

HARTFORD FINANCIAL SERVICES GROUP INC/DE

Form 10-Q

October 28, 2013

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

or

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

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

Commission file number 001-13958

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

13-3317783

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

One Hartford Plaza, Hartford, Connecticut 06155

(Address of principal executive offices) (Zip Code)

(860) 547-5000

(Registrant's telephone number, including area code)

Indicate by check mark:

Yes

No

• 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.  ..

• 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  ..

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

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

• whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

As of October 23, 2013, there were outstanding 447,083,233 shares of Common Stock, \$0.01 par value per share, of the registrant.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
 QUARTERLY REPORT ON FORM 10-Q  
 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2013  
 TABLE OF CONTENTS

Item	Description	Page
<u>Part I. FINANCIAL INFORMATION</u>		
1.	<u>Financial Statements</u>	
	<u>Report of Independent Registered Public Accounting Firm</u>	<u>5</u>
	<u>Condensed Consolidated Statements of Operations — For the Three and Nine Months Ended September 30, 2013 and 2012</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Comprehensive Income — For the Three and Nine Months Ended September 30, 2013 and 2012</u>	<u>7</u>
	<u>Condensed Consolidated Balance Sheets — As of September 30, 2013 and December 31, 2012</u>	<u>8</u>
	<u>Condensed Consolidated Statements of Changes in Stockholders' Equity — For the Nine Months Ended September 30, 2013 and 2012</u>	<u>9</u>
	<u>Condensed Consolidated Statements of Cash Flows — For the Nine Months Ended September 30, 2013 and 2012</u>	<u>10</u>
	<u>Notes to Condensed Consolidated Financial Statements</u>	<u>11</u>
2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>71</u>
3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>137</u>
4.	<u>Controls and Procedures</u>	<u>137</u>
<u>Part II. OTHER INFORMATION</u>		
1.	<u>Legal Proceedings</u>	<u>138</u>
1A.	<u>Risk Factors</u>	<u>139</u>
2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>139</u>
6.	<u>Exhibits</u>	<u>139</u>
	<u>Signature</u>	<u>140</u>
	<u>Exhibits Index</u>	<u>141</u>



Table of Contents

Forward-Looking Statements

Certain of the statements contained herein are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “projects,” and similar references to future performance. Forward-looking statements are based on our current expectations and assumptions regarding economic, competitive, legislative and other developments. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. They have been made based upon management’s expectations and beliefs concerning future developments and their potential effect upon The Hartford Financial Services Group, Inc. and its subsidiaries (collectively, the “Company” or “The Hartford”). Future developments may not be in line with management’s expectations or may have unanticipated effects. Actual results could differ materially from expectations, depending on the evolution of various factors, including those set forth in Part I, Item 1A, Risk Factors in The Hartford’s 2012 Form 10-K Annual Report; and Part II, Item IA, Risk Factors in The Hartford’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2013. These important risks and uncertainties include:

- challenges related to the Company’s current operating environment, including continuing uncertainty about the strength and speed of the recovery in the United States and other key economies and the impact of governmental stimulus and austerity initiatives, sovereign credit concerns, a sustained low interest rate environment, higher tax rates, and other potentially adverse developments on financial, commodity and credit markets and consumer spending and investment and the effect of these events on our returns in investment portfolios and our hedging costs associated with our variable annuities business;
- the risks, challenges and uncertainties associated with our capital management plan and our strategic realignment to focus on our property and casualty, group benefits and mutual fund businesses, place our Individual Annuity business into run-off and the sales of the Individual Life, Woodbury Financial Services, Retirement Plans, and U.K. variable annuity businesses;
- the risks, challenges and uncertainties associated with actions beyond the capital management plan and strategic realignment, which may include acquisitions, divestitures or restructurings, and the potential that any such actions may negatively impact our business, financial condition, results of operations and liquidity;
- execution risk related to the continued reinvestment of our investment portfolios and refinement of our hedge program for our runoff annuity block;
- the future capital self-sufficiency of the Company's Talcott Resolution businesses;
- market risks associated with our business, including changes in interest rates, credit spreads, equity prices, market volatility and foreign exchange rates, and implied volatility levels, as well as continuing uncertainty in key sectors such as the global real estate market;
- the possibility of unfavorable loss development including with respect to long-tailed exposures;
- the possibility of a pandemic, earthquake, or other natural or man-made disaster that may adversely affect our businesses;
  - weather and other natural physical events, including the severity and frequency of storms, hail, winter storms, hurricanes and tropical storms, as well as climate change and its potential impact on weather patterns;
- risk associated with the use of analytical models in making decisions in key areas such as underwriting, capital, hedging, reserving, and catastrophe risk management;
- the uncertain effects of emerging claim and coverage issues;
- the Company’s ability to effectively price its property and casualty policies, including its ability to obtain regulatory consents to pricing actions or to non-renewal or withdrawal of certain product lines;
  - the impact on our statutory capital of various factors, including many that are outside the Company’s control, which can in turn affect our credit and financial strength ratings, cost of capital, regulatory compliance and other aspects of our business and results;
- risks to our business, financial position, prospects and results associated with negative rating actions or downgrades in the Company’s financial strength and credit ratings or negative rating actions or downgrades relating to our investments;

the impact on our investment portfolio if our investment portfolio is concentrated in any particular segment of the economy;

volatility in our earnings and potential material changes to our results resulting from our adjustment of our risk management program to emphasize protection of economic value;

- the potential for differing interpretations of the methodologies, estimations and assumptions that underlie the valuation of the Company's financial instruments that could result in changes to investment valuations;

3

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Table of Contents

- the subjective determinations that underlie the Company's evaluation of other-than-temporary impairments on available-for-sale securities;
- losses due to nonperformance or defaults by others;
- the potential for further acceleration of deferred policy acquisition cost amortization;
- the potential for further impairments of our goodwill or the potential for changes in valuation allowances against deferred tax assets;
- the possible occurrence of terrorist attacks and the Company's ability to contain its exposure, including the effect of the absence or insufficiency of applicable terrorism legislation on coverage;
- the difficulty in predicting the Company's potential exposure for asbestos and environmental claims;
- the response of reinsurance companies under reinsurance contracts and the availability, pricing and adequacy of reinsurance to protect the Company against losses;
- actions by our competitors, many of which are larger or have greater financial resources than we do;
- the Company's ability to distribute its products through distribution channels, both current and future;
- the cost and other effects of increased regulation as a result of the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), which, among other effects, vests a Financial Services Oversight Council with the power to designate "systemically important" institutions, requires central clearing of, and/or imposes margin and capital requirements on, derivatives transactions, and created a new "Federal Insurance Office" within the U.S. Department of the Treasury ("Treasury");
- unfavorable judicial or legislative developments;
- the potential effect of other domestic and foreign regulatory developments, including those that could adversely impact the demand for the Company's products, operating costs and required capital levels;
- regulatory limitations on the ability of the Company and certain of its subsidiaries to declare and pay dividends;
- the Company's ability to maintain the availability of its systems and safeguard the security of its data in the event of a disaster, cyber or other information security incident or other unanticipated event;
- the risk that our framework for managing operational risks may not be effective in mitigating material risk and loss to the Company;
- the potential for difficulties arising from outsourcing relationships;
- the impact of changes in federal or state tax laws;
- regulatory requirements that could delay, deter or prevent a takeover attempt that shareholders might consider in their best interests;
- the impact of potential changes in accounting principles and related financial reporting requirements;
- the impact of any future errors in financial reporting;
- the Company's ability to protect its intellectual property and defend against claims of infringement;
- the Company's ability to implement its capital plan; and
- other factors described in such forward-looking statements.

Any forward-looking statement made by the Company in this document speaks only as of the date of the filing of this Form 10-Q. Factors or events that could cause the Company's actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

Table of Contents

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
The Hartford Financial Services Group, Inc.  
Hartford, Connecticut

We have reviewed the accompanying condensed consolidated balance sheet of The Hartford Financial Services Group, Inc. and subsidiaries (the "Company") as of September 30, 2013, and the related condensed consolidated statements of operations and comprehensive income (loss) for the three-month and nine-month periods ended September 30, 2013 and 2012 and statements of changes in stockholders' equity and cash flows for the nine-month periods ended September 30, 2013 and 2012. These interim financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of the Company as of December 31, 2012, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated March 1, 2013 (August 9, 2013 as to the retrospective presentation of discontinued operations and the retrospective adoption of a change in disclosure of offsetting assets and liabilities)(which report includes an explanatory paragraph relating to the Company's change in its method of accounting and reporting for costs associated with acquiring or renewing insurance contracts, the retrospective presentation of discontinued operations, and the retrospective adoption of a change in disclosure of offsetting assets and liabilities), we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2012 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

DELOITTE & TOUCHE LLP  
Hartford, Connecticut  
October 28, 2013



Table of ContentsTHE HARTFORD FINANCIAL SERVICES GROUP, INC.  
Condensed Consolidated Statements of Operations

(In millions, except for per share data)	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
	(Unaudited)			
Revenues				
Earned premiums	\$3,337	\$3,401	\$9,882	\$10,243
Fee income	708	1,109	2,106	3,338
Net investment income (loss):				
Securities available-for-sale and other	812	1,028	2,535	3,189
Equity securities, trading	878	635	4,629	1,734
Total net investment income	1,690	1,663	7,164	4,923
Net realized capital gains (losses):				
Total other-than-temporary impairment (“OTTI”) losses	(28	)(59	)(78	)(201
OTTI losses recognized in other comprehensive income (“OCI”)	2	22	19	37
Net OTTI losses recognized in earnings	(26	)(37	)(59	)(164
Net realized capital gains on business dispositions	—	—	1,575	—
Other net realized capital gains (losses)	(136	)(132	(720	)(102
Total net realized capital gains (losses)	(162	)(95	796	(266
Other revenues	68	64	201	184
Total revenues	5,641	6,332	20,149	18,422
Benefits, losses and expenses				
Benefits, losses and loss adjustment expenses	2,739	3,270	8,289	9,927
Benefits, losses and loss adjustment expenses – returns credited on international variable annuities	878	635	4,628	1,733
Amortization of deferred policy acquisition costs and present value of future profits	594	566	2,321	1,441
Insurance operating costs and other expenses	993	1,267	3,137	3,871
Loss on extinguishment of debt	—	—	213	910
Reinsurance loss on dispositions	—	533	1,574	533
Interest expense	94	109	301	348
Total benefits, losses and expenses	5,298	6,380	20,463	18,763
Income (loss) from continuing operations before income taxes	343	(48	)(314	)(341
Income tax expense (benefit)	45	(41	)(308	)(286
Income (loss) from continuing operations, net of tax	298	(7	)(6	)(55
Income (loss) from discontinued operations, net of tax	(5	)20	(132	)63
Net income (loss)	\$293	\$13	\$(138	)\$8
Preferred stock dividends	—	10	10	31
Net income (loss) available to common shareholders	\$293	\$3	\$(148	)(23
Loss from continuing operations, net of tax, available to common shareholders per common share				
Basic	\$0.66	\$(0.04	)(0.04	)(0.20
Diluted	\$0.61	\$(0.04	)(0.04	)(0.20
Net income (loss) available to common shareholders per common share				
Basic	\$0.65	\$0.01	\$(0.33	)(0.05
Diluted	\$0.60	\$0.01	\$(0.33	)(0.05

Cash dividends declared per common share	\$0.15	\$0.10	\$0.35	\$0.30
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See Notes to Condensed Consolidated Financial Statements.

6

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
 Condensed Consolidated Statements of Comprehensive Income (Loss)

(In millions)	Three Months Ended		Nine Months Ended	
	September 30, 2013	2012	September 30, 2013	2012
Comprehensive Income (Loss)				
Net income (loss)	\$293	\$13	\$(138)	)\$8
Other comprehensive income (loss):				
Change in net unrealized gain on securities	(174	)882	(2,430	)1,870
Change in OTTI losses recognized in other comprehensive income	3	35	27	40
Change in net gain (loss) on cash-flow hedging instruments	(21	)(1	) (261	)27
Change in foreign currency translation adjustments	92	88	(222	)8
Change in pension and other postretirement plan adjustments	9	35	26	99
Total other comprehensive income (loss)	(91	)1,039	(2,860	)2,044
Total comprehensive income (loss)	\$202	\$1,052	\$(2,998)	)\$2,052
See Notes to Condensed Consolidated Financial Statements.				

Table of ContentsTHE HARTFORD FINANCIAL SERVICES GROUP, INC.  
Condensed Consolidated Balance Sheets

(In millions, except for share and per share data)	September 30, 2013	December 31, 2012
	(Unaudited)	
Assets		
Investments:		
Fixed maturities, available-for-sale, at fair value (amortized cost of \$62,227 and \$79,747) (includes variable interest entity assets, at fair value, of \$33 and \$89)	\$64,023	\$85,922
Fixed maturities, at fair value using the fair value option (includes variable interest entity assets of \$147 and \$163)	994	1,087
Equity securities, trading, at fair value (cost of \$17,601 and \$26,820)	22,343	28,933
Equity securities, available-for-sale, at fair value (cost of \$843 and \$866) (includes variable interest entity assets of \$1 as of September 30, 2013)	862	890
Mortgage loans (net of allowances for loan losses of \$67 and \$68)	5,575	6,711
Policy loans, at outstanding balance	1,415	1,997
Limited partnerships and other alternative investments (includes variable interest entity assets of \$4 and \$6)	3,059	3,015
Other investments	647	1,114
Short-term investments (includes variable interest entity assets, at fair value, of \$9 as of September 30, 2013)	4,146	4,581
Total investments	103,064	134,250
Cash	1,422	2,421
Premiums receivable and agents' balances, net	3,673	3,542
Reinsurance recoverables, net	23,115	4,666
Deferred policy acquisition costs and present value of future profits	2,249	5,725
Deferred income taxes, net	3,893	1,942
Goodwill	498	654
Property and equipment, net	895	977
Other assets	3,260	2,767
Assets held for sale	2,002	—
Separate account assets	139,876	141,569
Total assets	\$283,947	\$298,513
Liabilities		
Reserve for future policy benefits and unpaid losses and loss adjustment expenses	\$41,545	\$40,992
Other policyholder funds and benefits payable	40,101	41,979
Other policyholder funds and benefits payable – international variable annuities	22,332	28,922
Unearned premiums	5,445	5,145
Debt	6,306	7,126
Consumer notes	83	161
Other liabilities (includes variable interest entity liabilities of \$36 and \$89)	7,608	10,172
Liabilities held for sale	1,723	—
Separate account liabilities	139,876	141,569
Total liabilities	265,019	276,066
Commitments and Contingencies (Note 11)		
Stockholders' Equity		
Preferred stock, \$0.01 par value — 50,000,000 shares authorized, 575,000 shares issued as of December 31, 2012, liquidation preference \$1,000 per share	—	556

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Common stock, \$0.01 par value — 1,500,000,000 shares authorized, 490,923,222 and 469,744,822 shares issued	5	5
Additional paid-in capital	10,414	10,038
Retained earnings	10,439	10,745
Treasury stock, at cost — 42,430,177 and 33,439,044 shares	(1,913	)(1,740 )
Accumulated other comprehensive income (loss), net of tax	(17	)(2,843
Total stockholders' equity	18,928	22,447
Total liabilities and stockholders' equity	\$283,947	\$298,513

See Notes to Condensed Consolidated Financial Statements.

8

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Table of ContentsTHE HARTFORD FINANCIAL SERVICES GROUP, INC.  
Condensed Consolidated Statements of Changes in Stockholders' Equity

(In millions, except for share data)	Nine Months Ended	
	September 30, 2013	2012
	(Unaudited)	
Preferred Stock		
Balance at beginning of year	\$556	\$556
Conversion of shares to common stock	(556)	)—
Balance at end of year	\$—	\$556
Common Stock	5	5
Additional Paid-in Capital, beginning of period	10,038	10,391
Repurchase of warrants	(33)	)(300)
Issuance of shares under incentive and stock compensation plans	(47)	)(58)
Tax expense on employee stock options and awards	3	(1)
Conversion of mandatory convertible preferred stock	556	—
Issuance of shares for warrant exercise	(103)	)—
Additional Paid-in Capital, end of period	10,414	10,032
Retained Earnings, beginning of period	10,745	11,001
Net income (loss)	(138)	)8
Dividends on preferred stock	(10)	)(31)
Dividends declared on common stock	(158)	)(131)
Retained Earnings, end of period	10,439	10,847
Treasury Stock, at Cost, beginning of period	(1,740)	)(1,718)
Treasury stock acquired	(375)	)(149)
Issuance of shares under incentive and stock compensation plans from treasury stock	114	121
Return of shares under incentive and stock compensation plans and other to treasury stock	(15)	)(7)
Issuance of shares for warrant exercise	103	—
Treasury Stock, at Cost, end of period	(1,913)	)(1,753)
Accumulated Other Comprehensive Income (Loss), net of tax, beginning of period	2,843	1,251
Total other comprehensive income	(2,860)	)2,044
Accumulated Other Comprehensive Income (Loss), net of tax, end of period	(17)	)3,295
Total Stockholders' Equity	\$18,928	\$22,982
Preferred Shares Outstanding (in thousands)	—	575
Common Shares Outstanding, at beginning of period (in thousands)	436,306	442,539
Treasury stock acquired	(12,680)	)(8,045)
Issuance of shares under incentive and stock compensation plans	2,101	1,905
Return of shares under incentive and stock compensation plans and other to treasury stock	(548)	)(333)
Conversion of mandatory convertible preferred shares	21,178	—
Issuance of shares for warrant exercise	2,136	—
Common Shares Outstanding, at end of period	448,493	436,066

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

## THE HARTFORD FINANCIAL SERVICES GROUP, INC.

## Condensed Consolidated Statements of Cash Flows

	Nine Months Ended September 30,	
(In millions)	2013	2012
Operating Activities	(Unaudited)	
Net income (loss)	\$(138	)\$8
Adjustments to reconcile net income to net cash provided by operating activities		
Amortization of deferred policy acquisition costs and present value of future profits	2,321	1,441
Additions to deferred policy acquisition costs and present value of future profits	(1,003	)(1,251
Change in reserve for future policy benefits and unpaid losses and loss adjustment expenses and unearned premiums	(104	)153
Change in reinsurance recoverables	(405	)(332
Change in receivables and other assets	(664	)(442
Change in payables and accruals	572	778
Change in accrued and deferred income taxes	(755	)(263
Net realized capital (gains) losses	(796	)202
Net receipts (disbursements) from investment contracts related to policyholder funds—international variable annuities	(4,858	)(523
Net (increase) decrease in equity securities, trading	4,858	519
Depreciation and amortization	140	366
Loss on extinguishment of debt	213	910
Reinsurance loss on dispositions	1,574	533
Other operating activities, net	(52	)113
Net cash provided by operating activities	903	2,212
Investing Activities		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available-for-sale	25,906	35,928
Fixed maturities, fair value option	60	191
Equity securities, available-for-sale	196	213
Mortgage loans	349	332
Partnerships	200	124
Payments for the purchase of:		
Fixed maturities, available-for-sale	(22,857	)(34,556
Fixed maturities, fair value option	(95	)(182
Equity securities, available-for-sale	(144	)(74
Mortgage loans	(575	)(1,467
Partnerships	(192	)(728
Proceeds from business sold (excluding \$485 of non-cash proceeds)	485	—
Derivatives, net	(1,690	)(1,593
Change in policy loans, net	44	1
Other investing activities, net	1	(51
Net cash provided by (used for) investing activities	1,688	(1,862
Financing Activities		
Deposits and other additions to investment and universal life-type contracts	7,186	8,907
Withdrawals and other deductions from investment and universal life-type contracts	(20,179	)(18,373
Net transfers from separate accounts related to investment and universal life-type contracts	12,242	8,406
Repayments at maturity or settlement of consumer notes	(78	)(124

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Net increase (decrease) in securities loaned or sold under agreements to repurchase	(1,036 )	1,585
Repurchase of warrants	(33 )	(300 )
Repayment of debt	(1,338 )	(2,133 )
Proceeds from the issuance of debt	295	2,123
Proceeds from net issuance of shares under incentive and stock compensation plans, excess tax benefit and other	17	10
Treasury stock acquired	(375 )	(154 )
Dividends paid on preferred stock	(21 )	(32 )
Dividends paid on common stock	(134 )	(132 )
Net cash provided by (used for) financing activities	(3,454 )	(217 )
Foreign exchange rate effect on cash	(21 )	(9 )
Transfer of cash to held for sale	(115 )	—
Net decrease in cash	(999 )	124
Cash – beginning of period	2,421	2,581
Cash – end of period	\$1,422	\$2,705
<b>Supplemental Disclosure of Cash Flow Information</b>		
Income taxes paid (received)	\$140	\$(448 )
Interest paid	\$293	\$314
<b>Supplemental Disclosure of Non-Cash Investing Activity</b>		
Conversion of fixed maturities, available-for-sale to equity securities, available-for-sale	\$—	\$67
See Notes to Condensed Consolidated Financial Statements		



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(Dollar amounts in millions, except for per share data, unless otherwise stated)  
(Unaudited)

1. Basis of Presentation and Significant Accounting Policies

The Hartford Financial Services Group, Inc. is a holding company for insurance and financial services subsidiaries that provide property and casualty and life insurance as well as investment products to both individual and business customers in the United States (collectively, "The Hartford", the "Company", "we" or "our"). Also, the Company continues to manage life and annuity products previously sold.

On January 1, 2013, the Company completed the sale of its Retirement Plans business to Massachusetts Mutual Life Insurance Company ("MassMutual") and on January 2, 2013 the Company completed the sale of its Individual Life insurance business to The Prudential Insurance Company of America ("Prudential"), a subsidiary of Prudential Financial, Inc. For further discussion of these and other such transactions, see Note 2 - Business Dispositions of the Notes to Consolidated Financial Statements.

The Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, which differ materially from the accounting practices prescribed by various insurance regulatory authorities. These Condensed Consolidated Financial Statements and Notes should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's 2012 Form 10-K Annual Report. The results of operations for interim periods are not necessarily indicative of the results that may be expected for the full year.

The accompanying Condensed Consolidated Financial Statements and Notes as of September 30, 2013, and for the three and nine months ended September 30, 2013 and 2012 are unaudited. These financial statements reflect all adjustments (generally consisting only of normal accruals) which are, in the opinion of management, necessary for the fair presentation of the financial position, results of operations and cash flows for the interim periods. The Company's significant accounting policies are summarized in Note 1 - Basis of Presentation and Accounting Policies of Notes to Consolidated Financial Statements included in the Company's 2012 Form 10-K Annual Report.

Consolidation

The Condensed Consolidated Financial Statements include the accounts of The Hartford Financial Services Group, Inc., companies in which the Company directly or indirectly has a controlling financial interest and those variable interest entities ("VIEs") in which the Company is required to consolidate. Entities in which the Company has significant influence over the operating and financing decisions but are not required to consolidate are reported using the equity method. Material intercompany transactions and balances between The Hartford and its subsidiaries and affiliates have been eliminated. For further information on VIEs see Note 6 - Investments and Derivative Instruments of Notes to Condensed Consolidated Financial Statements.

Discontinued Operations

The results of operations of a component of the Company that either has been disposed of or is classified as held-for-sale are reported in discontinued operations if the operations and cash flows of the component have been or will be eliminated from the ongoing operations of the Company as a result of the disposal transaction and the Company will not have any significant continuing involvement in the operations of the component after the disposal transaction.

The Company is presenting the operations of certain businesses that meet the criteria for reporting as discontinued operations. Amounts for prior periods have been retrospectively reclassified. For information on the specific businesses and related impacts, see Note 14 - Discontinued Operations of Notes to Condensed Consolidated Financial Statements.

Use of Estimates

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 the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The most significant estimates include those used in determining property and casualty insurance product reserves, net of reinsurance; estimated gross profits used in the valuation and amortization of assets and liabilities associated with variable annuity and other universal life-type contracts; evaluation of other-than-temporary impairments on available-for-sale securities and valuation allowances on investments; living benefits required to be fair valued; goodwill impairment; valuation of investments and derivative instruments; valuation allowance on deferred tax assets; and contingencies relating to corporate litigation and regulatory matters. Certain of these estimates are particularly sensitive to market conditions, and deterioration and/or volatility in the worldwide debt or equity markets could have a material impact on the Condensed Consolidated Financial Statements.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 1. Basis of Presentation and Accounting Policies (continued)

## Mutual Funds

The Company maintains a retail mutual fund operation whereby the Company provides investment management, administrative and distribution services to The Hartford Mutual Funds, Inc. and The Hartford Mutual Funds II, Inc. (collectively, “mutual funds”). These mutual funds are registered with the Securities and Exchange Commission (“SEC”) under the Investment Company Act of 1940. The mutual funds are owned by the shareholders of those funds and not by the Company. As such, the mutual fund assets and liabilities and related investment returns are not reflected in the Company’s Condensed Consolidated Financial Statements since they are not assets, liabilities and operations of the Company.

## Income Taxes

A reconciliation of the tax provision at the U.S. Federal statutory rate to the provision for income taxes is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Tax benefit at U.S. Federal statutory rate	\$120	\$(17 )	\$(110 )	\$(119 )
Tax-exempt interest	(34 )	(35 )	(103 )	(106 )
Dividends received deduction	(36 )	(28 )	(101 )	(91 )
Other [1]	(5 )	39	6	30
Income tax expense (benefit)	\$45	\$(41 )	\$(308 )	\$(286 )

[1] Includes a permanent difference of \$25 related to non-deductible goodwill for the nine months ended September 30, 2013.

The separate account dividends-received deduction (“DRD”) is estimated for the current year using information from the most recent return, adjusted for current year equity market performance and other appropriate factors, including estimated levels of corporate dividend payments and level of policy owner equity account balances. The actual current year DRD can vary from estimates based on, but not limited to, changes in eligible dividends received in the mutual funds, amounts of distribution from these mutual funds, amounts of short-term capital gains at the mutual fund level and the Company’s taxable income before the DRD. The Company evaluates its DRD computations on a quarterly basis.

The Company’s \$48 unrecognized tax benefits were unchanged for the three and nine months ended September 30, 2013. This entire amount, if it were recognized, would affect the effective tax rate in the period it is released.

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction, and various states and foreign jurisdictions as applicable. The Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations for years prior to 2007. The audit of the years 2007-2009 commenced during 2010 and is expected to conclude in the second half of 2014. The 2010-2011 audit commenced in the fourth quarter of 2012 and is expected to conclude by the end of 2014. Management believes that adequate provision has been made in the financial statements for any potential assessments that may result from tax examinations and other tax-related matters for all open tax years.

The Company recorded a deferred tax asset valuation allowance that is adequate to reduce the total deferred tax asset to an amount that will be more likely than not realized. The deferred tax asset valuation allowance was \$5, attributable to U.S. net operating losses, as of September 30, 2013 and \$58, attributable mostly to foreign net operating losses, as of December 31, 2012. In assessing the need for a valuation allowance, management considered future taxable temporary difference reversals, future taxable income exclusive of reversing temporary differences and carryforwards, taxable income in open carry back years, as well as other tax planning strategies. These tax planning strategies include

holding a portion of debt securities with market value losses until recovery, altering the level of tax exempt securities, selling appreciated securities to offset capital losses, business considerations such as asset-liability matching, and the sales of certain corporate assets. Management views such tax planning strategies as prudent and feasible, and will implement them, if necessary, to realize the deferred tax asset. Future economic conditions and debt market volatility, including increases in interest rates, can adversely impact the Company's tax planning strategies and in particular the Company's ability to utilize tax benefits on previously recognized realized capital losses.

#### Reclassifications

Certain reclassifications have been made to prior period financial information to conform to the current year presentation.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Business Dispositions

Sale of Hartford Life International Limited ("HLIL")

On June 27, 2013, the Company announced the signing of a definitive agreement to sell HLIL, an indirect wholly-owned subsidiary, in a cash transaction to Columbia Insurance Company, a Berkshire Hathaway company, for approximately \$285. At closing, HLIL's sole asset will be its subsidiary, Hartford Life Limited, a Dublin-based company that sold variable annuities in the U.K. from 2005 to 2009. The Company's U.K. variable annuities business is included in the Talcott Resolution reporting segment. As the sale transaction is expected to result in a loss upon disposition, the Company recognized an estimated after-tax loss of approximately \$102 for the nine months ended September 30, 2013, upon signing the agreement. The related loss accrual is included as a reduction of the carrying value of assets held for sale in the Company's Condensed Consolidated Balance Sheets as of September 30, 2013. The purchase price is based on HLIL's financial position as of March 31, 2013. Certain accounting results that occur after March 31, 2013 through the date of the closing of the transaction are passed to the buyer. The transaction, which is subject to customary closing conditions and regulatory approvals, is expected to close by the end of 2013. The operations of the Company's U.K. variable annuity business meet the criteria for reporting as discontinued operations as further discussed in Note 14 - Discontinued Operations.

Sale of Retirement Plans

On January 1, 2013, the Company completed the sale of its Retirement Plans business to MassMutual for a ceding commission of \$355. The business sold included products and services provided to corporations pursuant to Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"), and products and services provided to municipalities and not-for-profit organizations under Sections 457 and 403(b) of the Code, collectively referred to as government plans. The sale was structured as a reinsurance transaction and resulted in an after-tax loss of \$25 for the nine months ended September 30, 2013. The after-tax loss is primarily driven by the reduction in goodwill that is non-deductible for income tax purposes. The Company recognized \$634 in reinsurance loss on disposition offset by \$634 in net realized capital gains for a \$0 impact on income, pre-tax. These amounts are subject to change pending final determination of the value of net assets sold, transaction costs and other adjustments.

Upon closing, the Company reinsured \$9.2 billion of policyholder liabilities and \$26.3 billion of separate account liabilities under an indemnity reinsurance arrangement. The reinsurance transaction does not extinguish the Company's primary liability on the insurance policies issued under the Retirement Plans business. The Company also transferred invested assets with a carrying value of \$9.3 billion, net of the ceding commission, to MassMutual and recognized other non-cash decreases in assets totaling \$200 relating to deferred acquisition costs, deferred income taxes, goodwill, property and equipment and other assets associated with the disposition. The Company will continue to sell retirement plans during a transition period of 18-24 months and MassMutual will assume all expenses and risk for these sales through the reinsurance agreement.

The Retirement Plans business is included in the Talcott Resolution reporting segment. For the three and nine months ended September 30, 2012, Retirement Plans total revenues were \$193 and \$592, respectively and net income (loss) was (\$7) and \$9, respectively.

Sale of Individual Life

On January 2, 2013, the Company completed the sale of its Individual Life insurance business to Prudential for consideration of \$615 consisting primarily of a ceding commission. The business sold included variable universal life, universal life, and term life insurance. The sale was structured as a reinsurance transaction and resulted in a loss on business disposition consisting of a reinsurance loss partially offset by realized capital gains. The Company recognized a reinsurance loss on business disposition of \$533, pre-tax, which included a goodwill impairment charge of \$342 and a loss accrual for premium deficiency of \$191 for the three and nine months ended September 30, 2012. The loss accrual of \$191 is included in other liabilities as of December 31, 2012. For additional information, see Note 2 - Business Dispositions and Note 9 - Goodwill and Other Intangible Assets in The Hartford's 2012 Annual Report on Form 10-K. Upon closing the Company recognized an additional \$940 in reinsurance loss on disposition offset by

\$940 in realized capital gains for a \$0 impact on income, pre-tax. These amounts are subject to change pending final determination of the value of net assets sold, transaction costs and other adjustments.

Upon closing, the Company reinsured \$8.7 billion of policyholder liabilities and \$5.3 billion of separate account liabilities under indemnity reinsurance arrangements. The reinsurance transaction does not extinguish the Company's primary liability on the insurance policies issued under the Individual Life business. The Company also transferred invested assets with a carrying value of \$8.0 billion, exclusive of \$1.4 billion of assets supporting the modified coinsurance agreement, net of cash transferred in place of short-term investments, to Prudential and recognized other non-cash decreases in assets totaling \$1.8 billion relating to deferred acquisition costs, deferred income taxes, property and equipment and other assets and other non-cash decreases in liabilities totaling \$1.5 billion relating to other liabilities including the \$191 loss accrual for premium deficiency, associated with the disposition. The Company will continue to sell life insurance products and riders during a transition period of 18-24 months and Prudential will assume all expenses and risk for these sales through the reinsurance agreement.

The Individual Life business is included in the Talcott Resolution reporting segment. For the three and nine months ended September 30, 2012, Individual Life total revenues were \$325 and \$1,039, respectively and net loss was \$(259) and \$(204), respectively.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 2. Business Dispositions (continued)

## Composition of Invested Assets Transferred

The following table presents invested assets transferred by the Company in connection with the sale of the Retirement Plans and Individual Life businesses in January 2013.

	Carrying Value As of Closing
Asset-backed securities ("ABS")	\$ 289
Collateralized debt obligations ("CDOs") [1]	474
Commercial mortgage-backed securities ("CMBS")	949
Corporate	11,651
Foreign government/government agencies	263
States, municipalities and political subdivisions ("Municipal")	900
Residential mortgage-backed securities ("RMBS")	707
U.S. Treasuries	116
Total fixed maturities, available-for-sale ("AFS") at fair value (amortized cost of \$13,916) [2]	15,349
Equity securities, AFS, at fair value (cost of \$35) [3]	37
Fixed maturities, at fair value using the fair value option ("FVO") [4]	16
Mortgage loans (net of allowances for loan losses of \$1)	1,364
Policy loans, at outstanding balance	582
Total invested assets transferred	\$ 17,348

[1] The market value includes the fair value of bifurcated embedded derivative features of certain securities. Changes in fair value are recorded in the net realized capital gains (losses).

[2] Includes \$14.7 billion and \$670 of securities in level 2 and 3 of the fair value hierarchy, respectively.

[3] All equity securities transferred are included in level 2 of the fair value hierarchy.

[4] All FVO securities transferred are included in level 3 of the fair value hierarchy.

## Purchase Agreement with Forethought Financial Group, Inc.

Effective May 1, 2012, all new U.S. annuity policies sold by the Company are reinsured to Forethought Life Insurance Company. The Company ceased the sale of such annuity policies in the second quarter of 2013. The reinsurance agreement has no impact on in-force policies issued on or before April 27, 2012 and the impact of this transaction was not material to the Company's results of operations, financial position or liquidity. On December 31, 2012, the Company completed the sale of its U.S. individual annuity new business capabilities to Forethought Financial Group. The Individual Annuity business is included in the Talcott Resolution reporting segment.

## Sale of Catalyst 360

In October 2013, the Company signed an agreement to sell its member contact center for health insurance products offered through the AARP Health Program ("Catalyst 360") to Optum, Inc., a division of UnitedHealth Group. This agreement is expected to result in an immaterial gain and to close by the end of 2013. The Company will provide limited transition services for 18-24 months. Catalyst 360 is included in the Consumer Markets reporting segment.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 3. Earnings (Loss) Per Common Share

The following table presents a reconciliation of net income (loss) and shares used in calculating basic earnings (loss) per common share to those used in calculating diluted earnings (loss) per common share.

(In millions, except for per share data)	Three Months		Nine Months	
	Ended September 30,		Ended September 30,	
	2013	2012	2013	2012
<b>Earnings</b>				
Income (loss) from continuing operations				
Income (loss) from continuing operations, net of tax	\$298	\$(7 )	\$(6 )	\$(55 )
Less: Preferred stock dividends	—	10	10	31
Income (loss) from continuing operations, net of tax, available to common shareholders	\$298	\$(17 )	\$(16 )	\$(86 )
Income (loss) from discontinued operations, net of tax	\$(5 )	\$20	\$(132 )	\$63
Net income (loss)	\$293	\$13	\$(138 )	\$8
Less: Preferred stock dividends	—	10	10	31
Net income (loss) available to common shareholders	\$293	\$3	\$(148 )	\$(23 )
<b>Shares</b>				
Weighted average common shares outstanding, basic	452.1	435.8	446.6	438.2
Dilutive effect of warrants	33.9	23.8	—	—
Dilutive effect of stock compensation plans	4.6	2.1	—	—
Weighted average shares outstanding and dilutive potential common shares	490.6	461.7	446.6	438.2
<b>Earnings (loss) per common share</b>				
<b>Basic</b>				
Income (loss) from continuing operations, net of tax, available to common shareholders	\$0.66	\$(0.04 )	\$(0.04 )	\$(0.20 )
Income (loss) from discontinued operations, net of tax	(0.01 )	0.05	(0.29 )	0.15
Net income (loss) available to common shareholders	\$0.65	\$0.01	\$(0.33 )	\$(0.05 )
<b>Diluted</b>				
Income (loss) from continuing operations, net of tax, available to common shareholders	\$0.61	\$(0.04 )	\$(0.04 )	\$(0.20 )
Income (loss) from discontinued operations, net of tax	(0.01 )	0.05	(0.29 )	0.15
Net income (loss) available to common shareholders	\$0.60	\$0.01	\$(0.33 )	\$(0.05 )

As a result of the losses available to common shareholders for the nine months ended September 30, 2013, the Company was required to use basic weighted average common shares outstanding in the calculation of diluted loss per share, since the inclusion of shares for warrants of 33.0 million, stock compensation plans of 4.2 million, and mandatory convertible preferred shares, along with the related dividend adjustment, of 8.3 million, would have been antidilutive to the earnings (loss) per share calculations. In the absence of the losses, weighted average common shares outstanding and dilutive potential common shares would have totaled 492.1 million.

For the three months ended September 30, 2012, mandatory convertible preferred shares, along with the related dividend adjustment, of 21.0 million, would have been antidilutive to the earnings per share calculations. Assuming the impact of the mandatory convertible preferred shares was not antidilutive, weighted average common shares outstanding and dilutive potential common shares would have totaled 482.7 million for the three months ended September 30, 2012.



As a result of the losses available to common shareholders for the nine months ended September 30, 2012, the Company was required to use basic weighted average common shares outstanding in the calculation of diluted loss per share, since the inclusion of shares for warrants of 25.1 million, stock compensation plans of 1.9 million and mandatory convertible preferred shares, along with the related dividend adjustment, of 20.9 million, would have been antidilutive to the earnings (loss) per share calculations. In the absence of the losses, weighted average common shares outstanding and dilutive potential common shares would have totaled 486.1 million.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Earnings (Loss) Per Common Share (continued)

The declaration of a quarterly common stock dividend of \$0.10 during the first and second quarter and \$0.15 during the third quarter of 2013 triggered a provision in The Hartford's Warrant Agreement with The Bank of New York Mellon, relating to warrants to purchase common stock issued in connection with the Company's participation in the Capital Purchase Program, resulting in an adjustment to the warrant exercise price. The warrant exercise price at September 30, 2013, June 30, 2013, March 31, 2013 was \$9.531, \$9.563 and \$9.579, respectively.

The declaration of a quarterly common stock dividend in the first quarter of 2013 triggered a provision in The Hartford's Fixed Conversion Rate Agreement, relating to the Company's mandatory convertible preferred stock, resulting in an adjustment to the minimum conversion rate to 30.1920 from 29.8831 shares of Common Stock per share of Series F Preferred Stock and the maximum conversion rate to 36.8365 from 36.4596 shares of Common Stock per share of Series F Preferred Stock. On April 1, 2013 the mandatory convertible preferred stock converted to 21.2 million shares of common stock at the conversion rate of 36.8365.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Segment Information

The Company currently conducts business principally in six reporting segments, as well as a Corporate category. Historical financial results for the Individual Life and Retirement Plans businesses sold in the first quarter of 2013 have been reported in the Talcott Resolution reporting segment.

The Company's reporting segments, as well as the Corporate category, are as follows:

Property & Casualty Commercial

Property & Casualty Commercial provides workers' compensation, property, automobile, marine, livestock, liability and umbrella coverages primarily throughout the United States ("U.S."), along with a variety of customized insurance products and risk management services including professional liability, fidelity, surety, and specialty casualty coverages.

Consumer Markets

Consumer Markets provides standard automobile, homeowners and home-based business coverages to individuals across the U.S., including a special program designed exclusively for members of AARP. Consumer Markets also operates a member contact center for health insurance products offered through the AARP Health program.

Property & Casualty Other Operations

Property & Casualty Other Operations includes certain property and casualty operations, currently managed by the Company, that have discontinued writing new business and substantially all of the Company's asbestos and environmental exposures.

Group Benefits

Group Benefits provides employers, associations, affinity groups and financial institutions with group life, accident and disability coverage, along with other products and services, including voluntary benefits, and group retiree health.

Mutual Funds

Mutual Funds offers mutual funds for retail accounts such as retirement plans and 529 college savings plans and provides investment-management and administrative services such as product design, implementation and oversight.

Talcott Resolution

Talcott Resolution is comprised of runoff business from the Company's U.S. annuity, international (primarily in Japan) annuity, institutional and private-placement life insurance businesses, as well as the Retirement Plans and Individual Life businesses that were sold in the first quarter of 2013 and the Company's discontinued U.K. variable annuity business. For information regarding the sale of the Retirement Plans and Individual Life businesses and the discontinued U.K variable annuity business, see Note 2 - Business Dispositions and Note 14 - Discontinued Operations, respectively, of Notes to Condensed Consolidated Financial Statements.

Corporate

The Company includes in the Corporate category the Company's debt financing and related interest expense, as well as other capital raising activities; and certain purchase accounting adjustments and other charges not allocated to the segments.

Financial Measures and Other Segment Information

Certain transactions between segments occur during the year that primarily relate to tax settlements, insurance coverage, expense reimbursements, services provided, security transfers and capital contributions. Also, one segment may purchase group annuity contracts from another to fund pension costs and annuities to settle casualty claims. In addition, certain inter-segment transactions occur that relate to interest income on allocated surplus. Consolidated net investment income is unaffected by such transactions.

The following table presents net income (loss) for each reporting segment, as well as the Corporate category.

Three Months Ended September 30,	Nine Months Ended September 30,
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Net income (loss)	2013	2012	2013	2012				
Property & Casualty Commercial	\$174	\$164	\$619	\$502				
Consumer Markets	68	94	160	152				
Property & Casualty Other Operations	22	24	(28	)36				
Group Benefits	31	30	134	83				
Mutual Funds	19	18	57	56				
Talcott Resolution	7	(121	)	(619	)149			
Corporate	(28	)	(196	)	(461	)	(970	)
Net income (loss)	\$293	\$13	\$(138	)\$8				

17

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 4. Segment Information (continued)

The following table presents revenues by product line for each reporting segment, as well as the Corporate category.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Revenues				
Earned premiums, fees, and other considerations				
Property & Casualty Commercial				
Workers' compensation	\$751	\$762	\$2,225	\$2,232
Property	132	127	384	378
Automobile	146	148	434	440
Package business	285	290	851	871
Liability	142	142	421	419
Fidelity and surety	51	53	152	156
Professional liability	56	60	170	195
Total Property & Casualty Commercial	1,563	1,582	4,637	4,691
Consumer Markets				
Automobile	637	632	1,882	1,894
Homeowners	288	280	847	831
Total Consumer Markets [1]	925	912	2,729	2,725
Property & Casualty Other Operations	—	—	—	(2)
Group Benefits				
Group disability	357	426	1,086	1,308
Group life	435	468	1,289	1,425
Other	39	47	120	146
Total Group Benefits	831	941	2,495	2,879
Mutual Funds				
Retail	131	120	392	363
Annuity and other	40	28	113	84
Total Mutual Funds	171	148	505	447
Talcott Resolution	553	882	1,615	2,699
Corporate	2	45	7	142
Total earned premiums, fees, and other considerations	4,045	4,510	11,988	13,581
Net investment income (loss):				
Securities available-for-sale and other	812	1,028	2,535	3,189
Equity securities, trading	878	635	4,629	1,734
Total net investment income	1,690	1,663	7,164	4,923
Net realized capital gains (losses)	(162)	95	796	(266)
Other revenues	68	64	201	184
Total revenues	\$5,641	\$6,332	\$20,149	\$18,422

For the three months ended September 30, 2013 and 2012, AARP members accounted for earned premiums of [1]\$729 and \$706, respectively. For the nine months ended September 30, 2013 and 2012, AARP members accounted for earned premiums of \$2.1 billion.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements

The following section applies the fair value hierarchy and disclosure requirements for the Company's financial instruments that are carried at fair value. The fair value hierarchy prioritizes the inputs in the valuation techniques used to measure fair value into three broad Levels (Level 1, 2 or 3).

Level 1 Observable inputs that reflect quoted prices for identical assets or liabilities in active markets that the Company has the ability to access at the measurement date. Level 1 securities include highly liquid U.S. Treasuries, money market funds and exchange traded equity securities, open-ended mutual funds reported in separate account assets and exchange-traded derivative instruments.

Level 2 Observable inputs, other than quoted prices included in Level 1, for the asset or liability or prices for similar assets and liabilities. Most fixed maturities and preferred stocks, including those reported in separate account assets, are model priced by vendors using observable inputs and are classified within Level 2. Also included are limited partnerships and other alternative assets measured at fair value where an investment can be redeemed, or substantially redeemed, at the NAV at the measurement date or in the near-term, not to exceed 90 days.

Level 3 Valuations that are derived from techniques in which one or more of the significant inputs are unobservable (including assumptions about risk). Level 3 securities include less liquid securities, guaranteed product embedded and reinsurance derivatives and other complex derivative instruments, as well as limited partnerships and other alternative investments carried at fair value that cannot be redeemed in the near-term at the NAV. Because Level 3 fair values, by their nature, contain one or more significant unobservable inputs as there is little or no observable market for these assets and liabilities, considerable judgment is used to determine the Level 3 fair values. Level 3 fair values represent the Company's best estimate of an amount that could be realized in a current market exchange absent actual market exchanges.

In many situations, inputs used to measure the fair value of an asset or liability position may fall into different levels of the fair value hierarchy. In these situations, the Company will determine the level in which the fair value falls based upon the lowest level input that is significant to the determination of the fair value. Transfers of securities among the levels occur at the beginning of the reporting period. The amount of transfers from Level 1 to Level 2 was \$443 and \$909, respectively, for the three and nine months ended September 30, 2013, and \$1,080 and \$1,999 for the three and nine months ended September 30, 2012, which represented previously on-the-run U.S. Treasury securities that are now off-the-run, and there were no transfers from Level 2 to Level 1. In most cases, both observable (e.g., changes in interest rates) and unobservable (e.g., changes in risk assumptions) inputs are used in the determination of fair values that the Company has classified within Level 3. Consequently, these values and the related gains and losses are based upon both observable and unobservable inputs. The Company's fixed maturities included in Level 3 are classified as such because these securities are primarily priced by independent brokers and/or within illiquid markets.

The following tables present assets and (liabilities) carried at fair value by hierarchy level. These disclosures provide information as to the extent to which the Company uses fair value to measure financial instruments and information about the inputs used to value those financial instruments to allow users to assess the relative reliability of the measurements.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	September 30, 2013				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets accounted for at fair value on a recurring basis					
Fixed maturities, AFS					
Asset-backed-securities ("ABS")	\$2,362	\$—	\$2,156	\$206	
Collateralized debt obligations ("CDOs")	2,550	—	1,752	798	
Commercial mortgage-backed securities ("CMBS")	4,489	—	3,698	791	
Corporate	28,770	—	27,490	1,280	
Foreign government/government agencies	3,968	—	3,895	73	
Municipal	12,543	—	12,410	133	
Residential mortgage-backed securities ("RMBS")	5,086	—	3,740	1,346	
U.S. Treasuries	4,255	370	3,885	—	
Total fixed maturities	64,023	370	59,026	4,627	
Fixed maturities, FVO	994	—	783	211	
Equity securities, trading	22,343	11	22,332	—	
Equity securities, AFS	862	407	366	89	
Derivative assets					
Credit derivatives	28	—	9	19	
Equity derivatives	6	—	(1	) 7	
Foreign exchange derivatives	(51	) —	(51	) —	
Interest rate derivatives	5	—	(33	) 38	
U.S. guaranteed minimum withdrawal benefit ("GMWB") hedging instruments	79	—	(18	) 97	
U.S. macro hedge program	160	—	—	160	
International program hedging instruments	314	—	257	57	
Other derivative contracts	19	—	—	19	
Total derivative assets [1]	560	—	163	397	
Short-term investments	4,146	546	3,600	—	
Limited partnerships and other alternative investments [2]	996	—	660	336	
Reinsurance recoverable for U.S. GMWB	46	—	—	46	
Modified coinsurance reinsurance contracts	60	—	60	—	
Separate account assets [3]	136,459	98,161	37,563	735	
Assets held for sale	2,203	1,732	471	—	
Total assets accounted for at fair value on a recurring basis	\$232,692	\$101,227	\$125,024	\$6,441	
Percentage of level to total	100	%44	%54	%3	%
Liabilities accounted for at fair value on a recurring basis					
Other policyholder funds and benefits payable					
U.S. guaranteed withdrawal benefits	\$(210	) \$—	\$—	\$(210	)
International guaranteed withdrawal benefits	1	—	—	1	



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International other guaranteed living benefits	3	—	—	3	
Equity linked notes	(13	) —	—	(13	)
Total other policyholder funds and benefits payable	(219	) —	—	(219	)
Derivative liabilities					
Credit derivatives	(27	) —	(11	) (16	)
Equity derivatives	16	—	—	16	
Foreign exchange derivatives	(212	) —	(212	) —	
Interest rate derivatives	(578	) —	(552	) (26	)
U.S. GMWB hedging instruments	79	—	(43	) 122	
U.S. macro hedge program	21	—	—	21	
International program hedging instruments	(403	) —	(245	) (158	)
Total derivative liabilities [4]	(1,104	) —	(1,063	) (41	)
Consumer notes [5]	(1	) —	—	(1	)
Liabilities held for sale	(31	) —	—	(31	)
Total liabilities accounted for at fair value on a recurring basis	\$ (1,355	) \$ —	\$ (1,063	) \$ (292	)

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	December 31, 2012			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets accounted for at fair value on a recurring basis				
Fixed maturities, AFS				
ABS	\$2,763	\$—	\$2,485	\$278
CDOs	3,040	—	2,096	944
CMBS	6,321	—	5,462	859
Corporate	44,049	—	42,048	2,001
Foreign government/government agencies	4,136	—	4,080	56
Municipal	14,361	—	14,134	227
RMBS	7,480	—	6,107	1,373
U.S. Treasuries	3,772	115	3,657	—
Total fixed maturities	85,922	115	80,069	5,738
Fixed maturities, FVO	1,087	8	865	214
Equity securities, trading	28,933	1,847	27,086	—
Equity securities, AFS	890	337	469	84
Derivative assets				
Credit derivatives	(19	) —	(8	) (11
Equity derivatives	32	—	—	32
Foreign exchange derivatives	104	—	104	—
Interest rate derivatives	235	—	268	(33
U.S. GMWB hedging instruments	36	—	(53	) 89
U.S. macro hedge program	186	—	—	186
International program hedging instruments	448	—	318	130
Other derivative contracts	23	—	—	23
Total derivative assets [1]	1,045	—	629	416
Short-term investments	4,581	342	4,239	—
Limited partnerships and other alternative investments [2]	907	—	593	314
Reinsurance recoverable for U.S. GMWB	191	—	—	191
Separate account assets [3]	138,509	97,988	39,938	583
Total assets accounted for at fair value on a recurring basis	\$262,065	\$100,637	\$153,888	\$7,540
Percentage of level to total	100	%38	%59	%3

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	December 31, 2012			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities accounted for at fair value on a recurring basis				
Other policyholder funds and benefits payable				
U.S guaranteed withdrawal benefits	\$(1,249	)\$—	\$—	\$(1,249 )
International guaranteed withdrawal benefits	(50	)—	—	(50 )
International other guaranteed living benefits	2	—	—	2
Equity linked notes	(7	)—	—	(7 )
Total other policyholder funds and benefits payable	(1,304	)—	—	(1,304 )
Derivative liabilities				
Credit derivatives	(18	)—	(33	) 15
Equity derivatives	25	—	—	25
Foreign exchange derivatives	(24	)—	(24	)—
Interest rate derivatives	(517	)—	(518	) 1
U.S. GMWB hedging instruments	536	—	106	430
U.S Macro hedge program	100	—	—	100
International program hedging instruments	(279	)—	(217	) (62 )
Total derivative liabilities [4]	(177	)—	(686	) 509
Consumer notes [5]	(2	)—	—	(2 )
Total liabilities accounted for at fair value on a recurring basis	\$(1,483	)\$—	\$(686	) \$(797 )

[1] Includes over-the-counter("OTC") and OTC-cleared derivative instruments in a net asset value position after consideration of the impact of collateral posting requirements which may be imposed by agreements, clearing house rules and applicable law. As of September 30, 2013 and December 31, 2012, \$128 and \$160, respectively, of cash collateral liability was netted against the derivative asset value in the Condensed Consolidated Balance Sheet and is excluded from the table above. See footnote 4 below for derivative liabilities.

[2] Represents hedge funds where investment company accounting has been applied to a wholly-owned fund of funds measured at fair value.

[3] Approximately \$3.4 billion and \$3.1 billion of investment sales receivable that are not subject to fair value accounting are excluded as of September 30, 2013 and December 31, 2012, respectively.

[4] Includes OTC and OTC-cleared derivative instruments in a net negative market value position (derivative liability).

[5] In the Level 3 roll-forward table included below in this Note 4, the derivative asset and liability are referred to as "freestanding derivatives" and are presented on a net basis.

[6] Represents embedded derivatives associated with non-funding agreement-backed consumer equity linked notes.

## Determination of Fair Values

The valuation methodologies used to determine the fair values of assets and liabilities under the "exit price" notion, reflect market-participant objectives and are based on the application of the fair value hierarchy that prioritizes relevant observable market inputs over unobservable inputs. The Company determines the fair values of certain financial assets and financial liabilities based on quoted market prices where available and where prices represent a reasonable estimate of fair value. The Company also determines fair value based on future cash flows discounted at

the appropriate current market rate. Fair values reflect adjustments for counterparty credit quality, the Company's default spreads, liquidity and, where appropriate, risk margins on unobservable parameters. The following is a discussion of the methodologies used to determine fair values for the financial instruments listed in the above tables. The fair value process is monitored by the Valuation Committee, which is a cross-functional group of senior management within the Company that meets at least quarterly. The Valuation Committee is co-chaired by the Heads of Investment Operations and Accounting and has representation from various investment sector professionals, accounting, operations, legal, compliance and risk management. The purpose of the committee is to oversee the pricing policy and procedures by ensuring objective and reliable valuation practices and pricing of financial instruments, as well as addressing fair valuation issues and approving changes to valuation methodologies and pricing sources.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

There is also a Fair Value Working Group (“Working Group”) which includes the Heads of Investment Operations and Accounting, as well as other investment, operations, accounting and risk management professionals that meet monthly to review market data trends, pricing and trading statistics and results, and any proposed pricing methodology changes. The Working Group performs ongoing analysis of the prices and credit spreads received from third parties to ensure that the prices represent a reasonable estimate of the fair value. This process involves quantitative and qualitative analysis and is overseen by investment and accounting professionals. As a part of this analysis, the Company considers trading volume, new issuance activity and other factors to determine whether the market activity is significantly different than normal activity in an active market, and if so, whether transactions may not be orderly considering the weight of available evidence. If the available evidence indicates that pricing is based upon transactions that are stale or not orderly, the Company places little, if any, weight on the transaction price and will estimate fair value utilizing an internal pricing model. In addition, the Company ensures that prices received from independent brokers represent a reasonable estimate of fair value through the use of internal and external cash flow models developed based on spreads, and when available, market indices. As a result of this analysis, if the Company determines that there is a more appropriate fair value based upon the available market data, the price received from the third party is adjusted accordingly and approved by the Valuation Committee.

AFS Securities, Fixed Maturities, FVO, Equity Securities, Trading, and Short-term Investments

The fair value of AFS securities, fixed maturities, FVO, equity securities, trading, and short-term investments in an active and orderly market (e.g. not distressed or forced liquidation) are determined by management after considering one of three primary sources of information: third-party pricing services, independent broker quotations or pricing matrices. Security pricing is applied using a “waterfall” approach whereby publicly available prices are first sought from third-party pricing services, the remaining unpriced securities are submitted to independent brokers for prices, or lastly, securities are priced using a pricing matrix. Typical inputs used by these pricing methods include, but are not limited to, reported trades, benchmark yields, issuer spreads, bids, offers, and/or estimated cash flows, prepayments speeds and default rates. Based on the typical trading volumes and the lack of quoted market prices for fixed maturities, third-party pricing services will normally derive the security prices from recent reported trades for identical or similar securities making adjustments through the reporting date based upon available market observable information as outlined above. If there are no recently reported trades, the third-party pricing services and independent brokers may use matrix or model processes to develop a security price where future cash flow expectations are developed based upon collateral performance and discounted at an estimated market rate. Included in the pricing of ABS and RMBS are estimates of the rate of future prepayments of principal over the remaining life of the securities. Such estimates are derived based on the characteristics of the underlying structure and prepayment speeds previously experienced at the interest rate levels projected for the underlying collateral. Actual prepayment experience may vary from these estimates.

Prices from third-party pricing services are often unavailable for securities that are rarely traded or are traded only in privately negotiated transactions. As a result, certain securities are priced via independent broker quotations which utilize inputs that may be difficult to corroborate with observable market based data. Additionally, the majority of these independent broker quotations are non-binding.

The Company’s internal pricing model utilizes the Company’s best estimate of expected future cash flows discounted at a rate of return that a market participant would require. The significant inputs to the model include, but are not limited to, current market inputs, such as credit loss assumptions, estimated prepayment speeds and market risk premiums. A pricing matrix is used to price private placement securities for which the Company is unable to obtain a price from a third-party pricing service by discounting the expected future cash flows from the security by a developed market discount rate utilizing current credit spreads. Credit spreads are developed each month using market based data for public securities adjusted for credit spread differentials between public and private securities which are obtained from a survey of multiple private placement brokers. The appropriate credit spreads determined through this survey

approach are based upon the issuer's financial strength and term to maturity, utilizing an independent public security index and trade information and adjusting for the non-public nature of the securities.

The Company conducts other specific activities to monitor controls around pricing. Daily analyses identify price changes over 3-5%, sale trade prices that differ over 3% from the prior day's price and purchase trade prices that differ more than 3% from the current day's price. Weekly analyses identify prices that differ more than 5% from published bond prices of a corporate bond index. Monthly analyses identify price changes over 3%, prices that haven't changed and missing prices. Also on a monthly basis, a second source validation is performed on most sectors. Analyses are conducted by a dedicated pricing unit that follows up with trading and investment sector professionals and challenges prices with vendors when the estimated assumptions used differ from what the Company feels a market participant would use. Any changes from the identified pricing source are verified by further confirmation of assumptions used. Examples of other procedures performed include, but are not limited to, initial and on-going review of third-party pricing services' methodologies, review of pricing statistics and trends and back testing recent trades.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

The Company has analyzed the third-party pricing services' valuation methodologies and related inputs, and has also evaluated the various types of securities in its investment portfolio to determine an appropriate fair value hierarchy level based upon trading activity and the observability of market inputs. Most prices provided by third-party pricing services are classified into Level 2 because the inputs used in pricing the securities are market observable. Due to a general lack of transparency in the process that brokers use to develop prices, most valuations that are based on brokers' prices are classified as Level 3. Some valuations may be classified as Level 2 if the price can be corroborated with observable market data.

Derivative Instruments, including embedded derivatives within investments

Derivative instruments are fair valued using pricing valuation models for OTC and OTC-cleared derivatives that utilize independent market data inputs, quoted market prices for exchange-traded derivatives, or independent broker quotations. Excluding embedded and reinsurance related derivatives, as of September 30, 2013 and December 31, 2012, 97% and 97%, respectively, of derivatives, based upon notional values, were priced by valuation models or quoted market prices. The remaining derivatives were priced by broker quotations.

The Company performs various controls on derivative valuations which include both quantitative and qualitative analysis. Analyses are conducted by a dedicated derivative pricing team that works directly with investment sector professionals to analyze impacts of changes in the market environment and investigate variances. There is a monthly analysis to identify market value changes greater than pre-defined thresholds, stale prices, missing prices and zero prices. Also on a monthly basis, a second source validation, typically to broker quotations, is performed for certain of the more complex derivatives, as well as for all new deals during the month. A model validation review is performed on any new models, which typically includes detailed documentation and validation to a second source. The model validation documentation and results of validation are presented to the Valuation Committee for approval. There is a monthly control to review changes in pricing sources to ensure that new models are not moved to production until formally approved.

The Company utilizes derivative instruments to manage the risk associated with certain assets and liabilities.

However, the derivative instrument may not be classified with the same fair value hierarchy level as the associated assets and liabilities. Therefore the realized and unrealized gains and losses on derivatives reported in Level 3 may not reflect the offsetting impact of the realized and unrealized gains and losses of the associated assets and liabilities.

Limited partnerships and other alternative investments

Limited partnerships and other alternative investments include hedge funds where investment company accounting has been applied to a wholly-owned fund of funds measured at fair value. These funds are fair valued using the net asset value per share or equivalent ("NAV"), as a practical expedient, calculated on a monthly basis and is the amount at which a unit or shareholder may redeem their investment, if redemption is allowed. Certain impediments to redemption include, but are not limited to the following: 1) redemption notice periods vary and may be as long as 90 days, 2) redemption may be restricted (e.g. only be allowed on a quarter-end), 3) a holding period referred to as a lock-up may be imposed whereby an investor must hold their investment for a specified period of time before they can make a notice for redemption, 4) gating provisions may limit all redemptions in a given period to a percentage of the entities' equity interests, or may only allow an investor to redeem a portion of their investment at one time and 5) early redemption penalties may be imposed that are expressed as a percentage of the amount redeemed. The Company will assess impediments to redemption and current market conditions that will restrict the redemption at the end of the notice period. Any funds that are subject to significant liquidity restrictions are reported in Level 3; all others are classified as Level 2.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

Valuation Techniques and Inputs for Investments

Generally, the Company determines the estimated fair value of its AFS securities, fixed maturities, FVO, equity securities, trading, and short-term investments using the market approach. The income approach is used for securities priced using a pricing matrix, as well as for derivative instruments. Certain limited partnerships and other alternative investments are measured at fair value using a NAV as a practical expedient. For Level 1 investments, which are comprised of on-the-run U.S. Treasuries, exchange-traded equity securities, short-term investments, and exchange traded futures and option contracts, valuations are based on observable inputs that reflect quoted prices for identical assets in active markets that the Company has the ability to access at the measurement date.

For most of the Company's debt securities, the following inputs are typically used in the Company's pricing methods: reported trades, benchmark yields, bids and/or estimated cash flows. For securities except U.S. Treasuries, inputs also include issuer spreads, which may consider credit default swaps. Derivative instruments are valued using mid-market inputs that are predominantly observable in the market.

A description of additional inputs used in the Company's Level 2 and Level 3 measurements is listed below:

**Level 2** The fair values of most of the Company's Level 2 investments are determined by management after considering prices received from third party pricing services. These investments include most fixed maturities and preferred stocks, including those reported in separate account assets, as well as certain limited partnerships and other alternative investments and derivative instruments.

**ABS, CDOs, CMBS and RMBS** – Primary inputs also include monthly payment information, collateral performance, which varies by vintage year and includes delinquency rates, collateral valuation loss severity rates, collateral refinancing assumptions, credit default swap indices and, for ABS and RMBS, estimated prepayment rates.

**Corporates, including investment grade private placements** – Primary inputs also include observations of credit default swap curves related to the issuer.

**Foreign government/government agencies**—Primary inputs also include observations of credit default swap curves related to the issuer and political events in emerging markets.

**Municipals** – Primary inputs also include Municipal Securities Rulemaking Board reported trades and material event notices, and issuer financial statements.

**Short-term investments** – Primary inputs also include material event notices and new issue money market rates.

**Equity securities, trading** – Consist of investments in mutual funds. Primary inputs include net asset values obtained from third party pricing services.

**Credit derivatives** – Primary inputs include the swap yield curve and credit default swap curves.

**Foreign exchange derivatives** – Primary inputs include the swap yield curve, currency spot and forward rates, and cross currency basis curves.

**Interest rate derivatives** – Primary input is the swap yield curve.

**Limited partnerships and other alternative investments** — Primary inputs include a NAV for investment companies with no redemption restrictions as reported on their U.S. GAAP financial statements.

**Level 3** Most of the Company's securities classified as Level 3 include less liquid securities such as lower quality ABS, CMBS, commercial real estate ("CRE") CDOs and RMBS primarily backed by below-prime loans. Securities included in level 3 are primarily valued based on broker prices or broker spreads, without adjustments.

Primary inputs for non-broker priced investments, including structured securities, are consistent with the typical inputs used in Level 2 measurements noted above, but are Level 3 due to their less liquid markets.

Additionally, certain long-dated securities are priced based on third party pricing services, including municipal securities, foreign government/government agencies, bank loans and below investment grade private placement securities. Primary inputs for these long-dated securities are consistent with the typical inputs used in Level 1 and Level 2 measurements noted above, but include benchmark interest rate or credit spread assumptions that are not observable in the marketplace. Level 3 investments also include certain limited



partnerships and other alternative investments measured at fair value where the Company does not have the ability to redeem the investment in the near-term at the NAV. Also included in Level 3 are certain derivative instruments that either have significant unobservable inputs or are valued based on broker quotations. Significant inputs for these derivative contracts primarily include the typical inputs used in the Level 1 and Level 2 measurements noted above; but also include equity and interest rate volatility and swap yield curves beyond observable limits.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

## Significant Unobservable Inputs for Level 3 Assets Measured at Fair Value

The following table presents information about significant unobservable inputs used in Level 3 assets measured at fair value.

Securities Assets accounted for at fair value on a recurring basis	As of September 30, 2013						
	Fair Value	Predominant Valuation Method	Significant Unobservable Input	Minimum	Maximum	Weighted Average [1]	Impact of Increase in Input on Fair Value [2]
CMBS	\$791	Discounted cash flows	Spread (encompasses prepayment, default risk and loss severity)	67	bps 3,087	bps 761	bps Decrease
Corporate [3]	662	Discounted cash flows	Spread	175	bps 5,014	bps 403	bps Decrease
Municipal	133	Discounted cash flows	Spread	192	bps 290	bps 235	bps Decrease
RMBS	1,346	Discounted cash flows	Spread	64	bps 1,992	bps 268	bps Decrease
			Constant prepayment rate	—	% 13.0	% 5.0	% Decrease [4]
			Constant default rate	1.0	% 17.0	% 8.0	% Decrease
			Loss severity	—	% 100.0	% 79.0	% Decrease
As of December 31, 2012							
CMBS	\$859	Discounted cash flows	Spread (encompasses prepayment, default risk and loss severity)	320	bps 3,615	bps 1,031	bps Decrease
Corporate [3]	1,371	Discounted cash flows	Spread	106	bps 900	bps 328	bps Decrease
Municipal	227	Discounted cash flows	Spread	227	bps 344	bps 258	bps Decrease
RMBS	1,373	Discounted cash flows	Spread	54	bps 1,689	bps 367	bps Decrease
			Constant prepayment rate	—	% 12.0	% 2.0	% Decrease [4]
			Constant default rate	1.0	% 24.0	% 8.0	% Decrease
			Loss severity	—	% 100.0	% 80.0	% Decrease

[1] The weighted average is determined based on the fair value of the securities.

[2] Conversely, the impact of a decrease in input would have the opposite impact to the fair value as that presented in the table above.

[3] Level 3 corporate securities excludes those for which the Company bases fair value on broker quotations as discussed below.

[4] Decrease for above market rate coupons and increase for below market rate coupons.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

As of September 30, 2013

Freestanding  
Derivatives

Unobservable Inputs

	Fair Value	Predominant Valuation Method	Significant Unobservable Input	Minimum	Maximum	Impact of Increase in Input on Fair Value [1]
Interest rate derivative						
Interest rate swaps	(26	) Discounted cash flows	Swap curve beyond 30 years	3.4	% 3.4	% Increase
Long interest rate swaptions	38	Option model	Interest rate volatility	1	% 1	% Increase
U.S. GMWB hedging instruments						
Equity options	108	Option model	Equity volatility	21	% 36	% Increase
Customized swaps	111	Discounted cash flows	Equity volatility	10	% 50	% Increase
U.S. macro hedge program						
Equity options	181	Option model	Equity volatility	22	% 32	% Increase
International program hedging						
Equity options	(101	) Option model	Equity volatility	26	% 39	% Increase
Equity derivatives						
Equity options	57	Option model	Equity volatility	13	% 24	% Increase
Interest rate derivative						
Interest rate swaps	(55	) Discounted cash flows	Swap curve beyond 30 years	2.8	% 2.8	% Increase
Long interest rate swaptions	23	Option model	Interest rate volatility	—	% 1	% Increase
U.S. GMWB hedging instruments						
Equity options	281	Option model	Equity volatility	10	% 31	% Increase
Customized swaps	238	Discounted cash flows	Equity volatility	10	% 50	% Increase
U.S. macro hedge program						
Equity options	286	Option model	Equity volatility	24	% 43	% Increase
International program hedging						
Equity options	26	Option model	Equity volatility	19	% 27	% Increase
Long interest rate swaptions	42	Option model	Interest rate volatility	—	% 1	% Increase

[1]

Conversely, the impact of a decrease in input would have the opposite impact to the fair value as that presented in the table. Changes are based on long positions, unless otherwise noted. Changes in fair value will be inversely impacted for short positions.

Securities and derivatives for which the Company bases fair value on broker quotations predominately include ABS, CDOs, corporate, fixed maturities, FVO and certain credit derivatives. Due to the lack of transparency in the process brokers use to develop prices for these investments, the Company does not have access to the significant unobservable inputs brokers use to price these securities and derivatives. The Company believes however, the types of inputs brokers may use would likely be similar to those used to price securities and derivatives for which inputs are available to the Company, and therefore may include, but not be limited to, loss severity rates, constant prepayment rates, constant default rates and counterparty credit spreads. Therefore, similar to non broker priced securities and derivatives, generally, increases in these inputs would cause fair values to decrease. For the three and nine months ended September 30, 2013, no significant adjustments were made by the Company to broker prices received. As of September 30, 2013 and December 31, 2012, excluded from the tables above are limited partnerships and other alternative investments which total \$336 and \$314, respectively, of level 3 assets measured at fair value. The predominant valuation method uses a NAV calculated on a monthly basis and represents funds where the Company does not have the ability to redeem the investment in the near-term at that NAV, including an assessment of the investee's liquidity.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

Product Derivatives

The Company formerly offered certain variable annuity products with GMWB riders in the U.S., the U.K., and Japan. The GMWB represents an embedded derivative in the variable annuity contract. When it is determined that (1) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract, and (2) a separate instrument with the same terms would qualify as a derivative instrument, the embedded derivative is bifurcated from the host for measurement purposes. The embedded derivative is carried at fair value, with changes in fair value reported in net realized capital gains and losses. The Company's GMWB liability is reported in other policyholder funds and benefits payable in the Condensed Consolidated Balance Sheets.

In valuing the embedded derivative, the Company attributes to the derivative a portion of the expected fees to be collected over the expected life of the contract from the contract holder equal to the present value of future GMWB claims (the "Attributed Fees"). The excess of fees collected from the contract holder in the current period over the current period's Attributed Fees are associated with the host variable annuity contract and reported in fee income.

U.S. GMWB Reinsurance Derivative

The Company has reinsurance arrangements in place to transfer a portion of its risk of loss due to GMWB. These arrangements are recognized as derivatives and carried at fair value in reinsurance recoverables. Changes in the fair value of the reinsurance agreements are reported in net realized capital gains and losses.

The fair value of the U.S. GMWB reinsurance derivative is calculated as an aggregation of the components described in the Living Benefits Required to be Fair Valued discussion below and is modeled using significant unobservable inputs, as well as policyholder behavior inputs, identical to those used in calculating the underlying liability, such as lapses, fund selection, resets and withdrawal utilization and risk margins.

Living Benefits Required to be Fair Valued (in Other Policyholder Funds and Benefits Payable)

Living benefits required to be fair valued include U.S. GMWB, international GMWB and international other guaranteed living benefits. Fair values for GMWB and guaranteed minimum accumulation benefit ("GMAB") contracts are calculated using the income approach based upon internally developed models because active, observable markets do not exist for those items. The fair value of the Company's guaranteed benefit liabilities, classified as embedded derivatives, and the related reinsurance and customized freestanding derivatives is calculated as an aggregation of the following components: Best Estimate Claim Payments; Credit Standing Adjustment; and Margins. The resulting aggregation is reconciled or calibrated, if necessary, to market information that is, or may be, available to the Company, but may not be observable by other market participants, including reinsurance discussions and transactions. The Company believes the aggregation of these components, as necessary and as reconciled or calibrated to the market information available to the Company, results in an amount that the Company would be required to transfer or receive, for an asset, to or from market participants in an active liquid market, if one existed, for those market participants to assume the risks associated with the guaranteed minimum benefits and the related reinsurance and customized derivatives. The fair value is likely to materially diverge from the ultimate settlement of the liability as the Company believes settlement will be based on our best estimate assumptions rather than those best estimate assumptions plus risk margins. In the absence of any transfer of the guaranteed benefit liability to a third party, the release of risk margins is likely to be reflected as realized gains in future periods' net income. Each component described below is unobservable in the marketplace and require subjectivity by the Company in determining their value.

Oversight of the Company's valuation policies and processes for product and U.S. GMWB reinsurance derivatives is performed by a multidisciplinary group comprised of finance, actuarial and risk management professionals. This multidisciplinary group reviews and approves changes and enhancements to the Company's valuation model as well as associated controls.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

Best Estimate

Claim Payments

The Best Estimate Claim Payments is calculated based on actuarial and capital market assumptions related to projected cash flows, including the present value of benefits and related contract charges, over the lives of the contracts, incorporating expectations concerning policyholder behavior such as lapses, fund selection, resets and withdrawal utilization. For the customized derivatives, policyholder behavior is prescribed in the derivative contract. Because of the dynamic and complex nature of these cash flows, best estimate assumptions and a Monte Carlo stochastic process is used in valuation. The Monte Carlo stochastic process involves the generation of thousands of scenarios that assume risk neutral returns consistent with swap rates and a blend of observable implied index volatility levels. Estimating these cash flows involves numerous estimates and subjective judgments regarding a number of variables –including expected market rates of return, market volatility, correlations of market index returns to funds, fund performance, discount rates and assumptions about policyholder behavior which emerge over time.

At each valuation date, the Company assumes expected returns based on:

- risk-free rates as represented by the euro dollar futures, LIBOR deposits and swap rates to derive forward curve rates;
- market implied volatility assumptions for each underlying index based primarily on a blend of observed market “implied volatility” data;
- correlations of historical returns across underlying well known market indices based on actual observed returns over the ten years preceding the valuation date; and
- three years of history for fund indexes compared to separate account fund regression.

On a daily basis, the Company updates capital market assumptions used in the GMWB liability model such as interest rates, equity indices and the blend of implied equity index volatilities. The Company monitors various aspects of policyholder behavior and may modify certain of its assumptions, including living benefit lapses and withdrawal rates, if credible emerging data indicates that changes are warranted. In addition, the Company will continue to evaluate policyholder behavior assumptions as we implemented initiatives to reduce the size of the variable annuity business. At a minimum, all policyholder behavior assumptions are reviewed and updated, as appropriate, in conjunction with the completion of the Company’s comprehensive study to refine its estimate of future gross profits during the third quarter of each year.

Credit Standing Adjustment

This assumption makes an adjustment that market participants would make, in determining fair value, to reflect the risk that guaranteed benefit obligations or the GMWB reinsurance recoverables will not be fulfilled (“nonperformance risk”). The Company incorporates a blend of observable Company and reinsurer credit default spreads from capital markets, adjusted for market recoverability. The credit standing adjustment assumption, net of reinsurance, resulted in pre-tax realized gains/(losses) of \$0 and \$(31), for the three months ended September 30, 2013 and 2012, respectively, and \$13 and \$(64) for the nine months ended September 30, 2013 and 2012, respectively. As of September 30, 2013 and December 31, 2012 the credit standing adjustment was \$1 and \$(12), respectively.

Margins

The behavior risk margin adds a margin that market participants would require, in determining fair value, for the risk that the Company’s assumptions about policyholder behavior could differ from actual experience. The behavior risk margin is calculated by taking the difference between adverse policyholder behavior assumptions and best estimate assumptions.

Assumption updates, including policyholder behavior assumptions, affected best estimates and margins for total pre-tax realized gains of \$75 and \$301 for the three and nine months ended September 30, 2013 and 2012. As of September 30, 2013 and December 31, 2012 the behavior risk margin was \$137 and \$302, respectively.

In addition to the non-market-based updates described above, the Company recognized non-market-based updates driven by the relative outperformance (underperformance) of the underlying actively managed funds as compared to

their respective indices resulting in pre-tax realized gains/(losses) of approximately \$22 and \$25, for the three months ended September 30, 2013 and 2012, respectively and \$29 and \$34 for the nine months ended September 30, 2013 and 2012, respectively.

29

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

Significant unobservable inputs used in the fair value measurement of living benefits required to be fair valued and the U.S. GMWB reinsurance derivative are withdrawal utilization and withdrawal rates, lapse rates, reset elections and equity volatility. The following table provides quantitative information about the significant unobservable inputs and is applicable to all of the Living Benefits Required to be Fair Valued and the U.S. GMWB Reinsurance Derivative. Significant increases in any of the significant unobservable inputs, in isolation, will generally have an increase or decrease correlation with the fair value measurement, as shown in the table.

Significant Unobservable Input	Unobservable Inputs (Minimum)	Unobservable Inputs (Maximum)	Impact of Increase in Input on Fair Value Measurement [1]
Withdrawal Utilization[2]	20%	100%	Increase
Withdrawal Rates [2]	—%	8%	Increase
Lapse Rates [3]	—%	75%	Decrease
Reset Elections [4]	20%	75%	Increase
Equity Volatility [5]	10%	50%	Increase

[1] Conversely, the impact of a decrease in input would have the opposite impact to the fair value as that presented in the table.

[2] Ranges represent assumed cumulative percentages of policyholders taking withdrawals and the annual amounts withdrawn.

[3] Range represents assumed annual percentages of full surrender of the underlying variable annuity contracts across all policy durations for in force business.

[4] Range represents assumed cumulative percentages of policyholders that would elect to reset their guaranteed benefit base.

[5] Range represents implied market volatilities for equity indices based on multiple pricing sources.

Generally, a change in withdrawal utilization assumptions would be accompanied by a directionally opposite change in lapse rate assumptions, as the behavior of policyholders that utilize GMWB or GMAB riders is typically different from policyholders that do not utilize these riders.

Separate Account Assets

Separate account assets are primarily invested in mutual funds. Other separate account assets include fixed maturities, limited partnerships, equity securities, short-term investments and derivatives that are valued in the same manner, and using the same pricing sources and inputs, as those investments held by the Company. Separate account assets classified as Level 3 primarily include limited partnerships in which fair value represents the separate account's share of the fair value of the equity in the investment ("net asset value") and are classified in level 3 based on the Company's ability to redeem its investment.

Assets and Liabilities Measured at Fair Value on a Recurring Basis Using Significant Unobservable Inputs (Level 3)

The tables below provide fair value roll-forwards for the three and nine months ended September 30, 2013 and 2012, for the financial instruments classified as Level 3.

For the three months ended September 30, 2013

Assets	Fixed Maturities, AFS							Total Fixed Maturities, AFS	Fixed Maturities, FVO
	ABS	CDOs	CMBS	Corporate	Foreign govt./govt agencies	Municipal	RMBS		
Fair value as of June 30, 2013	\$232	\$912	\$818	\$1,251	\$ 69	\$127	\$1,352	\$4,761	\$211
Total realized/unrealized gains (losses)									

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Included in net income [1], [2], [6]	—	—	(11	)	(2	)	—	—	(3	)	(16	)	(3	)		
Included in OCI [3]	1	2	42	6	—	(1	)	(4	)	46	—	—	—	—		
Purchases	11	8	20	39	5	7	100	190	6	—	—	—	—	—		
Settlements	(1	)	(51	)	(31	)	(14	)	(1	)	—	(51	)	(149	)	—
Sales	—	—	(39	)	(8	)	—	—	(48	)	(95	)	(1	)	—	
Transfers into Level 3 [4]	—	—	5	41	—	—	—	46	—	—	—	—	—	—		
Transfers out of Level 3 [4]	(37	)	(73	)	(13	)	(33	)	—	—	—	(156	)	(2	)	
Fair value as of September 30, 2013	\$206	\$798	\$791	\$1,280	\$73	\$133	\$1,346	\$4,627	\$211	—	—	—	—	—		
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$—	\$—	\$(8	)	\$(2	)	\$—	\$—	\$(5	)	\$(15	)	\$(3	)	—	

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]								
	Equity Securities, AFS	Credit	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts	Total Free-Standing Derivatives [5]
Fair value as of June 30, 2013	\$95	\$2	\$29	\$(15)	\$329	\$209	\$(43)	\$—	\$511
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	(6)	)1	(6)	)3	(109)	)39	)72	)1	)223
Included in OCI [3]	—	—	—	—	—	—	—	—	—
Purchases	—	—	—	—	—	11	(4)	)—	7
Settlements	—	—	—	—	(1)	)—	46	—	45
Sales	—	—	—	—	—	—	—	—	—
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—
Transfers out of Level 3 [4]	—	—	—	24	—	—	(28)	)20	16
Fair value as of September 30, 2013	\$89	\$3	\$23	\$12	\$219	\$181	\$(101)	)\$19	\$356
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$(6)	)\$—	\$(5)	)\$1	\$(111)	)\$39	)\$138	)\$4	)\$296

Assets	Limited Partnerships and Other Alternative Investments	Reinsurance Recoverable for U.S. GMWB	Separate Accounts
Fair value as of June 30, 2013	\$363	\$113	\$820
Total realized/unrealized gains (losses)			
Included in net income [1], [2], [6]	(20)	)74	)9
Included in OCI [3]	—	—	—
Purchases	35	—	(19)
Settlements	—	7	—
Sales	—	—	(35)
Transfers into Level 3 [4]	—	—	35
Transfers out of Level 3 [4]	(42)	)—	(57)
Fair value as of September 30, 2013	\$336	\$46	\$735
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$(20)	)\$74	)\$3

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Liabilities	Other Policyholder Funds and Benefits Payable						
	U.S. Guaranteed Withdrawal Benefits	International Guaranteed Living Benefits	International Other Living Benefits	Equity Linked Notes	Total Other Policyholder Funds and Benefits Payable	Liabilities held for sale	Consumer Notes
Fair value as of June 30, 2013	\$(632)	\$ 1	\$ 3	\$(12)	\$(640)	\$(28)	\$(1)
Transfers to liabilities held for sale	—	—	—	—	—	—	—
Total realized/unrealized gains (losses)							
Included in net income [1], [2], [6]	451	—	1	(1)	451	(2)	—
Included in OCI [3]	—	—	—	—	—	—	—
Settlements	(29)	)	(1)	)	(30)	(1)	)
Fair value as of September 30, 2013	\$(210)	\$ 1	\$ 3	\$(13)	\$(219)	\$(31)	\$(1)
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$451	\$—	\$ 1	\$(1)	\$451	\$(2)	\$—

## For the nine months ended September 30, 2013

Assets	Fixed Maturities, AFS								
	ABS	CDOs	CMBS	Corporate	Foreign govt./govt agencies	Municipal	RMBS	Total Fixed Maturities, AFS	Fixed Maturities, FVO
Fair value as of January 1, 2013	\$278	\$944	\$859	\$2,001	\$ 56	\$227	\$1,373	\$5,738	\$214
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	3	(11)	(22)	11	—	1	26	8	6
Included in OCI [3]	15	120	122	(29)	(10)	(11)	39	246	—
Purchases	71	82	33	132	44	13	289	664	16
Settlements	(8)	(96)	(102)	(83)	(3)	—	(141)	(433)	(2)
Sales	(94)	(200)	(115)	(356)	(8)	(53)	(240)	(1,066)	(22)
Transfers into Level 3 [4]	—	32	39	117	—	—	—	188	2
Transfers out of Level 3 [4]	(59)	(73)	(23)	(513)	(6)	(44)	—	(718)	(3)
Fair value as of September 30, 2013	\$206	\$798	\$791	\$1,280	\$ 73	\$133	\$1,346	\$4,627	\$211
Changes in unrealized gains (losses) included in net income related to financial instruments	\$(4)	\$(2)	\$(16)	\$(6)	\$—	\$—	\$(5)	\$(33)	\$(27)

still held at September 30, 2013

[2] [7]

32

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]									
	Equity Securities, AFS	Credit	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts	Total Free-Standing Derivatives [5]	
Fair value as of January 1, 2013	\$84	\$4	\$57	\$(32)	)\$519	\$286	\$68	\$23	\$925	
Total realized/unrealized gains (losses)										
Included in net income [1], [2], [6]	(12	)1	(31	)18	(299	)(139	)(247	)(4	)(701	)
Included in OCI [3]	7	—	—	—	—	—	—	—	—	
Purchases	13	—	—	(3	)—	34	(42	)—	(11	)
Settlements	—	(2	)(3	)3	(1	)—	63	—	60	
Sales	(3	)—	—	—	—	—	—	—	—	
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—	
Transfers out of Level 3 [4]	—	—	—	26	—	—	57	—	83	
Fair value as of September 30, 2013	\$89	\$3	\$23	\$12	\$219	\$181	\$(101	)\$19	\$356	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$(13	)\$—	\$(27	)\$4	\$(296	)(136	)(292	)\$8	)(755	)
Assets						Limited Partnerships and Other Alternative Investments	Reinsurance Recoverable for U.S. GMWB		Separate Accounts	
Fair value as of January 1, 2013						\$314	\$191		\$583	
Total realized/unrealized gains (losses)										
Included in net income [1], [2], [6]						(16	)(166		)7	
Included in OCI [3]						—	—		—	
Purchases						125	—		240	
Settlements						—	21		(1	)
Sales						(22	)—		(66	)
Transfers into Level 3 [4]						—	—		39	
Transfers out of Level 3 [4]						(65	)—		(67	)
Fair value as of September 30, 2013						\$336	\$46		\$735	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]						\$(16	)(166		)\$15	



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Liabilities	Other Policyholder Funds and Benefits Payable						
	U.S. Guaranteed Withdrawal Benefits	International Guaranteed Living Benefits	International Other Living Benefits	Equity Linked Notes	Total Policyholder Funds and Benefits Payable	Other Liabilities held for sale	Consumer Notes
Fair value as of January 1, 2013	\$(1,249 )	\$( 50 )	\$ 2	\$(7 )	\$( 1,304 )	\$—	\$(2 )
Transfers to liabilities held for sale	—	43	—	—	43	(43 )	—
Total realized/unrealized gains (losses)							
Included in net income [1], [2], [6]	1,099	8	4	(6 )	1,105	14	1
Included in OCI [3]	—	—	—	—	—	1	—
Settlements	(60 )	—	(3 )	—	(63 )	(3 )	—
Fair value as of September 30, 2013	\$(210 )	\$( 1 )	\$ 3	\$(13 )	\$( 219 )	\$(31 )	\$(1 )
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2013 [2] [7]	\$1,099	\$ 8	\$ 4	\$(6 )	\$ 1,105	\$ 14	\$ 1

## For the three months ended September 30, 2012

Assets	Fixed Maturities, AFS								
	ABS	CDOs	CMBS	Corporate	Foreign gov./govt agencies	Municipal	RMBS	Total Fixed Maturities, AFS	Fixed Maturities, FVO
Fair value as of June 30, 2012	\$323	\$900	\$986	\$1,805	\$ 55	\$650	\$1,208	\$5,927	\$493
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	1	(8 )	(33 )	(4 )	—	(4 )	(17 )	(65 )	32
Included in OCI [3]	10	46	53	(47 )	1	14	155	232	—
Purchases	11	—	8	40	11	—	81	151	—
Settlements	(5 )	(8 )	(36 )	(3 )	(1 )	—	(41 )	(94 )	—
Sales	(9 )	—	(127 )	(9 )	(16 )	(22 )	(56 )	(239 )	—
Transfers into Level 3 [4]	9	—	20	283	—	—	1	313	—
Transfers out of Level 3 [4]	(25 )	—	—	(45 )	—	(434 )	(39 )	(543 )	—
Fair value as of September 30, 2012	\$315	\$930	\$871	\$2,020	\$ 50	\$204	\$1,292	\$5,682	\$525
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$1	\$(8 )	\$(26 )	\$(4 )	\$ —	\$(4 )	\$1	\$(40 )	\$23



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]								
	Equity Securities, AFS	Credit	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts	Total Free-Standing Derivatives [5]
Fair value as of June 30, 2012	\$86	\$(439)	\$53	\$(66)	)\$756	\$180	\$161	\$26	\$671
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	(4	)64	(16	)1	(159	)98	)92	)1	)301
Included in OCI [3]	1	—	—	—	—	—	—	—	—
Purchases	5	—	31	1	19	—	6	—	57
Settlements	—	94	—	—	—	—	18	—	112
Sales	(2	)—	—	—	—	—	—	—	—
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—
Transfers out of Level 3 [4]	—	—	—	32	—	—	—	—	32
Fair value as of September 30, 2012	\$86	\$(281)	\$68	\$(32)	)\$616	\$82	\$93	\$25	\$571
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$(3	)\$26	\$(14	)\$1	\$(159	)\$98	)\$69	)\$1	)\$314

Assets	Reinsurance Recoverable for U.S. GMWB	Separate Accounts
Fair value as of June 30, 2012	\$ 376	\$1,335
Total realized/unrealized gains (losses)		
Included in net income [1], [2], [6]	(184	) (2
Included in OCI [3]	—	—
Purchases	—	97
Settlements	7	—
Sales	—	(41
Transfers into Level 3 [4]	—	(3
Transfers out of Level 3 [4]	—	(7
Fair value as of September 30, 2012	\$ 199	\$1,379
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$ (184	) \$8

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Liabilities	Other Policyholder Funds and Benefits Payable								
	U.S. Guaranteed Withdrawal Benefits	International Guaranteed Living Benefits	International Other Benefits	Equity Linked Notes	Total Policyholder Funds and Benefits Payable	Other Liabilities	Consumer Notes		
Fair value as of June 30, 2012	\$(2,203)	\$(53)	\$(4)	\$(10)	\$(2,270)	\$(29)	\$(4)		
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	823	20	6	—	849	(14)	2		
Included in OCI [3]	—	(1)	—	—	(1)	—	—		
Settlements	(33)	(3)	(1)	—	(37)	—	—		
Fair value as of September 30, 2012	\$(1,413)	\$(37)	\$1	\$(10)	\$(1,459)	\$(43)	\$(2)		
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$823	\$20	\$6	\$—	\$849	\$(14)	\$2		
For the nine months ended September 30, 2012									
Assets	Fixed Maturities, AFS								
	ABS	CDOs	CMBS	Corporate	Foreign gov't./gov't agencies	Municipal	Total Fixed Maturities, AFS	Fixed Maturities, FVO	
Fair value as of January 1, 2012	\$361	\$368	\$588	\$2,255	\$49	\$437	\$1,063	\$5,121	\$495
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	—	(9)	(67)	(7)	—	(4)	7	(80)	53
Included in OCI [3]	43	122	112	(50)	3	38	202	470	—
Purchases	36	—	21	205	18	275	364	919	—
Settlements	(43)	(31)	(106)	(56)	(3)	—	(111)	(350)	—
Sales	(24)	(3)	(198)	(63)	(17)	(87)	(195)	(587)	(23)
Transfers into Level 3 [4]	9	483	621	605	—	—	1	1,719	—
Transfers out of Level 3 [4]	(67)	—	(100)	(869)	—	(455)	(39)	(1,530)	—
Fair value as of September 30, 2012	\$315	\$930	\$871	\$2,020	\$50	\$204	\$1,292	\$5,682	\$525
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$(2)	\$(10)	\$(27)	\$(4)	\$—	\$(4)	\$1	\$(46)	\$(62)



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]								
	Equity Securities, AFS	Credit Equity	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts	Total Free-Standing Derivatives [5]
Fair value as of January 1, 2012	\$93	\$(561)	\$40	\$(58)	)\$883	\$357	\$35	\$28	\$ 724
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	7	192	(30)	(9)	(332)	(275)	51	(3)	(406)
Included in OCI [3]	(3)	)—	—	2	—	—	—	—	2
Purchases	19	—	77	1	42	—	(59)	)—	61
Settlements	—	89	(19)	)—	—	—	58	—	128
Sales	(30)	)—	—	—	—	—	—	—	—
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—
Transfers out of Level 3 [4]	—	(1)	)—	32	23	—	8	—	62
Fair value as of September 30, 2012	\$86	\$(281)	\$68	\$(32)	)\$616	\$82	\$93	\$25	\$ 571
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]	\$4	\$142	\$(16)	\$(9)	\$(332)	\$(274)	\$71	\$(3)	\$(421)
Assets						Reinsurance Recoverable for U.S. GMWB		Separate Accounts	
Fair value as of January 1, 2012						\$ 443		\$1,031	
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]						(265)		) 31	
Included in OCI [3]						—		—	
Purchases						—		336	
Settlements						21		(1)	)
Sales						—		(442)	)
Transfers into Level 3 [4]						—		451	
Transfers out of Level 3 [4]						—		(27)	)
Fair value as of September 30, 2012						\$ 199		\$1,379	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012 [2] [7]						\$(265)		) \$(18)	)

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Liabilities	Other Policyholder Funds and Benefits Payable						
	U.S. Guaranteed Withdrawal Benefits	International Guaranteed Living Benefits	International Other Benefits	Equity Living Notes	Total Policyholder Funds and Benefits Payable	Other Liabilities	Consumer Notes
Fair value as of January 1, 2012	\$(2,538)	\$(66)	\$(5)	\$(9)	\$(2,618)	\$(9)	\$(4)
Total realized/unrealized gains (losses)							
Included in net income [1], [2], [6]	1,235	36	9	(1)	1,279	(34)	2
Included in OCI [3]	—	—	—	—	—	—	—
Settlements	(110)	(7)	(3)	—	(120)	—	—
Fair value as of September 30, 2012	\$(1,413)	\$(37)	\$1	\$(10)	\$(1,459)	\$(43)	\$(2)
Changes in unrealized gains (losses) included in net income related to financial instruments still held at September 30, 2012	\$1,235	\$36	\$9	\$(1)	\$1,279	\$(34)	\$2

[2] [7]

The Company classifies gains and losses on GMWB reinsurance derivatives and Guaranteed Living Benefit [1] embedded derivatives as unrealized gains (losses) for purposes of disclosure in this table because it is impracticable to track on a contract-by-contract basis the realized gains (losses) for these derivatives and embedded derivatives.

All amounts in these rows are reported in net realized capital gains/losses. The realized/unrealized gains (losses) included in net income for separate account assets are offset by an equal amount for separate account liabilities, [2] which results in a net zero impact on net income for the Company. All amounts are before income taxes and amortization DAC.

[3] All amounts are before income taxes and amortization of DAC.

[4] Transfers in and/or (out) of Level 3 are primarily attributable to the availability of market observable information and the re-evaluation of the observability of pricing inputs.

[5] Derivative instruments are reported in this table on a net basis for asset/(liability) positions and reported in the Condensed Consolidated Balance Sheet in other investments and other liabilities.

[6] Includes both market and non-market impacts in deriving realized and unrealized gains (losses).

[7] Amounts presented are for Level 3 only and therefore may not agree to other disclosures included herein.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

## Fair Value Option

The Company holds fair value option investments that contain an embedded credit derivative with underlying credit risk primarily related to corporate bonds and commercial real estate. Also included are foreign government securities that align with the accounting for yen-based fixed annuity liabilities, which are adjusted for changes in spot rates through realized gains and losses. Similar to other fixed maturities, income earned from FVO securities is recorded in net investment income and changes in fair value are recorded in net realized capital gains and losses.

The Company elected the fair value option for consolidated VIE investment funds that were established in 2012. The Company elected the fair value option in order to report investments of consolidated investment companies at fair value with changes in the fair value of these securities recognized in net realized capital gains and losses, which is consistent with accounting requirements for investment companies. The investment funds hold fixed income securities and the Company has management and control of the funds as well as a significant ownership interest.

The following table presents the changes in fair value of those assets and liabilities accounted for using the fair value option reported in net realized capital gains and losses in the Company's Condensed Consolidated Statements of Operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Assets				
Fixed maturities, FVO				
Corporate	\$1	\$6	\$(13)	)\$6
CDOs	—	17	—	26
Foreign government	8	13	(80)	)(16)
Other liabilities				
Credit-linked notes	—	(14)	—	(34)
Total realized capital gains (losses)	\$9	\$22	\$(93)	)(18)

The following table presents the fair value of assets and liabilities accounted for using the fair value option included in the Company's Condensed Consolidated Balance Sheets.

	As of	
	September 30, 2013	December 31, 2012
Assets		
Fixed maturities, FVO		
ABS	\$3	\$—
CDOs	200	205
CMBS	8	5
Corporate	87	140
Foreign government	673	730
U.S government	17	2
Municipals	1	1
RMBS	5	4
Total fixed maturities, FVO	\$994	\$1,087



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

## Financial Instruments Not Carried at Fair Value

The following table presents carrying amounts and fair values of the Company's financial instruments not carried at fair value and not included in the above fair value discussion.

	Fair Value Hierarchy Level	September 30, 2013		December 31, 2012	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets					
Policy loans	Level 3	\$1,415	\$1,483	\$1,997	\$2,165
Mortgage loans	Level 3	5,575	5,616	6,711	6,933
Liabilities					
Other policyholder funds and benefits payable [1]	Level 3	\$9,426	\$9,636	\$9,558	\$9,910
Senior notes [2]	Level 2	5,206	5,863	5,706	7,071
Junior subordinated debentures [2]	Level 2	1,100	1,242	1,100	1,265
Consumer notes [3]	Level 3	82	82	159	159

[1] Excludes guarantees on variable annuities, group accident and health and universal life insurance contracts, including corporate owned life insurance.

[2] Included in debt in the Condensed Consolidated Balance Sheets.

[3] Excludes amounts carried at fair value and included in disclosures above.

The Company has not made any changes in its valuation methodologies for the following assets and liabilities since December 31, 2012.

Fair value for policy loans and consumer notes were estimated using discounted cash flow calculations using current interest rates adjusted for estimated loan durations.

Fair values for mortgage loans were estimated using discounted cash flow calculations based on current lending rates for similar type loans. Current lending rates reflect changes in credit spreads and the remaining terms of the loans.

Fair values for other policyholder funds and benefits payable, not carried at fair value, are estimated based on the cash surrender values of the underlying policies or by estimating future cash flows discounted at current interest rates adjusted for credit risk.

Fair values for senior notes and junior subordinated debentures are determined using the market approach based on reported trades, benchmark interest rates and issuer spread for the Company which may consider credit default swaps.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments

## Net Realized Capital Gains (Losses)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(Before tax)	2013	2012	2013	2012
Gross gains on sales [1]	\$106	\$194	\$2,034	\$666
Gross losses on sales	(139)	(131)	(339)	(386)
Net OTTI losses recognized in earnings	(26)	(37)	(59)	(164)
Valuation allowances on mortgage loans	—	—	—	1
Japanese fixed annuity contract hedges, net [2]	(8)	(24)	(4)	(42)
Periodic net coupon settlements on credit derivatives/Japan	3	2	(3)	1
Results of variable annuity hedge program				
GMWB derivatives, net	203	381	219	451
U.S. macro hedge program	(50)	(109)	(182)	(292)
Total U.S. program	153	272	37	159
International program	(286)	(176)	(1,199)	(657)
Total results of variable annuity hedge program	(133)	96	(1,162)	(498)
Other, net [3]	35	(5)	329	156
Net realized capital gains (losses)	\$(162)	\$95	\$796	\$(266)

[1] Includes \$1.5 billion of gains relating to the sales of the Retirement Plans and Individual Life businesses for the nine months ended September 30, 2013.

Relates to the Japanese fixed annuity product (adjustment of product liability for changes in spot currency

[2] exchange rates, related derivative hedging instruments, excluding net periodic coupon settlements, and Japan FVO securities).

Primarily consists of transactional foreign currency re-valuation associated with the internal reinsurance of the

[3] Japan variable annuity business, which is offset in AOCI, and change in value of non-qualifying derivatives.

[3] Includes \$71 of gains relating to the sales of the Retirement Plans and Individual Life businesses for the nine months ended September 30, 2013.

Net realized capital gains and losses from investment sales, after deducting the life and pension policyholders' share for certain products, are reported as a component of revenues and are determined on a specific identification basis. Before tax, net gains and losses on sales and impairments previously reported as unrealized gains in AOCI were \$(59) and \$1.6 billion, respectively, for the three and nine months ended September 30, 2013 and \$26 and \$116 for the three and nine months ended September 30, 2012, respectively. Proceeds from sales of AFS securities totaled \$6.1 billion and \$25.5 billion, respectively, for the three and nine months ended September 30, 2013 and \$10.8 billion and \$34.2 billion for the three and nine months ended September 30, 2012, respectively.

## Other-Than-Temporary Impairment Losses

The following table presents a roll-forward of the Company's cumulative credit impairments on debt securities held.

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
(Before-tax)	2013	2012	2013	2012
Balance as of beginning of period	\$(902)	\$(1,407)	\$(1,013)	\$(1,676)
Additions for credit impairments recognized on [1]:				
Securities not previously impaired	(1)	(5)	(14)	(21)
Securities previously impaired	(2)	(9)	(11)	(19)
Reductions for credit impairments previously recognized on:				

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Securities that matured or were sold during the period	58	104	184	392
Securities the Company made the decision to sell or more likely than not will be required to sell	2	—	2	—
Securities due to an increase in expected cash flows	8	2	15	9
Balance as of end of period	\$(837 )	\$(1,315 )	\$(837 )	\$(1,315 )

[1] These additions are included in the net OTTI losses recognized in earnings in the Condensed Consolidated Statements of Operations.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Available-for-Sale Securities

The following table presents the Company's AFS securities by type.

	September 30, 2013					December 31, 2012				
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Non-Credit OTTI [1]	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Non-Credit OTTI [1]
ABS	\$2,445	\$24	\$(107)	\$2,362	\$(3)	\$2,883	\$63	\$(183)	\$2,763	\$(4)
CDOs [2]	2,530	118	(92)	2,550	(5)	3,170	60	(159)	3,040	(14)
CMBS	4,311	256	(78)	4,489	(7)	6,083	417	(179)	6,321	(11)
Corporate	27,277	1,932	(439)	28,770	(9)	39,694	4,631	(276)	44,049	(19)
Foreign										
govt./govt. agencies	4,039	98	(169)	3,968	—	3,985	191	(40)	4,136	—
Municipal	12,235	487	(179)	12,543	—	13,001	1,379	(19)	14,361	—
RMBS	5,079	119	(112)	5,086	(11)	7,318	295	(133)	7,480	(32)
U.S. Treasuries	4,311	42	(98)	4,255	—	3,613	175	(16)	3,772	—
Total fixed maturities, AFS	62,227	3,076	(1,274)	64,023	(35)	79,747	7,211	(1,005)	85,922	(80)
Equity securities, AFS	843	78	(59)	862	—	866	81	(57)	890	—
Total AFS securities [3]	\$63,070	\$3,154	\$(1,333)	\$64,885	\$(35)	\$80,613	\$7,292	\$(1,062)	\$86,812	\$(80)

Represents the amount of cumulative non-credit OTTI losses recognized in OCI on securities that also had credit [1] impairments. These losses are included in gross unrealized losses as of September 30, 2013 and December 31, 2012.

[2] Gross unrealized gains (losses) exclude the change in fair value of bifurcated embedded derivative features of certain securities. Changes in fair value are recorded in net realized capital gains (losses).

As of December 31, 2012, includes fixed maturities, AFS and equity securities, AFS relating to the sales of the [3] Retirement Plans and Individual Life Businesses; see Note 2 - Business Dispositions of the Notes to Condensed Consolidated Financial Statements for further discussion of this transaction.

The following table presents the Company's fixed maturities, AFS, by contractual maturity year.

Contractual Maturity	September 30, 2013	
	Amortized Cost	Fair Value
One year or less	\$2,111	\$2,146
Over one year through five years	11,317	11,856
Over five years through ten years	11,870	12,263
Over ten years	22,564	23,271
Subtotal	47,862	49,536
Mortgage-backed and asset-backed securities	14,365	14,487
Total fixed maturities, AFS	\$62,227	\$64,023

Estimated maturities may differ from contractual maturities due to security call or prepayment provisions. Due to the potential for variability in payment speeds (i.e. prepayments or extensions), mortgage-backed and asset-backed

securities are not categorized by contractual maturity.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Securities Unrealized Loss Aging

The following tables present the Company's unrealized loss aging for AFS securities by type and length of time the security was in a continuous unrealized loss position.

	September 30, 2013								
	Less Than 12 Months			12 Months or More			Total		
	Amortized	Fair	Unrealized	Amortized	Fair	Unrealized	Amortized	Fair	Unrealized
	Cost	Value	Losses	Cost	Value	Losses	Cost	Value	Losses
ABS	\$721	\$715	\$(6)	\$604	\$503	\$(101)	\$1,325	\$1,218	\$(107)
CDOs [1]	148	146	(2)	2,231	2,135	(90)	2,379	2,281	(92)
CMBS	603	580	(23)	736	681	(55)	1,339	1,261	(78)
Corporate	5,358	5,106	(252)	1,369	1,182	(187)	6,727	6,288	(439)
Foreign govt./govt. agencies	1,683	1,517	(166)	18	15	(3)	1,701	1,532	(169)
Municipal	2,957	2,787	(170)	119	110	(9)	3,076	2,897	(179)
RMBS	1,869	1,818	(51)	646	585	(61)	2,515	2,403	(112)
U.S. Treasuries	2,407	2,340	(67)	129	98	(31)	2,536	2,438	(98)
Total fixed maturities, AFS	15,746	15,009	(737)	5,852	5,309	(537)	21,598	20,318	(1,274)
Equity securities, AFS	208	202	(6)	241	188	(53)	449	390	(59)
Total securities in an unrealized loss	\$15,954	\$15,211	\$(743)	\$6,093	\$5,497	\$(590)	\$22,047	\$20,708	\$(1,333)

	December 31, 2012								
	Less Than 12 Months			12 Months or More			Total		
	Amortized	Fair	Unrealized	Amortized	Fair	Unrealized	Amortized	Fair	Unrealized
	Cost	Value	Losses	Cost	Value	Losses	Cost	Value	Losses
ABS	\$163	\$161	\$(2)	\$886	\$705	\$(181)	\$1,049	\$866	\$(183)
CDOs [1]	5	4	(1)	2,567	2,389	(158)	2,572	2,393	(159)
CMBS	339	322	(17)	1,248	1,086	(162)	1,587	1,408	(179)
Corporate	1,261	1,218	(43)	1,823	1,590	(233)	3,084	2,808	(276)
Foreign govt./govt. agencies	1,380	1,343	(37)	20	17	(3)	1,400	1,360	(40)
Municipal	271	265	(6)	157	144	(13)	428	409	(19)
RMBS	910	908	(2)	869	738	(131)	1,779	1,646	(133)
U.S. Treasuries	583	567	(16)	—	—	—	583	567	(16)
Total fixed maturities, AFS	4,912	4,788	(124)	7,570	6,669	(881)	12,482	11,457	(1,005)
Equity securities, AFS	69	67	(2)	280	225	(55)	349	292	(57)
Total securities in an unrealized loss	\$4,981	\$4,855	\$(126)	\$7,850	\$6,894	\$(936)	\$12,831	\$11,749	\$(1,062)

Unrealized losses exclude the change in fair value of bifurcated embedded derivative features of certain securities.

[1] Changes in fair value are recorded in net realized capital gains (losses).

As of September 30, 2013, AFS securities in an unrealized loss position, consisted of 3,290 securities, primarily related to floating rate corporate securities within the financial services sector, municipal, and foreign government and government agencies which are depressed due to an increase in interest rates since the securities were purchased. As

of September 30, 2013, 94% of these securities were depressed less than 20% of cost or amortized cost. The increase in unrealized losses during 2013 was primarily attributable to an increase in interest rates.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

Most of the securities depressed for twelve months or more relate to structured securities with exposure to commercial and residential real estate, as well as certain floating rate corporate securities or securities with greater than 10 years to maturity, concentrated in the financial services sector. Current market spreads continue to be wider than spreads at the security's respective purchase date for structured securities with exposure to commercial and residential real estate largely due to the economic and market uncertainties regarding future performance of certain commercial and residential real estate backed securities. The majority of these securities have a floating-rate coupon referenced to a market index that has declined substantially. In addition, equity securities include investment grade perpetual preferred securities that contain "debt-like" characteristics where the decline in fair value is not attributable to issuer-specific credit deterioration, none of which have, nor are expected to, miss a periodic dividend payment. These securities have been depressed due to the securities' floating-rate coupon in the current low interest rate environment, general market credit spread widening since the date of purchase and the long-dated nature of the securities. The Company neither has an intention to sell nor does it expect to be required to sell the securities outlined above.

## Mortgage Loans

	September 30, 2013			December 31, 2012		
	Amortized Cost [1]	Valuation Allowance	Carrying Value	Amortized Cost [1]	Valuation Allowance	Carrying Value
Total commercial mortgage loans [2]	\$5,642	\$(67 )	\$5,575	\$6,779	\$(68 )	\$6,711

[1] Amortized cost represents carrying value prior to valuation allowances, if any.

As of December 31, 2012, includes commercial mortgage loans relating to the sales of the Retirement Plans and [2] Individual Life businesses; see Note 2 - Business Dispositions of the Notes to Condensed Consolidated Financial Statements for further discussion of this transaction.

As of September 30, 2013 and December 31, 2012, the carrying value of mortgage loans associated with the valuation allowance was \$299 and \$291, respectively. Included in the table above are mortgage loans held-for-sale with a carrying value and valuation allowance of \$47 and \$3, respectively, as of September 30, 2013 and December 31, 2012. The carrying value of these loans is included in mortgage loans in the Company's Condensed Consolidated Balance Sheets. As of September 30, 2013, loans within the Company's mortgage loan portfolio that have had extensions or restructurings other than what is allowable under the original terms of the contract are immaterial. The following table presents the activity within the Company's valuation allowance for mortgage loans. These loans have been evaluated both individually and collectively for impairment. Loans evaluated collectively for impairment are immaterial.

	2013	2012
Balance, as of January 1	\$(68 )	\$(102 )
(Additions)/Reversals	(1 )	1
Deductions	2	18
Balance, as of September 30	\$(67 )	\$(83 )

The current weighted-average LTV ratio of the Company's commercial mortgage loan portfolio was 61% as of September 30, 2013, while the weighted-average LTV ratio at origination of these loans was 63%. LTV ratios compare the loan amount to the value of the underlying property collateralizing the loan. The loan values are updated no less than annually through property level reviews of the portfolio. Factors considered in the property valuation include, but are not limited to, actual and expected property cash flows, geographic market data and capitalization rates. Debt service coverage ratios ("DSCR") compare a property's net operating income to the borrower's principal and interest payments. The current weighted average DSCR of the Company's commercial mortgage loan portfolio was 2.22x as of September 30, 2013. The Company held only two delinquent commercial mortgage loans past due by 90 days or more. The total carrying value and valuation allowance of these loans totaled \$4 and \$51, respectively, as of September 30, 2013, and are not accruing income.

The following table presents the carrying value of the Company's commercial mortgage loans by LTV and DSCR. Commercial Mortgage Loans Credit Quality

Loan-to-value	September 30, 2013		December 31, 2012	
	Carrying Value	Avg. Debt-Service Coverage Ratio	Carrying Value	Avg. Debt-Service Coverage Ratio
Greater than 80%	\$ 148	1.11x	\$ 253	0.95x
65% - 80%	1,365	1.91x	2,220	2.12x
Less than 65%	4,062	2.38x	4,238	2.40x
Total commercial mortgage loans	\$5,575	2.22x	\$6,711	2.24x



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

The following tables present the carrying value of the Company's mortgage loans by region and property type.

## Mortgage Loans by Region

	September 30, 2013		December 31, 2012		
	Carrying Value	Percent of Total	Carrying Value	Percent of Total	
East North Central	\$127	2.3 %	\$145	2.2 %	
Middle Atlantic	414	7.4 %	477	7.1 %	
Mountain	77	1.4 %	99	1.5 %	
New England	354	6.3 %	350	5.2 %	
Pacific	1,642	29.5 %	1,978	29.5 %	
South Atlantic	902	16.2 %	1,378	20.5 %	
West North Central	47	0.8 %	16	0.2 %	
West South Central	335	6.0 %	398	5.9 %	
Other [1]	1,677	30.1 %	1,870	27.9 %	
Total mortgage loans	\$5,575	100.0 %	\$6,711	100.0 %	

[1] Primarily represents loans collateralized by multiple properties in various regions.

## Mortgage Loans by Property Type

	September 30, 2013		December 31, 2012		
	Carrying Value	Percent of Total	Carrying Value	Percent of Total	
Commercial					
Agricultural	\$130	2.3 %	\$142	2.1 %	
Industrial	1,742	31.2 %	2,079	30.9 %	
Lodging	27	0.5 %	81	1.2 %	
Multifamily	1,146	20.6 %	1,200	17.9 %	
Office	1,213	21.8 %	1,510	22.5 %	
Retail	1,162	20.8 %	1,460	21.8 %	
Other	155	2.8 %	239	3.6 %	
Total mortgage loans	\$5,575	100.0 %	\$6,711	100.0 %	

## Variable Interest Entities

The Company is involved with various special purpose entities and other entities that are deemed to be VIEs primarily as a collateral manager and as an investor through normal investment activities, as well as a means of accessing capital. A VIE is an entity that either has investors that lack certain essential characteristics of a controlling financial interest or lacks sufficient funds to finance its own activities without financial support provided by other entities.

The Company performs ongoing qualitative assessments of its VIEs to determine whether the Company has a controlling financial interest in the VIE and therefore is the primary beneficiary. The Company is deemed to have a controlling financial interest when it has both the ability to direct the activities that most significantly impact the economic performance of the VIE and the obligation to absorb losses or right to receive benefits from the VIE that could potentially be significant to the VIE. Based on the Company's assessment, if it determines it is the primary beneficiary, the Company consolidates the VIE in the Company's Condensed Consolidated Financial Statements.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Consolidated VIEs

The following table presents the carrying value of assets and liabilities, and the maximum exposure to loss relating to the VIEs for which the Company is the primary beneficiary. Creditors have no recourse against the Company in the event of default by these VIEs nor does the Company have any implied or unfunded commitments to these VIEs. The Company's financial or other support provided to these VIEs is limited to its investment management services and original investment.

	September 30, 2013			December 31, 2012		
	Total Assets	Total Liabilities [1]	Maximum Exposure to Loss [2]	Total Assets	Total Liabilities [1]	Maximum Exposure to Loss [2]
CDOs [3]	\$33	\$36	\$—	\$89	\$88	\$7
Investment funds [4]	157	—	166	163	—	162
Limited partnerships	4	—	4	6	1	5
Total	\$194	\$36	\$170	\$258	\$89	\$174

[1] Included in other liabilities in the Company's Condensed Consolidated Balance Sheets.

[2] The maximum exposure to loss represents the maximum loss amount that the Company could recognize as a reduction in net investment income or as a realized capital loss and is the cost basis of the Company's investment.

[3] Total assets included in fixed maturities, AFS, in the Company's Condensed Consolidated Balance Sheets.

[4] Total assets included in fixed maturities, FVO, short-term investments, and equity, AFS in the Company's Condensed Consolidated Balance Sheets.

CDOs represent structured investment vehicles for which the Company has a controlling financial interest as it provides collateral management services, earns a fee for those services and also holds investments in the securities issued by these vehicles. Investment funds represents wholly-owned fixed income funds established in 2012 for which the Company has exclusive management and control of this investment which is the activity that most significantly impacts its economic performance. Limited partnerships represent one hedge fund for which the Company holds a majority interest in the fund as an investment.

## Non-Consolidated VIEs

The Company holds a significant variable interest for one VIE for which it is not the primary beneficiary and, therefore, was not consolidated on the Company's Condensed Consolidated Balance Sheets. This VIE represents a contingent capital facility ("facility") that has been held by the Company since February 2007 for which the Company has no implied or unfunded commitments. Assets and liabilities recorded for the facility were \$19 and \$18, respectively as of September 30, 2013 and \$23 and \$23, respectively, as of December 31, 2012. Additionally, the Company has a maximum exposure to loss of \$3 and \$3, respectively, as of September 30, 2013 and December 31, 2012, which represents the issuance costs that were incurred to establish the facility. The Company does not have a controlling financial interest as it does not manage the assets of the facility nor does it have the obligation to absorb losses or the right to receive benefits that could potentially be significant to the facility, as the asset manager has significant variable interest in the vehicle. The Company's financial or other support provided to the facility is limited to providing ongoing support to cover the facility's operating expenses. For further information on the facility, see Note 15 of Notes to Consolidated Financial Statements included in The Hartford's 2012 Form 10-K Annual Report. In addition, the Company, through normal investment activities, makes passive investments in structured securities issued by VIEs for which the Company is not the manager which are included in ABS, CDOs, CMBS and RMBS in the Available-for-Sale Securities table and fixed maturities, FVO, in the Company's Condensed Consolidated Balance Sheets. The Company has not provided financial or other support with respect to these investments other than its original investment. For these investments, the Company determined it is not the primary beneficiary due to the

relative size of the Company's investment in comparison to the principal amount of the structured securities issued by the VIEs, the level of credit subordination which reduces the Company's obligation to absorb losses or right to receive benefits and the Company's inability to direct the activities that most significantly impact the economic performance of the VIEs. The Company's maximum exposure to loss on these investments is limited to the amount of the Company's investment.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

Repurchase Agreements and Dollar Roll Agreements

The Company enters into repurchase agreements and dollar roll transactions to manage liquidity or to earn incremental spread income. A repurchase agreement is a transaction in which one party (transferor) agrees to sell securities to another party (transferee) in return for cash (or securities), with a simultaneous agreement to repurchase the same securities at a specified price at a later date. A dollar roll is a type of repurchase transaction where a mortgage backed security is sold with an agreement to repurchase substantially the same security at a specified time in the future. These transactions are generally short-term in nature, and therefore, the carrying amounts of these instruments approximate fair value.

As part of repurchase agreements and dollar roll transactions, the Company transfers collateral of U.S. government and government agency securities and receives cash. For the repurchase agreements, the Company obtains cash in an amount equal to at least 95% of the fair value of the securities transferred. The agreements with third parties contain contractual provisions that require additional collateral to be transferred when necessary. The counterparty has the right to sell or re-pledge the securities transferred. The cash received from the repurchase program is typically invested in short-term investments or fixed maturities. The Company accounts for the repurchase agreements and dollar roll transactions as collateralized borrowings. The securities transferred under repurchase agreements and dollar roll transactions are included in fixed maturities, AFS with the obligation to repurchase those securities recorded in Other Liabilities on the Company's Condensed Consolidated Balance Sheets. The fair value of the securities transferred was \$977 and \$1.9 billion with a corresponding obligation to repurchase \$960 and \$1.9 billion as of September 30, 2013 and December 31, 2012, respectively.

The Company's repurchase agreements include master netting provisions that provide the counterparties the right to set off claims and apply securities held by them in respect of their obligations in the event of a default. The Company reported gross amounts of recognized liabilities of \$930 and \$923 in Other Liabilities on the Condensed Consolidated Balance sheets as of September 30, 2013 and December 31, 2012, respectively. These amounts represent the Company's obligations to repurchase securities under master netting agreements. The Company reported financial collateral pledged of \$946 and \$923 in fixed maturities, AFS on the Condensed Consolidated Balance sheets as of September 30, 2013 and December 31, 2012, respectively. The fixed maturities are predominantly U.S. government/government agency securities and are disallowed for offsetting under U.S. GAAP.

Derivative Instruments

The Company utilizes a variety of OTC, OTC-cleared and exchange traded derivative instruments as a part of its overall risk management strategy; as well as, to enter into replication transactions. Derivative instruments are used to manage risk associated with interest rate, equity market, credit spread, issuer default, price, and currency exchange rate risk or volatility. Replication transactions are used as an economical means to synthetically replicate the characteristics and performance of assets that would be permissible investments under the Company's investment policies. The Company also purchases and has previously issued financial instruments and products that either are accounted for as free-standing derivatives, such as certain reinsurance contracts, or may contain features that are deemed to be embedded derivative instruments, such as the GMWB rider included with certain variable annuity products.

Strategies that qualify for hedge accounting

Certain derivatives that the Company enters into satisfy the hedge accounting requirements as outlined in Note 1 - Basis of Presentation and Accounting Policies of Notes to Consolidated Financial Statements included in The Hartford's 2012 Form 10-K Annual Report. Typically, these hedge relationships include interest rate and foreign currency swaps where the terms or expected cash flows of the hedged item closely match the terms of the swap. The swaps are typically used to manage interest rate duration of certain fixed maturity securities or liability contracts, or to convert securities or liabilities denominated in a foreign currency to U.S. dollars. The hedge strategies by hedge accounting designation include:

Cash flow hedges

Interest rate swaps are predominantly used to manage portfolio duration and better match cash receipts from assets with cash disbursements required to fund liabilities. These derivatives convert interest receipts on floating-rate fixed maturity securities or interest payments on floating-rate guaranteed investment contracts to fixed rates. The Company also enters into forward starting swap agreements primarily to hedge interest rate risk inherent in the assumptions used to price certain liabilities. In addition, during the first quarter of 2013 the Company entered into a treasury lock contract to hedge the anticipated interest payments of a fixed rate debt issuance and was subsequently terminated upon the debt issuance.

Foreign currency swaps are used to convert foreign currency-denominated cash flows related to certain investment receipts and liability payments to U.S. dollars in order to reduce cash flow fluctuations due to changes in currency rates.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

Fair value hedges

Interest rate swaps are used to hedge the changes in fair value of certain fixed rate liabilities and fixed maturity securities due to fluctuations in interest rates. Foreign currency swaps are used to hedge the changes in fair value of certain foreign currency-denominated fixed rate liabilities due to changes in foreign currency rates by swapping the fixed foreign payments to floating rate U.S. dollar denominated payments.

Non-qualifying strategies

Derivative relationships that do not qualify for hedge accounting or “non-qualifying strategies” primarily include the hedge programs for our U.S. and international variable annuity products; as well as, the hedging and replication strategies that utilize credit default swaps. In addition, hedges of interest rate and foreign currency risk of certain fixed maturities and liabilities do not qualify for hedge accounting. The non-qualifying strategies include:

Interest rate swaps, swaptions, caps, floors, and futures

The Company uses interest rate swaps, swaptions, caps, floors, and futures to manage duration between assets and liabilities in certain investment portfolios. In addition, the Company enters into interest rate swaps to terminate existing swaps, thereby offsetting the changes in value of the original swap going forward. As of September 30, 2013 and December 31, 2012 the notional amount of interest rate swaps in offsetting relationships was \$6.9 billion and \$7.5 billion, respectively.

Foreign currency swaps and forwards

The Company enters into foreign currency swaps and forwards to convert the foreign currency exposures of certain foreign currency-denominated fixed maturity investments to U.S. dollars.

Japan 3Win foreign currency swaps

The Company formerly offered certain variable annuity products with a guaranteed minimum income benefit ("GMIB") rider through a wholly-owned Japanese subsidiary. The GMIB rider is reinsured to a wholly-owned U.S. subsidiary which invests in U.S. dollar denominated assets to support the liability. The U.S. subsidiary entered into pay U.S. dollar, receive yen swap contracts to hedge the currency and yen interest rate exposure between the U.S. dollar denominated assets and the yen denominated fixed liability reinsurance payments.

Japanese fixed annuity hedging instruments

The Company formerly offered a yen denominated fixed annuity product through a wholly-owned Japanese subsidiary and reinsured to a wholly-owned U.S. subsidiary. The U.S. subsidiary invests in U.S. dollar denominated securities to support the yen denominated fixed liability payments and entered into currency rate swaps to hedge the foreign currency exchange rate and yen interest rate exposures that exist as a result of U.S. dollar assets backing the yen denominated liability.

Credit contracts

Credit default swaps are used to purchase credit protection on an individual entity or referenced index to economically hedge against default risk and credit-related changes in value on fixed maturity securities. Credit default swaps are also used to assume credit risk related to an individual entity, referenced index, or asset pool, as a part of replication transactions. These contracts require the Company to pay or receive a periodic fee in exchange for compensation from the counterparty should the referenced security issuers experience a credit event, as defined in the contract. The Company is also exposed to credit risk related to credit derivatives embedded within certain fixed maturity securities. These securities are primarily comprised of structured securities that contain credit derivatives that reference a standard index of corporate securities. In addition, the Company enters into credit default swaps to terminate existing credit default swaps, thereby offsetting the changes in value of the original swap going forward.

Equity index swaps and options

The Company formerly offered certain equity indexed products, which may contain an embedded derivative that requires bifurcation. The Company has entered into equity index swaps and options to economically hedge the equity volatility risk associated with these embedded derivatives. The Company also enters into equity index options and

futures with the purpose of hedging the impact of an adverse equity market environment on the investment portfolio.

48

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## U.S. GMWB derivatives, net

The Company formerly offered certain variable annuity products with GMWB riders in the U.S. The GMWB product is a bifurcated embedded derivative ("U.S. GMWB product derivatives") that has a notional value equal to the guaranteed remaining balance ("GRB"). The Company uses reinsurance contracts to transfer a portion of its risk of loss due to U.S. GMWB. The reinsurance contracts covering U.S. GMWB ("U.S. GMWB reinsurance contracts") are accounted for as free-standing derivatives with a notional amount equal to the GRB amount.

The Company utilizes derivatives ("U.S. GMWB hedging instruments") as part of an actively managed program designed to hedge a portion of the capital market risk exposures of the un-reinsured GMWB riders due to changes in interest rates, equity market levels, and equity volatility. These derivatives include customized swaps, interest rate swaps and futures, and equity swaps, options and futures, on certain indices including the S&P 500 index, EAFE index and NASDAQ index.

The following table represents notional and fair value for U.S. GMWB hedging instruments.

	Notional Amount		Fair Value	
	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Customized swaps	\$7,659	\$7,787	\$111	\$238
Equity swaps, options, and futures	4,548	5,130	107	267
Interest rate swaps and futures	6,924	5,705	(60)	67
Total	\$19,131	\$18,622	\$158	\$572

## U.S. macro hedge program

The Company utilizes equity options to partially hedge against a decline in the equity markets and the resulting statutory surplus and capital impact primarily arising from GMDB and GMWB obligations. The following table represents notional and fair value for the U.S. macro hedge program.

	Notional Amount		Fair Value	
	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Equity options	6,599	7,442	181	286
Total	\$6,599	\$7,442	\$181	\$286

## International program

The Company formerly offered certain variable annuity products in Japan with GMWB or GMAB riders, which are bifurcated embedded derivatives ("International program product derivatives"). The GMWB provides the policyholder with a GRB if the account value is reduced to zero through a combination of market declines and withdrawals. The GRB is generally equal to premiums less withdrawals. Certain contract provisions can increase the GRB at contractholder election or after the passage of time. The GMAB provides the policyholder with their initial deposit in a lump sum after a specified waiting period. The notional amount of the International program product derivatives are the foreign currency denominated GRBs converted to U.S. dollars at the current foreign spot exchange rate as of the reporting period date.

The Company enters into derivative contracts ("International program hedging instruments") to hedge a portion of the capital market risk exposures associated with the guaranteed benefits associated with the international variable annuity contracts. During 2013, the Company expanded its hedging program to effectively eliminate equity and foreign currency exchange risk. The hedging derivatives are comprised of equity futures, options, swaps and currency forwards and options to hedge against a decline in the debt and equity markets or changes in foreign currency exchange rates and the resulting statutory surplus and capital impact primarily arising from GMDB, GMIB and GMWB obligations issued in Japan. The Company also enters into foreign currency denominated interest rate swaps and swaptions to hedge the interest rate exposure related to the potential annuitization of certain benefit obligations.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

The following table represents notional and fair value for the international program hedging instruments. As of September 30, 2013 the table below does not include hedging instruments used to hedge certain variable annuity products issued in the U.K since the Company entered into a definitive agreement to sell HLIL. For further information, see the Sale of Hartford Life International Limited ("HLIL") section below.

	Notional Amount		Fair Value	
	September 30, 2013	December 31, 2012	September 30, 2013	December 31, 2012
Credit derivatives	\$350	\$ 350	\$18	\$ 28
Currency forwards [1]	6,681	9,327	(151	)(87 )
Currency options	11,882	10,342	(9	)(24 )
Equity futures	2,377	2,332	—	—
Equity options	4,267	3,952	(138	)47
Equity swaps	4,619	2,617	(10	)(12 )
Customized swaps	—	899	—	(11 )
Interest rate futures	1,033	634	—	—
Interest rate swaps and swaptions	46,584	32,632	201	228
Total	\$77,793	\$ 63,085	\$(89	)\$ 169

As of September 30, 2013 and December 31, 2012 net notional amounts are \$1.3 billion and \$0.1 billion, [1] respectively, which include \$4.0 billion and \$4.7 billion, respectively, related to long positions and \$2.7 billion and \$4.6 billion, respectively, related to short positions.

## Contingent capital facility put option

The Company entered into a put option agreement that provides the Company the right to require a third-party trust to purchase, at any time, The Hartford's junior subordinated notes in a maximum aggregate principal amount of \$500. Under the put option agreement, The Hartford will pay premiums on a periodic basis and will reimburse the trust for certain fees and ordinary expenses.

## Modified coinsurance reinsurance contracts

As of September 30, 2013 the Company had approximately \$1.3 billion of invested assets supporting other policyholder funds and benefits payable reinsured under a modified coinsurance arrangement in connection with the sale of the Individual Life business structured as a reinsurance transaction. The assets are held in a trust established by the Company. The Company pays or receives cash quarterly to settle the results of the reinsured business, including the investment results. As a result of this modified coinsurance arrangement, the Company has an embedded derivative that transfers to the reinsurer certain unrealized changes in fair value due to interest rate and credit risks of these assets. The notional amounts of the reinsurance contracts are the invested assets supporting the reinsured reserves that are carried at fair value.

## Sale of Hartford Life International Limited ("HLIL")

The Company formerly offered certain variable annuity products in the U.K. through HLIL, an indirect wholly-owned subsidiary. During 2012 the Company entered into a customized swap to hedge the capital markets impacts. The Company has since entered into a definitive agreement to sell HLIL which is expected to close by the end of 2013. For additional information on the sale agreement, refer to Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements. Upon executing the sale agreement in the second quarter of 2013, the Company entered into equity futures contracts to substantially offset the equity market impacts of the customized swap. As of September 30, 2013 the Company terminated the customized swap and equity futures.

## Derivative Balance Sheet Classification

The table below summarizes the balance sheet classification of the Company's derivative related fair value amounts; as well as, the gross asset and liability fair value amounts. For reporting purposes, the Company offsets the fair value

amounts, income accruals, and cash collateral held related to derivative instruments executed in a legal entity and with the same counterparty under a master netting agreement, which provides the Company with the legal right of offset. The fair value amounts presented below do not include income accruals or cash collateral held amounts, which are netted with derivative fair value amounts to determine balance sheet presentation. Derivative fair value reported as liabilities after taking into account the master netting agreements, is \$1.3 billion and \$1.5 billion as of September 30, 2013, and December 31, 2012, respectively. Derivatives in the Company's separate accounts where the associated gains and losses accrue directly to policyholders are not included. The Company's derivative instruments are held for risk management purposes, unless otherwise noted in the table below. The notional amount of derivative contracts represents the basis upon which pay or receive amounts are calculated and is presented in the table to quantify the volume of the Company's derivative activity. Notional amounts are not necessarily reflective of credit risk.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

Hedge Designation/ Derivative Type	Net Derivatives				Asset Derivatives		Liability Derivatives	
	Notional Amount		Fair Value		Fair Value		Fair Value	
	Sep 30, 2013	Dec 31, 2012	Sep 30, 2013	Dec 31, 2012	Sep 30, 2013	Dec 31, 2012	Sep 30, 2013	Dec 31, 2012
Cash flow hedges								
Interest rate swaps	\$5,282	\$6,063	\$(29 )	\$271	\$66	\$271	\$(95 )	\$—
Foreign currency swaps	143	163	(8 )	(17 )	2	3	(10 )	(20 )
Total cash flow hedges	5,425	6,226	(37 )	254	68	274	(105 )	(20 )
Fair value hedges								
Interest rate swaps	2,055	753	(31 )	(55 )	3	—	(34 )	(55 )
Foreign currency swaps	40	40	15	16	15	16	—	—
Total fair value hedges	2,095	793	(16 )	(39 )	18	16	(34 )	(55 )
Non-qualifying strategies								
Interest rate contracts								
Interest rate swaps, caps, floors, and futures	8,601	17,117	(512 )	(497 )	220	556	(732 )	(1,053 )
Foreign exchange contracts								
Foreign currency swaps and forwards	253	355	(11 )	(16 )	6	5	(17 )	(21 )
Japan 3Win foreign currency swaps	1,816	1,816	(311 )	(127 )	—	—	(311 )	(127 )
Japanese fixed annuity hedging instruments	1,503	1,652	52	224	114	228	(62 )	(4 )
Credit contracts								
Credit derivatives that purchase credit protection	1,561	1,823	(12 )	(8 )	4	5	(16 )	(13 )
Credit derivatives that assume credit risk [1]	2,082	2,745	18	(29 )	25	19	(7 )	(48 )
Credit derivatives in offsetting positions	8,225	9,497	(11 )	(32 )	83	94	(94 )	(126 )
Equity contracts								
Equity index swaps and options	951	994	8	47	23	57	(15 )	(10 )
Variable annuity hedge program								
U.S. GMWB product derivatives [2]	26,532	28,868	(210 )	(1,249 )	—	—	(210 )	(1,249 )
U.S. GMWB reinsurance contracts	4,795	5,773	46	191	46	191	—	—
U.S. GMWB hedging instruments	19,131	18,622	158	572	408	743	(250 )	(171 )
U.S. macro hedge program	6,599	7,442	181	286	228	356	(47 )	(70 )
International program product derivatives [2]	439	2,454	3	(48 )	3	—	—	(48 )
International program hedging instruments	77,793	63,085	(89 )	169	698	1,020	(787 )	(851 )
Other								
Contingent capital facility put option	500	500	19	23	19	23	—	—
Modified coinsurance reinsurance contracts	1,291	—	60	—	60	—	—	—
Total non-qualifying strategies	162,072	162,743	(611 )	(494 )	1,937	3,297	(2,548 )	(3,791 )
	\$169,592	\$169,762	\$(664 )	\$(279 )	\$2,023	\$3,587	\$(2,687 )	\$(3,866)

Total cash flow hedges, fair value hedges, and non-qualifying strategies

Balance Sheet Location

Fixed maturities, available-for-sale	\$464	\$703	\$(6 )	\$(32 )	\$—	\$—	\$(6 )	\$(32 )
Other investments	67,619	54,504	560	1,045	1,116	1,581	(556 )	(536 )
Other liabilities	68,394	77,384	(1,104 )	(177 )	798	1,815	(1,902 )	(1,992 )
Consumer notes	9	26	(1 )	(2 )	—	—	(1 )	(2 )
Reinsurance recoverables	6,086	5,773	106	191	106	191	—	—
Other policyholder funds and benefits payable	27,020	31,372	(219 )	(1,304 )	3	—	(222 )	(1,304 )
Total derivatives	\$169,592	\$169,762	\$(664 )	\$(279 )	\$2,023	\$3,587	\$(2,687)	\$(3,866)

[1] The derivative instruments related to this strategy are held for other investment purposes.

[2] These derivatives are embedded within liabilities and are not held for risk management purposes.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Change in Notional Amount

The net decrease in notional amount of derivatives since December 31, 2012 was primarily due to the following:

The decrease in notional amount of non-qualifying interest rate contracts primarily resulted from the termination of interest rate swaptions purchased during the third quarter of 2012 designed to hedge the interest rate risk of the securities being transferred related to the sale of the Retirement Plan business segment.

The decrease in notional amount related to the U.S. GMWB product derivatives was primarily driven by lapses and partial withdrawals.

The decrease in notional amount related to the international program product derivatives was due to the announced sale of HLIL and the subsequent termination of the customized swap. Also related to the sale were certain derivatives included in international program hedging instruments that were reclassified to discontinued operations. For additional information on the sale agreement, refer to Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

The increase in notional amount related to the international program hedging instruments resulted from the Company expanding its hedging program to effectively eliminate equity and foreign currency exchange risk related to international product program guarantees.

## Change in Fair Value

The net decrease in the total fair value of derivative instruments since December 31, 2012 was primarily related to the following:

The fair value related to the Japanese fixed annuity hedging instruments and Japan 3Win foreign currency swaps decreased primarily due to a depreciation of the Japanese yen in relation to the U.S. dollar.

The fair value associated with the international program hedging instruments decreased primarily due to an improvement in global equity markets and depreciation of the Japanese yen in relation to the euro and the U.S. dollar.

The increase in fair value related to the combined U.S. GMWB hedging program, which includes the U.S. GMWB product, reinsurance and hedging derivatives, was primarily due to favorable policyholder behavior largely related to increased surrenders, liability assumption updates for lapses and withdrawal rates, and the passage of time.

## Offsetting of Derivative Assets/Liabilities

The following tables present the gross fair value amounts, the amounts offset, and net position of derivative instruments eligible for offset in the Company's Condensed Consolidated Balance Sheets. Amounts offset include fair value amounts, income accruals and cash collateral held related to derivative instruments that are traded under a common master netting agreement, as described above. Also included in the tables are financial collateral received and pledged, which is contractually permitted to be offset upon an event of default, although is disallowed for offsetting under U.S. GAAP.

As of September 30, 2013

(i)	(ii)	(iii) = (i) - (ii)	(iv)	(v) = (iii) - (iv)
Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Financial Position	Derivative Assets [1]	Accrued Interest and Cash Collateral Received [2]	Financial Collateral Received [4] Net Amount
		Net Amounts Presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position	

Description

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Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Financial Position	Derivative Liabilities [3]	Accrued Interest and Cash Collateral Pledged [3]	Financial Collateral Pledged [4]	Net Amount
Other investments	\$1,914	\$1,377	\$560	\$(23 )	\$365	\$172
Other liabilities	\$(2,458 )	\$(1,399 )	\$(1,104 )	\$45	\$(1,232 )	\$173



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

As of December 31, 2012

	(i)	(ii)	(iii) = (i) - (ii)		(iv)	(v) = (iii) - (iv)
			Net Amounts Presented in the Statement of Financial Position		Gross Amounts Not Offset in the Statement of Financial Position	
Description	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Financial Position	Derivative Assets [1]	Accrued Interest and Cash Collateral Received [2]	Financial Collateral Received [4]	Net Amount
Other investments	\$ 3,396	\$ 2,503	\$ 1,045	\$ (152 )	\$ 759	\$ 134
Description	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Statement of Financial Position	Derivative Liabilities [3]	Accrued Interest and Cash Collateral Pledged [3]	Financial Collateral Pledged [4]	Net Amount
Other liabilities	\$ (2,528 )	\$ (1,895 )	\$ (177 )	\$ (456 )	\$ (541 )	\$ (92 )

[1] Included in other invested assets in the Company's Condensed Consolidated Balance Sheets.

[2] Included in other assets in the Company's Condensed Consolidated Balance Sheets.

[3] Included in other liabilities in the Company's Condensed Consolidated Balance Sheets.

[4] Excludes exchange-traded futures which are settled daily.

## Cash Flow Hedges

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of OCI and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative representing hedge ineffectiveness are recognized in current period earnings. All components of each derivative's gain or loss were included in the assessment of hedge effectiveness.

The following table presents the components of the gain or loss on derivatives that qualify as cash flow hedges:

## Derivatives in Cash Flow Hedging Relationships

	Gain (Loss) Recognized in OCI on Derivative (Effective Portion)				Net Realized Capital Gains(Losses) Recognized in Income on Derivative (Ineffective Portion)			
	Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013		Three Months Ended September 30, 2013		Nine Months Ended September 30, 2013	
	2013	2012	2013	2012	2013	2012	2013	2012
Interest rate swaps	\$ (5 )	\$ 42	\$ (254 )	\$ 185	\$ (1 )	\$ —	\$ (3 )	\$ —
Foreign currency swaps	3	(2 )	9	(31 )	—	—	—	—
Total	\$ (2 )	\$ 40	\$ (245 )	\$ 154	\$ (1 )	\$ —	\$ (3 )	\$ —

## Derivatives in Cash Flow Hedging Relationships

		Gain or (Loss) Reclassified from AOCI into Income (Effective Portion)			
		Three Months Ended September 30,		Nine Months Ended September 30,	
Location		2013	2012	2013	2012
Interest rate swaps	Net realized capital gain/(loss)	\$4	\$4	\$84	\$10
Interest rate swaps	Net investment income	24	36	73	110
Foreign currency swaps	Net realized capital gain/(loss)	4	1	3	(7 )
Total		\$32	\$41	\$160	\$113

53

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

As of September 30, 2013 the before tax deferred net gains on derivative instruments recorded in AOCI that are expected to be reclassified to earnings during the next twelve months are \$88. This expectation is based on the anticipated interest payments on hedged investments in fixed maturity securities that will occur over the next twelve months, at which time the Company will recognize the deferred net gains (losses) as an adjustment to interest income over the term of the investment cash flows. The maximum term over which the Company is hedging its exposure to the variability of future cash flows (for forecasted transactions, excluding interest payments on existing variable-rate financial instruments) is approximately three years.

During the three months and nine months ended September 30, 2013 the Company had no net reclassifications from AOCI to earnings resulting from the discontinuance of cash-flow hedges due to forecasted transactions that were no longer probable of occurring. During the three months ended September 30, 2012 the Company had no net reclassifications from AOCI to earnings resulting from the discontinuance of cash-flow hedges due to forecasted transactions that were no longer probable of occurring. During the nine months ended September 30, 2012 the Company had \$15 of net reclassifications from AOCI to earnings resulting from the discontinuance of cash-flow hedges due to forecasted transactions that were no longer probable of occurring.

## Fair Value Hedges

For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative; as well as, the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in current earnings. The Company includes the gain or loss on the derivative in the same line item as the offsetting loss or gain on the hedged item. All components of each derivative's gain or loss were included in the assessment of hedge effectiveness.

The Company recognized in income gains (losses) representing the ineffective portion of fair value hedges as follows:

## Derivatives in Fair-Value Hedging Relationships

	Gain or (Loss) Recognized in Income [1]							
	Three Months Ended September 30, 2013		2012		Nine Months Ended September 30, 2013		2012	
	Derivative	Hedge Item	Derivative	Hedge Item	Derivative	Hedge Item	Derivative	Hedge Item
Interest rate swaps								
Net realized capital gain/(loss)	\$ (2	) \$ 12	\$ (2	) \$ 1	\$ 27	\$ (25	) \$ (7	) \$ 4
Foreign currency swaps								
Net realized capital gain/(loss)	2	(2	) (6	) 6	—	—	(8	) 8
Benefits, losses and loss adjustment expenses	(1	) 1	—	—	(2	) 2	(6	) 6
Total	\$ (1	) \$ 11	\$ (8	) \$ 7	\$ 25	\$ (23	) \$ (21	) \$ 18

The amounts presented do not include the periodic net coupon settlements of the derivative or the coupon income [1] (expense) related to the hedged item. The net of the amounts presented represents the ineffective portion of the hedge.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Non-qualifying Strategies

For non-qualifying strategies, including embedded derivatives that are required to be bifurcated from their host contracts and accounted for as derivatives, the gain or loss on the derivative is recognized currently in earnings within net realized capital gains (losses). The following table presents the gain or loss recognized in income on non-qualifying strategies:

## Derivatives Used in Non-Qualifying Strategies

Gain or (Loss) Recognized within Net Realized Capital Gains and Losses

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Interest rate contracts				
Interest rate swaps, caps, floors, and forwards	\$ 15	\$ 3	\$ 20	\$(12)
Foreign exchange contracts				
Foreign currency swaps and forwards	(5	)(4	) 3	23
Japan 3Win foreign currency swaps [1]	—	15	(184	)(106
Japanese fixed annuity hedging instruments [2]	6	24	(150	)(46
Credit contracts				
Credit derivatives that purchase credit protection	(10	)(18	) (22	)(49
Credit derivatives that assume credit risk	49	99	51	272
Equity contracts				
Equity index swaps and options	(6	)(13	) (30	)(29
Variable annuity hedge program				
U.S. GMWB product derivatives	451	823	1,099	1,235
U.S. GMWB reinsurance contracts	(74	)(184	) (166	)(265
U.S. GMWB hedging instruments	(174	)(258	) (714	)(519
U.S. macro hedge program	(50	)(109	) (182	)(292
International program product derivatives	1	21	12	32
International program hedging instruments	(287	)(197	) (1,211	)(689
Other				
Contingent capital facility put option	(1	)(2	) (5	)(5
Modified coinsurance reinsurance contracts	7	—	61	—
Total	\$(78	)\$200	\$(1,418	)(450

The associated liability is adjusted for changes in spot rates through realized capital gains and was \$(16) and \$(46) [1] for the three months ended September 30, 2013 and 2012, respectively, and \$173 and \$19 for the nine months ended September 30, 2013 and 2012, respectively.

The associated liability is adjusted for changes in spot rates through realized capital gains and was \$(19) and \$(54) [2] for the three months ended September 30, 2013 and 2012, respectively, and \$222 and \$33 for the nine months ended September 30, 2013 and 2012, respectively.

For the three months and nine months ended September 30, 2013 the net realized capital gain (loss) related to derivatives used in non-qualifying strategies was primarily comprised of the following:

For the three and nine months ended September 30, 2013 the net losses associated with the international program hedging instruments were primarily driven by an improvement in global equity markets and depreciation of the Japanese yen in relation to the euro.

For the three and nine months ended September 30, 2013 the net gain related to the combined U.S. GMWB hedging program, which includes the U.S. GMWB product, reinsurance, and hedging derivatives, was primarily due to

favorable policyholder behavior largely related to increased surrenders, liability assumption updates for lapses and withdrawal rates, and the passage of time.

For the nine months ended September 30, 2013 the net loss related to the Japanese fixed annuity hedging instruments and the Japan 3Win foreign currency swaps was primarily due to a depreciation of the Japanese yen in relation to the U.S. dollar.

For the three and nine months ended September 30, 2013 the net loss on the U.S. macro hedge program was primarily due to an improvement in domestic equity markets, passage of time and an increase in long term interest rates.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

For the three and nine months ended September 30, 2012 the net realized capital gain (loss) related to derivatives used in non-qualifying strategies was primarily comprised of the following:

The net loss for the three months ended September 30, 2012 associated with the international program hedging instruments was primarily driven by an improvement in global and domestic equity markets, partially offset by appreciation of the Japanese yen in relation to the euro and the U.S. dollar. The net loss for the nine months ended September 30, 2012 associated with the international program hedging instruments was primarily driven by an improvement in global and domestic equity markets, and depreciation of the Japanese yen in relation to the euro and the U.S. dollar, partially offset by a decrease in interest rates.

For the three and nine months ended September 30, 2012 the net gain related to the combined U.S. GMWB hedging program, which includes the U.S. GMWB product, reinsurance, and hedging derivatives, was primarily a result of a liability model assumption update, a decrease in equity volatility, and outperformance of the underlying actively managed funds as compared to their respective indices.

For the three and nine months ended September 30, 2012 the net gain related to credit derivatives that assume credit risk was primarily due to credit spread tightening.

For the nine months ended September 30, 2012 the net loss related to the Japan 3Win foreign currency swaps was primarily due to a decline in U.S. interest rates, depreciation of the Japanese yen in relation to the U.S. dollar, and strengthening of the currency basis swap spread between U.S. dollar and Japanese yen.

Refer to Note 9 for additional disclosures regarding contingent credit related features in derivative agreements.

Credit Risk Assumed through Credit Derivatives

The Company enters into credit default swaps that assume credit risk of a single entity, referenced index, or asset pool in order to synthetically replicate investment transactions. The Company will receive periodic payments based on an agreed upon rate and notional amount and will only make a payment if there is a credit event. A credit event payment will typically be equal to the notional value of the swap contract less the value of the referenced security issuer's debt obligation after the occurrence of the credit event. A credit event is generally defined as a default on contractually obligated interest or principal payments or bankruptcy of the referenced entity. The credit default swaps in which the Company assumes credit risk primarily reference investment grade single corporate issuers and baskets, which include standard and customized diversified portfolios of corporate issuers. The diversified portfolios of corporate issuers are established within sector concentration limits and may be divided into tranches that possess different credit ratings. The following tables present the notional amount, fair value, weighted average years to maturity, underlying referenced credit obligation type and average credit ratings, and offsetting notional amounts and fair value for credit derivatives in which the Company is assuming credit risk as of September 30, 2013 and December 31, 2012.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

As of September 30, 2013

Credit Derivative type by derivative risk exposure	Notional Amount [2]	Fair Value	Weighted Average Years to Maturity	Underlying Referenced Credit Obligation(s) [1]		Average Credit Rating	Offsetting Notional Amount [3]	Offsetting Fair Value [3]
				Type	Average			
Single name credit default swaps								
Investment grade risk exposure	\$ 1,974	\$ 13	2 years	Corporate Credit/ Foreign Gov.	A	\$ 1,271	\$ (12	)
Below investment grade risk exposure	67	(1	) 1 year	Corporate Credit	CCC+	67	—	
Basket credit default swaps [4]								
Investment grade risk exposure	3,183	32	4 years	Corporate Credit	BBB-	2,252	(26	)
Below investment grade risk exposure	98	7	5 years	Corporate Credit	BB-	—	—	
Investment grade risk exposure	328	(14	) 3 years	CMBS Credit	A	328	14	
Below investment grade risk exposure	195	(40	) 3 years	CMBS Credit	B	195	40	
Embedded credit derivatives								
Investment grade risk exposure	350	335	4 years	Corporate Credit	BBB+	—	—	
Total	\$ 6,195	\$ 332				\$ 4,113	\$ 16	

As of December 31, 2012

Credit Derivative type by derivative risk exposure	Notional Amount [2]	Fair Value	Weighted Average Years to Maturity	Underlying Referenced Credit Obligation(s) [1]		Average Credit Rating	Offsetting Notional Amount [3]	Offsetting Fair Value [3]
				Type	Average			
Single name credit default swaps								
Investment grade risk exposure	\$ 2,321	\$ 7	3 years	Corporate Credit/ Foreign Gov.	A	\$ 1,367	\$ (26	)
Below investment grade risk exposure	145	(1	) 1 year	Corporate Credit	B+	145	(3	)
Basket credit default swaps [4]								
Investment grade risk exposure	3,978	7	3 years	Corporate Credit	BBB+	2,712	(13	)
Investment grade risk exposure	330	(17	) 4 years	CMBS Credit	A	330	17	
Below investment grade risk exposure	195	(46	) 4 years	CMBS Credit	B+	195	46	
Embedded credit derivatives								
Investment grade risk exposure	525	478	4 years	Corporate Credit	BBB-	—	—	
Total	\$ 7,494	\$ 428				\$ 4,749	\$ 21	

[1] The average credit ratings are based on availability and the midpoint of the applicable ratings among Moody's, S&P, and Fitch. If no rating is available from a rating agency, then an internally developed rating is used.

[2] Notional amount is equal to the maximum potential future loss amount. These derivatives are governed by agreements and clearing house rules and applicable law which include collateral posting requirements. There is no additional specific collateral related to these contracts or recourse provisions included in the contracts to offset losses.

[3] The Company has entered into offsetting credit default swaps to terminate certain existing credit default swaps, thereby offsetting the future changes in value of, or losses paid related to, the original swap going forward.

[4] Includes \$3.8 billion and \$4.5 billion as of September 30, 2013 and December 31, 2012, respectively, of standard market indices of diversified portfolios of corporate issuers referenced through credit default swaps. These swaps are subsequently valued based upon the observable standard market index.

57

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Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 7. Reinsurance

The Company cedes insurance to affiliated and unaffiliated insurers to enable the Company to manage capital and risk exposure. Such arrangements do not relieve the Company of its primary liability to policyholders. Failure of reinsurers to honor their obligations could result in losses to the Company. The Company's procedures include careful initial selection of its reinsurers, structuring agreements to provide collateral funds where necessary, and regularly monitoring the financial condition and ratings of its reinsurers. The Company entered into two reinsurance transactions in connection with the sales of its Retirement Plans and Individual Life businesses in January 2013. For further discussion of these transactions, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

The effect of reinsurance on property and casualty premiums written and earned is as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Premiums Written				
Direct	\$2,790	\$2,725	\$8,120	\$7,991
Assumed	96	64	207	186
Ceded	(330	)(277	)(747	)(644
Net	\$2,556	\$2,512	\$7,580	\$7,533
Premiums Earned				
Direct	\$2,651	\$2,640	\$7,829	\$7,848
Assumed	87	54	196	151
Ceded	(250	)(200	)(659	)(585
Net	\$2,488	\$2,494	\$7,366	\$7,414

Ceded losses, which reduce losses and loss adjustment expenses incurred, were \$143 and \$375 for the three and nine months ended September 30, 2013, respectively and \$149 and \$389 for the three and nine months ended September 30, 2012.

Life insurance fees, earned premiums and other are comprised of the following:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Gross fee income, earned premiums and other	\$1,880	\$2,099	\$5,612	\$6,403
Reinsurance assumed	49	50	147	148
Reinsurance ceded	(374	)(136	)(1,144	)(392
Net fee income, earned premiums and other	\$1,555	\$2,013	\$4,615	\$6,159

The Company reinsures certain of its risks to other reinsurers under yearly renewable term, coinsurance, and modified coinsurance arrangements, and variations thereto. Yearly renewable term and coinsurance arrangements result in passing all or a portion of the risk to the reinsurer. Generally, the reinsurer receives a proportionate amount of the premiums less an allowance for commissions and expenses and is liable for a corresponding proportionate amount of all benefit payments. Modified coinsurance is similar to coinsurance except that the cash and investments that support the liabilities for contract benefits are not transferred to the assuming company, and settlements are made on a net basis between the companies. Coinsurance with funds withheld is a form of coinsurance except that the investment assets that support the liabilities are withheld by the ceding company.

The cost of reinsurance related to long-duration contracts is accounted for over the life of the underlying reinsured policies using assumptions consistent with those used to account for the underlying policies. Insurance recoveries on ceded reinsurance agreements, which reduce death and other benefits, were \$214 and \$680 for the three and nine months ended September 30, 2013, respectively and \$88 and \$213 for the three and nine months ended September 30, 2012.

In addition, the Company has reinsured a portion of the risk associated with U.S. variable annuities and the associated GMDB and GMWB riders, and of the risks associated with variable annuity contract and rider benefits issued by Hartford Life Insurance KK (“HLIKK”), an indirect wholly owned subsidiary.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 7. Reinsurance (continued)

Reinsurance recoverables include balances due from reinsurance companies for paid and unpaid losses and loss adjustment expenses and are presented net of an allowance for uncollectible reinsurance. The reinsurance recoverables balance includes an estimate of the amount of gross losses and loss adjustment expense reserves that may be ceded under the terms of the reinsurance agreements, including incurred but not reported unpaid losses. The Company's estimate of losses and loss adjustment expense reserves ceded to reinsurers is based on assumptions that are consistent with those used in establishing the gross reserves for business ceded to the reinsurance contracts. The Company calculates its ceded reinsurance projection based on the terms of any applicable facultative and treaty reinsurance, including an estimate of how incurred but not reported losses will ultimately be ceded by reinsurance agreements. Accordingly, the Company's estimate of reinsurance recoverables is subject to similar risks and uncertainties as the estimate of the gross reserve for unpaid losses and loss adjustment expenses.

The allowance for uncollectible reinsurance was \$246 and \$268, as of September 30, 2013 and December 31, 2012, respectively. The allowance for uncollectible reinsurance reflects management's best estimate of reinsurance cessions that may be uncollectible in the future due to reinsurers' unwillingness or inability to pay. The Company analyzes recent developments in commutation activity between reinsurers and cedants, recent trends in arbitration and litigation outcomes in disputes between reinsurers and cedants and the overall credit quality of the Company's reinsurers. Based on this analysis, the Company may adjust the allowance for uncollectible reinsurance or charge off reinsurer balances that are determined to be uncollectible. Where its contracts permit, the Company secures future claim obligations with various forms of collateral, including irrevocable letters of credit, secured trusts, funds held accounts and group-wide offsets.

Due to the inherent uncertainties as to collection and the length of time before reinsurance recoverables become due, it is possible that future adjustments to the Company's reinsurance recoverables, net of the allowance, could be required, which could have a material adverse effect on the Company's consolidated results of operations or cash flows in a particular quarter or annual period.

As of September 30, 2013, the Company has reinsurance recoverables from MassMutual and Prudential of \$9.5 billion and \$9.6 billion, respectively. These reinsurance recoverables are secured by invested assets held in trust for the benefit of the Company in the event of a default by the reinsurers. As of September 30, 2013, the fair value of assets held in trust securing the reinsurance recoverables from MassMutual and Prudential were \$9.4 billion and \$7.5 billion, respectively. As of September 30, 2013, the net reinsurance recoverable from Prudential represents approximately 11% of the Company's consolidated stockholders' equity. As of September 30, 2013, the Company has no other reinsurance-related concentrations of credit risk greater than 10% of the Company's consolidated stockholders' equity.

## 8. Deferred Policy Acquisition Costs and Present Value of Future Profits

Changes in the DAC balance are as follows:

	Nine Months Ended		
	September 30,		
	2013	2012	
Balance, beginning of period	\$5,725	\$6,556	
Deferred costs	1,003	1,251	
Amortization — DAC	(1,230)	(1,397)	)
Amortization — Unlock benefit (charge), pre-tax [1]	(1,091)	(44)	)
Amortization — DAC related to business dispositions [2] [3]	(2,229)	)—	)
Adjustments to unrealized gains and losses on securities AFS and other	157	(408)	)
Effect of currency translation	(86)	(11)	)

Balance, end of period \$2,249 \$5,947

Includes Unlock charge of \$887 related to elimination of future estimated gross profits on the Japan variable annuity block in the first quarter of 2013 due to the increased costs associated with expanding the Japan variable annuity hedging program.

[2] Includes accelerated amortization of \$352 and \$2,374 recognized upon the sale of the Retirement Plans and Individual Life businesses, respectively, in the first quarter of 2013. For further information, see Note 2 - Business Dispositions of Notes to Consolidated Financial Statements.

[3] Includes previously unrealized gains on securities AFS of \$148 and \$349 recognized upon the sale of the Retirement Plans and Individual Life businesses, respectively, in the first quarter of 2013.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 9. Separate Accounts, Death Benefits and Other Insurance Benefit Features

U.S. GMDB, International GMDB/GMIB, and UL Secondary Guarantee Benefits

Changes in the gross U.S. GMDB, International GMDB/GMIB, and UL secondary guarantee benefits are as follows:

	U.S. GMDB	International GMDB/GMIB	UL Secondary Guarantees
Liability balance as of January 1, 2013	\$918	\$661	\$363
Incurred	138	70	238
Paid	(105)	(58)	—
Unlock	(112)	(221)	—
Impact of reinsurance transaction	—	—	1,145
Currency translation adjustment	—	(77)	—
Liability balance as of September 30, 2013	\$839	\$375	\$1,746
Reinsurance recoverable asset, as of January 1, 2013	\$608	\$36	\$21
Incurred	79	7	240
Paid	(76)	(12)	—
Unlock	(73)	7	—
Impact of reinsurance transaction	—	—	1,485
Currency translation adjustment	—	(4)	—
Reinsurance recoverable asset, as of September 30, 2013	\$538	\$34	\$1,746
	U.S. GMDB	International GMDB/GMIB	UL Secondary Guarantees
Liability balance as of January 1, 2012	\$1,104	\$975	\$228
Incurred	159	100	84
Paid	(141)	(146)	—
Unlock	(198)	13	21
Currency translation adjustment	—	(17)	—
Liability balance as of September 30, 2012	\$924	\$925	\$333
Reinsurance recoverable asset, as of January 1, 2012	\$724	\$40	\$22
Incurred	90	8	(2)
Paid	(90)	(21)	—
Unlock	(108)	18	—
Currency translation adjustment	—	—	—
Reinsurance recoverable asset, as of September 30, 2012	\$616	\$45	\$20

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 9. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

The following table provides details concerning GMDB and GMIB exposure as of September 30, 2013:

Individual Variable and Group Annuity Account Value by GMDB/GMIB Type

	Account Value ("AV") [8]	Net Amount at Risk ("NAR") [10]	Retained Net Amount at Risk ("RNAR") [10]	Weighted Average Attained Age of Annuitant
Maximum anniversary value ("MAV") [1]				
MAV only	\$19,367	\$3,112	\$562	69
With 5% rollup [2]	1,579	271	76	69
With Earnings Protection Benefit Rider ("EPB") [3]	4,828	582	82	67
With 5% rollup & EPB	573	117	26	70
Total MAV	26,347	4,082	746	
Asset Protection Benefit ("APB") [4]	18,669	383	257	67
Lifetime Income Benefit ("LIB") — Death Benefit [5]	378	11	11	66
Reset [6] (5-7 years)	3,205	84	83	69
Return of Premium ("ROP") [7]/Other	20,733	108	86	67
Subtotal U.S. GMDB	69,832	4,668	1,183	68
Less: General Account Value with U.S. GMDB	7,412			
Subtotal Separate Account Liabilities with GMDB	62,420			
Separate Account Liabilities without U.S. GMDB	77,456			
Total Separate Account Liabilities	\$139,876			
Japan GMDB [9], [11]	\$22,846	\$1,624	\$1,250	71
Japan GMIB [9], [11]	\$21,102	\$509	\$509	70

[1] MAV GMDB is the greatest of current AV, net premiums paid and the highest AV on any anniversary before age 80 years (adjusted for withdrawals).

[2] Rollup GMDB is the greatest of the MAV, current AV, net premium paid and premiums (adjusted for withdrawals) accumulated at generally 5% simple interest up to the earlier of age 80 years or 100% of adjusted premiums.

EPB GMDB is the greatest of the MAV, current AV, or contract value plus a percentage of the contract's growth.

[3] The contract's growth is AV less premiums net of withdrawals, subject to a cap of 200% of premiums net of withdrawals.

[4] APB GMDB is the greater of current AV or MAV, not to exceed current AV plus 25% times the greater of net premiums and MAV (each adjusted for premiums in the past 12 months).

[5] LIB GMDB is the greatest of current AV, net premiums paid, or for certain contracts a benefit amount that ratchets over time, generally based on market performance.

[6] Reset GMDB is the greatest of current AV, net premiums paid and the most recent five to seven year anniversary AV before age 80 years (adjusted for withdrawals).

[7] ROP GMDB is the greater of current AV or net premiums paid.

[8] AV includes the contract holder's investment in the separate account and the general account.

[9] GMDB includes a ROP and MAV (before age 80 years) paid in a single lump sum. GMIB is a guarantee to return initial investment, adjusted for earnings liquidity which allows for free withdrawal of earnings, paid through a fixed payout annuity, after a minimum deferral period of 10 years, 15 years or 20 years. The GRB related to the Japan GMIB was \$20.4 billion and \$28.6 billion as of September 30, 2013 and December 31, 2012, respectively. The GRB related to the Japan GMAB and GMWB was \$440 as of September 30, 2013 and \$578 as of December 31, 2012. These liabilities are not included in the Separate Account as they are not legally insulated from the general account liabilities of the insurance enterprise. As of September 30, 2013, 46% of the GMDB RNAR and 89% of the GMIB NAR is reinsured to a Hartford affiliate, as a result, the effects of the reinsurance are

not reflected in this disclosure.

[10] NAR is defined as the guaranteed benefit in excess of the current AV. RNAR represents NAR reduced for reinsurance. NAR and RNAR are highly sensitive to equity markets movements and increase when equity markets decline. Additionally Japan's NAR and RNAR are highly sensitive to currency movements and increase when the Yen strengthens.

[11] Policies with a guaranteed living benefit (GMIB in Japan) also have a guaranteed death benefit. The NAR for each benefit is shown in the table above, however these benefits are not additive. When a policy terminates due to death, any NAR related to GMWB or GMIB is released. Similarly, when a policy goes into benefit status on a GMWB or GMIB, its GMDB NAR is released.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 9. Separate Accounts, Death Benefits and Other Insurance Benefit Features (continued)

In the U.S., account balances of contracts with guarantees were invested in variable separate accounts as follows:

Asset type	As of September 30, 2013	As of December 31, 2012
Equity securities (including mutual funds)	\$56,808	\$58,208
Cash and cash equivalents	5,612	6,940
Total	\$62,420	\$65,148

As of September 30, 2013 and December 31, 2012, approximately 15% and 16%, respectively, of the equity securities above were invested in fixed income securities through these funds and approximately 85% and 84%, respectively, were invested in equity securities through these funds.

For further information on guaranteed living benefits that are accounted for at fair value, such as GMWB see Note 5 - Fair Value Measurements of Notes to Condensed Consolidated Financial Statements.

## 10. Sales Inducements

Changes in sales inducement activity are as follows:

	Nine Months Ended September 30,	
	2013	2012
Balance, beginning of period	\$325	\$434
Sales inducements deferred	3	10
Amortization — Unlock benefit (charge) [1]	(71	)(68
Amortization charged to income	(22	)(26
Amortization related to business dispositions [2]	(71	)—
Balance end of period	\$164	\$350

Includes Unlock charge of \$52 in the first quarter of 2013 related to elimination of future estimated gross profits on [1]the Japan variable annuity block due to the increased costs associated with expanding the Japan variable annuity hedging program.

Represents accelerated amortization of \$22 and \$49 in the first quarter of 2013 recognized upon the sale of the [2]Retirement Plans and Individual Life businesses, respectively. For further information, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

## 11. Commitments and Contingencies

## Litigation

The Hartford is involved in claims litigation arising in the ordinary course of business, both as a liability insurer defending or providing indemnity for third-party claims brought against insureds and as an insurer defending coverage claims brought against it. The Hartford accounts for such activity through the establishment of unpaid loss and loss adjustment expense reserves. Subject to the uncertainties discussed below under the caption “Asbestos and Environmental Claims,” management expects that the ultimate liability, if any, with respect to such ordinary-course claims litigation, after consideration of provisions made for potential losses and costs of defense, will not be material to the consolidated financial condition, results of operations or cash flows of The Hartford.

The Hartford is also involved in other kinds of legal actions, some of which assert claims for substantial amounts. These actions include, among others, and in addition to the matters described below, putative state and federal class actions seeking certification of a state or national class. Such putative class actions have alleged, for example, underpayment of claims or improper underwriting practices in connection with various kinds of insurance policies, such as personal and commercial automobile, property, disability, life and inland marine. The Hartford also is involved in individual actions in which punitive damages are sought, such as claims alleging bad faith in the handling



of insurance claims or other allegedly unfair or improper business practices. Like many other insurers, The Hartford also has been joined in actions by asbestos plaintiffs asserting, among other things, that insurers had a duty to protect the public from the dangers of asbestos and that insurers committed unfair trade practices by asserting defenses on behalf of their policyholders in the underlying asbestos cases. Management expects that the ultimate liability, if any, with respect to such lawsuits, after consideration of provisions made for estimated losses, will not be material to the consolidated financial condition of The Hartford. Nonetheless, given the large or indeterminate amounts sought in certain of these actions, and the inherent unpredictability of litigation, the outcome in certain matters could, from time to time, have a material adverse effect on the Company's results of operations or cash flows in particular quarterly or annual periods.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

11. Commitments and Contingencies (continued)

Apart from the inherent difficulty of predicting litigation outcomes, the Mutual Funds Litigation identified below purports to seek substantial damages for unsubstantiated conduct spanning a multi-year period based on novel applications of complex legal theories. The alleged damages are not quantified or factually supported in the complaint, and, in any event, the Company's experience shows that demands for damages often bear little relation to a reasonable estimate of potential loss. The matter is in the earliest stages of litigation, with no substantive legal decisions by the court defining the scope of the claims or the potentially available damages; fact discovery is also in its early stages. Accordingly, management cannot reasonably estimate the possible loss or range of loss, if any, or predict the timing of the eventual resolution of this matter.

Mutual Funds Litigation — In February 2011, a derivative action was brought on behalf of six Hartford retail mutual funds in the United States District Court for the District of New Jersey, alleging that Hartford Investment Financial Services, LLC ("HIFSCO"), an indirect subsidiary of the Company, received excessive advisory and distribution fees in violation of its statutory fiduciary duty under Section 36(b) of the Investment Company Act of 1940. HIFSCO moved to dismiss and, in September 2011, the motion was granted in part and denied in part, with leave to amend the complaint. In November 2011, plaintiffs filed an amended complaint on behalf of The Hartford Global Health Fund, The Hartford Conservative Allocation Fund, The Hartford Growth Opportunities Fund, The Hartford Inflation Plus Fund, The Hartford Advisors Fund, and The Hartford Capital Appreciation Fund. Plaintiffs seek to rescind the investment management agreements and distribution plans between HIFSCO and these funds and to recover the total fees charged thereunder or, in the alternative, to recover any improper compensation HIFSCO received, in addition to lost earnings. HIFSCO filed a partial motion to dismiss the amended complaint and, in December 2012, the court dismissed without prejudice the claims regarding distribution fees and denied the motion with respect to the advisory fees claims. HIFSCO disputes the allegations and intends to defend vigorously.

Asbestos and Environmental Claims – As discussed in Note 12, Commitments and Contingencies, of the Notes to Consolidated Financial Statements under the caption "Asbestos and Environmental Claims", included in the Company's 2012 Form 10-K Annual Report, The Hartford continues to receive asbestos and environmental claims that involve significant uncertainty regarding policy coverage issues. Regarding these claims, The Hartford continually reviews its overall reserve levels and reinsurance coverages, as well as the methodologies it uses to estimate its exposures. Because of the significant uncertainties that limit the ability of insurers and reinsurers to estimate the ultimate reserves necessary for unpaid losses and related expenses, particularly those related to asbestos, the ultimate liabilities may exceed the currently recorded reserves. Any such additional liability cannot be reasonably estimated now but could be material to The Hartford's consolidated operating results and liquidity.

Derivative Commitments

Certain of the Company's derivative agreements contain provisions that are tied to the financial strength ratings of the individual legal entity that entered into the derivative agreement as set by nationally recognized statistical rating agencies. If the legal entity's financial strength were to fall below certain ratings, the counterparties to the derivative agreements could demand immediate and ongoing full collateralization and in certain instances demand immediate settlement of all outstanding derivative positions traded under each impacted bilateral agreement. The settlement amount is determined by netting the derivative positions transacted under each agreement. If the termination rights were to be exercised by the counterparties, it could impact the legal entity's ability to conduct hedging activities by increasing the associated costs and decreasing the willingness of counterparties to transact with the legal entity. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that are in a net liability position as of September 30, 2013 is \$1.1 billion. Of this \$1.1 billion the legal entities have posted collateral of \$1.3 billion in the normal course of business. In addition, the Company has posted collateral of \$44 associated with a customized GMWB derivative. Based on derivative market values as of September 30, 2013 a downgrade of one level below the current financial strength ratings by either Moody's or S&P could require approximately an additional \$6 to be posted as collateral. Based on derivative market values as of September 30, 2013 a downgrade by either Moody's or

S&P of two levels below the legal entities' current financial strength ratings could require approximately an additional \$27 of assets to be posted as collateral. These collateral amounts could change as derivative market values change, as a result of changes in our hedging activities or to the extent changes in contractual terms are negotiated. The nature of the collateral that we would post, if required, would be primarily in the form of U.S. Treasury bills, U.S. Treasury notes and government agencies.

On June 17, 2013 S&P lowered its counterparty credit and insurer financial strength ratings on Hartford Life Insurance Company to BBB+. Given this downgrade action, termination rating triggers of one derivative counterparty relationship was impacted. This counterparty has the right to terminate this relationship and would have to settle the outstanding derivatives prior to exercising its termination right. The Company is in the process of re-negotiating the rating trigger which it expects to successfully complete. Accordingly, the Company's hedging programs have not been adversely impacted by the announcement of the downgrade of Hartford Life Insurance Company. As of September 30, 2013 the notional amount and fair value related to this counterparty is \$1.3 billion and \$(6), respectively.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 12. Employee Benefit Plans

## Components of Net Periodic Benefit Cost

Net periodic benefit cost includes the following components:

	Pension Benefits		Other Postretirement Benefits	
	Three Months Ended September 30,		Three Months Ended September 30,	
	2013	2012	2013	2012
Service cost	\$1	\$20	\$—	\$—
Interest cost	59	64	3	3
Expected return on plan assets	(80	)(78	)(4	)(4
Amortization of prior service credit	—	(2	)(2	)(2
Amortization of actuarial loss	15	52	1	—
Net periodic benefit cost	\$(5	)\$56	\$(2	)\$3

	Pension Benefits		Other Postretirement Benefits	
	Nine Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Service cost	\$1	\$70	\$—	\$2
Interest cost	178	188	8	11
Expected return on plan assets	(237	)(234	)(11	)(11
Amortization of prior service credit	—	(7	)(5	)(3
Amortization of actuarial loss	44	171	2	—
Curtailment gain due to plan freeze	—	(11	)—	—
Net periodic benefit cost	\$(14	)\$177	\$(6	)\$1

The income in 2013 is a result of the expected return on plan assets more than offsetting the lower expenses due to the announced plan freeze. Lower expenses are primarily due to a change in the amortization period resulting in lower amortization of actuarial losses.

## 13. Stock Compensation Plans

The Company's stock-based compensation plans include The Hartford 2010 Incentive Stock Plan, The Hartford Employee Stock Purchase Plan and The Hartford Deferred Stock Unit Plan. For a description of these plans, see Note 19 of the Notes to Consolidated Financial Statements included in The Hartford's 2012 Form 10-K Annual Report. Shares issued in satisfaction of stock-based compensation may be made available from authorized but unissued shares, shares held by the Company in treasury or from shares purchased in the open market. The Company typically issues shares from treasury in satisfaction of stock-based compensation.

	Three Months Ended		Nine Months Ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Stock-based compensation plans expense	\$19	\$20	\$51	\$73
Income tax benefit	(7	)(7	)(18	)(25
Total stock-based compensation plans expense, after-tax	\$12	\$13	\$33	\$48

The Company did not capitalize any cost of stock-based compensation. As of September 30, 2013, the total compensation cost related to non-vested awards not yet recognized was \$95, which is expected to be recognized over a weighted average period of 1.8 years.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 14. Discontinued Operations

The operations of the Company's U.K. variable annuity business meet the criteria for reporting as discontinued operations due to the announced sale of HLIL.

The results of operations reflected as discontinued operations in the Condensed Consolidated Statements of Operations, consisting of amounts related to HLIL and Specialty Risk Services, are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Revenues				
Earned premiums	\$2	\$—	\$4	\$—
Fee income	—	9	8	28
Net investment income (loss)				
Securities available-for-sale and other	(1	)2	(3	)8
Equity securities, trading	—	75	138	155
Total Net Investment Income	(1	)77	135	163
Net realized capital gains (losses)	(11	)24	(53	)64
Total revenues	(10	)110	94	255
Benefits, losses and expenses				
Benefits losses and loss adjustment expenses	—	1	1	3
Benefits, losses and loss adjustment expenses - returns credited on international variable annuities	—	75	138	155
Insurance operating costs and other expenses	(2	)10	12	30
Total benefits, losses and expenses	(2	)86	151	188
Income (loss) before income taxes	(8	)24	(57	)67
Income tax expense (benefit)	(3	)3	(27	)3
Income (loss) from operations of discontinued operations, net of tax	(5	)21	(30	)64
Net realized capital (loss) on disposal, net of tax [1]	—	(1	) (102	) (1
Income (loss) from discontinued operations, net of tax	\$(5	)\$20	\$(132	)\$63

[1] Includes an income tax benefit of \$219 on the sale of HLIL for the nine months ended September 30, 2013.

The carrying values of the assets and liabilities of HLIL classified as held for sale in the Condensed Consolidated Balance Sheets are as follows:

	As of
	September 30, 2013
Assets	
Fixed maturities	\$469
Equity securities, trading	1,732
Short-term investments	2
Cash	115
Other assets	(316
Total assets held for sale	\$2,002
Liabilities	
Other policyholder funds and benefits payable – international variable annuities	1,732
Other liabilities	(9
Total liabilities held for sale	\$1,723



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 15. Goodwill

The carrying value of goodwill allocated to reporting units is as follows:

	Nine Months Ended September 30, 2013			Year Ended December 31, 2012		
	Beginning of Period	Business Dispositions [1]	End of Period	Beginning of Period	Business Dispositions [2]	End of Period
Consumer Markets	119	—	119	119	—	119
Mutual Funds	149	—	149	159	(10)	149
Talcott Resolution:						
Individual Life [3]	—	—	—	224	(224)	—
Retirement Plans [3]	87	(87)	—	87	—	87
Total Talcott Resolution	87	(87)	—	311	(224)	87
Corporate [3] [4]	299	(69)	230	417	(118)	299
Total	\$654	\$(156)	\$498	\$1,006	\$(352)	\$654

[1] Represents a reduction in goodwill recognized in connection with the sale of Retirement Plans.

[2] Represents a reduction in goodwill recognized in connection with the sale of WFS and a goodwill impairment recognized in connection with the sale of ILD.

[3] For further information, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

[4] Carrying value as of September 30, 2013 and December 31, 2012 includes \$138 for the Group Benefits and \$92 for Mutual Funds reporting units. Carrying value as of December 31, 2012 also includes \$69 for the Retirement Plans reporting unit.

## 16. Debt

The Hartford's long-term debt securities are issued by either The Hartford Financial Services Group, Inc. ("HFSG Holding Company") or Hartford Life, Inc. ("HLI"), an indirect wholly owned subsidiary, and are unsecured obligations of HFSG Holding Company or HLI and rank on a parity with all other unsecured and unsubordinated indebtedness of HFSG Holding Company or HLI.

On January 31, 2013, the Board of Directors authorized a capital management plan which provides for the repayment of approximately \$1.0 billion of debt including repayment of \$320 of 4.625% senior notes due in July 2013 and \$200 of 4.75% senior notes due in March 2014. The Company repaid the 4.625% senior notes on July 15, 2013.

## Senior Debt

On March 26, 2013, the Company repurchased principal amounts of approximately \$800, plus a payment for unpaid interest on senior notes due through the settlement date. The Company recognized a loss on extinguishment in 2013 of approximately \$213, before tax, representing the excess of the repurchase price over the principal repaid and the write-off of the unamortized discount and debt issuance costs.

On April 18, 2013, the Company issued \$300 aggregate principal amount of 4.3% Senior Notes (the "4.3% Notes") due April 15, 2043 for net proceeds of approximately \$295, after deducting underwriting discounts and expenses from the offering. The 4.3% Notes bear interest at an annual fixed rate of 4.3% from the date of issuance to, April 15, 2043, payable semi-annually in arrears on April 15 and October 15, commencing October 15, 2013. The Company, at its option, can redeem the 4.3% Notes at any time in whole, or from time to time in part, at a redemption price at a discount rate of US Treasury due November 15, 2042 plus 25 basis points or, if greater, 100% of the principal amount of notes to be redeemed, plus accrued and unpaid interest to the date of redemption.



Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 16. Debt (continued)

Debt is carried net of discount. The carrying value of the Senior Notes and Debentures and Junior Subordinated Debentures by issuance are as follows:

	As of September 30, 2013	December 31, 2012
Senior Notes and Debentures		
4.625% Notes, due 2013	\$—	\$ 320
4.75% Notes, due 2014	200	200
4.0% Notes, due 2015	289	300
7.3% Notes, due 2015	167	200
5.5% Notes, due 2016	275	300
5.375% Notes, due 2017	415	499
4.0% Notes, due 2017	295	325
6.3% Notes, due 2018	320	500
6.0% Notes, due 2019	413	500
5.5% Notes, due 2020	499	499
5.125% Notes, due 2022	796	796
7.65% Notes, due 2027	80	149
7.375% Notes, due 2031	63	92
5.95% Notes, due 2036	298	298
6.625% Notes, due 2040	295	299
6.1% Notes, due 2041	326	325
6.625% Notes, due 2042	177	424
4.3% Notes, due 2043	298	—
Junior Subordinated Debentures		
7.875% Notes, due 2042	600	600
8.125% Notes, due 2068	500	500
Total Debt	6,306	7,126
Less: Current maturities of long-term debt	200	320
Long-term Debt	\$6,106	\$6,806

## Revolving Credit Facility

The Company has a senior unsecured revolving credit facility (the “Credit Facility”) that provides for borrowing capacity up to \$1.75 billion (which is available in U.S. dollars, and in Euro, Sterling, Canadian dollars and Japanese Yen) through January 6, 2016. Of the total availability under the Credit Facility, up to \$250 is available to support letters of credit issued on behalf of the Company or subsidiaries of the Company. Under the Credit Facility, the Company must maintain a minimum level of consolidated net worth of \$14.9 billion. The definition of consolidated net worth under the terms of the Credit Facility, excludes AOCI and includes the Company’s outstanding junior subordinated debentures and perpetual preferred securities, net of discount. In addition, the Company’s maximum ratio of consolidated total debt to consolidated total capitalization is 35%, and the ratio of consolidated total debt of subsidiaries to consolidated total capitalization is limited to 10%. As of September 30, 2013, the Company was in compliance with all financial covenants under the Credit Facility.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 17. Equity

On January 31, 2013, the Board of Directors authorized a capital management plan which provides for a \$500 equity repurchase program to be completed by December 31, 2014. During the nine months ended September 30, 2013, the Company repurchased 12.7 million common shares, for \$375, and 1.6 million warrants, for \$33, through this program. In addition, the Company repurchased 1.8 million common shares, for \$60, from October 1, 2013 to October 24, 2013. On June 26, 2013 the Board of Directors approved a \$750 increase in the Company's authorized equity repurchase program, bringing the total authorization to \$1.25 billion, with \$842 remaining as of September 30, 2013. The warrants outstanding at September 30, 2013 were 47.5 million.

The declaration of a quarterly common stock dividend in the first quarter of 2013 triggered a provision in The Hartford's Fixed Conversion Rate Agreement, relating to the Company's mandatory convertible preferred stock, resulting in an adjustment to the minimum conversion rate to 30.1920 from 29.8831 shares of Common Stock per share of Series F Preferred Stock and the maximum conversion rate to 36.8365 from 36.4596 shares of Common Stock per share of Series F Preferred Stock. On April 1, 2013 the mandatory convertible preferred stock converted to 21.2 million shares of common stock.

## 18. Restructuring and Other Costs

As a result of a strategic business realignment announced in 2012, the Company is currently focusing on its Property & Casualty, Group Benefits and Mutual Fund businesses. In addition, the Company implemented restructuring activities in 2011 across several areas aimed at reducing overall expense levels. The Company intends to substantially complete the related restructuring activities over the next 24 months. For related discussion of the Company's business disposition transactions, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

Termination benefits related to workforce reductions and lease and other contract terminations have been accrued through September 30, 2013. Additional costs, mainly severance benefits and other related costs and professional fees, expected to be incurred subsequent to September 30, 2013, and asset impairment and related charges, will be expensed as appropriate.

In the second quarter of 2013, the Company initiated a plan to consolidate its real estate operations in Connecticut, including the intention to exit certain facilities and relocate employees. The consolidation of real estate in Connecticut is consistent with the Company's strategic business realignment and follows the completion of sales of the Retirement Plans and Individual Life businesses. Asset related charges will be incurred over the remaining estimated useful life of facilities, and relocation and other maintenance charges will be recognized as incurred. The program costs will be recognized in the Corporate category for segment reporting.

Restructuring costs and other costs of approximately \$276, pre-tax have been incurred by the Company to date in connection with these activities. As the Company executes on its operational and strategic initiatives, the Company's estimate of and actual costs incurred for restructuring activities may differ from these estimates.

Estimated restructuring and other costs as of September 30, 2013 are as follows:

Property & Casualty Commercial	\$7
Consumer Markets	3
Group Benefits	1
Mutual Funds	4
Talcott Resolution	69
Corporate	261
Total restructuring and other costs, pre-tax	\$345

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 18. Restructuring and Other Costs (continued)

Restructuring and other costs, pre-tax incurred in connection with these activities are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Severance benefits and related costs	\$2	\$38	\$22	\$76
Professional fees	3	15	13	28
Asset impairment charges	10	—	17	5
Other contract termination charges	—	—	—	1
Total restructuring and other costs	\$15	\$53	\$52	\$110

Restructuring and other costs, included in insurance operating costs and other expenses in the Condensed Consolidated Statements of Operations for each reporting segment, as well as the Corporate category are as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2013	2012	2013	2012
Property & Casualty Commercial	\$1	\$1	\$1	\$5
Consumer Markets	—	—	—	1
Group Benefits	—	1	—	1
Mutual Funds	(1	)1	1	2
Talcott Resolution	1	33	1	47
Corporate	14	17	49	54
Total restructuring and other costs	\$15	\$53	\$52	\$110

Changes in the accrued restructuring liability balance included in other liabilities in the Condensed Consolidated Balance Sheets are as follows:

	Nine Months Ended September 30, 2013				
	Severance Benefits and Related Costs	Professional Fees	Asset impairment charges	Other Contract Termination Charges	Total Restructuring and Other Costs
Balance, beginning of period	\$70	\$—	\$—	\$—	\$70
Accruals/provisions	22	13	17	—	52
Payments/write-offs	(68	)(13	)—	—	(81
Balance, end of period	\$24	\$—	\$17	\$—	\$41
	Nine Months Ended September 30, 2012				
	Severance Benefits and Related Costs	Professional Fees	Asset impairment charges	Other Contract Termination Charges	Total Restructuring and Other Costs
Balance, beginning of period	\$12	\$—	\$—	\$5	\$17
Accruals/provisions	76	28	5	1	110
Payments/write-offs	(67	)(19	)(5	)(5	)(96
Balance, end of period	\$21	\$9	\$—	\$1	\$31

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 19. Changes In and Reclassifications From Accumulated Other Comprehensive Income

Changes in AOCI by component consist of the following:

Three months ended September 30, 2013

	Net Unrealized Gain on Securities [1]	OTTI Losses in OCI [1]	Net Gain (Loss) on Cash Flow Hedging Instruments [1]	Foreign Currency Translation Adjustments [1]	Pension and Other Postretirement Plan Adjustments [1]	Total AOCI [1]
Beginning balance	\$1,162	\$(23)	)\$188	\$92	\$(1,345)	) \$74
OCI before reclassifications	(212)	)5	—	92	—	(115 )
Amounts reclassified from AOCI	38	(2)	)(21	)—	9	24
Net OCI	(174)	)3	(21)	)92	9	(91 )
Ending balance	\$988	\$(20)	)\$167	\$184	\$(1,336)	) \$(17 )

[1] All amounts are net of tax and DAC.

Nine months ended September 30, 2013

	Net Unrealized Gain on Securities [1]	OTTI Losses in OCI [1]	Net Gain (Loss) on Cash Flow Hedging Instruments [1]	Foreign Currency Translation Adjustments [1]	Pension and Other Postretirement Plan Adjustments [1]	Total AOCI [1]
Beginning balance	\$3,418	\$(47)	)\$428	\$406	\$(1,362)	) \$2,843
OCI before reclassifications	(1,367)	)43	(157)	)(222	)(1	)(1,704 )
Amounts reclassified from AOCI	(1,063)	)(16	)(104	)—	27	(1,156 )
Net OCI	(2,430)	)27	(261)	)(222	)26	(2,860 )
Ending balance	\$988	\$(20)	)\$167	\$184	\$(1,336)	) \$(17 )

[1] All amounts are net of tax and DAC.

Reclassifications from AOCI consist of the following:

AOCI	Amount Reclassified from AOCI		Affected Line Item in the Condensed Consolidated Statement of Operations
	Three months ended September 30, 2013	Nine months ended September 30, 2013	
Net Unrealized Gain on Securities			
Available-for-sale securities [1]	\$ (59)	)\$1,636	Net realized capital gains (losses)
	(59)	)1,636	Total before tax
	(21)	)573	Income tax expense
	\$(38)	)\$1,063	Net income (loss)
OTTI Losses in OCI			
Other than temporary impairments	\$3	\$24	Net realized capital gains (losses)
	3	24	Total before tax
	1	8	Income tax expense (benefit)
	\$2	\$16	Net income (loss)

Net Gains on Cash Flow Hedging

Instruments

Interest rate swaps [2]	\$4	\$84	Net realized capital gains (losses)
Interest rate swaps	24	73	Net investment income
Foreign currency swaps	4	3	Net realized capital gains (losses)
	32	160	Total before tax
	11	56	Income tax expense
	\$21	\$104	Net income (loss)

Pension and Other Postretirement Plan Adjustments

Amortization of prior service costs	\$2	\$5	Insurance operating costs and other expenses
Amortization of actuarial gains (losses)	(16	)(46	) Insurance operating costs and other expenses
	(14	)(41	) Total before tax
	(5	)(14	) Income tax expense
	(9	)(27	) Net income (loss)
Total amounts reclassified from AOCI	\$(24	)\$1,156	Net income (loss)

[1] The nine months ended September 30, 2013 includes \$1.5 billion of net unrealized gains on securities relating to the sales of the Retirement Plans and Individual Life businesses.

[2] The nine months ended September 30, 2013 includes \$71 of net gains on cash flow hedging instruments relating to the sales of the Retirement Plans and Individual Life businesses.

Table of Contents

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(Dollar amounts in millions except share data unless otherwise stated)

Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") addresses the financial condition of The Hartford Financial Services Group, Inc. and its subsidiaries (collectively, "The Hartford" or the "Company") as of September 30, 2013, compared with December 31, 2012, and its results of operations for the three and nine months ended September 30, 2013, compared to the equivalent 2012 periods. This discussion should be read in conjunction with MD&A in The Hartford's 2012 Form 10-K Annual Report. Certain reclassifications have been made to prior period financial information to conform to the current period presentation.

On January 1, 2013, the Company completed the sale of its Retirement Plans business to Massachusetts Mutual Life Insurance Company ("MassMutual") and on January 2, 2013 the Company completed the sale of its Individual Life insurance business to The Prudential Insurance Company of America ("Prudential"), a subsidiary of Prudential Financial, Inc. For further discussion of these and other such transactions, see Note 2 - Business Dispositions and Note 7 - Reinsurance of Notes to Condensed Consolidated Financial Statements. In connection with the Company's June 27, 2013 announcement of the signing of a definitive agreement to sell HLIL, the operations of the Company's U.K. variable annuity business met the criteria for reporting as discontinued operations as further discussed in Note 14 - Discontinued Operations of Notes to Condensed Consolidated Financial Statements.

The Hartford defines increases or decreases greater than or equal to 200%, or changes from a net gain to a net loss position, or vice versa, as "NM" or not meaningful.

## INDEX

Description	Page
<u>Consolidated Results of Operations</u>	<u>72</u>
<u>Outlooks</u>	<u>76</u>
<u>Critical Accounting Estimates</u>	<u>78</u>
<u>The Hartford's Operations Overview</u>	<u>87</u>
<u>Key Performance Measures and Ratios</u>	<u>88</u>
<u>Property &amp; Casualty Commercial</u>	<u>96</u>
<u>Consumer Markets</u>	<u>98</u>
<u>Property &amp; Casualty Other Operations</u>	<u>100</u>
<u>Group Benefits</u>	<u>101</u>
<u>Mutual Funds</u>	<u>102</u>
<u>Talcott Resolution</u>	<u>104</u>
<u>Corporate</u>	<u>106</u>
<u>Enterprise Risk Management</u>	<u>107</u>
<u>Capital Resources and Liquidity</u>	<u>129</u>
<u>Impact of New Accounting Standards</u>	<u>137</u>

Table of Contents

## CONSOLIDATED RESULTS OF OPERATIONS

Operating Summary	Three Months Ended			Nine Months Ended		
	September 30,			September 30,		
	2013	2012	Change	2013	2012	Change
Earned premiums	\$3,337	\$3,401	(2 %)	\$9,882	\$10,243	(4 %)
Fee income	708	1,109	(36 %)	2,106	3,338	(37 %)
Net investment income (loss):						
Securities available-for-sale and other	812	1,028	(21 %)	2,535	3,189	(21 %)
Equity securities, trading [1]	878	635	38 %	4,629	1,734	167 %
Total net investment income	1,690	1,663	2 %	7,164	4,923	46 %
Net realized capital gains (losses) [2]	(162	)95	NM	796	(266	)NM
Other revenues	68	64	6 %	201	184	9 %
Total revenues	5,641	6,332	(11 %)	20,149	18,422	9 %
Benefits, losses and loss adjustment expenses	2,739	3,270	(16 %)	8,289	9,927	(17 %)
Benefits, losses and loss adjustment expenses – returns credited on international variable annuities [1]	878	635	38 %	4,628	1,733	167 %
Amortization of deferred policy acquisition costs and present value of future profits (“DAC”)	594	566	5 %	2,321	1,441	61 %
Insurance operating costs and other expenses	993	1,267	(22 %)	3,137	3,871	(19 %)
Loss on extinguishment of debt	—	—	— %	213	910	(77 %)
Reinsurance loss on dispositions	—	533	(100 %)	1,574	533	195 %
Interest expense	94	109	(14 %)	301	348	(14 %)
Total benefits, losses and expenses	5,298	6,380	(17 %)	20,463	18,763	9 %
Income (loss) from continuing operations before income taxes	343	(48	)NM	(314	) (341	) (8 %)
Income tax benefit	45	(41	)NM	(308	) (286	) 8 %
Income (loss) from continuing operations, net of tax	298	(7	)NM	(6	) (55	) (89 %)
Income (loss) from discontinued operations, net of tax	(5	)20	(125 %)	(132	) 63	NM
Net income (loss)	\$293	\$13	NM	\$(138	) \$8	NM
Supplemental Operating Data						
Income (loss) from continuing operations, net of tax, available to common shareholders per diluted common share	\$0.61	\$(0.04	)NM	\$(0.04	) \$(0.20	) (80 %)
Net income (loss) available to common shareholders per diluted common share	0.60	0.01	NM	(0.33	) (0.05	)NM
Total revenues, excluding net investment income on equity securities, trading	4,763	5,697	(16 %)	15,520	16,688	(7 %)

Summary of Financial Condition	September 30,	December 31,
	2013	2012
Total assets	\$283,947	\$298,513
Total investments, excluding equity securities, trading	80,721	105,317
Total stockholders' equity	18,928	22,447

Includes investment income and mark-to-market effects of equity securities, trading, supporting the international [1] variable annuity business, which are classified in net investment income with corresponding amounts credited to policyholders within benefits, losses and loss adjustment expenses.

[2]

Includes net realized gains (losses) on business dispositions of \$1,575 for the nine months ended September 30, 2013.



Table of Contents

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2013	2012	Increase (Decrease) From 2012 to 2013	2013	2012	Increase (Decrease) From 2012 to 2013
Net income (loss) by segment						
Property & Casualty Commercial	\$174	\$164	\$ 10	\$619	\$502	\$ 117
Consumer Markets	68	94	(26 )	160	152	8
Property & Casualty Other Operations	22	24	(2 )	(28 )	36	(64 )
Group Benefits	31	30	1	134	83	51
Mutual Funds	19	18	1	57	56	1
Talcott Resolution	7	(121)	)128	(619)	)149	(768 )
Corporate	(28)	)196	)168	(461)	)970	)509
Net income (loss)	\$293	\$13	\$ 280	\$(138)	)\$8	\$ (146 )

Three months ended September 30, 2013 compared to the three months ended September 30, 2012

The increase in net income from 2012 to 2013 was primarily due to the following items:

Reinsurance loss on disposition of \$533, before tax, in 2012 consisting of an impairment of goodwill and a loss accrual for premium deficiency related to the disposition of the Individual Life business, and losses in 2012 from the operations of the Retirement Plans and Individual Life businesses sold in the first quarter of 2013. For further discussion of the sale of these businesses, see Note 2 - Business Dispositions of Condensed Consolidated Financial Statements

A decrease in insurance operating costs and other expenses due to a benefit of \$57, before tax, for an insurance recovery from the Company's insurers for past legal expenses associated with closed litigation and a benefit of \$19, before tax, from the resolution of an item under the Company's spin-off agreement with its former parent company. Current accident year loss and loss adjustment expenses before catastrophes of \$1.6 billion, before tax, decreased in 2013, compared to \$1.7 billion, before tax, in 2012 driven by lower loss and loss adjustment expense ratios in P&C Commercial workers' compensation and professional liability, and for the three month period, lower non-catastrophe property losses in Middle Market.

A decrease in the Unlock charge to \$104, before tax in 2013 compared to \$124, before tax, in 2012, primarily due to assumption changes in connection with the annual policyholder behavior assumption study, partially offset by actual separate account returns above our aggregated estimated returns during both periods. For further discussion of Unlocks, see MD&A - Critical Accounting Estimates, Estimated Gross Profits Used in the Valuation and Amortization of Assets and Liabilities Associated with Variable Annuity and Other Universal Life-Type Contracts and MD&A - Talcott Resolution.

Partially offsetting the increase in net income were the following items:

Current accident year catastrophe losses of \$66, before tax, increased in 2013, compared to \$10, before tax, in 2012