

EXHIBIT D

RULE 144A TRANSFER CERTIFICATION

To: Principal Life Global Funding II, as Issuer (the “Issuer”)
Citibank, N.A., as Indenture Trustee (the “Indenture Trustee”) and Principal Paying Agent (the “Principal Paying Agent”)
Citibank Europe plc, as Irish Paying Agent (the “Irish Paying Agent”)

Re: • Notes due • (the “Notes”) issued under the indenture, dated as of •, 2011, between the Issuer and the Indenture Trustee (as amended, modified, restated, supplemented and/or replaced, the “Indenture”) and the series indenture, dated as of •, between the Issuer and the Indenture Trustee (the “Series Indenture”)

Ladies and Gentlemen:

This certification (this “Certification”) relates to the proposed purchase by • (the “Transferee”) of • principal amount of the Notes issued under the Indenture and the Series Indenture. Capitalized terms used in this Certification and not otherwise defined have the meanings ascribed in the Indenture.

The Transferee hereby certifies that:

- (i) the Transferee and, if applicable, each account for which the Transferee is acting, is a qualified institutional buyer within the meaning of Rule 144A (“Rule 144A”) under the Securities Act of 1933, as amended (the “Securities Act”);
- (ii) if the Transferee is acting on behalf of an account, the Transferee exercises sole investment discretion with respect to such account;
- (iii) the Transferee is aware that the transfer of Notes to the Transferee, or such exchange, as applicable, is being made in reliance upon the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A; and
- (iv) prior to the date of this Certification, the Transferee has received such information regarding the Issuer and the Notes as the Transferee has requested pursuant to Rule 144A(d)(4) or has determined not to request such information.

The Indenture Trustee, the Principal Paying Agent, the Irish Paying Agent and the Issuer are entitled to rely upon this Certification and are irrevocably authorized to produce this Certification or a copy hereof to any interested party in any administrative or legal proceeding, or official inquiry with respect to the matters covered hereby.

Very truly yours,

[Name of Transferee]

By: _____

Name:

Title:

EXHIBIT E

REGULATION S TRANSFER CERTIFICATION

To: Principal Life Global Funding II, as Issuer (the “Issuer”)
Citibank, N.A., as Indenture Trustee (the “Indenture Trustee”) and Principal Paying Agent (the “Principal Paying Agent”)
Citibank Europe plc, as Irish Paying Agent (the “Irish Paying Agent”)

Re: • Notes due • (the “Notes”) issued under the indenture, dated as of, •, 2011, between the Issuer and the Indenture Trustee (as amended, modified, restated, supplemented and/or replaced, the “Indenture”) and the series indenture, dated as of •, between the Issuer and the Indenture Trustee (the “Series Indenture”)

Ladies and Gentlemen:

This certification (this “Certification”) relates to the proposed purchase by • (the “Transferee”) of • principal amount of the Notes issued under the Indenture and the Series Indenture. Capitalized terms used in this Certification and not otherwise defined have the meanings ascribed in the Indenture.

The Transferee hereby certifies that the Transferee:

- (i) is not a “U.S. person” (within the meaning of Regulation S (“Regulation S”) under the Securities Act of 1933, as amended (the “Securities Act”) (a “U.S. Person”));
- (ii) is acquiring such Notes for its own account;
- (iii) is not acquiring, and has not entered into any discussions regarding its acquisition of, such Notes while it is in the United States or any of its territories or possessions;
- (iv) understands that such Notes are being offered and sold without registration under the Securities Act by reason of an exemption that depends, in part, on the accuracy of these representations;
- (v) understands that such Notes may not, absent an applicable exemption, be transferred without registration and/or qualification under the Securities Act and applicable state securities laws and the laws of any other applicable jurisdiction; and
- (vi) understands that its holding and any transfer of the Notes will be subject to the restrictions set forth in the Indenture, the Series Indenture and the Notes.

Furthermore, the Transferee hereby certifies that the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act.

The Indenture Trustee, the Principal Paying Agent, Irish Paying Agent and the Issuer are entitled to rely upon this Certification and are irrevocably authorized to produce this Certification or a copy hereof to any interested party in any administrative or legal proceeding, or official inquiry with respect to the matters covered hereby.

Very truly yours,

[Name of Transferee]

By: _____
Name:
Title: