

LINCOLN NATIONAL CORP
Form 10-Q
August 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2017

OR

Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File Number: 1-6028

LINCOLN NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

Indiana (State or other jurisdiction of incorporation or organization)	35-1140070 (I.R.S. Employer Identification No.)
150 N. Radnor Chester Road, Suite A305, Radnor, Pennsylvania (Address of principal executive offices)	19087 (Zip Code)

(484) 583-1400

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of July 31, 2017, there were 221,444,368 shares of the registrant's common stock outstanding.

Lincoln National Corporation

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(in millions, except share data)

	As of June 30, 2017 (Unaudited)	As of December 31, 2016
ASSETS		
Investments:		
Available-for-sale securities, at fair value:		
Fixed maturity securities (amortized cost: 2017 – \$86,194; 2016 – \$84,287)	\$ 93,014	\$ 89,013
Variable interest entities' fixed maturity securities (amortized cost: 2017 – \$0; 2016 – \$200)	-	200
Equity securities (cost: 2017 – \$262; 2016 – \$260)	275	275
Trading securities	1,678	1,712
Mortgage loans on real estate	10,023	9,889
Real estate	23	24
Policy loans	2,416	2,451
Derivative investments	1,054	927
Other investments	2,156	2,230
Total investments	110,639	106,721
Cash and invested cash	1,978	2,722
Deferred acquisition costs and value of business acquired	8,555	9,134
Premiums and fees receivable	365	430
Accrued investment income	1,082	1,062
Reinsurance recoverables	5,228	5,265
Funds withheld reinsurance assets	607	617
Goodwill	2,273	2,273
Other assets	5,099	5,006
Separate account assets	135,825	128,397
Total assets	\$ 271,651	\$ 261,627
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Future contract benefits	\$ 22,293	\$ 21,576
Other contract holder funds	79,216	78,903
Short-term debt	450	-
Long-term debt	4,901	5,345
Reinsurance related embedded derivatives	53	53
Funds withheld reinsurance liabilities	1,862	1,976
Deferred gain on business sold through reinsurance	2	24
Payables for collateral on investments	4,952	4,995

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Other liabilities	6,101	5,880
Separate account liabilities	135,825	128,397
Total liabilities	255,655	247,149

Contingencies and Commitments (See Note 8)

Stockholders' Equity

Preferred stock – 10,000,000 shares authorized	-	-
Common stock – 800,000,000 shares authorized; 222,237,262 and 226,335,105 shares issued and outstanding as of June 30, 2017, and December 31, 2016, respectively	5,774	5,869
Retained earnings	7,511	7,043
Accumulated other comprehensive income (loss)	2,711	1,566
Total stockholders' equity	15,996	14,478
Total liabilities and stockholders' equity	\$ 271,651	\$ 261,627

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited, in millions, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Revenues				
Insurance premiums	\$ 801	\$ 728	\$ 1,608	\$ 1,544
Fee income	1,393	1,288	2,747	2,523
Net investment income	1,262	1,199	2,499	2,371
Realized gain (loss):				
Total other-than-temporary impairment losses on securities	(4)	(36)	(8)	(92)
Portion of loss recognized in other comprehensive income	-	8	-	28
Net other-than-temporary impairment losses on securities recognized in earnings	(4)	(28)	(8)	(64)
Realized gain (loss), excluding other-than-temporary impairment losses on securities	(6)	(17)	(41)	(95)
Total realized gain (loss)	(10)	(45)	(49)	(159)
Amortization of deferred gain on business sold through reinsurance	4	18	22	37
Other revenues	127	119	250	235
Total revenues	3,577	3,307	7,077	6,551
Expenses				
Interest credited	646	639	1,293	1,272
Benefits	1,287	1,208	2,578	2,540
Commissions and other expenses	1,034	978	2,048	1,953
Interest and debt expense	63	68	127	136
Strategic digitization expense	14	-	23	-
Total expenses	3,044	2,893	6,069	5,901
Income (loss) before taxes	533	414	1,008	650
Federal income tax expense (benefit)	122	89	162	114
Net income (loss)	411	325	846	536
Other comprehensive income (loss), net of tax	864	1,264	1,145	2,350
Comprehensive income (loss)	\$ 1,275	\$ 1,589	\$ 1,991	\$ 2,886
Net Income (Loss) Per Common Share				
Basic	\$ 1.84	\$ 1.37	\$ 3.77	\$ 2.24
Diluted	1.81	1.35	3.70	2.18
Cash Dividends Declared Per Common Share	\$ 0.29	\$ 0.25	\$ 0.58	\$ 0.50

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited, in millions, except per share data)

	For the Six Months Ended June 30,	
	2017	2016
Common Stock		
Balance as of beginning-of-year	\$ 5,869	\$ 6,298
Stock compensation/issued for benefit plans	58	11
Retirement of common stock/cancellation of shares	(153)	(303)
Balance as of end-of-period	5,774	6,006
Retained Earnings		
Balance as of beginning-of-year	7,043	6,474
Net income (loss)	846	536
Retirement of common stock	(247)	(172)
Common stock dividends declared	(131)	(119)
Balance as of end-of-period	7,511	6,719
Accumulated Other Comprehensive Income (Loss)		
Balance as of beginning-of-year	1,566	845
Other comprehensive income (loss), net of tax	1,145	2,350
Balance as of end-of-period	2,711	3,195
Total stockholders' equity as of end-of-period	\$ 15,996	\$ 15,920

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in millions)

	For the Six Months Ended June 30,	
	2017	2016
Cash Flows from Operating Activities		
Net income (loss)	\$ 846	\$ 536
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Deferred acquisition costs, value of business acquired, deferred sales inducements and deferred front-end loads deferrals and interest, net of amortization	30	(17)
Trading securities purchases, sales and maturities, net	60	113
Change in premiums and fees receivable	65	6
Change in accrued investment income	(20)	-
Change in future contract benefits and other contract holder funds	(864)	5
Change in reinsurance related assets and liabilities	(92)	(347)
Change in accrued expenses	(96)	(180)
Change in federal income tax accruals	162	(3)
Realized (gain) loss	49	159
Amortization of deferred gain on business sold through reinsurance	(22)	(37)
Other	84	301
Net cash provided by (used in) operating activities	202	536
Cash Flows from Investing Activities		
Purchases of available-for-sale securities	(5,513)	(5,727)
Sales of available-for-sale securities	842	2,068
Maturities of available-for-sale securities	2,840	2,579
Purchases of alternative investments	(124)	(129)
Sales and repayments of alternative investments	100	95
Issuance of mortgage loans on real estate	(705)	(956)
Repayment and maturities of mortgage loans on real estate	571	376
Issuance and repayment of policy loans, net	34	38
Net change in collateral on investments and derivatives	(12)	1,474
Other	(37)	(58)
Net cash provided by (used in) investing activities	(2,004)	(240)
Cash Flows from Financing Activities		
Proceeds from sales leaseback transaction	45	-
Deposits of fixed account values, including the fixed portion of variable	5,216	5,015
Withdrawals of fixed account values, including the fixed portion of variable	(2,934)	(2,769)
Transfers to and from separate accounts, net	(770)	(967)
Common stock issued for benefit plans	33	(11)

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Repurchase of common stock	(400)	(475)
Dividends paid to common stockholders	(132)	(122)
Net cash provided by (used in) financing activities	1,058	671
Net increase (decrease) in cash and invested cash	(744)	967
Cash and invested cash as of beginning-of-year	2,722	3,146
Cash and invested cash as of end-of-period	\$ 1,978	\$ 4,113

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Nature of Operations and Basis of Presentation

Nature of Operations

Lincoln National Corporation and its majority-owned subsidiaries (“LNC” or the “Company,” which also may be referred to as “we,” “our” or “us”) operate multiple insurance businesses through four business segments. See Note 13 for additional details. The collective group of businesses uses “Lincoln Financial Group” as its marketing identity. Through our business segments, we sell a wide range of wealth protection, accumulation and retirement income products and solutions. These products include fixed and indexed annuities, variable annuities, universal life insurance (“UL”), variable universal life insurance (“VUL”), linked-benefit UL, indexed universal life insurance (“IUL”), term life insurance, employer-sponsored retirement plans and services, and group life, disability and dental.

Basis of Presentation

The accompanying unaudited consolidated financial statements are prepared in accordance with United States of America generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions for the Securities and Exchange Commission (“SEC”) Quarterly Report on Form 10-Q, including Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. Therefore, the information contained in the Notes to Consolidated Financial Statements included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016 (“2016 Form 10-K”), should be read in connection with the reading of these interim unaudited consolidated financial statements.

Certain GAAP policies, which significantly affect the determination of financial condition, results of operations and cash flows, are summarized in our 2016 Form 10-K.

Certain amounts reported in prior year's consolidated financial statements have been reclassified to conform to the presentation adopted in the current year. Specifically, we reclassified cash flows from certain investing activities into their own respective line items within the Consolidated Statements of Cash Flows. Previously, these amounts were reported within purchases of other investments or sales or maturities of other investments line items, as applicable, within cash flows from investing activities. These reclassifications had no effect on net income (loss), net cash provided by (used in) investing activities, or stockholders’ equity for the prior year.

In the opinion of management, these statements include all normal recurring adjustments necessary for a fair presentation of the Company's results. Operating results for the six month period ended June 30, 2017, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2017. All material inter-company accounts and transactions have been eliminated in consolidation.

2. New Accounting Standards

Adoption of New Accounting Standards

The following table provides a description of our adoption of new Accounting Standard Updates (“ASUs”) issued by the Financial Accounting Standards Board (“FASB”) and the impact of the adoption on our financial statements:

Standard	Description	Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-05, Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships	The amendments clarify that a change in the counterparty to a derivative instrument identified in a hedging relationship and of itself does not require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. We adopted the guidance in this ASU prospectively.	January 1, 2017	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations.
ASU 2016-06, Contingent Put and Call Options in Debt Instruments	The amendments clarify the requirements for assessing whether contingent call and put options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. Upon adoption of this ASU, entities will be required to assess embedded call and put options solely in accordance with the four-step decision sequence that was developed by the FASB Derivatives Implementation Group. We adopted this ASU using a modified retrospective basis applied to existing debt instruments.	January 1, 2017	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations.

Future Adoption of New Accounting Standards

The following table provides a description of future adoptions of new accounting standards that may have an impact on our financial statements when adopted:

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2014-09, Revenue from Contracts with Customers & ASU 2015-14, Revenue from Contracts with Customers; Deferral of the Effective Date	This standard establishes the core principle of recognizing revenue to depict the transfer of promised goods and services. The amendments define a five-step process that systematically identifies the various components of the revenue recognition process, culminating with the recognition of revenue upon satisfaction of an entity's performance obligation. Retrospective application is required. After performing extensive outreach, the FASB decided to delay the effective date of ASU 2014-09 for one year.	January 1, 2018	Our primary revenue sources will continue to be recognized in accordance with ASC Topic 944, Financial Services – Insurance. Our analysis indicates that approximately \$1 billion of our revenue reported in fee income and other revenue in our Consolidated Statements of Comprehensive Income (Loss) for the year ended December 31, 2016, is within the scope of this ASU. We continue to evaluate the impact of adopting this ASU on our consolidated financial condition and results of operations.

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities	These amendments require, among other things, the fair value measurement of investments in equity securities and certain other ownership interests that do not result in consolidation and are not accounted for under the equity method of accounting. The change in fair value of the impacted investments in equity securities must be recognized in net income. In addition, the amendments include certain enhancements to the presentation and disclosure requirements for financial assets and financial liabilities. Early adoption of the ASU is generally not permitted, except as defined in the ASU. The amendments should be adopted in the financial statements through a cumulative-effect adjustment to the beginning balance of retained earnings.	January 1, 2018	We hold equity securities and hybrid preferred securities classified as available-for-sale (“AFS”) securities that are currently measured at fair value with changes in fair value recognized through other comprehensive income (loss) (“OCI”). We are currently evaluating these two classifications of securities to determine those securities that meet the definition of an equity security as defined in this ASU. See Note 4 for details regarding our equity and hybrid preferred securities currently classified as AFS.
ASU 2016-02, Leases	This standard establishes a new accounting model for leases. Lessees will recognize most leases on the balance sheet as a right-of-use asset and a related lease liability. The lease liability is measured as the present value of the lease payments over the lease term with the right-of-use asset measured at the lease liability amount and including adjustments for certain lease incentives and initial direct costs. Lease expense recognition will continue to differentiate between finance leases and operating leases resulting in a similar pattern of lease expense recognition as under current GAAP. This ASU permits a modified retrospective adoption approach that includes a number of optional practical expedients that entities may elect upon adoption. Early adoption is permitted.	January 1, 2019	We are currently identifying all of our leases that will be within the scope of this standard; as such, we continue to evaluate the quantitative impact of adopting this ASU on our Consolidated Balance Sheets. Based on our initial assessment, we do not expect there to be a significant difference in our pattern of lease expense recognition under this ASU.
ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net)	These amendments clarify the implementation guidance on principal versus agent considerations in ASU 2014-09, including how an entity should identify the unit of accounting for the principal versus agent evaluation. In addition, the amendments clarify how to apply the control principle to certain types of arrangements, such as service transactions, by explaining what a principal controls before the good or service is transferred to the customer. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations. See comments under ASU 2014-09 for more information.
ASU 2016-10, Identifying Performance	These amendments clarify, among other things, the accounting guidance in ASU 2014-09 regarding how an entity will determine whether promised	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and

Obligations and Licensing	goods or services are separately identifiable, which is an important consideration in determining whether to account for goods or services as a separate performance obligation. Transition requirements are consistent with ASU 2014-09.	results of operations. See comments under ASU 2014-09 for more information.
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Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-12, Narrow Scope Improvements and Practical Expedients	The standard update amends the revenue recognition guidance in ASU 2014-09 related to transition, collectability, noncash consideration and the presentation of sales and other similar taxes. The amendments clarify that, for a contract to be considered completed at transition, substantially all of the revenue must have been recognized under current GAAP. The amendments also clarify how an entity should evaluate the collectability threshold and when an entity can recognize nonrefundable consideration received as revenue if an arrangement does not meet the standard's contract criteria. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations. See comments under ASU 2014-09 for more information.
ASU 2016-13, Measurement of Financial Instruments	These amendments adopt a new model to measure and recognize credit losses for most financial assets. The method used to measure estimated credit losses for AFS debt securities will be unchanged from current GAAP; however, the amendments require credit losses to be recognized through an allowance rather than as a reduction to the amortized cost of those debt securities. The amendments will permit entities to recognize improvements in credit loss estimates on AFS debt securities by reducing the allowance account immediately through earnings. The amendments will be adopted through a cumulative effect adjustment to the beginning balance of retained earnings as of the first reporting period in which the amendments are effective. Early adoption is permitted for annual periods beginning after December 15, 2018, and interim periods therein.	January 1, 2020	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations, with a primary focus on our fixed maturity securities (see Note 4). We currently reduce the amortized cost of the individual security when recognizing other-than-temporary impairment ("OTTI") on these securities. Upon adoption of ASU 2016-13, we will no longer reduce the amortized cost of each individual security; rather we will establish a valuation allowance, and any declines or improvements in credit quality will be recognized through the valuation allowance.
ASU 2016-15, Classification of Certain Cash Receipts and Cash Payments	These amendments clarify the classification of eight specific cash flow issues in an entity's statement of cash flows where it was determined by the FASB that there is diversity in practice. Early adoption of the amendments is permitted, and retrospective transition is required for each period presented in the statement of cash flows.	January 1, 2018	We are currently evaluating these disclosure requirements and will amend classifications in our Consolidated Statements of Cash Flows upon adoption as applicable.
ASU 2016-16, Intra-Entity Asset Transfers	This amendment requires an entity to recognize current and deferred income taxes for an intra-entity asset transfer, other than inventory,	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of

Other Than
Inventory

when the transfer occurs, thereby eliminating the current GAAP exception that prohibits the recognition of income taxes until the asset has been sold to an outside party. Early adoption is permitted as of the beginning of the annual reporting period for which financial statements have not been issued.

operations.

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-18, Restricted Cash	This amendment requires that amounts generally described as restricted cash and restricted cash equivalents should be included within cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. Early adoption is permitted using a retrospective transition method applied to each period presented.	January 1, 2018	We will provide these additional disclosures in our Consolidated Statements of Cash Flows upon the adoption date as applicable.
ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers	These amendments clarify 13 issues related to the adoption of ASU 2014-09. The most significant issue of these amendments for us is the clarification that all contracts within the scope of Topic 944 are excluded from the scope of ASU 2014-09, rather than just insurance contracts as described in ASU 2014-09. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations. See comments under ASU 2014-09 for more information.
ASU 2017-04, Simplifying the Test for Goodwill Impairment	These amendments eliminate the requirement in current GAAP to perform Step 2 of the goodwill impairment test in favor of only applying Step 1. Under Step 1, the fair value of the reporting unit is compared with its carrying value, and an impairment charge is recognized when the carrying value exceeds the reporting unit's fair value. An entity still has the option to first perform a qualitative assessment of an individual reporting unit to determine if the quantitative assessment in Step 1 is necessary. ASU 2017-04 should be adopted prospectively, and early adoption is permitted on impairment testing dates after January 1, 2017.	Impairment tests performed after January 1, 2020	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.
ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost	These amendments require that an entity report the service cost component of employee pension and postretirement benefit plans in the same line item as other compensation costs from services rendered by the applicable employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations. ASU 2017-07 requires retrospective adoption related to the presentation of net periodic pension cost and postretirement benefit cost.	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.
ASU 2017-08, Premium Amortization on Purchased Callable Debt Securities	These amendments require an entity to shorten the amortization period for certain callable debt securities held at a premium so that the premium is amortized to the earliest call date. Early adoption is permitted, and the ASU requires adoption under a modified retrospective basis through a cumulative-effect	January 1, 2019	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.

adjustment to the beginning balance of retained earnings.

ASU 2017-09,
Compensation – Stock
Compensation:
Scope of
Modification
Accounting

These amendments provide guidance when changes to January 1, 2018 the terms or conditions of a share-based payment award would require modification accounting. An entity should account for the effects of a modification unless the following are the same immediately before and after the modification: (a) the fair value of the award, (b) the vesting conditions of the award and (c) the classification of the award as an equity instrument or a liability instrument. These amendments are to be applied prospectively to awards modified on or after the effective date. Early adoption is permitted.

We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.

3. Variable Interest Entities (“VIEs”)

Consolidated VIEs

See Note 4 in our 2016 Form 10-K for a detailed discussion of our consolidated VIEs, which information is incorporated herein by reference.

As of March 2017 and December 2016, our \$200 million and \$400 million credit-linked notes (“CLNs”) matured, respectively, and we no longer reflect the assets and liabilities associated with these VIEs on our Consolidated Balance Sheets or recognize the results of operations of these VIEs on our Consolidated Statements of Comprehensive Income (Loss). We no longer have any exposure related to these VIEs.

Asset and liability information (dollars in millions) for the consolidated VIEs included on our Consolidated Balance Sheets was as follows:

	As of June 30, 2017			As of December 31, 2016		
	Number of Instruments	Notional Amounts	Carrying Value	Number of Instruments	Notional Amounts	Carrying Value
Assets						
Fixed maturity securities:						
Asset-backed credit card loans (1)	N/A	\$ -	\$ -	N/A	\$ -	\$ 200
Total return swap	1	542	-	1	533	-
Credit default swaps	-	-	-	1	200	-
Total assets	1	\$ 542	\$ -	2	\$ 733	\$ 200

(1) Reported in variable interest entities’ fixed maturity securities on our Consolidated Balance Sheets.

As of June 30, 2017, and December 31, 2016, we did not recognize any liabilities from consolidated VIEs on our Consolidated Balance Sheets. We did hold one contingent forward instrument as of December 31, 2016; however, the instrument had a zero notional and carrying value.

The gains (losses) for the consolidated VIEs (in millions) recorded on our Consolidated Statements of Comprehensive Income (Loss) were as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Non-Qualifying Hedges				
Credit default swaps	\$ -	\$ (1)	\$ -	\$ 5
Contingent forwards	-	-	-	-
Total non-qualifying hedges (1)	\$ -	\$ (1)	\$ -	\$ 5

(1) Reported in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

Unconsolidated VIEs

See Note 4 in our 2016 Form 10-K for a detailed discussion of our unconsolidated VIEs, which information is incorporated herein by reference.

Limited Partnerships and Limited Liability Companies

We invest in certain limited partnerships (“LPs”) and limited liability companies (“LLCs”), including qualified affordable housing projects, that we have concluded are VIEs. We do not hold any substantive kick-out or participation rights in the LPs and LLCs, and we do not receive any performance fees or decision maker fees from the LPs and LLCs. Based on our analysis of the LPs and LLCs, we are not the primary beneficiary of the VIEs as we do not have the power to direct the most significant activities of the LPs and LLCs.

The carrying amounts of our investments in the LPs and LLCs are recognized in other investments on our Consolidated Balance Sheets and were \$1.4 billion and \$1.3 billion as of June 30, 2017, and December 31, 2016, respectively. Included in these carrying amounts are our investments in qualified affordable housing projects, which were \$34 million and \$37 million as of June 30, 2017, and December 31, 2016, respectively. We do not have any contingent commitments to provide additional capital funding to these qualified affordable housing projects. We received returns from these qualified affordable housing projects in the form of income tax credits and other tax

benefits of \$2 million for the six months ended June 30, 2017, and 2016, respectively, which were recognized in federal income tax expense (benefit) on our Consolidated Statements of Comprehensive Income (Loss).

Our exposure to loss is limited to the capital we invest in the LPs and LLCs, and there have been no indicators of impairment that would require us to recognize an impairment loss related to the LPs and LLCs as of June 30, 2017.

4. Investments

AFS Securities

See Note 1 in our 2016 Form 10-K for information regarding our accounting policy relating to AFS securities, which also includes additional disclosures regarding our fair value measurements.

The amortized cost, gross unrealized gains, losses and OTTI and fair value of AFS securities (in millions) were as follows:

	As of June 30, 2017				Fair Value
	Amortized Cost	Gross Gains	Unrealized Losses	OTTI (1)	
Fixed maturity securities:					
Corporate bonds	\$ 74,934	\$ 6,108	\$ 500	\$ (6)	\$ 80,548
Asset-backed securities ("ABS")	996	46	12	(20)	1,050
U.S. government bonds	536	44	2	-	578
Foreign government bonds	397	58	-	-	455
Residential mortgage-backed securities ("RMBS")	3,412	160	38	(18)	3,552
Commercial mortgage-backed securities ("CMBS")	466	10	2	(2)	476
Collateralized loan obligations ("CLOs")	697	4	2	(4)	703
State and municipal bonds	4,172	850	12	-	5,010
Hybrid and redeemable preferred securities	584	85	27	-	642
Total fixed maturity securities	86,194	7,365	595	(50)	93,014
Equity securities	262	19	6	-	275
Total AFS securities	\$ 86,456	\$ 7,384	\$ 601	\$ (50)	\$ 93,289

	As of December 31, 2016			Fair OTTI (1)	Fair Value
	Amortized Cost	Gross Gains	Unrealized Losses		
Fixed maturity securities:					
Corporate bonds	\$ 73,275	\$ 4,754	\$ 970	\$ (5)	\$ 77,064
ABS	1,047	39	14	(13)	1,085
U.S. government bonds	384	37	2	-	419
Foreign government bonds	449	58	1	-	506
RMBS	3,534	147	73	(6)	3,614
CMBS	345	8	4	(1)	350
CLOs	742	1	3	(4)	744
State and municipal bonds	3,929	718	20	-	4,627
Hybrid and redeemable preferred securities	582	70	48	-	604
VIAs' fixed maturity securities	200	-	-	-	200
Total fixed maturity securities	84,487	5,832	1,135	(29)	89,213
Equity securities	260	19	4	-	275
Total AFS securities	\$ 84,747	\$ 5,851	\$ 1,139	\$ (29)	\$ 89,488

(1) Includes unrealized (gains) and losses on impaired securities related to changes in the fair value of such securities subsequent to the impairment measurement date.

The amortized cost and fair value of fixed maturity AFS securities by contractual maturities (in millions) as of June 30, 2017, were as follows:

	Amortized Cost	Fair Value
Due in one year or less	\$ 3,559	\$ 3,750
Due after one year through five years	16,854	18,006
Due after five years through ten years	15,756	16,742
Due after ten years	44,454	48,735
Subtotal	80,623	87,233
Structured securities (ABS, MBS, CLOs)	5,571	5,781
Total fixed maturity AFS securities	\$ 86,194	\$ 93,014

Actual maturities may differ from contractual maturities because issuers may have the right to call or pre-pay obligations.

The fair value and gross unrealized losses, including the portion of OTTI recognized in OCI, of AFS securities (dollars in millions), aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

	As of June 30, 2017					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	Gross Unrealized Losses and OTTI
	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	
Fixed maturity securities:						
Corporate bonds	\$ 8,521	\$ 223	\$ 2,417	\$ 279	\$ 10,938	\$ 502
ABS	84	3	260	21	344	24
U.S. government bonds	172	2	-	-	172	2
RMBS	805	35	146	5	951	40
CMBS	92	2	8	2	100	4
CLOs	227	2	19	-	246	2
State and municipal bonds	132	7	47	5	179	12
Hybrid and redeemable preferred securities	22	1	151	26	173	27
Total fixed maturity securities	10,055	275	3,048	338	13,103	613

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Equity securities	10	4	15	1	25	5
Total AFS securities	\$ 10,065	\$ 279	\$ 3,063	\$ 339	\$ 13,128	\$ 618

Total number of AFS securities in an unrealized
loss position 1,155

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	As of December 31, 2016					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	
	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI
Fixed maturity securities:						
Corporate bonds	\$ 15,820	\$ 569	\$ 3,187	\$ 403	\$ 19,007	\$ 972
ABS	201	4	298	25	499	29
U.S. government bonds	18	2	-	-	18	2
Foreign government bonds	29	1	-	-	29	1
RMBS	989	58	392	23	1,381	81
CMBS	190	4	19	2	209	6
CLOs	259	3	25	-	284	3
State and municipal bonds	227	12	47	8	274	20
Hybrid and redeemable preferred securities	76	4	143	44	219	48
Total fixed maturity securities	17,809	657	4,111	505	21,920	1,162
Equity securities	4	2	44	2	48	4
Total AFS securities	\$ 17,813	\$ 659	\$ 4,155	\$ 507	\$ 21,968	\$ 1,166
Total number of AFS securities in an unrealized loss position						1,744

The fair value, gross unrealized losses, the portion of OTTI recognized in OCI (in millions) and number of AFS securities where the fair value had declined and remained below amortized cost by greater than 20% were as follows:

	As of June 30, 2017			
	Fair Value	Gross Unrealized		Number of Securities (1)
		Losses	OTTI	
Less than six months	\$ 64	\$ 26	\$ -	21
Six months or greater, but less than nine months	41	14	-	5
Nine months or greater, but less than twelve months	2	1	1	3
Twelve months or greater	253	110	9	51

Total	\$ 360	\$ 151	\$ 10	80
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As of December 31, 2016

	Fair Value	Gross Unrealized Losses	OTTI	Number of Securities (1)
Less than six months	\$ 174	\$ 52	\$ 2	19
Nine months or greater, but less than twelve months	1	1	-	2
Twelve months or greater	364	167	10	62
Total	\$ 539	\$ 220	\$ 12	83

(1) We may reflect a security in more than one aging category based on various purchase dates.

We regularly review our investment holdings for OTTI. Our gross unrealized losses, including the portion of OTTI recognized in OCI, on AFS securities decreased by \$548 million for the six months ended June 30, 2017. As discussed further below, we believe the unrealized loss position as of June 30, 2017, did not represent OTTI as (i) we did not intend to sell these fixed maturity AFS securities; (ii) it is not more likely than not that we will be required to sell these fixed maturity AFS securities before recovery of their amortized cost basis; (iii) the estimated future cash flows were equal to or greater than the amortized cost basis of the debt securities; and (iv) we had the ability and intent to hold the equity AFS securities for a period of time sufficient for recovery.

Based upon this evaluation as of June 30, 2017, management believes we have the ability to generate adequate amounts of cash from our normal operations (e.g., insurance premiums and fees and investment income) to meet cash requirements with a prudent margin of safety without requiring the sale of our temporarily-impaired securities.

As of June 30, 2017, the unrealized losses associated with our corporate bond securities were attributable primarily to widening credit spreads and rising interest rates since purchase. We performed a detailed analysis of the financial performance of the underlying issuers and determined that we expected to recover the entire amortized cost for each temporarily-impaired security.

As of June 30, 2017, the unrealized losses associated with our mortgage-backed securities (“MBS”) and ABS were attributable primarily to widening credit spreads and rising interest rates since purchase. We assessed for credit impairment using a cash flow model that incorporates key assumptions including default rates, severities and prepayment rates. We estimated losses for a security by forecasting the underlying loans in each transaction. The forecasted loan performance was used to project cash flows to the various tranches in the structure, as applicable. Our forecasted cash flows also considered, as applicable, independent industry analyst reports and forecasts and other independent market data. Based upon our assessment of the expected credit losses of the security given the performance of the underlying collateral compared to our subordination or other credit enhancement, we expected to recover the entire amortized cost of each temporarily-impaired security.

As of June 30, 2017, the unrealized losses associated with our hybrid and redeemable preferred securities were attributable primarily to wider credit spreads caused by illiquidity in the market and subordination within the capital structure, as well as credit risk of underlying issuers. For our hybrid and redeemable preferred securities, we evaluated the financial performance of the underlying issuers based upon credit performance and investment ratings and determined that we expected to recover the entire amortized cost of each temporarily-impaired security.

Changes in the amount of credit loss of OTTI recognized in net income (loss) where the portion related to other factors was recognized in OCI (in millions) on fixed maturity AFS securities were as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Balance as of beginning-of-period	\$ 393	\$ 413	\$ 430	\$ 382
Increases attributable to:				
Credit losses on securities for which an OTTI was not previously recognized	4	26	5	61
Credit losses on securities for which an OTTI was previously recognized	-	2	3	7
Decreases attributable to:				
Securities sold, paid down or matured	(7)	(10)	(48)	(19)

Balance as of end-of-period \$ 390 \$ 431 \$ 390 \$ 431

During the six months ended June 30, 2017 and 2016, we recorded credit losses on securities for which an OTTI was not previously recognized as we determined the cash flows expected to be collected would not be sufficient to recover the entire amortized cost basis of the debt security. The credit losses we recorded on securities for which an OTTI was not previously recognized were attributable primarily to one or a combination of the following reasons:

- Failure of the issuer of the security to make scheduled payments;
- Deterioration of creditworthiness of the issuer;
- Deterioration of conditions specifically related to the security;
- Deterioration of fundamentals of the industry in which the issuer operates; and
- Deterioration of the rating of the security by a rating agency.

We recognize the OTTI attributed to the noncredit portion as a separate component in OCI referred to as unrealized OTTI on AFS securities.

Details of the amount of credit loss of OTTI recognized in net income (loss) for which a portion related to other factors was recognized in OCI (in millions), were as follows:

	As of June 30, 2017			OTTI in Credit Losses
	Net		Fair Value	
	Amortized Cost	Unrealized Gain/(Loss) Position		
Corporate bonds	\$ 22	\$ 6	\$ 28	\$ 43
ABS	199	20	219	112
RMBS	292	18	310	188
CMBS	18	2	20	39
CLOs	11	4	15	5
State and municipal bonds	-	-	-	3
Total	\$ 542	\$ 50	\$ 592	\$ 390

	As of December 31, 2016			OTTI in Credit Losses
	Net		Fair Value	
	Amortized Cost	Unrealized Gain/(Loss) Position		
Corporate bonds	\$ 80	\$ 5	\$ 85	\$ 77
ABS	212	13	225	112
RMBS	332	6	338	194
CMBS	29	1	30	39
CLOs	11	4	15	5
State and municipal bonds	2	-	2	3
Total	\$ 666	\$ 29	\$ 695	\$ 430

Mortgage Loans on Real Estate

See Note 1 in our 2016 Form 10-K for information regarding our accounting policy relating to mortgage loans on real estate.

Mortgage loans on real estate principally involve commercial real estate. The commercial loans are geographically diversified throughout the U.S. with the largest concentrations in California and Texas, which accounted for 20% and 11%, respectively, of mortgage loans on real estate as of June 30, 2017, and December 31, 2016.

The following provides the current and past due composition of our mortgage loans on real estate (in millions):

	As of June 30, 2017	As of December 31, 2016
Current	\$ 10,023	\$ 9,888
60 to 90 days past due	-	-
Greater than 90 days past due	2	2
Valuation allowance associated with impaired mortgage loans on real estate	(2)	(2)
Unamortized premium (discount)	-	1
Total carrying value	\$ 10,023	\$ 9,889

The number of impaired mortgage loans on real estate, each of which had an associated specific valuation allowance, and the carrying value of impaired mortgage loans on real estate (dollars in millions) were as follows:

	As of June 30, 2017	As of December 31, 2016
Number of impaired mortgage loans on real estate	2	2
Principal balance of impaired mortgage loans on real estate	\$ 7	\$ 7
Valuation allowance associated with impaired mortgage loans on real estate	(2)	(2)
Carrying value of impaired mortgage loans on real estate	\$ 5	\$ 5

The changes in the valuation allowance associated with impaired mortgage loans on real estate (in millions) were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Balance as of beginning-of-period	\$ 2	\$ 2	\$ 2	\$ 2
Additions	-	-	-	-
Charge-offs, net of recoveries	-	-	-	-
Balance as of end-of-period	\$ 2	\$ 2	\$ 2	\$ 2

Additional information related to impaired mortgage loans on real estate (in millions) was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Average carrying value for impaired mortgage loans on real estate	\$ 5	\$ 6	\$ 5	\$ 6
Interest income recognized on impaired mortgage loans on real estate	-	-	-	-
Interest income collected on impaired mortgage loans on real estate	-	-	-	-

As described in Note 1 in our 2016 Form 10-K, we use the loan-to-value and debt-service coverage ratios as credit quality indicators for our mortgage loans, which were as follows (dollars in millions):

	As of June 30, 2017			As of December 31, 2016		
	Carrying Value	% of Total	Debt- Service Coverage Ratio	Carrying Value	% of Total	Debt- Service Coverage Ratio
Loan-to-Value Ratio						

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Less than 65%	\$ 8,993	89.7%	2.22	\$ 8,709	88.0%	2.16
65% to 74%	892	8.9%	1.89	1,009	10.2%	1.87
75% to 100%	133	1.3%	0.82	166	1.7%	0.82
Greater than 100%	5	0.1%	1.04	5	0.1%	1.04
Total mortgage loans on real estate	\$ 10,023	100.0%		\$ 9,889	100.0%	

Alternative Investments

As of June 30, 2017, and December 31, 2016, alternative investments included investments in 206 and 202 different partnerships, respectively, and the portfolios represented approximately 1% of our overall invested assets.

Realized Gain (Loss) Related to Certain Investments

The detail of the realized gain (loss) related to certain investments (in millions) was as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Fixed maturity AFS securities: (1)				
Gross gains	\$ 3	\$ 7	\$ 11	\$ 61
Gross losses	(13)	(65)	(25)	(163)
Equity AFS securities:				
Gross gains	-	2	1	2
Gross losses	-	(1)	-	(1)
Gain (loss) on other investments	(2)	(3)	(5)	(63)
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(6)	(5)	(13)	(8)
Total realized gain (loss) related to certain investments, pre-tax	\$ (18)	\$ (65)	\$ (31)	\$ (172)

(1) These amounts are represented net of related fair value hedging activity. See Note 5 for more information.

Details underlying write-downs taken as a result of OTTI (in millions) that were recognized in net income (loss) and included in realized gain (loss) on AFS securities above, and the portion of OTTI recognized in OCI (in millions) were as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
OTTI Recognized in Net Income (Loss)				
Fixed maturity securities:				
Corporate bonds	\$ (4)	\$ (26)	\$ (5)	\$ (62)
ABS	-	(1)	(1)	(3)
RMBS	-	(1)	(1)	(3)
State and municipal bonds	-	-	(1)	-
Total fixed maturity securities	(4)	(28)	(8)	(68)
Equity securities	-	(1)	-	(1)
Gross OTTI recognized in net income (loss)	(4)	(29)	(8)	(69)
Associated amortization of DAC, VOBA, DSI and DFEL	-	1	-	5
Net OTTI recognized in net income (loss), pre-tax	\$ (4)	\$ (28)	\$ (8)	\$ (64)
Portion of OTTI Recognized in OCI				
Gross OTTI recognized in OCI	\$ -	\$ 10	\$ -	\$ 36
Change in DAC, VOBA, DSI and DFEL	-	(2)	-	(8)
Net portion of OTTI recognized in OCI, pre-tax	\$ -	\$ 8	\$ -	\$ 28

Determination of Credit Losses on Corporate Bonds and ABS

As of June 30, 2017, and December 31, 2016, we reviewed our corporate bond and ABS portfolios for potential shortfall in contractual principal and interest based on numerous subjective and objective inputs. The factors used to determine the amount of credit loss for each individual security, include, but are not limited to, near term risk, substantial discrepancy between book and market value, sector or company-specific volatility, negative operating trends and trading levels wider than peers.

Credit ratings express opinions about the credit quality of a security. Securities rated investment grade, that is those rated BBB- or higher by Standard & Poor's ("S&P") Rating Services or Baa3 or higher by Moody's Investors Service ("Moody's"), are generally considered by the rating agencies and market participants to be low credit risk. As of June 30, 2017, and December 31, 2016, 96% and 95%, respectively, of the fair value of our corporate bond portfolio was rated investment grade. As of June 30, 2017, and December 31, 2016, the portion of our corporate bond portfolio

rated below investment grade had an amortized cost of \$3.5 billion and \$3.8 billion, respectively, and a fair value of \$3.4 billion and \$3.7 billion, respectively. As of June 30, 2017, and December 31, 2016, 96% of the fair value of our ABS portfolio was rated investment grade. As of June 30, 2017, and December 31, 2016, the portion of our ABS portfolio rated below investment grade had an amortized cost of \$86 million and \$91 million, respectively, and a fair value of \$73 million and \$75 million, respectively. Based upon the analysis discussed above, we believe as of June 30, 2017, and December 31, 2016, that we would recover the amortized cost of each fixed maturity security.

Determination of Credit Losses on MBS

As of June 30, 2017, and December 31, 2016, default rates were projected by considering underlying MBS loan performance and collateral type. Projected default rates on existing delinquencies vary between 10% to 100% depending on loan type and severity of delinquency status. In addition, we estimate the potential contributions of currently performing loans that may become delinquent in the future based on the change in delinquencies and loan liquidations experienced in the recent history. Finally, we develop a default rate timing curve by aggregating the defaults for all loans in the pool (delinquent loans, foreclosure and real estate owned and new delinquencies from currently performing loans) and the associated loan-level loss severities.

We use certain available loan characteristics such as lien status, loan sizes and occupancy to estimate the loss severity of loans. Second lien loans are assigned 100% severity, if defaulted. For first lien loans, we assume a minimum of 30% severity with higher severity assumed for investor properties and further adjusted by housing price assumptions. With the default rate timing curve and loan-level loss severity, we derive the future expected credit losses.

Payables for Collateral on Investments

The carrying value of the payables for collateral on investments (in millions) included on our Consolidated Balance Sheets and the fair value of the related investments or collateral consisted of the following:

	As of June 30, 2017		As of December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Collateral payable for derivative investments (1)	\$ 1,054	\$ 1,054	\$ 894	\$ 894
Securities pledged under securities lending agreements (2)	208	200	216	209
Securities pledged under repurchase agreements (3)	540	587	535	589
Investments pledged for Federal Home Loan Bank of Indianapolis (“FHLBI”) (4)	3,150	4,654	3,350	4,947
Total payables for collateral on investments	\$ 4,952	\$ 6,495	\$ 4,995	\$ 6,639

- (1) We obtain collateral based upon contractual provisions with our counterparties. These agreements take into consideration the counterparties’ credit rating as compared to ours, the fair value of the derivative investments and specified thresholds that if exceeded result in the receipt of cash that is typically invested in cash and invested cash. See Note 5 for additional information.
- (2) Our pledged securities under securities lending agreements are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We generally obtain collateral in an amount equal to 102% and 105% of the fair value of the domestic and foreign securities, respectively. We value collateral daily and obtain additional collateral when deemed appropriate. The cash received in our securities lending program is typically invested in cash and invested cash or fixed maturity AFS securities.
- (3) Our pledged securities under repurchase agreements are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We obtain collateral in an amount equal to 95% of the fair value of the securities, and our agreements with third parties contain contractual provisions to allow for additional collateral to be obtained when necessary. The cash received in our repurchase program is typically invested in fixed maturity AFS securities.
- (4) Our pledged investments for FHLBI are included in fixed maturity AFS securities and mortgage loans on real estate on our Consolidated Balance Sheets. The collateral requirements are generally 105% to 115% of the fair value for fixed maturity AFS securities and 155% to 175% of the fair value for mortgage loans on real estate. The cash received in these transactions is primarily invested in cash and invested cash or fixed maturity AFS securities.

Increase (decrease) in payables for collateral on investments (in millions) consisted of the following:

	For the Six Months Ended June 30,	
	2017	2016
Collateral payable for derivative investments	\$ 160	\$ 1,617
Securities pledged under securities lending agreements	(8)	7
Securities pledged under repurchase agreements	5	16
Investments pledged for FHLBI	(200)	-
Total increase (decrease) in payables for collateral on investments	\$ (43)	\$ 1,640

We have elected not to offset our repurchase agreements and securities lending transactions in our financial statements. The remaining contractual maturities of repurchase agreements and securities lending transactions accounted for as secured borrowings were as follows:

	As of June 30, 2017				
	Overnight and Continued	Up to 30 Days	30 - 90 Days	Greater Than 90 Days	Total
Repurchase Agreements					
Corporate bonds	\$ -	\$ 100	\$ 290	\$ 150	\$ 540
Total	-	100	290	150	540
Securities Lending					
Corporate bonds	208	-	-	-	208
Total	208	-	-	-	208
Total gross secured borrowings	\$ 208	\$ 100	\$ 290	\$ 150	\$ 748

	As of December 31, 2016				
	Overnight and Continued	Up to 30 Days	30 - 90 Days	Greater Than 90 Days	Total
Repurchase Agreements					
Corporate bonds	\$ -	\$ -	\$ 389	\$ 146	\$ 535
Total	-	-	389	146	535
Securities Lending					
Corporate bonds	212	-	-	-	212
Foreign government bonds	4	-	-	-	4
Total	216	-	-	-	216
Total gross secured borrowings	\$ 216	\$ -	\$ 389	\$ 146	\$ 751

We accept collateral in the form of securities in connection with repurchase agreements. In instances where we are permitted to sell or re-pledge the securities received, we report the fair value of the collateral received and a related obligation to return the collateral in the financial statements. In addition, we receive securities in connection with securities borrowing agreements, which we are permitted to sell or re-pledge. As of June 30, 2017, the fair value of all collateral received that we are permitted to sell or re-pledge was \$177 million. As of June 30, 2017, we have

re-pledged \$80 million of this collateral to cover initial margin on certain derivative investments.

Investment Commitments

As of June 30, 2017, our investment commitments were \$1.7 billion, which included \$794 million of LPs, \$443 million of mortgage loans on real estate and \$466 million of private placement securities.

Concentrations of Financial Instruments

As of June 30, 2017, and December 31, 2016, our most significant investments in one issuer were our investments in securities issued by the Federal Home Loan Mortgage Corporation with a fair value of \$1.4 billion and \$1.5 billion, respectively, or 1% of our invested assets portfolio, and our investments in securities issued by Federal National Mortgage Association with a fair value of \$1.0 billion and \$1.1 billion, respectively, or 1% of our invested assets portfolio. These concentrations include both AFS and trading securities.

As of June 30, 2017, and December 31, 2016, our most significant investments in one industry were our investment securities in the consumer non-cyclical industry with a fair value of \$14.7 billion and \$13.7 billion, respectively, or 13% of our invested assets portfolio, and our investment securities in the utilities industry with a fair value of \$13.8 billion and \$13.2 billion, respectively, or 12% of our invested assets portfolio. These concentrations include both AFS and trading securities.

5. Derivative Instruments

We maintain an overall risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate risk, foreign currency exchange risk, equity market risk, default risk, basis risk and credit risk. See Note 1 in our 2016 Form 10-K for a detailed discussion of the accounting treatment for derivative instruments. See Note 6 in our 2016 Form 10-K for a detailed discussion of our derivative instruments and use of them in our overall risk management strategy, which information is incorporated herein by reference. See Note 12 for additional disclosures related to the fair value of our derivative instruments and Note 3 for derivative instruments related to our consolidated VIEs.

We have derivative instruments with off-balance-sheet risks whose notional or contract amounts exceed the related credit exposure. Outstanding derivative instruments with off-balance-sheet risks (in millions) were as follows:

	As of June 30, 2017			As of December 31, 2016		
	Notional Amounts	Fair Value Asset	Liability	Notional Amounts	Fair Value Asset	Liability
Qualifying Hedges						
Cash flow hedges:						
Interest rate contracts (1)	\$ 3,607	\$ 47	\$ 92	\$ 3,552	\$ 68	\$ 122
Foreign currency contracts (1)	1,512	116	21	1,177	153	10
Total cash flow hedges	5,119	163	113	4,729	221	132
Fair value hedges:						
Interest rate contracts (1)	1,477	263	182	1,512	258	182
Non-Qualifying Hedges						
Interest rate contracts (1)	78,622	766	151	70,290	985	701
Foreign currency contracts (1)	8	-	-	14	-	-
Equity market contracts (1)	29,704	529	390	28,315	541	616
Credit contracts (1)	63	-	-	66	-	-
Embedded derivatives:						
Guaranteed living benefit ("GLB") (2)	-	298	-	-	-	-
GLB (3)	-	-	-	-	-	371
Reinsurance related (4)	-	-	53	-	-	53
Indexed annuity and IUL contracts (5)	-	-	1,268	-	-	1,139
Total derivative instruments	\$ 114,993	\$ 2,019	\$ 2,157	\$ 104,926	\$ 2,005	\$ 3,194

(1) Reported in derivative investments and other liabilities on our Consolidated Balance Sheets.

(2) Reported in other assets on our Consolidated Balance Sheets.

(3) Reported in other liabilities on our Consolidated Balance Sheets.

(4) Reported in reinsurance related embedded derivatives on our Consolidated Balance Sheets.

(5) Reported in future contract benefits on our Consolidated Balance Sheets.

Beginning in the first quarter 2017, consistent with changes enacted by the Chicago Mercantile Exchange ("CME"), the Company offset the variation margin payments with the derivative balances that are cleared through CME.

The maturity of the notional amounts of derivative instruments (in millions) was as follows:

Remaining Life as of June 30, 2017

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	Less Than 1 Year	1 - 5 Years	6 - 10 Years	11 - 30 Years	Over 30 Years	Total
Interest rate contracts (1)	\$ 15,024	\$ 22,369	\$ 30,174	\$ 14,926	\$ 1,213	\$ 83,706
Foreign currency contracts (2)	19	151	378	962	10	1,520
Equity market contracts	17,594	9,784	869	15	1,442	29,704
Credit contracts	-	63	-	-	-	63
Total derivative instruments with notional amounts	\$ 32,637	\$ 32,367	\$ 31,421	\$ 15,903	\$ 2,665	\$ 114,993

(1) As of June 30, 2017, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was April 2067.

(2) As of June 30, 2017, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was September 2049.

The change in our unrealized gain (loss) on derivative instruments in accumulated OCI (“AOCI”) (in millions) was as follows:

	For the Six Months Ended June 30, 2017 2016	
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	\$ 49	\$ 132
Other comprehensive income (loss):		
Unrealized holding gains (losses) arising during the period:		
Cash flow hedges:		
Interest rate contracts	1	(240)
Foreign currency contracts	45	32
Change in foreign currency exchange rate adjustment	(75)	35
Change in DAC, VOBA, DSI and DFEL	(8)	(6)
Income tax benefit (expense)	13	62
Less:		
Reclassification adjustment for gains (losses) included in net income (loss):		
Cash flow hedges:		
Interest rate contracts (1)	2	4
Interest rate contracts (2)	(9)	(2)
Foreign currency contracts (1)	9	3
Foreign currency contracts (3)	5	4
Associated amortization of DAC, VOBA, DSI and DFEL	(2)	(1)
Income tax benefit (expense)	(2)	(3)
Balance as of end-of-period	\$ 22	\$ 10

- (1) The OCI offset is reported within net investment income on our Consolidated Statements of Comprehensive Income (Loss).
- (2) The OCI offset is reported within interest and debt expense on our Consolidated Statements of Comprehensive Income (Loss).
- (3) The OCI offset is reported within realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

The gains (losses) on derivative instruments (in millions) recorded within income (loss) from continuing operations on our Consolidated Statements of Comprehensive Income (Loss) were as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Qualifying Hedges				
Cash flow hedges:				
Interest rate contracts (1)	\$ 1	\$ 3	\$ 2	\$ 4
Interest rate contracts (2)	(5)	(2)	(9)	(2)
Foreign currency contracts (1)	4	1	9	3
Foreign currency contracts (3)	-	-	5	4
Total cash flow hedges	-	2	7	9
Fair value hedges:				
Interest rate contracts (1)	(6)	(7)	(13)	(15)
Interest rate contracts (2)	7	8	15	16
Interest rate contracts (3)	(9)	(32)	-	(86)
Total fair value hedges	(8)	(31)	2	(85)
Non-Qualifying Hedges				
Interest rate contracts (3)	193	614	143	1,590
Foreign currency contracts (3)	(2)	(7)	1	(3)
Equity market contracts (3)	(289)	(252)	(817)	(582)
Equity market contracts (4)	5	3	14	2
Credit contracts (3)	-	(4)	-	(7)
Embedded derivatives:				
GLB (3)	72	(542)	669	(1,505)
Reinsurance related (3)	(3)	(23)	-	(47)
Indexed annuity and IUL contracts (3)	(64)	(19)	(184)	(12)
Total derivative instruments	\$ (96)	\$ (259)	\$ (165)	\$ (640)

- (1) Reported in net investment income on our Consolidated Statements of Comprehensive Income (Loss).
- (2) Reported in interest and debt expense on our Consolidated Statements of Comprehensive Income (Loss).
- (3) Reported in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).
- (4) Reported in commissions and other expenses on our Consolidated Statements of Comprehensive Income (Loss).

Gains (losses) recognized as a component of OCI (in millions) on derivative instruments designated and qualifying as cash flow hedges were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Offset to net investment income	\$ 5	\$ 4	\$ 11	\$ 7
Offset to realized gain (loss)	-	-	5	4
Offset to interest and debt expense	(5)	(2)	(9)	(2)

As of June 30, 2017, \$6 million of the deferred net gains (losses) on derivative instruments in AOCI were expected to be reclassified to earnings during the next 12 months. This reclassification would be due primarily to interest rate variances related to our interest rate swap agreements.

For the six months ended June 30, 2017 and 2016, there were no material reclassifications to earnings due to hedged firm commitments no longer deemed probable or due to hedged forecasted transactions that had not occurred by the end of the originally specified time period.

Information related to our credit default swaps for which we are the seller (dollars in millions) was as follows:

As of June 30, 2017

Credit Contract Type	Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
Basket credit default swaps	6/20/2022	(3)	(4)	BBB+	1	\$ 1	\$ 63
					1	\$ 1	\$ 63

As of December 31, 2016

Credit Contract Type	Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
Single name credit default swaps	3/20/2017	(5)	(6)	BBB+	2	\$ -	\$ 40
					2	\$ -	\$ 40

- (1) Represents average credit ratings based on the midpoint of the applicable ratings among Moody's, S&P and Fitch Ratings, as scaled to the corresponding S&P ratings.
- (2) Broker quotes are used to determine the market value of our credit default swaps.
- (3) Credit default swaps were entered into in order to hedge the liability exposure on certain variable annuity products.
- (4) Sellers do not have the right to demand indemnification or compensation from third parties in case of a loss (payment) on the contract.
- (5) These credit default swaps were sold to a counterparty of the consolidated VIEs discussed in Note 4 in our 2016 Form 10-K.
- (6) Credit default swaps were entered into in order to generate income by providing default protection in return for a quarterly payment.

Details underlying the associated collateral of our credit default swaps for which we are the seller if credit risk-related contingent features were triggered (in millions) were as follows:

As of As of
June 30,

	December 31,	
	2017	2016
Maximum potential payout	\$ 63	\$ 40
Less: Counterparty thresholds	-	-
Maximum collateral potentially required to post	\$ 63	\$ 40

Certain of our credit default swap agreements contain contractual provisions that allow for the netting of collateral with our counterparties related to all of our collateralized financing transactions that we have outstanding. If these netting agreements were not in place, we would have been required to post collateral if the market value was less than zero. As of June 30, 2017 the market value was \$1 million.

Credit Risk

We are exposed to credit losses in the event of non-performance by our counterparties on various derivative contracts and reflect assumptions regarding the credit or non-performance risk (“NPR”). The NPR is based upon assumptions for each counterparty’s credit spread over the estimated weighted average life of the counterparty exposure less collateral held. As of June 30, 2017, the NPR adjustment was less than \$1 million. The credit risk associated with such agreements is minimized by entering into agreements with financial institutions with long-standing, superior performance records. Additionally, we maintain a policy of requiring derivative contracts to be governed by an International Swaps and Derivatives Association (“ISDA”) Master Agreement. We are required to maintain minimum ratings as a matter of routine practice in negotiating ISDA agreements. Under some ISDA agreements, our insurance subsidiaries have agreed to maintain certain financial strength or claims-paying ratings. A downgrade below these levels could result in termination of derivative contracts, at which time any amounts payable by us would be dependent on the market value of the underlying derivative contracts. In certain transactions, we and the counterparty have entered into a credit support annex requiring either party to post collateral when net exposures exceed pre-determined thresholds. These thresholds vary by counterparty and credit rating. The amount of such exposure is essentially the net replacement cost or market value less collateral held for such agreements with each counterparty if the net market value is in our favor. As of June 30, 2017, our exposure was \$4 million.

The amounts recognized (in millions) by S&P credit rating of counterparty, for which we had the right to reclaim cash collateral or were obligated to return cash collateral, were as follows:

S&P Credit Rating of Counterparty	As of June 30, 2017		As of December 31, 2016	
	Collateral Posted by Counter- Party (Held by LNC)	Collateral Posted by LNC (Held by Counter- Party)	Collateral Posted by Counter- Party (Held by LNC)	Collateral Posted by Counter- Party
AA-	\$ 96	\$ -	\$ 53	\$ (32)
A+	39	(235)	10	(217)
A	579	(287)	466	(381)
A-	39	-	67	-
BBB+	301	(5)	298	-
	\$ 1,054	\$ (527)	\$ 894	\$ (630)

Balance Sheet Offsetting

Information related to the effects of offsetting on our Consolidated Balance Sheets (in millions) was as follows:

	As of June 30, 2017		Total
	Derivative Instruments	Embedded Derivative Instruments	
Financial Assets			
Gross amount of recognized assets	\$ 1,600	\$ 298	\$ 1,898
Gross amounts offset	(546)	-	(546)
Net amount of assets	1,054	298	1,352
Gross amounts not offset:			
Cash collateral	(1,054)	-	(1,054)
Net amount	\$ -	\$ 298	\$ 298

Financial Liabilities

Gross amount of recognized liabilities	\$ 611	\$ 1,321	\$ 1,932
Gross amounts offset	(121)	-	(121)
Net amount of liabilities	490	1,321	1,811
Gross amounts not offset:			
Cash collateral	(527)	-	(527)
Net amount	\$ (37)	\$ 1,321	\$ 1,284

	As of December 31, 2016		
	Derivative	Embedded	
	Instruments	Derivative	Total
		Instruments	
Financial Assets			
Gross amount of recognized assets	\$ 1,470	\$ -	\$ 1,470
Gross amounts offset	(543)	-	(543)
Net amount of assets	927	-	927
Gross amounts not offset:			
Cash collateral	(894)	-	(894)
Net amount	\$ 33	\$ -	\$ 33
Financial Liabilities			
Gross amount of recognized liabilities	\$ 1,089	\$ 1,563	\$ 2,652
Gross amounts offset	(536)	-	(536)
Net amount of liabilities	553	1,563	2,116
Gross amounts not offset:			
Cash collateral	(630)	-	(630)
Net amount	\$ (77)	\$ 1,563	\$ 1,486

6. Federal Income Taxes

The effective tax rate is the ratio of tax expense over pre-tax income (loss). The effective tax rate was 23% and 16% for the three and six months ended June 30, 2017, respectively. The effective tax rate was 21% and 18% for the three and six months ended June 30, 2016, respectively. The effective tax rate was significantly lower than the prevailing corporate federal income tax rate. Differences in the effective rates and the U.S. statutory rate of 35% were the result of the separate accounts dividends-received deduction, certain tax preferred investment income, foreign tax credits and other tax preference items.

7. Guaranteed Benefit Features

Information on the guaranteed death benefit (“GDB”) features outstanding (dollars in millions) was as follows:

	As of June 30, 2017 (1)	As of December 31, 2016 (1)
Return of Net Deposits		
Total account value	\$ 92,182	\$ 87,707
Net amount at risk (2)	179	824
Average attained age of contract holders	64 years	63 years
Minimum Return		
Total account value	\$ 107	\$ 105
Net amount at risk (2)	19	22
Average attained age of contract holders	76 years	75 years
Guaranteed minimum return	5%	5%
Anniversary Contract Value		
Total account value	\$ 25,666	\$ 24,605
Net amount at risk (2)	482	782
Average attained age of contract holders	70 years	69 years

(1) Our variable contracts with guarantees may offer more than one type of guarantee in each contract; therefore, the amounts listed are not mutually exclusive.

(2) Represents the amount of death benefit in excess of the account balance that is subject to market fluctuations.

The determination of GDB liabilities is based on models that involve a range of scenarios and assumptions, including those regarding expected market rates of return and volatility, contract surrender rates and mortality experience. The following summarizes the balances of and changes in the liabilities for GDBs (in millions), which were recorded in future contract benefits on our Consolidated Balance Sheets:

	For the Six Months Ended June 30,	
	2017	2016
Balance as of beginning-of-year	\$ 110	\$ 115
Changes in reserves	(2)	22
Benefits paid	(11)	(24)
Balance as of end-of-period	\$ 97	\$ 113

Variable Annuity Contracts

Account balances of variable annuity contracts, including those with guarantees, (in millions) were invested in separate account investment options as follows:

Asset Type	As of June 30, 2017	As of December 31, 2016
Domestic equity	\$ 55,453	\$ 52,244
International equity	18,610	17,396
Bonds	27,829	27,532
Money market	13,327	12,010
Total	\$ 115,219	\$ 109,182
Percent of total variable annuity separate account values	99%	99%

Secondary Guarantee Products

Future contract benefits and other contract holder funds include reserves for our secondary guarantee products sold through our Life Insurance segment. These UL and VUL products with secondary guarantees represented 34% and 35% of total life insurance in-force reserves as of June 30, 2017, and December 31, 2016, respectively. UL and VUL products with secondary guarantees represented 28% and 27% of total sales for the three and six months ended June 30, 2017, respectively, compared to 33% and 31% for the corresponding periods in 2016.

8. Contingencies and Commitments

Regulatory bodies, such as state insurance departments, the SEC, Financial Industry Regulatory Authority and other regulatory bodies regularly make inquiries and conduct examinations or investigations concerning our compliance with, among other things, insurance laws, securities laws, laws governing the activities of broker-dealers, registered investment advisors and unclaimed property laws.

LNC is involved in various pending or threatened legal or regulatory proceedings, including purported class actions, arising from the conduct of business both in the ordinary course and otherwise. In some of the matters, very large and/or indeterminate amounts, including punitive and treble damages, are sought. Modern pleading practice in the U.S. permits considerable variation in the assertion of monetary damages or other relief. Jurisdictions may permit claimants not to specify the monetary damages sought or may permit claimants to state only that the amount sought is sufficient to invoke the jurisdiction of the trial court. In addition, jurisdictions may permit plaintiffs to allege monetary damages in amounts well exceeding verdicts obtained in the jurisdiction for similar matters. This variability in pleadings, together with the actual experiences of LNC in litigating or resolving through settlement numerous claims over an extended period of time, demonstrates to management that the monetary relief which may be specified in a lawsuit or claim bears little relevance to its merits or disposition value.

Due to the unpredictable nature of litigation, the outcome of a litigation matter and the amount or range of potential loss at particular points in time is normally difficult to ascertain. Uncertainties can include how fact finders will evaluate documentary evidence and the credibility and effectiveness of witness testimony, and how trial and appellate courts will apply the law in the context of the pleadings or evidence presented, whether by motion practice, or at trial or on appeal. Disposition valuations are also subject to the uncertainty of how opposing parties and their counsel will themselves view the relevant evidence and applicable law.

We establish liabilities for litigation and regulatory loss contingencies when information related to the loss contingencies shows both that it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. It is possible that some matters could

require us to pay damages or make other expenditures or establish accruals in amounts that could not be estimated as of June 30, 2017. While the potential future charges could be material in the particular quarterly or annual periods in which they are recorded, based on information currently known by management, management does not believe any such charges are likely to have a material adverse effect on LNC's financial condition.

For some matters, the Company is able to estimate a reasonably possible range of loss. For such matters in which a loss is probable, an accrual has been made. For such matters where a loss is believed to be reasonably possible, but not probable, no accrual has been made. Accordingly, the estimate contained in this paragraph reflects two types of matters. For some matters included within this estimate, an accrual has been made, but there is a reasonable possibility that an exposure exists in excess of the amount accrued. In these cases, the estimate reflects the reasonably possible range of loss in excess of the accrued amount. For other matters included within this estimation, no accrual has been made because a loss, while potentially estimable, is believed to be reasonably possible but not probable. In these cases, the estimate reflects the reasonably possible loss or range of loss. As of June 30, 2017, we estimate the aggregate range of reasonably possible losses to be up to approximately \$50 million.

For other matters, we are not currently able to estimate the reasonably possible loss or range of loss. We are often unable to estimate the possible loss or range of loss until developments in such matters have provided sufficient information to support an assessment of the range of possible loss, such as quantification of a damage demand from plaintiffs, discovery from other parties and investigation of factual allegations, rulings by the court on motions or appeals, analysis by experts and the progress of settlement negotiations. On a quarterly and annual basis, we review relevant information with respect to litigation contingencies and update our accruals, disclosures and estimates of reasonably possible losses or ranges of loss based on such reviews.

See Note 13 in our 2016 Form 10-K and Note 8 in our Form 10-Q for the quarter ended March 31, 2017, for additional discussion of commitments and contingencies, which information is incorporated herein by reference.

9. Shares and Stockholders' Equity

Common Shares

The changes in our common stock (number of shares) were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Common Stock				
Balance as of beginning-of-period	224,888,259	239,005,252	226,335,105	243,835,893
Stock issued for exercise of warrants	289,636	13,335	334,930	38,148
Stock compensation/issued for benefit plans	89,455	9,537	1,461,286	670,142
Retirement/cancellation of shares	(3,030,088)	(6,243,433)	(5,894,059)	(11,759,492)
Balance as of end-of-period	222,237,262	232,784,691	222,237,262	232,784,691
Common Stock as of End-of-Period				
Basic basis	222,237,262	232,784,691	222,237,262	232,784,691
Diluted basis (1)	226,044,165	236,179,176	226,044,165	236,179,176

(1) Effective October 1, 2016, we early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting. We have updated certain previously reported interim results and metrics as of January 1, 2016, in accordance with this guidance. For more information, see Note 1 – Earnings Per Share in our 2016 Form 10-K.

Our common stock is without par value.

Average Shares

A reconciliation of the denominator (number of shares) in the calculations of basic and diluted earnings (loss) per common share was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2017	2016	2017	2016
Weighted-average shares, as used in basic calculation	223,555,299	236,463,183	224,581,848	239,069,774
Shares to cover exercise of outstanding warrants	694,403	1,098,405	858,916	1,100,176
Shares to cover non-vested stock (1)	1,426,550	872,481	1,551,173	967,816
Average stock options outstanding during the period (1)	2,339,558	2,090,988	2,510,344	1,948,817
Assumed acquisition of shares with assumed proceeds from exercising outstanding warrants	(105,156)	(265,103)	(127,696)	(278,312)
Assumed acquisition of shares with assumed proceeds and benefits from exercising stock options (at average market price for the period) (1)	(1,464,321)	(1,429,907)	(1,541,738)	(1,364,709)
Shares repurchasable from measured but unrecognized stock option expense (1)	(59,959)	(34,492)	(68,519)	(17,797)
Average deferred compensation shares	927,508	1,101,384	938,661	1,070,657
Weighted-average shares, as used in diluted calculation (1)	227,313,882	239,896,939	228,702,989	242,496,422

(1) Effective October 1, 2016, we early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting. We have updated certain previously reported interim results and metrics as of January 1, 2016, in accordance with this guidance. For more information, see Note 1 – Earnings Per Share in our 2016 Form 10-K.

In the event the average market price of LNC common stock exceeds the issue price of stock options and the options have a dilutive effect to our earnings per share (“EPS”), such options will be shown in the table above.

We have participants in our deferred compensation plans who selected LNC stock as the measure for the investment return attributable to all or a portion of their deferral amounts. For the three and six months ended June 30, 2017 and 2016, the effect of settling this obligation in LNC stock (“equity classification”) was more dilutive than the scenario of settling in cash (“liability classification”). Therefore, for our EPS calculation for these periods, we added these shares to the denominator and adjusted the numerator to present net income as if the shares had been accounted for under equity classification by removing the mark-to-market adjustment included in net income attributable to these deferred units of LNC stock. The amount of this adjustment was \$(1) million for the three and six months ended June 30, 2017, respectively, and less than \$1 million and \$7 million for the three and six months ended June 30, 2016, respectively.

AOCI

The following summarizes the components and changes in AOCI (in millions):

	For the Six Months Ended June 30,	
	2017	2016
Unrealized Gain (Loss) on AFS Securities		
Balance as of beginning-of-year	\$ 1,784	\$ 991
Unrealized holding gains (losses) arising during the period	2,058	5,394
Change in foreign currency exchange rate adjustment	69	(33)
Change in DAC, VOBA, DSI, future contract benefits and other contract holder funds	(356)	(1,620)
Income tax benefit (expense)	(626)	(1,321)
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	(13)	(101)
Associated amortization of DAC, VOBA, DSI and DFEL	(11)	(7)
Income tax benefit (expense)	8	38
Balance as of end-of-period	\$ 2,945	\$ 3,481
Unrealized OTTI on AFS Securities		
Balance as of beginning-of-year	\$ 25	\$ 26
(Increases) attributable to:		
Gross OTTI recognized in OCI during the period	-	(36)
Change in DAC, VOBA, DSI and DFEL	-	8
Income tax benefit (expense)	-	10
Decreases attributable to:		
Changes in fair value, sales, maturities or other settlements of AFS securities	21	5
Change in DAC, VOBA, DSI and DFEL	(4)	(1)
Income tax benefit (expense)	(6)	(2)
Balance as of end-of-period	\$ 36	\$ 10
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	\$ 49	\$ 132
Unrealized holding gains (losses) arising during the period	46	(208)
Change in foreign currency exchange rate adjustment	(75)	35
Change in DAC, VOBA, DSI and DFEL	(8)	(6)
Income tax benefit (expense)	13	62
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	7	9
Associated amortization of DAC, VOBA, DSI and DFEL	(2)	(1)
Income tax benefit (expense)	(2)	(3)
Balance as of end-of-period	\$ 22	\$ 10
Foreign Currency Translation Adjustment		

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Balance as of beginning-of-year	\$ (27)	\$ (5)
Foreign currency translation adjustment arising during the period	7	(13)
Balance as of end-of-period	\$ (20)	\$ (18)
Funded Status of Employee Benefit Plans		
Balance as of beginning-of-year	\$ (265)	\$ (299)
Adjustment arising during the period	(7)	11
Balance as of end-of-period	\$ (272)	\$ (288)

The following summarizes the reclassifications out of AOCI (in millions) and the associated line item in the Consolidated Statements of Comprehensive Income (Loss):

	For the Six Months Ended June 30,		
	2017	2016	
Unrealized Gain (Loss) on AFS Securities			
Gross reclassification	\$ (13)	\$ (101)	Total realized gain (loss)
Associated amortization of DAC, VOBA, DSI and DFEL	(11)	(7)	Total realized gain (loss)
Reclassification before income tax benefit (expense)	(24)	(108)	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	8	38	Federal income tax expense (benefit)
Reclassification, net of income tax	\$ (16)	\$ (70)	Net income (loss)
Unrealized OTTI on AFS Securities			
Gross reclassification	\$ (1)	\$ 1	Total realized gain (loss)
Change in DAC, VOBA, DSI and DFEL	-	-	Total realized gain (loss)
Reclassification before income tax benefit (expense)	(1)	1	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	-	-	Federal income tax expense (benefit)
Reclassification, net of income tax	\$ (1)	\$ 1	Net income (loss)
Unrealized Gain (Loss) on Derivative Instruments			
Gross reclassifications:			
Interest rate contracts	\$ 2	\$ 4	Net investment income
Interest rate contracts	(9)	(2)	Interest and debt expense
Foreign currency contracts	9	7	Net investment income
Foreign currency contracts	5	-	Total realized gain (loss)
Total gross reclassifications	7	9	
Associated amortization of DAC, VOBA, DSI and DFEL	(2)	(1)	Commissions and other expenses
Reclassifications before income tax benefit (expense)	5	8	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	(2)	(3)	Federal income tax expense (benefit)
Reclassifications, net of income tax	\$ 3	\$ 5	Net income (loss)

10. Realized Gain (Loss)

Details underlying realized gain (loss) (in millions) reported on our Consolidated Statements of Comprehensive Income (Loss) were as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Total realized gain (loss) related to certain investments (1)	\$ (18)	\$ (65)	\$ (31)	\$ (172)
Realized gain (loss) on the mark-to-market on certain instruments (2)	(5)	(8)	5	-
Indexed annuity and IUL contracts net derivatives results: (3)				
Gross gain (loss)	(7)	(9)	(17)	(33)
Associated amortization of DAC, VOBA, DSI and DFEL	2	4	1	6
Variable annuity net derivatives results: (4)				
Gross gain (loss)	23	37	(5)	48
Associated amortization of DAC, VOBA, DSI and DFEL	(5)	(4)	(2)	(8)
Total realized gain (loss)	\$ (10)	\$ (45)	\$ (49)	\$ (159)

- (1) See “Realized Gain (Loss) Related to Certain Investments” section in Note 4.
- (2) Represents changes in the fair values of certain derivative investments (not including those associated with our variable and indexed annuity and IUL contracts net derivatives results), reinsurance related embedded derivatives and trading securities.
- (3) Represents the net difference between the change in the fair value of the S&P 500 Index ® call options that we hold and the change in the fair value of the embedded derivative liabilities of our indexed annuity and IUL contracts along with changes in the fair value of embedded derivative liabilities related to index call options we may purchase in the future to hedge contract holder index allocations applicable to future reset periods for our indexed annuity products.
- (4) Includes the net difference in the change in embedded derivative reserves of our GLB riders and the change in the fair value of the derivative instruments we own to hedge the change in embedded derivative reserves on our GLB riders and the benefit ratio unlocking on our GLB and GDB riders, including the cost of purchasing the hedging instruments.

11. Stock-Based Compensation Plans

We sponsor stock-based compensation plans for our employees and directors and for the employees and agents of our subsidiaries that provide for the grant of stock options, performance shares (performance-vested shares as opposed to service-vested shares), stock appreciation rights (“SARs”), restricted stock units (“RSUs”) and deferred stock units (“DSUs”). We issue new shares to satisfy option exercises.

LNC stock-based awards granted were as follows:

	For the Three Months Ended June 30, 2017	For the Six Months Ended June 30, 2017
10-year LNC stock options	15,270	407,637
Performance shares	5,126	154,351
RSUs	37,365	435,865
Non-employee:		
SARs	-	26,494
Agent stock options	-	102,638
Director DSUs	7,059	14,534

12. Fair Value of Financial Instruments

The carrying values and estimated fair values of our financial instruments (in millions) were as follows:

	As of June 30, 2017		As of December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
AFS securities:				
Fixed maturity securities	\$ 93,014	\$ 93,014	\$ 89,013	\$ 89,013
VIEs' fixed maturity securities	-	-	200	200
Equity securities	275	275	275	275
Trading securities	1,678	1,678	1,712	1,712
Mortgage loans on real estate	10,023	10,157	9,889	9,853
Derivative investments (1)	1,054	1,054	927	927
Other investments	2,156	2,156	2,230	2,230
Cash and invested cash	1,978	1,978	2,722	2,722
Other assets:				
GLB direct embedded derivatives (2)	298	298	-	-
GLB ceded embedded derivatives	85	85	203	203
Separate account assets	135,825	135,825	128,397	128,397
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(1,268)	(1,268)	(1,139)	(1,139)
Other contract holder funds:				
Remaining guaranteed interest and similar contracts	(625)	(625)	(629)	(629)
Account values of certain investment contracts	(31,982)	(36,201)	(31,516)	(35,647)
Short-term debt	(450)	(457)	-	-
Long-term debt	(4,901)	(5,485)	(5,345)	(5,679)
Reinsurance related embedded derivatives	(53)	(53)	(53)	(53)
Other liabilities:				
Derivative liabilities (1)	(169)	(169)	(553)	(553)
GLB direct embedded derivatives (2)	-	-	(371)	(371)

(1) We have master netting agreements with each of our derivative counterparties, which allow for the netting of our derivative asset and liability positions by counterparty.

(2) Portions of our GLB direct embedded derivatives are ceded to third-party reinsurance counterparties. Refer to Note 5 for additional detail.

Valuation Methodologies and Associated Inputs for Financial Instruments Not Carried at Fair Value

The following discussion outlines the methodologies and assumptions used to determine the fair value of our financial instruments not carried at fair value on our Consolidated Balance Sheets. Considerable judgment is required to develop these assumptions used to measure fair value. Accordingly, the estimates shown are not necessarily indicative of the amounts that would be realized in a one-time, current market exchange of all of our financial instruments.

Mortgage Loans on Real Estate

The fair value of mortgage loans on real estate is established using a discounted cash flow method based on credit rating, maturity and future income. The ratings for mortgages in good standing are based on property type, location, market conditions, occupancy, debt-service coverage, loan-to-value, quality of tenancy, borrower and payment record. The fair value for impaired mortgage loans is based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's market price or the fair value of the collateral if the loan is collateral dependent. The inputs used to measure the fair value of our mortgage loans on real estate are classified as Level 2 within the fair value hierarchy.

Other Investments

The carrying value of our assets classified as other investments approximates fair value. Other investments includes primarily LPs and other privately held investments that are accounted for using the equity method of accounting and the carrying value is based on our proportional share of the net assets of the LPs. The inputs used to measure the fair value of our LPs and other privately held investments are classified as Level 3 within the fair value hierarchy. Other investments also includes securities that are not LPs or other privately held investments and the inputs used to measure the fair value of these securities are classified as Level 1 within the fair value hierarchy.

Other Contract Holder Funds

Other contract holder funds include remaining guaranteed interest and similar contracts and account values of certain investment contracts. The fair value for the remaining guaranteed interest and similar contracts is estimated using discounted cash flow calculations as of the balance sheet date. These calculations are based on interest rates currently offered on similar contracts with maturities that are consistent with those remaining for the contracts being valued. As of June 30, 2017, and December 31, 2016, the remaining guaranteed interest and similar contracts carrying value approximated fair value. The fair value of the account values of certain investment contracts is based on their approximate surrender value as of the balance sheet date. The inputs used to measure the fair value of our other contract holder funds are classified as Level 3 within the fair value hierarchy.

Short-Term and Long-Term Debt

The fair value of short-term and long-term debt is based on quoted market prices. The inputs used to measure the fair value of our short-term and long-term debt are classified as Level 2 within the fair value hierarchy.

Financial Instruments Carried at Fair Value

We did not have any assets or liabilities measured at fair value on a nonrecurring basis as of June 30, 2017, or December 31, 2016, and we noted no changes in our valuation methodologies between these periods.

The following summarizes our financial instruments carried at fair value (in millions) on a recurring basis by the fair value hierarchy levels described in “Summary of Significant Accounting Policies” in Note 1 of our 2016 Form 10-K:

As of June 30, 2017		
Quoted		
Prices		
in		
Active		
Markets		
for	Significant	Significant

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	Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total Fair Value
Assets				
Investments:				
Fixed maturity AFS securities:				
Corporate bonds	\$ -	\$ 78,031	\$ 2,517	\$ 80,548
ABS	-	1,007	43	1,050
U.S. government bonds	564	9	5	578
Foreign government bonds	-	346	109	455
RMBS	-	3,545	7	3,552
CMBS	-	455	21	476
CLOs	-	675	28	703
State and municipal bonds	-	5,010	-	5,010
Hybrid and redeemable preferred securities	67	493	82	642
Equity AFS securities	13	79	183	275
Trading securities	73	1,546	59	1,678
Derivative investments (1)	-	1,150	571	1,721
Other investments	150	-	-	150
Cash and invested cash	-	1,978	-	1,978
Other assets:				
GLB direct embedded derivatives	-	-	298	298
GLB ceded embedded derivatives	-	-	85	85
Separate account assets	772	135,053	-	135,825
Total assets	\$ 1,639	\$ 229,377	\$ 4,008	\$ 235,024
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	\$ -	\$ -	\$ (1,268)	\$ (1,268)
Long-term debt	-	(1,135)	-	(1,135)
Reinsurance related embedded derivatives	-	(53)	-	(53)
Other liabilities – derivative liabilities (1)	-	(420)	(416)	(836)
Total liabilities	\$ -	\$ (1,608)	\$ (1,684)	\$ (3,292)

	As of December 31, 2016			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets				
Investments:				
Fixed maturity AFS securities:				
Corporate bonds	\$ -	\$ 74,659	\$ 2,405	\$ 77,064
ABS	-	1,052	33	1,085
U.S. government bonds	408	11	-	419
Foreign government bonds	-	395	111	506
RMBS	-	3,611	3	3,614
CMBS	-	343	7	350
CLOs	-	676	68	744
State and municipal bonds	-	4,627	-	4,627
Hybrid and redeemable preferred securities	60	468	76	604
VIEs' fixed maturity securities	-	200	-	200
Equity AFS securities	17	81	177	275
Trading securities	102	1,545	65	1,712
Derivative investments (1)	-	1,406	599	2,005
Other investments	146	-	-	146
Cash and invested cash	-	2,722	-	2,722
Other assets – GLB ceded embedded derivatives	-	-	203	203
Separate account assets	863	127,534	-	128,397
Total assets	\$ 1,596	\$ 219,330	\$ 3,747	\$ 224,673
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	\$ -	\$ -	\$ (1,139)	\$ (1,139)
Long-term debt	-	(1,203)	-	(1,203)
Reinsurance related embedded derivatives	-	(53)	-	(53)
Other liabilities:				
Derivative liabilities (1)	-	(939)	(692)	(1,631)
GLB direct embedded derivatives	-	-	(371)	(371)
Total liabilities	\$ -	\$ (2,195)	\$ (2,202)	\$ (4,397)

- (1) Derivative investment assets and liabilities presented within the fair value hierarchy are presented on a gross basis by derivative type and not on a master netting basis by counterparty.

The following summarizes changes to our financial instruments carried at fair value (in millions) and classified within Level 3 of the fair value hierarchy. This summary excludes any effect of amortization of deferred acquisition costs (“DAC”), value of business acquired (“VOBA”), deferred sales inducements (“DSI”) and deferred front-end loads (“DFEL”). The gains and losses below may include changes in fair value due in part to observable inputs that are a component of the valuation methodology.

	For the Three Months Ended June 30, 2017					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	\$ 2,403	\$ 5	\$ 53	\$ 57	\$ (1)	\$ 2,517
ABS	29	-	-	-	14	43
U.S. government bonds	5	-	-	-	-	5
Foreign government bonds	110	-	(1)	-	-	109
RMBS	7	-	-	-	-	7
CMBS	44	-	1	14	(38)	21
CLOs	88	-	-	13	(73)	28
State and municipal bonds	1	-	-	-	(1)	-
Hybrid and redeemable preferred securities	79	-	8	-	(5)	82
Equity AFS securities	182	-	-	1	-	183
Trading securities	60	1	1	-	(3)	59
Derivative investments	112	58	65	(80)	-	155
Other assets: (5)						
GLB direct embedded derivatives	226	72	-	-	-	298
GLB ceded embedded derivatives	116	(31)	-	-	-	85
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,238)	(64)	-	34	-	(1,268)
Total, net	\$ 2,224	\$ 41	\$ 127	\$ 39	\$ (107)	\$ 2,324

	For the Three Months Ended June 30, 2016					
	Beginning in Fair Value	Items Included Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales Maturities, Settlements, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	\$ 2,185	\$ (6)	\$ 46	\$ 118	\$ 82	\$ 2,425
ABS	44	-	-	14	4	62
U.S. government bonds	-	-	-	10	-	10
Foreign government bonds	111	-	1	-	-	112
RMBS	1	-	-	15	-	16
CMBS	9	2	(1)	(2)	-	8
CLOs	591	-	-	40	(586)	45
Hybrid and redeemable preferred securities	92	-	(3)	-	-	89
Equity AFS securities	167	-	3	-	-	170
Trading securities	74	1	(1)	-	(9)	65
Derivative investments	190	183	79	(29)	-	423
Other investments (4)	2	(1)	-	-	-	1
Other assets – GLB ceded embedded derivatives (5)	433	106	-	-	-	539
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,088)	(19)	-	5	-	(1,102)
Other liabilities:						
Credit default swaps (4)	(12)	(4)	-	-	-	(16)
GLB direct embedded derivatives (5)	(1,916)	(542)	-	-	-	(2,458)
Total, net	\$ 883	\$ (280)	\$ 124	\$ 171	\$ (509)	\$ 389

	For the Six Months Ended June 30, 2017					
	Beginning Fair Value	Items Included Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	\$ 2,405	\$ 11	\$ 118	\$ (147)	\$ 130	\$ 2,517
ABS	33	-	1	-	9	43
U.S. government bonds	-	-	-	-	5	5
Foreign government bonds	111	-	(2)	-	-	109
RMBS	3	-	-	4	-	7
CMBS	7	-	1	55	(42)	21
CLOs	68	-	-	18	(58)	28
State and municipal bonds	-	(1)	-	-	1	-
Hybrid and redeemable preferred securities	76	-	11	-	(5)	82
Equity AFS securities	177	1	(1)	6	-	183
Trading securities	65	2	8	(16)	-	59
Derivative investments	(93)	(11)	88	171	-	155
Other assets: (5)						
GLB direct embedded derivatives	-	298	-	-	-	298
GLB ceded embedded derivatives	203	(118)	-	-	-	85
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,139)	(184)	-	55	-	(1,268)
Other liabilities – GLB direct embedded derivatives (5)	(371)	371	-	-	-	-
Total, net	\$ 1,545	\$ 369	\$ 224	\$ 146	\$ 40	\$ 2,324

	For the Six Months Ended June 30, 2016					
	Beginning Fair Value	Items Included Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Settlements, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	\$ 1,993	\$ -	\$ 64	\$ 146	\$ 222	\$ 2,425
ABS	45	-	(1)	14	4	62
U.S. government bonds	-	-	-	10	-	10
Foreign government bonds	111	-	1	-	-	112
RMBS	1	-	-	15	-	16
CMBS	10	2	(1)	(3)	-	8
CLOs	551	-	2	78	(586)	45
Hybrid and redeemable preferred securities	94	-	(5)	-	-	89
Equity AFS securities	164	-	2	4	-	170
Trading securities	73	2	1	(1)	(10)	65
Derivative investments	555	(258)	171	(45)	-	423
Other investments (4)	-	1	-	-	-	1
Other assets – GLB ceded embedded derivatives (5)	268	271	-	-	-	539
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,100)	(12)	-	10	-	(1,102)
VIEs’ liabilities – derivative instruments (5)	(4)	4	-	-	-	-
Other liabilities:						
Credit default swaps (4)	(9)	(7)	-	-	-	(16)
GLB direct embedded derivatives (5)	(953)	(1,505)	-	-	-	(2,458)
Total, net	\$ 1,799	\$ (1,502)	\$ 234	\$ 228	\$ (370)	\$ 389

- (1) The changes in fair value of the interest rate swaps are offset by an adjustment to derivative investments (see Note 5).
- (2) Transfers into or out of Level 3 for AFS and trading securities are displayed at amortized cost as of the beginning-of-period. For AFS and trading securities, the difference between beginning-of-period amortized cost and beginning-of-period fair value was included in OCI and earnings, respectively, in the prior period.
- (3) Amortization and accretion of premiums and discounts are included in net investment income on our Consolidated Statements of Comprehensive Income (Loss). Gains (losses) from sales, maturities, settlements and calls and

OTTI are included in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

- (4) The changes in fair value of the credit default swaps and contingency forwards are included in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).
- (5) Gains (losses) from sales, maturities, settlements and calls are included in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

The following provides the components of the items included in issuances, sales, maturities, settlements and calls, net, excluding any effect of amortization of DAC, VOBA, DSI and DFEL and changes in future contract benefits, (in millions) as reported above:

	For the Three Months Ended June 30, 2017					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 162	\$ (3)	\$ (25)	\$ (64)	\$ (13)	\$ 57
CMBS	14	-	-	-	-	14
CLOs	13	-	-	-	-	13
Equity AFS securities	1	-	-	-	-	1
Derivative investments	48	(29)	(99)	-	-	(80)
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(13)	-	-	47	-	34
Total, net	\$ 225	\$ (32)	\$ (124)	\$ (17)	\$ (13)	\$ 39

	For the Three Months Ended June 30, 2016					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 172	\$ (8)	\$ -	\$ (46)	\$ -	\$ 118
ABS	15	-	-	(1)	-	14
U.S. government bonds	-	-	-	10	-	10
RMBS	15	-	-	-	-	15
CMBS	-	(1)	-	(1)	-	(2)
CLOs	40	-	-	-	-	40
Derivative investments	45	(43)	(31)	-	-	(29)
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(19)	-	-	24	-	5
Total, net	\$ 268	\$ (52)	\$ (31)	\$ (14)	\$ -	\$ 171

For the Six Months Ended June 30, 2017

	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 200	\$ (65)	\$ (47)	\$ (127)	\$ (108)	\$ (147)
RMBS	4	-	-	-	-	4
CMBS	55	-	-	-	-	55
CLOs	18	-	-	-	-	18
Equity AFS securities	8	(2)	-	-	-	6
Trading securities	2	(17)	-	(1)	-	(16)
Derivative investments	95	265	(189)	-	-	171
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(31)	-	-	86	-	55
Total, net	\$ 351	\$ 181	\$ (236)	\$ (42)	\$ (108)	\$ 146

	For the Six Months Ended June 30, 2016					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 289	\$ -	\$ (3)	\$ (83)	\$ (57)	\$ 146
ABS	15	-	-	(1)	-	14
U.S. government bonds	-	-	-	10	-	10
RMBS	15	-	-	-	-	15
CMBS	-	(1)	-	(2)	-	(3)
CLOs	80	-	-	(2)	-	78
Equity AFS securities	4	-	-	-	-	4
Trading securities	-	-	-	(1)	-	(1)
Derivative investments	85	(85)	(45)	-	-	(45)
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(45)	-	-	55	-	10
Total, net	\$ 443	\$ (86)	\$ (48)	\$ (24)	\$ (57)	\$ 228

The following summarizes changes in unrealized gains (losses) included in net income, excluding any effect of amortization of DAC, VOBA, DSI and DFEL and changes in future contract benefits, related to financial instruments carried at fair value classified within Level 3 that we still held (in millions):

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Derivative investments	\$ (2)	\$ 216	\$ (76)	\$ (177)
Other investments	-	(1)	-	1
Embedded derivatives:				
Indexed annuity and IUL contracts	-	(1)	(15)	(24)
GLB	231	(409)	978	(1,233)
VIEs' liabilities – derivative instruments	-	-	-	4
Credit default swaps	-	(3)	-	(7)
Total, net (1)	\$ 229	\$ (198)	\$ 887	\$ (1,436)

(1) Included in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

The following provides the components of the transfers into and out of Level 3 (in millions) as reported above:

	For the Three Months Ended June 30, 2017			For the Three Months Ended June 30, 2016		
	Transfers Into Level 3	Transfers Out of Level 3	Total	Transfers Into Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 1	\$ (2)	\$ (1)	\$ 165	\$ (83)	\$ 82
ABS	15	(1)	14	4	-	4
CMBS	3	(41)	(38)	-	-	-
CLOs	-	(73)	(73)	-	(586)	(586)
State and municipal bonds	-	(1)	(1)	-	-	-
Hybrid and redeemable preferred securities	-	(5)	(5)	-	-	-
Trading securities	-	(3)	(3)	1	(10)	(9)
Total, net	\$ 19	\$ (126)	\$ (107)	\$ 170	\$ (679)	\$ (509)

	For the Six Months Ended June 30, 2017			For the Six Months Ended June 30, 2016		
	Transfers Into Level 3	Transfers Out of Level 3	Total	Transfers Into Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	\$ 161	\$ (31)	\$ 130	\$ 329	\$ (107)	\$ 222
ABS	15	(6)	9	4	-	4
U.S. government bonds	5	-	5	-	-	-
CMBS	3	(45)	(42)	-	-	-
CLOs	30	(88)	(58)	-	(586)	(586)
State and municipal bonds	2	(1)	1	-	-	-
Hybrid and redeemable preferred securities	-	(5)	(5)	-	-	-
Trading securities	3	(3)	-	1	(11)	(10)
Total, net	\$ 219	\$ (179)	\$ 40	\$ 334	\$ (704)	\$ (370)

Transfers into and out of Level 3 are generally the result of observable market information on a security no longer being available or becoming available to our pricing vendors. For the six months ended June 30, 2017 and 2016, transfers in and out of Level 3 were attributable primarily to the securities' observable market information no longer being available or becoming available. Transfers into and out of Levels 1 and 2 are generally the result of a change in the type of input used to measure the fair value of an asset or liability at the end of the reporting period. When quoted prices in active markets become available, transfers from Level 2 to Level 1 will result. When quoted prices in active markets become unavailable, but we are able to employ a valuation methodology using significant observable inputs, transfers from Level 1 to Level 2 will result. For the six months ended June 30, 2017 and 2016, the transfers between Levels 1 and 2 of the fair value hierarchy were less than \$1 million for our financial instruments carried at fair value.

The following summarizes the fair value (in millions), valuation techniques and significant unobservable inputs of the Level 3 fair value measurements as of June 30, 2017:

	Fair Value	Valuation Technique	Significant Unobservable Inputs	Assumption or Input Ranges
Assets				
Investments:				
Fixed maturity AFS and trading securities:				
Corporate bonds	\$ 1,885	Discounted cash flow	Liquidity/duration adjustment (1)	0.7 % - 41.9%
ABS	25	Discounted cash flow	Liquidity/duration adjustment (1)	3.0 % - 3.0 %
Foreign government bonds Hybrid and redeemable	78	Discounted cash flow	Liquidity/duration adjustment (1)	1.8 % - 3.6 %
preferred securities	4	Discounted cash flow	Liquidity/duration adjustment (1)	1.9 % - 1.9 %
Equity AFS securities	25	Discounted cash flow	Liquidity/duration adjustment (1)	4.5 % - 5.0 %
Other assets – GLB direct and ceded				
embedded derivatives	383	Discounted cash flow	Long-term lapse rate (2)	1 % - 30 %
			Utilization of guaranteed withdrawals (3)	85 % - 100 %
			Claims utilization factor (4)	60 % - 100 %
			Premiums utilization factor (4)	80 % - 115 %
			NPR (5)	0.01 % - 0.33 %
				(8)

		Mortality rate (6)			
		Volatility (7)	1 %	-	29 %
Liabilities					
Future contract benefits – indexed annuity and IUL contracts					
	Discounted	Lapse rate			
embedded derivatives	\$ (1,268) cash flow	(2)	1 %	-	9 %
		Mortality rate (6)			(8)

- (1) The liquidity/duration adjustment input represents an estimated market participant composite of adjustments attributable to liquidity premiums, expected durations, structures and credit quality that would be applied to the market observable information of an investment.
- (2) The lapse rate input represents the estimated probability of a contract surrendering during a year, and thereby forgoing any future benefits. The range for indexed annuity and IUL contracts represents the lapse rates during the surrender charge period.
- (3) The utilization of guaranteed withdrawals input represents the estimated percentage of contract holders that utilize the guaranteed withdrawal feature.
- (4) The utilization factors are applied to the present value of claims or premiums, as appropriate, in the GLB reserve calculation to estimate the impact of inefficient withdrawal behavior, including taking less than or more than the maximum guaranteed withdrawal.
- (5) The NPR input represents the estimated additional credit spread that market participants would apply to the market observable discount rate when pricing a contract.
- (6) The mortality rate input represents the estimated probability of when an individual belonging to a particular group, categorized according to age or some other factor such as gender, will die.
- (7) The volatility input represents overall volatilities assumed for the underlying variable annuity funds, which include a mixture of equity and fixed-income assets. Fair value of the variable annuity GLB embedded derivatives would increase if higher volatilities were used for valuation.
- (8) The mortality rate is based on a combination of company and industry experience, adjusted for improvement factors.

From the table above, we have excluded Level 3 fair value measurements obtained from independent, third-party pricing sources. We do not develop the significant inputs used to measure the fair value of these assets and liabilities, and the information regarding the significant inputs is not readily available to us. Independent broker-quoted fair values are non-binding quotes developed by market makers or broker-dealers obtained from third-party sources recognized as market participants. The fair value of a broker-quoted asset or liability is based solely on the receipt of an updated quote from a single market maker or a broker-dealer recognized as a market participant as we do not adjust broker quotes when used as the fair value measurement for an asset or liability. Significant increases or decreases in any of the quotes received from a third-party broker-dealer may result in a significantly higher or lower fair value measurement.

Changes in any of the significant inputs presented in the table above may result in a significant change in the fair value measurement of the asset or liability as follows:

- Investments – An increase in the liquidity/duration adjustment input would result in a decrease in the fair value measurement.
- Indexed annuity and IUL contracts embedded derivatives – An increase in the lapse rate or mortality rate inputs would result in a decrease in the fair value measurement.
- GLB embedded derivatives – Assuming our GLB direct embedded derivative is in a liability position, an increase in our lapse rate, NPR or mortality rate inputs would result in a decrease in the fair value measurement; and an increase in the utilization of guaranteed withdrawal or volatility inputs would result in an increase in the fair value measurement. Assuming our GLB ceded embedded derivative is in an asset position, the fair value measurement would move in the opposite direction from the GLB direct embedded derivative.

For each category discussed above, the unobservable inputs are not inter-related; therefore, a directional change in one input will not affect the other inputs.

As part of our ongoing valuation process, we assess the reasonableness of our valuation techniques or models and make adjustments as necessary. For more information, see “Summary of Significant Accounting Policies” in Note 1 of our 2016 Form 10-K.

13. Segment Information

We provide products and services and report results through our Annuities, Retirement Plan Services, Life Insurance and Group Protection segments. We also have Other Operations, which includes the financial data for operations that are not directly related to the business segments. Our reporting segments reflect the manner by which our chief operating decision makers view and manage the business. See Note 21 of our 2016 Form 10-K for a brief description of these segments and Other Operations.

Segment operating revenues and income (loss) from operations are internal measures used by our management and Board of Directors to evaluate and assess the results of our segments. Income (loss) from operations is GAAP net income excluding the after-tax effects of the following items, as applicable:

- Realized gains and losses associated with the following (“excluded realized gain (loss)”):
 - § Sales or disposals and impairments of securities;
 - § Changes in the fair value of derivatives, embedded derivatives within certain reinsurance arrangements and trading securities;

- § Changes in the fair value of the derivatives we own to hedge our GDB riders within our variable annuities;
- § Changes in the fair value of the embedded derivatives of our GLB riders reflected within variable annuity net derivative results accounted for at fair value;
- § Changes in the fair value of the derivatives we own to hedge our GLB riders reflected within variable annuity net derivative results; and
- § Changes in the fair value of the embedded derivative liabilities related to index call options we may purchase in the future to hedge contract holder index allocations applicable to future reset periods for our indexed annuity products accounted for at fair value;
- Changes in reserves resulting from benefit ratio unlocking on our GDB and GLB riders;
- Income (loss) from reserve changes, net of related amortization, on business sold through reinsurance;
- Gains (losses) on early extinguishment of debt;
- Losses from the impairment of intangible assets;
- Income (loss) from discontinued operations; and
- Income (loss) from the initial adoption of new accounting standards.

Operating revenues represent GAAP revenues excluding the pre-tax effects of the following items, as applicable:

- Excluded realized gain (loss);
- Revenue adjustments from the initial adoption of new accounting standards;
- Amortization of DFEL arising from changes in GDB and GLB benefit ratio unlocking; and
- Amortization of deferred gains arising from reserve changes on business sold through reinsurance.

We use our prevailing corporate federal income tax rate of 35% while taking into account any permanent differences for events recognized differently in our financial statements and federal income tax returns when reconciling our non-GAAP measures to the most comparable GAAP measure. Operating revenues and income (loss) from operations do not replace revenues and net income as the GAAP measures of our consolidated results of operations.

Segment information (in millions) was as follows:

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Revenues				
Operating revenues:				
Annuities	\$ 1,076	\$ 983	\$ 2,138	\$ 2,022
Retirement Plan Services	290	270	571	537
Life Insurance	1,655	1,538	3,260	3,016
Group Protection	541	525	1,082	1,059
Other Operations	67	79	155	161
Excluded realized gain (loss), pre-tax	(52)	(89)	(132)	(245)
Amortization of deferred gain arising from reserve changes on business sold through reinsurance, pre-tax	-	1	1	1
Amortization of DFEL associated with benefit ratio unlocking, pre-tax	-	-	2	-
Total revenues	\$ 3,577	\$ 3,307	\$ 7,077	\$ 6,551

	For the Three Months Ended June 30, 2017		For the Six Months Ended June 30, 2016	
Net Income (Loss)				
Income (loss) from operations:				
Annuities	\$ 251	\$ 235	\$ 532	\$ 453
Retirement Plan Services	37	31	74	61
Life Insurance	133	120	263	195
Group Protection	35	15	42	20
Other Operations	(37)	(28)	(51)	(39)
Excluded realized gain (loss), after-tax	(34)	(57)	(85)	(159)
Income (loss) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	-	1
Benefit ratio unlocking, after-tax	26	9	71	4
Net income (loss)	\$ 411	\$ 325	\$ 846	\$ 536

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the financial condition as of June 30, 2017, compared with December 31, 2016, and the results of operations for the three and six months ended June 30, 2017, compared with the corresponding periods in 2016 of Lincoln National Corporation and its consolidated subsidiaries. Unless otherwise stated or the context otherwise requires, "LNC," "Company," "we," "our" or "us" refers to Lincoln National Corporation and its consolidated subsidiaries. The MD&A is provided as a supplement to, and should be read in conjunction with our consolidated financial statements and the accompanying notes to the consolidated financial statements ("Notes") presented in "Part I – Item 1. Financial Statements"; our Form 10-K for the year ended December 31, 2016 ("2016 Form 10-K"), including the sections entitled "Part I – Item 1A. Risk Factors," "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Part II – Item 8. Financial Statements and Supplementary Data"; our quarterly report on Form 10-Q filed in 2017; and our current reports on Form 8-K filed in 2017. For more detailed information on the risks and uncertainties associated with the Company's business activities, see the risks described in "Part I – Item 1A. Risk Factors" in our 2016 Form 10-K as updated by "Part II – Item 1A. Risk Factors" in our first quarter 2017 Form 10-Q and below.

In this report, in addition to providing consolidated revenues and net income (loss), we also provide segment operating revenues and income (loss) from operations because we believe they are meaningful measures of revenues and the profitability of our operating segments. Financial information that follows is presented in accordance with United States of America generally accepted accounting principles ("GAAP"), unless otherwise indicated. See Note 1 in our 2016 Form 10-K for a discussion of GAAP.

Operating revenues and income (loss) from operations are the financial performance measures we use to evaluate and assess the results of our segments. Accordingly, we define and report operating revenues and income (loss) from operations by segment in Note 13. Our management believes that operating revenues and income (loss) from operations explain the results of our ongoing businesses in a manner that allows for a better understanding of the underlying trends in our current businesses because the excluded items are unpredictable and not necessarily indicative of current operating fundamentals or future performance of the business segments, and, in many instances, decisions regarding these items do not necessarily relate to the operations of the individual segments. In addition, we believe that our definitions of operating revenues and income (loss) from operations will provide investors with a more valuable measure of our performance because it better reveals trends in our business.

FORWARD-LOOKING STATEMENTS – CAUTIONARY LANGUAGE

Certain statements made in this report and in other written or oral statements made by us or on our behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe," "anticipate," "expect," "estimate," "project," "will," "shall" and other words or phrases with similar meaning in connection with

with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective services or products, future performance or financial results and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, some of which are described within the forward-looking statements, include, among others:

- Deterioration in general economic and business conditions that may affect account values, investment results, guaranteed benefit liabilities, premium levels, claims experience and the level of pension benefit costs, funding and investment results;
- Adverse global capital and credit market conditions could affect our ability to raise capital, if necessary, and may cause us to realize impairments on investments and certain intangible assets, including goodwill and the valuation allowance against deferred tax assets, which may reduce future earnings and/or affect our financial condition and ability to raise additional capital or refinance existing debt as it matures;
- Because of our holding company structure, the inability of our subsidiaries to pay dividends to the holding company in sufficient amounts could harm the holding company's ability to meet its obligations;
- Legislative, regulatory or tax changes, both domestic and foreign, that affect: the cost of, or demand for, our subsidiaries' products; the required amount of reserves and/or surplus; our ability to conduct business and our captive reinsurance arrangements as well as restrictions on revenue sharing and 12b-1 payments; the potential for U.S. federal tax reform; and the effect of the Department of Labor's ("DOL") regulation defining fiduciary;
- Actions taken by reinsurers to raise rates on in-force business;
- Declines in or sustained low interest rates causing a reduction in investment income, the interest margins of our businesses, estimated gross profits ("EGPs") and demand for our products;
- Rapidly increasing interest rates causing contract holders to surrender life insurance and annuity policies, thereby causing realized investment losses, and reduced hedge performance related to variable annuities;
- Uncertainty about the effect of continuing promulgation and implementation of rules and regulations under the Dodd-Frank Wall Street Reform and Consumer Protection Act on us, the economy and financial services sector in particular;
- The initiation of legal or regulatory proceedings against us, and the outcome of any legal or regulatory proceedings, such as: adverse actions related to present or past business practices common in businesses in which we compete; adverse decisions in significant

actions including, but not limited to, actions brought by federal and state authorities and class action cases; new decisions that result in changes in law; and unexpected trial court rulings;

- A decline in the equity markets causing a reduction in the sales of our subsidiaries' products; a reduction of asset-based fees that our subsidiaries charge on various investment and insurance products; an acceleration of the net amortization of deferred acquisition costs ("DAC"), value of business acquired ("VOBA"), deferred sales inducements ("DSI") and deferred front-end loads ("DFEL"); and an increase in liabilities related to guaranteed benefit features of our subsidiaries' variable annuity products;
- Ineffectiveness of our risk management policies and procedures, including various hedging strategies used to offset the effect of changes in the value of liabilities due to changes in the level and volatility of the equity markets and interest rates;
- A deviation in actual experience regarding future persistency, mortality, morbidity, interest rates or equity market returns from the assumptions used in pricing our subsidiaries' products, in establishing related insurance reserves and in the net amortization of DAC, VOBA, DSI and DFEL, which may reduce future earnings;
- Changes in GAAP that may result in unanticipated changes to our net income;
- Lowering of one or more of our debt ratings issued by nationally recognized statistical rating organizations and the adverse effect such action may have on our ability to raise capital and on our liquidity and financial condition;
- Lowering of one or more of the insurer financial strength ratings of our insurance subsidiaries and the adverse effect such action may have on the premium writings, policy retention, profitability of our insurance subsidiaries and liquidity;
- Significant credit, accounting, fraud, corporate governance or other issues that may adversely affect the value of certain investments in our portfolios, as well as counterparties to which we are exposed to credit risk, requiring that we realize losses on investments;
- Inability to protect our intellectual property rights or claims of infringement of the intellectual property rights of others;
- Interruption in telecommunication, information technology or other operational systems or failure to safeguard the confidentiality or privacy of sensitive data on such systems from cyberattacks or other breaches of our data security systems;
- The effect of acquisitions and divestitures, restructurings, product withdrawals and other unusual items;
- The adequacy and collectability of reinsurance that we have purchased;
- Acts of terrorism, a pandemic, war or other man-made and natural catastrophes that may adversely affect our businesses and the cost and availability of reinsurance;
- Competitive conditions, including pricing pressures, new product offerings and the emergence of new competitors, that may affect the level of premiums and fees that our subsidiaries can charge for their products;
- The unknown effect on our subsidiaries' businesses resulting from evolving market preferences and the changing demographics of our client base; and
- The unanticipated loss of key management, financial planners or wholesalers.

The risks included here are not exhaustive. Our annual report on Form 10-K, quarterly report on Form 10-Q, current reports on Form 8-K and other documents filed with the Securities and Exchange Commission ("SEC") include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking

statements as a prediction of actual results. In addition, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this report.

INTRODUCTION

Executive Summary

We are a holding company that operates multiple insurance and retirement businesses through subsidiary companies. Through our business segments, we sell a wide range of wealth protection, accumulation and retirement income products and solutions. These products include fixed and indexed annuities, variable annuities, universal life insurance (“UL”), variable universal life insurance (“VUL”), linked-benefit UL, indexed universal life insurance (“IUL”), term life insurance, employer-sponsored retirement plans and services, and group life, disability and dental.

We provide products and services and report results through our Annuities, Retirement Plan Services, Life Insurance and Group Protection segments. We also have Other Operations. These segments and Other Operations are described in “Part I – Item 1. Business” of our 2016 Form 10-K.

For information on how we derive our revenues, see the discussion in results of operations by segment below.

Our current market conditions, significant operational matters, industry trends, issues and outlook are described in “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Executive Summary” of our 2016 Form 10-K.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” above and “Part I – Item 1A. Risk Factors” in our 2016 Form 10-K as updated by “Part II – Item 1A. Risk Factors” in our first quarter 2017 Form 10-Q and below.

Critical Accounting Policies and Estimates

The MD&A included in our 2016 Form 10-K contains a detailed discussion of our critical accounting policies and estimates. The following information updates the “Critical Accounting Policies and Estimates” provided in our 2016 Form 10-K and, accordingly, should be read in conjunction with the “Critical Accounting Policies and Estimates” discussed in our 2016 Form 10-K.

DAC, VOBA, DSI and DFEL

Unlocking

As stated in “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Unlocking” in our 2016 Form 10-K, we conduct our annual comprehensive review of the assumptions and projection models underlying the amortization of DAC, VOBA, DSI, DFEL, embedded derivatives and reserves for life insurance and annuity products in the third quarter of each year.

Reversion to the Mean

As variable fund returns do not move in a systematic manner, we reset the baseline of account values from which EGPs are projected, which we refer to as our reversion to the mean (“RTM”) process, as discussed in our 2016 Form 10-K.

If we had unlocked our RTM assumption as of June 30, 2017, we would have recorded a favorable unlocking of approximately \$180 million, pre-tax, for Annuities, approximately \$35 million, pre-tax, for Life Insurance and approximately \$25 million, pre-tax, for Retirement Plan Services.

Investments

Investment Valuation

The following summarizes our available-for-sale (“AFS”) and trading securities and derivative investments carried at fair value by pricing source and fair value hierarchy level (in millions) as of June 30, 2017:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Priced by third-party pricing services	\$ 867	\$ 79,569	\$ -	\$ 80,436
Priced by independent broker quotations	-	-	1,192	1,192
Priced by matrices	-	12,357	-	12,357
Priced by other methods (1)	-	-	2,017	2,017
Total	\$ 867	\$ 91,926	\$ 3,209	\$ 96,002
Percent of total	1%	96%	3%	100%

(1) Represents primarily securities for which pricing models were used to compute fair value.

For more information about the valuation of our financial instruments carried at fair value, see “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Investments – Investment Valuation” in our 2016 Form 10-K and Note 12 herein.

As of June 30, 2017, we evaluated the markets that our securities trade in and concluded that none were inactive. We will continue to re-evaluate this conclusion, as needed, based on market conditions. We use unobservable inputs to measure the fair value of securities trading in less liquid or illiquid markets with limited or no pricing information. We obtain broker quotes for securities such as synthetic convertibles, index-linked certificates of deposit and collateralized debt obligations (“CDOs”) when sufficient security structure or other market information is not available to produce an evaluation. For broker-quoted only securities, non-binding quotes from market makers or broker-dealers are obtained from sources recognized as market participants. Broker-quoted securities are based solely on receipt of updated quotes from a single market maker or a broker-dealer recognized as a market participant. Our broker-quoted only securities are generally classified as Level 3 of the fair value hierarchy. As of June 30, 2017, we used broker quotes for 17 securities as our final price source, representing less than 1% of total securities owned.

Derivatives

Our accounting policies for derivatives and the potential effect on interest spreads in a falling rate environment are discussed in Note 5 of this report and “Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk” in our 2016 Form 10-K.

Guaranteed Living Benefits

Within our individual annuity business, 65% and 66% of our variable annuity account values contained guaranteed living benefits (“GLB”) features as of June 30, 2017 and 2016, respectively. Underperforming equity markets increase our exposure to potential benefits with the GLB features. A contract with a GLB feature is “in the money” if the contract holder’s account balance falls below the present value of guaranteed withdrawal or income benefits, assuming no lapses. As of June 30, 2017 and 2016, 7% and 11%, respectively, of all in-force contracts with a GLB feature were “in the money,” and our exposure, after reinsurance, as of June 30, 2017 and 2016, was \$474 million and \$724 million, respectively. However, the only way the contract holder can realize the excess of the present value of benefits over the account value of the contract is through a series of withdrawals or income payments that do not exceed a maximum amount. If, after the series of withdrawals or income payments, the account value is exhausted, the contract holder will continue to receive a series of annuity payments. The account value can also fluctuate with equity market returns on a daily basis resulting in increases or decreases in the excess of the present value of benefits over account value.

For information on our variable annuity hedge program performance, see our discussion in “Realized Gain (Loss) and Benefit Ratio Unlocking – Variable Annuity Net Derivatives Results” below.

For information on our estimates of the potential instantaneous effect to net income that could result from sudden changes that may occur in equity markets, interest rates and implied market volatilities, see our discussion in “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Derivatives – GLB” in our 2016 Form 10-K.

RESULTS OF CONSOLIDATED OPERATIONS

Details underlying the consolidated results, deposits, net flows and account values (in millions) were as follows:

	For the Three Months Ended June 30, 2017			For the Six Months Ended June 30, 2016		
	2017	2016	Change	2017	2016	Change
Net Income (Loss)						
Income (loss) from operations:						
Annuities	\$ 251	\$ 235	7%	\$ 532	\$ 453	17%
Retirement Plan Services	37	31	19%	74	61	21%
Life Insurance	133	120	11%	263	195	35%
Group Protection	35	15	133%	42	20	110%
Other Operations	(37)	(28)	-32%	(51)	(39)	-31%
Excluded realized gain (loss), after-tax	(34)	(57)	40%	(85)	(159)	47%
Income (expense) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	NM	-	1	-100%
Benefit ratio unlocking, after-tax	26	9	189%	71	4	NM
Net income (loss)	\$ 411	\$ 325	26%	\$ 846	\$ 536	58%

	For the Three Months Ended June 30, 2017			For the Six Months Ended June 30, 2016		
	2017	2016	Change	2017	2016	Change
Deposits						
Annuities	\$ 1,991	\$ 2,113	-6%	\$ 4,008	\$ 4,466	-10%
Retirement Plan Services	1,978	1,660	19%	4,229	3,452	23%
Life Insurance	1,543	1,391	11%	2,959	2,630	13%
Total deposits	\$ 5,512	\$ 5,164	7%	\$ 11,196	\$ 10,548	6%

Net Flows						
Annuities	\$ (1,075)	\$ (452)	NM	\$ (2,019)	\$ (486)	NM
Retirement Plan Services	395	4	NM	511	82	NM
Life Insurance	1,101	978	13%	2,025	1,808	12%
Total net flows	\$ 421	\$ 530	-21%	\$ 517	\$ 1,404	-63%

	As of June 30,		
	2017	2016	Change
Account Values			
Annuities	\$ 131,029	\$ 122,851	7%
Retirement Plan Services	62,568	55,430	13%
Life Insurance	47,180	44,402	6%
Total account values	\$ 240,777	\$ 222,683	8%

Comparison of the Three Months Ended June 30, 2017 to 2016

Net income increased due primarily to the following:

- Growth in business in force and average account values.
- Favorable investment income on alternative investments and higher prepayment and bond make-whole premiums.
- Higher realized losses in 2016 driven by asset disposals and an increase in other-than-temporary impairment (“OTTI”) attributable to individual credit risks within our corporate bond holdings.
- More favorable total loss ratio experience in our Group Protection segment.

The increase in net income was partially offset by the following:

- Strategic digitization expense incurred during 2017 as part of our strategic digitization initiative.
- Higher incentive compensation as a result of production performance.

- Lower amortization of deferred gain on business sold through reinsurance.
- Spread compression due to average new money rates trailing our current portfolio yields, partially offset by actions implemented to reduce interest crediting rates.

Comparison of the Six Months Ended June 30, 2017 to 2016

Net income increased due primarily to the following:

- Growth in business in force and average account values.
- Favorable investment income on alternative investments and higher prepayment and bond make-whole premiums.
- Legal expenses in 2016 related to certain investments.
- Higher federal income tax benefits in 2017 driven by one-time and run-rate adjustments primarily associated with our separate account dividends-received deduction.
- Higher realized losses in 2016 driven by asset disposals and an increase in OTTI attributable to individual credit risks within our corporate bond holdings.
- Gains on variable annuity net derivative results in 2017 as compared to losses in 2016.
- More favorable total loss ratio experience in our Group Protection segment.

The increase in net income was partially offset by the following:

- Strategic digitization expense incurred during 2017 as part of our strategic digitization initiative.
- Higher incentive compensation as a result of production performance.
- Lower amortization of deferred gain on business sold through reinsurance.
- Spread compression due to average new money rates trailing our current portfolio yields, partially offset by actions implemented to reduce interest crediting rates.

RESULTS OF ANNUITIES

Income (Loss) from Operations

Details underlying the results for Annuities (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Operating Revenues						
Insurance premiums (1)	\$ 106	\$ 68	56%	\$ 230	\$ 219	5%
Fee income	553	510	8%	1,086	1,003	8%
Net investment income	263	258	2%	519	509	2%
Operating realized gain (loss) (2)	45	44	2%	90	87	3%
Other revenues (3)	109	103	6%	213	204	4%
Total operating revenues	1,076	983	9%	2,138	2,022	6%
Operating Expenses						
Interest credited	145	144	1%	292	283	3%
Benefits (1)	174	136	28%	366	353	4%
Commissions and other expenses	447	407	10%	890	818	9%
Total operating expenses	766	687	11%	1,548	1,454	6%
Income (loss) from operations before taxes	310	296	5%	590	568	4%
Federal income tax expense (benefit)	59	61	-3%	58	115	-50%
Income (loss) from operations	\$ 251	\$ 235	7%	\$ 532	\$ 453	17%

(1) Insurance premiums include primarily our income annuities that have a corresponding offset in benefits. Benefits include changes in income annuity reserves driven by premiums.

(2) See "Realized Gain (Loss) and Benefit Ratio Unlocking" below.

(3) Consists primarily of revenues attributable to broker-dealer services that are subject to market volatility.

Comparison of the Three Months Ended June 30, 2017 to 2016

Income from operations for this segment increased due primarily to the following:

- Higher fee income driven by higher average daily variable account values.
- Higher net investment income, net of interest credited, driven by higher prepayments and bond make-whole premiums and favorable investment income on alternative investments within our surplus portfolio.

The increase in income from operations was partially offset by higher commissions and other expenses due to higher average account values, resulting in higher trail commissions.

Comparison of the Six Months Ended June 30, 2017 to 2016

Income from operations for this segment increased due primarily to the following:

- Higher federal income tax benefits in 2017 driven by one-time and run-rate adjustments primarily associated with our separate account dividends-received deduction.
- Higher fee income driven by higher average daily variable account values.

The increase in income from operations was partially offset by higher commissions and other expenses due to higher average account values, resulting in higher trail commissions.

We provide information about this segment's operating revenue and operating expense line items, the period in which amounts are recognized, key drivers of changes and historical details underlying the line items and their associated drivers below.

See the Variable Account Value Information table within "Fee Income" below for drivers of changes in our variable account values and the Fixed Account Value Information table within "Net Investment Income and Interest Credited" below for drivers of changes in our fixed account values.

See "Consolidated Investments – Commercial Mortgage Prepayment and Bond Make-Whole Premiums" below for more information on prepayment and bond make-whole premiums.

See “Consolidated Investments – Alternative Investments” below for more information on alternative investments.

Additional Information

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they can significantly impact future income from operations. For the three and six months ended June 30, 2017, 38% of our variable annuity deposits were on products without GLB riders, respectively, compared to 29% and 27% for the corresponding periods in 2016. As a result of evolving market trends, our variable annuity deposits were significantly lower than historical periods resulting in negative net flows for the three and six months ended June 30, 2017 and 2016.

The other component of net flows relates to the retention of the business. An important measure of retention is the reduction in account values caused by full surrenders, deaths and other contract benefits. These outflows as a percentage of average account values were 9% for the three and six months ended June 30, 2017, respectively, compared to 8% for the corresponding periods in 2016.

Our fixed annuity business includes products with discretionary crediting rates that are reset on an annual basis and are not subject to surrender charges. Our ability to retain annual reset annuities will be subject to current competitive conditions at the time interest rates for these products reset. We expect to manage the effects of spreads on near-term income from operations through portfolio management and, to a lesser extent, crediting rate actions, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. For information on interest rate spreads and interest rate risk, see “Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk” herein and “Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” and “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” in our 2016 Form 10-K.

The DOL’s fiduciary advice regulation phased implementation first became effective on June 9, 2017, with full implementation by January 1, 2018. For information about regulatory risk including the impact of the DOL regulation, see “Department of Labor regulation defining fiduciary could cause changes to the manner in which we deliver products and services as well as changes in nature and amount of compensation and fees” in “Part II – Item 1A. Risk Factors” below.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” above and “Part I – Item 1A. Risk Factors” in our 2016 Form 10-K as updated by “Part II – Item 1A. Risk Factors” in our first quarter 2017 Form 10-Q and below.

Fee Income

Details underlying fee income, account values and net flows (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Fee Income						
Mortality, expense and other assessments	\$ 546	\$ 506	8%	\$ 1,072	\$ 994	8%
Surrender charges	8	8	0%	17	16	6%
DFEL:						
Deferrals	(9)	(10)	10%	(19)	(19)	0%
Amortization, net of interest	8	6	33%	16	12	33%
Total fee income	\$ 553	\$ 510	8%	\$ 1,086	\$ 1,003	8%

	As of or For the Three Months Ended			As of or For the Six Months Ended		
	June 30, 2017	2016	Change	June 30, 2017	2016	Change
Variable Account Value Information						
Variable annuity deposits (1)	\$ 1,167	\$ 1,217	-4%	\$ 2,249	\$ 2,291	-2%
Increases (decreases) in variable annuity account values:						
Net flows (1)	(1,290)	(818)	-58%	(2,627)	(1,658)	-58%
Change in market value (1)	2,968	1,389	114%	7,681	1,408	NM
Transfers to the variable portion of variable annuity products from the fixed portion of variable annuity products						
	373	594	-37%	729	1,312	-44%
Variable annuity account values (1)	108,698	100,968	8%	108,698	100,968	8%
Average daily variable annuity account values (1)	107,988	100,468	7%	106,760	98,454	8%
Average daily S&P 500 (2)	2,396	2,074	16%	2,360	2,013	17%

(1) Excludes the fixed portion of variable.

(2) We generally use the Standard & Poor's ("S&P") 500 index as a benchmark for the performance of our variable account values. The account values of our variable annuity contracts are invested by our policyholders in a variety of investment options including, but not limited to, domestic and international equity securities and fixed income, which do not necessarily align with S&P 500 index performance. See Note 7 for additional information.

We charge contract holders mortality and expense assessments on variable annuity accounts to cover insurance and administrative expenses. These assessments are a function of the rates priced into the product and the average daily variable account values. Average daily account values are driven by net flows and variable fund returns. Charges on GLB riders are assessed based on a contractual rate that is applied either to the account value or the guaranteed amount. In addition, for our fixed annuity contracts and for some variable contracts, we collect surrender charges when contract holders surrender their contracts during their surrender charge periods to protect us from premature withdrawals. Fee income includes charges on both our variable and fixed annuity products, but excludes the attributed fees on our GLB riders; see "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Operating Realized Gain (Loss)" in our 2016 Form 10-K for discussion of these attributed fees.

Net Investment Income and Interest Credited

Details underlying net investment income, interest credited (in millions) and our interest rate spread were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	\$ 210	\$ 215	-2%	\$ 422	\$ 429	-2%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	11	4	175%	16	7	129%
Surplus investments (2)	42	39	8%	81	73	11%
Total net investment income	\$ 263	\$ 258	2%	\$ 519	\$ 509	2%
Interest Credited						
Amount provided to contract holders	\$ 142	\$ 142	0%	\$ 284	\$ 281	1%
DSI deferrals	(3)	(4)	25%	(5)	(11)	55%
Interest credited before DSI amortization	139	138	1%	279	270	3%
DSI amortization	6	6	0%	13	13	0%
Total interest credited	\$ 145	\$ 144	1%	\$ 292	\$ 283	3%

(1) See “Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums” below for additional information.

(2) Represents net investment income on the required statutory surplus for this segment and includes the effect of investment income on alternative investments for such assets that are held in the portfolios supporting statutory surplus versus the portfolios supporting product liabilities.

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Basis Point Change	2017	2016	Basis Point Change
Interest Rate Spread (1)						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	3.99%	4.16%	(17)	4.03%	4.20%	(17)
Commercial mortgage loan prepayment and bond make-whole premiums	0.20%	0.08%	12	0.15%	0.08%	7

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Net investment income yield on reserves	4.19%	4.24%	(5)	4.18%	4.28%	(10)
Interest rate credited to contract holders	2.37%	2.41%	(4)	2.40%	2.38%	2)
Interest rate spread	1.82%	1.83%	(1	)	1.78%	1.90%	(12)

(1) The prior year interest rate spread has been restated to conform to the current year presentation, which has been modified to be consistent across our business segments.

	As of or For the Three Months Ended June 30,			As of or For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Fixed Account Value Information						
Fixed annuity deposits (1)	\$ 824	\$ 896	-8%	\$ 1,759	\$ 2,175	-19%
Increases (decreases) in fixed annuity account values:						
Net flows (1)	215	366	-41%	608	1,172	-48%
Transfers from the fixed portion of variable annuity products to the variable portion of variable annuity products	(373)	(594)	37%	(729)	(1,312)	44%
Reinvested interest credited (1)	192	168	14%	434	300	45%
Fixed annuity account values (1)	22,331	21,883	2%	22,331	21,883	2%
Average fixed account values (1)	22,333	21,915	2%	22,230	21,832	2%
Average invested assets on reserves (2)	18,352	18,002	2%	18,254	18,009	1%

(1) Includes the fixed portion of variable.

(2) The prior year average invested assets on reserves has been restated to conform to the current year presentation, which has been modified to be consistent across our business segments.

A portion of our investment income earned is credited to the contract holders of our deferred fixed annuity products, including the fixed portion of variable annuity contracts. We expect to earn a spread between what we earn on the underlying general account investments supporting the fixed annuity product line, including the fixed portion of variable annuity contracts, and what we credit to our fixed annuity contract holders' accounts, including the fixed portion of variable annuity contracts. Changes in commercial mortgage loan prepayments and bond make-whole premiums, investment income on alternative investments and surplus investment income can vary significantly from period to period due to a number of factors and, therefore, may contribute to investment income results that are not indicative of the underlying trends.

Benefits

Benefits for this segment include changes in income annuity reserves driven by premiums, changes in benefit reserves and our expected costs associated with purchases of derivatives used to hedge our benefit ratio unlocking on benefit reserves associated with our guaranteed death benefit and guaranteed living benefit riders. For a corresponding offset of changes in income annuity reserves, see footnote 1 of "Income (Loss) from Operations" above.

Commissions and Other Expenses

Details underlying commissions and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Commissions and Other Expenses						
Commissions:						
Deferrable	\$ 84	\$ 92	-9%	\$ 167	\$ 190	-12%
Non-deferrable	138	124	11%	279	244	14%
General and administrative expenses	106	102	4%	206	206	0%
Inter-segment reimbursement associated with reserve financing and LOC expenses (1)	1	-	NM	2	1	100%
Taxes, licenses and fees	8	6	33%	19	17	12%
Total expenses incurred, excluding broker-dealer	337	324	4%	673	658	2%
DAC deferrals	(98)	(105)	7%	(194)	(217)	11%
Total pre-broker-dealer expenses incurred, excluding amortization, net of interest	239	219	9%	479	441	9%
DAC and VOBA amortization, net of interest	99	86	15%	200	173	16%
Broker-dealer expenses incurred	109	102	7%	211	204	3%
Total commissions and other expenses	\$ 447	\$ 407	10%	\$ 890	\$ 818	9%
DAC Deferrals						
As a percentage of sales/deposits	4.9%	5.0%		4.8%	4.9%	

(1) Includes reimbursements to Annuities from the Life Insurance segment for reserve financing, net of expenses incurred by Annuities for its use of letters of credit (“LOCs”). The inter-segment amounts are not reported on our Consolidated Statements of Comprehensive Income (Loss).

Commissions and other costs that result directly from and are essential to the successful acquisition of new or renewal business are deferred to the extent recoverable and are amortized over the lives of the contracts in relation to EGPs. Certain types of commissions, such as trail commissions that are based on account values, are expensed as incurred rather than deferred and amortized. Broker-dealer expenses that vary with and are related to sales are expensed as incurred and not deferred and amortized. Fluctuations in these expenses correspond with fluctuations in

other revenues.

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RESULTS OF RETIREMENT PLAN SERVICES

Income (Loss) from Operations

Details underlying the results for Retirement Plan Services (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Operating Revenues						
Fee income	\$ 62	\$ 57	9%	\$ 121	\$ 112	8%
Net investment income	224	209	7%	441	417	6%
Other revenues (1)	4	4	0%	9	8	13%
Total operating revenues	290	270	7%	571	537	6%
Operating Expenses						
Interest credited	134	127	6%	265	251	6%
Benefits	-	-	NM	1	1	0%
Commissions and other expenses	106	102	4%	207	202	2%
Total operating expenses	240	229	5%	473	454	4%
Income (loss) from operations before taxes	50	41	22%	98	83	18%
Federal income tax expense (benefit)	13	10	30%	24	22	9%
Income (loss) from operations	\$ 37	\$ 31	19%	\$ 74	\$ 61	21%

(1) Consists primarily of mutual fund account program revenues from mid to large employers.

Comparison of the Three and Six Months Ended June 30, 2017 to 2016

Income from operations for this segment increased due primarily to the following:

- Higher fee income driven by higher average daily variable account values.
- Higher net investment income, net of interest credited, driven by higher prepayment and bond make-whole premiums and more favorable investment income on alternative investments within our surplus portfolio, partially offset by spread compression due to average new money rates trailing our current portfolio yields.

The increase in income from operations was partially offset by higher commissions and other expenses due to higher incentive compensation as a result of production performance.

We provide information about this segment's operating revenue and operating expense line items, the period in which amounts are recognized, key drivers of changes and historical details underlying the line items and their associated drivers below.

See the Variable Account Value Information table within "Fee Income" below for drivers of changes in our variable account values and the Fixed Account Value Information table within "Net Investment Income and Interest Credited" below for drivers of changes in our fixed account values.

See "Consolidated Investments – Commercial Mortgage Prepayment and Bond Make-Whole Premiums" below for more information on prepayment and bond make-whole premiums.

See "Consolidated Investments – Alternative Investments" below for more information on alternative investments.

Additional Information

Net flows in this business fluctuate based on the timing of larger plans being implemented on our platform and terminating over the course of the year.

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they can significantly impact future income from operations. The other component of net flows relates to the retention of the business. An important measure of retention is the reduction in account values caused primarily by plan sponsor terminations and participant withdrawals. These outflows as a percentage of average account values were 10% and 12% for the three and six months ended June 30, 2017 respectively, compared to 12% for the corresponding periods in 2016.

Our net flows are negatively affected by the continued net outflows from our oldest blocks of annuities business (as presented on our Account Value Roll Forward table below as “Multi-Fund® and Other”), which are among our higher margin product lines in this segment, due to the fact that they are mature blocks with low distribution and servicing costs. The proportion of these products to our total account values was 27% and 29% as of June 30, 2017 and 2016, respectively. Due to this expected overall shift in business mix toward products with lower returns, an increase in new deposit production continues to be necessary to maintain earnings at current levels.

Our fixed annuity business includes products with discretionary and index-based crediting rates that are reset on either a quarterly or semi-annual basis. Our ability to retain quarterly or semi-annual reset annuities will be subject to current competitive conditions at the time interest rates for these products reset. We expect to manage the effects of spreads on near-term income from operations through portfolio management and, to a lesser extent, crediting rate actions, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. For information on interest rate spreads and interest rate risk, see “Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk” herein and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” and “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” in our 2016 Form 10-K.

The DOL’s fiduciary advice regulation phased implementation first became effective on June 9, 2017, with full implementation by January 1, 2018. For information about regulatory risk including the impact of the DOL regulation, see “Department of Labor regulation defining fiduciary could cause changes to the manner in which we deliver products and services as well as changes in nature and amount of compensation and fees” in “Part II – Item 1A. Risk Factors” below.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” above and “Part I – Item 1A. Risk Factors” in our 2016 Form 10-K as updated by “Part II – Item 1A. Risk Factors” in our first quarter 2017 Form 10-Q and below.

Fee Income

Details underlying fee income, account values and net flows (in millions) were as follows:

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	For the Three Months Ended June 30, 2017			For the Six Months Ended June 30, 2017		
	2017	2016	Change	2017	2016	Change
Fee Income						
Annuity expense assessments	\$ 46	\$ 42	10%	\$ 90	\$ 84	7%
Mutual fund fees	16	14	14%	31	27	15%
Total expense assessments	62	56	11%	121	111	9%
Surrender charges	-	1	-100%	-	1	-100%
Total fee income	\$ 62	\$ 57	9%	\$ 121	\$ 112	8%

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Account Value Roll Forward (1)						
Small Market:						
Balance as of beginning-of-period	\$ 9,752	\$ 8,755	11%	\$ 9,735	\$ 8,653	13%
Gross deposits	570	489	17%	1,145	946	21%
Withdrawals	(446)	(511)	13%	(1,401)	(955)	-47%
Net flows	124	(22)	NM	(256)	(9)	NM
Transfers between fixed and variable accounts	(1)	3	NM	(4)	9	NM
Change in market value and reinvestment	270	154	75%	670	237	183%
Balance as of end-of-period	\$ 10,145	\$ 8,890	14%	\$ 10,145	\$ 8,890	14%
Mid – Large Market:						
Balance as of beginning-of-period	\$ 34,410	\$ 29,656	16%	\$ 32,387	\$ 29,279	11%
Gross deposits	1,291	1,031	25%	2,845	2,208	29%
Withdrawals	(766)	(840)	9%	(1,581)	(1,802)	12%
Net flows	525	191	175%	1,264	406	211%
Transfers between fixed and variable accounts	(62)	20	NM	(67)	32	NM
Change in market value and reinvestment	921	514	79%	2,210	664	233%
Balance as of end-of-period	\$ 35,794	\$ 30,381	18%	\$ 35,794	\$ 30,381	18%
Multi-Fund® and Other:						
Balance as of beginning-of-period	\$ 16,571	\$ 16,088	3%	\$ 16,312	\$ 16,168	1%
Gross deposits	117	140	-16%	239	298	-20%
Withdrawals	(371)	(305)	-22%	(736)	(613)	-20%
Net flows	(254)	(165)	-54%	(497)	(315)	-58%
Change in market value and reinvestment	312	236	32%	814	306	166%
Balance as of end-of-period	\$ 16,629	\$ 16,159	3%	\$ 16,629	\$ 16,159	3%
Total:						
Balance as of beginning-of-period	\$ 60,733	\$ 54,499	11%	\$ 58,434	\$ 54,100	8%
Gross deposits	1,978	1,660	19%	4,229	3,452	23%
Withdrawals	(1,583)	(1,656)	4%	(3,718)	(3,370)	-10%
Net flows	395	4	NM	511	82	NM
Transfers between fixed and variable accounts	(63)	23	NM	(71)	41	NM
Change in market value and reinvestment	1,503	904	66%	3,694	1,207	206%
Balance as of end-of-period	\$ 62,568	\$ 55,430	13%	\$ 62,568	\$ 55,430	13%

(1)

Includes mutual fund account values and other third-party trustee-held assets. These items are not included in the separate accounts reported on our Consolidated Balance Sheets as we do not have any ownership interest in them.

	As of or For the Three Months Ended			As of or For the Six Months Ended		
	June 30, 2017	2016	Change	June 30, 2017	2016	Change
Variable Account Value Information						
Variable annuity deposits (1)	\$ 460	\$ 364	26%	\$ 918	\$ 717	28%
Increases (decreases) in variable annuity account values:						
Net flows (1)	(93)	(183)	49%	(659)	(295)	NM
Change in market value (1)	439	276	59%	1,170	329	256%
Transfers from the variable portion of variable annuity products to the fixed portion of variable annuity products						
Variable annuity account values (1)	(41)	(79)	48%	(92)	(169)	46%
Variable annuity account values (1)	14,930	13,959	7%	14,930	13,959	7%
Average daily variable annuity account values (1)	14,797	13,923	6%	14,638	13,655	7%
Average daily S&P 500	2,396	2,074	16%	2,360	2,013	17%

(1) Excludes the fixed portion of variable.

We charge expense assessments to cover insurance and administrative expenses. Expense assessments are generally equal to a percentage of the daily variable account values. Average daily account values are driven by net flows and the equity markets. Our expense assessments include fees we earn for the services that we provide to our mutual fund programs. In addition, for both our fixed and variable annuity contracts, we collect surrender charges when contract holders surrender their contracts during the surrender charge periods to protect us from premature withdrawals.

Net Investment Income and Interest Credited

Details underlying net investment income, interest credited (in millions) and our interest rate spread were as follows:

For the Three Months Ended June 30,	For the Six Months Ended June 30,
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	2017	2016	Change	2017	2016	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	\$ 195	\$ 189	3%	\$ 389	\$ 381	2%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	8	2	300%	12	4	200%
Surplus investments (2)	21	18	17%	40	32	25%
Total net investment income	\$ 224	\$ 209	7%	\$ 441	\$ 417	6%
Interest Credited	\$ 134	\$ 127	6%	\$ 265	\$ 251	6%

(1) See “Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums” below for additional information.

(2) Represents net investment income on the required statutory surplus for this segment and includes the effect of investment income on alternative investments for such assets that are held in the portfolios supporting statutory surplus versus the portfolios supporting product liabilities.

	For the Three Months Ended June 30, 2017			For the Six Months Ended June 30, 2016				
		Basis Point Change			Basis Point Change			
Interest Rate Spread								
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.30%	4.52%	(22	)	4.33%	4.55%	(22)
Commercial mortgage loan prepayment and bond make-whole premiums	0.17%	0.06%	11		0.13%	0.05%	8	
Net investment income yield on reserves	4.47%	4.58%	(11	)	4.46%	4.60%	(14)
Interest rate credited to contract holders	2.91%	3.01%	(10	)	2.92%	3.00%	(8)
Interest rate spread	1.56%	1.57%	(1	)	1.54%	1.60%	(6)

	As of or For the Three Months Ended June 30, 2017			As of or For the Six Months Ended June 30, 2016				
		2016	Change		2016	Change		
Fixed Account Value Information								
Fixed annuity deposits (1)	\$ 557	\$ 448	24%	\$ 1,267	\$ 869	46%		
Increases (decreases) in fixed annuity account values:								
Net flows (1)	129	(35)	NM	301	(187)	261%
Transfers to the fixed portion of variable annuity products from the variable portion of variable annuity products	41	79	-48%	92	169	-46%		
Reinvested interest credited (1)	133	126	6%	269	250	8%		
Fixed annuity account values (1)	18,413	16,996	8%	18,413	16,996	8%		
Average fixed account values (1)	18,302	16,865	9%	18,143	16,717	9%		
Average invested assets on reserves	18,137	16,754	8%	17,995	16,714	8%		

(1) Includes the fixed portion of variable.

A portion of our investment income earned is credited to the contract holders of our fixed annuity products, including the fixed portion of variable annuity contracts. We expect to earn a spread between what we earn on the underlying general account investments supporting the fixed annuity product line, including the fixed portion of variable annuity contracts, and what we credit to our fixed annuity contract holders' accounts, including the fixed portion of variable annuity contracts. Commercial mortgage loan prepayments and bond make-whole premiums, investment income on alternative investments and surplus investment income can vary significantly from period to period due to a number of factors and, therefore, may contribute to investment income results that are not indicative of the underlying trends.

Benefits

Benefits for this segment include changes in benefit reserves and our expected costs associated with purchases of derivatives used to hedge our benefit ratio unlocking.

Commissions and Other Expenses

Details underlying commissions and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Commissions and Other Expenses						
Commissions:						
Deferrable	\$ 2	\$ 3	-33%	\$ 6	\$ 7	-14%
Non-deferrable	17	16	6%	32	32	0%
General and administrative expenses	85	80	6%	162	155	5%
Taxes, licenses and fees	4	4	0%	10	10	0%
Total expenses incurred	108	103	5%	210	204	3%
DAC deferrals	(8)	(6)	-33%	(15)	(13)	-15%
Total expenses recognized before amortization	100	97	3%	195	191	2%
DAC and VOBA amortization, net of interest:						
Amortization, net of interest, excluding unlocking	6	6	0%	12	12	0%
Unlocking	-	(1)	100%	-	(1)	100%
Total commissions and other expenses	\$ 106	\$ 102	4%	\$ 207	\$ 202	2%
DAC Deferrals						
As a percentage of annuity sales/deposits	0.8%	0.7%		0.7%	0.8%	

Commissions and other costs that result directly from and are essential to the successful acquisition of new or renewal business are deferred to the extent recoverable and are amortized over the lives of the contracts in relation to EGPs. Certain types of commissions, such as trail commissions that are based on account values, are expensed as incurred rather than deferred and amortized. Distribution expenses associated with the sale of mutual fund products are expensed as incurred.

RESULTS OF LIFE INSURANCE

Income (Loss) from Operations

Details underlying the results for Life Insurance (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Operating Revenues						
Insurance premiums (1)	\$ 199	\$ 177	12%	\$ 384	\$ 350	10%
Fee income	778	721	8%	1,538	1,408	9%
Net investment income	672	633	6%	1,329	1,244	7%
Operating realized gain (loss) (2)	(3)	-	NM	(7)	(1)	NM
Other revenues	9	7	29%	16	15	7%
Total operating revenues	1,655	1,538	8%	3,260	3,016	8%
Operating Expenses						
Interest credited	349	349	0%	698	697	0%
Benefits	807	708	14%	1,604	1,448	11%
Commissions and other expenses	305	306	0%	577	593	-3%
Total operating expenses	1,461	1,363	7%	2,879	2,738	5%
Income (loss) from operations before taxes	194	175	11%	381	278	37%
Federal income tax expense (benefit)	61	55	11%	118	83	42%
Income (loss) from operations	\$ 133	\$ 120	11%	\$ 263	\$ 195	35%

(1) Includes term insurance premiums, which have a corresponding partial offset in benefits for changes in reserves.

(2) See "Realized Gain (Loss) and Benefit Ratio Unlocking" below.

Comparison of the Three and Six Months Ended June 30, 2017 to 2016

Income from operations for this segment increased due primarily to the following:

- Higher fee income due primarily to growth in business in force.

Higher net investment income, net of interest credited, driven by favorable investment income on alternative investments and higher prepayment and bond make-whole premiums.

The increase in income from operations was partially offset by higher benefits due to growth in business in force

We provide information about this segment's operating revenue and operating expense line items, the period in which amounts are recognized, key drivers of changes and historical details underlying the line items and their associated drivers below.

See "Consolidated Investments – Alternative Investments" below for more information on alternative investments.

See "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums" below for more information on prepayment and bond make-whole premiums.

Strategies to Address Statutory Reserve Strain

Our insurance subsidiaries have statutory surplus and risk-based capital ("RBC") levels above current regulatory required levels. Term products and UL products containing secondary guarantees require reserves calculated pursuant to the Valuation of Life Insurance Policies Model Regulation ("XXX") and Actuarial Guideline 38 ("AG38"). For information on strategies we use to reduce the statutory reserve strain caused by XXX and AG38, see "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Insurance Subsidiaries' Statutory Capital and Surplus" below.

Additional Information

Mortality was in line with our expectations during the second quarter of 2017, as better than expected frequency (i.e., claim count) was offset by slightly higher severity (i.e., claim size).

For information on interest rate spreads and interest rate risk, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk" herein and "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates" and "Part I – Item 1A. Risk Factors – Market Conditions – Changes in

interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” in our 2016 Form 10-K.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” above and “Part I – Item 1A. Risk Factors” in our 2016 Form 10-K as updated by “Part II – Item 1A. Risk Factors” in our first quarter 2017 Form 10-Q and below.

Insurance Premiums

Insurance premiums relate to traditional products and are a function of the rates priced into the product and the level of business in force. Business in force, in turn, is driven by sales, persistency and mortality experience.

Fee Income

Details underlying fee income, sales, net flows, account values and in-force face amount (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Fee Income						
Cost of insurance assessments	\$ 493	\$ 445	11%	\$ 983	\$ 881	12%
Expense assessments	371	315	18%	712	609	17%
Surrender charges	14	14	0%	28	22	27%
DFEL:						
Deferrals	(187)	(139)	-35%	(345)	(267)	-29%
Amortization, net of interest	87	86	1%	160	163	-2%
Total fee income	\$ 778	\$ 721	8%	\$ 1,538	\$ 1,408	9%

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
Sales by Product						
UL	\$ 14	\$ 24	-42%	\$ 31	\$ 43	-28%
MoneyGuard®	80	51	57%	139	94	48%
IUL	16	18	-11%	34	36	-6%
VUL	50	41	22%	86	70	23%
Term	28	30	-7%	55	54	2%
Total individual life sales	188	164	15%	345	297	16%
Executive Benefits	9	9	0%	33	16	106%
Total sales	\$					