

PROTECTIVE LIFE INSURANCE CO

10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filed on 11/14/2011

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

FORM 10-Q

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

For the quarterly period ended **September 30, 2011**

or

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

For the transition period from _____ to _____

Commission File Number **001-31901**

Protective Life Insurance Company

(Exact name of registrant as specified in its charter)

Tennessee

(State or other jurisdiction of incorporation or organization)

63-0169720

(IRS Employer Identification Number)

**2801 Highway 280 South
Birmingham, Alabama 35223**

(Address of principal executive offices and zip code)

(205) 268-1000

(Registrant's telephone number, including area code)

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, or a non-accelerated filer, or a smaller reporting company. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated Filer

Non-accelerated filer

Smaller Reporting Company

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

Number of shares of Common Stock, \$1.00 Par Value, outstanding as of August 3, 2011: 5,000,000

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PROTECTIVE LIFE INSURANCE COMPANY
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FOR QUARTERLY PERIOD ENDED SEPTEMBER 30, 2011

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PROTECTIVE LIFE INSURANCE COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF INCOME
(Unaudited)

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
(Dollars In Thousands)				
Revenues				
Premiums and policy fees	\$ 693,161	\$ 636,239	\$ 2,067,889	\$ 1,936,279
Reinsurance ceded	(319,732)	(326,716)	(1,000,752)	(999,555)
Net of reinsurance ceded	373,429	309,523	1,067,137	936,724
Net investment income	445,928	413,377	1,307,664	1,220,113
Realized investment (losses) gains:				
Derivative financial instruments	(97,445)	(95,474)	(145,354)	(239,297)
All other investments	139,102	111,643	214,097	230,009
Other-than-temporary impairment losses	(6,217)	(12,656)	(37,802)	(71,066)
Portion recognized in other comprehensive income (before taxes)	(3,560)	5,151	12,927	34,923
Net impairment losses recognized in earnings	(9,777)	(7,505)	(24,875)	(36,143)
Other income	47,262	30,579	147,232	78,341
Total revenues	<u>898,499</u>	<u>762,143</u>	<u>2,565,901</u>	<u>2,189,747</u>
Benefits and expenses				
Benefits and settlement expenses, net of reinsurance ceded: (three months: 2011 - \$209,160; 2010 - \$309,408; nine months: 2011 - \$881,105; 2010 - \$974,483)	589,557	545,817	1,672,067	1,572,289
Amortization of deferred policy acquisition costs and value of business acquired	80,050	37,507	225,671	130,902
Other operating expenses, net of reinsurance ceded: (three months: 2011 - \$50,474; 2010 - \$50,119; nine months: 2011 - \$146,737; 2010 - \$147,028)	97,417	76,614	279,370	210,709
Total benefits and expenses	<u>767,024</u>	<u>659,938</u>	<u>2,177,108</u>	<u>1,913,900</u>
Income before income tax	<u>131,475</u>	<u>102,205</u>	<u>388,793</u>	<u>275,847</u>
Income tax expense	42,739	34,557	132,250	91,408
Net income	<u>\$ 88,736</u>	<u>\$ 67,648</u>	<u>\$ 256,543</u>	<u>\$ 184,439</u>

See Notes to Consolidated Condensed Financial Statements

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PROTECTIVE LIFE INSURANCE COMPANY
CONSOLIDATED CONDENSED BALANCE SHEETS
(Unaudited)

	As of	
	September 30, 2011	December 31, 2010
(Dollars In Thousands)		
Assets		
Fixed maturities, at fair value (amortized cost: 2011 - \$26,113,300; 2010 - \$23,967,656)	\$ 27,828,353	\$ 24,644,187
Equity securities, at fair value (cost: 2011 - \$296,267; 2010 - \$307,971)	286,824	317,255
Mortgage loans (includes amounts related to securitizations of: 2011 - \$875,096; 2010 - \$934,655)	5,375,604	4,883,400
Investment real estate, net of accumulated depreciation (2011 - \$910; 2010 - \$767)	12,427	7,196
Policy loans	880,203	793,448
Other long-term investments	290,778	283,002
Short-term investments	80,374	349,245
Total investments	34,754,563	31,277,733
Cash	257,064	236,998
Accrued investment income	358,836	322,351
Accounts and premiums receivable, net of allowance for uncollectible amounts (2011 - \$3,820; 2010 - \$4,295)	44,907	42,544
Reinsurance receivables	5,542,529	5,504,291
Deferred policy acquisition costs and value of business acquired	3,974,487	3,822,572
Goodwill	87,646	89,970
Property and equipment, net of accumulated depreciation (2011 - \$131,087; 2010 - \$128,437)	45,377	38,597
Other assets	371,529	399,205
Income tax receivable	5,048	37,628
Assets related to separate accounts		
Variable annuity	5,947,391	5,170,193
Variable universal life	470,283	534,219
Total Assets	\$ 51,859,660	\$ 47,476,301
Liabilities		
Policy liabilities and accruals	\$ 21,869,015	\$ 19,672,190
Stable value product account balances	2,827,862	3,076,233
Annuity account balances	10,975,016	10,591,605
Other policyholders' funds	575,056	577,924
Other liabilities	1,074,156	834,274
Mortgage loan backed certificates	32,471	61,678
Deferred income taxes	1,435,769	1,035,173
Non-recourse funding obligations	1,248,600	1,360,800
Reverse repurchase borrowings	157,103	—
Liabilities related to separate accounts		
Variable annuity	5,947,391	5,170,193
Variable universal life	470,283	534,219
Total liabilities	46,612,722	42,914,289
Commitments and contingencies - Note 8		
Shareowner's equity		
Preferred Stock, \$1 par value, shares authorized: 2,000; Liquidation preference: \$2,000	2	2
Common Stock, \$1 par value, shares authorized and issued: 2011 and 2010 - 5,000,000	5,000	5,000
Additional paid-in-capital	1,361,734	1,361,734
Retained earnings	2,943,575	2,852,032
Accumulated other comprehensive income (loss):		
Net unrealized gains (losses) on investments, net of income tax: (2011 - \$524,493; 2010 - \$196,358)	974,058	364,664
Net unrealized losses relating to other-than-temporary impaired investments for which a portion has been recognized in earnings, net of income tax: (2011 - \$(14,747); 2010 - \$(5,179))	(27,387)	(9,618)
Accumulated loss - derivatives, net of income tax: (2011 - \$(5,408); 2010 - \$(6,355))	(10,044)	(11,802)
Total shareowner's equity	5,246,938	4,562,012
Total liabilities and shareowner's equity	\$ 51,859,660	\$ 47,476,301

See Notes to Consolidated Condensed Financial Statements

PROTECTIVE LIFE INSURANCE COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF SHAREOWNER'S EQUITY
(Unaudited)

	Preferred Stock	Common Stock	Additional Paid-In-Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)		Total Shareowner's Equity
					Net Unrealized Gains / (Losses) on Investments	Accumulated Gain / (Loss) Derivatives	
Balance, December 31, 2010	\$ 2	\$ 5,000	\$ 1,361,734	\$ 2,852,032	\$ 355,046	\$ (11,802)	\$ 4,562,012
Net income for the three months ended March 31, 2011				70,758			70,758
Change in net unrealized gains/losses on investments (net of income tax - \$17,829)					33,117		33,117
Reclassification adjustment for investment amounts included in net income (net of income tax - \$(3,043))					(5,657)		(5,657)
Change in net unrealized gains/losses relating to other-than-temporary impaired investments for which a portion has been recognized in earnings (net of income tax \$(3,629))					(6,739)		(6,739)
Change in accumulated gain (loss) derivatives (net of income tax - \$3,621)						6,724	6,724
Reclassification adjustment for derivative amounts included in net income (net of income tax - \$(361))						(671)	(671)
Comprehensive income for the three months ended March 31, 2011							97,532
Balance, March 31, 2011	\$ 2	\$ 5,000	\$ 1,361,734	\$ 2,922,790	\$ 375,767	\$ (5,749)	\$ 4,659,544
Net income for the three months ended June 30, 2011				97,049			97,049
Change in net unrealized gains/losses on investments (net of income tax - \$85,407)					158,618		158,618
Reclassification adjustment for investment amounts included in net income (net of income tax - \$(7,349))					(13,654)		(13,654)
Change in net unrealized gains/losses relating to other-than-temporary impaired investments for which a portion has been recognized in earnings (net of income tax \$(5,407))					(10,043)		(10,043)
Change in accumulated gain (loss) derivatives (net of income tax - \$(1,777))						(3,299)	(3,299)
Reclassification adjustment for derivative amounts included in net income (net of income tax - \$238)						443	443
Comprehensive income for the three months ended June 30, 2011							229,114
Dividend paid to the parent company				(25,000)			(25,000)
Balance, June 30, 2011	\$ 2	\$ 5,000	\$ 1,361,734	\$ 2,994,839	\$ 510,688	\$ (8,605)	\$ 4,863,658

See Notes to Consolidated Condensed Financial Statements

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PROTECTIVE LIFE INSURANCE COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF SHAREOWNER'S EQUITY
(Unaudited)
(continued)

	<u>Preferred Stock</u>	<u>Common Stock</u>	<u>Additional Paid-In- Capital</u>	<u>Retained Earnings</u>	<u>Accumulated Other Comprehensive Income (Loss)</u>		<u>Total Shareowner's Equity</u>
					<u>Net Unrealized Gains / (Losses) on Investments</u>	<u>Accumulated Gain / (Loss) Derivatives</u>	
(Dollars In Thousands)							
Net income for the three months ended September 30, 2011				88,736			88,736
Change in net unrealized gains/losses on investments (net of income tax - \$239,008)					443,873		443,873
Reclassification adjustment for investment amounts included in net income (net of income tax - \$(3,716))					(6,903)		(6,903)
Change in net unrealized gains/losses relating to other-than-temporary impaired investments for which a portion has been recognized in earnings (net of income tax \$(532))					(987)		(987)
Change in accumulated gain (loss) derivatives (net of income tax - \$(420))						(780)	(780)
Reclassification adjustment for derivative amounts included in net income (net of income tax - \$(355))						(659)	(659)
Comprehensive income for the three months ended September 30, 2011				(140,000)			523,280
Dividend paid to the parent company							(140,000)
Balance, September 30, 2011	\$ 2	\$ 5,000	\$ 1,361,734	\$ 2,943,575	\$ 946,671	\$ (10,044)	\$ 5,246,938

See Notes to Consolidated Condensed Financial Statements

PROTECTIVE LIFE INSURANCE COMPANY
CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS
(Unaudited)

	For The Nine Months Ended September 30,	
	2011	2010
	(Dollars In Thousands)	
Cash flows from operating activities		
Net income	\$ 256,543	\$ 184,439
Adjustments to reconcile net income to net cash provided by operating activities:		
Realized investment losses (gains)	(43,868)	45,431
Amortization of deferred policy acquisition costs and value of business acquired	225,671	130,902
Capitalization of deferred policy acquisition costs	(353,041)	(356,486)
Depreciation expense	6,366	6,661
Deferred income tax	37,128	(8,527)
Accrued income tax	32,580	114,241
Interest credited to universal life and investment products	740,328	658,488
Policy fees assessed on universal life and investment products	(528,739)	(471,383)
Change in reinsurance receivables	(28,727)	(220,661)
Change in accrued investment income and other receivables	(34,533)	(35,380)
Change in policy liabilities and other policyholders' funds of traditional life and health products	7,832	330,849
Trading securities:		
Maturities and principal reductions of investments	228,405	262,153
Sale of investments	655,607	555,904
Cost of investments acquired	(736,587)	(769,120)
Other net change in trading securities	31,307	20,078
Change in other liabilities	15,004	(32,492)
Other income - surplus note repurchase	(35,512)	(1,013)
Other, net	49,017	118,888
Net cash provided by operating activities	<u>524,781</u>	<u>532,972</u>
Cash flows from investing activities		
Maturities and principal reductions of investments, available-for-sale	1,141,162	1,368,646
Sale of investments, available-for-sale	2,243,435	2,802,632
Cost of investments acquired, available-for-sale	(4,181,343)	(5,269,090)
Mortgage loans:		
New borrowings	(395,734)	(216,614)
Repayments	338,760	240,745
Change in investment real estate, net	(5,231)	128
Change in policy loans, net	13,806	27,062
Change in other long-term investments, net	38,168	(136,550)
Change in short-term investments, net	125,563	512,528
Net unsettled security transactions	127,621	80,412
Purchase of property and equipment	(12,775)	(6,975)
Payments for business acquisitions, net of cash acquired of \$35,959	(209,609)	—
Net cash used in investing activities	<u>(776,177)</u>	<u>(597,076)</u>
Cash flows from financing activities		
Issuance (repayment) of non-recourse funding obligations	(112,200)	(182,500)
Dividend paid to the parent company	(165,000)	—
Reverse repurchase borrowings	157,103	—
Investments product deposits and change in universal life deposits	3,413,567	2,652,811
Investment product withdrawals	(2,998,684)	(2,459,566)
Other financing activities, net	(23,324)	(2,314)
Net cash provided by financing activities	<u>271,462</u>	<u>8,431</u>
Change in cash	20,066	(55,673)
Cash at beginning of period	236,998	162,858
Cash at end of period	<u>\$ 257,064</u>	<u>\$ 107,185</u>

See Notes to Consolidated Condensed Financial Statements

PROTECTIVE LIFE INSURANCE COMPANY
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

Basis of Presentation

The accompanying unaudited consolidated condensed financial statements of Protective Life Insurance Company (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the disclosures required by GAAP for complete financial statements. In the opinion of management, the accompanying financial statements reflect all adjustments (consisting only of normal recurring items) necessary for a fair statement of the results for the interim periods presented. Operating results for the three and nine month periods ended September 30, 2011, are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. The year-end consolidated condensed balance sheet data was derived from audited financial statements, but does not include all disclosures required by GAAP. For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. The Company is a wholly owned subsidiary of Protective Life Corporation ("PLC").

The operating results of companies in the insurance industry have historically been subject to significant fluctuations due to changing competition, economic conditions, interest rates, investment performance, insurance ratings, claims, persistency, and other factors.

Reclassifications

Certain reclassifications have been made in the previously reported financial statements and accompanying notes to make the prior year amounts comparable to those of the current year. Such reclassifications had no effect on previously reported net income or shareowner's equity.

Entities Included

The consolidated condensed financial statements include the accounts of Protective Life Insurance Company and its affiliate companies in which the Company holds a majority voting or economic interest. Intercompany balances and transactions have been eliminated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Pronouncements Recently Adopted

Accounting Standard Update ("ASU" or "Update") No. 2010-06 — Fair Value Measurements and Disclosures — Improving Disclosures about Fair Value Measurements. In January of 2010, the Financial Accounting Standards Board ("FASB") issued ASU No. 2010-06 — Fair Value Measurements and Disclosures — Improving Disclosures about Fair Value Measurements. This Update provides amendments to Subtopic 820-10 that requires the following new disclosures. 1) A reporting entity should disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. 2) In the reconciliation for fair value measurements using significant unobservable inputs (Level 3), a reporting entity should present separately information about purchases, sales, issuances, and settlements (that is, on a gross basis rather than as one net number).

This Update provides amendments to Subtopic 820-10 that clarifies existing disclosures. 1) A reporting entity should provide fair value measurement disclosures for each class of assets and liabilities. 2) A reporting entity should provide disclosures about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. Those disclosures are required for fair value measurements that fall in either Level 2 or Level 3. This Update also includes conforming amendments to the guidance on employers' disclosures about postretirement benefit plan assets (Subtopic 715-20). The conforming amendments to Subtopic 715-20 change the terminology from *major categories* of assets to *classes* of assets and provide a cross reference to the guidance in Subtopic 820-10 on how to determine appropriate classes to present fair value disclosures. This

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Update is effective for interim and annual reporting periods beginning after December 15, 2009, which the Company adopted for the period ending March 31, 2010, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures were adopted by the Company as of January 1, 2011. This Update did not have an impact on the Company's results of operations or financial position.

ASU No. 2010-15 — Financial Services—Insurance — How Investments Held through Separate Accounts Affect an Insurer's Consolidation Analysis of Those Investments. The amendments in this Update clarify that an insurance entity should not consider any separate account interests held for the benefit of policy holders in an investment to be the insurer's interests. The entity should not combine general account and separate account interests in the same investment when assessing the investment for consolidation. Additionally, the amendments do not require an insurer to consolidate an investment in which a separate account holds a controlling financial interest if the investment is not or would not be consolidated in the standalone financial statements of the separate account. The amendments in this Update also provide guidance on how an insurer should consolidate an investment fund in situations in which the insurer concludes that consolidation is required. This Update is effective for fiscal years beginning after December 15, 2010. For the Company this Update became effective January 1, 2011. This Update did not have an impact on the Company's results of operations or financial position.

ASU No. 2010-20 — Receivables — Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses. The objective of this Update is to require disclosures that facilitate financial statement users in evaluating the nature of credit risk inherent in the portfolio of financing receivables (loans); how that risk is analyzed and assessed in arriving at the allowance for credit losses; and any changes and the reasons for those changes to the allowance for credit losses. The Update requires several new disclosures regarding the reserve for credit losses which was effective on December 31, 2010 and provisions related to troubled debt restructurings which became effective for fiscal periods beginning after June 30, 2011. The Company adopted the new disclosures in this Update for the annual reporting period ending December 31, 2010 and adopted the provisions related to troubled debt restructuring in the third quarter of 2011. This Update did not have an impact on the Company's results of operations or financial position.

ASU No. 2010-28 — Intangibles — Goodwill and Other — When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts. The amendments in this Update modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. This Update is effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. This Update was effective for the Company as of January 1, 2011. This Update did not have an impact on the Company's results of operations or financial position.

ASU No. 2010-29—Business Combinations—Disclosure of Supplementary Pro Forma Information for Business Combinations. This Update does not change current accounting for business combinations, however it clarifies the current guidance regarding pro forma disclosures and requires a description of the nature and amount of material, nonrecurring pro forma adjustments to arrive at pro forma revenue and earnings. The amendments in this Update were effective prospectively for business combinations for which the acquisition date is on or after January 1, 2011. The Company applied this guidance to the pro forma information related to the reinsurance transaction with Liberty Life Insurance Company as disclosed in Note 3 — *Significant Acquisitions*. We will apply the guidance to all future acquisitions. There was no material impact to the adoption of this Update.

ASU No. 2011-02 — Receivables — A Creditor's Determination of Whether a Restructuring Is a Troubled Debt Restructuring. The objective of this Update is to evaluate whether a restructuring constitutes a troubled debt restructuring. In evaluating whether a restructuring constitutes a troubled debt restructuring, a creditor must separately conclude that both of the following exist: 1) the restructuring constitutes a concession and 2) the debtor is experiencing financial difficulties. This Update also clarifies the guidance on a creditor's evaluation of whether it has granted a concession. The amendments in this Update are effective for the first interim or annual period beginning on or after June 15, 2011, and should be applied retrospectively to the beginning of the annual period of adoption. For the Company, this Update became effective on July 1, 2011. This Update did not have an impact on the Company's results of operations or financial position.

Accounting Pronouncements Not Yet Adopted

ASU No. 2010-26 — Financial Services — Insurance - Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts. The objective of this Update is to address diversity in practice regarding the interpretation of which costs relating to the acquisition of new or renewal insurance contracts qualify for deferral. This Update prescribes that certain incremental direct costs of successful initial or renewal contract acquisitions may be deferred. It defines incremental direct costs as those costs that result directly from and are essential to the contract transaction and would not have been incurred by the insurance entity had the contract transaction not occurred. This Update also clarifies the definition of the types of incurred costs that may be capitalized and the accounting and recognition treatment of advertising, research, and other administrative costs related to the acquisition of insurance contracts. This Update is effective for periods beginning after December 15, 2011 and is to be applied prospectively. Early adoption and retrospective application are optional. The Company's expected retrospective adoption of this Update will result in a reduction in its deferred acquisition cost asset as well as a decrease in the amortization associated with those previously deferred costs. There will also be a reduction in the level of costs the Company defers subsequent to adoption. The Company is evaluating the full effects of implementing this Update, but the Company currently estimates that its retrospective adoption will result in a cumulative effect adjustment to the opening balance of shareowners' equity of between 8% and 10% as of January 1, 2012, including a reduction of between approximately 20% and 22% of its existing deferred acquisition cost asset balance as of January 1, 2012. The Company currently estimates that if the change were in effect at September 30, 2011, the adoption of this Update would have resulted in a year-to-date decrease to net income in 2011 of between 8% and 10%.

ASU No. 2011-03 — Transfers and Servicing - Reconsideration of Effective Control for Repurchase Agreements. This Update amends the assessment of effective control for repurchase agreements to remove 1) the criterion requiring the transferor to have the ability to repurchase or redeem the financial assets on substantially the agreed terms, even in the event of default by the transferee, and 2) the collateral maintenance implementation guidance related to the criterion. The Boards determined that these criterion should not be a determining factor of effective control. This Update is effective for the first interim or annual period beginning on or after December 15, 2011. For the Company, the Update will be applied to all repurchase agreements beginning January 1, 2012. The Company is currently evaluating the impact this Update will have on its results of operations or financial position.

ASU No. 2011-04 — Fair Value Measurement - Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. The amendments in this Update result in common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards ("IFRSs"). The amendments change the wording used to describe many of the requirements for measuring fair value and for disclosing information about fair value measurements. The intent of this Update was not to change the application of the requirements in Topic 820. Some of the amendments clarify the intent regarding the application of existing fair value measurement requirements. The Update did modify several principles or requirements for measuring fair value or for disclosing information about fair value measurements. These changes are effective for interim and annual periods beginning after December 15, 2011. The Company is currently evaluating the impact this Update will have on its results of operations or financial position.

ASU No. 2011-05 — Comprehensive Income — Presentation of Comprehensive Income. In this Update, a company has the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in 1) a single continuous statement of comprehensive income, or 2) in two separate but consecutive statements. In both choices, a company is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. The amendments in this Update do not change the items that must be reported in other comprehensive income, or the timing of its subsequent reclassification to net income. This Update is effective January 1, 2012. The Company is currently evaluating the appropriate format to which it will adhere.

ASU No. 2011-08 — Intangibles — Goodwill and Other: Testing Goodwill for Impairment. This Update is intended to reduce the complexity and cost of goodwill impairment testing by allowing an entity the option to make a qualitative evaluation about the likelihood of goodwill impairment prior to the quantitative calculation required by current guidance. Under the amendments to Topic 350, an entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If an entity determines it is not more likely than not that the fair value is less than the carrying amount, the two-step impairment process is not required. However, if an entity concludes otherwise, the two-step impairment test outlined in current guidance is required to

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be completed. This Update does not change the requirements or implementation of the current two-step impairment test. This Update is effective January 1, 2012. The Company is currently evaluating the appropriate process to which it will adhere.

Significant Accounting Policies

For a full description of significant accounting policies, see Note 2 of Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. There were no significant changes to the Company's accounting policies during the nine months ended September 30, 2011, except as noted above. See Note 5, *Mortgage Loans* for additional information on the accounting policies for mortgage loans.

3. SIGNIFICANT ACQUISITIONS

On December 31, 2010, the Company completed the acquisition of all of the outstanding stock of United Investors Life Insurance Company ("United Investors"), pursuant to a Stock Purchase Agreement, between the Company, Torchmark Corporation ("Torchmark") and its wholly owned subsidiaries, Liberty National Life Insurance Company ("Liberty National") and United Investors.

The Company accounted for this transaction under the purchase method of accounting as required by FASB guidance under the ASC Business Combinations topic. This guidance requires that the total purchase price be allocated to the assets acquired and liabilities assumed based on their fair values at the acquisition date. The aggregate purchase price for United Investors was \$363.3 million.

On April 29, 2011, the Company closed a previously announced and unrelated reinsurance transaction with Liberty Life Insurance Company ("Liberty Life") under the terms of which the Company reinsured substantially all of the life and health business of Liberty Life. The transaction closed in conjunction with Athene Holding Ltd's acquisition of Liberty Life from an affiliate of Royal Bank of Canada. The capital invested by the Company in the transaction at closing was \$321 million, including a \$225 million ceding commission. In conjunction with the closing, the Company invested \$40 million in a surplus note issued by Athene Life Re. The Company accounted for this transaction in a manner consistent with the purchase method of accounting as required by FASB guidance under the ASC Business Combinations topic. This guidance requires that the total consideration paid be allocated to the assets acquired and liabilities assumed based on their fair values at the transaction date.

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The following table summarizes the fair values of the net assets acquired from the Liberty Life reinsurance transaction as of the transaction date:

	Fair Value as of April 29, 2011
	(Dollars In Thousands)
ASSETS	
Investments	\$ 1,768,297
Cash	35,959
Accrued investment income	154
Accounts and premiums receivable, net	877
Reinsurance receivable	9,511
Value of business acquired	135,876
Other assets	1
Total assets	<u>1,950,675</u>
LIABILITIES	
Policy liabilities and accrual	1,665,294
Annuity account balances	4,420
Other policyholders' funds	24,977
Other liabilities	30,834
Total liabilities	<u>1,725,525</u>
NET ASSETS ACQUIRED	<u><u>\$ 225,150</u></u>

The following (unaudited) pro forma condensed consolidated results of operations assumes that the aforementioned transactions with Liberty Life and United Investors were completed as of January 1, 2010:

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
Revenue	\$ 898,499 ⁽¹⁾	\$ 902,575	\$ 2,648,730 ⁽¹⁾	\$ 2,606,379
Net income	\$ 88,736 ⁽²⁾	\$ 102,033	\$ 257,580 ⁽²⁾	\$ 283,160

⁽¹⁾ Includes \$66.5 million and \$111.3 million of total revenue for Liberty Life and \$26.6 million and \$79.4 million of total revenue for ULIC, respectively, since the transaction date for the three and nine months ended September 30, 2011.

⁽²⁾ Includes \$15.9 million and \$25.6 million of pre-tax net income for Liberty Life and \$ 3.7 million and \$15.7 million of pre-tax net income for ULIC, respectively, since the transaction date for the three and nine months ended September 30, 2011.

4. INVESTMENT OPERATIONS

Net realized investment gains (losses) for invested assets are summarized as follows:

	For The Three Months Ended September 30, 2011	For The Nine Months Ended September 30, 2011
	(Dollars In Thousands)	
Fixed maturities	\$ 20,396	\$ 56,076
Equity securities	—	9,121
Impairments on fixed maturity securities	(9,777)	(24,875)
Impairments on equity securities	—	—
Modco trading portfolio	123,760	151,714
Other investments	(5,054)	(2,814)
Total realized gains (losses) - investments	<u>\$ 129,325</u>	<u>\$ 189,222</u>

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For the three and nine months ended September 30, 2011, gross realized gains on investments available-for-sale (fixed maturities, equity securities, and short-term investments) were \$22.9 million and \$69.4 million and gross realized losses were \$12.3 million and \$28.8 million, including \$9.8 million and \$24.6 million of impairment losses, respectively. The \$24.6 million excludes \$0.3 million of impairment losses in the trading portfolio for the nine months ended September 30, 2011.

The \$9.1 million of gains included in equity securities for the nine months ended September 30, 2011, primarily relates to gains of \$6.9 million on securities that have recovered in value as the issuer exited bankruptcy and \$1.2 million that relates to gains recognized on the sale of Federal National Mortgage Association preferreds.

For the three and nine months ended September 30, 2011, the Company sold securities in an unrealized gain position with a fair value (proceeds) of \$348.0 million and \$1.8 billion, respectively. The gain realized on the sale of these securities was \$22.9 million and \$69.4 million, respectively.

For the three and nine months ended September 30, 2011, the Company sold securities in an unrealized loss position with a fair value (proceeds) of \$48.5 million and \$210.5 million, respectively. The loss realized on the sale of these securities was \$2.5 million and \$4.2 million, respectively.

The amortized cost and fair value of the Company's investments classified as available-for-sale as of September 30, 2011, are as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Total OTTI Recognized in OCI ⁽¹⁾
	(Dollars In Thousands)				
Fixed maturities:					
Bonds					
Residential mortgage-backed securities	\$ 2,537,409	\$ 100,416	\$ (110,504)	\$ 2,527,321	\$ (43,800)
Commercial mortgage-backed securities	462,074	9,288	(7,960)	463,402	—
Other asset-backed securities	870,801	2,769	(72,811)	800,759	—
U.S. government-related securities	1,244,622	92,094	(139)	1,336,577	—
Other government-related securities	127,260	6,507	(800)	132,967	—
States, municipals, and political subdivisions	1,148,242	176,287	—	1,324,529	—
Corporate bonds	16,724,617	1,791,939	(272,033)	18,244,523	1,739
	23,115,025	2,179,300	(464,247)	24,830,078	(42,061)
Equity securities	286,532	4,488	(13,931)	277,089	(73)
Short-term investments	12,732	—	—	12,732	—
	<u>\$ 23,414,289</u>	<u>\$ 2,183,788</u>	<u>\$ (478,178)</u>	<u>\$ 25,119,899</u>	<u>\$ (42,134)</u>

⁽¹⁾ These amounts are included in the gross unrealized gains and gross unrealized losses column above.

As of September 30, 2011, the Company had an additional \$3.0 billion of fixed maturities, \$9.7 million of equity securities, and \$67.6 million of short-term investments classified as trading securities.

The amortized cost and fair value of available-for-sale fixed maturities as of September 30, 2011, by expected maturity, are shown below. Expected maturities of securities without a single maturity date are allocated based on estimated rates of prepayment that may differ from actual rates of prepayment.

	Amortized Cost	Fair Value
	(Dollars In Thousands)	
Due in one year or less	\$ 585,867	\$ 594,453
Due after one year through five years	4,586,294	4,763,847
Due after five years through ten years	5,849,313	6,257,401
Due after ten years	12,093,551	13,214,377
	<u>\$ 23,115,025</u>	<u>\$ 24,830,078</u>

Each quarter the Company reviews investments with unrealized losses and tests for other-than-temporary impairments. The Company analyzes various factors to determine if any specific other-than-temporary asset impairments exist. These include, but are not limited to: 1) actions taken by rating agencies, 2) default by the issuer, 3) the significance of the decline, 4) an assessment of the Company's intent to sell the security (including a more

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likely than not assessment of whether the Company will be required to sell the security) before recovering the security's amortized cost, 5) the time period during which the decline has occurred, 6) an economic analysis of the issuer's industry, and 7) the financial strength, liquidity, and recoverability of the issuer. Management performs a security by security review each quarter in evaluating the need for any other-than-temporary impairments. Although no set formula is used in this process, the investment performance, collateral position, and continued viability of the issuer are significant measures considered, and in some cases, an analysis regarding the Company's expectations for recovery of the security's entire amortized cost basis through the receipt of future cash flows is performed. Once a determination has been made that a specific other-than-temporary impairment exists, the security's basis is adjusted and an other-than-temporary impairment is recognized. Equity securities that are other-than-temporarily impaired are written down to fair value with a realized loss recognized in earnings. Other-than-temporary impairments to debt securities that the Company does not intend to sell and does not expect to be required to sell before recovering the security's amortized cost are written down to discounted expected future cash flows ("post impairment cost") and credit losses are recorded in earnings. The difference between the securities' discounted expected future cash flows and the fair value of the securities is recognized in other comprehensive income (loss) as a non-credit portion of the recognized other-than-temporary impairment. When calculating the post impairment cost for residential mortgage-backed securities ("RMBS"), commercial mortgage-backed securities ("CMBS"), and other asset-backed securities, the Company considers all known market data related to cash flows to estimate future cash flows. When calculating the post impairment cost for corporate debt securities, the Company considers all contractual cash flows to estimate expected future cash flows. To calculate the post impairment cost, the expected future cash flows are discounted at the original purchase yield. Debt securities that the Company intends to sell or expects to be required to sell before recovery are written down to fair value with the change recognized in earnings.

During the three and nine months ended September 30, 2011, the Company recorded other-than-temporary impairments on investments of \$6.2 million and \$37.8 million, respectively, related to debt securities. Of the \$6.2 million of impairments for the three months ended September 30, 2011, \$9.8 million was recorded in earnings and \$3.6 million of non-credit gains was recorded in other comprehensive income (loss). The \$3.6 million of non-credit gains includes \$1.3 million of losses related to newly impaired securities and a net gain of \$4.9 million related to previously impaired securities that are now in a gain position. Of the \$37.8 million of impairments for the nine months ended September 30, 2011, \$24.9 million was recorded in earnings and \$12.9 million was recorded in other comprehensive income (loss). During this period, there were no other-than-temporary impairments related to debt securities or equity securities that the Company intends to sell or expects to be required to sell, except with respect to certain debt securities that were part of the Company's collateral in its securities lending program.

For the three and nine months ended September 30, 2011, there were no other-than-temporary impairments related to equity securities.

The following chart is a rollforward of available-for-sale credit losses on debt securities held by the Company for which a portion of an other-than-temporary impairment was recognized in other comprehensive income (loss):

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
Beginning balance	\$ 49,643	\$ 31,541	\$ 39,275	\$ 25,066
Additions for newly impaired securities	744	6,100	10,118	25,525
Additions for previously impaired securities	6,627	1,179	10,710	2,930
Reductions for previously impaired securities due to a change in expected cash flows	—	—	—	—
Reductions for previously impaired securities that were sold in the current period	—	(2,947)	(3,089)	(17,648)
Ending balance	\$ 57,014	\$ 35,873	\$ 57,014	\$ 35,873

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The following table includes the gross unrealized losses and fair value of the Company's investments that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position as of September 30, 2011:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(Dollars In Thousands)					
Residential mortgage-backed securities	\$ 269,766	\$ (14,070)	\$ 622,192	\$ (96,434)	\$ 891,958	\$ (110,504)
Commercial mortgage-backed securities	155,685	(7,960)	—	—	155,685	(7,960)
Other asset-backed securities	145,067	(8,864)	445,913	(63,947)	590,980	(72,811)
U.S. government-related securities	94,559	(139)	—	—	94,559	(139)
Other government-related securities	19,633	(800)	—	—	19,633	(800)
States, municipals, and political subdivisions	—	—	—	—	—	—
Corporate bonds	2,155,713	(146,071)	475,384	(125,962)	2,631,097	(272,033)
Equities	53,549	(5,607)	21,929	(8,324)	75,478	(13,931)
	<u>\$ 2,893,972</u>	<u>\$ (183,511)</u>	<u>\$ 1,565,418</u>	<u>\$ (294,667)</u>	<u>\$ 4,459,390</u>	<u>\$ (478,178)</u>

The RMBS have a gross unrealized loss greater than twelve months of \$96.4 million as of September 30, 2011. These losses relate to a widening in spreads and defaults as a result of continued weakness in the residential housing market which have reduced the fair value of the RMBS holdings. Factors such as the credit enhancement within the deal structure, the average life of the securities, and the performance of the underlying collateral support the recoverability of these investments.

The other asset-backed securities have a gross unrealized loss greater than twelve months of \$63.9 million as of September 30, 2011. This category predominately includes student-loan backed auction rate securities, the underlying collateral of which is at least 97% guaranteed by the Federal Family Education Loan Program ("FFELP"). These unrealized losses have occurred within the Company's auction rate securities ("ARS") portfolio since the market collapse during 2008. At this time, the Company has no reason to believe that the U.S. Department of Education would not honor the FFELP guarantee, if it were necessary. In addition, the Company has the ability and intent to hold these securities until their values recover or until maturity.

The corporate bonds category has gross unrealized losses greater than twelve months of \$126.0 million as of September 30, 2011. These losses relate primarily to fluctuations in credit spreads. The aggregate decline in market value of these securities was deemed temporary due to positive factors supporting the recoverability of the respective investments. Positive factors considered include credit ratings, the financial health of the issuer, the continued access of the issuer to capital markets, and other pertinent information including the Company's ability and intent to hold these securities to recovery.

The equities category has a gross unrealized loss greater than twelve months of \$8.3 million as of September 30, 2011. These losses primarily relate to a widening in credit spreads on perpetual preferred stock holdings. The aggregate decline in market value of these securities was deemed temporary due to factors supporting the recoverability of the respective investments. Positive factors include credit ratings, the financial health of the issuer, the continued access of the issuer to the capital markets, and other pertinent information including the Company's ability and intent to hold these securities to recovery.

The Company does not consider these unrealized loss positions to be other-than-temporary, based on the factors discussed and because the Company has the ability and intent to hold these investments until the fair values recover, and does not intend to sell or expect to be required to sell the securities before recovering the Company's amortized cost of debt securities.

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The following table includes the gross unrealized losses and fair value of the Company's investments that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position as of December 31, 2010:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(Dollars In Thousands)					
Residential mortgage-backed securities	\$ 236,615	\$ (17,773)	\$ 1,167,747	\$ (126,304)	\$ 1,404,362	\$ (144,077)
Commercial mortgage-backed securities	25,679	(933)	—	—	25,679	(933)
Other asset-backed securities	167,089	(2,452)	594,756	(27,212)	761,845	(29,664)
U.S. government-related securities	144,807	(3,071)	—	—	144,807	(3,071)
Other government-related securities	33,936	(8)	14,993	(7)	48,929	(15)
States, municipals, and political subdivisions	563,352	(22,345)	—	—	563,352	(22,345)
Corporate bonds	2,262,224	(82,409)	830,351	(94,408)	3,092,575	(176,817)
Equities	11,950	(3,321)	13,344	(1,921)	25,294	(5,242)
	<u>\$ 3,445,652</u>	<u>\$ (132,312)</u>	<u>\$ 2,621,191</u>	<u>\$ (249,852)</u>	<u>\$ 6,066,843</u>	<u>\$ (382,164)</u>

The RMBS have a gross unrealized loss greater than twelve months of \$126.3 million as of December 31, 2010. These losses relate to a widening in spreads and defaults as a result of continued weakness in the residential housing market which have reduced the fair value of the RMBS holdings. Factors such as the credit enhancement within the deal structure, the average life of the securities, and the performance of the underlying collateral support the recoverability of the investments.

The other asset-backed securities have a gross unrealized loss greater than twelve months of \$27.2 million as of December 31, 2010. This category predominately includes student-loan backed auction rate securities, the underlying collateral of which is at least 97% FFELP guaranteed. These losses relate to the ARS market collapse during 2008. At this time, the Company has no reason to believe that the U.S. Department of Education would not honor the FFELP guarantee, if it were necessary. In addition, the Company has the ability and intent to hold these securities until their values recover or maturity.

The corporate bonds category has gross unrealized losses greater than twelve months of \$94.4 million as of December 31, 2010. These losses relate primarily to fluctuations in credit spreads. The aggregate decline in market value of these securities was deemed temporary due to positive factors supporting the recoverability of the respective investments. Positive factors considered include credit ratings, the financial health of the issuer, the continued access of the issuer to capital markets, and other pertinent information including the Company's ability and intent to hold these securities to recovery.

The Company does not consider these unrealized loss positions to be other-than-temporary, based on the factors discussed and because the Company has the ability and intent to hold these investments until the fair values recover, and does not intend to sell or expect to be required to sell the securities before recovering the Company's amortized cost of debt securities.

As of September 30, 2011, the Company had securities in its available-for-sale portfolio which were rated below investment grade of \$2.3 billion and had an amortized cost of \$2.5 billion. In addition, included in the Company's trading portfolio, the Company held \$265.2 million of securities which were rated below investment grade. Approximately \$467.7 million of the below investment grade securities were not publicly traded.

The change in unrealized gains (losses), net of income tax, on fixed maturity and equity securities, classified as available-for-sale is summarized as follows:

	For The	
	Three Months Ended September 30, 2011	For The Nine Months Ended September 30, 2011
	(Dollars In Thousands)	
Fixed maturities	\$ 477,641	\$ 675,040
Equity securities	(8,380)	(12,173)

5. MORTGAGE LOANS

The Company invests a portion of its investment portfolio in commercial mortgage loans. As of September 30, 2011, the Company's mortgage loan holdings were approximately \$5.4 billion.

The Company's commercial mortgage loans are stated at unpaid principal balance, adjusted for any unamortized premium or discount, and net of valuation allowances. Interest income is accrued on the principal amount of the loan based on the loan's contractual interest rate. Amortization of premiums and discounts is recorded using the effective yield method. Interest income, amortization of premiums and discounts and prepayment fees are reported in net investment income.

As of September 30, 2011 and December 31, 2010, the Company had an allowance for mortgage loan credit losses of \$7.6 million and \$11.7 million, respectively. Over the past ten years, the Company's commercial mortgage loan portfolio has experienced an average credit loss factor of approximately 0.02%. Due to such low historical losses, the Company believes that a collectively evaluated allowance would be inappropriate. The Company believes an allowance calculated through an analysis of specific loans that are believed to have a higher risk of credit impairment provides a more accurate presentation of expected losses in the portfolio and is consistent with the applicable guidance for loan impairments in ASC Subtopic 310. Since the Company uses the specific identification method for calculating reserves, it is necessary to review the economic situation of each borrower to determine those that have higher risk of credit impairment. The Company has a team of professionals that monitors borrower conditions such as payment practices, borrower credit, operating performance, and property conditions, as well as ensuring the timely payment of property taxes and insurance. Through this monitoring process, the Company assesses the risk of each loan. When issues are identified, the severity of the issues are assessed and reviewed for possible credit impairment. If a loss is probable, an expected loss calculation is performed and an allowance is established for that loan based on the expected loss. The expected loss is calculated as the excess carrying value of a loan over either the present value of expected future cash flows discounted at the loan's original effective interest rate, or the current estimated fair value of the loan's underlying collateral. A loan may be subsequently charged off at such point that the Company no longer expects to receive cash payments, the present value of future expected payments of the renegotiated loan is less than the current principal balance, or at such time that the Company is party to foreclosure or bankruptcy proceedings associated with the borrower and does not expect to recover the principal balance of the loan. A charge off is recorded by eliminating the allowance against the mortgage loan and recording the renegotiated loan or the collateral property related to the loan as investment real estate on the balance sheet, which is carried at the lower of the appraised fair value of the property or the unpaid principal balance of the loan, less estimated selling costs associated with the property.

Many of the mortgage loans have call options or interest rate reset options between 3 and 10 years. However, if interest rates were to significantly increase, we may be unable to exercise the call options or increase the interest rates on our existing mortgage loans commensurate with the significantly increased market rates. Assuming the loans are called at their next call dates, approximately \$69.1 million would become due in the fourth quarter of 2011, \$205.2 million in 2012, \$1.4 billion in 2013 through 2017, \$760.3 million in 2018 through 2022, and \$274.6 million thereafter.

The Company offers a type of commercial mortgage loan under which the Company will permit a loan-to-value ratio of up to 85% in exchange for a participating interest in the cash flows from the underlying real estate. As of September 30, 2011 and December 31, 2010, approximately \$880.4 million and \$884.7 million, respectively, of the Company's mortgage loans have this participation feature. Cash flows received as a result of this participation feature are recorded as interest income.

As of September 30, 2011, less than 0.15%, or \$35.8 million, of invested assets consisted of nonperforming, restructured or are mortgage loans that were foreclosed and were converted to real estate properties. The Company does not expect these investments to adversely affect its liquidity or ability to maintain proper matching of assets and liabilities. The Company's mortgage loan portfolio consists of two categories of loans: (1) those not subject to a pooling and servicing agreement and (2) those previously a part of variable interest entity securitizations and thus subject to a contractual pooling and servicing agreement.

As of September 30, 2011, \$13.3 million of mortgage loans not subject to a pooling and servicing agreement were nonperforming. None of these nonperforming loans have been restructured during the nine month period ending September 30, 2011.

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As of September 30, 2011, \$22.0 million of loans subject to a pooling and servicing agreement were nonperforming or restructured. None of these nonperforming loans have been restructured during the nine month period ending September 30, 2011. In addition the Company foreclosed on some nonperforming loans and converted them to \$0.5 million of real estate properties during the nine month period ending September 30, 2011.

The Company does not expect these investments to adversely affect its liquidity or ability to maintain proper matching of assets and liabilities.

An analysis of the change in the allowance for mortgage loan credit losses is provided in the following chart for the nine months ended September 30, 2011 and the twelve months ended December 31, 2010:

	As of	
	September 30, 2011	December 31, 2010
	(Dollars In Thousands)	
Beginning balance	\$ 11,650	\$ 1,725
Charge offs	(8,008)	(1,146)
Recoveries	(4,871)	—
Provision	8,829	11,071
Ending balance	<u>\$ 7,600</u>	<u>\$ 11,650</u>

It is the Company's policy to cease to carry accrued interest on loans that are over 90 days delinquent. For loans less than 90 days delinquent, interest is accrued unless it is determined that the accrued interest is not collectible. If a loan becomes over 90 days delinquent, it is the Company's general policy to initiate foreclosure proceedings unless a workout arrangement to bring the loan current is in place. For loans subject to a pooling and servicing agreement, there are certain additional restrictions and/or requirements related to workout proceedings, and as such, these loans may have different attributes and/or circumstances affecting the status of delinquency or categorization of those in nonperforming status. An analysis of the delinquent loans is shown in the following chart as of September 30, 2011:

	30-59 Days Delinquent	60-89 Days Delinquent	Greater than 90 Days Delinquent	Total Delinquent
	(Dollars In Thousands)			
Commercial mortgage loans	\$ 40,626	\$ 6,874	\$ 12,349	\$ 59,849
Number of delinquent commercial mortgage loans	6	3	6	15

The Company's commercial mortgage loan portfolio consists of mortgage loans that are collateralized by real estate. Due to the collateralized nature of the loans, any assessment of impairment and ultimate loss given a default on the loans is based upon a consideration of the estimated fair value of the real estate. The Company limits accrued interest income on impaired loans to ninety days of interest. Once accrued interest on the impaired loan is received, interest income is recognized on a cash basis. For information regarding impaired loans, please refer to the following chart as of September 30, 2011:

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income
	(Dollars In Thousands)					
Commercial mortgage loans:						
With no related allowance recorded	\$ 8,155	\$ 9,751	\$ —	\$ 1,165	\$ 35	\$ 101
With an allowance recorded	19,961	19,959	7,600	4,990	167	251

6. GOODWILL

During the nine months ended September 30, 2011, the Company decreased its goodwill balance by approximately \$2.3 million. The decrease was due to adjustments in the Acquisitions segment related to tax benefits realized during 2011 on the portion of tax goodwill in excess of GAAP basis goodwill. As of September 30, 2011, the Company had an aggregate goodwill balance of \$87.6 million.

Accounting for goodwill requires an estimate of the future profitability of the associated lines of business to assess the recoverability of the capitalized acquisition goodwill. The Company evaluates the carrying value of goodwill at the segment (or reporting unit) level at least annually and between annual evaluations if events occur or

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circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Such circumstances could include, but are not limited to: 1) a significant adverse change in legal factors or in business climate, 2) unanticipated competition, or 3) an adverse action or assessment by a regulator. When evaluating whether goodwill is impaired, the Company compared its estimate of the fair value of the reporting unit to which the goodwill is assigned to the reporting unit's carrying amount, including goodwill. The Company utilizes a fair value measurement (which includes a discounted cash flows analysis) to assess the carrying value of the reporting units in consideration of the recoverability of the goodwill balance assigned to each reporting unit as of the measurement date. The Company's material goodwill balances are attributable to certain of its operating segments (which are each considered to be reporting units). The cash flows used to determine the fair value of the Company's reporting units are dependent on a number of significant assumptions. The Company's estimates, which consider a market participant view of fair value, are subject to change given the inherent uncertainty in predicting future results and cash flows, which are impacted by such things as policyholder behavior, competitor pricing, capital limitations, new product introductions, and specific industry and market conditions. Additionally, the discount rate used is based on the Company's judgment of the appropriate rate for each reporting unit based on the relative risk associated with the projected cash flows. As of December 31, 2010, the Company performed its annual evaluation of goodwill and determined that no adjustment to impair goodwill was necessary.

7. DEBT AND OTHER OBLIGATIONS

Non-recourse funding obligations outstanding as of September 30, 2011, on a consolidated basis, are shown in the following table:

Issuer	Balance	Maturity Year	Year-to-Date Weighted-Avg Interest Rate
	(Dollars In Thousands)		
Golden Gate Captive Insurance Company	\$ 800,000	2037	7.97%
Golden Gate II Captive Insurance Company	448,600	2052	1.36%
Total	\$ 1,248,600		

During the nine months ended September 30, 2011, the Company repurchased \$112.2 million of its outstanding non-recourse funding obligations, at a discount. These repurchases resulted in a \$35.5 million pre-tax gain for the Company.

Golden Gate Captive Insurance Company ("Golden Gate"), a South Carolina special purpose financial captive insurance company and wholly owned subsidiary, had three series of Surplus Notes with a total outstanding balance of \$800 million as of September 30, 2011. PLC holds the entire outstanding balance of Surplus Notes. The Series A1 Surplus Notes have a balance of \$400 million and accrue interest at 7.375%, the Series A2 Surplus Notes have a balance of \$100 million and accrue interest at 8%, and the Series A3 Surplus Notes have a balance of \$300 million and accrue interest at 8.45%.

Golden Gate II Captive Insurance Company ("Golden Gate II"), a wholly owned special purpose financial captive insurance company, had \$575 million of non-recourse funding obligations outstanding as of September 30, 2011. These outstanding non-recourse funding obligations were issued to special purpose trusts, which in turn issued securities to third parties. Certain of our affiliates purchased a portion of these securities during 2010 and 2011. As a result of these purchases, as of September 30, 2011, securities related to \$414.8 million of the outstanding balance of the non-recourse funding obligations was held by external parties, securities related to \$33.8 million of the non-recourse funding obligations was held by nonconsolidated affiliates, and \$126.4 million was held by consolidated subsidiaries of the Company.

Under a revolving line of credit arrangement, the Company has the ability to borrow on an unsecured basis up to an aggregate principal amount of \$500 million (the "Credit Facility"). The Company has the right in certain circumstances to request that the commitment under the Credit Facility be increased up to a maximum principal amount of \$600 million. Balances outstanding under the Credit Facility accrue interest at a rate equal to (i) either the prime rate or the London Interbank Offered Rate ("LIBOR"), plus (ii) a spread based on the ratings of PLC's senior unsecured long-term debt. The Credit Agreement provides that we are liable for the full amount of any obligations for borrowings or letters of credit, excluding those of PLC, under the Credit Facility. The maturity date on the Credit Facility is April 16, 2013. The Company did not have an outstanding balance under the Credit Facility as of

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September 30, 2011. PLC had an outstanding balance of \$145.0 million at an interest rate of LIBOR plus 0.40% under the Credit Facility as of September 30, 2011.

The Company has a repurchase program, in which we may, from time to time, sell an investment security at a specific price and agree to repurchase that security at another specified price at a later date. The market value of securities to be repurchased is monitored and collateral levels are adjusted where appropriate to protect the counterparty against credit exposure. Cash received is invested in fixed maturity securities. As of September 30, 2011, the fair value of securities pledged under the repurchase program was \$170.2 million and the repurchase obligation of \$157.1 million was included in other liabilities in the consolidated condensed balance sheets. As of December 31, 2010, the Company did not have a balance for our repurchase program.

8. COMMITMENTS AND CONTINGENCIES

Under insurance guaranty fund laws, in most states insurance companies doing business therein can be assessed up to prescribed limits for policyholder losses incurred by insolvent companies. In addition, from time to time, companies may be asked to contribute amounts beyond prescribed limits. Most insurance guaranty fund laws provide that an assessment may be excused or deferred if it would threaten an insurer's own financial strength. The Company does not believe its insurance guaranty fund assessments will be materially different from amounts already provided for in the financial statements.

A number of civil jury verdicts have been returned against insurers, broker dealers and other providers of financial services involving sales, refund or claims practices, alleged agent misconduct, failure to properly supervise representatives, relationships with agents or persons with whom the insurer does business, and other matters. Often these lawsuits have resulted in the award of substantial judgments that are disproportionate to the actual damages, including material amounts of punitive and non-economic compensatory damages. In some states, juries, judges, and arbitrators have substantial discretion in awarding punitive non-economic compensatory damages which creates the potential for unpredictable material adverse judgments or awards in any given lawsuit or arbitration. Arbitration awards are subject to very limited appellate review. In addition, in some class action and other lawsuits, companies have made material settlement payments. Publicly held companies in general and the financial services and insurance industries in particular are also sometimes the target of law enforcement and regulatory investigations relating to the numerous laws and regulations that govern such companies. Some companies have been the subject of law enforcement or regulatory actions or other actions resulting from such investigations. The Company, in the ordinary course of business, is involved in such matters.

The Company establishes liabilities for litigation and regulatory actions when it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. For matters where a loss is believed to be reasonably possible, but not probable, no liability is established. For such matters, the Company may provide an estimate of the possible loss or range of loss or a statement that such an estimate cannot be made. The Company reviews relevant information with respect to litigation and regulatory matters on a quarterly and annual basis and updates its established liabilities, disclosures and estimates of reasonably possible losses or range of loss based on such reviews.

Although the Company cannot predict the outcome of any litigation or regulatory action, the Company does not believe that any such outcome will have an impact, either individually or in the aggregate, on its financial condition or results of operations that differs materially from the Company's established liabilities. Given the inherent difficulty in predicting the outcome of such matters, however, it is possible that an adverse outcome in certain such matters could be material to the Company's financial condition or results of operations for any particular reporting period.

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9. COMPREHENSIVE INCOME (LOSS)

The following table sets forth the Company's comprehensive income (loss) for the periods presented below:

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
Net income	\$ 88,736	\$ 67,648	\$ 256,543	\$ 184,439
Change in net unrealized (losses) gains on investments, net of income tax: (three months: 2011 - \$239,008; 2010 - \$210,650; nine months: 2011 - \$342,243; 2010 - \$482,972)	443,873	391,216	635,608	896,406
Change in net unrealized (losses) gains relating to other-than-temporary impaired investments for which a portion has been recognized in earnings, net of income tax: (three months: 2011 - \$(532); 2010 - \$19,480; nine months: 2011 - \$(9,568); 2010 - \$9,061)	(987)	36,178	(17,769)	16,826
Change in accumulated gain (loss) - derivative, net of income tax: (three months: 2011 - \$(420); 2010 - \$1,951; nine months: 2011 - \$1,424; 2010 - \$2,145)	(780)	3,581	2,645	3,347
Reclassification adjustment for investment amounts included in net income, net of income tax: (three months: 2011 - \$(3,716); 2010 - \$(3,621); nine months: 2011 - \$(14,108); 2010 - \$1,348)	(6,903)	(6,734)	(26,214)	2,573
Reclassification adjustment for derivative amounts included in net income, net of income tax: (three months: 2011 - \$(355); 2010 - \$(760); nine months: 2011 - \$(478); 2010 - \$(966))	(659)	(1,368)	(887)	(1,738)
Comprehensive income	<u>\$ 523,280</u>	<u>\$ 490,521</u>	<u>\$ 849,926</u>	<u>\$ 1,101,853</u>

10. STOCK-BASED COMPENSATION

During the nine months ended September 30, 2011, 191,000 performance shares with an estimated fair value of \$5.4 million were issued by PLC. The criteria for payment of the 2011 performance awards is based primarily on PLC's average operating return on average equity ("ROE") over a three-year period. If PLC's ROE is below 9.0%, no award is earned. If PLC's ROE is at or above 10.0%, the award maximum is earned. Awards are paid in shares of PLC's common stock. No performance share awards were issued during the nine months ended September 30, 2010.

Additionally, PLC issued 172,000 restricted stock units for the nine months ended September 30, 2011. These awards had a total fair value at grant date of \$4.9 million. Approximately half of these restricted stock units vest in 2014, and the remainder vest in 2015.

Stock appreciation right ("SARs") have been granted to certain officers of PLC and the Company to provide long-term incentive compensation based solely on the performance of PLC's common stock. The SARs are exercisable either five years after the date of grants or in three or four equal annual installments beginning one year after the date of grant (earlier upon the death, disability, or retirement of the officer, or in certain circumstances, of a change in control of PLC) and expire after ten years or upon termination of employment. The SARs activity as well as weighted-average base price is as follows:

	Weighted-Average Base Price per share	No. of SARs
Balance as of December 31, 2010	\$ 21.97	2,324,837
SARs granted	—	—
SARs exercised / forfeited / expired	8.22	46,875
Balance as of September 30, 2011	<u>\$ 22.25</u>	<u>2,277,962</u>

There were no SARs issued for the nine months ended September 30, 2011. PLC will pay an amount in stock equal to the difference between the specified base price of PLC's common stock and the market value at the exercise date for each SAR.

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11. EMPLOYEE BENEFIT PLANS

Components of the net periodic benefit cost of PLC's defined benefit pension plan and unfunded excess benefit plan are as follows:

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
Service cost — benefits earned during the period	\$ 2,194	\$ 2,068	\$ 6,582	\$ 6,204
Interest cost on projected benefit obligation	2,508	2,357	7,524	7,071
Expected return on plan assets	(2,512)	(2,312)	(7,536)	(6,936)
Amortization of prior service cost	(98)	(98)	(294)	(294)
Amortization of actuarial losses	1,388	1,026	4,164	3,078
Total benefit cost	<u>\$ 3,480</u>	<u>\$ 3,041</u>	<u>\$ 10,440</u>	<u>\$ 9,123</u>

During the nine months ended September 30, 2011, PLC contributed \$5.7 million to its defined benefit pension plan for the 2010 plan year and \$4.5 million for the 2011 plan year. In addition, during October of 2011, PLC contributed \$2.2 million to the defined benefit pension plan for the 2011 plan year. PLC will continue to make contributions in future periods as necessary to at least satisfy minimum funding requirements. PLC may also make additional contributions in future periods to maintain an adjusted funding target attainment percentage ("AFTAP") of at least 80%.

In addition to pension benefits, PLC provides life insurance benefits to eligible retirees and limited healthcare benefits to eligible retirees who are not yet eligible for Medicare. For a closed group of retirees over age 65, PLC provides a prescription drug benefit. The cost of these plans for the nine months ended September 30, 2011, was immaterial to PLC's financial statements.

12. INCOME TAXES

There have been no material changes to the balance of unrecognized income tax benefits which impacted earnings for the nine months ended September 30, 2011. Within the next twelve months, the Company does not expect to have any material adjustments to its unrecognized income tax benefits liability with regard to any of the tax jurisdictions in which it conducts its business operations.

The Company has computed its effective income tax rate for the three and nine months ended September 30, 2011 and 2010, based upon its estimate of its annual 2011 and 2010 income. The effective tax rate for the three and nine months ended September 30, 2011 was 32.5% and 34.0%, respectively, and 33.8% and 33.1% for the three and nine months ended September 30, 2010, respectively.

Based on the Company's current assessment of future taxable income, including available tax planning opportunities, the Company anticipates that it is more likely than not that it will generate sufficient taxable income to realize all of its material deferred tax assets. The Company did not record a valuation allowance against its material deferred tax assets as of September 30, 2011.

13. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company determined the fair value of its financial instruments based on the fair value hierarchy established in FASB guidance referenced in the Fair Value Measurements and Disclosures Topic which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company has adopted the provisions from the FASB guidance that is referenced in the Fair Value Measurements and Disclosures Topic for non-financial assets and liabilities (such as property and equipment, goodwill, and other intangible assets) that are required to be measured at fair value on a periodic basis. The effect on the Company's periodic fair value measurements for non-financial assets and liabilities was not material.

The Company has categorized its financial instruments, based on the priority of the inputs to the valuation technique, into a three level hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the

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lowest priority level input that is significant to the fair value measurement of the instrument.

Financial assets and liabilities recorded at fair value on the consolidated condensed balance sheets are categorized as follows:

- **Level 1:** Unadjusted quoted prices for identical assets or liabilities in an active market.
- **Level 2:** Quoted prices in markets that are not active or significant inputs that are observable either directly or indirectly. Level 2 inputs include the following:
 - a) Quoted prices for similar assets or liabilities in active markets
 - b) Quoted prices for identical or similar assets or liabilities in non-active markets
 - c) Inputs other than quoted market prices that are observable
 - d) Inputs that are derived principally from or corroborated by observable market data through correlation or other means.
- **Level 3:** Prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. They reflect management's own assumptions about the assumptions a market participant would use in pricing the asset or liability.

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The following table presents the Company's hierarchy for its assets and liabilities measured at fair value on a recurring basis as of September 30, 2011:

	Level 1	Level 2	Level 3	Total
	(Dollars in Thousands)			
Assets:				
Fixed maturity securities - available-for-sale				
Residential mortgage-backed securities	\$ —	\$ 2,527,314	\$ 7	\$ 2,527,321
Commercial mortgage-backed securities	—	453,968	9,434	463,402
Other asset-backed securities	—	201,918	598,841	800,759
U.S. government-related securities	873,752	447,825	15,000	1,336,577
States, municipals, and political subdivisions	—	1,324,529	—	1,324,529
Other government-related securities	15,011	117,956	—	132,967
Corporate bonds	200	18,123,721	120,602	18,244,523
Total fixed maturity securities - available-for-sale	<u>888,963</u>	<u>23,197,231</u>	<u>743,884</u>	<u>24,830,078</u>
Fixed maturity securities - trading				
Residential mortgage-backed securities	—	359,700	—	359,700
Commercial mortgage-backed securities	—	180,820	—	180,820
Other asset-backed securities	—	24,815	26,263	51,078
U.S. government-related securities	469,399	10,512	3,450	483,361
States, municipals, and political subdivisions	—	230,812	—	230,812
Other government-related securities	—	78,644	—	78,644
Corporate bonds	—	1,572,634	41,226	1,613,860
Total fixed maturity securities - trading	<u>469,399</u>	<u>2,457,937</u>	<u>70,939</u>	<u>2,998,275</u>
Total fixed maturity securities	<u>1,358,362</u>	<u>25,655,168</u>	<u>814,823</u>	<u>27,828,353</u>
Equity securities	205,300	11,553	69,971	286,824
Other long-term investments ⁽¹⁾	91,843	8,696	14,787	115,326
Short-term investments	80,374	—	—	80,374
Total investments	<u>1,735,879</u>	<u>25,675,417</u>	<u>899,581</u>	<u>28,310,877</u>
Cash	257,064	—	—	257,064
Other assets	—	—	—	—
Assets related to separate accounts				
Variable annuity	5,947,391	—	—	5,947,391
Variable universal life	470,283	—	—	470,283
Total assets measured at fair value on a recurring basis	<u>\$ 8,410,617</u>	<u>\$ 25,675,417</u>	<u>\$ 899,581</u>	<u>\$ 34,985,615</u>
Liabilities:				
Annuity account balances ⁽²⁾	\$ —	\$ —	\$ 139,145	\$ 139,145
Other liabilities ⁽¹⁾	<u>50,773</u>	<u>17,959</u>	<u>449,984</u>	<u>518,716</u>
Total liabilities measured at fair value on a recurring basis	<u>\$ 50,773</u>	<u>\$ 17,959</u>	<u>\$ 589,129</u>	<u>\$ 657,861</u>

⁽¹⁾ Includes certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

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The following table presents the Company's hierarchy for its assets and liabilities measured at fair value on a recurring basis as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
	(Dollars in Thousands)			
Assets:				
Fixed maturity securities - available-for-sale				
Residential mortgage-backed securities	\$ —	\$ 2,538,253	\$ 20	\$ 2,538,273
Commercial mortgage-backed securities	—	154,058	19,901	173,959
Other asset-backed securities	—	207,638	641,129	848,767
U.S. government-related securities	1,054,203	104,419	15,109	1,173,731
States, municipals, and political subdivisions	—	963,226	—	963,226
Other government-related securities	14,993	186,214	—	201,207
Corporate bonds	100	15,703,977	64,996	15,769,073
Total fixed maturity securities - available-for-sale	<u>1,069,296</u>	<u>19,857,785</u>	<u>741,155</u>	<u>21,668,236</u>
Fixed maturity securities - trading				
Residential mortgage-backed securities	—	432,015	—	432,015
Commercial mortgage-backed securities	—	137,606	—	137,606
Other asset-backed securities	—	18,415	59,925	78,340
U.S. government-related securities	383,423	11,369	3,442	398,234
States, municipals, and political subdivisions	—	160,539	—	160,539
Other government-related securities	—	126,553	—	126,553
Corporate bonds	—	1,642,664	—	1,642,664
Total fixed maturity securities - trading	<u>383,423</u>	<u>2,529,161</u>	<u>63,367</u>	<u>2,975,951</u>
Total fixed maturity securities	<u>1,452,719</u>	<u>22,386,946</u>	<u>804,522</u>	<u>24,644,187</u>
Equity securities	239,832	10,831	66,592	317,255
Other long-term investments ⁽¹⁾	6,794	3,808	31,765	42,367
Short-term investments	341,217	8,028	—	349,245
Total investments	<u>2,040,562</u>	<u>22,409,613</u>	<u>902,879</u>	<u>25,353,054</u>
Cash	236,998	—	—	236,998
Other assets	—	—	—	—
Assets related to separate accounts				
Variable annuity	5,170,193	—	—	5,170,193
Variable universal life	534,219	—	—	534,219
Total assets measured at fair value on a recurring basis	<u>\$ 7,981,972</u>	<u>\$ 22,409,613</u>	<u>\$ 902,879</u>	<u>\$ 31,294,464</u>
Liabilities:				
Annuity account balances ⁽²⁾	\$ —	\$ —	\$ 143,264	\$ 143,264
Other liabilities ⁽¹⁾	23,995	27,888	190,529	242,412
Total liabilities measured at fair value on a recurring basis	<u>\$ 23,995</u>	<u>\$ 27,888</u>	<u>\$ 333,793</u>	<u>\$ 385,676</u>

⁽¹⁾ Includes certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

Determination of fair values

The valuation methodologies used to determine the fair values of assets and liabilities reflect market participant assumptions and are based on the application of the fair value hierarchy that prioritizes observable market inputs over unobservable inputs. The Company determines the fair values of certain financial assets and financial liabilities based on quoted market prices, where available. The Company also determines certain fair values based on future cash flows discounted at the appropriate current market rate. Fair values reflect adjustments for counterparty credit quality, the Company's credit standing, liquidity, and where appropriate, risk margins on unobservable parameters. The following is a discussion of the methodologies used to determine fair values for the financial instruments as listed in the above table.

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The fair value of fixed maturity, short-term, and equity securities is determined by management after considering one of three primary sources of information: third party pricing services, non-binding independent broker quotations, or pricing matrices. Security pricing is applied using a waterfall approach whereby publicly available prices are first sought from third party pricing services, the remaining unpriced securities are submitted to independent brokers for non-binding prices, or lastly, securities are priced using a pricing matrix. Typical inputs used by these three pricing methods include, but are not limited to: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications. Third party pricing services price over 90% of the Company's fixed maturity securities. Based on the typical trading volumes and the lack of quoted market prices for fixed maturities, third party pricing services derive the majority of security prices from observable market inputs such as recent reported trades for identical or similar securities making adjustments through the reporting date based upon available market observable information outlined above. If there are no recent reported trades, the third party pricing services and brokers may use matrix or model processes to develop a security price where future cash flow expectations are developed based upon collateral performance and discounted at an estimated market rate. Certain securities are priced via independent non-binding broker quotations, which are considered to have no significant unobservable inputs. When using non-binding independent broker quotations, the Company obtains one quote per security, typically from the broker from which we purchased the security. A pricing matrix is used to price securities for which the Company is unable to obtain or effectively rely on either a price from a third party pricing service or an independent broker quotation.

The pricing matrix used by the Company begins with current spread levels to determine the market price for the security. The credit spreads, assigned by brokers, incorporate the issuer's credit rating, liquidity discounts, weighted-average of contracted cash flows, risk premium, if warranted, due to the issuer's industry, and the security's time to maturity. The Company uses credit ratings provided by nationally recognized rating agencies.

For securities that are priced via non-binding independent broker quotations, the Company assesses whether prices received from independent brokers represent a reasonable estimate of fair value through an analysis using internal and external cash flow models developed based on spreads and, when available, market indices. The Company uses a market-based cash flow analysis to validate the reasonableness of prices received from independent brokers. These analytics, which are updated daily, incorporate various metrics (yield curves, credit spreads, prepayment rates, etc.) to determine the valuation of such holdings. As a result of this analysis, if the Company determines there is a more appropriate fair value based upon the analytics, the price received from the independent broker is adjusted accordingly. The Company did not adjust any quotes or prices received from brokers during the nine months ended September 30, 2011.

The Company has analyzed the third party pricing services' valuation methodologies and related inputs and has also evaluated the various types of securities in its investment portfolio to determine an appropriate fair value hierarchy level based upon trading activity and the observability of market inputs that is in accordance with the Fair Value Measurements and Disclosures Topic of the ASC. Based on this evaluation and investment class analysis, each price was classified into Level 1, 2, or 3. Most prices provided by third party pricing services are classified into Level 2 because the significant inputs used in pricing the securities are market observable and the observable inputs are corroborated by the Company. Since the matrix pricing of certain debt securities includes significant non-observable inputs, they are classified as Level 3.

Asset-Backed Securities

This category mainly consists of residential mortgage-backed securities, commercial mortgage-backed securities, and other asset-backed securities (collectively referred to as asset-backed securities or "ABS"). As of September 30, 2011, the Company held \$3.7 billion of ABS classified as Level 2. These securities are priced from information provided by a third party pricing service and independent broker quotes. The third party pricing services and brokers mainly value securities using both a market and income approach to valuation. As part of this valuation process they consider the following characteristics of the item being measured to be relevant inputs: 1) weighted-average coupon rate, 2) weighted-average years to maturity, 3) types of underlying assets, 4) weighted-average coupon rate of the underlying assets, 5) weighted-average years to maturity of the underlying assets, 6) seniority level of the tranches owned, and 7) credit ratings of the securities.

After reviewing these characteristics of the ABS, the third party pricing service and brokers use certain inputs to determine the value of the security. For ABS classified as Level 2, the valuation would consist of predominantly market observable inputs such as, but not limited to: 1) monthly principal and interest payments on

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the underlying assets, 2) average life of the security, 3) prepayment speeds, 4) credit spreads, 5) treasury and swap yield curves, and 6) discount margin.

As of September 30, 2011, the Company held \$634.5 million of Level 3 ABS, which included \$26.3 million of other asset-backed securities classified as trading. These securities are predominantly ARS whose underlying collateral is at least 97% guaranteed by the FFELP. As a result of the ARS market collapse during 2008, the Company prices its ARS using an income approach valuation model. As part of the valuation process the Company reviews the following characteristics of the ARS in determining the relevant inputs: 1) weighted-average coupon rate, 2) weighted-average years to maturity, 3) types of underlying assets, 4) weighted-average coupon rate of the underlying assets, 5) weighted-average years to maturity of the underlying assets, 6) seniority level of the tranches owned, and 7) credit ratings of the securities.

The fair value calculation of available-for-sale ABSs classified as Level 3 had, but were not limited to, the following inputs:

Investment grade credit rating	100.0%
Weighted-average yield	1.5%
Par Value	\$667.7 million
Weighted-average life	12.0 years

Corporate bonds, U.S. Government-related securities, States, municipals, and political subdivisions, and Other government related securities

As of September 30, 2011, the Company classified approximately \$21.9 billion of corporate bonds, U.S. government-related securities, states, municipals, and political subdivisions, and other government-related securities as Level 2. The fair value of the Level 2 bonds and securities is predominantly priced by broker quotes and a third party pricing service. The Company has reviewed the valuation techniques of the brokers and third party pricing service and has determined that such techniques used Level 2 market observable inputs. The following characteristics of the bonds and securities are considered to be the primary relevant inputs to the valuation: 1) weighted-average coupon rate, 2) weighted-average years to maturity, 3) seniority, and 4) credit ratings.

The brokers and third party pricing service utilize a valuation model that consists of a hybrid income and market approach to valuation. The pricing model utilizes the following inputs: 1) principal and interest payments, 2) treasury yield curve, 3) credit spreads from new issue and secondary trading markets, 4) dealer quotes with adjustments for issues with early redemption features, 5) liquidity premiums present on private placements, and 6) discount margins from dealers in the new issue market.

As of September 30, 2011, the Company classified approximately \$180.3 million of bonds and securities as Level 3 valuations. The fair value of the Level 3 bonds and securities are derived from an internal pricing model that utilizes a hybrid market/income approach to valuation. The Company reviews the following characteristics of the bonds and securities to determine the relevant inputs to use in the pricing model: 1) coupon rate, 2) years to maturity, 3) seniority, 4) embedded options, 5) trading volume, and 6) credit ratings.

Level 3 bonds and securities primarily represent investments in illiquid bonds for which no price is readily available. To determine a price, the Company uses a discounted cash flow model with both observable and unobservable inputs. These inputs are entered into an industry standard pricing model to determine the final price of the security. These inputs include: 1) principal and interest payments, 2) coupon rate, 3) sector and issuer level spreads, 4) underlying collateral, 5) credit ratings, 6) maturity, 7) embedded options, 8) recent new issuance, 9) comparative bond analysis, and 10) an illiquidity premium.

The fair value calculation of bonds and securities classified as Level 3 had, but were not limited to, the following weighted-average inputs:

Investment grade credit rating	69.8%
Weighted-average market yield	4.4%
Weighted-average coupon	4.6%
Par Value	\$193.3 million
Weighted-average stated maturity	5.7 years

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Equities

As of September 30, 2011, the Company held approximately \$81.5 million of equity securities classified as Level 2 and Level 3. Of this total, \$64.6 million represents Federal Home Loan Bank ("FHLB") stock. The Company believes that the cost of the FHLB stock approximates fair value. The remainder of these equity securities is primarily made up of holdings we have obtained through bankruptcy proceedings or debt restructurings.

Other long-term investments and Other liabilities

Other long-term investments and other liabilities consist entirely of free standing and embedded derivative instruments. Refer to Note 14, *Derivative Financial Instruments* for additional information related to derivatives. Derivative instruments are valued using exchange prices, independent broker quotations, or pricing valuation models, which utilize market data inputs. Excluding embedded derivatives, as of September 30, 2011, 82.1% of derivatives based upon notional values were priced using exchange prices or independent broker quotations. The remaining derivatives were priced by pricing valuation models, which predominantly utilize observable market data inputs. Inputs used to value derivatives include, but are not limited to, interest swap rates, credit spreads, interest and equity volatility, equity index levels, and treasury rates. The Company performs a monthly analysis on derivative valuations that includes both quantitative and qualitative analyses.

Derivative instruments classified as Level 1 include futures, credit default swaps, and certain options, which are traded on active exchange markets.

Derivative instruments classified as Level 2 primarily include interest rate, inflation, and currency exchange swaps. These derivative valuations are determined using independent broker quotations, which are corroborated with observable market inputs.

Derivative instruments classified as Level 3 include at least one non-observable significant input. A derivative instrument containing Level 1 and Level 2 inputs will be classified as a Level 3 financial instrument in its entirety if it has at least one significant Level 3 input.

The Company utilizes derivative instruments to manage the risk associated with certain assets and liabilities. However, the derivative instruments may not be classified within the same fair value hierarchy level as the associated assets and liabilities. Therefore, the changes in fair value on derivatives reported in Level 3 may not reflect the offsetting impact of the changes in fair value of the associated assets and liabilities.

The guaranteed minimum withdrawal benefits ("GMWB") embedded derivative is carried at fair value in "other assets" and "other liabilities" on the Company's consolidated condensed balance sheet. The changes in fair value are recorded in earnings as "Realized investment gains (losses) — derivative financial instruments" refer to Note 14, *Derivative Financial Instruments* for more information related to GMWB embedded derivative gains and losses. The fair value of the GMWB embedded derivative is derived through the income method of valuation using a valuation model that projects future cash flows using multiple risk neutral stochastic equity scenarios and policyholder behavior assumptions. The risk neutral scenarios are generated using the current swap curve and projected equity volatilities and correlations. The projected equity volatilities are based on a blend of historical volatility and near-term equity market implied volatilities. The equity correlations are based on historical price observations. For policyholder behavior assumptions, expected lapse and utilization assumptions are used and updated for actual experience, as necessary. The Company assumes mortality of 65% of the National Association of Insurance Commissioners 1994 Variable Annuity GMDB Mortality Table. The present value of the cash flows is found using the discount rate curve, which is London Interbank Offered Rate ("LIBOR") plus a credit spread (to represent the Company's non-performance risk). As a result of using significant unobservable inputs, the GMWB embedded derivative is categorized as Level 3. These assumptions are reviewed on a quarterly basis.

The Company has ceded certain blocks of policies under modified coinsurance agreements in which the investment results of the underlying portfolios are passed directly to the reinsurers. As a result, these agreements are deemed to contain embedded derivatives that must be reported at fair value. Changes in fair value of the embedded derivatives are reported in earnings. The investments supporting these agreements are designated as "trading securities" therefore changes in fair value of such investments are reported in earnings. The fair value of the embedded derivatives represents the unrealized gain or loss on the block of business in relation to the unrealized gain or loss of the trading securities. As a result, changes in fair value of the embedded derivatives reported in earnings are largely offset by the changes in fair value of the investments.

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Annuity account balances

The equity indexed annuity ("EIA") model calculates the present value of future benefit cash flows less the projected future profits to quantify the net liability that is held as a reserve. This calculation is done using multiple risk neutral stochastic equity scenarios. The cash flows are discounted using LIBOR plus a credit spread. Best estimate assumptions are used for partial withdrawals, lapses, expenses and asset earned rate with a risk margin applied to each. These assumptions are reviewed annually as a part of the formal unlocking process. If an event were to occur within a quarter that would make the assumptions unreasonable, the assumptions would be reviewed within the quarter.

Included in the chart below, are current key assumptions which include risk margins for the Company.

Asset Earned Rate	5.89%
Admin Expense per Policy	\$78 to \$93 per policy
Partial Withdrawal Rate (for ages less than 70)	2.20%
Partial Withdrawal Rate (for ages 70 and greater)	2.20%
Mortality	65% of 94 GMDB table
Lapse	2.2% to 55% depending on the surrender charge period
Return on Assets	1.5% to 1.85% depending on the guarantee period

The discount rate for the equity indexed annuities is based on an upward sloping rate curve which is updated each quarter. The discount rates for September 30, 2011, ranged from a one month rate of 1.86%, a 5 year rate of 3.65%, and a 30 year rate of 5.15%.

Separate Accounts

Separate account assets are invested in open-ended mutual funds and are included in Level 1.

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The following table presents a reconciliation of the beginning and ending balances for fair value measurements for the three months ended September 30, 2011, for which the Company has used significant unobservable inputs (Level 3):

	Total Realized and Unrealized Gains		Total Realized and Unrealized Losses		Purchases	Sales	Issuances	Settlements	Transfers in/out of		Ending Balance	Total Gains (losses) included in Earnings related to Instruments still held at the Reporting Date
	Beginning Balance	Included in Earnings	Included in Other Comprehensive Income	Included in Earnings					Included in Other Comprehensive Income	Level 3		
(Dollars In Thousands)												
Assets:												
Fixed maturity securities available-for-sale												
Residential mortgage-backed securities			\$ 7	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7	\$ —
Commercial mortgage-backed securities									9,434		9,434	
Other asset-backed securities		637,746		1,478		(40,295)				(88)	598,841	
U.S. government-related securities		15,000				(3)				3	15,000	
States, municipals, and political subdivisions												
Other government-related securities												
Corporate bonds		117,989		3,388		(100)		(675)			120,602	
Total fixed maturity securities - available-for-sale		770,742		4,866		(40,398)		(675)		9,434	(85)	743,884
Fixed maturity securities - trading												
Residential mortgage-backed securities												
Commercial mortgage-backed securities												
Other asset-backed securities		41,093	28		(918)			(14,590)			650	26,263 (734)
U.S. government-related securities		3,512			(60)						(2)	3,450 (60)
States, municipals and political subdivisions												
Other government-related securities												
Corporate bonds		42,041			(825)			(71)			81	41,226 (825)
Total fixed maturity securities - trading		86,646	28		(1,803)			(14,661)			729	70,939 (1,619)
Total fixed maturity securities		857,388	28	4,866	(1,803)	(40,398)		(15,336)		9,434	644	814,823 (1,619)
Equity securities		70,276				(305)						69,971
Other long-term investments ⁽¹⁾		33,781			(18,994)							14,787 (18,994)
Short-term investments												
Total investments		961,445	28	4,866	(20,797)	(40,703)		(15,336)		9,434	644	899,581 (20,613)
Total assets measured at fair value on a recurring basis		\$ 961,445	\$ 28	\$ 4,866	\$ (20,797)	\$ (40,703)	\$ —	\$ (15,336)	\$ —	\$ 9,434	\$ 644	\$ 899,581 (20,613)
Liabilities:												
Annuity account balances ⁽²⁾		\$ 142,470	\$ —	\$ —	\$ 22	\$ —	\$ —	\$ —	\$ 161	\$ 3,508	\$ —	\$ 139,145
Other liabilities ⁽¹⁾		213,659			237,130			805				449,984 (237,130)
Total liabilities measured at fair value on a recurring basis		\$ 356,129	\$ —	\$ —	\$ 237,152	\$ —	\$ —	\$ 805	\$ 161	\$ 3,508	\$ —	\$ 589,129 (237,130)

⁽¹⁾ Represents certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

For the three months ended September 30, 2011, \$9.4 million of securities were transferred into Level 3. This amount was transferred from Level 2. These transfers resulted from securities that were priced by independent pricing services or brokers in previous quarters, using no significant unobservable inputs, but were priced internally using significant unobservable inputs where market observable inputs were no longer available as of September 30, 2011.

For the three months ended September 30, 2011, there were no securities transferred out of Level 3.

For the three months ended September 30, 2011, there were no transfers from Level 2 to Level 1.

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The following table presents a reconciliation of the beginning and ending balances for fair value measurements for the three months ended September 30, 2010, for which the Company has used significant unobservable inputs (Level 3):

	Total Realized and Unrealized Gains (losses)					Ending Balance	Total Gains (losses) included in Earnings related to Instruments still held at the Reporting Date
	Beginning Balance	Included in Earnings	Included in Other Comprehensive Income	Purchases, Issuances, and Settlements (net)	Transfers in and/or out of Level 3		
Assets:							
Fixed maturity securities - available-for-sale							
Residential mortgage-backed securities	\$ 21	\$ —	\$ —	\$ (1)	\$ —	\$ 20	\$ —
Commercial mortgage-backed securities	39,952	—	1,932	(85)	(21,633)	20,166	—
Other asset-backed securities	597,291	—	4,923	5	—	602,219	—
U.S. government-related securities	15,149	—	(29)	3	—	15,123	—
States, municipals, and political subdivisions	—	—	—	—	—	—	—
Other government-related securities	—	—	—	—	—	—	—
Corporate bonds	108,340	—	5,289	19,221	7,414	140,264	—
Total fixed maturity securities - available-for-sale	760,753	—	12,115	19,143	(14,219)	777,792	—
Fixed maturity securities - trading							
Residential mortgage-backed securities	—	—	—	—	—	—	—
Commercial mortgage-backed securities	—	—	—	—	—	—	—
Other asset-backed securities	61,137	905	—	714	—	62,756	643
U.S. government-related securities	3,562	126	—	(2)	—	3,686	126
States, municipals and political subdivisions	—	—	—	—	—	—	—
Other government-related securities	—	—	—	—	—	—	—
Corporate bonds	43	—	—	—	4,489	4,532	616
Total fixed maturity securities - trading	64,742	1,031	—	712	4,489	70,974	1,385
Total fixed maturity securities	825,495	1,031	12,115	19,855	(9,730)	848,766	1,385
Equity securities	62,632	1,225	1,171	—	5,985	71,013	1,224
Other long-term investments ⁽¹⁾	19,531	1,387	—	—	—	20,918	1,387
Short-term investments	—	—	—	—	—	—	—
Total investments	907,658	3,643	13,286	19,855	(3,745)	940,697	3,996
Total assets measured at fair value on a recurring basis	\$ 907,658	\$ 3,643	\$ 13,286	\$ 19,855	\$ (3,745)	\$ 940,697	\$ 3,996
Liabilities:							
Annuity account balances ⁽²⁾	\$ 149,440	\$ 2,578	\$ —	\$ 2,696	\$ —	\$ 144,166	\$ —
Other liabilities ⁽¹⁾	233,197	(106,384)	—	—	—	339,581	(106,384)
Total liabilities measured at fair value on a recurring basis	\$ 382,637	\$ (103,806)	\$ —	\$ 2,696	\$ —	\$ 483,747	\$ (106,384)

⁽¹⁾ Represents certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

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The following table presents a reconciliation of the beginning and ending balances for fair value measurements for the nine months ended September 30, 2011, for which the Company has used significant unobservable inputs (Level 3):

	Total Realized and Unrealized Gains		Total Realized and Unrealized Losses		Purchases	Sales	Issuances	Settlements	Transfers in/out of Level 3		Ending Balance	Total Gains (losses) included in Earnings related to Instruments still held at the Reporting Date
	Beginning Balance	Included in Earnings	Included in Comprehensive Income	Included in Earnings					Included in Comprehensive Income	Other		
(Dollars In Thousands)												
Assets:												
Fixed maturity securities available-for-sale												
Residential mortgage-backed securities		\$ 20	\$ —	\$ 12	\$ (4)	\$ —	\$ —	\$ (12)	\$ —	\$ —	\$ (9)	\$ 7
Commercial mortgage-backed securities	19,901	—	147	—	—	—	(103)	—	—	(10,511)	—	9,434
Other asset-backed securities	641,129	1,786	3,637	(2,133)	(45,441)	118,598	(118,598)	—	—	—	(137)	598,841
U.S. government-related securities	15,109	—	—	—	(119)	—	—	—	—	—	10	15,000
States, municipals, and political subdivisions	—	—	—	—	—	—	—	—	—	—	—	—
Other government-related securities	—	—	—	—	—	—	—	—	—	—	—	—
Corporate bonds	64,996	—	4,873	—	(1,055)	40,000	(2,797)	—	—	14,585	—	120,602
Total fixed maturity securities - available-for-sale	741,155	1,786	8,669	(2,137)	(46,615)	158,598	(121,510)	—	—	4,065	(127)	743,884
Fixed maturity securities - trading												
Residential mortgage-backed securities	—	—	—	—	—	—	—	—	—	—	—	—
Commercial mortgage-backed securities	—	—	—	—	—	—	—	—	—	—	—	—
Other asset-backed securities	59,925	1,180	—	(2,230)	—	3,793	(38,543)	—	—	—	2,138	26,263 (656)
U.S. government-related securities	3,442	130	—	(117)	—	—	—	—	—	—	(5)	3,450 14
States, municipals and political subdivisions	—	—	—	—	—	—	—	—	—	—	—	—
Other government-related securities	—	—	—	—	—	—	—	—	—	—	—	—
Corporate bonds	—	—	—	(825)	—	—	(71)	—	—	42,041	81	41,226 (451)
Total fixed maturity securities - trading	63,367	1,310	—	(3,172)	—	3,793	(38,614)	—	—	42,041	2,214	70,939 (1,093)
Total fixed maturity securities	804,522	3,096	8,669	(5,309)	(46,615)	162,391	(160,124)	—	—	46,106	2,087	814,823 (1,093)
Equity securities	66,592	49	445	—	(1,049)	3,962	(49)	—	—	21	—	69,971 —
Other long-term investments ⁽¹⁾	31,765	—	—	(16,978)	—	—	—	—	—	—	—	14,787 (16,978)
Short-term investments	—	—	—	—	—	—	—	—	—	—	—	—
Total investments	902,879	3,145	9,114	(22,287)	(47,664)	166,353	(160,173)	—	—	46,127	2,087	899,581 (18,071)
Total assets measured at fair value on a recurring basis	\$ 902,879	\$ 3,145	\$ 9,114	\$ (22,287)	\$ (47,664)	\$ 166,353	\$ (160,173)	\$ —	\$ —	\$ 46,127	\$ 2,087	\$ 899,581 (18,071)
Liabilities:												
Annuity account balances ⁽²⁾	\$ 143,264	\$ —	\$ —	\$ 4,257	\$ —	\$ —	\$ —	\$ 475	\$ 8,851	\$ —	\$ —	\$ 139,145 \$ —
Other liabilities ⁽¹⁾	190,529	—	—	262,128	—	—	2,673	—	—	—	—	449,984 (262,128)
Total liabilities measured at fair value on a recurring basis	\$ 333,793	\$ —	\$ —	\$ 266,385	\$ —	\$ —	\$ 2,673	\$ 475	\$ 8,851	\$ —	\$ —	\$ 589,129 (262,128)

⁽¹⁾ Represents certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

For the nine months ended September 30, 2011, \$66.1 million of securities were transferred into Level 3. This amount was transferred almost entirely from Level 2. These transfers resulted from securities that were priced by independent pricing services or brokers in previous quarters, using no significant unobservable inputs, but were priced internally using significant unobservable inputs where market observable inputs were no longer available as of September 30, 2011.

For the nine months ended September 30, 2011, \$20.0 million of securities were transferred out of Level 3. This amount was transferred almost entirely to Level 2. These transfers resulted from securities that were previously valued using an internal model that utilized significant unobservable inputs but were valued internally or by independent pricing services or brokers, utilizing no significant unobservable inputs, as of September 30, 2011. All transfers are recognized as of the end of the reporting period.

For the nine months ended September 30, 2011, there were no transfers from Level 2 to Level 1.

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The following table presents a reconciliation of the beginning and ending balances for fair value measurements for the nine months ended September 30, 2010, for which the Company has used significant unobservable inputs (Level 3):

	Total Realized and Unrealized Gains (losses)					Ending Balance	Total Gains (losses) included in Earnings related to Instruments still held at the Reporting Date
	Beginning Balance	Included in Earnings	Included in Other Comprehensive Income	Purchases, Issuances, and Settlements (net)	Transfers in and/or out of Level 3		
(Dollars In Thousands)							
Assets:							
Fixed maturity securities - available-for-sale							
Residential mortgage-backed securities	\$ 23	\$ 4	\$ —	\$ (7)	\$ —	\$ 20	\$ —
Commercial mortgage-backed securities	844,535	—	40,213	(842,949) ⁽³⁾	(21,633)	20,166	—
Other asset-backed securities	693,930	5,868	1,227	(89,468)	(9,338)	602,219	—
U.S. government-related securities	15,102	—	11	10	—	15,123	—
States, municipals, and political subdivisions	—	—	—	—	—	—	—
Other government-related securities	—	—	—	—	—	—	—
Corporate bonds	86,292	—	8,454	37,954	7,564	140,264	—
Total fixed maturity securities - available-for-sale	1,639,882	5,872	49,905	(894,460)	(23,407)	777,792	—
Fixed maturity securities - trading							
Residential mortgage-backed securities	7,244	(1)	—	(3,855)	(3,388)	—	—
Commercial mortgage-backed securities	—	—	—	—	—	—	—
Other asset-backed securities	47,509	150	—	15,097	—	62,756	(377)
U.S. government-related securities	3,310	381	—	(5)	—	3,686	381
States, municipals and political subdivisions	4,994	77	—	—	(5,071)	—	—
Other government-related securities	41,965	1,058	—	(47)	(42,976)	—	—
Corporate bonds	67	323	—	26,786	(22,644)	4,532	616
Total fixed maturity securities - trading	105,089	1,988	—	37,976	(74,079)	70,974	620
Total fixed maturity securities	1,744,971	7,860	49,905	(856,484)	(97,486)	848,766	620
Equity securities	60,203	1,229	1,171	2,425	5,985	71,013	1,224
Other long-term investments ⁽¹⁾	28,025	(7,107)	—	—	—	20,918	(7,107)
Short-term investments	—	—	—	—	—	—	—
Total investments	1,833,199	1,982	51,076	(854,059)	(91,501)	940,697	(5,263)
Total assets measured at fair value on a recurring basis	\$ 1,833,199	\$ 1,982	\$ 51,076	\$ (854,059)	\$ (91,501)	\$ 940,697	\$ (5,263)
Liabilities:							
Annuity account balances ⁽²⁾	\$ 149,893	\$ (263)	\$ —	\$ 5,990	\$ —	\$ 144,166	\$ —
Other liabilities ⁽¹⁾	105,838	(233,743)	—	—	—	339,581	(233,743)
Total liabilities measured at fair value on a recurring basis	\$ 255,731	\$ (234,006)	\$ —	\$ 5,990	\$ —	\$ 483,747	\$ (233,743)

⁽¹⁾ Represents certain freestanding and embedded derivatives.

⁽²⁾ Represents liabilities related to equity indexed annuities.

⁽³⁾ Represents mortgage loan held by the trusts that have been consolidated upon the adoption of ASU No. 2009-17.

Total realized and unrealized gains (losses) on Level 3 assets and liabilities are primarily reported in either realized investment gains (losses) within the consolidated statements of income (loss) or other comprehensive income (loss) within shareholders' equity based on the appropriate accounting treatment for the item.

Purchases, sales, issuances, and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily relates to purchases and sales of fixed maturity securities and issuances and settlements of equity indexed annuities.

The Company reviews the fair value hierarchy classifications each reporting period. Changes in the observability of the valuation attributes may result in a reclassification of certain financial assets or liabilities. Such reclassifications are reported as transfers in and out of Level 3 at the beginning fair value for the reporting period in which the changes occur. The asset transfers in the table(s) above primarily related to positions moved from Level 3 to Level 2 as the Company determined that certain inputs were observable.

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The amount of total gains (losses) for assets and liabilities still held as of the reporting date primarily represents changes in fair value of trading securities and certain derivatives that exist as of the reporting date and the change in fair value of equity indexed annuities.

Estimated Fair Value of Financial Instruments

The carrying amounts and estimated fair values of the Company's financial instruments as of the periods shown below are as follows:

	As of			
	September 30, 2011		December 31, 2010	
	Carrying Amounts	Fair Values	Carrying Amounts	Fair Values
	(Dollars In Thousands)			
Assets:				
Mortgage loans on real estate	\$ 5,375,604	\$ 6,265,811	\$ 4,883,400	\$ 5,326,037
Policy loans	880,203	880,203	793,448	793,448
Liabilities:				
Stable value product account balances	\$ 2,827,862	\$ 2,923,560	\$ 3,076,233	\$ 3,163,902
Annuity account balances	10,975,016	10,836,441	10,591,605	10,451,526
Mortgage loan backed certificates	32,471	32,877	61,678	63,127
Non-recourse funding obligations	1,248,600	1,076,456	1,360,800	1,210,894

Except as noted below, fair values were estimated using quoted market prices.

Fair Value Measurements

Mortgage loans on real estate

The Company estimates the fair value of mortgage loans using an internally developed model. This model includes inputs derived by the Company based on assumed discount rates relative to the Company's current mortgage loan lending rate and an expected cash flow analysis based on a review of the mortgage loan terms. The model also contains the Company's determined representative risk adjustment assumptions related to nonperformance and liquidity risks.

Policy loans

The Company believes the fair value of policy loans approximates book value. Policy loans are funds provided to policy holders in return for a claim on the policy. The funds provided are limited to the cash surrender value of the underlying policy. The nature of policy loans is to have a negligible default risk as the loans are fully collateralized by the value of the policy. Policy loans do not have a stated maturity and the balances and accrued interest are repaid either by the policyholder or with proceeds from the policy. Due to the collateralized nature of policy loans and unpredictable timing of repayments, the Company believes the fair value of policy loans approximates carrying value.

Stable value product and Annuity account balances

The Company estimates the fair value of stable value product account balances and annuity account balances using models based on discounted expected cash flows. The discount rates used in the models were based on a current market rate for similar financial instruments.

Non-recourse funding obligations

As of September 30, 2011, the Company estimated the fair value of its non-recourse funding obligations using internal discounted cash flow models. The discount rates used in the model were based on a current market yield for similar financial instruments.

14. DERIVATIVE FINANCIAL INSTRUMENTS

Types of Derivative Instruments and Derivative Strategies

The Company utilizes a risk management strategy that incorporates the use of derivative financial instruments to reduce exposure to interest rate risk, inflation risk, currency exchange risk, volatility risk, and equity market risk. These strategies are developed through the Company's analysis of data from financial simulation models and other internal and industry sources, and are then incorporated into the Company's risk management program.

Derivative instruments expose the Company to credit and market risk and could result in material changes from period to period. The Company attempts to minimize its credit risk by entering into transactions with highly rated counterparties. The Company manages the market risk by establishing and monitoring limits as to the types and degrees of risk that may be undertaken. The Company monitors its use of derivatives in connection with its overall asset/liability management programs and risk management strategies. In addition, all derivative programs are monitored by our risk management department.

Derivatives Related to Interest Rate Risk Management

Derivative instruments that are used as part of the Company's interest rate risk management strategy include interest rate swaps, interest rate futures, interest rate options, and interest rate caps. The Company's inflation risk management strategy involves the use of swaps that requires the Company to pay a fixed rate and receive a floating rate that is based on changes in the Consumer Price Index ("CPI").

Derivatives Related to Risk Mitigation of Variable Annuity Contracts

The Company uses the following types of derivative contracts to mitigate its exposure to certain guaranteed benefits related to variable annuity contracts:

- Foreign Currency Futures
- Variance Swaps
- Interest Rate Futures
- Equity Options
- Equity Futures
- Credit Derivatives

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The Company has sold credit protection under single name credit default swaps and credit default swap indices for which it receives a premium to insure credit risk. Such credit derivatives are a part of the Company's program to mitigate risks related to certain minimum guaranteed benefits of variable annuity contracts and are designed to offset some portion of the Company's nonperformance risk. The Company will only make a payment in the event there is a credit event. A credit event payment will typically be equal to the notional value of the swap contract less an auction-determined recovery rate, to the percentage extent described. A credit event is generally defined to include material default, bankruptcy, or debt restructuring. The Company's maximum amount at risk, assuming the value of all referenced credit obligations is zero, equals the notional value of the credit default swaps.

The following table includes the estimated fair value, maximum amount of future payments, and the maturity dates of written credit default swaps, segregated by counterparty exposure:

<u>Maturity</u>	<u>Reason for entering</u>	<u>Nature of recourse</u>	<u>Number of instruments</u>	<u>Fair Value⁽³⁾</u> (Dollars In Thousands)	<u>Upfront fee received</u>	<u>Unrealized gain (loss)</u>	<u>Maximum potential payout⁽⁴⁾</u>
12/20/21	(1)	(2)	3	(35,883)	29,515	(6,368)	700,000 ⁽⁵⁾
12/20/21	(1)	(2)	1	(9,934)	8,153	(1,781)	200,000
12/20/21	(1)	(2)	1	(4,823)	4,990	167	100,000
			<u>5</u>	<u>(50,640)</u>	<u>42,658</u>	<u>(7,982)</u>	<u>1,000,000</u>

- (1) The Company wrote these positions to mitigate the Company's non-performance risk related to certain guaranteed minimum withdrawal benefits within its variable annuity products.
- (2) The Company does not have the right to demand indemnification or compensation from third parties in the case of a loss (payment) on the contract.
- (3) Broker quotes are used to determine the market value of credit derivatives.
- (4) The underlying reference entity is the Markit CDX North America Investment Grade Index, Series 17, which is comprised of 125 equally weighted credit default swaps on investment grade entities. The maximum potential payout assumes the recovery value on each investment grade entity is zero.
- (5) The Company has posted \$20 million of collateral with this counterparty for over-the-counter derivative positions.

The following table includes the credit ratings of the underlying entities that make up the index as of September 30, 2011:

<u>Rating</u>	<u>Credit rating of underlying index</u>
AA	4.0%
A	34.0
BBB	62.0
	<u>100.0%</u>

Accounting for Derivative Instruments

The Company records its derivative instruments in the consolidated balance sheet in "other long-term investments" and "other liabilities" in accordance with GAAP, which requires that all derivative instruments be recognized in the balance sheet at fair value. The accounting for changes in fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship and further, on the type of hedging relationship in accordance with GAAP.

For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge, or a hedge related to foreign currency exposure. For derivatives that are designated and qualify as cash flow hedges, the effective portion of the gain or loss realized on the derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same period during which the hedged transaction impacts earnings. The remaining gain or loss on these derivatives is recognized as ineffectiveness in current earnings during the period of the change. For derivatives that are designated and qualify as fair value hedges, the gain or loss on the derivative instrument as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings during the period of change in fair values. Effectiveness of the Company's hedge relationships is assessed on a quarterly basis.

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The Company accounts for changes in fair values of derivatives that are not part of a qualifying hedge relationship through earnings in the period of change. Changes in the fair value of derivatives that are recognized in current earnings are reported in "realized investment gains (losses)—derivative financial instruments".

Derivative Instruments Designated and Qualify as Hedging Instruments

Cash-Flow Hedges

- In connection with the issuance of inflation adjusted funding agreements, the Company has entered into swaps to convert the floating CPI-linked interest rate on the contracts to a fixed rate. The Company paid a fixed rate on the swap and received a floating rate equal to the CPI change paid on the funding agreements.
- The Company has entered into an interest rate swap to convert LIBOR based floating rate interest payments on funding agreement to fixed rate interest payments.

Derivative Instruments Not Designated and Not Qualifying as Hedging Instruments

The Company also uses various other derivative instruments for risk management purposes that either do not qualify for hedge accounting treatment or have not currently been designated by the Company for hedge accounting treatment. Changes in the fair value of these derivatives are recognized in earnings during the period of change.

Derivatives related to variable annuity contracts

- The Company uses equity, interest rate, and currency futures to mitigate the interest rate risk related to certain guaranteed minimum benefits within our variable annuity products. In general, the cost of such benefits varies with the level of equity and interest rate markets and overall volatility. The equity futures resulted in a net pre-tax gain of \$11.5 million and a pre-tax loss of \$7.8 million, interest rate futures resulted in pre-tax gains of \$144.2 million and \$147.6 million, and currency futures resulted in net pre-tax gains of \$2.4 million and \$2.2 million, for the three and nine months ended September 30, 2011, respectively.
- The Company uses equity options, volatility swaps, and interest rate swaps to mitigate the risk related to certain guaranteed minimum benefits, including guaranteed minimum withdrawal benefits, within our variable annuity products. In general, the cost of such benefits varies with the level of equity and interest rate markets and overall volatility. The equity options resulted in net pre-tax gains of \$30.1 million and \$22.8 million, the volatility swaps resulted in net pre-tax gains of \$3.5 million and a loss of \$0.2 million, and the interest rate swaps resulted in a net pre-tax gain of \$5.8 million and \$5.8 million for the three and nine months ended September 30, 2011, respectively. Such positions were not held during the nine months ended September 30, 2010.
- The Company entered into credit default swaps to partially mitigate the Company's non-performance risk related to certain guaranteed minimum withdrawal benefits within our variable annuity products. The Company reported net pre-tax losses of \$24.0 million and \$23.0 million for the three and nine months ended September 30, 2011 related to credit default swaps from the change in swaps' fair value premium income and a realized loss on terminated contracts of \$17.6 million.
- The Company markets certain variable annuity products with a GMWB rider. The GMWB component is considered an embedded derivative, not considered to be clearly and closely related to the host contract. The Company recognized pre-tax losses of \$150.1 million and \$147.6 million for the three and nine months ended September 30, 2011, and pre-tax losses of \$19.1 million and \$59.3 million for the three and nine months ended September 30, 2010, respectively, related to these embedded derivatives.

Other Derivatives

- The Company uses certain interest rate swaps to mitigate the price volatility of fixed maturities. The Company recognized pre-tax losses of \$8.2 million and \$10.6 million on interest rate swaps for the three and nine months ended September 30, 2011 and pre-tax losses of \$4.7 million and \$13.5 million on interest rate swaps for the three and nine months ended September 30, 2010, respectively.

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- The Company purchased interest rate caps in the three months ended September 30, 2011. These caps mitigate the Company's credit risk with respect to its holding of the debt of certain European banks. These banks in turn hold sovereign debt of certain European governments. These caps resulted in net pre-tax losses of \$2.6 million for the three and nine months ended September 30, 2011.
- The Company has an interest rate floor agreement and a yearly renewable term ("YRT") premium support arrangement with PLC. The Company recognized an immaterial gain for the three months ended September 30, 2011 and a pre-tax loss of \$0.4 million for the nine months ended September 30, 2011, related to the interest rate floor agreement. There are no YRT premium support arrangement gains or losses for the three and nine months ended September 30, 2011.
- The Company uses other types of derivatives to manage risk related to other exposures. The Company recognized pre-tax losses of \$0.6 million for the three and nine months ended September 30, 2011. The Company recognized losses of \$0.4 million for the three months ended September 30, 2010 and pre-tax gains of \$0.4 million for the nine months ended September 30, 2010.
- The Company is involved in various modified coinsurance and funds withheld arrangements which contain embedded derivatives that must be reported at fair value. Changes in fair value are recorded in current period earnings. The investment portfolios that support the related modified coinsurance reserves and funds withheld arrangements had mark-to-market changes which substantially offset the gains or losses on these embedded derivatives. The Company recognized pre-tax losses of \$109.5 million and \$130.9 million for the three and nine months ended September 30, 2011 and pre-tax losses of \$85.5 million and \$179.7 million for the three and nine months ended September 30, 2010, respectively.

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The tables below present information about the nature and accounting treatment of the Company's primary derivative financial instruments and the location in and effect on the consolidated condensed financial statements for the periods presented below:

	As of September 30, 2011		As of December 31, 2010	
	Notional Amount	Fair Value	Notional Amount	Fair Value
(Dollars In Thousands)				
Other long-term investments				
Cash flow hedges:				
Inflation	\$ 12,084	\$ 3	\$ —	\$ —
Derivatives not designated as hedging instruments:				
Interest rate swaps	100,000	5,808	25,000	3,808
Interest rate floors/YRT premium support arrangements	752,482	6,300	770,261	6,700
Embedded derivative - Modco reinsurance treaties	29,964	2,173	29,563	2,687
Embedded derivative — GMWB	685,478	6,314	1,099,902	22,378
Interest rate futures	1,246,697	51,748	—	—
Equity futures	231,664	10,102	—	—
Currency futures	74,661	2,071	—	—
Interest rate caps	3,000,000	2,885	—	—
Other	505,214	27,922	95,000	6,794
	<u>\$ 6,638,244</u>	<u>\$ 115,326</u>	<u>\$ 2,019,726</u>	<u>\$ 42,367</u>
Other liabilities				
Cash flow hedges:				
Inflation	\$ 251,467	\$ 11,727	\$ 293,379	\$ 12,005
Interest rate	75,000	3,415	75,000	6,747
Derivatives not designated as hedging instruments:				
Credit default swaps	1,000,000	50,640	—	—
Interest rate swaps	25,000	2,817	110,000	9,137
Embedded derivative - Modco reinsurance treaties	2,787,486	276,508	2,842,862	146,105
Embedded derivative - GMWB	3,484,749	173,476	1,494,657	41,990
Interest rate futures	113,536	133	598,357	16,764
Equity futures	—	—	327,321	7,231
Other	—	—	338,438	2,433
	<u>\$ 7,737,238</u>	<u>\$ 518,716</u>	<u>\$ 6,080,014</u>	<u>\$ 242,412</u>

Gain (Loss) on Derivatives in Cash Flow Hedging Relationships

	For The Three Months Ended September 30, 2011			For The Nine Months Ended September 30, 2011		
	Realized investment gains (losses)	Benefits and settlement expenses	Other comprehensive income (loss)	Realized investment gains (losses)	Benefits and settlement expenses	Other comprehensive income (loss)
(Dollars In Thousands)						
Gain (loss) recognized in other comprehensive income (effective portion):						
Interest rate	\$ —	\$ —	\$ 38	\$ —	\$ —	\$ (304)
Inflation	—	—	(3,162)	—	—	(978)
Gain (loss) reclassified from accumulated other comprehensive income into income (effective portion):						
Interest rate	\$ —	\$ (911)	\$ —	\$ —	\$ (2,689)	\$ —
Inflation	—	488	—	—	(840)	—
Gain (loss) recognized in income (ineffective portion):						
Inflation	\$ (485)	\$ —	\$ —	\$ (457)	\$ —	\$ —

Gain (Loss) on Derivatives in Cash Flow Hedging Relationships

	For The Three Months Ended September 30, 2010			For The Nine Months Ended September 30, 2010		
	Realized investment gains (losses)	Benefits and settlement expenses	Other comprehensive income (loss)	Realized investment gains (losses)	Benefits and settlement expenses	Other comprehensive income (loss)
(Dollars In Thousands)						
Gain (loss) recognized in other comprehensive income (effective portion):						
Interest rate	\$ —	\$ —	\$ (842)	\$ —	\$ —	\$ (2,958)
Inflation	—	—	1,532	—	—	(2,360)
Gain (loss) reclassified from accumulated other comprehensive income into income (effective portion):						
Interest rate	\$ —	\$ (1,774)	\$ —	\$ —	\$ (5,747)	\$ —
Inflation	—	(965)	—	—	(2,049)	—
Gain (loss) recognized in income (ineffective portion):						
Inflation	\$ 25	\$ —	\$ —	\$ (311)	\$ —	\$ —

Based on the expected cash flows of the underlying hedged items, the Company expects to reclassify \$3.9 million out of accumulated other comprehensive income into earnings during the next twelve months.

Realized investment gains (losses) - derivative financial instruments

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
(Dollars In Thousands)				
Derivatives related to variable annuity contracts:				
Interest rate futures - VA	\$ 144,182	\$ 23,047	\$ 147,550	\$ 23,047
Equity futures - VA	11,524	(8,444)	(7,822)	(8,444)
Currency futures - VA	2,376	—	2,177	—
Volatility swaps - VA	3,495	—	(239)	—
Equity options - VA	30,072	—	22,813	—
Interest rate swaps - VA	5,808	—	5,808	—
Credit default swaps - VA	(23,897)	—	(22,981)	—
Embedded derivative - GMWB	(150,125)	(19,101)	(147,550)	(59,296)
Total derivatives related to variable annuity contracts	23,435	(4,498)	(244)	(44,693)
Embedded derivative - Modco reinsurance treaties	(109,542)	(85,496)	(130,914)	(179,654)
Interest rate swaps	(8,185)	(4,676)	(10,642)	(13,450)
Interest rate caps	(2,581)	—	(2,581)	—
Interest rate floors/YRT premium support arrangements	50	(400)	(402)	(1,899)
Other	(622)	(404)	(571)	399
Total realized gains (losses) - derivatives	\$ (97,445)	\$ (95,474)	\$ (145,354)	\$ (239,297)

Realized investment gains (losses) - all other investments

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
(Dollars In Thousands)				
Modco trading portfolio ⁽¹⁾	\$ 123,760	\$ 96,689	\$ 151,714	\$ 204,749

⁽¹⁾ The Company elected to include the use of alternate disclosures for trading activities

15. OPERATING SEGMENTS

The Company has several operating segments each having a strategic focus. An operating segment is distinguished by products, channels of distribution, and/or other strategic distinctions. The Company periodically evaluates its operating segments, as prescribed in the ASC Segment Reporting Topic, and makes adjustments to its segment reporting as needed. A brief description of each segment follows.

- The Life Marketing segment markets UL, variable universal life, bank-owned life insurance ("BOLI"), and level premium term insurance ("traditional") products on a national basis primarily through networks of independent insurance agents and brokers, stockbrokers, and independent marketing organizations.
- The Acquisitions segment focuses on acquiring, converting, and servicing policies acquired from other companies. The segment's primary focus is on life insurance policies and annuity products that were sold to individuals. In the ordinary course of business, the Acquisitions segment regularly considers acquisitions of blocks of policies or insurance companies. The level of the segment's acquisition activity is predicated upon many factors, including available capital, operating capacity, and market dynamics. Policies acquired through the Acquisitions segment are typically "closed" blocks of business (no new policies are being marketed). Therefore, in such instances, earnings and account values are expected to decline as the result of lapses, deaths, and other terminations of coverage unless new acquisitions are made.
- The Annuities segment markets fixed and variable annuity products. These products are primarily sold through broker-dealers, financial institutions, and independent agents and brokers.
- The Stable Value Products segment sells guaranteed funding agreements ("GFAs") to special purpose entities that in turn issue notes or certificates in smaller, transferable denominations. The segment also markets fixed and floating rate funding agreements directly to the trustees of municipal bond proceeds, institutional investors, bank trust departments, and money market funds. In addition, the segment issues funding agreements to the FHLB, and markets guaranteed investment contracts ("GICs") to 401(k) and other qualified retirement savings plans.
- The Asset Protection segment markets extended service contracts and credit life and disability insurance to protect consumers' investments in automobiles and recreational vehicles. In addition, the segment markets a guaranteed asset protection ("GAP") product. GAP coverage covers the difference between the loan pay-off amount and an asset's actual cash value in the case of a total loss.
- The Corporate and Other segment primarily consists of net investment income (including the impact of carrying excess liquidity), expenses not attributable to the segments above (including interest on debt), and a trading portfolio that was previously part of a variable interest entity. This segment includes earnings from several non-strategic or runoff lines of business, various investment-related transactions, the operations of several small subsidiaries, and the repurchase of non-recourse funding obligations.

The Company uses the same accounting policies and procedures to measure segment operating income (loss) and assets as it uses to measure consolidated net income and assets. Segment operating income (loss) is income (loss) before income tax excluding net realized investment gains and losses (net of the related amortization of deferred acquisition costs ("DAC") and value of business acquired ("VOBA") and participating income from real estate ventures), and the cumulative effect of change in accounting principle. Periodic settlements of derivatives associated with corporate debt and certain investments and annuity products are included in realized gains and losses but are considered part of operating income because the derivatives are used to mitigate risk in items affecting consolidated and segment operating income (loss). Segment operating income (loss) represents the basis on which the performance of the Company's business is internally assessed by management. Premiums and policy fees, other income, benefits and settlement expenses, and amortization of DAC/VOBA are attributed directly to each operating segment. Net investment income is allocated based on directly related assets required for transacting the business of that segment. Realized investment gains (losses) and other operating expenses are allocated to the segments in a manner that most appropriately reflects the operations of that segment. Investments and other assets are allocated based on statutory policy liabilities, while DAC/VOBA and goodwill are shown in the segments to which they are attributable.

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During the first quarter of 2010, the Company recorded a \$7.8 million decrease in reserves related to the final settlement in the runoff Lender's Indemnity line of business, within the Asset Protection Division.

During the first quarter of 2011, the Company recorded \$8.5 million of pre-tax earnings in the Corporate and Other business segment relating to the settlement of a dispute with respect to certain investments.

There were no significant intersegment transactions during the nine months ended September 30, 2011 and 2010.

The following tables summarize financial information for the Company's segments:

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
(Dollars In Thousands)				
Revenues				
Life Marketing	\$ 304,964	\$ 286,903	\$ 906,340	\$ 851,768
Acquisitions	273,066	188,177	715,960	564,473
Annuities	182,901	140,926	466,087	365,878
Stable Value Products	45,248	42,037	136,587	127,504
Asset Protection	72,104	68,472	211,876	202,855
Corporate and Other	20,216	35,628	129,051	77,269
Total revenues	<u>\$ 898,499</u>	<u>\$ 762,143</u>	<u>\$ 2,565,901</u>	<u>\$ 2,189,747</u>
Segment Operating Income (Loss)				
Life Marketing	\$ 19,164	\$ 31,054	\$ 79,548	\$ 108,379
Acquisitions	44,028	27,866	115,848	89,425
Annuities	43,532	21,472	80,655	37,635
Stable Value Products	14,217	8,339	42,554	30,345
Asset Protection	3,997	3,258	11,574	19,196
Corporate and Other	(1,407)	(1,048)	15,749	(5,544)
Total segment operating income	123,531	90,941	345,928	279,436
Realized investment (losses) gains - investments ⁽¹⁾⁽³⁾	128,824	102,532	187,975	191,718
Realized investment (losses) gains - derivatives ⁽²⁾	(120,880)	(91,268)	(145,110)	(195,307)
Income tax expense	(42,739)	(34,557)	(132,250)	(91,408)
Net income	<u>\$ 88,736</u>	<u>\$ 67,648</u>	<u>\$ 256,543</u>	<u>\$ 184,439</u>
⁽¹⁾ Realized investment (losses) gains - investments	\$ 129,325	\$ 104,138	\$ 189,222	\$ 193,866
Less: related amortization of DAC	501	1,606	1,247	2,148
	<u>\$ 128,824</u>	<u>\$ 102,532</u>	<u>\$ 187,975</u>	<u>\$ 191,718</u>
⁽²⁾ Realized investment gains (losses) - derivatives	\$ (97,445)	\$ (95,474)	\$ (145,354)	\$ (239,297)
Less: settlements on certain interest rate swaps	—	42	—	126
Less: derivative activity related to certain annuities	23,435	(4,248)	(244)	(44,116)
	<u>\$ (120,880)</u>	<u>\$ (91,268)</u>	<u>\$ (145,110)</u>	<u>\$ (195,307)</u>

⁽³⁾ Includes other-than-temporary impairments of \$9.8 million and \$24.9 million for the three and nine months ended September 30, 2011, respectively, and \$7.5 million and \$36.1 million for three and nine months ended September 30, 2010, respectively.

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Operating Segment Assets As of September 30, 2011 (Dollars In Thousands)				
	Life Marketing	Acquisitions	Annuities	Stable Value Products
Investments and other assets	\$ 10,224,583	\$ 11,489,379	\$ 14,204,908	\$ 2,825,294
Deferred policy acquisition costs and value of business acquired	2,567,032	843,665	506,030	2,568
Goodwill	—	39,488	—	—
Total assets	<u>\$ 12,791,615</u>	<u>\$ 12,372,532</u>	<u>\$ 14,710,938</u>	<u>\$ 2,827,862</u>
	Asset Protection	Corporate and Other	Adjustments	Total Consolidated
Investments and other assets	\$ 694,913	\$ 8,337,294	\$ 21,156	\$ 47,797,527
Deferred policy acquisition costs and value of business acquired	52,084	3,108	—	3,974,487
Goodwill	48,158	—	—	87,646
Total assets	<u>\$ 795,155</u>	<u>\$ 8,340,402</u>	<u>\$ 21,156</u>	<u>\$ 51,859,660</u>
Operating Segment Assets As of December 31, 2010 (Dollars In Thousands)				
	Life Marketing	Acquisitions	Annuities	Stable Value Products
Investments and other assets	\$ 9,623,944	\$ 10,270,540	\$ 12,603,533	\$ 3,069,330
Deferred policy acquisition costs and value of business acquired	2,475,621	810,681	471,163	6,903
Goodwill	—	41,812	—	—
Total assets	<u>\$ 12,099,565</u>	<u>\$ 11,123,033</u>	<u>\$ 13,074,696</u>	<u>\$ 3,076,233</u>
	Asset Protection	Corporate and Other	Adjustments	Total Consolidated
Investments and other assets	\$ 677,297	\$ 7,295,429	\$ 23,686	\$ 43,563,759
Deferred policy acquisition costs and value of business acquired	54,707	3,497	—	3,822,572
Goodwill	48,158	—	—	89,970
Total assets	<u>\$ 780,162</u>	<u>\$ 7,298,926</u>	<u>\$ 23,686</u>	<u>\$ 47,476,301</u>

16. SUBSEQUENT EVENTS

The Company has evaluated the effects of events subsequent to September 30, 2011, and through the date we filed our consolidated condensed financial statements with the United States Securities and Exchange Commission. All accounting and disclosure requirements related to subsequent events are included in our consolidated condensed financial statements.

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

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") should be read in conjunction with our consolidated condensed financial statements included under Part I, Item 1, *Financial Statements (Unaudited)*, of this Quarterly Report on Form 10-Q and our audited consolidated financial statements for the year ended December 31, 2010, included in our Annual Report on Form 10-K.

For a more complete understanding of our business and current period results, please read the following MD&A in conjunction with our latest Annual Report on Form 10-K and other filings with the United States Securities and Exchange Commission (the "SEC").

Certain reclassifications have been made in the previously reported financial statements and accompanying notes to make the prior period amounts comparable to those of the current period. Such reclassifications had no effect on previously reported net income or shareowner's equity.

FORWARD-LOOKING STATEMENTS — CAUTIONARY LANGUAGE

This report reviews our financial condition and results of operations including our liquidity and capital resources. Historical information is presented and discussed, and where appropriate, factors that may affect future financial performance are also identified and discussed. Certain statements made in this report include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include any statement that may predict, forecast, indicate, or imply future results, performance, or achievements instead of historical facts and may contain words like "believe," "expect," "estimate," "project," "budget," "forecast," "anticipate," "plan," "will," "shall," "may," and other words, phrases, or expressions with similar meaning. Forward-looking statements involve risks and uncertainties, which may cause actual results to differ materially from the results contained in the forward-looking statements, and we cannot give assurances that such statements will prove to be correct. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future developments or otherwise. For more information about the risks, uncertainties and other factors that could affect our future results, please see Part I, Item II, *Risks and Uncertainties* and Part II, Item 1A, *Risk Factors*, of this report, as well as Part I, Item 1A, *Risk Factors*, of our Annual Report on Form 10-K for the fiscal year ended December 31, 2010.

OVERVIEW

Our business

We are a wholly owned subsidiary of Protective Life Corporation ("PLC"), an insurance holding company whose common stock is traded on the New York Stock Exchange under the symbol "PL". Founded in 1907, we are the largest operating subsidiary of PLC. We provide financial services through the production, distribution, and administration of insurance and investment products. Unless the context otherwise requires, "Company," "we," "us," or "our" refers to the consolidated group of Protective Life Insurance Company and our subsidiaries.

We have several operating segments, each having a strategic focus. An operating segment is distinguished by products, channels of distribution, and/or other strategic distinctions. We periodically evaluate our operating segments as prescribed in the Accounting Standards Codification ("ASC") Segment Reporting Topic, and make adjustments to our segment reporting as needed.

Our operating segments are Life Marketing, Acquisitions, Annuities, Stable Value Products, Asset Protection, and Corporate and Other.

- ***Life Marketing***- We market universal life ("UL"), variable universal life, bank-owned life insurance ("BOLI"), and level premium term insurance ("traditional") products on a national basis primarily through networks of independent insurance agents and brokers, stockbrokers, and independent marketing organizations.
- ***Acquisitions*** - We focus on acquiring, converting, and servicing policies acquired from other companies. The segment's primary focus is on life insurance policies and annuity products that were

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sold to individuals. The level of the segment's acquisition activity is predicated upon many factors, including available capital, operating capacity, and market dynamics. Policies acquired through the Acquisition segment are typically "closed" blocks of business (no new policies are being marketed). Therefore, in such instances, earnings and account values are expected to decline as the result of lapses, deaths, and other terminations of coverage unless new acquisitions are made.

- **Annuities** - We market fixed and variable annuity products. These products are primarily sold through broker-dealers, financial institutions, and independent agents and brokers.
- **Stable Value Products** - We sell guaranteed funding agreements ("GFAs") to special purpose entities that in turn issue notes or certificates in smaller, transferable denominations. The segment also markets fixed and floating rate funding agreements directly to the trustees of municipal bond proceeds, institutional investors, bank trust departments, and money market funds. In addition, the segment issues funding agreements to the Federal Home Loan Bank ("FHLB"), and markets guaranteed investment contracts ("GICs") to 401(k) and other qualified retirement savings plans.
- **Asset Protection** - We market extended service contracts and credit life and disability insurance to protect consumers' investments in automobiles and recreational vehicles. In addition, the segment markets a guaranteed asset protection ("GAP") product. GAP coverage covers the difference between the loan pay-off amount and an asset's actual cash value in the case of a total loss.
- **Corporate and Other** - This segment primarily consists of net investment income (including the impact of carrying excess liquidity), expenses not attributable to the segments above (including interest on debt), and a trading portfolio that was previously part of a variable interest entity. This segment includes earnings from several non-strategic or runoff lines of business, various investment-related transactions, the operations of several small subsidiaries, and the repurchase of non-recourse funding obligations.

EXECUTIVE SUMMARY

We reported solid core performance across our business segments in the first nine months of 2011. Operating earnings exceeded plan for the nine months ended September 30, 2011. In addition, sales in our life insurance, annuities, stable value products, and asset protection segments exceeded expectations for the first nine months of the year. Based on the fundamental underlying trends we have experienced, we believe we are positioned to finish the year ahead of plan.

Significant financial information related to each of our segments is included in "Results of Operations".

RISKS AND UNCERTAINTIES

The factors which could affect our future results include, but are not limited to, general economic conditions and the following risks and uncertainties:

General

- exposure to the risks of natural and man-made catastrophes, pandemics, malicious acts, terrorist acts and climate change, which could adversely affect our operations and results;
- the occurrence of computer viruses, network security breaches, disasters, or other unanticipated events could affect the data processing systems of us or those of our business partners and could damage our business and adversely affect our financial condition and results of operations;
- our results and financial condition may be negatively affected should actual experience differ from management's assumptions and estimates;
- we may not realize our anticipated financial results from our acquisitions strategy;
- we are dependent on the performance of others;
- our risk management policies, practices, and procedures could leave us exposed to unidentified or unanticipated risks, which could negatively affect our business or result in losses;
- our strategies for mitigating risks arising from our day-to-day operations may prove ineffective resulting in a material adverse effect on our results of operations and financial condition;

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Financial environment

- interest rate fluctuations or significant and sustained periods of low interest rates could negatively affect our interest earnings and spread income, or otherwise impact our business;
- our investments are subject to market and credit risks, which could be heightened during periods of extreme volatility or disruption in financial and credit markets;
- equity market volatility could negatively impact our business;
- our use of derivative financial instruments within our risk management strategy may not be effective or sufficient;
- credit market volatility or disruption could adversely impact our financial condition or results from operations;
- our ability to grow depends in large part upon the continued availability of capital;
- we could be adversely affected by a ratings downgrade or other negative action by a ratings organization;
- we could be forced to sell investments at a loss to cover policyholder withdrawals;
- disruption of the capital and credit markets could negatively affect our ability to meet our liquidity and financing needs;
- difficult conditions in the economy generally could adversely affect our business and results from operations;
- deterioration of general economic conditions could result in a severe and extended economic recession, which could materially adversely affect our business and results of operations;
- we may be required to establish a valuation allowance against our deferred tax assets, which could materially adversely affect our results of operations, financial condition, and capital position;
- we could be adversely affected by an inability to access our credit facility;
- our financial condition or results of operations could be adversely impacted if our assumptions regarding the fair value and future performance of our investments differ from actual experience;
- the amount of statutory capital that we have and the amount of statutory capital that we must hold to maintain our financial strength and credit ratings and meet other requirements can vary significantly from time to time and is sensitive to a number of factors outside of our control;

Industry

- we are highly regulated and subject to numerous legal restrictions and regulations;
- changes to tax law or interpretations of existing tax law could adversely affect our ability to compete with non-insurance products or reduce the demand for certain insurance products;
- financial services companies are frequently the targets of litigation, including class action litigation, which could result in substantial judgments;
- companies in the financial services industry are sometimes the target of law enforcement investigations and the focus of increased regulatory scrutiny;
- new accounting rules, changes to existing accounting rules, or the grant of permitted accounting practices to competitors could negatively impact us;
- use of reinsurance introduces variability in our statements of income;
- our reinsurers could fail to meet assumed obligations, increase rates, or be subject to adverse developments that could affect us;
- our policy claims fluctuate from period to period resulting in earnings volatility;

Competition

- we operate in a mature, highly competitive industry, which could limit our ability to gain or maintain our position in the industry and negatively affect profitability;
- our ability to maintain competitive unit costs is dependent upon the level of new sales and persistency of existing business; and
- we may not be able to protect our intellectual property and may be subject to infringement claims.

For more information about the risks, uncertainties, and other factors that could affect our future results, please see Part II, Item 1A of this report and our Annual Report on Form 10-K.

CRITICAL ACCOUNTING POLICIES

Our accounting policies inherently require the use of judgments relating to a variety of assumptions and estimates, in particular expectations of current and future mortality, morbidity, persistency, expenses, and interest rates. Because of the inherent uncertainty when using the assumptions and estimates, the effect of certain accounting policies under different conditions or assumptions could be materially different from those reported in the consolidated condensed financial statements. For a complete listing of our critical accounting policies, refer to our Annual Report on Form 10-K for the year ended December 31, 2010.

RESULTS OF OPERATIONS

In the following discussion, segment operating income (loss) is defined as income before income tax excluding net realized investment gains and losses (net of the related deferred acquisitions costs ("DAC") and value of business acquired ("VOBA") and participating income from real estate ventures), and the cumulative effect of change in accounting principle. Periodic settlements of derivatives associated with corporate debt and certain investments and annuity products are included in realized gains and losses but are considered part of segment operating income (loss) because the derivatives are used to mitigate risk in items affecting segment operating income (loss). Management believes that segment operating income (loss) provides relevant and useful information to investors, as it represents the basis on which the performance of our business is internally assessed. Although the items excluded from segment operating income (loss) may be significant components in understanding and assessing our overall financial performance, management believes that segment operating income (loss) enhances an investor's understanding of our results of operations by highlighting the operating income (loss) usually attributable to the normal, recurring operations of our business. However, segment operating income (loss) should not be viewed as a substitute for accounting principles generally accepted in the United States of America ("GAAP") net income. In addition, our segment operating income (loss) measures may not be comparable to similarly titled measures reported by other companies.

We periodically review and update as appropriate our key assumptions on products using the ASC Financial Services-Insurance Topic, including future mortality, expenses, lapses, premium persistency, investment yields, interest spreads, and equity market returns. Changes to these assumptions result in adjustments which increase or decrease DAC amortization and/or benefits and expenses. The periodic review and updating of assumptions is referred to as "unlocking".

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The following table presents a summary of results and reconciles segment operating income (loss) to consolidated net income:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011 (Dollars In Thousands)	2010 (Dollars In Thousands)	Change	2011 (Dollars In Thousands)	2010 (Dollars In Thousands)	Change
Segment Operating Income (Loss)						
Life Marketing	\$ 19,164	\$ 31,054	(38.3)%	\$ 79,548	\$ 108,379	(26.6)%
Acquisitions	44,028	27,866	58.0	115,848	89,425	29.5
Annuities	43,532	21,472	n/m	80,655	37,635	n/m
Stable Value Products	14,217	8,339	70.5	42,554	30,345	40.2
Asset Protection	3,997	3,258	22.7	11,574	19,196	(39.7)
Corporate and Other	(1,407)	(1,048)	34.3	15,749	(5,544)	n/m
Total segment operating income	123,531	90,941	35.8	345,928	279,436	23.8
Realized investment gains (losses) - investments ⁽¹⁾⁽³⁾	128,824	102,532		187,975	191,718	
Realized investment gains (losses) - derivatives ⁽²⁾	(120,880)	(91,268)		(145,110)	(195,307)	
Income tax expense	(42,739)	(34,557)		(132,250)	(91,408)	
Net income	\$ 88,736	\$ 67,648	31.2	\$ 256,543	\$ 184,439	39.1
⁽¹⁾ Realized investment gains (losses) - investments ⁽³⁾	\$ 129,325	\$ 104,138		\$ 189,222	\$ 193,866	
Less: related amortization of DAC	501	1,606		1,247	2,148	
	\$ 128,824	\$ 102,532		\$ 187,975	\$ 191,718	
⁽²⁾ Realized investment gains (losses) - derivatives	\$ (97,445)	\$ (95,474)		\$ (145,354)	\$ (239,297)	
Less: settlements on certain interest rate swaps	—	42		—	126	
Less: derivative activity related to certain annuities	23,435	(4,248)		(244)	(44,116)	
	\$ (120,880)	\$ (91,268)		\$ (145,110)	\$ (195,307)	

⁽³⁾ Includes other-than-temporary impairments of \$9.8 million and \$24.9 million for the three and nine months ended September 30, 2011, respectively, and \$7.5 million and \$36.1 million for the three and nine months ended September 30, 2010, respectively.

For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Net income for the three months ended September 30, 2011, included a \$32.6 million, or 35.8%, increase in segment operating income. The increase was primarily related to a \$16.2 million increase in the Acquisitions segment, a \$22.1 million increase in the Annuities segment, a \$5.9 million increase in the Stable Value Products segment, and a \$0.7 million increase in the Asset Protection segment. These increases were partially offset by a \$11.9 million decrease in the Life Marketing segment and a \$0.4 million decrease in the Corporate and Other segment.

We experienced net realized gains of \$31.9 million for the three months ended September 30, 2011, as compared to net realized gains of \$8.7 million for the three months ended September 30, 2010. The gains realized for the three months ended September 30, 2011, were primarily related to \$20.4 million of gains related to investment securities sale activity, a net gain of \$23.4 million of derivatives related to variable annuity contracts, and \$14.2 million of gains related to the net activity related to the modified coinsurance portfolio. Partially offsetting these gains were losses of \$9.8 million for other-than-temporary impairment credit-related losses, a \$10.7 million loss on interest rate caps and swaps, and a \$5.6 million loss related to other investment and derivative activity.

- Life Marketing segment operating income was \$19.2 million for the three months ended September 30, 2011, representing a decrease of \$11.9 million, or 38.3%, from the three months ended September 30, 2010. The decrease was primarily due to the impact of unlocking which reduced third quarter 2011 operating income \$12.0 million and increased third quarter 2010 operating income \$2.3 million. This was partly offset by more favorable traditional life mortality experience.
- Acquisitions segment operating income was \$44.0 million for the three months ended September 30, 2011, an increase of \$16.2 million, or 58.0%, as compared to the three months ended September 30, 2010, primarily due to the addition of the United Investors and Liberty Life blocks which added \$18.7 million to operating income. This increase was partially offset by expected runoff in the existing blocks.

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- Annuities segment pre-tax operating income was \$43.5 million for the three months ended September 30, 2011, as compared to \$21.5 million for the three months ended September 30, 2010. The current quarter included a favorable \$19.4 million impact related to guaranteed benefits of certain VA contracts, as compared to an unfavorable \$1.0 million impact in the third quarter of 2010. The remainder of the favorable variance is due to higher variable annuity ("VA") fees, higher spreads, improved (single premium deferred annuities ("SPIA") mortality results, and growth in the single premium deferred annuities ("SPDA") line, offset by unfavorable changes in DAC and benefits and settlement expenses unlocking.
- Stable Value Products segment operating income was \$14.2 million and increased \$5.9 million, or 70.5%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The increase in operating earnings resulted from higher operating spreads offset by a decline in average account values. Included in the third quarter 2011 results are participating mortgage loan income and bank loan fee income of \$1.2 million as compared to \$0.1 million in the third quarter of 2010. The operating spread increased 110 basis points to 210 basis points for the three months ended September 30, 2011, as compared to an operating spread of 100 basis points for the three months ended September 30, 2010.
- Asset Protection operating income was \$4.0 million, representing an increase of \$0.7 million, or 22.7%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Earnings from other products, primarily from the GAP product line, increased \$1.1 million, or 58.9%, for the three months ended September 30, 2011, due to higher volume and favorable loss experience. Credit insurance earnings increased \$0.9 million as compared to the three months ended September 30, 2010, primarily due to lower expenses. Partially offsetting these increases was a \$1.3 million, or 66.0%, decrease in the service contract earnings as compared to the three months ended September 30, 2010, resulting primarily from higher contingent commissions.
- Corporate and Other segment operating loss was \$1.4 million for the three months ended September 30, 2011, as compared to an operating loss of \$1.0 million for the three months ended September 30, 2010. Included in the third quarter 2011 results was an unfavorable variance of \$9.9 million related to a portfolio of securities designated for trading as compared to the same period in the prior year. Offsetting this was an increase in core investment income and a \$4.7 million favorable variance related to the repurchase of non-recourse funding obligations. \$5.7 million of pre-tax gains was generated by repurchases in the third quarter of 2011, as compared to \$1.0 million of pre-tax gains generated in the third quarter of 2010.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Net income available to PLC's common shareowners for the nine months ended September 30, 2011, included a \$66.5 million, or 23.8%, increase in segment operating income. The increase was primarily related to a \$26.4 million increase in the Acquisitions segment, a \$43.0 million increase in the Annuities segment, a \$12.2 million increase in the Stable Value Products segment, and a \$21.3 million improvement in the Corporate and Other segment. These increases were partially offset by a \$28.8 million decrease in the Life Marketing segment and a \$7.6 million decrease in the Asset Protection segment.

We experienced net realized gains of \$43.9 million for the nine months ended September 30, 2011, as compared to net realized losses of \$45.4 million for the nine months ended September 30, 2010. The gains realized for the nine months ended September 30, 2011, were primarily related to \$65.2 million of gains related to investment securities sale activity and \$20.8 million of gains related to the net activity related to the modified coinsurance portfolio. Partially offsetting these gains were losses of \$24.9 million for other-than-temporary impairment credit-related losses, a \$13.2 million loss on interest rate caps and swaps, net losses of \$0.2 million of derivatives related to variable annuity contracts, and a \$3.8 million loss related to other investment and derivative activity.

- Life Marketing segment operating income was \$79.5 million for the nine months ended September 30, 2011, representing a decrease of \$28.8 million, or 26.6%, from the nine months ended September 30, 2010. The decrease was primarily due to less favorable traditional life mortality results, the impact of unlocking which reduced 2011 operating income \$17.1 million and increased 2010 operating income \$2.0 million. We have also experienced higher insurance related operating expenses, including interest expenses associated

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with programs designed to fund traditional life statutory reserves. These decreases were partially offset by higher investment income associated with growth in reserve balances.

- Acquisitions segment operating income was \$115.8 million for the nine months ended September 30, 2011, an increase of \$26.4 million, or 29.5%, as compared to the nine months ended September 30, 2010, primarily due to the United Investors and Liberty Life blocks which added \$38.9 million to operating income. This increase was partly offset by lower spreads, higher mortality in certain lines, and the expected runoff in the blocks of business.
- Annuities segment pre-tax operating income was \$80.7 million for the nine months ended September 30, 2011, as compared to \$37.6 million for the nine months ended September 30, 2010. The nine months ended September 30, 2011, included a favorable impact of \$10.9 million related to guaranteed benefits of certain VA contracts, while the nine months ended September 30, 2010, included an unfavorable \$11.0 million impact. Other items accounted for the remainder of the variance including growth in the SPDA line of business, higher fees related to VA account balances, and improved SPIA mortality results.
- Stable Value Products segment operating income was \$42.6 million and increased \$12.2 million, or 40.2%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The increase in operating earnings resulted from higher operating spreads offset by a decline in average account values. Included in the nine months ended September 30, 2011 results are participating mortgage loan income and bank loan fee income of \$8.5 million as compared to \$2.0 million for the nine months ended September 30, 2010. The operating spread increased 102 basis points to 219 basis points for the nine months ended September 30, 2011, as compared to an operating spread of 117 basis points for the nine months ended September 30, 2010.
- Asset Protection segment operating income was \$11.6 million, representing a decrease of \$7.6 million, or 39.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Earnings from other products, including the GAP product and non-core lines, decreased \$4.6 million, or 35.9%, for the nine months ended September 30, 2011, primarily due to a \$7.8 million excess reserve release related to the runoff Lender's Indemnity line of business in the first quarter of 2010, which was partially offset by a \$2.8 million, or 53.1%, increase in GAP earnings resulting from higher volume and favorable loss experience. Service contract earnings decreased \$4.7 million, or 60.3%, as compared to the nine months ended September 30, 2010, primarily related to higher contingent commissions and expenses related to new initiatives. Credit insurance earnings increased \$1.7 million as compared to the nine months ended September 30, 2010, primarily due to lower loss ratios and lower expenses.
- Corporate and Other segment operating income was \$15.7 million for the nine months ended September 30, 2011, as compared to an operating loss of \$5.5 million for the nine months ended September 30, 2010. The improvement was primarily due to a \$34.5 million favorable variance on the repurchase of non-recourse funding obligations. \$35.5 million of pre-tax gains were generated by repurchases in the nine months ended September 30, 2011, as compared to \$1.0 million of pre-tax gains generated in the nine months ended September 30, 2010. In addition, during the first quarter of 2011, we recorded \$8.5 million of pre-tax earnings in the segment relating to the settlement of a dispute with respect to certain investments. Partially offsetting these increases, was a \$12.3 million increase in other operating expenses, which includes an increase in interest expense of \$10.0 million. In addition, there was a negative variance of \$9.5 million related to a portfolio of securities designated for trading as compared to the same period in 2010.

[Table of Contents](#)**Life Marketing***Segment results of operations*

Segment results were as follows:

	For The Three Months Ended September 30,		Change	For The Nine Months Ended September 30,		Change
	2011	2010		2011	2010	
REVENUES						
Gross premiums and policy fees	\$ 383,293	\$ 379,745	0.9%	\$ 1,183,524	\$ 1,161,035	1.9%
Reinsurance ceded	(191,498)	(190,877)	0.3	(608,876)	(595,172)	2.3
Net premiums and policy fees	191,795	188,868	1.5	574,648	565,863	1.6
Net investment income	112,352	96,940	15.9	329,127	282,791	16.4
Other income	817	1,095	(25.4)	2,565	3,114	(17.6)
Total operating revenues	304,964	286,903	6.3	906,340	851,768	6.4
BENEFITS AND EXPENSES						
Benefits and settlement expenses	269,996	260,177	3.8	751,597	697,765	7.7
Amortization of deferred policy acquisition costs	20,291	1,172	n/m	87,849	66,142	32.8
Other operating expenses	(4,487)	(5,500)	(18.4)	(12,654)	(20,518)	(38.3)
Total benefits and expenses	285,800	255,849	11.7	826,792	743,389	11.2
INCOME BEFORE INCOME TAX	19,164	31,054	(38.3)	79,548	108,379	(26.6)
OPERATING INCOME	\$ 19,164	\$ 31,054	(38.3)	\$ 79,548	\$ 108,379	(26.6)

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The following table summarizes key data for the Life Marketing segment:

	For The Three Months Ended September 30,			Change (Dollars In Thousands)	For The Nine Months Ended September 30,			Change
	2011	2010			2011	2010		
Sales By Product								
Traditional	\$ 516	\$ 8,291	(93.8)%	\$ 3,684	\$ 46,682		(92.1)%	
Universal life	25,670	29,553	(13.1)	94,603	74,129		27.6	
BOLI	1,520	1,987	(23.5)	9,641	4,901		96.7	
	<u>\$ 27,706</u>	<u>\$ 39,831</u>	(30.4)	<u>\$ 107,928</u>	<u>\$ 125,712</u>		(14.1)	
Sales By Distribution Channel								
Brokerage general agents	\$ 14,607	\$ 24,033	(39.2)	\$ 60,310	\$ 77,038		(21.7)	
Independent agents	3,865	5,369	(28.0)	13,095	18,314		(28.5)	
Stockbrokers / banks	6,907	8,425	(18.0)	23,677	25,427		(6.9)	
BOLI / other	2,327	2,004	16.1	10,846	4,933		n/m	
	<u>\$ 27,706</u>	<u>\$ 39,831</u>	(30.4)	<u>\$ 107,928</u>	<u>\$ 125,712</u>		(14.1)	
Average Life Insurance In-force⁽¹⁾								
Traditional	\$ 473,824,906	\$ 495,354,664	(4.3)	\$ 479,784,913	\$ 496,241,622		(3.3)	
Universal life	71,234,521	55,642,909	28.0	66,962,106	54,623,736		22.6	
	<u>\$ 545,059,427</u>	<u>\$ 550,997,573</u>	(1.1)	<u>\$ 546,747,019</u>	<u>\$ 550,865,358</u>		(0.7)	
Average Account Values								
Universal life	\$ 6,109,417	\$ 5,607,058	9.0	\$ 5,977,000	\$ 5,512,750		8.4	
Variable universal life	357,919	320,361	11.7	367,289	322,216		14.0	
	<u>\$ 6,467,336</u>	<u>\$ 5,927,419</u>	9.1	<u>\$ 6,344,289</u>	<u>\$ 5,834,966</u>		8.7	
Traditional Life Mortality Experience⁽²⁾								
	91%	94%		91%	85%			

⁽¹⁾ Amounts are not adjusted for reinsurance ceded.

⁽²⁾ Represents the incurred claims as a percentage of pricing expected.

Operating expenses detail

Other operating expenses for the segment were as follows:

	For The Three Months Ended September 30,			Change (Dollars In Thousands)	For The Nine Months Ended September 30,			Change
	2011	2010			2011	2010		
First year commissions	\$ 39,442	\$ 49,391	(20.1)%	\$ 130,049	\$ 152,871		(14.9)%	
Renewal commissions	8,303	8,832	(6.0)	26,135	26,588		(1.7)	
First year ceding allowances	(2,337)	(2,480)	(5.8)	(6,734)	(6,958)		(3.2)	
Renewal ceding allowances	(40,826)	(44,526)	(8.3)	(124,164)	(138,752)		(10.5)	
General & administrative	36,607	40,963	(10.6)	114,724	122,478		(6.3)	
Taxes, licenses, and fees	8,318	9,044	(8.0)	26,753	25,563		4.7	
Other operating expenses incurred	49,507	61,224	(19.1)	166,763	181,790		(8.3)	
Less: commissions, allowances & expenses capitalized	(53,994)	(66,724)	(19.1)	(179,417)	(202,308)		(11.3)	
Other insurance expenses	<u>\$ (4,487)</u>	<u>\$ (5,500)</u>	(18.4)	<u>\$ (12,654)</u>	<u>\$ (20,518)</u>		(38.3)	

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For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Segment operating income

Operating income was \$19.2 million for the three months ended September 30, 2011, representing a decrease of \$11.9 million, or 38.3%, from the three months ended September 30, 2010. The decrease was primarily due to the impact of unlocking which reduced third quarter 2011 operating income \$12.0 million and increased third quarter 2010 operating income \$2.3 million. This was partly offset by more favorable traditional life mortality experience.

Operating revenues

Operating revenues for the three months ended September 30, 2011, increased \$18.1 million, or 6.3%, as compared to the three months ended September 30, 2010. This increase was the result of higher premiums and policy fees resulting from larger universal life in-force and higher investment income due to increases in net in-force reserves.

Net premiums and policy fees

Net premiums and policy fees increased by \$2.9 million, or 1.5%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, as the impact of growth in universal life in-force more than offset the impact of lower in-force premium on the traditional line.

Net investment income

Net investment income in the segment increased \$15.4 million, or 15.9%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Increased retained universal life reserves led to increased investment income of \$7.0 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. BOLI reserves slightly increased, causing the block's investment income to increase by \$1.7 million. Traditional life investment income increased \$6.3 million, caused by growth in retained reserves offsetting slightly less favorable yields.

Other income

Other income decreased \$0.3 million, or 25.4%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The decrease relates primarily to fluctuations in fee income on variable universal life.

Benefits and settlement expenses

Benefits and settlement expenses increased by \$9.8 million, or 3.8%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, due to growth in retained universal life insurance in-force, higher credited interest on UL products resulting from increases in account values, and higher claims resulting from growth in the UL block and maturing of the traditional in-force block. These items were partially offset by lower traditional reserve increases partly due to lower sales. In the third quarter of 2011, UL and BOLI unlocking increased policy benefits and settlement expenses \$26.6 million as compared to an increase of \$28.6 million in the third quarter of 2010. Unlocking in both years was largely driven by assumption changes to lapses, mortality, expenses, yield, and credited interest.

Amortization of DAC

DAC amortization increased \$19.1 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily reflecting differing impacts of unlocking. In the third quarter of 2010, UL and BOLI unlocking, largely driven by assumption changes regarding lapses, mortality, expenses, credited interest on fund value, and other items decreased amortization \$30.9 million. In the third quarter of 2011, UL and BOLI unlocking decreased amortization \$14.6 million. The remaining increase in amortization reflects growth in universal life in-force.

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Other operating expenses

Other operating expenses increased \$1.0 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. This increase reflects a reduction in reinsurance allowances and an increase in interest expense, partly offset by lower other operating expenses as compared to the three months ended September 30, 2010, of which \$1.8 million was associated with letter of credit facilities designed to fund traditional life statutory reserves.

Sales

Sales for the segment decreased \$12.1 million, or 30.4%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Traditional sales decreased \$7.8 million, or 93.8%, as we focused sales efforts on other product lines. A new UL product was introduced in 2010 which has substantially replaced traditional life products for new sales. UL sales decreased \$3.9 million, or 13.1%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, due to competition.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income

Operating income was \$79.5 million for the nine months ended September 30, 2011, representing a decrease of \$28.8 million, or 26.6%, from the nine months ended September 30, 2010. The decrease was primarily due to less favorable traditional life mortality results, the impact of unlocking which reduced 2011 operating income \$17.1 million and increased 2010 operating income \$2.0 million. We have also experienced higher insurance related operating expenses, including interest expenses associated with programs designed to fund traditional life statutory reserves. These decreases were partially offset by higher investment income associated with growth in reserve balances.

Operating revenues

Operating revenues for the nine months ended September 30, 2011, increased \$54.6 million, or 6.4%, as compared to the nine months ended September 30, 2010. This increase was the result of higher premiums and policy fees and higher investment income due to increases in net in-force reserves.

Net premiums and policy fees

Net premiums and policy fees increased by \$8.8 million, or 1.6%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to continued growth in universal life in-force business policy fees, offset by decreases in traditional life premiums.

Net investment income

Net investment income in the segment increased \$46.3 million, or 16.4%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Increased retained universal life reserves led to increased investment income of \$24.2 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Increases in BOLI reserves led to higher BOLI investment income of \$3.3 million. Traditional life investment income increased \$18.1 million caused by growth in retained statutory reserves and more favorable yields.

Other income

Other income decreased \$0.5 million, or 17.6%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The decrease relates primarily to fluctuations in fee income on variable universal life products.

Benefits and settlement expenses

Benefits and settlement expenses increased by \$53.8 million, or 7.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, due to growth in retained universal

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life insurance in-force, higher credited interest on UL products resulting from increases in account values, higher claims resulting from growth in the UL block, less favorable term mortality, and maturing of the traditional in-force block. In the first nine months of 2010, UL and BOLI unlocking largely driven by assumption changes regarding lapses, mortality, expenses, credited interest on fund value and other items, increased benefits and settlement expenses \$28.3 million. In the first nine months of 2011, UL and BOLI unlocking increased policy benefits \$25.7 million.

Amortization of DAC

DAC amortization increased \$21.7 million, or 32.8%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily reflecting differing impacts of unlocking. In the first nine months of 2010, UL and BOLI unlocking decreased amortization \$30.3 million. In the first nine months of 2011, UL and BOLI unlocking decreased amortization \$8.6 million.

Other operating expenses

Other operating expenses increased \$7.9 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. This increase reflects a reduction in reinsurance allowances and an increase in interest expense as compared to the nine months ended September 30, 2010. \$9.0 million of the interest expense increase was associated with letter of credit facilities designed to fund traditional life statutory reserves. This was partly offset by lower general administrative expenses.

Sales

Sales for the segment decreased \$17.8 million, or 14.1%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Traditional sales decreased \$43.0 million, or 92.1%, as we focused sales efforts on other product lines. A new universal life product was introduced in 2010 which has substantially replaced traditional life products for new sales. UL sales increased \$20.5 million, or 27.6%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to our increased focus on the product line, including the introduction of new products.

Reinsurance

The Life Marketing segment reinsures significant amounts of its life insurance in-force. Pursuant to the underlying reinsurance contracts, reinsurers pay allowances to the segment as a percentage of both first year and renewal premiums. Reinsurance allowances represent the amount the reinsurer is willing to pay for reimbursement of acquisition costs incurred by the direct writer of the business. A portion of reinsurance allowances received is deferred as part of DAC and a portion is recognized immediately as a reduction of other operating expenses. As the non-deferred portion of allowances reduces operating expenses in the period received, these amounts represent a net increase to operating income during that period.

Reinsurance allowances do not affect the methodology used to amortize DAC or the period over which such DAC is amortized. However, they do affect the amounts recognized as DAC amortization. DAC on universal life-type, limited-payment long duration, and investment contracts business is amortized based on the estimated gross profits of the policies in-force. Reinsurance allowances are considered in the determination of estimated gross profits, and therefore, impact DAC amortization on these lines of business. Deferred reinsurance allowances on level term business as required by the ASC Financial Services-Insurance Topic are recorded as ceded DAC, which is amortized over estimated ceded premiums of the policies in-force. Thus, deferred reinsurance allowances on policies as required under the Financial Services-Insurance Topic may impact DAC amortization.

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Impact of reinsurance

Reinsurance impacted the Life Marketing segment line items as shown in the following table:

Life Marketing Segment Line Item Impact of Reinsurance

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
(Dollars In Thousands)				
REVENUES				
Reinsurance ceded	\$ (191,498)	\$ (190,877)	\$ (608,876)	\$ (595,172)
BENEFITS AND EXPENSES				
Benefits and settlement expenses	(104,661)	(194,544)	(533,326)	(633,286)
Amortization of deferred policy acquisition costs	(7,844)	17,010	(35,175)	(2,971)
Other operating expenses ⁽¹⁾	(34,178)	(34,525)	(101,147)	(101,481)
Total benefits and expenses	(146,683)	(212,059)	(669,648)	(737,738)
NET IMPACT OF REINSURANCE ⁽²⁾	\$ (44,815)	\$ 21,182	\$ 60,772	\$ 142,566
Allowances received	\$ (43,163)	\$ (47,006)	\$ (130,898)	\$ (145,710)
Less: Amount deferred	8,985	12,481	29,751	44,229
Allowances recognized (ceded other operating expenses) ⁽¹⁾	<u>\$ (34,178)</u>	<u>\$ (34,525)</u>	<u>\$ (101,147)</u>	<u>\$ (101,481)</u>

⁽¹⁾ Other operating expenses ceded per the income statement are equal to reinsurance allowances recognized after capitalization.

⁽²⁾ Assumes no investment income on reinsurance. Foregone investment income would substantially reduce the favorable impact of reinsurance. We estimate that the impact of foregone investment income would reduce the net impact of reinsurance by 90% to 160%.

The table above does not reflect the impact of reinsurance on our net investment income. By ceding business to the assuming companies, we forgo investment income on the reserves ceded. Conversely, the assuming companies will receive investment income on the reserves assumed, which will increase the assuming companies' profitability on the business we cede. The net investment income impact to us and the assuming companies has not been quantified. The impact of including foregone investment income would be to substantially reduce the favorable net impact of reinsurance reflected above. We estimate that the impact of foregone investment income would be to reduce the net impact of reinsurance presented in the table above by 90% to 160%. The Life Marketing segment's reinsurance programs do not materially impact the "other income" line of our income statement.

As shown above, reinsurance generally has had a favorable impact on the Life Marketing segment's operating income for the periods presented above. The impact of reinsurance is largely due to our quota share coinsurance program in place prior to mid-2005. Under that program, generally 90% of the segment's traditional new business was ceded to reinsurers. Since mid-2005, a much smaller percentage of overall term business has been ceded due to a change in reinsurance strategy on traditional business. As a result of that change, the relative impact of reinsurance on the Life Marketing segment's overall profits is expected to decrease over time. While the significance of reinsurance is expected to decline over time, the overall impact of reinsurance for a given period may fluctuate due to variations in mortality and unlocking of balances under the ASC Financial Services-Insurance Topic.

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For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

The increase in ceded premiums for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, was caused primarily by an increase in universal life ceded premiums and policy fees reflecting growth in in-force business. This increase was partly offset by lower ceded traditional life premiums and policy fees of \$0.7 million reflecting the runoff of an older in-force block of business which was heavily reinsured.

Ceded benefits and settlement expenses were lower for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, due to lower increases in ceded reserves partially offset by higher ceded claims. Traditional ceded benefits increased \$15.0 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due to higher ceded death benefits. Universal life ceded benefits decreased \$105.1 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, due to a decrease in ceded reserves driven by prospective unlocking. Ceded universal life claims were \$11.5 million higher for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010.

Ceded amortization of deferred policy acquisitions costs increased for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due the impact of prospective unlocking on ceded DAC amortization.

Total allowances recognized for the three months ended September 30, 2011, were virtually identical to those recognized for the nine months ended September 30, 2010, as growth in universal life allowances offset decreased term allowances.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

The increase in ceded premiums for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, was caused primarily by higher ceded traditional life premiums and policy fees of \$6.5 million and higher universal life ceded premiums and policy fees of \$6.8 million. The nine months ended September 30, 2010 showed lower than normal ceded traditional life premiums due to the one-time impact of a large block of policies reaching the end of the level pay period. Lapses on this block of policies caused decreases in ceded premiums for the nine months ended September 30, 2010. The impact on net income was not material as the impact on premiums was largely offset by an impact on reserve changes included in benefits and settlements expenses. Universal life ceded premium increased due to growth in in-force business.

Ceded benefits and settlement expenses were lower for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, due to decreases in ceded reserves partially offset by higher ceded claims. Traditional ceded benefits increased \$14.0 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, due to higher ceded claims partly offset by a lower increase in ceded reserves. Universal life ceded benefits decreased \$114.7 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, due to a decrease in ceded reserves driven by prospective unlocking more than offsetting higher ceded claims. Ceded universal life claims were \$24.8 million higher for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010.

Ceded amortization of deferred policy acquisitions costs increased for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to the impact of prospective unlocking on ceded DAC amortization.

Total allowances recognized for the nine months ended September 30, 2011, were virtually identical to those recognized for the nine months ended September 30, 2010, as growth in universal life allowances offset decreased term allowances.

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Acquisitions

Segment results of operations

Segment results were as follows:

	For The Three Months Ended September 30,		Change	For The Nine Months Ended September 30,		Change
	2011	2010		2011	2010	
REVENUES						
Gross premiums and policy fees	\$ 219,970	\$ 167,985	30.9%	\$ 615,997	\$ 507,095	21.5%
Reinsurance ceded	(103,667)	(108,296)	(4.3)	(318,142)	(318,922)	(0.2)
Net premiums and policy fees	116,303	59,689	94.8	297,855	188,173	58.3
Net investment income	140,352	114,045	23.1	391,000	346,194	12.9
Other income	1,432	2,011	(28.8)	4,102	4,659	(12.0)
Total operating revenues	258,087	175,745	46.9	692,957	539,026	28.6
Realized gains (losses) - investments	124,416	97,784		153,818	203,455	
Realized gains (losses) - derivatives	(109,437)	(85,352)		(130,815)	(178,008)	
Total revenues	273,066	188,177		715,960	564,473	
BENEFITS AND EXPENSES						
Benefits and settlement expenses	176,850	125,234	41.2	484,237	386,262	25.4
Amortization of DAC/VOBA	20,442	17,558	16.4	54,229	46,621	16.3
Other operating expenses	16,767	5,087	n/m	38,643	16,718	n/m
Operating benefits and expenses	214,059	147,879	44.8	577,109	449,601	28.4
Amortization of DAC/VOBA related to realized gains (losses) - investments	365	993		1,234	870	
Total benefits and expenses	214,424	148,872	44.0	578,343	450,471	28.4
INCOME BEFORE INCOME TAX						
INCOME BEFORE INCOME TAX	58,642	39,305	49.2	137,617	114,002	20.7
Less: realized gains (losses)	14,979	12,432		23,003	25,447	
Less: related amortization of DAC/ VOBA	(365)	(993)		(1,234)	(870)	
OPERATING INCOME	\$ 44,028	\$ 27,866	58.0	\$ 115,848	\$ 89,425	29.5

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The following table summarizes key data for the Acquisitions segment:

	For The Three Months Ended September 30,		Change (Dollars In Thousands)	For The Nine Months Ended September 30,		Change
	2011	2010		2011	2010	
Average Life Insurance In-Force⁽¹⁾						
Traditional	\$ 190,871,158	\$ 183,168,231	4.2%	\$ 189,209,541	\$ 186,246,146	1.6%
Universal life	32,671,826	26,560,573	23.0	30,396,025	26,946,023	12.8
	<u>\$ 223,542,984</u>	<u>\$ 209,728,804</u>	6.6	<u>\$ 219,605,566</u>	<u>\$ 213,192,169</u>	3.0
Average Account Values						
Universal life	\$ 3,519,133	\$ 2,677,935	31.4	\$ 3,265,158	\$ 2,714,247	20.3
Fixed annuity ⁽²⁾	3,311,625	3,347,013	(1.1)	3,346,127	3,386,229	(1.2)
Variable annuity	636,258	129,953	n/m	691,246	134,640	n/m
	<u>\$ 7,467,016</u>	<u>\$ 6,154,901</u>	21.3	<u>\$ 7,302,531</u>	<u>\$ 6,235,116</u>	17.1
Interest Spread - UL & Fixed Annuities						
Net investment income yield ⁽³⁾	5.82%	5.91%		5.77%	5.94%	
Interest credited to policyholders	4.13	4.10		4.15	4.16	
Interest spread	<u>1.69%</u>	<u>1.81%</u>		<u>1.62%</u>	<u>1.78%</u>	

(1) Amounts are not adjusted for reinsurance ceded.

(2) Includes general account balances held within variable annuity products and is net of coinsurance ceded.

(3) Includes available-for-sale and trading portfolios. Available-for-sale portfolio yields were 5.99% and 6.11% for the three and nine months ended September 30, 2011, respectively, as compared to 6.28% and 6.32% for the three and nine months ended September 30, 2010.

For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Segment operating income

Operating income was \$44.0 million for the three months ended September 30, 2011, an increase of \$16.2 million, or 58.0%, as compared to the three months ended September 30, 2010, primarily due to the addition of the United Investors and Liberty Life blocks which added \$18.7 million to operating income. This increase was partially offset by expected runoff in the existing blocks.

Operating revenues

Operating revenues for the three months ended September 30, 2011, increased \$82.3 million, or 46.9%, as compared to the three months ended September 30, 2010. The increase was primarily due to an increase of \$56.6 million in net premiums and policy fees as compared to the three months ended September 30, 2010. The increase in net premiums and policy fees was primarily due to the addition of the United Investors and Liberty Life blocks which added \$58.8 million to premiums. This was partly offset by runoff of the existing in-force business. Net investment income increased \$26.3 million, or 23.1%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, due to the addition of the United Investors and Liberty Life blocks which added \$32.8 million to net investment income. This increase was partly offset by runoff of the segment's existing in-force business, resulting in a reduction of invested assets and lower investment income.

Total benefits and expenses

Total benefits and expenses increased \$65.6 million, or 44.0%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The increase related primarily to the addition of the United Investors and Liberty Life blocks which added \$73.4 million to total benefits and expenses. This was partly offset by expected runoff of the in-force business and lower operating expenses.

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For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income

Operating income was \$115.8 million for the nine months ended September 30, 2011, an increase of \$26.4 million, or 29.5%, as compared to the nine months ended September 30, 2010, primarily due to the United Investors and Liberty Life blocks which added \$38.9 million to operating income. This increase was partly offset by lower spreads, higher mortality in certain lines, and the expected runoff in the blocks of business.

Operating revenues

Operating revenues for the nine months ended September 30, 2011, increased \$153.9 million, or 28.6%, as compared to the nine months ended September 30, 2010. The increase was primarily due to an increase of \$109.7 million in net premiums and policy fees as compared to the nine months ended September 30, 2010. The increase in net premiums and policy fees was primarily due to the United Investors and Liberty Life blocks which added \$121.3 million to net premiums and policy fees. This was partly offset by the expected runoff of other lines of business. Net investment income increased \$44.8 million, or 12.9%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The United Investors and Liberty Life blocks contributed investment income of \$65.8 million was partly offset by runoff of the segment's in-force business and lower yields on certain investment portfolios.

Total benefits and expenses

Total benefits and expenses increased \$127.9 million, or 28.4%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The increase reflects the addition of the United Investors and Liberty Life blocks which added \$149.3 million to total benefits and expenses which was partly offset by runoff of the segment's in-force business.

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Reinsurance

The Acquisitions segment currently reinsures portions of both its life and annuity in-force. The cost of reinsurance to the segment is reflected in the chart shown below.

Impact of reinsurance

Reinsurance impacted the Acquisitions segment line items as shown in the following table:

Acquisitions Segment Line Item Impact of Reinsurance

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
REVENUES				
Reinsurance ceded	\$ (103,667)	\$ (108,296)	\$ (318,142)	\$ (318,922)
BENEFITS AND EXPENSES				
Benefits and settlement expenses	(85,723)	(94,287)	(274,496)	(273,257)
Amortization of DAC/VOBA	(7,061)	(6,583)	(15,426)	(14,236)
Other operating expenses	(14,059)	(13,317)	(40,976)	(41,212)
Total benefits and expenses	(106,843)	(114,187)	(330,898)	(328,705)
NET IMPACT OF REINSURANCE⁽¹⁾	\$ 3,176	\$ 5,891	\$ 12,756	\$ 9,783

⁽¹⁾ Assumes no investment income on reinsurance. Forgone investment income would substantially reduce the favorable impact of reinsurance.

The segment's reinsurance programs do not materially impact the other income line of the income statement. In addition, net investment income generally has no direct impact on reinsurance cost. However, by ceding business to the assuming companies, we forgo investment income on the reserves ceded to the assuming companies. Conversely, the assuming companies will receive investment income on the reserves assumed which will increase the assuming companies' profitability on business assumed from the Company. For business ceded under modified coinsurance arrangements, the amount of investment income attributable to the assuming company is included as part of the overall change in policy reserves and, as such, is reflected in benefit and settlement expenses. The net investment income impact to us and the assuming companies has not been quantified as it is not fully reflected in our consolidated financial statements.

The net favorable impact of reinsurance decreased \$2.7 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, as ceded benefits decreased more than ceded premiums in existing in-force blocks. The addition of the United Investors block increased ceded premiums \$3.6 million, benefits and settlement expenses \$4.3 million, and other operating expenses \$0.2 million.

The favorable net impact of reinsurance increased \$3.0 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, as ceded benefits showed small increases while ceded premiums showed small decreases. The addition of the United Investors block increased ceded premiums \$11.6 million, benefits and settlement expenses \$25.3 million, and other operating expenses \$0.6 million.

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Annuities

Segment results of operations

Segment results were as follows:

	For The Three Months Ended September 30,		Change	For The Nine Months Ended September 30,		Change
	2011	2010		2011	2010	
REVENUES						
Gross premiums and policy fees	\$ 17,670	\$ 11,086	59.4%	\$ 49,302	\$ 29,661	66.2%
Reinsurance ceded	(16)	(41)	(61.0)	(54)	(116)	(53.4)
Net premiums and policy fees	17,654	11,045	59.8	49,248	29,545	66.7
Net investment income	127,094	122,662	3.6	379,652	357,578	6.2
Realized gains (losses) - derivatives	23,435	(4,248)	n/m	(244)	(44,116)	(99.4)
Other income	14,217	7,857	80.9	38,146	19,683	93.8
Total operating revenues	182,400	137,316	32.8	466,802	362,690	28.7
Realized gains (losses) - investments	501	3,610		(715)	3,188	
Total revenues	182,901	140,926	29.8	466,087	365,878	27.4
BENEFITS AND EXPENSES						
Benefits and settlement expenses	93,264	98,023	(4.9)	289,350	306,798	(5.7)
Amortization of deferred policy acquisition costs and value of business acquired	31,751	8,003	n/m	57,124	(10,540)	n/m
Other operating expenses	13,853	9,818	41.1	39,673	28,797	37.8
Operating benefits and expenses	138,868	115,844	19.9	386,147	325,055	18.8
Amortization related to benefit and settlement expense	174	—		191	—	
Amortization of DAC related to realized gains (losses) - investments	(38)	613		(178)	1,278	
Total benefits and expenses	139,004	116,457	19.4	386,160	326,333	18.3
INCOME BEFORE INCOME TAX	43,897	24,469	79.4	79,927	39,545	n/m
Less: realized gains (losses)	501	3,610		(715)	3,188	
Less: amortization related to benefits and settlement expenses	(174)	—		(191)	—	
Less: related amortization of DAC	38	(613)		178	(1,278)	
OPERATING INCOME	<u>\$ 43,532</u>	<u>\$ 21,472</u>	n/m	<u>\$ 80,655</u>	<u>\$ 37,635</u>	n/m

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Benefits and settlement expenses

Benefits and settlement expenses decreased \$4.8 million, or 4.9%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. This decrease was primarily due to a \$4.5 million favorable change in SPIA mortality results, a \$2.3 million favorable change in unearned premium and bonus interest amortization unlocking associated with the VA product line, a \$2.3 million favorable fair value change related to EIA reserves, and a \$1.4 million favorable change in unearned premium reserve and bonus interest amortization in the VA line. Offsetting these favorable changes were increased credited interest of \$1.8 million and a \$5.4 million unfavorable reserve unlocking change related to EIA reserves.

Amortization of DAC

The increase in DAC amortization of \$23.7 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, was primarily due to changes related to guaranteed benefits of certain VA contracts, which caused an increase in amortization of \$11.2 million and an unfavorable change in DAC unlocking of \$1.8 million. Unfavorable DAC unlocking of \$11.4 million (excluding unlocking related to guaranteed benefits of certain VA contracts) was recorded by the segment during the three months ended September 30, 2011, as compared to unfavorable DAC unlocking of \$3.7 million for the three months ended September 30, 2010. The remaining increase of \$3.0 million is primarily due to growth in the SPDA and VA product lines.

Sales

Total sales increased \$182.6 million, or 27.0%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Sales of variable annuities increased \$136.8 million, or 31.4%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due to product positioning and more focus on the VA line of business. Sales of fixed annuities increased \$45.7 million, or 19.0%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income

Segment pre-tax operating income was \$80.7 million for the nine months ended September 30, 2011, as compared to \$37.6 million for the nine months ended September 30, 2010. The nine months ended September 30, 2011, included a favorable impact of \$10.9 million related to guaranteed benefits of certain VA contracts, while the nine months ended September 30, 2010, included an unfavorable \$11.0 million impact. Other items accounted for the remainder of the variance including growth in the SPDA line of business, higher fees related to VA account balances, and improved SPIA mortality results.

Operating revenues

Segment operating revenues increased \$104.1 million, or 28.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to a favorable change of \$44.4 million from derivatives related to guaranteed benefits of certain VA contracts. The remainder of the increase is due to increases in net investment income, policy fees, and other income. Average fixed account balances grew 8.3% and average variable account balances grew 64.1% for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, resulting in higher investment income, policy fees, and other income.

Benefits and settlement expenses

Benefits and settlement expenses decreased \$17.4 million, or 5.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. This decrease was primarily due to a \$19.4 million favorable change in unearned premium amortization and bonus interest amortization associated with the VA product line, a \$6.3 million favorable change in SPIA mortality results, a \$3.0 million favorable change in unearned premium and bonus interest amortization unlocking associated with the VA product line, and a \$3.7 million favorable change in guaranteed benefit reserves and death benefits in the VA line. Offsetting these favorable

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changes were increased credited interest of \$9.4 million and a \$5.4 million unfavorable reserve unlocking change related to EIA reserves.

Amortization of DAC

The increase in DAC amortization of \$67.7 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, was primarily due to changes related to guaranteed benefits of certain VA contracts, which caused an increase in amortization of \$36.3 million and an unfavorable change in DAC unlocking of \$1.3 million. Unfavorable DAC unlocking of \$14.3 million (excluding unlocking related to guaranteed benefits of certain VA contracts) was recorded by the segment during the nine months ended September 30, 2011, as compared to unfavorable DAC unlocking of \$2.1 million for the nine months ended September 30, 2010. The remaining increase of \$18.0 million is primarily due to growth in the SPDA and VA product lines.

Sales

Total sales increased \$708.4 million, or 35.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Sales of variable annuities increased \$650.9 million, or 54.3%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to product positioning and more focus on the VA line of business. Sales of fixed annuities increased \$57.5 million, or 7.3%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010.

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Stable Value Products

Segment results of operations

Segment results were as follows:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
(Dollars In Thousands)						
REVENUES						
Net investment income	\$ 35,173	\$ 41,100	(14.4)%	\$ 110,653	\$ 133,244	(17.0)%
Other income	(1)	—	n/m	(1)	—	n/m
Total operating revenues	35,172	41,100	(14.4)	110,652	133,244	(17.0)
Realized gains (losses)	10,076	937	n/m	25,935	(5,740)	n/m
Total revenues	45,248	42,037	7.6	136,587	127,504	7.1
BENEFITS AND EXPENSES						
Benefits and settlement expenses	19,641	30,442	(35.5)	61,812	97,145	(36.4)
Amortization of deferred policy acquisition costs	502	1,398	(64.1)	4,335	3,259	33.0
Other operating expenses	812	921	(11.8)	1,951	2,495	(21.8)
Total benefits and expenses	20,955	32,761	(36.0)	68,098	102,899	(33.8)
INCOME BEFORE INCOME TAX	24,293	9,276	n/m	68,489	24,605	n/m
Less: realized gains (losses)	10,076	937		25,935	(5,740)	
OPERATING INCOME	<u>\$ 14,217</u>	<u>\$ 8,339</u>	70.5	<u>\$ 42,554</u>	<u>\$ 30,345</u>	40.2

The following table summarizes key data for the Stable Value Products segment:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
(Dollars In Thousands)						
Sales						
GIC	\$ 230,000	\$ 66,477	n/m%	\$ 465,795	\$ 73,977	n/m%
GFA - Direct Institutional	200,000	—	n/m	300,000	400,000	(25.0)
	<u>\$ 430,000</u>	<u>\$ 66,477</u>	n/m	<u>\$ 765,795</u>	<u>\$ 473,977</u>	61.6
Average Account Values	\$ 2,710,571	\$ 3,331,250	(18.6)	\$ 2,637,281	\$ 3,440,299	(23.3)
Ending Account Values	\$ 2,827,862	\$ 3,105,822	(8.9)	\$ 2,827,862	\$ 3,105,822	(8.9)
Operating Spread						
Net investment income yield	5.19%	4.93%		5.62%	5.16%	
Interest credited	2.90	3.65		3.12	3.76	
Operating expenses	0.19	0.28		0.31	0.23	
Operating spread	<u>2.10%</u>	<u>1.00%</u>		<u>2.19%</u>	<u>1.17%</u>	
Adjusted operating spread ⁽¹⁾	1.92%	0.99%		1.73%	1.09%	

⁽¹⁾ Excludes participating mortgage loan income and bank loan participation fee income.

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For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Segment operating income

Operating income was \$14.2 million and increased \$5.9 million, or 70.5%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The increase in operating earnings resulted from higher operating spreads offset by a decline in average account values. Included in the third quarter 2011 results are participating mortgage loan income and bank loan fee income of \$1.2 million as compared \$0.1 million in the third quarter of 2010. The operating spread increased 110 basis points to 210 basis points for the three months ended September 30, 2011, as compared to an operating spread of 100 basis points for the three months ended September 30, 2010.

Sales

Total sales were \$430.0 million for the three months ended September 30, 2011, as compared to \$66.5 million for the three months ended September 30, 2010.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income

Operating income was \$42.6 million and increased \$12.2 million, or 40.2%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The increase in operating earnings resulted from higher operating spreads offset by a decline in average account values. Included in the nine months ended September 30, 2011 results are participating mortgage loan income and bank loan fee income of \$8.5 million as compared to \$2.0 million for the nine months ended September 30, 2010. The operating spread increased 102 basis points to 219 basis points for the nine months ended September 30, 2011, as compared to an operating spread of 117 basis points for the nine months ended September 30, 2010.

Sales

Total sales were \$765.8 million for the nine months ended September 30, 2011 as compared to \$474.0 million for the nine months ended September 30, 2010.

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Asset Protection

Segment results of operations

Segment results were as follows:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
	(Dollars In Thousands)					
REVENUES						
Gross premiums and policy fees	\$ 66,829	\$ 71,575	(6.6)%	\$ 202,567	\$ 220,101	(8.0)%
Reinsurance ceded	(24,547)	(27,502)	(10.7)	(73,577)	(85,343)	(13.8)
Net premiums and policy fees	42,282	44,073	(4.1)	128,990	134,758	(4.3)
Net investment income	5,482	5,808	(5.6)	16,734	18,243	(8.3)
Other income	24,340	18,591	30.9	66,152	49,854	32.7
Total operating revenues	72,104	68,472	5.3	211,876	202,855	4.4
BENEFITS AND EXPENSES						
Benefits and settlement expenses	23,294	25,192	(7.5)	66,895	64,591	3.6
Amortization of deferred policy acquisition costs	6,411	7,371	(13.0)	20,042	21,973	(8.8)
Other operating expenses	38,402	32,651	17.6	113,365	97,095	16.8
Total benefits and expenses	68,107	65,214	4.4	200,302	183,659	9.1
INCOME BEFORE INCOME TAX						
	3,997	3,258	22.7	11,574	19,196	(39.7)
OPERATING INCOME	<u>\$ 3,997</u>	<u>\$ 3,258</u>	22.7	<u>\$ 11,574</u>	<u>\$ 19,196</u>	(39.7)

The following table summarizes key data for the Asset Protection segment:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
	(Dollars In Thousands)					
Sales						
Credit insurance	\$ 8,970	\$ 10,099	(11.2)%	\$ 27,386	\$ 27,484	(0.4)%
Service contracts	77,942	66,417	17.4	212,127	176,634	20.1
Other products	18,532	15,861	16.8	55,892	40,683	37.4
	<u>\$ 105,444</u>	<u>\$ 92,377</u>	14.1	<u>\$ 295,405</u>	<u>\$ 244,801</u>	20.7
Loss Ratios⁽¹⁾						
Credit insurance	30.6%	38.6%		32.4%	37.2%	
Service contracts	61.4	62.4		56.6	57.6	
Other products	34.3	32.1		36.3	(25.5)	

⁽¹⁾ Incurred claims as a percentage of earned premiums

For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Segment operating income

Operating income was \$4.0 million, representing an increase of \$0.7 million, or 22.7%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Earnings from other products, primarily from the GAP product line, increased \$1.1 million, or 58.9%, for the three months ended September 30, 2011, due to higher volume and favorable loss experience. Credit insurance earnings increased \$0.9 million as compared to the three months ended September 30, 2010, primarily due to lower expenses. Partially offsetting these increases was a \$1.3 million, or 66.0%, decrease in the service contract earnings as compared to the three months ended September 30, 2010, resulting primarily from higher contingent commissions.

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Net premiums and policy fees

Net premiums and policy fees decreased \$1.8 million, or 4.1%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Credit insurance premiums decreased \$0.3 million, or 5.8%, and service contract premiums decreased \$2.4 million, or 6.7%, as compared to the three months ended September 30, 2010. The decreases in both lines were primarily the result of decreased sales in prior years and the related impact on earned premiums. Partially offsetting these decreases was a \$0.9 million, or 22.3%, increase in net premiums in other products.

Other income

Other income increased \$5.7 million, or 30.9%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due to an increase in 2011 sales, reflecting improvement in U.S. auto sales and increased market share.

Benefits and settlement expenses

Benefits and settlement expenses decreased \$1.9 million, or 7.5%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. Credit insurance claims decreased \$0.5 million, or 25.3%, and service contract claims decreased \$1.8 million, or 8.2%. Other products claims increased \$0.4 million, or 30.1%.

Amortization of DAC and Other operating expenses

Amortization of DAC was \$1.0 million, or 13.0%, lower for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due to reduced amortization in all product lines. Other operating expenses increased \$5.8 million, or 17.6%, for the three months ended September 30, 2011, mainly due to higher commission expense resulting from an increase in sales.

Sales

Total segment sales increased \$13.1 million, or 14.1%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. This increase was primarily due to higher service contract sales, which increased \$11.5 million, or 17.4%, as compared to the three months ended September 30, 2010. Sales in other products increased \$2.7 million, or 16.8%, all attributable to the GAP product line. Increases in the service contract and GAP lines are the result of the improvement in auto sales over the prior year and increased market share. Credit insurance sales decreased by \$1.1 million, or 11.2%.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income

Operating income was \$11.6 million, representing a decrease of \$7.6 million, or 39.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Earnings from other products, including the GAP product and non-core lines, decreased \$4.6 million, or 35.9%, for the nine months ended September 30, 2011, primarily due to a \$7.8 million excess reserve release related to the runoff Lender's Indemnity line of business in the first quarter of 2010, which was partially offset by a \$2.8 million, or 53.1%, increase in GAP earnings resulting from higher volume and favorable loss experience. Service contract earnings decreased \$4.7 million, or 60.3%, as compared to the nine months ended September 30, 2010, primarily related to higher contingent commissions and expenses related to new initiatives. Credit insurance earnings increased \$1.7 million as compared to the nine months ended September 30, 2010, primarily due to lower loss ratios and lower expenses.

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Net premiums and policy fees

Net premiums and policy fees decreased \$5.8 million, or 4.3%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Service contract premiums decreased \$5.5 million, or 5.1% and credit insurance premiums decreased \$1.6 million, or 10.4%, as compared to the nine months ended September 30, 2010. The decreases in all lines were primarily the result of decreased sales in prior years and the related impact on earned premiums. Within the other product lines, net premiums increased \$1.3 million, or 11.3%.

Other income

Other income increased \$16.3 million, or 32.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to an increase in 2011 sales, reflecting improvement in U.S. auto sales and increased market share.

Benefits and settlement expenses

Benefits and settlement expenses increased \$2.3 million, or 3.6%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. Service contract claims decreased \$4.2 million, or 6.8%, credit insurance claims decreased \$1.3 million, or 22.1%, and other products claims increased \$7.8 million. The first quarter of 2010 included a \$7.8 million excess reserve release related to the runoff Lender's Indemnity line of business.

Amortization of DAC and Other operating expenses

Amortization of DAC was \$1.9 million, or 8.8%, lower for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to reduced amortization in the credit insurance product line. Other operating expenses increased \$16.3 million, or 16.8%, for the nine months ended September 30, 2011, mainly due to higher commission expense resulting from an increase in sales and expenses related to new initiatives.

Sales

Total segment sales increased \$50.6 million, or 20.7%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. This increase was primarily due to a \$35.5 million, or 20.1%, increase in service contract sales and a \$15.2 million, or 37.4%, increase in sales in the GAP product line as compared to the nine months ended September 30, 2010. Increases in service contract and GAP product lines are attributable to the improvement in U.S. auto sales over the prior year and increased market share.

Reinsurance

The majority of the Asset Protection segment's reinsurance activity relates to the cession of single premium credit life and credit accident and health insurance, vehicle service contracts, and guaranteed asset protection insurance to producer affiliated reinsurance companies ("PARCs"). These arrangements are coinsurance contracts ceding the business on a first dollar quota share basis at levels ranging from 50% to 100% to limit our exposure and allow the PARCs to share in the underwriting income of the product. Reinsurance contracts do not relieve us from our obligations to our policyholders.

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Reinsurance impacted the Asset Protection segment line items as shown in the following table:

Asset Protection Segment Line Item Impact of Reinsurance

	For The Three Months Ended September 30,		For The Nine Months Ended September 30,	
	2011	2010	2011	2010
	(Dollars In Thousands)			
REVENUES				
Reinsurance ceded	\$ (24,547)	\$ (27,502)	\$ (73,577)	\$ (85,343)
BENEFITS AND EXPENSES				
Benefits and settlement expenses	(16,034)	(19,057)	(49,121)	(60,146)
Amortization of deferred policy acquisition costs	(6,444)	(7,608)	(19,217)	(24,906)
Other operating expenses	(3,417)	(3,377)	(8,750)	(7,901)
Total benefits and expenses	(25,895)	(30,042)	(77,088)	(92,953)
NET IMPACT OF REINSURANCE⁽¹⁾	\$ 1,348	\$ 2,540	\$ 3,511	\$ 7,610

(1) Assumes no investment income on reinsurance. Forgone investment income would substantially reduce the favorable impact of reinsurance.

For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Reinsurance premiums ceded decreased \$3.0 million, or 10.7%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The decrease was primarily due to a decline in ceded GAP premiums and dealer credit insurance premiums due to lower sales in prior years.

Benefits and settlement expenses ceded decreased \$3.0 million, or 15.9%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010. The decrease was primarily due to lower losses in the service contract and GAP lines.

Amortization of DAC ceded decreased \$1.2 million, or 15.3% for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily as the result of decreases in ceded activity in the dealer credit and GAP product lines. Other operating expenses ceded were unchanged for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010.

Net investment income has no direct impact on reinsurance cost. However, by ceding business to the assuming companies, we forgo investment income on the reserves ceded. Conversely, the assuming companies will receive investment income on the reserves assumed which will increase the assuming companies' profitability on business we cede. The net investment income impact to us and the assuming companies has not been quantified as it is not reflected in our consolidated financial statements.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Reinsurance premiums ceded decreased \$11.8 million, or 13.8%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The decrease was primarily due to a decline in ceded GAP premiums and dealer credit insurance premiums due to lower sales in prior years.

Benefits and settlement expenses ceded decreased \$11.0 million, or 18.3%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010. The decrease was primarily due to lower losses in the service contract and GAP lines.

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Amortization of DAC ceded decreased \$5.7 million, or 22.8%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily as the result of decreases in ceded activity in the dealer credit and GAP product lines. Other operating expenses ceded increased \$0.8 million for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010 mainly due to increases in the GAP line.

Net investment income has no direct impact on reinsurance cost. However, by ceding business to the assuming companies, we forgo investment income on the reserves ceded. Conversely, the assuming companies will receive investment income on the reserves assumed which will increase the assuming companies' profitability on business we cede. The net investment income impact to us and the assuming companies has not been quantified as it is not reflected in our consolidated financial statements.

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Corporate and Other

Segment results of operations

Segment results were as follows:

	For The Three Months Ended September 30,		Change	For The Nine Months Ended September 30,		Change
	2011	2010		2011	2010	
REVENUES						
Gross premiums and policy fees	\$ 5,399	\$ 5,848	(7.7)%	\$ 16,499	\$ 18,387	(10.3)%
Reinsurance ceded	(4)	—	n/m	(103)	(2)	n/m
Net premiums and policy fees	5,395	5,848	(7.7)	16,396	18,385	(10.8)
Net investment income	25,475	32,822	(22.4)	80,498	82,063	(1.9)
Realized gains (losses) - derivatives	—	42		—	126	
Other income	6,457	1,025	n/m	36,268	1,031	n/m
Total operating revenues	37,327	39,737	(6.1)	133,162	101,605	31.1
Realized gains (losses) - investments	(6,153)	1,833		9,727	(7,347)	
Realized gains (losses) - derivatives	(10,958)	(5,942)		(13,838)	(16,989)	
Total revenues	20,216	35,628	(43.3)	129,051	77,269	67.0
BENEFITS AND EXPENSES						
Benefits and settlement expenses	6,338	6,749	(6.1)	17,985	19,728	(8.8)
Amortization of deferred policy acquisition costs	326	399	(18.3)	1,036	1,299	(20.2)
Other operating expenses	32,070	33,637	(4.7)	98,392	86,122	14.2
Total benefits and expenses	38,734	40,785	(5.0)	117,413	107,149	9.6
INCOME (LOSS) BEFORE INCOME TAX						
	(18,518)	(5,157)	n/m	11,638	(29,880)	n/m
Less: realized gains (losses) - investments	(6,153)	1,833		9,727	(7,347)	
Less: realized gains (losses) - derivatives	(10,958)	(5,942)		(13,838)	(16,989)	
OPERATING INCOME (LOSS)	\$ (1,407)	\$ (1,048)	34.3	\$ 15,749	\$ (5,544)	n/m

For The Three Months Ended September 30, 2011 as compared to The Three Months Ended September 30, 2010

Segment operating income (loss)

Corporate and Other segment operating loss was \$1.4 million for the three months ended September 30, 2011, as compared to an operating loss of \$1.0 million for the three months ended September 30, 2010. Included in the third quarter 2011 results was an unfavorable variance of \$9.9 million related to a portfolio of securities designated for trading as compared to the same period in the prior year. Offsetting this was an increase in core investment income and a \$4.7 million favorable variance related to the repurchase of non-recourse funding obligations. \$5.7 million of pre-tax gains was generated by repurchases in the third quarter of 2011, as compared to \$1.0 million of pre-tax gains generated in the third quarter of 2010.

Operating revenues

Net investment income for the segment decreased \$7.3 million, or 22.4%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, and net premiums and policy fees decreased \$0.5 million, or 7.7%. The decrease in net investment income was primarily the result of a negative variance related to a portfolio of securities designated for trading, offset by an increase in core investment income. Other income increased \$5.4 million for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, as a result of a \$4.7 million favorable variance related to the repurchase of non-recourse funding obligations.

Total benefits and expenses

Total benefits and expenses decreased \$2.1 million, or 5%, for the three months ended September 30, 2011, as compared to the three months ended September 30, 2010, primarily due to

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a decrease of \$1.6 million in other operating expenses, which includes a decrease in interest expense of \$0.5 million, and a \$0.4 million decrease in policy benefits on non-core lines of business.

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Segment operating income (loss)

Corporate and Other segment operating income was \$15.7 million for the nine months ended September 30, 2011, as compared to an operating loss of \$5.5 million for the nine months ended September 30, 2010. The improvement was primarily due to a \$34.5 million favorable variance on the repurchase of non-recourse funding obligations. \$35.5 million of pre-tax gains were generated by repurchases in the nine months ended September 30, 2011, as compared to \$1.0 million of pre-tax gains generated in the nine months ended September 30, 2010. In addition, during the first quarter of 2011, we recorded \$8.5 million of pre-tax earnings in the segment relating to the settlement of a dispute with respect to certain investments. Partially offsetting these increases, was a \$12.3 million increase in other operating expenses, which includes an increase in interest expense of \$10.0 million. In addition, there was a negative variance of \$9.5 million related to a portfolio of securities designated for trading as compared to the same period in 2010.

Operating revenues

Net investment income for the segment decreased \$1.6 million, or 1.9%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, and net premiums and policy fees decreased \$2.0 million, or 10.8%. The decrease in net investment income was primarily the result of a negative variance of \$9.5 million related to a portfolio of securities designated for trading compared to the same period in 2010. Partially offsetting this variance was an increase of \$8.5 million of pre-tax earnings relating to the settlement of a dispute with respect to certain investments. The decrease in net premiums and policy fees related to the expected runoff of the block of business.

Total benefits and expenses

Total benefits and expenses increased \$10.3 million, or 9.6%, for the nine months ended September 30, 2011, as compared to the nine months ended September 30, 2010, primarily due to a \$12.3 million increase in other operating expenses, which includes an increase in interest expense of \$10.0 million, partially offset by a decrease in policy benefits on non-core lines of business.

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CONSOLIDATED INVESTMENTS

Certain reclassifications have been made in the previously reported financial statements and accompanying tables to make the prior year amounts comparable to those of the current year. Such reclassifications had no effect on previously reported net income, shareowner's equity, or the totals reflected in the accompanying tables.

Portfolio Description

As of September 30, 2011, our investment portfolio was approximately \$34.8 billion. The types of assets in which we may invest are influenced by various state laws which prescribe qualified investment assets. Within the parameters of these laws, we invest in assets giving consideration to such factors as liquidity and capital needs, investment quality, investment return, matching of assets and liabilities, and the overall composition of the investment portfolio by asset type and credit exposure.

The following table presents the reported values of our invested assets:

	As of			
	September 30, 2011		December 31, 2010	
	(Dollars In Thousands)			
Publicly issued bonds (amortized cost: 2011 - \$21,135,900; 2010 - \$19,732,704)	\$ 22,689,810	65.3%	\$ 20,314,417	64.9%
Privately issued bonds (amortized cost: 2011 - \$4,977,400; 2010 - \$4,234,952)	5,138,543	14.8	4,329,770	13.8
Fixed maturities	27,828,353	80.1	24,644,187	78.7
Equity securities (cost: 2011 - \$296,267; 2010 - \$307,971)	286,824	0.8	317,255	1.0
Mortgage loans	5,375,604	15.5	4,883,400	15.6
Investment real estate	12,427	0.0	7,196	0.0
Policy loans	880,203	2.5	793,448	2.5
Other long-term investments	290,778	0.8	283,002	0.9
Short-term investments	80,374	0.3	349,245	1.3
Total investments	<u>\$ 34,754,563</u>	<u>100.0%</u>	<u>\$ 31,277,733</u>	<u>100.0%</u>

Included in the preceding table are \$3.0 billion and \$3.0 billion of fixed maturities and \$67.6 million and \$114.3 million of short-term investments classified as trading securities as of September 30, 2011 and December 31, 2010, respectively. The trading portfolio includes invested assets of \$3.0 billion and \$2.9 billion as of September 30, 2011 and December 31, 2010, respectively, held pursuant to modified coinsurance ("Modco") arrangements under which the economic risks and benefits of the investments are passed to third party reinsurers.

Fixed Maturity Investments

As of September 30, 2011, our fixed maturity investment holdings were approximately \$27.8 billion. The approximate percentage distribution of our fixed maturity investments by quality rating is as follows:

Rating	As of	
	September 30, 2011	December 31, 2010
AAA	16.3%	17.0%
AA	7.2	4.8
A	23.1	17.9
BBB	44.4	47.9
Below investment grade	9.0	12.4
	<u>100.0%</u>	<u>100.0%</u>

During the nine months ended September 30, 2011 and for the year ended December 31, 2010, we did not actively purchase securities below the BBB level.

We do not have material exposure to financial guarantee insurance companies with respect to our investment portfolio. As of September 30, 2011, based upon amortized cost, \$53.9 million of our securities were guaranteed either directly or indirectly by third parties out of a total of \$25.8 billion fixed maturity securities held by us (0.2% of total fixed maturity securities).

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Declines in fair value for our available-for-sale portfolio, net of related DAC and VOBA, are charged or credited directly to shareowners' equity. Declines in fair value that are other-than-temporary are recorded as realized losses in the consolidated condensed statements of income, net of any applicable non-credit component of the loss, which is recorded as an adjustment to other comprehensive income (loss).

The distribution of our fixed maturity investments by type is as follows:

<u>Type</u>	<u>As of</u>	
	<u>September 30, 2011</u>	<u>December 31, 2010</u>
	(Dollars In Millions)	
Residential mortgage-backed securities	\$ 2,887.0	\$ 2,970.3
Commercial mortgage-backed securities	644.2	311.6
Other asset-backed securities	851.8	927.1
U.S. government-related bonds	1,819.9	1,571.9
Other government-related bonds	211.6	327.8
States, municipals, and political subdivisions	1,555.4	1,123.8
Corporate bonds	19,858.4	17,411.7
Total fixed income portfolio	<u>\$ 27,828.3</u>	<u>\$ 24,644.2</u>

Within our fixed maturity investments, we maintain portfolios classified as "available-for-sale" and "trading". We purchase our investments with the intent to hold to maturity by purchasing investments that match future cash flow needs. However, we may sell any of our investments to maintain proper matching of assets and liabilities. Accordingly, we classified \$24.8 billion, or 89.2%, of our fixed maturities as "available-for-sale" as of September 30, 2011. These securities are carried at fair value on our consolidated balance sheets.

Trading securities are carried at fair value and changes in fair value are recorded on the income statement as they occur. Our trading portfolio accounts for \$3.0 billion, or 10.8%, of our fixed maturities as of September 30, 2011. Fixed maturities with a market value of \$3.0 billion and short-term investments with a market value of \$67.6 million in the trading portfolio, including gains and losses from sales, are passed to the reinsurers through the contractual terms of the reinsurance arrangements. Partially offsetting these amounts are corresponding changes in the fair value of the embedded derivative associated with the underlying reinsurance arrangement. The total Modco trading portfolio fixed maturities by rating is as follows:

<u>Rating</u>	<u>As of</u>	
	<u>September 30, 2011</u>	<u>December 31, 2010</u>
	(Dollars In Thousands)	
AAA	\$ 787,853	\$ 816,064
AA	237,215	177,419
A	700,546	584,408
BBB	1,004,883	1,008,943
Below investment grade	241,360	269,710
Total Modco trading fixed maturities	<u>\$ 2,971,857</u>	<u>\$ 2,856,544</u>

A portion of our bond portfolio is invested in residential mortgage-backed securities ("RMBS"), commercial mortgage-backed securities ("CMBS"), and other asset-backed securities (collectively referred to as asset-backed securities or "ABS"). ABS are securities that are backed by a pool of assets from the investee. These holdings as of September 30, 2011, were approximately \$4.4 billion. Mortgage-backed securities ("MBS") are constructed from pools of mortgages and may have cash flow volatility as a result of changes in the rate at which prepayments of principal occur with respect to the underlying loans. Excluding limitations on access to lending and other extraordinary economic conditions, prepayments of principal on the underlying loans can be expected to accelerate with decreases in market interest rates and diminish with increases in interest rates.

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Residential mortgage-backed securities - The tables below include a breakdown of our RMBS portfolio by type and rating as of September 30, 2011. As of September 30, 2011, these holdings were approximately \$2.9 billion. Sequential securities receive payments in order until each class is paid off. Planned amortization class securities ("PACs") pay down according to a schedule. Pass through securities receive principal as principal of the underlying mortgages is received.

Type	Percentage of Residential Mortgage-Backed Securities
Sequential	39.1%
PAC	27.9
Pass Through	11.9
Other	21.1
	<u>100.0%</u>

Rating	Percentage of Residential Mortgage-Backed Securities
AAA	52.6%
AA	0.9
A	2.5
BBB	1.4
Below investment grade	42.6
	<u>100.0%</u>

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As of September 30, 2011, we held securities with a fair value of \$387.3 million, or 1.1% of invested assets, supported by collateral classified as Alt-A. As of December 31, 2010, we held securities with a fair value of \$401.0 million of securities supported by collateral classified as Alt-A.

The following table includes the percentage of our collateral classified as Alt-A, grouped by rating category, as of September 30, 2011:

<u>Rating</u>	<u>Percentage of Alt-A Securities</u>
AA	0.0%
A	1.0
BBB	1.8
Below investment grade	97.2
	<u>100.0%</u>

The following tables categorize the estimated fair value and unrealized gain/(loss) of our mortgage-backed securities collateralized by Alt-A mortgage loans by rating as of September 30, 2011:

Alt-A Collateralized Holdings

<u>Rating</u>	<u>Estimated Fair Value of Security by Year of Security Origination</u>					<u>Total</u>
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	
	(Dollars In Millions)					
AA	\$ 0.1	\$ —	\$ —	\$ —	\$ —	\$ 0.1
A	3.7	—	—	—	—	3.7
BBB	7.1	—	—	—	—	7.1
Below investment grade	376.4	—	—	—	—	376.4
Total mortgage-backed securities collateralized by Alt-A mortgage loans	<u>\$ 387.3</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 387.3</u>

<u>Rating</u>	<u>Estimated Unrealized Gain (Loss) of Security by Year of Security Origination</u>					<u>Total</u>
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	
	(Dollars In Millions)					
AA	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
A	—	—	—	—	—	—
BBB	0.6	—	—	—	—	0.6
Below investment grade	(50.1)	—	—	—	—	(50.1)
Total mortgage-backed securities collateralized by Alt-A mortgage loans	<u>\$ (49.5)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (49.5)</u>

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As of September 30, 2011, we had RMBS with a total fair value of \$41.1 million, or 0.1%, of total invested assets, that were supported by collateral classified as sub-prime. As of December 31, 2010, we held securities with a fair value of \$42.1 million that were supported by collateral classified as sub-prime.

The following table includes the percentage of our collateral classified as sub-prime, grouped by rating category, as of September 30, 2011:

<u>Rating</u>	<u>Percentage of Sub-prime Securities</u>
AAA	0.2%
AA	4.1
A	8.7
BBB	11.5
Below investment grade	75.5
	<u>100.0%</u>

The following tables categorize the estimated fair value and unrealized gain/(loss) of our mortgage-backed securities collateralized by sub-prime mortgage loans by rating as of September 30, 2011:

Sub-prime Collateralized Holdings

<u>Rating</u>	<u>Estimated Fair Value of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ 0.1	\$ —	\$ —	\$ —	\$ —	\$ 0.1
AA	1.7	—	—	—	—	1.7
A	3.6	—	—	—	—	3.6
BBB	4.7	—	—	—	—	4.7
Below investment grade	31.0	—	—	—	—	31.0
Total mortgage-backed securities collateralized by sub-prime mortgage loans	<u>\$ 41.1</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 41.1</u>
<u>Rating</u>	<u>Estimated Unrealized Gain (Loss) of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
AA	(0.2)	—	—	—	—	(0.2)
A	(0.4)	—	—	—	—	(0.4)
BBB	(0.4)	—	—	—	—	(0.4)
Below investment grade	(27.8)	—	—	—	—	(27.8)
Total mortgage-backed securities collateralized by sub-prime mortgage loans	<u>\$ (28.8)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ (28.8)</u>

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As of September 30, 2011, we had RMBS collateralized by prime mortgage loans (including agency mortgages) with a total fair value of \$2.5 billion, or 7.1%, of total invested assets. As of December 31, 2010, we held securities with a fair value of \$2.5 billion of RMBS collateralized by prime mortgage loans (including agency mortgages).

The following table includes the percentage of our collateral classified as prime, grouped by rating category, as of September 30, 2011:

<u>Rating</u>	<u>Percentage of Prime Securities</u>
AAA	61.8%
AA	1.0
A	2.6
BBB	1.2
Below investment grade	33.4
	<u>100.0%</u>

The following tables categorize the estimated fair value and unrealized gain/(loss) of our mortgage-backed securities collateralized by prime mortgage loans (including agency mortgages) by rating as of September 30, 2011:

Prime Collateralized Holdings

<u>Rating</u>	<u>Estimated Fair Value of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ 764.4	\$ —	\$ 76.8	\$ 400.4	\$ 278.1	\$ 1,519.7
AA	13.5	—	—	—	10.0	23.5
A	64.2	—	—	—	—	64.2
BBB	29.5	—	—	—	—	29.5
Below investment grade	821.7	—	—	—	—	821.7
Total mortgage-backed securities collateralized by prime mortgage loans	<u>\$ 1,693.3</u>	<u>\$ —</u>	<u>\$ 76.8</u>	<u>\$ 400.4</u>	<u>\$ 288.1</u>	<u>\$ 2,458.6</u>

<u>Rating</u>	<u>Estimated Unrealized Gain (Loss) of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ 54.8	\$ —	\$ 8.1	\$ 20.5	\$ 19.0	\$ 102.4
AA	0.1	—	—	—	—	0.1
A	0.2	—	—	—	—	0.2
BBB	(0.3)	—	—	—	—	(0.3)
Below investment grade	(30.5)	—	—	—	—	(30.5)
Total mortgage-backed securities collateralized by prime mortgage loans	<u>\$ 24.3</u>	<u>\$ —</u>	<u>\$ 8.1</u>	<u>\$ 20.5</u>	<u>\$ 19.0</u>	<u>\$ 71.9</u>

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Commercial mortgage-backed securities - Our CMBS portfolio consists of commercial mortgage-backed securities issued in securitization transactions. As of September 30, 2011, the CMBS holdings were approximately \$644.2 million. As of December 31, 2010, the CMBS holdings were approximately \$311.6 million.

The following table includes the percentages of our CMBS holdings, grouped by rating category, as of September 30, 2011:

Rating	Percentage of Commercial Mortgage-Backed Securities
AAA	71.6%
AA	9.6
A	18.8
	100.0%

The following tables categorize the estimated fair value and unrealized gain/(loss) of our CMBS as of September 30, 2011:

Commercial Mortgage-Backed Securities

Rating	Estimated Fair Value of Security by Year of Security Origination					Total
	2007 and Prior	2008	2009	2010	2011	
	(Dollars In Millions)					
AAA	\$ 159.3	\$ 44.7	\$ —	\$ 83.1	\$ 174.3	\$ 461.4
AA	9.7	—	—	29.4	23.0	62.1
A	22.4	—	5.9	34.6	57.8	120.7
Total commercial mortgage-backed securities	\$ 191.4	\$ 44.7	\$ 5.9	\$ 147.1	\$ 255.1	\$ 644.2

Rating	Estimated Unrealized Gain (Loss) of Security by Year of Security Origination					Total
	2007 and Prior	2008	2009	2010	2011	
	(Dollars In Millions)					
AAA	\$ 3.1	\$ 1.7	\$ —	\$ 2.2	\$ 3.0	\$ 10.0
AA	(0.8)	—	—	(1.9)	(1.7)	(4.4)
A	(0.1)	—	0.2	1.9	(1.9)	0.1
Total commercial mortgage-backed securities	\$ 2.2	\$ 1.7	\$ 0.2	\$ 2.2	\$ (0.6)	\$ 5.7

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Other asset-backed securities — Other asset-backed securities pay down based on cash flow received from the underlying pool of assets, such as receivables on auto loans, student loans, credit cards, etc. As of September 30, 2011, these holdings were approximately \$851.8 million. As of December 31, 2010, these holdings were approximately \$927.1 million.

The following table includes the percentages of our other asset-backed holdings, grouped by rating category, as of September 30, 2011:

<u>Rating</u>	<u>Percentage of Other Asset-Backed Securities</u>
AAA	91.0%
AA	2.7
A	4.7
BBB	0.6
Below investment grade	1.0
	<u>100.0%</u>

The following tables categorize the estimated fair value and unrealized gain/(loss) of our asset-backed securities as of September 30, 2011:

Other Asset-Backed Securities

<u>Rating</u>	<u>Estimated Fair Value of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ 708.2	\$ —	\$ 22.8	\$ 32.1	\$ 12.4	\$ 775.5
AA	22.8	—	—	—	—	22.8
A	3.7	—	—	—	36.7	40.4
BBB	5.1	—	—	—	—	5.1
Below investment grade	8.0	—	—	—	—	8.0
Total other asset-backed securities	<u>\$ 747.8</u>	<u>\$ —</u>	<u>\$ 22.8</u>	<u>\$ 32.1</u>	<u>\$ 49.1</u>	<u>\$ 851.8</u>

<u>Rating</u>	<u>Estimated Unrealized Gain (Loss) of Security by Year of Security Origination</u>					
	<u>2007 and Prior</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>	<u>2011</u>	<u>Total</u>
	(Dollars In Millions)					
AAA	\$ (55.1)	\$ —	\$ —	\$ 0.1	\$ 0.1	\$ (54.9)
AA	1.1	—	—	—	—	1.1
A	0.3	—	—	—	1.9	2.2
BBB	—	—	—	—	—	—
Below investment grade	(15.9)	—	—	—	—	(15.9)
Total other asset-backed securities	<u>\$ (69.6)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 0.1</u>	<u>\$ 2.0</u>	<u>\$ (67.5)</u>

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We obtained ratings of our fixed maturities from Moody's Investors Service, Inc. ("Moody's"), Standard & Poor's Corporation ("S&P"), and/or Fitch Ratings ("Fitch"). If a fixed maturity is not rated by Moody's, S&P, or Fitch, we use ratings from the National Association of Insurance Commissioners ("NAIC"), or we rate the fixed maturity based upon a comparison of the unrated issue to rated issues of the same issuer or rated issues of other issuers with similar risk characteristics. As of September 30, 2011, over 99.0% of our fixed maturities were rated by Moody's, S&P, Fitch, and/or the NAIC.

The industry segment composition of our fixed maturity securities is presented in the following table:

	As of September 30, 2011	% Fair Value (Dollars In Thousands)	As of December 31, 2010	% Fair Value
Banking	\$ 2,368,751	8.5%	\$ 2,046,515	8.3%
Other finance	255,764	0.9	162,157	0.7
Electric	3,622,998	13.0	3,145,491	12.8
Natural gas	2,284,366	8.2	2,153,935	8.7
Insurance	2,065,582	7.4	1,874,015	7.6
Energy	1,639,010	5.9	1,408,963	5.7
Communications	1,242,219	4.5	1,178,727	4.8
Basic industrial	1,155,255	4.2	1,110,947	4.5
Consumer noncyclical	1,282,321	4.6	1,146,240	4.7
Consumer cyclical	693,373	2.5	566,808	2.3
Finance companies	226,349	0.8	214,102	0.9
Capital goods	895,898	3.2	732,975	3.0
Transportation	630,063	2.3	551,088	2.2
Other industrial	175,981	0.6	148,819	0.6
Brokerage	548,186	2.0	484,111	2.0
Technology	662,381	2.4	405,187	1.6
Real estate	81,119	0.3	55,424	0.2
Other utility	28,767	0.1	26,233	0.1
Commercial mortgage-backed securities	644,222	2.3	311,564	1.3
Other asset-backed securities	851,837	3.1	927,108	3.8
Residential mortgage-backed non-agency securities	1,442,901	5.2	2,144,419	8.7
Residential mortgage-backed agency securities	1,444,120	5.2	825,869	3.4
U.S. government-related securities	1,819,938	6.5	1,571,965	6.4
Other government-related securities	211,611	0.8	327,760	1.3
States, municipals, and political divisions	1,555,341	5.5	1,123,765	4.4
Total	<u>\$ 27,828,353</u>	<u>100.0%</u>	<u>\$ 24,644,187</u>	<u>100.0%</u>

Our investments in debt and equity securities are reported at fair value and investments in mortgage loans are reported at amortized cost. As of September 30, 2011, our fixed maturity investments (bonds and redeemable preferred stocks) had a market value of \$27.8 billion, which was 7.8% above amortized cost of \$25.8 billion. These assets are invested for terms approximately corresponding to anticipated future benefit payments. Thus, market fluctuations are not expected to adversely affect liquidity.

Market values for private, non-traded securities are determined as follows: 1) we obtain estimates from independent pricing services and 2) we estimate market value based upon a comparison to quoted issues of the same issuer or issues of other issuers with similar terms and risk characteristics. We analyze the independent pricing services valuation methodologies and related inputs, including an assessment of the observability of market inputs. Upon obtaining this information related to market value, management makes a determination as to the appropriate valuation amount.

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Mortgage Loans

We invest a portion of our investment portfolio in commercial mortgage loans. As of September 30, 2011, our mortgage loan holdings were approximately \$5.4 billion. We have specialized in making loans on either credit-oriented commercial properties or credit-anchored strip shopping centers and apartments. Our underwriting procedures relative to our commercial loan portfolio are based, in our view, on a conservative and disciplined approach. We concentrate on a small number of commercial real estate asset types associated with the necessities of life (retail, multi-family, professional office buildings, and warehouses). We believe these asset types tend to weather economic downturns better than other commercial asset classes in which we have chosen not to participate. We believe this disciplined approach has helped to maintain a relatively low delinquency and foreclosure rate throughout our history.

The Company's commercial mortgage loans are stated at unpaid principal balance, adjusted for any unamortized premium or discount, and net of valuation allowances. Interest income is accrued on the principal amount of the loan based on the loan's contractual interest rate. Amortization of premiums and discounts is recorded using the effective yield method. Interest income, amortization of premiums and discounts, and prepayment fees are reported in net investment income.

We record mortgage loans net of an allowance for credit losses. This allowance is calculated through analysis of specific loans that have indicators of potential impairment based on current information and events. As of September 30, 2011 and December 31, 2010, our allowance for mortgage loan credit losses was \$7.6 million and \$11.7 million, respectively. While our mortgage loans do not have quoted market values, as of September 30, 2011, we estimated the fair value of our mortgage loans to be \$6.3 billion (using discounted cash flows from the next call date), which was 14.2% greater than the amortized cost, less any related loan loss reserve.

At the time of origination, our mortgage lending criteria targets that the loan-to-value ratio on each mortgage is 75% or less. We target projected rental payments from credit anchors (i.e., excluding rental payments from smaller local tenants) of 70% of the property's projected operating expenses and debt service.

We also offer a type of commercial mortgage loan under which we will permit a loan-to-value ratio of up to 85% in exchange for a participating interest in the cash flows from the underlying real estate. As of September 30, 2011 and December 31, 2010, approximately \$880.4 million and \$884.7 million, respectively, of our mortgage loans had this participation feature. Cash flows received as a result of this participation feature are recorded as interest income. Exceptions to these loan-to-value measures may be made if we believe the mortgage has an acceptable risk profile.

Many of our mortgage loans have call options or interest rate reset options between 3 and 10 years. However, if interest rates were to significantly increase, we may be unable to exercise the call options or increase the interest rates on our existing mortgage loans commensurate with the significantly increased market rates. Assuming the loans are called at their next call dates, approximately \$69.1 million would become due in the fourth quarter of 2011, \$205.2 million in 2012, \$1.4 billion in 2013 through 2017, \$760.3 million in 2018 through 2022, and \$274.6 million thereafter.

As of September 30, 2011, less than 0.15%, or \$35.8 million, of invested assets consisted of nonperforming, restructured or are mortgage loans that were foreclosed and were converted to real estate properties. We do not expect these investments to adversely affect our liquidity or ability to maintain proper matching of assets and liabilities. Our mortgage loan portfolio consists of two categories of loans: (1) those not subject to a pooling and servicing agreement and (2) those previously a part of variable interest entity securitizations and thus subject to a contractual pooling and servicing agreement.

As of September 30, 2011, \$13.3 million of mortgage loans not subject to a pooling and servicing agreement were nonperforming. None of these nonperforming loans have been restructured during the nine month period ending September 30, 2011.

As of September 30, 2011, \$22.0 million of loans subject to a pooling and servicing agreement were nonperforming or restructured. None of these nonperforming loans have been restructured during the nine month period ending September 30, 2011. In addition we foreclosed on some nonperforming loans and converted them to \$0.5 million of real estate properties during the nine month period ending September 30, 2011.

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We do not expect these investments to adversely affect our liquidity or ability to maintain proper matching of assets and liabilities.

It is our policy to cease to carry accrued interest on loans that are over 90 days delinquent. For loans less than 90 days delinquent, interest is accrued unless it is determined that the accrued interest is not collectible. If a loan becomes over 90 days delinquent, it is our general policy to initiate foreclosure proceedings unless a workout arrangement to bring the loan current is in place. For loans subject to a pooling and servicing agreement, there are certain additional restrictions and/or requirements related to workout proceedings, and as such, these loans may have different attributes and/or circumstances affecting the status of delinquency or categorization of those in nonperforming status.

Securities Lending

In prior quarters, we participated in securities lending, primarily as an enhancement to our investment yield. Securities that we held as investments were loaned to third parties for short periods of time. We required initial collateral, in the form of short-term investments, which equaled 102 % of the market value of the loaned securities.

During the second quarter of 2011, we discontinued this program. Certain collateral assets, which we previously intended to ultimately dispose of and on which we recorded an other-than-temporary impairment of \$1.3 million in the first quarter of 2011, were instead retained by us and are included in our fixed maturities as of September 30, 2011. We currently do not have any intent to sell these securities.

Risk Management and Impairment Review

We monitor the overall credit quality of our portfolio within established guidelines. The following table includes our available-for-sale fixed maturities by credit rating as of September 30, 2011:

<u>S&P or Equivalent Designation</u>	<u>Market Value</u>	<u>Percent of</u>
	<u>(Dollars In Thousands)</u>	<u>Market Value</u>
AAA	\$ 3,745,488	15.1%
AA	1,772,935	7.1
A	5,715,366	23.0
BBB	11,340,812	45.7
Investment grade	<u>22,574,601</u>	<u>90.9</u>
BB	1,059,607	4.3
B	346,043	1.4
CCC or lower	849,827	3.4
Below investment grade	<u>2,255,477</u>	<u>9.1</u>
Total	<u>\$ 24,830,078</u>	<u>100.0%</u>

Not included in the table above are \$2.7 billion of investment grade and \$0.3 million of below investment grade fixed maturities classified as trading securities.

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During the third quarter of 2011, to mitigate the risk related to certain guaranteed minimum benefits within our variable annuity products, we wrote credit default protection on the Markit CDX North America Investment Grade Index, Series 17, which is comprised of 125 equally weighted credit default swaps on investment grade entities. The representative reference notional on each entity within the contracts has been included in the following table, whereby when combined with the fair market value of our investments in the same credit entity represents an overall position that is among the ten largest credit exposures that we hold as of September 30, 2011:

<u>Creditor</u>	<u>Market Value</u>	<u>Credit Derivatives</u> (Dollars In Millions)	<u>Total Value</u>
Federal National Mortgage Association	\$ 213.2	\$ —	\$ 213.2
Federal Home Loan Mortgage Corp.	191.6	—	191.6
Nextera Energy Inc.	184.1	—	184.1
Verizon Communications Inc.	179.1	8.0	187.1
Berkshire Hathaway Inc.	170.3	8.0	178.3
Comcast Corp.	164.0	8.0	172.0
First Energy Corp.	154.8	8.0	162.8
Rio Tinto	146.2	—	146.2
JP Morgan Chase and Company	138.8	—	138.8
AT&T Coporation	136.5	8.0	144.5

Determining whether a decline in the current fair value of invested assets is an other-than-temporary decline in value is both objective and subjective, and can involve a variety of assumptions and estimates, particularly for investments that are not actively traded in established markets. We review our positions on a monthly basis for possible credit concerns and review our current exposure, credit enhancement, and delinquency experience.

Management considers a number of factors when determining the impairment status of individual securities. These include the economic condition of various industry segments and geographic locations and other areas of identified risks. Since it is possible for the impairment of one investment to affect other investments, we engage in ongoing risk management to safeguard against and limit any further risk to our investment portfolio. Special attention is given to correlative risks within specific industries, related parties, and business markets.

For certain securitized financial assets with contractual cash flows, including RMBS, CMBS, and other asset-backed securities (collectively referred to as asset-backed securities or "ABS"), GAAP requires us to periodically update our best estimate of cash flows over the life of the security. If the fair value of a securitized financial asset is less than its cost or amortized cost and there has been a decrease in the present value of the expected cash flows since the last revised estimate, considering both timing and amount, an other-than-temporary impairment charge is recognized. Estimating future cash flows is a quantitative and qualitative process that incorporates information received from third party sources along with certain internal assumptions and judgments regarding the future performance of the underlying collateral. Projections of expected future cash flows may change based upon new information regarding the performance of the underlying collateral. In addition, we consider our intent and ability to retain a temporarily depressed security until recovery.

The FASB has issued guidance related to other-than-temporary impairments for debt securities. This guidance addresses the timing of impairment recognition and provides greater clarity to investors about the credit and noncredit components of impaired debt securities that are not expected to be sold. Impairments will continue to be measured at fair value with credit losses recognized in earnings and non-credit losses recognized in other comprehensive income. This guidance also requires disclosures regarding measurement techniques, credit losses, and an aging of securities with unrealized losses. For the three and nine months ended September 30, 2011, we recorded total other-than-temporary impairments of approximately \$6.2 million and \$37.8 million, respectively, with \$3.6 million of non-credit gains and \$12.9 million of non-credit losses, respectively, of this amount recorded in other comprehensive income (loss). The \$3.6 million of non-credit gains includes \$1.3 million of losses related to newly impaired securities and a net gain of \$4.9 million related to previously impaired securities that are now in a gain position.

Securities in an unrealized loss position are reviewed at least quarterly to determine if an other-than-temporary impairment is present based on certain quantitative and qualitative factors. We consider a number of factors in determining whether the impairment is other-than-temporary. These include, but are not limited to: 1) actions taken by rating agencies, 2) default by the issuer, 3) the significance of the decline, 4) an assessment of our intent to sell the security (including a more likely than not assessment of whether we will be required to sell the

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security) before recovering the security's amortized cost, 5) the time period during which the decline has occurred, 6) an economic analysis of the issuer's industry, and 7) the financial strength, liquidity, and recoverability of the issuer. Management performs a security-by-security review each quarter in evaluating the need for any other-than-temporary impairments. Although no set formula is used in this process, the investment performance, collateral position, and continued viability of the issuer are significant measures considered, along with an analysis regarding our expectations for recovery of the security's entire amortized cost basis through the receipt of future cash flows. Based on our analysis, for the three and nine months ended September 30, 2011, we concluded that approximately \$9.8 million and \$24.9 million, respectively, of investment securities in an unrealized loss position was other-than-temporarily impaired, due to credit-related factors, resulting in a charge to earnings. Additionally, we recognized \$3.6 million of non-credit gains and \$12.9 million of non-credit losses in other comprehensive income (loss) for the securities where an other-than-temporary impairment was recorded for the three and nine months ended September 30, 2011, respectively. The \$3.6 million of non-credit gains includes \$1.3 million of losses related to newly impaired securities and a net gain of \$4.9 million related to previously impaired securities that are now in a gain position.

There are certain risks and uncertainties associated with determining whether declines in market values are other-than-temporary. These include significant changes in general economic conditions and business markets, trends in certain industry segments, interest rate fluctuations, rating agency actions, changes in significant accounting estimates and assumptions, commission of fraud, and legislative actions. We continuously monitor these factors as they relate to the investment portfolio in determining the status of each investment.

We have deposits with certain financial institutions which exceed federally insured limits. We have reviewed the creditworthiness of these financial institutions and believe there is minimal risk of a material loss.

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Realized Gains and Losses

The following table sets forth realized investment gains and losses for the periods shown:

	For The Three Months Ended September 30,			For The Nine Months Ended September 30,		
	2011	2010	Change	2011	2010	Change
	(Dollars In Thousands)					
Fixed maturity gains - sales	\$ 22,902	\$ 18,459	\$ 4,443	\$ 60,321	\$ 63,667	\$ (3,346)
Fixed maturity losses - sales	(2,506)	(600)	(1,906)	(4,245)	(31,458)	27,213
Equity gains - sales	—	—	—	9,121	13	9,108
Equity losses - sales	—	—	—	—	—	—
Impairments on fixed maturity securities	(9,777)	(7,505)	(2,272)	(24,875)	(36,143)	11,268
Impairments on equity securities	—	—	—	—	—	—
Modco trading portfolio	123,760	96,689	27,071	151,714	204,749	(53,035)
Other	(5,054)	(2,905)	(2,149)	(2,814)	(6,962)	4,148
Total realized gains (losses) - investments	<u>\$ 129,325</u>	<u>\$ 104,138</u>	<u>\$ 25,187</u>	<u>\$ 189,222</u>	<u>\$ 193,866</u>	<u>\$ (4,644)</u>
Derivatives related to variable annuity contracts						
Interest rate futures - VA	\$ 144,182	\$ 23,047	\$ 121,135	\$ 147,550	\$ 23,047	\$ 124,503
Equity futures - VA	11,524	(8,444)	19,968	(7,822)	(8,444)	622
Currency futures - VA	2,376	—	2,376	2,177	—	2,177
Volatility swaps - VA	3,495	—	3,495	(239)	—	(239)
Equity options - VA	30,072	—	30,072	22,813	—	22,813
Interest rate swaps - VA	5,808	—	5,808	5,808	—	5,808
Credit default swaps - VA	(23,897)	—	(23,897)	(22,981)	—	(22,981)
Embedded derivative - GMWB	(150,125)	(19,101)	(131,024)	(147,550)	(59,296)	(88,254)
Total derivatives related to variable annuity contracts	23,435	(4,498)	27,933	(244)	(44,693)	44,449
Embedded derivative - Modco reinsurance treaties	(109,542)	(85,496)	(24,046)	(130,914)	(179,654)	48,740
Interest rate swaps	(8,185)	(4,676)	(3,509)	(10,642)	(13,450)	2,808
Interest rate caps	(2,581)	—	(2,581)	(2,581)	—	(2,581)
Interest rate floors/YRT ⁽¹⁾ premium support arrangements	50	(400)	450	(402)	(1,899)	1,497
Other derivatives	(622)	(404)	(218)	(571)	399	(970)
Total realized gains (losses) - derivatives	<u>\$ (97,445)</u>	<u>\$ (95,474)</u>	<u>\$ (1,971)</u>	<u>\$ (145,354)</u>	<u>\$ (239,297)</u>	<u>\$ 93,943</u>

⁽¹⁾ YRT - yearly renewable term

Realized gains and losses on investments reflect portfolio management activities designed to maintain proper matching of assets and liabilities and to enhance long-term investment portfolio performance. The change in net realized investment gains (losses), excluding impairments and Modco trading portfolio activity during the three and nine months ended September 30, 2011, primarily reflects the normal operation of our asset/liability program within the context of the changing interest rate and spread environment, as well as tax planning strategies designed to utilize capital loss carryforwards.

The \$9.1 million of gains included in equity securities for the nine months ended September 30, 2011, primarily relates to gains of \$6.9 million on securities that have recovered in value as the issuer exited bankruptcy and \$1.2 million that relates to gains recognized on the sale of Federal National Mortgage Association preferreds.

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Realized losses are comprised of both write-downs of other-than-temporary impairments and actual sales of investments. For the three and nine months ended September 30, 2011, we recognized pre-tax other-than-temporary impairments of \$9.8 million and \$24.9 million, respectively, due to credit-related factors, resulting in a charge to earnings. Additionally, we recognized \$3.6 million of non-credit gains and \$12.9 million of non-credit losses, respectively, in other comprehensive income (loss) for the securities where an other-than-temporary impairment was recorded. The \$3.6 million of non-credit gains includes \$1.3 million of losses related to newly impaired securities and a net gain of \$4.9 million related to previously impaired securities that are now in a gain position. Other-than-temporary impairments totaled \$7.5 million and \$36.1 million, respectively, for the three and nine months ended September 30, 2010. These other-than-temporary impairments resulted from our analysis of circumstances and our belief that credit events, loss severity, changes in credit enhancement, and/or other adverse conditions of the respective issuers have caused, or will lead to, a deficiency in the contractual cash flows related to these investments. These other-than-temporary impairments, net of Modco recoveries, are presented in the chart below:

	<u>For The Three Months Ended September 30, 2011</u>	<u>For The Nine Months Ended September 30, 2011</u>
	(Dollars In Millions)	
Alt-A MBS	\$ 0.9	\$ 8.8
Other MBS	8.1	14.1
Sub-prime bonds	0.8	2.0
Total	<u>\$ 9.8</u>	<u>\$ 24.9</u>

As previously discussed, management considers several factors when determining other-than-temporary impairments. Although we purchase securities with the intent to hold them until maturity, we may change our position as a result of a change in circumstances. Any such decision is consistent with our classification of all but a specific portion of our investment portfolio as available-for-sale. For the nine months ended September 30, 2011, we sold securities in an unrealized loss position with a fair value of \$210.5 million. For such securities, the proceeds, realized loss, and total time period that the security had been in an unrealized loss position are presented in the table below:

	<u>Proceeds</u>	<u>% Proceeds</u>	<u>Realized Loss</u>	<u>% Realized Loss</u>
	(Dollars In Thousands)			
<= 90 days	\$ 128,775	61.2%	\$ (1,214)	28.6%
>90 days but <= 180 days	17,714	8.4	(323)	7.6
>180 days but <= 270 days	—	—	—	—
>270 days but <= 1 year	40,506	19.2	(1,886)	44.4
>1 year	23,503	11.2	(822)	19.4
Total	<u>\$ 210,498</u>	<u>100.0%</u>	<u>\$ (4,245)</u>	<u>100.0%</u>

For the three and nine months ended September 30, 2011, we sold securities in an unrealized loss position with a fair value (proceeds) of \$48.5 million and \$210.5 million, respectively. The loss realized on the sale of these securities was \$2.5 million and \$4.2 million, respectively.

For the three and nine months ended September 30, 2011, we sold securities in an unrealized gain position with a fair value of \$348.0 million and \$1.8 billion, respectively. The gain realized on the sale of these securities was \$22.9 million and \$69.4 million, respectively.

The \$5.0 million of other realized losses recognized for the three months ended September 30, 2011, consists of an increase in the mortgage loan loss reserve of \$3.7 million and an impairment on a partnership of \$1.3 million.

The \$2.8 million of other realized losses recognized for the nine months ended September 30, 2011, consists of a decrease in the mortgage loan loss reserve of \$4.1 million, mortgage loan losses of \$5.6 million, and an impairment on a partnership of \$1.3 million.

For the three and nine months ended September 30, 2011, net gains of \$123.8 million and \$151.7 million, respectively, primarily related to mark-to-market changes on our Modco trading portfolios associated with the Chase

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Insurance Group acquisition were also included in realized gains and losses. Of this amount, approximately \$16.0 million and \$23.1 million, respectively, of gains were realized through the sale of certain securities, which will be reimbursed to our reinsurance partners over time through the reinsurance settlement process for this block of business. Additional details on our investment performance and evaluation are provided in the sections below.

Realized investment gains and losses related to derivatives represent changes in the fair value of derivative financial instruments and gains/(losses) on derivative contracts closed during the period.

We use equity, interest rate, and currency futures to mitigate the risk related to certain guaranteed minimum benefits, including guaranteed minimum withdrawal benefits, within our variable annuity products. In general, the cost of such benefits varies with the level of equity and interest rate markets and overall volatility. The equity futures resulted in a net pre-tax gain of \$11.5 million and a loss of \$7.8 million, interest rate futures resulted in pre-tax gains of \$144.2 million and \$147.6 million, and currency futures resulted in net pre-tax gains of \$2.4 million and \$2.2 million, for the three and nine months ended September 30, 2011, respectively.

We also use equity options and volatility swaps to mitigate the risk related to certain guaranteed minimum benefits, including guaranteed minimum withdrawal benefits, within our variable annuity products. In general, the cost of such benefits varies with the level of equity and interest rate markets and overall volatility. The equity options resulted in net pre-tax gains of \$30.1 million and \$22.8 million and volatility swaps resulted in a net pre-tax gain of \$3.5 million and a loss of \$0.2 million for the three and nine months ended September 30, 2011, respectively. Such positions were not held during the nine months ended September 30, 2010.

The GMWB rider embedded derivatives on certain variable deferred annuities had net unrealized losses of \$150.1 million and \$147.6 million for the three and nine months ended September 30, 2011, respectively.

We use interest rate swaps to mitigate the risk related to certain guaranteed minimum benefits, including guaranteed minimum withdrawal benefits, within our variable annuity products. These positions resulted in net pre-tax gains of \$5.8 million for the three and nine months ended September 30, 2011.

We entered into credit default swaps to partially mitigate our non-performance risk related to certain guaranteed minimum withdrawal benefits within our variable annuity products. We reported net pre-tax losses of \$24.0 million and \$23.0 million for the three and nine months ended September 30, 2011 related to credit default swaps from the change in swaps' fair value premium income and a realized loss on terminated contracts of \$17.6 million.

We also have in place various modified coinsurance and funds withheld arrangements that contain embedded derivatives. The \$109.5 million and \$130.9 million of pre-tax losses on these embedded derivatives for the three and nine months ended September 30, 2011, respectively, was the result of spread tightening and a decline in treasury yields. For the three and nine months ended September 30, 2011, the investment portfolios that support the related modified coinsurance reserves and funds withheld arrangements had mark-to-market gains that substantially offset the losses on these embedded derivatives.

We use certain interest rate swaps to mitigate the price volatility of fixed maturities. These positions resulted in net pre-tax losses of \$8.2 million and \$10.6 million for the three and nine months ended September 30, 2011, respectively. The net losses were the result of \$10.4 million in realized losses due to terminations and \$2.2 million in unrealized gains during the third quarter.

We purchased interest rate caps during the three months ended September 30, 2011. These caps mitigate our credit risk with respect to our holdings of the debt of certain European banks. These banks in turn hold sovereign debt of certain European governments. These caps resulted in net pre-tax losses of \$2.6 million for the three and nine months ended September 30, 2011.

We have an interest rate floor agreement and an YRT premium support arrangement with PLC. We recognized a pre-tax gain that was immaterial for the three months ended September 30, 2011 and a pre-tax loss of \$0.4 million for the nine months ended September 30, 2011, related to the interest rate floor agreement. There are no YRT premium support arrangement gains or losses for the three and nine months ended September 30, 2011.

We also use various swaps and options to mitigate risk related to other exposures. These contracts generated net pre-tax losses of \$0.6 million for the three and nine months ended September 30, 2011.

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Unrealized Gains and Losses — Available-for-Sale Securities

The information presented below relates to investments at a certain point in time and is not necessarily indicative of the status of the portfolio at any time after September 30, 2011, the balance sheet date. Information about unrealized gains and losses is subject to rapidly changing conditions, including volatility of financial markets and changes in interest rates. Management considers a number of factors in determining if an unrealized loss is other-than-temporary, including the expected cash to be collected and the intent, likelihood, and/or ability to hold the security until recovery. Consistent with our long-standing practice, we do not utilize a "bright line test" to determine other-than-temporary impairments. On a quarterly basis, we perform an analysis on every security with an unrealized loss to determine if an other-than-temporary impairment has occurred. This analysis includes reviewing several metrics including collateral, expected cash flows, ratings, and liquidity. Furthermore, since the timing of recognizing realized gains and losses is largely based on management's decisions as to the timing and selection of investments to be sold, the tables and information provided below should be considered within the context of the overall unrealized gain/(loss) position of the portfolio. As of September 30, 2011, we had an overall net unrealized gain of \$1.7 billion, prior to tax and DAC offsets, and a net unrealized gain of \$685.8 million as of December 31, 2010.

Credit and RMBS markets have experienced volatility across numerous asset classes over the past few years, primarily as a result of marketplace uncertainty arising from the failure or near failure of a number of large financial services companies resulting in intervention by the United States Federal Government, downgrades in ratings, interest rate changes, higher defaults in sub-prime and Alt-A residential mortgage loans, and a weakening of the overall economy. In connection with this uncertainty, we believe investors have departed from many investments in other asset-backed securities, including those associated with sub-prime and Alt-A residential mortgage loans, as well as types of debt investments with fewer lender protections or those with reduced transparency and/or complex features which may hinder investor understanding.

For fixed maturity and equity securities held that are in an unrealized loss position as of September 30, 2011, the fair value, amortized cost, unrealized loss, and total time period that the security has been in an unrealized loss position are presented in the table below:

	<u>Fair Value</u>	<u>% Fair Value</u>	<u>Amortized Cost</u>	<u>% Amortized Cost</u>	<u>Unrealized Loss</u>	<u>% Unrealized Loss</u>
	(Dollars In Thousands)					
<= 90 days	\$ 2,162,248	48.5%	\$ 2,260,041	45.8%	\$ (97,793)	20.5%
>90 days but <= 180 days	462,821	10.4	516,484	10.5	(53,663)	11.2
>180 days but <= 270 days	122,163	2.7	133,391	2.7	(11,228)	2.3
>270 days but <= 1 year	146,738	3.3	167,565	3.4	(20,827)	4.4
>1 year but <= 2 years	125,762	2.8	170,564	3.5	(44,802)	9.4
>2 years but <= 3 years	29,686	0.7	34,942	0.7	(5,256)	1.1
>3 years but <= 4 years	1,052,172	23.6	1,208,535	24.5	(156,363)	32.7
>4 years but <= 5 years	212,410	4.8	279,710	5.7	(67,300)	14.1
>5 years	145,389	3.2	166,335	3.2	(20,946)	4.3
Total	<u>\$ 4,459,389</u>	<u>100.0%</u>	<u>\$ 4,937,567</u>	<u>100.0%</u>	<u>\$ (478,178)</u>	<u>100.0%</u>

The majority of the unrealized loss as of September 30, 2011 for both investment grade and below investment grade securities is attributable to a widening in credit and mortgage spreads for certain securities. The negative impact of spread levels for certain securities was partially offset by lower treasury yield levels and their associated positive effect on security prices. Spread levels have improved since December 31, 2010. However, certain types of securities, including tranches of RMBS and ABS, continue to be priced at a level which has caused the unrealized losses noted above. We believe spread levels on these RMBS and ABS are largely due to the continued effects of the economic recession and the economic and market uncertainties regarding future performance of the underlying mortgage loans and/or assets.

As of September 30, 2011, the Barclays Investment Grade Index was priced at 221 bps versus a 10 year average of 168 bps. Similarly, the Barclays High Yield Index was priced at 845 bps versus a 10 year average of 647 bps. As of September 30, 2011, the five, ten, and thirty-year U.S. Treasury obligations were trading at levels of 0.953%, 1.916%, and 2.914%, as compared to 10 year averages of 3.248%, 4.006%, and 4.657%, respectively.

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As of September 30, 2011, 47.1% of the unrealized loss was associated with securities that were rated investment grade. We have examined the performance of the underlying collateral and cash flows and expect that our investments will continue to perform in accordance with their contractual terms. Factors such as credit enhancements within the deal structures and the underlying collateral performance/characteristics support the recoverability of the investments. Based on the factors discussed, we do not consider these unrealized loss positions to be other-than-temporary. However, from time to time, we may sell securities in the ordinary course of managing our portfolio to meet diversification, credit quality, yield enhancement, asset/liability management, and liquidity requirements.

Expectations that investments in mortgage-backed and asset-backed securities will continue to perform in accordance with their contractual terms are based on assumptions a market participant would use in determining the current fair value. It is reasonably possible that the underlying collateral of these investments will perform worse than current market expectations and that such event may lead to adverse changes in the cash flows on our holdings of these types of securities. This could lead to potential future write-downs within our portfolio of mortgage-backed and asset-backed securities. Expectations that our investments in corporate securities and/or debt obligations will continue to perform in accordance with their contractual terms are based on evidence gathered through our normal credit surveillance process. Although we do not anticipate such events, it is reasonably possible that issuers of our investments in corporate securities will perform worse than current expectations. Such events may lead us to recognize potential future write-downs within our portfolio of corporate securities. It is also possible that such unanticipated events would lead us to dispose of those certain holdings and recognize the effects of any market movements in our financial statements.

As of September 30, 2011, there were estimated gross unrealized losses of \$47.1 million and \$27.8 million, related to our mortgage-backed securities collateralized by Alt-A mortgage loans and sub-prime mortgage loans, respectively. Gross unrealized losses in our securities collateralized by sub-prime and Alt-A residential mortgage loans as of September 30, 2011, were primarily the result of continued widening spreads, representing marketplace uncertainty arising from higher defaults in sub-prime and Alt-A residential mortgage loans and rating agency downgrades of securities collateralized by sub-prime and Alt-A residential mortgage loans.

For the three and nine months ended September 30, 2011, we recorded \$9.8 million and \$24.9 million, respectively, of pre-tax other-than-temporary impairments related to estimated credit losses. These other-than-temporary impairments resulted from our analysis of circumstances and our belief that credit events, loss severity, changes in credit enhancement, and/or other adverse conditions of the respective issuers have caused, or will lead to, a deficiency in the contractual cash flows related to these investments. Excluding the securities on which other-than-temporary impairments were recorded, we expect these investments to continue to perform in accordance with their original contractual terms. We have the ability and intent to hold these investments until maturity or until the fair values of the investments have recovered, which may be at maturity. Additionally, we do not expect these investments to adversely affect our liquidity or ability to maintain proper matching of assets and liabilities.

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We have no material concentrations of issuers or guarantors of fixed maturity securities. The industry segment composition of all securities in an unrealized loss position held as of September 30, 2011, is presented in the following table:

	<u>Fair Value</u>	<u>% Fair Value</u>	<u>Amortized Cost</u>	<u>% Amortized Cost</u>	<u>Unrealized Loss</u>	<u>% Unrealized Loss</u>
(Dollars In Thousands)						
Banking	\$ 1,182,726	26.5%	\$ 1,322,513	26.8%	\$ (139,787)	29.2%
Other finance	3,300	0.1	4,946	0.1	(1,646)	0.3
Electric	173,905	3.9	197,882	4.0	(23,977)	5.0
Natural gas	71,036	1.6	74,067	1.5	(3,031)	0.6
Insurance	453,372	10.2	499,875	10.1	(46,503)	9.7
Energy	4,959	0.1	4,969	0.1	(10)	0.0
Communications	99,742	2.2	113,670	2.3	(13,928)	2.9
Basic industrial	195,253	4.4	206,669	4.2	(11,416)	2.4
Consumer noncyclical	14,871	0.3	15,169	0.3	(298)	0.1
Consumer cyclical	92,705	2.1	102,454	2.1	(9,749)	2.0
Finance companies	99,299	2.2	107,052	2.2	(7,753)	1.6
Capital goods	71,511	1.6	81,194	1.6	(9,683)	2.0
Transportation	85,583	1.9	87,936	1.8	(2,353)	0.5
Other industrial	13,519	0.3	18,391	0.4	(4,872)	1.0
Brokerage	97,854	2.2	104,685	2.1	(6,831)	1.4
Technology	45,542	1.0	49,603	1.0	(4,061)	0.8
Real estate	1,376	0.0	1,419	0.0	(43)	0.0
Other utility	21	0.0	44	0.0	(23)	0.0
Commercial mortgage-backed securities	155,685	3.5	163,645	3.3	(7,960)	1.7
Other asset-backed securities	590,980	13.3	663,791	13.4	(72,811)	15.4
Residential mortgage-backed non-agency securities	870,031	19.5	980,512	19.9	(110,481)	23.2
Residential mortgage-backed agency securities	21,927	0.5	21,950	0.4	(23)	0.0
U.S. government-related securities	94,559	2.1	94,698	1.9	(139)	0.0
Other government-related securities	19,633	0.5	20,433	0.5	(800)	0.2
States, municipals, and political divisions	—	0.0	—	0.0	—	0.0
Total	<u>\$ 4,459,389</u>	<u>100.0%</u>	<u>\$ 4,937,567</u>	<u>100.0%</u>	<u>\$ (478,178)</u>	<u>100.0%</u>

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The percentage of our unrealized loss positions, segregated by industry segment, is presented in the following table:

	As of	
	September 30, 2011	December 31, 2010
Banking	29.2%	14.1%
Other finance	0.3	0.4
Electric	5.0	7.5
Natural gas	0.6	3.2
Insurance	9.7	7.0
Energy	0.0	0.4
Communications	2.9	1.6
Basic industrial	2.4	1.3
Consumer noncyclical	0.1	1.1
Consumer cyclical	2.0	2.1
Finance companies	1.6	1.8
Capital goods	2.0	1.8
Transportation	0.5	0.7
Other industrial	1.0	1.0
Brokerage	1.4	2.3
Technology	0.8	1.2
Real estate	0.0	0.0
Other utility	0.0	0.0
Commercial mortgage-backed securities	1.7	0.2
Other asset-backed securities	15.4	7.8
Residential mortgage-backed non-agency securities	23.2	37.2
Residential mortgage-backed agency securities	0.0	0.5
U.S. government-related securities	0.0	0.8
Other government-related securities	0.2	0.0
States, municipals, and political divisions	0.0	6.0
Total	100.0%	100.0%

The range of maturity dates for securities in an unrealized loss position as of September 30, 2011, varies, with 24.1% maturing in less than 5 years, 20.9% maturing between 5 and 10 years, and 55.0% maturing after 10 years. The following table shows the credit rating of securities in an unrealized loss position as of September 30, 2011:

S&P or Equivalent Designation	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Unrealized Loss	% Unrealized Loss
(Dollars In Thousands)						
AAA/AA/A	\$ 1,638,487	36.7%	\$ 1,751,222	35.5%	\$ (112,735)	23.6%
BBB	1,227,964	27.5	1,340,121	27.1	(112,157)	23.5
Investment grade	2,866,451	64.2	3,091,343	62.6	(224,892)	47.1
BB	555,410	12.5	606,366	12.3	(50,956)	10.7
B	325,191	7.3	371,220	7.5	(46,029)	9.6
CCC or lower	712,337	16.0	868,638	17.6	(156,301)	32.6
Below investment grade	1,592,938	35.8	1,846,224	37.4	(253,286)	52.9
Total	\$ 4,459,389	100.0%	\$ 4,937,567	100.0%	\$ (478,178)	100.0%

As of September 30, 2011, we held 206 positions of below investment grade securities with a fair value of \$1.6 billion that were in an unrealized loss position. Total unrealized losses related to below investment grade securities were \$253.3 million, of which \$182.9 million had been in an unrealized loss position for more than twelve months. Below investment grade securities in an unrealized loss position were 4.6% of invested assets.

As of September 30, 2011, securities in an unrealized loss position that were rated as below investment grade represented 35.8% of the total market value and 52.9% of the total unrealized loss. We have the ability and intent to hold these securities to maturity. After a review of each security and its expected cash flows, we believe the decline in market value to be temporary. Total unrealized losses for all securities in an unrealized loss position for

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more than twelve months were \$294.7 million. A widening of credit spreads is estimated to account for unrealized losses of \$554.1 million, with changes in treasury rates offsetting this loss by an estimated \$259.4 million.

In addition, market disruptions in the RMBS market negatively affected the market values of our non-agency RMBS securities. The majority of our RMBS holdings as of September 30, 2011, were super senior or senior bonds in the capital structure. Our total non-agency portfolio has a weighted-average life of 2.5 years. The following table categorizes the weighted-average life for our non-agency portfolio, by category, as of September 30, 2011:

<u>Non-agency portfolio</u>	<u>Weighted-Average Life</u>
Prime	2.06
Alt-A	3.75
Sub-prime	2.54

The following table includes the fair value, amortized cost, unrealized loss, and total time period that the security has been in an unrealized loss position for all below investment grade securities as of September 30, 2011:

	<u>Fair Value</u>	<u>% Fair Value</u>	<u>Amortized Cost</u>	<u>% Amortized Cost</u>	<u>Unrealized Loss</u>	<u>% Unrealized Loss</u>
	<u>(Dollars In Thousands)</u>					
<= 90 days	\$ 447,888	28.1%	\$ 476,054	25.8%	\$ (28,166)	11.1%
>90 days but <= 180 days	128,433	8.1	150,232	8.1	(21,799)	8.6
>180 days but <= 270 days	81,733	5.1	91,800	5.0	(10,067)	4.0
>270 days but <= 1 year	64,161	4.0	74,565	4.0	(10,404)	4.1
>1 year but <= 2 years	42,573	2.7	66,508	3.6	(23,935)	9.4
>2 years but <= 3 years	29,687	1.9	34,942	1.9	(5,255)	2.1
>3 years but <= 4 years	589,269	37.0	689,829	37.4	(100,560)	39.7
>4 years but <= 5 years	107,321	6.7	142,096	7.7	(34,775)	13.7
>5 years	101,873	6.4	120,198	6.5	(18,325)	7.3
Total	<u>\$ 1,592,938</u>	<u>100.0%</u>	<u>\$ 1,846,224</u>	<u>100.0%</u>	<u>\$ (253,286)</u>	<u>100.0%</u>

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

Liquidity refers to a company's ability to generate adequate amounts of cash to meet its needs. We meet our liquidity requirements primarily through positive cash flows from our operating activities. Primary sources of cash are premiums, deposits for policyholder accounts, investment sales and maturities, and investment income. Primary uses of cash include benefit payments, withdrawals from policyholder accounts, investment purchases, policy acquisition costs, and other operating expenses. We believe that we have sufficient liquidity to fund our cash needs under normal operating scenarios.

In the event of significant unanticipated cash requirements beyond our normal liquidity requirements, we have additional sources of liquidity available depending on market conditions and the amount and timing of the liquidity need. These additional sources of liquidity include cash flows from operations, the sale of liquid assets, accessing our credit facility, and other sources described herein.

Our decision to sell investment assets could be impacted by accounting rules, including rules relating to the likelihood of a requirement to sell securities before recovery of our cost basis. Under stressful market and economic conditions, liquidity may broadly deteriorate which could negatively impact our ability to sell investment assets. If we require on short notice significant amounts of cash in excess of normal requirements, we may have difficulty selling investment assets in a timely manner, be forced to sell them for less than we otherwise would have been able to realize, or both.

While we anticipate that our operating cash flows will be sufficient to meet our investment commitments and operating cash needs in a normal credit market environment, we recognize that investment commitments scheduled to be funded may, from time to time, exceed the funds then available. Therefore, we have established repurchase agreement programs for certain of our insurance subsidiaries to provide liquidity when needed. We

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expect that the rate received on our investments will equal or exceed our borrowing rate. As of September 30, 2011, we had \$157.1 million outstanding related to such borrowings. For the nine months ended September 30, 2011, we had a maximum balance outstanding of \$348.2 million related to these programs. The average daily balance was \$129.0 million for the nine months ended September 30, 2011.

We have a repurchase program, as noted in the above paragraph, in which we may, from time to time, sell an investment security at a specific price and agree to repurchase that security at another specified price at a later date. The market value of securities to be repurchased is monitored and collateral levels are adjusted where appropriate to protect the counterparty against credit exposure. Cash received is invested in fixed maturity securities. As of September 30, 2011, the fair value of securities pledged under the repurchase program was \$170.2 million and the repurchase obligation of \$157.1 million was included in other liabilities in the consolidated condensed balance sheets. As of December 31, 2010, we did not have a balance for our repurchase program.

Additionally, we may, from time to time, sell short-duration stable value products to complement our cash management practices. Depending on market conditions, we may also use securitization transactions involving our commercial mortgage loans to increase liquidity for the operating subsidiaries.

Credit Facility

Under a revolving line of credit arrangement, we have the ability to borrow on an unsecured basis up to an aggregate principal amount of \$500 million (the "Credit Facility"). We have the right in certain circumstances to request that the commitment under the Credit Facility be increased up to a maximum principal amount of \$600 million. Balances outstanding under the Credit Facility accrue interest at a rate equal to (i) either the prime rate or the London Interbank Offered Rate ("LIBOR"), plus (ii) a spread based on the ratings of PLC's senior unsecured long-term debt. The Credit Agreement provides that we are liable for the full amount of any obligations for borrowings or letters of credit, excluding those of PLC, under the Credit Facility. The maturity date on the Credit Facility is April 16, 2013. We did not have an outstanding balance under the Credit Facility as of September 30, 2011. PLC had an outstanding balance of \$145.0 million at an interest rate of LIBOR plus 0.40% under the Credit Facility as of September 30, 2011. We were not aware of any non-compliance with the financial debt covenants of the Credit Facility as of September 30, 2011.

Sources and Use of Cash

Our primary sources of funding are from our insurance operations and revenues from investments. The states in which we and our insurance subsidiaries are domiciled impose certain restrictions on the ability to pay dividends. These restrictions are based in part on the prior year's statutory income and surplus. Generally, these restrictions pose no short-term liquidity concerns.

We are a member of the FHLB of Cincinnati. FHLB advances provide an attractive funding source for short-term borrowing and for the sale of funding agreements. Membership in the FHLB requires that we purchase FHLB capital stock based on a minimum requirement and a percentage of the dollar amount of advances outstanding. Our borrowing capacity is determined by the following factors: 1) total advance capacity is limited to the lower of 50% of total assets or 100% of mortgage-related assets of Protective Life Insurance Company, 2) ownership of appropriate capital and activity stock to support continued membership in the FHLB and current and future advances, and 3) the availability of adequate eligible mortgage or treasury/agency collateral to back current and future advances.

We held \$64.6 million of FHLB common stock as of September 30, 2011, which is included in equity securities. In addition, our obligations under the advances must be collateralized. We maintain control over any such pledged assets, including the right of substitution. As of September 30, 2011, we had \$1.1 billion of funding agreement-related advances and accrued interest outstanding under the FHLB program.

As of September 30, 2011, we reported approximately \$648.8 million (fair value) of auction rate securities ("ARS") in non-Modco portfolios. All of these ARS were rated AAA. While the auction rate market has experienced liquidity constraints, we believe that based on our current liquidity position and our operating cash flows, any lack of liquidity in the ARS market will not have a material impact on our liquidity, financial condition, or cash flows.

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All of the auction rate securities held, on a consolidated basis, in non-Modco portfolios as of September 30, 2011, were student loan-backed auction rate securities, for which the underlying collateral is at least 97% guaranteed by the Federal Family Education Loan Program ("FFELP"). As there is no current active market for these auction rate securities, we use a valuation model, which incorporates, among other inputs, the contractual terms of each indenture and current valuation information from actively-traded asset-backed securities with comparable underlying assets (i.e. FFELP-backed student loans) and vintage.

We use an income approach valuation model to determine the fair value of our student loan-backed auction rate securities. Specifically, a discounted cash flow method is used. The expected yield on the auction rate securities is estimated for each coupon date, based on the contractual terms on each indenture. The estimated market yield is based on comparable securities with observable yields and an additional yield spread for illiquidity of auction rate securities in the current market.

The auction rate securities held in non-Modco portfolios are classified as a Level 2 or Level 3 valuation. An unrealized loss of \$58.6 million and \$16.7 million was recorded as of September 30, 2011 and December 31, 2010, respectively, and we have not recorded any other-than-temporary impairment because the underlying collateral for each of the auction rate securities is at least 97% guaranteed by the FFELP and there are subordinate tranches within each of these auction rate security issuances that would support the senior tranches in the event of default. In the event of a complete and total default by all underlying student loans, the principal shortfall, in excess of the 97% FFELP guarantee, would be absorbed by the subordinate tranches. Our non-performance exposure is to the FFELP guarantee, not the underlying student loans. At this time, we have no reason to believe that the U.S. Department of Education would not honor the FFELP guarantee, if it were necessary. In addition, we have the ability and intent to hold these securities until their values recover or maturity. Therefore, we believe that no other-than-temporary impairment has been experienced.

We maintain investment strategies intended to provide adequate funds to pay benefits and expected surrenders, withdrawals, loans, and redemption obligations without forced sales of investments. In addition, we hold highly liquid, high-quality short-term investment securities and other liquid investment grade fixed maturity securities to fund our expected operating expenses, surrenders, and withdrawals. We were committed as of September 30, 2011, to fund mortgage loans in the amount of \$141.1 million.

Our positive cash flows from operations are used to fund an investment portfolio that provides for future benefit payments. We employ a formal asset/liability program to manage the cash flows of our investment portfolio relative to our long-term benefit obligations. As of September 30, 2011, we held cash and short-term investments of \$337.4 million.

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The following chart includes the cash flows provided by or used in operating, investing, and financing activities for the following periods:

	For The Nine Months Ended September 30,	
	2011	2010
	(Dollars In Thousands)	
Net cash provided by operating activities	\$ 524,781	\$ 532,972
Net cash used in investing activities	(776,177)	(597,076)
Net cash provided by financing activities	271,462	8,431
Total	<u>\$ 20,066</u>	<u>\$ (55,673)</u>

For The Nine Months Ended September 30, 2011 as compared to The Nine Months Ended September 30, 2010

Net cash provided by operating activities - Cash flows from operating activities are affected by the timing of premiums received, fees received, investment income, and expenses paid. Principal sources of cash include sales of our products and services. We typically generate positive cash flows from operating activities, as premiums and deposits collected from our insurance and investment products exceed benefits paid and redemptions, and we invest the excess. Accordingly, in analyzing our cash flows we focus on the change in the amount of cash available and used in investing activities.

Net cash used in investing activities- Changes in cash from investing activities primarily related to the activity in our investment portfolio. In addition, during the nine months ended September 30, 2011, PLICO completed the reinsurance transaction with Liberty Life and made a payment for UILIC.

Net cash (used in) provided by financing activities- Changes in cash from financing activities included a \$157.1 million increase in our reverse repurchase borrowings as compared to 2010, and \$221.6 million more inflows of investment product and universal life net activity, compared to the prior year. We repurchased \$112.2 million of non-recourse funding obligations during 2011, as compared to \$182.5 million during 2010. Cash paid to our parent company in 2011 equaled \$165.0 million, as compared to no payment activity in 2010.

Capital Resources

To give us flexibility in connection with future acquisitions and other funding needs, PLC has debt securities, preferred and common stock, and additional preferred securities of special purpose finance subsidiaries registered under the Securities Act of 1933 on a delayed (or shelf) basis.

We have a \$500 million revolving line of credit (the "Credit Facility"), under which we could borrow funds with balances due April 16, 2013. PLC had an outstanding balance of \$145.0 million as of September 30, 2011, under the Credit Facility at an interest rate of LIBOR plus 0.40%.

Golden Gate Captive Insurance Company ("Golden Gate"), a South Carolina special purpose financial captive insurance company and wholly owned subsidiary, had three series of Surplus Notes with a total outstanding balance of \$800 million as of September 30, 2011. PLC holds the entire outstanding balance of Surplus Notes. The Series A1 Surplus Notes have a balance of \$400 million and accrue interest at 7.375%, the Series A2 Surplus Notes have a balance of \$100 million and accrue interest at 8%, and the Series A3 Surplus Notes have a balance of \$300 million and accrue interest at 8.45%.

Golden Gate II Captive Insurance Company ("Golden Gate II"), a wholly owned special purpose financial captive insurance company, had \$575.0 million of non-recourse funding obligations outstanding as of September 30, 2011. These outstanding non-recourse funding obligations were issued to special purpose trusts, which in turn issued securities to third parties. Certain of our affiliates purchased a portion of these securities during 2010 and 2011. As a result of these purchases, as of September 30, 2011, securities related to \$414.8 million of the outstanding balance of the non-recourse funding obligations was held by external parties, securities related to \$33.8 million of the non-recourse funding obligations was held by nonconsolidated affiliates, and \$126.4 million was held by consolidated subsidiaries of the Company. These non-recourse funding obligations mature in 2052. \$275 million of this amount is currently accruing interest at a rate of LIBOR plus 30 basis points. We have experienced higher borrowing costs

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than were originally expected associated with \$300 million of our non-recourse funding obligations supporting the business reinsured to Golden Gate II. These higher costs are the result of higher spread component interest costs associated with the illiquidity of the current market for auction rate securities, as well as a rating downgrade of our guarantor by certain rating agencies. The current rate associated with these obligations is LIBOR plus 200 basis points, which is the maximum rate we can be required to pay under these obligations. We have contingent approval to issue an additional \$100 million of obligations. Under the terms of the surplus notes, the holders of the surplus notes cannot require repayment from PLC, us, or any of our subsidiaries, other than Golden Gate II, the direct issuers of the surplus notes, although PLC has agreed to indemnify Golden Gate II for certain costs and obligations (which obligations do not include payment of principal and interest on the surplus notes). In addition, PLC has entered into certain support agreements with Golden Gate II obligating it to make capital contributions or provide support related to certain of Golden Gate II's expenses and in certain circumstances, to collateralize certain of PLC's obligations to Golden Gate II.

Golden Gate III Vermont Captive Insurance Company ("Golden Gate III"), a Vermont special purpose financial captive insurance company and wholly owned subsidiary, has an outstanding Letter of Credit ("LOC") issued under a Reimbursement Agreement with UBS AG, Stamford Branch ("UBS"), with a total outstanding balance of \$560.0 million as of September 30, 2011. The LOC was issued to a trust for the benefit of our wholly owned subsidiary, West Coast Life Insurance Company ("WCL"). Subject to certain conditions, the amount of the LOC will be periodically increased up to a maximum of \$610 million in 2013. The term of the LOC is expected to be eight years, subject to certain conditions including capital contributions made to Golden Gate III by us or one of our affiliates. The LOC was issued to support certain obligations of Golden Gate III to WCL under an indemnity reinsurance agreement effective April 1, 2010.

Golden Gate IV Vermont Captive Insurance Company ("Golden Gate IV"), a Vermont special purpose financial captive insurance company and wholly owned subsidiary, has an outstanding twelve-year LOC issued under a Reimbursement Agreement with UBS, with a total outstanding balance of \$415.0 million as of September 30, 2011. The term of the LOC is 12 years. The LOC was issued to a trust for the benefit of WCL. Subject to certain conditions, the amount of the LOC will be periodically increased up to a maximum of \$790 million in 2016. The LOC was issued to support certain obligations of Golden Gate IV to WCL for a portion of reserves related to level premium term life insurance policies reinsured by Golden Gate IV from WCL under an indemnity reinsurance agreement effective October 1, 2010.

On April 29, 2011, in conjunction with Athene Holding Ltd's acquisition of Liberty Life Insurance Company ("Liberty Life") from an affiliate of Royal Bank of Canada, we reinsured a life and health insurance block from Liberty Life. The capital invested by us in the transaction at closing was \$321 million, including a \$225 million ceding commission which has been recorded and is subject to adjustment upon completion of the final Liberty Life closing statutory balance sheet. In conjunction with closing, we invested \$40 million in a surplus note issued by Athene Life Re.

A life insurance company's statutory capital is computed according to rules prescribed by NAIC, as modified by state law. Generally speaking, other states in which a company does business defer to the interpretation of the domiciliary state with respect to NAIC rules, unless inconsistent with the other state's regulations. Statutory accounting rules are different from GAAP and are intended to reflect a more conservative view, for example, requiring immediate expensing of policy acquisition costs. The NAIC's risk-based capital requirements require insurance companies to calculate and report information under a risk-based capital formula. The achievement of long-term growth will require growth in the statutory capital of our insurance subsidiaries. The subsidiaries may secure additional statutory capital through various sources, such as retained statutory earnings or our equity contributions. In general, dividends up to specified levels are considered ordinary and may be paid thirty days after written notice to the insurance commissioner of the state of domicile unless such commissioner objects to the dividend prior to the expiration of such period. Dividends in larger amounts are considered extraordinary and are subject to affirmative prior approval by such commissioner.

State insurance regulators and the NAIC have adopted risk-based capital ("RBC") requirements for life insurance companies to evaluate the adequacy of statutory capital and surplus in relation to investment and insurance risks. The requirements provide a means of measuring the minimum amount of statutory surplus appropriate for an insurance company to support its overall business operations based on its size and risk profile. A company's risk-based statutory surplus is calculated by applying factors and performing calculations relating to various asset, premium, claim, expense, and reserve items. Regulators can then measure the adequacy of a company's statutory surplus by comparing it to the RBC. Under RBC requirements, regulatory compliance is

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determined by the ratio of a company's total adjusted capital, as defined by the insurance regulators, to its company action level of RBC (known as the RBC ratio), also as defined by insurance regulators.

We cede material amounts of insurance and transfer related assets to other insurance companies through reinsurance. However, notwithstanding the transfer of related assets, we remain liable with respect to ceded insurance should any reinsurer fail to meet the obligations that it assumed. We evaluate the financial condition of our reinsurers and monitor the associated concentration of credit risk. For the three and nine months ended September 30, 2011, we ceded premiums to third party reinsurers amounting to \$319.7 million and \$1.0 billion, respectively. In addition, we had receivables from reinsurers amounting to \$5.5 billion as of September 30, 2011. We review reinsurance receivable amounts for collectability and establish bad debt reserves if deemed appropriate.

Ratings

Various Nationally Recognized Statistical Rating Organizations ("rating organizations") review the financial performance and condition of insurers, including us and our insurance subsidiaries, and publish their financial strength ratings as indicators of an insurer's ability to meet policyholder and contract holder obligations. These ratings are important to maintaining public confidence in an insurer's products, its ability to market its products and its competitive position. The following table summarizes the financial strength ratings of our significant member companies from the major independent rating organizations as of September 30, 2011:

Ratings	A.M. Best	Fitch	Standard & Poor's	Moody's
Insurance company financial strength rating:				
Protective Life Insurance Company	A+	A	AA-	A2
West Coast Life Insurance Company	A+	A	AA-	A2
Protective Life and Annuity Insurance Company	A+	A	AA-	—
Lyndon Property Insurance Company	A-	—	—	—

Our ratings are subject to review and change by the rating organizations at any time and without notice. A downgrade or other negative action by a ratings organization with respect to our financial strength ratings or those of our insurance subsidiaries could adversely affect sales, relationships with distributors, the level of policy surrenders and withdrawals, competitive position in the marketplace, and the cost or availability of reinsurance.

Liabilities

Many of our products contain surrender charges and other features that are designed to reward persistency and penalize the early withdrawal of funds. Certain stable value and annuity contracts have market-value adjustments that protect us against investment losses if interest rates are higher at the time of surrender than at the time of issue.

As of September 30, 2011, we had policy liabilities and accruals of approximately \$21.9 billion. Our interest-sensitive life insurance policies have a weighted average minimum credited interest rate of approximately 3.63%.

Contractual Obligations

The table below sets forth future maturities of non-recourse funding obligations, stable value products, operating lease obligations, other property lease obligations, mortgage loan and investment commitments, and policyholder obligations.

We enter into various obligations to third parties in the ordinary course of our operations. However, we do not believe that our cash flow requirements can be assessed based upon an analysis of these obligations. The most significant factors affecting our future cash flows are our ability to earn and collect cash from our customers, and the cash flows arising from our investment program. Future cash outflows, whether they are contractual obligations or not, will also vary based upon our future needs. Although some outflows are fixed, others depend on future events. Examples of fixed obligations include our obligations to pay principal and interest on fixed-rate borrowings. Examples of obligations that will vary include obligations to pay interest on variable-rate borrowings and insurance liabilities that depend on future interest rates, market performance, or surrender provisions. Many of our obligations

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are linked to cash-generating contracts. In addition, our operations involve significant expenditures that are not based upon commitments. These include expenditures for income taxes and payroll.

As of September 30, 2011, we carried a \$9.8 million liability for uncertain tax positions, including interest on unrecognized tax benefits. These amounts are not included in the long-term contractual obligations table because of the difficulty in making reasonably reliable estimates of the occurrence or timing of cash settlements with the respective taxing authorities.

	Total	Payments due by period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
		(Dollars In Thousands)			
Non-recourse funding obligations ⁽¹⁾	\$ 3,086,729	\$ 68,114	\$ 136,228	\$ 136,228	\$ 2,746,159
Stable value products ⁽²⁾	2,975,316	1,031,524	905,629	896,106	142,057
Operating leases ⁽³⁾	35,439	9,715	15,205	8,930	1,589
Home office lease ⁽⁴⁾	76,550	682	75,868	—	—
Mortgage loan and investment commitments	151,420	151,420	—	—	—
Reverse repurchase borrowings	157,103	157,103	—	—	—
Policyholder obligations ⁽⁵⁾	25,323,605	2,434,879	2,988,805	2,744,123	17,155,798
Total	\$ 31,806,162	\$ 3,853,437	\$ 4,121,735	\$ 3,785,387	\$ 20,045,603

(1) Non-recourse funding obligations include all principal amounts owed on note agreements and expected interest payments due over the term of the notes.

(2) Anticipated stable value products cash flows including interest.

(3) Includes all lease payments required under operating lease agreements.

(4) The lease payments shown assume we exercise our option to purchase the building at the end of the lease term. Additionally, the payments due by period above were computed based on the terms of the renegotiated lease agreement, which was entered in January 2007.

(5) Estimated contractual policyholder obligations are based on mortality, morbidity, and lapse assumptions comparable to our historical experience, modified for recent observed trends. These obligations are based on current balance sheet values and include expected interest crediting, but do not incorporate an expectation of future market growth, or future deposits. Due to the significance of the assumptions used, the amounts presented could materially differ from actual results. As variable separate account obligations are legally insulated from general account obligations, the variable separate account obligations will be fully funded by cash flows from variable separate account assets. We expect to fully fund the general account obligations from cash flows from general account investments.

FAIR VALUE OF FINANCIAL INSTRUMENTS

FASB guidance defines fair value for GAAP and establishes a framework for measuring fair value as well as a fair value hierarchy based on the quality of inputs used to measure fair value and enhances disclosure requirements for fair value measurements. The term "fair value" in this document is defined in accordance with GAAP. The standard describes three levels of inputs that may be used to measure fair value. For more information, see Note 13, *Fair Value of Financial Instruments*.

Available-for-sale securities and trading account securities are recorded at fair value, which is primarily based on actively traded markets where prices are based on either direct market quotes or observed transactions. Liquidity is a significant factor in the determination of the fair value for these securities. Market price quotes may not be readily available for some positions or for some positions within a market sector where trading activity has slowed significantly or ceased. These situations are generally triggered by the market's perception of credit uncertainty regarding a single company or a specific market sector. In these instances, fair value is determined based on limited available market information and other factors, principally from reviewing the issuer's financial position, changes in credit ratings, and cash flows on the investments. As of September 30, 2011, \$884.8 million of available-for-sale and trading account assets, excluding other long-term investments, were classified as Level 3 fair value assets.

The fair values of derivative assets and liabilities include adjustments for market liquidity, counterparty credit quality, and other deal specific factors, where appropriate. The fair values of derivative assets and liabilities traded in the over-the-counter market are determined using quantitative models that require the use of multiple market inputs including interest rates, prices, and indices to generate continuous yield or pricing curves and volatility factors, which are used to value the position. The predominance of market inputs are actively quoted and can be validated through external sources. Estimation risk is greater for derivative asset and liability positions that are either option-based or have longer maturity dates where observable market inputs are less readily available or are unobservable, in which case quantitative based extrapolations of rate, price, or index scenarios are used in determining fair values. As of September 30, 2011, the Level 3 fair values of derivative assets and liabilities determined by these quantitative models were \$14.8 million and \$450.0 million, respectively.

The liabilities of certain of our annuity account balances are calculated at fair value using actuarial valuation models. These models use various observable and unobservable inputs including projected future cash flows, policyholder behavior, our credit rating, and other market conditions. As of September 30, 2011, the Level 3 fair value of these liabilities was \$139.1 million.

For securities that are priced via non-binding independent broker quotations, we assess whether prices received from independent brokers represent a reasonable estimate of fair value through an analysis using internal and external cash flow models developed based on spreads and, when available, market indices. We use a market-based cash flow analysis to validate the reasonableness of prices received from independent brokers. These analytics, which are updated daily, incorporate various metrics (yield curves, credit spreads, prepayment rates, etc.) to determine the valuation of such holdings. As a result of this analysis, if we determine there is a more appropriate fair value based upon the analytics, the price received from the independent broker is adjusted accordingly.

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Of our \$899.6 million of total assets (measured at fair value on a recurring basis) classified as Level 3 assets, \$634.5 million were ABS. Of this amount, \$598.8 million were student loan related ABS, \$26.3 million were non-student loan related ABS, and \$9.4 million were commercial mortgage-backed securitizations. The years of issuance of the ABS are as follows:

<u>Year of Issuance</u>	<u>Amount</u> <u>(In Millions)</u>
2002	\$ 276
2003	90
2004	119
2005	10
2006	28
2007	103
2011	9
Total	<u>\$ 635</u>

The ABS was rated as follows: \$605.7 million were AAA rated, \$15.7 million were AA rated, and \$13.1 million were A rated. We do not expect any downgrade in the ratings of the securities related to student loans since the underlying collateral of the student loan asset-backed securities is guaranteed by the U.S. Department of Education.

MARKET RISK EXPOSURES AND OFF-BALANCE SHEET ARRANGEMENTS

Our financial position and earnings are subject to various market risks including changes in interest rates, changes in the yield curve, changes in spreads between risk-adjusted and risk-free interest rates, changes in foreign currency rates, changes in used vehicle prices, and equity price risks and issuer defaults. We analyze and manage the risks arising from market exposures of financial instruments, as well as other risks, through an integrated asset/liability management process. Our asset/liability management programs and procedures involve the monitoring of asset and liability durations for various product lines; cash flow testing under various interest rate scenarios; and the continuous rebalancing of assets and liabilities with respect to yield, risk, and cash flow characteristics. These programs also incorporate the use of derivative financial instruments primarily to reduce our exposure to interest rate risk, inflation risk, currency exchange risk, volatility risk, and equity market risk.

The primary focus of our asset/liability program is the management of interest rate risk within the insurance operations. This includes monitoring the duration of both investments and insurance liabilities to maintain an appropriate balance between risk and profitability for each product category, and for us as a whole. It is our policy to maintain asset and liability durations within one-half year of one another, although, from time to time, a broader interval may be allowed.

We are exposed to credit risk within our investment portfolio and through derivative counterparties. Credit risk relates to the uncertainty of an obligor's continued ability to make timely payments in accordance with the contractual terms of the instrument or contract. We manage credit risk through established investment policies which attempt to address quality of obligors and counterparties, credit concentration limits, diversification requirements, and acceptable risk levels under expected and stressed scenarios. Derivative counterparty credit risk is measured as the amount owed to us based upon current market conditions and potential payment obligations between us and our counterparties. We minimize the credit risk in derivative instruments by entering into transactions with high quality counterparties, (A-rated or higher at the time we enter into the contract) and we maintain collateral support agreements with certain of those counterparties.

Derivative instruments expose us to credit and market risk and could result in material changes from quarter-to-quarter. We minimize our credit risk by entering into transactions with highly rated counterparties. We manage the market risk by establishing and monitoring limits as to the types and degrees of risk that may be undertaken. We monitor our use of derivatives in connection with our overall asset/liability management programs and procedures. In addition, all derivative programs are monitored by our risk management department.

Derivative instruments that are used as part of our interest rate risk management strategy include interest rate swaps, interest rate futures, interest rate caps and interest rate options. Our inflation risk management strategy involves the use of swaps that require us to pay a fixed rate and receive a floating rate that is based on changes in the Consumer Price Index ("CPI").

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We use the following types of derivative contracts to mitigate its exposure to certain guaranteed benefits related to variable annuity contracts:

- Foreign Currency Futures
- Variance Swaps
- Interest Rate Futures
- Equity Options
- Equity Futures
- Credit Derivatives

During the third quarter 2011, we wrote credit default protection on the Markit CDX North America Investment Grade Index, Series 17, to mitigate the risk related to certain guaranteed minimum benefits within our variable annuity products. These credit derivatives create credit exposure similar to an investment in publicly issued fixed maturity cash investments. The maximum potential amount of future payments (undiscounted) that we could be required to make under the credit derivatives is \$1.0 billion, assuming the recovery value on each investment grade entity is zero. As of September 30, 2011, the fair value of the credit derivatives was a liability of \$50.6 million. As of September 30, 2011, we had collateral of \$27 million posted with the counterparties for credit derivatives. The collateral is counterparty specific and is not tied to any one contract. If the credit derivatives needed to be settled immediately, we would need to post no additional payments.

The following table sets forth the September 30, 2011 notional amount and fair value of our credit default swaps and the estimated fair value resulting from a hypothetical immediate plus and minus 100 basis point change in investment grade credit spreads from levels prevailing as of September 30, 2011:

	Notional Amount	Fair Value as of September 30, (Dollars In Millions)	Fair Value Resulting From an Immediate +/- 100 bps Change in Credit Spreads	
			100 bps (+)	100 bps (-)
Credit default swaps	\$ 1,000.0	\$ (50.6)	\$ (125.0)	\$ 34.7

We believe our asset/liability management programs and procedures and certain product features provide protection against the effects of changes in interest rates under various scenarios. Additionally, we believe our asset/liability management programs and procedures provide sufficient liquidity to enable us to fulfill our obligation to pay benefits under our various insurance and deposit contracts. However, our asset/liability management programs and procedures incorporate assumptions about the relationship between short-term and long-term interest rates (i.e., the slope of the yield curve), relationships between risk-adjusted and risk-free interest rates, market liquidity, spread movements, implied volatility, and other factors, and the effectiveness of our asset/liability management programs and procedures may be negatively affected whenever actual results differ from those assumptions.

In the ordinary course of our commercial mortgage lending operations, we will commit to provide a mortgage loan before the property to be mortgaged has been built or acquired. The mortgage loan commitment is a contractual obligation to fund a mortgage loan when called upon by the borrower. The commitment is not recognized in our financial statements until the commitment is actually funded. The mortgage loan commitment contains terms, including the rate of interest, which may be different than prevailing interest rates. As of September 30, 2011, we had outstanding mortgage loan commitments of \$141.1 million at an average rate of 5.85%.

RECENTLY ISSUED ACCOUNTING STANDARDS

See Note 2, *Summary of Significant Accounting Policies*, to the consolidated condensed financial statements for information regarding recently issued accounting standards. Included below, is accounting pronouncement ASU No. 2010-26 that we will adopt as of January 1, 2012 and the estimated effect on our statements.

ASU No. 2010-26 — Financial Services — Insurance - Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts. The objective of this Update is to address diversity in practice regarding the interpretation of which costs relating to the acquisition of new or renewal insurance contracts qualify for deferral. This Update prescribes that certain incremental direct costs of successful initial or renewal contract acquisitions may

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be deferred. It defines incremental direct costs as those costs that result directly from and are essential to the contract transaction and would not have been incurred by the insurance entity had the contract transaction not occurred. This Update also clarifies the definition of the types of incurred costs that may be capitalized and the accounting and recognition treatment of advertising, research, and other administrative costs related to the acquisition of insurance contracts. This Update is effective for periods beginning after December 15, 2011 and is to be applied prospectively. Early adoption and retrospective application are optional. Our expected retrospective adoption of this Update will result in a reduction in our deferred acquisition cost asset as well as a decrease in the amortization associated with those previously deferred costs. There will also be a reduction in the level of costs we defer subsequent to adoption. We are evaluating the full effects of implementing this Update, but we currently estimate that its retrospective adoption will result in a cumulative effect adjustment to the opening balance of shareowners' equity of between 8% and 10% as of January 1, 2012, including a reduction of between approximately 20% and 22% of its existing deferred acquisition cost asset balance as of January 1, 2012. We currently estimate that if the change were in effect at September 30, 2011, the adoption of this Update would have resulted in a year-to-date decrease to net income in 2011 of between 8% and 10%.

RECENT DEVELOPMENTS

The NAIC approved regulatory changes in 2009 that impacted our insurance subsidiaries and their competitors in 2010 and will continue to do so in 2011. The NAIC approved changes to the measurements used to determine the amount of deferred tax assets ("DTAs") an insurance company may claim as admitted assets on its statutory financial statements. These changes had the effect of increasing the amount of DTAs an insurance company was permitted to claim as an admitted asset for purposes of insurance company statutory financial statements filed for calendar years 2009, 2010, and 2011. The NAIC continues to study the measurements used to determine the amount of DTAs an insurance company may claim as admitted assets on its statutory financial statements and further changes are possible. In March 2011, the NAIC issued proposed Statement of Statutory Accounting Principles No. 101 — Income Taxes, which may become effective on January 1, 2012. When compared to the rules that have been in effect in 2009, 2010, and 2011, additional restrictions on the admittance of DTAs would apply, thereby reducing capital and surplus and risk-based capital ratio. Also in 2010, the NAIC approved changes to the Model Holding Company System Regulatory Act that, if enacted by the legislatures of the states in which the Company's insurance subsidiaries are domiciled, will subject such subsidiaries to increased reporting requirements.

The NAIC is also considering various initiatives to change and modernize its financial and solvency regulations. It is considering changing to a principles-based reserving method for life insurance and annuity reserves, changes to the accounting and risk-based capital regulations, changes to the governance practices of insurers, and other items. Some of these proposed changes would require the approval of state legislatures. We cannot provide any estimate as to what impact these proposed changes, if they occur, will have on our reserve and capital requirements.

During the fourth quarter of 2010, the Federal Housing Finance Agency issued an Announced Notice of Proposed Rulemaking ("ANPR"). The purpose of the ANPR is to seek comment on several possible changes to the requirements applicable to members of the FHLB. Any changes to such requirements that eliminate the Company's eligibility for continued FHLB membership or limit the Company's borrowing capacity pursuant to its FHLB membership could have a material adverse effect on the Company. The Company can give no assurance as to the outcome of the ANPR.

On April 15, 2011, Scottish Re Group Limited ("Scottish Re") announced that it had entered into an agreement and plan of merger (the "Merger Agreement"), pursuant to which an affiliate of certain investors will be merged into Scottish Re and Scottish Re will continue as the surviving entity. During June 2011, the ordinary shareholders of Scottish Re approved the Merger Agreement as proposed. Scottish Re is a significant reinsurer of certain blocks of our business. For additional information on our reinsurance exposure to Scottish Re, refer to our Form 10-K for the period ended December 31, 2010.

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IMPACT OF INFLATION

Inflation increases the need for life insurance. Many policyholders who once had adequate insurance programs may increase their life insurance coverage to provide the same relative financial benefit and protection. Higher interest rates may result in higher sales of certain of our investment products.

The higher interest rates that have traditionally accompanied inflation could also affect our operations. Policy loans increase as policy loan interest rates become relatively more attractive. As interest rates increase, disintermediation of stable value and annuity account balances and individual life policy cash values may increase. The market value of our fixed-rate, long-term investments may decrease, we may be unable to implement fully the interest rate reset and call provisions of our mortgage loans, and our ability to make attractive mortgage loans, including participating mortgage loans, may decrease. In addition, participating mortgage loan income may decrease. The difference between the interest rate earned on investments and the interest rate credited to life insurance and investment products may also be adversely affected by rising interest rates.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

See Part I, Item 2, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, "Executive Summary" and "Liquidity and Capital Resources", and Part II, Item 1A, *Risk Factors* of this Report for market risk disclosures in light of the current difficult conditions in the financial and credit markets, and the economy generally.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures

In order to ensure that the information the Company must disclose in its filings with the Securities and Exchange Commission is recorded, processed, summarized and reported on a timely basis, the Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), except as otherwise noted below. Based on their evaluation as of the end of the period covered by this Form 10-Q, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were effective. It should be noted that any system of controls, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of any control system is based in part upon certain judgments, including the costs and benefits of controls and the likelihood of future events. Because of these and other inherent limitations of control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within the Company have been detected.

As described in Note 3 to the consolidated financial statements set forth in this periodic report on Form 10-Q, the Company acquired UILIC and a block of insurance policies from Liberty Life effective December 31, 2010 and April 29, 2011, respectively. The Company performed due diligence on these businesses before completing the acquisitions and developed a reasonable level of assurance that the disclosure controls and procedures relating to the administrative systems and processes of these businesses were effective. As of September 30, 2011, however, the Company has not completed its own evaluation of the design and operation of disclosure controls and procedures relating to the administrative systems and processes, including those currently being provided by third parties, for these acquired businesses.

(b) Changes in internal control over financial reporting

There have been no changes in the Company's internal control over financial reporting during the period ended September 30, 2011, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company's internal controls exist within a dynamic environment and the Company continually strives to improve its internal controls and procedures to enhance the quality of its financial reporting.

PART II

Item 1A. Risk Factors and Cautionary Factors that may Affect Future Results

The operating results of companies in the insurance industry have historically been subject to significant fluctuations. The factors which could affect the Company's future results include, but are not limited to, general economic conditions and known trends and uncertainties. In addition to other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, *Risk Factors and Cautionary Factors that may Affect Future Results* in the Company's Annual Report on Form 10-K for the year ended December 31, 2010, which could materially affect the Company's business, financial condition, or future results of operations.

The Company's strategies for mitigating risks arising from its day-to-day operations may prove ineffective resulting in a material adverse effect on its results of operations and financial condition.

The Company's performance is highly dependent on its ability to manage risks that arise from a large number of its day-to-day business activities, including underwriting, claims processing, policy administration and servicing, execution of its investment and hedging strategy, financial and tax reporting and other activities, many of which are very complex. The Company also may rely on third parties for such activities. The Company seeks to monitor and control its exposure to risks arising out of or related to these activities through a variety of internal controls, management review processes, and other mechanisms. However, the occurrence of unforeseen or un-contemplated risks, or the occurrence of risks of a greater magnitude than expected, including those arising from a failure in processes, procedures or systems implemented by the Company or a failure on the part of employees or third parties upon which the Company relies in this regard, may have a material adverse effect on the Company's financial condition or results of operations.

The Company is highly regulated and subject to numerous legal restrictions and regulations.

The Company and its subsidiaries are subject to government regulation in each of the states in which they conduct business. Such regulation is vested in state agencies having broad administrative and in some instances discretionary power dealing with many aspects of the Company's business, which may include, among other things, premium rates and increases thereto, underwriting practices, reserve requirements, marketing practices, advertising, privacy, policy forms, reinsurance reserve requirements, acquisitions, mergers, capital adequacy, claims practices and the remittance of unclaimed property, and is concerned primarily with the protection of policyholders, other customers, beneficiaries and other parties rather than shareowners. In addition, some state insurance departments may enact rules or regulations with extra-territorial application, effectively extending their jurisdiction to areas such as permitted insurance company investments that are normally the province of an insurance company's domiciliary state regulator. At any given time, a number of financial, market conduct, or other examinations or audits of the Company's subsidiaries may be ongoing. It is possible that any examination or audit may result in payments of fines and penalties, payments to customers, or both, as well as changes in systems or procedures, any of which could have a material adverse effect on the Company's financial condition or results of operations. The Company's insurance subsidiaries are required to obtain state regulatory approval for rate increases for certain health insurance products, and the Company's profits may be adversely affected if the requested rate increases are not approved in full by regulators in a timely fashion.

A number of U.S. jurisdictions are auditing the Company and certain of its subsidiaries for compliance with unclaimed property laws. The New York Insurance Department has issued a letter requiring life insurers doing business in New York, which includes certain of the Company's subsidiaries, to use data available on the U.S. Social Security Administration's Death Master File or a similar database to identify instances where amounts under life insurance policies, annuities, and retained asset accounts are payable, to locate and pay beneficiaries under such contracts, and to report the results of the use of the data. It is possible that other jurisdictions may pursue similar investigations or inquiries, or issue directives similar to the New York Insurance Department's letter. Life insurance industry associations and regulatory associations are also considering these matters, and the Company cannot predict how these matters will develop. It is possible, however, that the audits and related activity could result in additional payments to beneficiaries, additional escheatment of funds deemed abandoned under state laws, administrative penalties, and changes to the Company's procedures for the identification and escheatment of abandoned property. On the basis of information it has developed to date, the Company currently does not expect any such additional payments or costs to be material. Depending on regulatory developments and/or further development of information

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by Company, however, such additional payments or costs could have a material adverse effect on the Company's financial condition or results of operations.

Under insurance guaranty fund laws in most states, insurance companies doing business therein can be assessed up to prescribed limits for policyholder losses incurred by insolvent companies. From time to time, companies may be asked to contribute amounts beyond prescribed limits. The Company cannot predict the amount or timing of any future assessments.

The purchase of life insurance products is limited by state insurable interest laws, which in most jurisdictions require that the purchaser of life insurance name a beneficiary that has some interest in the sustained life of the insured. To some extent, the insurable interest laws present a barrier to the life settlement, or "stranger-owned" industry, in which a financial entity acquires an interest in life insurance proceeds, and efforts have been made in some states to liberalize the insurable interest laws. To the extent these laws are relaxed, the Company's lapse assumptions may prove to be incorrect.

Although the Company and its subsidiaries are subject to state regulation, in many instances the state regulatory models emanate from the National Association of Insurance Commissioners ("NAIC"). State insurance regulators and the NAIC regularly re-examine existing laws and regulations applicable to insurance companies and their products. Changes in these laws and regulations, or in interpretations thereof, are often made for the benefit of the consumer and at the expense of the insurer and, thus, could have a material adverse effect on the Company's financial condition and results of operations. The NAIC may also be influenced by the initiatives and regulatory structures or schemes of international regulatory bodies, and those initiatives or regulatory structures or schemes may not translate readily into the regulatory structures or schemes or the legal system (including the interpretation or application of standards by juries) under which U.S. insurers must operate. Application of such initiatives or regulatory structures or schemes to the Company could have a material adverse effect on the Company's financial condition and results of operations.

The Company is also subject to the risk that compliance with any particular regulator's interpretation of a legal, accounting or actuarial issue may not result in compliance with another regulator's interpretation of the same issue, particularly when compliance is judged in hindsight. There is an additional risk that any particular regulator's interpretation of a legal, accounting or actuarial issue may change over time to the Company's detriment, or that changes to the overall legal or market environment may cause the Company to change its practices in ways that may, in some cases, limit its growth or profitability.

Some of the NAIC pronouncements, particularly as they affect accounting issues, take effect automatically in the various states without affirmative action by the states. Although some NAIC pronouncements may take effect automatically without affirmative action by the states, the NAIC is not a governmental entity and its processes and procedures do not comport with those to which governmental entities typically adhere. Therefore, it is possible that actions could be taken by the NAIC that are effective immediately without the procedural safeguards that would be present if governmental action was required. Statutes, regulations, and interpretations may be applied with retroactive impact, particularly in areas such as accounting and reserve requirements. Also, regulatory actions with prospective impact can potentially have a significant impact on currently sold products. A task force of the NAIC recently adopted a Statement relating to the valuation of reserves for universal life insurance products with secondary guarantees, which is an early phase of the NAIC's deliberative process on the issue. In addition, the NAIC continues to work to reform state regulation in various areas, including comprehensive reforms relating to life insurance reserves.

At the federal level, bills are routinely introduced in both chambers of the United States Congress ("Congress") which could affect life insurers. In the past, Congress has considered legislation that would impact insurance companies in numerous ways. The Company cannot predict whether or in what form legislation will be enacted and, if so, whether the enacted legislation will positively or negatively affect the Company or whether any effects will be material.

On March 23, 2010, President Obama signed the Patient Protection and Affordable Care Act of 2010 (the "Healthcare Act") into law. The Healthcare Act makes significant changes to the regulation of health insurance, imposing various conditions and requirements on the Company. The Healthcare Act may affect the small blocks of business the Company has offered or acquired over the years that is, or is deemed to be health insurance. The Healthcare Act may also affect the benefit plans the Company sponsors for employees or retirees and their dependents, the Company's expense to provide such benefits, the tax liabilities of the Company in connection with

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the provision of such benefits, and the Company's ability to attract or retain employees. In addition, the Company may be subject to regulations, guidance or determinations emanating from the various regulatory authorities authorized under the Healthcare Act. The Company cannot predict the effect that the Healthcare Act, or any regulatory pronouncement made thereunder, will have on its results of operations or financial condition.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Reform Act") makes sweeping changes to the regulation of financial services entities, products and markets. Certain provisions of the Reform Act are or may become applicable to the Company, its competitors or those entities with which the Company does business, including but not limited to: the establishment of federal regulatory authority over certain derivative financial instruments, the establishment of consolidated federal regulation and resolution authority over systemically important financial services firms, the establishment of the Federal Insurance Office, changes to the regulation of broker dealers and investment advisors, changes to the regulation of reinsurance, changes to regulations affecting the rights of shareholders, the imposition of additional regulation over credit rating agencies, and the imposition of concentration limits on financial institutions that restrict the amount of credit that may be extended to a single person or entity. The Reform Act also creates the Consumer Financial Protection Bureau ("CFPB"), an independent division of the Department of Treasury with jurisdiction over credit, savings, payment, and other consumer financial products and services, other than investment products already regulated by the United States Securities and Exchange Commission (the "SEC") or the U.S. Commodity Futures Trading Commission. Certain of the Company's subsidiaries sell products that may be regulated by the CFPB. Numerous provisions of the Reform Act require the adoption of implementing rules and/or regulations. In addition, the Reform Act mandates multiple studies, which could result in additional legislation or regulation applicable to the insurance industry, the Company, its competitors or the entities with which the Company does business. Legislative or regulatory requirements imposed by or promulgated in connection with the Reform Act may impact the Company in many ways, including but not limited to: placing the Company at a competitive disadvantage relative to its competition or other financial services entities, changing the competitive landscape of the financial services sector and/or the insurance industry, making it more expensive for the Company to conduct its business, requiring the reallocation of significant company resources to government affairs, legal and compliance-related activities, or otherwise have a material adverse effect on the overall business climate as well as the Company's financial condition and results of operations.

The Company's subsidiaries may also be subject to regulation by the United States Department of Labor when providing a variety of products and services to employee benefit plans governed by the Employee Retirement Income Security Act ("ERISA"). Severe penalties are imposed for breach of duties under ERISA.

The Company may be subject to regulation by governments of the countries in which it currently, or may in the future, do business, as well as regulation by the U.S. Government with respect to its operations in foreign countries, such as the Foreign Corrupt Practices Act.

Certain policies, contracts, and annuities offered by the Company and its subsidiaries are subject to regulation under the federal securities laws administered by the SEC. The federal securities laws contain regulatory restrictions and criminal, administrative, and private remedial provisions.

Other types of regulation that could affect the Company and its subsidiaries include insurance company investment laws and regulations, state statutory accounting practices, anti-trust laws, minimum solvency requirements, state securities laws, federal privacy laws, insurable interest laws, federal anti-money laundering and anti-terrorism laws, employment and immigration laws (including a recently enacted statute in Alabama where approximately 50% of the Company's employees are located), and because the Company owns and operates real property, state, federal, and local environmental laws. Under some circumstances, severe penalties may be imposed for breach of these laws.

The Company cannot predict what form any future changes to laws and/or regulations affecting participants in the financial services sector and/or insurance industry, including the Company and its competitors or those entities with which it does business, may take, or what effect, if any, such changes may have.

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The Company's use of derivative financial instruments within its risk management strategy may not be effective or sufficient.

The Company uses derivative financial instruments within its risk management strategy to mitigate risks to which it is exposed, including the adverse effects of domestic and/or international credit and/or equity market and/or interest rate levels or volatility on its variable annuity products with guaranteed benefit features. These derivative financial instruments may not effectively offset the changes in the carrying value of the guarantees due to, among other things, the time lag between changes in the value of such guarantees and the changes in the value of the derivative financial instruments purchased by the Company, extreme credit and/or equity market and/or interest rate levels or volatility, contract holder behavior that differs from the Company's expectations, and divergence between the performance of the underlying funds of such variable annuity products with guaranteed benefit features and the indices utilized by the Company in estimating its exposure to such guarantees.

The Company may also use derivative financial instruments within its risk management strategy to mitigate risks arising from its exposure to individual issuers or sectors of issuers and to mitigate the adverse effects of distressed domestic and/or international credit and/or equity markets and/or interest rate levels or volatility on its overall financial condition or results of operations.

The use of derivative financial instruments by the Company may have an adverse impact on the statutory capital and risk based capital ratios of the Company's insurance subsidiaries. The Company employs strategies in the use of derivative financial instruments that are intended to mitigate such adverse impacts, but the Company's strategies may not be effective.

The Company may also choose not to hedge, in whole or in part, these or other risks that it has identified, due to, for example, the availability and/or cost of a suitable derivative financial instrument or, in reaction to extreme credit, equity market and/or interest rate levels or volatility, a decision to not purchase a derivative financial instrument that fully hedges certain risks. Additionally, the Company's estimates and assumptions made in connection with its use of any derivative financial instrument may fail to reflect or correspond to its actual long-term exposure in respect to identified risks. Derivative financial instruments held or purchased by the Company may also otherwise be insufficient to hedge the risks in relation to the Company's obligations. In addition, the Company may fail to identify risks, or the magnitude thereof, to which it is exposed. The Company is also exposed to the risk that its use of derivative financial instruments within its risk management strategy may not be properly designed and/or may not be properly implemented as designed. The above factors, either alone or in combination, may have a material adverse effect on the Company's financial condition and results of operations.

Financial services companies are frequently the targets of litigation, including class action litigation, which could result in substantial judgments.

A number of civil jury verdicts have been returned against insurers, broker-dealers, and other providers of financial services involving, among other things, sales, underwriting practices, product design, product disclosure, administration, denial or delay of benefits, charging excessive or impermissible fees, recommending unsuitable products to customers, breaching fiduciary or other duties to customers, refund or claims practices, alleged agent misconduct, failure to properly supervise representatives, relationships with agents or other persons with whom the insurer does business, payment of sales or other contingent commissions, and other matters. Often these lawsuits have resulted in the award of substantial judgments that are disproportionate to the actual damages, including material amounts of punitive non-economic compensatory damages. In some states, juries, judges, and arbitrators have substantial discretion in awarding punitive and non-economic compensatory damages, which creates the potential for unpredictable material adverse judgments or awards in any given lawsuit or arbitration. Arbitration awards are subject to very limited appellate review. In addition, in some class action and other lawsuits, companies have made material settlement payments. In some instances, substantial judgments may be the result of a party's perceived ability to satisfy such judgments as opposed to the facts and circumstances regarding the claims made in such proceedings.

Group health coverage issued through associations and credit insurance coverages have received some negative publicity in the media as well as increased regulatory consideration and review and litigation. The Company has a small closed block of group health insurance coverage that was issued to members of an association; a purported class action lawsuit is currently pending against the Company in connection with this business.

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A number of lawsuits and investigations regarding the method of paying claims have been initiated against life insurers. The Company offers payment methods that may be similar to those that have been the subject of such lawsuits and investigations.

The Company, like other financial services companies in the ordinary course of business, is involved in litigation and regulatory actions. The occurrence of such matters may become more frequent and/or severe when general economic conditions have deteriorated. The Company may be unable to predict the outcome of such matters and may be unable to provide a reasonable range of potential losses. Given the inherent difficulty in predicting the outcome of such matters, it is possible that an adverse outcome in certain such matters could be material to the Company's results for any particular reporting period.

The Company's investments are subject to market and credit risks. These risks could be heightened during periods of extreme volatility or disruption in financial and credit markets.

The Company's invested assets and derivative financial instruments are subject to risks of credit defaults and changes in market values. These risks could be heightened during periods of extreme volatility or disruption in the financial and credit markets. A widening of credit spreads will increase the unrealized losses in the Company's investment portfolio. The factors affecting the financial and credit markets could lead to other-than-temporary impairments of assets in the Company's investment portfolio.

The value of the Company's commercial mortgage loan portfolio depends in part on the financial condition of the tenants occupying the properties that the Company has financed. The value of the Company's investment portfolio, including its portfolio of government debt obligations, debt obligations of those entities with an express or implied governmental guarantee and debt obligations of other issuers holding a large amount of such obligations, depends in part on the ability of the issuers or guarantors of such debt to maintain their credit ratings and meet their contractual obligations. Factors that may affect the overall default rate on, and market value of, the Company's invested assets, derivative financial instruments, and mortgage loans include interest rate levels, financial market performance, and general economic conditions as well as particular circumstances affecting the individual tenants, borrowers, issuers and guarantors.

Significant continued financial and credit market volatility, changes in interest rates and credit spreads, credit defaults, real estate values, market illiquidity, declines in equity prices, acts of corporate malfeasance, ratings downgrades of the issuers or guarantors of these investments, and declines in general economic conditions, either alone or in combination, could have a material adverse impact on the Company's results of operations, financial condition, or cash flows through realized losses, impairments, changes in unrealized loss positions, and increased demands on capital, including obligations to post additional capital and collateral. In addition, market volatility can make it difficult for the Company to value certain of its assets, especially if trading becomes less frequent. Valuations may include assumptions or estimates that may have significant period-to-period changes that could have an adverse impact on the Company's results of operations or financial condition.

The amount of statutory capital that the Company has and the amount of statutory capital that it must hold to maintain its financial strength and credit ratings and meet other requirements can vary significantly from time to time and is sensitive to a number of factors outside of the Company's control.

The Company primarily conducts business through licensed insurance company subsidiaries. Insurance regulators have established regulations that provide minimum capitalization requirements based on risk-based capital ("RBC") formulas for life and property and casualty companies. The RBC formula for life insurance companies establishes capital requirements relating to insurance, business, asset, interest rate, and certain other risks.

In any particular year, statutory surplus amounts and RBC ratios may increase or decrease depending on a variety of factors; the amount of statutory income or losses generated by the Company's insurance subsidiaries (which itself is sensitive to equity market and credit market conditions), the amount of additional capital its insurance subsidiaries must hold to support business growth, changes in the Company's reserve requirements, the Company's ability to secure capital market solutions to provide reserve relief, changes in equity market levels, the value of certain fixed-income and equity securities in its investment portfolio, the credit ratings of investments held in its portfolio, including those issued by, or explicitly or implicitly guaranteed by, a government, the value of certain derivative instruments, changes in interest rates and foreign currency exchange rates, credit market volatility, changes in consumer behavior, as well as changes to the NAIC RBC formula. Most of these factors are outside of

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the Company's control. The Company's financial strength and credit ratings are significantly influenced by the statutory surplus amounts and RBC ratios of its insurance company subsidiaries. Rating agencies may implement changes to their internal models that have the effect of increasing or decreasing the amount of statutory capital the Company must hold in order to maintain its current ratings. In addition, rating agencies may downgrade the investments held in the Company's portfolio, which could result in a reduction of the Company's capital and surplus and/or its RBC ratio.

In scenarios of equity market declines, the amount of additional statutory reserves the Company is required to hold for its variable product guarantees may increase at a rate greater than the rate of change of the markets. Increases in reserves could result in a reduction to the Company's capital, surplus, and/or RBC ratio. Also, in environments where there is not a correlative relationship between interest rates and spreads, the Company's market value adjusted annuity product can have a material adverse effect on the Company's statutory surplus position.

Item 6. Exhibits

Exhibit 3(a) - 2011 Amended and Restated Charter of Protective Life Insurance Company as adopted July 26, 2011.

Exhibit 3(b) - 2011 Amended and Restated By-Laws of Protective Life Insurance Company as adopted June 27, 2011.

Exhibit 12 - Consolidated Earnings Ratios.

Exhibit 31(a) - Certification Pursuant to §302 of the Sarbanes Oxley Act of 2002.

Exhibit 31(b) - Certification Pursuant to §302 of the Sarbanes Oxley Act of 2002.

Exhibit 32(a) - Certification Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

Exhibit 32(b) - Certification Pursuant to 18 U.S.C. §1350, as Adopted Pursuant to Section 906 of the Sarbanes Oxley Act of 2002.

Exhibit 101 - Financial statements from the quarterly report on Form 10-Q of Protective Life Insurance Company for the quarter ended September 30, 2011, filed on November 14, 2011, formatted in XBRL: (i) the Consolidated Condensed Statements of Income, (ii) the Consolidated Condensed Balance Sheets, (iii) the Consolidated Condensed Statements of Shareowners' Equity, (iv) the Consolidated Condensed Statement of Cash Flows, and (v) the Notes to Consolidated Condensed Financial Statements tagged as blocks of text.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PROTECTIVE LIFE INSURANCE COMPANY

Date: November 14, 2011

By: /s/ Steven G. Walker
Steven G. Walker
Senior Vice President, Controller
and Chief Accounting Officer

**2011
AMENDED AND RESTATED CHARTER
OF
PROTECTIVE LIFE INSURANCE COMPANY**

Protective Life Insurance Company, a corporation organized under the Tennessee Business Corporation Act, hereby adopts the following 2011 Amended and Restated Charter of Protective Life Insurance Company:

NAME

1.1 The name of the Company shall be Protective Life Insurance Company (hereinafter referred to as the "Company").

PERIOD OF DURATION

2.1 The duration of the Company shall be perpetual.

FOR PROFIT

3.1 The Company is for profit.

PURPOSES, OBJECTS AND POWERS

4.1 The purposes, objects and powers of the Company are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Tennessee Business Corporation Act, it being the purpose and intent of this Section 3.1 to invest the Company with the broadest purposes, objects and powers lawfully permitted a corporation formed under the said Act.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Tennessee.

(c) Without limiting the scope and generality of the foregoing, the Company shall have the following specific purposes, objects and powers:

(1) To transact the business of life, disability, health and accident insurance and to issue annuities and endowments and every other kind of insurance in such places as may be approved by the Board of Directors subject to applicable regulatory approvals, including without limitation, to transact the business of insuring the lives of individuals and the writing of every kind of insurance pertaining to life, including the granting, selling, purchasing and disposing of annuities and endowments; to accept risks and insure against accidents or sickness; to effect reinsurance; and generally to make all contracts and to do and perform all things whatsoever pertaining to the business of insuring lives and of taking risks against accidents or sickness, or the granting, selling, purchasing and disposing of annuities and endowments; all in a manner not inconsistent with the laws of the State of Tennessee or the provisions hereof.

(2) To have and to exercise any and all of the powers specifically granted in the insurance laws of the State of Tennessee, none of which shall be deemed to be inconsistent with the nature, character or object of the Company and none of which are denied to it by this 2011 Amended and Restated Charter, including, without limitation, the power to accept and execute all legal trusts which may be confided to the Company.

(3) To acquire, own, manage, operate, improve or deal with and to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(4) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation or governmental unit, and while the owner and holder hereof to exercise all rights of possession and ownership.

(5) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore) to the fullest extent permitted by the Tennessee Business Corporation Act, and to sell, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(6) To borrow money from any person, firm, corporation or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Tennessee as the same may be amended from time to time.

(7) To lend money, extend credit or use its credit to assist any person, firm, corporation or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with and subject to the provisions of the Tennessee Business Corporation Act and the Tennessee Insurance Code.

(8) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(9) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(10) To carry on its business anywhere in the United States and in foreign countries.

(11) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

All words, phrases and provisions appearing in this Section 4.1 are used in their broadest sense, are not limited by reference to or inference from any other words, phrases or provisions and shall be so construed.

CAPITAL STOCK

5.1 The Company is authorized to issue five million (5,000,000) shares of stock, one dollar (\$1.00) par value per share. All such shares are to be of one class and shall be designated as Common Stock.

5.2 The shareholders of the Company shall not have preemptive rights.

REGISTERED AGENT, REGISTERED OFFICE AND OTHER OFFICES

6.1 C. T. Corporation System shall serve as registered agent. The registered office is currently located at 800 South Gay Street, Suite 2021, Knox County, Knoxville, Tennessee 37929.

6.2 The address of the principal place of business of the Company shall be 1620 Westgate Circle, Suite 200, Brentwood, Tennessee 37027-8035 or at such other place within the State of Tennessee as the Board of Directors may determine or at such place as the Board of Directors may determine provided such place complies with applicable law. The Company's home office and administrative office address shall be 2801 Highway 280 South, Birmingham, Alabama 35223 or at such other place either within or without the Company's State of domicile as the Board of Directors may determine. The Company may establish branches and agencies in

any other part of the State of Tennessee, in other states or territories of the United States, or in the District of Columbia.

BOARD OF DIRECTORS

7.1 The business and affairs of the Company shall be managed by the Board of Directors. The number of directors of the Company shall be fixed from time to time in the manner provided in the By-laws, or, in the absence of a by-law fixing or providing a manner of determining the number of directors. The number of directors shall be determined by the shareholders. The Board of Directors shall consist of at least one (1) or more individuals, with the number specified in or fixed in accordance with the By-laws, and no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Any director may be removed in accordance with the provisions of the By-laws and the laws of the State of Tennessee.

7.2 To the fullest extent permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as hereafter amended from time to time, a director of the Company shall not be liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Tennessee Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended from time to time, provided, in no event shall a director be exempt from any obligation imposed by Title 56, Tennessee Code Annotated. Any repeal or modification of this Section 7.2 by the shareholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification or with respect to events occurring prior to such time.

7.3 In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company; subject, nevertheless, to the provisions of the Code of Tennessee, this 2011 Amended and Restated Charter and to any by-laws from time to time adopted; provided, however, that no by-laws so adopted shall invalidate any prior act of the directors which would have been valid if such by-law had not been adopted.

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and the shareholders are hereby adopted:

8.1 The power to alter, amend, or repeal the By-laws or adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-laws, provided, however, that the

Board of Directors may not alter, amend or repeal any by-law establishing what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The By-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Company, the directors and shareholders not inconsistent with this 2011 Amended and Restated Charter.

8.2 The Company reserves the right from time to time to amend, alter or repeal each and every provision contained in this 2011 Amended and Restated Charter, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Tennessee Insurance Law or the Tennessee Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

The foregoing 2011 Amended and Restated Charter supersedes the 2002 Amended and Restated Charter.

IN WITNESS WHEREOF, Protective Life Insurance Company has caused this 2011 Amended and Restated Charter to be executed for it by its President and Chairman of the Board and by its Secretary or Assistant Secretary this 27th day of June, 2011.

PROTECTIVE LIFE INSURANCE COMPANY

BY: /s/ John D. Johns
John D. Johns

ITS: President and Chief Executive Officer

BY: /s/ A. Craig Phillips

ITS: Assistant Secretary

**2011 AMENDED AND RESTATED BY-LAWS
OF
PROTECTIVE LIFE INSURANCE COMPANY**
(herein called the "Company")

ARTICLE I

OFFICES

The principal place of business of the Company shall be in Brentwood, Williamson County, Tennessee, or at any such other place within Tennessee as the Board of Directors may determine or at such place as the Board of Directors may determine provided such place complies with applicable law. Its administrative office and home office shall be located in Birmingham, Jefferson County, Alabama, or at such other offices, either within or without the State of its domicile or such other state, as the Board of Directors or the Executive Committee may designate.

ARTICLE II

SHAREHOLDERS

Section 1. **Meetings.** The annual meeting of the shareholders for the purpose of electing directors and for the transaction of such other business as may come before the meeting shall be held at such date and time during the calendar year as shall be specified by resolution of the Board of Directors. Special meetings of the shareholders may be called for any purposes by the Board of Directors, the Executive Committee or the chief executive officer.

Section 2. **Place of Meeting.** The place of meeting shall be the administrative office of the Company in the State of Alabama unless some other place, either within or without the State of Alabama, is designated by the shareholders or by the Board of Directors.

Section 3. **Notice of Meeting.** Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten, or, in the case it is proposed to increase the stock or bonded indebtedness of the Company, not less than thirty nor more than sixty days before the date of the meeting, either personally or by mail or e-mail, by or at the direction of the Board of Directors, the chief executive officer, or the Secretary to each shareholder of record entitled to vote at such meeting. If sent by e-mail, such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at the address as it appears on the stock transfer books of the Company, with postage thereon prepaid.

Section 4. **Fixing of Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors of the Company may fix in advance a date as the record

date for any such determination of shareholders, such date in any case to be not more than seventy days and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken. If no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

Section 5. **Proxies.** At all meetings of shareholders a shareholder may vote by proxy executed in writing by the shareholder or by his duly authorized attorney in fact. Such proxy shall be filed with the Secretary of the Company before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 6. **Voting of Shares.** Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

Section 7. **Voting of Shares by Certain Holders.** Shares held by another corporation if a majority of the shares entitled to vote for the election of directors of such other corporation is held by the Company shall not be voted at any meeting or counted in determining the total number of outstanding shares at any given time. Treasury shares and shares of stock held by the Company in a fiduciary capacity shall not be voted directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 8. **Informal Action by Shareholders.** Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III

BOARD OF DIRECTORS

Section 1. **General Powers.** The business and affairs of the Company shall be managed by its Board of Directors.

Section 2. **Number, Tenure and Qualifications.** The number of directors of the Company shall be fixed from time to time by resolution of the shareholders; provided that the Board shall consist of a range from one (1) natural person to no more than twenty (20) persons, and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified or until there is a decrease in the number of directors. Directors need not be shareholders or residents of the state of the Company's domicile except as otherwise provided by law or by the shareholders of the Company.

Section 3. **Regular Meetings.** Regular meetings may be held either within or without the state of the Company's domicile, if permitted by law, without notice.

Section 4. **Special Meetings.** Special meetings of the Board of Directors of any committee designated thereby may be called by or at the request of the President, the chief executive officer, or any two directors. A special meeting of the Board of Directors or of any committee designated thereby shall be held at the administrative office of the Company, provided that by resolution, or by waiver signed by all directors, it may be held at any other place, either within or without the state of the Company's domicile.

Section 5. **Notice.** Notice of any special meeting shall be given at least one day previously thereto by written notice giving the date, time and place of the meeting delivered personally or mailed to each director at his business address, or by telegram or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram or e-mail, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company, or when the e-mail is sent. If sent by facsimile transmission, electronic mail or other electronic transmission, such notice shall be deemed to be delivered when sent. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. **Quorum.** A majority of the number of directors fixed in the manner provided by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the directors present may continue to do business taking action by a vote of a majority of a quorum until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum or the refusal of any director present to vote. Notwithstanding the foregoing provisions of this section to the contrary, in the event of an emergency caused by an enemy attack, or a natural or other disaster, or other occurrence that creates an emergency, as declared by the President, the chief executive officer or senior officer on site, at each meeting of the Board during such emergency the presence of one-third of the total number of directors, but in any event not less than two directors, shall constitute a quorum and be sufficient for the transaction of business.

Section 7. **Manner of Acting.** The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 8. **Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected until the next annual meeting of shareholders. Any directorship to be filled by reason of an increase in the number of directors shall

be filled by election at an annual meeting or at a special meeting of shareholders called for that purpose.

Section 9. Committees. The Board of Directors may, by resolution or resolutions adopted by a majority of the full Board of Directors, designate one or more committees, each committee to consist of 1 (one) or more of the directors of the Company, which, to the extent provided in such resolution or resolutions, shall have and may during intervals between the meetings of the Board exercise the powers of the Board of Directors in the management of the business and affairs of the Company and may have power to authorize the seal of the Company to be affixed to all papers which may require it; provided, however, that no such committee shall have the authority of the Board of Directors in reference to: authorize distributions, except according to a formula or method prescribed by the Board of Directors; fill vacancies on the Board of Directors or on any of its committees; adopt, amend or repeal the by-laws of the Company; authorize or approve reacquisition of shares, except according to a formula or method prescribed by the Board of Directors; or authorize or approve the issuance or sale or contract for sale of shares or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board of Director's may authorize a committee (or senior executive officer of the Company) to do so within limits specifically prescribed by the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution or resolutions adopted by the Board of Directors. The designation of any such committee or committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him/her by law.

Section 10. Informal Action. Any action required or permitted under the Tennessee corporate or insurance laws, the Charter or these by-laws to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent setting forth the action so taken is signed by all members of the Board of Directors or of such committee, as the case may be. Such written consent shall be filed with the minutes of proceedings of the Board of Directors or committee.

Section 11. Removal of Directors. At any meeting of shareholders, including a meeting called expressly for that purpose, one or more directors may be removed, with or without cause, by a vote of the holders of a majority of shares then entitled to vote at an election of directors and the shareholders may at such meeting elect a successor director or directors for the unexpired term of the director or directors removed.

ARTICLE IV

OFFICERS

Section 1. Number. The officers of the Company shall be a President and a Secretary and, in the discretion of the Board of Directors which may leave one or more offices vacant from time to time, a Chairman of the Board, one or more Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Second Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers as may be deemed necessary by the Board of Directors. All such officers shall be elected for a term of one year and shall be subject to removal by the Board of Directors at its

pleasure. Such officers shall perform such duties and exercise such powers as are conferred by the Board of Directors or as are conferred herein. The Board of Directors may designate one of such elected officers the chief executive officer of the Company.. The Board of Directors or the chief executive officer, by and with the consent and approval of the Board of Directors or of the Executive Committee, if any, may appoint such other officers and agents as, in its or his discretion, are required for the proper transaction of the Company's business. The same individual may simultaneously hold more than one office in a corporation, except the offices of President and Secretary. The Board of Directors shall be and is hereby authorized to adopt and amend from time to time Bylaws to be effective in the event of an emergency caused by an enemy attack, dealing with or making provisions during such emergency for continuity of management, succession to the authority and duties of officers, vacancies in office, alternative offices or other matters deemed necessary or desirable to enable the Company to carry on its business and affairs.

Section 2. Chairman of the Board. Any director may be designated as Chairman of the Board and shall preside, when present, at all meetings of the shareholders and of the Board of Directors. The Chairman of the Board shall perform such other duties as from time to time may be assigned to him/her by the Board of Directors.

Section 3. President. Subject to the control of the Board of Directors, the President shall have general management and control of the affairs and business of the Company, and shall perform all other duties and exercise all other powers commonly incident to his office, or which are or may at any time be authorized or required by law. He/She shall keep the Board of Directors fully informed concerning the affairs and business of the Company.. The Board of Directors may by resolution designate the officer of the Company who in the event of the death, unavailability or incapacity of the President shall perform the duties of the President until the Board of Directors shall designate another person to perform such duties.

Section 4. Vice Presidents. Each Vice President shall have powers and perform such duties as shall from time to time be assigned to him/her by these by-laws or by the Board of Directors and shall have and may be assigned to him/her by the chief executive officer.

Section 5. Other Authority of Officers. The Chairman of the Board of Directors and the President may sign and execute all authorized bonds, contracts or other obligations in the name of the Company, and with the Secretary or an Assistant Secretary, may sign all certificates of shares of the capital stock of the Company, and do and perform such other acts and things as may from time to time be assigned to each of them by the Board of Directors. The chief executive officer, the President, the Treasurer or such other officers as are authorized by the Board of Directors may enter into contracts in the name of the Company or sell and convey any real estate or securities now or hereafter belonging to the Company and execute any deeds or written instruments of transfer necessary to convey good title thereto and each of the foregoing officers, or the Secretary or the Treasurer of the Company, is authorized and empowered to satisfy and discharge of record any mortgage or deed of trust now or hereafter of record in which the Company is a grantee or of which it is the owner, and any such satisfaction and discharge heretofore or hereafter so entered by any such officer shall be valid and in all respects binding on the Company.

Section 6. Secretary. The Secretary shall attend all meetings of the shareholders, and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like

duties for the Board and its committees as required. He/She shall give or cause to be given, notice of all meetings of the shareholders and of the Board of Directors. He/She shall record all transfers of stock, and cancel and preserve all certificates of stock transferred, and shall keep a record, alphabetically arranged, of all persons who are shareholders of the Company, showing their places of residence and the number of shares of stock held by them respectively. The Secretary shall also be the transfer agent of the Company for the transfer of all certificates of stock ordered by the Board of Directors, and shall affix the seal of the Company to all certificates of stock or other instruments requiring the seal. He/She shall keep such other books and perform such other duties as may be assigned to him/her from time to time. The Board of Directors may designate a bank or trust company as transfer agent of the Company stock, in which case such transfer agent shall perform all duties above set forth relative to transfers of such stock.

Section 7. **Treasurer.** The Treasurer shall have custody of all the funds and securities of the Company, and shall perform such duties as may from time to time be assigned to him/her by the Board of Directors or the chief executive officer.

Section 8. **Assistant Secretaries and Assistant Treasurers.** The Assistant Secretaries may sign with the President certificates for shares of the Company the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall, respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 9. **Election and Term of Office.** The officers of the Company to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

Section 10. **Removal.** The chief executive officer, Chairman of the Board, or President may be removed, with or without cause, at any time by action of the Board of Directors. Any other officer elected by the Board of Directors may be removed, with or without cause, at any time, by action of the Board of Directors or the Executive Committee, if any. Any other officer, agent or employee, including any officer, agent or employee appointed by the Board of Directors, may be removed, with or without cause, at any time by the Board of Directors, the chief executive officer, the Executive Committee, if any, or the superior officer to whom authority to so remove has been delegated by these by-laws or by the chief executive officer.

Section 11. **Vacancies.** A vacancy in any office elected or appointed by the Board of Directors because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. A vacancy in any other office for any reason shall be filled by the Board of Directors, or any committee, or superior officer to whom authority in the premises may have been delegated by these by-laws or by resolution of the Board of Directors.

ARTICLE V

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Company and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Notwithstanding anything herein to the contrary, any loans to directors who are not also employees of the Company or a subsidiary thereof, or the use of the credit of the Company to assist same, shall require authorization in the particular case by shareholders of the Company, and any loans to employees, whether or not directors, of the Company or of any subsidiary shall be made only in compliance with the applicable law of the domiciliary state.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Company shall be signed by such officer or officers, agent or agents of the Company and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 5. Proxies. Unless otherwise provided by resolution of the Board of Directors, the chief executive officer may from time to time appoint an attorney or agent of the Company, in the name and on behalf of the Company, to cast the votes which the Company may be entitled to cast as the holder of stock or other securities in any other corporation any of whose stock or securities may be held by the Company, at meetings of the holders of the stock or other securities of such other corporation, or to consent in writing, in the name and on behalf of the Company as such holder, to any action by such other corporation, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed, in the name and on behalf of the Company and under its corporate seal or otherwise, all such written proxies or other instruments as he/she may deem necessary or proper in the premises.

ARTICLE VI

CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 1. Certificates of Shares. Certificates may be issued for whole or fractional shares. Certificates representing shares of the Company shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed in the manner provided by the Business Corporation Act of the domiciliary state and any act amendatory thereof, supplementary thereto or

substituted therefore. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Company.. All certificates surrendered to the Company for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate a new one may be issued therefore upon such terms and indemnity to the Company as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the Company shall be made only on the stock transfer books of the Company by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Company, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Company shall be deemed by the Company to be the owner thereof for all purposes.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Company shall begin on the first day of January and end on the 31st day of December in each year.

ARTICLE VIII

DIVIDENDS

The Board of Directors may from time to time declare, and the Company may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Charter.

ARTICLE IX

SEAL

The corporate seal shall have inscribed thereon the name of the Company and the words "Corporate Seal," including the name of the state of domicile. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given to any shareholder or director of the Company under the provisions of these by-laws, the Charter, the provisions of the Tennessee Business Corporation Act of the domiciliary state or the domiciliary state Insurance Code and any act amendatory thereof, supplementary thereto or substituted therefore, or the domiciliary state Constitution, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION

In amplification and not in limitation of applicable provisions of the Insurance Code of the state of domicile and the Business Corporation Act of the state of domicile:

(a) The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Company), by reason of the fact that he/she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/him/her in connection with such claim, action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Company to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Company and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been

adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Company has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith, notwithstanding that he/she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Company in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he/she is not entitled to be indemnified by the Company as authorized in this Section.

(f) The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of charter, by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Company shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Company, or is or was serving at the request of the Company as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his status as such, whether or not the Company would have the power to indemnify him/her against such liability under the provisions of this Section.

ARTICLE XII
AMENDMENTS

Section I. Power of Directors to Amend. The Board of Directors shall have power to alter, amend and repeal the by-laws of the Company or adopt new by-laws for the Company at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any by-law which establishes what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

Section 2. Power of Shareholders to Amend. The shareholders may alter, amend, or repeal the by-laws of the Company or adopt new by-laws for the Company at any annual meeting or at a special meeting, and all by-laws made by the directors may be altered or repealed by the shareholders.

The foregoing are hereby certified by the undersigned officer of Protective Life Insurance Company to be a true and accurate copy of the 2011 Amended and Restated By-Laws of Protective Life Insurance Company and to be in full force and effect this date.

Given under my hand and the seal of the Company this 27th day of June, 2011.

/s/ A. Craig Phillips

President / Secretary / Assistant Secretary

[CORPORATE SEAL]

Consolidated Earnings Ratios

The following table sets forth, for the years and periods indicated, Protective Life Insurance Company's (the "Company") ratios of:

- Consolidated earnings to fixed charges.
- Consolidated earnings to fixed charges before interest credited on investment products.

	For The Nine Months Ended September 30,		For The Year Ended December 31,				
	2011	2010	2010	2009	2008 ⁽³⁾	2007	2006
	Ratio of Consolidated Earnings to Fixed Charges ⁽¹⁾	1.5	1.4	1.4	1.4	0.9	1.4
Ratio of Consolidated Earnings (Losses) to Fixed Charges Before Interest Credited on Investment Products ⁽²⁾	6.5	6.4	6.2	11.3	(0.2)	6.9	20.1

⁽¹⁾ The Company calculates the ratio of "Consolidated Earnings to Fixed Charges" by dividing the sum of income (loss) from continuing operations before income tax (BT), interest expense (which includes an estimate of the interest component of operating lease expense) (I) and interest credited on investment products (IP) by the sum of interest expense (I) and interest credited on investment products (IP). The formula for this ratio is: $(BT+I+IP)/(I+IP)$. The Company continues to sell investment products that credit interest to the contract holder. Investment products include products such as guaranteed investment contracts, annuities, and variable universal life interest credited insurance policies. The inclusion of interest credited on investment products results in a negative impact on the ratio of earnings to fixed charges because the effect of increases in interest credited to contract holders more than offsets the effect of the increases in earnings.

⁽²⁾ The Company calculates the ratio of "Consolidated Earnings (Losses) to Fixed Charges Before Interest Credited on Investment Products" by dividing the sum of income (loss) from continuing operations before income tax (BT) and interest expense (I) by interest expense (I). The formula for this calculation, therefore, would be: $(BT+I)/I$.

⁽³⁾ For the year ended December 31, 2008, additional income required to achieve a 1:1 ratio coverage was \$86.4 million.

Computation of Consolidated Earnings Ratios

	For The Nine Months Ended September 30,		For The Year Ended December 31,				
	2011	2010	2010	2009	2008 ⁽¹⁾	2007	2006
(Dollars In Thousands, Except Ratio Data)							
Computation of Ratio of Consolidated Earnings (Losses) to Fixed Charges							
Income (Loss) from Continuing Operations before Income Tax							
	\$ 388,793	\$ 275,847	\$ 387,267	\$ 425,034	\$ (86,373)	\$ 395,956	\$ 419,748
Add Interest Expense ⁽²⁾	70,383	51,110	73,841	41,411	72,154	66,707	22,012
Add Interest Credited on Investment Products	740,328	658,488	972,806	993,245	1,043,676	1,010,944	891,627
Earnings before Interest, Interest Credited on Investment Products and Taxes	<u>\$ 1,199,504</u>	<u>\$ 985,445</u>	<u>\$ 1,433,914</u>	<u>\$ 1,459,690</u>	<u>\$ 1,029,457</u>	<u>\$ 1,473,607</u>	<u>\$ 1,333,387</u>
Earnings before Interest, Interest Credited on Investment Products and Taxes Divided by Interest expense and Interest Credited on Investment Products	1.5	1.4	1.4	1.4	0.9	1.4	1.5
Computation of Ratio of Consolidated Earnings (Losses) to Fixed Charges Before Interest Credited on Investment Products							
Income (Loss) from Continuing Operations before Income Tax							
	\$ 388,793	\$ 275,847	\$ 387,267	\$ 425,034	\$ (86,373)	\$ 395,956	\$ 419,748
Add Interest Expense ⁽²⁾	70,383	51,110	73,841	41,411	72,154	66,707	22,012
Earnings (Losses) before Interest and Taxes	<u>\$ 459,176</u>	<u>\$ 326,957</u>	<u>\$ 461,108</u>	<u>\$ 466,445</u>	<u>\$ (14,219)</u>	<u>\$ 462,663</u>	<u>\$ 441,760</u>
Earnings (Losses) before Interest and Taxes Divided by Interest Expense	6.5	6.4	6.2	11.3	(0.2)	6.9	20.1

⁽¹⁾ For the year ended December 31, 2008, additional income required to achieve a 1:1 ratio coverage was \$86.4 million.

⁽²⁾ Interest expense primarily relates to interest on our non-recourse funding obligations.

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, John D. Johns, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q for the period ended September 30, 2011 of Protective Life Insurance Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

/s/ John D. Johns

Chairman of the Board,
President and Chief Executive Officer

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Richard J. Bielen, certify that:

1. I have reviewed the Quarterly Report on Form 10-Q for the period ended September 30, 2011 of Protective Life Insurance Company;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

/s/ Richard J. Bielen
Vice Chairman and
Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Protective Life Insurance Company (the "Company") on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, John D. Johns, Chairman of the Board, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John D. Johns

Chairman of the Board,
President and Chief Executive Officer

November 14, 2011

This certification accompanies the Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Protective Life Insurance Company (the "Company") on Form 10-Q for the period ended September 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard J. Bielen, Vice Chairman and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard J. Bielen
Vice Chairman and
Chief Financial Officer

November 14, 2011

This certification accompanies the Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.
