

LINCOLN NATIONAL CORP  
Form 10-K  
February 25, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended December 31, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number 1-6028

LINCOLN NATIONAL CORPORATION

(Exact name of registrant as specified in its charter)

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

Registrant's telephone number, including area code: (484) 583-1400

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock	New York
Warrants, each to purchase one share of common stock	New York

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

filer (Do not check if a smaller reporting company)  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes

No

The aggregate market value of the shares of the registrant's common stock held by non-affiliates (based upon the closing price of these shares on the New York Stock Exchange) as of the last business day of the registrant's most recently completed second fiscal quarter was \$9.6 billion.

As of February 20, 2014, 263,700,332 shares of common stock of the registrant were outstanding.

Documents Incorporated by Reference:

Selected portions of the Proxy Statement for the Annual Meeting of Shareholders, scheduled for May 22, 2014, have been incorporated by reference into Part III of this Form 10-K.

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Lincoln National Corporation

Table of Contents

Item	Page
<b>PART I</b>	
1. Business	1
Overview	1
Business Segments and Other Operations	2
Annuities	2
Retirement Plan	
Services	4
Life Insurance	5
Group Protection	7
Other Operations	9
Reinsurance	9
Reserves	9
Investments	9
Financial Strength	
Ratings	10
Regulatory	10
Employees	16
Available Information	16
1A. Risk Factors	16
1B. Unresolved Staff Comments	29
2. Properties	29
3. Legal Proceedings	29
4. Mine Safety Disclosures	29
Executive Officers of the Registrant	30

**PART II**

5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	31
6.	Selected Financial Data	32
7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	33
	Forward-Looking Statements – Cautionary Language	33
	Introduction	34
	Executive Summary	34
	Critical Accounting Policies and Estimates	37
	Acquisitions and Dispositions	48
	Results of Consolidated Operations	48
	Results of Annuities	49
	Results of Retirement Plan Services	54
	Results of Life Insurance	59
	Results of Group Protection	64
	Results of Other Operations	67
	Realized Gain (Loss) and Benefit Ratio Unlocking	70

Consolidated	73
Investments	
Reinsurance	85
Review of	86
Consolidated	
Financial	
Condition	
Liquidity and	86
Capital	
Resources	
Other Matters	93
Other Factors	93
Affecting Our	
Business	
Recent	93
Accounting	
Pronouncements	

---

Item	Page
7A. Quantitative and Qualitative Disclosures About Market Risk	93
8. Financial Statements and Supplementary Data	100
9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	180
9A. Controls and Procedures	180
9B. Other Information	180
PART III	
10. Directors, Executive Officers and Corporate Governance	180
11. Executive Compensation	180
12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	181
13. Certain Relationships and Related Transactions, and Director Independence	181
14. Principal Accounting Fees and Services	181
PART IV	
15. Exhibits, Financial Statement Schedules	181
Signatures	182
Index to Financial Statement Schedules	FS-1
Index to Exhibits	E-1

## PART I

The “Business” section and other parts of this Form 10-K contain forward-looking statements that involve inherent risks and uncertainties. Statements that are not historical facts, including statements about our beliefs and expectations, and containing words such as “believes,” “estimates,” “anticipates,” “expects” or similar words are forward-looking statements. Our actual results may differ materially from the projected results discussed in the forward-looking statements. Factors that could cause such differences include, but are not limited to, those discussed in “Item 1A. Risk Factors” and in the “Forward-Looking Statements – Cautionary Language” in “Part II – Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”) of the Form 10-K. Our consolidated financial statements and the accompanying notes to the consolidated financial statements (“Notes”) are presented in “Part II – Item 8. Financial Statements and Supplementary Data.”

### Item 1. Business

#### OVERVIEW

Lincoln National Corporation (“LNC,” which also may be referred to as “Lincoln,” “we,” “our” or “us”) is a holding company, which operates multiple insurance and retirement businesses through subsidiary companies. Through our business segments, we sell a wide range of wealth protection, accumulation and retirement income products and solutions. These products include fixed and indexed annuities, variable annuities, universal life insurance (“UL”), variable universal life insurance (“VUL”), linked-benefit UL, term life insurance, indexed universal life insurance, employer-sponsored retirement plans and services, and group life, disability and dental. LNC was organized under the laws of the state of Indiana in 1968. We currently maintain our principal executive offices in Radnor, Pennsylvania. “Lincoln Financial Group” is the marketing name for LNC and its subsidiary companies. As of December 31, 2013, LNC had consolidated assets of \$236.9 billion and consolidated stockholders’ equity of \$13.5 billion.

We provide products and services and report results through four segments as follows:

#### Business Segments

Annuities

Retirement Plan Services

Life Insurance

Group Protection



We also have Other Operations, which includes the financial data for operations that are not directly related to the business segments.

The results of Lincoln Financial Network (“LFN”) and Lincoln Financial Distributors (“LFD”), our retail and wholesale distributors, respectively, are included in the segments for which they distribute products. LFD distributes our individual products and services, retirement plans and corporate-owned UL and VUL (“COLI”) and bank-owned UL and VUL (“BOLI”) products and services. The distribution occurs primarily through consultants, brokers, planners, agents, financial advisors, third-party administrators (“TPAs”) and other intermediaries. Group Protection distributes its products and services primarily through employee benefit brokers, TPAs and other employee benefit firms. As of December 31, 2013, LFD had approximately 575 internal and external wholesalers (including sales managers). As of December 31, 2013, LFN offered LNC and non-proprietary products and advisory services through a national network of approximately 8,450 active producers who placed business with us within the last 12 months.

Financial information in the tables that follow is presented in conformity with accounting principles generally accepted in the United States of America (“GAAP”), unless otherwise indicated. We provide revenues, income (loss) from operations and assets attributable to each of our business segments and Other Operations in Note 22. Assets, revenues and earnings attributable to foreign activities were not material in the periods presented.

#### Acquisitions and Dispositions

On January 8, 2009, the Office of Thrift Supervision approved our application to become a savings and loan holding company and our acquisition of Newton County Loan & Savings, FSB (“NCLS”), a federally regulated savings bank located in Indiana. We closed on our purchase of NCLS on January 15, 2009. On July 25, 2011, NCLS submitted a voluntary plan of dissolution with the Officer of the Comptroller of the Currency (“OCC”). The OCC approved NCLS’s voluntary dissolution effective November 30, 2011.

On August 18, 2009, we entered into a purchase and sale agreement with Macquarie Bank Limited (“MBL”), pursuant to which we agreed to sell to MBL all of the outstanding capital stock of Delaware Management Holdings, Inc. (“Delaware”), our former subsidiary, which provided investment products and services to individuals and institutions. This transaction closed on January 4, 2010, with net of tax proceeds of approximately \$405 million.

In addition, certain of our subsidiaries, including The Lincoln National Life Insurance Company (“LNL”), our primary insurance subsidiary, entered into investment advisory agreements with Delaware dated January 4, 2010, pursuant to which Delaware will continue to manage the majority of the general account insurance assets of the subsidiaries. The investment advisory agreements had 10-year terms, and we may terminate them without cause, subject to a purchase price adjustment of up to \$50 million (as adjusted) in the event



that all of the agreements with our subsidiaries are terminated. The amount of the potential adjustment declines on a pro rata basis over the term of the advisory agreements.

On October 1, 2009, we completed the sale of the capital stock of Lincoln National (UK) plc (“Lincoln UK”) to SLF of Canada UK Limited for net of tax proceeds of \$325 million. We retained Lincoln UK’s pension plan assets and liabilities. The former Lincoln UK segment primarily focused on providing life and retirement income products in the United Kingdom.

For further information about acquisitions and divestitures, see Note 3.

## BUSINESS SEGMENTS AND OTHER OPERATIONS

### ANNUITIES

#### Overview

The Annuities segment provides tax-deferred investment growth and lifetime income opportunities for its clients by offering fixed (including indexed) and variable annuities. The “fixed” and “variable” classifications describe whether we or the contract holders bear the investment risk of the assets supporting the contract. This also determines the manner in which we earn investment margin profits from these products, either as investment spreads for fixed products or as asset-based fees charged to variable products.

Annuities have several features that are attractive to customers. First, they provide tax-deferred growth on the underlying principal, thereby deferring the tax consequences of the growth in value until withdrawals are made from the accumulation values, often at lower tax rates occurring during retirement. Second, annuities are unique in that contract holders can select a variety of payout alternatives to help provide an income flow for life. Many annuity contracts include guarantee features (living and death benefits) that are not found in any other investment vehicle and, we believe, make annuities attractive especially in times of economic uncertainty.

#### Products

In general, an annuity is a contract between an insurance company and an individual or group in which the insurance company, after receipt of one or more premium payments, agrees to pay an amount of money either in one lump sum

or on a periodic basis (i.e., annually, semi-annually, quarterly or monthly), beginning on a certain date and continuing for a period of time as specified in the contract or as requested. Periodic payments can begin within 12 months after the premium is received (referred to as an immediate annuity) or at a future date in time (referred to as a deferred annuity). This retirement vehicle helps protect an individual from outliving his or her money.

#### Variable Annuities

A variable annuity provides the contract holder the ability to direct the investment of premium deposits into one or more variable sub-accounts (“variable funds”) offered through the product (“variable portion”) and into a fixed account with a guaranteed return (“fixed portion”). The value of the variable portion of the contract holder’s account varies with the performance of the underlying variable funds chosen by the contract holder.

Our variable funds include the Managed Risk Strategies fund options, a series of risk-managed funds that embed volatility management and, with some funds, capital protection strategies, inside the funds themselves. These funds, introduced in late 2011, seek to reduce equity market risk for both the contract holder and us, especially when the contract holder elects a guaranteed benefit rider. As of December 31, 2013, the Managed Risk funds totaled \$17.5 billion, or 18% of total variable annuity account values.

We charge mortality and expense assessments and administrative fees on variable annuity accounts to cover insurance and administrative expenses. These assessments are built into accumulation unit values, which when multiplied by the number of units owned for any variable fund equals the contract holder’s account value for that variable fund. In addition, for some contracts, we impose surrender charges, which are typically applicable during the early years of the annuity contract, with a declining level of surrender charges over time.

We offer guaranteed benefit riders with certain of our variable annuity products, such as a guaranteed death benefit (“GDB”), a guaranteed withdrawal benefit (“GWB”), a guaranteed income benefit (“GIB”) and a combination of such benefits.

The GDB features offered in 2013 included those where we contractually guarantee to the contract holder that upon death, depending on the particular product, we will return no less than: the current contract value; the total deposits made to the contract, adjusted to reflect any partial withdrawals; the highest contract value on a specified anniversary date adjusted to reflect any partial withdrawals following the contract anniversary; or the current contract value plus a specified percentage of contract earnings, not to exceed a covered earnings limit.

In 2013, we offered product riders including the Lincoln Lifetime Income<sup>SM</sup> Advantage 2.0 and Lincoln Lifetime Income<sup>SM</sup> Advantage 2.0 Protected Funds riders, which are hybrid benefit riders combining aspects of GWB and GIB. These benefit riders allow the contract holder the ability to take income at a maximum rate of up to 5% of the

guaranteed amount when they are above the lifetime income age or income through i4LIFE® Advantage with the GIB. Lincoln Lifetime Income Advantage 2.0 and Lincoln Lifetime Income Advantage 2.0 Protected Funds riders provide higher income if the contract holder delays withdrawals, including both a 5% enhancement to the guaranteed amount each year a withdrawal is not taken for a specified period of time and an annual step-up of the guaranteed amount to

2

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the current contract value. Contract holders under Lincoln Lifetime Income Advantage 2.0 are subject to restrictions on the allocation of their account value within the various investment choices. Contract holders under Lincoln Lifetime Income Advantage 2.0 Protected Funds are subject to the allocation of their account value to our Managed Risk Strategies fund options and certain fixed-income options.

We also offered the i4LIFE® Advantage, i4LIFE® Advantage Guaranteed Income Benefit and i4LIFE® Advantage Guaranteed Income Benefit Protected Funds riders. These riders, which are covered by U.S. patents, allow variable annuity contract holders access and control during the income distribution phase of their contract. This added flexibility allows the contract holder to access the account value for transfers, additional withdrawals and other service features like portfolio rebalancing. In general, GIB is an optional feature available with i4LIFE® Advantage and a non-optional feature on i4LIFE® Advantage Guaranteed Income Benefit and i4LIFE® Advantage Guaranteed Income Benefit Protected Funds that guarantees regular income payments will not fall below the greater of a minimum income floor set at benefit issue and 75% of the highest income payment on a specified anniversary date (reduced for any subsequent withdrawals). Contract holders under i4LIFE® Advantage Guaranteed Income Benefit are subject to restrictions on the allocation of their account value within the various investment choices. Contract holders under i4LIFE® Advantage Guaranteed Income Benefit Protected Funds are subject to the allocation of their account value to our Managed Risk Strategies fund options and certain fixed-income options.

We also offered the 4LATER® Advantage Protected Funds rider. This rider provides a minimum income base used to determine the GIB floor when a client begins income payments under i4LIFE® Advantage Guaranteed Income Benefit Protected Funds. 4LATER® Advantage Protected Funds rider provides growth during the accumulation phase through both a 5% enhancement to the income base each year a withdrawal is not taken for a specified period of time and an annual step-up of the income base to the current contract value. Contract holders under the 4LATER® Advantage Protected Funds rider are subject to the allocation of their account value to our Protected Strategies fund options and certain fixed-income options.

We also offered the Lincoln SmartSecurity® Advantage one-year benefit, which is a GWB rider that offers the contract holder a guarantee equal to the initial deposit (or contract value, if elected after issue), adjusted for any subsequent purchase payments or withdrawals. Lincoln SmartSecurity® Advantage one-year benefit allows an owner to step up the guarantee amount automatically on the benefit anniversary to the current contract value if the contract value is greater than the guarantee amount at the time of step up. To receive the full amount of the guarantee, annual withdrawals are limited to 5% of the guaranteed amount. Withdrawals will continue until the longer of when the guarantee is equal to zero or for the rest of the owner's life ("single life version") or the life of the owner or owner's spouse ("joint life version") as long as withdrawals begin after attained age 65 and are limited to 5% of the guaranteed amount. Contract holders under Lincoln SmartSecurity® Advantage are subject to restrictions on the allocation of their account value within the various investment choices. Withdrawals in excess of the applicable maximum in any contract year are assessed any applicable surrender charges, and the guaranteed amount is recalculated.

We design and actively manage the features and structure of our guaranteed benefit riders to maintain a competitive suite of products consistent with profitability and risk management goals. To mitigate the increased risks associated with guaranteed benefits, we developed a dynamic hedging program. The customized dynamic hedging program uses equity, interest rate and currency futures positions, interest rate and total return swaps, and equity-based options depending upon the risks underlying the guarantees. For more information on our hedging program, see "Critical

Accounting Policies and Estimates – Derivatives” and “Realized Gain (Loss) and Benefit Ratio Unlocking” in the MD&A. For information regarding risks related to guaranteed benefits, see “Item 1A. Risk Factors – Market Conditions – Changes in the equity markets, interest rates and/or volatility affect the profitability of our products with guaranteed benefits; therefore, such changes may have a material adverse effect on our business and profitability.”

Although we do not have any significant concentration of customers, our American Legacy Variable Annuity (“ALVA”) product is significant to this segment. The ALVA product accounted for 17%, 19% and 22% of our variable annuity product deposits in 2013, 2012 and 2011, respectively, and represented approximately 47 %, 50% and 54% of the segment’s total variable annuity product account values as of December 31, 2013, 2012 and 2011, respectively. In addition, fund choices for certain of our other variable annuity products offered include American Fund Insurance Series<sup>SM</sup> (“AFIS”) funds. AFIS funds accounted for 19%, 21% and 27% of variable annuity product deposits in 2013, 2012 and 2011, respectively, and represented 54%, 58% and 62% of the segment’s total variable annuity product account values as of December 31, 2013, 2012 and 2011, respectively.

### Fixed Annuities

A fixed annuity preserves the principal value of the contract while guaranteeing a minimum interest rate to be credited to the accumulation value. Our fixed annuity product offerings as of December 31, 2013, consisted of traditional fixed-rate and fixed indexed deferred annuities, as well as fixed-rate immediate and deferred income annuities with various payment options, including lifetime incomes.

We offer single and flexible premium fixed deferred annuities. Single premium fixed deferred annuities are contracts that allow only a single premium to be paid. Flexible premium fixed deferred annuities are contracts that allow multiple premium payments on either a scheduled or non-scheduled basis.

Our traditional fixed-rate deferred annuity products include Lincoln ClassicSolution<sup>SM</sup> Fixed Annuity, Lincoln Select<sup>SM</sup>, Lincoln Smart Course<sup>®</sup>, and Lincoln MYGuarantee<sup>SM</sup> Plus Fixed Annuity.

Our fixed indexed deferred annuity products include Lincoln OptiPoint®, Lincoln OptiChoiceSM, Lincoln New Directions® and Prime Income OptimizerSM. Our fixed indexed annuities provide the contract holder with interest crediting potential based on the performance of the Standard & Poor's ("S&P") 500 Index® ("S&P 500"). The indexed interest credit is guaranteed never to be less than zero. Available with certain of our fixed indexed annuities, Lincoln Lifetime IncomeSM Edge provides the contract holder a guaranteed lifetime withdrawal benefit. Withdrawals in excess of the free amount are assessed any applicable surrender charges, and the guaranteed withdrawal amount is recalculated. We use derivatives to hedge the equity market risk associated with our fixed indexed annuity products. For more information on our hedging program, see "Critical Accounting Policies and Estimates – Derivatives" and "Realized Gain (Loss) and Benefit Ratio Unlocking" in the MD&A.

We also offer income annuities, including an immediate income annuity, Lincoln Insured IncomeSM, and a deferred income annuity, Lincoln Deferred Income SolutionsSM Annuity.

Fixed annuity contracts are general account obligations. We bear the investment risk for fixed annuity contracts. To protect from premature withdrawals, we impose surrender charges. Surrender charges are typically applicable during the early years of the annuity contract, with a declining level of surrender charges over time. We expect to earn a spread between what we earn on the underlying general account investments supporting the fixed annuity product line and what we credit to our fixed annuity contract holders' accounts.

#### Distribution

The Annuities segment distributes its individual fixed and variable annuity products through LFD. LFD's distribution channels give the Annuities segment access to its target markets. LFD distributes the segment's products to a large number of financial intermediaries, including LFN. The financial intermediaries include wire/regional firms, independent financial planners, financial institutions and managing general agents.

#### Competition

The annuities market is very competitive and consists of many companies, with no one company dominating the market for all products. The Annuities segment competes with numerous other financial services companies. The main factors upon which entities in this market compete are distribution channel access and the quality of wholesalers, investment performance, cost, product features, speed to market, brand recognition, financial strength ratings, crediting rates and client service.

#### RETIREMENT PLAN SERVICES



## Overview

The Retirement Plan Services segment provides employers with retirement plan products and services, primarily in the defined contribution retirement plan marketplace. While our focus is employer-sponsored defined contribution plans, we also serve the defined benefit plan and individual retirement account (“IRA”) markets. We provide a variety of plan investment vehicles, including individual and group variable annuities, group fixed annuities and mutual fund-based programs. We also offer a broad array of plan services including plan recordkeeping, compliance testing, participant education and other related services.

Defined contribution plans are a popular employee benefit offered by many employers across a wide spectrum of industries and by employers large and small. Retirement Plan Services primarily focuses on the Mid – Large market, which accounted for 51% of this segment’s total assets under management as of December 31, 2013. In addition, Retirement Plan Services focuses on the small market 401(k) business, which accounted for 16% of this segment’s total assets under management as of December 31, 2013.

## Products and Services

The Retirement Plan Services segment currently brings three primary offerings to the employer-sponsored market: LINCOLN DIRECTORS<sup>SM</sup> group variable annuity, LINCOLN ALLIANCE<sup>®</sup> program, and Multi-Fund<sup>®</sup> variable annuity. Retirement Plan Services also provides an IRA product, marketed as Lincoln Next Step<sup>®</sup> IRA.

LINCOLN DIRECTORS<sup>SM</sup> and Multi-Fund<sup>®</sup> products are variable annuities. The LINCOLN ALLIANCE<sup>®</sup> program is mutual fund-based. These offerings primarily cover the 403(b) and 401(k) marketplace. The 403(b) plans are available to employees of educational institutions, not-for-profit healthcare organizations and certain other not-for-profit entities; and 401(k) plans are generally available to employees of for-profit entities. The investment options for our annuities encompass the spectrum of asset classes with varying levels of risk and include both equity and fixed-income.

LINCOLN DIRECTORS<sup>SM</sup> group variable annuity is a 401(k) defined contribution retirement plan solution available to small businesses, typically those with plans having less than \$2 million in account values. The LINCOLN DIRECTORS<sup>SM</sup> product offers participants a broad array of investment options from several fund families and a fixed account. The Retirement Plan Services segment earns revenue through asset charges, investment management fees, surrender charges and recordkeeping fees from this product. We also receive fees from the underlying mutual fund companies for the services we provide, and we earn investment margins on assets in the fixed account.

The LINCOLN ALLIANCE<sup>®</sup> program is a defined contribution retirement plan solution aimed at mid to large employers, typically those that have defined contribution plans with \$2 million or more in account value. The target

market is primarily corporations,

4

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educational institutions, healthcare providers and public sector employers. The program bundles our traditional fixed annuity products with the employer's choice of mutual funds, along with recordkeeping, plan compliance services and customized employee education services. The program allows the use of any mutual fund. We earn fees for our recordkeeping and educational services and the services we provide to plan sponsors and participants. We also earn investment margins on fixed annuities.

Multi-Fund® Variable Annuity is a defined contribution retirement plan solution with full-bundled administrative services and high quality investment choices marketed to small- to mid-sized healthcare, education, governmental and not-for-profit plans. The product can be sold either to the employer through the Multi-Fund® group variable annuity contract or directly to the individual through the Multi-Fund® Select variable annuity contract. We earn mortality and expense charges, investment income on the fixed account and surrender charges from this product. We also receive fees for services that we provide to funds in the underlying separate accounts.

Lincoln Next Step® IRA is a mutual fund IRA available exclusively for terminated and active participants and their spouses in a Lincoln-serviced retirement plan. The product can accept rollovers and transfers from other providers or can be set up as a contributory IRA. The product has no annual account charges and offers an array of mutual fund investment options provided by 20 fund families all offered at net asset value. We earn 12b-1 and service fees on the mutual funds within the product.

#### Distribution

Retirement Plan Services products are primarily distributed in two ways: through our Institutional Retirement Distribution team and by LFD. Wholesalers and managers distribute these products through advisors, consultants, banks, wirehouses, TPAs and individual planners. We expanded the distribution of the segment's products by growing the number of wholesalers and managers as of the end of 2013 to 60 and also by other means including continuing to increase relationship management expertise and growing the number of broker-dealer relationships.

The Multi-Fund® program is sold primarily by affiliated advisors. The LINCOLN ALLIANCE® program is sold primarily through consultants, registered independent advisors, and both affiliated and non-affiliated financial advisors, planners and wirehouses. LINCOLN DIRECTORSM group variable annuity is sold in the small marketplace by intermediaries, including financial advisors, TPAs, planners and wirehouses.

#### Competition

The retirement plan marketplace is very competitive and is comprised of many providers with no one company dominating the market for all products. As stated above, we compete in the small, mid and large markets. We compete with numerous other financial services companies. The main factors upon which entities in this market

compete are distribution channel access and the quality of wholesalers, investment performance, cost, product features, speed to market, brand recognition, financial strength ratings, crediting rates, client service and client compliance and fiduciary services. Beginning in the fourth quarter of 2011 and continuing into 2012, we began to integrate new and certain existing clients on our enhanced recordkeeping platform. We believe the new platform will allow us to compete more effectively in the retirement plan marketplace.

## LIFE INSURANCE

### Overview

The Life Insurance segment focuses on the creation and protection of wealth for its clients by providing life insurance products, including term insurance, a linked-benefit product (which is a UL policy linked with riders that provide for long-term care costs), indexed UL, and both single (including COLI and BOLI) and survivorship versions of UL and VUL products. Some of our products include secondary guarantees, which are discussed more fully below.

Generally, this segment has higher sales during the second half of the year with the fourth quarter being the strongest.

Mortality margins, morbidity margins (for linked-benefit products), investment margins (through spreads or fees), expense margins (expense charges assessed to the contract holder less expenses incurred to manage the business) and surrender fees drive life insurance profits. Mortality margins, morbidity margins, and some expense assessments are a function of the rates priced into the product and level of insurance in force. Insurance in force, in turn, is driven by sales, persistency and mortality experience.

Similar to the annuity product classifications described above, life products can be classified as “fixed” (including indexed) or “variable” contracts. This classification describes whether we or the contract holders bear the investment risk of the assets supporting the policy. This also determines the manner in which we earn investment margin profits from these products, either as investment spreads for fixed products or as asset-based fees charged to variable products.

### Products

We offer four categories of life insurance products consisting of:



## Interest-Sensitive Life Insurance

Interest-sensitive life insurance products provide life insurance with account values that earn rates of return based on company-declared interest rates. Contract holder account values are invested in our general account investment portfolio, so we bear the risk of investment performance.

In a UL contract, contract holders typically have flexibility in the timing and amount of premium payments and the amount of death benefit, provided there is sufficient account value to cover all policy charges for mortality and expenses for the coming period. Under certain contract holder options and market conditions, the death benefit amount may increase or decrease. Premiums received on a UL product, net of expense loads and charges, are added to the contract holder's account value. The client has access to their account value (or a portion thereof), less surrender charges and policy loan payoffs, through contractual liquidity features such as loans, partial withdrawals and full surrenders. Loans and withdrawals reduce the death benefit amount payable and are limited to certain contractual maximums (some of which are required under state law), and interest is charged on all loans. Our UL contracts assess surrender charges against the policies' account values for full or partial surrenders and certain policy changes that occur during the contractual surrender charge period. Depending on the product selected, surrender charge periods can range from 0 to 20 years.

We also offer fixed indexed UL products that function similarly to a traditional UL policy, with the added flexibility of allowing contract holders to have portions of their account values earn credits based on the performance of indexes such as the S&P 500 or the 10-year Treasury yield.

As mentioned previously, we offer survivorship versions of our individual UL products. These products insure two lives with a single policy and pay death benefits upon the second death.

Some of our UL contracts contain secondary guarantees. A UL policy with a secondary guarantee can stay in force, even if the base policy cash value is zero, as long as secondary guarantee requirements have been met. The secondary guarantee requirement is based on the evaluation of a reference value within the policy, calculated in a manner similar to the base policy account value, but using different assumptions as to expense charges, cost of insurance ("COI") charges and credited interest. For most policies, the assumptions for the secondary guarantee requirement are listed in the contract. As long as the contract holder funds the policy to a level that keeps this calculated reference value positive, the death benefit will be guaranteed. The reference value has no actual monetary value to the contract holder; it is only a calculated value used to determine whether or not the policy will lapse should the base policy cash value be less than zero. For some policies, the secondary guarantee is met as long as a minimum premium requirement is met.

Our secondary guarantee benefits maintain the flexibility of a traditional UL policy, which allows a contract holder to take loans or withdrawals. Although loans and withdrawals are likely to shorten the time period of the guaranteed death benefit, the guarantee is not automatically or completely forfeited. The length of the guarantee may be

increased at any time through additional excess premium deposits.

## VUL

VUL products are UL products that provide a return on account values linked to an underlying investment portfolio of variable funds offered through the product. The value of the contract holder's account varies with the performance of the variable funds chosen by the contract holder. As the return on the investment portfolio increases or decreases, the account value of the VUL policy will increase or decrease. As with fixed UL products, contract holders have access, within contractual maximums, to account values through loans, withdrawals and surrenders. Surrender charges are assessed during the surrender charge period, ranging from 0 to 20 years depending on the product.

In addition, VUL products offer a fixed account option that is managed by us. Investment risk is borne by the customer on all but the fixed account option.

We also offer survivorship versions of our individual VUL products. These products insure two lives with a single policy and pay death benefits upon the second death. Some of our VUL products include secondary guarantees. Our COLI products are also VUL-type products.

## Linked-Benefit Life Products

Linked-benefit life products combine UL or VUL with long-term care or critical illness insurance through the use of riders. One type of rider allows the contract holder to accelerate death benefits on a tax-free basis in the event of a qualified long-term care need or critical illness condition. Another rider extends the long-term care insurance benefits for an additional period of time if the death benefit is fully accelerated. Certain policies also provide a reduced death benefit to the contract holder's beneficiary if the contract holder accelerates the death benefit as long-term care benefits during his or her life.

## Term Life Insurance

Term life insurance provides a fixed death benefit for a scheduled period of time. It usually does not offer cash values. Scheduled policy premiums are required to be paid at least annually.





## Distribution

The Life Insurance segment's products are sold through LFD. LFD provides the Life Insurance segment with access to financial intermediaries in the following primary distribution channels: wire/regional firms; independent planner firms (including LFN); financial institutions; and managing general agents/independent marketing organizations. LFD distributes COLI and BOLI products and services to small- to mid-sized banks and mid- to large-sized corporations, primarily through 14 intermediaries who specialize in one or both of these markets and who are serviced through a network of internal and external LFD sales professionals.

## Competition

The life insurance industry is very competitive and consists of many companies with no one company dominating the market for all products. As of the end of 2012, the latest year for which data is available, there were 868 life insurance companies in the U.S. and U.S. territories, according to the American Council of Life Insurers.

The Life Insurance segment primarily targets the affluent to high net worth markets, defined as households with at least \$1 million of financial assets. For those individual policies we sold in 2013, the average face amount (excluding MoneyGuard® products) was approximately \$1 million and average first year premiums paid were approximately \$20,000. The Life Insurance segment competes primarily on product design and customer service. With respect to customer service, management tracks the speed, accuracy and responsiveness of service to customers' calls and transaction requests. Further, management tracks the turnaround time and quality for various client services such as processing of applications. Additional competitive factors relevant to the Life Insurance segment include product breadth, speed to market, underwriting and risk management, financial strength ratings and extent of distribution network.

## Underwriting

In the context of life insurance, underwriting is the process of evaluating medical and non-medical information about an individual and determining the effect these factors statistically have on mortality. This process of evaluation is often referred to as risk classification. Of course, no one can accurately predict how long any individual will live, but certain risk factors can affect life expectancy and are evaluated during the underwriting process.

## Claims Administration

Claims services are handled in-house, and claims examiners are assigned to each claim notification based on coverage amount, type of claim and the experience of the examiner. Claims meeting certain criteria are referred to senior claims examiners. A formal quality assurance program is carried out to ensure the consistency and effectiveness of claims examining activities. A network of in-house legal counsel, compliance officers, medical personnel and an anti-fraud investigative unit also support claims examiners. A special team of claims examiners, in conjunction with claims management, focus on more complex claims matters such as long-term care claims, claims incurred during the contestable period, beneficiary disputes, litigated claims and the few invalid claims that are encountered.

## GROUP PROTECTION

### Overview

The Group Protection segment offers group non-medical insurance products, principally term life, disability and dental, to the employer marketplace through various forms of employee-paid and employer-paid plans. Most of the segment's group contracts are sold to employers with fewer than 500 employees. For additional information on our employee-paid and employer-paid business, see "Results of Group Protection – Income (Loss) from Operations" in the MD&A.

### Products

#### Group Term Life Insurance

We offer employer-sponsored group term life insurance products including basic, optional and voluntary term life insurance to employees and their dependents. Additional benefits may be provided in the event of a covered individual's accidental death or dismemberment.

#### Universal Life Insurance

We offer employer-sponsored universal life insurance for employees and their covered dependents. The universal life product is purchased on an employee paid basis and includes a secondary guarantee feature that allows the policy to stay in force even if the base policy cash value is zero, as long as secondary guarantee requirements have been met.

#### Group Disability Insurance

We offer short- and long-term employer-sponsored group disability insurance, which protects an employee against loss of wages due to illness or injury. Short-term disability generally provides benefits for up to 26 weeks following a short waiting period, ranging from 1 to 30 days. Long-term disability provides benefits following a longer waiting period, usually between 30 and 180 days and provides benefits for a longer period, at least 2 years and typically extending to normal (Social Security) retirement age.

7

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## Group Dental

We offer a variety of employer-sponsored group dental insurance plans, which cover a portion of the cost of eligible dental procedures for employees and their dependents. Products offered include indemnity coverage, which does not distinguish benefits based on a dental provider's participation in a network arrangement, and a Preferred Provider Organization ("PPO") product that does reflect the dental provider's participation in the PPO network arrangement, including agreement with network fee schedules.

## Group Vision

We offer comprehensive employer-sponsored fully-insured vision plans with a wide range of benefits for protecting covered members' sight and vision health. All plans provide access to a national network of providers, with in- and out-of-network benefits.

## Accident Insurance

We offer employer-sponsored group accident insurance products for employees and their covered dependents. This product is predominantly purchased on an employee-paid basis. Accident insurance provides scheduled benefits for over 30 types of benefit triggers related to accidental causes, and it is available for non-occupational accidents exclusively or on a 24-hour coverage basis.

## Critical Illness Insurance

We offer employer-sponsored group critical illness insurance to employees and their covered dependents. This product is predominantly purchased on an employee-paid basis. The coverage provides for lump sum payouts upon the occurrence of one of the specified critical illness benefit triggers covered within a critical illness insurance policy. This product also includes Lincoln CareCompass<sup>SM</sup>, a package of benefits and services that assists employees and their family members in prevention, early detection and treatment of critical illness events.

## Group Medical

We manage employer-sponsored benefits designed to supplement a company's major medical plan by reimbursing executives and eligible dependents for health care expenses not covered by the basic plan. Along with medical

expense reimbursement, certain plans include Accidental Death and Dismemberment coverage, health care assistance and TravelConnectSM travel assistance services.

### Distribution

The segment's products are marketed primarily through a national distribution system, including approximately 190 managers and marketing representatives. The managers and marketing representatives develop business through employee benefit brokers, TPAs and other employee benefit firms that work with employers to provide access to our products.

### Competition

The group protection marketplace is very competitive. Principal competitive factors include particular product features, price, quality of customer service and claims management, technological capabilities and financial strength ratings. In this market, the Group Protection segment competes with a limited number of major companies and selected other companies that focus on these products.

### Underwriting

The Group Protection segment's underwriters evaluate the risk characteristics of each employee group. Generally, the relevant characteristics evaluated include employee census information (such as age, gender, income and occupation), employer industry classification, geographic location, benefit design elements and other factors. The segment employs detailed underwriting policies, guidelines and procedures designed to assist the underwriter to properly assess and quantify risks. The segment uses technology to efficiently review, price and issue smaller cases, utilizing its underwriting staff on larger, more complex cases. Individual underwriting techniques (including evaluation of individual medical history information) may be used on certain covered individuals selecting larger benefit amounts. For voluntary and other forms of employee paid coverages, minimum participation requirements are used to obtain a better spread of risk and minimize the risk of anti-selection.

### Claims Administration

Claims for the Group Protection segment are managed by in-house claim specialists and outsourced third-party resources. Claims are evaluated for eligibility and payment of benefits pursuant to the group insurance contract and in compliance with federal and state regulations. Prompt decisions, accurate benefit payment and fair claims handling are paramount to customer satisfaction with claim services. Disability claims management is especially important to

segment results, as results depend on both the incidence and the length of approved disability claims. The segment employs a variety of clinical experts, including internal and external medical professionals and rehabilitation specialists, to evaluate medically supported functional capabilities, assess employability and develop return to work plans. Dental claims management focuses on assisting plan administrators and members with the rising costs of insurance by utilizing tools to optimize dental claims payment accuracy through advanced claims review and validation, improved data analysis, enhanced clinical review of claims and provider utilization monitoring.

8

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## OTHER OPERATIONS

Other Operations includes the financial data for operations that are not directly related to the business segments. Other Operations includes investments related to the excess capital in our insurance subsidiaries; investments in media properties and other corporate investments; benefit plan net liability; the unamortized deferred gain on indemnity reinsurance related to the sale of reinsurance to Swiss Re Life & Health America, Inc. (“Swiss Re”) in 2001; the results of certain disability income business; our run-off Institutional Pension business in the form of group annuity and insured funding-type of contracts; and debt.

## REINSURANCE

We follow the industry practice of reinsuring a portion of our life insurance and annuity risks with unaffiliated reinsurers. In a reinsurance transaction, a reinsurer agrees to indemnify another insurer for part or all of its liability under a policy or policies it has issued for an agreed upon premium. We use reinsurance to protect our insurance subsidiaries against the severity of losses on individual claims and unusually serious occurrences in which a number of claims produce an aggregate extraordinary loss. Although reinsurance does not discharge the insurance subsidiaries from their primary liabilities to their contract holders for losses insured under the insurance policies, it does make the assuming reinsurer liable to the insurance subsidiaries for the reinsured portion of the risk. Because we bear the risk of nonpayment by one or more of our reinsurers, we primarily cede reinsurance to well-capitalized, highly rated reinsurers.

We reinsure 26% to 33% of the mortality risk on newly issued non-term life insurance contracts and 23% to 27% of total mortality risk including term insurance contracts. As of December 31, 2013, our policy for this program was to retain no more than \$20 million on a single insured life issued on fixed, VUL and term life insurance contracts.

Portions of our deferred annuity business have been reinsured on a modified coinsurance (“Modco”) basis with other companies to limit our exposure to interest rate risks. In a Modco program, the reinsurer shares proportionally in all financial terms of the reinsured policies (i.e., premiums, expenses, claims, etc.) based on their respective quota share of the risk.

In addition, we acquire other reinsurance to cover products other than as discussed above with retentions and limits that management believes are appropriate for the circumstances.

We obtain reinsurance from a diverse group of reinsurers, and we monitor concentration and financial strength ratings of our principal reinsurers. Swiss Re represents our largest reinsurance exposure. The amounts recoverable from reinsurers were \$6.0 billion and \$6.4 billion as of December 31, 2013 and 2012, respectively, of which \$2.6 billion and \$2.8 billion were recoverable from Swiss Re related to the sale of our reinsurance business to Swiss Re for the

respective periods.

We also utilize inter-company reinsurance agreements to manage our statutory capital position as well as our hedge program for variable annuity guarantees. These inter-company agreements do not have an effect on our consolidated financial statements.

For more information regarding reinsurance, see “Reinsurance” in the MD&A and Note 9. For risks involving reinsurance, see “Item 1A. Risk Factors – Operational Matters – We face risks of non-collectibility of reinsurance and increased reinsurance rates, which could materially affect our results of operations.”

## RESERVES

The applicable insurance laws under which insurance companies operate require that they report, as liabilities, policy reserves to meet future obligations on their outstanding policies. These reserves are the amounts that, with the additional premiums to be received and interest thereon compounded annually at certain assumed rates, are calculated to be sufficient to meet the various policy and contract obligations as they mature. These laws specify that the reserves shall not be less than reserves calculated using certain specified mortality and morbidity tables, interest rates and methods of valuation.

For more information on reserves, see “Critical Accounting Policies and Estimates – Derivatives” and “Critical Accounting Policies and Estimates – Future Contract Benefits and Other Contract Holder Obligations” in the MD&A.

See “Regulatory” below for information on permitted practices and proposed regulations that may impact the amount of statutory reserves necessary to support our current insurance liabilities.

For risks related to reserves, see “Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals.”

## INVESTMENTS

An important component of our financial results is the return on invested assets. Our investment strategy is to balance the need for current income with prudent risk management, with an emphasis on generating sufficient current income



to meet our obligations. This approach requires the evaluation of risk and expected return of each asset class utilized, while still meeting our income objectives. This approach also permits us to be more effective in our asset-liability management because decisions can be made based upon both the economic and current investment income considerations affecting assets and liabilities. Investments by our insurance subsidiaries must comply with the insurance laws and regulations of the states of domicile.

Derivatives are used primarily for hedging purposes and, to a lesser extent, income generation. Hedging strategies are employed for a number of reasons including, but not limited to, hedging certain portions of our exposure to changes in our GDB, GWB and GIB liabilities, interest rate fluctuations, the widening of bond yield spreads over comparable maturity U.S. government obligations and credit, foreign exchange and equity risks. Income generation strategies include credit default swaps through replication synthetic asset transactions. These derivatives synthetically create exposure in the general account to corporate debt, similar to investing in the credit markets.

For additional information on our investments, including carrying values by category, quality ratings and net investment income, see “Consolidated Investments” in the MD&A, as well as Notes 1 and 5.

## FINANCIAL STRENGTH RATINGS

The Nationally Recognized Statistical Ratings Organizations rate the financial strength of our principal insurance subsidiaries.

Rating agencies rate insurance companies based on financial strength and the ability to pay claims, factors more relevant to contract holders than investors. We believe that the ratings assigned by nationally recognized, independent rating agencies are material to our operations. There may be other rating agencies that also rate our insurance companies, which we do not disclose in our reports.

### Insurer Financial Strength Ratings

The insurer financial strength rating scales of A.M. Best, Fitch Ratings (“Fitch”), Moody’s Investors Service (“Moody’s”) and S&P are characterized as follows:

- A.M. Best – A++ to S
- Fitch – AAA to C
- Moody’s – Aaa to C
- S&P – AAA to D

As of February 21, 2014, the financial strength ratings of our principal insurance subsidiaries, as published by the principal rating agencies that rate our securities, or us, were as follows:

	A.M. Best	Fitch	Moody's	S&P
Insurer Financial Strength Ratings				
LNL	A+ (2nd of 16)	A+ (5th of 19)	A1 (5th of 21)	AA- (4th of 22)
Lincoln Life & Annuity Company of New York ("LLANY")	A+ (2nd of 16)	A+ (5th of 19)	A1 (5th of 21)	AA- (4th of 22)
First Penn-Pacific Life Insurance Company ("FPP")	A (3rd of 16)	A+ (5th of 19)	A1 (5th of 21)	A- (7th of 22)

A downgrade of the financial strength rating of one of our principal insurance subsidiaries could affect our competitive position in the insurance industry and make it more difficult for us to market our products, as potential customers may select companies with higher financial strength ratings. Ratings are not recommendations to buy our securities.

All ratings are on outlook stable. All of our ratings are subject to revision or withdrawal at any time by the rating agencies, and therefore, no assurance can be given that our principal insurance subsidiaries can maintain these ratings. Each rating should be evaluated independently of any other rating.

## REGULATORY

### Insurance Regulation

Our insurance subsidiaries, like other insurance companies, are subject to regulation and supervision by the states, territories and countries in which they are licensed to do business. The extent of such regulation varies, but generally has its source in statutes that delegate regulatory, supervisory and administrative authority to supervisory agencies. In the U.S., this power is vested in state insurance departments.

In supervising and regulating insurance companies, state insurance departments, charged primarily with protecting contract holders and the public rather than investors, enjoy broad authority and discretion in applying applicable insurance laws and regulation for that purpose. Our principal insurance subsidiaries, LNL, LLANY and FPP, are domiciled in the states of Indiana, New York and Indiana, respectively.

The insurance departments of the domiciliary states exercise principal regulatory jurisdiction over our insurance subsidiaries. The extent of regulation by the states varies, but in general, most jurisdictions have laws and regulations governing standards of solvency, adequacy of reserves, reinsurance, capital adequacy, licensing of companies and agents to transact business, prescribing and approving policy forms, regulating premium rates for some lines of business, prescribing the form and content of financial statements and reports, regulating the type and amount of investments permitted and standards of business conduct. Insurance company regulation is discussed further under “Insurance Holding Company Regulation” and “Restrictions on Subsidiaries’ Dividends and Other Payments.”

As part of their regulatory oversight process, state insurance departments conduct periodic, generally once every three to five years, examinations of the books, records, accounts, and business practices of insurers domiciled in their states. During the three-year period ended December 31, 2013, we have not received any material adverse findings resulting from state insurance department examinations of our insurance subsidiaries conducted during this period.

State insurance laws and regulations require our U.S. insurance companies to file financial statements with state insurance departments everywhere they do business, and the operations of our U.S. insurance companies and accounts are subject to examination by those departments at any time. Our U.S. insurance companies prepare statutory financial statements in accordance with accounting practices and procedures prescribed or permitted by these departments. The National Association of Insurance Commissioners (“NAIC”) has approved a series of statutory accounting principles that have been adopted, in some cases with minor modifications, by virtually all state insurance departments. Changes in these statutory accounting principles can significantly affect our capital and surplus. On September 12, 2012, the NAIC adopted revisions to Actuarial Guideline 38 (“AG38”). Effective as of December 31, 2012, reserves on in-force business written between July 1, 2005, and December 31, 2012, are subject to a new minimum floor calculation. This floor calculation is based on assumptions that are generally consistent with the principles-based reserving framework developed by the NAIC. Reserves on new business written after December 31, 2012, are calculated using a modified formulaic approach that generally results in higher reserves. During the third quarter of 2013, the New York Department of Financial Services (“NYDFS”) announced that it would not recognize the NAIC revisions in its application of Regulation 147, which is the New York law governing the reserves to be held for UL and VUL products containing secondary guarantees, as previously announced. The change, effective as of December 31, 2013, impacts New York-domiciled companies, including our insurance subsidiary, LLANY, notwithstanding that LLANY discontinued the sale of these products in early 2013. We expect to phase in the increase in reserves over five years beginning with 2013. As such, we increased reserves by \$90 million as of December 31, 2013. The additional increase in reserves over the next four years is subject to on-going discussions with the NYDFS. However, we do not expect the amount for each of the remaining years to exceed \$90 million per year. We do not expect the total reserve increase to have a material adverse effect on our financial condition. See “Item 1A. Risk Factors – Legislative, Regulatory and Tax – Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline 38 may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations.”

Currently, insurance companies are using a variety of captive reinsurance structures to support their respective businesses. The NAIC through its various committees, task forces, and working groups has been studying the use of captives and special purpose vehicles to transfer insurance risk and has been evaluating the adequacy of existing NAIC model laws and regulations applicable to captives. Although the NAIC has not completed its study, we believe that, ultimately, it will allow the continued use of captives, although certain types of captive structures may be limited or prohibited or the benefits of certain captive structures reduced. We also believe that existing captive structures, which have been approved by the insurance departments of both the ceding company’s and the captive’s states of

domicile, are not likely to be affected in any material way by the NAIC's final actions.

For more information on statutory reserving and our use of captive reinsurance structures, see "Review of Consolidated Financial Condition – Liquidity and Capital Resources" in the MD&A.

#### Insurance Holding Company Regulation

LNC and its primary insurance subsidiaries are subject to regulation pursuant to the insurance holding company laws of the states of Indiana and New York. These insurance holding company laws generally require an insurance holding company and insurers that are members of such insurance holding company's system to register with the insurance department authorities, to file with it certain reports disclosing information, including their capital structure, ownership, management, financial condition, and certain inter-company transactions, including material transfers of assets and inter-company business agreements and to report material changes in that information. These laws also require that inter-company transactions be fair and reasonable and, under certain circumstances, prior approval of the insurance departments must be received before entering into an inter-company transaction. Further, these laws require that an insurer's contract holders' surplus following any dividends or distributions to shareholder affiliates is reasonable in relation to the insurer's outstanding liabilities and adequate for its financial needs.

In general, under state holding company regulations, no person may acquire, directly or indirectly, a controlling interest in our capital stock unless such person, corporation or other entity has obtained prior approval from the applicable insurance commissioner for such acquisition of control. Pursuant to such laws, in general, any person acquiring, controlling or holding the power to vote, directly or indirectly, 10% or more of the voting securities of an insurance company, is presumed to have "control" of such company. This presumption may be rebutted by a showing that control does not exist in fact. The insurance commissioner, however, may find that "control" exists in circumstances in which a person owns or controls a smaller amount of voting securities. To obtain approval from the insurance commissioner of any acquisition of control of an insurance company, the proposed acquirer must file with the applicable commissioner an application containing information regarding: the identity and background of the acquirer and its affiliates; the nature, source and amount of funds to be used to carry out the acquisition; the financial statements of the acquirer and its affiliates; any potential

plans for disposition of the securities or business of the insurer; the number and type of securities to be acquired; any contracts with respect to the securities to be acquired; any agreements with broker-dealers; and other matters.

Other jurisdictions in which our insurance subsidiaries are licensed to transact business may have similar or additional requirements for prior approval of any acquisition of control of an insurance or reinsurance company licensed or authorized to transact business in those jurisdictions. Additional requirements in those jurisdictions may include re-licensing or subsequent approval for renewal of existing licenses upon an acquisition of control. As further described below, laws that govern the holding company structure also govern payment of dividends to us by our insurance subsidiaries.

#### Restrictions on Subsidiaries' Dividends and Other Payments

We are a holding company that transacts substantially all of our business directly and indirectly through subsidiaries. Our primary assets are the stock of our operating subsidiaries. Our ability to meet our obligations on our outstanding debt and to pay dividends and our general and administrative expenses depends on the surplus and earnings of our subsidiaries and the ability of our subsidiaries to pay dividends or to advance or repay funds to us.

Our insurance subsidiaries are subject to certain insurance department regulatory restrictions as to the transfer of funds and payment of dividends to the holding company. Under Indiana laws and regulations, our Indiana insurance subsidiaries, including our primary insurance subsidiary, LNL, may pay dividends to LNC without prior approval of the Indiana Insurance Commissioner (the "Commissioner"), only from unassigned surplus or must receive prior approval of the Commissioner to pay a dividend if such dividend, along with all other dividends paid within the preceding 12 consecutive months, would exceed the statutory limitation. The current statutory limitation is the greater of 10% of the insurer's contract holders' surplus, as shown on its last annual statement on file with the Commissioner or the insurer's statutory net gain from operations for the previous 12 months, but in no event to exceed statutory unassigned surplus. Indiana law gives the Commissioner broad discretion to disapprove requests for dividends in excess of these limits. LNL's subsidiary, LLANY, a New York-domiciled insurance company, has similar restrictions, except that in New York it is the lesser of 10% of surplus to contract holders as of the immediately preceding calendar year or net gain from operations for the immediately preceding calendar year, not including realized capital gains.

Indiana law also provides that following the payment of any dividend, the insurer's contract holders' surplus must be reasonable in relation to its outstanding liabilities and adequate for its financial needs, and permits the Commissioner to bring an action to rescind a dividend that violates these standards. In the event the Commissioner determines that the contract holders' surplus of one subsidiary is inadequate, the Commissioner could use his or her broad discretionary authority to seek to require us to apply payments received from another subsidiary for the benefit of that insurance subsidiary. For information regarding dividends paid to us during 2013 from our insurance subsidiaries, see "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow" in the MD&A.

## Risk-Based Capital (“RBC”)

The NAIC has adopted RBC requirements for life insurance companies to evaluate the adequacy of statutory capital and surplus in relation to investment and insurance risks. The requirements provide a means of measuring the minimum amount of statutory surplus appropriate for an insurance company to support its overall business operations based on its size and risk profile. There are five major risks involved in determining the requirements:

Category	Name	Description
Asset risk – affiliates	C-0	Risk of assets' default for certain affiliated investments
Asset risk – others	C-1	Risk of assets' default of principal and interest or fluctuation in fair value Risk of underestimating liabilities from business already written or inadequately
Insurance risk	C-2	pricing business to be written in the future
Interest rate risk, health credit risk and market risk	C-3	Risk of losses due to changes in interest rate levels, risk that health benefits prepaid to providers become the obligation of the health insurer once again and risk of loss due to changes in market levels associated with variable products with guarantees
Business risk	C-4	Risk of general business

A company’s risk-based statutory surplus is calculated by applying factors and performing calculations relating to various asset, premium, claim, expense and reserve items. Regulators can then measure adequacy of a company’s statutory surplus by comparing it to the RBC determined by the formula. Under RBC requirements, regulatory compliance is determined by the ratio of a company’s total adjusted capital, as defined by the NAIC, to its company action level of RBC (known as the RBC ratio), also as defined by the NAIC. Accordingly, factors that have an impact on the total adjusted capital of our insurance subsidiaries, such as the permitted practices discussed above, will also affect their RBC levels.

Four levels of regulatory attention may be triggered if the RBC ratio is insufficient:

- “Company action level” – If the RBC ratio is between 75% and 100%, then the insurer must submit a plan to the regulator detailing corrective action it proposes to undertake;

- “Regulatory action level” – If the RBC ratio is between 50% and 75%, then the insurer must submit a plan, but a regulator may also issue a corrective order requiring the insurer to comply within a specified period;
- “Authorized control level” – If the RBC ratio is between 35% and 50%, then the regulatory response is the same as at the “Regulatory action level,” but in addition, the regulator may take action to rehabilitate or liquidate the insurer; and
- “Mandatory control level” – If the RBC ratio is less than 35%, then the regulator must rehabilitate or liquidate the insurer.

As of December 31, 2013, the RBC ratios of LNL, LLANY and FPP reported to their respective states of domicile and the NAIC all exceeded the “company action level.” We believe that we will be able to maintain the RBC ratios of our insurance subsidiaries in excess of “company action level” through prudent underwriting, claims handling, investing and capital management. However, no assurances can be given that developments affecting the insurance subsidiaries, many of which could be outside of our control, will not cause the RBC ratios to fall below our targeted levels. These developments may include, but may not be limited to: changes to the manner in which the RBC ratio is calculated; new regulatory requirements for calculating reserves, such as principles-based reserving; economic conditions leading to higher levels of impairments of securities in our insurance subsidiaries’ general accounts; and an inability to finance life reserves including the issuing of letters of credit supporting captive reinsurance structures.

See “Item 1A. Risk Factors – Liquidity and Capital Position – A decrease in the capital and surplus of our insurance subsidiaries may result in a downgrade to our credit and insurer financial strength ratings.”

#### Privacy Regulations

In the course of our business, we collect and maintain personal data from our customers including personally identifiable non-public financial and health information, which subjects us to regulation under federal and state privacy laws. These laws require that we institute certain policies and procedures in our business to safeguard this information from improper use or disclosure. While we employ a robust and tested information security program, if the federal or state regulators establish further regulations for addressing customer privacy, we may need to amend our policies and adapt our internal procedures.

#### Federal Initiatives

The U.S. federal government does not directly regulate the insurance industry; however, federal initiatives from time to time can impact the insurance industry.

#### Financial Reform Legislation



The Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”) was signed by the President in July 2010. This wide-ranging legislation requires substantial reform of the financial services industry and financial products. A number of final rules have been adopted, but the rulemaking process remains incomplete. Consequently, we remain unable to predict at this time the manner and the extent to which financial markets in general, or our business, financial condition and results of operations, may be affected following its full implementation.

For instance, the Dodd-Frank Act mandates a new regulatory framework for derivatives transactions, which we use to mitigate many types of risk in our business. The new regulations require clearing and centralized execution for many derivatives transactions that have historically been conducted over-the-counter. In mid-2013, we began clearing swaps subject to a clearing mandate without significant consequences to our business. However, the use of centralized execution facilities for cleared swaps poses additional challenges, the full extent of which remains unclear as the implementation of this aspect of the rulemaking moves forward. New margin requirements for cleared and uncleared transactions are expected to require the posting of higher margin levels for our derivatives activities and also may narrowly restrict the range of eligible collateral. This may require us to hold more of our assets in cash and invested cash that generate lower yields than other investments. The new regulations may reduce the level of risk exposure we have to our derivatives counterparties (currently managed by holding collateral), but will increase our exposure to central clearinghouses and clearing members with which we transact. The standardization of derivatives products for clearing may make customized products unavailable or uneconomical, potentially decreasing the effectiveness of some of our hedging activities. As implementation of the new regulatory framework continues, the risks of market disruption cannot be eliminated, and the attendant consequences cannot be determined. In the face of this continuing uncertainty, it is premature to determine the extent to which our derivatives costs and strategies may change and the extent to which those changes may affect the range or pricing of our products.

Another area of continuing concern related to the Dodd-Frank Act is the possible impact of the Volcker Rule on non-bank financial market participants. The rule was approved by federal regulators in December 2013, and implementation will continue through mid-2015. Although the final rule appears to preserve legitimate market-making activities by banks, the ultimate impact of the Volcker Rule on market liquidity and any resulting detriment to long-term investors, such as insurance companies, cannot be predicted at this time.

In addition, the Dodd-Frank Act requires new regulations governing broker-dealers and investment advisers. In particular, the fiduciary standard rulemaking could potentially have broad implications for how our products are designed and sold in the future. In January 2011, the U.S. Securities and Exchange Commission (“SEC”) released a study on the obligations and standards of conduct of financial professionals, as required under the Dodd-Frank Act. The SEC staff recommended establishing a uniform fiduciary standard for investment advisers and broker-dealers when providing investment advice about securities, including guidance for principal trading and definitions of the duties of loyalty and care owed to retail customers that would be consistent with the standard that currently applies to investment advisers. A more uniform fiduciary standard could potentially affect our business in areas including, but not limited to:

design and availability of proprietary products; commission-based compensation arrangements; advertising and other communications; use of finders or solicitors of clients (i.e., business contacts who provide referrals); and continuing education requirements for advisors.

Additional provisions of the Dodd-Frank Act include, among other things, the creation of a new Consumer Financial Protection Bureau to protect consumers of certain financial products; and changes to certain corporate governance rules. The SEC has postponed rule making on a number of these provisions through 2014. In December 2013, the new Federal Insurance Office established under Dodd-Frank issued a wide-ranging report on the state of insurance regulation in the U.S., together with a series of recommendations on ways to monitor and improve the regulatory environment. The ultimate impact of these recommendations on our business is undeterminable at this time.

#### Department of Labor Regulation

In October 2010, the U.S. Department of Labor (“DOL”) issued a proposed regulation that would, if finalized in current form, substantially expand the range of activities that would be considered to be fiduciary investment advice under the Employee Retirement Income Security Act of 1974 (“ERISA”) and the Internal Revenue Code. If finalized as proposed, the investment-related information and support that our advisors and employees could provide to plan sponsors, participants and IRA holders on a non-fiduciary basis could be substantially limited beyond what is allowed under current law. This could have a material impact on the level and type of services we can provide as well as the nature and amount of compensation and fees we and our advisors and employees may receive for investment-related services. This proposal has generated substantial public comment and as a result, it is likely that any final regulation will be different from the proposal. On September 19, 2011, the DOL announced that it would re-propose the regulation in 2012. This re-proposal has been delayed, and it is currently expected that the re-proposal will not be issued before August 2014. The exact nature of any re-proposed regulation, the extent of any substantive changes from the originally proposed regulation and any potential effect on our businesses is undeterminable as this time.

#### Federal Tax Legislation

In May 2003, the Jobs and Growth Tax Relief Reconciliation Act of 2003 (“JGTRRA”) was enacted. Individual taxpayers are the principal beneficiaries of JGTRRA, which accelerated certain of the income tax rate reductions enacted originally under the Economic Growth and Tax Relief Reconciliation Act of 2001 (“EGTRRA”), as well as reduced the long-term capital gains and dividend tax rates to 15%. On May 17, 2006, the Tax Increase Prevention and Reconciliation Act of 2006 (“TIPRA”) was signed into law. TIPRA extended the lower capital gains and dividends rates through the end of 2010. EGTRRA also included provisions that eliminated the estate tax for a single year in 2010, while also replacing the step-up in basis rule applicable to property held in a decedent’s estate with a modified carryover basis rule. The Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 extended for two years through 2012 all of the lower individual tax rates and set the estate tax rate at 35% with a personal exemption of \$5 million. The American Taxpayer Relief Act, signed into law on January 2, 2013, made permanent changes to the estate tax and income tax rates. The higher marginal tax rates on certain individuals could have a positive impact upon the sale of insurance and annuity products.

The Obama Administration is expected to submit to Congress its fiscal year 2015 budget proposal in early 2014. If the proposal for 2015 follows previous budget proposals from the Obama Administration, it may include policy and tax recommendations that could have an effect on our Company and our products. Included among the various proposed policy recommendations could be modifications to the dividends-received deduction for life insurance company separate accounts. If these proposed changes were enacted into law or, if applicable, changed administratively through the tax regulation process, they could have an adverse effect upon the Company's profitability. The budget could also propose changes to the tax laws that would affect purchasers of products offered and sold through our various business lines, including such items as expanding the pro-rata interest expense disallowance for COLI, the creation of an auto-enrollment IRA program for small employers and encouraging increased use of qualified plans through tax credits to defray start-up costs. Some of these changes, should they become law, would have the potential to improve the attractiveness of our products to consumers and enhance our sales. Other provisions could have the opposite effect. The submission of the Administration's budget to Congress begins the Congressional Budget process. Any changes to the tax law will require legislation, which may or may not incorporate provisions found in the budget proposal, to move through both houses of Congress before being signed into law by the President.

Additionally, the uncertainty of federal funding and the future of the Social Security Disability Insurance ("SSDI") program can have a substantial impact on the entire group benefit market. The SSDI program is currently projected to become insolvent by 2016 without federal budget changes. SSDI benefits are a direct offset to the cost of group disability benefits. Changes to SSDI eligibility requirements and benefit allowances could potentially increase the cost of group disability benefits.

#### Health Care Reform Legislation

In March 2010, the President signed into law the Patient Protection and Affordable Care Act, which was subsequently amended by the Health Care and Education Reconciliation Act. This legislation, as well as subsequent state and federal laws and regulations, includes provisions that provide for additional taxes to help finance the cost of these reforms and substantive changes and additions to health care and related laws, which could potentially impact some of our lines of businesses.

#### Patriot Act

The USA PATRIOT Act of 2001 includes anti-money laundering and financial transparency laws as well as various regulations applicable to broker-dealers and other financial services companies, including insurance companies. Financial institutions are required to collect

information regarding the identity of their customers, watch for and report suspicious transactions, respond to requests for information by regulatory authorities and law enforcement agencies, and share information with other financial institutions. As a result, we are required to maintain certain internal compliance practices, procedures and controls.

#### ERISA Considerations

ERISA is a comprehensive federal statute that applies to U.S. employee benefit plans sponsored by private employers and labor unions. Plans subject to ERISA include pension and profit sharing plans and welfare plans, including health, life and disability plans. ERISA provisions include reporting and disclosure rules, standards of conduct that apply to plan fiduciaries and prohibitions on transactions known as “prohibited transactions,” such as conflict-of-interest transactions and certain transactions between a benefit plan and a party in interest. ERISA also provides for a scheme of civil and criminal penalties and enforcement. Our insurance, asset management, plan administrative services and other businesses provide services to employee benefit plans subject to ERISA, including services where we may act as an ERISA fiduciary. In addition to ERISA regulation of businesses providing products and services to ERISA plans, we become subject to ERISA’s prohibited transaction rules for transactions with those plans, which may affect our ability to enter transactions, or the terms on which transactions may be entered, with those plans, even in businesses unrelated to those giving rise to party in interest status.

#### Broker-Dealer and Securities Regulation

In addition to being registered under the Securities Act of 1933, some of our separate accounts as well as mutual funds that we sponsor are registered as investment companies under the Investment Company Act of 1940, and the shares of certain of these entities are qualified for sale in some or all states and the District of Columbia. We also have several subsidiaries that are registered as broker-dealers under the Securities Exchange Act of 1934, as amended (“Exchange Act”) and are subject to federal and state regulation, including, but not limited to, the Financial Industry Regulation Authority’s (“FINRA”) net capital rules. In addition, we have several subsidiaries that are investment advisors registered under the Investment Advisers Act of 1940. Agents and employees registered or associated with any of our broker-dealer subsidiaries are subject to the Exchange Act and to examination requirements and regulation by the SEC, FINRA and state securities commissioners. Regulation also extends to various LNC entities that employ or control those individuals. The SEC and other governmental agencies and self-regulatory organizations, as well as state securities commissions in the U.S., have the power to conduct administrative proceedings that can result in censure, fines, the issuance of cease-and-desist orders or suspension and termination or limitation of the activities of the regulated entity or its employees.

#### Environmental Considerations

Federal, state and local environmental laws and regulations apply to our ownership and operation of real property. Inherent in owning and operating real property are the risks of hidden environmental liabilities and the costs of any required clean-up. Under the laws of certain states, contamination of a property may give rise to a lien on the

property to secure recovery of the costs of clean-up, which could adversely affect our commercial mortgage lending. In several states, this lien has priority over the lien of an existing mortgage against such property. In addition, in some states and under the federal Comprehensive Environmental Response, Compensation, and Liability Act of 1980 (“CERCLA”), we may be liable, as an “owner” or “operator,” for costs of cleaning-up releases or threatened releases of hazardous substances at a property mortgaged to us. We also risk environmental liability when we foreclose on a property mortgaged to us. Federal legislation provides for a safe harbor from CERCLA liability for secured lenders that foreclose and sell the mortgaged real estate, provided that certain requirements are met. However, there are circumstances in which actions taken could still expose us to CERCLA liability. Application of various other federal and state environmental laws could also result in the imposition of liability on us for costs associated with environmental hazards.

We routinely conduct environmental assessments for real estate we acquire for investment and before taking title through foreclosure to real property collateralizing mortgages that we hold. Although unexpected environmental liabilities can always arise, based on these environmental assessments and compliance with our internal procedures, we believe that any costs associated with compliance with environmental laws and regulations or any clean-up of properties would not have a material adverse effect on our results of operations.

#### Intellectual Property

We rely on a combination of copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. We have implemented a patent strategy designed to protect innovative aspects of our products and processes which we believe distinguish us from competitors. We currently own several issued U.S. patents and have additional patent applications pending in the U.S. Patent and Trademark Office.

We regard our patents as valuable assets and intend to protect them against infringement. However, complex legal and factual determinations and changes in patent law make protection uncertain, and while we believe our patents provide us with a competitive advantage, we cannot be certain that patents will be issued from any of our pending patent applications or that any issued patents will have sufficient breadth to offer meaningful protection. In addition, our issued patents may be successfully challenged, invalidated, circumvented or found unenforceable so that our patent rights would not create an effective competitive barrier.

Finally, we have an extensive portfolio of trademarks and service marks that we consider important in the marketing of our products and services, including, among others, the trademarks of the Lincoln National and Lincoln Financial names, the Lincoln silhouette logo and the combination of these marks. Trademark registrations may be renewed indefinitely subject to continued use and registration

requirements. We regard our trademarks as valuable assets in marketing our products and services and intend to protect them against infringement and dilution.

## EMPLOYEES

As of December 31, 2013, we had a total of 9,115 employees. In addition, we had a total of 1,424 planners and agents who had active sales contracts with one of our insurance subsidiaries. None of our employees are represented by a labor union, and we are not a party to any collective bargaining agreements. We consider our employee relations to be good.

## AVAILABLE INFORMATION

We file annual, quarterly and current reports, proxy statements and other documents with the SEC under the Exchange Act. The public may read and copy any materials that we file with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. Also, the SEC maintains a website that contains reports, proxy and information statements and other information regarding issuers, including LNC, that file electronically with the SEC. The public can obtain any documents that we file with the SEC at [www.sec.gov](http://www.sec.gov).

We also make available, free of charge, on or through our website, [www.lfg.com](http://www.lfg.com), our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

### Item 1A. Risk Factors

You should carefully consider the risks described below before investing in our securities. The risks and uncertainties described below are not the only ones facing our Company. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations. If any of these risks actually occur, our business, financial condition and results of operations could be materially affected. In that case, the value of our securities could decline substantially.

### Legislative, Regulatory and Tax

Our businesses are heavily regulated and changes in regulation may affect our insurance subsidiary capital requirements or reduce our profitability.

Our insurance subsidiaries are subject to extensive supervision and regulation in the states in which we do business. The supervision and regulation relate to numerous aspects of our business and financial condition. The primary purpose of the supervision and regulation is the protection of our insurance contract holders, and not our investors. The extent of regulation varies, but generally is governed by state statutes. These statutes delegate regulatory, supervisory and administrative authority to state insurance departments. This system of supervision and regulation covers, among other things:

- Standards of minimum capital requirements and solvency, including RBC measurements;
- Restrictions on certain transactions, including, but not limited to, reinsurance between our insurance subsidiaries and their affiliates;
- Restrictions on the nature, quality and concentration of investments;
- Restrictions on the types of terms and conditions that we can include in the insurance policies offered by our primary insurance operations;
- Limitations on the amount of dividends that insurance subsidiaries can pay;
- Licensing status of the company;
- Certain required methods of accounting pursuant to statutory accounting principles (“SAP”);
- Reserves for unearned premiums, losses and other purposes; and
- Assignment of residual market business and potential assessments for the provision of funds necessary for the settlement of covered claims under certain policies provided by impaired, insolvent or failed insurance companies.

Although we endeavor to maintain all required licenses and approvals our businesses may not fully comply with the wide variety of applicable laws and regulations or the relevant authority’s interpretation of the laws and regulations, which may change from time to time. Also, regulatory authorities have relatively broad discretion to grant, renew or revoke licenses and approvals. If we do not have the requisite licenses and approvals or do not comply with applicable regulatory requirements, the insurance regulatory authorities could preclude or temporarily suspend us from carrying on some or all of our activities or impose substantial fines. Further, insurance regulatory authorities have relatively broad discretion to issue orders of supervision, which permit such authorities to supervise the business and operations of an insurance company. As of December 31, 2013, no state insurance regulatory authority had imposed on us any material fines or revoked or suspended any of our licenses to conduct insurance business in any state or issued an order of supervision with respect to our insurance subsidiaries, which would have a material adverse effect on our results of operations or financial condition.

In addition, Lincoln Financial Advisors Corporation, Lincoln Financial Securities Corporation, Lincoln Financial Investment Services Corporation and Lincoln Financial Distributors, Inc., as well as our variable annuities and variable life insurance products, are subject to regulation and supervision by the SEC and FINRA. These laws and regulations generally grant supervisory agencies and self-regulatory organizations broad administrative powers, including the power to limit or restrict the subsidiaries from carrying on their businesses in the

event that they fail to comply with such laws and regulations. Many of the foregoing regulatory or governmental bodies have the authority to review our products and business practices and those of our agents and employees. In recent years, there has been increased scrutiny of our businesses by these bodies, which has included more extensive examinations, regular sweep inquiries and more detailed review of disclosure documents. These regulatory or governmental bodies may bring regulatory or other legal actions against us if, in their view, our practices, or those of our agents or employees, are improper. These actions can result in substantial fines, penalties or prohibitions or restrictions on our business activities and could have a material adverse effect on our business, results of operations or financial condition.

Implementation of the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act may subject us to substantial additional federal regulation, and we cannot predict the effect on our business, results of operations, cash flows or financial condition.

Since it was enacted in 2010, the Dodd-Frank Act has brought wide-ranging changes to the financial services industry, including changes to the rules governing derivatives; restrictions on proprietary trading by certain entities; a study by the SEC of the rules governing broker-dealers and investment advisers with respect to individual investors and investment advice, followed potentially by rulemaking; the creation of a new Federal Insurance Office within the U.S. Treasury to gather information and make recommendations regarding regulation of the insurance industry; the creation of a resolution authority to unwind failing institutions; the creation of a new Consumer Financial Protection Bureau to protect consumers of certain financial products; and changes to executive compensation and certain corporate governance rules, among other things.

The Dodd-Frank Act requires significant rulemaking across numerous agencies within the federal government, some of which has been implemented. The implementation of newly-adopted rules will continue into 2014, as will the rulemaking process. The ultimate impact of these provisions on our businesses (including product offerings), results of operations, liquidity and capital resources is currently indeterminable.

Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline 38 may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations.

The Valuation of Life Insurance Policies Model Regulation (“XXX”) requires insurers to establish additional statutory reserves for term life insurance policies with long-term premium guarantees and UL policies with secondary guarantees. In addition, AG38 clarifies the application of XXX with respect to certain UL insurance policies with secondary guarantees. Virtually all of our newly issued term and the majority of our newly issued UL insurance products are affected by XXX and AG38. The application of both AG38 and XXX involve numerous interpretations. If state insurance departments do not agree with our interpretations, we may have to increase reserves related to such policies. Further, during the third quarter of 2013, the NYDFS announced that it would not recognize the NAIC revisions to AG38 discussed above in applying the New York law governing the reserves to be held for UL and VUL products containing secondary guarantees. The change, effective as of December 31, 2013, impacts our New York-domiciled insurance subsidiary, LLANY, notwithstanding that LLANY discontinued the sale of these products in early 2013. We expect to phase in the increase in reserves over five years beginning with 2013. As such,



we increased reserves by \$90 million as of December 31, 2013. The additional increase in reserves over the next four years is subject to on-going discussions with the NYDFS. However, we do not expect the amount for each of the remaining years to exceed \$90 million per year.

We have implemented, and plan to continue to implement, reinsurance and capital management transactions to mitigate the capital impact of XXX and AG38, including the use of letters of credit to support the reinsurance provided by captive reinsurance subsidiaries. These arrangements are subject to review by state insurance regulators and rating agencies. A subgroup of the NAIC has been studying the use of captives and special purpose vehicles to transfer insurance risk in relation to existing state laws and regulations. Therefore, we cannot provide assurance regarding what, if any, actions regulators, rating agencies, or others may take in response to the transactions we have executed to date or the impact of any such potential actions. In the event that the reinsurance credit provided by existing captive structures was no longer recognized or limited, it may have a material adverse effect on our liquidity and financial condition.

Likewise, we also cannot provide assurance that we will be able to continue to implement transactions or take other actions to mitigate the impact of XXX or AG38 on future sales of term and UL insurance products. If we are unable to continue to implement such solutions for any reason, we may have lower returns on such products sold than we currently anticipate and/or reduce our sales of these products.

Changes in U.S. federal income tax law could increase our tax costs and make the products that we sell less desirable.

Changes to the Internal Revenue Code, administrative rulings or court decisions could increase our effective tax rate, make our products less desirable and lower our net income. For example, in early March 2014, the Obama Administration is scheduled to release its fiscal year 2015 budget proposal that is expected to include proposals which, if enacted, would affect the taxation of life insurance companies and certain life insurance products. If enacted into law, the statutory changes contemplated by the Administration's revenue proposals could, among other things, change the method used to determine the amount of dividend income received by a life insurance company on assets held in separate accounts used to support products, including variable life insurance and variable annuity contracts, that are eligible for the dividends-received deduction. The dividends-received deduction reduces the amount of dividend income subject to tax and is a significant component of the difference between our actual tax expense and expected amount determined using the federal statutory tax rate of 35%. Our income tax provision for the year ended December 31, 2013, included a separate account dividends-received deduction benefit of \$145 million. In addition, the proposals could affect the treatment of COLI policies by limiting the availability of certain interest deductions for companies that purchase those policies. If proposals of this type were enacted, our sale of

COLI, variable annuities and variable life products could be adversely affected and our actual tax expense could increase, reducing earnings.

Legal and regulatory actions are inherent in our businesses and could result in financial losses or harm our businesses.

We are, and in the future may be, subject to legal and regulatory actions in the ordinary course of our insurance and retirement operations. Pending legal actions include proceedings relating to aspects of our businesses and operations that are specific to us and proceedings that are typical of the businesses in which we operate. Some of these proceedings have been brought on behalf of various alleged classes of complainants. In certain of these matters, the plaintiffs are seeking large and/or indeterminate amounts, including punitive or exemplary damages. Substantial legal liability in these or future legal or regulatory actions could have a material financial effect or cause significant harm to our reputation, which in turn could materially harm our business prospects. See Note 13 for a description of legal and regulatory proceedings and actions. These actions include ongoing audits on behalf of multiple states' treasury and controllers' offices for compliance with laws and regulations concerning the identification, reporting and escheatment of unclaimed contract benefits or abandoned funds.

Changes in accounting standards issued by the Financial Accounting Standards Board or other standard-setting bodies may adversely affect our financial statements.

Our financial statements are prepared in accordance with GAAP as identified in the Financial Accounting Standards Board ("FASB") Accounting Standards Codification™ ("ASC"). From time to time, we are required to adopt new or revised accounting standards or guidance that are incorporated into the FASB ASC. It is possible that future accounting standards we are required to adopt could change the current accounting treatment that we apply to our consolidated financial statements and that such changes could have a material adverse effect on our financial condition and results of operations.

Specifically, the FASB is working on several key projects, including those which could result in significant changes to how we account for and report our insurance contracts, financial instruments and deferred acquisition costs ("DAC"). Depending on the magnitude of the changes ultimately adopted by the FASB, the proposed changes to GAAP may impose special demands on issuers in the areas of employee training, internal controls, contract fulfillment and disclosure and may affect how we manage our business, as it may affect other business processes such as design of compensation plans, product design, etc. The effective dates and transition methods are not known; however, issuers may be required to or may choose to adopt the new standards retrospectively. In this case, the issuer will report results under the new accounting method as of the effective date, as well as for all periods presented. In addition, the SEC is considering whether and how to incorporate International Financial Reporting Standards into the U.S. financial reporting system.

Our domestic insurance subsidiaries are subject to SAP. Changes in the method of calculating reserves for our life insurance and annuity products under SAP may result in increased reserve requirements. For example, on September

12, 2012, the NAIC adopted revisions to AG38. Effective as of December 31, 2012, reserves on in-force business written between July 1, 2005, and December 31, 2012, are subject to a new minimum floor calculation. This floor calculation is based on assumptions that are generally consistent with the principles-based reserving framework developed by the NAIC. Reserves on new business written after December 31, 2012, are calculated using a modified formulaic approach that generally results in higher reserves.

Anti-takeover provisions could delay, deter or prevent our change in control, even if the change in control would be beneficial to LNC shareholders.

We are an Indiana corporation subject to Indiana state law. Certain provisions of Indiana law could interfere with or restrict takeover bids or other change in control events affecting us. Also, provisions in our articles of incorporation, bylaws and other agreements to which we are a party could delay, deter or prevent our change in control, even if a change in control would be beneficial to shareholders. In addition, under Indiana law, directors may, in considering the best interests of a corporation, consider the effects of any action on shareholders, employees, suppliers and customers of the corporation and the communities in which offices and other facilities are located, and other factors the directors consider pertinent. One statutory provision prohibits, except under specified circumstances, LNC from engaging in any business combination with any shareholder who owns 10% or more of our common stock (which shareholder, under the statute, would be considered an “interested shareholder”) for a period of five years following the time that such shareholder became an interested shareholder, unless such business combination is approved by the board of directors prior to such person becoming an interested shareholder. In addition, our articles of incorporation contain a provision requiring holders of at least three-fourths of our voting shares then outstanding and entitled to vote at an election of directors, voting together, to approve a transaction with an interested shareholder rather than the simple majority required under Indiana law.

In addition to the anti-takeover provisions of Indiana law, there are other factors that may delay, deter or prevent our change in control. As an insurance holding company, we are regulated as an insurance holding company and are subject to the insurance holding company acts of the states in which our insurance company subsidiaries are domiciled. The insurance holding company acts and regulations restrict the ability of any person to obtain control of an insurance company without prior regulatory approval. Under those statutes and regulations, without such approval (or an exemption), no person may acquire any voting security of a domestic insurance company, or an insurance holding company which controls an insurance company, or merge with such a holding company, if as a result of such transaction such person would “control” the insurance holding company or insurance company. “Control” is generally defined as the direct or indirect power to direct or cause the direction of the management and policies of a person and is presumed to exist if a person directly or indirectly owns or controls 10% or more of the voting securities of another person.

## Market Conditions

Weak conditions in the global capital markets and the economy generally may materially adversely affect our business and results of operations.

Our results of operations are materially affected by conditions in the global capital markets and the economy generally, both in the U.S. and elsewhere around the world. Continued unconventional easing from the major central banks, ongoing global growth weakness and the ability of the U.S. government to proactively address the fiscal imbalance remain key challenges for markets and our business. These macro-economic conditions may have an adverse effect on us given our credit and equity market exposure. In the event of extreme prolonged market events, such as the global credit crisis and recession that occurred during 2008 and 2009, we could incur significant losses. Even in the absence of a market downturn, we are exposed to substantial risk of loss due to market volatility.

Factors such as consumer spending, business investment, domestic and foreign government spending, the volatility and strength of the capital markets, the potential for inflation or deflation and uncertainty over domestic and foreign government actions all affect the business and economic environment and, ultimately, the amount and profitability of our business. In an economic downturn characterized by higher unemployment, lower disposable income, lower corporate earnings, lower business investment and lower consumer spending, the demand for our financial and insurance products could be adversely affected. In addition, we may experience an elevated incidence of claims and lapses or surrenders of policies. Our contract holders may choose to defer paying insurance premiums or stop paying insurance premiums altogether. Adverse changes in the economy could affect earnings negatively and could have a material adverse effect on our business, results of operations and financial condition.

Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals.

Interest rate fluctuations and/or a sustained period of low interest rates could negatively affect our profitability. Some of our products, principally fixed annuities, UL and the fixed portions of variable annuities and VUL, have interest rate guarantees that expose us to the risk that changes in interest rates will reduce our spread, or the difference between the amounts that we are required to pay under the contracts and the amounts we are able to earn on our general account investments intended to support our obligations under the contracts. Spreads are an important component of our net income. Declines in our spread or instances where the returns on our general account investments are not enough to support the interest rate guarantees on these products could have a material adverse effect on our businesses or results of operations.

In periods when interest rates are declining or remain at low levels, we may have to reinvest the cash we receive as interest or return of principal on our investments in lower yielding instruments reducing our spread. Moreover, borrowers may prepay fixed-income securities, commercial mortgages and mortgage-backed securities in our general account in order to borrow at lower market rates, which exacerbates this risk. Lowering interest crediting rates helps

to mitigate the effect of spread compression on some of our products. However, because we are entitled to reset the interest rates on our fixed-rate annuities only at limited, pre-established intervals, and since many of our contracts have guaranteed minimum interest or crediting rates, our spreads could still decrease. As of December 31, 2013, 43% of our annuities business, 94% of our retirement plan services business and 97% of our life insurance business with guaranteed minimum interest or crediting rates are at their guaranteed minimums.

Our expectation for future spreads is an important component in the amortization of DAC and value of business acquired (“VOBA”) as it affects the future profitability of the business. Currently, new money rates continue to be at historically low levels. The Federal Reserve Board has moved from calendar-based guidance to macro-based thresholds and forecasts that point toward short-term rates likely remaining below 1% until the end of 2015. If interest rates were to remain low over a sustained period of time, this will put additional pressure on our spreads, potentially resulting in unlocking of our DAC and VOBA assets, thereby reducing net income in the affected reporting period. We would expect the effect to be most pronounced in our Life Insurance segment. For additional information on interest rate risks, see “Part II – Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk.”

A decline in market interest rates could also reduce our return on investments that do not support particular policy obligations. During periods of sustained lower interest rates, our recorded policy liabilities may not be sufficient to meet future policy obligations and may need to be strengthened, thereby reducing net income in the affected reporting period. Accordingly, declining interest rates may materially affect our results of operations, financial condition and cash flows and significantly reduce our profitability.

Increases in market interest rates may also negatively affect our profitability. In periods of rapidly increasing interest rates, we may not be able to replace the assets in our general account with higher yielding assets needed to fund the higher crediting rates necessary to keep our interest-sensitive products competitive. We, therefore, may have to accept a lower spread and thus lower profitability or face a decline in sales and greater loss of existing contracts and related assets. Increases in interest rates may cause increased surrenders and withdrawals of insurance products. In periods of increasing interest rates, policy loans and surrenders and withdrawals of life insurance policies and annuity contracts may increase as contract holders seek to buy products with perceived higher returns. This process may lead to a flow of cash out of our businesses. These outflows may require investment assets to be sold at a time when the prices of those assets are lower because of the increase in market interest rates, which may result in realized investment losses. A sudden demand among consumers to change product types or withdraw funds could lead us to sell assets at a loss to meet the demand for funds. Furthermore, unanticipated increases in withdrawals and termination may cause us to unlock our DAC and VOBA assets, which would reduce net income. An increase in market interest rates could also have a material adverse effect on the value of our investment portfolio, for example, by decreasing the estimated fair values of the fixed-income securities that comprise a substantial portion of our investment portfolio. An

increase in interest rates could also result in decreased fee income associated with a decline in the value of variable annuity account balances invested in fixed-income funds.

Because the equity markets and other factors impact the profitability and expected profitability of many of our products, changes in equity markets and other factors may significantly affect our business and profitability.

The fee income that we earn on variable annuities and VUL insurance policies is based primarily upon account values. Because strong equity markets result in higher account values, strong equity markets positively affect our net income through increased fee income. Conversely, a weakening of the equity markets results in lower fee income and may have a material adverse effect on our results of operations and capital resources.

The increased fee income resulting from strong equity markets increases the estimated gross profits (“EGPs”) from variable insurance products as do better than expected lapses, mortality rates and expenses. As a result, higher EGPs may result in lower net amortized costs related to DAC, deferred sales inducements (“DSI”), VOBA, deferred front-end loads (“DFEL”) and changes in future contract benefits. However, a decrease in the equity markets, as well as worse than expected increases in lapses, mortality rates and expenses, depending upon their significance, may result in higher net amortized costs associated with DAC, DSI, VOBA, DFEL and changes in future contract benefits and may have a material adverse effect on our results of operations and capital resources. If we were to have unlocked our reversion to the mean (“RTM”) assumption in the corridor as of December 31, 2013, we would have recorded favorable unlocking of approximately \$350 million, pre-tax, for our Annuities segment, approximately \$30 million, pre-tax, for our Retirement Plan Services segment and approximately \$45 million, pre-tax, for our Life Insurance segment. For further information about our RTM process, see “Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Reversion to the Mean” in the MD&A.

Changes in the equity markets, interest rates and/or volatility affect the profitability of our products with guaranteed benefits; therefore, such changes may have a material adverse effect on our business and profitability.

Certain of our variable annuity products include guaranteed benefit riders. These include GDB, GWB and GIB riders. Our GWB, GIB and 4LATER® (a form of GIB rider) features have elements of both insurance benefits accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC (“benefit reserves”) and embedded derivatives accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC (“embedded derivative reserves”). We calculate the value of the embedded derivative reserve and the benefit reserves based on the specific characteristics of each guaranteed living benefit feature. The amount of reserves related to GDB for variable annuities is tied to the difference between the value of the underlying accounts and the GDB, calculated using a benefit ratio approach. The GDB reserves take into account the present value of total expected GDB payments, the present value of total expected GDB assessments over the life of the contract, claims paid to date and assessments to date. Reserves for our GIB and certain GWB with lifetime benefits are based on a combination of fair value of the underlying benefit and a benefit ratio approach that is based on the projected future payments in excess of projected future account values. The benefit ratio approach takes into account the present value of total expected GIB payments, the present value of total expected GIB assessments over the life of the contract, claims paid to date and assessments to date. The amount of reserves related to those

GWB that do not have lifetime benefits is based on the fair value of the underlying benefit.

Both the level of expected payments and expected total assessments used in calculating the reserves not carried at fair value are affected by the equity markets. The liabilities related to fair value are impacted by changes in equity markets, interest rates, volatility, foreign exchange rates and credit spreads. Accordingly, strong equity markets, increases in interest rates and decreases in volatility will generally decrease the reserves calculated using fair value.

Conversely, a decrease in the equity markets along with a decrease in interest rates and an increase in volatility will generally result in an increase in the reserves calculated using fair value.

Increases in reserves would result in a charge to our earnings in the quarter in which the increase occurs. Therefore, we maintain a customized dynamic hedge program that is designed to mitigate the risks associated with income volatility around the change in reserves on guaranteed benefits. However, the hedge positions may not be effective to exactly offset the changes in the carrying value of the guarantees due to, among other things, the time lag between changes in their values and corresponding changes in the hedge positions, high levels of volatility in the equity markets and derivatives markets, extreme swings in interest rates, contract holder behavior different than expected, a strategic decision to adjust the hedging strategy in reaction to extreme market conditions or inconsistencies between economic and statutory reserving guidelines and divergence between the performance of the underlying funds and hedging indices.

In addition, we remain liable for the guaranteed benefits in the event that derivative counterparties are unable or unwilling to pay, and we are also subject to the risk that the cost of hedging these guaranteed benefits increases, resulting in a reduction to net income. These, individually or collectively, may have a material adverse effect on net income, financial condition or liquidity.

#### Liquidity and Capital Position

Adverse capital and credit market conditions may affect our ability to meet liquidity needs, access to capital and cost of capital.

We need liquidity to pay our operating expenses, interest on our debt and dividends on our capital stock, to maintain our securities lending activities and to replace certain maturing liabilities. Without sufficient liquidity, we will be forced to curtail our operations, and our business will suffer. When considering our liquidity and capital position, it is important to distinguish between the needs of our insurance subsidiaries and the needs of the holding company.

For our insurance and other subsidiaries, the principal sources of liquidity are insurance premiums and fees, annuity considerations and cash flow from our investment portfolio and assets, consisting mainly of cash or assets that are readily convertible into cash.

In the event that current resources do not satisfy our needs, we may have to seek additional financing. The availability of additional financing will depend on a variety of factors such as market conditions, the general availability of credit, the volume of trading activities, the overall availability of credit to the financial services industry, our credit ratings and credit capacity, as well as the possibility that customers or lenders could develop a negative perception of our long- or short-term financial prospects if we incur large investment losses or if the level of our business activity decreases due to a market downturn. Similarly, our access to funds may be impaired if regulatory authorities or rating agencies take negative actions against us. See “Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow” in the MD&A for a description of our credit ratings. Our internal sources of liquidity may prove to be insufficient, and in such case, we may not be able to successfully obtain additional financing on favorable terms, or at all.

Disruptions, uncertainty or volatility in the capital and credit markets may also limit our access to capital required to operate our business, most significantly our insurance operations. Such market conditions may limit our ability to replace, in a timely manner, maturing liabilities; satisfy statutory capital requirements; generate fee income and market-related revenue to meet liquidity needs; and access the capital necessary to grow our business. As such, we may be forced to delay raising capital, issue shorter term securities than we prefer or bear an unattractive cost of capital which could decrease our profitability and significantly reduce our financial flexibility. Our results of operations, financial condition, cash flows and statutory capital position could be materially adversely affected by disruptions in the financial markets.

Because we are a holding company with no direct operations, the inability of our subsidiaries to pay dividends to us in sufficient amounts would harm our ability to meet our obligations.

We are a holding company and we have no direct operations. Our principal asset is the capital stock of our insurance subsidiaries. Our ability to meet our obligations for payment of interest and principal on outstanding debt obligations and to pay dividends to shareholders, repurchase our securities and pay corporate expenses depends primarily on the ability of our subsidiaries to pay dividends or to advance or repay funds to us. Under Indiana laws and regulations, our Indiana insurance subsidiaries, including LNL, our primary insurance subsidiary, may pay dividends to us without prior approval of the Indiana Insurance Commissioner (the “Commissioner”) up to a certain threshold, or must receive prior approval of the Commissioner to pay a dividend if such dividend, along with all other dividends paid within the preceding 12 consecutive months, exceed the statutory limitation. The current Indiana statutory limitation is the greater of 10% of the insurer’s contract holders’ surplus, as shown on its last annual statement on file with the Commissioner, or the insurer’s statutory net gain from operations for the previous 12 months, but in no event to exceed statutory unassigned surplus.

In addition, payments of dividends and advances or repayment of funds to us by our insurance subsidiaries are restricted by the applicable laws of their respective jurisdictions requiring that our insurance subsidiaries hold a



specified amount of minimum reserves in order to meet future obligations on their outstanding policies. These regulations specify that the minimum reserves shall be calculated to be sufficient to meet future obligations, after giving consideration to future required premiums to be received, and are based on certain specified mortality and morbidity tables, interest rates and methods of valuation, which are subject to change. In order to meet their claims-paying obligations, our insurance subsidiaries regularly monitor their reserves to ensure we hold sufficient amounts to cover actual or expected contract and claims payments. At times, we may determine that reserves in excess of the minimum may be needed to ensure sufficiency.

Changes in, or reinterpretations of, these laws can constrain the ability of our subsidiaries to pay dividends or to advance or repay funds to us in sufficient amounts and at times necessary to meet our debt obligations and corporate expenses. Requiring our insurance subsidiaries to hold additional reserves has the potential to constrain their ability to pay dividends to the holding company. See “Legislative, Regulatory and Tax – Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline 38 may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations” above for additional information on potential changes in these laws.

The earnings of our insurance subsidiaries impact contract holders’ surplus. Lower earnings constrain the growth in our insurance subsidiaries’ capital, and therefore, can constrain the payment of dividends and advances or repayment of funds to us.

In addition, the amount of surplus that our insurance subsidiaries could pay as dividends is constrained by the amount of surplus they hold to maintain their financial strength ratings, to provide an additional layer of margin for risk protection and for future investment in our businesses. Notwithstanding the foregoing, we believe that our insurance subsidiaries have sufficient liquidity to meet their contract holder obligations and maintain their operations.

A decrease in the capital and surplus of our insurance subsidiaries may result in a downgrade to our credit and insurer financial strength ratings.

In any particular year, statutory surplus amounts and RBC ratios may increase or decrease depending on a variety of factors, including the amount of statutory income or losses generated by our insurance subsidiaries (which itself is sensitive to equity market and credit market conditions), the amount of additional capital our insurance subsidiaries must hold to support business growth, changes in reserving requirements, such as principles-based reserving, our inability to secure capital market solutions to provide reserve relief, such as issuing letters of credit to support captive reinsurance structures, changes in equity market levels, the value of certain fixed-income and equity securities in our investment portfolio, the value of certain derivative instruments that do not get hedge accounting treatment, changes in

interest rates and foreign currency exchange rates, as well as changes to the NAIC RBC formulas. The RBC ratio is also affected by the product mix of the in-force book of business (i.e., the amount of business without guarantees is not subject to the same level of reserves as the business with guarantees). Most of these factors are outside of our control. Our credit and insurer financial strength ratings are significantly influenced by the statutory surplus amounts and RBC ratios of our insurance company subsidiaries. The RBC ratio of LNL is an important factor in the determination of the credit and financial strength ratings of LNC and its subsidiaries. In addition, rating agencies may implement changes to their internal models that have the effect of increasing or decreasing the amount of statutory capital we must hold in order to maintain our current ratings. In addition, in extreme scenarios of equity market declines, the amount of additional statutory reserves that we are required to hold for our variable annuity guarantees may increase at a rate greater than the rate of change of the markets. Increases in reserves reduce the statutory surplus used in calculating our RBC ratios. To the extent that our statutory capital resources are deemed to be insufficient to maintain a particular rating by one or more rating agencies, we may seek to raise additional capital through public or private equity or debt financing, which may be on terms not as favorable as in the past.

Alternatively, if we were not to raise additional capital in such a scenario, either at our discretion or because we were unable to do so, our financial strength and credit ratings might be downgraded by one or more rating agencies. For more information on risks regarding our ratings, see “Covenants and Ratings – A downgrade in our financial strength or credit ratings could limit our ability to market products, increase the number or value of policies being surrendered and/or hurt our relationships with creditors” below.

An inability to access our credit facilities could result in a reduction in our liquidity and lead to downgrades in our credit and financial strength ratings.

We have a \$2.5 billion unsecured facility, which expires on May 29, 2018. We also have other facilities that we enter into in the ordinary course of business. See “Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Financing Activities” in the MD&A and Note 12.

We rely on our credit facilities as a potential source of liquidity. The availability of these facilities could be critical to our credit and financial strength ratings and our ability to meet our obligations as they come due in a market when alternative sources of credit are tight. The credit facilities contain certain administrative, reporting, legal and financial covenants. We must comply with covenants under our credit facilities, including a requirement to maintain a specified minimum consolidated net worth.

Our right to borrow funds under these facilities is subject to the fulfillment of certain important conditions, including our compliance with all covenants, and our ability to borrow under these facilities is also subject to the continued willingness and ability of the lenders that are parties to the facilities to provide funds. Our failure to comply with the covenants in the credit facilities or fulfill the conditions to borrowings, or the failure of lenders to fund their lending commitments (whether due to insolvency, illiquidity or other reasons) in the amounts provided for under the terms of the facilities, would restrict our ability to access these credit facilities when needed and, consequently, could have a material adverse effect on our financial condition and results of operations.

## Assumptions and Estimates

As a result of changes in assumptions, estimates and methods in calculating reserves, our reserves for future policy benefits and claims related to our current and future business as well as businesses we may acquire in the future may prove to be inadequate.

We establish and carry, as a liability, reserves based on estimates of how much we will need to pay for future benefits and claims. For our insurance products, we calculate these reserves based on many assumptions and estimates, including, but not limited to, estimated premiums we will receive over the assumed life of the policies, the timing of the events covered by the insurance policies, the lapse rate of the policies, the amount of benefits or claims to be paid and the investment returns on the assets we purchase with the premiums we receive.

The sensitivity of our statutory reserves and surplus established for our variable annuity base contracts and riders to changes in the equity markets will vary depending on the magnitude of the decline. The sensitivity will be affected by the level of account values relative to the level of guaranteed amounts, product design and reinsurance. Statutory reserves for variable annuities depend upon the cumulative equity market impacts on the business in force, and therefore, result in non-linear relationships with respect to the level of equity market performance within any reporting period.

The assumptions and estimates we use in connection with establishing and carrying our reserves are inherently uncertain. Accordingly, we cannot determine with precision the ultimate amount or the timing of the payment of actual benefits and claims or whether the assets supporting the policy liabilities will grow to the level we assume prior to payment of benefits or claims. If our actual experience is different from our assumptions or estimates, our reserves may prove to be inadequate in relation to our estimated future benefits and claims. Increases in reserves have a negative effect on income from operations in the quarter incurred.

If our businesses do not perform well and/or their estimated fair values decline or the price of our common stock does not increase, we may be required to recognize an impairment of our goodwill or to establish a valuation allowance against the deferred income tax asset, which could have a material adverse effect on our results of operations and financial condition.

Goodwill represents the excess of the acquisition price incurred to acquire subsidiaries and other businesses over the fair value of their net assets as of the date of acquisition. As of December 31, 2013, we had a total of \$2.3 billion of goodwill on our Consolidated Balance Sheets. We test goodwill at least annually for indications of value impairment with consideration given to financial performance, mergers and acquisitions and other relevant factors. In addition, certain events, including a significant and adverse change in legal factors,



accounting standards or the business climate, an adverse action or assessment by a regulator or unanticipated competition, would cause us to review the carrying amounts of goodwill for impairment. Impairment testing is performed based upon estimates of the fair value of the “reporting unit” to which the goodwill relates. Subsequent reviews of goodwill could result in an impairment of goodwill, and such write downs could have a material adverse effect on our net income and book value, but will not affect the statutory capital of our insurance subsidiaries. For more information on goodwill, see “Critical Accounting Policies and Estimates – Goodwill and Other Intangible Assets” in the MD&A and Note 10.

Deferred income tax represents the tax effect of the differences between the book and tax basis of assets and liabilities. Deferred tax assets are assessed periodically by management to determine if they are realizable. As of December 31, 2013, we had a deferred tax asset of \$2.0 billion. Factors in management’s determination include the performance of the business, including the ability to generate capital gains from a variety of sources and tax planning strategies. If, based on available information, it is more likely than not that the deferred income tax asset will not be realized, then a valuation allowance must be established with a corresponding charge to net income. Such valuation allowance could have a material adverse effect on our results of operations and financial condition.

The determination of the amount of allowances and impairments taken on our investments is highly subjective and could materially impact our results of operations or financial condition.

The determination of the amount of allowances and impairments varies by investment type and is based upon our periodic evaluation and assessment of known and inherent risks associated with the respective asset class. Such evaluations and assessments are revised as conditions change and new information becomes available. Management updates its evaluations regularly and reflects changes in allowances and impairments in operations as such evaluations are revised. There can be no assurance that our management has accurately assessed the level of impairments taken and allowances reflected in our financial statements. Furthermore, additional impairments may need to be taken or allowances provided for in the future. Historical trends may not be indicative of future impairments or allowances.

We regularly review our available-for-sale (“AFS”) securities for declines in fair value that we determine to be other-than-temporary. For an equity security, if we do not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, we conclude that an other-than-temporary impairment (“OTTI”) has occurred, and the amortized cost of the equity security is written down to the current fair value, with a corresponding change to realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). When assessing our ability and intent to hold the equity security to recovery, we consider, among other things, the severity and duration of the decline in fair value of the equity security as well as the cause of decline, a fundamental analysis of the liquidity, business prospects and overall financial condition of the issuer.

For a debt security, if we intend to sell a security or it is more likely than not we will be required to sell a debt security before recovery of its amortized cost basis and the fair value of the debt security is below amortized cost, we conclude that an OTTI has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized loss on our Consolidated Statements of Comprehensive Income (Loss). If we do not intend to sell a debt security or it is not more likely than not we will be required to sell a debt security before recovery of its amortized cost

basis but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), we conclude that an OTTI has occurred and the amortized cost is written down to the estimated recovery value with a corresponding charge to realized loss on our Consolidated Statements of Comprehensive Income (Loss), as this is also deemed the credit portion of the OTTI. The remainder of the decline to fair value is recorded in other comprehensive income (loss) ("OCI") to unrealized OTTI on AFS securities on our Consolidated Statements of Stockholders' Equity, as this is considered a noncredit (i.e., recoverable) impairment. Net OTTI recognized in net income (loss) was \$70 million, \$153 million and \$124 million, pre-tax, for the years ended December 31, 2013, 2012, and 2011, respectively. The portion of OTTI recognized in OCI was \$10 million and \$106 million, pre-tax, for the years ended December 31, 2013 and 2012, respectively.

Related to our unrealized losses, we establish deferred tax assets for the tax benefit we may receive in the event that losses are realized. The realization of significant realized losses could result in an inability to recover the tax benefits and may result in the establishment of valuation allowances against our deferred tax assets. Realized losses or impairments may have a material adverse impact on our results of operations and financial condition.

Our valuation of fixed maturity, equity and trading securities may include methodologies, estimations and assumptions which are subject to differing interpretations and could result in changes to investment valuations that may materially adversely affect our results of operations or financial condition.

Fixed maturity, equity and trading securities and short-term investments, which are reported at fair value on our Consolidated Balance Sheets, represented the majority of our total cash and invested assets. Pursuant to the Fair Value Measurements and Disclosures Topics of the FASB ASC, we have categorized these securities into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The determination of fair values in the absence of quoted market prices is based on valuation methodologies, securities we deem to be comparable and assumptions deemed appropriate given the circumstances. The fair value estimates are made at a specific point in time, based on available market information and judgments about financial instruments, including estimates of the timing and amounts of expected future cash flows and the credit standing of the issuer or counterparty. Factors considered in estimating fair value include coupon rate, maturity, estimated duration, call provisions, sinking fund requirements, credit rating, industry sector of the issuer and quoted market prices of comparable securities. The use of different methodologies and assumptions may have a material effect on the estimated fair value amounts.

During periods of market disruption, including periods of significantly increasing/decreasing or high/low interest rates, rapidly widening credit spreads or illiquidity, it may be difficult to value certain securities if trading becomes less frequent and/or market data becomes less observable. There may be certain asset classes that were in active markets with significant observable data that become illiquid due to the current financial environment. In such cases, more securities may fall to Level 3 and thus require more subjectivity and management judgment. As such, valuations may include inputs and assumptions that are less observable or require greater estimation, as well as valuation methods which are more sophisticated or require greater estimation, thereby resulting in values which may be less than the value at which the investments may be ultimately sold. Further, rapidly changing and unprecedented credit and equity market conditions could materially impact the valuation of securities as reported within our consolidated financial statements and the period-to-period changes in value could vary significantly. Decreases in value may have a material adverse effect on our results of operations or financial condition.

Significant adverse mortality experience may result in the loss of, or higher prices for, reinsurance.

We reinsure a significant amount of the mortality risk on fully underwritten, newly issued, individual life insurance contracts. We regularly review retention limits for continued appropriateness and they may be changed in the future. If we were to experience adverse mortality or morbidity experience, a significant portion of that would be reimbursed by our reinsurers. Prolonged or severe adverse mortality or morbidity experience could result in increased reinsurance costs, and ultimately, reinsurers being unwilling to offer coverage. If we are unable to maintain our current level of reinsurance or purchase new reinsurance protection at comparable rates to what we are paying currently, we may have to accept an increase in our net exposures or revise our pricing to reflect higher reinsurance premiums or both. If this were to occur, we may be exposed to reduced profitability and cash flow strain or we may not be able to price new business at competitive rates.

Catastrophes may adversely impact liabilities for contract holder claims.

Our insurance operations are exposed to the risk of catastrophic mortality, such as a pandemic, an act of terrorism, natural disaster or other event that causes a large number of deaths or injuries. Significant influenza pandemics have occurred three times in the last century, but the likelihood, timing or severity of a future pandemic cannot be predicted. Additionally, the impact of climate change could cause changes in weather patterns, resulting in more severe and more frequent natural disasters such as forest fires, hurricanes, tornados, floods and storm surges. In our group insurance operations, a localized event that affects the workplace of one or more of our group insurance customers could cause a significant loss due to mortality or morbidity claims. These events could cause a material adverse effect on our results of operations in any period and, depending on their severity, could also materially and adversely affect our financial condition.

The extent of losses from a catastrophe is a function of both the total amount of insured exposure in the area affected by the event and the severity of the event. Pandemics, natural disasters and man-made catastrophes, including terrorism, may produce significant damage in larger areas, especially those that are heavily populated. Claims resulting from natural or man-made catastrophic events could cause substantial volatility in our financial results for any fiscal quarter or year and could materially reduce our profitability or harm our financial condition. Also, catastrophic events could harm the financial condition of our reinsurers and thereby increase the probability of default on reinsurance recoveries. Accordingly, our ability to write new business could also be affected.

Consistent with industry practice and accounting standards, we establish liabilities for claims arising from a catastrophe only after assessing the probable losses arising from the event. We cannot be certain that the liabilities we have established or applicable reinsurance will be adequate to cover actual claim liabilities, and a catastrophic event or multiple catastrophic events could have a material adverse effect on our business, results of operations and financial condition.

#### Operational Matters

Our enterprise risk management policies and procedures may leave us exposed to unidentified or unanticipated risk, which could negatively affect our businesses or result in losses.

We have devoted significant resources to develop our enterprise risk management policies and procedures and expect to continue to do so in the future. Nonetheless, our policies and procedures to identify, monitor and manage risks may not be fully effective. Many of our methods of managing risk and exposures are based upon our use of observed historical market behavior or statistics based on historical models. As a result, these methods may not predict future exposures, which could be significantly greater than the historical measures indicate, such as the risk of pandemics causing a large number of deaths. Other risk management methods depend upon the evaluation of information regarding markets, clients, catastrophe occurrence or other matters that is publicly available or otherwise accessible to us, which may not always be accurate, complete, up-to-date or properly evaluated. Management of operational, legal and regulatory risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events, and these policies and procedures may not be fully effective.

We face risks of non-collectibility of reinsurance and increased reinsurance rates, which could materially affect our results of operations.

We follow the insurance practice of reinsuring with other insurance and reinsurance companies a portion of the risks under the policies written by our insurance subsidiaries (known as “ceding”). As of December 31, 2013, we ceded \$313.2 billion of life insurance in force to reinsurers for reinsurance protection. Although reinsurance does not discharge our subsidiaries from their primary obligation to pay contract holders for losses insured under the policies we issue, reinsurance does make the assuming reinsurer liable to the insurance subsidiaries for the reinsured portion of the risk. As of December 31, 2013, we had \$6.0 billion of reinsurance receivables from reinsurers for paid and unpaid losses, for which they are obligated to reimburse us under our reinsurance contracts. Of this amount, \$2.6 billion related to the sale of our reinsurance business to Swiss Re in 2001 through an indemnity reinsurance agreement. Swiss Re has funded a



trust to support this business. The balance in the trust changes as a result of ongoing reinsurance activity and was \$2.2 billion as of December 31, 2013. Furthermore, \$867 million of the Swiss Re treaties are funds withheld structures where we have a right of offset on assets backing the reinsurance receivables.

The balance of the reinsurance is due from a diverse group of reinsurers. The collectibility of reinsurance is largely a function of the solvency of the individual reinsurers. We perform annual credit reviews on our reinsurers, focusing on, among other things, financial capacity, stability, trends and commitment to the reinsurance business. We also require assets in trust, letters of credit or other acceptable collateral to support balances due from reinsurers not authorized to transact business in the applicable jurisdictions. Despite these measures, a reinsurer's insolvency, inability or unwillingness to make payments under the terms of a reinsurance contract, especially Swiss Re, could have a material adverse effect on our results of operations and financial condition.

Reinsurers also may attempt to increase rates with respect to our existing reinsurance arrangements. The ability of our reinsurers to increase rates depends upon the terms of each reinsurance contract. An increase in reinsurance rates may affect the profitability of our insurance business.

Competition for our employees is intense, and we may not be able to attract and retain the highly skilled people we need to support our business.

Our success depends, in large part, on our ability to attract and retain key people. Intense competition exists for the key employees with demonstrated ability, and we may be unable to hire or retain such employees. The unexpected loss of services of one or more of our key personnel could have a material adverse effect on our operations due to their skills, knowledge of our business, their years of industry experience and the potential difficulty of promptly finding qualified replacement employees. We compete with other financial institutions primarily on the basis of our products, compensation, support services and financial condition. Sales in our businesses and our results of operations and financial condition could be materially adversely affected if we are unsuccessful in attracting and retaining key employees, including financial advisors, wholesalers and other employees, as well as independent distributors of our products.

We may not be able to protect our intellectual property and may be subject to infringement claims.

We rely on a combination of contractual rights and copyright, trademark, patent and trade secret laws to establish and protect our intellectual property. Although we use a broad range of measures to protect our intellectual property rights, third parties may infringe or misappropriate our intellectual property. We may have to litigate to enforce and protect our copyrights, trademarks, patents, trade secrets and know-how or to determine their scope, validity or enforceability, which represents a diversion of resources that may be significant in amount and may not prove successful. Additionally, complex legal and factual determinations and evolving laws and court interpretations make the scope of protection afforded our intellectual property uncertain, particularly in relation to our patents. While we believe our patents provide us with a competitive advantage, we cannot be certain that any issued patents will be

interpreted with sufficient breadth to offer meaningful protection. In addition, our issued patents may be successfully challenged, invalidated, circumvented or found unenforceable so that our patent rights would not create an effective competitive barrier. The loss of intellectual property protection or the inability to secure or enforce the protection of our intellectual property assets could have a material adverse effect on our business and our ability to compete.

We also may be subject to costly litigation in the event that another party alleges our operations or activities infringe upon another party's intellectual property rights. Third parties may have, or may eventually be issued, patents that could be infringed by our products, methods, processes or services. Any party that holds such a patent could make a claim of infringement against us. We may also be subject to claims by third parties for breach of copyright, trademark, trade secret or license usage rights. Any such claims and any resulting litigation could result in significant liability for damages. If we were found to have infringed a third-party patent or other intellectual property rights, we could incur substantial liability, and in some circumstances could be enjoined from providing certain products or services to our customers or utilizing and benefiting from certain methods, processes, copyrights, trademarks, trade secrets or licenses, or alternatively could be required to enter into costly licensing arrangements with third parties, all of which could have a material adverse effect on our business, results of operations and financial condition.

Our information systems may experience interruptions or breaches in security.

Our information systems are critical to the operation of our business. We collect, process, maintain, retain and distribute large amounts of personal financial and health information and other confidential and sensitive data about our customers in the ordinary course of our business. Our business therefore depends on our customers' willingness to entrust us with their personal information. Any failure, interruption or breach in security could result in disruptions to our critical systems and adversely affect our customer relationships. While we employ a robust and tested information security program, there can be no assurance that any such failure, interruption or security breach will not occur or, if any does occur, that it can be sufficiently remediated. To date, we have not had a material security breach. The occurrence of any such failure, interruption or security breach of our systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and financial liability.

#### Covenants and Ratings

A downgrade in our financial strength or credit ratings could limit our ability to market products, increase the number or value of policies being surrendered and/or hurt our relationships with creditors.

Nationally recognized rating agencies rate the financial strength of our principal insurance subsidiaries and rate our debt. Ratings are not recommendations to buy our securities. Each of the rating agencies reviews its ratings periodically, and our current ratings may not be maintained in the future.

Our financial strength ratings, which are intended to measure our ability to meet contract holder obligations, are an important factor affecting public confidence in most of our products and, as a result, our competitiveness. A downgrade of the financial strength rating of one of our principal insurance subsidiaries could affect our competitive position in the insurance industry by making it more difficult for us to market our products as potential customers may select companies with higher financial strength ratings and by leading to increased withdrawals by current customers seeking companies with higher financial strength ratings. This could lead to a decrease in fees as net outflows of assets increase, and therefore, result in lower fee income. Furthermore, sales of assets to meet customer withdrawal demands could also result in losses, depending on market conditions. The interest rates we pay on our borrowings are largely dependent on our credit ratings. A downgrade of our debt ratings could affect our ability to raise additional debt, including bank lines of credit, with terms and conditions similar to our current debt, and accordingly, likely increase our cost of capital.

All of our ratings and ratings of our principal insurance subsidiaries are subject to revision or withdrawal at any time by the rating agencies, and therefore, no assurance can be given that our principal insurance subsidiaries or we can maintain these ratings. See “Item 1. Business – Financial Strength Ratings” and “Liquidity and Capital Resources – Sources of Liquidity and Cash Flow” in the MD&A for a description of our ratings.

We will be required to pay interest on our capital securities with proceeds from the issuance of qualifying securities if we fail to achieve capital adequacy or net income and stockholders’ equity levels.

As of December 31, 2013, we had approximately \$1.2 billion in principal amount of capital securities outstanding. All of the capital securities contain covenants that require us to make interest payments in accordance with an alternative coupon satisfaction mechanism (“ACSM”) if we determine that one of the following triggers exists as of the 30th day prior to an interest payment date, or the “determination date”:

1. LNL’s RBC ratio is less than 175% (based on the most recent annual financial statement filed with the State of Indiana); or
2. (i) The sum of our consolidated net income for the four trailing fiscal quarters ending on the quarter that is two quarters prior to the most recently completed quarter prior to the determination date is zero or negative, and (ii) our consolidated stockholders’ equity (excluding accumulated OCI and any increase in stockholders’ equity resulting from the issuance of preferred stock during a quarter), or “adjusted stockholders’ equity,” as of (x) the most recently completed quarter and (y) the end of the quarter that is two quarters before the most recently completed quarter, has declined by 10% or more as compared to the quarter that is ten fiscal quarters prior to the last completed quarter, or the “benchmark quarter.”

The ACSM would generally require us to use commercially reasonable efforts to satisfy our obligation to pay interest in full on the capital securities with the net proceeds from sales of our common stock and warrants to purchase our common stock with an exercise price greater than the market price. We would have to utilize the ACSM until the trigger events above no longer existed, and, in the case of test 2 above, until our adjusted stockholders' equity amount increased or declined by less than 10% as compared to the adjusted stockholders' equity at the end of the benchmark quarter for each interest payment date as to which interest payment restrictions were imposed by test 2 above.

If we were required to utilize the ACSM and were successful in selling sufficient shares of common stock or warrants to satisfy the interest payment, we would dilute the current holders of our common stock. Furthermore, while a trigger event is occurring and if we do not pay accrued interest in full, we may not, among other things, pay dividends on or repurchase our capital stock. Our failure to pay interest pursuant to the ACSM will not result in an event of default with respect to the capital securities, nor will a nonpayment of interest, unless it lasts for ten consecutive years, although such breaches may result in monetary damages to the holders of the capital securities.

The calculations of RBC, net income (loss) and adjusted stockholders' equity are subject to adjustments and the capital securities are subject to additional terms and conditions as further described in supplemental indentures filed as exhibits to our Forms 8-K filed on March 13, 2007, May 17, 2006, and April 20, 2006.

Certain blocks of our insurance business purchased from third-party insurers under indemnity reinsurance agreements may require us to place assets in trust, secure letters of credit or return the business, if the financial strength ratings and/or capital ratios of certain insurance subsidiaries are not maintained at specified levels.

Under certain indemnity reinsurance agreements, two of our insurance subsidiaries, LNL and LLANY, provide 100% indemnity reinsurance for the business assumed; however, the third-party insurer, or the "cedent," remains primarily liable on the underlying insurance business. Under these types of agreements, as of December 31, 2013, we held statutory reserves of \$6.5 billion. These indemnity reinsurance arrangements require that our subsidiary, as the reinsurer, maintain certain insurer financial strength ratings and capital ratios. If these ratings or capital ratios are not maintained, depending upon the reinsurance agreement, the cedent may recapture the business, or require us to place assets in trust or provide letters of credit at least equal to the relevant statutory reserves. Under the LNL reinsurance arrangement, we held approximately \$3.7 billion of statutory reserves. LNL must maintain an A.M. Best financial strength rating of at least B++, an S&P financial strength rating of at least BBB- and a Moody's financial strength rating of at least Baa3. This arrangement may require LNL to place assets in trust equal to the relevant statutory reserves. Under LLANY's largest indemnity

reinsurance arrangement, we held approximately \$2.0 billion of statutory reserves as of December 31, 2013. LLANY must maintain an A.M. Best financial strength rating of at least B+, an S&P financial strength rating of at least BB+ and a Moody's financial strength rating of at least Ba1, as well as maintain an RBC ratio of at least 160% or an S&P capital adequacy ratio of 100%, or the cedent may recapture the business. Under two other LLANY arrangements, by which we established \$839 million of statutory reserves, LLANY must maintain an A.M. Best financial strength rating of at least B++, an S&P financial strength rating of at least BBB- and a Moody's financial strength rating of at least Baa3. One of these arrangements also requires LLANY to maintain an RBC ratio of at least 185% or an S&P capital adequacy ratio of 115%. Each of these arrangements may require LLANY to place assets in trust equal to the relevant statutory reserves. As of December 31, 2013, LNL's and LLANY's RBC ratios exceeded the required ratio. See "Item 1. Business – Financial Strength Ratings" for a description of our financial strength ratings.

If the cedent recaptured the business, LNL and LLANY would be required to release reserves and transfer assets to the cedent. Such a recapture could adversely impact our future profits. Alternatively, if LNL and LLANY established a security trust for the cedent, the ability to transfer assets out of the trust could be severely restricted, thus negatively impacting our liquidity.

## Investments

Some of our investments are relatively illiquid and are in asset classes that have been experiencing significant market valuation fluctuations.

We hold certain investments that may lack liquidity, such as privately placed fixed maturity securities, mortgage loans, policy loans and other limited partnership interests. These asset classes represented 25% of the carrying value of our total cash and invested assets as of December 31, 2013.

If we require significant amounts of cash on short notice in excess of normal cash requirements or are required to post or return collateral in connection with our investment portfolio, derivatives transactions or securities lending activities, we may have difficulty selling these investments in a timely manner, be forced to sell them for less than we otherwise would have been able to realize, or both.

The reported value of our relatively illiquid types of investments, our investments in the asset classes described in the paragraph above and, at times, our high quality, generally liquid asset classes, do not necessarily reflect the lowest current market price for the asset. If we were forced to sell certain of our assets in the current market, there can be no assurance that we would be able to sell them for the prices at which we have recorded them and we might be forced to sell them at significantly lower prices.

We invest a portion of our invested assets in investment funds, many of which make private equity investments. The amount and timing of income from such investment funds tends to be uneven as a result of the performance of the underlying investments, including private equity investments. The timing of distributions from the funds, which depends on particular events relating to the underlying investments, as well as the funds' schedules for making distributions and their needs for cash, can be difficult to predict. As a result, the amount of income that we record from these investments can vary substantially from quarter to quarter.

Defaults on our mortgage loans and write downs of mortgage equity may adversely affect our profitability.

Our mortgage loans face default risk and are principally collateralized by commercial properties. The performance of our mortgage loan investments may fluctuate in the future. In addition, some of our mortgage loan investments have balloon payment maturities. An increase in the default rate of our mortgage loan investments could have a material adverse effect on our business, results of operations and financial condition.

Further, any geographic or sector exposure in our mortgage loans may have adverse effects on our investment portfolios and consequently on our consolidated results of operations or financial condition. While we seek to mitigate this risk by having a broadly diversified portfolio, events or developments that have a negative effect on any particular geographic region or sector may have a greater adverse effect on the investment portfolios to the extent that the portfolios are exposed.

The difficulties faced by other financial institutions could adversely affect us.

We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks and other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty. In addition, with respect to secured transactions, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the loan or derivative exposure due to it. We also may have exposure to these financial institutions in the form of unsecured debt instruments, derivative transactions and/or equity investments. These parties may default on their obligations to us due to bankruptcy, lack of liquidity, downturns in the economy or real estate values, operational failure, corporate governance issues or other reasons. A downturn in the U.S. and other economies could result in increased impairments. There can be no assurance that any such losses or impairments to the carrying value of these assets would not materially and adversely affect our business and results of operations.

Our requirements to post collateral or make payments related to declines in market value of specified assets may adversely affect our liquidity and expose us to counterparty credit risk.

Many of our transactions with financial and other institutions, including settling futures positions, specify the circumstances under which the parties are required to post collateral. The amount of collateral we may be required to post under these agreements may increase

27

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under certain circumstances, which could adversely affect our liquidity. In addition, under the terms of some of our transactions, we may be required to make payments to our counterparties related to any decline in the market value of the specified assets.

Our investments are reflected within our consolidated financial statements utilizing different accounting bases, and, accordingly, there may be significant differences between cost and fair value that are not recorded in our consolidated financial statements.

Our principal investments are in fixed maturity and equity securities, mortgage loans on real estate, policy loans, short-term investments, derivative instruments, limited partnerships and other invested assets. The carrying value of such investments is as follows:

- Fixed maturity and equity securities are classified as AFS, except for those designated as trading securities, and are reported at their estimated fair value. The difference between the estimated fair value and amortized cost of such securities (i.e., unrealized investment gains and losses) is recorded as a separate component of OCI, net of adjustments to DAC, contract holder related amounts and deferred income taxes;
- Fixed maturity and equity securities designated as trading securities are recorded at fair value with subsequent changes in fair value recognized in realized gain (loss). However, in certain cases, the trading securities support reinsurance arrangements. In those cases, offsetting the changes to fair value of the trading securities are corresponding changes in the fair value of the embedded derivative liability associated with the underlying reinsurance arrangement. In other words, the investment results for the trading securities, including gains and losses from sales, are passed directly to the reinsurers through the contractual terms of the reinsurance arrangements. These types of securities represent 59% of our trading securities;
- Short-term investments include investments with remaining maturities of one year or less, but greater than three months, at the time of acquisition and are stated at amortized cost, which approximates fair value;
- Also, mortgage loans on real estate are carried at unpaid principal balances, adjusted for any unamortized premiums or discounts and deferred fees or expenses, net of valuation allowances;
- Policy loans are carried at unpaid principal balances;
- Real estate joint ventures and other limited partnership interests are carried using the equity method of accounting; and
- Other invested assets consist principally of derivatives with positive fair values. Derivatives are carried at fair value with changes in fair value reflected in income from non-qualifying derivatives and derivatives in fair value hedging relationships. Derivatives in cash flow hedging relationships are reflected as a separate component of other comprehensive income or loss.

Investments not carried at fair value on our consolidated financial statements, principally, mortgage loans, policy loans and real estate, may have fair values which are substantially higher or lower than the carrying value reflected on our consolidated financial statements. In addition, unrealized losses are not reflected in net income unless we realize the losses by either selling the security at below amortized cost or determine that the decline in fair value is deemed to be other-than-temporary (i.e., impaired). Each of such asset classes is regularly evaluated for impairment under the accounting guidance appropriate to the respective asset class.



## Competition

Intense competition could negatively affect our ability to maintain or increase our profitability.

Our businesses are intensely competitive. We compete based on a number of factors, including name recognition, service, the quality of investment advice, investment performance, product features, price, perceived financial strength and claims-paying and credit ratings. Our competitors include insurers, broker-dealers, financial advisors, asset managers and other financial institutions. A number of our business units face competitors that have greater market share, offer a broader range of products or have higher financial strength or credit ratings than we do.

In recent years, there has been substantial consolidation and convergence among companies in the financial services industry resulting in increased competition from large, well-capitalized financial services firms. Many of these firms also have been able to increase their distribution systems through mergers or contractual arrangements. Furthermore, larger competitors may have lower operating costs and an ability to absorb greater risk while maintaining their financial strength ratings, thereby allowing them to price their products more competitively. We expect consolidation to continue and perhaps accelerate in the future, thereby increasing competitive pressure on us.

Our sales representatives are not captive and may sell products of our competitors.

We sell our annuity and life insurance products through independent sales representatives. These representatives are not captive, which means they may also sell our competitors' products. If our competitors offer products that are more attractive than ours, or pay higher commission rates to the sales representatives than we do, these representatives may concentrate their efforts in selling our competitors' products instead of ours.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

As of December 31, 2013, LNC and our subsidiaries owned or leased approximately 3.3 million square feet of office space. We leased 0.1 million square feet of office space in Philadelphia, Pennsylvania for LFN. We leased 0.2 million square feet of office space in Radnor, Pennsylvania for our corporate center and for LFD. We owned or leased 0.8 million square feet of office space in Fort Wayne, Indiana, primarily for our Annuities and Retirement Plan Services segments. We owned or leased 0.8 million square feet of office space in Greensboro, North Carolina, primarily for our Life Insurance segment. We owned or leased 0.3 million square feet of office space in Omaha, Nebraska, primarily for our Group Protection segment. An additional 1.1 million square feet of office space is owned or leased in other U.S. cities for branch offices. As provided in Note 13, the rental expense on operating leases for office space and equipment was \$44 million for 2013. This discussion regarding properties does not include information on investment properties.

Item 3. Legal Proceedings

For information regarding legal proceedings, see “Regulatory and Litigation Matters” in Note 13, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

Executive Officers of the Registrant

Executive Officers of the Registrant as of February 21, 2014, were as follows:

Name	Age	(1) Position with LNC and Business Experience During the Past Five Years
Dennis R. Glass	64	President, Chief Executive Officer and Director (since July 2007). President, Chief Operating Officer and Director (April 2006 - July 2007). President and Chief Executive Officer, Jefferson-Pilot (2004 - April 2006). President and Chief Operating Officer, Jefferson-Pilot (2001 - April 2006).
Lisa M. Buckingham	48	Executive Vice President, Chief Human Resources Officer (since March 2011) Senior Vice President, Chief Human Resources Officer (December 2008 - March 2011). Senior Vice President, Global Talent, Thomson Reuters, a provider of information and services for businesses and professionals (April 2008 - November 2008). Senior Vice President, Human Resources, Thomson Corporation (2002 - April 2008).
Adam G. Ciongoli	45	Executive Vice President and General Counsel (since May 2012). General Counsel, Willis Group Holdings Plc, a global insurance broker (March 2007 - May 2012).
Ellen Cooper	49	Executive Vice President and Chief Investment Officer (since August 2012). Managing Director, Goldman Sachs Asset Management, an asset management firm (July 2008 - August 2012). Chief Risk Officer, Aegon USA, a provider of life insurance, pensions and asset management (May 2006 - June 2008). Principal, Ernst & Young LLP (May 2005 - April 2006). Senior Manager, Ernst & Young LLP (June 2000 - May 2005).
Charles C. Cornelio	54	President, Retirement Plan Services (since December 2009). Executive Vice President, Chief Administrative Officer (November 2008 - December 2009). Senior Vice President, Shared Services and Chief Information Officer (April 2006 - November 2008). Executive Vice President, Technology and Insurance Services, Jefferson-Pilot (2004 - April 2006). Senior Vice President, Jefferson-Pilot (1997 - 2004).
Randal J. Freitag	51	Executive Vice President and Chief Financial Officer (since January 2011). Senior Vice President, Chief Risk Officer (2007 - December 2010). Senior Vice President, Chief Risk Officer and Treasurer (2007 - October 2009). Senior Vice President, Product Risk and Profitability and Actuary (2004 - 2007).
Wilford H. Fuller	43	President, Lincoln Financial Group Distribution (2) (since October 2012). President and CEO, Lincoln Financial Distributors (2) (since February 2009). Head, Distribution, Global Wealth Management, Merrill Lynch & Co., a diversified financial services company (2007 - 2009). Head, Distribution, Managed Solutions Group, Merrill Lynch & Co. (2005 - 2007). National Sales Manager, Merrill Lynch & Co. (2000 - 2005).

Mark E. Konen	54	President, Insurance and Retirement Solutions (since July 2008 and February 2009 respectively). President, Individual Markets (April 2006 - July 2008). Executive Vice President, Life and Annuity Manufacturing, Jefferson-Pilot (2004 - April 2006). Executive Vice President, Product/Financial Management, Jefferson-Pilot (2002 - 2004).
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(1)Age shown is based on the officer's age as of February 21, 2014.

(2)Denotes an affiliate of LNC.

## PART II

## Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

## (a) Stock Market and Dividend Information

Our common stock is traded on the New York stock exchange under the symbol LNC. As of January 27, 2014, the number of shareholders of record of our common stock was 8,262. The dividend on our common stock is declared each quarter by our Board of Directors if we are eligible to pay dividends and the Board determines that we will pay dividends. In determining dividends, the Board takes into consideration items such as our financial condition, including current and expected earnings, projected cash flows and anticipated financing needs. For potential restrictions on our ability to pay dividends, see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources” and Note 20 in the accompanying notes to the consolidated financial statements presented in “Item 8. Financial Statements and Supplementary Data,” as well as in “Part I – Item 1. Business – Regulatory – Insurance Regulation – Restriction on Subsidiaries’ Dividends and Other Payments.” The following presents the high and low prices for our common stock on the New York Stock Exchange during the periods indicated and the dividends declared per share during such periods:

	1st Qtr	2nd Qtr	3rd Qtr	4th Qtr
2013				
High	\$ 33.66	\$ 36.75	\$ 45.46	\$ 52.27
Low	26.69	30.04	36.72	40.84
Dividend declared	0.120	0.120	0.120	0.160
2012				
High	\$ 27.54	\$ 26.83	\$ 26.10	\$ 26.53
Low	19.38	19.04	19.17	22.51
Dividend declared	0.080	0.080	0.080	0.120

For information on securities authorized for issuance under equity compensation plans, see “Part III – Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters,” which is incorporated herein by reference.

## (b) Not Applicable

## (c) Issuer Purchases of Equity Securities

The following summarizes purchases of equity securities by the issuer during the quarter ended December 31, 2013 (dollars in millions, except per share data):

Period	(a) Total Number of Shares (or Units) Purchased (1)	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs (2)	(d) Approximate Dollar Value of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (2)(3)
10/1/13 – 10/31/13	-	\$ -	-	\$ 458
11/1/13 – 11/30/13	800,492	43.89	697,789	423
12/1/13 – 12/31/13	1,273,050	51.09	1,273,050	358

(1)Includes the deemed surrender of 102,703 shares of common stock to pay the exercise price in connection with the exercise of stock options. For the quarter ended December 31, 2013, there were 1,970,839 shares purchased as part of publicly announced plans or programs.

(2)On August 8, 2012, our Board of Directors authorized an increase in our securities repurchase authorization, bringing the total aggregate repurchase authorization to \$1.0 billion. As of December 31, 2013, our remaining security repurchase authorization was \$358 million. The security repurchase authorization does not have an expiration date. The amount and timing of share repurchase depends on key capital ratios, rating agency expectations, the generation of free cash flow and an evaluation of the costs and benefits associated with alternative uses of capital.

(3)As of the last day of the applicable month.



## Item 6. Selected Financial Data

The following selected financial data (in millions, except per share data) should be read in conjunction with “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the accompanying notes to the consolidated financial statements presented in “Item 8. Financial Statements and Supplementary Data.”

	For the Years Ended December 31,				
	2013	2012	2011	2010	2009
Total revenues	\$ 11,969	\$ 11,535	\$ 10,641	\$ 10,415	\$ 8,473
Income (loss) from continuing operations	1,244	1,286	229	873	(532)
Net income (loss)	1,244	1,313	221	902	(605)
Per share data: (1)(2)					
Income (loss) from continuing operations – basic	4.68	4.58	0.75	2.28	(2.02)
Income (loss) from continuing operations – diluted	4.52	4.47	0.72	2.21	(1.98)
Net income (loss) – basic	4.68	4.68	0.72	2.37	(2.28)
Net income (loss) – diluted	4.52	4.56	0.69	2.30	(2.24)
Common stock dividends	0.520	0.360	0.230	0.080	0.040
	As of December 31,				
	2013	2012	2011	2010	2009
Assets	\$ 236,945	\$ 218,869	\$ 201,491	\$ 192,308	\$ 175,856
Long-term debt:					
Principal	5,273	5,173	5,088	5,363	5,019
Unamortized premiums (discounts) and fair value hedge on interest rate swap agreements	47	266	303	36	31
Stockholders' equity	13,452	14,973	13,101	11,687	10,555
Per common share data: (1)					
Stockholders' equity, including accumulated other comprehensive income (loss) (3)	51.17	55.14	44.94	37.00	32.24
Stockholders' equity, excluding accumulated other comprehensive income (loss) (3)	45.23	41.11	35.75	34.30	33.10
Market value of common stock	51.62	25.90	19.42	27.81	24.88

(1) Per share amounts were affected by the retirement of 12.0 million, 20.5 million, 24.7 million, 1.1 million and less than 1 million shares of common stock during the years ended December 31, 2013, 2012, 2011, 2010 and 2009, respectively.



(2)To arrive at the income used in the calculation of our basic and diluted earnings per share, we deduct preferred stock dividends and accretion of discount, which amounted to \$167 million and \$35 million for the years ending December 31, 2010 and 2009, respectively. In addition, to arrive at diluted earnings per share, if the effect of equity classification would result in a more dilutive earnings per share, we adjust the numerator used in the calculation of our diluted earnings per share to remove the mark-to-market adjustment for deferred units of LNC stock in our deferred compensation plans, which amounted to \$5 million and \$2 million for the years ending December 31, 2011 and 2010, respectively.

(3)Per share amounts are calculated under the assumption that our prior Series A preferred stock has been converted to common stock, but exclude the prior Series B preferred stock balances as it was non-convertible. Both the Series A and Series B preferred stock have been redeemed.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis ("MD&A") is intended to help the reader understand the financial condition as of December 31, 2013, compared with December 31, 2012, and the results of operations in 2013 and 2012, compared with the immediately preceding year of Lincoln National Corporation and its consolidated subsidiaries. Unless otherwise stated or the context otherwise requires, "LNC," "Lincoln," "Company," "we," "our" or "us" refer to Lincoln National Corporation and its consolidated subsidiaries. The MD&A is provided as a supplement to, and should be read in conjunction with our consolidated financial statements and the accompanying notes to the consolidated financial statements ("Notes") presented in "Part II – Item 8. Financial Statements and Supplementary Data," as well as "Part I – Item 1A. Risk Factors" above.

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

Operating revenues and income (loss) from operations are the financial performance measures we use to evaluate and assess the results of our segments. Accordingly, we define and report operating revenues and income (loss) from operations by segment in Note 22. Our management believes that operating revenues and income (loss) from operations explain the results of our ongoing businesses in a manner that allows for a better understanding of the underlying trends in our current businesses because the excluded items are unpredictable and not necessarily indicative of current operating fundamentals or future performance of the business segments, and, in many instances, decisions regarding these items do not necessarily relate to the operations of the individual segments. In addition, we believe that our definitions of operating revenues and income (loss) from operations will provide investors with a more valuable measure of our performance because it better reveals trends in our business.

FORWARD-LOOKING STATEMENTS – CAUTIONARY LANGUAGE

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

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

- Deterioration in general economic and business conditions that may affect account values, investment results, guaranteed benefit liabilities, premium levels, claims experience and the level of pension benefit costs, funding and investment results;
- Adverse global capital and credit market conditions, including another shutdown of the U.S. federal government and/or failure to reach agreement on the U.S. federal government's debt ceiling, could affect our ability to raise capital, if necessary, and may cause us to realize impairments on investments and certain intangible assets, including goodwill and the valuation allowance against deferred tax assets, which may reduce future earnings and/or affect our financial condition and ability to raise additional capital or refinance existing debt as it matures;
- Because of our holding company structure, the inability of our subsidiaries to pay dividends to the holding company in sufficient amounts could harm the holding company's ability to meet its obligations;
- Legislative, regulatory or tax changes, both domestic and foreign, that affect the cost of, or demand for, our subsidiaries' products, the required amount of reserves and/or surplus, or otherwise affect our ability to conduct business, including changes to statutory reserve requirements related to secondary guarantee universal life and annuities; regulations regarding captive reinsurance arrangements; restrictions on revenue sharing and 12b-1 payments; and the potential for U.S. federal tax reform;
- Actions taken by reinsurers to increase rates on in-force business;
- Declines in or sustained low interest rates causing a reduction in investment income, the interest margins of our businesses, estimated gross profits ("EGPs") and demand for our products;
- Rapidly increasing interest rates causing contract holders to surrender life insurance and annuity policies, thereby causing realized investment losses, and reduced hedge performance related to variable annuities;
- Uncertainty about the effect of rules and regulations to be promulgated under the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") on us and the economy and the financial services sector in particular;
- The initiation of legal or regulatory proceedings against us, and the outcome of any legal or regulatory proceedings, such as: adverse actions related to present or past business practices common in businesses in which we compete; adverse decisions in significant actions including, but not limited to, actions brought by federal and state authorities and class action cases; new decisions that result in changes in law; and unexpected trial court rulings;
- A decline in the equity markets causing a reduction in the sales of our subsidiaries' products, a reduction of asset-based fees that our subsidiaries charge on various investment and insurance products, an acceleration of the net amortization of deferred acquisition

costs (“DAC”), value of business acquired (“VOBA”), deferred sales inducements (“DSI”) and deferred front-end loads (“DFEL”) and an increase in liabilities related to guaranteed benefit features of our subsidiaries’ variable annuity products;

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

The risks included here are not exhaustive. Other sections of this report, quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the Securities and Exchange Commission (“SEC”) include additional factors that could affect our businesses and financial performance, including “Part I – Item 1A. Risk Factors” and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk,” which are incorporated herein by reference. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

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

## INTRODUCTION

### Executive Summary

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

We provide products and services and report results through our Annuities, Retirement Plan Services, Life Insurance and Group Protection segments. We also have Other Operations. These segments and Other Operations are described in “Part I – Item 1. Business” above.

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

### Current Market Conditions

Although improvements in certain market conditions have occurred during 2013, the following factors are weighing on and threatening continued economic recovery and financial stability:

- Modest global and domestic growth;
- § Slowly improving U.S. unemployment rate; and
- § Signs of slowing U.S. housing market recovery;

- Tapering of unconventional accommodative monetary policy; and
- Inflation remaining below the Federal Reserve target of 2%.

The Federal Reserve's forecast for 2014, as reported in December of 2013, leaves its broader projections for economic growth and inflation little changed. In the face of these economic challenges, we are focused on building our businesses through these challenging markets by continuing to reprice products, expand distribution into new and existing key accounts and channels and target market segments that have high growth potential while maintaining a disciplined approach to managing our expenses.

### Significant Operational Matters

#### Earnings from Account Values

The Annuities and Retirement Plan Services segments are the most sensitive to the equity markets, as well as, to a lesser extent, our Life Insurance segment. We discuss the earnings effect of the equity markets on account values and the related asset-based earnings below in "Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Equity Market Risk – Effect of Equity Market Sensitivity." Account values increased \$29.1 billion during 2013 driven primarily by an increase in equity markets and positive net flows.

#### Variable Annuity Hedge Program Performance

We offer variable annuity products with living benefit guarantees. As described below in "Critical Accounting Policies and Estimates – Derivatives – Guaranteed Living Benefits," we use derivative instruments to hedge our exposure to the risks and earnings volatility that result from the guaranteed living benefit ("GLB") embedded derivatives in certain of our variable annuity products. The change in fair value of these instruments tends to move in the opposite direction of the change in embedded derivative reserves. These results are excluded from the Annuities and Retirement Plan Services segments' operating revenues and income from operations. See "Realized Gain (Loss) and Benefit Ratio Unlocking – Variable Annuity Net Derivatives Results" below for information on our methodology for calculating the non-performance risk ("NPR"), which affects the discount rate used in the calculation of the GLB embedded derivative reserves.

We also offer variable products with death benefit guarantees. As described below in "Critical Accounting Policies and Estimates – Future Contract Benefits and Other Contract Holder Obligations – Guaranteed Death Benefits," we use derivative instruments to attempt to hedge the income statement effect in the opposite direction of the guaranteed death benefit ("GDB") benefit ratio unlocking for movements in equity markets. These results are excluded from income (loss) from operations.

The costs of derivative instruments that we use to hedge these variable annuity products may increase as a result of the low interest rate environment.

## Products

We completed our pivot to higher return life insurance products in the low interest rate environment by shifting our focus toward products, such as VUL, indexed UL, flexible premium MoneyGuard® and term insurance. These pivot products comprised 62% of our total life sales in 2013, as compared to 47% in 2012. We also remain focused on shifting our production to more non-guaranteed products and increasing our margins related to mortality and morbidity.

## Interest Rate Risk

Because the profitability of our business depends in part on interest rate spreads, interest rate fluctuations could negatively affect our profitability. Changes in interest rates may reduce both our profitability from spread businesses and our return on invested capital. Thus, low interest rates negatively impact margins while rapidly rising interest rates can result in increased surrenders. Gradually rising interest rates are likely to be beneficial to our profitability. Some of our products, principally our fixed annuities, UL and VUL, have interest rate guarantees that expose us to the risk that changes in interest rates or prolonged low interest rates will reduce our spread, or the difference between the interest that we are required to credit to contracts and the yields that we are able to earn on our general account investments supporting our obligations under the contracts. Although we have been proactive in our investment strategies, product designs, crediting rate strategies and overall asset-liability practices to mitigate the risk of unfavorable consequences in this type of environment, declines in our spread, or instances where the returns on our general account investments are not enough to support the interest rate guarantees on these products, could have an adverse effect on some of our businesses or results of operations.

We have provided disclosures around the effects of sustained low interest rates in “Part I – Item 1A. Risk Factors – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” and “Effect of Interest Rate Sensitivity” and “Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” in “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk.”

## Improvement of Return on Equity

One of our highest priorities continues to be increasing our return on equity (“ROE”). Growth in ROE will be driven by a number of items including:

- Earnings mix shift to businesses with higher returns;
- Sales of products that have higher returns than the products already in force; and
- Capital management actions consisting of redeployment of excess capital (including returning capital to common stockholders) and further generation of excess capital.

## Strategic Investments

We continue to make strategic investments in our businesses to grow revenues, further spur productivity and improve our efficiency and service to our customers. These efforts include investments in technology and system upgrades, new products for the voluntary market and expanded distribution focus.

## Industry Trends

We continue to be influenced by a variety of trends that affect the industry.

## Financial Environment

The level of long-term interest rates and the shape of the yield curve can have a negative effect on the demand for and the profitability of spread-based products such as fixed annuities and UL. A flat or inverted yield curve and low long-term interest rates will be a concern if new money rates on corporate bonds are lower than our overall life insurer investment portfolio yields. Equity market performance can also affect the profitability of life insurers, as product demand and fee income from variable annuities and fee income from pension products tied to separate account balances often reflect equity market performance. A steady economy is important as it provides for continuing demand for insurance and investment-type products. Insurance premium growth, with respect to group life and disability products, for example, is closely tied to employers’ total payroll growth. Additionally, the potential market for these products is expanded by new business creation.

## Demographics



In the coming decade, a key driver shaping the actions of the insurance industry will be the escalation of income protection and wealth accumulation goals and needs of the retiring baby-boomers. As a result of increasing longevity, retirees will need to accumulate sufficient savings to finance retirements that may span 30 or more years. Helping the baby-boomers to accumulate assets for retirement and subsequently to convert these assets into retirement income represents an opportunity for the insurance industry.

Insurers are well positioned to address the baby-boomers' rapidly increasing need for savings tools and for income protection. We believe that, among insurers, those with strong brands, high financial strength ratings and broad distribution are best positioned to capitalize on the opportunity to offer income protection products to baby-boomers.

Moreover, the insurance industry's products, and the needs they are designed to address, are complex. We believe that individuals approaching retirement age will need to seek information to plan for and manage their retirements. In the workplace, as employees take greater responsibility for their benefit options and retirement planning, they will need information about their possible individual needs. One of the challenges for the insurance industry will be the delivery of this information in a cost effective manner.

#### Competitive Pressures

The insurance industry remains highly competitive. The product development and product life cycles have shortened in many product segments, leading to more intense competition with respect to product features. Larger companies have the ability to invest in brand equity, product development, technology and risk management, which are among the fundamentals for sustained profitable growth in the life insurance industry. In addition, several of the industry's products can be quite homogeneous and subject to intense price competition. Sufficient scale, financial strength and financial flexibility are becoming prerequisites for sustainable growth in the life insurance industry. Larger market participants tend to have the capacity to invest in additional distribution capability and the information technology needed to offer the superior customer service demanded by an increasingly sophisticated industry client base.

#### Regulatory Changes

U.S.-domiciled insurance entities are regulated at the state level, while certain products and services are also subject to federal regulation. Regulators may refine capital requirements and introduce new reserving standards for the life insurance industry. Regulations recently adopted or currently under review, such as changes to Actuarial Guideline 38 ("AG38") and the Dodd-Frank Act or potential changes to captive regulation, can potentially affect the capital requirements and profitability of the industry and result in increased regulation and oversight for the industry. In addition, changes in GAAP, including future convergence with IFRS, as well as the methodologies, estimations and assumptions thereunder, may result in unanticipated changes to our net income. See "Part I – Item 1. Business – Regulatory" for a discussion of the potential effects of regulatory changes on our industry.



## Issues and Outlook

Going into 2014, significant issues include:

- Ongoing actions by government and regulatory authorities to review, introduce regulations or change existing regulations or guidance in a manner that could have a significant effect on our capital, earnings and/or business models;
- A low but moderating interest rate environment in comparison to historical periods; and
- Increased volatility in the capital markets since the financial crisis.

In the face of these issues and potential issues, we expect to focus on the following:

- Shifting our new business mix to focus on products with shorter duration liabilities, more limited guarantees and sources of earnings from mortality and morbidity margins;
- Closely monitoring our capital and liquidity positions taking into account changing economic conditions and monetary policy, ongoing regulatory activities regarding statutory reserves and captive structures, and the Company's capital deployment strategy;
- Continuing to explore additional financing strategies addressing the statutory reserve strain related to our secondary guarantee UL products in order to manage our capital position effectively;
- Closely monitoring ongoing activities in the legal and regulatory environment and taking an active role in the legislative and/or regulatory process;
- Continuing to make investments in our businesses, primarily in technology and distribution, to grow revenues and drive margin expansion; and
- Managing our expenses aggressively through process improvement initiatives combined with continued financial discipline and execution excellence throughout our operations.

For additional factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" and "Forward-Looking Statements – Cautionary Language" above.

## Critical Accounting Policies and Estimates

We have identified the accounting policies below as critical to the understanding of our results of operations and our financial condition. In applying these critical accounting policies in preparing our financial statements, management must use critical assumptions, estimates and judgments concerning future results or other developments, including the likelihood, timing or amount of one or more future events. Actual results may differ from these estimates under different assumptions or conditions. On an ongoing basis, we evaluate our assumptions, estimates and judgments based upon historical experience and various other information that we believe to be reasonable under the circumstances. For a detailed discussion of other significant accounting policies, see Note 1.

## DAC, VOBA, DSI and DFEL

Accounting for intangible assets requires numerous assumptions, such as estimates of expected future profitability for our operations and our ability to retain existing blocks of life and annuity business in force. Our accounting policies for DAC, VOBA, DSI and DFEL affect the Annuities, Retirement Plan Services, Life Insurance and Group Protection segments.

## Deferrals

Qualifying deferrable acquisition expenses are recorded as an asset on our Consolidated Balance Sheets as DAC for products we sold during a period or VOBA for books of business we acquired during a period. In addition, we defer costs associated with DSI and revenues associated with DFEL. DSI increases interest credited and reduces income when amortized. DFEL is a liability included within other contract holder funds on our Consolidated Balance Sheets, and when amortized, increases fee income on our Consolidated Statements of Comprehensive Income (Loss).

We incur certain costs that can be capitalized in the acquisition of insurance contracts. Only those costs incurred that result directly from and are essential to the successful acquisition of new or renewal insurance contracts may be capitalized as deferrable acquisition costs. This determination of deferability must be made on a contract-level basis. Some examples of acquisition costs that are subject to deferral include the following:

- Employee, agent or broker commissions for successful contract acquisitions;
- Wholesaler production bonuses for successful contract acquisitions;
- Renewal commissions and bonuses to agents or brokers;
- Medical and inspection fees for successful contract acquisitions;
- Premium-related taxes and assessments; and
- A portion of the salaries and benefits of certain employees involved in the underwriting, contract issuance and processing, medical and inspection and sales force contract selling functions related to the successful issuance or renewal of an insurance contract.

All other acquisition-related costs, including costs incurred by the insurer for soliciting potential customers, market research, training, administration, management of distribution and underwriting functions, unsuccessful acquisition or renewal efforts and product development, are considered non-deferrable acquisition costs and must be expensed in the period incurred.

In addition, the following indirect costs are considered non-deferrable acquisition costs and must be charged to expense in the period incurred:

- Administrative costs;
- Rent;
- Depreciation;
- Occupancy costs;
- Equipment costs (including data processing equipment dedicated to acquiring insurance contracts);
- Trail commissions; and
- Other general overhead.

Our DAC, VOBA, DSI and DFEL balances (in millions) by business segment as of December 31, 2013, were as follows:

	Annuities	Retirement Plan Services	Life Insurance	Group Protection	Total
DAC and VOBA					
Gross	\$ 3,098	\$ 259	\$ 6,380	\$ 230	\$ 9,967
Unrealized (gain) loss	(328)	(86)	(667)	-	(1,081)
Carrying value	\$ 2,770	\$ 173	\$ 5,713	\$ 230	\$ 8,886
DSI					
Gross	\$ 291	\$ 4	\$ 4	\$ -	\$ 299
Unrealized (gain) loss	(32)	-	-	-	(32)
Carrying value	\$ 259	\$ 4	\$ 4	\$ -	\$ 267
DFEL					
Gross	\$ 266	\$ -	\$ 1,946	\$ -	\$ 2,212
Unrealized (gain) loss	(1)	-	(273)	-	(274)
Carrying value	\$ 265	\$ -	\$ 1,673	\$ -	\$ 1,938

Available-for-sale (“AFS”) securities and certain derivatives are stated at fair value with unrealized gains and losses included within accumulated other comprehensive income (loss) (“AOCI”), net of associated DAC, VOBA, DSI, future contract benefits, other contract holder funds and deferred income taxes. The unrealized balances in the table above represent the DAC, VOBA, DSI and DFEL balances for these effects of unrealized gains and losses on AFS securities and certain derivatives as of the end-of-period.

#### Amortization

Deferrable acquisition costs for variable annuity and deferred fixed annuity contracts and UL and VUL policies are amortized over the lives of the contracts in relation to the incidence of EGPs derived from the contracts. Certain broker commissions or broker-dealer expenses that vary with and are related to sales of mutual fund products, respectively, are expensed as incurred rather than deferred and amortized. For our traditional products, we amortize deferrable acquisition costs either on a straight-line basis or as a level percent of premium of the related contracts, depending on the block of business.

EGPs vary based on a number of sources including policy persistency, mortality, fee income, investment margins, expense margins and realized gains and losses on investments, including assumptions about the expected level of credit-related losses. Each of these sources of profit is, in turn, driven by other factors. For example, assets under management and the spread between earned and credited rates drive investment margins; net amount at risk (“NAR”) drives the level of cost of insurance (“COI”) charges and reinsurance premiums. The level of separate account assets under management is driven by changes in the financial markets (equity and bond markets, hereafter referred to collectively as “equity markets”) and net flows. Realized gains and losses on investments include amounts resulting from differences in the actual level of impairments and the levels assumed in calculating EGPs.

We generally amortize DAC, VOBA, DSI and DFEL in proportion to our EGPs for interest-sensitive products. When actual gross profits are higher in the period than EGPs, we recognize more amortization than planned. When actual gross profits are lower in the period than EGPs, we recognize less amortization than planned. In a calendar year where the gross profits for a certain group of policies, or “cohorts,” are negative, our actuarial process limits, or floors, the amortization expense offset to zero.

For a discussion of the periods over which we amortize our DAC, VOBA, DSI and DFEL see “DAC, VOBA, DSI and DFEL” in Note 1.

## Unlocking

As discussed and defined in “DAC, VOBA, DSI and DFEL” in Note 1, we conduct our annual comprehensive review of the assumptions and projection models underlying the amortization of DAC, VOBA, DSI, DFEL, embedded derivatives and reserves for life insurance and annuity products with living benefit and death benefit guarantees in the third quarter of each year. We may have unlocking in other quarters as we become aware of information that warrants updating assumptions outside of our annual comprehensive review.

For illustrative purposes, the following presents the hypothetical effects to net income (loss) attributable to changes in assumptions from those our model projections assume, assuming all other factors remain constant:

Change in Assumption	Hypothetical Effect to Net Income (Loss)	Description of Expected Effect
Higher equity markets	Favorable	Increase to fee income and decrease to changes in reserves.
Lower equity markets	Unfavorable	Decrease to fee income and increase to changes in reserves.
Higher investment margins	Favorable	Increase to interest rate spread on our fixed product line, including fixed portion of variable.
Lower investment margins	Unfavorable	Decrease to interest rate spread on our fixed product line, including fixed portion of variable.
Higher lapses	Unfavorable	Decrease to fee income, partially offset by decrease to benefits due to shorter contract life.
Lower lapses	Favorable	Increase to fee income, partially offset by increase to benefits due to longer contract life.
Higher death claims	Unfavorable	Decrease to fee income and increase to changes in reserves due to shorter contract life.
Lower death claims	Favorable	Increase to fee income and decrease to changes in reserves due to longer contract life.

Details underlying the effect to income (loss) from continuing operations from unlocking (in millions) were as follows:

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Income (loss) from operations:					
Annuities	\$ (1)	\$ (5)	\$ (18)	80%	72%
Retirement Plan Services	(4)	(3)	(2)	-33%	-50%
Life Insurance	17	47	70	-64%	-33%
Excluded realized gain (loss) (1)	29	76	(78)(78)	-62%	197%
Income (loss) from continuing operations	\$ 41	\$ 115	\$ (28)	-64%	NM

(1) Excludes unlocking related to the NPR component of our GLB embedded derivative reserves (see “Realized Gain (Loss) and Benefit Ratio Unlocking – Variable Annuity Net Derivative Results” below for more information).

Unlocking was driven primarily by the following:

#### 2013

- For Annuities, we modified our policyholder behavior and variable annuity mortality assumptions, partially offset by modifying our interest margin assumptions and other items;
- For Retirement Plan Services, we modified our interest margin assumptions;
- For Life Insurance, we modified our amortization period and mortality assumptions, partially offset by lowering our early duration portfolio yield assumptions; and
- For excluded realized gain (loss), we modified our policyholder behavior assumptions for GLB riders.

#### 2012

During the third quarter of 2012, we lowered our new money investment yield assumption to reflect the then current new money rates



and to approximate the forward curve for interest rates relevant at such time. This reduction in the interest rate assumption resulted in resetting the current new money investment rate followed by a gradual annual recovery over seven years to a rate 50 basis points below our previous ultimate long-term assumption. As a result of this assumption revision, we recorded unfavorable unlocking of \$110 million, after-tax, for Life Insurance, \$4 million, after-tax, for Annuities, and \$6 million, after-tax, for Retirement Plan Services.

- For Annuities and Retirement Plan Services, we modified our policyholder behavior assumptions and lowered our new money investment yield assumption as discussed above;
- For Life Insurance, we modified our life mortality assumption, partially offset by lowering our new money investment yield assumption as discussed above; and
- For excluded realized gain (loss), we modified our policyholder behavior assumptions for GLB riders.

2011

- For Annuities, we lowered our long-term equity market growth rate and interest margin assumptions, partially offset by lowering our lapse assumptions;
- For Life Insurance, we updated our crediting rate assumptions to reflect actions implemented to reduce interest crediting rates; and
- For excluded realized gain (loss), we lowered our assumptions for long-term volatility, partially offset by lowering our lapse assumptions.

#### Reversion to the Mean (“RTM”)

Because returns within the variable sub-accounts (“variable funds”) have a significant effect on the value of variable annuity and VUL products and the fees earned on these accounts, EGPs could increase or decrease with movements in variable fund returns; therefore, significant and sustained changes in variable funds have had and could in the future have an effect on DAC, VOBA, DSI and DFEL amortization for our variable annuity, annuity-based 401(k) and VUL businesses.

As variable fund returns do not move in a systematic manner, we reset the baseline of account values from which EGPs are projected, which we refer to as our RTM process. Under our RTM process, on each valuation date, future EGPs are projected using stochastic modeling of a large number of market scenarios in conjunction with best estimates of lapse rates, interest rate spreads and mortality to develop a statistical distribution of the present value of future EGPs for our variable annuity, annuity-based 401(k) and VUL blocks of business. Because variable fund returns are unpredictable, the underlying premise of this process is that best estimate projections of future EGPs need not be affected by random short-term and insignificant deviations from expectations in variable fund returns. However, long-term or significant deviations from expected variable fund returns require a change to best estimate projections of EGPs and unlocking of DAC, VOBA, DSI, DFEL and changes in future contract benefits. The statistical distribution is designed to identify when the deviations from expected returns have become significant enough to warrant a change of the future variable fund growth rate assumption.

The stochastic modeling performed for our variable annuity blocks of business as described above is used to develop a range of reasonably possible future EGPs. We compare the range of the present value of the future EGPs from the stochastic modeling to that used in our amortization model. A set of intervals around the mean of these scenarios is utilized to calculate two separate statistical ranges of reasonably possible EGPs. These intervals are then compared to the present value of the EGPs used in the amortization model. If the present value of EGPs utilized for amortization were to exceed the reasonable range of statistically calculated EGPs, a revision of the EGPs used to calculate amortization would be considered. If a revision is deemed necessary, future EGPs would be re-projected using the current account values at the end of the period during which the revision occurred along with a long-term variable fund growth rate assumption such that the re-projected EGPs would be our best estimate of EGPs.

Our practice is not necessarily to unlock immediately after exceeding the first of the two statistical ranges, but, rather, if we stay between the first and second statistical range for several quarters, we would likely unlock. Additionally, if we exceed the ranges as a result of a short-term market reaction, we would not necessarily unlock. However, if the second statistical range is exceeded for more than one quarter, it is likely that we would unlock. While this approach reduces adjustments to DAC, VOBA, DSI and DFEL due to short-term fluctuations, significant changes in variable fund returns that extend beyond one or two quarters could result in a significant favorable or unfavorable unlocking.

Notwithstanding these intervals, if a severe decline or increase in variable fund values were to occur or should other circumstances suggest that the present value of future EGPs no longer represents our best estimate, we could determine that a revision of the EGPs is necessary.

Our long-term variable fund growth rate assumption, which is used in the determination of DAC, VOBA, DSI and DFEL amortization for the variable component of our variable annuity and VUL products, is an immediate drop of approximately 17% followed by growth going forward of 7% to 9% depending on the block of business and reflecting differences in contract holder fund allocations between fixed-income and equity-type investments. If we were to have unlocked our RTM assumption in the corridor as of December 31, 2013, we would have recorded a favorable unlocking of approximately \$350 million, pre-tax, for Annuities, approximately \$30 million, pre-tax, for Retirement Plan Services, and approximately \$45 million, pre-tax, for Life Insurance.

## Goodwill and Other Intangible Assets

Goodwill and intangible assets with indefinite lives are not amortized, but are reviewed at least annually by us as of October 1 for indications of value impairment, with consideration given to financial performance and other relevant factors. Intangibles that do not have indefinite lives are amortized over their estimated useful lives. We perform a two-step test in our evaluation of the carrying value of goodwill for each of our reporting units, if qualitative factors determine it is necessary to complete the two-step goodwill impairment test. The results of one test on one reporting unit cannot subsidize the results of another reporting unit. In Step 1 of the evaluation, the fair value of each reporting unit is determined and compared to the carrying value of the reporting unit. If the fair value is greater than the carrying value, then the carrying value of the reporting unit is deemed to be recoverable, and Step 2 is not required. If the fair value estimate is less than the carrying value, it is an indicator that impairment may exist, and Step 2 is required. In Step 2, the implied fair value of goodwill is determined for the reporting unit. The reporting unit's fair value as determined in Step 1 is assigned to all of its net assets (recognized and unrecognized) as if the reporting unit were acquired in a business combination as of the date of the impairment test. If the implied fair value of the reporting unit's goodwill is lower than its carrying amount, goodwill is impaired and written down to its fair value.

The fair values of our insurance and annuities businesses are comprised of two components: the value of new business and the value of in-force business. Factors could cause us to believe our estimated fair value of the total business may be lower than the carrying value and trigger a Step 1 test, but may not require a Step 2 test if the fair value of the reporting unit is greater than its carrying value. We may also conduct a Step 2 test, but it may not result in goodwill impairment because the implied fair value of goodwill may exceed our carrying amount of goodwill. The value of our goodwill asset is supported by our value of new business, which is not affected by the same factors as our value of in-force business.

The implied fair value of goodwill is most sensitive to new business production levels, profitability and discount rates. Factors that could affect production levels and profitability include mix of new business, pricing changes, customer acceptance of our products and distribution strength. Recent declines in interest rates have applied downward pressure to the interest rate inputs used in the discount rate calculation. Spread compression and related effects to profitability caused by lower interest rates affect the valuation of in-force business much more significantly than the valuation of new business. The effect of interest rate movements on the value of new business is primarily related to the discount rate. However, current market conditions have led to re-pricing actions in the life insurance industry creating additional uncertainty around future sales returns and levels, which we believe has resulted in an increase in the discount rate a market participant would assume for new business in our Life Insurance segment.

Refer to Note 10 of our consolidated financial statements for goodwill and specifically identifiable intangible assets by segment as well as the results of our recoverability analysis for the years ended December 31, 2012 and 2011. All the discussion that follows represents our analysis as of October 1, 2013.

### Step 1 Results

We performed a Step 1 analysis on all of our reporting units including: Annuities, Retirement Plan Services, Life Insurance and Group Protection. Our Annuities, Retirement Plan Services and Group Protection reporting units passed the Step 1 analysis, and although the carrying value of the net assets for Group Protection was within the estimated fair value range, we deemed it prudent to validate the carrying value of goodwill through a Step 2 analysis. Given the Step 1 results, we also performed a Step 2 analysis for Life Insurance.

For Annuities and Retirement Plan Services, we estimated the fair values of the reporting units based on a discounted cash flow valuation technique (“income approach”) similar to that of Life Insurance and Group Protection discussed below. We also updated our estimates of discount rates based upon current market observable inputs. We used discount rates ranging from 10% to 11% for Annuities and 9.5% to 10.5% for Retirement Plan Services based upon the weighted average cost of capital adjusted for risks associated with the operations.

Based upon our Step 1 analysis for Annuities and Retirement Plan Services, our estimated implied fair value was well in excess of each reporting unit’s carrying value of net assets, including goodwill.

#### Step 2 Results and Information for our Life Insurance and Group Protection Reporting Units

In our Step 2 analyses of Life Insurance and Group Protection, we estimated the implied fair value of goodwill for each reporting unit primarily through an income approach, although limited available market data was also considered. In determining the estimated implied fair value of goodwill for these reporting units, we considered discounted cash flow calculations and assumptions that market participants would make in valuing the new business of these reporting units. These analyses required us to make judgments about new business revenues, earnings projections, capital market assumptions and discount rates.

The key assumptions used in the analyses to determine the implied fair value of goodwill for Life Insurance and Group Protection included:

- New business for 10 years;
- Expense synergies assumption that would be expected to be realized in a market-participant transaction similar to prior market observable transactions and our prior experience; and

- Interest rates used to discount new business cash flows; we considered discount rates ranging from 9% to 11% for Life Insurance and 8.5% to 9.5% for Group Protection based on the weighted average cost of capital adjusted for the risk factors associated with the operations.

Based upon our Step 2 analysis for Life Insurance and Group Protection, we determined that there was no impairment.

## Outlook

Factors that can influence the value of goodwill include the capital markets, competitive landscape, regulatory environment, consumer confidence and any items that can directly or indirectly affect new business future cash flows. For example, unfavorable changes to assumptions as compared to our October 1, 2013, analysis or factors that could result in impairment include, but are not limited to, the following:

- Lower expectations for future sales levels or future sales profitability;
- Higher discount rates on new business assumptions;
- Weakened expectations for the ability to execute future reinsurance transactions for life insurance business over the long-term or expectations for significant increases in the associated costs;
- Legislative, regulatory or tax changes that affect the cost of, or demand for, our subsidiaries' products, the required amount of reserves and/or surplus, or otherwise affect our ability to conduct business, including changes to statutory reserve requirements or changes to risk-based capital ("RBC") requirements; and
- Valuations of mergers or acquisitions of companies or blocks of business that would provide relevant market-based inputs for our impairment assessment that could support different conclusions regarding the estimated fair value of our reporting units.

## Investments

Invested assets are an integral part of our operations, and we invest in fixed maturity and equity securities that are primarily classified as available-for-sale and carried at fair value with the difference from amortized cost included in stockholders' equity as a component of AOCI. See "Consolidated Investments" below for more information.

## Investment Valuation

Our measurement of fair value is based on assumptions used by market participants in pricing the asset or liability, which may include inherent risk, restrictions on the sale or use of an asset or NPR, which would include our own credit risk. Our estimate of an exchange price is the price in an orderly transaction between market participants to sell the asset or transfer the liability ("exit price") in the principal market, or the most advantageous market in the absence of

a principal market, for that asset or liability, as opposed to the price that would be paid to acquire the asset or receive a liability (“entry price”). We categorize our financial instruments carried at fair value into a three-level fair value hierarchy, based on the priority of inputs to the respective valuation technique. The three-level hierarchy for fair value measurement is defined in Note 1.

The following summarizes our AFS and trading securities and derivative investments carried at fair value by pricing source and fair value hierarchy level (in millions) as of December 31, 2013:

	Quoted Prices in Active Markets for Identical Assets	Significant Observable Inputs	Significant Unobservable Inputs	Total Fair Value
	(Level 1)	(Level 2)	(Level 3)	
Priced by third-party pricing services	\$ 551	\$ 67,438	\$ -	\$ 67,989
Priced by independent broker quotations	-	-	2,353	2,353
Priced by matrices	-	12,400	-	12,400
Priced by other methods (1)	-	-	1,210	1,210
Total	\$ 551	\$ 79,838	\$ 3,563	\$ 83,952
Percent of total	1%	95%	4%	100%

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

For the categories and associated fair value of our AFS fixed maturity securities classified within Level 3 of the fair value hierarchy as of December 31, 2013 and 2012, see Notes 1 and 21.

Our investment securities are valued using market inputs, including benchmark yields, reported trades, broker-dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. In addition, market indicators and industry and economic events are monitored, and further market data is acquired if certain triggers are met. Credit risk is also considered in the valuation of our investment securities as we incorporate the issuer's credit rating and a risk premium, if warranted, given the issuer's industry and the security's time to maturity. The credit rating is based upon internal and external analysis of the issuer's financial strength. We use an internationally recognized pricing service as our primary pricing source, and we do not adjust prices received from third parties or obtain multiple prices when measuring the fair value of our investments. We generally use prices from the pricing service rather than broker quotes because we have documentation from the pricing service on the observable market inputs they use, which contrasts to the broker quotes where we have limited information on the pricing inputs. For certain security types, additional inputs may be used, or some of the inputs described above may not be applicable. For private placement securities, we use pricing matrices that utilize observable pricing inputs of similar public securities and Treasury yields as inputs to the fair value measurement. It is possible that different valuation techniques and models, other than those described above, could produce materially different estimates of fair value.

When the volume and level of activity for an asset or liability has significantly decreased in relation to normal market activity for the asset or liability, we believe that the market is not active as indicated by the following:

- Few recent transactions based on volume and level of activity in the market; therefore, there is not sufficient frequency and volume to provide pricing information on an ongoing basis;
- Price quotations are not based on current information;
- Price quotations vary substantially either over time or among market makers;
- Indexes that previously were highly correlated with the fair values of the asset are demonstrably uncorrelated with recent fair values;
- Abnormal, or significant increases in, liquidity risk premiums or implied yields for quoted prices when compared with reasonable estimates using realistic assumptions of credit and other NPR for the asset class;
- Abnormally wide bid-ask spread or significant increases in the bid-ask spread; and
- Limited public information available.

After evaluating all factors and considering the significance and relevance of each factor, we evaluate whether there has been a significant decrease in the volume and level of activity for the asset when the market for that asset is not active. As of December 31, 2013, we evaluated the markets that our securities trade in and concluded that none were inactive. We will continue to re-evaluate this conclusion, as needed, based on market conditions.

We use unobservable inputs to measure the fair value of securities trading in less liquid or illiquid markets with limited or no pricing information. We obtain broker quotes for securities such as synthetic convertibles, index-linked certificates of deposit and collateralized debt obligations ("CDOs") when sufficient security structure or other market information is not available to produce an evaluation. For broker-quoted only securities, non-binding quotes from market makers or broker-dealers are obtained from sources recognized as market participants. Broker-quoted securities are based solely on receipt of updated quotes from a single market maker or a broker-dealer recognized as a market participant. Our broker-quoted only securities are generally classified as Level 3 of the fair value hierarchy. As of December 31, 2013, we used broker quotes for 71 securities as our final price source, representing approximately 1% of total securities owned.

In order to validate the pricing information and broker quotes, we employ, where possible, procedures that include comparisons with similar observable positions, comparisons with subsequent sales and observations of general market movements for those security classes. Our primary third-party pricing service has policies and processes to ensure that it is using objectively verifiable observable market data. The pricing service regularly reviews the evaluation inputs for securities covered, including broker quotes, executed trades and credit information, as applicable. If the pricing service determines it does not have sufficient objectively verifiable information about a security's valuation, it discontinues providing a valuation for the security. The pricing service regularly publishes and updates a summary of inputs used in its valuations by major security type. In addition, we have policies and procedures in place to review the process that is utilized by the third-party pricing service and the output that is provided to us by the pricing service. On a periodic basis, we test the pricing for a sample of securities to evaluate the inputs and assumptions used by the pricing service, and we perform a comparison of the pricing service output to an alternative pricing source. In addition, we check prices provided by our primary pricing service to ensure that they are not stale or unreasonable by reviewing the prices for unusual changes from period to period based on certain parameters or for lack of change from one period to the next. If such anomalies in the pricing are observed, we may use pricing information from another pricing source.

#### Valuation of Alternative Investments

Recognition of investment income on alternative investments is delayed due to the availability of the related financial statements, which are generally obtained from the partnerships' general partners, as our venture capital, real estate and oil and gas portfolios are generally reported to us on a three-month delay, and our hedge funds are reported to us on a one-month delay. In addition, the effect of audit adjustments related to completion of calendar-year financial statement audits of the investees are typically received during the first or second quarter of each calendar year. Accordingly, our investment income from alternative investments for any calendar year period may not include the complete effect of the change in the underlying net assets for the partnership for that calendar year period.

Annually, typically during the first or second quarter, we obtain audited financial statements for our alternative investment partnerships for the preceding calendar year and recognize adjustments to the extent that the audited equity of the investee differs from the equity used



for reporting in prior quarters. Recorded audit adjustments affect our investment income on alternative investments in the period that the adjustments are recorded.

#### Write-downs for OTTI and Allowance for Losses

We regularly review our AFS securities for declines in fair value that we determine to be other-than-temporary. For additional details, see “Consolidated Investments” below and Notes 1 and 5.

For certain securitized fixed maturity securities with contractual cash flows, including asset-backed securities, we use our best estimate of cash flows for the life of the security to determine whether there is an other-than-temporary impairment (“OTTI”) of the security. In addition, we review for other indicators of impairment as required by the Investments – Debt and Equity Securities Topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification™ (“ASC”).

Based on our evaluation of securities with an unrealized loss as of December 31, 2013, we do not believe that any additional OTTI, other than those already reflected in the consolidated financial statements, is necessary. As of December 31, 2013, there were AFS securities with gross unrealized losses totaling \$1.4 billion, pre-tax, and prior to the effect of DAC, VOBA, DSI and other contract holder funds.

As the discussion in Notes 1 and 5 indicates, there are risks and uncertainties associated with determining whether declines in the fair value of investments are other-than-temporary. These include subsequent significant changes in general overall economic conditions, as well as specific business conditions affecting particular issuers, future financial market effects such as interest rate spreads, stability of foreign governments and economies, future rating agency actions and significant accounting, fraud or corporate governance issues that may adversely affect certain investments. In addition, there are often significant estimates and assumptions that we use to estimate the fair values of securities, including projections of expected future cash flows and pricing of private securities. We continually monitor developments and update underlying assumptions and financial models based upon new information.

Write-downs and allowances for losses on select mortgage loans, real estate and other investments are established when the underlying value of the property is deemed to be less than the carrying value. All mortgage loans that are impaired have an established allowance for credit loss. Changing economic conditions affect our valuation of mortgage loans. Increasing vacancies, declining rents and the like are incorporated into the discounted cash flow analysis that we perform for monitored loans and may contribute to the establishment of (or an increase in) an allowance for credit losses. In addition, we continue to monitor the entire commercial mortgage loan portfolio to identify risk. Areas of emphasis include properties that have deteriorating credits or have experienced debt-service coverage and/or loan-to-value reduction. Where warranted, we have established or increased loss reserves based upon this analysis.

## Derivatives

We maintain an overall risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate risk, foreign currency exchange risk, equity market risk, default risk, basis risk and credit risk. Assessing the effectiveness of these hedging programs and evaluating the carrying values of the related derivatives often involve a variety of assumptions and estimates. Derivatives held as of December 31, 2013, contain industry standard terms. Our accounting policies for derivatives and the potential effect on interest spreads in a falling rate environment are discussed in "Item 7A. Quantitative and Qualitative Disclosures About Market Risk," Notes 1 and 6.

We carry our derivative instruments at fair value, which we determine through valuation techniques or models that use market data inputs or independent broker quotations. The fair values fluctuate from period to period due to the volatility of the valuation inputs, including but not limited to swap interest rates, interest and equity volatility and equity index levels, foreign currency forward and spot rates, credit spreads and correlations, some of which are significantly affected by economic conditions. The effect to revenue is reported in realized gain (loss) and such amount along with the associated federal income taxes is excluded from income (loss) from operations of our segments.

Certain of our future contract benefits contain embedded derivatives that are carried at fair value on a recurring basis and are all classified as Level 3 of the fair value hierarchy. These embedded derivatives are valued based on a stochastic projection of scenarios of the embedded derivative cash flows. The scenario assumptions, at each valuation date, are those we view to be appropriate for a hypothetical market participant and include assumptions for capital markets, actuarial lapse, benefit utilization, mortality, risk margin, administrative expenses and a margin for profit. In addition, an NPR component is determined at each valuation date that reflects our risk of not fulfilling the obligations of the underlying liability. The spread for the NPR is added to the discount rates used in determining the fair value from the net cash flows. We believe these assumptions are consistent with those that would be used by a market participant; however, as the related markets develop, we will continue to reassess our assumptions. It is possible that different valuation techniques and assumptions could produce a materially different estimate of fair value.

Changes in the fair value of these future contract benefits containing embedded derivatives result primarily from changes in market conditions. During 2013, there was a significant increase in the values of these embedded derivatives due primarily to higher equity markets and decreased volatility as compared to 2012. For more information, see Notes 1 and 21.

## Guaranteed Living Benefits

We have a dynamic hedging strategy designed to mitigate selected risk and income statement volatility caused by changes in the equity markets, interest rates and market-implied volatilities associated with the Lincoln SmartSecurity® Advantage guaranteed withdrawal benefit (“GWB”) feature and our i4LIFE® Advantage and 4LATER® Advantage guaranteed income benefit (“GIB”) features that are available in our variable annuity products. We have certain GLB variable annuity products with GWB and GIB features that are embedded derivatives. Certain features of these guarantees, notably our GIB, 4LATER® and Lincoln Lifetime IncomeSM Advantage features, have elements of both insurance benefits accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC (“benefit reserves”) and embedded derivative reserves. We calculate the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each GLB feature. In addition to mitigating selected risk and income statement volatility, the hedge program is also focused on a long-term goal of accumulating assets that could be used to pay claims under these benefits, recognizing that such claims are likely to begin no earlier than approximately a decade in the future.

The hedging strategy is designed such that changes in the value of the hedge contracts move in the opposite direction of changes in GLB embedded derivative reserves. This dynamic hedging strategy utilizes options and total return swaps on U.S.-based equity indices, and futures on U.S.-based and international equity indices, as well as interest rate futures, interest rate swaps and currency futures. The notional amounts of the underlying hedge instruments are such that the magnitude of the change in the value of the hedge instruments due to changes in equity markets, interest rates and implied volatilities is designed to offset the magnitude of the change in the fair value of the GLB guarantees caused by those same factors. See “Realized Gain (Loss) and Benefit Ratio Unlocking – Variable Annuity Net Derivatives Results” for information on how we determine our NPR.

As part of our current hedging program, equity market, interest rate and market-implied volatility conditions are monitored on a daily basis. We rebalance our hedge positions based upon changes in these factors as needed. While we actively manage our hedge positions, these positions may not completely offset changes in the fair value embedded derivative reserve caused by movements in these factors due to, among other things, differences in timing between when a market exposure changes and corresponding changes to the hedge positions, extreme swings in the equity markets, interest rates and market-implied volatilities, realized market volatility, contract holder behavior, divergence between the performance of the underlying funds and the hedging indices, divergence between the actual and expected performance of the hedge instruments or our ability to purchase hedging instruments at prices consistent with our desired risk and return trade-off.

Within our individual annuity business, approximately 72% of our variable annuity account values contained GLB features as of December 31, 2013. Declines in the equity markets increase our exposure to potential benefits with the GLB features, leading to an increase in our existing liability for those benefits. For example, a contract with a GLB feature is “in the money” if the contract holder’s account balance falls below the present value of guaranteed withdrawal or income benefits, assuming no lapses. As of December 31, 2013 and 2012, 4% and 8%, respectively, of all in-force contracts with a GLB feature were “in the money,” and our exposure, after reinsurance, as of December 31, 2013 and 2012, was \$308 million and \$548 million, respectively. However, the only way the contract holder can realize the excess of the present value of benefits over the account value of the contract is through a series of withdrawals or

income payments that do not exceed a maximum amount. If, after the series of withdrawals or income payments, the account value is exhausted, the contract holder will receive a series of annuity payments. The account value can also fluctuate with equity market returns on a daily basis resulting in increases or decreases in the excess of the present value of benefits over account value.

As a result of these factors, the ultimate amount to be paid by us related to GLB guarantees is uncertain and could be significantly more or less than \$308 million, net of reinsurance. Our fair value estimates of the GLB liabilities, which are based on detailed models of future cash flows under a wide range of market-consistent scenarios, reflect a more comprehensive view of the related factors and represent our best estimate of the present value of these potential liabilities. The market-consistent scenarios used in the determination of the fair value of the GLB liabilities are similar to those used by an investment bank to value derivatives for which the pricing is not transparent and the aftermarket is nonexistent or illiquid. We use risk-neutral Monte Carlo simulations in our calculation to value the entire block of guarantees, which involve 100 unique scenarios per policy or approximately 43 million scenarios. The market-consistent scenario assumptions, at each valuation date, are those we view to be appropriate for a hypothetical market participant. The market-consistent inputs include assumptions for the capital markets (e.g., implied volatilities, correlation among indices, risk-free swap curve, etc.), policyholder behavior (e.g., policy lapse, benefit utilization, mortality, etc.), risk margins, administrative expenses and a margin for profit. We believe these assumptions are consistent with those that would be used by a market participant; however, as the related markets develop, we will continue to reassess our assumptions. It is possible that different valuation techniques and assumptions could produce a materially different estimate of fair value.

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

The following table presents our estimates of the potential instantaneous effect to realized gain (loss), which could result from sudden changes that may occur in equity markets, interest rates and implied market volatilities (in millions) at the levels indicated in the table and excludes the net cost of operating the hedging program. The amounts represent the estimated difference between the change in the portion of GLB reserves that is calculated on a fair value basis and the change in the value of the underlying hedge instruments after the amortization of DAC, VOBA, DSI and DFEL and taxes. These effects do not include any estimate of unlocking that could occur, nor do they estimate any change in the NPR component of the GLB reserve or any estimate of effects to our GLB benefit ratio unlocking. These estimates are based upon the recorded reserves as of December 31, 2013, and the related hedge instruments in place as of that date.

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The effects presented in the table below are not representative of the aggregate impacts that could result if a combination of such changes to equity market returns, interest rates and implied volatilities occurred.

	In-Force Sensitivities			
Equity Market Return	-20%	-10%	-5%	5%
Hypothetical effect to net income	\$ (70)	\$ (12)	\$ (1)	\$ (4)
Interest Rates	-50	-25	+25	+50
	bps	bps	bps	bps
Hypothetical effect to net income	\$ (12)	\$ (3)	\$ (4)	\$ (15)
Implied Volatilities	-4%	-2%	2%	4%
Hypothetical effect to net income	\$ (2)	\$ (1)	\$ 1	\$ 1

The following table shows the effect (dollars in millions) of indicated changes in instantaneous shifts in equity market returns, interest rate scenarios and market-implied volatilities:

	Assumptions of Changes In			Hypothetical
	Equity Market Return	Interest Rate Yields	Market Implied Volatilities	Effect to Net Income
Scenario 1	-5%	-12.5 bps	+1%	\$ 7
Scenario 2	-10%	-25.0 bps	+2%	(2)
Scenario 3	-20%	-50.0 bps	+4%	(80)

The actual effects of the results illustrated in the two tables above could vary significantly depending on a variety of factors, many of which are out of our control, and consideration should be given to the following:

- The analysis is only valid as of December 31, 2013, due to changing market conditions, contract holder activity, hedge positions and other factors;
- The analysis assumes instantaneous shifts in the capital market factors and no ability to rebalance hedge positions prior to the market changes;
- The analysis assumes constant exchange rates and implied dividend yields;
- Assumptions regarding shifts in the market factors, such as assuming parallel shifts in interest rate and implied volatility term structures, may be overly simplistic and not indicative of actual market behavior in stress scenarios;
- It is very unlikely that one capital market sector (e.g., equity markets) will sustain such a large instantaneous movement without affecting other capital market sectors; and

The analysis assumes that there is no tracking or basis risk between the funds and/or indices affecting the GLB reserves and the instruments utilized to hedge these exposures.

#### Standard & Poor's ("S&P") 500 Index® ("S&P 500") Benefits

Our indexed annuity and indexed UL contracts permit the holder to elect a fixed interest rate return or a return where interest credited to the contracts is linked to the performance of the S&P 500. Contract holders may elect to rebalance among the various accounts within the product at renewal dates, either annually or biannually. At the end of each 1-year or 2-year indexed term we have the opportunity to re-price the indexed component by establishing different participation rates, caps, spreads or specified rates, subject to contractual guarantees. We purchase S&P 500 options that are highly correlated to the portfolio allocation decisions of our contract holders, such that we are economically hedged with respect to equity returns for the current reset period. The mark-to-market of the options held generally offsets the change in value of the embedded derivative within the indexed annuity, both of which are recorded as a component of realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). The Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC require that we calculate fair values of index options we may purchase in the future to hedge contract holder index allocations in future reset periods. These fair values represent an estimate of the cost of the options we will purchase in the future, discounted back to the date of the balance sheet, using current market indicators of volatility and interest rates. Changes in the fair values of these liabilities are included as a component of realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). For information on our S&P 500 benefits hedging results, see our discussion in "Realized Gain (Loss) and Benefit Ratio Unlocking" below.

#### Future Contract Benefits and Other Contract Holder Obligations

##### Reserves

Reserves are the amounts that, with the additional premiums to be received and interest thereon compounded annually at certain assumed rates, are calculated to be sufficient to meet the various policy and contract obligations as they mature. Establishing adequate reserves for our obligations to contract holders requires assumptions to be made regarding mortality and morbidity. The applicable insurance laws under which insurance companies operate require that they report, as liabilities, policy reserves to meet future obligations on their

outstanding contracts. These laws specify that the reserves shall not be less than reserves calculated using certain specified mortality and morbidity tables, interest rates and methods of valuation.

The reserves reported in our consolidated financial statements contained herein are calculated in accordance with GAAP and differ from those specified by the laws of the various states and carried in the statutory financial statements of the life insurance subsidiaries. These differences arise from the use of mortality and morbidity tables, interest, persistency and other assumptions that we believe to be more representative of the expected experience for these contracts than those required for statutory accounting purposes and from differences in actuarial reserving methods.

The assumptions on which reserves are based are intended to represent an estimation of experience for the period that policy benefits are payable. If actual experience is better than or equal to the assumptions, then reserves should be adequate to provide for future benefits and expenses. If experience is worse than the assumptions, additional reserves may be required. This would result in a charge to our net income during the period the increase in reserves occurred. The key experience assumptions include mortality rates, policy persistency and interest rates. We periodically review our experience and update our policy reserves for new issues and reserve for all claims incurred, as we believe appropriate.

#### Guaranteed Death Benefits

The reserves related to the GDB features available in our variable annuity products are based on the application of a “benefit ratio” (the present value of total expected benefit payments over the life of the contract divided by the present value of total expected assessments over the life of the contract) to total variable annuity assessments received in the period. The level and direction of the change in reserves will vary over time based on the emergence of the benefit ratio and the level of assessments associated with the variable annuity.

We utilize a delta hedging strategy for variable annuity products with a GDB feature, which uses futures on U.S.-based equity market indices to hedge against movements in equity markets. The hedging strategy is designed to hedge our exposure to earnings volatility that results from equity market driven changes in the reserve for GDB contracts. Because the GDB reserves are based upon projected long-term equity market return assumptions, and because the value of the hedging contracts will reflect current capital market conditions, the quarterly changes in values for the GDB reserves and the hedging contracts may not exactly offset each other.

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

#### UL Products with Secondary Guarantees

We issue UL contracts where we contractually guarantee to the contract holder a secondary guarantee. The policy can remain in force, even if the base policy account value is zero, as long as contractual secondary guarantee requirements have been met. The reserves related to UL products with secondary guarantees are based on the application of a benefit ratio the same as our GDB features, which are discussed above. The level and direction of the change in reserves will vary over time based on the emergence of the benefit ratio and the level of assessments associated with the contracts. For more discussion, see “Results of Life Insurance” below.

## Contingencies

Management establishes separate reserves for each contingent matter when it is deemed probable and can be reasonably estimated. The outcomes of contingencies, which relate to corporate litigation and regulatory matters, are inherently difficult to predict, and the reserves that have been established for the estimated settlement are subject to significant changes. It is possible that the ultimate cost to LNC, including the tax-deductibility of payments, could exceed the reserve by an amount that would have a material adverse effect on our consolidated results of operations or cash flows in a particular quarterly or annual period. See Note 13 for more information on our contingencies.

## Stock-Based Incentive Compensation

Determining the fair value of stock options at the grant date requires judgment, including estimates for the average risk-free interest rate, expected volatility, expected exercise behavior and expected dividend yield. If any of those assumptions differ significantly from actual, stock-based compensation expense could be affected, which could have a material effect on our consolidated results of operations in a particular quarterly or annual period. See Note 19 for more information on our stock-based incentive compensation plans.

## Income Taxes

Management uses certain assumptions and estimates in determining the income taxes payable or refundable for the current year, the deferred income tax liabilities and assets for items recognized differently in its financial statements from amounts shown on its income tax returns, and the federal income tax expense. Determining these amounts requires analysis and interpretation of current tax laws and regulations. Management exercises considerable judgment in evaluating the amount and timing of recognition of the resulting income tax liabilities and assets. These judgments and estimates are re-evaluated on a continual basis as regulatory and business factors change. Legislative changes to the Internal Revenue Code of 1986, as amended, modification or new regulations, administrative rulings, or court decisions could increase our effective tax rate.





The application of GAAP requires us to evaluate the recoverability of our deferred tax assets and establish a valuation allowance, if necessary, to reduce our deferred tax asset to an amount that is more likely than not to be realizable. Considerable judgment and the use of estimates are required in determining whether a valuation allowance is necessary, and if so, the amount of such valuation allowance. In evaluating the need for a valuation allowance, we consider many factors, including: the nature and character of the deferred tax assets and liabilities; taxable income in prior carryback years; future reversals of existing temporary differences; the length of time carryovers can be utilized; and any tax planning strategies we would employ to avoid a tax benefit from expiring unused. Although realization is not assured, management believes it is more likely than not that the deferred tax assets, including our capital loss deferred tax asset, will be realized. For additional information on our income taxes, see Note 7.

#### Acquisitions and Dispositions

For information about acquisitions and divestitures, see Note 3.

#### RESULTS OF CONSOLIDATED OPERATIONS

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Net Income (Loss)					
Income (loss) from operations:					
Annuities	\$ 750	\$ 595	\$ 573	26%	4%
Retirement Plan Services	141	130	163	8%	-20%
Life Insurance	544	574	559	-5%	3%
Group Protection	71	72	97	-1%	-26%
Other Operations	(122)	(87)	(146)	-40%	40%
Excluded realized gain (loss), after-tax	(178)	(25)	(252)	NM	90%
Gain (loss) on early extinguishment of debt, after-tax	-	(3)	(5)	100%	40%
Income (expense) from reserve changes (net of related amortization) on business sold through reinsurance, after-tax	2	3	2	-33%	50%
Impairment of intangibles, after-tax	-	2	(747)	-100%	100%
Benefit ratio unlocking, after-tax	36	25	(15)	44%	267%
Income (loss) from continuing operations, after-tax	1,244	1,286	229	-3%	NM
Income (loss) from discontinued operations, after-tax	-	27	(8)	-100%	NM

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Net income (loss) \$ 1,244 \$ 1,313 \$ 221 -5% NM

	For the Years Ended December 31,			Change Over Prior Year	
	2013	2012	2011	2013	2012
<b>Deposits</b>					
Annuities	\$ 14,772	\$ 11,564	\$ 10,650	28%	9%
Retirement Plan Services	6,786	6,381	5,566	6%	15%
Life Insurance	5,168	4,949	5,393	4%	-8%
Total deposits	\$ 26,726	\$ 22,894	\$ 21,609	17%	6%

	As of December 31,			Change Over Prior Year	
	2013	2012	2011	2013	2012
<b>Net Flows</b>					
Annuities	\$ 5,012	\$ 2,451	\$ 2,191	104%	12%
Retirement Plan Services	792	987	504	-20%	96%
Life Insurance	3,710	3,289	3,662	13%	-10%
Total net flows	\$ 9,514	\$ 6,727	\$ 6,357	41%	6%

	As of December 31,			Change Over Prior Year	
	2013	2012	2011	2013	2012
<b>Account Values</b>					
Annuities	\$ 115,090	\$ 96,514	\$ 85,534	19%	13%
Retirement Plan Services	51,618	43,931	39,133	17%	12%
Life Insurance	40,113	37,325	35,278	7%	6%
Total account values	\$ 206,821	\$ 177,770	\$ 159,945	16%	11%

## Comparison of 2013 to 2012

Net income decreased due primarily to the following:

- More favorable tax benefits during 2012 related to the release of reserves associated with prior tax years that were closed in 2012.
- Higher death claims in our Life Insurance segment.
- The effect of more favorable unlocking in 2012.
- Unfavorable variable annuity net derivatives results, excluding unlocking, during 2013.
- Spread compression due to new money rates averaging below our current portfolio yields, partially offset by actions implemented to reduce interest crediting rates.

The decrease in net income was partially offset by growth in account values, insurance in force and group earned premiums.

## Comparison of 2012 to 2011

Net income increased due primarily to the following:

- Goodwill impairment in our Life Insurance segment and media business during 2011 (see Note 10 for more information).
- The effect of favorable unlocking in 2012.
- Realized gains on the mark-to-market on certain instruments during 2012 as compared to realized losses during 2011 attributable to spreads narrowing on corporate credit default swaps.
- More favorable tax benefits during 2012 related to the release of reserves associated with prior tax years that were closed in 2012.
- Growth in account values, insurance in force and group earned premiums.

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

- Higher gross realized gains during 2011 originating from asset sales to reposition the investment portfolio.
- Spread compression due to new money rates averaging below our current portfolio yields, partially offset by actions implemented to reduce interest crediting rates.
- Strategic investments in technology platforms and distribution expansion efforts, partially offset by aggressively managing expenses.

## RESULTS OF ANNUITIES

## Income (Loss) from Operations

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Operating Revenues					
Insurance premiums (1)	\$ 116	\$ 98	\$ 74	18%	32%
Fee income	1,631	1,331	1,247	23%	7%
Net investment income	1,044	1,082	1,106	-4%	-2%
Operating realized gain (loss) (2)	135	113	94	19%	20%
Other revenues (3)	395	351	350	13%	0%
Total operating revenues	3,321	2,975	2,871	12%	4%
Operating Expenses					
Interest credited	624	633	698	-1%	-9%
Benefits	274	281	212	-2%	33%
Commissions and other expenses	1,496	1,345	1,284	11%	5%
Total operating expenses	2,394	2,259	2,194	6%	3%
Income (loss) from operations before taxes	927	716	677	29%	6%
Federal income tax expense (benefit)	177	121	104	46%	16%
Income (loss) from operations	\$ 750	\$ 595	\$ 573	26%	4%

(1) Includes primarily our income annuities, which have a corresponding offset in benefits for changes in reserves.

(2) See "Realized Gain (Loss) and Benefit Ratio Unlocking" below.

(3) Consists primarily of revenues attributable to broker-dealer services that are subject to market volatility.

#### Comparison of 2013 to 2012

Income from operations for this segment increased due primarily to higher fee income driven by higher average daily variable account values.

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

- Higher commissions and other expenses due to higher account values, driving higher trail commissions, and the effect of unlocking. These increases were partially offset by higher average equity markets than our model projections assumed resulting in a lower amortization rate.
- Lower net investment income, net of interest credited, driven by spread compression due to new money rates averaging below our current portfolio yields, and the effect of unlocking. These decreases were partially offset by higher prepayment and bond make-whole premiums.

#### Comparison of 2012 to 2011

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

- Higher fee income driven by higher average daily variable account values.
- Higher net investment income, net of interest credited, driven by the effect of unlocking, higher average fixed account values and more favorable investment income on alternative investments within our surplus portfolio. These increases were partially offset by spread compression due to new money rates averaging below our current portfolio yields, and lower prepayment and bond make-whole premiums.

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

- Higher commissions and other expenses due to higher account values driving higher trail commissions and strategic investments in technology platforms and distribution expansion efforts. These increases were partially offset by the effect of unlocking.
- Higher benefits attributable to the effect of unlocking and an increase in the growth in benefit reserves due to a higher proportion of account values containing guaranteed living benefit riders.

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

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

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

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

See “Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Unlocking” for information about unlocking.

#### Additional Information

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they are an important indicator of future profitability. We continue to monitor the marketplace and economic environment and make changes to our product offerings as needed to sustain the future profitability of our segment. In 2013, these changes included reductions to withdrawal rates and guaranteed income benefits for several GLB riders, closure of post-issue election of GWB riders, implementation of a minimum age of 50 for GWB rider elections, and the introduction of additional risk-managed funds. Also, in 2013, our primary insurance subsidiary, The Lincoln National Life Insurance Company (“LNL”), entered into a reinsurance treaty covering the Lincoln Lifetime Income<sup>SM</sup> Advantage 2.0 Protected Funds living benefit rider on Lincoln ChoicePlus Assurance<sup>SM</sup> variable annuities. Under the terms of the treaty, the reinsurer provides 50% coinsurance on new sales from November 1, 2013 through December 31, 2014, on up to a total of \$8 billion of new living benefit guarantee sales. We will retain 100% of the product cash flows, excluding the living benefit guarantee.

The other component of net flows relates to the retention of the business. An important measure of retention is the lapse rate, which compares the amount of withdrawals to the average account values. The overall lapse rate for our annuity products was 7%, 8% and 8% for 2013, 2012 and 2011, respectively.

Our fixed annuity business includes products with discretionary crediting rates that are reset on an annual basis and are not subject to surrender charges. Our ability to retain annual reset annuities will be subject to current competitive conditions at the time interest rates for these products reset. We expect to manage the effects of spreads on near-term income from operations through portfolio





management and, to a lesser extent, crediting rate actions, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. For information on interest rate spreads and the interest rate risk due to falling interest rates, see “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” and “Effect of Interest Rate Sensitivity” and “Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” in “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk.”

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

### Fee Income

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fee Income					
Mortality, expense and other assessments	\$ 1,614	\$ 1,329	\$ 1,258	21%	6%
Surrender charges	23	15	34	53%	-56%
DFEL:					
Deferrals	(27)	(24)	(61)	-13%	61%
Amortization, net of interest:					
Amortization, net of interest, excluding unlocking	22	17	10	29%	70%
Unlocking	(1)	(6)	6	83%	NM
Total fee income	\$ 1,631	\$ 1,331	\$ 1,247	23%	7%

As of or For the Years Ended	Change Over
December 31,	Prior Year

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	2013	2012	2011	2013	2012
Variable Account Value Information					
Variable annuity deposits (1)	\$ 10,060	\$ 6,787	\$ 5,871	48%	16%
Increases (decreases) in variable annuity account values:					
Net flows (1)	2,386	90	(396)	NM	123%
Change in market value (1)	12,524	7,648	(2,296)	64%	NM
Transfers to the variable portion of variable annuity products from the fixed portion of variable annuity products	3,402	2,752	2,844	24%	-3%
Variable annuity account values (1)	93,822	75,501	65,010	24%	16%
Average daily variable annuity account values (1)	84,199	70,901	66,007	19%	7%
Average daily S&P 500	1,644	1,379	1,268	19%	9%

(1) Excludes the fixed portion of variable.

We charge contract holders mortality and expense assessments on variable annuity accounts to cover insurance and administrative expenses. These assessments are a function of the rates priced into the product and the average daily variable account values. Average daily account values are driven by net flows and variable fund returns. In addition, for our fixed annuity contracts and for some variable contracts, we collect surrender charges when contract holders surrender their contracts during their surrender charge periods to protect us from premature withdrawals. Fee income includes charges on both our variable and fixed annuity products, but excludes the attributed fees on our GLB products; see “Realized Gain (Loss) and Benefit Ratio Unlocking – Operating Realized Gain (Loss)” below for discussion of these attributed fees.

## Net Investment Income and Interest Credited

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Net Investment Income					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	\$ 885	\$ 940	\$ 975	-6%	-4%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	35	12	27	192%	-56%
Alternative investments (2)	-	-	1	NM	-100%
Surplus investments (3)	124	130	103	-5%	26%
Total net investment income	\$ 1,044	\$ 1,082	\$ 1,106	-4%	-2%
Interest Credited					
Amount provided to contract holders	\$ 597	\$ 640	\$ 697	-7%	-8%
DSI deferrals	(9)	(37)	(39)	76%	5%
Interest credited before DSI amortization	588	603	658	-2%	-8%
DSI amortization:					
Amortization, excluding unlocking	42	44	38	-5%	16%
Unlocking	(6)	(14)	2	57%	NM
Total interest credited	\$ 624	\$ 633	\$ 698	-1%	-9%

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

(2) See “Consolidated Investments – Alternative Investments” below for additional information.

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

	For the Years Ended			Basis Point	
	December 31,			Change	
	2013	2012	2011	2013	2012
				Over Prior	Year

## Interest Rate Spread

Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.64%	4.93%	5.14%	(29)	(21)
Commercial mortgage loan prepayment and bond make-whole premiums	0.18%	0.06%	0.14%	12	(8)
Net investment income yield on reserves	4.82%	4.99%	5.28%	(17)	(29)
Interest rate credited to contract holders	2.85%	2.98%	3.33%	(13)	(35)
Interest rate spread	1.97%	2.01%	1.95%	(4)	6

	As of or For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fixed Account Value Information					
Fixed annuity deposits (1)	\$ 4,712	\$ 4,777	\$ 4,779	-1%	0%
Increases (decreases) in fixed annuity account values:					
Net flows (1)	2,626	2,361	2,587	11%	-9%
Transfers from the fixed portion of variable annuity products to the variable portion of variable annuity products	(3,402)	(2,752)	(2,844)	-24%	3%
Reinvested interest credited (1)	953	770	691	24%	11%
Fixed annuity account values (1)	21,268	21,013	20,524	1%	2%
Average fixed account values (1)	21,231	20,737	20,235	2%	2%
Average invested assets on reserves	19,126	19,139	19,036	0%	1%

(1) Includes the fixed portion of variable.

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

## Benefits

Details underlying benefits (in millions) were as follows:

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Benefits					
Net death and other benefits, excluding unlocking	\$ 263	\$ 208	\$ 169	26%	23%
Unlocking	11	73	43	-85%	70%
Total benefits	\$ 274	\$ 281	\$ 212	-2%	33%

Benefits for this segment include changes in income annuity reserves driven by premiums, changes in benefit reserves and our expected costs associated with purchases of derivatives used to hedge our benefit ratio unlocking on benefit reserves associated with our GDB riders.

## Commissions and Other Expenses

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

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	For the Years Ended			Change Over	
	December 31, 2013	2012	2011	2013	2012
Commissions and Other Expenses					
Commissions:					
Deferrable	\$ 653	\$ 528	\$ 462	24%	14%
Non-deferrable	368	305	263	21%	16%
General and administrative expenses	424	407	362	4%	12%
Inter-segment reimbursement associated with reserve financing and LOC expenses (1)	2	-	(1)	NM	100%
Taxes, licenses and fees	31	29	21	7%	38%
Total expenses incurred, excluding broker-dealer DAC deferrals	1,478	1,269	1,107	16%	15%
DAC deferrals	(752)	(593)	(527)	-27%	-13%
Total pre-broker-dealer expenses incurred, excluding amortization net of interest	726	676	580	7%	17%
DAC and VOBA amortization, net of interest:					
Amortization, net of interest, excluding unlocking	388	378	362	3%	4%
Unlocking	(5)	(57)	(11)	91%	NM
Broker-dealer expenses incurred	387	348	353	11%	-1%
Total commissions and other expenses	\$ 1,496	\$ 1,345	\$ 1,284	11%	5%
DAC Deferrals					
As a percentage of sales/deposits	5.1%	5.1%	4.9%		

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

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

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

## RESULTS OF RETIREMENT PLAN SERVICES

## Income (Loss) from Operations

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Operating Revenues					
Fee income	\$ 232	\$ 212	\$ 210	9%	1%
Net investment income	827	799	792	4%	1%
Other revenues (1)	12	13	15	-8%	-13%
Total operating revenues	1,071	1,024	1,017	5%	1%
Operating Expenses					
Interest credited	469	451	437	4%	3%
Benefits	1	-	2	NM	-100%
Commissions and other expenses	411	405	352	1%	15%
Total operating expenses	881	856	791	3%	8%
Income (loss) from operations before taxes	190	168	226	13%	-26%
Federal income tax expense (benefit)	49	38	63	29%	-40%
Income (loss) from operations	\$ 141	\$ 130	\$ 163	8%	-20%

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

## Comparison of 2013 to 2012

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

- Higher fee income driven by higher average daily account values.
- Higher net investment income, net of interest credited, driven by higher average fixed account values and prepayment and bond make-whole premiums. These increases were partially offset by spread compression due to new money rates averaging below our current portfolio yields.

The increase in income from operations was partially offset by higher commissions and other expenses due to higher account values driving higher trail commissions and the effect of unlocking.

#### Comparison of 2012 to 2011

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

- Higher commissions and other expenses driven by strategic investments in technology platforms and distribution expansion efforts.
- Lower net investment income, net of interest credited, driven by lower prepayment and bond make-whole premiums and spread compression due to new money rates averaging below our current portfolio yields. These decreases were partially offset by higher average fixed account values and more favorable investment income on alternative investments within our surplus portfolio.

The decrease in income from operations was partially offset by more favorable tax items recorded in 2012 than in 2011.

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

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

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

See "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Unlocking" for information about unlocking.

#### Additional Information



We expect to continue making strategic investments during 2014 to improve our infrastructure and expand distribution that will result in higher expenses.

54

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Net flows in this business fluctuate based on the timing of larger plans being implemented on our platform and terminating over the course of the year, and we expect this trend will continue during 2014.

New deposits are an important component of net flows and key to our efforts to grow our business. Although deposits do not significantly affect current period income from operations, they are an important indicator of future profitability. The other component of net flows relates to the retention of the business. An important measure of retention is the lapse rate, which compares the amount of withdrawals to the average account values. The overall lapse rate for our annuity and mutual fund products was 13% for 2013, 2012 and 2011.

Our lapse rate is negatively affected by the continued net outflows from our oldest blocks of annuities business (as presented on our Account Value Roll Forward table below as “Multi-Fund® and Other Variable Annuities”), which are also our higher margin product lines in this segment, due to the fact that they are mature blocks with much of the account values out of their surrender charge period. The proportion of these products to our total account values was 33%, 36% and 40% for 2013, 2012 and 2011, respectively. Due to this expected overall shift in business mix toward products with lower returns, a significant increase in new deposit production continues to be necessary to maintain earnings at current levels.

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

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

#### Fee Income

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fee Income					
Annuity expense assessments	\$ 186	\$ 175	\$ 178	6%	-2%
Mutual fund fees	44	35	30	26%	17%
Total expense assessments	230	210	208	10%	1%
Surrender charges	2	2	2	0%	0%
Total fee income	\$ 232	\$ 212	\$ 210	9%	1%

	For the Years Ended December 31,			Change Over Prior Year	
	2013	2012	2011	2013	2012
Account Value Roll Forward (1)					
Small Market:					
Balance as of beginning-of-year	\$ 7,001	\$ 6,167	\$ 6,396	14%	-4%
Gross deposits	1,683	1,729	1,307	-3%	32%
Withdrawals and deaths	(1,587)	(1,515)	(1,402)	-5%	-8%
Net flows	96	214	(95)	-55%	NM
Transfers between fixed and variable accounts	(5)	(38)	5	87%	NM
Investment increase and change in market value	1,111	658	(139)	69%	NM
Balance as of end-of-year	\$ 8,203	\$ 7,001	\$ 6,167	17%	14%
Mid – Large Market:					
Balance as of beginning-of-year	\$ 21,050	\$ 17,435	\$ 16,207	21%	8%
Gross deposits	4,476	3,974	3,557	13%	12%
Withdrawals and deaths	(2,840)	(2,331)	(2,095)	-22%	-11%
Net flows	1,636	1,643	1,462	0%	12%
Transfers between fixed and variable accounts	5	(37)	(68)	114%	46%
Investment increase and change in market value	3,777	2,009	(166)	88%	NM
Balance as of end-of-year	\$ 26,468	\$ 21,050	\$ 17,435	26%	21%
Multi-Fund® and Other Variable Annuities:					
Balance as of beginning-of-year	\$ 15,880	\$ 15,531	\$ 16,221	2%	-4%
Gross deposits	627	678	702	-8%	-3%
Withdrawals and deaths	(1,567)	(1,548)	(1,565)	-1%	1%
Net flows	(940)	(870)	(863)	-8%	-1%
Investment increase and change in market value	2,007	1,219	173	65%	NM
Balance as of end-of-year	\$ 16,947	\$ 15,880	\$ 15,531	7%	2%
Total Annuities and Mutual Funds:					
Balance as of beginning-of-year	\$ 43,931	\$ 39,133	\$ 38,824	12%	1%
Gross deposits	6,786	6,381	5,566	6%	15%
Withdrawals and deaths	(5,994)	(5,394)	(5,062)	-11%	-7%
Net flows	792	987	504	-20%	96%
Transfers between fixed and variable accounts	-	(75)	(63)	100%	-19%
Investment increase and change in market value	6,895	3,886	(132)	77%	NM
Balance as of end-of-year	\$ 51,618	\$ 43,931	\$ 39,133	17%	12%

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

	As of or For the Years Ended			Change Over	
	December 31, 2013	2012	2011	2013	2012
<b>Variable Account Value Information</b>					
Variable annuity deposits (1)	\$ 1,409	\$ 1,565	\$ 1,615	-10%	-3%
Increases (decreases) in variable annuity account values:					
Net flows (1)	(636)	(475)	(497)	-34%	4%
Change in market value (1)	2,747	1,556	(280)	77%	NM
Transfers from the variable portion of variable annuity products to the fixed portion of variable annuity products	(266)	(483)	(283)	45%	-71%
Variable annuity account values (1)	15,310	13,466	12,867	14%	5%
Average daily variable annuity account values (1)	14,423	13,514	13,611	7%	-1%
Average daily S&P 500	1,644	1,379	1,268	19%	9%

(1) Excludes the fixed portion of variable.

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

### Net Investment Income and Interest Credited

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Net Investment Income					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	\$ 737	\$ 731	\$ 718	1%	2%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	27	5	21	NM	-76%
Alternative investments (2)	-	1	1	-100%	0%
Surplus investments (3)	63	62	52	2%	19%
Total net investment income	\$ 827	\$ 799	\$ 792	4%	1%
Interest Credited	\$ 469	\$ 451	\$ 437	4%	3%

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

(2) See “Consolidated Investments – Alternative Investments” below for additional information.

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

For the Years Ended	Basis Point
	Change
December 31,	Over Prior
	Year

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	2013	2012	2011	2013	2012
Interest Rate Spread					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	4.96%	5.21%	5.53%	(25)	(32)
Commercial mortgage loan prepayment and bond make-whole premiums	0.18%	0.04%	0.16%	14	(12)
Alternative investments	0.00%	0.01%	0.01%	(1)	-
Net investment income yield on reserves	5.14%	5.26%	5.70%	(12)	(44)
Interest rate credited to contract holders	3.11%	3.20%	3.32%	(9)	(12)
Interest rate spread	2.03%	2.06%	2.38%	(3)	(32)

	As of or For the Years Ended			Change Over	
	December 31, 2013	2012	2011	2013	2012
Fixed Account Value Information					
Fixed annuity deposits (1)	\$ 1,762	\$ 1,768	\$ 1,436	0%	23%
Increases (decreases) in fixed annuity account values:					
Net flows (1)	(274)	(24)	(106)	NM	77%
Transfers to the fixed portion of variable annuity products from the variable portion of variable annuity products	266	483	283	-45%	71%
Reinvested interest credited (1)	470	453	438	4%	3%
Fixed annuity account values (1)	15,316	14,718	13,630	4%	8%
Average fixed account values (1)	15,041	14,055	13,168	7%	7%
Average invested assets on reserves	14,853	14,003	12,988	6%	8%

(1) Includes the fixed portion of variable.





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

## Benefits

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

## Commissions and Other Expenses

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Commissions and Other Expenses					
Commissions:					
Deferrable	\$ 15	\$ 19	\$ 19	-21%	0%
Non-deferrable	57	52	48	10%	8%
General and administrative expenses	305	314	274	-3%	15%
Taxes, licenses and fees	18	16	13	13%	23%
Total expenses incurred	395	401	354	-1%	13%
DAC deferrals	(32)	(38)	(35)	16%	-9%
Total expenses recognized before amortization	363	363	319	0%	14%
DAC and VOBA amortization, net of interest:					
Amortization, net of interest, excluding unlocking	41	38	31	8%	23%
Unlocking	7	4	2	75%	100%
Total commissions and other expenses	\$ 411	\$ 405	\$ 352	1%	15%
DAC Deferrals					
As a percentage of annuity sales/deposits	1.0%	1.1%	1.1%		

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

## RESULTS OF LIFE INSURANCE

## Income (Loss) from Operations

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Operating Revenues					
Insurance premiums (1)	\$ 486	\$ 441	\$ 441	10%	0%
Fee income	2,203	2,191	1,979	1%	11%
Net investment income	2,452	2,396	2,294	2%	4%
Operating realized gain (loss) (2)	3	-	-	NM	NM
Other revenues	26	28	26	-7%	8%
Total operating revenues	5,170	5,056	4,740	2%	7%
Operating Expenses					
Interest credited	1,305	1,261	1,235	3%	2%
Benefits	1,978	1,724	1,669	15%	3%
Commissions and other expenses	1,075	1,233	1,001	-13%	23%
Total operating expenses	4,358	4,218	3,905	3%	8%
Income (loss) from operations before taxes	812	838	835	-3%	0%
Federal income tax expense (benefit)	268	264	276	2%	-4%
Income (loss) from operations	\$ 544	\$ 574	\$ 559	-5%	3%

(1) Includes term insurance premiums, which have a corresponding partial offset in benefits for changes in reserves.

(2) See "Realized Gain (Loss) and Benefit Ratio Unlocking" below.

## Comparison of 2013 to 2012

Income from operations for this segment decreased due primarily to higher benefits attributable to the effect of unlocking and higher death claims, partially offset by lower commissions and other expenses due to the effect of unlocking.

## Comparison of 2012 to 2011

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

- Higher fee income due to the effect of unlocking and growth in business in force.
- Higher net investment income, net of interest credited, driven by growth in business in force and more favorable investment income on alternative investments within our surplus portfolio. These increases were partially offset by spread compression due to new money rates averaging below our current portfolio yields.

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

- Higher commissions and other expenses attributable to the effect of unlocking and other reserve changes.
- Higher benefits due to higher death claims, partially offset by the effect of unlocking.

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

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

See "Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Unlocking" for information about unlocking.

#### Strategies to Address Statutory Reserve Strain

Our insurance subsidiaries have statutory surplus and RBC levels above current regulatory required levels. Term products and UL products containing secondary guarantees require reserves calculated pursuant to the Valuation of Life Insurance Policies Model Regulation ("XXX") and AG38, respectively. On September 12, 2012, the National Association of Insurance Commissioners ("NAIC") adopted revisions to AG38. Effective as of December 31, 2012, reserves on in-force business written between July 1, 2005, and December 31, 2012, are subject to a new minimum floor calculation. This floor calculation is based on assumptions that are generally consistent with the principles-based reserving framework developed by the NAIC. The AG38 revisions did not have a material impact on our total in-force reserves as of adoption. Reserves on new business written after December 31, 2012, are calculated using a modified formulaic approach. This approach generally results in higher reserves that exceed expected economic levels, which increases the surplus



strain related to new sales. However, our insurance subsidiaries are employing strategies to reduce the surplus strain of holding the higher statutory reserves associated with term products and UL products containing secondary guarantees. As noted below, we have been successful in executing reinsurance solutions to release surplus to Other Operations. We will continue to manage our present reinsurance solutions and attempt to enter into new solutions to minimize the strain on our surplus. During the third quarter of 2013, the New York State Department of Financial Services (“NYDFS”) announced that it would not recognize the NAIC revisions in its application of Regulation 147, which is the New York law governing the reserves to be held for UL and VUL products containing secondary guarantees, as previously announced. The change, effective as of December 31, 2013, impacts New York-domiciled companies, including our New York-domiciled insurance subsidiary, the Lincoln Life & Annuity Company of New York (“LLANY”), notwithstanding that LLANY discontinued the sale of these products in early 2013. We expect to phase in the increase in reserves over five years beginning with 2013. As such, we increased reserves by \$90 million as of December 31, 2013. The additional increase in reserves over the next four years is subject to on-going discussions with the NYDFS. However, we do not expect the amount for each of the remaining years to exceed \$90 million per year. We do not expect the total reserve increase to have a material adverse effect on our financial condition.

Included in the LOCs issued as of December 31, 2013, and reported in the credit facilities table in Note 12, was approximately \$3.7 billion of long-dated LOCs issued to support inter-company reinsurance arrangements. Approximately \$2.5 billion of such LOCs were issued for UL products containing secondary guarantees, (approximately \$1.8 billion will expire in 2031 and approximately \$650 million will expire in 2018). Approximately \$1.2 billion of such LOCs were issued for term business solutions (approximately \$850 million will expire in 2023, approximately \$170 million will expire in 2018 and approximately \$160 million is automatically renewable until 2023). We have also used the proceeds from senior note issuances of approximately \$875 million to execute long-term structured solutions supporting UL products containing secondary guarantees. LOCs and related capital market alternatives lower the capital effect of term and UL products containing secondary guarantees. An inability to obtain the necessary LOC capacity or other capital market alternatives could affect our returns on our in-force term and UL products containing secondary guarantees. However, we believe that our insurance subsidiaries have sufficient capital to support the increase in statutory reserves, based on our current reserve projections, if such structures were no longer available. See “Part I – Item 1A. Risk Factors – Legislative, Regulatory and Tax – Attempts to mitigate the impact of Regulation XXX and Actuarial Guideline 38 may fail in whole or in part resulting in an adverse effect on our financial condition and results of operations” and “Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Subsidiaries’ Statutory Reserving and Surplus” for further information on XXX and AG38 reserves. See the table in “Commissions and Other Expenses” below for the presentation of our expenses associated with reserve financing.

#### Additional Information

We expect to manage the effects of spreads on near-term income from operations through portfolio management, which assumes no significant changes in net flows into or out of our fixed accounts or other changes that may cause interest rate spreads to differ from our expectations. As mentioned in “Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Unlocking” above, during the third quarter of 2012, we lowered our new money investment yield assumption to reflect the then current new money rates and to approximate the forward curve for interest rates relevant at such time.

For information on interest rate spreads and the interest rate risk due to falling interest rates, see “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” and “Effect of Interest Rate Sensitivity” and “Interest Rate Risk on Fixed Insurance Businesses – Falling Rates” in “Item 7A. Quantitative and Qualitative Disclosures About Market Risk – Interest Rate Risk.”

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

#### Insurance Premiums

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

## Fee Income

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fee Income					
Mortality assessments	\$ 1,349	\$ 1,324	\$ 1,312	2%	1%
Expense assessments	880	834	935	6%	-11%
Surrender charges	59	86	96	-31%	-10%
DFEL:					
Deferrals	(293)	(325)	(483)	10%	33%
Amortization, net of interest:					
Amortization, net of interest, excluding unlocking	193	197	156	-2%	26%
Unlocking	15	75	(37)	-80%	NM
Total fee income	\$ 2,203	\$ 2,191	\$ 1,979	1%	11%

	For the Years Ended December			Change Over	
	31,			Prior Year	
	2013	2012	2011	2013	2012
Sales by Product					
UL:					
Excluding MoneyGuard® and indexed UL	\$ 121	\$ 146	\$ 295	-17%	-51%
MoneyGuard®	173	169	186	2%	-9%
Indexed UL	56	42	22	33%	91%
Total UL	350	357	503	-2%	-29%
VUL	141	61	50	131%	22%
COLI and BOLI	96	109	92	-12%	18%
Term	90	61	55	48%	11%
Total sales	\$ 677	\$ 588	\$ 700	15%	-16%
Net Flows					
Deposits	\$ 5,168	\$ 4,949	\$ 5,393	4%	-8%
Withdrawals and deaths	(1,458)	(1,660)	(1,731)	12%	4%
Net flows	\$ 3,710	\$ 3,289	\$ 3,662	13%	-10%
Contract Holder Assessments	\$ 3,449	\$ 3,284	\$ 3,285	5%	0%



	As of December 31,			Change Over	
	2013	2012	2011	2013	2012
<b>Account Values</b>					
UL	\$ 30,627	\$ 29,329	\$ 28,052	4%	5%
VUL	7,201	5,731	4,929	26%	16%
Interest-sensitive whole life	2,285	2,265	2,297	1%	-1%
Total account values	\$ 40,113	\$ 37,325	\$ 35,278	7%	6%
<b>In-Force Face Amount</b>					
UL and other	\$ 318,444	\$ 311,235	\$ 307,900	2%	1%
Term insurance	298,373	279,322	271,931	7%	3%
Total in-force face amount	\$ 616,817	\$ 590,557	\$ 579,831	4%	2%

Fee income relates only to interest-sensitive products and includes mortality assessments, expense assessments (net of deferrals and amortization related to DFEL) and surrender charges. Mortality and expense assessments are deducted from our contract holders' account values. These amounts are a function of the rates priced into the product and premiums received, face amount in force and account values. Insurance in force, in turn, is driven by sales, persistency and mortality experience.

Sales are not recorded as a component of revenues (other than for traditional products) and do not have a significant effect on current quarter income from operations but are indicators of future profitability. Generally, we have higher sales during the second half of the year with the fourth quarter being our strongest.

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

- MoneyGuard®, our linked-benefit product (single premium option) and single premium bank-owned UL and VUL (“BOLI”) – 15% of single premium deposits;
- MoneyGuard® (flexible premium option), UL, VUL, and corporate-owned UL and VUL (“COLI”) – first year commissionable premiums plus 5% of excess premiums received, including an adjustment for internal replacements of approximately 50% of commissionable premiums; and
- Term – 100% of annualized first year premiums.

UL products with secondary guarantees represented approximately 16%, 23% and 40% of sales for 2013, 2012 and 2011, respectively. Changes in the marketplace and continuing efforts to increase sales of higher return products (i.e., pivot products) in a low interest rate environment are resulting in a shift in our business mix to products like VUL, indexed UL and term that are not primarily focused upon secondary guarantees.

#### Net Investment Income and Interest Credited

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Net Investment Income					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	\$ 2,232	\$ 2,178	\$ 2,092	2%	4%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	44	27	23	63%	17%
Alternative investments (2)	40	55	62	-27%	-11%
Surplus investments (3)	136	136	117	0%	16%
Total net investment income	\$ 2,452	\$ 2,396	\$ 2,294	2%	4%
Interest Credited	\$ 1,305	\$ 1,261	\$ 1,235	3%	2%

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

(2) See “Consolidated Investments – Alternative Investments” below for additional information.

(3)

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

	For the Years Ended			Basis Point	
	December 31,			Change	
	2013	2012	2011	2013	2012
Interest Rate Yields and Spread					
Attributable to interest-sensitive products:					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.55%	5.73%	5.82%	(19)	(9)
Commercial mortgage loan prepayment and bond make-whole premiums	0.11%	0.06%	0.07%	4	(1)
Alternative investments	0.11%	0.16%	0.19%	(5)	(3)
Net investment income yield on reserves	5.77%	5.95%	6.08%	(18)	(13)
Interest rate credited to contract holders	3.93%	3.96%	4.08%	(3)	(12)
Interest rate spread	1.84%	1.99%	2.00%	(14)	(1)
Attributable to traditional products:					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.63%	5.73%	5.90%	(10)	(16)
Commercial mortgage loan prepayment and bond make-whole premiums	0.14%	0.13%	0.03%	1	10
Alternative investments	0.00%	0.01%	0.01%	(1)	(0)
Net investment income yield on reserves	5.77%	5.87%	5.94%	(11)	(7)

	For the Years Ended December			Change Over	
	31, 2013	2012	2011	Prior Year 2013	2012
Averages					
Attributable to interest-sensitive products:					
Invested assets on reserves	\$ 35,819	\$ 33,779	\$ 31,598	6%	7%
Account values - universal and whole life	32,868	31,578	30,066	4%	5%
Attributable to traditional products:					
Invested assets on reserves	4,378	4,307	4,297	2%	0%

A portion of the investment income earned for this segment is credited to contract holder accounts. Statutory reserves will typically grow at a faster rate than account values because of the AG38 reserve requirements. Invested assets are based upon the statutory reserve liabilities and are affected by various reserve adjustments, including financing transactions providing relief from AG38 reserve requirements. These financing transactions lead to a transfer of invested assets from this segment to Other Operations. We expect to earn a spread between what we earn on the underlying general account investments and what we credit to our contract holders' accounts. We use our investment income to offset the earnings effect of the associated growth of our policy reserves for traditional products. Commercial mortgage loan prepayments and bond make-whole premiums and investment income on alternative investments can vary significantly from period to period due to a number of factors, and, therefore, may contribute to investment income results that are not indicative of the underlying trends.

## Benefits

Details underlying benefits (dollars in millions) were as follows:

	For the Years Ended December			Change Over	
	31, 2013	2012	2011	Prior Year 2013	2012
Benefits					
Death claims direct and assumed	\$ 3,318	\$ 2,976	\$ 2,847	11%	5%
Death claims ceded	(1,610)	(1,415)	(1,368)	-14%	-3%
Reserves released on death	(518)	(490)	(452)	-6%	-8%
Net death benefits	1,190	1,071	1,027	11%	4%
Change in secondary guarantee life insurance product					

reserves:

Change in reserves, excluding unlocking	492	464	467	6%	-1%
Unlocking	(18)	(145)	(142)	88%	-2%
Other benefits:					
Other benefits, excluding unlocking (1)	311	334	284	-7%	18%
Unlocking	3	-	33	NM	-100%
Total benefits	\$ 1,978	\$ 1,724	\$ 1,669	15%	3%
Death claims per \$1,000 of in-force	1.98	1.84	1.80	8%	2%

(1) Includes primarily traditional product changes in reserves and dividends.

Benefits for this segment include claims incurred during the period in excess of the associated reserves for its interest-sensitive and traditional products. In addition, benefits include the change in secondary guarantee life insurance product reserves. The reserve for secondary guarantees is affected by changes in expected future trends of expense assessments causing unlocking adjustments to this liability similar to DAC, VOBA and DFEL. See "Future Contract Benefits and Other Contract Holder Funds" in Note 1 for additional information.

## Commissions and Other Expenses

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

	For the Years Ended December 31,			Change Over	
	2013	2012	2011	2013	2012
Commissions and Other Expenses					
Commissions	\$ 616	\$ 532	\$ 678	16%	-22%
General and administrative expenses	490	483	474	1%	2%
Expenses associated with reserve financing	74	67	57	10%	18%
Taxes, licenses and fees	147	133	145	11%	-8%
Total expenses incurred	1,327	1,215	1,354	9%	-10%
DAC and VOBA deferrals	(702)	(600)	(780)	-17%	23%
Total expenses recognized before amortization	625	615	574	2%	7%
DAC and VOBA amortization, net of interest:					
Amortization, net of interest, excluding unlocking	440	467	457	-6%	2%
Unlocking	7	147	(34)	-95%	NM
Other intangible amortization	3	4	4	-25%	0%
Total commissions and other expenses	\$ 1,075	\$ 1,233	\$ 1,001	-13%	23%
DAC and VOBA Deferrals					
As a percentage of sales	103.7%	102.0%	111.4%		

Commissions and costs that result directly from and are essential to successful acquisition of new or renewal business are deferred to the extent recoverable and for our interest-sensitive products are generally amortized over the life of the contracts in relation to EGPs. For our traditional products, DAC and VOBA are amortized on either a straight-line basis or as a level percent of premium of the related contracts, depending on the block of business. When comparing DAC and VOBA deferrals as a percentage of sales for 2012 and 2011, respectively, the decrease was primarily a result of incurred deferrable commissions declining at a rate higher than sales due to changes in sales mix to products with lower commission rates.

## RESULTS OF GROUP PROTECTION

## Income (Loss) from Operations

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

	For the Years Ended			Change Over	
	2013	2012	2011	2013	2012
Operating Revenues					
Insurance premiums	\$ 2,084	\$ 1,919	\$ 1,778	9%	8%
Net investment income	165	162	152	2%	7%
Other revenues	11	10	8	10%	25%
Total operating revenues	2,260	2,091	1,938	8%	8%
Operating Expenses					
Interest credited	3	3	3	0%	0%
Benefits	1,559	1,444	1,314	8%	10%
Commissions and other expenses	589	533	472	11%	13%
Total operating expenses	2,151	1,980	1,789	9%	11%
Income (loss) from operations before taxes	109	111	149	-2%	-26%
Federal income tax expense (benefit)	38	39	52	-3%	-25%
Income (loss) from operations	\$ 71	\$ 72	\$ 97	-1%	-26%

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Income (Loss) from Operations by Product Line					
Life	\$ 15	\$ 29	\$ 32	-48%	-9%
Disability	51	37	62	38%	-40%
Dental	1	1	(2)	0%	150%
Total non-medical	67	67	92	0%	-27%
Medical	4	5	5	-20%	0%
Income (loss) from operations	\$ 71	\$ 72	\$ 97	-1%	-26%

#### Comparison of 2013 to 2012

Income from operations for this segment decreased due primarily to higher commissions and other expenses attributable to an increase in business as well as strategic investments in technology platforms and distribution expansion efforts.

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

- Growth in insurance premiums driven by normal, organic business growth in our non-medical products.
- More favorable total non-medical loss ratio experience driven by favorable reserve adjustments related to our long-term disability business.

#### Comparison of 2012 to 2011

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

- Unfavorable total non-medical loss ratio experience.
- Higher commissions and other expenses attributable to an increase in business as well as strategic investments in technology platforms and distribution expansion efforts.



The decrease in income from operations was partially offset by growth in insurance premiums driven by normal, organic business growth in our non-medical products.

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

#### Additional Information

Management compares trends in actual loss ratios to pricing expectations because group-underwriting risks change over time. We expect normal fluctuations in our composite non-medical loss ratios of this segment, as claims experience is inherently uncertain. During 2013, our total non-medical loss ratio was 74.0%, modestly below the 74.5% we experienced during 2012, as favorable reserve adjustments during 2013 related to long-term disability were partially offset by higher claim settlement accruals on our life business. Our loss ratios for 2013 benefitted from reserve releases related primarily to the accounting for long-term disability overpayment recoveries of \$11 million, after-tax. Non-medical loss ratios in general are likely to remain at the high end of our long-term expectation of 71% to 74% during 2014. For every one percent increase in the loss ratio, we would expect an approximate annual \$13 million to \$15 million decrease to income from operations.

Due to the unfavorable disability loss ratio experience mentioned above and unfavorable mortality experience earlier in the year, we continue to take pricing actions aimed primarily at our employer-paid life and disability business. The repricing will continue to occur in 2014 and 2015, and will be substantially completed during 2016.

We are evaluating the potential effects that health care reform may have on the value and profitability of this segment's products and income from operations, including, but not limited to, potential changes to traditional sources of income for our brokers who may seek additional portfolio options and/or modification to compensation structures.

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

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" and "Forward-Looking Statements – Cautionary Language" above.



## Insurance Premiums

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

Insurance Premiums by Product Line	For the Years Ended			Change Over	
	December 31, 2013	2012	2011	2013	2012
Life	\$ 844	\$ 770	\$ 693	10%	11%
Disability	903	821	757	10%	8%
Dental	206	193	183	7%	5%
Total non-medical	1,953	1,784	1,633	9%	9%
Medical	131	135	145	-3%	-7%
Total insurance premiums	\$ 2,084	\$ 1,919	\$ 1,778	9%	8%
Sales	\$ 541	\$ 458	\$ 395	18%	16%

Our cost of insurance and policy administration charges are embedded in the premiums charged to our customers. The premiums are a function of the rates priced into the product and our business in force. Business in force, in turn, is driven by sales and persistency experience.

Sales relate to new contract holders and new programs sold to existing contract holders. We believe that the trend in sales is an important indicator of development of business in force over time. Sales in the table above are the combined annualized premiums for our life, disability and dental products. When comparing sales for 2013, 2012 and 2011, the increases were driven primarily by a continued shift in business mix to employee-paid blocks of business, which we expect will improve the overall profitability of the business. The proportion of employee-paid sales to our total sales was 47%, 38% and 37% for 2013, 2012 and 2011, and we expect this proportion will continue to increase in 2014.

## Net Investment Income

We use our investment income to offset the earnings effect of the associated build of our policy reserves, which are a function of our insurance premiums and the yields on our invested assets.

## Benefits and Interest Credited

Details underlying benefits and interest credited (in millions) and loss ratios by product line were as follows:

	For the Years Ended December			Change Over	
	31, 2013	2012	2011	2013	2012
<b>Benefits and Interest Credited by Product Line</b>					
Life	\$ 655	\$ 582	\$ 518	13%	12%
Disability	639	604	529	6%	14%
Dental	151	143	143	6%	0%
Total non-medical	1,445	1,329	1,190	9%	12%
Medical	117	118	127	-1%	-7%
Total benefits and interest credited	\$ 1,562	\$ 1,447	\$ 1,317	8%	10%
<b>Loss Ratios by Product Line</b>					
Life	77.6%	75.5%	74.8%		
Disability	70.8%	73.6%	69.9%		
Dental	73.2%	74.5%	77.9%		
Total non-medical	74.0%	74.5%	72.9%		
Medical	88.8%	87.8%	87.9%		

## Commissions and Other Expenses

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Commissions and Other Expenses					
Commissions	\$ 252	\$ 223	\$ 201	13%	11%
General and administrative expenses	321	288	244	11%	18%
Taxes, licenses and fees	54	49	41	10%	20%
Total expenses incurred	627	560	486	12%	15%
DAC deferrals	(91)	(75)	(53)	-21%	-42%
Total expenses recognized before amortization	536	485	433	11%	12%
DAC and VOBA amortization, net of interest	53	48	39	10%	23%
Total commissions and other expenses	\$ 589	\$ 533	\$ 472	11%	13%
DAC Deferrals					
As a percentage of insurance premiums	4.4%	3.9%	3.0%		

Commissions and other costs that result directly from and are essential to the successful acquisition of new or renewal business are deferred to the extent recoverable and are amortized in relation to the revenues of the related contracts. Certain broker commissions that vary with and are related to paid premiums are expensed as incurred. The level of expenses is an important driver of profitability for this segment as group insurance contracts are offered within an environment that competes on the basis of price and service.

## RESULTS OF OTHER OPERATIONS

## Income (Loss) from Operations

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Operating Revenues					
Insurance premiums	\$ 1	\$ 4	\$ 1	-75%	300%
Net investment income	266	259	308	3%	-16%
Amortization of deferred gain on business sold through reinsurance	72	72	72	0%	0%
Media revenues (net)	72	81	77	-11%	5%
Other revenues	6	7	3	-14%	133%
Total operating revenues	417	423	461	-1%	-8%
Operating Expenses					
Interest credited	109	122	114	-11%	7%
Benefits	113	138	126	-18%	10%
Media expenses	62	66	69	-6%	-4%
Other expenses	62	93	90	-33%	3%
Interest and debt expense	264	268	285	-1%	-6%
Total operating expenses	610	687	684	-11%	0%
Income (loss) from operations before taxes	(193)	(264)	(223)	27%	-18%
Federal income tax expense (benefit)	(71)	(177)	(77)	60%	NM
Income (loss) from operations	\$ (122)	\$ (87)	\$ (146)	-40%	40%

#### Comparison of 2013 to 2012

Loss from operations for Other Operations increased due primarily to more favorable tax benefits during 2012 related to the release of reserves associated with prior tax years that were closed in 2012.

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

- Lower other expenses driven by restructuring charges and higher claim settlement accruals in 2012 and a reduction in our state guaranty funds assessment accrual in 2013.
- Higher benefits in 2012 due to higher claim settlement accruals.

## Comparison of 2012 to 2011

Loss from operations for Other Operations decreased due primarily to more favorable tax benefits during 2012 related to the release of reserves associated with prior tax years that were closed in 2012.

The increase in income from operations was partially offset by lower net investment income, net of interest credited, attributable to the following:

- New money rates averaging below our current portfolio yields.
- Repurchases of common stock, net cash used in operating activities due to interest payments and invested asset transfers to other segments for OTTI resulting in lower average invested assets.

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

## Additional Information

Other Operations experienced elevated levels of expense during 2012 related primarily to restructuring charges and during 2011 due to an assessment associated with the NYDFS's liquidation plan for Executive Life Insurance Company of New York. State guaranty funds assess insurance companies to cover losses to contract holders of insolvent or rehabilitated companies.

The deferred gain on business sold through reinsurance will be fully amortized during the first half of 2017.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" and "Forward-Looking Statements – Cautionary Language" above.

## Net Investment Income and Interest Credited

We utilize an internal formula to determine the amount of capital that is allocated to our business segments. Investment income on capital in excess of the calculated amounts is reported in Other Operations. If

regulations require increases in our insurance segments' statutory reserves and surplus, the amount of capital retained by Other Operations would decrease and net investment income would be negatively affected.

Write-downs for OTTI decrease the recorded value of our invested assets owned by our business segments. These write-downs are not included in the income from operations of our operating segments. When impairment occurs, assets are transferred to the business segments' portfolios and will reduce the future net investment income for Other Operations, but should not have an effect on a consolidated basis unless the impairments are related to defaulted securities. Statutory reserve adjustments for our business segments can also cause allocations of invested assets between the affected segments and Other Operations.

The majority of our interest credited relates to our reinsurance operations sold to Swiss Re in 2001. A substantial amount of the business was sold through indemnity reinsurance transactions, which is still recorded in our consolidated financial statements. The interest credited corresponds to investment income earnings on the assets we continue to hold for this business. There is no effect to income or loss in Other Operations or on a consolidated basis for these amounts because interest earned on the blocks that continue to be reinsured is passed through to Swiss Re in the form of interest credited.

#### Benefits

Benefits are recognized when incurred for Institutional Pension products and disability income business.



## Other Expenses

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
General and administrative expenses:					
Legal	\$ 1	\$ -	\$ 1	NM	-100%
Branding	30	28	29	7%	-3%
Non-brand marketing	-	-	4	NM	-100%
Other (1)	60	46	38	30%	21%
Total general and administrative expenses	91	74	72	23%	3%
Restructuring charges	-	20	-	-100%	NM
Taxes, licenses and fees (2)	(18)	10	27	NM	-63%
Inter-segment reimbursement associated with reserve financing and LOC expenses (3)	(11)	(11)	(9)	0%	-22%
Total other expenses	\$ 62	\$ 93	\$ 90	-33%	3%

- (1) Includes expenses that are corporate in nature including charitable contributions, the portion of our deferred compensation plan expense attributable to participants' selection of LNC stock as the measure for their investment return and other expenses not allocated to our business segments.
- (2) Includes state guaranty funds assessments to cover losses to contract holders of insolvent or rehabilitated insurance companies. Mandatory assessments may be partially recovered through a reduction in future premium taxes in some states.
- (3) Consists of reimbursements to Other Operations from the Life Insurance segment for the use of proceeds from certain issuances of senior notes that were used as long-term structured solutions, net of expenses incurred by Other Operations for its use of LOCs.

## Interest and Debt Expense

Our current level of interest expense may not be indicative of the future due to, among other things, the timing of the use of cash, the availability of funds from our inter-company cash management program and the future cost of capital. For additional information on our financing activities, see "Review of Consolidated Financial Condition – Liquidity and Capital Resources – Sources of Liquidity and Cash Flow – Financing Activities" below.



## REALIZED GAIN (LOSS) AND BENEFIT RATIO UNLOCKING

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
<b>Components of Realized Gain (Loss), Pre-Tax</b>					
Total operating realized gain (loss)	\$ 138	\$ 113	\$ 94	22%	20%
Total excluded realized gain (loss)	(273)	(39)	(388)	NM	90%
Total realized gain (loss), pre-tax	\$ (135)	\$ 74	\$ (294)	NM	125%
<b>Reconciliation of Excluded Realized Gain (Loss)</b>					
<b>Net of Benefit Ratio Unlocking, After-Tax</b>					
Total excluded realized gain (loss)	\$ (178)	\$ (25)	\$ (252)	NM	90%
Benefit ratio unlocking	36	25	(15)	44%	267%
Excluded realized gain (loss) net of benefit ratio unlocking, after-tax	\$ (142)	\$ -	\$ (267)	NM	100%
<b>Components of Excluded Realized Gain (Loss)</b>					
<b>Net of Benefit Ratio Unlocking, After-Tax</b>					
Realized gain (loss) related to certain investments	\$ (63)	\$ (124)	\$ (97)	49%	-28%
Gain (loss) on the mark-to-market on certain instruments	31	87	(54)	-64%	261%
<b>Variable annuity net derivatives results:</b>					
<b>Hedge program performance, including unlocking for</b>					
GLB reserves hedged	1	97	(194)	-99%	150%
GLB NPR component	(88)	(64)	78	-38%	NM
Total variable annuity net derivatives results	(87)	33	(116)	NM	128%
Indexed annuity forward-starting option	(23)	4	-	NM	NM
Excluded realized gain (loss) net of benefit ratio unlocking, after-tax	\$ (142)	\$ -	\$ (267)	NM	100%

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

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

For information on our counterparty exposure, see “Item 7A. Quantitative and Qualitative Disclosures About Market Risk.”

#### Comparison of 2013 to 2012

We had realized losses during 2013 as compared to gains during 2012 driven primarily by the following components of excluded realized gain (loss), which we have described net of benefit ratio unlocking, after-tax:

- Losses on variable annuity net derivatives results during 2013 as compared to gains during 2012 attributable to the effect of unlocking and a more unfavorable GLB NPR component due to our associated reserves declining, as a result of more favorable equity market growth, partially offset by less narrowing of our credit spreads during 2013.
- Lower gains on the mark-to-market on certain instruments during 2013 attributable to an increase in interest rates leading to a decrease in the value of our trading securities.

The realized losses were partially offset by the following:

- General improvement in the credit markets during 2013 leading to a decline in OTTI.
- Lower gross realized losses related to certain investments during 2013 originating from asset sales to reposition the investment portfolio.

Comparison of 2012 to 2011

We had realized gains during 2012 as compared to losses during 2011 driven primarily by the following components of excluded realized gain (loss), which we have described net of benefit ratio unlocking, after-tax:

- Gains on variable annuity net derivatives results during 2012 as compared to losses during 2011 attributable to the effect of unlocking and less volatile capital markets during 2012 resulting in more favorable hedge program performance. These gains were partially offset by narrowing of our credit spreads during 2012 resulting in an unfavorable GLB NPR component.
- Realized gains on the mark-to-market on certain instruments during 2012 as compared to realized losses during 2011 attributable to spreads narrowing on corporate credit default swaps.

See “Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL – Unlocking” above for information about unlocking.

See “Variable Annuity Net Derivatives Results” below for a discussion of how our NPR adjustment is determined.

Operating Realized Gain (Loss)

Operating realized gain (loss) includes indexed annuity net derivatives results representing the net difference between the change in the fair value of the S&P 500 call options that we hold and the change in the fair value of the embedded derivative liabilities of our indexed annuity products. The change in the fair value of the liability for the embedded derivative represents the amount that is credited to the indexed annuity contract.

Our GWB, GIB and 4LATER® features have elements of both benefit reserves and embedded derivative reserves. We calculate the value of the embedded derivative reserves and the benefit reserves based on the specific characteristics of each GLB feature. For our GLBs that meet the definition of an embedded derivative under the Derivatives and Hedging Topic of the FASB ASC, we record them at fair value on our Consolidated Balance Sheets with changes in fair value recorded in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). In bifurcating the embedded derivative, we attribute to the embedded derivative the portion of total fees collected from the contract holder that relates to the GLB riders (the “attributed fees”). These attributed fees represent the present value of future claims expected to be paid for the GLB at the inception of the contract (the “net valuation premium”) plus a margin that a theoretical market participant would include for risk/profit (the “risk/profit margin”).

We also include the risk/profit margin portion of the GLB attributed rider fees in operating realized gain (loss) and include the net valuation premium of the GLB attributed rider fees in excluded realized gain (loss). For our Annuities

and Retirement Plan Services segments, the excess of total fees collected from the contract holders over the GLB attributed rider fees is reported in fee income.

#### Realized Gain (Loss) Related to Certain Investments

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

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

Gain (loss) on the mark-to-market on certain instruments, including those associated with our consolidated variable interest entities (“VIEs”) represents changes in the fair values of certain derivative investments (not including those associated with our variable annuity net derivatives results), reinsurance related embedded derivatives and trading securities.

See Note 4 for information about our consolidated VIEs.

#### Variable Annuity Net Derivatives Results

Our variable annuity net derivatives results include the net valuation premium, the change in the GLB embedded derivative reserves and the change in the fair value of the derivative instruments we own to hedge them, including the cost of purchasing the hedging instruments. In addition, these results include the changes in reserves not accounted for at fair value and resulting from benefit ratio unlocking on our GDB and GLB riders and the change in the fair value of the derivative instruments we own to hedge the benefit ratio unlocking on our GDB riders.

We use derivative instruments to hedge our exposure to the risks and earnings volatility that result from changes in the GLB embedded derivative reserves. The change in fair value of these derivative instruments is designed to generally offset the change in embedded derivative reserves. Our variable annuity net derivatives results can be volatile especially when sudden and significant changes in equity markets and/or interest rates occur. We do not attempt to hedge the change in the NPR component of the liability. The NPR factors affect the discount rate used in the calculation of the GLB embedded derivative reserve. Our methodology for calculating the NPR component of the embedded derivative reserve utilizes an extrapolated 30-year NPR spread curve applied to a series of expected cash flows over the expected life of the embedded derivative. Our cash flows consist of both expected fees to be received from contract holders and benefits to be paid, and these cash flows are different on a pre- and post-NPR basis. We utilize a model based on our holding company’s credit default swap (“CDS”) spreads adjusted for items, such as the liquidity of our holding company CDS. Because the guaranteed benefit liabilities are contained within our insurance

subsidiaries, we apply items, such as the effect of our insurance subsidiaries' claims-paying ratings compared to holding company credit risk and the over-collateralization of insurance liabilities, in order

71

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to determine factors that are representative of a theoretical market participant's view of the NPR of the specific liability within our insurance subsidiaries.

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

	As of December 31, 2013	As of September 30, 2013	As of June 30, 2013	As of March 31, 2013	As of December 31, 2012
Variable annuity hedge program assets (liabilities)	\$ (49)	\$ 445	\$ 811	\$ 1,240	\$ 1,944
Variable annuity reserves – asset (liability):					
Embedded derivative reserves, pre-NPR	\$ 1345	\$ 780	\$ 318	\$ (200)	\$ (975)
NPR	(101)	(69)	(26)	1	66
Embedded derivative reserves	1,244	711	292	(199)	(909)
Insurance benefit reserves	(236)	(233)	(226)	(204)	(209)
Total variable annuity reserves – asset (liability)	\$ 1,008	\$ 478	\$ 66	\$ (403)	\$ (1,118)
10-year CDS spread	1.46%	1.74%	1.89%	1.86%	2.34%
NPR factor related to 10-year CDS spread	0.15%	0.18%	0.21%	0.19%	0.26%

Our embedded derivative reserves were in an asset position as of December 31, 2013, as we estimated the present value of future benefits to be less than the present value of future net valuation premiums.

The following shows the approximate hypothetical effect to net income, pre-DAC (1), pre-tax (in millions) for changes in the NPR factor along all points on the spread curve as of December 31, 2013:

	Hypothetical Effect
NPR factor:	
Down 15 basis points to zero	\$ 100
Up 20 basis points	(30)



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

See “Critical Accounting Policies and Estimates – Derivatives – Guaranteed Living Benefits” above for additional information about our guaranteed benefits.

#### Indexed Annuity Forward-Starting Option

The liability for the forward-starting option reflects changes in the fair value of embedded derivative liabilities related to index call options we may purchase in the future to hedge contract holder index allocations applicable to future reset periods for our indexed annuity products accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC. These fair values represent an estimate of the cost of the options we will purchase in the future, discounted back to the date of the balance sheet, using current market indications of volatility and interest rates, which can vary significantly from period to period due to a number of factors and therefore can provide results that are not indicative of the underlying trends.

## CONSOLIDATED INVESTMENTS

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

	As of December 31,		Percentage of Total Investments As of December	
	2013	2012	31, 2013	2012
Investments				
AFS securities:				
Fixed maturity	\$ 80,078	\$ 82,036	84.0%	82.8%
VIEs' fixed maturity	697	708	0.7%	0.7%
Total fixed maturity	80,775	82,744	84.7%	83.5%
Equity	201	157	0.2%	0.1%
Trading securities	2,282	2,554	2.4%	2.6%
Mortgage loans on real estate	7,210	7,029	7.6%	7.1%
Real estate	47	65	0.0%	0.1%
Policy loans	2,677	2,766	2.8%	2.8%
Derivative investments	881	2,652	0.9%	2.7%
Alternative investments	1,002	869	1.1%	0.9%
Other investments	216	229	0.3%	0.2%
Total investments	\$ 95,291	\$ 99,065	100.0%	100.0%

## Investment Objective

Invested assets are an integral part of our operations. We follow a balanced approach to investing for both current income and prudent risk management, with an emphasis on generating sufficient current income, net of income tax, to meet our obligations to customers, as well as other general liabilities. This balanced approach requires the evaluation of expected return and risk of each asset class utilized, while still meeting our income objectives. This approach is important to our asset-liability management because decisions can be made based upon both the economic and current investment income considerations affecting assets and liabilities. For a discussion of our risk management process, see "Item 7A. Quantitative and Qualitative Disclosures About Market Risk."

## Investment Portfolio Composition and Diversification

Fundamental to our investment policy is diversification across asset classes. Our investment portfolio, excluding cash and invested cash, is composed of fixed maturity securities, mortgage loans on real estate, real estate (either

wholly-owned or in joint ventures) and other long-term investments. We purchase investments for our segmented portfolios that have yield, duration and other characteristics that take into account the liabilities of the products being supported.

We have the ability to maintain our investment holdings throughout credit cycles because of our capital position, the long-term nature of our liabilities and the matching of our portfolios of investment assets with the liabilities of our various products.

#### Fixed Maturity and Equity Securities Portfolios

Fixed maturity securities and equity securities consist of portfolios classified as AFS and trading. Mortgage-backed and private securities are included in both of the AFS and trading portfolios.

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Details underlying our fixed maturity and equity securities portfolios by industry classification (in millions) are presented in the tables below. These tables agree in total with the presentation of AFS securities in Note 5; however, the categories below represent a more detailed breakout of the AFS portfolio. Therefore, the investment classifications listed below do not agree to the investment categories provided in Note 5.

	As of December 31, 2013				
	Amortized Cost	Gross Unrealized		Fair Value	% Fair Value
		Gains	Losses and OTTI		
<b>Fixed Maturity AFS Securities</b>					
<b>Industry corporate bonds:</b>					
Financial services	\$ 9,542	\$ 695	\$ 112	\$ 10,125	12.5%
Basic industry	4,771	216	141	4,846	6.0%
Capital goods	4,720	283	73	4,930	6.1%
Communications	3,933	291	79	4,145	5.1%
Consumer cyclical	4,401	271	121	4,551	5.6%
Consumer non-cyclical	9,938	719	145	10,512	13.0%
Energy	6,503	485	124	6,864	8.5%
Technology	2,634	117	72	2,679	3.3%
Transportation	1,925	107	12	2,020	2.5%
Industrial other	938	57	10	985	1.2%
Utilities	12,997	903	247	13,653	16.9%
<b>Collateralized mortgage and other obligations ("CMOs"):</b>					
Agency backed	1,671	151	-	1,822	2.3%
Non-agency backed	988	36	27	997	1.2%
<b>Mortgage pass through securities ("MPTS"):</b>					
Agency backed	1,475	69	14	1,530	1.9%
Non-agency backed	1	-	-	1	0.0%
<b>Commercial mortgage-backed securities ("CMBS"):</b>					
Non-agency backed	713	36	21	728	0.9%
<b>Asset-backed securities ("ABS"):</b>					
Collateralized Loan Obligations ("CLOs")	209	-	4	205	0.3%
Commercial real estate ("CRE") CDOs	23	-	3	20	0.0%
Credit card	672	24	-	696	0.9%
Home equity	690	25	74	641	0.8%
Manufactured housing	59	5	-	64	0.1%
Auto loan	1	-	-	1	0.0%
Other	377	21	6	392	0.5%
<b>Municipals:</b>					
Taxable	3,587	308	25	3,870	4.8%
Tax-exempt	51	-	2	49	0.1%
<b>Government and government agencies:</b>					
United States	1,426	113	23	1,516	1.9%
Foreign	1,823	128	23	1,928	2.4%
Hybrid and redeemable preferred securities	967	89	51	1,005	1.2%
<b>Total fixed maturity AFS securities</b>	<b>77,035</b>	<b>5,149</b>	<b>1,409</b>	<b>80,775</b>	<b>100.0%</b>

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Equity AFS Securities	182	19	-	201
Total AFS securities	77,217	5,168	1,409	80,976
Trading Securities (1)	2,027	270	15	2,282
Total AFS and trading securities	\$ 79,244	\$ 5,438	\$ 1,424	\$ 83,258

74

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	As of December 31, 2012				
	Amortized Cost	Gross Unrealized		Fair Value	% Fair Value
		Gains	Losses and OTTI		
Fixed Maturity AFS Securities					
Industry corporate bonds:					
Financial services	\$ 9,216	\$ 1,102	\$ 77	\$ 10,241	12.3%
Basic industry	3,910	459	14	4,355	5.3%
Capital goods	4,650	573	19	5,204	6.3%
Communications	3,695	550	12	4,233	5.1%
Consumer cyclical	3,817	481	30	4,268	5.2%
Consumer non-cyclical	9,250	1,474	3	10,721	13.0%
Energy	5,726	884	4	6,606	8.0%
Technology	2,172	227	7	2,392	2.9%
Transportation	1,540	194	1	1,733	2.1%
Industrial other	1,000	98	1	1,097	1.3%
Utilities	11,874	1,762	19	13,617	16.4%
CMOs:					
Agency backed	2,427	274	-	2,701	3.3%
Non-agency backed	1,199	42	63	1,178	1.4%
MPTS:					
Agency backed	2,136	155	-	2,291	2.8%
Non-agency backed	1	-	-	1	0.0%
CMBS:					
Non-agency backed	970	68	35	1,003	1.2%
ABS:					
CLOs	161	2	2	161	0.2%
CRE CDOs	28	-	9	19	0.0%
Credit card	668	45	-	713	0.9%
Home equity	775	8	138	645	0.8%
Manufactured housing	70	6	-	76	0.1%
Auto loan	4	-	-	4	0.0%
Other	322	30	-	352	0.4%
Municipals:					
Taxable	3,510	810	7	4,313	5.2%
Tax-exempt	36	4	-	40	0.0%
Government and government agencies:					
United States	1,408	238	-	1,646	2.0%
Foreign	1,649	270	2	1,917	2.3%
Hybrid and redeemable preferred securities	1,181	106	70	1,217	1.5%
Total fixed maturity AFS securities	73,395	9,862	513	82,744	100.0%
Equity AFS Securities	137	22	2	157	
Total AFS securities	73,532	9,884	515	82,901	
Trading Securities (1)	2,127	439	12	2,554	
Total AFS and trading securities	\$ 75,659	\$ 10,323	\$ 527	\$ 85,455	

- <sup>(1)</sup> Certain of our trading securities support our modified coinsurance arrangements (“Modco”) and the investment results are passed directly to the reinsurers. Refer to the “Trading Securities” section for further details.

#### AFS Securities

In accordance with the AFS accounting guidance, we reflect stockholders’ equity as if unrealized gains and losses were actually recognized, and consider all related accounting adjustments that would occur upon such a hypothetical recognition of unrealized gains and losses. Such related balance sheet effects include adjustments to the balances of DAC, VOBA, DFEL, future contract benefits, other contract holder funds and deferred income taxes. Adjustments to each of these balances are charged or credited to AOCI. For instance, DAC is adjusted upon the recognition of unrealized gains or losses because the amortization of DAC is based upon an assumed emergence of gross profits on certain insurance business. Deferred income tax balances are also adjusted because unrealized gains or losses do not affect actual taxes currently paid.

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The quality of our AFS fixed maturity securities portfolio, as measured at estimated fair value and by the percentage of fixed maturity AFS securities invested in various ratings categories, relative to the entire fixed maturity AFS security portfolio (in millions) was as follows:

NAIC Designation (1)	Rating Agency Equivalent Designation (1)	As of December 31, 2013			As of December 31, 2012		
		Amortized Cost	Fair Value	% of Total	Amortized Cost	Fair Value	% of Total
<b>Investment Grade Securities</b>							
1	Aaa / Aa / A	\$ 41,483	\$ 44,129	54.6%	\$ 41,477	\$ 47,913	57.9%
2	Baa	31,897	33,060	41.0%	27,914	30,995	37.5%
Total investment grade securities		73,380	77,189	95.6%	69,391	78,908	95.4%
<b>Below Investment Grade Securities</b>							
3	Ba	2,603	2,627	3.3%	2,425	2,468	2.9%
4	B	701	668	0.8%	1,171	1,070	1.3%
5	Caa and lower	314	262	0.3%	331	246	0.3%
6	In or near default	37	29	0.0%	77	52	0.1%
Total below investment grade securities		3,655	3,586	4.4%	4,004	3,836	4.6%
Total fixed maturity AFS securities		\$ 77,035	\$ 80,775	100.0%	\$ 73,395	\$ 82,744	100.0%
Total securities below investment grade as a percentage of total fixed maturity AFS securities		4.7%	4.4%		5.5%	4.6%	

(1) Based upon the rating designations determined and provided by the NAIC or the major credit rating agencies (Fitch Ratings (“Fitch”), Moody’s Investors Service (“Moody’s”) and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

Comparisons between the NAIC ratings and rating agency designations are published by the NAIC. The NAIC assigns securities quality ratings and uniform valuations, which are used by insurers when preparing their annual statements. The NAIC ratings are similar to the rating agency designations of the Nationally Recognized Statistical Rating Organizations for marketable bonds. NAIC ratings 1 and 2 include bonds generally considered investment grade (rated Baa3 or higher by Moody’s, or rated BBB- or higher by S&P and Fitch), by such ratings organizations. However, securities rated NAIC 1 and NAIC 2 could be deemed below investment grade by the rating agencies as a result of the current RBC rules for residential mortgage-backed securities (“RMBS”) and CMBS for statutory reporting. NAIC ratings 3 through 6 include bonds generally considered below investment grade (rated Ba1 or lower by Moody’s, or rated BB+ or lower by S&P and Fitch).



We have identified select countries in Europe that are currently experiencing stress in the credit markets, notably Greece, Ireland, Italy, Portugal, Spain, Hungary, Cyprus and Slovenia. These countries were identified due to above average credit spreads and political or economic uncertainty. Our investments by country as of December 31, 2013, determined by country of risk, are presented below (in millions). We have no exposure to any issuers in Greece, Hungary, Cyprus or Slovenia.

	Amortized Cost			Fair Value				
	Sovereign	Financial	Other (1)	Total	Sovereign	Financial	Other (1)	Total
Spain	\$ -	\$ -	\$ 295	\$ 295	\$ -	\$ -	\$ 322	\$ 322
Ireland	-	7	174	181	-	11	178	189
Italy	3	-	115	118	3	-	127	130
Portugal	-	-	40	40	-	-	41	41
Total	\$ 3	\$ 7	\$ 624	\$ 634	\$ 3	\$ 11	\$ 668	\$ 682

(1) Includes primarily investments in utilities and industrial securities.

We manage European and other investment risks through our internal investment department and outside asset managers. The risk management is focused on monitoring spreads, pricing and monitoring of global economic developments.

As of December 31, 2013 and 2012, 92.9% and 68.7%, respectively, of the total publicly traded and private securities in an unrealized loss status were rated as investment grade. See Note 5 for maturity date information for our fixed maturity investment portfolio. Our gross unrealized losses, including the portion of OTTI recognized in other comprehensive income (loss) ("OCI"), on AFS securities as of December 31, 2013, increased \$894 million. As more fully described in Note 1, we regularly review our investment holdings for OTTI. We believe the unrealized loss position as of December 31, 2013, does not represent OTTI as: (i) we do not intend to sell the debt securities; (ii) it is not more likely than not that we will be required to sell the debt securities before recovery of their amortized cost basis;

(iii) the estimated future cash flows are equal to or greater than the amortized cost basis of the debt securities; and (iv) we have the ability and intent to hold the equity securities for a period of time sufficient for recovery. For further information on our unrealized losses on AFS securities, see “Composition by Industry Categories of our Unrealized Losses on AFS Securities” below.

Selected information for certain AFS securities in a gross unrealized loss position (dollars in millions) as of December 31, 2013, was as follows:

	Fair Value	Gross Unrealized Losses and OTTI	Estimated Years Until Call or Maturity	Estimated Average Years Until Recovery	Subordination Current	Level Origination
CMBS	\$ 152	\$ 21	1 to 40	18	7.3%	8.3%
Hybrid and redeemable preferred securities	259	51	1 to 54	22	N/A	N/A

As provided in the table above, many of the securities in these categories are long-dated with some of the preferred securities being perpetual. This is purposeful as it matches the long-term nature of our liabilities associated with our life insurance and annuity products. See “Item 7A. Quantitative and Qualitative Disclosures About Market Risk” where we present information related to maturities of securities and the expected cash flows for rate sensitive liabilities and maturities of our holding company debt, which also demonstrates the long-term nature of the cash flows associated with these items. Because of this relationship, we do not believe it will be necessary to sell these securities before they recover or mature. For these securities, the estimated range and average period until recovery is the call or maturity period. It is difficult to predict or project when the securities will recover as it is dependent upon a number of factors including the overall economic climate. We do not believe the impairment is other than temporary for these securities as long as the expected future cash flows are projected to be sufficient to recover the amortized cost of these securities.

The actual range and period until recovery could vary significantly depending on a variety of factors, many of which are out of our control. There are several items that could affect the length of the period until recovery, such as the pace of economic recovery, level of delinquencies, performance of the underlying collateral, changes in market interest rates, exposures to various industry or geographic conditions, market behavior and other market conditions.

We concluded: (i) that it is not more likely than not that we will be required to sell the fixed maturity AFS securities before recovery of their amortized cost basis; (ii) that the estimated future cash flows are equal to or greater than the amortized cost basis of the debt securities; and (iii) that we have the ability to hold the equity AFS securities for a period of time sufficient for recovery. This conclusion is consistent with our asset-liability management process. Management considers the following as part of the evaluation:

- The current economic environment and market conditions;
- Our business strategy and current business plans;
- The nature and type of security, including expected maturities and exposure to general credit, liquidity, market and interest rate risk;
- Our analysis of data from financial models and other internal and industry sources to evaluate the current effectiveness of our hedging and overall risk management strategies;
- The current and expected timing of contractual maturities of our assets and liabilities, expectations of prepayments on investments and expectations for surrenders and withdrawals of life insurance policies and annuity contracts;
- The capital risk limits approved by management; and
- Our current financial condition and liquidity demands.

To determine the recoverability of a debt security, we consider the facts and circumstances surrounding the underlying issuer including, but not limited to, the following:

- Historical and implied volatility of the security;
- Length of time and extent to which the fair value has been less than amortized cost;
- Adverse conditions specifically related to the security or to specific conditions in an industry or geographic area;
- Failure, if any, of the issuer of the security to make scheduled payments; and
- Recoveries or additional declines in fair value subsequent to the balance sheet date.

As reported on our Consolidated Balance Sheets, we had \$97.7 billion of investments and cash, which exceeded the liabilities for our future obligations under insurance policies and contracts, net of amounts recoverable from reinsurers, which totaled \$85.8 billion as of December 31, 2013. If it were necessary to liquidate securities prior to maturity or call to meet cash flow needs, we would first look to those securities that are in an unrealized gain position, which had a fair value of \$60.1 billion, excluding consolidated VIEs in the amount of \$697 million, as of December 31, 2013, rather than selling securities in an unrealized loss position. The amount of cash that we have on hand at any point of time takes into account our liquidity needs in the future, other sources of cash, such as the maturities of investments, interest and dividends we earn on our investments and the on-going cash flows from new and existing business.

See “AFS Securities – Evaluation for Recovery of Amortized Cost” in Note 1 and Note 5 for additional discussion.

As of December 31, 2013 and 2012, the estimated fair value for all private placement securities was \$13.3 billion and \$12.0 billion, respectively, representing 14% and 12%, respectively, of total invested assets.

For information regarding our VIEs' fixed maturity securities, see Note 4.

### Trading Securities

Trading securities, which in certain cases support reinsurance funds withheld and our Modco reinsurance agreements, are carried at fair value and changes in fair value are recorded in net income as they occur. Investment results for these certain portfolios, including gains and losses from sales, are passed directly to the reinsurers through the contractual terms of the reinsurance arrangements. Offsetting these amounts in certain cases are corresponding changes in fair value of the embedded derivative liability associated with the underlying reinsurance arrangement. See Notes 1 and 9 for more information regarding our accounting for Modco.

### Mortgage-Backed Securities ("MBS") (Included in AFS and Trading Securities)

Our fixed maturity securities include MBS. These securities are subject to risks associated with variable prepayments. This may result in differences between the actual cash flow and maturity of these securities than that expected at the time of purchase. Securities that have an amortized cost greater than par and are backed by mortgages that prepay faster than expected will incur a reduction in yield or a loss. Those securities with an amortized cost lower than par that prepay faster than expected will generate an increase in yield or a gain. In addition, we may incur reinvestment risks if market yields are lower than the book yields earned on the securities. Prepayments occurring slower than expected have the opposite effect. The degree to which a security is susceptible to either gains or losses is influenced by: the difference between its amortized cost and par; the relative sensitivity of the underlying mortgages backing the assets to prepayment in a changing interest rate environment; and the repayment priority of the securities in the overall securitization structure.

We limit the extent of our risk on MBS by prudently limiting exposure to the asset class, by generally avoiding the purchase of securities with a cost that significantly exceeds par, by purchasing securities backed by stable collateral and by concentrating on securities with enhanced priority in their trust structure. Such securities with reduced risk typically have a lower yield (but higher liquidity) than higher-risk MBS. A significant amount of assets in our MBS portfolio are either guaranteed by U.S. government-sponsored enterprises or are supported in the securitization structure by junior securities enabling the assets to achieve high investment grade status.

Our exposure to subprime mortgage lending is limited to investments in banks and other financial institutions that may be affected by subprime lending and direct investments in ABS and RMBS. Mortgage-related ABS are backed by home equity loans and RMBS are backed by residential mortgages. These securities are backed by loans that are

characterized by borrowers of differing levels of creditworthiness: prime; Alt-A; and subprime. Prime lending is the origination of residential mortgage loans to customers with excellent credit profiles. Alt-A lending is the origination of residential mortgage loans to customers who have prime credit profiles but lack documentation to substantiate income. Subprime lending is the origination of loans to customers with weak or impaired credit profiles.

Delinquency and loss rates on residential mortgages and home equity loans have been showing positive trends, and as long as the unemployment rate remains stable to improving, we expect these trends to continue. We continue to expect to receive payments in accordance with contractual terms for a significant amount of our securities, largely due to the seniority of the claims on the collateral of the securities that we own. The tranches of the securities will experience losses according to their seniority level with the least senior (or most junior), typically the unrated residual tranche, taking the first loss. Our ABS home equity and RMBS had a market value of \$5.2 billion and an unrealized gain of \$171 million, or 5%, as of December 31, 2013.

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The market value of AFS securities and trading securities backed by subprime loans was \$456 million and represented approximately 0.5% of our total investment portfolio as of December 31, 2013. AFS securities represented \$443 million, or 97%, and trading securities represented \$13 million, or 3%, of the subprime exposure as of December 31, 2013. The table below summarizes our investments in AFS securities backed by pools of residential mortgages (in millions) as of December 31, 2013:

Type	Prime Agency		Prime/ Non-Agency		Alt-A		Subprime/ Option ARM (1)		Total	
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost
RMBS	\$ 3,352	\$ 3,147	\$ 572	\$ 557	\$ 402	\$ 409	\$ 24	\$ 22	\$ 4,350	\$ 4,135
ABS home equity	3	3	-	-	194	203	444	484	641	690
Total by type (2)(3)	\$ 3,355	\$ 3,150	\$ 572	\$ 557	\$ 596	\$ 612	\$ 468	\$ 506	\$ 4,991	\$ 4,825
Rating										
AAA	\$ 3,325	\$ 3,123	\$ 1	\$ 1	\$ -	\$ -	\$ 15	\$ 15	\$ 3,341	\$ 3,139
AA	19	17	4	4	6	6	18	18	47	45
A	11	10	8	7	28	27	59	59	106	103
BBB	-	-	60	59	40	39	22	22	122	120
BB and below	-	-	499	486	522	540	354	392	1,375	1,418
Total by rating (2)(3)(4)	\$ 3,355	\$ 3,150	\$ 572	\$ 557	\$ 596	\$ 612	\$ 468	\$ 506	\$ 4,991	\$ 4,825
Origination Year										
2004 and prior	\$ 622	\$ 571	\$ 104	\$ 102	\$ 182	\$ 186	\$ 173	\$ 184	\$ 1,081	\$ 1,043
2005	499	457	106	108	196	199	187	203	988	967
2006	107	99	112	103	168	177	85	98	472	477
2007	572	521	250	244	50	50	20	19	892	834
2008	91	83	-	-	-	-	-	-	91	83
2009	557	524	-	-	-	-	3	2	560	526
2010	526	506	-	-	-	-	-	-	526	506
2011	244	242	-	-	-	-	-	-	244	242
2012	85	91	-	-	-	-	-	-	85	91
2013	52	56	-	-	-	-	-	-	52	56
Total by origination year (2)(3)	\$ 3,355	\$ 3,150	\$ 572	\$ 557	\$ 596	\$ 612	\$ 468	\$ 506	\$ 4,991	\$ 4,825
Total AFS RMBS as a percentage of total AFS securities									6.2%	6.2%
Total prime/non-agency, Alt-A and subprime/option ARM										

as a percentage of  
total AFS securities

2.0%      2.2%

- (1) Includes the fair value and amortized cost of option adjustable rate mortgages (“ARM”) within RMBS, totaling \$23 million and \$22 million, respectively.
- (2) Does not include the fair value of trading securities totaling \$175 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The \$175 million in trading securities consisted of \$153 million prime, \$9 million Alt-A and \$13 million subprime.
- (3) Does not include the amortized cost of trading securities totaling \$168 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The \$168 million in trading securities consisted of \$146 million prime, \$9 million Alt-A and \$13 million subprime.
- (4) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody’s and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.

None of these investments included any direct investments in subprime lenders or mortgages. We are not aware of material exposure to subprime loans in our alternative asset portfolio.

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The following summarizes our investments in AFS securities backed by pools of commercial mortgages (in millions) as of December 31, 2013:

Type	Multiple Property		Single Property		CRE CDOs		Total		
	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	
CMBS	\$ 715	\$ 701	\$ 13	\$ 12	\$ -	\$ -	\$ 728	\$ 713	
CRE CDOs	-	-	-	-	20	23	20	23	
Total by type (1)(2)	\$ 715	\$ 701	\$ 13	\$ 12	\$ 20	\$ 23	\$ 748	\$ 736	
Rating									
AAA	\$ 422	\$ 407	\$ -	\$ -	\$ -	\$ -	\$ 422	\$ 407	
AA	47	45	-	-	-	-	47	45	
A	98	93	13	12	-	-	111	105	
BBB	74	72	-	-	7	6	81	78	
BB and below	74	84	-	-	13	17	87	101	
Total by rating (1)(2)(3)	\$ 715	\$ 701	\$ 13	\$ 12	\$ 20	\$ 23	\$ 748	\$ 736	
Origination Year									
2004 and prior	\$ 149	\$ 147	\$ -	\$ -	\$ 2	\$ 2	\$ 151	\$ 149	
2005	256	253	13	12	6	6	275	271	
2006	106	100	-	-	12	15	118	115	
2007	54	47	-	-	-	-	54	47	
2010	56	54	-	-	-	-	56	54	
2013	94	100	-	-	-	-	94	100	
Total by origination year (1)(2)	\$ 715	\$ 701	\$ 13	\$ 12	\$ 20	\$ 23	\$ 748	\$ 736	
Total AFS securities backed by pools of commercial mortgages as a percentage of total AFS securities							0.9%	1.0%	

- (1) Does not include the fair value of trading securities totaling \$9 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The \$9 million in trading securities consisted of \$7 million CMBS and \$2 million CRE CDOs.
- (2) Does not include the amortized cost of trading securities totaling \$9 million, which support our Modco reinsurance agreements because investment results for these agreements are passed directly to the reinsurers. The \$9 million in trading securities consisted of \$7 million CMBS and \$2 million CRE CDOs.
- (3) Based upon the rating designations determined and provided by the major credit rating agencies (Fitch, Moody's and S&P). For securities where the ratings assigned by the major credit agencies are not equivalent, the second highest rating assigned is used. For those securities where ratings by the major credit rating agencies are not available, which does not represent a significant amount of our total fixed maturity AFS securities, we base the ratings disclosed upon internal ratings.



As of December 31, 2013, the amortized cost and fair value of our AFS exposure to Monoline insurers was \$532 million and \$544 million, respectively.

#### Composition by Industry Categories of our Unrealized Losses on AFS Securities

When considering unrealized gain and loss information, it is important to recognize that the information relates to the status of securities at a particular point in time and may not be indicative of the status of our investment portfolios subsequent to the balance sheet date. Further, because the timing of the recognition of realized investment gains and losses through the selection of which securities are sold is largely at management's discretion, it is important to consider the information provided below within the context of the overall unrealized gain or loss position of our investment portfolios. These are important considerations that should be included in any evaluation of the potential effect of unrealized loss securities on our future earnings.

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The composition by industry categories of all securities in unrealized loss status (in millions) as of December 31, 2013, was as follows:

	Fair Value	% Fair Value	Amortized Cost	% Amortized Cost	Gross Unrealized Losses and OTTI	% Gross Unrealized Losses and OTTI
Electric	\$ 2,512	12.5%	\$ 2,678	12.4%	\$ 166	11.8%
Banking	879	4.4%	970	4.5%	91	6.5%
ABS	722	3.6%	809	3.8%	87	6.2%
Technology	1,002	5.0%	1,075	5.0%	73	5.2%
Metals and mining	830	4.1%	894	4.1%	64	4.5%
Chemicals	965	4.8%	1,027	4.8%	62	4.4%
Food and beverage	1,193	5.9%	1,255	5.8%	62	4.4%
Independent	877	4.3%	933	4.3%	56	4.0%
Retailers	293	1.4%	336	1.5%	43	3.0%
Pipelines	538	2.7%	578	2.7%	40	2.8%
CMO	583	2.9%	619	2.9%	36	2.6%
Healthcare	670	3.3%	706	3.3%	36	2.6%
Diversified manufacturing	643	3.2%	678	3.1%	35	2.5%
Integrated	486	2.4%	518	2.4%	32	2.3%
Media – non-cable	481	2.4%	512	2.4%	31	2.2%
Media – cable	330	1.6%	360	1.7%	30	2.1%
Oil field services	518	2.6%	547	2.5%	29	2.1%
Local authorities	431	2.1%	461	2.1%	30	2.1%
Property and casualty	328	1.6%	356	1.7%	28	2.0%
Entertainment	337	1.7%	364	1.7%	27	1.9%
Consumer cyclical services	274	1.4%	300	1.4%	26	1.8%
Industries with unrealized losses less than \$25 million	5,269	26.1%	5,594	25.9%	325	23.0%
Total by industry	\$ 20,161	100.0%	\$ 21,570	100.0%	\$ 1,409	100.0%
Total by industry as a percentage of total AFS securities		24.9%		27.9%		100.0%

As of December 31, 2013, the amortized cost and fair value of securities subject to enhanced analysis and monitoring for potential changes in unrealized loss status was \$560 million and \$443 million, respectively.

#### Mortgage Loans on Real Estate

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

	As of December 31, 2013		As of December 31, 2012	
	Carrying Value	%	Carrying Value	%
Credit Quality Indicator				
Current	\$ 7,202	99.9%	\$ 7,009	99.7%
Delinquent and in foreclosure (1)	8	0.1%	20	0.3%
Total mortgage loans on real estate	\$ 7,210	100.0%	\$ 7,029	100.0%

(1) As of December 31, 2013 and 2012, there were three and six mortgage loans on real estate that were delinquent and in foreclosure, respectively.

By Segment	As of December 31,	
	2013	2012
Annuities	\$ 1,451	\$ 1,390
Retirement Plan Services	1,434	1,243
Life Insurance	3,731	3,737
Group Protection	278	275
Other Operations	316	384
Total mortgage loans on real estate	\$ 7,210	\$ 7,029

Property Type	As of December 31, 2013		State Exposure	As of December 31, 2013	
	Carrying Value	%		Carrying Value	%
Office building	\$ 2,013	27.9%	CA	\$ 1,676	23.2%
Industrial	1,686	23.4%	TX	631	8.8%
Retail	1,552	21.6%	MD	455	6.3%
Apartment	1,531	21.2%	NY	390	5.4%
Mixed use	205	2.8%	NC	334	4.6%
Other commercial	143	2.0%	VA	301	4.2%
Hotel/Motel	80	1.1%	FL	286	4.0%
Total	\$ 7,210	100.0%	GA	249	3.5%
Geographic Region			OH	249	3.5%
Pacific	\$ 2,073	28.7%	WA	243	3.4%
South Atlantic	1,737	24.1%	TN	239	3.3%
East North Central	755	10.5%	AZ	224	3.1%
Middle Atlantic	684	9.5%	PA	212	2.9%
West South Central	641	8.9%	IN	189	2.6%
Mountain	523	7.2%	OR	154	2.1%
East South Central	395	5.5%	IL	151	2.1%
West North Central	322	4.5%	MN	150	2.1%
New England	80	1.1%	Other states under 2%	1,077	14.9%
Total	\$ 7,210	100.0%	Total	\$ 7,210	100.0%

Origination Year	As of December 31, 2013		Future Principal Payments	As of December 31, 2013	
	Principal Amount	%		Principal Amount	%
2004 and prior	\$ 1,321	18.3%	2014	\$ 252	3.5%
2005	629	8.8%	2015	423	5.9%
2006	527	7.3%	2016	457	6.3%
2007	767	10.6%	2017	662	9.2%
2008	720	10.0%	2018	761	10.6%
2009	141	2.0%	2019 and thereafter	4,652	64.5%
2010	263	3.6%	Total	\$ 7,207	100.0%
2011	866	12.0%			
2012	879	12.2%			
2013	1,094	15.2%			
Total	\$ 7,207	100.0%			

The global financial markets and credit market conditions experienced a period of extreme volatility and disruption that began in the second half of 2007 and substantially increased throughout 2008 that led to a decrease in the overall liquidity and availability of capital in the mortgage loan market, and in particular a decrease in activity by securitization lenders. These conditions and the overall economic downturn put pressure on the fundamentals of mortgage loans through rising vacancies, falling rents and falling property values.

See Note 5 for information regarding our loan-to-value and debt-service coverage ratios and our allowance for loan losses.

As of December 31, 2013 and 2012, there were 3 and 10 impaired mortgage loans on real estate, respectively, or less than 1% of the total dollar amount of mortgage loans on real estate. The carrying value on the mortgage loans on real estate that were two or more payments delinquent as of December 31, 2013 and 2012, was \$8 million and \$20 million, respectively, or less than 1% of total mortgage loans on real estate. The total principal and interest past due on the mortgage loans on real estate that were two or more payments delinquent as of December 31, 2013 and 2012, was \$5 million and \$7 million, respectively. See Note 1 for more information regarding our accounting policy relating to the impairment of mortgage loans on real estate.

## Alternative Investments

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Annuities	\$ 16	\$ 25	\$ 10	-36%	150%
Retirement Plan Services	8	13	6	-38%	117%
Life Insurance	54	78	71	-31%	10%
Group Protection	7	7	3	0%	133%
Other Operations	1	2	-	-50%	NM
Total (1)	\$ 86	\$ 125	\$ 90	-31%	39%

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

As of December 31, 2013 and 2012, alternative investments included investments in 121 and 98 different partnerships, respectively, and the portfolio represented approximately 1% of our overall invested assets. The partnerships do not represent off-balance sheet financing and generally involve several third-party partners. Some of our partnerships contain capital calls, which require us to contribute capital upon notification by the general partner. These capital calls are contemplated during the initial investment decision and are planned for well in advance of the call date. The capital calls are not material in size and are not material to our liquidity. Alternative investments are accounted for using the equity method of accounting and are included in other investments on our Consolidated Balance Sheets.

## Non-Income Producing Investments

As of December 31, 2013 and 2012, the carrying amount of fixed maturity securities, mortgage loans on real estate and real estate that were non-income producing was \$9 million and \$14 million, respectively.

## Net Investment Income

Details underlying net investment income (in millions) and our investment yield were as follows:

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fixed maturity AFS securities	\$ 3,976	\$ 3,910	\$ 3,842	2%	2%
Equity AFS securities	6	6	5	0%	20%
Trading securities	137	147	154	-7%	-5%
Mortgage loans on real estate	388	397	408	-2%	-3%
Real estate	13	16	22	-19%	-27%
Standby real estate equity commitments	-	-	1	NM	-100%
Policy loans	155	163	165	-5%	-1%
Invested cash	3	4	4	-25%	0%
Commercial mortgage loan prepayment and bond make-whole premiums (1)	117	48	82	144%	-41%
Alternative investments (2)	86	125	90	-31%	39%
Consent fees	4	4	3	0%	33%
Other investments	(9)	(19)	(13)	53%	-46%
Investment income	4,876	4,801	4,763	2%	1%
Investment expense	(122)	(103)	(111)	-18%	7%
Net investment income	\$ 4,754	\$ 4,698	\$ 4,652	1%	1%

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

(2) See "Alternative Investments" above for additional information.

	For the Years Ended			Basis Point	
	December 31,			Change	
	2013	2012	2011	2013	2012
<b>Interest Rate Yield</b>					
Fixed maturity securities, mortgage loans on real estate and other, net of investment expenses	5.10%	5.30%	5.49%	(20)	(19)
Commercial mortgage loan prepayment and bond make-whole premiums	0.13%	0.06%	0.10%	7	(4)
Alternative investments	0.10%	0.15%	0.11%	(5)	4
Net investment income yield on invested assets	5.33%	5.51%	5.70%	(18)	(19)

	For the Years Ended December			Change Over	
	31,			Prior Year	
	2013	2012	2011	2013	2012
Average invested assets at amortized cost	\$ 89,251	\$ 85,285	\$ 81,641	5%	4%

We earn investment income on our general account assets supporting fixed annuity, term life, whole life, UL, interest-sensitive whole life and fixed portion of retirement plan and VUL products. The profitability of our fixed annuity and life insurance products is affected by our ability to achieve target spreads, or margins, between the interest income earned on the general account assets and the interest credited to the contract holder on our average fixed account values, including the fixed portion of variable. Net investment income and the interest rate yield table each include commercial mortgage loan prepayments and bond make-whole premiums, alternative investments and contingent interest and standby real estate equity commitments. These items can vary significantly from period to period due to a number of factors and, therefore, can provide results that are not indicative of the underlying trends.

#### Commercial Mortgage Loan Prepayment and Bond Make-Whole Premiums

Prepayment and make-whole premiums are collected when borrowers elect to call or prepay their debt prior to the stated maturity. A prepayment or make-whole premium allows investors to attain the same yield as if the borrower made all scheduled interest payments until maturity. These premiums are designed to make investors indifferent to prepayment.



The increase in prepayment and make-whole premiums when comparing 2013 to 2012 was attributable primarily to increased refinancing activity.

#### Realized Gain (Loss) Related to Certain Investments

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Fixed maturity AFS securities:					
Gross gains	\$ 21	\$ 16	\$ 86	31%	-81%
Gross losses	(94)	(202)	(227)	53%	11%
Equity AFS securities:					
Gross gains	8	1	12	NM	-92%
Gross losses	(2)	(9)	-	78%	NM
Gain (loss) on other investments	(3)	2	(9)	NM	122%
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(28)	2	(10)	NM	120%
Total realized gain (loss) related to certain investments, pre-tax	\$ (98)	\$ (190)	\$ (148)	48%	-28%

Amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds reflect an assumption for an expected level of credit-related investment losses. When actual credit-related investment losses are realized, we recognize a true-up to our DAC, VOBA, DSI and DFEL amortization and changes in other contract holder funds within realized losses reflecting the incremental effect of actual versus expected credit-related investment losses. These actual to expected amortization adjustments could create volatility in net realized gains and losses. The write-down for impairments includes both credit-related and interest rate-related impairments.

Realized gains and losses generally originate from asset sales to reposition the portfolio or to respond to product experience. During 2013 and 2012, we sold securities for gains and losses. In the process of evaluating whether a security with an unrealized loss reflects declines that are other-than-temporary, we consider our ability and intent to sell the security prior to a recovery of value. However, subsequent decisions on securities sales are made within the context of overall risk monitoring, assessing value relative to other comparable securities and overall portfolio maintenance. Although our portfolio managers may, at a given point in time, believe that the



preferred course of action is to hold securities with unrealized losses that are considered temporary until such losses are recovered, the dynamic nature of portfolio management may result in a subsequent decision to sell. These subsequent decisions are consistent with the classification of our investment portfolio as AFS. We expect to continue to manage all non-trading invested assets within our portfolios in a manner that is consistent with the AFS classification.

We consider economic factors and circumstances within countries and industries where recent write-downs have occurred in our assessment of the status of securities we own of similarly situated issuers. While it is possible for realized or unrealized losses on a particular investment to affect other investments, our risk management has been designed to identify correlation risks and other risks inherent in managing an investment portfolio. Once identified, strategies and procedures are developed to effectively monitor and manage these risks. The areas of risk correlation that we pay particular attention to are risks that may be correlated within specific financial and business markets, risks within specific industries and risks associated with related parties.

When the detailed analysis by our external asset managers and investment portfolio managers leads us to the conclusion that a security's decline in fair value is other-than-temporary, the security is written down to estimated recovery value. In instances where declines are considered temporary, the security will continue to be carefully monitored. See "Critical Accounting Policies and Estimates – Investments – Write-downs for OTTI and Allowance for Losses" for additional information on our portfolio management strategy.

Details underlying write-downs taken as a result of OTTI (in millions) were as follows:

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
OTTI Recognized in Net Income (Loss)					
Fixed maturity securities:					
Corporate bonds	\$ (35)	\$ (65)	\$ (14)	46%	NM
RMBS	(31)	(53)	(79)	42%	33%
CMBS	(15)	(55)	(57)	73%	4%
CRE CDOs	(1)	(2)	(1)	50%	-100%
Hybrid and redeemable preferred securities	-	-	(2)	NM	100%
Total fixed maturity securities	(82)	(175)	(153)	53%	-14%
Equity securities	(1)	(8)	-	88%	NM
Gross OTTI recognized in net income (loss)	(83)	(183)	(153)		
Associated amortization of DAC, VOBA, DSI and DFEL	13	30	29	-57%	3%
Net OTTI recognized in net income (loss), pre-tax	\$ (70)	\$ (153)	\$ (124)	54%	-23%

## Portion of OTTI Recognized in OCI

Gross OTTI recognized in OCI	\$ 11	\$ 121	\$ 58	-91%	109%
Change in DAC, VOBA, DSI and DFEL	(1)	(15)	(13)	93%	-15%
Net portion of OTTI recognized in OCI, pre-tax	\$ 10	\$ 106	\$ 45	-91%	136%

The decrease in write-downs for OTTI when comparing 2013 to 2012 was primarily attributable to declines in write-downs on structured holdings. The improvements of the write-downs for OTTI on our RMBS and CMBS holdings were primarily attributable to a continued recovery in both residential and commercial real estate markets in 2013.

The \$94 million of impairments taken during 2013 were split between \$83 million of credit-related impairments and \$11 million of noncredit-related impairments. The credit-related impairments were largely attributable to our RMBS and CMBS holdings primarily as a result of weakness within select residential and commercial real estate securities. The noncredit-related impairments were due to declines in values of securities for which we do not have an intent to sell or it is not more likely than not that we will be required to sell the securities before recovery.

## REINSURANCE

Our insurance companies cede insurance to other companies. The portion of our life insurance and annuity risks exceeding each of our insurance companies' retention limit is reinsured with other insurers. We seek reinsurance coverage to limit our exposure to mortality losses and to enhance our capital management. We acquire other reinsurance as applicable with retentions and limits that management believes are appropriate for the circumstances. The consolidated financial statements included in "Item 8. Financial Statements and Supplementary Data" reflect insurance premiums, insurance fees, benefits and DAC, net of insurance ceded. Our insurance companies remain liable if their reinsurers are unable to meet contractual obligations under applicable reinsurance agreements. We utilize inter-company reinsurance agreements to manage our statutory capital position as well as our hedge program for variable annuity guarantees. These inter-company agreements do not have an effect on our consolidated financial statements.

Our amounts recoverable from reinsurers represent receivables from and reserves ceded to reinsurers. The amounts recoverable from reinsurers were \$6.0 billion and \$6.4 billion as of December 31, 2013 and 2012, respectively. We focus on obtaining reinsurance from a

diverse group of reinsurers. We regularly evaluate the financial condition of our reinsurers and monitor concentration risk with our largest reinsurers at least annually. We have established standards and criteria for our use and selection of reinsurers. In order for a new reinsurer to participate in our current program, we require the reinsurer to have an A.M. Best rating of A+ or greater or a S&P rating of AA- or better. If the reinsurer does not have these ratings, we generally require them to post collateral as described below; however, we may initially waive the collateral requirements based on the facts and circumstances. In addition, we may require collateral from a reinsurer to mitigate credit/collectibility risk. Typically, in such cases, the reinsurer must either maintain minimum specified ratings and risk-based capital ratios or establish the specified quality and quantity of collateral. Similarly, we have also required collateral in connection with books of business sold pursuant to indemnity reinsurance agreements.

Reinsurers that are not licensed, accredited or authorized in the state of domicile of the reinsured (“ceding company”), i.e., unauthorized reinsurers, are required to post statutorily prescribed forms of collateral for the ceding company to receive reinsurance credit. The three primary forms of collateral are: (i) qualifying assets held in a reserve credit trust; (ii) irrevocable, unconditional, evergreen letters of credit issued by a qualified U.S. financial institution; and (iii) assets held by the ceding company in a segregated funds withheld account. Collateral must be maintained in accordance with the rules of the ceding company’s state of domicile and must be readily accessible by the ceding company to cover claims under the reinsurance agreement. Accordingly, our insurance subsidiaries require unauthorized reinsurers to post acceptable forms of collateral to support their reinsurance obligations to us.

As of December 31, 2013, approximately 68%, or \$4.1 billion, of our total reinsurance recoverable was secured by collateral for our benefit. Of this amount, \$3.2 billion was held by reinsurers for our benefit in reserve credit trusts (such reserve credit trusts are held by non-affiliated reinsurers; therefore, they are not reflected on our Consolidated Balance Sheets), \$867 million was reflected as funds withheld reinsurance liabilities on our Consolidated Balance Sheets, and \$59 million was secured by letters of credit for which we are the beneficiary, an off-balance sheet arrangement.

Swiss Re represents our largest reinsurance exposure. In 2001, we sold our reinsurance business to Swiss Re primarily through indemnity reinsurance arrangements. Because we are not relieved of our liability to the ceding companies for this business, the liabilities and obligations associated with the reinsured policies remain on our Consolidated Balance Sheets with a corresponding reinsurance receivable from Swiss Re, which totaled \$2.6 billion and \$2.8 billion as of December 31, 2013 and 2012, respectively. Swiss Re has funded a trust with a balance of \$2.2 billion as of December 31, 2013, to support this business. In addition to various remedies that we would have in the event of a default by Swiss Re, we continue to hold assets in support of certain of the transferred reserves. These assets consist of those reported as trading securities and certain mortgage loans. Our liability for funds withheld mentioned above related to the business sold to Swiss Re. In addition, our liability for embedded derivatives as of December 31, 2013, included \$92 million that is associated with the business sold to Swiss Re.

Portions of our deferred annuity business have been reinsured on a modified coinsurance basis with other companies to limit our exposure to interest rate risks. As of December 31, 2013, the reserves associated with these reinsurance arrangements totaled \$742 million.

We monitor all of our existing reinsurers' financial strength ratings on a monthly basis. We also monitor our reinsurers' financial health, trends and commitment to the reinsurance business, statutory surplus, risk-based capital levels, statutory earnings and fluctuations, current claims payment aging and our reinsurers' own reinsurers. In addition, we present at least annually information regarding our reinsurance exposures to the Finance Committee of our Board of Directors. For more discussion of our counterparty risk with our reinsurers, see "Part I – Item 1A. Risk Factors – Operational Matters – We face risks of non-collectibility of reinsurance and increased reinsurance rates, which could materially affect our results of operations."

See Note 9 for further information regarding reinsurance transactions.

For factors that could cause actual results to differ materially from those set forth in this section, see "Part I – Item 1A. Risk Factors" and "Forward-Looking Statements – Cautionary Language" above.

## REVIEW OF CONSOLIDATED FINANCIAL CONDITION

### Liquidity and Capital Resources

#### Sources of Liquidity and Cash Flow

Liquidity refers to the ability of an enterprise to generate adequate amounts of cash from its normal operations to meet cash requirements with a prudent margin of safety. Our principal sources of cash flow from operating activities are insurance premiums and fees and investment income, while sources of cash flows from investing activities result from maturities and sales of invested assets. Our operating activities provided cash of \$799 million, \$1.3 billion and \$1.3 billion in 2013, 2012 and 2011, respectively. When considering our liquidity and cash flow, it is important to distinguish between the needs of our insurance subsidiaries and the needs of the holding company, LNC. As a holding company with no operations of its own, LNC derives its cash primarily from its operating subsidiaries.

The sources of liquidity of the holding company are principally comprised of dividends and interest payments from subsidiaries, augmented by holding company short-term investments, bank lines of credit and the ongoing availability of long-term public financing under an SEC-filed shelf registration statement. These sources of liquidity and cash flow support the general corporate needs of the holding company, including its common stock dividends, interest and

debt service, funding of callable securities, securities repurchases,

86

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acquisitions and investment in core businesses. Our cash flows associated with collateral received from and posted with counterparties change as the market value of the underlying derivative contract changes. As the value of a derivative asset declines (or increases), the collateral required to be posted by our counterparties would also decline (or increase). Likewise, when the value of a derivative liability declines (or increases), the collateral we are required to post to our counterparties would also decline (or increase). During 2013, our payables for collateral on derivative investments decreased by \$1.9 billion as rising interest rates and equity markets and less volatility lowered the fair values of the associated derivative investments. For additional information, see “Credit Risk” in Note 6.

Details underlying the primary sources of our holding company cash flows (in millions) were as follows:

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
<b>Dividends from Subsidiaries</b>					
LNL	\$ 640	\$ 605	\$ 836	6%	-28%
First Penn-Pacific	85	30	18	183%	67%
Newton County Loan and Savings, FSB	-	-	21	NM	-100%
<b>Loan Repayments and Interest from Subsidiaries</b>					
Interest on inter-company notes	127	147	105	-14%	40%
	\$ 852	\$ 782	\$ 980	9%	-20%
<b>Other Cash Flow and Liquidity Items</b>					
Increase (decrease) in commercial paper, net	\$ -	\$ -	\$ (100)	NM	100%
Net capital received from (paid for taxes on) stock option exercises and restricted stock	32	(5)	(1)	NM	NM
	\$ 32	\$ (5)	\$ (101)	NM	95%

The table above focuses on significant and recurring cash flow items and excludes the effects of certain financing activities, namely the periodic issuance and retirement of debt and cash flows related to our inter-company cash management program (discussed below). Taxes have been eliminated from the analysis due to a tax sharing agreement among our primary subsidiaries resulting in a modest effect on net cash flows at the holding company. Also excluded from this analysis is the modest amount of investment income on short-term investments of the holding company. See “Part IV – Item 15(a)(2) Financial Statement Schedules – Schedule II – Condensed Financial Information of Registrant” for the parent company cash flow statement.

Dividends from Subsidiaries



Our insurance subsidiaries are subject to certain insurance department regulatory restrictions as to the transfer of funds and payment of dividends to the holding company. Under Indiana laws and regulations, our Indiana insurance subsidiaries, including our primary insurance subsidiary, LNL, may pay dividends to LNC without prior approval of the Indiana Insurance Commissioner (the “Commissioner”) only from unassigned surplus or must receive prior approval of the Commissioner to pay a dividend if such dividend, along with all other dividends paid within the preceding 12 consecutive months, would exceed the statutory limitation. The current statutory limitation is the greater of 10% of the insurer’s contract holders’ surplus, as shown on its last annual statement on file with the Commissioner or the insurer’s statutory net gain from operations for the previous 12 months, but in no event to exceed statutory unassigned surplus. Indiana law gives the Commissioner broad discretion to disapprove requests for dividends in excess of these limits. LNL’s subsidiary, LLANY, a New York-domiciled insurance company, has similar restrictions, except that in New York it is the lesser of 10% of surplus to contract holders as of the immediately preceding calendar year or net gain from operations for the immediately preceding calendar year, not including realized capital gains.

We expect our domestic insurance subsidiaries could pay dividends of approximately \$750 million in 2014 without prior approval from the respective state commissioners. The amount of surplus that our insurance subsidiaries could pay as dividends is constrained by the amount of surplus we hold to maintain our ratings, to provide an additional layer of margin for risk protection and for future investment in our businesses.

We maintain an investment portfolio of various holdings, types and maturities. These investments are subject to general credit, liquidity, market and interest rate risks. An extended disruption in the credit and capital markets could adversely affect LNC and its subsidiaries’ ability to access sources of liquidity, and there can be no assurance that additional financing will be available to us on favorable terms, or at all, in the current market environment. In addition, further OTTI could reduce our statutory surplus, leading to lower RBC ratios and potentially reducing future dividend capacity from our insurance subsidiaries.

#### Subsidiaries’ Statutory Reserving and Surplus

The RBC ratio is an important factor in the determination of the credit and financial strength ratings of LNC and its subsidiaries, as a reduction in our insurance subsidiaries’ surplus may affect their RBC ratios and dividend-paying capacity. For a discussion of RBC ratios, see “Part I – Item 1. Business – Regulatory – Insurance Regulation – Risk-Based Capital.”

Like other life insurers, we utilize inter-company reinsurance arrangements with our captives primarily to increase profitability and manage risk and statutory capital. Captive reinsurers are typically special purpose entities that either by statute or by restriction in their licensing orders are limited to reinsuring business from insurance affiliates. Specifically, captives help us mitigate the capital impact of XXX and AG38 reserving guidelines. XXX and AG38 require insurers to use reserving assumptions that result in statutory reserves for term life insurance policies with long-term premium guarantees and UL policies with secondary guarantees greater than what we expect to adequately support these policies. The captive reinsurance structures we use provide a mechanism for the financing of a portion of the excess reserve amounts in a more efficient manner. This, in turn, frees up capital that the insurance subsidiaries can use for any number of purposes, including for paying dividends to the holding company. Once transferred to the holding company, it can deploy this capital for a variety of corporate purposes, including potentially for stock repurchases.

Currently, insurance companies are using a wide variety of captive reinsurance structures to support their respective businesses. The NAIC through its various committees, task forces, and working groups has been studying the use of captives and special purpose vehicles to transfer insurance risk and has been evaluating the adequacy of existing NAIC model laws and regulations applicable to captives. Although the NAIC has not completed its study, we believe that, ultimately, it will allow the continued use of captive structures, although certain types of captive structures may be limited or prohibited or the benefits of certain captive structures reduced. We also believe that existing captive structures, which have been approved by the insurance departments of both the ceding company's and captive's states of domicile, will not be affected materially by the NAIC's final actions.

It is not clear, however, to what extent the NAIC and the state regulators will require changes to future captive reinsurance structures. If we are unable to continue to implement such captive insurance structures, or if changes make the use of future structures less capital efficient, we may have lower returns on such products sold than we currently anticipate and/or raise prices or reduce our sales of these products. As a result, our insurance subsidiaries may have lower capacity to provide dividends to the holding company.

Statutory reserves established for variable annuity contracts and riders are sensitive to changes in the equity markets and are affected by the level of account values relative to the level of any guarantees, product design and reinsurance arrangements. As a result, the relationship between reserve changes and equity market performance is non-linear during any given reporting period. Market conditions greatly influence the ultimate capital required due to its effect on the valuation of reserves and derivative assets hedging these reserves.

Changes in equity markets may also affect the capital position of our insurance subsidiaries. We may decide to reallocate available capital among our insurance subsidiaries, including our captive reinsurers, which would result in different RBC ratios for our insurance subsidiaries. In addition, changes in the equity markets can affect the value of our variable annuity separate accounts. When the market value of our separate account assets increases, the statutory surplus within our insurance subsidiaries also increases. Contrarily, when the market value of our separate account assets decreases, the statutory surplus within our insurance subsidiaries may also decrease, which may affect RBC ratios, and in the case of our separate account assets becoming less than the related product liabilities, we must allocate additional capital to fund the difference.

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

For more discussion of our strategies to lessen the burden of increased AG38 and XXX statutory reserves associated with UL products containing secondary guarantees and term products containing long-term premium guarantees on our insurance subsidiaries, see “Results of Life Insurance – Income (Loss) from Operations – Strategies to Address Statutory Reserve Strain.”

#### Financing Activities

Although our subsidiaries currently generate adequate cash flow to meet the needs of our normal operations, periodically we may issue debt or equity securities to maintain ratings and increase liquidity, as well as to fund internal growth, acquisitions and the retirement of our debt and equity securities.

We currently have an effective shelf registration statement, which allows us to issue, in unlimited amounts, securities, including debt securities, preferred stock, common stock, warrants, stock purchase contracts, stock purchase units, depository shares and trust preferred securities of our affiliated trusts.

Details underlying debt and financing activities (in millions) for the year ended December 31, 2013, were as follows:

	Beginning		Maturities, Repayments and Refinancing	Change in Fair Value Hedges	Other Changes (1)	Ending Balance
	Balance	Issuance				
<b>Short-Term Debt</b>						
Current maturities of long-term debt (2)	\$ 200	\$ -	\$ (200)	\$ -	\$ 501	\$ 501
<b>Long-Term Debt</b>						
Senior notes	\$ 3,978	\$ 350	\$ -	\$ (209)	\$ (510)	\$ 3,609
Bank borrowing (3)	-	-	250	-	-	250
Federal Home Loan Bank of Indianapolis advance	250	-	-	-	-	250
Capital securities	1,211	-	-	-	-	1,211
Total long-term debt	\$ 5,439	\$ 350	\$ 250	\$ (209)	\$ (510)	\$ 5,320

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

(2) As of December 31, 2013, consisted of a \$300 million 4.75% fixed-rate senior note that matured on January 30, 2014, and a \$200 million 4.75% fixed-rate senior note that matured on February 15, 2014.

(3) On June 6, 2013, we refinanced a \$200 million floating-rate loan that was scheduled to mature on July 18, 2013, into a \$250 million floating-rate loan maturing on June 6, 2018.

On August 16, 2013, we completed the issuance and sale of \$350 million aggregate principal amount of our 4.00% senior notes due 2023. We repaid the maturities mentioned above with these proceeds and cash on hand. Within the next two years, we have a \$250 million 4.30% fixed-rate senior note maturing on June 15, 2015. The specific resources or combination of resources that we will use to meet this maturity will depend upon, among other things, the financial market conditions present at the time of maturity. For more information about our debt issuances, maturities and redemptions, see Note 12. As of December 31, 2013, the holding company had available liquidity of \$1.2 billion. Available liquidity consists of cash and invested cash, excluding cash held as collateral, and certain short-term investments that can be readily converted into cash, net of commercial paper outstanding.

We have not accounted for repurchase agreements, securities lending transactions, or other transactions involving the transfer of financial assets with an obligation to repurchase the transferred assets as sales and do not have any other transactions involving the transfer of financial assets with an obligation to repurchase the transferred assets. For information about our collateralized financing transactions on our investments, see "Payables for Collateral on Investments" in Note 5.

For information about our credit facilities and LOCs, see Note 12.

If current credit ratings and claims-paying ratings were downgraded in the future, terms in our derivative agreements may be triggered, which could negatively affect overall liquidity. For the majority of our counterparties, there is a termination event should the long-term senior debt ratings of LNC drop below BBB-/Baa3 (S&P/Moody's). Our long-term senior debt held a rating of A-/Baa1 (S&P/Moody's) as of December 31, 2013. In addition, contractual selling agreements with intermediaries could be negatively affected, which could have an adverse effect on overall sales of annuities, life insurance and investment products. See "Part I – Item 1A. Risk Factors – Liquidity and Capital Position – A decrease in the capital and surplus of our insurance subsidiaries may result in a downgrade to our credit and insurer financial strength ratings" and "Part I – Item 1A. Risk Factors – Covenants and Ratings – A downgrade in our financial strength or credit ratings could limit our ability to market products, increase the number or value of policies being surrendered and/or hurt our relationships with creditors" for more information. See "Part I – Item 1. Business – Financial Strength Ratings" for additional information on our current financial strength ratings.

Our indicative credit ratings published by the primary rating agencies are set forth below. Securities are rated at the time of issuance so actual ratings may differ from the indicative ratings. There may be other rating agencies that also provide credit ratings, which we do not disclose in our reports.

The long-term credit rating scales of A.M. Best, Fitch, Moody's and S&P are characterized as follows:

- A.M. Best – aaa to d
- Fitch – AAA to D
- Moody's – Aaa to C
- S&P – AAA to D

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As of February 21, 2014, our indicative long-term credit ratings as published by the principal rating agencies that rate our long-term credit were as follows:

A.M. Best	Fitch	Moody's	S&P
a-	BBB+	Baa1	A-
(7th of 22)	(8th of 21)	(8th of 21)	(7th of 22)

The short-term credit rating scales of A.M. Best, Fitch, Moody's and S&P are characterized as follows:

- A.M. Best – AMB-1+ to d
- Fitch – F1+ to D
- Moody's – P-1 to NP
- S&P – A-1 to D

As of February 21, 2014, our indicative short-term credit ratings as published by the principal rating agencies that rate our short-term credit were as follows:

A.M. Best	Fitch	Moody's	S&P
AMB-1	F2	P-2	A-2
(2nd of 6)	(3rd of 8)	(2nd of 4)	(2nd of 9)

A downgrade of our debt ratings could affect our ability to raise additional debt with terms and conditions similar to our current debt, and accordingly, likely increase our cost of capital. In addition, a downgrade of these ratings could make it more difficult to raise capital to refinance any maturing debt obligations, to support business growth at our insurance subsidiaries and to maintain or improve the current financial strength ratings of our principal insurance subsidiaries described in "Part I – Item 1. Business – Financial Strength Ratings."

All ratings are on outlook stable. All of our ratings are subject to revision or withdrawal at any time by the rating agencies, and therefore, no assurance can be given that we can maintain these ratings. Each rating should be evaluated independently of any other rating.

Management monitors the covenants associated with LNC's capital securities. If we fail to meet capital adequacy or net income and stockholders' equity levels (also referred to as "trigger events"), terms in the agreements may be triggered, which would require us to make interest payments in accordance with an alternative coupon satisfaction mechanism ("ACSM"). This would require us to use commercially reasonable efforts to pay interest in full on the capital securities with the net proceeds from sales of our common stock and warrants to purchase our common stock with an exercise price greater than the market price. We would have to utilize the ACSM until the trigger events

above no longer existed. If we were required to utilize the ACSM and were successful in selling sufficient shares of common stock or warrants to satisfy the interest payment, we would dilute the current holders of our common stock. Furthermore, while a trigger event is occurring and if we do not pay accrued interest in full, we may not, among other things, pay dividends on or repurchase our capital stock. We have not triggered either the net income test or the overall stockholders' equity test looking forward to the quarters ending March 31, 2014, and June 30, 2014.

For more information, see "Part I – Item 1A. Risk Factors – Covenants and Ratings – We will be required to pay interest on our capital securities with proceeds from the issuance of qualifying securities if we fail to achieve capital adequacy or net income and stockholders' equity levels."

#### Alternative Sources of Liquidity

In order to manage our capital more efficiently, we have an inter-company cash management program where certain subsidiaries can lend to or borrow from the holding company to meet short-term borrowing needs. The cash management program is essentially a series of demand loans between LNC and participating affiliates that reduce overall borrowing costs by allowing LNC and its subsidiaries to access internal resources instead of incurring third-party transaction costs. As of December 31, 2013, the holding company had a net outstanding payable of \$50 million to certain subsidiaries resulting from loans made by the subsidiaries in excess of funds borrowed by those subsidiaries in the inter-company cash management account. Any change in holding company cash management program balances is offset by the immediate and equal change in holding company cash and invested cash. Loans under the cash management program are permitted under applicable insurance laws subject to certain restrictions. For our Indiana-domiciled insurance subsidiaries, the borrowing and lending limit is currently 3% of the insurance company's admitted assets as of its most recent year end. For our New York-domiciled insurance subsidiary, it may borrow from LNC less than 2% of its admitted assets as of the last year end but may not lend any amounts to LNC.

Our insurance subsidiaries, by virtue of their general account fixed-income investment holdings, can access liquidity through securities lending programs and repurchase agreements. As of December 31, 2013, our insurance subsidiaries had investments with a carrying value of \$2.6 billion out on loan or subject to reverse repurchase agreements. The cash received in our securities lending programs and repurchase agreements is typically invested in cash equivalents, short-term investments or fixed maturity securities. For additional details, see "Payables for Collateral on Investments" in Note 5.

For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

## Divestitures

For a discussion of our divestitures, see Note 3.

## Uses of Capital

Our principal uses of cash are to pay policy claims and benefits, operating expenses, commissions and taxes, to purchase new investments, to purchase reinsurance, to fund policy surrenders and withdrawals, to pay dividends to our stockholders and to repurchase our stock and debt securities.

## Return of Capital to Common Stockholders

One of the Company’s primary goals is to provide a return to our common stockholders through share price accretion, dividends and stock repurchases. In determining dividends, the Board of Directors takes into consideration items such as current and expected earnings, capital needs, rating agency considerations and requirements for financial flexibility. The amount and timing of share repurchase depends on key capital ratios, rating agency expectations, the generation of free cash flow and an evaluation of the costs and benefits associated with alternative uses of capital. Free cash flow for the holding company generally represents the amount of dividends and interest received from subsidiaries less interest paid on debt.

Details underlying this activity (in millions, except per share data), were as follows:

	For the Years Ended December			Change Over	
	31, 2013	2012	2011	2013	2012
Common dividends to stockholders	\$ 128	\$ 90	\$ 62	42%	45%
Repurchase of common stock	450	492	575	-9%	-14%
Total cash returned to stockholders	\$ 578	\$ 582	\$ 637	-1%	-9%



Number of shares repurchased	11.981	20.467	24.661	-40%	-20%
Average price per share	\$ 37.58	\$ 24.07	\$ 23.33	58%	4%

On November 14, 2013, our Board of Directors approved an increase of the quarterly dividend on our common stock from \$0.12 to \$0.16 per share. Additionally, we expect to repurchase additional shares of common stock during 2014 depending on market conditions and alternative uses of capital. For more information regarding share repurchases, see “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities – (c) Issuer Purchases of Equity Securities” above.

#### Other Uses of Capital

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

	For the Years Ended			Change Over	
	December 31,			Prior Year	
	2013	2012	2011	2013	2012
Debt service (interest paid)	\$ 275	\$ 287	\$ 303	-4%	-5%
Capital contribution to subsidiaries	75	-	17	NM	-100%
	\$ 350	\$ 287	\$ 320	22%	-10%

The above table focuses on significant and recurring cash flow items and excludes the effects of certain financing activities, namely the periodic retirement of debt and cash flows related to our inter-company cash management account. Taxes have been eliminated from the analysis due to a tax sharing agreement among our primary subsidiaries resulting in a modest effect on net cash flows at the holding company.

## Contractual Obligations

Details underlying our future estimated cash payments for our contractual obligations (in millions) as of December 31, 2013, were as follows:

	Less Than 1 Year	1 - 3 Years	3 - 5 Years	More Than 5 Years	Total
Future contract benefits and other contract holder obligations (1)	\$ 16,434	\$ 30,006	\$ 25,606	\$ 88,113	\$ 160,159
Short-term debt (2)	500	-	-	-	500
Long-term debt (2)	-	250	700	4,323	5,273
Reserve financing and LOC expenses (3)	62	128	128	570	888
Payables for collateral on investments (4)	2,416	-	250	-	2,666
Operating leases	42	71	49	32	194
Football stadium naming rights (5)	7	14	15	32	68
Retirement and other plans (6)	97	196	194	481	968
Total	\$ 19,558	\$ 30,665	\$ 26,942	\$ 93,551	\$ 170,716

- (1) Estimates are based on financial projections of over 40 years. New business issued, changes to or variance from actuarial assumptions and economic conditions will cause these amounts to change over time, possibly materially. See Note 1 for details of what these liabilities include and represent.
- (2) Represents principal amounts of debt only. See Note 12 for additional information.
- (3) Estimates are based on the level of capacity we expect to utilize during the life of the LOCs and other reserve financing arrangements. See Note 12 for additional information.
- (4) Excludes collateral payable held for derivative investments. See Note 5 for additional information.
- (5) Includes a maximum annual increase related to the Consumer Price Index. See Note 13 for additional information.
- (6) Includes anticipated funding for benefit payments for our retirement and postretirement plans through 2023 and known payments under deferred compensation arrangements. See Note 17 for additional information.

In addition to the contractual commitments outlined in the table above, we periodically fund the employees' defined benefit plans, discussed in "Defined Benefit Contributions" below.

Due to the uncertainty with respect to the timing of future cash flows associated with our unrecognized tax benefits as of December 31, 2013, we are unable to make reasonably reliable estimates of the period of cash settlement with the respective taxing authority. Therefore, \$106 million of unrecognized tax benefits and its associated interest have been excluded from the contractual obligations table above. See Note 7 for additional information.

## Contingencies and Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a material effect on our financial condition, results of operations, liquidity or capital resources. Details underlying our contingent commitments and off-balance sheet arrangements (in millions) as of December 31, 2013, were as follows:

	Amount of Commitment Expiring per Period				Total Amount Committed
	Less Than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years	
Bank lines of credit	\$ -	\$ -	\$ 2,500	\$ 2,791	\$ 5,291
Investment commitments	554	76	199	39	868
Media commitments (1)	20	16	-	-	36
Total	\$ 574	\$ 92	\$ 2,699	\$ 2,830	\$ 6,195

(1) Consists primarily of employment contracts, sports rights fees and rating service contracts.

## Defined Benefit Contributions

We contributed \$6 million, \$32 million and \$36 million in 2013, 2012 and 2011, respectively, to U.S. pension plans; \$6 million, \$7 million and \$1 million in 2013, 2012 and 2011, respectively, to our U.K. pension plan; and \$13 million, \$15 million and \$15 million in 2013, 2012 and 2011, respectively, to our postretirement plans that provide medical, dental and life insurance benefits. Our U.S. defined benefit

pension plans were frozen as of December 31, 2007, or earlier; and our non-U.S. defined benefit pension plan was frozen as of September 30, 2009. For our frozen plans, there are no new participants and no future accruals of benefits from the date of the freeze.

Based on our calculations, we expect to be required to make a \$6 million contribution related to administrative expenses to our qualified pension plans in 2014 under applicable pension law. In addition, we analyze and review opportunities to make contributions in excess of those required under applicable pension law. Such excess contributions will be made from time to time if, based on our analysis, we believe that the excess contributions serve the best interests of both the Company and of plan participants.

We expect to fund \$10 million to our nonqualified U.S. defined benefit plans and \$9 million to our postretirement benefit plans during 2014. These amounts include anticipated benefit payments for nonqualified plans.

The majority of contributions and benefit payments are made by our insurance subsidiaries with little effect on holding company cash flow. See Note 17 for additional information.

#### Significant Trends in Sources and Uses of Cash Flow

As stated above, LNC's cash flow, as a holding company, is largely dependent upon the dividend capacity of its insurance company subsidiaries as well as their ability to advance funds to it through inter-company borrowing arrangements, which may be affected by factors influencing the insurance subsidiaries' RBC and statutory earnings performance. We currently expect to be able to meet the holding company's ongoing cash needs and to have sufficient capital to offer downside protection in the event that the capital and credit markets experience another period of extreme volatility and disruption. A decline in capital market conditions, which reduces our insurance subsidiaries' statutory surplus and RBC, may require them to retain more capital and may pressure our subsidiaries' dividends to the holding company, which may lead us to take steps to preserve or raise additional capital. For factors that could affect our expectations for liquidity and capital, see "Part I – Item 1A. Risk Factors."

#### OTHER MATTERS

##### Other Factors Affecting Our Business

In general, our businesses are subject to a changing social, economic, legal, legislative and regulatory environment. Some of the changes include initiatives to require more reserves to be carried by our insurance subsidiaries. Although the eventual effect on us of the changing environment in which we operate remains uncertain,

these factors and others could have a material effect on our results of operations, liquidity and capital resources. For factors that could cause actual results to differ materially from those set forth in this section, see “Part I – Item 1A. Risk Factors” and “Forward-Looking Statements – Cautionary Language” above.

#### Recent Accounting Pronouncements

See Note 2 for a discussion of recent accounting pronouncements that have been implemented during the periods presented or that have been issued and are to be implemented in the future.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

We analyze and manage the risks arising from market exposures of financial instruments, as well as other risks, in an integrated asset-liability management process that considers diversification. By aggregating the potential effect of market and other risks on the entire enterprise, we estimate, review and in some cases manage the risk to our earnings and shareholder value. We have exposures to several market risks including interest rate risk, equity market risk, default risk, credit risk and, to a lesser extent, foreign currency exchange risk. The exposures of financial instruments to market risks, and the related risk management processes, are most important to our business where most of the invested assets support accumulation and investment-oriented insurance products. As an important element of our integrated asset-liability management processes, we use derivatives to minimize the effects of changes in interest levels, the shape of the yield curve, currency movements and volatility. In this context, derivatives serve to minimize interest rate risk by mitigating the effect of significant increases in interest rates on our earnings. Additional market exposures exist in our other general account insurance products and in our debt structure and derivatives positions. Our primary sources of market risk are substantial, relatively rapid and sustained increases or decreases in interest rates or a sharp drop in equity market values. These market risks are discussed in detail in the following pages and should be read in conjunction with our consolidated financial statements and the accompanying notes to the consolidated financial statements (“Notes”) presented in “Item 8. Financial Statements and Supplementary Data,” as well as “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” (“MD&A”).

#### Interest Rate Risk

With respect to accumulation and investment-oriented products, we seek to earn a stable and profitable spread, or margin, between investment income we earn on our invested assets and interest credited to account values of our contract holders. If we have adverse experience on investments that cannot be passed on to customers, our spreads are reduced. The combination of a probable range of interest rate changes over the next 12 months, asset-liability management strategies, flexibility in adjusting policy crediting rate levels and protection afforded by policy surrender all work together to mitigate this risk. The interest rate scenarios of concern are those in which there is a substantial, relatively prolonged decrease in interest rates that is sustained over a long period or a rapid increase in interest rates.



## Significant Interest Rate Exposures

The following provides a general measure of our significant interest rate risk; amounts are shown by year of maturity and include amortization of premiums and discounts; interest rate cap agreements notional amounts are shown by amount outstanding (dollars in millions) as of December 31, 2013:

	2014	2015	2016	2017	2018	Thereafter	Total	Estimated Fair Value
Rate Sensitive Assets								
Fixed interest rate securities	\$ 2,811	\$ 2,546	\$ 3,132	\$ 3,588	\$ 4,736	\$ 58,091	\$ 74,904	\$ 79,221
Average interest rate	6.3%	5.4%	5.4%	5.2%	5.3%	5.1%	5.2%	
Variable interest rate securities	\$ 72	\$ 80	\$ 215	\$ 264	\$ 496	\$ 3,309	\$ 4,436	\$ 3,836
Average interest rate	5.2%	6.3%	4.8%	6.1%	2.3%	4.7%	4.5%	
Mortgage loans on real estate	\$ 253	\$ 423	\$ 457	\$ 662	\$ 761	\$ 4,651	\$ 7,207	\$ 7,386
Average interest rate	5.9%	5.9%	6.1%	6.3%	6.1%	5.0%	5.4%	
Rate Sensitive Liabilities								
Investment type								
insurance contracts (1)	\$ 1,675	\$ 1,537	\$ 1,854	\$ 2,285	\$ 2,835	\$ 19,550	\$ 29,736	\$ 31,188
Average interest rate (1)	6.1%	5.3%	5.0%	5.0%	5.1%	4.8%	5.0%	
Debt								
Average interest rate	4.8%	4.3%	0.0%	0.3%	3.9%	6.3%	5.6%	
Rate Sensitive Derivative Financial Instruments								
Interest rate and foreign currency swaps:								
Pay variable/receive fixed	\$ 500	\$ 85	\$ -	\$ 254	\$ -	\$ 10,113	\$ 10,952	\$ (298)
Average pay rate	2.5%	1.0%	0.0%	0.4%	0.0%	0.5%	0.6%	
Average receive rate	4.8%	2.9%	0.0%	3.7%	0.0%	3.4%	3.5%	
Pay fixed/receive variable	\$ 1,003	\$ 214	\$ 418	\$ 690	\$ 529	\$ 3,753	\$ 6,607	\$ 126
Average pay rate	4.1%	4.4%	2.9%	5.2%	2.8%	4.1%	4.0%	
Average receive rate	2.3%	0.3%	0.2%	0.3%	0.2%	1.2%	1.1%	
Interest rate cap agreements:								
Contractual notional	\$ -	\$ -	\$ 8,050	\$ 8,625	\$ 3,250	\$ 8,250	\$ 28,175	\$ 41
Average strike rate (2)	0.0%	0.0%	7.8%	7.0%	6.8%	6.0%	6.9%	
Forward CMT curve (3)	0.0%	0.0%	2.4%	2.9%	2.8%	3.0%	2.8%	
Interest rate futures:								
2-year Treasury notes								
contractual notional	\$ 607	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 607	\$ -
5-year Treasury notes								
contractual notional	18	-	-	-	-	-	18	-
10-year Treasury notes								
contractual notional	584	-	-	-	-	-	584	-
Treasury bonds								

contractual notional	1,971	-	-	-	-	-	1,971	-
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- (1) The information shown is for our fixed maturity securities and mortgage loans on real estate that support these insurance contracts.
- (2) The indexes are the 7-year and 10-year constant maturity swap.
- (3) The Constant Maturity Treasury (“CMT”) curve is the 7-year and 10-year CMT forward curve.



The following provides the principal amounts and estimated fair values of assets, liabilities and derivatives (in millions) having significant interest rate risks as of December 31, 2012:

	Principal Amount	Estimated Fair Value
Fixed interest rate securities	\$ 71,441	\$ 81,348
Variable interest rate securities	4,562	3,948
Mortgage loans on real estate	7,042	7,704
Investment type insurance contracts (1)	31,894	35,196
Debt	5,373	6,028
Interest rate and foreign currency swaps	17,372	739
Interest rate cap agreements	19,925	14
Interest rate futures	2,281	-

(1) The information shown is for our fixed maturity securities and mortgage loans on real estate that support these insurance contracts.

#### Effect of Interest Rate Sensitivity

The following table presents our estimate of the effect on income (loss) from operations by segment (in millions) for the next 12-month period if the level of interest rates were to instantaneously decrease by 1% immediately after December 31, 2013:

	1% Decrease (1)
Annuities (2)	\$ 6
Retirement Plan Services	(5)
Life Insurance	(12)
Group Protection	(2)
Other Operations	(2)
Income (loss) from operations	\$ (15)

(1) Effects are symmetrical for a comparable increase in interest rates and, therefore, move in the equal and opposite direction if the level of interest rates were to instantaneously increase by 1%.

(2) Includes the impact on bond funds in our separate accounts, which move in the opposite direction of interest rates.

For purposes of this estimate, we exclude any effect related to sales, unlocking, persistency, hedge program performance or customer behavior caused by the interest rate change.

#### Interest Rate Risk on Fixed Insurance Businesses – Falling Rates

In periods of declining interest rates, we have to reinvest the cash we receive as interest or return of principal on our investments in lower yielding instruments. Moreover, borrowers may prepay fixed-income securities, commercial mortgages and mortgage-backed securities in our general accounts in order to borrow at lower market rates, which exacerbates this risk. Because we are entitled to reset the interest rates on our fixed-rate annuities only at limited, pre-established intervals, and because many of our contracts have guaranteed minimum interest or crediting rates, our spreads could decrease and potentially become negative.

Prolonged historically low rates are not healthy for our business fundamentals. However, we have recognized this risk and have been proactive in our investment strategies, product designs, crediting rate strategies and overall asset-liability practices to mitigate the risk of unfavorable consequences in this type of environment. For some time now, new products have been sold with low minimum crediting floors, and we apply disciplined asset-liability management standards, such as locking in spreads on these products at the time of issue. See “Part I – Item 1A. Risk Factors – Market Conditions – Changes in interest rates and sustained low interest rates may cause interest rate spreads to decrease and changes in interest rates may also result in increased contract withdrawals” for additional information on interest rates.

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The following provides detail on the percentage differences between the December 31, 2013, interest rates being credited to contract holders based on the fourth quarter of 2013 declared rates and the respective minimum guaranteed policy rate (in millions), broken out by contract holder account values reported within our segments:

	Account Values			Total	% Account Values
	Annuities	Retirement Plan Services	Life Insurance (1)		
Excess of Crediting Rates over Contract Minimums					
Discretionary rate setting products: (2)					
Occurring within the next twelve months: (3)					
No difference	\$ 8,440	\$ 9,919	\$ 31,020	\$ 49,379	71.4%
Up to 0.50%	1,818	457	464	2,739	4.0%
0.51% to 1.00%	946	149	34	1,129	1.6%
1.01% to 1.50%	680	15	-	695	1.0%
1.51% to 2.00%	350	-	332	682	1.0%
2.01% to 2.50%	151	-	-	151	0.2%
2.51% to 3.00%	587	-	-	587	0.8%
3.01% or greater	109	-	-	109	0.2%
Occurring after the next twelve months (4)	6,651	-	-	6,651	9.6%
Total discretionary rate setting products	19,732	10,540	31,850	62,122	89.8%
Other contracts (5)	2,297	4,776	-	7,073	10.2%
Total account values	\$ 22,029	\$ 15,316	\$ 31,850	\$ 69,195	100.0%
Percentage of discretionary rate setting product account values at minimum guaranteed rates	42.8%	94.1%	97.4%	79.5%	

(1) Excludes policy loans.

(2) Contracts currently within new money rate bands are grouped according to the corresponding portfolio rate band in which they will fall upon their first anniversary.

(3) The average crediting rates were 38 basis points, 2 basis points and 3 basis points in excess of average minimum guaranteed rates for our Annuities, Retirement Plan Services and Life Insurance segments, respectively.

(4) The average crediting rates were 138 basis points in excess of average minimum guaranteed rates. Of our account values for these products, 24% are scheduled to reset in more than one year but not more than two years; 24% are scheduled to reset in more than two years but not more than three years; and 52% are scheduled to reset in more than three years.

(5) For Annuities, this amount relates primarily to income annuity and short-term dollar cost averaging business. For Retirement Plan Services, this amount relates primarily to indexed-based rate setting products in which the average crediting rates were 4 basis points in excess of average minimum guaranteed rates, and 93% of account values were already at their minimum guaranteed rates.

The maturity structure and call provisions of the related portfolios are structured to afford protection against erosion of investment portfolio yields during periods of declining interest rates. We devote extensive effort to evaluating the risks associated with falling interest rates by simulating asset and liability cash flows for a wide range of interest rate scenarios. We seek to manage these exposures by maintaining a suitable maturity structure and by limiting our exposure to call risk in each respective investment portfolio.

#### Interest Rate Risk on Fixed Insurance Businesses – Rising Rates

For both annuities and universal life insurance, a rapid rise in interest rates poses risks of deteriorating spreads and high surrenders. The portfolios supporting these products have fixed-rate assets laddered over maturities generally ranging from 1 to 10 years or more. Accordingly, the earned rate on each portfolio lags behind changes in market yields. As rates rise, the lag may be increased by slowing mortgage-backed securities prepayments. The greater and faster the rise in interest rates, the more the earned rate will tend to lag behind market rates. If we set renewal crediting rates to earn the desired spread, the gap between our renewal crediting rates and competitors' new money rates may be wide enough to cause increased surrenders that could cause us to liquidate a portion of our portfolio to fund these surrenders. If we credit more competitive renewal rates to limit surrenders, our spreads will narrow. We devote extensive effort to evaluating these risks by simulating asset and liability cash flows for a wide range of interest rate scenarios. Such analysis has led to adjustments in the target maturity structure and to hedging the risk of rising rates by buying out-of-the-money interest rate cap agreements and swaptions. With these instruments in place, the potential adverse effect of a rapid and sustained rise in rates is kept within our risk tolerances.

#### Debt

We manage the timing of maturities and the mixture of fixed-rate and floating-rate debt as part of the process of integrated management of interest rate risk for the entire enterprise. See Note 12 for additional information on our debt.

## Derivatives

See Note 6 for information on our derivatives used to hedge our exposure to changes in interest rates.

## Equity Market Risk

Our revenues, assets and liabilities are exposed to equity market risk that we often hedge with derivatives. Due to the use of our reversion to the mean (“RTM”) process and our hedging strategies, we expect that, in general, short-term fluctuations in the equity markets should not have a significant effect on our quarterly earnings from unlocking of assumptions for deferred acquisition costs, value of business acquired, deferred sales inducements and deferred front-end loads. However, earnings are affected by equity market movements on account values and assets under management and the related fees we earn on those assets. Refer to “Critical Accounting Policies and Estimates – DAC, VOBA, DSI and DFEL” in the MD&A for further discussion of the effects of equity markets on our RTM.

## Fee Income

The fees earned from variable annuities and variable life insurance products are exposed to the risk of a decline in equity market values. These fees are generally a fixed percentage of the market value of assets under management. In a severe equity market decline, fee income could be reduced by not only reduced market valuations but also by customer withdrawals and redemptions. Such withdrawals and redemptions from equity funds and accounts might be partially offset by transfers to our fixed-income accounts and the transfer of funds to us from our competitors’ customers.

## Assets

While we invest in equity assets with the expectation of achieving higher returns than would be available in our core fixed-income investments, the returns on and values of these equity investments are subject to somewhat greater market risk than our fixed-income investments. These investments, however, add diversification benefits to our fixed-income investments. The following provides the sensitivity of price changes (in millions) to our equity assets owned and equity derivatives:

	As of December 31, 2013				As of December 31, 2012	
	Carrying Value	Estimated Fair Value	10% Fair Value Increase	10% Fair Value Decrease	Carrying Value	Estimated Fair Value
<b>Equity Assets</b>						
Domestic equities	\$ 187	\$ 187	\$ 19	\$ (19)	\$ 107	\$ 107
Foreign equities	14	14	1	(1)	53	53
Subtotal	201	201	20	(20)	160	160
Real estate	47	56	6	(6)	65	81
Other equity interests	1,083	1,083	108	(108)	966	966
Total	\$ 1,331	\$ 1,340	\$ 134	\$ (134)	\$ 1,191	\$ 1,207

	As of December 31, 2013				As of December 31, 2012	
	Notional Value	Estimated Fair Value	10% Fair Value Increase (1)	10% Fair Value Decrease (1)	Notional Value	Estimated Fair Value
<b>Equity Derivatives</b>						
Equity futures	\$ 1,523	\$ -	\$ (136)	\$ 137	\$ 1,790	\$ -
Total return swaps	1,645	(41)	(189)	108	1,430	(83)
Put options	8,004	406	315	530	7,918	1,497
Call options (based on S&P 500)	6,255	393	462	284	5,749	227
Total	\$ 17,427	\$ 758	\$ 452	\$ 1,059	\$ 16,887	\$ 1,641

(1) Assumes a plus or minus 10% change in underlying indexes. Estimated fair value does not reflect daily settlement of futures or monthly settlement of total return swaps.

## Liabilities

We have exposure to changes in our stock price through stock appreciation rights (“SARs”) issued in 2009 through 2013. See Notes 6 and 19 for additional information on our SARs and the related call options used to hedge the expected increase in liabilities from SARs granted on our stock.



## Derivatives Hedging Equity Market Risk

We have entered into derivative transactions to hedge our exposure to equity market fluctuations. Such derivatives include over-the-counter equity call options, equity collars, total return swaps, put options, equity futures and call options. See Note 6 for additional information on our derivatives used to hedge our exposure to equity market fluctuations.

## Effect of Equity Market Sensitivity

If the level of the Standard & Poor's ("S&P") 500 Index® ("S&P 500") were to have instantaneously increased or decreased by 1% immediately after December 31, 2013, we estimate the effect on income (loss) from operations for the next 12-month period from the change in asset-based fees and related expenses would be approximately \$8 million. For purposes of this sensitivity, we used the S&P 500 as a proxy for equity market performance. This estimate excludes any effect related to sales, unlocking, persistency, hedge program performance or customer behavior caused by the equity market change.

The effect of quarterly equity market changes upon fee income and asset-based expenses is generally not fully recognized in the first quarter of the change because fee income is earned and related expenses are incurred based upon daily variable account values. The difference between the current period average daily variable account values compared to the end-of-period variable account values affects fee income in subsequent periods. Additionally, the effect on earnings may not necessarily be symmetrical with comparable increases or decreases in the equity markets. This discussion concerning the estimated effects of ongoing equity market volatility on the fees we earn from account values and assets under management is intended to be illustrative and is concentrated primarily in our Annuities and Retirement Plan Services segments. Actual effects may vary depending on a variety of factors, many of which are outside of our control, such as changing customer behaviors that might result in changes in the mix of our business between variable and fixed annuity contracts, switching among investment alternatives available within variable products, changes in sales production levels or changes in policy persistency. For purposes of this guidance, the change in account values is assumed to correlate with the change in the relevant index.

## Default Risk

Our portfolio of invested assets was \$95.3 billion and \$99.1 billion as of December 31, 2013 and 2012, respectively. Of this total, \$70.7 billion and \$69.9 billion consisted of corporate bonds and \$7.2 billion and \$7.0 billion consisted of mortgage loans on real estate as of December 31, 2013 and 2012, respectively. We manage the risk of adverse default experience on these investments by applying disciplined credit evaluation and underwriting standards, prudently limiting allocations to lower-quality, higher-yielding investments and diversifying exposures by issuer, industry, region and property type. For each counterparty or borrowing entity and its affiliates, our exposures from all transactions are aggregated and managed in relation to formal limits set by rating quality. Additional diversification limits, such as limits per industry, are also applied. We remain exposed to occasional adverse cyclical



economic downturns during which default rates may be significantly higher than the long-term historical average used in pricing.

We depend on the ability of derivative product dealers and their guarantors to honor their obligations to pay the contract amounts under various derivatives agreements. In order to minimize the risk of default losses, we diversify our exposures among several dealers and limit the amount of exposure to each in accordance with the credit rating of each dealer or its guarantor. We generally limit our selection of counterparties that are obligated under these derivative contracts to those with an A credit rating or above.

### Credit Risk

We use credit-related derivatives to minimize our exposure to credit-related events, and we also sell credit default swaps to offer credit protection to our contract holders and investors. See Note 6 for additional information.

In addition to the information provided about our counterparty exposure in Note 6, the fair value of our exposure by rating (in millions) was as follows:

	As of	
	December 31,	
	2013	2012
AA	\$ (3)	\$ 1
A	62	14
BBB	10	-
Total	\$ 69	\$ 15

See Note 6 for additional information on our credit risk.

### Foreign Currency Exchange Risk

### Foreign Currency Denominated Investments

We invest in foreign currency securities for incremental return and risk diversification relative to U.S. dollar-denominated securities. We use foreign currency swaps and foreign currency forwards to hedge some of the foreign exchange risk related to our investment in securities denominated in foreign currencies. The currency risk is hedged using foreign currency derivatives of the same currency as the

bonds. See Note 6 for additional information on our foreign currency swaps and foreign currency forwards used to hedge our exposure to foreign currency exchange risk.

The following provides our principal or notional amount in U.S. dollar equivalents (in millions) as of December 31, 2013, by expected maturity for our foreign currency denominated investments and foreign currency swaps:

	2014	2015	2016	2017	2018	Thereafter	Total	Estimated Fair Value
Currencies								
British pound	\$ -	\$ -	\$ -	\$ 21	\$ -	\$ 286	\$ 307	\$ 307
Interest rate	0.0%	0.0%	0.0%	6.8%	0.0%	3.8%	4.0%	
Canadian dollar	\$ 31	\$ -	\$ 9	\$ -	\$ -	\$ -	\$ 40	\$ 42
Interest rate	6.1%	0.0%	5.6%	0.0%	0.0%	0.0%	6.0%	
New Zealand dollar	\$ -	\$ 35	\$ -	\$ -	\$ -	\$ -	\$ 35	\$ 34
Interest rate	0.0%	3.4%	0.0%	0.0%	0.0%	0.0%	3.4%	
Euro	\$ 49	\$ -	\$ 23	\$ 26	\$ -	\$ 78	\$ 176	\$ 188
Interest rate	4.9%	0.0%	4.8%	4.7%	0.0%	5.4%	5.1%	
Australian dollar	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 33	\$ 33	\$ 35
Interest rate	0.0%	0.0%	0.0%	0.0%	0.0%	7.4%	7.4%	
Hong Kong dollar	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 50	\$ 50	\$ 50
Interest rate	0.0%	0.0%	0.0%	0.0%	0.0%	4.5%	4.5%	
Derivatives								
Foreign currency swaps	\$ 73	\$ 30	\$ 30	\$ 51	\$ -	\$ 431	\$ 615	\$ (14)

The following provides our principal or notional amount in U.S. dollar equivalents as of December 31, 2012, of our foreign currency denominated investments and foreign currency swaps (in millions):

Principal/ Notional Amount	Estimated Fair Value
----------------------------------	-------------------------

Currencies

British pound	\$ 121	\$ 136
Canadian dollar	43	43
New Zealand dollar	35	34
Euro	190	203
Australian dollar	39	35
Total currencies	\$ 428	\$ 451

Derivatives

Foreign currency swaps	\$ 420	\$ 13
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Item 8. Financial Statements and Supplementary Data

MANAGEMENT REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting for Lincoln National Corporation to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with United States of America generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of internal control over financial reporting effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Management assessed our internal control over financial reporting as of December 31, 2013, the end of our fiscal year. Management based its assessment on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework). Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment.

Based on the assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with United States of America generally accepted accounting principles.

The effectiveness of our internal control over financial reporting as of December 31, 2013, has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included on the following page.



Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of

Lincoln National Corporation

We have audited Lincoln National Corporation's (the "Corporation") internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the "COSO criteria"). The Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Lincoln National Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Lincoln National Corporation as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 and our report dated February 25, 2014, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

February 25, 2014

101

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of

Lincoln National Corporation

We have audited the accompanying consolidated balance sheets of Lincoln National Corporation (the "Corporation") as of December 31, 2013 and 2012, and the related consolidated statements of comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013. Our audits also included the financial statement schedules listed in the Index at Item 15(a)(2). These financial statements and schedules are the responsibility of the Corporation's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Lincoln National Corporation at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, effective January 1, 2012, and retrospectively applied to all periods presented, the Corporation changed its method of accounting for costs relating to the acquisition of insurance contracts.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Lincoln National Corporation's internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 25, 2014, expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania

February 25, 2014

## LINCOLN NATIONAL CORPORATION

## CONSOLIDATED BALANCE SHEETS

(in millions, except share data)

	As of December 31,	
	2013	2012
<b>ASSETS</b>		
Investments:		
Available-for-sale securities, at fair value:		
Fixed maturity securities (amortized cost: 2013 – \$76,353; 2012 – \$72,718)	\$ 80,078	\$ 82,036
Variable interest entities' fixed maturity securities (amortized cost: 2013 – \$682; 2012 – \$677)	697	708
Equity securities (cost: 2013 – \$182; 2012 – \$137)	201	157
Trading securities	2,282	2,554
Mortgage loans on real estate	7,210	7,029
Real estate	47	65
Policy loans	2,677	2,766
Derivative investments	881	2,652
Other investments	1,218	1,098
Total investments	95,291	99,065
Cash and invested cash	2,364	4,230
Deferred acquisition costs and value of business acquired	8,886	6,667
Premiums and fees receivable	420	380
Accrued investment income	1,029	1,015
Reinsurance recoverables	6,041	6,449
Funds withheld reinsurance assets	776	837
Goodwill	2,273	2,273
Other assets	2,730	2,580
Separate account assets	117,135	95,373
Total assets	\$ 236,945	\$ 218,869
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Liabilities		
Future contract benefits	\$ 17,251	\$ 19,780
Other contract holder funds	74,548	72,218
Short-term debt	501	200
Long-term debt	5,320	5,439
Reinsurance related embedded derivatives	108	215
Funds withheld reinsurance liabilities	867	940
Deferred gain on business sold through reinsurance	245	319
Payables for collateral on investments	3,238	4,181
Variable interest entities' liabilities	27	128
Other liabilities	4,253	5,103
Separate account liabilities	117,135	95,373

Total liabilities	223,493	203,896
Contingencies and Commitments (See Note 13)		
Stockholders' Equity		
Preferred stock – 10,000,000 shares authorized; Series A – 9,532 shares issued and outstanding as of December 31, 2012	-	-
Common stock – 800,000,000 shares authorized; 262,896,701 and 271,402,586 shares issued and outstanding as of December 31, 2013 and 2012, respectively	6,876	7,121
Retained earnings	5,013	4,044
Accumulated other comprehensive income (loss)	1,563	3,808
Total stockholders' equity	13,452	14,973
Total liabilities and stockholders' equity	\$ 236,945	\$ 218,869

See accompanying Notes to Consolidated Financial Statements

## LINCOLN NATIONAL CORPORATION

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in millions, except per share data)

	For the Years Ended December		
	31,		
	2013	2012	2011
Revenues			
Insurance premiums	\$ 2,687	\$ 2,462	\$ 2,294
Fee income	4,069	3,736	3,437
Net investment income	4,754	4,698	4,652
Realized gain (loss):			
Total other-than-temporary impairment losses on securities	(80)	(259)	(169)
Portion of loss recognized in other comprehensive income	10	106	45
Net other-than-temporary impairment losses on securities recognized in earnings	(70)	(153)	(124)
Realized gain (loss), excluding other-than-temporary impairment losses on securities	(65)	227	(170)
Total realized gain (loss)	(135)	74	(294)
Amortization of deferred gain on business sold through reinsurance	74	74	75
Other revenues	520	491	477
Total revenues	11,969	11,535	10,641
Expenses			
Interest credited	2,510	2,470	2,488
Benefits	3,862	3,541	3,345
Commissions and other expenses	3,701	3,683	3,264
Interest and debt expense	265	273	294
Impairment of intangibles	-	-	747
Total expenses	10,338	9,967	10,138
Income (loss) from continuing operations before taxes	1,631	1,568	503
Federal income tax expense (benefit)	387	282	274
Income (loss) from continuing operations	1,244	1,286	229
Income (loss) from discontinued operations, net of federal income taxes	-	27	(8)
Net income (loss)	1,244	1,313	221
Other comprehensive income (loss), net of tax:			
Unrealized gain (loss) on available-for-sale securities	(2,457)	1,119	1,771
Unrealized other-than-temporary impairment on available-for-sale securities	29	2	25
Unrealized gain (loss) on derivative instruments	93	44	130
Foreign currency translation adjustment	(1)	(5)	-
Funded status of employee benefit plans	91	(32)	(97)
Total other comprehensive income (loss), net of tax	(2,245)	1,128	1,829
Comprehensive income (loss)	\$ (1,001)	\$ 2,441	\$ 2,050
Earnings (Loss) Per Common Share – Basic			
Income (loss) from continuing operations	\$ 4.68	\$ 4.58	\$ 0.75

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Income (loss) from discontinued operations	-	0.10	(0.03)
Net income (loss)	\$ 4.68	\$ 4.68	\$ 0.72
Earnings (Loss) Per Common Share – Diluted			
Income (loss) from continuing operations	\$ 4.52	\$ 4.47	\$ 0.72
Income (loss) from discontinued operations	-	0.09	(0.03)
Net income (loss)	\$ 4.52	\$ 4.56	\$ 0.69

See accompanying Notes to Consolidated Financial Statements

## LINCOLN NATIONAL CORPORATION

## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in millions, except per share data)

	For the Years Ended December 31,		
	2013	2012	2011
<b>Common Stock</b>			
Balance as of beginning-of-year	\$ 7,121	\$ 7,590	\$ 8,124
Stock compensation/issued for benefit plans	69	23	17
Effect of amendment to deferred compensation plans	-	-	(6)
Retirement of common stock/cancellation of shares	(314)	(492)	(545)
Balance as of end-of-year	6,876	7,121	7,590
<b>Retained Earnings</b>			
Balance as of beginning-of-year	4,044	2,831	2,711
Net income (loss)	1,244	1,313	221
Retirement of common stock	(136)	-	(30)
Dividends declared: Common (2013 – \$0.520; 2012 – \$0.360; 2011 – \$0.230)	(139)	(100)	(71)
Balance as of end-of-year	5,013	4,044	2,831
<b>Accumulated Other Comprehensive Income (Loss)</b>			
Balance as of beginning-of-year	3,808	2,680	851
Other comprehensive income (loss), net of tax	(2,245)	1,128	1,829
Balance as of end-of-year	1,563	3,808	2,680
Total stockholders' equity as of end-of-year	\$ 13,452	\$ 14,973	\$ 13,101

See accompanying Notes to Consolidated Financial Statements

## LINCOLN NATIONAL CORPORATION

## CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

	For the Years Ended December 31,		
	2013	2012	2011
Cash Flows from Operating Activities			
Net income (loss)	\$ 1,244	\$ 1,313	\$ 221
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Deferred acquisition costs, value of business acquired, deferred sales inducements and deferred front-end loads deferrals and interest, net of amortization	(529)	(219)	(152)
Trading securities purchases, sales and maturities, net	151	222	88
Change in premiums and fees receivable	(40)	28	(73)
Change in accrued investment income	(14)	(34)	(48)
Change in future contract benefits and other contract holder funds	(634)	(131)	125
Change in reinsurance related assets and liabilities	300	9	(66)
Change in federal income tax accruals	377	192	318
Realized (gain) loss	135	(74)	294
(Income) loss attributable to equity method investments	(86)	(125)	(90)
(Gain) loss on early extinguishment of debt	-	5	8
Amortization of deferred gain on business sold through reinsurance	(74)	(74)	(75)
Impairment of intangibles	-	-	747
(Gain) loss on disposal of discontinued operations	-	1	3
Other	(31)	156	(24)
Net cash provided by (used in) operating activities	799	1,269	1,276
Cash Flows from Investing Activities			
Purchases of available-for-sale securities	(10,880)	(11,161)	(10,702)
Sales of available-for-sale securities	975	1,134	1,497
Maturities of available-for-sale securities	6,171	5,974	5,324
Purchases of other investments	(2,543)	(2,345)	(3,282)
Sales or maturities of other investments	2,610	2,276	3,094
Increase (decrease) in payables for collateral on investments	(943)	448	2,074
Other	(100)	(183)	(130)
Net cash provided by (used in) investing activities	(4,710)	(3,857)	(2,125)
Cash Flows from Financing Activities			
Payment of long-term debt, including current maturities	-	(320)	(525)
Issuance of long-term debt, net of issuance costs	393	300	298
Increase (decrease) in commercial paper, net	-	-	(100)
Deposits of fixed account values, including the fixed portion of variable	10,492	10,694	10,953



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Withdrawals of fixed account values, including the fixed portion of variable	(5,296)	(5,691)	(5,050)
Transfers to and from separate accounts, net	(3,001)	(2,091)	(2,325)
Common stock issued for benefit plans and excess tax benefits	35	(1)	3
Repurchase of common stock	(450)	(492)	(575)
Dividends paid to common and preferred stockholders	(128)	(91)	(61)
Net cash provided by (used in) financing activities	2,045	2,308	2,618
Net increase (decrease) in cash and invested cash, including discontinued operations	(1,866)	(280)	1,769
Cash and invested cash, including discontinued operations, as of beginning-of-year	4,230	4,510	2,741
Cash and invested cash, including discontinued operations, as of end-of-year	\$ 2,364	\$ 4,230	\$ 4,510

See accompanying Notes to Consolidated Financial Statements

LINCOLN NATIONAL CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature of Operations, Basis of Presentation and Summary of Significant Accounting Policies

Nature of Operations

Lincoln National Corporation and its majority-owned subsidiaries (“LNC” or the “Company,” which also may be referred to as “we,” “our” or “us”) operate multiple insurance businesses through four business segments. See Note 22 for additional details. The collective group of businesses uses “Lincoln Financial Group” as its marketing identity. Through our business segments, we sell a wide range of wealth protection, accumulation and retirement income products and solutions. These products include fixed and indexed annuities, variable annuities, universal life insurance (“UL”), variable universal life insurance (“VUL”), linked-benefit UL, indexed UL, term life insurance, employer-sponsored retirement plans and services, and group life, disability and dental.

Basis of Presentation

The accompanying consolidated financial statements are prepared in accordance with United States of America generally accepted accounting principles (“GAAP”). Certain GAAP policies, which significantly affect the determination of financial condition, results of operations and cash flows, are summarized below.

Summary of Significant Accounting Policies

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of LNC and all other entities in which we have a controlling financial interest and any variable interest entities (“VIEs”) in which we are the primary beneficiary. Entities in which we do not have a controlling financial interest and do not exercise significant management influence over the operating and financing decisions are reported using the equity method. All material inter-company accounts and transactions have been eliminated in consolidation.

Our involvement with VIEs is primarily to invest in assets that allow us to gain exposure to a broadly diversified portfolio of asset classes. A VIE is an entity that does not have sufficient equity to finance its own activities without additional financial support or where investors lack certain characteristics of a controlling financial interest. We assess our contractual, ownership or other interests in a VIE to determine if our interest participates in the variability the VIE was designed to absorb and pass onto variable interest holders. We perform an ongoing qualitative assessment of our variable interests in VIEs to determine whether we have a controlling financial interest and would therefore be considered the primary beneficiary of the VIE. If we determine we are the primary beneficiary of a VIE, we consolidate the assets and liabilities of the VIE in our consolidated financial statements.

### Accounting Estimates and Assumptions

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities and the disclosures of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Those estimates are inherently subject to change and actual results could differ from those estimates. Included among the material (or potentially material) reported amounts and disclosures that require extensive use of estimates are: fair value of certain invested assets and derivatives, asset valuation allowances, deferred acquisition costs (“DAC”), value of business acquired (“VOBA”), deferred sales inducements (“DSI”), goodwill, future contract benefits, other contract holder funds including deferred front-end loads (“DFEL”), pension plans, stock-based incentive compensation, income taxes and the potential effects of resolving litigated matters.

### Business Combinations

We use the acquisition method of accounting for all business combination transactions, and accordingly, recognize the fair values of assets acquired, liabilities assumed and any noncontrolling interests in our consolidated financial statements. The allocation of fair values may be subject to adjustment after the initial allocation for up to a one-year period as more information becomes available relative to the fair values as of the acquisition date. The consolidated financial statements include the results of operations of any acquired company since the acquisition date.

### Fair Value Measurement

Our measurement of fair value is based on assumptions used by market participants in pricing the asset or liability, which may include inherent risk, restrictions on the sale or use of an asset or non-performance risk, which would include our own credit risk. Our estimate of an exchange price is the price in an orderly transaction between market participants to sell the asset or transfer the liability (“exit price”) in the principal market, or the most advantageous market in the absence of a principal market, for that asset or liability, as opposed to the price that would be paid to acquire the asset or receive a liability (“entry price”). Pursuant to the Fair Value Measurements and Disclosures Topic



we categorize our financial instruments carried at fair value into a three-level fair value hierarchy, based on the priority of inputs to the respective valuation technique. The three-level hierarchy for fair value measurement is defined as follows:

- Level 1 – inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date, except for large holdings subject to “blockage discounts” that are excluded;
- Level 2 – inputs to the valuation methodology are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value can be determined through the use of models or other valuation methodologies; and
- Level 3 – inputs to the valuation methodology are unobservable inputs in situations where there is little or no market activity for the asset or liability, and we make estimates and assumptions related to the pricing of the asset or liability, including assumptions regarding risk.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment.

When a determination is made to classify an asset or liability within Level 3 of the fair value hierarchy, the determination is based upon the significance of the unobservable inputs to the overall fair value measurement. Because certain securities trade in less liquid or illiquid markets with limited or no pricing information, the determination of fair value for these securities is inherently more difficult. However, Level 3 fair value investments may include, in addition to the unobservable or Level 3 inputs, observable components, which are components that are actively quoted or can be validated to market-based sources.

#### Available-For-Sale Securities – Fair Valuation Methodologies and Associated Inputs

Securities classified as available-for-sale (“AFS”) consist of fixed maturity and equity securities and are stated at fair value with unrealized gains and losses included within accumulated other comprehensive income (loss) (“AOCI”), net of associated DAC, VOBA, DSI, future contract benefits, other contract holder funds and deferred income taxes.

We measure the fair value of our securities classified as AFS based on assumptions used by market participants in pricing the security. The most appropriate valuation methodology is selected based on the specific characteristics of the fixed maturity or equity security, and we consistently apply the valuation methodology to measure the security’s fair value. Our fair value measurement is based on a market approach that utilizes prices and other relevant information generated by market transactions involving identical or comparable securities. Sources of inputs to the market approach primarily include third-party pricing services, independent broker quotations or pricing matrices. We do not adjust prices received from third parties; however, we do analyze the third-party pricing services’ valuation methodologies and related inputs and perform additional evaluation to determine the appropriate level within the fair value hierarchy.

The observable and unobservable inputs to our valuation methodologies are based on a set of standard inputs that we generally use to evaluate all of our AFS securities. Observable inputs include benchmark yields, reported trades, broker-dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. In addition, market indicators, industry and economic events are monitored, and further market data is acquired if certain triggers are met. For certain security types, additional inputs may be used, or some of the inputs described above may not be applicable. For private placement securities, we use pricing matrices that utilize observable pricing inputs of similar public securities and Treasury yields as inputs to the fair value measurement. Depending on the type of security or the daily market activity, standard inputs may be prioritized differently or may not be available for all AFS securities on any given day. For broker-quoted only securities, non-binding quotes from market makers or broker-dealers are obtained from sources recognized as market participants. For securities trading in less liquid or illiquid markets with limited or no pricing information, we use unobservable inputs to measure fair value.

The following summarizes our fair valuation methodologies and associated inputs, which are particular to the specified security type and are in addition to the defined standard inputs to our valuation methodologies for all of our AFS securities discussed above:

- Corporate bonds and U.S. government bonds – We also use Trade Reporting and Compliance Engine™ reported tables for our corporate bonds and vendor trading platform data for our U.S. government bonds.
  - Mortgage- and asset-backed securities – We also utilize additional inputs, which include new issues data, monthly payment information and monthly collateral performance, including prepayments, severity, delinquencies, step-down features and over collateralization features for each of our mortgage-backed securities (“MBS”), which include collateralized mortgage obligations and mortgage pass through securities backed by residential mortgages (“RMBS”), commercial mortgage-backed securities (“CMBS”), collateralized loan obligations (“CLOs”) and collateralized debt obligations (“CDOs”).
- State and municipal bonds – We also use additional inputs that include information from the Municipal Securities Rule Making Board, as well as material event notices, new issue data, issuer financial statements and Municipal Market Data benchmark yields for our state and municipal bonds.
- Hybrid and redeemable preferred and equity securities – We also utilize additional inputs of exchange prices (underlying and common stock of the same issuer) for our hybrid and redeemable preferred and equity securities.

In order to validate the pricing information and broker-dealer quotes, we employ, where possible, procedures that include comparisons with similar observable positions, comparisons with subsequent sales and observations of general market movements for those security classes. We have policies and procedures in place to review the process that is utilized by our third-party pricing service and the output that is provided to us by the pricing service. On a periodic basis, we test the pricing for a sample of securities to evaluate the inputs and assumptions used by the pricing service, and we perform a comparison of the pricing service output to an alternative pricing source. We also evaluate prices provided by our primary pricing service to ensure that they are not stale or unreasonable by reviewing the prices for unusual changes from period to period based on certain parameters or for lack of change from one period to the next.

#### AFS Securities – Evaluation for Recovery of Amortized Cost

We regularly review our AFS securities for declines in fair value that we determine to be other-than-temporary. For an equity security, if we do not have the ability and intent to hold the security for a sufficient period of time to allow for a recovery in value, we conclude that an other-than-temporary impairment (“OTTI”) has occurred and the amortized cost of the equity security is written down to the current fair value, with a corresponding charge to realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). When assessing our ability and intent to hold the equity security to recovery, we consider, among other things, the severity and duration of the decline in fair value of the equity security as well as the cause of the decline, a fundamental analysis of the liquidity, and business prospects and overall financial condition of the issuer.

For our fixed maturity AFS securities (also referred to as “debt securities”), we generally consider the following to determine whether our unrealized losses are other-than-temporarily impaired:

- The estimated range and average period until recovery;
- The estimated range and average holding period to maturity;
- Remaining payment terms of the security;
- Current delinquencies and nonperforming assets of underlying collateral;
- Expected future default rates;
- Collateral value by vintage, geographic region, industry concentration or property type;
- Subordination levels or other credit enhancements as of the balance sheet date as compared to origination; and
- Contractual and regulatory cash obligations.

For a debt security, if we intend to sell a security, or it is more likely than not we will be required to sell a debt security before recovery of its amortized cost basis and the fair value of the debt security is below amortized cost, we conclude that an OTTI has occurred and the amortized cost is written down to current fair value, with a corresponding charge to realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). If we do not intend to sell a debt security, or it is not more likely than not we will be required to sell a debt security before recovery of its amortized cost basis but the present value of the cash flows expected to be collected is less than the amortized cost of the debt security (referred to as the credit loss), we conclude that an OTTI has occurred and the amortized cost is written down to the estimated recovery value with a corresponding charge to realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss), as this amount is deemed the credit portion of the OTTI. The remainder

of the decline to fair value is recorded in other comprehensive income (“OCI”) to unrealized OTTI on AFS securities on our Consolidated Statements of Stockholders’ Equity, as this amount is considered a noncredit (i.e., recoverable) impairment.

When assessing our intent to sell a debt security, or if it is more likely than not we will be required to sell a debt security before recovery of its cost basis, we evaluate facts and circumstances such as, but not limited to, decisions to reposition our security portfolio, sales of securities to meet cash flow needs and sales of securities to capitalize on favorable pricing. In order to determine the amount of the credit loss for a debt security, we calculate the recovery value by performing a discounted cash flow analysis based on the current cash flows and future cash flows we expect to recover. The discount rate is the effective interest rate implicit in the underlying debt security. The effective interest rate is the original yield, or the coupon if the debt security was previously impaired. See the discussion below for additional information on the methodology and significant inputs, by security type, which we use to determine the amount of a credit loss.

Our conclusion that it is not more likely than not that we will be required to sell the fixed maturity AFS securities before recovery of their amortized cost basis, the estimated future cash flows are equal to or greater than the amortized cost basis of the debt securities, or we have the ability to hold the equity AFS securities for a period of time sufficient for recovery is based upon our asset-liability management process. Management considers the following as part of the evaluation:

- The current economic environment and market conditions;
- Our business strategy and current business plans;
- The nature and type of security, including expected maturities and exposure to general credit, liquidity, market and interest rate risk;
- Our analysis of data from financial models and other internal and industry sources to evaluate the current effectiveness of our hedging and overall risk management strategies;
- The current and expected timing of contractual maturities of our assets and liabilities, expectations of prepayments on investments and expectations for surrenders and withdrawals of life insurance policies and annuity contracts;
- The capital risk limits approved by management; and
- Our current financial condition and liquidity demands.



To determine the recovery period of a debt security, we consider the facts and circumstances surrounding the underlying issuer including, but not limited to, the following:

- Historical and implied volatility of the security;
- Length of time and extent to which the fair value has been less than amortized cost;
- Adverse conditions specifically related to the security or to specific conditions in an industry or geographic area;
- Failure, if any, of the issuer of the security to make scheduled payments; and
- Recoveries or additional declines in fair value subsequent to the balance sheet date.

In periods subsequent to the recognition of an OTTI, the AFS security is accounted for as if it had been purchased on the measurement date of the OTTI. Therefore, for the fixed maturity AFS security, the original discount or reduced premium is reflected in net investment income over the contractual term of the investment in a manner that produces a constant effective yield.

To determine recovery value of a corporate bond, CLO or CDO, we perform additional analysis related to the underlying issuer including, but not limited to, the following:

- Fundamentals of the issuer to determine what we would recover if they were to file bankruptcy versus the price at which the market is trading;
- Fundamentals of the industry in which the issuer operates;
- Earnings multiples for the given industry or sector of an industry that the underlying issuer operates within, divided by the outstanding debt to determine an expected recovery value of the security in the case of a liquidation;
- Expected cash flows of the issuer (e.g., whether the issuer has cash flows in excess of what is required to fund its operations);
- Expectations regarding defaults and recovery rates;
- Changes to the rating of the security by a rating agency; and
- Additional market information (e.g., if there has been a replacement of the corporate debt security).

Each quarter we review the cash flows for the MBS to determine whether or not they are sufficient to provide for the recovery of our amortized cost. We revise our cash flow projections only for those securities that are at most risk for impairment based on current credit enhancement and trends in the underlying collateral performance. To determine recovery value of a MBS, we perform additional analysis related to the underlying issuer including, but not limited to, the following:

- Discounted cash flow analysis based on the current cash flows and future cash flows we expect to recover;
- Level of creditworthiness of the home equity loans or residential mortgages that back an RMBS or commercial mortgages that back a CMBS;
- Susceptibility to fair value fluctuations for changes in the interest rate environment;
- Susceptibility to reinvestment risks, in cases where market yields are lower than the securities' book yield earned;
- Susceptibility to reinvestment risks, in cases where market yields are higher than the book yields earned on a security;

- Expectations of sale of such a security where market yields are higher than the book yields earned on a security; and
- Susceptibility to variability of prepayments.

When evaluating MBS and mortgage-related asset-backed securities (“ABS”), we consider a number of pool-specific factors as well as market level factors when determining whether or not the impairment on the security is temporary or other-than-temporary. The most important factor is the performance of the underlying collateral in the security and the trends of that performance in the prior periods. We use this information about the collateral to forecast the timing and rate of mortgage loan defaults, including making projections for loans that are already delinquent and for those loans that are currently performing but may become delinquent in the future. Other factors used in this analysis include type of underlying collateral (e.g., prime, Alt-A or subprime), geographic distribution of underlying loans and timing of liquidations by state. Once default rates and timing assumptions are determined, we then make assumptions regarding the severity of a default if it were to occur. Factors that impact the severity assumption include expectations for future home price appreciation or depreciation, loan size, first lien versus second lien, existence of loan level private mortgage insurance, type of occupancy and geographic distribution of loans. Once default and severity assumptions are determined for the security in question, cash flows for the underlying collateral are projected including expected defaults and prepayments. These cash flows on the collateral are then translated to cash flows on our tranche based on the cash flow waterfall of the entire capital security structure. If this analysis indicates the entire principal on a particular security will not be returned, the security is reviewed for OTTI by comparing the expected cash flows to amortized cost. To the extent that the security has already been impaired or was purchased at a discount, such that the amortized cost of the security is less than or equal to the present value of cash flows expected to be collected, no impairment is required.

Otherwise, if the amortized cost of the security is greater than the present value of the cash flows expected to be collected, and the security was not purchased at a discount greater than the expected principal loss, then impairment is recognized.

We further monitor the cash flows of all of our AFS securities backed by pools on an ongoing basis. We also perform detailed analysis on all of our subprime, Alt-A, non-agency residential MBS and on a significant percentage of our AFS securities backed by pools of commercial mortgages. The detailed analysis includes revising projected cash flows by updating the cash flows for actual cash received and applying assumptions with respect to expected defaults, foreclosures and recoveries in the future. These revised projected cash flows

are then compared to the amount of credit enhancement (subordination) in the structure to determine whether the amortized cost of the security is recoverable. If it is not recoverable, we record an impairment of the security.

#### Trading Securities

Trading securities consist of fixed maturity and equity securities in designated portfolios, some of which support modified coinsurance (“Modco”) and coinsurance with funds withheld (“CFW”) reinsurance arrangements. Investment results for the portfolios that support Modco and CFW reinsurance arrangements, including gains and losses from sales, are passed directly to the reinsurers pursuant to contractual terms of the reinsurance arrangements. Trading securities are carried at fair value and changes in fair value and changes in the fair value of embedded derivative liabilities associated with the underlying reinsurance arrangements, are recorded in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss) as they occur.

#### Alternative Investments

Alternative investments, which consist primarily of investments in limited partnerships (“LPs”), are included in other investments on our Consolidated Balance Sheets. We account for our investments in LPs using the equity method to determine the carrying value. Recognition of alternative investment income is delayed due to the availability of the related financial statements, which are generally obtained from the partnerships’ general partners. As a result, our venture capital, real estate and oil and gas portfolios are generally on a three-month delay and our hedge funds are on a one-month delay. In addition, the impact of audit adjustments related to completion of calendar-year financial statement audits of the investees are typically received during the second quarter of each calendar year. Accordingly, our investment income from alternative investments for any calendar-year period may not include the complete impact of the change in the underlying net assets for the partnership for that calendar-year period.

#### Payables for Collateral on Investments

When we enter into collateralized financing transactions on our investments, a liability is recorded equal to the cash collateral received. This liability is included within payables for collateral on investments on our Consolidated Balance Sheets. Income and expenses associated with these transactions are recorded as investment income and investment expenses within net investment income on our Consolidated Statements of Comprehensive Income (Loss). Changes in payables for collateral on investments are reflected within cash flows from investing activities on our Consolidated Statements of Cash Flows.

#### Mortgage Loans on Real Estate

Mortgage loans on real estate are carried at unpaid principal balances adjusted for amortization of premiums and accretion of discounts and are net of valuation allowances. Interest income is accrued on the principal balance of the loan based on the loan's contractual interest rate. Premiums and discounts are amortized using the effective yield method over the life of the loan. Interest income and amortization of premiums and discounts are reported in net investment income on our Consolidated Statements of Comprehensive Income (Loss) along with mortgage loan fees, which are recorded as they are incurred.

Our commercial loan portfolio is comprised of long-term loans secured by existing commercial real estate. As such, it does not exhibit risk characteristics unique to mezzanine, construction, residential, agricultural, land or other types of real estate loans. We believe all of the loans in our portfolio share three primary risks: borrower creditworthiness; sustainability of the cash flow of the property; and market risk; therefore, our methods for monitoring and assessing credit risk are consistent for our entire portfolio. Loans are considered impaired when it is probable that, based upon current information and events, we will be unable to collect all amounts due under the contractual terms of the loan agreement. When we determine that a loan is impaired, a valuation allowance is established for the excess carrying value of the loan over its estimated value. The loan's estimated value is based on: the present value of expected future cash flows discounted at the loan's effective interest rate; the loan's observable market price; or the fair value of the loan's collateral. Valuation allowances are maintained at a level we believe is adequate to absorb estimated probable credit losses of each specific loan. Our periodic evaluation of the adequacy of the allowance for losses is based on our past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay (including the timing of future payments), the estimated value of the underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. Trends in market vacancy and rental rates are incorporated into the analysis that we perform for monitored loans and may contribute to the establishment of (or an increase or decrease in) an allowance for credit losses. In addition, we review each loan individually in our commercial mortgage loan portfolio on an annual basis to identify emerging risks. We focus on properties that experienced a reduction in debt-service coverage or that have significant exposure to tenants with deteriorating credit profiles. Where warranted, we establish or increase loss reserves for a specific loan based upon this analysis. Our process for determining past due or delinquency status begins when a payment date is missed, at which time the borrower is contacted. After the grace period expiration that may last up to 10 days, we send a default notice. The default notice generally provides a short time period to cure the default. Our policy is to report loans that are 60 or more days past due, which equates to two or more payments missed, as delinquent. We do not accrue interest on loans 90 days past due, and any interest received on these loans is either applied to the principal or recorded in net investment income on our Consolidated Statements of Comprehensive Income (Loss) when received, depending on the assessment of the collectibility of the loan. We resume accruing interest once a loan complies with all of its original terms or restructured terms. Mortgage loans deemed uncollectible are charged against the allowance for losses, and subsequent recoveries, if any, are credited to the allowance for losses. All mortgage loans that are impaired have an established allowance for credit losses. Changes in valuation allowances are reported in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

We measure and assess the credit quality of our mortgage loans by using loan-to-value and debt-service coverage ratios. The loan-to-value ratio compares the principal amount of the loan to the fair value at origination of the underlying property collateralizing the loan and is commonly expressed as a percentage. Loan-to-value ratios greater than 100% indicate that the principal amount is greater than the collateral value. Therefore, all else being equal, a lower loan-to-value ratio generally indicates a higher quality loan. The debt-service coverage ratio compares a property's net operating income to its debt-service payments. Debt-service coverage ratios of less than 1.0 indicate that property operations do not generate enough income to cover its current debt payments. Therefore, all else being equal, a higher debt-service coverage ratio generally indicates a higher quality loan.

### Policy Loans

Policy loans represent loans we issue to contract holders that use the cash surrender value of their life insurance policy as collateral. Policy loans are carried at unpaid principal balances.

### Real Estate

Real estate includes both real estate held for the production of income and real estate held-for-sale. Real estate held for the production of income is carried at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful life of the asset. We periodically review properties held for the production of income for impairment. Properties whose carrying values are greater than their projected undiscounted cash flows are written down to estimated fair value, with impairment losses reported in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). The estimated fair value of real estate is generally computed using the present value of expected future cash flows from the real estate discounted at a rate commensurate with the underlying risks. Real estate classified as held-for-sale is stated at the lower of depreciated cost or fair value less expected disposition costs at the time classified as held-for-sale. Real estate is not depreciated while it is classified as held-for-sale. Also, valuation allowances for losses are established, as appropriate, for real estate held-for-sale and any changes to the valuation allowances are reported in realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss). Real estate acquired through foreclosure proceedings is recorded at fair value at the settlement date.

### Derivative Instruments

We hedge certain portions of our exposure to interest rate risk, foreign currency exchange risk, equity market risk and credit risk by entering into derivative transactions. All of our derivative instruments are recognized as either assets or liabilities on our Consolidated Balance Sheets at estimated fair value. We categorized derivatives into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique as discussed above in "Fair Value Measurement." The accounting for changes in the estimated fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship, and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, we designate

the hedging instrument based upon the exposure being hedged: as a cash flow hedge or a fair value hedge.

For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of accumulated OCI and reclassified into net income in the same period or periods during which the hedged transaction affects net income. The remaining gain or loss on the derivative instrument in excess of the cumulative change in the present value of designated future cash flows of the hedged item (hedge ineffectiveness), if any, is recognized in net income during the period of change. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative instrument, as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in net income during the period of change in estimated fair values. For derivative instruments not designated as hedging instruments, but that are economic hedges, the gain or loss is recognized in net income.

We purchase and issue financial instruments and products that contain embedded derivative instruments. When it is determined that the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract, and a separate instrument with the same terms would qualify as a derivative instrument, the embedded derivative is bifurcated from the host for measurement purposes. The embedded derivative, which is reported with the host instrument in the Consolidated Balance Sheets, is carried at fair value with changes in fair value recognized in net income during the period of change.

We employ several different methods for determining the fair value of our derivative instruments. The fair value of our derivative contracts are measured based on current settlement values, which are based on quoted market prices, industry standard models that are commercially available and broker quotes. These techniques project cash flows of the derivatives using current and implied future market conditions. We calculate the present value of the cash flows to measure the current fair market value of the derivative.

#### Cash and Invested Cash

Cash and invested cash is carried at cost and includes all highly liquid debt instruments purchased with an original maturity of three months or less.

#### DAC, VOBA, DSI and DFEL

Acquisition costs directly related to successful contract acquisitions or renewals of UL insurance, VUL insurance, traditional life insurance, annuities and other investment contracts have been deferred (i.e., DAC) to the extent recoverable. VOBA is an intangible



asset that reflects the estimated fair value of in-force contracts in a life insurance company acquisition and represents the portion of the purchase price that is allocated to the value of the right to receive future cash flows from the business in force at the acquisition date. Bonus credits and excess interest for dollar cost averaging contracts are considered DSI. Contract sales charges that are collected in the early years of an insurance contract are deferred (i.e., DFEL), and the unamortized balance is reported in other contract holder funds on our Consolidated Balance Sheets.

Both DAC and VOBA amortization, excluding amounts reported in realized gain (loss), is reported within commissions and other expenses on our Consolidated Statements of Comprehensive Income (Loss). DSI amortization, excluding amounts reported in realized gain (loss), is reported in interest credited on our Consolidated Statements of Comprehensive Income (Loss). The amortization of DFEL, excluding amounts reported in realized gain (loss), is reported within fee income on our Consolidated Statements of Comprehensive Income (Loss). The methodology for determining the amortization of DAC, VOBA, DSI and DFEL varies by product type. For all insurance contracts, amortization is based on assumptions consistent with those used in the development of the underlying contract adjusted for emerging experience and expected trends.

Acquisition costs for UL and VUL insurance and investment-type products, which include fixed and variable deferred annuities, are generally amortized over the lives of the policies in relation to the incidence of estimated gross profits (“EGPs”) from surrender charges, investment, mortality net of reinsurance ceded and expense margins and actual realized gain (loss) on investments. Contract lives for UL and VUL policies are estimated to be 40 years based on the expected lives of the contracts. Contract lives for fixed and variable deferred annuities are generally between 13 and 30 years, while some of our fixed multi-year guarantee products have amortization periods equal to the guarantee period. The front-end load annuity product has an assumed life of 25 years. Longer lives are assigned to those blocks that have demonstrated favorable lapse experience.

Acquisition costs for all traditional contracts, including traditional life insurance contracts, such as individual whole life, group business and term life insurance, are amortized over the expected premium-paying period that ranges from 7 to 77 years. Acquisition costs are either amortized on a straight-line basis or as a level percent of premium of the related policies depending on the block of business. There is currently no DAC, VOBA, DSI or DFEL balance or related amortization for fixed and variable payout annuities.

We account for modifications of insurance contracts that result in a substantially unchanged contract as a continuation of the replaced contract. We account for modifications of insurance contracts that result in a substantially changed contract as an extinguishment of the replaced contract.

The carrying amounts of DAC, VOBA, DSI and DFEL are adjusted for the effects of realized and unrealized gains and losses on securities classified as AFS and certain derivatives and embedded derivatives. Amortization expense of DAC, VOBA, DSI and DFEL reflects an assumption for an expected level of credit-related investment losses. When actual credit-related investment losses are realized, we recognize a true-up to our DAC, VOBA, DSI and DFEL amortization within realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss) reflecting the incremental effect of actual versus expected credit-related investment losses. These actual to expected amortization adjustments can create volatility from period to period in realized gain (loss).



During the third quarter of each year, we conduct our annual comprehensive review of the assumptions and the projection models used for our estimates of future gross profits underlying the amortization of DAC, VOBA, DSI and DFEL and the calculations of the embedded derivatives and reserves for life insurance and annuity products with living benefit and death benefit guarantees. These assumptions include investment margins, mortality, retention, rider utilization and maintenance expenses (costs associated with maintaining records relating to insurance and individual and group annuity contracts, and with the processing of premium collections, deposits, withdrawals and commissions). Based on our review, the cumulative balances of DAC, VOBA, DSI and DFEL included on our Consolidated Balance Sheets are adjusted with an offsetting benefit or charge to revenue or amortization expense to reflect such change related to our expectations of future EGPs (“unlocking”). We may have unlocking in other quarters as we become aware of information that warrants updating assumptions outside of our annual comprehensive review. We may also identify and implement actuarial modeling refinements that result in increases or decreases to the carrying values of DAC, VOBA, DSI, DFEL, embedded derivatives and reserves for life insurance and annuity products with living benefit and death benefit guarantees.

DAC, VOBA, DSI and DFEL are reviewed to ensure that the unamortized portion does not exceed the expected recoverable amounts.

#### Reinsurance

Our insurance companies enter into reinsurance agreements with other companies in the normal course of business. Assets and liabilities and premiums and benefits from certain reinsurance contracts that grant statutory surplus relief to other insurance companies are netted on our Consolidated Balance Sheets and Consolidated Statements of Comprehensive Income (Loss), respectively, because there is a right of offset. All other reinsurance agreements are reported on a gross basis on our Consolidated Balance Sheets as an asset for amounts recoverable from reinsurers or as a component of other liabilities for amounts, such as premiums, owed to the reinsurers, with the exception of Modco agreements for which the right of offset also exists. Reinsurance premiums and benefits paid or provided are accounted for on bases consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Premiums, benefits and DAC are reported net of insurance ceded.

## Goodwill

We recognize the excess of the purchase price, plus the fair value of any noncontrolling interest in the acquiree, over the fair value of identifiable net assets acquired as goodwill. Goodwill is not amortized, but is reviewed at least annually for indications of value impairment, with consideration given to financial performance and other relevant factors. We perform a two-step test in our evaluation of the carrying value of goodwill for each of our reporting units, if qualitative factors determine it is necessary to complete the two-step goodwill impairment test. The results of one test on one reporting unit cannot subsidize the results of another reporting unit. In Step 1 of the evaluation, the fair value of each reporting unit is determined and compared to the carrying value of the reporting unit. If the fair value is greater than the carrying value, then the carrying value of the reporting unit is deemed to be recoverable, and Step 2 is not required. If the fair value estimate is less than the carrying value, it is an indicator that impairment may exist, and Step 2 is required. In Step 2, the implied fair value of goodwill is determined for the reporting unit. The reporting unit's fair value as determined in Step 1 is assigned to all of its net assets (recognized and unrecognized) as if the reporting unit were acquired in a business combination as of the date of the impairment test. If the implied fair value of the reporting unit's goodwill is lower than its carrying amount, goodwill is impaired and written down to its fair value; and a charge is reported in impairment of intangibles on our Consolidated Statements of Comprehensive Income (Loss).

## Other Assets and Other Liabilities

Other assets consist primarily of DSI, specifically identifiable intangible assets, property and equipment owned by the Company, balances associated with corporate-owned and bank-owned life insurance, certain reinsurance assets, receivables resulting from sales of securities that had not yet settled as of the balance sheet date, debt issue costs and other prepaid expenses. Other liabilities consist primarily of current and deferred taxes, pension and other employee benefit liabilities, derivative instrument liabilities, certain reinsurance payables, payables resulting from purchases of securities that had not yet settled as of the balance sheet date, interest on borrowed funds and other accrued expenses.

The carrying values of specifically identifiable intangible assets are reviewed at least annually for indicators of impairment in value that are other-than-temporary, including unexpected or adverse changes in the following: the economic or competitive environments in which the company operates; profitability analyses; cash flow analyses; and the fair value of the relevant business operation. If there was an indication of impairment, then the discounted cash flow method would be used to measure the impairment, and the carrying value would be adjusted as necessary and reported in impairment of intangibles on our Consolidated Statements of Comprehensive Income (Loss). Sales force intangibles are attributable to the value of the new business distribution system acquired through business combinations. These assets are amortized on a straight-line basis over their useful life of 25 years. Federal Communications Commission ("FCC") licenses acquired through business combinations are not amortized.

Property and equipment owned for company use is carried at cost less allowances for depreciation. Provisions for depreciation of investment real estate and property and equipment owned for company use are computed principally on the straight-line method over the estimated useful lives of the assets, which include buildings, computer hardware and software and other property and equipment. We periodically review the carrying value of our long-lived assets,

including property and equipment, for impairment whenever events or circumstances indicate that the carrying amount of such assets may not be fully recoverable. For long-lived assets to be held and used, impairments are recognized when the carrying amount of a long-lived asset is not recoverable and exceeds its fair value. The carrying amount of a long-lived asset is not recoverable if it exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset. An impairment loss is measured as the amount by which the carrying amount of a long-lived asset exceeds its fair value.

Long-lived assets to be disposed of by abandonment or in an exchange for a similar productive long-lived asset are classified as held-for-use until they are disposed. Long-lived assets to be sold are classified as held-for-sale and are no longer depreciated. Certain criteria have to be met in order for the long-lived asset to be classified as held-for-sale, including that a sale is probable and expected to occur within one year. Long-lived assets classified as held-for-sale are recorded at the lower of their carrying amount or fair value less cost to sell.

#### Separate Account Assets and Liabilities

We maintain separate account assets, which are reported at fair value. The related liabilities are reported at an amount equivalent to the separate account assets. Investment risks associated with market value changes are borne by the contract holders, except to the extent of minimum guarantees made by the Company with respect to certain accounts.

We issue variable annuity contracts through our separate accounts for which investment income and investment gains and losses accrue directly to, and investment risk is borne by, the contract holder (traditional variable annuities). We also issue variable annuity and life contracts through separate accounts that include various types of guaranteed death benefit (“GDB”), guaranteed withdrawal benefit (“GWB”) and guaranteed income benefit (“GIB”) features. The GDB features include those where we contractually guarantee to the contract holder either: return of no less than total deposits made to the contract less any partial withdrawals (“return of net deposits”); total deposits made to the contract less any partial withdrawals plus a minimum return (“minimum return”); or the highest contract value on any contract anniversary date through age 80 minus any payments or withdrawals following the contract anniversary (“anniversary contract value”).

As discussed in Note 6, certain features of these guarantees are accounted for as embedded derivative reserves, whereas other guarantees are accounted for as benefit reserves. Other guarantees contain characteristics of both and are accounted for under an approach that

calculates the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each guaranteed living benefit (“GLB”) feature. We use derivative instruments to hedge our exposure to the risks and earnings volatility that result from the embedded derivatives for living benefits in certain of our variable annuity products. The change in fair value of these instruments tends to move in the opposite direction of the change in the value of the associated reserves. The net impact of these changes is reported as a component of realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

The “market consistent scenarios” used in the determination of the fair value of the GLB liability are similar to those used by an investment bank to value derivatives for which the pricing is not transparent and the aftermarket is nonexistent or illiquid. We use risk-neutral Monte Carlo simulations in our calculation to value the entire block of guarantees, which involve 100 unique scenarios per policy or approximately 43 million scenarios. The market consistent scenario assumptions, as of each valuation date, are those we view to be appropriate for a hypothetical market participant. The market consistent inputs include assumptions for the capital markets (e.g., implied volatilities, correlation among indices, risk-free swap curve, etc.), policyholder behavior (e.g., policy lapse, benefit utilization, mortality, etc.), risk margins, administrative expenses and a margin for profit. We believe these assumptions are consistent with those that would be used by a market participant; however, as the related markets develop we will continue to reassess our assumptions. It is possible that different valuation techniques and assumptions could produce a materially different estimate of fair value.

#### Future Contract Benefits and Other Contract Holder Funds

Future contract benefits represent liability reserves that we have established and carry based on estimates of how much we will need to pay for future benefits and claims. Other contract holder funds represent liabilities for fixed account values, including the fixed portion of variable, dividends payable, premium deposit funds, undistributed earnings on participating business and other contract holder funds as well the carrying value of DFEL discussed above.

The liabilities for future contract benefits and claim reserves for UL and VUL insurance policies consist of contract account balances that accrue to the benefit of the contract holders, excluding surrender charges. The liabilities for future insurance contract benefits and claim reserves for traditional life policies are computed using assumptions for investment yields, mortality and withdrawals based principally on generally accepted actuarial methods and assumptions at the time of contract issue. Investment yield assumptions for traditional direct individual life reserves for all contracts range from 2.25% to 7.75% depending on the time of contract issue. The investment yield assumptions for immediate and deferred paid-up annuities range from 1.50% to 13.50%. These investment yield assumptions are intended to represent an estimation of the interest rate experience for the period that these contract benefits are payable.

The liabilities for future claim reserves for variable annuity products containing GDB features are calculated by estimating the present value of total expected benefit payments over the life of the contract from inception divided by the present value of total expected assessments over the life of the contract (“benefit ratio”) multiplied by the cumulative assessments recorded from the contract inception through the balance sheet date less the cumulative GDB payments

plus interest on the liability. The change in the liability for a period is the benefit ratio multiplied by the assessments recorded for the period less GDB claims paid in the period plus interest. As experience or assumption changes result in a change in expected benefit payments or assessments, the benefit ratio is unlocked, that is, recalculated using the updated expected benefit payments and assessments over the life of the contract since inception. The revised benefit ratio is then applied to the liability calculation described above, with the resulting change in liability reported as benefit ratio unlocking.

With respect to our future contract benefits and other contract holder funds, we continually review overall reserve position, reserving techniques and reinsurance arrangements. As experience develops and new information becomes known, liabilities are adjusted as deemed necessary. The effects of changes in estimates are included in the operating results for the period in which such changes occur.

The business written or assumed by us includes participating life insurance contracts, under which the contract holder is entitled to share in the earnings of such contracts via receipt of dividends. The dividend scale for participating policies is reviewed annually and may be adjusted to reflect recent experience and future expectations. As of December 31, 2013 and 2012, participating policies comprised approximately 1% of the face amount of insurance in force, and dividend expenses were \$62 million, \$71 million and \$79 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Liabilities for the secondary guarantees on UL-type products are calculated by multiplying the benefit ratio by the cumulative assessments recorded from contract inception through the balance sheet date less the cumulative secondary guarantee benefit payments plus interest. If experience or assumption changes result in a new benefit ratio, the reserves are adjusted to reflect the changes in a manner similar to the unlocking of DAC, VOBA, DFEL and DSI. The accounting for secondary guarantee benefits impacts, and is impacted by, EGPs used to calculate amortization of DAC, VOBA, DFEL and DSI.

Future contract benefits on our Consolidated Balance Sheets include GLB features and remaining guaranteed interest and similar contracts that are carried at fair value, which represents approximate exit value including an estimate for our non-performance risk ("NPR"). Certain of these features have elements of both insurance benefits and embedded derivatives. Through our hybrid accounting approach, we assign benefits to the embedded derivative or insurance based on the life-contingent nature of the benefits. We classify these items in Level 3 within the hierarchy levels described above in "Fair Value Measurement."

The fair value of our indexed annuity contracts is based on their approximate surrender values.

## Borrowed Funds

LNC's short-term borrowings are defined as borrowings with contractual or expected maturities of one year or less. Long-term borrowings have contractual or expected maturities greater than one year.

## Deferred Gain on Business Sold Through Reinsurance

Our reinsurance operations were acquired by Swiss Re Life & Health America, Inc. ("Swiss Re") in December 2001 through a series of indemnity reinsurance transactions. We are recognizing the gain related to these transactions at the rate that earnings on the reinsured business are expected to emerge, over a period of 15 years from the date of sale.

## Commitments and Contingencies

Contingencies arising from environmental remediation costs, regulatory judgments, claims, assessments, guarantees, litigation, recourse reserves, fines, penalties and other sources are recorded when deemed probable and reasonably estimable.

## Fee Income

Fee income for investment and interest-sensitive life insurance contracts consist of asset-based fees, cost of insurance charges, percent of premium charges, contract administration charges and surrender charges that are assessed against contract holder account balances. Investment products consist primarily of individual and group variable and fixed deferred annuities. Interest-sensitive life insurance products include UL insurance, VUL insurance and other interest-sensitive life insurance policies. These products include life insurance sold to individuals, corporate-owned life insurance and bank-owned life insurance.

In bifurcating the embedded derivative of our GLB features on our variable annuity products, we attribute to the embedded derivative the portion of total fees collected from the contract holder that relate to the GLB riders (the "attributed fees"), which are not reported within fee income on our Consolidated Statements of Comprehensive Income (Loss). These attributed fees represent the present value of future claims expected to be paid for the GLB at the inception of the contract plus a margin that a theoretical market participant would include for risk/profit and are reported within realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss).

The timing of revenue recognition as it relates to fees assessed on investment contracts is determined based on the nature of such fees. Asset-based fees, cost of insurance and contract administration charges are assessed on a daily or monthly basis and recognized as revenue when assessed and earned. Percent of premium charges are assessed at the time of premium payment and recognized as revenue when assessed and earned. Certain amounts assessed that represent compensation for services to be provided in future periods are reported as unearned revenue and recognized in income over the periods benefited. Surrender charges are recognized upon surrender of a contract by the contract holder in accordance with contractual terms.

For investment and interest-sensitive life insurance contracts, the amounts collected from contract holders are considered deposits and are not included in revenue.

#### Insurance Premiums

Our insurance premiums for traditional life insurance and group insurance products are recognized as revenue when due from the contract holder. Our traditional life insurance products include those products with fixed and guaranteed premiums and benefits and consist primarily of whole life insurance, limited-payment life insurance, term life insurance and certain annuities with life contingencies. Our group non-medical insurance products consist primarily of term life, disability and dental.

#### Net Investment Income

Dividends and interest income, recorded in net investment income, are recognized when earned. Amortization of premiums and accretion of discounts on investments in debt securities are reflected in net investment income over the contractual terms of the investments in a manner that produces a constant effective yield.

For CLOs and MBS, included in the trading and AFS fixed maturity securities portfolios, we recognize income using a constant effective yield based on anticipated prepayments and the estimated economic life of the securities. When actual prepayments differ significantly from originally anticipated prepayments, the retrospective effective yield is recalculated to reflect actual payments to date and a catch up adjustment is recorded in the current period. In addition, the new effective yield, which reflects anticipated future payments, is used prospectively. Any adjustments resulting from changes in effective yield are reflected in net investment income on our Consolidated Statements of Comprehensive Income (Loss).

#### Realized Gain (Loss)

Realized gain (loss) on our Consolidated Statements of Comprehensive Income (Loss) includes realized gains and losses from the sale of investments, write-downs for other-than-temporary impairments of investments, certain derivative and embedded derivative gains and losses, gains and losses on the sale of subsidiaries and businesses and net gains and losses on reinsurance embedded derivatives and trading securities. Realized gains and losses on the sale of investments are determined using the specific identification method. Realized

116

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gain (loss) is recognized in net income, net of associated amortization of DAC, VOBA, DSI and DFEL. Realized gain (loss) is also net of allocations of investment gains and losses to certain contract holders and certain funds withheld on reinsurance arrangements for which we have a contractual obligation.

#### Other Revenues

Other revenues consists primarily of fees attributable to broker-dealer services recorded as earned at the time of sale, changes in the market value of our seed capital investments and communications sales recognized as earned, net of agency and representative commissions.

#### Interest Credited

Interest credited includes interest credited to contract holder account balances. Interest crediting rates associated with funds invested in the general account of LNC's insurance subsidiaries during 2011 through 2013 ranged from 1% to 10%.

#### Benefits

Benefits for UL and other interest-sensitive life insurance products include benefit claims incurred during the period in excess of contract account balances. Benefits also include the change in reserves for life insurance products with secondary guarantee benefits, annuity products with guaranteed death and living benefits, and certain annuities with life contingencies. For traditional life, group health and disability income products, benefits are recognized when incurred in a manner consistent with the related premium recognition policies.

#### Pension and Other Postretirement Benefit Plans

Pursuant to the accounting rules for our obligations to employees and agents under our various pension and other postretirement benefit plans, we are required to make a number of assumptions to estimate related liabilities and expenses. We use assumptions for the weighted-average discount rate and expected return on plan assets to estimate pension expense. The discount rate assumptions are determined using an analysis of current market information and the projected benefit flows associated with these plans. The expected long-term rate of return on plan assets is based on historical and projected future rates of return on the funds invested in the plan. The calculation of our accumulated postretirement benefit obligation also uses an assumption of weighted-average annual rate of increase in the per capita cost of covered benefits, which reflects a health care cost trend rate.

## Stock-Based Compensation

In general, we expense the fair value of stock awards included in our incentive compensation plans. As of the date our stock awards are approved, the fair value of stock options is determined using a Black-Scholes options valuation methodology, and the fair value of other stock awards is based upon the market value of the stock. The fair value of the awards is expensed over the performance or service period, which generally corresponds to the vesting period, and is recognized as an increase to common stock in stockholders' equity. We classify certain stock awards as liabilities. For these awards, the settlement value is classified as a liability on our Consolidated Balance Sheets, and the liability is marked-to-market through net income at the end of each reporting period. Stock-based compensation expense is reflected in commissions and other expenses on our Consolidated Statements of Comprehensive Income (Loss).

## Interest and Debt Expense

Interest expense on our short-term and long-term debt is recognized as due and any associated premiums, discounts, and costs are amortized (accrued) over the term of the related borrowing utilizing the effective interest method. In addition, gains or losses related to certain derivative instruments associated with debt are recognized in interest and debt expense during the period of the change.

## Income Taxes

We file a U.S. consolidated income tax return that includes all of our eligible subsidiaries. Ineligible subsidiaries file separate individual corporate tax returns. Subsidiaries operating outside of the U.S. are taxed, and income tax expense is recorded based on applicable foreign statutes. Deferred income taxes are recognized, based on enacted rates, when assets and liabilities have different values for financial statement and tax reporting purposes. A valuation allowance is recorded to the extent required. Considerable judgment and the use of estimates are required in determining whether a valuation allowance is necessary and, if so, the amount of such valuation allowance. In evaluating the need for a valuation allowance, we consider many factors, including: the nature and character of the deferred tax assets and liabilities; taxable income in prior carryback years; future reversals of temporary differences; the length of time carryovers can be utilized; and any tax planning strategies we would employ to avoid a tax benefit from expiring unused.

## Discontinued Operations

The results of operations of a component of the Company that either has been disposed of or is classified as held-for-sale are reported in income (loss) from discontinued operations, net of federal income taxes, for all periods presented if the operations and cash flows of the component have been or will be eliminated from our ongoing operations as a result of the disposal transaction and we will not have any significant continuing involvement in the operations.

## Foreign Currency Translation

The balance sheet accounts and income statement items of foreign subsidiaries, reported in functional currencies other than the U.S. dollar are translated at the current and average exchange rates for the year, respectively. Resulting translation adjustments and other translation adjustments for foreign currency transactions that affect cash flows are reported in accumulated OCI, a component of stockholders' equity.

## Earnings Per Share

Basic earnings per share ("EPS") is computed by dividing earnings available to common shareholders by the average common shares outstanding. Diluted EPS is computed assuming the conversion or exercise of dilutive convertible preferred securities, nonvested stock, stock options, performance share units and warrants outstanding during the year.

Our deferred compensation plans allow participants the option to diversify from LNC stock to other investment alternatives. When calculating our weighted-average dilutive shares, we presume the investment option will be settled in cash and exclude these shares from our calculation, unless the effect of settlement in shares would be more dilutive to our diluted EPS calculation.

For any period where a loss from continuing operations is experienced, shares used in the diluted EPS calculation represent basic shares because using diluted shares would be anti-dilutive to the calculation.

## 2. New Accounting Standards

### Adoption of New Accounting Standards

#### Balance Sheet Topic

In December 2011, the FASB issued Accounting Standards Update ("ASU") No. 2011-11, "Disclosures about Offsetting Assets and Liabilities" ("ASU 2011-11") to address certain comparability issues between financial statements prepared in accordance with GAAP and those prepared in accordance with International Financial Reporting Standards ("IFRS"). In January 2013, the FASB issued ASU No. 2013-01, "Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities" ("ASU 2013-01"), to provide information regarding the scope of the disclosures required by ASU 2011-11 to

the financial instruments and derivatives reported in an entity's financial statements. ASU 2011-11 requires an entity to provide enhanced disclosures about certain financial instruments and derivative instruments, as defined in ASU 2013-01, to enable users to understand the effects of offsetting in the financial statements as well as the effects of master netting arrangements on an entity's financial condition. We adopted the disclosure requirements of ASU 2011-11, after considering the scope clarification in ASU 2013-01, as of January 1, 2013, and have included the required disclosures for all comparative periods in Note 6.

#### Comprehensive Income Topic

In February 2013, the FASB issued ASU No. 2013-02, "Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income" ("ASU 2013-02"), which requires enhanced reporting of such amounts either on the face of the financial statements or in the notes to the financial statements. Under ASU 2013-02, the type of reclassification out of AOCI, as defined under current GAAP, will dictate whether the disclosure must provide the effect of the reclassification on the respective financial statement line items or whether cross-referencing to other disclosures that provide additional detail about the reclassification will be required. We adopted the disclosure requirements in ASU 2013-02 as of January 1, 2013, and have included the required disclosure in Note 14.

#### Derivatives and Hedging Topic

In July 2013, the FASB issued ASU No. 2013-10, "Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes" ("ASU 2013-10"), which permits the Fed Funds Effective Swap Rate to be used as a benchmark interest rate for hedge accounting purposes under the FASB ASC in addition to interest rates on direct Treasury obligations of the U.S. government and the LIBOR swap rate. We adopted the amendments in ASU 2013-10 prospectively for qualifying new or designated hedging relationships entered into, on, or after July 17, 2013. The adoption of ASU 2013-10 did not have an effect on our consolidated financial condition and results of operation.

#### Future Adoption of New Accounting Standards

#### Financial Services – Investment Companies Topic

In June 2013, the FASB issued ASU No. 2013-08, "Amendments to the Scope, Measurement, and Disclosure Requirements" ("ASU 2013-08"), which provides comprehensive accounting guidance for assessing whether an entity is an investment company. ASU 2013-08 requires an assessment of all the characteristics of an investment company through the use of a new two-tiered approach, which considers the entity's purpose and design to determine whether it

is an investment company. As a result of applying the new criteria in ASU 2013-08, an entity once considered an investment company may no longer meet the new criteria to be classified as such, and conversely, an entity not classified as an investment company under current GAAP may satisfy the criteria to be classified as such upon the adoption of

118

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ASU 2013-08. If an entity is no longer classified as an investment company, it must discontinue the application of investment company accounting guidance and present the change in status through a cumulative effect adjustment to the beginning balance of retained earnings in the period of adoption. If an entity becomes classified as an investment company, ASU 2013-08 should be applied prospectively with the effect of adoption recognized as an adjustment to opening net assets for the period of adoption. The amendments in ASU 2013-08 are effective for interim and annual reporting periods in fiscal years beginning after December 15, 2013, with early application prohibited. We will adopt the requirements in ASU 2013-08 effective January 1, 2014, and are currently evaluating the impact of adoption on our consolidated financial condition and results of operations.

#### Income Taxes Topic

In July 2013, the FASB issued ASU No. 2013-11, "Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists" ("ASU 2013-11") in order to explicitly define the financial statement presentation requirements in GAAP. ASU 2013-11 provides guidance on the presentation of unrecognized tax benefits when net operating loss carryforwards, similar tax losses, or tax credit carryforwards exist. The amendments in the ASU are effective prospectively for interim and annual reporting periods in fiscal years beginning after December 15, 2013, with early application permitted. We will adopt the requirements of ASU 2013-11 effective January 1, 2014, and will include the new disclosure requirements in the notes to our consolidated financial statements.

#### Investments – Equity Method and Joint Ventures

In January 2014, the FASB issued ASU No. 2014-01, "Accounting for Investments in Qualified Affordable Housing Projects" ("ASU 2014-01") in response to stakeholders' feedback that the presence of certain conditions in order to apply the effective yield method to investments in qualified affordable housing projects may be overly restrictive and could result in certain investments being accounted for under a method of accounting that may not fairly represent the economics of the investments. ASU 2014-01 allows entities to make an accounting policy election to account for investments in qualified affordable housing projects using the proportional amortization method if certain conditions are met. The conditions in ASU 2014-01 have been modified from the current GAAP requirements allowing for the application of the effective yield method, to enable more entities to make use of the proportional amortization method. The decision to apply the proportional amortization method should be applied consistently to all investments in qualified affordable housing projects rather than on an individual investment basis. The amendments in this ASU are to be applied retrospectively for interim and annual reporting periods beginning after December 15, 2014; however, a reporting entity that uses the effective yield method to account for investments in qualified affordable housing projects before the date of adoption may continue to apply the effective yield method for those preexisting investments. We will adopt the requirements of ASU 2014-01 effective January 1, 2015, and are currently evaluating the impact of adoption on our consolidated financial condition and results of operations.

#### Other Expenses Topic

In July 2011, the FASB issued ASU No. 2011-06, "Fees Paid to the Federal Government by Health Insurers" ("ASU 2011-06") in order to address the question of how health insurers should recognize and classify fees mandated by the Patient Protection and Affordable Care Act as amended by the Health Care and Education Reconciliation Act. The annual fee is imposed on health insurers for each calendar year beginning on or after January 1, 2014, and is payable no later than September 30 of the applicable year. If a fee payment is required in the applicable year, ASU 2011-06 requires the health insurer to record the liability in full with a corresponding deferred cost that is amortized to expense using a straight-line method of allocation over the applicable year. The ASU indicates that the annual fee does not meet the definition of an acquisition cost in accordance with Topic 944 of the FASB ASC. The amendments in ASU 2011-06 are effective for calendar years beginning after December 31, 2013, when the fee initially becomes effective. We will adopt the requirements of ASU 2011-06 effective January 1, 2014. The amendments will not have a material effect on our consolidated financial condition and results of operations.

### 3. Dispositions

#### Newton County Loan & Savings, FSB ("NCLS")

On November 30, 2011, we completed the liquidation of NCLS, a federally regulated savings bank located in Indiana, which did not have a material effect on our consolidated financial condition or results of operations.

#### Discontinued Investment Management Operations

On January 4, 2010, we closed on the stock sale of our subsidiary Delaware Management Holdings, Inc. ("Delaware"), which provided investment products and services to individuals and institutions, to Macquarie Bank Limited.

In addition, certain of our subsidiaries, including The Lincoln National Life Insurance Company ("LNL"), our primary insurance subsidiary, entered into investment advisory agreements with Delaware, pursuant to which Delaware will continue to manage the majority of the general account insurance assets of the subsidiaries. The investment advisory agreements have 10-year terms, and we may terminate them without cause, subject to a purchase price adjustment of up to \$50 million, the amount of which is dependent on the timing of any termination and which agreements are terminated. The amount of the potential adjustment will decline on a pro rata basis over the 10-year term of the advisory agreements.



We reclassified the results of operations of Delaware into income (loss) from discontinued operations, net of federal income taxes, for all periods presented on our Consolidated Statements of Comprehensive Income (Loss), and selected amounts (in millions) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Disposal			
Gain (loss) on disposal, before federal income taxes	\$ -	\$ (1)	\$ (3)
Federal income tax expense (benefit)	-	(28)	5
Gain (loss) on disposal	-	27	(8)
Income (loss) from discontinued operations	\$ -	\$ 27	\$ (8)

The income from discontinued operations for the year ended December 31, 2012, related to the release of reserves associated with prior tax years that were closed out during the year and a purchase price adjustment associated with the termination of a portion of the investment advisory agreement with Delaware. The loss from discontinued operations for the year ended December 31, 2011, related to an unfavorable tax return true-up from the prior year.

#### 4. Variable Interest Entities

##### Consolidated VIEs

##### Credit-Linked Notes (“CLNs”)

We have invested in the Class 1 notes of two CLN structures, which represent special purpose trusts combining asset-backed securities with credit default swaps to produce multi-class structured securities. The CLN structures also include subordinated Class 2 notes, which are held by third parties, and, together with the Class 1 notes, represent 100% of the outstanding notes of the CLN structures. The entities that issued the CLNs are financed by the note holders, and, as such, the note holders participate in the expected losses and residual returns of the entities.

Because the note holders do not have voting rights or similar rights, we determined the entities issuing the CLNs are VIEs, and as a note holder, our interest represented a variable interest. We have the power to direct the most significant activity affecting the performance of both CLN structures, as we have the ability to actively manage the reference portfolios underlying the credit default swaps. In addition, we receive returns from the CLN structures and may absorb losses that could potentially be significant to the CLN structures. As such, we concluded that we are the primary beneficiary of the VIEs associated with the CLNs. We reflect the assets and liabilities on our Consolidated Balance Sheets and recognize the results of operations of these VIEs on our Consolidated Statements of Comprehensive Income (Loss).

As a result of consolidating the CLNs, we also consolidate the derivative instruments in the CLN structures. The credit default swaps create variability in the CLN structures and expose the note holders to the credit risk of the referenced portfolio. The contingent forward contracts transfer a portion of the loss in the underlying fixed maturity corporate asset-backed credit card loan securities back to the counterparty after credit losses reach our attachment point.

The following summarizes information regarding the CLN structures (dollars in millions) as of December 31, 2013:

	Amount and Date of Issuance	
	\$400	\$200
	December 2006	April 2007
Original attachment point (subordination)	5.50%	2.05%
Current attachment point (subordination)	4.17%	1.48%
Maturity	12/20/2016	3/20/2017
Current rating of tranche	BB+	Ba2
Current rating of underlying collateral pool	Aa1-B1	Aaa-Caa2
Number of defaults in underlying collateral pool	2	2
Number of entities	124	99
Number of countries	20	21

There has been no event of default on the CLNs themselves. Based upon our analysis, the remaining subordination as represented by the attachment point should be sufficient to absorb future credit losses, subject to changing market conditions. Similar to other debt market instruments, our maximum principal loss is limited to our original investment.



The following summarizes the exposure of the CLN structures' underlying reference portfolios by industry and rating as of December 31, 2013:

	AAA	AA	A	BBB	BB	B	CCC	Total
Industry								
Financial intermediaries	0.0%	2.1%	6.7%	1.7%	0.0%	0.0%	0.0%	10.5%
Telecommunications	0.0%	0.0%	4.0%	5.5%	1.5%	0.0%	0.0%	11.0%
Oil and gas	0.3%	2.1%	1.0%	4.6%	0.0%	0.0%	0.0%	8.0%
Utilities	0.0%	0.0%	2.6%	1.9%	0.0%	0.0%	0.0%	4.5%
Chemicals and plastics	0.0%	0.0%	2.3%	1.2%	0.3%	0.0%	0.0%	3.8%
Drugs	0.3%	2.2%	1.2%	0.0%	0.0%	0.0%	0.0%	3.7%
Retailers (except food and drug)	0.0%	0.0%	2.1%	0.9%	0.5%	0.0%	0.0%	3.5%
Industrial equipment	0.0%	0.0%	2.6%	0.7%	0.0%	0.0%	0.0%	3.3%
Sovereign	0.0%	0.7%	1.2%	1.3%	0.0%	0.0%	0.0%	3.2%
Conglomerates	0.0%	2.3%	0.9%	0.0%	0.0%	0.0%	0.0%	3.2%
Forest products	0.0%	0.0%	0.0%	1.6%	1.4%	0.0%	0.0%	3.0%
Other	0.0%	4.1%	15.5%	17.1%	4.6%	0.7%	0.3%	42.3%
Total	0.6%	13.5%	40.1%	36.5%	8.3%	0.7%	0.3%	100.0%

#### Statutory Trust Note

In August 2011, we purchased a \$100 million note issued by a statutory trust ("Issuer") in a private placement offering. The proceeds were used by the Issuer to purchase U.S. Treasury securities to be held as collateral assets supporting an excess mortality swap. Our maximum exposure to loss is limited to our original investment in the notes. We have concluded that the Issuer of the note is a VIE as the entity does not have sufficient equity to support its activities without additional financial support, and as a note holder, our interest represents a variable interest. In our evaluation of the primary beneficiary, we concluded that our economic interest was greater than our stated power. As a result, we concluded that we are the primary beneficiary of the VIE and consolidated all of the assets and liabilities of the Issuer on our Consolidated Balance Sheets as of August 1, 2011.

On December 16, 2013, the excess mortality swap underlying this VIE was terminated as a result of a cancellation event under the associated swap agreement. Subsequently, the U.S. government bonds were redeemed on January 6, 2014. The combination of these two events, under the direction of LNC and its counterparty, has provided for the dissolution of this VIE effective January 6, 2014.

Lincoln Financial Limited Liability Company I

In July 2013, we formed a new limited liability company, Lincoln Financial Limited Liability Company I (“LFLLCI”), and we became the sole equity owner of LFLLCI through our capital contribution. The activities of LFLLCI relate solely to our reinsurance subsidiary, the Lincoln Reinsurance Company of Vermont V (“LRCVV”), and primarily are to acquire, hold and issue notes as well as pay and collect interest on the notes. We concluded that LFLLCI is a VIE and that LNC is the primary beneficiary as we have the power to direct the most significant activities affecting the performance of LFLLCI. We do not expect the financial results of LFLLCI to have a material effect on our consolidated results of operations or financial condition.

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

	As of December 31, 2013			As of December 31, 2012		
	Number of Instruments	Notional Amounts	Carrying Value	Number of Instruments	Notional Amounts	Carrying Value
<b>Assets</b>						
Fixed maturity securities:						
Asset-backed credit card loans	N/A	\$ -	\$ 595	N/A	\$ -	\$ 598
U.S. government bonds	N/A	-	102	N/A	-	110
Excess mortality swap	-	-	-	1	100	-
Total return swap	1	361	-	-	-	-
Total assets (1)	1	\$ 361	\$ 697	1	\$ 100	\$ 708
<b>Liabilities</b>						
Non-qualifying hedges:						
Credit default swaps	2	\$ 600	\$ 27	2	\$ 600	\$ 128
Contingent forwards	2	-	-	2	-	-
Total liabilities (2)	4	\$ 600	\$ 27	4	\$ 600	\$ 128

(1) Reported in variable interest entities' fixed maturity securities on our Consolidated Balance Sheets.

(2) Reported in variable interest entities' liabilities on our Consolidated Balance Sheets.

For details related to the fixed maturity AFS securities for these VIEs, see Note 5.

As described more fully in Note 1, we regularly review our investment holdings for OTTI. Based upon this review, we believe that the AFS fixed maturity securities were not other-than-temporarily impaired as of December 31, 2013.

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

	For the Years Ended December 31, 2013 2012	
Non-Qualifying Hedges		

Credit default swaps	\$ 101	\$ 166
Contingent forwards	-	(3)
Total non-qualifying hedges (1)	\$ 101	\$ 163

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

#### Unconsolidated VIEs

Effective December 31, 2010, we issued a \$500 million long-term senior note in exchange for a corporate bond AFS security of like principal and duration from a non-affiliated VIE whose primary activities are to acquire, hold and issue notes and loans, as well as pay and collect interest on the notes and loans. We have concluded that we are not the primary beneficiary of this VIE because we do not have power over the activities that most significantly affect its economic performance. In addition, the terms of the senior note provide us with a set-off right to the corporate bond AFS security we purchased from the VIE; therefore, neither appears on our Consolidated Balance Sheets. We assigned the corporate bond AFS security to one of our subsidiaries and issued a guarantee to our subsidiary for the timely payment of the corporate bond's principal.

Through our investment activities, we make passive investments in structured securities issued by VIEs for which we are not the manager. These structured securities include our RMBS, CMBS, CLOs and CDOs. We have not provided financial or other support with respect to these VIEs other than our original investment. We have determined that we are not the primary beneficiary of these VIEs due to the relative size of our investment in comparison to the principal amount of the structured securities issued by the VIEs and the level of credit subordination that reduces our obligation to absorb losses or right to receive benefits. Our maximum exposure to loss on these structured securities is limited to the amortized cost for these investments. We recognize our variable interest in these VIEs at fair value on our Consolidated Balance Sheets. For information about these structured securities, see Note 5.

We invest in certain LPs that operate qualified affordable housing projects that we concluded are VIEs. We receive returns from the LPs in the form of income tax credits that are guaranteed by creditworthy third parties, and our exposure to loss is limited to the capital we

invest in the LPs. We are not the primary beneficiary of these VIEs as we do not have the power to direct the most significant activities of the LPs. Our maximum exposure to loss was \$77 million and \$92 million as of December 31, 2013 and 2012, respectively.

## 5. Investments

### AFS Securities

Pursuant to the Fair Value Measurements and Disclosures Topic of the FASB ASC, we have categorized AFS securities into a three-level hierarchy, based on the priority of the inputs to the respective valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3), as described in Note 1, which also includes additional disclosures regarding our fair value measurements.

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

	As of December 31, 2013				Fair Value
	Amortized Cost	Gross Gains	Unrealized Losses	OTTI	
Fixed maturity securities:					
Corporate bonds	\$ 65,808	\$ 4,374	\$ 1,157	\$ 90	\$ 68,935
U.S. government bonds	355	26	14	-	367
Foreign government bonds	505	45	1	-	549
RMBS	4,135	256	10	31	4,350
CMBS	713	36	4	17	728
CLOs	232	-	1	6	225
State and municipal bonds	3,638	308	27	-	3,919
Hybrid and redeemable preferred securities	967	89	51	-	1,005
VIEs' fixed maturity securities	682	15	-	-	697
Total fixed maturity securities	77,035	5,149	1,265	144	80,775
Equity securities	182	19	-	-	201
Total AFS securities	\$ 77,217	\$ 5,168	\$ 1,265	\$ 144	\$ 80,976



	As of December 31, 2012				Fair Value
	Amortized Cost	Gross Gains	Unrealized Losses	OTTI	
Fixed maturity securities:					
Corporate bonds	\$ 60,124	\$ 8,219	\$ 219	\$ 108	\$ 68,016
U.S. government bonds	383	59	-	-	442
Foreign government bonds	562	92	-	-	654
RMBS	5,763	471	3	60	6,171
CMBS	970	68	16	19	1,003
CLOs	189	2	3	8	180
State and municipal bonds	3,546	814	7	-	4,353
Hybrid and redeemable preferred securities	1,181	106	70	-	1,217
VIEs' fixed maturity securities	677	31	-	-	708
Total fixed maturity securities	73,395	9,862	318	195	82,744
Equity securities	137	22	2	-	157
Total AFS securities	\$ 73,532	\$ 9,884	\$ 320	\$ 195	\$ 82,901

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The amortized cost and fair value of fixed maturity AFS securities by contractual maturities (in millions) as of December 31, 2013, were as follows:

	Amortized Cost	Fair Value
Due in one year or less	\$ 2,599	\$ 2,670
Due after one year through five years	14,301	15,461
Due after five years through ten years	24,680	25,621
Due after ten years	30,375	31,720
Subtotal	71,955	75,472
MBS	4,848	5,078
CLOs	232	225
Total fixed maturity AFS securities	\$ 77,035	\$ 80,775

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

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

	As of December 31, 2013					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	
	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI	Fair Value	Gross Unrealized Losses and OTTI
Fixed maturity securities:						
Corporate bonds	\$ 16,918	\$ 1,018	\$ 1,258	\$ 229	\$ 18,176	\$ 1,247
U.S. government bonds	163	14	-	-	163	14
Foreign government bonds	69	1	-	-	69	1
RMBS	488	17	267	24	755	41
CMBS	109	7	43	14	152	21
CLOs	136	2	50	5	186	7
State and municipal bonds	377	20	24	7	401	27
Hybrid and redeemable preferred securities	62	6	197	45	259	51
Total fixed maturity securities	18,322	1,085	1,839	324	20,161	1,409
Equity securities	-	-	-	-	-	-

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Total AFS securities	\$ 18,322	\$ 1,085	\$ 1,839	\$ 324	\$ 20,161	\$ 1,409
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Total number of AFS securities in an unrealized loss position						1,484
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124

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	As of December 31, 2012					
	Less Than or Equal to Twelve Months		Greater Than Twelve Months		Total	
	Gross Unrealized Losses and OTTI		Gross Unrealized Losses and OTTI		Fair Value	Gross Unrealized Losses and OTTI
	Fair Value	OTTI	Fair Value	OTTI	Fair Value	OTTI
Fixed maturity securities:						
Corporate bonds	\$ 2,853	\$ 145	\$ 934	\$ 182	\$ 3,787	\$ 327
RMBS	272	39	199	24	471	63
CMBS	66	16	113	19	179	35
CLOs	10	8	53	3	63	11
State and municipal bonds	64	1	24	6	88	7
Hybrid and redeemable preferred securities	71	3	293	67	364	70
Total fixed maturity securities	3,336	212	1,616	301	4,952	513
Equity securities	7	2	-	-	7	2
Total AFS securities	\$ 3,343	\$ 214	\$ 1,616	\$ 301	\$ 4,959	\$ 515
Total number of AFS securities in an unrealized loss position						626

For information regarding our investments in VIEs, see Note 4.

We perform detailed analysis on the AFS securities backed by pools of residential and commercial mortgages that are most at risk of impairment based on factors discussed in Note 1. Selected information for these securities in a gross unrealized loss position (in millions) was as follows:

	As of December 31, 2013		
	Amortized Cost	Fair Value	Unrealized Loss
Total			
AFS securities backed by pools of residential mortgages	\$ 1,261	\$ 1,146	\$ 115
AFS securities backed by pools of commercial mortgages	193	169	24
Total	\$ 1,454	\$ 1,315	\$ 139

Subject to Detailed Analysis

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AFS securities backed by pools of residential mortgages	\$ 933	\$ 833	\$ 100
AFS securities backed by pools of commercial mortgages	29	24	5
Total	\$ 962	\$ 857	\$ 105

	As of December 31, 2012		
	Amortized Cost	Fair Value	Unrealized Loss
Total			
AFS securities backed by pools of residential mortgages	\$ 1,181	\$ 980	\$ 201
AFS securities backed by pools of commercial mortgages	236	192	44
Total	\$ 1,417	\$ 1,172	\$ 245
Subject to Detailed Analysis			
AFS securities backed by pools of residential mortgages	\$ 1,173	\$ 972	\$ 201
AFS securities backed by pools of commercial mortgages	56	40	16
Total	\$ 1,229	\$ 1,012	\$ 217

For the years ended December 31, 2013 and 2012, we recorded OTTI for AFS securities backed by pools of residential and commercial mortgages of \$21 million and \$103 million, pre-tax, respectively, and before associated amortization expense for DAC, VOBA, DSI and DFEL, of which \$ (46) million and \$ (45) million, respectively, was recognized in OCI and \$67 million and \$148 million, respectively, was recognized in net income (loss).

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

	As of December 31, 2013			
	Fair	Gross Unrealized	OTTI	Number of Securities
	Value	Losses	(1)	(1)
Less than six months	\$ 1	\$ 1	\$ -	4
Six months or greater, but less than nine months	7	3	-	1
Nine months or greater, but less than twelve months	59	19	-	4
Twelve months or greater	349	92	81	92
Total	\$ 416	\$ 115	\$ 81	101

	As of December 31, 2012			
	Fair	Gross Unrealized	OTTI	Number of Securities
	Value	Losses	(1)	(1)
Less than six months	\$ 34	\$ 9	\$ 1	14
Nine months or greater, but less than twelve months	15	10	-	3
Twelve months or greater	395	179	128	131
Total	\$ 444	\$ 198	\$ 129	148

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

We regularly review our investment holdings for OTTI. Our gross unrealized losses, including the portion of OTTI recognized in OCI, on AFS securities increased \$894 million for the year ended December 31, 2013. As discussed further below, we believe the unrealized loss position as of December 31, 2013, did not represent OTTI as (i) we did not intend to sell these fixed maturity AFS securities; (ii) it is not more likely than not that we will be required to sell the fixed maturity AFS securities before recovery of their amortized cost basis; (iii) the estimated future cash flows were equal to or greater than the amortized cost basis of the debt securities; and (iv) we had the ability and intent to hold the equity AFS securities for a period of time sufficient for recovery.

Based upon this evaluation as of December 31, 2013, management believes we have the ability to generate adequate amounts of cash from our normal operations (e.g., insurance premiums and fees and investment income) to meet cash requirements with a prudent margin of safety without requiring the sale of our temporarily-impaired securities.

As of December 31, 2013, the unrealized losses associated with our corporate bond securities were attributable primarily to securities that were backed by commercial loans and individual issuer companies. For our corporate bond securities with commercial loans as the underlying collateral, we evaluated the projected credit losses in the underlying collateral and concluded that we had sufficient subordination or other credit enhancement when compared with our estimate of credit losses for the individual security and we expected to recover the entire amortized cost for each security. For individual issuers, we performed detailed analysis of the financial performance of the issuer and determined that we expected to recover the entire amortized cost for each security.

As of December 31, 2013, the unrealized losses associated with our MBS and CLOs were attributable primarily to collateral losses and credit spreads. We assessed for credit impairment using a cash flow model that incorporates key assumptions including default rates, severities and prepayment rates. We estimated losses for a security by forecasting the underlying loans in each transaction. The forecasted loan performance was used to project cash flows to the various tranches in the structure, as applicable. Our forecasted cash flows also considered, as applicable, independent industry analyst reports and forecasts, sector credit ratings and other independent market data. Based upon our assessment of the expected credit losses of the security given the performance of the underlying collateral compared to our subordination or other credit enhancement, we expected to recover the entire amortized cost basis of each temporarily impaired security.

As of December 31, 2013, the unrealized losses associated with our hybrid and redeemable preferred securities were attributable primarily to wider credit spreads caused by illiquidity in the market and subordination within the capital structure, as well as credit risk of specific issuers. For our hybrid and redeemable preferred securities, we evaluated the financial performance of the issuer based upon credit performance and investment ratings and determined that we expected to recover the entire amortized cost of each security.

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

	For the Years Ended December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 424	\$ 390	\$ 319
Increases attributable to:			
Credit losses on securities for which an OTTI was not previously recognized	39	108	55
Credit losses on securities for which an OTTI was previously recognized	43	62	71
Decreases attributable to:			
Securities sold	(102)	(136)	(55)
Balance as of end-of-year	\$ 404	\$ 424	\$ 390

During 2013, 2012 and 2011, we recorded credit losses on securities for which an OTTI was not previously recognized as we determined the cash flows expected to be collected would not be sufficient to recover the entire amortized cost basis of the debt security. The credit losses we recorded on securities for which an OTTI was not previously recognized were attributable primarily to one or a combination of the following reasons:

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

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

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



As of December 31, 2013

	Gross Unrealized Losses			Fair Value	OTTI in Credit Losses
	Amortized Cost	Gains	and OTTI		
Corporate bonds	\$ 265	\$ 18	\$ 49	\$ 234	\$ 133
RMBS	550	18	18	550	184
CMBS	35	4	12	27	87
Total	\$ 850	\$ 40	\$ 79	\$ 811	\$ 404

As of December 31, 2012

	Gross Unrealized Losses			Fair Value	OTTI in Credit Losses
	Amortized Cost	Gains	and OTTI		
Corporate bonds	\$ 299	\$ 4	\$ 98	\$ 205	\$ 104
RMBS	636	22	40	618	227
CMBS	41	1	16	26	93
Total	\$ 976	\$ 27	\$ 154	\$ 849	\$ 424

## Trading Securities

Trading securities at fair value (in millions) consisted of the following:

	As of December 31,	
	2013	2012
Fixed maturity securities:		
Corporate bonds	\$ 1,771	\$ 1,929
U.S. government bonds	272	310
Foreign government bonds	24	31
RMBS	155	192
CMBS	7	17
CLOs	2	4
State and municipal bonds	21	27
Hybrid and redeemable preferred securities	30	42
Total fixed maturity securities	2,282	2,552
Equity Securities	-	2
Total trading securities	\$ 2,282	\$ 2,554

The portion of the market adjustment for gains (losses) that relate to trading securities still held as of December 31, 2013, 2012 and 2011, was \$(172) million, \$53 million and \$118 million, respectively.

## Mortgage Loans on Real Estate

Mortgage loans on real estate principally involve commercial real estate. The commercial loans are geographically diversified throughout the U.S. with the largest concentrations in California and Texas, which accounted for 32% of mortgage loans on real estate as of December 31, 2013 and 2012.

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

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	As of December	
	31,	
	2013	2012
Current	\$ 7,200	\$ 7,011
60 to 90 days past due	4	8
Greater than 90 days past due	3	24
Valuation allowance associated with impaired mortgage loans on real estate	(3)	(21)
Unamortized premium (discount)	6	7
Total carrying value	\$ 7,210	\$ 7,029

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

	As of	
	December	
	31,	
	2013	2012
Number of impaired mortgage loans on real estate	3	10
Principal balance of impaired mortgage loans on real estate	\$ 27	\$ 75
Valuation allowance associated with impaired mortgage loans on real estate	(3)	(21)
Carrying value of impaired mortgage loans on real estate	\$ 24	\$ 54

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

	As of December 31,	
	2013	2012
Balance as of beginning-of-year	\$ 21	\$ 31
Additions	3	14
Charge-offs, net of recoveries	(21)	(24)
Balance as of end-of-year	\$ 3	\$ 21

The average carrying value on the impaired mortgage loans on real estate (in millions) was as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Average carrying value for impaired mortgage loans on real estate	\$ 34	\$ 51	\$ 57
Interest income recognized on impaired mortgage loans on real estate	2	1	2
Interest income collected on impaired mortgage loans on real estate	2	1	2

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

	As of December 31, 2013			As of December 31, 2012		
	Principal Amount	% of Total	Debt-Service Coverage Ratio	Principal Amount	% of Total	Debt-Service Coverage Ratio
Less than 65%	\$ 6,026	83.6%	1.78	\$ 5,677	80.6%	1.68
65% to 74%	744	10.3%	1.42	897	12.7%	1.39
75% to 100%	402	5.6%	0.83	386	5.5%	0.84
Greater than 100%	35	0.5%	0.78	83	1.2%	0.66
Total mortgage loans on real estate	\$ 7,207	100.0%		\$ 7,043	100.0%	

### Alternative Investments

As of December 31, 2013 and 2012, alternative investments included investments in 121 and 98 different partnerships, respectively, and the portfolio represented approximately 1% of our overall invested assets.

### Net Investment Income

The major categories of net investment income (in millions) on our Consolidated Statements of Comprehensive Income (Loss) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Fixed maturity AFS securities	\$ 3,976	\$ 3,910	\$ 3,842
Equity AFS securities	6	6	5
Trading securities	137	147	154
Mortgage loans on real estate	388	397	408
Real estate	13	16	22
Standby real estate equity commitments	-	-	1
Policy loans	155	163	165
Invested cash	3	4	4
Commercial mortgage loan prepayment and bond make-whole premiums	117	48	82
Alternative investments	86	125	90

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Consent fees	4	4	3
Other investments	(9)	(19)	(13)
Investment income	4,876	4,801	4,763
Investment expense	(122)	(103)	(111)
Net investment income	\$ 4,754	\$ 4,698	\$ 4,652

129

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## Realized Gain (Loss) Related to Certain Investments

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

	For the Years Ended		
	December 31,		
	2013	2012	2011
Fixed maturity AFS securities:			
Gross gains	\$ 21	\$ 16	\$ 86
Gross losses	(94)	(202)	(227)
Equity AFS securities:			
Gross gains	8	1	12
Gross losses	(2)	(9)	-
Gain (loss) on other investments	(3)	2	(9)
Associated amortization of DAC, VOBA, DSI and DFEL and changes in other contract holder funds	(28)	2	(10)
Total realized gain (loss) related to certain investments	\$ (98)	\$ (190)	\$ (148)

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

	For the Years Ended		
	December 31,		
	2013	2012	2011
OTTI Recognized in Net Income (Loss)			
Fixed maturity securities:			
Corporate bonds	\$ (35)	\$ (65)	\$ (14)
RMBS	(31)	(53)	(79)
CMBS	(15)	(55)	(57)
CRE CDOs	(1)	(2)	(1)
Hybrid and redeemable preferred securities	-	-	(2)
Total fixed maturity securities	(82)	(175)	(153)
Equity securities	(1)	(8)	-
Gross OTTI recognized in net income (loss)	(83)	(183)	(153)
Associated amortization of DAC, VOBA, DSI, and DFEL	13	30	29

Net OTTI recognized in net income (loss), pre-tax	\$ (70)	\$ (153)	\$ (124)
Portion of OTTI Recognized in OCI			
Gross OTTI recognized in OCI	\$ 11	\$ 121	\$ 58
Change in DAC, VOBA, DSI and DFEL	(1)	(15)	(13)
Net portion of OTTI recognized in OCI, pre-tax	\$ 10	\$ 106	\$ 45

#### Determination of Credit Losses on Corporate Bonds and CLOs

As of December 31, 2013 and 2012, we reviewed our corporate bond and CLO portfolios for potential shortfall in contractual principal and interest based on numerous subjective and objective inputs. The factors used to determine the amount of credit loss for each individual security, include, but are not limited to, near term risk, substantial discrepancy between book and market value, sector or company-specific volatility, negative operating trends and trading levels wider than peers.

Credit ratings express opinions about the credit quality of a security. Securities rated investment grade, that is those rated BBB- or higher by Standard & Poor's ("S&P") Rating Services or Baa3 or higher by Moody's Investors Service ("Moody's"), are generally considered by the rating agencies and market participants to be low credit risk. As of December 31, 2013 and 2012, 96% of the fair value of our corporate bond portfolio was rated investment grade. As of December 31, 2013 and 2012, the portion of our corporate bond portfolio rated below investment grade had an amortized cost of \$3.0 billion, and a fair value of \$2.9 billion. As of December 31, 2013 and 2012, 94% and 93%, respectively, of the fair value of our CLO portfolio was rated investment grade. As of December 31, 2013 and 2012, the portion of our CLO portfolio rated below investment grade had an amortized cost of \$16 million and \$21 million, respectively, and fair value of \$13 million. Based upon the analysis discussed above, we believed as of December 31, 2013 and 2012, that we would recover the amortized cost of each investment grade corporate bond and CLO security.

#### Determination of Credit Losses on MBS

As of December 31, 2013 and 2012, default rates were projected by considering underlying MBS loan performance and collateral type. Projected default rates on existing delinquencies vary between 10% to 100% depending on loan type and severity of delinquency



status. In addition, we estimate the potential contributions of currently performing loans that may become delinquent in the future based on the change in delinquencies and loan liquidations experienced in the recent history. Finally, we develop a default rate timing curve by aggregating the defaults for all loans in the pool (delinquent loans, foreclosure and real estate owned and new delinquencies from currently performing loans) and the associated loan-level loss severities.

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

### Payables for Collateral on Investments

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

	As of December 31, 2013		As of December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Collateral payable held for derivative investments (1)	\$ 638	\$ 638	\$ 2,567	\$ 2,567
Securities pledged under securities lending agreements (2)	184	178	197	189
Securities pledged under repurchase agreements (3)	530	553	280	294
Securities pledged for Term Asset-Backed Securities Loan Facility ("TALF") (4)	36	49	37	52
Investments pledged for Federal Home Loan Bank of Indianapolis ("FHLBI") (5)	1,850	3,127	1,100	1,936
Total payables for collateral on investments	\$ 3,238	\$ 4,545	\$ 4,181	\$ 5,038

(1) We obtain collateral based upon contractual provisions with our counterparties. These agreements take into consideration the counterparties' credit rating as compared to ours, the fair value of the derivative investments and specified thresholds that if exceeded result in the receipt of cash that is typically invested in cash and invested cash. See Note 6 for additional information.

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

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

(4) Our pledged securities for TALF are included in fixed maturity AFS securities on our Consolidated Balance Sheets. We obtain collateral in an amount that has typically averaged 90% of the fair value of the TALF securities. The cash received in these transactions is invested in fixed maturity AFS securities.

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

For information related to balance sheet offsetting of our securities lending and repurchase agreements, see Note 6.

Increase (decrease) in payables for collateral on investments (in millions) included on the Consolidated Statements of Cash Flows consisted of the following:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Collateral payable held for derivative investments	\$ (1,929)	\$ (413)	\$ 2,180
Securities pledged under securities lending agreements	(13)	(3)	1
Securities pledged under repurchase agreements	250	-	-
Securities pledged for TALF	(1)	(136)	(107)
Investments pledged for FHLBI	750	1,000	-
Total increase (decrease) in payables for collateral on investments	\$ (943)	\$ 448	\$ 2,074

## Investment Commitments

As of December 31, 2013, our investment commitments were \$868 million, which included \$411 million of LPs, \$372 million of private placement securities and \$85 million of mortgage loans on real estate.

## Concentrations of Financial Instruments

As of December 31, 2013 and 2012, our most significant investments in one issuer were our investments in securities issued by the Federal Home Loan Mortgage Corporation with a fair value of \$2.6 billion and \$3.8 billion, respectively, or 3% and 4% of our invested assets portfolio, respectively, and our investments in securities issued by Fannie Mae with a fair value of \$1.7 billion and \$2.2 billion, respectively, or 2% of our invested assets portfolio. These investments are included in corporate bonds in the tables above.

As of December 31, 2013 and 2012, our most significant investments in one industry were our investment securities in the electric industry with a fair value of \$8.7 billion, or 9% of our invested assets portfolio, and our investment securities in the banking industry with a fair value of \$5.0 billion, or 5% of our invested assets portfolio. We utilized the industry classifications to obtain the concentration of financial instruments amount; as such, this amount will not agree to the AFS securities table above.

## 6. Derivative Instruments

We maintain an overall risk management strategy that incorporates the use of derivative instruments to minimize significant unplanned fluctuations in earnings that are caused by interest rate risk, foreign currency exchange risk, equity market risk, default risk, basis risk and credit risk. We assess these risks by continually identifying and monitoring changes in our exposures that may adversely affect expected future cash flows and by evaluating hedging opportunities.

Derivative activities are monitored by various management committees. The committees are responsible for overseeing the implementation of various hedging strategies that are developed through the analysis of financial simulation models and other internal and industry sources. The resulting hedging strategies are incorporated into our overall risk management strategies.

See Note 1 for a detailed discussion of the accounting treatment for derivative instruments. See Note 21 for additional disclosures related to the fair value of our derivative instruments and Note 4 for derivative instruments related to our consolidated VIEs.

### Interest Rate Contracts

We use derivative instruments as part of our interest rate risk management strategy. These instruments are economic hedges unless otherwise noted and include:

#### Consumer Price Index Swaps

We use consumer price index swaps to hedge the liability exposure on certain options in fixed annuity products. Consumer price index swaps are contracts entered into at no cost and whose payoff is the difference between the consumer price index inflation rate and the fixed-rate determined as of inception.

#### Forward-Starting Interest Rate Swaps

We use forward-starting interest rate swaps designated and qualifying as cash flow hedges to hedge our exposure to interest rate fluctuations related to the forecasted purchase of certain assets and liabilities.

#### Interest Rate Cap Agreements

We use interest rate cap agreements to provide a level of protection from the effect of rising interest rates to economically hedge certain life insurance products and annuity contracts. Interest rate cap agreements entitle us to receive quarterly payments from the counterparties on specified future reset dates, contingent on future interest rates. For each cap, the amount of such quarterly payments, if any, is determined by the excess of a market interest rate over a specified cap rate, multiplied by the notional amount divided by four.

#### Interest Rate Cap Corridors

We use interest rate cap corridors to provide a level of protection from the effect of rising interest rates for certain life insurance products and annuity contracts. Interest rate cap corridors involve purchasing an interest rate cap at a specific cap rate and selling an interest rate cap with a higher cap rate. For each corridor, the amount of quarterly payments, if any, is determined by the rate at which the underlying index rate resets above the original capped rate. The corridor limits the benefit the purchaser can receive as the related interest rate index rises above the higher

capped rate. There is no additional liability to us other than the purchase price associated with the interest rate cap corridor.

132

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### Interest Rate Futures

We use interest rate futures contracts to hedge the liability exposure on certain options in variable annuity products. These futures contracts require payment between our counterparty and us on a daily basis for changes in the futures index price.

### Interest Rate Swap Agreements

We use interest rate swap agreements to hedge the liability exposure on certain options in variable annuity products.

We also use interest rate swap agreements designated and qualifying as cash flow hedges. These instruments either hedge the interest rate risk of floating-rate bond coupon payments by replicating a fixed-rate bond, or hedge our exposure to fixed-rate bond coupon payments and the change in the underlying asset values as interest rates fluctuate.

Finally, we use interest rate swap agreements designated and qualifying as fair value hedges to hedge against changes in the value of anticipated transactions and commitments as interest rates fluctuate.

### Treasury and Reverse Treasury Locks

We use treasury locks designated and qualifying as cash flow hedges to hedge the interest rate exposure related to our issuance of fixed-rate securities or the anticipated future cash flows of floating-rate fixed maturity securities due to changes in interest rates. In addition, we use reverse treasury locks designated and qualifying as cash flow hedges to hedge the interest rate exposure related to the purchase of fixed-rate securities or the anticipated future cash flows of floating-rate fixed maturity securities due to changes in interest rates. These derivatives are primarily structured to hedge interest rate risk inherent in the assumptions used to price certain liabilities.

### Foreign Currency Contracts

We use derivative instruments as part of our foreign currency risk management strategy. These instruments are economic hedges unless otherwise noted and include:

### Currency Futures

We use currency futures to hedge foreign exchange risk associated with certain options in variable annuity products. Currency futures exchange one currency for another at a specified date in the future at a specified exchange rate.

### Foreign Currency Swaps

We use foreign currency swaps designated and qualifying as cash flow hedges, which are traded over-the-counter, to hedge some of the foreign exchange risk of investments in fixed maturity securities denominated in foreign currencies. A foreign currency swap is a contractual agreement to exchange the currencies of two different countries at a specified rate of exchange in the future.

### Equity Market Contracts

We use derivative instruments as part of our equity market risk management strategy that are economic hedges and include:

#### Call Options Based on the S&P 500 Index® (“S&P 500”)

We use indexed annuity contracts to permit the holder to elect an interest rate return or an equity market component, where interest credited to the contracts is linked to the performance of the S&P 500. Contract holders may elect to rebalance index options at renewal dates, either annually or biannually. As of each renewal date, we have the opportunity to re-price the indexed component by establishing participation rates, caps, spreads and specified rates, subject to contractual guarantees. We purchase call options that are highly correlated to the portfolio allocation decisions of our contract holders, such that we are economically hedged with respect to equity returns for the current reset period.

### Equity Futures

We use equity futures contracts to hedge the liability exposure on certain options in variable annuity products. These futures contracts require payment between our counterparty and us on a daily basis for changes in the futures index price.

## Put Options

We use put options to hedge the liability exposure on certain options in variable annuity products. Put options are contracts that require counterparties to pay us at a specified future date the amount, if any, by which a specified equity index is less than the strike rate stated in the agreement, applied to a notional amount.

133

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## Total Return Swaps

We use total return swaps to hedge a portion of the liability related to our deferred compensation plans. We receive the total return on a portfolio of indexes and pay a floating-rate of interest.

In addition, we use total return swaps to hedge the liability exposure on certain options in variable annuity products. We receive the total return on a portfolio of indexes and pay a floating-rate of interest.

## Variance Swaps

We use variance swaps to hedge the liability exposure on certain options in variable annuity products. Variance swaps are contracts entered into at no cost and whose payoff is the difference between the realized variance rate of an underlying index and the fixed variance rate determined as of inception.

## Credit Contracts

We use derivative instruments as part of our credit risk management strategy that are economic hedges and include:

### Credit Default Swaps – Buying Protection

We buy credit default swaps to hedge against a drop in bond prices due to credit concerns of certain bond issuers. A credit default swap allows us to put the bond back to the counterparty at par upon a default event by the bond issuer. A default event is defined as bankruptcy, failure to pay, obligation acceleration or restructuring.

### Credit Default Swaps – Selling Protection

We sell credit default swaps to offer credit protection to contract holders and investors. The credit default swaps hedge the contract holders and investors against a drop in bond prices due to credit concerns of certain bond issuers. A credit default swap allows the investor to put the bond back to us at par upon a default event by the bond issuer. A default event is defined as bankruptcy, failure to pay, obligation acceleration or restructuring.

## Embedded Derivatives

We have embedded derivatives that include:

### GLB Reserves Embedded Derivatives

We use a hedging strategy designed to mitigate the risk and income statement volatility caused by changes in the equity markets, interest rates and volatility associated with GLBs offered in our variable annuity products, including products with GWB and GIB features. The hedging strategy is designed such that changes in the value of the hedge contracts due to changes in equity markets, interest rates and implied volatilities move in the opposite direction of changes in embedded derivative GLB reserves caused by those same factors. We rebalance our hedge positions based upon changes in these factors as needed. While we actively manage our hedge positions, these hedge positions may not be totally effective in offsetting changes in the embedded derivative reserve due to, among other things, differences in timing between when a market exposure changes and corresponding changes to the hedge positions, extreme swings in the equity markets and interest rates, market volatility, contract holder behavior, divergence between the performance of the underlying funds and the hedging indices, divergence between the actual and expected performance of the hedge instruments and our ability to purchase hedging instruments at prices consistent with our desired risk and return trade-off.

Certain features of these guarantees have elements of both insurance benefits accounted for under the Financial Services – Insurance – Claim Costs and Liabilities for Future Policy Benefits Subtopic of the FASB ASC (“benefit reserves”) and embedded derivatives accounted for under the Derivatives and Hedging and the Fair Value Measurements and Disclosures Topics of the FASB ASC (“embedded derivative reserves”). We calculate the value of the embedded derivative reserve and the benefit reserve based on the specific characteristics of each GLB feature.

### Indexed Annuity Contracts Embedded Derivatives

We distribute indexed annuity contracts that permit the holder to elect an interest rate return or an equity market component, where interest credited to the contracts is linked to the performance of the S&P 500. Contract holders may elect to rebalance index options at renewal dates, either annually or biannually. As of each renewal date, we have the opportunity to re-price the indexed component by establishing participation rates, caps, spreads and specified rates, subject to contractual guarantees. We purchase S&P 500 call options that are highly correlated to the portfolio allocation decisions of our contract holders, such that we are economically hedged with respect to equity returns for the current reset period.



## Reinsurance Related Embedded Derivatives

We have certain modified coinsurance arrangements and coinsurance with funds withheld reinsurance arrangements with embedded derivatives related to the withheld assets of the related funds. These derivatives are considered total return swaps with contractual returns that are attributable to various assets and liabilities associated with these reinsurance arrangements.

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

	As of December 31, 2013			As of December 31, 2012		
	Notional Amounts	Fair Value Asset	Liability	Notional Amounts	Fair Value Asset	Liability
<b>Qualifying Hedges</b>						
Cash flow hedges:						
Interest rate contracts (1)	\$ 4,339	\$ 562	\$ 148	\$ 3,214	\$ 462	\$ 224
Foreign currency contracts (1)	615	32	46	420	39	26
Total cash flow hedges	4,954	594	194	3,634	501	250
Fair value hedges:						
Interest rate contracts (1)	875	92	33	875	269	-
<b>Non-Qualifying Hedges</b>						
Interest rate contracts (1)	45,620	215	744	36,539	1,042	475
Foreign currency contracts (1)	102	-	-	48	-	-
Equity market contracts (1)	19,917	957	193	19,857	1,734	170
Equity collar (1)	-	-	-	9	1	-
Credit contracts (2)	126	-	2	148	-	11
<b>Embedded derivatives:</b>						
Indexed annuity and universal life contracts (3)	-	-	1,048	-	-	732
GLB (3)	-	1,244	-	-	-	909
Reinsurance related (4)	-	-	108	-	-	215
<b>Total derivative instruments</b>	<b>\$ 71,594</b>	<b>\$ 3,102</b>	<b>\$ 2,322</b>	<b>\$ 61,110</b>	<b>\$ 3,547</b>	<b>\$ 2,762</b>

(1) Reported in derivative investments and other liabilities on our Consolidated Balance Sheets.

(2) Reported in other liabilities on our Consolidated Balance Sheets.

(3) Reported in future contract benefits on our Consolidated Balance Sheets.

(4) Reported in reinsurance related embedded derivatives on our Consolidated Balance Sheets.

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

	Remaining Life as of December 31, 2013					
	Less					
	Than	1 – 5	6 – 10	11 – 30	Over 30	Total
	1 Year	Years	Years	Years	Years	
Interest rate contracts (1)	\$ 5,343	\$ 23,374	\$ 10,697	\$ 10,207	\$ 1,213	\$ 50,834
Foreign currency contracts (2)	175	110	305	127	-	717
Equity market contracts	10,977	3,573	5,344	21	2	19,917
Credit contracts	-	126	-	-	-	126
Total derivative instruments with notional amounts	\$ 16,495	\$ 27,183	\$ 16,346	\$ 10,355	\$ 1,215	\$ 71,594

(1) As of December 31, 2013, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was April 2067.

(2) As of December 31, 2013, the latest maturity date for which we were hedging our exposure to the variability in future cash flows for these instruments was April 2028.

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

	For the Years Ended December 31,		
	2013	2012	2011
Unrealized Gain (Loss) on Derivative Instruments			
Balance as of beginning-of-year	\$ 163	\$ 119	\$ (11)
Other comprehensive income (loss):			
Unrealized holding gains (losses) arising during the year:			
Cash flow hedges:			
Interest rate contracts	163	73	177
Foreign currency contracts	(24)	(22)	3
Fair value hedges:			
Interest rate contracts	4	4	4
Change in foreign currency exchange rate adjustment	(19)	(12)	7
Change in DAC, VOBA, DSI and DFEL	5	15	-
Income tax benefit (expense)	(45)	(21)	(67)
Less:			
Reclassification adjustment for gains (losses) included in net income (loss):			
Cash flow hedges:			
Interest rate contracts (1)	(21)	(21)	(15)
Interest rate contracts (2)	(1)	(1)	(1)
Foreign currency contracts (1)	3	3	2
Fair value hedges:			
Interest rate contracts (2)	4	4	4
Associated amortization of DAC, VOBA, DSI and DFEL	1	4	1
Income tax benefit (expense)	5	4	3
Balance as of end-of-year	\$ 256	\$ 163	\$ 119

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

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

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

	For the Years Ended December		
	31,		
	2013	2012	2011
Qualifying Hedges			
Cash flow hedges:			
Interest rate contracts (1)	\$ (21)	\$ (21)	\$ (15)
Foreign currency contracts (1)	3	3	2
Total cash flow hedges	(18)	(18)	(13)
Fair value hedges:			
Interest rate contracts (2)	36	36	50
Non-Qualifying Hedges			
Interest rate contracts (3)	(989)	35	1,100
Foreign currency contracts (3)	(4)	(8)	(12)
Equity market contracts (3)	(1,306)	(1,377)	316
Equity market contracts (4)	38	18	21
Credit contracts (3)	9	2	(7)
Embedded derivatives:			
Indexed annuity and universal life contracts (3)	(356)	(136)	5
GLB reserves (3)	2,153	1,308	(1,809)
Reinsurance related (3)	107	(47)	(66)
Total derivative instruments	\$ (330)	\$ (187)	\$ (415)

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

Gains (losses) (in millions) on derivative instruments designated and qualifying as cash flow hedges were as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Gain (loss) recognized as a component of OCI with the offset to net investment income	\$ (19)	\$ (19)	\$ (13)

As of December 31, 2013, \$24 million of the deferred net losses on derivative instruments in accumulated OCI were expected to be reclassified to earnings during the next 12 months. This reclassification would be due primarily to interest rate variances related to our interest rate swap agreements.

For the years ended December 31, 2013 and 2012, there were no material reclassifications to earnings due to hedged firm commitments no longer deemed probable or due to hedged forecasted transactions that had not occurred by the end of the originally specified time period.

Gains (losses) (in millions) on derivative instruments designated and qualifying as fair value hedges were as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Gain (loss) recognized as a component of OCI with the offset to interest expense	\$ 4	\$ 4	\$ 4



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

As of December 31, 2013

	Reason for	Nature of	Credit Rating of Underlying Obligation	Number of	Fair Value	Maximum Potential Payout
Maturity	Entering	Recourse	(1)	Instruments	(2)	
12/20/2016 (3)	(4)	(5)	BBB-	3	\$ (1)	\$ 68
3/20/2017 (3)	(4)	(5)	BBB-	3	(1)	58
				6	\$ (2)	\$ 126

As of December 31, 2012

	Reason for	Nature of	Credit Rating of Underlying Obligation	Number of	Fair Value	Maximum Potential Payout
Maturity	Entering	Recourse	(1)	Instruments	(2)	
12/20/2016 (3)	(4)	(5)	BBB-	3	\$ (4)	\$ 68
3/20/2017 (3)	(4)	(5)	BBB-	4	(7)	80
				7	\$ (11)	\$ 148

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

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

	As of December	
	31,	
	2013	2012
Maximum potential payout	\$ 126	\$ 148
Less: Counterparty thresholds	-	-
Maximum collateral potentially required to post	\$ 126	\$ 148

137

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Certain of our credit default swap agreements contain contractual provisions that allow for the netting of collateral with our counterparties related to all of our collateralized financing transactions that we have outstanding. If these netting agreements were not in place, we would have been required to post \$2 million as of December 31, 2013, after considering the fair values of the associated investments counterparties' credit ratings as compared to ours and specified thresholds that once exceeded result in the payment of cash.

## Credit Risk

We are exposed to credit loss in the event of non-performance by our counterparties on various derivative contracts and reflect assumptions regarding the credit or NPR. The NPR is based upon assumptions for each counterparty's credit spread over the estimated weighted average life of the counterparty exposure less collateral held. As of December 31, 2013, the NPR adjustment was \$2 million. The credit risk associated with such agreements is minimized by purchasing such agreements from financial institutions with long-standing, superior performance records. Additionally, we maintain a policy of requiring all derivative contracts to be governed by an International Swaps and Derivatives Association ("ISDA") Master Agreement. We are required to maintain minimum ratings as a matter of routine practice in negotiating ISDA agreements. Under some ISDA agreements, our insurance subsidiaries have agreed to maintain certain financial strength or claims-paying ratings. A downgrade below these levels could result in termination of derivative contracts, at which time any amounts payable by us would be dependent on the market value of the underlying derivative contracts. In certain transactions, we and the counterparty have entered into a credit support annex requiring either party to post collateral when net exposures exceed pre-determined thresholds. These thresholds vary by counterparty and credit rating. The amount of such exposure is essentially the net replacement cost or market value less collateral held for such agreements with each counterparty if the net market value is in our favor. As of December 31, 2013, our exposure was \$69 million.

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

S&P Credit Rating of Counterparty	As of December 31, 2013		As of December 31, 2012	
	Collateral Posted by Counter- Party (Held by LNC)	Collateral Posted by LNC (Held by Counter- Party)	Collateral Posted by Counter- Party (Held by LNC)	Collateral Posted by LNC (Held by Counter- Party)
AA	\$ -	\$ -	\$ 41	\$ -
AA-	34	(10)	58	-
A+	19	-	605	-

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A	339	(183)	770	(68)
A-	468	(123)	1,214	-
BBB+	79	-	-	-
BBB	-	-	4	-
	\$ 939	\$ (316)	\$ 2,692	\$ (68)

138

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## Balance Sheet Offsetting

Information related to our derivative instruments, securities lending transactions and repurchase agreements and the effects of offsetting on our Consolidated Balance Sheets (in millions) were as follows:

	As of December 31, 2013			
	Derivative Instruments	Embedded Derivative Instruments	Securities Lending and Repurchase Agreements	Total
<b>Financial Assets</b>				
Gross amount of recognized assets	\$ 1,805	\$ 1,244	\$ -	\$ 3,049
Gross amounts offset	(924)	-	-	(924)
Net amount of assets	881	1,244	-	2,125
Gross amounts not offset:				
Cash collateral received	(623)	-	-	(623)
Net amount	\$ 258	\$ 1,244	\$ -	\$ 1,502
<b>Financial Liabilities</b>				
Gross amount of recognized liabilities	\$ 242	\$ 1,156	\$ 2,600	\$ 3,998
Gross amounts offset	(55)	-	-	(55)
Net amount of liabilities	187	1,156	2,600	3,943
Gross amounts not offset:				
Cash collateral received	-	-	(2,600)	(2,600)
Net amount	\$ 187	\$ 1,156	\$ -	\$ 1,343

	As of December 31, 2012			
	Derivative Instruments	Embedded Derivative Instruments	Securities Lending and Repurchase Agreements	Total
<b>Financial Assets</b>				
Gross amount of recognized assets	\$ 3,547	\$ -	\$ -	\$ 3,547
Gross amounts offset	(895)	-	-	(895)
Net amount of assets	2,652	-	-	2,652
Gross amounts not offset:				

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Cash collateral received	(2,624)	-	-	(2,624)
Net amount	\$ 28	\$ -	\$ -	\$ 28

Financial Liabilities

Gross amount of recognized liabilities	\$ 11	\$ 1,856	\$ 1,614	\$ 3,481
Gross amounts offset	-	-	-	-
Net amount of liabilities	11	1,856	1,614	3,481
Gross amounts not offset:				
Cash collateral received	-	-	(1,614)	(1,614)
Net amount	\$ 11	\$ 1,856	\$ -	\$ 1,867

7. Federal Income Taxes

The federal income tax expense (benefit) on continuing operations (in millions) was as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Current	\$ 169	\$ 23	\$ 13
Deferred	218	259	261
Federal income tax expense (benefit)	\$ 387	\$ 282	\$ 274

A reconciliation of the effective tax rate differences (in millions) was as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Tax rate times pre-tax income	\$ 571	\$ 549	\$ 176
Effect of:			
Tax-preferred investment income	(160)	(141)	(144)
Tax credits	(35)	(34)	(34)
Goodwill	-	(2)	260
Change in uncertain tax positions	7	(94)	8
Other items	4	4	8
Federal income tax expense (benefit)	\$ 387	\$ 282	\$ 274
Effective tax rate	24%	18%	55%

The effective tax rate is the ratio of tax expense over pre-tax income (loss). The tax-preferred investment income relates primarily to separate account dividends-received deductions. The separate account dividends-received deduction benefit was \$145 million, \$128 million and \$135 million for the years ended December 31, 2013, 2012 and 2011.

The federal income tax asset (liability) (in millions) was as follows:

	As of December 31,	
	2013	2012
Current	\$ (186)	\$ (27)
Deferred	(1,966)	(2,982)
Total federal income tax asset (liability)	\$ (2,152)	\$ (3,009)

Significant components of our deferred tax assets and liabilities (in millions) were as follows:

	As of December 31,	
	2013	2012
Deferred Tax Assets		
Future contract benefits and other contract holder funds	\$ 1,225	\$ 1,189
Deferred gain on business sold through reinsurance	87	96
Reinsurance related embedded derivative asset	36	75
Investments	85	311
Compensation and benefit plans	319	293
Net operating loss	27	26
Net capital loss	-	32
Tax credits	201	222
VIE	4	35
Other	79	41
Total deferred tax assets	2,063	2,320
Deferred Tax Liabilities		
DAC	1,914	1,332
VOBA	409	246
Net unrealized gain on AFS securities	1,319	3,283
Net unrealized gain on trading securities	89	150
Intangibles	146	157
Other	152	134
Total deferred tax liabilities	4,029	5,302
Net deferred tax asset (liability)	\$ (1,966)	\$ (2,982)

As of December 31, 2013, the Company had \$78 million of net operating loss carryforwards that begin to expire in 2031. In addition, the Company had \$119 million of alternative minimum tax credits that are not subject to expiration and \$82 million of general business credits that begin to expire in 2030.

Although realization is not assured, management believes that it is more likely than not that the Company will realize the benefits of its deferred tax assets, and, accordingly, no valuation allowance has been recorded.



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As of December 31, 2013 and 2012, \$74 million and \$69 million, respectively, of our unrecognized tax benefits presented below, if recognized, would have affected our income tax expense and our effective tax rate. The Company is not aware of any events for which it is likely that unrecognized tax benefits will significantly increase or decrease within the next year. A reconciliation of the unrecognized tax benefits (in millions) was as follows:

	For the Years Ended December 31,	
	2013	2012
Balance as of beginning-of-year	\$ 77	\$ 211
Decreases for prior year tax positions	-	(49)
Increases for current year tax positions	5	5
Decreases for settlements with taxing authorities	-	(2)
Decreases for lapse of statute of limitations	-	(88)
Balance as of end-of-year	\$ 82	\$ 77

We recognize interest and penalties accrued, if any, related to unrecognized tax benefits as a component of tax expense. For the years ended December 31, 2013, 2012 and 2011, we recognized interest and penalty expense (benefit) related to uncertain tax positions of \$2 million, \$(61) million and \$6 million, respectively. We had accrued interest and penalty expense related to the unrecognized tax benefits of \$13 million and \$11 million as of December 31, 2013 and 2012, respectively.

The Company is subject to examination by U.S. federal, state, local and non-U.S. income authorities. The Company is currently under examination by the Internal Revenue Service (“IRS”) for tax years 2009 through 2011. The IRS concluded its examination of tax years 2007 and 2008 on January 18, 2013. The Company has protested the final assessment, which is being combined with tax years 2005 and 2006 in IRS Appeals. The IRS also completed its examination of tax years 2005 and 2006, and 2006 of the former Jefferson-Pilot Corporation (“JP”) and its subsidiaries during 2010. The Company believes a portion of the 2005 through 2008 assessments is inconsistent with current laws and is using the established IRS Appeals process to attempt to settle the remaining issues. The IRS also concluded its examination of non-consolidated returns for JP Life Insurance Company and JP Financial Insurance Company for the tax years ended April 1, 2007, and July 1, 2007, respectively, with agreement on all adjustments on January 18, 2013. The Company does not expect any adjustments that might result from those audits would be material to its consolidated results of operations or its financial condition.

8. DAC, VOBA, DSI and DFEL

Changes in DAC (in millions) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 5,943	\$ 5,721	\$ 6,036
Deferrals	1,564	1,294	1,375
Amortization, net of interest:			
Amortization, excluding unlocking, net of interest	(816)	(785)	(687)
Unlocking	42	(71)	(130)
Adjustment related to realized (gains) losses	(8)	(70)	(18)
Adjustment related to unrealized (gains) losses	970	(146)	(855)
Balance as of end-of-year	\$ 7,695	\$ 5,943	\$ 5,721

Changes in VOBA (in millions) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 724	\$ 1,055	\$ 1,378
Business acquired (sold) through reinsurance	4	2	12
Deferrals	13	12	20
Amortization:			
Amortization, excluding unlocking	(179)	(225)	(279)
Unlocking	(52)	(23)	174
Accretion of interest (1)	68	73	78
Adjustment related to realized (gains) losses	(1)	9	(6)
Adjustment related to unrealized (gains) losses	614	(179)	(322)
Balance as of end-of-year	\$ 1,191	\$ 724	\$ 1,055

(1) The interest accrual rates utilized to calculate the accretion of interest ranged from 4.02% to 7.05%.

Estimated future amortization of VOBA, net of interest (in millions), as of December 31, 2013, was as follows:

2014	\$ 85
2015	78
2016	71
2017	68
2018	68

Changes in DSI (in millions) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 253	\$ 271	\$ 286
Deferrals	10	39	39
Amortization, net of interest:			
Amortization, excluding unlocking, net of interest	(43)	(46)	(38)
Unlocking	8	14	(2)
Adjustment related to realized (gains) losses	(1)	(8)	(1)
Adjustment related to unrealized (gains) losses	40	(17)	(13)
Balance as of end-of-year	\$ 267	\$ 253	\$ 271

Changes in DFEL (in millions) were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 1,373	\$ 1,369	\$ 1,502
Deferrals	320	349	544
Amortization, net of interest:			
Amortization, excluding unlocking, net of interest	(216)	(216)	(166)
Unlocking	(14)	(69)	31
Adjustment related to realized (gains) losses	(2)	(18)	(9)
Adjustment related to unrealized (gains) losses	477	(42)	(533)
Balance as of end-of-year	\$ 1,938	\$ 1,373	\$ 1,369

## 9. Reinsurance

The following summarizes reinsurance amounts (in millions) recorded on our Consolidated Statements of Comprehensive Income (Loss), excluding amounts attributable to the indemnity reinsurance transaction with Swiss Re:

	For the Years Ended December		
	31,		
	2013	2012	2011
Direct insurance premiums and fee income	\$ 8,023	\$ 7,379	\$ 6,997
Reinsurance assumed	8	9	10
Reinsurance ceded	(1,275)	(1,190)	(1,276)
Total insurance premiums and fee income	\$ 6,756	\$ 6,198	\$ 5,731
Direct insurance benefits	\$ 5,487	\$ 5,095	\$ 4,897
Reinsurance recoveries netted against benefits	(1,625)	(1,554)	(1,552)
Total benefits	\$ 3,862	\$ 3,541	\$ 3,345

Our insurance companies cede insurance to other companies. The portion of our life insurance and annuity risks exceeding each of our insurance companies' retention limit is reinsured with other insurers. We seek reinsurance coverage to limit our exposure to mortality losses and to enhance our capital management.

Under our reinsurance program, we reinsure 26% to 33% of the mortality risk on newly issued non-term life insurance contracts and 23% to 27% of total mortality risk including term insurance contracts. Our policy for this program is to retain no more than \$20 million on a single insured life issued on fixed, VUL and term life insurance contracts. Portions of our deferred annuity business have been reinsured on a Modco basis with other companies to limit our exposure to interest rate risks. As of December 31, 2013, the reserves associated with these reinsurance arrangements totaled \$742 million.

142

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Our amounts recoverable from reinsurers represent receivables from and reserves ceded to reinsurers. The amounts recoverable from reinsurers were \$6.0 billion and \$6.4 billion as of December 31, 2013 and 2012, respectively. We focus on obtaining reinsurance from a diverse group of reinsurers, and we monitor concentration as well as financial strength ratings of our reinsurers. Our reinsurance operations were acquired by Swiss Re in December 2001 through a series of indemnity reinsurance transactions. As such, Swiss Re reinsured certain of our liabilities and obligations under the indemnity reinsurance agreements and thereby represents our largest reinsurance exposure. As we are not relieved of our liability to the ceding companies for this business, the liabilities and obligations associated with the reinsured policies remain on our Consolidated Balance Sheets with a corresponding reinsurance receivable from Swiss Re, which totaled \$2.6 billion and \$2.8 billion as of December 31, 2013 and 2012, respectively. Swiss Re has funded a trust, with a balance of \$2.2 billion as of December 31, 2013, to support this business. In addition to various remedies that we would have in the event of a default by Swiss Re, we continue to hold assets in support of certain of the transferred reserves. These assets consist of those reported as trading securities and certain mortgage loans. Our liabilities for funds withheld and embedded derivatives as of December 31, 2013, included \$867 million and \$92 million, respectively, related to the business sold to Swiss Re.

We recorded the gain related to the indemnity reinsurance transactions with Swiss Re as a deferred gain on business sold through reinsurance on our Consolidated Balance Sheets. The deferred gain is being amortized into income at the rate that earnings on the reinsured business are expected to emerge, over a period of 15 years from the date of sale. During 2013, 2012 and 2011, we amortized \$48 million, \$48 million and \$49 million, after-tax, respectively, of deferred gain on business sold through reinsurance.

#### 10. Goodwill and Specifically Identifiable Intangible Assets

The changes in the carrying amount of goodwill (in millions) by reportable segment were as follows:

	For the Year Ended December 31, 2013			
	Acquisition Balance as of	Cumulative Impairment as of		Balance as of
	Beginning- of-Year	Beginning- of-Year	Impairment	End- of-Year
Annuities	\$ 1,040	\$ (600)	\$ -	\$ 440
Retirement Plan Services	20	-	-	20
Life Insurance	2,188	(649)	-	1,539
Group Protection	274	-	-	274
Other Operations – Media	341	(341)	-	-
Total goodwill	\$ 3,863	\$ (1,590)	\$ -	\$ 2,273

	For the Year Ended December 31, 2012			
	Acquisition Balance as of	Cumulative Impairment as of		Balance as of
	Beginning- of-Year	Beginning- of-Year	Impairment	End- of-Year
Annuities	\$ 1,040	\$ (600)	\$ -	\$ 440
Retirement Plan Services	20	-	-	20
Life Insurance	2,188	(649)	-	1,539
Group Protection	274	-	-	274
Other Operations – Media	341	(341)	-	-
Total goodwill	\$ 3,863	\$ (1,590)	\$ -	\$ 2,273

We perform a Step 1 goodwill impairment analysis on all of our reporting units at least annually on October 1. To determine the implied fair value for our reporting units, we utilize primarily a discounted cash flow valuation technique (“income approach”), although limited available market data is also considered. In determining the estimated fair value, we consider discounted cash flow calculations, the level of our own share price and assumptions that market participants would make in valuing the reporting unit. This analysis requires us to make judgments about revenues, earnings projections, capital market assumptions and discount rates.

As of October 1, 2013, our Annuities and Retirement Plan Services reporting units passed the Step 1 analysis. Given the Step 1 results, we performed a Step 2 analysis for our Life Insurance and Group Protection reporting units. Based upon our Step 2 analysis for Life Insurance and Group Protection, we determined that there was no impairment due to the implied fair value of goodwill being in excess of the carrying value of goodwill.

As of October 1, 2012, our Annuities, Retirement Plan Services and Group Protection reporting units passed the Step 1 analysis, and although the carrying value of the net assets for Group Protection was within the estimated fair value range, we deemed it prudent to validate the carrying value of goodwill through a Step 2 analysis. Given the Step 1 results, we also performed a Step 2 analysis for our

Life Insurance reporting unit. Based upon our Step 2 analysis for Life Insurance and Group Protection, we determined that there was no impairment due to the implied fair value of goodwill being in excess of the carrying value of goodwill.

As of October 1, 2011, our Annuities, Retirement Plan Services and Group Protection reporting units passed the Step 1 analysis, and although the carrying value of the net assets for Group Protection was within the estimated fair value range, we deemed it prudent to validate the carrying value of goodwill through a Step 2 analysis. Given the Step 1 results, we also performed a Step 2 analysis for our Life Insurance and Media reporting units. Based upon our Step 2 analysis for Life Insurance, we recorded a goodwill impairment that was attributable primarily to marketplace dynamics and lower expectations associated with product changes that we have implemented or will implement shortly that we believe will have an unfavorable effect on our sales levels for a period of time. Based upon our Step 2 analysis for Group Protection, we determined that there was no impairment due to the implied fair value of goodwill being in excess of the carrying value of goodwill. Based upon our Step 2 analysis for Media, we recorded a goodwill impairment that was primarily a result of the deterioration in operating environment and outlook for the business.

The gross carrying amounts and accumulated amortization (in millions) for each major specifically identifiable intangible asset class by reportable segment were as follows:

	As of December 31, 2013		As of December 31, 2012	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Life Insurance:				
Sales force	\$ 100	\$ 31	\$ 100	\$ 27
Retirement Plan Services:				
Mutual fund contract rights (1)	5	-	5	-
Other Operations:				
FCC licenses (1)	131	-	129	-
Other	4	3	4	3
Total	\$ 240	\$ 34	\$ 238	\$ 30

(1) No amortization recorded as the intangible asset has indefinite life.

Future estimated amortization of specifically identifiable intangible assets (in millions) as of December 31, 2013, was as follows:



2014	\$ 4
2015	4
2016	4
2017	4
2018	4
Thereafter	50

## 11. Guaranteed Benefit Features

Information on the GDB features outstanding (dollars in millions) was as follows (our variable contracts with guarantees may offer more than one type of guarantee in each contract; therefore, the amounts listed are not mutually exclusive):

	As of December 31,	
	2013	2012
<b>Return of Net Deposits</b>		
Total account value	\$ 79,391	\$ 63,478
Net amount at risk (1)	141	392
Average attained age of contract holders	61 years	60 years
<b>Minimum Return</b>		
Total account value	\$ 151	\$ 149
Net amount at risk (1)	27	37
Average attained age of contract holders	73 years	73 years
Guaranteed minimum return	5%	5%
<b>Anniversary Contract Value</b>		
Total account value	\$ 25,958	\$ 23,019
Net amount at risk (1)	570	1,133
Average attained age of contract holders	68 years	67 years

(1) Represents the amount of death benefit in excess of the account balance. The decrease in net amount at risk when comparing

December 31, 2013, to December 31, 2012, was attributable primarily to the increase in the equity markets during 2013.

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

	For the Years Ended December 31,		
	2013	2012	2011
Balance as of beginning-of-year	\$ 104	\$ 84	\$ 44
Changes in reserves	(10)	64	93

Benefits paid	(21)	(44)	(53)
Balance as of end-of-year	\$ 73	\$ 104	\$ 84

#### Variable Annuity Contracts

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

Asset Type	As of December 31,	
	2013	2012
Domestic equity	\$ 47,042	\$ 37,899
International equity	18,341	14,850
Bonds	24,547	21,174
Money market	10,926	7,747
Total	\$ 100,856	\$ 81,670
Percent of total variable annuity separate account values	98%	98%

#### Secondary Guarantee Products

Future contract benefits also includes reserves for our secondary guarantee products sold through our Life Insurance segment. These UL and VUL products with secondary guarantees represented 28% of total life insurance in-force reserves as of December 31, 2013, and 35% of total sales for the year ended December 31, 2013.

## 12. Short-Term and Long-Term Debt

Details underlying short-term and long-term debt (in millions) were as follows:

	As of December	
	31,	
	2013	2012
<b>Short-Term Debt</b>		
Current maturities of long-term debt	\$ 500	\$ 200
Unamortized premiums (discounts)	1	-
Total short-term debt	\$ 501	\$ 200
<b>Long-Term Debt, Excluding Current Portion</b>		
<b>Senior notes:</b>		
4.75% notes, due 2014	\$ -	\$ 300
4.75% notes, due 2014	-	200
4.30% notes, due 2015 (1)	250	250
LIBOR + 3 bps notes, due 2017 (2)	250	250
7.00% notes, due 2018	200	200
LIBOR + 110 bps loan, due 2018	250	-
8.75% notes, due 2019 (1)	487	487
6.25% notes, due 2020 (1)	300	300
4.85% notes, due 2021 (1)	300	300
4.20% notes, due 2022 (1)	300	300
4.00% notes, due 2023 (1)	350	-
6.15% notes, due 2036 (1)	498	498
6.30% notes, due 2037 (1)(2)	375	375
7.00% notes, due 2040 (1)(2)	500	500
Total senior notes	4,060	3,960
<b>Capital securities:</b>		
7.00%, due 2066	722	722
6.05%, due 2067	491	491
Total capital securities	1,213	1,213
Unamortized premiums (discounts)	(12)	(3)
Fair value hedge – interest rate swap agreements	59	269
Total unamortized premiums (discounts) and fair value hedge – interest rate swap agreements	47	266
Total long-term debt	\$ 5,320	\$ 5,439

- (1) We have the option to repurchase the outstanding notes by paying the greater of 100% of the principal amount of the notes to be redeemed or the make-whole amount (as defined in each note agreement), plus in each case any accrued and unpaid interest as of the date of redemption.
- (2) Categorized as operating debt for leverage ratio calculations as the proceeds were used as a long-term structured solution to reduce the strain on increasing statutory reserves associated with secondary guarantee UL and term policies.

Details underlying the recognition of a gain (loss) on the extinguishment of debt (in millions) reported within interest and debt expense on our Consolidated Statements of Comprehensive Income (Loss) were as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Principal balance outstanding prior to payoff (1)	\$ -	\$ 15	\$ 275
Unamortized debt issuance costs and discounts prior to payoff	-	-	(8)
Amount paid to retire	-	(20)	(275)
Gain (loss) on extinguishment of debt, pre-tax	\$ -	\$ (5)	\$ (8)

- (1) During the fourth quarter of 2012, we repurchased \$13 million of our 8.75% senior notes due 2019 and \$2 million of our 6.15% senior notes due 2036. During the third quarter of 2011, we repurchased all of our 6.75% capital securities due 2066.

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Future principal payments due on long-term debt (in millions) as of December 31, 2013, were as follows:

2014	\$ 500
2015	250
2016	-
2017	250
2018	450
Thereafter	4,323
Total	\$ 5,773

For our long-term debt outstanding, unsecured senior debt, which consists of senior notes, fixed-rate notes and other notes with varying interest rates, ranks highest in priority, followed by capital securities.

Credit Facilities and Letters of Credit (“LOCs”)

Credit facilities, which allow for borrowing or issuances of LOCs, and LOCs (in millions) were as follows:

	Expiration Date	As of December 31, 2013	
		Maximum Available	LOCs Issued
Credit Facilities			
Five-year revolving credit facility	May-2018	\$ 2,500	\$ 866
LOC facility	Mar-2023	156	156
LOC facility	Mar-2023	883	848
LOC facility	Aug-2031	805	791
LOC facility	Oct-2031	996	996
Total		\$ 5,340	\$ 3,657

Effective as of May 29, 2013, we entered into a credit agreement with a syndicate of banks. This agreement (the “credit facility”) allows for the issuance of LOCs of up to \$2.5 billion and borrowing of up to \$2.5 billion, \$1.75 billion

of which is available only to reimburse the banks for drawn LOCs. The credit facility is unsecured and has a commitment termination date of May 29, 2018. The LOCs support inter-company reinsurance transactions and specific treaties associated with our business sold through reinsurance. LOCs are used primarily to satisfy the U.S. regulatory requirements of our domestic insurance companies for which reserve credit is provided by our affiliated reinsurance companies and our domestic clients of the business sold through reinsurance.

The credit facility contains or includes:

- Customary terms and conditions, including covenants restricting our ability to incur liens, merge or consolidate with another entity where we are not the surviving entity and dispose of all or substantially all of our assets;
- Financial covenants including maintenance of a minimum consolidated net worth (as defined in the facility) equal to the sum of \$9.4 billion plus 50% of the aggregate net proceeds of equity issuances received by us in accordance with the terms of the credit facility; and a debt-to-capital ratio as defined in accordance with the credit facility not to exceed 0.35 to 1.00; and
- Customary events of default, subject to certain materiality thresholds and grace periods for certain of those events of default.

Upon an event of default, the credit facility provides that, among other things, the commitments may be terminated and the loans then outstanding may be declared due and payable. As of December 31, 2013, we were in compliance with all such covenants.

This credit facility replaced our previous four-year credit facility dated as of June 10, 2011, that was scheduled to expire on June 10, 2015.

On December 23, 2013, we entered into a credit facility agreement with a third-party lender. Under the agreement, the lender issued an irrevocable LOC effective December 23, 2013, with a maximum scheduled LOC amount of up to approximately \$156 million. The LOC supports certain fees owed to another third-party lender and is automatically renewable until March 31, 2023. On October 30, 2012, one of our wholly-owned subsidiaries amended and restated the credit facility agreement entered into on November 1, 2011, with a third-party lender. Under the amended and restated agreement, the lender issued an irrevocable LOC effective October 30, 2012, with a maximum scheduled LOC amount of up to approximately \$1.0 billion. The LOC supports an inter-company reinsurance agreement and expires October 1, 2031. On August 20, 2012, one of our wholly-owned subsidiaries amended the credit facility agreement entered into on August 26, 2011, with a third-party lender. Under the amended agreement, the lender issued an irrevocable LOC effective August 20, 2012, with a maximum scheduled LOC amount of up to approximately \$863 million. The LOC supports an inter-company reinsurance agreement and expires August 26, 2031. On April 28, 2011, certain of our wholly-owned subsidiaries amended and restated the reimbursement agreement entered into on December 31, 2009, with a third-party lender. Under the amended agreement, the lender issued an irrevocable LOC effective April 1, 2011, with a maximum scheduled LOC amount of up to approximately \$925 million. The LOC supports an inter-company reinsurance agreement and expires March 31, 2023.





These agreements each contain customary terms and conditions, including early termination fees, covenants restricting the ability of the subsidiaries to incur liens, merge or consolidate with another entity and dispose of all or substantially all of their assets. Upon an event of early termination, the agreements require the immediate payment of all or a portion of the present value of the future LOC fees that would have otherwise been paid. Further, the agreements contain customary events of default, subject to certain materiality thresholds and grace periods for certain of those events of default. The events of default include payment defaults, covenant defaults, material inaccuracies in representations and warranties, bankruptcy and liquidation proceedings and other customary defaults. Upon an event of default, the agreements provide that, among other things, obligations to issue, amend or increase the amount of any LOC shall be terminated and any obligations shall become immediately due and payable. As of December 31, 2013, we were in compliance with all such covenants.

Effective October 1, 2013, one of our wholly-owned subsidiaries entered into a third-party financing arrangement that supports an inter-company reinsurance agreement. The arrangement provides for a maximum scheduled financing capacity of up to \$700 million and expires on October 1, 2028.

#### Shelf Registration

We currently have an effective shelf registration statement, which allows us to issue, in unlimited amounts, securities, including debt securities, preferred stock, common stock, warrants, stock purchase contracts, stock purchase units and trust preferred securities of our affiliated trusts.

#### Certain Debt Covenants on Capital Securities

Our \$1.2 billion in principal amount of capital securities outstanding contain certain covenants that require us to make interest payments in accordance with an alternative coupon satisfaction mechanism (“ACSM”) if we determine that one of the following trigger events exists as of the 30th day prior to an interest payment date (“determination date”):

- LNL’s risk-based capital ratio is less than 175% (based on the most recent annual financial statement filed with the State of Indiana); or
- (i) The sum of our consolidated net income for the four trailing fiscal quarters ending on the quarter that is two quarters prior to the most recently completed quarter prior to the determination date is zero or negative; and (ii) our consolidated stockholders’ equity (excluding accumulated other comprehensive income and any increase in stockholders’ equity resulting from the issuance of preferred stock during a quarter), or “adjusted stockholders’ equity,” as of (x) the most recently completed quarter and (y) the end of the quarter that is two quarters before the most recently completed quarter, has declined by 10% or more as compared to the quarter that is 10 fiscal quarters prior to the last completed quarter, or the “benchmark quarter.”

The ACSM would generally require us to use commercially reasonable efforts to satisfy our obligation to pay interest in full on the capital securities with the net proceeds from sales of our common stock and warrants to purchase our common stock with an exercise price greater than the market price. We would have to utilize the ACSM until the trigger events no longer existed. Our failure to pay interest pursuant to the ACSM will not result in an event of default with respect to the capital securities nor will a nonpayment of interest unless it lasts for 10 consecutive years, although such breaches may result in monetary damages to the holders of the capital securities.

### 13. Contingencies and Commitments

#### Contingencies

#### Regulatory and Litigation Matters

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

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

Due to the unpredictable nature of litigation, the outcome of a litigation matter and the amount or range of potential loss at particular points in time is normally difficult to ascertain. Uncertainties can include how fact finders will evaluate documentary evidence and the credibility and effectiveness of witness testimony, and how trial and appellate courts will apply the law in the context of the pleadings or

evidence presented, whether by motion practice, or at trial or on appeal. Disposition valuations are also subject to the uncertainty of how opposing parties and their counsel will themselves view the relevant evidence and applicable law.

We establish liabilities for litigation and regulatory loss contingencies when information related to the loss contingencies shows both that it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. It is possible that some matters could require us to pay damages or make other expenditures or establish accruals in amounts that could not be estimated as of December 31, 2013. While the potential future charges could be material in the particular quarterly or annual periods in which they are recorded, based on information currently known by management, management does not believe any such charges are likely to have a material adverse effect on LNC's financial condition.

For some matters, the Company is able to estimate a reasonably possible range of loss. For such matters in which a loss is probable, an accrual has been made. For such matters where a loss is believed to be reasonably possible, but not probable, no accrual has been made. Accordingly, the estimate contained in this paragraph reflects two types of matters. For some matters included within this estimate, an accrual has been made, but there is a reasonable possibility that an exposure exists in excess of the amount accrued. In these cases, the estimate reflects the reasonably possible range of loss in excess of the accrued amount. For other matters included within this estimation, no accrual has been made because a loss, while potentially estimable, is believed to be reasonably possible but not probable. In these cases, the estimate reflects the reasonably possible loss or range of loss. As of December 31, 2013, we estimate the aggregate range of reasonably possible losses, including amounts in excess of amounts accrued for these matters as of such date, to be up to approximately \$220 million.

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

On June 13, 2009, a single named plaintiff filed a putative national class action in the Circuit Court of Allen County, Indiana, captioned Peter S. Bezich v. LNL, No. 02C01-0906-PL73, asserting he was charged a cost-of-insurance fee that exceeded the applicable mortality charge, and that this fee breached the terms of the insurance contract. We dispute the allegations and are vigorously defending this matter. Plaintiffs have filed a motion for class certification. We expect a hearing on class certification in the first half of 2014.

On July 23, 2012, LNL was added as a noteholder defendant to a putative class action adversary proceeding ("adversary proceeding") captioned Lehman Brothers Special Financing, Inc. v. Bank of America, N.A. et al., Adv. Pro. No. 10-03547 (JMP) and instituted under In re Lehman Brothers Holdings Inc. in the United States Bankruptcy Court in the Southern District of New York. Plaintiff Lehman Brothers Special Financing Inc. seeks to (i) overturn the application of certain priority of payment provisions in 47 collateralized debt obligation transactions on the basis such

provisions are unenforceable under the Bankruptcy Code; and (ii) recover funds paid out to noteholders in accordance with the note agreements. The adversary proceeding is stayed through May 20, 2014, and LNL's response is currently due by the middle of 2014.

During 2013, we entered into a Global Resolution Agreement with multiple states' treasury and controller offices for compliance with laws and regulations concerning the identification, reporting and escheatment of unclaimed contract benefits or abandoned funds. Under the terms of the Global Resolution Agreement, a third-party auditor acting on behalf of the signatory states will compare expanded matching criteria to the Social Security Death Master File ("SSDMF") to identify deceased insureds and contract holders where a valid claim has not been made. In addition, we entered into a Regulatory Settlement Agreement with the insurance regulators of seven states to settle regulatory inquiries and examinations with respect to our processes for identifying and paying claims and benefits in the future. As part of the settlement, we have agreed to reimburse the participating states \$12.6 million for the costs of such examinations. The Regulatory Settlement Agreement applies prospectively and requires us to adopt and implement additional procedures comparing our records to the SSDMF to identify unclaimed death benefits, and prescribes procedures for identifying and locating beneficiaries once deaths are identified. Other jurisdictions that are not signatories to the Regulatory Settlement Agreement are considering proposals that would apply prospectively and require life insurance companies to take additional steps to identify unreported deceased policy and contract holders. These prospective changes and any escheatable property identified as a result of the audits and inquiries could result in: (1) additional payments of previously unclaimed death benefits; (2) the payment of abandoned funds to U.S. jurisdictions; and (3) changes in the Company's practices and procedures for the identification of escheatable funds and beneficiaries, which would impact claim payments and reserves, among other consequences.

## Commitments

## Leases

Certain subsidiaries of ours lease their home office properties. In 2006, we exercised the right and option to extend the Fort Wayne lease for two extended terms such that the lease shall expire in 2019. We retain our right and option to exercise the remaining four extended terms of five years each in accordance with the lease agreement. These agreements also provide us with the right of first refusal to purchase the properties at a price defined in the agreements and the option to purchase the leased properties at fair market value on the last day of any renewal period. In 2012, we exercised the right and option to extend the Hartford lease for one extended term such that

the lease shall expire in 2018. During 2007, we moved our corporate headquarters to Radnor, Pennsylvania from Philadelphia, Pennsylvania and entered into a new 13-year lease for office space.

Total rental expense on operating leases for the years ended December 31, 2013, 2012 and 2011, was \$44 million, \$43 million and \$42 million, respectively. Future minimum rental commitments (in millions) as of December 31, 2013, were as follows:

2014	\$ 42
2015	38
2016	34
2017	28
2018	20
Thereafter	32
Total	\$ 194

#### Football Stadium Naming Rights Commitment

In 2002, we entered into an agreement with the Philadelphia Eagles to name the Eagles' new stadium Lincoln Financial Field. In exchange for the naming rights, we agreed to pay \$140 million over a 20-year period through annual payments to the Philadelphia Eagles, which average approximately \$7 million per year. The total amount includes a maximum annual increase related to the Consumer Price Index. This future commitment has not been recorded as a liability on our Consolidated Balance Sheets as it is being accounted for in a manner consistent with the accounting for operating leases under the Leases Topic of the FASB ASC.

#### Vulnerability from Concentrations

As of December 31, 2013, we did not have a concentration of: business transactions with a particular customer or lender; sources of supply of labor or services used in the business; or a market or geographic area in which business is conducted that makes us vulnerable to an event that is at least reasonably possible to occur in the near term and which could cause a severe impact to our financial condition.

Although we do not have any significant concentration of customers, our American Legacy Variable Annuity ("ALVA") product offered in our Annuities segment is significant to this segment. The ALVA product accounted for 17%, 19% and 22% of Annuities' variable annuity product deposits in 2013, 2012 and 2011, respectively, and represented approximately 47%, 50% and 54% of the segment's total variable annuity product account values as of December 31, 2013, 2012 and 2011, respectively. In addition, fund choices for certain of our other variable annuity products offered

in our Annuities segment include American Fund Insurance Series<sup>SM</sup> (“AFIS”) funds. For the Annuities segment, AFIS funds accounted for 19%, 21% and 27% of variable annuity product deposits in 2013, 2012 and 2011, respectively, and represented 54%, 58% and 62% of the segment’s total variable annuity product account values as of December 31, 2013, 2012 and 2011, respectively.

#### Other Contingency Matters

State guaranty funds assess insurance companies to cover losses to contract holders of insolvent or rehabilitated companies. Mandatory assessments may be partially recovered through a reduction in future premium taxes in some states. We have accrued for expected assessments and the related reductions in future state premium taxes, which net to assessments (recoveries) of \$(6) million and \$34 million as of December 31, 2013 and 2012, respectively.

## 14. Shares and Stockholders' Equity

## Common and Preferred Shares

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

	For the Years Ended December 31,		
	2013	2012	2011
<b>Series A Preferred Stock</b>			
Balance as of beginning-of-year	9,532	10,072	10,914
Conversion of convertible preferred stock (1)	(5,818)	(540)	(842)
Redemption of convertible preferred stock	(3,714)	-	-
Balance as of end-of-year	-	9,532	10,072
<b>Common Stock</b>			
Balance as of beginning-of-year	271,402,586	291,319,222	315,718,554
Conversion of convertible preferred stock (1)	93,088	8,640	13,472
Stock issued for exercise of warrants	1,981,856	-	-
Stock compensation/issued for benefit plans	1,399,995	542,125	248,553
Retirement/cancellation of shares	(11,980,824)	(20,467,401)	(24,661,357)
Balance as of end-of-year	262,896,701	271,402,586	291,319,222
<b>Common Stock as of End-of-Year</b>			
Assuming conversion of preferred stock	262,896,701	271,555,098	291,480,374
Diluted basis	272,196,891	279,087,588	298,225,244

(1) Represents the conversion of Series A preferred stock into common stock.

Our common and Series A preferred stocks are without par value.

## Average Shares

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

	For the Years Ended December 31,		
	2013	2012	2011
Weighted-average shares, as used in basic calculation	265,631,377	280,648,391	307,216,181
Shares to cover exercise of outstanding warrants	9,884,307	10,150,212	10,150,292
Shares to cover conversion of preferred stock	74,582	153,749	173,289
Shares to cover non-vested stock	1,491,483	1,153,178	813,905
Average stock options outstanding during the year	2,873,295	570,180	636,989
Assumed acquisition of shares with assumed proceeds from exercising outstanding warrants	(2,630,939)	(4,685,901)	(4,658,020)
Assumed acquisition of shares with assumed proceeds and benefits from exercising stock options (at average market price for the year)	(2,036,098)	(394,241)	(427,425)
Shares repurchaseable from measured but unrecognized stock option expense	(139,131)	(4,723)	(65,882)
Average deferred compensation shares	-	-	1,110,722
Weighted-average shares, as used in diluted calculation	275,148,876	287,590,845	314,950,051

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

The income used in the calculation of our diluted EPS is our net income (loss) reduced by preferred stock dividends.

We have participants in our deferred compensation plans who selected LNC stock as the measure for the investment return attributable to their deferral amounts. For the year ended December 31, 2011, the effect of settling this obligation in LNC stock (“equity classification”) was more dilutive than the scenario of settling it in cash (“liability classification”). Therefore, for our EPS calculation for this period, we added these shares to the denominator and adjusted the numerator to present net income as if the shares had been



accounted for under equity classification by removing the mark-to-market adjustment included in net income attributable to these deferred units of LNC stock. The amount of this adjustment was \$5 million for the year ended December 31, 2011.

As of December 31, 2013, we had 7,711,505 outstanding warrants. The warrants, each representing the right to purchase one share of our common stock, no par value per share, had an exercise price of \$10.58 as of December 31, 2013, subject to adjustment. The warrants expire on July 10, 2019, and are listed on the New York Stock Exchange under the symbol "LNC WS."

#### Accumulated OCI ("AOCI")

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

	For the Years Ended December 31,		
	2013	2012	2011
Unrealized Gain (Loss) on AFS Securities			
Balance as of beginning-of-year	\$ 4,066	\$ 2,947	\$ 1,176
Unrealized holding gains (losses) arising during the year	(5,728)	2,691	3,414
Change in foreign currency exchange rate adjustment	19	14	(5)
Change in DAC, VOBA, DSI, future contract benefits and other contract holder funds	1,834	(1,233)	(797)
Income tax benefit (expense)	1,356	(480)	(932)
Less:			
Reclassification adjustment for gains (losses) included in net income (loss)	(67)	(194)	(129)
Associated amortization of DAC, VOBA, DSI and DFEL	(29)	(2)	(11)
Income tax benefit (expense)	34	69	49
Balance as of end-of-year	\$ 1,609	\$ 4,066	\$ 2,947
Unrealized OTTI on AFS Securities			
Balance as of beginning-of-year	\$ (107)	\$ (109)	\$ (134)
(Increases) attributable to:			
Gross OTTI recognized in OCI during the year	(11)	(121)	(58)
Change in DAC, VOBA, DSI and DFEL	1	15	13
Income tax benefit (expense)	4	36	16
Decreases attributable to:			
Sales, maturities or other settlements of AFS securities	62	129	103
Change in DAC, VOBA, DSI and DFEL	(8)	(18)	(20)
Income tax benefit (expense)	(19)	(39)	(29)
Balance as of end-of-year	\$ (78)	\$ (107)	\$ (109)
Unrealized Gain (Loss) on Derivative Instruments			

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Balance as of beginning-of-year	\$ 163	\$ 119	\$ (11)
Unrealized holding gains (losses) arising during the year	143	55	184
Change in foreign currency exchange rate adjustment	(19)	(12)	7
Change in DAC, VOBA, DSI and DFEL	5	15	-
Income tax benefit (expense)	(45)	(21)	(67)
Less:			
Reclassification adjustment for gains (losses) included in net income (loss)	(15)	(15)	(10)
Associated amortization of DAC, VOBA, DSI and DFEL	1	4	1
Income tax benefit (expense)	5	4	3
Balance as of end-of-year	\$ 256	\$ 163	\$ 119
Foreign Currency Translation Adjustment			
Balance as of beginning-of-year	\$ (4)	\$ 1	\$ 1
Foreign currency translation adjustment arising during the year	(1)	(5)	-
Income tax benefit (expense)	-	-	-
Balance as of end-of-year	\$ (5)	\$ (4)	\$ 1
Funded Status of Employee Benefit Plans			
Balance as of beginning-of-year	\$ (310)	\$ (278)	\$ (181)
Adjustment arising during the year	140	2	(149)
Income tax benefit (expense)	(49)	(34)	52
Balance as of end-of-year	\$ (219)	\$ (310)	\$ (278)

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The following summarizes the reclassifications out of AOCI (in millions) for the year ended December 31, 2013, and the associated line item in the Consolidated Statements of Comprehensive Income (Loss):

Unrealized Gain (Loss) on AFS Securities		
Gross reclassification	\$ (67)	Total realized gain (loss)
Change in DAC, VOBA, DSI, and DFEL	(29)	Total realized gain (loss)
Reclassification before income tax benefit (expense)	(96)	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	34	Federal income tax expense (benefit)
Reclassification, net of income tax	\$ (62)	Net income (loss)
Unrealized OTTI on AFS Securities		
Gross reclassification	\$ 62	Total realized gain (loss)
Change in DAC, VOBA, DSI, and DFEL	(8)	Total realized gain (loss)
Reclassification before income tax benefit (expense)	54	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	(19)	Federal income tax expense (benefit)
Reclassification, net of income tax	\$ 35	Net income (loss)
Unrealized Gain (Loss) on Derivative Instruments		
Gross reclassifications:		
Interest rate contracts	\$ (21)	Net investment income
Interest rate contracts	3	Interest and debt expense
Foreign currency contracts	3	Net investment income
Total gross reclassifications	(15)	
Change in DAC, VOBA, DSI, and DFEL	1	Commissions and other expenses
Reclassifications before income tax benefit (expense)	(14)	Income (loss) from continuing operations before taxes
Income tax benefit (expense)	5	Federal income tax expense (benefit)
Reclassification, net of income tax	\$ (9)	Net income (loss)

15. Realized Gain (Loss)

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

	For the Years Ended		
	December 31,		
	2013	2012	2011
Total realized gain (loss) related to certain investments (1)	\$ (98)	\$ (190)	\$ (148)
Realized gain (loss) on the mark-to-market on certain instruments (2)	48	133	(82)
Indexed annuity and universal life net derivatives results: (3)			
Gross gain (loss)	(39)	16	2
Associated amortization of DAC, VOBA, DSI and DFEL	9	(5)	(2)
Variable annuity net derivatives results: (4)			
Gross gain (loss)	(60)	164	(60)
Associated amortization of DAC, VOBA, DSI and DFEL	5	(44)	(4)
Total realized gain (loss)	\$ (135)	\$ 74	\$ (294)

(1) See "Realized Gain (Loss) Related to Certain Investments" section in Note 5.

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

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

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

## 16. Commissions and Other Expenses

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

	For the Years Ended		
	December 31,		
	2013	2012	2011
Commissions	\$ 1,962	\$ 1,660	\$ 1,672
General and administrative expenses	1,630	1,564	1,423
Expenses associated with reserve financing and unrelated LOCs	64	56	47
DAC and VOBA deferrals and interest, net of amortization	(640)	(275)	(551)
Broker-dealer expenses	387	348	353
Specifically identifiable intangible asset amortization	4	4	4
Media expenses	62	67	69
Taxes, licenses and fees	232	239	247
Restructuring charges	-	20	-
Total	\$ 3,701	\$ 3,683	\$ 3,264

## 17. Pension, Postretirement Health Care and Life Insurance Benefit Plans

We maintain U.S. qualified funded defined benefit pension plans in which many of our U.S. employees and agents are participants, and we retained the Lincoln UK pension plan after the sale of this business. We also maintain non-qualified, unfunded defined benefit pension plans for certain employees and agents. In addition, for certain former employees we have supplemental retirement plans that provide defined benefit pension benefits in excess of limits imposed by federal tax law. All of our defined benefit pension plans are frozen, including the defined benefit pension plan that was retained after the sale of Lincoln UK, and there are no new participants and no future accruals of benefits from the date of the freeze.

The eligibility requirements for each plan are described in each plan document and vary for each plan based on completion of a specified period of continuous service and date of hire, subject to age limitations. The frozen pension plan benefits are calculated either on a traditional final pay or cash balance formula. Those formulas are based upon years of credited service and eligible earnings as defined in each plan document. The traditional formula provides benefits stated in terms of a single life annuity payable at age 65. The cash balance formula provides benefits stated as a lump sum hypothetical account balance. That account balance equals the sum of the employee's accumulated annual benefit credits plus interest credits. Benefit credits, which are based on years of service and base salary plus bonus, ceased as of the date the plan was frozen. Interest credits continue until the participant's benefit is paid.

We also sponsor a voluntary employees' beneficiary association ("VEBA") trust that provides postretirement medical, dental and life insurance benefits to retired full-time U.S. employees and agents who, depending on the plan, have worked for us for at least 10 years and attained age 55 (age 60 for agents). VEBAs are a special type of tax-exempt trust used to provide benefits that are subject to preferential tax treatment under the Internal Revenue Code. Medical and dental benefits are available to spouses and other eligible dependents of retired employees and agents. Retirees may be required to contribute toward the cost of these benefits. Eligibility and the amount of required contribution for these benefits varies based upon a variety of factors including years of service and year of retirement.

## Obligations, Funded Status and Assumptions

Information (in millions) with respect to our benefit plans' assets and obligations was as follows:

	As of or For the Years Ended December 31,					
	2013	2012	2013	2012	2013	2012
	U.S.		Non-U.S.		Other Postretirement Benefits	
	Pension Benefits		Pension Benefits			
<b>Change in Plan Assets</b>						
Fair value as of beginning-of-year	\$ 1,043	\$ 956	\$ 371	\$ 350	\$ 42	\$ 39
Actual return on plan assets	67	123	18	28	3	3
Company and participant contributions	6	32	6	7	13	15
Benefits paid	(69)	(68)	(16)	(14)	(16)	(17)
Medicare Part D subsidy	-	-	-	-	3	2
Fair value as of end-of-year	1,047	1,043	379	371	45	42
<b>Change in Benefit Obligation</b>						
Balance as of beginning-of-year	1,284	1,238	364	311	139	161
Service cost (1)	5	5	-	-	3	4
Interest cost	51	53	16	15	5	7
Company and participant contributions	-	-	-	-	4	6
Amendments	-	-	-	-	(29)	-
Actuarial (gains) losses	(93)	61	9	52	(7)	(24)
Administrative expenses paid	(6)	(5)	-	-	-	-
Benefits paid	(69)	(68)	(16)	(14)	(16)	(17)
Medicare Part D subsidy	-	-	-	-	3	2
Balance as of end-of-year	1,172	1,284	373	364	102	139
Funded status of the plans	\$ (125)	\$ (241)	\$ 6	\$ 7	\$ (57)	\$ (97)
<b>Amounts Recognized on the Consolidated Balance Sheets</b>						
Other assets	\$ 14	\$ 21	\$ 6	\$ 7	\$ -	\$ -
Other liabilities	(139)	(262)	-	-	(57)	(97)
Net amount recognized	\$ (125)	\$ (241)	\$ 6	\$ 7	\$ (57)	\$ (97)
<b>Amounts Recognized in Accumulated OCI, Net of Tax</b>						
Net (gain) loss	\$ 157	\$ 229	\$ 107	\$ 95	\$ (15)	\$ (11)
Prior service credit	-	-	-	-	(18)	(3)
Net amount recognized	\$ 157	\$ 229	\$ 107	\$ 95	\$ (33)	\$ (14)

Rate of Increase in Compensation						
Retiree Life Insurance Plan	N/A	N/A	N/A	N/A	4.00%	4.00%
All other plans	N/A	N/A	N/A	N/A	N/A	N/A
Weighted-Average Assumptions						
Benefit obligations:						
Weighted-average discount rate	4.70%	4.16%	4.45%	4.40%	4.50%	4.03%
Expected return on plan assets	7.82%	7.79%	5.50%	5.30%	6.50%	6.50%
Net periodic benefit cost:						
Weighted-average discount rate	4.16%	4.45%	4.40%	5.00%	4.03%	4.25%
Expected return on plan assets	7.82%	7.79%	5.50%	5.30%	6.50%	6.50%

(1) Amounts for our U.S. pension plans represent general and administrative expenses.

Consistent with our benefit plans' year end, we use December 31 as the measurement date.

The discount rate was determined based on a corporate yield curve as of December 31, 2013, and projected benefit obligation cash flows for the U.S. pension plans. We reevaluate this assumption each plan year. For 2014, our discount rate will be 4.70% for the U.S. pension plans, and 4.45% for the non-U.S. plan.



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The expected return on plan assets was determined based on historical and expected future returns of the various asset categories, using the plans' target plan allocation. We reevaluate this assumption each plan year. For 2014, our expected return on plan assets is 7.82% for the U.S. plans and 5.50% for the non-U.S. plan.

The calculation of the accumulated other postretirement benefit obligation assumes a weighted-average annual rate of increase in the per capita cost of covered benefits (i.e., health care cost trend rate) as follows:

	As of or For the Years Ended December 31,		
	2013	2012	2011
Pre-65 health care cost trend rate	7.50%	8.00%	8.50%
Post-65 health care cost trend rate	7.50%	8.00%	8.50%
Ultimate trend rate	4.50%	4.50%	4.50%
Year that the rate reaches the ultimate trend rate	2020	2020	2021

We expect the health care cost trend rate for 2014 to be 7.50% for both the pre-65 and the post-65 population. A one-percentage point increase in assumed health care cost trend rates would have increased the accumulated postretirement benefit obligation by \$4 million and total service and interest cost components by less than \$1 million. A one-percentage point decrease in assumed health care cost trend rates would have decreased the accumulated postretirement benefit obligation by \$4 million and total service and interest cost components by less than \$1 million.

Information for our pension plans with an accumulated benefit obligation in excess of plan assets (in millions) was as follows:

	As of December 31,	
	2013	2012
U.S. Plan		
Accumulated benefit obligation	\$ 1,059	\$ 1,160
Projected benefit obligation	1,059	1,160
Fair value of plan assets	920	898

## Components of Net Periodic Benefit Cost

The components of net periodic benefit cost for our pension plans' and other postretirement plans' expense (recovery) (in millions) were as follows:

	For the Years Ended December 31,					
	2013	2012	2011	2013	2012	2011
	Pension Benefits			Other Postretirement Benefits		
<b>U.S. Plans</b>						
Service cost (1)	\$ 5	\$ 5	\$ 3	\$ 3	\$ 4	\$ 4
Interest cost	51	53	58	5	7	7
Expected return on plan assets	(78)	(72)	(71)	(3)	(3)	(2)
Amortization of prior service cost	-	-	-	(1)	(1)	(1)
Recognized net actuarial loss (gain)	24	26	13	(1)	1	1
Recognized actuarial gain due to curtailments	-	-	-	(5)	-	-
Net periodic benefit expense (recovery)	\$ 2	\$ 12	\$ 3	\$ (2)	\$ 8	\$ 9
<b>Non-U.S. Plans</b>						
Interest cost	\$ 16	\$ 15	\$ 15			
Expected return on plan assets	(19)	(17)	(16)			
Recognized net actuarial loss (gain)	2	1	-			
Net periodic benefit expense (recovery)	\$ (1)	\$ (1)	\$ (1)			

(1) Amounts for our pension plans represent general and administrative expenses.

We expect our 2014 U.S. pension plans' expense to be approximately \$1 million. In addition, we expect our non-U.S. pension plan income for 2014 to be approximately \$4 million when assuming an average exchange rate of 1.66 pounds sterling to U.S. dollars.

For 2014, the estimated amount of amortization from accumulated OCI into net periodic benefit expense related to net actuarial loss or gain is expected to be a \$17 million loss for our pension plans and a \$2 million gain for our other postretirement plans.



## Plan Assets

Our pension plans' asset target allocations by asset category based on estimated fair values were as follows:

Asset Class	For the Years Ended December 31,					
	2013	2012	2013	2012	2013	2012
	U.S. Plan – Employees		U.S. Plan – Agents		Non-U.S. Plan	
Fixed maturity securities	50%	50%	100%	80%	39%	39%
Common stock:						
Domestic equity	35%	35%	0%	14%	0%	0%
International equity	15%	15%	0%	6%	0%	0%
Equity securities	0%	0%	0%	0%	58%	59%
Cash and invested cash	0%	0%	0%	0%	3%	2%

The investment objectives for the assets related to our pension plans are to:

- Maintain sufficient liquidity to pay obligations of the plans as they come due;
- Minimize the effect of a single investment loss and large losses to the plans through prudent risk/reward diversification consistent with sound fiduciary standards;
- Maintain an appropriate asset allocation policy;
- Earn a return commensurate with the level of risk assumed through the asset allocation policy; and
- Control costs of administering and managing the plans' investment operations.

Investments can be made in various asset classes and styles, including, but not limited to: domestic and international equity, fixed-income securities, derivatives and other asset classes the investment managers deem prudent. Our plans follow a strategic asset allocation policy that strives to systemically increase the percentage of assets in liability-matching fixed-income investments as funding levels increase.

We currently target asset weightings as follows: for the U.S. Plan – Employees, domestic equity allocations (35%) are split into large cap (25%), small cap (5%) and hedge funds (5%). Fixed maturity securities represent core fixed-income investments. The performance of the pension trust assets is monitored on a quarterly basis relative to the plans' objectives.

Our U.S. pension plans' assets have been combined into a master retirement trust where a variety of qualified managers, including manager of managers, are expected to have returns that exceed the median of similar funds over three-year periods, above an appropriate index over five-year periods and meet real return standards over ten-year periods. Managers are monitored for adherence to approved investment policy guidelines and managers not meeting these criteria are subject to additional due diligence review, corrective action or possible termination.

#### Fair Value of Plan Assets

See "Fair Value Measurement" in Note 1 for discussion of how we categorize our pension plans' assets into the three-level fair value hierarchy. See "Financial Instruments Carried at Fair Value" in Note 21 for a summary of our fair value measurements of our pension plans' assets by the three-level fair value hierarchy.

The following summarizes our fair value measurements of benefit plans' assets (in millions) on a recurring basis by asset category:

	As of December 31,					
	2013	2012	2013	2012	2013	2012
	U.S. Pension Plans		Non-U.S. Pension Plans		Other Postretirement Benefits	
Fixed maturity securities:						
Corporate bonds	\$ 374	\$ 343	\$ 40	\$ 35	\$ -	\$ -
U.S. government bonds	133	145	4	4	-	-
Foreign government bonds	-	15	174	179	-	-
RMBS	-	1	-	-	-	-
CMBS	-	3	-	-	-	-
CDOs	-	1	4	4	-	-
State and municipal bonds	37	42	-	-	-	-
Common and preferred stock	463	475	83	96	-	-
Cash and invested cash	40	18	74	53	-	-
Other investments	-	-	-	-	45	42
Total	\$ 1,047	\$ 1,043	\$ 379	\$ 371	\$ 45	\$ 42

## Valuation Methodologies and Associated Inputs for Pension Plans' Assets

The fair value measurements of our pension plans' assets are based on assumptions used by market participants in pricing the security. The most appropriate valuation methodology is selected based on the specific characteristics of the security, and the valuation methodology is consistently applied to measure the security's fair value. The fair value measurement is based on a market approach, which utilizes prices and other relevant information generated by market transactions involving identical or comparable securities. Sources of inputs to the market approach include third-party pricing services, independent broker quotations or pricing matrices. Both observable and unobservable inputs are used in the valuation methodologies. Observable inputs include benchmark yields, reported trades, broker quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. In addition, market indicators, industry and economic events are monitored and further market data is acquired if certain triggers are met. For certain security types, additional inputs may be used, or some of the inputs described above may not be applicable. For broker-quoted only securities, quotes from market makers or broker dealers are obtained from sources recognized to be market participants. In order to validate the pricing information and broker quotes, procedures are employed, where possible, that include comparisons with similar observable positions, comparisons with subsequent sales, discussions with brokers and observations of general market movements for those security classes. For those securities trading in less liquid or illiquid markets with limited or no pricing information, unobservable inputs are used in order to measure the fair value of these securities. In cases where this information is not available, such as for privately placed securities, fair value is estimated using an internal pricing matrix. This matrix relies on judgment concerning the discount rate used in calculating expected future cash flows, credit quality, industry sector performance and expected maturity.

Prices received from third parties are not adjusted; however, the third-party pricing services' valuation methodologies and related inputs are evaluated and additional evaluation is performed to determine the appropriate level within the fair value hierarchy.

The observable and unobservable inputs to the valuation methodologies are based on general standard inputs. The standard inputs used in order of priority are benchmark yields, reported trades, broker quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. Depending on the type of security or the daily market activity, standard inputs may be prioritized differently or may not be available for all securities on any given day.

Cash and invested cash is carried at cost, which approximates fair value. This category includes highly liquid debt instruments purchased with a maturity of three months or less. Due to the nature of these assets, we believe these assets should be classified as Level 2.

### Plan Cash Flows

It is our practice to make contributions to the qualified pension plans to comply with minimum funding requirements of the Employee Retirement Income Security Act of 1974, as amended and with guidance issued there under. In accordance with such practice, no contributions were required for the years ended December 31, 2013 or 2012 however, we elected to contribute \$25 million on December 20, 2012. Based on our calculations, we do not expect to be required to make any contributions to our qualified pension plans in 2014 under applicable pension law.

For our nonqualified pension plans, we fund the benefits as they become due to retirees. The amount expected to be contributed to the nonqualified pension plans during 2014 is approximately \$10 million.

We expect the following benefit payments (in millions):

	Pension Plans			
	Qualified U.S. Defined Benefit Pension Plans	Nonqualified U.S. Defined Benefit Pension Plans	Qualified Non-U.S. Defined Benefit Pension Plans	U.S. Other Post- retirement Plans
2014	\$ 73	\$ 10	\$ 14	\$ 9
2015	73	10	14	9
2016	74	10	15	9
2017	71	10	16	9
2018	71	9	17	8
Following five years thereafter	343	44	94	35

## 18. Defined Contribution and Deferred Compensation Plans

### Defined Contribution Plans

We sponsor defined contribution plans, which include 401(k) and money purchase plans, for eligible employees and agents. We make contributions and matching contributions to each of the active plans in accordance with the plan documents and various limitations

under Section 401(a) of the Internal Revenue Code of 1986, as amended. For the years ended December 31, 2013, 2012 and 2011, expenses for these plans were \$72 million, \$70 million and \$67 million, respectively.

### Deferred Compensation Plans

We sponsor six separate non-qualified, unfunded, deferred compensation plans for employees, agents and non-employee directors.

The results for certain investment options within the plans are hedged by total return swaps. Participants' account values change due primarily to investment earnings driven by market fluctuations. Our expenses increase or decrease in direct proportion to the change in market value of the participants' investment options. Participants are able to select our stock as an investment option; however, it is not hedged by the total return swaps and is a primary source of expense volatility related to these plans. For further discussion of total return swaps related to our deferred compensation plans, see Note 6.

Information (in millions) with respect to these plans was as follows:

	As of	
	December 31,	
	2013	2012
Total liabilities (1)	\$ 468	\$ 386
Investments held to fund liabilities (2)	153	135

(1) Reported in other liabilities on our Consolidated Balance Sheets.

(2) Reported in other assets on our Consolidated Balance Sheets.

### Deferred Compensation Plan for Employees

Participants may elect to defer a portion of their compensation as defined by the plan. Participants may select from prescribed "phantom" investment options that are used as measures for calculating the returns that are notionally credited to their accounts. Under the terms of the plan, we agree to pay out amounts based upon the aggregate performance of the investment measures selected by the participants. We make matching contributions based upon amounts placed into the plan by individuals after participants have exceeded applicable limits of the Internal Revenue



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Code applicable to 401(k) plans. The amount of our contribution is calculated in accordance with the plan document. Expenses (income) (in millions) for this plan were as follows:

	For the Years Ended		
	December 31,		
	2013	2012	2011
Employer matching contributions	\$ 9	\$ 7	\$ 6
Increase (decrease) in measurement of liabilities, net of total return swap	14	7	1
Total plan expenses (income)	\$ 23	\$ 14	\$ 7

Deferred Compensation Plans for Agents

We sponsor three deferred compensation plans for certain eligible agents. Participants may elect to defer a portion of their compensation as defined by the respective plan. Participants may select from prescribed “phantom” investment options that are used as measures for calculating the returns that are notionally credited to their accounts. Under the terms of these plans, we agree to pay out amounts based upon the aggregate performance of the investment measures selected by the participants. We make matching contributions based upon amounts placed into the plans by individuals after participants have exceeded applicable limits of the Internal Revenue Code applicable to 401(k) plans. The amounts of our contributions are calculated in accordance with the plans’ documents. Expenses (income) (in millions) for these plans were as follows:

	For the Years		
	Ended December		
	31,		
	2013	2012	2011
Employer matching contributions	\$ 1	\$ 1	\$ 1
Increase (decrease) in measurement of liabilities, net of total return swap	4	2	-
Total plan expenses (income)	\$ 5	\$ 3	\$ 1

Deferred Compensation Plan for Non-Employee Directors

Non-employee directors may defer a portion of their annual cash retainers. They also receive a portion of their retainer in the form of deferred stock units, which we credit quarterly in arrears to their accounts. The prescribed “phantom” investment options are identical to those offered in the employees’ deferred compensation plan. For the years ended December 31, 2013, 2012 and 2011, expenses (income) for this plan were \$8 million, \$2 million and less than (\$1) million, respectively.

159

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## Deferred Compensation Plan for Former JP Agents

Eligible former agents of JP may participate in this deferred compensation plan. Participants may elect to defer commissions and bonuses and specify where this deferred compensation will be invested in selected notional mutual funds. Participants may not receive the returns on these funds until attaining a specified age or in the event of a significant lifestyle change. The funded amount is rebalanced to match the funds that have been elected under the deferred compensation plan. The plan obligation increases with contributions, deferrals and investment gains, and decreases with withdrawals and investment losses. The plan assets increase with investment gains and decrease with investment losses and payouts of benefits. For the years ended December 31, 2013, 2012 and 2011, expenses (income) for this plan were \$2 million, \$3 million and \$4 million, respectively.

## 19. Stock-Based Incentive Compensation Plans

## LNC Stock-Based Incentive Plans

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

Total compensation expense (in millions) by award type for all of our stock-based incentive plans was as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Stock options	\$ 9	\$ 8	\$ 8
Performance shares	10	5	2
SARs	5	1	-
RSUs and nonvested stock	16	17	12
Total	\$ 40	\$ 31	\$ 22
Recognized tax benefit	\$ 14	\$ 11	\$ 8

Total unrecognized compensation expense (in millions) and expected weighted-average life (in years) by award type for all of our stock-based incentive plans was as follows:

	For the Years Ended December 31,					
	2013		2012		2011	
	Expens	Weighted-Average Period	Expens	Weighted-Average Period	Expens	Weighted-Average Period
Stock options	\$ 9	1.9	\$ 6	1.8	\$ 6	1.7
Performance shares	9	1.5	9	1.6	4	2.0
SARs	3	3.4	1	3.3	1	3.4
RSUs and nonvested stock	18	1.2	20	1.3	17	1.7
Total unrecognized stock-based incentive compensation expense	\$ 39		\$ 36		\$ 28	

In the first quarter of 2013, a performance period from 2013-2015 was approved for certain of our executive officers by the Compensation Committee. The award for executive officers participating in this performance period consisted of LNC RSUs representing approximately 29%, LNC stock options representing approximately 35% and LNC performance shares representing approximately 36% of the total award. LNC RSUs granted for this period cliff-vest on the third anniversary of the grant date, based solely on a service condition. LNC stock options granted for this performance period have a maximum contractual term of ten years and vest ratably over the three-year period, based solely on a service condition. Depending on the performance results for this period, the ultimate payout of performance shares could range from zero to 200% of the target award. Under the 2013-2015 plan, a total of 583,404 LNC RSUs, 1,011,365 LNC stock options and 260,114 LNC performance shares were granted.

In the first quarter of 2012, a performance period from 2012-2014 was approved for certain of our executive officers by the Compensation Committee. The award for executive officers participating in this performance period consisted of LNC RSUs representing approximately 29%, LNC stock options representing approximately 35% and LNC performance shares representing approximately 36% of the total award. LNC RSUs granted for this period cliff-vest on the third anniversary of the grant date, based solely on a service condition. LNC stock options granted for this performance period have a maximum contractual term of ten years and vest ratably over the three-year period, based solely on a service condition. Depending on the performance results for this period, the ultimate payout of performance shares could range from zero to 200% of the target award. Under the 2012-2014 plan, a total of 766,217 LNC RSUs, 903,502 LNC stock options and 306,456 LNC performance shares were granted.

In the first quarter of 2011, a performance period from 2011-2013 was approved for certain of our executive officers by the Compensation Committee. The award for executive officers participating in this performance period consisted of LNC RSUs representing approximately 34%, LNC stock options representing approximately 33% and LNC performance shares representing approximately 33% of the total award. LNC RSUs granted for this period cliff-vest on the third anniversary of the grant date, based solely on a service condition. LNC stock options granted for this performance period have a maximum contractual term of ten years and vest ratably over the three-year period, based solely on a service condition. Under the 2011-2013 plan, a total of 221,813 LNC RSUs, 459,093 LNC stock options and 215,137 LNC performance shares were granted.

The option price assumptions used for our stock option awards were as follows:

	For the Years Ended December 31,		
	2013	2012	2011
Weighted-average fair value per option granted	\$ 7.39	\$ 8.35	\$ 13.88
Assumptions:			
Dividend yield	2.4%	1.9%	1.2%
Expected volatility	34.1%	42.0%	48.5%
Risk-free interest rate	0.6-0.9%	0.9-1.2%	1.4-2.9%
Expected life (in years)	5.6	5.8	6.7

The fair value of options is determined using a Black-Scholes options valuation model with the assumptions disclosed in the table above. The dividend yield is based on the expected dividend rate during the expected life of the option. Expected volatility is based on the implied volatility of exchange-traded securities and the historical volatility of the LNC stock price. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of the grant. The expected life of the options granted represents the weighted-average period of time from the grant date to the date of exercise, expiration or cancellation based upon historical behavior.

Information with respect to our incentive plans involving stock options with performance conditions (aggregate intrinsic value shown in millions) was as follows:

	Weighted- Average Exercise	Weighted- Average Remaining Contractual	Aggregate Intrinsic
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	Shares	Price	Term	Value
Outstanding as of December 31, 2012	1,267,595	\$ 45.29		
Granted – original	82,317	33.44		
Exercised (includes shares tendered)	(65,521)	25.11		
Forfeited or expired	(107,417)	44.17		
Outstanding as of December 31, 2013	1,176,974	\$ 45.84	3.64	\$ 8
Vested or expected to vest as of December 31, 2013 (1)	1,120,709	\$ 46.61	3.65	\$ 7
Exercisable as of December 31, 2013	1,064,562	\$ 47.46	3.66	\$ 5

(1) Includes estimated forfeitures.

The total fair value of options vested during the years ended December 31, 2013, 2012 and 2011, was \$1 million, \$1 million and \$2 million, respectively. The total intrinsic value of options exercised during the years ended December 31, 2013, 2012 and 2011, was \$1 million, zero and zero, respectively.

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Information with respect to our incentive plans involving stock options with service conditions (aggregate intrinsic value shown in millions) was as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding as of December 31, 2012	5,515,761	\$ 41.20		
Granted – original	1,070,085	29.54		
Exercised (includes shares tendered)	(1,003,571)	41.99		
Forfeited or expired	(653,922)	43.83		
Outstanding as of December 31, 2013	4,928,353	\$ 38.18	5.28	\$ 74
Vested or expected to vest as of December 31, 2013 (1)	4,641,843	\$ 38.82	5.08	\$ 67
Exercisable as of December 31, 2013	3,245,712	\$ 43.41	3.50	\$ 35

(1) Includes estimated forfeitures.

The total fair value of options vested during the years ended December 31, 2013, 2012 and 2011, was \$6 million, \$4 million and \$7 million, respectively. The total intrinsic value of options exercised during the years ended December 31, 2013, 2012 and 2011, was \$6 million, zero and zero, respectively.

Information with respect to our performance shares was as follows:

	Shares	Weighted- Average Grant-Date Fair Value
Nonvested as of December 31, 2012	479,498	\$ 32.48
Granted	260,114	33.60
Forfeited	(28,920)	32.51
Nonvested as of December 31, 2013	710,692	\$ 32.74

## SARs

Under our incentive compensation plan, we issue SARs to certain planners and advisors who have full-time contracts with us. The SARs under this plan are rights on our stock that are cash settled and become exercisable in increments of 25% over the four-year period following the SARs grant date. SARs are granted with an exercise price equal to the fair market value of our stock at the date of grant and, unless cancelled earlier due to certain terminations of employment, expire five years from the date of grant. Generally, such SARs are transferable only upon death.

We recognize compensation expense for SARs based on the fair value method using the Black-Scholes option-pricing model. Compensation expense and the related liability are recognized on a straight-line basis over the vesting period of the SARs. The SARs liability is marked-to-market through net income, which causes volatility in net income (loss) as a result of changes in the market value of our stock and reported within commissions and other expenses on our Consolidated Statements of Comprehensive Income (Loss). The SARs liability as of December 31, 2013 and 2012, was \$5 million and \$1 million, respectively, and reported within other liabilities on our Consolidated Balance Sheets.

The option price assumptions used for our SARs were as follows:

	For the Years Ended December		
	31,		
	2013	2012	2011
Weighted-average fair value per SAR granted	\$ 7.47	\$ 8.91	\$ 9.41
Assumptions:			
Dividend yield	2.2%	1.4%	1.9%
Expected volatility	30.5%	40.7%	39.1%
Risk-free interest rate	1.0%	1.3%	2.2%
Expected life (in years)	5.0	5.0	5.0



The assumptions above are the same as those discussed for options above, except the dividend yield is based on the current dividend rate at the date of grant, expected volatility is based on the implied volatility of exchange-traded securities and the expected life represents the contractual term.

Information with respect to our SARs plan (aggregate intrinsic value shown in millions) was as follows:

	Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding as of December 31, 2012	569,681	\$ 35.01		
Granted – original	112,990	33.44		
Exercised (includes shares tendered)	(97,722)	23.08		
Forfeited or expired	(230,906)	48.39		
Outstanding as of December 31, 2013	354,043	\$ 29.00	2.73	\$ 8
Vested or expected to vest as of December 31, 2013 (1)	335,586	\$ 28.89	2.67	\$ 8
Exercisable as of December 31, 2013	185,822	\$ 27.09	1.99	\$ 5

(1) Includes estimated forfeitures.

The payment for SARs exercised during the years ended December 31, 2013, 2012 and 2011, was \$1 million, zero and zero, respectively.

## RSUs

We award RSUs under the incentive compensation plan, generally subject to a three-year vesting period. Information with respect to our restricted stock units was as follows:

	Shares	Weighted-Average Grant-Date Fair Value
Outstanding as of December 31, 2012	1,716,407	\$ 26.49
Granted	583,404	30.53
Vested	(588,217)	25.26
Forfeited	(81,187)	27.08
Outstanding as of December 31, 2013	1,630,407	\$ 28.24

## 20. Statutory Information and Restrictions

The Company's domestic life insurance subsidiaries prepare financial statements in accordance with statutory accounting principles ("SAP") prescribed or permitted by the insurance departments of their states of domicile, which may vary materially from GAAP.

Prescribed SAP includes the Accounting Practices and Procedures Manual of the National Association of Insurance Commissioners ("NAIC") as well as state laws, regulations and administrative rules. Permitted SAP encompasses all accounting practices not so prescribed. The principal differences between statutory financial statements and financial statements prepared in accordance with GAAP are that statutory financial statements do not reflect DAC, some bond portfolios may be carried at amortized cost, assets and liabilities are presented net of reinsurance, contract holder liabilities are generally valued using more conservative assumptions and certain assets are non-admitted.

Our insurance subsidiaries are subject to the applicable laws and regulations of their respective states. Changes in these laws and regulations could change capital levels or capital requirements for our insurance subsidiaries.

Statutory capital and surplus, net gain (loss) from operations, after-tax, net income (loss) and dividends to the LNC holding company amounts (in millions) below consist of all or a combination of the following entities: LNL, First Penn-Pacific Life Insurance Company ("FPP"), Lincoln Reinsurance Company of South Carolina, Lincoln Reinsurance Company of South Carolina II, Lincoln Life & Annuity Company of New York ("LLANY"), Lincoln Reinsurance Company of Vermont I, Lincoln Reinsurance Company of Vermont II,

Lincoln Reinsurance Company of Vermont III, Lincoln Reinsurance Company of Vermont IV and Lincoln Reinsurance Company of Vermont V.

	As of December 31,	
	2013	2012
U.S. capital and surplus	\$ 7,484	\$ 6,715

	For the Years Ended December 31,		
	2013	2012	2011
U.S. net gain (loss) from operations, after-tax	\$ 494	\$ 736	\$ 323
U.S. net income (loss)	561	681	135
U.S. dividends to LNC holding company	725	635	818

The decrease in statutory net income (loss) when comparing 2013 to 2012 was due primarily to the effects of reserve financing transactions in 2013.

The increase in statutory net income (loss) when comparing 2012 to 2011 was due primarily to a decrease in realized losses in invested assets, an increase in favorable tax items over prior year and favorable reserve development in variable annuities due to improvements in the equity market and less volatility in the forward interest rates.

The states of domicile of the Company's insurance subsidiaries have adopted certain prescribed accounting practices that differ from those found in NAIC SAP. These prescribed practices are the use of continuous Commissioners Annuity Reserve Valuation Method ("CARVM") in the calculation of reserves as prescribed by the state of New York, the calculation of reserves on universal life policies based on the Indiana universal life method as prescribed by the state of Indiana for policies issued before January 1, 2006, and the use of a more conservative valuation interest rate on certain annuities prescribed by the states of Indiana and New York. The Vermont insurance subsidiaries also have an accounting practice permitted by the state of Vermont that differs from that found in NAIC SAP. Specifically, the permitted practice involves accounting for the lesser of the face amount of all amounts outstanding under an LOC and the value of the Valuation of Life Insurance Policies Model Regulation ("XXX") additional statutory reserves as an

admitted asset and a form of surplus as of December 31, 2013 and 2012.

The favorable (unfavorable) effects on statutory surplus compared to NAIC statutory surplus from the use of these prescribed and permitted practices (in millions) were as follows:

	As of December	
	31,	
	2013	2012
Calculation of reserves using the Indiana universal life method	\$ 219	\$ 249
Calculation of reserves using continuous CARVM	(2)	(2)
Conservative valuation rate on certain annuities	(30)	(26)
Lesser of LOC and XXX additional reserve as surplus	2,635	2,483

During the third quarter of 2013, the New York Department of Financial Services (“NYDFS”) announced that it would not recognize the NAIC revisions to AG38 in applying the New York law governing the reserves to be held for UL and VUL products containing secondary guarantees. The change, effective December 31, 2013, impacts our New York-domiciled insurance subsidiary, LLANY, notwithstanding that LLANY discontinued the sale of these products in early 2013. We expect to phase in the increase in reserves over five years beginning with 2013. As such, we increased reserves by \$90 million as of December 31, 2013. The additional increase in reserves over the next four years is subject to on-going discussions with the NYDFS. However, we do not expect the amount for each of the remaining years to exceed \$90 million per year.

The NAIC has adopted Risk-Based Capital (“RBC”) requirements for life insurance companies to evaluate the adequacy of statutory capital and surplus in relation to investment and insurance risks. The requirements provide a means of measuring the minimum amount of statutory surplus appropriate for an insurance company to support its overall business operations based on its size and risk profile. Under RBC requirements, regulatory compliance is determined by the ratio of a company’s total adjusted capital, as defined by the NAIC, to its company action level of RBC (known as the “RBC ratio”), also as defined by the NAIC. The company action level may be triggered if the RBC ratio is between 75% and 100%, which would require the insurer to submit a plan to the regulator detailing corrective action it proposes to undertake. As of December 31, 2013, the combined RBC ratio of LNL, LLANY and FPP was approximately five times the aforementioned company action level.

Our insurance subsidiaries are subject to certain insurance department regulatory restrictions as to the transfer of funds and payment of dividends to the holding company. Under Indiana laws and regulations, our Indiana insurance subsidiaries, including our primary insurance subsidiary, LNL, may pay dividends to LNC without prior approval of the Indiana Insurance Commissioner (the “Commissioner”), only from unassigned surplus and must receive prior approval of the Commissioner to pay a dividend if such dividend, along with all other dividends paid within the preceding 12 consecutive months, would exceed the statutory limitation. The current statutory limitation is the greater

of 10% of the insurer's contract holders' surplus, as shown on its last annual statement on file with the

164

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Commissioner or the insurer's statutory net gain from operations for the previous 12 months, but in no event to exceed statutory unassigned surplus. Indiana law gives the Commissioner broad discretion to disapprove requests for dividends in excess of these limits. LNL's subsidiary, LLANY, a New York domiciled insurance company, has similar restrictions, except that in New York it is the lesser of 10% of surplus to contract holders as of the immediately preceding calendar year or net gain from operations for the immediately preceding calendar year, not including realized capital gains. We expect our domestic insurance subsidiaries could pay dividends of approximately \$750 million in 2014 without prior approval from the respective state commissioner.

All payments of principal and interest on surplus notes between LNC and our insurance subsidiaries must be approved by the respective Commissioner of Insurance.

## 21. Fair Value of Financial Instruments

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

	As of December 31, 2013		As of December 31, 2012	
	Carrying Value	Fair Value	Carrying Value	Fair Value
<b>Assets</b>				
AFS securities:				
Fixed maturity securities	\$ 80,078	\$ 80,078	\$ 82,036	\$ 82,036
VIEs' fixed maturity securities	697	697	708	708
Equity securities	201	201	157	157
Trading securities	2,282	2,282	2,554	2,554
Mortgage loans on real estate	7,210	7,386	7,029	7,704
Derivative investments (1)	881	881	2,652	2,652
Other investments	1,218	1,218	1,098	1,098
Cash and invested cash	2,364	2,364	4,230	4,230
Separate account assets	117,135	117,135	95,373	95,373
<b>Liabilities</b>				
Future contract benefits:				
Indexed annuity and universal life contracts embedded derivatives	(1,048)	(1,048)	(732)	(732)

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GLB reserves embedded derivatives	1,244	1,244	(909)	(909)
Other contract holder funds:				
Remaining guaranteed interest and similar contracts	(809)	(809)	(867)	(867)
Account values of certain investment contracts	(29,078)	(30,574)	(28,540)	(32,688)
Short-term debt (2)	(501)	(500)	(200)	(204)
Long-term debt	(5,320)	(5,762)	(5,439)	(5,824)
Reinsurance related embedded derivatives	(108)	(108)	(215)	(215)
VIEs' liabilities – derivative instruments	(27)	(27)	(128)	(128)
Other liabilities:				
Credit default swaps	(2)	(2)	(11)	(11)
Derivative liabilities (1)	(187)	(187)	-	-
Benefit Plans' Assets (3)	1,471	1,471	1,456	1,456

- (1) We have master netting agreements with each of our derivative counterparties, which allow for the netting of our derivative asset and liability positions by counterparty.
- (2) The difference between the carrying value and fair value of short-term debt as of December 31, 2013 and 2012, related to current maturities of long-term debt.
- (3) Included in the funded statuses of the benefit plans, which is reported in other liabilities on our Consolidated Balance Sheets. Refer to Note 17 for additional detail.

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

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

### Mortgage Loans on Real Estate

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

### Other Investments

The carrying value of our assets classified as other investments approximates fair value. Other investments include LPs and other privately held investments that are accounted for using the equity method of accounting and the carrying value is based on our proportional share of the net assets of the LPs. The inputs used to measure the fair value of our other investments are classified as Level 3 within the fair value hierarchy.

### Other Contract Holder Funds

Other contract holder funds include remaining guaranteed interest and similar contracts and account values of certain investment contracts. The fair value for the remaining guaranteed interest and similar contracts is estimated using discounted cash flow calculations as of the balance sheet date. These calculations are based on interest rates currently offered on similar contracts with maturities that are consistent with those remaining for the contracts being valued. As of December 31, 2013 and 2012, the remaining guaranteed interest and similar contracts carrying value approximated fair value. The fair value of the account values of certain investment contracts is based on their approximate surrender value as of the balance sheet date. The inputs used to measure the fair value of our other contract holder funds are classified as Level 3 within the fair value hierarchy.

### Short-Term and Long-Term Debt

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

### Financial Instruments Carried at Fair Value



We did not have any assets or liabilities measured at fair value on a nonrecurring basis as of December 31, 2013 or 2012, and we noted no changes in our valuation methodologies between these periods.

The following summarizes our financial instruments carried at fair value (in millions) on a recurring basis by the fair value hierarchy levels described above: