LINCOLN NATIONAL CORP
Form 10-Q
August 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

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 No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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. (Check one):

Large accelerated filer 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

As of August 1, 2016, there were 232,795,337 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, 2016 (Unaudited)	As of December 31, 2015
ASSETS		
Investments:		
Available-for-sale securities, at fair value:		
Fixed maturity securities (amortized cost: 2016 – $83,033; 2015 – $81,993)	$ 91,461	$ 84,964
Variable interest entities’ fixed maturity securities (amortized cost: 2016 – $598; 2015 – $596)	600	598
Equity securities (cost: 2016 – $259; 2015 – $226)	277	237
Trading securities	1,812	1,854
Mortgage loans on real estate	9,257	8,678
Real estate	21	17
Policy loans	2,507	2,545
Derivative investments	2,613	1,537
Other investments	2,039	1,778
Total investments	110,587	102,208
Cash and invested cash	4,113	3,146
Deferred acquisition costs and value of business acquired	8,280	9,510
Premiums and fees receivable	370	376
Accrued investment income	1,070	1,070
Reinsurance recoverables	5,540	5,623
Funds withheld reinsurance assets	628	629
Goodwill	2,273	2,273
Other assets	5,134	3,454
Separate account assets	125,033	123,619
Total assets	$ 263,028	$ 251,908
LIABILITIES AND STOCKHOLDERS’ EQUITY		
Liabilities		
Future contract benefits	$ 22,147	$ 20,708
Other contract holder funds	77,458	77,362
Short-term debt	250	-
Long-term debt	5,460	5,553
Reinsurance related embedded derivatives	134	87
Funds withheld reinsurance liabilities	2,019	638
Deferred gain on business sold through reinsurance	61	98

Payables for collateral on investments	6,297	4,657
Variable interest entities' liabilities	-	4
Other liabilities	8,249	5,565
Separate account liabilities	125,033	123,619
Total liabilities	247,108	238,291
Contingencies and Commitments (See Note 8)		
Stockholders' Equity		
Preferred stock – 10,000,000 shares authorized	-	-
Common stock – 800,000,000 shares authorized; 232,784,691 and 243,835,893 shares issued and outstanding as of June 30, 2016, and December 31, 2015, respectively	6,009	6,298
Retained earnings	6,716	6,474
Accumulated other comprehensive income (loss)	3,195	845
Total stockholders' equity	15,920	13,617
Total liabilities and stockholders' equity	$ 263,028	$ 251,908

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited, in millions, except per share data)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues				
Insurance premiums	$ 728	$ 782	$ 1,544	$ 1,572
Fee income	1,288	1,239	2,523	2,460
Net investment income	1,199	1,187	2,371	2,374
Realized gain (loss):				
Total other-than-temporary impairment losses on securities	(36)	(14)	(92)	(35)
Portion of loss recognized in other comprehensive income	8	7	28	15
Net other-than-temporary impairment losses on securities recognized in earnings	(28)	(7)	(64)	(20)
Realized gain (loss), excluding other-than-temporary impairment losses on securities	(17)	17	(95)	(18)
Total realized gain (loss)	(45)	10	(159)	(38)
Amortization of deferred gain on business sold through reinsurance	18	18	37	37
Other revenues	119	145	235	280
Total revenues	3,307	3,381	6,551	6,685
Expenses				
Interest credited	639	629	1,272	1,254
Benefits	1,208	1,220	2,540	2,456
Commissions and other expenses	978	1,014	1,953	2,027
Interest and debt expense	68	69	136	137
Total expenses	2,893	2,932	5,901	5,874
Income (loss) before taxes	414	449	650	811
Federal income tax expense (benefit)	89	105	117	167
Net income (loss)	325	344	533	644
Other comprehensive income (loss), net of tax	1,264	(1,709)	2,350	(1,152)
Comprehensive income (loss)	$ 1,589	$ (1,365)	$ 2,883	$ (508)
Net Income (Loss) Per Common Share				
Basic	$ 1.37	$ 1.37	$ 2.23	$ 2.54
Diluted	1.35	1.35	2.17	2.50
Cash Dividends Declared Per Common Share	$ 0.25	$ 0.20	$ 0.50	$ 0.40

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,	
	2016	2015
Common Stock		
Balance as of beginning-of-year	$ 6,298	$ 6,622
Stock compensation/issued for benefit plans	14	68
Retirement of common stock/cancellation of shares	(303)	(221)
Balance as of end-of-period	6,009	6,469
Retained Earnings		
Balance as of beginning-of-year	6,474	6,022
Net income (loss)	533	644
Retirement of common stock	(172)	(279)
Common stock dividends declared	(119)	(101)
Balance as of end-of-period	6,716	6,286
Accumulated Other Comprehensive Income (Loss)		
Balance as of beginning-of-year	845	3,096
Other comprehensive income (loss), net of tax	2,350	(1,152)
Balance as of end-of-period	3,195	1,944
Total stockholders' equity as of end-of-period	$ 15,920	$ 14,699

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in millions)

	For the Six Months Ended June 30, 2016	2015
Cash Flows from Operating Activities		
Net income (loss)	$ 533	$ 644
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Deferred acquisition costs, value of business acquired, deferred sales inducements and deferred front-end loads deferrals and interest, net of amortization	(17)	(176)
Trading securities purchases, sales and maturities, net	113	86
Change in premiums and fees receivable	6	58
Change in accrued investment income	-	(15)
Change in future contract benefits and other contract holder funds	5	17
Change in reinsurance related assets and liabilities	(347)	(14)
Change in accrued expenses	(180)	(118)
Change in federal income tax accruals	(3)	(54)
Realized (gain) loss	159	38
Amortization of deferred gain on business sold through reinsurance	(37)	(37)
Other	301	153
Net cash provided by (used in) operating activities	533	582
Cash Flows from Investing Activities		
Purchases of available-for-sale securities	(5,727)	(4,451)
Sales of available-for-sale securities	2,068	414
Maturities of available-for-sale securities	2,579	2,085
Purchases of other investments	(9,956)	(7,415)
Sales or maturities of other investments	9,211	7,109
Increase (decrease) in payables for collateral on investments	1,640	176
Other	(55)	(52)
Net cash provided by (used in) investing activities	(240)	(2,134)
Cash Flows from Financing Activities		
Payment of long-term debt, including current maturities	-	(250)
Issuance of long-term debt, net of issuance costs	-	298
Deposits of fixed account values, including the fixed portion of variable	5,015	4,966
Withdrawals of fixed account values, including the fixed portion of variable	(2,769)	(3,135)
Transfers to and from separate accounts, net	(967)	(1,361)
Common stock issued for benefit plans and excess tax benefits	(8)	44
Repurchase of common stock	(475)	(500)
Dividends paid to common stockholders	(122)	(102)

Net cash provided by (used in) financing activities	674	(40)
Net increase (decrease) in cash and invested cash	967	(1,592)
Cash and invested cash as of beginning-of-year	3,146	3,919
Cash and invested cash as of end-of-period	$ 4,113	$ 2,327

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 13 for additional details. The collective group of businesses uses "Lincoln Financial Group" as its marketing identity. Through our business segments, we sell a wide range of wealth protection, accumulation and retirement income products and solutions. These products include fixed and indexed annuities, variable annuities, universal life insurance ("UL"), variable universal life insurance ("VUL"), linked-benefit UL, indexed universal life insurance ("IUL"), term life insurance, employer-sponsored retirement plans and services, and group life, disability and dental.

Basis of Presentation

The accompanying unaudited consolidated financial statements are prepared in accordance with United States of America generally accepted accounting principles ("GAAP") for interim financial information and with the instructions for the Securities and Exchange Commission ("SEC") Quarterly Report on Form 10-Q, including Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. Therefore, the information contained in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 ("2015 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 2015 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, 2016, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2016. All material inter-company accounts and transactions have been eliminated in consolidation.

2. New Accounting Standards

Adoption of New Accounting Standards

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

Standard	Description	Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2014-16, Determining Whether the Host Contract in a Hybrid Financial Instrument Issued in the Form of a Share is More Akin to Debt or to Equity	This standard clarifies that when considering the nature of the host contract in a hybrid financial instrument issued in the form of a share; an entity must consider all of the stated and implied substantive terms of the hybrid instrument, including the embedded derivative feature that is being considered for separate accounting from the host contract.	January 1, 2016	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations.
ASU 2015-02, Amendments to the Consolidation Analysis	This standard addresses consolidation accounting guidance related to limited partnerships, limited liability companies and securitization structures. The new standard includes changes to existing consolidation models that eliminates the presumption that a general partner should consolidate a limited partnership, clarifies when fees paid to a decision maker should be a factor in the variable interest entities ("VIEs") consolidation evaluation and reduces the VIE consolidation models from two to one by eliminating the indefinite deferral for certain investment funds.	January 1, 2016	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations. We have provided additional financial statement disclosures related to our limited partnerships in Note 3.
ASU 2015-03, Simplifying the Presentation of Debt Issuance Costs	Debt issuance costs were previously recognized as a deferred charge in the balance sheet. This amendment requires the presentation of debt issuance costs in the balance sheet as a direct deduction from the carrying amount of that debt. This standard does not change the recognition and measurement requirements related to debt issuance costs. Retrospective application of the amendments in this ASU is required.	January 1, 2016	We have retrospectively reclassified approximately $29 million of our debt issuance costs from other assets to long-term debt on the Consolidated

			Balance Sheets as of December 31, 2015. See ASU 2015-15 for debt issuance costs associated with line-of-credit arrangements.
ASU 2015-05, Customer's Accounting for Fees Paid in a Cloud Computing Arrangement	This standard clarifies the accounting requirements for recognizing cloud computing arrangements. Software licenses purchased through cloud computing arrangements should be accounted for in a manner consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the arrangement should be accounted for as a service contract.	January 1, 2016	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations.
ASU 2015-07, Disclosures for Certain Investments That Calculate Net Asset Value per Share (or its Equivalent)	This standard removes the requirement to categorize within the fair value hierarchy all investments for which fair value is measured using the net asset value per share practical expedient. In addition, the standard removes the requirement to make certain disclosures for all investments that are eligible to be measured at fair value using the net asset value per share practical expedient, and limits those disclosures only to those investments for which the practical expedient has been elected.	January 1, 2016	The adoption of this ASU did not result in a change to our financial statement disclosures.

Standard	Description	Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2015-15, Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements	Given the absence of authoritative accounting guidance in ASU 2015-03 related to debt issuance costs for line-of-credit arrangements, this standard clarifies that the SEC Staff would not object to an entity deferring and presenting these debt issuance costs as an asset and subsequently amortizing the deferred debt issuance costs ratably over the term of the line-of-credit arrangement.	January 1, 2016	The adoption of this ASU did not have an effect on our consolidated financial condition or results of operations.

Future Adoption of New Accounting Standards

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

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2014-09, Revenue from Contracts with Customers & ASU 2015-14, Revenue from Contracts with Customers; Deferral of the Effective Date	This standard establishes the core principle of recognizing revenue to depict the transfer of promised goods and services. The amendments define a five-step process that systematically identifies the various components of the revenue recognition process, culminating with the recognition of revenue upon satisfaction of an entity's performance obligation. Retrospective application is required. After performing extensive outreach, the FASB decided to delay the effective date of ASU 2014-09 for one year. Early application is permitted but only for annual reporting periods beginning after December 15, 2016.	January 1, 2018	We will adopt the accounting guidance in this standard for non-insurance related products and services, and are currently evaluating the impact of adoption on our consolidated financial condition and results of operations.
ASU 2015-09, Disclosures about Short-Duration Contracts	This standard enhances the disclosure requirements related to short-duration insurance contracts. The new disclosure requirements focus on providing users of financial statements with more transparent information about an insurance entity's (1) initial claims estimates and subsequent adjustments to those estimates, (2) methodologies and judgments in estimating claims, and (3) timing, frequency and severity of claims. Early application of this standard is permitted, and	Annual periods beginning January 1, 2016; interim periods within annual periods beginning January 1,	We are currently evaluating these disclosure changes and will provide the additional required disclosures if we determine the disclosures are material to our financial

	retrospective application is required for each comparative period presented, except for those requirements that apply only to the current period.	2017	statements.
ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities	These amendments require, among other things, the fair value measurement of investments in equity securities and certain other ownership interests that do not result in consolidation and are not accounted for under the equity method of accounting. The change in fair value of the impacted investments in equity securities must be recognized in net income. In addition, the amendments include certain enhancements to the presentation and disclosure requirements for financial assets and financial liabilities. Early adoption of the ASU is generally not permitted, except as defined in the ASU. The amendments should be adopted in the financial statements through a cumulative-effect adjustment to the beginning balance of retained earnings.	January 1, 2018	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-02, Leases	This standard establishes a new accounting model for leases. Lessees will recognize most leases on the balance as a right-of-use asset and a related lease liability. The lease liability is measured as the present value of the lease payments over the lease term with the right-of-use asset measured at the lease liability amount and including adjustments for certain lease incentives and initial direct costs. Lease expense recognition will continue to differentiate between finance leases and operating leases resulting in a similar pattern of lease expense recognition as under current GAAP. This ASU permits a modified retrospective adoption approach which includes a number of optional practical expedients that entities may elect upon adoption. Early adoption is permitted.	January 1, 2019	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.
ASU 2016-05, Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships	The amendments clarify that a change in the counterparty to a derivative instrument identified in a hedging relationship in and of itself does not require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. The ASU may be adopted prospectively or through a modified retrospective approach. Early adoption is permitted.	January 1, 2017	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.
ASU 2016-06, Contingent Put and Call Options in Debt Instruments	The amendments clarify the requirements for assessing whether contingent call and put options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. Upon adoption of this ASU, entities will be required to assess embedded call and put options solely in accordance with the four-step decision sequence that was developed by the FASB Derivatives Implementation Group. The ASU should be adopted based on a modified retrospective basis for existing debt instruments. Early adoption is permitted.	January 1, 2017	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.
ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net)	These amendments clarify the implementation guidance on principal versus agent considerations in ASU 2014-09, including how an entity should identify the unit of accounting for the principal versus agent evaluation. In addition, the amendments clarify how to apply the control principle to certain types of arrangements, such as service transactions, by explaining what a principal controls before the good or service is transferred to the customer. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU, in coordination with ASU 2014-09, on our consolidated financial condition and results of operations.
ASU 2016-09, Improvements to Employee Share-based Payment Accounting	These amendments to current accounting guidance will require all income tax effects of awards to be recognized in the income statement when the awards vest or are settled rather than through additional paid in capital in the equity section of the balance sheet. The amendments also permit an employer to repurchase an employee’s shares at the maximum statutory tax rate in the employee’s applicable jurisdiction for tax withholding purposes without triggering liability accounting. Finally, the amendments	January 1, 2017	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.

permit entities to make a one-time accounting policy election to account for forfeitures as they occur. Specific adoption methods depend on the issue being adopted and range from prospective to retrospective adoption. Early adoption is permitted, however all amendments must be adopted in the same period.

Standard	Description	Projected Date of Adoption	Effect on Financial Statements or Other Significant Matters
ASU 2016-10, Identifying Performance Obligations and Licensing	These amendments clarify, among other things, the accounting guidance in ASU 2014-09 regarding how an entity will determine whether promised goods or services are separately identifiable, which is an important consideration in determining whether to account for goods or services as a separate performance obligation. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU, in coordination with ASU 2014-09, on our consolidated financial condition and results of operations.
ASU 2016-12, Narrow Scope Improvements and Practical Expedients	The standard update amends the revenue recognition guidance in ASU 2014-09 related to transition, collectability, noncash consideration and the presentation of sales and other similar taxes. The amendments clarify that, for a contract to be considered completed at transition, substantially all of the revenue must have been recognized under current GAAP. The amendments also clarify how an entity should evaluate the collectability threshold and when an entity can recognize nonrefundable consideration received as revenue if an arrangement does not meet the standard's contract criteria. Transition requirements are consistent with ASU 2014-09.	January 1, 2018	We are currently evaluating the impact of adopting this ASU, in coordination with ASU 2014-09, on our consolidated financial condition and results of operations.
ASU 2016-13, Measurement of Credit Losses on Financial Instruments	These amendments adopt a new model to measure and recognize credit losses for most financial assets. The method used to measure estimated credit losses for available-for-sale ("AFS") debt securities will be unchanged from current GAAP; however, the amendments require credit losses to be recognized through an allowance rather than as a reduction to the amortized cost of those debt securities. The amendments will permit entities to recognize improvements in credit loss estimates on AFS debt securities by reducing the allowance account immediately through earnings. The amendments will be adopted through a cumulative effect adjustment to the beginning balance of retained earnings as of the first reporting period in which the amendments are effective. Early adoption is permitted for annual periods beginning after December 15, 2018, and interim periods therein.	January 1, 2020	We are currently evaluating the impact of adopting this ASU on our consolidated financial condition and results of operations.

3. Variable Interest Entities

Consolidated VIEs

See Note 4 in our 2015 Form 10-K for a detailed discussion of our consolidated VIEs, which information is incorporated herein by reference.

The following summarizes information regarding the credit-linked note ("CLN") structures (dollars in millions) as of June 30, 2016:

	Amount and Date of Issuance	
	$400 December 2006	$200 April 2007
Original attachment point (subordination)	5.50%	2.05%
Current attachment point (subordination)	4.21%	1.48%
Maturity	12/20/2016	3/20/2017
Current rating of tranche	A-	BB
Current rating of underlying reference obligations	AA - B	AAA - CCC
Number of defaults in underlying reference obligations	3	2
Number of entities	123	99
Number of countries	20	21

The following summarizes the exposure of the CLN structures' underlying reference obligations by industry and rating as of June 30, 2016:

	AAA	AA	A	BBB	BB	B	CCC	Total
Industry								
Financial intermediaries	0.0%	2.1%	5.4%	3.0%	0.0%	0.0%	0.0%	10.5%
Telecommunications	0.0%	0.3%	1.8%	7.5%	0.9%	0.5%	0.0%	11.0%
Oil and gas	0.3%	1.0%	1.1%	4.4%	0.9%	0.3%	0.0%	8.0%
Utilities	0.0%	0.0%	1.6%	3.0%	0.0%	0.0%	0.0%	4.6%
Chemicals and plastics	0.0%	0.0%	2.6%	0.9%	0.3%	0.0%	0.0%	3.8%

Drugs	0.3%	1.6%	1.8%	0.0%	0.0%	0.0%	0.0%	3.7%
Retailers (except food and drug)	0.0%	0.0%	1.6%	1.4%	0.5%	0.0%	0.0%	3.5%
Industrial equipment	0.0%	0.0%	2.1%	0.7%	0.0%	0.0%	0.0%	2.8%
Sovereign	0.0%	1.2%	1.0%	0.7%	0.3%	0.0%	0.0%	3.2%
Conglomerates	0.0%	2.3%	0.9%	0.0%	0.0%	0.0%	0.0%	3.2%
Forest products	0.0%	0.0%	0.5%	1.1%	1.5%	0.0%	0.0%	3.1%
Other	0.0%	4.1%	14.4%	17.6%	5.4%	0.7%	0.4%	42.6%
Total	0.6%	12.6%	34.8%	40.3%	9.8%	1.5%	0.4%	100.0%

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

	As of June 30, 2016			As of December 31, 2015		
	Number of Instruments	Notional Amounts	Carrying Value	Number of Instruments	Notional Amounts	Carrying Value
Assets						
Fixed maturity securities:						
Asset-backed credit card loans (1)	N/A	$ -	$ 600	N/A	$ -	$ 598
Total return swap	1	494	-	1	479	-
Credit default swaps (2)	2	600	1	-	-	-
Total assets	3	$ 1,094	$ 601	1	$ 479	$ 598
Liabilities						
Non-qualifying hedges:						
Credit default swaps	-	$ -	$ -	2	$ 600	$ 4
Contingent forwards	2	-	-	2	-	-
Total liabilities (3)	2	$ -	$ -	4	$ 600	$ 4

(1) Reported in variable interest entities' fixed maturity securities on our Consolidated Balance Sheets.
(2) Reported in other investments on our Consolidated Balance Sheets.
(3) Reported in variable interest entities' liabilities on our Consolidated Balance Sheets.

For details related to the fixed maturity AFS securities underlying these VIEs, see Note 4.

As described more fully in Note 1 of our 2015 Form 10-K, we regularly review our investment holdings for other-than-temporary impairment ("OTTI"). Based upon this review, we believe that the AFS fixed maturity securities were not other-than-temporarily impaired as of June 30, 2016.

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

For the Three	For the Six

	Months Ended June 30,		Months Ended June 30,	
	2016	2015	2016	2015
Non-Qualifying Hedges				
Credit default swaps	$ (1)	$ 2	$ 5	$ 10
Contingent forwards	-	-	-	-
Total non-qualifying hedges (1)	$ (1)	$ 2	$ 5	$ 10

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

Unconsolidated VIEs

See Note 4 in our 2015 Form 10-K for a detailed discussion of our unconsolidated VIEs, which information is incorporated herein by reference.

Limited Partnerships and Limited Liability Companies

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

The carrying amounts of our investments in the LPs and LLCs are recognized in other investments on our Consolidated Balance Sheets and were $1.3 billion and $1.2 billion as of June 30, 2016, and December 31, 2015, respectively. Included in these carrying amounts are our investments in qualified affordable housing projects, which were $43 million and $47 million as of June 30, 2016, and December 31, 2015, respectively. We do not have any contingent commitments to provide additional capital funding to these qualified affordable housing projects. We receive returns from these qualified affordable housing projects in the form of income tax credits and other tax benefits, which are recognized in federal income tax expense (benefit) on our Consolidated Statements of Comprehensive Income (Loss) and were $2 million and less than $1 million for the six months ended June 30, 2016 and 2015, respectively.

Our exposure to loss is limited to the capital we invest in the LPs and LLCs, and there have been no indicators of impairment that would require us to recognize an impairment loss related to the LPs and LLCs as of June 30, 2016.

4. Investments

AFS Securities

See Note 1 in our 2015 Form 10-K for information regarding our accounting policy relating to AFS securities, which also includes additional disclosures regarding our fair value measurements.

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

	As of June 30, 2016				
	Amortized	Gross Unrealized			Fair
				OTTI	
	Cost	Gains	Losses	(1)	Value
Fixed maturity securities:					
Corporate bonds	$ 72,157	$ 7,508	$ 599	$ 15	$ 79,051
Asset-backed securities ("ABS")	1,041	46	17	(8)	1,078
U.S. government bonds	386	78	-	-	464
Foreign government bonds	454	76	-	-	530
Residential mortgage-backed securities ("RMBS")	3,445	224	32	-	3,637
Commercial mortgage-backed securities ("CMBS")	319	16	-	(3)	338
Collateralized loan obligations ("CLOs")	682	2	1	(4)	687
State and municipal bonds	3,872	1,119	5	1	4,985
Hybrid and redeemable preferred securities	677	71	57	-	691
VIEs' fixed maturity securities	598	2	-	-	600
Total fixed maturity securities	83,631	9,142	711	1	92,061
Equity securities	259	23	5	-	277
Total AFS securities	$ 83,890	$ 9,165	$ 716	$ 1	$ 92,338

	As of December 31, 2015				
	Amortized	Gross Unrealized			Fair

	Cost	Gains	Losses	OTTI (1)	Value
Fixed maturity securities:					
Corporate bonds	$ 70,993	$ 3,924	$ 1,984	$ 2	$ 72,931
ABS	1,064	41	17	(13)	1,101
U.S. government bonds	386	45	2	-	429
Foreign government bonds	464	61	1	-	524
RMBS	3,566	186	36	(12)	3,728
CMBS	364	10	2	(4)	376
CLOs	588	1	3	(3)	589
State and municipal bonds	3,806	686	12	-	4,480
Hybrid and redeemable preferred securities	762	88	44	-	806
VIEs’ fixed maturity securities	596	2	-	-	598
Total fixed maturity securities	82,589	5,044	2,101	(30)	85,562
Equity securities	226	17	6	-	237
Total AFS securities	$ 82,815	$ 5,061	$ 2,107	$ (30)	$ 85,799

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

The amortized cost and fair value of fixed maturity AFS securities by contractual maturities (in millions) as of June 30, 2016, were as follows:

	Amortized Cost	Fair Value
Due in one year or less	$ 2,779	$ 2,818
Due after one year through five years	18,683	19,932
Due after five years through ten years	18,391	19,381
Due after ten years	37,693	43,590
Subtotal	77,546	85,721
Structured securities (ABS, MBS, CLOs)	6,085	6,340
Total fixed maturity AFS securities	$ 83,631	$ 92,061

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 other comprehensive income (loss) ("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, 2016					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	
	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI
Fixed maturity securities:						
Corporate bonds	$ 1,605	$ 67	$ 4,922	$ 548	$ 6,527	$ 615
ABS	144	3	295	34	439	37
RMBS	250	10	466	35	716	45
CMBS	11	1	10	1	21	2
CLOs	283	1	63	-	346	1
State and municipal bonds	1	-	50	6	51	6
Hybrid and redeemable preferred securities	59	4	167	53	226	57
Total fixed maturity securities	2,353	86	5,973	677	8,326	763

Equity securities	23	3	28	2	51	5
Total AFS securities	$ 2,376	$ 89	$ 6,001	$ 679	$ 8,377	$ 768
Total number of AFS securities in an unrealized loss position						918

	As of December 31, 2015					
	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	$ 20,380	$ 1,364	$ 2,383	$ 623	$ 22,763	$ 1,987
ABS	213	4	274	29	487	33
U.S. government bonds	15	2	-	-	15	2
Foreign government bonds	37	1	-	-	37	1
RMBS	627	21	371	22	998	43
CMBS	116	2	11	2	127	4
CLOs	271	2	49	1	320	3
State and municipal bonds	129	8	27	4	156	12
Hybrid and redeemable preferred securities	38	1	148	43	186	44
Total fixed maturity securities	21,826	1,405	3,263	724	25,089	2,129
Equity securities	47	6	-	-	47	6
Total AFS securities	$ 21,873	$ 1,411	$ 3,263	$ 724	$ 25,136	$ 2,135
Total number of AFS securities in an unrealized loss position						2,007

For information regarding our investments in VIEs, see Note 3.

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, 2016			
	Fair Value	Gross Unrealized Losses	OTTI	Number of Securities (1)

Less than six months	$ 73	$ 23	$ 2	23
Six months or greater, but less than nine months	127	45	-	20
Nine months or greater, but less than twelve months	163	64	5	19
Twelve months or greater	265	161	18	74
Total	$ 628	$ 293	$ 25	136

	As of December 31, 2015			
	Fair Value	Gross Unrealized Losses	OTTI	Number of Securities (1)
Less than six months	$ 1,584	$ 701	$ 2	138
Six months or greater, but less than nine months	76	85	-	19
Nine months or greater, but less than twelve months	39	38	-	2
Twelve months or greater	153	83	15	60
Total	$ 1,852	$ 907	$ 17	219

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

We regularly review our investment holdings for OTTI. Our gross unrealized losses, including the portion of OTTI recognized in OCI, on AFS securities decreased by $1.4 billion for the six months ended June 30, 2016. As discussed further below, we believe the unrealized loss position as of June 30, 2016, did not represent OTTI as (i) we did not intend to sell the fixed maturity AFS securities; (ii) 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; (iii) the estimated future cash flows were equal to or greater than the amortized cost of the debt securities; and (iv) we had the ability and intent to hold the equity AFS securities for a period of time sufficient for recovery.

Based upon this evaluation as of June 30, 2016, management believes we have the ability to generate adequate amounts of cash from our normal operations (e.g., insurance premiums and fees and investment income) to meet cash requirements with a prudent margin of safety without requiring the sale of our temporarily-impaired securities.

As of June 30, 2016, the unrealized losses associated with our corporate bond securities were attributable primarily to widening credit spreads and rising interest rates since purchase. We performed a detailed analysis of the financial performance of the underlying issuers and determined that we expected to recover the entire amortized cost for each temporarily-impaired security.

As of June 30, 2016, the unrealized losses associated with our mortgage-backed securities ("MBS") and ABS were attributable primarily to credit spreads. We assessed credit impairment using a cash flow model that incorporates key assumptions including default rates, severities and prepayment rates. We estimated losses for a security by forecasting the underlying loans in each transaction. The forecasted loan performance was used to project cash flows to the various tranches in the structure, as applicable. Our forecasted cash flows also considered, as applicable, independent industry analyst reports and forecasts, 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 of each temporarily-impaired security.

As of June 30, 2016, the unrealized losses associated with our hybrid and redeemable preferred securities were attributable primarily to wider credit spreads caused by illiquidity in the market and subordination within the capital structure, as well as credit risk of underlying issuers. For our hybrid and redeemable preferred securities, we evaluated the financial performance of the underlying issuers based upon credit performance and investment ratings and determined that we expected to recover the entire amortized cost of each temporarily-impaired security.

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Balance as of beginning-of-period	$ 413	$ 382	$ 382	$ 380
Increases attributable to:				

Credit losses on securities for which an OTTI was not previously recognized	26	3	61	16
Credit losses on securities for which an OTTI was previously recognized	2	4	7	6
Decreases attributable to:				
Securities sold, paid down or matured	(10)	(15)	(19)	(28)
Balance as of end-of-period	$ 431	$ 374	$ 431	$ 374

During the six months ended June 30, 2016 and 2015, 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 of the debt security. The credit losses we recorded on securities for which an OTTI was not previously recognized were attributable primarily to one or a combination of the following reasons:

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

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

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

	As of June 30, 2016			
	Amortized Cost	Net Unrealized Gain/(Loss) Position	Fair Value	OTTI in Credit Losses
Corporate bonds	$ 91	$ (15)	$ 76	$ 85
ABS	198	8	206	109
RMBS	353	-	353	194
CMBS	32	3	35	37
CLOs	11	4	15	5
State and municipal bonds	4	(1)	3	1
Total	$ 689	$ (1)	$ 688	$ 431

	As of December 31, 2015			
	Amortized Cost	Net Unrealized Gain/(Loss) Position	Fair Value	OTTI in Credit Losses
Corporate bonds	$ 31	$ (2)	$ 29	$ 28
ABS	199	13	212	108
RMBS	365	12	377	193
CMBS	34	4	38	48
CLOs	11	3	14	5
Total	$ 640	$ 30	$ 670	$ 382

Mortgage Loans on Real Estate

See Note 1 in our 2015 Form 10-K for information regarding our accounting policy relating to mortgage loans on real estate.

Mortgage loans on real estate principally involve commercial real estate. The commercial loans are geographically diversified throughout the U.S. with the largest concentrations in California, which accounted for 21% of mortgage loans on real estate as of June 30, 2016, and December 31, 2015, and Texas, which accounted for 11% and 10%, respectively.

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

	As of June 30, 2016	As of December 31, 2015
Current	$ 9,255	$ 8,677
60 to 90 days past due	-	-
Greater than 90 days past due	2	-
Valuation allowance associated with impaired mortgage loans on real estate	(2)	(2)
Unamortized premium (discount)	2	3
Total carrying value	$ 9,257	$ 8,678

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, 2016	As of December 31, 2015
Number of impaired mortgage loans on real estate	2	2
Principal balance of impaired mortgage loans on real estate	$ 7	$ 8
Valuation allowance associated with impaired mortgage loans on real estate	(2)	(2)
Carrying value of impaired mortgage loans on real estate	$ 5	$ 6

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Balance as of beginning-of-period	$ 2	$ 3	$ 2	$ 3
Additions	-	-	-	-
Charge-offs, net of recoveries	-	-	-	-
Balance as of end-of-period	$ 2	$ 3	$ 2	$ 3

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Average carrying value for impaired mortgage loans on real estate	$ 6	$ 23	$ 6	$ 23
Interest income recognized on impaired mortgage loans on real estate	-	-	-	1
Interest income collected on impaired mortgage loans on real estate	-	-	-	1

As described in Note 1 in our 2015 Form 10-K, we use the loan-to-value and debt-service coverage ratios as credit quality indicators for our mortgage loans, which were as follows (dollars in millions):

	As of June 30, 2016			As of December 31, 2015		
Loan-to-Value Ratio	Carrying Value	% of Total	Debt-Service Coverage Ratio	Carrying Value	% of Total	Debt-Service Coverage Ratio
Less than 65%	$ 8,182	88.4%	2.14	$ 7,718	88.9%	2.06

65% to 74%	814	8.8%	1.82	653	7.5%	1.60
75% to 100%	253	2.7%	0.84	301	3.5%	0.83
Greater than 100%	8	0.1%	1.05	6	0.1%	1.05
Total mortgage loans on real estate	$ 9,257	100.0%		$ 8,678	100.0%	

Alternative Investments

As of June 30, 2016, and December 31, 2015, alternative investments included investments in 197 and 190 different partnerships, respectively, and the portfolio represented approximately 1% of our overall invested assets.

Realized Gain (Loss) Related to Certain Investments

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Fixed maturity AFS securities: (1)				
Gross gains	$ 7	$ 21	$ 61	$ 23
Gross losses	(65)	(13)	(163)	(29)
Equity AFS securities:				
Gross gains	2	1	2	1
Gross losses	(1)	-	(1)	-
Gain (loss) on other investments	(3)	-	(63)	(8)
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(5)	(10)	(8)	(15)
Total realized gain (loss) related to certain investments, pre-tax	$ (65)	$ (1)	$ (172)	$ (28)

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
OTTI Recognized in Net Income (Loss)				
Fixed maturity securities:				
Corporate bonds	$ (26)	$ (4)	$ (62)	$ (15)
ABS	(1)	(3)	(3)	(5)
RMBS	(1)	-	(3)	(2)
Total fixed maturity securities	(28)	(7)	(68)	(22)
Equity securities	(1)	-	(1)	-
Gross OTTI recognized in net income (loss)	(29)	(7)	(69)	(22)
Associated amortization of DAC, VOBA, DSI and DFEL	1	-	5	2
Net OTTI recognized in net income (loss), pre-tax	$ (28)	$ (7)	$ (64)	$ (20)
Portion of OTTI Recognized in OCI				
Gross OTTI recognized in OCI	$ 10	$ 9	$ 36	$ 18
Change in DAC, VOBA, DSI and DFEL	(2)	(2)	(8)	(3)
Net portion of OTTI recognized in OCI, pre-tax	$ 8	$ 7	$ 28	$ 15

Determination of Credit Losses on Corporate Bonds and ABS

As of June 30, 2016, and December 31, 2015, we reviewed our corporate bond and ABS portfolios for potential shortfall in contractual principal and interest based on numerous subjective and objective inputs. The factors used to determine the amount of credit loss for each individual security, include, but are not limited to, near term risk, substantial discrepancy between book and market value, sector or company-specific volatility, negative operating trends and trading levels wider than peers.

Credit ratings express opinions about the credit quality of a security. Securities rated investment grade, that is those rated BBB- or higher by Standard & Poor's ("S&P") Rating Services or Baa3 or higher by Moody's Investors Service ("Moody's"), are generally considered by the rating agencies and market participants to be low credit risk. As of June 30, 2016, and December 31, 2015, 95% and 96%, respectively, of the fair value of our corporate bond portfolio was rated investment grade. As of June 30, 2016, and December 31, 2015, the portion of our corporate bond portfolio rated below investment grade had an amortized cost of $4.0 billion and $3.6 billion, respectively, and a fair value of $3.7 billion and $3.3 billion, respectively. As of June 30, 2016, and December 31, 2015, 96% of the fair value of our

ABS portfolio was rated investment grade. As of June 30, 2016, and December 31, 2015, the portion of our ABS portfolio rated below investment grade had an amortized cost of $103 million and $107 million, respectively, and a fair value of $85 million and $92 million, respectively. Based upon the analysis discussed above, we believe as of June 30, 2016, and December 31, 2015, that we would recover the amortized cost of each fixed maturity security.

Determination of Credit Losses on MBS

As of June 30, 2016, and December 31, 2015, default rates were projected by considering underlying MBS loan performance and collateral type. Projected default rates on existing delinquencies vary between approximately 10% to 100% depending on loan type and severity of delinquency status. In addition, we estimate the potential contributions of currently performing loans that may become delinquent in the future based on the change in delinquencies and loan liquidations experienced in the recent history. Finally, we develop a default rate timing curve by aggregating the defaults for all loans in the pool (delinquent loans, foreclosure and real estate owned and new delinquencies from currently performing loans) and the associated loan-level loss severities.

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

Payables for Collateral on Investments

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

	As of June 30, 2016		As of December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Collateral payable for derivative investments (1)	$ 3,004	$ 3,004	$ 1,387	$ 1,387
Securities pledged under securities lending agreements (2)	249	240	242	231
Securities pledged under repurchase agreements (3)	689	748	673	739
Investments pledged for Federal Home Loan Bank of Indianapolis ("FHLBI") (4)	2,355	3,767	2,355	3,391
Total payables for collateral on investments	$ 6,297	$ 7,759	$ 4,657	$ 5,748

(1) We obtain collateral based upon contractual provisions with our counterparties. These agreements take into consideration the counterparties' credit rating as compared to ours, the fair value of the derivative investments and specified thresholds that if exceeded result in the receipt of cash that is typically invested in cash and invested cash. See Note 5 for additional information.

(2) Our pledged securities under securities lending agreements are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We generally obtain collateral in an amount equal to 102% and 105% of the fair value of the domestic and foreign securities, respectively. We value collateral daily and obtain additional collateral when deemed appropriate. The cash received in our securities lending program is typically invested in cash and invested cash or fixed maturity AFS securities.

(3) Our pledged securities under repurchase agreements are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We obtain collateral in an amount equal to 95% of the fair value of the securities, and our agreements with third parties contain contractual provisions to allow for additional collateral to be obtained when necessary. The cash received in our repurchase program is typically invested in fixed maturity AFS securities.

(4) Our pledged investments for FHLBI are included in fixed maturity AFS securities and mortgage loans on real estate on our Consolidated Balance Sheets. The collateral requirements are generally 105% to 115% of the fair value for fixed maturity AFS securities and 155% to 175% of the fair value of mortgage loans on real estate. The cash received in these transactions is primarily invested in cash and invested cash or fixed maturity AFS securities.

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

	For the Six Months Ended June 30,	
	2016	2015
Collateral payable for derivative investments	$ 1,617	$ (602)
Securities pledged under securities lending agreements	7	28
Securities pledged under repurchase agreements	16	427
Investments pledged for FHLBI	-	325
Total increase (decrease) in payables for collateral on investments	$ 1,640	$ 178

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

	As of June 30, 2016				
	Overnight and Continuous	Up to 30 Days	30 - 90 Days	Greater Than 90 Days	Total
Repurchase Agreements					
Corporate bonds	$ -	$ -	$ 290	$ 149	$ 439
RMBS	-	-	-	250	250
Total	-	-	290	399	689
Securities Lending					
Corporate bonds	249	-	-	-	249
Total	249	-	-	-	249
Total gross secured borrowings	$ 249	$ -	$ 290	$ 399	$ 938

	As of December 31, 2015				
	Overnight and Continuous	Up to 30 Days	30 - 90 Days	Greater Than 90 Days	Total
Repurchase Agreements					
Corporate bonds	$ -	$ -	$ 275	$ 148	$ 423
RMBS	-	-	-	250	250
Total	-	-	275	398	673
Securities Lending					
Corporate bonds	242	-	-	-	242
Total	242	-	-	-	242
Total gross secured borrowings	$ 242	$ -	$ 275	$ 398	$ 915

We accept collateral in the form of securities in connection with repurchase agreements. In instances where we are permitted to sell or re-pledge the securities received, we record the fair value of the collateral received and a related obligation to return the collateral in the financial statements. In addition, we receive securities in connection with securities borrowing agreements that we are permitted to sell or re-pledge. As of June 30, 2016, the fair value of all collateral received that we are permitted to sell or re-pledge was $176 million. As of June 30, 2016, we have not sold or re-pledged this collateral.

Investment Commitments

As of June 30, 2016, our investment commitments were $1.4 billion, which included $752 million of LPs, $479 million of mortgage loans on real estate and $146 million of private placement securities.

Concentrations of Financial Instruments

As of June 30, 2016, and December 31, 2015, our most significant investments in one issuer were our investments in securities issued by the Federal Home Loan Mortgage Corporation with a fair value of $1.7 billion and $1.8 billion, respectively, or 2% of our invested assets portfolio, and our investments in securities issued by Fannie Mae with a fair value of $1.2 billion, or 1% of our invested assets portfolio.

As of June 30, 2016, and December 31, 2015, our most significant investments in one industry were our investments in securities in the consumer non-cyclical industry with a fair value of $14.0 billion and $12.0 billion, respectively, or 13% and 12%, respectively, of our invested assets portfolio, and our investments in securities in the utilities industry with a fair value of $13.8 billion and $12.8 billion, respectively, or 13% of our invested assets portfolio. These concentrations include both AFS and trading securities.

5. Derivative Instruments

We maintain an overall risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate risk, foreign currency exchange risk, equity market risk, default risk, basis risk and credit risk. See Note 1 in our 2015 Form 10-K for a detailed discussion of the accounting treatment for derivative instruments. See Note 6 in our 2015 Form 10-K for a detailed discussion of our derivative instruments and use of them in our overall risk management strategy, which information is incorporated herein by reference. See Note 12 for additional disclosures related to the fair value of our derivative instruments and Note 3 for derivative instruments related to our consolidated VIEs.

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

	As of June 30, 2016			As of December 31, 2015		
	Notional	Fair Value		Notional	Fair Value	
	Amounts	Asset	Liability	Amounts	Asset	Liability
Qualifying Hedges						
Cash flow hedges:						
Interest rate contracts (1)	$ 2,860	$ 259	$ 350	$ 2,937	$ 192	$ 46
Foreign currency contracts (1)	1,007	144	6	910	84	2
Total cash flow hedges	3,867	403	356	3,847	276	48
Fair value hedges:						
Interest rate contracts (1)	1,514	423	284	1,529	269	198
Non-Qualifying Hedges						
Interest rate contracts (1)	69,248	2,436	317	71,898	1,088	330
Foreign currency contracts (1)	283	-	-	74	-	-
Equity market contracts (1)	30,450	661	475	27,882	680	269
Credit contracts (2)	103	-	16	103	-	9
Embedded derivatives:						
GLB reserves (2)	-	-	2,458	-	-	953
Reinsurance related (3)	-	-	134	-	-	87
Indexed annuity and IUL contracts (4)	-	-	1,102	-	-	1,100
Total derivative instruments	$ 105,465	$ 3,923	$ 5,142	$ 105,333	$ 2,313	$ 2,994

(1) Reported in derivative investments and other liabilities on our Consolidated Balance Sheets.
(2) Reported in other liabilities on our Consolidated Balance Sheets.
(3) Reported in reinsurance related embedded derivatives on our Consolidated Balance Sheets.
(4) Reported in future contract benefits 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, 2016					
	Less Than 1 Year	1 - 5 Years	6 - 10 Years	11 - 30 Years	Over 30 Years	Total
Interest rate contracts (1)	$ 5,230	$ 33,709	$ 19,936	$ 13,109	$ 1,638	$ 73,622
Foreign currency contracts (2)	329	120	327	514	-	1,290
Equity market contracts	19,346	8,825	1,972	17	290	30,450
Credit contracts	103	-	-	-	-	103

Total derivative instruments with notional amounts	$ 25,008	$ 42,654	$ 22,235	$ 13,640	$ 1,928	$ 105,465

(1) As of June 30, 2016, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was April 2067.

(2) As of June 30, 2016, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was December 2045.

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

	For the Six Months Ended June 30,	
	2016	2015
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	$ 132	$ 139
Other comprehensive income (loss):		
Unrealized holding gains (losses) arising during the period:		
Cash flow hedges:		
Interest rate contracts	(240)	(121)
Foreign currency contracts	32	25
Change in foreign currency exchange rate adjustment	35	16
Change in DAC, VOBA, DSI and DFEL	(6)	-
Income tax benefit (expense)	62	27
Less:		
Reclassification adjustment for gains (losses) included in net income (loss):		
Cash flow hedges:		
Interest rate contracts (1)	4	(194)
Interest rate contracts (2)	(2)	2
Foreign currency contracts (1)	3	3
Foreign currency contracts (3)	4	-
Associated amortization of DAC, VOBA, DSI and DFEL	(1)	-
Income tax benefit (expense)	(3)	66
Balance as of end-of-period	$ 10	$ 209

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Qualifying Hedges				
Cash flow hedges:				
Interest rate contracts (1)	$ 3	$ 3	$ 4	$ 4
Interest rate contracts (2)	(2)	(1)	(2)	(1)
Foreign currency contracts (1)	1	1	3	3
Foreign currency contracts (3)	-	-	4	-
Total cash flow hedges	2	3	9	6
Fair value hedges:				
Interest rate contracts (1)	(7)	(7)	(15)	(15)
Interest rate contracts (2)	8	8	16	16
Interest rate contracts (3)	(32)	60	(86)	(170)
Total fair value hedges	(31)	61	(85)	(169)
Non-Qualifying Hedges				
Interest rate contracts (3)	614	(673)	1,590	(231)
Foreign currency contracts (3)	(7)	(4)	(3)	(6)
Equity market contracts (3)	(252)	(53)	(582)	(283)
Equity market contracts (4)	3	-	2	5
Credit contracts (3)	(4)	1	(7)	1
Embedded derivatives:				
GLB reserves (3)	(542)	704	(1,505)	326
Reinsurance related (3)	(23)	45	(47)	30
Indexed annuity and IUL contracts (3)	(19)	(9)	(12)	(47)
Total derivative instruments	$ (259)	$ 75	$ (640)	$ (368)

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Offset to net investment income	$ 4	$ 4	$ 7	$ 7
Offset to realized gain (loss)	-	-	4	-
Offset to interest and debt expense	(2)	1	(2)	1

As of June 30, 2016, $1 million of the deferred net gains (losses) on derivative instruments in AOCI were expected to be reclassified to earnings during the next 12 months. This reclassification would be due primarily to interest rate variances related to our interest rate swap agreements.

For the six months ended June 30, 2016 and 2015, there were no material reclassifications to earnings due to hedged firm commitments no longer deemed probable or due to hedged forecasted transactions that had not occurred by the end of the originally specified time period.

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

As of June 30, 2016

Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
12/20/2016 (3)	(4)	(5)	BB	2	$ (1)	$ 45
3/20/2017 (3)	(4)	(5)	BB-	3	(15)	58
				5	$ (16)	$ 103

As of December 31, 2015

Maturity	Reason for Entering	Nature of Recourse	Credit Rating of Underlying Obligation (1)	Number of Instruments	Fair Value (2)	Maximum Potential Payout
12/20/2016 (3)	(4)	(5)	BBB-	2	$ (2)	$ 45
3/20/2017 (3)	(4)	(5)	BBB-	3	(7)	58
				5	$ (9)	$ 103

(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 these credit default swaps.
(3) These credit default swaps were sold to a counterparty of the consolidated VIEs discussed in Note 4 in our 2015 Form 10-K.
(4) Credit default swaps were entered into in order to generate income by providing default protection in return for a quarterly payment.
(5) Sellers do 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) were as follows:

As of As of

	June 30, 2016	December 31, 2015
Maximum potential payout	$ 103	$ 103
Less: Counterparty thresholds	-	-
Maximum collateral potentially required to post	$ 103	$ 103

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 $16 million as of June 30, 2016.

Credit Risk

We are exposed to credit loss in the event of non-performance by our counterparties on various derivative contracts and reflect assumptions regarding the credit or non-performance risk (“NPR”). The NPR is based upon assumptions for each counterparty’s credit spread over the estimated weighted average life of the counterparty exposure less collateral held. As of June 30, 2016, the NPR adjustment was less than $1 million. The credit risk associated with such agreements is minimized by entering into agreements with financial institutions with long-standing, superior performance records. Additionally, we maintain a policy of requiring derivative contracts to be governed by an International Swaps and Derivatives Association (“ISDA”) Master Agreement. We are required to maintain minimum ratings as a matter of routine practice in negotiating ISDA agreements. Under some ISDA agreements, our insurance subsidiaries have agreed to maintain certain financial strength or claims-paying ratings. A downgrade below these levels could result in termination of derivative contracts, at which time any amounts payable by us would be dependent on the market value of the underlying derivative contracts. In certain transactions, we and the counterparty have entered into a credit support annex requiring either party to post collateral when net exposures exceed pre-determined thresholds. These thresholds vary by counterparty and credit rating. The amount of such exposure is essentially the net replacement cost or market value less collateral held for such agreements with each counterparty if the net market value is in our favor. As of June 30, 2016, our exposure was $15 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, 2016		As of December 31, 2015	
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)
AA-	$ 289	$ -	$ 92	$ -
A+	136	(2)	67	-
A	1,871	(317)	866	(143)
A-	5	-	11	-
BBB+	703	(72)	351	-
	$ 3,004	$ (391)	$ 1,387	$ (143)

Balance Sheet Offsetting

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

	As of June 30, 2016		
	Derivative Instruments	Embedded Derivative Instruments	Total
Financial Assets			
Gross amount of recognized assets	$ 3,793	$ -	$ 3,793
Gross amounts offset	(1,180)	-	(1,180)
Net amount of assets	2,613	-	2,613
Gross amounts not offset:			

Cash collateral	(3,004)	-	(3,004)
Net amount	$ (391)	$ -	$ (391)
Financial Liabilities			
Gross amount of recognized liabilities	$ 268	$ 3,694	$ 3,962
Gross amounts offset	(130)	-	(130)
Net amount of liabilities	138	3,694	3,832
Gross amounts not offset:			
Cash collateral	(391)	-	(391)
Net amount	$ (253)	$ 3,694	$ 3,441

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	As of December 31, 2015		
	Derivative Instruments	Embedded Derivative Instruments	Total
Financial Assets			
Gross amount of recognized assets	$ 2,250	$ -	$ 2,250
Gross amounts offset	(713)	-	(713)
Net amount of assets	1,537	-	1,537
Gross amounts not offset:			
Cash collateral	(1,387)	-	(1,387)
Net amount	$ 150	$ -	$ 150
Financial Liabilities			
Gross amount of recognized liabilities	$ 139	$ 2,140	$ 2,279
Gross amounts offset	(61)	-	(61)
Net amount of liabilities	78	2,140	2,218
Gross amounts not offset:			
Cash collateral	(143)	-	(143)
Net amount	$ (65)	$ 2,140	$ 2,075

6. Federal Income Taxes

The effective tax rate is the ratio of tax expense over pre-tax income (loss). The effective tax rate was 21% and 18% for the three and six months ended June 30, 2016, respectively. The effective tax rate was 23% and 21% for the three and six months ended June 30, 2015, respectively. The effective tax rate on pre-tax income 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 deductions, foreign tax credits and other tax preference items.

7. Guaranteed Benefit Features

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

	As of June 30, 2016 (1)	As of December 31, 2015 (1)
Return of Net Deposits		
Total account value	$ 86,056	$ 85,345
Net amount at risk (2)	1,211	1,201
Average attained age of contract holders	63 years	63 years
Minimum Return		
Total account value	$ 105	$ 111
Net amount at risk (2)	23	24
Average attained age of contract holders	75 years	75 years
Guaranteed minimum return	5%	5%
Anniversary Contract Value		
Total account value	$ 24,495	$ 24,659
Net amount at risk (2)	1,104	1,345
Average attained age of contract holders	69 years	69 years

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

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

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

	For the Six Months Ended June 30,	
	2016	2015
Balance as of beginning-of-year	$ 115	$ 89
Changes in reserves	22	17
Benefits paid	(24)	(11)
Balance as of end-of-period	$ 113	$ 95

Variable Annuity Contracts

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

	As of June 30, 2016	As of December 31, 2015
Asset Type		
Domestic equity	$ 49,570	$ 48,362
International equity	18,552	18,382
Bonds	28,560	26,492
Money market	10,516	13,057
Total	$ 107,198	$ 106,293
Percent of total variable annuity separate account values	99%	99%

Secondary Guarantee Products

Future contract benefits and other contract holder funds include reserves for our secondary guarantee products sold through our Life Insurance segment. These UL and VUL products with secondary guarantees represented 35% of total life insurance in-force reserves as of June 30, 2016, and 31% of total sales for the six months ended June 30, 2016.

8. Contingencies and Commitments

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

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

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

We establish liabilities for litigation and regulatory loss contingencies when information related to the loss contingencies shows both that it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. It is possible that some matters could require us to pay damages or make other expenditures or establish accruals in amounts that could not be estimated as of June 30, 2016.

While the potential future charges could be material in the particular quarterly or annual periods in which they are recorded, based on information currently known by management, management does not believe any such charges are likely to have a material adverse effect on LNC's financial condition.

For some matters, the Company is able to estimate a reasonably possible range of loss. For such matters in which a loss is probable, an accrual has been made. For such matters where a loss is believed to be reasonably possible, but not probable, no accrual has been made. Accordingly, the estimate contained in this paragraph reflects two types of matters. For some matters included within this estimate, an accrual has been made, but there is a reasonable possibility that an exposure exists in excess of the amount accrued. In these cases, the estimate reflects the reasonably possible range of loss in excess of the accrued amount. For other matters included within this estimation, no accrual has been made because a loss, while potentially estimable, is believed to be reasonably possible but not probable. In these cases, the estimate reflects the reasonably possible loss or range of loss. As of June 30, 2016, we estimate the aggregate range of reasonably possible losses, including amounts in excess of amounts accrued for these matters as of such date, to be up to approximately $50 million.

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

Glover v. Connecticut General Life Insurance Company and The Lincoln National Life Insurance Company, filed in the U.S. District Court for the District of Connecticut, No. 3:16cv00827, is a putative class action that was served on The Lincoln National Life Insurance Company ("LNL") on June 8, 2016. Plaintiff is the owner of a universal life insurance policy who alleges that LNL charged more for cost of insurance than permitted by the policy. Plaintiff seeks to represent all universal life and variable universal life policyholders who owned policies containing cost of insurance provisions that are similar to those of Plaintiff's policy, and seeks damages on behalf of all such policyholders. We are vigorously defending this matter.

See Note 13 in our 2015 Form 10-K and Note 8 in our Form 10-Q for the quarter ended March 31, 2016, for additional discussion of commitments and contingencies, which information is incorporated herein by reference.

9. Shares and Stockholders' Equity

Common Shares

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Common Stock				
Balance as of beginning-of-period	239,005,252	252,928,502	243,835,893	256,551,440
Stock issued for exercise of warrants	13,335	33,510	38,148	980,436
Stock compensation/issued for benefit plans	9,537	515,481	670,142	1,988,882
Retirement/cancellation of shares	(6,243,433)	(2,558,600)	(11,759,492)	(8,601,865)
Balance as of end-of-period	232,784,691	250,918,893	232,784,691	250,918,893
Common Stock as of End-of-Period				
Basic basis	232,784,691	250,918,893	232,784,691	250,918,893
Diluted basis	236,268,119	254,126,732	236,268,119	254,126,732

Our common stock is without par value.

Average Shares

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Weighted-average shares, as used in basic calculation	236,463,183	251,849,316	239,069,774	253,662,410
Shares to cover exercise of outstanding warrants	1,098,405	1,356,262	1,100,176	1,604,192
Shares to cover non-vested stock	939,526	1,220,690	1,030,627	1,357,152
Average stock options outstanding during the period	2,110,327	3,676,185	1,958,486	3,759,166
Assumed acquisition of shares with assumed proceeds from exercising outstanding warrants	(265,103)	(240,814)	(278,312)	(295,871)
Assumed acquisition of shares with assumed proceeds and benefits from exercising stock options (at average market price for the period)	(1,523,490)	(2,655,466)	(1,428,150)	(2,701,424)
Shares repurchasable from measured but unrecognized stock option expense	(38,377)	(65,873)	(19,740)	(63,196)
Average deferred compensation shares	1,101,384	-	1,070,657	1,022,523
Weighted-average shares, as used in diluted calculation	239,885,855	255,140,300	242,503,518	258,344,952

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

We have participants in our deferred compensation plans who selected LNC stock as the measure for the investment return attributable to all or a portion of their deferral amounts. For the three and six months ended June 30, 2016, and the six months ended June 30, 2015, the effect of settling this obligation in LNC stock ("equity classification") was more dilutive than the scenario of settling in cash ("liability classification"). Therefore, for our EPS calculation for these periods, we added the 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 less than $1 million and $7 million for the three and six months ended June 30, 2016, respectively, and $(1) million for the six months ended June 30, 2015.

AOCI

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

	For the Six Months Ended June 30, 2016	2015
Unrealized Gain (Loss) on AFS Securities		
Balance as of beginning-of-year	$ 991	$ 3,213
Unrealized holding gains (losses) arising during the period	5,394	(2,492)
Change in foreign currency exchange rate adjustment	(33)	(16)
Change in DAC, VOBA, DSI, future contract benefits and other contract holder funds	(1,620)	812
Income tax benefit (expense)	(1,321)	582
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	(101)	193
Associated amortization of DAC, VOBA, DSI and DFEL	(7)	(15)
Income tax benefit (expense)	38	(62)
Balance as of end-of-period	$ 3,481	$ 1,983
Unrealized OTTI on AFS Securities		
Balance as of beginning-of-year	$ 26	$ 26
(Increases) attributable to:		
Gross OTTI recognized in OCI during the period	(36)	(18)
Change in DAC, VOBA, DSI and DFEL	8	3
Income tax benefit (expense)	10	6
Decreases attributable to:		
Changes in fair value, sales, maturities or other settlements of AFS securities	5	31
Change in DAC, VOBA, DSI and DFEL	(1)	(14)
Income tax benefit (expense)	(2)	(6)
Balance as of end-of-period	$ 10	$ 28
Unrealized Gain (Loss) on Derivative Instruments		
Balance as of beginning-of-year	$ 132	$ 139
Unrealized holding gains (losses) arising during the period	(208)	(96)
Change in foreign currency exchange rate adjustment	35	16
Change in DAC, VOBA, DSI and DFEL	(6)	-
Income tax benefit (expense)	62	27
Less:		
Reclassification adjustment for gains (losses) included in net income (loss)	9	(189)
Associated amortization of DAC, VOBA, DSI and DFEL	(1)	-
Income tax benefit (expense)	(3)	66
Balance as of end-of-period	$ 10	$ 209
Foreign Currency Translation Adjustment		

Balance as of beginning-of-year	$ (5)	$ (3)
Foreign currency translation adjustment arising during the period	(13)	6
Balance as of end-of-period	$ (18)	$ 3
Funded Status of Employee Benefit Plans		
Balance as of beginning-of-year	$ (299)	$ (279)
Adjustment arising during the period	11	1
Income tax benefit (expense)	-	(1)
Balance as of end-of-period	$ (288)	$ (279)

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

	For the Six Months Ended June 30, 2016	2015	
Unrealized Gain (Loss) on AFS Securities			
Gross reclassification	$ (101)	$ 193	Total realized gain (loss)
Associated amortization of DAC, VOBA, DSI and DFEL	(7)	(15)	Total realized gain (loss)
Reclassification before income tax benefit (expense)	(108)	178	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	38	(62)	Federal income tax expense (benefit)
Reclassification, net of income tax	$ (70)	$ 116	Net income (loss)
Unrealized OTTI on AFS Securities			
Gross reclassification	$ 1	$ 31	Total realized gain (loss)
Change in DAC, VOBA, DSI and DFEL	-	(14)	Total realized gain (loss)
Reclassification before income tax benefit (expense)	1	17	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	-	(6)	Federal income tax expense (benefit)
Reclassification, net of income tax	$ 1	$ 11	Net income (loss)
Unrealized Gain (Loss) on Derivative Instruments			
Gross reclassifications:			
Interest rate contracts	$ 4	$ (194)	Net investment income
Interest rate contracts	(2)	2	Interest and debt expense
Foreign currency contracts	7	3	Net investment income
Total gross reclassifications	9	(189)	
Associated amortization of DAC, VOBA, DSI and DFEL	(1)	-	Commissions and other expenses
Reclassifications before income tax benefit (expense)	8	(189)	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	(3)	66	Federal income tax expense (benefit)
Reclassification, net of income tax	$ 5	$ (123)	Net income (loss)

10. Realized Gain (Loss)

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Total realized gain (loss) related to certain investments (1)	$ (65)	$ (1)	$ (172)	$ (28)
Realized gain (loss) on the mark-to-market on certain instruments (2)	(8)	(21)	-	(10)
Indexed annuity and IUL contracts net derivatives results: (3)				
Gross gain (loss)	(9)	(5)	(33)	(31)
Associated amortization of DAC, VOBA, DSI and DFEL	4	1	6	6
Variable annuity net derivatives results: (4)				
Gross gain (loss)	37	44	48	30
Associated amortization of DAC, VOBA, DSI and DFEL	(4)	(7)	(8)	(3)
Realized gain (loss) on sale of subsidiaries/businesses (5)	-	(1)	-	(2)
Total realized gain (loss)	$ (45)	$ 10	$ (159)	$ (38)

(1) See "Realized Gain (Loss) Related to Certain Investments" section in Note 4.

(2) Represents changes in the fair values of certain derivative investments (not including those associated with our variable and indexed annuity and IUL contracts net derivatives results), reinsurance related embedded derivatives and trading securities.

(3) Represents the net difference between the change in the fair value of the S&P 500 Index ® call options that we hold and the change in the fair value of the embedded derivative liabilities of our indexed annuity and IUL contracts along with changes in the fair value of embedded derivative liabilities related to index call options we may purchase in the future to hedge contract holder index allocations applicable to future reset periods for our indexed annuity products.

(4) Includes the net difference in the change in embedded derivative reserves of our guaranteed living benefits ("GLB") riders and the change in the fair value of the derivative investments we own to hedge the change in embedded derivative reserves on our GLB riders and the benefit ratio unlocking on our GLB and GDB riders, including the cost of purchasing the hedging instruments.

(5) See Note 3 in our 2015 Form 10-K for more information.

11. Stock-Based Compensation Plans

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

LNC stock-based awards granted were as follows:

	For the Three Months Ended June 30, 2016	For the Six Months Ended June 30, 2016
10-year LNC stock options	-	776,895
Performance shares	-	291,298
RSUs	8,595	764,237
Non-employee:		
SARs	-	63,807
Agent stock options	-	92,150
Director DSUs	11,065	21,591

12. Fair Value of Financial Instruments

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

	As of June 30, 2016		As of December 31, 2015	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Assets				
AFS securities:				
Fixed maturity securities	$ 91,461	$ 91,461	$ 84,964	$ 84,964
VIEs’ fixed maturity securities	600	600	598	598
Equity securities	277	277	237	237
Trading securities	1,812	1,812	1,854	1,854
Mortgage loans on real estate	9,257	9,821	8,678	8,936
Derivative investments (1)	2,613	2,613	1,537	1,537
Other investments (2)	2,039	2,039	1,778	1,778
Cash and invested cash	4,113	4,113	3,146	3,146
Other assets – reinsurance recoverable	539	539	268	268
Separate account assets	125,033	125,033	123,619	123,619
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(1,102)	(1,102)	(1,100)	(1,100)
Other contract holder funds:				
Remaining guaranteed interest and similar contracts	(660)	(660)	(687)	(687)
Account values of certain investment contracts	(31,068)	(37,486)	(30,392)	(34,618)
Short-term debt (3)	(250)	(249)	-	-
Long-term debt	(5,460)	(5,211)	(5,553)	(5,505)
Reinsurance related embedded derivatives	(134)	(134)	(87)	(87)
VIEs’ liabilities – derivative instruments	-	-	(4)	(4)
Other liabilities:				
Credit default swaps	(16)	(16)	(9)	(9)
Derivative liabilities (1)	(122)	(122)	(69)	(69)
GLB reserves embedded derivatives (4)	(2,458)	(2,458)	(953)	(953)

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

(2) Includes credit default swaps in an asset position associated with consolidated VIEs.

(3)

The difference between the carrying value and fair value of short-term debt as of June 30, 2016, related to current maturities of long-term debt.

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

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

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

Mortgage Loans on Real Estate

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

Other Investments

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

Other Contract Holder Funds

Other contract holder funds include remaining guaranteed interest and similar contracts and account values of certain investment contracts. The fair value for the remaining guaranteed interest and similar contracts is estimated using discounted cash flow calculations as of the balance sheet date. These calculations are based on interest rates currently offered on similar contracts with maturities that are consistent with those remaining for the contracts being valued. As of June 30, 2016, and December 31, 2015, the remaining guaranteed interest and similar contracts carrying value approximated fair value. The fair value of the account values of certain investment contracts is based on their approximate surrender value as of the balance sheet date. The inputs used to measure the fair value of our other contract holder funds are classified as Level 3 within the fair value hierarchy.

Short-Term and Long-Term Debt

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

Financial Instruments Carried at Fair Value

We did not have any assets or liabilities measured at fair value on a nonrecurring basis as of June 30, 2016, or December 31, 2015, and we noted no changes in our valuation methodologies between these periods.

The following summarizes our financial instruments carried at fair value (in millions) on a recurring basis by the fair value hierarchy levels described in "Summary of Significant Accounting Policies" in Note 1 of our 2015 Form 10-K:

	As of June 30, 2016			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets				
Investments:				
Fixed maturity AFS securities:				
Corporate bonds	$ -	76,626	$ 2,425	$ 79,051
ABS	-	1,016	62	1,078
U.S. government bonds	450	4	10	464
Foreign government bonds	-	418	112	530
RMBS	-	3,621	16	3,637
CMBS	-	330	8	338
CLOs	-	642	45	687
State and municipal bonds	-	4,985	-	4,985
Hybrid and redeemable preferred securities	50	552	89	691
VIEs' fixed maturity securities	-	600	-	600
Equity AFS securities	7	100	170	277
Trading securities	103	1,644	65	1,812
Derivative investments (1)	-	3,026	899	3,925
Other investments (2)	149	-	1	150
Cash and invested cash	-	4,113	-	4,113
Other assets – reinsurance recoverable	-	-	539	539
Separate account assets	1,046	123,987	-	125,033
Total assets	$ 1,805	$ 221,664	$ 4,441	$ 227,910
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	$ -	$ -	$ (1,102)	$ (1,102)
Long-term debt	-	(1,203)	-	(1,203)
Reinsurance related embedded derivatives	-	(134)	-	(134)
Other liabilities:				
Credit default swaps	-	-	(16)	(16)

Derivative liabilities (1)	-	(958)	(476)	(1,434)
GLB reserves embedded derivatives	-	-	(2,458)	(2,458)
Total liabilities	$ -	$ (2,295)	$ (4,052)	$ (6,347)

	As of December 31, 2015			
	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	$ 70,878	$ 1,993	$ 72,931
ABS	-	1,056	45	1,101
U.S. government bonds	412	17	-	429
Foreign government bonds	-	413	111	524
RMBS	-	3,727	1	3,728
CMBS	-	366	10	376
CLOs	-	38	551	589
State and municipal bonds	-	4,480	-	4,480
Hybrid and redeemable preferred securities	48	664	94	806
VIEs' fixed maturity securities	-	598	-	598
Equity AFS securities	8	65	164	237
Trading securities	160	1,621	73	1,854
Other investments	148	-	-	148
Derivative investments (1)	-	1,459	853	2,312
Cash and invested cash	-	3,146	-	3,146
Other assets – reinsurance recoverable	-	-	268	268
Separate account assets	1,053	122,566	-	123,619
Total assets	$ 1,889	$ 211,094	$ 4,163	$ 217,146
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	$ -	$ -	$ (1,100)	$ (1,100)
Long-term debt	-	(1,203)	-	(1,203)
Reinsurance related embedded derivatives	-	(87)	-	(87)
VIEs' liabilities – derivative instruments	-	-	(4)	(4)
Other liabilities:				
Credit default swaps	-	-	(9)	(9)
Derivative liabilities (1)	-	(546)	(298)	(844)
GLB reserves embedded derivatives	-	-	(953)	(953)

Total liabilities	$ -	$ (1,836)	$ (2,364)	$ (4,200)

(1) Derivative investment assets and liabilities presented within the fair value hierarchy are presented on a gross basis by derivative type and not on a master netting basis by counterparty.
(2) Includes credit default swaps in an asset position associated with consolidated VIEs.

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

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

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	For the Three Months Ended June 30, 2015					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Issuances, Sales Maturities, Settlements, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 2,033	$ -	$ (58)	$ 61	$ 3	$ 2,039
ABS	33	-	-	-	-	33
Foreign government bonds	113	-	1	-	-	114
RMBS	1	-	-	-	-	1
CMBS	15	1	2	(6)	-	12
CLOs	416	-	-	57	(12)	461
Hybrid and redeemable preferred securities	75	(1)	(1)	-	23	96
Equity AFS securities	135	1	(2)	8	(1)	141
Trading securities	75	-	(4)	1	-	72
Derivative investments	849	122	(123)	(108)	-	740
Other assets: (5)						
GLB reserves embedded derivatives	-	254	-	-	-	254
Reinsurance recoverable	204	(102)	-	-	-	102
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,180)	(9)	-	34	-	(1,155)
VIEs' liabilities – derivative instruments (4)	(5)	2	-	-	-	(3)
Other liabilities:						
Credit default swaps (4)	(3)	1	-	-	-	(2)
GLB reserves embedded derivatives (5)	(552)	450	-	-	-	(102)
Total, net	$ 2,209	$ 719	$ (185)	$ 47	$ 13	$ 2,803

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

	For the Six Months Ended June 30, 2015					
	Beginning Fair Value	Items Included in Net Income	Gains (Losses) in OCI and Other (1)	Purchases, Issuances, Sales, Maturities, Settlements, Calls, Net	Transfers Into or Out of Level 3, Net (2)	Ending Fair Value
Investments: (3)						
Fixed maturity AFS securities:						
Corporate bonds	$ 1,953	$ 3	$ (89)	$ 90	$ 82	$ 2,039
ABS	33	-	-	-	-	33
Foreign government bonds	109	-	5	-	-	114
RMBS	1	-	-	-	-	1
CMBS	15	2	4	(9)	-	12
CLOs	368	-	3	102	(12)	461
Hybrid and redeemable preferred securities	55	(1)	(1)	-	43	96
Equity AFS securities	157	1	-	(16)	(1)	141
Trading securities	73	1	(2)	-	-	72
Derivative investments	989	28	(76)	(201)	-	740
Other assets: (5)						
GLB reserves embedded derivatives	-	254	-	-	-	254
Reinsurance recoverable	154	(52)	-	-	-	102
Future contract benefits – indexed annuity and IUL contracts embedded derivatives (5)	(1,170)	(47)	-	62	-	(1,155)
VIEs' liabilities – derivative instruments (4)	(13)	10	-	-	-	(3)
Other liabilities:						
Credit default swaps (4)	(3)	1	-	-	-	(2)
GLB reserves embedded derivatives (5)	(174)	72	-	-	-	(102)
Total, net	$ 2,547	$ 272	$ (156)	$ 28	$ 112	$ 2,803

(1) The changes in fair value of the interest rate swaps are offset by an adjustment to derivative investments (see Note 5).

(2) Transfers into or out of Level 3 for AFS and trading securities are displayed at amortized cost as of the beginning-of-period. For AFS and trading securities, the difference between beginning-of-period amortized cost and beginning-of-period fair value was included in OCI and earnings, respectively, in the prior period.

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

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

(5)

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

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

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

	For the Three Months Ended June 30, 2015					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 131	$ (19)	$ (15)	$ (25)	$ (11)	$ 61
CMBS	-	-	-	(6)	-	(6)
CLOs	62	-	-	(5)	-	57
Equity AFS securities	10	(2)	-	-	-	8
Trading securities	1	-	-	-	-	1
Derivative investments	47	(49)	(106)	-	-	(108)
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(16)	-	50	-	-	34
Total, net	$ 235	$ (70)	$ (71)	$ (36)	$ (11)	$ 47

	For the Six Months Ended June 30, 2016					
	Issuances	Sales	Maturities	Settlements	Calls	Total

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

	For the Six Months Ended June 30, 2015					
	Issuances	Sales	Maturities	Settlements	Calls	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 194	$ (20)	$ (15)	$ (51)	$ (18)	$ 90
CMBS	-	-	-	(8)	(1)	(9)
CLOs	109	-	-	(7)	-	102
Equity AFS securities	10	(26)	-	-	-	(16)
Derivative investments	88	(193)	(96)	-	-	(201)
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	(30)	-	-	92	-	62
Total, net	$ 371	$ (239)	$ (111)	$ 26	$ (19)	$ 28

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,	
	2016	2015	2016	2015
Derivative investments	$ 216	$ 111	$ (177)	$ 16
Other investments	(1)	-	1	-
Embedded derivatives:				
Indexed annuity and IUL contracts	(1)	(8)	(24)	(34)
GLB reserves	(409)	615	(1,233)	454
VIEs' liabilities – derivative instruments	-	2	4	10
Credit default swaps	(3)	1	(7)	1
Total, net (1)	$ (198)	$ 721	$ (1,436)	$ 447

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

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

For the Three For the Three

	Months Ended June 30, 2016			Months Ended June 30, 2015		
	Transfers Into Level 3	Transfers Out of Level 3	Total	Transfers Into Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 165	$ (83)	$ 82	$ 79	$ (76)	$ 3
ABS	4	-	4	-	-	-
CLOs	-	(586)	(586)	4	(16)	(12)
Hybrid and redeemable preferred securities	-	-	-	23	-	23
Equity AFS securities	-	-	-	-	(1)	(1)
Trading securities	1	(10)	(9)	-	-	-
Total, net	$ 170	$ (679)	$ (509)	$ 106	$ (93)	$ 13

	For the Six Months Ended June 30, 2016			For the Six Months Ended June 30, 2015		
	Transfers Into Level 3	Transfers Out of Level 3	Total	Transfers Into Level 3	Transfers Out of Level 3	Total
Investments:						
Fixed maturity AFS securities:						
Corporate bonds	$ 329	$ (107)	$ 222	$ 159	$ (77)	$ 82
ABS	4	-	4	-	-	-
CLOs	-	(586)	(586)	4	(16)	(12)
Hybrid and redeemable preferred securities	-	-	-	48	(5)	43
Equity AFS securities	-	-	-	-	(1)	(1)
Trading securities	1	(11)	(10)	-	-	-
Total, net	$ 334	$ (704)	$ (370)	$ 211	$ (99)	$ 112

Transfers into and out of Level 3 are generally the result of observable market information on a security no longer being available or becoming available to our pricing vendors. For the six months ended June 30, 2016 and 2015, transfers in and out of Level 3 were attributable primarily to the securities' observable market information no longer being available or becoming available. Transfers into and out of Levels 1 and 2 are generally the result of a change in the type of input used to measure the fair value of an asset or liability at the end of the reporting period. When quoted prices in active markets become available, transfers from Level 2 to Level 1 will result. When quoted prices in active markets become unavailable, but we are able to employ a valuation methodology using significant observable inputs, transfers from Level 1 to Level 2 will result. For the six months ended June 30, 2016, the transfers between Levels 1 and 2 of the fair value hierarchy were less than $1 million for our financial instruments carried at fair value. For the six months ended June 30, 2015, the transfers between Levels 1 and 2 of the fair value hierarchy were $172 million for our financial instruments carried at fair value, which was attributable to quoted market prices being available.

The following summarizes the fair value (in millions), valuation techniques and significant unobservable inputs of the Level 3 fair value measurements as of June 30, 2016:

	Fair Value	Valuation Technique	Significant Unobservable Inputs	Assumption or Input Ranges				
Assets								
Investments:								
Fixed maturity AFS and trading securities:								
Corporate bonds	$ 1,723	Discounted cash flow	Liquidity/duration adjustment (1)	0.7	%		12.0	%
ABS	25	Discounted cash flow	Liquidity/duration adjustment (1)	4.1	%	-	4.1	%
U.S. government bonds	10	Discounted cash flow	Liquidity/duration adjustment (1)	1.4	%	-	1.4	%
Foreign government bonds	78	Discounted cash flow	Liquidity/duration adjustment (1)	2.0	%	-	4.2	%
Hybrid and redeemable preferred securities	20	Discounted cash flow	Liquidity/duration adjustment (1)	2.3	%	-	2.3	%
Equity AFS securities	27	Discounted cash flow	Liquidity/duration adjustment (1)	4.3	%	-	5.5	%
Other assets – reinsurance recoverable	539	Discounted cash flow	Long-term lapse rate (2)	1	%	-	30	%
			Utilization of guaranteed withdrawals (3)	90	%	-	100	%
			Claims utilization factor (4)	60	%	-	100	%
			Premiums utilization factor (4)	70	%	-	120	%
			NPR (5)	0.05	%	-	0.53	%

			Mortality rate (6)			(8)	
			Volatility (7)	1	%	- 29	%
Liabilities							
Future contract benefits – indexed annuity and IUL contracts							
embedded derivatives	$ (1,102)	Discounted cash flow	Lapse rate (2)	1	%	- 15	%
			Mortality rate (6)			(8)	
Other liabilities – GLB reserves							
embedded derivatives	(2,458)	Discounted cash flow	Long-term lapse rate (2)	1	%	- 30	%
			Utilization of guaranteed withdrawals (3)	90	%	- 100	%
			Claims utilization factor (4)	60	%	- 100	%
			Premiums utilization factor (4)	70	%	- 120	%
			NPR (5)	0.05	%	- 0.53	%
			Mortality rate (6)			(8)	
			Volatility (7)	1	%	- 29	%

(1) The liquidity/duration adjustment input represents an estimated market participant composite of adjustments attributable to liquidity premiums, expected durations, structures and credit quality that would be applied to the market observable information of an investment.

(2) The lapse rate input represents the estimated probability of a contract surrendering during a year, and thereby forgoing any future benefits. The range for indexed annuity and IUL contracts represents the lapse rates during the surrender charge period.

(3) The utilization of guaranteed withdrawals input represents the estimated percentage of contract holders that utilize the guaranteed withdrawal feature.

(4) The utilization factors are applied to the present value of claims or premiums, as appropriate, in the GLB reserve calculation to estimate the impact of inefficient withdrawal behavior, including taking less than or more than the maximum guaranteed withdrawal.

(5) The NPR input represents the estimated additional credit spread that market participants would apply to the market observable discount rate when pricing a contract.

(6) The mortality rate input represents the estimated probability of when an individual belonging to a particular group, categorized according to age or some other factor such as gender, will die.

(7) The volatility input represents overall volatilities assumed for the underlying variable annuity funds, which include a mixture of equity and fixed-income assets. Fair value of the variable annuity GLB embedded derivatives would increase if higher volatilities were used for valuation.

(8) The mortality rate is based on a combination of company and industry experience, adjusted for improvement factors.

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

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

- Investments – An increase in the liquidity/duration adjustment input would result in a decrease in the fair value measurement.
- Indexed annuity and IUL contracts embedded derivatives – An increase in the lapse rate or mortality rate inputs would result in a decrease in the fair value measurement.
- GLB reserves embedded derivatives – Assuming our GLB reserves embedded derivatives are in a liability position: an increase in our lapse rate, NPR or mortality rate inputs would result in a decrease in the fair value measurement; and an increase in the utilization of guarantee withdrawal or volatility inputs would result in an increase in the fair value measurement.

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

As part of our ongoing valuation process, we assess the reasonableness of our valuation techniques or models and make adjustments as necessary. For more information, see "Summary of Significant Accounting Policies" in Note 1 of our 2015 Form 10-K.

13. Segment Information

We provide products and services and report results through our Annuities, Retirement Plan Services, Life Insurance and Group Protection segments. We also have Other Operations, which includes the financial data for operations that are not directly related to the business segments. Our reporting segments reflect the manner by which our chief operating decision makers view and manage the business. See Note 21 of our 2015 Form 10-K for a brief description of these segments and Other Operations.

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

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

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

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

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

Segment information (in millions) was as follows:

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Revenues				
Operating revenues:				
Annuities	$ 983	$ 991	$ 2,022	$ 1,981
Retirement Plan Services	270	270	537	543
Life Insurance	1,538	1,443	3,016	2,874
Group Protection	525	617	1,059	1,222
Other Operations	79	96	161	191
Excluded realized gain (loss), pre-tax	(89)	(37)	(245)	(127)
Amortization of deferred gain arising from reserve changes on business sold through reinsurance, pre-tax	1	1	1	1
Total revenues	$ 3,307	$ 3,381	$ 6,551	$ 6,685

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Net Income (Loss)				
Income (loss) from operations:				
Annuities	$ 235	$ 255	$ 453	$ 494
Retirement Plan Services	31	30	61	65
Life Insurance	120	105	195	215
Group Protection	15	19	20	13
Other Operations	(28)	(38)	(42)	(63)
Excluded realized gain (loss), after-tax	(57)	(23)	(159)	(83)
Income (loss) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	1	1
Benefit ratio unlocking, after-tax	9	(4)	4	2
Net income (loss)	$ 325	$ 344	$ 533	$ 644

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, 2016, compared with December 31, 2015, and the results of operations for the three and six months ended June 30, 2016, compared with the corresponding periods in 2015 of Lincoln National Corporation and its consolidated subsidiaries. Unless otherwise stated or the context otherwise requires, "LNC," "Company," "we," "our" or "u 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, 2015 ("2015 Form 10-K"), including the sections entitled "Part I – Item 1A. Risk Factors," "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Part II – Item 8. Financial Statements and Supplementary Data"; our quarterly report on Form 10-Q filed in 2016; and our current reports on Form 8-K filed in 2016. For more detailed information on the risks and uncertainties associated with the Company's business activities, see the risks described in "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

In this report, in addition to providing consolidated revenues and net income (loss), we also provide segment operating revenues and income (loss) from operations because we believe they are meaningful measures of revenues and the profitability of our operating segments. Financial information that follows is presented in accordance with United States of America generally accepted accounting principles ("GAAP"), unless otherwise indicated. See Note 1 in our 2015 Form 10-K for a discussion of GAAP.

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

FORWARD-LOOKING STATEMENTS – CAUTIONARY LANGUAGE

Certain statements made in this report and in other written or oral statements made by us or on our behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe," "anticipate," "expect," "estimate," "project," "will," "shall" and other words or phrases with similar meaning 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 global capital and credit market conditions could affect our ability to raise capital, if necessary, and may cause us to realize impairments on investments and certain intangible assets, including goodwill and the valuation allowance against deferred tax assets, which may reduce future earnings and/or affect our financial condition and ability to raise additional capital or refinance existing debt as it matures;
· Because of our holding company structure, the inability of our subsidiaries to pay dividends to the holding company in sufficient amounts could harm the holding company's ability to meet its obligations;
· Legislative, regulatory or tax changes, both domestic and foreign, that affect: the cost of, or demand for, our subsidiaries' products, the required amount of reserves and/or surplus, our ability to conduct business and our captive reinsurance arrangements as well as restrictions on revenue sharing and 12b 1 payments, the potential for U.S. federal tax reform and the effect of the Department of Labor's ("DOL") regulation defining fiduciary;
· Actions taken by reinsurers to raise rates on in-force business;
· Declines in or sustained low interest rates causing a reduction in investment income, the interest margins of our businesses, estimated gross profits ("EGPs") and demand for our products;
· Rapidly increasing interest rates causing contract holders to surrender life insurance and annuity policies, thereby causing realized investment losses, and reduced hedge performance related to variable annuities;
· Uncertainty about the effect of rules and regulations to be promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") on us and the economy and financial services sector in particular;
· The initiation of legal or regulatory proceedings against us, and the outcome of any legal or regulatory proceedings, such as: adverse actions related to present or past business practices common in businesses in which we compete; adverse decisions in significant

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

- A decline in the equity markets causing a reduction in the sales of our subsidiaries' products, a reduction of asset-based fees that our subsidiaries charge on various investment and insurance products, an acceleration of the net amortization of deferred acquisition costs ("DAC"), value of business acquired ("VOBA"), deferred sales inducements ("DSI") and deferred front-end loads ("DFEL") and an increase in liabilities related to guaranteed benefit features of our subsidiaries' variable annuity products;
- Ineffectiveness of our risk management policies and procedures, including various hedging strategies used to offset the effect of changes in the value of liabilities due to changes in the level and volatility of the equity markets and interest rates;
- A deviation in actual experience regarding future persistency, mortality, morbidity, interest rates or equity market returns from the assumptions used in pricing our subsidiaries' products, in establishing related insurance reserves and in the net amortization of DAC, VOBA, DSI and DFEL, which may reduce future earnings;
- Changes in GAAP, including convergence with International Financial Reporting Standards, that may result in unanticipated changes to our net income;
- Lowering of one or more of our debt ratings issued by nationally recognized statistical rating organizations and the adverse effect such action may have on our ability to raise capital and on our liquidity and financial condition;
- Lowering of one or more of the insurer financial strength ratings of our insurance subsidiaries and the adverse effect such action may have on the premium writings, policy retention, profitability of our insurance subsidiaries and liquidity;
- Significant credit, accounting, fraud, corporate governance or other issues that may adversely affect the value of certain investments in our portfolios, as well as counterparties to which we are exposed to credit risk, requiring that we realize losses on investments;
- Inability to protect our intellectual property rights or claims of infringement of the intellectual property rights of others;
- Interruption in telecommunication, information technology or other operational systems or failure to safeguard the confidentiality or privacy of sensitive data on such systems from cyberattacks or other breaches of our data security systems;
- The effect of acquisitions and divestitures, restructurings, product withdrawals and other unusual items;
- The adequacy and collectability of reinsurance that we have purchased;
- Acts of terrorism, a pandemic, war or other man-made and natural catastrophes that may adversely affect our businesses and the cost and availability of reinsurance;
- Competitive conditions, including pricing pressures, new product offerings and the emergence of new competitors, that may affect the level of premiums and fees that our subsidiaries can charge for their products;
- The unknown effect on our subsidiaries' businesses resulting from 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 report on Form 10-Q, current reports on Form 8-K and other documents filed with the Securities and Exchange Commission ("SEC") include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

Further, it is not possible to assess the effect of all risk factors on our businesses or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, we disclaim any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of this report.

INTRODUCTION

Executive Summary

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

We provide products and services and report results through our Annuities, Retirement Plan Services, Life Insurance and Group Protection segments. We also have Other Operations. These segments and Other Operations are described in "Part I – Item 1. Business" of our 2015 Form 10-K.

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

Our current market conditions, significant operational matters, industry trends, issues and outlook are described in "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Executive Summary" of our 2015 Form 10-K.

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements – Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

Critical Accounting Policies and Estimates

The MD&A included in our 2015 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 2015 Form 10-K and, accordingly, should be read in conjunction with the "Critical Accounting Policies and Estimates" discussed in our 2015 Form 10-K.

DAC, VOBA, DSI and DFEL

Unlocking

As stated in "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies and Estimates – Unlocking" in our 2015 Form 10-K, we conduct our annual comprehensive review of the assumptions and projection models underlying the amortization of DAC, VOBA, DSI, DFEL, embedded derivatives and reserves for life insurance and annuity products in the third quarter of each year. The profitability of our business depends, among other things, on assumptions regarding variable fund returns, investment margins, lapse rates and mortality.

Reversion to the Mean

As variable fund returns do not move in a systematic manner, we reset the baseline of account values from which EGPs are projected, which we refer to as our reversion to the mean ("RTM") process, as discussed in our 2015 Form 10-K.

If we had unlocked our RTM assumption as of June 30, 2016, we would have recorded a favorable unlocking of approximately $105 million, pre-tax, for Annuities, approximately $20 million, pre-tax, for Retirement Plan Services, and approximately $15 million, pre-tax, for Life Insurance.

Investments

Investment Valuation

The following summarizes our available-for-sale ("AFS") and trading securities and derivative investments carried at fair value by pricing source and fair value hierarchy level (in millions) as of June 30, 2016:

	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	$ 759	$ 79,808	$ -	$ 80,567
Priced by independent broker quotations	-	-	1,542	1,542
Priced by matrices	-	12,798	-	12,798
Priced by other methods (1)	-	-	1,884	1,884
Total	$ 759	$ 92,606	$ 3,426	$ 96,791
Percent of total	1%	96%	3%	100%

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

For more information about the valuation of our financial instruments carried at fair value, see "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Investments – Investment Valuation" in our 2015 Form 10-K and Note 12 herein.

As of June 30, 2016, we evaluated the markets that our securities trade in and concluded that none were inactive. We will continue to re-evaluate this conclusion, as needed, based on market conditions. We use unobservable inputs to measure the fair value of securities trading in less liquid or illiquid markets with limited or no pricing information. We obtain broker quotes for securities such as synthetic convertibles, index-linked certificates of deposit and collateralized debt obligations ("CDOs") when sufficient security structure or other market information is not available to produce an evaluation. For broker-quoted only securities, non-binding quotes from market makers or broker-dealers are obtained from sources recognized as market participants. Broker-quoted securities are based solely on receipt of updated quotes from a single market maker or a broker-dealer recognized as a market participant. Our broker-quoted only securities are generally classified as Level 3 of the fair value hierarchy. As of June 30, 2016, we used broker quotes for 30 securities as our final price source, representing less than 1% of total securities owned.

Derivatives

Our accounting policies for derivatives and the potential effect on interest spreads in a falling rate environment are discussed in Note 5 of this report and "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2015 Form 10-K.

Guaranteed Living Benefits

Within our individual annuity business, approximately 66% of our variable annuity account values contained guaranteed living benefits ("GLB") features as of June 30, 2016. Underperforming equity markets increase our exposure to potential benefits with the GLB features. A contract with a GLB feature is "in the money" if the contract holder's account balance falls below the present value of guaranteed withdrawal or income benefits, assuming no lapses. As of June 30, 2016 and 2015, 11% and 4%, respectively, of all in-force contracts with a GLB feature were "in the money," and our exposure, after reinsurance, as of June 30, 2016 and 2015, was $724 million and $287 million, respectively. However, the only way the contract holder can realize the excess of the present value of benefits over the account value of the contract is through a series of withdrawals or income payments that do not exceed a maximum amount. If, after the series of withdrawals or income payments, the account value is exhausted, the contract holder will continue to receive a series of annuity payments. The account value can also fluctuate with equity market returns on a daily basis resulting in increases or decreases in the excess of the present value of benefits over account value.

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

For information on our estimates of the potential instantaneous effect to net income, which could result from sudden changes that may occur in equity markets, interest rates and implied market volatilities, see our discussion in "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Derivatives – GLB" in our 2015 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,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Net Income (Loss)						
Income (loss) from operations:						
Annuities	$ 235	$ 255	-8%	$ 453	$ 494	-8%
Retirement Plan Services	31	30	3%	61	65	-6%
Life Insurance	120	105	14%	195	215	-9%
Group Protection	15	19	-21%	20	13	54%
Other Operations	(28)	(38)	26%	(42)	(63)	33%
Excluded realized gain (loss), after-tax	(57)	(23)	NM	(159)	(83)	-92%
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	9	(4)	NM	4	2	100%
Net income (loss)	$ 325	$ 344	-6%	$ 533	$ 644	-17%

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Deposits						
Annuities	$ 2,113	$ 3,380	-37%	$ 4,466	$ 6,370	-30%
Retirement Plan Services	1,660	1,862	-11%	3,452	3,567	-3%
Life Insurance	1,391	1,344	3%	2,630	2,655	-1%
Total deposits	$ 5,164	$ 6,586	-22%	$ 10,548	$ 12,592	-16%
Net Flows						
Annuities	$ (452)	$ 397	NM	$ (486)	$ 593	NM
Retirement Plan Services	4	306	-99%	82	422	-81%
Life Insurance	978	929	5%	1,808	1,817	0%
Total net flows	$ 530	$ 1,632	-68%	$ 1,404	$ 2,832	-50%

	As of June 30,		
	2016	2015	Change
Account Values			
Annuities	$ 122,851	$ 124,535	-1%
Retirement Plan Services	55,430	54,989	1%
Life Insurance	44,402	43,059	3%
Total account values	$ 222,683	$ 222,583	0%

Comparison of the Three Months Ended June 30, 2016 to 2015

Net income decreased due primarily to the following:

- Realized losses driven by asset disposals and an increase in other-than-temporary impairment (“OTTI”) attributable to individual credit risks within our corporate bond holdings.
- Decline in average account values due to lower average equity markets.
- Less favorable investment income on alternative investments.
- Spread compression due to average new money rates trailing our current portfolio yields, partially offset by actions implemented to

reduce interest crediting rates.

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

- Growth in business in force.
- Legal accrual releases during 2016 as compared to legal expenses during 2015.
- Favorable variable annuity net derivatives results.

Comparison of the Six Months Ended June 30, 2016 to 2015

Net income decreased due primarily to the following:

- Higher legal expenses related to certain investments.
- Less favorable investment income on alternative investments and lower prepayment and bond make-whole premiums.
- Higher realized losses driven by asset disposals and an increase in OTTI attributable to individual credit risks within our corporate bond holdings.
- Decline in average account values due to lower average equity markets.
- Spread compression due to average new money rates trailing our current portfolio yields, partially offset by actions implemented to

reduce interest crediting rates.

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

- Growth in business in force.
- Legal accrual releases during 2016 as compared to legal expenses during 2015.
- More favorable total non-medical loss ratio experience in our Group Protection segment.

RESULTS OF ANNUITIES

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Operating Revenues						
Insurance premiums (1)	$ 68	$ 55	24%	$ 219	$ 135	62%
Fee income	510	531	-4%	1,003	1,041	-4%
Net investment income	258	247	4%	509	494	3%
Operating realized gain (loss) (2)	44	45	-2%	87	87	0%
Other revenues (3)	103	113	-9%	204	224	-9%
Total operating revenues	983	991	-1%	2,022	1,981	2%
Operating Expenses						
Interest credited	144	139	4%	283	283	0%
Benefits (1)	136	90	51%	353	218	62%
Commissions and other expenses	407	434	-6%	818	859	-5%
Total operating expenses	687	663	4%	1,454	1,360	7%
Income (loss) from operations before taxes	296	328	-10%	568	621	-9%
Federal income tax expense (benefit)	61	73	-16%	115	127	-9%
Income (loss) from operations	$ 235	$ 255	-8%	$ 453	$ 494	-8%

(1) Insurance premiums include primarily our income annuities that have a corresponding offset in benefits. Benefits include changes in income annuity reserves driven by premiums.
(2) See "Realized Gain (Loss) and Benefit Ratio Unlocking" below.
(3) Consists primarily of revenues attributable to broker-dealer services that are subject to market volatility.

Comparison of the Three and Six Months Ended June 30, 2016 to 2015

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

· Higher benefits attributable to an increase in the growth in benefit reserves due to lower average equity markets.
· Lower fee income driven by lower average daily variable account values as a result of lower average equity markets.

The decrease in income from operations was partially offset primarily by lower commissions and other expenses driven by a decrease in amortization expense as a result of lower actual gross profits and amortization rates and lower incentive compensation as a result of production performance.

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

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

Additional Information

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they can significantly impact future income from operations. For the three and six months ended June 30, 2016, 29% and 27% of our variable annuity deposits were on products without GLB riders, respectively, compared to 28% for the corresponding periods in 2015. As a result of the more volatile market environment, our variable annuity deposits for the three and six months ended June 30, 2016, were significantly lower than the corresponding periods in 2015 resulting in negative net flows.

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 6% for the three and six months ended June 30, 2016, compared to 7% for the corresponding periods in 2015.

Our fixed annuity business includes products with discretionary crediting rates that are reset on an annual basis and are not subject to surrender charges. Our ability to retain annual reset annuities will be subject to current competitive conditions at the time interest rates for these products reset. We expect to manage the effects of spreads on near-term income from operations through portfolio management and, to a lesser extent, crediting rate actions, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. For information on interest rate spreads and interest rate risk, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk" herein and "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates" and "Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals" in our 2015 Form 10-K.

On April 8, 2016, the DOL released the final fiduciary advice regulation that provides for a phased implementation, the first of which will be effective April 10, 2017, with full implementation by January 1, 2018. For information about regulatory risk including the potential impact of the DOL regulation, see "Department of Labor regulation defining fiduciary could cause changes to the manner in which we deliver products and services as well as changes in nature and amount of compensation and fees" in "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements – Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

Fee Income

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Fee Income						
Mortality, expense and other assessments	$ 506	$ 524	-3%	$ 994	$ 1,026	-3%
Surrender charges	8	8	0%	16	15	7%
DFEL:						

Deferrals	(10)	(10)	0%	(19)	(18)	-6%
Amortization, net of interest	6	9	-33%	12	18	-33%
Total fee income	$ 510	$ 531	-4%	$ 1,003	$ 1,041	-4%

	As of or For the Three Months Ended June 30,			As of or For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Variable Account Value Information						
Variable annuity deposits (1)	$ 1,217	$ 2,302	-47%	$ 2,291	$ 4,189	-45%
Increases (decreases) in variable annuity account values:						
Net flows (1)	(818)	(75)	NM	(1,658)	(463)	NM
Change in market value (1)	1,389	(283)	NM	1,408	1,537	-8%
Transfers to the variable portion of variable annuity products from the fixed portion of variable annuity products	594	788	-25%	1,312	1,507	-13%
Variable annuity account values (1)	100,968	103,408	-2%	100,968	103,408	-2%
Average daily variable annuity account values (1)	100,468	104,794	-4%	98,454	103,389	-5%
Average daily S&P 500	2,074	2,102	-1%	2,013	2,083	-3%

(1) Excludes the fixed portion of variable.

We charge contract holders mortality and expense assessments on variable annuity accounts to cover insurance and administrative expenses. These assessments are a function of the rates priced into the product and the average daily variable account values. Average daily account values are driven by net flows and variable fund returns. Charges on GLB riders are assessed based on a contractual rate that is applied either to the account value or the guaranteed amount. In addition, for our fixed annuity contracts and for some variable contracts, we collect surrender charges when contract holders surrender their contracts during their surrender charge periods to protect us from premature withdrawals. Fee income includes charges on both our variable and fixed annuity products, but excludes the attributed fees on our GLB riders; see "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Operating Realized Gain (Loss)" in our 2015 Form 10-K for discussion of these attributed fees.

Net Investment Income and Interest Credited

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 215	$ 206	4%	$ 429	$ 412	4%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	4	3	33%	7	13	-46%
Surplus investments (2)	39	38	3%	73	69	6%
Total net investment income	$ 258	$ 247	4%	$ 509	$ 494	3%
Interest Credited						
Amount provided to contract holders	$ 142	$ 138	3%	$ 281	$ 278	1%
DSI deferrals	(4)	(7)	43%	(11)	(12)	8%
Interest credited before DSI amortization	138	131	5%	270	266	2%
DSI amortization	6	8	-25%	13	17	-24%
Total interest credited	$ 144	$ 139	4%	$ 283	$ 283	0%

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

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

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	Months Ended June 30, 2016	2015	Basis Point Change	Months Ended June 30, 2016	2015	Basis Point Change
Interest Rate Spread						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.08%	4.20%	(12)	4.10%	4.22%	(12)
Commercial mortgage loan prepayment and bond make-whole premiums	0.07%	0.06%	1	0.06%	0.13%	(7)
Net investment income yield on reserves	4.15%	4.26%	(11)	4.16%	4.35%	(19)
Interest rate credited to contract holders	2.69%	2.61%	8	2.64%	2.63%	1
Interest rate spread	1.46%	1.65%	(19)	1.52%	1.72%	(20)

	As of or For the Three Months Ended June 30,			As of or For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Fixed Account Value Information						
Fixed annuity deposits (1)	$ 896	$ 1,078	-17%	$ 2,175	$ 2,181	0%
Increases (decreases) in fixed annuity account values:						
Net flows (1)	366	472	-22%	1,172	1,056	11%
Transfers from the fixed portion of variable annuity products to the variable portion of variable annuity products	(594)	(788)	25%	(1,312)	(1,507)	13%
Reinvested interest credited (1)	168	146	15%	300	319	-6%
Fixed annuity account values (1)	21,883	21,127	4%	21,883	21,127	4%
Average fixed account values (1)	21,915	21,026	4%	21,832	21,114	3%
Average invested assets on reserves	21,126	19,654	7%	21,041	19,604	7%

(1) Includes the fixed portion of variable.

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

Benefits

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

Commissions and Other Expenses

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Commissions and Other Expenses						
Commissions:						
Deferrable	$ 92	$ 145	-37%	$ 190	$ 274	-31%
Non-deferrable	124	122	2%	244	242	1%
General and administrative expenses	102	111	-8%	206	214	-4%
Inter-segment reimbursement associated with reserve financing and LOC expenses (1)	-	1	-100%	1	3	-67%
Taxes, licenses and fees	6	6	0%	17	18	-6%
Total expenses incurred, excluding broker-dealer	324	385	-16%	658	751	-12%
DAC deferrals	(105)	(165)	36%	(217)	(311)	30%
Total pre-broker-dealer expenses incurred, excluding amortization, net of interest	219	220	0%	441	440	0%
DAC and VOBA amortization, net of interest	86	101	-15%	173	201	-14%
Broker-dealer expenses incurred	102	113	-10%	204	218	-6%
Total commissions and other expenses	$ 407	$ 434	-6%	$ 818	$ 859	-5%
DAC Deferrals						
As a percentage of sales/deposits	5.0%	4.9%		4.9%	4.9%	

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

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

Broker-dealer expenses that vary with and are related to sales are expensed as incurred and not deferred and amortized. Fluctuations in these expenses correspond with fluctuations in other revenues.

RESULTS OF RETIREMENT PLAN SERVICES

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Operating Revenues						
Fee income	$ 57	$ 61	-7%	$ 112	$ 123	-9%
Net investment income	209	206	1%	417	414	1%
Other revenues (1)	4	3	33%	8	6	33%
Total operating revenues	270	270	0%	537	543	-1%
Operating Expenses						
Interest credited	127	123	3%	251	245	2%
Benefits	-	1	-100%	1	1	0%
Commissions and other expenses	102	107	-5%	202	209	-3%
Total operating expenses	229	231	-1%	454	455	0%
Income (loss) from operations before taxes	41	39	5%	83	88	-6%
Federal income tax expense (benefit)	10	9	11%	22	23	-4%
Income (loss) from operations	$ 31	$ 30	3%	$ 61	$ 65	-6%

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

Comparison of the Three Months Ended June 30, 2016 to 2015

Income from operations for this segment increased due primarily to lower commissions and other expenses driven by a decrease in amortization expense as a result of lower actual gross profits and amortization rates, partially offset by lower fee income driven by lower average daily variable account values as a result of lower average equity markets.

Comparison of the Six Months Ended June 30, 2016 to 2015

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

- Lower fee income driven by lower average daily variable account values as a result of lower average equity markets.
- Lower net investment income, net of interest credited, driven by lower prepayment and bond make-whole premiums and spread compression due to average new money rates trailing our current portfolio yields, partially offset by higher average fixed account values.

The decrease in income from operations was partially offset by lower commissions and other expenses driven by a decrease in amortization expense as a result of lower actual gross profits and amortization rates.

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

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

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

Additional Information

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

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they 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 the business was 12% for the three and six months ended June 30, 2016, compared to 11% for the corresponding periods in 2015.

Our net flows are negatively affected by the continued net outflows from our oldest blocks of annuities business (as presented on our Account Value Roll Forward table below as “Multi-Fund® and Other”), which are also our highest margin product lines in this segment, due to the fact that they are mature blocks with low distribution and servicing costs. The proportion of these products to our total account values was 29% and 30% as of June 30, 2016 and 2015, respectively. Due to this expected overall shift in business mix toward products with lower returns, a significant increase in new deposit production continues to be necessary to maintain earnings at current levels.

Our fixed annuity business includes products with discretionary and index-based crediting rates that are reset on either a quarterly or semi-annual basis. Our ability to retain quarterly or semi-annual reset annuities will be subject to current competitive conditions at the time interest rates for these products reset. We expect to manage the effects of spreads on near-term income from operations through portfolio management and, to a lesser extent, crediting rate actions, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. For information on interest rate spreads and interest rate risk, see “Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk” herein and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” and “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” in our 2015 Form 10-K.

On April 8, 2016, the DOL released the final fiduciary advice regulation that provides for a phased implementation, the first of which will be effective April 10, 2017, with full implementation by January 1, 2018. For information about regulatory risk including the potential impact of the DOL regulation, see “Department of Labor regulation defining fiduciary could cause changes to the manner in which we deliver products and services as well as changes in nature and amount of compensation and fees” in “Item 1A. Risk Factors” in our first quarter 2016 Form 10-Q.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” above and “Part I – Item 1A. Risk Factors” in our 2015 Form 10-K as updated by “Item 1A. Risk Factors” in our first quarter 2016 Form 10-Q.

Fee Income

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

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Fee Income						
Annuity expense assessments	$ 42	$ 47	-11%	$ 84	$ 96	-13%
Mutual fund fees	14	14	0%	27	27	0%
Total expense assessments	56	61	-8%	111	123	-10%
Surrender charges	1	-	NM	1	-	NM
Total fee income	$ 57	$ 61	-7%	$ 112	$ 123	-9%

	For the Three Months Ended June 30, 2016	2015	Change	For the Six Months Ended June 30, 2016	2015	Change
Account Value Roll Forward (1)						
Small Market:						
Balance as of beginning-of-period	$ 8,755	$ 8,676	1%	$ 8,653	$ 8,574	1%
Gross deposits	489	451	8%	946	904	5%
Withdrawals and deaths	(511)	(449)	-14%	(955)	(921)	-4%
Net flows	(22)	2	NM	(9)	(17)	47%
Transfers between fixed and variable accounts	3	(10)	130%	9	(8)	213%
Change in market value and reinvestment	154	(25)	NM	237	94	152%
Balance as of end-of-period	$ 8,890	$ 8,643	3%	$ 8,890	$ 8,643	3%
Mid – Large Market:						
Balance as of beginning-of-period	$ 29,656	$ 29,040	2%	$ 29,279	$ 28,067	4%
Gross deposits	1,031	1,279	-19%	2,208	2,396	-8%
Withdrawals and deaths	(840)	(724)	-16%	(1,802)	(1,453)	-24%
Net flows	191	555	-66%	406	943	-57%
Transfers between fixed and variable accounts	19	13	46%	32	(2)	NM
Change in market value and reinvestment	515	14	NM	664	614	8%
Balance as of end-of-period	$ 30,381	$ 29,622	3%	$ 30,381	$ 29,622	3%
Multi-Fund® and Other:						
Balance as of beginning-of-period	$ 16,088	$ 16,916	-5%	$ 16,168	$ 16,898	-4%
Gross deposits	140	132	6%	298	267	12%
Withdrawals and deaths	(305)	(383)	20%	(613)	(771)	20%
Net flows	(165)	(251)	34%	(315)	(504)	38%
Change in market value and reinvestment	236	59	300%	306	330	-7%
Balance as of end-of-period	$ 16,159	$ 16,724	-3%	$ 16,159	$ 16,724	-3%
Total:						
Balance as of beginning-of-period	$ 54,499	$ 54,632	0%	$ 54,100	$ 53,539	1%
Gross deposits	1,660	1,862	-11%	3,452	3,567	-3%
Withdrawals and deaths	(1,656)	(1,556)	-6%	(3,370)	(3,145)	-7%
Net flows	4	306	-99%	82	422	-81%
Transfers between fixed and variable accounts	22	3	NM	41	(10)	NM
Change in market value and reinvestment	905	48	NM	1,207	1,038	16%
Balance as of end-of-period	$ 55,430	$ 54,989	1%	$ 55,430	$ 54,989	1%

(1)

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

	As of or For the Three Months Ended June 30,			As of or For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Variable Account Value Information						
Variable annuity deposits (1)	$ 364	$ 351	4%	$ 717	$ 702	2%
Increases (decreases) in variable annuity account values:						
Net flows (1)	(183)	(222)	18%	(295)	(413)	29%
Change in market value (1)	276	(42)	NM	329	249	32%
Transfers from the variable portion of variable annuity products to the fixed portion of variable annuity products	(79)	(51)	-55%	(169)	(112)	-51%
Variable annuity account values (1)	13,959	15,001	-7%	13,959	15,001	-7%
Average daily variable annuity account values (1)	13,923	15,391	-10%	13,655	15,333	-11%
Average daily S&P 500	2,074	2,102	-1%	2,013	2,083	-3%

(1) Excludes the fixed portion of variable.

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

Net Investment Income and Interest Credited

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

	For the Three Months Ended June 30,	For the Six Months Ended June 30,

	2016	2015	Change	2016	2015	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 189	$ 189	0%	$ 381	$ 375	2%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	2	1	100%	4	9	-56%
Surplus investments (2)	18	16	13%	32	30	7%
Total net investment income	$ 209	$ 206	1%	$ 417	$ 414	1%
Interest Credited	$ 127	$ 123	3%	$ 251	$ 245	2%

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

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

	For the Three Months Ended June 30, 2016	2015	Basis Point Change	For the Six Months Ended June 30, 2016	2015	Basis Point Change
Interest Rate Spread						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.52%	4.61%	(9)	4.55%	4.63%	(8)
Commercial mortgage loan prepayment and bond make-whole premiums	0.06%	0.03%	3	0.05%	0.10%	(5)
Net investment income yield on reserves	4.58%	4.64%	(6)	4.60%	4.73%	(13)
Interest rate credited to contract holders	3.01%	3.01%	-	3.00%	3.01%	(1)
Interest rate spread	1.57%	1.63%	(6)	1.60%	1.72%	(12)

	As of or For the Three Months Ended June 30, 2016	2015	Change	As of or For the Six Months Ended June 30, 2016	2015	Change
Fixed Account Value Information						
Fixed annuity deposits (1)	$ 448	$ 452	-1%	$ 869	$ 870	0%
Increases (decreases) in fixed annuity account values:						
Net flows (1)	(35)	(26)	-35%	(187)	(149)	-26%
Transfers to the fixed portion of variable annuity products from the variable portion of variable annuity products	79	51	55%	169	112	51%
Reinvested interest credited (1)	126	123	2%	250	244	2%
Fixed annuity account values (1)	16,996	16,469	3%	16,996	16,469	3%
Average fixed account values (1)	16,865	16,368	3%	16,717	16,305	3%
Average invested assets on reserves	16,754	16,280	3%	16,714	16,201	3%

(1) Includes the fixed portion of variable.

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

Benefits

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

Commissions and Other Expenses

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Commissions and Other Expenses						
Commissions:						
Deferrable	$ 3	$ 4	-25%	$ 7	$ 7	0%
Non-deferrable	16	16	0%	32	33	-3%
General and administrative expenses	80	81	-1%	155	155	0%
Taxes, licenses and fees	4	4	0%	10	10	0%
Total expenses incurred	103	105	-2%	204	205	0%
DAC deferrals	(6)	(7)	14%	(13)	(14)	7%
Total expenses recognized before amortization	97	98	-1%	191	191	0%
DAC and VOBA amortization, net of interest:						
Amortization, net of interest, excluding unlocking	6	9	-33%	12	18	-33%
Unlocking	(1)	-	NM	(1)	-	NM
Total commissions and other expenses	$ 102	$ 107	-5%	$ 202	$ 209	-3%
DAC Deferrals						
As a percentage of annuity sales/deposits	0.7%	0.9%		0.8%	0.9%	

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

RESULTS OF LIFE INSURANCE

Income (Loss) from Operations

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Operating Revenues						
Insurance premiums (1)	$ 177	$ 160	11%	$ 350	$ 309	13%
Fee income	721	647	11%	1,408	1,297	9%
Net investment income	633	626	1%	1,244	1,251	-1%
Operating realized gain (loss) (2)	-	2	-100%	(1)	2	NM
Other revenues	7	8	-13%	15	15	0%
Total operating revenues	1,538	1,443	7%	3,016	2,874	5%
Operating Expenses						
Interest credited	349	345	1%	697	683	2%
Benefits	708	673	5%	1,448	1,323	9%
Commissions and other expenses	306	273	12%	593	560	6%
Total operating expenses	1,363	1,291	6%	2,738	2,566	7%
Income (loss) from operations before taxes	175	152	15%	278	308	-10%
Federal income tax expense (benefit)	55	47	17%	83	93	-11%
Income (loss) from operations	$ 120	$ 105	14%	$ 195	$ 215	-9%

(1) Includes term insurance premiums, which have a corresponding partial offset in benefits for changes in reserves.
(2) See “Realized Gain (Loss) and Benefit Ratio Unlocking” below.

Comparison of the Three Months Ended June 30, 2016 to 2015

Income from operations for this segment increased due primarily to higher fee income attributable to growth in business in force.

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

· Higher commissions and other expenses driven by higher margins and amortization rates.
· Higher benefits due to growth in business in force.

Comparison of the Six Months Ended June 30, 2016 to 2015

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

· Higher benefits due to growth in business in force.
· Higher commissions and other expenses driven by higher margins and amortization rates.
· Lower net investment income, net of interest credited, driven by less favorable investment income on alternative investments and lower prepayment and bond make-whole premiums.

The decrease in income from operations was partially offset by higher fee income attributable to growth in business in force.

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

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

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

Strategies to Address Statutory Reserve Strain

Our insurance subsidiaries have statutory surplus and risk-based capital ("RBC") levels above current regulatory required levels. Term products and UL products containing secondary guarantees require reserves calculated pursuant to the Valuation of Life Insurance Policies Model Regulation ("XXX") and Actuarial Guideline 38 ("AG38"), respectively. For information on strategies we use to reduce

the statutory reserve strain caused by XXX and AG38, see "Review of Consolidated Financial Condition – Sources of Liquidity and Cash Flow – Insurance Subsidiaries' Statutory Capital and Surplus" below.

Additional Information

After experiencing elevated mortality due primarily to claims seasonality and higher claims severity during the first quarter of 2016, mortality was in line with our expectations during the second quarter of 2016.

For information on interest rate spreads and interest rate risk, see "Item 3. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk" herein and "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Interest Rate Risk on Fixed Insurance Businesses – Falling Rates" and "Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals" in our 2015 Form 10-K.

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements – Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

Insurance Premiums

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

Fee Income

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

	For the Three	For the Six

	Months Ended June 30, 2016	2015	Change	Months Ended June 30, 2016	2015	Change
Fee Income						
Cost of insurance assessments	$ 445	$ 406	10%	$ 881	$ 812	8%
Expense assessments	315	286	10%	609	562	8%
Surrender charges	14	10	40%	22	21	5%
DFEL:						
Deferrals	(139)	(119)	-17%	(267)	(230)	-16%
Amortization, net of interest	86	64	34%	163	132	23%
Total fee income	$ 721	$ 647	11%	$ 1,408	$ 1,297	9%

	For the Three Months Ended June 30, 2016	2015	Change	For the Six Months Ended June 30, 2016	2015	Change
Sales by Product						
UL	$ 24	$ 22	9%	$ 43	$ 42	2%
Linked-benefit	51	46	11%	94	86	9%
IUL	18	23	-22%	36	38	-5%
VUL	41	43	-5%	70	88	-20%
Term	30	21	43%	54	40	35%
Total individual life sales	164	155	6%	297	294	1%
Executive Benefits	9	46	-80%	16	60	-73%
Total sales	$ 173	$ 201	-14%	$ 313	$ 354	-12%
Net Flows						
Deposits	$ 1,391	$ 1,344	3%	$ 2,630	$ 2,655	-1%
Withdrawals and deaths	(413)	(415)	0%	(822)	(838)	2%
Net flows	$ 978	$ 929	5%	$ 1,808	$ 1,817	0%
Contract Holder Assessments	$ 1,041	$ 957	9%	$ 2,045	$ 1,902	8%

	As of June 30,		
	2016	2015	Change
Account Values			
UL	$ 32,730	$ 31,880	3%
VUL	9,387	8,902	5%
Interest-sensitive whole life	2,285	2,277	0%
Total account values	$ 44,402	$ 43,059	3%
In-Force Face Amount			
UL and other	$ 333,006	$ 326,026	2%
Term insurance	342,366	322,848	6%
Total in-force face amount	$ 675,372	$ 648,874	4%

Fee income relates only to interest-sensitive products and includes cost of insurance assessments, expense assessments (net of deferrals and amortization related to DFEL) and surrender charges. Cost of insurance 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. Business in force, in turn, is driven by sales, persistency and mortality experience.

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.

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

- Linked-benefit – 15% of total expected premium deposits;
- UL, IUL and VUL – first year commissionable premiums plus 5% of excess premiums received, including an adjustment for internal replacements of approximately 50% of commissionable premiums;
- Executive Benefits – single premium bank-owned UL and VUL, 15% of single premium deposits, and corporate owned UL and VUL, first year commissionable premiums plus 5% of excess premium received, including an adjustment for internal replacements of approximately 50% of commissionable premiums; and
- Term – 100% of annualized first year premiums.

We monitor the business environment, including but not limited to the regulatory and interest rate environments, and make changes to our product offerings and inforce products as needed, and as permitted under the policies, to sustain the future profitability of our segment. We continue to focus on maintaining our diversified balance of life sales across all products, with an emphasis on products without long-term guarantees. Individual life sales without long-term guarantees were 66% and 67% for the three and six months ended June 30, 2016, compared to 66% and 62% for the corresponding periods in 2015.

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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,		
	2016	2015	Change	2016	2015	Change
Net Investment Income						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	$ 578	$ 567	2%	$ 1,159	$ 1,137	2%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	6	4	50%	13	22	-41%
Alternative investments (2)	11	17	-35%	2	22	-91%
Surplus investments (3)	38	38	0%	70	70	0%
Total net investment income	$ 633	$ 626	1%	$ 1,244	$ 1,251	-1%
Interest Credited	$ 349	$ 345	1%	$ 697	$ 683	2%

(1) See "Consolidated Investments – Commercial Mortgage Loan Prepayment and Bond Make-Whole 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
	2016	2015	Change	2016	2015	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	5.22%	5.33%	(11)	5.25%	5.34%	(9)
Commercial mortgage loan prepayment and bond make-whole premiums	0.06%	0.03%	3	0.06%	0.11%	(5)
Alternative investments	0.11%	0.18%	(7)	0.01%	0.11%	(10)

Net investment income yield on reserves	5.39%	5.54%	(15)	5.32%	5.56%	(24)
Interest rate credited to contract holders	3.92%	3.97%	(5)	3.92%	3.93%	(1)
Interest rate spread	1.47%	1.57%	(10)	1.40%	1.63%	(23)
Attributable to traditional products:						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.14%	5.08%	6	5.18%	5.15%	3
Commercial mortgage loan prepayment and bond make-whole premiums	0.00%	0.04%	(4)	0.02%	0.10%	(8)
Net investment income yield on reserves	5.14%	5.12%	2	5.20%	5.25%	(5)

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	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Averages						
Attributable to interest-sensitive products:						
Invested assets on reserves	$ 40,195	$ 38,372	5%	$ 40,085	$ 38,384	4%
Account values – universal and whole life	35,442	34,566	3%	35,388	34,477	3%
Attributable to traditional products:						
Invested assets on reserves	4,219	4,385	-4%	4,180	4,352	-4%

A portion of the investment income earned for this segment is credited to contract holder accounts. Statutory reserves will typically grow at a faster rate than account values because of the AG38 reserve requirements. Invested assets are based upon the statutory reserve liabilities and are affected by various reserve adjustments, including financing transactions providing relief from AG38 reserve requirements. These financing transactions lead to a transfer of invested assets from this segment to Other Operations. 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. We use our investment income to offset the earnings effect of the associated growth of our policy reserves for traditional products. Commercial mortgage loan prepayments and bond make-whole 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,		
	2016	2015	Change	2016	2015	Change
Benefits						
Death claims direct and assumed	$ 1,049	$ 1,050	0%	$ 2,140	$ 2,050	4%
Death claims ceded	(438)	(464)	6%	(888)	(879)	-1%
Reserves released on death	(171)	(149)	-15%	(318)	(293)	-9%
Net death benefits	440	437	1%	934	878	6%
Change in secondary guarantee life insurance product reserves	150	142	6%	291	284	2%
Change in linked-benefit product reserves	51	31	65%	99	60	65%

Other benefits (1)	67	63	6%	124	101	23%
Total benefits	$ 708	$ 673	5%	$ 1,448	$ 1,323	9%
Death claims per $1,000 of in-force	2.62	2.70	-3%	2.80	2.73	3%

(1) Includes primarily changes in reserves and dividends on traditional and other products.

Benefits for this segment include claims incurred during the period in excess of the associated reserves for its interest-sensitive and traditional products. In addition, benefits include the change in secondary guarantee and linked-benefit life insurance product reserves. These reserves are affected by changes in expected future trends of assessments and benefits causing unlocking adjustments to these liabilities similar to DAC, VOBA and DFEL. Generally, we have higher mortality in the first quarter of the year due to the seasonality of claims. See "Future Contract Benefits and Other Contract Holder Funds" in Note 1 of our 2015 Form 10-K for additional information.

Commissions and Other Expenses

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Commissions and Other Expenses						
Commissions	$ 174	$ 160	9%	$ 321	$ 322	0%
General and administrative expenses	130	130	0%	255	252	1%
Expenses associated with reserve financing	21	19	11%	41	39	5%
Taxes, licenses and fees	41	33	24%	80	75	7%
Total expenses incurred	366	342	7%	697	688	1%
DAC and VOBA deferrals	(198)	(182)	-9%	(363)	(362)	0%
Total expenses recognized before amortization	168	160	5%	334	326	2%
DAC and VOBA amortization, net of interest	137	112	22%	257	232	11%
Other intangible amortization	1	1	0%	2	2	0%
Total commissions and other expenses	$ 306	$ 273	12%	$ 593	$ 560	6%
DAC and VOBA Deferrals						
As a percentage of sales	114.5%	90.5%		116.0%	102.3%	

Commissions and costs that result directly from and are essential to successful acquisition of new or renewal business are deferred to the extent recoverable and for our interest-sensitive products are generally amortized over the life 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, 2016, to the corresponding periods in 2015, the increase was primarily a result of changes in sales mix to products with higher commission rates.

RESULTS OF 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,		
	2016	2015	Change	2016	2015	Change
Operating Revenues						
Insurance premiums	$ 478	$ 567	-16%	$ 967	$ 1,128	-14%
Net investment income	43	47	-9%	86	90	-4%
Other revenues	4	3	33%	6	4	50%
Total operating revenues	525	617	-15%	1,059	1,222	-13%
Operating Expenses						
Interest credited	1	1	0%	1	1	0%
Benefits	345	421	-18%	685	862	-21%
Commissions and other expenses	156	165	-5%	342	339	1%
Total operating expenses	502	587	-14%	1,028	1,202	-14%
Income (loss) from operations before taxes	23	30	-23%	31	20	55%
Federal income tax expense (benefit)	8	11	-27%	11	7	57%
Income (loss) from operations	$ 15	$ 19	-21%	$ 20	$ 13	54%

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Income (Loss) from Operations by Product Line						

Life	$ 8	$ 9	-11%	$ 5	$ 6	-17%
Disability	7	9	-22%	15	5	200%
Dental	-	-	NM	(1)	-	NM
Total non-medical	15	18	-17%	19	11	73%
Medical	-	1	-100%	1	2	-50%
Income (loss) from operations	$ 15	$ 19	-21%	$ 20	$ 13	54%

Comparison of the Three Months Ended June 30, 2016 to 2015

Income from operations for this segment decreased due primarily to lower insurance premiums driven by re-pricing actions on our

employer-paid life and disability business, partially offset by lower benefits due primarily to favorable mortality in our life business and higher disability claim recoveries in our long-term disability business.

Comparison of the Six Months Ended June 30, 2016 to 2015

Income from operations for this segment increased due primarily to lower benefits driven by favorable mortality in our life business and higher disability claim recoveries in our long-term disability business.

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

- Lower insurance premiums driven by re-pricing actions on our employer-paid life and disability business.
- Higher commissions and other expenses due to higher amortization of DAC driven by higher lapses and re-pricing actions.

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.

Additional Information

Management compares trends in actual loss ratios to pricing expectations as group-underwriting risks change over time. We expect normal fluctuations in our total non-medical loss ratio, as claims experience is inherently uncertain.

For every one percent increase in the total non-medical loss ratio, we would expect an approximate annual $12 million to $14 million decrease to income from operations.

For information on the effects of current interest rates on our long-term disability claim reserves, see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Effect of Interest Rate Sensitivity" in our 2015 Form 10-K.

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements –

Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

Insurance Premiums

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Insurance Premiums by Product Line						
Life	$ 201	$ 231	-13%	$ 412	$ 460	-10%
Disability	220	246	-11%	442	494	-11%
Dental	57	58	-2%	113	116	-3%
Total non-medical	478	535	-11%	967	1,070	-10%
Medical	-	32	-100%	-	58	-100%
Total insurance premiums	$ 478	$ 567	-16%	$ 967	$ 1,128	-14%
Sales	$ 71	$ 62	15%	$ 130	$ 118	10%

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 relate 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. 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 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:

Generally, we have higher mortality in the first quarter of the year due to the seasonality of claims.

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Benefits and Interest Credited by Product Line						
Life	$ 141	$ 166	-15%	$ 291	$ 345	-16%
Disability	165	186	-11%	314	383	-18%
Dental	40	42	-5%	81	84	-4%
Total non-medical	346	394	-12%	686	812	-16%
Medical	-	28	-100%	-	51	-100%
Total benefits and interest credited	$ 346	$ 422	-18%	$ 686	$ 863	-21%
Loss Ratios by Product Line						
Life	70.4%	72.0%		70.8%	74.8%	
Disability	74.8%	75.4%		71.0%	77.5%	
Dental	70.4%	72.3%		71.9%	72.6%	
Total non-medical	72.5%	73.6%		71.0%	75.8%	

Commissions and Other Expenses

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

	For the Three	For the Six

	Months Ended June 30,			Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Commissions and Other Expenses						
Commissions	$ 61	$ 69	-12%	$ 124	$ 135	-8%
General and administrative expenses	83	80	4%	161	158	2%
Taxes, licenses and fees	14	13	8%	28	29	-3%
Total expenses incurred	158	162	-2%	313	322	-3%
DAC deferrals	(17)	(12)	-42%	(31)	(30)	-3%
Total expenses recognized before amortization	141	150	-6%	282	292	-3%
DAC and VOBA amortization, net of interest	15	15	0%	60	47	28%
Total commissions and other expenses	$ 156	$ 165	-5%	$ 342	$ 339	1%
DAC Deferrals						
As a percentage of insurance premiums	3.6%	2.1%		3.2%	2.7%	

Commissions and other costs that result directly from and are essential to the successful acquisition of new or renewal business are deferred to the extent recoverable and are amortized in relation to the revenues of the related contracts. Certain broker commissions that 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. Generally, we have higher amortization in the first quarter of the year due to a significant number of policies renewing in the quarter.

RESULTS OF OTHER OPERATIONS

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,		
	2016	2015	Change	2016	2015	Change
Operating Revenues						
Insurance premiums (1)	$ 4	$ 1	300%	$ 9	$ 1	NM
Net investment income	56	61	-8%	115	125	-8%
Amortization of deferred gain on business sold through reinsurance	18	18	0%	35	35	0%
Media revenues (net)	-	16	-100%	-	31	-100%
Other revenues	1	-	NM	2	(1)	300%
Total operating revenues	79	96	-18%	161	191	-16%
Operating Expenses						
Interest credited	19	20	-5%	39	41	-5%
Benefits	32	30	7%	59	57	4%
Media expenses	-	14	-100%	-	28	-100%
Other expenses	6	22	-73%	(1)	31	NM
Interest and debt expense	68	69	-1%	136	137	-1%
Total operating expenses	125	155	-19%	233	294	-21%
Income (loss) from operations before taxes	(46)	(59)	22%	(72)	(103)	30%
Federal income tax expense (benefit)	(18)	(21)	14%	(30)	(40)	25%
Income (loss) from operations	$ (28)	$ (38)	26%	$ (42)	$ (63)	33%

(1) Includes our disability income business, which has a corresponding offset in benefits for changes in reserves.

Comparison of the Three Months Ended June 30, 2016 to 2015

Loss from operations for Other Operations decreased due primarily to lower other expenses attributable to legal accrual releases in 2016 as compared to legal expenses in 2015.

Comparison of the Six Months Ended June 30, 2016 to 2015

Loss from operations for Other Operations decreased due primarily to lower other expenses attributable to the following:

- Legal accrual releases in 2016 as compared to legal expenses in 2015.
- The effect of changes in our stock price on our deferred compensation plans, as our stock price decreased significantly during 2016 compared to a modest increase during 2015 (see "Other Expenses" below for more information).

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.

Additional Information

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements – Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

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 our business segments require increases in statutory reserves, surplus or investments, the amount of excess capital that is retained by Other Operations would decrease and net investment income would be negatively affected.

Write-downs for OTTI decrease the recorded value of our invested assets owned by the business segments. These write-downs are not included in the income from operations of our business segments. When impairment occurs, assets are transferred to the business segments' portfolios and will reduce the future net investment income for Other Operations. Statutory reserve adjustments for our business segments can also cause allocations of invested assets between the business segments and Other Operations.

The majority of our interest credited relates to our reinsurance operations sold to Swiss Re Life & Health America, Inc. ("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,		
	2016	2015	Change	2016	2015	Change
Other Expenses						
General and administrative expenses:						
Legal	$ (9)	$ 12	NM	$ (9)	$ 14	NM
Branding	11	7	57%	18	12	50%
Other (1)	8	8	0%	2	14	-86%
Total general and administrative						

expenses	10	27	-63%	11	40	-73%
Taxes, licenses and fees	(1)	(2)	50%	(7)	(4)	-75%
Inter-segment reimbursement associated with reserve financing and LOC expenses (2)	(3)	(3)	0%	(5)	(5)	0%
Total other expenses	$ 6	$ 22	-73%	$ (1)	$ 31	NM

(1) Includes expenses that are corporate in nature including charitable contributions, the portion of our deferred compensation plan expense attributable to participants' selection of LNC stock as the measure for their investment return and other expenses not allocated to our business segments.

(2) 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.

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) AND BENEFIT RATIO UNLOCKING

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Components of Realized Gain (Loss), Pre-Tax						
Total operating realized gain (loss)	$ 44	$ 47	-6%	$ 86	$ 89	-3%
Total excluded realized gain (loss)	(89)	(37)	NM	(245)	(127)	-93%
Total realized gain (loss), pre-tax	$ (45)	$ 10	NM	$ (159)	$ (38)	NM
Reconciliation of Excluded Realized Gain (Loss) Net of Benefit Ratio Unlocking, After-Tax						
Total excluded realized gain (loss)	$ (57)	$ (23)	NM	$ (159)	$ (83)	-92%
Benefit ratio unlocking	9	(4)	NM	4	2	100%
Excluded realized gain (loss) net of benefit ratio unlocking, after-tax	$ (48)	$ (27)	-78%	$ (155)	$ (81)	-91%
Components of Excluded Realized Gain (Loss) Net of Benefit Ratio Unlocking, After-Tax						
Realized gain (loss) related to certain investments	$ (42)	$ (1)	NM	$ (112)	$ (18)	NM
Gain (loss) on the mark-to-market on certain instruments	(5)	(13)	62%	-	(6)	100%
Variable annuity net derivatives results:						
Hedge program performance, including unlocking for GLB reserves hedged	(23)	-	NM	(117)	(35)	NM
GLB NPR component	24	(8)	NM	91	(1)	NM
Total variable annuity net derivatives results	1	(8)	113%	(26)	(36)	28%
Indexed annuity forward-starting option	(2)	(4)	50%	(17)	(19)	11%
Realized gain (loss) on sale of subsidiaries/businesses (2)	-	(1)	100%	-	(2)	100%
Excluded realized gain (loss) net of benefit ratio unlocking, after-tax	$ (48)	$ (27)	-78%	$ (155)	$ (81)	-91%

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

(2) See Note 3 in our 2015 Form 10-K for more information.

For factors that could cause actual results to differ materially from those set forth in this section, see “Forward-Looking Statements – Cautionary Language” below and “Part I – Item 1A. Risk Factors” in our 2015 Form 10-K as updated by “Item 1A. Risk Factors” below.

For information on our counterparty exposure, see “Part I – Item 3. Quantitative and Qualitative Disclosures About Market Risk.”

Comparison of the Three Months Ended June 30, 2016 to 2015

We had realized losses during 2016 as compared to gains during 2015 due primarily to the following:

- Higher realized losses on certain investments originating from asset sales to reposition the investment portfolio.
- An increase in OTTI attributable to individual credit risks within our corporate bond holdings.

The realized losses were partially offset by gains on variable annuity net derivatives results during 2016 as compared to losses during 2015 attributable to a more favorable GLB non-performance risk (“NPR”) component due to our associated reserves increasing, partially offset by more volatile capital markets resulting in unfavorable hedge program performance.

Comparison of the Six Months Ended June 30, 2016 to 2015

We had higher realized losses for 2016 as compared to 2015 due primarily to the following:

- An increase in OTTI attributable to the impact of continued stress in the energy and other commodity sectors and other individual credit risks within our corporate bond holdings.
- Higher legal expenses related to certain investments.

The higher realized losses were partially offset by lower losses on variable annuity net derivatives results during 2016 as compared to 2015 attributable to a more favorable GLB NPR component due to associated reserves increasing, partially offset by more volatile capital markets resulting in unfavorable hedge program performance.

The above components of excluded realized gain (loss) are described net of benefit ratio unlocking, after-tax.

Operating Realized Gain (Loss)

See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Operating Realized Gain (Loss)" in our 2015 Form 10-K for a discussion of our operating realized gain (loss).

Realized Gain (Loss) Related to Certain Investments

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

Gain (Loss) on the Mark-to-Market on Certain Instruments

See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Gain (Loss) on the Mark-to-Market on Certain Instruments" in our 2015 Form 10-K for a discussion of the mark-to-market on certain instruments and Note 3 for information about consolidated variable interest entities ("VIEs").

Variable Annuity Net Derivatives Results

See “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Variable Annuity Net Derivatives Results” in our 2015 Form 10-K for a discussion of our variable annuity net derivatives results and how our NPR adjustment is determined.

Details underlying our variable annuity hedging program (dollars in millions) were as follows:

	As of June 30, 2016	As of March 31, 2016	As of December 31, 2015	As of September 30, 2015	As of June 30, 2015
Variable annuity hedge program assets (liabilities)	$ 4,123	$ 3,565	$ 2,631	$ 3,030	$ 1,626
Variable annuity reserves – asset (liability):					
Embedded derivative reserves, pre-NPR (1)	$ (2,078)	$ (1,599)	$ (673)	$ (1,062)	$ 326
NPR	159	116	(12)	70	(72)
Embedded derivative reserves	(1,919)	(1,483)	(685)	(992)	254
Insurance benefit reserves	(634)	(609)	(564)	(558)	(391)
Total variable annuity reserves – asset (liability)	$ (2,553)	$ (2,092)	$ (1,249)	$ (1,550)	$ (137)
10-year credit default swap ("CDS") spread	2.12%	2.15%	1.44%	1.85%	1.43%
NPR factor related to 10-year CDS spread	0.32%	0.31%	0.22%	0.31%	0.22%

(1) Embedded derivative reserves in an asset (liability) position indicate that we estimate the present value of future benefits to be less (greater) than the present value of future net valuation premiums.

The following shows the approximate hypothetical effect to net income, pre-DAC (1), pre-tax (in millions) for changes in the NPR factor along all points on the spread curve as of June 30, 2016:

	Hypothetical Effect
NPR factor:	
Down 32 basis points to zero	$ (375)
Up 20 basis points	145

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

See "Critical Accounting Policies and Estimates – Derivatives – GLB" above for additional information about our guaranteed benefits.

Indexed Annuity Forward-Starting Option

See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Realized Gain (Loss) and Benefit Ratio Unlocking – Indexed Annuity Forward-Starting Option" in our 2015 Form 10-K for a discussion of our indexed annuity forward-starting option.

CONSOLIDATED INVESTMENTS

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

			Percentage of Total Investments	
	As of June 30,	As of December 31,	As of June 30,	As of

				December 31,
	2016	2015	2016	2015
Investments				
AFS securities:				
Fixed maturity	$ 91,461	$ 84,964	82.7%	83.2%
VIEs' fixed maturity	600	598	0.5%	0.6%
Total fixed maturity	92,061	85,562	83.2%	83.8%
Equity	277	237	0.3%	0.2%
Trading securities	1,812	1,854	1.6%	1.8%
Mortgage loans on real estate	9,257	8,678	8.4%	8.5%
Real estate	21	17	0.0%	0.0%
Policy loans	2,507	2,545	2.3%	2.5%
Derivative investments	2,613	1,537	2.4%	1.5%
Alternative investments	1,234	1,233	1.1%	1.2%
Other investments	805	545	0.7%	0.5%
Total investments	$ 110,587	$ 102,208	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 of our risk management process, see "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk" in our 2015 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 and equity securities consist of portfolios classified as AFS and trading. 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 4; 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 4.

	As of June 30, 2016				
		Gross Unrealized			%
	Amortized Cost	Gains	Losses and OTTI (2)	Fair Value	Fair Value
Fixed Maturity AFS Securities					
Industry corporate bonds:					
Financial services	$ 10,728	$ 1,039	$ 60	$ 11,707	12.7%
Basic industry	4,644	347	87	4,904	5.3%
Capital goods	5,481	664	9	6,136	6.7%
Communications	4,268	471	45	4,694	5.1%
Consumer cyclical	5,401	520	47	5,874	6.4%
Consumer non-cyclical	12,437	1,416	20	13,833	15.0%
Energy	7,634	487	301	7,820	8.5%
Technology	3,245	220	18	3,447	3.8%
Transportation	2,717	259	5	2,971	3.2%
Industrial other	834	71	2	903	1.0%
Utilities	12,048	1,689	7	13,730	14.9%
Government related entities	2,720	325	13	3,032	3.3%
Collateralized mortgage and other obligations ("CMOs"):					
Agency backed	1,180	134	-	1,314	1.4%
Non-agency backed	1,143	11	32	1,122	1.2%
Mortgage pass through securities ("MPTS"):					
Agency backed	1,122	79	-	1,201	1.3%
Commercial mortgage-backed securities ("CMBS"):					
Agency backed	23	2	-	25	0.0%
Non-agency backed	296	14	(3)	313	0.4%
Asset-backed securities ("ABS"):					
Collateralized loan obligations ("CLOs")	666	2	1	667	0.7%
Commercial real estate ("CRE") CDOs	16	-	(4)	20	0.0%
Credit card	688	28	-	716	0.8%
Equipment receivables	43	-	1	42	0.0%
Home equity	658	7	8	657	0.7%

Manufactured housing	30	2	-	32	0.0%
Stranded utility costs	12	-	-	12	0.0%
Other	208	11	-	219	0.3%
Municipals:					
Taxable	3,800	1,110	6	4,904	5.3%
Tax-exempt	72	9	-	81	0.1%
Government:					
United States	386	78	-	464	0.5%
Foreign	454	76	-	530	0.6%
Hybrid and redeemable preferred securities	677	71	57	691	0.8%
Total fixed maturity AFS securities	83,631	9,142	712	92,061	100.0%
Equity AFS Securities	259	23	5	277	
Total AFS securities	83,890	9,165	717	92,338	
Trading Securities (1)	1,557	269	14	1,812	
Total AFS and trading securities	$ 85,447	$ 9,434	$ 731	$ 94,150	

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	As of December 31, 2015				
		Gross Unrealized			%
	Amortized Cost	Gains	Losses and OTTI (2)	Fair Value	Fair Value
Fixed Maturity AFS Securities					
Industry corporate bonds:					
Financial services	$ 10,447	$ 682	$ 111	$ 11,018	12.9%
Basic industry	5,011	139	413	4,737	5.5%
Capital goods	5,011	294	46	5,259	6.1%
Communications	4,225	259	122	4,362	5.1%
Consumer cyclical	5,146	262	108	5,300	6.2%
Consumer non-cyclical	11,546	715	142	12,119	14.3%
Energy	8,414	262	745	7,931	9.3%
Technology	3,215	99	67	3,247	3.8%
Transportation	2,571	118	42	2,647	3.1%
Industrial other	815	41	9	847	1.0%
Utilities	11,926	853	127	12,652	14.8%
Government related entities	2,666	200	54	2,812	3.3%
CMOs:					
Agency backed	1,122	110	3	1,229	1.4%
Non-agency backed	1,216	13	15	1,214	1.4%
MPTS:					
Agency backed	1,228	63	6	1,285	1.5%
CMBS:					
Agency backed	24	-	-	24	0.0%
Non-agency backed	340	10	(2)	352	0.4%
ABS:					
CLOs	572	1	3	570	0.7%
CRE CDOs	16	-	(3)	19	0.0%
Credit card	686	22	-	708	0.8%
Equipment receivables	59	-	1	58	0.1%
Home equity	655	7	2	660	0.8%
Manufactured housing	44	2	-	46	0.1%
Stranded utility costs	18	-	-	18	0.0%
Other	198	12	1	209	0.2%
Municipals:					
Taxable	3,688	680	12	4,356	5.1%
Tax-exempt	118	6	-	124	0.1%
Government:					
United States	386	45	2	429	0.5%
Foreign	464	61	1	524	0.6%
Hybrid and redeemable preferred securities	762	88	44	806	0.9%
Total fixed maturity AFS securities	82,589	5,044	2,071	85,562	100.0%

Equity AFS Securities	226	17	6	237
Total AFS securities	82,815	5,061	2,077	85,799
Trading Securities (1)	1,653	222	21	1,854
Total AFS and trading securities	$ 84,468	$ 5,283	$ 2,098	$ 87,653

(1) Certain of our trading securities support our modified coinsurance arrangements ("Modco"), and the investment results are passed directly to the reinsurers. Refer to "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Consolidated Investments – Fixed Maturity and Equity Securities Portfolios – Trading Securities" in our 2015 Form 10-K for further details.

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

AFS Securities

In accordance with the AFS accounting guidance, we reflect stockholders' equity as if unrealized gains and losses were actually recognized, and 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, future contract benefits, other contract holder funds and deferred income taxes. Adjustments to each of these balances are charged or credited to accumulated other comprehensive income (loss). 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 AFS 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, 2016 Amortized Cost	Fair Value	% of Total	As of December 31, 2015 Amortized Cost	Fair Value	% of Total
Investment Grade Securities							
1	Aaa / Aa / A	$ 45,199	$ 51,358	55.8%	$ 44,614	$ 47,845	55.9%
2	Baa	34,026	36,603	39.7%	33,918	34,077	39.8%
Total investment grade securities		79,225	87,961	95.5%	78,532	81,922	95.7%
Below Investment Grade Securities							
3	Ba	2,697	2,622	2.9%	2,707	2,486	2.9%
4	B	1,309	1,150	1.3%	1,140	988	1.2%
5	Caa and lower	243	191	0.2%	188	146	0.2%
6	In or near default	157	137	0.1%	22	20	0.0%
Total below investment grade securities		4,406	4,100	4.5%	4,057	3,640	4.3%
Total fixed maturity AFS securities		$ 83,631	$ 92,061	100.0%	$ 82,589	$ 85,562	100.0%
Total securities below investment grade as a percentage of total fixed maturity AFS securities		5.3%	4.5%		4.9%	4.3%	

(1) Based upon the rating designations determined and provided by the National Association of Insurance Commissioners ("NAIC") or the major credit rating agencies (Fitch Ratings ("Fitch"), Moody's Investors Service

("Moody's") and Standard & Poor's ("S&P")). For securities where the ratings assigned by the major credit rating 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 average credit quality was A- as of June 30, 2016.

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 2 could be deemed below investment grade by the rating agencies as a result of the current RBC rules for residential mortgage-backed securities ("RMBS") and CMBS for statutory reporting. NAIC ratings 3 through 6 include bonds generally considered below investment grade (rated Ba or lower by Moody's, or rated BB+ or lower by S&P and Fitch).

As of June 30, 2016, and December 31, 2015, 73.6% and 91.8%, respectively, of the total publicly traded and private securities in an unrealized loss status were rated as investment grade. Our gross unrealized losses, including the portion of OTTI recognized in other comprehensive income (loss) ("OCI"), on AFS securities as of June 30, 2016, decreased by $1.4 billion since December 31, 2015. As more fully described in Note 1 in our 2015 Form 10-K, we regularly review our investment holdings for OTTI. We believe the unrealized loss position as of June 30, 2016, does not represent OTTI as: (i) we do not intend to sell the debt securities; (ii) it is not more likely than not that we will be required to sell the debt securities before recovery of their amortized cost; (iii) the estimated future cash flows are equal to or greater than the amortized cost of the debt securities; and (iv) we have the ability and intent to hold the equity securities for a period of time sufficient for recovery. For further information on our unrealized losses on AFS securities, see "Composition by Industry Categories of our Unrealized Losses on AFS Securities" below.

As the energy markets continue to experience distress and future uncertainty, we also consider our related exposure in the context of the following industry categories and associated credit quality:

	As of June 30, 2016					
	Amortized Cost	% Amortized Cost	Unrealized Gain (Loss)	% Unrealized Gain (Loss)	Fair Value	% Fair Value
Fixed Maturity AFS Securities						
Industry corporate bonds:						
Independent	$ 2,438	31.9%	$ (5)	-2.7%	$ 2,433	31.1%
Integrated	1,322	17.3%	88	47.3%	1,410	18.0%
Midstream	2,413	31.6%	136	73.1%	2,549	32.6%
Oil field services	1,280	16.8%	(46)	-24.7%	1,234	15.8%
Refining	181	2.4%	13	7.0%	194	2.5%
Total energy (1)	$ 7,634	100.0%	$ 186	100.0%	$ 7,820	100.0%

		As of June 30, 2016					
NAIC Designation	Rating Agency Equivalent Designation	Amortized Cost	% Amortized Cost	Unrealized Gain (Loss)	% Unrealized Gain (Loss)	Fair Value	% Fair Value
Investment Grade Securities							
1	Aaa / Aa / A	$ 2,049	26.8%	$ 237	127.4%	$ 2,286	29.2%
2	Baa	4,493	58.9%	129	69.4%	4,622	59.1%
Total investment grade securities		6,542	85.7%	366	196.8%	6,908	88.3%
Below Investment Grade Securities							
3	Ba	540	7.1%	(61)	-32.8%	479	6.1%
4	B	370	4.8%	(90)	-48.4%	280	3.7%
5	Caa and lower	86	1.1%	(20)	-10.8%	66	0.8%
6	In or near default	96	1.3%	(9)	-4.8%	87	1.1%
Total below investment grade securities		1,092	14.3%	(180)	-96.8%	912	11.7%
Total energy (1)		$ 7,634	100.0%	$ 186	100.0%	$ 7,820	100.0%

(1) Does not include the amortized cost, unrealized gain (loss) and fair value of trading securities totaling $124 million, $15 million and $139 million, respectively.

	As of December 31, 2015					
	Amortized Cost	% Amortized Cost	Unrealized Gain (Loss)	% Unrealized Gain (Loss)	Fair Value	% Fair Value
Fixed Maturity AFS Securities						
Industry corporate bonds:						
Independent	$ 2,558	30.4%	$ (253)	52.5%	$ 2,305	29.0%
Integrated	1,521	18.1%	10	-2.1%	1,531	19.3%
Midstream	2,567	30.5%	(86)	17.8%	2,481	31.3%
Oil field services	1,571	18.7%	(163)	33.7%	1,408	17.8%
Refining	197	2.3%	9	-1.9%	206	2.6%
Total energy (2)	$ 8,414	100.0%	$ (483)	100.0%	$ 7,931	100.0%

As of December 31, 2015

NAIC Designation	Rating Agency Equivalent Designation	Amortized Cost	% Amortized Cost	Unrealized Gain (Loss)	% Unrealized Gain (Loss)	Fair Value	% Fair Value
Investment Grade Securities							
1	Aaa / Aa / A	$ 2,667	31.7%	$ 111	-23.0%	$ 2,778	35.0%
2	Baa	5,104	60.7%	(435)	90.1%	4,669	58.9%
Total investment grade securities		7,771	92.4%	(324)	67.1%	7,447	93.9%
Below Investment Grade Securities							
3	Ba	483	5.7%	(100)	20.7%	383	4.8%
4	B	137	1.6%	(52)	10.8%	85	1.0%
5	Caa and lower	18	0.2%	(6)	1.2%	12	0.2%
6	In or near default	5	0.1%	(1)	0.2%	4	0.1%
Total below investment grade securities		643	7.6%	(159)	32.9%	484	6.1%
Total energy (2)		$ 8,414	100.0%	$ (483)	100.0%	$ 7,931	100.0%

(2) Does not include the amortized cost, unrealized gain (loss) and fair value of trading securities totaling $137 million, $6 million and $143 million, respectively.

We concluded: (i) 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; (ii) that the estimated future cash flows are equal to or greater than the amortized cost of the debt securities; and (iii) 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:

· Historical 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 $114.7 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 $94.1 billion as of June 30, 2016. If it were necessary to liquidate investments prior to maturity or call to meet cash flow needs, we would first look to AFS securities that are in an unrealized gain position, which had a fair value of $83.4 billion, excluding consolidated VIEs in the amount of $600 million, as of June 30, 2016, rather than selling securities in an unrealized loss position. The amount of cash that we have on hand 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 ongoing cash flows from new and existing business.

See “AFS Securities – Evaluation for Recovery of Amortized Cost” in Note 1 in our 2015 Form 10-K and Note 4 herein for additional discussion.

As of June 30, 2016, and December 31, 2015, the estimated fair value for all private placement securities was $14.5 billion and $14.0 billion, respectively, representing 14% of total invested assets.

For information regarding our VIEs’ fixed maturity securities, see Note 4 in our 2015 Form 10-K and Note 3 herein.

Mortgage-Backed Securities (Included in AFS and Trading Securities)

See "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Consolidated Investments – Mortgage-Backed Securities" in our 2015 Form 10-K for a discussion of our mortgage-backed securities ("MBS").

Our ABS home equity and RMBS had a market value of $4.4 billion and an unrealized gain of $199 million, or 5%, as of June 30, 2016.

The market value of AFS securities and trading securities backed by subprime loans was $541 million and represented approximately 1% of our total investment portfolio as of June 30, 2016. AFS securities represented $532 million, or 98%, and trading securities represented $9 million, or 2%, of the subprime exposure as of June 30, 2016. The table below summarizes our investments in AFS securities backed by pools of residential mortgages (in millions) as of June 30, 2016:

	Agency		Prime		Alt-A		Subprime/ Option ARM (1)		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
Type										
RMBS	$ 2,516	$ 2,302	$ 396	$ 388	$ 367	$ 376	$ 358	$ 379	$ 3,637	$ 3,445
ABS home equity	2	2	-	-	167	171	488	485	657	658
Total by type (2)(3)	$ 2,518	$ 2,304	$ 396	$ 388	$ 534	$ 547	$ 846	$ 864	$ 4,294	$ 4,103
Rating										
AAA	$ 2,467	$ 2,255	$ 1	$ 1	$ -	$ -	$ 14	$ 14	$ 2,482	$ 2,270
AA	33	32	3	3	1	1	2	2	39	38
A	18	17	-	-	8	8	46	45	72	70
BBB	-	-	32	31	29	28	59	59	120	118
BB and below	-	-	360	353	496	510	725	744	1,581	1,607
Total by rating (2)(3)(4)	$ 2,518	$ 2,304	$ 396	$ 388	$ 534	$ 547	$ 846	$ 864	$ 4,294	$ 4,103
Origination Year										
2006 and prior	$ 659	$ 587	$ 245	$ 242	$ 449	$ 459	$ 676	$ 689	$ 2,029	$ 1,977
2007	235	206	151	146	85	88	168	174	639	614
2008	45	40	-	-	-	-	-	-	45	40
2009	329	299	-	-	-	-	2	1	331	300

2010	368	335	-	-	-	-	-	-	368	335
2011	179	167	-	-	-	-	-	-	179	167
2012	72	71	-	-	-	-	-	-	72	71
2013	304	290	-	-	-	-	-	-	304	290
2014	54	48	-	-	-	-	-	-	54	48
2015	126	119	-	-	-	-	-	-	126	119
2016	147	142	-	-	-	-	-	-	147	142
Total by origination year (2)(3)	$ 2,518	$ 2,304	$ 396	$ 388	$ 534	$ 547	$ 846	$ 864	$ 4,294	$ 4,103
Total AFS RMBS as a percentage of total AFS Securities									4.7%	4.9%
Total prime, Alt-A and subprime/option ARM as a percentage of total AFS securities									1.9%	2.1%

(1) Includes the fair value and amortized cost of option adjustable rate mortgages ("ARM") within RMBS, totaling $314 million and $333 million, respectively.

(2) Does not include the fair value of trading securities totaling $107 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $107 million in trading securities consisted of $93 million prime, $5 million Alt-A and $9 million subprime.

(3) Does not include the amortized cost of trading securities totaling $100 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $100 million in trading securities consisted of $86 million prime, $5 million Alt-A and $9 million subprime.

(4) 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 rating 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.

The following summarizes our investments in AFS securities backed by pools of commercial mortgages (in millions) as of June 30, 2016:

	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	$ 322	$ 307	$ 16	$ 12	$ -	$ -	$ 338	$ 319
CRE CDOs	-	-	-	-	20	16	20	16
Total by type (1)(2)	$ 322	$ 307	$ 16	$ 12	$ 20	$ 16	$ 358	$ 335
Rating								
AAA	$ 163	$ 156	$ -	$ -	$ -	$ -	$ 163	$ 156
AA	19	19	-	-	-	-	19	19
A	73	68	16	12	-	-	89	80
BBB	22	22	-	-	4	4	26	26
BB and below	45	42	-	-	16	12	61	54
Total by rating (1)(2)(3)	$ 322	$ 307	$ 16	$ 12	$ 20	$ 16	$ 358	$ 335
Origination Year								
2006 and prior	$ 99	$ 98	$ 16	$ 12	$ 20	$ 16	$ 135	$ 126
2007	49	43	-	-	-	-	49	43
2010	50	46	-	-	-	-	50	46
2012	5	5	-	-	-	-	5	5
2013	119	115	-	-	-	-	119	115
Total by origination year (1)(2)	$ 322	$ 307	$ 16	$ 12	$ 20	$ 16	$ 358	$ 335
Total AFS securities backed by pools of commercial mortgages as a percentage of total AFS securities							0.4%	0.4%

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

(2) Does not include the amortized cost of trading securities totaling $3 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The $3 million in trading securities consisted entirely of CMBS.

(3) 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.

As of June 30, 2016, the fair value and amortized cost of our AFS exposure to Monoline insurers was $516 million and $468 million, respectively.

Composition by Industry Categories of 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 securities in an unrealized loss position on our future earnings.

The composition by industry categories of all securities in an unrealized loss position (in millions) as of June 30, 2016, was as follows:

	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Gross Unrealized Losses and OTTI	% Gross Unrealized Losses and OTTI
Oil field services	$ 487	5.8%	$ 617	6.7%	$ 130	16.9%
Independent	1,031	12.3%	1,148	12.6%	117	15.2%
Banking	412	4.9%	492	5.4%	80	10.4%
Metals and mining	589	7.0%	662	7.3%	73	9.5%
CMOs	696	8.3%	740	8.1%	44	5.7%
ABS	801	9.6%	841	9.2%	40	5.2%
Midstream	570	6.8%	602	6.6%	32	4.2%
Retailers	61	0.7%	84	0.9%	23	3.0%
Property and casualty	116	1.4%	138	1.5%	22	2.9%
Integrated	157	1.9%	178	1.9%	21	2.7%
Technology	340	4.1%	356	3.9%	16	2.1%
Media – entertainment	257	3.0%	272	3.0%	15	2.0%
Cable – satellite	154	1.9%	168	1.8%	14	1.8%
Wirelines	48	0.6%	59	0.6%	11	1.4%
Chemicals	310	3.7%	320	3.5%	10	1.3%
Government owned, no guarantee	102	1.2%	112	1.2%	10	1.3%
Industries with unrealized losses less than $10 million	2,246	26.8%	2,356	25.8%	110	14.4%
Total by industry	$ 8,377	100.0%	$ 9,145	100.0%	$ 768	100.0%
Total by industry as a percentage of total AFS securities	9.1%		10.9%		100.0%	

As of June 30, 2016, the fair value and amortized cost of securities subject to enhanced analysis and monitoring for potential changes in unrealized loss position was $441 million and $521 million, respectively.

Mortgage Loans on Real Estate

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

	As of June 30, 2016		As of December 31, 2015	
	Carrying Value	%	Carrying Value	%
Credit Quality Indicator				
Current	$ 9,253	100.0%	$ 8,678	100.0%
Delinquent and/or in foreclosure (1)	4	0.0%	-	0.0%
Total mortgage loans on real estate	$ 9,257	100.0%	$ 8,678	100.0%

(1) As of June 30, 2016, and December 31, 2015, there were two and zero mortgage loans on real estate that were delinquent and in foreclosure, respectively.

As of June 30, 2016, and December 31, 2015, there were two impaired mortgage loans on real estate, or less than 1% of the total dollar amount of 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, 2016, and December 31, 2015, was $2 million and $0, respectively. See Note 1 in our 2015 Form 10-K for more information regarding our accounting policy relating to the impairment of mortgage loans on real estate.

	As of June 30, 2016	As of December 31, 2015
By Segment		
Annuities	$ 2,375	$ 2,027
Retirement Plan Services	2,343	2,082
Life Insurance	3,862	3,944
Group Protection	307	294
Other Operations	370	331
Total mortgage loans on real estate	$ 9,257	$ 8,678

	As of June 30, 2016 Carrying Value	%		As of June 30, 2016 Carrying Value	%
Property Type			State Exposure		
Apartment	$ 3,024	32.7%	CA	$ 1,894	20.5%
Office building	2,196	23.7%	TX	1,043	11.3%
Industrial	1,747	18.9%	MD	528	5.7%
Retail	1,727	18.7%	NY	447	4.8%
Mixed use	282	3.0%	GA	425	4.6%
Other commercial	236	2.5%	OH	438	4.7%
Hotel/motel	45	0.5%	VA	418	4.5%
Total	$ 9,257	100.0%	FL	332	3.6%
Geographic Region			NC	322	3.5%
Pacific	$ 2,468	26.6%	TN	351	3.8%
South Atlantic	2,289	24.7%	WA	390	4.2%
East North Central	1,017	11.0%	OR	230	2.5%
West South Central	1,081	11.7%	PA	251	2.7%
Middle Atlantic	719	7.8%	AZ	258	2.8%

Mountain	657	7.1%	WI	199	2.1%
East South Central	484	5.2%	MN	249	2.7%
West North Central	377	4.1%	Other states under 2%	1,482	16.0%
New England	165	1.8%	Total	$ 9,257	100.0%
Total	$ 9,257	100.0%			

	As of June 30, 2016			As of June 30, 2016	
	Principal Amount	%		Principal Amount	%
Origination Year			Future Principal Payments		
2011 and prior	$ 3,325	35.9%	2016	$ 204	2.2%
2012	804	8.7%	2017	487	5.3%
2013	1,014	11.0%	2018	633	6.8%
2014	1,267	13.7%	2019	250	2.7%
2015	1,915	20.7%	2020	168	1.8%
2016	932	10.0%	2021 and thereafter	7,515	81.2%
Total	$ 9,257	100.0%	Total	$ 9,257	100.0%

See Note 4 for information regarding our loan-to-value and debt-service coverage ratios and our allowance for loan losses.

Alternative Investments

Investment income (loss) on alternative investments by business segment (in millions) was as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Annuities	$ 3	$ 4	-25%	$ 1	$ 5	-80%
Retirement Plan Services	1	2	-50%	-	3	-100%
Life Insurance	13	20	-35%	3	26	-88%
Group Protection	1	1	0%	-	1	-100%
Other Operations	-	1	-100%	-	1	-100%
Total (1)	$ 18	$ 28	-36%	$ 4	$ 36	-89%

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

As of June 30, 2016, and December 31, 2015, alternative investments included investments in 197 and 190 different partnerships, respectively, and the portfolio represented approximately 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.

Non-Income Producing Investments

As of June 30, 2016, and December 31, 2015, the carrying amount of fixed maturity securities, mortgage loans on real estate and real estate that were non-income producing was $13 million.

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,		
	2016	2015	Change	2016	2015	Change
Fixed maturity AFS securities	$ 1,035	$ 1,005	3%	$ 2,084	$ 2,018	3%
Equity AFS securities	4	4	0%	6	4	50%
Trading securities	25	27	-7%	51	55	-7%
Mortgage loans on real estate	105	98	7%	197	193	2%
Real estate	-	-	NM	1	1	0%
Policy loans	35	38	-8%	70	75	-7%
Invested cash	3	1	200%	6	2	200%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	13	11	18%	25	48	-48%
Alternative investments (2)	18	28	-36%	4	36	-89%
Consent fees	1	1	0%	4	1	300%
Other investments	1	3	-67%	-	4	-100%
Investment income	1,240	1,216	2%	2,448	2,437	0%
Investment expense	(41)	(29)	-41%	(77)	(63)	-22%
Net investment income	$ 1,199	$ 1,187	1%	$ 2,371	$ 2,374	0%

(1) See "Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums" below for additional information.
(2) See "Alternative Investments" above for additional information.

	For the Three Months Ended June 30,		Basis Point	For the Six Months Ended June 30,		Basis Point
	2016	2015	Change	2016	2015	Change
Interest Rate Yield						
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.72%	4.80%	(8)	4.74%	4.82%	(8)
Commercial mortgage loan prepayment and bond make-whole premiums	0.05%	0.05%	-	0.05%	0.10%	(5)
Alternative investments	0.07%	0.12%	(5)	0.01%	0.08%	(7)
Net investment income yield on invested assets	4.84%	4.97%	(13)	4.80%	5.00%	(20)

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Average invested assets at amortized cost	$ 99,177	$ 95,496	4%	$ 98,718	$ 94,938	4%

We earn investment income on our general account assets supporting fixed annuity, term life, whole life, UL, interest-sensitive whole life and the fixed portion of retirement plan 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 make-whole 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.

Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums

Prepayment and make-whole premiums are collected when borrowers elect to call or prepay their debt prior to the stated maturity. A prepayment or make-whole 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.

Realized Gain (Loss) Related to Certain Investments

Details of the realized gain (loss) related to certain investments (in millions) were as follows:

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Fixed maturity AFS securities: (1)						
Gross gains	$ 7	$ 21	-67%	$ 61	$ 23	165%
Gross losses	(65)	(13)	NM	(163)	(29)	NM
Equity AFS securities:						
Gross gains	2	1	100%	2	1	100%
Gross losses	(1)	-	NM	(1)	-	NM
Gain (loss) on other investments	(3)	-	NM	(63)	(8)	NM
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(5)	(10)	50%	(8)	(15)	47%
Total realized gain (loss) related to certain investments, pre-tax	$ (65)	$ (1)	NM	$ (172)	$ (28)	NM

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

Amortization of DAC, VOBA, DSI and 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 losses 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 2016 and 2015, 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 strategy 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 external asset managers 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 "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Investments – Write-downs for OTTI and Allowance for Losses" in our 2015 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,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
OTTI Recognized in Net Income (Loss)						
Fixed maturity securities:						

Corporate bonds	$ (26)	$ (4)	NM	$ (62)	$ (15)	NM
ABS	(1)	(3)	67%	(3)	(5)	40%
RMBS	(1)	-	NM	(3)	(2)	-50%
Total fixed maturity securities	(28)	(7)	NM	(68)	(22)	NM
Equity securities	(1)	-	NM	(1)	-	NM
Gross OTTI recognized in net income (loss)	(29)	(7)	NM	(69)	(22)	NM
Associated amortization of DAC, VOBA, DSI and DFEL	1	-	NM	5	2	150%
Net OTTI recognized in net income (loss), pre-tax	$ (28)	$ (7)	NM	$ (64)	$ (20)	NM
Portion of OTTI Recognized in OCI						
Gross OTTI recognized in OCI	$ 10	$ 9	11%	$ 36	$ 18	100%
Change in DAC, VOBA, DSI and DFEL	(2)	(2)	0%	(8)	(3)	NM
Net portion of OTTI recognized in OCI, pre-tax	$ 8	$ 7	14%	$ 28	$ 15	87%

The $105 million of impairments taken during the first six months of 2016 were split between $68 million of credit-related impairments and $37 million of noncredit-related impairments. The increase in write-downs for OTTI when comparing the first six months of 2016 to the corresponding period in 2015 was primarily attributable to certain corporate bond holdings within the energy and other commodity sectors that experienced deteriorating fundamentals. The noncredit-related impairments were 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 $533 million and $582 million for the six months ended June 30, 2016 and 2015, 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 stock dividends, interest and debt service, funding of callable securities, securities repurchases, acquisitions and investment in core businesses.

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,		
	2016	2015	Change	2016	2015	Change
Dividends from Subsidiaries						
The Lincoln National Life Insurance Company	$ 325	$ 225	44%	$ 525	$ 625	-16%
Loan Repayments and Interest from						

Subsidiaries						
Interest on inter-company notes	28	26	8%	58	56	4%
	$ 353	$ 251	41%	$ 583	$ 681	-14%
Other Cash Flow and Liquidity Items						
Net capital received from (paid for taxes on) stock option exercises and restricted stock	$ -	$ 16	-100%	$ (11)	$ 25	NM

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. For information regarding limits on the dividends that our insurance subsidiaries may pay, 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 – Restrictions on Dividends from Subsidiaries" in our 2015 Form 10-K.

Insurance Subsidiaries' Statutory Capital and Surplus

Our regulatory capital levels are also affected by statutory accounting rules, which are subject to change by each applicable insurance regulator. Our term products and UL products containing secondary guarantees require reserves calculated pursuant to XXX and AG38, respectively. During the third quarter of 2013, the New York State Department of Financial Services announced that it would not recognize the NAIC revisions to AG38 in applying the New York law governing the reserves to be held for UL and VUL products containing secondary guarantees. The change, which was effective as of December 31, 2013, impacted the Lincoln Life & Annuity Company of New York ("LLANY"). Although LLANY discontinued the sale of these products in early 2013, the change affected those policies previously sold. We began phasing in the increase in reserves in 2013 at $90 million per year over five years. As of June 30, 2016, we have increased reserves by $270 million. In April 2016, LLANY entered into a third-party reinsurance arrangement primarily covering UL policies containing secondary guarantees issued between 2002 through 2014 that mitigates the financial impact of the increase of the aforementioned reserves.

As discussed in "Part I – Item 1. Risk Factors – Legislative, Regulatory, and Tax – 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 result of operations," our insurance subsidiaries employ strategies to reduce the strain caused by XXX and AG38 by reinsuring the business to insurance captives. Our captive reinsurance and reinsurance subsidiaries provide a mechanism for financing a portion of the excess reserve amounts in a more efficient manner. We use long-dated LOCs and debt financing as well as other financing strategies to finance those reserves. Included in the LOCs issued as of June 30, 2016, was approximately $3.4 billion of long-dated LOCs issued to support inter-company reinsurance arrangements. Approximately $2.3 billion of such LOCs were issued to support reinsurance for UL products containing secondary guarantees ($350 million will expire in 2019, $1 million will expire in 2021 and $1.9 billion will expire in 2031), and $1.1 billion of such LOCs that will expire in 2023 were issued to support reinsurance for term business. We have also used the proceeds from senior note issuances of $875 million to execute long-term structured solutions supporting reinsurance of UL products containing secondary guarantees. Additionally, our captive reinsurance and reinsurance subsidiaries have issued long-term notes of $1.7 billion as of June 30, 2016, to finance a portion of the excess reserves. For information on these long-term notes issued by our captive reinsurance and reinsurance subsidiaries, see Note 4 in our 2015 Form 10-K. LOCs and related capital market solutions lower the capital effect of term products and UL products containing secondary guarantees. An inability to obtain appropriate capital market solutions could affect our returns on our in-force term products and UL products containing secondary guarantees. However, we believe that we have sufficient capital to support the increase in statutory reserves, based on our current reserve projections, if such structures were no longer available.

Our captive reinsurance subsidiaries free up capital the insurance subsidiaries can use for any number of purposes, including paying dividends to the holding company. Once transferred to the holding company, it can deploy this capital for a variety of corporate purposes, including potential stock repurchases. Actuarial Guideline 48 (“AG48”) regulates the terms of captive reinsurance arrangements that are entered into or amended in certain ways after December 31, 2014. AG48 imposes restrictions on the types of assets that can be used to support these arrangements. We have implemented and plan to continue to implement these arrangements in compliance with AG48.

Statutory reserves established for variable annuity contracts and riders are sensitive to changes in the equity markets and are affected by the level of account values relative to the level of any guarantees, product design and reinsurance arrangements. As a result, the relationship between reserve changes and equity market performance is non-linear during any given reporting period. Market conditions greatly influence the ultimate capital required due to its effect on the valuation of reserves and derivative assets hedging these reserves. We also utilize inter-company reinsurance arrangements to manage our hedge program for variable annuity guarantees. The NAIC through its various committees, task forces and working groups has been studying the use of captives and special purpose vehicles to transfer insurance risk and has been evaluating the adequacy of existing NAIC model laws and regulations applicable to annuity captives.

We continue to analyze the use of our existing captive reinsurance structures, as well as additional third-party reinsurance arrangements, and our current hedging strategies relative to managing the effects of equity markets and interest rates on the statutory reserves, statutory capital and the dividend capacity of our life insurance subsidiaries.

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 and depository shares.

Details underlying debt and financing activities (in millions) for the six months ended June 30, 2016, were as follows:

	Beginning Balance	Issuance	Maturities, Repayments and Refinancing	Change in Fair Value Hedges	Other Changes (1)	Ending Balance
Short-Term Debt						
Current maturities of long-term debt (2)	$ -	$ -	$ -	$ -	$ 250	$ 250
Long-Term Debt						
Senior notes	$ 3,846	$ -	$ -	$ 154	$ 3	$ 4,003
Bank borrowing	250	-	-	-	-	250
Federal Home Loan Bank of Indianapolis note	250	-	-	-	(250)	-
Capital securities	1,207	-	-	-	-	1,207
Total long-term debt	$ 5,553	$ -	$ -	$ 154	$ (247)	$ 5,460

(1) Includes the net increase (decrease) in commercial paper, non-cash reclassification of long-term debt to current maturities of long-term debt, accretion (amortization) of discounts and premiums and amortization of debt issuance costs, as applicable.

(2) As of June 30, 2016, our primary insurance subsidiary, The Lincoln National Life Insurance Company, had short-term debt that consisted of a $250 million floating rate note maturing on June 20, 2017.

As of June 30, 2016, the holding company had available liquidity of $523 million. Available liquidity consists of cash and invested cash, excluding cash held as collateral, and certain short-term investments that can be readily converted into cash, net of commercial paper outstanding.

Effective as of June 30, 2016, we entered into a credit agreement with a syndicate of banks. This agreement (the "credit facility") allows for the issuance of LOCs of up to $2.5 billion and borrowing of up to $2.5 billion, $1.75 billion of which is available only to reimburse the banks for drawn LOCs. The credit facility is unsecured and has a commitment termination date of June 30, 2021. LOCs under the facility are used primarily to satisfy reserve credit requirements of (i) our domestic insurance companies for which reserve credit is provided by our affiliated reinsurance companies and (ii) certain ceding companies of our legacy reinsurance business.

The credit facility contains or includes:

- 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;
- Financial covenants including maintenance of a minimum consolidated net worth (as defined in the facility) equal to the sum of $10.5 billion plus 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; and
- Customary events of default, subject to certain materiality thresholds and grace periods for certain of those events of default.

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, 2016, we were in compliance with all such covenants.

For more information about our short-term and long-term debt and our credit facilities and LOCs, see Note 12 in our 2015 Form 10-K.

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. For information about our collateralized financing transactions on our investments, see "Payables for Collateral on Investments" in Note 4.

If current credit 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-/Baa1 (S&P/Moody's) as of June 30, 2016. 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 – Liquidity and Capital Position – 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 – Covenants and Ratings – 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 2015 Form 10-K for more information. See "Part I – Item 1. Business – Financial Strength Ratings" in our 2015 Form 10-K for additional information on our current financial strength ratings.

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 2015 Form 10-K for information on our credit 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 between LNC and participating subsidiaries that reduces overall borrowing costs by allowing LNC and its subsidiaries to access internal resources instead of incurring third-party transaction costs. As of June 30, 2016, the holding company had a net outstanding payable of $286 million to certain subsidiaries resulting from loans made by subsidiaries in excess of amounts borrowed by subsidiaries in the inter-company cash management account. Any change in holding company cash management program balances is offset by the immediate and equal change in holding company cash and invested cash. Loans under the cash management program are permitted under applicable insurance laws subject to certain restrictions. For our Indiana-domiciled insurance subsidiaries, the borrowing and lending limit is currently 3% of the insurance company's admitted assets as of its most recent year end. For our New York-domiciled insurance subsidiary, it may borrow from LNC less than 2% of its admitted assets as of the last year end but may not lend any amounts to LNC.

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, 2016, our insurance subsidiaries had investments with a carrying value of $3.3 billion out on loan or subject to repurchase agreements. The cash received in our securities lending programs and repurchase agreements is typically invested in cash equivalents, short-term investments or fixed maturity securities. For additional details, see "Payables for Collateral on Investments" in Note 4.

Cash Flows from Collateral on Derivatives

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 decreases (or increases), the collateral required to be posted by our counterparties would also decrease (or increase). Likewise, when the value of a derivative liability decreases (or increases), the collateral we are required to post to our counterparties would also decrease (or increase). During the six months ended June 30, 2016, our payables for collateral on derivative investments increased by $1.6 billion due primarily to decreasing interest rates that increased the fair values of our associated derivative investments. In the event of adverse changes in fair value of our derivative instruments, we may need to post collateral with a counterparty if our net derivative liability position reaches certain contractual levels. If we do not have sufficient high quality securities or cash and invested cash to provide as collateral, we have multiple liquidity sources to leverage that would be eligible for collateral posting. For additional information, see "Credit Risk" in Note 5.

Divestitures

For a discussion of our divestitures, see Note 3 in our 2015 Form 10-K.

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, to repurchase our stock and to repay debt.

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. In determining dividends, the Board of Directors takes into consideration items such as current and expected earnings, capital needs, rating agency considerations and requirements for financial flexibility. 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. Free cash flow for the holding company generally represents the amount of dividends and interest received from subsidiaries less interest paid on debt.

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,		
	2016	2015	Change	2016	2015	Change
Common dividends to stockholders	$ 60	$ 51	18%	$ 121	$ 102	19%
Repurchase of common stock	275	150	83%	475	500	-5%
Total cash returned to stockholders	$ 335	$ 201	67%	$ 596	$ 602	-1%
Number of shares repurchased	6.243	2.559	144%	11.759	8.602	37%
Average price per share	$ 44.07	$ 58.64	-25%	$ 40.41	$ 58.15	-31%

On October 28, 2015, our Board of Directors approved an increase of the quarterly dividend on our common stock from $0.20 to $0.25 per share. Additionally, we expect to repurchase additional shares of common stock during 2016 depending on market conditions and alternative uses of capital. For more information regarding share repurchases, see "Part II – Item 2(c)" below.

Other Uses of Capital

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Debt service (interest paid)	$ 74	$ 77	-4%	$ 139	$ 136	2%
Capital contribution to subsidiaries	-	-	NM	-	75	-100%
Total	$ 74	$ 77	-4%	$ 139	$ 211	-34%

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 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

For factors that could cause actual results to differ materially from those set forth in this section, see "Forward-Looking Statements – Cautionary Language" above and "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

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 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q 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 considers diversification. 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, equity market risk, default risk, credit risk and, to a lesser extent, foreign currency exchange risk. The exposures of financial instruments to market risks, and the related risk management processes, are most important to our business where most of the invested assets support accumulation and investment-oriented insurance products. As an important element of our integrated asset-liability management processes, 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 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 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 presented in “Item 1. Financial Statements,” as well as “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

Interest Rate Risk

Effect of Interest Rate Sensitivity

For information about the effect of interest rate sensitivity on our income (loss) from operations, see “Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk – Effect of Interest Rate Sensitivity” in our 2015 Form 10-K.

Interest Rate Risk on Fixed Insurance Businesses

In periods of low 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 exacerbates 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 risk 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. See "Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals" in our 2015 Form 10-K for additional information on interest rate risks.

The following provides detail on the percentage differences between the June 30, 2016, interest rates being credited to contract holders based on the second quarter of 2016 declared rates and the respective minimum guaranteed policy rate (in millions), broken out by contract holder account values reported within our segments:

	Account Values				
	Annuities	Retirement Plan Services	Life Insurance (1)	Total	% Account Values
Excess of Crediting Rates over Contract Minimums					
Discretionary rate setting products: (2)					
Occurring within the next twelve months: (3)					
No difference	$ 8,502	$ 11,258	$ 32,384	$ 52,144	71.0%
Up to 0.50%	1,658	693	454	2,805	3.8%
0.51% to 1.00%	3,226	642	-	3,868	5.3%
1.01% to 1.50%	2,507	-	122	2,629	3.6%
1.51% to 2.00%	428	-	868	1,296	1.8%
2.01% to 2.50%	132	-	-	132	0.2%
2.51% to 3.00%	137	-	-	137	0.2%
3.01% or greater	43	-	-	43	0.1%
Occurring after the next twelve months (4)	3,562	-	-	3,562	4.9%
Total discretionary rate setting products	20,195	12,593	33,828	66,616	90.9%
Other contracts (5)	2,296	4,403	-	6,699	9.1%
Total account values	$ 22,491	$ 16,996	$ 33,828	$ 73,315	100.0%
Percentage of discretionary rate setting product account values at minimum guaranteed rates	42.1%	89.4%	95.7%	78.3%	

(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 were 46 basis points, 5 basis points and 6 basis points in excess of average minimum guaranteed rates for our Annuities, Retirement Plan Services and Life Insurance segments, respectively.

(4) The average crediting rates were 103 basis points in excess of average minimum guaranteed rates. Of our account values for these products: 27% are scheduled to reset in more than one year but not more than two years; 22% are scheduled to reset in more than two years but not more than three years; and 51% are scheduled to reset in more than three years.

(5) For Annuities, this amount relates primarily to income annuity and short-term dollar cost averaging business. For Retirement Plan Services, this amount relates primarily to indexed-based rate setting products in which the average crediting rates were 15 basis points in excess of average minimum guaranteed rates and 75% 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

See Note 5 for information on our derivatives used to hedge our exposure to changes in interest rates.

Equity Market Risk

Our revenues, assets and liabilities are exposed to equity market risk that we often hedge with derivatives. Due to the use of our RTM process and our hedging strategies, 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, DSI, and DFEL. However, earnings are affected by equity market movements on account values and assets under management and the related fees we earn on those assets. Refer to “Part II

– Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL" in our 2015 Form 10-K for further discussion of the effects of equity markets on our RTM.

Effect of Equity Market Sensitivity

For information about the effect of equity market sensitivity on our income (loss) from operations, see "Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Equity Market Risk – Effect of Equity Market Sensitivity" in our 2015 Form 10-K.

Credit Risk

We may 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.

In addition to the information provided about our counterparty exposure in Note 5, the fair value of our exposure by rating (in millions) was as follows:

	As of June 30, 2016	As of December 31, 2015
A	$ 5	$ 5
BBB	10	10
Total	$ 15	$ 15

See Note 5 for additional information on our credit risk.

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, 2016, 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 8 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, 2016 (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 (2)(3)
4/1/16 – 4/30/16	-	$ -	-	$ 368
5/1/16 – 5/31/16	4,310,651	43.43	4,310,651	979
6/1/16 – 6/30/16	1,932,782	45.49	1,932,782	891

(1) Of the total number of shares purchased, no shares were received in connection with the exercise of stock options and related taxes. For the quarter ended June 30, 2016, there were 6,234,433 shares purchased as part of publicly announced plans or programs.

(2) On May 26, 2016, our Board of Directors authorized an increase in our securities repurchase authorization, bringing the total aggregate repurchase authorization to $1.0 billion. As of June 30, 2016, our remaining security repurchase authorization was $891 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.

(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.

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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/ CHRISTINE A. JANOFSKY Christine A. Janofsky Senior Vice President and Chief Accounting Officer

Dated: August 4, 2016

LINCOLN NATIONAL CORPORATION

Exhibit Index for the Report on Form 10-Q

For the Quarter Ended June 30, 2016

10.1	Credit Agreement, dated as of June 30, 2016, 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 July 6, 2016.
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.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.