

MBIA INC  
Form 10-Q  
November 07, 2012  
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**United States**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form 10-Q**

X **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

or

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from            to

Commission File Number 1-9583

**MBIA INC.**

(Exact name of registrant as specified in its charter)

**Connecticut**  
(State of incorporation)

**06-1185706**  
(I.R.S. Employer

Identification No.)

**113 King Street, Armonk, New York**  
(Address of principal executive offices)

**10504**  
(Zip Code)

**Registrant's telephone number, including area code: (914) 273-4545**

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

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

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

As of November 1, 2012, 193,731,768 shares of Common Stock, par value \$1 per share, were outstanding.

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**Table of Contents****PART 1 FINANCIAL INFORMATION****Item 1. Financial Statements****MBIA INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS (Unaudited)**

(In millions except share and per share amounts)

	September 30, 2012	December 31, 2011
<b>Assets</b>		
Investments:		
Fixed-maturity securities held as available-for-sale, at fair value (amortized cost \$4,412 and \$6,259)	\$ 4,634	\$ 6,177
Fixed-maturity securities at fair value	237	295
Investments pledged as collateral, at fair value (amortized cost \$424 and \$642)	350	543
Short-term investments held as available-for-sale, at fair value (amortized cost \$1,440 and \$1,577)	1,445	1,571
Other investments (includes investments at fair value of \$16 and \$96)	27	107
Total investments	6,693	8,693
Cash and cash equivalents	298	473
Premiums receivable	1,280	1,360
Deferred acquisition costs	317	351
Insurance loss recoverable	3,316	3,046
Property and equipment, at cost (less accumulated depreciation of \$144 and \$139)	69	69
Deferred income taxes, net	1,446	1,745
Other assets	414	243
Assets of consolidated variable interest entities:		
Cash	143	160
Investments held-to-maturity, at amortized cost (fair value \$2,867 and \$3,489)	3,015	3,843
Fixed-maturity securities held as available-for-sale, at fair value (amortized cost \$461 and \$473)	442	432
Fixed-maturity securities at fair value	1,754	2,884
Loans receivable at fair value	1,892	2,046
Loan repurchase commitments	1,051	1,077
Derivative assets	-	450
Other assets	2	1
<b>Total assets</b>	<b>\$ 22,132</b>	<b>\$ 26,873</b>
<b>Liabilities and Equity</b>		
Liabilities:		
Unearned premium revenue	\$ 3,091	\$ 3,515
Loss and loss adjustment expense reserves	945	836
Investment agreements	993	1,578
Medium-term notes (includes financial instruments carried at fair value of \$168 and \$165)	1,606	1,656
Securities sold under agreements to repurchase	-	287
Long-term debt	1,836	1,840
Derivative liabilities	3,332	5,164
Other liabilities	467	391
Liabilities of consolidated variable interest entities:		

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Variable interest entity notes (includes financial instruments carried at fair value of \$3,626 and \$4,754)	7,094	8,697
Long-term debt	-	360
Derivative liabilities	180	825
Other liabilities	1	1
<b>Total liabilities</b>	<b>19,545</b>	<b>25,150</b>
Commitments and contingencies (See Note 13)		
Equity:		
Preferred stock, par value \$1 per share; authorized shares 10,000,000; issued and outstanding none	-	-
Common stock, par value \$1 per share; authorized shares 400,000,000; issued shares 275,455,099 and 274,896,162	275	275
Additional paid-in capital	3,072	3,072
Retained earnings	1,403	805
Accumulated other comprehensive income (loss), net of deferred tax of \$24 and \$105	90	(176)
Treasury stock, at cost 81,729,792 and 81,752,966 shares	(2,275)	(2,276)
Total shareholders' equity of MBIA Inc.	2,565	1,700
Preferred stock of subsidiary and noncontrolling interest	22	23
<b>Total equity</b>	<b>2,587</b>	<b>1,723</b>
<b>Total liabilities and equity</b>	<b>\$ 22,132</b>	<b>\$ 26,873</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****MBIA INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)**

(In millions except share and per share amounts)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
<b>Revenues:</b>				
Premiums earned:				
Scheduled premiums earned	\$ 85	\$ 111	\$ 291	\$ 354
Refunding premiums earned	70	65	173	108
Premiums earned (net of ceded premiums of \$3, \$3, \$12 and \$9)	155	176	464	462
Net investment income	50	92	172	299
Fees and reimbursements	20	16	47	41
Change in fair value of insured derivatives:				
Realized gains (losses) and other settlements on insured derivatives	12	(53)	(420)	(599)
Unrealized gains (losses) on insured derivatives	(33)	776	1,473	(531)
Net change in fair value of insured derivatives	(21)	723	1,053	(1,130)
Net gains (losses) on financial instruments at fair value and foreign exchange	7	13	(18)	(114)
Investment losses related to other-than-temporary impairments:				
Investment losses related to other-than-temporary impairments	(3)	(12)	(58)	(25)
Other-than-temporary impairments recognized in accumulated other comprehensive income (loss)	(5)	1	(47)	(19)
Net investment losses related to other-than-temporary impairments	(8)	(11)	(105)	(44)
Net gains (losses) on extinguishment of debt	-	-	-	26
Other net realized gains (losses)	1	1	7	6
Revenues of consolidated variable interest entities:				
Net investment income	17	17	51	53
Net gains (losses) on financial instruments at fair value and foreign exchange	44	88	(17)	3
Net gains (losses) on extinguishment of debt	16	-	49	-
Other net realized gains (losses)	-	5	-	8
Total revenues	281	1,120	1,703	(390)
<b>Expenses:</b>				
Losses and loss adjustment	171	190	330	204
Amortization of deferred acquisition costs	8	12	36	51
Operating	72	76	307	226
Interest	69	75	214	225
Expenses of consolidated variable interest entities:				
Operating	5	7	14	24
Interest	13	15	43	45
Total expenses	338	375	944	775
Income (loss) before income taxes	(57)	745	759	(1,165)
Provision (benefit) for income taxes	(64)	301	161	(472)

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Net income (loss)	\$	7	\$	444	\$	598	\$	(693)
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**Net income (loss) per common share:**

Basic	\$	0.04	\$	2.27	\$	3.09	\$	(3.50)
Diluted	\$	0.04	\$	2.26	\$	3.07	\$	(3.50)

**Weighted average number of common shares outstanding:**

Basic	193,879,994	195,612,615	193,760,654	198,262,715
Diluted	194,977,642	196,347,502	194,835,537	198,262,715

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****MBIA INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (Unaudited)**

(In millions)

	<b>Three Months Ended September 30,</b>		<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
Net income (loss)	\$ 7	\$ 444	\$ 598	\$ (693)
Other comprehensive income (loss):				
Unrealized gains (losses) on available-for-sale securities:				
Unrealized gains (losses) arising during the period, net of tax of \$17, \$39, \$69 and \$131	55	70	164	285
Less: Reclassification adjustments for (gains) losses included in net income (loss), net of tax of \$3, \$14, \$20 and \$19	(6)	(26)	38	(36)
Unrealized gains (losses) on available-for-sale securities, net	49	44	202	249
Other-than-temporary impairments on available-for-sale securities:				
Other-than-temporary impairments arising during the period, net of tax of \$1, \$2, \$14 and \$10	1	(3)	26	18
Less: Reclassification adjustments for other-than-temporary impairments included in net income (loss), net of tax of \$2, \$3, \$18 and \$10	4	4	34	19
Other-than-temporary impairments on available-for-sale securities, net	5	1	60	37
Unrealized gains (losses) on derivative instruments:				
Unrealized gains (losses) on derivative instruments arising during the period, net of tax of \$1, \$4, \$1 and \$1	2	(7)	2	(3)
Less: Reclassification adjustments for (gains) losses included in net income (loss), net of tax of \$0, \$3, \$9 and \$4	1	6	17	8
Unrealized gains (losses) on derivative instruments, net	3	(1)	19	5
Foreign currency translation, net of tax of \$4, \$3, \$3 and \$0	(3)	3	(15)	(33)
Total other comprehensive income (loss)	54	47	266	258
<b>Comprehensive income (loss)</b>	<b>\$ 61</b>	<b>\$ 491</b>	<b>\$ 864</b>	<b>\$ (435)</b>

The accompanying notes are an integral part of the consolidated financial statements.



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## MBIA INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY (Unaudited)

For The Nine Months Ended September 30, 2012

(In millions except share amounts)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated	Treasury Stock		Total Shareholders Equity of MBIA Inc.	Preferred Stock of Subsidiary and Noncontrolling Interest		Total Equity
	Shares	Amount			Other Comprehensive Income (Loss)	Shares	Amount		Shares	Amount	
<b>Balance, December 31, 2011</b>	<b>274,896,162</b>	<b>\$ 275</b>	<b>\$ 3,072</b>	<b>\$ 805</b>	<b>\$ (176)</b>	<b>(81,752,966)</b>	<b>\$ (2,276)</b>	<b>\$ 1,700</b>	<b>1,315</b>	<b>\$ 23</b>	<b>\$ 1,723</b>
Net income	-	-	-	598	-	-	-	598	-	-	598
Other comprehensive income	-	-	-	-	266	-	-	266	-	-	266
Share-based compensation net of tax of \$6	558,937	-	-	-	-	23,174	1	1	-	-	1
Change in noncontrolling interest in subsidiary	-	-	-	-	-	-	-	-	-	(1)	(1)
<b>Balance, September 30, 2012</b>	<b>275,455,099</b>	<b>\$ 275</b>	<b>\$ 3,072</b>	<b>\$ 1,403</b>	<b>\$ 90</b>	<b>(81,729,792)</b>	<b>\$ (2,275)</b>	<b>\$ 2,565</b>	<b>1,315</b>	<b>\$ 22</b>	<b>\$ 2,587</b>

The accompanying notes are an integral part of the consolidated financial statements.

**Table of Contents****MBIA INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

(In millions)

	<b>Nine Months Ended September 30,</b>	
	<b>2012</b>	<b>2011</b>
<b>Cash flows from operating activities:</b>		
Premiums, fees and reimbursements received	\$ 223	\$ 278
Investment income received	459	499
Insured derivative losses and commutations paid	(463)	(683)
Financial guarantee losses and loss adjustment expenses paid	(620)	(778)
Proceeds from reinsurance and recoveries	131	144
Operating and employee related expenses paid	(300)	(244)
Interest paid	(377)	(470)
Income taxes (paid) received	(8)	54
<b>Net cash provided (used) by operating activities</b>	<b>(955)</b>	<b>(1,200)</b>
<b>Cash flows from investing activities:</b>		
Purchase of fixed-maturity securities	(2,032)	(5,590)
Sale and redemption of fixed-maturity securities	4,283	7,096
Proceeds from paydowns on variable interest entity loans	203	223
Redemptions of held-to-maturity investments	828	153
Sale (purchase) of short-term investments, net	335	968
Sale (purchase) of other investments, net	109	26
Consolidation (deconsolidation) of variable interest entities, net	(51)	(16)
(Payments) proceeds for derivative settlements	(266)	(66)
Collateral (to) from swap counterparty	(298)	-
Capital expenditures	(5)	(3)
<b>Net cash provided (used) by investing activities</b>	<b>3,106</b>	<b>2,791</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of investment agreements	52	89
Payments for drawdowns of investment agreements	(629)	(453)
Issuance of medium-term notes	18	17
Principal paydowns of medium-term notes	(74)	(107)
Principal paydowns of variable interest entity notes	(1,059)	(829)
Payments for securities sold under agreements to repurchase	(287)	(84)
Payments for retirement of debt	(364)	(72)
Purchase of treasury stock	-	(50)
Contribution from noncontrolling interest and redemption of subsidiary preferred stock, net	(1)	9
Restricted stock awards settlements, net	1	(2)
<b>Net cash provided (used) by financing activities</b>	<b>(2,343)</b>	<b>(1,482)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(192)</b>	<b>109</b>
Cash and cash equivalents beginning of period	633	1,130
<b>Cash and cash equivalents end of period</b>	<b>\$ 441</b>	<b>\$ 1,239</b>

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Reconciliation of net income (loss) to net cash provided (used) by operating activities:		
Net income (loss)	\$ 598	\$ (693)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Change in:		
Premiums receivable	98	182
Deferred acquisition costs	35	48
Unearned premium revenue	(443)	(495)
Loss and loss adjustment expense reserves	109	(198)
Insurance loss recoverable	(270)	(239)
Current income taxes	(11)	74
Net investment losses related to other-than-temporary impairments	105	44
Unrealized (gains) losses on insured derivatives	(1,473)	531
Net (gains) losses on financial instruments at fair value and foreign exchange	35	111
Deferred income tax provision (benefit)	163	(497)
(Gains) losses on extinguishment of debt	(49)	(26)
Other operating	148	(42)
Total adjustments to net income (loss)	(1,553)	(507)
Net cash provided (used) by operating activities	\$ (955)	\$ (1,200)

The accompanying notes are an integral part of the consolidated financial statements.

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### **MBIA Inc. and Subsidiaries**

#### **Notes to Consolidated Financial Statements (Unaudited)**

##### **Note 1: Business Developments, Risks and Uncertainties, and Liquidity**

###### ***Summary***

MBIA Inc., together with its consolidated subsidiaries, (collectively, MBIA or the Company) operates one of the largest financial guarantee insurance businesses in the industry and is a provider of asset management advisory services. These activities are managed through three business segments: United States ( U.S. ) public finance insurance, structured finance and international insurance, and advisory services. The Company's U.S. public finance insurance business is primarily operated through National Public Finance Guarantee Corporation and its subsidiaries ( National ), its structured finance and international insurance business is primarily operated through MBIA Insurance Corporation and its subsidiaries ( MBIA Corp. ), and its asset management advisory services business is primarily operated through Cutwater Holdings, LLC and its subsidiaries ( Cutwater ). The holding company, MBIA Inc., and certain of its subsidiaries also manage certain other business activities, the results of which are reported in its corporate, asset/liability products, and conduit segments. The corporate segment includes revenues and expenses that arise from general corporate activities. While the asset/liability products and conduit businesses represent separate business segments, they may be referred to collectively as wind-down operations as the funding programs managed through those businesses are in wind-down. Refer to Note 11: Business Segments for further information about the Company's reporting segments.

###### ***Business Developments***

As a result of insured losses and realized investment losses during the period from 2007 through September 30, 2012, the Company has seen ratings downgrades, a near cessation of new insurance business written by the Company, and increasing liquidity pressure. The Company has been unable to write meaningful amounts of new insurance business since 2008 and does not expect to write significant new insurance business prior to an upgrade of the credit ratings of its insurance subsidiaries. As of September 30, 2012, National was rated BBB with a developing outlook by Standard & Poor's Financial Services LLC ( S&P ) and Baa2 with a negative outlook by Moody's Investors Service, Inc. ( Moody's ). As of September 30, 2012, MBIA Insurance Corporation was rated B with a negative outlook by S&P and B3 with a review for a possible downgrade by Moody's.

As of September 30, 2012, the liquidity position of MBIA Inc., which consists of the liquidity positions of its corporate and asset/liability products activities, was \$432 million and comprised cash and liquid assets of \$335 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$97 million not pledged directly as collateral for its asset/liability products activities. As of December 31, 2011, MBIA Inc. had \$386 million of cash and liquid assets comprising \$226 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$160 million not pledged directly as collateral for its asset/liability products activities. The Company believes this liquidity position provides MBIA Inc. with sufficient funds to cover expected obligations at least through the next twelve months.

During the nine months ended September 30, 2012, MBIA Corp. continued to seek to reduce both the absolute amount and the volatility of its obligations and potential future claim payments through the execution of commutations of insurance policies. The combination of payments to reduce liabilities, claims payments and the failure of certain mortgage originators to honor contractual obligations to repurchase ineligible mortgage loans from securitizations the Company insured has increased liquidity pressure on MBIA Corp. As of September 30, 2012 and December 31, 2011, MBIA Corp.'s cash and liquid assets were \$386 million and \$534 million, respectively. During the nine months ended September 30, 2012, MBIA Corp. made \$1.0 billion in gross claim payments, and commuted \$13.0 billion of gross insured exposure, primarily comprising structured commercial mortgage-backed securities ( CMBS ) pools, commercial real estate ( CRE ) collateralized debt obligations ( CDOs ), investment grade corporate CDOs, asset-backed securities ( ABS ) CDOs, and subprime residential mortgage-backed securities ( RMBS ) transactions, of which \$12.8 billion was previously disclosed in earlier MBIA Inc.'s Securities and Exchange Commission ( SEC ) filings. Claims payments primarily resulted from the failure of certain mortgage-backed securities ( MBS ) sponsors to honor contractual obligations to repurchase ineligible mortgage loans. The Company's ability to commute insured transactions may be limited by available liquidity as determined based on management's assessment. The Company currently evaluates different methodologies to mitigate liquidity stress, including intercompany lending arrangements and the monetization of illiquid assets.

The reference herein to ineligible mortgage loans refers to those mortgage loans that the Company believes failed to comply with the representations and warranties made by the sellers/servicers of the securitizations to which those mortgage loans were sold (including mortgage loans that failed to comply with the related underwriting criteria), based on the Company's assessment of such mortgage loans' compliance with such representations and warranties, which included information provided by third-party review firms. The Company's assessment of the

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ineligibility of individual mortgage loans could be challenged by the sellers/servicers of the securitizations in litigation and there is no assurance that the Company's determinations will prevail.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)***Risks and Uncertainties*

The Company's financial statements include estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. The outcome of certain significant risks and uncertainties could cause the Company to revise its estimates and assumptions or could cause actual results to differ from the Company's estimates. While the Company believes it continues to have sufficient capital and liquidity to meet all of its expected obligations, if one or more possible adverse outcomes were to be realized, its statutory capital, financial position, results of operations and cash flows could be materially and adversely affected.

Significant risks and uncertainties that could affect amounts reported in the Company's financial statements in future periods include, but are not limited to, the following:

MBIA Corp.'s efforts to recover losses from the second-lien securitization originators could be delayed, settled at amounts below its contractual claims or potentially settled at amounts below those recorded on its balance sheets prepared under accounting principles generally accepted in the United States of America (GAAP) and statutory accounting principles (U.S. STAT). As of September 30, 2012 and December 31, 2011, the Company's estimated recoveries after income taxes calculated at the federal statutory rate of 35%, were \$2.1 billion and \$2.0 billion, respectively, which was 82% and 119% of the consolidated total shareholders' equity of MBIA, excluding preferred stock of subsidiaries and noncontrolling interests. As of September 30, 2012 and December 31, 2011, the related measures calculated under U.S. STAT were 144% and 89%, respectively, of the statutory capital of MBIA Corp. On May 14, 2012, Residential Capital, LLC (ResCap), and its wholly-owned subsidiary companies, Residential Funding Company, LLC (RFC) and GMAC Mortgage LLC (GMAC) each filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. MBIA has recorded put-back claims associated with RFC and GMAC. Accordingly, MBIA's put-back claims are now subject to the ResCap bankruptcy proceeding. Refer to Note 5: Loss and Loss Adjustment Expense Reserves for information about the Company's second-lien RMBS loss recoveries.

MBIA Inc. may not have sufficient liquidity to make all payments due on its liabilities and to meet other financial requirements, such as posting collateral, primarily as a result of a deficit of invested assets to debt issued to third parties and affiliates and the lack of dividends from its principal operating subsidiaries. During the nine months ended September 30, 2012, MBIA Inc.'s deficit increased as it realized losses from the sale and impairment of invested assets. In addition, it does not expect to receive dividends from its regulated insurance subsidiaries in the near term. If MBIA Inc. were required to continue to sell invested assets at their current market values in order to settle liabilities or to meet minimum required collateral amounts against liabilities, the deficit would increase further. In order to meet liquidity requirements, MBIA Inc. may also finance unencumbered assets through intercompany or third-party facilities, or use free cash or other assets, in some cases with New York State Department of Financial Services (NYSDFS) approval, although there can be no assurance that these strategies will be available or adequate. A failure by MBIA Inc. to settle liabilities that are also insured by MBIA Corp. could result in claims on MBIA Corp. The Company's ability to resolve the deficit will depend on its ability to receive distributions from its operating subsidiaries and/or raise third-party capital, and there can be no assurance that the Company will be successful in eliminating the deficit through these means, or that they will provide adequate liquidity. Refer to the following Liquidity section for additional information about MBIA Inc.'s liquidity position.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

While MBIA Corp. has commuted most of its higher risk CMBS pool exposures, a single counterparty Bank of America and its subsidiary Merrill Lynch holds a significant amount of MBIA Corp.'s remaining CMBS pool exposures, including a substantial majority of MBIA Corp.'s CMBS pools originally insured in 2006 and 2007 primarily referencing BBB and lower rated collateral. MBIA Corp. has also recorded its largest put-back asset against Bank of America and certain of its subsidiaries, including Countrywide Home Loans, Inc. (Countrywide). While MBIA Corp. has estimated credit impairments or recorded loss reserves for the CMBS exposures, no material claims have been made to date. Bank of America/Merrill Lynch is also one of the two remaining plaintiffs in the litigation challenging the establishment of National (Transformation Litigation) (for a discussion of the Transformation Litigation, see Note 13: Commitments and Contingencies). As a result, the amount MBIA Corp. may ultimately collect from Bank of America/Countrywide on their put-back obligations in any litigation settlement could be impacted by potential commutation payments on these CMBS exposures and developments in the Transformation Litigation. Likewise, MBIA Corp.'s ability to commute these CMBS exposures may be impacted by developments in the put-back litigation with these entities and the Transformation Litigation. There can be no assurance that any such settlement or commutation will occur or that any such settlement or commutation, if it occurred, would be consummated within the estimates of expected recoveries or loss payments associated with these exposures that are recorded in the Company's consolidated financial statements. In addition, due to the deterioration in MBIA Corp.'s CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, there is an increased likelihood that MBIA Corp. will experience claims on those exposures, which could be substantial. Depending on the amount of such claims and the amounts of claims on other policies issued by MBIA Corp., MBIA Corp. may not have sufficient liquid assets to pay such claims in the absence of a settlement with Bank of America/Merrill Lynch and the commutation of the CMBS exposures held by Bank of America/Merrill Lynch or in the absence of the collection of other substantial put-back recoverables.

If commercial real estate servicer behavior does not continue to mitigate potential or actual credit losses in line with current trends, MBIA Corp. could incur substantial losses in that sector, primarily on the Bank of America/Merrill Lynch CMBS exposures described above. As of September 30, 2012, MBIA Corp. had CMBS pool and CRE CDO insured par exposure of approximately \$15.7 billion and \$2.2 billion, respectively, excluding approximately \$2.8 billion of CRE loan pools, primarily comprising European assets. Since the end of 2007 through September 30, 2012, MBIA Corp.'s CMBS pool and CRE CDO gross par exposure has decreased by approximately \$36.1 billion, of which \$33.1 billion resulted from negotiated commutations and early settlements. Refer to Note 5: Loss and Loss Adjustment Expense Reserves for information about the Company's estimate of CMBS credit impairments.

Incurred losses from insured RMBS have declined from their peaks. However, due to the large percentage of ineligible mortgage loans included within MBIA Corp.'s insured second-lien portfolio, performance remains difficult to predict and losses could ultimately be in excess of MBIA Corp.'s current estimated loss reserves. Refer to Note 5: Loss and Loss Adjustment Expense Reserves for information about MBIA Corp.'s RMBS loss reserves.

While MBIA Corp. has settled a substantial portion of its insured ABS CDO exposure at levels, on average, within MBIA Corp.'s previously established statutory loss reserves related to those exposures, further economic stress might cause increases in MBIA Corp.'s loss estimates on its remaining exposure. As of September 30, 2012, MBIA Corp.'s ABS CDO gross par outstanding was approximately \$4.4 billion, and had decreased approximately \$32.9 billion since 2007.

In recent years, key components of the Company's strategy have included commuting volatile insured exposures, purchasing instruments issued or guaranteed by the Company in order to reduce future expected economic losses and managing the liquidity requirements and risk in MBIA Inc. In order to implement this strategy, the Company put in place intercompany agreements that allocate liquidity resources among its entities in order to fund commutations and provide liquidity, where needed. The intercompany

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agreements with the Company's insurance subsidiaries have required the approval of the NYSDFS. The Company's ability to continue to draw on intercompany financing, provide other intercompany liquidity and capital support, obtain permission for contingency reserve releases, and the ability of its insurance subsidiaries to pay dividends to MBIA Inc. will in most cases require further approvals from the NYSDFS, and there can be no assurance that the Company will be able to obtain such approvals. In addition, in connection with providing such approvals, the NYSDFS may require the Company or its insurance subsidiaries to agree to take, or refrain from taking, certain actions.

The Company's recent financial results have been volatile, which has impacted management's ability to accurately project future taxable income. Insurance losses incurred beyond those currently projected may cause the Company to record additional allowances against a portion or all of its deferred tax assets. Refer to Note 10: Income Taxes for information about the Company's deferred tax assets.

Litigation over the NYSDFS approval of National's creation or additional hurdles to achieving high stable ratings may impede National's ability to resume writing municipal bond insurance for some time, reducing its long-term ability to generate capital and cash from operations.



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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

Municipal and state fiscal distress in the U.S. could adversely affect the Company's operations if it results in larger-than-expected incurred insurance losses. Additionally, the sovereign debt crisis in the Eurozone could have an adverse impact on insured European exposures and/or cause a global slowdown in growth, thereby adversely affecting U.S. insured exposures.

In the event the economy and the markets to which MBIA is exposed do not improve, or decline, the unrealized losses on insured credit derivatives could increase, causing additional stress in the Company's reported financial results. In addition, volatility in the relationship between MBIA's credit spreads and those on underlying collateral assets of insured credit derivatives can create significant unrealized gains and losses in the Company's reported results of operations. Refer to Note 6: Fair Value of Financial Instruments for information about the Company's valuation of insured credit derivatives.

As of September 30, 2012, the Company had \$2.6 billion of shareholders' equity and MBIA Insurance Corporation and National had \$1.5 billion and \$3.1 billion, respectively, of statutory capital. Statutory capital, defined as policyholders' surplus and contingency reserves, is a key measure of an insurance company's financial condition under insurance laws and regulations. Failure to maintain adequate levels of statutory surplus and total statutory capital could lead to intervention by the Company's insurance regulators in its operations and constitute an event of default under certain of the Company's contracts, thereby materially and adversely affecting the Company's financial condition and results of operations. Pursuant to approval granted by the NYSDFS in accordance with New York Insurance Law (NYIL), as of September 30, 2012, MBIA Insurance Corporation released to surplus an aggregate of \$196 million of excessive contingency reserves. As of September 30, 2012, MBIA Insurance Corporation had a deficit of \$97 million of qualifying assets required to support its contingency reserves. The deficit was caused by MBIA Insurance Corporation's sale of liquid assets in order to make claim payments and the failure of certain mortgage originators, particularly Bank of America, to honor their contractual obligations to repurchase ineligible mortgage loans from securitizations the Company insured. The deficit is expected to grow as additional commutation and claim payments are made in the future. The Company has reported the deficit to the NYSDFS. MBIA Insurance Corporation has requested approval from the NYSDFS to release \$97 million of contingency reserves as of September 30, 2012, but to date has not received approval. For risks associated with MBIA Insurance Corporation's failure to meet its contingency reserve requirement, see Item 1A. Risk Factors Liquidity and Market Related Risk Factors. If the Company's insurance subsidiaries fail to meet regulatory capital requirements they may become subject to regulatory action in the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

As of September 30, 2012, MBIA Insurance Corporation exceeded its aggregate risk limits under the NYIL by \$47 million. MBIA Insurance Corporation will notify the NYSDFS of the overage and will submit a plan to achieve compliance with the limits in accordance with the NYIL. If MBIA Insurance Corporation is not in compliance with its aggregate risk limits, the NYSDFS may prevent MBIA Insurance Corporation from transacting any new financial guarantee insurance business until it no longer exceeds the limitations.

***Liquidity***

As a financial services company, MBIA has been materially adversely affected by conditions in global financial markets. Current conditions and events in these markets, in addition to the failure by the originators of RMBS to repurchase the ineligible mortgage loans in securitizations that the Company has insured, have put substantial stress on the Company's liquidity resources.

The Company has utilized a liquidity risk management framework, the primary objectives of which are to monitor liquidity positions and projections in its legal entities and guide the matching of liquidity resources to needs. The Company monitors its cash and liquid asset resources using stress-scenario testing. Members of MBIA's senior management meet regularly to review liquidity metrics, discuss contingency plans and establish target liquidity cushions on an enterprise-wide basis. As part of the Company's liquidity risk management framework, the Company evaluates and manages liquidity on a legal-entity basis to take into account the legal, regulatory and other limitations on available liquidity resources within the enterprise.



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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

The majority of the Company's liquidity management efforts focus on:

The liquidity resources of MBIA Inc., which are subject to: uncertainty in the timing and amount of cash inflows from dividends paid by National and MBIA Corp.; the necessity of having to support the liquidity needs of the asset/liability products business; and potential cross-defaults of holding company debt with other obligations in the consolidated group. The asset/liability products business of MBIA Inc. is subject to ongoing negative cash flow and has a deficit of invested assets to liabilities. In addition, the liquidity resources of MBIA Inc. are subject to collateralization requirements in connection with the liabilities it has issued to third parties and affiliates and in connection with third-party derivative contracts.

The liquidity resources of MBIA Corp. which are subject to: an increased likelihood that MBIA Corp. will experience claims on its CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, due to the deterioration in such exposures; delays in the collection of recoveries related to ineligible mortgage loans in certain insured RMBS transactions; payments to counterparties in consideration for the commutation of insured transactions; and payments on insured exposures that in some cases may be large bullet payments. MBIA Corp. is currently subject to negative cash flow as a result of these payments and delays in collecting recoveries.

In order to address these liquidity risks and efficiently manage liquidity across the entire enterprise, certain of the Company's subsidiaries which are less liquidity constrained have entered into intercompany agreements that provide resources to subsidiaries that are more liquidity constrained. These resources include intercompany agreements described further below between the Company's primary insurance subsidiaries and between these insurance subsidiaries and the asset/liability products business (through MBIA Inc.), which in each case were approved by the NYSDFS and are subject to ongoing monitoring by the NYSDFS. The Company monitors the liquidity resources of National, for which the Company has not observed material liquidity risk to date, in order to ensure it maintains sufficient liquidity to pay claims and satisfy its other obligations. National's liquidity resources are subject to unexpected loss payments on its insured transactions, negative cash flow, and liquidity support arrangements with its affiliates.

***Key Intercompany Lending Agreements*****National Secured Loan**

National provided a \$1.1 billion secured loan to MBIA Insurance Corporation ( National Secured Loan ) in order to enable MBIA Insurance Corporation to fund settlements and commutations of its insurance policies. This loan was approved by the NYSDFS as well as by the boards of directors of MBIA Inc., MBIA Insurance Corporation and National. The National Secured Loan has a fixed annual interest rate of 7% and a maturity date of December 2016. MBIA Insurance Corporation has the option to defer payments of interest when due by capitalizing interest amounts to the loan balance, subject to the collateral value exceeding certain thresholds. MBIA Insurance Corporation has elected to defer the interest payments due under the loan. MBIA Insurance Corporation's obligation to repay the loan is secured by a pledge of collateral having an estimated value in excess of the notional amount of the loan as of September 30, 2012, which collateral comprised the following future receivables of MBIA Corp.: (i) its right to receive put-back recoveries related to ineligible mortgage loans included in its insured second-lien RMBS transactions; (ii) future recoveries on defaulted insured second-lien RMBS transactions resulting from expected excess spread generated by performing loans in such transactions; and (iii) future installment premiums. During the nine months ended September 30, 2012, MBIA Insurance Corporation borrowed an additional \$443 million under the National Secured Loan with the approval of the NYSDFS at the same terms as the original loan to fund additional commutations of its insurance policies. As of September 30, 2012, the outstanding principal amount under this loan was \$1.6 billion. MBIA Insurance Corporation may seek to borrow additional amounts under the loan in the future. Any such increase or other amendment to the terms of the loan would be subject to regulatory approval by the NYSDFS.

Asset Swap

National maintained simultaneous repurchase and reverse repurchase agreements ( Asset Swap ) with MBIA Inc. for up to \$2.0 billion based on the fair value of securities borrowed. The Asset Swap provides MBIA Inc. with eligible assets to pledge under investment agreements and derivative contracts in the asset/liability products business. As of September 30, 2012, the notional amount utilized under each of these agreements was \$522 million and the fair value of collateral pledged by National and MBIA Inc. under these agreements was \$535 million and \$558 million, respectively. The net average interest rate on these transactions was 0.56% and 0.34% for the nine months ended September 30, 2012 and 2011, respectively. The NYSDFS approved the Asset Swap in connection with the re-domestication of National to New York. National has committed to the NYSDFS to use commercially reasonable efforts to reduce the amount of the Asset Swap over time.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)****MBIA Corp. Secured Loan**

MBIA Corp., as lender, maintained a master repurchase agreement with MBIA Inc. ( MBIA Corp. Secured Loan ) for the benefit of MBIA Inc.'s asset/liability products business, which totaled \$2.0 billion at inception and was scheduled to mature in May 2012, as amended. This loan was repaid in May 2012 and there have been no further draws. During 2012, the average interest rate on the MBIA Corp. Secured Loan was 2.51% through the repayment in May 2012. Also in May 2012, the NYSDFS approved the maturity extension of the MBIA Corp. Secured Loan to May 2013 with a maximum outstanding amount of \$450 million, subject to MBIA Corp. obtaining prior regulatory approval from the NYSDFS for any draws under the facility.

**Conduit Repurchase Agreement**

MBIA Inc. maintained a repurchase agreement with Meridian Funding Company, LLC ( Conduit Repurchase Agreement ), with a maximum funded amount of \$1.0 billion, subject to a pledge of collateral. The Conduit Repurchase Agreement had an average interest rate during the nine months ended September 30, 2012 of 2.48%. As of September 30, 2012, the amount drawn by MBIA Inc. under this agreement and the fair value of the collateral pledged by MBIA Inc. was \$51 million and \$63 million, respectively.

**MBIA Inc. Liquidity**

MBIA Inc.'s liquidity resources support the Company's corporate and asset/liability products segments. The activities of MBIA Inc. consist of holding and managing investments, servicing outstanding corporate debt instruments, investment agreements and medium-term notes ( MTNs ) issued by the asset/liability products and conduit segments, posting collateral under financing and hedging arrangements and investment agreements, making payments and collateral postings related to interest rate and foreign exchange swaps, and paying operating expenses. The primary sources of cash within MBIA Inc. used to meet its liquidity needs include available cash and liquid assets not subject to collateral posting requirements, scheduled principal and interest on assets held in its investment portfolio, dividends from subsidiaries, payments under tax sharing agreements with these subsidiaries (once the payments become unrestricted) and the ability to issue debt and equity. There can be no assurance as to the amount and timing of any such dividends or payments under the tax sharing agreements. MBIA Inc.'s corporate debt, investment agreements, MTNs, and derivatives may be accelerated by the holders of such instruments upon the occurrence of certain events, such as a breach of covenant or representation, a bankruptcy of MBIA Inc. or the filing of an insolvency proceeding with respect to MBIA Corp. MBIA Inc.'s obligations under its loans from MBIA Global Funding, LLC ( GFL ) may be accelerated only upon the occurrence of a bankruptcy or liquidation of MBIA Inc. Refer to Note 11: Business Segments for a description of the GFL loans. In the event of any acceleration of the Company's obligations, including under its corporate debt, investment agreements, MTNs, or derivatives, the Company likely would not have sufficient liquid resources to pay amounts due with respect to its corporate debt and other obligations.

During the nine months ended September 30, 2012, pursuant to the tax sharing agreement, National settled with MBIA Inc. its taxes related to the 2010 and 2011 tax years of \$1 million and \$11 million, respectively. In addition, National paid to MBIA Inc. estimated 2012 taxes of \$95 million. Consistent with the tax sharing agreement, these amounts were placed in an escrow account until the expiration of National's two-year net operating loss ( NOL ) carry-back period under U.S. tax rules. At the expiration of National's carry-back period, any funds remaining after any reimbursement to National in respect of any NOL carry-backs would be available for general corporate purposes, including to satisfy any other obligations under the tax sharing agreement. As of September 30, 2012, \$365 million remained in escrow for the 2010 through 2012 tax years.

MBIA Inc. is subject to material liquidity risks and uncertainties. To mitigate these risks, the Company seeks to maintain cash and liquidity resources that are expected to be sufficient to make all payments due on its obligations and to meet other financial requirements, such as posting collateral, at least through the next twelve months.

Liquidity risk within MBIA Inc. is primarily a result of the following factors:

MBIA Inc. s asset/liability products segment had a deficit of invested assets to liabilities issued to third parties and affiliates of \$980 million as of September 30, 2012, which increased from \$591 million as of December 31, 2011. This deficit is a result of selling investments and terminating interest rate swaps at losses, and may further increase as a result of selling investments and terminating interest rates swaps at losses in the future. In addition, this deficit is expected to increase as a result of ongoing expected operating losses. This deficit will need to be reversed prior to the maturity of the liabilities in order to ensure that there are sufficient funds available to fully retire the liabilities. The Company expects that MBIA Inc. will be able to eliminate the deficit prior to the maturity of the related liabilities from distributions from its operating subsidiaries and by raising third-party capital, although there can be no assurance that MBIA Inc. will be able to eliminate the deficit through such means.

Uncertainty of the timing and amount of cash inflows from dividends paid by MBIA s principal operating subsidiaries.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

Currently, the majority of the cash and securities of MBIA Inc. is pledged against investment agreement liabilities, intercompany financing arrangements and derivatives, which limit its ability to raise liquidity through asset sales. In addition, if the market value or rating eligibility of the assets which are pledged against these obligations were to decline, the Company would be required to pledge additional eligible assets in order to meet minimum required collateral amounts against these liabilities. In such event, the Company may sell additional assets, potentially with substantial losses, finance unencumbered assets through intercompany facilities, or use free cash or other assets, in some cases with NYSDFS approval, although there can be no assurance that these strategies will be available or adequate to meet liquidity requirements.

Because the majority of MBIA Inc.'s assets is pledged against the obligations described above, the widening of credit spreads would have an adverse impact on the market value of these assets and increase collateralization requirements for the portfolio. The following table presents the estimated pre-tax change in fair value of the asset/liability products business assets as of September 30, 2012 from instantaneous shifts in credit spread curves. This table assumes that all credit spreads move by the same amount; however, it is more likely that the actual changes in credit spreads will vary by investment sector and individual security. The table presents hypothetical increases and decreases in credit spreads of 50 and 200 basis points. Because downward movements of these amounts in some cases would result in negative spreads, a floor was assumed for minimum spreads.

In millions	Change in Credit Spreads (Asset/Liability Products Business)			
	200 Basis Point	50 Basis Point	50 Basis Point	200 Basis Point
	Decrease	Decrease	Increase	Increase
Estimated change in fair value	\$ 149	\$ 41	\$ (37)	\$ (130)

During the nine months ended September 30, 2012, MBIA Inc. maintained three intercompany financing facilities to provide it with additional resources to meet its liquidity requirements within the asset/liability products business: the Asset Swap, the MBIA Corp. Secured Loan and the Conduit Repurchase Agreement. Refer to the preceding Key Intercompany Lending Agreements section for a description of these facilities.

Stressed credit market conditions could cause MBIA Inc. to have insufficient resources to cover collateral and/or other liquidity requirements. Management has identified certain actions to mitigate this risk. These contingent actions include: (1) additional sales of other invested assets exposed to credit spread stress risk, which may occur at losses and increase the deficit of invested assets to liabilities; (2) termination and settlement of interest rate swap agreements; and (3) other available advances from subsidiaries. These actions, if taken, are expected to result in either additional liquidity or reduced exposure to adverse credit spread movements. There can be no assurance that these actions will be sufficient to fully mitigate this risk. In the event that the Company cannot implement the contingent actions identified above to raise liquidity, or eliminate the deficit, it may have insufficient assets to make all payments on its obligations as they come due, which could result in a default by MBIA Inc. on its obligations and the potential for MBIA Corp., as guarantor of the investment agreements and GFL MTNs, to be called upon to satisfy obligations on those instruments as they come due.

As of September 30, 2012, the liquidity position of MBIA Inc., which consists of the liquidity positions of its corporate and asset/liability products activities, was \$432 million and comprised cash and liquid assets of \$335 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$97 million not pledged directly as collateral for its asset/liability products activities. As of December 31, 2011, MBIA Inc. had \$386 million of cash and liquid assets comprising \$226 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$160 million not pledged directly as collateral for its asset/liability products activities. This liquidity position provides MBIA Inc. with sufficient funds to cover expected obligations at least through the next twelve months.

**MBIA Corp. Liquidity**

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Liquidity available in the structured finance and international insurance segment is affected by the Company's ability to collect on receivables associated with loss payments, the payment of claims on insured exposures, payments made to commute insured exposures, the repayment of the National Secured Loan, a reduction in investment income, any unanticipated expenses, or the impairment or a significant decline in the fair value of invested assets. The Company may also experience liquidity constraints as a result of NYIL requirements that the Company maintain specified, high quality assets to back the Company's reserves and surplus.



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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

The Company's current liquidity position of MBIA Corp. is adequate to make expected future claims payments and it expects to settle its insured CMBS exposures with no cash payments. However, the liquidity position of MBIA Corp. has been stressed due to the failure of the sellers/servicers of RMBS transactions insured by MBIA Corp. to repurchase ineligible mortgage loans in certain insured transactions and payments to counterparties in consideration for the commutation of insured transactions, which have resulted in a substantial reduction of exposure and potential loss volatility. While MBIA Corp. has made and may in the future make payments to counterparties in consideration for the commutation of insured transactions, MBIA Corp.'s ability to commute insured transactions will depend on management's assessment of available liquidity. In addition, due to the deterioration in MBIA Corp.'s CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, there is an increased likelihood that MBIA Corp. will experience claims on those exposures, which claims could be substantial. Depending on the amount of such claims and the amounts of claims on other policies issued by MBIA Corp., MBIA Corp. may not have sufficient liquid assets to pay such claims in the absence of a settlement with Bank of America/Merrill Lynch and the commutation of the CMBS exposures held by Bank of America/Merrill Lynch or in the absence of the collection of other substantial put-back recoverables.

Payment requirements for the structured finance and international financial guarantee contracts fall into three categories: (i) timely interest and ultimate principal; (ii) ultimate principal only at final maturity; and (iii) payments upon settlement of individual collateral losses as they occur after any deductible or subordination has been exhausted, which payments are unscheduled and therefore more difficult to predict, and which category applies to most of the transactions on which the Company has recorded loss reserves. Insured transactions that require payment in full of the principal insured at maturity could present liquidity risks for MBIA Corp. since payment of the principal is due at maturity but any salvage could be recovered over time after payment of the principal amount. MBIA Corp. is generally required to satisfy claims within one to three business days, and as a result seeks to identify potential claims in advance through the Company's monitoring process. While MBIA Corp.'s financial guarantee policies generally cannot be accelerated, thereby mitigating liquidity risk, the insurance of credit default swap (CDS) contracts may, in certain events, including the insolvency or payment default of the insurer or the issuer of the CDS, be subject to termination by the counterparty, triggering a claim for the fair value of the contract. In order to monitor liquidity risk and maintain appropriate liquidity resources, the Company uses the same methodology as it uses to monitor credit quality and losses within its insured portfolio, including stress scenarios. Refer to Note 5: Loss and Loss Adjustment Expense Reserves for a discussion of the Company's loss and loss adjustment expense (LAE) process.

The Company's structured finance and international insurance segment also requires cash for the payment of operating expenses, as well as principal and interest related to its surplus notes. Pursuant to Section 1307 of the NYIL and the Fiscal Agency Agreement governing MBIA Corp.'s surplus notes, any payment on the notes may be made only with the prior approval of the Superintendent of the NYSDFS whenever, in his judgment, the financial condition of [MBIA Corp.] warrants and payment may be made only out of MBIA Corp.'s free and divisible surplus. If these conditions are not met, MBIA Corp. would not be obligated to make any applicable interest payment and no default or event of default would occur under the Fiscal Agency Agreement or any of the Company's other agreements. While the NYSDFS has approved the note interest payments in the past, its approval of the most recent note interest payment on July 16, 2012 was not received until after the date on which the Fiscal Agency Agreement required MBIA Corp. to notify the registered holders of the notes and the Fiscal Agent of the failure to obtain such approval, as the Company disclosed on a Form 8-K filed on July 10, 2012. There can be no assurance that the NYSDFS will approve the next scheduled note interest payment on January 15, 2013 or any subsequent payments, or that it will approve any payment by the scheduled interest payment date or by the date on which the notice is required to be delivered to the registered holders and the Fiscal Agent, nor can there be any assurance that the NYSDFS will approve any optional redemption payment that MBIA Corp. may seek to make on or after January 15, 2013.

Since the fourth quarter of 2007 through September 30, 2012, MBIA Corp. has made \$11.6 billion of cash payments, before reinsurance and collections and excluding LAE (including payments made to debt holders of consolidated variable interest entities (VIEs)), associated with second-lien RMBS securitizations and with commutations and claim payments relating to CDS contracts. These cash payments include loss payments of \$893 million made on behalf of MBIA Corp.'s consolidated VIEs. Of the \$11.6 billion, MBIA Corp. has paid \$6.6 billion of gross claims (before reinsurance and collections and excluding LAE) on policies insuring second-lien RMBS securitizations, driven primarily by an extensive number of ineligible mortgage loans being placed in the securitizations in breach of the representations and warranties of the sellers/servicers. In addition, MBIA Corp. has paid \$5.0 billion of gross settlement and claim payments (before reinsurance and collections and excluding LAE) on insured credit derivatives. Also, since the fourth quarter of 2007 through September 30, 2012, MBIA Corp. has collected

\$185 million on excess spread before reinsurance.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

MBIA Corp. is seeking to enforce its rights to have mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from securitizations and has recorded a total of \$3.2 billion of related expected recoveries on its consolidated balance sheets as of September 30, 2012, including expected recoveries recorded in the Company's consolidated VIEs. These put-back claims have been disputed by the loan sellers/servicers and are the subject of certain litigations discussed more fully in Note 13: Commitments and Contingencies. On May 14, 2012, ResCap and its wholly-owned subsidiary companies, RFC and GMAC each filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. Additionally, there is some risk that the sellers/servicers or other responsible parties might not be able to fully satisfy any judgment the Company secures in litigation and ResCap's bankruptcy filing. Further, there can be no assurance that the Company will be successful or that the Company will not be delayed in realizing these recoveries. Such risks are contemplated in the scenarios the Company utilizes to calculate these recoveries, which are recognized on the Company's consolidated balance sheets. The Company believes that it has adequate liquidity resources to provide for anticipated cash outflows; however, if the Company does not realize or is delayed in realizing these expected recoveries, the Company may not have adequate liquidity to fully execute the strategy to reduce future potential economic losses by commuting policies and purchasing instruments issued or guaranteed by the Company, or to repay any intercompany borrowings.

A portion of the commutation payments made since the fourth quarter of 2011 were financed through the National Secured Loan. MBIA Insurance Corporation's ability to repay the loan and any accrued interest will be primarily predicated on MBIA Corp.'s ability to collect on its future receivables, including its ability to successfully enforce its rights to have the mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from insured securitizations.

MBIA Corp. also insures third-party holders of the Company's asset/liability products segment's obligations. If the Company was unable to meet payment or collateral requirements associated with these obligations, the holders thereof could make claims under the MBIA Corp. insurance policies. In 2008, to provide additional liquidity to the asset/liability products business, MBIA Corp. lent \$2.0 billion to the segment on a secured basis under the MBIA Corp. Secured Loan. As of September 30, 2012, the outstanding balance of the MBIA Corp. Secured Loan was repaid in full. In May 2012, the NYSDFS approved the maturity extension of the MBIA Corp. Secured Loan to May 2013 with a maximum outstanding amount of \$450 million, subject to MBIA Corp. obtaining prior regulatory approval from the NYSDFS for any draws under the facility.

As of September 30, 2012, MBIA Corp. held cash and available-for-sale investments of \$1.4 billion, of which \$386 million comprised cash and highly liquid assets. As of December 31, 2011, MBIA Corp. held cash and available-for-sale investments of \$1.5 billion, of which \$534 million comprised cash and highly liquid assets. The Company believes that MBIA Corp.'s liquidity resources, including expected cash inflows, will adequately provide for anticipated cash outflows. In the event of unexpected liquidity requirements, the Company may have insufficient resources to meet its obligations or insufficient qualifying assets to support its surplus and reserves, and may seek to increase its cash holdings position by selling or financing assets, or raising external capital, and there can be no assurance that the Company will be able to draw on these additional sources of liquidity.

***National Liquidity***

Despite continued adverse macroeconomic conditions in the U.S., the incidence of default among U.S. public finance issuers remains extremely low and the Company believes that the liquidity position of its U.S. public finance insurance segment is sufficient to meet cash requirements in the ordinary course of business.

Liquidity risk arises in the Company's U.S. public finance insurance segment primarily from the following:

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The insurance policies issued or reinsured by National, the entity from which the Company conducts its U.S. public finance insurance business, provide unconditional and irrevocable guarantees of payments of the principal of, and interest or other amounts owing on, insured obligations when due or, in the event that the insurance company has the right, at its discretion, to accelerate insured obligations upon default or otherwise, upon the insurance company's election to accelerate. In the event of a default in payment of principal, interest or other insured amounts by an issuer, National generally promises to make funds available in the insured amount within one to three business days following notification. In some cases, the amount due can be substantial, particularly if the default occurs on a transaction to which National has a large notional exposure or on a transaction structured with large, bullet-type principal maturities. The fact that the U.S. public finance insurance segment's financial guarantee contracts generally cannot be accelerated by a party other than the insurer helps to mitigate liquidity risk in this segment.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 1: Business Developments, Risks and Uncertainties, and Liquidity (continued)**

National has entered into certain intercompany transactions to support the liquidity needs of its affiliates. These transactions include the National Secured Loan to MBIA Insurance Corporation and the Asset Swap through which National provides liquid assets to the Company's asset/liability products business. As a result of these transactions, National is subject to repayment risk, which may adversely affect its liquidity. The repayment of the National Secured Loan will primarily be predicated on MBIA Corp.'s ability to successfully enforce its rights to have mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from securitizations it insured. In addition, changes in the market value of securities sold to National under its Asset Swap with the asset/liability products business may adversely affect its liquidity position if the asset/liability business were unable to pledge additional eligible assets in order to meet minimum required collateral amounts.

National held cash and short-term investments of \$356 million as of September 30, 2012, of which \$318 million was highly liquid and consisted predominantly of highly rated municipal, U.S. agency and corporate bonds. As of December 31, 2011, National held cash and short-term investments of \$771 million, of which \$703 million was highly liquid and consisted predominantly of highly rated municipal, U.S. agency and corporate bonds. With the exception of its loan to MBIA Insurance Corporation, most of National's investments, including those encumbered by the Asset Swap, are liquid and highly rated.

**Note 2: Significant Accounting Policies**

The Company has disclosed its significant accounting policies in Note 2: Significant Accounting Policies in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. The following significant accounting policies provide an update to those included in the Company's Annual Report on Form 10-K.

***Basis of Presentation***

The accompanying unaudited consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X and, accordingly, do not include all of the information and disclosures required by GAAP for annual periods. These statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Annual Report on Form 10-K for the year ended December 31, 2011. The accompanying consolidated financial statements have not been audited by an independent registered public accounting firm in accordance with the standards of the Public Company Accounting Oversight Board (U.S.), but in the opinion of management such financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for the fair statement of the Company's consolidated financial position and results of operations. All material intercompany balances and transactions have been eliminated.

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. As additional information becomes available or actual amounts become determinable, the recorded estimates are revised and reflected in operating results.

The results of operations for the three and nine months ended September 30, 2012 may not be indicative of the results that may be expected for the year ending December 31, 2012. The December 31, 2011 consolidated balance sheet was derived from audited financial statements, but does not include all disclosures required by GAAP for annual periods. Certain amounts have been reclassified in comparison to prior years' financial statements to conform to the current presentation. Such reclassifications had no impact on total revenues, expenses, assets, liabilities, or shareholders' equity for all periods presented.

***Statements of Cash Flows***

Previously, the Company reported its consolidated statements of cash flows using the indirect method. The indirect method uses accrual accounting information to present the cash flows from operations. Effective January 1, 2012, the Company elected to present its consolidated

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statements of cash flows using the direct method. The direct method uses actual cash flow information from the Company's operations, rather than using accrual accounting values. Using either the direct or indirect method, total cash flows from operations are consistent. In addition, the presentation of cash flows from investing and financing activities using either the direct or indirect method are consistent. The change to the direct method for calculating and presenting cash flows from operations was implemented retroactively for all statements of cash flows presented herein. Use of the direct method requires a reconciliation of net income to cash flows from operations. This reconciliation is provided as a supplement directly beneath the statements of cash flows.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 3: Recent Accounting Pronouncements**

***Recently Adopted Accounting Standards***

*Presentation of Comprehensive Income (ASU 2011-05)*

In June 2011, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Update ( ASU ) 2011-05, Comprehensive Income (Topic 220) Presentation of Comprehensive Income. This amendment eliminates the current option to report other comprehensive income and its components in the statements of changes in equity except for the presentation of reclassification adjustments for which adoption has been deferred by the FASB. The amendment does not change what currently constitutes net income and other comprehensive income. The new guidance is effective for the Company beginning January 1, 2012. In December 2011, the FASB issued ASU 2011-12 Comprehensive Income (Topic 220) Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05, which defers certain aspects of ASU 2011-05 related to the presentation of reclassification adjustments. The Company adopted this standard effective January 1, 2012. The standard only affected the Company's presentation of comprehensive income and did not affect the Company's consolidated balance sheets, results of operations, or cash flows.

*Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04)*

In May 2011, the FASB issued ASU 2011-04, Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs. This amendment results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between GAAP and International Financial Reporting Standards. The Company adopted this standard effective January 1, 2012. This standard only affected the Company's disclosures related to fair value; therefore, the adoption of this standard did not affect the Company's consolidated balance sheets, results of operations, or cash flows.

*Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts (ASU 2010-26)*

In October 2010, the FASB issued ASU 2010-26, Financial Services Insurance (Topic 944) Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts. This amendment specifies which costs incurred in the acquisition of new and renewal insurance contracts should be capitalized. The Company adopted this standard on a prospective basis effective January 1, 2012. As the Company is currently not writing any significant new business, the adoption of this standard did not have a material effect on the Company's consolidated balance sheets, results of operations, or cash flows. The difference between the amount of acquisition costs capitalized during the first nine months of 2012 compared with the amount of acquisition costs that would have been capitalized during the period if the Company's previous policy had been applied during that period is not material because the Company did not write any significant new insurance business during the first nine months of 2012.

***Recent Accounting Developments***

*Disclosures about Offsetting Assets and Liabilities (ASU 2011-11)*

In December 2011, the FASB issued ASU 2011-11, Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities. ASU 2011-11 creates new disclosure requirements about the nature of the Company's rights of setoff and related arrangements associated with its financial instruments and derivative instruments. This amendment does not change the existing offsetting eligibility criteria or the permitted balance sheet presentation for those instruments that meet the eligibility criteria. The disclosure requirements are effective for the Company beginning in the first quarter of 2013. This standard will only affect the Company's disclosures and will not affect the Company's consolidated balance sheets, results of operations, or cash flows.

Refer to the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for further information regarding the effects of recently adopted accounting standards on prior year financial statements.





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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 4: Variable Interest Entities*****Structured Finance and International Insurance***

Through MBIA's structured finance and international insurance segment, the Company provides credit protection to issuers of obligations that may involve issuer-sponsored special purpose entities (SPEs). An SPE may be considered a VIE to the extent the SPE's total equity at risk is not sufficient to permit the SPE to finance its activities without additional subordinated financial support or its equity investors lack any one of the following characteristics (i) the power to direct the activities of the SPE that most significantly impact the entity's economic performance or (ii) the obligation to absorb the expected losses of the entity or the right to receive the expected residual returns of the entity. A holder of a variable interest or interests in a VIE is required to assess whether it has a controlling financial interest, and thus is required to consolidate the entity as primary beneficiary. An assessment of a controlling financial interest identifies the primary beneficiary as the variable interest holder that has both of the following characteristics (i) the power to direct the activities of the VIE that most significantly impact the entity's economic performance and (ii) the obligation to absorb losses of the entity or the right to receive benefits from the entity that could potentially be significant to the VIE. The primary beneficiary is required to consolidate the VIE. An ongoing reassessment of controlling financial interest is required to be performed based on any substantive changes in facts and circumstances involving the VIE and its variable interests.

The Company evaluates issuer-sponsored SPEs initially to determine if an entity is a VIE, and is required to reconsider its initial determination if certain events occur. For all entities determined to be VIEs, MBIA performs an ongoing reassessment to determine whether its guarantee to provide credit protection on obligations issued by VIEs provides the Company with a controlling financial interest. Based on its ongoing reassessment of controlling financial interest, the Company determines whether a VIE is required to be consolidated or deconsolidated.

The Company makes its determination for consolidation based on a qualitative assessment of the purpose and design of a VIE, the terms and characteristics of variable interests of an entity, and the risks a VIE is designed to create and pass through to holders of variable interests. The Company generally provides credit protection on obligations issued by VIEs, and holds certain contractual rights according to the purpose and design of a VIE. The Company may have the ability to direct certain activities of a VIE depending on facts and circumstances, including the occurrence of certain contingent events, and these activities may be considered the activities of a VIE that most significantly impact the entity's economic performance. The Company generally considers its guarantee of principal and interest payments of insured obligations, given nonperformance by a VIE, to be an obligation to absorb losses of the entity that could potentially be significant to the VIE. At the time the Company determines it has the ability to direct the activities of a VIE that most significantly impact the economic performance of the entity based on facts and circumstances, MBIA is deemed to have a controlling financial interest in the VIE and is required to consolidate the entity as primary beneficiary. The Company performs an ongoing reassessment of controlling financial interest that may result in consolidation or deconsolidation of any VIE.

***Wind-down Operations***

In its asset/liability products segment, the Company invests in obligations issued by issuer-sponsored SPEs which are included in fixed-maturity securities held as available-for-sale. The Company evaluates issuer-sponsored SPEs to determine if the entity is a VIE. For all entities determined to be VIEs, the Company evaluates whether its investment is determined to have both of the characteristics of a controlling financial interest in the VIE. The Company performs an ongoing reassessment of controlling financial interests in issuer-sponsored VIEs based on investments held. MBIA's wind-down operations do not have a controlling financial interest in any issuer-sponsored VIEs and are not the primary beneficiary of any issuer-sponsored VIEs.

In the conduit segment, the Company has managed and administered two conduits that invested primarily in debt securities and were funded through the issuance of VIE notes and long-term debt. MBIA Corp. insures the debt obligations of the conduits, and provides credit protection on certain assets held by the conduits. The conduits are VIEs and are consolidated by the Company as primary beneficiary. In 2012, all debt securities held by one of the conduits were entirely repaid, and the proceeds were used to repay all outstanding long-term debt of this conduit. The Company subsequently dissolved this conduit, and no longer provides any related credit protection.

***Nonconsolidated VIEs***

The following tables present the total assets of nonconsolidated VIEs in which the Company holds a variable interest as of September 30, 2012 and December 31, 2011. The following tables also present the Company's maximum exposure to loss for nonconsolidated VIEs and carrying

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values of the assets and liabilities for its interests in these VIEs as of September 30, 2012 and December 31, 2011. The Company has aggregated nonconsolidated VIEs based on the underlying credit exposure of the insured obligation. The nature of the Company's variable interests in nonconsolidated VIEs is related to financial guarantees, insured CDS contracts and any investments in obligations issued by nonconsolidated VIEs.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 4: Variable Interest Entities (continued)**

In millions	September 30, 2012 Carrying Value of Assets					Carrying Value of Liabilities Loss and Loss Adjustment		
	VIE Assets	Maximum Exposure to Loss	Investments <sup>(1)</sup>	Premiums Receivable <sup>(2)</sup>	Insurance Loss Recoverable <sup>(3)</sup>	Unearned Premium Revenue <sup>(4)</sup>	Expense Reserves <sup>(5)</sup>	Derivative Liabilities <sup>(6)</sup>
Insurance:								
Global structured finance:								
Collateralized debt obligations	\$ 17,552	\$ 11,053	\$ -	\$ 67	\$ 3	\$ 59	\$ 78	\$ 85
Mortgage-backed residential	36,464	13,578	9	75	2,967	73	485	4
Mortgage-backed commercial	4,751	2,456	-	2	-	2	-	-
Consumer asset-backed	6,372	3,390	11	20	-	20	16	-
Corporate asset-backed	22,006	11,261	-	144	21	159	-	1
Total global structured finance	87,145	41,738	20	308	2,991	313	579	90
Global public finance	46,795	21,578	-	216	-	268	-	-
Total insurance	\$ 133,940	\$ 63,316	\$ 20	\$ 524	\$ 2,991	\$ 581	\$ 579	\$ 90

(1) - Reported within Investments on MBIA's consolidated balance sheets.

(2) - Reported within Premiums receivable on MBIA's consolidated balance sheets.

(3) - Reported within Insurance loss recoverable on MBIA's consolidated balance sheets.

(4) - Reported within Unearned premium revenue on MBIA's consolidated balance sheets.

(5) - Reported within Loss and loss adjustment expense reserves on MBIA's consolidated balance sheets.

(6) - Reported within Derivative liabilities on MBIA's consolidated balance sheets.

In millions	December 31, 2011 Carrying Value of Assets					Carrying Value of Liabilities Loss and Loss Adjustment		
	VIE Assets	Maximum Exposure to Loss	Investments <sup>(1)</sup>	Premiums Receivable <sup>(2)</sup>	Insurance Loss Recoverable <sup>(3)</sup>	Unearned Premium Revenue <sup>(4)</sup>	Expense Reserves <sup>(5)</sup>	Derivative Liabilities <sup>(6)</sup>
Insurance:								
Global structured finance:								
Collateralized debt obligations	\$ 26,507	\$ 15,466	\$ 42	\$ 67	\$ -	\$ 58	\$ 3	\$ 113
Mortgage-backed residential	47,669	16,379	25	87	2,773	86	428	5
Mortgage-backed commercial	5,001	2,644	-	2	-	2	-	-

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Consumer asset-backed	8,015	4,563	16	26	-	25	23	-
Corporate asset-backed	29,855	15,577	241	192	22	205	-	1
Total global structured finance	117,047	54,629	324	374	2,795	376	454	119
Global public finance	42,106	21,774	-	215	-	270	-	-
Total insurance	\$ 159,153	\$ 76,403	\$ 324	\$ 589	\$ 2,795	\$ 646	\$ 454	\$ 119

- (1) - Reported within Investments on MBIA's consolidated balance sheets.
- (2) - Reported within Premiums receivable on MBIA's consolidated balance sheets.
- (3) - Reported within Insurance loss recoverable on MBIA's consolidated balance sheets.
- (4) - Reported within Unearned premium revenue on MBIA's consolidated balance sheets.
- (5) - Reported within Loss and loss adjustment expense reserves on MBIA's consolidated balance sheets.
- (6) - Reported within Derivative liabilities on MBIA's consolidated balance sheets.

The maximum exposure to loss as a result of MBIA's variable interests in VIEs is represented by insurance in force. Insurance in force is the maximum future payments of principal and interest, net of cessions to reinsurers, which may be required under commitments to make payments on insured obligations issued by nonconsolidated VIEs.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 4: Variable Interest Entities (continued)***Consolidated VIEs*

The carrying amounts of assets and liabilities of consolidated VIEs were \$8.2 billion and \$7.2 billion, respectively, as of September 30, 2012, and \$10.9 billion and \$9.9 billion, respectively, as of December 31, 2011. The carrying amounts of assets and liabilities are presented separately in *Assets of consolidated variable interest entities* and *Liabilities of consolidated variable interest entities* on the Company's consolidated balance sheets. Additional VIEs are consolidated or deconsolidated based on an ongoing reassessment of controlling financial interest, when events occur or circumstances arise, and whether the ability to exercise rights that constitute power to direct activities of any VIEs are present according to the design and characteristics of these entities. No additional VIEs were consolidated during the nine months ended September 30, 2012 and 2011. No gains or losses were recognized on the VIEs that were deconsolidated during the nine months ended September 30, 2012 and net realized gains related to the deconsolidation of VIEs were immaterial for the nine months ended September 30, 2011.

Holders of insured obligations of issuer-sponsored VIEs related to the Company's structured finance and international insurance segment do not have recourse to the general assets of MBIA. In the event of nonpayment of an insured obligation issued by a consolidated VIE, the Company is obligated to pay principal and interest, when due, on the respective insured obligation only. The Company's exposure to consolidated VIEs is limited to the credit protection provided on insured obligations and any additional variable interests held by MBIA. Creditors of the conduits do not have recourse to the general assets of MBIA apart from the financial guarantee insurance policies provided by MBIA Corp. on insured obligations issued by the conduits.

**Note 5: Loss and Loss Adjustment Expense Reserves***Loss and Loss Adjustment Expense Process*

As of September 30, 2012, the majority of the Company's case basis reserves and insurance loss recoveries recorded in accordance with GAAP were related to insured second-lien and first-lien RMBS transactions. These reserves and recoveries do not include estimates for policies insuring credit derivatives. Policies insuring credit derivative contracts are accounted for as derivatives and carried at fair value under GAAP. The fair values of insured derivative contracts are influenced by a variety of market and transaction-specific factors that may be unrelated to potential future claim payments under the Company's insurance policies. In the absence of credit impairments on insured derivative contracts or the early termination of such contracts at a loss, the cumulative unrealized losses recorded from fair valuing these contracts should reverse before or at the maturity of the contracts.

Notwithstanding the difference in accounting under GAAP for financial guarantee policies and the Company's insured derivatives, insured derivatives have similar terms, conditions, risks, and economic profiles to financial guarantee insurance policies, and, therefore, are evaluated by the Company for loss (referred to as credit impairment herein) and LAE periodically in a manner similar to the way that loss and LAE reserves are estimated for financial guarantee insurance policies. Credit impairments represent actual payments and collections plus the present value of estimated expected future claim payments, net of recoveries. MBIA Insurance Corporation's expected future claim payments for insured derivatives were discounted using a rate of 5.59%, the same rate it used to calculate its statutory loss reserves as of September 30, 2012. These credit impairments, calculated in accordance with U.S. STAT, differ from the fair values recorded in the Company's consolidated financial statements. The Company considers its credit impairment estimates as critical information for investors as it provides information about loss payments the Company expects to make on insured derivative contracts. As a result, the following loss and LAE process discussion includes information about loss and LAE activity recorded in accordance with GAAP for financial guarantee insurance policies and credit impairments estimated in accordance with U.S. STAT for insured derivative contracts. Refer to *Note 6: Loss and Loss Adjustment Expense Reserves* in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for information about the Company's monitoring of outstanding insured obligations and for additional information about its loss reserving process. Refer to *Note 6: Fair Value of Financial Instruments* included herein for additional information about the Company's insured credit derivative contracts.

*RMBS Case Basis Reserves and Recoveries (Financial Guarantees)*

The Company's RMBS reserves and recoveries relate to financial guarantee insurance policies. The Company calculated RMBS case basis reserves as of September 30, 2012 for both second-lien and first-lien RMBS transactions using a process called the Roll Rate Methodology. The Roll Rate Methodology is a multi-step process using a database of loan level information, a proprietary internal cash flow model, and a commercially available model to estimate expected ultimate cumulative losses on insured bonds. Roll Rate is defined as the probability that current loans become delinquent and that loans in the delinquent pipeline are charged-off or liquidated. Generally, Roll Rates are calculated for the previous three months and averaged. The loss reserve estimates are based on a probability-weighted average of three scenarios of loan losses (base case, stress case, and an additional stress case).

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

In calculating ultimate cumulative losses for RMBS, the Company estimates the amount of loans that are expected to be charged-off (deemed uncollectible by servicers of the transactions) or liquidated in the future. The Company assumes that charged-off loans have zero recovery values.

**Second-lien RMBS Reserves**

The Company's second-lien RMBS case basis reserves as of September 30, 2012 relate to RMBS backed by home equity lines of credit ( HELOC ) and closed-end second mortgages ( CES ).

The Roll Rates for 30-59 day delinquent loans and 60-89 day delinquent loans are calculated on a transaction-specific basis. The Company assumes that the Roll Rate for 90+ day delinquent loans, excluding foreclosures, Real Estate Owned ( REO ) and bankruptcies, is 95%. The Roll Rates are applied to the amounts in the respective delinquency buckets based on delinquencies as of August 31, 2012 to estimate future losses from loans that are delinquent as of the current reporting period.

Roll Rates for loans that are current as of August 31, 2012 ( Current Roll to Loss ) are calculated on a transaction-specific basis. A proportion of loans reported current as of August 31, 2012 is assumed to become delinquent every month, at a Current Roll to Loss rate that persists at a high level for a time and subsequently starts to decline. A key assumption in the model is the period of time in which the Company projects high levels of Current Roll to Loss to persist. In the Company's base case, the Company assumes that the Current Roll to Loss begins to decline immediately and continues to decline over the next six months to 25% of their levels as of August 31, 2012. In the stress case, the period of elevated delinquency and loss is extended by six months. In the additional stress case, the Company assumes that the current trends in losses will remain through late 2013, after which time they will revert to the base case. For example, in the base case, as of August 31, 2012, if the amount of current loans which become 30-59 days delinquent is 10%, and recent performance suggests that 30% of those loans will be charged-off, the Current Roll to Loss for the transaction is 3%. In the base case, it is then assumed that the Current Roll to Loss will reduce linearly to 25% of its original value over the next six months (i.e., 3% will linearly reduce to 0.75% over the six months from September 2012 to February 2013). After that six-month period, the Company further reduces the Current Roll to Loss to 0% by early 2014 with the expectation that the performing seasoned loans will eventually result in loan performance reverting to historically low levels of default. In the model, the Company assumes that all current loans that are projected to become delinquent are charged-off.

In addition, in the Company's loss reserve models for transactions secured by HELOCs, the Company considers borrower draw and prepayment rates and factors that could affect the excess spread generated by current loans which offsets losses and reduces payments. For HELOCs, the current three-month average draw rate is generally used to project future draws on the line. For HELOCs and transactions secured by fixed-rate CES, the three-month average conditional prepayment rate is generally used to start the projection for trends in voluntary principal prepayments. Projected cash flows are also based on an assumed constant basis spread between floating rate assets and floating rate insured debt obligations (the difference between Prime and London Interbank Offered Rate ( LIBOR ) interest rates, minus any applicable fees). For all transactions, cash flow models consider allocations and other structural aspects of the transactions, including managed amortization periods, rapid amortization periods and claims against MBIA Corp.'s insurance policy consistent with such policy's terms and conditions. In developing multiple loss scenarios, stress is applied by elongating the Current Roll to Loss rate for various periods, simulating a slower improvement in the transaction performance. The estimated net claims from the procedure above are then discounted using a risk-free rate to a net present value reflecting MBIA's general obligation to pay claims over time and not on an accelerated basis. The above assumptions represent MBIA's best estimates of how transactions will perform over time.

The Company monitors portfolio performance on a monthly basis against projected performance, reviewing delinquencies, Roll Rates, and prepayment rates (including voluntary and involuntary). However, given the large percentage of mortgage loans that were not underwritten by the sellers/servicers in accordance with applicable underwriting guidelines, performance remains difficult to predict and losses may exceed expectations. In the event of a material deviation in actual performance from projected performance, the Company would increase or decrease the case basis reserves accordingly. If actual performance were to remain at the peak levels the Company is modeling for six months longer than

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in the probability-weighted outcome, the addition to the Company's second-lien RMBS case basis reserves before considering potential recoveries would be approximately \$125 million.



**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)****Second-lien RMBS Recoveries**

As of September 30, 2012, the Company recorded estimated recoveries of \$3.2 billion, gross of income taxes, related to second-lien RMBS put-back claims on ineligible mortgage loans, consisting of \$2.1 billion included in Insurance loss recoverable and \$1.1 billion included in Loan repurchase commitments presented under the heading Assets of consolidated variable interest entities on the Company's consolidated balance sheets. As of September 30, 2012 and December 31, 2011, the Company's estimated recoveries after income taxes calculated at the federal statutory rate of 35%, were \$2.1 billion and \$2.0 billion, respectively, which was 82% and 119% of the consolidated total shareholders' equity of MBIA, excluding preferred stock of subsidiaries and noncontrolling interests. These estimated recoveries relate to the Company's put-back claims of ineligible mortgage loans, which have been disputed by the loan sellers/servicers and are currently subject to litigation initiated by the Company to pursue recoveries. While the Company believes that it will prevail in enforcing its contractual rights, there is uncertainty with respect to the ultimate outcome. Furthermore, there is a risk that sellers/servicers or other responsible parties might not be able to satisfy their put-back obligations. Such risks are contemplated in the scenarios the Company utilizes to calculate recoveries.

The Company assesses the financial abilities of the sellers/servicers using external credit ratings and other factors. The impact of such factors on cash flows related to expected recoveries is incorporated into the Company's probability-weighted scenarios. Accordingly, the Company has not recognized any recoveries related to its IndyMac Bank, F.S.B. insured exposures and has subsequent to the ResCap bankruptcy filing reviewed the indicative scenarios and related probabilities assigned to each scenario to develop a distribution of possible outcomes. The Company's expected recoveries may be discounted in the future based on additional reviews of the creditworthiness of other sellers/servicers.

On May 14, 2012, ResCap, and its wholly-owned subsidiary companies, RFC and GMAC, each filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. The Company believes that the claims against RFC and GMAC are stronger and better defined than most other unsecured creditor claims due to the following reasons:

the direct contractual relationship between MBIA, GMAC and RFC related to the Company's second-lien RMBS put-back claims on ineligible mortgage loans that were improperly included in the MBIA-insured transactions;

MBIA's legal claims against RFC and GMAC based on breach of contract and fraud have withstood motions to dismiss; and

expert reports submitted in the RFC litigation which established a substantial breach rate in MBIA insured securitizations, and MBIA's damages as a result thereof.

The Company has modeled scenario-based recoveries which are founded upon the strength of these claims as well as a range of estimated assets available to unsecured creditors of the ResCap companies. These outcomes are based upon information that was available to the Company as of the filing date.

The Company continues to maintain the same probability-weighted scenarios for its non-GMAC and non-RFC exposures (non-ResCap exposures), which are primarily based on the percentage of incurred losses the Company would collect. The non-ResCap recovery estimates incorporate five scenarios that include full recovery of its incurred losses and limited/reduced recoveries due to litigation delays and risks and/or potential financial distress of the sellers/servicers. Probabilities were assigned across these scenarios, with most of the probability weight on partial recovery scenarios. The sum of the probabilities assigned to all scenarios is 100%. Expected cash inflows from recoveries are discounted using the current risk-free discount rates associated with the underlying transaction's cash flows, which ranged from 0.7% to 1.6%, depending upon the transaction's expected average life. However, based on the Company's assessment of the strength of its contract claims, the Company

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believes it is entitled to collect and/or assert a claim for the full amount of its incurred losses on these transactions, which totaled \$5.0 billion through September 30, 2012.

The Company's potential recoveries are typically based on either salvage rights, the rights conferred to MBIA through the transactional documents (inclusive of the insurance agreement), or subrogation rights embedded within financial guarantee insurance policies. The second-lien RMBS transactions with respect to which MBIA has estimated put-back recoveries provide the Company with such rights. Expected salvage and subrogation recoveries, as well as recoveries from other remediation efforts, reduce the Company's claim liability. Once a claim payment has been made, the claim liability has been satisfied and MBIA's right to recovery is no longer considered an offset to future expected claim payments, and is recorded as a salvage asset. The amount of recoveries recorded by the Company is limited to paid claims plus the present value of projected future claim payments. As claim payments are made, the recorded amount of potential recoveries may exceed the remaining amount of the claim liability for a given policy.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

To date, sellers/servicers have not substituted loans which MBIA has put-back, and the amount of loans repurchased has been insignificant. The unsatisfactory resolution of these put-backs led MBIA to initiate litigation against five of the sellers/servicers to enforce their obligations. The Company has alleged several causes of action in its complaints, including breach of contract, fraudulent inducement and indemnification. MBIA's aggregate \$3.2 billion of estimated potential recoveries do not include damages from causes of action other than breach of contract. Irrespective of amounts recorded in its financial statements, MBIA is seeking to recover and/or assert claims for the full amount of its incurred losses and other damages on these transactions. MBIA has not collected any material amounts of cash related to these recoveries. Additional information on the status of these litigations can be found in the Recovery Litigation discussion within Note 13: Commitments and Contingencies.

MBIA has received five decisions with regard to the respective defendants' motions to dismiss the Company's claims. In each instance, the respective court denied the motion, allowing MBIA to proceed on, at minimum, its fraud and breach of contract claims. In December 2011, MBIA reached an agreement with one of the five sellers/servicers with whom it had initiated litigation and that litigation has been dismissed.

The Company's assessment of the recovery outlook for insured second-lien RMBS issues is principally based on the following factors:

1. the strength of the Company's existing contract claims related to ineligible mortgage loan substitution/repurchase obligations;
2. the settlement of Assured Guaranty's and Syncora's put-back related claims with Bank of America;
3. the improvement in the financial strength of certain sellers/servicers due to mergers and acquisitions and/or government assistance, which should facilitate the ability of these sellers/servicers and their successors to comply with required loan repurchase/substitution obligations. The Company is not aware of any provisions that explicitly preclude or limit successors' obligations to honor the obligations of original sellers/servicers. The Company's assessment of any credit risk associated with sellers/servicers (or their successors) is reflected in the Company's probability-weighted potential recovery scenarios;
4. evidence of ineligible mortgage loan repurchase/substitution by sellers/servicers for put-back requests made by other harmed parties; this factor is further enhanced by (i) Bank of America's disclosure that it has resolved \$8.0 billion of repurchase requests in the fourth quarter of 2010; (ii) the Fannie Mae settlements with Ally Bank announced on December 23, 2010 and with Bank of America (which also involved Freddie Mac) announced on December 31, 2010, and (iii) the Company's settlement agreements entered into on July 16, 2010 and December 13, 2011 respectively, between MBIA Corp. and sponsors of certain MBIA Corp.-insured mortgage loan securitizations in which the Company received consideration in exchange for a release relating to its representation and warranty claims against the sponsors. These settlements resolved all of MBIA's representation and warranty claims against the sponsors on mutually beneficial terms and in aggregate were slightly more than the recoveries previously recorded by the Company related to these exposures;
5. the defendants' failure to win dismissals of MBIA's put-back litigations discussed above, allowing MBIA to continue to pursue its contract and fraud claims;

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6. Countrywide's unsuccessful appeal of its failure to win dismissal of MBIA's fraud claims in the Countrywide litigation, allowing MBIA to pursue its fraud claims;
7. MBIA's successful motion in the Countrywide litigation allowing MBIA to present evidence of liability and damages through the introduction of statistically valid random samples of loans rather than on a loan-by-loan basis and subsequent decisions consistent with that ruling;
8. Bank of America's failure to win dismissal of MBIA's claims for successor liability in the Countrywide litigation, as well as the completion of discovery relating to MBIA's successor liability claims against Bank of America;
9. MBIA's successful motion regarding causation and the right to rescissory damages in the Countrywide litigation, which provides that MBIA is not required to establish a direct causal link between Countrywide's misrepresentations and MBIA's claims payments made pursuant to the insurance policies at issue, and that MBIA may seek damages equal to the amount that it has been and will be required to pay under the relevant policies, less premiums received;
10. Syncora's and Assured Guaranty's successful motions regarding causation in their Federal court put-back litigations with JP Morgan Chase and Flagstar Bank, respectively, which support the ruling on causation in MBIA's litigation against Countrywide; and
11. other loan repurchase reserves and/or settlements which have been publicly disclosed by certain sellers/servicers.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

The Company continues to consider all relevant facts and circumstances, including the factors described above, in developing its assumptions on expected cash inflows, probability of potential recoveries (including the outcome of litigation) and recovery period. The estimated amount and likelihood of potential recoveries are expected to be revised and supplemented to the extent there are developments in the pending litigation, new litigation is initiated and/or changes to the financial condition of sellers/servicers occur. While the Company believes it will be successful in realizing recoveries from contractual and other claims, the ultimate amounts recovered may be materially different from those recorded by the Company given the inherent uncertainty of the manner of resolving the claims (e.g., litigation) and the assumptions used in the required estimation process for accounting purposes which are based, in part, on judgments and other information that are not easily corroborated by historical data or other relevant benchmarks.

All of the Company's policies insuring second-lien RMBS for which litigation has been initiated against sellers/servicers are in the form of financial guarantee insurance contracts. In accordance with U.S. GAAP, the Company has not recorded a gain contingency with respect to pending litigation.

**First-lien RMBS Reserves**

The Company's first-lien RMBS case basis reserves as of September 30, 2012, which primarily relate to RMBS backed by alternative A-paper (Alt-A) and subprime mortgage loans were determined using the Roll Rate Methodology. The Company assumes that the Roll Rate for loans in foreclosure, REO and bankruptcy are 90%, 90% and 75%, respectively. Roll Rates for current, 30-59 day delinquent loans, 60-89 day delinquent loans and 90+ day delinquent loans are calculated on a transaction-specific basis. The Current Roll to Loss stay at the August 31, 2012 level for two months before declining to 25% of this level over a 24-month period. Additionally, the Company runs scenarios where the 90+ day roll rate to loss is set at 90%. The Roll Rates are applied to the amounts in the respective delinquency buckets based on delinquencies as of August 31, 2012 to estimate future losses from loans that are delinquent as of the current reporting period.

In calculating ultimate cumulative losses for first-lien RMBS, the Company estimates the amount of loans that are expected to be liquidated through foreclosure or short sale. The time to liquidation for a defaulted loan is specific to the loan's delinquency bucket with the latest three-month average loss severities generally used to calculate losses at loan liquidation. The loss severities are reduced over time to account for reduction in the amount of foreclosure inventory, anticipated future increases in home prices, principal amortization of the loan and government foreclosure moratoriums.

***ABS CDOs (Financial Guarantees and Insured Derivatives)***

MBIA's insured ABS CDOs are transactions that include a variety of collateral ranging from corporate bonds to structured finance assets (which includes but are not limited to RMBS related collateral, ABS CDOs, corporate CDOs and collateralized loan obligations). These transactions were insured as either financial guarantee insurance policies or credit derivatives with the majority insured in the form of credit derivatives. Since the fourth quarter of 2007, MBIA's insured par exposure within the ABS CDO portfolio has been substantially reduced through a combination of terminations and commutations. Accordingly, as of September 30, 2012, the insured par exposure of the ABS CDO financial guarantee insurance policies and credit derivatives portfolio has declined by approximately 88% of the insured amount as of December 31, 2007.

The Company's ABS CDOs originally benefited from two sources of credit enhancement. First, the subordination in the underlying securities collateralizing the transaction must be fully eroded and second, the subordination below the insured tranche in the CDO transaction must be fully eroded before the insured tranche is subject to a claim. The Company's payment obligations after a default vary by transaction and by insurance type.

The primary factor in estimating reserves on insured ABS CDO policies written as financial guarantee insurance policies and in estimating impairments on insured ABS CDO credit derivatives is the losses associated with the underlying collateral in the transactions. MBIA's approach to establishing reserves or impairments in this portfolio employs a methodology which is similar to other structured finance asset classes insured

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by MBIA. The Company uses a total of four probability-weighted scenarios in order to estimate its reserves or impairments for ABS CDOs.

As of September 30, 2012, the Company had loss and LAE reserves totaling \$171 million related to ABS CDO financial guarantee insurance policies after the elimination of \$242 million as a result of consolidating VIEs. For the nine months ended September 30, 2012, the Company incurred \$6 million of losses and LAE recorded in earnings related to ABS CDO financial guarantee insurance policies after the elimination of an \$18 million benefit as a result of consolidating VIEs. In the event of further deteriorating performance of the collateral referenced or held in ABS CDO transactions, the amount of losses estimated by the Company could increase materially.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)***Credit Impairments Related to Structured CMBS Pools, CRE CDOs and CRE Loan Pools (Financial Guarantees and Insured Derivatives)*

Most of the structured CMBS pools, CRE CDOs and CRE loan pools insured by MBIA are accounted for as insured credit derivatives and are carried at fair value in the Company's consolidated financial statements. Since the Company's insured credit derivatives have similar terms, conditions, risks, and economic profiles to its financial guarantee insurance policies, the Company evaluates them for impairment in the same way that it estimates loss and LAE for its financial guarantee policies. The following discussion provides information about the Company's process for estimating credit impairments on these contracts using its statutory loss reserve methodology, determined as the present value of the probability-weighted potential future losses, net of estimated recoveries, across multiple scenarios, plus actual payments and collections.

The Company has developed multiple scenarios to consider the range of potential outcomes in the CRE market and their impact on MBIA. The approaches require substantial judgments about the future performance of the underlying loans, and include the following:

The first approach considers the range of commutation agreements achieved and agreed to since 2010, which included 66 structured CMBS pools, CRE CDOs and CRE loan pool policies totaling \$33.1 billion of gross insured exposure. The Company considers the range of commutations achieved over the past several years with multiple counterparties. This approach results in an estimated price to commute the remaining policies with price estimates, based on this experience. It is customized by counterparty and is dependent on the level of dialogue with the counterparty and the credit quality and payment profile of the underlying exposure.

The second approach considers current delinquency rates and uses current and projected net operating income (NOI) and capitalization rates (Cap Rates) to project losses under two scenarios. Loans are stratified by size with larger loans being valued utilizing lower Cap Rates than for smaller loans. These scenarios also assume that Cap Rates and NOIs remain flat for the near term and then begin to improve gradually. Additionally, in these scenarios, any loan with a balance greater than \$75 million with a debt service coverage ratio (DSCR) less than 1.0x or that was reported as being in any stage of delinquency, was reviewed individually so that performance and loss severity could be more accurately determined. Specific loan level assumptions for this large loan subset were then incorporated into these scenarios, as well as specific assumptions regarding certain smaller loans when there appeared to be a material change in the asset's financial or delinquency performance over the preceding six months. As the Company continues to increase the level of granularity in its individual loan assessments, it analyzes and adjusts assumptions for loans with certain mitigating attributes, such as no lifetime delinquency, recent appraisals indicating sufficient value and large capital reserve levels. These scenarios project different levels of additional defaults with respect to loans that are current. This approach makes use of the most recent financial statements available at the property level.

The third approach stratifies loans into buckets based on delinquency status (including a current bucket) and utilizes recent Roll Rates actually experienced within each of the commercial mortgage-backed index (CMBX) series in order to formulate an assumption to predict future delinquencies. Ultimately, this generates losses over a projected time horizon based on the assumption that loss severities will begin to decline from the high levels seen over the past two years. The Company further examines those loans referenced in the CMBX indices which were categorized as 90+ days delinquent or in the process of foreclosure and determined the average monthly balance of such loans which were cured. The Company then applies the most recent rolling six-month average balance of all such cured loans to all underperforming loans in the 90+ day delinquent bucket or in the foreclosure process (and those projected to roll into late stage delinquency from the current and lesser stage levels of delinquency) and assumes all other loans are liquidated. The Company assumes all loans in the REO category liquidate over the next twelve months.

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The fourth approach is based on a proprietary model developed by reviewing performance data on over 80,000 securitized CRE loans originated between 1992 and 2011. The time period covered during the performance review includes the years 2006 through 2011. The Company believes that these five years represent an appropriate time period in which to conduct a performance review because they encompass a period of extreme stress in the economy and the CRE market.

Based on a review of the data, the Company found property type and the DSCR to be the most significant determinants of a loan's default probability, with other credit characteristics less influential. As a result, the Company developed a model in which the loans were divided into 168 representative cohorts based on their DSCR and property type. For each of these cohorts, the Company calculated the average annual probability of default, and then ran Monte Carlo simulations to estimate the timing of defaults. In addition, the model incorporated the following logic:

NOI and Cap Rates were assumed to remain at current levels for loans in the Company's classified portfolio, resulting in no modifications or extensions under the model, other than as described in the next bullet point, to reflect the possibility that the U.S. economy and CRE market could experience no growth for the foreseeable future.



**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

Any valuation estimates obtained by special servicers since a loan's origination as well as the Company's individual large loan level analysis for loans with balances greater than \$75 million were incorporated as described in the second approach. However, in the fourth approach no adjustments were made for loans lower than \$75 million regardless of any mitigating factors.

The loss severities projected by these scenarios vary widely, from moderate to substantial losses, with the majority of projected losses relating to a subset of transactions with a single counterparty. The Company previously incorporated an additional actuarial based approach, which has been eliminated as it did not reflect the best current market observations. Actual losses will be a function of the proportion of loans in the pools that are foreclosed and liquidated and the loss severities associated with those liquidations. If the deductibles in the Company's insured transactions and underlying referenced CMBS transactions are fully eroded, additional property level losses upon foreclosures and liquidations could result in substantial losses for MBIA. Since foreclosures and liquidations have only begun to take place during this economic cycle, particularly for larger properties, ultimate loss rates remain uncertain. Whether CMBS collateral is included in a structured pool or in a CRE CDO, the Company believes the modeling related to the underlying bond should be the same. However, adjustments may be needed for structural or legal reasons. The Company assigns a wide range of probabilities to these scenarios, with lower severity scenarios being weighted more heavily than higher severity scenarios. This reflects the view that liquidations will continue to be mitigated by loan extensions and modifications, and that property values and NOIs have bottomed for many sectors and markets in the U.S. The weightings are customized to each counterparty. If macroeconomic stress were to increase or the U.S. goes into a recession, higher delinquencies, liquidations and/or higher severities of loss upon liquidation may result and the Company may incur substantial additional losses. The foreclosure and REO pipelines are still relatively robust, with several restructurings and liquidations yet to occur, so the range of possible outcomes is wider than those for the Company's exposures to ABS CDOs and second-lien RMBS.

In the CRE CDO portfolio, transaction-specific structures require managers to report reduced enhancement according to certain guidelines which often include downgrades even when the bond is still performing. As a result, as well as additional collateral defaults, reported enhancement has been reduced significantly in some CRE CDOs. Moreover, many of the CRE CDO positions are amortizing more quickly than originally expected as most or all interest proceeds that would have been allocated to more junior classes within the CDO have been diverted and redirected to pay down the senior most classes insured by MBIA.

For the nine months ended September 30, 2012, the Company incurred \$87 million of losses and LAE recorded in earnings related to CRE CDO financial guarantee insurance policies. For the nine months ended September 30, 2012, additional credit impairments and LAE on structured CMBS pools, CRE CDOs and CRE loan pools were estimated to be \$502 million as a result of additional delinquencies and loan level liquidations, as well as continued refinements of MBIA's assessment of various commutation possibilities. The majority of the increase relates to a subset of transactions with a single counterparty. The cumulative credit impairments and LAE on structured CMBS pools, CRE CDOs and CRE loan pools were estimated to be \$3.3 billion through September 30, 2012. Although the pace of increases in the delinquency rate has slowed and many loans are being modified, liquidations have taken place. Some loans were liquidated with minimal losses of 1% to 2%, others experienced near complete losses, and in some cases severities exceeded 100%. These liquidations have led to losses in the CMBS market, and in many cases, have resulted in reductions of enhancement to the individual CMBS bonds referenced by the insured structured CMBS pools. In certain insured transactions, these losses have resulted in deductible erosion. Bond level enhancement and pool level deductibles are structural features intended to mitigate losses to the Company. However, some of the transactions reference similar rated subordinate tranches of CMBS bonds. When there are broad-based declines in property performance, this leverage can result in rapid deterioration in pool performance.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)***Loss and LAE Activity*Financial Guarantee Insurance Losses (Non-Derivative)

The Company's financial guarantee insurance losses and LAE for the nine months ended September 30, 2012 are presented in the following table:

Losses and LAE In millions	Nine Months Ended September 30, 2012		
	Second-lien RMBS	Other <sup>(1)</sup>	Total
Losses and LAE related to actual and expected payments	\$ 180	\$ 273	\$ 453
Recoveries of actual and expected payments	(74)	(49)	(123)
Gross losses incurred	106	224	330
Reinsurance	-	-	-
Losses and LAE	\$ 106	\$ 224	\$ 330

(1) - Primarily first-lien RMBS and financial guarantee CMBS.

The second-lien RMBS losses and LAE related to actual and expected payments included in the preceding table comprise net increases of previously established reserves. The second-lien RMBS recoveries of actual and expected payments comprise \$154 million in recoveries resulting from ineligible mortgage loans included in insured exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgages, offset by an \$80 million reduction in excess spread. Other losses and LAE expense primarily resulted from credit deterioration within first-lien RMBS and CMBS transactions.

The following table provides information about the financial guarantees and related claim liability included in each of MBIA's surveillance categories as of September 30, 2012:

\$ in millions	Surveillance Categories				Total
	Caution List Low	Caution List Medium	Caution List High	Classified List	
Number of policies	49	24	11	209	293
Number of issues <sup>(1)</sup>	27	14	10	137	188

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Remaining weighted average contract period (in years)	8.7	4.6	7.8	9.4	8.7
Gross insured contractual payments outstanding <sup>(2)</sup> :					
Principal	\$ 3,747	\$ 1,409	\$ 360	\$ 9,671	\$ 15,187
Interest	2,690	334	115	5,387	8,526
<b>Total</b>	<b>\$ 6,437</b>	<b>\$ 1,743</b>	<b>\$ 475</b>	<b>\$ 15,058</b>	<b>\$ 23,713</b>
Gross claim liability	\$ -	\$ -	\$ -	\$ 1,670	\$ 1,670
Less:					
Gross potential recoveries	-	-	-	3,844	3,844
Discount, net	-	-	-	178	178
Net claim liability (recoverable)	\$ -	\$ -	\$ -	\$ (2,352)	\$ (2,352)
Unearned premium revenue	\$ 130	\$ 17	\$ 3	\$ 119	\$ 269

(1) - An issue represents the aggregate of financial guarantee policies that share the same revenue source for purposes of making debt service payments.

(2) - Represents contractual principal and interest payments due by the issuer of the obligations insured by MBIA.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

The following table provides information about the financial guarantees and related claim liability included in each of MBIA's surveillance categories as of December 31, 2011:

\$ in millions	Surveillance Categories				Total
	Caution List Low	Caution List Medium	Caution List High	Classified List	
Number of policies	54	28	14	200	296
Number of issues <sup>(1)</sup>	32	18	11	130	191
Remaining weighted average contract period (in years)	8.2	5.6	6.0	9.6	8.8
Gross insured contractual payments outstanding <sup>(2)</sup> :					
Principal	\$ 4,310	\$ 1,213	\$ 561	\$ 10,420	\$ 16,504
Interest	2,653	351	144	5,836	8,984
<b>Total</b>	<b>\$ 6,963</b>	<b>\$ 1,564</b>	<b>\$ 705</b>	<b>\$ 16,256</b>	<b>\$ 25,488</b>
Gross claim liability	\$ -	\$ -	\$ -	\$ 1,812	\$ 1,812
Less:					
Gross potential recoveries	-	-	-	3,813	3,813
Discount, net	-	-	-	177	177
Net claim liability (recoverable)	\$ -	\$ -	\$ -	\$ (2,178)	\$ (2,178)
Unearned premium revenue	\$ 155	\$ 16	\$ 3	\$ 134	\$ 308

(1) - An issue represents the aggregate of financial guarantee policies that share the same revenue source for purposes of making debt service payments.

(2) - Represents contractual principal and interest payments due by the issuer of the obligations insured by MBIA.

The gross claim liability as of September 30, 2012 and December 31, 2011 in the preceding tables represents the Company's estimate of undiscounted probability-weighted future claim payments, which principally relate to insured first-lien and second-lien RMBS transactions and U.S. public finance transactions. The gross potential recoveries represent the Company's estimate of undiscounted probability-weighted recoveries of actual claim payments and recoveries of estimated future claim payments, and principally relate to insured second-lien RMBS transactions. Both amounts reflect the elimination of claim liabilities and potential recoveries related to VIEs consolidated by the Company.

The following table presents the components of the Company's loss and LAE reserves and insurance loss recoverable as reported on the Company's consolidated balance sheets as of September 30, 2012 and December 31, 2011 for insured obligations within MBIA's Classified List. The loss reserves (claim liability) and insurance claim loss recoverable included in the following table represent the present value of the probability-weighted future claim payments and recoveries reported in the preceding tables.

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<b>In millions</b>	<b>As of September 30, 2012</b>	<b>As of December 31, 2011</b>
Loss reserves (claim liability)	\$ 862	\$ 781
LAE reserves	83	55
<b>Loss and LAE reserves</b>	<b>\$ 945</b>	<b>\$ 836</b>
Insurance claim loss recoverable	\$ (3,281)	\$ (3,032)
LAE insurance loss recoverable	(35)	(14)
<b>Insurance loss recoverable</b>	<b>\$ (3,316)</b>	<b>\$ (3,046)</b>
Reinsurance recoverable on unpaid losses	\$ 13	\$ 15
Reinsurance recoverable on paid losses	2	1
<b>Reinsurance recoverable on paid and unpaid losses</b>	<b>\$ 15</b>	<b>\$ 16</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

As of September 30, 2012, loss and LAE reserves include \$1.3 billion of reserves for expected future payments offset by expected recoveries of such future payments of \$395 million. As of December 31, 2011, loss and LAE reserves included \$1.4 billion of reserves for expected future payments offset by expected recoveries of such future payments of \$562 million. As of September 30, 2012 and December 31, 2011, the insurance loss recoverable primarily related to estimated recoveries of payments made by the Company resulting from ineligible mortgage loans in certain insured second-lien residential mortgage loan securitizations that are subject to a contractual obligation by the sellers/servicers to repurchase or replace the ineligible mortgage loans and expected future recoveries on second-lien RMBS transactions resulting from expected excess spread generated by performing loans in such transactions. The Company expects to be reimbursed for the majority of its potential recoveries related to ineligible mortgage loans by the second quarter of 2013.

Total paid losses and LAE, net of reinsurance and collections, for the nine months ended September 30, 2012 was \$489 million, including \$330 million related to insured second-lien RMBS transactions. For the nine months ended September 30, 2012, the increase in insurance loss recoverable related to paid losses totaled \$270 million, and primarily related to insured second-lien RMBS transactions.

The following table presents the Company's second-lien RMBS exposure, gross undiscounted claim liability and potential recoveries for amounts excluding consolidated VIEs and amounts related to consolidated VIEs, as of September 30, 2012. All insured transactions with potential recoveries are included within the Classified List.

Second-lien RMBS Exposure \$ in billions	Issues	Outstanding		Gross Undiscounted		
		Gross Principal	Gross Interest	Claim Liability	Potential Recoveries	
<b>Excluding Consolidated VIEs:</b>						
Insured issues designated as Classified List	22	\$ 4.2	\$ 1.7	\$ 0.3	\$ 3.2	
Insured issues reviewed with potential recoveries	15	\$ 3.9	\$ 1.6	\$ 0.2	\$ 3.1	
<b>Consolidated VIEs:</b>						
Insured issues designated as Classified List	12	\$ 2.3	\$ 0.9	\$ 0.1	\$ 1.4	
Insured issues reviewed with potential recoveries	11	\$ 2.2	\$ 0.8	\$ 0.1	\$ 1.4	

The Company has performed reviews on 29 of the 34 total insured issues designated as Classified List and recorded potential recoveries on 26 of those 29 issues, primarily related to four issuers (Countrywide, RFC, GMAC and Credit Suisse). In addition, the Company has received consideration on two transactions, including one Alt-A transaction, which have been excluded in the preceding table.

The following table presents changes in the Company's loss and LAE reserves for the nine months ended September 30, 2012. Changes in the loss and LAE reserves attributable to the accretion of the claim liability discount, changes in discount rates, changes in the timing and amounts of estimated payments and recoveries, changes in assumptions and changes in LAE reserves are recorded in Losses and loss adjustment expenses in the Company's consolidated statements of operations. As of September 30, 2012, the weighted average risk-free rate used to discount the Company's loss reserves (claim liability) was 1.26%. LAE reserves are expected to be settled within a one-year period and are not discounted.

In  
millions

Changes in Loss and LAE Reserves for the Nine Months Ended September 30, 2012

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Gross Loss and LAE Reserves as of December 31, 2011	Loss Payments for Cases with Reserves	Accretion of Claim Liability Discount	Changes in Discount Rates	Changes in Timing of Payments	Changes in Amount of Net Payments	Changes in Assumptions	Changes in Unearned Premium Revenue	Changes in LAE Reserves	Gross Loss and LAE Reserves as of September 30, 2012
\$ 836	\$ (283)	\$ 9	\$ 26	\$ 52	\$ 3	\$ 267	\$ 7	\$ 28	\$ 945

The increase in the Company's gross loss and LAE reserves reflected in the preceding table was primarily due to changes in assumptions, timing of payments, and changes in LAE reserves, offset by decreases in reserves related to loss payments on insured first-lien and second-lien RMBS issues outstanding as of December 31, 2011.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

Current period changes in the Company's estimate of potential recoveries may be recorded as an insurance loss recoverable asset, netted against the gross loss and LAE reserve liability, or both. The following table presents changes in the Company's insurance loss recoverable and changes in recoveries on unpaid losses reported within the Company's claim liability for the nine months ended September 30, 2012. Changes in insurance loss recoverable attributable to the accretion of the discount on the recoverable, changes in discount rates, changes in the timing and amounts of estimated collections, changes in assumptions and changes in LAE recoveries are recorded in Losses and loss adjustment expenses in the Company's consolidated statements of operations.

**Changes in Insurance Loss Recoverable and Recoveries on Unpaid Losses  
for the Nine Months Ended September 30, 2012**

In millions	Gross Reserve as of December 31, 2011	Collections for Cases with Recoveries	Accretion of Recoveries	Changes in Discount Rates	Changes in Timing of Collections	Changes in Amount of Collections	Changes in Assumptions	Changes in LAE Recoveries	Gross Reserve as of September 30, 2012
Insurance loss recoverable	\$ 3,046	\$ (6)	\$ 30	\$ 8	\$ -	\$ (149)	\$ 366	\$ 21	\$ 3,316
Recoveries on unpaid losses	562	-	6	19	-	-	(185)	(7)	395
<b>Total</b>	<b>\$ 3,608</b>	<b>\$ (6)</b>	<b>\$ 36</b>	<b>\$ 27</b>	<b>\$ -</b>	<b>\$ (149)</b>	<b>\$ 181</b>	<b>\$ 14</b>	<b>\$ 3,711</b>

The Company's insurance loss recoverable increased during 2012 primarily due to changes in assumptions associated with issues outstanding as of December 31, 2011, which related to increases in excess spread and ineligible mortgage loans included in insured second-lien residential mortgage securitization exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgages, partially offset by changes in the amount of collections. Recoveries on unpaid losses decreased primarily due to changes in assumptions as a result of a reduction of excess spread related to first-lien and second-lien RMBS transactions offset by changes in discount rates.

The following table presents the Company's total estimated recoveries from ineligible mortgage loans included in certain insured second-lien mortgage loan securitizations as of September 30, 2012. The total estimated recoveries from ineligible mortgage loans of \$3.2 billion include \$2.1 billion recorded as Insurance loss recoverable and \$1.1 billion recorded as Loan repurchase commitments presented under the heading Assets of consolidated variable interest entities on the Company's consolidated balance sheets.

In millions	Total Estimated Recoveries from Ineligible Mortgage Loans as of	Accretion of Future Collections	Changes in Discount Rates	Recoveries (Collections)	Changes in Amount of Collections	Changes in Assumptions	Total Estimated Recoveries from Ineligible Mortgage Loans as of
Total Estimated Recoveries from Ineligible Mortgage Loans as of	September 30, 2012						September 30, 2012



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December 31,

2011											
\$	3,119	\$	34	\$	2	\$ -	\$ -	\$	92	\$	3,247

The Company's total estimated recoveries from ineligible mortgage loans in the preceding table increased primarily as a result of the probability-weighted scenarios as described within the preceding "Second-lien RMBS Recoveries" section.

Remediation actions may involve, among other things, waivers or renegotiations of financial covenants or triggers, waivers of contractual provisions, the granting of consents, transfer of servicing, consideration of restructuring plans, acceleration, security or collateral enforcement, actions in bankruptcy or receivership, litigation and similar actions. The types of remedial actions pursued are based on the insured obligation's risk type and the nature and scope of the event giving rise to the remediation. As part of any such remedial actions, MBIA seeks to improve its security position and to obtain concessions from the issuer of the insured obligation. From time to time, the issuer of an MBIA-insured obligation may, with the consent of MBIA, restructure the insured obligation by extending the term, increasing or decreasing the par amount or decreasing the related interest rate, with MBIA insuring the restructured obligation.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 5: Loss and Loss Adjustment Expense Reserves (continued)**

Costs associated with remediating insured obligations assigned to the Company's Caution List Low, Caution List Medium, Caution List High and Classified List are recorded as LAE. LAE is primarily recorded as part of the Company's provision for its loss reserves and included in Losses and loss adjustment on the Company's consolidated statements of operations. The following table presents the gross expenses related to remedial actions for insured obligations:

In millions	Nine Months Ended September 30,	
	2012	2011
Loss adjustment expense incurred, gross	\$ 113	\$ 76

**Note 6: Fair Value of Financial Instruments*****Fair Value Measurement***

Fair value is a market-based measure considered from the perspective of a market participant. Therefore, even when market assumptions are not readily available, the Company's own assumptions are set to reflect those which it believes market participants would use in pricing an asset or liability at the measurement date. The fair value measurements of financial instruments held or issued by the Company are determined through the use of observable market data when available. Market data is obtained from a variety of third-party sources, including dealer quotes. If dealer quotes are not available for an instrument that is infrequently traded, the Company uses alternate valuation methods, including either dealer quotes for similar instruments or modeling using market data inputs. The use of alternate valuation methods generally requires considerable judgment in the application of estimates and assumptions, and changes to such estimates and assumptions may produce materially different fair values.

The accounting guidance for fair value measurement establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available and reliable. Observable inputs are those the Company believes that market participants would use in pricing an asset or liability based on available market data. Unobservable inputs are those that reflect the Company's beliefs about the assumptions market participants would use in pricing an asset or liability based on the best information available. The fair value hierarchy is broken down into three levels based on the observability and reliability of inputs, as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities that the Company can access. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail any degree of judgment.

Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Level 2 assets include debt securities with quoted prices that are traded less frequently than exchange-traded instruments, securities which are priced using observable inputs and derivative contracts whose values are determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data.

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Level 3 Valuations based on inputs that are unobservable and supported by little or no market activity and that are significant to the overall fair value measurement. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques where significant inputs are unobservable, as well as instruments for which the determination of fair value requires significant management judgment or estimation.

The availability of observable inputs can vary from product to product and period to period and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the product. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the Company assigns the level in the fair value hierarchy for which the fair value measurement in its entirety falls, based on the least observable input that is significant to the fair value measurement.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)***1. Financial Assets (excluding derivative assets)*

Financial assets, excluding derivative assets, held by the Company primarily consist of investments in debt securities. Substantially all of the Company's investments are priced by independent third parties, including pricing services and brokers. Typically the Company receives one pricing service value or broker quote for each instrument, which represents a non-binding indication of value. The Company reviews the assumptions, inputs and methodologies used by pricing services to obtain reasonable assurance that the prices used in its valuations reflect fair value. When the Company believes a third-party quotation differs significantly from its internally developed expectation of fair value, whether higher or lower, the Company reviews its data or assumptions with the provider. This review includes comparing significant assumptions such as prepayment speeds, default ratios, forward yield curves, credit spreads and other significant quantitative inputs to internal assumptions, and working with the price provider to reconcile the differences. The price provider may subsequently provide an updated price. In the event that the price provider does not update their price, and the Company still does not agree with the price provided, the Company will try to obtain a price from another third-party provider, such as a broker, or use an internally developed price which it believes represents the fair value of the investment. The fair values of investments for which internal prices were used were not significant to the aggregate fair value of the Company's investment portfolio as of September 30, 2012 or December 31, 2011. All challenges to third-party prices are reviewed by staff of the Company with relevant expertise to ensure reasonableness of assumptions.

In addition to challenging pricing assumptions, the Company obtains reports from the independent accountants for significant third-party pricing services attesting to the effectiveness of the controls over data provided to the Company. These reports are obtained annually and are reviewed by the Company to ensure key controls are applied by the pricing services, and that appropriate user controls are in place at the Company to ensure proper measurement of the fair values of its investments. In the event that any controls in these reports are deemed as ineffective by independent accountants, the Company will take the necessary actions to ensure that internal user controls are in place to mitigate the control risks. No deficiencies were noted for significant third-party pricing services used.

*2. Financial Liabilities (excluding derivative liabilities)*

Financial liabilities, excluding derivative liabilities, issued by the Company primarily consist of investment agreements and MTNs within its wind-down operations, and debt issued for general corporate purposes. Investment agreements, MTNs, and corporate debt are typically recorded at face value adjusted for premiums or discounts. Financial liabilities that the Company has elected to fair value or that require fair value reporting or disclosures are valued based on the estimated value of the underlying collateral, the Company's or a third-party's estimate of discounted cash flow model estimates, or quoted market values for similar products. These valuations include adjustments for expected nonperformance risk of the Company.

*3. Derivative Assets and Liabilities*

The Company's derivative liabilities are primarily insured credit derivatives that reference structured pools of cash securities and CDSs. The Company generally insured the most senior liabilities of such transactions, and at the inception of transactions its exposure generally had more subordination than needed to achieve triple-A ratings from credit rating agencies. The types of collateral underlying its insured derivatives consist of cash securities and CDSs referencing primarily corporate, asset-backed, residential mortgage-backed, commercial mortgage-backed, CRE loans, and CDO securities.

The Company's insured credit derivative contracts are non-traded structured credit derivative transactions. Since insured derivatives are highly customized and there is generally no observable market for these derivatives, the Company estimates their fair values in a hypothetical market based on internal and third-party models simulating what a similar company would charge to assume the Company's position in the transaction at the measurement date. This pricing would be based on the expected loss of the exposure. The Company reviews its valuation model results on a quarterly basis to assess the appropriateness of the assumptions and results in light of current market activity and conditions. This review is performed by internal staff with relevant expertise. If live market spreads or securities prices are observable for similar transactions, those

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spreads are an integral part of the analysis. New insured transactions that resemble existing (previously insured) transactions, if any, would be considered, as well as negotiated settlements of existing transactions.

The Company may from time to time make changes in its valuation techniques if the change results in a measurement that it believes is equally or more representative of fair value under current circumstances.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)***4. Internal Review Process*

All significant financial assets and liabilities, including derivative assets and liabilities, are reviewed by committees created by the Company to ensure compliance with the Company's policies and risk procedures in the development of fair values of financial assets and liabilities. These valuation committees review, among other things, key assumptions used for internally developed prices, significant changes in sources and uses of inputs, including changes in model approaches, and any adjustments from third-party inputs or prices to internally developed inputs or prices. The committees also review any significant impairment or improvements in fair values of the financial instruments from prior periods. From time to time, these committees will reach out to the Company valuation experts to better understand key methods and assumptions used for the determination of fair value, including understanding significant changes in fair values. These committees are comprised of senior finance team members with the relevant experience in the financial assets their committee is responsible for. For each quarter, these committees document their agreement with the fair values developed by management of the Company as reported in the quarterly financial statements.

***Valuation Techniques***

Valuation techniques for financial instruments measured at fair value and included in the tables that follow are described below.

***Fixed-Maturity Securities (including short-term investments) Held as Available-For-Sale, Fixed-Maturity Securities at Fair Value, Investments Pledged as Collateral, Investments Held-to-Maturity, and Other Investments***

Fixed-maturity securities (including short-term investments) held as available-for-sale, fixed-maturity securities at fair value, investments pledged as collateral, and other investments include investments in U.S. Treasury and government agencies, foreign governments, corporate obligations, MBS and ABS (including CMBS and CDOs), state and municipal bonds and equity securities (including perpetual preferred securities and money market mutual funds).

These investments are generally valued based on recently executed transaction prices or quoted market prices. When quoted market prices are not available, fair value is generally determined using quoted prices of similar investments or a valuation model based on observable and unobservable inputs. Inputs vary depending on the type of investment. Observable inputs include contractual cash flows, interest rate yield curves, CDS spreads, prepayment and volatility scores, diversity scores, cross-currency basis index spreads, and credit spreads for structures similar to the financial instrument in terms of issuer, maturity and seniority. Unobservable inputs include cash flow projections and the value of any credit enhancement.

The fair value of the investments held-to-maturity is determined using discounted cash flow models. Key inputs include unobservable cash flows projected over the expected term of the investment discounted using observable interest rate yield curves of similar securities.

Investments based on quoted market prices of identical investments in active markets are classified as Level 1 of the fair value hierarchy. Level 1 investments generally consist of U.S. Treasury and foreign government and agency investments. Quoted market prices of investments in less active markets, as well as investments which are valued based on other than quoted prices for which the inputs are observable, such as interest rate yield curves, are categorized in Level 2 of the fair value hierarchy. Investments that contain significant inputs that are not observable are categorized as Level 3.

***Cash and Cash Equivalents, Receivable for Investments Sold, and Accrued Investment Income***

The carrying amounts of cash and cash equivalents, receivable for investments sold, and accrued investment income approximate fair values due to the short-term nature and credit worthiness of these instruments.

*Loans Receivable at Fair Value*

Loans receivable at fair value are comprised of loans held by consolidated VIEs consisting of residential mortgage loans, commercial mortgage loans and other whole business loans. Fair values of residential mortgage loans are determined using quoted prices for MBS with similar characteristics and adjustments for the fair values of the financial guarantees provided by MBIA Corp. on the related MBS. Fair values of commercial mortgage loans and other whole business loans are valued based on quoted prices of similar collateralized MBS. Loans receivable at fair value are categorized in Level 3 of the fair value hierarchy.

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### **MBIA Inc. and Subsidiaries**

#### **Notes to Consolidated Financial Statements (Unaudited)**

#### **Note 6: Fair Value of Financial Instruments (continued)**

##### *Loan Repurchase Commitments*

Loan repurchase commitments are obligations owed by the sellers/servicers of mortgage loans to either MBIA as reimbursement of paid claims or to the RMBS trusts as defined in the transaction documents. Loan repurchase commitments are assets of the consolidated VIEs. This asset represents the rights of MBIA against the sellers/servicers for breaches of representations and warranties that the securitized residential mortgage loans sold to the trust to comply with stated underwriting guidelines and for the sellers/servicers to cure, replace, or repurchase mortgage loans. Fair value measurements of loan repurchase commitments represent the amounts owed by the sellers/servicers to either MBIA as reimbursement of paid claims or to the RMBS trusts as defined in the transaction documents. Loan repurchase commitments are not securities and no quoted prices or comparable market transaction information are observable or available. Loan repurchase commitments at fair value are categorized in Level 3 of the fair value hierarchy. Fair values of loan repurchase commitments are determined using discounted cash flow techniques based on inputs including:

breach rates representing the rate at which the sellers/servicers failed to comply with stated representations and warranties;

recovery rates representing the estimates of future cash flows for the asset, including estimates about possible variations in the amount of cash flows expected to be collected;

expectations about possible variations in the timing of collections of the cash flows; and

time value of money, represented by the rate on risk-free monetary assets.

##### *Investment Agreements*

The fair values of investment agreements are determined using discounted cash flow techniques based on contractual cash flows and observable interest rates currently being offered for similar agreements with comparable maturity dates. Investment agreements contain collateralization and termination agreements that substantially mitigate the nonperformance risk of the Company. As the terms of the notes are private, and the contract cash flows are not observable, these investment agreements are categorized as Level 3 of the fair value hierarchy.

##### *Medium-Term Notes*

The fair values of MTNs are based on quoted market prices provided by third-party sources, where available. When quoted market prices are not available, the Company applies a matrix pricing grid based on the quoted market prices received and the MTNs' stated maturity and interest rate to determine fair value. Nonperformance risk is included in the quoted market prices and the matrix pricing grid.

The Company has elected to record three MTNs at fair value as they contain embedded derivatives which cannot accurately be separated from the host debt instrument and fair valued separately, therefore, these three MTNs are carried at fair value with changes in fair value reflected in earnings. The remaining MTNs, which are not carried at fair value, do not contain embedded derivatives.

As these MTNs are illiquid and the prices reflect significant unobservable inputs, they are categorized as Level 3 of the fair value hierarchy.



*Variable Interest Entity Notes*

The fair values of VIE notes are determined based on recently executed transaction prices or quoted prices where observable. When position-specific quoted prices are not observable, fair values are based on quoted prices of similar securities. Fair values based on quoted prices of similar securities may be adjusted for factors unique to the securities, including any credit enhancement. When observable quoted prices are not available, fair value is determined based on discounted cash flow techniques of the underlying collateral using observable and unobservable inputs. Observable inputs include interest rate yield curves and bond spreads of similar securities. Unobservable inputs include the value of any credit enhancement. VIE notes are categorized in Level 2 or Level 3 of the fair value hierarchy based on the lowest level input that is significant to the fair value measurement in its entirety.

*Long-term Debt*

Long-term debt consists of notes, debentures, surplus notes and floating rate liquidity loans. The fair value of long-term notes, debentures and surplus notes are estimated based on quoted prices for the identical or similar securities. The fair value for floating rate liquidity loans are determined using discounted cash flow techniques of the underlying collateral pledged to the specific loans, as these loans are non-recourse and fully backed by a pool of underlying assets. Long-term debt is categorized as Level 2 of the fair value hierarchy.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)***Derivatives Asset/Liability Products*

The asset/liability products business has entered into derivative transactions primarily consisting of interest rate swaps, cross currency swaps, and CDS contracts. Fair values of over-the-counter derivatives are determined using valuation models based on observable inputs, nonperformance risk of the Company's own credit and nonperformance risk of the counterparties. Observable and market-based inputs include interest rate yields, credit spreads and volatilities. These derivatives are categorized in Level 2 or Level 3 of the fair value hierarchy based on the input that is significant to the fair value measurement in its entirety.

The Company has policies and procedures in place regarding counterparties, including review and approval of the counterparty and the Company's exposure limit, collateral posting requirements, collateral monitoring and margin calls on collateral. The Company manages counterparty credit risk on an individual counterparty basis through master netting arrangements covering derivative transactions in the asset/liability products and corporate segments. These agreements allow the Company to contractually net amounts due from a counterparty with those amounts due to such counterparty when certain triggering events occur. The Company only executes swaps under master netting agreements, which typically contain mutual credit downgrade provisions that generally provide the ability to require assignment or termination in the event either the Company or the counterparty is downgraded below a specified credit rating. The netting agreements minimize the potential for losses related to credit exposure and thus serve to mitigate the Company's nonperformance risk under these derivatives.

In certain cases, the Company also manages credit risk through collateral agreements that give the Company the right to hold or the obligation to provide collateral when the current market value of derivative contracts exceeds an exposure threshold. Under these arrangements, the Company may provide U.S. Treasury and other highly rated securities or cash to secure the derivative. The delivery of high-quality collateral can minimize credit exposure and mitigate the potential for nonperformance risk impacting the fair values of the derivatives.

*Derivatives Insurance*

The derivative contracts insured by the Company cannot be legally traded and generally do not have observable market prices. The Company determines the fair values of insured credit derivatives using valuation models.

Approximately 81% of the balance sheet fair value of insured credit derivatives as of September 30, 2012 was valued using the Binomial Expansion Technique ( BET ) Model. Approximately 19% of the balance sheet fair value of insured credit derivatives as of September 30, 2012 was valued using the internally developed Direct Price Model. An immaterial amount of insured credit derivatives were valued using the dual-default model. The valuation of insured derivatives includes the impact of its own credit standing. All of these derivatives are categorized as Level 3 of the fair value hierarchy as their fair value is derived using significant unobservable inputs.

**A. Description of the BET Model****1. Valuation Model Overview**

The BET Model estimates what a bond insurer would charge to guarantee a transaction at the measurement date, based on the market-implied default risk of the underlying collateral and the remaining structural protection in a deductible or subordination.

Inputs to the process of determining fair value for structured transactions using the BET Model include estimates of collateral loss, allocation of loss to separate tranches of the capital structure, and calculation of the change in value.

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Estimates of aggregated collateral losses are calculated by reference to the following (described in further detail under BET Model Inputs below):

credit spreads of underlying collateral based on actual spreads or spreads on similar collateral with similar ratings, or in some cases, are benchmarked; for collateral pools where the spread distribution is characterized by extremes, each segment of the pool is modeled separately instead of using an overall pool average;

diversity score of the collateral pool as an indication of correlation of collateral defaults; and

recovery rate for all defaulted collateral.

Allocation of losses to separate tranches of the capital structure according to priority of payments in a transaction.

The inception-to-date unrealized gain or loss on a transaction is the difference between the original price of the risk (the original market-implied expected loss) and the current price of the risk based on the assumed market-implied expected losses derived from the model.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 6: Fair Value of Financial Instruments (continued)**

Additional structural assumptions of the BET Model are:

Default probabilities are determined by three factors: credit spread, recovery rate after default, and the time period under risk.

Frequencies of defaults are modeled evenly over time.

Collateral assets are generally considered on an average basis rather than being modeled on an individual basis.

Collateral asset correlation is modeled using a diversity score which is calculated based on industry or sector concentrations. Recovery rates are based on historical averages and updated based on market evidence.

**2. BET Model Inputs**

**a. Credit spreads**

The average spread of collateral is a key input as the Company assumes credit spreads reflect the market's assessment of default probability for each piece of collateral. Spreads are obtained from market data sources published by third parties (e.g., dealer spread tables for assets most closely resembling collateral within the Company's transactions) as well as collateral-specific spreads on the underlying reference obligations provided by trustees or market sources. Also, when these sources are not available, the Company benchmarks spreads for collateral against market spreads or prices. This data is reviewed on an ongoing basis for reasonableness and applicability to the Company's derivative portfolio. The Company also calculates spreads based on quoted prices and on internal assumptions about expected life, when pricing information is available and spread information is not.

The Company uses the spread hierarchy listed below in determining which source of spread information to use, with the rule being to use CDS spreads where available and cash security spreads as the next alternative.

Spread Hierarchy:

Collateral-specific credit spreads when observable.

Sector-specific spread tables by asset class and rating.

Corporate spreads, including Bloomberg spread tables based on rating.

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Benchmark from most relevant market source when corporate spreads are not directly relevant.

There were some transactions where the Company incorporated multiple levels within the hierarchy, including using actual collateral-specific credit spreads in combination with a calculated spread based on an assumed relationship. In those cases, MBIA classified the transaction as being benchmarked from the most relevant spread source even though the majority of the average spread was from actual collateral-specific spreads. As of September 30, 2012, sector-specific spreads were used in 9% of the transactions valued using the BET Model. Corporate spreads were used in 46% of the transactions and spreads benchmarked from the most relevant spread source were used for 45% of the transactions. The spread source can also be identified by whether or not it is based on collateral weighted average rating factor (WARF). No collateral-specific spreads are based on WARF, sector-specific and corporate spreads are based on WARF, and some benchmarked spreads are based on WARF. WARF-sourced and/or ratings-sourced credit spreads were used for 77% of the transactions.

Over time, the data inputs change as new sources become available, existing sources are discontinued or are no longer considered to be reliable or the most appropriate. It is always the Company's objective to use more observable spread hierarchies defined above. However, the Company may on occasion move to less observable spread inputs due to the discontinuation of data sources or due to the Company considering certain spread inputs no longer representative of market spreads.

### b. Diversity Scores

Diversity scores are a means of estimating the diversification in a portfolio. The diversity score estimates the number of uncorrelated assets that are assumed to have the same loss distribution as the actual portfolio of correlated assets. While diversity score is a required input into the BET model, due to current high levels of default within the collateral of the structures, diversity score does not have a significant impact on valuation.

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### **MBIA Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements (Unaudited)**

#### **Note 6: Fair Value of Financial Instruments (continued)**

##### c. Recovery Rate

The recovery rate represents the percentage of par expected to be recovered after an asset defaults, indicating the severity of a potential loss. MBIA generally uses rating agency recovery assumptions which may be adjusted to account for differences between the characteristics and performance of the collateral used by the rating agencies and the actual collateral in MBIA-insured transactions. The Company may also adjust rating agency assumptions based on the performance of the collateral manager and on empirical market data.

##### d. Nonperformance Risk

The Company's valuation methodology for insured credit derivative liabilities incorporates the Company's own nonperformance risk. The Company calculates the fair value by discounting the market value loss estimated through the BET Model at discount rates which include MBIA CDS spreads as of September 30, 2012. The CDS spreads assigned to each deal are based on the weighted average life of the deal. The Company limits the nonperformance impact so that the derivative liability could not be lower than the Company's recovery derivative price multiplied by the unadjusted derivative liability.

#### B. Description of Direct Price Model

##### 1. Valuation Model Overview

The Direct Price Model uses quoted market prices of financial assets correlated to the underlying collateral of the pool of assets backing the liabilities guaranteed by certain insured derivative liabilities. These quoted market prices are adjusted to reflect the unique characteristics of the liabilities of the entities backed by the correlated assets and unique terms of the insured derivative contracts.

##### 2. Model Inputs

###### Collateral prices

Fair value of collateral is based on quoted prices when available. When quoted prices are not available, a matrix pricing grid is used based on security type and rating to determine fair value of collateral which applies an average based on securities with the same rating and security type categories.

###### Interest rates

The present value of the market-implied potential losses was calculated assuming that MBIA deferred all principal losses to the legal final maturity. This was done through a cash flow model that calculated potential interest payments in each period and the potential principal loss at the legal final maturity. These cash flows were discounted using the LIBOR flat swap curve.

###### Nonperformance risk

The methodology for calculating MBIA's nonperformance risk is the same as used for the BET Model. Due to the current level of MBIA CDS spread rates and the long tenure of these transactions, the derivative recovery rate was used to estimate nonperformance risk for all transactions

marked by this model.

#### Overall Model Results

As of September 30, 2012 and December 31, 2011, the Company's net insured derivative liability was \$3.3 billion and \$4.8 billion, respectively, and was primarily related to the fair values of insured credit derivatives, based on the results of the aforementioned pricing models. In the current environment, the most significant driver of changes in fair value is nonperformance risk. In aggregate, the nonperformance calculation resulted in a pre-tax net insured derivative liability that was \$4.4 billion and \$5.7 billion lower than the net liability that would have been estimated if the Company excluded nonperformance risk in its valuation as of September 30, 2012 and December 31, 2011, respectively. Nonperformance risk is a fair value concept and does not contradict the Company's internal view, based on fundamental credit analysis of the Company's economic condition, that the Company will be able to pay all claims when due.

#### *Warrants*

Stock warrants issued by the Company are recorded at fair value based on a modified Black-Scholes model. Inputs into the warrant valuation include interest rates, stock volatilities and dividend data. As all significant inputs are market-based and observable, warrants are categorized in Level 2 of the fair value hierarchy.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)***Financial Guarantees*

**Gross Financial Guarantees** The fair value of gross financial guarantees is determined using discounted cash flow techniques based on inputs that include (i) assumptions of expected losses on financial guarantee policies where loss reserves have not been recognized, (ii) amount of losses expected on financial guarantee policies where loss reserves have been established, net of expected recoveries, (iii) the cost of capital reserves required to support the financial guarantee liability, (iv) operating expenses, and (v) discount rates. The MBIA Corp. CDS spread and recovery rate are used as the discount rate for MBIA Corp., while the CDS spread and recovery rate of a similar municipal insurance company are used as the discount rate for National, as National does not have a published CDS spread and recovery rate.

The carrying value of the Company's gross financial guarantees consists of unearned premium revenue and loss and LAE reserves, net of the insurance loss recoverable as reported on MBIA's consolidated balance sheets.

**Ceded Financial Guarantees** The fair value of ceded financial guarantees is determined by applying the percentage ceded to reinsurers to the related fair value of the gross financial guarantees. The carrying value of ceded financial guarantees consists of prepaid reinsurance premiums and reinsurance recoverable on paid and unpaid losses as reported within Other assets on the Company's consolidated balance sheets.

*Significant Unobservable Inputs*

The following table provides quantitative information regarding the significant unobservable inputs used by the Company for assets and liabilities measured at fair value on a recurring basis as of September 30, 2012. This table excludes inputs used to measure fair value that are not developed by the Company, such as broker prices and other third-party pricing service valuations.

In millions	Fair Value as of September 30, 2012	Valuation Techniques	Unobservable Input	Range (Weighted Average)
<b>Assets of consolidated VIEs:</b>				
Loans receivable at fair value	\$ 1,892	Quoted market prices adjusted for financial guarantees provided to VIE obligations	Impact of financial guarantee	0% - 22% (4%)
Loan repurchase commitments	1,051	Discounted cash flow	Recovery rates	9% - 96% (43%)
			Breach rates	65% - 94% (78%)
<b>Liabilities of consolidated VIEs:</b>				
Variable interest entity notes	1,885	Quoted market prices of VIE assets adjusted for financial guarantees provided	Impact of financial guarantee	0% - 20% (6%)
<b>Credit derivative liabilities, net:</b>				
CMBS	1,533	BET Model	Recovery rates	20% - 90% (51%)
			Nonperformance risk	8% - 62% (57%)
			Weighted average life (in years)	0.3 - 5.9 (4.6)
			CMBS spreads	1% - 22% (12%)



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Multi-sector CDO	628	Direct Price Model	Nonperformance risk	63% - 63% (63%)
Other	1,156	BET Model	Recovery rates	42% - 75% (47%)
			Nonperformance risk	8% - 63% (50%)
			Weighted average life (in years)	0.2 - 19.0 (3.1)

### *Sensitivity of Significant Unobservable Inputs*

The significant unobservable input used in the fair value measurement of the Company's loans receivable at fair value of consolidated VIEs is the impact of the financial guarantee. The fair value of loans receivable is calculated by subtracting the value of the financial guarantee from the market value of VIE liabilities. The value of a financial guarantee is estimated by the Company as the present value of expected cash payments under the policy. As expected cash payments provided by the Company under the insurance policy increase, there is a lower expected cash flow on the underlying loans receivable of the VIE. This results in a lower fair value of the loans receivable in relation to the obligations of the VIE.

The significant unobservable inputs used in the fair value measurement of the Company's loan repurchase commitments of consolidated VIEs are the recovery rates and the breach rates. Recovery rates reflect the estimates of future cash flows reduced for litigation delays and risks and/or potential financial distress of the sellers/services. The estimated recoveries of the loan repurchase commitments may differ from the actual recoveries that may be received in the future. Breach rates represent the rate at which the mortgages fail to comply with stated representations and warranties of the sellers/servicers. Significant increases or decreases in the recovery rates and the breach rates would result in significantly higher or lower fair values of the loan repurchase commitments, respectively. Additionally, changes in the legal environment and the ability of the counterparties to pay would impact the recovery rate assumptions, which could significantly impact the fair value measurement. Any significant challenges by the counterparties to the Company's determination of breaches of representations and warranties could significantly adversely impact the fair value measurement. Recovery rates and breach rates are determined independently. Changes in one input will not necessarily have any impact on the other input.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 6: Fair Value of Financial Instruments (continued)**

The significant unobservable input used in the fair value measurement of the Company's variable interest entity notes of consolidated VIEs is the impact of the financial guarantee. The fair value of VIE notes is calculated by adding the value of the financial guarantee to the market value of VIE assets. The value of a financial guarantee is estimated by the Company as the present value of expected cash payments under the policy. As the value of the guarantee provided by the Company to the obligations issued by the VIE increases, the credit support adds value to the liabilities of the VIE. This results in an increase in the fair value of the liabilities of the VIE.

The significant unobservable inputs used in the fair value measurement of the Company's CMBS credit derivatives, which are valued using the BET Model, are CMBS spreads, recovery rates, nonperformance risk and weighted average life. The CMBS spread is an indicator of credit risk of the collateral securities. The recovery rate represents the percentage of notional expected to be recovered after an asset defaults, indicating the severity of a potential loss. The nonperformance risk is an assumption of the Company's own ability to pay and whether the Company will have the necessary resources to pay the obligations as they come due. Weighted average life is based on the Company's estimate of when the principal of the underlying collateral of the CMBS structure will be repaid. A significant increase or decrease in CMBS spreads or weighted average life would result in an increase or decrease in the fair value of the derivative liabilities, respectively. Any significant increase or decrease in recovery rates or the Company's nonperformance risk would result in a decrease or increase in the fair value of the derivative liabilities, respectively. CMBS spreads, recovery rates, nonperformance risk and weighted average lives are determined independently. Changes in one input will not necessarily have any impact on the other inputs.

The significant unobservable input used in the fair value measurement of the Company's multi-sector CDO credit derivatives, which are valued using the Direct Price Model, is nonperformance risk. The nonperformance risk is an assumption of the Company's own ability to pay and whether the Company will have the necessary resources to pay the obligations as they come due. Any significant increase or decrease in the Company's nonperformance risk would result in a decrease or increase in the fair value of the derivative liabilities, respectively.

The significant unobservable inputs used in the fair value measurement of the Company's other credit derivatives, which are valued using the BET Model, are recovery rates, nonperformance risk and weighted average life. The recovery rate represents the percentage of notional expected to be recovered after an asset defaults, indicating the severity of a potential loss. The nonperformance risk is an assumption of the Company's own ability to pay and whether the Company will have the necessary resources to pay the obligations as they come due. Weighted average life is based on the Company's estimate of when the principal of the underlying collateral will be repaid. Any significant increase or decrease in weighted average life would result in an increase or decrease in the fair value of the derivative liabilities, respectively. Any significant increase or decrease in recovery rates or the Company's nonperformance risk would result in a decrease or increase in the fair value of the derivative liabilities, respectively. Recovery rates, nonperformance risk and weighted average lives are determined independently. Changes in one input will not necessarily have any impact on the other inputs.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)***Fair Value Measurements*

The following tables present the fair value of the Company's assets (including short-term investments) and liabilities measured and reported at fair value on a recurring basis as of September 30, 2012 and December 31, 2011:

In millions	Fair Value Measurements at Reporting Date Using				Balance as of September 30, 2012
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	
Assets:					
Investments:					
Fixed-maturity investments:					
Taxable bonds:					
U.S. Treasury and government agency	\$ 860	\$ 101	\$ -	\$ -	\$ 961
Foreign governments	257	72	12 <sup>(1)</sup>	-	341
Corporate obligations	1	1,136	91 <sup>(1)</sup>	-	1,228
Mortgage-backed securities:					
Residential mortgage-backed agency	-	1,073	-	-	1,073
Residential mortgage-backed non-agency	-	169	7 <sup>(1)</sup>	-	176
Commercial mortgage-backed	-	19	30 <sup>(1)</sup>	-	49
Asset-backed securities:					
Collateralized debt obligations	-	64	30 <sup>(1)</sup>	-	94
Other asset-backed	-	116	73 <sup>(1)</sup>	-	189
State and municipal bonds	-	888	71 <sup>(1)</sup>	-	959
Total taxable bonds	1,118	3,638	314	-	5,070
Tax-exempt bonds:					
State and municipal bonds	-	925	23 <sup>(1)</sup>	-	948
Other fixed-maturity investments	-	10	-	-	10
Total fixed-maturity investments	1,118	4,573	337	-	6,028
Money market securities	593	-	-	-	593
Perpetual preferred securities	-	28	3 <sup>(1)</sup>	-	31
Other	20	-	11 <sup>(1)</sup>	-	31
Total investments	1,731	4,601	351	-	6,683
Cash and cash equivalents	298	-	-	-	298
Derivative assets:					
Insured derivative assets:					
Credit derivatives	-	-	1	-	1
Non-insured derivative assets:					

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Interest rate derivatives	-	95	4 <sup>(1)</sup>	(96)	3
Total derivative assets	-	95	5	(96)	4

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Fair Value Measurements at Reporting Date Using				Balance as of September 30, 2012
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	
Assets of consolidated VIEs:					
Fixed-maturity investments:					
Corporate obligations	-	219	83 <sup>(1)</sup>	-	302
Mortgage-backed securities:					
Residential mortgage-backed non-agency	-	852	8 <sup>(1)</sup>	-	860
Commercial mortgage-backed	-	409	13 <sup>(1)</sup>	-	422
Asset-backed securities:					
Collateralized debt obligations	-	191	173 <sup>(1)</sup>	-	364
Other asset-backed	-	126	66 <sup>(1)</sup>	-	192
State and municipal taxable bonds	-	41	-	-	41
Money market securities	15	-	-	-	15
Total fixed-maturity investments	15	1,838	343	-	2,196
Cash	143	-	-	-	143
Loans receivable	-	-	1,892	-	1,892
Loan repurchase commitments	-	-	1,051	-	1,051
Total assets	\$ 2,187	\$ 6,534	\$ 3,642	\$ (96)	\$ 12,267
Liabilities:					
Medium-term notes	\$ -	\$ -	\$ 168 <sup>(1)</sup>	\$ -	\$ 168
Derivative liabilities:					
Insured derivatives:					
Credit derivatives	-	14	3,318	-	3,332
Non-insured derivatives:					
Interest rate derivatives	-	305	4 <sup>(1)</sup>	(311)	(2)
Currency derivatives	-	1	1 <sup>(1)</sup>	-	2
Other liabilities:					
Warrants	-	18	-	-	18
Liabilities of consolidated VIEs:					
Variable interest entity notes	-	1,741	1,885	-	3,626
Derivative liabilities:					
Interest rate derivatives	-	157	-	-	157
Currency derivatives	-	-	23 <sup>(1)</sup>	-	23
Total liabilities	\$ -	\$ 2,236	\$ 5,399	\$ (311)	\$ 7,324

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(1) - Unobservable inputs are either not developed by the Company or do not significantly impact the overall fair values of the aggregate financial assets and liabilities.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Fair Value Measurements at Reporting Date Using				Balance as of December 31, 2011
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	
Assets:					
Investments:					
Fixed-maturity investments:					
Taxable bonds:					
U.S. Treasury and government agency	\$ 1,038	\$ 103	\$ -	\$ -	\$ 1,141
Foreign governments	277	62	11	-	350
Corporate obligations	1	1,531	207	-	1,739
Mortgage-backed securities:					
Residential mortgage-backed agency	-	1,276	8	-	1,284
Residential mortgage-backed non-agency	-	350	17	-	367
Commercial mortgage-backed	-	34	24	-	58
Asset-backed securities:					
Collateralized debt obligations	-	78	60	-	138
Other asset-backed	-	130	317	-	447
State and municipal bonds	-	924	-	-	924
Total taxable bonds	1,316	4,488	644	-	6,448
Tax-exempt bonds:					
State and municipal bonds	-	1,137	28	-	1,165
Other fixed-maturity investments	-	15	-	-	15
Total fixed-maturity investments	1,316	5,640	672	-	7,628
Money market securities	912	-	-	-	912
Perpetual preferred securities	-	106	1	-	107
Other	25	-	10	-	35
Total investments	2,253	5,746	683	-	8,682
Cash and cash equivalents	473	-	-	-	473
Derivative assets:					
Non-insured derivative assets:					
Credit derivatives	-	1	-	-	1
Interest rate derivatives	-	91	3	-	94
Other	-	-	-	(93)	(93)
Total derivative assets	-	92	3	(93)	2

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Fair Value Measurements at Reporting Date Using				Balance as of December 31, 2011
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Counterparty and Cash Collateral Netting	
Assets of consolidated VIEs:					
Fixed-maturity investments:					
Corporate obligations	-	170	69	-	239
Mortgage-backed securities:					
Residential mortgage-backed agency	-	3	-	-	3
Residential mortgage-backed non-agency	-	1,437	21	-	1,458
Commercial mortgage-backed	-	559	22	-	581
Asset-backed securities:					
Collateralized debt obligations	-	330	203	-	533
Other asset-backed	-	236	67	-	303
Money market securities	199	-	-	-	199
Total fixed-maturity investments	199	2,735	382	-	3,316
Cash	160	-	-	-	160
Loans receivable	-	-	2,046	-	2,046
Loan repurchase commitments	-	-	1,077	-	1,077
Derivative assets:					
Credit derivatives	-	-	447	-	447
Interest rate derivatives	-	3	-	-	3
Total assets	\$ 3,085	\$ 8,576	\$ 4,638	\$ (93)	\$ 16,206
Liabilities:					
Medium-term notes	\$ -	\$ -	\$ 165	\$ -	\$ 165
Derivative liabilities:					
Insured derivatives:					
Credit derivatives	-	18	4,790	-	4,808
Non-insured derivatives:					
Interest rate derivatives	-	445	-	-	445
Currency derivatives	-	4	-	-	4
Other	-	-	-	(93)	(93)
Other liabilities:					
Warrants	-	38	-	-	38
Liabilities of consolidated VIEs:					
Variable interest entity notes	-	1,865	2,889	-	4,754
Derivative liabilities:					
Credit derivatives	-	-	527	-	527
Interest rate derivatives	-	281	-	-	281
Currency derivatives	-	-	17	-	17



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Total liabilities	\$	-	\$	2,651	\$	8,388	\$	(93)	\$	10,946
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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

Level 3 assets at fair value, as of September 30, 2012 and December 31, 2011 represented approximately 30% and 29%, respectively, of total assets measured at fair value. Level 3 liabilities at fair value, as of September 30, 2012 and December 31, 2011 represented approximately 74% and 77%, respectively, of total liabilities measured at fair value.

The following tables present the fair values and carrying values of the Company's assets and liabilities that are disclosed at fair value but not reported at fair value on the Company's consolidated balance sheets as of September 30, 2012 and December 31, 2011:

In millions	Fair Value Measurements at Reporting Date			Fair Value Balance as of September 30, 2012	Carry Value Balance as of September 30, 2012
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
<b>Assets:</b>					
Other investments	\$ -	\$ -	\$ 9	\$ 9	\$ 9
Accrued investment income <sup>(1)</sup>	51	-	-	51	51
Receivable for investments sold <sup>(1)</sup>	159	-	-	159	159
<b>Assets of consolidated VIEs:</b>					
Investments held-to-maturity	-	-	2,867	2,867	3,015
<b>Total assets</b>	<b>\$ 210</b>	<b>\$ -</b>	<b>\$ 2,876</b>	<b>\$ 3,086</b>	<b>\$ 3,234</b>
<b>Liabilities:</b>					
Investment agreements	\$ -	\$ -	\$ 1,254	\$ 1,254	\$ 993
Medium-term notes	-	-	1,068	1,068	1,438
Long-term debt	-	1,109	-	1,109	1,836
Payable for investments purchased <sup>(2)</sup>	150	-	-	150	150
<b>Liabilities of consolidated VIEs:</b>					
Variable interest entity notes	-	-	3,166	3,166	3,468
<b>Total liabilities</b>	<b>\$ 150</b>	<b>\$ 1,109</b>	<b>\$ 5,488</b>	<b>\$ 6,747</b>	<b>\$ 7,885</b>
<b>Financial Guarantees:</b>					
Gross	\$ -	\$ -	\$ 866	\$ 866	\$ 720
Ceded	-	-	88	88	94

(1) - Reported within Other assets on MBIA's consolidated balance sheets.

(2) - Reported within Other liabilities on MBIA's consolidated balance sheets.



**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Fair Value Measurements at Reporting Date Using			Fair Value Balance as of December 31, 2011	Carry Value Balance as of December 31, 2011
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
<b>Assets:</b>					
Other investments	\$ -	\$ -	\$ 11	\$ 11	\$ 11
Accrued investment income <sup>(1)</sup>	63	-	-	63	63
Receivable for investments sold <sup>(1)</sup>	32	-	-	32	32
<b>Assets of consolidated VIEs:</b>					
Investments held-to-maturity	-	-	3,489	3,489	3,843
<b>Total assets</b>	<b>\$ 95</b>	<b>\$ -</b>	<b>\$ 3,500</b>	<b>\$ 3,595</b>	<b>\$ 3,949</b>
<b>Liabilities:</b>					
Investment agreements	\$ -	\$ -	\$ 1,853	\$ 1,853	\$ 1,578
Medium-term notes	-	-	1,187	1,187	1,491
Securities sold under agreements to repurchase	-	286	-	286	287
Long-term debt	-	1,117	-	1,117	1,840
Payable for investments purchased <sup>(2)</sup>	3	-	-	3	3
<b>Liabilities of consolidated VIEs:</b>					
Variable interest entity notes	-	-	3,297	3,297	3,943
Long-term debt	-	-	368	368	360
<b>Total liabilities</b>	<b>\$ 3</b>	<b>\$ 1,403</b>	<b>\$ 6,705</b>	<b>\$ 8,111</b>	<b>\$ 9,502</b>
<b>Financial Guarantees:</b>					
Gross	\$ -	\$ -	\$ 1,451	\$ 1,451	\$ 1,305
Ceded	-	-	94	94	104

(1) - Reported within Other assets on MBIA's consolidated balance sheets.

(2) - Reported within Other liabilities on MBIA's consolidated balance sheets.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

The following tables present information about changes in Level 3 assets (including short-term investments) and liabilities measured at fair value on a recurring basis for the three months ended September 30, 2012 and 2011:

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2012**

In millions	Balance, Beginning of Period	Realized Gains / (Losses)	Unrealized Gains / (Losses) Included in Earnings	Unrealized Gains / (Losses) Included in OCI	Foreign Exchange Recognized in OCI Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized Gains (Losses) for the Period Included in Earnings for Assets still held as of
													September 30, 2012
Assets:													
Foreign governments	\$ 12	\$ -	\$ -	\$ -	\$ 1	\$ 9	\$ -	\$ (10)	\$ -	\$ -	\$ -	\$ 12	\$ -
Corporate obligations	98	-	4	(2)	-	2	-	(13)	-	10	(8)	91	3
Residential mortgage- backed agency	4	-	-	-	-	-	-	(1)	-	-	(3)	-	-
Residential mortgage- backed non-agency	33	(1)	-	2	-	-	-	(5)	-	1	(23)	7	-
Commercial mortgage-backed	27	-	-	1	-	1	-	-	-	1	-	30	-
Collateralized debt obligations	29	(4)	-	9	-	-	-	(4)	-	4	(4)	30	-
Other asset-backed	69	(2)	-	2	-	1	-	(1)	-	4	-	73	-
State and municipal taxable bonds	-	-	-	-	-	-	-	-	-	71	-	71	-
State and municipal tax-exempt bonds	25	-	-	-	-	-	-	(2)	-	-	-	23	-
Perpetual preferred securities	3	-	-	-	-	-	-	-	-	-	-	3	-

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Other investments	10	-	1	-	-	-	-	-	-	-	-	11	-
Assets of consolidated VIEs:													
Corporate obligations	95	-	(10)	-	-	-	-	(2)	-	3	(3)	83	1
Residential mortgage-backed non-agency	10	-	-	-	-	-	-	(1)	-	2	(3)	8	-
Commercial mortgage-backed	12	-	1	-	-	-	-	-	-	-	-	13	1
Collateralized debt obligations	140	-	(5)	2	-	-	-	(1)	-	37	-	173	(2)
Other asset-backed	42	-	(1)	-	-	-	-	(5)	-	30	-	66	1
Loans receivable	1,903	-	61	-	-	-	-	(72)	-	-	-	1,892	61
Loan repurchase commitments	1,032	-	19	-	-	-	-	-	-	-	-	1,051	19
<b>Total assets</b>	<b>\$ 3,544</b>	<b>\$ (7)</b>	<b>\$ 70</b>	<b>\$ 14</b>	<b>\$ 1</b>	<b>\$ 13</b>	<b>\$ -</b>	<b>\$ (117)</b>	<b>\$ -</b>	<b>\$ 163</b>	<b>\$ (44)</b>	<b>\$ 3,637</b>	<b>\$ 84</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Balance, Beginning of Period	Realized (Gains) / Losses	Unrealized (Gains) / Losses Included in Earnings	Unrealized (Gains) / Losses Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized (Gains) Losses for the Period Included in Earnings for Liabilities still held as of September 30,
													2012
<b>Liabilities:</b>													
Medium-term notes	\$ 151	\$ -	\$ 14	\$ -	\$ 3	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 168	\$ 14
Credit derivatives, net	3,285	-	32	-	-	-	-	-	-	-	-	3,317	33
Interest rate derivatives, net	(4)	-	-	-	-	-	-	-	-	4	-	-	5
Currency derivatives, net	-	-	-	-	-	-	-	-	-	1	-	1	-
<b>Liabilities of consolidated VIEs:</b>													
VIE notes	1,867	-	128	-	-	-	-	(110)	-	-	-	1,885	128
Currency derivatives, net	21	-	2	-	-	-	-	-	-	-	-	23	2
<b>Total liabilities</b>	<b>\$ 5,320</b>	<b>\$ -</b>	<b>\$ 176</b>	<b>\$ -</b>	<b>\$ 3</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (110)</b>	<b>\$ -</b>	<b>\$ 5</b>	<b>\$ -</b>	<b>\$ 5,394</b>	<b>\$ 182</b>

(1) - Transferred in and out at the end of the period.

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Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2011

In millions	Balance, Beginning of Period	Realized Gains / (Losses)	Unrealized Gains / (Losses) Included in Earnings	Unrealized Gains / (Losses) Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized Gains (Losses) for the Period Included in Earnings for Assets still held as of September 30, 2011
Assets:													
Foreign governments	\$ 13	\$ -	\$ -	\$ -	\$ (2)	\$ 3	\$ -	\$ (3)	\$ -	\$ -	\$ -	\$ 11	\$ -
Corporate obligations	294	(1)	-	(10)	(5)	19	-	(32)	(38)	115	-	342	-
Residential mortgage- backed agency	-	-	-	-	-	1	-	-	-	-	-	1	-
Residential mortgage- backed non-agency	28	(1)	-	1	-	4	-	(4)	-	1	(2)	27	-
Commercial mortgage-backed	50	(2)	-	-	-	-	-	(3)	(13)	-	-	32	-
Collateralized debt obligations	162	(2)	-	(3)	-	39	2	(79)	(28)	1	(25)	67	-
Other asset-backed	331	-	-	(27)	-	-	-	(9)	-	3	(28)	270	-
State and municipal taxable bonds	13	1	-	1	-	-	-	(15)	-	-	-	-	-
State and municipal tax-exempt bonds	32	-	-	-	-	-	-	(2)	-	-	-	30	-
Perpetual preferred securities	-	-	-	-	-	-	-	-	-	1	-	1	-
Assets of consolidated VIEs:													
Corporate obligations	62	-	(5)	-	-	-	-	(1)	-	7	-	63	(2)
Residential mortgage- backed non-agency	17	-	3	-	-	-	-	(1)	(6)	2	-	15	1
Commercial mortgage-backed	27	-	(1)	-	-	-	-	-	(11)	2	-	17	(2)
Collateralized debt obligations	201	-	(17)	(7)	-	60	-	(1)	(21)	12	(21)	206	(14)
Other asset-backed	73	-	5	-	-	-	-	-	(6)	-	(1)	71	5
Loans receivable	2,320	-	(36)	-	-	-	-	(66)	-	-	-	2,218	(36)
Loan repurchase commitments	905	-	33	-	-	-	-	-	-	-	-	938	33



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Total assets      \$ 4,528      \$ (5)      \$ (18)      \$ (45)      \$ (7)      \$ 126      \$ 2      \$ (216)      \$ (123)      \$ 144      \$ (77)      \$ 4,309      \$ (15)

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Balance, Beginning of Period	Realized (Gains) / Losses	Unrealized (Gains) / Losses Included in Earnings	Unrealized (Gains) / Losses Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized (Gains) Losses for the Period Included in Earnings for Liabilities still held as of
													September 30, 2011
<b>Liabilities:</b>													
Medium-term notes	\$ 206	\$ -	\$ (69)	\$ -	\$ (9)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 128	\$ (69)
Credit derivatives, net	5,657	78	(777)	-	-	-	-	(78)	-	-	-	4,880	(388)
Interest rate derivatives, net	(4)	-	1	-	-	-	-	-	-	-	-	(3)	5
<b>Liabilities of consolidated VIEs:</b>													
VIE notes	4,513	-	(194)	-	-	-	-	(207)	(981)	-	-	3,131	(194)
Credit derivatives, net	920	-	(154)	-	-	-	-	(1)	-	-	-	765	(154)
Currency derivatives, net	16	-	2	-	-	-	-	-	-	-	-	18	2
<b>Total liabilities</b>	<b>\$ 11,308</b>	<b>\$ 78</b>	<b>\$ (1,191)</b>	<b>\$ -</b>	<b>\$ (9)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (286)</b>	<b>\$ (981)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 8,919</b>	<b>\$ (798)</b>

(1) - Transferred in and out at the end of the period.

Transfers into and out of Level 3 were \$168 million and \$44 million, respectively, for the three months ended September 30, 2012. Transfers into and out of Level 2 were \$44 million and \$168 million, respectively, for the three months ended September 30, 2012. Transfers into Level 3 were principally for state and municipal taxable bonds, CDOs, other asset-backed and corporate obligations where inputs, which are significant

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to their valuation, became unobservable during the year. These inputs included spreads, prepayment speeds, default speeds, default severities, yield curves observable at commonly quoted intervals, and market corroborated inputs. Residential mortgage-backed non-agency and corporate obligations comprised the majority of the transferred instruments out of Level 3. There were no transfers into or out of Level 1.

Transfers into and out of Level 3 were \$144 million and \$77 million, respectively, for the three months ended September 30, 2011. Transfers into and out of Level 2 were \$77 million and \$144 million, respectively, for the three months ended September 30, 2011. These transfers were principally for available-for-sale securities where inputs, which are significant to their valuation, became observable or unobservable during the quarter. These inputs included spreads, prepayment speeds, default speeds, default severities, yield curves observable at commonly quoted intervals, and market corroborated inputs. Corporate obligations, CDOs and other asset-backed comprised the majority of the transferred instruments. There were no transfers into or out of Level 1.

All Level 1, 2 and 3 designations are made at the end of each accounting period.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

The following tables present information about changes in Level 3 assets (including short-term investments) and liabilities measured at fair value on a recurring basis for the nine months ended September 30, 2012 and 2011:

**Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2012**

In millions	Balance, Beginning of Year	Realized Gains / (Losses)	Unrealized Gains / (Losses) Included in Earnings	Unrealized Gains / (Losses) Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized Gains (Losses) for the Period Included in Earnings for Assets still held as of September 30, 2012
<b>Assets:</b>													
Foreign governments	\$ 11	\$ -	\$ -	\$ -	\$ 1	\$ 22	\$ -	\$ (19)	\$ (3)	\$ -	\$ -	\$ 12	\$ -
Corporate obligations	207	(15)	9	24	-	18	-	(29)	(140)	25	(8)	91	8
Residential mortgage-backed agency	8	-	-	1	-	-	-	(1)	-	4	(12)	-	-
Residential mortgage-backed non-agency	17	(1)	-	(1)	-	-	-	(11)	(3)	31	(25)	7	-
Commercial mortgage-backed	24	-	-	5	-	1	-	-	-	1	(1)	30	-
Collateralized debt obligations	60	(9)	-	18	-	-	-	(12)	(10)	14	(31)	30	-
Other asset-backed	317	(58)	-	71	-	5	-	(11)	(250)	5	(6)	73	-
State and municipal taxable bonds	-	-	-	-	-	-	-	-	-	71	-	71	-
State and municipal tax-exempt bonds	28	-	-	-	-	-	-	(5)	-	-	-	23	-
Perpetual preferred	1	-	-	1	-	-	-	-	-	4	(3)	3	-

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securities													
Other investments	10	-	1	-	-	-	-	-	-	-	-	11	-
Assets of consolidated VIEs:													
Corporate obligations	69	-	(15)	(6)	-	28	-	(5)	-	15	(3)	83	3
Residential mortgage-backed non-agency	21	-	6	-	-	-	-	(5)	(15)	5	(4)	8	3
Commercial mortgage-backed Collateralized debt obligations	22	-	3	-	-	-	-	(3)	(8)	5	(6)	13	2
Other asset-backed	67	-	4	-	-	4	-	(8)	(35)	34	-	66	5
Loans receivable	2,046	-	52	-	-	-	-	(204)	(2)	-	-	1,892	52
Loan repurchase commitments	1,077	-	(26)	-	-	-	-	-	-	-	-	1,051	(26)
<b>Total assets</b>	<b>\$ 4,188</b>	<b>\$ (83)</b>	<b>\$ 29</b>	<b>\$ 112</b>	<b>\$ 1</b>	<b>\$ 78</b>	<b>\$ -</b>	<b>\$ (314)</b>	<b>\$ (540)</b>	<b>\$ 265</b>	<b>\$ (99)</b>	<b>\$ 3,637</b>	<b>\$ 52</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

In millions	Balance, Beginning of Year	Realized (Gains) / Losses	Unrealized (Gains) / Losses Included in Earnings	Unrealized (Gains) / Losses Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized (Gains) Losses for the Period Included in Earnings for Liabilities still held as of
													September 30, 2012
<b>Liabilities:</b>													
Medium-term notes	\$ 165	\$ -	\$ 3	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 168	\$ 4
Credit derivatives, net	4,790	463	(1,473)	-	-	-	-	(463)	-	-	-	3,317	(538)
Interest rate derivatives, net	(3)	-	(1)	-	-	-	-	-	-	4	-	-	12
Interest rate derivatives, net	-	-	-	-	-	-	-	-	-	1	-	1	-
<b>Liabilities of consolidated VIEs:</b>													
VIE notes	2,889	-	348	-	-	-	-	(369)	(983)	-	-	1,885	292
Credit derivatives, net	80	-	2	-	-	-	-	-	(82)	-	-	-	-
Currency derivatives, net	17	-	6	-	-	-	-	-	-	-	-	23	6
<b>Total liabilities</b>	<b>\$ 7,938</b>	<b>\$ 463</b>	<b>\$(1,115)</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$(832)</b>	<b>\$(1,065)</b>	<b>\$ 5</b>	<b>\$ -</b>	<b>\$ 5,394</b>	<b>\$(224)</b>

(1) - Transferred in and out at the end of the period.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)****Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2011**

In millions	Balance, Beginning of Year	Realized Gains / (Losses)	Unrealized Gains / (Losses) Included in Earnings	Unrealized Gains / (Losses) Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized Gains (Losses) for the Period Included in Earnings for Assets still held as of September 30, 2011
<b>Assets:</b>													
Foreign governments	\$ 11	\$ -	\$ -	\$ -	\$ (1)	\$ 9	\$ -	\$ (8)	\$ -	\$ 7	\$ (7)	\$ 11	\$ -
Corporate obligations	246	(1)	-	(3)	(2)	30	-	(65)	(50)	202	(15)	342	-
Residential mortgage- backed agency	41	-	-	1	-	2	-	(1)	(1)	-	(41)	1	-
Residential mortgage- backed non-agency	48	(2)	-	11	(1)	15	-	(14)	(19)	9	(20)	27	-
Commercial mortgage-backed	41	(2)	-	2	1	8	-	(3)	(14)	-	(1)	32	-
Collateralized debt obligations	192	(4)	-	25	-	46	3	(112)	(36)	49	(96)	67	-
Other asset-backed	349	-	-	(26)	-	10	-	(20)	(2)	16	(57)	270	-
State and municipal taxable bonds	14	1	-	-	-	-	-	(15)	-	-	-	-	-
State and municipal tax-exempt bonds	36	-	-	-	-	2	-	(7)	(1)	-	-	30	-
Perpetual preferred securities	-	-	-	-	-	-	-	-	-	1	-	1	-

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Assets of consolidated VIEs:														
Corporate obligations	82	-	(18)	-	-	-	-	(5)	-	11	(7)	63	(2)	
Residential mortgage- backed non-agency	40	-	2	3	-	-	-	(6)	(6)	2	(20)	15	2	
Commercial mortgage-backed	23	-	6	-	-	-	-	(2)	(12)	2	-	17	3	
Collateralized debt obligations	245	-	(27)	(7)	-	60	-	(3)	(21)	48	(89)	206	1	
Other asset-backed	81	-	(3)	-	-	-	-	(2)	(6)	2	(1)	71	2	
Loans receivable	2,183	-	260	-	-	-	-	(223)	(2)	-	-	2,218	260	
Loan repurchase commitments	835	-	91	-	-	-	12	-	-	-	-	938	91	
Total assets	\$ 4,467	\$ (8)	\$ 311	\$ 6	\$ (3)	\$ 182	\$ 15	\$ (486)	\$ (170)	\$ 349	\$ (354)	\$ 4,309	\$ 357	



In millions	Balance, Beginning of Year	Realized (Gains) / Losses	Unrealized (Gains) / Losses Included in Earnings	Unrealized (Gains) / Losses Included in OCI	Foreign Exchange Recognized in OCI or Earnings	Purchases	Issuances	Settlements	Sales	Transfers into Level 3 <sup>(1)</sup>	Transfers out of Level 3 <sup>(1)</sup>	Ending Balance	Change in Unrealized (Gains) Losses for the Period Included In Earnings for Liabilities still held as of September 30, 2011
<b>Liabilities:</b>													
Medium-term notes	\$ 116	\$ -	\$ 9	\$ -	\$ 3	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 128	\$ 9
Credit derivatives, net	4,350	683	530	-	-	-	-	(683)	-	-	-	4,880	2,160
Interest rate derivatives, net	(5)	-	1	-	-	-	-	-	-	1	-	(3)	6
<b>Liabilities of consolidated VIEs:</b>													
VIE notes	4,673	-	75	-	-	-	-	(456)	(1,161)	-	-	3,131	75
Credit derivatives, net	768	-	(3)	-	-	-	-	-	-	-	-	765	(3)
Currency derivatives, net	14	-	4	-	-	-	-	-	-	-	-	18	4
<b>Total liabilities</b>	<b>\$ 9,916</b>	<b>\$ 683</b>	<b>\$ 616</b>	<b>\$ -</b>	<b>\$ 3</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (1,139)</b>	<b>\$ (1,161)</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ 8,919</b>	<b>\$ 2,251</b>

(1) - Transferred in and out at the end of the period.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

Transfers into and out of Level 3 were \$270 million and \$99 million, respectively, for the nine months ended September 30, 2012. Transfers into and out of Level 2 were \$99 million and \$270 million, respectively, for the nine months ended September 30, 2012. Transfers into Level 3 were principally related to state and municipal taxable bonds, CDOs, other asset-backed, residential mortgage-backed non-agency and corporate obligations where inputs, which are significant to their valuation, became unobservable during the year. These inputs included spreads, prepayment speeds, default speeds, default severities, yield curves observable at commonly quoted intervals, and market corroborated inputs. CDOs, residential mortgage-backed non-agency, residential mortgage-backed agency and corporate obligations comprised the majority of the transferred instruments out of Level 3. There were no transfers into or out of Level 1.

Transfers into and out of Level 3 were \$350 million and \$354 million, respectively, for the nine months ended September 30, 2011. Transfers into and out of Level 2 were \$354 million and \$350 million, respectively, for the nine months ended September 30, 2011. These transfers were principally related to available-for-sale securities where inputs, which are significant to their valuation, became observable or unobservable during the quarter. These inputs included spreads, prepayment speeds, default speeds, default severities, yield curves observable at commonly quoted intervals, and market corroborated inputs. Corporate obligations, CDOs, residential mortgage-backed non-agency and other asset-backed comprised the majority of the transferred instruments. There were no transfers into or out of Level 1.

All Level 1, 2 and 3 designations are made at the end of each accounting period.

Gains and losses (realized and unrealized) included in earnings relating to Level 3 assets and liabilities for the three months ended September 30, 2012 and 2011 are reported on the Company's consolidated statements of operations as follows:

In millions	Three Months Ended September 30, 2012			Consolidated VIEs Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange
	Unrealized Gains (Losses) on Insured Derivatives	Net Realized Gains (Losses)	Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange	
Total gains (losses) included in earnings	\$ (32)	\$ (7)	\$ (9)	\$ (65)
Change in unrealized gains (losses) for the period included in earnings for assets and liabilities still held as of September 30, 2012	\$ (33)	\$ -	\$ (16)	\$ (49)

In millions	Three Months Ended September 30, 2011			Consolidated VIEs
	Unrealized Gains (Losses) on Insured Derivatives	Net Realized Gains (Losses)	Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange	

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	<b>Unrealized Gains (Losses) on Insured Derivatives</b>	<b>Net Realized Gains (Losses)</b>	<b>Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange</b>	<b>Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange</b>
Total gains (losses) included in earnings	\$ 777	\$ (83)	\$ 68	\$ 328
Change in unrealized gains (losses) for the period included in earnings for assets and liabilities still held as of September 30, 2011	\$ 388	\$ -	\$ 64	\$ 331

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

Gains and losses (realized and unrealized) included in earnings relating to Level 3 assets and liabilities for the nine months ended September 30, 2012 and 2011 are reported on the Company's consolidated statements of operations as follows:

	Nine Months Ended September 30, 2012			
	Unrealized Gains (Losses) on Insured Derivatives	Net Realized Gains (Losses)	Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange	Consolidated VIEs Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange
<b>In millions</b>				
Total gains (losses) included in earnings	\$ 1,473	\$ (546)	\$ 8	\$ (337)
Change in unrealized gains (losses) for the period included in earnings for assets and liabilities still held as of September 30, 2012	\$ 538	\$ -	\$ (8)	\$ (254)

	Nine Months Ended September 30, 2011			
	Unrealized Gains (Losses) on Insured Derivatives	Net Realized Gains (Losses)	Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange	Consolidated VIEs Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange
<b>In millions</b>				
Total gains (losses) included in earnings	\$ (530)	\$ (691)	\$ (10)	\$ 235
Change in unrealized gains (losses) for the period included in earnings for assets and liabilities still held as of September 30, 2011	\$ (2,160)	\$ -	\$ (15)	\$ 281

**Fair Value Option**

The Company elected to record at fair value certain financial instruments of VIEs that have been consolidated in connection with the adoption of the accounting guidance for consolidation of VIEs, among others.

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The following table presents the changes in fair value included in the Company's consolidated statements of operations for the three and nine months ended September 30, 2012 and 2011 for all financial instruments for which the fair value option was elected:

In millions	Net Gains (Losses) on Financial Instruments at Fair Value and Foreign Exchange			
	Three Months Ended September 30, 2012	2011	Nine Months Ended September 30, 2012	2011
Fixed-maturity securities held at fair value	\$ 21	\$ (286)	\$ (36)	\$ (338)
Loans receivable at fair value:				
Residential mortgage loans	(4)	(65)	(103)	65
Other loans	(7)	(37)	(48)	(30)
Loan repurchase commitments	19	33	62	103
Other assets	-	(162)	-	(184)
Long-term debt	12	481	140	367

Substantially all gains and losses included in earnings during the nine months ended September 30, 2012 on loans receivable and VIE notes reported in the preceding table are attributable to credit risk. This is primarily due to the high rate of defaults on loans and the collateral supporting the VIE notes, resulting in depressed pricing of the financial instruments.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 6: Fair Value of Financial Instruments (continued)**

The following table reflects the difference between the aggregate fair value and the aggregate remaining contractual principal balance outstanding as of September 30, 2012 and December 31, 2011 for loans and VIE notes for which the fair value option was elected:

In millions	As of September 30, 2012			As of December 31, 2011		
	Contractual Outstanding Principal	Fair Value	Difference	Contractual Outstanding Principal	Fair Value	Difference
Loans receivable at fair value:						
Residential mortgage loans	\$ 2,430	\$ 1,746	\$ 684	\$ 2,769	\$ 1,895	\$ 874
Residential mortgage loans (90 days or more past due)	241	46	195	259	-	259
Other loans	39	16	23	129	43	86
Other loans (90 days or more past due)	206	84	122	324	108	216
Total loans receivable at fair value	\$ 2,916	\$ 1,892	\$ 1,024	\$ 3,481	\$ 2,046	\$ 1,435
Variable interest entity notes	\$ 9,015	\$ 3,626	\$ 5,389	\$ 13,583	\$ 4,754	\$ 8,829

**Note 7: Investments**

The Company's fixed-maturity portfolio consists of high-quality (average rating Aa) taxable and tax-exempt investments of diversified maturities. Other investments primarily comprise equity investments, including those accounted for under the equity method, highly rated perpetual securities and loan receivables that bear interest.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

The following tables present the amortized cost, fair value and other-than-temporary impairments of fixed-maturity investments and other investments designated as available-for-sale in the consolidated investment portfolio of the Company as of September 30, 2012 and December 31, 2011:

In millions	Amortized Cost	Gross Unrealized Gains	September 30, 2012		Other-Than-Temporary Impairments <sup>(1)</sup>
			Gross Unrealized Losses	Fair Value	
Fixed-maturity investments:					
Taxable bonds:					
U.S. Treasury and government agency	\$ 896	\$ 44	\$ (1)	\$ 939	\$ -
Foreign governments	318	22	-	340	-
Corporate obligations	1,068	59	(21)	1,106	3
Mortgage-backed securities:					
Residential mortgage-backed agency	988	48	-	1,036	-
Residential mortgage-backed non-agency	187	16	(36)	167	(24)
Commercial mortgage-backed	46	1	(4)	43	-
Asset-backed securities:					
Collateralized debt obligations	165	-	(74)	91	(26)
Other asset-backed	195	3	(14)	184	-
State and municipal bonds	895	73	(11)	957	-
Total taxable bonds	4,758	266	(161)	4,863	(47)
Tax-exempt bonds:					
State and municipal bonds	886	60	-	946	-
Total fixed-maturity investments	5,644	326	(161)	5,809	(47)
Other investments:					
Perpetual preferred securities	31	-	-	31	-
Other investments	10	-	-	10	-
Money market securities	583	-	-	583	-
Total other investments	624	-	-	624	-
Assets of consolidated VIEs:					
Corporate obligations	177	7	(7)	177	-
Mortgage-backed securities:					
Residential mortgage-backed non-agency	99	-	(12)	87	-
Asset-backed securities:					
Collateralized debt obligations	108	-	(11)	97	-
Other asset-backed	25	1	-	26	-
State and municipal bonds	37	3	-	40	-
Other investments:					
Money market securities	15	-	-	15	-

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Total available-for-sale investments	\$ 6,729	\$ 337	\$ (191)	\$ 6,875	\$ (47)
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(1) - Represents unrealized gains or losses on other than temporarily impaired securities recognized in accumulated other comprehensive income (loss), which includes the non-credit component of impairments, as well as all subsequent changes in fair value of such impaired securities.



**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

In millions	Amortized Cost	Gross Unrealized Gains	December 31, 2011		Other-Than- Temporary Impairments <sup>(1)</sup>
			Gross Unrealized Losses	Fair Value	
Fixed-maturity investments:					
Taxable bonds:					
U.S. Treasury and government agency	\$ 1,091	\$ 39	\$ -	\$ 1,130	\$ -
Foreign governments	326	23	-	349	-
Corporate obligations	1,698	43	(106)	1,635	(2)
Mortgage-backed securities:					
Residential mortgage-backed agency	1,198	47	-	1,245	-
Residential mortgage-backed non-agency	325	31	(83)	273	(57)
Commercial mortgage-backed	58	1	(10)	49	-
Asset-backed securities:					
Collateralized debt obligations	251	-	(118)	133	(43)
Other asset-backed	520	2	(82)	440	(37)
State and municipal bonds	903	35	(17)	921	-
Total taxable bonds	6,370	221	(416)	6,175	(139)
Tax-exempt bonds:					
State and municipal bonds	1,122	41	(2)	1,161	-
Total fixed-maturity investments	7,492	262	(418)	7,336	(139)
Other investments:					
Perpetual preferred securities	127	-	(19)	108	-
Other investments	22	1	-	23	-
Money market securities	911	-	-	911	-
Total other investments	1,060	1	(19)	1,042	-
Assets of consolidated VIEs:					
Corporate obligations	2	-	-	2	-
Mortgage-backed securities:					
Residential mortgage-backed non-agency	119	-	(26)	93	-
Asset-backed securities:					
Collateralized debt obligations	112	-	(15)	97	-
Other asset-backed	41	-	-	41	-
Other investments:					
Money market securities	199	-	-	199	-
Total available-for-sale investments	\$ 9,025	\$ 263	\$ (478)	\$ 8,810	\$ (139)

(1) - Represents unrealized gains or losses on other than temporarily impaired securities recognized in accumulated other comprehensive income (loss), which includes the non-credit component of impairments, as well as all subsequent changes in fair value of such impaired securities.

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The fair value of securities on deposit with various regulatory authorities was \$10 million and \$11 million as of September 30, 2012 and December 31, 2011, respectively. These deposits are required to comply with state insurance laws.

Substantially all of the obligations under investment agreements require the Company to pledge securities as collateral. As of September 30, 2012 and December 31, 2011, the fair value of securities pledged as collateral with respect to these investment agreements approximated \$885 million and \$1.9 billion, respectively. The Company's collateral as of September 30, 2012 consisted principally of RMBS, U.S. Treasury and government agency bonds and state and municipal bonds, and was primarily held with major U.S. banks. Additionally, the Company pledged cash and money market securities as collateral under investment agreements in the amount of \$126 million and \$224 million as of September 30, 2012 and December 31, 2011, respectively.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

The following table presents the distribution by contractual maturity of available-for-sale fixed-maturity investments at amortized cost and fair value as of September 30, 2012. Contractual maturity may differ from expected maturity as borrowers may have the right to call or prepay obligations.

In millions	Consolidated VIEs			
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 828	\$ 830	\$ 7	\$ 7
Due after one year through five years	844	872	123	132
Due after five years through ten years	591	635	-	-
Due after ten years through fifteen years	437	468	84	78
Due after fifteen years	1,363	1,483	-	-
Mortgage-backed	1,221	1,246	99	87
Asset-backed	360	275	133	123
Total fixed-maturity investments	\$ 5,644	\$ 5,809	\$ 446	\$ 427

Investments that are held-to-maturity are reported on the Company's consolidated balance sheets at amortized cost. These investments, which primarily relate to the Company's consolidated VIEs, principally consist of ABS and other fixed-income debt obligations issued by major national and international corporations and other structured finance clients. As of September 30, 2012, unrecognized gross gains were \$20 million and unrecognized gross losses were \$168 million. As of December 31, 2011, unrecognized gross gains were \$17 million and unrecognized gross losses were \$371 million. The following table presents the distribution of held-to-maturity investments by contractual maturity at amortized cost and fair value as of September 30, 2012:

In millions	Consolidated VIEs			
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ -	\$ -	\$ -	\$ -
Due after one year through five years <sup>(1)</sup>	1	1	-	-
Due after five years through ten years	-	-	-	-
Due after ten years through fifteen years	-	-	-	-
Due after fifteen years	-	-	-	-
Mortgage-backed	-	-	-	-
Asset-backed	-	-	3,015	2,867
Total held-to-maturity investments	\$ 1	\$ 1	\$ 3,015	\$ 2,867

(1) - Relates to tax credit investments reported in Other investments on the Company's consolidated balance sheets.

***Impaired Investments***

The following tables present the gross unrealized losses included in accumulated other comprehensive income (loss) as of September 30, 2012 and December 31, 2011 related to available-for-sale fixed-maturity and other investments. These tables segregate investments that have been in a continuous unrealized loss position for less than twelve months from those that have been in a continuous unrealized loss position for twelve months or longer.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

In millions	Less than 12 Months		September 30, 2012 12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Fixed-maturity investments:						
Taxable bonds:						
U.S. Treasury and government agency	\$ 197	\$ (1)	\$ -	\$ -	\$ 197	\$ (1)
Foreign governments	24	-	-	-	24	-
Corporate obligations	60	-	49	(21)	109	(21)
Mortgage-backed securities:						
Residential mortgage-backed agency	8	-	41	-	49	-
Residential mortgage-backed non-agency	2	-	102	(36)	104	(36)
Commercial mortgage-backed	3	-	27	(4)	30	(4)
Asset-backed securities:						
Collateralized debt obligations	2	-	83	(74)	85	(74)
Other asset-backed	1	-	88	(14)	89	(14)
State and municipal bonds	6	-	66	(11)	72	(11)
Total taxable bonds	303	(1)	456	(160)	759	(161)
Tax-exempt bonds:						
State and municipal bonds	1	-	22	-	23	-
Total fixed-maturity investments	304	(1)	478	(160)	782	(161)
Other investments:						
Perpetual preferred securities	-	-	3	-	3	-
Assets of consolidated VIEs:						
Corporate obligations	-	-	54	(7)	54	(7)
Mortgage-backed securities:						
Residential mortgage-backed non-agency	-	-	87	(12)	87	(12)
Asset-backed securities:						
Collateralized debt obligations	-	-	96	(11)	96	(11)
Other asset-backed	-	-	3	-	3	-
Total	\$ 304	\$ (1)	\$ 721	\$ (190)	\$ 1,025	\$ (191)

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

In millions	Less than 12 Months		December 31, 2011 12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>Fixed-maturity investments:</b>						
<b>Taxable bonds:</b>						
U.S. Treasury and government agency	\$ 200	\$ -	\$ -	\$ -	\$ 200	\$ -
Foreign governments	20	-	-	-	20	-
Corporate obligations	297	(15)	418	(91)	715	(106)
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed agency	20	-	49	-	69	-
Residential mortgage-backed non-agency	34	(5)	167	(78)	201	(83)
Commercial mortgage-backed	17	(2)	22	(8)	39	(10)
<b>Asset-backed securities:</b>						
Collateralized debt obligations	13	(2)	117	(116)	130	(118)
Other asset-backed	53	(7)	328	(75)	381	(82)
State and municipal bonds	152	(2)	76	(15)	228	(17)
<b>Total taxable bonds</b>	<b>806</b>	<b>(33)</b>	<b>1,177</b>	<b>(383)</b>	<b>1,983</b>	<b>(416)</b>
<b>Tax-exempt bonds:</b>						
State and municipal bonds	14	-	75	(2)	89	(2)
<b>Total fixed-maturity investments</b>	<b>820</b>	<b>(33)</b>	<b>1,252</b>	<b>(385)</b>	<b>2,072</b>	<b>(418)</b>
<b>Other investments:</b>						
Perpetual preferred securities	47	(3)	45	(16)	92	(19)
<b>Assets of consolidated VIEs:</b>						
Corporate obligations	2	-	-	-	2	-
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed non-agency	3	-	90	(26)	93	(26)
<b>Asset-backed securities:</b>						
Collateralized debt obligations	9	-	88	(15)	97	(15)
Other asset-backed	31	-	-	-	31	-
<b>Total</b>	<b>\$ 912</b>	<b>\$ (36)</b>	<b>\$ 1,475</b>	<b>\$ (442)</b>	<b>\$ 2,387</b>	<b>\$ (478)</b>

Gross unrealized losses on available-for-sale securities presented in the preceding tables decreased as of September 30, 2012 compared with December 31, 2011 primarily due to the sale of several impaired securities included in the Company's asset/liability products investment portfolio and the other-than-temporary impairment to fair value of several other impaired securities since there was an intent to sell them. Investments with unrealized losses that met the criteria described in the Other-Than-Temporary Impairments section below were tested for other-than-temporary impairments and principally related to ABS, MBS, and corporate obligations.

The following table presents the fair values and gross unrealized losses by credit rating category of ABS included in the Company's consolidated investment portfolio as of September 30, 2012 for which fair value was less than amortized cost. Of the total fair value and unrealized losses of ABS, \$57 million of fair value and \$52 million of unrealized losses are included in the Company's asset/liability products investment portfolio. Fair values include the benefit of guarantees provided by financial guarantors, including MBIA. The credit ratings are based on ratings from Moody's as of September 30, 2012 or an alternate ratings source, such as S&P, when a security is not rated by Moody's. For investments that are

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insured by various third-party guarantee insurers, the credit rating reflects the higher of the insurer's rating or the underlying bond's rating.

In millions Asset- backed Sector	Aaa		Aa		A		Baa		Below Investment Grade		Not Rated		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
ABS CDO	\$ 9	\$ -	\$ -	\$ -	\$ 4	\$ -	\$ -	\$ -	\$ 17	\$ (51)	\$ -	\$ -	\$ 30	\$ (51)
Corporate CDO	29	(2)	64	(9)	-	-	-	-	91	(30)	19	(2)	203	(43)
Small business/ student loans	5	-	-	-	-	-	-	-	10	-	-	-	15	-
Other ABS	3	-	1	-	3	-	1	-	10	(2)	7	(3)	25	(5)
<b>Total</b>	<b>\$ 46</b>	<b>\$ (2)</b>	<b>\$ 65</b>	<b>\$ (9)</b>	<b>\$ 7</b>	<b>\$ -</b>	<b>\$ 1</b>	<b>\$ -</b>	<b>\$ 128</b>	<b>\$ (83)</b>	<b>\$ 26</b>	<b>\$ (5)</b>	<b>\$ 273</b>	<b>\$ (99)</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

The Company's investments in ABS reported in the preceding table included 44% rated investment grade and 17% rated Aaa. Of the total ABS investments reported in the preceding table, \$148 million include the benefit of guarantees provided by MBIA Corp. and \$27 million include the benefit of guarantees provided by third-party financial guarantors. The average credit rating of all guaranteed ABS investments using the higher of the guarantors' ratings or the underlying bond ratings was below investment grade and the average underlying credit rating of guaranteed ABS investments, without giving effect to the guarantees, was below investment grade. Without giving effect to the benefit of guarantees provided by financial guarantors, including MBIA Corp., \$135 million or 49% of the securities included in the preceding table were rated below investment grade.

The following table presents the fair values and gross unrealized losses by credit rating category of MBS included in the Company's consolidated investment portfolio as of September 30, 2012 for which fair value was less than amortized cost. Fair values include the benefit of guarantees provided by financial guarantors, including MBIA. The credit ratings are based on ratings from Moody's as of September 30, 2012 or an alternate ratings source, such as S&P, when a security is not rated by Moody's. For investments that are insured by various third-party guarantee insurers, the credit rating reflects the higher of the insurer's rating or the underlying bond's rating.

In millions of mortgage- backed securities	Aaa		Aa		A		Baa		Below Investment Grade		Not Rated		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
MBS:														
Collateralized debt mortgage equity pass-through securities	\$ 41	\$ -	\$ 24	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 30	\$ (5)	\$ 14	\$ (7)	\$ 109	\$ (12)
Other	-	-	57	(10)	-	-	3	(1)	56	(21)	-	-	116	(32)
MBS	8	-	-	-	-	-	-	-	-	-	-	-	8	-
Other	-	-	8	(3)	-	-	-	-	-	-	-	-	8	(3)
MBS	-	-	-	-	-	-	27	(4)	2	(1)	-	-	29	(5)
Total	\$ 49	\$ -	\$ 89	\$ (13)	\$ -	\$ -	\$ 30	\$ (5)	\$ 88	\$ (27)	\$ 14	\$ (7)	\$ 270	\$ (52)

The Company's investments in MBS reported in the preceding table included 62% rated investment grade and 18% rated Aaa. Of the total MBS investments reported in the preceding table, \$10 million include the benefit of guarantees provided by MBIA Corp. and \$184 million include the benefit of guarantees provided by third-party financial guarantors. The average credit rating of all guaranteed MBS investments using the higher of the guarantors' ratings or the underlying bond ratings was below investment grade and the average underlying credit rating of guaranteed MBS investments, without giving effect to the guarantees, was below investment grade. Without giving effect to the benefit of guarantees provided by financial guarantors, including MBIA Corp., \$197 million or 73% of the securities included in the preceding table were rated below investment grade.

The following table presents the fair values and gross unrealized losses by credit rating category of direct corporate obligations included in the Company's consolidated investment portfolio as of September 30, 2012 for which fair value was less than amortized cost. Fair values include the benefit of guarantees provided by financial guarantors, including MBIA. The credit ratings are based on ratings from Moody's as of September 30, 2012 or an alternate ratings source, such as S&P, when a security is not rated by Moody's. For investments that are insured by various third-party guarantee insurers, the credit rating reflects the higher of the insurer's rating or the underlying bond's rating.



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millions	Aaa		Aa		A		Baa		Below Investment Grade		Not Rated		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Corporate obligations	\$ -	\$ -	\$ 4	\$ -	\$ 74	\$ (6)	\$ 59	\$ (7)	\$ 14	\$ (3)	\$ 12	\$ (12)	\$ 163	\$ (28)

The Company's investments in corporate obligations reported in the preceding table included 84% rated investment grade. Of the total corporate obligations reported in the preceding table, \$9 million include the benefit of guarantees provided by third-party financial guarantors. The average credit rating of all guaranteed corporate obligations included in the preceding table using the higher of the guarantors' ratings or the underlying bond ratings was Baa and the average underlying credit rating of these guaranteed corporate obligations without giving effect to the guarantees was Baa. Without giving effect to the benefit of guarantees provided by financial guarantors, \$14 million or 9% of the securities included in the preceding table were rated below investment grade.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

The following tables present the gross unrealized losses of held-to-maturity investments as of September 30, 2012 and December 31, 2011. Held-to-maturity investments are reported at amortized cost on the Company's consolidated balance sheets. The tables segregate investments that have been in a continuous unrealized loss position for less than twelve months from those that have been in a continuous unrealized loss position for twelve months or longer.

In millions	Less than 12 Months		September 30, 2012 12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Assets of consolidated VIEs:						
Other asset-backed securities	\$ -	\$ -	\$ 2,350	\$ (168)	\$ 2,350	\$ (168)

In millions	Less than 12 Months		December 31, 2011 12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Assets of consolidated VIEs:						
Other asset-backed securities	\$ 284	\$ (31)	\$ 2,185	\$ (340)	\$ 2,469	\$ (371)

As of September 30, 2012 and December 31, 2011, the Company's available-for-sale fixed-maturity investment, other investment and held-to-maturity investment portfolios' gross unrealized losses totaled \$359 million and \$849 million, respectively. The weighted average contractual maturity of securities in an unrealized loss position as of September 30, 2012 and December 31, 2011 was 21 years. As of September 30, 2012, there were 193 securities that were in an unrealized loss position for a continuous twelve-month period or longer with aggregate unrealized losses of \$358 million. Within these securities, the book value of 118 securities exceeded market value by more than 5% as presented in the following table:

Percentage Book Value Exceeded Market Value	Number of Securities	Book Value (in millions)	Fair Value (in millions)
Greater than 5% to less than 16%	35	\$ 279	\$ 250
16% to less than 26%	23	791	621
26% to 50%	34	120	75
Greater than 50%	26	87	18
<b>Total</b>	<b>118</b>	<b>\$ 1,277</b>	<b>\$ 964</b>

As of December 31, 2011, there were 290 securities that were in an unrealized loss position for a continuous twelve-month period or longer with aggregate unrealized losses of \$782 million. Within these securities, the book value of 218 securities exceeded market value by more than 5%. The decrease in the number of securities in an unrealized loss position as of September 30, 2012 compared with December 31, 2011 resulted from the sales and impairments of securities during the first nine months of 2012.

**Other-Than-Temporary Impairments**

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The Company has an ongoing review process for all securities in its investment portfolio, including a quarterly assessment of other-than-temporary impairments. This evaluation includes both qualitative and quantitative considerations. In assessing whether a decline in value is related to a credit loss, the Company considers several factors, including but not limited to (i) the magnitude and duration of declines in fair value; (ii) the reasons for the declines in fair value, such as general credit spread movements in each asset-backed sector, transaction-specific changes in credit spreads, credit rating downgrades, modeled defaults, and principal and interest payment priorities within each investment structure; and (iii) any guarantees associated with a security such as those provided by financial guarantee insurance companies, including MBIA Corp. and National.

In calculating credit-related losses, the Company utilizes cash flow modeling based on the type of security. The Company's cash flow analysis considers all sources of cash, including credit enhancement, that support the payment of amounts owed by an issuer of a security. This includes the consideration of cash expected to be provided by financial guarantors, including MBIA Corp., resulting from an actual or potential insurance policy claim. In general, any change in the amount and/or timing of cash flows received or expected to be received, whether or not such cash flows are contractually defined, is reflected in the Company's cash flow analysis for purposes of assessing an other-than-temporary impairment loss on an impaired security.

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**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

ABS investments are evaluated for other-than-temporary impairments using historical collateral performance, deal waterfall and structural protections, credit ratings, and forward looking projections of collateral performance based on business and economic conditions specific to each collateral type and risk. The underlying collateral is evaluated to identify any specific performance concerns, and stress scenarios are considered in forecasting ultimate returns of principal. Based on this evaluation, if a principal default is projected for a security, estimated future cash flows are discounted at the security's purchase yield. If the present value of cash flows is less than the Company's amortized cost for the security, the difference is recorded as an other-than-temporary impairment loss.

RMBS investments are evaluated for other-than-temporary impairments using industry-standard quantitative tools. Loan level data is obtained and analyzed in a model that produces prepayment, default, and severity vectors. The model utilizes macro inputs, including housing price assumptions and interest rates, which are consistent with industry views. The vector outputs are used as inputs to a third-party cash flow model, which considers deal waterfall dynamics and structural features, to generate cash flows for an RMBS investment. These cash flows are then discounted at the security's purchase yield. If the present value of the cash flows is less than the Company's amortized cost for the investment, the difference is recorded as an other-than-temporary impairment loss. For CDO investments, the Company utilizes the same tools as for RMBS securities, aggregating the bond level cash flows to the CDO investment level.

Corporate obligation investments are evaluated for other-than-temporary impairments using industry-standard credit analysis techniques. The Company's analysis includes a detailed review of a number of quantitative and qualitative factors impacting the value of an individual security. These factors include the interest rate of the security (fixed or floating), the security's current market spread, any collateral supporting the security, the security's position in the issuer's capital structure, and credit rating upgrades or downgrades. Additionally, these factors include an assessment of various issuer-related credit metrics including market capitalization, earnings, cash flow, capitalization, interest coverage, leverage, liquidity, management and a third-party quantitative default probability model. The Company's analysis is augmented by comparing market prices for similar securities of other issuers in the same sector, as well as any recent corporate or government actions that may impact the ultimate return of principal. If the Company determines that, after considering these factors, a principal default is projected, a recovery analysis is performed using the above data. If the Company's estimated recovery value for the security is less than its amortized cost, the difference is recorded as an other-than-temporary impairment loss.

The Company does not record other-than-temporary impairments related to credit concerns about issuers of securities insured by MBIA Corp. and National since investors in these securities, including MBIA, are guaranteed payment of principal and interest when due by MBIA. Securities insured by the Company, whether or not owned by the Company, are evaluated for impairment as part of its insurance surveillance process and, therefore, losses on securities insured by the Company are recorded in accordance with its loss reserving policy. Refer to Note 2: Significant Accounting Policies in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 for information about the Company's loss reserving policy and Note 5: Loss and Loss Adjustment Expense Reserves for information about loss reserves.

In considering cash expected to be provided from other third-party financial guarantors, the Company assesses the financial guarantor's ability to make claim payments under a variety of scenarios that test the guarantor's ultimate claims paying ability. The weighted average outcome of these scenarios, combined with the cash flows provided by the insured security, are used to determine the recoverability of the Company's amortized cost.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 7: Investments (continued)**

The following table provides information about securities held by the Company as of September 30, 2012 that were in an unrealized loss position and insured by a financial guarantor, along with the amount of insurance loss reserves corresponding to the par amount owned by the Company:

In millions	Fair Value	Unrealized Loss	Insurance Loss Reserve <sup>(2)</sup>
<b>Asset-backed:</b>			
MBIA <sup>(1)</sup>	\$ 148	\$ (63)	\$ 18
Other	27	(7)	-
<b>Total asset-backed</b>	<b>175</b>	<b>(70)</b>	<b>18</b>
<b>Mortgage-backed:</b>			
MBIA <sup>(1)</sup>	10	(1)	-
Other	184	(43)	-
<b>Total mortgage-backed</b>	<b>194</b>	<b>(44)</b>	<b>-</b>
<b>Corporate obligations:</b>			
Other	9	(12)	-
<b>Total corporate obligations</b>	<b>9</b>	<b>(12)</b>	<b>-</b>
<b>Other:</b>			
MBIA <sup>(1)</sup>	72	(11)	-
Other	8	-	-
<b>Total other</b>	<b>80</b>	<b>(11)</b>	<b>-</b>
<b>Total</b>	<b>\$ 458</b>	<b>\$ (137)</b>	<b>\$ 18</b>

(1) - Includes investments insured by MBIA Corp. and National.

(2) - Insurance loss reserve estimates are based on the proportion of par value owned to the total amount of par value insured.

The Company concluded that it does not have the intent to sell securities in an unrealized loss position and it is more likely than not, that it will not have to sell these securities before recovery of their cost basis. In making this conclusion, the Company examined the cash flow projections for its investment portfolios, the potential sources and uses of cash in its businesses, and the cash resources available to its business other than sales of securities. It also considered the existence of any risk management or other plans as of September 30, 2012 that would require the sale of impaired securities. Impaired securities that the Company intends to sell before the expected recovery of such securities' fair values have been written down to their fair values.

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Each quarter, an internal committee, comprising staff that is independent of the Company's evaluation process for determining other-than-temporary impairments of securities, reviews and approves the valuation of investments. Among other responsibilities, this committee ensures that the Company's process for identifying and calculating other-than-temporary impairments, including the use of models and assumptions, is reasonable and complies with the Company's internal policy.

Refer to Note 8: Investment Income and Gains and Losses for information on realized losses due to other-than-temporary impairments.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 8: Investment Income and Gains and Losses**

The following table includes total investment income from all operations:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net investment income:				
Fixed-maturity	\$ 47	\$ 88	\$ 160	\$ 284
Short-term investments	1	1	5	5
Other investments	2	3	7	10
Consolidated VIEs	17	17	51	53
Net investment income	67	109	223	352
Realized gains and losses:				
Fixed-maturity:				
Gains	42	46	94	117
Losses	(12)	(56)	(190)	(133)
Net	30	(10)	(96)	(16)
Other investments:				
Gains	-	-	6	9
Losses	(2)	(1)	(16)	(1)
Net	(2)	(1)	(10)	8
Total net realized gains (losses) <sup>(1)</sup>	28	(11)	(106)	(8)
Total investment income	\$ 95	\$ 98	\$ 117	\$ 344

(1) - These balances are included in the Net gains (losses) on financial instruments at fair value and foreign exchange and Net investment losses related to other-than-temporary impairments line items on the Company's consolidated statements of operations.

Net investment income is generated as a result of the ongoing management of the Company's investment portfolios. For the three and nine months ended September 30, 2012, net investment income decreased compared to the same periods of 2011 due to a lower asset base in 2012.

Total net realized gains (losses) for the three months ended September 30, 2012 increased compared to the same period of 2011 primarily due to lower other-than-temporary impairment losses. For the nine months ended September 30, 2012, total net realized losses increased compared to the same period of 2011 primarily due to other-than-temporary impairment losses that were recognized on securities impaired to fair value due to the Company's intent to sell these securities and losses on sales of securities in the Company's asset/liability products investment portfolio.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 8: Investment Income and Gains and Losses (continued)**

The portion of certain other-than-temporary impairment losses on fixed-maturity securities that does not represent credit losses is recognized in accumulated other comprehensive income (loss). For these impairments, the net amount recognized in earnings represents the difference between the amortized cost of the security and the net present value of its projected future discounted cash flows prior to impairment. Any remaining difference between the fair value and amortized cost is recognized in accumulated other comprehensive income (loss). The following table presents the amount of credit loss impairments recognized in earnings on fixed-maturity securities held by MBIA as of the dates indicated, for which a portion of the other-than-temporary impairment losses was recognized in accumulated other comprehensive income (loss), and the corresponding changes in such amounts:

In millions Credit Losses Recognized in Earnings Related to Other-Than-Temporary Impairments	Three Months Ended September 30, 2012		Nine Months Ended September 30, 2011	
	2012	2011	2012	2011
Beginning balance	\$ 269	\$ 283	\$ 341	\$ 262
Additions for credit loss impairments recognized in the current period on securities not previously impaired	-	5	-	5
Additions for credit loss impairments recognized in the current period on securities previously impaired	5	6	8	32
Reductions for credit loss impairments previously recognized on securities sold during the period	(2)	(5)	(18)	(10)
Reductions for credit loss impairments previously recognized on securities impaired to fair value during the period <sup>(1)</sup>	(52)	-	(111)	-
Ending balance	\$ 220	\$ 289	\$ 220	\$ 289

(1) - Represents circumstances where the Company determined in the current period that it intends to sell the security or it is more likely than not that it will be required to sell the security before recovery of the security's amortized cost.

For ABS (e.g., RMBS and CDOs), the Company estimated expected future cash flows of each security by estimating the expected future cash flows of the underlying collateral and applying those collateral cash flows, together with any credit enhancements such as subordination interests owned by third parties, to the security. The expected future cash flows of the underlying collateral are determined using the remaining contractual cash flows adjusted for future expected credit losses (which consider current delinquencies and nonperforming assets, future expected default rates and collateral value by vintage and geographic region) and prepayments. The expected cash flows of the security are then discounted at the interest rate used to recognize interest income on the security to arrive at a present value amount. The following table presents a summary of the significant inputs considered in determining the measurement of the credit loss component recognized in earnings for each significant class of ABS for the nine months ended September 30, 2012 and 2011:

Asset-backed Securities	Nine Months Ended September 30,	
	2012	2011
Expected size of losses <sup>(1)</sup> :		
Range <sup>(2)</sup>	12.13% to 97.70%	1.59% to 100.00%
Weighted average <sup>(3)</sup>	88.48%	64.58%



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Current subordination levels <sup>(4)</sup> :		
Range <sup>(2)</sup>	0.00% to 0.00%	0.00% to 29.46%
Weighted average <sup>(3)</sup>	0.00%	0.00%
Prepayment speed (annual constant prepayment rate) <sup>(5)</sup> :		
Range <sup>(2)</sup>	0.00% to 30.91%	0.00% to 100.00%
Weighted average <sup>(3)</sup>	12.16%	15.62%

(1) - Represents future expected credit losses on impaired assets expressed as a percentage of total outstanding balance.

(2) - Represents the range of inputs/assumptions based upon the individual securities within each category.

(3) - Calculated by weighting the relevant input/assumption for each individual security by the outstanding notional of the security.

(4) - Represents current level of credit protection (subordination) for the securities, expressed as a percentage of the balance of the collateral group backing the bond.

(5) - Values represent high and low points of lifetime vectors of constant prepayment rates.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 8: Investment Income and Gains and Losses (continued)**

Net unrealized gains (losses), including the portion of other-than-temporary impairments included in accumulated other comprehensive income (loss), reported within shareholders' equity consisted of:

<b>In millions</b>	<b>As of September 30, 2012</b>	<b>As of December 31, 2011</b>
Fixed-maturity:		
Gains	\$ 337	\$ 262
Losses	(191)	(459)
Foreign exchange	17	(5)
<b>Net</b>	<b>163</b>	<b>(202)</b>
Other investments:		
Gains	-	1
Losses	-	(19)
<b>Net</b>	<b>-</b>	<b>(18)</b>
<b>Total</b>	<b>163</b>	<b>(220)</b>
Deferred income tax provision (benefit)	35	(86)
<b>Unrealized gains (losses), net</b>	<b>\$ 128</b>	<b>\$ (134)</b>

The change in net unrealized gains (losses), including the portion of other-than-temporary impairments, presented in the table above consisted of:

<b>In millions</b>	<b>As of September 30, 2012</b>	<b>As of December 31, 2011</b>
Fixed-maturity	\$ 365	\$ 386
Other investments	18	(6)
<b>Total</b>	<b>383</b>	<b>380</b>
Deferred income tax charged (credited)	121	122
<b>Change in unrealized gains (losses), net</b>	<b>\$ 262</b>	<b>\$ 258</b>

**Note 9: Derivative Instruments***Overview*

MBIA has entered into derivative transactions through its financial guarantee of CDS and for purposes of hedging risks associated with existing assets and liabilities and forecasted transactions. CDS are also entered into in the asset/liability products business to replicate investments in cash assets consistent with the Company's risk objectives and credit guidelines for its asset management business. The Company accounts for derivative transactions in accordance with the accounting principles for derivative and hedging activities, which requires that all such transactions be recorded on the balance sheet at fair value. Refer to Note 6: Fair Value of Financial Instruments for the definition of fair value of derivative instruments.

Changes in the fair value of derivatives, excluding insured derivatives, are recorded each period in current earnings within Net gains (losses) on financial instruments at fair value and foreign exchange. Changes in the fair value of insured derivatives are recorded each period in current earnings within Net change in fair value of insured derivatives. The net change in the fair value of the Company's insured derivatives has two primary components: (i) realized gains (losses) and other settlements on insured derivatives and (ii) unrealized gains (losses) on insured derivatives. Realized gains (losses) and other settlements on insured derivatives include (i) premiums received and receivable on written CDS contracts, (ii) premiums paid and payable to reinsurers in respect to CDS contracts, (iii) net amounts received or paid on reinsurance commutations, (iv) losses paid and payable to CDS contract counterparties due to the occurrence of a credit event or settlement agreement, (v) losses recovered and recoverable on purchased CDS contracts due to the occurrence of a credit event or settlement agreement and (vi) fees relating to CDS contracts. The Unrealized gains (losses) on insured derivatives include all other changes in fair value of the insured derivative contracts.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)***U.S. Public Finance Insurance*

The Company's derivative exposure within its U.S. public finance insurance operations primarily consists of insured interest rate and inflation-linked swaps related to insured U.S. public finance debt issues. These derivatives do not qualify for the financial guarantee scope exception. The Company has also purchased certain investments containing embedded derivatives. All derivatives are recorded at fair value on the Company's consolidated balance sheets with the changes in fair value recorded on the Company's consolidated statements of operations within Unrealized gains (losses) on insured derivatives, for the insured derivatives, or Net gains (losses) on financial instruments at fair value and foreign exchange for the embedded derivatives.

*Structured Finance and International Insurance*

The Company entered into derivative transactions that it viewed as an extension of its core financial guarantee business but which do not qualify for the financial guarantee scope exception and, therefore, must be recorded at fair value on the balance sheet. The Company's structured finance and international insurance operations, which insured the majority of the Company's notional derivative exposure, have insured CDS contracts, primarily referencing corporate, asset-backed, residential mortgage-backed, commercial mortgage-backed, CRE loans, and CDO securities that the Company intends to hold for the entire term of the contract absent a negotiated settlement with the counterparty.

*Variable Interest Entities*

VIEs consolidated by the Company have entered into derivative transactions primarily consisting of interest rate swaps. Interest rate swaps are entered into to hedge the risks associated with fluctuations in interest rates or fair values of certain contracts.

*Asset/Liability Products*

The Company's asset/liability products business has entered into derivative transactions primarily consisting of interest rate swaps, cross currency swaps, and CDS contracts. Interest rate swaps are entered into to hedge the risks associated with fluctuations in interest rates or fair values of certain contracts. Cross currency swaps are entered into to hedge the variability in cash flows resulting from fluctuations in foreign currency rates. CDS contracts are entered into to hedge credit risk or to replicate investments in cash assets consistent with the Company's risk objectives and credit guidelines for its asset management business.

Certain interest rate swaps qualify as fair value hedges. The fair value hedges are used to protect against changes in the market value of the hedged assets or liabilities. The gains and losses relating to the fair value hedges are recorded directly in earnings. Fair value hedges are hedging existing assets, liabilities or forecasted transactions.

*Credit Derivatives Sold*

The following table presents information about credit derivatives sold by the Company's insurance operations that were outstanding as of September 30, 2012. Credit ratings represent the lower of underlying ratings currently assigned by Moody's, S&P or MBIA.

In millions						Notional Value			
Credit Derivatives Sold	Weighted	AAA	AA	A	BBB	Below	Total	Fair Value	
	Average					Investment	Notional	Asset	

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	Remaining Expected Maturity					Grade		(Liability)
Insured credit default swaps	5.3 Years	\$ 10,456	\$ 7,519	\$ 5,196	\$ 11,811	\$ 13,870	\$ 48,852	\$ (3,243)
Insured swaps	19.8 Years	-	187	3,762	1,997	71	6,017	(9)
All others	2.1 Years	-	-	-	-	195	195	(80)
Total notional		\$ 10,456	\$ 7,706	\$ 8,958	\$ 13,808	\$ 14,136	\$ 55,064	
Total fair value		\$ (16)	\$ (81)	\$ (148)	\$ (1,001)	\$ (2,086)		\$ (3,332)

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

The following table presents information about credit derivatives sold by the Company's insurance operations that were outstanding as of December 31, 2011. Credit ratings represent the lower of underlying ratings currently assigned by Moody's, S&P or MBIA.

In millions	Weighted Average Remaining Expected Maturity	Notional Value					Below Investment Grade	Total Notional	Fair Value Asset (Liability)
		AAA	AA	A	BBB				
<b>Credit Derivatives Sold</b>									
Insured credit default swaps	5.6 Years	\$ 15,475	\$ 12,065	\$ 6,336	\$ 14,042	\$ 17,639	\$ 65,557	\$ (4,716)	
Non-insured credit default swaps-VIE	3.6 Years	-	-	-	-	643	643	(527)	
Insured swaps	19.7 Years	-	164	4,270	2,589	133	7,156	(9)	
All others	2.8 Years	-	-	-	-	195	195	(91)	
<b>Total notional</b>		<b>\$ 15,475</b>	<b>\$ 12,229</b>	<b>\$ 10,606</b>	<b>\$ 16,631</b>	<b>\$ 18,610</b>	<b>\$ 73,551</b>		
<b>Total fair value</b>		<b>\$ (114)</b>	<b>\$ (116)</b>	<b>\$ (205)</b>	<b>\$ (1,355)</b>	<b>\$ (3,553)</b>		<b>\$ (5,343)</b>	

Referenced credit ratings assigned by MBIA to insured credit derivatives are derived by the Company's surveillance group. In assigning an internal rating, current status reports from issuers and trustees, as well as publicly available transaction-specific information, are reviewed. Also, where appropriate, cash flow analyses and collateral valuations are considered. The maximum potential amount of future payments (undiscounted) on CDS contracts are estimated as the notional value plus any additional debt service costs, such as interest or other amounts owing on CDS contracts. The maximum amount of future payments that MBIA may be required to make under these guarantees is \$53.1 billion. This amount is net of \$393 million of insured derivatives ceded under reinsurance agreements in which MBIA economically hedges a portion of the credit and market risk associated with its insured derivatives and offsetting agreements with a counterparty. The maximum potential amount of future payments (undiscounted) on insured swaps are estimated as the notional value of such contracts.

MBIA may hold recourse provisions with third parties in derivative transactions through both reinsurance and subrogation rights. MBIA's reinsurance arrangements provide that in the event MBIA pays a claim under a guarantee of a derivative contract, MBIA has the right to collect amounts from any reinsurers that have reinsured the guarantee on either a proportional or non-proportional basis, depending upon the underlying reinsurance agreement. MBIA may also have recourse through subrogation rights whereby if MBIA makes a claim payment, it is entitled to any rights of the insured counterparty, including the right to any assets held as collateral.

**Financial Statement Impact**

The fair value of amounts recognized for eligible derivative contracts executed with the same counterparty under a master netting agreement, including any cash collateral that may have been received or posted by the Company, is presented on a net basis in accordance with accounting guidance for the offsetting of fair value amounts related to derivative instruments.

As of September 30, 2012, the total fair value of the Company's derivative assets, after counterparty netting, was \$12 million, of which \$4 million was reported within Other assets and Derivative assets-VIEs on the Company's consolidated balance sheets, and the total fair value of the Company's derivative liabilities, after counterparty netting and posting of cash collateral, was \$3.5 billion, which was reported within Derivative

liabilities and Derivative liabilities-VIEs on the Company's consolidated balance sheets.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

As of September 30, 2012, the total fair value of the Company's derivative assets, before counterparty netting, was \$108 million and the total fair value of the Company's derivative liabilities, before counterparty netting and posting of cash collateral, was \$3.9 billion. The following table presents the total fair value of the Company's derivative assets and liabilities by instrument and balance sheet location, before counterparty netting and posting of cash collateral, as of September 30, 2012:

In millions	Notional Amount Outstanding	Derivative Assets <sup>(1)</sup>		Derivative Liabilities <sup>(1)</sup>	
		Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivative Instruments</b>					
Designated as hedging instruments:					
Interest rate swaps	\$ 65	Other assets	\$ -	Derivative liabilities	\$ (8)
Total designated	\$ 65		\$ -		\$ (8)
Not designated as hedging instruments:					
Insured credit default swaps	\$ 49,171	Other assets	\$ 1	Derivative liabilities	\$ (3,243)
Insured swaps	6,017	Other assets	-	Derivative liabilities	(9)
Non-insured credit default swaps	10	Other assets	-	Derivative liabilities	-
Interest rate swaps	1,666	Other assets	99	Derivative liabilities	(301)
Interest rate swaps-VIE	2,992	Derivative assets-VIE	-	Derivative liabilities-VIE	(157)
Interest rate swaps-embedded	476	Medium-term notes	8	Medium-term notes	(29)
Currency swaps	39	Other assets	-	Derivative liabilities	(2)
Currency swaps-VIE	113	Derivative assets-VIE	-	Derivative liabilities-VIE	(23)
All other	195	Other assets	-	Derivative liabilities	(80)
All other-VIE	280	Derivative assets-VIE	-	Derivative liabilities-VIE	-
All other-embedded	20	Other investments	-	Other investments	(1)
Total non-designated	\$ 60,979		\$ 108		\$ (3,845)
Total derivatives	\$ 61,044		\$ 108		\$ (3,853)

(1) - In accordance with the accounting guidance for derivative instruments and hedging activities, the balance sheet location of the Company's embedded derivative instruments is determined by the location of the related host contract.

As of December 31, 2011, the total fair value of the Company's derivative assets, after counterparty netting, was \$459 million, of which \$452 million was reported within Other assets and Derivative assets-VIEs on the Company's consolidated balance sheets, and the total fair value of the Company's derivative liabilities, after counterparty netting, was \$6.0 billion which was reported within Derivative liabilities and Derivative liabilities-VIEs on the Company's consolidated balance sheets.



**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

As of December 31, 2011, the total fair value of the Company's derivative assets, before counterparty netting, was \$552 million and the total fair value of the Company's derivative liabilities, before counterparty netting, was \$6.1 billion. The following table presents the total fair value of the Company's derivative assets and liabilities by instrument and balance sheet location, before counterparty netting, as of December 31, 2011:

In millions	Notional Amount Outstanding	Derivative Assets <sup>(1)</sup>		Derivative Liabilities <sup>(1)</sup>	
		Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
<b>Derivative Instruments</b>					
<b>Designated as hedging instruments:</b>					
Interest rate swaps	\$ 241	Other assets	\$ 10	Derivative liabilities	\$ (44)
Total designated	\$ 241		\$ 10		\$ (44)
<b>Not designated as hedging instruments:</b>					
Insured credit default swaps	\$ 66,851	Other assets	\$ -	Derivative liabilities	\$ (4,708)
Insured swaps	7,156	Other assets	-	Derivative liabilities	(9)
Non-insured credit default swaps	30	Other assets	1	Derivative liabilities	-
Non-insured credit default swaps-VIE	1,272	Derivative assets-VIE	447	Derivative liabilities-VIE	(527)
Interest rate swaps	2,706	Other assets	84	Derivative liabilities	(401)
Interest rate swaps-VIE	4,878	Derivative assets-VIE	-	Derivative liabilities-VIE	(281)
Interest rate swaps-embedded	480	Medium-term notes	7	Medium-term notes	(14)
Currency swaps	62	Other assets	-	Derivative liabilities	(4)
Currency swaps-VIE	123	Derivative assets-VIE	-	Derivative liabilities-VIE	(17)
All other	3,465	Other assets	-	Derivative liabilities	(91)
All other-VIE	472	Derivative assets-VIE	3	Derivative liabilities-VIE	-
All other-embedded	121	Other investments	-	Other investments	(12)
Total non-designated	\$ 87,616		\$ 542		\$ (6,064)
Total derivatives	\$ 87,857		\$ 552		\$ (6,108)

(1) - In accordance with the accounting guidance for derivative instruments and hedging activities, the balance sheet location of the Company's embedded derivative instruments is determined by the location of the related host contract.

The following tables present the effect of derivative instruments on the consolidated statements of operations for the three months ended September 30, 2012:

In millions	Location of Gain (Loss)	Net Gain (Loss) Recognized
<b>Derivatives in Fair Value Hedging Relationships</b>		

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	Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Hedged Item	in Income
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	\$ (12)	\$ 12	\$ -

In millions

	Location of Gain (Loss) Recognized in Income on Derivative	Net Gain (Loss) Recognized in Income
<b>Derivatives Not Designated as Hedging Instruments</b>		
Insured credit default swaps	Unrealized gains (losses) on insured derivatives	\$ (40)
Insured credit default swaps	Realized gains (losses) and other settlements on insured derivatives	12
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(26)
Interest rate swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	8
Currency swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	1
Currency swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(2)
All other	Unrealized gains (losses) on insured derivatives	7
Total		\$ (40)

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

The following tables present the effect of derivative instruments on the consolidated statements of operations for the three months ended September 30, 2011:

**In millions**

	Location of Gain (Loss)	Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Hedged Item	Net Gain (Loss) Recognized in Income
	Recognized in Income on Derivative			
<b>Derivatives in Fair Value Hedging Relationships</b>				
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	\$ (8)	\$ 8	\$ -
Interest rate swaps	Interest income (expense)	-	-	(2)
<b>Total</b>		<b>\$ (8)</b>	<b>\$ 8</b>	<b>\$ (2)</b>

**In millions**

	Location of Gain (Loss) Recognized in Income on	Net Gain (Loss) Recognized in Income
	Derivative	
<b>Derivatives Not Designated as Hedging Instruments</b>		
Insured credit default swaps	Unrealized gains (losses) on insured derivatives	\$ 756
Insured credit default swaps	Realized gains (losses) and other settlements on insured derivatives	(53)
Non-insured credit default swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	154
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(128)
Interest rate swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(25)
Currency swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	4
Currency swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(2)
All other	Unrealized gains (losses) on insured derivatives	20
All other	Net gains (losses) on financial instruments at fair value and foreign exchange	(6)
All other-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(5)
<b>Total</b>		<b>\$ 715</b>

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The following tables present the effect of derivative instruments on the consolidated statements of operations for the nine months ended September 30, 2012:

In millions

Derivatives in Fair Value Hedging Relationships	Location of Gain (Loss)		Gain (Loss) Recognized in Income on Derivative	Gain (Loss) Recognized in Income on Hedged Item	Net Gain (Loss) Recognized in Income
	Recognized in Income on	Derivative			
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange		\$ 25	\$ (25)	\$ -
Interest rate swaps	Interest income (expense)		-	-	(3)
<b>Total</b>			<b>\$ 25</b>	<b>\$ (25)</b>	<b>\$ (3)</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

In millions

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on	Net Gain (Loss) Recognized in Income
	Derivative	
Insured credit default swaps	Unrealized gains (losses) on insured derivatives	\$ 1,463
Insured credit default swaps	Realized gains (losses) and other settlements on insured derivatives	(420)
Non-insured credit default swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(1)
Non-insured credit default swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(1)
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(76)
Interest rate swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	39
Currency swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	1
Currency swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(5)
All other	Unrealized gains (losses) on insured derivatives	10
All other	Net gains (losses) on financial instruments at fair value and foreign exchange	11
All other-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(2)
Total		\$ 1,019

The following tables present the effect of derivative instruments on the consolidated statements of operations for the nine months ended September 30, 2011:

In millions

Derivatives in Fair Value Hedging Relationships	Location of Gain (Loss) Recognized in Income on Derivative	Gain	Gain	Gain
		(Loss) Recognized in Income on Derivative	(Loss) Recognized in Income on Hedged Item	(Loss) Recognized in Income
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	\$ (6)	\$ 6	\$ -
Interest rate swaps	Interest income (expense)	-	-	(7)
Currency swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	2	(2)	-
Total		\$ (4)	\$ 4	\$ (7)

In millions

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Net Gain (Loss) Recognized in Income
Insured credit default swaps	Unrealized gains (losses) on insured derivatives	\$ (516)
Insured credit default swaps	Realized gains (losses) and other settlements on insured derivatives	(599)
Non-insured credit default swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(1)
Non-insured credit default swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	4
Interest rate swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(178)
Interest rate swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	24
Currency swaps	Net gains (losses) on financial instruments at fair value and foreign exchange	(3)
Currency swaps-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(4)
All other	Unrealized gains (losses) on insured derivatives	(15)
All other	Net gains (losses) on financial instruments at fair value and foreign exchange	(7)
All other-VIE	Net gains (losses) on financial instruments at fair value and foreign exchange-VIE	(6)
Total		\$ (1,301)

**Counterparty Credit Risk**

The Company manages counterparty credit risk on an individual counterparty basis through master netting agreements covering derivative transactions in the asset/liability products segment. These agreements allow the Company to contractually net amounts due from a counterparty with those amounts due to such counterparty when certain triggering events occur. The Company only executes swaps under master netting agreements, which typically contain mutual credit downgrade provisions that generally provide the ability to require assignment or termination in the event either MBIA or the counterparty is downgraded below a specified credit rating.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 9: Derivative Instruments (continued)**

Under these arrangements, the Company may receive or provide U.S. Treasury and other highly rated securities or cash to secure counterparties exposure to the Company or its exposure to counterparties, respectively. Such collateral is available to the holder to pay for replacing the counterparty in the event that the counterparty defaults. As of September 30, 2012, the Company did not hold cash collateral to derivative counterparties but posted cash collateral to derivative counterparties of \$298 million. Of this amount, \$215 million is netted within *Derivative liabilities*, \$17 million is netted within *Other liabilities* and \$66 million is included in *Other assets* on the Company's consolidated balance sheets. As of December 31, 2011, the Company did not hold or post cash collateral to derivative counterparties. As of September 30, 2012, the Company did not post securities to derivative counterparties. As of December 31, 2011, the Company had securities with a fair value of \$470 million posted to derivative counterparties.

As of September 30, 2012, the fair value on one positive Credit Support Annex (CSA) was \$3 million. This CSA governs collateral posting requirements between MBIA and its derivative counterparties. The Company did not receive collateral due to the Company's credit rating, which was below the CSA minimum credit ratings level for holding counterparty collateral. As of September 30, 2012, the counterparty was rated A2 by Moody's and A by S&P.

As of December 31, 2011, the fair value was positive on one CSA which governs collateral posting requirements between MBIA and its derivative counterparties. The positive fair value for this CSA was \$2 million for which the Company did not receive collateral because the Company's credit rating was below the CSA minimum credit ratings level for holding counterparty collateral. The counterparty was rated Aa3 by Moody's and A+ by S&P.

**Note 10: Income Taxes**

The Company's income taxes and the related effective tax rates for the three and nine months ended September 30, 2012 and 2011 are as follows:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Income (loss) before income taxes	\$ (57)	\$ 745	\$ 759	\$ (1,165)
Provision (benefit) for income taxes	\$ (64)	\$ 301	\$ 161	\$ (472)
Effective tax rate	112.3%	40.4%	21.2%	40.5%

For the nine months ended September 30, 2012, the Company's effective tax rate applied to its income before income taxes was lower than the U.S. statutory tax rate primarily as a result of the decrease in the valuation allowance, the release of a portion of the reserve for uncertain tax benefits and the benefit of tax-exempt interest income from investments. For the nine months ended September 30, 2011, the Company's effective tax rate applied to its loss before income taxes was higher than the U.S. statutory tax rate as a result of the Company's tax-exempt interest income from investments, income earned in non-U.S. jurisdictions, which is being taxed at less than 35%, and a reduction in the valuation allowance.

For interim reporting purposes, the Company has calculated its effective tax rate for the full year of 2012 by adjusting annual forecasted pre-tax income for mark-to-market income, fair value adjustments, capital gains/losses, and other adjustments, when projecting its full year effective tax rate. The Company has accounted for these items at the federal applicable tax rate after applying the projected full year effective tax rate to actual nine-month results before discrete items.

***Deferred Tax Asset, Net of Valuation Allowance***

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The Company establishes a valuation allowance against its deferred tax asset when it is more likely than not that all or a portion of the deferred tax asset will not be realized. All evidence, both positive and negative, needs to be identified and considered in making the determination. Future realization of the existing deferred tax asset ultimately depends, in part, on the existence of sufficient taxable income of appropriate character (for example, ordinary income versus capital gains) within the carryforward period available under the tax law.

As of September 30, 2012, the Company reported a net deferred tax asset of \$1.4 billion. The \$1.4 billion net deferred tax asset is net of a \$167 million valuation allowance. As of September 30, 2012, the Company had a valuation allowance against a portion of the deferred tax asset related to losses from asset impairments as these losses are considered capital losses, have a five-year carryforward period, once recognized, can only offset capital gain income. The September 30, 2012 valuation allowance reflects a decrease of \$69 million from the December 31, 2011 valuation allowance of \$236 million. The decrease in the valuation allowance for the nine months ended September 30, 2012 was primarily due to the generation of capital gain income and the use of a tax planning strategy.



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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 10: Income Taxes (continued)**

The Company has concluded that it is more likely than not that its net deferred tax asset will be realized. In its conclusion, the Company considered the following evidence (both positive and negative):

Due to the long-tail nature of the financial guarantee business, MBIA Inc.'s insurance subsidiaries, without regard to any new business, will have a steady stream of scheduled premium earnings with respect to the existing insured portfolio. Additionally, MBIA Corp.'s announcement in February 2008 of a temporary suspension in writing new structured finance transactions and a permanent cessation with respect to insuring new CDS contracts, except in transactions related to the reduction of existing derivative exposure, would not have an impact on the expected earnings related to the existing insured portfolio.

The Company performed taxable income projections over a fifteen and twenty year period to determine whether it will have sufficient income to offset its deferred tax asset that will generate future ordinary deductions. In this analysis, the Company concluded that premium earnings, even without regard to any new business, combined with investment income, less deductible expenses, will be sufficient to recover its net deferred tax asset. The Company's taxable income projections used to assess the recoverability of its deferred tax asset include an estimate of future loss and LAE equal to the present value discount of loss reserves already recognized on the balance sheet and an estimate of LAE which is generally insignificant. The Company does not assume additional losses, with the exception of the accretion of its existing present value loss reserves, because the Company establishes case basis reserves on a present value basis based on an estimate of probable losses on specifically identified credits that have defaulted or are expected to default.

While the ratings downgrades by the rating agencies have significantly adversely impacted the Company's ability to write new insurance business, the downgrades did not have a material impact on earnings from the existing insured portfolio, which the Company believes will be sufficient to absorb losses in the event that the cumulative unrealized losses become fully impaired.

With respect to installment policies, the Company generally does not have an automatic cancellation provision solely in connection with ratings downgrades. For purposes of projecting future taxable income, the Company has applied a discount to adjust for the possible cancellation of future installment premiums based on recent data. With regard to upfront policies, to the extent that the issuer chooses to terminate a policy, any unearned premium reserve with respect to that policy will be accelerated into earnings (i.e. refundings).

After reviewing all of the evidence available, both positive and negative, MBIA believes that it has appropriately valued the recoverability of its deferred tax assets, net of the valuation allowance, as of September 30, 2012. The Company continues to assess the adequacy of its valuation allowance as additional evidence becomes available. The Company's recent financial results have been volatile which has impacted management's ability to accurately project future taxable income. Continued volatility or losses beyond those projected may cause the Company to conclude that certain of the deferred tax assets within the total deferred tax assets of \$1.4 billion as of September 30, 2012 may not be realizable. The Company performs an analysis every quarter to review its conclusion as to the ability to realize the deferred tax asset.

***Accounting for Uncertainty in Income Taxes***

It is the Company's policy to record and disclose any change in unrecognized tax benefits ( UTB ) and related interest and penalties to income tax in the consolidated statements of operations. In the first nine months of 2012, the total amount of UTB decreased as a result of settling the 2004-2009 Internal Revenue Service ( IRS ) examination and the 2005-2007 New York State examination, partially offset by a reserve for current

year tax positions.

<b>In millions</b>	
Unrecognized tax benefit as of December 31, 2011	\$ 47
The gross amount of the increase/(decrease) in the UTB as a result of tax positions taken:	
During a prior year	-
During the current year	18
The amounts of decreases in the UTB related to settlements with taxing authorities	(25)
The reduction in the UTB as a result of the applicable statute of limitations	-
Unrecognized tax benefit as of September 30, 2012	\$ 40

MBIA's major tax jurisdictions include the U.S. and the United Kingdom ( U.K. ). MBIA and its U.S. subsidiaries file a U.S. consolidated federal income tax return. The IRS has concluded its field work with respect to the examination of tax years 2004 through 2009 and on January 12, 2012, the Joint Committee on Taxation notified the Company that the results of the IRS field examination were reviewed and accepted.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 10: Income Taxes (continued)**

The U.K. tax authorities are currently auditing tax years 2005 through 2009.

After filing the 2011 federal income tax return, the Company had a 2008 capital loss carryforward of \$153 million which will expire in 2013, a NOL carryforward of \$1.3 billion, which will expire from tax years 2029 through 2031, and a minimum tax credit carryforward of \$22 million, which has an unlimited carryforward period.

**Note 11: Business Segments**

MBIA manages its activities through three principal business operations: U.S. public finance insurance, structured finance and international insurance, and advisory services. The Company's U.S. public finance insurance business is operated through National, its structured finance and international insurance business is operated through MBIA Corp., and its advisory services business is operated through Cutwater. MBIA Inc. and certain of its subsidiaries also manage certain other business activities, the results of which are reported in its corporate, asset/liability products, and conduit segments. The corporate segment includes revenues and expenses that arise from general corporate activities. While the asset/liability products and conduit businesses represent separate business segments, they may be referred to collectively as "wind-down operations" as the funding programs managed through those businesses are in wind-down.

The following sections provide a description of each of the Company's reportable operating segments:

*U.S. Public Finance Insurance*

The Company's U.S. public finance insurance segment is principally conducted through National. The financial guarantees issued by National provide unconditional and irrevocable guarantees of the payment of principal of, and interest or other amounts owing on, U.S. public finance insured obligations when due. The obligations are generally not subject to acceleration, except that National may have the right, at its discretion, to accelerate insured obligations upon default or otherwise. National issues financial guarantees for municipal bonds, including tax-exempt and taxable indebtedness of U.S. political subdivisions, as well as utility districts, airports, health care institutions, higher educational facilities, student loan issuers, housing authorities and other similar agencies and obligations issued by private entities that finance projects that serve a substantial public purpose. Municipal bonds and privately issued bonds used for the financing of public purpose projects are generally supported by taxes, assessments, fees or tariffs related to the use of these projects, lease payments or other similar types of revenue streams. National has not written any meaningful amount of business since its formation in 2009.

*Structured Finance and International Insurance*

The Company's structured finance and international insurance segment is principally conducted through MBIA Corp. The financial guarantees issued by MBIA Corp. generally provide unconditional and irrevocable guarantees of the payment of principal of, and interest or other amounts owing on, global structured finance and non-U.S. public finance insured obligations when due, or in the event MBIA Corp. has the right, at its discretion, to accelerate insured obligations upon default or otherwise, upon MBIA Corp.'s acceleration. Certain guaranteed investment contracts written by MBIA Inc. are insured by MBIA Corp., and if MBIA Inc. were to have insufficient assets to pay amounts due upon maturity or termination, MBIA Corp. would make such payments. MBIA Corp. also insures debt obligations of the following affiliates:

MBIA Inc.;

GFL;

Meridian Funding Company, LLC;

LaCrosse Financial Products, LLC ( LaCrosse ), a wholly-owned affiliate, in which MBIA Corp. has written insurance policies guaranteeing the obligations under CDS, including termination payments that may become due upon certain events including the insolvency or payment default by MBIA Corp. or LaCrosse.

MBIA Corp. s guarantees insure structured finance and asset-backed obligations, privately issued bonds used for the financing of public purpose projects, which are primarily located outside of the U.S. and that include toll roads, bridges, airports, public transportation facilities, utilities and other types of infrastructure projects serving a substantial public purpose, and obligations of sovereign-related and sub-sovereign issuers. Structured finance and ABS typically are securities repayable from expected cash flows generated by a specified pool of assets, such as residential and commercial mortgages, insurance policies, consumer loans, corporate loans and bonds, trade and export receivables, leases for equipment, aircraft and real property. The Company is no longer insuring new credit derivative contracts except for transactions related to the reduction of existing derivative exposure. MBIA Corp. has not written any meaningful amount of business since 2008.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)***Advisory Services*

The advisory services segment primarily consists of the operations of Cutwater Investor Services Corp. ( Cutwater-ISC ), Cutwater Asset Management Corp. ( Cutwater-AMC ), and Trifinium Advisors U.K. Limited ( Trifinium ). Cutwater-ISC and Cutwater-AMC offers advisory services, including cash management, discretionary asset management and structured products on a fee-for-service basis. Cutwater offers these services to public, not-for-profit, corporate and financial services clients, including MBIA Inc. and its subsidiaries, as well as portfolio accounting and reporting services. Cutwater-ISC and Cutwater-AMC are SEC registered investment advisers. Cutwater-AMC is also a Financial Industry Regulatory Authority member firm. Trifinium provides fee-based asset management services to the Company's foreign insurance affiliate and to third-party institutional clients and investment structures. Trifinium is registered with the Financial Services Authority in the U.K.

*Corporate*

The Company's corporate segment is a reportable segment and includes revenues and expenses that arise from general corporate activities, such as fees, net investment income, net gains and losses, interest expense on MBIA Inc. debt and general corporate expenses.

*Wind-down Operations*

The Company's wind-down operations consist of the asset/liability products and conduit segments. The asset/liability products segment principally consists of the activities of MBIA Inc., MBIA Investment Management Corp. ( IMC ), GFL and Euro Asset Acquisition Limited ( EAAL ). IMC, along with MBIA Inc., provided customized investment agreements, guaranteed by MBIA Corp., for bond proceeds and other public funds for such purposes as construction, loan origination, escrow and debt service or other reserve fund requirements. It has also provided customized products for funds that are invested as part of asset-backed or structured product transactions. GFL raises funds through the issuance of MTNs with varying maturities, which are, in turn, guaranteed by MBIA Corp. GFL lends the proceeds of these MTN issuances to MBIA Inc. ( GFL Loans ). MBIA Inc. invests the proceeds of investment agreements and GFL Loans in eligible investments, which consisted of investment grade securities at the time of purchase with a minimum average double-A credit quality rating. MBIA Inc. primarily purchases domestic securities, which are pledged to MBIA Corp. as security for its guarantees on investment agreements and MTNs. Additionally, MBIA Inc. loans a portion of the proceeds from investment agreements and MTNs to EAAL. EAAL primarily purchases foreign assets as permitted under the Company's investment guidelines.

The Company's conduit segment administers one conduit through MBIA Asset Finance, LLC. Assets financed by this conduit are currently funded by MTNs.

The ratings downgrades of MBIA Corp. have resulted in a substantial reduction of funding activities and the termination and collateralization of certain investment agreements, as well as winding down of existing asset/liability products and conduit obligations.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)***Segments Results*

The following tables provide the Company's segment results for the three months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30, 2012							Consolidated
	U.S. Public Finance Insurance	Structured Finance and International Insurance	Advisory Services	Corporate	Wind-down Operations	Eliminations		
Revenues <sup>(1)</sup>	\$ 149	\$ 59	\$ 5	\$ 3	\$ 9	\$ -	\$ 225	
Realized gains (losses) and other settlements on insured derivatives	-	12	-	-	-	-	12	
Unrealized gains (losses) on insured derivatives	-	(33)	-	-	-	-	(33)	
Net gains (losses) on financial instruments at fair value and foreign exchange	22	14	-	11	(40)	-	7	
Net investment losses related to other-than-temporary impairments	-	(4)	-	(4)	-	-	(8)	
Other net realized gains (losses)	-	-	-	1	-	-	1	
Revenues of consolidated VIEs	-	57	-	-	20	-	77	
Inter-segment revenues <sup>(2)</sup>	43	29	8	53	(1)	(132)	-	
<b>Total revenues</b>	<b>214</b>	<b>134</b>	<b>13</b>	<b>64</b>	<b>(12)</b>	<b>(132)</b>	<b>281</b>	
Losses and loss adjustment	4	167	-	-	-	-	171	
Operating	14	29	12	24	1	-	80	
Interest	-	33	-	14	22	-	69	
Expenses of consolidated VIEs	-	15	-	-	3	-	18	
Inter-segment expenses <sup>(2)</sup>	32	54	3	4	39	(132)	-	
<b>Total expenses</b>	<b>50</b>	<b>298</b>	<b>15</b>	<b>42</b>	<b>65</b>	<b>(132)</b>	<b>338</b>	
Income (loss) before income taxes	\$ 164	\$ (164)	\$ (2)	\$ 22	\$ (77)	\$ -	\$ (57)	
Identifiable assets	\$ 7,134	\$ 17,399	\$ 53	\$ 843	\$ 2,861	\$ (6,158) <sup>(3)</sup>	\$ 22,132	

(1) - Represents the sum of third-party financial guarantee net premiums earned, net investment income, insurance-related fees and reimbursements, investment management fees and other fees.

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- (2) - Represents intercompany premium income and expense, intercompany asset management fees and expenses, and intercompany interest income and expense pertaining to intercompany receivables and payables.
  
- (3) - Consists of intercompany reinsurance balances, repurchase agreements and loans.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)**

In millions	Three Months Ended September 30, 2011							Consolidated
	U.S. Public Finance Insurance	Structured Finance and International Insurance	Advisory Services	Corporate	Wind-down Operations	Eliminations		
Revenues <sup>(1)</sup>	\$ 181	\$ 72	\$ 9	\$ 1	\$ 21	\$ -	\$ 284	
Realized gains (losses) and other settlements on insured derivatives	-	(53)	-	-	-	-	(53)	
Unrealized gains (losses) on insured derivatives	-	776	-	-	-	-	776	
Net gains (losses) on financial instruments at fair value and foreign exchange	6	(12)	-	8	11	-	13	
Net investment losses related to other-than-temporary impairments	-	-	-	(10)	(1)	-	(11)	
Other net realized gains (losses)	-	1	-	-	-	-	1	
Revenues of consolidated VIEs	-	105	-	-	5	-	110	
Inter-segment revenues <sup>(2)</sup>	21	25	5	22	(4)	(69)	-	
<b>Total revenues</b>	<b>208</b>	<b>914</b>	<b>14</b>	<b>21</b>	<b>32</b>	<b>(69)</b>	<b>1,120</b>	
Losses and loss adjustment	10	180	-	-	-	-	190	
Operating	10	38	14	24	2	-	88	
Interest	-	33	-	14	28	-	75	
Expenses of consolidated VIEs	-	17	-	-	5	-	22	
Inter-segment expenses <sup>(2)</sup>	31	33	1	4	6	(75)	-	
<b>Total expenses</b>	<b>51</b>	<b>301</b>	<b>15</b>	<b>42</b>	<b>41</b>	<b>(75)</b>	<b>375</b>	
Income (loss) before income taxes	\$ 157	\$ 613	\$ (1)	\$ (21)	\$ (9)	\$ 6	\$ 745	
Identifiable assets	\$ 8,015	\$ 21,251	\$ 53	\$ 652	\$ 5,556	\$ (6,157) <sup>(3)</sup>	\$ 29,370	

(1) - Represents the sum of third-party financial guarantee net premiums earned, net investment income, insurance-related fees and reimbursements, investment management fees and other fees.

(2) - Represents intercompany premium income and expense, intercompany asset management fees and expenses, and intercompany interest income and expense pertaining to intercompany receivables and payables.

(3) - Consists of intercompany reinsurance balances, repurchase agreements and loans.





**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)**

The following tables provide the Company's segment results for the nine months ended September 30, 2012 and 2011:

In millions	Nine Months Ended September 30, 2012						
	U.S. Public Finance Insurance	Structured Finance and International Insurance	Advisory Services	Corporate	Wind-down Operations	Eliminations	Consolidated
Revenues <sup>(1)</sup>	\$ 419	\$ 194	\$ 16	\$ 10	\$ 44	\$ -	\$ 683
Realized gains (losses) and other settlements on insured derivatives	-	(420)	-	-	-	-	(420)
Unrealized gains (losses) on insured derivatives	-	1,473	-	-	-	-	1,473
Net gains (losses) on financial instruments at fair value and foreign exchange	43	80	-	19	(160)	-	(18)
Net investment losses related to other-than-temporary impairments	-	(45)	-	(4)	(56)	-	(105)
Net gains (losses) on Other net realized gains (losses)	-	1	-	6	-	-	7
Revenues of consolidated VIEs	-	23	-	-	60	-	83
Inter-segment revenues <sup>(2)</sup>	123	10	26	132	(19)	(272)	-
Total revenues	585	1,316	42	163	(131)	(272)	1,703
Losses and loss adjustment	15	315	-	-	-	-	330
Operating Interest	112	120	38	69	4	-	343
Expenses of consolidated VIEs	-	46	-	-	11	-	57
Inter-segment expenses <sup>(2)</sup>	91	154	10	10	87	(352)	-
Total expenses	218	734	48	122	174	(352)	944
Income (loss) before income taxes	\$ 367	\$ 582	\$ (6)	\$ 41	\$ (305)	\$ 80	\$ 759
Identifiable assets	\$ 7,134	\$ 17,399	\$ 53	\$ 843	\$ 2,861	\$ (6,158) <sup>(3)</sup>	\$ 22,132

(1) - Represents the sum of third-party financial guarantee net premiums earned, net investment income, insurance-related fees and reimbursements, investment management fees and other fees.

(2) -

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Represents intercompany premium income and expense, intercompany asset management fees and expenses, and intercompany interest income and expense pertaining to intercompany receivables and payables.

(3) - Consists of intercompany reinsurance balances, repurchase agreements and loans.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)**

In millions	Nine Months Ended September 30, 2011							Consolidated
	U.S. Public Finance Insurance	Structured Finance and International Insurance	Advisory Services	Corporate	Wind-down Operations	Eliminations		
Revenues <sup>(1)</sup>	\$ 455	\$ 253	\$ 22	\$ 2	\$ 70	\$ -	\$ 802	
Realized gains (losses) and other settlements on insured derivatives	2	(601)	-	-	-	-	(599)	
Unrealized gains (losses) on insured derivatives	-	(531)	-	-	-	-	(531)	
Net gains (losses) on financial instruments at fair value and foreign exchange	24	21	-	47	(206)	-	(114)	
Net investment losses related to other-than-temporary impairments	-	(4)	-	(10)	(30)	-	(44)	
Net gains (losses) on extinguishment of debt	-	-	-	-	24	2	26	
Other net realized gains (losses)	-	2	-	-	4	-	6	
Revenues of consolidated VIEs	-	39	-	-	25	-	64	
Inter-segment revenues <sup>(2)</sup>	56	55	24	66	(12)	(189)	-	
Total revenues	537	(766)	46	105	(125)	(187)	(390)	
Losses and loss adjustment	4	200	-	-	-	-	204	
Operating	36	124	48	67	2	-	277	
Interest	-	99	-	44	82	-	225	
Expenses of consolidated VIEs	-	54	-	-	15	-	69	
Inter-segment expenses <sup>(2)</sup>	84	91	4	11	24	(214)	-	
Total expenses	124	568	52	122	123	(214)	775	
Income (loss) before income taxes	\$ 413	\$ (1,334)	\$ (6)	\$ (17)	\$ (248)	\$ 27	\$ (1,165)	
Identifiable assets	\$ 8,015	\$ 21,251	\$ 53	\$ 652	\$ 5,556	\$ (6,157) <sup>(3)</sup>	\$ 29,370	

(1) - Represents the sum of third-party financial guarantee net premiums earned, net investment income, insurance-related fees and reimbursements, investment management fees and other fees.

(2) - Represents intercompany premium income and expense, intercompany asset management fees and expenses, and intercompany interest income and expense pertaining to intercompany receivables and payables.

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(3) - Consists of intercompany reinsurance balances, repurchase agreements and loans.

Premiums on financial guarantees and insured derivatives reported within the Company's insurance segments are generated within and outside the U.S. The following table summarizes premiums earned on financial guarantees and insured derivatives by geographic location of risk for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
<b>Total premiums earned:</b>				
United States	\$ 141	\$ 161	\$ 402	\$ 413
United Kingdom	9	10	27	27
Europe (excluding United Kingdom)	3	4	12	25
Internationally diversified	3	9	13	27
Central and South America	8	9	40	28
Asia	2	2	4	14
Other	2	4	8	10
<b>Total</b>	<b>\$ 168</b>	<b>\$ 199</b>	<b>\$ 506</b>	<b>\$ 544</b>

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)**

The following tables provide the results of the segments within the wind-down operations for the three months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30, 2012			Total Wind-down Operations
	Asset / Liability Products	Conduits	Eliminations	
Revenues <sup>(1)</sup>	\$ 9	\$ -	\$ -	\$ 9
Net gains (losses) on financial instruments at fair value and foreign exchange	(40)	-	-	(40)
Revenues of consolidated VIEs	-	20	-	20
Inter-segment revenues <sup>(2)</sup>	(1)	-	-	(1)
<b>Total revenues</b>	<b>(32)</b>	<b>20</b>	<b>-</b>	<b>(12)</b>
Operating	1	-	-	1
Interest	22	-	-	22
Expenses of consolidated VIEs	-	3	-	3
Inter-segment expenses <sup>(2)</sup>	3	36	-	39
<b>Total expenses</b>	<b>26</b>	<b>39</b>	<b>-</b>	<b>65</b>
<b>Income (loss) before income taxes</b>	<b>\$ (58)</b>	<b>\$ (19)</b>	<b>\$ -</b>	<b>\$ (77)</b>
Identifiable assets	\$ 2,219	\$ 693	\$ (51)	\$ 2,861

(1) - Represents the sum of third-party interest income, investment management services fees and other fees.

(2) - Represents intercompany asset management fees and expenses plus intercompany interest income and expense pertaining to intercompany debt.

In millions	Three Months Ended September 30, 2011			Total Wind-down Operations
	Asset / Liability Products	Conduits	Eliminations	
Revenues <sup>(1)</sup>	\$ 23	\$ (2)	\$ -	\$ 21
Net gains (losses) on financial instruments at fair value and foreign exchange	11	-	-	11

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Net investment losses related to other-than-temporary impairments	(1)	-	-	(1)
Revenues of consolidated VIEs	(2)	7	-	5
Inter-segment revenues <sup>(2)</sup>	(3)	(1)	-	(4)
<b>Total revenues</b>	<b>28</b>	<b>4</b>	<b>-</b>	<b>32</b>
Operating	-	2	-	2
Interest	27	1	-	28
Expenses of consolidated VIEs	-	5	-	5
Inter-segment expenses <sup>(2)</sup>	9	(3)	-	6
<b>Total expenses</b>	<b>36</b>	<b>5</b>	<b>-</b>	<b>41</b>
Income (loss) before income taxes	\$ (8)	\$ (1)	\$ -	\$ (9)
Identifiable assets	\$ 3,982	\$ 1,574	\$ -	\$ 5,556

(1) - Represents the sum of third-party interest income, investment management services fees and other fees.

(2) - Represents intercompany asset management fees and expenses plus intercompany interest income and expense pertaining to intercompany debt.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 11: Business Segments (continued)**

The following tables provide the results of the segments within the wind-down operations for the nine months ended September 30, 2012 and 2011:

In millions	Nine Months Ended September 30, 2012			Total Wind-down Operations
	Asset / Liability Products	Conduits	Eliminations	
Revenues <sup>(1)</sup>	\$ 44	\$ -	\$ -	\$ 44
Net gains (losses) on financial instruments at fair value and foreign exchange	(160)	-	-	(160)
Net investment losses related to other-than-temporary impairments	(56)	-	-	(56)
Revenues of consolidated VIEs	-	60	-	60
Inter-segment revenues <sup>(2)</sup>	(15)	(2)	(2)	(19)
Total revenues	(187)	58	(2)	(131)
Operating	4	-	-	4
Interest	72	-	-	72
Expenses of consolidated VIEs	-	11	-	11
Inter-segment expenses <sup>(2)</sup>	16	71	-	87
Total expenses	92	82	-	174
Income (loss) before income taxes	\$ (279)	\$ (24)	\$ (2)	\$ (305)
Identifiable assets	\$ 2,219	\$ 693	\$ (51)	\$ 2,861

(1) - Represents the sum of third-party interest income, investment management services fees and other fees.

(2) - Represents intercompany asset management fees and expenses plus intercompany interest income and expense pertaining to intercompany debt.

In millions	Nine Months Ended September 30, 2011			Total Wind-down Operations
	Asset / Liability Products	Conduits	Eliminations	
Revenues <sup>(1)</sup>	\$ 70	\$ -	\$ -	\$ 70



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Net gains (losses) on financial instruments at fair value and foreign exchange	(206)	-	-	(206)
Net investment losses related to other-than-temporary impairments	(30)	-	-	(30)
Net gains (losses) on extinguishment of debt	24	-	-	24
Other net realized gains (losses)	4	-	-	4
Revenues of consolidated VIEs	10	15	-	25
Inter-segment revenues <sup>(2)</sup>	(9)	(3)	-	(12)
<b>Total revenues</b>	<b>(137)</b>	<b>12</b>	<b>-</b>	<b>(125)</b>
Operating	2	-	-	2
Interest	82	-	-	82
Expenses of consolidated VIEs	-	15	-	15
Inter-segment expenses <sup>(2)</sup>	25	(1)	-	24
<b>Total expenses</b>	<b>109</b>	<b>14</b>	<b>-</b>	<b>123</b>
Income (loss) before income taxes	\$ (246)	\$ (2)	\$ -	\$ (248)
Identifiable assets	\$ 3,982	\$ 1,574	\$ -	\$ 5,556

(1) - Represents the sum of third-party interest income, investment management services fees and other fees.

(2) - Represents intercompany asset management fees and expenses plus intercompany interest income and expense pertaining to intercompany debt.

**Table of Contents****MBIA Inc. and Subsidiaries****Notes to Consolidated Financial Statements (Unaudited)****Note 12: Earnings Per Share**

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the dilutive effect of all stock options and other items outstanding during the period that could potentially result in the issuance of common stock. For the three months ended September 30, 2012 and 2011, there were 3,404,672 and 3,783,574, respectively, of stock options outstanding that were not included in the diluted earnings per share calculation because they were antidilutive. For the nine months ended September 30, 2012 and 2011, there were 3,457,769 and 3,804,671, respectively, of stock options outstanding that were not included in the diluted earnings per share calculation because they were antidilutive.

The following table presents the computation of basic and diluted earnings per share for the three and nine months ended September 30, 2012 and 2011:

\$ in millions except share and per share amounts	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net income (loss)	\$ 7	\$ 444	\$ 598	\$ (693)
Basic weighted average shares <sup>(1)</sup>	193,879,994	195,612,615	193,760,654	198,262,715
Effect of common stock equivalents:				
Stock options	1,097,648	734,887	1,074,883	-
Diluted weighted average shares	194,977,642	196,347,502	194,835,537	198,262,715
Net income (loss) per common share:				
Basic	\$ 0.04	\$ 2.27	\$ 3.09	\$ (3.50)
Diluted	\$ 0.04	\$ 2.26	\$ 3.07	\$ (3.50)

(1) - Includes 5,524,396 and 5,038,788 of unvested restricted stock and units that receive nonforfeitable dividends or dividend equivalents for the three months ended September 30, 2012 and 2011, respectively. Includes 5,442,143 and 5,085,256 of unvested restricted stock and units that receive nonforfeitable dividends or dividend equivalents for the nine months ended September 30, 2012 and 2011, respectively.

**Note 13: Commitments and Contingencies**

The following commitments and contingencies provide an update of those discussed in Note 23: Commitments and Contingencies in the Notes to Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011, and should be read in conjunction with the complete descriptions provided in the aforementioned Form 10-K.

**Corporate Litigation**

*In re MBIA Inc. Securities Litigation*; Case No. 05 cv 03514(LLS) (S.D.N.Y.)

In May 2012, the parties reached a settlement agreement in principle pursuant to which the plaintiffs will receive a settlement payment in exchange for the dismissal with prejudice of the litigation. The Company's insurance carriers have agreed to cover in full the settlement payment. On September 13, 2012, the court entered an order preliminarily approving the settlement.

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*Trustees of the Police and Fire Retirement System of the City of Detroit v. Clapp et al.; No. 08-cv-1515 (S.D.N.Y.)*

On July 16, 2012, all parties and the Company's insurance carriers accepted a mediator's proposal to settle the federal and state CDO-squared related derivative actions. On October 15, 2012, the plaintiff filed a motion with the court seeking preliminary approval of the settlement.

*Ambac Bond Insurance Coverage Cases, Coordinated Proceeding Case No. JCCP 4555 (Super. Ct. of Cal., County of San Francisco)*

On May 1, 2012, the court ruled in favor of the monoline defendants on their special motion to strike pursuant to California's Anti-SLAPP statute. The parties will complete the briefing relating to Stage 2 of the Anti-SLAPP motion on February 22, 2013 and a hearing is scheduled for March 5, 2013.

*Tri-City Healthcare District v. Citibank. et al.; Case No. 30-2010-00359692 (Super. Ct. of Cal., County of Orange)*

On July 20, 2012, the court granted the plaintiff's motion to further amend its complaint. Briefing on the defendants' motion to strike portions of the Fifth Amended Complaint was completed on October 19, 2012. MBIA's portion of the motion has been resolved per stipulation.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 13: Commitments and Contingencies (continued)**

*City of Phoenix v. AMBAC et al.*; Case No. 2:10-cv-00555-TMB (D. Ariz.)

On October 5, 2012, the court granted the plaintiff's motion to substitute its expert with certain limitations.

***Recovery Litigation***

*MBIA Insurance Corp. v. Countrywide Home Loans, Inc., et al.*; Index No. 602825/08 (N.Y. Sup. Ct., N.Y. County)

Expert discovery was completed as of September 20, 2012. On September 19, 2012, MBIA and Countrywide filed respective motions for summary judgment regarding Countrywide's primary liability. Argument is scheduled for December 5 to 6, 2012. On September 28, 2012, MBIA and Bank of America filed motions for summary judgment regarding Bank of America's successor liability. Argument is scheduled for December 12 to 13, 2012. The Appellate Division of the New York State Supreme Court, First Department (the Appellate Division), has ordered Countrywide to file its opening appellate brief with respect to the trial court's decision on partial summary judgment regarding causation by November 5, 2012. The appeal is scheduled for the January 2013 term of the Appellate Division.

*MBIA Insurance Corp. v. Residential Funding Company, LLC*; Index No. 603552/2008 (N.Y. Sup. Ct., N.Y. County)

The case is currently stayed as a result of the Chapter 11 filing of ResCap on May 14, 2012 in the United States Bankruptcy Court for the Southern District of New York.

*MBIA Insurance Corp. v. GMAC Mortgage, LLC (f/k/a GMAC Mortgage Corporation)*; Index No. 600837/2010 (N.Y. Sup. Ct., N.Y. County)

The case is currently stayed as a result of the Chapter 11 filing of ResCap on May 14, 2012 in the United States Bankruptcy Court for the Southern District of New York.

*MBIA Insurance Corp. v. Federal Deposit Insurance Corporation (in its corporate capacity and as conservator and receiver for IndyMac Federal Bank, F.S.B.)*; Civil Action No. 09-01011 (ABJ) (D.D.C.)

On September 12, 2012, the briefing before the Court of Appeals for the District of Columbia was completed. Oral argument is scheduled for November 14, 2012.

*MBIA Insurance Corp. v. J.P. Morgan Securities LLC (f/k/a Bear, Stearns & Co. Inc)*; Index No. 64676/2012 (N.Y. Sup. Ct., County of Westchester)

On September 14, 2012, MBIA Insurance Corporation filed a complaint alleging fraud against J.P. Morgan Securities LLC (f/k/a Bear, Stearns & Co. Inc) relating to Bear, Stearns & Co. Inc.'s role as lead securities underwriter on the GMAC Mortgage Corporation Home Equity Loan Trust 2006-HE4. On October 18, 2012, the defendant filed its motion to dismiss.

*MBIA Insurance Corp. v. Ally Financial Inc. (f/k/a GMAC, LLC) et al.*; 12-cv-02563 SRN/TNL (D. Minn.)

On September 17, 2012, MBIA Insurance Corporation filed a complaint in Minnesota state court for aiding and abetting fraud and breach of contract against certain Ally Bank companies relating to seven MBIA-insured mortgage-backed securitizations sponsored by RFC and GMAC during 2006-2007. The defendants removed to the United States District Court for the District of Minnesota on October 5, 2012, and filed a notice of motion to dismiss on October 12, 2012.

***Transformation Litigation***

*Aurelius Capital Master, Ltd. et al. v. MBIA Inc. et al.*; 09-cv-2242 (R.S.) (S.D.N.Y.)

On April 11, 2012, the Aurelius plaintiffs and MBIA filed a Stipulation of Dismissal resolving the litigation and the case has been closed on the court's docket.

*ABN AMRO Bank N.V. et al. v. Eric Dinallo et al.*; Index no. 601846/09 (N.Y. Sup. Ct., N.Y. County)

The Article 78 hearing concluded on June 7, 2012. A decision is pending.

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**MBIA Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements (Unaudited)**

**Note 13: Commitments and Contingencies (continued)**

*CQS ABS Master Fund Ltd., CQS Select ABS Master Fund Ltd., and CQS ABS Alpha Master Fund Ltd. v. MBIA Inc. et al.*; Civil Action No. 12-cv-6840 (R.S.) (S.D.N.Y.)

On September 10, 2012, CQS ABS Master Fund Ltd., CQS Select ABS Master Fund Ltd., and CQS ABS Alpha Master Fund Ltd. as holders of MBIA-insured residential mortgage-backed bonds filed suit against MBIA Inc., MBIA Insurance Corporation and National Public Finance Guarantee Corp. The complaint alleges that certain of the terms of the transactions entered into by MBIA Insurance Corporation, which were approved by the New York State Department of Insurance, constituted fraudulent conveyances under § 273, 274, 276 and 279(c) of New York Debtor and Creditor Law and a breach of the implied covenant of good faith and fair dealing under New York common law. The Company answered on October 19, 2012.

The Company is defending against the aforementioned actions in which it is a defendant and expects ultimately to prevail on the merits. There is no assurance, however, that the Company will prevail in these actions. Adverse rulings in these actions could have a material adverse effect on the Company's ability to implement its strategy and on its business, results of operations, cash flows and financial condition. At this stage of the litigation, there has not been a determination as to the amount, if any, of damages. Accordingly, the Company is not able to estimate any amount of loss or range of loss.

There are no other material lawsuits pending or, to the knowledge of the Company, threatened, to which the Company or any of its subsidiaries is a party.

**Note 14: Subsequent Events**

Refer to Note 13: Commitments and Contingencies for information about legal proceedings that occurred after September 30, 2012.

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

**FORWARD-LOOKING AND CAUTIONARY STATEMENTS**

This quarterly report of MBIA Inc. ( MBIA , the Company , we , us or our ) includes statements that are not historical or current facts and are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The words believe , anticipate , project , plan , expect , estimate , intend , will likely result , looking forward , or will continue and similar expressions are used in the report to identify forward-looking statements. These statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. MBIA cautions readers not to place undue reliance on any such forward-looking statements, which speak only to their respective dates. We undertake no obligation to publicly correct or update any forward-looking statement if the Company later becomes aware that such result is not likely to be achieved.

The following are some of the factors that could affect financial performance or could cause actual results to differ materially from estimates contained in or underlying the Company's forward-looking statements:

uncertainty regarding whether the Company will realize, or will be delayed in realizing, insurance loss recoveries expected in disputes with sellers/servicers of residential mortgage-backed securities ( RMBS ) transactions at the levels recorded in its consolidated financial statements;

the possibility that the Company will experience severe losses or liquidity needs due to increased deterioration in its insurance portfolios and in particular, due to the performance of collateralized debt obligations ( CDOs ) including multi-sector and commercial mortgage-backed securities ( CMBS ) pools and commercial real estate ( CRE ) CDOs and RMBS;

failure to obtain regulatory approval to implement our risk reduction and liquidity strategies;

the possibility that loss reserve estimates are not adequate to cover potential claims;

the possibility that MBIA Inc.'s obligations will be accelerated if MBIA Insurance Corporation becomes subject to a rehabilitation or liquidation proceeding;

our ability to access capital and our exposure to significant fluctuations in liquidity and asset values within the global credit markets, in particular within our asset/liability products segment;

our ability to fully implement our strategic plan, including our ability to achieve high stable ratings for National Public Finance Guarantee Corporation and subsidiaries ( National ) or any of our other insurance companies and our ability to commute certain of our insured exposures, including as a result of limited available liquidity;

the resolution of litigation claims against the Company;

the possibility of deterioration in the economic environment and financial markets in the United States ( U.S. ) or abroad, and adverse developments in real estate market performance, credit spreads, interest rates and foreign currency levels;

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the possibility that unprecedented budget short-falls will result in credit losses or impairments on obligations of state and local governments that we insure;

changes in the Company's credit ratings;

competitive conditions for bond insurance, including potential entry into the public finance market of insurers of municipal bonds, and changes in the demand for financial guarantee insurance;

the effects of governmental regulation, including insurance laws, securities laws, tax laws, legal precedents and accounting rules; and

uncertainties that have not been identified at this time.

The above factors provide a summary of and are qualified in their entirety by the risk factors discussed under "Risk Factors" in Part I, Item 1A of MBIA Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011. In addition, refer to "Note 1: Business Developments, Risks and Uncertainties, and Liquidity" in the Notes to Consolidated Financial Statements for a discussion of certain risks and uncertainties related to our financial statements.

### **EXECUTIVE OVERVIEW**

MBIA operates one of the largest financial guarantee insurance businesses in the industry and is a provider of asset management advisory services. These activities are managed through three business segments: U.S. public finance insurance, structured finance and international insurance, and advisory services. Our U.S. public finance insurance business is primarily operated through National, our structured finance and international insurance business is operated through MBIA Insurance Corporation and its subsidiaries ( "MBIA Corp." ), and our advisory services business is primarily operated through Cutwater Holdings, LLC and its subsidiaries ( "Cutwater" ). We also manage certain business activities through our corporate, asset/liability products, and conduit segments. Our corporate segment includes revenues and expenses that arise from general corporate activities. Funding programs managed through our asset/liability products and conduit segments are in wind-down.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****EXECUTIVE OVERVIEW (continued)**

During the first nine months of 2012, our businesses continued to maintain adequate liquidity to meet their payment obligations despite minimal collections of recoveries in connection with ineligible mortgage loans in our insured RMBS securitizations. As of September 30, 2012, National and MBIA Corp. had \$318 million and \$386 million, respectively, of total liquidity without regard to investments in their subsidiaries. Total liquidity within our insurance businesses includes cash and short-term investments, as well as other assets that are readily available for liquidity purposes. Liquidity of MBIA Inc. includes the liquidity positions of its corporate and asset/liability products activities. As of September 30, 2012, MBIA Inc. had liquidity of \$432 million comprising cash and liquid assets of \$335 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$97 million not pledged directly as collateral for its asset/liability products activities. As of December 31, 2011, MBIA Inc. had \$386 million of cash and liquid assets comprising \$226 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$160 million not pledged directly as collateral for its asset/liability products activities. A detailed discussion of the Company's liquidity position is presented within the Liquidity section herein.

Our financial guarantee insurance business model has been significantly impacted since 2008 by adverse credit rating actions by Standard & Poor's Financial Services LLC (S&P) and Moody's Investors Service, Inc. (Moody's). As of September 30, 2012, National was rated BBB with a developing outlook by S&P and Baa2 with a negative outlook by Moody's. As of September 30, 2012, MBIA Insurance Corporation was rated B with a negative outlook by S&P and B3 with a review of a possible downgrade by Moody's. The absence of S&P's and Moody's highest ratings has adversely impacted our ability to write new insurance business and the premiums we can charge, and could diminish the future acceptance of our financial guarantee insurance products.

The reference herein to ineligible mortgage loans refers to those mortgage loans that the Company believes failed to comply with the representations and warranties made by the sellers/servicers of the securitizations to which those mortgage loans were sold (including mortgage loans that failed to comply with the related underwriting criteria), based on the Company's assessment of such mortgage loans' compliance with such representations and warranties, which included information provided by third-party review firms. The Company's assessment of the ineligibility of individual mortgage loans has been challenged by the sellers/servicers of the securitizations in litigation and there is no assurance that the Company's determinations will prevail.

***Economic and Financial Market Trends***

We believe economic conditions during the first nine months of 2012 suggested a mild recovery within the U.S. as positive trends in the first half of the year continued to gain some traction. For the three months ended September 30, 2012, the U.S. economy showed signs of stabilizing as there was mildly positive news on housing and modest gains in the unemployment rate despite a recent spike in oil prices. U.S. Gross Domestic Product grew albeit at a slower rate than expected. The Federal Reserve's recent announcement of its latest stimulus effort may take time before the effects are felt within the U.S. economy. The business and consumer segments of our economy remain cautiously optimistic as companies wait for signs from Washington on the looming prospects of tax increases and automatic spending cuts slated to take effect at the end of 2012 and early 2013. All considered, we believe the U.S. economy has flattened out, however uncertainties in the global markets and an unclear fiscal policy still remain. MBIA's business outlook should be viewed against this backdrop since these are some of the key economic conditions which, together with the ineligibility of mortgage loans supporting our insured RMBS transactions, realized losses on insured credit derivatives and the volatility of unrealized gains and losses on our insured credit derivatives, significantly impact our financial results.

Uncertainties regarding the European sovereign debt crisis have also affected the global economy. Outside the U.S., financial guarantee insurance has been used by issuers of sovereign-related and sub-sovereign bonds, structured finance securities, utility debt and financing for public purpose projects, among others. MBIA does not insure any direct European sovereign debt. However, we do insure both structured finance and public finance obligations in select international markets. MBIA's indirect European sovereign insured debt exposure totaled \$7.1 billion as of September 30, 2012 and included obligations of sovereign-related and sub-sovereign issuers, such as regions, departments, and sovereign-owned entities that are supported by a sovereign state, region or department. Of the \$7.1 billion of insured gross par outstanding, \$808 million, \$675 million, and \$251 million related to Spain, Portugal, and Ireland, respectively. The remaining \$5.4 billion related to the United Kingdom. We closely monitor our existing insured European portfolios on an ongoing basis. We consider country risk, including economic and political factors, the type and quality of local regulatory oversight, the strength of the legal framework in each country and the stability of the local institutional framework. We also monitor local accounting, regulatory and legal requirements, local financial market developments, the

impact of exchange rates and local demand dynamics. The Company has an immaterial amount of direct and indirect European sovereign debt holdings included in its investment portfolios. A default by one or more sovereign issuers could have an adverse effect on our insured debt exposures and investment portfolios.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****EXECUTIVE OVERVIEW (continued)*****MBIA's Business Outlook***

Our financial results, prepared in accordance with accounting principles generally accepted in the United States of America ( GAAP ), have been extremely volatile since the fourth quarter of 2007 as a result of unrealized gains and losses from fair valuing our insured credit derivatives. We do not believe that the volatility caused by these unrealized gains and losses on our insured derivatives reflects the underlying economics of our business, and we fully expect that our reported financial results will remain volatile and uncertain during the remainder of 2012 as a result of actual and perceived future performance of our insured credit derivatives and the perception of MBIA's credit risk. Our economic performance may also be volatile depending on changes in our loss estimates based on deviations in macroeconomic conditions and collateral performance from our expectations, and deterioration in economic conditions and financial markets in the U.S. and abroad.

Our business and financial results have been significantly influenced by a number of factors including, but not limited to, the following:

MBIA Corp. has repurchase rights arising from the sellers /servicers' improper inclusion of ineligible mortgage loans in MBIA-insured securitizations. The sellers/servicers have contractual obligations to cure, repurchase or replace such ineligible mortgage loans and thus we have recognized \$3.2 billion for such obligations as of September 30, 2012. These expected recoveries are generally referred to as put-backs, and are calculated based on our assessment of a range of possible collection outcomes. Our cumulative incurred loss related to ineligible mortgage loans was \$5.0 billion as of September 30, 2012. We believe that, based on the strength of our contract claims, multiple positive court rulings in our favor, and the exceptionally high level of ineligible mortgage loans in our insured transactions, we are entitled to collect and/or assert a claim for the full amount of our incurred loss related to these ineligible mortgage loans. However, our financial statements reflect that we may ultimately collect less than our cumulative incurred loss due to a variety of factors including the risks inherent in litigation, the possibility of legal settlements with some or all of the sellers/servicers, and the risk that one or more of the sellers/servicers will not be able to honor any claims or judgments that we secure against them. We may further discount our expected recoveries in the future based on a review of the creditworthiness of the sellers/servicers. Refer to the following RMBS Recoveries section below for more information about our claims against sellers/servicers.

For the three months ended September 30, 2012, we estimated an additional \$123 million of credit losses and loss adjustment expense ( LAE ) related to our insured CMBS exposure. This additional amount reflects the deterioration within some transactions. Although average debt service coverage in transactions in our aggregate current portfolio remains satisfactory, some loans still show signs of significant financial distress. Ultimate loss rates remain uncertain, and we have recorded additional impairments on our insured CMBS portfolio every quarter since the beginning of 2010 as our anticipated economic losses have increased during that time period. It is possible that we will experience severe losses or liquidity needs due to increased deterioration in our insured CMBS portfolio or our failure to commute the policies, primarily on the Bank of America/Merrill Lynch CMBS exposures described below under RMBS Recoveries, in particular if macroeconomic stress escalates. A double dip recession may result in increased delinquencies, higher levels of liquidations of delinquent loans and/or severities of loss upon liquidation. Although we have also seen stabilization in the delinquency rate over the past several months, loan modifications and extensions granted by the special servicers for these CMBS loans and increased liquidations have contributed to the stabilization. The special servicers are responsible for managing loans that have defaulted and for conducting the remediation and foreclosure process with the objective of maximizing proceeds for all bondholders by avoiding or minimizing loan level losses. As a result of these and other risks facing MBIA Insurance Corporation, MBIA Inc. has launched a consent solicitation seeking approval of its senior noteholders to amend the cross-default provisions in the indentures governing the senior notes that would be triggered by MBIA Insurance Corporation being placed into a rehabilitation or liquidation proceeding. See The Consent Solicitation below for a description of this transaction and the circumstances that could lead to MBIA Insurance Corporation being placed in a rehabilitation or liquidation proceeding.

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In the first nine months of 2012, MBIA Corp. commuted \$13.0 billion of gross insured exposure, primarily comprising structured CMBS pools, CRE CDOs, investment grade corporate CDOs, asset-backed securities ( ABS ) CDOs, and subprime RMBS transactions, of which \$12.8 billion was previously disclosed in earlier MBIA Inc. s Securities and Exchange Commission ( SEC ) filings. In consideration for the commutation of insured transactions, the Company has made and may in the future make payments to the counterparties, the amounts of which, if any, may be less than or greater than any statutory loss reserves established for the respective transactions. The Company enters into commutations in the ordinary course of its business and generally does not intend to make contemporaneous disclosures regarding any such transactions regardless of the amounts paid to effect such commutations in relation to the statutory loss reserves established for the respective transactions. Our ability to commute insured transactions may be limited by available liquidity as determined based on management s assessment.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

**EXECUTIVE OVERVIEW (continued)**

The pending litigation challenging the establishment of National also has constrained our ability to establish high stable ratings and generate new U.S. public finance financial guarantee insurance business. We do not expect to write significant new financial guarantee insurance business prior to an upgrade of our insurance financial strength ratings. We expect that once the pending litigation is resolved, we will seek to obtain higher ratings for National and the market acceptance necessary to meet our objectives. Our ability to achieve these ratings is subject to rating agency criteria in effect at that time, including qualitative and quantitative factors, and the timing of any such upgrade is uncertain. There is no assurance that we will prevail in the pending litigation or be able to achieve such ratings. While there are currently two bond insurers actively engaged in the market, one of which was recently established, we have observed other new competitors indicating an interest in entering the bond insurance market and continue to consider strategies for launch. We will continue to monitor the impact that new market participants may have on our ability to compete in the U.S. public finance insurance market in the future. Failure by the Company to favorably resolve this litigation could have a material adverse effect on its future business, results of operations, financial condition or cash flows. Refer to Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements for a detailed discussion on the lawsuits filed by and against the Company.

In 2011, National entered into a secured loan with MBIA Insurance Corporation ( National Secured Loan ) under which National loaned MBIA Insurance Corporation funds in order to enable MBIA Corp. to fund settlements and commutations of its insurance policies. The existence of the National Secured Loan may adversely affect National's ability to achieve higher stable ratings and, therefore, its ability to write new business. Refer to the Liquidity-Key Intercompany Lending Agreements section herein for information about the National Secured Loan.

Our U.S. public finance insured portfolio, in National, continues to perform as expected. We have, however, experienced increased stress in this portfolio in the first nine months of 2012 as a portion of the obligations that we insure were issued by some of the state and local governments that continue to remain under extreme financial and budgetary stress. This financial stress on such states and municipalities could lead to an increase in defaults on the payment of their obligations and losses or impairments on a greater number of insured transactions in the future.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****EXECUTIVE OVERVIEW (continued)*****RMBS Recoveries***

We have recorded our largest put-back asset against Bank of America and certain of its subsidiaries including Countrywide Home Loans, Inc. (Countrywide). Bank of America and its subsidiary Merrill Lynch also hold a significant amount of our remaining insured CMBS exposures, including the majority of the \$6.0 billion of pools originally insured in 2006 and 2007 primarily referencing BBB and lower rated collateral (for a discussion of our insured CMBS pool exposure, see Results of Operations Commercial Real Estate Pool and CRE CDOs). While the Company has estimated credit impairments or recorded loss reserves for the CMBS exposures, no material claims have been made to date. Bank of America/Merrill Lynch is also one of the two remaining plaintiffs in the litigation challenging the establishment of National (Transformation Litigation). For a discussion of the Transformation Litigation, see Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements. As a result, the amount we may ultimately collect from Bank of America/Countrywide on their put-back obligations in any litigation settlement could be impacted by potential commutation payments on these CMBS exposures and developments in the Transformation Litigation. Likewise, our ability to commute these CMBS exposures may be impacted by developments in the put-back litigation with these entities and the Transformation Litigation. There can be no assurance that any such settlement or commutation will occur or that any such settlement or commutation, if it occurred, would be consummated within the estimates of expected recoveries or loss payments associated with these exposures that are recorded in our consolidated financial statements. In addition, due to the deterioration in MBIA Corp.'s CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, there is an increased likelihood that MBIA Corp. will experience claims on those exposures, which claims could be substantial. Depending on the amount of such claims and the amounts of claims on other policies issued by MBIA Corp., MBIA Corp. may not have sufficient liquid assets to pay such claims in the absence of a settlement with Bank of America/Merrill Lynch and the commutation of the CMBS exposures held by Bank of America/Merrill Lynch or in the absence of the collection of other substantial put-back recoverables.

We have also recorded substantial recoveries related to put-backs against two wholly-owned subsidiaries of Residential Capital, LLC (ResCap), GMAC Mortgage, LLC (GMAC) and Residential Funding Company, LLC (RFC), whose ultimate parent company is Ally Financial Inc. On May 14, 2012, ResCap, RFC and GMAC each filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. As a result of the bankruptcy filings, we have reassessed our expected recoveries from GMAC and RFC by developing new probability-weighted scenarios based on the following facts: a) we have a direct contractual relationship with GMAC and RFC related to our put-back claims; b) our claims against GMAC and RFC are based on a breach of contract and fraud which have withstood motions to dismiss; and c) we submitted expert reports in the RFC litigation which confirm a substantial degree of ineligible mortgage loans in MBIA insured securitizations and damages as a result thereof. Accordingly, the Company has modeled scenario-based recoveries which are founded upon the strength of these claims as well as a range of estimated assets available to ResCap unsecured creditors. These outcomes are based upon information that was available to the Company as of the filing date. Under this revised methodology, our expected recoveries from GMAC and RFC have been reduced by 7% since December 31, 2011. A more detailed discussion of potential recoveries is presented within Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements.

***The Consent Solicitation***

On the date of this Quarterly Report on Form 10-Q, MBIA launched a consent solicitation pursuant to which it is seeking the consent of its senior noteholders to amend the indentures pursuant to which the senior notes were issued to substitute National for MBIA Insurance Corporation in the definition of Restricted Subsidiary and Principal Subsidiaries in the respective indentures, which provide that an involuntary solvency proceeding with respect to a Restricted or Principal Subsidiary, as the case may be, that remains in place for a specified period of time constitutes an event of default, which would likely result in the acceleration of the senior notes. The Consent Solicitation Statement related to the consent solicitation is filed as Exhibit 99.3 to the Company's Current Report on Form 8-K filed on the date of this Quarterly Report on Form 10-Q.

MBIA Insurance Corporation may be placed in a rehabilitation or liquidation proceeding as a result of, among other things, a lack of liquid assets available to pay claims due to the failure by RMBS sellers/servicers to honor their contractual obligations to repurchase ineligible mortgage loans combined with the substantial RMBS claims payments, other claims and commutation payments to date, as well as the increased probability that MBIA Insurance Corporation will experience claims payments on certain of its CMBS exposures in the future. As described further above under RMBS Recoveries and under Risk Factors in Part II, Item 1A of this Quarterly Report on Form 10-Q and Part I, Item 1A of

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the Company's Annual Report on Form 10-K for the year ended December 31, 2011, these and other key risks and contingencies increase the possibility that MBIA Insurance Corporation could be placed into rehabilitation or liquidation proceedings by the Superintendent of the New York State Department of Financial Services ( NYSDFS ). The determination to commence an MBIA Insurance Corporation rehabilitation or liquidation proceeding is not within the control of the Company. Article 74 of the New York Insurance Law ( NYIL ) gives the Superintendent of the NYSDFS exclusive authority to commence rehabilitation or liquidation proceedings against a New York insurer under a variety of circumstances, including if the Superintendent finds the insurer is in such condition that its further transaction of business will be hazardous to policyholders, creditors, or the public, or if the Superintendent finds that the insurer is insolvent. In the event of an MBIA Insurance Corporation proceeding and in the absence of the consummation of the consent solicitation, it is likely that the senior notes would be accelerated. If the senior notes are accelerated we believe MBIA Inc. would have insufficient liquidity and capital markets access to pay the obligations under the senior notes. We believe that, under such circumstances, the Company would likely immediately pursue other alternatives, including an out-of-court restructuring, which we believe will be difficult to achieve, or a bankruptcy filing. We further believe that an MBIA Inc. bankruptcy would be highly destructive of the value of the Company, and would impose other costs and risks on its shareholders and creditors. This view is based on the following factors that we believe would result from an MBIA Inc. bankruptcy:

Reduction in the value of National in an MBIA Inc. bankruptcy as a result of a distressed sale and regulatory restrictions on a sale and on other activities of National, which could also substantially delay any such transaction.

Potential delays on asset sales and dividends and impairment of intercompany obligations that make up a substantial portion of National's investment portfolio, which could further diminish National's value to the Company's shareholders and creditors.

Assertion of significant claims against the Company, including approximately \$900 million on account of the senior notes and approximately \$1.6 billion on account of an intercompany obligation to MBIA Global Funding LLC ( GFL ), that would be triggered by a Company bankruptcy.

Other significant adverse economic impacts on shareholders and creditors, including:

The potential for cessation of interest payments, delays in distribution and/or debt for equity conversion of debt obligations.

The substantial administrative expense and adverse business impact on the Company.

Potential adverse impact on the trading prices of the Company's securities in the secondary market.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****EXECUTIVE OVERVIEW (continued)**

The purpose of the consent solicitation is to avoid the risk of a substantial value erosion of the Company in the event of an MBIA Insurance Corporation rehabilitation or liquidation. In addition, by removing this risk, we believe the consummation of the consent solicitation would improve the Company's credit standing over time and improve its ability to raise capital in the future, each of which we believe would inure to the benefit of shareholders and creditors. The Company has had discussions with Moody's and S&P and expects that the rating and rating outlook of the senior notes will be unchanged if the consent solicitation is consummated. See Risk Factors in Part II, Item 1A of this Quarterly Report on Form 10-Q for a detailed description of the risks associated with the Company failing to consummate the consent solicitation and MBIA Insurance Corporation being placed in a rehabilitation proceeding.

***Financial Highlights***

For the three months ended September 30, 2012, we recorded consolidated net income of \$7 million or \$0.04 per diluted share compared with consolidated net income of \$444 million or \$2.26 per diluted share for the same period of 2011.

For the nine months ended September 30, 2012, we recorded consolidated net income of \$598 million or \$3.07 per diluted share compared with a consolidated net loss of \$693 million or \$3.50 per diluted share for the same period of 2011.

We also use adjusted pre-tax income (loss), a non-GAAP measure, to supplement our analysis of our periodic results. We consider adjusted pre-tax income (loss) a fundamental measure of periodic financial performance, which we believe is useful for an understanding of our results. Adjusted pre-tax income (loss) adjusts GAAP pre-tax income (loss) to remove the effects of consolidating insured variable interest entities (VIEs) and gains and losses related to insured credit derivatives, which we believe will reverse over time, as well as to add in changes in the present value of insurance claims we expect to pay on insured credit derivatives based on our ongoing insurance loss monitoring. Adjusted pre-tax income (loss) is not a substitute for and should not be viewed in isolation from GAAP pre-tax income (loss), and our definition of adjusted pre-tax income (loss) may differ from that used by other companies. Refer to the following Results of Operations section for a reconciliation of adjusted pre-tax income (loss) to GAAP pre-tax income (loss).

For the three months ended September 30, 2012, consolidated adjusted pre-tax loss was \$118 million compared with adjusted pre-tax loss of \$430 million for the same period of 2011.

For the nine months ended September 30, 2012, consolidated adjusted pre-tax loss was \$818 million compared with adjusted pre-tax loss of \$244 million for the same period of 2011.



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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****EXECUTIVE OVERVIEW (continued)**

Our consolidated book value (total shareholders' equity) was \$2.6 billion as of September 30, 2012 compared with \$1.7 billion as of December 31, 2011. The increase was primarily the result of unrealized gains on insured derivatives driven by commuting derivative liabilities at prices below their fair values, the effects of MBIA's nonperformance risk on its derivative liabilities which resulted from a widening of its own credit spreads and a reduction in the Company's recovery rate and favorable movements in spreads and pricing on collateral. Our consolidated book value per share as of September 30, 2012 was \$13.25 compared with \$8.80 as of December 31, 2011.

In addition to book value per share, we also analyze adjusted book value ( ABV ) per share, a non-GAAP measure. We consider ABV a measure of fundamental value of the Company and the change in ABV an important measure of financial performance. ABV adjusts GAAP book value to remove the impact of certain items which the Company believes will reverse over time through the GAAP statements of operations, as well as to add in the impact of certain items which the Company believes will be realized in GAAP book value in future periods. The Company has limited such adjustments to those items that it deems to be important to fundamental value and performance and which the likelihood and amount can be reasonably estimated. ABV assumes no new business activity. We have presented ABV to allow investors and analysts to evaluate the Company using the same measure that MBIA's management regularly uses to measure financial performance and value. ABV is not a substitute for and should not be viewed in isolation from GAAP book value, and our definition of ABV may differ from that used by other companies. Refer to the following Results of Operations section for a further discussion of ABV and a reconciliation of GAAP book value per share to ABV per share.

As of September 30, 2012, ABV per share was \$30.64, down from \$34.50 as of December 31, 2011.

A detailed discussion of our financial results is presented within the Results of Operations section included herein. Refer to the Capital Resources Insurance Statutory Capital section for a discussion of National's and MBIA Corp.'s capital positions under statutory accounting principles ( U.S. STAT ).

**CRITICAL ACCOUNTING ESTIMATES**

We prepare our financial statements in accordance with GAAP, which requires the use of estimates and assumptions. Management has discussed and reviewed the development, selection, and disclosure of critical accounting estimates with the Company's Audit Committee. Management believes that the most critical accounting estimates, since these estimates require significant judgment, are loss and LAE reserves, valuation of financial instruments, and deferred income taxes. Financial results could be materially different if other methodologies were used or if management modified its assumptions.

For a discussion of the Company's critical accounting estimates, see Critical Accounting Estimates in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. In addition, refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for a current description of estimates used in our insurance loss reserving process.

**RECENT ACCOUNTING PRONOUNCEMENTS**

Refer to Note 3: Recent Accounting Pronouncements in the Notes to Consolidated Financial Statements for a discussion of accounting guidance recently adopted by the Company, as well as recent accounting developments relating to guidance not yet adopted by the Company.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS***Summary of Consolidated Results*

The following table presents a summary of our consolidated financial results for the three and nine months ended September 30, 2012 and 2011:

In millions except for per share amounts	Three Months Ended		Nine Months Ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011
Total revenues (losses)	\$ 281	\$ 1,120	\$ 1,703	\$ (390)
Total expenses	338	375	944	775
Pre-tax income (loss)	(57)	745	759	(1,165)
Provision (benefit) for income taxes	(64)	301	161	(472)
Net income (loss)	\$ 7	\$ 444	\$ 598	\$ (693)
Net income (loss) per common share:				
Basic	\$ 0.04	\$ 2.27	\$ 3.09	\$ (3.50)
Diluted	\$ 0.04	\$ 2.26	\$ 3.07	\$ (3.50)

For the three months ended September 30, 2012, we recorded consolidated net income of \$7 million, or \$0.04 per diluted common share, compared with consolidated net income of \$444 million, or \$2.26 per diluted common share, for the same period of 2011. Weighted average diluted common shares outstanding totaled 195 million and 196 million for the three months ended September 30, 2012 and 2011, respectively. Consolidated total revenues for the three months ended September 30, 2012 included \$21 million of net losses on insured derivatives compared with \$723 million of net gains for the same period of 2011. The net losses on insured derivatives in 2012 were principally due to the effects of unfavorable changes in spreads/prices of underlying collateral and collateral erosion partially offset by a widening of the Company's credit spreads and a reduction in the Company's recovery rate. The net gains on insured derivatives in 2011 reflected a widening of the Company's credit spreads and a reduction in the Company's recovery rate, partially offset by unfavorable changes in spreads/prices of underlying collateral. Consolidated total expenses for the three months ended September 30, 2012 included \$171 million of net insurance loss and LAE compared with \$190 million of loss and LAE for the same period of 2011. The net insurance loss and LAE in 2012 and 2011 were primarily related to our insured RMBS and financial guarantee CMBS exposures.

For the nine months ended September 30, 2012, we recorded consolidated net income of \$598 million, or \$3.07 per diluted common share, compared with a consolidated net loss of \$693 million, or \$3.50 per diluted common share, for the same period of 2011. Weighted average diluted common shares outstanding totaled 195 million for the nine months ended September 30, 2012, down 2% from the same period of 2011 as a result of share repurchases by the Company during 2011. Consolidated total revenues for the nine months ended September 30, 2012 included \$1.1 billion of net gains on insured derivatives compared with \$1.1 billion of net losses for the same period of 2011. The net gains on insured derivatives in 2012 were principally the result of commuting derivative liabilities at prices below their fair values and the effects of MBIA's nonperformance risk on its derivative liabilities which resulted from a widening of its own credit spreads and a reduction in the Company's recovery rate. The net losses on insured derivatives in 2011 principally resulted from favorable changes in the market perception of MBIA Corp.'s credit risk, which resulted in a tightening of the Company's credit spreads and an improvement in the Company's recovery rate and unfavorable changes in spreads/prices of underlying collateral. These changes were partially offset by the reversal of unrealized losses resulting from the settlement of insured derivatives at amounts below their fair value. Consolidated total expenses for the nine months ended September 30, 2012 included \$330 million of net insurance loss and LAE compared with \$204 million for the same period of 2011. The net insurance losses and LAE in 2012 and 2011 were principally related to our insured financial guarantee CDO and RMBS exposures.

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Included in our consolidated net income for the three months ended September 30, 2012 and 2011 was \$59 million and \$88 million, respectively, of income before income taxes related to consolidated VIEs, after the elimination of intercompany revenues and expenses. Included in our consolidated net income for the nine months ended September 30, 2012 was \$26 million of income before income taxes related to consolidated VIEs, after the elimination of intercompany revenues and expenses, compared with losses before income taxes of \$5 million for the same period of 2011. The net effect of consolidated VIEs on our financial results will vary over time as VIEs are consolidated or deconsolidated by the Company, and as the values of consolidated VIE assets and liabilities change.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)****Adjusted Pre-Tax Income**

The following table presents our consolidated adjusted pre-tax income (loss) (a non-GAAP measure) and provides a reconciliation of adjusted pre-tax income (loss) to GAAP pre-tax income (loss) for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Adjusted pre-tax income (loss)	\$ (118)	\$ (430)	\$ (818)	\$ (244)
Additions to adjusted pre-tax income (loss):				
Impact of consolidating certain VIEs	29	9	62	68
Mark-to-market gains (losses) on insured credit derivatives	(33)	832	1,473	(671)
Subtractions from adjusted pre-tax income (loss):				
Impairments on insured credit derivatives	(65)	(334)	(42)	318
Pre-tax income (loss)	\$ (57)	\$ 745	\$ 759	\$ (1,165)

For the three months ended September 30, 2012, our consolidated adjusted pre-tax loss decreased compared with the same period of 2011 primarily as a result of decreased impairments on insured credit derivatives and a decrease in insurance losses and LAE, partially offset by a decrease in net gains related to fair valuing financial instruments and unfavorable changes in foreign exchange rates.

For the nine months ended September 30, 2012, our consolidated adjusted pre-tax loss increased compared with the same period of 2011 primarily as a result of an increase in insurance losses and LAE, increased impairments on insured credit derivatives, lower net investment income, an increase in legal and litigation related costs, and an increase in net investment losses related to other-than-temporary impairments of investments.

**Adjusted Book Value**

As of September 30, 2012, ABV per share (a non-GAAP measure) was \$30.64, down from \$34.50 as of December 31, 2011. The decrease in ABV per share was primarily driven by insurance losses, realized losses from sales and impairments of investments, and a significant increase in legal and litigation related costs.

The following table provides a reconciliation of consolidated book value per share to consolidated ABV per share:

In millions except share and per share amounts	As of September 30, 2012	As of December 31, 2011
Total shareholders' equity of MBIA Inc.	\$ 2,566	\$ 1,700
Basic common shares outstanding	193,725,307	193,143,196
Book value per share	\$ 13.25	\$ 8.80
Adjustments for items included in book value per share (after-tax):		
Cumulative net loss from consolidating certain VIEs <sup>(1)</sup>	0.66	0.82

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Cumulative unrealized loss on insured credit derivatives	11.13	16.12
Net unrealized (gains) losses included in other comprehensive income	(0.66)	0.85
Adjustments for items not included in book value per share (after-tax):		
Net unearned premium revenue <sup>(2)(3)</sup>	10.57	12.00
Present value of insured derivative installment revenue <sup>(4)</sup>	0.65	0.86
Cumulative impairments on insured credit derivatives <sup>(4)</sup>	(3.88)	(3.74)
Deferred acquisition costs	(1.08)	(1.21)
<b>Total adjustments per share</b>	<b>17.39</b>	<b>25.70</b>
 Adjusted book value per share	 \$ 30.64	 \$ 34.50

(1) - Represents the impact on book value per share of consolidated VIEs that are not considered a business enterprise of the Company.

(2) - Consists of financial guarantee premiums and fees.

(3) - The discount rate on financial guarantee installment premiums was the risk-free rate as defined by the accounting principles for financial guarantee insurance contracts.

(4) - The discount rate on insured derivative installment revenue and impairments was 5% as of September 30, 2012 and December 31, 2011.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

Our Net unearned premium revenue adjustment to book value per share consists of unearned premium revenue net of prepaid reinsurance premiums related to financial guarantee insurance contracts, the unamortized portion of installment premiums collected on insured derivative contracts, and the unamortized portion of insurance-related deferred fee revenue. Our Present value of insured derivative installment revenue adjustment to book value per share consists of the present value of premiums not yet collected from insured derivative contracts, which are not recorded on our balance sheets in accordance with accounting principles for financial guarantee insurance contracts but which are contractually due to the Company.

***U.S. Public Finance Insurance***

Our U.S. public finance insurance business is primarily conducted through National. The financial guarantees issued by National provide unconditional and irrevocable guarantees of the payment of the principal of, and interest or other amounts owing on, insured obligations when due or, in the event National has exercised, at its discretion, the right to accelerate insured obligations upon default or otherwise. National's guarantees insure municipal bonds, including tax-exempt and taxable indebtedness of U.S. political subdivisions, as well as utility districts, airports, healthcare institutions, higher educational facilities, student loan issuers, housing authorities and other similar agencies and obligations issued by private entities that finance projects that serve a substantial public purpose. Municipal bonds and privately issued bonds used for the financing of public purpose projects are generally supported by taxes, assessments, user fees or tariffs related to the use of these projects, lease payments or other similar types of revenue streams.

The following table presents our U.S. public finance insurance segment results for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Net premiums earned	\$ 134	\$ 147	-9%	\$ 370	\$ 341	9%
Net investment income	56	53	6%	167	165	1%
Fees and reimbursements	2	2	-	5	5	-
Realized gains (losses) and other settlements on insured derivatives	-	-	-	-	2	-100%
Net gains (losses) on financial instruments at fair value and foreign exchange	22	6	n/m	43	24	79%
Total revenues	214	208	3%	585	537	9%
Losses and loss adjustment	4	10	-60%	15	4	n/m
Amortization of deferred acquisition costs	26	22	18%	75	64	17%
Operating	20	19	5%	128	56	129%
Total expenses	50	51	-2%	218	124	76%
Pre-tax income	\$ 164	\$ 157	4%	\$ 367	\$ 413	-11%

n/m - Percent change not meaningful.

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For the three and nine months ended September 30, 2012 and 2011, we did not write a meaningful amount of U.S. public finance insurance. Activity was largely limited to our reinsurance of a financing transaction for a Turkish bank, which closed in the third quarter of 2012. The lack of insurance writings in our U.S. public finance segment reflects the insurance financial strength credit ratings assigned to National by major ratings agencies and the impact of litigation over the formation of National in 2009. We do not expect to write a material amount of new business prior to an upgrade of our insurance financial strength ratings and market acceptance that such ratings will be stable in the future. The timing of any such upgrade is uncertain and will depend on a variety of quantitative and qualitative factors used by the rating agencies in their evaluation, including the resolution of pending litigation. We believe that we will resume writing business in the U.S. public finance market before actively re-engaging in the structured finance and international markets.

**ADJUSTED PRE-TAX INCOME** In addition to the above results, we also analyze the operating performance of our U.S. public finance insurance segment using adjusted pre-tax income, a non-GAAP measure. We believe adjusted pre-tax income, as used by management, is useful for an understanding of the results of operations of our U.S. public finance insurance segment. Adjusted pre-tax income is not a substitute for pre-tax income determined in accordance with GAAP, and our definition of adjusted pre-tax income may differ from that used by other companies.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

For the three months ended September 30, 2012 and 2011, there were no differences between adjusted pre-tax income of \$164 million and \$157 million, respectively, and GAAP pre-tax income. For the nine months ended September 30, 2012 and 2011, there were no differences between adjusted pre-tax income of \$367 million and \$413 million, respectively, and GAAP pre-tax income.

**NET PREMIUMS EARNED** Net premiums earned on non-derivative financial guarantees represent gross premiums earned net of premiums ceded to reinsurers, and include scheduled premium earnings and premium earnings from refunded issues. The decrease in net premiums earned for the three months ended September 30, 2012 compared with the same period of 2011 resulted from a decrease in scheduled premiums earned of \$16 million, partially offset by an increase in refunded premiums earned of \$3 million. The increase in net premiums earned for the nine months ended September 30, 2012 compared with the same period of 2011 resulted from an increase in refunded premiums earned of \$81 million, partially offset by a decline in scheduled premiums earned of \$52 million. Scheduled premium earnings declined due to the maturity of insured issues within our U.S. public finance portfolio with no material new insurance writings. Additionally, refunding activity over the past several years has accelerated premium earnings in prior periods and reduced the amount of premiums that would have been earned in the current period.

**NET INVESTMENT INCOME** The increase in net investment income for the three and nine months ended September 30, 2012 was primarily due to interest on the National Secured Loan discussed below.

National maintains simultaneous repurchase and reverse repurchase agreements ( Asset Swap ) with our asset/liability products segment, which provides yield enhancement to our U.S. public finance insurance investment portfolio as a result of increased net interest earnings from these collective agreements. In addition, during 2012 the interest income on the National Secured Loan, established in December of 2011, was included in our U.S. public finance net investment income and totaled \$74 million for the nine months ended September 30, 2012. The National Secured Loan enhances the overall yield of our U.S. public finance insurance investment portfolio as lower yielding investments were sold to fund the amount loaned under this agreement. While interest due on the National Secured Loan is recorded in the period during which it accrues, the payment of interest is currently being deferred. Refer to the Liquidity section included herein for additional information about these agreements.

Investment asset balances at amortized cost as of September 30, 2012 and December 31, 2011 are presented in the following table:

In millions	September 30, 2012		December 31, 2011	
	Investments at Amortized Cost	Pre-tax yield <sup>(1)</sup>	Investments at Amortized Cost	Pre-tax yield <sup>(1)</sup>
Fixed-income securities:				
Tax-exempt	\$ 859	3.95%	\$ 1,067	4.06%
Taxable	2,068	3.52%	2,073	3.89%
Short-term	303	0.81%	641	0.70%
Total fixed-income	3,230	3.38%	3,781	3.40%
Secured loan to an affiliate	1,623		1,130	
Other	14		16	
Total	\$ 4,867		\$ 4,927	



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(1) - Estimated yield-to-maturity.

**NET GAINS (LOSSES) ON FINANCIAL INSTRUMENTS AT FAIR VALUE AND FOREIGN EXCHANGE** The favorable changes in net gains (losses) on financial instruments at fair value and foreign exchange for the three and nine months ended September 30, 2012 compared with the same periods of 2011 were principally due to realized gains from sales of securities related to the ongoing management of our U.S. public finance insurance investment portfolio.

**LOSS AND LOSS ADJUSTMENT EXPENSES** National's portfolio surveillance group is responsible for monitoring our U.S. public finance segment's insured obligations. The level and frequency of monitoring of any insured obligation depends on the type, size, rating and performance of the insured issue.

Refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for a description of the Company's loss reserving policy and additional information related to its loss reserves.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following tables present information about our U.S. public finance insurance loss and LAE reserves and recoverables as of September 30, 2012 and December 31, 2011, as well as our related loss and LAE expenses for the three and nine months ended September 30, 2012 and 2011:

<b>In millions</b>	<b>September 30, 2012</b>	<b>December 31, 2011</b>	<b>Percent Change</b>
Gross loss and LAE reserves	\$ 323	\$ 369	-12%
Expected recoveries on unpaid losses	(154)	(200)	-23%
<b>Loss and LAE reserves</b>	<b>\$ 169</b>	<b>\$ 169</b>	<b>-</b>
Insurance loss recoverable	\$ 236	\$ 155	52%
Insurance loss recoverable-ceded <sup>(1)</sup>	\$ 6	\$ 4	50%
Reinsurance recoverable on paid and unpaid losses	\$ 9	\$ 8	13%

(1) - Reported within Other liabilities on our consolidated balance sheets.

<b>In millions</b>	<b>Three Months Ended September 30,</b>		<b>Percent Change</b>	<b>Nine Months Ended September 30,</b>		<b>Percent Change</b>
	<b>2012</b>	<b>2011</b>		<b>2012</b>	<b>2011</b>	
Loss and LAE related to actual and expected payments	\$ (10)	\$ 54	-119%	\$ 57	\$ (89)	n/m
Recoveries of actual and expected payments	14	(44)	-132%	(42)	93	-145%
<b>Gross losses incurred</b>	<b>4</b>	<b>10</b>	<b>-60%</b>	<b>15</b>	<b>4</b>	<b>n/m</b>
Reinsurance	-	-	-	-	-	-
<b>Losses and loss adjustment expenses</b>	<b>\$ 4</b>	<b>\$ 10</b>	<b>-60%</b>	<b>\$ 15</b>	<b>\$ 4</b>	<b>n/m</b>

n/m - Percent change not meaningful.

Included in our U.S. public finance loss and LAE reserves are both reserves for insured obligations for which a payment default has occurred and National has already paid a claim and also for which a payment default has not yet occurred but a claim is expected in the future. The following table includes LAE reserves as of December 31, 2011 for one issue that had no expected future claim payments or par outstanding but for which the Company is obligated to pay LAE incurred in prior periods. As of September 30, 2012 and December 31, 2011, loss and LAE reserves comprised the following:

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\$ in millions	Number of Issues <sup>(1)</sup>		Loss and LAE Reserve		Par Outstanding	
	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011
Gross of reinsurance:						
Issues with defaults	10	11	\$ 152	\$ 163	\$ 821	\$ 797
Issues without defaults	9	5	17	6	115	26
Total gross of reinsurance	19	16	\$ 169	\$ 169	\$ 936	\$ 823

(1) - An issue represents the aggregate of financial guarantee policies that share the same revenue source for purposes of making debt service payments.

POLICY ACQUISITION COSTS AND OPERATING EXPENSES U.S. public finance insurance segment expenses for the three and nine months ended September 30, 2012 and 2011 are presented in the following table:

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Gross expenses	\$ 20	\$ 19	5%	\$ 128	\$ 56	129%
Amortization of deferred acquisition costs	\$ 26	\$ 22	18%	\$ 75	\$ 64	17%
Operating	20	19	5%	128	56	129%
Total insurance operating expenses	\$ 46	\$ 41	12%	\$ 203	\$ 120	69%

Gross expenses represent total insurance expenses before the deferral of any policy acquisition costs. Gross expenses increased for the three and nine months ended September 30, 2012 compared with the same periods of 2011 primarily due to increases in legal and litigation related costs.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

Amortization of deferred acquisition costs increased for the three and nine months ended September 30, 2012 compared with the same periods of 2011, consistent with the amortization of the related unearned premium revenue. We did not defer a material amount of policy acquisition costs during 2012 or 2011.

**INSURED PORTFOLIO EXPOSURE** Financial guarantee insurance companies use a variety of approaches to assess the underlying credit risk profile of their insured portfolios. MBIA uses both an internally developed credit rating system as well as third-party rating sources in the analysis of credit quality measures of its insured portfolio. In evaluating credit risk, we obtain, when available, the underlying rating of the insured obligation before the benefit of its insurance policy from nationally recognized rating agencies, Moody's and S&P. Other companies within the financial guarantee industry may report credit quality information based upon internal ratings that would not be comparable to our presentation.

The following table presents the credit quality distribution of MBIA's U.S. public finance outstanding gross par insured as of September 30, 2012 and December 31, 2011. All ratings are as of the period presented and represent S&P ratings. If transactions are not rated by S&P, a Moody's equivalent rating is used. If transactions are not rated by either S&P or Moody's, an MBIA equivalent rating is used.

In millions	Gross Par Outstanding as of			
	September 30, 2012		December 31, 2011	
Rating	Amount	%	Amount	%
AAA	\$ 18,649	5.2%	\$ 22,593	5.5%
AA	162,636	45.7%	187,036	45.6%
A	138,224	38.8%	158,958	38.7%
BBB	34,046	9.6%	38,949	9.5%
Below investment grade	2,694	0.7%	2,824	0.7%
Total	\$ 356,249	100.0%	\$ 410,360	100.0%

The credit quality distribution of our U.S. public finance insurance exposure as of September 30, 2012 remained relatively consistent with December 31, 2011. Total U.S. public finance insurance gross par outstanding rated A or above, before giving effect to National's guarantee, was approximately 90% and gross par outstanding rated below investment grade, before giving effect to National's guarantee, was less than 1% as of September 30, 2012 and December 31, 2011.

**Structured Finance and International Insurance**

Our structured finance and international insurance business is principally conducted through MBIA Corp. The financial guarantees issued by MBIA Corp. generally provide unconditional and irrevocable guarantees of the payment of the principal of, and interest or other amounts owing on, insured obligations when due or, in the event MBIA Corp. has the right, at its discretion, to accelerate insured obligations upon default or otherwise, upon MBIA Corp.'s acceleration. Certain guaranteed investment contracts written by MBIA Inc. or its subsidiaries are insured by MBIA Corp. If MBIA Inc. or such subsidiaries were to have insufficient assets to pay amounts due upon maturity or termination, MBIA Corp. would make such payments under its insurance policies. MBIA Corp. also insured debt obligations of other affiliates, including GFL and Meridian Funding Company, LLC (Meridian), and provides reinsurance to its insurance subsidiaries. MBIA Corp. has also written insurance policies guaranteeing the obligations under credit default swap (CDS) contracts of an affiliate, LaCrosse Financial Products, LLC, including termination payments that may become due upon certain events including the insolvency or payment default of the financial guarantor or the CDS issuer.

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MBIA Corp. s guarantees insure structured finance and asset-backed obligations, privately issued bonds used for the financing of public purpose projects that are primarily located outside of the U.S. which include toll roads, bridges, airports, public transportation facilities, utilities and other types of infrastructure projects serving a substantial public purpose, and obligations of sovereign-related and sub-sovereign issuers. Structured finance and ABS typically are securities repayable from expected cash flows generated by a specified pool of assets, such as residential and commercial mortgage loans, insurance policies, consumer loans, corporate loans and bonds, trade and export receivables, and leases and loans for equipment, aircraft and real property.

In certain cases, we may be required to consolidate entities established by issuers of insured obligations as part of securitizations when we insure the assets or liabilities of those entities and in connection with remediations under our insurance policies. These entities typically meet the definition of a VIE under accounting principles for the consolidation of VIEs. We do not believe there is any difference in the risks and profitability of financial guarantees provided to VIEs compared with other financial guarantees written by us.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table presents our structured finance and international insurance segment results for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Net premiums earned	\$ 38	\$ 51	-25%	\$ 143	\$ 181	-21%
Net investment income	8	17	-53%	22	65	-66%
Fees and reimbursements	43	36	19%	109	89	22%
Change in fair value of insured derivatives:						
Realized gains (losses) and other settlements on insured derivatives	12	(53)	-123%	(420)	(601)	-30%
Unrealized gains (losses) on insured derivatives	(33)	776	-104%	1,473	(531)	n/m
Net change in fair value of insured derivatives	(21)	723	-103%	1,053	(1,132)	n/m
Net gains (losses) on financial instruments at fair value and foreign exchange	14	(12)	n/m	18	21	-14%
Net investment losses related to other-than-temporary impairments	(4)	-	n/m	(45)	(4)	n/m
Other net realized gains (losses)	1	1	-	1	2	-50%
Revenues of consolidated VIEs:						
Net investment income	13	12	8%	40	39	3%
Net gains (losses) on financial instruments at fair value and foreign exchange	42	86	-51%	(25)	(27)	-7%
Total revenues	134	914	-85%	1,316	(766)	n/m
Losses and loss adjustment						
Amortization of deferred acquisition costs	24	34	-29%	81	106	-24%
Operating	30	35	-14%	115	104	11%
Interest	62	34	82%	175	101	73%
Expenses of consolidated VIEs:						
Operating	5	8	-38%	16	26	-38%
Interest	10	10	-	32	31	3%
Total expenses	298	301	-1%	734	568	29%
Pre-tax income (loss)	\$ (164)	\$ 613	-127%	\$ 582	\$ (1,334)	-144%

n/m - Percent change not meaningful.

For the three and nine months ended September 30, 2012 and 2011, we did not write a meaningful amount of structured finance and international insurance. The lack of insurance writings in our structured finance and international insurance segment reflects the impact of the

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downgrades of MBIA Corp.'s insurance financial strength ratings by the major rating agencies, which occurred in 2008 and again in 2009. The Company does not expect to write a material amount of new business prior to an upgrade of the insurance financial strength ratings of MBIA Corp. and market acceptance that such ratings will be stable in the future. The timing of any such upgrade is uncertain and will depend on a variety of quantitative and qualitative factors used by the rating agencies in their evaluation, including the resolution of pending litigation. Pre-tax income (loss) in each of the periods included in the preceding table was primarily driven by changes in the fair value of our insured credit derivatives, which reflects changes in the market perception of MBIA Corp.'s credit risk.

**ADJUSTED PRE-TAX INCOME (LOSS)** In addition to the above results, we also analyze the operating performance of our structured finance and international insurance segment using adjusted pre-tax income (loss), a non-GAAP measure. We believe adjusted pre-tax income (loss), as used by management, is useful for an understanding of the results of operations of our structured finance and international insurance segment. Adjusted pre-tax income (loss) is not a substitute for pre-tax income (loss) determined in accordance with GAAP, and our definition of adjusted pre-tax income (loss) may differ from that used by other companies.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table presents the adjusted pre-tax income (loss) of our structured finance and international insurance segment, and a reconciliation of adjusted pre-tax income (loss) to GAAP pre-tax income (loss) for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,			Percent Change	Nine Months Ended September 30,		
	2012	2011			2012	2011	Percent Change
Adjusted pre-tax income (loss)	\$ (224)	\$ (556)		-60%	\$ (970)	\$ (388)	150%
Additions to adjusted pre-tax income (loss):							
Impact of consolidating certain VIEs	28	3		n/m	37	43	-14%
Mark-to-market gain (loss) on insured credit derivatives	(33)	832		-104%	1,473	(671)	n/m
Subtractions from adjusted pre-tax income (loss):							
Impairments on insured credit derivatives	(65)	(334)		-81%	(42)	318	-113%
Pre-tax income (loss)	\$ (164)	\$ 613		-127%	\$ 582	\$ (1,334)	-144%

n/m - Percent change not meaningful.

Adjusted pre-tax loss for the three months ended September 30, 2012 decreased compared with the same period of 2011 principally due to decreased impairments on insured credit derivatives and a decrease in insurance losses and LAE.

Adjusted pre-tax loss for the nine months ended September 30, 2012 increased compared with the same period of 2011 principally due to an increase in insurance losses and LAE, increased impairments on insured credit derivatives, an increase in interest expense from the National Secured Loan that was established in December of 2011, and lower premiums earned.

**NET PREMIUMS EARNED** Our structured finance and international insurance segment generates net premiums from insurance policies accounted for as financial guarantee contracts and insured derivative contracts, and certain of those premiums may be eliminated in our consolidated financial statements as a result of the Company consolidating VIEs. The following table provides net premiums earned by type of insurance contract for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Net premiums earned:				
Financial guarantee contracts	\$ 38	\$ 51	\$ 143	\$ 181
Insured derivative contracts <sup>(1)</sup>	12	23	42	80
VIEs (eliminated in consolidation)	4	4	11	13
Total net premiums earned	\$ 54	\$ 78	\$ 196	\$ 274



(1) - Premiums related to insured derivatives are included in Realized gains (losses) and other settlements on insured derivatives on our consolidated statements of operations.

Net premiums earned on non-derivative financial guarantee contracts for the three and nine months ended September 30, 2012 and 2011 are presented in the following table. Net premiums earned represent gross premiums earned net of premiums ceded to reinsurers, and include scheduled premium earnings and premium earnings from refunded issues.

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In millions	Three Months Ended September 30,			Percent Change	Nine Months Ended September 30,		Percent Change
	2012	2011			2012	2011	
Net premiums earned:							
U.S.	\$ 14	\$ 22		-36%	\$ 50	\$ 77	-35%
Non-U.S.	24	29		-17%	93	104	-11%
Total net premiums earned	\$ 38	\$ 51		-25%	\$ 143	\$ 181	-21%

Structured finance and international net premiums earned decreased in the three and nine months ended September 30, 2012 compared with the same period of 2011 due to the maturity and early settlement of insured transactions with no new material insurance writings.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

**NET INVESTMENT INCOME** The decreases in net investment income for the three and nine months ended 2012 compared with the same periods of 2011 were primarily due to lower average asset balances in 2012 as a result of claim and commutation payments, and reinvesting proceeds from sales and maturities of high-yielding securities into low-yielding more liquid securities.

MBIA Corp., as lender, maintained a secured lending agreement with our asset/liability products segment ( MBIA Corp. Secured Loan ), which was fully repaid in May 2012. Interest income on this arrangement for the nine months ended September 30, 2012 was approximately \$2 million. Interest income for the three and nine months ended September 30, 2011 was approximately \$4 million and \$12 million, respectively. The decrease in interest income under this facility resulted from lower loan balances in 2012 and the repayment of the facility in May 2012. Refer to the Liquidity section included herein for additional information about this agreement.

Investment asset balances at amortized cost as of September 30, 2012 and December 31, 2011 are presented in the following table:

In millions	September 30, 2012		December 31, 2011	
	Investments at Amortized Cost	Pre-tax yield <sup>(1)</sup>	Investments at Amortized Cost	Pre-tax yield <sup>(1)</sup>
Fixed-income securities:				
Tax-exempt	\$ -	-	\$ 1	5.79%
Taxable	639	2.88%	1,131	3.38%
Short-term	633	0.63%	222	1.46%
<b>Total fixed-income</b>	<b>1,272</b>	<b>1.76%</b>	<b>1,354</b>	<b>3.07%</b>
Secured loan to an affiliate	-		300	
Other	1		7	
<b>Total</b>	<b>\$ 1,273</b>		<b>\$ 1,661</b>	

(1) - Estimated yield-to-maturity.

**NET CHANGE IN FAIR VALUE OF INSURED DERIVATIVES** The following table presents the net premiums and fees earned related to derivatives and the components of the net change in fair value of insured derivatives for the three and nine months ended September 30, 2012 and 2011:

In millions	Three Months Ended			Nine Months Ended		
	September 30, 2012	September 30, 2011	Percent Change	September 30, 2012	September 30, 2011	Percent Change
Net premiums and fees earned on insured derivatives	\$ 12	\$ 25	-52%	\$ 43	\$ 82	-48%
Realized gains (losses) on insured derivatives	-	(78)	-100%	(463)	(683)	-32%
Realized gains (losses) and other settlements on insured derivatives	12	(53)	-123%	(420)	(601)	-30%

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Unrealized gains (losses) on insured derivatives	(33)	776	-104%	1,473	(531)	n/m
Net change in fair value of insured derivatives	\$ (21)	\$ 723	-103%	\$ 1,053	\$ (1,132)	n/m

n/m - Percent change not meaningful.

The Company no longer insures new credit derivative contracts except in transactions related to the restructuring or reduction of existing derivative exposure. Premiums earned related to insured credit derivatives will decrease over time as a result of settlements prior to maturity and scheduled amortizations. For the nine months ended September 30, 2012, realized losses on insured derivatives of \$463 million resulted primarily from settlements and claim payments on CMBS and ABS transactions. Realized losses on insured derivatives for the three and nine months ended September 30, 2011 primarily resulted from settlement payments related to commutations of transactions.

For the three months ended September 30, 2012, unrealized losses on insured derivatives were principally the result of unfavorable changes in spreads/prices on the underlying collateral and collateral erosion of transactions, partially offset by a widening of the Company's credit spreads and a reduction in the Company's recovery rate. For the three months ended September 30, 2011, unrealized gains on insured derivatives were principally the result of a widening of the Company's credit spreads, a reduction in the Company's recovery rate and the reversal of unrealized losses from commutations, partially offset by unfavorable changes in spreads/prices of underlying collateral.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

For the nine months ended September 30, 2012, unrealized gains on insured derivatives were principally associated with the reversal of unrealized losses from commutations, the effects of MBIA's nonperformance risk on its derivative liabilities and the result of favorable movements in spreads and pricing on collateral within transactions, partially offset by collateral erosion. For the nine months ended September 30, 2011, unrealized losses on insured derivatives were principally the result of favorable changes in the market perception of MBIA Corp.'s credit risk and reduced collateral pricing, partially offset by the reversal of unrealized losses from commutations.

As of September 30, 2012, MBIA Corp.'s five year CDS cost was 35.88% upfront plus 5% per annum compared with 50.75% upfront plus 5% per annum as of September 30, 2011. Our mark-to-market on insured credit derivatives uses the most appropriate of the one to ten year CDS cost for each transaction, and those costs ranged from 17.75% upfront plus 5% per annum to 38.25% upfront plus 5% per annum as of September 30, 2012. As of September 30, 2011, those costs ranged from 27.75% upfront plus 5% per annum to 52.75% upfront plus 5% per annum.

As of September 30, 2012, we had \$49.4 billion of gross par outstanding on insured credit derivatives compared with \$67.0 billion as of December 31, 2011. The decrease in gross par outstanding was primarily due to contractual terminations, amortizations and maturities. During the nine months ended September 30, 2012, 31 insured issues, representing \$16.5 billion in gross par outstanding, either matured or were contractually settled prior to maturity.

Since our insured credit derivatives have similar terms, conditions, risks, and economic profiles as our financial guarantee insurance policies, we evaluate them for impairment periodically in the same way that we estimate loss and LAE for our financial guarantee policies. Credit impairments on insured derivatives represent actual payments plus the present values of our estimates of expected future claim payments, net of expected future recoveries. MBIA Insurance Corporation's expected future claim payments were discounted using a rate of 5.59%, the same rate used to calculate its statutory loss reserves as of September 30, 2012. We estimated that additional credit impairments on insured derivatives (excluding LAE) for the nine months ended September 30, 2012 were \$507 million across 19 CDO insured issues. Beginning with the fourth quarter of 2007 through September 30, 2012, total credit impairments on insured derivatives were estimated at \$5.3 billion across 71 CDO insured issues, inclusive of 65 insured issues for which we made settlement and claim payments of \$4.2 billion, net of reinsurance and collections. Accordingly, we expect to realize additional net losses of \$1.1 billion. Refer to the following Loss and Loss Adjustment Expenses section for additional information about credit impairments on insured derivatives.

Our estimate of credit impairments, a non-GAAP measure, may differ from the fair values recorded in our consolidated financial statements. Although the Company's consolidated statements of operations include the fair values, the Company believes its disclosure of credit impairments on insured derivatives provides additional meaningful information about potential realized losses on these contracts. The fair value of an insured derivative contract will be influenced by a variety of market and transaction-specific factors that may be unrelated to potential future claim payments. In the absence of credit impairments or the termination of derivatives at losses, the cumulative unrealized losses recorded from fair valuing insured derivatives should reverse before or at the maturity of the contracts. Contracts also may be settled prior to maturity at amounts that may be more or less than their recorded fair values. Those settlements can result in realized gains or losses, and will result in the reversal of unrealized gains or losses. The Company is not required to post collateral to counterparties of these contracts. Refer to Risk Factors in Part I, Item 1A of MBIA Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011 for information on legislative changes that could require collateral posting by MBIA Corp. notwithstanding the contract terms.

Costs associated with mitigating credit impairments on insured derivatives are expensed as incurred and included within Operating expenses in our consolidated statements of operations. Such costs totaled \$1 million and \$3 million for the three months ended September 30, 2012 and 2011, respectively, and \$4 million and \$11 million for the nine months ended September 30, 2012 and 2011, respectively.

**NET INVESTMENT LOSSES RELATED TO OTHER-THAN-TEMPORARY IMPAIRMENTS** The increases in net investment losses related to other-than-temporary impairments for the three and nine months ended September 30, 2012 compared with the same periods of 2011 were primarily related to one impaired security that was written down to its fair value as we intend to sell the security before an expected recovery of fair value to its amortized cost. Refer to the Liquidity section included herein for additional information about impaired investments.

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**REVENUES OF CONSOLIDATED VIEs** For the three months ended September 30, 2012, total revenues of consolidated VIEs within our structured finance and international insurance segment were \$55 million compared with total revenues of \$98 million for the same period of 2011. For the nine months ended September 30, 2012, total revenues of consolidated VIEs were \$15 million compared with total revenues of \$12 million for the nine months ended September 30, 2011. The fluctuations in revenues of consolidated VIEs were principally driven by net gains and losses on financial instruments at fair value and foreign exchange as a result of changes in the fair value of VIE assets and liabilities recorded through earnings.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

**RESULTS OF OPERATIONS (continued)**

LOSS AND LOSS ADJUSTMENT EXPENSES MBIA's insured portfolio management group within its structured finance and international insurance business is responsible for monitoring structured finance and international insured issues. The level and frequency of monitoring of any insured issue depends on the type, size, rating and performance of the insured issue. If we identify concerns with respect to the performance of an insured issue we may designate such insured issue as Caution List-Low, Caution List-Medium, Caution List-High, or Classified depending on the likelihood of a loss. We establish case basis reserves in connection with insured issues designated as classified credits.

The Company faces significant risks and uncertainties related to potential or actual losses from its CMBS and CRE CDO insured exposure, its second-lien RMBS insured exposure (due to the unpredictable performance of ineligible mortgage loans included in the transactions we insured) backed by home equity lines of credit (HELOC) or closed-end second mortgages (CES), its first-lien RMBS insured exposure and its ABS CDO insured exposure. Continued significant adverse developments and higher than expected payments on these exposures and/or lower than expected recoveries on the RMBS exposures, could result in a decline in the Company's liquidity and statutory capital position.

The impact of insured exposures on the Company's liquidity position is best understood by assessing the ultimate amount of payments that the Company will be required to make with respect to these exposures. In this regard, the Company discloses the discounted expected future net cash flows to be made under all insurance contracts, irrespective of the legal form of the guarantee (i.e., financial guarantee insurance policy or insured derivative contract) or the GAAP accounting basis.

All amounts presented in the following aggregate losses and LAE tables are calculated in accordance with GAAP, with the exception of those related to insured credit derivative impairments. The amounts reported for insured credit derivative impairments are calculated in accordance with U.S. STAT because GAAP does not contain a comparable measurement basis for these contracts. All losses and recoverables reported in the following tables are measured using discounted probability-weighted cash flows. Losses and recoverables on VIEs that are eliminated in consolidation are included because the consolidation of these VIEs does not impact whether or not we will be required to make payments under our insurance contracts. As a result of the different accounting bases of amounts included in the following tables, the total provided in each table represents a non-GAAP measure.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following tables present the aggregate loss and LAE reserves and insurance loss recoverables as of September 30, 2012 and December 31, 2011, and the aggregate change in the discounted values of net payments expected to be made on all insurance contracts for the three and nine months ended September 30, 2012 and 2011:

**Aggregate Losses and LAE Roll Forward**

In millions	Financial Guarantee Insurance <sup>(1)</sup>	Financial Guarantee Insurance Related to VIEs <sup>(2)</sup>	Insurance Credit Derivative Impairments and LAE <sup>(3)</sup>	Reinsurance <sup>(4)</sup>	Total <sup>(5)</sup>
Gross loss and LAE reserves as of December 31, 2011	\$ 667	\$ 353	\$ 1,103	\$ (7)	\$ 2,116
Gross insurance loss recoverable as of December 31, 2011	(2,891)	(1,365)	(70)	8	(4,318)
Total reserves (recoverable) as of December 31, 2011	(2,224)	(1,012)	1,033	1	(2,202)
Ceded reserves	-	-	1	(1)	-
Net reserves as of December 31, 2011	(2,224)	(1,012)	1,034	-	(2,202)
Total aggregate losses and LAE incurred	315	135	510	-	960
(Payments) collections and other	(395)	(144)	(445)	-	(984)
Net reserves as of September 30, 2012	(2,304)	(1,021)	1,099	-	(2,226)
Ceded reserves	-	-	(1)	1	-
Total reserves (recoverable) as of September 30, 2012	\$ (2,304)	\$ (1,021)	\$ 1,098	\$ 1	\$ (2,226)
Gross loss and LAE reserves as of September 30, 2012	\$ 776	\$ 295	\$ 1,142	\$ (6)	\$ 2,207
Gross insurance loss recoverable as of September 30, 2012	(3,080)	(1,316)	(44)	7	(4,433)
Total reserves (recoverable) as of September 30, 2012	\$ (2,304)	\$ (1,021)	\$ 1,098	\$ 1	\$ (2,226)

(1) - Included in Losses and loss adjustment, Loss and loss adjustment expense reserves and Insurance loss recoverable on the Company's consolidated financial statements.

(2) - Represents loss expense, reserves and insurance loss recoverable eliminated upon the consolidation of insured VIEs.



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(3) - Represents statutory losses and LAE and recoveries for insurance contracts accounted for as derivatives. Realized and unrealized gains and losses on these contracts under GAAP are recorded in **Net change in fair value of insured derivatives** on the Company's consolidated statements of operations and the fair value of these contracts are recorded in **Derivative Liabilities** on the Company's consolidated balance sheets.

(4) - Represents **Losses and loss adjustment**, **Loss and loss adjustment expense reserves** and **Insurance loss recoverable** on the Company's consolidated financial statements and are ceded to third-party reinsurers under insurance contracts. As of September 30, 2012 and December 31, 2011, there was a \$1 million payable related to insured credit derivative impairments and LAE reinsurance.

(5) - Represents totals after ceding to third-party reinsurers under insurance contracts.

### **Aggregate Losses and LAE (change in discounted values of net payments)**

<b>For the Three Months Ended September 30, 2012</b>					
<b>In millions</b>	<b>Second- lien RMBS<sup>(1)</sup></b>	<b>ABS CDO</b>	<b>CMBS</b>	<b>Other<sup>(2)</sup></b>	<b>Total</b>
Change in actual and expected payments	\$ 60	\$ 21	\$ 131	\$ 49	\$ 261
Change in actual and expected salvage	(2)	5	(8)	(4)	(9)
<b>Total aggregate losses and LAE</b>	<b>\$ 58</b>	<b>\$ 26</b>	<b>\$ 123</b>	<b>\$ 45</b>	<b>\$ 252</b>

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

<b>For the Three Months Ended September 30, 2011</b>					
<b>In millions</b>	<b>Second- lien RMBS<sup>(1)</sup></b>	<b>ABS CDO</b>	<b>CMBS</b>	<b>Other<sup>(2)</sup></b>	<b>Total</b>
Change in actual and expected payments	\$ 145	\$ (27)	\$ 497	\$ 118	\$ 733
Change in actual and expected salvage	(101)	5	-	(6)	(102)
<b>Total aggregate losses and LAE</b>	<b>\$ 44</b>	<b>\$ (22)</b>	<b>\$ 497</b>	<b>\$ 112</b>	<b>\$ 631</b>

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

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In millions	For the Nine Months Ended September 30, 2012				
	Second-lien RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	Total
Change in actual and expected payments	\$ 266	\$ (22)	\$ 602	\$ 111	\$ 957
Change in actual and expected salvage	(7)	18	(13)	5	3
<b>Total aggregate losses and LAE</b>	<b>\$ 259</b>	<b>\$ (4)</b>	<b>\$ 589</b>	<b>\$ 116</b>	<b>\$ 960</b>

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

In millions	For the Nine Months Ended September 30, 2011				
	Second-lien RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	Total
Change in actual and expected payments	\$ 282	\$ (414)	\$ 865	\$ 123	\$ 856
Change in actual and expected salvage	(279)	60	-	(9)	(228)
<b>Total aggregate losses and LAE</b>	<b>\$ 3</b>	<b>\$ (354)</b>	<b>\$ 865</b>	<b>\$ 114</b>	<b>\$ 628</b>

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

The decrease in total aggregate losses and LAE for the three months ended September 30, 2012 compared with the same period of 2011 was primarily due to lower expectations of future payments on insured credit derivatives related to our CMBS exposures.

The increase in total aggregate losses and LAE for the nine months ended September 30, 2012 compared with the same period of 2011 was primarily due to commutation settlements in 2011 of ABS policies below established reserves. In addition, during the nine months ended September 30, 2012, we reduced our future expected recoveries on second-lien RMBS exposures, partially offset by a decrease in credit impairments on our CMBS exposures as a result of lower expectations of future payments.

In addition to the information presented above, the following tables present aggregate losses and LAE for the three and nine months ended September 30, 2012 and 2011 by insurance type:

**Aggregate Losses and LAE by Insurance Type (change in discounted values of net payments)**

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For the Three Months Ended September 30, 2012

In millions	Second-lien				Total
	RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	
Financial guarantee insurance <sup>(3)</sup>	\$ 38	\$ 9	\$ 75	\$ 45	\$ 167
Financial guarantee insurance related to consolidated VIEs (eliminated in consolidation) <sup>(4)</sup>	20	(2)	-	-	18
Insured credit derivatives (statutory basis) <sup>(5)</sup>	-	19	48	-	67
Total aggregate losses and LAE	\$ 58	\$ 26	\$ 123	\$ 45	\$ 252

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

(3) - Included in Losses and loss adjustment as reported on the Company's consolidated statements of operations.

(4) - Represents losses eliminated upon the consolidation of insured VIEs.

(5) - Represents statutory losses and LAE for insurance contracts accounted for as derivatives. Realized and unrealized gains and losses on these contracts under GAAP are recorded in Net change in fair value of insured derivatives on the Company's consolidated statements of operations.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

In millions	For the Three Months Ended September 30, 2011				
	Second-lien RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	Total
Financial guarantee insurance <sup>(3)</sup>	\$ 37	\$ 31	\$ -	\$ 112	\$ 180
Financial guarantee insurance related to consolidated VIEs (eliminated in consolidation) <sup>(4)</sup>	7	28	-	-	35
Insured credit derivatives (statutory basis) <sup>(5)</sup>	-	(81)	497	-	416
Total aggregate losses and LAE	\$ 44	\$ (22)	\$ 497	\$ 112	\$ 631

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

(3) - Included in Losses and loss adjustment as reported on the Company's consolidated statements of operations.

(4) - Represents losses eliminated upon the consolidation of insured VIEs.

(5) - Represents statutory losses and LAE for insurance contracts accounted for as derivatives. Realized and unrealized gains and losses on these contracts under GAAP are recorded in Net change in fair value of insured derivatives on the Company's consolidated statements of operations.

In millions	For the Nine Months Ended September 30, 2012				
	Second-lien RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	Total
Financial guarantee insurance <sup>(3)</sup>	\$ 106	\$ 6	\$ 87	\$ 116	\$ 315
Financial guarantee insurance related to consolidated VIEs (eliminated in consolidation) <sup>(4)</sup>	153	(18)	-	-	135
Insured credit derivatives (statutory basis) <sup>(5)</sup>	-	8	502	-	510
Total aggregate losses and LAE	\$ 259	\$ (4)	\$ 589	\$ 116	\$ 960

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

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(3) - Included in Losses and loss adjustment as reported on the Company's consolidated statements of operations.

(4) - Represents losses eliminated upon the consolidation of insured VIEs.

(5) - Represents statutory losses and LAE for insurance contracts accounted for as derivatives. Realized and unrealized gains and losses on these contracts under GAAP are recorded in Net change in fair value of insured derivatives on the Company's consolidated statements of operations.

In millions	For the Nine Months Ended September 30, 2011				
	Second-lien RMBS <sup>(1)</sup>	ABS CDO	CMBS	Other <sup>(2)</sup>	Total
Financial guarantee insurance <sup>(3)</sup>	\$ 35	\$ 51	\$ -	\$ 114	\$ 200
Financial guarantee insurance related to consolidated VIEs (eliminated in consolidation) <sup>(4)</sup>	(32)	79	-	-	47
Insured credit derivatives (statutory basis) <sup>(5)</sup>	-	(484)	865	-	381
<b>Total aggregate losses and LAE</b>	<b>\$ 3</b>	<b>\$ (354)</b>	<b>\$ 865</b>	<b>\$ 114</b>	<b>\$ 628</b>

(1) - Includes HELOC loans and CES.

(2) - Includes alternative A-paper transactions and other insurance contracts.

(3) - Included in Losses and loss adjustment as reported on the Company's consolidated statements of operations.

(4) - Represents losses eliminated upon the consolidation of insured VIEs.

(5) - Represents statutory losses and LAE for insurance contracts accounted for as derivatives. Realized and unrealized gains and losses on these contracts under GAAP are recorded in Net change in fair value of insured derivatives on the Company's consolidated statements of operations.

### **Summary of Financial Guarantee Insurance Losses and LAE**

The following information relates to financial guarantee insurance losses and LAE recorded in accordance with GAAP. Refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for a description of the Company's loss and LAE reserving policy and additional information related to its loss reserves.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following tables present information about our insurance reserves and recoverable as of September 30, 2012 and December 31, 2011, as well as our loss and LAE incurred for the three and nine months ended September 30, 2012 and 2011. The Company's insurance loss recoverable represents expected potential recoveries of paid claims based on probability-weighted net cash inflows discounted at applicable risk-free rates as of the measurement date. Our insurance loss recoverable includes expected recoveries related to put-backs of ineligible mortgage loans within second-lien RMBS transactions and other amounts due to MBIA under the terms and conditions of the respective transaction documents (inclusive of subrogation rights).

In millions	September 30, 2012	December 31, 2011	Percent Change
Gross loss and LAE reserves	\$ 1,017	\$ 1,029	-1%
Expected recoveries on unpaid losses	(241)	(362)	-33%
Loss and LAE reserves	\$ 776	\$ 667	16%
Insurance loss recoverable	\$ 3,080	\$ 2,891	7%
Insurance loss recoverable ceded <sup>(1)</sup>	\$ 7	\$ 7	-
Reinsurance recoverable on paid and unpaid losses	\$ 6	\$ 8	-25%

(1) - Reported within Other liabilities on our consolidated balance sheets.

In millions	Three Months Ended			Nine Months Ended		
	September 30, 2012	September 30, 2011	Percent Change	September 30, 2012	September 30, 2011	Percent Change
Loss and LAE related to actual and expected payments	\$ 185	\$ 239	-23%	\$ 396	\$ 344	15%
Recoveries of actual and expected payments	(18)	(58)	-69%	(81)	(142)	-43%
Gross losses incurred	167	181	-8%	315	202	56%
Reinsurance	-	(1)	-100%	-	(2)	-100%
Losses and loss adjustment expenses	\$ 167	\$ 180	-7%	\$ 315	\$ 200	58%

Losses and LAE incurred in our structured finance and international insurance segment totaled \$167 million for the three months ended September 30, 2012. Included in the \$167 million were gross losses related to actual and expected future payments of \$185 million, of which \$140 million primarily related to CMBS and insured first-lien RMBS transactions and \$45 million related to insured second-lien RMBS transactions. Partially offsetting these losses were recoveries of actual and expected payments of \$18 million, including \$7 million related to insured second-lien RMBS transactions. The \$7 million of recoveries related to insured second-lien RMBS transactions included \$44 million of recoveries resulting from ineligible mortgage loans included in insured exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgage loans offset by a \$37 million reduction in excess spread (the difference between interest inflows on assets and interest outflows on liabilities) within the securitizations.

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Losses and LAE incurred in our structured finance and international insurance segment totaled \$180 million for the three months ended September 30, 2011. Included in the \$180 million were gross losses related to actual and expected future payments of \$239 million, including \$85 million related to insured second-lien RMBS transactions and \$154 million of other loss activity. Partially offsetting these losses were recoveries of actual and expected payments of \$58 million, including \$48 million related to insured second-lien RMBS transactions. The \$48 million of recoveries related to insured second-lien RMBS transactions included \$44 million of recoveries resulting from ineligible mortgage loans included in insured second-lien residential mortgage securitization exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgage loans and \$4 million related to excess spread within the securitizations.

Losses and LAE incurred in our structured finance and international insurance segment totaled \$315 million for the nine months ended September 30, 2012. Included in the \$315 million were gross losses related to actual and expected future payments of \$396 million, of which \$216 million primarily related to insured first-lien RMBS transactions and CMBS transactions and \$180 million related to insured second-lien RMBS transactions. Partially offsetting these losses were recoveries of actual and expected payments of \$81 million, including \$74 million related to insured second-lien RMBS transactions. The \$74 million of recoveries related to insured second-lien RMBS transactions included \$154 million of recoveries resulting from ineligible mortgage loans included in insured exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgage loans offset by an \$80 million reduction in excess spread within the securitizations.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

Losses and LAE incurred in our structured finance and international insurance segment totaled \$200 million for the nine months ended September 30, 2011. Included in the \$200 million were gross losses related to actual and expected future payments of \$344, including \$157 million of losses related to insured second-lien RMBS transactions and \$187 million related to other loss activity. Partially offsetting these losses were recoveries of actual and expected payments of \$142 million, including \$122 million of recoveries related to insured second-lien RMBS transactions. The \$122 million of recoveries related to insured second-lien RMBS transactions included \$198 million of recoveries resulting from ineligible mortgage loans included in insured second-lien residential mortgage securitization exposures that are subject to contractual obligations by sellers/servicers to repurchase or replace such mortgage loans offset by a \$76 million reduction in excess spread within the securitizations. The decrease in recoveries from excess spread resulted from an increase in voluntary prepayments within the securitizations.

For the three and nine months ended September 30, 2012, losses and LAE incurred included the elimination of \$18 million and \$135 million, respectively, as a result of the consolidation of VIEs. The \$18 million elimination included gross losses related to actual and expected future payments of \$11 million and a decrease in recoveries of actual and expected payments of \$7 million. The \$135 million elimination included gross losses related to actual and expected future payments of \$68 million and a decrease in recoveries of actual and expected payments of \$67 million.

For the three and nine months ended September 30, 2011, losses and LAE incurred included the elimination of \$35 million and \$47 million, respectively, as a result of the consolidation of VIEs. The \$35 million elimination included gross losses related to actual and expected future payments of \$90 million offset by recoveries of actual and expected payments of \$55 million. The \$47 million elimination included gross losses related to actual and expected future payments of \$210 million offset by recoveries of actual and expected payments of \$163 million.

Included in the Company's loss and LAE reserves are both reserves for insured obligations for which a payment default has occurred and MBIA Corp. has already paid a claim and also for which a payment default has not yet occurred but a claim is expected in the future. The following table includes LAE reserves as of September 30, 2012 and December 31, 2011 for three issues that had no expected future claim payments or par outstanding, but for which the Company is obligated to pay LAE incurred in prior periods. As of September 30, 2012 and December 31, 2011, loss and LAE reserves comprised the following:

\$ in millions	Number of Issues <sup>(1)</sup>		Loss and LAE Reserve		Par Outstanding	
	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011
Gross of reinsurance:						
Issues with defaults	97	92	\$ 469	\$ 447	\$ 7,611	\$ 7,863
Issues without defaults	24	26	307	220	1,124	1,734
Total gross of reinsurance	121	118	\$ 776	\$ 667	\$ 8,735	\$ 9,597

(1) - An issue represents the aggregate of financial guarantee policies that share the same revenue source for purposes of making debt service payments. MBIA reports expected potential recoveries of certain paid claims within Insurance loss recoverable and the corresponding estimated recovery amounts due to reinsurers within Other liabilities on the Company's consolidated balance sheets. As of September 30, 2012 and December 31, 2011, our insurance loss recoverable in our structured finance and international insurance segment was \$3.1 billion and \$2.9 billion, respectively. The increase in our insurance loss recoverable principally resulted from an increase in expected potential recoveries related to certain sellers/servicers obligation to repurchase ineligible mortgage loans related to insured second-lien transactions. As of September 30, 2012 and December 31, 2011, our insurance loss recoverable also included estimated recoveries of approximately \$770 million and \$731 million, respectively, from excess spread within insured second-lien RMBS securitizations. Insurance loss recoverables due to reinsurers totaled \$7



million as of September 30, 2012 and December 31, 2011. Insurance loss recoverables are only paid to reinsurers upon receipt of such amounts by MBIA.

***Residential Mortgage Exposure***

MBIA Corp. insures mortgage-backed securities ( MBS ) backed by residential mortgage loans, including second-lien residential mortgage securitizations (revolving HELOC loans and CES). For the three months ended September 30, 2012, we recorded losses and LAE of \$58 million related to insured second-lien RMBS transactions, before the elimination of \$20 million of losses incurred as a result of consolidating VIEs. The \$38 million consolidated losses and LAE was due to gross losses and LAE related to actual and expected payments of \$45 million offset by gross recoveries of actual and expected payments of \$7 million. For the nine months ended September 30, 2012, we recorded losses and LAE of \$259 million related to insured second-lien RMBS transactions, before the elimination of \$153 million of losses incurred as a result of consolidating VIEs. The \$106 million consolidated losses and LAE was due to gross losses and LAE related to actual and expected payments of \$180 million offset by gross recoveries of actual and expected payments of \$74 million.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

MBIA Corp. also insures MBS backed by first-lien subprime mortgage loans directly through RMBS securitizations. There has been considerable stress and continued deterioration in the subprime mortgage market since 2008 reflected by increased delinquencies and losses, particularly related to subprime mortgage loans originated during 2005, 2006 and 2007. As of September 30, 2012, the Company had \$2.3 billion of gross par outstanding from direct exposure to subprime mortgage loans compared with \$3.3 billion as of December 31, 2011. While subprime transactions directly guaranteed by MBIA Corp. include collateral comprising mortgage loans that originated during 2005, 2006, and 2007, we currently do not expect ultimate material losses on these transactions given the amount of subordination below MBIA Corp.'s insured portion of such transactions available to absorb losses from collateral defaults. As of September 30, 2012, the Company had \$290 million of gross par outstanding in five insured direct subprime mortgage transactions with 2005 or 2006 subprime mortgage collateral appearing on the Company's Classified or Caution Lists.

The following table presents the gross par outstanding of MBIA Corp.'s total direct RMBS insured exposure as of September 30, 2012 by S&P credit rating category. Amounts include the gross par outstanding related to transactions that the Company consolidates under accounting guidance for VIEs.

In millions	Gross Par Outstanding					
	Prime First-lien	Alternative A-paper First-lien	Subprime First-lien	HELOC Second-lien	CES Second-lien	Total
AAA	\$ 182	\$ 789	\$ 1,374	\$ -	\$ 9	\$ 2,354
AA	22	105	81	-	-	208
A	2	396	67	20	20	505
BBB	-	493	133	682	135	1,443
Below investment grade	2	1,478	614	2,694	3,309	8,097
Total gross par	\$ 208	\$ 3,261 <sup>(1)</sup>	\$ 2,269 <sup>(2)</sup>	\$ 3,396	\$ 3,473	\$ 12,607

(1) - Includes international exposure of \$853 million.

(2) - Includes international exposure of \$13 million.

The following table presents the gross par outstanding by vintage year of MBIA Corp.'s total insured second-lien residential mortgage loan securitizations insured exposure as of September 30, 2012. Amounts include the gross par outstanding related to transactions that the Company consolidates under accounting guidance for VIEs.

In millions	Gross Par Outstanding			% of Total CES
	HELOC	% of Total HELOC	CES	
2007	\$ 460	13%	\$ 2,289	66%

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2006	1,224	36%	1,115	32%
2005	1,027	30%	-	0%
2004	597	18%	40	1%
2003 and prior	88	3%	29	1%
Total gross par	\$ 3,396	100%	\$ 3,473	100%

As of September 30, 2012, total gross par outstanding for HELOC and CES was \$3.4 billion and \$3.5 billion, respectively, compared with HELOC and CES gross par outstanding of \$4.0 billion and \$4.1 billion, respectively, as of December 31, 2011.

During the three months ended September 30, 2012, we paid approximately \$130 million, net of reinsurance and collections, on insured second-lien RMBS transactions, or \$78 million after eliminating \$52 million of net payments made on behalf of consolidated VIEs. During the nine months ended September 30, 2012, we paid approximately \$475 million, net of reinsurance and collections, on insured second-lien RMBS transactions, or \$330 million after eliminating \$145 million of net payments made on behalf of consolidated VIEs. Through September 30, 2012, we paid a cumulative total of \$6.4 billion, net of reinsurance and collections, or \$4.2 billion after eliminating \$2.2 billion of net payments on insured second-lien RMBS transactions that are currently consolidated as VIEs. As of September 30, 2012, we had loss and LAE reserves related to our remaining insured second-lien RMBS exposure of \$212 million before eliminating \$53 million of loss and LAE reserves related to our consolidated VIEs. The loss and LAE reserves represent the present value of the difference between cash payments we expect to make on the insured transactions and the cash receipts we expect from the performing mortgage loans in the securitizations. As payments are made, a portion of those expected future receipts is recorded within Insurance loss recoverable in our consolidated balance sheets. The payments that we make virtually all go to reduce the principal balances of the securitizations.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table provides information about insured second-lien RMBS transactions included in MBIA Corp.'s insured portfolio for which it has made claim and LAE payments, net of collections, as of September 30, 2012 and for which it does not consolidate under accounting guidance for VIEs:

**Second-Lien RMBS Transactions with Claim Payments (Excluding Consolidated VIEs)**

\$ in millions	Number of Issues	Original Par Insured	Gross Par Outstanding	Claim Payments and LAE Net of Collections Since Inception
HELOC	13	\$ 14,253	\$ 2,058	\$ 2,219
CES	9	8,198	2,163	2,082
<b>Total</b>	<b>22</b>	<b>\$ 22,451</b>	<b>\$ 4,221</b>	<b>\$ 4,301</b>
Total net of reinsurance				\$ 4,191

As of September 30, 2012, the gross par outstanding on insured second-lien RMBS transactions included in the preceding table was \$4.2 billion compared with \$4.9 billion as of December 31, 2011. As of September 30, 2012, we expect to pay an additional \$300 million (on a present value basis) on these transactions and expect to receive a total of \$909 million (on a present value basis) in reimbursement of past and future expected claims through excess spread in these transactions. Of our expected reimbursement from excess spread, \$769 million is included in Insurance loss recoverable and \$140 million is included in Loss and loss adjustment expense reserves. In addition, we expect to receive \$2.1 billion (on a present value basis) in respect of the sellers'/servicers' obligation to repurchase ineligible mortgage loans, which is included in Insurance loss recoverable.

Since September 2008, MBIA Corp. initiated litigation against multiple mortgage loan sellers/servicers alleging, among other things, that such sellers/servicers made material misrepresentations concerning the quality of loans made by these sellers/servicers, which were included in a number of MBIA Corp.-insured second-lien residential mortgage securitizations. In particular, complaints in these actions allege that a significant percentage of the defaulted loans in these securitizations were ineligible for inclusion and thus reflect breaches of the originators' representations with respect to such loans. In addition, the complaints allege that the sellers/servicers have failed to honor their contractual obligations regarding loan repurchases and ongoing servicing practices. For more information on these and other lawsuits commenced by MBIA Corp., as well as information related to the May 14, 2012 bankruptcy filing by ResCap, refer to Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements.

The following table provides information about insured second-lien RMBS transactions included in MBIA Corp.'s insured portfolio for which it has made claim payments and LAE, net of collections, as of September 30, 2012 and for which it consolidates under accounting guidance for VIEs. As such, these payments are not reflected as insurance losses in our consolidated financial statements subsequent to consolidation. Of the \$2.3 billion of total payments before reinsurance, \$800 million was eliminated subsequent to consolidation. As of September 30, 2012, the Company has recorded actual or expected put-back recoveries for amounts paid on all insured second-lien RMBS transactions included in the following table:

**Second-Lien RMBS Transactions with Claim Payments (Consolidated VIEs)**

<b>\$ in millions</b>	<b>Number of Issues</b>	<b>Original Par Insured</b>	<b>Gross Par Outstanding</b>	<b>Claim Payments and LAE Net of Collections Since Inception</b>
HELOC	6	\$ 3,657	\$ 1,001	\$ 669
CES	7	5,068	1,281	1,648
<b>Total</b>	<b>13</b>	<b>\$ 8,725</b>	<b>\$ 2,282</b>	<b>\$ 2,317</b>
Total net of reinsurance				\$ 2,245

As of September 30, 2012, we expect to pay an additional \$92 million (on a present value basis) on these transactions and expect to receive a total of \$304 million (on a present value basis) in reimbursement of past and future expected claims through excess spread in these transactions. In addition, we expect to receive \$1.1 billion (on a present value basis) as of September 30, 2012 from the contractual obligation of the sellers/servicers to repurchase ineligible mortgage loans, which is reported in Loan repurchase commitments under Assets of consolidated variable interest entities on the consolidated balance sheets.

Refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for additional information about assumptions used to estimate recoveries on our RMBS exposure.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)***Other*

We may seek to purchase, from time to time, directly or indirectly, obligations guaranteed by MBIA or seek to commute policies. The amount of insurance exposure reduced, if any, and the nature of any such actions will depend on market conditions, pricing levels from time to time, and other considerations. In some cases, these activities may result in a reduction of expected loss reserves, but in all cases they are intended to limit our ultimate losses and reduce the future volatility in loss development on the related policies. Our ability to purchase guaranteed obligations and to commute policies will depend on management's assessment of available liquidity.

**POLICY ACQUISITION COSTS AND OPERATING EXPENSES** Structured finance and international insurance segment expenses for the three and nine months ended September 30, 2012 and 2011 are presented in the following table:

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Gross expenses	\$ 30	\$ 37	-19%	\$ 118	\$ 109	8%
Amortization of deferred acquisition costs	\$ 24	\$ 34	-29%	\$ 81	\$ 106	-24%
Operating	30	35	-14%	115	104	11%
Total insurance operating expenses	\$ 54	\$ 69	-22%	\$ 196	\$ 210	-7%

Gross expenses represent total insurance expenses before the deferral of any policy acquisition costs. Gross expenses decreased for the three months ended September 30, 2012 compared with the same period of 2011 due to a reduction in legal and litigation related costs. Gross expenses increased for the nine months ended September 30, 2012 compared with the same period of 2011 due to higher legal and litigation related costs.

The decreases in the amortization of deferred acquisition costs for the three and nine months ended September 30, 2012 compared with the same periods of 2011 principally reflect the acceleration of deferred costs into earnings in prior periods as policies were terminated. Operating expenses decreased for the three months ended September 30, 2012 compared with the same period of 2011 and increased for the nine months ended September 30, 2012 compared with the same period of 2011 as a result of the changes in gross expenses. We did not defer a material amount of policy acquisition costs during 2012 or 2011. Policy acquisition costs in these periods were related to premium taxes and assessments on installment policies written in prior periods.

**INSURED PORTFOLIO EXPOSURE** The credit quality of our structured finance and international insured portfolio is assessed in the same manner as our U.S. public finance insured portfolio. As of September 30, 2012 and December 31, 2011, 25% and 24%, respectively, of our structured finance and international insured portfolio, was rated below investment grade, before giving effect to MBIA's guarantees, based on MBIA's internal ratings, which are more current than the underlying ratings provided by S&P and Moody's for this subset of our insured portfolio.

**Structured Finance and International Insurance Selected Portfolio Exposures**

The following is a summary of selected significant exposures within the insured portfolio of our structured finance and international insurance segment. The Company has large exposures to many of these sectors. Moreover, many of these sectors are and have been considered volatile

over the past several years. As described below, considerable incurred losses and future expected payments are attributable to many of these sectors.

*Collateralized Debt Obligations and Related Instruments*

As part of our structured finance and international insurance activities, MBIA Corp. typically provided guarantees on senior and mezzanine tranches of CDOs, as well as protection on structured CMBS pools and corporate securities, and CDS referencing such securities. The following discussion, including reported amounts and percentages, includes insured CDO transactions consolidated by the Company as VIEs.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

MBIA Corp.'s \$53.4 billion CDO portfolio represented 46% of its total insured gross par outstanding of \$116.4 billion as of September 30, 2012. The distribution of the Company's insured CDO and related instruments portfolio by collateral type is presented in the following table:

In billions	Gross Par Outstanding as of September 30, 2012
<b>Collateral Type</b>	
Multi-sector CDOs <sup>(1)</sup>	\$ 4.4
Investment grade CDOs and structured corporate credit pools	25.4
High yield corporate CDOs	5.7
Commercial real estate pools and CRE CDOs	17.9
<b>Total</b>	<b>\$ 53.4</b>

(1) - Includes one multi-sector CDO-squared transaction with gross par of \$90 million as of September 30, 2012.

*Multi-Sector CDOs*

Multi-sector CDOs are transactions that include a variety of structured finance asset classes in their collateral pools. The underlying collateral in MBIA Corp.'s insured multi-sector CDO transactions, including one CDO-squared transaction, comprises RMBS, CDOs of ABS (multi-sector CDOs), corporate CDOs, collateralized loan obligations (CLOs), ABS (e.g., securitizations of auto receivables, credit cards, etc.), CRE CDOs, CMBS and corporate credits. Our insured multi-sector CDO transactions primarily rely on underlying collateral originally rated single-A or above (CDOs of high-grade U.S. ABS) and collateral originally rated triple-B (CDOs of mezzanine U.S. ABS).

Generally, we are subject to a claim on a multi-sector CDO when the insured tranche incurs an interest or principal shortfall. Such shortfalls result once the underlying collateral supporting the transaction experience losses beyond MBIA Corp.'s subordination in the CDO transaction (Insured Tranche Subordination). MBIA Corp.'s payment obligation after a default generally insures current interest and ultimate principal.

Total gross par exposure in our multi-sector CDO portfolio was \$37.3 billion as of December 31, 2007. Since the end of 2007 through September 30, 2012, our multi-sector CDO gross par exposure has decreased by approximately \$32.9 billion primarily from negotiated commutations of \$21.1 billion in gross par and contractual terminations without any payment from MBIA Corp. of \$5.4 billion in gross par. The remaining reduction was due to the amortization and maturity of transactions. As of September 30, 2012, our gross par exposure to multi-sector CDOs was \$4.4 billion and represented 8% of MBIA Corp.'s CDO exposure and 4% of MBIA Corp.'s total gross par insured.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table presents the collateral as a percent of the performing pool balances for all MBIA Corp.-insured multi-sector CDO transactions:

\$ in millions	Collateral as a % of Performing Pool Balance as of September 30, 2012								
	# of CDOs	Gross Par Outstanding	Other Collateral	RMBS	Total	Current Insured Tranche Subordination Range Below MBIA	Original Insured Tranche Subordination Range Below MBIA	Net Derivative/Asset (Liability)	
<b>CDOs of High-Grade U.S. ABS</b>									
2003	1	\$ 90 <sup>(1)</sup>	100%	0%	100%	42.7%	10.0%	\$ (9)	
2004	1	79	100%	0%	100%	9.2%	10.0%	-	
2005	1	705	31%	69%	100%	0.0%	20.0%	(124)	
2006	1	426	5%	95%	100%	0.0%	14.0%	(147)	
2007	1	1,100	100%	0%	100%	0.0%	13.0%	(338)	
Subtotal	5	2,400						(618)	
<b>CDOs of Mezzanine U.S. ABS</b>									
2002	6	410	73%	27%	100%	0.0-98.9%	13.8-28.1%	-	
2003	3	458	74%	26%	100%	0.0-60.9%	21.5-29.8%	-	
2004	3	297	45%	55%	100%	0.0%	25.0-30.5%	(19)	
Subtotal	12	1,165						(19)	
Total	17	3,565						(637)	
		310	Multi-Sector CDO European Mezzanine and Other Collateral (1 CDO)						(12)
		508	Multi-Sector CDO insured in the Secondary Market prior to 2005 (28 CDOs)						-
Grand Total		\$ 4,383						\$ (649)	

(1) This transaction is multi-sector CDO squared.

Our multi-sector CDOs are classified into CDOs of high-grade U.S. ABS, including one CDO-squared transaction, and CDOs of mezzanine U.S. ABS. As of September 30, 2012, gross par outstanding on MBIA Corp.-insured CDOs of high-grade U.S. ABS totaled \$2.4 billion. Original Insured Tranche Subordination levels in these transactions ranged from 10.0% to 20.0% compared with current Insured Tranche Subordination levels of 0.0% to 42.7%. As of September 30, 2012, gross par outstanding on MBIA Corp.-insured CDOs of mezzanine U.S. ABS totaled \$1.2 billion. Original Insured Tranche Subordination levels in these transactions ranged from 13.8% to 30.5% compared with current Insured Tranche Subordination levels that range from 0.0% to 98.9%.

The significant erosion of Insured Tranche Subordination in our multi-sector CDO transactions principally resulted from the underperformance of RMBS and CDO collateral. As discussed above, the erosion of Insured Tranche Subordination in these transactions increases the likelihood

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that MBIA Corp. will pay claims. As of September 30, 2012, there were credit impairment estimates for 26 classified multi-sector CDO transactions for which MBIA Corp. expects to incur actual net claims in the future (16 of which are insured in the secondary market), representing 57% of all MBIA Corp.-insured multi-sector CDO transactions (including both CDS and non-CDS contracts). Of the remaining transactions, 17% are on our Caution List and 26% continue to perform at or close to our original expectations. In the event of further performance deterioration of the collateral referenced or held in our multi-sector CDO transactions, the amount of credit impairments could increase materially.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

As of September 30, 2012, the ratings distribution of our insured multi-sector CDO transactions is presented in the following table. These ratings are intended to reflect the past and expected future performance of the underlying collateral within each transaction.

<b>Insured Exposure Rating <sup>(1)</sup></b>	<b>Original</b>	<b>Current</b>
AAA	100%	0%
AA	0%	2%
A	0%	0%
BBB	0%	7%
Below investment grade	0%	91%
<b>Total</b>	<b>100%</b>	<b>100%</b>

(1) - All ratings are current. Ratings are derived using the most conservative rating among Moody's, S&P or internal ratings.

*Investment Grade Corporate CDOs and Structured Corporate Credit Pools*

Our investment grade corporate CDO exposure references pools of predominantly investment grade corporate credits. Additionally, some of these pools may include limited exposure to other asset classes, including structured finance securities (such as RMBS and CDOs). Most of our investment grade corporate CDO policies guarantee coverage of losses on collateral assets once Insured Tranche Subordination in the form of a deductible has been eroded, and are generally highly customized structures. Our gross par exposure to investment grade corporate CDOs of \$25.4 billion represents 48% of MBIA Corp.'s CDO exposure and 22% of MBIA Corp.'s total gross par insured. The Company's insured investment grade corporate CDOs have experienced Insured Tranche Subordination erosion due to the default of underlying referenced corporate obligors, as well as certain structured finance securities, but we currently do not expect losses on MBIA Corp.'s insured tranches. As of September 30, 2012, the collateral amount in the portfolio exceeds the gross par outstanding as a result of credit enhancement (such as over-collateralization and Insured Tranche Subordination).

Our gross par of insured investment grade corporate CDOs includes \$12.7 billion that was typically structured to include buckets (typically 30% to 35% of the overall CDO) of references to specific tranches of other investment grade corporate CDOs (monotranches). In such transactions, MBIA Corp.'s insured investment grade corporate CDOs include, among direct corporate or structured credit reference risks, a monotranch or single layer of credit risk referencing a diverse pool of corporate assets or obligors with a specific attachment and a specific detachment point. The referenced monotranches in such CDOs were typically rated double-A and sized to approximately 3% of the overall reference risk pool. The inner referenced monotranches are not typically subject to acceleration and do not give control rights to a senior investor. The inner referenced monotranches have experienced Insured Tranche Subordination erosion due to the default of their referenced corporate assets.

The following table presents the collateral as a percent of the performing pool balances for all MBIA Corp.-insured investment grade corporate CDOs and structured corporate credit pool transactions:

<b>\$ in millions</b>	<b># of CDOs</b>	<b>Gross Par Outstanding</b>	<b>Corporate Collateral</b>	<b>Other Collateral</b>	<b>Total</b>	<b>As of September 30, 2012</b>		<b>Net Derivative / Asset (Liability)</b>
						<b>Current Insured Tranche Subordination Range Below MBIA</b>	<b>Original Insured Tranche Subordination Range Below MBIA</b>	
<b>Year Insured</b>								

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2005	4	\$ 6,331	90%	10%	100%	11.0-23.8%	15.0-27.5%	\$ (361)	
2006	4	6,774	93%	7%	100%	11.4-19.8%	16.0-25.0%	(426)	
2007	10	12,285	98%	2%	100%	11.1-27.9%	15.0-30.0%	(333)	
Subtotal	18	25,390						(1,120)	
		4	Investment Grade Corporate CDOs insured in the Secondary Market prior to 2003 (2 CDOs)						-
Grand Total		\$ 25,394						\$ (1,120)	

### *High Yield Corporate CDOs*

Our high yield corporate CDO portfolio, totaling \$5.7 billion of gross par exposure, largely comprises middle-market/special- opportunity corporate loan transactions, broadly syndicated bank CLOs and older vintage corporate high yield bond CDOs. The CDOs in this category are diversified by both vintage and geography (with European and U.S. collateral). Our gross par exposure to high yield corporate CDOs represents 11% of MBIA Corp. s CDO exposure and 5% of MBIA Corp. s total gross par insured as of September 30, 2012.

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There have been some declines in Insured Tranche Subordination levels as a result of defaults in underlying collateral, as well as sales of underlying collateral at discounted prices. Insured Tranche Subordination for CDOs insured in earlier years have experienced, on average, more deterioration than those insured in later years. Insured Tranche Subordination within CDOs may decline over time as a result of collateral deterioration. The risk of lower Insured Tranche Subordination levels is typically offset by the amortization of outstanding insured debt and a decrease in the time to maturity. There are no significant losses on MBIA Corp.'s insured high yield corporate CDO tranches at this time. However, there can be no assurance that the Company will not incur significant losses as a result of deterioration in Insured Tranche Subordination.

The following table presents the collateral as a percent of the performing pool balances for all MBIA Corp.-insured high yield corporate CDO transactions:

\$ in millions	# of CDOs	Gross Par Outstanding	Corporate Collateral	As of September 30, 2012		Net Derivative / Asset (Liability) <sup>(1)</sup>
				Current Insured Tranche Subordination Range Below MBIA	Original Insured Tranche Subordination Range Below MBIA	
2003	1	\$ 161	100%	18.9%	24.2%	\$ -
2004	1	3,000	100%	43.3%	33.3%	-
2005	1	884	100%	27.6%	21.8%	-
2006	1	725	100%	34.7%	33.3%	-
2007	2	869	100%	28.8-29.5%	32.0-32.3%	-
Subtotal	6	5,639				-
		55	High Yield Corporate CDO insured in the Secondary Market prior to 2003 (3 CDOs)			-
Grand Total		\$ 5,694				\$ -

(1) - Net derivative amounts are immaterial due to the positive performance of the credit derivative transactions.

*Commercial Real Estate Pools and CRE CDOs*

As of September 30, 2012, we had \$17.9 billion of gross par exposure to the CRE sector through insured structured transactions primarily comprising CRE collateral. Our CRE portfolio can be largely sub-divided into two distinct categories: structured CMBS pools and CRE CDOs. In addition, MBIA Corp. insures approximately \$2.8 billion in CRE loan pools, primarily comprising European assets, some of which are subject to commutation agreements. These CRE loans are not included in the following Structured CMBS Pools and CRE CDOs sections.

During the nine months ended September 30, 2012, the Company agreed to early settlements which totaled \$5.0 billion related to CRE exposure in all three categories of the CRE sector.

Refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for a discussion of credit impairments on our CRE pools and CDO exposure, including the methodology used to calculate these impairments.

Structured CMBS Pools

As of September 30, 2012, our gross par exposure to structured CMBS pools totaled \$15.7 billion and represented approximately 13% of MBIA Corp. s total gross par insured. Since the end of 2007 through September 30, 2012, our structured CMBS pools gross par exposure has decreased by approximately \$25.0 billion, primarily from negotiated commutations and early settlements. Our structured CMBS pool insured transactions are pools of CMBS bonds, Real Estate Investment Trust ( REIT ) debt and other CRE CDOs structured with first loss deductibles such that MBIA Corp. s obligation attached at a minimum of a triple-A level when the policies were issued. The deductible sizing was a function of the underlying collateral ratings and certain structural attributes. MBIA Corp. s guarantees for most structured CMBS pool transactions cover losses on collateral assets once the deductibles have been eroded. These deductibles provide credit enhancement and subordination to MBIA s insured position.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The collateral in the pools are generally CMBS bonds or CDSs referencing CMBS bonds (collectively, "CMBS bonds"). MBIA Corp.'s guarantee generally is in the form of a CDS referencing the static pooled transactions. MBIA Corp. would have a payment obligation if the volume of CMBS bond defaults exceeds the deductible level in the transaction. Each pool comprising CMBS bonds is ultimately backed by the commercial mortgage loans securitized within each CMBS trust. The same CMBS bonds may be referenced in multiple pools. The Company's structured CMBS pools are static, meaning that the collateral pool of securitizations cannot be and has not been changed since the origination of the policy. Most transactions comprise similarly rated underlying tranches. The deductible for each transaction varies according to the ratings of the underlying collateral. For example, a transaction comprising originally BBB rated underlying CMBS bonds would typically include a 30-35% deductible to MBIA Corp.'s position whereas a transaction comprising all originally AAA rated underlying CMBS bonds would typically require a 5-10% deductible.

The following table presents the collateral as a percentage of the pool balances, as well as the current deductible, as of September 30, 2012 for all MBIA Corp.-insured structured CMBS pool transactions:

Year Insured	# of Pools	Gross Par Outstanding	As of September 30, 2012				Total	Current Deductible	Original Deductible	Net Derivative / Asset (Liability)
			CMBS	REIT Debt	Other					
2003	1	\$ 99	67%	20%	13%	100%	37.5%	26.0%	\$ -	
2006	5	1,708	95%	0%	5%	100%	10.1-43.5%	10.0-54.2%	(80)	
2007	15	13,843	98%	0%	2%	100%	5.0-82.3%	5.0-84.1%	(1,341)	
Subtotal	21	15,650							(1,421)	
		42	Structured CMBS Pools insured in the Secondary Market prior to 2005 (3 pools)						-	
Grand Total		\$ 15,692							\$ (1,421)	

While on an aggregate basis the deductible levels in the above table show little erosion, certain policies reflected in the table have experienced significant deductible erosion. This significant deductible erosion was largely due to liquidations of underlying loan collateral in those transactions over the past two years. Several insured transactions reflected in the table, which together have an aggregate gross par outstanding of \$2.0 billion, include concentrations of repackaged CRE-related collateral (e.g., a CRE CDO or other re-securitization of CMBS) that, in many cases, had low original ratings. Given the low ratings of the repackaged CMBS collateral, many of the underlying repackaged securities are expected to have substantial or complete losses, which will cause erosion of the deductibles in those insured transactions, and are modeled as such by MBIA for the purpose of assessing credit impairments.

In addition, we have experienced ratings erosion in the total CMBS collateral underlying our insured static pools. Whereas approximately 34.6% of the total CMBS collateral underlying the pools outstanding as of September 30, 2012 was originally rated BBB and below and approximately 48.4% was originally rated AAA, 58.7% of the total CMBS collateral underlying these pools as of September 30, 2012 was rated below investment grade. The higher risk of the collateral that was originally rated BBB and below was intended to be offset by the diversification in the collateral pool and the level of the deductible, whereas pools backed by all AAA collateral benefited from diversification and required smaller deductibles. In all cases, regardless of the underlying collateral rating, MBIA Corp.'s insured position was rated AAA at origination of the transaction by at least Moody's, S&P or Fitch.

Currently, we insure eight static CMBS pools, having \$6.0 billion of gross par outstanding as of September 30, 2012, that were originally insured in 2006 and 2007, and in which substantially all of the underlying collateral comprised CMBS tranches originally rated BBB and lower. The remainder of the collateral in these eight pools consisted of higher rated CMBS bonds, REIT debt and other securities. The BBB and below

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rated CMBS bonds underlying these eight pools had original credit enhancement levels that ranged from 0.0% to 9.0% with an original weighted average credit enhancement level of 3.0%, compared with credit enhancement levels that range from 0.0% to 90.6% with a weighted average credit enhancement level of 2.0% as of September 30, 2012. MBIA Corp.'s original policy level deductibles for these eight insured pools ranged from 23.0% to 82.3% with an original weighted average deductible by gross par outstanding of 37.9%, compared with deductibles that range from 14.8% to 84.1% with a weighted average deductible by gross par outstanding of 27.3% as of September 30, 2012. As of September 30, 2012, most of MBIA Corp.'s estimated credit impairments for our static CMBS pools relate to a subset of these eight pools, of which the vast majority relate to a single counterparty, Bank of America and its subsidiary Merrill Lynch.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table presents the vintage and original rating composition of the CMBS collateral in our static CMBS pools:

Original Rating	CMBS Collateral Vintage				
	2004 and Prior	2005	2006	2007	Total
AAA	7.9%	4.3%	22.7%	13.4%	48.3%
AA	0.0%	0.0%	1.0%	3.2%	4.2%
A	0.0%	2.3%	8.9%	1.7%	12.9%
BBB	1.9%	4.7%	17.7%	4.7%	29.0%
Below investment grade or not rated	2.4%	1.4%	0.7%	1.1%	5.6%
Total	12.2%	12.7%	51.0%	24.1%	100.0%

As of September 30, 2012, our structured CMBS pool portfolio comprised approximately 38,400 loans. The current weighted average debt service coverage ratio (DSCR) of underlying mortgage loans in the CMBS pools was 1.45 based on net operating income derived from the most recent property level financial statements. As of September 30, 2012, some properties still show signs of significant financial distress as evidenced by the fact that 17.1% of the properties have reported a DSCR less than 1.0. The majority of the loans are long-term and fixed-rate in nature. Approximately 28% of the loans will mature within the next three years. The weighted average DSCR of those loans was 1.63 based on the latest available financial statements. Approximately seven percent of the loans mature in the next twelve months and these loans have a weighted average DSCR of 1.70. The large shifts in the Company's structured CMBS pool portfolio due to early settlements reached over the past several months render comparison to previous periods less meaningful.

Delinquencies have increased markedly in the CRE market over the last three years given the economic climate and the shortage of financing. As of September 30, 2012, 30-day and over delinquencies increased in the fixed-rate conduit CMBS market to 9.1% and increased in MBIA Corp.'s insured static pooled CMBS portfolio to 11.4%. The higher delinquency rate in MBIA Corp.'s portfolio was primarily due to a concentration in the 2006 and early 2007 vintages. Additionally, the market includes newer vintage transactions from 2010 to 2012, which have virtually no delinquencies. Although we have also seen stabilization in the pace of increases in the delinquency rate over the past several months, some of the deceleration is attributable to the loan modifications and extensions granted by the special servicers for these CMBS loans as well as increased liquidations. The special servicers are responsible for managing loans that have defaulted and for conducting the remediation and foreclosure process with the objective of maximizing proceeds for all bondholders by avoiding or minimizing loan level losses.

Actual losses will be a function of the proportion of loans in the pools that are foreclosed and liquidated and the loss severities associated with those liquidations. If the deductibles in the Company's insured transactions and underlying referenced CMBS transactions are fully eroded, additional property level losses upon foreclosures and liquidations could result in substantial losses for MBIA. Ultimate loss rates remain uncertain and it is possible that we will experience severe losses or liquidity needs due to increased deterioration in our insured CMBS portfolio or our failure to commute the policies, in particular if macroeconomic stress escalates, there is a double dip recession, increased delinquencies, higher levels of liquidations of delinquent loans, and/or higher severities of loss upon liquidation. Although we still believe the likelihood of a double dip recession is low, we do consider the possibility in our estimates for future claims.

**CRE CDOs**

As of September 30, 2012, our gross par exposure to CRE CDOs totaled \$2.2 billion and represented approximately 2% of MBIA Corp.'s total gross par insured. CRE CDOs are managed pools of CMBS, CRE whole loans, B-Notes, mezzanine loans, REIT debt, and other securities (including, in some instances, buckets for RMBS and CRE CDOs) that allow for reinvestment during a defined time period. Most of these transactions benefit from typical CDO structural features such as cash diversion triggers, collateral quality tests, and manager replacement

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provisions. Typically, MBIA Corp. guarantees timely interest and ultimate principal of these CDOs. As with our other insured CDOs, these transactions were generally structured with credit protection originally rated triple-A, or a multiple of triple-A, below our guarantee. As of September 30, 2012, our CRE CDO insured portfolio did not contain any CDOs of ABS exposures. Some of the CRE CDO transactions do contain some RMBS collateral, but overall this comprises 1% of the collateral in the CRE CDO portfolio.

Within our CRE CDO portfolio, we had one transaction with 2005, 2006, and 2007 vintage collateral totaling \$344 million of gross par outstanding as of September 30, 2012 in which substantially all of the collateral originally comprised BBB or BBB- rated tranches of CMBS. Although the transaction originally allowed for some manager flexibility, no underlying securities were ever traded, nor will they be going forward.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table presents the collateral as a percentage of the performing pool balances as of September 30, 2012 for all MBIA Corp.-insured CRE CDO transactions:

Year Insured	# of CRE CDOs	Gross Par Outstanding	As of September 30, 2012							Net Derivative / Asset (Liability)
			CMBS	Whole Loans	REIT Debt	Other	Total	Current Enhancement	Original Enhancement	
2004	2	\$ 36	60%	0%	22%	18%	100%	16.6-41.0%	22.0-22.4%	\$ -
2005	1	65	89%	0%	2%	9%	100%	35.2%	22.7%	(2)
2006	7	531	26%	64%	2%	8%	100%	0.0-75.8%	24.0-50.0%	-
2007	6	1,608	68%	26%	1%	5%	100%	14.5-37.0%	21.7-50.0%	(110)
<b>Total</b>	<b>16</b>	<b>\$ 2,240</b>								<b>\$ (112)</b>

**U.S. Public Finance and Structured Finance and International Reinsurance**

Reinsurance enables the Company to cede exposure for purposes of syndicating risk and increasing its capacity to write new business while complying with its single risk and credit guidelines. When a reinsurer is downgraded by one or more of the rating agencies, less capital credit is given to MBIA under rating agency models and the overall value of the reinsurance to MBIA is reduced. The Company generally retains the right to reassume the business ceded to reinsurers under certain circumstances, including a reinsurer's rating downgrade below specified thresholds. The following table presents information about our reinsurance agreements as of September 30, 2012 for our U.S. public finance and structured finance and international insurance operations:

In millions	Standard & Poor's Rating (Status)	Moody's Rating (Status)	Ceded Par Outstanding	Letters of Credit/Trust Accounts	Reinsurance Recoverable <sup>(1)</sup>
Assured Guaranty Corp.	AA-	Aa3			
	(Stable Outlook)	(Ratings Under Review)	\$ 2,632	\$ -	\$ 15
Assured Guaranty Re Ltd.	AA-	A1			
	(Stable Outlook)	(Ratings Under Review)	521	5	-
Overseas Private Investment Corporation	AA+	Aaa			
	(Negative Outlook)	(Negative Outlook)	357	-	-
Export Development Canada	AAA	Aaa			
	(Stable Outlook)	(Stable Outlook)	64	1	-
Others	A+ or above	A2 or above	68	1	-

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Total	\$ 3,642	\$ 7	\$ 15
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(1) - Total reinsurance recoverable of \$15 million comprised recoverables on paid and unpaid losses of \$2 million and \$13 million, respectively.

MBIA requires certain unauthorized reinsurers to maintain bank letters of credit or establish trust accounts to cover liabilities ceded to such reinsurers under reinsurance contracts. As of September 30, 2012, the total amount available under these letters of credit and trust accounts was \$7 million. The Company remains liable on a primary basis for all reinsured risk, and although MBIA believes that its reinsurers remain capable of meeting their obligations, there can be no assurance of such in the future.

As of September 30, 2012, the aggregate amount of insured par outstanding ceded by MBIA to reinsurers under reinsurance agreements was \$3.6 billion compared with \$4.3 billion as of December 31, 2011. Of the \$3.6 billion of ceded par outstanding as of September 30, 2012, \$2.0 billion was ceded from our U.S. public finance insurance segment and \$1.6 billion was ceded from our structured finance and international insurance segment. Under National's reinsurance agreement with MBIA Corp., if a reinsurer of MBIA Corp. is unable to pay claims ceded by MBIA Corp. on U.S. public finance exposure, National will assume liability for such ceded claim payments. As of September 30, 2012, the total amount for which National would be liable in the event that the reinsurers of MBIA Corp. were unable to meet their obligations is \$2.0 billion. For Financial Guaranty Insurance Company (FGIC) policies assigned to National from MBIA Insurance Corporation, National maintains the right to receive third-party reinsurance totaling \$8.2 billion.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)***Advisory Services*

Our asset management advisory business is primarily conducted through Cutwater. Cutwater offers advisory services, including cash management, discretionary asset management and structured products on a fee-for-service basis. Cutwater offers these services to public, not-for-profit, corporate and financial services clients, including MBIA Inc. and its other subsidiaries.

The following table summarizes the results and assets under management of our advisory services segment for the three and nine months ended months ended September 30, 2012 and 2011. These results include revenues and expenses from transactions with the Company's insurance, corporate, and wind-down operations.

In millions	Three Months Ended September 30,			Percent Change	Nine Months Ended September 30,			Percent Change
	2012	2011			2012	2011		
Fees	\$ 13	\$ 14	-7%	\$ 42	\$ 46	-9%		
Operating expenses	15	15	-	48	52	-8%		
Pre-tax income (loss)	\$ (2)	\$ (1)	100%	\$ (6)	\$ (6)	-		
Ending assets under management:								
Third-party	\$ 17,624	\$ 24,639	-28%	\$ 17,624	\$ 24,639	-28%		
Insurance and corporate	7,530	8,375	-10%	7,530	8,375	-10%		
Asset/liability products and conduits	5,061	4,939	2%	5,061	4,939	2%		
Total ending assets under management	\$ 30,215	\$ 37,953	-20%	\$ 30,215	\$ 37,953	-20%		

For the three and nine months ended September 30, 2012, the decreases in fees compared with the same periods of 2011 were primarily driven by declines in third-party managed asset balances. Decreases in third-party fees were partially offset by a performance fee received from our corporate segment for advisory-related services. The amount of this performance fee was \$2 million and \$6 million for the three and nine months ended September 30, 2012, respectively. In addition, operating expenses for the nine months ended September 30, 2012 decreased compared with the same period of 2011 principally due to lower legal, auditing and consulting expenses.

Average third-party assets under management for the nine months ended September 30, 2012 and 2011 were \$19.7 billion and \$25.6 billion, respectively. The decrease in third-party assets under management were principally due to declines in our pool products and CDO management business.

*Corporate*

General corporate activities are conducted through our corporate segment. Our corporate operations primarily consist of holding company activities, including our service company, Optinuity Alliance Resources Corporation ( Optinuity ). Revenues and expenses for Optinuity are included in the results of our corporate segment. Optinuity provides support services such as management, legal, accounting, treasury, information technology, and insurance portfolio surveillance, among others, to our corporate segment and other operating businesses on a fee-for-service basis.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table summarizes the consolidated results of our corporate segment for the three and nine months ended September 30, 2012 and 2011. These results include revenues and expenses that arise from general corporate activities and from providing support to our other segments.

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Net investment income	\$ 3	\$ 1	n/m	\$ 10	\$ -	n/m
Fees	54	22	145%	133	68	96%
Net gains (losses) on financial instruments at fair value and foreign exchange	11	8	38%	19	47	-60%
Net investment losses related to other-than-temporary impairments	(4)	(10)	-60%	(4)	(10)	-60%
Other net realized gains (losses)	-	-	-	5	-	n/m
Total revenues	64	21	n/m	163	105	55%
Operating	27	28	-4%	79	78	1%
Interest	15	14	7%	43	44	-2%
Total expenses	42	42	-	122	122	-
Pre-tax income (loss)	\$ 22	\$ (21)	n/m	\$ 41	\$ (17)	n/m

n/m - Percent change not meaningful.

**NET INVESTMENT INCOME** The increases in net investment income for the three and nine months ended September 30, 2012 compared with the same periods of 2011 were principally due to higher average asset balances and an increase in average yields on invested assets.

**FEES** Fees are generated from support services provided to business units within the Company on a fee-for-service basis. Fees for the three and nine months ended September 30, 2012 increased compared with the same periods of 2011 primarily due to a fee paid by our conduit segment for administrative and other services. The amount of this fee for the three and nine months ended September 30, 2012, was \$35 million and \$70 million, respectively. Such fees may vary significantly from period to period.

**NET GAINS (LOSSES) ON FINANCIAL INSTRUMENTS AT FAIR VALUE AND FOREIGN EXCHANGE** Net gains (losses) on financial instruments at fair value and foreign exchange for the periods presented are primarily related to changes in the fair value of outstanding warrants issued on MBIA Inc. common stock. These changes were attributable to fluctuations in MBIA Inc.'s stock price and volatility, which are used in the valuation of the warrants. In addition to the fluctuations in the value of the outstanding warrants issued on MBIA Inc. common stock, the nine months ended September 30, 2012 was impacted by losses on the sale of investments.

**OTHER NET REALIZED GAINS (LOSSES)** Other net realized gains (losses) for the nine months ended September 30, 2012 relate to insurance recoveries received from our directors' and officers' insurance policy. These insurance recoveries reimbursed the Company for a portion of the expenses incurred by the Company related to private securities litigation.

*Wind-down Operations*

We operate an asset/liability products business in which we historically issued debt and investment agreements insured by MBIA Corp. to capital markets and municipal investors. The proceeds of the debt and investment agreements were used initially to purchase assets that largely matched the duration of those liabilities. We also operate a conduit business in which we historically funded transactions by issuing debt insured by MBIA Corp. The rating downgrades of MBIA Corp. resulted in the termination and collateralization of certain derivatives and investment agreements and, together with the rising cost and declining availability of funding and liquidity within many of the asset classes in which proceeds were invested, caused the Company to begin winding down its asset/liability products and conduit businesses in 2008. Since the downgrades of MBIA Corp., we have not issued debt in connection with either business and, as a result, the outstanding liability balances and corresponding asset balances will continue to decline over time as liabilities mature, terminate or are repurchased by us.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)***Asset/Liability Products*

The following table presents the results of our asset/liability products segment for the three and nine months ended September 30, 2012 and 2011. These results include revenues and expenses from transactions with the Company's insurance and corporate operations.

In millions	Three Months Ended September 30,			Nine Months Ended September 30,		
	2012	2011	Percent Change	2012	2011	Percent Change
Net investment income	\$ 7	\$ 18	-61%	\$ 37	\$ 66	-44%
Net gains (losses) on financial instruments at fair value and foreign exchange	(39)	11	n/m	(168)	(206)	-18%
Net investment losses related to other-than-temporary impairments	-	(1)	-100%	(56)	(30)	87%
Net gains (losses) on extinguishment of debt	-	-	-	-	24	-100%
Other net realized gains (losses)	-	(40)	-100%	-	(36)	-100%
Revenues of consolidated VIEs:						
Net investment income	-	-	-	-	(7)	-100%
Net gains (losses) on financial instruments at fair value and foreign exchange	-	-	-	-	12	-100%
Other net realized gains (losses)	-	40	-100%	-	40	-100%
Total revenues	(32)	28	n/m	(187)	(137)	36%
Operating	4	3	33%	12	9	33%
Interest expense	22	33	-33%	80	100	-20%
Total expenses	26	36	-28%	92	109	-16%
Pre-tax income (loss)	\$ (58)	\$ (8)	n/m	\$ (279)	\$ (246)	13%

n/m - Percent change not meaningful.

**NET INVESTMENT INCOME** The decreases in net investment income for the three and nine months ended September 30, 2012 compared with the same periods of 2011 were primarily due to lower average asset balances as investments were sold to generate liquidity and repay liabilities.

**NET GAINS (LOSSES) ON FINANCIAL INSTRUMENTS AT FAIR VALUE AND FOREIGN EXCHANGE** The unfavorable change in net gains (losses) on financial instruments at fair value and foreign exchange for the three months ended September 30, 2012 compared with the same period of 2011 was primarily due to losses from unfavorable changes in foreign exchange rates, partially offset by realized gains from sales of investments. The favorable change in net gains (losses) on financial instruments at fair value and foreign exchange for the nine months ended September 30, 2012 compared with the same period of 2011 was primarily due to gains from fair valuing financial instruments, partially offset by realized losses from sales of investments.

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**NET INVESTMENT LOSSES RELATED TO OTHER-THAN-TEMPORARY IMPAIRMENTS** The Company has an ongoing review process for all securities in assessing whether a decline in value is related to a credit loss. The Company utilizes cash flow modeling for purposes of assessing other-than-temporary impairments. Net investment losses related to other-than-temporary impairments occur when we impair certain securities to their fair value, as we intended to sell these securities before a recovery of their value to amortized cost. Refer to the Liquidity section included herein for additional information about impaired investments.

**NET GAINS (LOSSES) ON EXTINGUISHMENT OF DEBT** For the nine months ended September 30, 2011, net gains (losses) on extinguishment of debt included gains from the repurchases of medium-term notes ( MTNs ) issued by the Company.

**INTEREST EXPENSE** The decreases in interest expense for the three and nine months ended September 30, 2012 compared with the same periods of 2011 were primarily due to the continued maturity and repurchases of liabilities by the Company.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)**

**RESULTS OF OPERATIONS (continued)**

**BOOK VALUE** As of September 30, 2012, our asset/liability products segment had a deficit of total assets to total liabilities of \$433 million compared with a deficit of \$725 million as of December 31, 2011. Assets primarily comprised cash and investments at market value and tax receivables and totaled \$2.2 billion and \$3.8 billion as of September 30, 2012 and December 31, 2011, respectively. Investments comprised securities with an average credit quality rating of A1. Liabilities primarily comprised principal and accrued interest outstanding on investment agreements and MTN obligations, securities sold under agreements to repurchase, a loan from an affiliate and derivative liabilities, and totaled \$2.7 billion and \$4.5 billion as of September 30, 2012 and December 31, 2011, respectively. The decrease in total liabilities primarily resulted from scheduled amortizations of debt and repurchases of liabilities by the Company.

In addition to our asset/liability products segment's GAAP book value deficit, we also analyze the segment's adjusted book value deficit (ALM Adjusted BV Deficit), a non-GAAP measure. We consider ALM Adjusted BV Deficit a measure of the amount by which liabilities expected to be cash settled exceed assets expected to be cash settled as of the balance sheet date on an amortized cost basis. This deficit represents a potential cash short-fall upon the extinguishment of the selected liabilities as of the balance sheet date without regard to the timing of cash flows. As such, it does not reflect future operating income or losses, particularly those that may be generated from selling assets above or below their amortized costs and from repurchasing debt at discounts. The ALM Adjusted BV Deficit is based on assets and liabilities included in our asset/liability products segment's GAAP balance sheet, but does not include all balances required by GAAP. The Company believes this measure is useful in analyzing liquidity risk, in conjunction with other measures, within our asset/liability products segment.

As of September 30, 2012, ALM Adjusted BV Deficit was \$980 million compared with \$591 million as of December 31, 2011. The increase in ALM Adjusted BV Deficit was driven primarily by losses from sales of and other-than-temporary impairments of investments and a negative spread of investment income to interest expense. We expect ALM Adjusted BV Deficit to continue to increase as a result of ongoing expected operating losses. Our ability to resolve this deficit will depend on our ability to successfully implement our strategies. There can be no assurance that we will be successful in implementing our strategies or that such strategies will provide adequate liquidity to meet all payment obligations. Refer to the Liquidity section included herein for a discussion about the liquidity position of MBIA Inc. as it relates to the asset/liability products segment.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)**

The following table provides a reconciliation of our asset/liability products segment's GAAP book value deficit to ALM Adjusted BV Deficit:

In millions	As of September 30, 2012	As of December 31, 2011
Asset/liability products segment's GAAP book value	\$ (433)	\$ (725)
Additions to GAAP book value:		
Intersegment payable	-	223 <sup>(1)</sup>
Subtractions from GAAP book value:		
Net unrealized (gains) losses on financial instruments	196	588
Deferred income tax benefit	(743)	(677)
<b>Total adjustments</b>	<b>(547)</b>	<b>134</b>
<b>ALM Adjusted BV Deficit</b>	<b>\$ (980)</b>	<b>\$ (591)</b>

- (1) - Represents amounts owed by the asset/liability products activities of MBIA Inc. to the corporate activities of MBIA Inc., which the Company deems as contributed capital to the asset/liability products activities for purposes of calculating the ALM Adjusted BV Deficit since the payable and corresponding receivable are to and from the same legal entity.

**Conduits**

The following table presents the results of our conduit segment for the three and nine months ended September 30, 2012 and 2011. These results include revenues and expenses from transactions with the Company's insurance and corporate operations.

In millions	Three Months Ended September 30, 2012			Percent Change			Nine Months Ended September 30, 2012			Percent Change		
	2012	2011	Change	2012	2011	Change	2012	2011	Change	2012	2011	Change
<b>Revenues of consolidated VIEs:</b>												
Net investment income	\$ 4	\$ 4	-	\$ 9	\$ 11	-18%						
Net gains (losses) on financial instruments at fair value and foreign exchange	-	-	-	-	1	-100%						
Net gains (losses) on extinguishment of debt	16	-	n/m	49	-	n/m						
<b>Total revenues</b>	<b>20</b>	<b>4</b>	<b>n/m</b>	<b>58</b>	<b>12</b>	<b>n/m</b>						
<b>Expenses of consolidated VIEs:</b>												
Operating	37	1	n/m	72	2	n/m						
Interest	2	4	-50%	10	12	-17%						
<b>Total expenses</b>	<b>39</b>	<b>5</b>	<b>n/m</b>	<b>82</b>	<b>14</b>	<b>n/m</b>						

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Pre-tax income (loss)	\$	(19)	\$	(1)	n/m	\$	(24)	\$	(2)	n/m
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n/m - Percent change not meaningful.

Our conduit segment is principally operated through Meridian. Certain of MBIA's consolidated subsidiaries have invested in our conduit debt obligations or have received compensation for services provided to our conduits.

For the three and nine months ended September 30, 2012, total revenues increased compared with the same periods of 2011 as a result of net gains on the extinguishment of debt issued by Meridian, and total expenses increased compared with the same periods of 2011 as a result of a fee paid to our corporate segment for administrative and other services.

As of September 30, 2012 and December 31, 2011, our conduit segment's investments (including cash) totaled \$642 million and \$1.5 billion, respectively, and our conduit segment's debt obligations totaled \$637 million and \$1.5 billion, respectively.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****RESULTS OF OPERATIONS (continued)***Taxes**Provision for Income Taxes*

The Company's income taxes and the related effective tax rates for the three and nine months ended September 30, 2012 and 2011 are presented in the following table:

In millions	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Pre-tax income (loss)	\$ (57)	\$ 745	\$ 759	\$ (1,165)
Provision (benefit) for income taxes	\$ (64)	\$ 301	\$ 161	\$ (472)
Effective tax rate	112.3%	40.4%	21.2%	40.5%

For the nine months ended September 30, 2012, the Company's effective tax rate applied to its pre-tax income was lower than the U.S. statutory tax rate of 35% primarily due to a reversal of a portion of the Company's valuation allowance against its deferred tax asset.

For the nine months ended September 30, 2011, the Company's effective tax rate applied to its pre-tax loss was higher than the U.S. statutory tax rate of 35% primarily due to a decrease in the valuation allowance, tax-exempt interest income from investments, and income earned in non-U.S. jurisdictions.

Refer to Note 10: Income Taxes in the Notes to Consolidated Financial Statements for a further discussion of income taxes, including the Company's valuation allowance against deferred tax assets and its accounting for tax uncertainties.

**CAPITAL RESOURCES**

The Company manages its capital resources to minimize its cost of capital while maintaining appropriate claims-paying resources (CPR) for National and MBIA Corp. The Company's capital resources consist of total shareholders' equity, total debt issued by MBIA Inc. for general corporate purposes, and surplus notes issued by MBIA Insurance Corporation. Total capital resources were \$4.4 billion and \$3.5 billion as of September 30, 2012 and December 31, 2011, respectively. MBIA Inc. utilizes its capital resources to support the business activities of its subsidiaries. As of September 30, 2012, MBIA Inc.'s investments in subsidiaries totaled \$4.1 billion.

*Insurance Statutory Capital*

National and MBIA Insurance Corporation are incorporated and licensed in, and are subject to primary insurance regulation and supervision by, the State of New York. National and MBIA Insurance Corporation each are required to file detailed annual financial statements, as well as interim financial statements, with the NYSDFS and similar supervisory agencies in each of the other jurisdictions in which it is licensed. These financial statements are prepared in accordance with New York State and the National Association of Insurance Commissioners' statements of U.S. STAT and assist our regulators in evaluating minimum standards of solvency, including minimum capital requirements, and business conduct. U.S. STAT differs from GAAP in a number of ways. Refer to the statutory accounting practices note to consolidated financial statements of National and MBIA Corp. within exhibits 99.2 and 99.3, respectively, of MBIA Inc.'s annual report on Form 10-K for the year ended December 31, 2011 for an explanation of the differences between U.S. STAT and GAAP.

*National*Capital and Surplus

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National reported total statutory capital of \$3.1 billion as of September 30, 2012 compared with \$2.8 billion as of December 31, 2011. As of September 30, 2012, statutory capital comprised \$1.3 billion of contingency reserves and \$1.8 billion of policyholders' surplus. The increase in National's statutory capital is primarily due to statutory net income of \$270 million for the nine months ended September 30, 2012. Consistent with our plan to transform our insurance business, the Company received approval from the NYSDFS to reset National's unassigned surplus to zero, which was effective January 1, 2010. As of September 30, 2012, National's unassigned surplus was \$1.2 billion. In October 2010, the plaintiffs in the litigation challenging the establishment of National initiated a court proceeding challenging the approval of the surplus reset. Refer to Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements for a discussion of this action.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****CAPITAL RESOURCES (continued)**

In order to maintain its New York State financial guarantee insurance license, National is required to maintain a minimum of \$65 million of policyholders' surplus. National is also required to maintain contingency reserves to provide protection to policyholders in the event of extreme losses in adverse economic events. Refer to the following MBIA Insurance Corporation Capital and Surplus section for additional information about contingency reserves under the NYIL. National's policyholders' surplus was \$1.8 billion as of September 30, 2012. National's policyholders' surplus will grow over time from the recognition of unearned premiums and investment income and the expected release of the contingency reserves. Conversely, incurred losses would reduce policyholders' surplus.

NYIL regulates the payment of dividends by financial guarantee insurance companies and provides that such companies may not declare or distribute dividends except out of statutory earned surplus. Under NYIL, the sum of (i) the amount of dividends declared or distributed during the preceding 12-month period and (ii) the dividend to be declared may not exceed the lesser of (a) 10% of policyholders' surplus, as reported in the latest statutory financial statements or (b) 100% of adjusted net investment income for such 12-month period (the net investment income for such 12-month period plus the excess, if any, of net investment income over dividends declared or distributed during the two-year period preceding such 12-month period), unless the Superintendent of the NYSDFS approves a greater dividend distribution based upon a finding that the insurer will retain sufficient surplus to support its obligations.

National is subject to NYIL with respect to the payment of dividends as described above. National had a positive earned surplus as of September 30, 2012, which provides National with dividend capacity. National did not declare or pay any dividends during the first nine months of 2012. In connection with the court proceeding challenging the approval of the National surplus reset described above, we agreed that National will not pay dividends during the current adjournment of the proceeding (i.e., through December 19, 2012). In addition, in connection with the approval of a release of excessive contingency reserves as of 2011 in MBIA Insurance Corporation, the Company has agreed that National will not pay dividends without the prior regulatory approval of the NYSDFS prior to July 19, 2013.

National's statutory policyholders' surplus was lower than its GAAP shareholder's equity by \$2.2 billion as of September 30, 2012. U.S. STAT differs from GAAP in certain respects. Refer to Note 12: Statutory Accounting Practices in the Notes to Consolidated Financial Statements of National within exhibit 99.2 of MBIA Inc.'s annual report on Form 10-K for the year ended December 31, 2011 for an explanation of the differences between U.S. STAT and GAAP.

**Claims-Paying Resources (Statutory Basis)**

CPR is a key measure of the resources available to National to pay claims under its insurance policies. CPR consists of total financial resources and reserves calculated on a statutory basis. CPR has been a common measure used by financial guarantee insurance companies to report and compare resources and continues to be used by MBIA's management to evaluate changes in such resources. We have provided CPR to allow investors and analysts to evaluate National using the same measure that MBIA's management uses to evaluate National's resources to pay claims under its insurance policies. There is no directly comparable GAAP measure. Our calculation of CPR may differ from the calculation of CPR reported by other companies.

National's CPR and components thereto, as of September 30, 2012 and December 31, 2011 are presented in the following table:

In millions	As of September 30, 2012	As of December 31, 2011
Policyholders' surplus	\$ 1,817	\$ 1,424
Contingency reserves	1,286	1,385
Statutory capital	3,103	2,809
Unearned premium reserve	2,153	2,485



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Present value of installment premiums <sup>(1)</sup>	226	239
Premium resources <sup>(2)</sup>	2,379	2,724
Net loss and LAE reserves <sup>(1)</sup>	(75)	(3)
Salvage reserves	240	161
Gross loss and LAE reserve	165	158
Total claims-paying resources	\$ 5,647	\$ 5,691

(1) - Calculated using a discount rate of 4.77% as of September 30, 2012 and December 31, 2011.

(2) - Includes financial guarantee and insured credit derivative related premiums.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****CAPITAL RESOURCES (continued)**

National's total CPR as of September 30, 2012 of \$5.6 billion remained flat compared with December 31, 2011, as net income and an increase in salvage reserves were offset by decreases in unearned premiums.

*MBIA Insurance Corporation***Capital and Surplus**

MBIA Insurance Corporation reported total statutory capital of \$1.5 billion as of September 30, 2012 compared with \$2.3 billion as of December 31, 2011. As of September 30, 2012, statutory capital comprised \$493 million of contingency reserves and \$1.0 billion of policyholders' surplus. For the nine months ended September 30, 2012, MBIA Insurance Corporation had a statutory net loss of \$838 million, primarily due to losses and LAE incurred and interest expense recorded on its surplus notes as well as the National Secured Loan partially offset by net premiums earned. MBIA Insurance Corporation's policyholders' surplus as of September 30, 2012 includes a negative unassigned surplus of \$1.0 billion.

As of September 30, 2012, MBIA Insurance Corporation recognized estimated recoveries of \$2.2 billion, net of reinsurance and income taxes at a rate of 35%, on a statutory basis related to put-backs of ineligible mortgage loans in its insured transactions. These expected insurance recoveries represented 144% of MBIA Insurance Corporation's statutory capital as of September 30, 2012. There can be no assurance that we will be successful or that we will not be delayed in realizing these recoveries. Refer to Executive Overview Economic and Financial Market Trends and MBIA's Business Outlook included herein for factors that may influence MBIA Corp.'s ability to realize these recoveries.

In order to maintain its New York State financial guarantee insurance license, MBIA Insurance Corporation is required to maintain a minimum of \$65 million of policyholders' surplus. MBIA Insurance Corporation's policyholders' surplus was \$1.0 billion as of September 30, 2012. MBIA Insurance Corporation's policyholders' surplus is expected to grow over time from the recognition of unearned premiums and investment income and the expected release of the contingency reserves. In addition, MBIA Insurance Corporation's policyholders' surplus could be enhanced by the settlement, commutation or repurchase of insured transactions at prices less than its statutory loss reserves for such transactions. Conversely, incurred losses or an inability to collect on our ineligible mortgage loan put-back claims would reduce policyholders' surplus.

Under NYIL, MBIA Insurance Corporation is also required to establish a contingency reserve to provide protection to policyholders in the event of extreme losses in adverse economic events. The amount of the reserve is based on the percentage of principal insured or premiums earned, depending on the type of obligation (net of collateral, reinsurance, refunding, refinancings and certain insured securities). Under NYIL, MBIA Insurance Corporation is required to invest its minimum surplus and contingency reserves, and 50% of its loss reserves and unearned premium reserves, in certain qualifying assets. Reductions in the contingency reserve may be recognized based on excessive reserves and under certain stipulated conditions, subject to the approval of the Superintendent of the NYSDFS. As of September 30, 2012, MBIA Insurance Corporation had a deficit of \$97 million of qualifying assets required to support its contingency reserves. The deficit was caused by MBIA Insurance Corporation's sale of liquid assets in order to make claim payments and the failure of certain mortgage originators, particularly Bank of America, to honor their contractual obligations to repurchase ineligible mortgage loans from securitizations we insured. The deficit is expected to grow as additional commutation and claim payments are made in the future. We have reported the deficit to the NYSDFS. MBIA Insurance Corporation has requested approval from the NYSDFS to release \$97 million of contingency reserves as of September 30, 2012, but to date has not received approval. For risks associated with MBIA Insurance Corporation's failure to meet its contingency reserve requirement, see Item 1A. Risk Factors Liquidity and Market Related Risk Factors If our insurance companies fail to meet regulatory capital requirements they may become subject to regulatory action in our annual report on Form 10-K for the year ended December 31, 2011.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****CAPITAL RESOURCES (continued)**

As of September 30, 2012, MBIA Insurance Corporation exceeded its aggregate risk limits under the NYIL by \$47 million. The overage was caused by the decrease in statutory capital described above. MBIA Insurance Corporation will notify the NYSDFS of the overage and will submit a plan to achieve compliance with the limits in accordance with the NYIL. If MBIA Insurance Corporation is not in compliance with its aggregate risk limits, the NYSDFS may prevent MBIA Insurance Corporation from transacting any new financial guarantee insurance business until it no longer exceeds the limitations.

In connection with MBIA Corp. obtaining approval from the NYSDFS to release excessive contingency reserves as discussed above, MBIA Corp. agreed that it would not pay any dividends without prior approval from the NYSDFS. Due to its significant negative earned surplus, MBIA Corp. has not had the statutory capacity to pay dividends since December 31, 2009 and is not expected to have any statutory capacity to pay any dividends in the near term. In addition, as noted above, in connection with the approval of the December 31, 2011 contingency reserve release, National agreed that it would not pay any dividends without prior regulatory approval from the NYSDFS until July 19, 2013.

MBIA Insurance Corporation's statutory policyholders' surplus is higher than its GAAP shareholders' equity by \$958 million as of September 30, 2012. U.S. STAT differs from GAAP in certain respects. Refer to Note 15: Statutory Accounting Practices in the Notes to Consolidated Financial Statements of MBIA Corp. within exhibit 99.3 of MBIA Inc.'s annual report on Form 10-K for the year ended December 31, 2011 for an explanation of the differences between U.S. STAT and GAAP.

**Claims-Paying Resources (Statutory Basis)**

CPR is a key measure of the resources available to MBIA Insurance Corporation to pay claims under its insurance policies. CPR consists of total financial resources and reserves calculated on a statutory basis. CPR has been a common measure used by financial guarantee insurance companies to report and compare resources, and continues to be used by MBIA's management to evaluate changes in such resources. We have provided CPR to allow investors and analysts to evaluate MBIA Insurance Corporation, using the same measure that MBIA's management uses to evaluate MBIA Insurance Corporation's resources to pay claims under its insurance policies. There is no directly comparable GAAP measure. Our calculation of CPR may differ from the calculation of CPR reported by other companies.

MBIA Insurance Corporation's CPR and components thereto, as of September 30, 2012 and December 31, 2011 are presented in the following table:

In millions	As of September 30, 2012	As of December 31, 2011
Policyholders' surplus	\$ 1,018	\$ 1,597
Contingency reserves	493	706
Statutory capital	1,511	2,303
Unearned premium reserve	609	607
Present value of installment premiums <sup>(1)</sup>	1,092	1,226
Premium resources <sup>(2)</sup>	1,701	1,833
Net loss and LAE reserves <sup>(1)</sup>	(2,450)	(2,266)
Salvage reserves <sup>(3)</sup>	4,378	4,249
Gross loss and LAE reserve	1,928	1,983

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Total claims-paying resources	\$	5,140	\$	6,119
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(1) - Calculated using a discount rate of 5.59% as of September 30, 2012 and December 31, 2011.

(2) - Includes financial guarantee and insured credit derivative related premiums.

(3) - This amount primarily consists of expected recoveries related to the Company's put-back claims.

MBIA Insurance Corporation's total CPR as of September 30, 2012 was \$5.1 billion compared with \$6.1 billion as of December 31, 2011. The decrease in CPR is primarily due to loss payments associated with insured RMBS securitizations.

### **LIQUIDITY**

As a financial services company, MBIA has been materially adversely affected by conditions in global financial markets. Current conditions and events in these markets, in addition to the failure by the originators of RMBS to repurchase the ineligible mortgage loans in securitizations that we had insured, have put substantial stress on our liquidity resources.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

We have utilized a liquidity risk management framework, the primary objectives of which are to monitor liquidity positions and projections in our legal entities and guide the matching of liquidity resources to needs. We monitor our cash and liquid asset resources using stress-scenario testing. Members of MBIA's senior management meet regularly to review liquidity metrics, discuss contingency plans and establish target liquidity cushions on an enterprise-wide basis. As part of our liquidity risk management framework, we evaluate and manage liquidity on a legal-entity basis to take into account the legal, regulatory and other limitations on available liquidity resources within the enterprise.

The majority of our liquidity management efforts focus on:

The liquidity resources of MBIA Inc., which are subject to: uncertainty in the timing and amount of cash inflows from dividends paid by National and MBIA Corp.; the necessity of having to support the liquidity needs of the asset/liability products business; and potential cross-defaults of holding company debt with other obligations in the consolidated group. The asset/liability products business of MBIA Inc. is subject to ongoing negative cash flow and has a deficit of invested assets to liabilities. In addition, the liquidity resources of MBIA Inc. are subject to collateralization requirements in connection with the liabilities it has issued to third parties and affiliates and in connection with third-party derivative contracts.

The liquidity resources of MBIA Corp., which are subject to: an increased likelihood that MBIA Corp. will experience claims on its CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, due to the deterioration in such exposures; delays in the collection of recoveries related to ineligible mortgage loans in certain insured RMBS transactions; payments to counterparties in consideration for the commutation of insured transactions; and payments on insured exposures that in some cases may be large bullet payments. MBIA Corp. is currently subject to negative cash flow as a result of these payments and delays in collecting recoveries.

In order to address these liquidity risks and efficiently manage liquidity across the entire enterprise, certain of our subsidiaries which are less liquidity constrained have entered into intercompany agreements that provide resources to subsidiaries that are more liquidity constrained. These resources include intercompany agreements described further below between our primary insurance subsidiaries and between these insurance subsidiaries and the asset/liability products business (through MBIA Inc.), which in each case were approved by the NYSDFS and are subject to ongoing monitoring by the NYSDFS. We monitor the liquidity resources of National, for which we have not observed material liquidity risk to date, in order to ensure it maintains sufficient liquidity to pay claims and satisfy its other obligations. National's liquidity resources are subject to unexpected loss payments on its insured transactions, negative cash flow, and liquidity support arrangements with its affiliates.

***Key Intercompany Lending Agreements*****National Secured Loan**

National provided the \$1.1 billion National Secured Loan to MBIA Insurance Corporation in order to enable MBIA Insurance Corporation to fund settlements and commutations of its insurance policies. This loan was approved by the NYSDFS as well as by the boards of directors of MBIA Inc., MBIA Insurance Corporation and National. The National Secured Loan has a fixed annual interest rate of 7% and a maturity date of December 2016. MBIA Insurance Corporation has the option to defer payments of interest when due by capitalizing interest amounts to the loan balance, subject to the collateral value exceeding certain thresholds. MBIA Insurance Corporation has elected to defer the interest payments due under the loan. MBIA Insurance Corporation's obligation to repay the loan is secured by a pledge of collateral having an estimated value in excess of the notional amount of the loan as of September 30, 2012, which collateral comprised the following future receivables of MBIA Corp.: (i) its right to receive put-back recoveries related to ineligible mortgage loans included in its insured second-lien RMBS transactions; (ii) future recoveries on defaulted insured second-lien RMBS transactions resulting from expected excess spread generated by performing loans in such transactions; and (iii) future installment premiums. During the nine months ended September 30, 2012, MBIA Insurance Corporation borrowed an additional \$443 million under the National Secured Loan with the approval of the NYSDFS at the same terms as the original loan to fund

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additional commutations of its insurance policies. As of September 30, 2012, the outstanding principal amount under this loan was \$1.6 billion. MBIA Insurance Corporation may seek to borrow additional amounts under the loan in the future. Any such increase or other amendment to the terms of the loan would be subject to regulatory approval by the NYSDFS.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)***Asset Swap*

National maintains the Asset Swap (simultaneous repurchase and reverse repurchase agreements) with MBIA Inc. for up to \$2.0 billion based on the fair value of securities borrowed. The Asset Swap provides MBIA Inc. with eligible assets to pledge under investment agreements and derivative contracts in the asset/liability products business. As of September 30, 2012, the notional amount utilized under each of these agreements was \$522 million and the fair value of collateral pledged by National and MBIA Inc. under these agreements was \$535 million and \$558 million, respectively. The net average interest rate on these transactions was 0.56% and 0.34% for the nine months ended September 30, 2012 and 2011, respectively. The NYSDFS approved the Asset Swap in connection with the re-domestication of National to New York. National has committed to the NYSDFS to use commercially reasonable efforts to reduce the amount of the Asset Swap over time.

*MBIA Corp. Secured Loan*

MBIA Corp., as lender, maintains a master repurchase agreement, the MBIA Corp. Secured Loan, with MBIA Inc. for the benefit of MBIA Inc.'s asset/liability products business, which totaled \$2.0 billion at inception and was scheduled to mature in May 2012, as amended. This loan was repaid in May 2012 and there have been no further draws. During 2012, the average interest rate on the MBIA Corp. Secured Loan was 2.51% through the repayment in May 2012. Also in May 2012, the NYSDFS approved the maturity extension of the MBIA Corp. Secured Loan to May 2013 with a maximum outstanding amount of \$450 million, subject to MBIA Corp. obtaining prior regulatory approval from the NYSDFS for any draws under the facility.

*Conduit Repurchase Agreement*

MBIA Inc. maintains a repurchase agreement with Meridian (Conduit Repurchase Agreement), with a maximum funded amount of \$1.0 billion, subject to a pledge of collateral. The Conduit Repurchase Agreement had an average interest rate during the nine months ended September 30, 2012 of 2.48%. As of September 30, 2012, the amount drawn by MBIA Inc. under this agreement and the fair value of the collateral pledged by MBIA Inc. were \$51 million and \$63 million, respectively.

*MBIA Inc. Liquidity*

MBIA Inc.'s liquidity resources support our corporate and asset/liability products segments. The activities of MBIA Inc. consist of holding and managing investments, servicing outstanding corporate debt instruments, investment agreements and MTNs issued by the asset/liability products and conduit segments, posting collateral under financing and hedging arrangements and investment agreements, making payments and collateral postings related to interest rate and foreign exchange swaps, and paying operating expenses. The primary sources of cash within MBIA Inc. used to meet its liquidity needs include available cash and liquid assets not subject to collateral posting requirements, scheduled principal and interest on assets held in its investment portfolio, dividends from subsidiaries, payments under tax sharing agreements with these subsidiaries (once the payments become unrestricted) and the ability to issue debt and equity. There can be no assurance as to the amount and timing of any such dividends or payments under the tax sharing agreements. MBIA Inc.'s corporate debt, investment agreements, MTNs, and derivatives may be accelerated by the holders of such instruments upon the occurrence of certain events, such as a breach of covenant or representation, a bankruptcy of MBIA Inc. or the filing of an insolvency proceeding with respect to MBIA Corp. MBIA Inc.'s obligations under its loans from GFL may be accelerated only upon the occurrence of a bankruptcy or liquidation of MBIA Inc. Refer to Note 11: Business Segments in the Notes to Consolidated Financial Statements for a description of the GFL loans. In the event of any acceleration of our obligations, including under our corporate debt, investment agreements, MTNs, or derivatives, we likely would not have sufficient liquid resources to pay amounts due with respect to our corporate debt and other obligations. The Company is seeking to amend the indentures governing its corporate debt so that an insolvency proceeding with respect to MBIA Insurance Corporation would not result in acceleration. See Executive Overview The Consent Solicitation and Risk Factors in Part II, Item 1A of this Quarterly Report on Form 10-Q.

During the nine months ended September 30, 2012, pursuant to the tax sharing agreement, National settled with MBIA Inc. its taxes related to the 2010 and 2011 tax years of \$1 million and \$11 million, respectively. In addition, National paid to MBIA Inc. estimated 2012 taxes of \$95 million. Consistent with the tax sharing agreement, these amounts were placed in an escrow account until the expiration of National's two-year

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net operating loss ( NOL ) carry-back period under U.S. tax rules. At the expiration of National s carry-back period, any funds remaining after any reimbursement to National in respect of any NOL carry-backs would be available for general corporate purposes, including to satisfy any other obligations under the tax sharing agreement. As of September 30, 2012, \$365 million remained in escrow for the 2010 through 2012 tax years.

MBIA Inc. is subject to material liquidity risks and uncertainty. To mitigate these risks, we seek to maintain cash and liquidity resources that we believe will be sufficient to make all payments due on our obligations and to meet other financial requirements, such as posting collateral, at least through the next twelve months.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

Liquidity risk within MBIA Inc. is primarily a result of the following factors:

The ALM Adjusted BV Deficit was \$980 million as of September 30, 2012, which increased from \$591 million as of December 31, 2011. This deficit is a result of selling investments and terminating interest rate swaps at losses, and may further increase as a result of selling investments and terminating interest rates swaps at losses in the future. In addition, this deficit is expected to increase as a result of ongoing expected operating losses. This deficit will need to be reversed prior to the maturity of the liabilities in order to ensure that there are sufficient funds available to fully retire the liabilities. We expect that MBIA Inc. will be able to eliminate the deficit prior to the maturity of the related liabilities from distributions from its operating subsidiaries and by raising third-party capital, although there can be no assurance that MBIA Inc. will be able to eliminate the deficit through such means.

Uncertainty of the timing and amount of cash inflows from dividends paid by MBIA's principal operating subsidiaries. Refer to the Capital Resources-Insurance Statutory Capital section for a discussion on our insurance subsidiaries' dividend restrictions.

Currently, the majority of the cash and securities of MBIA Inc. is pledged against investment agreement liabilities, intercompany financing arrangements and derivatives, which limit its ability to raise liquidity through asset sales. In addition, if the market value or rating eligibility of the assets which are pledged against these obligations were to decline, we would be required to pledge additional eligible assets in order to meet minimum required collateral amounts against these liabilities. In such event, we may sell additional assets, potentially with substantial losses, finance unencumbered assets through intercompany facilities, or use free cash or other assets, in some cases with NYSDFS approval, although there can be no assurance that these strategies will be available or adequate to meet liquidity requirements.

Because the majority of MBIA Inc.'s assets is pledged against the obligations described above, the widening of credit spreads would have an adverse impact on the market value of these assets and increase collateralization requirements for the portfolio. The following table presents the estimated pre-tax change in fair value of the asset/liability products business' assets as of September 30, 2012 from instantaneous shifts in credit spread curves. This table assumes that all credit spreads move by the same amount; however, it is more likely that the actual changes in credit spreads will vary by investment sector and individual security. The table presents hypothetical increases and decreases in credit spreads of 50 and 200 basis points. Because downward movements of these amounts in some cases would result in negative spreads, a floor was assumed for minimum spreads.

In millions	Change in Credit Spreads (Asset/Liability Products Business)			
	200 Basis Point Decrease	50 Basis Point Decrease	50 Basis Point Increase	200 Basis Point Increase
Estimated change in fair value	\$ 149	\$ 41	\$ (37)	\$ (130)

During the nine months ended September 30, 2012, MBIA Inc. maintained three intercompany financing facilities to provide it with additional resources to meet its liquidity requirements within the asset/liability products business: the Asset Swap, the MBIA Corp. Secured Loan and the Conduit Repurchase Agreement. Refer to the preceding Key Intercompany Lending Agreements section for a description of these facilities.

We believe that asset sales undertaken during the first nine months of 2012 have reduced volatility in MBIA Inc.'s portfolio in the event of stressed market conditions. However, stressed credit market conditions could cause MBIA Inc. to have insufficient resources to cover collateral and/or other liquidity requirements. Management has identified certain actions to mitigate this risk. These contingent actions include:

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(1) additional sales of invested assets exposed to credit spread stress risk, which may occur at losses and increase the deficit of invested assets to liabilities; (2) termination and settlement of interest rate swap agreements; and (3) other available advances from subsidiaries. These actions, if taken, are expected to result in either additional liquidity or reduced exposure to adverse credit spread movements. There can be no assurance that these actions will be sufficient to fully mitigate this risk. In the event that we cannot implement the contingent actions identified above to raise liquidity, or eliminate the deficit, we may have insufficient assets to make all payments on our obligations as they come due, which could result in a default by MBIA Inc. on its obligations and the potential for MBIA Corp., as guarantor of the investment agreements and GFL MTNs, to be called upon to satisfy obligations on those instruments as they come due.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

As of September 30, 2012, the liquidity position of MBIA Inc., which consists of the liquidity positions of its corporate and asset/liability products activities, was \$432 million and comprised cash and liquid assets of \$335 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$97 million not pledged directly as collateral for its asset/liability products activities. As of December 31, 2011, MBIA Inc. had \$386 million of cash and liquid assets comprising \$226 million available for general corporate liquidity purposes, excluding the amounts held in escrow under its tax sharing agreement, and \$160 million not pledged directly as collateral for its asset/liability products activities. We believe this liquidity position provides MBIA Inc. with sufficient funds to cover expected obligations at least through the next twelve months.

***MBIA Corp. Liquidity***

Liquidity available in the structured finance and international insurance segment is affected by our ability to collect on receivables associated with loss payments, the payment of claims on insured exposures, payments made to commute insured exposures, the repayment of the National Secured Loan, a reduction in investment income, any unanticipated expenses, or the impairment or a significant decline in the fair value of invested assets. We may also experience liquidity constraints as a result of NYIL requirements that we maintain specified, high quality assets to back our reserves and surplus.

We believe the current liquidity position of MBIA Corp. is adequate to make expected future claims payments. Our expectation assumes payments on insured CMBS exposures are non-cash settled. However, the liquidity position of MBIA Corp. has been stressed due to the failure of the sellers/servicers of RMBS transactions insured by MBIA Corp. to repurchase ineligible mortgage loans in certain insured transactions and payments to counterparties in consideration for the commutation of insured transactions, which have resulted in a substantial reduction of exposure and potential loss volatility. While MBIA Corp. has made and may in the future make payments to counterparties in consideration for the commutation of insured transactions, MBIA Corp.'s ability to commute insured transactions will depend on management's assessment of available liquidity. In addition, due to the deterioration in MBIA Corp.'s CMBS exposures, primarily in those exposures held by Bank of America/Merrill Lynch, there is an increased likelihood that MBIA Corp. will experience claims on those exposures, which claims could be substantial. Depending on the amount of such claims and the amounts of claims on other policies issued by MBIA Corp., MBIA Corp. may not have sufficient liquid assets to pay such claims in the absence of a settlement with Bank of America/Merrill Lynch and the commutation of the CMBS exposures held by Bank of America/Merrill Lynch or in the absence of the collection of other substantial put-back recoverables.

Payment requirements for the structured finance and international financial guarantee contracts fall into three categories: (i) timely interest and ultimate principal; (ii) ultimate principal only at final maturity; and (iii) payments upon settlement of individual collateral losses as they occur after any deductible or subordination has been exhausted, which payments are unscheduled and therefore more difficult to predict, and which category applies to most of the transactions on which we have recorded loss reserves. Insured transactions that require payment in full of the principal insured at maturity could present liquidity risks for MBIA Corp. since payment of the principal is due at maturity but any salvage could be recovered over time after payment of the principal amount. MBIA Corp. is generally required to satisfy claims within one to three business days, and as a result seeks to identify potential claims in advance through our monitoring process. While our financial guarantee policies generally cannot be accelerated, thereby helping to mitigate liquidity risk, the insurance of CDS contracts may, in certain events, including the insolvency or payment default of the insurer or the issuer of the CDS, be subject to termination by the counterparty, triggering a claim for the fair value of the contract. In order to monitor liquidity risk and maintain appropriate liquidity resources, we use the same methodology as we use to monitor credit quality and losses within our insured portfolio, including stress scenarios. Refer to Note 5: Loss and Loss Adjustment Expense Reserves in the Notes to Consolidated Financial Statements for a discussion of our loss process.

Our structured finance and international insurance segment also requires cash for the payment of operating expenses, as well as principal and interest related to its surplus notes. Pursuant to Section 1307 of the NYIL and the Fiscal Agency Agreement governing MBIA Corp.'s surplus notes, any payment on the notes may be made only with the prior approval of the Superintendent of the NYSDFS whenever, in his judgment, the financial condition of [MBIA Corp.] warrants and payment may be made only out of MBIA Corp.'s free and divisible surplus. If these conditions are not met, MBIA Corp. would not be obligated to make any applicable interest payment and no default or event of default would occur under the Fiscal Agency Agreement or any of the Company's other agreements. While the NYSDFS has approved the note interest payments in the past, its approval of the most recent note interest payment on July 16, 2012 was not received until after the date on which the Fiscal Agency Agreement requires MBIA Corp. to notify the registered holders of the notes and the Fiscal Agent of the failure to obtain such approval, as we

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disclosed on a Form 8-K filed on July 10, 2012. There can be no assurance that the NYSDFS will approve the next scheduled note interest payment on January 15, 2013 or any subsequent payments, or that it will approve any payment by the scheduled interest payment date or by the date on which the notice is required to be delivered to the registered holders and the Fiscal Agent, nor can there be any assurance that the NYSDFS will approve any optional redemption payment that MBIA Corp. may seek to make on or after January 15, 2013.

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**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

Since the fourth quarter of 2007 through September 30, 2012, MBIA Corp. has made \$11.6 billion of cash payments, before reinsurance and collections and excluding LAE (including payments made to debt holders of consolidated VIEs), associated with second-lien RMBS securitizations and with commutations and claim payments relating to CDS contracts. These cash payments include loss payments of \$893 million made on behalf of MBIA Corp.'s consolidated VIEs. Of the \$11.6 billion, MBIA Corp. has paid \$6.6 billion of gross claims (before reinsurance and collections and excluding LAE) on policies insuring second-lien RMBS securitizations, driven primarily by an extensive number of ineligible mortgage loans being placed in the securitizations in breach of the representations and warranties of the sellers/servicers. In addition, MBIA Corp. has paid \$5.0 billion of gross settlement and claim payments (before reinsurance and collections and excluding LAE) on insured credit derivatives. Also, since the fourth quarter of 2007 through September 30, 2012, MBIA Corp. has collected \$185 million on excess spread before reinsurance.

MBIA Corp. is seeking to enforce its rights to have mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from securitizations and has recorded a total of \$3.2 billion of related expected recoveries on our consolidated balance sheets as of September 30, 2012, including expected recoveries recorded in our consolidated VIEs. These put-back claims have been disputed by the loan sellers/servicers and are the subject of certain litigations discussed more fully in Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements. On May 14, 2012, ResCap and its wholly-owned subsidiary companies, RFC and GMAC each filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code. Additionally, there is some risk that the sellers/servicers or other responsible parties might not be able to fully satisfy any judgment we secure in litigation and ResCap's bankruptcy filing. Further, there can be no assurance that we will be successful or that we will not be delayed in realizing these recoveries. Such risks are contemplated in the scenarios we utilize to calculate these recoveries, which are recognized on our consolidated balance sheets. We believe that we have adequate liquidity resources to provide for anticipated cash outflows; however, if we do not realize or are delayed in realizing these expected recoveries, we may not have adequate liquidity to fully execute the strategy to reduce future potential economic losses by commuting policies and purchasing instruments issued or guaranteed by us, or to repay any intercompany borrowings.

A portion of the commutation payments made since the fourth quarter of 2011 were financed through the National Secured Loan. MBIA Insurance Corporation's ability to repay the loan and any accrued interest will be primarily predicated on MBIA Corp.'s ability to collect on its future receivables, including its ability to successfully enforce its rights to have the mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from insured securitizations.

MBIA Corp. also insures third-party holders of our asset/liability products segment's obligations. If we were unable to meet payment or collateral requirements associated with these obligations, the holders thereof could make claims under the MBIA Corp. insurance policies. In 2008, to provide additional liquidity to the asset/liability products business, MBIA Corp. lent \$2.0 billion to the segment on a secured basis under the MBIA Corp. Secured Loan. As of September 30, 2012, the outstanding balance of the MBIA Corp. Secured Loan was repaid in full. In May 2012, the NYSDFS approved the maturity extension of the MBIA Corp. Secured Loan to May 2013 with a maximum outstanding amount of \$450 million, subject to MBIA Corp. obtaining prior regulatory approval from the NYSDFS for any draws under the facility.

As of September 30, 2012, MBIA Corp. held cash and available-for-sale investments of \$1.4 billion, of which \$386 million comprised cash and highly liquid assets. As of December 31, 2011, MBIA Corp. held cash and available-for-sale investments of \$1.5 billion, of which \$534 million comprised cash and highly liquid assets. We believe that MBIA Corp.'s liquidity resources, including expected cash inflows, will adequately provide for anticipated cash outflows. In the event of unexpected liquidity requirements, we may have insufficient resources to meet our obligations or insufficient qualifying assets to support our surplus and reserves, and may seek to increase our cash holdings position by selling or financing assets, or raising external capital, and there can be no assurance that we will be able to draw on these additional sources of liquidity.

***National Liquidity***

Despite continued adverse macroeconomic conditions in the U.S., the incidence of default among U.S. public finance issuers remains extremely low and we believe that the liquidity position of our U.S. public finance insurance segment is sufficient to meet cash requirements in the ordinary course of business.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

Liquidity risk arises in our U.S. public finance insurance segment primarily from the following:

The insurance policies issued or reinsured by National, the entity from which we conduct our U.S. public finance insurance business, provide unconditional and irrevocable guarantees of payments of the principal of, and interest or other amounts owing on, insured obligations when due or, in the event that the insurance company has the right, at its discretion, to accelerate insured obligations upon default or otherwise, upon the insurance company's election to accelerate. In the event of a default in payment of principal, interest or other insured amounts by an issuer, National generally promises to make funds available in the insured amount within one to three business days following notification. In some cases, the amount due can be substantial, particularly if the default occurs on a transaction to which National has a large notional exposure or on a transaction structured with large, bullet-type principal maturities. The fact that the U.S. public finance insurance segment's financial guarantee contracts generally cannot be accelerated by a party other than the insurer helps to mitigate liquidity risk in this segment.

National has entered into certain intercompany transactions to support the liquidity needs of its affiliates. These transactions include the National Secured Loan to MBIA Insurance Corporation and the Asset Swap through which National provides liquid assets to our asset/liability products business. As a result of these transactions, National is subject to repayment risk, which may adversely affect its liquidity. The repayment of the National Secured Loan will primarily be predicated on MBIA Corp.'s ability to successfully enforce its rights to have mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from securitizations it insured. In addition, changes in the market value of securities sold to National under its Asset Swap with the asset/liability products business may adversely affect its liquidity position if the asset/liability business were unable to pledge additional eligible assets in order to meet minimum required collateral amounts.

National held cash and short-term investments of \$356 million as of September 30, 2012, of which \$318 million was highly liquid and consisted predominantly of highly rated municipal, U.S. agency and corporate bonds. As of December 31, 2011, National held cash and short-term investments of \$771 million, of which \$703 million was highly liquid and consisted predominantly of highly rated municipal, U.S. agency and corporate bonds. With the exception of its loan to MBIA Insurance Corporation, most of National's investments, including those encumbered by the Asset Swap, are liquid and highly rated.

**Consolidated Cash Flows**

Information about our consolidated cash flows by category is presented on our consolidated statements of cash flows. The following table presents our consolidated cash flows for the nine months ended September 30, 2012 and 2011:

In millions	Nine Months Ended September 30,		Percent Change
	2012	2011	
Net cash provided (used) by:			
Operating activities	\$ (955)	\$ (1,200)	-20%
Investing activities	3,106	2,791	11%
Financing activities	(2,343)	(1,482)	58%

*Operating activities*

Net cash used by operating activities decreased for the nine months ended September 30, 2012 compared with the same period of 2011, primarily from a decrease in commutations paid for insured credit derivative contracts and loss payments on financial guarantee insurance

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policies insuring RMBS exposures. This decrease was partially offset by a reduction in the collection of premiums due to the runoff of our insured portfolio, including terminations of policies with no significant business written, declines in net investment income due to lower average asset balances and a decrease in tax refunds collected.

### *Investing activities*

Net cash provided by investing activities increased for the nine months ended September 30, 2012 compared with the same period of 2011, primarily related to proceeds from net sales and redemptions of securities for purposes of funding commutations and loss payments. This increase was partially offset by collateral postings and terminations related to derivatives.

### *Financing activities*

Net cash used by financing activities increased for the nine months ended September 30, 2012 compared with the same period of 2011, primarily related to retirement of debt related to dissolving one of our conduits and paydowns on debt related to financial guarantee VIEs and securities sold under agreements to repurchase.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)****Investments**

The following discussion of investments, including references to consolidated investments, excludes cash and investments reported under Assets of consolidated variable interest entities on our consolidated balance sheets. Cash and investments of VIEs support the repayment of VIE obligations and are not available to settle obligations of MBIA.

Our available-for-sale investments comprise high-quality fixed-income securities and short-term investments. As of September 30, 2012 and December 31, 2011, the fair values of our consolidated available-for-sale investments were \$6.4 billion and \$8.4 billion, respectively, as presented in the following table. Additionally, consolidated cash and cash equivalents as of September 30, 2012 and December 31, 2011 were \$298 million and \$473 million, respectively.

In millions	As of September 30, 2012	As of December 31, 2011	Percent Change
<b>Available-for-sale investments:</b>			
<b>U.S. public finance insurance</b>			
Amortized cost	\$ 3,235	\$ 3,787	-15%
Unrealized net gain (loss)	177	108	64%
<b>Fair value</b>	<b>3,412</b>	<b>3,895</b>	<b>-12%</b>
<b>Structured finance and international insurance</b>			
Amortized cost	1,272	1,361	-7%
Unrealized net gain (loss)	33	(15)	n/m
<b>Fair value</b>	<b>1,305</b>	<b>1,346</b>	<b>-3%</b>
<b>Corporate</b>			
Amortized cost	626	448	40%
Unrealized net gain (loss)	(62)	(61)	2%
<b>Fair value</b>	<b>564</b>	<b>387</b>	<b>46%</b>
<b>Advisory services</b>			
Amortized cost	12	17	-29%
Unrealized net gain (loss)	-	-	-
<b>Fair value</b>	<b>12</b>	<b>17</b>	<b>-29%</b>
<b>Wind-down operations</b>			
Amortized cost	1,123	2,939	-62%
Unrealized net gain (loss)	17	(206)	-108%
<b>Fair value</b>	<b>1,140</b>	<b>2,733</b>	<b>-58%</b>

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Total available-for-sale investments:			
Amortized cost	6,268	8,552	-27%
Unrealized net gain (loss)	165	(174)	n/m
Total available-for-sale investments at fair value	6,433	8,378	-23%

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

In millions	As of September 30, 2012	As of December 31, 2011	Percent Change
<b>Investments carried at fair value:</b>			
U.S. public finance insurance			
Amortized cost	182	165	10%
Unrealized net gain (loss)	-	(1)	-100%
<b>Fair value</b>	<b>182</b>	<b>164</b>	<b>11%</b>
Structured finance and international insurance			
Amortized cost	27	25	8%
Unrealized net gain (loss)	2	-	n/m
<b>Fair value</b>	<b>29</b>	<b>25</b>	<b>16%</b>
Corporate			
Amortized cost	38	41	-7%
Unrealized net gain (loss)	(11)	(19)	-42%
<b>Fair value</b>	<b>27</b>	<b>22</b>	<b>23%</b>
Advisory services			
Amortized cost	3	3	-
Unrealized net gain (loss)	-	-	-
<b>Fair value</b>	<b>3</b>	<b>3</b>	<b>-</b>
Wind-down operations			
Amortized cost	7	102	-93%
Unrealized net gain (loss)	-	(12)	-100%
<b>Fair value</b>	<b>7</b>	<b>90</b>	<b>-92%</b>
<b>Total investments carried at fair value:</b>			
Amortized cost	257	336	-24%
Unrealized net gain (loss)	(9)	(32)	-72%
<b>Total Investments carried at fair value</b>	<b>248</b>	<b>304</b>	<b>-18%</b>
Held-to-maturity investments:			
Structured finance and international insurance operations amortized cost			
	1	1	-
<b>Total held-to-maturity investments at amortized cost</b>	<b>1</b>	<b>1</b>	<b>-</b>

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Other investments at amortized cost:			
U.S. public finance insurance operations segment	10	9	11%
Advisory services	1	1	-
Total other investments at amortized cost	11	10	10%
Consolidated investments at carrying value	\$ 6,693	\$ 8,693	-23%

n/m - Percent change not meaningful.

The fair value of the Company's investments is based on prices which include quoted prices in active markets and prices based on market-based inputs that are either directly or indirectly observable, as well as prices from dealers in relevant markets. Differences between fair value and amortized cost arise primarily as a result of changes in interest rates and general market credit spreads occurring after a fixed-income security is purchased, although other factors may also influence fair value, including specific credit-related changes, supply and demand forces and other market factors. When the Company holds an available-for-sale investment to maturity, any unrealized gain or loss currently recorded in accumulated other comprehensive income (loss) in the shareholders' equity section of the balance sheet is reversed. As a result, the Company would realize a value substantially equal to amortized cost. However, when investments are sold prior to maturity, the Company will realize any difference between amortized cost and the sale price of an investment as a realized gain or loss within its consolidated statements of operations.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)***Credit Quality*

The credit quality distribution of the Company's fixed-income investment portfolios, excluding short-term investments, based on ratings from Moody's as of September 30, 2012 is presented in the following table. Alternate ratings sources, such as S&P or the best estimate of the ratings assigned by the Company, have been used for a small percentage of securities that are not rated by Moody's.

In millions	U.S. Public Finance		Structured Finance and International		Advisory Services		Corporate		Wind-down Operations		Total	
	Fair Value	% of Fixed-Income Investments	Fair Value	% of Fixed-Income Investments	Fair Value	% of Fixed-Income Investments	Fair Value	% of Fixed-Income Investments	Fair Value	% of Fixed-Income Investments	Fair Value	% of Fixed-Income Investments
Available-for-sale:												
Aaa	\$ 1,691	54%	\$ 533	80%	\$ 1	50%	\$ -	0%	\$ 259	30%	\$ 2,484	51%
Aa	938	30%	29	4%	-	0%	-	0%	190	22%	1,157	23%
A	274	9%	16	2%	1	50%	35	13%	119	14%	445	9%
Baa	156	5%	15	2%	-	0%	41	16%	235	27%	447	9%
Below investment grade	23	1%	45	7%	-	0%	164	63%	49	6%	281	6%
Not rated	21	1%	31	5%	-	0%	20	8%	8	1%	80	2%
<b>Total</b>	<b>\$ 3,103</b>	<b>100%</b>	<b>\$ 669</b>	<b>100%</b>	<b>\$ 2</b>	<b>100%</b>	<b>\$ 260</b>	<b>100%</b>	<b>\$ 860</b>	<b>100%</b>	<b>\$ 4,894</b>	<b>100%</b>
Short-term investments	304		636		10		289		269		1,508	
Investments held-to-maturity	-		1		-		-		-		1	
Investments held at fair value	182		29		3		27		7		248	
Other investments	15		-		1		15		11		42	
Consolidated investments at carrying value	\$ 3,604		\$ 1,335		\$ 16		\$ 591		\$ 1,147		\$ 6,693	

As of September 30, 2012, the weighted average credit quality of the Company's available-for-sale investment portfolios, excluding short-term and other investments, as presented in the preceding table are as follows:

	U.S. Public Finance	Structured Finance and International Insurance	Advisory Services	Corporate	Wind-down Operations
Weighted average credit quality ratings	Aa	Aa	Aa	Below investment grade	A

*Insured Investments*

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MBIA's consolidated investment portfolio includes investments that are insured by various financial guarantee insurers ( Insured Investments ), including investments insured by MBIA Corp. and National ( Company-Insured Investments ). As of September 30, 2012, Insured Investments at fair value represented \$797 million or 12% of consolidated investments, of which \$432 million or 6% of consolidated investments were Company-Insured Investments.

As of September 30, 2012, based on the actual or estimated underlying ratings of our consolidated investment portfolio, without giving effect to financial guarantees, the weighted average rating of the consolidated investment portfolio would be in the Aa range, the weighted average rating of only the Insured Investments in the investment portfolio would be in the Baa range, and 4% of the total investment portfolio would be rated below investment grade in the Insured Investments.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

The distribution of the Company's Insured Investments by financial guarantee insurer as of September 30, 2012 is presented in the following table:

In millions	U.S. Public Finance		Structured Finance and International		Corporate		Wind-Down Operations		Total	
	Fair Value	% of Total Investments	Fair Value	% of Total Investments	Fair Value	% of Total Investments	Fair Value	% of Total Investments	Fair Value	% of Total Investments
MBIA Corp.	\$ -	0%	\$ 21	0%	\$ 67	1%	\$ 142	3%	\$ 230	4%
National	123	2%	-	0%	22	0%	57	1%	202	3%
Assured Guaranty Municipal Corp.	66	1%	-	0%	-	0%	129	2%	195	3%
Ambac Financial Group, Inc.	26	0%	-	0%	67	1%	48	1%	141	2%
FGIC	3	0%	2	0%	9	0%	8	0%	22	0%
Other	3	0%	-	0%	4	0%	-	0%	7	0%
<b>Total</b>	<b>\$ 221</b>	<b>3%</b>	<b>\$ 23</b>	<b>0%</b>	<b>\$ 169</b>	<b>2%</b>	<b>\$ 384</b>	<b>7%</b>	<b>\$ 797</b>	<b>12%</b>

In purchasing Insured Investments, the Company independently assesses the underlying credit quality, structure and liquidity of each investment, in addition to the creditworthiness of the insurer. Insured Investments are diverse by sector, issuer and size of holding. The Company assigns underlying ratings to its Insured Investments without giving effect to financial guarantees based on underlying ratings assigned by Moody's, or another external agency when a rating is not published by Moody's. When an external underlying rating is not available, the underlying rating is based on the Company's best estimate of the rating of such investment. A downgrade of a financial guarantee insurer will likely have an adverse affect on the fair value of investments insured by the downgraded financial guarantee insurer. If MBIA determines that declines in the fair values of Insured Investments are other-than-temporary, the Company will record a realized loss through earnings.

The underlying ratings of the Company-Insured Investments as of September 30, 2012 are reflected in the following table. Amounts represent the fair value of such investments including the benefit of the MBIA guarantee. The ratings in the following table are based on ratings from Moody's. Alternate ratings sources, such as S&P, have been used for a small percentage of securities that are not rated by Moody's.

In millions	U.S. Public Finance Insurance	Structured Finance and International Insurance	Corporate	Wind-down Operations	Total
<b>Underlying Ratings Scale</b>					
National:					
Aaa	\$ -	\$ -	\$ -	\$ -	\$ -
Aa	44	-	-	16	60
A	58	-	-	15	73
Baa	21	-	22	26	69
Below investment grade	-	-	-	-	-

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Total National	\$ 123	\$ -	\$ 22	\$ 57	\$ 202
MBIA Corp.:					
Aaa	\$ -	\$ -	\$ -	\$ -	\$ -
Aa	-	-	-	-	-
A	-	-	-	14	14
Baa	-	-	-	114	114
Below investment grade	-	21	67	14	102
Total MBIA Corp.	\$ -	\$ 21	\$ 67	\$ 142	\$ 230
Total MBIA Insured Investments	\$ 123	\$ 21	\$ 89	\$ 199	\$ 432

Without giving effect to the MBIA guarantee of the Company-Insured Investments in the consolidated investment portfolio, as of September 30, 2012, based on actual or estimated underlying ratings, the weighted average rating of the consolidated investment portfolio was in the Aa range, the weighted average rating of only the Company-Insured Investments was in the Baa range, and investments rated as below investment grade in the Company-Insured Investments were 2% of the total consolidated investment portfolio.

*Impaired Investments*

As of September 30, 2012 and December 31, 2011, we held impaired investments (investments for which fair value was less than amortized cost) with a fair value of \$1.0 billion and \$2.4 billion, respectively.



**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations (continued)****LIQUIDITY (continued)**

We analyze impaired investments within our investment portfolio for other-than-temporary impairments on a quarterly basis. Key factors considered when assessing other-than-temporary impairments include but are not limited to: (a) structural and economic factors among security types that represent our largest exposure to credit impairment losses; (b) the duration and severity of the unrealized losses (i.e., a decline in the market value of a security by 20% or more at the time of the review, or 5% impaired at the time of review with a fair value below amortized cost for a consecutive 12-month period) and (c) the results of various cash flow modeling techniques. Our cash flow analysis considers all sources of cash, including credit enhancement, that support the payment of amounts owed by an issuer of a security. This includes the consideration of cash expected to be provided by financial guarantors, including MBIA Corp., resulting from an actual or potential insurance policy claim.

Refer to Note 7: Investments in the Notes to Consolidated Financial Statements for a detailed discussion about impaired investments.

**Debt Obligations**

Principal payments due under our debt obligations in the three months ending December 31, 2012 and each of the subsequent four years ending December 31 and thereafter are presented in the following table. The repayment of principal on our surplus notes is reflected in 2013, the first call date. Principal payments under investment agreements are based on expected withdrawal dates. All other principal payments are based on contractual maturity dates. Foreign currency denominated liabilities are presented in U.S. dollars using applicable exchange rates as of September 30, 2012, and liabilities issued at a discount reflect principal amounts due at maturity.

In millions	As of September 30, 2012						
	Three Months Ending December 31, 2012	2013	2014	2015	2016	Thereafter	Total
Structured finance and international insurance segment:							
Variable interest entity notes	\$ 172	\$ 533	\$ 399	\$ 621	\$ 546	\$ 6,586	\$ 8,857
Surplus notes	-	940	-	-	-	-	940
Corporate segment:							
Long-term debt	-	-	-	-	-	897	897
Asset/liability products segment:							
Investment agreements	10	183	142	46	51	633	1,065
Medium-term notes	13	40	61	253	125	1,889	2,381
Conduit segment:							
Medium-term notes	-	-	150	-	336	149	635
<b>Total</b>	<b>\$ 195</b>	<b>\$ 1,696</b>	<b>\$ 752</b>	<b>\$ 920</b>	<b>\$ 1,058</b>	<b>\$ 10,154</b>	<b>\$ 14,775</b>

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures About Market Risk**

In general, MBIA's market risk relates to changes in the value of financial instruments that arise from adverse movements in factors such as interest rates, foreign exchange rates and credit spreads. MBIA is exposed to changes in interest rates, foreign exchange rates and credit spreads that affect the fair value of its financial instruments, namely investment securities, investment agreement liabilities, MTNs, debentures and certain derivative transactions. The Company's investment portfolio holdings are primarily U.S. dollar-denominated fixed-income securities including municipal bonds, U.S. government bonds, MBS, collateralized mortgage obligations, corporate bonds and ABS. In periods of rising and/or volatile interest rates, foreign exchange rates and credit spreads, profitability could be adversely affected should the Company have to liquidate these securities.

MBIA minimizes its exposure to interest rate risk, foreign exchange risk and credit spread movement through active portfolio management to ensure a proper mix of the types of securities held and to stagger the maturities of its fixed-income securities. In addition, the Company enters into various swap agreements that hedge the risk of loss due to interest rate and foreign currency volatility.

**Interest Rate Sensitivity**

Interest rate sensitivity can be estimated by projecting a hypothetical instantaneous increase or decrease in interest rates. The following table presents the estimated pre-tax change in fair value of the Company's financial instruments as of September 30, 2012 from instantaneous shifts in interest rates:

In millions	Change in Interest Rates					
	300 Basis Point	200 Basis Point	100 Basis Point	100 Basis Point	200 Basis Point	300 Basis Point
	Decrease	Decrease	Decrease	Increase	Increase	Increase
Estimated change in fair value	\$ (141)	\$ (72)	\$ (29)	\$ (76)	\$ (132)	\$ (193)

**Foreign Exchange Sensitivity**

Foreign exchange rate sensitivity can be estimated by projecting a hypothetical instantaneous increase or decrease in foreign exchange rates. The following table presents the estimated pre-tax change in fair value of the Company's financial instruments as of September 30, 2012 from instantaneous shifts in foreign exchange rates:

In millions	Change in Foreign Exchange Rates			
	Dollar Weakens		Dollar Strengthens	
	20%	10%	10%	20%
Estimated change in fair value	\$ (51)	\$ (26)	\$ 26	\$ 51

**Credit Spread Sensitivity**

Credit spread sensitivity can be estimated by projecting a hypothetical instantaneous increase or decrease in credit spreads. The following table presents the estimated pre-tax change in fair value of the Company's financial instruments as of September 30, 2012 from instantaneous shifts in credit spread curves. For this table it was assumed that all credit spreads move by the same amount. It is more likely that the actual changes in credit spreads will vary by security. MBIA Corp.'s investment portfolio would generally be expected to experience lower credit spread volatility than the investment portfolio of the asset/liability products segment because of higher credit quality and portfolio composition in sectors that have been less volatile historically. The table shows hypothetical increases and decreases in credit spreads of 50 and 200 basis points. Because downward movements of these amounts in some cases would result in negative spreads, a floor was assumed for minimum spreads. The changes in fair value reflect partially offsetting effects as the value of the investment portfolios generally changes in an opposite direction from the liability portfolio.

In millions	Change in Credit Spreads			
	200 Basis Point Decrease	50 Basis Point Decrease	50 Basis Point Increase	200 Basis Point Increase
Estimated change in fair value	\$ 32	\$ 27	\$ (108)	\$ (255)

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures About Market Risk (continued)*****Credit Derivatives Sensitivity***

MBIA issued insurance policies insuring payments due on structured credit derivative contracts and directly entered into credit derivative contracts, which are marked-to-market through earnings under the accounting principles for derivatives and hedging activities. All these transactions were insured by the Company's structured finance and international insurance operations. The majority of these structured CDSs related to structured finance transactions with underlying reference obligations of cash securities and CDSs referencing liabilities of corporations or of other structured finance securitizations. The asset classes of the underlying reference obligations included corporate, asset-backed, residential mortgage-backed and commercial mortgage-backed securities. These transactions were usually underwritten at or above a triple-A credit rating level. As of September 30, 2012, approximately 21% of the tranches insured by the Company were rated triple-A. Additionally, MBIA's wind-down operations entered into single-name CDSs as part of its asset management activities. In the first nine months of 2012, the value of the Company's credit derivative contracts was principally affected by commutations, the movements of MBIA's nonperformance risk on its derivative liabilities which resulted from a widening of its own credit spreads and a reduction in the Company's recovery rate and favorable movements in spreads and pricing on collateral within transactions partially offset by collateral erosion. As risk factors change, the values of credit derivative contracts will change and the resulting gains or losses will be recorded within net income.

In the first nine months of 2012, the Company has observed a widening of its own credit spreads. As changes in fair value can be caused by factors unrelated to the performance of MBIA's business and credit portfolio, including general market conditions and perceptions of credit risk, as well as market use of credit derivatives for hedging purposes unrelated to the specific referenced credits in addition to events that affect particular credit derivative exposures, the application of fair value accounting will cause the Company's earnings to be more volatile than would be suggested by the underlying performance of MBIA's business operations and credit portfolio.

The following tables reflect sensitivities to changes in credit spreads, collateral prices, rating migrations, recovery rates and the Company's own credit spreads and recovery rates. Each table stands on its own and should be read independently of each other. Refer to Note 6: Fair Value of Financial Instruments in the Notes to Consolidated Financial Statements for further information about the Company's financial assets and liabilities that are accounted for at fair value, including valuation techniques and disclosures required by GAAP.

Sensitivity to changes in credit spreads can be estimated by projecting a hypothetical instantaneous shift in credit spread curves. The following table presents the estimated pre-tax change in fair value and the cumulative estimated net fair value of the Company's credit derivatives portfolio of instantaneous shifts in credit spreads as of September 30, 2012. In scenarios where credit spreads decreased, a floor of zero was used.

In millions	Change in Credit Spreads						
	600 Basis	200 Basis	50 Basis	0 Basis	50 Basis	200 Basis	600 Basis
	Point Decrease	Point Decrease	Point Decrease	Point Change	Point Increase	Point Increase	Point Increase
Estimated pre-tax net gains (losses)	\$ 1,422	\$ 437	\$ 113	\$ -	\$ (123)	\$ (524)	\$ (1,606)
Estimated net fair value	\$ (1,901)	\$ (2,886)	\$ (3,210)	\$ (3,323)	\$ (3,446)	\$ (3,847)	\$ (4,929)

Actual shifts in credit spread curves will vary based on the credit quality of the underlying reference obligations. In general, within any asset class, higher credit rated reference obligations will exhibit less credit spread movement than lower credit rated reference obligations. Additionally, the degree of credit spread movement can vary significantly for different asset classes. The basis point change presented in the preceding table, however, represents a fixed basis point change in referenced obligation credit spreads across all credit quality rating categories and asset classes and, therefore, the actual impact of spread changes would vary from this presentation depending on the credit rating and distribution across asset classes, both of which will adjust over time depending on new business written and runoff of the existing portfolio.

**Table of Contents****Item 3. Quantitative and Qualitative Disclosures About Market Risk (continued)**

Since the Company is now using collateral prices as an input into the Direct Price Model for certain multi-sector insured CDOs, a sensitivity analysis below shows the estimated pre-tax change in fair value and the cumulative estimated net fair value of the Company's insured credit derivatives portfolio of a 10% and 20% change in collateral prices as of September 30, 2012.

In millions	Change in Collateral Prices (Structured Finance and International Insurance)				
	20% Increase	10% Increase	No Change	10% Decrease	20% Decrease
Estimated pre-tax net gains (losses)	\$ 56	\$ 28	\$ -	\$ (28)	\$ (57)
Estimated net fair value	\$ (3,267)	\$ (3,295)	\$ (3,323)	\$ (3,351)	\$ (3,380)

Sensitivity to changes in the collateral portfolio credit quality can be estimated by projecting a hypothetical change in rating migrations. The following table presents the estimated pre-tax change in fair value and the cumulative estimated net fair value of the Company's insured credit derivatives portfolio of a one and three notch rating change in the credit quality as of September 30, 2012. A notch represents a one step movement up or down in the credit rating.

In millions	Change in Credit Ratings (Structured Finance and International Insurance)				
	Three Notch Increase	One Notch Increase	No Change	One Notch Decrease	Three Notch Decrease
Estimated pre-tax net gains (losses)	\$ 1,416	\$ 259	\$ -	\$ (353)	\$ (664)
Estimated net fair value	\$ (1,907)	\$ (3,064)	\$ (3,323)	\$ (3,676)	\$ (3,987)

Recovery rates on defaulted collateral are an input into the Company's valuation model. Sensitivity to changes in the recovery rate assumptions used by the Company can be estimated by projecting a hypothetical change in these assumptions. The following table presents the estimated pre-tax change in fair value and the cumulative estimated net fair value of the Company's insured credit derivatives portfolio of a 10% and 20% change in the recovery rate assumptions as of September 30, 2012.

In millions	Change in Recovery Rates (Structured Finance and International Insurance)				
	20% Increase	10% Increase	No Change	10% Decrease	20% Decrease
Estimated pre-tax net gains (losses)	\$ 293	\$ 142	\$ -	\$ (135)	\$ (263)
Estimated net fair value	\$ (3,030)	\$ (3,181)	\$ (3,323)	\$ (3,458)	\$ (3,586)

Accounting principles for fair value measurements require the Company to incorporate its own nonperformance risk in its valuation methodology. Sensitivity to changes in the Company's credit spreads can be estimated by projecting a hypothetical change in this assumption. The following table presents the estimated pre-tax change in fair value and the cumulative estimated net fair value of the Company's insured credit derivative portfolio using upfront credit spreads of 0%, an increase of 50%, and a decrease of 50%. The actual upfront spread used in the valuation as of September 30, 2012 ranged from 17.75% to 38.25% based on the tenor of each transaction. The below amounts include an additional annual running credit spread of 5%.

**MBIA Upfront Credit Spread**

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<b>In millions</b>	<b>(Structured Finance and International Insurance)</b>			
	<b>Increase by 50 Percent</b>	<b>No Change</b>	<b>Decrease by 50 Percent</b>	<b>Decrease to 0 Percentage Points</b>
Estimated pre-tax net gains (losses)	\$ 424	\$ -	\$ (1,039)	\$ (2,088)
Estimated net fair value	\$ (2,899)	\$ (3,323)	\$ (4,362)	\$ (5,411)

With the inclusion of the MBIA recovery rate in the calculation of nonperformance risk for the Company's insured credit derivatives portfolio, the following sensitivity table presents the estimated pre-tax change in fair value of insured credit derivatives due to changes in that recovery rate. The values shown below reflect an approximate trading range of the MBIA recovery rate.

In millions	MBIA's Recovery Rate (Structured Finance and International Insurance)		
	Decrease to 25 Percentage Points	No Change	Increase to 50 Percentage Points
Estimated pre-tax net gains (losses)	\$ 206	\$ -	\$ (614)
Estimated net fair value	\$ (3,117)	\$ (3,323)	\$ (3,937)

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**Item 3. Quantitative and Qualitative Disclosures About Market Risk (continued)**

MBIA Corp. s insurance of structured credit derivatives typically remain in place until the maturity of the derivative. With respect to MBIA Corp. s insured structured credit derivatives, in the absence of credit impairments or the termination of derivatives at losses, the cumulative unrealized losses should reverse before or at maturity of the contracts. Additionally, in the event of the termination and settlement of a contract prior to maturity, any resulting gain or loss upon settlement will be recorded in our consolidated financial statements. In February 2008, the Company announced its intention not to insure credit derivatives in the future, except in transactions that are intended to reduce its overall exposure to insured derivatives.

**Item 4. Controls and Procedures**

As of the end of the period covered by this report, an evaluation of the effectiveness of the design and operation of the Company s disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15(d)-15(e) under the Securities Exchange Act of 1934) was performed under the supervision and with the participation of the Company s senior management, including the Chief Executive Officer and the Chief Financial Officer. Based on that evaluation, the Company s management, including the Chief Executive Officer and the Chief Financial Officer, concluded that the Company s disclosure controls and procedures were effective as of the end of the period covered by this report. In addition, there have not been any changes in the Company s internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the fiscal quarter to which this report relates that have materially affected, or are likely to materially affect, the Company s internal control over financial reporting.



**Table of Contents****PART II OTHER INFORMATION****Item 1. Legal Proceedings**

For a discussion of the Company's litigation and related matters, see Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements of MBIA Inc. and Subsidiaries in Part I, Item 1. In the normal course of operating its businesses, MBIA Inc. may be involved in various legal proceedings. As a courtesy, the Company posts on its website under the section Legal Proceedings, selected information and documents in reference to selected legal proceedings in which the Company is the plaintiff or the defendant. The Company will not necessarily post all documents for each proceeding and undertakes no obligation to revise or update them to reflect changes in events or expectations. The complete official court docket can be publicly accessed by contacting the clerk's office of the respective court where each litigation is pending.

**Item 1A. Risk Factors**

The following should be read in conjunction with and supplements the risk factors described under Part I, Item 1A, Risk Factors of the Company's Annual Report on Form 10-K for the year ended December 31, 2011.

*If MBIA Inc. is unable to consummate the consent solicitation, its senior notes may be accelerated if MBIA Insurance Corporation is placed in a rehabilitation or liquidation proceeding, and we do not expect MBIA Inc. to have sufficient liquidity to pay its accelerated obligations, which could cause it to file for bankruptcy if it were unable to pursue other alternatives, including an out-of-court restructuring, which we believe will be difficult to achieve*

MBIA Inc. is seeking the consent of the holders of its senior notes to amend the indentures governing the senior notes to ensure that, if the NYSDFS commences a rehabilitation or liquidation proceeding with respect to MBIA Insurance Corporation, that the proceeding will not lead to an acceleration of the senior notes under the indentures. If the consent solicitation is not consummated and MBIA Insurance Corporation is placed in a rehabilitation or liquidation proceeding, it is likely that the senior notes would be accelerated. If the senior notes are accelerated we believe MBIA Inc. would have insufficient liquidity and capital markets access to pay the obligations under the senior notes. We believe that, under such circumstances, the Company would likely immediately pursue other alternatives, including an out-of-court restructuring, which we believe will be difficult to achieve, or a bankruptcy filing. We further believe that an MBIA Inc. bankruptcy would be highly destructive of the value of the Company, and would impose other costs and risks on its shareholders and creditors. This view is based on the following factors that we believe would result from an MBIA Inc. bankruptcy:

**Reduction in the value associated with National and other assets.** An MBIA Inc. bankruptcy may cause the value associated with the business and assets of the Company and its subsidiaries (including the business of National, which is the Company's primary asset) to be impaired, given the likely forced nature of any monetization transaction of those assets. Further, because National is a regulated entity, any monetization transaction with respect to National would need approval from the NYSDFS, which could impose significant restrictions or delay on the process. Additionally, a significant part of the value of National is made up of intercompany receivables, including the \$1.6 billion National Secured Loan to MBIA Insurance Corporation that may be impaired in the event that MBIA Insurance Corporation is in a rehabilitation or liquidation proceeding, which could further diminish National's value to the Company's shareholders and creditors. Extraordinary or special dividends designed to accelerate the realization of value by the Company and its creditors would be subject to NYSDFS approval, which may be impacted by an MBIA Inc. bankruptcy. In addition, the NYSDFS could seek to restrict National's ability to pay regular dividends beyond the restrictions currently in place.

**Assertion of significant claims against the Company.** In addition to approximately \$900 million of claims with respect to the senior notes, an MBIA Inc. bankruptcy may result in the assertion of substantial claims for intercompany liabilities by subsidiaries of the Company, including a likely asserted claim of approximately \$1.6 billion on account of an intercompany obligation to GFL that would be accelerated by an MBIA Inc. bankruptcy and would likely be asserted by GFL on behalf of its creditors, including third-party noteholders, to rank no less than *pari passu* with MBIA Inc.'s senior notes in priority of payment. In addition, an MBIA Inc. bankruptcy may accelerate or trigger additional claims with respect to current third-party obligations other than the senior notes and the GFL obligation, such as repurchase agreements, swap agreements and other guaranteed investment contracts, including the possibility for assertion of make-whole claims and other penalty obligations in connection with such claims, or assertion of additional litigation claims that cannot be predicted at this time. While the Company would actively challenge any non-legitimate claims asserted in an MBIA Inc. bankruptcy, there can be no assurance a court would not allow such claims or that such claims

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would not in fact be greater than the Company's estimated range, which could have the effect of substantial dilution in value available to shareholders and creditors.

**Table of Contents****Item 1A. Risk Factors (continued)**

Other significant potential adverse economic impacts to shareholders and creditors, including the following:

- i **Cessation of interest payments; delay.** Creditors are not likely to receive interest payments during the pendency of an MBIA Inc. bankruptcy, and there is a risk that in the event of a bankruptcy filing, debt obligations could be subject to conversion to equity with a market value below the amounts due on the corresponding debt obligations. Even in the absence of a debt-for-equity conversion, any distributions that debt holders may receive in respect of their claims in a bankruptcy proceeding may be subject to substantial delay following the commencement of the bankruptcy case and may result in less than payment in full.
- i **Administrative expense and business impact of bankruptcy filing.** The Company expects that value available for distribution to its shareholders and creditors would be substantially reduced if an MBIA Inc. bankruptcy becomes necessary, as a result of, among other things, business deterioration, credit impacts, significant administrative expenses and management distraction that the Company anticipates would be associated with any insolvency filing. Given the complex nature of certain of the Company's intercompany lending and loan facilities, the Company expects that any proposed plan of reorganization, as well as the validity and priority of claims against the Company, would likely be contested, leading to an extended proceeding, further delaying and possibly diluting recoveries.
- i **Potential impact on trading prices.** The Company believes its shares and debt obligations would likely lose value in the secondary market in the event of an MBIA Inc. bankruptcy, in light of the risks described above and other risks that investors may perceive with respect to the amount and timing of any potential recovery at the conclusion of the Company's bankruptcy process.

*MBIA Insurance Corporation may be placed in a rehabilitation or liquidation proceeding as a result of, among other things, a lack of liquid assets available to pay claims due to the failure by RMBS sellers/servicers to honor their contractual obligation to repurchase ineligible mortgage loans, combined with the substantial RMBS claims payments and other claims and commutation payments to date, as well as the increased probability that MBIA Corp. will experience claims payments on certain of its CMBS exposures in the future*

The determination to commence an MBIA Insurance Corporation rehabilitation or liquidation proceeding is not within the control of the Company. Article 74 of the NYIL gives the Superintendent of the NYSDFS exclusive authority to commence rehabilitation or liquidation proceedings against a New York insurer under a variety of circumstances, including if the Superintendent finds the insurer is in such condition that its further transaction of business will be hazardous to policyholders, creditors, or the public, or if the Superintendent finds that the insurer is insolvent. MBIA Corp. faces certain key risks and contingencies as described herein that increase the possibility that it could be placed in a rehabilitation or liquidation proceeding by the Superintendent.

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**Table of Contents****Item 1A. Risk Factors (continued)**

Since the fourth quarter of 2007 through September 30, 2012, MBIA Corp. has made \$11.6 billion of cash payments, before reinsurance and collections and excluding LAE (including payments made to debt holders of consolidated VIEs), associated with second-lien RMBS securitizations and with commutations and claim payments relating to CDS contracts. These cash payments include loss payments of \$893 million made on behalf of MBIA Corp.'s consolidated VIEs. Of the \$11.6 billion, MBIA Corp. has paid \$6.6 billion of gross claims (before reinsurance and collections and excluding LAE) on policies insuring second-lien RMBS securitizations, driven primarily by an extensive number of ineligible mortgage loans being placed in the securitizations in breach of the representations and warranties of the sellers/servicers. The Company's assessment of the ineligibility of individual mortgage loans is being challenged by the originators in litigation and there is no assurance that the Company's determinations will prevail. See Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements of MBIA Inc. and Subsidiaries in Part I, Item 1 of this Quarterly Report on Form 10-Q. MBIA Corp. is seeking to enforce its rights to have Bank of America/Countrywide, and other mortgage sellers/servicers cure, replace or repurchase ineligible mortgage loans from these securitizations and has recorded a total of \$3.2 billion of related expected recoveries on its consolidated balance sheets as of September 30, 2012, including expected recoveries recorded in the Company's consolidated VIEs. In addition, the \$11.6 billion included \$5.0 billion of gross settlement and claim payments (before reinsurance and collections and excluding LAE) on insured credit derivatives comprising CMBS pools, CRE CDOs, CRE loan pools, corporate CDOs, multi-sector CDOs, and multi-sector CDO-squared transactions, among other types of transactions. While MBIA Corp. has commuted most of its higher risk CMBS pool exposures, a single counterparty Bank of America and its subsidiary Merrill Lynch (collectively, Bank of America/Merrill Lynch and, together with Bank of America/Countrywide, BOA) holds a significant amount of MBIA Corp.'s remaining CMBS pool exposures, including a substantial majority of MBIA Corp.'s CMBS pools originally insured in 2006 and 2007 primarily referencing BBB and lower rated collateral (the BOA CMBS Exposure). MBIA Corp. has also recorded its largest put-back asset related to ineligible mortgage loans included in insured second-lien RMBS transactions against BOA.

The failure by the mortgage originators, primarily BOA, to honor their contractual obligation to repurchase ineligible mortgage loans combined with the substantial RMBS claims payments and other claims and commutation payments to date have placed substantial stress on MBIA Corp.'s liquidity resources. In addition, due to the deterioration in MBIA Corp.'s CMBS exposures, primarily in the BOA CMBS Exposure, there is an increased possibility that MBIA Corp. will have claims presented on the BOA CMBS Exposure, which claims are likely to occur in the near term and could ultimately be substantial. Depending on the amount of actual claims on the BOA CMBS Exposure and the amount of claims on other policies issued by MBIA Corp., MBIA Corp. may not have sufficient liquid assets to pay such claims in the absence of a settlement of the BOA put-back recoverables and the commutation of the BOA CMBS Exposure. As described further below, in light of these circumstances and especially in the event of claims under the BOA CMBS Exposure the Superintendent may commence a rehabilitation or liquidation proceeding against MBIA Insurance Corporation. MBIA Corp. has recorded loss reserves for the BOA CMBS Exposure that reflect our current estimate of ultimate losses and that are based on various assumptions about potential payments by MBIA Corp. with respect to the BOA CMBS Exposure, including, among other things, that the BOA CMBS Exposure will likely be commuted. There have been no material claims made to date on the policies insuring such exposures. If economic conditions deteriorate or we are unable to commute the BOA CMBS Exposure, MBIA Corp. could incur substantial additional losses in its portfolio in excess of its estimates. In addition, because the reserves are based on management's judgment and estimates, there can be no assurance that the ultimate liability will not exceed such estimates, that the BOA CMBS Exposure will be commuted, or that the timing of claims payments and the realization of recoveries will not create liquidity issues.

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### **Item 1A. Risk Factors (continued)**

The amount MBIA Corp. may ultimately collect from BOA on its put-back obligations in any litigation settlement could be impacted by potential commutation payments or offset on the BOA CMBS Exposure and developments in the Transformation Litigation (for discussion of the Transformation Litigation, see Note 13: Commitments and Contingencies in the Notes to Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q) given that Bank of America/Merrill Lynch is also one of the two remaining plaintiffs in the Transformation Litigation. Likewise, MBIA Corp.'s ability to commute the BOA CMBS Exposure may be impacted by developments in the put-back litigation with BOA and the Transformation Litigation. There can be no assurance that any such settlement or commutation will occur or that any such settlement or commutation, if it occurs, would be consummated within the estimates of expected recoveries or loss payments associated with these exposures that are recorded in the Company's consolidated financial statements. In addition, there can be no assurance that MBIA Corp. will have adequate resources to meet its obligations even if it enters into any such settlement or commutation, or wins a judgment in its favor in its actions against BOA.

As of September 30, 2012, MBIA Insurance Corporation's statutory capital was \$1.5 billion under U.S. STAT. In addition, as of September 30, 2012, MBIA Corp. held cash and available-for-sale investments of \$1.4 billion, of which \$386 million comprised cash and highly liquid assets. As of December 31, 2011, MBIA Corp. held cash and available-for-sale investments of \$1.5 billion, of which \$534 million comprised cash and highly liquid assets. However, due to liquidity constraints caused by the factors described above or if future claims exceed expectations due to an unexpected deterioration in economic conditions or due to other unanticipated factors, MBIA Corp. may not be able to pay claims on a timely basis in the future, in particular if BOA and other sellers/servicers continue their strategy of refusing to honor put-back claims or disputing and delaying their put-back obligations and MBIA Corp. receives claims on the BOA CMBS Exposure before recovery of the BOA or other significant put-back recoverables, if any. Furthermore, MBIA Corp. may have insufficient resources to meet its obligations if it fails to collect expected put-back recoveries, is unable to commute its most volatile exposures or experiences higher than expected claims payments on its insured obligations. In these potential circumstances, among others, the Superintendent may commence a proceeding against MBIA Insurance Corporation under Article 74 as described above. Given the Superintendent's authority to find that MBIA Insurance Corporation's continued transaction of business will be hazardous to policyholders, creditors or the public, and the lack of any clear standards on what would constitute such a hazard, the Superintendent generally has broad discretion to put MBIA Insurance Corporation into a rehabilitation or liquidation proceeding.

In addition to the Superintendent's authority to commence rehabilitation or liquidation proceedings, the Superintendent could, should he find that the liabilities of MBIA Insurance Corporation exceed its admitted assets, use its authority under Section 1310 of the NYIL to order MBIA Insurance Corporation to cease making claims payments (a 1310 Order). The issuance of a 1310 Order could result in material adverse consequences for MBIA Insurance Corporation, including that holders of some or all of the CDS insured by MBIA Insurance Corporation may potentially seek to terminate one or more of such swaps on the basis of such order (or the findings by the Superintendent underlying such order's issuance) and assert claims for mark-to-market termination payments with respect to such terminations (which claims MBIA Corp. may not be able to pay).

#### ***Developments in the regulation of derivatives may create additional burdens on the Company***

In July 2010, the Dodd-Frank Act was signed into law for the purpose of enacting broad financial industry regulatory reform, including by enhancing regulation of the over-the-counter derivatives markets. Among other reforms, the Dodd-Frank Act requires swap dealers and major swap participants to register with either or both of the Commodity Futures Trading Commission (CFTC) and the SEC, and to be subject to enhanced regulation, including capital requirements. The CFTC and SEC have promulgated rules to implement this enhanced regulatory framework, including final rules that require the Company to include its legacy insured derivatives in tests used to determine whether it is a major swap participant. Although the Company is still analyzing its position under these rules, it believes that it may be required to register as a major swap participant.

If the Company were required to register as a major swap participant, it could incur substantial costs in its efforts to comply with these new requirements, many of which would be novel in their application to the Company. Because the CFTC and SEC have not yet issued final rules establishing capital requirements for major swap participants, the ultimate impact of such requirements on the Company is not yet clear. However, to the extent that the Company becomes subject to significant additional capital requirements, it is unlikely that the Company will be able to meet those standards.

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

The table below presents repurchases made by the Company in each month during the third quarter of 2012:

Month	Total Number of Shares		Average Price Paid Per Share	Announced Plan	Maximum Amount That May Be Purchased Under the Plan (in millions) <sup>(2)</sup>
	Purchased <sup>(1)</sup>	Purchased as Part of Publicly			
July	-	-	\$ -	-	\$ 23
August	130	-	10.54	-	23
September	3,755	-	11.59	-	23

(1) - 3,885 shares were purchased in open market transactions as an investment in the Company's non-qualified deferred compensation plan.

(2) - On February 1, 2007, the Company's Board of Directors authorized the repurchase of common stock up to \$1 billion under a new share repurchase program, which superseded the previously authorized program.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information**

None.

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**Item 6. Exhibits**

- +31.1. Chief Executive Officer - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- +31.2. Chief Financial Officer - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- \*32.1. Chief Executive Officer - Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- \*32.2. 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.
- +99.1. Additional Exhibits - National Public Finance Guarantee Corporation and Subsidiaries GAAP Consolidated Financial Statements.
- +99.2. Additional Exhibits - MBIA Insurance Corporation and Subsidiaries GAAP Consolidated Financial Statements.
- +101. Additional Exhibits - MBIA Inc. and Subsidiaries Consolidated Financial Statements and Notes to Consolidated Financial Statements from the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012, formatted in XBRL.

+ Filed Herewith

\* Furnished Herewith

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**SIGNATURES**

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

MBIA Inc.

Registrant

Date: November 7, 2012

/s/ C. Edward Chaplin  
C. Edward Chaplin  
Chief Financial Officer

Date: November 7, 2012

/s/ Douglas C. Hamilton  
Douglas C. Hamilton  
Controller (Principal Accounting Officer)