

EXHIBIT CS-12

Limited Partnership Pro Forma Balance Sheet

RESOLUTION LIFE L.P.
PRO FORMA BALANCE SHEET⁽¹⁾
as at the date of Closing⁽²⁾

Assets	US Dollars (\$ million)	Capital and surplus	US Dollars (\$ million)
Cash	312 ⁽³⁾	Partnership capital	372
Investment in Resolution Life Holdings, Inc. ⁽⁴⁾	60		
TOTAL	372	TOTAL	372

Liabilities	US Dollars (\$ million)
-	-
TOTAL	0

NOTES:

- (1) This unaudited pro forma balance sheet reflects the equity contributions made by limited partners (the "Limited Partners") in Resolution Life L.P. (the "Limited Partnership") for the purpose of the Lincoln Benefit Life Company transaction as at the date of the closing. This pro forma balance sheet does not reflect or represent other forms of financing (including a debt facility of \$175 million available to Resolution Life, Inc.) that may wholly or in part be utilized for the purposes of financing the Lincoln Benefit Life Company transaction.
- (2) This unaudited pro forma balance sheet has been prepared as of the closing date immediately prior to the consummation of the closing of the Lincoln Benefit Life Company transaction and before the purchase price for the transaction is paid to Allstate Life Insurance Company in accordance with the Stock Purchase Agreement, dated as of July 17, 2013, by and among Resolution Life Holdings, Inc., Allstate Life Insurance Company and, solely for purposes of Section 5.25 and Article X of the Stock Purchase Agreement, the Limited Partnership (the "Stock Purchase Agreement"). The closing of the Lincoln Benefit Life Company transaction will occur after all necessary closing conditions (including regulatory consent) have been met.
- (3) This assumes that the Limited Partnership has called \$312 million from the Limited Partners to pay a portion of the purchase price, consistent with the table of sources and uses separately provided to the Nebraska Department of Insurance as part of the Form A. The Limited Partners committed a total of up to \$472 million, \$60 million of which was funded on or prior to July 17, 2013 as described in note 4 below.

- (4) The Limited Partnership contributed \$60 million on or prior to July 17, 2013 to its subsidiary Resolution Life Holdings, Inc. The \$60 million was required by Resolution Life Holdings, Inc. for the establishment of a \$60 million escrow account in connection with the Lincoln Benefit Life Company transaction, in accordance with the Escrow Agreement, by and among Resolution Life Holdings, Inc., Allstate Life Insurance Company and The Bank of New York Mellon dated as of July 16, 2013 and the Stock Purchase Agreement.