LINCOLN NATIONAL CORP
Form 10-Q
August 03, 2011

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

FORM 10-Q

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

For the quarterly period ended June 30, 2011
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	35-1140070
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
150 N. Radnor Chester Road, Suite A305, Radnor, Pennsylvania	19087
(Address of principal executive offices)	(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 x 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 x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

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

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

As of July 28, 2011, there were 308,340,501 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, 2011 (Unaudited)	As of December 31, 2010
ASSETS		
Investments:		
Available-for-sale securities, at fair value:		
Fixed maturity securities (amortized cost: 2011 - $67,373; 2010 - $65,175)	$ 70,920	$ 68,030
Variable interest entities' fixed maturity securities (amortized cost: 2011 - $572; 2010 - $570)	593	584
Equity securities (cost: 2011 - $121; 2010 - $179)	144	197
Trading securities	2,625	2,596
Mortgage loans on real estate	6,871	6,752
Real estate	150	202
Policy loans	2,877	2,865
Derivative investments	1,097	1,076
Other investments	1,001	1,038
Total investments	86,278	83,340
Cash and invested cash	2,912	2,741
Deferred acquisition costs and value of business acquired	9,271	8,930
Premiums and fees receivable	370	335
Accrued investment income	994	933
Reinsurance recoverables	6,556	6,527
Goodwill	3,019	3,019
Other assets	3,308	3,369
Separate account assets	88,846	84,630
Total assets	$ 201,554	$ 193,824
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Future contract benefits	$ 17,855	$ 17,460
Other contract holder funds	67,864	66,478
Short-term debt	251	351
Long-term debt	5,729	5,399
Reinsurance related embedded derivatives	119	102
Funds withheld reinsurance liabilities	1,107	1,149
Deferred gain on business sold through reinsurance	431	468
Payables for collateral on investments	1,805	1,659
Variable interest entities' liabilities	130	132
Other liabilities	3,831	3,190
Separate account liabilities	88,846	84,630
Total liabilities	187,968	181,018
Contingencies and Commitments (See Note 9)		

Stockholders' Equity		
Preferred stock - 10,000,000 shares authorized; Series A - 10,854 and 10,914 shares issued and outstanding as of June 30, 2011, and December 31, 2010, respectively	-	-
Common stock - 800,000,000 shares authorized; 308,339,163 and 315,718,554 shares issued and outstanding as of June 30, 2011, and December 31, 2010, respectively	7,938	8,124
Retained earnings	4,536	3,934
Accumulated other comprehensive income (loss)	1,112	748
Total stockholders' equity	13,586	12,806
Total liabilities and stockholders' equity	$ 201,554	$ 193,824

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(Unaudited, in millions, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues				
Insurance premiums	$ 594	$ 551	$ 1,162	$ 1,083
Insurance fees	900	793	1,718	1,581
Net investment income	1,181	1,120	2,372	2,226
Realized gain (loss):				
Total other-than-temporary impairment losses on securities	(45)	(11)	(90)	(88)
Portion of loss recognized in other comprehensive income	15	-	21	24
Net other-than-temporary impairment losses on securities recognized in earnings	(30)	(11)	(69)	(64)
Realized gain (loss), excluding other-than-temporary impairment losses on securities	17	16	54	43
Total realized gain (loss)	(13)	5	(15)	(21)
Amortization of deferred gain on business sold through reinsurance	19	19	38	38
Other revenues and fees	123	117	243	225
Total revenues	2,804	2,605	5,518	5,132
Benefits and Expenses				
Interest credited	625	614	1,239	1,232
Benefits	1,028	838	1,862	1,617
Underwriting, acquisition, insurance and other expenses	638	754	1,362	1,467
Interest and debt expense	72	69	144	137
Total benefits and expenses	2,363	2,275	4,607	4,453
Income (loss) from continuing operations before taxes	441	330	911	679
Federal income tax expense (benefit)	116	78	246	171
Income (loss) from continuing operations	325	252	665	508
Income (loss) from discontinued operations, net of federal income taxes	-	3	-	31
Net income (loss)	325	255	665	539
Preferred stock dividends and accretion of discount	-	(149)	-	(168)
Net income (loss) available to common stockholders	$ 325	$ 106	$ 665	$ 371
Earnings (Loss) Per Common Share - Basic				
Income (loss) from continuing operations	$ 1.04	$ 0.34	$ 2.12	$ 1.12
Income (loss) from discontinued operations	-	0.01	-	0.10
Net income (loss)	$ 1.04	$ 0.35	$ 2.12	$ 1.22
Earnings (Loss) Per Common Share - Diluted				
Income (loss) from continuing operations	$ 1.01	$ 0.32	$ 2.07	$ 1.08
Income (loss) from discontinued operations	-	0.01	-	0.10

Net income (loss)	$ 1.01	$ 0.33	$ 2.07	$ 1.18

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(Unaudited, in millions, except per share data)

	For the Six Months Ended June 30, 2011	2010
Preferred Stock		
Balance as of beginning-of-year	$ -	$ 806
Issuance (redemption) of Series B preferred stock	-	(950)
Accretion of discount on Series B preferred stock	-	144
Balance as of end-of-period	-	-
Common Stock		
Balance as of beginning-of-year	8,124	7,840
Issuance of common stock	-	368
Stock compensation/issued for benefit plans	9	9
Effect of amendment to deferred compensation plans	-	(29)
Retirement of common stock/cancellation of shares	(195)	-
Balance as of end-of-period	7,938	8,188
Retained Earnings		
Balance as of beginning-of-year	3,934	3,316
Cumulative effect from adoption of new accounting standards	-	(169)
Comprehensive income (loss)	1,029	1,558
Less other comprehensive income (loss), net of tax	364	1,019
Net income (loss)	665	539
Retirement of common stock	(31)	-
Dividends declared: Common (2011 - $0.100; 2010 - $0.020)	(32)	(6)
Dividends on preferred stock	-	(24)
Accretion of discount on Series B preferred stock	-	(144)
Balance as of end-of-period	4,536	3,512
Accumulated Other Comprehensive Income (Loss)		
Balance as of beginning-of-year	748	(262)
Cumulative effect from adoption of new accounting standards	-	181
Other comprehensive income (loss), net of tax	364	1,019
Balance as of end-of-period	1,112	938
Total stockholders' equity as of end-of-period	$ 13,586	$ 12,638

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, 2011	For the Six Months Ended June 30, 2010
Cash Flows from Operating Activities		
Net income (loss)	$ 665	$ 539
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Deferred acquisition costs, value of business acquired, deferred sales inducements and deferred front-end loads deferrals and interest, net of amortization	(296)	(86)
Trading securities purchases, sales and maturities, net	26	31
Change in premiums and fees receivable	(35)	4
Change in accrued investment income	(61)	(56)
Change in future contract benefits and other contract holder funds	371	604
Change in reinsurance related assets and liabilities	(72)	(253)
Change in federal income tax accruals	322	202
Realized (gain) loss	15	21
Amortization of deferred gain on business sold through reinsurance	(38)	(38)
(Gain) loss on disposal of discontinued operations	-	(64)
Other	(19)	(31)
Net cash provided by (used in) operating activities	878	873
Cash Flows from Investing Activities		
Purchases of available-for-sale securities	(5,901)	(7,474)
Sales of available-for-sale securities	1,042	2,057
Maturities of available-for-sale securities	2,857	1,925
Purchases of other investments	(1,701)	(1,245)
Sales or maturities of other investments	1,527	1,443
Increase (decrease) in payables for collateral on investments	146	469
Proceeds from sale of subsidiaries/businesses, net of cash disposed	-	321
Other	(42)	(29)
Net cash provided by (used in) investing activities	(2,072)	(2,533)
Cash Flows from Financing Activities		
Payment of long-term debt, including current maturities	-	(250)
Issuance of long-term debt, net of issuance costs	298	749
Increase (decrease) in commercial paper, net	(100)	(1)
Deposits of fixed account values, including the fixed portion of variable	5,335	5,132
Withdrawals of fixed account values, including the fixed portion of variable	(2,515)	(2,483)
Transfers to and from separate accounts, net	(1,391)	(1,353)
Common stock issued for benefit plans and excess tax benefits	(5)	-
Issuance (redemption) of Series B preferred stock	-	(950)
Issuance of common stock	-	368
Repurchase of common stock	(226)	-
Dividends paid to common and preferred stockholders	(31)	(36)

Net cash provided by (used in) financing activities		1,365		1,176
Net increase (decrease) in cash and invested cash, including discontinued operations		171		(484)
Cash and invested cash, including discontinued operations, as of beginning-of-year		2,741		4,184
Cash and invested cash, including discontinued operations, as of end-of-period	$	2,912	$	3,700

See accompanying Notes to Consolidated Financial Statements

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 14 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. These products include institutional and/or retail fixed and indexed annuities, variable annuities, universal life insurance ("UL"), variable universal life insurance ("VUL"), linked-benefit UL, term life insurance, mutual funds 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, 2010 ("2010 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 position, results of operations and cash flows, are summarized in our 2010 Form 10-K.

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, 2011, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2011. All material intercompany accounts and transactions have been eliminated in consolidation.

Certain amounts reported in prior years' consolidated financial statements have been reclassified to conform to the presentation adopted in the current year. These reclassifications had no effect on net income or stockholders' equity of the prior years.

2. New Accounting Standards

Adoption of New Accounting Standards

Fair Value Measurements and Disclosures Topic

In January 2010, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2010-06, "Improving Disclosures about Fair Value Measurements" ("ASU 2010-06"), which requires additional disclosure related to the three-level fair value hierarchy. For a more detailed description of ASU 2010-06, see "Adoption of New Accounting Standards – Fair Value Measurements and Disclosures Topic" in Note 2 of our 2010 Form 10-K. We adopted the remaining disclosure requirements in ASU 2010-06 effective January 1, 2011, and have prospectively included the disclosures related to purchases, sales, issuances and settlements for Level 3 fair value measurements in Note 13 for the period ended June 30, 2011.

Financial Services – Insurance Industry Topic

In April 2010, the FASB issued ASU No. 2010-15, "How Investments Held through Separate Accounts Affect an Insurer's Consolidation Analysis of Those Investments" ("ASU 2010-15"), to clarify a consolidation issue for insurance entities that hold a controlling interest in an investment fund either partially or completely through separate accounts. For a more detailed description of ASU 2010-15, see "Future Adoption of New Accounting Standards – Financial Services – Insurance Industry Topic" in Note 2 of our 2010 Form 10-K. We adopted the accounting guidance in ASU 2010-15 effective January 1, 2011. The adoption did not have a material effect on our consolidated financial condition and results of operations.

Intangibles – Goodwill and Other Topic

In December 2010, the FASB issued ASU No. 2010-28, "When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts" ("ASU 2010-28"). For a more detailed description of ASU 2010-28, see "Future Adoption of New Accounting Standards – Intangibles – Goodwill and Other Topic" in Note 2 of our 2010 Form 10-K. We adopted ASU 2010-28 effective January 1, 2011, and evaluated the reporting units within scope under this new accounting guidance. The adoption did not have a material effect on our consolidated financial condition and results of operations.

Receivables Topic

In July 2010, the FASB issued ASU No. 2010-20, “Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses” (“ASU 2010-20”), in order to enhance and expand the financial statement disclosures. For a more detailed description of ASU 2010-20, see “Adoption of New Accounting Standards – Receivables Topic” in Note 2 of our 2010 Form 10-K. We adopted the remaining disclosure requirements in ASU 2010-20 effective January 1, 2011, and have prospectively included the required financial statement disclosures related to the activity in our allowance for mortgage loan on real estate losses in Note 5 for the period ended June 30, 2011.

Future Adoption of New Accounting Standards

Comprehensive Income Topic

In June 2011, the FASB issued ASU No. 2011-05, “Presentation of Comprehensive Income” (“ASU 2011-05”), with an objective of increasing the prominence of items reported in other comprehensive income (“OCI”). The amendments in ASU 2011-05 provide entities with the option to present the total of comprehensive income, the components of net income and the components of OCI in either a single continuous statement of comprehensive income or in two separate but consecutive statements. In addition, entities must present on the face of the financial statement, items reclassified from OCI to net income in the section of the financial statement where the components of net income and OCI are presented, regardless of the option selected to present comprehensive income. ASU 2011-05 is applicable retrospectively and is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2011. Early adoption is permitted. We will adopt the provisions of ASU 2011-05 effective January 1, 2012, and are currently evaluating our options for the presentation of comprehensive income upon adoption.

Fair Value Measurements and Disclosures Topic

In May 2011, the FASB issued ASU No. 2011-04, “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards” (“ASU 2011-04”), which was issued to create a consistent framework for the application of fair value measurement across jurisdictions. The amendments include wording changes to GAAP in order to clarify the FASB’s intent about the application of existing fair value measurements and disclosure requirements, as well as to change a particular principle or existing requirement for measuring fair value or disclosing information about fair value measurements. There are no additional fair value measurements required upon the adoption of ASU 2011-04. The amendments are effective, prospectively, for interim and annual reporting periods beginning after December 15, 2011. Early adoption is prohibited. We will adopt the provisions of ASU 2011-04 effective January 1, 2012, and are currently evaluating the effect of adoption on our consolidated financial condition and results of operations.

Financial Services – Insurance Industry Topic

In October 2010, the FASB issued ASU No. 2010-26, “Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts” (“ASU 2010-26”), which clarifies the types of costs incurred by an insurance entity that can be capitalized in the acquisition of insurance contracts. For a more detailed description of ASU 2010-26, see “Future Adoption of New Accounting Standards – Financial Services – Insurance Industry Topic” in Note 2 of our 2010 Form 10-K. We will adopt the provisions of ASU 2010-26 effective January 1, 2012, and are currently evaluating the effect of the adoption on our consolidated financial condition and results of operations.

Transfers and Servicing Topic

In April 2011, the FASB issued ASU No. 2011-03, "Reconsideration of Effective Control for Repurchase Agreements" ("ASU 2011-03"), which revises the criteria for assessing effective control for repurchase agreements and other agreements that both entitle and obligate a transferor to repurchase or redeem financial assets before their maturity. The determination of whether the transfer of a financial asset subject to a repurchase agreement is a sale is based, in part, on whether the entity maintains effective control over the financial asset. ASU 2011-03 removes from the assessment of effective control: the criterion requiring the transferor to have the ability to repurchase or redeem the financial asset on substantially the agreed terms, even in the event of default by the transferee, and the related requirement to demonstrate that the transferor possesses adequate collateral to fund substantially all the cost of purchasing replacement financial assets. The amendments in ASU 2011-03 will be effective for interim and annual reporting periods beginning on or after December 15, 2011, early adoption is prohibited, and the amendments will be applied prospectively to transactions or modifications of existing transactions that occur on or after the effective date. We will adopt the provisions of ASU 2011-03 effective January 1, 2012, and do not expect the adoption will have a material effect on our consolidated financial condition and results of operations.

3. Dispositions

Discontinued Investment Management Operations

On January 4, 2010, we closed on the stock sale of Delaware Management Holdings, Inc. ("Delaware"), our subsidiary, which provided investment products and services to individuals and institutions, to Macquarie Bank Limited with net of tax proceeds of approximately $405 million.

We have reclassified the results of operations of Delaware into income (loss) from discontinued operations, net of federal income taxes, for all periods presented on our Consolidated Statements of Income (Loss), and selected amounts (in millions) were as follows:

	For the Three Months Ended June 30, 2010	For the Six Months Ended June 30, 2010
Discontinued Operations Before Disposal		
Revenues - gain (loss) on sale of business	$ 4	$ 4
Income (loss) from discontinued operations before disposal, before federal income taxes	$ 4	$ (13)
Federal income tax expense (benefit)	1	(2)
Income (loss) from discontinued operations before disposal	3	(11)
Disposal		
Gain (loss) on disposal, before federal income taxes	-	37
Federal income tax expense (benefit)	-	13
Gain (loss) on disposal	-	24
Income (loss) from discontinued operations	$ 3	$ 13

The income (loss) from discontinued operations for the three and six months ended June 30, 2010, included final cash received toward the purchase price for certain institutional taxable fixed income business sold during the fourth quarter 2007. The income (loss) from discontinued operations for the six months ended June 30, 2010, also reflected stock compensation expense attributable to the acceleration of vesting of equity awards for certain Delaware employees upon the sale of Delaware.

Discontinued Lincoln UK Operations

On October 1, 2009, we closed on the stock sale of Lincoln National (UK) plc ("Lincoln UK"), our subsidiary, which focused primarily on providing life and retirement income products in the United Kingdom to SLF of Canada UK Limited, and we retained Lincoln UK's pension plan assets and liabilities.

We have reclassified the results of operations of Lincoln UK into income (loss) from discontinued operations, net of federal income taxes, for all periods presented on our Consolidated Statements of Income (Loss), and selected amounts (in millions) were as follows:

	For the Three Months Ended June 30, 2010	For the Six Months Ended June 30, 2010
Disposal		
Gain (loss) on disposal, before federal income taxes	$ -	$ 27
Federal income tax expense (benefit)	-	9
Gain (loss) on disposal	-	18
Income (loss) from discontinued operations	$ -	$ 18

The income (loss) from discontinued operations for the six months ended June 30, 2010, related to additional consideration received attributable to a post-closing adjustment of the purchase price based upon a final actuarial appraisal of the value of the business as set forth in the share purchase agreement.

4. Variable Interest Entities (“VIEs”)

Consolidated VIEs

We have invested in the Class 1 Notes of two credit-linked note (“CLN”) structures, which represent special purpose trusts combining asset-backed securities with credit default swaps to produce multi-class structured securities. The CLN structures also include subordinated Class 2 Notes, which are held by third parties, and, together with the Class 1 Notes, represent 100% of the outstanding notes of the CLN structures. The entities that issued the CLNs are financed by the note holders, and, as such, the note holders participate in the expected losses and residual returns of the entities. Because the note holders do not have voting rights or similar rights, we determined the entities issuing the CLNs are VIEs, and as a note holder, our interest represented a variable interest. We have the power to direct the most significant activity affecting the performance of both CLN structures, as we have the ability to actively manage the reference portfolio underlying the credit default swaps. As a result, we have concluded we are the primary beneficiary of the VIEs associated with the CLNs and have consolidated the assets and liabilities of both CLN structures in our Consolidated Balance Sheets.

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

	As of June 30, 2011			As of December 31, 2010		
	Number of Instruments	Notional Amounts	Carrying Value	Number of Instruments	Notional Amounts	Carrying Value
Assets						
Fixed maturity corporate asset-backed credit card loan securities (1)	N/A	$ -	$ 593	N/A	$ -	$ 584
Liabilities						
Derivative instruments not designated and not qualifying as hedging instruments:						
Credit default swaps (2)	2	$ 600	$ 202	2	$ 600	$ 215
Contingent forwards (2)	2	-	(3)	2	-	(6)
Total derivative instruments not designated and not qualifying as hedging instruments	4	600	199	4	600	209
Federal income tax (2)	N/A	-	(69)	N/A	-	(77)
Total liabilities	4	$ 600	$ 130	4	$ 600	$ 132

(1) Reported in VIEs' fixed maturity securities on our Consolidated Balance Sheets.
(2) Reported in VIEs' liabilities on our Consolidated Balance Sheets.

For details related to the fixed maturity available-for-sale ("AFS") securities for these VIEs, see Note 5.

The credit default swaps create variability in the CLN structures and expose the note holders to the credit risk of the referenced portfolio. The contingent forwards transfer a portion of the loss in the underlying fixed maturity corporate asset-backed credit card loan securities back to the counterparty after credit losses reach our attachment point.

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments				
Credit default swaps (1)	$ 6	$ (70)	$ 13	$ (69)
Contingent forwards (1)	(1)	2	(3)	(3)
Total derivative instruments not designated and not qualifying as hedging instruments	$ 5	$ (68)	$ 10	$ (72)

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

The following summarizes information regarding the CLN structures (dollars in millions) as of June 30, 2011:

	Amount and Date of Issuance	
	$400 December 2006	$200 April 2007
Original attachment point (subordination)	5.50 %	2.05 %
Current attachment point (subordination)	4.17 %	1.48 %
Maturity	12/20/2016	3/20/2017
Current rating of tranche	B	Ba2
Current rating of underlying collateral pool	Aa1-B3	Aaa-Caa1
Number of defaults in underlying collateral pool	2	2
Number of entities	123	99
Number of countries	19	22

There has been no event of default on the CLNs themselves. Based upon our analysis, the remaining subordination as represented by the attachment point should be sufficient to absorb future credit losses, subject to changing market conditions. Similar to other debt market instruments, our maximum principal loss is limited to our original investment as of June 30, 2011.

As described more fully in Note 1 of our 2010 Form 10-K, we regularly review our investment holdings for other-than-temporary impairments (“OTTIs”). Based upon this review, we believe that the fixed maturity corporate asset-backed credit card loan securities were not other-than-temporarily impaired as of June 30, 2011.

The following summarizes the exposure of the CLN structures’ underlying collateral by industry and rating as of June 30, 2011:

Industry	AAA	AA	A	BBB	BB	B	CCC	Total
Telecommunications	- %	- %	6.4 %	4.3 %	0.5 %	- %	- %	11.2 %
Financial intermediaries	0.3 %	4.0 %	6.2 %	0.5 %	- %	- %	- %	11.0 %
Oil and gas	- %	1.0 %	1.2 %	4.1 %	- %	- %	- %	6.3 %
Utilities	- %	- %	3.1 %	1.4 %	- %	- %	- %	4.5 %
Chemicals and plastics	- %	- %	2.3 %	1.2 %	0.3 %	- %	- %	3.8 %
Drugs	0.3 %	2.2 %	1.2 %	- %	- %	- %	- %	3.7 %
Retailers (except food and drug)	- %	- %	1.2 %	1.8 %	0.5 %	- %	- %	3.5 %
Industrial equipment	- %	- %	3.0 %	0.3 %	- %	- %	- %	3.3 %
Sovereign	- %	0.7 %	1.6 %	1.0 %	- %	- %	- %	3.3 %
Food products	- %	0.3 %	1.8 %	1.1 %	- %	- %	- %	3.2 %
Conglomerates	- %	2.6 %	0.5 %	- %	- %	- %	- %	3.1 %
Forest products	- %	- %	- %	1.6 %	1.4 %	- %	- %	3.0 %
Other industry < 3% (27 industries)	- %	2.0 %	15.4 %	17.3 %	3.7 %	1.4 %	0.3 %	40.1 %
Total	0.6 %	12.8 %	43.9 %	34.6 %	6.4 %	1.4 %	0.3 %	100.0 %

Unconsolidated VIEs

Effective December 31, 2010, we issued a $500 million long-term senior note in exchange for a corporate bond AFS security of like principal and duration from a non-affiliated VIE whose primary activities are to acquire, hold and issue notes and loans, as well as pay and collect interest on the notes and loans. We have concluded that we are not the primary beneficiary of this VIE because we do not have power over the activities that most significantly affect its economic performance. In addition, the terms of the senior note provide us with a set-off right to the corporate bond AFS security we purchased from the VIE; therefore, neither appears on our Consolidated Balance Sheets. We assigned the corporate bond AFS security to one of our subsidiaries and issued a guarantee to our subsidiary for the timely payment of the corporate bond's principal.

Through our investment activities, we make passive investments in structured securities issued by VIEs for which we are not the manager. These structured securities include our mortgage-backed securities ("MBS"), which include collateralized mortgage obligations ("CMOs"), mortgage pass through securities ("MPTS") and commercial mortgage-backed securities ("CMBS") and our asset-backed securities ("ABS") collateralized debt obligations ("CDOs"). We have not provided financial or other support with respect to these VIEs other than our original investment. We have determined that we are not the primary beneficiary of these VIEs due to the relative size of our investment in comparison to the principal amount of the structured securities issued by the VIEs and the level of credit subordination which reduces our obligation to absorb losses or right to receive benefits. Our maximum exposure to loss on these structured securities is limited to the amortized cost for these investments. We recognize our variable interest in these VIEs at fair value on our consolidated financial statements. For information about these structured securities, see Note 5.

5. Investments

AFS Securities

Pursuant to the Fair Value Measurements and Disclosures Topic of the FASB Accounting Standards CodificationTM ("ASC"), we have categorized AFS securities into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3), as described in Note 1 in our 2010 Form 10-K, 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, 2011				
	Amortized	Gross Unrealized			Fair
	Cost	Gains	Losses	OTTI	Value
Fixed Maturity Securities					
Corporate bonds	$ 51,639	$ 3,802	$ 541	$ 70	$ 54,830
U.S. Government bonds	224	18	2	-	240
Foreign government bonds	551	43	-	-	594
MBS:					
CMOs	5,248	334	66	137	5,379
MPTS	3,028	124	3	-	3,149
CMBS	1,819	89	100	2	1,806
ABS CDOs	137	5	16	-	126
State and municipal bonds	3,370	137	28	-	3,479
Hybrid and redeemable preferred securities	1,357	67	107	-	1,317
VIEs' fixed maturity securities	572	21	-	-	593
Total fixed maturity securities	67,945	4,640	863	209	71,513
Equity Securities					
Banking securities	2	-	-	-	2
Insurance securities	29	4	-	-	33
Other financial services securities	17	14	-	-	31
Other securities	73	7	2	-	78
Total equity securities	121	25	2	-	144
Total AFS securities	$ 68,066	$ 4,665	$ 865	$ 209	$ 71,657

	As of December 31, 2010				
	Amortized	Gross Unrealized			Fair
	Cost	Gains	Losses	OTTI	Value
Fixed Maturity Securities					
Corporate bonds	$ 48,863	$ 3,571	$ 607	$ 87	$ 51,740
U.S. Government bonds	150	17	2	-	165
Foreign government bonds	473	38	3	-	508
MBS:					
CMOs	5,693	324	114	146	5,757
MPTS	2,980	106	5	-	3,081
CMBS	2,144	95	180	6	2,053
ABS CDOs	174	22	13	9	174
State and municipal bonds	3,222	27	94	-	3,155
Hybrid and redeemable preferred securities	1,476	56	135	-	1,397
VIEs' fixed maturity securities	570	14	-	-	584
Total fixed maturity securities	65,745	4,270	1,153	248	68,614
Equity Securities					
Banking securities	61	-	3	-	58
Insurance securities	33	4	-	-	37
Other financial services securities	18	14	-	-	32
Other securities	67	7	4	-	70
Total equity securities	179	25	7	-	197
Total AFS securities	$ 65,924	$ 4,295	$ 1,160	$ 248	$ 68,811

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

	As of June 30, 2011	
	Amortized Cost	Fair Value
Due in one year or less	$ 2,242	$ 2,293
Due after one year through five years	12,273	13,239
Due after five years through ten years	21,214	22,713
Due after ten years	21,984	22,808
Subtotal	57,713	61,053
MBS	10,095	10,334
ABS CDOs	137	126
Total fixed maturity AFS securities	$ 67,945	$ 71,513

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, 2011					
	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	$ 6,430	$ 241	$ 1,625	$ 370	$ 8,055	$ 611
U.S. Government bonds	51	2	2	-	53	2
MBS:						
CMOs	536	104	603	99	1,139	203
MPTS	165	3	1	-	166	3
CMBS	90	4	180	98	270	102
ABS CDOs	47	1	96	15	143	16
State and municipal bonds	755	18	66	10	821	28
Hybrid and redeemable preferred securities	133	2	489	105	622	107
Total fixed maturity securities	8,207	375	3,062	697	11,269	1,072
Equity Securities						
Other securities	10	2	-	-	10	2
Total equity securities	10	2	-	-	10	2
Total AFS securities	$ 8,217	$ 377	$ 3,062	$ 697	$ 11,279	$ 1,074
Total number of AFS securities in an unrealized loss position						1,100

	As of December 31, 2010					
	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	$ 5,271	$ 297	$ 2,007	$ 397	$ 7,278	$ 694
U.S. Government bonds	28	2	2	-	30	2
Foreign government bonds	19	-	9	3	28	3
MBS:						
CMOs	465	121	748	139	1,213	260
MPTS	190	5	2	-	192	5
CMBS	75	8	304	178	379	186
ABS CDOs	-	-	147	22	147	22
State and municipal bonds	1,889	84	27	10	1,916	94
Hybrid and redeemable preferred securities	203	10	568	125	771	135
Total fixed maturity securities	8,140	527	3,814	874	11,954	1,401
Equity Securities						
Banking securities	57	3	-	-	57	3
Other securities	3	4	-	-	3	4
Total equity securities	60	7	-	-	60	7
Total AFS securities	$ 8,200	$ 534	$ 3,814	$ 874	$ 12,014	$ 1,408
Total number of AFS securities in an unrealized loss position						1,237

For information regarding our investments in VIEs, see Note 4.

We perform detailed analysis on the AFS securities backed by pools of residential and commercial mortgages that are most at risk of impairment based on factors discussed in Note 1 in our 2010 Form 10-K. Selected information for these securities in a gross unrealized loss position (in millions) was as follows:

	As of June 30, 2011		
	Amortized Cost	Fair Value	Unrealized Loss
Total			
AFS securities backed by pools of residential mortgages	$ 2,363	$ 1,904	$ 459
AFS securities backed by pools of commercial mortgages	411	297	114
Total	$ 2,774	$ 2,201	$ 573
Subject to Detailed Analysis			
AFS securities backed by pools of residential mortgages	$ 2,127	$ 1,672	$ 455
AFS securities backed by pools of commercial mortgages	116	55	61
Total	$ 2,243	$ 1,727	$ 516

	As of December 31, 2010		
	Amortized Cost	Fair Value	Unrealized Loss
Total			
AFS securities backed by pools of residential mortgages	$ 2,539	$ 2,006	$ 533
AFS securities backed by pools of commercial mortgages	611	410	201
Total	$ 3,150	$ 2,416	$ 734
Subject to Detailed Analysis			
AFS securities backed by pools of residential mortgages	$ 2,303	$ 1,776	$ 527
AFS securities backed by pools of commercial mortgages	185	76	109
Total	$ 2,488	$ 1,852	$ 636

For the six months ended June 30, 2011 and 2010, we recorded OTTI for AFS securities backed by pools of residential and commercial mortgages of $44 million and $49 million, pre-tax, respectively, and before associated amortization expense for deferred acquisition costs ("DAC"), value of business acquired ("VOBA"), deferred sales inducements ("DSI") and deferred front-end loads ("DFEL"), of which $4 million and $(13) million, respectively, was recognized in OCI and $40 million and $62 million, respectively, was recognized in net income (loss).

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, 2011			
	Fair	Gross Unrealized		Number of Securities
	Value	Losses	OTTI	(1)
Less than six months	$ 106	$ 16	$ 29	38
Six months or greater, but less than nine months	22	7	2	11
Nine months or greater, but less than twelve months	33	16	-	6
Twelve months or greater	702	403	125	182
Total	$ 863	$ 442	$ 156	237

	As of December 31, 2010			
	Fair	Gross Unrealized		Number of Securities
	Value	Losses	OTTI	(1)
Less than six months	$ 170	$ 73	$ 5	41
Six months or greater, but less than nine months	60	22	-	13
Nine months or greater, but less than twelve months	42	17	1	13
Twelve months or greater	929	520	184	224
Total	$ 1,201	$ 632	$ 190	291

(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 on AFS securities decreased $334 million for the six months ended June 30, 2011. This change was attributable primarily to a decline in overall market yields, which was driven, in part, by improved credit fundamentals. As discussed further below, we believe the unrealized loss position as of June 30, 2011, did not represent OTTI as we did not intend to sell these fixed maturity AFS securities, it is not more likely than not that we will be required to sell the fixed maturity AFS securities before recovery of their amortized cost basis, the estimated future cash flows were equal to or greater than the amortized cost basis of the debt securities, or 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, 2011, management believed we had 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, 2011, the unrealized losses associated with our corporate bond securities were attributable primarily to securities that were backed by commercial loans and individual issuer companies. For our corporate bond securities with commercial loans as the underlying collateral, we evaluated the projected credit losses in the underlying collateral and concluded that we had sufficient subordination or other credit enhancement when compared with our estimate of credit losses for the individual security and we expected to recover the entire amortized cost for each security. For individual issuers, we performed detailed analysis of the financial performance of the issuer and determined that we expected to recover the entire amortized cost for each security.

As of June 30, 2011, the unrealized losses associated with our MBS and ABS CDOs were attributable primarily to collateral losses and credit spreads. We assessed for credit impairment using a cash flow model as discussed above. The key assumptions included 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, sector credit ratings 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 basis of each security.

As of June 30, 2011, 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 specific issuers. For our hybrid and redeemable preferred securities, we evaluated the financial performance of the issuer based upon credit performance and investment ratings and determined we expected to recover the entire amortized cost of each 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,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Balance as of beginning-of-period	$ 352	$ 293	$ 319	$ 268
Increases attributable to:				
Credit losses on securities for which an OTTI was not previously recognized	3	11	29	13
Credit losses on securities for which an OTTI was previously recognized	19	-	40	27
Decreases attributable to:				
Securities sold	(34)	(11)	(48)	(15)
Balance as of end-of-period	$ 340	$ 293	$ 340	$ 293

During the three and six months ended June 30, 2011, 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;
- Deterioration of fundamentals in the economy including, but not limited to, higher unemployment and lower housing prices; 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) where the portion related to other factors was recognized in OCI (in millions), were as follows:

	As of June 30, 2011				
		Gross Unrealized			OTTI in
	Amortized Cost	Gains	Losses and OTTI	Fair Value	Credit Losses
Corporate bonds	$ 188	$ 1	$ 67	$ 122	$ 47
MBS:					
CMOs	594	1	121	474	268
CMBS	3	-	2	1	25
Total	$ 785	$ 2	$ 190	$ 597	$ 340

	As of December 31, 2010				
		Gross Unrealized			OTTI in
	Amortized Cost	Gains	Losses and OTTI	Fair Value	Credit Losses
Corporate bonds	$ 204	$ 3	$ 76	$ 131	$ 60
MBS:					
CMOs	509	2	126	385	258
CMBS	6	-	5	1	1
Total	$ 719	$ 5	$ 207	$ 517	$ 319

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 approximately 33% and 30% of mortgage loans on real estate as of June 30, 2011, and December 31, 2010, respectively.

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

	As of June 30, 2011	As of December 31, 2010
Current	$ 6,799	$ 6,697
60 to 90 days past due	30	8
Greater than 90 days past due	45	40
Valuation allowance associated with impaired mortgage loans on real estate	(20)	(13)
Unamortized premium (discount)	17	20
Total carrying value	$ 6,871	$ 6,752

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, 2011	As of December 31, 2010
Number of impaired mortgage loans on real estate	10	9
Principal balance of impaired mortgage loans on real estate	$ 79	$ 75
Valuation allowance associated with impaired mortgage loans on real estate	(20)	(13)
Carrying value of impaired mortgage loans on real estate	$ 59	$ 62

Changes in the valuation allowance for credit losses associated with impaired mortgage loans on real estate (in millions) were as follows:

	For the Six Months Ended June 30, 2011
Balance as of beginning-of-year	$ 13
Additions	12
Charge-offs	(5)
Balance as of end-of-period	$ 20

Information for our 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,	
	2011	2010	2011	2010
Average carrying value for impaired mortgage loans on real estate	$ 53	$ 59	$ 54	$ 49
Interest income recognized on impaired mortgage loans on real estate	-	1	1	1
Interest income collected on impaired mortgage loans on real estate	1	1	2	1

As described in Note 1 in our 2010 Form 10-K, we use the loan-to-value and debt-service coverage ratios as credit quality indicators for our mortgage loans on real estate, which were as follows (dollars in millions):

	As of June 30, 2011			As of December 31, 2010		
Loan-to-Value	Principal Amount	%	Debt-Service Coverage Ratio	Principal Amount	%	Debt-Service Coverage Ratio
Less than 65%	$ 5,138	74.7 %	1.62	$ 4,863	72.1 %	1.62
65% to 74%	1,335	19.4 %	1.39	1,484	22.0 %	1.40
75% to 100%	279	4.1 %	0.92	179	2.7 %	0.85
Greater than 100%	122	1.8 %	1.14	219	3.2 %	1.06
Total mortgage loans on real estate	$ 6,874	100.0 %		$ 6,745	100.0 %	

Alternative Investments

As of June 30, 2011, and December 31, 2010, alternative investments included investments in approximately 97 and 95 different partnerships, respectively, and the portfolio represented less than 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,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Fixed maturity AFS securities:				
Gross gains	$ 31	$ 35	$ 67	$ 84
Gross losses	(51)	(29)	(114)	(113)
Equity AFS securities:				
Gross gains	1	5	9	6
Gross losses	-	-	-	(4)
Gain (loss) on other investments	(8)	(8)	5	(29)
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(7)	(8)	(18)	(4)
Total realized gain (loss) related to certain investments	$ (34)	$ (5)	$ (51)	$ (60)

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,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
OTTI Recognized in Net Income (Loss)				
Fixed maturity securities:				
Corporate bonds	$ (2)	$ (5)	$ (6)	$ (46)
MBS:				
CMOs	(23)	(12)	(43)	(36)
CMBS	(15)	-	(39)	-
ABS CDOs	-	-	(1)	(1)
Hybrid and redeemable preferred securities	-	-	(2)	(5)
Total fixed maturity securities	(40)	(17)	(91)	(88)
Equity securities:				
Other financial services securities	-	-	-	(3)
Total equity securities	-	-	-	(3)
Gross OTTI recognized in net income (loss)	(40)	(17)	(91)	(91)
Associated amortization of DAC, VOBA, DSI and DFEL	10	6	22	27
Net OTTI recognized in net income (loss), pre-tax	$ (30)	$ (11)	$ (69)	$ (64)
Portion of OTTI Recognized in OCI				
Gross OTTI recognized in OCI	$ 18	$ -	$ 27	$ 22
Change in DAC, VOBA, DSI and DFEL	(3)	-	(6)	2
Net portion of OTTI recognized in OCI, pre-tax	$ 15	$ -	$ 21	$ 24

Determination of Credit Losses on Corporate Bonds and ABS CDOs

As of June 30, 2011, and December 31, 2010, we reviewed our corporate bond and ABS CDO portfolios for potential shortfall in contractual principal and interest based on numerous subjective and objective inputs. The factors used to determine the amount of

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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, 2011, and December 31, 2010, 96% and 95%, respectively, of the fair value of our corporate bond portfolio was rated investment grade. As of June 30, 2011, and December 31, 2010, the portion of our corporate bond portfolio rated below investment grade had an amortized cost of $2.4 billion and $2.6 billion and a fair value of $2.3 billion and $2.4 billion, respectively. As of June 30, 2011, and December 31, 2010, 88% and 91%, respectively, of the fair value of our ABS CDO portfolio was rated investment grade. As of June 30, 2011, and December 31, 2010, the portion of our ABS CDO portfolio rated below investment grade had an amortized cost of $25 million and $24 million and fair value of $15 million and $16 million, respectively. Based upon the analysis discussed above, we believed as of June 30, 2011, and December 31, 2010, that we would recover the amortized cost of each investment grade corporate bond and ABS CDO security.

For securities where we recorded an OTTI recognized in net income (loss) for the six months ended June 30, 2011 and 2010, the recovery as a percentage of amortized cost was 98% and 80% for corporate bonds, respectively, and 0% for ABS CDOs for both periods.

Determination of Credit Losses on MBS

As of June 30, 2011, and December 31, 2010, default rates were projected by considering underlying MBS loan performance and collateral type. Projected default rates on existing delinquencies vary between 25% 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 (delinquent loans, foreclosure and real estate owned and new delinquencies from currently performing loans) in the pool to project the future expected cash flows.

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 housing price depreciation.

Payables for Collateral on Investments

The carrying values 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, 2011		As of December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Collateral payable held for derivative investments (1)	$ 1,023	$ 1,023	$ 800	$ 800
Securities pledged under securities lending agreements (2)	200	192	199	192
Securities pledged under reverse repurchase agreements (3)	280	292	280	294
Securities pledged for Term Asset-Backed Securities Loan Facility ("TALF") (4)	202	231	280	318

Investments pledged for Federal Home Loan Bank of Indianapolis Securities ("FHLBI") (5)	100	126	100	115
Total payables for collateral on investments	$ 1,805	$ 1,864	$ 1,659	$ 1,719

(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 once exceeded result in the receipt of cash that is typically invested in cash and invested cash. See Note 6 for details about maximum collateral potentially required to post on our credit default swaps.

(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 reverse 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 reverse repurchase program is typically invested in fixed maturity AFS securities.

(4) Our pledged securities for TALF are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We obtain collateral in an amount that has typically averaged 90% of the fair value of the TALF securities. The cash received in these transactions is invested in fixed maturity AFS securities.

(5) Our pledged investments for FHLBI are included in fixed maturity AFS securities and mortgage loans on real estate on our Consolidated Balance Sheets. We generally obtain collateral in an amount equal to 85% to 95% of the fair value of the FHLBI securities. The cash received in these transactions is typically invested in cash and invested cash or fixed maturity AFS securities.

Increase (decrease) in payables for collateral on investments (in millions) included on the Consolidated Statements of Cash Flows consisted of the following:

	For the Six Months Ended June 30,	
	2011	2010
Collateral payable held for derivative investments	$ 223	$ 804
Securities pledged under securities lending agreements	1	(313)
Securities pledged under reverse repurchase agreements	-	(9)
Securities pledged for TALF	(78)	(13)
Total increase (decrease) in payables for collateral on investments	$ 146	$ 469

Investment Commitments

As of June 30, 2011, our investment commitments were $760 million, which included $271 million of limited partnerships ("LPs"), $261 million of private placements and $228 million of mortgage loans on real estate.

Concentrations of Financial Instruments

As of June 30, 2011, and December 31, 2010, 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 $5.0 billion, or 6% of our invested assets portfolio and our investments in securities issued by Fannie Mae with a fair value of $2.8 billion and $2.9 billion, or 3% of our invested assets portfolio, respectively. These investments are included in corporate bonds in the tables above.

As of June 30, 2011, and December 31, 2010, our most significant investments in one industry were our investment securities in the electric industry with a fair value of $7.1 billion and $6.7 billion, or 8% of our invested assets portfolio, respectively, and our investment securities in the CMO industry with a fair value of $6.1 billion and $6.5 billion, or 7% and 8% of our invested assets portfolio, respectively. We utilized the industry classifications to obtain the concentration of financial instruments amount; as such, this amount will not agree to the AFS securities table above.

6. Derivative Instruments

Types of Derivative Instruments and Derivative Strategies

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. We assess these risks by continually identifying and monitoring changes in interest rate exposure, foreign currency exposure, equity market exposure and credit exposure that may adversely affect expected future cash flows and by evaluating hedging opportunities. Derivative instruments that are used as part of our interest rate risk management strategy include interest rate swap agreements, interest rate cap agreements, interest rate futures, forward-starting interest rate swaps, consumer price index swaps, interest rate cap corridors, treasury locks and reverse treasury locks. Derivative instruments that are used as part of our foreign currency risk management strategy include foreign currency swaps, currency futures and foreign currency forwards. Call options based on our stock, call options based on the S&P 500 Index® ("S&P 500"), total return swaps, variance swaps, equity collars, put options and equity futures are used as part of our equity market risk management strategy. We also use credit default swaps as part of our credit risk management strategy.

We evaluate and recognize our derivative instruments in accordance with the Derivatives and Hedging Topic of the FASB ASC. As of June 30, 2011, we had derivative instruments that were designated and qualifying as cash flow hedges and fair value hedges.

We also had embedded derivatives that were economic hedges, but were not designed to meet the requirements for hedge accounting treatment. See Note 1 in our 2010 Form 10-K for a detailed discussion of the accounting treatment for derivative instruments.

Our derivative instruments are monitored by our Asset Liability Management Committee and our Equity Risk Management Committee as part of those committees' oversight of our derivative activities. Our committees are responsible for implementing various hedging strategies that are developed through their analysis of financial simulation models and other internal and industry sources. The resulting hedging strategies are incorporated into our overall risk management strategies.

We use a hedging strategy designed to mitigate the risk and income statement volatility caused by changes in the equity markets, interest rates and volatility associated with living benefit guarantees offered in our variable annuity products, including the Lincoln SmartSecurity® Advantage guaranteed withdrawal benefit ("GWB") feature, the 4LATER® Advantage guaranteed income benefit ("GIB") feature and the i4LIFE® Advantage GIB feature. See "Guaranteed Living Benefit ("GLB") Reserves Embedded Derivatives" below for further details.

See Note 13 for additional disclosures related to the fair value of our financial instruments and see Note 4 for derivative instruments related to our consolidated VIEs.

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

	As of June 30, 2011					
	Number of Instruments	Notional Amounts	Asset Carrying or Fair Value Gain	Asset Carrying or Fair Value Loss	(Liability) Carrying or Fair Value Gain	(Liability) Carrying or Fair Value Loss
Derivative Instruments Designated and Qualifying as Hedging Instruments						
Cash flow hedges:						
Interest rate swap agreements (1)	150	$ 901	$ 24	$ (85)	$ -	$ -
Forward-starting interest rate swaps (1)	1	39	-	(1)	-	-
Foreign currency swaps (1)	13	340	41	(20)	-	-
Reverse treasury locks (1)	10	1,300	-	(33)	-	-
Total cash flow hedges	174	2,580	65	(139)	-	-
Fair value hedges:						
Interest rate swap agreements (2)	11	1,675	120	(37)	-	(83)
Total fair value hedges	11	1,675	120	(37)	-	(83)
Total derivative instruments designated and qualifying as hedging instruments	185	4,255	185	(176)	-	(83)
Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments						
Interest rate futures (1)	9,796	1,617	-	-	-	-
Equity futures (1)	9,638	726	-	-	-	-
Interest rate swap agreements (1)	94	8,880	52	(494)	-	-
Credit default swaps (3)	8	125	-	-	-	(7)
Total return swaps (1)	12	915	1	(7)	-	-
Put options (1)	169	6,352	1,219	-	-	-
Call options (based on S&P 500) (1)	539	4,552	293	-	-	-
Variance swaps (1)	45	28	24	(38)	-	-
Currency futures (1)	29	4	-	-	-	-
Consumer price index swaps (1)	98	51	1	(1)	-	-
Interest rate cap corridors (1)	79	8,375	38	-	-	-
Embedded derivatives:						
Deferred compensation plans (3)	6	-	-	-	-	(360)
Indexed annuity contracts (4)	141,509	-	-	-	-	(506)

GLB reserves (4)	322,398	-	-	-	595	(873)
Reinsurance related (5)	-	-	-	-	-	(119)
Total derivative instruments not designated and not qualifying as hedging instruments	484,420	31,625	1,628	(540)	595	(1,865)
Total derivative instruments	484,605	$ 35,880	$ 1,813	$ (716)	$ 595	$ (1,948)

	As of December 31, 2010					
	Number of Instruments	Notional Amounts	Asset Carrying or Fair Value Gain	Asset Carrying or Fair Value Loss	(Liability) Carrying or Fair Value Gain	(Liability) Carrying or Fair Value Loss
Derivative Instruments Designated and Qualifying as Hedging Instruments						
Cash flow hedges:						
Interest rate swap agreements (1)	151	$ 926	$ 24	$ (71)	$ -	$ -
Forward-starting interest rate swaps (1)	2	150	1	-	-	-
Foreign currency swaps (1)	13	340	43	(13)	-	-
Reverse treasury locks (1)	5	1,000	11	(5)	-	-
Total cash flow hedges	171	2,416	79	(89)	-	-
Fair value hedges:						
Interest rate swap agreements (2)	11	1,675	106	(51)	-	(55)
Total fair value hedges	11	1,675	106	(51)	-	(55)
Total derivative instruments designated and qualifying as hedging instruments	182	4,091	185	(140)	-	(55)
Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments						
Interest rate cap agreements (1)	3	150	-	-	-	-
Interest rate futures (1)	15,881	2,251	-	-	-	-
Equity futures (1)	13,375	907	-	-	-	-
Interest rate swap agreements (1)	81	7,955	34	(511)	-	-
Credit default swaps (3)	9	145	-	-	-	(16)
Total return swaps (1)	9	900	-	(21)	-	-
Put options (1)	145	5,602	1,151	-	-	-
Call options (based on S&P 500) (1)	544	4,083	301	-	-	-
Variance swaps (1)	50	30	46	(34)	-	-
Currency futures (1)	1,589	219	-	-	-	-
Consumer price index swaps (1)	100	55	-	(2)	-	-
Interest rate cap corridors (1)	73	8,050	52	-	-	-
Embedded derivatives:						
Deferred compensation plans (3)	6	-	-	-	-	(363)
Indexed annuity contracts (4)	132,260	-	-	-	-	(497)
GLB reserves (4)	305,962	-	-	-	518	(926)

Reinsurance related (5)	-	-	-	-	-	(102)
AFS securities (1)	1	-	15	-	-	-
Total derivative instruments not designated and not qualifying as hedging instruments	470,088	30,347	1,599	(568)	518	(1,904)
Total derivative instruments	470,270	$ 34,438	$ 1,784	$ (708)	$ 518	$ (1,959)

(1) Reported in derivative investments on our Consolidated Balance Sheets.
(2) The asset is reported in derivative investments and the liability in long-term debt on our Consolidated Balance Sheets.
(3) Reported in other liabilities on our Consolidated Balance Sheets.
(4) Reported in future contract benefits on our Consolidated Balance Sheets.
(5) Reported in reinsurance related embedded derivatives on our Consolidated Balance Sheets.

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

	Remaining Life as of June 30, 2011					
	Less Than 1 Year	1 – 5 Years	6 – 10 Years	11 – 30 Years	Over 30 Years	Total
Derivative Instruments Designated and Qualifying as Hedging Instruments						
Cash flow hedges:						
Interest rate swap agreements	$ 24	$ 59	$ 264	$ 547	$ 7	$ 901
Forward-starting interest rate swaps	-	-	39	-	-	39
Foreign currency swaps	-	124	135	81	-	340
Reverse treasury locks	-	1,030	270	-	-	1,300
Total cash flow hedges	24	1,213	708	628	7	2,580
Fair value hedges:						
Interest rate swap agreements	-	800	-	875	-	1,675
Total fair value hedges	-	800	-	875	-	1,675
Total derivative instruments designated and qualifying as hedging instruments	24	2,013	708	1,503	7	4,255
Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments						
Interest rate futures	1,617	-	-	-	-	1,617
Equity futures	726	-	-	-	-	726
Interest rate swap agreements	400	1,561	2,114	4,805	-	8,880
Credit default swaps	-	40	85	-	-	125
Total return swaps	615	300	-	-	-	915
Put options	-	1,664	4,688	-	-	6,352
Call options (based on S&P 500)	3,658	894	-	-	-	4,552
Variance swaps	-	3	25	-	-	28
Currency futures	4	-	-	-	-	4
Consumer price index swaps	4	15	13	17	2	51
Interest rate cap corridors	-	5,100	3,275	-	-	8,375
Total derivative instruments not designated and not qualifying as hedging instruments	7,024	9,577	10,200	4,822	2	31,625
Total derivative instruments with notional amounts	$ 7,048	$ 11,590	$ 10,908	$ 6,325	$ 9	$ 35,880

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

	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	$ (15)	$ 11
Other comprehensive income (loss):		
Unrealized holding gains (losses) arising during the period:		
Cash flow hedges:		
Interest rate swap agreements	(20)	(41)
Forward-starting interest rate swaps	(2)	-
Foreign currency swaps	5	3
Treasury locks	(19)	(29)
Fair value hedges:		
Interest rate swap agreements	2	2
Change in foreign currency exchange rate adjustment	(14)	32
Change in DAC, VOBA, DSI and DFEL	1	3
Income tax benefit (expense)	17	11
Less:		
Reclassification adjustment for gains (losses) included in net income (loss):		
Cash flow hedges:		
Interest rate swap agreements (1)	(5)	9
Foreign currency swaps (1)	1	1
Treasury locks (2)	(7)	(2)
Fair value hedges:		
Interest rate swap agreements (2)	2	2
Associated amortization of DAC, VOBA, DSI and DFEL	1	(1)
Income tax benefit (expense)	3	(3)
Balance as of end-of-period	$ (40)	$ (14)

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Derivative Instruments Designated and Qualifying as Hedging Instruments				
Cash flow hedges:				
Interest rate swap agreements (1)	$ (4)	$ 6	$ (5)	$ 8
Foreign currency swaps (1)	(1)	-	1	1
Total cash flow hedges	(5)	6	(4)	9
Fair value hedges:				
Interest rate swap agreements (2)	13	9	25	17
Total fair value hedges	13	9	25	17
Total derivative instruments designated and qualifying as hedging instruments	8	15	21	26
Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments				
Interest rate futures (3)	13	179	(11)	214
Equity futures (3)	(10)	105	(54)	12
Interest rate swap agreements (3)	75	322	37	303
Foreign currency forwards (3)	-	-	-	43
Credit default swaps - fees (1)	-	-	-	1
Credit default swaps - marked-to-market (3)	(1)	(17)	2	(7)
Total return swaps (4)	(15)	47	(34)	51
Put options (3)	69	493	(102)	383
Call options (based on S&P 500) (3)	8	(79)	61	(43)
Variance swaps (3)	(4)	140	(41)	94
Currency futures (3)	(1)	8	(5)	(7)
Consumer price index swaps (3)	1	1	1	-
Interest rate cap corridors (1)	(10)	(11)	(16)	(11)
Embedded derivatives:				
Deferred compensation plans (4)	(5)	9	(13)	1
Indexed annuity contracts (3)	6	56	54	15
GLB reserves (3)	(160)	(1,174)	130	(993)
Reinsurance related (3)	(28)	(46)	(18)	(62)
AFS securities (1)	-	(1)	1	-
Total derivative instruments not designated and not qualifying as hedging instruments	(62)	32	(8)	(6)
Total derivative instruments	$ (54)	$ 47	$ 13	$ 20

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

The location in the Consolidated Statements of Income (Loss) where the gains (losses) are recorded for each of the derivative instruments discussed below is specified in the table above.

Derivative Instruments Designated and Qualifying as Cash Flow Hedges

Gains (losses) (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,	
	2011	2010	2011	2010
Gain (loss) recognized as a component of OCI with the offset to net investment income	$ (4)	$ 7	$ (4)	$ 10

As of June 30, 2011, $21 million of the deferred net losses on derivative instruments in accumulated OCI were expected to be reclassified to earnings during the next twelve months. This reclassification would be due primarily to the interest rate variances related to the interest rate swap agreements.

For the three and six months ended June 30, 2011 and 2010, 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.

Interest Rate Swap Agreements

We use a portion of our interest rate swap agreements to hedge the interest rate risk of our exposure to floating rate bond coupon payments, replicating a fixed rate bond. An interest rate swap is a contractual agreement to exchange payments at one or more times based on the actual or expected price level, performance or value of one or more underlying interest rates. We are required to pay the counterparty the stream of variable interest payments based on the coupon payments from the hedged bonds, and in turn, receive a fixed payment from the counterparty at a predetermined interest rate. The gains or losses on interest rate swaps hedging our interest rate exposure on floating rate bond coupon payments are reclassified from accumulated OCI to net income (loss) as the related bond interest is accrued.

In addition, we use interest rate swap agreements to hedge our exposure to fixed rate bond coupon payments and the change in underlying asset values as interest rates fluctuate.

As of June 30, 2011, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was June 2042.

Forward-Starting Interest Rate Swaps

We use forward-starting interest rate swaps to hedge our exposure to interest rate fluctuations related to the forecasted purchase of certain AFS securities. The gains or losses resulting from the swap agreements are recorded in OCI. The gains or losses are reclassified from accumulated OCI to earnings over the life of the assets once the assets are purchased.

Foreign Currency Swaps

We use foreign currency swaps, which are traded over-the-counter, to hedge some of the foreign exchange risk of investments in fixed maturity securities denominated in foreign currencies. A foreign currency swap is a contractual agreement to exchange the currencies of two different countries at a specified rate of exchange in the future. The gains or losses on foreign currency swaps hedging foreign exchange risk exposure on foreign currency bond coupon payments are reclassified from accumulated OCI to net income (loss) as the related bond interest is accrued.

As of June 30, 2011, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was July 2022.

Reverse Treasury Locks

We use reverse treasury locks to hedge the interest rate exposure related to the purchase of fixed rate securities or the anticipated future cash flows of floating rate fixed maturity securities due to changes in interest rates. These derivatives are primarily structured to hedge interest rate risk inherent in the assumptions used to price certain liabilities. The gains or losses resulting from the reverse treasury locks are recorded in OCI and are reclassified from accumulated OCI to earnings over the life of the assets once the assets are purchased.

Derivative Instruments Designated and Qualifying as Fair Value Hedges

Gains (losses) (in millions) on derivative instruments designated and qualifying as fair value hedges were as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Ineffective portion recognized in realized gain (loss)	$ -	$ -	$ -	$ 1
Gain (loss) recognized as a component of OCI with the offset to interest expense	1	1	2	2

Interest Rate Swap Agreements

We used a portion of our interest rate swap agreements to hedge the risk of paying a higher fixed rate of interest on junior subordinated debentures issued to affiliated trusts, which were redeemed during 2010, and on senior debt than would be paid on long-term debt based on current interest rates in the marketplace. We are required to pay the counterparty a stream of variable interest payments based on the referenced index, and in turn, we receive a fixed payment from the counterparty at a predetermined interest rate. The net receipts or payments earned or owed from these interest rate swap agreements are recorded as an adjustment to the interest expense for the debt being hedged in the period it occurs. The changes in fair value of the interest rate swap agreements are recorded as an offsetting adjustment to derivative investments and long-term debt on our Consolidated Balance Sheets.

Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments

We use various other derivative instruments for risk management and income generation purposes that either do not qualify for hedge accounting treatment or have not currently been designated by us for hedge accounting treatment.

Interest Rate Cap Agreements

We use interest rate cap agreements to provide a level of protection from the effect of rising interest rates for our annuity business, within our Annuities and Defined Contribution segments. Interest rate cap agreements entitle us to receive quarterly payments from the counterparties on specified future reset dates, contingent on future interest rates. For each cap, the amount of such quarterly payments, if any, is determined by the excess of a market interest rate over a specified cap rate, multiplied by the notional amount divided by four. Our interest rate cap agreements provide an economic hedge of our annuity business.

Interest Rate Futures and Equity Futures

We use interest rate futures and equity futures contracts to hedge the liability exposure on certain options in variable annuity products. These futures contracts require payment between our counterparty and us on a daily basis for changes in the futures index price.

Interest Rate Swap Agreements

We use interest rate swap agreements to hedge the liability exposure on certain options in variable annuity products.

Credit Default Swaps

We buy credit default swaps to hedge against a drop in bond prices due to credit concerns of certain bond issuers. A credit default swap allows us to put the bond back to the counterparty at par upon a default event by the bond issuer. A default event is defined as bankruptcy, failure to pay, obligation acceleration or restructuring.

We sold credit default swaps to offer credit protection to contract holders and investors. The credit default swaps hedge the contract holders and investors against a drop in bond prices due to credit concerns of certain bond issuers. A credit default swap allows the investor to put the bond back to us at par upon a default event by the bond issuer. A default event is defined as bankruptcy, failure to pay, obligation acceleration or restructuring.

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

As of June 30, 2011

Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
12/20/2012 (3)	(5)	(6)	BBB+	4	$ -	$ 40
12/20/2016 (4)	(5)	(6)	A	2	(4)	45
03/20/2017 (4)	(5)	(6)	BBB	2	(3)	40
				8	$ (7)	$ 125

As of December 31, 2010

Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
12/20/2012 (3)	(5)	(6)	BBB+	4	$ -	$ 40
12/20/2016 (4)	(5)	(6)	BBB	3	(12)	65
03/20/2017 (4)	(5)	(6)	BBB-	2	(4)	40
				9	$ (16)	$ 145

(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 credit default swaps.
(3) These credit default swaps were sold to our contract holders where we determined there was a spread versus premium mismatch.
(4) These credit default swaps were sold to a counter-party of the consolidated VIEs as discussed in Note 4 in our 2010 Form 10-K.
(5) Credit default swap was entered into in order to generate income by providing default protection in return for a quarterly payment.
(6) Seller does not have the right to demand indemnification or compensation from third parties in case of a loss (payment) on the contract.

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

	As of June 30, 2011	As of December 31, 2010
Maximum potential payout	$ 125	$ 145
Less:		
Counterparty thresholds	-	10
Maximum collateral potentially required to post	$ 125	$ 135

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 approximately $8 million as of June 30, 2011, after considering the fair values of the associated investments counterparties' credit ratings as compared to ours and specified thresholds that once exceeded result in the payment of cash.

Total Return Swaps

We use total return swaps to hedge a portion of the liability related to our deferred compensation plans. We receive the total return on a portfolio of indexes and pay a floating rate of interest.

Put Options

We use put options to hedge the liability exposure on certain options in variable annuity products. Put options are contracts that require counterparties to pay us at a specified future date the amount, if any, by which a specified equity index is less than the strike rate stated in the agreement, applied to a notional amount.

Call Options (Based on S&P 500)

We use indexed annuity contracts to permit the holder to elect an interest rate return or an equity market component, where interest credited to the contracts is linked to the performance of the S&P 500. Contract holders may elect to rebalance index options at renewal dates, either annually or biannually. As of each renewal date, we have the opportunity to re-price the indexed component by establishing participation rates, subject to minimum guarantees. We purchase call options that are highly correlated to the portfolio allocation decisions of our contract holders, such that we are economically hedged with respect to equity returns for the current reset period. The mark-to-market of the options held generally offsets the change in value of the embedded derivative within the indexed annuity.

Variance Swaps

We use variance swaps to hedge the liability exposure on certain options in variable annuity products. Variance swaps are contracts entered into at no cost and whose payoff is the difference between the realized variance rate of an underlying index and the fixed variance rate determined as of inception.

Currency Futures

We use currency futures to hedge foreign exchange risk associated with certain options in variable annuity products. Currency futures exchange one currency for another at a specified date in the future at a specified exchange rate.

Consumer Price Index Swaps

We use consumer price index swaps to hedge the liability exposure on certain options in fixed/indexed annuity products. Consumer price index swaps are contracts entered into at no cost and whose payoff is the difference between the consumer price index inflation rate and the fixed rate determined as of inception.

Interest Rate Cap Corridors

We use interest rate cap corridors to provide a level of protection from the effect of rising interest rates for our annuity business, within our Retirement Solutions – Annuities and Retirement Solutions – Defined Contribution segments. Interest rate cap corridors involve purchasing an interest rate cap at a specific cap rate and selling an interest rate cap with a higher cap rate. For each corridor, the amount of quarterly payments, if any, is determined by the rate at which the underlying index rate resets above the original capped rate. The corridor limits the benefit the purchaser can receive as the related interest rate index rises above the higher capped rate. There is no additional liability to us other than the purchase price associated with the interest rate cap corridor. Our interest rate cap corridors provide an economic hedge of our annuity business.

Deferred Compensation Plans Embedded Derivatives

We have certain deferred compensation plans that have embedded derivative instruments. The liability related to these plans varies based on the investment options selected by the participants. The liability related to certain investment options selected by the participants is marked-to-market through net income (loss).

Indexed Annuity Contracts Embedded Derivatives

We distribute indexed annuity contracts that permit the holder to elect an interest rate return or an equity market component, where interest credited to the contracts is linked to the performance of the S&P 500. This feature represents an embedded derivative under the Derivatives and Hedging Topic of the FASB ASC. Contract holders may elect to rebalance index options at renewal dates, either annually or biannually. As of each renewal date, we have the opportunity to re-price the indexed component by establishing participation rates, subject to minimum guarantees. We purchase S&P 500 call options that are highly correlated to the portfolio allocation decisions of our contract holders, such that we are economically hedged with respect to equity returns for the current reset period. The mark-to-market of the options held generally offsets the change in value of the embedded derivative within the indexed annuity.

GLB Reserves Embedded Derivatives

We have certain GLB variable annuity products with GWB and GIB features that are embedded derivatives. Certain features of these guarantees, notably our GIB, 4LATER® and Lincoln Lifetime IncomeSMAdvantage features, have elements of both insurance benefits accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC ("benefit reserves") and embedded derivatives accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC ("embedded derivative reserves"). We calculate the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each GLB feature. As of June 30, 2011, we had $32.6 billion of account values that were attributable to variable annuities with a GWB feature and $12.6 billion of account values that were attributable to variable annuities with a GIB feature.

We use a hedging strategy designed to mitigate the risk and income statement volatility caused by changes in the equity markets, interest rates and volatility associated with GWB and GIB features. The hedging strategy is designed such that changes in the value of the hedge contracts due to changes in equity markets, interest rates and implied volatilities move in the opposite direction of changes in embedded derivative reserves of the GWB and GIB caused by those same factors. As part of our current hedging program, equity markets, interest rates and volatility in market conditions are monitored on a daily basis. We rebalance our hedge positions based upon changes in these factors as needed. While we actively manage our hedge positions, these hedge positions may not be totally effective in offsetting changes in the embedded derivative reserve due to, among other things, differences in timing between when a market exposure changes and corresponding changes to the hedge positions, extreme swings in the equity markets and interest rates, market volatility, contract holder behavior, divergence between the performance of the underlying funds and the hedging indices, divergence between the actual and expected performance of the hedge instruments and our ability to purchase hedging instruments at prices consistent with our desired risk and return trade-off.

Reinsurance Related Embedded Derivatives

We have certain modified coinsurance arrangements and coinsurance with funds withheld reinsurance arrangements with embedded derivatives related to the withheld assets of the related funds. These derivatives are considered total return swaps with contractual returns that are attributable to various assets and liabilities associated with these reinsurance arrangements. Changes in the estimated fair value of these derivatives as they occur are recorded through net income (loss). Offsetting these amounts are corresponding changes in the estimated fair value of trading securities in portfolios that support these arrangements.

AFS Securities Embedded Derivatives

We own various debt securities that either contain call options to exchange the debt security for other specified securities of the borrower, usually common stock, or contain call options to receive the return on equity-like indexes. The change in fair value of these embedded derivatives flows through net income (loss).

Credit Risk

We are exposed to credit loss in the event of nonperformance by our counterparties on various derivative contracts and reflect assumptions regarding the credit or nonperformance risk. The nonperformance risk 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, 2011, the nonperformance risk adjustment was $8 million. The credit risk associated with such agreements is minimized by purchasing such agreements from financial institutions with long-standing, superior performance records. Additionally, we maintain a policy of requiring all 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 the derivatives contract, at which time any amounts payable by us would be dependent on the market value of the underlying derivative contract. In certain transactions, we and the counterparty have entered into a collateral support agreement requiring either party to post collateral when net exposures exceed pre-determined thresholds. These thresholds vary by counterparty and credit rating. We do not believe the inclusion of termination or collateralization events pose any material threat to the liquidity position of any insurance subsidiary of the Company. 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, 2011, the exposure was $139 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:

	As of June 30, 2011		As of December 31, 2010	
S&P Credit Rating of Counterparty	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 LNC (Held by Counter-Party)
AAA	$ 11	$ -	$ 1	$ -
AA	131	-	99	-
AA-	130	-	65	-
A+	475	(58)	548	(76)
A	506	(265)	436	(223)
	$ 1,253	$ (323)	$ 1,149	$ (299)

7. Federal Income Taxes

The effective tax rate is a ratio of tax expense over pre-tax income (loss). The effective tax rate was 26% and 27% for the three and six months ended June 30, 2011, respectively. The effective tax rate was 24% and 25% for the three and six months ended June 30, 2010, respectively. The effective tax rate on pre-tax income (loss) from continuing operations was 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 certain tax preferred investment income, separate account dividends-received deduction, foreign tax credits and other tax preference items.

8. Guaranteed Benefit Features

Information on the guaranteed death benefit ("GDB") features outstanding (dollars in millions) was as follows (our variable contracts with guarantees may offer more than one type of guarantee in each contract; therefore, the amounts listed are not mutually exclusive):

	As of June 30, 2011	As of December 31, 2010
Return of Net Deposits		
Total account value	$ 55,648	$ 52,211
Net amount at risk (1)	591	816
Average attained age of contract holders	58 years	58 years
Minimum Return		
Total account value (2)	$ 178	$ 187
Net amount at risk (1)	40	46
Average attained age of contract holders	71 years	70 years
Guaranteed minimum return	5 %	5 %
Anniversary Contract Value		
Total account value	$ 23,757	$ 23,483

Net amount at risk (1)	1,633	2,183
Average attained age of contract holders	66 years	66 years

(1) Represents the amount of death benefit in excess of the account balance. The decrease in net amount at risk when comparing June 30, 2011, to December 31, 2010, was attributable primarily to the rise in equity markets and associated increase in the account values.

(2) The decrease in total account value when comparing June 30, 2011, to December 31, 2010, was attributable primarily to an increase in contract surrender rates.

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 GDB (in millions), which were recorded in future contract benefits on our Consolidated Balance Sheets:

	For the Six Months Ended June 30, 2011	2010
Balance as of beginning-of-year	$ 44	$ 71
Changes in reserves	16	81
Benefits paid	(19)	(46)
Balance as of end-of-period	$ 41	$ 106

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

	As of June 30, 2011	As of December 31, 2010
Asset Type		
Domestic equity	$ 37,280	$ 35,659
International equity	14,763	14,172
Bonds	17,256	15,913
Money market	6,016	5,725
Total	$ 75,315	$ 71,469
Percent of total variable annuity separate account values	98 %	98 %

Future contract benefits also includes reserves for our products with secondary guarantees for our products sold through our Insurance Solutions – Life Insurance segment. These UL and VUL products with secondary guarantees represented approximately 38% of permanent life insurance in force as of June 30, 2011, and approximately 51% of total sales for these products for the three and six months ended June 30, 2011.

9. Contingencies and Commitments

See "Contingencies and Commitments" in Note 14 to the consolidated financial statements in our 2010 Form 10-K for a discussion of commitments and contingencies, which information is incorporated herein by reference.

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 and unclaimed property laws.

In the ordinary course of its business, LNC and its subsidiaries are involved in various pending or threatened legal proceedings, including purported class actions, arising from the conduct of business. In some instances, these proceedings include claims for unspecified or substantial punitive damages and similar types of relief in addition to amounts for alleged contractual liability or requests for equitable relief. After consultation with legal counsel and a review of available facts, it is management's opinion that these proceedings, after consideration of any reserves and rights to indemnification, ultimately will be resolved without materially affecting the consolidated financial position of LNC. However, given the large and indeterminate amounts sought in certain of these proceedings and the inherent difficulty in predicting the outcome of such legal proceedings, it is possible that an adverse outcome in certain matters could be material to our operating results for any particular reporting period.

10. Shares and Stockholders' Equity

Common and Preferred Shares

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Series A Preferred Stock				
Balance as of beginning-of-period	10,914	11,365	10,914	11,497
Conversion of convertible preferred stock (1)	(60)	-	(60)	(132)
Balance as of end-of-period	10,854	11,365	10,854	11,365
Series B Preferred Stock				
Balance as of beginning-of-period	-	950,000	-	950,000
Issuance (redemption) of Series B preferred stock	-	(950,000)	-	(950,000)
Balance as of end-of-period	-	-	-	-
Common Stock				
Balance as of beginning-of-period	313,456,824	302,467,034	315,718,554	302,223,281
Stock issued	-	14,137,615	-	14,137,615
Conversion of convertible preferred stock (1)	960	-	960	2,112
Stock compensation/issued for benefit plans	30,772	57,831	182,906	317,565
Retirement/cancellation of shares	(5,149,393)	-	(7,563,257)	(18,093)
Balance as of end-of-period	308,339,163	316,662,480	308,339,163	316,662,480
Common Stock as of End-of-Period				
Assuming conversion of preferred stock	308,512,827	316,844,320	308,512,827	316,844,320
Diluted basis	316,821,550	325,852,768	316,821,550	325,852,768

(1) Represents the conversion of Series A preferred stock into common stock.

Our common, Series A and Series B preferred stocks are 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 ("EPS") was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Weighted-average shares, as used in basic calculation	311,391,263	304,483,369	313,192,667	303,358,882
Shares to cover exercise of outstanding warrants	10,150,292	13,049,451	10,150,292	13,049,451
Shares to cover conversion of preferred stock	174,603	181,840	174,613	182,645
Shares to cover non-vested stock	816,834	620,528	794,095	611,940
Average stock options outstanding during the period	633,711	824,066	796,792	802,341
Assumed acquisition of shares with assumed proceeds from exercising outstanding warrants	(3,846,217)	(5,015,012)	(3,758,105)	(5,221,717)
Assumed acquisition of shares with assumed proceeds and benefits from exercising stock options (at average market price for the period)	(400,374)	(535,667)	(517,329)	(525,529)
Shares repurchaseable from measured but unrecognized stock option expense	(36,857)	(192,996)	(104,962)	(177,687)
Average deferred compensation shares	1,031,814	1,196,054	1,053,100	1,275,743
Weighted-average shares, as used in diluted calculation	319,915,069	314,611,633	321,781,163	313,356,069

In the event the average market price of LNC common stock exceeds the issue price of stock options, such options would be dilutive to our EPS and will be shown in the table above.

We have participants in our deferred compensation plans, with the exception of the non-employee directors' deferred compensation plan, who selected LNC stock as the measure for the investment return attributable to their deferral amounts. For the three months and six months ended June 30, 2011 and 2010, the effect of settling this obligation in LNC stock ("equity classification") was more dilutive than the scenario of settling it 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 months ended June 30, 2011, and $2 million for the three and six months ended June 30, 2010.

The income used in the calculation of our diluted EPS is our net income (loss), reduced by preferred stock dividends and accretion of discount. These amounts are presented on our Consolidated Statements of Income (Loss).

Accumulated OCI

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

	For the Six Months Ended June 30, 2011	2010
Unrealized Gain (Loss) on AFS Securities		
Balance as of beginning-of-year	$ 1,072	$ 49
Cumulative effect from adoption of new accounting standards	-	181
Unrealized holding gains (losses) arising during the period	627	2,691
Change in foreign currency exchange rate adjustment	22	(32)
Change in DAC, VOBA, DSI and other contract holder funds	(132)	(1,070)
Income tax benefit (expense)	(185)	(573)
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	(38)	(27)
Reclassification adjustment for gains (losses) on derivatives included in net income (loss)	-	(2)
Associated amortization of DAC, VOBA, DSI and DFEL	(19)	(3)
Income tax benefit (expense)	20	11
Balance as of end-of-period	$ 1,441	$ 1,267
Unrealized OTTI on AFS Securities		
Balance as of beginning-of-year	$ (129)	$ (115)
(Increases) attributable to:		
Gross OTTI recognized in OCI during the period	(27)	(22)
Change in DAC, VOBA, DSI and DFEL	6	(2)
Income tax benefit (expense)	7	8
Decreases attributable to:		
Sales, maturities or other settlements of AFS securities	66	42
Change in DAC, VOBA, DSI and DFEL	(13)	(10)
Income tax benefit (expense)	(18)	(11)
Balance as of end-of-period	$ (108)	$ (110)
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	$ (15)	$ 11
Unrealized holding gains (losses) arising during the period	(34)	(65)
Change in foreign currency exchange rate adjustment	(14)	32
Change in DAC, VOBA, DSI and DFEL	1	3
Income tax benefit (expense)	17	11
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	(9)	10
Associated amortization of DAC, VOBA, DSI and DFEL	1	(1)
Income tax benefit (expense)	3	(3)
Balance as of end-of-period	$ (40)	$ (14)
Foreign Currency Translation Adjustment		
Balance as of beginning-of-year	$ 1	$ 3
Foreign currency translation adjustment arising during the period	(6)	(2)
Income tax benefit (expense)	2	-
Balance as of end-of-period	$ (3)	$ 1

Funded Status of Employee Benefit Plans				
Balance as of beginning-of-year	$	(181)	$	(210)
Adjustment arising during the period		5		6
Income tax benefit (expense)		(2)		(2)
Balance as of end-of-period	$	(178)	$	(206)

11. Realized Gain (Loss)

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Total realized gain (loss) related to certain investments (1)	$ (34)	$ (5)	$ (51)	$ (60)
Realized gain (loss) related to certain derivative instruments, including those associated with our consolidated VIEs, and trading securities (2)	(1)	(46)	9	(33)
Indexed annuity net derivative results: (3)				
Gross gain (loss)	1	4	7	9
Associated amortization of DAC, VOBA, DSI and DFEL	-	(1)	(2)	(4)
Guaranteed living benefits: (4)				
Gross gain (loss)	38	41	60	80
Associated amortization of DAC, VOBA, DSI and DFEL	(13)	(14)	(23)	(26)
Guaranteed death benefits: (5)				
Gross gain (loss)	(4)	29	(15)	14
Associated amortization of DAC, VOBA, DSI and DFEL	-	(3)	1	(1)
Total realized gain (loss)	$ (13)	$ 5	$ (14)	$ (21)

(1) See “Realized Gain (Loss) Related to Certain Investments” section in Note 5.

(2) Represents changes in the fair values of certain derivative investments (including the credit default swaps and contingent forwards associated with our consolidated VIEs), total return swaps (embedded derivatives that are theoretically included in our various modified coinsurance and coinsurance with funds withheld reinsurance arrangements that have contractual returns related to various assets and liabilities associated with these arrangements) and trading securities.

(3) Represents the net difference between the change in the fair value of the S&P 500 call options that we hold and the change in the fair value of the embedded derivative liabilities of our indexed annuity products 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) Represents the net difference in the change in embedded derivative reserves of our GLB products and the change in the fair value of the derivative instruments we own to hedge, including the cost of purchasing the hedging instruments.

(5) Represents the change in the fair value of the derivatives used to hedge our GDB riders.

12. Stock-Based Incentive Compensation Plans

We sponsor various incentive plans for our employees and directors, and for the employees and agents of our subsidiaries that provide for the issuance of stock options, performance shares (performance-vested shares as opposed to time-vested shares), stock appreciation rights ("SARs") and restricted stock units.

LNC stock-based awards granted were as follows:

	For the Three Months Ended June 30, 2011	For the Six Months Ended June 30, 2011
Awards		
10-year LNC stock options	-	459,093
Performance shares	-	215,137
SARs	-	106,966
Restricted stock units	60,314	511,404
Non-employee:		
Agent stock options	-	95,571
Director stock options	-	32,560
Director restricted stock units	9,635	19,414

13. 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, 2011		As of December 31, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
AFS securities:				
Fixed maturity securities	$ 70,920	$ 70,920	$ 68,030	$ 68,030
VIEs' fixed maturity securities	593	593	584	584
Equity securities	144	144	197	197
Trading securities	2,625	2,625	2,596	2,596
Mortgage loans on real estate	6,871	7,444	6,752	7,183
Derivative investments	1,097	1,097	1,076	1,076
Other investments	1,001	1,001	1,038	1,038
Cash and invested cash	2,912	2,912	2,741	2,741
Separate account assets	88,846	88,846	84,630	84,630
Liabilities				
Future contract benefits:				
Indexed annuity contracts embedded derivatives	(506)	(506)	(497)	(497)
GLB reserves embedded derivatives	(278)	(278)	(408)	(408)
Other contract holder funds:				
Remaining guaranteed interest and similar contracts	(1,156)	(1,156)	(1,119)	(1,119)
Account values of certain investment contracts	(26,832)	(27,628)	(26,130)	(27,142)
Short-term debt (1)	(251)	(257)	(351)	(364)
Long-term debt	(5,729)	(5,858)	(5,399)	(5,512)
Reinsurance related embedded derivatives	(119)	(119)	(102)	(102)
VIEs' liabilities - derivative instruments	(198)	(198)	(209)	(209)
Other liabilities:				
Deferred compensation plans embedded derivatives	(360)	(360)	(363)	(363)
Credit default swaps	(7)	(7)	(16)	(16)

(1) The difference between the carrying value and fair value of short-term debt as of June 30, 2011, and December 31, 2010, related to current maturities of long-term debt.

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 on real estate 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.

Other Investments

The carrying value of our assets classified as other investments approximates their fair value. Other investments include LPs and other privately held investments that are accounted for using the equity method of accounting.

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, 2011, and December 31, 2010, the remaining guaranteed interest and similar contracts carrying value approximates 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.

Short-term and Long-term Debt

The fair value of long-term debt is based on quoted market prices or estimated using discounted cash flow analysis determined in conjunction with our incremental borrowing rate as of the balance sheet date for similar types of borrowing arrangements where quoted prices are not available. For short-term debt, excluding current maturities of long-term debt, the carrying value approximates fair value.

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, 2011, or December 31, 2010, 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 the 2010 Form 10-K:

	As of June 30, 2011			
	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	$ 61	$ 53,196	$ 1,573	$ 54,830
U.S. Government bonds	235	3	2	240
Foreign government bonds	-	498	96	594
MBS:				
CMOs	-	5,351	28	5,379
MPTS	-	3,016	133	3,149
CMBS	-	1,753	53	1,806
ABS CDOs	-	-	126	126
State and municipal bonds	-	3,479	-	3,479
Hybrid and redeemable preferred securities	25	1,186	106	1,317
VIEs' fixed maturity securities	-	593	-	593
Equity AFS securities:				
Banking securities	-	2	-	2
Insurance securities	3	-	30	33
Other financial services securities	-	9	22	31
Other securities	34	-	44	78
Trading securities	2	2,552	71	2,625
Derivative investments	-	(395)	1,492	1,097
Cash and invested cash	-	2,912	-	2,912
Separate account assets	-	88,846	-	88,846
Total assets	$ 360	$ 163,001	$ 3,776	$ 167,137
Liabilities				
Future contract benefits:				
Indexed annuity contracts embedded derivatives	$ -	$ -	$ (506)	$ (506)
GLB reserves embedded derivatives	-	-	(278)	(278)
Long-term debt - interest rate swap agreements	-	(83)	-	(83)
Reinsurance related embedded derivatives	-	(119)	-	(119)
VIEs' liabilities - derivative instruments	-	-	(198)	(198)
Other liabilities:				
Deferred compensation plans embedded derivatives	-	-	(360)	(360)
Credit default swaps	-	-	(7)	(7)
Total liabilities	$ -	$ (202)	$ (1,349)	$ (1,551)

	As of December 31, 2010			
	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	$ 60	$ 49,864	$ 1,816	$ 51,740
U.S. Government bonds	160	3	2	165
Foreign government bonds	-	395	113	508
MBS:				
CMOs	-	5,734	23	5,757
MPTS	-	2,985	96	3,081
CMBS	-	1,944	109	2,053
ABS CDOs	-	2	172	174
State and municipal bonds	-	3,155	-	3,155
Hybrid and redeemable preferred securities	18	1,260	119	1,397
VIEs' fixed maturity securities	-	584	-	584
Equity AFS securities:				
Banking securities	-	58	-	58
Insurance securities	3	-	34	37
Other financial services securities	-	8	24	32
Other securities	34	2	34	70
Trading securities	2	2,518	76	2,596
Derivative investments	-	(419)	1,495	1,076
Cash and invested cash	-	2,741	-	2,741
Separate account assets	-	84,630	-	84,630
Total assets	$ 277	$ 155,464	$ 4,113	$ 159,854
Liabilities				
Future contract benefits:				
Indexed annuity contracts embedded derivatives	$ -	$ -	$ (497)	$ (497)
GLB reserves embedded derivatives	-	-	(408)	(408)
Long-term debt - interest rate swap agreements	-	(55)	-	(55)
Reinsurance related embedded derivatives	-	(102)	-	(102)
VIEs' liabilities - derivative instruments	-	-	(209)	(209)
Other liabilities:				
Deferred compensation plans embedded derivatives	-	-	(363)	(363)
Credit default swaps	-	-	(16)	(16)
Total liabilities	$ -	$ (157)	$ (1,493)	$ (1,650)

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 DAC, VOBA, DSI and 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, 2011					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Settlements, Calls, Net	Transfers In or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 1,806	$ 23	$ 33	$ (200)	$ (89)	$ 1,573
U.S. Government bonds	2	-	-	-	-	2
Foreign government bonds	100	-	(4)	-	-	96
MBS:						
CMOs	22	(1)	1	6	-	28
MPTS	93	-	2	38	-	133
CMBS	64	(22)	24	(12)	(1)	53
ABS:						
ABS CDOs	136	-	2	(12)	-	126
Hybrid and redeemable preferred securities	124	-	4	-	(22)	106
Equity AFS securities:						
Insurance securities	28	-	-	2	-	30
Other financial services securities	22	-	-	-	-	22
Other securities	46	-	(2)	-	-	44
Trading securities	71	-	4	(1)	(3)	71
Derivative investments	1,439	62	7	(16)	-	1,492
Future contract benefits: (4)						
Indexed annuity contracts embedded derivatives	(528)	6	-	16	-	(506)
GLB reserves embedded derivatives	(118)	(160)	-	-	-	(278)
VIEs' liabilities - derivative instruments (5)	(203)	5	-	-	-	(198)
Other liabilities:						
Deferred compensation plans embedded derivatives (6)	(357)	(5)	-	2	-	(360)
Credit default swaps (7)	(6)	(1)	-	-	-	(7)
Total, net	$ 2,741	$ (93)	$ 71	$ (177)	$ (115)	$ 2,427

	For the Three Months Ended June 30, 2010					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales Maturities, Settlements, Calls, Net	Transfers In or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 2,281	$ (5)	$ 21	$ (11)	$ (377)	$ 1,909
U.S. Government bonds	2	-	-	-	2	4
Foreign government bonds	90	-	2	-	-	92
MBS:						
CMOs	31	(1)	1	(1)	(1)	29
MPTS	174	-	3	(76)	-	101
CMBS	250	(2)	10	(17)	(122)	119
ABS:						
ABS CDOs	159	-	1	(5)	1	156
State and municipal bonds	-	-	-	20	-	20
Hybrid and redeemable preferred securities	135	8	(12)	(38)	-	93
Equity AFS securities:						
Insurance securities	30	-	(4)	-	-	26
Other financial services securities	27	-	(4)	-	-	23
Other securities	34	-	-	-	-	34
Trading securities	75	-	6	(2)	(2)	77
Derivative investments	1,281	620	5	99	-	2,005
Future contract benefits: (4)						
Indexed annuity contracts embedded derivatives	(457)	56	-	18	-	(383)
GLB reserves embedded derivatives	(495)	(1,174)	-	-	-	(1,669)
VIEs' liabilities - derivative instruments (5)	(229)	(68)	-	-	-	(297)
Other liabilities:						
Deferred compensation plans embedded derivatives (6)	(300)	9	-	(28)	-	(319)
Credit default swaps (7)	(44)	(17)	-	31	-	(30)
Total, net	$ 3,044	$ (574)	$ 29	$ (10)	$ (499)	$ 1,990

	For the Six Months Ended June 30, 2011					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Settlements, Calls, Net	Transfers In or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 1,816	$ 23	$ 44	$ (221)	$ (89)	$ 1,573
U.S. Government bonds	2	-	-	-	-	2
Foreign government bonds	113	-	3	(3)	(17)	96
MBS:						
CMOs	23	(3)	3	5	-	28
MPTS	96	-	1	36	-	133
CMBS	109	(45)	54	(64)	(1)	53
ABS:						
ABS CDOs	172	14	(9)	(51)	-	126
Hybrid and redeemable preferred securities	119	(1)	5	-	(17)	106
Equity AFS securities:						
Insurance securities	34	1	-	(5)	-	30
Other financial services securities	24	7	(1)	(8)	-	22
Other securities	34	-	2	6	2	44
Trading securities	76	-	2	(3)	(4)	71
Derivative investments	1,495	(84)	(11)	92	-	1,492
Future contract benefits: (4)						
Indexed annuity contracts embedded derivatives	(497)	54	-	(63)	-	(506)
GLB reserves embedded derivatives	(408)	130	-	-	-	(278)
VIEs' liabilities - derivative instruments (5)	(209)	11	-	-	-	(198)
Other liabilities:						
Deferred compensation plans embedded derivatives (6)	(363)	(13)	-	16	-	(360)
Credit default swaps (7)	(16)	2	-	7	-	(7)
Total, net	$ 2,620	$ 96	$ 93	$ (256)	$ (126)	$ 2,427

	For the Six Months Ended June 30, 2010					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales, Maturities, Settlements, Calls, Net	Transfers In or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 2,070	$ (9)	$ 11	$ (119)	$ (44)	$ 1,909
U.S. Government bonds	3	-	-	(1)	2	4
Foreign government bonds	92	-	2	(3)	1	92
MBS:						
CMOs	35	(2)	1	(3)	(2)	29
MPTS	101	-	4	(4)	-	101
CMBS	259	(2)	20	(36)	(122)	119
ABS:						
CDOs	153	-	11	(11)	3	156
CLNs	322	-	278	-	(600)	-
State and municipal bonds	-	-	-	20	-	20
Hybrid and redeemable preferred securities	156	3	(37)	(29)	-	93
Equity AFS securities:						
Insurance securities	43	-	(4)	(13)	-	26
Other financial services securities	22	(3)	4	-	-	23
Other securities	23	-	-	11	-	34
Trading securities	91	1	(10)	(5)	-	77
Derivative investments	1,368	489	7	141	-	2,005
Future contract benefits: (4)						
Indexed annuity contracts embedded derivatives	(419)	15	-	21	-	(383)
GLB reserves embedded derivatives	(676)	(993)	-	-	-	(1,669)
VIEs' liabilities - derivative instruments (5)	-	(72)	-	-	(225)	(297)
Other liabilities:						
Deferred compensation plans embedded derivatives (6)	(332)	1	-	12	-	(319)
Credit default swaps (7)	(65)	(7)	-	42	-	(30)
Total, net	$ 3,246	$ (579)	$ 287	$ 23	$ (987)	$ 1,990

(1) The changes in fair value of the interest rate swaps are offset by an adjustment to derivative investments. See "Derivatives Instruments Designated and Qualifying as Fair Value Hedges" section in Note 6.

(2) Transfers in 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 prior periods.

(3) Amortization and accretion of premiums and discounts are included in net investment income on our Consolidated Statements of Income (Loss). Gains (losses) from sales, maturities, settlements and calls and OTTI are included in realized gain (loss) on our Consolidated Statements of Income (Loss).

(4) Gains (losses) from sales, maturities, settlements and calls are included in realized gain (loss) on our Consolidated Statements of Income (Loss).

(5) The changes in fair value of the credit default swaps and contingency forwards are included in realized gain (loss) on our Consolidated Statements of Income (Loss).

(6) Deferrals and subsequent changes in fair value for the participants' investment options are reported in underwriting, acquisition, insurance and other expenses on our Consolidated Statements of Income (Loss).
(7) Gains (losses) from sales, maturities, settlements and calls are included in net investment income on our Consolidated Statements of Income (Loss).

The following provides the components of the items included in issuances, sales, maturities, settlements, 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, 2011					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 22	$ (125)	$ -	$ (9)	$ (88)	$ (200)
MBS:						
CMOs	7	-	-	(1)	-	6
MPTS	40	-	-	(2)	-	38
CMBS	-	(9)	-	(3)	-	(12)
ABS CDOs	-	-	-	(12)	-	(12)
Equity AFS securities:						
Insurance securities	2	-	-	-	-	2
Trading securities	-	(1)	-	-	-	(1)
Derivative investments	107	(25)	(98)	-	-	(16)
Future contract benefits:						
Indexed annuity contracts embedded derivatives	(20)	-	-	36	-	16
Other liabilities:						
Deferred compensation plans embedded derivatives	-	-	-	2	-	2
Total, net	$ 158	$ (160)	$ (98)	$ 11	$ (88)	$ (177)

	For the Six Months Ended June 30, 2011					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 38	$ (133)	$ (1)	$ (36)	$ (89)	$ (221)
Foreign government bonds	-	(3)	-	-	-	(3)
MBS:						
CMOs	8	-	-	(3)	-	5
MPTS	40	-	-	(4)	-	36
CMBS	-	(53)	-	(11)	-	(64)
ABS CDOs	-	(33)	-	(18)	-	(51)
Equity AFS securities:						
Insurance securities	2	(7)	-	-	-	(5)
Other financial services securities	-	(8)	-	-	-	(8)
Other securities	6	-	-	-	-	6
Trading securities	-	(1)	-	(2)	-	(3)
Derivative investments	275	(27)	(156)	-	-	92
Future contract benefits:						
Indexed annuity contracts embedded derivatives	(38)	-	-	(25)	-	(63)
Other liabilities:						
Deferred compensation plans embedded derivatives	-	-	-	16	-	16
Credit default swaps	-	7	-	-	-	7
Total, net	$ 331	$ (258)	$ (157)	$ (83)	$ (89)	$ (256)

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 June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Investments: (1)				
Derivative investments	$ 62	$ 599	$ (94)	$ 487
Future contract benefits: (1)				
Indexed annuity contracts embedded derivatives	-	(78)	(4)	(5)
GLB reserves embedded derivatives	(108)	(1,130)	229	(910)
VIEs' liabilities - derivative instruments (1)	5	(68)	11	(72)
Other liabilities:				
Deferred compensation plans embedded derivatives (2)	5	9	13	1
Credit default swaps (3)	(1)	(26)	1	(27)
Total, net	$ (37)	$ (694)	$ 156	$ (526)

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

(2) Included in underwriting, acquisition, insurance and other expenses on our Consolidated Statements of Income (Loss).

(3) Included in net investment income on our Consolidated Statements of Income (Loss).

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

	For the Three Months Ended June 30, 2011			For the Three Months Ended June 30, 2010		
	Transfers In to Level 3	Transfers Out of Level 3	Total	Transfers In to Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 21	$ (110)	$ (89)	$ 39	$ (416)	$ (377)
U.S. Government bonds	-	-	-	2	-	2
MBS:						
CMOs	-	-	-	-	(1)	(1)
CMBS	-	(1)	(1)	3	(125)	(122)
ABS CDOs	-	-	-	1	-	1
Hybrid and redeemable preferred securities	-	(22)	(22)	-	-	-
Trading securities	-	(3)	(3)	-	(2)	(2)
Total, net	$ 21	$ (136)	$ (115)	$ 45	$ (544)	$ (499)

	For the Six Months Ended June 30, 2011			For the Six Months Ended June 30, 2010		
	Transfers In to Level 3	Transfers Out of Level 3	Total	Transfers In to Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 34	(123)	$ (89)	$ 143	(187)	$ (44)
U.S. Government bonds	-	-	-	2	-	2
Foreign government bonds	-	(17)	(17)	1	-	1
MBS:						
CMOs	-	-	-	-	(2)	(2)
CMBS	-	(1)	(1)	3	(125)	(122)
ABS:						
CDOs	-	-	-	3	-	3
CLNs	-	-	-	-	(600)	(600)
Hybrid and redeemable preferred securities	4	(21)	(17)	-	-	-
Equity AFS securities:						
Other securities	2	-	2	-	-	-
Trading securities	-	(4)	(4)	-	-	-
VIEs' liabilities - derivative instruments	-	-	-	(225)	-	(225)
Total, net	$ 40	$ (166)	$ (126)	$ (73)	$ (914)	$ (987)

For the three and six months ended June 30, 2011, our corporate bonds transfers in and out were attributable primarily to the securities' observable market information being available or no longer being available. For the three and six months ended June 30, 2010, our corporate bonds transfers in and out were attributable primarily to the securities' observable market information being available or no longer being available and the ABS CLNs transfer out of Level 3 and VIEs' liabilities – derivative instruments transfer into Level 3 were related to new accounting guidance that is discussed in Note 4 of our 2010 Form 10-K. For the three and six months ended June 30, 2011 and 2010, there were no significant transfers between Level 1 and 2 of the fair value hierarchy.

14. Segment Information

We provide products and services in two operating businesses and report results through four business segments as follows:

Business	Corresponding Segments
Retirement Solutions	Annuities
	Defined Contribution
Insurance Solutions	Life Insurance
	Group Protection

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. The following is a brief description of these segments and Other Operations.

Retirement Solutions

The Retirement Solutions business provides its products through two segments: Annuities and Defined Contribution. The Annuities segment provides tax-deferred investment growth and lifetime income opportunities for its clients by offering individual fixed annuities, including indexed annuities and variable annuities. The Defined Contribution segment provides employer-sponsored variable and fixed annuities, defined benefit, individual retirement accounts and mutual-fund based programs in the retirement plan marketplaces.

Insurance Solutions

The Insurance Solutions business provides its products through two segments: Life Insurance and Group Protection. The Life Insurance segment offers wealth protection and transfer opportunities through term insurance, a linked-benefit product (which is a UL policy linked with riders that provide for long-term care costs) and both single (including corporate-owned UL and VUL and bank-owned UL and VUL) and survivorship versions of UL and VUL insurance products. The Group Protection segment offers group life, disability and dental insurance to employers. These offices develop business through employee benefit brokers, third-party administrators and other employee benefit firms.

Other Operations

Other Operations includes investments related to the excess capital in our insurance subsidiaries; investments in media properties and other corporate investments; benefit plan net liability; the unamortized deferred gain on indemnity reinsurance related to the sale of reinsurance to Swiss Re in 2001; the results of certain disability income business due to the rescission of a reinsurance agreement with Swiss Re; the Institutional Pension business, which is a closed-block of pension business, the majority of which was sold on a group annuity basis, and is currently in run-off; and debt costs. We are actively managing our remaining radio station clusters to maximize performance and future value.

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)"):
  - § Sale or disposal of securities;
  - § Impairments of securities;
  - § Change in the fair value of derivative investments, embedded derivatives within certain reinsurance arrangements and our trading securities;
  - § Change in the fair value of the derivatives we own to hedge our GDB riders within our variable annuities;
  - § Change in the GLB embedded derivative reserves, net of the change in the fair value of the derivatives we own to hedge the changes in the embedded derivative reserves; 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 under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC;
- Change in reserves accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC resulting from benefit ratio unlocking on our GDB and GLB riders ("benefit ratio unlocking");
- Income (loss) from the initial adoption of new accounting standards;

- Income (loss) from reserve changes (net of related amortization) on business sold through reinsurance;
- Gain (loss) on early extinguishment of debt;
- Losses from the impairment of intangible assets; and
- Income (loss) from discontinued operations.

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

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

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,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues				
Operating revenues:				
Retirement Solutions:				
Annuities	$ 734	$ 645	$ 1,465	$ 1,275
Defined Contribution	260	245	523	486
Total Retirement Solutions	994	890	1,988	1,761
Insurance Solutions:				
Life Insurance	1,229	1,135	2,376	2,264
Group Protection	501	470	979	915
Total Insurance Solutions	1,730	1,605	3,355	3,179
Other Operations	114	121	232	244
Excluded realized gain (loss), pre-tax	(35)	(11)	(58)	(52)
Amortization of deferred gain arising from reserve changes on business sold through reinsurance, pre-tax	1	1	1	1
Amortization of DFEL associated with benefit ratio unlocking, pre-tax	-	(1)	-	(1)
Total revenues	$ 2,804	$ 2,605	$ 5,518	$ 5,132

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Net Income (Loss)				
Income (loss) from operations:				
Retirement Solutions:				
Annuities	$ 150	$ 116	$ 297	$ 235
Defined Contribution	42	36	91	72
Total Retirement Solutions	192	152	388	307
Insurance Solutions:				
Life Insurance	152	151	319	288
Group Protection	26	23	51	44
Total Insurance Solutions	178	174	370	332
Other Operations	(22)	(36)	(59)	(73)
Excluded realized gain (loss), after-tax	(22)	(7)	(38)	(34)
Income (expense) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	1	1
Benefit ratio unlocking, after-tax	(1)	(31)	3	(25)
Income (loss) from continuing operations, after-tax	325	252	665	508
Income (loss) from discontinued operations, after-tax	-	3	-	31
Net income (loss)	$ 325	$ 255	$ 665	$ 539

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, 2011, compared with December 31, 2010, and the results of operations for the three and six months ended June 30, 2011, compared with the corresponding periods in 2010 of Lincoln National Corporation and its consolidated subsidiaries. Unless otherwise stated or the context otherwise requires, "LNC," "Lincoln," "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, 2010 ("2010 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 reports on Form 10-Q filed in 2011; and our current reports on Form 8-K filed in 2011.

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. Income (loss) from operations is net income recorded in accordance with United States of America generally accepted accounting principles ("GAAP") 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 of securities;
  - § Impairments of securities;
  - § Change in the fair value of derivative investments, embedded derivatives within certain reinsurance arrangements and our trading securities;
  - § Change in the fair value of the derivatives we own to hedge our guaranteed death benefit ("GDB") riders within our variable annuities, which is referred to as "GDB derivatives results";
  - § Change in the fair value of the embedded derivatives of our guaranteed living benefit ("GLB") riders within our variable annuities accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the Financial Accounting Standards Board ("FASB") Accounting Standards CodificationTM ("ASC") ("embedded derivative reserves"), net of the change in the fair value of the derivatives we own to hedge the changes in the embedded derivative reserves, the net of which is referred to as "GLB 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 under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC ("indexed annuity forward-starting option");
- Change in reserves accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC resulting from benefit ratio unlocking on our GDB and GLB riders ("benefit ratio unlocking");
- Income (loss) from the initial adoption of new accounting standards;
- Income (loss) from reserve changes (net of related amortization) on business sold through reinsurance;
- Gain (loss) on early extinguishment of debt;
- Losses from the impairment of intangible assets; and
- Income (loss) from discontinued operations.

Income (loss) from operations available to common stockholders is net income (loss) available to common stockholders (used in the calculation of earnings (loss) per share) in accordance with GAAP, excluding the after-tax effects of the items above and the acceleration of our Series B preferred stock discount as a result of redemption prior to five years from the date of issuance.

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

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

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 report operating revenues and income (loss) from operations by segment in Note 14. 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.

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.

Certain reclassifications have been made to prior periods' financial information.

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 i connection 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 capital and credit market conditions could cause us to realize impairments on investments and certain intangible assets, including goodwill and a 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, or otherwise affect our ability to conduct business, including changes to statutory reserves and/or risk-based capital ("RBC") requirements related to secondary guarantees under universal life and variable annuity products such as Actuarial Guideline 43 (also known as Commissioners Annuity Reserve Valuation Method for Variable Annuities or VACARVM); restrictions on revenue sharing and 12b-1 payments; and the potential for U.S. Federal tax reform;
- Uncertainty about the effect of rules and regulations to be promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act on us and the economy and the 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 extra-contractual and class action cases; new decisions that result in changes in law; and unexpected trial court rulings;
-

Changes in or sustained low interest rates causing reductions of investment income, estimated gross profits relating to our variable annuity and universal life products, the margins of our subsidiaries' fixed annuity and life insurance businesses and demand for their products;

- 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 amortization of deferred acquisition costs ("DAC"), value of business acquired ("VOBA"), deferred sales inducements ("DSI") and DFEL and an increase in liabilities related to guaranteed benefit features of our subsidiaries' variable annuity products;
- Ineffectiveness of our 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 amortization of DAC, VOBA, DSI and DFEL, which may reduce future earnings;
- Changes in GAAP, including convergence with International Financial Reporting Standards, as well as the methodologies, estimations and assumptions thereunder, 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 or corporate governance issues that may adversely affect the value of certain investments in our portfolios requiring that we realize losses on such investments;
- The effect of acquisitions and divestitures, restructurings, product withdrawals and other unusual items, including our ability to integrate acquisitions and to obtain the anticipated results and synergies from acquisitions;
- The adequacy and collectibility 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 changes in the demographics of their client base, as aging baby-boomers move from the asset-accumulation stage to the asset-distribution stage of life; and
- Loss of key management, financial planners or wholesalers.

The risks included here are not exhaustive. Our annual report on Form 10-K, quarterly reports 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 business 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, term life insurance, mutual funds and group life, disability and dental.

We provide products and services in two operating businesses and report results through four business segments as follows:

Business	Corresponding Segments
Retirement Solutions	Annuities
	Defined Contribution
	Life Insurance

Insurance Solutions	Group Protection

These operating businesses and their segments are described in "Part I – Item 1. Business" of our 2010 Form 10-K. We also have Other Operations, which includes the financial data for operations that are not directly related to the business segments.

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

Current Market Conditions

Recent unfavorable market conditions including, but not limited to, the following concerns are weighing on and threatening the financial stability of the U.S. economy:

- Uncertainty regarding the long-term effect of the recently passed Budget Control Act of 2011;
- Revision of Standard and Poor's ("S&P's") outlook on the long-term rating of the U.S. sovereign debt to negative from stable in April 2011 followed by placing the long-term and short-term debt ratings on watch with negative implications in July 2011; a credit rating review for the first time since 1996 by Moody's Investors Service ("Moody's") followed by placing the ratings of the U.S. sovereign debt, Fannie Mae, Freddie Mac, the Federal Home Loan Bank System and the Farm Credit System on review for possible downgrade in July 2011; and warnings of possible downgrades of the U.S. sovereign debt by Fitch Ratings ("Fitch") in June 2011;

- Persistent high unemployment, shrinking unemployment benefits and weak job creation;
- Slow and unpredictable U.S. housing market, as evidenced by the following:
  - § The S&P/Case-Shiller® U.S. national home price index confirmed in May 2011 a double-dip in home prices across much of the U.S. based on data through March 2011, as home prices fell to their mid-2002 levels, followed by an increase in home prices for two consecutive months due to seasonal demand based on data through May 2011; and
  - § U.S. home sales remained flat in June 2011, although contract cancellations, tight credit and tightened lending standards continued to constrain the housing market;
- Stressed economic and political conditions in Europe;
- Declining consumer confidence; and
- Ongoing conflicts in the Middle East.

The Federal Reserve's projections for the remainder of 2011 and 2012 announced in June 2011 reflect weak growth and a slowing economic recovery. In the face of these economic challenges, we continue to focus on building our businesses through these difficult markets and beyond by developing and introducing high quality products, expanding distribution into new and existing key accounts and channels and targeting market segments that have high growth potential while maintaining a disciplined approach to managing our expenses.

As a result of our focus on building strong liquidity and capital positions and improving earnings in our core businesses, Moody's improved its outlook on our company to positive from stable on June 22, 2011. For more information about ratings, see "Part I – Item 1. Business – Ratings" in our 2010 Form 10-K.

Significant Operational Matters

Earnings from Account Values

The Annuities and Defined Contribution segments are the most sensitive to the equity markets, as well as, to a lesser extent, our Life Insurance segment. We discuss the earnings effect of the equity markets on account values and the related asset-based earnings below in "Part I – Item 3. Quantitative and Qualitative Disclosures About Market Risk – Equity Market Risk – Effect of Equity Market Sensitivity." From December 31, 2010, to June 30, 2011, our account values were up $6.4 billion driven primarily by an increase in equity markets during the first six months of 2011 and positive net flows.

Improvement of Return on Equity

One of our highest priorities continues to be increasing our return on equity ("ROE"). Growth in ROE will be driven by a number of items including:

- Earnings mix shift to businesses with higher returns;
- Continued sales of products that have higher returns than the products already in force; and
- Capital management actions consisting of redeployment of excess capital (including returning capital to common stockholders) and further generation of excess capital.

Strategic Investments

We continue to make strategic investments in our businesses to grow revenues, further spur productivity and improve our efficiency and service to our customers. These efforts include investments in technology and system upgrades, new products for the voluntary market and expanded distribution focus.

Industry Trends

We continue to be influenced by a variety of trends that affect the industry. For information on these trends, see "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Executive Summary – Industry Trends" in our 2010 Form 10-K.

Issues and Outlook

For the remainder of 2011 and the near term, significant issues include:

- Increased actions by government and regulatory authorities to introduce regulations that could have a significant effect on our earnings and/or business models;

- Continuation of the low interest rate environment in comparison to historical periods;
- Implementation of new accounting requirements in 2012 that could have a significant effect on the earnings and/or business models of companies within the insurance industry, including Lincoln; and
- Loss ratios remaining at the high end of our long-term expectations in our Group Protection segment.

In the face of these issues and potential issues, we expect to focus on the following:

- Closely monitoring our capital and liquidity positions taking into account the uncertain economic recovery and changing statutory accounting and reserving practices;
- Continuing to explore additional financing strategies addressing the statutory reserve strain related to our secondary guarantee UL products in order to manage our capital position effectively in accordance with our pricing guidelines;
- Taking actions to manage the risk of a continuation of lower interest rates;
- Closely monitoring ongoing changes in the legal and regulatory environment;
- Controlling our non-medical loss ratios through continued focus on claims risk management;
- Increasing our product development activities together with identifying future product development initiatives;
- Evaluating opportunities for strategic investments in our businesses to grow revenues and further spur productivity; and
- Managing our expenses aggressively through process improvement initiatives combined with continued financial discipline and execution excellence throughout our operations.

For additional factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language."

Critical Accounting Policies and Estimates

The MD&A included in our 2010 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 2010 Form 10-K and, accordingly, should be read in conjunction with the "Critical Accounting Policies and Estimates" discussed in our 2010 Form 10-K.

DAC, VOBA, DSI and DFEL

Unlocking

As discussed and defined in our 2010 Form 10-K, we may record retrospective unlocking, prospective unlocking – assumption changes and prospective unlocking – model refinements on a quarterly basis that result in increases or decreases to the carrying values of DAC, VOBA, DSI, DFEL, embedded derivatives and reserves for life insurance and annuity products with living benefit and death benefit guarantees. The primary distinction between retrospective and prospective unlocking is that retrospective unlocking is driven by the difference between actual gross profits compared to estimated gross profits ("EGPs") each period, while prospective unlocking is driven by changes in assumptions or projection models related to our expectations of future EGPs.

Reversion to the Mean

As equity markets 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 2010 Form 10-K.

As of June 30, 2011, our long-term separate account growth assumption rate is an immediate drop of approximately 15% and growth going forward of 9%, which is used in the determination of DAC, VOBA, DSI and DFEL amortization for the variable component of our variable annuity and VUL products, as this component is related primarily to underlying investments in equity funds within the separate accounts. If we were to have unlocked our RTM assumption in the corridor as of June 30, 2011, we would have recorded a favorable prospective unlocking of approximately $400 million, pre-tax, for our Retirement Solutions business, and approximately $35 million, pre-tax, for our Insurance Solutions business, as a result of improved market conditions since our last unlock of RTM in the fourth quarter of 2008.

Goodwill and Other Intangible Assets

As discussed in our 2010 Form 10-K, our stock price trading below book value requires us to evaluate and reassess each reporting period whether or not there is an indicator that would require us to perform an impairment test. We believe that our stock price has been unfavorably affected by macroeconomic events and concerns about the economic recovery and other concerns about the global economy as discussed above in “Current Market Conditions” and continues to be lower than our book value. We believe that our stock price is not representative of the underlying fair value of our reporting units and do not believe there is an indicator that requires us to perform an interim impairment test since our annual evaluation as of October 1, 2010. However, we will continue to reassess each reporting period whether or not there is an indicator that would require us to perform an impairment test.

Investments

Investment Valuation

The following summarizes our investments carried at fair value by pricing source and the Fair Value Measurements and Disclosures Topic of the FASB ASC hierarchy level (in millions):

	As of June 30, 2011			
	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	$ 360	$ 62,569	$ -	$ 62,929
Priced by independent broker quotations	-	-	2,345	2,345
Priced by matrices	-	8,674	-	8,674
Priced by other methods (1)	-	-	1,431	1,431
Total	$ 360	$ 71,243	$ 3,776	$ 75,379
Percent of total	1%	94%	5%	100%

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

For more information about the three-level hierarchy that we use to categorize 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 2010 Form 10-K and Note 13.

As of June 30, 2011, 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 an internationally recognized pricing service as our primary pricing source, and we generally do not obtain multiple prices for our financial instruments. We generally use prices from the pricing service rather than broker quotes as we have documentation from the pricing service on the observable market inputs that they use to determine the prices in contrast to the broker quotes where we have limited information on the pricing inputs. As of June 30, 2011, we only obtained multiple prices for 44 available-for-sale ("AFS") and trading securities. These multiple prices were related primarily to instances where the vendor was providing a price for the first time and we also received a broker quote. In these instances, we used the price from the pricing service due to the higher reliability as discussed above. As of June 30, 2011, we used broker quotes for 116 securities as our final price source, representing approximately 2% 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 6 of this report and "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2010 Form 10-K.

Guaranteed Living Benefits

As of June 30, 2011, the fair value of our derivative assets, which hedge both our GLB and GDB features, and including margins generated by futures contracts, was $992 million. As of June 30, 2011, the sum of all GLB liabilities at fair value, excluding the non-performance risk ("NPR") adjustment, and GDB reserves was $373 million, comprised of $332 million for GLB liabilities and $41 million for the GDB reserves. The fair value of the hedge assets exceeded the estimated liabilities by $619 million. However, the relationship of hedge assets to the liabilities for the guarantees may vary in any given reporting period due to market conditions, hedge performance and/or changes to the hedging strategy.

Approximately 46% of our variable annuity account values contained a guaranteed withdrawal benefit ("GWB") rider as of June 30, 2011. Declines in the equity markets increase our exposure to potential benefits under the GWB contracts, leading to an increase in our existing liability for those benefits. The increase in the equity markets over the recent months has decreased our existing liability. For example, a GWB contract is "in the money" if the contract holder's account balance falls below the guaranteed amount. As of June 30, 2011, and June 30, 2010, 34% and 83% respectively, of all GWB in-force contracts were "in the money," and our exposure to the guaranteed amounts, after reinsurance, as of June 30, 2011, and June 30, 2010, was $853 million and $3.1 billion, respectively. Our exposure before reinsurance for these same periods was $968 million and $3.5 billion, respectively.

For information on our GLB and GDB hedging results, see our discussion in "Realized Gain (Loss)" below.

Acquisitions and Dispositions

For information about acquisitions and divestitures, see Note 3 in this report and "Part I – Item 1. Business – Acquisitions and Dispositions," "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Acquisitions and Dispositions" and Note 3 in our 2010 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, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Revenues						
Insurance premiums	$ 594	$ 551	8%	$ 1,162	$ 1,083	7%
Insurance fees	900	793	13%	1,718	1,581	9%
Net investment income	1,181	1,120	5%	2,372	2,226	7%
Realized gain (loss):						
Total OTTI losses on securities	(45)	(11)	NM	(90)	(88)	-2%
Portion of loss recognized in OCI	15	-	NM	21	24	-13%
Net OTTI losses on securities recognized in earnings	(30)	(11)	NM	(69)	(64)	-8%
Realized gain (loss), excluding OTTI losses on securities	17	16	6%	54	43	26%
Total realized gain (loss)	(13)	5	NM	(15)	(21)	29%
Amortization of deferred gain on business sold through reinsurance	19	19	0%	38	38	0%
Other revenues and fees	123	117	5%	243	225	8%
Total revenues	2,804	2,605	8%	5,518	5,132	8%
Benefits and Expenses						
Interest credited	625	614	2%	1,239	1,232	1%
Benefits	1,028	838	23%	1,862	1,617	15%
Underwriting, acquisition, insurance and other expenses	638	754	-15%	1,362	1,467	-7%
Interest and debt expense	72	69	4%	144	137	5%
Total benefits and expenses	2,363	2,275	4%	4,607	4,453	3%
Income (loss) from continuing operations before taxes	441	330	34%	911	679	34%
Federal income tax expense (benefit)	116	78	49%	246	171	44%
Income (loss) from continuing operations	325	252	29%	665	508	31%
Income (loss) from discontinued operations, net of federal income taxes	-	3	-100%	-	31	-100%
Net income (loss)	$ 325	$ 255	27%	$ 665	$ 539	23%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Revenues						
Operating revenues:						
Retirement Solutions:						
Annuities	$ 734	$ 645	14%	$ 1,465	$ 1,275	15%
Defined Contribution	260	245	6%	523	486	8%
Total Retirement Solutions	994	890	12%	1,988	1,761	13%
Insurance Solutions:						
Life Insurance	1,229	1,135	8%	2,376	2,264	5%
Group Protection	501	470	7%	979	915	7%
Total Insurance Solutions	1,730	1,605	8%	3,355	3,179	6%
Other Operations	114	121	-6%	232	244	-5%
Excluded realized gain (loss), pre-tax	(35)	(11)	NM	(58)	(52)	-12%
Amortization of deferred gain arising from reserve changes on business sold through reinsurance, pre-tax	1	1	0%	1	1	0%
Amortization of DFEL associated with benefit ratio unlocking, pre-tax	-	(1)	100%	-	(1)	100%
Total revenues	$ 2,804	$ 2,605	8%	$ 5,518	$ 5,132	8%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Net Income (Loss)						
Income (loss) from operations:						
Retirement Solutions:						
Annuities	$ 150	$ 116	29%	$ 297	$ 235	26%
Defined Contribution	42	36	17%	91	72	26%
Total Retirement Solutions	192	152	26%	388	307	26%
Insurance Solutions:						
Life Insurance	152	151	1%	319	288	11%
Group Protection	26	23	13%	51	44	16%
Total Insurance Solutions	178	174	2%	370	332	11%
Other Operations	(22)	(36)	39%	(59)	(73)	19%
Excluded realized gain (loss), after-tax	(22)	(7)	NM	(38)	(34)	-12%
Income (expense) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	NM	1	1	0%
Benefit ratio unlocking, after-tax	(1)	(31)	97%	3	(25)	112%
Income (loss) from continuing operations, after-tax	325	252	29%	665	508	31%
Income (loss) from discontinued operations, after-tax	-	3	-100%	-	31	-100%
Net income (loss)	$ 325	$ 255	27%	$ 665	$ 539	23%

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Deposits						
Retirement Solutions:						
Annuities	$ 2,927	$ 2,823	4%	$ 5,566	$ 5,099	9%
Defined Contribution	1,199	1,374	-13%	2,540	2,681	-5%
Insurance Solutions - Life Insurance	1,274	1,063	20%	2,544	2,140	19%
Total deposits	$ 5,400	$ 5,260	3%	$ 10,650	$ 9,920	7%
Net Flows						
Retirement Solutions:						
Annuities	$ 700	$ 1,153	-39%	$ 1,183	$ 1,728	-32%
Defined Contribution	(178)	182	NM	(44)	291	NM
Insurance Solutions - Life Insurance	868	650	34%	1,689	1,252	35%
Total net flows	$ 1,390	$ 1,985	-30%	$ 2,828	$ 3,271	-14%

	As of June 30,		
	2011	2010	Change
Account Values			
Retirement Solutions:			
Annuities	$ 88,840	$ 73,324	21%
Defined Contribution	40,287	35,040	15%
Insurance Solutions - Life Insurance	34,567	31,965	8%
Total account values	$ 163,694	$ 140,329	17%

Comparison of the Three Months Ended June 30, 2011 to 2010

Net income increased due primarily to the following:

- Higher earnings from our variable annuity and mutual fund (within our Defined Contribution segment) products as a result of higher average account values driven by increases in the equity markets, and an increase in insurance fees, excluding unlocking, attributable primarily to growth in insurance in force;
- A $24 million favorable retrospective unlocking of DAC, VOBA, DSI, DFEL and the reserves for life insurance and annuity products with living benefit and death benefit guarantees and a lower DAC, VOBA, DSI and DFEL amortization rate, net of interest, excluding unlocking, during the second quarter of 2011, compared to a $21 million unfavorable retrospective unlocking during the second quarter of 2010:

§ The favorable retrospective unlocking during the second quarter of 2011 was due primarily to higher equity markets, expense assessments and prepayment and bond makewhole premiums and lower lapses than our model projections assumed;

§ The lower amortization rate during the second quarter of 2011 was due primarily to higher EGPs attributable to rider fees related to our products with living benefit guarantees and an overall shift in business mix towards products with lower deferrable expense rates; and

§ The unfavorable retrospective unlocking during the second quarter of 2010 was due primarily to the increase in the change in GDB reserves due to our GDB benefit ratio unlocking, partially offset by higher equity markets and expense assessments and lower lapses than our model projections assumed;

- Higher net investment income and relatively flat interest credited, excluding unlocking, driven primarily by:

- § Higher average fixed account values, including the fixed portion of variable annuity contracts, attributable primarily to positive net flows and interest credited to contract holders, partially offset by transfers from fixed to variable;
- § Higher prepayment and bond makewhole premiums, higher portfolio yields on surplus and more favorable investment income on alternative investments (see "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" and "Consolidated Investments – Alternative Investments" below for more information); and
- § Reductions in crediting rates after the second quarter of 2010;

partially offset by:

§ The decline in new money rates and interest rates in general; and

- A $6 million favorable prospective unlocking of DAC, VOBA, DSI, DFEL and reserves for life insurance and annuity products with living benefit and death benefit guarantees during the second quarter of 2011 compared to a $5 million favorable prospective unlocking during the second quarter of 2010 (see "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" for more information):

§ The favorable prospective unlocking during the second quarter of 2011 was recorded in the Life Insurance segment and was due to a $4 million favorable unlocking from assumption changes and a $2 million favorable unlocking from model refinements; and

§ The favorable prospective unlocking during the second quarter of 2010 was due to assumption changes in the Annuities segment.

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

- Higher benefits, excluding unlocking, driven primarily by:

§ Higher death claims; and

§ An increase in secondary guarantee life insurance product reserves from continued growth in the business;

partially offset by:

§ A decrease in the change in GDB reserves from a decrease in our expected GDB benefit payments attributable primarily to the increase in account values above guaranteed levels due to the more favorable equity markets; and

§ More favorable non-medical loss ratio experience within our Group Protection segment;

- Higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to:

§ Higher account values driving higher trail commissions;

§ Higher incentive compensation accruals as a result of higher earnings and production performance relative to targets; and

§ An increase in expenses associated with reserve financing supporting our secondary guarantee UL and term business due primarily to higher pricing that has occurred in reaction to the unfavorable market conditions experienced during the recession and our continued efforts to reduce the strain of these statutory reserves (see "Results of Insurance Solutions – Life Insurance – Income (Loss) from Operations – Strategies to Address Statutory Reserve Strain" below for more information);

partially offset by:

§ Higher legal expenses in 2010; and

- Realized losses in 2011 as compared to realized gains in 2010 attributable primarily to (see our discussion in "Realized Gain (Loss)" below for more information):

§ Higher other-than-temporary impairment ("OTTI") on our AFS mortgage-backed securities ("MBS") securities due to continued weakness within the commercial and residential real estate market that affected select residential mortgage-backed securities ("RMBS") and commercial mortgage-backed securities ("CMBS"); and

§ Gains on GDB derivative results in 2010 as a result of the effect of unfavorable equity markets during 2010;

partially offset by:

§ The realized loss related to certain derivative instruments and trading securities during the second quarter of 2010 attributable primarily to spreads widening on corporate credit default swaps, which affected the derivative instruments related to our consolidated VIEs, partially offset by gains on our trading securities due to the decline in interest rates.

Comparison of the Six Months Ended June 30, 2011 to 2010

Net income increased due primarily to the following:

- Higher earnings from our variable annuity and mutual fund (within our Defined Contribution segment) products as a result of higher average account values driven by increases in the equity markets, and an increase in insurance fees, excluding unlocking, attributable primarily to growth in insurance in force;
- Higher net investment income and relatively flat interest credited, excluding unlocking, driven primarily by:

§ Higher average fixed account values, including the fixed portion of variable annuity contracts, attributable primarily to positive net flows and interest credited to contract holders, partially offset by transfers from fixed to variable;

§ Higher prepayment and bond makewhole premiums, more favorable investment income on alternative investments and higher portfolio yields on surplus (see "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" and "Consolidated Investments – Alternative Investments" below for more information); and

§ Reductions in crediting rates after the second quarter of 2010;

partially offset by:

§ The decline in new money rates and interest rates in general;

- A lower DAC, VOBA, DSI and DFEL amortization rate, net of interest, excluding unlocking, during the first six months of 2011 and a $37 million favorable retrospective unlocking of DAC, VOBA, DSI, DFEL and the reserves for life insurance and

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annuity products with living benefit and death benefit guarantees during the first six months of 2011, compared to a $5 million favorable retrospective unlocking during the first six months of 2010:

§ The lower amortization rate during the first six months of 2011 was due primarily to higher EGPs attributable to rider fees related to our products with living benefit guarantees and an overall shift in business mix towards products with lower deferrable expense rates;

§ The favorable retrospective unlocking during the first six months of 2011 was due primarily to higher equity markets, expense assessments and prepayment and bond makewhole premiums and lower lapses than our model projections assumed, partially offset by lower premiums received than our model projections assumed; and

§ The favorable retrospective unlocking during the first six months of 2010 was due primarily to higher equity markets and expense assessments and lower lapses than our model projections assumed, partially offset by the increase in the change in GDB reserves due to our GDB benefit ratio unlocking; and

- The realized loss related to certain derivative instruments and trading securities during the first six months of 2010 attributable primarily to spreads widening on corporate credit default swaps, which affected the derivative instruments related to our consolidated VIEs, partially offset by gains on our trading securities due to the decline in interest rates.

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

- Higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to:

§ Higher account values driving higher trail commissions;

§ Higher incentive compensation accruals as a result of higher earnings and production performance relative to targets;

§ An increase in expenses associated with reserve financing supporting our secondary guarantee UL and term business due primarily to higher pricing that has occurred in reaction to the unfavorable market conditions experienced during the recession and our continued efforts to reduce the strain of these statutory reserves (see "Results of Insurance Solutions – Life Insurance – Income (Loss) from Operations – Strategies to Address Statutory Reserve Strain" below for more information); and

§ Investments in strategic initiatives related to updating information technology and expanding distribution and support during the first six months of 2011;

partially offset by:

§ Higher legal expenses during the first six months of 2010;

- Higher benefits, excluding unlocking, driven primarily by:

§ Higher death claims; and

§ An increase in secondary guarantee life insurance product reserves from continued growth in the business;

partially offset by:

§ A decrease in the change in GDB reserves from a decrease in our expected GDB benefit payments attributable primarily to the increase in account values above guaranteed levels due to the more favorable equity markets and favorable mortality experience on single-premium immediate annuities; and

§ More favorable non-medical loss ratio experience within our Group Protection segment;

- Income from discontinued operations of $31 million during the first six months of 2010 related to our former Lincoln UK and Investment Management segments (see Note 3 for more information on our discontinued operations); and
- A $20 million favorable prospective unlocking of DAC, VOBA, DSI, DFEL and reserves for life insurance and annuity products with living benefit and death benefit guarantees during the first six months of 2011 compared to a $26 million favorable prospective unlocking during the first six months of 2010 (see "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" for more information):

§ The favorable prospective unlocking during the first six months of 2011 was recorded in the Life Insurance segment and was due to a $19 million favorable unlocking from model refinements and a $1 million favorable unlocking from assumption changes; and

§ The favorable prospective unlocking during the first six months of 2010 was due to assumption changes in the Annuities segment.

The foregoing items are discussed in further detail in results of operations by segment discussions and "Realized Gain (Loss)" below. In addition, for a discussion of the earnings effect of the equity markets, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Equity Market Risk – Effect of Equity Market Sensitivity."

RESULTS OF RETIREMENT SOLUTIONS

The Retirement Solutions business provides its products through two segments: Annuities and Defined Contribution. The Annuities segment provides tax-deferred investment growth and lifetime income opportunities for its clients by offering individual fixed annuities, including indexed annuities, and variable annuities. The Defined Contribution segment provides employer-sponsored variable and fixed annuities, defined benefit, individual retirement accounts and mutual-fund based programs in the retirement plan marketplaces.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language" above.

Annuities

Income (Loss) from Operations

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

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Operating Revenues						
Insurance premiums (1)	$ 22	$ 10	120%	$ 45	$ 20	125%
Insurance fees	321	270	19%	631	530	19%
Net investment income	278	272	2%	566	542	4%
Operating realized gain (loss)	22	16	38%	43	31	39%
Other revenues and fees (2)	91	77	18%	180	152	18%
Total operating revenues	734	645	14%	1,465	1,275	15%
Operating Expenses						
Interest credited	178	177	1%	352	353	0%
Benefits	43	41	5%	78	85	-8%
Underwriting, acquisition, insurance and other expenses	326	282	16%	659	542	22%
Total operating expenses	547	500	9%	1,089	980	11%
Income (loss) from operations before taxes	187	145	29%	376	295	27%
Federal income tax expense (benefit)	37	29	28%	79	60	32%
Income (loss) from operations	$ 150	$ 116	29%	$ 297	$ 235	26%

(1) Includes primarily our single premium immediate annuities ("SPIA"), which have a corresponding offset in benefits for changes in reserves.
(2) Consists primarily of fees attributable to broker-dealer services that are subject to market volatility.

Comparison of the Three Months Ended June 30, 2011 to 2010

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

- Higher insurance fees driven primarily by higher average daily variable account values due to more favorable equity markets;
- A $30 million favorable retrospective unlocking of DAC, VOBA, DSI, DFEL and reserves for our guarantee riders and a lower DAC, VOBA, DSI and DFEL amortization rate, net of interest, excluding unlocking, during the second quarter of 2011, compared to a $21 million favorable retrospective unlocking during the second quarter of 2010:

§ The favorable retrospective unlocking during the second quarter of 2011 was due primarily to higher equity markets, expense assessments and prepayment and bond makewhole premiums and lower lapses than our model projections assumed;

§

The lower amortization rate during the second quarter of 2011 was due primarily to higher EGPs attributable to rider fees related to our products with living benefit guarantees; and

§ The favorable retrospective unlocking during the second quarter of 2010 was due primarily to higher equity markets and expense assessments and lower lapses than our model projections assumed; and

- Lower benefits, excluding SPIA (see footnote one above), due primarily to a decrease in the change in GDB reserves from a decrease in our expected GDB benefit payments attributable primarily to the increase in account values above guaranteed levels due to the more favorable equity markets.

The increase in income from operations was partially offset by the following:

- Higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to:
  - § Higher account values driving higher trail commissions; and
  - § Investments in strategic initiatives related to updating information technology and expanding distribution and support during the second quarter of 2011; and
- A $5 million favorable prospective unlocking of DAC, VOBA, DSI, DFEL and reserves for our guarantee riders during the second quarter of 2010 from assumption changes due to revising the estimate in our models for rider fees related to our annuity products with living benefit guarantees.

Comparison of the Six Months Ended June 30, 2011 to 2010

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

- Higher insurance fees driven primarily by higher average daily variable account values due to more favorable equity markets;
- A $56 million favorable retrospective unlocking of DAC, VOBA, DSI, DFEL and reserves for our guarantee riders and a lower DAC, VOBA, DSI and DFEL amortization rate, net of interest, excluding unlocking, during the first six months of 2011, compared to a $44 million favorable retrospective unlocking during the first six months of 2010:
  - § The favorable retrospective unlocking during the first six months of 2011 was due primarily to higher equity markets, expense assessments and prepayment and bond makewhole premiums and lower lapses than our model projections assumed;
  - § The lower amortization rate during the first six months of 2011 was due primarily to higher EGPs attributable to rider fees related to our products with living benefit guarantees; and
  - § The favorable retrospective unlocking during the first six months of 2010 was due primarily to higher equity markets and expense assessments and lower lapses than our model projections assumed;
- Lower benefits, excluding SPIA (see footnote one above), due primarily to a decrease in the change in GDB reserves from a decrease in our expected GDB benefit payments attributable primarily to the increase in account values above guaranteed levels due to the more favorable equity markets and favorable mortality experience on single-premium immediate annuities; and
- Higher net investment income and relatively flat interest credited, excluding unlocking, driven primarily by:
  - § Higher average fixed account values, including the fixed portion of variable annuity contracts, attributable primarily to positive net flows and interest credited to contract holders, partially offset by transfers from fixed to variable since the second quarter of 2010; and
  - § Higher prepayment and bond makewhole premiums, an increase in surplus investments allocated to this segment, higher portfolio yields on surplus and more favorable investment income on alternative investments within our surplus portfolio (see "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" and "Consolidated Investments – Alternative Investments" below for more information);

partially offset by:

  - § The decline in new money rates and interest rates in general.

The increase in income from operations was partially offset by the following:

- Higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to:
  - § Higher account values driving higher trail commissions; and
  - §

Investments in strategic initiatives related to updating information technology and expanding distribution and support during the first six months of 2011; and

- A $26 million favorable prospective unlocking of DAC, VOBA, DSI, DFEL and reserves for our guarantee riders during the first six months of 2010 from assumption changes due to including an estimate in our models for rider fees related to our annuity products with living benefit guarantees.

Additional Information

During 2010, we completed the planned conversion of our actuarial valuation systems to a uniform platform for certain blocks of business. We have other blocks of business that we intend to convert. Although we expect some differences to emerge as a result of the planned conversion of the other blocks of business, based upon the current status of these efforts, we are not able to provide an estimate or range of the effects to our results of operations until completion of the conversion. In the third quarter of each year, we also conduct our annual comprehensive review of the assumptions and models used for our estimates of future gross profits underlying the amortization of DAC, VOBA, DSI and DFEL and the calculations of the embedded derivatives and reserves for annuity products with living benefit and death benefit guarantees. See “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – DAC, VOBA, DSI and

DFEL" in our 2010 Form 10-K for a detailed discussion of our prospective unlocking process and information on our actuarial system conversion.

We expect higher expenses for this segment for the remainder of 2011 than was experienced in the first half of 2011. The expected increase is attributable primarily to expected increases in investments in strategic initiatives.

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 are an important indicator of future profitability.

The other component of net flows relates to the retention of the business. An important measure of retention is the lapse rate, which compares the amount of withdrawals to the average account values. The overall lapse rate for our annuity products was 8% for the three and six months ended June 30, 2011, compared to 7% for the corresponding periods in 2010.

See Note 8 for information on contractual guarantees to contract holders related to GDB features for our Retirement Solutions business.

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 the interest rate risk due to falling interest rates, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates" herein and "Part I – Item 1A. Risk Factors – 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 2010 Form 10-K.

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. For detail on the operating realized gain (loss), see "Realized Gain (Loss)" below.

Insurance Fees

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

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Insurance Fees						
Mortality, expense and other assessments	$ 325	$ 273	19%	$ 636	$ 536	19%
Surrender charges	10	10	0%	20	20	0%
DFEL:						
Deferrals	(19)	(20)	5%	(35)	(37)	5%
Amortization, net of interest:						
Retrospective unlocking	(1)	1	NM	(1)	-	NM
Amortization, net of interest,						

excluding unlocking		6		6	0%		11		11	0%
Total insurance fees	$	321	$	270	19%	$	631	$	530	19%

	As of June 30,		
	2011	2010	Change
Account Values			
Variable portion of variable annuities	$ 68,551	$ 53,921	27%
Fixed portion of variable annuities	3,286	3,896	-16%
Total variable annuities	71,837	57,817	24%
Fixed annuities, including indexed	17,938	16,501	9%
Fixed annuities ceded to reinsurers	(935)	(994)	6%
Total fixed annuities	17,003	15,507	10%
Total account values	$ 88,840	$ 73,324	21%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Averages						
Daily variable account values, excluding the fixed portion of variable	$ 68,262	$ 56,788	20%	$ 67,365	$ 56,301	20%
Daily S&P 500 Index® ("S&P 500")	1,318.52	1,134.42	16%	1,310.42	1,127.97	16%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Net Flows on Account Values						
Variable portion of variable annuity deposits	$ 1,620	$ 1,322	23%	$ 3,143	$ 2,460	28%
Variable portion of variable annuity withdrawals	(1,702)	(1,214)	-40%	(3,345)	(2,429)	-38%
Variable portion of variable annuity net flows	(82)	108	NM	(202)	31	NM
Fixed portion of variable annuity deposits	736	864	-15%	1,397	1,591	-12%
Fixed portion of variable annuity withdrawals	(88)	(102)	14%	(177)	(200)	12%
Fixed portion of variable annuity net flows	648	762	-15%	1,220	1,391	-12%
Total variable annuity deposits	2,356	2,186	8%	4,540	4,051	12%
Total variable annuity withdrawals	(1,790)	(1,316)	-36%	(3,522)	(2,629)	-34%
Total variable annuity net flows	566	870	-35%	1,018	1,422	-28%
Fixed indexed annuity deposits	480	522	-8%	858	846	1%
Fixed indexed annuity withdrawals	(153)	(111)	-38%	(311)	(235)	-32%
Fixed indexed annuity net flows	327	411	-20%	547	611	-10%
Other fixed annuity deposits	91	115	-21%	168	202	-17%
Other fixed annuity withdrawals	(284)	(243)	-17%	(550)	(507)	-8%

Other fixed annuity net flows	(193)	(128)	-51%	(382)	(305)	-25%
Total annuity deposits	2,927	2,823	4%	5,566	5,099	9%
Total annuity withdrawals	(2,227)	(1,670)	-33%	(4,383)	(3,371)	-30%
Total annuity net flows	$ 700	$ 1,153	-39%	$ 1,183	$ 1,728	-32%

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Other Changes to Account Values						
Change in market value on variable, excluding the fixed portion of variable	$ 147	$ (4,802)	103%	$ 2,364	$ (3,050)	178%
Transfers to the variable portion of variable annuity products from the fixed portion of variable annuity products	699	800	-13%	1,531	1,572	-3%

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 the equity markets. 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. Insurance fees include charges on both our variable and fixed annuity products, but exclude the attributed fees on our GLB products; see "Realized Gain (Loss) – Operating Realized Gain (Loss) – GLB" below 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,		
	2011	2010	Change	2011	2010	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 245	$ 245	0%	$ 493	$ 493	0%
Commercial mortgage loan prepayment and bond makewhole premiums (1)	5	4	25%	17	5	240%
Surplus investments (2)	28	23	22%	56	44	27%
Total net investment income	$ 278	$ 272	2%	$ 566	$ 542	4%
Interest Credited						
Amount provided to contract holders	$ 176	$ 183	-4%	$ 346	$ 365	-5%
DSI deferrals	(9)	(18)	50%	(18)	(37)	51%
Interest credited before DSI amortization	167	165	1%	328	328	0%
DSI amortization:						
Retrospective unlocking	(4)	(2)	-100%	(6)	(4)	-50%
Amortization, excluding unlocking	15	14	7%	30	29	3%
Total interest credited	$ 178	$ 177	1%	$ 352	$ 353	0%

(1) See “Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole 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,		Basis Point	For the Six Months Ended June 30,		Basis Point
	2011	2010	Change	2011	2010	Change
Interest Rate Spread						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.19%	5.47%	(28)	5.24%	5.54%	(30)
Commercial mortgage loan prepayment and bond make whole premiums	0.11%	0.09%	2	0.18%	0.06%	12
Net investment income yield on reserves	5.30%	5.56%	(26)	5.42%	5.60%	(18)
Interest rate credited to contract holders	3.38%	3.51%	(13)	3.34%	3.51%	(17)
Interest rate spread	1.92%	2.05%	(13)	2.08%	2.09%	(1)

Note: The yields, rates and spreads above are calculated using whole dollars instead of dollars rounded to millions.

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Other Information						
Average invested assets on reserves	$ 18,892	$ 17,970	5%	$ 18,841	$ 17,814	6%
Average fixed account values, including the fixed portion of variable	20,668	19,754	5%	20,580	19,625	5%
Transfers to the fixed portion of variable annuity products from the variable portion of variable annuity products	(699)	(800)	13%	(1,531)	(1,572)	3%
Net flows for fixed annuities, including the fixed portion of variable	782	1,045	-25%	1,385	1,697	-18%

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. The interest rate spread for this segment represents the excess of the yield on invested assets on reserves over the average crediting rate. The yield on invested assets on reserves is calculated as net investment income, excluding the amounts attributable to our surplus investments, reverse repurchase agreement interest expense, inter-segment cash management program interest expense and interest on collateral divided by average invested assets on reserves. The average invested assets on reserves is calculated based upon total invested assets, excluding hedge derivatives and collateral. The average crediting rate is calculated as interest credited before DSI amortization, plus the immediate annuity reserve change (included within benefits) divided by the average fixed account values, including the fixed portion of variable annuity contracts, net of coinsured account values. Fixed account values reinsured under modified coinsurance agreements are included in account values for this calculation. Changes in commercial mortgage loan prepayments and bond makewhole 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 reserves of immediate annuity account values driven by premiums, changes in GDB and GLB benefit reserves and our expected costs associated with purchases of derivatives used to hedge our GDB benefit ratio unlocking.

Underwriting, Acquisition, Insurance and Other Expenses

Details underlying underwriting, acquisition, insurance and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Underwriting, Acquisition, Insurance and Other Expenses						
Commissions:						
Deferrable	$ 125	$ 127	-2%	$ 237	$ 224	6%
Non-deferrable	68	50	36%	133	103	29%
General and administrative expenses	93	82	13%	180	160	13%
Taxes, licenses and fees	7	5	40%	15	13	15%
Total expenses incurred, excluding broker-dealer	293	264	11%	565	500	13%
DAC deferrals	(166)	(164)	-1%	(315)	(296)	-6%
Total pre-broker-dealer expenses incurred, excluding amortization, net of interest	127	100	27%	250	204	23%
DAC and VOBA amortization, net of interest:						
Prospective unlocking - assumption changes	-	(8)	100%	-	(39)	100%
Retrospective unlocking	(33)	(20)	-65%	(62)	(47)	-32%
Amortization, net of interest, excluding unlocking	142	132	8%	289	270	7%
Broker-dealer expenses incurred	90	78	15%	182	154	18%
Total underwriting, acquisition, insurance and other expenses	$ 326	$ 282	16%	$ 659	$ 542	22%
DAC Deferrals						
As a percentage of sales/deposits	5.7%	5.8%		5.7%	5.8%	

Commissions and other costs that vary with and are related primarily to the production of new business are deferred to the extent recoverable and are amortized over the lives of the contracts in relation to EGPs. Certain of our 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 and fees.

Defined Contribution

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Operating Revenues						
Insurance fees	$ 55	$ 49	12%	$ 110	$ 100	10%
Net investment income	200	191	5%	405	377	7%
Other revenues and fees (1)	5	5	0%	8	9	-11%
Total operating revenues	260	245	6%	523	486	8%
Operating Expenses						
Interest credited	109	110	-1%	217	220	-1%
Benefits	-	-	NM	-	2	-100%
Underwriting, acquisition, insurance and other expenses	91	85	7%	176	164	7%
Total operating expenses	200	195	3%	393	386	2%
Income (loss) from operations before taxes	60	50	20%	130	100	30%
Federal income tax expense (benefit)	18	14	29%	39	28	39%
Income (loss) from operations	$ 42	$ 36	17%	$ 91	$ 72	26%

(1) Consists primarily of mutual fund account program fees for mid-to-large employers.

Comparison of the Three Months Ended June 30, 2011 to 2010

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

- Higher net investment income and relatively flat interest credited driven primarily by:
  - § Higher prepayment and bond makewhole premiums (see "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" below for more information);
  - § Higher average fixed account values, including the fixed portion of variable annuity contracts, attributable primarily to interest credited to contract holders and transfers from variable to fixed, partially offset by negative net flows, since the second quarter of 2010; and
  - § Reductions in crediting rates after the second quarter of 2010;
- Higher insurance fees driven primarily by higher average daily variable account values due to higher equity markets, partially offset by an overall shift in business mix toward products with lower expense assessment rates and negative net flows; and
- A $2 million unfavorable retrospective unlocking of DAC, VOBA and DSI during the second quarter of 2010 due primarily to higher lapses than our model projections assumed, partially offset by higher equity markets than our model projections assumed.

The increase in income from operations was partially offset by higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to the following:

- Investments in strategic initiatives related to updating information technology and expanding distribution and support during the second quarter of 2011, as discussed in "Additional Information" below; and
- Higher account values driving higher trail commissions.

Comparison of the Six Months Ended June 30, 2011 to 2010

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

- Higher net investment income and relatively flat interest credited driven primarily by:
  - § Higher prepayment and bond makewhole premiums and more favorable investment income on alternative investments within our surplus portfolio (see "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" and "Consolidated Investments – Alternative Investments" below for more information);
  - § Higher average fixed account values, including the fixed portion of variable annuity contracts, attributable primarily to interest credited to contract holders and transfers from variable to fixed, partially offset by negative net flows, since the second quarter of 2010; and
  - § Reductions in crediting rates after the second quarter of 2010;
- A lower DAC, VOBA and DSI amortization rate, net of interest and excluding unlocking, and a $2 million favorable retrospective unlocking of DAC, VOBA and DSI during the first six months of 2011, compared to a $3 million unfavorable retrospective unlocking during the first six months of 2010:
  - § The lower amortization rate during the first six months of 2011 was due primarily to an overall shift in business mix towards products with lower deferrable expense rates for this segment and no VOBA amortization during the first six months of 2011 as our VOBA balance became fully amortized during the fourth quarter of 2010;
  - § The favorable retrospective unlocking during the first six months of 2011 was due primarily to higher equity markets and prepayment and bond makewhole premiums than our model projections assumed; and
  - § The unfavorable retrospective unlocking during the first six months of 2010 was due primarily to higher lapses than our model projections assumed, partially offset by higher equity markets than our model projections assumed; and
- Higher insurance fees driven primarily by higher average daily variable account values due to higher equity markets, partially offset by an overall shift in business mix toward products with lower expense assessment rates.

The increase in income from operations was partially offset by higher underwriting, acquisition, insurance and other expenses, excluding amortization of DAC and VOBA, due primarily to the following:

- Investments in strategic initiatives related to updating information technology and expanding distribution and support during the first six months of 2011, as discussed in "Additional Information" below; and
- Higher account values driving higher trail commissions.

Additional Information

In the third quarter of each year, we conduct our annual comprehensive review of the assumptions and models used for our estimates of future gross profits underlying the amortization of DAC, VOBA and DSI. See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" in our 2010 Form 10-K for a detailed discussion of our prospective unlocking process.

We expect to continue to make investments in strategic initiatives during the remainder of 2011 similar to those made in the second quarter of 2011.

Net flows in this business fluctuate based on the timing of larger plans rolling onto our platform and rolling off over the course of the year, and we expect this trend will continue for the remainder of 2011.

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 are an important indicator of future profitability. The other component of net flows relates to the retention of the business. An important measure of retention is the lapse rate, which compares the amount of withdrawals to the average account values. The overall lapse rate for our annuity and mutual fund products was 13% and 12% for the three and six months ended June 30, 2011, compared to 11% and 12% for the corresponding periods in 2010.

Our lapse rate is 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 "Total Multi-Fund® and Other Variable Annuities"), which are also our higher margin product lines in this segment, due to the fact that they are mature blocks with much of the account values out of their surrender charge period. The proportion of these products to our total account values was 41% and 43% as of June 30, 2011, and 2010, respectively. Due to this expected overall shift in business mix toward products with lower returns, a significant increase in new deposit production will be necessary to maintain earnings at current levels.

See Note 8 for information on contractual guarantees to contract holders related to GDB features for our Retirement Solutions business.

Our fixed annuity business includes products with discretionary and index-based crediting rates that are reset on a quarterly basis. Our ability to retain quarterly 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 the interest rate risk due to falling interest rates, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates" herein and "Part I – Item 1A. Risk Factors – 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 2010 Form 10-K.

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.

Insurance Fees

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Insurance Fees						
Annuity expense assessments	$ 46	$ 41	12%	$ 93	$ 85	9%
Mutual fund fees	8	7	14%	16	13	23%
Total expense assessments	54	48	13%	109	98	11%
Surrender charges	1	1	0%	1	2	-50%
Total insurance fees	$ 55	$ 49	12%	$ 110	$ 100	10%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
Averages	2011	2010	Change	2011	2010	Change
Daily variable annuity account values, excluding the fixed portion of variable	$ 14,284	$ 12,855	11%	$ 14,231	$ 12,882	10%
Daily S&P 500	1,318.52	1,134.42	16%	1,310.42	1,127.97	16%

	As of June 30,		
	2011	2010	Change
Account Values			
Variable portion of variable annuities	$ 14,254	$ 11,967	19%
Fixed portion of variable annuities	6,178	6,114	1%
Total variable annuities	20,432	18,081	13%
Fixed annuities	6,847	6,466	6%
Total annuities	27,279	24,547	11%

Mutual funds (1)	13,008	10,493	24%
Total annuities and mutual funds	$ 40,287	$ 35,040	15%

(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.

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Account Value Roll Forward – By Product						
Total Micro – Small Segment:						
Balance as of beginning-of-period	$ 6,594	$ 5,966	11%	$ 6,396	$ 5,863	9%
Gross deposits	315	265	19%	641	607	6%
Withdrawals and deaths	(325)	(334)	3%	(709)	(756)	6%
Net flows	(10)	(69)	86%	(68)	(149)	54%
Transfers between fixed and variable accounts	-	-	NM	(6)	(1)	NM
Investment increase and change in market value	(18)	(353)	95%	244	(169)	244%
Balance as of end-of-period	$ 6,566	$ 5,544	18%	$ 6,566	$ 5,544	18%
Total Mid – Large Segment:						
Balance as of beginning-of-period	$ 17,224	$ 14,767	17%	$ 16,207	$ 13,653	19%
Gross deposits	704	920	-23%	1,535	1,689	-9%
Withdrawals and deaths	(657)	(455)	-44%	(1,055)	(805)	-31%
Net flows	47	465	-90%	480	884	-46%
Transfers between fixed and variable accounts	(17)	12	NM	(38)	18	NM
Other (1)	-	-	NM	-	186	-100%
Investment increase and change in market value	79	(860)	109%	684	(357)	292%
Balance as of end-of-period	$ 17,333	$ 14,384	21%	$ 17,333	$ 14,384	21%
Total Multi-Fund® and Other Variable Annuities:						
Balance as of beginning-of-period	$ 16,490	$ 15,966	3%	$ 16,221	$ 15,786	3%
Gross deposits	180	189	-5%	364	385	-5%
Withdrawals and deaths	(395)	(403)	2%	(820)	(829)	1%
Net flows	(215)	(214)	0%	(456)	(444)	-3%
Investment increase and change in market value	113	(640)	118%	623	(230)	NM
Balance as of end-of-period	$ 16,388	$ 15,112	8%	$ 16,388	$ 15,112	8%
Total Annuities and Mutual Funds:						
Balance as of beginning-of-period	$ 40,308	$ 36,699	10%	$ 38,824	$ 35,302	10%
Gross deposits	1,199	1,374	-13%	2,540	2,681	-5%
Withdrawals and deaths	(1,377)	(1,192)	-16%	(2,584)	(2,390)	-8%
Net flows	(178)	182	NM	(44)	291	NM
Transfers between fixed and variable accounts	(17)	12	NM	(44)	17	NM

Other (1)	-	-	NM	-	186	-100%
Investment increase and change in market value	174	(1,853)	109%	1,551	(756)	NM
Balance as of end-of-period (2)	$ 40,287	$ 35,040	15%	$ 40,287	$ 35,040	15%

(1) Represents LINCOLN ALLIANCE® program assets held by a third-party trustee that were not previously included in the account value roll forward. Effective January 1, 2010, all such LINCOLN ALLIANCE® program activity was included in the account value roll forward.

(2) 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.

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Net Flows on Account Values						
Variable portion of variable annuity deposits	$ 393	$ 362	9%	$ 808	$ 803	1%
Variable portion of variable annuity withdrawals	(516)	(527)	2%	(1,103)	(1,164)	5%
Variable portion of variable annuity net flows	(123)	(165)	25%	(295)	(361)	18%
Fixed portion of variable annuity deposits	85	77	10%	162	157	3%
Fixed portion of variable annuity withdrawals	(152)	(162)	6%	(328)	(329)	0%
Fixed portion of variable annuity net flows	(67)	(85)	21%	(166)	(172)	3%
Total variable annuity deposits	478	439	9%	970	960	1%
Total variable annuity withdrawals	(668)	(689)	3%	(1,431)	(1,493)	4%
Total variable annuity net flows	(190)	(250)	24%	(461)	(533)	14%
Fixed annuity deposits	233	250	-7%	502	486	3%
Fixed annuity withdrawals	(285)	(244)	-17%	(445)	(418)	-6%
Fixed annuity net flows	(52)	6	NM	57	68	-16%
Total annuity deposits	711	689	3%	1,472	1,446	2%
Total annuity withdrawals	(953)	(933)	-2%	(1,876)	(1,911)	2%
Total annuity net flows	(242)	(244)	1%	(404)	(465)	13%
Mutual fund deposits	488	685	-29%	1,068	1,235	-14%
Mutual fund withdrawals	(424)	(259)	-64%	(708)	(479)	-48%
Mutual fund net flows	64	426	-85%	360	756	-52%
Total annuity and mutual fund deposits	1,199	1,374	-13%	2,540	2,681	-5%
Total annuity and mutual fund withdrawals	(1,377)	(1,192)	-16%	(2,584)	(2,390)	-8%
Total annuity and mutual fund net flows	$ (178)	$ 182	NM	$ (44)	$ 291	NM

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Other Changes to Account Values						
Change in market value on variable, excluding the fixed portion of variable	$ 17	$ (1,071)	102%	$ 712	$ (556)	228%
Transfers to the variable portion of						

variable annuity products from the fixed portion of variable annuity products	(40)	(47)	15%	(90)	(69)	-30%

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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, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 179	$ 176	2%	$ 356	$ 349	2%
Commercial mortgage loan prepayment and bond makewhole premiums (1)	7	1	NM	18	2	NM
Alternative investments (2)	-	1	-100%	1	1	0%
Surplus investments (3)	14	13	8%	30	25	20%
Total net investment income	$ 200	$ 191	5%	$ 405	$ 377	7%
Interest Credited	$ 109	$ 110	-1%	$ 217	$ 220	-1%

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

(2) See “Consolidated Investments – Alternative Investments” below for additional information.

(3) 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, 2011	For the Three Months Ended June 30, 2010	Basis Point Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Basis Point Change
Interest Rate Spread						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.55%	5.73%	(18)	5.58%	5.71%	(13)
Commercial mortgage loan prepayment and bond makewhole premiums	0.23%	0.04%	19	0.29%	0.03%	26
Alternative investments	0.01%	0.02%	(1)	0.02%	0.02%	-
Net investment income yield on reserves	5.79%	5.79%	-	5.89%	5.76%	13
Interest rate credited to contract holders	3.34%	3.51%	(17)	3.35%	3.55%	(20)
Interest rate spread	2.45%	2.28%	17	2.54%	2.21%	33

Note: The yields, rates and spreads above are calculated using whole dollars instead of dollars rounded to millions.

	For the Three Months Ended June 30, 2011	2010	Change	For the Six Months Ended June 30, 2011	2010	Change
Other Information						
Average invested assets on reserves	$ 12,830	$ 12,342	4%	$ 12,738	$ 12,236	4%
Average fixed account values, including the fixed portion of variable	13,000	12,524	4%	12,933	12,428	4%
Transfers to the fixed portion of variable annuity products from the variable portion of variable annuity products	40	47	-15%	90	69	30%
Net flows for fixed annuities, including the fixed portion of variable	(119)	(79)	-51%	(109)	(104)	-5%

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. The interest rate spread for this segment represents the excess of the yield on invested assets on reserves over the average crediting rate. The yield on invested assets on reserves is calculated as net investment income, excluding the amounts attributable to our surplus investments, reverse repurchase agreement interest expense, inter-segment cash management program interest expense and interest on collateral, divided by average invested assets on reserves. The average invested assets on reserves are calculated based upon total invested assets, excluding hedge derivatives. The average crediting rate is calculated as interest credited before DSI amortization, divided by the average fixed account values, including the fixed portion of variable annuity contracts. Commercial mortgage loan prepayments and bond makewhole 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 GDB and GLB benefit reserves and our expected costs associated with purchases of derivatives used to hedge our GDB benefit ratio unlocking.

Underwriting, Acquisition, Insurance and Other Expenses

Details underlying underwriting, acquisition, insurance and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Underwriting, Acquisition, Insurance and Other Expenses						
Commissions:						
Deferrable	$ 6	$ 7	-14%	$ 11	$ 13	-15%
Non-deferrable	11	9	22%	23	19	21%
General and administrative expenses	71	58	22%	134	111	21%
Taxes, licenses and fees	4	3	33%	9	7	29%
Total expenses incurred	92	77	19%	177	150	18%
DAC deferrals	(19)	(15)	-27%	(35)	(31)	-13%
Total expenses recognized before amortization	73	62	18%	142	119	19%
DAC and VOBA amortization, net of interest:						
Retrospective unlocking	-	4	-100%	(3)	5	NM
Amortization, net of interest, excluding unlocking	18	19	-5%	37	40	-8%
Total underwriting, acquisition, insurance and other expenses	$ 91	$ 85	7%	$ 176	$ 164	7%
DAC Deferrals						
As a percentage of annuity sales/deposits	2.7%	2.2%		2.4%	2.1%	

Commissions and other costs that vary with and are related primarily to the sale of annuity contracts are deferred to the extent recoverable and are amortized over the lives of the contracts in relation to EGPs. Certain of our commissions, such as trail commissions that are based on account values, are expensed as incurred rather than deferred and amortized. We do not pay commissions on sales of our mutual fund products, and distribution expenses associated with the sale of these mutual fund products are expensed as incurred.

RESULTS OF INSURANCE SOLUTIONS

The Insurance Solutions business provides its products through two segments: Life Insurance and Group Protection. The Life Insurance segment offers wealth protection and transfer opportunities through term insurance, a linked-benefit product (which is a UL policy linked with riders that provide for long-term care costs) and both single (including corporate-owned UL and VUL ("COLI") and bank-owned UL and VUL ("BOLI")) and survivorship versions of UL and VUL insurance products. The Group Protection segment offers group life, disability and dental insurance to employers.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language" above.

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,		
	2011	2010	Change	2011	2010	Change
Operating Revenues						
Insurance premiums	$ 112	$ 108	4%	$ 220	$ 220	0%
Insurance fees	523	475	10%	975	953	2%
Net investment income	588	545	8%	1,167	1,075	9%
Other revenues and fees	6	7	-14%	14	16	-13%
Total operating revenues	1,229	1,135	8%	2,376	2,264	5%
Operating Expenses						
Interest credited	307	299	3%	610	596	2%
Benefits	609	374	63%	1,057	773	37%
Underwriting, acquisition, insurance and other expenses	87	241	-64%	236	472	-50%
Total operating expenses	1,003	914	10%	1,903	1,841	3%
Income (loss) from operations before taxes	226	221	2%	473	423	12%
Federal income tax expense (benefit)	74	70	6%	154	135	14%
Income (loss) from operations	$ 152	$ 151	1%	$ 319	$ 288	11%

Comparison of the Three Months Ended June 30, 2011 to 2010

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

- Higher net investment income and relatively flat interest credited attributable primarily to:
  § Growth in business in force;
  § More favorable investment income on alternative investments, including those within our surplus portfolio, and higher prepayment and bond makewhole premiums (see “Consolidated Investments – Alternative Investments” and “Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums” below for more information); and
  § Reductions in crediting rates after the second quarter of 2010, discussed in “Additional Information” below;
- An increase in insurance fees, excluding unlocking, attributable primarily to growth in insurance in force and higher surrender charges due to higher UL surrender rates and lapses; and
- A $6 million favorable prospective unlocking of DAC, VOBA, DFEL and secondary guarantee life insurance product reserves during the second quarter of 2011 due to a $4 million favorable unlocking from assumption changes and a $2 million favorable unlocking from model refinements.

The increase in income from operations was partially offset by the following:

- An increase in benefits, excluding unlocking, attributable primarily to:
  § Higher death claims;
  §

An increase in secondary guarantee life insurance product reserves from model refinements and continued growth in the business; and

  - § An increase in traditional product reserves due to the harmonization of certain processes, partially offset by a correction to traditional product surrender benefits;

- A $3 million favorable retrospective unlocking of DAC, VOBA and DFEL during the second quarter of 2010 due primarily to lower lapses than our model projections assumed, partially offset by lower premiums received than our model projections assumed; and

- An increase in underwriting, acquisition, insurance and other underwriting expenses, excluding amortization of DAC and VOBA, attributable primarily to:
§ An increase in expenses associated with reserve financing supporting our secondary guarantee UL and term business due primarily to higher pricing that has occurred in reaction to the unfavorable market conditions experienced during the recession and our continued efforts to reduce the strain of these statutory reserves (see “Strategies to Address Statutory Reserve Strain” below for more information); and
§ Higher incentive compensation accruals as a result of higher earnings and production performance relative to targets.

Comparison of the Six Months Ended June 30, 2011 to 2010

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

- Higher net investment income and relatively flat interest credited attributable primarily to:
§ Growth in business in force;
§ More favorable investment income on alternative investments, including those within our surplus portfolio, and higher prepayment and bond makewhole premiums (see “Consolidated Investments – Alternative Investments” and “Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums” below for more information); and
§ Reductions in crediting rates after the second quarter of 2010, discussed in “Additional Information” below;
- An increase in insurance fees, excluding unlocking, attributable primarily to growth in insurance in force; and
- A $20 million favorable prospective unlocking of DAC, VOBA, DFEL and secondary guarantee life insurance product reserves during the first six months of 2011 due to an $18 million favorable unlocking from model refinements and a $2 million favorable unlocking from assumption changes.

The increase in income from operations was partially offset by the following:

- An increase in benefits, excluding unlocking, attributable primarily to:
§ Higher death claims;
§ An increase in secondary guarantee life insurance product reserves from model refinements and continued growth in the business; and
§ An increase in traditional product reserves due to the harmonization of certain processes, partially offset by a correction to traditional product surrender benefits;
- A $12 million unfavorable retrospective unlocking of DAC, VOBA and DFEL compared to a $1 million unfavorable retrospective unlocking during the first six months of 2010:
§ The unfavorable retrospective unlocking during the first six months of 2011 was due primarily to lower premiums received than our model projections assumed; and
§ The unfavorable retrospective unlocking during the first six months of 2010 was due primarily to lower premiums received and investment income on alternative investments and prepayment and bond makewhole premiums and higher death claims than our model projections assumed, partially offset by lower lapses and expenses than our model projections assumed; and
- An increase in underwriting, acquisition, insurance and other underwriting expenses, excluding amortization of DAC and VOBA, attributable primarily to:
§ An increase in expenses associated with reserve financing supporting our secondary guarantee UL and term business due primarily to higher pricing that has occurred in reaction to the unfavorable market conditions experienced during the recession and our continued efforts to reduce the strain of these statutory reserves (see “Strategies to Address Statutory Reserve Strain” below for more information); and
§ Higher incentive compensation accruals as a result of higher earnings and production performance relative to targets.

Strategies to Address Statutory Reserve Strain

Our insurance subsidiaries have statutory surplus and RBC levels above current regulatory required levels. Products containing secondary guarantees require reserves calculated under Actuarial Guideline 38, or The Application of the Valuation of Life Insurance Policies Model Regulation (“AG38”). Our insurance subsidiaries are employing strategies to reduce the strain of increasing AG38 and Valuation of Life Insurance Policies Model Regulation (“XXX”) statutory reserves associated with secondary guarantee UL and term products. As discussed further below, we have been successful in executing reinsurance solutions to release capital to Other Operations. We expect to regularly execute transactions designed to release capital as we continue to sell products that are subject to these reserving requirements. We also plan to refinance prior transactions with long-term structured solutions. We have introduced secondary guarantee UL products that are more capital efficient, designed to reduce our dependency on such reinsurance solutions.

Included in the letters of credit ("LOCs") issued as of June 30, 2011, and reported in the credit facilities table in "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Financing Activities," was approximately $1.4 billion of long-dated LOCs issued to support inter-company reinsurance arrangements, of which approximately $600 million was issued for UL business with secondary guarantees through 2015 and approximately $800 million was issued for term business through 2023. LOCs and related capital market alternatives lower the capital effect of secondary guarantee UL products. An inability to obtain the necessary LOC capacity or other capital market alternatives could affect our returns on our in-force secondary guarantee UL business. However, we believe that our insurance subsidiaries have sufficient capital to support the increase in statutory reserves if such structures are not available. See "Part I – Item 1A. Risk Factors – Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline 38 may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations" in our 2010 Form 10-K for further information on XXX reserves. See the table in "Underwriting, Acquisition, Insurance and Other Expenses" below for the presentation of our expenses associated with reserve financing. We expect these expenses will approximately double in 2011 as compared to the level we experienced in 2010 as a result of higher pricing that has occurred in reaction to the unfavorable market conditions experienced during the recession and our expectation to execute additional reserve financing arrangements.

Additional Information

We are in the process of completing a conversion of our actuarial valuation systems to a uniform valuation platform for a significant portion of this segment's blocks of business. Although we expect some differences to emerge as a result of this exercise, based upon the current status of these efforts, we are not able to provide an estimate or range of the effects to our results of operations until completion of the conversion. In the third quarter of each year, we also conduct our annual comprehensive review of the assumptions and models used for our estimates of future gross profits underlying the amortization of DAC, VOBA, DFEL and secondary guarantee life insurance product reserves. See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" in our 2010 Form 10-K for a detailed discussion of our prospective unlocking process and information on our actuarial system conversion.

We expect higher expenses for this segment for the remainder of 2011 than was experienced in the first half of 2011. The expected increase is attributable primarily to expected increases in investments in strategic initiatives.

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. During the second quarter of 2011, we refinanced the reverse treasury locks that we had executed during the fourth quarter of 2010 on $1.0 billion of assets backing our secondary guarantee business. We also executed reverse treasury locks on an additional $300 million, for a total of $1.3 billion of assets backing our secondary guarantee business at rates in excess of those required by product pricing. We entered into these reverse treasury locks to hedge cash flows over 2012 to 2016. On January 1, 2011, we implemented a 65 basis point decrease in crediting rates on most interest-sensitive products not already at contractual guarantees, which reduced overall crediting rates by approximately 7 basis points. During the third quarter of 2010, we lowered our new money investment yield assumption to reflect the then current new money rates and to approximate the forward curve for interest rates relevant at such time. The result was a drop in the current new money investment rate followed by a gradual annual recovery over eight years to a rate of 6.31%, 54 basis points below our previous ultimate long-term assumption of 6.85%. This assumption revision had the effect of lowering the projected EGPs for this segment, thereby increasing our rate of amortization, which results in higher DAC, VOBA and DFEL amortization and lower earnings for this segment.

For information on interest rate spreads and the interest rate risk due to falling interest rates, see “Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” herein and “Part I – Item 1A. Risk Factors – 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 2010 Form 10-K.

Sales are not recorded as a component of revenues (other than for traditional products) and do not have a significant effect on current quarter income from operations but are indicators of future profitability. Generally, we have higher sales during the second half of the year with the fourth quarter being our strongest.

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.

Insurance Premiums

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

Insurance Fees

Details underlying insurance fees, 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,		
	2011	2010	Change	2011	2010	Change
Insurance Fees						
Mortality assessments	$ 327	$ 325	1%	$ 651	$ 643	1%
Expense assessments	234	192	22%	464	392	18%
Surrender charges	29	24	21%	53	55	-4%
DFEL:						
Deferrals	(116)	(114)	-2%	(242)	(232)	-4%
Amortization, net of interest:						
Prospective unlocking - assumption changes	19	-	NM	17	-	NM
Prospective unlocking - model refinements	(14)	-	NM	(32)	-	NM
Retrospective unlocking	5	7	-29%	(6)	15	NM
Amortization, net of interest, excluding unlocking	39	41	-5%	70	80	-13%
Total insurance fees	$ 523	$ 475	10%	$ 975	$ 953	2%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Sales by Product						
UL:						
Excluding MoneyGuard®	$ 83	$ 78	6%	$ 168	$ 168	0%
MoneyGuard®	39	23	70%	73	41	78%
Total UL	122	101	21%	241	209	15%
VUL	11	10	10%	21	17	24%
COLI and BOLI	10	10	0%	27	17	59%
Term	14	19	-26%	27	39	-31%
Total sales	$ 157	$ 140	12%	$ 316	$ 282	12%
Net Flows						
Deposits	$ 1,274	$ 1,063	20%	$ 2,544	$ 2,140	19%
Withdrawals and deaths	(406)	(413)	2%	(855)	(888)	4%
Net flows	$ 868	$ 650	34%	$ 1,689	$ 1,252	35%
Contract holder assessments	$ 815	$ 752	8%	$ 1,621	$ 1,515	7%

	As of June 30,		
	2011	2010	Change
Account Values			
UL	$ 26,990	$ 25,425	6%
VUL	5,300	4,284	24%
Interest-sensitive whole life	2,277	2,256	1%
Total account values	$ 34,567	$ 31,965	8%
In-Force Face Amount			
UL and other	$ 302,205	$ 293,013	3%
Term insurance	268,520	259,450	3%
Total in-force face amount	$ 570,725	$ 552,463	3%

Insurance fees relate only to interest-sensitive products and include mortality assessments, expense assessments (net of deferrals and amortization related to DFEL) and surrender charges. Mortality and expense assessments are deducted from our contract holders' account values. These amounts are a function of the rates priced into the product and premiums received, face amount in force and account values. Insurance in force, in turn, is driven by sales, persistency and mortality experience. In-force growth should be considered independently with respect to term products versus UL and other products, as term products have a lower profitability relative to face amount compared to interest-sensitive and other products.

Sales in the table above and as discussed above were reported as follows:

- UL (excluding linked-benefit products) and VUL (including COLI and BOLI) – first year commissionable premiums plus 5% of excess premiums received, including an adjustment for internal replacements of approximately 50% of commissionable premiums;
- MoneyGuard® (our linked-benefit product) – 15% of premium deposits; and
- Term – 100% of first year paid premiums.

UL and VUL products with secondary guarantees represented approximately 38% of interest-sensitive life insurance in force as of June 30, 2011, and approximately 51% and 50% of sales for the three and six months ended June 30, 2011, respectively. Actuarial Guideline 37, or Variable Life Reserves for Guaranteed Minimum Death Benefits, and AG38 impose additional statutory reserve requirements for these products.

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,		
	2011	2010	Change	2011	2010	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 522	$ 500	4%	$ 1,040	$ 988	5%
Commercial mortgage loan prepayment and bond makewhole premiums (1)	11	6	83%	15	10	50%
Alternative investments (2)	23	14	64%	48	27	78%
Surplus investments (3)	32	25	28%	64	50	28%
Total net investment income	$ 588	$ 545	8%	$ 1,167	$ 1,075	9%
Interest Credited	$ 307	$ 299	3%	$ 610	$ 596	2%

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

(2) See “Consolidated Investments – Alternative Investments” below for additional information.

(3) 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,		Basis Point	For the Six Months Ended June 30,		Basis Point
	2011	2010	Change	2011	2010	Change
Interest Rate Yields and Spread						
Attributable to interest-sensitive products:						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.82%	5.91%	(9)	5.86%	5.86%	-
Commercial mortgage loan prepayment and bond makewhole premiums	0.14%	0.07%	7	0.09%	0.06%	3
Alternative investments	0.29%	0.19%	10	0.31%	0.19%	12
Net investment income yield on reserves	6.25%	6.17%	8	6.26%	6.11%	15
Interest rate credited to contract holders	4.09%	4.18%	(9)	4.09%	4.18%	(9)
Interest rate spread	2.16%	1.99%	17	2.17%	1.93%	24
Attributable to traditional products:						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	6.00%	6.11%	(11)	5.95%	6.18%	(23)
Commercial mortgage loan prepayment						

and bond makewhole premiums	0.00%	0.04%	(4)	0.05%	0.02%	3
Alternative investments	0.00%	0.01%	(1)	0.01%	0.01%	-
Net investment income yield on reserves	6.00%	6.16%	(16)	6.01%	6.21%	(20)

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Averages						
Attributable to interest-sensitive products:						
Invested assets on reserves	$ 31,488	$ 29,235	8%	$ 31,140	$ 29,003	7%
Account values - universal and whole life	29,817	28,306	5%	29,629	28,178	5%
Attributable to traditional products:						
Invested assets on reserves	4,285	4,469	-4%	4,279	4,488	-5%

A portion of the investment income earned for this segment is credited to contract holder accounts. Invested assets will typically grow at a faster rate than account values because of the AG38 reserve requirements, which cause statutory reserves to grow at a faster rate than account values. Invested assets are based upon the statutory reserve liabilities and are therefore affected by various reserve adjustments, including capital transactions providing relief from AG38 reserve requirements, which leads to a transfer of invested assets from this segment to Other Operations for use in other corporate purposes. We expect to earn a spread between what we earn on the underlying general account investments and what we credit to our contract holders' accounts. The interest rate spread for this segment represents the excess of the yield on invested assets on reserves over the average crediting rate on interest-sensitive products. The yield on invested assets on reserves is calculated as net investment income, excluding amounts attributable to our surplus investments and reverse repurchase agreement interest expense, divided by average invested assets on reserves. In addition, we exclude the effect of earnings from affordable housing tax credit securities, which is reflected as a reduction to federal income tax expense, from our spread calculations. We use our investment income to offset the earnings effect of the associated build of our policy reserves for traditional products. Commercial mortgage loan prepayments and bond makewhole premiums and investment income on alternative investments 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

Details underlying benefits (dollars in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Benefits						
Death claims direct and assumed	$ 721	$ 614	17%	$ 1,420	$ 1,280	11%
Death claims ceded	(351)	(284)	-24%	(669)	(581)	-15%
Reserves released on death	(105)	(106)	1%	(237)	(223)	-6%
Net death benefits	265	224	18%	514	476	8%
Change in secondary guarantee life insurance product reserves:						
Prospective unlocking - assumption changes	18	-	NM	29	-	NM

Prospective unlocking - model refinements	129	-	NM	162	-	NM
Change in reserves, excluding unlocking	125	52	140%	234	128	83%
Other benefits (1)	72	98	-27%	118	169	-30%
Total benefits	$ 609	$ 374	63%	$ 1,057	$ 773	37%
Death claims per $1,000 of in-force	1.86	1.63	14%	1.81	1.74	4%

(1) Includes primarily traditional product changes in reserves and dividends.

Benefits for this segment includes claims incurred during the period in excess of the associated reserves for its interest-sensitive and traditional products. In addition, benefits includes the change in secondary guarantee life insurance product reserves. The reserve for secondary guarantees is affected by changes in expected future trends of expense assessments causing unlocking adjustments to this liability similar to DAC, VOBA and DFEL.

Underwriting, Acquisition, Insurance and Other Expenses

Details underlying underwriting, acquisition, insurance and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Underwriting, Acquisition, Insurance and Other Expenses						
Commissions	$ 166	$ 151	10%	$ 339	$ 318	7%
General and administrative expenses	114	105	9%	227	208	9%
Expenses associated with reserve financing	14	7	100%	28	12	133%
Taxes, licenses and fees	35	27	30%	70	59	19%
Total expenses incurred	329	290	13%	664	597	11%
DAC and VOBA deferrals	(232)	(208)	-12%	(467)	(431)	-8%
Total expenses recognized before amortization	97	82	18%	197	166	19%
DAC and VOBA amortization, net of interest:						
Prospective unlocking - assumption changes	(6)	-	NM	(14)	-	NM
Prospective unlocking - model refinements	(145)	-	NM	(223)	-	NM
Retrospective unlocking	5	2	150%	13	17	-24%
Amortization, net of interest, excluding unlocking	135	156	-13%	261	287	-9%
Other intangible amortization	1	1	0%	2	2	0%
Total underwriting, acquisition, insurance and other expenses	$ 87	$ 241	-64%	$ 236	$ 472	-50%
DAC and VOBA Deferrals						
As a percentage of sales	147.8%	148.6%		147.8%	152.8%	

Commissions and other general and administrative expenses that vary with and are related primarily to the production of new business are deferred to the extent recoverable and for our interest-sensitive products are generally amortized over the lives of the contracts in relation to EGPs. For our traditional products, DAC and VOBA are amortized on either a straight-line basis or as a level percent of premium of the related contracts, depending on the block of business.

When comparing DAC and VOBA deferrals as a percentage of sales for the three and six months ended June 30, 2011 and 2010, the decrease is primarily a result of incurred deferrable commissions declining at a rate higher than sales attributable primarily to changes in sales mix to products with lower commission rates.

Group Protection

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Operating Revenues						
Insurance premiums	$ 460	$ 434	6%	$ 897	$ 843	6%
Net investment income	38	34	12%	78	68	15%
Other revenues and fees	3	2	50%	4	4	0%
Total operating revenues	501	470	7%	979	915	7%
Operating Expenses						
Interest credited	1	1	0%	2	2	0%
Benefits	345	333	4%	672	644	4%
Underwriting, acquisition, insurance and other expenses	115	101	14%	227	202	12%
Total operating expenses	461	435	6%	901	848	6%
Income (loss) from operations before taxes	40	35	14%	78	67	16%
Federal income tax expense (benefit)	14	12	17%	27	23	17%
Income (loss) from operations	$ 26	$ 23	13%	$ 51	$ 44	16%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Income (Loss) from Operations by Product Line						
Life	$ 9	$ 16	-44%	$ 17	$ 19	-11%
Disability	17	7	143%	34	25	36%
Dental	(1)	(1)	0%	(3)	(3)	0%
Total non-medical	25	22	14%	48	41	17%
Medical	1	1	0%	3	3	0%
Income (loss) from operations	$ 26	$ 23	13%	$ 51	$ 44	16%

Comparison of the Three and Six Months Ended June 30, 2011 to 2010

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

- More favorable non-medical loss ratio experience, partially offset by unfavorable non-waiver mortality experience within our life business during the second quarter of 2011 (see "Additional Information" below for more information);
- Growth in insurance premiums driven by normal, organic business growth in our non-medical products; and
- Higher net investment income driven by an increase in business and higher portfolio yields on surplus.

The increase in income from operations was partially offset by higher underwriting, acquisition, insurance and other expenses due primarily to higher costs of investments in strategic initiatives associated with enhancements to sales processes and improvements to technology platforms during the three and six months ended June 30, 2011.

Additional Information

During the three and six months ended June 30, 2011, our non-medical loss ratios were 73.4% and 73.7%, respectively, below the 75.5% and 75.1% we experienced during the corresponding periods of 2010, and on the high end of our long-term expectation of 71% to 74%. Although we experienced improvement in our long-term disability loss ratios during 2011 as compared to unfavorable experience throughout 2010, loss ratios in general are likely to remain at the high end of our long-term expectation in 2011, as demonstrated by our disability claim incidence and short-term disability claim durations still being at elevated levels. However, we expect loss ratios to recover over time. For every one percent increase in the loss ratio above our expectation, we would expect an approximate annual $10 million to $12 million decrease to income from operations.

Management compares trends in actual loss ratios to pricing expectations because group-underwriting risks change over time. We expect normal fluctuations in our composite non-medical loss ratios of this segment, as claims experience is inherently uncertain. We are taking actions to manage the effects of our loss ratio results, such as implementing price adjustments on our product lines upon renewal to better reflect our experience going forward. In addition, we have been focusing on managing the higher volume of incidence through claims risk management, including contracting additional resources to help reduce caseloads and improve claim recovery experience so that incidence volumes do not detract from our claim recovery efforts. We are also employing new tools to identify and support claimants who will return to work.

We expect higher expenses for this segment for the remainder of 2011 than was experienced in the first half of 2011. The expected increase is attributable primarily to expected increases in investments in strategic initiatives.

We are evaluating the potential effects that health care reform may have on the value and profitability of this segment's products and income from operations, including, but not limited to, potential changes to traditional sources of income for our brokers who may seek additional portfolio options and/or modification to compensation structures.

During the second quarter of 2011, we reviewed the discount rate assumptions associated with reserves for long-term disability and life waiver claim incurrals. Due to the persistent decline in new money investment yields, we lowered the discount rate by 50 basis points to 4.25% on new incurrals, which decreased income from operations by $3 million during the second quarter of 2011. For information on the effects of current interest rates on our long-term disability claim reserves, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates."

Sales relate to long-duration contracts sold to new contract holders and new programs sold to existing contract holders. We believe that the trend in sales is an important indicator of development of business in force over time. Our sales declined during the first six months of 2011 as compared to the corresponding period of 2010 due to conditions in the marketplace.

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.

Insurance Premiums

Details underlying insurance premiums (in millions) were as follows:

	For the Three Months Ended	For the Six Months Ended

	June 30,			June 30,		
	2011	2010	Change	2011	2010	Change
Insurance Premiums by Product Line						
Life	$ 174	$ 160	9%	$ 344	$ 317	9%
Disability	190	182	4%	376	360	4%
Dental	45	41	10%	92	80	15%
Total non-medical	409	383	7%	812	757	7%
Medical	51	51	0%	85	86	-1%
Total insurance premiums	$ 460	$ 434	6%	$ 897	$ 843	6%
Sales	$ 67	$ 65	3%	$ 112	$ 128	-13%

Our cost of insurance and policy administration charges are embedded in the premiums charged to our customers. The premiums are a function of the rates priced into the product and our business in force. Business in force, in turn, is driven by sales and persistency experience. Sales in the table above are the combined annualized premiums for our life, disability and dental products.

Net Investment Income

We use our investment income to offset the earnings effect of the associated build of our policy reserves, which are a function of our insurance premiums and the yields on our invested assets.

Benefits and Interest Credited

Details underlying benefits and interest credited (in millions) and loss ratios by product line were as follows:

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Benefits and Interest Credited by Product Line						
Life	$ 132	$ 112	18%	$ 261	$ 241	8%
Disability	132	143	-8%	263	260	1%
Dental	36	34	6%	75	69	9%
Total non-medical	300	289	4%	599	570	5%
Medical	46	45	2%	75	76	-1%
Total benefits and interest credited	$ 346	$ 334	4%	$ 674	$ 646	4%
Loss Ratios by Product Line						
Life	76.1%	69.7%		76.0%	76.0%	
Disability	69.4%	78.6%		69.7%	72.1%	
Dental	79.9%	84.4%		81.8%	85.3%	
Total non-medical	73.4%	75.5%		73.7%	75.1%	
Medical	89.4%	89.0%		88.1%	88.5%	

Note: Loss ratios presented above are calculated using whole dollars instead of dollars rounded to millions.

Underwriting, Acquisition, Insurance and Other Expenses

Details underlying underwriting, acquisition, insurance and other expenses (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Underwriting, Acquisition, Insurance and Other Expenses						
Commissions	$ 49	$ 47	4%	$ 100	$ 93	8%
General and administrative expenses	57	49	16%	107	96	11%
Taxes, licenses and fees	10	8	25%	21	19	11%
Total expenses incurred	116	104	12%	228	208	10%
DAC deferrals	(12)	(14)	14%	(23)	(28)	18%
Total expenses recognized before amortization	104	90	16%	205	180	14%
DAC and VOBA amortization, net of interest	11	11	0%	22	22	0%
Total underwriting, acquisition, insurance and other expenses	$ 115	$ 101	14%	$ 227	$ 202	12%
DAC Deferrals						
As a percentage of insurance premiums	2.6%	3.2%		2.6%	3.3%	

Expenses, excluding broker commissions, that vary with and are related primarily to the production of new business are deferred to the extent recoverable and are amortized on either a straight-line basis or as a level percent of premium of the related contracts depending on the block of business. Broker commissions, which vary with and are related to paid premiums, are expensed as incurred. The level of expenses is an important driver of profitability for this segment as group insurance contracts are offered within an environment that competes on the basis of price and service.

RESULTS OF OTHER OPERATIONS

Other Operations includes investments related to the excess capital in our insurance subsidiaries; investments in media properties and other corporate investments; benefit plan net liability; the unamortized deferred gain on indemnity reinsurance related to the sale of reinsurance to Swiss Re in 2001; the results of certain disability income business; the Institutional Pension business, which is a closed-block of pension business, the majority of which was sold on a group annuity basis, and is currently in run-off; and debt costs. We are actively managing our remaining radio station clusters to maximize performance and future value.

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” in our 2010 Form 10-K and “Forward-Looking Statements – Cautionary Language” above.

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Operating Revenues						
Net investment income	$ 76	$ 78	-3%	$ 156	$ 163	-4%
Amortization of deferred gain on business sold through reinsurance	18	18	0%	36	36	0%
Media revenues (net)	19	18	6%	36	34	6%
Other revenues and fees	1	7	-86%	4	11	-64%
Total operating revenues	114	121	-6%	232	244	-5%
Operating Expenses						
Interest credited	29	28	4%	59	62	-5%
Benefits	29	35	-17%	62	69	-10%
Media expenses	17	14	21%	34	28	21%
Other expenses	2	37	-95%	28	65	-57%
Interest and debt expense	72	69	4%	144	137	5%
Total operating expenses	149	183	-19%	327	361	-9%
Income (loss) from operations before taxes	(35)	(62)	44%	(95)	(117)	19%
Federal income tax expense (benefit)	(13)	(26)	50%	(36)	(44)	18%
Income (loss) from operations	$ (22)	$ (36)	39%	$ (59)	$ (73)	19%

Comparison of the Three and Six Months Ended June 30, 2011 to 2010

Loss from operations for this segment decreased due primarily to lower other expenses attributable to the following:

- Higher legal expenses in 2010; and
- Lower branding expenses in 2011 (see "Additional Information" below).

The decrease in loss from operations was partially offset by the following:

- Higher interest and debt expense attributable to higher average balances of outstanding debt in 2011; and
- Lower net investment income net of interest credited, due primarily to:
  - § Lower average invested assets driven primarily by repurchases of common stock, net cash used in operating activities primarily due to interest payments, write-downs for OTTI and payments of income taxes, partially offset by distributable earnings received from our insurance segments and proceeds from issuances debt; and
  - § The decline in new money rates and interest rates in general.

When comparing the three months ended June 30, 2011 to 2010, the decrease in loss from operations was also partially offset by more favorable tax items during the second quarter of 2010 that affected the federal income tax benefit.

Additional Information

We expect higher expenses for Other Operations for the remainder of 2011 than was experienced in the first half of 2011. The expected increase is attributable primarily to expected increases in branding and non-branding marketing expenses.

We provide information about Other Operations' 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.

The results of Other Operations include our thrift business. We are in the process of exiting this business, which will not have a significant effect on Other Operations' results.

Net Investment Income and Interest Credited

We utilize an internal formula to determine the amount of capital that is allocated to our business segments. Investment income on capital in excess of the calculated amounts is reported in Other Operations. If regulations require increases in our insurance segments' statutory reserves and surplus, the amount of capital retained by Other Operations would decrease and net investment income would be negatively affected. In addition, as discussed below in "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Alternative Sources of Liquidity," we maintain an inter-segment cash management program where certain subsidiaries can borrow from or lend money to the holding company to meet short-term borrowing needs. The inter-segment cash management program affects net investment income for Other Operations, as all inter-segment eliminations are reported within Other Operations.

Write-downs for OTTI decrease the recorded value of our invested assets owned by our business segments. These write-downs are not included in the income from operations of our operating segments. When impairment occurs, assets are transferred to the business segments' portfolios and will reduce the future net investment income for Other Operations, but should not have an effect on a consolidated basis unless the impairments are related to defaulted securities. Statutory reserve adjustments for our business segments can also cause allocations of invested assets between the affected segments and Other Operations.

The majority of our interest credited relates to our reinsurance operations sold to Swiss Re in 2001. A substantial amount of the business was sold through indemnity reinsurance transactions, which is still recorded in our consolidated financial statements. The interest credited corresponds to investment income earnings on the assets we continue to hold for this business. There is no effect to income or loss in Other Operations or on a consolidated basis for these amounts because interest earned on the blocks that continue to be reinsured is passed through to Swiss Re in the form of interest credited.

Benefits

Benefits are recognized when incurred for Institutional Pension products and disability income business.

Other Expenses

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Other Expenses						
General and administrative expenses:						
Legal	$ (7)	$ 12	NM	$ 2	$ 13	-85%
Branding	5	8	-38%	10	13	-23%
Non-brand marketing	1	2	-50%	2	5	-60%
Other (1)	8	16	-50%	21	31	-32%
Total general and administrative expenses	7	38	-82%	35	62	-44%
Merger-related expenses (2)	-	2	-100%	-	4	-100%
Taxes, licenses and fees	(3)	(3)	0%	(3)	(1)	NM
Inter-segment reimbursement associated						

with reserve financing and LOC expenses (3)		(2)		-	NM		(4)		-	NM
Total other expenses	$	2	$	37	-95%	$	28	$	65	-57%

(1) Includes expenses that are corporate in nature including charitable contributions, amortization of media intangible assets with a definite life, other expenses not allocated to our business segments and inter-segment expense eliminations.

(2) Includes the result of actions undertaken by us to eliminate duplicate operations and functions as a result of the Jefferson-Pilot merger along with costs related to the implementation of our unified product portfolio and other initiatives. These actions were completed during 2010. Our cumulative integration expense was approximately $225 million, pre-tax, which excluded amounts capitalized or recorded as goodwill.

(3) Consists of reimbursements to Other Operations from the Life Insurance segment for the use of proceeds from certain issuances of senior notes that were used as long-term structured solutions, net of expenses incurred by Other Operations for its use of LOCs. The inter-segment amounts are not reported on our Consolidated Statements of Income.

Interest and Debt Expense

Our current level of interest expense may not be indicative of the future due to, among other things, the timing of the use of cash, the availability of funds from our inter-company cash management program and the future cost of capital. For additional information on our financing activities, see "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Financing Activities" below.

REALIZED GAIN (LOSS)

Details underlying realized gain (loss), after-DAC (1) (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
Pre-Tax	2011	2010	Change	2011	2010	Change
Operating realized gain (loss):						
Indexed annuity net derivatives results	$ -	$ -	NM	$ 1	$ -	NM
GLB	22	16	38%	42	31	35%
Total operating realized gain (loss)	22	16	38%	43	31	39%
Realized gain (loss) related to certain investments	(34)	(5)	NM	(51)	(60)	15%
Realized gain (loss) related to certain derivative investments, including those associated with our consolidated variable interest entities ("VIEs"), and trading securities	(1)	(46)	98%	9	(33)	127%
GLB net derivatives results	3	11	-73%	(6)	23	NM
GDB derivatives results	(3)	26	NM	(13)	13	NM
Indexed annuity forward-starting option	-	3	-100%	3	5	-40%
Total excluded realized gain (loss)	(35)	(11)	NM	(58)	(52)	-12%
Total realized gain (loss)	$ (13)	$ 5	NM	$ (15)	$ (21)	29%

(1) DAC refers to the associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds and funds withheld reinsurance liabilities.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language" above.

For information on our counterparty exposure see "Item 3. Quantitative and Qualitative Disclosures About Market Risk."

Comparison of the Three and Six Months Ended June 30, 2011 to 2010

We had realized losses during the three months ended June 30, 2011, as compared to gains for the corresponding period of 2010, due primarily to an increase in OTTI attributable primarily to continued weakness within the commercial and residential real estate market that affected select RMBS and CMBS holdings, in addition to less favorable hedge program performance, partially offset by a decrease in losses on derivative investments.

We had lower realized losses during the six months ended June 30, 2011, as compared to the corresponding period of 2010, due primarily to a decline in OTTI attributable primarily to overall improvement in the credit markets and gains on derivative investments as compared to losses in the corresponding period of 2010, partially offset by less favorable hedge program performance.

Our GLB net derivatives results during the three and six months ended June 30, 2011 and 2010 were relatively flat. The GLB net derivatives results were unfavorably affected by our over-hedged position due to a decline in implied volatilities during the first six months of 2011. The unfavorable hedge results were partially offset by the NPR component of the liability being favorable during this same period attributable to an increase in the NPR factors related to beyond 10-year CDS spreads. See “GLB Net Derivatives Results” below for a discussion of how our NPR adjustment is determined.

We experienced GDB derivative losses during the three and six months ended June 30, 2011, and GDB derivative gains during the corresponding periods of 2010, attributable primarily to favorable equity market experience during 2011 and unfavorable equity market experience during 2010, respectively. These GDB derivative results offset some of the change in our benefit ratio unlocking, which is not reported in realized gain (loss), but the amount is disclosed in “Results of Consolidated Operations” above.

The more favorable results related to certain derivative instruments and trading securities during the three and six months ended June 30, 2011, as compared to the corresponding periods of 2010, were attributable primarily to widening spreads on corporate credit default swaps during 2010, which affected the derivative instruments related to our consolidated VIEs, partially offset by gains on our trading securities due to the decline in interest rates during 2010.

For information regarding realized gains (losses) related to certain investments, see “Consolidated Investments – Realized Gain (Loss) Related to Certain Investments” below.

Operating Realized Gain (Loss)

Details underlying operating realized gain (loss) (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Indexed Annuity Net Derivatives Results						
Change in fair value of S&P 500 call options	$ 7	$ (79)	109%	$ 61	$ (43)	242%
Change in fair value of embedded derivatives	(6)	78	NM	(58)	43	NM
Associated amortization of DAC, VOBA, DSI and DFEL	(1)	1	NM	(2)	-	NM
Total indexed annuity net derivatives results	-	-	NM	1	-	NM
GLB						
Pre-DAC amount (1)	29	24	21%	58	47	23%
Associated amortization of DAC, VOBA, DSI and DFEL:						
Retrospective unlocking (2)	10	8	25%	20	16	25%
Amortization, excluding unlocking	(17)	(16)	-6%	(36)	(32)	-13%
Total GLB	22	16	38%	42	31	35%
Total Operating Realized Gain (Loss)	$ 22	$ 16	38%	$ 43	$ 31	39%

(1) DAC refers to the associated amortization of DAC, VOBA, DSI and DFEL.

(2) Related primarily to the emergence of gross profits.

Operating realized gain (loss) includes the following:

Indexed Annuity Net Derivatives Results

Indexed annuity net derivatives results represent the net difference between the change in the fair value of the S&P 500 call options that we hold and the change in the fair value of the embedded derivative liabilities of our indexed annuity products. The change in the fair value of the liability for the embedded derivative represents the amount that is credited to the indexed annuity contract.

GLB

Our GWB, guaranteed income benefit ("GIB") and 4LATER® features have elements of both benefit reserves and embedded derivative reserves. We calculate the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each GLB feature. For our GLBs that meet the definition of an embedded derivative under the Derivatives and Hedging Topic of the FASB ASC, we record them at fair value with changes in fair value recorded in realized gain (loss) on our Consolidated Statements of Income (Loss). In bifurcating the embedded derivative, we attribute to the embedded derivative the portion of total fees collected from the contract holder that relates to the GLB riders (the "attributed fees"). These attributed fees represent the present value of future claims expected to be paid for the GLB at the inception of the contract (the "net valuation premium") plus a margin that a theoretical market participant would include for risk/profit (the "risk/profit margin").

We include the risk/profit margin portion of the GLB attributed rider fees in operating realized gain (loss) and include the net valuation premium of the GLB attributed rider fees in excluded realized gain (loss). For our Annuities and Defined Contribution segments, the excess of total fees collected from the contract holders over the GLB attributed rider fees is reported in insurance fees.

Realized Gain (Loss) Related to Certain Investments

See "Consolidated Investments – Realized Gain (Loss) Related to Certain Investments" below.

Realized Gain (Loss) Related to Certain Derivative Instruments, Including Those Associated With Our Consolidated VIEs, and Trading Securities

Realized gain (loss) related to certain derivative instruments, including those associated with our consolidated VIEs and trading securities represents changes in the fair values of certain derivative investments (including the credit default swaps and contingent forwards associated with consolidated VIEs), total return swaps (embedded derivatives that are theoretically included in our various modified coinsurance and coinsurance with funds withheld reinsurance arrangements that have contractual returns related to various assets and liabilities associated with these arrangements) and trading securities.

See Note 4 for information about our consolidated VIEs.

GLB Net Derivatives Results and GDB Derivatives Results

Details underlying GLB net derivatives results and GDB derivative results (in millions) were as follows:

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
GLB Net Derivatives Results						
Net valuation premium, net of reinsurance	$ 37	$ 28	32%	$ 73	$ 54	35%
Change in reserves hedged	(202)	(1,402)	86%	93	(1,212)	108%
Change in market value of derivative assets	137	1,248	-89%	(213)	1,050	NM
Hedge program effectiveness (ineffectiveness)	(65)	(154)	58%	(120)	(162)	26%
Change in reserves not hedged (NPR component)	34	151	-77%	47	150	-69%
Change in derivative assets not hedged (NPR component)	2	(8)	125%	2	(9)	122%
Associated amortization of DAC, VOBA, DSI and DFEL:						
Retrospective unlocking (1)	(2)	5	NM	(14)	10	NM
Amortization, excluding unlocking	(3)	(11)	73%	6	(20)	130%
Total GLB net derivatives results	$ 3	$ 11	-73%	$ (6)	$ 23	NM
GDB Derivatives Results						
Change in fair value of derivatives	$ (3)	$ 29	NM	$ (14)	$ 14	NM
Associated amortization of DAC, VOBA, DSI and DFEL:						
Retrospective unlocking (1)	(2)	15	NM	(8)	8	NM
Amortization, excluding unlocking	2	(18)	111%	9	(9)	200%
Total GDB derivatives results	$ (3)	$ 26	NM	$ (13)	$ 13	NM

(1) Related primarily to the emergence of gross profits.

GLB Net Derivatives Results

Our GLB net derivatives results are comprised of the net valuation premium, the change in the GLB embedded derivative reserves and the change in the fair value of the derivative instruments we own to hedge them, including the cost of purchasing the hedging instruments.

Our GWB, GIB and 4LATER® features have elements of both benefit reserves and embedded derivative reserves. We calculate the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each GLB feature. We record the embedded derivative reserve on our GLBs at fair value on our Consolidated Balance Sheets. We use derivative instruments to hedge our exposure to the risks and earnings volatility that result from changes in the GLB embedded derivatives reserves. The change in fair value of these derivative instruments is designed to generally offset the change in embedded derivative reserves. In the table above, we have presented the components of our GLB results, which can be volatile especially when sudden and significant changes in equity markets and/or interest rates occur. When we assess the effectiveness of our hedge program, we exclude the effect of the change in the component of the embedded derivative reserves related to the required NPR. We do not attempt to hedge the change in the NPR component of the liability. As of June 30, 2011, the net effect of the NPR resulted in a $28 million decrease in the liability for our GLB embedded derivative reserves. The NPR factors affect the discount rate used in the calculation of the GLB embedded derivative reserve. Our methodology for calculating the NPR component of the embedded derivative reserve utilizes an extrapolated 30-year NPR spread curve applied to a series of expected cash flows over the expected life of the embedded derivative. Our cash flows consist of both expected fees to be received from contract holders and benefits to be paid, and these cash flows are different on a pre- and post- NPR basis. We utilize a model based on our holding company's credit default swap ("CDS") spreads adjusted for items, such as the liquidity of our holding company CDS. Because the guaranteed benefit liabilities are contained within our insurance subsidiaries, we apply items, such as the effect of our insurance subsidiaries' claims-paying ratings compared to holding company credit risk and the over-collateralization of insurance liabilities, in order to determine factors that are representative of a theoretical market participant's view of the NPR of the specific liability within our insurance subsidiaries.

Details underlying the NPR component and associated effect to our GLB embedded derivative reserves (dollars in millions) were as follows:

	As of June 30, 2011	As of March 31, 2011	As of December 31, 2010	As of September 30, 2010	As of June 30, 2010
10-year CDS spread	2.02%	1.78%	1.98%	2.55%	2.94%
NPR factor related to 10-year CDS spread	0.24%	0.17%	0.17%	0.30%	0.40%
Unadjusted embedded derivative liability	$ 306	$ 112	$ 389	$ 1,556	$ 1,786

Estimating what the absolute amount of the NPR effect will be period to period is difficult due to the utilization of all cash flows and the shape of the spread curve. Currently, we estimate that if the NPR factors as of June 30, 2011, were to have been zero along all points on the spread curve, then the NPR offset to the unadjusted liability would have resulted in an unfavorable effect to net income of approximately $120 million, pre-DAC and tax. Alternatively, if the NPR factors were 20 basis points higher along all points on the spread curve as of June 30, 2011, then there would have been a favorable effect to net income of approximately $50 million, pre-DAC and tax. In the preceding two sentences, "DAC" refers to the associated amortization of DAC, VOBA, DSI and DFEL. Changing market conditions could cause this relationship to deviate significantly in future periods. Sensitivity within this range is primarily a result of volatility in our CDS spreads and the slope of the CDS spread term structure.

For additional information on our guaranteed benefits, see "Critical Accounting Policies and Estimates – Derivatives – Guaranteed Living Benefits" above.

GDB Derivatives Results

Our GDB derivatives results represent the change in the fair value of the derivative instruments we own to hedge the change in our benefit ratio unlocking, excluding our expected cost of the hedging instruments.

Indexed Annuity Forward-Starting Option

Details underlying indexed annuity forward-starting option (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Indexed Annuity Forward-Starting Option						
Pre-DAC amounts (1)	$ -	$ 6	-100%	$ 4	$ 10	-60%
Associated amortization of DAC, VOBA,						

DSI and DFEL		-		(3)	100%		(1)		(5)	80%
Total	$	-	$	3	-100%	$	3	$	5	-40%

(1) DAC refers to the associated amortization of DAC, VOBA, DSI and DFEL.

The liability for the forward-starting option reflects 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 accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC. These fair values represent an estimate of the cost of the options we will purchase in the future, discounted back to the date of the balance sheet, using current market indications of volatility and interest rates, which can vary significantly from period to period due to a number of factors and therefore can provide results that are not indicative of the underlying trends.

CONSOLIDATED INVESTMENTS

Details underlying our consolidated investment balances (in millions) were as follows:

			Percentage of Total Investments	
	As of June 30, 2011	As of December 31, 2010	As of June 30, 2011	As of December 31, 2011
Investments				
AFS securities:				
Fixed maturity	$ 70,920	$ 68,030	82.2%	81.6%
VIEs' fixed maturity	593	584	0.7%	0.7%
Total fixed maturity	71,513	68,614	82.9%	82.3%
Equity	144	197	0.2%	0.2%
Trading securities	2,625	2,596	3.0%	3.1%
Mortgage loans on real estate	6,871	6,752	8.0%	8.1%
Real estate	150	202	0.2%	0.3%
Policy loans	2,877	2,865	3.3%	3.5%
Derivative investments	1,097	1,076	1.3%	1.3%
Alternative investments	800	750	0.9%	0.9%
Other investments	201	288	0.2%	0.3%
Total investments	$ 86,278	$ 83,340	100.0%	100.0%

Investment Objective

Invested assets are an integral part of our operations. We follow a balanced approach to investing for both current income and prudent risk management, with an emphasis on generating sufficient current income, net of income tax, to meet our obligations to customers, as well as other general liabilities. This balanced approach requires the evaluation of expected return and risk of each asset class utilized, while still meeting our income objectives. This approach is important to our asset-liability management because decisions can be made based upon both the economic and current investment income considerations affecting assets and liabilities. For a discussion on our risk management process, see “Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk” in our 2010 Form 10-K.

Investment Portfolio Composition and Diversification

Fundamental to our investment policy is diversification across asset classes. Our investment portfolio, excluding cash and invested cash, is composed of fixed maturity securities, mortgage loans on real estate, real estate (either wholly-owned or in joint ventures) and other long-term investments. We purchase investments for our segmented portfolios that have yield, duration and other characteristics that take into account the liabilities of the products being supported.

We have the ability to maintain our investment holdings throughout credit cycles because of our capital position, the long-term nature of our liabilities and the matching of our portfolios of investment assets with the liabilities of our various products.

Fixed Maturity and Equity Securities Portfolios

Fixed maturity securities and equity securities consist of portfolios classified as AFS and trading. Mortgage-backed and private securities are included in both AFS and trading portfolios.

Details underlying our fixed maturity and equity securities portfolios by industry classification (in millions) are presented in the tables below. These tables agree in total with the presentation of AFS securities in Note 5; however, the categories below represent a more detailed breakout of the AFS portfolio; therefore, the investment classifications listed below do not agree to the investment categories provided in Note 5.

	As of June 30, 2011				
	Amortized Cost	Unrealized Gains	Unrealized Losses and OTTI	Fair Value	% Fair Value
Fixed Maturity AFS Securities					
Industry corporate bonds:					
Financial services	$ 8,582	$ 489	$ 128	$ 8,943	12.5%
Basic industry	2,839	219	14	3,044	4.3%
Capital goods	3,873	260	27	4,106	5.7%
Communications	3,190	271	29	3,432	4.8%
Consumer cyclical	2,930	197	44	3,083	4.3%
Consumer non-cyclical	7,673	656	17	8,312	11.6%
Energy	4,734	433	15	5,152	7.2%
Technology	1,769	113	7	1,875	2.6%
Transportation	1,446	120	3	1,563	2.2%
Industrial other	940	55	6	989	1.4%
Utilities	10,245	769	61	10,953	15.4%
Corporate asset-backed securities ("ABS"):					
Collateralized debt obligations ("CDOs")	97	5	4	98	0.1%
Commercial real estate ("CRE") CDOs	40	-	12	28	0.0%
Credit card	788	38	-	826	1.2%
Home equity	961	6	253	714	1.0%
Manufactured housing	90	4	1	93	0.1%
Auto loan	83	1	-	84	0.1%
Other	199	26	-	225	0.3%
CMBS:					
Non-agency backed	1,819	89	102	1,806	2.5%
Collateralized mortgage and other obligations ("CMOs"):					
Agency backed	3,654	318	1	3,971	5.6%
Non-agency backed	1,594	16	202	1,408	2.0%
Mortgage pass through securities ("MPTS"):					
Agency backed	3,026	124	3	3,147	4.4%
Non-agency backed	2	-	-	2	0.0%
Municipals:					
Taxable	3,367	137	28	3,476	4.9%
Tax-exempt	3	-	-	3	0.0%
Government and government agencies:					
United States	1,071	129	4	1,196	1.7%
Foreign	1,573	98	4	1,667	2.3%
Hybrid and redeemable preferred securities	1,357	67	107	1,317	1.8%
Total fixed maturity AFS securities	67,945	4,640	1,072	71,513	100.0%
Equity AFS Securities	121	25	2	144	
Total AFS securities	68,066	4,665	1,074	71,657	
Trading Securities (1)	2,339	315	29	2,625	
Total AFS and trading securities	$ 70,405	$ 4,980	$ 1,103	$ 74,282	

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	As of December 31, 2010				
	Amortized Cost	Unrealized Gains	Unrealized Losses and OTTI	Fair Value	% Fair Value
Fixed Maturity AFS Securities					
Industry corporate bonds:					
Financial services	$ 8,377	$ 438	$ 148	$ 8,667	12.7%
Basic industry	2,478	203	20	2,661	3.9%
Capital goods	3,425	243	45	3,623	5.3%
Communications	3,050	251	32	3,269	4.8%
Consumer cyclical	2,772	185	47	2,910	4.2%
Consumer non-cyclical	7,259	628	20	7,867	11.5%
Energy	4,533	428	17	4,944	7.2%
Technology	1,414	108	9	1,513	2.2%
Transportation	1,379	116	3	1,492	2.2%
Industrial other	884	53	10	927	1.4%
Utilities	9,800	708	62	10,446	15.2%
ABS:					
CDOs	128	22	8	142	0.2%
CRE CDOs	46	-	14	32	0.0%
Credit card	831	33	4	860	1.3%
Home equity	1,002	6	268	740	1.1%
Manufactured housing	110	3	4	109	0.2%
Auto loan	162	2	-	164	0.2%
Other	211	21	1	231	0.3%
CMBS:					
Non-agency backed	2,144	95	186	2,053	3.0%
CMOs:					
Agency backed	3,975	308	1	4,282	6.2%
Non-agency backed	1,718	16	259	1,475	2.1%
MPTS:					
Agency backed	2,978	106	5	3,079	4.5%
Non-agency backed	2	-	-	2	0.0%
Municipals:					
Taxable	3,219	27	94	3,152	4.6%
Tax-exempt	3	-	-	3	0.0%
Government and government agencies:					
United States	931	120	2	1,049	1.5%
Foreign	1,438	94	7	1,525	2.2%
Hybrid and redeemable preferred securities	1,476	56	135	1,397	2.0%
Total fixed maturity AFS securities	65,745	4,270	1,401	68,614	100.0%
Equity AFS Securities	179	25	7	197	
Total AFS securities	65,924	4,295	1,408	68,811	
Trading Securities (1)	2,340	297	41	2,596	
Total AFS and trading securities	$ 68,264	$ 4,592	$ 1,449	$ 71,407	

(1)

Certain of our trading securities support our modified coinsurance arrangements (“Modco”) and the investment results are passed directly to the reinsurers. Refer to the “Trading Securities” section of our 2010 Form 10-K for further details.

AFS Securities

The general intent of the AFS accounting guidance is to reflect stockholders' equity as if unrealized gains and losses were actually recognized, and it is necessary that we consider all related accounting adjustments that would occur upon such a hypothetical recognition of unrealized gains and losses. Such related balance sheet effects include adjustments to the balances of DAC, VOBA, DFEL, other contract holder funds and deferred income taxes. Adjustments to each of these balances are charged or credited to accumulated OCI. For instance, DAC is adjusted upon the recognition of unrealized gains or losses because the amortization of DAC is based upon an assumed emergence of gross profits on certain insurance business. Deferred income tax balances are also adjusted because unrealized gains or losses do not affect actual taxes currently paid.

The quality of our AFS fixed maturity securities portfolio, as measured at estimated fair value and by the percentage of fixed maturity securities invested in various ratings categories, relative to the entire fixed maturity AFS security portfolio (in millions) was as follows:

NAIC Designation(1)	Rating Agency Equivalent Designation(1)	As of June 30, 2011 Amortized Cost	Fair Value	% of Total	As of December 31, 2010 Amortized Cost	Fair Value	% of Total
Investment Grade Securities							
1	Aaa / Aa / A	$ 42,401	$ 44,970	62.9%	$ 40,573	$ 42,769	62.3%
2	Baa	21,805	23,238	32.5%	21,032	22,286	32.5%
Total investment grade securities		64,206	68,208	95.4%	61,605	65,055	94.8%
Below Investment Grade Securities							
3	Ba	2,645	2,467	3.4%	2,620	2,403	3.5%
4	B	602	507	0.7%	796	665	1.0%
5	Caa and lower	321	211	0.3%	476	325	0.5%
6	In or near default	171	120	0.2%	248	166	0.2%
Total below investment grade securities		3,739	3,305	4.6%	4,140	3,559	5.2%
Total fixed maturity AFS securities		$ 67,945	$ 71,513	100.0%	$ 65,745	$ 68,614	100.0%
Total securities below investment grade as a percentage of total fixed maturity AFS securities		5.5%	4.6%		6.3%	5.2%	

(1) Based upon the rating designations determined and provided by the National Association of Insurance Commissioners ("NAIC") or the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

Comparisons between the NAIC ratings and rating agency designations are published by the NAIC. The NAIC assigns securities quality ratings and uniform valuations, which are used by insurers when preparing their annual statements. The NAIC ratings are similar to the rating agency designations of the Nationally Recognized Statistical Rating Organizations for marketable bonds. NAIC ratings 1 and 2 include bonds generally considered investment grade (rated Baa3 or higher by Moody's, or rated BBB- or higher by S&P and Fitch), by such ratings organizations. However, securities rated NAIC 1 and NAIC 2 could be below investment grade by the rating agencies, which is a result of the changes in the RBC rules for RMBS and CMBS for statutory reporting. NAIC ratings 3 through 6 include bonds generally considered below investment grade (rated Ba1 or lower by Moody's, or rated BB+ or lower by S&P and Fitch).

Greece, Ireland, Italy, Portugal and Spain are experiencing stress in the credit markets. As of June 30, 2011, the amortized cost and fair value of our total sovereign exposure was $3 million to Italy. We also had AFS securities in a large Spanish bank, where our investments were in subsidiaries located outside of Spain, with an amortized cost of $48 million and a fair value of $50 million as of June 30, 2011. Other banking exposure to these countries as of June 30, 2011, included a $14 million notional CDS position where we have sold protection on a highly rated multi-national Spanish bank.

Our total non-banking and non-sovereign AFS securities to Ireland, Italy, Portugal and Spain had an amortized cost of $780 million and a fair value of $813 million as of June 30, 2011, approximately 50% of which related to large multinational companies domiciled in those countries. The detailed breakout by country was as follows: Ireland – $229 million amortized cost and $226 million fair value; Italy – $161 million amortized cost and $175 million fair value; Portugal – $40 million amortized cost and $34 million fair value; and Spain – $350 million amortized cost and fair value $378 million.

As of June 30, 2011, and December 31, 2010, 81.0% and 79.8%, respectively, of the total publicly traded and private securities in an unrealized loss status were rated as investment grade. See Note 5 for maturity date information for our fixed maturity investment portfolio. Our gross unrealized losses on AFS securities as of June 30, 2011, decreased $334 million. This change was attributable primarily to a decline in overall market yields, which was driven by market uncertainty and weakening economic activity. As more fully described in Note 1 of our 2010 Form 10-K, we regularly review our investment holdings for OTTI. We believe the unrealized loss position as of June 30, 2011, does not represent OTTI as we do not intend to sell these debt securities, it is not more likely than not that we will be required to sell the debt securities before recovery of their amortized cost basis, the estimated future cash flows are equal to or greater than the amortized cost basis of the debt securities, or we have the ability and intent to hold the equity securities for a period of time sufficient for recovery. For further information on our AFS securities unrealized losses, see "Additional Details on our Unrealized Losses on AFS Securities" below.

Selected information for certain AFS securities in a gross unrealized loss position (dollars in millions) was as follows:

	As of June 30, 2011					
	Fair Value	Gross Unrealized Losses and OTTI	Estimated Years until Call or Maturity	Estimated Average Years until Recovery	Subordination Level Current	Subordination Level Origination
CMBS	$ 269	$ (102)	1 to 42	29	20.9%	16.7%
Hybrid and redeemable preferred securities	622	(107)	1 to 55	32	N/A	N/A

As provided in the table above, many of the securities in these categories are long-dated with some of the preferred securities being perpetual. This is purposeful as it matches the long-term nature of our liabilities associated with our life insurance and annuity products. See "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2010 Form 10-K where we present information related to maturities of securities and the expected cash flows for rate sensitive liabilities and maturities of our holding company debt, which also demonstrates the long-term nature of the cash flows associated with these items. Because of this relationship, we do not believe it will be necessary to sell these securities before they recover or mature. For these securities, the estimated range and average period until recovery is the call or maturity period. It is difficult to predict or project when the securities will recover as it is dependent upon a number of factors including the overall economic climate. We do not believe it is necessary to impair these securities as long as the expected future cash flows are projected to be sufficient to recover the amortized cost of these securities.

The actual range and period until recovery could vary significantly depending on a variety of factors, many of which are out of our control. There are several items that could affect the length of the period until recovery, such as the pace of economic recovery, level of delinquencies, performance of the underlying collateral, changes in market interest rates, exposures to various industry or geographic conditions, market behavior and other market conditions.

We concluded that it is not more likely than not that we will be required to sell the fixed maturity AFS securities before recovery of their amortized cost basis, that the estimated future cash flows are equal to or greater than the amortized cost basis of the debt securities, and that we have the ability to hold the equity AFS securities for a period of time sufficient for recovery. This conclusion is consistent with our asset-liability management process. Management considers the following as part of the evaluation:

- The current economic environment and market conditions;
- Our business strategy and current business plans;
- The nature and type of security, including expected maturities and exposure to general credit, liquidity, market and interest rate risk;
- Our analysis of data from financial models and other internal and industry sources to evaluate the current effectiveness of our hedging and overall risk management strategies;
- The current and expected timing of contractual maturities of our assets and liabilities, expectations of prepayments on investments and expectations for surrenders and withdrawals of life insurance policies and annuity contracts;
- The capital risk limits approved by management; and

- Our current financial condition and liquidity demands.

To determine the recoverability of a debt security, we consider the facts and circumstances surrounding the underlying issuer including, but not limited to, the following:

- Historic and implied volatility of the security;
- Length of time and extent to which the fair value has been less than amortized cost;
- Adverse conditions specifically related to the security or to specific conditions in an industry or geographic area;
- Failure, if any, of the issuer of the security to make scheduled payments; and
- Recoveries or additional declines in fair value subsequent to the balance sheet date.

As reported on our Consolidated Balance Sheets, we had $89.2 billion of investments and cash, which exceeded the liabilities for our future obligations under insurance policies and contracts, net of amounts recoverable from reinsurers, which totaled $79.2 billion as of June 30, 2011. If it were necessary to liquidate securities prior to maturity or call to meet cash flow needs, we would first look to those securities that are in an unrealized gain position, which had a fair value of $59.6 billion, excluding consolidated VIEs in the amount of $593 million, as of June 30, 2011, rather than selling securities in an unrealized loss position. The amount of cash that we have on hand at any point of time takes into account our liquidity needs in the future, other sources of cash, such as the maturities of investments, interest and dividends we earn on our investments and the on-going cash flows from new and existing business.

See "AFS Securities – Evaluation for Recovery of Amortized Cost" in Note 1 in our 2010 Form 10-K and Note 5 for additional discussion.

As of June 30, 2011, and December 31, 2010, the estimated fair value for all private securities was $8.8 billion and $8.4 billion, both representing approximately 10% of total invested assets.

For information regarding our VIEs' fixed maturity securities, see Note 4 in both this report and in our 2010 Form 10-K.

MBS (Included in AFS and Trading Securities)

Our fixed maturity securities include MBS. These securities are subject to risks associated with variable prepayments. This may result in differences between the actual cash flow and maturity of these securities than that expected at the time of purchase. Securities that have an amortized cost greater than par and are backed by mortgages that prepay faster than expected will incur a reduction in yield or a loss. Those securities with an amortized cost lower than par that prepay faster than expected will generate an increase in yield or a gain. In addition, we may incur reinvestment risks if market yields are lower than the book yields earned on the securities. Prepayments occurring slower than expected have the opposite effect. We may incur reinvestment risks if market yields are higher than the book yields earned on the securities and we are forced to sell the securities. The degree to which a security is susceptible to either gains or losses is influenced by: the difference between its amortized cost and par; the relative sensitivity of the underlying mortgages backing the assets to prepayment in a changing interest rate environment; and the repayment priority of the securities in the overall securitization structure.

We limit the extent of our risk on MBS by prudently limiting exposure to the asset class, by generally avoiding the purchase of securities with a cost that significantly exceeds par, by purchasing securities backed by stable collateral and by concentrating on securities with enhanced priority in their trust structure. Such securities with reduced risk typically have a lower yield (but higher liquidity) than higher-risk MBS. At selected times, higher-risk securities may be purchased if they do not compromise the safety of the general portfolio. As of June 30, 2011, we did not have a significant amount of higher-risk, trust structured MBS. A significant amount of assets in our MBS portfolio are either guaranteed by U.S. government-sponsored enterprises or are supported in the securitization structure by junior securities enabling the assets to achieve high investment grade status.

Our exposure to subprime mortgage lending is limited to investments in banks and other financial institutions that may be affected by subprime lending and direct investments in ABS CDOs, ABS and RMBS. Mortgage-related ABS are backed by home equity loans and RMBS are backed by residential mortgages. These securities are backed by loans that are characterized by borrowers of differing levels of creditworthiness: prime; Alt-A; and subprime. Prime lending is the origination of residential mortgage loans to customers with excellent credit profiles. Alt-A lending is the origination of residential mortgage loans to customers who have prime credit profiles but lack documentation to substantiate income. Subprime lending is the origination of loans to customers with weak or impaired credit profiles.

The slowing U.S. housing market, increased interest rates for non-prime borrowers and relaxed underwriting standards from 2003 to 2007 have led to higher delinquency rates for residential mortgage loans and home equity loans. We expect delinquency rates and loss rates on residential mortgages and home equity loans to increase in the future; however, we continue to expect to receive payments in accordance with contractual terms for a significant amount of our securities, largely due to the seniority of the claims on the collateral of the securities that we own. The tranches of the securities will experience losses according to their seniority level with the least senior (or most junior), typically the unrated residual tranche, taking the initial loss. The credit ratings of our securities reflect the seniority of the securities that we own. Our RMBS had a market value of $8.8 billion and an unrealized gain of $260 million, or 3%, as of June 30, 2011.

The market value of AFS securities and trading securities backed by subprime loans was $481 million and represented less than 1% of our total investment portfolio as of June 30, 2011. AFS securities represented $465 million, or 97%, and trading securities represented $16 million, or 3%, of the subprime exposure as of June 30, 2011. AFS securities and trading securities rated A or above represented 46% of the subprime investments and $239 million in market value of our subprime investments was backed by loans originating in 2005 and forward. The tables below summarize our investments in AFS securities backed by pools of residential mortgages (in millions):

	Fair Value as of June 30, 2011				
	Prime Agency	Prime/ Non-Agency	Alt-A	Subprime	Total
Type					
CMOs and MPTS	$ 7,118	$ 909	$ 500	$ 1	$ 8,528
ABS home equity	5	-	244	465	714
Total by type (1)	$ 7,123	$ 909	$ 744	$ 466	$ 9,242
Rating					
AAA	$ 7,107	$ 105	$ 35	$ 104	$ 7,351
AA	-	51	18	31	100
A	16	52	35	76	179
BBB	-	83	49	49	181
BB and below	-	618	607	206	1,431
Total by rating (1)(2)	$ 7,123	$ 909	$ 744	$ 466	$ 9,242
Origination Year					
2004 and prior	$ 1,993	$ 244	$ 242	$ 231	$ 2,710
2005	862	132	257	171	1,422
2006	254	182	196	63	695
2007	1,116	351	49	-	1,516
2008	265	-	-	-	265
2009	1,299	-	-	1	1,300
2010	1,109	-	-	-	1,109
2011	225	-	-	-	225
Total by origination year (1)	$ 7,123	$ 909	$ 744	$ 466	$ 9,242
Total AFS securities					$ 71,657
Total AFS RMBS as a percentage of total AFS securities					12.9%
Total prime/non-agency, Alt-A and subprime as a percentage of total AFS securities					3.0%

(1)

Does not include the fair value of trading securities totaling $281 million, certain of which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $281 million in trading securities consisted of $254 million prime, $12 million Alt-A and $15 million subprime.

(2) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

	Amortized Cost as of June 30, 2011				
	Prime Agency	Prime/ Non- Agency	Alt-A	Subprime	Total
Type					
CMOs and MPTS	$ 6,681	$ 986	$ 605	$ 4	$ 8,276
ABS home equity	4	-	310	647	961
Total by type (1)	$ 6,685	$ 986	$ 915	$ 651	$ 9,237
Rating					
AAA	$ 6,671	$ 102	$ 34	$ 110	$ 6,917
AA	-	52	20	31	103
A	14	54	38	79	185
BBB	-	88	49	63	200
BB and below	-	690	774	368	1,832
Total by rating (1)(2)	$ 6,685	$ 986	$ 915	$ 651	$ 9,237
Origination Year					
2004 and prior	$ 1,855	$ 249	$ 271	$ 283	$ 2,658
2005	795	154	313	237	1,499
2006	229	193	259	129	810
2007	1,000	390	72	-	1,462
2008	242	-	-	-	242
2009	1,252	-	-	2	1,254
2010	1,089	-	-	-	1,089
2011	223	-	-	-	223
Total by origination year (1)	$ 6,685	$ 986	$ 915	$ 651	$ 9,237
Total AFS securities					$ 68,066
Total AFS RMBS as a percentage of total AFS securities					13.6%
Total prime/non-agency, Alt-A and subprime as a percentage of total AFS securities					3.7%

(1) Does not include the amortized cost of trading securities totaling $277 million, certain of which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $277 million in trading securities consisted of $245 million prime, $14 million Alt-A and $18 million subprime.

(2) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

None of these investments included any direct investments in subprime lenders or mortgages. We are not aware of material exposure to subprime loans in our alternative asset portfolio.

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The following summarizes our investments in AFS securities backed by pools of consumer loan ABS (in millions):

	As of June 30, 2011					
	Credit Card		Auto Loans		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
Rating						
AAA	$ 804	$ 766	$ 76	$ 75	$ 880	$ 841
BBB	22	22	8	8	30	30
Total by rating (1)(2)	$ 826	$ 788	$ 84	$ 83	$ 910	$ 871
Total AFS securities					$ 71,657	$ 68,066
Total by rating as a percentage of total AFS securities					1.3%	1.3%

(1) Does not include the fair value of trading securities totaling $5 million, certain of which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $5 million in trading securities consisted of $3 million of credit card securities and $2 million of auto loan securities.

(2) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

The following summarizes our investments in AFS securities backed by pools of commercial mortgages (in millions):

	As of June 30, 2011							
	Multiple Property		Single Property		CRE CDOs		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
Type								
CMBS	$ 1,748	$ 1,725	$ 58	$ 94	$ -	$ -	$ 1,806	$ 1,819
CRE CDOs	-	-	-	-	28	40	28	40
Total by type (1)	$ 1,748	$ 1,725	$ 58	$ 94	$ 28	$ 40	$ 1,834	$ 1,859
Rating								
AAA	$ 1,183	$ 1,112	$ 16	$ 16	$ -	$ -	$ 1,199	$ 1,128
AA	226	222	10	10	-	-	236	232
A	146	147	6	6	2	2	154	155
BBB	108	108	6	6	11	13	125	127
BB and below	85	136	20	56	15	25	120	217
Total by rating (1)(2)	$ 1,748	$ 1,725	$ 58	$ 94	$ 28	$ 40	$ 1,834	$ 1,859
Origination Year								
2004 and prior	$ 1,065	$ 1,040	$ 26	$ 26	$ 5	$ 6	$ 1,096	$ 1,072
2005	343	324	30	60	11	13	384	397
2006	143	160	2	8	12	21	157	189
2007	143	147	-	-	-	-	143	147
2010	54	54	-	-	-	-	54	54
Total by origination year (1)	$ 1,748	$ 1,725	$ 58	$ 94	$ 28	$ 40	$ 1,834	$ 1,859
Total AFS securities							$ 71,657	$ 68,066
Total AFS securities backed by pools of commercial mortgages as a percentage of total AFS securities							2.6%	2.7%

(1) Does not include the fair value of trading securities totaling $52 million, certain of which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $52 million in trading securities consisted of $49 million CMBS and $3 million CRE CDOs.

(2) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

Monoline insurers provide guarantees on debt for issuers, often in the form of credit wraps, which enhance the credit of the issuer. Monoline insurers guarantee the timely repayment of bond principal and interest when a bond issuer defaults and generally provide credit enhancement for bond issues such as municipal bonds and private placements as well as other types and structures of securities. Our direct exposure represents our bond holdings of the actual Monoline insurers. Our insured bonds represent our holdings in bonds of other issuers that are insured by Monoline insurers.

The following summarizes our exposure to Monoline insurers (in millions):

	As of June 30, 2011					
	Direct Exposure	Insured Bonds (1)	Total Amortized Cost	Total Unrealized Gain	Total Unrealized Loss and OTTI	Total Fair Value
Monoline Name						
AMBAC	$ -	$ 225	$ 225	$ 4	$ 38	$ 191
ASSURED GUARANTY LTD	30	-	30	-	16	14
FGIC	-	75	75	1	16	60
FSA	-	39	39	1	1	39
MBIA	12	131	143	14	11	146
MGIC	-	5	5	-	1	4
PMI GROUP INC	24	-	24	-	11	13
XL CAPITAL LTD	72	61	133	2	9	126
Total by Monoline insurer (2)	$ 138	$ 536	$ 674	$ 22	$ 103	$ 593
Total AFS securities			$ 68,066	$ 4,665	$ 1,074	$ 71,657
Total by Monoline insurer as a percentage of total AFS securities			1.0%	0.5%	9.6%	0.8%

(1) Additional indirect insured exposure through structured securities is excluded from this table.

(2) Does not include the fair value of trading securities totaling $31 million, certain of which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $31 million in trading securities consisted of $11 million of direct exposure and $20 million of insured exposure. This table also excludes insured exposure totaling $9 million for a guaranteed investment tax credit partnership.

Additional Details on our Unrealized Losses on AFS Securities

When considering unrealized gain and loss information, it is important to recognize that the information relates to the status of securities at a particular point in time and may not be indicative of the status of our investment portfolios subsequent to the balance sheet date. Further, because the timing of the recognition of realized investment gains and losses through the selection of which securities are sold is largely at management’s discretion, it is important to consider the information provided below within the context of the overall unrealized gain or loss position of our investment portfolios. These are important considerations that should be included in any evaluation of the potential effect of unrealized loss securities on our future earnings.

We have no concentrations of issuers or guarantors of fixed maturity and equity securities. We conduct enhanced analysis and monitoring for potential changes in unrealized loss status of securities that we believe are most at risk of impairment. The composition by industry categories of these securities was as follows (in millions):

	As of June 30, 2011					
	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Unrealized Loss and OTTI	% Unrealized Loss and OTTI
CMOs	$ 349	60.5%	$ 428	54.2%	$ 79	37.1%
ABS	87	15.0%	132	16.6%	45	21.1%
CMBS	13	2.3%	51	6.5%	38	17.8%
Banking	40	6.9%	67	8.5%	27	12.7%
Diversified manufacturing	54	9.4%	64	8.1%	10	4.7%
Property and casualty insurers	22	3.8%	36	4.6%	14	6.6%
Gaming	12	2.1%	12	1.5%	-	0.0%
Total securities subject to enhanced analysis and monitoring	$ 577	100.0%	$ 790	100.0%	$ 213	100.0%
Total AFS securities	$ 71,657		$ 68,066		$ 1,074	
Total securities subject to enhanced analysis and monitoring as a percentage of total AFS securities	0.8%		1.2%		19.8%	

	As of December 31, 2010					
	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Unrealized Loss and OTTI	% Unrealized Loss and OTTI
CMBS	$ 11	3.2%	$ 83	15.6%	$ 72	37.7%
CMOs	150	43.8%	184	34.5%	34	17.8%
Banking	67	19.6%	98	18.4%	31	16.2%
Diversified manufacturing	38	11.1%	63	11.8%	25	13.1%
ABS	17	5.0%	34	6.4%	17	9.0%
Property and casualty insurers	42	12.3%	52	9.8%	10	5.2%
Gaming	12	3.5%	13	2.4%	1	0.5%
Industrial - other	5	1.5%	6	1.1%	1	0.5%
Total securities subject to enhanced analysis and monitoring	$ 342	100.0%	$ 533	100.0%	$ 191	100.0%
Total AFS securities	$ 68,811		$ 65,924		$ 1,408	
Total securities subject to enhanced analysis and monitoring as a percentage						

of total AFS securities	0.5%	0.8%	13.6%

In addition, as discussed in Note 1 in our 2010 Form 10-K, we perform detailed analysis of our AFS securities, including those presented above as well as other AFS securities. For selected information on these AFS securities in a gross unrealized loss position backed by pools of residential and commercial mortgages as of June 30, 2011, see Note 5.

The composition by industry categories of all securities in unrealized loss status (in millions), was as follows:

	As of June 30, 2011					
	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Unrealized Loss and OTTI	% Unrealized Loss and OTTI
ABS	$ 731	6.5%	$ 1,001	8.1%	$ 270	25.1%
CMOs	1,092	9.7%	1,292	10.4%	200	18.6%
Banking	1,202	10.6%	1,358	11.0%	156	14.5%
CMBS	269	2.4%	371	3.0%	102	9.5%
Local authorities	835	7.4%	863	7.0%	28	2.6%
Electric	1,064	9.4%	1,113	9.0%	49	4.6%
Property and casualty insurers	352	3.1%	397	3.2%	45	4.2%
Media - non-cable	290	2.6%	311	2.5%	21	2.0%
Life	305	2.7%	326	2.6%	21	2.0%
Diversified Manufacturing	451	4.0%	470	3.8%	19	1.8%
Retailers	157	1.4%	173	1.4%	16	1.5%
Gaming	167	1.5%	179	1.4%	12	1.1%
Entertainment	184	1.6%	195	1.6%	11	1.0%
Industries with unrealized losses less than $10 million	4,192	37.1%	4,316	35.0%	124	11.5%
Total by industry	$ 11,291	100.0%	$ 12,365	100.0%	$ 1,074	100.0%
Total AFS securities	$ 71,657		$ 68,066		$ 1,074	
Total by industry as a percentage of total AFS securities	15.8%		18.2%		100.0%	

	As of December 31, 2010					
	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Unrealized Loss and OTTI	% Unrealized Loss and OTTI
ABS	$ 843	7.0%	$ 1,142	8.5%	$ 299	21.1%
CMOs	1,164	9.7%	1,419	10.6%	255	18.1%
Banking	1,495	12.4%	1,693	12.6%	198	14.1%
CMBS	379	3.2%	565	4.2%	186	13.2%
Local authorities	1,933	16.1%	2,028	15.1%	95	6.7%
Property and casualty insurers	360	3.0%	409	3.0%	49	3.5%
Electric	760	6.3%	806	6.0%	46	3.3%
Diversified manufacturing	267	2.2%	301	2.2%	34	2.4%
Media - non-cable	238	2.0%	263	2.0%	25	1.8%
Life	287	2.4%	304	2.3%	17	1.2%
Retailers	172	1.4%	187	1.4%	15	1.1%
Gaming	153	1.3%	165	1.2%	12	0.9%
Paper	130	1.1%	142	1.1%	12	0.9%
Entertainment	193	1.6%	204	1.5%	11	0.8%
Industries with unrealized losses less than $10 million	3,641	30.3%	3,795	28.3%	154	10.9%
Total by industry	$ 12,015	100.0%	$ 13,423	100.0%	$ 1,408	100.0%
Total AFS securities	$ 68,811		$ 65,924		$ 1,408	
Total by industry as a percentage of total AFS securities	17.5%		20.4%		100.0%	

Unrealized Loss on Below Investment Grade AFS Fixed Maturity Securities

Gross unrealized losses on below investment grade AFS fixed maturity securities represented 47.9% and 47.4% of total gross unrealized losses on all AFS securities as of June 30, 2011, and December 31, 2010, respectively. Generally, below investment grade fixed maturity securities are more likely than investment grade fixed maturity securities to develop credit concerns. The remaining 52.1% and 52.6% of the gross unrealized losses as of June 30, 2011, and December 31, 2010, respectively, related to investment grade AFS securities. The ratios of estimated fair value to amortized cost reflected in the table below were not necessarily indicative of the market value to amortized cost relationships for the securities throughout the entire time that the securities have been in an unrealized loss position nor are they necessarily indicative of these ratios subsequent to June 30, 2011.

Details underlying fixed maturity securities below investment grade and in an unrealized loss position (in millions) were as follows:

	Ratio of Amortized Cost to Fair Value	As of June 30, 2011		
Aging Category		Fair Value	Amortized Cost	Unrealized Loss and OTTI
90 days or less	Above 70%	$ 554	$ 603	$ 49
	40% to 70%	100	153	53
	Below 40%	1	4	3
Total 90 days or less		655	760	105
91 days to 180 days	Above 70%	21	23	2
Total 91 to 180 days		21	23	2
181 days to 270 days	Above 70%	104	117	13
Total 181 days to 270 days		104	117	13
271 days to 1 year	Above 70%	7	9	2
	40% to 70%	17	25	8
Total 271 days to 1 year		24	34	10
Greater than 1 year	Above 70%	1,079	1,236	157
	40% to 70%	226	390	164
	Below 40%	21	84	63
Total greater than 1 year		1,326	1,710	384
Total below investment grade and in an unrealized loss position		$ 2,130	$ 2,644	$ 514
Total AFS securities		$ 71,657	$ 68,066	$ 1,074
Total below investment grade and in an unrealized loss position as a percentage of total AFS securities		3.0%	3.9%	47.9%

Aging Category	Ratio of Amortized Cost to Fair Value	As of December 31, 2010 Fair Value	Amortized Cost	Unrealized Loss and OTTI
90 days or less	Above 70%	$ 388	$ 422	$ 34
	40% to 70%	78	128	50
	Below 40%	2	11	9
Total 90 days or less		468	561	93
91 days to 180 days	Above 70%	62	77	15
	40% to 70%	26	42	16
Total 91 to 180 days		88	119	31
181 days to 270 days	Above 70%	57	62	5
	40% to 70%	1	3	2
Total 181 days to 270 days		58	65	7
271 days to 1 year	Above 70%	129	160	31
	40% to 70%	43	72	29
Total 271 days to 1 year		172	232	60
Greater than 1 year	Above 70%	1,307	1,496	189
	40% to 70%	258	441	183
	Below 40%	21	125	104
Total greater than 1 year		1,586	2,062	476
Total below investment grade and in an unrealized loss position		$ 2,372	$ 3,039	$ 667
Total AFS securities		$ 68,811	$ 65,924	$ 1,408
Total below investment grade and in an unrealized loss position as a percentage of total AFS securities		3.4%	4.6%	47.4%

Mortgage Loans on Real Estate

The following tables summarize key information on mortgage loans on real estate (in millions):

	As of June 30, 2011		As of December 31, 2010	
	Carrying Value	%	Carrying Value	%
Credit Quality Indicator				
Current	$ 6,804	99.0%	$ 6,699	99.2%
Delinquent and in foreclosure (1)	67	1.0%	53	0.8%
Total mortgage loans on real estate	$ 6,871	100.0%	$ 6,752	100.0%

(1) As of June 30, 2011, and December 31, 2010, there were 12 and 10 mortgage loans that were delinquent and in foreclosure, respectively.

	As of June 30, 2011	As of December 31, 2010
By Segment		
Retirement Solutions:		
Annuities	$ 1,251	$ 1,172
Defined Contribution	1,016	920
Insurance Solutions:		
Life Insurance	3,786	3,856
Group Protection	292	285
Other Operations	526	519
Total mortgage loans on real estate	$ 6,871	$ 6,752

	As of June 30, 2011	
	Carrying Value	%
Property Type		
Office building	$ 2,217	32.2%
Industrial	1,789	26.0%
Retail	1,577	23.0%
Apartment	908	13.2%
Hotel/Motel	155	2.3%
Mixed use	129	1.9%
Other commercial	96	1.4%
Total	$ 6,871	100.0%
Geographic Region		
Pacific	$ 1,959	28.5%
South Atlantic	1,660	24.2%
West South Central	680	9.9%
East North Central	628	9.1%
Mountain	594	8.6%
Middle Atlantic	425	6.2%
East South Central	418	6.1%
West North Central	372	5.4%
New England	135	2.0%
Total	$ 6,871	100.0%

	As of June 30, 2011	
	Carrying Value	%
State Exposure		
CA	$ 1,591	23.2%
TX	648	9.4%
MD	419	6.1%
VA	335	4.9%
TN	298	4.3%
FL	295	4.3%
WA	277	4.0%
NC	245	3.6%
AZ	242	3.5%
GA	238	3.5%
IL	201	2.9%
PA	195	2.8%
NV	186	2.7%
OH	180	2.6%
IN	166	2.4%
MN	155	2.3%
Other states under 2%	1,200	17.5%
Total	$ 6,871	100.0%

	As of June 30, 2011	
	Principal Amount	%
Origination Year		
2004 and prior	$ 2,781	40.4%
2005	803	11.7%
2006	657	9.6%
2007	935	13.6%
2008	804	11.7%
2009	150	2.2%
2010	283	4.1%
2011	461	6.7%
Total	$ 6,874	100.0%

	As of June 30, 2011	
	Principal Amount	%
Future Principal Payments		
Remainder of 2011	$ 173	2.5%
2012	323	4.7%
2013	392	5.7%
2014	417	6.1%
2015	642	9.3%
2016 and thereafter	4,927	71.7%
Total	$ 6,874	100.0%

As discussed in "Current Market Conditions" in our 2010 Form 10-K, the global financial markets and credit market conditions experienced a period of extreme volatility and disruption that began in the second half of 2007 and continued and substantially increased throughout 2008 that led to a decrease in the overall liquidity and availability of capital in the mortgage loan market, and in particular a decrease in activity by securitization lenders. These conditions and the overall economic downturn put pressure on the fundamentals of mortgage loans on real estate through rising vacancies, falling rents and falling property values.

See Note 5 for information regarding our loan-to-value and debt-service coverage ratios.

There were ten and nine impaired mortgage loans on real estate, or less than 1% of the total dollar amount of mortgage loans on real estate as of June 30, 2011, and December 31, 2010, respectively. The carrying value on the mortgage loans on real estate that were two or more payments delinquent as of June 30, 2011, was $62 million, or 1% of total mortgage loans on real estate. The total principal and interest past due on the mortgage loans on real estate that were two or more payments delinquent as of June 30, 2011, was $43 million. The carrying value on the mortgage loans on real estate that were two or more payments delinquent as of December 31, 2010, was $48 million, or 1% of total mortgage loans on real estate. The total principal and interest past due on the mortgage loans on real estate that were two or more payments delinquent as of December 31, 2010, was $5 million. See Note 1 in our 2010 Form 10-K for more information regarding our accounting policy relating to the impairment of mortgage loans on real estate.

Alternative Investments

The carrying value of our consolidated alternative investments by business segment (in millions), which consisted primarily of investments in limited partnerships, was as follows:

	As of June 30, 2011	As of December 31, 2010
Retirement Solutions:		
Annuities	$ 121	$ 95
Defined Contribution	75	71
Insurance Solutions:		
Life Insurance	585	546
Group Protection	35	30
Other Operations	(16)	8

Total alternative investments	$ 800	$ 750

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Income (loss) derived from our consolidated alternative investments by business segment (in millions) was as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Retirement Solutions:						
Annuities	$ 4	$ 3	33%	$ 9	$ 6	50%
Defined Contribution	2	2	0%	6	4	50%
Insurance Solutions:						
Life Insurance	27	18	50%	57	32	78%
Group Protection	1	1	0%	3	2	50%
Other Operations	(1)	-	NM	-	-	NM
Total alternative investments (1)	$ 33	$ 24	38%	$ 75	$ 44	70%

(1) Includes net investment income on the alternative investments supporting the required statutory surplus of our insurance businesses.

The increase in our investment income on alternative investments presented in the table above when comparing the first six months of 2011 to the same period in 2010 was due primarily to the overall improvement in the economic environment specifically benefiting our hedge fund and energy limited partnership holdings, as well as increased commodity prices specifically benefiting our energy limited partnership holdings.

As of June 30, 2011, and December 31, 2010, alternative investments included investments in approximately 97 and 95 different partnerships, respectively, and the portfolio represented less than 1% of our overall invested assets. The partnerships do not represent off-balance sheet financing and generally involve several third-party partners. Some of our partnerships contain capital calls, which require us to contribute capital upon notification by the general partner. These capital calls are contemplated during the initial investment decision and are planned for well in advance of the call date. The capital calls are not material in size and are not material to our liquidity. Alternative investments are accounted for using the equity method of accounting and are included in other investments on our Consolidated Balance Sheets.

As discussed in "Critical Accounting Policies and Estimates – Investments – Valuation of Alternative Investments" in our 2010 Form 10-K, we update the carrying value of our alternative investment portfolio whenever audited financial statements of the investees for the preceding year become available. Net investment income (loss) derived from our consolidated alternative investments by segment (in millions) related to the effect of preceding year audit adjustments recorded during the indicated year at the investee was as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Retirement Solutions:						
Annuities	$ 1	$ 1	0%	$ 4	$ 3	33%
Defined Contribution	-	1	-100%	2	1	100%
Insurance Solutions:						
Life Insurance	9	4	125%	30	14	114%
Group Protection	-	1	-100%	2	1	100%
Total	$ 10	$ 7	43%	$ 38	$ 19	100%

Income (loss), after-tax, derived from our consolidated alternative investments by class (in millions) related to the effect of preceding year audit adjustments recorded during the indicated year at the investee was as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Venture capital	$ 10	$ 8	25%	$ 20	$ 14	43%
Real estate	(1)	(1)	0%	(1)	(2)	50%
Oil and gas	1	-	NM	19	7	171%
Associated amortization of DAC, VOBA, DSI, and DFEL	(4)	(2)	-100%	(13)	(6)	NM
Federal income tax expense (benefit)	(2)	(2)	0%	(9)	(5)	-80%
Total	$ 4	$ 3	33%	$ 16	$ 8	100%

Non-Income Producing Investments

As of June 30, 2011, and December 31, 2010, the carrying amount of fixed maturity securities, mortgage loans on real estate and real estate that were non-income producing was $15 million and $17 million, respectively.

Net Investment Income

Details underlying net investment income (in millions) and our investment yield were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Net Investment Income						
Fixed maturity AFS securities	$ 961	$ 913	5%	$ 1,914	$ 1,815	5%
VIEs' fixed maturity AFS securities	3	4	-25%	6	8	-25%
Equity AFS securities	1	1	0%	3	3	0%
Trading securities	39	39	0%	77	79	-3%
Mortgage loans on real estate	101	106	-5%	204	216	-6%
Real estate	6	5	20%	13	11	18%
Standby real estate equity commitments	-	-	NM	1	1	0%
Policy loans	43	43	0%	84	85	-1%
Invested cash	1	2	-50%	2	3	-33%
Commercial mortgage loan prepayment and bond makewhole premiums (1)	25	12	108%	59	17	247%
Alternative investments (2)	33	24	38%	75	44	70%
Consent fees	2	1	100%	2	1	100%
Other investments	(7)	1	NM	(12)	3	NM
Investment income	1,208	1,151	5%	2,428	2,286	6%
Investment expense	(27)	(31)	13%	(56)	(60)	7%
Net investment income	$ 1,181	$ 1,120	5%	$ 2,372	$ 2,226	7%

(1) See “Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums” below for additional information.
(2) See “Alternative Investments” above for additional information.

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	For the Three Months Ended June 30,		Basis Point	For the Six Months Ended June 30,		Basis Point
	2011	2010	Change	2011	2010	Change
Interest Rate Yield						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.53%	5.63%	(10)	5.55%	5.68%	(13)
Commercial mortgage loan prepayment and bond makewhole premiums	0.12%	0.06%	6	0.15%	0.04%	11
Alternative investments	0.16%	0.12%	4	0.19%	0.12%	7
Consent fees	0.01%	0.01%	-	0.00%	0.00%	-
Net investment income yield on invested assets	5.82%	5.82%	-	5.89%	5.84%	5

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Average invested assets at amortized cost	$ 81,102	$ 76,978	5%	$ 80,549	$ 76,219	6%

We earn investment income on our general account assets supporting fixed annuity, term life, whole life, UL, interest-sensitive whole life and fixed portion of defined contribution and VUL products. The profitability of our fixed annuity and life insurance products is affected by our ability to achieve target spreads, or margins, between the interest income earned on the general account assets and the interest credited to the contract holder on our average fixed account values, including the fixed portion of variable. Net investment income and the interest rate yield table each include commercial mortgage loan prepayments and bond makewhole premiums, alternative investments and contingent interest and standby real estate equity commitments. These items can vary significantly from period to period due to a number of factors and therefore can provide results that are not indicative of the underlying trends.

The increase in net investment income when comparing six months ended June 30, 2011, to the same period of 2010 was attributable to more favorable investment income on surplus and alternative investments, higher prepayment and bond makewhole premiums (see "Alternative Investments" above and "Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums" below for more information) and higher invested assets driven primarily by favorable net flows on fixed account values, including the fixed portion of variable and to a lesser extent issuances of common stock and debt.

Standby Real Estate Equity Commitments

Historically, we have entered into standby commitments, which obligated us to purchase real estate at a specified cost if a third-party sale does not occur within approximately one year after construction is completed. These commitments were used by a developer to obtain a construction loan from an outside lender on favorable terms. In return for issuing the commitment, we received an annual fee and a percentage of the profit when the property is sold. During 2009, we suspended the practice of entering into new standby real estate commitments.

As of June 30, 2011, we did not have any standby real estate equity commitments. During the first six months of 2011, we funded commitments of $19 million and recorded a gain of $6 million due to our funding being less than our estimated allowance for loss related to these commitments.

Commercial Mortgage Loan Prepayment and Bond Makewhole Premiums

Prepayment and makewhole premiums are collected when borrowers elect to call or prepay their debt prior to the stated maturity. A prepayment or makewhole premium allows investors to attain the same yield as if the borrower made all scheduled interest payments until maturity. These premiums are designed to make investors indifferent to prepayment.

The increase in prepayment and makewhole premiums when comparing 2011 to 2010 was attributable primarily to a decline in interest rates coupled with improvements in the capital markets and real estate financing environment, which resulted in more refinancing activity and more prepayment income.

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,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Fixed maturity AFS securities:						
Gross gains	$ 31	$ 35	-11%	$ 67	$ 84	-20%
Gross losses	(51)	(29)	-76%	(114)	(113)	-1%
Equity AFS securities:						
Gross gains	1	5	-80%	9	6	50%
Gross losses	-	-	NM	-	(4)	100%
Gain (loss) on other investments	(8)	(8)	0%	5	(29)	117%
Associated amortization of DAC, VOBA, DSI, and DFEL and changes in other contract holder funds	(7)	(8)	13%	(18)	(4)	NM
Total realized gain (loss) related to certain investments	$ (34)	$ (5)	NM	$ (51)	$ (60)	15%

Amortization of DAC, VOBA, DSI, DFEL and changes in other contract holder funds reflect an assumption for an expected level of credit-related investment losses. When actual credit-related investment losses are realized, we recognize a true-up to our DAC, VOBA, DSI and DFEL amortization and changes in other contract holder funds within realized loss reflecting the incremental effect of actual versus expected credit-related investment losses. These actual to expected amortization adjustments could create volatility in net realized gains and losses. The write-down for impairments includes both credit-related and interest-rate related impairments.

Realized gains and losses generally originate from asset sales to reposition the portfolio or to respond to product experience. During the first six months of 2011 and 2010, we sold securities for gains and losses. In the process of evaluating whether a security with an unrealized loss reflects declines that are other-than-temporary, we consider our ability and intent to sell the security prior to a recovery of value. However, subsequent decisions on securities sales are made within the context of overall risk monitoring, assessing value relative to other comparable securities and overall portfolio maintenance. Although our portfolio managers may, at a given point in time, believe that the preferred course of action is to hold securities with unrealized losses that are considered temporary until such losses are recovered, the dynamic nature of portfolio management may result in a subsequent decision to sell. These subsequent decisions are consistent with the classification of our investment portfolio as AFS. We expect to continue to manage all non-trading invested assets within our portfolios in a manner that is consistent with the AFS classification.

We consider economic factors and circumstances within countries and industries where recent write-downs have occurred in our assessment of the status of securities we own of similarly situated issuers. While it is possible for realized or unrealized losses on a particular investment to affect other investments, our risk management has been designed to identify correlation risks and other risks inherent in managing an investment portfolio. Once identified, strategies and procedures are developed to effectively monitor and manage these risks. The areas of risk correlation that we pay particular attention to are risks that may be correlated within specific financial and business markets, risks within specific industries and risks associated with related parties.

When the detailed analysis by our credit analysts and investment portfolio managers leads us to the conclusion that a security's decline in fair value is other-than-temporary, the security is written down to estimated recovery value. In instances where declines are considered temporary, the security will continue to be carefully monitored. See "Critical Accounting Policies and Estimates" in our 2010 Form 10-K for additional information on our portfolio management strategy.

Details underlying write-downs taken as a result of OTTI (in millions) were as follows:

	For the Three Months Ended June 30, 2011	For the Three Months Ended June 30, 2010	Change	For the Six Months Ended June 30, 2011	For the Six Months Ended June 30, 2010	Change
Fixed Maturity Securities						
Corporate bonds	$ (2)	$ (5)	60%	$ (6)	$ (46)	87%
MBS:						
CMOs	(23)	(12)	-92%	(43)	(36)	-19%
CMBS	(15)	-	NM	(39)	-	NM
ABS CDOs	-	-	NM	(1)	(1)	0%
Hybrid and redeemable preferred securities	-	-	NM	(2)	(5)	60%
Total fixed maturity securities	(40)	(17)	NM	(91)	(88)	-3%
Equity Securities						
Other financial services securities	-	-	NM	-	(3)	100%
Total equity securities	-	-	NM	-	(3)	100%
Gross OTTI recognized in net income (loss)	(40)	(17)	NM	(91)	(91)	0%
Associated amortization of DAC, VOBA, DSI and DFEL	10	6	67%	22	27	-19%
Net OTTI recognized in net income (loss), pre-tax	$ (30)	$ (11)	NM	$ (69)	$ (64)	-8%
Portion of OTTI Recognized in OCI						
Gross OTTI recognized in OCI	$ 18	$ -	NM	$ 27	$ 22	23%
Change in DAC, VOBA, DSI and DFEL	(3)	-	NM	(6)	2	NM
Net portion of OTTI recognized in OCI, pre-tax	$ 15	$ -	NM	$ 21	$ 24	-13%

During the three months ended June 30, 2011, we experienced an increase in write-downs for OTTI on our AFS MBS attributable primarily to continued weakness within the commercial and residential real estate market that affected select RMBS and CMBS holdings. For the remaining AFS securities, when comparing the first six months of 2011 to the same period in 2010, the decrease in write-downs for OTTI was attributable primarily to overall improvement in the credit markets as compared to the same period in the prior year.

The $118 million of impairments taken during the first six months of 2011 were split between $91 million of credit related impairments and $27 million of non-credit related impairments. The credit related impairments were largely attributable to our RMBS and CMBS holdings primarily as a result of continued weakness within the commercial and residential real estate market that affected select RMBS and CMBS holdings. The non-credit related impairments were incurred due to declines in values of securities for which we do not have an intent to sell or it is not more likely than not that we will be required to sell the securities before recovery.

REVIEW OF CONSOLIDATED FINANCIAL CONDITION

Liquidity and Capital Resources

Sources of Liquidity and Cash Flow

Liquidity refers to the ability of an enterprise to generate adequate amounts of cash from its normal operations to meet cash requirements with a prudent margin of safety. Our principal sources of cash flow from operating activities are insurance premiums and fees and investment income, while sources of cash flows from investing activities result from maturities and sales of invested assets. Our operating activities provided cash of $878 million and $873 million for the first six months of 2011 and 2010, respectively. When considering our liquidity and cash flow, it is important to distinguish between the needs of our insurance subsidiaries and the needs of the holding company, LNC. As a holding company with no operations of its own, LNC derives its cash primarily from its operating subsidiaries.

The sources of liquidity of the holding company are principally comprised of dividends and interest payments from subsidiaries, augmented by holding company short-term investments, bank lines of credit and the ongoing availability of long-term public financing under an SEC-filed shelf registration statement. These sources of liquidity and cash flow support the general corporate needs of the holding company, including its common and preferred stock dividends, interest and debt service, funding of callable securities, securities repurchases, acquisitions and investment in core businesses. Our cash flows associated with collateral received from and posted with counterparties change as the market value of the underlying derivative contract changes. As the value of a derivative asset declines (or increases), the collateral required to be posted by our counterparties would also decline (or increase). Likewise, when the value of a derivative liability declines (or increases), the collateral we are required to post for our counterparties' benefit would also decline (or increase). During the first six months of 2011, our payables for collateral on derivative investments increased by $224 million, which was attributable primarily to increased notional amounts. For additional information, see "Credit Risk" in Note 6.

Details underlying the primary sources of our holding company cash flows (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Dividends from Subsidiaries						
The Lincoln National Life Insurance Company ("LNL")	$ 150	$ 275	-45%	$ 300	$ 275	9%
Delaware Investments (1)	-	-	NM	-	390	-100%
Other	7	7	0%	12	22	-45%
Loan Repayments and Interest from Subsidiary						
Interest on inter-company notes (2)	19	19	0%	41	41	0%
	$ 176	$ 301	-42%	$ 353	$ 728	-52%
Other Cash Flow and Liquidity Items						
Net proceeds on common stock issuance	$ -	$ 368	-100%	$ -	$ 368	-100%
Lincoln UK sale proceeds	-	18	-100%	-	18	-100%
Increase (decrease) in commercial paper, net	(100)	-	NM	(100)	-	NM
Net capital received from (paid for taxes on) stock option exercises and restricted stock	-	-	NM	(1)	1	NM
	$ (100)	$ 386	NM	$ (101)	$ 387	NM

(1) For 2010, amount includes proceeds on the sale of Delaware. For more information, see Note 3.
(2) Primarily represents interest on the holding company's $1.3 billion in surplus note investments in LNL.

The table above focuses on significant and recurring cash flow items and excludes the effects of certain financing activities, namely the periodic issuance and retirement of debt and cash flows related to our inter-company cash management program (discussed below). Taxes have been eliminated from the analysis due to a tax sharing agreement among our primary subsidiaries resulting in a modest effect on net cash flows at the holding company. Also excluded from this analysis is the modest amount of investment income on short-term investments of the holding company.

Subsidiaries' Statutory Reserving and Surplus

For discussion of our strategies to lessen the burden of increased AG38 and XXX statutory reserves associated with certain UL products and other products with secondary guarantees subject to these statutory reserving requirements on our insurance subsidiaries, see "Results of Insurance Solutions – Insurance Solutions – Life Insurance – Income (Loss) from Operations – Strategies to Address Statutory Reserve Strain."

Financing Activities

Although our subsidiaries currently generate adequate cash flow to meet the needs of our normal operations, periodically we may issue debt or equity securities to maintain ratings and increase liquidity, as well as to fund internal growth, acquisitions and the retirement of our debt and equity securities.

We currently have an effective shelf registration statement, which allows us to issue, in unlimited amounts, securities, including debt securities, preferred stock, common stock, warrants, stock purchase contracts, stock purchase units, depository shares and trust preferred securities of our affiliated trusts.

Details underlying debt and financing activities (in millions) were as follows:

	For the Six Months Ended June 30, 2011					
	Beginning Balance	Issuance	Maturities and Repayments	Change in Fair Value Hedges	Other Changes (1)	Ending Balance
Short-Term Debt						
Commercial paper (2)	$ 100	$ -	$ -	$ -	$ (100)	$ -
Current maturities of long-term debt (3)	250	-	-	-	-	250
Other short-term debt (4)	1	-	-	-	-	1
Total short-term debt	$ 351	$ -	$ -	$ -	$ (100)	$ 251
Long-Term Debt						
Senior notes	$ 3,464	$ 300	$ -	$ 28	$ 1	$ 3,793
Bank borrowing	200	-	-	-	-	200
Federal Home Loan Bank of Indianapolis ("FHLBI") advance	250	-	-	-	-	250
Capital securities	1,485	-	-	-	1	1,486
Total long-term debt	$ 5,399	$ 300	$ -	$ 28	$ 2	$ 5,729

(1) Includes the net increase (decrease) in commercial paper, non-cash reclassification of long-term debt to current maturities of long-term debt, accretion of discounts and (amortization) of premiums, as applicable.
(2) During the six months ended June 30, 2011, we had an average of $70 million outstanding, a maximum amount outstanding of $103 million at any time and a weighted average interest rate of 0.39%.
(3) Consisted of a 6.20% fixed rate senior note that matures in less than one year.
(4) Consisted of advances from the FHLBI with a maturity of less than one year when made. During the six months ended June 30, 2011, we had an average and maximum amount outstanding of $1 million and a weighted average interest rate of 0.53%.

On June 24, 2011, we completed the issuance and sale of $300 million aggregate principal amount of our 4.85% senior notes due 2021. We used the net proceeds from this offering to redeem $275 million aggregate principal amount of our 6.75% capital securities due 2066 on July 7, 2011, and we expect the remaining net proceeds from this offering will be used for general corporate purposes.

Within the next two years, we have a $250 million 6.20% fixed rate senior note maturing on December 15, 2011, and a $300 million 5.65% fixed rate senior note maturing on August 27, 2012. The specific resources or combination of resources that we will use to meet these maturities will depend upon, among other things, the financial market conditions present at the time of maturity. As of June 30, 2011, the holding company had $1.0 billion in cash and cash equivalents and $25 million invested in fixed maturity corporate bonds; however, as mentioned above, it used $275 million of cash to redeem certain capital securities in July 2011, and as discussed below, it had an $89 million payable under the inter-company cash management program.

We have not accounted for repurchase agreements, securities lending transactions, or other transactions involving the transfer of financial assets with an obligation to repurchase the transferred assets as sales and do have any other transactions involving the transfer of financial assets with an obligation to repurchase the transferred assets. For information about our collateralized financing transactions on our investments, see “Payables for Collateral on Investments” in Note 5.

Details underlying our credit facilities with a group of domestic and foreign banks (in millions) were as follows:

		As of June 30, 2011		
	Expiration Date	Maximum Available	Borrowings Outstanding	LOCs Issued
Credit Facilities				
Credit facility with the FHLBI (1)	N/A	$ 645	$ 350	N/A
Four-year revolving credit facility	Jun-2015	2,000	-	693
LOC facility	Mar-2023	828	-	828
Total		$ 3,473	$ 350	$ 1,521

(1) We are allowed to borrow up to 20 times the amount of our common stock investment in the FHLBI. All borrowings from the FHLBI are required to be secured by certain investments owned by LNL. Our borrowing capacity under this credit facility does not have an expiration date and continues while our investment in the FHLBI common stock remains outstanding as long as LNL maintains a satisfactory level of creditworthiness and does not incur a material adverse change in its financial, business, regulatory or other areas that would materially affect its operations and viability. As of June 30, 2011, we had a $250 million floating-rate term loan outstanding under the facility (classified within long-term debt on our Consolidated Balance Sheets) due June 20, 2017, which may be prepaid on four specified reset dates. We also borrowed $100 million under the facility (classified within payables for collateral on investments on our Consolidated Balance Sheets) at a rate of 0.25% that is due August 31, 2011.

Effective as of June 10, 2011, we entered into a credit agreement with a syndicate of banks. This agreement (the "credit facility") allows for any combination of issuance of LOCs and borrowing of up to $2.0 billion; however, only $1.0 billion of the borrowing is available to reimburse the banks for drawn LOCs. The credit facility is unsecured and has a commitment termination date of June 10, 2015. LOCs issued under the credit facility may remain outstanding for one year following the applicable commitment termination date of the agreement. The LOCs support inter-company reinsurance transactions and specific treaties associated with our business sold through reinsurance. LOCs are used primarily to satisfy the U.S. regulatory requirements of our domestic insurance companies for which reserve credit is provided by our affiliated reinsurance companies, as discussed above in "Insurance Solutions – Life Insurance – Strategies to Address Statutory Reserve Strain," and our domestic clients of the business sold through reinsurance.

The credit facility contains customary terms and conditions, including covenants restricting our ability to incur liens, merge or consolidate with another entity where we are not the surviving entity and dispose of all or substantially all of our assets. The credit facility also includes financial covenants including: maintenance of a minimum consolidated net worth (as defined in the facility) equal to the sum of $9.2 billion plus fifty percent (50%) of the aggregate net proceeds of equity issuances received by us in accordance with the terms of the credit facility; and a debt-to-capital ratio as defined in accordance with the credit facility not to exceed 0.35 to 1.00. Further, the credit facility contains customary events of default, subject to certain materiality thresholds and grace periods for certain of those events of default. The events of default include payment defaults, covenant defaults, material inaccuracies in representations and warranties, certain cross-defaults, bankruptcy and liquidation proceedings and other customary defaults. Upon an event of default, the credit facility provides that, among other things, the commitments may be terminated and the loans then outstanding may be declared due and payable. As of June 30, 2011, we were in compliance with all such covenants.

This credit facility replaced our existing four-year credit facility dated as of June 9, 2010, and set to expire June 9, 2014, and the commitments under the existing credit facility have been terminated. Our 364-day credit facility expired June 8, 2011, prior to entering into the new credit agreement.

On April 28, 2011, certain of our wholly-owned subsidiaries amended and restated the reimbursement agreement (the "reimbursement agreement") entered into on December 31, 2009, with a third-party lender. Under the amended agreement, the lender issued an irrevocable LOC effective April 1, 2011, with a maximum scheduled LOC amount of up to approximately $925 million. The LOC supports an inter-company reinsurance agreement and expires March 31, 2023. The reimbursement agreement contains customary terms and conditions, including covenants restricting the ability of those subsidiaries to incur liens, merge or consolidate with another entity and dispose of all or substantially all of their assets. Further, the reimbursement agreement contains customary events of default, subject to certain materiality thresholds and grace periods for certain of those events of default. The events of default include payment defaults, covenant defaults, material inaccuracies in representations and warranties, bankruptcy and liquidation proceedings and other customary defaults. Upon an event of default, the reimbursement agreement provides that, among other things, obligations to issue, amend or increase the amount of any LOC shall be terminated and any obligations shall become immediately due and payable. As of June 30, 2011, we were in compliance with all such covenants.

See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Review of Consolidated Financial Condition – Liquidity and Capital Resources – Financing Activities" in our 2010 Form 10-K for additional information on our credit facilities.

If current debt ratings and claims-paying ratings were downgraded in the future, terms in our derivative agreements may be triggered, which could negatively affect overall liquidity. For the majority of our counterparties, there is a termination event should the long-term senior debt ratings of LNC drop below BBB-/Baa3 (S&P/Moody's). Our long-term senior debt held a rating of A-/Baa2 (S&P/Moody's) as of June 30, 2011. In addition, contractual selling agreements with intermediaries could be negatively affected, which could have an adverse effect on overall sales of annuities, life insurance and investment products. See "Part I – Item 1A. Risk Factors – A decrease in the capital and surplus of our insurance subsidiaries may result in a downgrade to our credit and insurer financial strength ratings" and "Part I – Item 1A. Risk Factors – A downgrade in our financial strength or credit ratings could limit our ability to market products, increase the number or value of policies being surrendered and/or hurt our relationships with creditors" in our 2010 Form 10-K for more information. See "Part I – Item 1. Business – Ratings" in our 2010 Form 10-K for additional information on our current bond ratings.

Alternative Sources of Liquidity

In order to manage our capital more efficiently, we have an inter-company cash management program where certain subsidiaries can lend to or borrow from the holding company to meet short-term borrowing needs. The cash management program is essentially a series of demand loans, which are permitted under applicable insurance laws, among LNC and its affiliates that reduces overall borrowing costs by allowing LNC and its subsidiaries to access internal resources instead of incurring third-party transaction costs. For our Indiana-domiciled insurance subsidiaries, the borrowing and lending limit is currently the lesser of 3% of the insurance company's admitted assets and 25% of its surplus, in both cases, as of its most recent year end.

The holding company did not borrow from the cash management program during the second quarter of 2011. There was no balance as of June 30, 2011. In addition, the holding company had an outstanding payable of $89 million to certain subsidiaries resulting from amounts placed by the subsidiaries in the inter-company cash management account in excess of funds borrowed by those subsidiaries as of June 30, 2011. Any increase (decrease) in either of these holding company cash management program payable balances results in an immediate and equal increase (decrease) to holding company cash and cash equivalents.

Our insurance subsidiaries, by virtue of their general account fixed income investment holdings, can access liquidity through securities lending programs and repurchase agreements. As of June 30, 2011, our insurance subsidiaries had securities with a carrying value of $200 million out on loan under the securities lending program and $280 million carrying value subject to reverse-repurchase agreements. The cash received in our securities lending program is typically invested in cash equivalents, short-term investments or fixed maturity securities.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language" above.

Divestitures

For a discussion of our divestitures, see Note 3.

Uses of Capital

Our principal uses of cash are to pay policy claims and benefits, operating expenses, commissions and taxes, to purchase new investments, to purchase reinsurance, to fund policy surrenders and withdrawals, to pay dividends to our stockholders and to repurchase our stock and debt securities.

Return of Capital to Common Stockholders

One of the Company's primary goals is to provide a return to our common stockholders through share price accretion, dividends and stock repurchases. We expect to repurchase additional shares of common stock over the remainder of 2011 depending on market conditions and alternative uses of capital. The amount and timing of share repurchase depends on key capital ratios, rating agency expectations, the generation of free cash flow and an evaluation of the costs and benefits associated with alternative uses of capital. In determining dividends, the Board takes into consideration items such as current and expected earnings, capital needs, rating agency considerations and requirements for financial flexibility.

Details underlying this activity (in millions, except per share data), were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Common dividends to stockholders	$ 16	$ 3	NM	$ 31	$ 6	NM
Repurchase of common stock	151	-	NM	226	-	NM
Total cash returned to stockholders	$ 167	$ 3	NM	$ 257	$ 6	NM
Number of shares issued	-	14.138	-100%	-	14.138	-100%
Average price per share	$ -	$ 26.09	-100%	$ -	$ 26.09	-100%
Number of shares repurchased	5.149	-	NM	7.563	-	NM
Average price per share	$ 29.15	$ -	NM	$ 29.77	$ -	NM

Note: Average price per share is calculated using whole dollars instead of dollars rounded to millions.

Other Uses of Capital

In addition to the amounts in the table above in "Return of Capital to Common Stockholders," other users of holding company cash flow (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2011	2010	Change	2011	2010	Change
Debt service (interest paid)	$ 80	$ 72	11%	$ 142	$ 130	9%
Capital contribution to subsidiaries	8	-	NM	16	18	-11%
Total	$ 88	$ 72	22%	$ 158	$ 148	7%

The above table focuses on significant and recurring cash flow items and excludes the effects of certain financing activities, namely the periodic retirement of debt and cash flows related to our inter-company cash management account. Taxes have been eliminated from the analysis due to a tax sharing agreement among our primary subsidiaries resulting in a modest effect on net cash flows at the holding company.

Significant Trends in Sources and Uses of Cash Flow

As stated above, LNC's cash flow, as a holding company, is largely dependent upon the dividend capacity of its insurance company subsidiaries as well as their ability to advance funds to it through inter-company borrowing arrangements, which may be affected by factors influencing the insurance subsidiaries' RBC and statutory earnings performance. We currently expect to be able to meet the holding company's ongoing cash needs and to have sufficient capital to offer downside protection in the event that the capital and credit markets experience another period of extreme volatility and disruption. A decline in capital market conditions, which reduces our insurance subsidiaries' statutory surplus and RBC, may require them to retain more capital and may pressure our subsidiaries' dividends to the holding company, which may lead us to take steps to preserve or raise additional capital. For factors that could affect our expectations for liquidity and capital, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K.

OTHER MATTERS

Other Factors Affecting Our Business

In general, our businesses are subject to a changing social, economic, legal, legislative and regulatory environment. Some of the changes include initiatives to require more reserves to be carried by our insurance subsidiaries. Although the eventual effect on us of the changing environment in which we operate remains uncertain, these factors and others could have a material effect on our results of operations, liquidity and capital resources. For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" in our 2010 Form 10-K and "Forward-Looking Statements – Cautionary Language" above.

Recent Accounting Pronouncements

See Note 2 for a discussion of recent accounting pronouncements that have been implemented during the periods presented or that have been issued and are to be implemented in the future.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We analyze and manage the risks arising from market exposures of financial instruments, as well as other risks, in an integrated asset-liability management process that takes diversification into account. By aggregating the potential effect of market and other risks on the entire enterprise, we estimate, review and in some cases manage the risk to our earnings and shareholder value. We have exposures to several market risks including interest rate risk, foreign currency exchange risk, equity market risk, default risk, basis risk and credit risk. The exposures of financial instruments to market risks, and the related risk management process, are most important to our Retirement Solutions and Insurance Solutions businesses, where most of the invested assets support accumulation and investment-oriented insurance products. As an important element of our integrated asset-liability management process, we use derivatives to minimize the effects of changes in interest levels, the shape of the yield curve, currency movements and volatility. In this context, derivatives are designated as a hedge and serve to minimize interest rate risk by mitigating the effect of significant increases in interest rates on our earnings. Additional market exposures exist in our other general account insurance products and in our debt structure and derivatives positions. Our primary sources of market risk are: substantial, relatively rapid and sustained increases or decreases in interest rates; fluctuations in currency exchange rates; or a sharp drop in equity market values. These market risks are discussed in detail in the following pages and should be read in conjunction with, our consolidated financial statements and the accompanying notes to the consolidated financial statements ("Notes") presented in "Item 1. Financial Statements," as well as "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")."

Interest Rate Risk

Interest Rate Risk on Fixed Insurance Businesses – Falling Rates

In periods of declining interest rates, we have to reinvest the cash we receive as interest or return of principal on our investments in lower yielding instruments. Moreover, borrowers may prepay fixed income securities, commercial mortgages and mortgage-backed securities in our general accounts in order to borrow at lower market rates, which exacerbate this risk. Because we are entitled to reset the interest rates on our fixed rate annuities only at limited, pre-established intervals, and because many of our contracts have guaranteed minimum interest or crediting rates, our spreads could decrease and potentially become negative.

Prolonged historically low rates are not healthy for our business fundamentals. However, we have recognized this threat and have been proactive in our investment strategies, product designs, crediting rate strategies and overall asset-liability practices to mitigate the risk of unfavorable consequences in this type of environment. For some time now, new products have been sold with low minimum crediting floors, and we apply disciplined asset-liability management standards, such as locking in spreads on these products at the time of issue.

The following summarizes solely a hypothetical significant unfavorable stress scenario to earnings if new money rates, currently averaging approximately 75 to 100 basis points below our portfolio yields, remain in place through 2013 as opposed to a scenario that we would expect to occur. This scenario is simply an illustration of the sensitivity to our earnings if such a stress scenario were to happen:

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Insurance Solutions – Life Insurance – The stress on earnings has been mitigated by proactive strategies to lock-in long-dated and high-yielding assets to manage this risk. We executed on strategies which allowed us to effectively pre-buy assets in anticipation of future flows and maturing securities. We have also taken actions on crediting rates. We estimate that this scenario would have an approximate unfavorable earnings effect in a range of $0 to $5 million during 2011, $10 million to $15 million during 2012 and $20 million to $25 million during 2013. Our deferred acquisition costs ("DAC"), value of business acquired ("VOBA"), and deferred front-end loads ("DFEL") methodology assumes that new money rates grade from current levels to a long-term yield assumption over time. During the third quarter of 2010, we lowered our new money investment yield assumption to reflect the then current new money rates and to approximate the forward curve for interest rates relevant at such time. The result was a drop in the current new money investment rate followed by a gradual annual recovery over eight years to a rate of 6.31%, 54 basis points below our previous ultimate long-term assumption of 6.85%. As a result, we recorded a prospective unlocking, as discussed in "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" and "Results of Insurance Solutions – Life Insurance" in the MD&A.

- Retirement Solutions – The earnings drag from spread compression is modest and largely concentrated in our Defined Contribution segment, which is a function of this segment having higher guaranteed crediting rates and recurring premiums. We estimate that this scenario would have an approximate unfavorable earnings effect in a range of $0 to $5 million during the remainder of 2011, $5 million to $10 million during 2012 and $10 million to $15 million during 2013. Since we currently have the ability to manage spread compression through credit rate actions, our Annuities business is not currently sensitive to spread compression so there is very little effect estimated. The risk for our Annuities business is sensitivity to sharp rising rates and we manage this risk by selling market value adjusted product and through purchase of derivative protection.

- Insurance Solutions – Group Protection – We reviewed the discount rate assumptions associated with our long-term disability claim reserves and life waiver claim incurrals during the second quarter of 2011, which resulted in lowering the discount rate by 50 basis points and decreasing income from operations by $3 million. Spread compression would unfavorably affect annualized earnings by up to $5 million during 2012.
- Other Operations – We may also be affected by sensitivity to our exposures in our institutional pension and disability run-off blocks of business that are sensitive to interest rates and could contribute to an effect.

The estimates above are based upon a hypothetical stressed scenario and are only representative of the effects of new money rates remaining in place through 2013 keeping all else equal and does not give consideration to the aggregate effect of other factors, including but not limited to: contract holder activity; hedge positions; changing equity markets; shifts in implied volatilities; and changes in other capital markets. In addition, the scenario only illustrated the effect to spreads and certain unlocking and reserve changes. Minimum guaranteed rates on annuity and universal life ("UL") policies generally range from 0.6% to 5.0%. Other potential effects of the scenario were not considered in the analysis. See "Part I – Item 1A. Risk Factors – 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 2010 Form 10-K for additional information on interest rates.

The following provides detail on the percentage differences between the June 30, 2011, interest rates being credited to contract holders based on second quarter of 2011 declared rates and the respective minimum guaranteed policy rate (dollars in millions), broken out by contract holder account values reported within the Retirement Solutions and Insurance Solutions businesses:

	Account Values				
	Retirement Solutions		Insurance Solutions - Life Insurance		%
	Annuities	Defined Contribution	(1)	Total	Account Values
Excess of Crediting Rates over Contract Minimums					
Discretionary rate setting products (2)(3)					
No difference	$ 5,444	$ 8,917	$ 24,050	$ 38,411	61.0%
up to 0.10%	25	-	555	580	0.9%
0.11% to 0.20%	26	11	154	191	0.3%
0.21% to 0.30%	70	2	186	258	0.4%
0.31% to 0.40%	33	193	393	619	1.0%
0.41% to 0.50%	58	-	695	753	1.2%
0.51% to 0.60%	117	-	730	847	1.3%
0.61% to 0.70%	128	65	491	684	1.1%
0.71% to 0.80%	117	-	307	424	0.7%
0.81% to 0.90%	85	-	276	361	0.6%
0.91% to 1.00%	66	133	154	353	0.6%
1.01% to 1.50%	417	85	444	946	1.5%
1.51% to 2.00%	110	7	50	167	0.3%
2.01% to 2.50%	59	173	-	232	0.4%
2.51% to 3.00%	10	15	88	113	0.2%
3.01% and above	4	1	-	5	0.0%
Total discretionary rate setting products	6,769	9,602	28,573	44,944	71.5%
Other contracts (4)	14,455	3,423	-	17,878	28.5%
Total account values	$ 21,224	$ 13,025	$ 28,573	$ 62,822	100.0%
Percentage of discretionary rate setting product account values at minimum guaranteed rates	80.4%	92.9%	84.2%	85.5%	

(1) Excludes policy loans.

(2) Contracts currently within new money rate bands are grouped according to the corresponding portfolio rate band in which they will fall upon their first anniversary.

(3) The average crediting rates in excess of average minimum guaranteed rates for our Annuities, Defined Contribution and Life Insurance segments were 19 basis points, 9 basis points and 11 basis points, respectively.

(4) Includes multi-year guarantee annuities, indexed annuities, modified guarantee annuities, single premium immediate annuities, dollar cost averaging contracts and indexed-based rate setting products for our Defined Contribution segment. The average crediting rates in excess of average minimum guaranteed rates for indexed-based rate setting products within our Defined Contribution segment was 20 basis points, and 63% of account values were already at their minimum guaranteed rates.

The maturity structure and call provisions of the related portfolios are structured to afford protection against erosion of investment portfolio yields during periods of declining interest rates. We devote extensive effort to evaluating the risks associated with falling interest rates by simulating asset and liability cash flows for a wide range of interest rate scenarios. We seek to manage these exposures by maintaining a suitable maturity structure and by limiting our exposure to call risk in each respective investment portfolio.

Derivatives

We have entered into derivative transactions to hedge our exposure to rapid changes in interest rates. The derivative programs are used to help us achieve somewhat stable margins while providing competitive crediting rates to contract holders during periods when interest rates are changing. Such derivatives include interest rate swap agreements, interest rate futures, interest rate cap agreements, forward-starting interest rate swaps, consumer price index swaps, interest rate cap corridors and treasury locks. See Note 6 for additional information on our derivatives used to hedge our exposure to changes in interest rates.

In addition to continuing existing programs, we may use derivative instruments in other strategies to limit risk and enhance returns, particularly in the management of investment spread businesses. We have established policies, guidelines and internal control procedures for the use of derivatives as tools to enhance management of the overall portfolio of risks assumed in our operations. Annually, our Board of Directors reviews our derivatives policy.

Equity Market Risk

Effect of Equity Market Sensitivity

Due to the use of our reversion to the mean ("RTM") process and our hedging strategies as described in "Critical Accounting Policies and Estimates" in the MD&A, we expect that, in general, short-term fluctuations in the equity markets should not have a significant effect on our quarterly earnings from unlocking of assumptions for DAC, VOBA, deferred sales inducements ("DSI") and DFEL, as we do not unlock our long-term equity market assumptions based upon short-term fluctuations in the equity markets. However, there is an effect to earnings from the effects of equity market movements on account values and assets under management and the related asset-based fees we earn on those assets net of related expenses we incur based upon the level of assets.

The following presents our estimate of the effect on income (loss) from operations (in millions), from the change in asset-based fees and related expenses, if the level of the Standard & Poor's ("S&P") 500 Index® ("S&P 500"), which ended at 1321 as of June 30, 2011, were to decrease to 1060 over six months after June 30, 2011, and remain at that level through the next six months or increase to 1585 over six months after June 30, 2011, and remain at that level through the next six months, excluding any effect related to sales, prospective unlocking, persistency, hedge program performance or customer behavior caused by the equity market change:

	S&P 500 at 1060 (1)	S&P 500 at 1585 (1)
Segment		
Retirement Solutions - Annuities	$ (66)	$ 28
Retirement Solutions - Defined Contribution	(6)	10

(1) The baseline for these effects assumes 9% annual separate account growth beginning on July 1, 2011. The baseline is then compared to scenarios of S&P 500 at the 1060 and 1585 levels, which assume the index moves to those levels over six months, remains at those levels through the next six months and grows at 9% annually thereafter. The difference between the baseline and S&P 500 at the 1060 and 1585 level scenarios is presented in the table.

Refer to "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" in the MD&A for discussion on the effects of equity markets on our RTM.

The effect on earnings summarized above is an expected effect for the next twelve months. The effect of quarterly equity market changes upon fee revenues and asset-based expenses will not be fully recognized in the current quarter because fee revenues are earned and related expenses are incurred based upon daily variable account values. The difference between the current period average daily variable account values compared to the end of period variable account values affects fee revenues in subsequent periods. Additionally, the effect on earnings may not necessarily be symmetrical with comparable increases in the equity markets. This discussion concerning the estimated effects of ongoing equity market volatility on the fees we earn from account values and assets under management is intended to be illustrative. Actual effects may vary depending on a variety of factors, many of which are outside of our control, such as changing customer behaviors that might result in changes in the mix of our business between variable and fixed annuity contracts, switching among investment alternatives available within variable products, changes in sales production levels or changes in policy persistency. For purposes of this guidance, the change in account values is assumed to correlate with the change in the relevant index.

Credit-Related Derivatives

We use credit-related derivatives to minimize our exposure to credit-related events and we also sell credit default swaps to offer credit protection to our contract holders and investors. See Note 6 for additional information.

Credit Risk

Through the use of derivative instruments, we are exposed to both credit risk (our counterparty fails to make payment) and market risk (the value of the instrument falls). When the fair value of a derivative contract is positive, this generally indicates that the counterparty owes us and, therefore, creates a credit risk for us equal to the extent of the fair value gain in the derivative. When the fair value of a derivative contract is negative, this generally indicates we owe the counterparty and therefore we have no credit risk, but have been affected by market risk. We minimize the credit risk in derivative instruments by entering into transactions with high quality counterparties with minimum credit ratings that are reviewed regularly by us, by limiting the amount of credit exposure to any one counterparty and by requiring certain counterparties to post collateral if our credit risk exceeds certain limits. We also maintain a policy of requiring all derivative contracts to be governed by an International Swaps and Derivatives Association ("ISDA") Master Agreement. We do not believe that the credit or market risks associated with derivative instruments are material to any insurance subsidiary or to us. See Note 6 for additional information on our credit risk.

We have derivative positions with counterparties. Assuming zero recovery value, our exposure is the positive market value of the derivative positions with a counterparty, less collateral, that would be lost if the counterparty were to default. As of June 30, 2011, and December 31, 2010, our counterparty risk exposure, net of collateral, was $139 million and $184 million, respectively. As of June 30, 2011, we had exposure to 17 counterparties, with a maximum exposure of $44 million, net of collateral, to a single counterparty. The credit risk associated with such agreements is minimized by purchasing such agreements from financial institutions with long-standing, superior performance records. For the majority of our counterparties, there is a termination event should the long-term senior debt ratings of Lincoln National Corporation drop below BBB-/Baa3 (S&P/Moody's Investors Service). Additionally, we maintain a policy of requiring all derivative contracts to be governed by an ISDA Master Agreement.

Our fair value of counterparty exposure (in millions) was as follows:

	As of June 30, 2011	As of December 31, 2010
Rating		
AAA	$ 2	$ 7
AA	26	26
A	107	146
BBB	4	5
Total	$ 139	$ 184

Item 4. Controls and Procedures

Conclusions Regarding Disclosure Controls and Procedures

We maintain disclosure controls and procedures, which are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of the end of the period required by this report, we, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us and our consolidated subsidiaries required to be disclosed in our periodic reports under the Exchange Act.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2011, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

A control system, no matter how well designed and operated, can provide only reasonable assurance that the control system's objectives will be met. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Information regarding reportable legal proceedings is contained in Note 9 to the consolidated financial statements in "Part I – Item 1."

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(c) The following table summarizes purchases of equity securities by the issuer during the quarter ended June 30, 2011 (dollars in millions, except per share data):

Period	(a) Total Number of Shares (or Units) Purchased (1)	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (2)	(d) Approximate Dollar Value of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (3)
4/1/11 - 4/30/11	2,165	$ 30.05	-	$ 1,040
5/1/11 - 5/31/11	2,995,013	30.09	2,993,266	950
6/1/11 - 6/30/11	2,156,922	27.85	2,156,136	890

(1) Of the total number of shares purchased, no shares were received in connection with the exercise of stock options and related taxes and 4,698 shares were withheld for taxes on the vesting of restricted stock. For the quarter ended June 30, 2011, there were 5,149,402 shares purchased as part of publicly announced plans or programs.

(2) On February 23, 2007, our Board approved a $2.0 billion increase to our securities repurchase authorization, bringing the total authorization at that time to $2.6 billion. As of June 30, 2011, our remaining security repurchase authorization was $890 million. The security repurchase authorization does not have an expiration date. The amount and timing of share repurchase depends on key capital ratios, rating agency expectations, the generation of free cash flow and an evaluation of the costs and benefits associated with alternative uses of capital. The shares repurchased in connection with the awards described in Note 20 to the consolidated financial statements of our 2010 Form 10-K are not included in our security repurchase.

(3) As of the last day of the applicable month.

Item 6. Exhibits

The Exhibits included in this report are listed in the Exhibit Index beginning on page E-1, which is incorporated herein by reference.

SIGNATURES

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

LINCOLN NATIONAL CORPORATION

By: /s/ RANDAL J. FREITAG
Randal J. Freitag
Executive Vice President and Chief Financial Officer

By: /s/ DOUGLAS N. MILLER
Douglas N. Miller
Senior Vice President and Chief Accounting Officer

Dated: August 3, 2011

LINCOLN NATIONAL CORPORATION
Exhibit Index for the Report on Form 10-Q
For the Quarter Ended June 30, 2011

3.1	LNC Restated Articles of Incorporation are incorporated by reference to Exhibit 3.1 to LNC's Form 8-K (File No. 1-6028) filed with the SEC on August 17, 2010.
3.2	Articles of Amendment dated May 26, 2011 to LNC's Restated Articles of Incorporation are incorporated by reference to Exhibit 3.1 to LNC's Form 8-K (File No. 1-6028) filed with the SEC on May 31, 2011.
3.3	Amended and Restated Bylaws of LNC (effective May 31, 2011) are filed herewith.
4.1	Senior Indenture, dated as of March 10, 2009, between LNC and the Bank of New York Mellon, is incorporated by reference to LNC's Form S-3ASR (File No. 333-157822) filed with the SEC on March 10, 2009.
4.2	Form of 4.85% Senior Notes due 2021 incorporated by reference to Exhibit 4.1 to LNC's Form 8-K (File No. 1-6028) filed with the SEC on June 24, 2011.
10.1	Credit Agreement, dated as of June 10, 2011, among Lincoln National Corporation, as an Account Party and Guarantor, the Subsidiary Account Parties, as additional Account Parties, JPMorgan Chase Bank, N.A. as administrative agent, and the other lenders named therein, incorporated by reference to Exhibit 10.1 to LNC's Form 8-K (File No. 1-6028) filed with the SEC on June 15, 2011.
12	Historical Ratio of Earnings to Fixed Charges.
31.1	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Attached as Exhibit 101 to this report are the following Interactive Data Files formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of June 30, 2011, and December 31, 2010; (ii) Consolidated Statements of Income for the three and six months ended June 30, 2011 and 2010; (iii) Consolidated Statements of Stockholders' Equity for the six months ended June 30, 2011 and 2010; (iv) Consolidated Statements of Cash Flows for the six months ended June 30, 2011 and 2010; and (v) Notes to the Consolidated Financial Statements. Users of this data are advised pursuant to Rule 401 of Regulation S-T that the information contained in the XBRL documents is unaudited and these are not the official publicly filed financial statements of Lincoln National Corporation.

In accordance with Rule 402 of Regulation S-T, the XBRL related information in this report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.