CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(in thousands of Canadian dollars)

As at December 31		2014		2013
Assets				
Cash and cash equivalents (Note 3)	**$**	**239,102**	$	217,350
Investments				
Short-term investments (Note 3)		**26,892**		25,448
Bonds (Note 3)		**4,958,086**		4,333,512
Common and preferred shares (Note 3)		**985,694**		1,009,608
Mortgages (Note 3)		**323,117**		299,353
Loans on policies (Note 3)		**46,434**		44,855
Policy contract loans (Note 3)		**86,698**		90,275
Total investments		**6,426,921**		5,803,051
Accrued investment income		**25,048**		24,058
Insurance receivables (Note 4)		**41,743**		41,014
Deferred income taxes (Note 18)		**—**		2,400
Other assets (Note 5)		**19,957**		11,669
Property and equipment (Note 6)		**21,125**		22,043
Intangible assets (Note 7)		**4,832**		4,317
Segregated fund assets (Note 8)		**6,948,475**		5,954,508
Total Assets	**$**	**13,727,203**	$	12,080,410
Liabilities				
Accounts payable and other liabilities (Note 11)	**$**	**56,021**	$	55,833
Insurance payables (Note 9)		**73,710**		78,940
Current income taxes payable		**7,804**		9,306
Reinsurance liabilities (Note 10)		**490,575**		284,627
Insurance contract liabilities (Note 10)		**4,713,462**		4,175,238
Investment contract liabilities		**11,626**		12,687
Policyholders' funds on deposit		**31,332**		30,937
Provision for profits to policyholders		**24,913**		23,893
Deferred income taxes (Note 18)		**8,243**		—
Subordinated debt (Note 23)		**298,763**		498,343
Segregated fund policy liabilities		**6,948,475**		5,954,508
		12,664,924		11,124,312
Equity				
Capital stock (Note 25)		**985**		985
Contributed surplus		**19,387**		19,387
Retained earnings (Note 24)		**1,019,084**		945,692
Accumulated other comprehensive income (loss)		**22,823**		(9,966)
		1,062,279		956,098
Total Liabilities and Equity	**$**	**13,727,203**	$	12,080,410

The accompanying notes are an integral part of these consolidated financial statements.

Duncan N. R. Jackman
Chairman of the Board

Mark Sylvia
President and Chief Executive Officer

CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands of Canadian dollars except per share amounts)

For the year ended December 31		2014		2013
Revenue				
Gross premiums (Note 13)	**$**	**971,552**	$	918,521
Premiums ceded to reinsurers (Note 13)		**(104,059)**		(96,977)
Net premiums (Note 13)		**867,493**		821,544
Investment income (Note 3)		**245,881**		240,159
Fair value change in fair value through profit or loss assets		**538,036**		(349,037)
Realized gain (loss) on fair value through profit or loss assets sold		**74,469**		45,445
Realized gain (loss) on available for sale assets including impairment write downs (Note 3)		**12,621**		(2,488)
Fee income (Note 14)		**187,516**		150,589
Total revenue		**1,926,016**		906,212
Benefits and Expenses				
Gross benefits and claims paid (Note 15)		**726,219**		616,009
Claims recovery from reinsurers (Note 15)		**(80,881)**		(56,472)
Gross change in insurance contract liabilities (Note 15)		**538,224**		(200,203)
Change in insurance contract liabilities ceded (Note 15)		**205,948**		39,819
Change in investment contracts provision		**2,282**		945
Policy dividends		**23,898**		22,098
Operating expenses (Note 17)		**146,969**		139,450
Commissions		**195,588**		170,579
Commission recovery from reinsurers		**(2,447)**		(2,322)
Interest expense		**14,180**		18,977
Total benefits and expenses		**1,769,980**		748,880
Premium tax		**14,259**		14,011
Investment and capital tax		**4,100**		3,900
Net Income Before Income Taxes		**137,677**		139,421
Income taxes (Note 18)		**30,301**		29,385
Net Income	**$**	**107,376**	$	110,036
Net Income (Loss) Attributable to:				
Participating Policyholders		**8,670**		(3,243)
Shareholders		**98,706**		113,279
Total	**$**	**107,376**	$	110,036
Earnings per share - basic and diluted	**$**	**100.20**	$	115.00
(2,000,000 shares authorized; 985,076 shares outstanding)				

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in thousands of Canadian dollars)

For the year ended December 31		2014		2013
Net Income	**$**	**107,376**	$	110,036
Other comprehensive income (loss), net of income taxes:				
Items that may be reclassified subsequently to net income:				
Unrealized fair value change on available for sale investments (Note 18)		**38,349**		(18,881)
Fair value change on available for sale investments reclassified to net income, including impairment write downs (Note 18)		**(8,975)**		1,887
Net unrealized fair value increase		**29,374**		(16,994)
Amortization of loss on derivative investments designated as cash flow hedges reclassified to net income (Note 18)		**233**		574
Items that will not be reclassified to net income:				
Remeasurements of post-employment benefit liabilities (Note 18)		**3,182**		12,934
Total other comprehensive income		**32,789**		(3,486)
Comprehensive Income	**$**	**140,165**	$	106,550
Comprehensive income (loss) attributable to:				
Participating Policyholders	**$**	**9,218**	$	(156)
Shareholders		**130,947**		106,706
Total	**$**	**140,165**	$	106,550

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(in thousands of Canadian dollars)

For the year ended December 31	2014			2013		
	Shareholders'	**Policyholders'**	**Total**	Shareholders'	Policyholders'	Total
Capital stock	**$ 985**	**$ —**	**$ 985**	$ 985	$ —	$ 985
Contributed surplus	**19,387**	**—**	**19,387**	19,387	—	19,387
Retained earnings						
Retained earnings - beginning of year	**901,821**	**43,871**	**945,692**	812,642	47,114	859,756
Net income (loss)	**98,706**	**8,670**	**107,376**	113,279	(3,243)	110,036
Dividends to common shareholders	**(33,984)**	**—**	**(33,984)**	(24,100)	—	(24,100)
Retained earnings - end of period	**966,543**	**52,541**	**1,019,084**	901,821	43,871	945,692
Accumulated other comprehensive income (loss)						
Accumulated other comprehensive income (loss) - beginning of year	**(16,917)**	**6,951**	**(9,966)**	(10,344)	3,864	(6,480)
Other comprehensive income (loss)	**32,241**	**548**	**32,789**	(6,573)	3,087	(3,486)
Accumulated other comprehensive income (loss) - end of period	**15,324**	**7,499**	**22,823**	(16,917)	6,951	(9,966)
Total equity	**$ 1,002,239**	**$ 60,040**	**$ 1,062,279**	$ 905,276	$ 50,822	$ 956,098
Composition of accumulated other comprehensive income (loss) - end of period						
Unrealized gain (loss) on available for sale financial assets	**$ 23,889**	**$ 8,707**	**$ 32,596**	$ (5,214)	$ 8,436	$ 3,222
Unamortized gain (loss) on cash flow hedges	**—**	**—**	**—**	(233)	—	(233)
Remeasurements of post-employment benefit liabilities	**(9,287)**	**(486)**	**(9,773)**	(12,313)	(642)	(12,955)
Shareholder portion of policyholders' accumulated other comprehensive income	**722**	**(722)**	**—**	843	(843)	—
Total accumulated other comprehensive income (loss)	**$ 15,324**	**$ 7,499**	**$ 22,823**	$ (16,917)	$ 6,951	$ (9,966)

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands of Canadian dollars)

For the year ended December 31		2014		2013
Operating Activities				
Net income	**$**	**107,376**	$	110,036
Non-cash items affecting net income				
Change in contract liabilities		**540,506**		(199,258)
Change in reinsurance liability		**205,948**		39,819
Fair value change in fair value through profit or loss assets		**(538,036)**		349,037
Realized (gain) loss on assets including impairment write downs on available for sale assets		**(87,090)**		(42,957)
Amortization related to invested assets		**(71,714)**		(70,842)
Amortization related to capital assets		**4,720**		4,613
Deferred income taxes		**9,496**		(2,462)
Other items		**(19,359)**		33,760
Cash provided from (used for) operating activities		**151,847**		221,746
Investing Activities				
Portfolio investments				
Purchases and advances		**(1,543,975)**		(2,110,910)
Sales and maturities		**1,659,452**		1,612,993
Loans on policies				
Advances		**(12,017)**		(10,333)
Repayments		**21,530**		14,575
Decrease (increase) in short-term investments		**(1,444)**		(9,008)
Net purchase of capital assets		**(4,317)**		(6,485)
Cash provided from (used for) investing activities		**119,229**		(509,168)
Financing Activities				
Dividends to common shareholders (Note 19)		**(33,984)**		(24,100)
Interest paid on subordinated debt		**(15,340)**		(17,765)
Debt issue (Note 23)		**—**		298,255
Debt repayment (Note 23)		**(200,000)**		—
Cash provided from (used for) financing activities		**(249,324)**		256,390
Net Change in Cash and Cash Equivalents		**21,752**		(31,032)
Cash and Cash Equivalents - Beginning of Period		**217,350**		248,382
Cash and Cash Equivalents - End of Period	**$**	**239,102**	$	217,350
Supplementary cash flow information related to operating activities:				
Income taxes paid, net of (refunds)	**$**	**32,566**	$	24,074
Interest income received		**147,293**		138,902
Dividend income received		**30,353**		32,897

The accompanying notes are an integral part of these consolidated financial statements.

1. DESCRIPTION OF COMPANY AND SUMMARY OF OPERATIONS

The Empire Life Insurance Company (the “Company” or “Empire Life”) was founded in 1923 when it was organized under a provincial charter in Toronto. Authorization to continue as a federal corporation was obtained in 1987. The Company underwrites life and health insurance policies and provides segregated funds, mutual funds and annuity products for individuals and groups across Canada. The Company is a subsidiary of E-L Financial Corporation Limited (the ”Parent” or “E-L”). The head office, principal address and registered office of the Company are located at 259 King Street East, Kingston, Ontario, K7L 3A8. Empire Life is a Federally Regulated Financial Institution, regulated by the Office of the Superintendent of Financial Institutions, Canada (OSFI). The Company established a mutual fund subsidiary in 2011, Empire Life Investments Inc. (ELII). ELII became a registered Investment Funds Manager on January 5, 2012. The head office for ELII is located at 165 University Avenue, 9th Floor, Toronto, Ontario, M5H 3B8.

These consolidated financial statements were approved by the Company’s Board of Directors on February 27, 2015.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

The annual consolidated financial statements of the Company for the year ended December 31, 2014 have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and applicable at December 31, 2014.

These consolidated financial statements have been prepared on a fair value measurement basis, with the exception of certain assets and liabilities. Insurance contract liabilities and Reinsurance assets/liabilities are measured on a discounted basis in accordance with accepted actuarial practice. Investment contract liabilities, Mortgages, Policy contract loans and Loans on policies are carried at amortized cost. Certain other assets and liabilities are measured on a historical cost basis, as explained throughout this note. All amounts included in the consolidated financial statements are presented in thousands of Canadian dollars except for per share amounts and where otherwise stated. These consolidated financial statements also comply with the accounting requirements of OSFI.

(b) Basis of Consolidation

The Company’s consolidated financial statements include the assets, liabilities, results of operations and cash flows of the Company and its wholly-owned and controlled subsidiary, Empire Life Investments Inc. The Company owns 100% of the voting shares and maintains control of its subsidiary. Control is defined as the power to govern the financial and operating activities of an entity so as to obtain the benefits from its activities. The financial statements of its subsidiary are included in the Company’s results from the day control was established, the commencement of operations, and will be deconsolidated should control cease. The financial statements of the subsidiary are prepared for the same reporting period as the Company, using consistent accounting policies. All significant inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

(c) Critical Accounting Estimates and Judgements

The preparation of consolidated financial statements requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities as at the date of the consolidated

financial statements, and the reported amounts of revenue and expenses during the year. On an ongoing basis, management evaluates its judgements, estimates and critical assumptions in relation to assets, liabilities, revenues and expenses. Actual results could differ from these estimates and changes in estimates are recorded in the accounting period in which they are determined.

The Company considers the following items to be particularly susceptible to changes in estimates and judgements:

i) Insurance-related liabilities

Liabilities for insurance contracts are determined using the Canadian Asset Liability Method, which incorporates best-estimate assumptions for mortality, morbidity, policy lapses, surrenders, future investment yields, policy dividends, administration costs and margins for adverse deviation. These assumptions are reviewed at least annually and are updated to reflect actual experience and market conditions. Changes in the assumptions and margins for adverse deviation can have a significant impact on the valuation of insurance related liabilities.

Additional information regarding insurance-related liabilities is included in Notes 2e), 2k),10 and 27b).

ii) Financial instrument classification

Management judgement is used to classify financial instruments as fair value through profit or loss (FVTPL), available for sale (AFS) or loans and receivables. Most financial assets supporting insurance contract liabilities and investment contract liabilities are designated as FVTPL. Most financial assets supporting capital and surplus and participating accounts are classified as AFS. Loans and receivables support both contract liabilities and capital and surplus. The designation of a financial instrument as FVTPL or AFS dictates whether unrealized fair value changes are reported in net income or other comprehensive income (OCI).

Additional information regarding financial instrument classification is included in Notes 2d), 3a), 3e), and 10c).

iii) Pension and other post-employment benefits

Pension and other employee future benefits expense is calculated by independent actuaries using assumptions determined by management. The assumptions made affect the pension and other employee future benefits expense included in net income. If actual experience differs from the assumptions used, the resulting experience gain or loss is recorded in OCI.

Additional information regarding pension and other post-employment benefits is included in Notes 2k) and 12.

iv) Impairment

Available for sale securities and loans and receivables are reviewed at each quarter-end reporting period to identify and evaluate investments that show indications of possible impairment. For available for sale securities and loans and receivables, impairment losses are recognized if there is objective evidence of impairment as a result of an event that reduces the estimated future cash flows of the instrument and the impact can be reliably estimated. Objective evidence of impairment includes, but is not limited to, bankruptcy or default, delinquency by a debtor, and specific adverse conditions affecting an industry or a region. In addition, for equity securities, a significant or prolonged decline in the fair value of a security below its cost is objective evidence of impairment. For these purposes management considers a significant decline to be 20% or greater and a prolonged period to be 12 months or greater. The decision to record a write-down, its amount and the period in which it is recorded could change if management's assessment of those factors were different. Impairment write-downs on debt securities are not recorded when impairment is due to changes in market interest rates, if future contractual cash flows associated with the debt security are still expected to be recovered.

Additional information regarding impairment is included in Notes 2e), 3b), 10c) and 27a).

(d) Financial Instruments

i) Fair Value

Fair value is the amount of consideration that would be agreed upon in an arm's length transaction between knowledgeable, willing parties who are under no compulsion to act. When a financial instrument is initially recognized, its fair value is generally the value of the consideration paid or received. Subsequent to initial recognition, the fair value of a financial asset or liability quoted in an active market is generally the closing price. For financial instruments such as cash equivalents and short-term investments that have a short duration, the carrying value of these instruments approximates fair value.

Fair value measurements used in these consolidated financial statements have been classified by using a fair value hierarchy based upon the transparency of the inputs used in making the measurements. The three levels of the hierarchy are:

Level 1 - Fair value is based on unadjusted quoted prices for identical assets or liabilities in an active market. The types of financial instruments classified as level 1 generally include cash and cash equivalents, and exchange traded common and preferred shares.

Level 2 - Fair value is based on quoted prices for similar assets or liabilities in active markets, valuation that is based on significant observable inputs, or inputs that are derived principally from or corroborated with observable market data through correlation or other means. The types of financial instruments classified as level 2 generally include government bonds, certain corporate and private bonds and short-term investments.

Level 3 - Fair value is based on valuation techniques that require one or more significant inputs that are not based on observable market inputs. These unobservable inputs reflect the Company's expectations about the assumptions market participants would use in pricing the asset or liability.

All of the Company's financial instruments requiring fair value measurement meet the requirements of Level 1 or Level 2 of the fair value hierarchy.

ii) Cash and Investments

Cash and cash equivalents and short-term investments are short-term, highly liquid investments that are subject to insignificant changes in value and are readily convertible into known amounts of cash. Cash equivalents comprise financial assets with maturities of three months or less from the date of acquisition and short-term investments comprise financial assets with maturities of greater than three months and less than one year when acquired.

Most financial assets supporting insurance contract liabilities and investment contract liabilities are designated as FVTPL. These assets may be comprised of cash, short-term investments, bonds and debentures, common and preferred shares, futures, forwards and options. Changes in the fair value of these financial assets are recorded in fair value change in FVTPL assets in the Consolidated statement of operations in the period in which they occur.

Most financial assets supporting capital and surplus and participating accounts are classified as AFS. These assets may be comprised of short-term investments, bonds and debentures or common and preferred shares. AFS assets are carried at fair value in the Consolidated statement of financial position. Except for foreign currency gains/losses on monetary AFS assets and impairment losses, any changes in the fair value are recorded, net of income taxes, in OCI. Gains and losses realized on sale or maturity of AFS assets are reclassified from OCI to Realized gain (loss) on AFS assets in the Consolidated statement of operations.

Loans and receivables may include mortgage loans, loans on policies and policy contract loans. These assets are recorded at amortized cost, using the effective interest method, net of provisions for impairment losses, if any. Mortgage loans are secured by real estate. Loans on policies and policy contract loans are secured by policy values. Loans and receivables are defined as non-derivative financial assets with fixed or determinable payments that are not quoted in active markets.

All transactions are recorded on the trade date. Transaction costs are expensed for FVTPL instruments and capitalized for all others.

iii) Derivative Financial Instruments

The Company uses derivative financial instruments to manage exposure to foreign currency, equity and other market risks associated with certain assets and liabilities. Derivative financial assets are designated as fair value through profit or loss. Therefore, they are initially recorded at fair value on the acquisition date and subsequently revalued at their fair value. Derivative financial instruments with a positive fair value are recorded as assets while derivative financial instruments with a negative fair value are recorded as liabilities. Changes in fair value are recorded in Fair value change in fair value through profit or loss assets, in the Consolidated statements of operations.

iv) Impairment

All investments other than FVTPL instruments are assessed for impairment at each reporting date. Impairment is recognized in net income (loss), when there is objective evidence that a loss event has occurred which has impaired the estimated future cash flows of an asset.

(1) AFS Debt Instruments

An AFS debt instrument would be identified as impaired when there is objective observable evidence suggesting that timely collection of the contractual principal or interest is no longer reasonably assured. This may result from a breach of contract by the issuer, such as a default or delinquency in interest or principal payments, or evidence that the issuer is in significant financial difficulty. Impairment is recognized through net income (loss). Impairment losses previously recorded through net income (loss) are reversed if the fair value subsequently increases and the increases can be objectively related to an event occurring after the impairment loss was recognized.

(2) AFS Equity Instruments

Objective evidence of impairment exists if there has been a significant or prolonged decline in the fair value of the investment below its cost or if there is a significant adverse change in the technological, market, economic or legal environment in which the issuer operates or the issuer is experiencing financial difficulties.

The accounting for an impairment that is recognized in net income (loss) is the same as described for AFS debt instruments above with the exception that impairment losses previously recognized in net income (loss) cannot be subsequently reversed. Any subsequent increase in value is recorded in OCI.

(3) Loans and Receivables

Mortgages and loans are individually evaluated for impairment in establishing the allowance for impairment.

Objective evidence of impairment exists if there is no longer reasonable assurance of full collection of loan principal or loan interest related to a mortgage, policy contract loan or a loan on a policy. Events and conditions considered in determining if there is objective evidence of impairment include the value of the security underlying the loan, geographic location, industry classification of the borrower, an assessment of the financial stability and credit worthiness of the borrower, repayment history and an assessment of the impact of current economic conditions. If objective evidence of impairment is found, allowances for credit

losses are established to adjust the carrying value of these assets to their net recoverable amount and the impairment loss is recorded in net income (loss). If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed by adjusting the allowance account and the reversal is recognized in net income (loss).

v) Derecognition

A financial asset is derecognized when the contractual rights to its cash flows expire or the Company has transferred its economic rights to the asset and substantially all risks and rewards. In instances where substantially all risks and rewards have not been transferred or retained, the assets are derecognized if the asset is not controlled through rights to sell or pledge the asset.

vi) Other

Insurance receivables and Trade receivables have been classified as loans or receivables and are carried at amortized cost. Trade accounts receivables are presented as Other assets. Accounts payable and other liabilities and Insurance payables have been classified as other financial liabilities and are carried at amortized cost. For these financial instruments, carrying value approximates fair value due to their short term nature.

(e) Reinsurance

The Company enters into reinsurance agreements with reinsurers in order to limit its exposure to significant losses. The Company has a Reinsurance Risk Management policy which requires that such arrangements be placed with well-established, highly rated reinsurers. Reinsurance is measured consistently with the amounts associated with the underlying insurance contracts and in accordance with the terms of each reinsurance treaty. Amounts due to or from reinsurers with respect to premiums received or claims paid are included in Insurance receivables and Insurance liabilities in the Consolidated statement of financial position. Premiums for reinsurance ceded are presented as Premiums ceded to reinsurers in the Consolidated statement of operations. Reinsurance recoveries on claims incurred are recorded as Claims recovery from reinsurers in the Consolidated statement of operations. The reinsurers' share of Insurance contract liabilities is recorded as Reinsurance assets or Reinsurance liabilities in the Consolidated statement of financial position at the same time as the underlying insurance contract liability to which it relates.

Reinsurance assets are reviewed for impairment at each reporting date or more frequently when an indication of impairment arises during the reporting year. Impairment occurs when objective evidence exists that not all amounts due under the terms of the contract will be received. If a reinsurance asset is determined to be impaired, it would be written down to its recoverable amount and the impairment loss would be recorded in the Consolidated statement of operations.

Gains or losses on buying reinsurance are recognized in the Consolidated statement of operations immediately at the date of purchase and are not amortized.

(f) Property and Equipment

Property and equipment comprises own use land, building, leasehold improvements and furniture and equipment. All classes of assets are carried at cost less accumulated amortization including any impairment losses, except for land, which is not subject to amortization. Cost includes all expenditures that are directly attributable to the acquisition of the asset. Subsequent costs are included in the asset's carrying amount only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably.

Amortization is calculated to write down the cost of property and equipment to their residual values over their estimated useful lives as follows:

Land	No amortization
Building	Five percent (declining balance)
Furniture and equipment	Three to five years (straight-line)
Leasehold improvements	Remaining lease term (straight-line)

Amortization is included in Operating expenses in the Consolidated statement of operations.

The estimated useful lives, residual values and amortization methods are reviewed at each year-end, with the effect of any changes in estimate accounted for on a prospective basis. Impairment reviews are performed when there are indicators that the carrying value may not be recoverable. An impairment loss is recognized for the amount by which the carrying value of the asset exceeds its expected recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. Impairment losses are recognized in the Consolidated statement of operations.

(g) Intangible Assets

Intangible assets include computer software, related licenses and software development costs, which are carried at cost less accumulated amortization and any impairment losses. Amortization of intangible assets is calculated using the straight-line method to allocate the costs over their estimated useful lives, which are generally between three and seven years. Amortization is included in Operating expenses in the Consolidated statement of operations. For intangible assets under development, amortization begins when the asset is available for use. The Company does not have intangible assets with indefinite useful lives.

Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Impairment reviews are performed when there are indicators that the carrying value may not be recoverable. An impairment loss is recognized for the amount by which the carrying value of the asset exceeds its expected recoverable amount. The recoverable amount is the higher of fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows. Impairment losses are recognized in the Consolidated statement of operations.

(h) Segregated Funds

Certain insurance contracts allow the policyholder to invest in segregated investment funds managed by the Company for the benefit of these policyholders. Although the underlying assets are registered in the Company's name and the policyholder has no direct access to the specific assets, the contractual arrangements are such that the segregated fund policyholder bears the risk and rewards of the fund's investment performance. The assets of these funds are carried at their period-end fair values. The Company records a segregated fund policy liability equal to the fair value of the assets and any guarantees are recorded as an insurance contract liability. The Company's Consolidated statement of operations includes fee income earned for management of the segregated funds, as well as expenses related to the acquisition, investment management, administration and death benefit and maturity benefit guarantees of these funds. See Note 8 for details on segregated fund assets and changes in segregated fund assets.

The Company provides minimum guarantees on certain segregated fund contracts. These include minimum death, maturity and withdrawal benefit guarantees which are accounted for as insurance contracts. The actuarial liabilities associated with these minimum guarantees are recorded within Insurance contract liabilities. Sensitivity of the Company’s liability for segregated fund guarantees to market fluctuations is disclosed in Note 27 (a) i) (1).

(i) Subordinated Debt

Subordinated debt is recorded at amortized cost using the effective interest rate method. Interest on subordinated debt is reported as Interest expense in the Consolidated statement of operations.

(j) Employee Benefits

The Company provides employee pension benefits through either a defined benefit or a defined contribution component of its pension plan. The Company discontinued new enrolments in the defined benefit component effective October 1, 2011 and introduced a defined contribution component effective January 1, 2012 for new enrolments and for any existing employees who chose to transfer from the defined benefit component. The Company also provides other post-employment benefits.

i) Pension benefits

The defined benefit plan defines an amount of pension benefit that an employee will receive on retirement, dependent on factors such as age, years of service and compensation. The liability recognized in the balance sheet in respect of the defined benefit component is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent qualified actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using current interest rates of high-quality corporate bonds.

Defined benefit expense includes the net interest on the net defined benefit liability (asset) calculated using a discount rate based on market yields on high quality bonds as of prior-year end. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to OCI in the period in which they arise, and remain in AOCI. Past-service costs are recognized immediately in income.

The defined contribution component of the Plan is a component under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay employees the benefits relating to employee service in the current and prior periods. The contributions are recognized as employee benefit expense when they are due.

ii) Other post-employment benefits

The Company also provides other post-employment benefits to their retirees. The entitlement to these benefits is conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment using the same accounting methodology as used for defined benefit pension plans. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to OCI in the period in which they arise and remain in AOCI. These obligations are valued annually by independent qualified actuaries and are not funded.

iii) Termination benefits

Termination benefits are payable when employment is terminated before the normal retirement date or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits when it is demonstrably committed to either terminating the employment of current employees according to a detailed formal plan without realistic possibility of withdrawal or providing termination benefits as a result of an offer made to encourage voluntary redundancy.

(k) Insurance and Investment Contracts

i) Product Classification

Insurance contracts are those contracts that transfer significant insurance risk at the inception of the contract. Insurance risk is transferred when the Company agrees to compensate a policyholder if a specified uncertain future event (other than a change in a financial variable) adversely affects the policyholder and the insurance contract has commercial substance. Any contracts not meeting the definition of an insurance contract under IFRS are classified as investment contracts or service contracts, as appropriate. Products issued by the Company that transfer significant insurance risk have been classified as insurance contracts in accordance with IFRS 4 *Insurance Contracts*. Otherwise, products issued by the Company are classified as either investment contracts in accordance with IAS 39 *Financial Instruments: Recognition and Measurement* or service contracts in accordance with IAS 18 *Revenue*. The Company defines significant insurance risk as the possibility of paying at least 2% more than the benefits payable if the insured event did not occur. When referring to multiple contract types, the Company uses the terminology policy liabilities.

Once a contract has been classified as an insurance contract, it remains an insurance contract for the remainder of its lifetime, even if the insurance risk reduces significantly during this period, unless all rights and obligations are extinguished or expire. Investment contracts, however, can be reclassified as insurance contracts after inception if insurance risk becomes significant.

The Company classifies its insurance and investment contracts into three main categories: short-term insurance contracts, long-term insurance contracts and investment contracts.

(1) Insurance Contracts

The Company's insurance contract liabilities are determined using accepted actuarial practices according to standards established by the Canadian Institute of Actuaries (CIA) and the requirements of OSFI. The Company uses the Canadian Asset Liability Method (CALM) for valuation of insurance contracts, which satisfies the IFRS 4 *Insurance Contracts* requirements for eligibility for use under IFRS.

a) Short-term Insurance Contracts

These contracts include both annuity products and group benefits.

The annuity products classified as short-term insurance contracts are guaranteed investment options that provide for a fixed rate of return over a fixed period. Contracts include certain guarantees that are initiated upon death of the annuitant. The liabilities are determined using CALM.

The group benefits classified as short-term insurance contracts include short-term disability, health and dental benefits. Benefits are typically paid within one year of being incurred. Liabilities for unpaid claims are estimated using statistical analysis and Company experience for claims incurred but not reported.

b) Long-term Insurance Contracts

These contracts include insurance products, annuity products and group benefits. In all cases, liabilities represent an estimate of the amount that, together with estimated future premiums and investment income, will be sufficient to pay future benefits, dividends, expenses and taxes on policies in force.

The insurance products so classified are life insurance and critical illness that provide for benefit payments related to death, survival or the occurrence of a critical illness. Terms extend over a long duration. The annuity products classified as long-term insurance contracts include both annuities that provide for income payments for the life of the annuitant and guarantees associated with the Company's segregated fund products. The group benefits classified as long-term insurance contracts are life benefits which are payable upon death of the insured and disability benefits that provide for income replacement in case of disability.

The determination of long-term insurance contract liabilities requires best estimate assumptions that cover the remaining life of the policies for mortality, morbidity, investment returns, persistency, expenses, inflation and taxes. Due to the long-term risks and measurement uncertainties inherent in the life insurance business, a margin for adverse deviation from best estimates is included in each assumption. These margins allow for possible deterioration in future experience and provide for greater confidence that insurance contract liabilities are adequate to pay future benefits. The resulting provisions for adverse deviation have the effect of increasing insurance contract liabilities and decreasing the income that otherwise would have been recognized at policy inception. Assumptions are reviewed and updated at least annually and the impact of changes in those assumptions is reflected in Change in insurance contract liabilities in the Consolidated statement of operations in the year of the change.

Annually, the Appointed Actuary determines whether insurance contract liabilities (for both short-term and long-term categories) are sufficient to cover the obligations and deferred acquisition costs that relate to policies in force at the Consolidated statement of financial position date. A number of valuation methods are applied, including CALM, discounted cash flows and stochastic modeling. Aggregation levels and the level of prudence applied in assessing liability adequacy are consistent with requirements of the CIA. Any adjustment is recorded as a Change in insurance contract liabilities in the Consolidated statement of operations.

(2) Investment Contracts

These contracts include annuity products that do not involve the transfer of significant insurance risk, either at inception or during the life of the contract. For the Company, products so classified are limited to term certain annuities that provide for income payments for a specified period of time.

Investment contract liabilities are recognized when contracts are entered into and deposits are received. These liabilities are initially recognized at fair value, and subsequently they are carried at amortized cost based on expected future cash flows using the effective interest rate method. The expected future cash flows are re-estimated at each reporting date and the carrying amount of the financial liability is

recalculated as the present value of estimated future cash flows using the financial liability's original effective interest rate. Any adjustment is immediately recognized in the Consolidated statement of operations. Deposits and withdrawals are recorded in Investment contract liabilities on the Consolidated statement of financial position.

ii) Premiums

Gross premiums for all types of insurance contracts are recognized as revenue when due and collection is reasonably assured. When premiums are recognized, actuarial liabilities are computed, with the result that benefits and expenses are matched with such revenue. Annuity premiums are comprised solely of new deposits on general fund products with a guaranteed rate of return and exclude deposits on segregated fund and investment contract products.

iii) Benefits and Claims Paid

Benefits are recorded as an expense when they are incurred. Annuity payments are expensed when due for payment. Health insurance claims are accounted for when there is sufficient evidence of their existence and a reasonable assessment can be made of the monetary amount involved. Benefits and claims paid include the direct costs of settlement. Reinsurance recoveries are accounted for in the same period as the related claim.

iv) Deferred Acquisition Costs

Distribution costs of segregated funds having a deferred sales charge are deferred and amortized over the term of the related deposits or the applicable period of such sales charge, as appropriate. These deferred costs form part of insurance contract liabilities on the Consolidated statement of financial position. The costs deferred in the period and amortization of deferred costs form part of the change in insurance contract liabilities on the Consolidated statement of operations.

(l) Participating Policies

The Company maintains an account in respect of participating policies ("participating account"), separate from those maintained in respect of other policies, in the form and manner determined by OSFI under sections 456-464 of the *Insurance Companies Act*. The participating account includes all policies issued by the Company that entitle its policyholders to participate in the profits of the participating account. The Company has discretion as to the amount and timing of dividend payments which take into consideration the continuing solvency of the participating account. Dividends are paid annually, with a few older plans paying dividends every five years as per contractual provisions. Participating policyholder dividends are expensed through the Consolidated statement of operations.

At the end of the reporting period all participating insurance contract liabilities, both guaranteed and discretionary, are held within Insurance contract liabilities, Policyholders' funds on deposit and Provision for profits to policyholders. All participating policy reinsurance ceded at the end of the reporting period is held within Reinsurance assets or Reinsurance liabilities. Net income (loss) attributable to participating policyholders is shown on the Consolidated statements of operations. Comprehensive income (loss) attributable to participating policyholders is shown on the Consolidated statements of comprehensive income. The participating policyholders' portion of Retained earnings and AOCI is reported separately in the Policyholders' equity section of the Consolidated statements of changes in equity.

i) Investment Policy

The investments in the participating account are subject to limits established by the *Insurance Companies Act* and to investment guidelines established by the Investment Committee of the Company's Board of Directors (the "Board"). The investment guidelines are designed to limit overall investment risk by defining investment objectives, eligible investments, diversification criteria, exposure, concentration and asset quality limits for eligible investments. Interest rate risk is managed through Investment Committee established limits and regular reporting by management to the Investment Committee and the Board. The Asset/Liability Management Committee oversees sensitivity to interest rates. The objective is to maximize investment yields while managing the default, liquidity and reinvestment risks at acceptable and measurable low levels.

ii) Investment Income Allocation

Investment income is recorded directly to each asset segment. When there is a deficiency of funds over assets, a portion of investment income is allocated to the Shareholders' Capital and Surplus segment from the participating account's asset segments in proportion to the deficiency of funds over assets of each segment. When there is an excess of funds over assets, a portion of investment income is allocated from the Shareholders' Capital and Surplus segment to the participating account's asset segments in proportion to the excess of funds over assets of each segment.

iii) Expense Allocation

For purposes of allocation of profits to the participating accounts, expenses associated directly with the participating account will be attributed to the participating account. Expenses arising from or varying directly with various functional activities are charged to the participating account in proportion to statistics appropriate to each cost centre. Expenses incurred by overhead cost centres are charged to the participating account in proportion to expenses directly charged. Investment expenses are allocated monthly to the participating account in proportion to the Company's total funds at the beginning of each month. Premium taxes are allocated in proportion to taxable premiums. Other taxes, licenses, and fees are allocated to lines of business using cost centre methods.

iv) Income Tax Allocation

For the purpose of allocation of profits to the participating accounts, income taxes are allocated to the participating account in proportion to total taxable income for the Company.

(m) Fee Income

Fee income includes fund Management fees, Policy administration fees and surrender charges, and is recognized on an accrual basis. Fee income earned for investment management and administration of the segregated and mutual funds is generally calculated and recorded as revenue daily based on the funds' closing net asset values.

(n) Investment Income

Interest income is recognized using the effective interest rate method. Fees that are an integral part of the effective yield of the financial asset are recognized as an adjustment to the effective interest rate of the instrument.

Dividend income is recognized when the right to receive payment is established, which is usually the ex-dividend date.

Interest income and Dividend income are included in Investment income in the Consolidated statement of operations for all financial assets.

(o) Income Taxes

Income tax expense for the period is comprised of current and deferred tax. Tax is recognized in the Consolidated statement of operations except to the extent that it relates to items recognized in OCI or directly in equity. In these cases, the tax is recognized in OCI or directly in equity, respectively.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of each reporting period.

Deferred income tax assets and liabilities are recorded for the expected future income tax consequences of events that have been reflected in the consolidated financial statements. Deferred income taxes are provided for using the liability method. Under the liability method, deferred income taxes are recognized for all significant temporary differences between tax and financial statement bases for assets and liabilities and for certain carry-forward items.

Deferred income tax assets are recognized only to the extent that, in the opinion of management, it is probable that the deferred income tax assets will be realized. Deferred income tax assets and liabilities are adjusted for the effects of changes in tax laws and rates, on the date of their substantive enactment.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity.

(p) Foreign Currency Translation

The Company uses the Canadian dollar as both its functional and presentational currency.

Foreign currency transactions are accounted for at the exchange rates prevailing at the date of the transactions. Gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies, are recognized in the Consolidated statement of operations.

For monetary financial assets designated as AFS, translation differences are recognized in the Consolidated statement of operations. Translation differences on non-monetary items, such as foreign denominated AFS common equities, are recognized in OCI and included in the AFS component within AOCI. On derecognition of an AFS non-monetary financial asset, the cumulative exchange gain or loss previously recognized in equity is recognized in the Consolidated statement of operations.

(q) Comprehensive Income

Comprehensive income consists of Net income and OCI. OCI includes items that may be reclassified subsequently to net income: unrealized fair value change on AFS financial assets, net of amounts reclassified to net income and the amortization of loss on derivative investments designated as cash flow hedges. OCI also includes items that will not be reclassified to net income: Remeasurements of post-employment benefit liabilities. All OCI amounts are net of taxes.

(r) Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. If the outflow of economic benefits is not probable, a contingent liability is disclosed unless the possibility of an outflow of economic benefits is remote. Any change in estimate of a provision is recorded in Net income. Provisions are not recognized for future operating losses. Provisions are measured at the present value of the expected expenditures to settle the obligation using a discount rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

(s) Leases

The Company leases certain property and equipment. The Company does not have substantially all of the risks and rewards of ownership and these leases are therefore classified as operating leases. Payments made under operating leases are charged to Net income on a straight-line basis over the term of the lease.

(t) Earnings per Share

Basic earnings per share (EPS) is calculated by dividing the net income (loss) for the period attributable to common share owners of the Company by the weighted average number of common shares outstanding during the period. The Company does not have any potentially dilutive instruments. As a result, diluted earnings per share are the same as basic earnings per share.

(u) Future Accounting Changes

IFRS 15 *Revenue from Contracts with Customers*

In May 2014 the IASB published IFRS 15 which introduces a single model for recognizing revenue from contracts with customers. IFRS 15 excludes insurance contracts from its scope and is primarily applicable to the Company's non-insurance revenue. The standard is effective for annual periods beginning on or after January 1, 2017, with retrospective application. The Company is currently evaluating the impact of IFRS 15 on its consolidated financial statements.

IFRS 9 *Financial Instruments*

In July 2014 the IASB published the complete version of IFRS 9 which is effective for annual periods beginning on or after January 1, 2018, with retrospective application. The new standard includes requirements on the classification and measurement of financial assets and liabilities, an expected credit loss model that replaces the existing incurred loss impairment model and new hedge accounting guidance. The Company is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

3. FINANCIAL INSTRUMENTS

(a) Summary of Cash and Investments

The carrying values of cash and investments are as follows:

	As at December 31, 2014			As at December 31, 2013		
Asset category	**Designated Fair Value Through Profit or Loss**	**Available for Sale**	**Total Carrying Value**	Designated Fair Value Through Profit or Loss	Available for Sale	Total Carrying Value
Cash and cash equivalents	**$ 239,102**	**$ —**	**$ 239,102**	$ 217,350	$ —	$ 217,350
Short-term investments						
Canadian federal government	**3,310**	**4,961**	**8,271**	7,325	—	7,325
Canadian provincial governments	**1,782**	**—**	**1,782**	—	—	—
Corporate	**16,839**	**—**	**16,839**	18,123	—	18,123
Total short-term investments	**21,931**	**4,961**	**26,892**	25,448	—	25,448
Bonds						
Bonds issued or guaranteed by:						
Canadian federal government	**72,626**	**165,921**	**238,547**	59,870	197,160	257,030
Canadian provincial and municipal governments	**2,479,365**	**284,502**	**2,763,867**	2,034,681	252,445	2,287,126
Total government bonds issued or guaranteed	**2,551,991**	**450,423**	**3,002,414**	2,094,551	449,605	2,544,156
Canadian corporate bonds by industry sector:						
Financial services	**545,554**	**437,673**	**983,227**	495,906	472,359	968,265
Infrastructure	**241,371**	**20,079**	**261,450**	219,882	24,241	244,123
Utilities	**246,080**	**30,881**	**276,961**	224,452	34,962	259,414
Communications	**1,608**	**28,007**	**29,615**	2,194	37,014	39,208
Energy	**52,759**	**60,643**	**113,402**	49,294	35,535	84,829
Consumer staples	**78,546**	**68,319**	**146,865**	67,223	9,903	77,126
Industrials	**47,240**	**1,564**	**48,804**	40,343	6,469	46,812
Health care	**70,683**	**14,050**	**84,733**	54,621	5,246	59,867
Materials	**10,615**	**—**	**10,615**	9,712	—	9,712
Total Canadian corporate bonds	**1,294,456**	**661,216**	**1,955,672**	1,163,627	625,729	1,789,356
Total bonds	**3,846,447**	**1,111,639**	**4,958,086**	3,258,178	1,075,334	4,333,512
Preferred shares						
Canadian	**186,856**	**9,323**	**196,179**	224,313	69,905	294,218
Total preferred shares	**186,856**	**9,323**	**196,179**	224,313	69,905	294,218
Common shares						
Canadian						
Common shares	**526,613**	**61,481**	**588,094**	476,742	65,778	542,520
Real estate limited partnership units	**47,512**	**—**	**47,512**	41,081	—	41,081
U.S.	**139,988**	**—**	**139,988**	116,699	—	116,699
Other	**13,921**	**—**	**13,921**	15,090	—	15,090
Total common shares	**728,034**	**61,481**	**789,515**	649,612	65,778	715,390
Loans and Receivables						
Mortgages	**—**	**—**	**323,117**	—	—	299,353
Loans on policies	**—**	**—**	**46,434**	—	—	44,855
Policy contract loans	**—**	**—**	**86,698**	—	—	90,275
Total	**$ 5,022,370**	**$ 1,187,404**	**$ 6,666,023**	$ 4,374,901	$ 1,211,017	$ 6,020,401

The following table presents the fair value of cash and investments classified by the fair value hierarchy:

As at December 31	2014			2013		
	Level 1	**Level 2**	**Total Fair Value**	Level 1	Level 2	Total Fair Value
Cash and cash equivalents	**$ 42,594**	**$ 196,508**	**$ 239,102**	$ 53,394	$ 163,956	$ 217,350
Fair value through profit or loss:						
Bonds	**—**	**3,846,447**	**3,846,447**	—	3,258,178	3,258,178
Common shares	**680,522**	**47,512**	**728,034**	608,531	41,081	649,612
Preferred shares	**186,856**	**—**	**186,856**	224,313	—	224,313
Short-term investments	**—**	**21,931**	**21,931**	—	25,448	25,448
Available for sale:						
Bonds	**—**	**1,111,639**	**1,111,639**	—	1,075,334	1,075,334
Common shares	**61,481**	**—**	**61,481**	65,778	—	65,778
Preferred shares	**9,323**	**—**	**9,323**	69,905	—	69,905
Short-term investments	**—**	**4,961**	**4,961**	—	—	—
Loans and Receivables						
Mortgages	**—**	**338,160**	**338,160**	—	304,134	304,134
Loans on policies	**—**	**46,434**	**46,434**	—	44,855	44,855
Policy contract loans	**—**	**86,698**	**86,698**	—	90,275	90,275
Total	**$ 980,776**	**$ 5,700,290**	**$ 6,681,066**	$ 1,021,921	$ 5,003,261	$ 6,025,182

The fair value of mortgages has been calculated by discounting cash flows of each mortgage at a discount rate appropriate to its remaining term to maturity. The discount rates are determined based on regular competitive rate surveys. The fair values of Loans on policies and Policy contract loans approximates their carrying values, due to the life insurance contracts that secure them.

The classification of a financial instrument into a level is based on the lowest level of input that is significant to the determination of the fair value. There were no transfers between Level 1 and Level 2 and there were no Level 3 investments during the year ended December 31, 2014 or during the year ended December 31, 2013.

For additional information on the composition of the Company's invested assets and analysis of the Company's risks arising from financial instruments refer to Note 27 Risk Management.

(b) Impairments

i) Loans and Receivables

Investments in individual assets have been reduced by the following specific allowances for impairment:

	As at December 31, 2014			As at December 31, 2013		
Impaired Loans	Recorded Investment	Allowance for Impairment	Carrying Amount	Recorded Investment	Allowance for Impairment	Carrying Amount
Mortgages	$ 6,303	$ 2,295	$ 4,008	$ 7,076	$ 2,374	$ 4,702
Policy contract loans	813	541	272	813	556	257
Total	$ 7,116	$ 2,836	$ 4,280	$ 7,889	$ 2,930	$ 4,959

The Company holds collateral of $4,045 (2013 $4,725) in respect of these mortgages and $272 (2013 $257) in respect of these policy contract loans as at December 31, 2014. Mortgage loans are secured by real estate, and policy contract loans are secured by life insurance.

Continuity of Allowance for Loan Impairment	2014	2013
Allowance - beginning of year	$ 2,930	$ 3,411
Provision for loan impairment	536	488
Write-off of loans	(630)	(969)
Allowance - End of Year	$ 2,836	$ 2,930

The Company has recorded interest income of $727 (2013 $810) on these assets.

As at December 31, 2014 loans and receivables past due but not impaired are $ nil (2013 $ nil).

ii) Available for Sale

For the year-ended December 31, 2014, the Company reclassified a pre-tax loss of $221 from OCI to Net income due to write downs of impaired AFS common and preferred shares (2013 $409). Management considers these assets to be impaired due to the length of time that the fair value was less than the cost and/or the extent and nature of the loss.

For additional information on the fair values of the Company's AFS investments, refer to Note 3 a). For analysis of the Company's risks arising from financial instruments, refer to Note 27 Risk Management.

(c) Hedge Accounting

In conjunction with the issuance of unsecured subordinated debentures in 2009 (Note 23), the Company entered into a bond forward derivative with a notional amount of $75,000 which matured on May 13, 2009. This derivative had been accounted for as a hedging item in a cash flow hedging relationship until May 20, 2014, when the Company redeemed the debenture at par.

(d) Investment Income

Investment income is comprised of the following:

For the year ended December 31		2014		2013
Interest income	$	**215,036**	$	206,741
Dividend income		**30,583**		32,797
Other		**798**		1,109
Provision for loan impairment		**(536)**		(488)
Investment Income	$	**245,881**	$	240,159

Included in interest income is $65,336 (2013 $63,220) relating to assets not classified as FVTPL.

(e) Derivative Financial Instruments

The values of derivative instruments are set out in the following table. The use of derivatives is measured in terms of notional principal amounts, which serve as the basis for calculating payments and are generally not actual amounts that are exchanged.

	As At December 31, 2014			As At December 31, 2013		
	Notional Principal	**Fair Value Assets**	**Fair Value Liabilities**	Notional Principal	Fair Value Assets	Fair Value Liabilities
Exchange-traded						
Equity index futures	$ **51,773**	$ **869**	$ **1,201**	$ 28,261	$ 1,145	$ —
Equity options	**119,990**	**1,922**	**—**	—	—	—
Over-the-counter						
Foreign currency forwards	**151,731**	**584**	**137**	123,469	471	130
Total	$ **323,494**	$ **3,375**	$ **1,338**	$ 151,730	$ 1,616	$ 130

All contracts mature in less than one year. Fair value asset amounts and fair value liability amounts are reported on the Consolidated statement of financial position as Other assets and Accounts payable and other liabilities respectively.

For analysis of the Company's risks arising from financial instruments, refer to Note 27 Risk Management.

4. INSURANCE RECEIVABLES

As at December 31		2014		2013
Due from policyholders	$	**3,501**	$	4,057
Due and accrued from reinsurers		**16,530**		20,165
Fees receivable		**18,501**		13,414
Other		**3,211**		3,378
Insurance Receivables	$	**41,743**	$	41,014

All amounts are expected to be recovered within one year of the Consolidated statement of financial position date. These financial instruments are short-term in nature and their fair values approximate carrying value.

5. OTHER ASSETS

Other assets consist of the following:

As at December 31		2014		2013
Trade accounts receivable	**$**	**15,331**	$	8,397
Prepaid expenses		**4,626**		3,272
Other Assets	**$**	**19,957**	$	11,669

All amounts are expected to be recovered within one year of the Consolidated statement of financial position date. These financial instruments are short-term in nature and their fair values approximate carrying value.

6. PROPERTY AND EQUIPMENT

		Land		Buildings		Furniture and Equipment		Leasehold Improvements		Total
Cost										
As at January 1, 2013	$	2,728	$	12,873	$	19,040	$	5,878	$	40,519
Additions		—		—		2,822		751		3,573
Disposals		(410)		—		—		—		(410)
As at December 31, 2013		2,318		12,873		21,862		6,629		43,682
Additions		—		74		3,045		(288)		2,831
Disposals		—		—		—		—		—
As at December 31, 2014	**$**	**2,318**	**$**	**12,947**	**$**	**24,907**	**$**	**6,341**	**$**	**46,513**
Amortization										
As at January 1, 2013		—	$	(1,836)	$	(12,385)	$	(3,471)	$	(17,692)
Charge for the year		—		(552)		(2,550)		(845)		(3,947)
Disposals		—		—		—		—		—
As at December 31, 2013		—		(2,388)		(14,935)		(4,316)		(21,639)
Charge for the year		—		(524)		(2,385)		(840)		(3,749)
Disposals		—		—		—		—		—
As at December 31, 2014	**$**	**—**	**$**	**(2,912)**	**$**	**(17,320)**	**$**	**(5,156)**	**$**	**(25,388)**
Carrying Amount										
December 31, 2013	$	2,318	$	10,485	$	6,927	$	2,313	$	22,043
December 31, 2014	**$**	**2,318**	**$**	**10,035**	**$**	**7,587**	**$**	**1,185**	**$**	**21,125**

There were no asset impairments in 2014 or 2013.

7. INTANGIBLE ASSETS

		Intangible Assets
Cost		
As at January 1, 2013	$	39,939
Additions		2,912
Disposals		—
As at December 31, 2013		42,851
Additions		1,486
Disposals		—
As at December 31, 2014	**$**	**44,337**
Amortization		
As at January 1, 2013	$	(37,868)
Charge for the year		(666)
Disposals		—
As at December 31, 2013		(38,534)
Charge for the year		(971)
Disposals		—
As at December 31, 2014	**$**	**(39,505)**
Carrying Amount		
December 31, 2013	$	4,317
December 31, 2014	**$**	**4,832**

The Company's total amount of research and development expenditure recognized as an expense during 2014 is $3,658 (2013 $3,848).

There were no asset impairments during 2014 or 2013.

8. SEGREGATED FUNDS

(a) The following table identifies segregated fund assets by category of asset:

As at December 31		2014		2013
Cash and cash equivalents	**$**	**162,646**	$	81,079
Short-term investments		**152,395**		171,903
Bonds		**1,567,578**		1,347,287
Common and preferred shares		**5,067,181**		4,414,766
Net other assets		**24,977**		27,885
		6,974,777		6,042,920
Less segregated funds held within general fund investments		**(26,302)**		(88,412)
Total	**$**	**6,948,475**	$	5,954,508

(b) The following table presents the investments of the segregated funds measured on a recurring basis at fair value classified by the fair value hierarchy:

	As at December 31, 2014			As at December 31, 2013		
	Level 1	**Level 2**	**Total**	Level 1	Level 2	Total
Cash and cash equivalents	**$ 26,829**	**$ 135,817**	**$ 162,646**	$ 61,504	$ 19,575	$ 81,079
Common and preferred shares	**5,067,181**	**—**	**5,067,181**	4,414,766	—	4,414,766
Bonds	**—**	**1,567,578**	**1,567,578**	—	1,347,287	1,347,287
Short-term investments	**—**	**152,395**	**152,395**	—	171,903	171,903
Total	**$ 5,094,010**	**$ 1,855,790**	**$ 6,949,800**	$ 4,476,270	$ 1,538,765	$ 6,015,035

There were no transfers between Level 1 and Level 2, and there were no Level 3 investments during the year ended December 31, 2014 or during the year ended December 31, 2013.

(c) The following table presents the change in segregated fund assets:

For the year ended December 31	2014	2013
Segregated funds - beginning of year	**$ 5,954,508**	$ 5,014,392
Additions to segregated funds:		
Amount received from policyholders	**1,650,775**	1,410,240
Interest	**57,360**	52,730
Dividends	**123,868**	111,164
Other income	**29,743**	23,971
Net realized gains on sale of investments	**481,448**	273,734
Net unrealized increase in fair value of investments	**34,206**	438,167
	2,377,400	2,310,006
Deductions from segregated funds:		
Amounts withdrawn or transferred by policyholders	**1,242,284**	1,184,549
Management fees and other operating costs	**203,259**	168,058
	1,445,543	1,352,607
Net change in segregated funds held within general fund investments	**62,110**	(17,283)
Segregated Funds - End of Year	**$ 6,948,475**	$ 5,954,508

(d) Empire Life's exposure to segregated fund guarantee risk

Segregated fund products issued by Empire Life contain death, maturity, and withdrawal benefit guarantees. Market price fluctuations impact Empire Life's estimated liability for those guarantees. The impact of market price fluctuations in segregated funds on the shareholders' net income is disclosed in the Risk Management Note 27 a(i).

9. INSURANCE PAYABLES

As at December 31		2014		2013
Claims due and accrued	**$**	**27,771**	$	39,034
Payable to agents		**11,936**		9,939
Premiums paid in advance		**2,456**		2,579
Due to reinsurance companies		**10,804**		8,630
Other		**20,743**		18,758
Insurance Payables	**$**	**73,710**	$	78,940

Of the above total, $1,280 (2013 $1,836) is expected to be settled more than one year after the Consolidated statement of financial position date. Most of these financial instruments are short-term in nature and their fair value approximates carrying value. In the absence of an active market for the amount to be settled more than one year after the Consolidated statement of financial position date, the carrying value provides a reasonable approximation of fair value.

10. INSURANCE CONTRACT LIABILITIES AND REINSURANCE ASSETS/LIABILITIES

(a) Nature and Composition of Insurance Contract Liabilities and Related Reinsurance

Insurance contract liabilities include life, health and annuity contracts on a participating and non-participating basis.

Changes in actuarial assumptions are made based on emerging and evolving experience with respect to major factors affecting estimates of future cash flows and consideration of economic forecasts of investment returns, industry studies and requirements of the CIA and OSFI.

Insurance contract liabilities represent the amounts that, together with estimated future premiums and investment income, will be sufficient to pay estimated future benefits, dividends, expenses, and taxes on policies in force. Insurance contract liabilities are determined using accepted actuarial practice according to standards established by the CIA and the requirements of OSFI.

The Company reinsures excess risks with Canadian regulated reinsurance companies. The reinsurance asset (liability) is determined based on both the premiums expected to be paid by the Company under reinsurance agreements over the duration of the insurance contracts that they support and the insurance claims expected to be received by the Company when an insured event occurs under those insurance contracts. The liability position of some of the reinsurance is because of the excess of future premiums payable over the expected benefit of reinsurance. The change in reinsurance liability is primarily related to the Company's revised mortality assumptions, which reduce the present value of insurance claims expected to be recovered from the reinsurance companies. The Company enters into reinsurance agreements only with reinsurance companies that have an independent credit rating of "A-" or better from A.M. Best.

Reinsurance transactions do not relieve the original insurer of its primary obligation to policyholders.

The Company is active in most life insurance and annuity product lines across Canada and does not operate in foreign markets. The table below shows the concentration of insurance contract liabilities and related reinsurance assets (liabilities) by type of contract.

Concentration of Insurance Contract Liabilities

As at December 31	2014			2013		
	Gross Insurance Contract Liabilities	**Reinsurance Assets (Liabilities)**	**Net**	Gross Insurance Contract Liabilities	Reinsurance Assets (Liabilities)	Net
Participating Individual						
Life	**$ 523,424**	**$ (2,667)**	**$ 526,091**	$ 456,433	$ (2,552)	$ 458,985
Other	**292**	**—**	**292**	430	—	430
Non-participating Individual						
Life	**2,842,061**	**(584,900)**	**3,426,961**	2,375,625	(372,024)	2,747,649
Annuity	**1,009,782**	**14,617**	**995,165**	1,048,353	15,239	1,033,114
Health	**141,503**	**9,715**	**131,788**	96,392	9,099	87,293
Non-participating Group						
Life	**22,194**	**568**	**21,626**	28,746	927	27,819
Annuity	**61,490**	**—**	**61,490**	64,300	—	64,300
Health	**202,641**	**72,092**	**130,549**	182,448	64,684	117,764
Segregated fund deferred acquisition costs	**(89,925)**	**—**	**(89,925)**	(77,489)	—	(77,489)
Total	**$ 4,713,462**	**$ (490,575)**	**$ 5,204,037**	$ 4,175,238	$ (284,627)	$ 4,459,865

The Company expects to pay $4,563,763 (2013 $4,004,629) of Insurance contract liabilities and $492,065 (2013 $288,153) of Reinsurance liabilities more than one year after the Consolidated statement of financial position date. The balance is expected to be settled within one year.

The following segregated fund deferred acquisition costs are included in Insurance contract liabilities:

	2014	2013
Segregated funds deferred acquisition costs - beginning of year	**$ 77,489**	$ 71,839
Deferred during year	**40,992**	32,012
Amortized during year	**(28,556)**	(26,362)
Segregated Funds Deferred Acquisition Costs - end of Year	**$ 89,925**	$ 77,489

Of the above total, $36,364 (2013 $31,535) is expected to be amortized during the next year.

(b) Change in Insurance Contract Liabilities and Reinsurance Assets/Liabilities

For the year ended December 31,	2014			2013		
	Gross Insurance Contract Liabilities	Reinsurance Assets (Liabilities)	Net	Gross Insurance Contract Liabilities	Reinsurance Assets (Liabilities)	Net
Insurance contracts - beginning of year	$ 4,175,238	$ (284,627)	$ 4,459,865	$ 4,375,441	$ (244,808)	$ 4,620,249
Changes in methods and assumptions						
improvements in mortality/morbidity experience	(141,617)	(113,471)	(28,146)	(74,377)	(59,800)	(14,577)
lapse assumption updates	77,408	(40,400)	117,808	42,242	(1,450)	43,692
update of investment return assumptions	(88,465)	4,607	(93,072)	(1,433)	3,402	(4,835)
model enhancements	(5,882)	(257)	(5,625)	(13,912)	2,184	(16,096)
other changes	(16,331)	(18,442)	2,111	(7,600)	(140)	(7,460)
Normal changes						
new business	125,003	(1,731)	126,734	112,569	2,491	110,078
in-force business	588,108	(36,254)	624,362	(257,692)	13,494	(271,186)
Insurance Contracts - End of Year	**$ 4,713,462**	**$ (490,575)**	**$ 5,204,037**	$ 4,175,238	$ (284,627)	$ 4,459,865

Changes in methods and assumptions summarized in the above tables are further explained as follows:

The updates for mortality/morbidity experience for 2014 are primarily related to favourable mortality experience for individual life business. In addition, there were refinements to the mortality study to reflect mortality experience for higher face amount policies and renewable term business. The updates for mortality/morbidity experience for 2013 are primarily related to favourable mortality experience for individual life business.

The refinements to lapse rate assumptions for 2014 are primarily related to emerging lapse rate experience for certain cost of insurance structures offered within Empire Life's universal life product and for the Company's critical illness products as well as regular updates for Empire Life's other individual life insurance products. The refinements to lapse rate assumptions for 2013 are primarily related to lapse rate assumptions for renewable term products, which take into account the Canadian Institute of Actuaries' Renewal Lapse Experience Study for 10-Year Term Insurance (released January 2014) as well as Empire Life's emerging lapse rate experience.

The update in investment return assumptions for 2014 was primarily due to revised Canadian actuarial standards of practice effective October 15, 2014, which prescribed higher long-term ultimate risk-free reinvestments for non-fixed income assets and lower limits for the projected amount of equities backing individual life insurance liabilities. In addition, there were several refinements to the CALM model for future reinvestment assumptions. The update in investment return assumptions for 2013 was primarily due to the impact of the higher interest rate environment on the initial reinvestment rate assumption, which was offset by lower ultimate reinvestment rates related to continuing decreases in the moving average of Government of Canada long-term bond rates over the last 10 years.

The model enhancements for 2014 are related to refinements to the valuation models for group life waiver of premium business. The model enhancements for 2013 are related to the refinements of CALM valuation models for universal life business to more accurately reflect the timing of asset default rates and investment expense on reinvestment cash flows and revise the calculation of projected valuation interest rates. In addition, refinements were made to the valuation models for participating business.

Other changes for 2014 relate to lower expense unit costs resulting from refinements to expense studies that were offset by refinements for modelling unearned reinsurance premiums and other minor changes to assumptions and methodologies. Other changes for 2013 relate primarily to lower unit costs for individual life insurance business. There were several other minor changes to assumptions and methodologies.

Normal changes in the policy liabilities are further explained as follow:
The change in new business reflects changes in the volume and mix of business from year to year.

The change for in-force business is primarily attributable to the fair value change in liabilities due to a decrease in interest rates in 2014, and an increase in interest rates in 2013.

(c) Mix of Assets Allocated to Insurance, Annuity, Investment Contract Liabilities and Equity

	As at December 31, 2014				
	Insurance Liabilities	**Annuity Liabilities**	**Investment Contract Liabilities**	**Equity and Other Liabilities**	**Total**
Cash & short-term investments	**$ 122,349**	**$ 3,919**	**$ 43**	**$ 139,683**	**$ 265,994**
Bonds	**3,318,781**	**578,019**	**6,393**	**1,054,893**	**4,958,086**
Mortgages	**56,852**	**263,352**	**2,913**	**—**	**323,117**
Preferred shares	**29,963**	**164,398**	**1,818**	**—**	**196,179**
Common shares	**728,034**	**—**	**—**	**61,481**	**789,515**
Loans on policies	**46,434**	**—**	**—**	**—**	**46,434**
Policy contract loans	**296**	**35,925**	**397**	**50,080**	**86,698**
Other	**14,085**	**5,579**	**62**	**92,979**	**112,705**
Total	**$ 4,316,794**	**$ 1,051,192**	**$ 11,626**	**$ 1,399,116**	**$ 6,778,728**

	As at December 31, 2013				
	Insurance Liabilities	Annuity Liabilities	Investment Contract Liabilities	Equity and Other Liabilities	Total
Cash & short-term investments	$ 86,443	$ 24,074	$ 280	$ 132,001	$ 242,798
Bonds	2,630,849	565,870	6,573	1,130,220	4,333,512
Mortgages	41,433	254,958	2,962	—	299,353
Preferred shares	45,831	203,144	2,360	42,883	294,218
Common shares	649,612	—	—	65,778	715,390
Loans on policies	44,855	—	—	—	44,855
Policy contract loans	1,140	38,527	448	50,160	90,275
Other	13,567	5,616	64	86,254	105,501
Total	$ 3,513,730	$ 1,092,189	$ 12,687	$ 1,507,296	$ 6,125,902

Provisions made for anticipated future losses of principal and interest on investments and included as a component of policy liabilities are $169,800 (2013 $114,000)

(d) Fair Value of Insurance and Investment Contract Liabilities and Reinsurance Assets/Liabilities

In the absence of an active market for the sale of insurance and investment contract liabilities and reinsurance assets/liabilities, the actuarially determined values provide a reasonable approximation of their fair value.

Investment contract liabilities are term certain annuities with a relatively short duration.

(e) Liquidity

The Company defines liquid assets as high quality marketable investments that may be easily sold, meaning there exists an active market and observable prices for the investments. Liquid asset values are based on fair value as at December 31.

The Company defines cash demands or demand liabilities as those policyholder obligations that may be called on immediately at the discretion of the policyholder. More specifically, demand liabilities include cash surrender values under whole life insurance products as well as current accumulated values of annuity products. Amounts would be gross of any surrender charge or market value adjustment allowed under the terms of the contract. Demand liabilities are determined as though all such policyholders made their call at the same time and as such cannot be readily compared to insurance contract liabilities that are determined based on actuarial assumptions associated with lapse as well as other decrements.

The Company maintains a high level of liquid assets so that cash demands can be readily met. The Company's liquidity position is as follows:

As at December 31	2014	2013
Assets:		
Cash and short-term investments	**$ 265,994**	$ 242,798
Canada and provincial bonds	**2,869,167**	2,425,017
Other readily-marketable bonds and stocks	**2,514,664**	2,369,078
Total Liquid Assets	**$ 5,649,825**	$ 5,036,893
Liabilities:		
Demand liabilities with fixed values	**$ 548,289**	$ 511,709
Demand liabilities with market value adjustments	**1,125,761**	1,120,376
Total Liquidity Needs	**$ 1,674,050**	$ 1,632,085

11. ACCOUNTS PAYABLE AND OTHER LIABILITIES

Accounts payable and other liabilities consist of:

As at December 31	2014	2013
Accounts payable	**$ 23,574**	$ 23,904
Post-employment benefit liability	**17,560**	18,317
Accrued interest on subordinated debt	**767**	2,371
Other	**14,120**	11,241
Accounts Payable and Other Liabilities	**$ 56,021**	$ 55,833

Of the above total, $17,560 (2013 $18,317) is expected to be settled more than one year after the Consolidated statement of financial position date. All other amounts are short-term in nature and their fair value approximates carrying value. In the absence of an active market for post-employment benefit liabilities, the actuarially determined value provides a reasonable approximation of fair value.

12. EMPLOYEE BENEFIT PLANS

Empire Life sponsors pension and other post-employment benefit plans for eligible employees. The Empire Life Insurance Company Staff Pension Plan (the Plan) consists of a defined benefit component and a defined contribution component. The Company discontinued enrolments in the defined benefit component effective October 1, 2011. The Company has supplemental arrangements that provide defined pension benefits in excess of statutory limits. In addition to pension benefits, the Company also provides for post-employment health and dental care coverage and other future benefits to qualifying employees and retirees.

The defined benefit component of the Plan is a final average salary pension plan, which provides benefits to members in the form of a guaranteed level of pension payable for life. The level of benefits provided depends on members' age, length of service and their salary in the final years leading up to retirement. Pensions generally do not receive inflationary increases once in payment. In the past, however, the Company has provided ad-hoc pension increases on its defined benefit staff pension plan. Increases take place at the discretion of the Company's Board of Directors. The pension benefit payments are from trustee-administered funds.

The Company's staff pension benefit plan is governed by the *Pension Benefits Act of the Province of Ontario*, as amended, which requires that the plan sponsor fund the defined benefits determined under the plan. The Company's supplemental employee retirement benefit plan is governed by provisions of the plan, which requires that the plan sponsor fund the defined benefits determined under the plan. The amount of funds contributed to these defined benefit pension plans by Empire Life is determined by an actuarial valuation of the plans.

Under the defined contribution component, contributions are made in accordance with the provisions of the Plan documents.

A pension committee, composed of selected senior members of Empire Life's management and that of its parent, E-L Financial Corporation, oversees the Pension Plan of the Company. The Pension Committee reports to the Human Resources Committee of the Board of Directors three times each year. The Audit Committee of the Board of Directors approves the audited annual financial statements of the Pension Plan.

The other post-employment benefit plan provides for health, dental care, and other future defined benefits to qualifying employees and retirees. It is unfunded and the Company meets the benefit payment obligation as it falls due.

In the absence of an active market for post-employment benefit obligations, the actuarially determined values provide a reasonable approximation of their fair value. Plan assets are carried at fair value.

The following tables present financial information for the Company's defined benefit plans.

	Pension Benefits		Other Post Employment Benefits	
As at December 31	**2014**	2013	**2014**	2013
Present value of obligations	**$ 192,948**	$ 177,592	**$ 10,531**	$ 10,017
Fair value of plan assets	**185,919**	169,292	**—**	—
Post-employment benefit asset (liability)	**$ (7,029)**	$ (8,300)	**$ (10,531)**	$ (10,017)

The post-employment benefit asset (liability), net of the cumulative impact of the asset ceiling, is included in the Consolidated statement of financial position in Accounts payables and other liabilities.

The movement in the present value of the Plans' defined benefit obligations over the year is as follows:

	Pension Benefits		Other Post Employment Benefits	
As at December 31	**2014**	2013	**2014**	2013
Present Value of Defined Benefit Obligation				
Opening defined benefit obligation	**$ 177,592**	$ 172,925	**$ 10,017**	$ 9,815
Current service cost	**5,965**	6,603	**47**	54
Past service cost	**236**	—	**—**	—
Interest expense	**8,317**	7,117	**468**	397
Decrease (increase) in net income before tax	**14,518**	13,720	**515**	451
Remeasurements				
(Gain)/loss from changes in demographic assumptions	**(2,354)**	5,986	**(500)**	1,135
(Gain)/loss from changes in financial assumptions	**20,545**	(10,385)	**1,000**	(905)
Actuarial (gain) loss from member experience	**(10,638)**	3,052	**(181)**	(228)
Decrease (increase) in OCI before tax	**7,553**	(1,347)	**319**	2
Employee contributions	**1,929**	2,053	**—**	—
Benefits paid	**(8,644)**	(9,759)	**(320)**	(251)
Closing defined benefit obligation	**$ 192,948**	$ 177,592	**$ 10,531**	$ 10,017

The movement in the fair value of the Plan's assets over the year is as follows:

	Pension Benefits	
As at December 31	**2014**	2013
Fair Value of Defined Benefit Assets		
Fair value at beginning of year	**$ 169,292**	$ 147,787
Interest income	**8,082**	6,189
Administrative expense	**(635)**	(635)
Increase (decrease) in net income before tax	**7,447**	5,554
Remeasurements		
Return on plan assets, excluding amounts included in interest income	**12,201**	16,247
(Gain)/loss from changes in demographic assumptions	**—**	—
(Gain)/loss from changes in financial assumptions	**—**	—
Actuarial (gain) loss from member experience	**—**	—
Change in effect of asset limit	**—**	—
Increase (decrease) in OCI before tax	**12,201**	16,247
Plan transfers / curtailments	**—**	—
Employer contributions	**3,694**	7,410
Employee contributions	**1,929**	2,053
Benefits paid	**(8,644)**	(9,759)
Fair value of Plan assets at end of year	**$ 185,919**	$ 169,292

The actual return on plan assets net of administrative expense, for the year ended December 31, 2014 was a gain of $19,648 (2013 gain of $21,801).

The following table summarizes income, expense and remeasurement activity for the Company's defined benefit plans:

	Pension Benefits		Other Post Employment Benefits	
For the year ended December 31	**2014**	2013	**2014**	2013
Operating expense				
Current service cost	**$ 5,965**	$ 6,603	**$ 47**	$ 54
Past service cost	**236**	—	**—**	—
Interest expense	**8,317**	7,117	**468**	397
Interest income on plan assets	**(8,082)**	(6,189)	**—**	—
Administrative expense	**635**	635	**—**	—
Decrease (increase) in net income before tax	**$ 7,071**	$ 8,166	**$ 515**	$ 451
Remeasurements				
Return on plan assets, excluding amounts included in interest income	**$ (12,201)**	$ (16,247)	**$ —**	$ —
(Gain)/loss from changes in demographic assumptions	**(2,354)**	5,986	**(500)**	1,135
(Gain)/loss from changes in financial assumptions	**20,545**	(10,385)	**1,000**	(905)
Actuarial (gain) loss from member experience	**(10,638)**	3,052	**(181)**	(228)
Change in effect of asset limit	**—**	—	**—**	—
Decrease (increase) in OCI before tax	**$ (4,648)**	$ (17,594)	**$ 319**	$ 2

Defined benefit plan expense is recognized in Operating expenses. Remeasurements in the defined benefit plan are included in OCI. Operating expenses also include $670 (2013 $544) of pension expense related to the defined contribution component of the pension plan.

Expected contributions (including both employer and employee amounts) to the Company's defined benefit pension plans for the year ending December 31, 2015 are approximately $5,239.

The Plan invests primarily in Empire Life segregated and mutual funds. The fair value of the underlying assets of the funds and other investments are included in the following table:

As at December 31	2014		2013	
Equity				
Canadian				
Consumer discretionary	**$ 4,006**	**2%**	$ 6,633	4%
Consumer staples	**8,504**	**5%**	3,483	2%
Energy	**13,169**	**7%**	10,839	6%
Financials	**23,096**	**12%**	21,702	13%
Industrials	**9,202**	**5%**	4,437	3%
Information technology	**7,251**	**4%**	4,072	2%
Materials	**682**	**0%**	4,053	2%
Telecom services	**3,188**	**2%**	1,401	1%
Utilities	**2,218**	**1%**	1,975	1%
Total Canadian	**71,316**	**38%**	58,595	34%
Foreign	**39,064**	**21%**	43,974	26%
Total Equity	**110,380**	**59%**	102,569	60%
Debt				
Government of Canada	**6,469**	**3%**	10,244	6%
Provincial governments	**14,520**	**8%**	12,216	8%
Municipal governments	**1,920**	**1%**	1,140	1%
Canadian corporations	**33,213**	**18%**	25,793	15%
Total Debt	**56,122**	**30%**	49,393	30%
Cash, cash equivalent, accruals	**5,261**	**3%**	4,046	2%
Mutual Funds	**7,296**	**4%**	6,254	4%
Other	**6,860**	**4%**	7,030	4%
Total fair value of assets	**$ 185,919**	**100%**	$ 169,292	100%

All equities are classified as level 1 and all debt is classified as level 2 in the fair value hierarchy.

The following weighted average assumptions were used in actuarial calculations:

	Pension Benefits		Other Post Employment Benefits	
As at December 31	**2014**	2013	**2014**	2013
Defined benefit obligation as at December 31:				
Discount rate - defined benefit obligation	**4.0%**	4.8%	**3.9%**	4.8%
Discount rate - net interest	**4.8%**	4.2%	**4.8%**	4.1%
Inflation assumption	**2.0%**	2.0%	**n/a**	n/a
Rate of compensation increase	**3.5%**	3.5%	**n/a**	n/a
Future pension increases	**3.0%**	3.0%	**n/a**	n/a
Assumed health care cost trend rates at December 31:				
Initial health care cost trend rate	**n/a**	n/a	**7.8%**	8.1%
Cost trend rate declines to	**n/a**	n/a	**4.5%**	4.5%
Year ultimate health care cost trend rate is reached	**n/a**	n/a	**2026**	2026

Assumptions (in number of years) relating to future mortality, to determine the defined benefit obligation and the net benefit cost for the defined benefit pension plans are as follows:

As at December 31	**2014**	2013
Males aged 65 at measurement date	**21.49**	22.49
Females aged 65 at measurement date	**23.96**	24.52
Males aged 40 at measurement date	**22.88**	23.58
Females aged 40 at measurement date	**25.18**	25.37

The following table provides the sensitivity of the defined benefit pension and other post-employment benefit obligations to changes in significant actuarial assumptions. For each sensitivity test, the impact of a reasonably possible change in a single factor is shown with other assumptions left unchanged. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method has been applied as when calculating the Post-employment benefit liability recognized within the Statement of financial position.

		Impact on Pension Benefits		Impact on Other Post Employment Benefits	
As at December 31, 2014	**Change in Assumption**	**Increase**	**Decrease**	**Increase**	**Decrease**
Discount rate	1%	(22,545)	31,159	(1,337)	1,640
Rate of compensation increase	1%	9,593	(8,327)	n/a	n/a
Health care cost increase	1%	n/a	n/a	1,505	(1,255)
Claim rate	10%	n/a	n/a	998	(998)
Life expectancy	1 year	4,216	(4,330)	503	(491)

		Impact on Pension Benefits		Impact on Other Post Employment Benefits	
As at December 31, 2013	Change in Assumption	Increase	Decrease	Increase	Decrease
Discount rate	1%	(21,927)	30,011	(982)	1,181
Rate of compensation increase	1%	8,556	(7,414)	n/a	n/a
Health care cost increase	1%	n/a	n/a	1,397	(1,083)
Claim rate	10%	n/a	n/a	924	(926)
Life expectancy	1 year	4,267	(4,558)	495	(514)

The weighted average duration, in number of years, of the defined benefit obligations are:

As at December 31	**2014**	2013
Staff pension plan	**14**	14
Supplemental employee retirement plan	**11**	11
Other post-employment benefits	**15**	13

Risks

Through its defined benefit pension plan and the other post-employment benefit plan, the Company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan obligations are calculated using a discount rate set with reference to corporate bond yields; if plan assets underperform this yield, this will create a deficit. The pension plan holds a significant proportion of equities, which are expected to outperform corporate bonds in the long-term while producing volatility and risk in the short-term.

The following table summarizes the potential impact on OCI of a change in global equity markets regarding assets in Empire Life's pension plan. The Company uses a 10% increase or decrease in equity markets as a reasonably possible change in equity markets. The Company has also disclosed the impact of a 20% increase or decrease in its equity market sensitivity.

	As at December 31, 2014			
	10% Increase	**10% Decrease**	**20% Increase**	**20% Decrease**
Shareholders' other comprehensive income	**$ 8,460**	**$ (8,460)**	**$ 16,919**	**$ (16,919)**
Policyholders' other comprehensive income	**$ 404**	**$ (404)**	**$ 808**	**$ (808)**

	As at December 31, 2013			
	10% Increase	10% Decrease	20% Increase	20% Decrease
Shareholders' other comprehensive income	$ 7,760	$ (7,760)	$ 15,520	$ (15,520)
Policyholders' other comprehensive income	$ 369	$ (369)	$ 738	$ (738)

The following tables summarize the potential impact on OCI as a result of a change in interest rates on assets in Empire Life's pension plan.

	As at December 31, 2014			
	100bps Increase	**100bps Decrease**	**200bps Increase**	**200bps Decrease**
Shareholders' other comprehensive income	**$ (2,538)**	**$ 3,154**	**$ (4,464)**	**$ 6,929**
Policyholders' other comprehensive income	**$ (121)**	**$ 151**	**$ (213)**	**$ 331**

	As at December 31, 2013			
	100bps Increase	100bps Decrease	200bps Increase	200bps Decrease
Shareholders' other comprehensive income	$ (2,152)	$ 2,607	$ (3,847)	$ 5,671
Policyholders' other comprehensive income	$ (104)	$ 126	$ (185)	$ 273

Changes in bond yields

A decrease in corporate bond yields will increase plan obligations, although this will be partially offset by an increase in the value of the plans' bond holdings.

Life expectancy

The majority of the plans' obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the plans' liabilities.

In case of the funded plans, the Pension Committee ensures that the investment positions are managed in accordance with the investment philosophy outlined in the investment policy approved by the Human Resources Committee of the Board. The fundamental philosophy is to achieve acceptably high investment return over the long term without jeopardizing the level of security of the members' benefits and without introducing too much volatility into the Company's future expense. The Company's objective is to match assets to the pension obligations by investing in equities as well as fixed interest securities. The Company monitors how the duration and the expected yield of the investments are matching the expected cash outflows arising from the pension obligations. The Plan has not changed the processes used to manage its risks from previous periods. Investments are well diversified, such that the failure of any single investment would not have a material impact on the overall level of assets. The Plan invests primarily in Canadian Bonds and Equities through its' ownership of units in Empire Life segregated and mutual funds. The Company believes that equities offer the best returns over the long term with an acceptable level of risk.

The last triennial valuation on the Staff Pension Plan was completed in August 2014, as at December 31, 2013. The next triennial valuation is due to be completed as at December 31, 2016.

13. INSURANCE PREMIUMS

For the year ended December 31	2014			2013		
	Gross	**Reinsurance Ceded**	**Net**	Gross	Reinsurance Ceded	Net
Life premiums	**$ 450,133**	**$ (78,702)**	**$ 371,431**	$ 439,465	$ (73,683)	$ 365,782
Health premiums	**335,044**	**(25,093)**	**309,951**	319,334	(22,856)	296,478
Total life and health premiums	**785,177**	**(103,795)**	**681,382**	758,799	(96,539)	662,260
Annuity premiums	**186,375**	**(264)**	**186,111**	159,722	(438)	159,284
Total Insurance Premiums	**$ 971,552**	**$ (104,059)**	**$ 867,493**	$ 918,521	$ (96,977)	$ 821,544

14. FEE INCOME

For the year ended December 31	2014	2013
Investment management, policyholder administration and guarantee fees	**$ 179,537**	$ 143,442
Surrender charges and other miscellaneous fees	**7,979**	7,147
Fee Income	**$ 187,516**	$ 150,589

15. BENEFITS AND EXPENSES

(a) Insurance Contract Benefits and Claims Paid

For the year ended December 31	2014			2013		
	Gross	**Reinsurance Ceded**	**Net**	Gross	Reinsurance Ceded	Net
Life claims	**$ 192,165**	**$ (63,289)**	**$ 128,876**	$ 169,046	$ (41,789)	$ 127,257
Health claims	**244,151**	**(14,399)**	**229,752**	221,903	(11,491)	210,412
Total life and health claims	**436,316**	**(77,688)**	**358,628**	390,949	(53,280)	337,669
Annuity benefits	**289,903**	**(3,193)**	**286,710**	225,060	(3,192)	221,868
Benefits and Claims Paid	**$ 726,219**	**$ (80,881)**	**$ 645,338**	$ 616,009	$ (56,472)	$ 559,537

(b) Change in Insurance Contract Liabilities and Reinsurance Ceded

For the year ended December 31	2014			2013		
	Gross	**Reinsurance Ceded**	**Net**	Gross	Reinsurance Ceded	Net
Life	**$ 526,875**	**$ 213,350**	**$ 740,225**	$ (150,411)	$ 37,845	$ (112,566)
Health	**65,304**	**(8,024)**	**57,280**	(610)	486	(124)
Total life and health	**592,179**	**205,326**	**797,505**	(151,021)	38,331	(112,690)
Annuity	**(53,955)**	**622**	**(53,333)**	(49,182)	1,488	(47,694)
Change in Insurance Contract Liabilities	**$ 538,224**	**$ 205,948**	**$ 744,172**	$ (200,203)	$ 39,819	$ (160,384)

16. SEGMENTED INFORMATION

The Company operates in the Canadian life insurance industry and follows a product line management approach for internal reporting and decision making. A description of the product lines is as follows:

The Wealth Management product line includes segregated funds, mutual funds, guaranteed interest rate annuities and annuities providing income for life.

The Employee Benefits product line offers group benefit plans to employers for medical, dental, disability, and life insurance coverage of their employees.

The Individual Insurance product line includes both non-participating and participating individual life and health insurance products.

The Capital and Surplus segment is made up of assets held in the shareholders' and participating policyholders' equity accounts.

Operating results are segmented into three product lines along with the Company's capital and surplus segment as follows:

	For the year ended December 31, 2014				
	Wealth Management	Employee Benefits	Individual Insurance	Capital & Surplus	Total
Net premiums from external customers	$ 186,106	$ 318,942	$ 362,445	$ —	$ 867,493
Interest income	39,712	6,149	130,332	38,843	215,036
Total investment income	48,998	4,104	150,543	42,236	245,881
Fair value change in fair value through profit or loss assets	19,981	4,270	513,949	(164)	538,036
Realized gain (loss) on fair value through profit or loss assets	9,174	489	65,220	(414)	74,469
Realized gain (loss) on available for sale assets including impairment write downs	39	48	10	12,524	12,621
Fee income from external customers	177,368	8,571	1,327	250	187,516
Net benefits and claims	286,714	237,540	121,084	—	645,338
Net change in insurance contract liabilities	(53,330)	6,596	790,906	—	744,172
Change in investment contract provision	2,282	—	—	—	2,282
Policy dividends	—	—	23,898	—	23,898
Amortization of capital assets	1,939	1,183	1,598	—	4,720
Total operating expenses	61,087	41,826	42,637	1,419	146,969
Net commission expense	91,307	31,025	70,809	—	193,141
Interest expense	—	—	—	14,180	14,180
Premium tax	—	6,943	7,316	—	14,259
Investment and capital tax	—	—	4,100	—	4,100
Income tax expense (recovery)	11,733	3,475	5,219	9,874	30,301
Net income (loss) after tax	41,872	9,019	27,526	28,959	107,376

	For the year ended December 31, 2013				
	Wealth Management	Employee Benefits	Individual Insurance	Capital & Surplus	Total
Net premiums from external customers	$ 159,284	$ 306,585	$ 355,675	$ —	$ 821,544
Interest income	41,489	5,633	122,508	37,111	206,741
Total investment income	53,213	4,256	140,199	42,491	240,159
Fair value change in fair value through profit or loss assets	(36,256)	(6,561)	(306,220)	—	(349,037)
Realized gain (loss) on fair value through profit or loss assets	7,173	299	37,973	—	45,445
Realized gain (loss) on available for sale assets including impairment write downs	162	195	150	(2,995)	(2,488)
Fee income from external customers	140,211	7,605	1,009	1,764	150,589
Net benefits and claims	221,868	219,151	118,518	—	559,537
Net change in insurance contract liabilities	(47,694)	2,996	(115,686)	—	(160,384)
Change in investment contract provision	945	—	—	—	945
Policy dividends	—	—	22,098	—	22,098
Amortization of capital assets	1,729	1,306	1,578	—	4,613
Total operating expenses	55,249	41,926	40,798	1,477	139,450
Net commission expense	71,838	30,172	66,247	—	168,257
Interest expense	—	—	—	18,977	18,977
Premium tax	—	6,697	7,314	—	14,011
Investment and capital tax	—	—	3,900	—	3,900
Income tax expense (recovery)	2,938	2,790	19,182	4,475	29,385
Net income (loss) after tax	18,651	8,647	66,407	16,331	110,036

Assets are segmented into three product lines along with the Company's capital and surplus as follows:

	As at December 31, 2014				
	Wealth Management	**Employee Benefits**	**Individual Insurance**	**Capital & Surplus**	**Total**
Assets excluding segregated funds	**$ 1,062,818**	**$ 160,465**	**$ 4,156,329**	**$ 1,399,116**	**$ 6,778,728**
Segregated funds	**6,926,322**	**—**	**22,153**	**—**	**6,948,475**
Total assets	**$ 7,989,140**	**$ 160,465**	**$ 4,178,482**	**$ 1,399,116**	**$ 13,727,203**

	As at December 31, 2013				
	Wealth Management	Employee Benefits	Individual Insurance	Capital & Surplus	Total
Assets excluding segregated funds	$ 1,104,876	$ 154,470	$ 3,359,260	$ 1,507,296	$ 6,125,902
Segregated funds	5,932,724	—	21,784	—	5,954,508
Total assets	$ 7,037,600	$ 154,470	$ 3,381,044	$ 1,507,296	$ 12,080,410

While specific general fund assets are nominally matched against specific types of general fund liabilities or held in the shareholders' and policyholders' equity accounts, all general fund assets are available to pay all general fund liabilities if required. Segregated fund assets are not available to pay liabilities of the general fund.

17. OPERATING EXPENSES

Operating expenses include the following:

For the year ended December 31		2014		2013
Salary and benefits expense	$	**85,309**	$	83,713
Professional services		**14,914**		14,273
Rent, leasing and maintenance		**10,473**		10,826
Amortization and depreciation of capital assets		**4,720**		4,613
Other		**31,553**		26,025
Total	$	**146,969**	$	139,450

Significant components of other expenses include travel, advertising, and office supplies and services.

18. INCOME TAXES

(a) Income Tax Expense

The Company's income tax expense includes provisions for current and deferred taxes as follows:

For the year ended December 31		2014		2013
Current income tax expense	$	**20,805**	$	31,847
Deferred income tax expense (benefit)				
relating to the origination and reversal of temporary differences		**9,496**		(2,462)
Income Tax Expense	$	**30,301**	$	29,385

During 2014 the Company paid income tax installments totaling $32,566 (2013 $24,074).

The Company has an Ontario minimum tax carry-forward of $1,549 expiring in 17 years. Management considers it more likely than not that these tax carry-forwards will be realized before they expire.

(b) Variance from Statutory Provision

Income taxes provided varies from the expected statutory provision as follows:

For the year ended December 31	2014	2013
Net income before income taxes	**$ 137,677**	$ 139,421
Income tax provision at statutory rates	**36,511**	36,919
Increase (decrease) resulting from:		
Tax paid dividends on stocks	**(6,494)**	(7,515)
Miscellaneous	**284**	(19)
Income Tax Expense	**$ 30,301**	$ 29,385

The current enacted corporate tax rates as they impact the Company in 2014 stand at 26.52% (2013 26.48%). This rate is expected to remain unchanged through to 2018. The impact of future enacted corporate tax rates has been taken into consideration in the deferred tax calculation.

(c) Deferred Income Taxes

In certain instances the tax basis of assets and liabilities differs from the carrying amount. These differences will give rise to deferred income taxes, which are reflected on the Consolidated statement of financial position. These differences arise in the following items:

As at December 31	2014	2013
Insurance contracts	**$ (10,479)**	$ (11,298)
Portfolio investments	**(6,839)**	(7,707)
Taxes recoverable in future years	**6,011**	16,942
Post-employment benefit plans	**4,655**	4,772
Other, net	**(1,591)**	(309)
Deferred Income Tax Asset (Liability)	**$ (8,243)**	$ 2,400

Of the above total, $4,304 (2013 $6,833) is expected to be received (paid) more than one year after the Consolidated statement of financial position date.

The net movement on the deferred income tax account is as follows:

For the year ended December 31	2014	2013
Deferred income tax asset (liability) - beginning of year	**$ 2,400**	$ 4,596
Deferred income tax (expense) benefit		
Statement of operations	**(9,496)**	2,462
Other comprehensive Income	**(1,147)**	(4,658)
Deferred income tax asset (liability) - end of year	**$ (8,243)**	$ 2,400

(d) Income Taxes Included in Other Comprehensive Income

Other comprehensive income (loss) is presented net of income taxes.

The following Income tax amounts are included in each component of **total OCI**.

For the year ended December 31	2014			2013		
	Before Tax	**Tax Provision (Recovery)**	**After Tax**	Before Tax	Tax Provision (Recovery)	After Tax
Unrealized fair value change on available for sale investments	**$ 52,187**	**$ 13,838**	**$ 38,349**	$ (25,682)	$ (6,801)	$ (18,881)
Fair value change on available for sale investments reclassified to net income, including impairment write downs	**(12,621)**	**(3,646)**	**(8,975)**	2,488	601	1,887
Amortization of loss on derivative investments designated as cash flow hedges reclassified to net income	**344**	**111**	**233**	849	275	574
Remeasurements of post-employment benefit liabilities	**4,329**	**1,147**	**3,182**	17,592	4,658	12,934
Total other comprehensive income (loss)	**$ 44,239**	**$ 11,450**	**$ 32,789**	$ (4,753)	$ (1,267)	$ (3,486)

The following income tax amounts are included in each component of **shareholders' OCI**:

For the year ended December 31	2014			2013		
	Before Tax	**Tax Provision (Recovery)**	**After Tax**	Before Tax	Tax Provision (Recovery)	After Tax
Unrealized fair value change on available for sale investments	**$ 45,445**	**$ 12,050**	**$ 33,395**	$ (31,046)	$ (8,222)	$ (22,824)
Fair value change on available for sale investments reclassified to net income, including impairment write downs	**(6,047)**	**(1,755)**	**(4,292)**	4,173	1,086	3,087
Amortization of loss on derivative investments designated as cash flow hedges reclassified to net income	**344**	**111**	**233**	849	275	574
Remeasurements of post-employment benefit liabilities	**4,117**	**1,091**	**3,026**	16,752	4,436	12,316
Shareholder portion of policyholder other comprehensive income (loss)	**(75)**	**46**	**(121)**	368	94	274
Total other comprehensive income (loss)	**$ 43,784**	**$ 11,543**	**$ 32,241**	$ (8,904)	$ (2,331)	$ (6,573)

The following income tax amounts are included in each component of **policyholders' OC**I:

For the year ended December 31	2014			2013		
	Before Tax	**Tax Provision (Recovery)**	**After Tax**	Before Tax	Tax Provision (Recovery)	After Tax
Unrealized fair value change on available for sale investments	**$ 6,742**	**$ 1,788**	**$ 4,954**	$ 5,364	$ 1,421	$ 3,943
Fair value change on available for sale investments reclassified to net income, including impairment write downs	**(6,574)**	**(1,891)**	**(4,683)**	(1,685)	(485)	(1,200)
Remeasurements of post-employment benefit liabilities	**212**	**56**	**156**	840	222	618
Shareholder portion of policyholder other comprehensive income (loss)	**75**	**(46)**	**121**	(368)	(94)	(274)
Total other comprehensive income (loss)	**$ 455**	**$ (93)**	**$ 548**	$ 4,151	$ 1,064	$ 3,087

19. DIVIDENDS

Shareholder dividends paid in 2014 and 2013 were $33,984 and $24,100, respectively. This represents a dividend pay out rate of $34.4985 per share in 2014 and $24.4652 per share in 2013.

20. CAPITAL MANAGEMENT

The Company aims to manage its regulatory capital in order to meet the regulatory capital adequacy requirements of the *Insurance Companies Act* (Canada) as established and monitored by OSFI. Under the guidelines established by OSFI, the Company's regulatory capital consists of two tiers. The Company's Tier 1 regulatory capital includes common shares, contributed surplus, retained earnings and participating policyholders' equity. Tier 2 regulatory capital includes the accumulated unrealized gains on AFS equity securities, net of tax, negative reserves on insurance contract liabilities and subordinated debt. OSFI's target Tier 1 and total regulatory capital ratios for Canadian life insurance companies are 105% and 150% respectively. As at December 31, 2014 and December 31, 2013 the Company was in compliance with these ratios.

As at December 31	2014	2013
Tier 1 Regulatory Capital	**$ 872,275**	$ 830,538
Tier 2 Regulatory Capital	**452,203**	532,961
Total Regulatory Capital	**$ 1,324,478**	$ 1,363,499

21. COMMITMENTS AND CONTINGENCIES

Lease Commitments

The Company has entered into various operating leases as lessee for office space and certain computer and other equipment. Operating lease payments in 2014 were $3,026 (2013 $3,250). The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	2014	2013
2014	$ —	$ 3,011
2015	**2,466**	1,859
2016	**2,159**	1,521
2017	**1,914**	1,274
2018	**1,656**	1,016
2019 (and thereafter for comparative)	**1,593**	1,577
2020 (and thereafter)	**679**	—
	$ 10,467	$ 10,258

Investment Commitments

In the normal course of business, investment commitments are outstanding which are not reflected in the consolidated financial statements. At December 31, 2014 there were $8,942 (2013 $11,430) of outstanding commitments to purchase units in a real estate limited partnership. These commitments are payable on demand and mature within 6 months.

Other Contingencies

The Company operates in the insurance industry and is subject to legal proceedings in the normal course of business. While it is not practicable to forecast or determine the final results of all pending or threatened legal proceedings, management does not believe that such proceedings (including litigation) will have a material effect on its results and financial position.

The Company by-laws provide indemnification to its current and former directors, officers and employees to the extent permitted by law, against contractual indemnities and liabilities arising from their service to the Company. The broad general nature of these indemnification by-laws does not permit a reasonable estimate of the maximum potential amount of any liability.

In certain cases, the Company would have recourse against third parties with respect to the foregoing items and the Company also maintains insurance policies that may provide coverage against certain of these items.

22. RELATED PARTY TRANSACTIONS

The Company is a 98.3% owned subsidiary of E-L Financial Services Limited which in turn is an 81.0% owned subsidiary of E-L Financial Corporation Limited. The Company's ultimate controlling party is The Honourable Henry N. R. Jackman together with a trust created in 1969 by his father, Henry R. Jackman. In the normal course of business, the Company enters into transactions with its Shareholder and other companies under common control or common influence involving the leasing of office property, investment management services and miscellaneous office services. During 2014, the Company earned investment management service fees of $101 (2013 $1,631) from related companies under common shareholder control. For all other services, the amounts earned and expensed were not significant. Some directors and officers have insurance policies underwritten by the Company.

Compensation of Key Management Personnel

Key management personnel are comprised of directors and executive officers of the Company. The remuneration of key management personnel is as follows:

For the year ended December 31		2014		2013
Salaries and other short-term employee benefits	$	**6,829**	$	6,369
Post-employment benefits		**530**		565
Total	$	**7,359**	$	6,934

Post-employment benefits are comprised of employer current service costs for pension and other post-employment benefits.

Management has established procedures to review and approve transactions with related parties and reports annually to the Conduct Review Committee of the Board of Directors on the procedures followed and the results of the review.

23. SUBORDINATED DEBT

On May 31, 2013, the Company issued $300,000 principal amount of unsecured subordinated debentures with a maturity date of May 31, 2023. The interest rate from May 31, 2013 until May 31, 2018 is 2.870%, and the rate from May 31, 2018 until May 31, 2023 will be equal to the 3-month Canadian Deposit Offering Rate plus 1.05%. Interest is payable semi-annually at May 31 and November 30 until May 31, 2018, quarterly thereafter with the first such payment on August 31, 2018. The Company may call for redemption of the debentures on or after May 31, 2018 subject to the approval of OSFI. The holders have no right of redemption.

On May 20, 2009, the Company issued $200,000 principal amount of unsecured subordinated debentures with a maturity date of May 20, 2019. The interest rate from May 20, 2009 until May 20, 2014 is 6.73%, and the rate from May 20, 2014 until May 20, 2019 will be equal to the 3-month Canadian Deposit Offering Rate plus 5.75%. Interest is payable semi-annually at May 20 and November 20 until May 20, 2014, quarterly thereafter with the first such payment on August 20, 2014. The Company redeemed these debentures on May 20, 2014 at par.

The debentures are subordinated in right of payment to all policy contract liabilities of the Company and all other senior indebtedness of the Company.

The fair value of these debentures is $305,199 as of December 31, 2014 (2013 $500,609), and is within level 2 of the fair value hierarchy. The fair value is provided by a third party bond pricing service.

24. SHAREHOLDERS' EQUITY ENTITLEMENT

Shareholders' entitlement to $5,478 (2013 $5,718) of shareholders' equity is contingent upon future payment of dividends to participating policyholders.

25. CAPITAL STOCK

(a) Authorized

Common shares: 2,000,000 shares with no par value

(b) Issued and fully paid

As at December 31		2014		2013
Number of common shares: 985,076	$	**985**	$	985

26. SUPPLEMENTARY PARTICIPATING POLICYHOLDER INFORMATION

Participating Account Assets

As at December 31		2014		2013
Assets backing participating account equity	$	**60,040**	$	50,822
Assets backing participating account liabilities	$	**579,832**	$	510,765

Transfers to Shareholders' Account

In 2014, the Company transferred $2,016 (2013 $2,292), equal to 8.3% of the distributable participating profits, from the participating account to the shareholders' account.

27. RISK MANAGEMENT

The Company is subject to a number of risks relating to its business, including investment risks and insurance risks. The goal of the Company's risk management process is to ensure that the operations of the Company that expose it to risk are consistent with the Company's objectives and risk philosophy while maintaining an appropriate risk/reward balance and enhancing stakeholder value. Management shares responsibility and accountability for risk management across the organization. This enables a cross-functional perspective on risk management, enhanced by the frequency of contact across the management team. The Company has a Management Risk Committee with Board reporting responsibility. The Company's risk management framework is based on the former Office of the Superintendent of Financial Institutions (OSFI) Standards of Sound Business Practices and is tailored to the Company's circumstances and business risks, capturing its risk philosophy and risk appetite. Risk management policy development is centralized under the leadership of the Vice-President Risk Management and applies to all business units. On February 27, 2015 the Board approved the establishment of a Risk and Capital Committee and a Chief Risk Officer position. All risk management policies and procedures are regularly reviewed for relevance and changes in the risk environment. Accountability, application, day-to-day management and procedural elements are the responsibility of area management, supported by business unit compliance officers. There is executive representation and oversight on various interdisciplinary risk control committees, and the Company follows the same reporting and disclosure discipline as its public company parent, E-L Financial. The Company formally establishes and documents its values and risk tolerances through several company-wide policies including a Code of Ethics, Corporate Disclosure principles, risk management, capital management and whistleblower policies. The Company's strategic risk management policies (such as product design and pricing, investment policies and capital management) are also approved by its Board, or one of its subcommittees.

The Company is exposed to investment and insurance risks arising from its investing activities and its insurance operations and to general reputation risk associated with these activities and its ability to manage specific risks. The specific risks that management considers to be most significant in terms of likelihood and the potential adverse impact on the Company, are outlined below:

(a) Investment Risk:
- i) Market Risk, including:
  - (1) Market Price Fluctuations
  - (2) Interest Rate Risk
  - (3) Foreign Currency Risk
- ii) Liquidity Risk
- iii) Credit Risk

(b) Insurance Risk:
- i) Experience Risk
  - (1) Mortality
  - (2) Investment Returns
  - (3) Policy Termination (Lapse)
  - (4) Expenses
  - (5) Morbidity
- ii) Product Design and Pricing Risk
- iii) Underwriting and Claims Risk
- iv) Reinsurance Risk

(a) Investment Risk

The disclosures in Note 3 provide the breakdown of investments by type and by geographic region. The fair values of these investments are inherently volatile and frequently change in value as a result of factors beyond the Company's control, including general economic and capital market conditions.

i) Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices such as interest rates, trading prices of equity and other securities, credit spreads and foreign currency exchange rates. Market risk is directly influenced by the volatility and liquidity in the markets in which the related financial instruments are traded, expectations of future price and yield movements and the composition of the Company's investment portfolio. For the Company, the most significant market risks are market price fluctuations, interest rate risk and foreign currency risk.

(1) Market Price Fluctuations

The Company's investment portfolio consists primarily of bonds and equity securities and the fair value of its investments varies according to changes in general economic and securities market conditions, including volatility and declines in equity markets. Equity market volatility could occur as a result of general market volatility or as a result of specific social, political or economic events. A decline in securities markets could have an adverse impact on the return on assets backing capital, capital adequacy, the management fees collected on segregated fund contracts, mutual funds and on index funds within

universal life contracts and insurance policy liabilities and capital requirements, particularly in respect of segregated fund guarantees.

The risk of fluctuation of the market value of the Company's segregated funds and mutual funds are generally assumed by the policyholders. Market value variations of such assets will result in variations in the income of the Company to the extent fees are determined in relation to the value of such funds. A significant and steady decline of the securities markets may result in net losses on such products which could adversely affect the Company. Additionally, certain of the Company's segregated fund products contain guarantees upon death, maturity or withdrawal, where the guarantee may be triggered by the market performance of the underlying funds. If a significant market decline is experienced, the resulting increased cost of providing these guarantees could have an adverse effect on the Company's financial position, MCCSR position and results of operations. The Company has reinsured a portion of its segregated fund death benefit guarantee. During the fourth quarter of 2014, the Company initiated a semi-static hedging program. The objective of the hedging program is to partially protect the Company from possible future MCCSR ratio declines that might result from adverse stock market price changes. The hedging program presently employs put options and short positions on key equity indices. The Company intends to protect 10% to 20% of overall income and MCCSR equity risk exposure by expanding the hedging program during 2015 and subsequent years. The Company manages this risk by applying limits established by the Investment Committee in its investment guidelines, which set out permitted derivatives and permitted uses for derivatives, as well as limits to the use of these instruments. In particular, no leverage is permitted in the use of derivatives and strict counterparty credit restrictions are imposed, with total credit exposure limited to $100 million. The Company buys investment quality bonds to support, to a very large extent, the liabilities under the insurance and annuity policies of the Company. The Company's investment strategy also includes the use of publicly-listed "large cap" common stocks to support the liabilities under its insurance policies. Cash flows arising from these investments are intended to match the liquidity requirements of the Company's policies, within the limits prescribed by the Company. However, if The Company does not achieve the expected returns underlying the pricing of its products, its operating results may be adversely affected.

Furthermore, a decrease in the fair value of the Company's common stock portfolio results in reduced shareholders' equity, reduced policyholders' surplus and a reduced Minimum Continuing Capital and Surplus Requirements (MCCSR) position. Regulatory pressure to increase capital escalates as the MCCSR position approaches OSFI's supervisory minimum. Net income would also be reduced if the declines in value are realized through dispositions or recognized in provisions for impairment.

The Company manages this risk exposure mainly through investment limits and oversight of its investment managers by the Investment Committee of the Board.

The Company's general fund investments are subject to limits established by the *Insurance Companies Act* and to investment guidelines established by the Investment Committee of the Board. The investment guidelines are designed to limit overall investment risk by defining investment objectives, eligible investments, diversification criteria, exposure, concentration and asset quality limits for eligible investments by segment. The Investment Committee receives monthly reporting on general fund asset mix and performance by segment, derivatives matching, segregated fund asset mix and performance, and investment transactions for all funds. In addition, on at least a quarterly basis, management and the Company's investment managers report to the Investment Committee, and through the Investment Committee to the Board of Directors, on portfolio content, asset mix, the Company's matched position, the performance of general and segregated funds and compliance with the investment guidelines.

The Company has an Asset/Liability Management Committee, which meets regularly and reports at least quarterly to the Investment Committee of the Board. The mandate of the Asset/Liability Management Committee is to monitor the matched position of Empire's investments in relation to its liabilities within the various segments of the Company's operations. The matching process is designed to require that assets supporting policy liabilities closely match the timing and amount of policy obligations, and to plan for the appropriate amount of liquidity in order to meet its financial obligations as they fall due. Asset segmentation guidelines, which are reviewed regularly with the Investment Committee, have been established to govern these activities. The Asset/Liability Management Committee reports regularly to the Investment Committee on the Company's matched positions, asset mixes, and investment allocation decisions relative to the Company's asset segments.

The Company has a Hedging Policy to support general fund hedging programs. The policy outlines objectives, risk limits and authority associated with its hedging activities. Management monitors its hedging activities on a regular basis and reports, at least quarterly, to the Board on the status of the hedging program.

The Company uses stochastic models to monitor and manage risk associated with segregated fund guarantees and establishes policyholder liability provisions in accordance with standards set forth by the CIA. Product development and pricing policies also require consideration of portfolio risk and capital requirements in the design, development and pricing of the products. The ALM Committee reports quarterly to the Investment Committee of the Board on the nature and value of the Company's segregated fund guarantee liabilities, including potential top-up exposure and capital requirements.

The Company has established a Capital Management Policy, capital management levels that exceed regulatory minimums and Dynamic Capital Adequacy Testing that takes into account the potential effect of adverse investment-risk scenarios (including adverse market conditions and adverse interest rates) on the Company's capital position and liquidity. Management monitors its MCCSR position on a regular basis and reports at least quarterly to the Board of Directors on the Company's MCCSR.

The following table summarizes the potential impact on the Company of a change in global equity markets. The Company uses a 10% increase or decrease in equity markets as a reasonably possible change in equity markets. The Company has also disclosed the impact of a 20% increase or decrease in its equity market sensitivity. For segregated fund guarantee policy liabilities the level of sensitivity is highly

dependent on the level of the stock market at the time of performing the estimate. If period end equity markets are high relative to market levels at the time that segregated fund policies were issued, the sensitivity is reduced. If period end equity markets are low relative to market levels at the time that segregated fund policies were issued, the sensitivity is increased. The amounts shown below for segregated fund guarantee policy liabilities represent the impact on shareholders' net income. The impact of a change in future equity return assumptions can be found in Note 27 b) (i) (2) under the Insurance Risk Investment Returns section.

	As at December 31, 2014			
	10% Increase	**10% Decrease**	**20% Increase**	**20% Decrease**
Shareholders' net income	**$ 20,635**	**$ (19,397)**	**$ 41,805**	**$ (36,694)**
Policyholders' net income	**$ nil**	**$ nil**	**$ nil**	**$ nil**
Shareholders' other comprehensive income	**$ 2,133**	**$ (2,133)**	**$ 4,266**	**$ (4,266)**
Policyholders' other comprehensive income	**$ 2,380**	**$ (2,380)**	**$ 4,760**	**$ (4,760)**
Segregated fund guarantee policy liabilities	**$ nil**	**$ nil**	**$ nil**	**$ nil**

	As at December 31, 2013			
	10% Increase	10% Decrease	20% Increase	20% Decrease
Shareholders' net income	$ 20,125	$ (20,125)	$ 40,272	$ (40,272)
Policyholders' net income	$ nil	$ nil	$ nil	$ nil
Shareholders' other comprehensive income	$ 1,800	$ (1,800)	$ 3,600	$ (3,600)
Policyholders' other comprehensive income	$ 3,036	$ (3,036)	$ 6,072	$ (6,072)
Segregated fund guarantee policy liabilities	$ nil	$ nil	$ nil	$ nil

The following table identifies the concentration of the Company's common equity holdings in Empire Life's investment portfolios:

As at December 31	**2014**	2013
Holdings of common equities in the 10 issuers to which the Company had the greatest exposure	**$ 279,662**	$ 260,775
Percentage of total cash and investments	**4.2%**	4.3%
Exposure to the largest single issuer of common equities	**$ 47,487**	$ 41,081
Percentage of total cash and investments	**0.7%**	0.7%

(2) Interest Rate Risk

Interest rate risk is the risk of economic loss due to the need to reinvest or divest during periods of changing interest rates. Changes in interest rates, as a result of the general market volatility or as a result of specific social, political or economic events, could have an adverse effect on the Company's business and profitability in several ways. Certain of the Company's product offerings contain guarantees and, if long-term interest rates fall below those guaranteed rates, the Company may be required to increase policy liabilities against losses, thereby adversely affecting its operating results. Interest rate changes can also cause compression of net spread between interest earned on investments and interest credited to customers, thereby adversely affecting the Company's operating results.

Rapid declines in interest rates may result in, among other things, increased asset calls and mortgage prepayments and require reinvestment at significantly lower yields, which could adversely affect earnings. Additionally, during periods of declining interest rates, bond redemptions generally increase, resulting in the reinvestment of such funds at lower current rates. Rapid increases in interest rates may result in, among other things, increased surrenders. Fluctuations in interest rates may cause losses to the Company due to the need to reinvest or divest during periods of changing interest rates, which may force the Company to sell investment assets at a loss. In addition, an interest rate sensitivity mismatch between assets and the liabilities that they are designated to support could have an adverse effect on the Company's financial position and operating results.

The following tables summarize the immediate financial impact on Net income and OCI as a result of a change in interest rates. The impact of a change in future interest rate assumptions on Insurance contract liabilities can be found in Note 27 b) (i) (2) under the Insurance Risk Investment Return section.

	As at December 31, 2014			
	100bps Increase	**100bps Decrease**	**200bps Increase**	**200bps Decrease**
Shareholders' net income	**$ nil**	**$ nil**	**$ nil**	**$ nil**
Policyholders' net income	**$ nil**	**$ nil**	**$ nil**	**$ nil**
Shareholders' other comprehensive income	**$ (38,645)**	**$ 49,866**	**$ (66,070)**	**$ 110,952**
Policyholders' other comprehensive income	**$ (2,238)**	**$ 2,511**	**$ (4,207)**	**$ 5,300**

	As at December 31, 2013			
	100bps Increase	100bps Decrease	200bps Increase	200bps Decrease
Shareholders' net income	$ nil	$ nil	$ nil	$ nil
Policyholders' net income	$ nil	$ nil	$ nil	$ nil
Shareholders' other comprehensive income	$ (36,712)	$ 45,492	$ (64,681)	$ 99,801
Policyholders' other comprehensive income	$ (2,187)	$ 2,460	$ (4,101)	$ 5,193

Interest rate risk in Empire Life's investment portfolio is managed through Investment Committee established limits and regular reporting by management to the Investment Committee and the Board. The Company's investment guidelines establish investment objectives and eligible interest rate sensitive investments, as well as establish diversification criteria, exposure, concentration and asset quality limits for these investments. The ALM Committee oversees sensitivity to interest rates. The objective is to maximize investment yields while managing the default, liquidity and reinvestment risks at acceptable levels and within risk tolerances. Product development and pricing policies and practices also require consideration of interest rate risk in the design, development and pricing of the products.

(3) Foreign Currency Risk

Foreign currency risk is the risk that the fair value of cash flows of a financial instrument will fluctuate because of changes in exchange rates and create an adverse effect on earnings and equity when measured in the Company's functional currency.

The Company's primary foreign currency exposure arises from portfolio investments denominated in US dollars. A 10% fluctuation in the US dollar would have an impact of approximately $nil (2013 $1,430) on net income, $nil (2013 $nil) on shareholders' OCI and $nil (2013 $nil) on policyholders' OCI. The Company's exposure to foreign currency risk in its financial liabilities is not material.

The Company uses derivative instruments, including futures contracts and foreign currency forward contracts, to manage foreign exchange risks. Improper use of these instruments could have an adverse impact on earnings. The Company manages this risk by applying limits established by the Investment Committee in its investment guidelines, which set out permitted derivatives and permitted uses for derivatives, as well as limits to the use of these instruments. In particular, no leverage is permitted in the use of derivatives and strict counterparty credit restrictions are imposed, with total credit exposure limited to $100 million.

The Company has a Foreign Exchange Risk Management Policy which outlines objectives, risk limits and authority associated with any foreign exchange exposure. Oversight and management of this policy falls under the responsibility of the ALM Committee, which reports exposures and breaches to the Investment Committee of the Board.

ii) Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The majority of the Company's obligations relate to its policy liabilities, the duration of which varies by line of business and expectations relating to key policyholder actions or events (i.e. cash withdrawal, mortality, and morbidity). The remaining obligations of the Company relate to the subordinated debt (refer to Note 23 - Subordinated Debt) and to ongoing operating expenses as they fall due, which are expected to settle in a very short period of time.

The Company's liquidity risk management strategy is to ensure that there will be sufficient cash to meet all financial commitments and obligations as they become due.

The Company's liquidity risk management program is monitored by management and by the Board of the Company through regular reporting to the Investment Committee and the Board. The Company monitors its cash flow obligations and meets its liquidity needs by holding high quality marketable investments that may be easily sold, if necessary, and by maintaining a portion of investments in cash and short term investments.

The Company maintains a liquidity policy requiring an assessment of the Company's liquidity risk and specific procedures so that liquidity needs are met. Compliance with the policy is monitored by the ALM Committee and exposures and breaches are reported to the Investment Committee of the Board. The Company's current liquidity position as at December 31 is provided in a table in Note 10 e).

Based on the Company's historical cash flows and current financial performance, management believes that the cash flows from the Company's operating activities will continue to provide sufficient liquidity for the Company to satisfy debt service obligations and to pay other expenses.

The following table shows details of the expected maturity profile of the Company's undiscounted obligations with respect to its financial liabilities and estimated cash flows of policy liabilities. Policy liability cash flows include estimates related to the timing and payment of death and disability claims, policy maturities, annuity payments, policyholder dividends, amounts on deposit, commission and premium taxes offset by contractual future premiums and fees on in-force business. Recoveries from reinsurance agreements are also reflected. Segregated fund liabilities are excluded from this analysis. These estimated cash flows are based on the best estimate assumptions, with margins for adverse deviations, used in the determination of policy liabilities. The actuarial and other policy liability amounts included in the Company's 2014 consolidated financial statements are based on the present value of the estimated cash flows. Due to the use of assumptions, actual cash flows will differ from these estimates.

	As at December 31, 2014				
	1 year or less	**1 - 5 years**	**5 - 10 years**	**Over 10 years**	**Total**
Insurance contract liabilities	**$ 150,297**	**$ 186,989**	**$ 418,045**	**$ 15,967,863**	**$ 16,723,194**
Investment contract liabilities	**1,983**	**6,739**	**3,964**	**3,189**	**15,875**
Subordinated debt	**8,610**	**30,094**	**320,039**	**—**	**358,743**
Other liabilities	**164,583**	**6,461**	**17,560**	**—**	**188,604**
Total liabilities	**325,473**	**230,283**	**759,608**	**15,971,052**	**17,286,416**
Operating lease commitments	**2,466**	**7,322**	**679**	**—**	**10,467**
Total	**$ 327,939**	**$ 237,605**	**$ 760,287**	**$ 15,971,052**	**$ 17,296,883**

	As at December 31, 2013				
	1 year or less	1 - 5 years	5 - 10 years	Over 10 years	Total
Insurance contract liabilities	$ 169,841	$ 267,826	$ 468,223	$ 14,564,254	$ 15,470,144
Investment contract liabilities	2,729	6,294	5,085	3,068	17,176
Subordinated debt	214,218	32,883	326,235	—	573,336
Other liabilities	164,239	—	18,317	—	182,556
Total liabilities	551,027	307,003	817,860	14,567,322	16,243,212
Operating lease commitments	3,011	5,670	1,577	—	10,258
Total	$ 554,038	$ 312,673	$ 819,437	$ 14,567,322	$ 16,253,470

The Company is able to fund its short-term cash outflows by generating positive cash inflows from operations and from investment income earned on its investment portfolio. The ALM Committee, which meets regularly, monitors the matched position of the Company's investments in relation to its liabilities within the various segments of its operations. The matching process is designed to require that assets supporting policy liabilities closely match, to the extent possible, the timing and amount of policy obligations, and to plan for the appropriate amount of liquidity in order to meet its financial obligations as they fall due. The Company maintains a portion of its investments in cash, cash equivalents and short-term investments to meet its short-term funding requirements. As at December 31, 2014, 4.0% (2013 4.0%) of cash and investments were held in these shorter duration investments.

iii) Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is subject to credit risk which arises from debtors or counterparties who are unable to meet their obligations under debt or derivative instruments. This credit risk is derived primarily from investments in bonds, debentures, preferred shares, cash and cash equivalents, mortgages and from reinsurers under reinsurance agreements.

The Company manages this risk by applying its investment guidelines and product design and pricing risk management policy established by the Investment Committee of the Board of Directors and by the Board respectively. The investment guidelines establish minimum credit ratings for issuers of bonds, debentures and preferred share investments, and provide for concentration limits by issuer of such debt instruments. Management and Board committees review credit quality relative to investment purchases and also monitor the credit quality of invested assets over time. Management reports regularly to the Investment Committee of the Company's Board on the credit risk to which the portfolio is exposed. The Reinsurance Risk Management Policy (along with supporting material in the Product Design and Pricing Risk Management Policy) establishes reinsurance objectives and limits, and requires ongoing evaluation of reinsurers for financial soundness. The Company enters into reinsurance agreements only with reinsurance companies that have a credit rating of "A-" or better.

Credit risk analysis includes the consideration of credit spreads. From an investment perspective, when buying credit the Company is guided by two principles; first that there is a high likelihood of return of principal and second that there is an acceptable return on investment. The Company looks to obtain a risk/reward balance that aligns with its objectives and risk philosophy. When determining insurance contract liabilities, credit spreads and changes in credit spreads are reflected implicitly in the interest rate assumption.

The Company has the following assets that are exposed to credit risk:

As at December 31		2014		2013
Cash and cash equivalents	**$**	**239,102**	$	217,350
Short-term investments		**26,892**		25,448
Bonds		**4,958,086**		4,333,512
Preferred shares		**196,179**		294,218
Mortgages		**323,117**		299,353
Reinsurance		**99,707**		91,967
Loans on policies		**46,434**		44,855
Policy contract loans		**86,698**		90,275
Accrued investment income		**25,048**		24,058
Insurance receivables		**41,743**		41,014
Trade accounts receivable		**15,331**		8,397
Total	**$**	**6,058,337**	$	5,470,447

Mortgages, Loans on policies and Policy contract loans are fully or partially secured.

The Company has made provision in its Statement of financial position for credit losses. Provisions have been made partly through reduction in the value of the assets (see Note 3 b)) and partly through a provision in policy liabilities (see Note 10 c)).

Concentration of Credit Risk

(1) Bonds and Debentures

The concentration of the Company's bond portfolio by investment grade is as follows:

As at December 31		2014			2013	
		Fair Value	**% of Fair Value**		Fair Value	% of Fair Value
AAA	**$**	**269,223**	**5%**	$	290,418	7%
AA		**1,395,341**	**28%**		1,190,826	27%
A		**2,578,045**	**53%**		2,257,568	52%
BBB		**714,717**	**14%**		594,134	14%
BB		**760**	**—%**		566	—%
Total	**$**	**4,958,086**	**100%**	$	4,333,512	100%

Credit ratings are normally obtained from Standard & Poor's (S&P) and Dominion Bond Rating Service (DBRS). In the event of a split rating, the lower rating is used. Issues not rated by a recognized rating agency (i.e. S&P, DBRS, or Moody's) are rated internally by the Investment Department. The internal rating assessment is documented referencing suitable comparables rated by recognized rating agencies and/or methodologies used by recognized rating agencies.

Provincial bonds represent the largest concentration in the bond portfolio, as follows:

As at December 31	2014	2013
Provincial bond holdings	**$ 2,630,620**	$ 2,167,988
Percentage of total bond holdings	**53.0%**	50.0%

The following table profiles the bond portfolio by contractual maturity, using the earliest contractual maturity date:

As at December 31	2014		2013	
	Fair Value	**% of Fair Value**	Fair Value	% of Fair Value
1 year or less	**$ 106,297**	**2%**	$ 61,367	1%
1 - 5 years	**671,657**	**14%**	658,374	15%
5 - 10 years	**489,124**	**10%**	492,778	11%
Over 10 years	**3,691,008**	**74%**	3,120,993	73%
Total	**$ 4,958,086**	**100%**	$ 4,333,512	100%

The following table discloses the Company's holdings of fixed income securities in the 10 issuers (excluding the federal government) to which the Company had the greatest exposure, as well as exposure to the largest single issuer of corporate bonds.

As at December 31	2014	2013
Holdings of fixed income securities* in the 10 issuers (excluding federal governments) to which the Company had the greatest exposure	**$ 3,242,685**	$ 2,803,115
Percentage of total cash and investments	**48.6%**	46.6%
Exposure to the largest single issuer of corporate bonds	**$ 123,415**	$ 130,849
Percentage of total cash and investments	**1.9%**	2.2%

*Fixed income securities includes bonds, debentures, preferred shares and short term investments.

(2) Preferred Shares

The Company's preferred share investments are all issued by Canadian companies, with 10% (2013 33%) of these investments rated as P1 and the remaining 90% (2013 67%) rated as P2.

(3) Mortgages

Mortgages in the province of Ontario represent the largest concentration with $320,262 or 99% (2013 $296,025 or 99%) of the total mortgage portfolio.

(b) Insurance Risk

The Company provides a broad range of life insurance, health insurance and wealth management products, employee benefit plans, and financial services that are concentrated by product line as follows:

	Wealth Management		Employee Benefits		Individual Insurance		Capital & Surplus		Total	
(millions of dollars)	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013	**2014**	2013
Net premium income	**$ 186**	$ 159	**$ 319**	$ 307	**$ 362**	$ 356	**$ —**	$ —	**$ 867**	$ 822
Fee and other income	**178**	140	**9**	8	**1**	1	**—**	2	**188**	151
Total	**$ 364**	$ 299	**$ 328**	$ 315	**$ 363**	$ 357	**$ —**	$ 2	**$ 1,055**	$ 973

The Company is in the business of measuring and managing risk, as reflected in the valuation of insurance contract liabilities. The Company is exposed to various insurance risks, and the most important insurance risks of the Company include:

i) Experience Risk, including:
   (1) Mortality
   (2) Investment Returns
   (3) Policy Termination (Lapse)
   (4) Expenses
   (5) Morbidity
ii) Product Design and Pricing Risk
iii) Underwriting and Claims Risk
iv) Reinsurance Risk

The Company regularly evaluates its exposure to foreseeable risks through stress testing techniques including Dynamic Capital Adequacy Testing analysis.

i) Experience Risk

The principal risk the Company faces under insurance contracts is the risk that experience on claims, policy lapses and operating expenses will not emerge as expected. To the extent that emerging experience is more favourable than assumed in the valuation, income will emerge. If emerging experience is less favourable, losses will result. Therefore, the objective of the Company is to establish sufficient insurance liabilities to cover these obligations with reasonable certainty.

The computation of insurance liabilities and related reinsurance recoverable requires “best estimate” assumptions covering the remaining life of the policies. Assumptions in use are based on past experience, current internal data, external market indices and benchmarks which reflect current observable market trends and other published information. These assumptions are made for mortality, morbidity, investment returns, lapse, expenses, inflation and taxes. Due to the long-term risks and measurement uncertainties inherent in the life insurance business, a margin for adverse deviations from best estimates is calculated separately for each variable and included in policy liabilities. These margins are intended to allow for possible deterioration in experience and to provide greater confidence that policy liabilities are adequate to pay future benefits. The effect of these margins is to increase policy liabilities over the best estimate assumptions.

The margins for adverse deviation used by the Company are within the target range established by the Canadian Institute of Actuaries (CIA). A correspondingly larger margin is included in the insurance contract liabilities if an assumption is susceptible to change or if there is more uncertainty about the best estimate assumption. Each margin is reviewed annually for continued appropriateness.

Policy liability assumptions are reviewed and updated at least annually and the impact of changes in those assumptions is reflected in earnings in the year of the change. The methods for arriving at the most important of these assumptions are outlined below. Also included are measures of the Company's estimated net income sensitivity to changes in best estimate assumptions in the non-participating insurance liabilities, based on a starting point and business mix as of December 31, 2014. For participating business it is assumed that changes will occur in policyholder dividend scales corresponding to changes in best estimate assumptions such that the net change in participating insurance contract liabilities is immaterial.

(1) Mortality

The Company carries out annual internal studies of its own mortality experience. The valuation mortality assumptions are based on a combination of this experience and recent CIA industry experience. An increase in the rate of mortality will lead to a larger number of claims (and claims could occur sooner than anticipated), which for life insurance, will increase expenditures and reduce profits for the shareholders.

For non-participating insurance business, a 2% increase in the best estimate mortality assumption would increase policy liabilities thereby decreasing net income by approximately $11,800 ($11,100 - for 2013).

For annuity business, lower mortality is financially adverse so a 2% decrease in the best estimate mortality assumption would increase policy liabilities thereby decreasing net income by approximately $4,100 ($3,600 for 2013).

(2) Investment Returns

The computation of policy liabilities takes into account projected investment income net of investment expenses from the assets supporting policy liabilities, and investment income expected to be earned on reinvestments. The assets supporting the policy liabilities are segmented from the assets backing shareholders' and policyholders' equity. For life and health insurance, the projected cash flows for the assets supporting policy liabilities are combined with estimated future reinvestment rates based on both the current economic outlook and the Company's expected future asset mix. In order to provide a margin that recognizes the mismatch of assets and liabilities, the cash flows are subjected to tests under a wide spectrum of possible reinvestment scenarios, and the policy liabilities are then adjusted to provide for credible adverse future scenarios.

In order to match the savings component of policy liabilities that vary with a variety of indices and currencies, the Company maintains certain equity, bond and currency financial instruments as part of its general fund assets. Asset-liability mismatch risk for these liabilities is monitored on a daily basis.

For the life insurance business, where the insurance contract liabilities have a longer term than most available bonds and mortgages, the Company needs to reinvest net cash flows arising in the future to extend the duration of its assets. Under the revised Canadian actuarial standards of practice, the yields assumed for these future reinvestments are related to current interest rates, the current economic outlook and the Company's expected future asset mix. The reinvestment assumption grades from the initial reinvestment rate (IRR) assumption to the ultimate reinvestment rate (URR) assumption over the rolling 40-year period following the balance sheet date.

The impact of an immediate change in interest rates can be found in Note 27 a) (i) (2) under the Investment Risk section. If interest rates increase or decrease during the next year, then a change to the IRR assumption would be required to take into account the then-current economic outlook. For non-participating insurance business, a 1% change in interest rates would cause a change in reinvestment assumption for the next 40-years, resulting in an increase to policy liabilities thereby reducing net income by approximately $57,000 (not available for 2013) . This assumes no change in the URR assumption.

For investment income expected to be earned on reinvestments beyond the rolling 40-year period, the Company uses an URR assumption. Under the revised Canadian actuarial standards of practice effective October 15, 2014, the URR assumption is prescribed as a long-term ultimate risk-free reinvestment rate of 3.3% plus a maximum amount for credit spreads minus asset default rates of 0.8%.

In order to provide a margin that recognizes the longer-term mismatch, the cash flows are subjected to tests under a wide spectrum of possible reinvestment scenarios, and the insurance contract liabilities are then adjusted to provide for credible adverse future scenarios. The Company uses an URR of 4.0% (3.0% for 2013) to adjust for credible adverse scenarios.

For the life insurance business, the Company's policy is to also use equity investments to cover estimated insurance liability cash flows of non-participating life and universal life products beyond 20 years following the balance sheet date. The value of the liabilities supported by these equities depends on assumptions about the future level of equity markets. The best estimate return assumptions for equities are primarily based on long-term historical averages of total returns (including dividends) for the Canadian equity market, which is 9.2% (9.2% for 2013). The Company uses an assumption of 7.5% (7.7% for 2013) to include provisions for moderate changes in equity rates of return determined in accordance with Canadian actuarial standards of practice. The returns are then reduced by margins to determine the net returns used in the valuation. Changes in the current market would result in changes to these assumptions.

The impact of an immediate change in equity markets can be found in Note 27 a) (i) (1) under the Investment Risk section. If the change in equity markets persisted for one year, then a change to the actuarial future equity market return assumption would be made. For non-participating insurance business, a 1% decrease in future equity market returns would result in an increase to policy liabilities thereby reducing net income by approximately $91,900 ($85,800 in 2013).

For annuity business, where the timing and amount of the benefit obligations can be more readily determined, the matching of the asset and liability cash flows is tightly controlled. A sudden increase or decrease in interest rates would have a negligible effect on future profits from annuity business currently in force. For annuity business, the impact a 1% decrease in assumed IRR has on policy liabilities and subsequently on net income is negligible as a result of the matching process described above. The Company does not use equity investments to match annuity liability cash flows.

(3) Policy Termination (Lapse)

Policy termination (lapse) and surrender assumptions are based on a combination of the Company's own internal termination studies (conducted annually) and recent CIA industry experience. Separate policy termination assumptions are used for permanent cash-value business, for renewable term insurance, term insurance to age 100 and for universal life insurance. In setting policy termination rates for renewable term insurance, it is assumed that extra lapses will occur at each renewal point and that healthy policyholders are more likely to lapse at that time than those who have become uninsurable.

Acquisition costs may not be recovered fully if lapses in the early policy years exceed those in the actuarial assumptions. An increase in policy termination rates early in the life of the policy would tend to reduce profits for shareholders. An increase in policy termination rates later in the life of the policy would tend to increase profits for shareholders if the product is lapse supported (such as term insurance to age 100), but decrease shareholder profits for other types of policies.

For non-participating insurance and annuity business a 10% adverse change in the lapse assumption would result in an increase to policy liabilities thereby decreasing net income by approximately $113,100 ($100,600 in 2013). For products where fewer terminations would be financially adverse to the Company, the change is applied as a decrease to the lapse assumption. Alternatively, for products where more terminations would be financially adverse to the Company, the change is applied as an increase to the lapse assumption.

(4) Expenses

Policy liabilities provide for the future expense of administering policies in force, renewal commissions, general expenses and taxes. Expenses associated with policy acquisition and issue are specifically excluded. The future expense assumption is derived from internal cost studies and includes an assumption for inflation.

An increase in the level of expenses would result in an increase in expenditure thereby reducing profits for the shareholders.

For non-participating insurance business and annuity business combined, a 5% increase in the maintenance expense assumption would result in an increase to policy liabilities thereby reducing net income by approximately $5,800 ($5,700 in 2013).

(5) Morbidity

The Company carries out annual internal studies of its own morbidity experience where morbidity refers to both the rates of accident or sickness and the rates of recovery from the accident or sickness. The valuation assumptions are based on a combination of internal experience and recent CIA industry experience.

For individual critical illness business, the incidence rates (or rates of accident or sickness) are the key assumption related to morbidity. An increase in incidence rates would result in an increase in the number of claims which increases expenditures and reduces shareholders' profits. For group long-term disability business the termination rates (or rates of recovery) are the key assumption related to morbidity. A decrease in termination rates would result in disability claims persisting longer which increases expenditures.

For non-participating insurance business where morbidity is a significant assumption, a 5% adverse change in the assumption would result in an increase to policy liabilities thereby reducing net income by approximately $6,500 ($5,100 in 2013).

ii) Product Design and Pricing Risk

The Company is subject to the risk of financial loss resulting from transacting insurance business where the costs and liabilities assumed in respect of a product exceed the expectations reflected in the pricing of the product. This risk may be due to an inadequate assessment of market needs, a poor estimate of the future experience of several factors, such as mortality, morbidity, lapse experience, future returns on investments, expenses and taxes, as well as the introduction of new products that could adversely impact the future behaviour of policyholders.

For certain types of contracts, all or part of this risk may be shared with or transferred to the policyholder through dividends and experience rating refunds or through the fact that the Company can adjust the premiums or future benefits if experience turns out to be different than expected. For other types of contracts, the Company assumes the entire risk and thus must carry out a full valuation of the commitments in this regard.

The Company manages product design and pricing risk through a variety of enterprise-wide programs and controls. The key programs and controls are described as follows. The Company has established policy liabilities in accordance with standards set forth by the CIA. Experience studies (both Company-specific and industry level) are factored into ongoing valuation, renewal and new business processes so that policy liabilities, as well as product design and pricing, take into account emerging experience. The Company has established an active capital management process that includes a Capital Management Policy and capital management levels that exceed regulatory minimums. As prescribed by regulatory authorities, the Appointed Actuary conducts Dynamic Capital Adequacy Testing and reports annually to the Company's Audit Committee on the Company's financial condition, outlining the impact on capital levels should future experience be adverse. The Company has also developed a Product Design and Pricing Risk Management Policy for each of its major product lines. This policy, which is established by management and approved by the Company's Board of Directors, defines the Company's product design and pricing risk management philosophy. The policy sets out product design and pricing approval authorities, product concentration limits, and required product development monitoring processes and controls.

iii) Underwriting and Claims Risk

The Company is subject to the risk of financial loss resulting from the selection and underwriting of risks to be insured and from the adjudication and settlement of claims. Many of the Company's individual insurance and group disability products provide benefits over the policyholder's lifetime. Actual claims experience may differ

from the mortality and morbidity assumptions used to calculate the related premiums. Catastrophic events such as earthquakes, acts of terrorism or an influenza pandemic in Canada could result in adverse claims experience.

In addition to the risk management controls described above under Product Design and Pricing Risk, the Company also manages underwriting and claims risk through its Underwriting and Liability Risk Management Policy for each of its major product lines. This policy is established by management and approved by the Company's Board of Directors. Together, these policies define the Company's underwriting and claims management philosophy. These policies also set out product line insurance risk tolerances, underwriting criteria, underwriting and liability concentration limits, claims approval requirements, underwriting and claims processes and controls, approval authorities and limits, and ongoing risk monitoring requirements. The Company uses reinsurance to mitigate excessive exposure to adverse mortality and morbidity experience. Management reviews and establishes retention limits for its various product lines and the Board approves changes to these retention limits.

iv) Reinsurance Risk

The Company is subject to the risk of financial loss due to inadequate reinsurance coverage or a default of a reinsurer. Amounts reinsured per life vary according to the type of protection and the product. The Company also maintains a catastrophe reinsurance program, which provides protection in the event that multiple insured lives perish in a common accident or catastrophic event. Although the Company relies on reinsurance to mitigate excessive exposure to adverse mortality and morbidity experience, reinsurance does not release it from its primary commitments to its policyholders and it is exposed to the credit risk associated with the amounts ceded to reinsurers. The availability and cost of reinsurance are subject to prevailing reinsurance market conditions, both in terms of price and availability, which can also affect earnings.

The Reinsurance Risk Management Policy establishes reinsurance objectives and limits, and requires ongoing evaluation of reinsurers for financial soundness. As reinsurance does not release a company from its primary commitments to its policyholders, an ongoing oversight process is critical. Most of the Company's individual life reinsurance (with the exception of its renewable term products) is on an excess basis (with a $500 retention limit), meaning the Company retains 100% of the risk up to $500 in face amount. With the Company's renewable term products, however, all amounts over $100 are reinsured at an 80% level, meaning that the Company retains only 20% of the risk on coverage over $100, to a maximum retention of $500. In addition the Company also retains a maximum of $100 on individual accidental death policies.Retention amounts are lower for group business but are in addition to those noted for individual business. A portion of Empire Life's segregated fund death benefit exposure is reinsured. All Empire Life segregated fund policyholders with death benefit guarantees of at least $2 million are included in this agreement.

As a result of this reinsurance strategy, the Company utilizes lower than average levels of reinsurance, compared to Canadian competitors, and absorbs the resultant negative impact on short-term earnings due to additional sales strain. The Company does not have any assumed reinsurance business.

GLOSSARY OF TERMS (unaudited)

Accumulated Other Comprehensive Income (AOCI)
A separate component of shareholders' and policyholders' equity which includes net unrealized gains and losses on available for sale securities, unamortized gains and losses on cash flow hedges, unrealized foreign currency translation gains and losses and remeasurement of post-employment benefit liabilities. These items have been recognized in comprehensive income, but excluded from net income.

Active Market
An active market is a market in which the items traded are homogeneous, willing buyers and sellers can normally be found at anytime and prices are available to the public.

Available For Sale (AFS) Financial Assets
Non-derivative financial assets that are designated as AFS or that are not classified as loans and receivables, held to maturity investments, or held for trading. Most financial assets supporting capital and surplus are classified as AFS.

Canadian Asset Liability Method (CALM)
The prescribed method for valuation of policy liabilities in Canada. CALM is a prospective basis of valuation which uses the full gross premium for the policy, the estimated expenses and obligations under the policy, current expected experience assumptions plus a margin for adverse deviations, and scenario testing to assess interest rate risk and market risks.

Canadian Institute of Actuaries (CIA)
As the national organization of the Canadian actuarial profession, the CIA means to serve the public through the provision by the profession of actuarial services and advice of the highest quality. The CIA ensures that the actuarial services provided by its members meet accepted professional standards; and assists actuaries in Canada in the discharge of their professional responsibilities.

Chartered Professional Accountants of Canada (CPA Canada)
Canada's not-for-profit association for Chartered Professional Accountants (CPA) provides information and guidance to its members, students and capital markets. Working in collaboration with its provincial member organizations, CPA Canada supports the setting of accounting, auditing and assurance standards for business, not-for-profit organizations and government, and develops and delivers education programs.

Canadian Life and Health Insurance Association (CLHIA)
The Canadian Life and Health Insurance Association (CLHIA) is an organization representing life insurance and health insurance providers in Canada. The Canadian life and health insurance industry provides a wide range of financial security products to more than 26 million Canadians and their dependents. The industry develops guidelines, voluntarily and proactively, to respond to emerging issues and to ensure consumer interests are protected.

Effective Interest Method
The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability

Fair Value Through Profit or Loss (FVTPL)
Invested assets are classified as financial instruments at FVTPL if they are held for trading, or if they are designated by management under the fair value option. Most financial assets supporting insurance contract liabilities and investment contract liabilities are classified as FVTPL.

International Financial Reporting Standards (IFRS)
Refers to the international accounting standards that were adopted in Canada, effective January 1, 2011; these are now Canadian Generally Accepted Accounting Principles (CGAAP).

Minimum Continuing Capital and Surplus Requirements (MCCSR)
The ratio of the available regulatory capital of a life insurance company to its required regulatory capital, each as calculated under the Office of the Superintendent of Financial Institutions' (OSFI) published guidelines.

Other Comprehensive Income (OCI)
Unrealized gains and losses, primarily on financial assets backing Capital and Surplus, are recorded as Other Comprehensive Income ("OCI") or Other Comprehensive Loss ("OCL"). When these assets are sold or written down the resulting gain or loss is reclassified from OCI to net income. Remeasurements of post-employment benefit liabilities are also recorded as OCI or OCL. These remeasurements will not be reclassified to net income and will remain in AOCI.

Office of the Superintendent of Financial Institutions Canada (OSFI)

The primary regulator of federally chartered financial institutions and federally administered pension plans in Canada. OSFI's mission is to safeguard policyholders, depositors and pension plan members from undue loss.

Participating Policies

The participating account includes all policies issued by the Company that entitle its policyholders to participate in the profits of the participating account. The Company has discretion as to the amount and timing of dividend payments which take into consideration the continuing solvency of the participating account.