

HARTFORD FINANCIAL SERVICES GROUP INC/DE
Form 10-Q/A
March 01, 2013
Table of Contents

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

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

For the quarterly period ended September 30, 2012

or

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

For the transition period from _____ to _____

Commission file number 001-13958

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

13-3317783

(State or other jurisdiction of incorporation or organization)

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

One Hartford Plaza, Hartford, Connecticut 06155
(Address of principal executive offices) (Zip Code)
(860) 547-5000

(Registrant's telephone number, including area code)

Indicate by check mark:

Yes No

• whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

..

• whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

..

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

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

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

As of February 21, 2013, there were outstanding 436,598,310 shares of Common Stock, \$0.01 par value per share, of the registrant.

Table of Contents

EXPLANATORY NOTE

(Dollar amounts in millions, unless otherwise stated)

The Hartford Financial Services Group, Inc. (collectively, "The Hartford", the "Company", "we", or "our") is filing this Amendment No. 1 on Form 10-Q/A to amend and restate in their entirety the following items of our Quarterly Report on Form 10-Q for the three and nine months ended September 30, 2012 as originally filed with the Securities and Exchange Commission on November 1, 2012 (the "Original Form 10-Q"): (i) Item 1 of Part I, "Financial Statements," (ii) Item 2 of Part I, "Management's Discussion and Analysis of Financial Condition and Results of Operations," (iii) Item 4 of Part I, "Controls and Procedures" and (iv) Item 6 of Part II, "Exhibits". We have also updated the signature page, the Deloitte & Touche LLP Letter of Awareness in Exhibit 15.01, the certifications of our Chief Executive Officer and Principal Financial Officer in Exhibits 31.01, 31.02, 32.01 and 32.02, respectively, and our financial statements formatted in Extensible Business Reporting Language (XBRL) in Exhibits 101. No other sections were affected, or have been changed; however for the convenience of the reader, this report on Form 10-Q/A restates in its entirety, as amended, our Original Form 10-Q. This report on Form 10-Q/A is presented as of the filing date of the Original Form 10-Q and does not reflect events occurring after that date, or modify or update disclosures in any way, other than as required to reflect the restatement described below, the change in definition of the non-GAAP measure core earnings to be consistent with the manner in which management assesses the Company's performance and the closing of certain specified transactions as described herein.

On September 27, 2012, the Company announced it had entered into a definitive agreement to sell its Individual Life insurance business to The Prudential Insurance Company of America ("Prudential"), a subsidiary of Prudential Financial, Inc., (the "Transaction") for cash consideration of \$615 consisting primarily of a ceding commission. The sale, which is structured as a reinsurance transaction, closed on January 2, 2013. As part of the agreement, the Company will continue to sell life insurance products and riders during a transition period, and Prudential will assume all expenses and risk for these sales through a reinsurance agreement.

Based on accounting review and validation procedures performed in connection with the financial reporting and close process for the fourth quarter of 2012 and subsequent to the filing of the Original Form 10-Q, the Company identified that the impact of certain reinsurance recoverable balances associated with the Transaction was incorrectly omitted in determining the estimated gain or loss on disposition associated with the Transaction. As a result of such identification, the Company concluded that it would be necessary to recognize an estimated pre-tax reinsurance loss on disposition of \$533 comprised of the impairment of goodwill attributed to the Individual Life business of \$342 and a loss accrual for premium deficiency of \$191, which should have been recorded in the third quarter of 2012. The estimate is subject to change pending final determination of net assets sold, transaction costs, and other adjustments.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.
 QUARTERLY REPORT ON FORM 10-Q/A
 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2012
 TABLE OF CONTENTS

Item	Description	Page
<u>Part I. FINANCIAL INFORMATION</u>		
1.	<u>Financial Statements</u>	
	<u>Report of Independent Registered Public Accounting Firm</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Operations — For the Three and Nine Months Ended September 30, 2012 and 2011</u>	<u>7</u>
	<u>Condensed Consolidated Statements of Comprehensive Income — For the Three and Nine Months Ended September 30, 2012 and 2011</u>	<u>8</u>
	<u>Condensed Consolidated Balance Sheets — As of September 30, 2012 and December 31, 2011</u>	<u>9</u>
	<u>Condensed Consolidated Statements of Changes in Stockholders' Equity — For the Nine Months Ended September 30, 2012 and 2011</u>	<u>10</u>
	<u>Condensed Consolidated Statements of Cash Flows — For the Nine Months Ended September 30, 2012 and 2011</u>	<u>11</u>
	<u>Notes to Condensed Consolidated Financial Statements</u>	<u>12</u>
2.	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>72</u>
3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>139</u>
4.	<u>Controls and Procedures</u>	<u>140</u>
<u>Part II. OTHER INFORMATION</u>		
1.	<u>Legal Proceedings</u>	<u>141</u>
1A.	<u>Risk Factors</u>	<u>142</u>
2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>142</u>
6.	<u>Exhibits</u>	<u>142</u>
	<u>Signature</u>	<u>143</u>
	<u>Exhibits Index</u>	<u>144</u>

Table of Contents

Forward-Looking Statements

Certain of the statements contained herein are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “projects,” and similar references to future performance.

Forward-looking statements are based on our current expectations and assumptions regarding economic, competitive, legislative and other developments. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. They have been made based upon management’s expectations and beliefs concerning future developments and their potential effect upon The Hartford Financial Services Group, Inc. and its subsidiaries (collectively, the “Company” or “The Hartford”). Future developments may not be in line with management’s expectations or may have unanticipated effects. Actual results could differ materially from expectations, depending on the evolution of various factors, including those set forth in Part I, Item 1A, Risk Factors in The Hartford’s 2011 Form 10-K Annual Report; and Part II, Item IA, Risk Factors in The Hartford’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012. These important risks and uncertainties include:

challenges related to the Company’s current operating environment, including continuing uncertainty about the strength and speed of the recovery in the United States and other key economies and the impact of governmental stimulus and austerity initiatives, sovereign credit concerns, including the potential consequences associated with recent and further potential downgrades to the credit ratings of debt issued by the United States government or European sovereigns and other adverse developments on financial, commodity and credit markets and consumer spending and investment, including in respect of Europe, and the effect of these events on our returns in our life and property and casualty investment portfolios and our hedging costs associated with our variable annuities business; the risks, challenges and uncertainties associated with our March 21, 2012 announcement that we will focus on our Property and Casualty, Group Benefits and Mutual Fund businesses, place our Individual Annuity business into runoff and pursue sales or other strategic alternatives for the Individual Life, Woodbury Financial Services and Retirement Plans businesses and related implementation plans and goals and objectives, as set forth in our Current Report on Form 8-K dated March 21, 2012;

the success of our initiatives relating to the realignment of our business, including the continuing realignment of our hedge program for our variable annuity business, and plans to improve the profitability and long-term growth prospects of our key divisions, including through opportunistic acquisitions or divestitures or other actions or initiatives, and the impact of regulatory or other constraints on our ability to complete these initiatives and deploy capital among our businesses as and when planned;

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

volatility in our earnings and potential material changes to our results resulting from our adjustment of our risk management program to emphasize protection of statutory surplus and cash flows;

- 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 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;

- 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;

4

Table of Contents

- the possibility of unfavorable loss development including with respect to long-tailed exposures;
- the difficulty in predicting the Company's potential exposure for asbestos and environmental claims;
- the possibility of a pandemic, earthquake, or other natural or man-made disaster that may adversely affect our businesses and cost and availability of reinsurance;
- 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;
- the response of reinsurance companies under reinsurance contracts and the availability, pricing and adequacy of reinsurance to protect the Company against losses;
- actions by our competitors, many of which are larger or have greater financial resources than we do;
- the Company's ability to distribute its products through distribution channels, both current and future;
- the cost and other effects of increased regulation as a result of the enactment of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), which, among other effects, has resulted in the establishment of a newly created Financial Services Oversight Council with the power to designate "systemically important" institutions, will require central clearing of, and/or impose new margin and capital requirements on, derivatives transactions, and created a new "Federal Insurance Office" within the U.S. Department of the Treasury ("Treasury");
- unfavorable judicial or legislative developments;
- the uncertain effects of emerging claim and coverage issues;
- 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, including changes to statutory reserves and/or risk-based capital requirements related to secondary guarantees under universal life and variable annuity products or changes in U.S. federal or other tax laws that affect the relative attractiveness of our investment products;
- regulatory limitations on the ability of the Company and certain of its subsidiaries to declare and pay dividends, including dividends associated with the proceeds from a sale of any of our life businesses;
- 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 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 business risks may not be effective in mitigating material risk and loss to the Company;
- the potential for difficulties arising from outsourcing relationships;
- the impact of potential changes in federal or state tax laws, including changes affecting the availability of the separate account dividend received deduction;
- 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.

Table of Contents

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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

We have reviewed the accompanying condensed consolidated balance sheet of The Hartford Financial Services Group, Inc. and subsidiaries (the "Company") as of September 30, 2012, and the related condensed consolidated statements of operations and comprehensive income for the three-month and nine-month periods ended September 30, 2012 and 2011 and changes in stockholders' equity, and cash flows for the nine-month periods ended September 30, 2012 and 2011. 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.

As discussed in Note 18, the accompanying interim financial statements for the three-month and nine-month periods ended September 30, 2012 have been restated to correct an error.

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, 2011, and the related consolidated statements of operations, comprehensive income, changes in stockholders' equity, and cash flows for the year then ended prior to retrospective adjustment for the adoption of Accounting Standards Update ("ASU") No. 2010-26 Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts, (not presented herein); and in our report dated February 24, 2012 (which report includes an explanatory paragraph relating to the Company's change in its method of accounting and reporting for variable interest entities and embedded credit derivatives as required by accounting guidance adopted in 2010, and for other-than-temporary impairments as required by accounting guidance adopted in 2009), we expressed an unqualified opinion on those consolidated financial statements. We also audited the adjustments described in Note 1 that were applied to retrospectively adjust the December 31, 2011 consolidated balance sheet of the Company (not presented herein). In our opinion, such adjustments are appropriate and have been properly applied to the previously issued consolidated balance sheet in deriving the accompanying retrospectively adjusted condensed consolidated balance sheet as of December 31, 2011.

DELOITTE & TOUCHE LLP

Hartford, Connecticut

November 1, 2012 (March 1, 2013 as to the effects of the restatement discussed in Note 18)

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

(In millions, except for per share data)	Three Months Ended September 30,		Nine Months Ended September 30,	
	restated (see Note 18) 2012 (Unaudited)	AAAs currently reported (see Note 1) 2011	restated (see Note 18) 2012	AAAs currently reported (see Note 1) 2011
Revenues				
Earned premiums	\$3,401	\$3,518	\$10,243	\$10,582
Fee income	1,118	1,192	3,366	3,620
Net investment income (loss):				
Securities available-for-sale and other	1,030	1,062	3,197	3,274
Equity securities, trading	710	(1,890)	1,889	(1,684)
Total net investment income (loss)	1,740	(828)	5,086	1,590
Net realized capital gains (losses):				
Total other-than-temporary impairment (“OTTI”) losses	(59)	(71)	(201)	(221)
OTTI losses recognized in other comprehensive income (“OCI”)	22	11	37	83
Net OTTI losses recognized in earnings	(37)	(60)	(164)	(138)
Net realized capital gains (losses), excluding net OTTI losses recognized in earnings	156	635	(38)	379
Total net realized capital gains (losses)	119	575	(202)	241
Other revenues	64	63	184	188
Total revenues	6,442	4,520	18,677	16,221
Benefits, losses and expenses				
Benefits, losses and loss adjustment expenses	3,271	4,006	9,930	11,160
Benefits, losses and loss adjustment expenses – returns credited on international variable annuities	710	(1,889)	1,888	(1,683)
Amortization of deferred policy acquisition costs and present value of future profits	566	1,005	1,441	2,047
Insurance operating costs and other expenses	1,275	1,287	3,896	4,093
Loss on extinguishment of debt	—	—	910	—
Reinsurance loss on disposition, including goodwill impairment of \$342	533	—	533	—
Interest expense	109	128	348	384
Total benefits, losses and expenses	6,464	4,537	18,946	16,001
Income (loss) from continuing operations before income taxes	(22)	(17)	(269)	220
Income tax benefit	(37)	(74)	(281)	(289)
Income from continuing operations, net of tax	15	57	12	509
Income (loss) from discontinued operations, net of tax	(2)	3	(4)	85
Net income	\$13	\$60	\$8	\$594
Preferred stock dividends	10	10	31	31

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Net income (loss) available to common shareholders	\$3	\$50	\$(23) \$563
Income (loss) from continuing operations, net of tax, available to common shareholders per common share				
Basic	\$0.01	\$0.11	\$(0.04	) \$1.07
Diluted	\$0.01	\$0.10	\$(0.04	) \$0.99
Net income (loss) available to common shareholders per common share				
Basic	\$0.01	\$0.11	\$(0.05	) \$1.27
Diluted	\$0.01	\$0.11	\$(0.05	) \$1.17
Cash dividends declared per common share	\$0.10	\$0.10	\$0.30	\$0.30
See Notes to Condensed Consolidated Financial Statements.				

7

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

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	restated (see Note 18) 2012 (Unaudited)	As currently reported (see Note 1) 2011	restated (see Note 18) 2012	As currently reported (see Note 1) 2011
Comprehensive Income				
Net income	\$ 13	\$ 60	\$ 8	\$ 594
Other comprehensive income (loss):				
Change in net unrealized gain on securities	882	914	1,870	1,801
Change in OTTI losses recognized in other comprehensive income	35	10	40	11
Change in net gain (loss) on cash-flow hedging instruments	(1	) 154	27	157
Change in foreign currency translation adjustments	88	78	8	104
Change in pension and other postretirement plan adjustments	35	24	99	72
Total other comprehensive income	1,039	1,180	2,044	2,145
Total comprehensive income	\$1,052	\$ 1,240	\$2,052	\$ 2,739
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)	As restated (See Note 18) September 30, 2012 (Unaudited)	As currently reported (see Note 1) December 31, 2011
Assets		
Investments:		
Fixed maturities, available-for-sale, at fair value (amortized cost of \$80,690 and \$78,978) (includes variable interest entity assets, at fair value, of \$265 and \$153)	\$86,726	\$81,809
Fixed maturities, at fair value using the fair value option (includes variable interest entity assets of \$344 and \$338)	1,355	1,328
Equity securities, trading, at fair value (cost of \$30,454 and \$32,928)	29,980	30,499
Equity securities, available-for-sale, at fair value (cost of \$865 and \$1,056)	878	921
Mortgage loans (net of allowances for loan losses of \$83 and \$102)	6,863	5,728
Policy loans, at outstanding balance	2,000	2,001
Limited partnerships and other alternative investments (includes variable interest entity assets of \$6 and \$7)	3,039	2,532
Other investments	1,540	2,394
Short-term investments (includes variable interest entity assets, at fair value, of \$1 as of September 30, 2012)	4,787	7,736
Total investments	137,168	134,948
Cash	2,705	2,581
Premiums receivable and agents' balances, net	3,646	3,446
Reinsurance recoverables, net	4,726	4,768
Deferred policy acquisition costs and present value of future profits	5,947	6,556
Deferred income taxes, net	1,393	2,131
Goodwill	664	1,006
Property and equipment, net	979	1,029
Other assets	3,124	2,274
Separate account assets	148,369	143,870
Total assets	\$308,721	\$302,609
Liabilities		
Reserve for future policy benefits and unpaid losses and loss adjustment expenses	\$40,992	\$41,016
Other policyholder funds and benefits payable	43,086	45,612
Other policyholder funds and benefits payable – international variable annuities	29,938	30,461
Unearned premiums	5,370	5,222
Short-term debt	320	—
Long-term debt	6,806	6,216
Consumer notes	190	314
Other liabilities (includes variable interest entity liabilities of \$420 and \$471)	10,668	8,412
Separate account liabilities	148,369	143,870
Total liabilities	285,739	281,123
Commitments and Contingencies (Note 9)		
Stockholders' Equity	556	556

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Preferred stock, \$0.01 par value — 50,000,000 shares authorized, 575,000 shares issued, liquidation preference \$1,000 per share		
Common stock, \$0.01 par value — 1,500,000,000 shares authorized, 469,746,638 and 469,750,171 shares issued	5	5
Additional paid-in capital	10,032	10,391
Retained earnings	10,847	11,001
Treasury stock, at cost — 33,680,760 and 27,211,115 shares	(1,753	) (1,718)
Accumulated other comprehensive income, net of tax	3,295	1,251
Total stockholders' equity	22,982	21,486
Total liabilities and stockholders' equity	\$308,721	\$302,609
See Notes to Condensed Consolidated Financial Statements.		

9

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

(In millions, except for share data)	Nine Months Ended September 30,	
	As restated (see Note 18) 2012	As currently reported (see Note 1) 2011
	(Unaudited)	
Preferred Stock	\$556	\$556
Common Stock	5	5
Additional Paid-in Capital, beginning of period	10,391	10,448
Repurchase of warrants	(300)) —
Issuance of shares under incentive and stock compensation plans	(58)	) (43)
Tax expense on employee stock options and awards	(1)	) (10)
Additional Paid-in Capital, end of period	10,032	10,395
Retained Earnings, beginning of period	11,001	10,509
Net income	8	594
Dividends on preferred stock	(31)	) (31)
Dividends declared on common stock	(131)	) (134)
Retained Earnings, end of period	10,847	10,938
Treasury Stock, at Cost, beginning of period	(1,718)	) (1,774)
Treasury stock acquired	(149)) —
Issuance of shares under incentive and stock compensation plans from treasury stock	121	94
Return of shares under incentive and stock compensation plans and other to treasury stock	(7)	) (7)
Treasury Stock, at Cost, end of period	(1,753)	) (1,687)
Accumulated Other Comprehensive Income (Loss), net of tax, beginning of period	1,251	(990)
Total other comprehensive income	2,044	2,145
Accumulated Other Comprehensive Income (Loss), net of tax, end of period	3,295	1,155
Total Stockholders' Equity	\$22,982	\$21,362
Preferred Shares Outstanding (in thousands)	575	575
Common Shares Outstanding, at beginning of period (in thousands)	442,539	444,549
Treasury stock acquired	(8,045)) —
Issuance of shares under incentive and stock compensation plans	1,905	1,203
Return of shares under incentive and stock compensation plans and other to treasury stock	(333)	) (238)
Common Shares Outstanding, at end of period	436,066	445,514

See Notes to Condensed Consolidated Financial Statements.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

Condensed Consolidated Statements of Cash Flows

(In millions)	Nine Months Ended September 30,	
	restated (see Note 18) 2012 (Unaudited)	As currently reported (see Note 1) 2011
Operating Activities		
Net income	\$8	\$594
Adjustments to reconcile net income to net cash provided by operating activities		
Amortization of deferred policy acquisition costs and present value of future profits	1,441	2,047
Additions to deferred policy acquisition costs and present value of future profits	(1,251)	(1,271)
Change in reserve for future policy benefits and unpaid losses and loss adjustment expenses and unearned premiums	153	1,309
Change in reinsurance recoverables	(332)	(31)
Change in receivables and other assets	(442)	(452)
Change in payables and accruals	778	(141)
Change in accrued and deferred income taxes	(263)	(449)
Net realized capital losses	202	(360)
Net disbursements from investment contracts related to policyholder funds—international variable annuities	(523)	(2,059)
Net decrease in equity securities, trading	519	2,050
Depreciation and amortization	366	532
Loss on extinguishment of debt	910	—
Reinsurance loss on disposition, including goodwill impairment of \$342	533	—
Other operating activities, net	113	(145)
Net cash provided by operating activities	2,212	1,624
Investing Activities		
Proceeds from the sale/maturity/prepayment of:		
Fixed maturities, available-for-sale	35,928	26,124
Fixed maturities, fair value option	191	40
Equity securities, available-for-sale	213	130
Mortgage loans	332	366
Partnerships	124	151
Payments for the purchase of:		
Fixed maturities, available-for-sale	(34,556)	(26,513)
Fixed maturities, fair value option	(182)	(664)
Equity securities, available-for-sale	(74)	(200)
Mortgage loans	(1,467)	(1,503)
Partnerships	(728)	(594)
Proceeds from business sold	—	278
Derivatives, net	(1,593)	1,603
Change in policy loans, net	1	5
Other investing activities, net	(51)	(119)
Net cash used for investing activities	(1,862)	(896)
Financing Activities		
Deposits and other additions to investment and universal life-type contracts	8,907	8,419

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Withdrawals and other deductions from investment and universal life-type contracts	(18,373)	(16,123)
Net transfers from separate accounts related to investment and universal life-type contracts	8,406		7,661	
Repayments at maturity or settlement of consumer notes	(124	)	(33)
Net increase (decrease) in securities loaned or sold under agreements to repurchase	1,585		—	
Repurchase of warrants	(300)	—	
Repayment of long-term debt	(2,133)	—	
Proceeds from the issuance of long-term debt	2,123		—	
Proceeds from net issuance of shares under incentive and stock compensation plans, excess tax benefit and other	10		6	
Treasury stock acquired	(154)	—	
Dividends paid on preferred stock	(32	)	(32)
Dividends paid on common stock	(132	)	(107)
Changes in bank deposits and payments on bank advances	—		(30)
Net cash provided by (used for) financing activities	(217	)	(239)
Foreign exchange rate effect on cash	(9	)	38	
Net increase in cash	124		527	
Cash – beginning of period	2,581		2,062	
Cash – end of period	\$2,705		\$2,589	
Supplemental Disclosure of Cash Flow Information				
Income taxes paid (received)	\$(448	)	\$245	
Interest paid	\$314		\$340	
Supplemental Disclosure of Non-Cash Investing Activity				
Conversion of fixed maturities, available-for-sale to equity securities, available-for-sale	\$67		\$—	
See Notes to Condensed Consolidated Financial Statements				

Table of Contents

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

1. Basis of Presentation and Accounting Policies

Basis of Presentation

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

The Condensed Consolidated Financial Statements for the three and nine months ended September 30, 2012 and related disclosures in this Amendment No. 1 to the Quarterly Report on Form 10-Q have been restated. For further discussion, see Note 18 - Restatement of Notes to Condensed Consolidated Financial Statements.

On March 21, 2012, the Company announced the completion of its businesses and strategy evaluation. As a result of this review, the Company announced that it will focus on its Property and Casualty, Group Benefits and Mutual Fund businesses, place its existing Individual Annuity business into runoff and pursue sales or other strategic alternatives for the Individual Life and Retirement Plans businesses and Woodbury Financial Services, Inc. ("Woodbury Financial Services", "WFS"), an indirect wholly-owned subsidiary.

On April 26, 2012, the Company announced it had entered into an agreement to sell its U.S. individual annuity new business capabilities to a third party. A purchase and sale agreement was entered into with Forethought Financial Group in mid-June 2012 and the transaction closed on December 31, 2012. Effective May 1, 2012, all new U.S. annuity policies sold by the Company are reinsured to Forethought Life Insurance Company. The Company will cease the sale of such annuity policies and the reinsurance agreement will terminate 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.

On July 31, 2012, the Company entered into a definitive agreement to sell Woodbury Financial Services to AIG Advisor Group, Inc. ("AIG Advisor Group"), a subsidiary of American International Group, Inc. The transaction closed on November 30, 2012. The WFS broker-dealer business is included in the Corporate reporting category.

On September 4, 2012, the Company announced it had entered into a definitive agreement to sell its Retirement Plans business to Massachusetts Mutual Life Insurance Company ("MassMutual") for a cash ceding commission of \$400, subject to a downward adjustment at closing of up to \$51 based upon net flows adjusted for retirement plan discontinuances. The sale, which is structured as a reinsurance transaction closed on January 1, 2013. As part of the agreement, the Company will continue to sell retirement plans during a transition period, and MassMutual will assume all expenses and risk for these sales through the reinsurance agreement.

On September 27, 2012, the Company announced it had entered into a definitive agreement to sell its Individual Life insurance business to The Prudential Insurance Company of America ("Prudential"), a subsidiary of Prudential Financial, Inc. for cash consideration of \$615 consisting primarily of a ceding commission. The sale, which is structured as a reinsurance transaction, closed on January 2, 2013. As part of the agreement, the Company will continue to sell life insurance products and riders during a transition period, and Prudential will assume all expenses and risk for these sales through a reinsurance agreement. For further discussion, see Note 18 - Restatement of Notes to Condensed Consolidated Financial Statements.

The Condensed Consolidated Financial Statements have been prepared on the basis of accounting principles generally accepted in the United States of America ("U.S. GAAP"), 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 Hartford's 2011 Form 10-K Annual Report. The results of operations for the interim periods should not be considered indicative of the results to be expected for the full year.

The accompanying Condensed Consolidated Financial Statements and Notes as of September 30, 2012, and for the three and nine months ended September 30, 2012 and 2011 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.

12

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

1. Basis of Presentation and Accounting Policies (continued)

On January 1, 2012, the Company retrospectively adopted Accounting Standards Update (“ASU”) No. 2010-26, Financial Services – Insurance (Topic 944): Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts which clarifies the definition of policy acquisition costs that are eligible for deferral. Previously reported financial information has been revised to reflect the effect of the Company’s adoption of this accounting standard. As a result of this accounting change, total stockholders’ equity as of January 1, 2011, decreased by approximately \$1.6 billion, after-tax from \$20.3 billion, as previously reported, to \$18.7 billion due to a reduction of the Company’s deferred acquisition cost asset (“DAC”) balance related to certain costs that do not meet the provisions of the revised standard.

The effect of adoption of this accounting standard on the Company’s Condensed Consolidated Balance Sheet and Condensed Consolidated Statements of Operations was as follows:

	December 31, 2011		
	As previously reported	Effect of change	As currently reported
Deferred policy acquisition costs and present value of future profits	\$8,744	\$(2,188)	) \$6,556
Deferred income taxes, net	\$1,398	\$733	\$2,131
Other liabilities	\$8,443	\$(31)	) \$8,412
Retained earnings	\$12,519	\$(1,518)	) \$11,001
Accumulated other comprehensive income, net of tax	\$1,157	\$94	\$1,251
Total stockholders’ equity	\$22,910	\$(1,424)	) \$21,486
	Three Months Ended September 30, 2011		
	As previously reported	Effect of change	As currently reported
Amortization of deferred policy acquisition costs and present value of future profits	\$1,320	\$(315)	) \$1,005
Insurance operating costs and other expenses	\$1,059	\$228	\$1,287
Income (loss) from continuing operations before income taxes	\$(104)	) \$87	\$(17)
Income tax expense (benefit)	\$(101)	) \$27	\$(74)
Net income	\$—	\$60	\$60
Net income (loss) available to common shareholders	\$(10)	) \$60	\$50
Income (loss) from continuing operations, net of tax, available to common shareholders per common share:			
Basic	\$(0.03)	) \$0.14	\$0.11
Diluted	\$(0.03)	) \$0.13	\$0.10
Net income (loss) available to common shareholders per common share:			
Basic	\$(0.02)	) \$0.13	\$0.11
Diluted	\$(0.02)	) \$0.13	\$0.11

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

1. Basis of Presentation and Accounting Policies (continued)

	Nine Months Ended September 30, 2011		
	As previously reported	Effect of change	As currently reported
Amortization of deferred policy acquisition costs and present value of future profits	\$2,819	\$(772)	\$2,047
Insurance operating costs and other expenses	\$3,403	\$690	\$4,093
Income from continuing operations before income taxes	\$138	\$82	\$220
Income tax expense (benefit)	\$(312)	\$23	\$(289)
Net income	\$535	\$59	\$594
Net income available to common shareholders	\$504	\$59	\$563
Income from continuing operations, net of tax, available to common shareholders per common share:			
Basic	\$0.94	\$0.13	\$1.07
Diluted	\$0.87	\$0.12	\$0.99
Net income available to common shareholders per common share:			
Basic	\$1.13	\$0.14	\$1.27
Diluted	\$1.05	\$0.12	\$1.17

Consolidation

The Condensed Consolidated Financial Statements include the accounts of The Hartford Financial Services Group, Inc., companies in which the Company directly or indirectly has a controlling financial interest and those variable interest entities (“VIEs”) in which the Company is required to consolidate. Entities in which the Company has significant influence over the operating and financing decisions but are not required to consolidate are reported using the equity method. Material intercompany transactions and balances between The Hartford and its subsidiaries and affiliates have been eliminated. For further discussions on VIEs see Note 5 of the Notes to Condensed Consolidated Financial Statements.

Discontinued Operations

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

The Company is presenting the operations of certain businesses that meet the criteria for reporting as discontinued operations. Amounts for prior periods have been retrospectively reclassified. See Note 12 of the Notes to Condensed Consolidated Financial Statements for information on the specific subsidiaries and related impacts.

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; pension and other postretirement benefit obligations; valuation allowance on deferred tax assets; and contingencies relating to corporate litigation and

regulatory matters. Certain of these estimates are particularly sensitive to market conditions, and deterioration and/or volatility in the worldwide debt or equity markets could have a material impact on the Condensed Consolidated Financial Statements.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

1. Basis of Presentation and Accounting Policies (continued)

Mutual Funds

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

Reclassifications

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

Significant Accounting Policies

For a description of significant accounting policies, see Note 1 of the Notes to Consolidated Financial Statements included in The Hartford’s 2011 Form 10-K Annual Report, which should be read in conjunction with these accompanying Condensed Consolidated Financial Statements.

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		Nine Months Ended	
	September 30,		September 30,	
	2012	2011	2012	2011
Tax expense (benefit) at U.S. Federal statutory rate	\$ (8)	\$ (6)	\$ (94)	\$ 77
Tax-exempt interest	(35)	(37)	(106)	(112)
Dividends-received deduction	(28)	(42)	(91)	(169)
Valuation allowance	(3)	6	(17)	(83)
Other	37	5	27	(2)
Income tax benefit	\$ (37)	\$ (74)	\$ (281)	\$ (289)

The current year separate account dividends-received deduction (“DRD”) is estimated based on information from the prior year-end, 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 by the mutual funds, amounts of distribution from these mutual funds, amounts of short-term capital gains at the mutual fund level and the Company’s taxable income before the DRD. The Company evaluates its DRD computations on a quarterly basis.

The Company’s unrecognized tax benefits were unchanged during the three and nine months ended September 30, 2012, remaining at \$48 as of September 30, 2012. This entire amount, if it were recognized, would affect the effective tax rate in the period it is released.

The Internal Revenue Service (“IRS”) routinely audits the Company’s federal income tax returns. Audits have concluded for all years through 2006. The audit of the years 2007—2009 commenced during 2010 and is expected to conclude in 2013. In addition, for the nine months ended September 30, 2011, the Company recorded a tax benefit of \$52 as a result of a resolution of a tax matter with the IRS for the computation of DRD for years 1998, 2000 and 2001.

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 more likely than not be realized. The deferred tax asset valuation allowance, which related predominantly to foreign net operating losses, was \$67 as of September 30, 2012 and \$84 as of December 31, 2011. In evaluating the need for a valuation allowance, management considers many factors, including: future taxable temporary differences reversals, future taxable income exclusive of reversing temporary differences and

carryforwards, taxable income in open carry back years, and other tax planning strategies. Based on the availability of additional tax planning strategies identified during the nine months ended September 30, 2011, the Company released \$86, or 100%, of the valuation allowance associated with realized capital losses.

For federal income tax purposes, the tax law distinguishes between assets that are treated as ordinary versus capital in nature. The Company's September 30, 2012 \$1.4 billion net deferred tax asset includes \$2.9 billion of assets relating to items treated as ordinary and a \$1.5 billion net deferred tax liability for items classified as capital. The \$1.5 billion for capital items is comprised of \$665 of gross deferred tax assets related to realized capital losses and \$2.1 billion of gross deferred tax liabilities related to net unrealized capital gains.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

2. Earnings (Loss) Per Common Share

The following table presents a reconciliation of net income 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 September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Earnings				
Income (loss) from continuing operations				
Income from continuing operations, net of tax	\$ 15	\$ 57	\$ 12	\$ 509
Less: Preferred stock dividends	10	10	31	31
Income (loss) from continuing operations, net of tax, available to common shareholders	5	47	(19	) 478
Add: Dilutive effect of preferred stock dividends	—	—	—	—
Income (loss) from continuing operations, net of tax, available to common shareholders and assumed conversion of preferred shares	\$ 5	\$ 47	\$(19	) \$478
Income (loss) from discontinued operations, net of tax	\$(2	) \$ 3	\$(4	) \$ 85
Net income (loss)				
Net income	\$ 13	\$ 60	\$ 8	\$ 594
Less: Preferred stock dividends	10	10	31	31
Net income (loss) available to common shareholders	3	50	(23	) 563
Add: Dilutive effect of preferred stock dividends	—	—	—	—
Net income (loss) available to common shareholders and assumed conversion of preferred shares	\$ 3	\$ 50	\$(23	) \$563
Shares				
Weighted average common shares outstanding, basic	435.8	445.3	438.2	445.0
Dilutive effect of warrants	23.8	27.4	—	34.8
Dilutive effect of stock compensation plans	2.1	0.7	—	1.2
Dilutive effect of mandatory convertible preferred shares	—	—	—	—
Weighted average shares outstanding and dilutive potential common shares	461.7	473.4	438.2	481.0
Earnings (loss) per common share				
Basic				
Income (loss) from continuing operations, net of tax, available to common shareholders	\$ 0.01	\$ 0.11	\$(0.04	) \$ 1.07
Income (loss) from discontinued operations, net of tax	—	—	(0.01	) 0.20
Net income (loss) available to common shareholders	\$ 0.01	\$ 0.11	\$(0.05	) \$ 1.27
Diluted				
Income (loss) from continuing operations, net of tax, available to common shareholders	\$ 0.01	\$ 0.10	\$(0.04	) \$ 0.99
Income (loss) from discontinued operations, net of tax	—	0.01	(0.01	) 0.18
Net income (loss) available to common shareholders	\$ 0.01	\$ 0.11	\$(0.05	) \$ 1.17

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

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

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

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

For the three and nine months ended September 30, 2011, 20.7 million and 20.8 million shares, respectively, for mandatory convertible preferred shares, along with the related dividend adjustment, 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 494.1 million and 501.8 million, for the three and nine months ended September 30, 2011, respectively.

The declaration of a quarterly common stock dividend of \$0.10 during the first, second, and third quarters of 2012 triggered a provision in The Hartford's Warrant Agreement with The Bank of New York Mellon, relating to warrants to purchase common stock issued in connection with the Company's participation in the Capital Purchase Program, resulting in an adjustment to the warrant exercise price. The warrant exercise price at September 30, 2012, June 30, 2012, March 31, 2012 and December 31, 2011 was \$9.622 \$9.649, \$9.676 and \$9.699, respectively.

In addition, the declaration of a quarterly common stock dividend in the first quarter of 2012 triggered a provision in The Hartford's Fixed Conversion Rate Agreement, relating to the Company's mandatory convertible preferred stock, resulting in an adjustment to the minimum conversion rate to 29.8831 from 29.536 shares of Common Stock per share of Series F Preferred Stock and the maximum conversion rate to 36.4596 from 36.036 shares of Common Stock per share of Series F Preferred Stock.

On March 30, 2012 the Company entered into an agreement with Allianz and repurchased the outstanding Series B and Series C warrants. As a result, Allianz no longer holds potentially dilutive outstanding warrants. See Note 15 for additional information regarding the warrant repurchase.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Segment Information

The Company is organized into four divisions: Commercial Markets, Consumer Markets, Wealth Management and Runoff Operations and conducts business principally in eight reporting segments, as well as a Corporate category. Starting in the second quarter of 2012, financial results for the former Individual Annuity segment have been reported in the Life Other Operations segment and segment data for prior reporting periods has been adjusted accordingly. The Company's reporting segments as of September 30, 2012 are as follows:

Commercial Markets

Property & Casualty Commercial

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

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.

Consumer Markets

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

Wealth Management

Individual Life

Individual Life sells a variety of life insurance products, including variable universal life, universal life, and term life.

Retirement Plans

Retirement Plans provides products and services to corporations pursuant to Section 401(k) of the Internal Revenue Code of 1986, as amended (the "Code"), and products and services to municipalities and not-for-profit organizations under Sections 457 and 403(b) of the Code, collectively referred to as government plans.

Mutual Funds

Mutual Funds offers retail mutual funds, investment-only mutual funds and college savings plans under Section 529 of the Code (collectively referred to as non-proprietary) and proprietary mutual funds supporting insurance products issued by The Hartford.

Runoff Operations

Life Other Operations

Life Other Operations includes the Company's management of certain life operations that have discontinued writing new business encompassing U.S. individual, international (primarily in Japan and Europe) and institutional annuity products and private placement life insurance.

Property & Casualty Other Operations

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

Corporate

The Company includes in the Corporate category the Company's debt financing and related interest expense, as well as other capital raising activities; banking operations; certain fee income and commission expenses associated with sales of non-proprietary products by broker-dealer subsidiaries; and certain purchase accounting adjustments and other charges not allocated to the segments.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Segment Information (continued)

Financial Measures and Other Segment Information

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

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

	Three Months Ended		Nine Months Ended		
	September 30,		September 30,		
Net income (loss)	2012	2011	2012	2011	
Property & Casualty Commercial	\$164	\$53	\$502	\$494	
Group Benefits	30	25	83	77	
Consumer Markets	94	(16) 152	(80)
Individual Life	(259	) (9	) (204	) 55
Retirement Plans	(7	) (23	) 9	9
Mutual Funds	18	24	56	79	
Life Other Operations	145	105	344	439	
Property & Casualty Other Operations	24	8	36	(135)
Corporate	(196) (107) (970) (344)
Net income	\$13	\$60	\$8	\$594	

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

3. Segment Information (continued)

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

	Three Months Ended September 30,		Nine Months Ended September 30,		
	2012	2011	2012	2011	
Revenues					
Earned premiums, fees, and other considerations					
Property & Casualty Commercial					
Workers' compensation	\$762	\$721	\$2,232	\$2,071	
Property	127	129	378	398	
Automobile	148	146	440	437	
Package business	290	289	871	857	
Liability	142	135	419	404	
Fidelity and surety	53	55	156	164	
Professional liability	60	78	195	237	
Total Property & Casualty Commercial	1,582	1,553	4,691	4,568	
Group Benefits					
Group disability	426	467	1,308	1,460	
Group life and accident	468	501	1,425	1,529	
Other	47	48	146	147	
Total Group Benefits	941	1,016	2,879	3,136	
Consumer Markets					
Automobile	632	649	1,894	1,978	
Homeowners	280	281	831	847	
Total Consumer Markets [1]	912	930	2,725	2,825	
Individual Life					
Variable life	82	122	254	304	
Universal life	112	109	360	324	
Term / Other life	13	13	40	37	
Total Individual Life	207	244	654	665	
Retirement Plans					
401(k)	79	82	244	254	
Government plans	12	11	37	37	
Total Retirement Plans	91	93	281	291	
Mutual Funds					
Non-Proprietary	133	138	403	461	
Proprietary	15	15	44	45	
Total Mutual Funds	148	153	447	506	
Life Other Operations	593	666	1,792	2,050	
Property & Casualty Other Operations	—	—	(2) —	
Corporate	45	55	142	161	
Total earned premiums, fees, and other considerations	4,519	4,710	13,609	14,202	
Net investment income:					
Securities available-for-sale and other	1,030	1,062	3,197	3,274	
Equity securities, trading	710	(1,890) 1,889	(1,684)
Total net investment income (loss)	1,740	(828) 5,086	1,590	

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Net realized capital gains (losses)	119	575	(202) 241
Other revenues	64	63	184	188
Total revenues	\$6,442	\$4,520	\$18,677	\$16,221

For the three months ended September 30, 2012 and 2011, AARP members accounted for earned premiums of [1] \$679 and \$687, respectively. For the nine months ended September 30, 2012 and 2011, AARP members accounted for earned premiums of \$2.0 billion and \$2.1 billion, respectively.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements

The following financial instruments are carried at fair value in the Company's Condensed Consolidated Financial Statements: fixed maturity and equity securities, available-for-sale ("AFS"), fixed maturities at fair value using fair value option ("FVO"), equity securities, trading, short-term investments, freestanding and embedded derivatives, separate account assets and certain other liabilities.

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 derivative securities.

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.

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 securities. 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. As of September 30, 2012, the amount of transfers from Level 1 to Level 2 was \$2.0 billion, 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.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements (continued)

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. The following tables present assets and (liabilities) carried at fair value by hierarchy level.

	September 30, 2012				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets accounted for at fair value on a recurring basis					
Fixed maturities, AFS					
Asset-backed securities ("ABS")	\$2,758	\$—	\$2,443	\$315	
Collateralized debt obligations ("CDOs")	3,072	—	2,142	930	
Commercial mortgage-backed securities ("CMBS")	6,273	—	5,402	871	
Corporate	43,433	—	41,413	2,020	
Foreign government/government agencies	4,216	—	4,166	50	
States, municipalities and political subdivisions ("Municipal")	14,291	—	14,087	204	
Residential mortgage-backed securities ("RMBS")	7,477	—	6,185	1,292	
U.S. Treasuries	5,206	497	4,709	—	
Total fixed maturities	86,726	497	80,547	5,682	
Fixed maturities, FVO	1,355	—	830	525	
Equity securities, trading	29,980	1,946	28,034	—	
Equity securities, AFS	878	334	458	86	
Derivative assets					
Credit derivatives	(11)	—	(20)	9	
Equity derivatives	44	—	—	44	
Foreign exchange derivatives	282	—	282	—	
Interest rate derivatives	226	—	260	(34)	
U.S. guaranteed minimum withdrawal benefit ("GMWB") hedging instruments	192	—	11	181	
U.S. macro hedge program	63	—	—	63	
International program hedging instruments	653	—	457	196	
Other derivative contracts	24	—	(1)	25	
Total derivative assets [1]	1,473	—	989	484	
Short-term investments	4,787	278	4,509	—	
Reinsurance recoverable for U.S. GMWB	199	—	—	199	
Separate account assets [2]	142,382	102,884	38,119	1,379	
Total assets accounted for at fair value on a recurring basis	\$267,780	\$105,939	\$153,486	\$8,355	
Percentage of level to total	100	% 40	% 57	% 3	%
Liabilities accounted for at fair value on a recurring basis					
Other policyholder funds and benefits payable					

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U.S guaranteed withdrawal benefits	\$ (1,413)	\$ —	\$ —	\$ (1,413)
International guaranteed withdrawal benefits	(37)	—	—	(37)
International other guaranteed living benefits	1	—	—	1
Equity linked notes	(10)	—	—	(10)
Total other policyholder funds and benefits payable	(1,459)	—	—	(1,459)
Derivative liabilities				
Credit derivatives	(332)	—	(42)	(290)
Equity derivatives	24	—	—	24
Foreign exchange derivatives	150	—	150	—
Interest rate derivatives	(481)	—	(483)	2
U.S. GMWB hedging instruments	482	—	47	435
U.S. macro hedge program	19	—	—	19
International program hedging instruments	(91)	—	12	(103)
Total derivative liabilities [3]	(229)	—	(316)	87
Other Liabilities	(43)	—	—	(43)
Consumer notes [4]	(2)	—	—	(2)
Total liabilities accounted for at fair value on a recurring basis	\$ (1,733)	\$ —	\$ (316)	\$ (1,417)

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements (continued)

	December 31, 2011				
	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	\$3,153	\$—	\$2,792	\$361	
CDOs	2,487	—	2,119	368	
CMBS	6,951	—	6,363	588	
Corporate	44,011	—	41,756	2,255	
Foreign government/government agencies	2,161	—	2,112	49	
States, municipalities and political subdivisions (“Municipal”)	13,260	—	12,823	437	
RMBS	5,757	—	4,694	1,063	
U.S. Treasuries	4,029	750	3,279	—	
Total fixed maturities	81,809	750	75,938	5,121	
Fixed maturities, FVO	1,328	—	833	495	
Equity securities, trading	30,499	1,967	28,532	—	
Equity securities, AFS	921	352	476	93	
Derivative assets					
Credit derivatives	(24)	—	(11)	(13)	
Equity derivatives	31	—	—	31	
Foreign exchange derivatives	519	—	519	—	
Interest rate derivatives	195	—	147	48	
U.S. GMWB hedging instruments	494	—	11	483	
U.S. macro hedge program	357	—	—	357	
International program hedging instruments	731	—	692	39	
Other derivative contracts	28	—	—	28	
Total derivative assets [1]	2,331	—	1,358	973	
Short-term investments	7,736	750	6,986	—	
Reinsurance recoverable for U.S. GMWB	443	—	—	443	
Separate account assets [2]	139,432	101,644	36,757	1,031	
Total assets accounted for at fair value on a recurring basis	\$264,499	\$105,463	\$150,880	\$8,156	
Percentage of level to total	100	% 40	% 57	% 3	%

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements (continued)

	December 31, 2011			
	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	\$(2,538)	) \$—	\$—	\$(2,538)
International guaranteed withdrawal benefits	(66)	) —	—	(66)
International other guaranteed living benefits	(5)	) —	—	(5)
Equity linked notes	(9)	) —	—	(9)
Total other policyholder funds and benefits payable	(2,618)	) —	—	(2,618)
Derivative liabilities				
Credit derivatives	(573)	) —	(25)	(548)
Equity derivatives	9	) —	—	9
Foreign exchange derivatives	134	) —	134	—
Interest rate derivatives	(527)	) —	(421)	(106)
U.S. GMWB hedging instruments	400	) —	—	400
International program hedging instruments	19	) —	23	(4)
Total derivative liabilities [3]	(538)	) —	(289)	(249)
Other Liabilities	(9)	) —	—	(9)
Consumer notes [4]	(4)	) —	—	(4)
Total liabilities accounted for at fair value on a recurring basis	\$(3,169)	) \$—	\$(289)	\$(2,880)

[1] Includes over-the-counter derivative instruments in a net asset value position which may require the counterparty to pledge collateral to the Company. As of September 30, 2012 and December 31, 2011, \$320 and \$1.4 billion, 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 3 below for derivative liabilities.

[2] Approximately \$6.0 billion and \$4.0 billion of investment sales receivable that are not subject to fair value accounting are excluded as of September 30, 2012 and December 31, 2011, respectively.

[3] Includes over-the-counter derivative instruments in a net negative market value position (derivative liability). 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.

[4] 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 is also a Fair Value Working Group (“Working Group”) which includes the Heads of Investment Operations and Accounting, as well as other investment, operations, accounting and risk management professionals that meet monthly to review market data trends, pricing and trading statistics and results, and any proposed pricing methodology changes described in more detail in the following paragraphs.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements (continued)

Available-for-Sale 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. 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 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 activities to monitor controls around pricing. Daily analyses identify price changes over 3-5%, sale trade prices that differ over 3% from the prior day’s price and purchase trade prices that differ more than 3% from the current day’s price. Weekly analyses identify prices that differ more than 5% from published

bond prices of a corporate bond index. Monthly analyses identify price changes over 3%, prices that haven't changed, missing prices and second source validation 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. For a sample of structured securities, a comparison of the vendor's assumptions to our internal econometric models is also performed; any differences are challenged in accordance with the process described above.

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.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. Fair Value Measurements (continued)

Derivative Instruments, including embedded derivatives within investments

Derivative instruments are fair valued using pricing valuation models that utilize independent market data inputs, quoted market prices for exchange-traded derivatives, or independent broker quotations. Excluding embedded and reinsurance related derivatives, as of September 30, 2012 and December 31, 2011, 99% and 98%, respectively, of derivatives, based upon notional values, were priced by valuation models or quoted market prices. The remaining derivatives were priced by broker quotations.

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

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

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

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. 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. 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 Level 2 considering prices received from third party pricing services. These investments include most fixed maturities and preferred stocks, including those reported in separate account assets.

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

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

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

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

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

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

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

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

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

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

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

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

Significant inputs for these derivative contracts primarily include the typical inputs used in the Level 1 and Level 2 measurements noted above; but also include equity and interest rate volatility and swap yield curves beyond observable limits.

Table of Contents

THE HARTFORD FINANCIAL SERVICES GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

4. 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 As of September 30, 2012

Assets accounted for at fair value on a recurring basis	Fair Value	Predominant Valuation Method	Significant Unobservable Input	Range of Values – Unobservable Inputs (Weighted Average) [1]	Impact of Increase in Input on Fair Value [2]
CMBS	\$871	Discounted cash flows	Spread (encompasses prepayment, default risk and loss severity)	300 - 3,151 bps (1,202 bps)	Decrease
Corporate [3]	620	Discounted cash flows	Spread	87 - 1,223 bps (213 bps)	Decrease
Municipal	204	Discounted cash flows	Spread	118 - 371 bps (265 bps)	Decrease
RMBS	1,292	Discounted cash flows	Spread	52 - 1,948 bps (463 bps)	Decrease
			Constant prepayment rate	0% - 12% (2%)	Decrease [4]
			Constant default rate	1% - 28% (8%)	Decrease
			Loss severity	45% - 100% (79%)	Decrease

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

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

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

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

Freestanding Derivatives As of September 30, 2012

	Fair Value	Predominant Valuation Method	Significant Unobservable Input	Range of Values – Unobservable Inputs	Impact of Increase in Input on Fair Value [1]
Equity derivatives					
Equity options	\$				