Voya Financial, Inc.
Form 10-Q
August 07, 2014

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

FORM 10-Q
(Mark One)

| | |
|---|---|
| ý | QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 |

For the quarterly period ended June 30, 2014

OR

| | |
|---|---|
| o | TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 |

For the transition period from _ to _

Commission File Number: _001-35897______________________________________

Voya Financial, Inc.

| | |
|---|---|
| (Exact name of registrant as specified in its charter) | |
| Delaware | 52-1222820 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |
| 230 Park Avenue | |
| New York, New York | 10169 |
| (Address of principal executive offices) | (Zip Code) |
| (212) 309-8200 | |
| (Registrant’s telephone number, including area code) | |

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

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

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 x No o

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

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

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

APPLICABLE ONLY TO CORPORATE ISSUERS:
Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of August 5, 2014, 254,643,253 shares of Common Stock, $0.01 par value, were outstanding.

Voya Financial, Inc.
Form 10-Q for the period ended June 30, 2014

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NOTE CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including “Risk Factors,” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements relating to future developments in our business or expectations for our future financial performance and any statement not involving a historical fact. Forward-looking statements use words such as “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” and other words terms of similar meaning in connection with a discussion of future operating or financial performance. Actual results, performance or events may differ materially from those projected in any forward-looking statement due to, among other things, (i) general economic conditions, particularly economic conditions in our core markets, (ii) performance of financial markets, including emerging markets, (iii) the frequency and severity of insured loss events, (iv) mortality and morbidity levels, (v) persistency and lapse levels, (vi) interest rates, (vii) currency exchange rates, (viii) general competitive factors, (ix) changes in laws and regulations and (x) changes in the policies of governments and/or regulatory authorities. Factors that may cause actual results to differ from those in any forward-looking statement also include those described under "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations-Trends and Uncertainties" and "Business-Closed Blocks-CBVA" in the Annual Report on Form 10-K for the year ended December 31, 2013 (File No. 001-35897) (the "Annual Report on Form 10-K") and "Risk Factors" in the Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (File No. 001-35897).
The risks included here are not exhaustive. Current reports on Form 8-K and other documents filed with the Securities and Exchange Commission (“SEC”) include additional factors that could affect our businesses and financial performance. Moreover, we operate in a rapidly changing and competitive environment. New risk factors emerge from time to time, and it is not possible for management to predict all such risk factors.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements
Voya Financial, Inc.
Condensed Consolidated Balance Sheets
June 30, 2014 (Unaudited) and December 31, 2013
(In millions, except share and per share data)

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Assets: | | |
| Investments: | | |
| Fixed maturities, available-for-sale, at fair value (amortized cost of $64,900.3 as of 2014 and $65,033.8 as of 2013) | $70,924.3 | $68,317.8 |
| Fixed maturities, at fair value using the fair value option | 3,538.7 | 2,935.3 |
| Equity securities, available-for-sale, at fair value (cost of $242.0 as of 2014 and $267.4 as of 2013) | 273.5 | 314.4 |
| Short-term investments | 775.9 | 1,048.1 |
| Mortgage loans on real estate, net of valuation allowance of $3.3 as of 2014 and $3.8 as of 2013 | 9,491.4 | 9,312.2 |
| Policy loans | 2,113.7 | 2,147.0 |
| Limited partnerships/corporations | 343.9 | 236.4 |
| Derivatives | 1,094.6 | 1,149.3 |
| Other investments | 120.2 | 124.6 |
| Securities pledged (amortized cost of $1,072.3 as of 2014 and $1,457.9 as of 2013) | 1,145.1 | 1,465.7 |
| Total investments | 89,821.3 | 87,050.8 |
| Cash and cash equivalents | 3,142.0 | 2,840.8 |
| Short-term investments under securities loan agreements, including collateral delivered | 603.2 | 552.9 |
| Accrued investment income | 906.5 | 897.1 |
| Reinsurance recoverable | 6,637.1 | 6,702.2 |
| Deferred policy acquisition costs and Value of business acquired | 4,511.2 | 5,351.6 |
| Sales inducements to contract holders | 241.5 | 279.0 |
| Current income taxes | 5.1 | — |
| Deferred income taxes | — | 162.1 |
| Goodwill and other intangible assets | 303.2 | 323.7 |
| Other assets | 1,138.1 | 1,036.5 |
| Assets related to consolidated investment entities: | | |
| Limited partnerships/corporations, at fair value | 3,591.9 | 3,218.6 |
| Cash and cash equivalents | 645.6 | 710.7 |
| Corporate loans, at fair value using the fair value option | 5,764.9 | 4,965.3 |
| Other assets | 118.2 | 104.8 |
| Assets held in separate accounts | 110,648.2 | 106,827.1 |
| Total assets | $228,078.0 | $221,023.2 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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Voya Financial, Inc.
Condensed Consolidated Balance Sheets
June 30, 2014 (Unaudited) and December 31, 2013
(In millions, except share and per share data)

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Liabilities and Shareholders' Equity: | | |
| Future policy benefits | $14,675.5 | $14,098.4 |
| Contract owner account balances | 69,749.0 | 69,908.3 |
| Payables under securities loan agreements, including collateral held | 904.9 | 769.4 |
| Long-term debt | 3,515.2 | 3,514.7 |
| Funds held under reinsurance agreements | 1,167.6 | 1,181.5 |
| Derivatives | 918.2 | 1,351.8 |
| Pension and other post-employment provisions | 464.7 | 474.9 |
| Current income taxes | — | 44.1 |
| Deferred income taxes | 582.2 | — |
| Other liabilities | 1,252.3 | 1,274.1 |
| Liabilities related to consolidated investment entities: | | |
| Collateralized loan obligations notes, at fair value using the fair value option | 5,955.6 | 5,161.6 |
| Other liabilities | 981.3 | 903.3 |
| Liabilities related to separate accounts | 110,648.2 | 106,827.1 |
| Total liabilities | 210,814.7 | 205,509.2 |
| | | |
| Shareholders' equity: | | |
| Common stock ($0.01 par value per share; 900,000,000 shares authorized, 263,512,276 and 261,754,931 shares issued as of 2014 and 2013, respectively; 254,637,825 and 261,675,811 shares outstanding as of 2014 and 2013, respectively) | 2.6 | 2.6 |
| Treasury stock (at cost; 8,874,451 and 79,120 shares as of 2014 and 2013, respectively) | (304.2) | — |
| Additional paid-in capital | 23,599.9 | 23,563.7 |
| Accumulated other comprehensive income (loss) | 3,152.7 | 1,849.1 |
| Retained earnings (deficit): | | |
| Appropriated-consolidated investment entities | 24.3 | 18.4 |
| Unappropriated | (11,657.2) | (12,161.6) |
| Total Voya Financial, Inc. shareholders' equity | 14,818.1 | 13,272.2 |
| Noncontrolling interest | 2,445.2 | 2,241.8 |
| Total shareholders' equity | 17,263.3 | 15,514.0 |
| Total liabilities and shareholders' equity | $228,078.0 | $221,023.2 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Condensed Consolidated Statements of Operations
For the Three and Six Months Ended June 30, 2014 and 2013 (Unaudited)
(In millions, except per share data)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Revenues: | | | | |
| Net investment income | $1,120.9 | $1,112.2 | $2,266.5 | $2,310.9 |
| Fee income | 897.3 | 909.7 | 1,829.1 | 1,801.6 |
| Premiums | 629.4 | 474.8 | 1,230.3 | 946.7 |
| Net realized capital gains (losses): | | | | |
| Total other-than-temporary impairments | (2.6) | (9.7) | (5.9) | (21.3) |
| Less: Portion of other-than-temporary impairments recognized in Other comprehensive income (loss) | (0.1) | (2.5) | (0.1) | (3.1) |
| Net other-than-temporary impairments recognized in earnings | (2.5) | (7.2) | (5.8) | (18.2) |
| Other net realized capital gains (losses) | (364.0) | (558.7) | (551.3) | (1,422.5) |
| Total net realized capital gains (losses) | (366.5) | (565.9) | (557.1) | (1,440.7) |
| Other revenue | 110.3 | 106.1 | 215.8 | 201.7 |
| Income (loss) related to consolidated investment entities: | | | | |
| Net investment income | 300.5 | 166.8 | 382.0 | 211.0 |
| Changes in fair value related to collateralized loan obligations | 6.2 | (63.1) | 2.4 | (72.0) |
| Total revenues | 2,698.1 | 2,140.6 | 5,369.0 | 3,959.2 |
| Benefits and expenses: | | | | |
| Policyholder benefits | 811.2 | 711.0 | 1,676.2 | 1,251.5 |
| Interest credited to contract owner account balances | 494.0 | 518.9 | 987.1 | 1,039.8 |
| Operating expenses | 758.3 | 770.2 | 1,547.8 | 1,529.3 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | 115.7 | 124.5 | 241.8 | 255.0 |
| Interest expense | 47.5 | 43.8 | 95.1 | 88.2 |
| Operating expenses related to consolidated investment entities: | | | | |
| Interest expense | 49.5 | 43.4 | 95.7 | 80.2 |
| Other expense | 2.9 | 4.0 | 4.0 | 4.7 |
| Total benefits and expenses | 2,279.1 | 2,215.8 | 4,647.7 | 4,248.7 |
| Income (loss) before income taxes | 419.0 | (75.2) | 721.3 | (289.5) |
| Income tax expense (benefit) | 6.1 | 10.1 | 36.8 | 21.3 |
| Net income (loss) | 412.9 | (85.3) | 684.5 | (310.8) |
| Less: Net income (loss) attributable to noncontrolling interest | 166.6 | (3.1) | 180.1 | (16.6) |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders | $246.3 | $(82.2) | $504.4 | $(294.2) |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders per common share: | | | | |
| Basic | $0.97 | $(0.33) | $1.96 | $(1.22) |
| Diluted | $0.96 | $(0.33) | $1.94 | $(1.22) |
| Cash dividends declared per share of common stock | $0.01 | $— | $0.02 | $— |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Condensed Consolidated Statements of Comprehensive Income
For the Three and Six Months Ended June 30, 2014 and 2013 (Unaudited)
(In millions)

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Net income (loss) | $412.9 | $(85.3) | $684.5 | $(310.8) |
| Other comprehensive income (loss), before tax: | | | | |
| Unrealized gains (losses) on securities | 879.1 | (2,110.3) | 1,989.2 | (2,510.2) |
| Other-than-temporary impairments | 8.7 | 20.4 | 24.3 | 31.3 |
| Pension and other postretirement benefits liability | (3.5) | (3.4) | (6.9) | (6.9) |
| Other comprehensive income (loss), before tax | 884.3 | (2,093.3) | 2,006.6 | (2,485.8) |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | 309.1 | (728.3) | 703.0 | (862.9) |
| Other comprehensive income (loss), after tax | 575.2 | (1,365.0) | 1,303.6 | (1,622.9) |
| Comprehensive income (loss) | 988.1 | (1,450.3) | 1,988.1 | (1,933.7) |
| Less: Comprehensive income (loss) attributable to the noncontrolling interest | 166.6 | (3.1) | 180.1 | (16.6) |
| Comprehensive income (loss) attributable to Voya Financial, Inc.'s common shareholders | $821.5 | $(1,447.2) | $1,808.0 | $(1,917.1) |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Condensed Consolidated Statements of Changes in Shareholders' Equity
For the Six Months Ended June 30, 2014 (Unaudited)
(In millions)

| | Common Stock | Treasury Stock | Additional Paid-In Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings (Deficit) Appropriated | Retained Earnings (Deficit) Unappropriated | Total Voya Financial, Inc. Shareholders' Equity | Noncontrolling Interest | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|
| Balance at January 1, 2014 | $ 2.6 | $— | $23,563.7 | $ 1,849.1 | $18.4 | $ (12,161.6 ) | $ 13,272.2 | $ 2,241.8 | $ 15,514.0 |
| Comprehensive income (loss): | | | | | | | | | |
| Net income (loss) | — | — | — | — | — | 504.4 | 504.4 | 180.1 | 684.5 |
| Other comprehensive income (loss), after tax | — | — | — | 1,303.6 | — | — | 1,303.6 | — | 1,303.6 |
| Total comprehensive income (loss) | | | | | | | 1,808.0 | 180.1 | 1,988.1 |
| Reclassification of noncontrolling interest | — | — | — | — | 5.9 | — | 5.9 | (5.9 ) | — |
| Common stock issuance | — | — | — | — | — | — | — | — | — |
| Common stock acquired - Share repurchase | — | (289.4 ) | — | — | — | — | (289.4 ) | — | (289.4 ) |
| Dividends on common stock | — | — | (5.2 ) | — | — | — | (5.2 ) | — | (5.2 ) |
| Share-based compensation | — | (14.8 ) | 41.4 | — | — | — | 26.6 | — | 26.6 |
| Contribution from (Distribution to) noncontrolling interest, net | — | — | — | — | — | — | — | 29.2 | 29.2 |
| Balance at June 30, 2014 | $ 2.6 | $ (304.2 ) | $23,599.9 | $ 3,152.7 | $24.3 | $ (11,657.2 ) | $ 14,818.1 | $ 2,445.2 | $ 17,263.3 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Condensed Consolidated Statements of Changes in Shareholders' Equity
For the Six Months Ended June 30, 2013 (Unaudited)
(In millions)

| | Common Stock | Treasury Stock | Additional Paid-In Capital | Accumulated Other Comprehensive Income (Loss) | Retained Earnings (Deficit) Appropriated | Retained Earnings (Deficit) Unappropriated | Total Voya Financial, Inc. Shareholders' Equity | Noncontrolling Interest | Total Shareholders' Equity |
|---|---|---|---|---|---|---|---|---|---|
| Balance at January 1, 2013 | $ 2.3 | $ — | $ 22,917.6 | $ 3,710.7 | $ 6.4 | $ (12,762.1 ) | $ 13,874.9 | $ 2,186.3 | $ 16,061.2 |
| Comprehensive income (loss): | | | | | | | | | |
| Net income (loss) | — | — | — | — | — | (294.2 ) | (294.2 ) | (16.6 ) | (310.8 ) |
| Other comprehensive income (loss), after tax | — | — | — | (1,622.9 ) | — | — | (1,622.9 ) | — | (1,622.9 ) |
| Total comprehensive income (loss) | | | | | | | (1,917.1 ) | (16.6 ) | (1,933.7 ) |
| Reclassification of noncontrolling interest | — | — | — | — | (67.6 ) | — | (67.6 ) | 67.6 | — |
| Common stock issuance | 0.3 | — | 571.7 | — | — | — | 572.0 | — | 572.0 |
| Common stock acquired - Share repurchase | — | — | — | — | — | — | — | — | — |
| Dividends on common stock | — | — | — | — | — | — | — | — | — |
| Share-based compensation | — | — | 9.4 | — | — | — | 9.4 | — | 9.4 |
| Contribution from (Distribution to) noncontrolling interest, net | — | — | — | — | — | — | — | (61.8 ) | (61.8 ) |
| Balance at June 30, 2013 | $ 2.6 | $ — | $ 23,498.7 | $ 2,087.8 | $ (61.2 ) | $ (13,056.3 ) | $ 12,471.6 | $ 2,175.5 | $ 14,647.1 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Condensed Consolidated Statements of Cash Flows
For the Six Months Ended June 30, 2014 and 2013 (Unaudited)
(In millions)

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Net cash provided by operating activities | $1,817.4 | $1,289.9 |
| Cash Flows from Investing Activities: | | |
| Proceeds from the sale, maturity, disposal or redemption of: | | |
| Fixed maturities | 6,095.4 | 7,714.4 |
| Equity securities, available-for-sale | 59.1 | 32.0 |
| Mortgage loans on real estate | 639.7 | 790.4 |
| Limited partnerships/corporations | 52.0 | 54.0 |
| Acquisition of: | | |
| Fixed maturities | (6,052.3) | (10,478.1) |
| Equity securities, available-for-sale | (13.5) | (10.9) |
| Mortgage loans on real estate | (818.6) | (1,033.8) |
| Limited partnerships/corporations | (170.9) | (8.7) |
| Short-term investments, net | 272.2 | 3,586.4 |
| Policy loans, net | 33.3 | 55.4 |
| Derivatives, net | (549.0) | (1,293.4) |
| Other investments, net | 24.7 | 11.5 |
| Sales from consolidated investment entities | 1,790.0 | 1,508.9 |
| Purchases within consolidated investment entities | (2,892.0) | (2,027.2) |
| Collateral received (delivered), net | 85.2 | (787.0) |
| Purchases of fixed assets, net | (18.9) | (15.1) |
| Net cash used in investing activities | (1,463.6) | (1,901.2) |
| Cash Flows from Financing Activities: | | |
| Deposits received for investment contracts | 3,798.5 | 5,917.2 |
| Maturities and withdrawals from investment contracts | (4,505.2) | (6,226.0) |
| Proceeds from issuance of debt with maturities of more than three months | — | 1,748.9 |
| Repayment of debt with maturities of more than three months | — | (2,408.7) |
| Short-term debt, net | — | (171.6) |
| Debt issuance costs | (16.8) | (19.6) |
| Borrowings of consolidated investment entities | 191.0 | 27.7 |
| Repayments of borrowings of consolidated investment entities | (38.7) | (7.8) |
| Contributions from (distributions to) participants in consolidated investment entities | 828.0 | 942.2 |
| Proceeds from issuance of common stock, net | — | 572.0 |
| Common stock acquired - Share repurchase | (289.4) | — |
| Share-based compensation | (14.8) | — |
| Dividends paid | (5.2) | — |
| Net cash (used in) provided by financing activities | (52.6) | 374.3 |
| Net increase (decrease) in cash and cash equivalents | 301.2 | (237.0) |
| Cash and cash equivalents, beginning of period | 2,840.8 | 1,786.8 |
| Cash and cash equivalents, end of period | $3,142.0 | $1,549.8 |
| Supplemental cash flow information: | | |
| Income taxes paid (received), net | $44.7 | $(2.4) |
| Interest paid | 88.9 | 64.1 |

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

## 1. Business, Basis of Presentation and Significant Accounting Policies

### Business

Voya Financial, Inc. (which changed its name from ING U.S., Inc. on April 7, 2014) and its subsidiaries (collectively the "Company") is a financial services organization in the United States that offers a broad range of retirement services, annuities, investment management services, mutual funds, life insurance, group insurance and supplemental health products, guaranteed investment contracts and funding agreements. The Company provides its principal products and services in three ongoing businesses (Retirement Solutions, Investment Management and Insurance Solutions) and reports results through five ongoing operating segments, including Retirement, Annuities, Investment Management, Individual Life and Employee Benefits. The Company also has a Corporate segment, which includes the financial data not directly related to the businesses, and Closed Block segments. See the Segments Note to these Condensed Consolidated Financial Statements.

In 2009, ING Groep N.V. ("ING Group" or "ING"), a global financial services holding company based in The Netherlands, with American Depository Shares listed on the New York Stock Exchange, announced the anticipated separation of its global banking and insurance businesses, including the divestiture of the Company. On April 11, 2013, the Company announced plans to rebrand as Voya Financial. On May 2, 2013, the common stock of Voya Financial, Inc. began trading on the New York Stock Exchange under the symbol "VOYA." On May 7, 2013 and May 31, 2013, Voya Financial, Inc. completed its initial public offering of common stock, including the issuance and sale by Voya Financial, Inc. of 30,769,230 shares of common stock and the sale by ING Insurance International B.V. ("ING International"), an indirect wholly owned subsidiary of ING Group and previously the sole stockholder of ING U.S., Inc., of 44,201,773 shares of outstanding common stock of Voya Financial, Inc. (collectively, the "IPO"). On September 30, 2013, ING International transferred all of its remaining shares of ING U.S., Inc. common stock to ING Group.

On October 29, 2013, ING Group completed a sale of 37,950,000 shares of common stock of the Company in a registered public offering ("Secondary Offering"), reducing ING Group's ownership in the Company to 57%.

On March 25, 2014, ING Group completed a sale of 30,475,000 shares of common stock of Voya Financial, Inc. in a registered public offering (the "March 2014 Offering"). Also on March 25, 2014, pursuant to the terms of a share repurchase agreement between ING Group and Voya Financial, Inc., Voya Financial, Inc. acquired 7,255,853 shares of its common stock from ING Group (the "Direct Share Repurchase") (the offering and the Direct Share Repurchase collectively, the "Transactions"). Upon completion of the Transactions, ING Group's ownership of Voya Financial, Inc. was reduced to approximately 43%.

### Basis of Presentation

The accompanying Condensed Consolidated Financial Statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") and are unaudited. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Those estimates are inherently subject to change and actual results could differ from those estimates.

The Condensed Consolidated Financial Statements include the accounts of Voya Financial, Inc. and its subsidiaries, as well as partnerships (voting interest entities ("VOEs")) in which the Company has control and variable interest entities ("VIEs") for which the Company is the primary beneficiary. See the Consolidated Investment Entities Note to these Condensed Consolidated Financial Statements. Intercompany transactions and balances have been eliminated.

The accompanying Condensed Consolidated Financial Statements reflect all adjustments (including normal, recurring adjustments) necessary to present fairly the financial position of the Company as of June 30, 2014, its results of operations and comprehensive income for the three and six months ended June 30, 2014 and 2013, and its changes in shareholders' equity and statements of cash flows for the six months ended June 30, 2014 and 2013, in conformity with U.S. GAAP. Interim results are not necessarily indicative of full year performance. The December 31, 2013 Consolidated Balance Sheet is from the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K, filed with the SEC, which included all disclosures required by U.S.

GAAP. Therefore, these unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements included in the Company's Annual Report on Form 10-K.

Adoption of New Pronouncements

Presentation of Unrecognized Tax Benefits
In July 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-11, "Income Taxes (Accounting Standards Codification ("ASC") Topic 740): 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"), which clarifies that:

- An unrecognized tax benefit should be presented as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss or a tax credit carryforward, except,
- An unrecognized tax benefit should be presented as a liability and not be combined with a deferred tax asset (i) to the extent a net operating loss carryforward, a similar tax loss or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from the disallowance of a tax position or (ii) the tax law does not require the entity to use, or the entity does not intend to use, the deferred tax asset for such a purpose.
- The assessment of whether a deferred tax asset is available is based on the unrecognized tax benefit and deferred tax asset that exist at the reporting date and should be made presuming disallowance of the tax position at the reporting date.

The provisions of ASU 2013-11 were adopted prospectively by the Company on January 1, 2014, to all unrecognized tax benefits existing on that date. The adoption had no effect on the Company's financial condition, results of operations or cash flows, as the guidance is consistent with that previously applied.

Investment Companies
In June 2013, the FASB issued ASU 2013-08, "Financial Services-Investment Companies (ASC Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements" ("ASU 2013-08"), which provides comprehensive guidance for assessing whether an entity is an investment company and requires an investment company to measure noncontrolling ownership interests in other investment companies at fair value. ASU 2013-08 also requires an entity to disclose that it is an investment company and any changes to that status, as well as information about financial support provided or required to be provided to investees.

The provisions of ASU 2013-08 were adopted prospectively by the Company on January 1, 2014, for entities that are investment companies at that date. The adoption had no effect on the Company's financial condition, results of operations or cash flows.

Joint and Several Liability Arrangements
In February 2013, the FASB issued ASU 2013-04, "Liabilities (ASC Topic 405): Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date" ("ASU 2013-04"), which requires an entity to measure obligations resulting from joint and several liable arrangements for which the total amount of the obligation within the scope of this guidance is fixed at the reporting date, as the sum of

(1) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (2) any additional amount it expects to pay on behalf of its co-obligors. ASU 2013-04 also requires an entity to disclose the nature and amount of the obligation, as well as other information about those obligations.

The provisions of ASU 2013-04 were adopted by the Company on January 1, 2014. The adoption had no effect on the Company's financial condition, results of operations or cash flows, as the Company did not have any fixed obligations under joint and several liable arrangements as of January 1, 2014.

Fees Paid to the Federal Government by Health Insurers

In July 2011, the FASB issued ASU 2011-06, "Other Expenses (ASC Topic 720): Fees Paid to the Federal Government by Health Insurers" ("ASU 2011-06"), which specifies how health insurers should recognize and classify the annual fee imposed by the Patient Protection and Affordable Care Act as amended by the Health Care Education Reconciliation Act (the "Acts"). The liability for the fee should be estimated and recorded in full at the time the entity provides qualifying health insurance in the year in which the fee is payable, with a corresponding deferred cost that is amortized to expense.

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The provisions of ASU 2011-06 were adopted by the Company on January 1, 2014, when the fee initially became effective. The adoption of ASU 2011-06 had no effect on the Company's financial condition, results of operations or cash flows, as the amount of net premium written for qualifying health insurance by the Company in 2014 is expected to be below the $25.0 threshold as defined by the Acts and, thus, not subject to the fee.

Future Adoption of Accounting Pronouncements

Share-based Payments
In June 2014, the FASB issued ASU 2014-12, "Compensation-Stock Compensation (ASC Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period" ("ASU 2014-12"), which requires that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition and should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved.

The provisions of ASU 2014-12 are effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The amendments can be applied prospectively or retrospectively. The Company does not expect ASU 2014-12 to have an impact on its financial condition or results of operations, as the guidance is consistent with that previously applied.
Repurchase Agreements
In June 2014, the FASB issued ASU 2014-11, "Transfers and Servicing (ASC Topic 860): Repurchase-to-Maturity Transactions, Repurchase Financings, and Disclosures" ("ASU 2014-11"), which (1) changes the accounting for repurchase-to-maturity transactions to secured borrowing accounting, and (2) requires separate accounting for a transfer of a financial asset executed with a repurchase agreement with the same counterparty. This will result in secured borrowing accounting for the repurchase agreement. The amendments also require additional disclosures for certain transactions accounted for as a sale and for repurchase agreements, securities lending transactions and repurchase-to-maturity transactions that are accounted for as secured borrowings.

The provisions of ASU 2014-11 are effective for the first interim or annual period beginning after December 15, 2014, with the exception of disclosure amendments for repurchase agreements, securities lending transactions and repurchase-to-maturity transactions that are accounted for as secured borrowings, which are effective for annual periods beginning after December 15, 2014, and for interim periods beginning after March 15, 2015. The Company does not expect ASU 2014-11 to have an impact on its financial condition or results of operations, as the Company has not historically met the requirements for sale accounting treatment for such secured borrowing arrangements. The Company is currently in the process of determining the impact of adoption of the disclosure provisions of ASU 2014-11.
Revenue from Contracts with Customers
In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers (ASC Topic 606)" ("ASU 2014-09"), which requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Revenue is recognized when, or as, the entity satisfies a performance obligation under the contract.

The standard also requires disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

The provisions of ASU 2014-09 are effective retrospectively for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently in the process of determining the impact of adoption of the provisions of ASU 2014-09.

Discontinued Operations and Disposals

In April 2014, the FASB issued ASU 2014-08, "Presentation of Financial Statements (ASC Topic 205) and Property, Plant, and Equipment (ASC Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity" ("ASU 2014-08"), which requires the disposal of a component of an entity to be reported in discontinued operations if the disposal represents a strategic shift that has, or will have, a major effect on the entity's operations and financial results. The component should be reported in discontinued operations when it meets the criteria to be classified as held for sale, is disposed of by sale or is disposed of other than by sale.

The amendments also require additional disclosures about discontinued operations, including disclosures about an entity's significant continuing involvement with a discontinued operation, and disclosures for a disposal of an individually significant component of an entity that does not qualify for discontinued operations.

The provisions of ASU 2014-08 are effective for annual periods beginning after December 15, 2014 and for interim periods beginning after December 15, 2015. The amendments should be applied prospectively to disposals and classifications as held for sale that occur within those periods.

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2. Investments (excluding Consolidated Investment Entities)

Fixed Maturities and Equity Securities

Available-for-sale and fair value option ("FVO") fixed maturities and equity securities were as follows as of June 30, 2014:

| | Amortized Cost | Gross Unrealized Capital Gains | Gross Unrealized Capital Losses | Embedded Derivatives[2] | Fair Value | OTTI[3] |
|---|---|---|---|---|---|---|
| Fixed maturities: | | | | | | |
| U.S. Treasuries | $4,364.8 | $416.6 | $11.3 | $— | $4,770.1 | $— |
| U.S. Government agencies and authorities | 416.5 | 44.8 | — | — | 461.3 | — |
| State, municipalities and political subdivisions | 344.7 | 22.6 | 0.3 | — | 367.0 | — |
| U.S. corporate securities | 36,952.2 | 3,451.2 | 174.1 | — | 40,229.3 | 11.8 |
| | | | | | | |
| Foreign securities[1]: | | | | | | |
| Government | 883.9 | 55.0 | 11.0 | — | 927.9 | — |
| Other | 14,876.8 | 1,247.7 | 35.5 | — | 16,089.0 | — |
| Total foreign securities | 15,760.7 | 1,302.7 | 46.5 | — | 17,016.9 | — |
| | | | | | | |
| Residential mortgage-backed securities: | | | | | | |
| Agency | 5,063.3 | 449.4 | 23.2 | 72.7 | 5,562.2 | 0.3 |
| Non-Agency | 1,092.0 | 176.8 | 9.6 | 46.6 | 1,305.8 | 84.7 |
| Total Residential mortgage-backed securities | 6,155.3 | 626.2 | 32.8 | 119.3 | 6,868.0 | 85.0 |
| Commercial mortgage-backed securities | 3,596.2 | 315.2 | 0.3 | — | 3,911.1 | — |
| Other asset-backed securities | 1,920.9 | 87.2 | 23.7 | — | 1,984.4 | 4.9 |
| | | | | | | |
| Total fixed maturities, including securities pledged | 69,511.3 | 6,266.5 | 289.0 | 119.3 | 75,608.1 | 101.7 |
| Less: Securities pledged | 1,072.3 | 80.3 | 7.5 | — | 1,145.1 | — |
| Total fixed maturities | 68,439.0 | 6,186.2 | 281.5 | 119.3 | 74,463.0 | 101.7 |
| | | | | | | |
| Equity securities: | | | | | | |
| Common stock | 191.5 | 0.5 | 0.1 | — | 191.9 | — |
| Preferred stock | 50.5 | 31.1 | — | — | 81.6 | — |

| | | | | | | |
|---|---|---|---|---|---|---|
| Total equity securities | 242.0 | 31.6 | 0.1 | — | 273.5 | — |
| Total fixed maturities and equity securities investments | $68,681.0 | $6,217.8 | $281.6 | $119.3 | $74,736.5 | $101.7 |

(1) Primarily U.S. dollar denominated.

(2) Embedded derivatives within fixed maturity securities are reported with the host investment. The changes in fair value of embedded derivatives are reported in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.

(3) Represents Other-than-Temporary-Impairments ("OTTI") reported as a component of Other comprehensive income (loss)

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Available-for-sale and FVO fixed maturities and equity securities were as follows as of December 31, 2013:

| | Amortized Cost | Gross Unrealized Capital Gains | Gross Unrealized Capital Losses | Embedded Derivatives[2] | Fair Value | OTTI[3] |
|---|---|---|---|---|---|---|
| Fixed maturities: | | | | | | |
| U.S. Treasuries | $5,094.0 | $174.0 | $86.8 | $— | $5,181.2 | $— |
| U.S. Government agencies and authorities | 598.0 | 22.3 | 1.4 | — | 618.9 | — |
| State, municipalities and political subdivisions | 272.0 | 10.6 | 1.5 | — | 281.1 | — |
| U.S. corporate securities | 36,010.3 | 2,174.5 | 706.2 | — | 37,478.6 | 12.8 |
| Foreign securities[1]: | | | | | | |
| Government | 1,044.0 | 49.6 | 42.2 | — | 1,051.4 | — |
| Other | 14,617.4 | 864.2 | 176.5 | — | 15,305.1 | — |
| Total foreign securities | 15,661.4 | 913.8 | 218.7 | — | 16,356.5 | — |
| Residential mortgage-backed securities: | | | | | | |
| Agency | 5,379.2 | 431.1 | 62.1 | 79.2 | 5,827.4 | 0.4 |
| Non-Agency | 1,101.1 | 166.2 | 18.3 | 47.3 | 1,296.3 | 103.2 |
| Total Residential mortgage-backed securities | 6,480.3 | 597.3 | 80.4 | 126.5 | 7,123.7 | 103.6 |
| Commercial mortgage-backed securities | 3,427.9 | 327.7 | 3.5 | — | 3,752.1 | 4.4 |
| Other asset-backed securities | 1,883.1 | 81.6 | 38.0 | — | 1,926.7 | 5.2 |
| Total fixed maturities, including securities pledged | 69,427.0 | 4,301.8 | 1,136.5 | 126.5 | 72,718.8 | 126.0 |
| Less: Securities pledged | 1,457.9 | 24.6 | 16.8 | — | 1,465.7 | — |
| Total fixed maturities | 67,969.1 | 4,277.2 | 1,119.7 | 126.5 | 71,253.1 | 126.0 |
| Equity securities: | | | | | | |
| Common stock | 214.3 | 5.1 | 0.9 | — | 218.5 | — |
| Preferred stock | 53.1 | 43.4 | 0.6 | — | 95.9 | — |
| Total equity securities | 267.4 | 48.5 | 1.5 | — | 314.4 | — |
| Total fixed maturities and equity securities investments | $68,236.5 | $4,325.7 | $1,121.2 | $126.5 | $71,567.5 | $126.0 |

[1] Primarily U.S. dollar denominated.

(2) Embedded derivatives within fixed maturity securities are reported with the host investment. The changes in fair value of embedded derivatives are reported in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
(3) Represents OTTI reported as a component of Other comprehensive income (loss).

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The amortized cost and fair value of fixed maturities, including securities pledged, as of June 30, 2014, are shown below by contractual maturity. Actual maturities may differ from contractual maturities as securities may be restructured, called or prepaid. Mortgage-backed securities ("MBS") and Other asset-backed securities ("ABS") are shown separately because they are not due at a single maturity date.

| | Amortized Cost | Fair Value |
|---|---|---|
| Due to mature: | | |
| One year or less | $2,194.3 | $2,244.1 |
| After one year through five years | 13,260.8 | 14,196.3 |
| After five years through ten years | 20,848.5 | 21,912.8 |
| After ten years | 21,535.3 | 24,491.4 |
| Mortgage-backed securities | 9,751.5 | 10,779.1 |
| Other asset-backed securities | 1,920.9 | 1,984.4 |
| Fixed maturities, including securities pledged | $69,511.3 | $75,608.1 |

The investment portfolio is monitored to maintain a diversified portfolio on an ongoing basis. Credit risk is mitigated by monitoring concentrations by issuer, sector and geographic stratification and limiting exposure to any one issuer.

As of June 30, 2014 and December 31, 2013, the Company did not have any investments in a single issuer, other than obligations of the U.S. Government and government agencies, with a carrying value in excess of 10% of the Company’s condensed consolidated Shareholders' equity.

The following tables set forth the composition of the U.S. and foreign corporate securities within the fixed maturity portfolio by industry category as of the dates indicated:

| | Amortized Cost | Gross Unrealized Capital Gains | Gross Unrealized Capital Losses | Fair Value |
|---|---|---|---|---|
| June 30, 2014 | | | | |
| Communications | $4,009.4 | $503.4 | $11.5 | $4,501.3 |
| Financial | 7,205.7 | 753.8 | 11.3 | 7,948.2 |
| Industrial and other companies | 29,995.9 | 2,346.1 | 151.5 | 32,190.5 |
| Utilities | 9,212.7 | 954.6 | 29.4 | 10,137.9 |
| Transportation | 1,405.3 | 141.0 | 5.9 | 1,540.4 |
| Total | $51,829.0 | $4,698.9 | $209.6 | $56,318.3 |
| | | | | |
| December 31, 2013 | | | | |
| Communications | $4,016.2 | $293.0 | $73.4 | $4,235.8 |
| Financial | 6,640.7 | 566.6 | 72.6 | 7,134.7 |
| Industrial and other companies | 29,303.1 | 1,524.5 | 564.5 | 30,263.1 |
| Utilities | 9,200.6 | 570.0 | 142.2 | 9,628.4 |
| Transportation | 1,467.1 | 84.6 | 30.0 | 1,521.7 |

| | | | | |
|---|---|---|---|---|
| Total | $50,627.7 | $3,038.7 | $882.7 | $52,783.7 |

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Fixed Maturities and Equity Securities

The Company's fixed maturities and equity securities are currently designated as available-for-sale, except those accounted for using the FVO. Available-for-sale securities are reported at fair value and unrealized capital gains (losses) on these securities are recorded directly in Accumulated other comprehensive income (loss) ("AOCI") and presented net of related changes in Deferred policy acquisition costs ("DAC"), Value of business acquired ("VOBA") and Deferred income taxes. In addition, certain fixed maturities have embedded derivatives, which are reported with the host contract on the Condensed Consolidated Balance Sheets.

The Company has elected the FVO for certain of its fixed maturities to better match the measurement of assets and liabilities in the Condensed Consolidated Statements of Operations. Certain collateralized mortgage obligations ("CMOs"), primarily interest-only and principal-only strips, are accounted for as hybrid instruments and valued at fair value with changes in the fair value recorded in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.

The Company invests in various categories of CMOs, including CMOs that are not agency-backed, that are subject to different degrees of risk from changes in interest rates and defaults. The principal risks inherent in holding CMOs are prepayment and extension risks related to significant decreases and increases in interest rates resulting in the prepayment of principal from the underlying mortgages, either earlier or later than originally anticipated. As of June 30, 2014 and December 31, 2013, approximately 41.9% and 38.3%, respectively, of the Company's CMO holdings, such as interest-only or principal-only strips, were invested in those types of CMOs that are subject to more prepayment and extension risk than traditional CMOs.

Repurchase Agreements

The Company engages in dollar repurchase agreements with mortgage-backed securities ("dollar rolls") and repurchase agreements with other collateral types to increase its return on investments and improve liquidity. Such arrangements meet the requirements to be accounted for as financing arrangements. The Company also enters into reverse repurchase agreements. These transactions involve a purchase of securities and an agreement to sell substantially the same securities as those purchased. As of June 30, 2014 and December 31, 2013, the Company did not have any securities pledged in dollar rolls, repurchase agreement transactions or reverse repurchase agreements.

Securities Lending

The Company engages in securities lending whereby certain securities from its portfolio are loaned to other institutions for short periods of time. Initial collateral, primarily cash, is required at a rate of 102% of the market value of the loaned securities. For certain transactions, a lending agent may be used and the agent may retain some or all of the collateral deposited by the borrower and transfer the remaining collateral to the Company. Collateral retained by the agent is invested in liquid assets on behalf of the Company. The market value of the loaned securities is monitored on a daily basis with additional collateral obtained or refunded as the market value of the loaned securities fluctuates. As of June 30, 2014 and December 31, 2013, the fair value of loaned securities was $393.8 and $435.4, respectively, and is included in Securities pledged on the Condensed Consolidated Balance Sheets. As of June 30, 2014 and December 31, 2013, collateral retained by the lending agent and invested in liquid assets on the Company's behalf was $409.6 and $451.0, respectively, and recorded in Short-term investments under securities loan agreements, including collateral delivered on the Condensed Consolidated Balance Sheets. As of June 30, 2014 and December 31, 2013, liabilities to return collateral of $409.6 and $451.0, respectively, were included in Payables under securities loan agreements, including collateral held on the Condensed Consolidated Balance Sheets.

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Unrealized Capital Losses

Unrealized capital losses (including noncredit impairments), along with the fair value of fixed maturity securities, including securities pledged, by market sector and duration were as follows as of June 30, 2014:

| | Six Months or Less Below Amortized Cost | | More Than Six Months and Twelve Months or Less Below Amortized Cost | | More Than Twelve Months Below Amortized Cost | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses |
| U.S. Treasuries | $117.1 | $0.2 | $0.2 | $— * | $493.1 | $11.1 | $610.4 | $11.3 |
| U.S. Government agencies and authorities | 7.1 | — * | — | — | — | — | 7.1 | — * |
| U.S. corporate, state and municipalities | 598.6 | 3.8 | 166.0 | 10.0 | 4,658.9 | 160.6 | 5,423.5 | 174.4 |
| Foreign | 173.1 | 0.5 | 46.4 | 0.8 | 1,408.9 | 45.2 | 1,628.4 | 46.5 |
| Residential mortgage-backed | 159.8 | 1.2 | 179.0 | 1.8 | 921.2 | 29.8 | 1,260.0 | 32.8 |
| Commercial mortgage-backed | 41.1 | 0.3 | — | — | — | — | 41.1 | 0.3 |
| Other asset-backed | 69.8 | 0.1 | 14.6 | 0.1 | 292.6 | 23.5 | 377.0 | 23.7 |
| Total | $1,166.6 | $6.1 | $406.2 | $12.7 | $7,774.7 | $270.2 | $9,347.5 | $289.0 |

* Less than $0.1.

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Unrealized capital losses (including noncredit impairments), along with the fair value of fixed maturity securities, including securities pledged, by market sector and duration were as follows as of December 31, 2013:

| | Six Months or Less Below Amortized Cost | | More Than Six Months and Twelve Months or Less Below Amortized Cost | | More Than Twelve Months Below Amortized Cost | | Total | |
|---|---|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses | Fair Value | Unrealized Capital Losses |
| U.S. Treasuries | $1,559.5 | $24.3 | $1,087.6 | $52.6 | $41.9 | $9.9 | $2,689.0 | $86.8 |
| U.S. Government agencies and authorities | 9.5 | — * | 55.9 | 1.4 | — | — | 65.4 | 1.4 |
| U.S. corporate, state and municipalities | 3,524.9 | 78.5 | 6,893.9 | 519.6 | 821.9 | 109.6 | 11,240.7 | 707.7 |
| Foreign | 1,133.6 | 16.0 | 2,447.8 | 184.3 | 179.1 | 18.4 | 3,760.5 | 218.7 |
| Residential mortgage-backed | 919.1 | 8.3 | 1,019.6 | 40.6 | 377.9 | 31.5 | 2,316.6 | 80.4 |
| Commercial mortgage-backed | 235.8 | 3.3 | — | — | 6.2 | 0.2 | 242.0 | 3.5 |
| Other asset-backed | 150.6 | 0.9 | 105.5 | 1.5 | 299.3 | 35.6 | 555.4 | 38.0 |
| Total | $7,533.0 | $131.3 | $11,610.3 | $800.0 | $1,726.3 | $205.2 | $20,869.6 | $1,136.5 |

* Less than $0.1.

Of the unrealized capital losses aged more than twelve months, the average market value of the related fixed maturities was 96.6% and 89.4% of the average book value as of June 30, 2014 and December 31, 2013, respectively.

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Unrealized capital losses (including noncredit impairments) in fixed maturities, including securities pledged, for instances in which fair value declined below amortized cost by greater than or less than 20% for consecutive months as indicated in the tables below, were as follows as of the dates indicated:

| | Amortized Cost | | Unrealized Capital Losses | | Number of Securities | |
|---|---|---|---|---|---|---|
| | < 20% | > 20% | < 20% | > 20% | < 20% | > 20% |
| June 30, 2014 | | | | | | |
| Six months or less below amortized cost | $1,341.5 | $1.9 | $23.3 | $0.5 | 172 | 5 |
| More than six months and twelve months or less below amortized cost | 513.2 | 3.2 | 18.4 | 1.6 | 73 | 1 |
| More than twelve months below amortized cost | 7,759.1 | 17.6 | 240.4 | 4.8 | 670 | 9 |
| Total | $9,613.8 | $22.7 | $282.1 | $6.9 | 915 | 15 |
| | | | | | | |
| December 31, 2013 | | | | | | |
| Six months or less below amortized cost | $7,883.3 | $80.5 | $166.0 | $18.6 | 570 | 20 |
| More than six months and twelve months or less below amortized cost | 12,339.7 | 67.6 | 776.8 | 16.7 | 798 | 8 |
| More than twelve months below amortized cost | 1,579.2 | 55.8 | 144.5 | 13.9 | 302 | 22 |
| Total | $21,802.2 | $203.9 | $1,087.3 | $49.2 | 1,670 | 50 |

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Unrealized capital losses (including noncredit impairments) in fixed maturities, including securities pledged, by market sector for instances in which fair value declined below amortized cost by greater than or less than 20% were as follows as of the dates indicated:

| | Amortized Cost | | Unrealized Capital Losses | | Number of Securities | |
|---|---|---|---|---|---|---|
| | < 20% | > 20% | < 20% | > 20% | < 20% | > 20% |
| June 30, 2014 | | | | | | |
| U.S. Treasuries | $621.7 | $— | $11.3 | $— | 12 | — |
| U.S. Government agencies and authorities | 7.1 | — | — | *— | 1 | — |
| U.S. corporate, state and municipalities | 5,597.9 | — | * 174.4 | — | * 346 | 1 |
| Foreign | 1,674.9 | — | 46.5 | — | 124 | — |
| Residential mortgage-backed | 1,286.4 | 6.4 | 29.6 | 3.2 | 348 | 8 |
| Commercial mortgage-backed | 41.4 | — | 0.3 | — | 5 | — |
| Other asset-backed | 384.4 | 16.3 | 20.0 | 3.7 | 79 | 6 |
| Total | $9,613.8 | $22.7 | $282.1 | $6.9 | 915 | 15 |
| | | | | | | |
| December 31, 2013 | | | | | | |
| U.S. Treasuries | $2,750.5 | $25.3 | $81.4 | $5.4 | 32 | 1 |
| U.S. Government agencies and authorities | 66.8 | — | 1.4 | — | 3 | — |
| U.S. corporate, state and municipalities | 11,892.6 | 55.8 | 694.2 | 13.5 | 744 | 5 |
| Foreign | 3,944.2 | 35.0 | 211.0 | 7.7 | 300 | 6 |
| Residential mortgage-backed | 2,361.4 | 35.6 | 70.2 | 10.2 | 471 | 25 |
| Commercial mortgage-backed | 245.5 | — | 3.5 | — | 16 | — |
| Other asset-backed | 541.2 | 52.2 | 25.6 | 12.4 | 104 | 13 |
| Total | $21,802.2 | $203.9 | $1,087.3 | $49.2 | 1,670 | 50 |

* Less than $0.1.

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The following tables summarize loan-to-value, credit enhancement and fixed floating rate details for residential mortgage-backed securities ("RMBS") and Other ABS in a gross unrealized loss position as of the dates indicated:

| | Loan-to-Value Ratio | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| June 30, 2014 | < 20% | > 20% | < 20% | > 20% |
| RMBS and Other ABS[1] | | | | |
| Non-agency RMBS > 100% | $34.3 | $1.3 | $2.8 | $0.4 |
| Non-agency RMBS > 90% - 100% | 59.8 | 7.0 | 3.7 | 1.5 |
| Non-agency RMBS 80% - 90% | 130.7 | 5.4 | 8.2 | 1.1 |
| Non-agency RMBS < 80% | 253.0 | 3.0 | 12.7 | 1.0 |
| Agency RMBS | 1,072.0 | 4.0 | 20.8 | 2.4 |
| Other ABS (Non-RMBS) | 121.0 | 2.0 | 1.4 | 0.5 |
| Total RMBS and Other ABS | $1,670.8 | $22.7 | $49.6 | $6.9 |

| | Credit Enhancement Percentage | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| June 30, 2014 | < 20% | > 20% | < 20% | > 20% |
| RMBS and Other ABS[1] | | | | |
| Non-agency RMBS 10% + | $364.2 | $14.3 | $23.0 | $3.2 |
| Non-agency RMBS > 5% - 10% | 17.8 | — | 0.5 | — |
| Non-agency RMBS > 0% - 5% | 53.2 | 1.3 | 1.4 | 0.4 |
| Non-agency RMBS 0% | 42.6 | 1.1 | 2.5 | 0.4 |
| Agency RMBS | 1,072.0 | 4.0 | 20.8 | 2.4 |
| Other ABS (Non-RMBS) | 121.0 | 2.0 | 1.4 | 0.5 |
| Total RMBS and Other ABS | $1,670.8 | $22.7 | $49.6 | $6.9 |

| | Fixed Rate/Floating Rate | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| June 30, 2014 | < 20% | > 20% | < 20% | > 20% |
| Fixed Rate | $889.1 | $2.5 | $20.0 | $0.8 |
| Floating Rate | 781.7 | 20.2 | 29.6 | 6.1 |
| Total | $1,670.8 | $22.7 | $49.6 | $6.9 |

[1] For purposes of this table, subprime mortgages are included in Non-agency RMBS categories.

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| | Loan-to-Value Ratio | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| December 31, 2013 | < 20% | > 20% | < 20% | > 20% |
| RMBS and Other ABS[1] | | | | |
| Non-agency RMBS > 100% | $75.7 | $36.4 | $2.9 | $8.3 |
| Non-agency RMBS > 90% - 100% | 156.8 | 24.1 | 8.6 | 5.7 |
| Non-agency RMBS 80% - 90% | 151.3 | 5.9 | 8.4 | 1.7 |
| Non-agency RMBS < 80% | 284.7 | 8.0 | 15.5 | 2.2 |
| Agency RMBS | 2,008.9 | 11.3 | 57.9 | 4.2 |
| Other ABS (Non-RMBS) | 225.2 | 2.1 | 2.5 | 0.5 |
| Total RMBS and Other ABS | $2,902.6 | $87.8 | $95.8 | $22.6 |

| | Credit Enhancement Percentage | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| December 31, 2013 | < 20% | > 20% | < 20% | > 20% |
| RMBS and Other ABS[1] | | | | |
| Non-agency RMBS 10% + | $407.1 | $47.7 | $27.6 | $11.1 |
| Non-agency RMBS > 5% - 10% | 43.9 | 0.8 | 1.2 | 0.2 |
| Non-agency RMBS > 0% - 5% | 90.4 | 3.9 | 1.9 | 0.8 |
| Non-agency RMBS 0% | 127.1 | 22.0 | 4.7 | 5.8 |
| Agency RMBS | 2,008.9 | 11.3 | 57.9 | 4.2 |
| Other ABS (Non-RMBS) | 225.2 | 2.1 | 2.5 | 0.5 |
| Total RMBS and Other ABS | $2,902.6 | $87.8 | $95.8 | $22.6 |

| | Fixed Rate/Floating Rate | | | |
|---|---|---|---|---|
| | Amortized Cost | | Unrealized Capital Losses | |
| December 31, 2013 | < 20% | > 20% | < 20% | > 20% |
| Fixed Rate | $1,723.7 | $4.4 | $50.5 | $1.6 |
| Floating Rate | 1,178.9 | 83.4 | 45.3 | 21.0 |
| Total | $2,902.6 | $87.8 | $95.8 | $22.6 |

[1] For purposes of this table, subprime mortgages are included in Non-agency RMBS categories.

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All investments with fair values less than amortized cost are included in the Company's other-than-temporary impairments analysis, and impairments were recognized as disclosed in the "Evaluating Securities for Other-Than-Temporary Impairments" section below. The Company evaluates non-agency RMBS and ABS for "other-than-temporary impairments" each quarter based on actual and projected cash flows after considering the quality and updated loan-to-value ratios reflecting current home prices of underlying collateral, forecasted loss severity, the payment priority within the tranche structure of the security and amount of any credit enhancements. The Company's assessment of current levels of cash flows compared to estimated cash flows at the time the securities were acquired indicates the amount and the pace of projected cash flows from the underlying collateral has generally been lower and slower, respectively. However, since cash flows are typically projected at a trust level, the impairment review incorporates the security's position within the trust structure as well as credit enhancement remaining in the trust to determine whether an impairment is warranted. Therefore, while lower and slower cash flows will impact the trust, the effect on a particular security within the trust will be dependent upon the trust structure. Where the assessment continues to project full recovery of principal and interest on schedule, the Company has not recorded an impairment. Unrealized losses on below investment grade securities are principally related to RMBS (primarily Alt-A RMBS), and ABS (primarily subprime RMBS) largely due to economic and market uncertainties including concerns over unemployment levels, lower interest rate environment on floating rate securities requiring higher risk premiums since purchase and valuations on residential real estate supporting non-agency RMBS. Based on this analysis, the Company determined that the remaining investments in an unrealized loss position were not other-than-temporarily impaired and therefore no further other-than-temporary impairment was necessary.

Troubled Debt Restructuring

The Company invests in high quality, well performing portfolios of commercial mortgage loans and private placements. Under certain circumstances, modifications are granted to these contracts. Each modification is evaluated as to whether a troubled debt restructuring has occurred. A modification is a troubled debt restructuring when the borrower is in financial difficulty and the creditor makes concessions. Generally, the types of concessions may include reducing the face amount or maturity amount of the debt as originally stated, reducing the contractual interest rate, extending the maturity date at an interest rate lower than current market interest rates and/or reducing accrued interest. The Company considers the amount, timing and extent of the concession granted in determining any impairment or changes in the specific valuation allowance recorded in connection with the troubled debt restructuring. A valuation allowance may have been recorded prior to the quarter when the loan is modified in a troubled debt restructuring. Accordingly, the carrying value (net of the specific valuation allowance) before and after modification through a troubled debt restructuring may not change significantly, or may increase if the expected recovery is higher than the pre-modification recovery assessment. As of June 30, 2014, the Company had no new troubled debt restructurings for private placement and 1 new troubled debt restructuring for commercial mortgage loans with a pre-modification and post modification carrying value of $1.9. As of December 31, 2013, the Company had no new private placement troubled debt restructurings and had 21 new commercial mortgage loan troubled debt restructurings with a pre-modification and post modification carrying value of $91.0. Of these 21 commercial mortgage loans, 20 comprise a portfolio of cross-defaulted, cross-collateralized individual loans, which are owned by the same sponsor. Between the date of the troubled debt restructurings and June 30, 2014, these loans have repaid $16.7 in principal.

As of June 30, 2014 and December 31, 2013, the Company did not have any commercial mortgage loans or private placements modified in a troubled debt restructuring with a subsequent payment default.

Mortgage Loans on Real Estate

The Company's mortgage loans on real estate are all commercial mortgage loans held for investment, which are reported at amortized cost, less impairment write-downs and allowance for losses. The Company diversifies its commercial mortgage loan portfolio by geographic region and property type to reduce concentration risk. The Company manages risk when originating commercial mortgage loans by generally lending only up to 75% of the estimated fair value of the underlying real estate. Subsequently, the Company continuously evaluates all mortgage loans based on relevant current information including a review of loan-specific credit quality, property characteristics and market trends. Loan performance is monitored on a loan specific basis through the review of submitted appraisals, operating statements, rent revenues and annual inspection reports, among other items. This review ensures properties are performing at a consistent and acceptable level to secure the debt. The components to evaluate debt service coverage are received and reviewed at least annually to determine the level of risk.

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The following table summarizes the Company's investment in mortgage loans as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Commercial mortgage loans | $9,494.7 | $9,316.0 |
| Collective valuation allowance for losses | (3.3) | (3.8) |
| Total net commercial mortgage loans | $9,491.4 | $9,312.2 |

There were no impairments taken on the mortgage loan portfolio for the three and six months ended June 30, 2014 and 2013.

The following table summarizes the activity in the allowance for losses for all commercial mortgage loans for the periods indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Collective valuation allowance for losses, balance at January 1 | $3.8 | $3.9 |
| Addition to (reduction of) allowance for losses | (0.5) | (0.1) |
| Collective valuation allowance for losses, end of period | $3.3 | $3.8 |

The carrying values and unpaid principal balances of impaired mortgage loans were as follows as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Impaired loans with allowances for losses | $— | $— |
| Impaired loans without allowances for losses | 83.5 | 94.3 |
| Subtotal | 83.5 | 94.3 |
| Less: Allowances for losses on impaired loans | — | — |
| Impaired loans, net | $83.5 | $94.3 |
| Unpaid principal balance of impaired loans | $85.9 | $96.7 |

The following table presents information on impaired loans, restructured loans, loans 90 days or more past due and loans in foreclosure as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Troubled debt restructured loans | $76.0 | $86.6 |
| Loans 90 days or more past due, interest no longer accruing, at amortized cost | — | 5.1 |
| Unpaid principal balance of loans 90 days or more past due, interest no longer accruing | — | 5.1 |

The Company defines delinquent mortgage loans consistent with industry practice as 60 days past due. The Company's policy is to recognize interest income until a loan becomes 90 days delinquent or foreclosure proceedings are commenced, at which point interest accrual is discontinued. Interest accrual is not resumed until the loan is brought current.

The following table presents the aging of past due mortgage loans at carrying value as of the dates indicated:

Total

| | 30 days or less past due | 31 to 90 days past due | 91 to 180 days past due | 181 days or more past due | |
|---|---|---|---|---|---|
| As of June 30, 2014 | $— | $— | $— | $— | $— |
| As of December 31, 2013 | — | 5.1 | — | — | 5.1 |

There were no mortgage loans in the Company's portfolio in process of foreclosure as of June 30, 2014 or December 31, 2013.

There were no loans in arrears with respect to principal and interest as of June 30, 2014. There was one loan in arrears with respect to principal and interest as of December 31, 2013 with a total amortized cost of $5.1.

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The following table presents information on the average investment during the period in impaired loans and interest income recognized on impaired and troubled debt restructured loans for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Impaired loans, average investment during the period (amortized cost) (1) | $88.8 | $16.8 |
| Interest income recognized on impaired loans, on an accrual basis (1) | 1.2 | 0.1 |
| Interest income recognized on impaired loans, on a cash basis (1) | 1.2 | 0.1 |
| Interest income recognized on troubled debt restructured loans, on an accrual basis | 1.0 | — |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Impaired loans, average investment during the period (amortized cost) (1) | $88.9 | $16.8 |
| Interest income recognized on impaired loans, on an accrual basis (1) | 2.5 | 0.3 |
| Interest income recognized on impaired loans, on a cash basis (1) | 2.2 | 0.3 |
| Interest income recognized on troubled debt restructured loans, on an accrual basis | 2.2 | — |

(1) Includes amounts for Troubled debt restructured loans.

Loan-to-value ("LTV") and debt service coverage ("DSC") ratios are measures commonly used to assess the risk and quality of mortgage loans. The LTV ratio, calculated at time of origination, is expressed as a percentage of the amount of the loan relative to the value of the underlying property. A LTV ratio in excess of 100% indicates the unpaid loan amount exceeds the underlying collateral. The DSC ratio, based upon the most recently received financial statements, is expressed as a percentage of the amount of a property's net income to its debt service payments. A DSC ratio of less than 1.0 indicates that a property's operations do not generate sufficient income to cover debt payments. These ratios are utilized as part of the review process described above.

The following table presents the LTV ratios as of the dates indicated:

| | June 30, 2014(1) | December 31, 2013(1) |
|---|---|---|
| Loan-to-Value Ratio: | | |
| 0% - 50% | $1,596.7 | $1,782.6 |
| > 50% - 60% | 2,491.5 | 2,390.0 |
| > 60% - 70% | 4,943.5 | 4,668.3 |
| > 70% - 80% | 444.9 | 455.8 |
| > 80% and above | 18.1 | 19.3 |
| Total Commercial mortgage loans | $9,494.7 | $9,316.0 |

(1) Balances do not include collective valuation allowance for losses.

The following table presents the DSC ratios as of the dates indicated:

| | June 30, 2014 (1) | December 31, 2013(1) |
|---|---|---|
| Debt Service Coverage Ratio: | | |
| Greater than 1.5x | $6,568.6 | $6,346.5 |

| | | |
|---|---|---|
| > 1.25x - 1.5x | 1,516.9 | 1,520.9 |
| > 1.0x - 1.25x | 983.8 | 980.6 |
| Less than 1.0x | 423.5 | 467.8 |
| Commercial mortgage loans secured by land or construction loans | 1.9 | 0.2 |
| Total Commercial mortgage loans | $9,494.7 | $9,316.0 |

(1) Balances do not include collective valuation allowance for losses.

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Properties collateralizing mortgage loans are geographically dispersed throughout the United States, as well as diversified by property type, as reflected in the following tables as of the dates indicated:

| | June 30, 2014 [1] | | December 31, 2013[1] | |
|---|---|---|---|---|
| | Gross Carrying Value | % of Total | Gross Carrying Value | % of Total |
| Commercial Mortgage Loans by U.S. Region: | | | | |
| Pacific | $2,339.7 | 24.6 % | $2,281.8 | 24.5 % |
| South Atlantic | 2,032.9 | 21.4 % | 1,936.0 | 20.8 % |
| Middle Atlantic | 1,201.8 | 12.7 % | 1,112.0 | 11.9 % |
| West South Central | 1,134.3 | 11.9 % | 1,122.3 | 12.0 % |
| East North Central | 1,124.2 | 11.8 % | 1,037.5 | 11.1 % |
| Mountain | 809.2 | 8.5 % | 790.4 | 8.5 % |
| West North Central | 509.6 | 5.4 % | 517.2 | 5.6 % |
| East South Central | 195.1 | 2.1 % | 200.7 | 2.2 % |
| New England | 147.9 | 1.6 % | 318.1 | 3.4 % |
| Total Commercial mortgage loans | $9,494.7 | 100.0 % | $9,316.0 | 100.0 % |

[1] Balances do not include collective valuation allowance for losses.

| | June 30, 2014 [1] | | December 31, 2013[1] | |
|---|---|---|---|---|
| | Gross Carrying Value | % of Total | Gross Carrying Value | % of Total |
| Commercial Mortgage Loans by Property Type: | | | | |
| Retail | $2,949.1 | 31.0 % | $2,936.9 | 31.5 % |
| Industrial | 2,731.2 | 28.7 % | 2,848.0 | 30.6 % |
| Apartments | 1,440.5 | 15.2 % | 1,296.1 | 13.9 % |
| Office | 1,193.3 | 12.6 % | 1,242.2 | 13.3 % |
| Hotel/Motel | 414.2 | 4.4 % | 430.6 | 4.6 % |
| Mixed Use | 349.7 | 3.7 % | 184.1 | 2.0 % |
| Other | 416.7 | 4.4 % | 378.1 | 4.1 % |
| Total Commercial mortgage loans | $9,494.7 | 100.0 % | $9,316.0 | 100.0 % |

[1] Balances do not include collective valuation allowance for losses.

The following table sets forth the breakdown of mortgages by year of origination as of the dates indicated:

| | June 30, 2014 [1] | December 31, 2013[1] |
|---|---|---|
| Year of Origination: | | |
| 2014 | $772.1 | $— |
| 2013 | 2,148.9 | 2,199.8 |
| 2012 | 1,716.9 | 1,743.3 |
| 2011 | 1,694.7 | 1,835.9 |
| 2010 | 374.4 | 409.8 |

| | | |
|---|---|---|
| 2009 | 148.4 | 149.5 |
| 2008 and prior | 2,639.3 | 2,977.7 |
| Total Commercial mortgage loans | $9,494.7 | $9,316.0 |

(1) Balances do not include collective valuation allowance for losses.

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Evaluating Securities for Other-Than-Temporary Impairments

The Company performs a regular evaluation, on a security-by-security basis, of its available-for-sale securities holdings, including fixed maturity securities and equity securities in accordance with its impairment policy in order to evaluate whether such investments are other-than-temporarily impaired.

The following tables identify the Company's credit-related and intent-related impairments included in the Condensed Consolidated Statements of Operations, excluding impairments included in Other comprehensive income (loss) by type for the periods indicated:

| | Three Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Impairment | No. of Securities | Impairment | No. of Securities |
| U.S. corporate | $— | — | $— | — |
| Foreign[1] | 1.7 | 5 | — | — |
| Residential mortgage-backed | 0.8 | 38 | 5.2 | 64 |
| Commercial mortgage-backed | — | — | — | — |
| Other asset-backed | — | *2 | 0.2 | 3 |
| Equity | — | — | 1.8 | 1 |
| Total | $2.5 | 45 | $7.2 | 68 |

[1] Primarily U.S. dollar denominated.
* Less than $0.1.

| | Six Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Impairment | No. of Securities | Impairment | No. of Securities |
| U.S. corporate | $0.4 | 1 | $— | — |
| Foreign[1] | 1.7 | 5 | — | — |
| Residential mortgage-backed | 2.4 | 52 | 8.8 | 93 |
| Commercial mortgage-backed | 0.2 | 2 | 0.1 | 2 |
| Other asset-backed | 0.1 | 2 | 7.5 | 5 |
| Equity | 1.0 | 2 | 1.8 | 1 |
| Total | $5.8 | 64 | $18.2 | 101 |

[1] Primarily U.S. dollar denominated.

The above tables include $0.5 and $3.6 of write-downs related to credit impairments for the three and six months ended June 30, 2014, respectively, in Other-than-temporary impairments, which are recognized in the Condensed Consolidated Statements of Operations. The remaining $2.0 and $2.2 in write-downs for the three and six months ended June 30, 2014, respectively, are related to intent impairments.

The above tables include $7.2 and $10.8 of write-downs related to credit impairments for the three and six months ended June 2013, respectively, in Other-than-temporary impairments, which are recognized in the Condensed Consolidated Statements of Operations. For the three months ended June 30, 2013, there were no write downs relating to intent impairments. For the six months ended June 30, 2013, the remaining $7.4 in write-downs are related to intent impairments.

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The following tables summarize these intent impairments, which are also recognized in earnings, by type for the periods indicated:

| | Three Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Impairment | No. of Securities | Impairment | No. of Securities |
| U.S. corporate | $— | — | $— | — |
| Foreign[1] | 1.7 | 5 | — | — |
| Residential mortgage-backed | 0.3 | 7 | — | — |
| Commercial mortgage-backed | — | — | — | — |
| Other asset-backed | — | — | — | — |
| Equity | — | — | — | — |
| Total | $2.0 | 12 | $— | — |

[1] Primarily U.S. dollar denominated.

| | Six Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Impairment | No. of Securities | Impairment | No. of Securities |
| U.S. corporate | $— | — | $— | — |
| Foreign[1] | 1.7 | 5 | — | — |
| Residential mortgage-backed | 0.3 | 7 | — | — |
| Commercial mortgage-backed | 0.2 | 2 | 0.1 | 2 |
| Other asset-backed | — | — | 7.3 | 2 |
| Equity | — | — | — | — |
| Total | $2.2 | 14 | $7.4 | 4 |

[1] Primarily U.S. dollar denominated.

The Company may sell securities during the period in which fair value has declined below amortized cost for fixed maturities or cost for equity securities. In certain situations, new factors, including changes in the business environment, can change the Company's previous intent to continue holding a security. Accordingly, these factors may lead the Company to record additional intent related capital losses.

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The following tables identify the amount of credit impairments on fixed maturities for which a portion of the OTTI loss was recognized in Other comprehensive income (loss) and the corresponding changes in such amounts for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Balance at April 1 | $101.1 | $112.4 |
| Additional credit impairments: | | |
| On securities not previously impaired | — | 2.0 |
| On securities previously impaired | 0.5 | 3.0 |
| Reductions: | | |
| Securities sold, matured, prepaid or paid down | 9.0 | 7.5 |
| Balance at June 30 | $92.6 | $109.9 |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Balance at January 1 | $102.8 | $114.7 |
| Additional credit impairments: | | |
| On securities not previously impaired | 1.1 | 2.2 |
| On securities previously impaired | 1.5 | 6.0 |
| Reductions: | | |
| Securities sold, matured, prepaid or paid down | 12.8 | 13.0 |
| Balance at June 30 | $92.6 | $109.9 |

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Net Investment Income

The following tables summarize Net investment income for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Fixed maturities | $992.3 | $980.7 |
| Equity securities, available-for-sale | 3.6 | 0.5 |
| Mortgage loans on real estate | 119.0 | 125.5 |
| Policy loans | 28.1 | 29.7 |
| Short-term investments and cash equivalents | 0.7 | 1.0 |
| Other | (21.9) | (24.4) |
| Gross investment income | 1,121.8 | 1,113.0 |
| Less: Investment expenses | 0.9 | 0.8 |
| Net investment income | $1,120.9 | $1,112.2 |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Fixed maturities | $1,977.1 | $1,993.3 |
| Equity securities, available-for-sale | 7.4 | 3.1 |
| Mortgage loans on real estate | 234.3 | 243.7 |
| Policy loans | 56.1 | 59.6 |
| Short-term investments and cash equivalents | 1.5 | 1.9 |
| Other | (7.8) | 11.5 |
| Gross investment income | 2,268.6 | 2,313.1 |
| Less: investment expenses | 2.1 | 2.2 |
| Net investment income | $2,266.5 | $2,310.9 |

As of June 30, 2014 and December 31, 2013, the Company did not have any investments in fixed maturities that did not produce net investment income. Fixed maturities are moved to a non-accrual status when the investment defaults.

Interest income on fixed maturities is recorded when earned using an effective yield method, giving effect to amortization of premiums and accretion of discounts. Such interest income is recorded in Net investment income in the Condensed Consolidated Statements of Operations.

Net Realized Capital Gains (Losses)

Net realized capital gains (losses) are comprised of the difference between the amortized cost of investments and proceeds from sale and redemption, as well as losses incurred due to the credit-related and intent-related other-than-temporary impairment of investments. Realized investment gains and losses are also primarily generated from changes in fair value of embedded derivatives within product guarantees and fixed maturities, changes in fair value of fixed maturities recorded at FVO and changes in fair value including accruals on derivative instruments, except for effective cash flow hedges. The cost of the investments on disposal is generally determined based on first-in-first-out ("FIFO") methodology.

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Net realized capital gains (losses) were as follows for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Fixed maturities, available-for-sale, including securities pledged | $30.9 | $(3.0) |
| Fixed maturities, at fair value option | (16.0) | (217.9) |
| Equity securities, available-for-sale | 0.8 | (1.9) |
| Derivatives | (233.3) | (706.2) |
| Embedded derivative - fixed maturities | (3.9) | (50.2) |
| Embedded derivative - product guarantees | (170.6) | 413.5 |
| Other investments | 25.6 | (0.2) |
| Net realized capital gains (losses) | $(366.5) | $(565.9) |
| After-tax net realized capital gains (losses) | $(244.1) | $(370.8) |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Fixed maturities, available-for-sale, including securities pledged | $44.6 | $6.4 |
| Fixed maturities, at fair value option | (34.9) | (325.5) |
| Equity securities, available-for-sale | 17.9 | (1.7) |
| Derivatives | (179.5) | (1,805.9) |
| Embedded derivative - fixed maturities | (7.2) | (73.5) |
| Embedded derivative - product guarantees | (425.7) | 759.8 |
| Other investments | 27.7 | (0.3) |
| Net realized capital gains (losses) | $(557.1) | $(1,440.7) |
| After-tax net realized capital gains (losses) | $(362.4) | $(939.5) |

Proceeds from the sale of fixed maturities and equity securities, available-for-sale and the related gross realized gains and losses, before tax, were as follows for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Proceeds on sales | $2,305.3 | $1,510.3 | $3,800.2 | $4,722.8 |
| Gross gains | 65.5 | 35.0 | 105.2 | 77.0 |
| Gross losses | 36.3 | 6.7 | 56.1 | 21.1 |

## 3. Derivative Financial Instruments

The Company enters into the following types of derivatives:

Interest rate caps: The Company uses interest rate cap contracts to hedge the interest rate exposure arising from duration mismatches between assets and liabilities. Interest rate caps are also used to hedge interest rate exposure if rates rise above a specified level. Such increases in rates will require the Company to incur additional expenses. The future payout from the interest rate caps fund this increased exposure. The Company pays an upfront premium to purchase these caps. The Company utilizes these contracts in non-qualifying hedging relationships.

Interest rate swaps: Interest rate swaps are used by the Company primarily to reduce market risks from changes in interest rates and to alter interest rate exposure arising from mismatches between assets and/or liabilities. Interest rate swaps are also used to hedge the interest rate risk associated with the value of assets it owns or in an anticipation of acquiring them. Using interest rate swaps, the Company agrees with another party to exchange, at specified intervals, the difference between fixed rate and floating rate interest payments, calculated by reference to an agreed upon notional principal amount. These transactions are entered into pursuant to master agreements that provide for a single net payment to be made to/from the counterparty at each due date. The Company utilizes these contracts in qualifying hedging relationships as well as non-qualifying hedging relationships.

Foreign exchange swaps: The Company uses foreign exchange or currency swaps to reduce the risk of change in the value, yield or cash flows associated with certain foreign denominated invested assets. Foreign exchange swaps represent contracts that require the exchange of foreign currency cash flows against U.S. dollar cash flows at regular periods, typically quarterly or semi-annually. The Company utilizes these contracts in qualifying hedging relationships as well as non-qualifying hedging relationships.

Credit default swaps: Credit default swaps are used to reduce credit loss exposure with respect to certain assets that the Company owns or to assume credit exposure on certain assets that the Company does not own. Payments are made to, or received from, the counterparty at specified intervals. In the event of a default on the underlying credit exposure, the Company will either receive a payment (purchased credit protection) or will be required to make a payment (sold credit protection) equal to the par minus recovery value of the swap contract. The Company utilizes these contracts in non-qualifying hedging relationships.

Total return swaps: The Company uses total return swaps as a hedge against a decrease in variable annuity account values, which are invested in certain indices. Using total return swaps, the Company agrees with another party to exchange, at specified intervals, the difference between the economic risk and reward of assets or a market index and the LIBOR rate, calculated by reference to an agreed upon notional principal amount. No cash is exchanged at the onset of the contracts. Cash is paid and received over the life of the contract based upon the terms of the swaps. The Company utilizes these contracts in non-qualifying hedging relationships.

Currency forwards: The Company uses currency forward contracts to hedge policyholder liabilities associated with the variable annuity contracts which are linked to foreign indices. The currency fluctuations may result in a decrease in account values, which would increase the possibility of the Company incurring an expense for guaranteed benefits in excess of account values. The Company utilizes these contracts in non-qualifying hedging relationships.

Forwards: The Company uses forward contracts to hedge certain invested assets against movement in interest rates, particularly mortgage rates. The Company uses To Be Announced mortgage-backed securities as an economic hedge against rate movements. The Company utilizes forward contracts in non-qualifying hedging relationships.

Futures: Futures contracts are used to hedge against a decrease in certain equity indices. Such decreases may result in a decrease in variable annuity account values which would increase the possibility of the Company incurring an expense for guaranteed benefits in excess of account values. The Company also uses futures contracts as a hedge against an increase in certain equity indices. Such increases may result in increased payments to the holders of the fixed index annuity ("FIA") contracts. The Company enters into exchange traded futures with regulated futures commissions that are members of the exchange. The Company also posts initial and variation margin with the exchange on a daily basis. The Company utilizes exchange-traded futures in non-qualifying hedging relationships.

Swaptions: A swaption is an option to enter into a swap with a forward starting effective date. The Company uses swaptions to hedge the interest rate exposure associated with the minimum crediting rate and book value guarantees embedded in the retirement products that the Company offers. Increases in interest rates will generate losses on assets that are backing such liabilities. In certain instances, the Company locks in the economic impact of existing purchased swaptions by entering into offsetting written swaptions. Swaptions are also used to hedge against an increase in the interest rate benchmarked crediting strategies within FIA contracts. Such increases may result in increased payments to contract holders of FIA contracts and the interest rate swaptions offset this increased exposure. The Company pays a premium when it purchases the swaption. The Company utilizes these contracts in non-qualifying hedging relationships.

Options: The Company uses put options to manage the equity, interest rate and equity volatility risk of the economic liabilities associated with certain variable annuity minimum guaranteed benefits. The Company also uses call options to hedge against an increase in various equity indices. Such increases may result in increased payments to the holders of the FIA contracts. The Company pays an upfront premium to purchase these options. The Company utilizes these options in non-qualifying hedging relationships.

Variance swaps: The Company uses variance swaps to manage equity volatility risk on the economic liabilities associated with certain minimum guaranteed living benefits. An increase in the equity volatility results in a higher valuations of such liabilities. In an equity variance swap, the Company agrees with another party to exchange amounts in the future, based on the changes in equity volatility over a defined period. The Company utilizes equity variance swaps in non-qualifying hedging relationships.

Managed custody guarantees ("MCG"): The Company issues certain credited rate guarantees on externally managed variable bond funds that represent stand-alone derivatives. The market value is partially determined by, among other things, levels of or changes in interest rates, prepayment rates and credit ratings/spreads.

Embedded derivatives: The Company also invests in certain fixed maturity instruments and has issued certain annuity products that contain embedded derivatives whose market value is at least partially determined by, among other things, levels of or changes in domestic and/or foreign interest rates (short-term or long-term), exchange rates, prepayment rates, equity rates or credit ratings/spreads. In addition, the Company has entered into coinsurance with funds withheld arrangements, which contain embedded derivatives for which the fair value is based on the change in the fair value of the underlying assets held in trust. The embedded derivatives for certain fixed maturity instruments, certain annuity products and coinsurance with funds withheld arrangements are reported with the host contract in Investments, Future policy benefits and Funds held under reinsurance agreements, respectively, on the Condensed Consolidated Balance Sheets. Changes in the fair value of embedded derivatives within fixed maturity investments and within annuity products are recorded in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations. Changes in fair value of embedded derivatives with reinsurance agreements are reported in Policyholder benefits in the Condensed Consolidated Statements of Operations.

The Company's use of derivatives is limited mainly to economic hedging to reduce the Company's exposure to cash flow variability of assets and liabilities, interest rate risk, credit risk, exchange rate risk and market risk. It is the Company's policy not to offset amounts recognized for derivative instruments and amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral arising from derivative instruments executed with the same counterparty under a master netting arrangement, which provides the Company with the legal right of offset.

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The notional amounts and fair values of derivatives were as follows as of the dates indicated:

| | June 30, 2014 | | | December 31, 2013 | | |
|---|---|---|---|---|---|---|
| | Notional Amount | Asset Fair Value | Liability Fair Value | Notional Amount | Asset Fair Value | Liability Fair Value |
| Derivatives: Qualifying for hedge accounting[(1)] | | | | | | |
| Cash flow hedges: | | | | | | |
| Interest rate contracts | $761.0 | $105.8 | $— | $786.0 | $81.0 | $0.5 |
| Foreign exchange contracts | 174.7 | 4.9 | 1.5 | 174.7 | 6.3 | 1.6 |
| Fair value hedges: | | | | | | |
| Interest rate contracts | 873.5 | 2.2 | 62.0 | 873.5 | 4.8 | 64.7 |
| Derivatives: Non-qualifying for hedge accounting[(1)] | | | | | | |
| Interest rate contracts | 62,724.4 | 710.9 | 721.7 | 63,122.0 | 826.2 | 1,174.3 |
| Foreign exchange contracts | 1,243.5 | 13.2 | 32.6 | 1,281.7 | 17.8 | 43.3 |
| Equity contracts | 17,340.0 | 211.6 | 73.6 | 11,725.9 | 172.7 | 52.9 |
| Credit contracts | 3,221.0 | 46.0 | 26.8 | 3,221.0 | 40.5 | 14.5 |
| Embedded derivatives: | | | | | | |
| Within fixed maturity investments | N/A | 119.3 | — | N/A | 126.5 | — |
| Within annuity products | N/A | — | 3,187.0 | N/A | — | 2,645.6 |
| Within reinsurance agreements | N/A | — | 149.5 | N/A | — | 79.0 |
| Total | | $1,213.9 | $4,254.7 | | $1,275.8 | $4,076.4 |

(1) Open derivative contracts are reported as Derivatives assets or liabilities on the Condensed Consolidated Balance Sheets at fair value.
N/A - Not Applicable

Based on the notional amounts, a substantial portion of the Company's derivative positions was not designated or did not qualify for hedge accounting as part of a hedging relationship as of June 30, 2014 and December 31, 2013. The Company utilizes derivative contracts mainly to hedge exposure to variability in cash flows, interest rate risk, credit risk, foreign exchange risk and equity market risk. The majority of derivatives used by the Company are designated as product hedges, which hedge the exposure arising from insurance liabilities or guarantees embedded in the contracts the Company offers through various product lines. These derivatives do not qualify for hedge accounting as they do not meet the criteria of being "highly effective" as outlined in ASC Topic 815, but do provide an economic hedge, which is in line with the Company's risk management objectives. The Company also uses derivatives contracts to hedge its exposure to various risks associated with the investment portfolio. The Company does not seek hedge accounting treatment for certain of these derivatives as they generally do not qualify for hedge accounting due to the criteria required under the portfolio hedging rules outlined in ASC Topic 815. The Company also uses credit default swaps coupled with other investments in order to produce the investment characteristics of otherwise permissible investments that do not qualify as effective accounting hedges under ASC Topic 815.

The maximum length of time over which the Company is hedging its exposure to the variability in future cash flows for forecasted anticipatory hedge transactions is through the fourth quarter of 2016.

(Dollar amounts in million, unless otherwise stated)

Although the Company has not elected to net its derivative exposures, the notional amounts and fair values of Over-The-Counter ("OTC") and cleared derivatives excluding exchange traded contracts and forward contracts (To Be Announced mortgage-backed securities) are presented in the tables below as of the dates indicated:

| | June 30, 2014 | | |
|---|---|---|---|
| | Notional Amount | Asset Fair Value | Liability Fair Value |
| Credit contracts | $3,221.0 | $46.0 | $26.8 |
| Equity contracts | 9,781.5 | 211.3 | 62.9 |
| Foreign exchange contracts | 1,418.2 | 18.1 | 34.1 |
| Interest rate contracts | 64,358.9 | 818.9 | 783.7 |
| | | 1,094.3 | 907.5 |
| Counterparty netting[1] | | (612.2) | (612.2) |
| Cash collateral netting[1] | | (352.3) | (41.7) |
| Securities collateral netting[1] | | (30.0) | (169.4) |
| Net receivables/payables | | $99.8 | $84.2 |

[1] Represents the netting of receivable balances with payable balances, net of collateral, for the same counterparty under eligible netting agreements.

| | December 31, 2013 | | |
|---|---|---|---|
| | Notional Amount | Asset Fair Value | Liability Fair Value |
| Credit contracts | $3,221.0 | $40.5 | $14.5 |
| Equity contracts | 4,513.5 | 170.7 | 32.0 |
| Foreign exchange contracts | 1,456.4 | 24.1 | 44.9 |
| Interest rate contracts | 64,734.1 | 912.0 | 1,239.5 |
| | | 1,147.3 | 1,330.9 |
| Counterparty netting[1] | | (701.0) | (701.0) |
| Cash collateral netting[1] | | (241.7) | (15.7) |
| Securities collateral netting[1] | | (35.9) | (479.1) |
| Net receivables/payables | | $168.7 | $135.1 |

[1] Represents the netting of receivable balances with payable balances, net of collateral, for the same counterparty under eligible netting agreements.

Collateral

Under the terms of the OTC Derivative International Swaps and Derivatives Association, Inc. ("ISDA") agreements, the Company may receive from, or deliver to, counterparties collateral to assure that all terms of the ISDA agreements will be met with regard to the Credit Support Annex ("CSA"). The terms of the CSA call for the Company to pay interest on any cash received equal to the Federal Funds rate. To the extent cash collateral is received and delivered, it is included in Payables under securities loan agreements, including collateral held and Short-term investments under securities loan agreements, including collateral delivered, respectively, on the Condensed Consolidated Balance Sheets and is reinvested in short-term investments. Collateral held is used in accordance with the CSA to satisfy any obligations. Investment grade bonds owned by the Company are the source of noncash collateral posted, which is reported in Securities pledged on the Condensed Consolidated Balance Sheets. As of June 30, 2014, the Company held $289.7 and $29.0 of net cash collateral related to OTC derivative contracts and cleared derivative contracts, respectively. As of December 31, 2013, the Company held $214.7 and $18.8 of net cash collateral related to OTC derivative contracts and cleared derivative contracts, respectively. In addition, as of June 30, 2014, the Company delivered $751.3 of securities and held $31.3 of securities as collateral. As of December 31, 2013, the Company delivered $1.0 billion of securities and held $51.3 of securities as collateral.

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Net realized gains (losses) on derivatives were as follows for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Derivatives: Qualifying for hedge accounting[1] | | | | |
| Cash flow hedges: | | | | |
| Interest rate contracts | $0.1 | $— | $0.3 | $0.1 |
| Foreign exchange contracts | 0.6 | — | 1.0 | — |
| Fair value hedges: | | | | |
| Interest rate contracts | (7.4) | 25.3 | (12.6) | 26.6 |
| Derivatives: Non-qualifying for hedge accounting[2] | | | | |
| Interest rate contracts | 156.7 | (553.4) | 360.9 | (809.4) |
| Foreign exchange contracts | (1.3) | 30.5 | (3.0) | 117.6 |
| Equity contracts | (382.1) | (212.8) | (527.0) | (1,151.9) |
| Credit contracts | 0.1 | 4.2 | 0.9 | 11.1 |
| Managed custody guarantees | 0.1 | 0.1 | 0.1 | 0.1 |
| Embedded derivatives: | | | | |
| Within fixed maturity investments[2] | (3.9) | (50.2) | (7.2) | (73.5) |
| Within annuity products[2] | (170.7) | 413.4 | (425.8) | 759.7 |
| Within reinsurance agreements[3] | (64.7) | 58.5 | (81.4) | 73.2 |
| Total | $(472.5) | $(284.4) | $(693.8) | $(1,046.4) |

[1] Changes in value for effective fair value hedges are recorded in Other net realized capital gains (losses). Changes in fair value upon disposal for effective cash flow hedges are amortized through Net investment income and the ineffective portion is recorded in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations. For the three and six months ended June 30, 2014 and 2013, ineffective amounts were immaterial.
[2] Changes in value are included in Other net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
[3] Changes in value are included in Policyholder benefits in the Condensed Consolidated Statements of Operations.

Credit Default Swaps

The Company has entered into various credit default swaps. When credit default swaps are sold, the Company assumes credit exposure to certain assets that it does not own. Credit default swaps may also be purchased to reduce credit exposure in the Company’s portfolio. Credit default swaps involve a transfer of credit risk from one party to another in exchange for periodic payments.  As of June 30, 2014, the fair values of credit default swaps of $46.0 and $26.8 were included in Derivatives assets and Derivatives liabilities, respectively, on the Condensed Consolidated Balance Sheets. As of December 31, 2013, the fair value of credit default swaps of $40.5 and $14.5 were included in Derivatives assets and Derivatives liabilities, respectively, on the Condensed Consolidated Balance Sheets. As of June 30, 2014 and December 31, 2013, the maximum potential future net exposure to the Company was $1.7 billion, net of purchased protection of $0.5 billion on credit default swaps. These instruments are typically written for a maturity period of five years and contain no recourse provisions. If the Company's current debt and claims paying ratings were downgraded in the future, the terms in the Company's derivative agreements may be triggered, which could negatively impact overall liquidity.

## 4. Fair Value Measurements (excluding Consolidated Investment Entities)

### Fair Value Measurement

The Company categorizes its financial instruments into a three-level hierarchy based on the priority of the inputs to the valuation technique, pursuant to ASU 2011-04, "Fair Value Measurements (ASC Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP" ("ASU 2011-04"). 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 the Fair Value Measurements (excluding Consolidated Investment Entities) Note in the Consolidated Financial Statements in Part II, Item 8. of the Company's Annual Report on Form 10-K. If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument.

When available, the estimated fair value of financial instruments is based on quoted prices in active markets that are readily and regularly obtainable. When quoted prices in active markets are not available, the determination of estimated fair value is based on market standard valuation methodologies, including discounted cash flow methodologies, matrix pricing or other similar techniques.

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The following table presents the Company's hierarchy for its assets and liabilities measured at fair value on a recurring basis as of June 30, 2014:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets: | | | | |
| Fixed maturities, including securities pledged: | | | | |
| U.S. Treasuries | $4,157.9 | $612.2 | $— | $4,770.1 |
| U.S. Government agencies and authorities | — | 461.3 | — | 461.3 |
| U.S. corporate, state and municipalities | — | 39,790.2 | 806.1 | 40,596.3 |
| Foreign[1] | — | 16,636.1 | 380.8 | 17,016.9 |
| Residential mortgage-backed securities | — | 6,768.4 | 99.6 | 6,868.0 |
| Commercial mortgage-backed securities | — | 3,911.1 | — | 3,911.1 |
| Other asset-backed securities | — | 1,972.9 | 11.5 | 1,984.4 |
| Total fixed maturities, including securities pledged | 4,157.9 | 70,152.2 | 1,298.0 | 75,608.1 |
| Equity securities, available-for-sale | 216.3 | — | 57.2 | 273.5 |
| Derivatives: | | | | |
| Interest rate contracts | — | 818.9 | — | 818.9 |
| Foreign exchange contracts | — | 18.1 | — | 18.1 |
| Equity contracts | 0.3 | 119.3 | 92.0 | 211.6 |
| Credit contracts | — | 33.0 | 13.0 | 46.0 |
| Cash and cash equivalents, short-term investments and short-term investments under securities loan agreements | 4,323.3 | 197.8 | — | 4,521.1 |
| Assets held in separate accounts | 105,441.0 | 5,191.3 | 15.9 | 110,648.2 |
| Total assets | $114,138.8 | $76,530.6 | $1,476.1 | $192,145.5 |
| Percentage of Level to total | 59.4 % | 39.8 % | 0.8 % | 100.0 % |
| Liabilities: | | | | |
| Derivatives: | | | | |
| Annuity product guarantees: | | | | |
| FIA | $— | $— | $1,934.7 | $1,934.7 |
| GMAB/GMWB/GMWBL[2] | — | — | 1,220.3 | 1,220.3 |
| Stabilizer and MCGs | — | — | 32.0 | 32.0 |
| Other derivatives: | | | | |
| Interest rate contracts | — | 783.7 | — | 783.7 |
| Foreign exchange contracts | — | 34.1 | — | 34.1 |
| Equity contracts | 10.7 | 62.9 | — | 73.6 |
| Credit contracts | — | — | 26.8 | 26.8 |
| Embedded derivative on reinsurance | — | 149.5 | — | 149.5 |
| Total liabilities | $10.7 | $1,030.2 | $3,213.8 | $4,254.7 |

(1) Primarily U.S. dollar denominated.
(2) Guaranteed minimum accumulation benefits ("GMAB"), Guaranteed minimum withdrawal benefits ("GMWB") and Guaranteed minimum withdrawal benefits with life payouts ("GMWBL").

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The following table presents the Company's hierarchy for its assets and liabilities measured at fair value on a recurring basis as of December 31, 2013:

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Assets: | | | | |
| Fixed maturities, including securities pledged: | | | | |
| U.S. Treasuries | $4,617.0 | $564.2 | $— | $5,181.2 |
| U.S. Government agencies and authorities | — | 604.5 | 14.4 | 618.9 |
| U.S. corporate, state and municipalities | — | 37,303.2 | 456.5 | 37,759.7 |
| Foreign[1] | — | 16,202.2 | 154.3 | 16,356.5 |
| Residential mortgage-backed securities | — | 7,025.1 | 98.6 | 7,123.7 |
| Commercial mortgage-backed securities | — | 3,752.1 | — | 3,752.1 |
| Other asset-backed securities | — | 1,867.5 | 59.2 | 1,926.7 |
| Total fixed maturities, including securities pledged | 4,617.0 | 67,318.8 | 783.0 | 72,718.8 |
| Equity securities, available-for-sale | 238.5 | 20.6 | 55.3 | 314.4 |
| Derivatives: | | | | |
| Interest rate contracts | — | 912.0 | — | 912.0 |
| Foreign exchange contracts | — | 24.1 | — | 24.1 |
| Equity contracts | 1.9 | 83.3 | 87.5 | 172.7 |
| Credit contracts | — | 33.2 | 7.3 | 40.5 |
| Cash and cash equivalents, short-term investments and short-term investments under securities loan agreements | 4,396.9 | 44.9 | — | 4,441.8 |
| Assets held in separate accounts | 101,437.5 | 5,376.5 | 13.1 | 106,827.1 |
| Total assets | $110,691.8 | $73,813.4 | $946.2 | $185,451.4 |
| Percentage of Level to total | 59.7 % | 39.8 % | 0.5 % | 100.0 % |
| Liabilities: | | | | |
| Derivatives: | | | | |
| Annuity product guarantees: | | | | |
| FIA | $— | $— | $1,736.7 | $1,736.7 |
| GMAB/GMWB/GMWBL | — | — | 908.9 | 908.9 |
| Stabilizer and MCGs | — | — | — | — |
| Other derivatives: | | | | |
| Interest rate contracts | — | 1,239.5 | — | 1,239.5 |
| Foreign exchange contracts | — | 44.9 | — | 44.9 |
| Equity contracts | 20.9 | 32.0 | — | 52.9 |
| Credit contracts | — | — | 14.5 | 14.5 |
| Embedded derivative on reinsurance | — | 79.0 | — | 79.0 |
| Total liabilities | $20.9 | $1,395.4 | $2,660.1 | $4,076.4 |

[1]Primarily U.S. dollar denominated.

Valuation of Financial Assets and Liabilities at Fair Value

Certain assets and liabilities are measured at estimated fair value on the Company’s Condensed Consolidated Balance Sheets. The Company defines fair value as the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The exit price and the transaction (or entry) price will be the same at initial recognition in many circumstances. However, in certain cases, the transaction price may not represent fair value. The fair value of a liability is based on the amount that would be paid to transfer a liability to a third-party with an equal credit standing. Fair value is required to be a market-based measurement that is determined based on a hypothetical transaction at the measurement date from a market participant’s perspective. The Company considers three broad valuation techniques when a quoted price is unavailable: (i) the market approach, (ii) the income approach and (iii) the cost approach. The Company determines the most appropriate valuation technique to use, given the instrument being measured and the availability of sufficient inputs. The Company prioritizes the inputs to fair valuation techniques and allows for the use of unobservable inputs to the extent that observable inputs are not available.

The Company utilizes a number of valuation methodologies to determine the fair values of its financial assets and liabilities in conformity with the concepts of "exit price" and the fair value hierarchy as prescribed in ASC Topic 820. Valuations are obtained from third-party commercial pricing services, brokers and industry-standard, vendor-provided software that models the value based on market observable inputs. The valuations obtained from third-party commercial pricing services are non-binding. The Company reviews the assumptions and inputs used by third-party commercial pricing services for each reporting period in order to determine an appropriate fair value hierarchy level. The documentation and analysis obtained from third-party commercial pricing services are reviewed by the Company, including in-depth validation procedures confirming the observability of inputs. The valuations are reviewed and validated monthly through the internal valuation committee price variance review, comparisons to internal pricing models, back testing to recent trades or monitoring of trading volumes.

Transfers in and out of Level 1 and 2

There were no securities transferred between Level 1 and Level 2 for the three and six months ended June 30, 2014 and 2013. The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.

Level 3 Financial Instruments

The fair values of certain assets and liabilities are determined using prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement (i.e., Level 3 as defined by ASC Topic 820), including but not limited to liquidity spreads for investments within markets deemed not currently active. These valuations, whether derived internally or obtained from a third-party, use critical assumptions that are not widely available to estimate market participant expectations in valuing the asset or liability. In addition, the Company has determined, for certain financial instruments, an active market is such a significant input to determine fair value that the presence of an inactive market may lead to classification in Level 3. In light of the methodologies employed to obtain the fair values of financial assets and liabilities classified as Level 3, additional information is presented below.

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The following table summarizes the change in fair value of the Company's Level 3 assets and liabilities and transfers in and out of Level 3 for the three months ended June 30, 2014:

| | Fair Value as of April 1 | Total Realized/Unrealized Gains (Losses) Included in: | | Purchases | Issuances | Sales | Settlements | Transfers into Level 3[(2)] | Transfers out of Level 3[(2)] | Fair Value as of June 30 | Change In Unrealized Gains (Losses) Included in Earnings[(3)] |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Net Income | OCI | | | | | | | | |
| Fixed maturities, including securities pledged: | | | | | | | | | | | |
| U.S. Government agencies and authorities | $7.2 | $ — | $ — | $ — | $ — | $— | $ — | $ — | $ (7.2 ) | $— | $ — |
| U.S. corporate, state and municipalities | 568.7 | (0.8 ) | 1.3 | 118.5 | — | (4.3 ) | (22.2 ) | 144.9 | — | 806.1 | (0.2 ) |
| Foreign | 130.7 | — | (2.9 ) | 94.0 | — | — | (7.5 ) | 202.5 | (36.0 ) | 380.8 | — |
| Residential mortgage-backed securities | 104.4 | (3.7 ) | (0.2 ) | 1.1 | — | — | (0.4 ) | — | (1.6 ) | 99.6 | (3.7 ) |
| Commercial mortgage-backed securities | 24.9 | — | — | — | — | — | — | — | (24.9 ) | — | — |
| Other asset-backed securities | 42.2 | 0.8 | (0.8 ) | — | — | — | (1.4 ) | — | (29.3 ) | 11.5 | 0.7 |
| Total fixed maturities including securities pledged | 878.1 | (3.7 ) | (2.6 ) | 213.6 | — | (4.3 ) | (31.5 ) | 347.4 | (99.0 ) | 1,298.0 | (3.2 ) |
| Equity securities, available-for-sale | 57.1 | — | 0.1 | — | — | — | — | — | — | 57.2 | — |
| Derivatives: | | | | | | | | | | | |
| Product guarantees: | | | | | | | | | | | |
| FIA[(1)] | (1,808.0) | (118.8) | — | — | (43.1) | — | 35.2 | — | — | (1,934.7) | — |
| GMAB/GMWB/GMWBL[(1)] | (1,143.3) | (38.9) | — | — | (38.3) | — | 0.2 | — | — | (1,220.3) | — |
| Stabilizer and MCGs[(1)] | (18.0 ) | (12.9) | — | — | (1.1 ) | — | — | — | — | (32.0 ) | — |
| Other derivatives, net | 67.1 | 26.1 | — | 8.8 | — | — | (23.8 ) | — | — | 78.2 | 10.5 |
| Assets held in separate accounts[(4)] | 17.9 | 0.1 | — | 0.1 | — | (2.2 ) | — | — | — | 15.9 | — |

(1) All gains and losses on Level 3 liabilities are classified as realized gains (losses) for the purpose of this disclosure because it is impracticable to track realized and unrealized gains (losses) separately on a contract-by contract basis. These amounts are included in Other net realized gains (losses) in the Condensed Consolidated Statements of Operations.
(2) The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.
(3) For financial instruments still held as of June 30, amounts are included in Net investment income and Total net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
(4) The investment income and realized gains (losses) and change in unrealized gains (losses) included in net income for separate account assets are offset by an equal amount for separate account liabilities, which results in a net zero

impact on net income for the Company.

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The following table summarizes the change in fair value of the Company’s Level 3 assets and liabilities and transfers in and out of Level 3 for the six months ended June 30, 2014:

| | Fair Value as of January 1 | Total Realized/Unrealized Gains (Losses) Included in: Net Income | OCI | Purchases | Issuances | Sales | Settlements | Transfers into Level 3[2] | Transfers out of Level 3[2] | Fair Value as of June 30 | Change In Unrealized Gains (Losses) Included in Earnings[3] |
|---|---|---|---|---|---|---|---|---|---|---|---|
| Fixed maturities, including securities pledged: | | | | | | | | | | | |
| U.S. Government agencies and authorities | $ 14.4 | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ (14.4) | $ — | $ — |
| U.S. corporate, state and municipalities | 456.5 | (0.9) | 7.9 | 226.5 | — | (4.3) | (32.3) | 155.7 | (3.0) | 806.1 | (0.2) |
| Foreign | 154.3 | — | 2.8 | 94.0 | — | — | (7.8) | 198.5 | (61.0) | 380.8 | — |
| Residential mortgage-backed securities | 98.6 | (6.5) | 0.5 | 1.1 | — | — | (0.8) | 8.8 | (2.1) | 99.6 | (6.5) |
| Commercial mortgage-backed securities | — | — | — | — | — | — | — | — | — | — | — |
| Other asset-backed securities | 59.2 | 3.5 | (2.9) | — | — | — | (19.0) | — | (29.3) | 11.5 | 1.4 |
| Total fixed maturities including securities pledged | 783.0 | (3.9) | 8.3 | 321.6 | — | (4.3) | (59.9) | 363.0 | (109.8) | 1,298.0 | (5.3) |
| Equity securities, available-for-sale | 55.3 | (0.9) | 2.9 | — | — | (0.1) | — | — | — | 57.2 | (0.9) |
| Derivatives: | | | | | | | | | | | |
| Product guarantees: | | | | | | | | | | | |
| FIA[1] | (1,736.7) | (161.2) | — | — | (93.4) | — | 56.6 | — | — | (1,934.7) | — |
| GMAB/GMWB/GMWBL[1] | (908.9) | (234.8) | — | — | (76.9) | — | 0.3 | — | — | (1,220.3) | — |
| Stabilizer and MCGs[1] | — | (29.7) | — | — | (2.3) | — | — | — | — | (32.0) | — |
| Other derivatives, net | 80.3 | 27.1 | — | 16.2 | — | — | (45.4) | — | — | 78.2 | (2.1) |
| Assets held in separate accounts[4] | 13.1 | 0.1 | — | 5.9 | — | (3.2) | — | — | — | 15.9 | — |

[1] All gains and losses on Level 3 liabilities are classified as realized gains (losses) for the purpose of this disclosure because it is impracticable to track realized and unrealized gains (losses) separately on a contract-by contract basis. These amounts are included in Other net realized gains (losses) in the Condensed Consolidated Statements of Operations.
[2] The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.
[3] For financial instruments still held as of June 30, amounts are included in Net investment income and Total net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
[4] The investment income and realized gains (losses) and change in unrealized gains (losses) included in net income for separate account assets are offset by an equal amount for separate account liabilities, which results in a net zero

impact on net income for the Company.

Voya Financial, Inc.
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(Dollar amounts in millions, unless otherwise stated)

The following table summarizes the change in fair value of the Company's Level 3 assets and liabilities and transfers in and out of Level 3 for the three months ended June 30, 2013:

| | Fair Value as of April 1 | Total Realized/Unrealized Gains (Losses) Included in: | | Purchases | Issuances | Sales | Settlements | Transfers into Level 3[2] | Transfers out of Level 3[2] | Fair Value as of June 30 | Change In Unrealized Gains (Losses) Included in Earnings[3] |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Net Income | OCI | | | | | | | | |
| Fixed maturities, including securities pledged: | | | | | | | | | | | |
| U.S. Government agencies and authorities | $— | $ — | $ — | $ — | $ — | $— | $ — | $ — | $ — | $— | $ — |
| U.S. corporate, state and municipalities | 556.8 | (0.2 ) | (6.4 ) | — | — | — | (12.8 ) | 5.3 | (77.5 ) | 465.2 | (0.2 ) |
| Foreign | 107.3 | — | 0.8 | — | — | — | (9.4 ) | — | — | 98.7 | — |
| Residential mortgage-backed securities | 88.3 | (2.1 ) | 0.2 | 40.1 | — | (0.6 ) | (0.4 ) | — | (8.6 ) | 116.9 | (2.1 ) |
| Commercial mortgage-backed securities | — | — | — | — | — | — | — | — | — | — | — |
| Other asset-backed securities | 100.9 | 2.9 | (0.9 ) | — | — | — | (9.3 ) | — | — | 93.6 | 2.2 |
| Total fixed maturities including securities pledged | 853.3 | 0.6 | (6.3 ) | 40.1 | — | (0.6 ) | (31.9 ) | 5.3 | (86.1 ) | 774.4 | (0.1 ) |
| Equity securities, available-for-sale | 59.4 | (1.9 ) | 1.5 | — | — | — | — | — | — | 59.0 | (1.8 ) |
| Derivatives: | | | | | | | | | | | |
| Product guarantees: | | | | | | | | | | | |
| FIA[1] | (1,561.7) | 39.5 | — | — | (20.9 ) | — | 22.5 | — | — | (1,520.6) | — |
| GMAB/GMWB/GMWBL[1] | (1,628.6) | 322.5 | — | — | (34.9 ) | — | 0.2 | — | — | (1,340.8) | — |
| Stabilizer and MCGs[1] | (78.0) | 51.5 | — | — | (1.5 ) | — | — | — | — | (28.0 ) | — |
| Other derivatives, net | 65.5 | 8.5 | — | 7.1 | — | — | (24.6 ) | — | — | 56.5 | (11.2 ) |
| Assets held in separate accounts[4] | 2.2 | (0.1 ) | — | 21.1 | — | (3.3 ) | — | — | — | 19.9 | (0.1 ) |

[1] All gains and losses on Level 3 liabilities are classified as realized gains (losses) for the purpose of this disclosure because it is impracticable to track realized and unrealized gains (losses) separately on a contract-by contract basis. These amounts are included in Other net realized gains (losses) in the Condensed Consolidated Statements of Operations.
[2] The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.
[3] For financial instruments still held as of June 30, amounts are included in Net investment income and Total net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
[4] The investment income and realized gains (losses) and change in unrealized gains (losses) included in net income for separate account assets are offset by an equal amount for separate account liabilities, which results in a net zero

impact on net income for the Company.

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The following table summarizes the change in fair value of the Company's Level 3 assets and liabilities and transfers in and out of Level 3 for the six months ended June 30, 2013:

| | Fair Value as of January 1 | Total Realized/Unrealized Gains (Losses) Included in: | | Purchases | Issuances | Sales | Settlements | Transfers into Level 3[2] | Transfers out of Level 3[2] | Fair Value as of June 30 | Change In Unrealized Gains (Losses) Included in Earnings[3] |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Net Income | OCI | | | | | | | | |
| Fixed maturities, including securities pledged: | | | | | | | | | | | |
| U.S. Government agencies and authorities | $— | $ — | $ — | $ — | $ — | $— | $ — | $ — | $ — | $— | $ — |
| U.S. corporate, state and municipalities | 524.2 | (0.3 ) | (4.7 ) | 0.1 | — | — | (26.3 ) | 61.1 | (88.9 ) | 465.2 | (0.3 ) |
| Foreign | 104.2 | — | 5.7 | — | — | — | (11.2 ) | — | — | 98.7 | — |
| Residential mortgage-backed securities | 74.1 | (3.8 ) | 0.2 | 47.7 | — | (0.6 ) | (0.7 ) | — | — | 116.9 | (3.9 ) |
| Commercial mortgage-backed securities | — | — | — | — | — | — | — | — | — | — | — |
| Other asset-backed securities | 115.2 | 8.8 | (1.5 ) | — | — | — | (28.8 ) | 0.3 | (0.4 ) | 93.6 | 5.7 |
| Total fixed maturities including securities pledged | 817.7 | 4.7 | (0.3 ) | 47.8 | — | (0.6 ) | (67.0 ) | 61.4 | (89.3 ) | 774.4 | 1.5 |
| Equity securities, available-for-sale | 55.8 | (2.2 ) | 3.3 | 0.2 | — | — | — | 51.8 | (49.9 ) | 59.0 | (1.8 ) |
| Derivatives: | | | | | | | | | | | |
| Product guarantees: | | | | | | | | | | | |
| FIA[1] | (1,434.3) | (84.2 ) | — | — | (35.9 ) | — | 33.8 | — | — | (1,520.6) | — |
| GMAB/GMWB/GMWBL[1] | (2,035.4) | 766.9 | — | — | (72.6 ) | — | 0.3 | — | — | (1,340.8) | — |
| Stabilizer and MCGs[1] | (102.0) | 77.1 | — | — | (3.1 ) | — | — | — | — | (28.0 ) | — |
| Other derivatives, net | 22.9 | 53.2 | — | 13.4 | — | — | (33.0 ) | — | — | 56.5 | 26.3 |
| Assets held in separate accounts[4] | 16.3 | (0.1 ) | — | 21.3 | — | (9.9 ) | — | 2.2 | (9.9 ) | 19.9 | (0.2 ) |

[1] All gains and losses on Level 3 liabilities are classified as realized gains (losses) for the purpose of this disclosure because it is impracticable to track realized and unrealized gains (losses) separately on a contract-by contract basis. These amounts are included in Other net realized gains (losses) in the Condensed Consolidated Statements of Operations.
[2] The Company's policy is to recognize transfers in and transfers out as of the beginning of the reporting period.
[3] For financial instruments still held as of June 30, amounts are included in Net investment income and Total net realized capital gains (losses) in the Condensed Consolidated Statements of Operations.
[4] The investment income and realized gains (losses) and change in unrealized gains (losses) included in net income for separate account assets are offset by an equal amount for separate account liabilities, which results in a net zero

impact on net income for the Company.

For the three and six months ended June 30, 2014 and 2013, the transfers in and out of Level 3 for fixed maturities and equity securities, as well as separate accounts, were due to the variation in inputs relied upon for valuation each quarter. Securities that are primarily valued using independent broker quotes when prices are not available from one of the commercial pricing services are reflected as transfers into Level 3. When securities are valued using more widely available information, the securities are transferred out of Level 3 and into Level 1 or 2, as appropriate.

Significant Unobservable Inputs

Quantitative information about the significant unobservable inputs used in the Company's Level 3 fair value measurements of its annuity product guarantees is presented in the following sections and table.

The Company's Level 3 fair value measurements of its fixed maturities, equity securities available-for-sale and equity and credit derivative contracts are primarily based on broker quotes for which the quantitative detail of the unobservable inputs is neither provided nor reasonably corroborated, thus negating the ability to perform a sensitivity analysis. The Company performs a review of broker quotes by performing a monthly price variance comparison and back tests broker quotes to recent trade prices.

Significant unobservable inputs used in the fair value measurements of GMABs, GMWBs and GMWBLs include long-term equity and interest rate implied volatility, correlations between the rate of return on policyholder funds and between interest rates and equity returns, nonperformance risk, mortality and policyholder behavior assumptions, such as benefit utilization, lapses and partial withdrawals.

Significant unobservable inputs used in the fair value measurements of FIAs include nonperformance risk and lapses. Such inputs are monitored quarterly.

The significant unobservable inputs used in the fair value measurement of the Stabilizer embedded derivatives and MCG derivative are interest rate implied volatility, nonperformance risk, lapses and policyholder deposits. Such inputs are monitored quarterly.

Following is a description of selected inputs:

Equity / Interest Rate Volatility: A term-structure model is used to approximate implied volatility for the equity indices and swap rates for GMAB, GMWB and GMWBL fair value measurements and swap rates for the Stabilizer and MCG fair value measurements. Where no implied volatility is readily available in the market, an alternative approach is applied based on historical volatility.

Correlations: Integrated interest rate and equity scenarios are used in GMAB, GMWB and GMWBL fair value measurements to better reflect market interest rates and interest rate volatility correlations between equity and fixed income fund groups and between equity fund groups and interest rates. The correlations are based on historical fund returns and swap rates from external sources.

Nonperformance Risk: For the estimate of the fair value of embedded derivatives associated with the Company's product guarantees, the Company uses a blend of observable, similarly rated peer company credit default swap spreads, adjusted to reflect the credit quality of the individual insurance company subsidiary that issued the guarantee and the priority of policyholder claims.

Actuarial Assumptions: Management regularly reviews actuarial assumptions, which are based on the Company's experience and periodically reviewed against industry standards. Industry standards and Company experience may be limited on certain products.

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The following table presents the unobservable inputs for Level 3 fair value measurements as of June 30, 2014:

| | Range[1] | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Unobservable Input | GMWB / GMWBL | | GMAB | | FIA | | Stabilizer / MCG | |
| Long-term equity implied volatility | 15% to 25% | | 15% to 25% | | — | | — | |
| Interest rate implied volatility | 0.2% to 16% | | 0.2% to 16% | | — | | 0.2% to 7.3% | |
| Correlations between: | | | | | | | | |
| Equity Funds | 50% to 98% | | 50% to 98% | | — | | — | |
| Equity and Fixed Income Funds | -38% to 62% | | -38% to 62% | | — | | — | |
| Interest Rates and Equity Funds | -32% to -14% | | -32% to -14% | | — | | — | |
| Nonperformance risk | -0.22 to 0.75% | | -0.22% to 0.75% | | -0.22% to 0.75% | | -0.22% to 0.75% | |
| Actuarial Assumptions: | | | | | | | | |
| Benefit Utilization | 85% to 100% | (2) | — | | — | | — | |
| Partial Withdrawals | 0% to 10% | | 0% to 10% | | — | | — | |
| Lapses | 0.08% to 40% | (3) | 0.08% to 31% | (3) | 0% to 10% | (3) | 0% to 55% | (4) |
| Policyholder Deposits[5] | — | | — | | — | | 0% to 60% | (4) |
| Mortality | — | (6) | — | (6) | — | | — | |

[1] Represents the range of reasonable assumptions that management has used in its fair value calculations.
[2] Those policyholders who have elected systematic withdrawals are assumed to continue taking withdrawals. As a percent of account value, 32% are taking systematic withdrawals. Of those policyholders who are not taking withdrawals, the Company assumes that 85% will begin systematic withdrawals after a delay period. The utilization function varies by policyholder age and policy duration. Interactions with lapse and mortality also affect utilization. The utilization rate for GMWB and GMWBL tends to be lower for younger contract owners and contracts that have not reached their maximum accumulated GMWB and GMWBL benefit amount. There is also a lower utilization rate, though indirectly, for contracts that are less "in the money" (i.e., where the notional benefit amount is in excess of the account value) due to higher lapses. Conversely, the utilization rate tends to be higher for contract owners near or beyond retirement age and contracts that have accumulated their maximum GMWB or GMWBL benefit amount. There is also a higher utilization rate, though indirectly, for contracts which are highly "in the money." The chart below provides the GMWBL account value by current age group and average expected delay times from the associated attained age group as of June 30, 2014 (account value amounts are in $ billions).

| | Account Values | | | | |
|---|---|---|---|---|---|
| Attained Age Group | In the Money | Out of the Money | Total | Average Expected Delay (Years) | |
| < 60 | $2.0 | $1.3 | $3.3 | 5.3 | |
| 60-69 | 4.9 | 2.7 | 7.6 | 1.1 | |
| 70+ | 4.1 | 1.5 | 5.6 | 0.0 | * |
| | $11.0 | $5.5 | $16.5 | 2.1 | |

* Less than 0.1

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(3) Lapse rates tend to be lower during the contractual surrender charge period and higher after the surrender charge period ends; the highest lapse rates occur in the year immediately after the end of the surrender charge period. The Company makes dynamic adjustments to lower the lapse rates for contracts that are more "in the money." The table below shows an analysis of policy account values according to whether they are in or out of the surrender charge period and to whether they are "in the money" or "out of the money" as of June 30, 2014 (account value amounts are in $ billions).

| | Moneyness | GMAB Account Value | | Lapse Range | GMWB/GMWBL Account Value | Lapse Range |
|---|---|---|---|---|---|---|
| During Surrender Charge Period | | | | | | |
| | In the Money** | $— | * | 0.08% to 8.2 % | $5.4 | 0.08% to 5.5% |
| | Out of the Money | — | * | 0.41% to 12% | 3.3 | 0.36% to 11% |
| After Surrender Charge Period | | | | | | |
| | In the Money** | $— | * | 2.5% to 21% | $5.6 | 1.5% to 21% |
| | Out of the Money | 0.1 | | 12% to 31% | 3.0 | 6.9% to 40% |

* Less than $0.1.
** The low end of the range corresponds to policies that are highly "in the money." The high end of the range corresponds to the policies that are close to zero in terms of "in the moneyness."
(4) Stabilizer contracts with recordkeeping agreements have a different range of lapse and policyholder deposit assumptions from Stabilizer (Investment only) and MCG contracts as shown below:

| | Percentage of Plans | | Overall Range of Lapse Rates | Range of Lapse Rates for 85% of Plans | Overall Range of Policyholder Deposits | Range of Policyholder Deposits for 85% of Plans |
|---|---|---|---|---|---|---|
| Stabilizer (Investment Only) and MCG Contracts | 88 | % | 0-30% | 0-15% | 0-55% | 0-15% |
| Stabilizer with Recordkeeping Agreements | 12 | % | 0-55% | 0-25% | 0-60% | 0-30% |
| Aggregate of all plans | 100 | % | 0-55% | 0-25% | 0-60% | 0-30% |

(5) Measured as a percentage of assets under management or assets under administration.
(6) The mortality rate is based on the Annuity 2000 Basic table with mortality improvements.

The following table presents the unobservable inputs for Level 3 fair value measurements as of December 31, 2013:

| | Range[1] | | | |
|---|---|---|---|---|
| Unobservable Input | GMWB / GMWBL | GMAB | FIA | Stabilizer / MCG |
| Long-term equity implied volatility | 15% to 25% | 15% to 25% | — | — |
| Interest rate implied volatility | 0.2% to 16% | 0.2% to 16% | — | 0.2% to 8.0% |
| Correlations between: | | | | |
| Equity Funds | 50% to 98% | 50% to 98% | — | — |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Equity and Fixed Income Funds | -33% to 62% | | -33% to 62% | | — | | — | |
| Interest Rates and Equity Funds | -30% to -14% | | -30% to -14% | | — | | — | |
| Nonperformance risk | -0.1% to 0.79% | | -0.1% to 0.79% | | -0.1% to 0.79% | | -0.1% to 0.79% | |
| Actuarial Assumptions: | | | | | | | | |
| Benefit Utilization | 85% to 100% | (2) | — | | — | | — | |
| Partial Withdrawals | 0% to 10% | | 0% to 10% | | — | | — | |
| Lapses | 0.08% to 40% | (3) | 0.08% to 31% | (3) | 0% to 10% | (3) | 0% to 55% | (4) |
| Policyholder Deposits[5] | — | | — | | — | | 0% to 60% | (4) |
| Mortality | — | (6) | — | (6) | — | | — | |

(1) Represents the range of reasonable assumptions that management has used in its fair value calculations.

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(2) Those policyholders who have elected systematic withdrawals are assumed to continue taking withdrawals. As a percent of account value, 30% are taking systematic withdrawals. Of those policyholders who are not taking withdrawals, the Company assumes that 85% will begin systematic withdrawals after a delay period. The utilization function varies by policyholder age and policy duration. Interactions with lapse and mortality also affect utilization. The utilization rate for GMWB and GMWBL tends to be lower for younger contract owners and contracts that have not reached their maximum accumulated GMWB and GMWBL benefit amount. There is also a lower utilization rate, though indirectly, for contracts that are less "in the money" (i.e., where the notional benefit amount is in excess of the account value) due to higher lapses. Conversely, the utilization rate tends to be higher for contract owners near or beyond retirement age and contracts that have accumulated their maximum GMWB or GMWBL benefit amount. There is also a higher utilization rate, though indirectly, for contracts which are highly "in the money." The chart below provides the GMWBL account value by current age group and average expected delay times from the associated attained age group as of December 31, 2013 (account value amounts are in $ billions).

| | Account Values | | | |
|---|---|---|---|---|
| Attained Age Group | In the Money | Out of the Money | Total | Average Expected Delay (Years) |
| < 60 | $2.1 | $1.4 | $3.5 | 5.4 |
| 60-69 | 5.1 | 2.6 | 7.7 | 1.4 |
| 70+ | 4.0 | 1.3 | 5.3 | 0.0 * |
| | $11.2 | $5.3 | $16.5 | 2.3 |

* Less than 0.1

(3) Lapse rates tend to be lower during the contractual surrender charge period and higher after the surrender charge period ends; the highest lapse rates occur in the year immediately after the end of the surrender charge period. The Company makes dynamic adjustments to lower the lapse rates for contracts that are more “in the money.” The table below shows an analysis of policy account values according to whether they are in or out of the surrender charge period and to whether they are "in the money" or "out of the money" as of December 31, 2013 (account value amounts are in $ billions).

| | Moneyness | GMAB Account Value | Lapse Range | GMWB/GMWBL Account Value | Lapse Range |
|---|---|---|---|---|---|
| During Surrender Charge Period | | | | | |
| | In the Money** | $— * | 0.08% to 8.2% | $5.7 | 0.08% to 5.5% |
| | Out of the Money | — * | 0.41% to 12% | 3.3 | 0.36% to 11% |
| After Surrender Charge Period | | | | | |
| | In the Money** | $— * | 2.5% to 21% | $5.6 | 1.5% to 21% |
| | Out of the Money | 0.1 | 12% to 31% | 2.8 | 6.9% to 40% |

* Less than $0.1.
** The low end of the range corresponds to policies that are highly "in the money." The high end of the range corresponds to the policies that are close to zero in terms of "in the moneyness."

(4) Stabilizer contracts with recordkeeping agreements have a different range of lapse and policyholder deposit assumptions from Stabilizer (Investment only) and MCG contracts as shown below:

| | Percentage of Plans | Overall Range of Lapse Rates | Range of Lapse Rates for 85% of Plans | Overall Range of Policyholder Deposits | Range of Policyholder Deposits for 85% of Plans |
|---|---|---|---|---|---|
| Stabilizer (Investment Only) and MCG Contracts | 88 % | 0-30% | 0-15% | 0-55% | 0-15% |
| Stabilizer with Recordkeeping Agreements | 12 % | 0-55% | 0-25% | 0-60% | 0-30% |
| Aggregate of all plans | 100 % | 0-55% | 0-25% | 0-60% | 0-30% |

(5) Measured as a percentage of assets under management or assets under administration.

(6) The mortality rate is based on the Annuity 2000 Basic table with mortality improvements.

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Generally, the following will cause an increase (decrease) in the GMAB, GMWB and GMWBL embedded derivative fair value liabilities:

- An increase (decrease) in long-term equity implied volatility
- An increase (decrease) in interest rate implied volatility
- An increase (decrease) in equity-interest rate correlations
- A decrease (increase) in nonperformance risk
- A decrease (increase) in mortality
- An increase (decrease) in benefit utilization
- A decrease (increase) in lapses

Changes in fund correlations may increase or decrease the fair value depending on the direction of the movement and the mix of funds. Changes in partial withdrawals may increase or decrease the fair value depending on the timing and magnitude of withdrawals.

Generally, the following will cause an increase (decrease) in the FIA embedded derivative fair value liability:

- A decrease (increase) in nonperformance risk
- A decrease (increase) in lapses

Generally, the following will cause an increase (decrease) in the derivative and embedded derivative fair value liabilities related to Stabilizer and MCG contracts:

- An increase (decrease) in interest rate implied volatility
- A decrease (increase) in nonperformance risk
- A decrease (increase) in lapses
- A decrease (increase) in policyholder deposits

The Company notes the following interrelationships:

- Higher long-term equity implied volatility is often correlated with lower equity returns, which will result in higher in-the-moneyness, which in turn, results in lower lapses due to the dynamic lapse component reducing the lapses. This increases the projected number of policies that are available to use the GMWBL benefit and may also increase the fair value of the GMWBL.

- Generally, an increase (decrease) in benefit utilization will decrease (increase) lapses for GMWB and GMWBL.

- Generally, an increase (decrease) in interest rate volatility will increase (decrease) lapses of Stabilizer and MCG contracts due to dynamic participant behavior.

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(Dollar amounts in million, unless otherwise stated)

Other Financial Instruments

The carrying values and estimated fair values of the Company's financial instruments as of the dates indicated:

| | June 30, 2014 | | December 31, 2013 | |
|---|---|---|---|---|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Assets: | | | | |
| Fixed maturities, including securities pledged | $75,608.1 | $75,608.1 | $72,718.8 | $72,718.8 |
| Equity securities, available-for-sale | 273.5 | 273.5 | 314.4 | 314.4 |
| Mortgage loans on real estate | 9,491.4 | 9,654.6 | 9,312.2 | 9,404.7 |
| Policy loans | 2,113.7 | 2,113.7 | 2,147.0 | 2,147.0 |
| Limited partnerships/corporations | 343.9 | 343.9 | 236.4 | 236.4 |
| Cash, cash equivalents, short-term investments and short-term investments under securities loan agreements | 4,521.1 | 4,521.1 | 4,441.8 | 4,441.8 |
| Derivatives | 1,094.6 | 1,094.6 | 1,149.3 | 1,149.3 |
| Other investments | 120.2 | 120.2 | 124.6 | 131.1 |
| Assets held in separate accounts | 110,648.2 | 110,648.2 | 106,827.1 | 106,827.1 |
| Liabilities: | | | | |
| Investment contract liabilities: | | | | |
| Funding agreements without fixed maturities and deferred annuities[(1)] | 49,992.4 | 55,644.5 | 49,418.4 | 53,713.8 |
| Funding agreements with fixed maturities and guaranteed investment contracts | 2,098.4 | 2,096.1 | 2,692.3 | 2,663.9 |
| Supplementary contracts, immediate annuities and other | 3,671.0 | 3,982.4 | 3,383.6 | 3,567.3 |
| Derivatives: | | | | |
| Annuity product guarantees: | | | | |
| FIA | 1,934.7 | 1,934.7 | 1,736.7 | 1,736.7 |
| GMAB/GMWB/GMWBL | 1,220.3 | 1,220.3 | 908.9 | 908.9 |
| Stabilizer and MCGs | 32.0 | 32.0 | — | — |
| Other derivatives | 918.2 | 918.2 | 1,351.8 | 1,351.8 |
| Long-term debt | 3,515.2 | 3,897.6 | 3,514.7 | 3,717.8 |
| Embedded derivatives on reinsurance | 149.5 | 149.5 | 79.0 | 79.0 |

[(1)] Certain amounts included in Funding agreements without fixed maturities and deferred annuities are also reflected within the Annuity product guarantees section of the table above.

The following disclosures are made in accordance with the requirements of ASC Topic 825 which requires disclosure of fair value information about financial instruments, whether or not recognized at fair value on the Condensed Consolidated Balance Sheets, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates, in many cases, could not be realized in immediate settlement of the instrument.

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

ASC Topic 825 excludes certain financial instruments, including insurance contracts and all nonfinancial instruments from its disclosure requirements. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

The following valuation methods and assumptions were used by the Company in estimating the fair value of the following financial instruments, which are not carried at fair value on the Condensed Consolidated Balance Sheets:

Mortgage loans on real estate: The fair values for mortgage loans on real estate are estimated on a monthly basis using discounted cash flow analyses and rates currently being offered in the marketplace for similar loans to borrowers with similar credit ratings. Loans with similar characteristics are aggregated for purposes of the calculations. Mortgage loans on real estate are classified as Level 3.

Policy loans: The fair value of policy loans approximates the carrying value of the loans. Policy loans are collateralized by the cash surrender value of the associated insurance contracts and are classified as Level 2.

Limited partnerships/corporations: The fair value for these investments, primarily private equity fund of funds and hedge funds, is based on actual or estimated Net Asset Value ("NAV") information, as provided by the investee and are classified as Level 3.

Other investments: Primarily Federal Home Loan Bank ("FHLB") stock, which is carried at cost and periodically evaluated for impairment based on ultimate recovery of par value and is classified as Level 1.

Investment contract liabilities:

Funding agreements without fixed maturities and deferred annuities: Fair value is estimated as the mean present value of stochastically modeled cash flows associated with the contract liabilities taking into account assumptions about contract holder behavior. The stochastic valuation scenario set is consistent with current market parameters and discount is taken using stochastically evolving risk-free rates in the scenarios plus an adjustment for nonperformance risk. Margins for non-financial risks associated with the contract liabilities are also included. These liabilities are classified as Level 3.

Funding agreements with fixed maturities and guaranteed investment contracts: Fair value is estimated by discounting cash flows, including associated expenses for maintaining the contracts, at rates, that are risk-free rates plus an adjustment for nonperformance risk. These liabilities are classified as Level 2.

Supplementary contracts and immediate annuities: Fair value is estimated as the mean present value of the single deterministically modeled cash flows associated with the contract liabilities discounted using stochastically evolving short risk-free rates in the scenarios plus an adjustment for nonperformance risk. The valuation is consistent with current market parameters. Margins for non-financial risks associated with the contract liabilities are also included. These liabilities are classified as Level 3.

Long-term debt: Estimated fair value of the Company's long-term debt is based upon discounted future cash flows using a discount rate approximating the current market rate, incorporating nonperformance risk. Long-term debt is classified as Level 2.

Fair value estimates are made at a specific point in time, based on available market information and judgments about various financial instruments, such as estimates of timing and amounts of future cash flows. Such estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument, nor do they consider the tax impact of the realization of unrealized capital gains (losses). In many cases, the fair value estimates cannot be substantiated by comparison to independent markets, nor can the disclosed value be realized in immediate settlement of the instruments. In evaluating the Company's management of interest rate, price and liquidity risks, the fair values of all assets and liabilities should be taken into consideration, not only those presented above.

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

5. Deferred Policy Acquisition Costs and Value of Business Acquired

Activity within DAC and VOBA was as follows for the periods indicated:

| | DAC | VOBA | Total |
|---|---|---|---|
| Balance at January 1, 2014 | $4,316.1 | $1,035.5 | $5,351.6 |
| Deferrals of commissions and expenses | 188.2 | 6.4 | 194.6 |
| Amortization: | | | |
| Amortization | (313.4) | (88.8) | (402.2) |
| Interest accrued[1] | 115.7 | 44.7 | 160.4 |
| Net amortization included in Condensed Consolidated Statements of Operations | (197.7) | (44.1) | (241.8) |
| Change in unrealized capital gains/losses on available-for-sale securities | (507.5) | (285.7) | (793.2) |
| Balance at June 30, 2014 | $3,799.1 | $712.1 | $4,511.2 |

| | DAC | VOBA | Total |
|---|---|---|---|
| Balance at January 1, 2013 | $3,221.6 | $434.7 | $3,656.3 |
| Deferrals of commissions and expenses | 208.2 | 6.8 | 215.0 |
| Amortization: | | | |
| Amortization | (349.1) | (65.9) | (415.0) |
| Interest accrued[1] | 115.1 | 44.9 | 160.0 |
| Net amortization included in Condensed Consolidated Statements of Operations | (234.0) | (21.0) | (255.0) |
| Change in unrealized capital gains/losses on available-for-sale securities | 1,012.3 | 431.9 | 1,444.2 |
| Balance at June 30, 2013 | $4,208.1 | $852.4 | $5,060.5 |

[1] Interest accrued at the following rates for DAC: 0.6% to 7.4% during 2014 and 1.0% to 7.4% during 2013. Interest accrued at the following rates for VOBA: 4.1% to 7.5% during 2014 and 3.0% to 7.5% during 2013.

6. Share-based Incentive Compensation Plans

ING U.S., Inc. 2013 Omnibus Employee Incentive Plan and Voya Financial, Inc. 2014 Omnibus Employee Incentive Plan

The Company has provided equity-based compensation awards to its employees principally under the ING U.S., Inc. 2013 Omnibus Employee Incentive Plan (the “2013 Omnibus Plan”), which the Company adopted in connection with the IPO. At inception of the 2013 Omnibus Plan, a total of 7,650,000 shares of Company common stock were reserved and available for issuance under the plan. As of June 30, 2014, common stock reserved and available for issuance under the 2013 Omnibus Plan was 161,117 shares.

On May 28, 2014, the Company's Board of Directors adopted, subject to shareholder approval, the Voya Financial, Inc. 2014 Omnibus Employee Incentive Plan (the "2014 Omnibus Plan"). Shareholder approval for the 2014 Omnibus Plan was subsequently obtained July 30, 2014. The 2014 Omnibus Plan is substantially the same as the 2013 Omnibus Plan, except for certain changes intended to provide for the opportunity for performance-based compensation awards to comply with the criteria for tax deductibility set forth in Section 162(m) of the Internal Revenue Code. The 2014 Omnibus Plan provides for 17,800,000 shares of common stock to be available for issuance as equity-based compensation awards. As of the date of the filing of this Quarterly Report on Form 10-Q, no awards have been made under the 2014 Omnibus Plan.

The 2013 Omnibus Plan and the 2014 Omnibus Plan (together, the "Omnibus Plans") each permit the granting of a wide range of equity-based awards, including restricted stock units ("RSUs"), which represent the right to receive a number of shares of Company common stock upon vesting; restricted stock, which are shares of Company stock that are subject to sale and transfer restrictions until the vesting conditions are met; performance share units (“PSUs”) awards, which are RSUs subject to certain time- and performance-based vesting conditions, and under which the number of shares of common stock delivered upon vesting varies with the level of achievement of performance criteria; and stock options. Grants of equity-based awards under the 2013 Omnibus Plan are made by the Compensation and Benefits Committee (the "Committee") of the Board of Directors of the Company, and are subject to such terms and conditions as the Committee may determine, including in respect of vesting and forfeiture, subject to certain limitations provided in the Omnibus Plans. Equity-based awards under the Omnibus Plans may carry dividend equivalent rights, pursuant to which notional dividends accumulate on unvested equity awards and are paid, in cash, upon vesting. Awards made under the 2013 Omnibus Plan included dividend equivalent rights. Dividend equivalents are credited to the recipient and are paid only to the extent the applicable performance criteria and service conditions are met.

During the six months ended June 30, 2014, the Company awarded only RSUs and PSUs under the 2013 Omnibus Plan. PSUs awarded during the six months ended June 30, 2014 entitle recipients to receive, upon vesting, a number of shares of common stock that ranges from 0% to 150% of the number of PSUs awarded, depending on the level of achievement of the specified performance conditions. The establishment and the achievement of performance objectives is determined and approved by the Committee. These RSUs and PSUs vest no earlier than one year from the date of the award and no later than four years from the date of the award. Dividend equivalents are credited to the recipient and are paid only to the extent the applicable performance criteria and service conditions are met. In the case of retirement (as defined in the award agreement), awards vest depending on the employee's age and years of service subject to the satisfaction of the applicable performance criteria.

If an award under the Omnibus Plans is forfeited, expired, terminated or otherwise lapses, the shares of Company common stock underlying that award will again become available for issuance under the 2013 Omnibus Plan or 2014 Omnibus Plan, as applicable. Shares withheld by the Company to pay employee taxes, or which are withheld by or tendered to the Company to pay the exercise price of stock options (or are repurchased from an option holder by the Company with proceeds from the exercise of stock options) are not available for reissuance.

As of June 30, 2014, there were no stock options issued or outstanding under the Omnibus Plans.

Deal Incentive Awards: Upon closing of the IPO, RSUs were granted to employees of the Company under the 2013 Omnibus Plan in connection with Deal Incentive Awards. Deal Incentive Awards are conditional agreements to grant equity awards to certain employees of the Company, upon the closing of the IPO or upon the satisfaction of certain other conditions. RSUs granted in connection with Deal Incentive Awards are subject to certain vesting conditions, lockup period and other holding requirements.

Due to (1) the completion of the Secondary Offering in 2013 and the ending of the related underwriters' lockup period in January 2014 and (2) the March 2014 Offering, 849,555 RSUs vested during the six months ended June 30, 2014.

Voya Financial, Inc. 2013 Omnibus Non-Employee Director Incentive Plan

The Company offers equity-based awards to Voya Financial, Inc. non-employee directors under the Voya Financial, Inc. 2013 Omnibus Non-Employee Director Incentive Plan ("2013 Director Plan"), which the Company adopted in connection with the IPO. A total of 88,000 shares of Company common stock were initially reserved and available for issuance under the 2013 Director Plan. On May 28, 2014, the Company's Board of Directors adopted, subject to shareholder approval, amendments to the 2013 Director Plan that increased the number of shares of Company common stock reserved and available for issuance under the 2013 Director Plan to 288,000. Shareholder approval for these amendments was subsequently obtained on July 30, 2014. The material terms of the 2013 Director Plan are substantially consistent with the material terms of the Omnibus Plans described above.

Non-Employee Director Service Grants: In May of 2014, the Company granted 12,888 RSUs to certain non-employee directors serving on the Board. These awards vest half on the second anniversary of the grant date, and one-quarter vest on the third and fourth anniversaries of the grant date, in each case provided that the grantee remains a director of the Company on the relevant vesting date, and provided that no shares will be delivered in connection with the RSUs until such time as service on the Board is terminated.

ING U.S., Inc. 2014 Employee Phantom Stock Plan

The Company provides certain of its non-executive employees with cash-settled awards under the ING U.S., Inc. 2014 Employee Phantom Stock Plan (the "Phantom Plan"). Awards made under the Phantom Plan are designed to provide grantees with an economic benefit that is equivalent to an analogous grant under the Omnibus Plans, however the Company must deliver cash, and may not deliver equity, upon vesting of such awards. Awards are granted in the form of phantom RSUs and phantom PSUs, each of which is designed to mirror the value of an equity-settled RSU or PSU awarded under the Omnibus Plans, with the cash settlement value determined based on the closing price of a share of Company common stock on the New York Stock Exchange on the trading day immediately preceding the date such award vests. As of June 30, 2014, the Company had 180,875 phantom RSUs and 97,543 phantom PSUs, respectively, outstanding to its employees.

ING Group Equity-Based Plans

Prior to the IPO, employees of the Company received equity-based compensation in the form of ING Group equity awards, pursuant to equity compensation plans adopted by ING Group. These plans included:

Long-term Sustainable Performance Plan: In 2012 and 2013 employees of the Company received ING Group-based equity awards under the Long-Term Sustainable Performance Plan ("LSPP") of ING Group. LSPP awards made to Company employees are settled by delivery of ING Group American Depository Receipts ("ADRs").

All LSPP awards to employees of the Company provided in 2013 were, upon the closing of the IPO, converted into Company-based equity awards under the 2013 Omnibus Plan. Outstanding awards made in 2012 were not converted. The PSUs were considered granted upon the establishment and communication of the performance measures for the applicable performance period by the Committee, which is generally carried out during the first quarter of each year, although awards in respect of the 2013 performance year were not granted until the second quarter of that year.

LSPP awards provided to the Company's employees in 2012 remain outstanding and will continue to vest according to the terms of their original grant. One-third of these awards vested or will vest, and the underlying ING Group ADRs have been or will be delivered, on each of the first, second and third anniversaries of the award date, provided that the participants were or are still employed by the Company on the relevant vesting date, and, in the case of performance-based LSPP awards, provided that the relevant performance conditions have been satisfied, as determined by the Committee and the Supervisory Board of ING Group.

Equity Compensation Plan: In 2012 and 2013, certain employees of the Company (principally those employed within the Investment Management business) received equity-based awards under ING America Insurance Holdings, Inc. Equity Compensation Plan (the "Equity Compensation Plan"). Awards made under the Equity Compensation Plan are settled in the form of ING Group ADRs.

All Equity Compensation Plan awards to employees of the Company provided in 2013 were, upon the closing of the IPO, converted into company-based equity awards under the 2013 Omnibus Plan. These awards are subject to a three-year vesting period provided that the participant is still employed by the Company on the relevant vesting date.

Equity Compensation Plan awards to employees of the Company provided in 2012 remain outstanding and are subject to a three-year vesting period, provided that the participant is still employed by the Company on the relevant vesting date.

Compensation Cost

The Company measures the cost of the share-based awards at their grant date fair value, based upon the market value of the stock, and recognizes that cost over the vesting period. Differences in actual versus expected experience or changes in expected forfeitures are recognized in the period of change. Compensation expense is principally related to the granting of PSUs, RSUs and stock options and is recognized in Operating expenses in the Condensed Consolidated Statements of Operations.

The liability related to the awards made under the Phantom Plan is recorded within Other liabilities. Unlike equity-settled awards, which have a fixed grant-date fair value, the fair value of unvested cash-settled awards is remeasured at the end of each reporting period until the awards vest.

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As a result of the reduction of ING Group's ownership in Voya Financial, Inc. to approximately 43% on March 25, 2014, those ING Group equity awards that were not converted to equity awards of Voya Financial, Inc. are no longer deemed to be granted to employees of ING Group. Therefore, beginning on March 25, 2014, the compensation cost is remeasured at each reporting date until the awards vest. The remeasured cost is recognized prospectively on a pro-rata basis equal to the proportion of service provided by the award recipients as nonemployees to the total requisite service period of the award. The corresponding amount for the 2012 ING Group LSPP awards, which are settled through the issuance of new ING Group equity securities, is recorded as a capital contribution. The corresponding amount for the 2012 Equity Compensation Plan awards, which are settled through the delivery of ING Group ADRs acquired by the Company in the secondary market, is recorded as a liability. The impact of the remeasurement of the compensation cost of these awards for the three and six months ended June 30, 2014 was immaterial.

The following tables summarize pre-tax share-based compensation costs, which includes costs related to awards granted under the 2013 Omnibus Plan, Director Plan, Phantom Plan and ING Group share-based compensation plans for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| RSUs(1) | $12.5 | $7.0 |
| RSUs - Deal incentive awards | — | 6.6 |
| PSU awards(2) | 12.1 | 4.1 |
| Stock options(3) | — | — |
| Phantom Plan | 1.2 | — |
| Share-based compensation(4) | $25.8 | $17.7 |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| RSUs(1) | $19.5 | $15.2 |
| RSUs - Deal incentive awards | 5.6 | 6.6 |
| PSU awards(2) | 31.3 | 5.0 |
| Stock options(3) | — | 0.8 |
| Phantom Plan | 1.5 | — |
| Share-based compensation(4) | $57.9 | $27.6 |

(1) These tables include compensation costs of $1.9 and $3.7 for the three and six months ended June 30, 2014, respectively, related to ING Group RSU awards. In addition, these tables include compensation costs of $3.3 and $8.1 for the three and six months ended June 30, 2013, respectively, related to ING Group RSU awards.
(2) These tables include compensation costs of $6.1 and $16.7 for the three and six months ended June 30, 2014 , respectively, related to ING Group PSU awards. In addition, these tables include compensation costs of $2.8 and $3.7

for the three and six months ended June 30, 2013, respectively, related to ING Group PSU awards.
[3] Compensation costs recognized during the three and six months ended June 30, 2013 represents the associated portion with ING Group stock options held by the Company's employees.
[4] The Company recognized no income tax benefit due to recognized valuation allowances for periods presented. See the Income Taxes Note to these Condensed Consolidated Financial Statements for additional information.

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Awards Outstanding

The following table summarizes the number of awards under the Omnibus Plans for the period indicated:

| | RSUs | | RSUs-Deal Incentive Awards | | PSU Awards | |
|---|---|---|---|---|---|---|
| (awards in millions) | Number of Awards | Weighted Average Grant Date Fair Value | Number of Awards | Weighted Average Grant Date Fair Value | Number of Awards | Weighted Average Grant Date Fair Value |
| Outstanding at January 1, 2014 | 1.6 | $19.15 | 0.8 | $19.50 | 0.5 | $28.06 |
| Adjustment for PSU performance factor | N/A | N/A | N/A | N/A | 0.3 | 28.06 |
| Granted | 1.8 | 37.01 | — | — | 0.7 | 36.98 |
| Vested | (0.1) | 19.29 | (0.8) | 19.50 | (0.8) | 28.06 |
| Forfeited | —* | — | —* | — | (0.1) | 37.01 |
| Outstanding at June 30, 2014[1] | 3.3 | $28.72 | — | $— | 0.6 | $37.01 |

* Less than 0.1.
[1] Excludes 165,642 of RSUs-Deal Incentive Awards granted in 2013 that proportionally vest upon sales of Company stock by ING Group.

7. Shareholders' Equity and Earnings per Common Share

Common Shares

The following table presents the rollforward of common shares used in calculating the weighted average shares utilized in the basic earnings per common share calculation for the periods indicated:

| | Common Shares | | | | | |
|---|---|---|---|---|---|---|
| | 2014 | | | 2013 | | |
| (shares in millions) | Issued | Held in Treasury | Outstanding | Issued | Held in Treasury | Outstanding |
| Common shares, balance at January 1 | 261.8 | 0.1 | 261.7 | 230.1 | 0.1 | 230.0 |
| Common shares issued | — | — | — | 30.8 | — | 30.8 |
| Common shares acquired - share repurchase | — | 8.4 | (8.4) | — | — | — |
| Share-based compensation | 1.7 | 0.4 | 1.3 | — | — | — |
| Common shares, balance at June 30 | 263.5 | 8.9 | 254.6 | 260.9 | 0.1 | 260.8 |

Share Repurchase Program

On March 13, 2014, the Company's Board of Directors authorized a share repurchase program (the “Share Repurchase Program”), pursuant to which the Company may, from time to time, purchase shares of its common stock through various means, including, without limitation, open market transactions, privately negotiated transactions, forward, derivative, or accelerated repurchase transactions, or tender offers. The initial authorization under the Share Repurchase Program permitted the repurchase of a number of shares of the Company’s common stock having an aggregate repurchase price not exceeding $300.0.

On March 25, 2014, the Company repurchased 7,255,853 shares of its common stock from ING Group for an aggregate purchase price of $250.0. As of March 31, 2014, the Company had subsequently repurchased an additional 250,000 shares of its common stock in open market transactions for an aggregate purchase price of $8.9, which repurchases settled on April 2, 2014.

During the three months ended June 30, 2014, the Company repurchased a further 875,558 shares of its common stock in open market transactions for an aggregate purchase price of $30.5. This repurchase reduced the remaining authorization under the Share Repurchase Program to $10.6 as of June 30, 2014.
On July 31, 2014, the Company’s Board of Directors increased the authorization under the Share Repurchase Program by an additional $500.0, with such authorization to expire (unless subsequently extended) no later than the second quarter of 2015. The authorization under the Share Repurchase Program may be terminated, increased or decreased by the Company’s Board of Directors at any time.

Net Withholding of Shares

In connection with the vesting of equity-based compensation awards, employees may remit to the Company, or the Company may withhold into treasury stock, shares of common stock in respect of tax withholding obligations associated with such vesting. For the six months ended June 30, 2014, the Company increased its treasury stock by 413,920 shares in connection with such withholding activities.

Warrants

On May 7, 2013, the Company issued to ING Group warrants to purchase up to 26,050,846 shares of the Company's common stock equal in the aggregate to 9.99% of the issued and outstanding shares of common stock at that date. The current exercise price of the warrants is $48.75 per share of common stock, subject to adjustments, including for stock dividends, cash dividends in excess of $0.01 per share a quarter, subdivisions, combinations, reclassifications and non-cash distributions. The warrants also provide for, upon the occurrence of certain change of control events affecting the Company, an increase in the number of shares to which a warrant holder will be entitled upon payment of the aggregate exercise price of the warrant. The warrants became exercisable (subject to the limitation stated below with respect to ING Group and its affiliates) starting on the first anniversary of the completion of the IPO (May 7, 2014) and expire on the tenth anniversary of the completion of the IPO (May 7, 2023). The warrants are net share settled, which means that no cash will be payable by a warrant holder in respect of the exercise price of a warrant upon exercise, and are classified as permanent equity. They have been recorded at their fair value determined on the issuance date of May 7, 2013 in the amount of $94.0 as an addition and reduction to Additional paid-in-capital. Warrant holders are not entitled to receive dividends.

The warrants are not exercisable by ING Group or any of its affiliates before January 1, 2017, but are exercisable in accordance with their terms before January 1, 2017 by holders other than ING Group or its affiliates, if any.

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The following table presents a reconciliation of net income (loss) and shares used in calculating basic and diluted net income (loss) per common share for the periods indicated:

| (in millions, except for per share data) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| Earnings | 2014 | 2013 | 2014 | 2013 |
| Net income (loss) available to common shareholders: | | | | |
| Net income (loss) | $412.9 | $(85.3) | $684.5 | $(310.8) |
| Less: Net income (loss) attributable to noncontrolling interest | 166.6 | (3.1) | 180.1 | (16.6) |
| Net income (loss) available to common shareholders | $246.3 | $(82.2) | $504.4 | $(294.2) |
| | | | | |
| Weighted average common shares outstanding | | | | |
| Basic | 254.5 | 250.3 | 257.8 | 240.2 |
| Dilutive Effects:[(1)(2)] | | | | |
| RSUs | 1.1 | — | 1.0 | — |
| RSUs - Deal incentive awards | 0.6 | — | 0.7 | — |
| PSU awards | — | — | 0.3 | — |
| Diluted | 256.2 | 250.3 | 259.8 | 240.2 |
| | | | | |
| Net income (loss) per common share | | | | |
| Basic | $0.97 | $(0.33) | $1.96 | $(1.22) |
| Diluted | 0.96 | (0.33) | 1.94 | (1.22) |

(1) For the three and six months ended June 30, 2014, weighted average shares used for calculating basic and diluted earnings per share exclude the dilutive impact of warrants, as the inclusion of this equity instrument would be antidilutive to the earnings per share calculation due to "out of the moneyness" in the periods presented.
(2) For the three and six months ended June 30, 2013, weighted average shares used for calculating basic and diluted earnings per share are the same, as the inclusion of the 0.5 million and 0.3 million shares, respectively for stock compensation plans would be antidilutive to the earnings per share calculations due to the net loss in the periods.

Dividends to Common Shareholders

The declaration and payment of Common Stock dividends by the Company is subject to the discretion of its Board of Directors and will depend on the Company's overall financial condition, results of operations, capital levels, cash requirements, future prospects, receipt of dividends from Voya Financial, Inc.'s insurance subsidiaries, risk management considerations and other factors deemed relevant by the Board. There are no significant restrictions, other than those generally applicable to corporations incorporated in Delaware and those described in the "Management's Discussion and Analysis of Results of Operations and Financial Condition-Liquidity and Capital Resources-Debt Securities-Junior Subordinated Notes" to these Condensed Consolidated Financial Statements, on the payment of dividends by the Company.

On July 31, 2014, Voya Financial, Inc.'s Board of Directors declared a quarterly cash dividend of $0.01 per share of outstanding common stock. The dividend is to be paid on September 30, 2014 to shareholders of record of Voya Financial, Inc. as of August 29, 2014.

On May 28, 2014, Voya Financial, Inc.'s Board of Directors declared a quarterly cash dividend of $0.01 per share of outstanding common stock. The dividend was paid on June 30, 2014 to shareholders of record of Voya Financial, Inc. as of June 9, 2014.

On February 6, 2014, Voya Financial, Inc.'s Board of Directors declared a quarterly cash dividend of $0.01 per share of outstanding common stock. The dividend was paid on March 31, 2014 to shareholders of record of Voya Financial, Inc. as of February 28, 2014.

## 8. Insurance Subsidiaries

### Restrictions on Dividends and Returns of Capital from Subsidiaries

The Company's business is conducted through operating subsidiaries. U.S. insurance laws and regulations regulate the payment of dividends and other distributions by its U.S. insurance subsidiaries to their respective parents. Dividends in excess of prescribed limits established by the applicable state regulations are considered to be extraordinary transactions and require explicit regulatory approval. In addition, under the insurance laws applicable to the Company's insurance subsidiaries domiciled in Connecticut, Iowa and Minnesota (these insurance subsidiaries, together with the Company’s insurance subsidiary domiciled in Colorado are referred to collectively, as the Company’s "principal insurance subsidiaries"), no dividend or other distribution exceeding an amount equal to an insurance company’s earned surplus may be paid without the domiciliary insurance regulator’s prior approval.

Security Life of Denver International, the Company's Arizona captive, may not declare or pay dividends other than in accordance with its annual capital and dividend plan as approved by the Arizona Department of Insurance, which includes a minimum capital requirement.

The Company may receive dividends from or contribute capital to its wholly owned non-life insurance subsidiaries such as broker-dealers, investment management entities and intermediate holding companies.

### Insurance Subsidiaries - Dividends and Return of Capital

On June 12, 2014, Voya Financial, Inc. made a capital contribution of $150.0 to its Arizona captive.

On June 9, 2014, Voya Financial, Inc.'s principal insurance subsidiary domiciled in Colorado declared an ordinary dividend in the aggregate amount of $32.0, which was paid on June 24, 2014. On May 2, 2014, Voya Financial, Inc.’s principal insurance subsidiaries domiciled in Connecticut, Iowa and Minnesota declared ordinary dividends in the aggregate amount of $690.0, which were paid on May 19, 2014.

In March and April 2013, in response to requests made in 2013, Voya Financial, Inc.'s insurance subsidiaries domiciled in Colorado, Connecticut, Iowa and Minnesota received approvals or notices of non-objection, as the case may be, from their respective domiciliary insurance regulators to make extraordinary distributions to Voya Financial, Inc. or Lion Connecticut Holdings Inc. ("Lion Holdings"), a wholly owned subsidiary of Voya Financial, Inc., in the aggregate amount of $1.434 billion, upon completion of the IPO and the use of the extraordinary distribution funds solely for Company operations. The approved distributions of $1.434 billion were made on May 8, 2013.

On May 8, 2013, insurance subsidiaries domiciled in Colorado, Iowa and Minnesota each reset, on a one-time basis, their respective negative unassigned funds account as of December 31, 2012 (as reported in their respective 2012 statutory annual statements) to zero (with an offsetting reduction in gross paid-in capital and contributed surplus). These resets were made pursuant to permitted practices in accordance with statutory accounting practices granted by their respective domiciliary insurance regulators. These permitted practices have no impact on total capital and surplus of these insurance subsidiaries.

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
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## 9. Accumulated Other Comprehensive Income (Loss)

Shareholders' equity included the following components of Accumulated Other Comprehensive Income ("AOCI") as of the dates indicated:

| | June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Fixed maturities, net of OTTI | $5,977.5 | $3,916.6 |
| Equity securities, available-for-sale | 31.5 | 40.2 |
| Derivatives | 178.1 | 149.5 |
| DAC/VOBA adjustment on available-for-sale securities | (1,848.2) | (1,339.3) |
| Sales inducements adjustment on available-for-sale securities | (88.7) | (70.0) |
| Other | (30.4) | (27.7) |
| Unrealized capital gains (losses), before tax | 4,219.8 | 2,669.3 |
| Deferred income tax asset (liability) | (1,113.0) | (636.4) |
| Net unrealized capital gains (losses) | 3,106.8 | 2,032.9 |
| Pension and other postretirement benefits liability, net of tax | 45.9 | 54.9 |
| AOCI | $3,152.7 | $2,087.8 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
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Changes in AOCI, including the reclassification adjustments recognized in the Condensed Consolidated Statements of Operations were as follows for the periods indicated:

| | Three Months Ended June 30, 2014 | | |
|---|---|---|---|
| | Before-Tax Amount | Income Tax | After-Tax Amount |
| Available-for-sale securities: | | | |
| Fixed maturities | $1,233.6 | $(431.5) | $802.1 |
| Equity securities | 0.4 | (0.1) | 0.3 |
| Other | (2.4) | 0.8 | (1.6) |
| OTTI | 8.7 | (3.0) | 5.7 |
| Adjustments for amounts recognized in Net realized capital gains (losses) in the Condensed Consolidated Statements of Operations | (25.2) | 8.8 | (16.4) |
| DAC/VOBA | (333.5) | 116.8 | (216.7) |
| Sales inducements | (13.9) | 4.9 | (9.0) |
| Change in unrealized gains/losses on available-for-sale securities | 867.7 | (303.3) | 564.4 |
| | | | |
| Derivatives: | | | |
| Derivatives | 21.8 [1] | (7.6) | 14.2 |
| Adjustments related to effective cash flow hedges for amounts recognized in Net investment income in the Condensed Consolidated Statements of Operations | (1.7) | 0.6 | (1.1) |
| Change in unrealized gains/losses on derivatives | 20.1 | (7.0) | 13.1 |
| | | | |
| Pension and other postretirement benefits liability: | | | |
| Amortization of prior service cost recognized in Operating expenses in the Condensed Consolidated Statements of Operations | (3.5) | 1.2 | (2.3) |
| Change in pension and other postretirement benefits liability | (3.5) | 1.2 | (2.3) |
| Change in Other comprehensive income (loss) | $884.3 | $(309.1) | $575.2 |

[1] See the Derivative Financial Instruments Note to these Condensed Consolidated Financial Statements for additional information.

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Notes to the Condensed Consolidated Financial Statements (Unaudited)
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| | Six Months Ended June 30, 2014 | | |
|---|---|---|---|
| | Before-Tax Amount | Income Tax | After-Tax Amount |
| Available-for-sale securities: | | | |
| Fixed maturities | $2,822.0 | $(987.1) | $1,834.9 |
| Equity securities | (15.6) | 4.1 | (11.5) |
| Other | (2.7) | 0.9 | (1.8) |
| OTTI | 24.3 | (8.5) | 15.8 |
| Adjustments for amounts recognized in Net realized capital gains (losses) in the Condensed Consolidated Statements of Operations | (34.0) | 11.9 | (22.1) |
| DAC/VOBA | (793.2) [1] | 277.7 | (515.5) |
| Sales inducements | (30.6) | 10.7 | (19.9) |
| Change in unrealized gains/losses on available-for-sale securities | 1,970.2 | (690.3) | 1,279.9 |
| | | | |
| Derivatives: | | | |
| Derivatives | 46.4 [2] | (16.2) | 30.2 |
| Adjustments related to effective cash flow hedges for amounts recognized in Net investment income in the Condensed Consolidated Statements of Operations | (3.1) | 1.1 | (2.0) |
| Change in unrealized gains/losses on derivatives | 43.3 | (15.1) | 28.2 |
| | | | |
| Pension and other postretirement benefits liability: | | | |
| Amortization of prior service cost recognized in Operating expenses in the Condensed Consolidated Statements of Operations | (6.9) | 2.4 | (4.5) |
| Change in pension and other postretirement benefits liability | (6.9) | 2.4 | (4.5) |
| Change in Other comprehensive income (loss) | $2,006.6 | $(703.0) | $1,303.6 |

[1] See the Deferred Policy Acquisition Costs and Value of Business Acquired Note to these Condensed Consolidated Financial Statements for additional information.
[2] See the Derivative Financial Instruments Note to these Condensed Consolidated Financial Statements for additional information.

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

| | Three Months Ended June 30, 2013 | | |
|---|---|---|---|
| | Before-Tax Amount | Income Tax | After-Tax Amount |
| Available-for-sale securities: | | | |
| Fixed maturities | $(3,144.6) | $1,092.2 | $(2,052.4) |
| Equity securities | 4.3 | (1.5) | 2.8 |
| Other | 1.3 | (0.4) | 0.9 |
| OTTI | 20.4 | (7.1) | 13.3 |
| Adjustments for amounts recognized in Net realized capital gains (losses) in the Condensed Consolidated Statements of Operations | (26.4) | 9.1 | (17.3) |
| DAC/VOBA | 1,058.2 | (366.2) | 692.0 |
| Sales inducements | 49.0 | (17.0) | 32.0 |
| Change in unrealized gains/losses on available-for-sale securities | (2,037.8) | 709.1 | (1,328.7) |
| | | | |
| Derivatives: | | | |
| Derivatives | (51.5) [1] | 17.8 | (33.7) |
| Adjustments related to effective cash flow hedges for amounts recognized in Net investment income in the Condensed Consolidated Statements of Operations | (0.6) | 0.2 | (0.4) |
| Change in unrealized gains/losses on derivatives | (52.1) | 18.0 | (34.1) |
| | | | |
| Pension and other postretirement benefits liability: | | | |
| Amortization of prior service cost recognized in Operating expenses in the Condensed Consolidated Statements of Operations | (3.4) | 1.2 | (2.2) |
| Change in pension and other postretirement benefits liability | (3.4) | 1.2 | (2.2) |
| Change in Other comprehensive income (loss) | $(2,093.3) | $728.3 | $(1,365.0) |

[1] See the Derivative Financial Instruments Note to these Condensed Consolidated Financial Statements for additional information.

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Notes to the Condensed Consolidated Financial Statements (Unaudited)
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| | Six Months Ended June 30, 2013 | | |
|---|---|---|---|
| | Before-Tax Amount | Income Tax | After-Tax Amount |
| Available-for-sale securities: | | | |
| Fixed maturities | $(3,936.7) | $1,366.6 | $(2,570.1) |
| Equity securities | (2.0) | 0.7 | (1.3) |
| Other | 12.9 | (4.5) | 8.4 |
| OTTI | 31.3 | (10.9) | 20.4 |
| Adjustments for amounts recognized in Net realized capital gains (losses) in the Condensed Consolidated Statements of Operations | (41.0) | 14.2 | (26.8) |
| DAC/VOBA | 1,444.2 [1] | (501.3) | 942.9 |
| Sales inducements | 77.4 | (26.9) | 50.5 |
| Change in unrealized gains/losses on available-for-sale securities | (2,413.9) | 837.9 | (1,576.0) |
| | | | |
| Derivatives: | | | |
| Derivatives | (64.2) [2] | 22.3 | (41.9) |
| Adjustments related to effective cash flow hedges for amounts recognized in Net investment income in the Condensed Consolidated Statements of Operations | (0.8) | 0.3 | (0.5) |
| Change in unrealized gains/losses on derivatives | (65.0) | 22.6 | (42.4) |
| | | | |
| Pension and other postretirement benefits liability: | | | |
| Amortization of prior service cost recognized in Operating expenses in the Condensed Consolidated Statements of Operations | (6.9) | 2.4 | (4.5) |
| Change in pension and other postretirement benefits liability | (6.9) | 2.4 | (4.5) |
| Change in Other comprehensive income (loss) | $(2,485.8) | $862.9 | $(1,622.9) |

[1] See the Deferred Policy Acquisition Costs and Value of Business Acquired Note to these Condensed Consolidated Financial Statements for additional information.
[2] See the Derivative Financial Instruments Note to these Condensed Consolidated Financial Statements for additional information.

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Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

## 10. Income Taxes

Income taxes were different from the amount computed by applying the federal income tax rate to Income (loss) before income taxes for the following reasons for the periods indicated:

| | Three Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Income (loss) before income taxes | $419.0 | $(75.2) |
| Tax rate | 35.0 % | 35.0 % |
| Income tax expense (benefit) at federal statutory rate | 146.7 | (26.3) |
| Tax effect of: | | |
| Valuation allowance | (59.0) | 58.9 |
| Dividend received deduction | (25.1) | (28.0) |
| Audit settlement | 0.3 | 0.4 |
| State tax expense (benefit) | 2.6 | (0.8) |
| Noncontrolling interest | (58.3) | 1.1 |
| Tax credits | — | (4.6) |
| Nondeductible expenses | 0.5 | 6.1 |
| Other | (1.6) | 3.3 |
| Income tax expense (benefit) | $6.1 | $10.1 |

| | Six Months Ended June 30, | |
|---|---|---|
| | 2014 | 2013 |
| Income (loss) before income taxes | $721.3 | $(289.5) |
| Tax rate | 35.0 % | 35.0 % |
| Income tax expense (benefit) at federal statutory rate | 252.5 | (101.3) |
| Tax effect of: | | |
| Valuation allowance | (112.0) | 163.1 |
| Dividend received deduction | (50.9) | (49.9) |
| Audit settlement | (0.8) | (1.7) |
| State tax expense (benefit) | 9.1 | 3.3 |
| Noncontrolling interest | (63.0) | 5.8 |
| Tax credits | — | (9.2) |
| Nondeductible expenses | 0.9 | 10.4 |
| Other | 1.0 | 0.8 |
| Income tax expense (benefit) | $36.8 | $21.3 |

Valuation allowances are provided when it is considered unlikely that deferred tax assets will be realized. As of June 30, 2014 and December 31, 2013, the Company had total valuation allowances of approximately $2.7 billion and $2.8 billion, respectively. As of June 30, 2014 and December 31, 2013, $3.1 billion and $3.2 billion, respectively, of these valuation allowances were allocated to continuing operations, and $(354.1) as of the end of each period were allocated to Other comprehensive income (loss) related to realized and unrealized capital losses.

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For the three months ended June 30, 2014 and 2013, the total increases (decreases) in the valuation allowance were $(59.0) and $58.9, respectively, which were allocated to continuing operations. There were no changes in the valuation allowance allocated to Other comprehensive income (loss) for the three months ended June 30, 2014 and 2013. For the six months ended June 30, 2014 and 2013, the total increases (decreases) in the valuation allowance were $(112.0) and $163.1, respectively, which were allocated to continuing operations. There were no changes in the valuation allowance allocated to Other comprehensive income (loss) for the six months ended June 30, 2014 and 2013.

Tax Regulatory Matters

During April 2014, the U.S. Internal Revenue Service ("IRS") completed its examination of the Company's returns through tax year 2012. The 2012 audit settlement did not have a material impact on the financial statements. The Company is currently under audit by the IRS, and it is expected that the examination of tax year 2013 will be finalized within the next twelve months. The Company and the IRS have agreed to participate in the Compliance Assurance Program for the tax years 2013 and 2014.

The IRS issued a Directive dated July 17, 2014 that it should not challenge the qualification of certain hedges and should not challenge certain tax accounting methods. Although the Company has hedges which are described in the Directive and is presently evaluating its impact, the Directive is not expected to materially affect the Company.

11. Financing Agreements

Short-term Debt

The Company did not have any short-term debt borrowings outstanding as of June 30, 2014 and December 31, 2013.

Long-term Debt

The following table summarizes the carrying value of the Company’s long-term debt securities issued and outstanding as of June 30, 2014 and December 31, 2013:

| | Maturity | June 30, 2014 | December 31, 2013 |
|---|---|---|---|
| 7.25% Lion Connecticut Holdings, Inc. debentures due 2023[1] | 08/15/2023 | $158.8 | $158.6 |
| 7.63% Lion Connecticut Holdings, Inc. debentures due 2026[1] | 08/15/2026 | 232.2 | 232.1 |
| 8.42% Equitable of Iowa Companies Capital Trust II notes due 2027 | 04/01/2027 | 13.8 | 13.8 |
| 6.97% Lion Connecticut Holdings, Inc. debentures due 2036[1] | 08/15/2036 | 108.6 | 108.6 |
| 1.00% Windsor Property Loan | 06/14/2027 | 4.9 | 4.9 |
| 5.5% Senior Notes due 2022 | 07/15/2022 | 849.6 | 849.6 |
| 2.9% Senior Notes due 2018 | 02/15/2018 | 998.7 | 998.5 |
| 5.65% Fixed-to-Floating Rate Junior Subordinated Notes due 2053 | 05/15/2053 | 750.0 | 750.0 |
| 5.7% Senior Notes due 2043 | 07/15/2043 | 398.6 | 398.6 |

| | | |
|---|---|---|
| Subtotal | 3,515.2 | 3,514.7 |
| Less: Current portion of long-term debt | — | — |
| Total | $3,515.2 | $3,514.7 |

(1) Guaranteed by ING Group.

As of June 30, 2014 and December 31, 2013, the Company was in compliance with all debt covenants.

Unsecured senior debt, which consists of senior fixed rate notes and guarantees of fixed rate notes, ranks highest in priority, followed by subordinated debt, which consists of junior subordinated debt securities.

Aetna Notes

ING Group guarantees various debentures of Lion Holdings that were assumed by Lion Holdings in connection with the Company's acquisition of Aetna's life insurance and related businesses in 2000 (the "Aetna Notes"). Concurrent with the completion of the Company's IPO, the Company entered into a shareholder agreement with ING Group that governs certain aspects of the Company's continuing relationship. The Company agreed in the shareholder agreement to reduce the aggregate outstanding principal amount of Aetna Notes to:

- no more than $400.0 as of December 31, 2015;
- no more than $300.0 as of December 31, 2016;
- no more than $200.0 as of December 31, 2017;
- no more than $100.0 as of December 31, 2018;
- and zero as of December 31, 2019.

The reduction in principal amount of Aetna Notes can be accomplished, at the Company’s option, through redemptions, repurchases or other means, but will also be deemed to have been reduced to the extent the Company posts collateral with a third-party collateral agent, for the benefit of ING Group, which may consist of cash collateral; certain investment-grade debt instruments; a letter of credit ("LOC") meeting certain requirements; or senior debt obligations of ING Group or a wholly owned subsidiary of ING Group.

If the Company fails to reduce the outstanding principal amount of the Aetna Notes, the Company has agreed to pay a quarterly fee (ranging from 0.5% per quarter for 2016 to 1.25% per quarter for 2019) to ING Group based on the outstanding principal amount of Aetna Notes which exceed the limits set forth above.

As of June 30, 2014, the outstanding principal amount of the Aetna Notes guaranteed by ING Group was $506.1.

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Credit Facilities

The following table outlines the Company's credit facilities, their dates of expiration, capacity and utilization as of June 30, 2014:

| | Secured/ Unsecured | Committed/ Uncommitted | Expiration | Capacity | Utilization | Unused Commitment |
|---|---|---|---|---|---|---|
| Obligor / Applicant | | | | | | |
| Voya Financial, Inc. | Unsecured | Committed | 02/14/2018 | $3,000.0 | $625.9 | $2,374.1 |
| Security Life of Denver International Limited | Unsecured | Committed | 01/24/2018 | 150.0 | 150.0 | — |
| Voya Financial, Inc./ Langhorne I, LLC | Unsecured | Committed | 01/15/2019 | 500.0 | — | 500.0 |
| Voya Financial, Inc./ Security Life of Denver International Limited | Unsecured | Committed | 11/09/2021 | 750.0 | 750.0 | — |
| Security Life of Denver International Limited | Unsecured | Committed | 10/29/2020 | 1,125.0 | 681.6 | 443.4 |
| Voya Financial, Inc. / Security Life of Denver International Limited | Unsecured | Committed | 12/27/2022 | 750.0 | 750.0 | — |
| Voya Financial, Inc. / Security Life of Denver International Limited | Unsecured | Committed | 12/29/2023 | 250.0 | 250.0 | — |
| ReliaStar Life Insurance Company | Secured | Committed | Conditional | 255.0 | 255.0 | — |
| Voya Financial, Inc. / Security Life of Denver International Limited | Unsecured | Committed | 12/31/2025 | 475.0 | 475.0 | — |
| Voya Financial, Inc. | Unsecured | Uncommitted | Various | 1.7 | 1.7 | — |
| Voya Financial, Inc. | Secured | Uncommitted | Various | 10.0 | 4.7 | — |
| Voya Financial, Inc. / Roaring River II, LLC | Unsecured | Committed | 12/31/2021 | 995.0 | 639.0 | 356.0 |
| Voya Financial, Inc. / Roaring River III, LLC | Unsecured | Committed | 06/30/2022 | 1,151.2 | 662.0 | 489.2 |
| Voya Financial, Inc./ Roaring River IV, LLC | Unsecured | Committed | 12/31/2028 | 565.0 | 287.0 | 278.0 |
| Total | | | | $9,977.9 | $5,531.9 | $4,440.7 |
| | | | | | | |
| Secured facilities | | | | $265.0 | $259.7 | $— |
| Unsecured and uncommitted | | | | 1.7 | 1.7 | — |
| Unsecured and committed | | | | 9,711.2 | 5,270.5 | 4,440.7 |
| Total | | | | $9,977.9 | $5,531.9 | $4,440.7 |

| | | | |
|---|---|---|---|
| ING Bank | $1,275.0 | $712.9 | $562.1 |

The Company maintains credit facilities used primarily for collateral required under affiliated reinsurance transactions and also for general corporate purposes. Total fees associated with credit facilities for the three months ended June 30, 2014 and 2013 were $28.1 and $40.3, respectively. Total fees associated with credit facilities for the six months ended June 30, 2014 and 2013 were $57.4 and $85.7, respectively.

Effective January 1, 2014, the reinsurance agreements with Whisperingwind III, LLC ("Whisperingwind III") were novated to Roaring River IV, LLC ("Roaring River IV"), a wholly owned captive reinsurance subsidiary of the Company, which completed a transaction with a third-party bank to provide up to $565.0 of statutory reserve financing through a trust note which matures December 31, 2028.

Effective January 15, 2014, Langhorne I, LLC ("Langhorne I"), a wholly owned captive reinsurance subsidiary of the Company, completed a financing arrangement with a third-party trust to provide up to $500.0 of trust note collateral funding. The financing arrangement is designed to manage reserve and capital requirements in connection with the stable value business and matures on January 15, 2019.

Effective January 24, 2014, Security Life of Denver International Limited ("SLDI") entered into a letter of credit facility agreement with a third-party bank providing up to $150.0 of committed capacity until January 24, 2018 which supports reserves on an affiliated reinsurance agreement in connection with a portion of its deferred annuity business.

Senior Unsecured Credit Facility

On February 14, 2014, the Company revised the terms of its Revolving Credit Agreement ("Revolving Credit Agreement") by entering into the Amended and Restated Revolving Credit Agreement ("Amended and Restated Credit Agreement") with a syndicate of banks. The Amended and Restated Credit Agreement modifies the original agreement by: 1) extending the term of the agreement to February 14, 2018; 2) reducing the total amount of LOCs that may be issued from $3.5 billion to $3.0 billion and 3) reducing the current cost of LOC issuance fees from 200 bps to 175 bps. The revolving credit sublimit of $750.0 present in the original agreement remains unchanged. ING Bank, N.V. ("ING Bank"), an affiliate, acted as Joint Lead Arranger, Joint Book Manager and Documentation Agent and received $0.7 for its services and participation in the syndicate.

As of June 30, 2014, there were no amounts outstanding as revolving credit borrowings and $625.9 in letters of credit outstanding.

12. Commitments and Contingencies

Commitments

Through the normal course of investment operations, the Company commits to either purchase or sell securities, mortgage loans, or money market instruments, at a specified future date and at a specified price or yield. The inability of counterparties to honor these commitments may result in either a higher or lower replacement cost. Also, there is likely to be a change in the value of the securities underlying the commitments.

As of June 30, 2014, the Company had off-balance sheet commitments to purchase investments equal to their fair value of $1.7 billion, of which $365.0 relates to consolidated investment entities. As of December 31, 2013, the Company had off-balance sheet commitments to purchase investments equal to their fair value of $1.2 billion, of which $321.3 relates to consolidated investment entities.

Insurance Company Guaranty Fund Assessments

Insurance companies are assessed on the costs of funding the insolvencies of other insurance companies by the various state guaranty associations, generally based on the amount of premiums companies collect in that state.

The Company accrues the cost of future guaranty fund assessments based on estimates of the insurance company's insolvencies provided by the National Organization of Life and Health Insurance Guaranty Associations and the amount of premiums written in each state. The Company has estimated this undiscounted liability, which is included in Other liabilities on the Condensed Consolidated Balance Sheets, to be $16.1 and $19.2 as of June 30, 2014 and December 31, 2013, respectively. The Company has also recorded an asset in Other assets on the Condensed Consolidated Balance Sheets of $25.8 and $18.4 as of June 30, 2014 and December 31, 2013, respectively, for future credits to premium taxes. The Company estimates its liabilities for future assessments under state insurance guaranty association laws. The Company believes the reserves established are adequate for future assessments relating to insurance companies that are currently subject to insolvency proceedings.

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Restricted Assets

The Company is required to maintain assets on deposit with various regulatory authorities to support its insurance operations. The Company may also post collateral in connection with certain securities lending, repurchase agreements, funding agreements, credit facilities and derivative transactions. The components of the fair value of the restricted assets were as follows as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Fixed maturity collateral pledged to FHLB | $2,392.7 | $2,333.4 |
| FHLB restricted stock[1] | 95.6 | 99.1 |
| Other fixed maturities-state deposits | 265.7 | 251.0 |
| Securities pledged[2] | 1,145.1 | 1,465.7 |
| Total restricted assets | $3,899.1 | $4,149.2 |

[1] Included in Other investments in the Condensed Consolidated Balance Sheets.
[2] Includes the fair value of loaned securities of $393.8 and $435.4 as of June 30, 2014 and December 31, 2013, respectively, which is included in Securities pledged on the Condensed Consolidated Balance Sheets. In addition, as of June 30, 2014 and December 31, 2013, the Company delivered securities as collateral of $751.3 and $1.0 billion, respectively, which is included in Securities pledged on the Condensed Consolidated Balance Sheets.

Federal Home Loan Bank Funding Agreements

The Company is a member of the Federal Home Loan Bank ("FHLB") of Des Moines and the FHLB of Topeka and is required to pledge collateral to back funding agreements issued to the FHLB. As of June 30, 2014 and December 31, 2013, the Company had $1.8 billion in non-putable funding agreements, which are included in Contract owner account balances on the Condensed Consolidated Balance Sheets. As of June 30, 2014 and December 31, 2013, the Company had $255.0 and $265.0 in LOCs issued by the FHLBs, respectively. As of June 30, 2014 and December 31, 2013, assets with a market value of approximately $2.1 billion and $2.0 billion, respectively, collateralized the FHLB funding agreements. As of June 30, 2014 and December 31, 2013, assets with a market value of approximately $295.9 and $294.1, respectively, collateralized the FHLB LOCs. Assets pledged to the FHLBs are included in Fixed maturities, available-for-sale, on the Condensed Consolidated Balance Sheets.

Litigation and Regulatory Matters

The Company is a defendant in a number of litigation matters arising from the conduct of its business, both in the ordinary course and otherwise. In some of these matters, claimants seek to recover very large or indeterminate amounts, including compensatory, punitive, treble and exemplary damages. Modern pleading practice in the U.S. permits considerable variation in the assertion of monetary damages and other relief. Claimants are not always required to specify the monetary damages they seek or they may be required only to state an amount sufficient to meet a court's jurisdictional requirements. Moreover, some jurisdictions allow claimants to allege monetary damages that far exceed any reasonable possible verdict. The variability in pleading requirements and past experience demonstrates that the monetary and other relief that may be requested in a lawsuit or claim often bears little relevance to the merits or potential value of a claim. Litigation against the Company includes a variety of claims including negligence, breach of contract, fraud, violation of regulation or statute, breach of fiduciary duty, negligent misrepresentation, failure to supervise, elder abuse and other torts.

As with other financial services companies, the Company periodically receives informal and formal requests for information from various state and federal governmental agencies and self-regulatory organizations in connection with inquiries and investigations of the products and practices of the Company or the financial services industry. It is the practice of the Company to cooperate fully in these matters.

The outcome of a litigation or regulatory matter and amount or range of potential loss is difficult to forecast and estimating potential losses requires significant management judgment. It is not possible to predict the ultimate outcome or to provide reasonably possible losses or ranges of losses for all pending regulatory matters and litigation. While it is possible that an adverse outcome in certain cases could have a material adverse effect upon the Company's financial position, based on information currently known, management believes that the outcome of pending litigation and regulatory matters is not likely to have such an effect. However, given the large and indeterminate amounts sought and the inherent unpredictability of such matters, it is possible that an adverse outcome in certain of the Company's litigation or regulatory matters could, from time to time, have a material adverse effect upon the Company's results of operations or cash flows in a particular quarterly or annual period.

For some matters, the Company is able to estimate a possible range of loss. For such matters in which a loss is probable, an accrual has been made. This paragraph contains an estimate of reasonably possible losses above any amounts accrued. For matters where the Company, however, believes a loss is reasonably possible, but not probable, no accrual is required. For matters for which an accrual has been made, but there remains a reasonably possible range of loss in excess of the amounts accrued, the estimate reflects the reasonably possible range of loss in excess of the accrued amounts. For matters for which a reasonably possible (but not probable) range of loss exists, the estimate reflects the reasonably possible and unaccrued loss or range of loss. As of June 30, 2014, the Company estimates the aggregate range of reasonably possible losses, in excess of any amounts accrued for these matters as of such date, to be up to approximately $100.0.

For other matters, the Company is currently not able to estimate the reasonably possible loss or range of loss. The Company is 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 plaintiffs and other parties, investigation of factual allegations, rulings by a court on motions or appeals, analysis by experts and the progress of settlement discussions. On a quarterly and annual basis, the Company reviews relevant information with respect to litigation and regulatory contingencies and updates the Company's accruals, disclosures and reasonably possible losses or ranges of loss based on such reviews.

Litigation against the Company includes a case styled Healthcare Strategies, Inc., Plan Administrator of the Healthcare Strategies Inc. 401(k) Plan v. ING Life Insurance and Annuity Company (U.S.D.C. D. CT, filed February 22, 2011), in which sponsors of 401(k) plans governed by the Employee Retirement Income Security Act ("ERISA") claim that ING Life Insurance and Annuity Company ("ILIAC") has entered into revenue sharing agreements with mutual funds and others in violation of the prohibited transaction rules of ERISA. Among other things, the plaintiffs seek disgorgement of all revenue sharing payments and profits earned in connection with such payments, an injunction barring the practice of revenue sharing, and attorney fees. On September 26, 2012, the district court certified the case as a class action in which the named plaintiffs represent approximately 15,000 similarly situated plan sponsors. On April 11, 2014, the parties submitted to the court a motion for preliminary approval of a class-wide settlement agreement under which ILIAC, without admitting liability, would make a payment to the class of approximately $15.0 and adopt certain changes in its disclosure practices. Final court approval will be required before the settlement becomes effective.

## 13. Related Party Transactions

In the normal course of business, the Company enters into various transactions with affiliated companies. Parties are considered to be related if one party has the ability to control or exercise significant influence over the other party in making financial or operating decisions.

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The following tables summarize income and expense from transactions with related parties for the periods indicated:

| | Three Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Income | Expense | Income | Expense |
| NN Group | $0.6 | $0.2 | $0.5 | $2.3 |
| ING Group | 1.3 | 3.9 | 1.0 | 4.6 |
| ING Bank | 4.6 | 4.1 | (1.0) | 10.4 |
| Other | 5.3 | 3.6 | 4.4 | 3.8 |
| Total | $11.8 | $11.8 | $4.9 | $21.1 |

| | Six Months Ended June 30, | | | |
|---|---|---|---|---|
| | 2014 | | 2013 | |
| | Income | Expense | Income | Expense |
| NN Group | $1.2 | $0.3 | $0.9 | $5.6 |
| ING Group | 6.9 | 7.4 | 5.2 | 9.6 |
| ING Bank | 4.1 | 10.7 | (1.4) | 28.8 |
| Other | 10.6 | 7.0 | 8.0 | 7.5 |
| Total | $22.8 | $25.4 | $12.7 | $51.5 |

Assets and liabilities from transactions with related parties as of the dates indicated are shown in the following table:

| | June 30, 2014 | | December 31, 2013 | |
|---|---|---|---|---|
| | Assets | Liabilities | Assets | Liabilities |
| NN Group | $0.6 | $0.2 | $0.5 | $0.2 |
| ING Group | 2.7 | 1.2 | 1.3 | 0.9 |
| ING Bank | 14.1 | 3.6 | 13.8 | 5.8 |
| Other | 3.6 | 1.8 | 2.6 | 2.0 |
| Total | $21.0 | $6.8 | $18.2 | $8.9 |

The material agreements whereby the Company generates revenues and expenses with affiliated entities are as follows:

Credit Facilities

The Company is a borrower in several credit facility agreements with ING Bank, in which ING Bank provides LOC capacity. The Company had accrued payables of $3.6 and $4.9 as of June 30, 2014 and December 31, 2013, respectively. The Company incurred expenses of $3.8 and $10.4 for the three months ended June 30, 2014 and 2013, respectively. The Company incurred expenses of $7.5 and $28.2 for the six months ended June 30, 2014 and 2013, respectively.

Derivatives

The Company is party to several derivative contracts with NN Group N.V. ("NN Group"), a majority owned subsidiary of ING Group following its IPO on July 2, 2014, and ING Bank and one or more of ING Bank's subsidiaries. Each of these contracts were entered into as a result of a competitive bid, which included unaffiliated counterparties. The Company is exposed to various risks relating to its ongoing business operations, including but not limited to interest rate risk, foreign currency risk and equity market risk. To manage these risks, the Company uses various strategies, including derivatives contracts, certain of which are with related parties, such as interest rate swaps, equity options and currency forwards.

As of June 30, 2014 and December 31, 2013, the outstanding notional amounts were $412.0 (consisting of interest rate swaps of $153.8 and equity options of $258.2) and $518.9 (consisting of interest rate swaps of $328.8 and equity options of $190.1), respectively. As of June 30, 2014 and December 31, 2013, the market values for these contracts were $12.4 and $10.5, respectively. For the three months ended June 30, 2014 and 2013, the Company recorded net realized capital gains (losses) of $4.6 and $(2.8), respectively, with ING Bank and NN Group. For the six months ended June 30, 2014 and 2013, the Company recorded net realized capital gains (losses) of $3.9 and $(4.2), respectively, with ING Bank and NN Group.

The Company has sold protection under certain credit default swap derivative contracts that were previously supported by a guarantee provided by NN Group. During 2013, the guarantee provided by NN Group on the sold protection was replaced with guarantees provided by Voya Financial, Inc. The Company purchased protection under one credit default swap derivative contract that is supported by the NN Group guarantee with the potential exposure limited to swap premiums to be paid. As of June 30, 2014 and December 31, 2013, the maximum potential future exposure to the Company on credit default swaps supported by the NN Group guarantee was $37.6 and $43.5, respectively.

## 14. Consolidated Investment Entities

The Company provides investment management services to, and has transactions with, various collateralized loan obligations, private equity funds, single strategy hedge funds, insurance entities, securitizations and other investment entities in the normal course of business. In certain instances, the Company serves as the investment manager, making day-to-day investment decisions concerning the assets of these entities. These entities are considered to be either VIEs or VOEs and the Company evaluates its involvement with each entity to determine whether consolidation is required.

Certain investment entities are consolidated under VIE or VOE consolidation guidance. The Company consolidates certain entities under the VIE guidance when it is determined that the Company is the primary beneficiary of these entities. The Company consolidates certain entities under the VOE guidance when it acts as the controlling general partner and the limited partners have no substantive rights to impact ongoing governance and operating activities.

With the exception of guarantees issued by the Company in relation to collateral support for reinsurance contracts, the Company has no right to the benefits from, nor does it bear the risks associated with these investments beyond the Company’s direct equity and debt investments in and management fees generated from these investment products. Such direct investments amounted to approximately $693.0 and $654.0 as of June 30, 2014 and December 31, 2013, respectively. If the Company were to liquidate, the assets held by consolidated investment entities would not be available to the general creditors of the Company as a result of the liquidation.

### Consolidated Investments

### Collateral Loan Obligations ("CLO") Entities

Certain subsidiaries of the Company structure and manage CLO entities created for the sole purpose of offering investors various maturity and risk characteristics by issuing multiple tranches of collateralized debt. The notes issued by the CLO entities are backed by diversified portfolios consisting primarily of senior secured floating rate leveraged loans.

The Company provides collateral management services to the CLO entities. In return for providing management services, the Company earns investment management fees and contingent performance fees. The Company has invested in certain of the entities, generally taking an ownership position in the unrated junior subordinated tranches. The CLO entities are structured and managed similarly but have differing fee structures and initial capital investments made by the Company. The Company's ownership interests and management and contingent performance fees were assessed to determine if the Company is the primary beneficiary of these entities.

As of June 30, 2014 and December 31, 2013, the Company consolidated 15 and 12 CLOs, respectively.

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Private Equity Funds and Single Strategy Hedge Funds (Limited Partnerships)

The Company invests in and manages various limited partnerships, including private equity funds and single strategy hedge funds. The Company, as a general partner or managing member of certain sponsored investment funds, is generally presumed to control the limited partnerships unless the limited partners have the substantive ability to remove the general partner without cause based upon a simple majority vote, or can otherwise dissolve the partnership, or have substantive participating rights over decision-making of the partnerships.

As of June 30, 2014 and December 31, 2013, the Company consolidated 35 funds, which were structured as partnerships.

The following table summarizes the components of the consolidated investment entities, excluding collateral support for certain reinsurance contracts, as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Assets of Consolidated Investment Entities | | |
| VIEs - CLO entities: | | |
| Cash and cash equivalents | $574.1 | $642.5 |
| Corporate loans, at fair value using the fair value option | 5,764.9 | 4,965.3 |
| Other assets | 97.0 | 83.1 |
| Total CLO entities | 6,436.0 | 5,690.9 |
| VOEs - Private equity funds and single strategy hedge funds: | | |
| Cash and cash equivalents | 71.5 | 68.2 |
| Limited partnerships/corporations, at fair value | 3,591.9 | 3,218.6 |
| Other assets | 21.2 | 21.7 |
| Total investment funds | 3,684.6 | 3,308.5 |
| Total assets of consolidated investment entities | $10,120.6 | $8,999.4 |
| | | |
| Liabilities of Consolidated Investment Entities | | |
| VIEs - CLO entities: | | |
| CLO notes, at fair value using the fair value option | $5,955.6 | $5,161.6 |
| Other liabilities | 399.2 | 468.0 |
| Total CLO entities | 6,354.8 | 5,629.6 |
| VOEs - Private equity funds and single strategy hedge funds: | | |
| Other liabilities | 582.1 | 435.3 |
| Total investment funds | 582.1 | 435.3 |
| Total liabilities of consolidated investment entities | $6,936.9 | $6,064.9 |

Fair Value Measurement

Upon consolidation of CLO entities, the Company elected to apply the FVO for financial assets and financial liabilities held by these entities and continued to measure these assets (primarily corporate loans) and liabilities (debt obligations issued by CLO entities) at fair value in subsequent periods. The Company has elected the FVO to more closely align its accounting with the economics of its transactions and allows the Company to more effectively align changes in the fair value of CLO assets with a commensurate change in the fair value of CLO liabilities.

Investments held by consolidated private equity funds and single strategy hedge funds are measured and reported at fair value in the Company's Condensed Consolidated Financial Statements. Changes in the fair value of consolidated investment entities are recorded as a separate line item within Income (loss) related to consolidated investment entities in the Company's Condensed Consolidated Statements of Operations.

The methodology for measuring the fair value and fair value hierarchy classification of financial assets and liabilities of consolidated investment entities is consistent with the methodology and fair value hierarchy rules applied by the Company to its investment portfolio. Refer to the Fair Value Measurement section of the Business, Basis of Presentation and Significant Accounting Policies Note in the Consolidated Financial Statements in Part II, Item 8. of the Company's Annual Report on Form 10-K.

As discussed in more detail below, the Company utilizes valuations obtained from third-party commercial pricing services, brokers and investment sponsors or third-party administrators that supply NAV (or its equivalent) per share used as a practical expedient. The valuations obtained from brokers and third-party commercial pricing services are non-binding. These valuations are reviewed on a monthly or quarterly basis (dependent on the type of fund or product). Procedures include, but are not limited to, a review of underlying fund investor reports, review of top and worst performing funds requiring further scrutiny, review of variance from prior periods and review of variance from benchmarks, where applicable. In addition, the Company considers both macro and fund specific events that may impact the latest NAV supplied and determines if further adjustments of value should be made. Such changes, if any, are subject to senior management review.

When a price cannot be obtained from a commercial pricing service, independent broker quotes are solicited. Securities priced using independent broker quotes are classified as Level 3. Broker quotes and prices obtained from pricing services are reviewed and validated through an internal valuation committee price variance review, comparisons to internal pricing models, back testing to recent trades or monitoring of trading volumes.

Cash and Cash Equivalents

The carrying amounts for cash reflect the assets’ fair values. The fair value for cash equivalents is determined based on quoted market prices. These assets are classified as Level 1.

VIEs - CLO Entities

Corporate loans: Corporate loan investments, which comprise the majority of consolidated CLO portfolio collateral, are senior secured corporate loans maturing at various dates between 2014 and 2024, paying interest at LIBOR or PRIME plus a spread of up to 9.5% and typically range in credit rating categories from AAA down to unrated. As of June 30, 2014 and December 31, 2013, the unpaid principal balance exceeded the fair value of the corporate loans by approximately $20.3 and $9.7, respectively. Less than 1% of the collateral assets were in default as of June 30, 2014 and December 31, 2013.

The fair values for corporate loans are determined using independent commercial pricing services. Fair value measurement based on pricing services may be classified in Level 2 or Level 3 depending on the type, complexity, observability and liquidity of the asset being measured. The inputs used by independent commercial pricing services, such as benchmark yields and credit risk adjustments, are those that are derived principally from or corroborated by observable market data. Hence, the fair value measurement of corporate loans priced by independent pricing service providers is classified within Level 2 of the fair value hierarchy. In addition, there are assets held with CLO portfolios that represent senior level debt of other third party CLOs. These CLO investments are classified within Level 3 of the fair value hierarchy. See description of fair value process for CLO notes below.

CLO notes: The CLO notes are backed by a diversified loan portfolio consisting primarily of senior secured floating rate leveraged loans. Repayment risk is segmented into tranches with credit ratings of these tranches reflecting both the credit quality of underlying collateral as well as how much protection a given tranche is afforded by tranches that are subordinate to it. The most subordinated tranche bears the first loss and receives the residual payments, if any. The interest rates are generally variable rates based on LIBOR plus a pre-defined spread, which varies from 0.22% for the more senior tranches to 7.00% for the more subordinated tranches. CLO notes mature at various dates between 2020 and 2026 and have a weighted average maturity of 9.1 years. The outstanding balance on the notes issued by consolidated CLOs exceeds their fair value by approximately $171.6 and $139.6 as of June 30, 2014 and December 31, 2013, respectively. The investors in this debt are not affiliated with the Company and have no recourse to the general credit of the Company for this debt.

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The fair values of the CLO notes including subordinated tranches in which the Company retains an ownership interest are obtained from a third-party commercial pricing service. The service combines the modeling of projected cash flow activity and the calibration of modeled results with transactions that have taken place in the specific debt issue as well as debt issues with similar characteristics. Several of the more significant inputs to the models including default rate, recovery rate, prepayment rate and discount margin, are determined primarily based on the nature of the investments in the underlying collateral pools and cannot be corroborated by observable market data. Accordingly, CLO notes are classified within Level 3 of the fair value hierarchy.

The Company reviews the detailed prices including comparisons to prior periods for reasonableness. The Company utilizes a formal pricing challenge process to request a review of any price during which time the vendor examines its assumptions and relevant market inputs to determine if a price change is warranted.

The following table summarizes significant unobservable inputs for Level 3 fair value measurements as of the dates indicated:

| | Fair Value | Valuation Technique | Unobservable Inputs |
|---|---|---|---|
| June 30, 2014 | | | |
| Assets: | | | |
| CLO Investments | $19.8 | Discounted Cash Flow | Default Rate<br>Recovery Rate<br>Prepayment Rate<br>Discount Margin |
| Liabilities: | | | |
| CLO Notes | $5,955.6 | Discounted Cash Flow | Default Rate<br>Recovery Rate<br>Prepayment Rate<br>Discount Margin |

| | Fair Value | Valuation Technique | Unobservable Inputs |
|---|---|---|---|
| December 31, 2013 | | | |
| Assets: | | | |
| CLO Investments | $25.5 | Discounted Cash Flow | Default Rate<br>Recovery Rate<br>Prepayment Rate<br>Discount Margin |
| Liabilities: | | | |
| CLO Notes | $5,161.6 | Discounted Cash Flow | Default Rate<br>Recovery Rate<br>Prepayment Rate<br>Discount Margin |

The following narrative indicates the sensitivity of inputs:

- Default Rate: An increase (decrease) in the expected default rate would likely increase (decrease) the discount margin (increase risk premium) used to value the CLO investments and CLO notes and, as a result, would potentially decrease the value of the CLO investments and CLO notes; however, if an increase in the expected default rates does not have a subsequent change in the discount margin used to value the CLO investments and CLO notes, then an increase in default rate would potentially increase the value of the CLO investments and CLO notes as the expected weighted average life ("WAL") of the CLO investments and CLO notes would decrease.
- Recovery rate: A decrease (increase) in the expected recovery of defaulted assets would potentially decrease (increase) the valuation of CLO investments and CLO notes.
- Prepayment Rate: A decrease (increase) in the expected rate of collateral prepayments would potentially decrease (increase) the valuation of CLO investments and CLO notes as the expected WAL would increase.
- Discount Margin (spread over LIBOR): An increase (decrease) in the discount margin used to value the CLO investments and CLO notes and would decrease (increase) the value of the CLO investments and CLO notes.

Effective May 28, 2014, a certain CLO established a revolving line of credit of up to $60.0 bearing interest at LIBOR plus 140 basis points. The CLO may increase the line of credit up to $135.0. In addition, the lender has the discretion to further increase the line of credit to a maximum of $360.0. The line of credit is used for funding the purchase of loans for the CLO portfolio prior to the CLO's closing date. As of June 30, 2014, no draws have been made upon the line of credit.

VOEs - Private Equity Funds and Single Strategy Hedge Funds

Limited partnerships, at fair value, primarily represent the Company's investments in private equity funds and single strategy hedge funds. At times, the limited partnerships make strategic co-investments directly into private equity companies, including, but not limited to, buyout, venture capital, distressed and mezzanine. The fair value for these investments is estimated based on the NAV from the latest financial statements of these funds, provided by the fund's investment manager or third-party administrator.

Private Equity Funds

As prescribed in ASC Topic 820, the unit of account for these investments is the interest in the investee fund. The Company owns an undivided interest in the fund portfolio and does not have the ability to dispose of individual assets and liabilities in the fund portfolio. Rather, the Company would be required to redeem or dispose of its entire interest in the investee fund. There is no current active market for interests in underlying private equity funds.

Valuation is generally based on the valuations provided by the fund's general partner or investment manager. The valuations typically reflect the fair value of the Company's capital account balance of each fund investment, including unrealized capital gains (losses), as reported in the financial statements of the respective investee fund as of the respective year end or the latest available date. In circumstances where fair values are not provided, the Company seeks to determine the fair value of fund investments based upon other information provided by the fund's general partner or investment manager or from other sources.

The fair value of securities received in-kind from fund investments is determined based on the restrictions around the securities.

- Unrestricted, publicly traded securities are valued at the closing public market price on the reporting date;
- Restricted, publicly traded securities may be valued at a discount from the closing public market price on the reporting date, depending on the circumstances; and
- Privately held securities are valued by the directors/general partner of the investee fund, based on a variety of factors, including the price of recent transactions in the company's securities and the company's earnings, revenue and book value.

In the case of direct investments or co-investments in private equity companies, the Company initially recognizes investments at cost and subsequently adjusts investments to fair value. On a quarterly basis, the Company reviews the general partner or lead investor's valuation of the investee company, taking into account other available information, such as indications of a market value through subsequent issues of capital or transactions between third parties, performance of the investee company during the period and public, comparable companies' analysis, where appropriate.

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Investments in these funds typically may not be fully redeemed at NAV within 90 days because of inherent restriction on near term redemptions. Therefore, these investments are classified within Level 3 of the fair value hierarchy.

As of June 30, 2014 and December 31, 2013, certain private equity funds maintained revolving lines of credit of $400.0, which renew annually and bear interest at LIBOR/EURIBOR plus 225 bps. The lines of credit are used for funding transactions before capital is called from investors, as well as for the financing of certain purchases. The private equity funds generally may borrow an amount that does not exceed the lesser of a certain percentage of the funds' undrawn commitments or a certain percentage of the funds' undrawn commitments plus 350% asset coverage from the invested assets of the funds. As of June 30, 2014 and December 31, 2013, outstanding borrowings amount to $269.2 and $212.2, respectively. The borrowings are reflected in Liabilities related to consolidated investment entities - other liabilities on the Condensed Consolidated Balance Sheets. The borrowings are carried at an amount equal to the unpaid principal balance.

Single Strategy Hedge Funds

As of June 30, 2014 and December 31, 2013, the Company acts as investment manager of a certain single strategy hedge fund (the "Fund") that seeks to achieve its investment objective by investing in all forms of U.S. residential mortgage-backed securities, government securities and related derivative instruments, including without limitation, U.S. Treasury debt, government sponsored enterprise ("Agency") backed securities and fixed or adjustable rate collateralized mortgage obligations and Real Estate Mortgage Investment Conduits ("REMICs"). The Fund may also enter into repurchase and reverse repurchase agreements.

Investments in this Fund are priced in accordance with the Fund's pricing hierarchy process in which prices are obtained from a primary vendor and, if that vendor is unable to provide the price, the next vendor in the hierarchy is contacted until a price is obtained or it is determined that a price cannot be obtained from a commercial pricing service. When a price cannot be obtained from a commercial pricing service, independent broker quotes are solicited. Securities that rely upon a vendor supplied price are classified as Level 2. Securities priced using independent broker quotes are classified as Level 3.

As of June 30, 2014 and December 31, 2013, this Fund sold securities under an agreement to repurchase at a specified future date. Securities sold under an agreement to repurchase are not derecognized on the Condensed Consolidated Balance Sheets, as the single strategy hedge fund retains substantially all the risks and rewards of ownership. The obligation to repay the corresponding cash received is recognized in the Condensed Consolidated Balance Sheets in Liabilities related to consolidated investment entities - other liabilities. As of June 30, 2014 and December 31, 2013, outstanding financings amount to $243.8 and $147.5, respectively.

The following table summarizes the fair value hierarchy levels of consolidated investment entities as of June 30, 2014:

| | Level 1 | Level 2 | Level 3 | Fair Value Measurements |
|---|---|---|---|---|
| Assets | | | | |
| VIEs - CLO entities: | | | | |
| Cash and cash equivalents | $574.1 | $— | $— | $574.1 |

| | | | | |
|---|---|---|---|---|
| Corporate loans, at fair value using the fair value option | — | 5,745.1 | 19.8 | 5,764.9 |
| VOEs - Private equity funds and single strategy hedge funds: | | | | |
| Cash and cash equivalents | 71.5 | — | — | 71.5 |
| Limited partnerships/corporations, at fair value | — | 718.9 | 2,873.0 | 3,591.9 |
| Total assets, at fair value | $645.6 | $6,464.0 | $2,892.8 | $10,002.4 |
| Liabilities | | | | |
| VIEs - CLO entities: | | | | |
| CLO notes, at fair value using the fair value option | $— | $— | $5,955.6 | $5,955.6 |
| Total liabilities, at fair value | $— | $— | $5,955.6 | $5,955.6 |

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The following table summarizes the fair value hierarchy levels of consolidated investment entities as of December 31, 2013:

| | Level 1 | Level 2 | Level 3 | Fair Value Measurements |
|---|---|---|---|---|
| Assets | | | | |
| VIEs - CLO entities: | | | | |
| Cash and cash equivalents | $642.5 | $— | $— | $642.5 |
| Corporate loans, at fair value using the fair value option | — | 4,939.8 | 25.5 | 4,965.3 |
| VOEs - Private equity funds and single strategy hedge funds: | | | | |
| Cash and cash equivalents | 68.2 | — | — | 68.2 |
| Limited partnerships/corporations, at fair value | — | 484.5 | 2,734.1 | 3,218.6 |
| Total assets, at fair value | $710.7 | $5,424.3 | $2,759.6 | $8,894.6 |
| Liabilities | | | | |
| VIEs - CLO entities: | | | | |
| CLO notes, at fair value using the fair value option | $— | $— | $5,161.6 | $5,161.6 |
| Total liabilities, at fair value | $— | $— | $5,161.6 | $5,161.6 |

Level 3 assets primarily include investments in private equity funds and single strategy hedge funds held by the consolidated VOEs, while the Level 3 liabilities consist of CLO notes. Transfers of investments out of Level 3 and into Level 2 or Level 1, if any, are recorded as of the beginning of the period in which the transfer occurred. For the three months ended June 30, 2014 and June 30, 2013 there were no transfers in or out of Level 3, or transfers between Level 1 and Level 2.

For the six months ended June 30, 2014, $13.9 of investments held in a single strategy hedge fund were transferred from Level 2 to Level 3 based upon the use of broker quotes to price certain underlying securities held by the single strategy hedge fund. For the six months ended June 30, 2014, there were no transfers between Level 1 and Level 2. For the six months ended June 30, 2013 there were no transfers in or out of Level 3, or transfers between Level 1 and Level 2.

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The reconciliation of the beginning and ending fair value measurements for Level 3 assets and liabilities using significant unobservable inputs for the three months ended June 30, 2014 is presented in the table below:

| | Fair Value as of April 1 | Gains (Losses) Included in the Condensed Consolidated Statement of Operations | Purchases | Sales | Transfer into Level 3 | Transfer out of Level 3 | Fair Value as of June 30 |
|---|---|---|---|---|---|---|---|
| Assets | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| Corporate loans, at fair value using the fair value option | $25.0 | $0.1 | $— | $(5.3) | $— | $— | $19.8 |
| VOEs - Private equity funds and single strategy hedge funds: | | | | | | | |
| Limited partnerships/corporations, at fair value | 2,752.5 | 215.6 | 224.7 | (319.8) | — | — | 2,873.0 |
| Total assets, at fair value | $2,777.5 | $215.7 | $224.7 | $(325.1) | $— | $— | $2,892.8 |
| Liabilities | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| CLO notes, at fair value using the fair value option | $5,525.5 | $(38.0) | $525.9 | $(57.8) | $— | $— | $5,955.6 |
| Total liabilities, at fair value | $5,525.5 | $(38.0) | $525.9 | $(57.8) | $— | $— | $5,955.6 |

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The reconciliation of the beginning and ending fair value measurements for Level 3 assets and liabilities using significant unobservable inputs for the six months ended June 30, 2014 is presented in the table below:

| | Fair Value as of January 1 | Gains (Losses) Included in the Condensed Consolidated Statement of Operations | Purchases | Sales | Transfer into Level 3 | Transfer out of Level 3 | Fair Value as of June 30 |
|---|---|---|---|---|---|---|---|
| Assets | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| Corporate loans, at fair value using the fair value option | $25.5 | $0.3 | $— | $(6.0) | $— | $— | $19.8 |
| VOEs - Private equity funds and single strategy hedge funds: | | | | | | | |
| Limited partnerships/corporations, at fair value | 2,734.1 | 215.0 | 229.8 | (319.8) | 13.9 | — | 2,873.0 |
| Total assets, at fair value | $2,759.6 | $215.3 | $229.8 | $(325.8) | $13.9 | $— | $2,892.8 |
| Liabilities | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| CLO notes, at fair value using the fair value option | $5,161.6 | $(36.9) | $935.3 | $(104.4) | $— | $— | $5,955.6 |
| Total liabilities, at fair value | $5,161.6 | $(36.9) | $935.3 | $(104.4) | $— | $— | $5,955.6 |

The reconciliation of the beginning and ending fair value measurements for Level 3 assets and liabilities using significant unobservable inputs for the three months ended June 30, 2013 is presented in the table below:

| | Fair Value as of April 1 | Gains (Losses) Included in the Condensed Consolidated Statement of Operations | Purchases | Sales | Transfer into Level 3 | Transfer out of Level 3 | Fair Value as of June 30 |
|---|---|---|---|---|---|---|---|
| Assets | | | | | | | |
| VOEs - Private equity funds and single strategy hedge funds: | | | | | | | |
| Limited partnerships/corporations, at fair value | $2,980.7 | $66.1 | $202.5 | $(261.6) | $— | $— | $2,987.7 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Total assets, at fair value | $2,980.7 | $66.1 | $202.5 | $(261.6 ) | $— | $— | $2,987.7 |
| Liabilities | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| CLO notes, at fair value using the fair value option | $4,448.1 | $35.8 | $465.1 | $(67.7 ) | $— | $— | $4,881.3 |
| Total liabilities, at fair value | $4,448.1 | $35.8 | $465.1 | $(67.7 ) | $— | $— | $4,881.3 |

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The reconciliation of the beginning and ending fair value measurements for Level 3 assets and liabilities using significant unobservable inputs for the six months ended June 30, 2013 is presented in the table below:

| | Fair Value as of January 1 | Gains (Losses) Included in the Condensed Consolidated Statement of Operations | Purchases | Sales | Transfer into Level 3 | Transfer out of Level 3 | Fair Value as of June 30 |
|---|---|---|---|---|---|---|---|
| Assets | | | | | | | |
| VOEs - Private equity funds and single strategy hedge funds: | | | | | | | |
| Limited partnerships/corporations, at fair value | $2,931.2 | $50.0 | $268.8 | $(262.3 ) | $— | $— | $2,987.7 |
| Total assets, at fair value | $2,931.2 | $50.0 | $268.8 | $(262.3 ) | $— | $— | $2,987.7 |
| Liabilities | | | | | | | |
| VIEs - CLO entities: | | | | | | | |
| CLO notes, at fair value using the fair value option | $3,829.4 | $39.3 | $1,081.2 | $(68.6 ) | $— | $— | $4,881.3 |
| Total liabilities, at fair value | $3,829.4 | $39.3 | $1,081.2 | $(68.6 ) | $— | $— | $4,881.3 |

Deconsolidation of Certain Investment Entities

During the three and six months ended June 30, 2014 and 2013, the Company did not deconsolidate any investment entities.

Nonconsolidated VIEs

CLO Entities

In addition to the consolidated CLO entities, the Company also holds variable interest in certain CLO entities that are not consolidated as it has been determined that the Company is not the primary beneficiary. With these CLO entities, the Company serves as the investment manager and receives investment management fees and contingent performance fees. Generally, the Company does not hold any interest in the nonconsolidated CLO entities but if it does, such ownership has been deemed to be insignificant. The Company has never provided, and is not obligated to provide, any financial or other support to these entities.

The Company reviews its assumptions on a periodic basis to determine if conditions have changed such that the projection of these contingent fees becomes significant enough to reconsider the Company's consolidation status as variable interest holder. As of June 30, 2014 and December 31, 2013, the Company did not hold any ownership interests in these unconsolidated CLOs.

The following table presents the carrying amounts of total assets and liabilities of the CLOs in which the Company has concluded that it holds a variable interest, but is not the primary beneficiary as of the dates indicated. The Company determines its maximum exposure to loss to be: (i) the amount invested in the debt or equity of the CLO and (ii) other commitments and guarantees to the CLO.

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Carrying amount | $— | $— |
| Maximum exposure to loss | — | — |
| Assets of nonconsolidated investment entities | 1,365.8 | 1,640.4 |
| Liabilities of nonconsolidated investment entities | 1,402.5 | 1,639.0 |

Investment Funds

The Company manages or holds investments in certain private equity funds and single strategy hedge funds. With these entities, the Company serves as the investment manager and is entitled to receive investment management fees and contingent performance fees that are generally expected to be insignificant. Although the Company has the power to direct the activities that significantly impact the economic performance of the funds, it does not hold a significant variable interest in any of these funds and, as such, does not have the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the entity. Accordingly, the Company is not considered the primary beneficiary and did not consolidate any of these investment funds.

In addition, the Company does not consolidate the funds in which its involvement takes a form of a limited partner interest and is restricted to a role of a passive investor, as a limited partner's interest does not provide the Company with any substantive kick-out or participating rights, which would overcome the presumption of control by the general partner.

Securitizations

The Company invests in various tranches of securitization entities, including RMBS, CMBS and ABS. Through its investments, the Company is not obligated to provide any financial or other support to these entities. Each of the RMBS, CMBS and ABS entities are thinly capitalized by design and considered VIEs. The Company's involvement with these entities is limited to that of a passive investor. The Company has no unilateral right to appoint or remove the servicer, special servicer or investment manager, which are generally viewed to have the power to direct the activities that most significantly impact the securitization entities' economic performance, in any of these entities, nor does the Company function in any of these roles. The Company, through its investments or other arrangements, does not have the obligation to absorb losses or the right to receive benefits from the entity that could potentially be significant to the entity. Therefore, the Company is not the primary beneficiary and will not consolidate any of the RMBS, CMBS and ABS entities in which it holds investments. These investments are accounted for as investments available-for-sale as described in the Fair Value Measurements (excluding Consolidated Investment Entities) Note to these Condensed Consolidated Financial Statements and unrealized capital gains (losses) on these securities are recorded directly in AOCI, except for certain RMBS which are accounted for under the FVO whose change in fair value is reflected in Other net realized gains (losses) in the Condensed Consolidated Statements of Operations. The Company’s maximum exposure to loss on these structured investments is limited to the amount of its investment. Refer to the Investments (excluding Consolidated Investment Entities) Note to these Condensed Consolidated Financial Statements for details regarding the carrying amounts and classifications of these assets.

15. Segments

The Company provides its principal products and services in three ongoing businesses and reports results through five ongoing segments as follows:

| Business | Segment |
|---|---|
| Retirement Solutions | Retirement |

| | |
|---|---|
| Investment Management | Annuities<br>Investment Management |
| Insurance Solutions | Individual Life<br>Employee Benefits |

The Company also has a Corporate segment, which includes the financial data not directly related to the businesses and Closed Block segments, which include non-strategic products that are in run-off and no longer being actively marketed and sold.

These segments reflect the manner by which the Company's chief operating decision maker views and manages the business. The following is a brief description of these segments, as well as Corporate and Closed Block segments.

Retirement Solutions

The Retirement Solutions business provides its products through two segments: Retirement and Annuities. The Retirement segment provides tax-deferred, employer-sponsored retirement savings plans and administrative services in corporate, education, healthcare and government markets, as well as rollover IRAs and other retail financial products. The Annuities segment primarily provides fixed and indexed annuities, tax-qualified mutual fund custodial products and payout annuities for pre-retirement wealth accumulation and postretirement income management sold through multiple channels.

Investment Management

The Investment Management business provides investment products and retirement solutions through a broad range of traditional and alternative asset classes, geographies and styles, in separate accounts, pooled accounts, annuity portfolios and mutual funds. Products and services are offered to institutional clients, including public, corporate and union retirement plans, endowments and foundations and insurance companies, as well as individual investors and affiliated U.S. businesses and are distributed through the Company's direct sales force, consultant channel and intermediary partners (such as banks, broker-dealers and independent financial advisers).

Insurance Solutions

The Insurance Solutions business provides its products through two segments: Individual Life and Employee Benefits. The Individual Life segment provides wealth protection and transfer opportunities through universal, variable and term products, distributed through independent channels to meet the needs of a broad range of customers from the middle market through affluent market segments. The Employee Benefits segment provides stop loss, group life, voluntary employee-paid and disability products to mid-sized and large businesses.

Corporate

Corporate includes corporate operations and corporate level assets and financial obligations. The Corporate segment includes investment income on assets backing surplus in excess of amounts held at the segment level, financing and interest expenses, other items not allocated to segments, such as certain expenses and liabilities of employee benefit plans and intercompany eliminations.

Closed Blocks

Closed Blocks include the Closed Block Variable Annuity ("CBVA"), Closed Block Institutional Spread Products and Closed Block Other segments, which are in run-off. CBVA and Closed Block Institutional Spread Products (which issues guaranteed investment contracts and funding agreements) are no longer being actively marketed and sold, but are managed to protect regulatory and rating agency capital from equity market movements. The Closed Block Other segment mainly consists of the contingent consideration and loss related to the 2010 sale of three of the Company’s broker dealers, and the amortization of the deferred gain related to the divestment of Group Reinsurance in 2010 via reinsurance and the Individual Reinsurance segment that was divested in 2004 via reinsurance.

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Measurement

Operating earnings before income taxes is an internal measure used by management to evaluate segment performance. The Company uses the same accounting policies and procedures to measure segment operating earnings before income taxes as it does for consolidated Net income (loss). Operating earnings before income taxes does not replace Net income (loss) as the U.S. GAAP measure of the Company's consolidated results of operations. However, the Company believes that the definitions of operating earnings before income taxes provide users with a more valuable measure of its business and segment performances and enhance the understanding of the Company's performance by highlighting performance drivers. Each segment's operating earnings before income taxes is calculated by adjusting Income (loss) before income taxes for the following items:

- Net investment gains (losses), net of related amortization of DAC, VOBA, sales inducements and unearned revenue. Net investment gains (losses) include gains (losses) on the sale of securities, impairments, changes in the fair value of investments using the FVO unrelated to the implied loan-backed security income recognition for certain mortgage-backed obligations and changes in the fair value of derivative instruments, excluding realized gains (losses) associated with swap settlements and accrued interest;

- Net guaranteed benefit hedging gains (losses), which include changes in the fair value of derivatives related to guaranteed benefits, net of related reserve increases (decreases) and net of related amortization of DAC, VOBA and sales inducements, less the estimated cost of these benefits. The estimated cost, which is reflected in operating results, reflects the expected cost of these benefits if markets perform in line with the Company's long-term expectations and includes the cost of hedging. All other derivative and reserve changes related to guaranteed benefits are excluded from operating results, including the impacts related to changes in the Company's nonperformance spread;

- Income (loss) related to businesses exited through reinsurance or divestment;

- Income (loss) attributable to noncontrolling interests;

- Income (loss) related to early extinguishment of debt;

- Impairment of goodwill, value of management contract rights and value of customer relationships acquired;

- Immediate recognition of net actuarial gains (losses) related to the Company's pension and other post-employment benefit obligations and gains (losses) from plan amendments and curtailments; and

- Other items, including restructuring expenses (severance, lease write-offs, etc.), certain third-party expenses and deal incentives related to the divestment of the Company by ING Group, and expenses associated with the rebranding of Voya Financial, Inc. from ING U.S., Inc.

Operating earnings before income taxes also does not reflect the results of operations of the Company's CBVA segment, since this segment is managed to focus on protecting regulatory and rating agency capital rather than achieving operating metrics. When the Company presents the adjustments to Income (loss) before income taxes on a consolidated basis, each adjustment excludes the relative portions attributable to the Company's CBVA segment.

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The summary below reconciles operating earnings before income taxes for the segments to Income (loss) before income taxes for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Retirement Solutions: | | | | |
| Retirement | $135.8 | $132.1 | $250.7 | $269.9 |
| Annuities | 64.2 | 59.5 | 119.0 | 113.8 |
| Investment Management | 54.9 | 41.1 | 104.7 | 71.2 |
| Insurance Solutions: | | | | |
| Individual Life | 63.4 | 40.0 | 94.5 | 90.8 |
| Employee Benefits | 37.8 | 34.1 | 54.7 | 46.5 |
| Total Ongoing Businesses | 356.1 | 306.8 | 623.6 | 592.2 |
| Corporate | (38.3) | (52.8) | (75.6) | (102.9) |
| Closed Blocks: | | | | |
| Closed Block Institutional Spread Products | 6.6 | 10.9 | 12.0 | 33.0 |
| Closed Block Other | 3.9 | 7.1 | (0.6) | 6.4 |
| Closed Blocks | 10.5 | 18.0 | 11.4 | 39.4 |
| Total operating earnings before income taxes | $328.3 | $272.0 | $559.4 | $528.7 |
| | | | | |
| Adjustments: | | | | |
| Closed Block Variable Annuity | (84.1) | (338.4) | (63.9) | (815.5) |
| Net investment gains (losses) and related charges and adjustments | 73.0 | 0.8 | 130.6 | 42.6 |
| Net guaranteed benefit hedging gains (losses) and related charges and adjustments | (20.3) | 32.4 | (13.9) | 35.5 |
| Loss related to businesses exited through reinsurance or divestment | (26.9) | (17.0) | (37.4) | (33.9) |
| Income (loss) attributable to noncontrolling interests | 166.6 | (3.1) | 180.1 | (16.6) |
| Other adjustments to operating earnings | (17.6) | (21.9) | (33.6) | (30.3) |
| Income (loss) before income taxes | $419.0 | $(75.2) | $721.3 | $(289.5) |

Operating revenues is a measure of the Company's segment revenues. The Company calculates operating revenues by adjusting each segment's revenues for the following items:

- Net realized investment gains (losses) and related charges and adjustments include gains (losses) on the sale of securities, impairments, changes in the fair value of investments using the FVO unrelated to the implied loan-backed security income recognition for certain mortgage-backed obligations and changes in the fair value of derivative instruments, excluding realized gains (losses) associated with swap settlements and accrued interest. These are net of related amortization of unearned revenue;

•

Gain (loss) on change in fair value of derivatives related to guaranteed benefits include changes in the fair value of derivatives related to guaranteed benefits, less the estimated cost of these benefits. The estimated cost, which is reflected in operating results, reflects the expected cost of these benefits if markets perform in line with the Company's long-term expectations and includes the cost of hedging. All other derivative and reserve changes related to guaranteed benefits are excluded from operating revenues, including the impacts related to changes in the Company's nonperformance spread;

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- Revenues related to businesses exited through reinsurance or divestment;
- Revenues attributable to noncontrolling interests; and
- Other adjustments to operating revenues primarily reflect fee income earned by the Company's broker-dealers for sales of non-proprietary products, which are reflected net of commission expense in the Company's segments' operating revenues, as well as other items where the income is passed on to third parties.

Operating revenues also do not reflect the revenues of the Company's CBVA segment, since this segment is managed to focus on protecting regulatory and rating agency capital rather than achieving operating metrics. When the Company presents the adjustments to Total revenues on a consolidated basis, each adjustment excludes the relative portions attributable to the Company's CBVA segment.

The summary below reconciles operating revenues for the segments to Total revenues for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Retirement Solutions: | | | | |
| Retirement | $592.9 | $596.9 | $1,191.4 | $1,180.1 |
| Annuities | 330.8 | 304.0 | 685.2 | 611.6 |
| Investment Management | 163.2 | 148.6 | 323.7 | 280.5 |
| Insurance Solutions: | | | | |
| Individual Life | 699.9 | 694.8 | 1,392.1 | 1,381.9 |
| Employee Benefits | 342.5 | 311.7 | 681.4 | 629.8 |
| Total Ongoing Businesses | 2,129.3 | 2,056.0 | 4,273.8 | 4,083.9 |
| Corporate | 23.6 | 7.9 | 48.9 | 25.0 |
| Closed Blocks: | | | | |
| Closed Block Institutional Spread Products | 17.0 | 26.3 | 34.6 | 64.6 |
| Closed Block Other | 7.0 | 7.3 | 15.0 | 14.5 |
| Closed Blocks | 24.0 | 33.6 | 49.6 | 79.1 |
| Total operating revenues | $2,176.9 | $2,097.5 | $4,372.3 | $4,188.0 |
| | | | | |
| Adjustments: | | | | |
| Closed Block Variable Annuity | 112.1 | (60.3) | 396.7 | (504.3) |
| Net realized investment gains (losses) and related charges and adjustments | 67.0 | (41.9) | 116.6 | (11.5) |
| Gain (loss) on change in fair value of derivatives related to guaranteed benefits | (24.3) | 70.1 | (48.2) | 90.7 |
| Revenues related to businesses exited through reinsurance or divestment | 66.9 | (55.8) | 85.9 | (67.9) |
| Revenues (loss) attributable to noncontrolling interests | 219.1 | 60.9 | 279.9 | 101.2 |
| Other adjustments to operating revenues | 80.4 | 70.1 | 165.8 | 163.0 |

| | | | | |
|---|---|---|---|---|
| Total revenues | $2,698.1 | $2,140.6 | $5,369.0 | $3,959.2 |

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Other Segment Information

The Investment Management segment revenues include the following intersegment revenues, primarily consisting of asset-based management and administration fees for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Investment management intersegment revenues | $39.0 | $39.9 | $78.3 | $79.2 |

The summary below presents Total assets for the Company’s segments as of the dates indicated:

| | June 30, 2014 | December 31, 2013 |
|---|---|---|
| Retirement Solutions: | | |
| Retirement | $97,612.1 | $92,336.7 |
| Annuities | 27,023.1 | 26,528.3 |
| Investment Management | 458.6 | 463.3 |
| Insurance Solutions: | | |
| Individual Life | 26,416.5 | 25,592.2 |
| Employee Benefits | 2,648.5 | 2,518.5 |
| Total Ongoing Businesses | 154,158.8 | 147,439.0 |
| Corporate | 4,210.8 | 4,802.8 |
| Closed Blocks: | | |
| Closed Block Variable Annuity | 50,186.6 | 49,483.5 |
| Closed Block Institutional Spread Products | 2,536.6 | 3,390.1 |
| Closed Block Other | 7,582.1 | 7,586.5 |
| Closed Blocks | 60,305.3 | 60,460.1 |
| Total assets of segments | 218,674.9 | 212,701.9 |
| Noncontrolling interest | 9,403.1 | 8,321.3 |
| Total assets | $228,078.0 | $221,023.2 |

16. Condensed Consolidating Financial Information

The accompanying condensed consolidating financial information has been prepared and presented pursuant to SEC Regulation S-X, Rule 3-10, "Financial Statements of Guarantors and Issuers of Guaranteed Securities Registered or Being Registered" ("Rule 3-10"). The condensed consolidating financial information presents the financial position of Voya Financial, Inc. ("Parent Issuer"), Lion Holdings ("Subsidiary Guarantor") and all other subsidiaries ("Non-Guarantor Subsidiaries") of the Company at June 30, 2014 and December 31, 2013, their results of operations and comprehensive income for the three and six months ended June 30, 2014 and 2013 and their statements of cash flows for the six months ended June 30, 2014 and 2013.

The 5.5% senior notes due 2022, the 2.9% senior notes due 2018 and the 5.7% senior notes due 2043 (collectively, the "Senior Notes") and the 5.65% fixed-to-floating rate junior subordinated notes due 2053 (the "Junior Subordinated Notes") are fully and unconditionally guaranteed by Lion Holdings, a 100% owned subsidiary of the Company. No other subsidiary of Voya Financial, Inc. guarantees the Senior Notes or the Junior Subordinated Notes. Rule 3-10(h) provides that a guarantee is full and unconditional if, when the issuer of a guaranteed security has failed to make a scheduled payment, the guarantor is obligated to make the scheduled payment immediately and, if it does not, any holder of the guaranteed security may immediately bring suit directly against the guarantor for payment of all amounts due and payable. In the event that Lion Holdings does not fulfill the guaranteed obligations, any holder of the Senior Notes or the Junior Subordinated Notes may immediately bring a claim against Lion Holdings for all amounts due and payable. See the Insurance Subsidiaries Note to these Condensed Consolidated Financial Statements for information on any significant restrictions on the ability of the Parent Issuer or Subsidiary Guarantor to obtain funds from its subsidiaries by dividend or return of capital.

The following condensed consolidating financial information is presented in conformance with the components of the Condensed Consolidated Financial Statements. Investments in subsidiaries are accounted for using the equity method for purposes of illustrating the consolidating presentation. Equity in the subsidiaries is therefore reflected in the Parent Issuer's and Subsidiary Guarantor's Investment in subsidiaries and Equity in earnings of subsidiaries. Non-Guarantor Subsidiaries represent all other subsidiaries on a combined basis. The consolidating adjustments presented herein eliminate investments in subsidiaries and intercompany balances and transactions.

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Condensed Consolidating Balance Sheet
June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Assets: | | | | | |
| Investments: | | | | | |
| Fixed maturities, available-for-sale, at fair value | $— | $— | $70,939.6 | $(15.3) | $70,924.3 |
| Fixed maturities, at fair value using the fair value option | — | — | 3,538.7 | — | 3,538.7 |
| Equity securities, available-for-sale, at fair value | 83.8 | — | 189.7 | — | 273.5 |
| Short-term investments | — | — | 775.9 | — | 775.9 |
| Mortgage loans on real estate, net of valuation allowance | — | — | 9,491.4 | — | 9,491.4 |
| Policy loans | — | — | 2,113.7 | — | 2,113.7 |
| Limited partnerships/corporations | — | — | 343.9 | — | 343.9 |
| Derivatives | 61.1 | — | 1,196.4 | (162.9) | 1,094.6 |
| Investments in subsidiaries | 16,388.0 | 13,030.9 | — | (29,418.9) | — |
| Other investments | — | 3.9 | 116.3 | — | 120.2 |
| Securities pledged | — | — | 1,145.1 | — | 1,145.1 |
| Total investments | 16,532.9 | 13,034.8 | 89,850.7 | (29,597.1) | 89,821.3 |
| Cash and cash equivalents | 879.1 | 1.4 | 2,261.5 | — | 3,142.0 |
| Short-term investments under securities loan agreements, including collateral delivered | 30.7 | — | 592.6 | (20.1) | 603.2 |
| Accrued investment income | — | — | 906.5 | — | 906.5 |
| Reinsurance recoverable | — | — | 6,637.1 | — | 6,637.1 |
| Deferred policy acquisition costs and Value of business acquired | — | — | 4,511.2 | — | 4,511.2 |
| Sales inducements to contract holders | — | — | 241.5 | — | 241.5 |
| Current income taxes | 14.4 | (12.5) | 3.2 | — | 5.1 |
| Goodwill and other intangible assets | — | — | 303.2 | — | 303.2 |
| Loans to subsidiaries and affiliates | 267.3 | — | 0.3 | (267.6) | — |
| Due from subsidiaries and affiliates | 11.9 | 0.8 | 13.1 | (25.8) | — |
| Other assets | 55.0 | — | 1,083.8 | (0.7) | 1,138.1 |
| Assets related to consolidated investment entities: | | | | | |
| | — | — | 3,591.9 | — | 3,591.9 |

| | | | | | |
|---|---|---|---|---|---|
| Limited partnerships/corporations, at fair value | | | | | |
| Cash and cash equivalents | — | — | 645.6 | — | 645.6 |
| Corporate loans, at fair value using the fair value option | — | — | 5,764.9 | — | 5,764.9 |
| Other assets | — | — | 118.2 | — | 118.2 |
| Assets held in separate accounts | — | — | 110,648.2 | — | 110,648.2 |
| Total assets | $17,791.3 | $13,024.5 | $227,173.5 | $(29,911.3 ) | $228,078.0 |

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Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Balance Sheet
June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Liabilities and Shareholders' Equity: | | | | | |
| Future policy benefits | $— | $— | $14,675.5 | $— | $14,675.5 |
| Contract owner account balances | — | — | 69,749.0 | — | 69,749.0 |
| Payables under securities loan agreement, including collateral held | — | — | 904.9 | — | 904.9 |
| Short-term debt with affiliates | — | 225.3 | 42.0 | (267.3) | — |
| Long-term debt | 2,996.9 | 515.0 | 18.6 | (15.3) | 3,515.2 |
| Funds held under reinsurance agreements | — | — | 1,167.6 | — | 1,167.6 |
| Derivatives | 101.8 | — | 979.3 | (162.9) | 918.2 |
| Pension and other post-employment provisions | — | — | 464.7 | — | 464.7 |
| Deferred income taxes | (208.8) | — | 791.0 | — | 582.2 |
| Due to subsidiaries and affiliates | 11.9 | 1.2 | (2.3) | (10.8) | — |
| Other liabilities | 71.4 | 15.1 | 1,201.9 | (36.1) | 1,252.3 |
| Liabilities related to consolidated investment entities: | | | | | |
| Collateralized loan obligations notes, at fair value using the fair value option | — | — | 5,955.6 | — | 5,955.6 |
| Other liabilities | — | — | 981.3 | — | 981.3 |
| Liabilities related to separate accounts | — | — | 110,648.2 | — | 110,648.2 |
| Total liabilities | 2,973.2 | 756.6 | 207,577.3 | (492.4) | 210,814.7 |
| Shareholders' equity: | | | | | |
| Total Voya Financial, Inc. shareholders' equity | 14,818.1 | 12,267.9 | 17,151.0 | (29,418.9) | 14,818.1 |
| Noncontrolling interest | — | — | 2,445.2 | — | 2,445.2 |
| Total shareholders' equity | 14,818.1 | 12,267.9 | 19,596.2 | (29,418.9) | 17,263.3 |
| Total liabilities and shareholders' equity | $17,791.3 | $13,024.5 | $227,173.5 | $(29,911.3) | $228,078.0 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Balance Sheet
December 31, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Assets: | | | | | |
| Investments: | | | | | |
| Fixed maturities, available-for-sale, at fair value | $— | $— | $68,333.2 | $(15.4) | $68,317.8 |
| Fixed maturities, at fair value using the fair value option | — | — | 2,935.3 | — | 2,935.3 |
| Equity securities, available-for-sale, at fair value | 76.6 | 20.6 | 217.2 | — | 314.4 |
| Short-term investments | — | — | 1,048.1 | — | 1,048.1 |
| Mortgage loans on real estate, net of valuation allowance | — | — | 9,312.2 | — | 9,312.2 |
| Policy loans | — | — | 2,147.0 | — | 2,147.0 |
| Limited partnerships/corporations | — | — | 236.4 | — | 236.4 |
| Derivatives | 69.9 | — | 1,261.8 | (182.4) | 1,149.3 |
| Investments in subsidiaries | 15,103.8 | 12,572.7 | — | (27,676.5) | — |
| Other investments | — | 0.4 | 124.2 | — | 124.6 |
| Securities pledged | — | — | 1,465.7 | — | 1,465.7 |
| Total investments | 15,250.3 | 12,593.7 | 87,081.1 | (27,874.3) | 87,050.8 |
| Cash and cash equivalents | 640.2 | 1.1 | 2,199.5 | — | 2,840.8 |
| Short-term investments under securities loan agreements, including collateral delivered | 30.7 | — | 542.3 | (20.1) | 552.9 |
| Accrued investment income | — | — | 897.1 | — | 897.1 |
| Reinsurance recoverable | — | — | 6,702.2 | — | 6,702.2 |
| Deferred policy acquisition costs and Value of business acquired | — | — | 5,351.6 | — | 5,351.6 |
| Sales inducements to contract holders | — | — | 279.0 | — | 279.0 |
| Deferred income taxes | 204.4 | — | (42.3) | — | 162.1 |
| Goodwill and other intangible assets | — | — | 323.7 | — | 323.7 |
| Loans to subsidiaries and affiliates | 211.3 | — | 0.3 | (211.6) | — |
| Due from subsidiaries and affiliates | 26.9 | 0.6 | 1.7 | (29.2) | — |
| Other assets | 43.4 | — | 995.1 | (2.0) | 1,036.5 |
| Assets related to consolidated investment entities: | | | | | |
| | — | — | 3,218.6 | — | 3,218.6 |

| | | | | | |
|---|---|---|---|---|---|
| Limited partnerships/corporations, at fair value | | | | | |
| Cash and cash equivalents | — | — | 710.7 | — | 710.7 |
| Corporate loans, at fair value using the fair value option | — | — | 4,965.3 | — | 4,965.3 |
| Other assets | — | — | 104.8 | — | 104.8 |
| Assets held in separate accounts | — | — | 106,827.1 | — | 106,827.1 |
| Total assets | $16,407.2 | $12,595.4 | $220,157.8 | $(28,137.2) | $221,023.2 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Balance Sheet
December 31, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Liabilities and Shareholders' Equity: | | | | | |
| Future policy benefits | $— | $— | $14,098.4 | $— | $14,098.4 |
| Contract owner account balances | — | — | 69,908.3 | — | 69,908.3 |
| Payables under securities loan agreement, including collateral held | — | — | 769.4 | — | 769.4 |
| Short-term debt with affiliates | — | 125.4 | 85.9 | (211.3) | — |
| Long-term debt | 2,996.7 | 514.7 | 18.7 | (15.4) | 3,514.7 |
| Funds held under reinsurance agreements | — | — | 1,181.5 | — | 1,181.5 |
| Derivatives | 114.0 | — | 1,420.2 | (182.4) | 1,351.8 |
| Pension and other post-employment provisions | — | — | 474.9 | — | 474.9 |
| Current income taxes | (47.0) | 10.6 | 80.5 | — | 44.1 |
| Due to subsidiaries and affiliates | 0.2 | 1.5 | 12.5 | (14.2) | — |
| Other liabilities | 71.1 | 14.4 | 1,226.0 | (37.4) | 1,274.1 |
| Liabilities related to consolidated investment entities: | | | | | |
| Collateralized loan obligations notes, at fair value using the fair value option | — | — | 5,161.6 | — | 5,161.6 |
| Other liabilities | — | — | 903.3 | — | 903.3 |
| Liabilities related to separate accounts | — | — | 106,827.1 | — | 106,827.1 |
| Total liabilities | 3,135.0 | 666.6 | 202,168.3 | (460.7) | 205,509.2 |
| Shareholders' equity: | | | | | |
| Total Voya Financial, Inc. shareholders' equity | 13,272.2 | 11,928.8 | 15,747.7 | (27,676.5) | 13,272.2 |
| Noncontrolling interest | — | — | 2,241.8 | — | 2,241.8 |
| Total shareholders' equity | 13,272.2 | 11,928.8 | 17,989.5 | (27,676.5) | 15,514.0 |
| Total liabilities and shareholders' equity | $16,407.2 | $12,595.4 | $220,157.8 | $(28,137.2) | $221,023.2 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Operations
For the Three Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Net investment income | $5.1 | $0.1 | $1,118.2 | $(2.5) | $1,120.9 |
| Fee income | — | — | 897.3 | — | 897.3 |
| Premiums | — | — | 629.4 | — | 629.4 |
| Net realized gains (losses): | | | | | |
| Total other-than-temporary impairments | — | — | (2.6) | — | (2.6) |
| Less: Portion of other-than-temporary impairments recognized in Other comprehensive income (loss) | — | — | (0.1) | — | (0.1) |
| Net other-than-temporary impairments recognized in earnings | — | — | (2.5) | — | (2.5) |
| Other net realized capital gains (losses) | (5.4) | 0.7 | (359.3) | — | (364.0) |
| Total net realized capital gains (losses) | (5.4) | 0.7 | (361.8) | — | (366.5) |
| Other revenue | 0.7 | 0.2 | 110.1 | (0.7) | 110.3 |
| Income (loss) related to consolidated investment entities: | | | | | |
| Net investment income (loss) | — | — | 300.5 | — | 300.5 |
| Changes in fair value related to collateralized loan obligations | — | — | 6.2 | — | 6.2 |
| Total revenues | 0.4 | 1.0 | 2,699.9 | (3.2) | 2,698.1 |
| Benefits and expenses: | | | | | |
| Policyholder benefits | — | — | 811.2 | — | 811.2 |
| Interest credited to contract owner account balance | — | — | 494.0 | — | 494.0 |
| Operating expenses | 0.8 | 0.1 | 758.1 | (0.7) | 758.3 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | — | — | 115.7 | — | 115.7 |
| Interest expense | 37.6 | 11.0 | 1.4 | (2.5) | 47.5 |
| Operating expenses related to consolidated investment entities: | | | | | |
| Interest expense | — | — | 49.5 | — | 49.5 |
| Other expense | — | — | 2.9 | — | 2.9 |
| Total benefits and expenses | 38.4 | 11.1 | 2,232.8 | (3.2) | 2,279.1 |
| Income (loss) before income taxes | (38.0) | (10.1) | 467.1 | — | 419.0 |
| Income tax expense (benefit) | — | (2.0) | 11.0 | (2.9) | 6.1 |
| Net income (loss) before equity in earnings (losses) of unconsolidated | (38.0) | (8.1) | 456.1 | 2.9 | 412.9 |

| | | | | | |
|---|---|---|---|---|---|
| affiliates | | | | | |
| Equity in earnings (losses) of subsidiaries, net of tax | 284.3 | 123.9 | — | (408.2 ) | — |
| Net income (loss) including noncontrolling interest | 246.3 | 115.8 | 456.1 | (405.3 ) | 412.9 |
| Less: Net income (loss) attributable to noncontrolling interest | — | — | 166.6 | — | 166.6 |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders | $246.3 | $115.8 | $289.5 | $(405.3 ) | $246.3 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Operations
For the Six Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Net investment income | $7.1 | $0.1 | $2,263.1 | $(3.8) | $2,266.5 |
| Fee income | — | — | 1,829.1 | — | 1,829.1 |
| Premiums | — | — | 1,230.3 | — | 1,230.3 |
| Net realized gains (losses): | | | | | |
| Total other-than-temporary impairments | — | — | (5.9) | — | (5.9) |
| Less: Portion of other-than-temporary impairments recognized in Other comprehensive income (loss) | — | — | (0.1) | — | (0.1) |
| Net other-than-temporary impairments recognized in earnings | — | — | (5.8) | — | (5.8) |
| Other net realized capital gains (losses) | (4.8) | 0.7 | (547.2) | — | (551.3) |
| Total net realized capital gains (losses) | (4.8) | 0.7 | (553.0) | — | (557.1) |
| Other revenue | 1.6 | 0.2 | 215.6 | (1.6) | 215.8 |
| Income (loss) related to consolidated investment entities: | | | | | |
| Net investment income (loss) | — | — | 382.0 | — | 382.0 |
| Changes in fair value related to collateralized loan obligations | — | — | 2.4 | — | 2.4 |
| Total revenues | 3.9 | 1.0 | 5,369.5 | (5.4) | 5,369.0 |
| Benefits and expenses: | | | | | |
| Policyholder benefits | — | — | 1,676.2 | — | 1,676.2 |
| Interest credited to contract owner account balance | — | — | 987.1 | — | 987.1 |
| Operating expenses | 2.3 | 0.1 | 1,547.0 | (1.6) | 1,547.8 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | — | — | 241.8 | — | 241.8 |
| Interest expense | 74.8 | 21.5 | 2.6 | (3.8) | 95.1 |
| Operating expenses related to consolidated investment entities: | | | | | |
| Interest expense | — | — | 95.7 | — | 95.7 |
| Other expense | — | — | 4.0 | — | 4.0 |
| Total benefits and expenses | 77.1 | 21.6 | 4,554.4 | (5.4) | 4,647.7 |
| Income (loss) before income taxes | (73.2) | (20.6) | 815.1 | — | 721.3 |
| Income tax expense (benefit) | — | 1.3 | 33.1 | 2.4 | 36.8 |
| Net income (loss) before equity in earnings (losses) of unconsolidated | (73.2) | (21.9) | 782.0 | (2.4) | 684.5 |

| | | | | | |
|---|---|---|---|---|---|
| affiliates | | | | | |
| Equity in earnings (losses) of subsidiaries, net of tax | 577.6 | 138.2 | — | (715.8) | — |
| Net income (loss) including noncontrolling interest | 504.4 | 116.3 | 782.0 | (718.2) | 684.5 |
| Less: Net income (loss) attributable to noncontrolling interest | — | — | 180.1 | — | 180.1 |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders | $504.4 | $116.3 | $601.9 | $(718.2) | $504.4 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Operations
For the Three Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Net investment income | $0.2 | $— | $1,112.6 | $(0.6) | $1,112.2 |
| Fee income | — | — | 909.7 | — | 909.7 |
| Premiums | — | — | 474.8 | — | 474.8 |
| Net realized gains (losses): | | | | | |
| Total other-than-temporary impairments | — | — | (9.7) | — | (9.7) |
| Less: Portion of other-than-temporary impairments recognized in Other comprehensive income (loss) | — | — | (2.5) | — | (2.5) |
| Net other-than-temporary impairments recognized in earnings | — | — | (7.2) | — | (7.2) |
| Other net realized capital gains (losses) | — | — | (558.7) | — | (558.7) |
| Total net realized capital gains (losses) | — | — | (565.9) | — | (565.9) |
| Other revenue | 0.7 | — | 107.7 | (2.3) | 106.1 |
| Income (loss) related to consolidated investment entities: | | | | | |
| Net investment income (loss) | — | — | 166.8 | — | 166.8 |
| Changes in fair value related to collateralized loan obligations | — | — | (63.1) | — | (63.1) |
| Total revenues | 0.9 | — | 2,142.6 | (2.9) | 2,140.6 |
| Benefits and expenses: | | | | | |
| Policyholder benefits | — | — | 711.0 | — | 711.0 |
| Interest credited to contract owner account balance | — | — | 518.9 | — | 518.9 |
| Operating expenses | 4.2 | — | 768.3 | (2.3) | 770.2 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | — | — | 124.5 | — | 124.5 |
| Interest expense | 28.9 | 14.3 | 1.2 | (0.6) | 43.8 |
| Operating expenses related to consolidated investment entities: | | | | | |
| Interest expense | — | — | 43.4 | — | 43.4 |
| Other expense | — | — | 4.0 | — | 4.0 |
| Total benefits and expenses | 33.1 | 14.3 | 2,171.3 | (2.9) | 2,215.8 |
| Income (loss) before income taxes | (32.2) | (14.3) | (28.7) | — | (75.2) |
| Income tax expense (benefit) | (1.5) | 2.8 | 8.8 | — | 10.1 |
| Net income (loss) before equity in earnings (losses) of unconsolidated | (30.7) | (17.1) | (37.5) | — | (85.3) |

| | | | | | |
|---|---|---|---|---|---|
| affiliates | | | | | |
| Equity in earnings (losses) of subsidiaries, net of tax | (51.5) | 575.4 | — | (523.9) | — |
| Net income (loss) including noncontrolling interest | (82.2) | 558.3 | (37.5) | (523.9) | (85.3) |
| Less: Net income (loss) attributable to noncontrolling interest | — | — | (3.1) | — | (3.1) |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders | $(82.2) | $558.3 | $(34.4) | $(523.9) | $(82.2) |

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Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Operations
For the Six Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Revenues: | | | | | |
| Net investment income | $25.2 | $0.1 | $2,286.9 | $(1.3) | $2,310.9 |
| Fee income | — | — | 1,801.6 | — | 1,801.6 |
| Premiums | — | — | 946.7 | — | 946.7 |
| Net realized gains (losses): | | | | | |
| Total other-than-temporary impairments | — | — | (21.3) | — | (21.3) |
| Less: Portion of other-than-temporary impairments recognized in Other comprehensive income (loss) | — | — | (3.1) | — | (3.1) |
| Net other-than-temporary impairments recognized in earnings | — | — | (18.2) | — | (18.2) |
| Other net realized capital gains (losses) | — | — | (1,422.5) | — | (1,422.5) |
| Total net realized capital gains (losses) | — | — | (1,440.7) | — | (1,440.7) |
| Other revenue | 2.8 | 0.3 | 203.8 | (5.2) | 201.7 |
| Income (loss) related to consolidated investment entities: | | | | | |
| Net investment income (loss) | — | — | 211.0 | — | 211.0 |
| Changes in fair value related to collateralized loan obligations | — | — | (72.0) | — | (72.0) |
| Total revenues | 28.0 | 0.4 | 3,937.3 | (6.5) | 3,959.2 |
| Benefits and expenses: | | | | | |
| Policyholder benefits | — | — | 1,251.5 | — | 1,251.5 |
| Interest credited to contract owner account balance | — | — | 1,039.8 | — | 1,039.8 |
| Operating expenses | 6.9 | — | 1,527.6 | (5.2) | 1,529.3 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | — | — | 255.0 | — | 255.0 |
| Interest expense | 56.3 | 29.8 | 3.4 | (1.3) | 88.2 |
| Operating expenses related to consolidated investment entities: | | | | | |
| Interest expense | — | — | 80.2 | — | 80.2 |
| Other expense | — | — | 4.7 | — | 4.7 |
| Total benefits and expenses | 63.2 | 29.8 | 4,162.2 | (6.5) | 4,248.7 |
| Income (loss) before income taxes | (35.2) | (29.4) | (224.9) | — | (289.5) |
| Income tax expense (benefit) | (3.5) | (2.9) | 27.7 | — | 21.3 |
| Net income (loss) before equity in earnings (losses) of unconsolidated | (31.7) | (26.5) | (252.6) | — | (310.8) |

| | | | | | |
|---|---|---|---|---|---|
| affiliates | | | | | |
| Equity in earnings (losses) of subsidiaries, net of tax | (262.5) | 356.0 | — | (93.5) | — |
| Net income (loss) including noncontrolling interest | (294.2) | 329.5 | (252.6) | (93.5) | (310.8) |
| Less: Net income (loss) attributable to noncontrolling interest | — | — | (16.6) | — | (16.6) |
| Net income (loss) available to Voya Financial, Inc.'s common shareholders | $(294.2) | $329.5 | $(236.0) | $(93.5) | $(294.2) |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Comprehensive Income
For the Three Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) including noncontrolling interest | $246.3 | $115.8 | $456.1 | $(405.3) | $412.9 |
| Other comprehensive income (loss), before tax: | | | | | |
| Unrealized gains (losses) on securities | 879.1 | 616.1 | 880.0 | (1,496.1) | 879.1 |
| Other-than-temporary impairments | 8.7 | 6.3 | 8.7 | (15.0) | 8.7 |
| Pension and other postretirement benefits liability | (3.5) | (0.8) | (3.5) | 4.3 | (3.5) |
| Other comprehensive income (loss), before tax | 884.3 | 621.6 | 885.2 | (1,506.8) | 884.3 |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | 309.1 | 217.2 | 309.5 | (526.7) | 309.1 |
| Other comprehensive income (loss), after tax | 575.2 | 404.4 | 575.7 | (980.1) | 575.2 |
| Comprehensive income (loss) | 821.5 | 520.2 | 1,031.8 | (1,385.4) | 988.1 |
| Less: Comprehensive income (loss) attributable to the noncontrolling interest | — | — | 166.6 | — | 166.6 |
| Comprehensive income (loss) attributable to Voya Financial, Inc.'s common shareholders | $821.5 | $520.2 | $865.2 | $(1,385.4) | $821.5 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Comprehensive Income
For the Six Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) including noncontrolling interest | $504.4 | $116.3 | $782.0 | $(718.2) | $684.5 |
| Other comprehensive income (loss), before tax: | | | | | |
| Unrealized gains (losses) on securities | 1,989.2 | 1,383.8 | 1,993.2 | (3,377.0) | 1,989.2 |
| Other-than-temporary impairments | 24.3 | 19.5 | 24.3 | (43.8) | 24.3 |
| Pension and other postretirement benefits liability | (6.9) | (1.6) | (6.9) | 8.5 | (6.9) |
| Other comprehensive income (loss), before tax | 2,006.6 | 1,401.7 | 2,010.6 | (3,412.3) | 2,006.6 |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | 703.0 | 491.3 | 703.0 | (1,194.3) | 703.0 |
| Other comprehensive income (loss), after tax | 1,303.6 | 910.4 | 1,307.6 | (2,218.0) | 1,303.6 |
| Comprehensive income (loss) | 1,808.0 | 1,026.7 | 2,089.6 | (2,936.2) | 1,988.1 |
| Less: Comprehensive income (loss) attributable to the noncontrolling interest | — | — | 180.1 | — | 180.1 |
| Comprehensive income (loss) attributable to Voya Financial, Inc.'s common shareholders | $1,808.0 | $1,026.7 | $1,909.5 | $(2,936.2) | $1,808.0 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Comprehensive Income
For the Three Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) including noncontrolling interest | $(82.2) | $558.3 | $(37.5) | $(523.9) | $(85.3) |
| Other comprehensive income (loss), before tax: | | | | | |
| Unrealized gains (losses) on securities | (2,110.3) | (1,521.2) | (2,111.7) | 3,632.9 | (2,110.3) |
| Other-than-temporary impairments | 20.4 | 9.5 | 20.4 | (29.9) | 20.4 |
| Pension and other postretirement benefits liability | (3.4) | (0.8) | (3.5) | 4.3 | (3.4) |
| Other comprehensive income (loss), before tax | (2,093.3) | (1,512.5) | (2,094.8) | 3,607.3 | (2,093.3) |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | (728.3) | (525.0) | (728.8) | 1,253.8 | (728.3) |
| Other comprehensive income (loss), after tax | (1,365.0) | (987.5) | (1,366.0) | 2,353.5 | (1,365.0) |
| Comprehensive income (loss) | (1,447.2) | (429.2) | (1,403.5) | 1,829.6 | (1,450.3) |
| Less: Comprehensive income (loss) attributable to the noncontrolling interest | — | — | (3.1) | — | (3.1) |
| Comprehensive income (loss) attributable to Voya Financial, Inc.'s common shareholder | $(1,447.2) | $(429.2) | $(1,400.4) | $1,829.6 | $(1,447.2) |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Comprehensive Income
For the Six Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net income (loss) including noncontrolling interest | $(294.2) | $329.5 | $(252.6) | $(93.5) | $(310.8) |
| Other comprehensive income (loss), before tax: | | | | | |
| Unrealized gains (losses) on securities | (2,510.2) | (1,658.2) | (2,509.5) | 4,167.7 | (2,510.2) |
| Other-than-temporary impairments | 31.3 | 16.4 | 31.3 | (47.7) | 31.3 |
| Pension and other postretirement benefits liability | (6.9) | (1.6) | (6.9) | 8.5 | (6.9) |
| Other comprehensive income (loss), before tax | (2,485.8) | (1,643.4) | (2,485.1) | 4,128.5 | (2,485.8) |
| Income tax expense (benefit) related to items of other comprehensive income (loss) | (862.9) | (569.9) | (862.6) | 1,432.5 | (862.9) |
| Other comprehensive income (loss), after tax | (1,622.9) | (1,073.5) | (1,622.5) | 2,696.0 | (1,622.9) |
| Comprehensive income (loss) | (1,917.1) | (744.0) | (1,875.1) | 2,602.5 | (1,933.7) |
| Less: Comprehensive income (loss) attributable to the noncontrolling interest | — | — | (16.6) | — | (16.6) |
| Comprehensive income (loss) attributable to Voya Financial, Inc.'s common shareholder | $(1,917.1) | $(744.0) | $(1,858.5) | $2,602.5 | $(1,917.1) |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Cash Flows
For the Six Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net cash provided by (used in) operating activities | $(33.0) | $57.7 | $1,868.7 | $(76.0) | $1,817.4 |
| Cash Flows from Investing Activities: | | | | | |
| Proceeds from the sale, maturity, disposal or redemption of: | | | | | |
| Fixed maturities | — | — | 6,095.4 | — | 6,095.4 |
| Equity securities, available-for-sale | 8.7 | 13.0 | 37.4 | — | 59.1 |
| Mortgage loans on real estate | — | — | 639.7 | — | 639.7 |
| Limited partnerships/corporations | — | — | 52.0 | — | 52.0 |
| Acquisition of: | | | | | |
| Fixed maturities | — | — | (6,052.3) | — | (6,052.3) |
| Equity securities, available-for-sale | (11.7) | — | (1.8) | — | (13.5) |
| Mortgage loans on real estate | — | — | (818.6) | — | (818.6) |
| Limited partnerships/corporations | — | — | (170.9) | — | (170.9) |
| Short-term investments, net | — | — | 272.2 | — | 272.2 |
| Policy loans, net | — | — | 33.3 | — | 33.3 |
| Derivatives, net | 10.1 | — | (559.1) | — | (549.0) |
| Other investments, net | — | 0.7 | 24.0 | — | 24.7 |
| Sales from consolidated investments entities | — | — | 1,790.0 | — | 1,790.0 |
| Purchases within consolidated investment entities | — | — | (2,892.0) | — | (2,892.0) |
| Maturity of intercompany loans issued to subsidiaries with maturities more than three months | 0.6 | — | — | (0.6) | — |
| Net (issuance) maturity of short-term intercompany loans | (56.6) | — | — | 56.6 | — |
| Return of capital contributions and dividends from subsidiaries | 797.0 | 690.0 | — | (1,487.0) | — |
| Capital contributions to subsidiaries | (150.0) | (171.0) | — | 321.0 | — |
| Collateral received (delivered), net | — | — | 85.2 | — | 85.2 |
| Purchases of fixed assets, net | — | — | (18.9) | — | (18.9) |
| | 598.1 | 532.7 | (1,484.4) | (1,110.0) | (1,463.6) |

Net cash provided by (used in) investing activities

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Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Cash Flows
For the Six Months Ended June 30, 2014

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Cash Flows from Financing Activities: | | | | | |
| Deposits received for investment contracts | — | — | 3,798.5 | — | 3,798.5 |
| Maturities and withdrawals from investment contracts | — | — | (4,505.2) | — | (4,505.2) |
| Debt issuance costs | (16.8) | — | — | — | (16.8) |
| Intercompany loans with maturities of more than three months | — | — | (0.6) | 0.6 | — |
| Net (repayments of) proceeds from short-term intercompany loans | — | 99.9 | (43.3) | (56.6) | — |
| Dividends to parent | — | — | (798.0) | 798.0 | — |
| Return of capital contributions to parent | — | (690.0) | (75.0) | 765.0 | — |
| Contributions of capital from parent | — | — | 321.0 | (321.0) | — |
| Borrowings of consolidated investment entities | — | — | 191.0 | — | 191.0 |
| Repayments of borrowings of consolidated investment entities | — | — | (38.7) | — | (38.7) |
| Contributions from (distributions to) participants in consolidated investment entities | — | — | 828.0 | — | 828.0 |
| Common stock acquired - Share repurchase | (289.4) | — | — | — | (289.4) |
| Share-based compensation | (14.8) | — | — | — | (14.8) |
| Dividends paid | (5.2) | — | — | — | (5.2) |
| Net cash provided by (used in) financing activities | (326.2) | (590.1) | (322.3) | 1,186.0 | (52.6) |
| Net increase (decrease) in cash and cash equivalents | 238.9 | 0.3 | 62.0 | — | 301.2 |
| Cash and cash equivalents, beginning of period | 640.2 | 1.1 | 2,199.5 | — | 2,840.8 |
| Cash and cash equivalents, end of period | $879.1 | $1.4 | $2,261.5 | $— | $3,142.0 |

Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Cash Flows
For the Six Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Net cash provided by (used in) operating activities | $145.6 | $25.7 | $1,155.6 | $(37.0) | $1,289.9 |
| Cash Flows from Investing Activities: | | | | | |
| Proceeds from the sale, maturity, disposal or redemption of: | | | | | |
| Fixed maturities | — | — | 7,714.4 | — | 7,714.4 |
| Equity securities, available-for-sale | 6.6 | 13.5 | 11.9 | — | 32.0 |
| Mortgage loans on real estate | — | — | 790.4 | — | 790.4 |
| Limited partnerships/corporations | — | — | 54.0 | — | 54.0 |
| Acquisition of: | | | | | |
| Fixed maturities | — | — | (10,478.1) | — | (10,478.1) |
| Equity securities, available-for-sale | (7.7) | — | (3.2) | — | (10.9) |
| Mortgage loans on real estate | — | — | (1,033.8) | — | (1,033.8) |
| Limited partnerships/corporations | — | — | (8.7) | — | (8.7) |
| Short-term investments, net | — | — | 3,586.4 | — | 3,586.4 |
| Policy loans, net | — | — | 55.4 | — | 55.4 |
| Derivatives, net | — | — | (1,293.4) | — | (1,293.4) |
| Other investments, net | — | — | 11.5 | — | 11.5 |
| Sales from consolidated investments entities | — | — | 1,508.9 | — | 1,508.9 |
| Purchases within consolidated investment entities | — | — | (2,027.2) | — | (2,027.2) |
| Maturity of intercompany loans issued to subsidiaries with maturities more than three months | 1.8 | — | — | (1.8) | — |
| Net maturity (issuance) of short-term intercompany loans | (58.5) | 30.8 | (18.0) | 45.7 | — |
| Return of capital contributions from subsidiaries | 1,434.0 | 987.0 | — | (2,421.0) | — |
| Capital contributions to subsidiaries | (2,062.0) | — | — | 2,062.0 | — |
| Collateral received (delivered), net | 12.7 | — | (799.7) | — | (787.0) |
| Purchases of fixed assets, net | — | — | (15.1) | — | (15.1) |
| | (673.1) | 1,031.3 | (1,944.3) | (315.1) | (1,901.2) |

| | |
|---|---|
| Net cash provided by (used in) investing activities | |

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Voya Financial, Inc.
Notes to the Condensed Consolidated Financial Statements (Unaudited)
(Dollar amounts in million, unless otherwise stated)

Condensed Consolidating Statement of Cash Flows
For the Six Months Ended June 30, 2013

| | Parent Issuer | Subsidiary Guarantor | Non-Guarantor Subsidiaries | Consolidating Adjustments | Consolidated |
|---|---|---|---|---|---|
| Cash Flows from Financing Activities: | | | | | |
| Deposits received for investment contracts | — | — | 5,917.2 | — | 5,917.2 |
| Maturities and withdrawals from investment contracts | — | — | (6,226.0) | — | (6,226.0) |
| Proceeds from issuance of debt with maturities of more than three months | 1,748.4 | — | 0.5 | — | 1,748.9 |
| Repayment of debt with maturities of more than three months | (1,370.3) | (350.0) | (688.4) | — | (2,408.7) |
| Short-term debt, net | (171.6) | — | — | — | (171.6) |
| Debt issuance costs | (19.6) | — | — | — | (19.6) |
| Intercompany loans with maturities of more than three months | — | — | (1.8) | 1.8 | — |
| Net (repayments of) proceeds from short-term intercompany loans | (12.8) | — | 58.5 | (45.7) | — |
| Dividends to parent | — | — | (37.0) | 37.0 | — |
| Return of capital contributions to parent | — | (987.0) | (1,434.0) | 2,421.0 | — |
| Contributions of capital from parent | — | 280.0 | 1,782.0 | (2,062.0) | — |
| Borrowings of consolidated investment entities | — | — | 27.7 | — | 27.7 |
| Repayments of borrowings of consolidated investment entities | — | — | (7.8) | — | (7.8) |
| Contributions from (distributions to) participants in consolidated investment entities | — | — | 942.2 | — | 942.2 |
| Proceeds from issuance of common stock, net | 572.0 | — | — | — | 572.0 |
| Net cash provided by (used in) financing activities | 746.1 | (1,057.0) | 333.1 | 352.1 | 374.3 |
| Net increase (decrease) in cash and cash equivalents | 218.6 | — | (455.6) | — | (237.0) |
| Cash and cash equivalents, beginning of period | 357.5 | 0.4 | 1,428.9 | — | 1,786.8 |

| | | | | | |
|---|---|---|---|---|---|
| Cash and cash equivalents, end of period | $576.1 | $0.4 | $973.3 | $— | $1,549.8 |

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
(Dollar amounts in millions, unless otherwise stated)

For the purposes of this discussion, the term “Voya Financial, Inc.” refers to Voya Financial, Inc., and the terms "Company," "we," "our," and "us," refer to Voya Financial, Inc. and its subsidiaries. As of the date of this Quarterly Report on Form 10-Q, ING Group is our largest shareholder.

The following discussion and analysis presents a review of our consolidated results of operations for the three and six months ended June 30, 2014 and 2013 and financial condition as of June 30, 2014 and December 31, 2013. This item should be read in its entirety and in conjunction with the Condensed Consolidated Financial Statements and related notes contained in Part I., Item 1. of this Form 10-Q, as well as "Management's Discussion and Analysis of Financial Condition and Results of Operations" section contained in our Annual Report on Form 10-K for the year ended December 31, 2013 ("Annual Report on Form 10-K").

In addition to historical data, this discussion contains forward-looking statements about our business, operations and financial performance based on current expectations that involve risks, uncertainties and assumptions. Actual results may differ materially from those discussed in the forward-looking statements as a result of various factors. See the "Note Concerning Forward-Looking Statements." Investors are directed to consider the risks and uncertainties discussed in this Item 2., as well as in other documents we filed with the Securities and Exchange Commission ("SEC").

Overview

We provide our principal products and services in three ongoing businesses—Retirement Solutions, Investment Management and Insurance Solutions—and report our results for these ongoing businesses through five segments.

The Retirement Solutions business provides its products and services through two segments: Retirement and Annuities:

- Our Retirement segment provides tax-deferred, employer-sponsored retirement savings plans and administrative services in corporate, education, healthcare and government markets. Our Retirement segment also provides rollover IRAs and other retail financial products as well as comprehensive financial advisory services to individual customers. Our retirement products and services are distributed through multiple intermediary channels, including third-party administrators ("TPAs"), independent and national wirehouse affiliated brokers and registered investment advisors, in addition to independent sales agents and consulting firms. We also have a direct sales team for large defined contribution plans and stable value business, as well as a team of affiliated brokers who sell our products both in person and via telephone.
- Our Annuities segment provides fixed and indexed annuities, tax-qualified mutual fund custodial products and payout annuities for pre-retirement wealth accumulation and postretirement income management. Annuity products are primarily distributed by independent marketing organizations, independent broker-dealers, banks, independent insurance agents, pension professionals and affiliated broker-dealers.

The Investment Management business provides its products and services through a single segment, also called Investment Management:

- Our Investment Management business provides investment products and retirement solutions to both individual and institutional customers by offering domestic and international fixed income, equity, multi-asset and alternative products and solutions across a range of asset classes, geographies, market sectors, investment styles and capitalization spectrums. Investment Management products and services are primarily marketed to institutional clients, including public, corporate and union retirement plans, endowments and foundations and insurance companies, as well as individual investors and the general accounts of our insurance company subsidiaries. Investment Management products and services are distributed through a combination of our direct sales force, consultant channel and intermediary partners (such as banks, broker-dealers and independent financial advisers).

The Insurance Solutions business provides its products and services through two segments: Individual Life and Employee Benefits:

- Our Individual Life segment provides wealth protection and transfer opportunities through universal, variable and term products. Our customers range across a variety of age groups and income levels. We distribute our product offering through three main channels: our independent sales channel, our strategic distribution channel and our specialty markets channel. Our independent sales channel consists of a large network of independent general agents and marketing companies who interact with the majority of licensed independent life insurance agents in the United States. Our strategic distribution channel encompasses a network of independent managing directors who support a large team of producers who engage with our broker dealers to sell a range of products including our branded life, annuity and mutual funds. Finally, our specialty markets channel focuses on alternative distribution and consists of a large team of producers, in addition to banks, life insurance quote agencies and internet direct marketers.
- Our Employee Benefits segment provides stop loss, group life, voluntary employee-paid and disability products to mid-sized and large businesses. We reinsure substantially all of our new disability sales to a third-party. To distribute our products, we utilize brokers, consultants and TPAs. In the voluntary market, policies are marketed to employees at the worksite through enrollment firms, technology partners and brokers.

In addition to our ongoing business, we also have Corporate Reporting and Closed Blocks segments. Corporate includes our corporate operations and corporate level assets and financial obligations. The Corporate segment includes investment income on assets backing surplus in excess of amounts held at the segment level, financing and interest expenses, other items not allocated to segments, such as certain expenses and liabilities of employee benefit plans and intercompany eliminations.

Closed Blocks consists of three separate reporting segments that include run-off and legacy business lines that are no longer being actively marketed or sold, but are managed to protect regulatory and rating agency capital from equity market movements. The Closed Block Variable Annuity ("CBVA") segment consists of variable annuity contracts that were designed to offer long-term savings products in which individual contract owners made deposits that are maintained in separate accounts. These products included options for policyholders to purchase living benefit riders. In 2009, we separated our CBVA segment from our other operations, placing it in run-off, and made a strategic decision to stop actively writing new retail variable annuity products with substantial guarantee features (the last policies were issued in 2010 and the block shifted to run-off). The Closed Block Institutional Spread Products segment historically issued guaranteed investment contracts ("GICs") and funding agreements and invested amounts raised to earn a spread. While the business in the Closed Block Institutional Spread Products segment is being managed in active run-off, we continue to issue liabilities from time to time to replace liabilities that are maturing. The Closed Block Other segment consists primarily of retained and run-off activity related to divestments, including our group reinsurance and individual reinsurance businesses, three broker dealers and Life Insurance Company of Georgia. Accordingly, these segments have been classified as closed blocks and are managed separately from our ongoing business.

Trends and Uncertainties

Throughout this Management’s Discussion and Analysis (“MD&A”), we discuss a number of trends and uncertainties that we believe may materially affect our future liquidity, financial condition or results of operations. Where these trends or uncertainties are specific to a particular aspect of our business, we often include such a discussion under the relevant caption of this MD&A, as part of our broader analysis of that area of our business. In addition, the following factors represent some of the key general trends and uncertainties that have influenced the development of our business and our historical financial performance and that we believe will continue to influence our business and financial performance in the future.

Market Conditions

While extraordinary monetary accommodation has suppressed volatility in rate, credit and domestic equity markets, we are cognizant of the potential for an increase in volatility upon the normalization of monetary policy. In the short- to medium-term, this potential for increased volatility, coupled with prevailing low interest rates, can pressure sales and reduce demand as consumers hesitate to make financial decisions. In addition, this environment could make it difficult to manufacture products that are consistently both attractive to customers and profitable. Financial performance can be affected adversely by market volatility as fees driven by assets under management ("AUM") fluctuate, hedging costs increase and revenue declines due to reduced sales and increased outflows. In the long-term, however, we believe the recent financial crisis and resultant lingering uncertainty will motivate individuals to seek solutions combining elements of capital preservation, income and growth. Thus, as a company with strong retirement, investment management and insurance capabilities, we believe current market conditions may ultimately enhance the attractiveness of our broad portfolio of products and services. We will need to continue to monitor the behavior of our customers, as evidenced by mortality rates, morbidity rates, annuitization rates and lapse rates, which adjusts in response to changes in market conditions in order to ensure that our products and services remain attractive as well as profitable.

Interest Rate Environment

Yields across domestic fixed income classes moved notably higher in 2013; however, interest rates remain low by historical standards. The prolonged low interest rate environment has affected and may continue to affect the demand for our products in various ways. In the short- to medium-term, we may experience lower sales and reduced demand as the low interest rate environment makes it difficult to manufacture products that are consistently both attractive to customers and profitable.

Our financial performance may also be affected adversely by the current low interest rate environment. The interest rate environment has historically influenced our business and financial performance, and we believe it will continue to do so in the future for several reasons, including the following:

- Our general account investment portfolio, which was approximately $87.7 billion as of June 30, 2014, consists predominantly of fixed income investments and currently has an average yield of approximately 5.0%. In the near term and absent further material change in yields available on fixed income investments, we expect the yield we earn on new investments will be lower than the yields we earn on maturing investments, which were generally purchased in environments where interest rates were higher than current levels. We currently anticipate that proceeds that are reinvested in fixed income investments in the remainder of 2014 will earn an average yield in the range of 4.00% to 4.25%. If interest rates were to rise, we expect the yield on our new money investments would also rise and gradually converge toward the yield of those maturing assets. In addition, while less material to financial results than new money investment rates, movements in prevailing interest rates also influence the prices of fixed income investments that we sell on the secondary market rather than holding until maturity or repayment, with rising interest rates generally leading to lower prices in the secondary market, and falling interest rates generally leading to higher prices.
- Certain of our products pay guaranteed minimum rates. For example, fixed accounts and a portion of the stable value accounts included within defined contribution retirement plans, universal life ("UL") policies and individual fixed annuities include guaranteed minimum credited rates. We are required to pay these guaranteed minimum rates even if earnings on our investment portfolio decline, with the resulting investment margin compression negatively impacting earnings. In addition, we expect more policyholders to hold policies (lower lapses) with comparatively high guaranteed rates longer in a low interest rate environment. Conversely, a rise in average yield on our investment portfolio would positively impact earnings if the average interest rate we pay on our products does not rise correspondingly. Similarly, we expect policyholders would be less likely to hold policies (higher lapses) with existing guarantees as interest rates rise.
- Our CBVA segment provides certain guaranteed minimum benefits. A prolonged low interest rate environment may subject us to increased hedging costs or an increase in the amount of statutory reserves that our insurance subsidiaries are required to hold for these variable annuity guarantees, lowering their statutory surplus, which would adversely affect their ability to pay dividends to us. A prolonged low interest rate environment may also affect the perceived value of guaranteed minimum income benefits, which in turn may lead to a higher rate of annuitization of those products over time. For additional information on the CBVA segment's sensitivity to interest rates, see the Quantitative and Qualitative Disclosure About Market Risk in Part I., Item 3. in this Form 10-Q for additional information.

In the long-term, however, we believe the recent financial crisis and resultant lingering uncertainty will motivate individuals to seek solutions combining elements of capital preservation, income and growth. Thus, as a company with strong retirement, investment management and insurance capabilities, we believe current market conditions may ultimately enhance the attractiveness of our broad portfolio of products and services. We will need to continue to monitor the behavior of our customers, as evidenced by annuitization rates and lapse rates, which adjusts in response to changes in market conditions, in order to ensure that our products and services remain attractive as well as profitable.

The Impact of our CBVA Segment on U.S. GAAP Earnings

Our ongoing management of our CBVA segment is focused on preserving our current capitalization status through careful risk management and hedging. Because U.S. GAAP accounting differs from the methods used to determine regulatory and rating agency capital measures, our hedge programs may create earnings volatility in our U.S. GAAP financial statements.

Governmental and Public Policy Impact on Demand for Our Products

The demand for our products is influenced by a dynamic combination of governmental and public policy factors. We anticipate that legislative and other governmental activity—and our ability to flexibly respond to changes resulting from such activity—will be crucial to our long-term financial performance. In particular, the demand for our products is influenced by the following factors:

- Availability and quality of public retirement solutions: The lack of comprehensive or sufficient government-sponsored retirement solutions has been a significant driver of the popularity of private sector retirement products. We believe that concerns regarding Social Security and the reduced enrollment in defined benefit retirement plans may further increase the demand for private sector retirement solutions. The impact of any legislative actions or new government programs relating to retirement solutions on our business and financial performance will depend substantially on the level of private sector involvement and our ability to participate in any such programs. We believe we are well positioned to take advantage of any future developments involving participation in any such programs by private sector providers.
- Tax-advantaged status: Many of the retirement savings, accumulation and protection products we sell qualify for tax-advantaged status. Changes in U.S. tax laws that alter the tax benefits of certain investment vehicles could have a material effect on demand for our products.

Increasing Longevity and Aging of the U.S. Population

We believe that the increasing longevity and aging of the U.S. population will affect (i) the demand, types of and pricing for our products and (ii) the levels of our AUM and assets under administration ("AUA"). As the "baby boomer" generation prepares for a longer retirement, we believe that demand for retirement savings, growth and income products will grow. The impact of this growth may be offset to some extent by asset outflows as an increasing percentage of the population begins withdrawing assets to convert their savings into income.

Competition

Our ongoing business operates in highly competitive markets. We face a variety of large and small industry participants, including diversified financial institutions, investment managers and insurance companies. These companies compete in one form or another for the growing pool of retirement assets driven by a number of exogenous factors such as the continued aging of the U.S. population and the reduction in safety nets provided by governments and corporations. In many segments, product differentiation is difficult as product development and life cycles have shortened. In addition, we have experienced pressure on fees as product unbundling and lower cost alternatives have emerged. As a result, scale and the ability to provide value-added services and build long-term relationships are important factors to compete effectively. We believe that our leading presence in the retirement market and resulting relationships with millions of participants, diverse range of capabilities (as a provider of retirement, investment management and insurance products and services) and broad distribution network uniquely position us to effectively serve consumers’ increasing demand for retirement savings, income and protection solutions.

Seasonality

Our ongoing business results can vary from quarter to quarter as a result of seasonal factors. For example, the first quarters of each year typically have elevated operating expenses, reflecting higher payroll taxes and certain other annual expenses that are concentrated in the first quarter. The first quarters also tend to have lower investment income from carried interest income from Investment Management and a higher group life loss ratio in Employee Benefits. In addition, the fourth quarters tend to have higher levels of performance fees in Investment Management.

Operating Measures

This MD&A includes discussion of operating earnings before income taxes and operating revenues, each of which is a measure that is not determined in accordance with U.S. GAAP, because our management uses these measures to manage our businesses and allocate our resources. We also discuss these measures generally because we believe that they provide our investors with useful information regarding our financial performance. In particular, these measures facilitate a comparison of period-to-period results without the effect of the volatility created by certain changes in the financial markets that affect our financial results as reported under U.S. GAAP. Other companies may use similarly titled non-U.S. GAAP financial measures that are calculated differently from the way we calculate such measures, and accordingly, our non-U.S. GAAP financial measures may not be comparable to similar measures used by other companies.

We also discuss certain operating measures, described below, as well as operating earnings before income taxes and operating revenues which provide useful information about our businesses and the operational factors underlying our financial performance. See the Segments Note to these Condensed Consolidated Financial Statements in Part I., Item 1. in this Form 10-Q for a description of the adjustments made to reconcile Income (loss) before income taxes to operating earnings before income taxes and the adjustments made to reconcile Total revenues to operating revenues.

AUM and AUA

A substantial portion of our fees, other charges and margins are based on AUM. AUM represents on-balance sheet assets supporting customer account values/liabilities and surplus as well as off-balance sheet institutional/mutual funds. Customer account values reflect the amount of policyholder equity that has accumulated within retirement, annuity and UL products. AUM includes general account assets managed by our Investment Management segment in which we bear the investment risk, separate account assets in which the contract owner bears the investment risk and institutional/mutual funds, which are excluded from our balance sheet. AUM-based revenues increase or decrease with a rise or fall in the amount of AUM, whether caused by changes in capital markets or by net flows.

AUM is principally affected by net deposits (i.e., new deposits, less surrenders and other outflows) and investment performance (i.e., interest credited to contract owner accounts for assets that earn a fixed return or market performance for assets that earn a variable return). Separate account AUM and institutional/mutual fund AUM include assets managed by our Investment Management segment, as well as assets managed by third-party investment managers. Our Investment Management segment reflects the revenues earned for managing affiliated assets for our other segments (based on arm's length agreements) as well as assets managed for third parties. Our consolidated AUM includes eliminations of AUM managed by our Investment Management segment that is also reflected in other segments' AUM and adjustments for AUM not reflected in any segments.

AUA represents accumulated assets on contracts pursuant to which we either provide administrative services or product guarantees for assets managed by third parties. Fees earned on AUA can be based on the number of participants, asset levels and/or the level of services or product guarantees that are provided.

Sales Statistics

In our discussion of our segment results under "Results of Operations—Segment by Segment," we sometimes refer to sales activity for various products. The term "sales" is used differently for different products, as described more fully below. These sales statistics do not correspond to revenues under U.S. GAAP and are used by us as operating measures underlying our financial performance.

Net flows are deposits less redemptions (including benefits and other product charges).

Sales for Individual Life products are based on a calculation of weighted average annual premiums ("WAP"). Sales for Employee Benefits products are based on a calculation of annual premiums, which represents regular premiums on new policies, plus a portion of new single premiums.

WAP is defined as the amount of premium for a policy's first year that is eligible for the highest first year commission rate, plus a varying portion of any premium in excess of this base amount, depending on the product. WAP is a key measure of recent sales performance of our products and is an indicator of the general growth or decline in certain lines of business. WAP is not equal to premium revenue under U.S. GAAP. Renewal premiums on existing policies are included in U.S. GAAP premium revenue in addition to first year premiums and thus changes in persistency of existing in-force business can potentially offset growth from current year sales.

Total gross premiums and deposits are defined as premium revenue and deposits for policies written and assumed. This measure provides information as to growth and persistency trends related to premium and deposits.

Other Measures

Total annualized in-force premiums are defined as a full year of premium at the rate in effect at the end of the period. This measure provides information as to the growth and persistency trends in premium revenue.

Interest adjusted loss ratios are defined as the ratio of benefits expense to premium revenue exclusive of the discount component in the change in benefit reserve. This measure reports the loss ratio related to mortality on life products and morbidity on health products.

In-force face amount is defined as the total life insurance coverage in effect as of the end of the period presented for business written and assumed. This measure provides information as to changes in policy growth and persistency with respect to death benefit coverage.

In-force policy count is defined as the number of policies written and assumed with coverage in effect as of the end of the period. This measure provides information as to policy growth and persistency.

New business policy count (paid) is defined as the number of policies issued during the period for which initial premiums have been paid by the policyholder. This measure provides information as to policy growth from sales during the period.

Recent Transactions

On June 2, 2014 we entered into an agreement to outsource the actuarial valuation, modeling and hedging functions of our CBVA segment to Milliman, Inc. ("Milliman"). Under the agreement, Milliman will perform the calculation of financial reporting and risk metrics, along with the analytics used to determine hedge positions. We will continue to oversee and manage the CBVA segment and retain full accountability for assumptions and methodologies, as well as the setting of the hedge objectives and the execution of hedge positions. This agreement will allow us to create a more variable cost structure for the CBVA segment.

Results of Operations - Company Condensed Consolidated

The following table presents summary condensed consolidated financial information for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| ($ in millions) | 2014 | 2013 | 2014 | 2013 |
| Revenues: | | | | |
| Net investment income | $1,120.9 | $1,112.2 | $2,266.5 | $2,310.9 |
| Fee income | 897.3 | 909.7 | 1,829.1 | 1,801.6 |
| Premiums | 629.4 | 474.8 | 1,230.3 | 946.7 |
| Net realized capital gains (losses) | (366.5) | (565.9) | (557.1) | (1,440.7) |
| Other revenue | 110.3 | 106.1 | 215.8 | 201.7 |
| Income (loss) related to consolidated investment entities: | | | | |
| Net investment income | 300.5 | 166.8 | 382.0 | 211.0 |
| Changes in fair value related to collateralized loan obligations | 6.2 | (63.1) | 2.4 | (72.0) |
| Total revenues | 2,698.1 | 2,140.6 | 5,369.0 | 3,959.2 |
| Benefits and expenses: | | | | |
| Interest credited and other benefits to contract owners/policyholders | 1,305.2 | 1,229.9 | 2,663.3 | 2,291.3 |
| Operating expenses | 758.3 | 770.2 | 1,547.8 | 1,529.3 |
| Net amortization of Deferred policy acquisition costs and Value of business acquired | 115.7 | 124.5 | 241.8 | 255.0 |
| Interest expense | 47.5 | 43.8 | 95.1 | 88.2 |
| Operating expenses related to consolidated investment entities: | | | | |
| Interest expense | 49.5 | 43.4 | 95.7 | 80.2 |
| Other expense | 2.9 | 4.0 | 4.0 | 4.7 |
| Total benefits and expenses | 2,279.1 | 2,215.8 | 4,647.7 | 4,248.7 |
| Income (loss) before income taxes | 419.0 | (75.2) | 721.3 | (289.5) |
| Income tax expense (benefit) | 6.1 | 10.1 | 36.8 | 21.3 |
| Net income (loss) | 412.9 | (85.3) | 684.5 | (310.8) |
| Less: Net income (loss) attributable to noncontrolling interest | 166.6 | (3.1) | 180.1 | (16.6) |

| | | | | |
|---|---|---|---|---|
| Net income (loss) available to our common shareholders | $246.3 | $(82.2) | $504.4 | $(294.2) |

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The following table presents AUM and AUA as of the dates indicated:

| ($ in millions) | June 30, 2014 | 2013 |
|---|---|---|
| AUM and AUA | | |
| Retirement Solutions: | | |
| Retirement | $350,092.2 | $317,216.6 |
| Annuities | 27,264.9 | 26,233.5 |
| Investment Management | 263,361.1 | 245,618.0 |
| Insurance Solutions: | | |
| Individual Life | 16,142.9 | 15,677.7 |
| Employee Benefits | 1,807.5 | 1,762.1 |
| Eliminations/Other | (182,202.0) | (172,445.1) |
| Total Ongoing Businesses | 476,466.6 | 434,062.8 |
| Closed Blocks: | | |
| Closed Block Variable Annuity | 45,390.4 | 43,359.3 |
| Closed Block Institutional Spread Products | 2,117.2 | 3,685.4 |
| Closed Block Other | 544.4 | 543.8 |
| Total Closed Blocks | 48,052.0 | 47,588.5 |
| Total AUM and AUA | $524,518.6 | $481,651.3 |
| | | |
| AUM | $283,458.5 | $260,911.8 |
| AUA | 241,060.1 | 220,739.5 |
| Total AUM and AUA | $524,518.6 | $481,651.3 |

The following table presents the relative contributions of each segment to Operating earnings before income taxes for the periods indicated, and a reconciliation of Operating earnings before income taxes to Income (loss) before income taxes:

| ($ in millions) | Three Months Ended June 30, 2014 | Three Months Ended June 30, 2013 | Six Months Ended June 30, 2014 | Six Months Ended June 30, 2013 |
|---|---|---|---|---|
| Retirement Solutions: | | | | |
| Retirement | $135.8 | $132.1 | $250.7 | $269.9 |
| Annuities | 64.2 | 59.5 | 119.0 | 113.8 |
| Investment Management | 54.9 | 41.1 | 104.7 | 71.2 |
| Insurance Solutions: | | | | |
| Individual Life | 63.4 | 40.0 | 94.5 | 90.8 |
| Employee Benefits | 37.8 | 34.1 | 54.7 | 46.5 |
| Total Ongoing Business | 356.1 | 306.8 | 623.6 | 592.2 |
| Corporate | (38.3) | (52.8) | (75.6) | (102.9) |
| Closed Blocks: | | | | |
| Closed Block Institutional Spread Products | 6.6 | 10.9 | 12.0 | 33.0 |
| Closed Block Other | 3.9 | 7.1 | (0.6) | 6.4 |
| Total Closed Blocks [1] | 10.5 | 18.0 | 11.4 | 39.4 |
| Total operating earnings before income taxes | $328.3 | $272.0 | $559.4 | $528.7 |
| | | | | |
| Adjustments: | | | | |
| Closed Block Variable Annuity | (84.1) | (338.4) | (63.9) | (815.5) |
| Net investment gains (losses) and related charges and adjustments | 73.0 | 0.8 | 130.6 | 42.6 |
| Net guaranteed benefit hedging gains (losses) and related charges and adjustments | (20.3) | 32.4 | (13.9) | 35.5 |
| Loss related to businesses exited through reinsurance or divestment | (26.9) | (17.0) | (37.4) | (33.9) |
| Income (loss) attributable to noncontrolling interests | 166.6 | (3.1) | 180.1 | (16.6) |
| Other adjustments to operating earnings | (17.6) | (21.9) | (33.6) | (30.3) |
| Income (loss) before income taxes | $419.0 | $(75.2) | $721.3 | $(289.5) |

[1] Our CBVA segment is managed to focus on protecting regulatory and rating capital rather than achieving operating metrics and, therefore, its results of operations are not reflected within Operating earnings before income taxes.

The following table presents the relative contributions of each segment to Operating revenues for the periods indicated and a reconciliation of Operating revenues to Total revenues:

| ($ in millions) | Three Months Ended June 30, 2014 | 2013 | Six Months Ended June 30, 2014 | 2013 |
|---|---|---|---|---|
| Retirement Solutions: | | | | |
| Retirement | $592.9 | $596.9 | $1,191.4 | $1,180.1 |
| Annuities | 330.8 | 304.0 | 685.2 | 611.6 |
| Investment Management | 163.2 | 148.6 | 323.7 | 280.5 |
| Insurance Solutions: | | | | |
| Individual Life | 699.9 | 694.8 | 1,392.1 | 1,381.9 |
| Employee Benefits | 342.5 | 311.7 | 681.4 | 629.8 |
| Total Ongoing Business | 2,129.3 | 2,056.0 | 4,273.8 | 4,083.9 |
| Corporate | 23.6 | 7.9 | 48.9 | 25.0 |
| Closed Blocks: | | | | |
| Closed Block Institutional Spread Products | 17.0 | 26.3 | 34.6 | 64.6 |
| Closed Block Other | 7.0 | 7.3 | 15.0 | 14.5 |
| Total Closed Blocks[1] | 24.0 | 33.6 | 49.6 | 79.1 |
| Total operating revenues | $2,176.9 | $2,097.5 | $4,372.3 | $4,188.0 |
| | | | | |
| Adjustments: | | | | |
| Closed Block Variable Annuity | 112.1 | (60.3) | 396.7 | (504.3) |
| Net realized investment gains (losses) and related charges and adjustments | 67.0 | (41.9) | 116.6 | (11.5) |
| Gain (loss) on change in fair value of derivatives related to guaranteed benefits | (24.3) | 70.1 | (48.2) | 90.7 |
| Revenues related to businesses exited through reinsurance or divestment | 66.9 | (55.8) | 85.9 | (67.9) |
| Revenues (loss) attributable to noncontrolling interests | 219.1 | 60.9 | 279.9 | 101.2 |
| Other adjustments to operating revenues | 80.4 | 70.1 | 165.8 | 163.0 |
| Total revenues | $2,698.1 | $2,140.6 | $5,369.0 | $3,959.2 |

[1] Our CBVA segment is managed to focus on protecting regulatory and rating agency capital rather than achieving operating metrics and, therefore, its results of operations are not reflected within Operating revenues.

Notable Items

We believe the following tables will help investors identify more easily some of the larger causes of changes in our Operating earnings before income taxes during the periods discussed. The tables highlight notable items that are included in Operating earnings before income taxes from the following categories: (1) large gains (losses) that are not indicative of performance in the period; (2) significant gains (losses) resulting from transactions to change our capital structure; and (3) items that typically recur but can be volatile from period to period (e.g., Deferred policy acquisition costs ("DAC")/Value of business acquired ("VOBA") and other intangibles unlocking). There may be other items not included in the following table that caused increases (decreases) in Operating earnings before taxes for the periods presented. See the descriptions within the "Results of Operations" section for a more comprehensive discussion of the causes of changes in Operating earnings before income taxes.

| ($ in millions) | Three Months Ended June 30, 2014 | 2013 | Six Months Ended June 30, 2014 | 2013 |
|---|---|---|---|---|
| DAC/VOBA and other intangibles unlocking | $10.3 | $3.6 | $(9.5) | $10.9 |
| Net gain (loss) from Lehman Recovery | 5.8 | — | 4.0 | — |

The following table presents the adjustment to Income (loss) before income taxes related to Total investment gains (losses) and the related Net amortization of DAC/VOBA and other intangibles for the periods indicated:

| ($ in millions) | Three Months Ended June 30, 2014 | Three Months Ended June 30, 2013 | Six Months Ended June 30, 2014 | Six Months Ended June 30, 2013 |
|---|---|---|---|---|
| Other-than-temporary impairments | $(2.5) | $(7.2) | $(5.8) | $(18.2) |
| CMO-B fair value adjustments[1] | 53.9 | (115.3) | 119.2 | (148.5) |
| Gains (losses) on the sale of securities | (7.6) | 2.1 | 28.6 | 22.6 |
| Other, including changes in the fair value of derivatives | 22.4 | 81.0 | (26.5) | 147.1 |
| Total investment gains (losses) | 66.2 | (39.4) | 115.5 | 3.0 |
| Net amortization of DAC/VOBA and other intangibles on above | 6.1 | 43.7 | 13.8 | 56.6 |
| Net investment gains (losses), including Closed Block Variable Annuity | 72.3 | 4.3 | 129.3 | 59.6 |
| Less: Closed Block Variable Annuity net investment gains (losses) and related charges and adjustments | (0.7) | 3.5 | (1.3) | 17.0 |
| Net investment gains (losses) | $73.0 | $0.8 | $130.6 | $42.6 |

[1] For a description of our CMO-B portfolio, see "Investments - CMO-B Portfolio."

The following table presents the adjustment to Income (loss) before taxes related to Guaranteed benefit hedging gains (losses) net of DAC/VOBA and other intangibles amortization for the periods indicated. This table excludes CBVA.

| ($ in millions) | Three Months Ended June 30, 2014 | Three Months Ended June 30, 2013 | Six Months Ended June 30, 2014 | Six Months Ended June 30, 2013 |
|---|---|---|---|---|
| Gain (loss), excluding nonperformance risk | $(17.2) | $76.7 | $(25.5) | $92.8 |
| Gain (loss) due to nonperformance risk | (17.8) | (18.2) | (15.1) | (22.3) |
| Net gain (loss) prior to related amortization of DAC/VOBA and sales inducements | (35.0) | 58.5 | (40.6) | 70.5 |
| Net amortization of DAC/VOBA and sales inducements | 14.7 | (26.1) | 26.7 | (35.0) |
| Net guaranteed benefit hedging gains (losses) and related charges and adjustments | $(20.3) | $32.4 | $(13.9) | $35.5 |

Terminology Definitions

Net realized capital gains (losses), Net realized investment gains (losses) and related charges and adjustments and Net guaranteed benefit hedging losses and related charges and adjustments include changes in the fair value of derivatives. Increases in the fair value of derivative assets or decreases in the fair value of derivative liabilities result in "gains." Decreases in the fair value of derivative assets or increases in the fair value of derivative liabilities result in "losses."

In addition, we have certain products that contain guarantees that are embedded derivatives related to guaranteed benefits, while other products contain such guarantees that are considered derivatives (collectively "guaranteed benefit derivatives").

Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

Net Income (Loss)

Net investment income increased $8.7 million from $1,112.2 million to $1,120.9 million primarily due to a higher earned rate on fixed interest options in our CBVA segment and higher investment income resulting from growth in fixed index annuity ("FIA") AUM in our Annuities segment. This was partially offset by lower investment income due to the impact of the continued low interest rate environment on reinvestment rates. In addition, the continuing runoff of the Annual Reset and Multi-Year Guarantee Annuities ("Annual Reset/MYGAs") in our Annuities segment and decrease in block size in our Closed Block Institutional Spreads Products segment contributed to the offset.

Fee income decreased $12.4 million from $909.7 million to $897.3 million as a result of several factors, including lower unearned revenue amortization in our Employee Benefits segment and lower fee income in our Closed Block Variable Annuity segment as a result of higher attributable fees in reserves. These items were partially offset by an increase in fees in our Retirement and Annuities segments associated with higher AUM. In addition, higher fee income in our Individual Life segment was primarily due to higher unearned revenue amortization and increased cost of insurance fees on the aging inforce universal life block. Higher fee income in our Investment Management segment includes fees associated with affiliated and collateral loan obligation ("CLO") entities which are eliminated in consolidation.

Premiums increased $154.6 million from $474.8 million to $629.4 million primarily due to higher sales of immediate annuities with life contingencies in our Annuities segment, as well as higher premiums associated with the annuitization of life contingent contracts in our CBVA segment, both of which are offset by a reserve increase in the corresponding Interest credited and other benefits to contract owners/policyholders. Additionally, higher premiums in our Employee Benefits segment were primarily due to the effects of higher group stop loss and voluntary product sales in the first quarter of 2014.

Net realized capital losses decreased $199.4 million from $565.9 million to $366.5 million as a result of several factors. Changes in fair value of guaranteed benefit derivatives due to nonperformance risk resulted in a decrease in Net realized capital losses of $89.5 million, from a loss of $139.5 million to a loss of $50.0 million. Changes in fair value adjustments on our CMO-B portfolio as a result of interest rate movements and lower impairments also reduced the Net realized capital loss. Gains from market value changes and sales of securities associated with business reinsured are partially offset by the corresponding increase in Interest credited and other benefits to contract owners/policyholders. These improvements were partially offset by changes in fair value of guaranteed benefit derivatives, excluding nonperformance risk, including those within our CBVA segment, and unfavorable derivative mark to market adjustments, which were both largely a result of interest rate movements. Declining interest rates in the current period compared to rising interest rates in the prior period resulted in unfavorable changes in the fair value of derivatives that are hedging our exposure to various market risks within the investment portfolio.

Excluding nonperformance risk, the result of changes in fair value of derivatives and guaranteed benefit derivatives in our CBVA segment resulted in a $16.7 million increase in Net realized capital losses, including an unfavorable variance of $450.4 million related to changes in guaranteed benefit derivatives, excluding nonperformance risk, mostly offset by changes in fair value of derivatives from our CBVA hedge and capital hedge overlay ("CHO") program, which improved by $433.7 million. The unfavorable variance was due to higher equity market appreciation partially offset by interest rate movements as described above as well as implied volatility. The focus in managing our Closed Block Variable Annuity segment is on protecting regulatory and rating agency capital, and our hedging program is primarily designed to mitigate the impacts of market scenarios on capital resources, rather than mitigating earnings volatility.

Other revenue increased $4.2 million from $106.1 million to $110.3 million primarily due to changes in market value adjustments related to retirement plans and annuities upon surrender and higher income earned by our Retirement segment’s broker dealers for sales on non-proprietary products, which is partially offset by the corresponding higher broker-dealer expenses within Operating expenses. Partially offsetting the increase is lower revenue associated with our Closed Block Other segment.

Interest credited and other benefits to contract owners/policyholders increased $75.3 million from $1,229.9 million to $1,305.2 million primarily driven by an increase in the funds withheld reserve and changes in the reinsurance deposit asset associated with business reinsured resulting from market value changes in the related assets, which are partially offset by a corresponding amount recorded in Net realized capital gains (losses). Additionally, an increase in immediate annuities with life contingencies in our Annuities segment and an increase in reserves associated with the annuitization of life contingent contracts in our CBVA segment contributed to the increase but are offset by the increase in Premiums described above. Additionally, an increase in reserves in our Employee Benefits segment was primarily due to higher stop loss volumes, resulting in higher benefits incurred, along with slightly higher voluntary benefits as a result of the new Compass product. The increases were partially offset by favorable mortality resulting from improved severity in our Individual Life segment, reserve releases in our CBVA segment due to more favorable fund returns in the current period compared to the prior period, as well as declining contract owner account balances for our Closed Block Institutional Spread Products segment. In addition, higher interest credited due to an increase in FIA AUM was more than offset by a decline in AUM for Annual Reset/MYGAs due to continued runoff and lower crediting rates in our Annuities segment.

Operating expenses decreased $11.9 million from $770.2 million to $758.3 million as a result of several factors, including a decrease in Operating expenses in our Closed Block Other segment as result of lower letter of credit ("LOC") fees due to lower collateral requirements. In addition, lower LOC costs due to the termination of the contingent capital letter of credit facility supporting our CBVA segment during the second quarter of 2013, as well as expenses in the prior period related to the divestment of the Company by ING Group that did not recur, contributed to the decline. These decreases were partially offset by several items including investments in the business, higher expenses in the current period associated with rebranding and restructuring, higher share-based compensation and higher asset based commissions in the current period in our Retirement Solutions business.

Net amortization of DAC/VOBA decreased $8.8 million from $124.5 million to $115.7 million primarily due to a lower amortization rate and lower amortization on guaranteed benefit hedging gains (losses). In addition, favorable unlocking in the current period driven by the impact of favorable equity market performance was partially offset by higher amortization related to realized gains in our Retirement segment.

Interest expense increased $3.7 million from $43.8 million to $47.5 million primarily due to a change in debt structure over the course of the prior year. See a description of the change in debt structure under "Debt Securities."

Income (loss) before income taxes increased $494.2 million from a loss of $(75.2) million to income of $419.0 million as a result of several factors including lower net losses related to incurred guaranteed benefits and guarantee hedge and CHO programs in our CBVA segment, which improved by $150.7 million. Changes in the fair value of guaranteed benefit derivatives related to nonperformance risk resulted in an improvement of $89.5 million. Higher volumes in our Employee Benefits segment and improved margins in our Annuities and Investment Management segments also contributed to the improvement. In addition, favorable mortality results in our Individual Life segment due to improved severity, lower Operating expenses, lower Net amortization of DAC/VOBA and higher Net investment gains and income (loss) attributable to noncontrolling interests improved the overall result. The increases were partially offset by the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Income tax expense (benefit) decreased $4.0 million from $10.1 million to $6.1 million primarily due to decreases in tax capital gains. The effective tax rate is low as the tax expense on income (loss) before income taxes is mostly offset by increases/decreases in valuation allowances. However, tax capital gains (losses) are generally not offset by changes in valuation allowances, which is the primary cause of the tax expense in the current and prior periods.

Operating Earnings before Income Taxes

Operating earnings before income taxes increased $56.3 million from $272.0 million to $328.3 million as a result of several factors including favorable results in our Individual Life segment, improved margins in our Annuities segment, increased Fee income primarily due to higher AUM, higher volumes in our Employee Benefits segment, and a decrease in Net amortization of DAC/VOBA including higher favorable unlocking in the current period. These increases were partially offset by the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Adjustments from Income (Loss) before Income Taxes to Operating Earnings (Loss) before Income Taxes

CBVA results are discussed in "-Results of Operations-Segment by Segment-Closed Block Variable Annuity."

Net investment gains and related charges and adjustments increased $72.2 million from $0.8 million to $73.0 million primarily due to changes in fair value adjustments on our CMO-B portfolio as a result of interest rate movements and lower impairments. The increases were partially offset by losses on the sale of securities compared to gains in the prior period and unfavorable derivative mark to market adjustments due to changes in interest rates. Declining interest rates in the current period compared to rising interest rates in the prior period resulted in unfavorable changes in the fair value of derivatives that are hedging our exposure to various market risks within the investment portfolio.

Net guaranteed benefit hedging gains (losses) and related charges and adjustments changed $52.7 million from $32.4 million to $(20.3) million primarily due to declining interest rates in the current period compared to rising interest rates in the prior period and equity market movements. Changes in the fair value of guaranteed benefit derivatives related to nonperformance risk were essentially flat, including losses of $17.8 million in the current period compared to losses of $18.2 million in the prior period.

Loss related to businesses exited through reinsurance or divestment increased $9.9 million from $17.0 million to $26.9 million primarily due to losses associated with a block of Retirement business that was reinsured during the current period, partially offset by lower costs associated with the business transferred via reinsurance from us to Hannover Re.

Other adjustments to operating earnings changed $4.3 million from $(21.9) million to $(17.6) million primarily due to costs related to the divestment of the Company by ING Group in the prior period that did not recur, partially offset by higher expenses associated with rebranding and restructuring.

Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

Net Income (Loss)

Net investment income decreased $44.4 million from $2,310.9 million to $2,266.5 million primarily due to lower prepayment fee income and the impact of the continued low interest rate environment on reinvestment rates. In addition, the continuing run-off of Annual Reset/MYGAs in our Annuities segment and a decrease in block size in our Closed Block Institutional Spreads Products segment contributed to the decline. These decreases were partially offset by higher investment income on fixed interest options in our CBVA segment as a result of a higher earned rate and higher investment income resulting from growth in FIA AUM in our Annuities segment.

Fee income increased $27.5 million from $1,801.6 million to $1,829.1 million primarily due to an increase in fees in our Retirement, Annuities, Investment Management and CBVA segments associated with higher AUM. In addition, higher Fee income in our Individual Life segment was primarily due to increased cost of insurance fees on the aging in-force universal life block. Higher fees within our Investment Management segment, including fees associated with affiliated and CLO entities, are eliminated in consolidation.

Premiums increased $283.6 million from $946.7 million to $1,230.3 million primarily due to higher sales of immediate annuities with life contingencies in our Annuities segment, as well as higher premiums associated with the annuitization of life contingent contracts in our CBVA segment, both of which are offset by a reserve increase in the corresponding Interest credited and other benefits to contract owners/policyholders. Additionally, higher Premiums in our Employee Benefits segment were primarily due to increased group stop loss and voluntary product sales.

Net realized capital losses decreased $883.6 million from $1,440.7 million to $557.1 million as a result of several factors. Changes in fair value of derivatives and guaranteed benefit derivatives, excluding nonperformance risk in our CBVA segment, as described below, resulted in a $516.7 million decrease in Net realized capital losses. Changes in fair value of guaranteed benefit derivatives due to nonperformance risk resulted in a decrease in Net realized capital losses of $232.5 million, from a loss of $250.3 million to a loss of $17.8 million. In addition, changes in fair value adjustments on our CMO-B portfolio as a result of interest rate movements and lower impairments reduced the Net realized capital loss. Gains from market value changes and sales of securities associated with business reinsured are partially offset by the corresponding increase in Interest credited and other benefits to contract owners/policyholders. These improvements were partially offset by changes in fair value of guaranteed benefit derivatives, excluding nonperformance risk in our Retirement Solutions business, and unfavorable derivative mark to market adjustments, which were both largely a result of interest rate movements. Declining interest rates in the current period compared to rising interest rates in the prior period resulted in unfavorable changes in the fair value of derivatives that are hedging our exposure to various market risks within the investment portfolio.

Excluding nonperformance risk, the result of changes in fair value of derivatives and guaranteed benefit derivatives in our CBVA segment resulted in a $516.7 million decrease in Net realized capital losses, including favorable changes in fair value of derivatives from our CBVA hedge and CHO program of $1,743.7 million, partially offset by an unfavorable variance of $1,227.0 million related to changes in guaranteed benefit derivatives, excluding nonperformance risk. The favorable variance was primarily due to interest rate movements as described above, in addition to implied volatility and lower equity market appreciation in the current period compared to the prior period. The focus in managing our Closed Block Variable Annuity segment is on protecting regulatory and rating agency capital, and our hedging program is primarily designed to mitigate the impacts of market scenarios on capital resources, rather than mitigating earnings volatility.

Other revenue increased $14.1 million from $201.7 million to $215.8 million primarily due to changes in market value adjustments related to retirement plans and annuities upon surrender and higher income earned by our Retirement segment’s broker dealers for sales on non-proprietary products, which is partially offset by the corresponding higher broker-dealer expenses within Operating expenses. Partially offsetting the gain is lower revenue associated with our Closed Block Other segment.

Interest credited and other benefits to contract owners/policyholders increased $372.0 million from $2,291.3 million to $2,663.3 million primarily due to an increase in the funds withheld reserve and changes in the reinsurance deposit asset associated with business reinsured resulting from market value changes in the related assets, which are partially offset by a corresponding amount recorded in Net realized capital gains (losses). Additionally, an increase in immediate annuities with life contingencies in our Annuities segment and an increase in reserves associated with the annuitization of life contingent contracts in our CBVA segment are offset by the increase in Premiums described above. Additionally, an increase in reserves in our Employee Benefits segment was primarily due to higher stop loss volumes, resulting in higher benefits incurred, along with slightly higher voluntary benefits as a result of the new Compass product. An increase in reserves in our Individual Life segment resulted from unfavorable mortality, net of reinsurance on the universal life blocks and favorable incurred but not recorded ("IBNR") development in the prior period that did not repeat in the current period. The increases were partially offset by declining contract owner account balances for our Closed Block Institutional Spread Products segment. In addition, higher interest credited due to an increase in FIA AUM was more than offset by a decline in AUM for Annual Reset/MYGAs due to continued runoff and lower crediting rates in our Annuities segment.

Operating expenses increased $18.5 million from $1,529.3 million to $1,547.8 million primarily due to investments in the business, higher expenses from operating as a public company, increased costs in the current period related to rebranding and restructuring, higher share-based compensation and higher asset based commissions in the current period. A reduction in estimated variable compensation accruals in the prior period that did not repeat also contributed to the increase. These were partially offset by lower LOC expenses in the current period due to the termination of the contingent capital letter of credit facility supporting our Closed Block Variable Annuity segment during the second quarter of 2013 and a decrease in Operating expenses in our Closed Block Other segment as result of lower LOC fees due to lower collateral requirements.

Net amortization of DAC/VOBA decreased $13.2 million from $255.0 million to $241.8 million primarily due to a lower amortization rate, lower amortization on guaranteed benefit hedging gains (losses) and lower gross profits in our Individual Life segment, partially offset by unfavorable unlocking in our Retirement segment due to contract changes in the current period, and higher amortization our Employee Benefits segment resulting from terminated cases.

Interest expense increased $6.9 million from $88.2 million to $95.1 million primarily due to a change in debt structure over the course of the prior year. See a description of the change in debt structure under "Debt Securities."

Income (loss) before income taxes increased $1,010.8 million from $(289.5) million to $721.3 million as a result of several factors including lower net losses related to incurred guaranteed benefits and guarantee hedge and CHO programs in our CBVA segment, which improved by $365.5 million. Changes in the fair value of guaranteed benefit derivatives related to nonperformance risk resulted in a decrease in losses of $232.5 million. An increase in Fee income as a result of higher AUM, higher volumes in our Employee Benefits segment, and improved margins in our Annuities segment also contributed to the improvement. In addition, lower Net amortization of DAC/VOBA and higher Net investment gains and income (loss) attributable to noncontrolling interests improved the overall result. The increases were partially offset by higher Operating expenses, lower prepayment fee income, and the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Income tax expense (benefit) increased $15.5 million from $21.3 million to $36.8 million primarily due to increases in tax capital gains. The effective tax rate is low as the tax expense on income (loss) before income taxes is mostly offset by increases/decreases in valuation allowances. However, tax capital gains (losses) are generally not offset by changes in valuation allowances, which is the primary cause of the tax expense in the current and prior periods.

Operating Earnings before Income Taxes

Operating earnings before income taxes increased $30.7 million from $528.7 million to $559.4 million as a result of several factors including improved margins in our Annuities and Investment Management segments, increased Fee income primarily due to higher AUM, higher volumes in our Employee Benefits segment, and a decrease in DAC/VOBA amortization rates in our Retirement and Annuities segments. These increases were partially offset by higher Operating expenses, lower prepayment fee income, unfavorable DAC/VOBA an other intangibles unlocking compared to the prior period, and the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Adjustments from Income (Loss) before Income Taxes to Operating Earnings (Loss) before Income Taxes

CBVA results are discussed in "-Results of Operations-Segment by Segment-Closed Block Variable Annuity."

Net investment gains and related charges and adjustments increased $88.0 million from $42.6 million to $130.6 million primarily due to changes in fair value adjustments on our CMO-B portfolio as a result of interest rate movements and lower impairments. The increases were offset by lower gains on the sale of securities and unfavorable derivative mark to market adjustments due to changes in interest rates. Declining interest rates in the current period compared to rising interest rates in the prior period resulted in unfavorable changes in the fair value of derivatives that are hedging our exposure to various market risks within the investment portfolio.

Net guaranteed benefit hedging gains (losses) and related charges and adjustments changed $49.4 million from $35.5 million to $(13.9) million primarily due to declining interest rates in the current period compared to rising interest rates in the prior period and equity market movements. Changes in the fair value of guaranteed benefit derivatives related to nonperformance risk resulted in lower losses, including losses of $15.1 million in the current period compared to losses of $22.3 million in the prior period.

Loss related to businesses exited through reinsurance or divestment increased $3.5 million from $33.9 million to $37.4 million primarily due to losses associated with a block of Retirement business that was reinsured during the current period, partially offset by lower costs associated with the business transferred via reinsurance from us to Hannover Re.

Other adjustments to operating earnings changed $3.3 million from $(30.3) million to $(33.6) million primarily due to rebranding and restructuring in the current period, partially offset by costs related to the divestment of the Company by ING Group in the prior period that did not recur.

Results of Operations - Ongoing Business

We consider the Retirement, Annuities, Investment Management, Individual Life, and Employee Benefits segments to be our ongoing businesses. The following table presents Operating earnings before income taxes of our ongoing businesses for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| ($ in millions) | 2014 | 2013 | 2014 | 2013 |
| Operating earnings before income taxes | $356.1 | $306.8 | $623.6 | $592.2 |

The following table presents certain notable items that resulted in volatility in Operating earnings before income taxes for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| ($ in millions) | 2014 | 2013 | 2014 | 2013 |
| DAC/VOBA and other intangibles unlocking | $10.3 | $3.6 | $(9.5) | $10.9 |

Ongoing Business - Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

Operating earnings before income taxes increased $49.3 million from $306.8 million to $356.1 million as a result of several factors including favorable results in our Individual Life segment, improved margins in our Annuities and Investment Management segments, increased Fee income primarily due to higher AUM, higher Premiums in our Employee Benefits segment, and a decrease in Net amortization of DAC/VOBA including higher favorable unlocking in the current period. These increases were partially offset by the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Ongoing Business - Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

Operating earnings before income taxes increased $31.4 million from $592.2 million to $623.6 million as a result of several factors including improved margins in our Annuities and Investment Management segments, increased Fee income primarily due to higher AUM, higher Premiums partially offset by an increase in reserves in our Employee

Benefits segment, and a decrease in DAC/VOBA amortization rates in our Retirement and Annuities segments. These increases were partially offset by higher Operating expenses, lower prepayment fee income, unfavorable DAC/VOBA and other intangibles unlocking compared to the prior period, and the impact of the continued low interest rate environment on reinvestment rates across multiple segments.

Results of Operations - Segment by Segment

Retirement Solutions - Retirement

The following table presents Operating earnings before income taxes of our Retirement segment for the periods indicated:

| ($ in millions) | Three Months Ended June 30, 2014 | 2013 | Six Months Ended June 30, 2014 | 2013 |
|---|---|---|---|---|
| Operating revenues: | | | | |
| Net investment income and net realized gains (losses) | $379.6 | $388.8 | $768.1 | $777.7 |
| Fee income | 192.9 | 189.0 | 384.0 | 372.8 |
| Premiums | 3.4 | 3.8 | 4.1 | 4.3 |
| Other revenue | 17.0 | 15.3 | 35.2 | 25.3 |
| Total operating revenues | 592.9 | 596.9 | 1,191.4 | 1,180.1 |
| Operating benefits and expenses: | | | | |
| Interest credited and other benefits to contract owners/policyholders | 209.3 | 212.1 | 420.0 | 416.7 |
| Operating expenses | 217.3 | 210.0 | 443.3 | 414.0 |
| Net amortization of DAC/VOBA | 30.5 | 42.7 | 77.4 | 79.5 |
| Total operating benefits and expenses | 457.1 | 464.8 | 940.7 | 910.2 |
| Operating earnings before income taxes | $135.8 | $132.1 | $250.7 | $269.9 |

The following table presents certain notable items that resulted in the volatility in Operating earnings before income taxes for the periods indicated:

| ($ in millions) | Three Months Ended June 30, 2014 | 2013 | Six Months Ended June 30, 2014 | 2013 |
|---|---|---|---|---|
| DAC/VOBA and other intangibles unlocking | $7.1 | $(1.4) | $(4.2) | $1.6 |

The following tables present AUM and AUA for our Retirement segment as of the dates indicated:

| ($ in millions) | June 30, 2014 | 2013 |
|---|---|---|
| Corporate markets | $42,499.1 | $35,916.3 |
| Tax-exempt markets [1] | 53,910.8 | 49,451.5 |
| Total full service plans | 96,409.9 | 85,367.8 |
| Stable value[2] | 8,843.5 | 8,406.9 |
| Individual market | 3,174.8 | 2,702.4 |
| Total AUM | 108,428.2 | 96,477.1 |
| AUA | 241,664.0 | 220,739.5 |
| Total AUM and AUA [1] | $350,092.2 | $317,216.6 |

[1] Balances as of June 30, 2014 reflect a reduction of $908.8 million of assets transferred to reinsurer.
[2] Consists of assets where we are the investment manager.

| ($ in millions) | June 30, 2014 | 2013 |
|---|---|---|
| General Account [1] | $27,389.5 | $27,700.9 |
| Separate Account | 60,119.8 | 52,609.7 |
| Mutual Fund/Institutional Funds | 20,918.9 | 16,166.5 |
| AUA | 241,664.0 | 220,739.5 |
| Total AUM and AUA | $350,092.2 | $317,216.6 |

[1] Balances as of June 30, 2014 reflect a reduction of $908.8 million of assets transferred to reinsurer.

The following table presents a rollforward of AUM for our Retirement segment for the periods indicated:

| ($ in millions) | Three Months Ended June 30, 2014 | 2013 | Six Months Ended June 30, 2014 | 2013 |
|---|---|---|---|---|
| Balance as of beginning of period | $106,515.1 | $95,602.3 | $105,236.9 | $90,471.2 |
| Deposits | 3,198.0 | 3,456.0 | 6,721.1 | 7,900.3 |
| Surrenders, benefits and product charges | (3,220.4) | (3,014.4) | (6,699.1) | (6,039.3) |
| Net flows | (22.4) | 441.6 | 22.0 | 1,861.0 |
| Interest credited and investment performance | 2,844.3 | 433.2 | 4,078.1 | 4,144.9 |
| Transfer to reinsurer | (908.8) | — | (908.8) | — |
| Balance as of end of period | $108,428.2 | $96,477.1 | $108,428.2 | $96,477.1 |

Effective April 1, 2014, we entered into a coinsurance agreement to reinsure a block of in-force fixed deferred annuity contracts (the "Second Quarter Reinsurance Transaction"). This transaction is accounted for using deposit accounting. Under the agreement, the counterparty contractually assumed from us certain policyholder liabilities and obligations, although we remain obligated to contract owners. Consistent with our practice to exclude business (including blocks of business) exited via reinsurance or divestment from Operating earnings before income taxes and from Operating revenues, beginning in the second quarter of 2014, the revenues and expenses of this reinsured block of business are excluded from these metrics and in the tables above. The Second Quarter Reinsurance Transaction reduced Operating earnings before income taxes by approximately $2 million in the second quarter of 2014.

Retirement - Three Months Ended June 30, 2014 Compared to Three Months Ended June 30, 2013

Operating revenues

Net investment income and net realized gains decreased $9.2 million from $388.8 million to $379.6 million primarily due to the impact of the Second Quarter Reinsurance Transaction in the current period. Excluding the impact of this transaction, investment income was essentially flat with increases in investment income due to growth of general account assets offset by lower investment yields on the CMO-B portfolio as well as other securities. Investment income on the CMO-B portfolio was lower due primarily to portfolio turnover, as reinvestment rates were lower than the yields of the investments that matured.

Fee income increased $3.9 million from $189.0 million to $192.9 million primarily due to increases in full service retirement plan fees partially offset by lower fees for the recordkeeping business. The increase in full service retirement plan fees was driven by net increases in separate account and institutional/mutual fund AUM. These increases were partially offset by a decrease in other recordkeeping fees primarily due to reductions in change order fees as well as terminated contracts.

Other revenue increased $1.7 million from $15.3 million to $17.0 million primarily due to increase in broker-dealer revenues and changes in market value adjustments related to retirement plans upon surrender.

Operating benefits and expenses

Interest credited and other benefits to contract owners/policyholders decreased $2.8 million from $212.1 million to $209.3 million primarily due to the impact of the Second Quarter Reinsurance Transaction in the current period, along with a decrease in the average credited rates due to actions taken in January 2014 to reflect the continuing low interest rate environment. This was partially offset by growth in general account liabilities, which corresponds to the growth in general account assets.

Operating expenses increased $7.3 million from $210.0 million to $217.3 million primarily due investments in the business, higher asset based commissions in the current period and higher share-based compensation. This was offset by decreased recordkeeping expenses, due to terminated contracts, and for lower expenses in the current period from the impact of the Second Quarter Reinsurance Transaction.

Net amortization of DAC/VOBA decreased $12.2 million from $42.7 million to $30.5 million primarily due to favorable unlocking in the current period, driven by the impact of equity market performance, compared to unfavorable unlocking in the prior period. In addition, amortization was lower in the current period due to a reduced amortization rate and lower gross profits.

Operating earnings before income taxes

Operating earnings before income taxes increased $3.7 million from $132.1 million to $135.8 million primarily driven by favorable DAC/VOBA unlocking in the current period and increases in Fee income and Other revenue related to full service retirement plans, partially offset by an increase in Operating expenses driven by investments in the business and higher asset based commissions.

Retirement - Six Months Ended June 30, 2014 Compared to Six Months Ended June 30, 2013

Operating revenues

Net investment income and net realized gains decreased $9.6 million from $777.7 million to $768.1 million primarily due to the impact of the Second Quarter Reinsurance Transaction in the current period. Excluding the impact of reinsurance, investment income was essentially flat as increases in investment income, due to growth of general account assets, were offset by lower prepayment income and lower investment yields on the CMO-B portfolio and other securities in the current period. Investment income on the CMO-B portfolio was lower due primarily to portfolio turnover, as reinvestment rates were lower than the yields of the investments that matured.

Fee income increased $11.2 million from $372.8 million to $384.0 million primarily due to increases in full service retirement plan fees partially offset by lower fees for the recordkeeping business. The increase in full service retirement plan fees was driven by net increases in separate account and institutional/mutual fund AUM. These increases were partially offset by a decrease in other recordkeeping fees primarily due to reductions in change order fees as well as terminated contracts.

Other revenue increased $9.9 million from $25.3 million to $35.2 million primarily due to changes in market value adjustments related to retirement plans upon surrender and an increase in broker-dealer revenue.

Operating benefits and expenses

Interest credited and other benefits to contract owners/policyholders increased $3.3 million from $416.7 million to $420.0 million primarily due to an increase in general account liabilities, which corresponds to the increase in general account assets. General account assets increased due to participants transferring funds from variable investment options into fixed investment options. This increase was partially offset by a decrease in the average credited rates due to actions taken in January 2014 to reflect the continuing low interest rate environment and due to the impact of the Second Quarter Reinsurance Transaction in the current period.

Operating expenses increased $29.3 million from $414.0 million to $443.3 million primarily due to investments in the business, higher expenses from operating as a public company, higher asset based commissions in the current period, and a reduction in estimated variable compensation accruals in the prior period that did not repeat. This was partially offset by lower expenses in the current period due to the impact of the Second Quarter Reinsurance Transaction.

Net amortization of DAC/VOBA decreased $2.1 million from $79.5 million to $77.4 million primarily due to a decrease in the amortization rate in the current period offset by unfavorable DAC unlocking in the current period due primarily to contract changes.

Operating earnings before income taxes

Operating earnings before income taxes decreased $19.2 million from $269.9 million to $250.7 million primarily driven by increases in Operating expenses, unfavorable DAC/VOBA and other intangible unlocking and increased Interest credited and other benefits to contract owners/policyholders. The unfavorable variances were offset by increases in Fee income and Other revenues related to full service retirement plans.

Retirement Solutions-Annuities

The following table presents Operating earnings before income taxes of the Annuities segment for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| ($ in millions) | 2014 | 2013 | 2014 | 2013 |
| Operating revenues: | | | | |
| Net investment income and net realized gains (losses) | $275.8 | $283.5 | $546.4 | $570.6 |
| Fee income | 14.2 | 11.2 | 27.4 | 21.1 |
| Premiums | 35.5 | 6.7 | 101.6 | 14.5 |
| Other revenue | 5.3 | 2.6 | 9.8 | 5.4 |
| Total operating revenues | 330.8 | 304.0 | 685.2 | 611.6 |
| Operating benefits and expenses: | | | | |
| Interest credited and other benefits to contract owners/policyholders | 197.4 | 183.9 | 427.2 | 368.3 |
| Operating expenses | 36.6 | 32.2 | 72.1 | 63.2 |
| Net amortization of DAC/VOBA | 32.6 | 28.4 | 66.9 | 66.3 |
| Total operating benefits and expenses | 266.6 | 244.5 | 566.2 | 497.8 |
| Operating earnings before income taxes | $64.2 | $59.5 | $119.0 | $113.8 |

The following table presents certain notable items that resulted in volatility in Operating earnings before income taxes for the periods indicated:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| ($ in millions) | 2014 | 2013 | 2014 | 2013 |
| DAC/VOBA and other intangibles unlocking | $6.5 | $9.9 | $9.7 | $16.9 |

The following table presents AUM for our Annuities segment as of the dates indicated:

| | June 30, | |
|---|---|---|
| ($ in millions) | 2014 | 2013 |
| AUM: | | |
| General account | $22,614.5 | $22,647.3 |
| Separate account | 825.3 | 770.0 |
| Mutual funds | 3,825.1 | 2,816.2 |
| Total AUM | $27,264.9 | $26,233.5 |

The following table presents a rollforward of AUM for our Annuities segment for the periods indicated:

| ($ in millions) | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2014 | 2013 | 2014 | 2013 |
| Balance as of beginning of period | $26,967.6 | $26,228.0 | $26,646.7 | $26,101.1 |
| Deposits | 796.9 | 624.6 | 1,658.5 | 1,179.4 |
| Surrenders, benefits and product charges | (888.7) | (868.3) | | |