

HARTFORD FINANCIAL SERVICES GROUP INC/DE  
Form 10-Q  
April 30, 2014  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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(Mark One)

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

For the quarterly period ended March 31, 2014

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

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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 April 23, 2014, there were outstanding 449,692,411 shares of Common Stock, \$0.01 par value per share, of the registrant.



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 QUARTERLY REPORT ON FORM 10-Q  
 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2014  
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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 2013 Form 10-K Annual Report. These important risks and uncertainties include:

- risks that the total capital benefits of the Hartford Life Insurance KK transaction and the U.S. GAAP after-tax loss and statutory surplus loss at closing could differ materially from estimates;

- challenges related to the Company’s current operating environment, including global political, economic and market conditions, and the effect of financial market disruptions, economic downturns or other potentially adverse macroeconomic developments on the attractiveness of our products, the returns in our investment portfolios and the hedging costs associated with our variable annuities business;

- the risks, challenges and uncertainties associated with the realignment of our business to focus on our property and casualty, group benefits and mutual fund businesses;

- the risks, challenges and uncertainties associated with our capital management plan, expense reduction initiatives and other actions, which may include acquisitions, divestitures or restructurings;

- execution risk related to the continued reinvestment of our investment portfolios and refinement of our hedge program for our run-off annuity block;

- 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 statutory and U.S. GAAP 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;  
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;

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- 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 implementation of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, and 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;
- unfavorable judicial or legislative developments;
  - 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 and similar third-party 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 Company's ability to protect its intellectual property and defend against claims of infringement; 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.

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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 March 31, 2014, and the related condensed consolidated statements of operations, comprehensive income (loss), changes in stockholders' equity, and cash flows for the three-month periods ended March 31, 2014 and 2013. 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, 2013, 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 February 28, 2014, 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, 2013 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  
April 30, 2014



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## THE HARTFORD FINANCIAL SERVICES GROUP, INC.

## Condensed Consolidated Statements of Operations

(In millions, except for per share data)	Three Months Ended March	
	2014	2013
	(Unaudited)	
Revenues		
Earned premiums	\$3,301	\$3,252
Fee income	621	680
Net investment income (losses):		
Securities available-for-sale and other	836	856
Equity securities, trading	(236)	)2,562
Total net investment income	600	3,418
Net realized capital gains (losses):		
Total other-than-temporary impairment (“OTTI”) losses	(23)	) (33 )
OTTI losses recognized in other comprehensive income (“OCI”)	1	12
Net OTTI losses recognized in earnings	(22)	) (21 )
Net realized capital gains on business dispositions	—	1,574
Other net realized capital gains (losses)	(64)	) 53
Total net realized capital gains (losses)	(86)	) 1,606
Other revenues	25	68
Total revenues	4,461	9,024
Benefits, losses and expenses		
Benefits, losses and loss adjustment expenses	2,604	2,664
Benefits, losses and loss adjustment expenses – returns credited on international variable annuities	(236)	) 2,562
Amortization of deferred policy acquisition costs and present value of future profits	396	1,336
Insurance operating costs and other expenses	947	1,005
Loss on extinguishment of debt	—	213
Reinsurance loss on dispositions, including reduction in goodwill of \$156 in 2013	—	1,574
Interest expense	95	107
Total benefits, losses and expenses	3,806	9,461
Income (loss) from continuing operations before income taxes	655	(437 )
Income tax expense (benefit)	160	(197 )
Income (loss) from continuing operations, net of tax	495	(240 )
Loss from discontinued operations, net of tax	—	(1 )
Net income (loss)	\$495	\$(241 )
Preferred stock dividends	—	10
Net income (loss) available to common shareholders	\$495	\$(251 )
Income (loss) from continuing operations, net of tax, available to common shareholders per common share		
Basic	\$1.10	\$(0.57 )
Diluted	\$1.03	\$(0.57 )
Net income (loss) available to common shareholders per common share		
Basic	\$1.10	\$(0.58 )
Diluted	\$1.03	\$(0.58 )
Cash dividends declared per common share	\$0.15	\$0.10

See Notes to Condensed Consolidated Financial Statements.



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Condensed Consolidated Statements of Comprehensive Income (Loss)

(In millions)	Three Months Ended March 31,	
	2014	2013
	(Unaudited)	
Comprehensive Income		
Net income (loss)	\$495	\$(241)
Other comprehensive income (loss):		
Change in net unrealized gain on securities	699	(889)
Change in OTTI losses recognized in other comprehensive income	2	15
Change in net gain/loss on cash-flow hedging instruments	13	(108)
Change in foreign currency translation adjustments	17	(220)
Change in pension and other postretirement plan adjustments	7	8
Total other comprehensive income (loss)	738	(1,194)
Total comprehensive income (loss)	\$1,233	\$(1,435)
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)	March 31, 2014 (Unaudited)	December 31, 2013
Assets		
Investments:		
Fixed maturities, available-for-sale, at fair value (amortized cost of \$60,455 and \$60,641) (includes variable interest entity assets, at fair value, of \$18 and \$31)	\$63,339	\$62,357
Fixed maturities, at fair value using the fair value option (includes variable interest entity assets of \$155 and \$161)	1,009	844
Equity securities, trading, at fair value (cost of \$12,988 and \$14,504)	17,418	19,745
Equity securities, available-for-sale, at fair value (cost of \$745 and \$850)	779	868
Mortgage loans (net of allowances for loan losses of \$17 and \$67)	5,707	5,598
Policy loans, at outstanding balance	1,429	1,420
Limited partnerships and other alternative investments (includes variable interest entity assets of \$3 and \$4)	3,021	3,040
Other investments	340	521
Short-term investments (includes variable interest entity assets, at fair value, of \$12 and \$3)	4,042	4,008
Total investments	97,084	98,401
Cash	1,285	1,428
Premiums receivable and agents' balances, net	3,466	3,465
Reinsurance recoverables, net	23,139	23,330
Deferred policy acquisition costs and present value of future profits	2,092	2,161
Deferred income taxes, net	3,211	3,840
Goodwill	498	498
Property and equipment, net	870	877
Other assets	2,786	2,998
Separate account assets	138,492	140,886
Total assets	\$272,923	\$277,884
Liabilities		
Reserve for future policy benefits and unpaid losses and loss adjustment expenses	\$41,461	\$41,373
Other policyholder funds and benefits payable	38,430	39,029
Other policyholder funds and benefits payable – international variable annuities	17,406	19,734
Unearned premiums	5,326	5,225
Short-term debt	532	438
Long-term debt	5,818	6,106
Other liabilities (includes variable interest entity liabilities of \$20 and \$33)	5,684	6,188
Separate account liabilities	138,492	140,886
Total liabilities	253,149	258,979
Commitments and Contingencies (Note 11)		
Stockholders' Equity		
Common stock, \$0.01 par value — 1,500,000,000 shares authorized, 490,923,222 and 490,923,222 shares issued	5	5
Additional paid-in capital	9,549	9,894
Retained earnings	11,111	10,683
Treasury stock, at cost — 38,437,249 and 37,632,782 shares	(1,550)	(1,598)

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Accumulated other comprehensive income (loss), net of tax	659	(79	)
Total stockholders' equity	19,774	18,905	
Total liabilities and stockholders' equity	\$272,923	\$277,884	

See Notes to Condensed Consolidated Financial Statements.

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Condensed Consolidated Statements of Changes in Stockholders' Equity

(In millions, except for share data)	Three Months Ended March	
	2014	2013
	(Unaudited)	
Preferred Stock		
Balance, beginning of period	\$—	\$556
Conversion of shares to common stock	—	—
Balance, end of period	\$—	\$556
Common Stock	5	5
Additional Paid-in Capital, beginning of period	9,894	10,038
Repurchase of warrants	—	(3 )
Issuance of shares under incentive and stock compensation plans	(30 )	(42 )
Tax benefits on employee stock options and awards	3	—
Issuance of shares for warrant exercise	(318 )	—
Additional Paid-in Capital, end of period	9,549	9,993
Retained Earnings, beginning of period	10,683	10,745
Net income (loss)	495	(241 )
Dividends on preferred stock	—	(10 )
Dividends declared on common stock	(67 )	(45 )
Retained Earnings, end of period	11,111	10,449
Treasury Stock, at Cost, beginning of period	(1,598 )	(1,740 )
Treasury stock acquired	(300 )	(45 )
Issuance of shares under incentive and stock compensation plans from treasury stock	43	60
Return of shares under incentive and stock compensation plans and other to treasury stock	(13 )	(7 )
Issuance of shares for warrant exercise	318	—
Treasury Stock, at Cost, end of period	(1,550 )	(1,732 )
Accumulated Other Comprehensive Income (Loss), net of tax, beginning of period	(79 )	2,843
Total other comprehensive income (loss)	738	(1,194 )
Accumulated Other Comprehensive Income, net of tax, end of period	659	1,649
Total Stockholders' Equity	\$19,774	\$20,920
Preferred Shares Outstanding (in thousands)	—	575
Common Shares Outstanding beginning of period (in thousands)	453,290	436,306
Treasury stock acquired	(8,821 )	(1,765 )
Issuance of shares under incentive and stock compensation plans	996	1,079
Return of shares under incentive and stock compensation plans and other to treasury stock	(357 )	(284 )
Issuance of shares for warrant exercise	7,378	—
Common Shares Outstanding, at end of period	452,486	435,336

See Notes to Condensed Consolidated Financial Statements.

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## THE HARTFORD FINANCIAL SERVICES GROUP, INC.

## Condensed Consolidated Statements of Cash Flows

(In millions)	Three Months Ended March	
	31, 2014	2013
Operating Activities	(Unaudited)	
Net income (loss)	\$495	\$(241)
Adjustments to reconcile net income to net cash provided by operating activities		
Amortization of deferred policy acquisition costs and present value of future profits	396	1,336
Additions to deferred policy acquisition costs and present value of future profits	(350)	(332)
Change in reserve for future policy benefits and unpaid losses and loss adjustment expenses and unearned premiums	107	(346)
Change in reinsurance recoverables	3	(30)
Change in receivables and other assets	(69)	(123)
Change in payables and accruals	(399)	(84)
Change in accrued and deferred income taxes	117	(51)
Net realized capital (gains) losses	86	(1,595)
Net receipts (disbursements) from investment contracts related to policyholder funds—international variable annuities	(2,458)	(834)
Net (increase) decrease in equity securities, trading	2,458	834
Depreciation and amortization	60	52
Loss on extinguishment of debt	—	213
Reinsurance loss on dispositions	—	1,574
Other operating activities, net	(97)	(187)
Net cash provided by operating activities	349	186
Investing Activities		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available-for-sale	8,015	7,687
Fixed maturities, fair value option	55	49
Equity securities, available-for-sale	118	89
Mortgage loans	96	161
Partnerships	123	147
Payments for the purchase of:		
Fixed maturities, available-for-sale	(7,654)	(7,653)
Fixed maturities, fair value option	(168)	(31)
Equity securities, available-for-sale	(28)	(46)
Mortgage loans	(204)	(30)
Partnerships	(70)	(164)
Proceeds from business sold	—	485
Derivatives, net	(17)	(776)
Change in policy loans, net	9	(6)
Additions to property and equipment, net	(33)	—
Change in short-term investments, net	(44)	385
Other investing activities, net	(2)	10
Net cash provided by investing activities	196	307
Financing Activities		
Deposits and other additions to investment and universal life-type contracts	817	2,502
Withdrawals and other deductions from investment and universal life-type contracts	(4,687)	(6,763)
	3,581	4,082

Net transfers from separate accounts related to investment and universal life-type contracts			
Repayments at maturity or settlement of consumer notes	(6	)	(29 )
Net increase (decrease) in securities loaned or sold under agreements to repurchase	147		472 )
Repurchase of warrants	—		(3 )
Repayment of debt	(200	)	(1,018 )
Proceeds from net issuance of shares under incentive and stock compensation plans, excess tax benefit and other	30		(5 )
Treasury stock acquired	(300	)	(35 )
Dividends paid on preferred stock	—		(11 )
Dividends paid on common stock	(67	)	(44 )
Net cash used for financing activities	(685	)	(852 )
Foreign exchange rate effect on cash	(3	)	(77 )
Net decrease in cash	(143	)	(436 )
Cash – beginning of period	1,428		2,421
Cash – end of period	\$1,285		\$1,985
<b>Supplemental Disclosure of Cash Flow Information</b>			
Income taxes paid (received)	\$(126	)	\$21
Interest paid	\$82		\$85
See Notes to Condensed Consolidated Financial Statements			



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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 Notes to Condensed Consolidated Financial Statements.

On December 12, 2013, the Company completed the sale of Hartford Life International Limited ("HLIL"), an indirect wholly-owned

subsidiary. For further discussion of this transaction, see Note 2 - Business Dispositions and Note 14 - Discontinued Operations of Notes to Condensed 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 2013 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 March 31, 2014, and for the three months ended March 31, 2014 and 2013 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. In 2014, a subsidiary of the Company changed its method of reporting revenues and expenses. Fee income and directly related expenses previously reported as gross amounts are being reported as a net amount in insurance operating costs and other expenses in the Condensed Consolidated Statements of Operations. This change in the method of reporting revenues and expenses did not have a material impact on the Company's condensed consolidated results of operations, financial position or liquidity. The Condensed Consolidated Financial Statements have been retrospectively adjusted to conform to the current year presentation.

The Company's significant accounting policies are summarized in Note 1 - Basis of Presentation and Significant Accounting Policies of Notes to Consolidated Financial Statements included in the Company's 2013 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. All 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 presents the operations of businesses that meet these criteria as discontinued operations in the Condensed Consolidated Financial Statements. Accordingly, results of operations for prior periods are retrospectively reclassified. For information on the specific businesses and related impacts, see Note 14 - Discontinued Operations of Notes to Condensed Consolidated Financial Statements.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

## 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.

## Mutual Funds

The Company maintains a mutual fund operation whereby the Company provides investment management, administrative and distribution services to The Hartford-sponsored mutual funds (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.

## Reclassifications

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

## Future Adoption of New Accounting Standard

## Reporting Discontinued Operations

In April 2014, the FASB issued updated guidance on reporting discontinued operations. Under this updated guidance, a discontinued operation will include a disposal of a major part of an entity's operations and financial results such as a separate major line of business or a separate major geographical area of operations. The guidance raises the threshold to be a major operation but no longer precludes discontinued operations presentation where there is significant continuing involvement or cash flows with a disposed component of an entity. The guidance expands disclosures to include cash flows where there is significant continuing involvement with a discontinued operation and the pre-tax profit or loss of disposal transactions not reported as discontinued operations. The updated guidance is effective prospectively for years beginning on or after December 15, 2014, with early application permitted. The Hartford will apply the guidance to new disposals and operations newly classified as held for sale beginning first quarter of 2015, with no effect on existing reported discontinued operations. The effect on the Company's future results of operations or financial condition will depend on the nature of future disposal transactions.

## 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 March		
	31,		
	2014	2013	
Tax benefit at U.S. Federal statutory rate	\$229	\$(153)	)
Tax-exempt interest	(35)	)(34)	)
Dividends received deduction	(27)	)(32)	)
Other [1]	(7	)22	)

Income tax expense (benefit) \$160 \$(197 )

[1] Includes a permanent difference of \$25 related to non-deductible goodwill for the three months ended March 31, 2013.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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 and its subsidiaries file income tax returns in the United States (“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 2015. The 2010-2011 audit commenced in the fourth quarter of 2012 and is expected to conclude by the end of 2015. Management believes that adequate provision has been made in the consolidated financial statements for any potential assessments that may result from tax examinations and other tax-related matters for all open tax years.

The Company has 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 \$4 as of March 31, 2014 and December 31, 2013 attributable mostly to U.S. net operating losses. 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.

2. Business Dispositions

Sale of Hartford Life International Limited (“HLIL”)

On December 12, 2013, the Company completed the sale of 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 was its subsidiary, Hartford Life Limited, a Dublin-based company that sold variable annuities in the U.K. from 2005 to 2009. The sale transaction resulted in an after-tax loss of \$102 upon disposition for the year ended December 31, 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 of Notes to Condensed Consolidated Financial Statements. The Company's U.K. variable annuities business is included in the Talcott Resolution reporting segment.

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 \$24 for the year ended December 31, 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 the year ended December 31, 2013.

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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 2. Business Dispositions (continued)

## 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 year ended December 31, 2012. For additional information, see Note 2 - Business Dispositions and Note 9 - Goodwill and Other Intangible Assets in The Hartford's 2013 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.

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.

## Composition of Invested Assets Transferred

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

	As of December 31, 2012 Carrying Value
Fixed maturities, at fair value (amortized cost of \$13,916) [1]	\$15,349
Equity securities, AFS, at fair value (cost of \$35) [2]	37
Fixed maturities, at fair value using the FVO [3]	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]Includes \$14.7 billion and \$670 of securities in level 2 and 3 of the fair value hierarchy, respectively.

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

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

## Sale of Catalyst 360

On December 31, 2013, the Company completed the sale of its member contact center for health insurance products offered through the AARP Health Program ("Catalyst 360") to Optum, Inc., a division of UnitedHealth Group. The impact of this transaction was not material to the Company's results of operations, financial position or liquidity. The Company will provide limited transition services for 18-24 months. Catalyst 360 is included in the Consumer Markets reporting segment.

## Purchase Agreement with Forethought Financial Group, Inc.

On December 31, 2012, the Company completed the sale of its U.S. individual annuity new business capabilities to Forethought Financial Group. Effective May 1, 2012, all new U.S. annuity policies sold by the Company were

reinsured to Forethought Life Insurance Company. The Company ceased the sale of such annuity policies and the reinsurance agreement terminated as to new business 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. The Individual Annuity business is included in the Talcott Resolution reporting segment.



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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 Ended March 31,	
	2014	2013
<b>Earnings</b>		
Income (loss) from continuing operations		
Income (loss) from continuing operations, net of tax	\$495	\$(240 )
Less: Preferred stock dividends	—	10
Income (loss) from continuing operations, net of tax, available to common shareholders	\$495	\$(250 )
Income (loss) from discontinued operations, net of tax	\$—	\$(1 )
Net income (loss)		
Net income (loss)	\$495	\$(241 )
Less: Preferred stock dividends	—	10
Net income (loss) available to common shareholders	\$495	\$(251 )
<b>Shares</b>		
Weighted average common shares outstanding, basic	449.8	436.3
Dilutive effect of warrants	22.6	—
Dilutive effect of stock compensation plans	6.2	—
Weighted average shares outstanding and dilutive potential common shares	478.6	436.3
<b>Earnings (loss) per common share</b>		
<b>Basic</b>		
Income (loss) from continuing operations, net of tax, available to common shareholders	\$1.10	\$(0.57 )
Income (loss) from discontinued operations, net of tax	—	(0.01 )
Net income (loss) available to common shareholders	\$1.10	\$(0.58 )
<b>Diluted</b>		
Income (loss) from continuing operations, net of tax, available to common shareholders	\$1.03	\$(0.57 )
Income (loss) from discontinued operations, net of tax	—	(0.01 )
Net income (loss) available to common shareholders	\$1.03	\$(0.58 )

For the three months ended March 31, 2013, mandatory convertible preferred shares, along with the related dividend adjustment, of 21.2 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 493.1 million for the three months ended March 31, 2013.

As a result of the losses available to common shareholders for the three months ended March 31, 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 31.7 million, stock compensation plans of 3.9 million and mandatory convertible preferred shares, along with the related dividend adjustment, of 21.2 million, would have been antidilutive to the earnings (loss) per share calculations. Had there been income available to common shareholders during the period, weighted average common shares outstanding and dilutive potential common shares would have totaled 493.1 million.

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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. 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 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 personal umbrella coverages to individuals across the U.S., including a special program designed exclusively for members of AARP. Consumer Markets previously operated a member contact center for health insurance products offered through the AARP Health program ("Catalyst 360"). For further information regarding the sale of Catalyst 360 in 2013, see Note 2 -Business Dispositions of Notes to Condensed Consolidated Financial Statements.

Property & Casualty Other Operations

Property & Casualty Other Operations includes certain property and casualty operations, 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 and retirement accounts and provides investment-management and administrative services such as product design, implementation and oversight. This business also includes the runoff of the mutual funds supporting the Company's variable annuity products.

Talcott Resolution

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

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 4. Segment Information (continued)

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

	Three Months Ended March	
	31,	
	2014	2013
Net income (loss)	2014	2013
Property & Casualty Commercial	\$242	\$253
Consumer Markets	99	77
Property & Casualty Other Operations	22	21
Group Benefits	51	42
Mutual Funds	21	18
Talcott Resolution	145	(294 )
Corporate	(85 )	(358 )
Net income (loss)	\$495	\$(241 )

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

	Three Months Ended March	
	31,	
	2014	2013
Revenues	2014	2013
Earned premiums and fee income		
Property & Casualty Commercial		
Workers' compensation	\$732	\$733
Property	136	125
Automobile	144	144
Package business	283	281
Liability	145	138
Fidelity and surety	51	49
Professional liability	50	59
Total Property & Casualty Commercial	1,541	1,529
Consumer Markets		
Automobile	636	619
Homeowners	292	277
Total Consumer Markets [1]	928	896
Group Benefits		
Group disability	369	359
Group life	388	426
Other	42	41
Total Group Benefits	799	826
Mutual Funds		
Retail and Retirement	138	124
Annuity	36	36
Total Mutual Funds	174	160
Talcott Resolution	477	518
Corporate	3	3
Total earned premiums and fee income	3,922	3,932
Net investment income (loss):		
Securities available-for-sale and other	836	856
Equity securities, trading	(236)	)2,562

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Total net investment income	600	3,418
Net realized capital gains (losses)	(86	) 1,606
Other revenues	25	68
Total revenues	\$4,461	\$9,024

[1] For the three months ended March 31, 2014 and 2013, AARP members accounted for earned premiums of \$736 and \$697, respectively.

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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. For the three months ended March 31, 2014 and 2013, transfers from Level 1 to Level 2 were \$1.3 billion and \$115, respectively, 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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	March 31, 2014			
	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")	\$2,252	\$ —	\$2,196	\$56
Collateralized debt obligations ("CDOs")	2,394	—	1,682	712
Commercial mortgage-backed securities ("CMBS")	4,568	—	3,976	592
Corporate	29,040	—	27,797	1,243
Foreign government/government agencies	4,050	—	3,996	54
Municipal	12,682	—	12,604	78
Residential mortgage-backed securities ("RMBS")	4,556	—	3,228	1,328
U.S. Treasuries	3,797	309	3,488	—
Total fixed maturities	63,339	309	58,967	4,063
Fixed maturities, FVO	1,009	—	803	206
Equity securities, trading	17,418	12	17,406	—
Equity securities, AFS	779	423	277	79
Derivative assets				
Credit derivatives	44	—	28	16
Equity derivatives	—	—	—	—
Foreign exchange derivatives	(47)	)—	(47)	)—
Interest rate derivatives	(21)	)—	(49)	)28
U.S. guaranteed minimum withdrawal benefit ("GMWB") hedging instruments	55	—	(10)	)65
U.S. macro hedge program	83	—	—	83
International program hedging instruments	119	—	68	51
Other derivative contracts	16	—	—	16
Total derivative assets [1]	249	—	(10)	)259
Short-term investments	4,042	346	3,696	—
Limited partnerships and other alternative investments [2]	856	—	749	107
Reinsurance recoverable for U.S. GMWB	30	—	—	30
Modified coinsurance reinsurance contracts	(19)	)—	(19)	)—
Separate account assets [3]	137,039	97,814	38,463	762
Total assets accounted for at fair value on a recurring basis	\$224,742	\$ 98,904	\$120,332	\$5,506
Liabilities accounted for at fair value on a recurring basis				
Other policyholder funds and benefits payable				
U.S. guaranteed withdrawal benefits	\$(24)	)\$ —	\$—	\$(24)
International guaranteed withdrawal benefits	2	—	—	2
International other guaranteed living benefits	2	—	—	2
Equity linked notes	(19)	)—	—	(19)
Total other policyholder funds and benefits payable	(39)	)—	—	(39)
Derivative liabilities				
Credit derivatives	(33)	)—	(17)	)16

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Equity derivatives	19	—	17	2
Foreign exchange derivatives	(312)	)—	(312)	)—
Interest rate derivatives	(555)	)—	(555)	)—
U.S. GMWB hedging instruments	46	—	(12)	)58
U.S. macro hedge program	50	—	—	50
International program hedging instruments	(21)	)—	35	(56 )
Total derivative liabilities [4]	(806)	)—	(844)	)38
Consumer notes [5]	(2)	)—	—	(2 )
Total liabilities accounted for at fair value on a recurring basis	\$(847	)\$ —	\$(844	)\$(3 )

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	December 31, 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				
ABS	\$2,365	\$ —	\$2,218	\$147
CDOs	2,387	—	1,723	664
CMBS	4,446	—	3,783	663
Corporate	28,490	—	27,216	1,274
Foreign government/government agencies	4,104	—	4,039	65
Municipal	12,173	—	12,104	69
RMBS	4,647	—	3,375	1,272
U.S. Treasuries	3,745	1,311	2,434	—
Total fixed maturities	62,357	1,311	56,892	4,154
Fixed maturities, FVO	844	—	651	193
Equity securities, trading	19,745	12	19,733	—
Equity securities, AFS	868	454	337	77
Derivative assets				
Credit derivatives	25	—	20	5
Equity derivatives	—	—	—	—
Foreign exchange derivatives	14	—	14	—
Interest rate derivatives	(21)	)—	(63	)42
U.S. GMWB hedging instruments	26	—	(42	)68
U.S. macro hedge program	109	—	—	109
International program hedging instruments	272	—	241	31
Other derivative contracts	17	—	—	17
Total derivative assets [1]	442	—	170	272
Short-term investments	4,008	427	3,581	—
Limited partnerships and other alternative investments [2]	921	—	813	108
Reinsurance recoverable for U.S. GMWB	29	—	—	29
Modified coinsurance reinsurance contracts	67	—	67	—
Separate account assets [3]	138,495	99,930	37,828	737
Total assets accounted for at fair value on a recurring basis	\$227,776	\$ 102,134	\$120,072	\$5,570



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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

	December 31, 2013			
	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	\$(36	)\$ —	\$—	\$(36 )
International guaranteed withdrawal benefits	3	—	—	3
International other guaranteed living benefits	3	—	—	3
Equity linked notes	(18	)—	—	(18 )
Total other policyholder funds and benefits payable	(48	)—	—	(48 )
Derivative liabilities				
Credit derivatives	(12	)—	(9	)(3 )
Equity derivatives	19	—	16	3
Foreign exchange derivatives	(388	)—	(388	)—
Interest rate derivatives	(582	)—	(558	)(24 )
U.S. GMWB hedging instruments	15	—	(63	)78
U.S Macro hedge program	30	—	—	30
International program hedging instruments	(305	)—	(245	)(60 )
Total derivative liabilities [4]	(1,223	)—	(1,247	)24
Consumer notes [5]	(2	)—	—	(2 )
Total liabilities accounted for at fair value on a recurring basis	\$(1,273	)\$ —	\$(1,247	)(26 )

[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 March 31, 2014 and December 31, 2013, \$114 and \$128, 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 \$1.5 billion and \$2.4 billion of investment sales receivable that are not subject to fair value accounting are excluded as of March 31, 2014 and December 31, 2013, respectively.

[4] Includes OTC and OTC-cleared derivative instruments in a net negative market value position (derivative liability) after consideration of the impact of collateral posting requirements which may be imposed by agreements, clearing house rules and applicable law. 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.

[5] 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. There are also two working groups under the Valuation Committee, a Securities Fair Value Working Group ("Securities Working Group") and a Derivatives Fair Value Working Group ("Derivatives Working Group"), which include 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 described in more detail in the following paragraphs.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

5. Fair Value Measurements (continued)

The Company also has an enterprise-wide Operational Risk Management function, led by the Chief Operational Risk Officer, which is

responsible for establishing, maintaining and communicating the framework, principles and guidelines of the Company's operational risk

management program. This includes model risk management which provides an independent review of the suitability, characteristics and reliability of model inputs as well as, an analysis of significant changes to current models.

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, prepayment 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.

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 Securities 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. 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.

The Company conducts other specific monitoring 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.

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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 derivatives that utilize independent market data inputs, quoted market prices for exchange-traded and OTC-cleared derivatives, or independent broker quotations. Excluding embedded and reinsurance related derivatives, as of March 31, 2014 and December 31, 2013, 98% 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 Derivatives Working Group performs ongoing analysis of the valuations, assumptions and methodologies used to ensure that the prices represent a reasonable estimate of the fair value. 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 any existing deals with a market value greater than \$10 and 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.

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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:

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 market economies.

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 sub-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.

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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 March 31, 2014		Significant Unobservable Input	Minimum	Maximum	Weighted Average [1]	Impact of Increase in Input on Fair Value [2]
	Fair Value	Predominant Valuation Method					
CMBS	\$592	Discounted cash flows	Spread (encompasses prepayment, default risk and loss severity)	98	bps 3,096	bps 391	bps Decrease
Corporate [3]	777	Discounted cash flows	Spread	118	bps 697	bps 142	bps Decrease
Municipal [3]	30	Discounted cash flows	Spread	189	bps 189	bps 189	bps Decrease
RMBS	1,328	Discounted cash flows	Spread	58	bps 1,763	bps 202	bps Decrease
			Constant prepayment rate	—	% 10.0	% 3.0	% Decrease [4]
			Constant default rate	1.0	% 22.0	% 7.0	% Decrease
			Loss severity	—	% 100.0	% 80.0	% Decrease
	As of December 31, 2013						
CMBS	\$663	Discounted cash flows	Spread (encompasses prepayment, default risk and loss severity)	99	bps 3,000	bps 527	bps Decrease
Corporate [3]	665	Discounted cash flows	Spread	119	bps 5,594	bps 344	bps Decrease
Municipal [3]	29	Discounted cash flows	Spread	184	bps 184	bps 184	bps Decrease
RMBS	1,272	Discounted cash flows	Spread	62	bps 1,748	bps 232	bps Decrease
			Constant prepayment rate	—	% 10.0	% 3.0	% Decrease [4]
			Constant default rate	1.0	% 22.0	% 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 and municipal 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.



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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Freestanding Derivatives	As of March 31, 2014					
	Fair Value	Predominant Valuation Method	Significant Unobservable Input	Minimum	Maximum	Impact of Increase in Input on Fair Value [1]
Interest rate derivative						
Interest rate swaptions	28	Option model	Interest rate volatility	3.0	% 4.0	% Decrease
U.S. GMWB hedging instruments						
Equity options	52	Option model	Equity volatility	20	% 30	% Increase
Customized swaps	71	Discounted cash flows	Equity volatility	10	% 50	% Increase
U.S. macro hedge program						
Equity options	133	Option model	Equity volatility	23	% 34	% Increase
International program hedging [2]						
Equity options	(32)	) Option model	Equity volatility	28	% 36	% Increase
Long interest rate swaptions	61	Option model	Interest rate volatility	—	% 3	% Increase
		As of December 31, 2013				
Interest rate derivative						
Interest rate swaps	(24)	) Discounted cash flows	Swap curve beyond 30 years	4.0	% 4.0	% Increase
Long interest rate swaptions	42	Option model	Interest rate volatility	1	% 1	% Increase
U.S. GMWB hedging instruments						
Equity options	72	Option model	Equity volatility	21	% 29	% Increase
Customized swaps	74	Discounted cash flows	Equity volatility	10	% 50	% Increase
U.S. macro hedge program						
Equity options	139	Option model	Equity volatility	24	% 31	% Increase
International program hedging [2]						
Equity options	(35)	) Option model	Equity volatility	24	% 37	% Increase
Short interest rate swaptions	(13)	) Option model	Interest rate volatility	—	% 1	% Decrease
Long interest rate swaptions	50	Option model	Interest rate volatility	1	% 1	% Increase

Conversely, the impact of a decrease in input would have the opposite impact to the fair value as that presented in [1] the table. Changes are based on long positions, unless otherwise noted. Changes in fair value will be inversely impacted for short positions.

[2] Level 3 international program hedging instruments excludes those for which the Company bases fair value on broker quotations.

Securities and derivatives for which the Company bases fair value on broker quotations predominately include ABS, CDOs, corporate, fixed maturities and FVO. 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 months ended March 31, 2014, no significant adjustments were made by the Company to broker prices received.

As of March 31, 2014 and December 31, 2013, excluded from the tables above are limited partnerships and other alternative investments which total \$107 and \$108, 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.

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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. and Japan. The GMWB provides the policyholder with a guaranteed remaining balance (“GRB”) which is generally equal to premiums less withdrawals. If the policyholder’s account value is reduced to the specified level through a combination of market declines and withdrawals but the GRB still has value, the Company is obligated to continue to make annuity payments to the policyholder until the GRB is exhausted. Certain contract provisions can increase the GRB at contractholder election or after the passage of time. 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. The notional value of the embedded derivative is the GRB.

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 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 are 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 requires judgment 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.

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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 are 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 Eurodollar 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. The Company continually monitors policyholder behavior assumptions in response to initiatives intended 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 (commonly referred to as “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 \$(1) and \$(10), for the three months ended March 31, 2014 and 2013. As of March 31, 2014 and December 31, 2013 the credit standing adjustment was \$(2) and \$(1), 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 \$0 and \$1 for the three months ended March 31, 2014 and 2013. As of March 31, 2014 and December 31, 2013 the behavior risk margin was \$101 and \$108, 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 \$14 and \$8, for the three months

ended March 31, 2014 and 2013, respectively.

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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 months ended March 31, 2014 and 2013, for the financial instruments classified as Level 3.

For the three months ended March 31, 2014

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 January 1, 2014	\$147	\$664	\$663	\$1,274	\$ 65	\$69	\$1,272	\$4,154	\$193
Total realized/unrealized gains (losses)									
Included in net income [1], [2], [6]	—	—	23	(14	) (2	) —	(1	) 6	10

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Included in OCI [3]	2	—	(22	)24	5	3	14	26	—	
Purchases	—	—	65	37	—	12	147	261	5	
Settlements	(1	) (14	) (33	) 1	(1	) —	(46	) (94	) —	
Sales	—	—	(87	) (78	) (13	) —	(42	) (220	) (2	)
Transfers into Level 3 [4]	—	72	—	67	—	—	—	139	1	
Transfers out of Level 3 [4]	(92	) (10	) (17	) (68	) —	(6	) (16	) (209	) (1	)
Fair value as of March 31, 2014	\$56	\$712	\$592	\$1,243	\$ 54	\$78	\$1,328	\$4,063	\$206	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2014 [2] [7]	\$—	\$—	\$8	\$(17	) \$(2	) \$—	\$—	\$(11	) \$10	



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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]								Total Free- Standing Derivatives [5]	
	Equity Securities, AFS	Credit Equity	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts		
Fair value as of January 1, 2014	\$77	\$2	\$3	\$18	\$146	\$139	\$(29)	\$17	\$296	
Total realized/unrealized gains (losses)										
Included in net income [1], [2], [6]	(2	)(2	)(1	)(14	)(34	)(10	)15	(1	)(47	)
Included in OCI [3]	4	—	—	—	—	—	—	—	—	
Purchases	—	—	—	—	4	4	9	—	17	
Settlements	—	—	—	—	7	—	—	—	7	
Sales	—	—	—	—	—	—	—	—	—	
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—	
Transfers out of Level 3 [4]	—	—	—	24	—	—	—	—	24	
Fair value as of March 31, 2014	\$79	\$—	\$2	\$28	\$123	\$133	\$(5)	\$16	\$297	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2014 [2] [7]	\$(2	)(1	)\$—	\$(16	)(50	)(10	)\$17	\$—	\$(60	)
Assets					Limited Partnerships and Other Alternative Investments	Reinsurance Recoverable for U.S. GMWB		Separate Accounts		
Fair value as of January 1, 2014					\$108	\$29		\$737		
Total realized/unrealized gains (losses)										
Included in net income [1], [2], [6]					3	(4		)5		
Included in OCI [3]					—	—		—		
Purchases					30	—		130		
Settlements					—	5		(1		)
Sales					(24	)—		(86		)
Transfers into Level 3 [4]					—	—		3		
Transfers out of Level 3 [4]					(10	)—		(26		)
Fair value as of March 31, 2014					\$107	\$30		\$762		
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2014 [2] [7]					\$3	\$(4		)\$5		

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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 Other Policyholder Funds and Benefits Payable	Consumer Notes
Fair value as of January 1, 2014	\$(36	)\$3	\$3	\$(18	)\$(48	)\$(2 )
Transfers to liabilities held for sale	—	—	—	—	—	—
Total realized/unrealized gains (losses)						
Included in net income [1], [2], [6]	36	—	(1	)(1	)34	—
Included in OCI [3]	—	—	—	—	—	—
Settlements	(24	)(1	)—	—	(25	)—
Fair value as of March 31, 2014	\$(24	)\$2	\$2	\$(19	)\$(39	)\$(2 )
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2014 [2] [7]	\$36	\$—	\$(1	)(1	)\$34	\$—

For the three months ended March 31, 2013

Fixed Maturities, AFS

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 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	)(12	)(5	)17	—	—	29	26	15
Included in OCI [3]	25	45	45	(12	)(2	)1	20	122	—
Purchases	23	1	—	26	12	6	91	159	6
Settlements	(5	)(24	)(24	)(59	)(1	)—	(41	)(154	)(1 )
Sales	(34	)(185	)(61	)(281	)(8	)(39	)(192	)(800	)(18 )
Transfers into Level 3 [4]	—	32	26	70	—	—	—	128	1
Transfers out of Level 3 [4]	(9	)—	—	(40	)(6	)(44	)—	(99	)(1 )
Fair value as of March 31, 2013	\$275	\$801	\$840	\$1,722	\$ 51	\$151	\$1,280	\$5,120	\$216
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2013 [2] [7]	\$(4	)\$(2	)(3	)\$(4	)\$ —	\$—	\$—	\$(13	)\$36

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 5. Fair Value Measurements (continued)

Assets (Liabilities)	Freestanding Derivatives [5]								Total Free- Standing Derivatives [5]							
	Equity Securities, AFS	Credit Equity	Equity	Interest Rate	U.S. GMWB Hedging	U.S. Macro Hedge Program	Intl. Program Hedging	Other Contracts								
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]	(6	)2	(22	)7	(190	)	(64	)	(84	)	(1	)	(352	)		
Included in OCI [3]	9	—	—	—	—	—	—	—	—	—	—	—	—	—		
Purchases	1	—	—	(3	)	—	21	(24	)	—	—	—	(6	)		
Settlements	—	—	(3	)	—	—	—	(5	)	—	—	—	(8	)		
Sales	(3	)	—	—	—	—	—	—	—	—	—	—	—	—		
Transfers into Level 3 [4]	—	—	—	—	—	—	—	—	—	—	—	—	—	—		
Transfers out of Level 3 [4]	—	—	—	2	—	—	—	—	—	—	—	—	2	—		
Fair value as of March 31, 2013	\$85	\$6	\$32	\$(26)	\$(329)	\$243	\$(45)	\$(22)	\$561							
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2013 [2] [7]	\$(6	)	\$2	\$(21	)	\$1	\$(185	)	\$(63	)	\$(41	)	\$(1	)	\$(308	)

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]	7	(60	)15	
Included in OCI [3]	—	—	—	
Purchases	60	—	255	
Settlements	—	8	—	
Sales	(21	)	(26	)
Transfers into Level 3 [4]	—	—	—	
Transfers out of Level 3 [4]	(23	)	(4	)
Fair value as of March 31, 2013	\$337	\$139	\$823	
Changes in unrealized gains (losses) included in net income related to financial instruments still held at March 31, 2013 [2] [7]	\$7	\$(60	)\$8	

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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				Total Other Policyholder Funds and Benefits Payable	Consumer Notes
	U.S. Guaranteed Withdrawal Benefits	International Guaranteed Living Benefits	International Other Living Benefits	Equity Linked Notes		
Fair value as of January 1, 2013	\$(1,249	)\$(50	)\$2	\$ (7	)\$(1,304	)\$(2 )
Total realized/unrealized gains (losses)						
Included in net income [1], [2], [6]	456	14	3	(3	)470	—
Included in OCI [3]	—	3	—	—	3	—
Settlements	(2	)(1	)(1	)—	(4	)—
Fair value as of March 31, 2013	\$(795	)\$(34	)\$4	\$ (10	)\$(835	)\$(2 )
Changes in unrealized gains (losses)						
included in net income related to financial instruments still held at March 31, 2013 [2]	\$456	\$14	\$3	\$ (3	)\$470	\$—

[7]

The Company classifies gains and losses on GMWB reinsurance derivatives and Guaranteed Living Benefit 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, 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.

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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 in foreign government securities that align with the accounting for yen-based fixed annuity liabilities, which are adjusted for changes in foreign-exchange spot rates through realized gains and losses. Also included are securities that contain an embedded credit derivative with underlying credit risk primarily related to corporate bonds and commercial real estate. 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 also elected the fair value option for certain investments held within consolidated VIE investment funds. 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 March 31,	
	2014	2013
Assets		
Fixed maturities, FVO		
Corporate	\$2	\$(9)
CDOs	8	6
Foreign government	10	(49)
RMBS	1	—
Total realized capital gains (losses)	\$21	\$(52)

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.

	March 31, 2014	December 31, 2013
Assets		
Fixed maturities, FVO		
ABS	\$12	\$3
CDOs	191	183
CMBS	11	8
Corporate	98	92
Foreign government	588	518
U.S government	1	24
Municipals	2	1
RMBS	106	15
Total fixed maturities, FVO	\$1,009	\$844

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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	March 31, 2014		December 31, 2013	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets					
Policy loans	Level 3	\$1,429	\$1,478	\$1,420	\$1,480
Mortgage loans	Level 3	5,707	5,786	5,598	5,641
Liabilities					
Other policyholder funds and benefits payable [1]	Level 3	\$8,968	\$9,218	\$9,152	\$9,352
Senior notes [2]	Level 2	5,007	5,770	5,206	5,845
Junior subordinated debentures [2]	Level 2	1,100	1,298	1,100	1,271
Revolving Credit Facility	Level 2	243	243	238	238
Consumer notes [3]	Level 3	78	76	82	82

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

[2] Included in long-term debt in the Condensed Consolidated Balance Sheets, except for current maturities, which are included in short-term debt.

[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, 2013.

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.

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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 March	
	31,	
(Before tax)	2014	2013
Gross gains on sales [1]	\$ 197	\$ 1,717
Gross losses on sales	(148)	(82)
Net OTTI losses recognized in earnings	(22)	(21)
Valuation allowances on mortgage loans	—	—
Japanese fixed annuity contract hedges, net [2]	(9)	3
Periodic net coupon settlements on credit derivatives/Japan	3	(6)
Results of variable annuity hedge program		
GMWB derivatives, net	15	47
U.S. macro hedge program	(10)	(85)
Total U.S. program	5	(38)
International program [3]	(32)	(171)
Total results of variable annuity hedge program	(27)	(209)
Other, net [4]	(80)	204
Net realized capital gains (losses)	\$(86)	\$1,606

[1] Includes \$1.5 billion of gains relating to the sales of the Retirement Plans and Individual Life businesses for the three months ended March 31, 2013.

[2] Includes for the three months ended March 31, 2014 and 2013, transactional foreign currency re-valuation related to the Japan fixed annuity product of \$(30) and \$151, respectively, as well as the change in value related to the derivative hedging instruments and the Japan government FVO securities of \$21 and \$(148), respectively.

[3] Includes \$6 and (34) of transactional foreign currency re-valuation for the three months ended March 31, 2014 and 2013, respectively.

[4] For the three months ended March 31, 2014 and 2013, other, net gains and losses includes \$(11) and \$134, respectively, of transactional foreign currency re-valuation associated with the internal reinsurance of the Japan GMIB variable annuity business, which is offset in AOCI. Also includes for the three months ended March 31, 2014 and 2013, \$(28) and \$116, respectively, of other transactional foreign currency revaluation, primarily associated with the internal reinsurance of the Japan 3 wins variable annuity business, of which a portion is offset within realized gains and losses by the change in value of the associated hedging derivatives. Includes \$71 of gains relating to the sales of the Retirement Plans and Individual Life businesses for the three months ended March 31, 2013.

Net realized capital gains and losses from investment sales 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 \$28 and \$1.6 billion, respectively, for the three months ended March 31, 2014 and 2013. Proceeds from sales of AFS securities totaled \$8.6 billion and \$8.7 billion, respectively, for the three months ended March 31, 2014 and 2013.

## 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 March	
	31,	
(Before-tax)	2014	2013

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Balance as of beginning of period	\$ (552	) \$ (1,013	)
Additions for credit impairments recognized on [1]:			
Securities not previously impaired	(7	) (8	)
Securities previously impaired	(11	) (2	)
Reductions for credit impairments previously recognized on:			
Securities that matured or were sold during the period	33	114	
Securities due to an increase in expected cash flows	6	3	
Balance as of end of period	\$ (531	) \$ (906	)

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



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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.

	March 31, 2014					December 31, 2013				
	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	\$2,274	\$29	\$(51)	\$2,252	\$ (2)	\$2,404	\$25	\$(64)	\$2,365	\$ (2)
CDOs [2]	2,343	107	(53)	2,394	—	2,340	108	(59)	2,387	—
CMBS	4,411	198	(41)	4,568	(7)	4,288	216	(58)	4,446	(6)
Corporate Foreign	27,037	2,211	(208)	29,040	(4)	27,013	1,823	(346)	28,490	(7)
govt./govt. agencies	4,092	73	(115)	4,050	—	4,228	52	(176)	4,104	—
Municipal	12,052	688	(58)	12,682	—	11,932	425	(184)	12,173	—
RMBS	4,515	95	(54)	4,556	(3)	4,639	90	(82)	4,647	(4)
U.S. Treasuries	3,731	86	(20)	3,797	—	3,797	7	(59)	3,745	—
Total fixed maturities, AFS	60,455	3,487	(600)	63,339	(16)	60,641	2,746	(1,028)	62,357	(19)
Equity securities, AFS	745	72	(38)	779	—	850	67	(49)	868	—
Total AFS securities	\$61,200	\$3,559	\$(638)	\$64,118	\$ (16)	\$61,491	\$2,813	\$(1,077)	\$63,225	\$ (19)

[1] Represents the amount of cumulative non-credit OTTI losses recognized in OCI on securities that also had credit impairments. These losses are included in gross unrealized losses as of March 31, 2014 and December 31, 2013.

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

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

Contractual Maturity	March 31, 2014	
	Amortized Cost	Fair Value
One year or less	\$2,580	\$2,618
Over one year through five years	11,931	12,526
Over five years through ten years	10,294	10,770
Over ten years	22,107	23,655
Subtotal	46,912	49,569
Mortgage-backed and asset-backed securities	13,543	13,770
Total fixed maturities, AFS	\$60,455	\$63,339

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.

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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.

	March 31, 2014								
	Less Than 12 Months			12 Months or More			Total		
	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses
ABS	\$595	\$592	\$(3 )	\$454	\$406	\$(48 )	\$1,049	\$998	\$(51 )
CDOs [1]	222	219	(3 )	1,842	1,789	(50 )	2,064	2,008	(53 )
CMBS	619	605	(14 )	567	540	(27 )	1,186	1,145	(41 )
Corporate	2,884	2,812	(72 )	1,241	1,105	(136 )	4,125	3,917	(208 )
Foreign govt./govt. agencies	1,173	1,139	(34 )	390	309	(81 )	1,563	1,448	(115 )
Municipal	1,089	1,053	(36 )	252	230	(22 )	1,341	1,283	(58 )
RMBS	1,292	1,274	(18 )	533	497	(36 )	1,825	1,771	(54 )
U.S. Treasuries	1,275	1,260	(15 )	33	28	(5 )	1,308	1,288	(20 )
Total fixed maturities, AFS	9,149	8,954	(195 )	5,312	4,904	(405 )	14,461	13,858	(600 )
Equity securities, AFS	100	94	(6 )	217	185	(32 )	317	279	(38 )
Total securities in an unrealized loss position	\$9,249	\$9,048	\$(201 )	\$5,529	\$5,089	\$(437 )	\$14,778	\$14,137	\$(638 )
	December 31, 2013								
	Less Than 12 Months			12 Months or More			Total		
	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses	Amortized Cost	Fair Value	Unrealized Losses
ABS	\$893	\$888	\$(5 )	\$477	\$418	\$(59 )	\$1,370	\$1,306	\$(64 )
CDOs [1]	137	135	(2 )	1,933	1,874	(57 )	2,070	2,009	(59 )
CMBS	812	788	(24 )	610	576	(34 )	1,422	1,364	(58 )
Corporate	4,922	4,737	(185 )	1,225	1,064	(161 )	6,147	5,801	(346 )
Foreign govt./govt. agencies	2,961	2,868	(93 )	343	260	(83 )	3,304	3,128	(176 )
Municipal	3,150	2,994	(156 )	190	162	(28 )	3,340	3,156	(184 )
RMBS	2,046	2,008	(38 )	591	547	(44 )	2,637	2,555	(82 )
U.S. Treasuries	2,914	2,862	(52 )	33	26	(7 )	2,947	2,888	(59 )
Total fixed maturities, AFS	17,835	17,280	(555 )	5,402	4,927	(473 )	23,237	22,207	(1,028 )
Equity securities, AFS	196	188	(8 )	223	182	(41 )	419	370	(49 )
Total securities in an unrealized loss position	\$18,031	\$17,468	\$(563 )	\$5,625	\$5,109	\$(514 )	\$23,656	\$22,577	\$(1,077 )

[1] Unrealized 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 March 31, 2014, AFS securities in an unrealized loss position, consisted of 2,713 securities, primarily related to corporate securities, municipal securities, and foreign government and government agencies, which are depressed primarily due to an increase in interest rates since the securities were purchased and/or declines in the value of the currency in which the assets are denominated. As of March 31, 2014, 94% of these securities were depressed less than 20% of cost or amortized cost. The decrease in unrealized losses during 2014 was primarily attributable to a decrease in interest rates and tighter credit spreads.

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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 certain floating rate corporate securities with greater than 10 years to maturity concentrated in the financial services sector, foreign government and government agencies, and structured securities with exposure to commercial and residential real estate. Corporate financial services securities are primarily depressed because the securities have floating-rate coupons and/or long-dated maturities. Unrealized losses on foreign government securities are primarily due to depreciation of the Japanese yen in relation to the U.S. dollar. Although credit spreads have continued to tighten over the past five years, current market spreads continue to be wider than spreads at the securities' respective purchase dates for structured securities with exposure to commercial and residential real estate largely due to reduced liquidity as a result of 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

	March 31, 2014			December 31, 2013		
	Amortized Cost [1]	Valuation Allowance	Carrying Value	Amortized Cost [1]	Valuation Allowance	Carrying Value
Total commercial mortgage loans	\$5,724	\$(17 )	\$5,707	\$5,665	\$(67 )	\$5,598

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

As of March 31, 2014 and December 31, 2013, the carrying value of mortgage loans associated with the valuation allowance was \$198 and \$191, respectively. Included in the table above are mortgage loans held-for-sale with a carrying value and valuation allowance of \$48 and \$1, respectively, as of March 31, 2014 and \$61 and \$3, respectively, as of December 31, 2013. The carrying value of these loans is included in mortgage loans in the Company's Condensed Consolidated Balance Sheets. As of March 31, 2014, 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.

	2014	2013
Balance, as of January 1	\$(67 )	\$(68 )
(Additions)/Reversals	—	(2 )
Deductions	50	2
Balance, as of March 31	\$(17 )	\$(68 )

The decline in the valuation allowance as compared to December 31, 2013 resulted from the sale of the underlying collateral supporting a commercial mortgage loan. The loan was fully reserved for and the Company did not recover any funds as a result of the sale.

The weighted-average LTV ratio of the Company's commercial mortgage loan portfolio was 58% as of March 31, 2014, 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. DSCR

compare a property's net operating income to the borrower's principal and interest payments. The weighted average DSCR of the Company's commercial mortgage loan portfolio was 2.35x as of March 31, 2014. The Company held no delinquent commercial mortgage loans as of March 31, 2014.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

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	March 31, 2014		December 31, 2013	
	Carrying Value	Avg. Debt-Service Coverage Ratio	Carrying Value	Avg. Debt-Service Coverage Ratio
Greater than 80%	\$95	0.96x	\$101	0.99x
65% - 80%	1,047	1.90x	1,195	1.82x
Less than 65%	4,565	2.49x	4,302	2.53x
Total commercial mortgage loans	\$5,707	2.35x	\$5,598	2.34x

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

	March 31, 2014		December 31, 2013		
	Carrying Value	Percent of Total	Carrying Value	Percent of Total	
East North Central	\$181	3.2 %	\$187	3.3 %	
Middle Atlantic	408	7.1 %	409	7.3 %	
Mountain	104	1.8 %	104	1.9 %	
New England	383	6.7 %	353	6.3 %	
Pacific	1,543	27.0 %	1,587	28.3 %	
South Atlantic	1,025	18.0 %	899	16.1 %	
West North Central	46	0.8 %	47	0.8 %	
West South Central	338	5.9 %	338	6.0 %	
Other [1]	1,679	29.5 %	1,674	30.0 %	
Total mortgage loans	\$5,707	100.0 %	\$5,598	100.0 %	

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

## Mortgage Loans by Property Type

	March 31, 2014		December 31, 2013		
	Carrying Value	Percent of Total	Carrying Value	Percent of Total	
Commercial					
Agricultural	\$89	1.6 %	\$125	2.2 %	
Industrial	1,721	30.1 %	1,718	30.7 %	
Lodging	27	0.5 %	27	0.5 %	
Multifamily	1,241	21.7 %	1,155	20.6 %	
Office	1,373	24.1 %	1,278	22.8 %	
Retail	1,104	19.3 %	1,140	20.4 %	
Other	152	2.7 %	155	2.8 %	
Total mortgage loans	\$5,707	100.0 %	\$5,598	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 or investment manager and as an investor through normal investment activities, as well as a means of accessing capital through a contingent capital facility. For further information on the contingent capital facility, see Note 15 - Debt of Notes to Condensed Consolidated Financial Statements.

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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

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.

**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 collateral or investment management services and original investment.

	March 31, 2014			December 31, 2013		
	Total Assets	Total Liabilities [1]	Maximum Exposure to Loss [2]	Total Assets	Total Liabilities [1]	Maximum Exposure to Loss [2]
CDOs [3]	\$18	\$20	\$—	\$31	\$33	\$—
Investment funds [4]	167	—	175	164	—	173
Limited partnerships	3	—	3	4	—	4
Total	\$188	\$20	\$178	\$199	\$33	\$177

[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 represent wholly-owned fixed income funds for which the Company has management and control of the investments which is the activity that most significantly impacts its economic performance. Limited partnerships represent one hedge fund of funds 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 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 contingent capital facility were \$16 and \$16, respectively as of March 31, 2014 and \$17 and \$19, respectively, as of December 31, 2013. Additionally, the Company has a maximum exposure to loss of \$3 and \$3, respectively, as of March 31, 2014 and December 31, 2013, 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 Condensed Consolidated Financial Statements included in The Hartford's 2013 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.

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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 and Other Collateral Transactions

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 agreement 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 contain contractual provisions that require additional collateral to be transferred when necessary and provide the counterparty 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. Repurchase agreements include master netting provisions that provide the counterparties the right to offset claims and apply securities held by them in respect of their obligations in the event of a default. Although the Company has the contractual right to offset claims, fixed maturities do not meet the specific conditions for net presentation under U.S. GAAP. 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.

As of March 31, 2014, the Company reported financial collateral pledged relating to repurchase agreements of \$50 in fixed maturities, AFS on the Condensed Consolidated Balance sheets. The Company reported a corresponding obligation to repurchase these securities of \$50 in other liabilities on the Condensed Consolidated Balance sheets.

With respect to dollar roll transactions, the Company reported financial collateral pledged with a fair value of \$97 in fixed maturities, AFS with a corresponding obligation to repurchase \$97 reported in other liabilities, as of March 31, 2014. The Company had no outstanding repurchase agreements or dollar roll transactions as of December 31, 2013. The Company is required by law to deposit securities with government agencies in states where it conducts business. As of March 31, 2014 and December 31, 2013, the fair value of securities on deposit was approximately \$2.4 billion and \$1.9 billion, respectively.

As of March 31, 2014 and December 31, 2013, the Company has pledged as collateral \$282 and \$272, respectively, in Japan government bonds reported in fixed maturities, AFS, associated with short-term debt of \$243 and \$238, respectively.

As of March 31, 2014 and December 31, 2013, the Company has pledged as collateral \$34 and \$34, respectively, of U.S. government securities and government agency securities or cash for letters of credit.

Refer to Derivative Collateral Arrangements section of this note for disclosure of collateral in support of derivative transactions.

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 may enter into 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 Significant Accounting Policies of Notes to Condensed Consolidated Financial Statements, included in The Hartford's 2013 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. The Company also formerly entered into swaps to convert securities or liabilities denominated in a foreign currency to U.S. dollars. The hedge strategies by hedge accounting designation include:

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

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 primarily convert interest receipts on floating-rate fixed maturity securities 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.

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.

Fair value hedges

Interest rate swaps are used to hedge the changes in fair value of fixed maturity securities due to fluctuations in interest rates. Foreign currency swaps were formally 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 ("non-qualifying strategies") primarily include the hedge programs for the Company's 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 and futures

The Company uses interest rate swaps, swaptions 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. As of March 31, 2014 and December 31, 2013 the notional amount of interest rate swaps in offsetting relationships was \$6.9 billion.

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 or referenced index 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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## 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.

## 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 non-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 presents notional and fair value for U.S. GMWB hedging instruments.

	Notional Amount		Fair Value	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Customized swaps	\$7,561	\$ 7,839	\$71	\$ 74
Equity swaps, options, and futures	3,888	4,237	32	44
Interest rate swaps and futures	3,975	6,615	(2)	(77)
Total	\$15,424	\$ 18,691	\$101	\$ 41

## U.S. macro hedge program

The Company utilizes equity options and swaps 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 presents notional and fair value for the U.S. macro hedge program.

	Notional Amount		Fair Value	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Equity options and swaps	7,596	9,934	133	139
Total	\$7,596	\$ 9,934	\$133	\$ 139

## 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 guaranteed remaining balance ("GRB") which is generally equal to premiums less withdrawals. If the policyholder's account value is reduced to the specified level through a combination of market declines and withdrawals but the GRB still has value, the Company is obligated to continue to make annuity payments to the policyholder until the GRB is exhausted. 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. 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 guaranteed minimum death benefits ("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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

The following table presents notional and fair value for the international program hedging instruments.

	Notional Amount		Fair Value	
	March 31, 2014	December 31, 2013	March 31, 2014	December 31, 2013
Credit derivatives	\$350	\$350	\$—	\$5
Currency forwards [1]	15,474	13,410	44	(60 )
Currency options	5,432	12,066	(12	)(54 )
Equity futures	473	999	—	—
Equity options	2,912	3,051	(30	)(30 )
Equity swaps	2,120	4,269	(50	)(119 )
Interest rate futures	551	952	—	—
Interest rate swaps and swaptions	34,216	37,951	146	225
Total	\$61,528	\$73,048	\$98	\$(33 )

As of March 31, 2014 and December 31, 2013 net notional amounts are \$(0.9) billion and \$(1.8) billion, [1] respectively, which include \$7.3 billion and \$5.8 billion, respectively, related to long positions and \$8.2 billion and \$7.6 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 March 31, 2014 and December 31, 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 primarily 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 that are carried at fair value supporting the reinsured reserves.

Derivative Balance Sheet Classification

The following table 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 has elected to offset the fair value amounts, income accruals, and related cash collateral receivables and payables of OTC 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 Company has also elected to offset the fair value amounts, income accruals and related cash collateral receivables and payables of OTC-cleared derivative instruments based on clearing house agreements. The fair value amounts presented below do not include income accruals or related cash collateral receivables and payables, 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 \$0.9 billion and \$1.3 billion as of March 31, 2014, and December 31, 2013, 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 following table. 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. The tables below exclude investments that contain an embedded credit



derivative for which the Company has elected the fair value option. For further discussion, see the Fair Value Option section in Note 5 - Fair Value Measurements.

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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	
	Mar. 31, 2014	Dec. 31, 2013	Mar. 31, 2014	Dec. 31, 2013	Mar. 31, 2014	Dec. 31, 2013	Mar. 31, 2014	Dec. 31, 2013
Cash flow hedges								
Interest rate swaps	\$4,716	\$5,026	\$(49 )	\$(92 )	\$44	\$50	\$(93 )	\$(142 )
Foreign currency swaps	143	143	(7 )	(5 )	2	2	(9 )	(7 )
Total cash flow hedges	4,859	5,169	(56 )	(97 )	46	52	(102 )	(149 )
Fair value hedges								
Interest rate swaps	1,031	1,799	(25 )	(24 )	1	3	(26 )	(27 )
Total fair value hedges	1,031	1,799	(25 )	(24 )	1	3	(26 )	(27 )
Non-qualifying strategies								
Interest rate contracts								
Interest rate swaps and futures	11,106	8,453	(502 )	(487 )	230	171	(732 )	(658 )
Foreign exchange contracts								
Foreign currency swaps and forwards	247	258	(12 )	(9 )	6	6	(18 )	(15 )
Japan 3Win foreign currency swaps	1,571	1,571	(338 )	(354 )	—	—	(338 )	(354 )
Japanese fixed annuity hedging instruments	1,381	1,436	(2 )	(6 )	88	88	(90 )	(94 )
Credit contracts								
Credit derivatives that purchase credit protection	550	938	(10 )	(15 )	1	1	(11 )	(16 )
Credit derivatives that assume credit risk [1]	1,724	1,886	22	33	26	36	(4 )	(3 )
Credit derivatives in offsetting positions	6,339	7,764	(5 )	(7 )	69	76	(74 )	(83 )
Equity contracts								
Equity index swaps and options	362	358	(2 )	(1 )	19	19	(21 )	(20 )
Variable annuity hedge program								
U.S. GMWB product derivatives [2]	21,195	21,512	(24 )	(36 )	—	—	(24 )	(36 )
U.S. GMWB reinsurance contracts	4,280	4,508	30	29	30	29	—	—
U.S. GMWB hedging instruments	15,424	18,691	101	41	278	333	(177 )	(292 )
U.S. macro hedge program	7,596	9,934	133	139	166	178	(33 )	(39 )
International program product derivatives [2]	353	366	4	6	4	6	—	—
International program hedging instruments	61,528	73,048	98	(33 )	542	866	(444 )	(899 )
Other								
Contingent capital facility put option	500	500	16	17	16	17	—	—
Modified coinsurance reinsurance contracts	1,261	1,250	(19 )	67	—	67	(19 )	—
Total non-qualifying strategies	135,417	152,473	(510 )	(616 )	1,475	1,893	(1,985 )	(2,509 )
Total cash flow hedges, fair value hedges, and non-qualifying strategies	\$141,307	\$159,441	\$(591 )	\$(737 )	\$1,522	\$1,948	\$(2,113 )	\$(2,685 )
Balance Sheet Location								

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Fixed maturities, available-for-sale	\$479	\$473	\$(4 )	\$(2 )	\$—	\$1	\$(4 )	\$(3 )
Other investments	53,415	53,219	249	442	674	909	(425 )	(467 )
Other liabilities	60,266	78,055	(806 )	(1,223 )	814	936	(1,620 )	(2,159 )
Consumer notes	9	9	(2 )	(2 )	—	—	(2 )	(2 )
Reinsurance recoverables	5,541	5,758	11	96	30	96	(19 )	—
Other policyholder funds and benefits payable	21,597	21,927	(39 )	(48 )	4	6	(43 )	(54 )
Total derivatives	\$141,307	\$159,441	\$(591 )	\$(737 )	\$1,522	\$1,948	\$(2,113 )	\$(2,685 )

[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.

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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, 2013 was primarily due to the following:

The decrease in notional amount related to the international program hedging instruments resulted from a reduction in the liability position due to continued elevated surrender and withdrawal rates as well as portfolio re-balancing including the termination of offsetting positions and the expiration of certain out-of-the-money options.

The decrease in notional amount related to the U.S. GMWB hedging instruments was primarily driven by the expiration of certain out-of-the-money options.

These declines in notional amount were partially offset by an increase in notional amount related to non-qualifying interest rate swaps and futures related to duration shortening positions.

## Change in Fair Value

The net increase in the total fair value of derivative instruments since December 31, 2013 was primarily related to the following:

The fair value associated with the international program hedging instruments increased primarily from re-balancing of the portfolio, partially offset by a decrease in volatility and interest rates.

The fair value related to the combined U.S. GMWB hedging program, which includes the GMWB product, reinsurance, and hedging derivatives, was primarily driven by outperformance of underlying actively managed funds compared to their respective indices.

## 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 related cash collateral receivables and payables associated with derivative instruments that are traded under a common master netting agreement, as described above. Also included in the tables are financial collateral receivables and payables, which are contractually permitted to be offset upon an event of default, although are disallowed for offsetting under U.S. GAAP.

As of March 31, 2014

	(i)	(ii)	(iii) = (i) - (ii)	(iv)	(v) = (iii) - (iv)
				Collateral Disallowed for Offset in the Statement of Financial Position	
			Net Amounts Presented in the Statement of Financial Position	Financial Collateral Received [4]	Net Amount
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Statement of Financial Position	Derivative Assets [1]	Accrued Interest and Cash Collateral Received [2]	
Description			Derivative Liabilities [3]	Cash Collateral Pledged [4]	
Other investments	\$1,488	\$1,212	\$249	\$184	\$92
	Gross Amounts of Recognized	Gross Amounts Offset in the	Derivative Liabilities [3]	Cash Collateral Pledged [4]	Net Amount

Description	Liabilities	Statement of Financial Position	Pledged [3]
Other liabilities	\$ (2,045	) \$ (1,104	) \$ (806
		) \$ (135	) \$ (1,017
			) \$ 76

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

As of December 31, 2013

Description	(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]	Collateral Disallowed for Offset in the Statement of Financial Position Financial Collateral Received [4]	Net Amount
Other investments	\$ 1,845	\$ 1,463	\$ 442	\$(60)	\$ 242	\$ 140
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	\$(2,626)	\$(1,496)	\$(1,223)	\$ 93	\$(1,204)	\$ 74

[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 and is limited to the net derivative receivable associated with each counterparty.

[3] Included in other liabilities in the Company's Condensed Consolidated Balance Sheets and is limited to the net derivative payable associated with each counterparty.

[4] Excludes collateral associated with exchange-traded derivative instruments.

**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 March 31, 2014	Three Months Ended March 31, 2014
2013	2013

Interest rate swaps	\$44	\$(71	) \$(1	)\$—
Foreign currency swaps	(1	)1	—	—
Total	\$43	\$(70	) \$(1	)\$—

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

## Derivatives in Cash Flow Hedging Relationships

	Location	Gain or (Loss) Reclassified from AOCI into Income (Effective Portion) Three Months Ended March 31,	
		2014	2013
Interest rate swaps	Net realized capital gain/(loss)	\$1	\$73
Interest rate swaps	Net investment income	23	24
Foreign currency swaps	Net realized capital gain/(loss)	—	(3
Total		\$24	\$94

As of March 31, 2014 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 \$78. 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 two years.

During the three months ended March 31, 2014 and March 31, 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.

## 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 March 31,			
	2014		2013	
	Derivative	Hedge Item	Derivative	Hedge Item
Interest rate swaps				
Net realized capital gain/(loss)	\$(2	)\$2	\$6	\$(8
Foreign currency swaps				
Net realized capital gain/(loss)	—	—	(2	)2
Benefits, losses and loss adjustment expenses	—	—	(1	)1
Total	\$(2	)\$2	\$3	\$(5

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.



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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 March	
	31,	2013
	2014	2013
Interest rate contracts		
Interest rate swaps and forwards	\$(56	)\$18
Foreign exchange contracts		
Foreign currency swaps and forwards	1	2
Japan 3Win foreign currency swaps [1]	15	(130
Japanese fixed annuity hedging instruments [2]	12	(101
Credit contracts		
Credit derivatives that purchase credit protection	(4	)(9
Credit derivatives that assume credit risk	(1	)14
Equity contracts		
Equity index swaps and options	—	(20
Variable annuity hedge program		
U.S. GMWB product derivatives	36	456
U.S. GMWB reinsurance contracts	(4	)(60
U.S. GMWB hedging instruments	(17	)(349
U.S. macro hedge program	(10	)(85
International program product derivatives	(1	)8
International program hedging instruments	(31	)(179
Other		
Contingent capital facility put option	(1	)(2
Modified coinsurance reinsurance contracts	(19	)5
Total [3]	\$(80	)(432

[1] The associated liability is adjusted for changes in foreign exchange spot rates through realized capital gains and was \$(28) and \$116 for the three months ended March 31, 2014 and 2013, respectively.

[2] The associated liability is adjusted for changes in foreign exchange spot rates through realized capital gains and was \$(30) and \$151 for the three months ended March 31, 2014 and 2013, respectively.

[3] Excludes investments that contain an embedded credit derivative for which the Company has elected the fair value option. For further discussion, see the Fair Value Option section in Note 5 - Fair Value Measurements.

For the three months ended March 31, 2014 the net realized capital gain (loss) related to derivatives used in non-qualifying strategies was primarily comprised of the following:

- The net losses related to interest rate contracts were driven by a decline in U.S interest rates.

- The net losses associated with the international program hedging instruments were primarily driven by a decrease in volatility and interest rates.

- The net loss on the U.S. macro hedge program was primarily due to decreased volatility and an improvement in domestic equity markets.

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The loss associated with modified coinsurance reinsurance contracts, which are accounted for as embedded derivatives and transfer to the reinsurer the investment experience related to the assets supporting the reinsured policies, was driven by a decline in interest rates and credit spread tightening during the quarter. The assets remain on the Company's books and the Company recorded an offsetting gain in AOCI as a result of the increase in market value of the bonds.

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 outperformance of underlying actively managed funds compared to their respective indices.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

In addition, for the three months ended March 31, 2014, the Company received gains of \$7 on derivative instruments as a result of prior counterparty losses related to the bankruptcy of Lehman Brothers Inc. The losses were the result of the contractual collateral threshold amounts and open collateral calls prior to the bankruptcy filing as well as interest rate and credit spread movements from the date of the last collateral call to the date of the bankruptcy filing. For the three months ended March 31, 2013 the net realized capital gain (loss) related to derivatives used in non-qualifying strategies was primarily comprised of the following:

- The net loss associated with the international program hedging instruments was primarily driven by an improvement in global equity markets and depreciation of the Japanese yen in relation to the euro and the U.S. dollar. These losses were partially offset by gains due to a decrease in Japanese interest rates.

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.

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 favorable policyholder behavior.

The net loss on the U.S. macro hedge program was primarily due to an improvement in domestic equity markets, passage of time and lower equity volatility.

For additional disclosures regarding contingent credit related features in derivative agreements, see Note 10 - Separate Accounts, Death Benefits and Other Insurance Benefit Features of Notes to Condensed Consolidated Financial Statements.

**Credit Risk Assumed through Credit Derivatives**

The Company enters into credit default swaps that assume credit risk of a single entity or referenced index 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 March 31, 2014 and December 31, 2013.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 6. Investments and Derivative Instruments (continued)

As of March 31, 2014

Credit Derivative type by derivative risk exposure	Notional Amount [2]	Fair Value	Weighted Average Years to Maturity	Underlying Referenced Credit Obligation(s) [1]			
				Type	Average Credit Rating	Offsetting Notional Amount [3]	Offsetting Fair Value [3]
Single name credit default swaps							
Investment grade risk exposure	\$ 466	\$ 7	3 years	Corporate Credit/ Foreign Gov.	A-	\$ 282	\$(7 )
Below investment grade risk exposure	24	—	Less than 1 year	Corporate Credit	CCC	24	—
Basket credit default swaps [4]							
Investment grade risk exposure	3,468	50	3 years	Corporate Credit	BBB+	2,343	(34 )
Below investment grade risk exposure	60	4	5 years	Corporate Credit	B	—	—
Investment grade risk exposure	331	(5 )	3 years	CMBS Credit	AA-	326	6
Below investment grade risk exposure	195	(28 )	3 years	CMBS Credit	B	195	28
Embedded credit derivatives							
Investment grade risk exposure	350	338	3 years	Corporate Credit	A-	—	—
Total [5]	\$ 4,894	\$ 366				\$ 3,170	\$(7 )

As of December 31, 2013

Credit Derivative type by derivative risk exposure	Notional Amount [2]	Fair Value	Weighted Average Years to Maturity	Underlying Referenced Credit Obligation(s) [1]			
				Type	Average Credit Rating	Offsetting Notional Amount [3]	Offsetting Fair Value [3]
Single name credit default swaps							
Investment grade risk exposure	\$ 1,259	\$ 8	1 year	Corporate Credit/ Foreign Gov.	A-	\$ 1,066	\$(9 )
Below investment grade risk exposure	24	—	1 year	Corporate Credit	CCC	24	(1 )
Basket credit default swaps [4]							
Investment grade risk exposure	3,447	50	3 years	Corporate Credit	BBB	2,270	(35 )
Below investment grade risk exposure	166	15	5 years	Corporate Credit	BB-	—	—
Investment grade risk exposure	327	(7 )	3 years	CMBS Credit	A	327	7
Below investment grade risk exposure	195	(31 )	3 years	CMBS Credit	B-	195	31
Embedded credit derivatives							
Investment grade risk exposure	350	339	3 years	Corporate Credit	BBB+	—	—
Total [5]	\$ 5,768	\$ 374				\$ 3,882	\$(7 )

The average credit ratings are based on availability and the midpoint of the applicable ratings among Moody's, [1] S&P, Fitch and Morningstar. 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.

[4] Includes \$4.1 billion and \$4.1 billion as of March 31, 2014 and December 31, 2013, 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.

[5] Excludes investments that contain an embedded credit derivative for which the Company has elected the fair value option. For further discussion, see the Fair Value Option section in Note 5 - Fair Value Measurements.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

6. Investments and Derivative Instruments (continued)

Derivative Collateral Arrangements

The Company enters into various collateral arrangements in connection with its derivative instruments, which require both the pledging and accepting of collateral. As of March 31, 2014 and December 31, 2013 the Company pledged securities collateral associated with derivative instruments with a fair value of \$1.1 billion and \$1.3 billion, respectively, which have been included in fixed maturities on the Consolidated Balance Sheets. The counterparties have the right to sell or re-pledge these securities. The Company also pledged cash collateral associated with derivative instruments with a fair value of \$107 and \$347, respectively, as of March 31, 2014 and December 31, 2013 which have been primarily included within other assets on the Company's Condensed Consolidated Balance Sheets. As of March 31, 2014 and December 31, 2013 the Company accepted cash collateral associated with derivative instruments with a fair value of \$235 and \$180, respectively, which was invested and recorded in the Consolidated Balance Sheets in fixed maturities and short-term investments with corresponding amounts recorded in other liabilities. The Company also accepted securities collateral as of March 31, 2014 and December 31, 2013 of \$184 and \$243, respectively, of which the Company has the ability to sell or repledge \$136 and \$191, respectively. As of March 31, 2014 and December 31, 2013 the fair value of repledged securities totaled \$0 and \$39, respectively, and the Company did not sell any securities. In addition, as of March 31, 2014 and December 31, 2013 non-cash collateral accepted was held in separate custodial accounts and was not included in the Company's Consolidated Balance Sheets.

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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.

## Reinsurance Recoverables

Reinsurance recoverables include balances due from reinsurance companies and are presented net of an allowance for uncollectible reinsurance. Reinsurance recoverables include 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 Company's reinsurance recoverables are summarized as follows:

	As of March 31, 2014	As of December 31, 2013
Property and Casualty Insurance Products:		
Paid loss and loss adjustment expenses	\$ 115	\$ 138
Unpaid loss and loss adjustment expenses	2,862	2,841
Gross reinsurance recoverable	2,977	2,979
Allowance for uncollectible reinsurance	(245	)(244
Net reinsurance recoverables	\$2,732	\$2,735
Life Insurance Products:		
Future policy benefits and unpaid loss and loss adjustment expenses and other policyholder funds and benefits payable		
Sold businesses (MassMutual and Prudential)	\$ 19,146	\$ 19,374
Other reinsurers	1,261	1,221
Net reinsurance recoverables	\$20,407	\$20,595
Reinsurance recoverables, net	\$23,139	\$23,330

As of March 31, 2014, the Company has reinsurance recoverables from MassMutual and Prudential of \$9.1 billion and \$10.0 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 March 31, 2014, the fair value of assets held in trust securing the reinsurance recoverables from MassMutual and Prudential were \$9.7 billion and \$8.1 billion, respectively. As of March 31, 2014, the Company has no reinsurance-related concentrations of credit risk greater than 10% of the Company's consolidated stockholders' equity.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 7. Reinsurance (continued)

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.

## Insurance Revenues

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

	Three Months Ended March 31,	
	2014	2013
Premiums Written		
Direct	\$2,718	\$2,796
Assumed	69	62
Ceded	(189)	(335)
Net	\$2,598	\$2,523
Premiums Earned		
Direct	\$2,606	\$2,573
Assumed	65	60
Ceded	(202)	(208)
Net	\$2,469	\$2,425

Ceded losses, which reduce losses and loss adjustment expenses incurred, were \$105 and \$133 for the three months ended March 31, 2014 and 2013.

The effect of reinsurance on life insurance earned premiums and fee income is as follows:

	Three Months Ended March 31,	
	2014	2013
Gross earned premiums and fee income	\$1,666	\$1,703
Reinsurance assumed	48	33
Reinsurance ceded	(438)	(392)
Net	\$1,276	\$1,344

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 \$215 and \$232 for the three months ended



March 31, 2014, and 2013, respectively.

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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

Changes in the DAC balance are as follows:

	Three Months Ended March	
	2014	2013
Balance, beginning of period	\$2,161	\$5,725
Deferred costs	350	332
Amortization — DAC	(408)	(432)
Amortization — Unlock benefit (charge), pre-tax [1]	12	(904)
Amortization — DAC related to business dispositions [2] [3]	—	(2,229)
Adjustments to unrealized gains and losses on securities AFS and other	(23)	25
Effect of currency translation	—	(86)
Balance, end of period	\$2,092	\$2,431

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.

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

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 2013.

## 9. Sales Inducements

Changes in sales inducement activity are as follows:

	Three Months Ended March	
	2014	2013
Balance, beginning of period	\$149	\$325
Amortization — Unlock benefit (charge) [1]	1	(56)
Amortization charged to income	(7)	(11)
Amortization related to business dispositions [2]	—	(71)
Balance end of period	\$143	\$187

Includes Unlock charge of \$52 in the first quarter of 2013 related to elimination of future estimated gross profits on 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 Retirement Plans and Individual Life businesses, respectively. For further information, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 10. 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, 2014	\$849	\$272	\$1,802
Incurred	46	15	56
Paid	(30)	) (8	) —
Unlock	(11	) 3	—
Currency translation adjustment	—	6	—
Liability balance as of March 31, 2014	\$854	\$288	\$1,858
Reinsurance recoverable asset, as of January 1, 2014	\$533	\$23	\$1,802
Incurred	26	2	56
Paid	(22	) (2	) —
Unlock	(5	) 6	—
Currency translation adjustment	—	—	—
Reinsurance recoverable asset, as of March 31, 2014	\$532	\$29	\$1,858
	U.S. GMDB	International GMDB/GMIB	UL Secondary Guarantees
Liability balance as of January 1, 2013	\$918	\$661	\$363
Incurred	46	30	66
Paid	(40	) (32	) —
Unlock	(52	) (113	) —
Impact of reinsurance transaction	—	—	1,145
Currency translation adjustment	—	(54	) —
Liability balance as of March 31, 2013	\$872	\$492	\$1,574
Reinsurance recoverable asset, as of January 1, 2013	\$608	\$36	\$21
Incurred	27	3	68
Paid	(28	) (6	) —
Unlock	(28	) (10	) —
Impact of reinsurance transaction	—	—	1,485
Currency translation adjustment	—	(3	) —
Reinsurance recoverable asset, as of March 31, 2013	\$579	\$20	\$1,574

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

The following table provides details concerning GMDB and GMIB exposure as of March 31, 2014:  
Individual Variable and Group Annuity Account Value by GMDB/GMIB Type

Maximum anniversary value ("MAV") [1]	Account Value ("AV") [8]	Net Amount at Risk ("NAR") [10]	Retained Net Amount at Risk ("RNAR") [10]	Weighted Average Attained Age of Annuitant
MAV only	\$18,971	\$2,836	\$492	69
With 5% rollup [2]	1,563	227	64	69
With Earnings Protection Benefit Rider ("EPB") [3]	4,735	615	85	68
With 5% rollup & EPB	576	117	26	70
Total MAV	25,845	3,795	667	
Asset Protection Benefit ("APB") [4]	17,717	256	174	68
Lifetime Income Benefit ("LIB") — Death Benefit [5]	733	8	8	67
Reset [6] (5-7 years)	3,205	66	65	69
Return of Premium ("ROP") [7]/Other	12,047	67	57	67
Subtotal U.S. GMDB	59,547	4,192	971	68
Less: General Account Value with U.S. GMDB	4,249			
Subtotal Separate Account Liabilities with GMDB	55,298			
Separate Account Liabilities without U.S. GMDB	83,194			
Total Separate Account Liabilities	\$138,492			
Japan GMDB [9], [11]	\$17,800	\$955	\$668	71
Japan GMIB [9], [11]	\$16,309	\$164	\$164	71

[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 \$15.1 billion as of March 31, 2014. The GRB related to the Japan GMAB and GMWB was \$353 as of March 31, 2014. 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 March 31, 2014, 30% of the GMDB RNAR and 74% 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.

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

Asset type	As of March 31, 2014	As of December 31, 2013
Equity securities (including mutual funds)	\$50,866	\$52,858
Cash and cash equivalents	4,432	4,605
Total	\$55,298	\$57,463

As of March 31, 2014 and December 31, 2013, approximately 17% of the equity securities above were invested in fixed income securities through these funds and approximately 83% 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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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.

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. In March 2014, the plaintiffs filed a new complaint that, among other things, added as new plaintiffs The Hartford Floating Rate Fund and The Hartford Small Company Fund and named as a defendant Hartford Funds

Management Company, LLC (“HFMC”), an indirect subsidiary of the Company which assumed the role as advisor to the funds as of January 2013. HFMC and HIFSCO dispute the allegations and intend to defend vigorously.

Asbestos and Environmental Claims – As discussed in Note 12, Commitments and Contingencies, of Notes to Condensed Consolidated Financial Statements under the caption “Asbestos and Environmental Claims”, included in the Company’s 2013 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.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 11. Commitments and Contingencies (continued)

## 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 March 31, 2014 is \$1.0 billion. Of this \$1.0 billion the legal entities have posted collateral of \$1.1 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 March 31, 2014 a downgrade of one level below the current financial strength ratings by either Moody's or S&P could require approximately an additional \$10 to be posted as collateral. Based on derivative market values as of March 31, 2014 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 \$30 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 agency securities.

On March 6, 2014, Moody's lowered its counterparty credit and insurer financial strength ratings on Hartford Life Insurance Company to Baa2. Given this downgrade action, termination rating triggers of four derivative counterparty relationships were impacted. The counterparties have the right to terminate the relationships and would have to settle the outstanding derivatives prior to exercising termination rights. The Company is in the process of re-negotiating the rating triggers 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 March 31, 2014 the notional amount and fair value related to these counterparties are \$10.3 billion and \$(34), respectively.

## 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 March 31,		Three Months Ended March 31,	
	2014	2013	2014	2013
Service cost	\$—	\$—	\$—	\$—
Interest cost	64	60	3	3
Expected return on plan assets	(81)	(79)	(4)	(3)
Amortization of prior service credit	—	—	(2)	(2)
Amortization of actuarial loss	11	14	1	—
Net periodic benefit cost	\$(6)	\$(5)	\$(2)	\$(2)

## 13. Stock Compensation Plans

The Company has four stock-based compensation plans which are described in Note 19 - Stock Compensation Plans of Notes to Consolidated Financial Statements included in The Hartford's 2013 Annual Report on Form 10-K. 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. In 2014 and 2013, the Company issued shares from treasury in satisfaction of stock-based compensation.

	Three Months Ended March	
	2014	2013
Stock-based compensation plans expense	\$19	\$14
Income tax benefit	(7	)(5
Total stock-based compensation plans expense, after-tax	\$12	\$9

The Company did not capitalize any cost of stock-based compensation. As of March 31, 2014, the total compensation cost related to non-vested awards not yet recognized was \$144, which is expected to be recognized over a weighted average period of 2.4 years.

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 14. Discontinued Operations

On December 12, 2013, the Company completed the sale of HLIL, an indirect wholly-owned subsidiary. For further information regarding the sale of HLIL, see Note 2 - Business Dispositions of Notes to Condensed Consolidated Financial Statements.

The following table summarizes the amounts related to discontinued operations in the Condensed Consolidated Statements of Operations.

	Three Months Ended March 31, 2013	
Revenues		
Fee income	\$8	
Net investment income:		
Equity securities, trading	138	
Net realized capital losses	(11	)
Total revenues	135	
Benefits, losses and expenses		
Benefits losses and loss adjustment expenses	1	
Benefits, losses and loss adjustment expenses - returns credited on international variable annuities	138	
Insurance operating costs and other expenses	8	
Total benefits, losses and expenses	147	
Loss before income taxes	(12	)
Income tax benefit	(11	)
Loss from operations of discontinued operations, net of tax	(1	)

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 15. Debt

The Company's long-term debt securities are issued by either HFSG Holding Company or HLI, 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. The Company's revolving credit facility debt is secured by Japan government bonds and is drawn by HLIKK.

Debt is carried net of discount. Short-term and long-term debt by issuance are as follows:

	As of	
	March 31, 2014	December 31, 2013
Revolving Credit Facility	\$243	\$238
Senior Notes and Debentures		
4.75% Notes, due 2014	—	200
4.0% Notes, due 2015	289	289
7.3% Notes, due 2015	167	167
5.5% Notes, due 2016	275	275
5.375% Notes, due 2017	415	415
4.0% Notes, due 2017	295	295
6.3% Notes, due 2018	320	320
6.0% Notes, due 2019	413	413
5.5% Notes, due 2020	499	499
5.125% Notes, due 2022	797	796
7.65% Notes, due 2027	79	79
7.375% Notes, due 2031	63	63
5.95% Notes, due 2036	298	298
6.625% Notes, due 2040	295	295
6.1% Notes, due 2041	326	326
6.625% Notes, due 2042	178	178
4.3% Notes, due 2043	298	298
Junior Subordinated Debentures		
7.875% Notes, due 2042	600	600
8.125% Notes, due 2068	500	500
Total Notes and Debentures	\$6,107	\$6,306
Less: Current maturities	289	200
Long-term Debt	\$5,818	\$6,106
Total Debt	\$6,350	\$6,544
Revolving Credit Facilities		

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 March 31, 2014, the Company was in compliance with all financial covenants under the Credit Facility.



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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 15. Debt (continued)

HLIKK has four revolving credit facilities in support of operations. Two of the credit facilities have no amounts drawn as of March 31, 2014 with borrowing limits of approximately ¥5 billion, or \$49 each, and individually have expiration dates of September 30, 2014 and January 5, 2015. In December 2013, HLIKK entered into two new revolving credit facility agreements with two Japanese banks in order to finance certain withholding taxes on mutual fund gains, that are subsequently credited to HLIKK's tax liability when HLIKK files its income tax returns. As of March 31, 2014, HLIKK had drawn the total borrowing limits of ¥5 billion, or \$49, and ¥20 billion, or \$194 on these credit facilities. The ¥5 billion credit facility accrues interest at a variable rate based on the one month Tokyo Interbank Offering Rate ("TIBOR") plus 3 bps; as of March 31, 2014 the interest rate was 17 bps. The ¥20 billion credit facility accrues interest at a variable rate based on TIBOR plus 3 bps, or the actual cost of funding; as of March 31, 2014 the interest rate was 18 bps. Both of the credit facilities expire on September 30, 2014.

## 16. Equity

In January 2014, the Board of Directors approved an increase in the Company's authorized equity repurchase program that provides the Company with the ability to repurchase \$2 billion in equity during the period commencing on January 1, 2014 and ending on December 31, 2015.

During the three months ended March 31, 2014, the Company repurchased 8.8 million common shares for \$300. In addition, the Company repurchased 8.7 million common shares, for \$300, from April 1, 2014 to April 23, 2014. The warrants outstanding at March 31, 2014 were 22.6 million.

The declaration of a quarterly common stock dividend of \$0.15 during the first quarter of 2014 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 March 31, 2014 was \$9.478.

## 17. 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 15 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 March 31, 2014. Additional costs, mainly severance benefits and other related costs and professional fees, expected to be incurred subsequent to March 31, 2014, and asset impairment and related charges, will be expensed as appropriate.

In 2013, the Company initiated a plan to consolidate its real estate operations, including the intention to exit certain facilities and relocate employees. The consolidation of real estate 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 \$313, 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, including costs incurred to date, as of March 31, 2014 are as follows:

Property & Casualty Commercial	\$9
Consumer Markets	3
Group Benefits	1
Mutual Funds	4

Talcott Resolution	70
Corporate	287
Total restructuring and other costs, pre-tax	\$374

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 17. Restructuring and Other Costs (continued)

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

	Three Months Ended March 31,	
	2014	2013
Severance benefits and related costs	\$3	\$13
Professional fees	1	5
Asset impairment charges	16	—
Other contract termination charges	—	—
Total restructuring and other costs	\$20	\$18

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 March 31,	
	2014	2013
Property & Casualty Commercial	\$—	\$—
Consumer Markets	—	—
Group Benefits	—	—
Mutual Funds	—	1
Talcott Resolution	—	1
Corporate	20	16
Total restructuring and other costs	\$20	\$18

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

	Three Months Ended March 31, 2014				
	Severance Benefits and Related Costs	Professional Fees	Asset impairment charges	Other Contract Termination Charges	Total Restructuring and Other Costs
Balance, beginning of period	\$22	\$—	\$—	\$6	\$28
Accruals/provisions	3	1	16	—	20
Payments/write-offs	(10)	(1)	(16)	—	(27)
Balance, end of period	\$15	\$—	\$—	\$6	\$21
	Three Months Ended March 31, 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	13	5	—	—	18
Payments/write-offs	(19)	(3)	—	—	(22)
Balance, end of period	\$64	\$2	\$—	\$—	\$66

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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

## 18. Changes in and Reclassifications From Accumulated Other Comprehensive Income

Changes in AOCI, net of tax and DAC, by component consist of the following:

Three months ended March 31, 2014

	Net Unrealized Gain on Securities	OTTI Losses in OCI	Net Gain (Loss) on Flow Hedging Instruments	Foreign Currency Translation Adjustments	Pension and Other Postretirement Plan Adjustments	Total AOCI
Beginning balance	\$987	\$(12)	)\$108	\$91	\$(1,253)	)(79)
OCI before reclassifications	717	3	29	17	13	779
Amounts reclassified from AOCI	(18)	)(1)	)(16)	)—	(6)	)(41)
Net OCI	699	2	13	17	7	738
Ending balance	\$1,686	\$(10)	)\$121	\$108	\$(1,246)	)\$659

Reclassifications from AOCI for the three months ended March 31, 2014 consist of the following:

AOCI	Amount Reclassified from AOCI	Affected Line Item in the Condensed Consolidated Statement of Operations
	Three months ended March 31, 2014	
Net Unrealized Gain on Securities Available-for-sale securities [1]	\$28 28 10 \$18	Net realized capital gains (losses) Total before tax Income tax expense Net income (loss)
OTTI Losses in OCI Other than temporary impairments	\$2 2 1 \$1	Net realized capital gains (losses) Total before tax Income tax expense (benefit) Net income (loss)
Net Gains on Cash Flow Hedging Instruments		
Interest rate swaps [2]	\$1	Net realized capital gains (losses)
Interest rate swaps	23	Net investment income
Foreign currency swaps	— 24 8 \$16	Net realized capital gains (losses) Total before tax Income tax expense Net income (loss)
Pension and Other Postretirement Plan Adjustments		
Amortization of prior service costs	\$(2)	Insurance operating costs and other expenses
Amortization of actuarial gains (losses)	12 10 4 6	Insurance operating costs and other expenses Total before tax Income tax expense Net income (loss)
Total amounts reclassified from AOCI	\$41	Net income (loss)





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THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

Three months ended March 31, 2013

	Net Unrealized Gain on Securities	OTTI Losses in OCI	Net Gain (Loss) on Cash Flow Hedging Instruments	Foreign Currency Translation Adjustments	Pension and Other Postretirement Plan Adjustments	Total AOCI
Beginning balance	\$3,418	\$(47	)\$428	\$406	\$(1,362	)\$2,843
OCI before reclassifications	161	23	(47	)(220	)—	(83 )
Amounts reclassified from AOCI	(1,050	)(8	)(61	)—	8	(1,111 )
Net OCI	(889	)15	(108	)(220	)8	(1,194 )
Ending balance	\$2,529	\$(32	)\$320	\$186	\$(1,354	)\$1,649

Reclassifications from AOCI for the three months ended March 31, 2013 consist of the following:

AOCI	Amount Reclassified from AOCI	Affected Line Item in the Condensed Consolidated Statement of Operations
	Three months ended March 31, 2013	
Net Unrealized Gain on Securities Available-for-sale securities [1]	\$1,616 1,616 566 \$1,050	Net realized capital gains (losses) Total before tax Income tax expense