LINCOLN NATIONAL CORP
Form 10-Q
August 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2016

OR

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

For the transition period from to

Commission File Number: 1-6028

LINCOLN NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

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

(484) 583-1400

(Registrant's telephone number, including area code)

Not Applicable

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

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

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

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

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

Smaller reporting company

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

As of August 1, 2016, there were 232,795,337 shares of the registrant’s common stock outstanding.

Lincoln National Corporation

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED BALANCE SHEETS

(in millions, except share data)

	As of June 30, 2016 (Unaudited)	As of December 31, 2015
ASSETS		
Investments:		
Available-for-sale securities, at fair value:		
Fixed maturity securities (amortized cost: 2016 – $83,033; 2015 – $81,993)	$ 91,461	$ 84,964
Variable interest entities' fixed maturity securities (amortized cost: 2016 – $598; 2015 – $596)	600	598
Equity securities (cost: 2016 – $259; 2015 – $226)	277	237
Trading securities	1,812	1,854
Mortgage loans on real estate	9,257	8,678
Real estate	21	17
Policy loans	2,507	2,545
Derivative investments	2,613	1,537
Other investments	2,039	1,778
Total investments	110,587	102,208
Cash and invested cash	4,113	3,146
Deferred acquisition costs and value of business acquired	8,280	9,510
Premiums and fees receivable	370	376
Accrued investment income	1,070	1,070
Reinsurance recoverables	5,540	5,623
Funds withheld reinsurance assets	628	629
Goodwill	2,273	2,273
Other assets	5,134	3,454
Separate account assets	125,033	123,619
Total assets	$ 263,028	$ 251,908
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities		
Future contract benefits	$ 22,147	$ 20,708
Other contract holder funds	77,458	77,362
Short-term debt	250	-
Long-term debt	5,460	5,553
Reinsurance related embedded derivatives	134	87
Funds withheld reinsurance liabilities	2,019	638
Deferred gain on business sold through reinsurance	61	98

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

See accompanying Notes to Consolidated Financial Statements

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LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited, in millions, except per share data)

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

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(Unaudited, in millions, except per share data)

	For the Six Months Ended June 30, 2016	2015
Common Stock		
Balance as of beginning-of-year	$ 6,298	$ 6,622
Stock compensation/issued for benefit plans	14	68
Retirement of common stock/cancellation of shares	(303)	(221)
Balance as of end-of-period	6,009	6,469
Retained Earnings		
Balance as of beginning-of-year	6,474	6,022
Net income (loss)	533	644
Retirement of common stock	(172)	(279)
Common stock dividends declared	(119)	(101)
Balance as of end-of-period	6,716	6,286
Accumulated Other Comprehensive Income (Loss)		
Balance as of beginning-of-year	845	3,096
Other comprehensive income (loss), net of tax	2,350	(1,152)
Balance as of end-of-period	3,195	1,944
Total stockholders' equity as of end-of-period	$ 15,920	$ 14,699

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, in millions)

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

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

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Nature of Operations and Basis of Presentation

Nature of Operations

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

Basis of Presentation

The accompanying unaudited consolidated financial statements are prepared in accordance with United States of America generally accepted accounting principles ("GAAP") for interim financial information and with the instructions for the Securities and Exchange Commission ("SEC") Quarterly Report on Form 10-Q, including Article 10 of Regulation S-X. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. Therefore, the information contained in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 ("2015 Form 10-K"), should be read in connection with the reading of these interim unaudited consolidated financial statements.

Certain GAAP policies, which significantly affect the determination of financial position, results of operations and cash flows, are summarized in our 2015 Form 10-K.

In the opinion of management, these statements include all normal recurring adjustments necessary for a fair presentation of the Company's results. Operating results for the six month period ended June 30, 2016, are not necessarily indicative of the results that may be expected for the full year ending December 31, 2016. All material inter-company accounts and transactions have been eliminated in consolidation.

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2. New Accounting Standards

Adoption of New Accounting Standards

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

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

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

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

Future Adoption of New Accounting Standards

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

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

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

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

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

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

3. Variable Interest Entities

Consolidated VIEs

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

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

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

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

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

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

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

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

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

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

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

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

	For the Three	For the Six

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

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

Unconsolidated VIEs

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

Limited Partnerships and Limited Liability Companies

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

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

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

4. Investments

AFS Securities

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

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

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

	As of December 31, 2015				
	Amortized	Gross Unrealized			Fair

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

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

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

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

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

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

	As of June 30, 2016					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	
	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI
Fixed maturity securities:						
Corporate bonds	$ 1,605	$ 67	$ 4,922	$ 548	$ 6,527	$ 615
ABS	144	3	295	34	439	37
RMBS	250	10	466	35	716	45
CMBS	11	1	10	1	21	2
CLOs	283	1	63	-	346	1
State and municipal bonds	1	-	50	6	51	6
Hybrid and redeemable preferred securities	59	4	167	53	226	57
Total fixed maturity securities	2,353	86	5,973	677	8,326	763

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

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

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

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

	As of June 30, 2016			
	Fair Value	Gross Unrealized Losses	OTTI	Number of Securities (1)

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

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

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

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

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

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

As of June 30, 2016, the unrealized losses associated with our mortgage-backed securities ("MBS") and ABS were attributable primarily to credit spreads. We assessed credit impairment using a cash flow model that incorporates key assumptions including default rates, severities and prepayment rates. We estimated losses for a security by forecasting the underlying loans in each transaction. The forecasted loan performance was used to project cash flows to the various tranches in the structure, as applicable. Our forecasted cash flows also considered, as applicable, independent industry analyst reports and forecasts, sector credit ratings and other independent market data. Based upon our assessment of the expected credit losses of the security given the performance of the underlying collateral compared to our subordination or other credit enhancement, we expected to recover the entire amortized cost of each temporarily-impaired security.

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

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

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

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

During the six months ended June 30, 2016 and 2015, we recorded credit losses on securities for which an OTTI was not previously recognized as we determined the cash flows expected to be collected would not be sufficient to recover the entire amortized cost of the debt security. The credit losses we recorded on securities for which an OTTI was not previously recognized were attributable primarily to one or a combination of the following reasons:

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

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

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

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

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

Mortgage Loans on Real Estate

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

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

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

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

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

	As of June 30, 2016	As of December 31, 2015
Number of impaired mortgage loans on real estate	2	2
Principal balance of impaired mortgage loans on real estate	$ 7	$ 8
Valuation allowance associated with impaired mortgage loans on real estate	(2)	(2)
Carrying value of impaired mortgage loans on real estate	$ 5	$ 6

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

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

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

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

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

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

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

Alternative Investments

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

Realized Gain (Loss) Related to Certain Investments

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

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

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

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

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

Determination of Credit Losses on Corporate Bonds and ABS

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

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

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

Determination of Credit Losses on MBS

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

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

Payables for Collateral on Investments

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

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

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

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

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

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

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

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

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

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

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

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

Investment Commitments

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

Concentrations of Financial Instruments

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

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

5. Derivative Instruments

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

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

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

(1) Reported in derivative investments and other liabilities on our Consolidated Balance Sheets.
(2) Reported in other liabilities on our Consolidated Balance Sheets.
(3) Reported in reinsurance related embedded derivatives on our Consolidated Balance Sheets.
(4) Reported in future contract benefits on our Consolidated Balance Sheets.

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

	Remaining Life as of June 30, 2016					
	Less Than 1 Year	1 - 5 Years	6 - 10 Years	11 - 30 Years	Over 30 Years	Total
Interest rate contracts (1)	$ 5,230	$ 33,709	$ 19,936	$ 13,109	$ 1,638	$ 73,622
Foreign currency contracts (2)	329	120	327	514	-	1,290
Equity market contracts	19,346	8,825	1,972	17	290	30,450
Credit contracts	103	-	-	-	-	103

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

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

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

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

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

(1) The OCI offset is reported within net investment income on our Consolidated Statements of Comprehensive Income (Loss).

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

(3) The OCI offset is reported within realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

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

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

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

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

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

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

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

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

As of June 30, 2016

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

As of December 31, 2015

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

(1) Represents average credit ratings based on the midpoint of the applicable ratings among Moody's, S&P and Fitch Ratings, as scaled to the corresponding S&P ratings.
(2) Broker quotes are used to determine the market value of these credit default swaps.
(3) These credit default swaps were sold to a counterparty of the consolidated VIEs discussed in Note 4 in our 2015 Form 10-K.
(4) Credit default swaps were entered into in order to generate income by providing default protection in return for a quarterly payment.
(5) Sellers do not have the right to demand indemnification or compensation from third parties in case of a loss (payment) on the contract.

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

As of As of

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

Certain of our credit default swap agreements contain contractual provisions that allow for the netting of collateral with our counterparties related to all of our collateralized financing transactions that we have outstanding. If these netting agreements were not in place, we would have been required to post $16 million as of June 30, 2016.

Credit Risk

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

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

	As of June 30, 2016		As of December 31, 2015	
S&P Credit Rating of Counterparty	Collateral Posted by Counter-Party (Held by LNC)	Collateral Posted by LNC (Held by Counter-Party)	Collateral Posted by Counter-Party (Held by LNC)	Collateral Posted by LNC (Held by Counter-Party)
AA-	$ 289	$ -	$ 92	$ -
A+	136	(2)	67	-
A	1,871	(317)	866	(143)
A-	5	-	11	-
BBB+	703	(72)	351	-
	$ 3,004	$ (391)	$ 1,387	$ (143)

Balance Sheet Offsetting

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

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

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

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

6. Federal Income Taxes

The effective tax rate is the ratio of tax expense over pre-tax income (loss). The effective tax rate was 21% and 18% for the three and six months ended June 30, 2016, respectively. The effective tax rate was 23% and 21% for the three and six months ended June 30, 2015, respectively. The effective tax rate on pre-tax income from continuing operations was lower than the prevailing corporate federal income tax rate. Differences in the effective rates and the U.S. statutory rate of 35% were the result of certain tax preferred investment income, separate account dividends-received deductions, foreign tax credits and other tax preference items.

7. Guaranteed Benefit Features

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

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

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

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

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

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

Variable Annuity Contracts

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

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

Secondary Guarantee Products

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

8. Contingencies and Commitments

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

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

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

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

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

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

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

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

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

9. Shares and Stockholders' Equity

Common Shares

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

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

Our common stock is without par value.

Average Shares

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

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

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

We have participants in our deferred compensation plans who selected LNC stock as the measure for the investment return attributable to all or a portion of their deferral amounts. For the three and six months ended June 30, 2016, and the six months ended June 30, 2015, the effect of settling this obligation in LNC stock ("equity classification") was more dilutive than the scenario of settling in cash ("liability classification"). Therefore, for our EPS calculation for these periods, we added the shares to the denominator and adjusted the numerator to present net income as if the shares had been accounted for under equity classification by removing the mark-to-market adjustment included in net income attributable to these deferred units of LNC stock. The amount of this adjustment was less than $1 million and $7 million for the three and six months ended June 30, 2016, respectively, and $(1) million for the six months ended June 30, 2015.

AOCI

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

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

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

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

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

10. Realized Gain (Loss)

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

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

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

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

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

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

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

11. Stock-Based Compensation Plans

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

LNC stock-based awards granted were as follows:

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

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12. Fair Value of Financial Instruments

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

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

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

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

(3)

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

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

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

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

Mortgage Loans on Real Estate

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

Other Investments

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

Other Contract Holder Funds

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

Short-Term and Long-Term Debt

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

Financial Instruments Carried at Fair Value

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

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

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

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

	As of December 31, 2015			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets				
Investments:				
Fixed maturity AFS securities:				
Corporate bonds	$ 60	$ 70,878	$ 1,993	$ 72,931
ABS	-	1,056	45	1,101
U.S. government bonds	412	17	-	429
Foreign government bonds	-	413	111	524
RMBS	-	3,727	1	3,728
CMBS	-	366	10	376
CLOs	-	38	551	589
State and municipal bonds	-	4,480	-	4,480
Hybrid and redeemable preferred securities	48	664	94	806
VIEs’ fixed maturity securities	-	598	-	598
Equity AFS securities	8	65	164	237
Trading securities	160	1,621	73	1,854
Other investments	148	-	-	148
Derivative investments (1)	-	1,459	853	2,312
Cash and invested cash	-	3,146	-	3,146
Other assets – reinsurance recoverable	-	-	268	268
Separate account assets	1,053	122,566	-	123,619
Total assets	$ 1,889	$ 211,094	$ 4,163	$ 217,146
Liabilities				
Future contract benefits – indexed annuity and IUL contracts embedded derivatives	$ -	$ -	$ (1,100)	$ (1,100)
Long-term debt	-	(1,203)	-	(1,203)
Reinsurance related embedded derivatives	-	(87)	-	(87)
VIEs’ liabilities – derivative instruments	-	-	(4)	(4)
Other liabilities:				
Credit default swaps	-	-	(9)	(9)
Derivative liabilities (1)	-	(546)	(298)	(844)
GLB reserves embedded derivatives	-	-	(953)	(953)

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

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

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

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

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

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

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

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

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

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

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

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

(5)

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

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

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

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

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

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

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

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

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2016	2015	2016	2015
Derivative investments	$ 216	$ 111	$ (177)	$ 16
Other investments	(1)	-	1	-
Embedded derivatives:				
Indexed annuity and IUL contracts	(1)	(8)	(24)	(34)
GLB reserves	(409)	615	(1,233)	454
VIEs' liabilities – derivative instruments	-	2	4	10
Credit default swaps	(3)	1	(7)	1
Total, net (1)	$ (198)	$ 721	$ (1,436)	$ 447

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

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

For the Three For the Three

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

13. Segment Information

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

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

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

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

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

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

Segment information (in millions) was as follows:

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

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

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

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the financial condition as of June 30, 2016, compared with December 31, 2015, and the results of operations for the three and six months ended June 30, 2016, compared with the corresponding periods in 2015 of Lincoln National Corporation and its consolidated subsidiaries. Unless otherwise stated or the context otherwise requires, "LNC," "Company," "we," "our" or "u refers to Lincoln National Corporation and its consolidated subsidiaries. The MD&A is provided as a supplement to, and should be read in conjunction with our consolidated financial statements and the accompanying notes to the consolidated financial statements ("Notes") presented in "Part I – Item 1. Financial Statements"; our Form 10-K for the year ended December 31, 2015 ("2015 Form 10-K"), including the sections entitled "Part I – Item 1A. Risk Factors," "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Part II – Item 8. Financial Statements and Supplementary Data"; our quarterly report on Form 10-Q filed in 2016; and our current reports on Form 8-K filed in 2016. For more detailed information on the risks and uncertainties associated with the Company's business activities, see the risks described in "Part I – Item 1A. Risk Factors" in our 2015 Form 10-K as updated by "Item 1A. Risk Factors" in our first quarter 2016 Form 10-Q.

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

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

FORWARD-LOOKING STATEMENTS – CAUTIONARY LANGUAGE

Certain statements made in this report and in other written or oral statements made by us or on our behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe," "anticipate," "expect," "estimate," "project," "will," "shall" and other words or phrases with similar meaning i connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective services or products, future performance or financial results and the outcome of contingencies, such as legal proceedings. We claim the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA.

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

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

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

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

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

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

INTRODUCTION

Executive Summary

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

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

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

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

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

Critical Accounting Policies and Estimates

The MD&A included in our 2015 Form 10-K contains a detailed discussion of our critical accounting policies and estimates. The following information updates the "Critical Accounting Policies and Estimates" provided in our 2015 Form 10-K and, accordingly, should be read in conjunction with the "Critical Accounting Policies and Estimates" discussed in our 2015 Form 10-K.

DAC, VOBA, DSI and DFEL

Unlocking

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

Reversion to the Mean

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

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

Investments

Investment Valuation

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Priced by third-party pricing services	$ 759	$ 79,808	$ -	$ 80,567
Priced by independent broker quotations	-	-	1,542	1,542
Priced by matrices	-	12,798	-	12,798
Priced by other methods (1)	-	-	1,884	1,884
Total	$ 759	$ 92,606	$ 3,426	$ 96,791
Percent of total	1%	96%	3%	100%

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

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

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

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generally classified as Level 3 of the fair value hierarchy. As of June 30, 2016, we used broker quotes for 30 securities as our final price source, representing less than 1% of total securities owned.

Derivatives

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

Guaranteed Living Benefits

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

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

For information on our estimates of the potential instantaneous effect to net income, which could result from sudden changes that may occur in equity markets, interest rates and implied market volatilities, see our discussion in "Part II – Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Introduction – Critical Accounting Policies and Estimates – Derivatives – GLB" in our 2015 Form 10-K.

RESULTS OF CONSOLIDATED OPERATIONS

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Net Income (Loss)						
Income (loss) from operations:						
Annuities	$ 235	$ 255	-8%	$ 453	$ 494	-8%
Retirement Plan Services	31	30	3%	61	65	-6%
Life Insurance	120	105	14%	195	215	-9%
Group Protection	15	19	-21%	20	13	54%
Other Operations	(28)	(38)	26%	(42)	(63)	33%
Excluded realized gain (loss), after-tax	(57)	(23)	NM	(159)	(83)	-92%
Income (expense) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	-	-	NM	1	1	0%
Benefit ratio unlocking, after-tax	9	(4)	NM	4	2	100%
Net income (loss)	$ 325	$ 344	-6%	$ 533	$ 644	-17%

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

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

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

Net income decreased due primarily to the following:

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

reduce interest crediting rates.

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

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

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

Net income decreased due primarily to the following:

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

reduce interest crediting rates.

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

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

RESULTS OF ANNUITIES

Income (Loss) from Operations

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

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

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

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

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

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

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

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

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

Additional Information

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

The other component of net flows relates to the retention of the business. An important measure of retention is the lapse rate, which compares the amount of withdrawals to the average account values. The overall lapse rate for our annuity products was 6% for the three and six months ended June 30, 2016, compared to 7% for the corresponding periods in 2015.

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

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

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

Fee Income

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

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

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

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

(1) Excludes the fixed portion of variable.

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

Net Investment Income and Interest Credited

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

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

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

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

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

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

(1) Includes the fixed portion of variable.

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

Benefits

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

Commissions and Other Expenses

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

	For the Three Months Ended June 30,			For the Six Months Ended June 30,		
	2016	2015	Change	2016	2015	Change
Commissions and Other Expenses						
Commissions:						
Deferrable	$ 92	$ 145	-37%	$ 190	$ 274	-31%
Non-deferrable	124	122	2%	244	242	1%
General and administrative expenses	102	111	-8%	206	214	-4%
Inter-segment reimbursement associated with reserve financing and LOC expenses (1)	-	1	-100%	1	3	-67%
Taxes, licenses and fees	6	6	0%	17	18	-6%
Total expenses incurred, excluding broker-dealer	324	385	-16%	658	751	-12%
DAC deferrals	(105)	(165)	36%	(217)	(311)	30%
Total pre-broker-dealer expenses incurred, excluding amortization, net of interest	219	220	0%	441	440	0%
DAC and VOBA amortization,						