATED PARTY TRANSACTIONS

Conning Asset Management Company ("Conning"), a majority-owned subsidiary of General American, provides investment management and advisory services to RGA, RGA Reinsurance, RGA Barbados, Australian Holdings and RGA Life Reinsurance Company of Canada ("RGA Canada"). These services are provided pursuant to agreements at the rate of 0.09% of fixed maturity assets managed and 0.22% of mortgage loans managed, payable quarterly, based on the average book value of the portfolios managed during each calendar quarter. The cost for the years ended December 31, 1999, 1998, and 1997, was approximately $2.8 million, $2.9 million, and $1.7 million, respectively. Management does not believe that the various amounts charged by Conning to the Company would be materially different if they had been incurred from an unrelated third party.

Subject to written agreements with RGA and RGA Reinsurance, General American has historically provided certain administrative services to RGA and RGA Reinsurance. Such services include legal, treasury, employee benefit, payroll, and personnel. The cost for the years ended December 31, 1999, 1998, and 1997, was approximately $2.2 million, $2.7 million, and $1.8 million, respectively. Management does not believe that the various amounts charged by General American to the Company would be materially different if they had been incurred from an unrelated third party.

The Company has utilized the services of a consulting firm, a former principal of which is an executive officer of RGA at December 31, 1999. The Company has used the consulting firm primarily for market research and development. Payments under consulting agreements for the years ended December 31, 1999, 1998, and 1997, were approximately $0.3 million, $0.4 million, and $0.2 million, respectively.

Prior to moving its operations in August of 1999 to a leased facility owned by a third-party, the Company conducted its business primarily from premises leased by RGA Reinsurance from General American. RGA Reinsurance made rental payments in 1999, 1998, and 1997 to General American, principally for office space, of approximately $1.1 million, $1.6 million, and $1.6 million, respectively.

The Company also has direct policies and reinsurance agreements with General American and its subsidiaries. Under these agreements, the Company reflected earned premiums of approximately $22.4 million, $(1.7) million and $32.1 million in 1999, 1998, and 1997, respectively. The earned premiums reflect the net of business assumed from and ceded to General American and its subsidiaries. The pre-tax gain (loss) on this business was approximately $(43.2) million, $4.9 million, and $5.9 million in 1999, 1998, and 1997, respectively. This includes realized gains (losses) on the disposal of investment securities of ($70.4) million, $0.6 million, and ($1.7) million for 1999, 1998, and 1997, respectively.

The loss in 1999 includes the impact of reinsuring the General American funding agreements and an annuity coinsurance agreement with Cova Financial Services Life Insurance Company ("Cova"), a subsidiary of General American, both of which were recaptured during 1999. The funding agreement and annuity coinsurance agreement contributed net pre-tax earnings (loss) of $(47.8) million and $2.6 million, respectively, during 1999, including pre-tax net capital losses on disposal of investment securities of $52.9 million and $13.1 million, respectively. Deposits related to funding agreements and the annuity coinsurance at the time of recapture were $1.5 billion and $206.6 million, respectively.

The Company and General American were parties to shareholder agreements with the minority shareholders of Fairfield, which afforded the minority shareholders certain preferential shareholder rights (put and first refusal rights) which were exercised by the minority shareholders on January 1, 1998. The Company established a reserve of $3,000,000 in 1997 for expenses associated with intangible assets expected to arise from the exercise of the preferential shareholder rights. The Company paid an additional $0.4 million in final settlement of the stockholder rights. Fairfield is now wholly owned by RGA Reinsurance.

NOTE 13 > LEASE COMMITMENTS

The Company leases office space and furniture and equipment under non-cancelable operating lease agreements, which expire at various dates. Future minimum office space annual rentals under non-cancelable operating leases at December 31, 1999 are as follows:

2000	$4,127,537
2001	3,798,967
2002	3,323,029
2003	3,302,560
2004	3,131,326

Rent expenses amount to approximately $4,345,916, $2,819,233, and $2,885,000 for the years ended December 31, 1999, 1998, and 1997, respectively.

NOTE 14 > FINANCIAL CONDITION AND NET INCOME ON A STATUTORY BASIS-SUBSIDIARIES

The statutory basis financial condition of RGA Reinsurance and RGA Canada, as of December 31, 1999 and 1998 was as follows (in thousands):

	RGA Reinsurance		RGA Canada	
	1999	1998	1999	1998
Admitted assets	$4,013,607	$5,666,154	$ 742,015	$ 586,502
Liabilities	3,578,591	5,306,531	593,285	482,554
Total capital and surplus	$ 435,016	$ 359,623	$ 148,730	$ 103,948

The statutory basis net income of RGA Reinsurance and RGA Canada for the periods indicated was as follows (in thousands):

	RGA Reinsurance			RGA Canada		
	1999	1998	1997	1999	1998	1997
Net income	$(51,283)	$12,785	$12,059	$2,087	$6,855	$12,512

RGA Reinsurance is subject to statutory provisions that restrict the payment of dividends. It may not pay dividends in any 12-month period in excess of the greater of the prior year's statutory operating income or 10% of capital and surplus at the preceding year-end, without regulatory approval. RGA Reinsurance's allowable dividend without prior approval for 2000 is $43.5 million pursuant to this calculation. The applicable statutory provisions, however, only permit an insurer to pay a shareholder dividend from earned surplus. As of December 31, 1999, RGA Reinsurance had an earned surplus deficit; however, given RGA Reinsurance's total surplus position, management believes any reasonable dividend requests would be approved. The maximum amount available for dividends by RGA Canada under the Canadian Minimum Continuing Capital and Surplus Requirements ("MCCSR") is $45.8 million.

NOTE 15 > COMMITMENTS AND CONTINGENT LIABILITES

From time to time, the Company is subject to litigation and arbitration related to its reinsurance business and to employment-related matters in the normal course of its business. Management does not believe that the Company is a party to any such pending litigation or arbitration, which would have a material adverse effect on its future operations.

The Company has obtained letters of credit in favor of various affiliated and unaffiliated insurance companies from which the Company assumes business. This allows the ceding company to take statutory reserve credit. The letters of credit issued by banks represent a guarantee of performance under the reinsurance agreements. At December 31, 1999, there were approximately $26.2 million of outstanding bank letters of credit in favor of unaffiliated entities and $17.5 million in favor of General American.

NOTE 16 > DEBT FINANCING ACTIVITIES

On June 1, 1999, the Company entered into a term loan agreement with General American, whereby it borrowed $75.0 million to continue expansion of the Company's business. Interest on the term loan is payable quarterly at 100 basis points over the British Bankers' Association three month LIBOR rate. The term loan matures on June 30, 2004.

On March 19, 1996, RGA issued 7 1/4% Senior Notes with a face value of $100,000,000 in accordance with Rule 144A of the Securities Act of 1933, as amended. The net proceeds from the offering were approximately $98,943,000, and interest is payable semiannually on April 1 and October 1, with the principal amount due April 1, 2006. The ability of the Company to make debt principal and interest payments as well as make dividend payments to shareholders is ultimately dependent on the earnings and surplus of subsidiaries, investment earnings on the undeployed debt proceeds, and the ability of the Company to raise additional funds. The transfer of funds from the insurance subsidiaries to RGA is subject to applicable insurance laws and regulations. In addition, the debt agreement contains certain restrictions related to liens and the issuance and disposition of stock of restricted subsidiaries. The Company must also comply with specific reporting requirements with notices given to the fiscal agent at prescribed dates. As of December 31, 1999, the Company was in compliance with all covenants under this debt agreement. The Company also has access to a line of credit, of which $15.0 million was drawn upon at December 31, 1999. Interest is based on LIBOR plus 0.30%. This liability is included in other liabilities on the balance sheet at December 31, 1999.

On January 8, 1996, Australian Holdings established a $15,894,000 unsecured, three month, revolving line of credit. The debt is guaranteed by the Company and is utilized to provide operating capital to RGA Australia. The outstanding balance as of December 31, 1999 and 1998 was $9,477,000 and $8,878,000, respectively, which approximates fair value. Principal repayments are due in April 2000 and are expected to be renewed under the terms of the line of credit. Interest is paid every three months at a variable rate with a rate of 5.80% as of December 31, 1999. This agreement contains various restrictive covenants, which primarily pertain to limitations on the quality and types of investments, minimum requirements of net worth, and minimum rating requirements. Additionally, the Company must comply with several financial covenant restrictions under the revolving credit agreement which include defined ratios of consolidated funded debt to total capitalization for RGA and for Australian Holdings. As of December 31, 1999, the Company was in compliance with all covenants under the debt agreements.

The British Bankers' Association three month LIBOR rate was approximately 6.0% as of December 31, 1999. Interest paid on debt during 1999, 1998, and 1997 was $9,593,000, $8,805,000, and $7,801,000 respectively.

NOTE 17 > SEGMENT INFORMATION

The Company has five main operational segments segregated primarily by geographic region: U.S., Canada, Latin America, Asia Pacific, and other international operations. The U.S. operations provide traditional life reinsurance and non-traditional reinsurance to domestic clients. Non-traditional business includes asset-intensive and financial reinsurance. Asset-intensive products include reinsurance of the stable value products, corporate-owned and bank-owned life insurance, and annuities. The Canada operations provide insurers with traditional reinsurance as well as assistance with capital management activity. The Latin America operations include direct life insurance through a joint venture and subsidiaries in Chile and Argentina. The Latin America operations also include traditional reinsurance and reinsurance of privatized pension products, primarily in Argentina. Asia Pacific operations provide primarily traditional life reinsurance through RGA Australia and RGA Reinsurance. Other international operations include traditional business from Europe and South Africa, in addition to other markets being developed by the Company. The operational segment results do not include the corporate investment activity, general corporate expenses and interest expense of RGA. In addition, the Company's discontinued accident and health operations are not reflected in the continuing operations of the Company.

The accounting policies of the segments are the same as those described in the Summary of Significant Accounting Policies in Note 2. The Company measures segment performance based on profit or loss from operations before income taxes and minority interest. There are no intersegment transactions and the Company does not have any material long-lived assets. Investment income is allocated to the segments based upon average assets and related capital levels deemed appropriate to support the segment business volumes.

The Company's reportable segments are strategic business units that are segregated by geographic region. Total revenues from continuing operations are reflected by major product divisions between reinsurance and direct insurance. Total revenues are primarily from external customers with significant intercompany activity eliminated through consolidation. Information related to revenues, income (loss) before income taxes and minority interest, and assets of the Company's continuing operations are summarized below (in thousands):

year ending December 31	1999	1998	1997
REVENUES			
Reinsurance			
U.S.	$ 1,143,243	$ 968,535	$ 721,830
Canada	221,134	184,740	122,760
Latin America	71,704	54,185	15,278
Asia Pacific	77,329	58,729	37,731
Other international	25,649	5,139	2,885
Total reinsurance revenues	1,539,059	1,271,328	900,484
Direct insurance			
Latin America	56,087	62,526	63,712
Total direct revenues	56,087	62,526	63,712
Corporate	11,936	10,638	13,997
Total from continuing operations	$ 1,607,082	$ 1,344,492	$ 978,193

year ending December 31	1999	1998	1997
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND MINORITY INTEREST			
U.S.	$ 70,537	$ 126,029	$ 106,095
Canada	37,879	22,754	17,697
Latin America	3,328	3,823	935
Asia Pacific	(6,790)	(3,060)	(6,412)
Other international	(3,854)	(5,009)	(3,661)
Corporate	(8,028)	(6,490)	(1,240)
Total from continuing operations	$ 93,072	$ 138,047	$ 113,414

Unconsolidated subsidiaries with an ownership position less than fifty percent are recorded on the equity basis of accounting. For the U.S. operations, equity in the net income of these subsidiaries totaled approximately $0.2 million, $3.4 million, and $9.3 million in 1999, 1998, and 1997, respectively. The Asia Pacific operation had equity in unconsolidated earnings of approximately $0.1 million in 1999 and 1998.

year ending December 31 (dollars in thousands)	1999	1998	1997
INTEREST EXPENSE			
Asia Pacific	$ 491	$ 455	$ 468
Corporate	10,529	8,350	7,333
Total from continuing operations	$ 11,020	$ 8,805	$ 7,801

year ending December 31 (dollars in thousands)	1999	1998	1997
DEPRECIATION AND AMORTIZATION			
U.S.	$ 95,533	$ 59,042	$ 38,112
Canada	4,227	2,300	11,084
Latin America	1,186	2	2
Asia Pacific	1,111	5,926	3,490
Other international	739	16	1
Total from continuing operations	$ 102,796	$ 67,286	$ 52,689

as of December 31 (dollars in thousands)	1999	1998	1997
Assets			
U.S.	$ 2,987,710	$ 4,558,425	$ 3,312,123
Canada	1,245,243	1,068,498	837,534
Latin America	340,502	248,536	175,921
Asia Pacific	160,785	123,508	88,087
Other international	5,791	(1,865)	(1,673)
Corporate and discontinued operations	383,712	321,451	261,558
Total assets	$ 5,123,743	$ 6,318,553	$ 4,673,550

Capital expenditures of each reporting segment were insignificant in the periods noted.

NOTE 18 > STOCK OPTIONS

The Company adopted the RGA Flexible Stock Plan (the "Plan") in February 1993 and the Flexible Stock Plan for Directors (the "Directors Plan") in January 1997 (collectively, the "Stock Plans"). The Stock Plans provide for the award of benefits (collectively "Benefits") of various types, including stock options, stock appreciation rights ("SARs"), restricted stock, performance shares, cash awards, and other stock based awards, to key employees, officers, directors and others performing significant services for the benefit of the Company or its subsidiaries. In general, options granted under the Plan become exercisable over vesting periods ranging from one to eight years while options granted under the Directors Plan become exercisable after one year. As of December 31, 1999, shares authorized for the granting of Benefits under the Plan and the Directors Plan totaled 2,487,555 and 112,500, respectively. Options are granted with an exercise price equal to the stock's fair value at the date of grant and expire 10 years after the date of grant. Information with respect to option grants under the Plans follow.

	1999		1998		1997	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Balance at beginning of year	1,536,960	$ 19.07	1,280,740	$ 15.51	1,084,497	$ 13.85
Granted	220,124	$ 35.63	357,875	$ 30.06	292,050	$ 20.47
Exercised	(65,476)	$ 12.10	(73,290)	$ 11.81	(92,882)	$ 11.59
Forfeited	(27,600)	$ 21.01	(28,365)	$ 15.35	(2,925)	$ 20.28
Impact of exchange of voting for Non-voting grants	(10,871)	$ --	--	$ --	--	$ --
Balance at December 31	1,653,137	$ 21.41	1,536,960	$ 19.07	1,280,740	$ 15.51

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
	Outstanding as of 12/31/99	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Exercisable as of 12/31/99	Weighted Average Exercise Price
$10.00-$14.99	549,018	3.8	$ 12.01	257,741	$ 11.78
$15.00-$19.99	32,522	6.0	$ 15.61	13,235	$ 15.61
$20.00-$24.99	518,401	5.3	$ 20.36	357,346	$ 20.39
$25.00-$29.99	218,835	8.1	$ 26.55	39,594	$ 26.33
$30.00-$34.99	13,500	8.4	$ 33.00	13,500	$ 33.00
$35.00-$39.99	320,861	8.8	$ 35.78	23,528	$ 35.33
Totals	1,653,137	5.9	$ 21.41	704,944	$ 18.23

The per share weighted-average fair value of stock options granted during 1999, 1998 and 1997 was $11.24, $10.05, and $7.64 on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions: 1999-expected dividend yield of 0.8%, risk-free interest rate of 5.64%, expected life of 5.0 years, and an expected rate of volatility of the stock of 26% over the expected life of the options; 1998-expected dividend yield of 0.7%, risk-free interest rate of 5.50%, expected life of 6.0 years, and an expected rate of volatility of the stock of 24% over the expected life of the options; 1997-expected dividend yield of 0.7%, risk-free interest rate of 6.63%, expected life of 6.0 years, and an expected rate of volatility of the stock of 26% over the expected life of the options.

The Company applies APB Opinion No. 25 in accounting for its Plan and, accordingly, no compensation cost has been recognized for its stock options in the financial statements. Had the Company determined compensation cost based on the fair value at the grant date for its stock options under Statement of Financial Accounting Standards No. 123, the Company's net income and earnings per share would have been reduced to the pro forma amounts indicated below. The effects of applying Statement of Financial Accounting Standards No. 123 may not be representative of the effects on reported net income for future years.

		1999	1998	1997
Net income (in thousands)	As reported	$ 40,858	$ 62,081	$ 54,619
	Pro forma	$ 38,953	$ 60,675	$ 54,129
Basic earnings per share	As reported	$ 0.89	$ 1.50	$ 1.44
	Pro forma	$ 0.85	$ 1.47	$ 1.42
Diluted earnings per share	As reported	$ 0.88	$ 1.48	$ 1.42
	Pro forma	$ 0.84	$ 1.45	$ 1.40

66. reinsurance group of america, incorporated

In January 1998 and 1999, the Board approved restricted stock awards of 15,000 voting shares at $24.00 per share and 13,500 non-voting shares at $36.00 per share, respectively, under the Company's Flexible Stock Plan. During 1999, the 13,500 shares of non-voting restricted stock were converted into 13,096 shares of voting restricted stock. Compensation expense related to restricted stock awards is being amortized over the individual agreements vesting periods. In January 2000, the Board approved an additional 455,017 incentive stock options at $23.19 per share under the Company's Flexible Stock Plan.

NOTE 19 > EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (in thousands except per share information):

Earnings:	1999	1998	1997
Income (loss) from continuing operations (numerator for basic and diluted calculations)	$53,045	$89,709	$72,581
Shares:			
Weighted average outstanding shares (denominator for basic calculation)	45,794	42,086	38,091
Equivalent shares from outstanding stock options	452	473	315
Diluted shares (denominator for diluted calculation)	46,246	42,559	38,406
Earnings per share from continuing operations:			
Basic	$ 1.16	$ 2.11	$ 1.91
Diluted	$ 1.15	$ 2.08	$ 1.89

NOTE 20 > COMPREHENSIVE INCOME

The following table presents the components of the Company's other comprehensive income for the years ending December 31, 1999, 1998 and 1997 (dollars in thousands):

year ending December 31, 1999	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Foreign currency translation adjustments	$ 7,761	$ (2,702)	$ 5,059
Unrealized gains on securities:			
Unrealized holding (losses) arising during the period	(356,096)	130,117	(225,979)
Less: reclassification adjustment for losses realized in net income	(75,308)	25,943	(49,365)
Net unrealized (losses)	(280,788)	104,174	(176,614)
Other comprehensive (losses)	$(273,027)	$ 101,472	$(171,555)

year ending December 31, 1998	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Foreign currency translation adjustments	$(10,411)	$ 3,644	$ (6,767)
Unrealized gains on securities:			
Unrealized holding (losses) arising during the period	(30,015)	9,965	(20,050)
Less: reclassification adjustment for gains realized in net income	3,092	(1,125)	1,967
Net unrealized (losses)	(33,107)	11,090	(22,017)
Other comprehensive (losses)	$(43,518)	$ 14,734	$(28,784)

year ending December 31, 1997	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
Foreign currency translation adjustments	$ (7,081)	$ 4,416	$ (2,665)
Unrealized gains on securities:			
Unrealized holding gains arising during the period	65,589	(26,455)	39,134
Less: reclassification adjustment for gains realized in net income	334	(125)	209
Net unrealized gains	65,255	(26,330)	38,925
Other comprehensive income	$ 58,174	$(21,914)	$ 36,260

A summary of the components of net unrealized (depreciation) appreciation of balances carried at fair value is as follows (in thousands):

as of December 31	1999	1998	1997
Change in net unrealized (depreciation) appreciation on:			
Fixed maturity securities available for sale	$(302,486)	$ (23,967)	$ 64,367
Derivative securities	4,793	(2,592)	888
Other investments	2,721	(4,356)	--
Effect of unrealized (depreciation) on:			
Deferred policy acquisition costs	14,271	(3,794)	--
Minority interest	(87)	1,602	--
Net unrealized (depreciation) appreciation	$(280,788)	$ (33,107)	$ 65,255

note 21 > Discontinued Operations

As of December 31, 1998, the Company formally reported its accident and health division as a discontinued operation. The accident and health operation has been placed into run-off and all treaties (contracts) were terminated at the earliest possible date. RGA gave notice to all reinsureds and retrocessionaires that all treaties were cancelled at the expiration of their term. If the treaty was continuous, a written Preliminary Notice of Cancellation was given, followed by a final notice within 90 days of the expiration date. The nature of the underlying risks is such that the claims may take years to reach the reinsurers involved. Thus, the Company expects to pay claims out of existing reserves over a number of years as the level of business diminishes.

At the time it was accepting accident and health risks, the company directly underwrote certain business using its own staff of underwriters. Additionally, it participated in pools of risks underwritten by outside managing general underwriters, and offered high level common account and catastrophic protection coverages to other reinsurers and retrocessionaires. Types of risks covered included a variety of medical, disability, workers compensation carve-out, personal accident, and similar coverages.

The reinsurance markets for workers' compensation carve-out risks have been volatile in the last year. In particular, certain programs are alleged to have been inappropriately underwritten by third party managers, and some of the reinsurers and retrocessionaires involved have alleged material misrepresentation and non-disclosures by the managers. As a result, there has been a significant number of claims for recission, arbitrations, and litigation among a number of the parties involved. RGA did not underwrite workers' compensation carve-out business directly, and has been investigating to determine if any material indirect exposures exist through pool participations or high level common account retrocessional coverage. To date, no such exposures have been identified. If any material exposure is identified at some point in the future, based upon the experience of others involved in this market, it is likely to be subject to claims for recission, arbitration, or litigation. Thus, resolution of any disputes will likely take several years. In any event, it is management's opinion that future developments, if any, will not materially adversely affect the company's financial position.

The calculation of the claim reserve liability for the entire portfolio of accident and health business requires management to make estimates and assumptions that affect the reported claim reserve levels. The reserve balance as of December 31, 1999 and 1998 was $53.8 million and $109.4 million, respectively. Management must make estimates and assumptions based on historical loss experience, changes in the nature of the business, anticipated outcome of claim disputes and claims for recission, and projected future premium run-off, all of which may affect the level of the claim reserve liability. Due to the significant uncertainty associated with the run-off of this business, net income in future periods could be affected positively or negatively. The consolidated income statements for all periods presented reflect this line of business being reported as a discontinued operation. Revenues associated with discontinued operation, which are not reported on a gross basis in the Company's consolidated statements of income, totaled $113.6 million, $158.2 million and $93.3 million for 1999, 1998 and 1997, respectively.

NOTE 22 > SUBSEQUENT EVENT

On January 6, 2000, MetLife completed the acquisition of GenAmerica and purchased all of the outstanding shares of common stock of GenAmerica in a cash transaction. Prior to the closing, General American Mutual Holding Company ("GAMHC") and MetLife were the beneficial owners of approximately 48.3% and 9.6% of the shares of outstanding common stock of the Company, respectively. Upon closing of the acquisition of GenAmerica, MetLife became the beneficial owner of approximately 57.9% of the shares of outstanding common stock of the Company. The Company has reinsurance agreements with MetLife and certain of its subsidiaries. Under these agreements, the Company reflected earned premiums of approximately $107.9 million, $113.2 million and $62.4 million in 1999, 1998 and 1997, respectively. The net premiums reflect the net of business assumed from and ceded to MetLife and its subsidiaries. The pre-tax gain on this business was approximately $12.2 million, $12.8 million and $11.6 million in 1999, 1998 and 1997, respectively.

independent auditors' report

Board of Directors and Stockholders
Reinsurance Group of America, Incorporated:

We have audited the accompanying consolidated balance sheets of Reinsurance Group of America, Incorporated and subsidiaries (the Company) as of December 31, 1999 and 1998, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1999. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Reinsurance Group of America, Incorporated and subsidiaries as of December 31, 1999 and 1998, and the results of their operations and their cash flows for each of the years in the three-year period ended December 31, 1999, in conformity with generally accepted accounting principles.

/s/ KPMG LLP

KPMG LLP

St. Louis, Missouri
January 25, 2000

quarterly data - unaudited, see accompanying accountants' report

year ending December 31, 1999 (dollars in thousands, except per share data)	First	Second	Third	Fourth
Revenues from continuing operations	$ 443,107	$ 409,307	$ 326,244	$ 428,424
Revenues from discontinued operations	39,903	22,059	25,749	25,919
Total revenues	$ 483,010	$ 431,366	$ 351,993	$ 454,343
Income (loss) from continuing operations before income taxes and minority interest	$ 35,757	$ 44,443	$ (18,545)	$ 31,417
Income (loss) from continuing operations	$ 21,978	$ 25,647	$ (13,937)	$ 19,357
Loss from discontinued operations(1)	(21)	(4,971)	(3,212)	(3,983)
Net income (loss)	$ 21,957	$ 20,676	$ (17,149)	$ 15,374
Outstanding common shares (voting)(2)	37,929	37,931	45,130	49,940
Outstanding common shares (non-voting)(2)	7,418	7,418	0	0
Total outstanding common shares(2)	45,347	45,349	45,130	49,940
Basic earnings per share(2)				
Continuing operations	$ 0.48	$ 0.57	$ (0.31)	$ 0.41
Discontinued operations	0.00	(0.11)	(0.07)	(0.08)
Net income	$ 0.48	$ 0.46	$ (0.38)	$ 0.33
Diluted earnings per share(2)				
Continuing operations	$ 0.48	$ 0.56	$ (0.31)	$ 0.41
Discontinued operations	0.00	(0.11)	(0.07)	(0.09)
Net income	$ 0.48	$ 0.45	$ (0.38)	$ 0.32
Dividends per share(3)	$ 0.05	$ 0.05	$ 0.06	$ 0.06
Market price of common stock (voting)				
Quarter end	42 9/16	35 1/4	25 11/16	27 3/4
Common stock price, high	49 1/6	44 1/4	40 3/4	34 1/2
Common stock price, low	38 11/12	34 1/4	24 3/4	22 1/8
Market price of common stock (non-voting)				
Quarter end(2)	33 49/60	33 1/2	n/a	n/a
Common stock price, high(2)	41 33/53	33 7/8	n/a	n/a
Common stock price, low(2)	31 15/17	28 1/2	n/a	n/a

year ending December 31, 1998 (dollars in thousands, except per share data)	First	Second	Third	Fourth
Revenues from continuing operations	$ 313,469	$ 315,427	$ 302,665	$ 412,931
Revenues from discontinued operations	27,664	39,231	52,985	38,298
Total revenues	$ 341,133	$ 354,658	$ 355,650	$ 451,229
Income (loss) from continuing operations before income taxes and minority interest	$ 24,853	$ 30,846	$ 34,087	$ 48,261
Income from continuing operations	$ 15,875	$ 19,550	$ 21,625	$ 32,659
Gain (loss) from discontinued operations(1)	34	(332)	(968)	(26,362)
Net income	$ 15,909	$ 19,218	$ 20,657	$ 6,297
Outstanding common shares (voting)(2)	37,843	37,860	37,865	37,895
Outstanding common shares (non-voting)(2)	n/a	7,418	7,418	7,418
Total outstanding common shares(2)	37,843	45,278	45,283	45,313
Basic earnings per share(2)				
Continuing operations	$ 0.42	$ 0.49	$ 0.48	$ 0.72
Discontinued operations	0.00	(0.01)	(0.02)	(0.58)
Net income	$ 0.42	$ 0.48	$ 0.46	$ 0.14
Diluted earnings per share(2)				
Continuing operations	$ 0.42	$ 0.49	$ 0.47	$ 0.71
Discontinued operations	0.00	(0.01)	(0.02)	(0.57)
Net income	$ 0.42	$ 0.48	$ 0.45	$ 0.14
Dividends per share(3)	$ 0.04	$ 0.04	$ 0.04	$ 0.05
Market price of common stock (voting)				
Quarter end	33 1/3	39 5/12	39 7/24	46 2/3
Common stock price, high	34 7/24	39 5/12	42 1/12	47 1/12
Common stock price, low	25 1/12	31 1/12	33	33 1/24
Market price of common stock (non-voting)				
Quarter end(2)	n/a	34 5/24	34 1/2	40 1/2
Common stock price, high(2)	n/a	34 1/3	37 3/4	40 11/12
Common stock price, low(2)	n/a	31 5/12	30 7/12	28 17/24

(1) Gain (loss) from discontinued operations for the fourth quarter of 1998 includes special charges in estimates on reserves.

(2) Non-voting shares were issued on June 6, 1998 and were converted to voting shares on September 14, 1999.

(3) Dividends are payable on voting and non-voting share of common stock.

Quarterly data has been reclassified to separately identify revenues, income (loss), and earnings per share for continuing and discontinued operations.

Reinsurance Group of America, Incorporated common stock is traded on the New York Stock Exchange (NYSE) under the symbol "RGA". Non-voting shares traded under the symbol "RGA.A" until their conversion. There were 136 stockholders of record of RGA's common stock on March 1, 2000.

Exhibit 21.1

SUBSIDIARIES OF
REINSURANCE GROUP OF AMERICA, INCORPORATED

RGA International, Limited, New Brunswick corporation
- RGA Canada Management Company, Ltd., New Brunswick corporation
- RGA Life Reinsurance Company of Canada, Federal corporation
- RGA Financial Products Limited, Ontario Corporation

General American Argentina Seguros de Vida, S.A. (f/k/a Manantial Seguros de Vida, S.A.), Argentine corporation

RGA Argentina S.A., Argentine corporation

RGA Australian Holdings Pty, Limited, Australian corporation
- RGA Reinsurance Company of Australia Limited, Australian corporation

RGA Holdings Limited (U.K.), United Kingdom corporation
- RGA Managing Agency Limited U.K., United Kingdom corporation
- RGA Capital Limited U.K., United Kingdom corporation
- RGA UK Limited, United Kingdom corporation

Reinsurance Company of Missouri, Incorporated, Missouri corporation
- RGA Reinsurance Company, Missouri corporation
  - Fairfield Management Group, Inc., Missouri corporation
  - Great Rivers Reinsurance Management, Inc., Missouri corporation
  - Reinsurance Partners, Inc., Missouri corporation
  - RGA (U.K.) Underwriting Agency Ltd., United Kingdom corporation

RGA Reinsurance Company (Barbados) Ltd., Barbados corporation

RGA Americas Reinsurance Company, Ltd., Barbados corporation

Benefit Resource Life Insurance Company (Bermuda) (f/k/a RGA Insurance Company (Bermuda) Ltd.), Bermuda corporation

RGA Sudamerica, S.A., Chilean corporation
- RGA Reinsurance Company Chile S.A., Chilean corporation
- BHIF America Seguros de Vida S.A., Chilean corporation

RGA South African Holding (Pty) Limited, South African corporation
- RGA Reinsurance Company of South Africa, Limited, South African corporation

Triad Re, Ltd, Barbados corporation

Exhibit 23.1

Board of Directors and Stockholders
Reinsurance Group of America, Incorporated:

We consent to incorporation by reference in the registration statement (No. 333-51777) on Form S-3, the registration statement (No. 33-62274) on Form S-8 and registration statement (No. 333-27167) on Form S-8 of Reinsurance Group of America, Incorporated of our reports dated January 25, 2000, relating to the consolidated balance sheets of Reinsurance Group of America, Incorporated and subsidiaries as of December 31, 1999 and 1998, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1999, and all related schedules, which reports appear or are incorporated by reference in the December 31, 1999, annual report on Form 10-K of Reinsurance Group of America, Incorporated.

/s/ KPMG LLP

St. Louis, Missouri
March 23, 2000

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ H. Edwin Trusheim   Director
- ----------------------

H. Edwin Trusheim
Name (Typed or printed)

Date 2/25/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ William P. Stiritz   Director
- ----------------------

William P. Stiritz
Name (Typed or printed)

Date   2/17/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ John H. Tweedie   Director
- -------------------

John H. Tweedie
Name (Typed or printed)

Date   2/23/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ William A. Peck   Director
- -------------------

William A. Peck
Name (Typed or printed)

Date   2/15/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ Stuart. I. Greenbaum   Director
- ------------------------

Stuart I. Greenbaum
Name (Typed or printed)

Date   2/22/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ Bernard A. Edison   Director
- ---------------------

Bernard A. Edison
Name (Typed or printed)

Date   2/22/00

Exhibit 24.1

REINSURANCE GROUP OF AMERICA, INCORPORATED

POWER OF ATTORNEY

I, the undersigned, as a director of Reinsurance Company of America, Incorporated hereby constitute David B. Atkinson, Jack B. Lay and James E. Sherman, and each of them singly, with full power to sign for me, in my name and in the capacity checked below, the annual report of Reinsurance Group of America, Incorporated for fiscal year 1999 on Form 10-K and any and all amendments to this report with the Securities and Exchange Commission and I hereby ratify and confirm my signature as it may be signed by the above-mentioned people to said Form 10-K and to any and all amendments thereto.

Witness my hand on the date set forth below.

Signature

/s/ J. Cliff Eason   Director
- ------------------

J.   Cliff Eason
Name (Typed or printed)

Date   3/6/00

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