

LICH BRAD A
Form 4
February 19, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LICH BRAD A

2. Issuer Name and Ticker or Trading Symbol
EASTMAN CHEMICAL CO [EMN]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
200 SOUTH WILCOX
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & CCO

KINGSPORT, TN 37660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2019		A	15,298 (1) \$ 0	28,626	D	
Common Stock	02/15/2019		F	4,212 (2) \$ 82.71	24,414	D	
Common Stock					974	I	By ESOP
Common Stock					2,005 (3)	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LICH BRAD A 200 SOUTH WILCOX KINGSPORT, TN 37660			EVP & CCO	

Signatures

Brian L. Henry, by Power of Attorney
02/19/2019
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Payout under performance shares awarded at beginning of three-year (2016-2018) performance period.
- (2) Shares of common stock withheld in payment of tax liability incident to payout under performance shares.
- (3) Includes 49 shares acquired since May 8, 2018 resulting from automatic reinvestment of dividends.

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Retained interests assets \$143 \$171 \$76 \$103 Servicing asset Recourse liability

Total \$143 \$171 \$76 \$103

Retained interests. In certain securitization transactions, we retain an interest in transferred assets. Those interests take various forms and may be subject to credit prepayment and interest rate risks.

Servicing assets. Following a securitization transaction, we retain the responsibility for servicing the receivables, and, as such, are entitled to receive an ongoing fee based on the outstanding principal balances of the receivables. There are no servicing assets nor liabilities recorded as the benefits of servicing the assets are adequate to compensate an independent servicer for its servicing responsibilities.

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Recourse liability. As described previously, under credit support agreements we provide recourse for credit losses in special purpose entities. We provide for expected credit losses under these agreements and such amounts approximate fair value.

(21) Restrictions on Dividends

Our insurance companies are restricted by state and foreign insurance departments as to the aggregate amount of dividends they may pay to their parent without regulatory approval, the purpose of which is to protect affected insurance policyholders, depositors or investors. Dividends in excess of regulatory prescribed limits are deemed "extraordinary" and require formal insurance department approval. Based on statutory results as of December 31, 2003, our subsidiaries could pay dividends of \$1,121 million to us in 2004 without obtaining regulatory approval.

We received from our insurance subsidiaries dividends of \$1,472 (\$1,400 million of which were deemed "extraordinary") million, \$840 million (\$375 million of which were deemed "extraordinary") and \$410 million, during 2003, 2002 and 2001, respectively. During 2003, we also received dividends from insurance subsidiaries related to discontinued operations of \$495 million. We declared and paid dividends of \$3,168 to our parent during 2003. We declared dividends of \$171 million during 2002 of which \$107 million was paid in 2002 and \$64 million was paid in 2003. We declared dividends of \$31 million in 2001 of which \$6 million was paid in 2001 and \$25 million was paid in 2002.

(22) Supplementary Financial Data

Our U.S. domiciled insurance subsidiaries file financial statements with state insurance regulatory authorities and the "NAIC" that are prepared on an accounting basis prescribed or permitted by such authorities (statutory basis). Statutory accounting practices differ from U.S. GAAP in several respects, causing differences in reported net earnings and stockholder's interest. Permitted statutory accounting practices encompass all accounting practices not so prescribed but that have been specifically allowed by state insurance authorities. Our insurance subsidiaries have no significant permitted accounting practices.

Combined statutory net income for our U.S. domiciled insurance subsidiaries for the years ended December 31, 2003, 2002 and 2001 was \$389 million, \$26 million and \$648 million, respectively. The combined statutory capital and surplus as of December 31, 2003 and 2002 was 7.0 billion and 7.2 billion, respectively.

The NAIC has adopted Risk-Based Capital (RBC) requirements to evaluate the adequacy of statutory capital and surplus in relation to risks associated with: (i) asset risk, (ii) insurance risk, (iii) interest rate risk, and (iv) business risk. The RBC formula is designated as an early warning tool for the states to identify possible undercapitalized companies for the purpose of initiating regulatory action. In the course of operations, we periodically monitor the RBC level of each of our insurance subsidiaries. As of December 31, 2002 and 2001, each of our insurance subsidiaries exceeded the minimum required RBC levels.

For statutory purposes, our mortgage insurance subsidiaries are required to maintain a statutory contingency reserve. Annual additions to the statutory contingency reserve equal 50% of earned premiums and are maintained for ten years.

(23) Operating and Geographic Segments

(a) Operating Segment Information

We conduct our operations through five business segments: (1) Protection, which includes our life insurance, long-term care insurance, group life and health insurance and European payment protection insurance; (2) Retirement Income and Investments, which includes our fixed, variable and income annuities, variable life insurance, asset management and specialized products, including GICs, funding agreements and structured settlements; (3) Mortgage Insurance, which includes our mortgage insurance products that facilitate homeownership by enabling borrowers to buy homes with low-down-payment mortgages; (4) Affinity, which includes life and health insurance and other financial products and services offered directly to consumers through affinity marketing arrangements with a variety of organizations, an institutional asset management business and several other small businesses that are not part of our core ongoing business; and (5) Corporate and Other, which includes net realized investment gains (losses), interest and other debt financing expenses and unallocated corporate income and expenses, as well as the results of several small, non-core businesses that are managed outside our operating segments.

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The following is a summary of segment activity for 2003, 2002 and 2001:

2003 Segment Data	Protection	Retirement Income and Investments	Mortgage Insurance	Affinity	Corporate and Other	Combined
(Dollar amounts in millions)						
Premiums	\$ 4,588	\$ 1,045	\$ 716	\$ 244	\$ 110	\$ 6,703
Net investment income	1,199	2,511	218	62	25	4,015
Net realized investment gains					10	10
Policy fees and other income	366	225	48	260	44	943
Total revenues	6,153	3,781	982	566	189	11,671
Benefits and other changes in policy reserves	2,997	1,871	115	196	53	5,232
Interest credited	365	1,259				1,624
Underwriting acquisition and insurance expenses, net of deferrals	1,029	232	299	239	143	1,942
Amortization of deferred acquisition costs and intangibles	1,001	190	37	110	13	1,351
Interest expense	3				137	140
Total benefits and expenses	5,395	3,552	451	545	346	10,289
Earnings (loss) from continuing operations before income taxes	758	229	531	21	(157)	1,382
Provision (benefit) for income taxes	271	78	162	5	(103)	413
Net earnings (loss) from continuing operations	\$ 487	\$ 151	\$ 369	\$ 16	\$ (54)	\$ 969
Total assets	\$ 29,254	\$ 55,614	\$ 6,110	\$ 2,315	\$ 10,138	\$ 103,431
2002 Segment Data	Protection	Retirement Income and Investments	Mortgage Insurance	Affinity	Corporate and Other	Combined
(Dollar amounts in millions)						
Premiums	\$ 4,088	\$ 991	\$ 677	\$ 247	\$ 104	\$ 6,107
Net investment income	1,136	2,522	231	70	20	3,979
Net realized investment gains					204	204
Policy fees and other income	381	243	38	271	6	939
Total revenues	5,605	3,756	946	588	334	11,229
Benefits and other changes in policy reserves	2,630	1,769	46	180	15	4,640
Interest credited	362	1,283				1,645
Underwriting acquisition and insurance expenses, net of deferrals	930	221	233	312	112	1,808
Amortization of deferred acquisition costs and intangibles	846	210	39	116	10	1,221

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2002 Segment Data	Protection	Retirement Income and Investments	Mortgage Insurance	Affinity	Corporate and Other	Combined
Interest expense					124	124
Total benefits and expenses	4,768	3,483	318	608	261	9,438
Earnings (loss) from continuing operations before income taxes	837	273	628	(20)	73	1,791
Provision (benefit) for income taxes	283	87	177	(17)	(119)	411
Net earnings (loss) from continuing operations	\$ 554	\$ 186	\$ 451	\$ (3)	\$ 192	\$ 1,380
Total assets	\$ 27,104	\$ 53,624	\$ 6,066	\$ 2,317	\$ 28,246	\$ 117,357

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2001 Segment Data	Protection	Retirement Income and Investments	Mortgage Insurance	Affinity	Corporate and Other	Combined
(Dollar amounts in millions)						
Premiums	\$ 3,915	\$ 1,023	\$ 698	\$ 286	\$ 90	\$ 6,012
Net investment income (losses)	1,119	2,482	227	74	(7)	3,895
Net realized investment gains					201	201
Policy fees and other income	409	216	40	327	1	993
Total revenues	5,443	3,721	965	687	285	11,101
Benefits and other changes in policy reserves	2,380	1,736	150	188	20	4,474
Interest credited	342	1,278				1,620
Underwriting acquisition and insurance expenses, net of deferrals	1,043	187	180	320	93	1,823
Amortization of deferred acquisition costs and intangibles	839	181	51	156	10	1,237
Interest expense					126	126
Total benefits and expenses	4,604	3,382	381	664	249	9,280
Earnings from continuing operations before income taxes	839	339	584	23	36	1,821
Provision (benefit) for income taxes	301	124	156	(1)	10	590
Net earnings from continuing operations	\$ 538	\$ 215	\$ 428	\$ 24	\$ 26	\$ 1,231
Total assets	\$ 24,647	\$ 50,512	\$ 5,830	\$ 2,211	\$ 20,798	\$ 103,998

(b) Revenues of Major Product Groups

(Dollar amounts in millions)	2003	2002	2001
Long-term care insurance	\$ 2,417	\$ 2,087	\$ 1,921
European payment protection insurance	1,615	1,372	1,303
Life insurance	1,444	1,432	1,511
Group life and health insurance	677	714	708
Total Protection segment revenues	6,153	5,605	5,443
Spread-based products	3,457	3,447	3,456
Fee-based products	324	309	265
Total Retirement Income and Investments segment revenues	3,781	3,756	3,721

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(Dollar amounts in millions)	2003	2002	2001
	<u> </u>	<u> </u>	<u> </u>
U.S. mortgage insurance	665	750	812
International mortgage insurance	317	196	153
	<u> </u>	<u> </u>	<u> </u>
Total Mortgage Insurance segment revenues	982	946	965
	<u> </u>	<u> </u>	<u> </u>
Affinity segment revenues	566	588	687
	<u> </u>	<u> </u>	<u> </u>
Corporate and Other segment revenues	189	334	285
	<u> </u>	<u> </u>	<u> </u>
Total revenues	\$ 11,671	\$ 11,229	\$ 11,101
	<u> </u>	<u> </u>	<u> </u>

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(c)

Geographic Segment Information

We conduct our operations in two geographic regions: (1) United States and (2) International.

The following is a summary of geographic region activity as of and for the years ended December 31, 2003, 2002 and 2001.

2003	United States	International	Combined
(Dollar amounts in millions)			
Total revenues	\$ 9,620	\$ 2,051	\$ 11,671
Net earnings from continuing operations	\$ 717	\$ 252	\$ 969
Total assets	\$ 96,452	\$ 6,979	\$ 103,431
2002			
Total revenues	\$ 9,622	\$ 1,607	\$ 11,229
Net earnings from continuing operations	\$ 1,217	\$ 163	\$ 1,380
Total assets	\$ 111,739	\$ 5,618	\$ 117,357
2001			
Total revenues	\$ 9,577	\$ 1,524	\$ 11,101
Net earnings from continuing operations	\$ 1,094	\$ 137	\$ 1,231
Total assets	\$ 98,569	\$ 5,429	\$ 103,998

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(24) Quarterly results of operations (unaudited)

Our unaudited quarterly results of operations for the year ended December 31, 2003 are summarized in the table below. Pro forma earnings per share are calculated on the same basis as in note 1.

	Three months ended			
	March 31, 2003	June 30, 2003	September 30, 2003	December 31, 2003
(Dollar amounts in millions, except per share amounts)				
Total revenues	\$ 2,831	\$ 2,855	\$ 2,921	\$ 3,064
Total benefits and expenses	2,477	2,461	2,598	2,753
Net earnings from continuing operations	254	265	230	220
Net earnings from discontinued operations	77	99	10	
Loss on sale of discontinued operations			(67)	(7)
Net earnings	\$ 331	\$ 364	\$ 173	\$ 213
Pro forma earnings per share:				
Basic				
Net earnings from continuing operations	\$ 0.52	\$ 0.54	\$ 0.47	\$ 0.45
Net earnings from discontinued operations	0.16	0.20	0.02	
Loss on sale of discontinued operations			(0.14)	(0.01)
Basic earnings per share	\$ 0.68	\$ 0.74	\$ 0.35	\$ 0.44
Diluted				
Net earnings from continuing operations	\$ 0.52	\$ 0.54	\$ 0.47	\$ 0.45
Net earnings from discontinued operations	0.16	0.20	0.02	
Loss on sale of discontinued operations			(0.14)	(0.01)
Diluted earnings per share	\$ 0.68	\$ 0.74	\$ 0.35	\$ 0.44

(25) Litigation

We are subject to legal and regulatory actions in the ordinary course of our businesses, including class actions. Our pending legal and regulatory actions include proceedings specific to us and others generally applicable to business practices in the industries in which we are operating. Plaintiffs in class action and other lawsuits against us may seek very large or indeterminate amounts, including punitive and treble damages. Given the large or indeterminate amounts sought in certain of these matters and the inherent unpredictability of litigation, it is possible that an adverse outcome in some of our matters could have a material adverse effect on our combined financial condition or results of operations.

One of our insurance subsidiaries is named as a defendant in a lawsuit in Georgia (*McBride v. Life Insurance Co. of Virginia dba GE Life and Annuity Assurance Co.* ("GE Life")) related to the sale of universal life insurance policies. The complaint was filed on November 1, 2000 as a class action on behalf of all persons who purchased certain universal life insurance policies from that subsidiary and alleges improper practices in connection with the sale and administration of universal life policies. We have vigorously denied liability with respect to the plaintiff's allegations. Nevertheless, to avoid the risks and costs associated with protracted litigation and to resolve its differences with policyholders, GE Life

agreed in principle on October 8, 2003, to settle the case on a nationwide class action basis. The settlement documents have been finalized and submitted to the court for approval. The court has preliminarily approved the settlement and will hold a final fairness hearing on August 12, 2004 to determine whether to give final approval to the settlement. In the third quarter of 2003, we accrued \$50 million in reserves relating to this litigation, which represents our best estimate of bringing this matter to conclusion. The precise amount of payments in this matter cannot be estimated because they are dependent upon court approval of the class and related settlement, the number of individuals who ultimately will seek relief in the claim form process of any approved class settlement, the identity of such claimants and whether they are entitled to relief under the settlement terms and the nature of the relief to which they are entitled.

One of our mortgage insurance subsidiaries is named as a defendant in two lawsuits filed in the U.S. District Court for the Northern District of Illinois, *William Portis et al. v. GE Mortgage Insurance Corp.* and *Karwo v. Citimortgage, Inc. and General Electric Mortgage Insurance Corporation*. The *Portis* complaint was filed on January 15, 2004, and the *Karwo* complaint was filed on March 15, 2004. Each action seeks certification of a nationwide class of consumers who allegedly were required to pay for our private mortgage insurance at a rate higher than our "best available rate," based upon credit information we obtained. Each action alleges that the Federal Fair Credit Reporting Act (the "FCRA") requires an "adverse action" notice to such borrowers and that we violated the FCRA by failing to give such notice. The plaintiffs in *Portis* allege in the complaint that they are entitled to "actual damages" and "damages within the Court's discretion of not more than \$1,000 for each separate violation" of the FCRA. The plaintiffs in *Karwo* allege that they are entitled to "appropriate actual, punitive and statutory damages" and "such other or further relief as the Court deems proper." Similar cases are pending against six other mortgage insurers. We intend to vigorously defend against these actions, but we cannot predict their outcome.

Genworth Financial, Inc.

Combined Statement of Earnings

(Dollar amounts in millions, except per share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2004	2003
Revenues:		
Premiums	\$ 1,722	\$ 1,587
Net investment income	1,020	992
Net realized investment gains	16	21
Policy fees and other income	263	231
Total revenues	3,021	2,831
Benefits and expenses:		
Benefits and other changes in policy reserves	1,348	1,253
Interest credited	396	409
Underwriting, acquisition, and insurance expenses, net of deferrals	508	488
Amortization of deferred acquisition costs and intangibles	345	300
Interest expense	47	27
Total benefits and expenses	2,644	2,477
Earnings from continuing operations before income taxes and accounting change	377	354
Provision for income taxes	117	100
Net earnings from continuing operations before accounting change	260	254
Net earnings from discontinued operations, net of taxes		77
Gain on sale of discontinued operations, net of taxes	7	
Net earnings before accounting change	267	331
Cumulative effect of accounting change, net of taxes	5	
Net earnings	\$ 272	\$ 331
Retained earnings at beginning of period	\$ 5,751	\$ 7,838
Retained earnings at end of period	\$ 6,023	\$ 8,169
Pro forma earnings per share (see Note 1)	\$ 0.56	\$ 0.68

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See Notes to Combined Financial Statements

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Genworth Financial, Inc.

Combined Statement of Financial Position

(Dollar amounts in millions)

	March 31, 2004	December 31, 2003
	(Unaudited)	
Assets		
Investments:		
Fixed maturities available-for-sale, at fair value	\$ 68,915	\$ 65,485
Equity securities available-for-sale, at fair value	547	600
Mortgage and other loans, net of valuation allowance of \$52 and \$50	6,124	6,114
Policy loans	1,114	1,105
Short-term investments	213	531
Restricted investments held by securitization entities	1,018	1,069
Other invested assets	3,535	3,789
	81,466	78,693
Cash and cash equivalents	2,252	1,982
Accrued investment income	1,007	970
Deferred acquisition costs	5,455	5,788
Intangible assets	1,390	1,346
Goodwill	1,739	1,728
Reinsurance recoverable	2,375	2,334
Other assets (\$40 and \$65 restricted in securitization entities)	2,434	2,346
Separate account assets	8,418	8,244
	\$ 106,536	\$ 103,431
Liabilities and Stockholder's Interest		
Liabilities:		
Future annuity and contract benefits	\$ 59,549	\$ 59,257
Liability for policy and contract claims	3,458	3,207
Unearned premiums	3,438	3,616
Other policyholder liabilities	901	465
Other liabilities	6,344	7,051
Non-recourse funding obligations	600	600
Short-term borrowings	2,496	2,239
Long-term borrowings	516	529
Deferred income taxes	2,418	1,405
Borrowings related to securitization entities	973	1,018
Separate account liabilities	8,418	8,244
	89,111	87,631
Commitments and contingencies		

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	March 31, 2004	December 31, 2003
Stockholder's interest:		
Paid-in capital	8,426	8,377
Accumulated nonowner changes in stockholder's interest		
Net unrealized investment gains	2,721	1,518
Derivatives qualifying as hedges	92	(5)
Foreign currency translation adjustments	163	159
	<u>2,976</u>	<u>1,672</u>
Total accumulated nonowner changes in stockholder's interest	2,976	1,672
Retained earnings	6,023	5,751
	<u>17,425</u>	<u>15,800</u>
Total stockholder's interest	17,425	15,800
	<u>\$ 106,536</u>	<u>\$ 103,431</u>
Total liabilities and stockholder's interest	\$ 106,536	\$ 103,431

See Notes to Combined Financial Statements

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Genworth Financial, Inc.

Combined Statement of Cash Flows

(Dollar amounts in millions)
(Unaudited)

	Three Months Ended March 31,	
	2004	2003
Cash flows from operating activities:		
Net earnings	\$ 272	\$ 331
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Accretion of investment discounts	8	4
Net realized investment gains	(16)	(21)
Charges assessed to policyholders	(73)	(78)
Acquisition costs deferred	(251)	(415)
Amortization of deferred acquisition costs and intangibles	345	300
Deferred income taxes	355	17
Corporate overhead allocation	10	7
Cumulative effect of accounting change, net of taxes	(5)	
Net earnings from discontinued operations, net of tax		(77)
Gain from sale of discontinued operations, net of tax	(7)	
Change in certain assets and liabilities:		
Accrued investment income and other assets	(159)	600
Insurance reserves	632	1,032
Other liabilities and other policy-related balances	108	(396)
	<u>1,219</u>	<u>1,304</u>
Cash provided by operating activities		
Cash flows from investing activities:		
Proceeds from maturities and repayments of investments:		
Fixed maturities	1,349	1,299
Mortgage, policy and other loans	230	188
Other invested assets	27	18
Proceeds from sales and securitizations of investments:		
Fixed maturities and equity securities	516	4,077
Other invested assets	83	23
Purchases and originations of investments:		
Fixed maturities and equity securities	(3,218)	(6,139)
Mortgage, policy and other loans	(251)	(432)
Other invested assets	(63)	(45)
Payments for businesses purchased, net of cash acquired	(9)	
Proceeds from sale of discontinued operations	10	
Short-term investment activity, net	318	647
	<u>(1,008)</u>	<u>(364)</u>
Cash used in investing activities		
Cash flows from financing activities:		

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	Three Months Ended March 31,	
	2019	2018
Proceeds from issuance of investment contracts	1,412	1,936
Redemption and benefit payments on investment contracts	(1,677)	(2,006)
Proceeds from short-term borrowings	427	10
Payments on short-term borrowings	(175)	(10)
Net commercial paper borrowings	4	
Dividend paid to stockholder		(55)
Capital contribution received from stockholder	39	4
	30	(121)
Effect of exchange rate changes on cash and cash equivalents	29	(8)
	270	811
Cash and cash equivalents at beginning of year	1,982	1,569
Cash and cash equivalents as of March 31	\$ 2,252	\$ 2,380

See Notes to Combined Financial Statements

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Genworth Financial, Inc.

Notes to Interim Combined Financial Statements

(Unaudited)

(1) Formation of Genworth and Basis of Presentation

Genworth Financial, Inc. ("Genworth") was incorporated in Delaware on October 23, 2003 in preparation for the corporate reorganization of certain insurance and related subsidiaries of General Electric Company ("GE") and a public offering of Genworth common stock. Genworth is a wholly-owned subsidiary of GE Financial Assurance Holdings, Inc. ("GEFAHI"). GEFAHI is an indirect subsidiary of General Electric Capital Corporation ("GE Capital"), which in turn is an indirect subsidiary of GE. GEFAHI is a holding company for a group of companies that provide life insurance, long-term care insurance, group life and health insurance, annuities and other investment products and U.S. mortgage insurance. Immediately prior to the completion of the offering, Genworth acquired substantially all of the assets and liabilities of GEFAHI. At the same time, Genworth also acquired certain other insurance businesses currently owned by other GE subsidiaries. These businesses include international mortgage insurance, European payment protection insurance, a Bermuda reinsurer, and mortgage contract underwriting.

In consideration for the assets and liabilities Genworth acquired in connection with the corporate reorganization, Genworth issued to GEFAHI 489.5 million shares of its Class B Common Stock, \$600 million of its Equity Units, \$100 million of its Series A cumulative preferred stock, which is mandatorily redeemable, a \$2.4 billion short-term note, and a \$550 million contingent non-interest-bearing note that matures on the first anniversary of the completion of the offering and will be repaid solely to the extent that statutory contingency reserves from Genworth's mortgage insurance business in excess of \$150 million are released and paid to Genworth as a dividend after the date of the offering. The liabilities Genworth assumed included ¥60 billion aggregate principal amount of 1.6% notes due 2011 issued by GEFAHI. Shares of Class B Common Stock convert automatically into shares of Class A Common Stock when they are held by any person other than GE or an affiliate of GE or when GE no longer beneficially owns at least 10% of our outstanding common stock. As a result, all the shares of common stock offered in Genworth's initial public offering consist of Class A Common Stock. Genworth's capital structure immediately following the completion of its corporate reorganization will consist of the securities described above, together with the non-recourse funding obligations and the borrowings associated with the securitization entities.

The accompanying combined financial statements include the accounts of certain indirect subsidiaries and businesses of GE that represent the predecessor of Genworth. The companies and business included in the predecessor combined financial statements are GEFAHI, Financial Insurance Company Ltd., FIG Ireland Ltd., WorldCover Direct Ltd., RD Plus S.A., CFI Administrators Ltd., Financial Assurance Company Ltd., Financial Insurance Group Services Ltd., Consolidated Insurance Group Ltd., Viking Insurance Co., Ltd., GE Mortgage Insurance Ltd., GE Mortgage Insurance Pty Ltd., GE Mortgage Insurance (Guernsey) Ltd., GE Capital Mortgage Insurance Company Canada, GE Capital Mortgage Insurance Corp. (Australia) Pty Ltd., The Terra Financial Companies, Ltd., GE Capital Insurance Agency, Inc., CFI Pension Trustees Ltd., Financial Insurance Guernsey PCC Ltd., GE Financial Assurance Compania De Seguros y Reaseguros de Vida S.A., GE Financial Insurance Compania De Seguros y Reaseguros de Vida S.A. and GE Residential Connections Corp., and the consumer protection insurance business of Vie Plus S.A. All of the combined companies and Vie Plus S.A. are indirect subsidiaries of GE. We refer to the combined predecessor companies and business as the "Company", "we", "us", or "our" unless the context otherwise requires.

Following completion of the corporate reorganization, as described above, Genworth has 489.5 million shares of common stock outstanding. Basic and diluted pro forma earnings per share were

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calculated by dividing historical net earnings for the three months ended March 31, 2004 and 2003 by 489.5 million pro forma basic shares outstanding and by 490.0 million pro forma diluted shares outstanding, respectively, assuming in each case, that these shares were outstanding as of March 31, 2004 and 2003. Pro forma shares outstanding used in our calculation of pro forma diluted earnings per share increased due to additional shares of Class A Common Stock issuable under stock options, restricted stock units and stock appreciation rights and calculated based on the treasury stock method.

	March 31,	
	2004	2003
Pro forma earnings per share:		
Basic		
Net earnings from continuing operations	\$ 0.53	\$ 0.52
Net earnings from discontinued operations		0.16
Gain on sale of discontinued operations	0.02	
Cumulative effect of accounting change	0.01	
	<u> </u>	<u> </u>
Basic earnings per share	\$ 0.56	\$ 0.68
	<u> </u>	<u> </u>
Diluted		
Net earnings from continuing operations	\$ 0.53	\$ 0.52
Net earnings from discontinued operations		0.16
Gain on sale of discontinued operations	0.02	
Cumulative effect of accounting change	0.01	
	<u> </u>	<u> </u>
Diluted earnings per share	\$ 0.56	\$ 0.68
	<u> </u>	<u> </u>

The interim combined financial statements are unaudited. These statements include all adjustments (consisting of normal recurring accruals) considered necessary by management to present a fair statement of the results of operations, financial position and cash flows. The results reported in these combined quarterly financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. The combined financial statements included herein should be read in conjunction with the audited combined financial statements and related notes for the fiscal year ended December 31, 2003.

(2) Significant Acquisition and Discontinued Operations

In January 2004, we acquired Hochman & Baker, Inc. for \$10 million, including goodwill of \$9 million. Hochman & Baker, Inc. has wholly-owned subsidiaries consisting of a broker dealer, registered investment advisor, and insurance agency. We have reflected our initial allocation of the purchase price based on estimated fair values, which may change as additional information is obtained and the valuation is finalized. The accompanying combined financial statements reflect the corresponding results of operations from the date of acquisition.

Upon completion of the reorganization described in note 1, we no longer have continuing involvement with the Japanese life insurance and domestic auto and homeowners' insurance businesses (together "Japan/Auto") and accordingly, those operations have been accounted for as discontinued operations. Therefore, the results of operations of these businesses are reflected as discontinued operations.

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Summary operating results of discontinued operations for the three months ended March 31, 2003 are as follows:

(Dollar amounts in millions)	
Revenues	\$ 736
<hr style="border: 1px solid black;"/>	
Earnings before income taxes	\$ 121
Provision for income taxes	44
<hr style="border: 1px solid black;"/>	
Net earnings from discontinued operations	\$ 77
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As a result of a settlement from the sale of Japan/Auto, we recognized a gain of \$7 million, net of taxes, during the three months ended March 31, 2004.

(3) Nonowner Changes in Stockholder's Interest

A summary of change in stockholder's interest that did not result directly from transactions with our stockholder for the three months ended March 31 follows:

(Dollar amounts in millions)	2004	2003
	<hr style="border: 1px solid black;"/>	<hr style="border: 1px solid black;"/>
Net earnings	\$ 272	\$ 331
Unrealized gains (losses) on investment securities	1,203	79
Derivatives qualifying as hedges	97	137
Foreign currency translation adjustments	4	266
	<hr style="border: 1px solid black;"/>	<hr style="border: 1px solid black;"/>
Total	\$ 1,576	\$ 813
	<hr style="border: 1px solid black;"/>	<hr style="border: 1px solid black;"/>

The 2003 amounts include the impact of the sale of our Japanese life insurance and domestic auto and homeowners' insurance businesses to AIG.

(4) Recent Accounting Pronouncements

On January 1, 2004 we adopted American Institute of Certified Public Accountants Statement of Position 03-1 ("SOP 03-1"), *Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts*. SOP 03-1 provides guidance on separate account presentation and valuation, accounting for sales inducements and classification and valuation of long-duration contract liabilities. Prior to adopting SOP 03-1 we held reserves for both variable annuity guaranteed minimum death benefits ("GMDB") and the higher-tier annuitization benefit on two-tiered annuities. To record these reserves in accordance with SOP 03-1, we released \$10 million, or 7%, of our two-tiered annuity reserves and \$3 million of GMDB reserves. After giving effect to the impact of additional amortization of deferred acquisition costs related to these reserve releases, we recorded a \$5 million benefit in cumulative effect of accounting changes, net of taxes.

A two-tiered annuity has two crediting rates applied to the account value. A lower rate is used to calculate the account value if the contractholder elects to surrender (the "lower tier"). A higher rate is used to calculate contractholder account value for annuitization or death (the "upper tier"). As of January 1, 2004, account values calculated using the crediting rates for the lower tier and the upper tier were \$121 million and \$143 million, respectively. Prior to adopting SOP 03-1, we held reserves for two-tiered annuities of \$138 million as of December 31, 2003, which assumed that all policyholders moved

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from the lower tier to the upper tier ratably over the accumulation phase. Because we no longer sell these products and due to the aging of our in-force block, our carried reserve was closer to the upper tier account value. SOP 03-1 requires that during the accumulation phase we hold the lower-tier account value plus an additional liability, \$7 million as of January 1 and March 31, 2004, for the estimated annuitization benefit in excess of the accrued account balance based on our actual experience, which includes annual assumptions of 10% for annuitization and 4.5% for surrenders.

Essentially all of our separate account assets and liabilities relate to variable annuity contracts. Our variable annuity contracts also include fixed accounts, which are accounted for and recognized as general account assets and liabilities. Investment income and investment gains and losses accrue directly to, and investment risk is borne by, the contractholder for assets allocated to the separate account option. Our variable annuity contracts provide for a guaranteed minimum death benefit, which provides a minimum account value to be paid on the annuitant's death. Our contractholders have the option to purchase, at an additional charge, a GMDB rider that provides for enhanced death benefits. The minimum death benefit that we contractually guarantee to be paid on the annuitant's death is either one of the following specified amounts or, in some cases, the greater of one or more of these amounts: (a) current account value, (b) return of premium, which is no less than net deposits made to the contract, (c) highest contract value on a specified anniversary date ("ratchet"), (d) premium accumulated at a stated interest rate ("roll-up"), or (e) higher of the ratchet or roll-up. Essentially all of our separate account guarantees are GMDBs.

The total account value of our variable annuities with GMDBs, which includes both separate account and fixed account assets, was approximately \$10.7 billion and \$11.1 billion at January 1 and March 31, 2004, respectively, with related death benefit exposure before reinsurance, or net amount at risk, of approximately \$1.8 billion and \$1.5 billion at January 1 and March 31, 2004 respectively. As of January 1, 2004, contracts with GMDB features not covered by reinsurance had an account value of \$4.0 billion, and a related death benefit exposure, or net amount at risk, of \$257 million.

The following table presents our exposure, net of reinsurance, by GMDB type at March 31, 2004:

	Account Value	Net Amount at Risk(a)
(Dollar amounts in millions)		
Return of premium	\$ 524	\$ 1
Ratchet	1,627	56
Roll-up	197	
Ratchet and roll-up	1,948	145
	\$ 4,296	\$ 202

(a) Net amount at risk represents the guaranteed minimum death benefit exposure, in excess of the current account value, if all contractholders died at the balance sheet date.

The average attained age of our contractholders with GMDBs, weighted by net amount at risk, is 65.3 years of age as of March 31, 2004.

The assets supporting the separate accounts of the variable contracts are primarily mutual fund equity securities and are reflected in our combined statement of financial position at fair value and reported as summary total separate account assets with an equivalent summary total reported for liabilities. Amounts assessed against the contractholders for mortality, administrative, and other services are included in revenues. Changes in liabilities for minimum guarantees are included in benefits and other changes in policy reserves. Separate account net investment income, net investment gains and

losses, and the related liability changes are offset within the same line item in the combined statement of earnings. There were no gains or losses on transfers of assets from the general account to the separate account.

Prior to adopting SOP 03-1, for GMDB benefit features not covered by reinsurance we established reserves equal to the accumulated value of all GMDB benefit charges less any actual death benefit claims in excess of the account value. Under SOP 03-1, the GMDB liability is determined by estimating the expected value of death benefits in excess of the projected account value and recognizing the excess ratably over the accumulation period based on total expected assessments. We regularly evaluate estimates used and adjust the additional liability balance, with a related charge or credit to benefit expense, if actual experience or other evidence indicates that earlier assumptions should be revised.

The liability for our GMDBs on variable annuity contracts net of reinsurance was \$3 million as of each of January 1 and March 31, 2004. Paid GMDBs, net of reinsurance, was \$1 million for the three months ended March 31, 2004. Incurred GMDBs, net of reinsurance, was \$1 million for the three months ended March 31, 2004.

The following assumptions were used to determine our GMDB liability as of January 1 and March 31, 2004: data used was 100 stochastically generated investment performance scenarios; geometric mean equity growth was assumed to be 9.5% and volatility was assumed to be 20% for the portion of account value invested in equity securities; mortality was assumed to be 95% of the 1983 Basic Table mortality; lapse rates, which vary by contract type and duration, were assumed to range from 1% to 25% and correspond closely to lapse rates used for deferred acquisition cost amortization; and discount rate was assumed to be 8%.

We defer sales inducements for features on variable annuities that entitle the contractholder to an incremental amount to be credited to the account value upon making a deposit, and for fixed annuities with crediting rates higher than the contract's expected ongoing crediting rates for periods after the inducement. Upon adoption of SOP 03-1, we reclassified previously deferred sales inducements of \$150 million as of January 1, 2004 from unamortized deferred acquisition costs to a separate intangible asset. For the three months ended March 31, 2004, we deferred new sales inducements of \$3 million. As of March 31, 2004, the unamortized sales inducements balance was \$150 million. Deferred sales inducements are amortized in benefits and other changes in policy reserves using the same methodology and assumptions used to amortize deferred acquisition costs. For the three months ended March 31, 2004 we amortized sales inducements of \$3 million.

(5) Intangible Assets

The following table presents our intangible assets as of March 31, 2004 and December 31, 2003:

(Dollar amounts in millions)	As of March 31, 2004		As of December 31, 2003	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
Present value of future profits ("PVFP")	\$ 2,680	\$ (1,625)	\$ 2,744	\$ (1,593)
Capitalized software	238	(149)	235	(141)
Deferred sales inducements	153	(3)		
Other	368	(272)	372	(271)
Total	\$ 3,439	\$ (2,049)	\$ 3,351	\$ (2,005)

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Amortization expense related to intangible assets for the three months ended March 31, 2004 and 2003 was \$44 million and \$34 million, respectively.

The following table presents the activity in PVFP during the three months ended March 31, 2004 and the year ended December 31, 2003:

(Dollar amounts in millions)	March 31, 2004	December 31, 2003
Unamortized balance as of January 1	\$ 1,254	\$ 1,349
Acquisitions		16
Impact of foreign currency translation	1	1
Interest accreted at 4.2% and 4.1%, respectively	12	51
Amortization	(47)	(163)
Unamortized balance for the period ended	1,220	1,254
Cumulative effect of net unrealized investment (gains) losses	(165)	(103)
Ending balance	\$ 1,055	\$ 1,151

The estimated percentage of the December 31, 2003 balance, before the effect of unrealized investment gains or losses, to be amortized over each of the next five years is as follows:

2004	9.5%
2005	8.8%
2006	8.0%
2007	7.2%
2008	6.5%

Amortization expenses for PVFP in future periods will be affected by acquisitions, dispositions, realized capital gains/losses or other factors affecting the ultimate amount of gross profits realized from certain lines of business. Similarly, future amortization expenses for other intangibles will depend on future acquisitions, dispositions and other business transactions.

(6) Related Party Transactions

As of March 31, 2004 and December 31, 2003, we had a line of credit with GE that had an aggregate borrowing limit of \$2.5 billion. There was an outstanding balance of \$800 million and \$548 million as of March 31, 2004 and December 31, 2003, respectively. Outstanding borrowings under this line of credit bear interest at the three-month U.S.\$ London Interbank Offered Rate ("LIBOR") plus 25 basis points. Interest is accrued and settled quarterly, in arrears. We incurred interest expense under this line of credit of \$2.1 million and \$0 million for the three months ended March 31, 2004 and 2003, respectively.

(7) Operating Segment Information

We conduct our operations through five business segments: (1) Protection, which includes our life insurance, long-term care insurance, group life and health insurance and European payment protection insurance; (2) Retirement Income and Investments, which includes our fixed, variable and income annuities, variable life insurance, asset management and specialized products, including GICs, funding agreements and structured settlements; (3) Mortgage Insurance, which includes our mortgage insurance products that facilitate homeownership by enabling borrowers to buy homes with low-down-payment

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mortgages; (4) Affinity, which includes life and health insurance and other financial products and services offered directly to consumers through affinity marketing arrangements with a variety of organizations, an institutional asset management business and several other small businesses that are not part of our core ongoing business; and (5) Corporate and Other, which consists primarily of net realized investment gains (losses), most of our interest and other financing expenses, unallocated corporate income and expenses, and the results of several small, non-core businesses that are managed outside our operating segments.

The following is a summary of segment activity for the three months ended March 31:

(Dollar amounts in millions)	2004	2003
Revenues		
Protection	\$ 1,566	\$ 1,472
Retirement Income and Investments	976	958
Mortgage Insurance	263	227
Affinity	139	137
Corporate and Other	77	37
Total revenues	\$ 3,021	\$ 2,831
Net earnings (losses) from continuing operations		
Protection	\$ 124	\$ 131
Retirement Income and Investments	31	42
Mortgage Insurance	103	85
Affinity	(2)	
Corporate and Other	4	(4)
Total net earnings from continuing operations	\$ 260	\$ 254

The following is a summary of assets by operating segments:

(Dollar amounts in millions)	March 31, 2004	December 31, 2003
Assets		
Protection	\$ 29,914	\$ 29,254
Retirement Income and Investments	56,040	55,614
Mortgage Insurance	6,565	6,110
Affinity	2,405	2,315
Corporate and Other	11,612	10,138
Total assets	\$ 106,536	\$ 103,431

Report of Independent Registered Public Accounting Firm

The Board of Directors
Genworth Financial Inc.:

We have audited the accompanying statement of financial position of Genworth Financial, Inc. (the "Company") as of December 31, 2003. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the statement of financial position is free of material misstatement. An audit of a statement of financial position includes examining, on a test basis, evidence supporting the amounts and disclosures in that statement. An audit of a statement of financial position also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement presentation. We believe that our audit of the statement of financial position provides a reasonable basis for our opinion.

In our opinion, the statement of financial position referred to above presents fairly, in all material respects, the financial position of Genworth Financial, Inc. as of December 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Richmond, Virginia
February 6, 2004

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Genworth Financial, Inc.**Statement of Financial Position****December 31, 2003**

Assets	
Cash	\$ 1,000
<hr/>	
Total Assets	\$ 1,000
<hr/>	
Stockholder's Interest	
Common stock, \$0.01 par value; 1,000 shares authorized, issued and outstanding	\$ 10
Capital in excess of par value	990
<hr/>	
Total Stockholder's Interest	\$ 1,000
<hr/>	

Note to Statement of Financial Position**1.****Organization and Purpose**

Genworth Financial, Inc. ("Genworth") was incorporated in Delaware on October 23, 2003. In connection with its formation, Genworth issued 1,000 shares of common stock for \$1,000 to GE Financial Assurance Holdings, Inc. ("GEFAHI"), an indirect subsidiary of General Electric Company ("GE").

Genworth was formed in preparation for the corporate reorganization of certain insurance and related subsidiaries of GE and an initial public offering of Genworth common stock. Genworth will acquire substantially all of the assets and liabilities of GEFAHI, a holding company for a group of companies that provide annuities and other investment products, life insurance, long-term care insurance, group life and health insurance and mortgage insurance. Genworth will also acquire certain other insurance businesses currently owned by other GE subsidiaries and enter into several significant reinsurance transactions with an affiliate of GE.

Other than the receipt and deposit of its initial capital and the filing of a Registration Statement with the Securities and Exchange Commission in connection with the planned initial public offering of its common stock, Genworth has not undertaken commercial activities.

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Glossary of Selected Insurance Terms

The following Glossary includes definitions of certain insurance, reinsurance, investment and other terms.

A.M. Best	A.M. Best Company, a rating agency.
Account value	The amount of investment products held for the benefit of a policyholder or contract holder. For mutual funds, account value is equal to fair market value.
Accumulation period	The period during which an individual makes regular contributions to a deferred annuity or retirement plan. The period ends when the income payments begin.
Annualized first-year premiums	Premium payments related only to new sales and calculated as if they were consistently paid for the full year of the sale even if they were actually paid for only a portion of the year of the sale.
Annuity	A contract that provides for periodic payments to an annuitant for a specified period, often until the annuitant's death.
Assets under management	Assets we manage directly in our proprietary products, such as our mutual funds and variable annuities, in our separate accounts and in our general account, and assets invested in investment options included in our products that are managed by third-party sub-managers.
Bulk insurance	Primary mortgage insurance whereby a portfolio of loans is insured in a single, bulk transaction.
Captive reinsurance	In the mortgage insurance industry, a reinsurance program in which the mortgage insurer shares portions of the mortgage insurance risk written on loans originated or purchased by lenders with captive reinsurance companies affiliated with these lenders.
Captive reinsurer	In the mortgage insurance industry, any reinsurance company that is wholly-owned by another organization (generally the lender or an affiliate of the lender), the main purpose of which is to insure the risks of the parent organization.
Cash value	The amount of cash available to a policyholder on the surrender of or withdrawal from a life insurance policy or annuity contract.
Cede	Reinsuring with another insurance company all or a portion of the risk we insure.
Credit ratings	The opinions of rating agencies regarding an entity's ability to repay its indebtedness.

	<p>The purpose of Moody's credit ratings is to provide investors with a simple system of gradation by which relative creditworthiness of securities may be noted. Moody's long-term obligation ratings currently range from "Aaa" (highest quality) to "C" (lowest rated). Moody's long-term obligation ratings grade debt according to its investment quality. Moody's considers "Aa2" and "A3" rated long-term obligations to be upper-medium grade obligations and subject to low risk. Moody's short-term credit ratings range from "P-1" (superior) to "NP" (not prime).</p> <p>S&P's credit ratings range from "AAA" (highest rating) to "D" (payment default). S&P publications indicate that an "A+" rated issue is somewhat more susceptible to the adverse effects of changes in circumstances and economic condition than obligations in higher rated categories; however, the obligor's capacity to meet its financial commitment to the obligation is still strong. S&P short-term ratings range from "A-1" (highest category) to "D" (payment default). Within the A-1 category some obligations are designated with a plus sign (+) indicating that the obligor's capacity to meet its financial commitment on the obligation is extremely strong.</p>
Crediting rate	The interest rate credited on a life insurance policy or annuity contract, which may be a guaranteed fixed rate, a variable rate or some combination of both.
Deferred acquisition costs (DAC)	Commissions and other selling and issuance expenses which vary with and are primarily related to the sale and issuance of our insurance policies and investment contracts that are deferred and amortized over the estimated life of the related insurance policies in conformity with U.S. GAAP. These costs include commissions in excess of ultimate renewal commissions, direct mail and printing costs, sales material and some support costs, such as underwriting and policy and contract issuance expenses.
Deferred annuities	Annuity contracts that delay income payments until the holder chooses to receive them.
Defined benefit pension plan	A pension plan that promises to pay a specified amount to each eligible plan member who retires.
Defined contribution plan	A plan established under Section 401(a), 401(k), 403(b) or 457(b) of the Internal Revenue Code, under which the benefits to a participant depend on contributions made to, and the investment return on, the participant's account.
Earned premium	The portion of written premium, net of any amount ceded, that represents coverage already provided or that belongs to the insurer based on the part of the policy period that has passed.
Financial strength ratings	The opinions of rating agencies regarding the financial ability of an insurance company to meet its obligations under its insurance policies.

	<p>A.M. Best's financial strength ratings for insurance companies currently range from "A++" (superior) to "F" (in liquidation). A.M. Best's ratings reflect its opinion of an insurance company's financial strength, operating performance and ability to meet its obligations to policyholders. A.M. Best considers "A" and "A-" rated companies to have an excellent ability to meet their ongoing obligations to policyholders and "B++" companies to have a good ability to meet their ongoing obligations to policyholders.</p>
	<p>Fitch's financial strength ratings currently range from "AAA" (exceptionally strong) to "D" (distressed). These ratings provide an assessment of the financial strength of an insurance organization and its capacity to meet senior obligations to policyholders and contract holders on a timely basis. According to Fitch's publications, "AA" (very strong) rated insurance companies are viewed as possessing very strong capacity to meet policyholder and contract obligations. Risk factors are modest, and the impact of any adverse business and economic factors is expected to be very small. The symbol (+) or (-) may be appended to a rating to indicate the relative position of a credit within a rating category. Such suffixes are not added to ratings in the "AAA" category or to ratings below the "CCC" category.</p>
	<p>Moody's financial strength ratings currently range from "Aaa" (exceptional) to "C" (lowest rated). Moody's ratings reflect the ability of insurance companies to repay punctually senior policy-holder claims and obligations. Moody's indicates that "A1" rated insurance companies offer good financial security, but elements may be present which suggest a susceptibility to impairment sometime in the future. The symbol "1" following "A" shows a company's relative standing within the "A" rating category.</p>
	<p>S&P's financial strength ratings currently range from "AAA" (extremely strong) to "R" (regulatory action). These ratings reflect S&P's opinion of an operating insurance company's financial capacity to meet the obligations of its insurance policies and contracts in accordance with their terms. According to S&P's publications, "A+" rated insurance companies have strong financial security characteristics, but are somewhat more likely to be affected by adverse business conditions than insurers with higher ratings. The symbol (+) following "A" shows a company's relative standing within the "A" rating category.</p>
<p>First-year premiums</p>	<p>The amount of premiums received during the first year on insurance policies sold plus the amount of deposits on variable and universal life policies sold or additional premiums or deposits from conversions received over the specified period. This figure does not reflect policies that lapse in their first year.</p>

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Fitch	Fitch Ratings Ltd. and its subsidiaries, a rating agency.
Fixed annuities	An annuity under which the interest rate credited on the annuity during the accumulation phase is a fixed rate, which may change periodically, until it matures.
Flow insurance	Primary mortgage insurance placed on an individual loan when the loan is originated.
Funding agreements	A contract that guarantees a minimum rate of return, which may be fixed or floating, on the amount invested.
General account	All of the assets of our insurance companies recognized for statutory accounting purposes other than those specifically allocated to a separate account. We bear the risk of our investments held in our general account.
Gross written premiums	Total premiums for insurance written and reinsurance assumed during a given period.
Group insurance	Insurance which is issued to a group, such as an employer, credit union, or trade association, and which provides coverage for individuals and sometimes their dependents.
Guaranteed investment contract (GIC)	A contract, usually purchased by ERISA qualified plans, that guarantees a minimum rate of return, which may be fixed or floating, on the amount invested.
Immediate annuities	Annuity contracts under which the benefits payable to the annuitant begin to be paid within one year of contract issuance.
Income annuities	Annuity contracts that provide for a single premium at the time of issue and guarantee a series of payments beginning within one year of the issue date and continuing over a period of years.
In-force	Policies and contracts reflected on our applicable records that have not expired or been terminated as of a given date.
Insurance in force	The value of mortgage insurance policies, based on the original principal amount of mortgages covered by mortgage insurance policies that remain in effect.
LIMRA International	Life Insurance Marketing and Research Association, an association of life insurance and other financial services companies.
Loan-to-value	The ratio of the original principal balance of a mortgage loan to the property's fair market value or appraised value at the time of the loan.
Long-term care insurance	Insurance that protects the insured from certain costs of care at home or in an outside facility.
Loss adjustment expense	The expense involved in settling a loss, excluding the actual value of the loss.

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Medical stop loss insurance	Insurance that provides protection against catastrophic or unpredictable losses. It is purchased by employers who have decided to self-fund their employee benefit plans, but do not want to assume 100% of the liability for losses arising from the plans. Under a medical stop loss policy, the insurance company becomes liable for losses that exceed certain limits called deductibles.
Medicare supplement insurance	Insurance that provides coverage for Medicare-qualified expenses that are not covered by Medicare because of applicable deductibles or maximum limits.
Moody's	Moody's Investors Service, Inc., a rating agency.
Morbidity	The incidence of disease or disability in a specific population over a specific period of time.
Mortality	The number of deaths in a specific population over a specific period of time.
New insurance written	The original principal balance of mortgages covered by newly issued primary mortgage insurance.
New risk written	The original principal balance of mortgage loans covered by newly issued primary mortgage insurance, multiplied by the applicable coverage percentage.
Non-admitted assets	Certain assets or portions thereof that are not permitted to be reported as admitted assets in an insurer's statutory financial statement. As a result, certain assets which normally would be accorded value in the financial statements of non-insurance corporations are accorded no value and thus reduce the reported statutory policyholder surplus of the insurer.
Payment protection insurance	Insurance that helps consumers meet their payment obligations on outstanding financial commitments, such as mortgage, personal loans or credit cards, in the event of a misfortune, such as accident, illness, involuntary unemployment, temporary incapacity, permanent disability or death.
Persistency	Measurement by premiums of the percentage of insurance policies or annuity contracts remaining in force between specified measurement dates.
Policy loans	Loans from an insurer secured by the cash surrender value of a life insurance policy.
Pool insurance	In the U.S., mortgage insurance coverage on portfolios of loans, typically with an aggregate coverage limit, which is used as a credit enhancement in connection with the securitization of the related portfolio.
Portfolio credit enhancement	In our international mortgage insurance businesses, a form of primary mortgage insurance purchased by lenders on loans in a portfolio to reduce capital requirements or as a credit enhancement in anticipation of securitization.

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Premiums	Payments and other consideration received on insurance policies issued or reinsured by an insurance company, which are earned in accordance with U.S. GAAP over the terms of the related insurance policies or in proportion to expected claims or expiration of risk, depending on the nature of the policy. Under U.S. GAAP, premiums on investment-type contracts are not accounted for as revenues.
Present value of future profits (PVFP)	An intangible asset that represents the actuarially estimated present value of future cash flows from an acquired block of insurance policies or investment contracts and that is amortized over the estimated life of the related insurance policies or contracts in conformity with U.S. GAAP.
Primary mortgage insurance	Mortgage insurance, including flow and bulk but excluding pool, that protects mortgage lenders and investors from default-related losses on mortgage loans.
Primary mortgage insurance in force	Primary mortgage insurance, as determined by the value of mortgage insurance policies that remain in effect, based on the original principal amount of mortgages covered by such policies.
Private mortgage insurance	Mortgage insurance provided by nongovernmental insurers that protects a lender or investor against loss if the borrower defaults.
Qualified insurer	A mortgage guaranty insurer that is approved by each of Fannie Mae and Freddie Mac, pursuant to their respective charters, as meeting their requirements for insuring against credit losses on high loan-to-value loans.
Reinsurance	The ceding by one insurance company to another company of all or a portion of a risk for a premium. The ceding of risk, other than in the case of assumption reinsurance, does not relieve the original insurer of its liability to the insured.
Reserves	Liabilities established by insurers and reinsurers to reflect the estimated costs of claim payments and the related expenses that the insurer or reinsurer will ultimately be required to pay in respect of insurance or reinsurance it has written. Reserves are established losses, future benefits, claims, loss expenses and unearned premiums. With respect to mortgage insurance, a statutory contingency reserve is also required to be established by applicable law to protect against catastrophic losses.
Risk in force	The original principal amount of mortgage loans, multiplied by the coverage percentage under the mortgage insurance policies that remain in effect.
S&P	Standard & Poor's Ratings Group, a rating agency.

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Separate accounts	Assets of our insurance companies allocated under certain policies and contracts that are segregated from the general account and other separate accounts. The policyholder or contractholder bears the risk of investments held in a separate account.
Statutory accounting principles (SAP)	Accounting practices prescribed or permitted by an insurer's domiciliary state insurance regulator for purposes of financial reporting to regulators.
Statutory reserves	Monetary amounts established by state insurance law that an insurer must have available to provide for future obligations with respect to all policies. Statutory reserves are liabilities on the balance sheet of financial statements prepared in conformity with statutory accounting practices.
Statutory surplus	The excess of admitted assets over statutory liabilities as shown on an insurer's statutory financial statements.
Structured settlements	Customized annuities used to provide to a claimant ongoing periodic payments instead of a lump-sum payment. Structured settlements provide an alternative to a lump-sum settlement generally in a personal injury lawsuit and typically are purchased by property and casualty insurance companies for the benefit of an injured claimant with benefits scheduled to be paid throughout a fixed period or for the life of the claimant.
Surrender charge	An amount specified in an insurance policy or annuity contract that is charged to a policyholder or contractholder for early cancellations of, or withdrawal under, that policy or contract.
Surrenders and withdrawals	Amounts taken from life insurance policies and annuity contracts representing the full or partial values of these policies or contracts.
Term life insurance	Life insurance written for a specified period and under which no cash value is generally available on surrender.
Traditional flow mortgage insurance	Primary mortgage insurance placed on individual loans at or shortly after loan origination. Coverage is generally limited to 50% or less of the original loan balance.
Underwriting	The process of examining, accepting or rejecting insurance risks and classifying those risks that are accepted, in order to charge policyholders an appropriate premium.
Unearned premiums	The portion of a premium, net of any amount ceded, that represents coverage that has not yet been provided or that will belong to the insurer based on the part of the policy period to elapse in the future.
Universal life insurance	Interest sensitive life insurance under which separately identified interest, and mortality and expense charges are made to the policy fund, typically with flexible premiums.
U.S. GAAP	Generally accepted accounting principles in the U.S.

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Variable annuity	An annuity contract under which values during the accumulation phase fluctuate according to the investment performance of a separate account or accounts supporting such contract that are designated by the contractholder.
Variable life insurance	A life insurance policy under which the benefits payable to the beneficiary upon the death of the insured or the surrender of the policy will vary to reflect the investment performance of a separate account or accounts supporting such policy that are designated by the contractholder.
Whole life insurance	A life insurance policy for an insured's entire life that offers the beneficiary benefits in the event of the insured's death, provided premiums have been paid when due; it also allows for the buildup of cash value but has no investment feature.
Written premium	The premium entered on an insurer's books for a policy issued during a given period of time, whether coverage is provided only during that period of time or also during subsequent periods.

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\$1,900,000,000

\$500,000,000 LIBOR Floating Rate Notes due 2007

\$500,000,000 % Notes due 2009

\$600,000,000 % Notes due 2014

\$300,000,000 % Notes due 2034

Prospectus

, 2004

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution**

The expenses, other than underwriting commissions, expected to be incurred in connection with the issuance and distribution of the securities being registered under this Registration Statement are estimated to be as follows:

Securities and Exchange Commission Registration Fee	\$	240,730
Printing and Engraving		60,000
Legal Fees and Expenses		250,000
Accounting Fees and Expenses		150,000
Miscellaneous		1,700,000
		<hr/>
Total	\$	2,400,730
		<hr/>

Substantially all offering expenses, including underwriting commissions, will be payable by the Registrant and reimbursed by General Electric Company (the ultimate parent of the Registrant).

Item 14. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of such corporation. The Delaware General Corporation Law provides that Section 145 is not excluding other rights to which those seeking indemnification may be entitled under any certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transactions from which the director derived an improper personal benefit.

The amended and restated certificate of incorporation of Genworth Financial, Inc. (the "Registrant") provides that the Registrant will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to the Registrant or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

General Electric Company maintains liability insurance for its directors and officers and for the directors and officers of its majority-owned subsidiaries, including the Registrant. This insurance provides for coverage, subject to certain exceptions, against loss from claims made against directors and officers in their capacity as such, including claims under the federal securities laws. The Registrant has also obtained additional liability insurance for its directors and officers to reduce the deductible payable under the policy maintained by General Electric Company.

Item 15. Recent Sales of Unregistered Securities

The Registrant was incorporated on October 23, 2003 under the laws of the State of Delaware. In connection with its formation, the Registrant issued 1,000 shares of common stock for \$1,000 to GE Financial Assurance Holdings, Inc. ("GEFAHI"), an indirect subsidiary of the General Electric Company, pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933. In connection with its corporate reorganization, the Registrant issued to GEFAHI 489.5 million shares of its Class B Common Stock, \$600 million of its Equity Units, \$100 million of its Series A Preferred Stock, a \$2.4 billion short-term note and a \$550 million contingent non-interest-bearing note, pursuant to the exemption provided by Section 4(2) of the Securities Act of 1933.

Item 16. Exhibits and Financial Statement Schedules

- (a)
Exhibits

Number	Description
1.1**	Form of Underwriting Agreement
3.1Δ	Amended and Restated Certificate of Incorporation of Genworth Financial, Inc.
3.2*	Amended and Restated Bylaws of Genworth Financial, Inc.
3.3Δ	Certificate of Designations for Series A Cumulative Preferred Stock.
4.1*	Specimen Class A Common Stock certificate
4.2*	Indenture, dated as of June 26, 2001, between GE Financial Assurance Holdings, Inc. and The Chase Manhattan Bank, as Trustee.
4.3*	First Supplemental Indenture, dated as of June 26, 2001, among GE Financial Assurance Holdings, Inc., The Chase Manhattan Bank, as Trustee, Paying Agent and Exchange Rate Agent, and The Chase Manhattan Bank, Luxembourg, S.A., as Paying Agent
4.4Δ	Second Supplemental Indenture among GE Financial Assurance Holdings, Inc., Genworth Financial, Inc. and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank.), as Trustee
4.5*	ISDA Master Agreement, dated as of March 2, 2000, between Morgan Stanley Derivative Products Inc. and GE Financial Assurance Holdings, Inc.
4.6*	Confirmation Letter, dated as of September 29, 2003, from Morgan Stanley Derivative Products Inc. to GE Financial Assurance Holdings, Inc.
4.7Δ	Indenture between Genworth Financial, Inc. and The Bank of New York, as Trustee
4.8Δ	Supplemental Indenture No. 1 between Genworth Financial, Inc. and The Bank of New York, as Trustee
4.9Δ	Purchase Contract and Pledge Agreement between Genworth Financial, Inc. and The Bank of New York, as Purchase Contract Agent, Collateral Agent, Custodial Agent and Securities Intermediary
4.10**	Form of Indenture between Genworth Financial, Inc. and JPMorgan Chase Bank, as Trustee
4.11**	Form of Supplemental Indenture No. 1 between Genworth Financial, Inc. and JPMorgan Chase Bank, as Trustee
4.12**	Forms of Notes (included in Exhibit 4.11)
5.1**	Opinion of Weil, Gotshal & Manges LLP
10.1Δ	Master Agreement among Genworth Financial, Inc., General Electric Company, General Electric Capital Corporation, GEI, Inc. and GE Financial Assurance Holdings, Inc.
10.2Δ	Registration Rights Agreement between Genworth Financial, Inc. and GE Financial Assurance Holdings, Inc.
10.3Δ	Transition Services Agreement among General Electric Company, General Electric Capital Corporation, GEI, Inc., GE Financial Assurance Holdings, Inc., GNA Corporation, GE Asset Management Incorporated, General Electric Mortgage Holdings LLC and Genworth Financial, Inc.

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- 10.4Δ Liability and Portfolio Management Agreement between Trinity Funding Company, LLC and Genworth Financial Asset Management, LLC
- 10.5Δ Liability and Portfolio Management Agreement among FGIC Capital Market Services, Inc., Genworth Financial Asset Management, LLC and General Electric Capital Corporation
- 10.6Δ Outsourcing Services Separation Agreement among Genworth Financial, Inc., General Electric Company, General Electric Capital Corporation and GE Capital International Services, Inc.
- 10.7Δ Tax Matters Agreement by and among General Electric Company, General Electric Capital Corporation, GE Financial Assurance Holdings, Inc., GEI, Inc. and Genworth Financial, Inc.
- 10.8Δ Employee Matters Agreement among Genworth Financial, Inc., General Electric Company, General Electric Capital Corporation, GEI, Inc. and GE Financial Assurance Holdings, Inc.
- 10.9Δ Transitional Trademark License Agreement between GE Capital Registry, Inc. and Genworth Financial, Inc.
- 10.10Δ Intellectual Property Cross-License between Genworth Financial, Inc. and General Electric Company
- 10.11* Coinsurance Agreement, dated as of April 15, 2004, by and between GE Life and Annuity Assurance Company and Union Fidelity Life Insurance Company
- 10.12* Coinsurance Agreement, dated as of April 15, 2004, by and between Federal Home Life Insurance Company and Union Fidelity Life Insurance Company
- 10.13* Coinsurance Agreement, dated as of April 15, 2004, by and between General Electric Capital Assurance Company and Union Fidelity Life Insurance Company
- 10.14* Coinsurance Agreement, dated as of April 15, 2004, by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
- 10.15* Coinsurance Agreement, dated as of April 15, 2004, by and between American Mayflower Life Insurance Company of New York and Union Fidelity Life Insurance Company
- 10.16* Retrocession Agreement, dated as of April 15, 2004, by and between General Electric Capital Assurance Company and Union Fidelity Life Insurance Company
- 10.17* Retrocession Agreement, dated as of April 15, 2004 by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
- 10.18* Reinsurance Agreement, dated as of April 15, 2004, by and between GE Life and Annuity Assurance Company and Union Fidelity Life Insurance Company
- 10.19* Reinsurance Agreement, dated as of April 15, 2004, by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
- 10.20* Coinsurance Agreement, dated as of April 15, 2004, by and between Union Fidelity Life Insurance Company and Federal Home Life Insurance Company
- 10.21* Capital Maintenance Agreement, dated as of January 1, 2004, by and between Union Fidelity Life Insurance Company and General Electric Capital Corporation
- 10.22Δ Reinsurance Agreement by and between Financial Insurance Company Limited and Viking Insurance Company, Limited

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- 10.23Δ Reinsurance Agreement by and between Financial Assurance Company Limited and Viking Insurance Company, Limited
- 10.24Δ Reinsurance Agreement by and between Vie Plus S.A. and RD Plus S.A.
- 10.25Δ Mortgage Services Agreement by and among GE Mortgage Services, LLC, GE Mortgage Holdings LLC, GE Mortgage Contract Services Inc. and Genworth Financial, Inc.
- 10.26Δ Framework Agreement between GEFA International Holdings, Inc. and GE Capital Corporation
- 10.27Δ Business Services Agreement between GNA Corporation and Union Fidelity Life Insurance Company
- 10.28Δ Derivatives Management Services Agreement among GE Life and Annuity Assurance Company, Federal Home Life Insurance Company, First Colony Life Insurance Company, General Electric Capital Assurance Company, and Genworth Financial, Inc. and GNA Corporation and General Electric Capital Corporation
- 10.29Δ Agreement Regarding Continued Reinsurance of Insurance Products by and between General Electric Capital Company and Viking Insurance Company Ltd.
- 10.30Δ Transitional Services Agreement between Financial Insurance Group Services Limited and GE Life Services Limited
- 10.31Δ Amended and Restated Investment Management and Services Agreement between General Electric Capital Assurance Company and GE Asset Management Incorporated
- 10.32Δ Investment Management Agreement between Financial Assurance Company Limited and GE Asset Management Limited
- 10.33* Asset Management Services Agreement, dated as of January 1, 2004, by and among Genworth Financial, Inc., General Electric Financial Assurance Holdings, Inc. and GE Asset Management Incorporated
- 10.34Δ Amended and Restated Master Outsourcing Agreement by and between General Electric Capital Assurance Company and GE Capital International Services
- 10.35Δ Amended and Restated Master Outsourcing Agreement by and between First Colony Life Insurance Company and GE Capital International Services
- 10.36Δ Amended and Restated Master Outsourcing Agreement by and between GE Life and Annuity Assurance Company and GE Capital International Services
- 10.37* Life Reinsurance Agreement between Financial Assurance Company Limited and GE Pensions Limited
- 10.38Δ 180-Day Bridge Credit Agreement among Genworth Financial, Inc., as borrower, and the Lenders Named therein
- 10.39Δ 364-Day Credit Agreement among Genworth Financial, Inc., as borrower, the Lenders Named therein, and JPMorgan Chase Bank and Bank of America, N.A., as Co-Administrative Agents
- 10.40Δ Five-Year Credit Agreement among Genworth Financial, Inc., as borrower, the Lenders Named therein, and JPMorgan Chase Bank and Bank of America, N.A., as Co-Administrative Agents

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- 10.41* Form of Scheme for the Transfer to Financial New Life Company Limited of the Insurance Business of Financial Assurance Company Limited (pursuant to Part VII of the Financial Services and Markets Act 2000)
- 10.42* Form of Agreement for the Sale and Purchase of shares in Financial Assurance Company Limited between GE Insurance Holdings Limited as seller and GEFA UK Holdings Limited as buyer
- 10.43* Form of Agreement on Transfer of a Portfolio of Insurance Contracts between Vie Plus and Financial New Life Company Limited
- 10.44* Form of Business Transfer Agreement between Vie Plus S.A. and Financial New Life Company Limited
- 10.45Δ Administrative Services Agreement by and between GE Group Life Assurance Company and Union Fidelity Life Insurance Company
- 10.46Δ Subordinated Contingent Promissory Note between Genworth Financial, Inc. and GE Financial Assurance Holdings, Inc.
- 10.47Δ Canadian Tax Matters Agreement among General Electric Company, General Electric Capital Corporation, GECMIC Holdings Inc., GE Capital Mortgage Insurance Company (Canada) and Genworth Financial, Inc.
- 10.48* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, General Electric Capital Assurance Company and The Bank of New York
- 10.49* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Insurance Company, American Mayflower Life Insurance Company of New York and The Bank of New York
- 10.50* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, GE Life and Annuity Assurance Company and The Bank of New York
- 10.51* Trust Agreement, dated as of April 15, 2004, among Federal Home Life Insurance Company and The Bank of New York
- 10.52* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, GE Capital Life Assurance Company of New York and The Bank of New York
- 10.53* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, First Colony Life Insurance Company and The Bank of New York
- 10.54* Coinsurance Agreement, dated as of April 15, 2004, between First Colony Life Insurance Company and Union Fidelity Life Insurance Company
- 10.55Δ Liability and Portfolio Management Agreement between Trinity Plus Funding Company, LLC and Genworth Financial Asset Management, LLC
- 10.56* 2004 Genworth Financial, Inc. Omnibus Incentive Plan
- 10.57Δ European Tax Matters Agreement among General Electric Company, General Electric Capital Corporation, Financial Assurance Company Limited, Financial Insurance Group Services Limited, GEFA International Holdings Inc., Genworth Financial, Inc., GEFA UK Holdings Limited and other parties thereto
- 10.58Δ Australian Tax Matters Agreement between Genworth Financial, Inc. and General Electric Capital Corporation
- 12.1** Statement of Ratio of Earnings to Fixed Charges
- 21.1* Subsidiaries of the registrant

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- 23.1*** Consent of KPMG LLP
 - 23.2** Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1)
 - 24.1** Powers of Attorney
 - 25.1** Statement of Eligibility of Trustee on Form T-1
 - 99.1** Consent of Frank J. Borelli
 - 99.2** Consent of J. Robert Kerrey
 - 99.3** Consent of Thomas B. Wheeler
-

*

Filed as an exhibit of the same number to the registrant's Registration Statement on Form S-1 (File No. 333-112009) and incorporated herein by reference.

Δ

Filed as an exhibit of the same number to the registrant's current report on Form 8-K (filed June 7, 2004) and incorporated herein by reference.

**

Previously filed.

Filed herewith.

Omits information for which confidential treatment has been granted.

(b)

Financial Statement Schedule

Number	Description
Schedule III Item 17. Undertakings	Supplementary Insurance Information

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned hereby undertakes as follows:

- (1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this Registration Statement as of the time it was declared effective.
- (2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Richmond, Virginia, on this 9th day of June, 2004.

GENWORTH FINANCIAL, INC.

By: /s/ RICHARD P. MCKENNEY

Name: Richard P. McKenney
 Title: Senior Vice President
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933 this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities indicated on the 9th day of June, 2004.

Signature	Title
* _____	
Michael D. Fraizer	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)
/s/ RICHARD P. MCKENNEY _____	
Richard P. McKenney	Senior Vice President Chief Financial Officer (Principal Financial Officer)
* _____	
Jamie S. Miller	Vice President and Controller (Principal Accounting Officer)
* _____	
Elizabeth J. Comstock	Director
* _____	
Pamela Daley	Director
* _____	
Dennis D. Dammerman	Director
* _____	
David R. Nissen	Director
* _____	
James A. Parke	Director

*By: /s/ RICHARD P. MCKENNEY

Richard P. McKenney
Attorney-in-fact

Report of Independent Registered Public Accounting Firm

The Board of Directors
Genworth Financial, Inc.:

Under date of February 6, 2004, except as to note 1 which is as of May 24, 2004, we reported on the combined statement of financial position of Genworth Financial, Inc. (the "Company") as of December 31, 2003 and 2002, and the related combined statements of earnings, stockholder's interest, and cash flows for each of the years in the three-year period ended December 31, 2003, which are included in the prospectus. In connection with our audits of the aforementioned combined financial statements, we also audited the related combined financial statement schedule in the registration statement. The financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statement schedule based on our audits.

In our opinion, such financial statement schedule, when considered in relation to the basic combined financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in note 2 to the combined financial statements, the Company changed its method of accounting for variable interest entities in 2003, its method of accounting for goodwill and other intangible assets in 2002, and its method of accounting for derivative instruments and hedging activities in 2001.

/s/ KPMG LLP
Richmond, Virginia
February 6, 2004, except as to
note 1 of the combined financial statements,
which is as of May 24, 2004

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Genworth Financial, Inc.

Supplemental Insurance Information
(Dollar amounts in millions)

Segment	Deferred Acquisition Costs	Future Annuity and Contract Benefits & Liability for Policy and Contract Claims	Unearned Premiums	Other Policyholder Liabilities	Premium Revenue
December 31, 2003					
Protection	\$ 4,155	\$ 17,871	\$ 2,314	\$ 63	\$ 4,588
Retirement Income and Investments	1,249	43,744		351	1,045
Mortgage Insurance	89	340	1,216	44	716
Affinity	198	493	19	7	244
Corporate and Other	97	16	67		110
Total	\$ 5,788	\$ 62,464	\$ 3,616	\$ 465	\$ 6,703
December 31, 2002					
Protection	\$ 3,677	\$ 16,274	\$ 2,203	\$ 31	\$ 4,088
Retirement Income and Investments	1,373	42,473		561	991
Mortgage Insurance	68	345	732	40	677
Affinity	208	450	34	5	247
Corporate and Other	6	10	38	(1)	104
Total	\$ 5,332	\$ 59,552	\$ 3,007	\$ 636	\$ 6,107
December 31, 2001					
Protection				\$	\$ 3,915
Retirement Income and Investments					1,023
Mortgage Insurance					698
Affinity					286
Corporate and Other					90
Total				\$	\$ 6,012

Segment	Net Investment Income	Interest Credited & Benefits and Other Changes in Policy Reserves	Amortization of Deferred Acquisition Costs	Other Operating Expenses	Premiums Written
December 31, 2003					
Protection	\$ 1,199	\$ 3,362	\$ 889	\$ 1,144	\$ 4,454
Retirement Income and Investments	2,511	3,130	166	256	1,046
Mortgage Insurance	218	115	33	303	950
Affinity	62	196	89	260	236

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Segment	Net Investment Income	Interest Credited & Benefits and Other Changes in Policy Reserves	Amortization of Deferred Acquisition Costs	Other Operating Expenses	Premiums Written
Corporate and Other	25	53	5	288	124
Total	\$ 4,015	\$ 6,856	\$ 1,182	\$ 2,251	\$ 6,810
December 31, 2002					
Protection	\$ 1,136	\$ 2,992	\$ 769	\$ 1,007	\$ 4,397
Retirement Income and Investments	2,522	3,052	168	263	989
Mortgage Insurance	231	46	37	235	840
Affinity	70	180	84	344	226
Corporate and Other	20	15	2	244	40
Total	\$ 3,979	\$ 6,285	\$ 1,060	\$ 2,093	\$ 6,492
December 31, 2001					
Protection	\$ 1,119	\$ 2,722	\$ 682	\$ 1,200	\$ 4,073
Retirement Income and Investments	2,482	3,014	121	247	1,023
Mortgage Insurance	227	150	45	186	797
Affinity	74	188	82	394	248
Corporate and Other	(7)	20	3	226	46
Total	\$ 3,895	\$ 6,094	\$ 933	\$ 2,253	\$ 6,187

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INDEX TO EXHIBITS

Number	Description
1.1**	Form of Underwriting Agreement
3.1Δ	Amended and Restated Certificate of Incorporation of Genworth Financial, Inc.
3.2*	Amended and Restated Bylaws of Genworth Financial, Inc.
3.3Δ	Certificate of Designations for Series A Cumulative Preferred Stock.
4.1*	Specimen Class A Common Stock certificate
4.2*	Indenture, dated as of June 26, 2001, between GE Financial Assurance Holdings, Inc. and The Chase Manhattan Bank, as Trustee.
4.3*	First Supplemental Indenture, dated as of June 26, 2001, among GE Financial Assurance Holdings, Inc., The Chase Manhattan Bank, as Trustee, Paying Agent and Exchange Rate Agent, and The Chase Manhattan Bank, Luxembourg, S.A., as Paying Agent
4.4Δ	Second Supplemental Indenture among GE Financial Assurance Holdings, Inc., Genworth Financial, Inc. and JPMorgan Chase Bank (formerly known as The Chase Manhattan Bank.), as Trustee
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4.7Δ	Indenture between Genworth Financial, Inc. and The Bank of New York, as Trustee
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10.2Δ	Registration Rights Agreement between Genworth Financial, Inc. and GE Financial Assurance Holdings, Inc.
10.3Δ	Transition Services Agreement among General Electric Company, General Electric Capital Corporation, GEI, Inc., GE Financial Assurance Holdings, Inc., GNA Corporation, GE Asset Management Incorporated, General Electric Mortgage Holdings LLC and Genworth Financial, Inc.
10.4Δ	Liability and Portfolio Management Agreement between Trinity Funding Company, LLC and Genworth Financial Asset Management, LLC
10.5Δ	Liability and Portfolio Management Agreement among FGIC Capital Market Services, Inc., Genworth Financial Asset Management, LLC and General Electric Capital Corporation
10.6Δ	Outsourcing Services Separation Agreement among Genworth Financial, Inc., General Electric Company, General Electric Capital Corporation and GE Capital International Services, Inc.

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- 10.7Δ Tax Matters Agreement by and among General Electric Company, General Electric Capital Corporation, GE Financial Assurance Holdings, Inc., GEI, Inc. and Genworth Financial, Inc.
 - 10.8Δ Employee Matters Agreement among Genworth Financial, Inc., General Electric Company, General Electric Capital Corporation, GEI, Inc. and GE Financial Assurance Holdings, Inc.
 - 10.9Δ Transitional Trademark License Agreement between GE Capital Registry, Inc. and Genworth Financial, Inc.
 - 10.10Δ Intellectual Property Cross-License between Genworth Financial, Inc. and General Electric Company
 - 10.11* Coinsurance Agreement, dated as of April 15, 2004, by and between GE Life and Annuity Assurance Company and Union Fidelity Life Insurance Company
 - 10.12* Coinsurance Agreement, dated as of April 15, 2004, by and between Federal Home Life Insurance Company and Union Fidelity Life Insurance Company
 - 10.13* Coinsurance Agreement, dated as of April 15, 2004, by and between General Electric Capital Assurance Company and Union Fidelity Life Insurance Company
 - 10.14* Coinsurance Agreement, dated as of April 15, 2004, by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
 - 10.15* Coinsurance Agreement, dated as of April 15, 2004, by and between American Mayflower Life Insurance Company of New York and Union Fidelity Life Insurance Company
 - 10.16* Retrocession Agreement, dated as of April 15, 2004, by and between General Electric Capital Assurance Company and Union Fidelity Life Insurance Company
 - 10.17* Retrocession Agreement, dated as of April 15, 2004 by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
 - 10.18* Reinsurance Agreement, dated as of April 15, 2004, by and between GE Life and Annuity Assurance Company and Union Fidelity Life Insurance Company
 - 10.19* Reinsurance Agreement, dated as of April 15, 2004, by and between GE Capital Life Assurance Company of New York and Union Fidelity Life Insurance Company
 - 10.20* Coinsurance Agreement, dated as of April 15, 2004, by and between Union Fidelity Life Insurance Company and Federal Home Life Insurance Company
 - 10.21* Capital Maintenance Agreement, dated as of January 1, 2004, by and between Union Fidelity Life Insurance Company and General Electric Capital Corporation
 - 10.22Δ Reinsurance Agreement by and between Financial Insurance Company Limited and Viking Insurance Company, Limited
 - 10.23Δ Reinsurance Agreement by and between Financial Assurance Company Limited and Viking Insurance Company, Limited
 - 10.24Δ Reinsurance Agreement by and between Vie Plus S.A. and RD Plus S.A.
 - 10.25Δ Mortgage Services Agreement by and among GE Mortgage Services, LLC, GE Mortgage Holdings LLC, GE Mortgage Contract Services Inc. and Genworth Financial, Inc.
 - 10.26Δ Framework Agreement between GEFA International Holdings, Inc. and GE Capital Corporation
 - 10.27Δ Business Services Agreement between GNA Corporation and Union Fidelity Life Insurance Company
 - 10.28Δ Derivatives Management Services Agreement among GE Life and Annuity Assurance Company, Federal Home Life Insurance Company, First Colony Life Insurance Company, General Electric Capital Assurance Company, and Genworth Financial, Inc. and GNA Corporation and General Electric Capital Corporation
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- 10.29Δ Agreement Regarding Continued Reinsurance of Insurance Products by and between General Electric Capital Company and Viking Insurance Company Ltd.
 - 10.30Δ Transitional Services Agreement between Financial Insurance Group Services Limited and GE Life Services Limited
 - 10.31Δ Amended and Restated Investment Management and Services Agreement between General Electric Capital Assurance Company and GE Asset Management Incorporated
 - 10.32Δ Investment Management Agreement between Financial Assurance Company Limited and GE Asset Management Limited
 - 10.33* Asset Management Services Agreement, dated as of January 1, 2004, by and among Genworth Financial, Inc., General Electric Financial Assurance Holdings, Inc. and GE Asset Management Incorporated
 - 10.34Δ Amended and Restated Master Outsourcing Agreement by and between General Electric Capital Assurance Company and GE Capital International Services
 - 10.35Δ Amended and Restated Master Outsourcing Agreement by and between First Colony Life Insurance Company and GE Capital International Services
 - 10.36Δ Amended and Restated Master Outsourcing Agreement by and between GE Life and Annuity Assurance Company and GE Capital International Services
 - 10.37* Life Reinsurance Agreement between Financial Assurance Company Limited and GE Pensions Limited
 - 10.38Δ 180-Day Bridge Credit Agreement among Genworth Financial, Inc., as borrower, and the Lenders Named therein
 - 10.39Δ 364-Day Credit Agreement among Genworth Financial, Inc., as borrower, the Lenders Named therein, and JPMorgan Chase Bank and Bank of America, N.A., as Co-Administrative Agents
 - 10.40Δ Five-Year Credit Agreement among Genworth Financial, Inc., as borrower, the Lenders Named therein, and JPMorgan Chase Bank and Bank of America, N.A., as Co-Administrative Agents
 - 10.41* Form of Scheme for the Transfer to Financial New Life Company Limited of the Insurance Business of Financial Assurance Company Limited (pursuant to Part VII of the Financial Services and Markets Act 2000)
 - 10.42* Form of Agreement for the Sale and Purchase of shares in Financial Assurance Company Limited between GE Insurance Holdings Limited as seller and GEFA UK Holdings Limited as buyer
 - 10.43* Form of Agreement on Transfer of a Portfolio of Insurance Contracts between Vie Plus and Financial New Life Company Limited
 - 10.44* Form of Business Transfer Agreement between Vie Plus S.A. and Financial New Life Company Limited
 - 10.45Δ Administrative Services Agreement by and between GE Group Life Assurance Company and Union Fidelity Life Insurance Company
 - 10.46Δ Subordinated Contingent Promissory Note between Genworth Financial, Inc. and GE Financial Assurance Holdings, Inc.
 - 10.47Δ Canadian Tax Matters Agreement among General Electric Company, General Electric Capital Corporation, GECCMIC Holdings Inc., GE Capital Mortgage Insurance Company (Canada) and Genworth Financial, Inc.
 - 10.48* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, General Electric Capital Assurance Company and The Bank of New York
 - 10.49* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Insurance Company, American Mayflower Life Insurance Company of New York and The Bank of New York
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- 10.50* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, GE Life and Annuity Assurance Company and The Bank of New York
 - 10.51* Trust Agreement, dated as of April 15, 2004, among Federal Home Life Insurance Company and The Bank of New York
 - 10.52* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, GE Capital Life Assurance Company of New York and The Bank of New York
 - 10.53* Trust Agreement, dated as of April 15, 2004, among Union Fidelity Life Insurance Company, First Colony Life Insurance Company and The Bank of New York
 - 10.54* Coinsurance Agreement, dated as of April 15, 2004, between First Colony Life Insurance Company and Union Fidelity Life Insurance Company
 - 10.55Δ Liability and Portfolio Management Agreement between Trinity Plus Funding Company, LLC and Genworth Financial Asset Management, LLC
 - 10.56* 2004 Genworth Financial, Inc. Omnibus Incentive Plan
 - 10.57Δ European Tax Matters Agreement among General Electric Company, General Electric Capital Corporation, Financial Assurance Company Limited, Financial Insurance Group Services Limited, GEFA International Holdings Inc., Genworth Financial, Inc., GEFA UK Holdings Limited and other parties thereto
 - 10.58Δ Australian Tax Matters Agreement between Genworth Financial, Inc. and General Electric Capital Corporation
 - 12.1** Statement of Ratio of Earnings to Fixed Charges
 - 21.1* Subsidiaries of the registrant
 - 23.1*** Consent of KPMG LLP
 - 23.2** Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1)
 - 24.1** Powers of Attorney
 - 25.1** Statement of Eligibility of Trustee on Form T-1
 - 99.1** Consent of Frank J. Borelli
 - 99.2** Consent of J. Robert Kerrey
 - 99.3** Consent of Thomas B. Wheeler
-

*

Filed as an exhibit of the same number to the registrant's Registration Statement on Form S-1 (File No. 333-112009) and incorporated herein by reference.

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Filed as an exhibit of the same number to the registrant's current report on Form 8-K (filed June 7, 2004) and incorporated herein by reference.

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Previously filed.

Filed herewith.

Omits information for which confidential treatment has been granted.

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