

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

FORM 10-Q

(MARK ONE)

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2005

OR

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  
(IRS EMPLOYER  
IDENTIFICATION NUMBER)

1370 TIMBERLAKE MANOR PARKWAY  
CHESTERFIELD, MISSOURI 63017  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)  
(636) 736-7439  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS  
REQUIRED TO BE FILED BY SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF  
1934 DURING THE PRECEDING 12 MONTHS (OR FOR SUCH SHORTER PERIOD THAT THE  
REGISTRANT WAS REQUIRED TO FILE SUCH REPORTS), AND (2) HAS BEEN SUBJECT TO SUCH  
FILING REQUIREMENTS FOR THE PAST 90 DAYS.

YES  NO

INDICATE BY CHECK MARK WHETHER THE REGISTRANT IS AN ACCELERATED FILER (AS  
DEFINED IN RULE 12b-2 OF THE EXCHANGE ACT). YES  NO

COMMON STOCK OUTSTANDING (\$.01 PAR VALUE) AS OF JULY 31, 2005: 62,638,633 SHARES

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES

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REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)

	June 30, 2005	December 31, 2004
-----		
(Dollars in thousands)		
<b>ASSETS</b>		
Fixed maturity securities:	\$ 6,319,564	\$ 6,023,696
Available-for-sale at fair value (amortized cost of \$5,726,188 and \$5,634,757 at June 30, 2005 and December 31, 2004, respectively)		
Mortgage loans on real estate	627,880	609,292
Policy loans	953,316	957,564
Funds withheld at interest	3,020,301	2,734,655
Short-term investments	33,429	31,964
Other invested assets	227,608	207,054
	-----	-----
Total investments	11,182,098	10,564,225
Cash and cash equivalents	159,111	152,095
Accrued investment income	80,416	58,076
Premiums receivable	439,469	376,298
Reinsurance ceded receivables	474,799	434,264
Deferred policy acquisition costs	2,344,920	2,225,974
Other reinsurance balances	156,829	159,440
Other assets	191,928	77,757
	-----	-----
Total assets	\$ 15,029,570	\$ 14,048,129
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Future policy benefits	\$ 4,343,918	\$ 4,097,722
Interest sensitive contract liabilities	5,111,861	4,900,600
Other policy claims and benefits	1,513,983	1,316,225
Other reinsurance balances	185,986	247,164
Deferred income taxes	715,473	561,985
Other liabilities	115,858	81,209
Short-term debt	176,570	56,078
Long-term debt	226,772	349,704
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated debentures of the Company	158,483	158,417
	-----	-----
Total liabilities	12,548,904	11,769,104
Commitments and contingent liabilities	-	-
<b>Stockholders' Equity:</b>		
Preferred stock (par value \$.01 per share; 10,000,000 shares authorized; no shares issued or outstanding)	-	-
Common stock (par value \$.01 per share; 140,000,000 shares authorized; 63,128,273 shares issued at June 30, 2005 and December 31, 2004)	631	631
Warrants	66,915	66,915
Additional paid-in-capital	1,048,828	1,046,515
Retained earnings	923,684	846,572
Accumulated other comprehensive income:		
Accumulated currency translation adjustment, net of income taxes	65,393	93,691
Unrealized appreciation of securities, net of income taxes	389,430	244,675
	-----	-----
Total stockholders' equity before treasury stock	2,494,881	2,298,999
Less treasury shares held of 489,640 and 683,245 at cost at June 30, 2005 and December 31, 2004, respectively	(14,215)	(19,974)
	-----	-----
Total stockholders' equity	2,480,666	2,279,025
	-----	-----
Total liabilities and stockholders' equity	\$ 15,029,570	\$ 14,048,129
	=====	=====

See accompanying notes to condensed consolidated financial statements  
(unaudited).

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

	Three months ended June 30,		Six months ended June 30,	
	2005	2004	2005	2004
<b>REVENUES:</b>				
	(Dollars in thousands, except per share data)			
Net premiums	\$ 931,354	\$ 797,308	\$ 1,833,174	\$ 1,611,182
Investment income, net of related expenses	146,284	134,185	303,337	267,745
Investment related gains, net	12,950	12,691	16,929	31,107
Change in value of embedded derivatives	(19,917)	17,472	2,644	18,994
Other revenues	20,661	14,759	31,464	26,609
	-----			
Total revenues	1,091,332	976,415	2,187,548	1,955,637
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	827,930	634,802	1,565,983	1,281,856
Interest credited	38,615	44,332	93,668	91,350
Policy acquisition costs and other insurance expenses	157,855	134,157	301,831	277,225
Change in deferred acquisition costs associated with change in value of embedded derivatives	(13,604)	13,293	2,104	17,493
Other operating expenses	38,032	34,896	71,038	68,425
Interest expense	9,895	9,542	19,780	19,080
	-----			
Total benefits and expenses	1,058,723	871,022	2,054,404	1,755,429
Income from continuing operations before income taxes	32,609	105,393	133,144	200,208
Provision for income taxes	7,449	37,003	40,720	68,824
	-----			
Income from continuing operations	25,160	68,390	92,424	131,384
Discontinued operations:				
Loss from discontinued accident and health operations, net of income taxes	(3,343)	(3,053)	(4,050)	(3,947)
	-----			
Income before cumulative effect of change in accounting principle	21,817	65,337	88,374	127,437
Cumulative effect of change in accounting principle, net of income taxes	-	-	-	(361)
	-----			
Net income	\$ 21,817	\$ 65,337	\$ 88,374	\$ 127,076
	=====			
<b>BASIC EARNINGS PER SHARE:</b>				
Income from continuing operations	\$ 0.40	\$ 1.10	\$ 1.48	\$ 2.11
Discontinued operations	(0.05)	(0.05)	(0.07)	(0.06)
Cumulative effect of change in accounting principle	-	-	-	(0.01)
	-----			
Net income	\$ 0.35	\$ 1.05	\$ 1.41	\$ 2.04
	=====			
<b>DILUTED EARNINGS PER SHARE:</b>				
Income from continuing operations	\$ 0.39	\$ 1.09	\$ 1.45	\$ 2.09
Discontinued operations	(0.05)	(0.05)	(0.06)	(0.06)
Cumulative effect of change in accounting principle	-	-	-	-
	-----			
Net income	\$ 0.34	\$ 1.04	\$ 1.39	\$ 2.03
	=====			
<b>DIVIDENDS DECLARED PER SHARE</b>	\$ 0.09	\$ 0.06	\$ 0.18	\$ 0.12
	=====			

See accompanying notes to condensed consolidated financial statements  
(unaudited).

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	Six months ended June 30,	
	2005	2004
	(Dollars in thousands)	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net income	\$ 88,374	\$ 127,076
Adjustments to reconcile net income to net cash provided by operating activities:		
Change in:		
Accrued investment income	(22,584)	(24,484)
Premiums receivable	(72,993)	90,216
Deferred policy acquisition costs	(156,899)	(190,057)
Reinsurance ceded balances	(40,535)	81,060
Future policy benefits, other policy claims and benefits, and other reinsurance balances	447,292	297,197
Deferred income taxes	95,349	55,396
Other assets and other liabilities, net	(97,525)	(27,892)
Amortization of net investment discounts and other	(16,275)	(17,153)
Investment related gains, net	(16,929)	(31,107)
Other, net	1,919	(11,448)
Net cash provided by operating activities	209,194	348,804
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Sales of fixed maturity securities - available for sale	816,369	668,201
Maturities of fixed maturity securities - available for sale	72,295	10,749
Purchases of fixed maturity securities - available for sale	(961,349)	(916,031)
Sales of mortgage loans	-	13,927
Cash invested in mortgage loans on real estate	(28,496)	(86,072)
Cash invested in policy loans	(8,294)	(2,381)
Cash invested in funds withheld at interest	(35,831)	(24,549)
Principal payments on mortgage loans on real estate	9,719	12,041
Principal payments on policy loans	12,541	4,140
Change in short-term investments and other invested assets	(23,042)	(43,155)
Net cash used in investing activities	(146,088)	(363,130)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Dividends to stockholders	(11,262)	(7,468)
Net borrowings under credit agreements	-	4,600
Exercise of stock options	4,913	6,181
Excess deposits (payments) on universal life and other investment type policies and contracts	(47,402)	54,263
Net cash provided by (used in) financing activities	(53,751)	57,576
Effect of exchange rate changes	(2,339)	(520)
Change in cash and cash equivalents	7,016	42,730
Cash and cash equivalents, beginning of period	152,095	84,586
Cash and cash equivalents, end of period	\$ 159,111	\$ 127,316
	=====	=====
<b>Supplementary information:</b>		
Cash paid for interest	\$ 19,256	\$ 18,915
Cash paid for income taxes	\$ 77,805	\$ 24,686

See accompanying notes to condensed consolidated financial statements (unaudited).

REINSURANCE GROUP OF AMERICA, INCORPORATED AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Reinsurance Group of America, Incorporated ("RGA") and its subsidiaries (collectively, the "Company") have been prepared in conformity with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals, considered necessary for a fair presentation have been included. Operating results for the six-month period ended June 30, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2004 Annual Report on Form 10-K ("2004 Annual Report") filed with the Securities and Exchange Commission on March 3, 2005.

The accompanying unaudited condensed consolidated financial statements include the accounts of Reinsurance Group of America, Incorporated and its subsidiaries. All material intercompany accounts and transactions have been eliminated. The Company has reclassified the presentation of certain prior-period information to conform to the 2005 presentation.

Prior to January 1, 2003, the Company applied Accounting Principles Board ("APB") Opinion No. 25 in accounting for its stock plans and, accordingly, no compensation cost was recognized for its stock options in the financial statements. For issuances under employee stock plans after January 1, 2003, the Company follows the provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, as amended by SFAS 148, when recording its compensation expense. Had the Company determined compensation cost based on the fair value at the grant date for all stock option grants under SFAS 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 SFAS No. 123 may not be representative of the effects on reported net income for future years.

(in thousands, except per share information)	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2005	2004	2005	2004
	-----	-----	-----	-----
Net income as reported	\$ 21,817	\$ 65,337	\$ 88,374	\$ 127,076
Add compensation expense included in net income, net of income taxes	1,121	653	2,242	1,188
Deduct total fair value of compensation expense for all awards, net of income taxes	(1,475)	(1,115)	(2,950)	(2,271)
	-----	-----	-----	-----
Pro forma net income	21,463	\$ 64,875	\$ 87,666	\$ 125,993
Net income per share:				
As reported - basic	\$ 0.35	\$ 1.05	\$ 1.41	\$ 2.04
Pro forma - basic	\$ 0.34	\$ 1.04	\$ 1.40	\$ 2.02
As reported - diluted	\$ 0.34	\$ 1.04	\$ 1.39	\$ 2.03
Pro forma - diluted	\$ 0.34	\$ 1.03	\$ 1.37	\$ 2.01
	=====	=====	=====	=====

## 2. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share on income from continuing operations (dollars in thousands, except per share information):

	THREE MONTHS ENDED JUNE 30,		SIX MONTHS ENDED JUNE 30,	
	2005	2004	2005	2004
	-----	-----	-----	-----
Earnings:				
Income from continuing operations (numerator for basic and diluted calculations)	\$ 25,160	\$ 68,390	\$ 92,424	\$ 131,384
Shares:				
Weighted average outstanding shares (denominator for basic calculation)	62,628	62,275	62,591	62,243
Equivalent shares from outstanding stock options	1,136	480	1,215	480
	-----	-----	-----	-----
Denominator for diluted calculation	63,764	62,755	63,806	62,723
Earnings per share:				
Basic	\$ 0.40	\$ 1.10	\$ 1.48	\$ 2.11
Diluted	\$ 0.39	\$ 1.09	\$ 1.45	\$ 2.09
	=====	=====	=====	=====

The calculation of equivalent shares from outstanding stock options does not include the impact of options or warrants having a strike or conversion price that exceeds the average stock price for the earnings period, as the result would be antidilutive. The calculation of equivalent shares also excludes the impact of outstanding performance contingent shares as the conditions necessary for their issuance have not been satisfied as of the end of the reporting period. For the three and six month periods ended June 30, 2005, approximately 0.3 million stock options and 0.3 million performance contingent shares were excluded from the calculation. For the three and six months ended June 30, 2004, approximately 0.1 million performance contingent shares and all outstanding warrants were excluded from the calculation.

## 3. COMPREHENSIVE INCOME

The following schedule reflects the change in accumulated other comprehensive income (dollars in thousands):

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
	-----	-----	-----	-----
Net income	\$ 21,817	\$ 65,337	\$ 88,374	\$ 127,076
Accumulated other comprehensive income (expense), net of income tax:				
Unrealized gains (losses), net of reclassification adjustment for gains (losses) included in net income	178,605	(152,965)	144,755	(95,500)
Foreign currency items	(19,899)	(17,287)	(28,298)	(22,776)
	-----	-----	-----	-----
Comprehensive income (loss)	\$ 180,523	\$ (104,915)	\$ 204,831	\$ 8,800
	=====	=====	=====	=====

## 4. SEGMENT INFORMATION

The accounting policies of the segments are the same as those described in the Summary of Significant Accounting Policies in Note 2 of the 2004 Annual Report. The Company measures segment performance primarily based on profit or loss from operations before income taxes. There are no intersegment reinsurance 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.

Information related to total revenues and income (loss) from continuing operations before income taxes for each reportable segment are summarized below (dollars in thousands).

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
TOTAL REVENUES				
U.S	\$ 669,379	\$ 662,969	\$ 1,385,955	\$ 1,313,533
Canada	108,067	92,167	211,451	177,642
Europe & South Africa	135,287	121,337	279,295	243,681
Asia Pacific	154,597	90,008	278,766	198,264
Corporate & Other	24,002	9,934	32,081	22,517
Total	\$ 1,091,332	\$ 976,415	\$ 2,187,548	\$ 1,955,637
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES				
U.S	\$ 30,556	\$ 75,810	\$ 96,540	\$ 146,057
Canada	20,279	21,211	44,488	37,131
Europe & South Africa	(6,641)	11,829	8,117	18,089
Asia Pacific	13,831	4,694	18,603	11,491
Corporate & Other	(25,416)	(8,151)	(34,604)	(12,560)
Total	\$ 32,609	\$ 105,393	\$ 133,144	\$ 200,208

#### 5. COMMITMENTS AND CONTINGENT LIABILITIES

The Company has commitments to fund investments in limited partnerships in the amount of \$38.2 million at June 30, 2005. The Company anticipates that the majority of these amounts will be invested over the next five years. Investments in limited partnerships are carried at cost and included in Other invested assets in the condensed consolidated balance sheets.

The Company is currently a party to two arbitrations that involve its discontinued accident and health business, including personal accident business (including London market excess of loss business) and workers' compensation carve-out business. In addition, the Company is currently a party to litigation that involves the claim of a broker to commissions on a medical reinsurance arrangement. As of June 30, 2005, the parties involved in these actions raised claims, or established reserves that may result in claims, in the amount of \$20.1 million, which is \$19.4 million in excess of the amounts held in reserve by the Company. The Company generally has little information regarding any reserves established by ceding companies, and must rely on management estimates to establish policy claim liabilities. It is possible that any such reserves could be increased in the future. The Company believes it has substantial defenses upon which to contest these claims, including but not limited to misrepresentation and breach of contract by direct and indirect ceding companies. In addition, the Company is in the process of auditing ceding companies that may have threatened arbitration, asserted claims, or indicated that they anticipate asserting claims in the future against the Company in the amount of \$22.5 million, which is \$19.2 million in excess of the amounts held in reserve or retroceded by the Company as of June 30, 2005. These claims appear to relate to life, personal accident business (including London market excess of loss business), and workers' compensation carve-out business. Depending upon the audit findings or other developments in these cases, they could result in litigation or arbitrations in the future. See Note 20, "Discontinued Operations" of the 2004 Annual Report for more information. Additionally, from time to time, the Company is subject to litigation and arbitration related to its life reinsurance business and to employment-related matters in the normal course of its business. While it is not feasible to predict or determine the ultimate outcome of the pending litigation or arbitrations or provide reasonable ranges of potential losses, it is the opinion of management, after consultation with counsel, that their outcomes, after consideration of the provisions made in the Company's condensed consolidated financial statements, would not have a material adverse effect on its consolidated financial position. However, it is possible that an adverse outcome could, from time to time, have a material adverse effect on the Company's consolidated net income or cash flows in particular quarterly or annual periods.



The Company has reinsured privately-owned pension funds that were formed as a result of reform and privatization of Argentina's social security system. The Company ceased renewal of reinsurance treaties associated with privatized pension contracts in Argentina during 2001 because of adverse experience on this business, as several aspects of the pension fund claims flow did not develop as was contemplated when the reinsurance programs were initially priced. It is the Company's position that certain actions of the Argentine government, which have artificially inflated claim payments and which may affect future results from this business for the Company, constitute violations of the Treaty on Encouragement and Reciprocal Protection of Investments between the Argentine Republic and the United States of America, dated November 14, 1991 (the "Treaty"). The Company has filed a request for arbitration of its dispute relating to these violations pursuant to the Washington Convention of 1965 on the Settlement of Investment Disputes under the auspices of the International Centre for Settlement of Investment Disputes of the World Bank (the "ICSID Arbitration"). The request for arbitration was officially registered in November of 2004.

In addition, because of the regulatory action that has accelerated payment of the deferred disability claims, during the third quarter of 2004, the Company formally notified the Administradoras de Fondos de Jubilaciones y Pensiones ("AFJP") ceding companies that it will no longer make claim payments it believes to be artificially inflated, as it has been doing for some time under a reservation of rights, but rather will pay claims only on the basis of the market value of the AFJP fund units. This formal notification could result in litigation or arbitrations in the future. In the second quarter of 2005, the Company increased the amount of liabilities associated with the AFJP business by \$24.0 million, so that the overall amount of the liabilities reflects the Company's current estimate of the value of its obligations. The Company commuted a treaty with one of its larger clients during the second quarter of 2005 and is in discussions with the remaining clients regarding settlement of all obligations under the remaining treaties. While it is not feasible to predict or determine the ultimate outcome of the contemplated ICSID Arbitration, or litigation or arbitrations that may occur in Argentina in the future, or provide reasonable ranges of potential losses if the Argentine government continues with its present course of action, it is the opinion of management, after consultation with counsel, that their outcomes, after consideration of the provisions made in the Company's financial statements, would not have a material adverse effect on its consolidated financial position. However, it is possible that an adverse outcome could, from time to time, have a material adverse effect on the Company's consolidated net income or cash flows in particular quarterly or annual periods.

#### 6. EMPLOYEE BENEFIT PLANS

The components of net periodic benefit costs were as follows (dollars in thousands):

	FOR THE THREE MONTHS ENDED JUNE 30,		FOR THE SIX MONTHS ENDED JUNE 30,	
	2005	2004	2005	2004
	-----	-----	-----	-----
NET PERIODIC PENSION BENEFIT COST:				
Service cost	\$ 475	\$ 442	\$ 1,023	\$ 884
Interest cost	412	315	794	631
Expected return on plan assets	(278)	(194)	(578)	(386)
Amortization of prior service cost	6	9	15	18
Amortization of prior actuarial loss	137	43	177	85
	-----	-----	-----	-----
Net periodic pension benefit cost	\$ 752	\$ 615	\$ 1,431	\$ 1,232
	=====	=====	=====	=====
NET PERIODIC OTHER BENEFITS COST:				
Service cost	\$ 102	\$ 94	\$ 205	\$ 188
Interest cost	99	91	198	182
Expected return on plan assets	--	--	--	--
Amortization of prior service cost	--	--	--	--
Amortization of prior actuarial loss	18	18	35	36
	-----	-----	-----	-----
Net periodic other benefits cost	\$ 219	\$ 203	\$ 438	\$ 406
	=====	=====	=====	=====

The Company paid \$1.7 million in pension contributions during the first quarter of 2005 and expects this to be the only contribution for the year.

## 7. FINANCING ACTIVITIES

On June 7, 2005, the Company entered into a revolving credit facility whereby it may borrow (pound)15.0 million. The Company immediately borrowed (pound)15.0 million under the facility, using the funds to repay the outstanding debt under a credit facility held by the Company's wholly-owned subsidiary, RGA Holdings Limited, which expired during the second quarter. The capacity and payment schedule are the same and the interest rate is comparable to the expired facility. At June 30, 2005 the maximum amount of borrowings (approximately \$26.9 million) were outstanding under this credit facility.

## 8. NEW ACCOUNTING STANDARDS

In June 2005, the Financial Accounting Standards Board ("FASB") completed its review of Emerging Issues Task Force ("EITF") Issue No. 03-1, The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments ("EITF 03-1"). EITF 03-1 provides accounting guidance regarding the determination of when an impairment of debt and marketable equity securities and investments accounted for under the cost method should be considered other-than-temporary and recognized in income. EITF 03-1 also requires certain quantitative and qualitative disclosures for debt and marketable equity securities classified as available-for-sale or held-to-maturity under SFAS No. 115, Accounting for Certain Investments in Debt and Equity Securities ("SFAS 115"), that are impaired at the balance sheet date but for which an other-than-temporary impairment has not been recognized. The FASB decided not to provide additional guidance on the meaning of other-than-temporary impairment but will issue FASB Staff Position Paper ("FSP") 115-1, The Meaning of Other-Than-Temporary Impairment and its Application to Certain Investments ("FSP 115-1"), superceding EITF 03-1 and EITF Topic D-44, Recognition of Other-Than-Temporary Impairment on the Planned Sale of a Security Whose Cost Exceeds Fair Value ("Topic D-44"). FSP 115-1 will nullify the accounting guidance on the determination of whether an investment is other-than-temporarily impaired as set forth in paragraphs 10-18 of EITF 03-1 and replace those paragraphs with references to already existing guidance. FSP 115-1 will also clarify and codify the guidance set forth in Topic D-44. FSP 115-1 is effective for other-than-temporary impairment analysis conducted in periods beginning after September 15, 2005. The Company has complied with the disclosure requirements of EITF 03-1, which were effective December 31, 2003 and remain in effect. Therefore, FSP 115-1 is not expected to have a material impact on the Company's unaudited interim condensed consolidated financial statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and SFAS No. 3 ("SFAS 154"). The Statement is a result of a broader effort by the FASB to converge standards with the International Accounting Standards Board ("IASB"). The Statement requires retrospective application to prior periods' financial statements for a voluntary change in accounting principle unless it is impracticable. It also requires that a change in method of depreciation, amortization, or depletion for long-lived, nonfinancial assets be accounted for as a change in accounting estimate rather than a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. SFAS 154 is not expected to have a material impact on the Company's unaudited interim condensed consolidated financial statements.

In December 2004, the FASB revised SFAS No. 123 "Accounting for Stock Based Compensation" ("SFAS 123") to "Share-Based Payment" ("SFAS 123(r)"). SFAS 123(r) provides additional guidance on determining whether certain financial instruments awarded in share-based payment transactions are liabilities. SFAS 123(r) also requires that the cost of all share-based transactions be recorded in the financial statements. The revised pronouncement will be adopted by the Company during the first quarter of 2006. The Company expects SFAS 123(r) will increase compensation expense by approximately \$1.1 million in 2006.

In July 2003, the Accounting Standards Executive Committee issued Statement of Position ("SOP") 03-1, "Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts." SOP 03-1 provides guidance on separate account presentation and valuation, the accounting for sales inducements and the classification and valuation of long-duration contract liabilities. The Company adopted the provisions of SOP 03-1 on January 1, 2004, recording a charge of \$361 thousand, net of income taxes.

9. METLIFE ANNOUNCEMENTS

On January 31, 2005, MetLife announced an agreement to purchase Travelers Life & Annuity and substantially all of Citigroup's international insurance business. To help finance that transaction, MetLife indicated that it would consider select asset sales, including its holdings of RGA's common stock. On April 22, 2005, MetLife further announced that since January 31, it had entered into agreements for the sale of certain assets, and determined that it has sufficient alternate means of financing the acquisition so that it does not expect to sell its interest in RGA to generate funds for that acquisition.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### OVERVIEW

Our primary business is life reinsurance, which involves reinsuring life insurance policies that are often in force for the remaining lifetime of the underlying individuals insured, 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, lapses or surrenders of underlying policies, deaths of policyholders, and the exercise of recapture options by ceding companies.

We derive revenues primarily from renewal premiums from existing reinsurance treaties, new business premiums from existing or new reinsurance treaties, income earned on invested assets, and fees earned from financial reinsurance transactions. We believe that industry trends have not changed materially from those discussed in our 2004 Annual Report.

Our profitability primarily depends on the volume and amount of death claims incurred and our ability to adequately price the risks we assume. While death claims are reasonably predictable over a period of many years, claims become less predictable over shorter periods and are subject to significant fluctuation from quarter to quarter and year to year. Effective July 1, 2003, we increased the maximum amount of coverage that we retain per life from \$4 million to \$6 million. This increase does not affect business written prior to July 1, 2003. Claims in excess of this retention amount are retroceded to retrocessionaires; however, we remain fully liable to the ceding company, our customer, for the entire amount of risk we assume. The increase in our retention limit from \$4 million to \$6 million reduces the amount of premiums we pay to our retrocessionaires, but increases the maximum impact a single death claim can have on our results and therefore may result in additional volatility to our results from operations. We believe our sources of liquidity are sufficient to cover the potential increase in claims payments on both a short-term and long-term basis.

We measure performance based on income or loss from continuing operations before income taxes for each of our five segments. Our U.S., Canada, Asia Pacific and Europe & South Africa operations provide traditional life reinsurance to clients. Our U.S. operations also provide asset-intensive and financial reinsurance products. We also provide insurers with critical illness reinsurance in our Canada, Asia Pacific and Europe & South Africa operations. Asia Pacific operations provide a limited amount of financial reinsurance. The Corporate and Other segment results include the corporate investment activity, general corporate expenses, interest expense of RGA, RGA Technology Partners, Inc., a wholly-owned subsidiary that develops and markets technology solutions, Argentine business in run-off and the provision for income taxes. Our discontinued accident and health operations are not reflected in our results from continuing operations.

### RESULTS OF OPERATIONS

Consolidated income from continuing operations before income taxes decreased \$72.8 million, or 69.1%, and \$67.1 million, or 33.5%, for the second quarter and first six months of 2005, respectively. The decrease was primarily due to high claims levels in the U.S. and the UK along with an increase to reserves for the Argentine pension business, which is currently in run-off. Consolidated net premiums increased \$134.0 million, or 16.8%, and \$222.0 million, or 13.8% during the second quarter and first six months of 2005.

Consolidated investment income, net of related expenses, increased \$12.1 million, or 9.0%, and \$35.6 million, or 13.3%, during the second quarter and first six months of 2005, respectively, primarily due to a larger invested asset base. Invested assets as of June 30, 2005 totaled \$11.2 billion, a 19.3% increase over June 30, 2004. The average yield earned on investments excluding funds withheld increased to 5.99% during the second quarter of 2005 from 5.79% for the second quarter of 2004. The average yield will vary from quarter to quarter and year to year depending on a number of variables, including the prevailing interest rate and credit spread environment and changes in the mix of our underlying investments. Investment income and a portion of realized gains (losses) are allocated to the segments based upon average assets and related capital levels deemed appropriate to support the segment business volumes.

The effective tax rate on a consolidated basis was 22.8% for the second quarter of 2005, compared to 35.1% for the prior-year period. The lower rate in the current period was due to the utilization of tax loss carryforwards of \$2.7 million, for which no prior financial statement benefit had been taken.

## CRITICAL ACCOUNTING POLICIES

Our accounting policies are described in Note 2 in the 2004 Annual Report. We believe our most critical accounting policies include the capitalization and amortization of deferred acquisition costs; the establishment of liabilities for future policy benefits, other policy claims and benefits, including incurred but not reported claims; the valuation of investment impairments; and the establishment of arbitration or litigation reserves. The balances of these accounts are significant to our financial position and require extensive use of assumptions and estimates, particularly related to the future performance of the underlying business.

Additionally, for each of our reinsurance contracts, we must determine if the contract provides indemnification against loss or liability relating to insurance risk, in accordance with applicable accounting standards. We must review all contractual features, particularly those that may limit the amount of insurance risk to which the Company is subject or features that delay the timely reimbursement of claims. If we determine that the possibility of a significant loss from insurance risk will occur only under remote circumstances, we record the contract under a deposit method of accounting with the net amount receivable or payable reflected in other reinsurance assets or liabilities on the consolidated balance sheets. Fees earned on the contracts are reflected as other revenues, as opposed to net premiums, on the consolidated statements of income.

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. Deferred policy acquisition costs ("DAC") reflect our expectations about the future experience of the business in force and include commissions and allowances as well as certain costs of policy issuance and underwriting. Some of the factors that can affect the carrying value of DAC include mortality assumptions, interest spreads and policy lapse rates. We perform periodic tests to determine that DAC remains recoverable, and the cumulative amortization is re-estimated and, if necessary, adjusted by a cumulative charge or credit to current operations.

Liabilities for future policy benefits under long-term life insurance policies (policy reserves) are computed based upon expected investment yields, mortality and withdrawal (lapse) rates, and other assumptions, including a provision for adverse deviation from expected claim levels. We primarily rely on our own valuation and administration systems to establish policy reserves. The policy reserves we establish may differ from those established by the ceding companies due to the use of different mortality and other assumptions. However, we rely upon our clients to provide accurate data, including policy-level information, premiums and claims, which is the primary information used to establish reserves. Our administration departments work directly with our clients to help ensure information is submitted by them in accordance with the reinsurance contracts. Additionally, we perform periodic audits of the information provided by ceding companies. We establish reserves for processing backlogs with a goal of clearing all backlogs within a ninety-day period. The backlogs are usually due to data errors we discover or computer file compatibility issues, since much of the data reported to us is in electronic format and is uploaded to our computer systems.

We periodically review actual historical experience and relative anticipated experience compared to the assumptions used to establish aggregate policy reserves. Further, we establish premium deficiency reserves if actual and anticipated experience indicates that existing aggregate policy reserves together with the present value of future gross premiums are not sufficient to cover the present value of future benefits, settlement and maintenance costs and to recover unamortized acquisition costs. The premium deficiency reserve is established through a charge to income, as well as a reduction to unamortized acquisition costs and, to the extent there are no unamortized acquisition costs, an increase to future policy benefits. Because of the many assumptions and estimates used in establishing reserves and the long-term nature of our reinsurance contracts, the reserving process, while based on actuarial science, is inherently uncertain. If our assumptions, particularly on mortality, are not accurate, our reserves may not be adequate to pay claims and there could be a material adverse effect on our results of operations and financial condition.

Other policy claims and benefits include claims payable for incurred but not reported losses, which are determined using case-basis estimates and lag studies of past experience. These estimates are periodically reviewed and any adjustments to such estimates, if necessary, are reflected in current operations. The time lag from the date of the claim or death to the date when the ceding company reports the claim to us can vary significantly by ceding

company and business segment, but generally averages around 2.5 months on a consolidated basis. We update our analysis of incurred but not reported claims, including lag studies, on a quarterly basis and adjust our claim liabilities accordingly. The adjustments in a given period are generally not significant relative to the overall policy liabilities and may result in an increase or decrease in liabilities.

We primarily invest in fixed maturity securities. We monitor our fixed maturity securities to determine potential impairments in value. In conjunction with our external investment managers, we evaluate factors such as the financial condition of the issuer, payment performance, the extent to which the market value has been below amortized cost, compliance with covenants, general market and industry sector conditions, the intent and ability to hold securities, and various other subjective factors. Securities, based on management's judgments, with an other-than-temporary impairment in value are written down to management's estimate of fair value.

Differences in actual experience compared with the assumptions and estimates utilized in the justification of the recoverability of DAC, in establishing reserves for future policy benefits and claim liabilities, or in the determination of other-than-temporary impairments to investment securities can have a material effect on our results of operations and financial condition.

The Company is currently a party to various litigation and arbitrations. While it is not feasible to predict or determine the ultimate outcome of the pending litigation or arbitrations or even provide reasonable ranges of potential losses, it is the opinion of management, after consultation with counsel, that the outcomes of such litigation and arbitrations, after consideration of the provisions made in the Company's consolidated financial statements, would not have a material adverse effect on its consolidated financial position. However, it is possible that an adverse outcome could, from time to time, have a material adverse effect on the Company's consolidated net income or cash flows in particular quarterly or annual periods. See Note 20, "Discontinued Operations" of the 2004 Annual Report for more information.

Further discussion and analysis of the results for 2005 compared to 2004 are presented by segment. Certain prior-year amounts have been reclassified to conform to the current-year presentation. References to income before income taxes exclude the effects of discontinued operations and the cumulative effect of changes in accounting principles.

#### U.S. OPERATIONS

U.S. operations consist of two major sub-segments: Traditional and Non-Traditional. The Traditional sub-segment primarily specializes in mortality-risk reinsurance. The Non-traditional category consists of Asset-Intensive and Financial Reinsurance.

FOR THE THREE MONTHS ENDED JUNE 30, 2005 (IN THOUSANDS)

	TRADITIONAL	NON-TRADITIONAL ASSET- INTENSIVE	FINANCIAL REINSURANCE	TOTAL U.S. OPERATIONS
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 574,795	\$ 1,117	\$ --	\$ 575,912
Investment income, net of related expenses	59,475	42,545	(8)	102,012
Investment related gains (losses), net	1,632	(1,844)	--	(212)
Change in value of embedded derivatives	--	(19,917)	--	(19,917)
Other revenues	933	2,797	7,854	11,584
	-----	-----	-----	-----
Total revenues	636,835	24,698	7,846	669,379
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	497,019	4,934	--	501,953
Interest credited	14,303	23,730	--	38,033
Policy acquisition costs and other insurance expenses	84,732	12,141	2,946	99,819
Change in deferred acquisition costs associated with change in value of embedded derivatives	--	(13,604)	--	(13,604)
Other operating expenses	10,041	1,236	1,345	12,622
	-----	-----	-----	-----
Total benefits and expenses	606,095	28,437	4,291	638,823
	-----	-----	-----	-----
Income (loss) before income taxes	\$ 30,740	\$ (3,739)	\$ 3,555	\$ 30,556
	=====	=====	=====	=====

FOR THE THREE MONTHS ENDED JUNE 30, 2004 (IN THOUSANDS)

	TRADITIONAL	NON-TRADITIONAL ASSET- INTENSIVE	FINANCIAL REINSURANCE	TOTAL U.S.
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 530,129	\$ 1,190	\$ --	\$ 531,319
Investment income, net of related expenses	53,974	47,495	72	101,541
Investment related gains (losses), net	3,662	(821)	--	2,841
Change in value of embedded derivatives	--	17,472	--	17,472
Other revenues	931	1,907	6,958	9,796
	-----	-----	-----	-----
Total revenues	588,696	67,243	7,030	662,969
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	429,423	3,246	--	432,669
Interest credited	12,117	31,704	--	43,821
Policy acquisition costs and other insurance expenses	72,714	8,484	2,280	83,478
Change in deferred acquisition costs associated with change in value of embedded derivatives	--	13,293	--	13,293
Other operating expenses	11,341	1,028	1,529	13,898
	-----	-----	-----	-----
Total benefits and expenses	525,595	57,755	3,809	587,159
Income before income taxes	\$ 63,101	\$ 9,488	\$ 3,221	\$ 75,810
	=====	=====	=====	=====

FOR THE SIX MONTHS ENDED JUNE 30, 2005 (IN THOUSANDS)

	TRADITIONAL	NON-TRADITIONAL ASSET- INTENSIVE	FINANCIAL REINSURANCE	TOTAL U.S.
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 1,141,689	\$ 2,341	\$ --	\$ 1,144,030
Investment income, net of related expenses	114,706	100,817	33	215,556
Investment related gains, net	1,209	1,660	--	2,869
Change in value of embedded derivatives	--	2,644	--	2,644
Other revenues	1,854	3,844	15,158	20,856
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Total revenues	1,259,458	111,306	15,191	1,385,955
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	980,280	3,250	2	983,532
Interest credited	28,310	63,981	--	92,291
Policy acquisition costs and other insurance expenses	155,749	25,510	5,570	186,829
Change in deferred acquisition costs associated with change in value of embedded derivatives	--	2,104	--	2,104
Other operating expenses	19,303	2,574	2,782	24,659
	-----	-----	-----	-----
Total benefits and expenses	1,183,642	97,419	8,354	1,289,415
Income before income taxes	\$ 75,816	\$ 13,887	\$ 6,837	\$ 96,540
	=====	=====	=====	=====

FOR THE SIX MONTHS ENDED JUNE 30, 2004 (IN THOUSANDS)

	TRADITIONAL	NON-TRADITIONAL		TOTAL
		ASSET- INTENSIVE	FINANCIAL REINSURANCE	U.S.
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 1,061,340	\$ 2,372	\$ --	\$ 1,063,712
Investment income, net of related expenses	108,027	92,962	115	201,104
Investment related gains (losses), net	11,220	(677)	--	10,543
Change in value of embedded derivatives	--	18,994	--	18,994
Other revenues	2,265	3,577	13,338	19,180
	-----	-----	-----	-----
Total revenues	1,182,852	117,228	13,453	1,313,533
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	860,314	2,225	--	862,539
Interest credited	24,195	66,198	--	90,393
Policy acquisition costs and other insurance expenses	148,145	16,129	4,574	168,848
Change in deferred acquisition costs associated with change in value of embedded derivatives	--	17,493	--	17,493
Other operating expenses	23,065	2,187	2,951	28,203
	-----	-----	-----	-----
Total benefits and expenses	1,055,719	104,232	7,525	1,167,476
Income before income taxes	\$ 127,133	\$ 12,996	\$ 5,928	\$ 146,057
	=====	=====	=====	=====

Income before income taxes for the U.S. operations segment totaled \$30.6 million and \$96.5 million for the second quarter and first six months of 2005, respectively, compared to \$75.8 million and \$146.1 million for comparable prior-year periods. The decrease in income can be largely attributed to the unfavorable mortality experienced year to date in this segment.

#### Traditional Reinsurance

The U.S. Traditional sub-segment provides life reinsurance to domestic clients for a variety of life products through yearly renewable term, coinsurance and modified coinsurance agreements. These reinsurance arrangements may be either facultative or automatic agreements. During the second quarter and first six months of 2005, this sub-segment added \$48.3 billion and \$84.3 billion face amount, respectively, of new business compared to \$51.7 billion and \$95.9 billion for the same periods in 2004. Management believes industry consolidation and the trend toward reinsuring mortality risks should continue to provide opportunities for growth.

Income before income taxes for U.S. Traditional reinsurance decreased 51.3% and 40.4% for the second quarter and first six months of 2005, respectively. This decrease was primarily due to unfavorable mortality experience. Claims and other policy benefits, as a percentage of net premiums (loss ratios), were 86.5% for the second quarter and 85.9% for the first six months of 2005. The loss ratios for the same periods prior year were 81.0% and 81.1%, respectively. An increase in the severity of claims was the primary contributor to this increased loss ratio.

Net premiums for U.S. Traditional reinsurance increased 8.4% and 7.6% for the second quarter and first six months of 2005, respectively. This increase in net premiums was driven by the growth of total U.S. business in force, which totaled just over \$1.0 trillion as of June 30, 2005, a 5.8% increase over the amount in force on June 30, 2004.

Investment income and realized investment gains and losses are allocated to the various operating segments based on average assets and related capital levels deemed appropriate to support the segment business volumes. Investment performance varies with the composition of investments and the relative allocation of capital to the operating segments. During the second quarter of 2005, investment income in the segment totaled \$59.5 million, a 10.2% increase over same period prior year. Year to date in 2005, investment income grew 6.2% over the first six months of 2004.

Mortality experience for the second quarter and first six months of 2005 was unfavorable, due primarily to the severity of claims in excess of \$1.0 million. Death claims are reasonably predictable over a period of many years,



but are less predictable over shorter periods and are subject to significant fluctuation. We do not expect this adverse claims experience to continue on an ongoing basis.

Interest credited relates to amounts credited on cash value products, which have a significant mortality component. The amount of interest credited fluctuates in step with changes in deposit levels, cash surrender values and investment performance. Income before income taxes is affected by the spread between the investment income and the interest credited on the underlying products. Interest credited expense for the second quarter and first six months of 2005 totaled \$14.3 million and \$28.3 million, respectively, compared to \$12.1 million and \$24.2 million for the same periods in 2004.

Policy acquisition costs and other insurance expenses, as a percentage of net premiums, were 14.7% during the second quarter and 13.6% for the first six months of 2005. Comparable ratios for second quarter and the first six months of 2004 were 13.7% and 14.0%, respectively. Overall, these ratios are expected to fluctuate due to varying allowance levels within coinsurance-type arrangements, as well as the amortization pattern of previously capitalized amounts, which are subject to the form of the reinsurance agreement and the underlying insurance policies. Additionally, the mix of first year coinsurance business versus yearly renewable term business can cause the percentage to fluctuate from period to period.

Other operating expenses, as a percentage of net premiums, were 1.7% during the second quarter and first six months of 2005, a slight decrease from 2.1% and 2.2% in the prior-year periods. The first six months of 2004 reflect expenses associated with transferring the Allianz business to RGA. The expense ratio is expected to fluctuate slightly from period to period, however, the size and maturity of the U.S. operations segment indicates it should remain reasonably constant over the long term.

#### Asset-Intensive Reinsurance

The U.S. Asset-Intensive sub-segment assumes investment risk within underlying annuities and corporate-owned life insurance policies. Most of these agreements are coinsurance, coinsurance with funds withheld or modified coinsurance of non-mortality risks whereby we recognize profits or losses primarily from the spread between the investment income and the interest credited on the underlying deposit liabilities.

In accordance with the provisions of SFAS No. 133 Implementation Issue No. B36, "Embedded Derivatives: Modified Coinsurance Arrangements and Debt Instruments That Incorporate Credit Risk Exposures That Are Unrelated or Only Partially Related to the Creditworthiness of the Obligor under Those Instruments" ("Issue B36"), we recorded a change in value of embedded derivatives of \$(19.9) million and \$2.6 million within revenues for the second quarter and first six months of 2005, respectively and \$(13.6) million and \$2.1 million of amortization of related deferred acquisition costs.

The Asset Intensive business reported a loss for the second quarter equal to \$(3.7) million and a gain of \$13.9 million for the first six months of 2005. Comparable figures for the same periods 2004 were \$9.5 million and \$13.0 million, respectively. The decrease in income from quarter to quarter is primarily attributed to the change in fair value of embedded derivatives. This decrease of \$10.5 million represents 79.3% of the change in net income from second quarter 2004.

Total revenues decreased \$42.5 million from second quarter 2004, and \$5.9 million from the first six months of 2004. Contributing to this decline were a decrease in investment income and a decrease in the fair value of embedded derivatives. Investment income decreased \$5.0 million and the fair value of embedded derivatives decreased \$37.4 million from the second quarter of 2004. Year to date, investment income is up \$7.9 million, but is offset by the change in derivatives which is down \$16.3 million from same period in the prior year. The decline in investment income in the second quarter of 2005 is related to option income on a funds withheld agreements and is offset by a decrease in interest credited. The fair value of embedded derivatives is tied primarily to movements in credit spreads; therefore the value may fluctuate significantly.

Total expenses, which are comprised primarily of interest credited, policy benefits, and acquisition costs decreased \$29.3 million, or 50.8%, during the second quarter of 2005 compared to the same period in 2004. This decrease is primarily the result of the change in the amortization of deferred acquisition costs relating to Issue B36. Expenses relating to Issue B36 decreased \$26.9 million from second quarter 2004. As stated above, significant fluctuations may occur as the fair value of the derivatives is tied primarily to movements in the credit spreads affecting the underlying funds withheld investment portfolios. In addition to the change attributable to Issue B36, interest

credited expense also decreased from second quarter 2004. This decrease is primarily offset by a decrease in investment income associated with a reduction in the market value of options within a funds withheld portfolio.

The average invested asset base supporting this segment grew from \$3.2 billion in the second quarter of 2004 to \$3.8 billion for the second quarter of 2005. The growth in the asset base is primarily driven by new business written on one existing annuity treaty. Invested assets outstanding as of June 30, 2005 and 2004 were \$3.8 billion and \$3.3 billion, of which \$2.1 billion and \$2.2 billion were funds withheld at interest, respectively. Of the \$2.1 billion total funds withheld balance, 83.8% of the balance is associated with one client.

#### Financial Reinsurance

The U.S. Financial Reinsurance sub-segment income consists primarily of net fees earned on financial reinsurance transactions. The majority of the financial reinsurance transactions assumed by the Company are retroceded to other insurance companies. 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. Fees are also earned on brokered business in which the Company does not participate in the assumption of the financial reinsurance. This income is reflected in other revenues.

Income before income taxes increased \$0.3 million, or 10.4%, during the second quarter of 2005 compared to the same period in 2004 and \$0.9 million or 15.3% for the first six months of 2005 compared to same period in the prior year. This increase was largely due to two new transactions recorded in the second half of 2004.

At June 30, 2005 and 2004, the amount of reinsurance provided, as measured by pre-tax statutory surplus, was \$1.8 billion and \$1.2 billion, respectively. The pre-tax statutory surplus includes all business assumed or brokered by the Company. Fees earned from this business can vary significantly depending on the size of the transactions and the timing of their completion and therefore can fluctuate from period to period.

#### CANADA OPERATIONS

The Company conducts reinsurance business in Canada through RGA Life Reinsurance Company of Canada ("RGA Canada"), a wholly-owned subsidiary. RGA Canada assists clients with capital management activity and mortality risk management, and is primarily engaged in traditional individual life reinsurance, as well as group reinsurance and non-guaranteed critical illness products.

(in thousands)	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
<b>REVENUES:</b>				
Net premiums	\$ 76,854	\$ 61,830	\$150,610	\$121,978
Investment income, net of related expenses	28,813	23,437	57,573	47,417
Investment related gains, net	2,381	6,869	3,215	8,178
Other revenues	19	31	53	69
	-----	-----	-----	-----
Total revenues	108,067	92,167	211,451	177,642
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	74,251	59,499	142,897	118,865
Interest credited	252	418	609	795
Policy acquisition costs and other insurance expenses	9,665	8,278	16,378	15,361
Other operating expenses	3,620	2,761	7,079	5,490
	-----	-----	-----	-----
Total benefits and expenses	87,788	70,956	166,963	140,511
Income before income taxes	\$ 20,279	\$ 21,211	\$ 44,488	\$ 37,131
	=====	=====	=====	=====

Income before income taxes decreased by \$0.9 million, or 4.4%, and increased by \$7.4 million, or 19.8%, in the second quarter and first six months of 2005, respectively. The decrease in the second quarter of 2005 was primarily

related to a decrease in the realized investment gains of \$4.5 million, or 65.3%, offset by favorable mortality experience in the current year. The increase in the first six months of 2005 was primarily the result of favorable mortality experience in the current year, offset by a decrease in realized investment gains of \$5.0 million, or 60.7%. In addition, the Canadian dollar was stronger against the U.S. dollar in 2005 than in 2004, causing an increase in 2005 of \$1.8 million, or 8.6%, and \$3.6 million, or 8.1%, in the second quarter and first six months, respectively, in income before income taxes.

Net premiums increased by \$15.0 million, or 24.3%, and \$28.6 million, or 23.5%, in the second quarter and first six months of 2005, respectively. The increase is primarily due to new business from new and existing treaties. In addition, a stronger Canadian dollar resulted in an increase in net premiums of \$6.4 million and \$11.5 million in the second quarter and the first six months, respectively, in 2005 relative to 2004. Premium levels are significantly influenced by large transactions, mix of business and reporting practices of ceding companies and therefore can fluctuate from period to period.

Net investment income increased \$5.4 million, or 22.9%, and \$10.2 million, or 21.4%, in the second quarter and the first six months of 2005, respectively. Investment performance varies with the composition of investments. In the second quarter of 2005, the increase in investment income was mainly the result of a stronger Canadian dollar, which resulted in an increase of \$2.3 million, an increase in the invested asset base due to operating cash flows on traditional reinsurance, which resulted in an increase of \$0.8 million, and interest on an increasing amount of funds withheld at interest related to one treaty, which resulted in an increase of \$0.6 million. In the first six months of 2005, the increase in investment income was mainly the result of a stronger Canadian dollar, which resulted in an increase of \$4.2 million, an increase in the invested asset base due to operating cash flows on traditional reinsurance, which resulted in an increase of \$1.9 million, and interest on an increasing amount of funds withheld at interest related to one treaty, which resulted in an increase of \$1.1 million. Investment income also includes an allocation to the segments based upon average assets and related capital levels deemed appropriate to support business volumes. The amount of investment income allocated to the Canadian operations was \$1.8 million and \$3.8 million in the second quarter and first six months of 2005, respectively, compared to \$1.1 million and \$2.5 million in the comparable prior-year periods.

Loss ratios for this segment were 96.6% and 94.9% in the second quarter and first six months of 2005, respectively, compared to 96.2% and 97.4% in the comparable prior-year periods. The lower loss ratio for the first six months of 2005 is primarily due to better mortality experience compared to the prior year. Historically, the loss ratio increased primarily as the result of several large permanent level premium in-force blocks assumed in 1998 and 1997. These blocks are mature blocks of permanent level premium business in which mortality as a percentage of net premiums is expected to be higher than the historical ratios. The nature of level premium permanent policies requires the Company to set up actuarial liabilities and invest the amounts received in excess of early-year mortality costs to fund claims in the later years when premiums, by design, continue to be level as compared to expected increasing mortality or claim costs. Claims and other policy benefits, as a percentage of net premiums and investment income were 70.3% and 68.6% in the second quarter and first six months of 2005, respectively, compared to 69.8% and 70.2% in the comparable prior-year periods. Death claims are reasonably predictable over a period of many years, but are less predictable over shorter periods and are subject to significant fluctuation.

Policy acquisition costs and other insurance expenses as a percentage of net premiums totaled 12.6% and 10.9% in the second quarter and first six months of 2005, respectively, compared to 13.4% and 12.6% in the prior-year periods. Policy acquisition costs and other insurance expenses as a percentage of net premiums vary from period to period primarily due to the mix of the business in the segment.

Other operating expenses increased \$0.9 million, or 31.1%, and \$1.6 million, or 28.9%, in the second quarter and first six months of 2005, respectively. The increase in 2005 is primarily attributable to the strengthening of the Canadian dollar.

#### EUROPE & SOUTH AFRICA OPERATIONS

The segment provides life reinsurance for a variety of products through yearly renewable term and coinsurance agreements, and reinsurance of accelerated critical illness coverage (pays on the earlier of death or diagnosis of a

pre-defined critical illness). Reinsurance agreements may be either facultative or automatic agreements covering primarily individual risks and in some markets, group risks.

(in thousands)	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 132,972	\$ 118,887	\$ 274,330	\$ 236,090
Investment income, net of related expenses	2,353	863	4,908	2,407
Investment related gains (losses), net	(107)	1,143	(64)	4,302
Other revenues	69	444	121	882
	-----	-----	-----	-----
Total revenues	135,287	121,337	279,295	243,681
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	112,117	73,809	208,449	155,806
Interest credited	190	--	553	--
Policy acquisition costs and other insurance expenses	22,120	29,842	48,516	58,873
Other operating expenses	7,118	5,524	12,778	10,206
Interest expense	383	333	882	707
	-----	-----	-----	-----
Total benefits and expenses	141,928	109,508	271,178	225,592
Income (loss) before income taxes	\$ (6,641)	\$ 11,829	\$ 8,117	\$ 18,089
	=====	=====	=====	=====

Income (loss) before income taxes was \$(6.6) million during the second quarter of 2005 as compared to \$11.8 million during the second quarter of 2004, and \$8.1 million for the first six months of 2005 as compared to \$18.1 million for the first six months of 2004. The decrease was primarily the result of adverse mortality experience in the UK.

Net premiums increased \$14.1 million, or 11.8%, during the second quarter compared to the same period last year, and increased \$38.2 million or 16.2% during the six months ended June 30, 2005 compared to the same period last year. This increase was primarily the result of new business from both existing treaties and new treaties, augmented by the translation effects of a generally weaker U.S. dollar. Several foreign currencies, particularly the British pound, the euro, and the South African rand strengthened against the U.S. dollar. Stronger local currencies contributed approximately \$3.2 million and \$8.5 million to net premiums for the second quarter and first six months of 2005, respectively. Also, a portion of the growth of net premiums was due to reinsurance of accelerated critical illness, primarily in the UK. This coverage provides a benefit in the event of a death from or the diagnosis of a defined critical illness. Premiums earned during the second quarter and first six months associated with critical illness coverage totaled \$49.3 million and \$100.2 million, respectively, compared to \$41.2 million and \$86.9 million in the prior-year periods. Premium levels are significantly influenced by large transactions and reporting practices of ceding companies and therefore can fluctuate from period to period.

Investment income increased \$1.5 million for the second quarter compared to the same period in 2004, and increased \$2.5 million for the six months ended June 30, 2005 compared to the same period in 2004. This increase was primarily due to growth in the invested assets in the UK and an increase in allocated investment income. Investment income and realized investment gains and losses are allocated to the various operating segments based on average assets and related capital levels deemed appropriate to support the segment business volumes. Investment performance varies with the composition of investments and the relative allocation of capital to the operating segments.

Loss ratios increased from 62.1% for the second quarter of 2004 to 84.3% for the second quarter of 2005, and from 66.0% for the six months ended June 30, 2004 to 76.0% for the six months ended June 30, 2005. As mentioned above, adverse mortality experience in the UK contributed to the increase in the loss ratio. Death claims are

reasonably predictable over a period of many years, but are less predictable over shorter periods and are subject to significant fluctuation.

Policy acquisition costs and other insurance expenses as a percentage of net premiums were 16.6% in the second quarter of 2005 compared to 25.1% in the second quarter of 2004, and 17.7% for the six months ended June 30, 2005 compared to 24.9% for the six months ended June 30, 2004. These percentages fluctuate due to timing of client company reporting, variations in the mixture of business being reinsured and the relative maturity of the business. In addition, as the segment grows, renewal premiums, which have lower allowances than first-year premiums, represent a greater percentage of the total net premiums. Accordingly, the change in the mixture of business during the current quarter caused the loss ratio to slightly increase and caused the policy acquisition costs and other insurance expenses as a percentage of net premiums to slightly decrease.

Other operating expenses for the quarter increased from 4.6% of net premiums in 2004 to 5.4% in 2005, and for the first six months it increased from 4.3% to 4.7%. This increase was due to higher costs associated with maintaining and supporting the increase in business. The Company believes that sustained growth in net premiums should lessen the burden of start-up expenses and expansion costs over time.

#### ASIA PACIFIC OPERATIONS

The Asia Pacific segment has operations in Australia, Hong Kong, Japan, Malaysia, New Zealand, South Korea, Taiwan and mainland China. The principal types of reinsurance for this segment include life, critical care and illness, disability income, superannuation, and financial reinsurance. Superannuation is the Australian government mandated compulsory retirement savings program. Superannuation funds accumulate retirement funds for employees, and in addition, offer life and disability insurance coverage. Reinsurance agreements may be either facultative or automatic agreements covering primarily individual risks and in some markets, group risks. The Company operates multiple offices throughout the Asia Pacific region in an effort to best meet the needs of the local client companies.

(in thousands)	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
<b>REVENUES:</b>				
Net premiums	\$ 145,019	\$ 84,178	\$ 263,226	\$ 187,717
Investment income, net of related expenses	7,310	3,029	13,538	6,764
Investment related gains (losses), net	133	(149)	54	198
Other revenues	2,135	2,950	1,948	3,585
	-----	-----	-----	-----
Total revenues	154,597	90,008	278,766	198,264
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	110,617	67,380	201,277	142,225
Policy acquisition costs and other insurance expenses	22,549	11,878	46,204	33,408
Other operating expenses	7,159	5,673	11,833	10,415
Interest expense	441	383	849	725
	-----	-----	-----	-----
Total benefits and expenses	140,766	85,314	260,163	186,773
Income before income taxes	\$ 13,831	\$ 4,694	\$ 18,603	\$ 11,491
	=====	=====	=====	=====

Income before income taxes increased approximately \$9.1 million, or 194.7%, during the second quarter of 2005, and approximately \$7.1 million, or 61.9%, for the six months ended June 30, 2005, as compared to the same periods in 2004. Improved underwriting results for the Australia, New Zealand and Hong Kong markets contributed to the increases. Additionally, strengthening foreign currencies increased the segment's income before income taxes by approximately \$1.4 million for the second quarter of 2005, while the effect of changes in foreign currencies on income before income taxes for the six months ending June 30, 2005 was approximately \$2.1 million.

After consideration of the impact of foreign currencies, the increase in income before taxes was primarily the result of strong premium growth, and favorable underwriting results relative to the prior year. Net premiums grew approximately \$60.8 million, or 72.3%, during the current quarter, and approximately \$75.5 million, or 40.2% for the six months ended June 30, 2005, as compared to the same periods in 2004. This premium growth was primarily the result of continued increases in the volume of business in Australia, Japan and Korea. The reinsurance of accelerated critical illness business, primarily in Australia and Korea, contributed to the increased volume. This coverage provides a benefit in the event of a death from or the diagnosis of a defined critical illness. Net premiums earned from this coverage totaled approximately \$19.9 million and \$37.0 million for the second quarter and first six months of 2005, respectively, compared to \$9.8 million and \$18.2 million in the same periods of 2004. Premium levels are significantly influenced by large transactions and reporting practices of ceding companies and therefore can fluctuate from period to period.

Several foreign currencies, particularly the Korean won, the Australian dollar and the New Zealand dollar continued to strengthen against the U.S. dollar. The overall effect of the strengthening of local Asia Pacific segment currencies was an increase of approximately \$10.5 million in second quarter 2005 net premiums, and an increase of approximately \$13.3 million in 2005 year to date net premiums over the comparable prior-year periods.

Net investment income increased approximately \$4.3 million in the current quarter compared to the prior-year quarter, and approximately \$6.8 million for the six months ended June 30, 2005 as compared to the same period for 2004. This increase was primarily due to growth in the invested assets in Australia and favorable exchange rates, along with an increase in allocated investment income. Investment income and realized investment gains and losses are allocated to the various operating segments based on average assets and related capital levels deemed appropriate to support the segment business volumes. Investment performance varies with the composition of investments and the relative allocation of capital to the operating segments.

Other revenues, which include the profit and fees associated with financial reinsurance deals in multiple locations, decreased by approximately \$0.8 million for the second quarter of 2005, as compared to the same period in 2004, and decreased by approximately \$1.6 million for the six-month period ending June 30, 2005, as compared to the same period in 2004. The decrease was caused primarily by the termination of a significant financial reinsurance treaty in Korea.

Loss ratios were 76.3% and 80.0% for the second quarter of 2005 and 2004, respectively, and 76.5% and 75.8% for the six months ended June 30, 2005 and June 30, 2004. The current quarter loss ratio was lower than the comparable prior-year period primarily due to favorable mortality in the two largest markets, Australia and Korea. Loss ratios for the six-month period ending June 30, 2005 are slightly higher than the comparable prior year period primarily due to adverse mortality in the Japan market during the first quarter of 2005. Loss ratios for Japan were 131% for the first quarter of 2005, as compared to 88% for the first quarter of 2004. Loss ratios will fluctuate due to timing of client company reporting, variations in the mixture of business being reinsured and the relative maturity of the business. Death claims are reasonably predictable over a period of many years, but are less predictable over shorter periods and are subject to significant fluctuation.

Policy acquisition costs and other insurance expenses as a percentage of net premiums was 15.5% during the second quarter of 2005, and 17.6% for the six months ended June 30, 2005 which is relatively consistent with the 14.1% ratio for the second quarter of 2004, and the 17.8% ratio for the six months ended June 30, 2004. The ratio of policy acquisition costs and other insurance expenses as a percentage of net premiums will generally decline as the business matures, however, the percentage does fluctuate periodically due to timing of client company reporting and variations in the mixture of business being reinsured.

Other operating expenses decreased to 4.9% of net premiums in the current quarter, from 6.7% in the comparable prior-year period, and decreased to 4.5% for the six months ended June 30, 2005, from 5.5% in the comparable prior-year period. The timing of the entrance into and development of new markets in the growing Asia Pacific segment may cause other operating expenses as a percentage of net premiums to be somewhat volatile over periods of time.

## CORPORATE AND OTHER OPERATIONS

Corporate and Other revenues include investment income from invested assets not allocated to support segment operations and undeployed proceeds from the Company's capital raising efforts, in addition to unallocated realized capital gains or losses. General corporate expenses consist of unallocated overhead and executive costs and interest expense related to debt and the \$225.0 million of 5.75% mandatorily redeemable trust preferred securities. Additionally, the Corporate and Other operations segment includes results from RGA Technology Partners, Inc., a wholly-owned subsidiary that develops and markets technology solutions for the insurance industry, the Company's Argentine privatized pension business, which is currently in run-off, and an insignificant amount of direct insurance operations in Argentina.

(in thousands)	FOR THE THREE MONTHS ENDED		FOR THE SIX MONTHS ENDED	
	JUNE 30, 2005	JUNE 30, 2004	JUNE 30, 2005	JUNE 30, 2004
	-----	-----	-----	-----
<b>REVENUES:</b>				
Net premiums	\$ 597	\$ 1,094	\$ 978	\$ 1,685
Investment income, net of related expenses	5,796	5,315	11,762	10,053
Investment related gains, net	10,755	1,987	10,855	7,886
Other revenues	6,854	1,538	8,486	2,893
	-----	-----	-----	-----
Total revenues	24,002	9,934	32,081	22,517
<b>BENEFITS AND EXPENSES:</b>				
Claims and other policy benefits	28,992	1,445	29,828	2,421
Interest credited	140	93	215	162
Policy acquisition costs and other insurance expenses	3,702	681	3,904	735
Other operating expenses	7,513	7,040	14,689	14,111
Interest expense	9,071	8,826	18,049	17,648
	-----	-----	-----	-----
Total benefits and expenses	49,418	18,085	66,685	35,077
	-----	-----	-----	-----
Loss before income taxes	\$ (25,416)	\$ (8,151)	\$ (34,604)	\$ (12,560)
	=====	=====	=====	=====

Loss before income taxes increased \$17.3 million and \$22.0 million during the three- and six-month periods ended June 30, 2005, respectively. This increase was primarily due to a \$24.0 million, pretax, increase in the reserves associated with the reinsurance of Argentine pension accounts during the second quarter of 2005.

## DISCONTINUED OPERATIONS

The discontinued accident and health division reported a loss, net of taxes, of \$3.3 million for the second quarter of 2005 compared to a loss, net of taxes, of \$3.1 million for the second quarter of 2004. As of June 30, 2005, amounts in dispute or subject to audit exceed the Company's reserves by approximately \$34.8 million. 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. Management must make estimates and assumptions based on historical loss experience, changes in the nature of the business, anticipated outcomes of claim disputes and claims for rescission, 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.

## LIQUIDITY AND CAPITAL RESOURCES

### The Holding Company

RGA is a holding company whose primary uses of liquidity include, but are not limited to, the immediate capital needs of its operating companies associated with the Company's primary businesses, dividends paid by RGA to its

shareholders, interest payments on its indebtedness, and repurchases of RGA common stock under a plan approved by the board of directors. The Company has no plans to purchase additional shares at this time. The primary sources of RGA's liquidity include proceeds from its capital raising efforts, interest income on undeployed corporate investments, interest income received on surplus notes with two operating subsidiaries, and dividends from operating subsidiaries. As the Company continues its expansion efforts, RGA will continue to be dependent on these sources of liquidity.

The Company believes that it has sufficient liquidity to fund its cash needs under various scenarios that include the potential risk of the early recapture of a reinsurance treaty by the ceding company and significantly higher than expected death claims. Historically, the Company has generated positive net cash flows from operations. However, in the event of significant unanticipated cash requirements beyond normal liquidity, the Company has multiple liquidity alternatives available based on market conditions and the amount and timing of the liquidity need. These options include borrowings under committed credit facilities, secured borrowings, the ability to issue long-term debt, capital securities or common equity and, if necessary, the sale of invested assets subject to market conditions.

#### Cash Flows

The Company's net cash flows provided by operating activities for the periods ended June 30, 2005 and 2004 were \$209.2 million and \$348.8 million, respectively. Cash flows from operating activities are affected by the timing of premiums received, claims paid, and working capital changes. The \$139.6 million net decrease in operating cash flows during the six months of 2005 compared to the same period in 2004 was primarily a result of cash outflows related to claims, acquisition costs, income taxes and other operating expenses increasing more than cash inflows related to premiums and investment income. Cash from premiums and investment income increased \$58.8 million and \$37.5 million, respectively, and was offset by higher operating cash outlays of \$235.9 million during the current six-month period. The Company believes the short-term cash requirements of its business operations will be sufficiently met by the positive cash flows generated. Additionally, the Company believes it maintains a high quality fixed maturity portfolio with positive liquidity characteristics. These securities are available for sale and could be sold if necessary to meet the Company's short- and long-term obligations.

Net cash used in investing activities was \$146.1 million and \$363.1 million in the first six months of 2005 and the comparable prior-year period, respectively. The decrease in cash used in investing activities and, in particular, the sales of fixed maturity securities, are primarily related to the management of the Company's investment portfolios and the investment of excess cash generated by operating and financing activities.

Net cash used in financing activities was \$53.8 million in the first six months of 2005 and net cash provided by financing activities was \$57.6 million in the same period of 2004. This change was largely due to net withdrawals from universal life and other investment type policies and contracts of \$47.4 million during the current period compared to excess deposits of \$54.3 million in 2004.

#### Debt and Preferred Securities

As of June 30, 2005, the Company had \$403.3 million in outstanding borrowings under its debt agreements and was in compliance with all covenants under those agreements.

The Company's \$175.0 million U.S. credit facility expires in May 2006. The Company generally may not pay dividends under the credit agreement unless, at the time of declaration and payment, a default would not exist under the agreement. As of June 30, 2005, the Company had \$50.0 million outstanding under this facility at an average interest rate of 3.5%. The average interest rate on all long-term debt outstanding, excluding the Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely junior subordinated debentures of the Company ("Trust Preferred Securities"), was 6.4%. Interest is expensed on the face amount, or \$225 million, of the Trust Preferred Securities at a rate of 5.75%. During the second quarter of 2005, the Company's (pound)15.0 million credit facility expired and was replaced with a new facility with a May 2007 expiration. The capacity and payment schedule are the same and the interest rate is comparable to the expired facility. At June 30, 2005 the maximum amount of borrowings (approximately \$26.9 million) were outstanding under this credit facility.

#### Asset / Liability Management

The Company actively manages its assets using an approach that is intended to balance quality, diversification, asset/liability matching, liquidity and investment return. The goals of the investment process are to optimize after-



tax, risk-adjusted investment income and after-tax, risk-adjusted total return while managing the assets and liabilities on a cash flow and duration basis.

The Company has established target asset portfolios for each major insurance product, which represent the investment strategies intended to profitably fund its liabilities within acceptable risk parameters. These strategies include objectives for effective duration, yield curve sensitivity and convexity, liquidity, asset sector concentration and credit quality.

The Company's liquidity position (cash and cash equivalents and short-term investments) was \$192.5 million and \$184.1 million at June 30, 2005 and December 31, 2004, respectively. Liquidity needs are determined from valuation analyses conducted by operational units and are driven by product portfolios. Annual evaluations of demand liabilities and short-term liquid assets are designed to adjust specific portfolios, as well as their durations and maturities, in response to anticipated liquidity needs.

The Company occasionally enters into sales of investment securities under agreements to repurchase the same securities to help manage its short-term liquidity requirements. These transactions are reported as collateralized financings and the repurchase obligation is a component of other liabilities. There were no agreements outstanding at December 31, 2004, and at June 30, 2005.

#### Future Liquidity and Capital Needs

Based on the historic cash flows and the current financial results of the Company, subject to any dividend limitations which may be imposed by various insurance regulations, management believes RGA's cash flows from operating activities, together with undeployed proceeds from its capital raising efforts, including interest and investment income on those proceeds, interest income received on surplus notes with two operating subsidiaries, and its ability to raise funds in the capital markets, will be sufficient to enable RGA to make dividend payments to its shareholders, to make interest payments on its senior indebtedness and junior subordinated notes, to repurchase RGA common stock under the plan approved by the board of directors, and to meet its other obligations.

A general economic downturn or a downturn in the equity and other capital markets could adversely affect the market for many annuity and life insurance products. Because the Company obtains substantially all of its revenues through reinsurance arrangements that cover a portfolio of life insurance products, as well as annuities, its business would be harmed if the market for annuities or life insurance were adversely affected.

#### INVESTMENTS

The Company had total cash and invested assets of \$11.3 billion and \$9.5 billion at June 30, 2005 and 2004, respectively. 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, the Boards of Directors of the various operating companies periodically review the investment portfolios of their respective subsidiaries. RGA's Board of Directors also receives reports on material 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 earned yield on invested assets, excluding funds withheld, was 5.99% during the second quarter of 2005, compared with 5.79% for the second quarter of 2004. See "Note 5 - INVESTMENTS" in the Notes to Consolidated Financial Statements of the 2004 Annual Report for additional information regarding the Company's investments.

The Company's fixed maturity securities are invested primarily in commercial and industrial bonds, public utilities, U.S. and Canadian government securities, as well as mortgage- and asset-backed securities. As of June 30, 2005, approximately 97.6% 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 corporate securities, including commercial, industrial, finance and utility bonds, which represented approximately 59.5% and 44.7% of fixed maturity securities as of June 30, 2005 and 2004, respectively. These corporate securities had an average Standard and Poor's ("S&P") rating of "A-" at June 30, 2005.

Within the fixed maturity security portfolio, the Company holds approximately \$112.7 million in asset-backed securities at June 30, 2005, which include credit card and automobile receivables, home equity loans, manufactured housing bonds and collateralized bond obligations. The Company's asset-backed securities are diversified by issuer and contain both floating and fixed rate securities. In addition to the risks associated with floating rate securities, principal risks in holding asset-backed securities are structural, credit and capital market risks. Structural risks include the securities priority in the issuer's capital structure, the adequacy of and ability to realize proceeds from collateral, and the potential for prepayments. Credit risks include consumer or corporate credits such as credit card holders, equipment lessees, and corporate obligors. Capital market risks include general level of interest rates and the liquidity for these securities in the marketplace.

The Company monitors its fixed maturity securities to determine impairments in value and evaluates factors such as financial condition of the issuer, payment performance, the length of time and the extent to which the market value has been below amortized cost, compliance with covenants, general market conditions and industry sector, current intent and ability to hold securities and various other subjective factors. Based on management's judgment, securities determined to have an other-than-temporary impairment in value are written down to fair value. The Company did not record other-than-temporary write-downs on fixed maturity securities for the six months ending June 30, 2005. During the six months ending June 30, 2004, the Company recorded other than temporary write-downs of \$0.1 million. During the six months ended June 30, 2005, the Company sold fixed maturity securities with a fair value of \$380.1 million at a loss of \$11.3 million.

The following table presents the total gross unrealized losses for 333 fixed maturity securities and equity securities as of June 30, 2005, where the estimated fair value had declined and remained below amortized cost by the indicated amount (in thousands):

	AT JUNE 30, 2005	
	Gross Unrealized Losses	% of Total
Less than 20%	\$11,019	100%
20% or more for less than six months	-	-
20% or more for six months or greater	-	-
Total	\$11,019	100%

While all of these securities are monitored for potential impairment, the Company's experience indicates that the first two categories do not present as great a risk of impairment, and often, fair values recover over time. These securities have generally been adversely affected by overall economic conditions, primarily an increase in the interest rate environment.

The following tables presents the estimated fair values and gross unrealized losses for the 333 fixed maturity securities and equity securities that have estimated fair values below amortized cost as of June 30, 2005. These investments are presented by class and grade of security, as well as the length of time the related market value has remained below amortized cost.

AS OF JUNE 30, 2005

(in thousands)	LESS THAN 12 MONTHS		EQUAL TO OR GREATER THAN 12 MONTHS		TOTAL	
	Estimated Fair Value	Gross Unrealized Loss	Estimated Fair Value	Gross Unrealized Loss	Estimated Fair Value	Gross Unrealized Loss
<b>INVESTMENT GRADE SECURITIES:</b>						
COMMERCIAL AND INDUSTRIAL	\$ 213,719	\$ 3,701	\$ 16,244	\$380	\$ 229,963	\$ 4,081
PUBLIC UTILITIES	41,773	501	1,915	86	43,688	587
ASSET-BACKED SECURITIES	20,013	370	3,501	40	23,514	410
CANADIAN AND CANADIAN PROVINCIAL GOVERNMENTS	1,665	15	-	-	1,665	15
MORTGAGE-BACKED SECURITIES	281,925	2,094	-	-	281,925	2,094
FINANCE	136,356	1,888	14,720	339	151,076	2,227
U.S. GOVERNMENT AND AGENCIES	2,713	15	-	-	2,713	15
FOREIGN GOVERNMENTS	15,153	19	-	-	15,153	19
INVESTMENT GRADE SECURITIES	713,317	8,603	36,380	845	749,697	9,448
<b>NON-INVESTMENT GRADE SECURITIES:</b>						
COMMERCIAL AND INDUSTRIAL	8,821	218	-	-	8,821	218
PUBLIC UTILITIES	3,390	13	-	-	3,390	13
FINANCE	5,510	291	-	-	5,510	291
NON-INVESTMENT GRADE SECURITIES	17,721	522	-	-	17,721	522
TOTAL FIXED MATURITY SECURITIES	\$ 731,038	\$ 9,125	\$ 36,380	\$845	\$ 767,418	\$ 9,970
EQUITY SECURITIES	\$ 172,758	\$ 1,049	\$ -	\$ -	\$ 172,758	\$ 1,049

The Company believes that the analysis of each security whose price has been below market for twelve months or longer indicated that the financial strength, liquidity, leverage, future outlook and/or recent management actions support the view that the security was not other-than-temporarily impaired as of June 30, 2005. The unrealized losses did not exceed 18.0% on an individual security basis and are primarily a result of rising interest rates, changes in credit spreads and the long-dated maturities of the securities. Additionally, each security whose price has been below market for twelve months or longer is investment grade.

The Company's mortgage loan portfolio consists principally of investments in U.S.-based commercial offices and retail locations. The mortgage loan portfolio is diversified by geographic region and property type. All mortgage loans are performing and no valuation allowance has been established as of June 30, 2005.

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.

Funds withheld at interest comprised approximately 26.6% and 25.5% of the Company's cash and invested assets as of June 30, 2005 and December 31, 2004, respectively. 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 and managed by the ceding company, and are reflected as funds withheld at interest on RGA's balance sheet. In the event of a ceding company's insolvency, RGA would need to assert a claim on the assets supporting its reserve liabilities. However, the risk of loss to RGA is mitigated by its ability to offset amounts it owes the ceding company for claims or allowances with amounts owed to RGA from the ceding company. Interest accrues to these assets at rates defined by the treaty terms. The Company is subject to the investment performance on the withheld assets, although it does not directly control them. These assets are primarily fixed maturity investment securities and pose risks similar to the fixed maturity securities the Company owns. To mitigate this risk, the Company helps set the investment guidelines followed by the ceding company and monitors compliance. Ceding companies with funds withheld at interest had a minimum A.M. Best rating of "A-".

Other invested assets represented approximately 2.0% and 1.9% of the Company's cash and invested assets as of June 30, 2005 and December 31, 2004, respectively. Other invested assets include derivative contracts, common stock, preferred stocks and limited partnership interests. During the first quarter of 2005, the Company recorded an other-than-temporary writedown of \$1.3 million on its investments in limited partnerships due to losses in the underlying holdings. There were no other-than-temporary writedowns of investments in limited partnerships in the second quarter of 2005.

#### CONTRACTUAL OBLIGATIONS

The following table displays the Company's contractual obligations that have materially changed since December 31, 2004 (in millions):

Contractual Obligations:	PAYMENT DUE BY PERIOD				
	Total	Less than 1 Year	1 - 3 Years	4 - 5 Years	After 5 Years
Short-term debt	\$176.6	\$176.6	\$ -	\$ -	\$ -
Long-term debt	226.8	-	26.9	-	199.9
Life claims payable(1)	749.2	749.2	-	-	-
Limited partnerships	38.2	38.2	-	-	-
Structured investment contracts	26.0	6.3	11.3	8.4	-
Mortgage purchase commitments	19.9	19.9	-	-	-

(1) Included in the other policy claims and benefits line item in the condensed consolidated balance sheet.

The Company's insurance liabilities, including future policy benefits and interest sensitive contract liabilities, represent future obligations, where the timing of payment is unknown because the payment depends on an insurable event, such as the death of an insured, or policyholder behavior, such as the surrender or lapse of a policy. These future obligations are established based primarily on actuarial principles and are reflected on the Company's consolidated balance sheet, but have been excluded from the table above due to the uncertain timing of payment.

#### MORTALITY 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. In the U.S., the Company retains a maximum of \$6.0 million of coverage per individual life. For other countries, particularly those with higher risk factors or smaller books of business, the Company systematically reduces its retention. The Company 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 Company ("RGA Reinsurance"), RGA Reinsurance Company (Barbados) Ltd., or RGA Americas Reinsurance Company, Ltd. Retrocessions are arranged through the Company's retrocession pools for amounts in excess of its

retention. 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 are not rated, letters of credit or trust assets have 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.

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

The Company maintains two catastrophe insurance programs that renew on August 13th of each year. The current programs began August 13, 2004. The primary program covers all of RGA's business worldwide and provides protection for losses incurred during any event involving 10 or more insured deaths. Under this program, RGA retains the first \$50 million in claims, the catastrophe program covers the next \$30 million in claims, and RGA retains all claims in excess of \$80 million. This program covers terrorism-related losses including those due to nuclear, chemical or biological events. Under the second program, which covers events involving 5 or more insured deaths, RGA retains the first \$25 million in claims, the catastrophe program covers the next \$25 million in claims, and RGA retains all claims in excess of \$50 million. It covers only losses under U.S. guaranteed issue (corporate owned life insurance, bank owned life insurance, etc.) reinsurances and includes losses due to acts of terrorism, but excludes terrorism losses due to nuclear, chemical and/or biological events. Both programs are insured by several insurance companies and Lloyds Syndicates with no single entity providing more than \$13 million of coverage.

#### COUNTERPARTY RISK

In the normal course of business, the Company seeks to limit its exposure to reinsurance contracts by ceding a portion of the reinsurance to other insurance companies or reinsurers. Should a counterparty not be able to fulfill its obligation to the Company under a reinsurance agreement, the impact could be material to the Company's financial condition and results of operations.

#### MARKET RISK

Market risk is the risk of loss that may occur when fluctuations 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 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 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).

There has been no significant change in the Company's quantitative or qualitative aspects of market risk during the quarter ended June 30, 2005 from that disclosed in the 2004 Annual Report.

#### NEW ACCOUNTING STANDARDS

In June 2005, the FASB completed its review of EITF 03-1. EITF 03-1 provides accounting guidance regarding the determination of when an impairment of debt and marketable equity securities and investments accounted for under the cost method should be considered other-than-temporary and recognized in income. EITF 03-1 also requires certain quantitative and qualitative disclosures for debt and marketable equity securities classified as available-for-sale or held-to-maturity under SFAS 115, that are impaired at the balance sheet date but for which an other-than-

temporary impairment has not been recognized. The FASB decided not to provide additional guidance on the meaning of other-than-temporary impairment but will issue FSP 115-1, superceding EITF 03-1 and EITF Topic D-44. FSP 115-1 will nullify the accounting guidance on the determination of whether an investment is other-than-temporarily impaired as set forth in paragraphs 10-18 of EITF 03-1 and replace those paragraphs with references to already existing guidance. FSP 115-1 will also clarify and codify the guidance set forth in Topic D-44. FSP 115-1 is effective for other-than-temporary impairment analysis conducted in periods beginning after September 15, 2005. The Company has complied with the disclosure requirements of EITF 03-1, which were effective December 31, 2003 and remain in effect. Therefore, FSP 115-1 is not expected to have a material impact on the Company's unaudited interim condensed consolidated financial statements.

In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections, a replacement of APB Opinion No. 20 and SFAS No. 3. The Statement is a result of a broader effort by the FASB to converge standards with the IASB. The Statement requires retrospective application to prior periods' financial statements for a voluntary change in accounting principle unless it is impracticable. It also requires that a change in method of depreciation, amortization, or depletion for long-lived, nonfinancial assets be accounted for as a change in accounting estimate rather than a change in accounting principle. SFAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. SFAS 154 is not expected to have a material impact on the Company's unaudited interim condensed consolidated financial statements.

In December 2004, the FASB revised SFAS 123 to SFAS 123(r). SFAS 123(r) provides additional guidance on determining whether certain financial instruments awarded in share-based payment transactions are liabilities. SFAS 123(r) also requires that the cost of all share-based transactions be recorded in the financial statements. The revised pronouncement will be adopted by the Company during the first quarter of 2006. The Company expects SFAS 123(r) will increase compensation expense by approximately \$1.1 million in 2006.

In July 2003, the Accounting Standards Executive Committee issued SOP 03-1. SOP 03-1 provides guidance on separate account presentation and valuation, the accounting for sales inducements and the classification and valuation of long-duration contract liabilities. The Company adopted the provisions of SOP 03-1 on January 1, 2004, recording a charge of \$361 thousand, net of income taxes.

#### FORWARD-LOOKING AND CAUTIONARY STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 including, among others, statements relating to projections of the strategies, earnings, revenues, income or loss, ratios, future financial performance, and growth potential of Reinsurance Group of America, Incorporated and its subsidiaries (referred to in the following paragraphs as "we," "us," or "our"). The words "intend," "expect," "project," "estimate," "predict," "anticipate," "should," "believe," and other 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 important factors could cause actual results and events to differ materially from those expressed or implied by forward-looking statements including, without limitation, (1) adverse changes in mortality, morbidity or claims experience, (2) changes in our financial strength and credit ratings or those of MetLife, Inc. ("MetLife"), the beneficial owner of a majority of our common shares, or its subsidiaries, and the effect of such changes on our future results of operations and financial condition, (3) inadequate risk analysis and underwriting, (4) general economic conditions or a prolonged economic downturn affecting the demand for insurance and reinsurance in our current and planned markets, (5) the availability and cost of collateral necessary for regulatory reserves and capital, (6) market or economic conditions that adversely affect our ability to make timely sales of investment securities, (7) risks inherent in our risk management and investment strategy, including changes in investment portfolio yields due to interest rate or credit quality changes, (8) fluctuations in U.S. or foreign currency exchange rates, interest rates, or securities and real estate markets, (9) adverse litigation or arbitration results, (10) the adequacy of reserves, resources and accurate information relating to settlements, awards and terminated and discontinued lines of business, (11) the stability of and actions by governments and economies in the markets in which we operate, (12) competitive factors and competitors' responses to our initiatives, (13) the success of our clients, (14) successful execution of our entry into new markets, (15) successful development and introduction of new products and

distribution opportunities, (16) our ability to successfully integrate and operate reinsurance business that we acquire, (17) regulatory action that may be taken by state Departments of Insurance with respect to us, MetLife, or its subsidiaries, (18) our dependence on third parties, including those insurance companies and reinsurers to which we cede some reinsurance, third-party investment managers and others, (19) the threat of natural disasters or terrorist attacks anywhere in the world where we or our clients do business, (20) changes in laws, regulations, and accounting standards applicable to us, our subsidiaries, or our business, (21) the effect of our status as a holding company and regulatory restrictions on our ability to pay principal of and interest on our debt obligations, and (22) other risks and uncertainties described in this document and in our other filings with the Securities and Exchange Commission.

Forward-looking statements should be evaluated together with the many risks and uncertainties that affect our business, including those mentioned in this document and the cautionary statements described in the periodic reports we file with the SEC. These forward-looking statements speak only as of the date on which they are made. We do not undertake any obligations to update these forward-looking statements, even though our situation may change in the future. We qualify all of our forward-looking statements by these cautionary statements.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

See "Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations - Market Risk" which is included herein.

### ITEM 4. CONTROLS AND PROCEDURES

The Chief Executive Officer and the Chief Financial Officer have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures as defined in Exchange Act Rule 13a-15(e) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that these disclosure controls and procedures were effective.

There was no change in the Company's internal control over financial reporting as defined in Exchange Act Rule 13a-15(f) during the quarter ended June 30, 2005, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1.

#### LEGAL PROCEEDINGS

The Company is currently a party to two arbitrations that involve its discontinued accident and health business, including personal accident business (including London market excess of loss business) and workers' compensation carve-out business. In addition, the Company is currently a party to litigation that involves the claim of a broker to commissions on a medical reinsurance arrangement. As of June 30, 2005, the parties involved in these actions have raised claims, or established reserves that may result in claims, in the amount of \$20.1 million, which is \$19.4 million in excess of the amounts held in reserve by the Company. The Company generally has little information regarding any reserves established by the ceding companies, and must rely on management estimates to establish policy claim liabilities. It is possible that any such reserves could be increased in the future. The Company believes it has substantial defenses upon which to contest these claims, including but not limited to misrepresentation and breach of contract by direct and indirect ceding companies. In addition, the Company is in the process of auditing ceding companies that may have threatened arbitration, asserted claims, or indicated that they anticipate asserting claims in the future against the Company in the amount of \$22.5 million, which is \$19.2 million in excess of the amounts held in reserve or retroceded by the Company as of June 30, 2005. These claims appear to relate to life, personal accident business (including London market excess of loss business), and workers' compensation carve-out business. Depending upon the audit findings or other developments in these cases, they could result in litigation or arbitrations in the future. See Note 20, "Discontinued Operations," in the Company's 2004 Annual Report for more information. Additionally, from time to time, the Company is subject to litigation and arbitration related to its life reinsurance business and to employment-related matters in the normal course of its business. While it is not feasible to predict or determine the ultimate outcome of the pending litigation or arbitrations or provide reasonable ranges of potential losses, it is the opinion of management, after consultation with counsel, that their outcomes, after consideration of the provisions made in the Company's condensed consolidated financial statements, would not have

a material adverse effect on its consolidated financial position. However, it is possible that an adverse outcome could, from time to time, have a material adverse effect on the Company's consolidated net income or cash flows in particular quarterly or annual periods.

In addition, as discussed in the Company's 2004 Annual Report, AFJP claims payments are linked to AFJP fund unit values, which are artificially inflated because of the regulatory intervention of the Argentine government. In view of this fact, coupled with the acceleration of permanent disability payments, during the third quarter of 2004, the Company formally notified the AFJP ceding companies that it will no longer make artificially inflated claim payments, as it has been doing for some time under a reservation of rights, but rather will pay claims only on the basis of the market value of the AFJP fund units. This formal notification could result in litigation or arbitrations in the future. While it is not feasible to predict or determine the ultimate outcome of any such future litigations or arbitrations or provide reasonable ranges of potential losses, it is the opinion of management, after consultation with counsel, that their outcomes, after consideration of the provisions made in the Company's consolidated financial statements, would not have a material adverse effect on its consolidated financial position.

#### ITEM 2.

##### UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Under a Board of Directors approved plan, the Company may purchase at its discretion up to \$50 million of its common stock on the open market. As of June 30, 2005, the Company had purchased 225,500 shares of treasury stock under this program at an aggregate price of \$6.6 million. All purchases were made during 2002. The Company generally uses treasury shares to support the future exercise of options granted under its stock option plans.

#### ITEM 4.

##### SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Company's Annual Meeting of Shareholders was held on May 25, 2005. At the Annual Meeting, the following proposal was voted upon by the shareholders as indicated below:

Election of the following Directors:

Directors	Voted For	Withheld
- - - - -	- - - - -	- - - - -
J. Cliff Eason	56,422,872	698,745
Joseph A. Reali	46,149,630	10,971,987

#### ITEM 6.

##### EXHIBITS

See index to exhibits.



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Reinsurance Group of America, Incorporated

By: /s/ A. Greig Woodring August 4, 2005  
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A. Greig Woodring  
President & Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Jack B. Lay August 4, 2005  
-----

Jack B. Lay

Executive Vice President & Chief Financial Officer  
(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

Exhibit Number -----	Description -----
3.1	Restated Articles of Incorporation, incorporated by reference to Exhibit 3.1 of Current Report on Form 8-K filed June 30, 2004.
3.2	Bylaws of RGA, as amended, incorporated by reference to Exhibit 3.2 of Quarterly Report on Form 10-Q filed August 6, 2004.
10.1*	Summary of the compensation arrangement for non-employee directors effective January 1, 2005, incorporated by reference to Exhibit 10.1 to Form 8-K dated April 22, 2005 (File No. 1-11848), filed April 25, 2005.
31.1	Certification of Chief Executive Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to section 906 of the Sarbanes-Oxley Act of 2002

\* Denotes management contract or compensatory plan arrangements.

CEO CERTIFICATION

I, A. Greig Woodring, certify that:

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

Date: August 4, 2005

/s/ A. Greig Woodring  
A. Greig Woodring  
President & Chief Executive Officer

CFO CERTIFICATION

I, Jack B. Lay, certify that:

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

Date: August 4, 2005

/s/ Jack B. Lay  
Jack B. Lay  
Executive Vice President  
& Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Reinsurance Group of America, Incorporated and subsidiaries, (the "Company"), for the quarterly period ended June 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), A. Greig Woodring, Chief Executive Officer of the Company, certifies, to his best knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 4, 2005

/s/ A. Greig Woodring  
A. Greig Woodring  
President & Chief Executive Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Reinsurance Group of America, Incorporated and subsidiaries, (the "Company"), for the quarterly period ended June 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Jack B. Lay, Chief Financial Officer of the Company, certifies, to his best knowledge and belief, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 4, 2005

/s/ Jack B. Lay  
Jack B. Lay  
Executive Vice President & Chief Financial Officer