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

Form 10-Q

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

For the quarterly period ended June 30, 2024

☐ 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 001-31792

CNO Financial Group, Inc.

Delaware	75-3108137
State of Incorporation	**IRS Employer Identification No.**
11299 Illinois Street Carmel, Indiana 46032	(317) 817-6100
Address of principal executive offices	**Telephone**

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.01 per share	CNO	New York Stock Exchange
Rights to purchase Series F Junior Participating Preferred Stock		New York Stock Exchange
5.125% Subordinated Debentures due 2060	CNOpA	New York Stock Exchange

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

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ☒ No ☐

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ☐ No ☒

Shares of common stock outstanding as of July 23, 2024: 105,764,929

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Dollars in millions)
(unaudited)

ASSETS

	June 30, 2024	December 31, 2023
Investments:		
Fixed maturities, available for sale, at fair value (net of allowance for credit losses: June 30, 2024 - $39.8 and December 31, 2023 - $42.9; amortized cost: June 30, 2024 - $25,106.1 and December 31, 2023 - $23,699.2)	$ 22,617.9	$ 21,506.2
Equity securities at fair value	117.7	96.9
Mortgage loans (net of allowance for credit losses: June 30, 2024 - $13.2 and December 31, 2023 - $15.4)	2,176.0	2,064.1
Policy loans	131.3	128.5
Trading securities	207.8	222.7
Investments held by variable interest entities (net of allowance for credit losses: June 30, 2024 - $2.8 and December 31, 2023 - $3.1; amortized cost: June 30, 2024 - $440.6 and December 31, 2023 - $787.6)	425.5	768.6
Other invested assets	1,554.0	1,353.4
Total investments	27,230.2	26,140.4
Cash and cash equivalents - unrestricted	878.8	774.5
Cash and cash equivalents held by variable interest entities	113.3	114.5
Accrued investment income	262.5	251.5
Present value of future profits	170.4	180.7
Deferred acquisition costs	2,047.2	1,944.4
Reinsurance receivables (net of allowance for credit losses: June 30, 2024 - $3.0 and December 31, 2023 - $3.0)	3,910.9	4,040.7
Market risk benefit asset	84.5	75.4
Income tax assets, net	882.8	936.2
Assets held in separate accounts	3.2	3.1
Other assets	706.4	641.1
Total assets	$ 36,290.2	$ 35,102.5

(continued on next page)

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET, continued
(Dollars in millions)
(unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	June 30, 2024	December 31, 2023
Liabilities:		
Liabilities for insurance products:		
Policyholder account balances	$ 16,637.9	$ 15,667.8
Future policy benefits	11,479.4	11,928.2
Market risk benefit liability	3.2	7.4
Liability for life insurance policy claims	59.6	62.1
Unearned and advanced premiums	220.9	218.9
Liabilities related to separate accounts	3.2	3.1
Other liabilities	934.4	848.8
Investment borrowings	2,189.0	2,189.3
Borrowings related to variable interest entities	501.4	820.8
Notes payable – direct corporate obligations	1,832.3	1,140.5
Total liabilities	33,861.3	32,886.9
Commitments and Contingencies		
Shareholders' equity:		
Common stock ($0.01 par value, 8,000,000,000 shares authorized, shares issued and outstanding: June 30, 2024 – 106,513,566; December 31, 2023 – 109,357,540)	1.1	1.1
Additional paid-in capital	1,797.6	1,891.5
Accumulated other comprehensive loss	(1,464.3)	(1,576.8)
Retained earnings	2,094.5	1,899.8
Total shareholders' equity	2,428.9	2,215.6
Total liabilities and shareholders' equity	$ 36,290.2	$ 35,102.5

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(Dollars in millions, except per share data)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenues:				
Insurance policy income	$ 641.5	$ 628.3	$ 1,269.9	$ 1,253.8
Net investment income:				
General account assets	351.7	308.1	653.6	600.3
Policyholder and other special-purpose portfolios	57.4	91.6	224.7	142.4
Investment gains (losses):				
Realized investment losses	(26.3)	(21.8)	(36.3)	(36.4)
Other investment gains (losses)	9.1	(13.5)	26.9	(13.5)
Total investment losses	(17.2)	(35.3)	(9.4)	(49.9)
Fee revenue and other income	32.8	30.1	83.9	82.2
Total revenues	1,066.2	1,022.8	2,222.7	2,028.8
Benefits and expenses:				
Insurance policy benefits	568.8	565.9	1,200.2	1,175.6
Liability for future policy benefits remeasurement (gain) loss	(30.0)	8.3	(36.4)	8.9
Change in fair value of market risk benefits	(.2)	(17.6)	(13.9)	(2.8)
Interest expense	64.2	57.6	124.4	112.3
Amortization of deferred acquisition costs and present value of future profits	61.4	56.0	121.9	111.5
Other operating costs and expenses	251.4	256.5	529.7	528.2
Total benefits and expenses	915.6	926.7	1,925.9	1,933.7
Income before income taxes	150.6	96.1	296.8	95.1
Income tax expense	34.3	22.4	68.2	22.2
Net income	$ 116.3	73.7	$ 228.6	$ 72.9
Earnings per common share:				
Basic:				
Weighted average shares outstanding	107,731,000	114,273,000	108,347,000	114,409,000
Net income	$ 1.08	$ .64	$ 2.11	$ .64
Diluted:				
Weighted average shares outstanding	109,258,000	115,650,000	110,052,000	116,189,000
Net income	$ 1.06	$ .64	$ 2.08	$ .63

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Dollars in millions)
(unaudited)

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net income	$ 116.3	$ 73.7	$ 228.6	$ 72.9
Other comprehensive income (loss), before tax:				
Unrealized gains (losses) on investments	(217.1)	(272.8)	(331.7)	353.3
Adjustment to discount rate for liability for future policy benefits	206.8	157.2	438.5	(106.1)
Adjustment to instrument-specific credit risk for market risk benefits	.8	(2.3)	(.6)	(1.4)
Reclassification adjustments:				
For net realized investment losses included in net income	29.7	29.2	37.0	40.1
Other comprehensive income (loss) before tax	20.2	(88.7)	143.2	285.9
Income tax (expense) benefit related to items of accumulated other comprehensive income (loss)	(4.2)	19.6	(30.7)	(62.1)
Other comprehensive income (loss), net of tax	16.0	(69.1)	112.5	223.8
Comprehensive income	$ 132.3	$ 4.6	$ 341.1	$ 296.7

The accompanying notes are an integral part
of the consolidated financial statements.

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CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(Dollars in millions, shares in thousands)
(unaudited)

	Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Total
	Shares	Amount				
Balance, March 31, 2023	114,905	$ 1.1	$ 2,021.1	$ (1,664.4)	$ 1,674.0	$ 2,031.8
Net income	—	—	—	—	73.7	73.7
Other comprehensive loss, net of tax	—	—	—	(69.1)	—	(69.1)
Common stock repurchased	(1,346)	—	(30.0)	—	—	(30.0)
Dividends on common stock	—	—	—	—	(17.4)	(17.4)
Employee benefit plans, net of shares used to pay tax withholdings	115	—	6.8	—	—	6.8
Balance, June 30, 2023	113,674	$ 1.1	$ 1,997.9	$ (1,733.5)	$ 1,730.3	$ 1,995.8
Balance, March 31, 2024	108,569	$ 1.1	$ 1,851.2	$ (1,480.3)	$ 1,995.7	$ 2,367.7
Net income	—	—	—	—	116.3	116.3
Other comprehensive income, net of tax	—	—	—	16.0	—	16.0
Common stock repurchased	(2,173)	—	(60.0)	—	—	(60.0)
Dividends on common stock	—	—	—	—	(17.5)	(17.5)
Employee benefit plans, net of shares used to pay tax withholdings	118	—	6.4	—	—	6.4
Balance, June 30, 2024	106,514	$ 1.1	$ 1,797.6	$ (1,464.3)	$ 2,094.5	$ 2,428.9

	Common stock		Additional paid-in capital	Accumulated other comprehensive income (loss)	Retained earnings	Total
	Shares	Amount				
Balance, December 31, 2022	114,343	$ 1.1	$ 2,033.8	$ (1,957.3)	$ 1,691.2	$ 1,768.8
Net income	—	—	—	—	72.9	72.9
Other comprehensive income, net of tax	—	—	—	223.8	—	223.8
Common stock repurchased	(1,979)	—	(45.1)	—	—	(45.1)
Dividends on common stock	—	—	—	—	(33.8)	(33.8)
Employee benefit plans, net of shares used to pay tax withholdings	1,310	—	9.2	—	—	9.2
Balance, June 30, 2023	113,674	$ 1.1	$ 1,997.9	$ (1,733.5)	$ 1,730.3	$ 1,995.8
Balance, December 31, 2023	109,358	$ 1.1	$ 1,891.5	$ (1,576.8)	$ 1,899.8	$ 2,215.6
Net income	—	—	—	—	228.6	228.6
Other comprehensive income, net of tax	—	—	—	112.5	—	112.5
Common stock repurchased	(3,656)	—	(100.0)	—	—	(100.0)
Dividends on common stock	—	—	—	—	(33.9)	(33.9)
Employee benefit plans, net of shares used to pay tax withholdings	812	—	6.1	—	—	6.1
Balance, June 30, 2024	106,514	$ 1.1	$ 1,797.6	$ (1,464.3)	$ 2,094.5	$ 2,428.9

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Dollars in millions)
(unaudited)

	Six months ended June 30, 2024	Six months ended June 30, 2023
Cash flows from operating activities:		
Insurance policy income	$ 1,164.4	$ 1,150.4
Net investment income	679.0	648.3
Fee revenue and other income	89.0	105.3
Insurance policy benefits	(821.0)	(821.4)
Interest expense	(122.2)	(108.1)
Deferrable policy acquisition costs	(214.4)	(186.4)
Other operating costs	(523.8)	(537.0)
Income taxes	(45.5)	(27.7)
Net cash from operating activities	205.5	223.4
Cash flows from investing activities:		
Sales of investments	1,339.2	747.3
Maturities and redemptions of investments	967.0	660.3
Purchases of investments	(3,476.0)	(1,906.1)
Net sales (purchases) of trading securities	6.0	(30.8)
Other	(5.7)	(22.6)
Net cash used by investing activities	(1,169.5)	(551.9)
Cash flows from financing activities:		
Issuance of notes payable, net	691.0	—
Issuance of common stock	3.8	8.6
Payments to repurchase common stock	(118.6)	(55.6)
Common stock dividends paid	(34.5)	(34.5)
Proceeds from financing arrangements	—	43.0
Payments on financing arrangements	(7.1)	—
Amounts received for deposit products	1,856.1	1,035.7
Withdrawals from deposit products	(1,007.5)	(847.6)
Issuance of investment borrowings:		
Federal Home Loan Bank	237.0	645.5
Payments on investment borrowings:		
Federal Home Loan Bank	(237.2)	(445.5)
Related to variable interest entities	(315.9)	(104.1)
Net cash provided by financing activities	1,067.1	245.5
Net increase (decrease) in cash and cash equivalents	103.1	(83.0)
Cash and cash equivalents - unrestricted and held by variable interest entities, beginning of period	889.0	644.9
Cash and cash equivalents - unrestricted and held by variable interest entities, end of period	$ 992.1	$ 561.9

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

BUSINESS AND BASIS OF PRESENTATION

CNO Financial Group, Inc., a Delaware corporation ("CNO"), is a holding company for a group of insurance companies that develop, market and administer health insurance, annuity, individual life insurance and other insurance products. The terms "CNO Financial Group, Inc.", "CNO", the "Company", "we", "us", and "our" as used in these financial statements refer to CNO and its subsidiaries. Such terms, when used to describe insurance business and products, refer to the insurance business and products of CNO's insurance subsidiaries.

We focus on serving middle-income pre-retiree and retired Americans, which we believe are attractive, underserved, high growth markets. We sell our products through exclusive agents, independent producers (some of whom sell one or more of our product lines exclusively) and direct marketing.

Our unaudited consolidated financial statements reflect normal recurring adjustments that, in the opinion of management, are necessary for a fair statement of our financial position, results of operations and cash flows for the periods presented. As permitted by rules and regulations of the Securities and Exchange Commission (the "SEC") applicable to quarterly reports on Form 10-Q, we have condensed or omitted certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Results for interim periods are not necessarily indicative of the results that may be expected for a full year.

The December 31, 2023 consolidated balance sheet data was derived from the audited consolidated financial statements included in our 2023 Annual Report on Form 10-K. Accordingly, these interim consolidated financial statements should be read together with the consolidated financial statements included in our 2023 Annual Report on Form 10-K.

When we prepare financial statements in conformity with GAAP, we are required to make estimates and assumptions that significantly affect reported amounts of various assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting periods. For example, we use significant estimates and assumptions to calculate values for deferred acquisition costs, the present value of future profits, fair value measurements of certain investments (including derivatives), allowance for credit losses and other-than-temporary impairments of investments, assets and liabilities related to income taxes, liabilities for insurance products, liabilities related to litigation and guaranty fund assessment accruals. If our future experience differs from these estimates and assumptions, our financial statements could be materially affected.

The accompanying financial statements are unaudited and include the accounts of the Company and its subsidiaries. Our consolidated financial statements exclude transactions between us and our consolidated affiliates, or among our consolidated affiliates.

RECENTLY ISSUED ACCOUNTING STANDARDS

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2023-07 Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07"). ASU 2023-07 is intended to improve reportable segment disclosure requirements primarily through enhanced disclosures about significant segment expenses. Such requirements include: (i) disclosures on significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within each reported measure of segment profit or loss on an annual and interim basis; (ii) disclosures of an amount for other segment items by reportable segment and a description of its composition on an annual and interim basis (the other segment items category is the difference between segment revenues less the segment expenses disclosed pursuant to the new guidance); (iii) providing all annual disclosures on a reportable segment's profit or loss and assets currently required by FASB ASC Topic 280, Segment Reporting in interim periods; and (iv) specifying the title and position of the CODM and an explanation of how the CODM uses the reported measures to assess segment performance and make decisions about allocating resources. ASU 2023-07 is effective for annual periods beginning January 1, 2024 and interim periods beginning January 1, 2025, to be applied on a retrospective basis (with early adoption permitted). The adoption of ASU 2023-07 will expand our disclosures but will not have an impact on our financial position or results of operations.

In December 2023, the FASB issued Accounting Standards Update 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09"). ASU 2023-09 is intended to improve the effectiveness of income tax disclosures by requiring, among other things, the disclosure on an annual basis of: (i) specific categories in the rate reconciliation; and (ii) additional information for reconciling items that meet a quantitative threshold. In addition, ASU 2023-09 requires disclosure (on an annual basis) of the following information about income taxes paid: (i) the amount of income taxes paid (net of refunds received) disaggregated by federal (national), state, and foreign taxes; and (ii) the amount of income taxes paid (net of refunds received) disaggregated by individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refunds received). ASU 2023-09 is effective for annual periods beginning January 1, 2025, to be applied prospectively with an option for retrospective application (with early adoption permitted). The adoption of ASU 2023-09 will modify our disclosures but will not have an impact on our financial position or results of operations.

INVESTMENTS

We classify our *fixed maturity securities* into one of two categories: (i) "available for sale" (which we carry at estimated fair value with any unrealized gain or loss, net of any allowance for credit losses and income taxes, recorded as a component of shareholders' equity); or (ii) "trading" (which we carry at estimated fair value with changes in such value recognized as either net investment income (classified as investment income from policyholder and other special-purpose portfolios) or investment gains (losses)).

Trading securities include: (i) investments purchased with the intent of selling in the near term to generate income; and (ii) certain fixed maturity securities containing embedded derivatives for which we have elected the fair value option. The change in fair value of the income generating investments is recognized in income from policyholder and other special-purpose portfolios (a component of net investment income). The change in fair value of securities with embedded derivatives is recognized in other investment gains (losses).

We review our available for sale fixed maturity securities with unrealized losses to determine whether such impairments are the result of credit losses. We analyze various factors to make such determinations including, but not limited to: (i) actions taken by rating agencies; (ii) default by the issuer; (iii) the significance of the decline; (iv) an assessment of our intent to sell the security before recovering the security's amortized cost; (v) an economic analysis of the issuer's industry; and (vi) the financial strength, liquidity, and recoverability of the issuer. We perform a security by security review each quarter to evaluate whether a credit loss has occurred.

In determining the credit loss component, we discount the estimated cash flows on a security by security basis. We consider the impact of macroeconomic conditions on inputs used to measure the amount of credit loss. For most structured securities, cash flow estimates are based on bond-specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity, prepayment speeds and structural support, including overcollateralization, excess spread, subordination and guarantees. For corporate bonds, cash flow estimates are derived by considering asset type, rating, time to maturity, and applying an expected loss rate.

If a portion of the decline is due to credit-related factors, we separate the credit loss component of the impairment from the amount related to all other factors. The credit loss component is recorded as an allowance and reported in other investment gains (losses) (limited to the difference between estimated fair value and amortized cost). The impairment related to all other factors (non-credit factors) is reported in accumulated other comprehensive income (loss) along with unrealized gains (losses) related to fixed maturity investments, available for sale, net of tax and related adjustments. The allowance is adjusted for any additional credit losses and subsequent recoveries. When recognizing an allowance associated with a credit loss, the cost basis is not adjusted. When we determine a security is uncollectable, the remaining amortized cost will be written off.

If we intend to sell an impaired fixed maturity security, available for sale, or identify an impaired fixed maturity security, available for sale, for which it is more likely than not we will be required to sell before anticipated recovery, the difference between the fair value and the amortized cost is included in other investment gains (losses) and the fair value becomes the new amortized cost. The new cost basis is not adjusted for any subsequent recoveries in fair value.

The Company reports accrued investment income separately from fixed maturities, available for sale, and has elected not to measure an allowance for credit losses for accrued investment income. Accrued investment income is written off through net investment income at the time the issuer of the bond defaults or is expected to default on payments.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

At June 30, 2024, the amortized cost, gross unrealized gains, gross unrealized losses, allowance for credit losses and estimated fair value of fixed maturities, available for sale, were as follows (dollars in millions):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Allowance for credit losses	Estimated fair value
Corporate securities	$ 13,450.7	$ 43.4	$ (1,667.4)	$ (38.6)	$ 11,788.1
Certificates of deposit	470.2	3.5	—	—	473.7
United States Treasury securities and obligations of United States government corporations and agencies	278.6	—	(22.1)	—	256.5
States and political subdivisions	3,192.5	18.6	(399.7)	(.6)	2,810.8
Foreign governments	101.1	.4	(13.3)	(.5)	87.7
Asset-backed securities	1,552.2	4.5	(87.9)	(.1)	1,468.7
Agency residential mortgage-backed securities	787.3	6.1	(4.0)	—	789.4
Non-agency residential mortgage-backed securities	1,667.2	30.4	(144.8)	—	1,552.8
Collateralized loan obligations	1,227.6	5.1	(7.8)	—	1,224.9
Commercial mortgage-backed securities	2,378.7	1.2	(214.6)	—	2,165.3
Total fixed maturities, available for sale	$ 25,106.1	$ 113.2	$ (2,561.6)	$ (39.8)	$ 22,617.9

At December 31, 2023, the amortized cost, gross unrealized gains, gross unrealized losses, allowance for credit losses and estimated fair value of fixed maturities, available for sale, were as follows (dollars in millions):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Allowance for credit losses	Estimated fair value
Corporate securities	$ 13,186.9	$ 74.7	$ (1,382.4)	$ (41.7)	$ 11,837.5
United States Treasury securities and obligations of United States government corporations and agencies	207.6	.1	(13.3)	—	194.4
States and political subdivisions	2,896.8	31.3	(360.7)	(.7)	2,566.7
Foreign governments	92.7	1.2	(10.4)	(.4)	83.1
Asset-backed securities	1,476.2	4.1	(107.8)	(.1)	1,372.4
Agency residential mortgage-backed securities	639.0	9.5	(.5)	—	648.0
Non-agency residential mortgage-backed securities	1,670.1	35.8	(152.7)	—	1,553.2
Collateralized loan obligations	1,042.5	3.3	(13.0)	—	1,032.8
Commercial mortgage-backed securities	2,487.4	.7	(270.0)	—	2,218.1
Total fixed maturities, available for sale	$ 23,699.2	$ 160.7	$ (2,310.8)	$ (42.9)	$ 21,506.2

The following table sets forth the amortized cost and estimated fair value of fixed maturities, available for sale, at June 30, 2024, by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties. Structured securities (such as asset-backed securities, agency residential mortgage-backed securities, non-agency residential mortgage-backed securities, collateralized loan obligations and commercial mortgage-backed securities, collectively referred to as "structured securities") frequently include provisions for periodic principal payments and permit periodic unscheduled payments.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 867.7	$ 860.9
Due after one year through five years	2,272.7	2,178.7
Due after five years through ten years	1,738.0	1,660.6
Due after ten years	12,614.7	10,716.6
Subtotal	17,493.1	15,416.8
Structured securities	7,613.0	7,201.1
Total fixed maturities, available for sale	$ 25,106.1	$ 22,617.9

Gross Unrealized Investment Losses

Our investment strategy is to maximize, over a sustained period and within acceptable parameters of quality and risk, investment income and total investment return through active strategic asset allocation and investment management. Accordingly, we may sell securities at a gain or a loss to enhance the projected total return of the portfolio as market opportunities change, to reflect changing perceptions of risk, or to better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities.

The following table summarizes the gross unrealized losses and fair values of our investments with unrealized losses for which an allowance for credit losses has not been recorded, aggregated by investment category and length of time that such securities have been in a continuous unrealized loss position, at June 30, 2024 (dollars in millions):

	Less than 12 months		12 months or greater		Total	
Description of securities	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Corporate securities	$ 687.8	$ (13.7)	$ 4,836.0	$ (722.8)	$ 5,523.8	$ (736.5)
United States Treasury securities and obligations of United States government corporations and agencies	97.6	—	153.4	(22.1)	251.0	(22.1)
States and political subdivisions	367.2	(5.2)	1,155.2	(207.9)	1,522.4	(213.1)
Foreign governments	20.3	(.7)	21.6	(2.0)	41.9	(2.7)
Asset-backed securities	180.0	(1.3)	958.6	(85.5)	1,138.6	(86.8)
Agency residential mortgage-backed securities	272.9	(2.8)	43.7	(1.2)	316.6	(4.0)
Non-agency residential mortgage-backed securities	130.8	(1.6)	1,029.2	(143.2)	1,160.0	(144.8)
Collateralized loan obligations	278.8	(2.3)	224.9	(5.5)	503.7	(7.8)
Commercial mortgage-backed securities	210.6	(1.1)	1,768.7	(213.5)	1,979.3	(214.6)
Total fixed maturities, available for sale	$ 2,246.0	$ (28.7)	$ 10,191.3	$ (1,403.7)	$ 12,437.3	$ (1,432.4)

The following table summarizes the gross unrealized losses and fair values of our investments with unrealized losses for which an allowance for credit losses has not been recorded, aggregated by investment category and length of time that such securities have been in a continuous unrealized loss position, at December 31, 2023 (dollars in millions):

	Less than 12 months		12 months or greater		Total	
Description of securities	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
Corporate securities	$ 332.0	$ (5.3)	$ 5,199.0	$ (640.6)	$ 5,531.0	$ (645.9)
United States Treasury securities and obligations of United States government corporations and agencies	126.7	(10.2)	34.5	(3.1)	161.2	(13.3)
States and political subdivisions	236.9	(3.8)	990.0	(181.2)	1,226.9	(185.0)
Foreign governments	6.2	—	21.1	(2.3)	27.3	(2.3)
Asset-backed securities	46.9	(.8)	1,066.8	(106.0)	1,113.7	(106.8)
Agency residential mortgage-backed securities	73.4	(.4)	7.1	(.1)	80.5	(.5)
Non-agency residential mortgage-backed securities	69.0	(1.3)	1,062.9	(151.4)	1,131.9	(152.7)
Collateralized loan obligations	75.0	(.3)	590.9	(12.7)	665.9	(13.0)
Commercial mortgage-backed securities	203.8	(2.4)	1,914.1	(267.6)	2,117.9	(270.0)
Total fixed maturities, available for sale	$ 1,169.9	$ (24.5)	$ 10,886.4	$ (1,365.0)	$ 12,056.3	$ (1,389.5)

Based on management's current assessment of investments with unrealized losses at June 30, 2024, the Company believes the issuers of the securities will continue to meet their obligations. While we do not have the intent to sell securities with unrealized losses and it is not more likely than not that we will be required to sell securities with unrealized losses prior to their anticipated recovery, our intent on an individual security may change, based upon market or other unforeseen developments. In such instances, if a loss is recognized from a sale subsequent to a balance sheet date due to these unexpected developments, the loss is recognized in the period in which we had the intent to sell the security before its anticipated recovery.

The following table summarizes changes in the allowance for credit losses related to fixed maturities, available for sale, for the three months ended June 30, 2024 (dollars in millions):

	Corporate securities	States and political subdivisions	Foreign governments	Asset-backed securities	Total
Allowance at March 31, 2024	$ 37.7	$ .6	$ .6	$ .1	$ 39.0
Additions for securities for which credit losses were not previously recorded	2.2	—	—	—	2.2
Additions (reductions) for securities where an allowance was previously recorded	(.2)	—	—	—	(.2)
Reduction for securities sold during the period	(1.1)	—	(.1)	—	(1.2)
Allowance at June 30, 2024	$ 38.6	$ .6	$ .5	$ .1	$ 39.8

The following table summarizes changes in the allowance for credit losses related to fixed maturities, available for sale, for the six months ended June 30, 2024 (dollars in millions):

	Corporate securities	States and political subdivisions	Foreign governments	Asset-backed securities	Total
Allowance at December 31, 2023	$ 41.7	$ .7	$ .4	$ .1	$ 42.9
Additions for securities for which credit losses were not previously recorded	4.4	(.1)	.1	—	4.4
Additions (reductions) for securities where an allowance was previously recorded	(6.3)	—	.1	—	(6.2)
Reduction for securities sold during the period	(1.2)	—	(.1)	—	(1.3)
Allowance at June 30, 2024	$ 38.6	$ .6	$ .5	$ .1	$ 39.8

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The following table summarizes changes in the allowance for credit losses related to fixed maturities, available for sale, for the three months ended June 30, 2023 (dollars in millions):

	Corporate securities	States and political subdivisions	Foreign governments	Asset-backed securities	Total
Allowance at March 31, 2023	$ 57.2	$ .8	$ .5	$ .6	$ 59.1
Additions for securities for which credit losses were not previously recorded	1.7	.2	—	—	1.9
Additions (reductions) for securities where an allowance was previously recorded	7.1	—	—	(.4)	6.7
Reduction for securities sold during the period	(1.6)	—	—	—	(1.6)
Allowance at June 30, 2023	$ 64.4	$ 1.0	$ .5	$ .2	$ 66.1

The following table summarizes changes in the allowance for credit losses related to fixed maturities, available for sale, for the six months ended June 30, 2023 (dollars in millions):

	Corporate securities	States and political subdivisions	Foreign governments	Asset-backed securities	Total
Allowance at December 31, 2022	$ 54.4	$ .9	$ .4	$ .3	$ 56.0
Additions for securities for which credit losses were not previously recorded	4.7	.2	—	—	4.9
Additions (reductions) for securities where an allowance was previously recorded	7.6	(.1)	.1	(.1)	7.5
Reduction for securities sold during the period	(2.3)	—	—	—	(2.3)
Allowance at June 30, 2023	$ 64.4	$ 1.0	$ .5	$ .2	$ 66.1

Mortgage Loans

Mortgage loans are carried at amortized unpaid balance, net of allowance for estimated credit losses. Interest income is accrued on the principal amount of the loan based on the loan's contractual interest rate. Payment terms specified for mortgage loans may include a prepayment penalty for unscheduled payoff of the investment. Prepayment penalties are recognized as investment income when received.

The allowance for estimated credit losses is measured using a loss-rate method on an individual asset basis. Inputs used include asset-specific characteristics, current economic conditions, historical loss information and reasonable and supportable forecasts about future economic conditions.

The mortgage loan balance was comprised of commercial and residential mortgage loans. At June 30, 2024, we held commercial mortgage loan investments with an amortized cost and fair value of $1,487.2 million and $1,315.6 million, respectively. At June 30, 2024, there were no commercial mortgage loans that were noncurrent or in the process of foreclosure.

At June 30, 2024, we held residential mortgage loan investments with an amortized cost and fair value of $702.0 million and $704.9 million, respectively. At June 30, 2024, there were twenty-three residential mortgage loans that were noncurrent with an amortized cost of $14.3 million (of which, fifteen loans with an amortized cost of $6.6 million were in foreclosure).

The following table provides the amortized cost by year of origination and estimated fair value of our outstanding commercial mortgage loans and the underlying collateral as of June 30, 2024 (dollars in millions):

								Estimated fair value	
Loan-to-value ratio (a)	2024	2023	2022	2021	2020	Prior	Total amortized cost	Commercial mortgage loans	Collateral
Less than 60%	$ 65.0	$ 160.4	$ 159.9	$ 111.7	$ 32.9	$ 511.9	$ 1,041.8	$ 928.5	$ 3,934.4
60% to less than 70%	16.3	126.9	72.1	29.0	5.4	17.6	267.3	245.1	410.9
70% to less than 80%	—	19.2	30.0	—	—	35.2	84.4	67.4	114.9
80% to less than 90%	—	—	47.8	—	—	45.9	93.7	74.6	111.8
Total	$ 81.3	$ 306.5	$ 309.8	$ 140.7	$ 38.3	$ 610.6	$ 1,487.2	$ 1,315.6	$ 4,572.0

(a) Loan-to-value ratios are calculated as the ratio of: (i) the amortized cost of the commercial mortgage loans; to (ii) the estimated fair value of the underlying collateral.

The following table summarizes changes in the allowance for credit losses related to mortgage loans for the three months ended June 30, 2024 and 2023 (dollars in millions):

	Three months ended June 30,	
	2024	2023
Allowance at the beginning of the period	$ 16.6	$ 8.4
Increase (decrease) in provision for expected credit losses	(3.4)	1.9
Allowance at the end of the period	$ 13.2	$ 10.3

The following table summarizes changes in the allowance for credit losses related to mortgage loans for the six months ended June 30, 2024 and 2023 (dollars in millions):

	Six months ended June 30, 2024	Six months ended June 30, 2023
Allowance at the beginning of the period	$ 15.4	$ 8.0
Increase (decrease) in provision for expected credit losses	(2.2)	2.3
Allowance at the end of the period	$ 13.2	$ 10.3

Total Investment Gains (Losses)

The following table sets forth the total investment gains (losses) for the periods indicated (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Realized investment gains (losses):				
Gross realized gains on sales of fixed maturities, available for sale	$ .9	$ 2.8	$ 3.0	$ 10.1
Gross realized losses on sales of fixed maturities, available for sale	(27.6)	(21.6)	(33.5)	(36.0)
Equity securities, net	(.1)	(.4)	(.1)	(.6)
Other, net	.5	(2.6)	(5.7)	(9.9)
Total realized investment losses	(26.3)	(21.8)	(36.3)	(36.4)
Change in allowance for credit losses (a)	4.1	(9.9)	5.6	(11.4)
Change in fair value of equity securities (b)	(.7)	—	.2	.4
Other changes in fair value (c)	5.7	(3.6)	17.3	(2.5)
Gain on liquidation of variable interest entity	—	—	3.8	—
Other investment gains	9.1	(13.5)	26.9	(13.5)
Total investment losses	$ (17.2)	$ (35.3)	$ (9.4)	$ (49.9)

(a) Changes in the allowance for credit losses includes $1.5 million and $(1.0) million in the three months ended June 30, 2024 and 2023, respectively, and $0.3 million and $1.0 million in the six months ended June 30, 2024 and 2023, respectively, related to investments held by variable interest entities ("VIEs").

(b) Changes in the estimated fair value of equity securities (that are still held as of the end of the respective periods) were $(0.7) million and $(0.5) million in the three months ended June 30, 2024 and 2023, respectively, and were $0.3 million and $0.1 million for the six months ended June 30, 2024 and 2023, respectively.

(c) Changes in the estimated fair value of trading securities that we have elected the fair value option (that are still held as of the end of the respective periods) were nil and $(3.1) million in the three months ended June 30, 2024 and 2023, respectively, and were $4.7 million and $(5.6) million in the six months ended June 30, 2024 and 2023, respectively.

During the first six months of 2024, we recognized net investment losses of $9.4 million, which were comprised of: (i) $36.2 million of net losses from the sales of investments; (ii) $0.1 million of gains related to equity securities, including the change in fair value; (iii) $17.1 million of gains related to certain other invested assets and fixed maturity investments with embedded derivatives, including the change in fair value; (iv) the increase in fair value of embedded derivatives related to a modified coinsurance agreement of $0.2 million; (v) $3.8 million of gains related to the liquidation of a VIE; and (vi) a decrease in the allowance for credit losses of $5.6 million.

During the first six months of 2023, we recognized net investment losses of $49.9 million, which were comprised of: (i) $35.8 million of net losses from the sales of investments; (ii) $0.2 million of losses related to equity securities, including the change in fair value; (iii) the decrease in fair value of certain other invested assets and fixed maturity investments with embedded derivatives of $2.2 million; (iv) the decrease in fair value of embedded derivatives related to a modified coinsurance agreement of $0.3 million; and (v) an increase in the allowance for credit losses of $11.4 million.

Our fixed maturity investments are generally purchased in the context of various long-term strategies, including funding insurance liabilities, so we do not generally seek to generate short-term realized gains through the purchase and sale of such securities. In certain circumstances, including those in which securities are selling at prices which exceed our view of their underlying economic value, or when it is possible to reinvest the proceeds to better meet our long-term asset-liability objectives, we may sell certain securities.

At June 30, 2024, there were no fixed maturity investments in default.

During the first six months of 2024, the $33.5 million of gross realized losses on sales of $669.2 million of fixed maturity securities, available for sale, included: (i) $19.8 million related to various corporate securities; (ii) $9.2 million related to commercial mortgage-backed securities; and (iii) $4.5 million related to various other investments. Securities are generally sold at a loss following unforeseen issuer-specific events or conditions or shifts in perceived relative values. These reasons include but are not limited to: (i) changes in the investment environment; (ii) expectation that the market value could deteriorate; (iii) our desire to reduce our exposure (or reflect changing perceptions of risk) related to an asset class, an issuer or an industry; (iv) prospective or actual changes in credit quality; (v) better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities; (vi) changes in expected portfolio cash flows; or (vii) an opportunity to enhance the projected total return of the portfolio.

During the first six months of 2023, the $36.0 million of gross realized losses on sales of $388.8 million of fixed maturity securities, available for sale, included: (i) $29.8 million related to various corporate securities; (ii) $4.3 million related to commercial mortgage-backed securities; and (iii) $1.9 million related to various other investments.

Future events may occur, or additional information may become available, which may necessitate future realized losses in our portfolio. Significant losses could have a material adverse effect on our consolidated financial statements in future periods.

LIABILITIES FOR INSURANCE PRODUCTS

The liability for future policy benefits is determined based on numerous assumptions. The most significant assumptions for our life and annuity business are mortality and lapse/withdrawal rates which are based on our experience and, in cases of limited experience, industry experience. Mortality and lapse/withdrawal rates also take into consideration future expectations in policyholder behavior that may vary from past experience. For our health business, mortality rates, lapse rates, morbidity assumptions and future rate increases are based on our experience and, in cases of limited experience, industry experience. Such assumptions also consider future expectations in policyholder behavior that may vary from past experience.

In the first six months of 2024, we reviewed the actual mortality, lapse, and morbidity experience and determined that no changes to assumptions for future cash flows were necessary. This is consistent with the impact in the "Effect of actual variances from expected experience" line items in the tables below, which indicate our actual experience did not deviate significantly from our expectations.

The following tables summarize balances and changes in the liability for future policy benefits for traditional and limited-payment contracts for the six months ended June 30, 2024 (dollars in millions):

	Six months ended June 30, 2024				
	Supplemental health	Medicare supplement	Long-term care	Traditional life	Other annuities
Present value of expected net premiums ("PVENP"), beginning of period	$ 2,718.2	$ 3,009.2	$ 1,055.6	$ 2,279.6	$ —
Effect of changes in discount rate assumptions, beginning of period	86.8	99.1	(7.6)	67.6	—
Beginning PVENP at original discount rate	2,805.0	3,108.3	1,048.0	2,347.2	—
Effect of changes in cash flow assumptions	—	—	—	—	—
Effect of actual variances from expected experience	(22.3)	(28.0)	(9.3)	(38.1)	—
Adjusted beginning of period PVENP	2,782.7	3,080.3	1,038.7	2,309.1	—
Issuances	129.7	226.3	94.2	207.9	2.3
Interest accrual	61.5	65.0	26.0	48.9	—
Net premiums collected	(173.0)	(225.5)	(79.4)	(202.3)	(2.3)
Ending PVENP at original discount rate	2,800.9	3,146.1	1,079.5	2,363.6	—
Effect of changes in discount rate assumptions, end of period	(180.3)	(179.2)	(24.6)	(123.5)	—
PVENP, end of period	$ 2,620.6	$ 2,966.9	$ 1,054.9	$ 2,240.1	$ —
Present value of expected future policy benefits ("PVEFPB"), beginning of period	$ 6,023.3	$ 3,236.6	$ 4,364.6	$ 4,694.7	$ 308.9
Effect of changes in discount rate assumptions, beginning of period	229.8	108.3	(132.8)	170.9	3.0
Beginning PVEFPB at original discount rate	6,253.1	3,344.9	4,231.8	4,865.6	311.9
Effect of changes in cash flow assumptions	—	—	—	—	—
Effect of actual variances from expected experience	(26.0)	(29.5)	(20.2)	(44.8)	(14.2)
Adjusted beginning of period PVEFPB	6,227.1	3,315.4	4,211.6	4,820.8	297.7
Issuances	130.0	226.3	94.3	210.0	2.2
Interest accrual	145.3	70.2	113.6	106.1	7.0
Benefit payments	(222.5)	(239.5)	(147.9)	(229.7)	(15.7)
Ending PVEFPB at original discount rate	6,279.9	3,372.4	4,271.6	4,907.2	291.2
Effect of changes in discount rate assumptions, end of period	(497.6)	(194.9)	(69.7)	(337.4)	(9.9)
PVEFPB, end of period	$ 5,782.3	$ 3,177.5	$ 4,201.9	$ 4,569.8	$ 281.3
Net liability for future policy benefits	$ 3,161.7	$ 210.6	$ 3,147.0	$ 2,329.7	$ 281.3
Flooring impact	—	1.0	—	—	—
Adjusted net liability for future policy benefits	3,161.7	211.6	3,147.0	2,329.7	281.3
Related reinsurance recoverable	(1.5)	—	(354.6)	(181.2)	—
Net liability for future policy benefits, net of reinsurance recoverable	$ 3,160.2	$ 211.6	$ 2,792.4	$ 2,148.5	$ 281.3

The following tables summarize balances and changes in the liability for future policy benefits for traditional and limited-payment contracts for the six months ended June 30, 2023 (dollars in millions):

	Six months ended June 30, 2023				
	Supplemental health	Medicare supplement	Long-term care	Traditional life	Other annuities
PVENP, beginning of period	$ 2,781.3	$ 2,800.6	$ 1,034.1	$ 2,175.0	$ —
Effect of changes in discount rate assumptions, beginning of period	188.4	196.4	23.2	137.1	—
Beginning PVENP at original discount rate	2,969.7	2,997.0	1,057.3	2,312.1	—
Effect of changes in cash flow assumptions	—	—	—	—	—
Effect of actual variances from expected experience	(26.8)	17.3	12.1	(25.5)	—
Adjusted beginning of period PVENP	2,942.9	3,014.3	1,069.4	2,286.6	—
Issuances	140.8	166.5	30.0	209.4	3.1
Interest accrual	64.3	60.9	24.6	46.4	—
Net premiums collected	(178.9)	(219.5)	(81.0)	(202.1)	(3.1)
Ending PVENP at original discount rate	2,969.1	3,022.2	1,043.0	2,340.3	—
Effect of changes in discount rate assumptions, end of period	(162.4)	(177.0)	(19.6)	(120.7)	—
PVENP, end of period	$ 2,806.7	$ 2,845.2	$ 1,023.4	$ 2,219.6	$ —
PVEFPB, beginning of period	$ 5,886.8	$ 3,033.1	$ 4,158.1	$ 4,417.9	$ 310.9
Effect of changes in discount rate assumptions, beginning of period	483.3	212.0	28.5	336.6	15.4
Beginning PVEFPB at original discount rate	6,370.1	3,245.1	4,186.6	4,754.5	326.3
Effect of changes in cash flow assumptions	—	—	—	—	—
Effect of actual variances from expected experience	(31.5)	28.2	19.5	(30.8)	1.0
Adjusted beginning of period PVEFPB	6,338.6	3,273.3	4,206.1	4,723.7	327.3
Issuances	141.2	166.5	30.0	212.7	3.2
Interest accrual	148.1	66.3	111.3	102.5	7.4
Benefit payments	(210.3)	(247.2)	(142.8)	(222.9)	(17.3)
Ending PVEFPB at original discount rate	6,417.6	3,258.9	4,204.6	4,816.0	320.6
Effect of changes in discount rate assumptions, end of period	(408.0)	(190.9)	10.3	(290.8)	(11.6)
PVEFPB, end of period	$ 6,009.6	$ 3,068.0	$ 4,214.9	$ 4,525.2	$ 309.0
Net liability for future policy benefits	$ 3,202.9	$ 222.8	$ 3,191.5	$ 2,305.6	$ 309.0
Flooring impact	—	.2	—	—	—
Adjusted net liability for future policy benefits	3,202.9	223.0	3,191.5	2,305.6	309.0
Related reinsurance recoverable	(2.3)	—	(356.6)	(194.3)	—
Net liability for future policy benefits, net of reinsurance recoverable	$ 3,200.6	$ 223.0	$ 2,834.9	$ 2,111.3	$ 309.0

The following table reconciles the net liability for future policy benefits to the amount presented in the consolidated balance sheet (dollars in millions):

	June 30, 2024	June 30, 2023
Balances included in the future policy benefits rollforwards:		
Supplemental health	$ 3,161.7	$ 3,202.9
Medicare supplement	211.6	223.0
Long-term care	3,147.0	3,191.5
Traditional life	2,329.7	2,305.6
Other annuities	281.3	309.0
Reserves excluded from rollforward (a)	2,465.9	2,601.7
Deferred profit liability	66.8	59.9
Amount of reserves above (below) policyholder account balances (b)	(215.7)	(448.7)
Future loss reserves (c)	31.1	34.7
Future policy benefits	$ 11,479.4	$ 11,479.6

(a) Primarily comprised of blocks of business that are 100% ceded.

(b) Such amount represents the difference between: (i) the total insurance liabilities for our fixed indexed annuities (including the host contract and the related embedded derivative); and (ii) the policyholder account balances for these products. The accounting requirement to bifurcate the embedded derivative and value it at the current estimated fair value results in this amount.

(c) In certain instances for interest-sensitive products, the total insurance liabilities for a particular line of business may not be deficient in the aggregate to trigger loss recognition, but the pattern of earnings may be such that profits are expected to be recognized in earlier years followed by losses in later years. In these situations, accounting standards require that an additional liability (the "future loss reserve") be recognized by an amount necessary to sufficiently offset the losses that would be recognized in later years.

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Many of our fixed indexed annuity products include a guaranteed living withdrawal benefit ("GLWB") that is considered a market risk benefit ("MRB"). The calculation of MRBs includes market assumptions (interest rate, equity returns, volatility and dividend yields) and nonmarket assumptions (mortality rates, surrender and withdrawal rates, GLWB utilization and spreads). Market assumptions are updated quarterly to reflect current market conditions. During the first six months of 2024, we reviewed the nonmarket assumptions used to calculate MRBs and determined that such assumptions were appropriate.

The following table presents the balance of and changes in MRBs associated with our fixed indexed annuities (dollars in millions):

	Six months ended June 30,	
	2024	2023
Net liability (asset), beginning of period	$ (68.0)	$ (54.0)
Effect of changes in the instrument-specific credit risk, beginning of period	4.8	12.2
Balance, beginning of period, before effect of changes in the instrument-specific credit risk	(63.2)	(41.8)
Issuances	.1	(.1)
Interest accrual	10.2	10.7
Attributed fees collected	—	—
Benefit payments	—	—
Effect of changes in interest rates	(19.4)	4.2
Effect of changes in equity markets	(3.8)	9.7
Effect of changes in equity index volatility	(1.0)	(25.3)
Actual policyholder behavior different from expected behavior	4.1	1.8
Effect of changes in future expected policyholder behavior - other	—	—
Effect of changes in future expected policyholder behavior - risk margin	—	—
Effect of changes in assumptions	(4.1)	(3.9)
Net liability (asset), end of period, before effect of changes in the instrument-specific credit risk	(77.1)	(44.7)
Effect of changes in the instrument-specific credit risk, end of period	(4.2)	(10.8)
Net liability (asset), end of period	(81.3)	(55.5)
Reinsurance recoverable, end of period	—	—
Net liability (asset), end of period, net of reinsurance	$ (81.3)	$ (55.5)
Balance reported as an asset	$ 84.5	$ 66.0
Balance reported as a liability	3.2	10.5
Net liability (asset)	$ (81.3)	$ (55.5)
Net amount at risk	$ 50.0	$ 52.0
Weighted average attained age of contract holders	69	69

The following table summarizes the amount of revenue and interest related to traditional and limited-payment contracts recognized in the consolidated statement of operations (dollars in millions):

	Gross premiums (a)		Interest accretion (b)	
	Six months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Other annuities	$ 2.6	$ 3.8	$ 7.0	$ 7.4
Supplemental health	361.1	355.0	83.8	83.8
Medicare supplement	309.0	307.2	5.2	5.4
Long-term care	170.0	163.6	87.6	86.7
Traditional life	362.0	357.3	57.2	56.1
Total	$ 1,204.7	$ 1,186.9	$ 240.8	$ 239.4

(a) Such amounts are included in insurance policy income in the consolidated statement of operations.
(b) Such amounts are included in insurance policy benefits in the consolidated statement of operations.

The following table provides the amount of undiscounted and discounted expected gross premiums and expected future benefits and expenses for traditional and limited-payment contracts (dollars in millions):

	June 30, 2024		June 30, 2023	
	Undiscounted	Discounted (a)	Undiscounted	Discounted (a)
Other annuity				
Expected future gross premiums	$ —	$ —	$ —	$ —
Expected future benefits and expenses	345.8	281.3	391.4	309.0
Supplemental health				
Expected future gross premiums	8,935.0	5,441.5	8,991.5	5,531.8
Expected future benefits and expenses	10,836.5	5,782.3	11,128.9	6,009.6
Medicare supplement				
Expected future gross premiums	5,808.6	4,002.7	5,610.2	3,931.0
Expected future benefits and expenses	4,652.8	3,177.5	4,401.0	3,068.0
Long-term care				
Expected future gross premiums	3,381.3	2,342.2	2,938.2	2,109.2
Expected future benefits and expenses	7,785.9	4,201.9	7,446.7	4,214.9
Traditional life				
Expected future gross premiums	5,684.5	4,035.2	5,509.5	3,947.9
Expected future benefits and expenses	7,615.0	4,569.8	7,443.2	4,525.2

(a) Calculated at the discount rates at period end.

Loss expense as a result of net premium ratio capping was not material in both the six months ended June 30, 2024 and 2023.

The following table provides the weighted average durations (under locked-in rates) of the liability for future policy benefits in years:

	June 30, 2024	June 30, 2023
Other annuity	9.6	9.7
Supplemental health	11.3	11.8
Medicare supplement	6.6	6.1
Long-term care	10.7	10.4
Traditional life	10.4	10.5

The following table provides the weighted average interest rates for the liability for future policy benefits:

	June 30, 2024	June 30, 2023
Other annuities		
Interest accretion rate	4.80 %	4.74 %
Current discount rate	5.36 %	5.26 %
Supplemental health		
Interest accretion rate	4.99 %	5.03 %
Current discount rate	5.58 %	5.36 %
Medicare supplement		
Interest accretion rate	4.32 %	4.27 %
Current discount rate	5.44 %	5.25 %
Long-term care		
Interest accretion rate	5.67 %	5.65 %
Current discount rate	5.63 %	5.32 %
Traditional life		
Interest accretion rate	4.77 %	4.77 %
Current discount rate	5.60 %	5.37 %

Policyholder account balances represent the contract value that has accrued to the benefit of the policyholder as of the balance sheet date. It includes the accumulated account deposits, plus interest credited, less policyholder withdrawals and, if applicable, charges assessed. This balance also includes liabilities for the funding agreement-backed notes ("FABN").

Total liabilities for insurance products related to our fixed indexed annuities are comprised of: (i) the liability related to the host contract; and (ii) the fair market value of the embedded derivatives as summarized below (dollars in millions):

	June 30, 2024	December 31, 2023
Fixed indexed annuity insurance liabilities:		
Host contract liability	$ 8,753.4	$ 8,487.0
Embedded derivatives at fair value	1,418.0	1,376.7
Total fixed indexed annuity insurance liabilities	$ 10,171.4	$ 9,863.7

For presentation in the consolidated balance sheet, the total fixed indexed annuity insurance liability balance is bifurcated between: (i) policyholder account balances (which is the total of all current balances accruing to the policyholder under the terms and conditions of the policies assuming the contracts will continue in force); and (ii) the difference between the total fixed indexed annuity insurance liabilities summarized above and the policyholder account balances, which is classified as future policy benefits. These classifications are summarized below (dollars in millions):

	June 30, 2024	December 31, 2023
Policyholder account balances	$ 10,409.5	$ 10,138.6
Future policy benefits	(238.1)	(274.9)
Total fixed indexed annuity insurance liabilities	$ 10,171.4	$ 9,863.7

When the total policyholder account balance exceeds the total fixed indexed annuity insurance liabilities, a negative future policy benefit balance will occur.

The following tables present the balances of and changes in the liability for policyholder account balances (dollars in millions):

	Six months ended June 30, 2024					
	Fixed indexed annuities	Fixed interest annuities	Other annuities	Interest-sensitive life (b)	Funding agreements	Other (a)
Balance, beginning of period excluding contracts 100% ceded	$ 9,999.2	$ 1,636.4	$ 113.1	$ 1,255.2	$ 1,411.0	$ 381.0
Issuances (funds collected from new business)	733.9	93.6	—	20.0	749.6	—
Premiums received (premiums collected from inforce business)	1.2	1.5	14.3	105.6	—	140.2
Policy charges	(14.4)	(.6)	—	(97.4)	—	—
Surrenders and withdrawals	(467.4)	(95.2)	(17.5)	(17.4)	(14.3)	(153.2)
Benefit payments	(152.0)	(56.0)	(3.2)	(13.3)	—	—
Interest credited	152.9	23.0	1.0	31.7	17.6	1.3
Other	25.7	(.1)	—	.1	—	—
Balance, end of period excluding contracts 100% ceded	10,279.1	1,602.6	107.7	1,284.5	2,163.9	369.3
Balance, end of period for contracts 100% ceded	130.4	562.3	25.2	102.4	—	10.5
Balance, end of period	$ 10,409.5	$ 2,164.9	$ 132.9	$ 1,386.9	$ 2,163.9	$ 379.8
Balance, end of period, reinsurance ceded	(130.4)	(562.3)	(25.2)	(120.5)	—	(24.1)
Balance, end of period, net of reinsurance	$ 10,279.1	$ 1,602.6	$ 107.7	$ 1,266.4	$ 2,163.9	$ 355.7
Weighted average crediting rate	2.0 %	2.8 %	2.5 %	4.7 %	2.6 %	0.7 %
Cash surrender value, net of reinsurance	$ 9,592.8	$ 1,571.3	$ 107.7	$ 1,039.7	$ —	$ 355.7

(a) Predominantly consists of retained asset accounts associated with our traditional life and supplemental health blocks.

(b) The amount of insurance policy benefit expense resulting from death claims that we would incur in excess of the policyholder account balance (net amount at risk) for interest-sensitive life contracts was $28,899.6 million at the balance sheet date.

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	Six months ended June 30, 2023					
	Fixed indexed annuities	Fixed interest annuities	Other annuities	Interest-sensitive life (b)	Funding agreements	Other (a)
Balance, beginning of period excluding contracts 100% ceded	$ 9,490.4	$ 1,663.1	$ 127.1	$ 1,209.6	$ 1,410.8	$ 395.5
Issuances (funds collected from new business)	674.9	91.1	—	20.4	—	—
Premiums received (premiums collected from inforce business)	.2	1.6	15.4	101.6	—	134.3
Policy charges	(9.2)	(.4)	—	(93.3)	—	—
Surrenders and withdrawals	(360.8)	(85.4)	(20.7)	(16.3)	(14.3)	(144.2)
Benefit payments	(122.3)	(55.9)	(3.1)	(13.7)	—	—
Interest credited	23.3	22.5	1.2	18.5	14.4	1.3
Other	11.2	—	(.2)	(.2)	—	—
Balance, end of period excluding contracts 100% ceded	9,707.7	1,636.6	119.7	1,226.6	1,410.9	386.9
Balance, end of period for contracts 100% ceded	144.9	612.4	22.3	109.1	—	10.6
Balance, end of period	$ 9,852.6	$ 2,249.0	$ 142.0	$ 1,335.7	$ 1,410.9	$ 397.5
Balance, end of period, reinsurance ceded	(144.9)	(612.4)	(22.3)	(128.0)	—	(24.7)
Balance, end of period, net of reinsurance	$ 9,707.7	$ 1,636.6	$ 119.7	$ 1,207.7	$ 1,410.9	$ 372.8
Weighted average crediting rate	1.7 %	2.7 %	2.3 %	3.0 %	2.0 %	0.8 %
Cash surrender value, net of reinsurance	$ 9,047.8	$ 1,616.5	$ 119.7	$ 980.1	$ —	$ 372.8

(a) Predominantly consists of retained asset accounts associated with our traditional life and supplemental health blocks.
(b) The amount of insurance policy benefit expense resulting from death claims that we would incur in excess of the policyholder account balance (net amount at risk) for interest-sensitive life contracts was $27,483.2 million at the balance sheet date.

The following table reconciles the liability for policyholder account balances to the amount presented in the consolidated balance sheet (dollars in millions):

	June 30, 2024	June 30, 2023
Amounts included in the liability for policyholder account balances rollforwards:		
Fixed indexed annuities	$ 10,409.5	$ 9,852.6
Fixed interest annuities	2,164.9	2,249.0
Other annuities	132.9	142.0
Interest-sensitive life	1,386.9	1,335.7
Funding agreements	2,163.9	1,410.9
Other	379.8	397.5
Total	$ 16,637.9	$ 15,387.7

The following tables present the account values by range of guaranteed minimum crediting rates and the related range of difference, in basis points, between rates being credited to policyholders and the respective guaranteed minimums (dollars in millions):

	June 30, 2024				
Range of guaranteed minimum crediting rates (a)	At guaranteed minimum	1-50 basis points above	51-150 basis points above	Greater than 150 basis points above	Total
Fixed interest annuities					
0.00%-2.99%	$ 99.0	$ 197.5	$ 240.1	$ 95.3	$ 631.9
3.00%-4.99%	1,331.2	49.5	55.0	13.6	1,449.3
5.00% and greater	83.7	—	—	—	83.7
Subtotal	1,513.9	247.0	295.1	108.9	2,164.9
Other annuities					
0.00%-2.99%	28.6	23.1	—	—	51.7
3.00%-4.99%	46.7	—	—	—	46.7
5.00% and greater	34.5	—	—	—	34.5
Subtotal	109.8	23.1	—	—	132.9
Interest-sensitive life					
0.00%-2.99%	13.9	—	.4	688.6	702.9
3.00%-4.99%	441.4	49.3	171.1	.6	662.4
5.00% and greater	21.1	.5	—	—	21.6
Subtotal	476.4	49.8	171.5	689.2	1,386.9
Other					
0.00%-2.99%	17.0	339.6	—	—	356.6
3.00%-4.99%	22.9	—	—	—	22.9
5.00% and greater	.3	—	—	—	.3
Subtotal	40.2	339.6	—	—	379.8
Total					
0.00%-2.99%	158.5	560.2	240.5	783.9	1,743.1
3.00%-4.99%	1,842.2	98.8	226.1	14.2	2,181.3
5.00% and greater	139.6	.5	—	—	140.1
Total policyholder account balances, excluding fixed indexed annuities	$ 2,140.3	$ 659.5	$ 466.6	$ 798.1	4,064.5
Fixed indexed annuity account balances					10,409.5
Funding agreements					2,163.9
Total policyholder account balances					$ 16,637.9

(a) Excludes the account balances related to: (i) fixed indexed annuity contracts which do not have a minimum crediting rate since returns are based on an index; and (ii) funding agreements which have a fixed crediting rate.

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Range of guaranteed minimum crediting rates (a)	At guaranteed minimum	1-50 basis points above	51-150 basis points above	Greater than 150 basis points above	Total
	June 30, 2023				
Fixed interest annuities					
0.00%-2.99%	$ 136.3	$ 278.1	$ 128.4	$ 73.2	$ 616.0
3.00%-4.99%	1,517.3	27.3	—	—	1,544.6
5.00% and greater	88.4	—	—	—	88.4
Subtotal	1,742.0	305.4	128.4	73.2	2,249.0
Other annuities					
0.00%-2.99%	38.8	27.1	—	—	65.9
3.00%-4.99%	44.5	—	—	—	44.5
5.00% and greater	31.6	—	—	—	31.6
Subtotal	114.9	27.1	—	—	142.0
Interest-sensitive life					
0.00%-2.99%	60.8	295.6	168.4	127.6	652.4
3.00%-4.99%	455.7	51.6	153.2	.5	661.0
5.00% and greater	21.8	.5	—	—	22.3
Subtotal	538.3	347.7	321.6	128.1	1,335.7
Other					
0.00%-2.99%	17.6	356.1	—	—	373.7
3.00%-4.99%	23.4	—	—	—	23.4
5.00% and greater	.4	—	—	—	.4
Subtotal	41.4	356.1	—	—	397.5
Total					
0.00%-2.99%	253.5	956.9	296.8	200.8	1,708.0
3.00%-4.99%	2,040.9	78.9	153.2	.5	2,273.5
5.00% and greater	142.2	.5	—	—	142.7
Total policyholder account balances, excluding fixed indexed annuities	$ 2,436.6	$ 1,036.3	$ 450.0	$ 201.3	4,124.2
Fixed indexed annuity account balances					9,852.6
Funding agreements					1,410.9
Total policyholder account balances					$ 15,387.7

(a) Excludes the account balances related to: (i) fixed indexed annuity contracts which do not have a minimum crediting rate since returns are based on an index; and (ii) funding agreements which have a fixed crediting rate.

DEFERRED ACQUISITION COSTS, PRESENT VALUE OF FUTURE PROFITS AND SALES INDUCEMENTS

Changes in deferred acquisition costs were as follows (dollars in millions):

	Six months ended June 30, 2024								
	Fixed indexed annuities	Fixed interest annuities	Supplemental health	Medicare supplement	Long-term care	Interest-sensitive life	Traditional life	Funding agreements	Total
Beginning of period	$ 407.6	$ 27.0	$ 408.0	$ 157.5	$ 140.3	$ 234.5	$ 471.9	$ 4.5	$ 1,851.3
Capitalizations	46.6	5.9	30.5	12.7	10.5	18.8	59.6	3.1	187.7
Amortization expense	(26.9)	(2.3)	(17.0)	(13.3)	(7.3)	(7.6)	(29.0)	(.9)	(104.3)
End of period	$ 427.3	$ 30.6	$ 421.5	$ 156.9	$ 143.5	$ 245.7	$ 502.5	$ 6.7	$ 1,934.7

	Six months ended June 30, 2023								
	Fixed indexed annuities	Fixed interest annuities	Supplemental health	Medicare supplement	Long-term care	Interest-sensitive life	Traditional life	Funding agreements	Total
Beginning of period	$ 365.6	$ 19.6	$ 378.8	$ 161.2	$ 137.9	$ 212.2	$ 409.1	$ 6.0	$ 1,690.4
Capitalizations	45.0	5.2	28.4	11.8	7.5	17.9	59.3	—	175.1
Amortization expense	(22.4)	(1.8)	(15.4)	(14.1)	(7.7)	(7.1)	(24.7)	(.8)	(94.0)
End of period	$ 388.2	$ 23.0	$ 391.8	$ 158.9	$ 137.7	$ 223.0	$ 443.7	$ 5.2	$ 1,771.5

Changes in the present value of future profits were as follows (dollars in millions):

	Six months ended June 30, 2024						
	Supplemental health	Medicare supplement	Long-term care	Traditional life	Fixed indexed annuities	Fixed interest annuities	Total
Beginning of period	$ 141.0	$ 20.6	$ 5.2	$ 12.9	$ .7	$ .3	$ 180.7
Amortization expense	(6.3)	(2.7)	(.4)	(.8)	(.1)	—	(10.3)
End of period	$ 134.7	$ 17.9	$ 4.8	$ 12.1	$ .6	$ .3	$ 170.4

	Six months ended June 30, 2023						
	Supplemental health	Medicare supplement	Long-term care	Traditional life	Fixed indexed annuities	Fixed interest annuities	Total
Beginning of period	$ 154.0	$ 27.5	$ 6.2	$ 14.8	$ .8	$ .4	$ 203.7
Amortization expense	(6.6)	(3.7)	(.5)	(1.0)	(.1)	—	(11.9)
End of period	$ 147.4	$ 23.8	$ 5.7	$ 13.8	$ .7	$ .4	$ 191.8

Changes in sales inducements were as follows (dollars in millions):

	Six months ended June 30, 2024		
	Fixed indexed annuities	Fixed interest annuities	Total
Beginning of period	$ 88.5	$ 4.6	$ 93.1
Capitalizations	26.1	.6	26.7
Amortization expense	(6.8)	(.5)	(7.3)
End of period	$ 107.8	$ 4.7	$ 112.5

	Six months ended June 30, 2023		
	Fixed indexed annuities	Fixed interest annuities	Total
Beginning of period	$ 76.0	$ 4.5	$ 80.5
Capitalizations	11.0	.3	11.3
Amortization expense	(5.2)	(.4)	(5.6)
End of period	$ 81.8	$ 4.4	$ 86.2

EARNINGS PER SHARE

A reconciliation of net income and shares used to calculate basic and diluted earnings per share is as follows (dollars in millions and shares in thousands):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net income for basic and diluted earnings per share	$ 116.3	$ 73.7	$ 228.6	$ 72.9
Shares:				
Weighted average shares outstanding for basic earnings per share	107,731	114,273	108,347	114,409
Effect of dilutive securities on weighted average shares:				
Amounts related to employee benefit plans	1,527	1,377	1,705	1,780
Weighted average shares outstanding for diluted earnings per share	109,258	115,650	110,052	116,189

Basic earnings per common share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Restricted shares (including our performance units) are not included in basic earnings per share until vested. Diluted earnings per share reflect the potential dilution that could occur if outstanding stock options were exercised and restricted stock was vested. The dilution from options and restricted shares is calculated using the treasury stock method. Under this method, we assume the proceeds from the exercise of the options (or the unrecognized compensation expense with respect to restricted stock and performance units) will be used to purchase shares of our common stock at the average market price during the period, reducing the dilutive effect of the exercise of the options (or the vesting of the restricted stock and performance units).

BUSINESS SEGMENTS

We view our operations as three insurance product lines (annuity, health and life) and the investment and fee income segments. Our segments are aligned based on their common characteristics, comparability of profit margins and the way management makes operating decisions and assesses the performance of the business.

Our insurance product line segments (annuity, health and life) include marketing, underwriting and administration of the policies our insurance subsidiaries sell. The business written in each of the three product categories through all of our insurance subsidiaries is aggregated allowing management and investors to assess the performance of each product category. When analyzing profitability of these segments, we use insurance product margin as the measure of profitability, which is: (i) insurance policy income; and (ii) net investment income allocated to the insurance product lines; less (i) insurance policy benefits and interest credited to policyholders; and (ii) amortization of deferred acquisition costs and present value of future profits, non-deferred commissions and advertising expense. Net investment income is allocated to the product lines using the book yield of investments backing the block of business, which is applied to the average net insurance liabilities for the block in each period. Net insurance liabilities for the purpose of allocating investment income to product lines are equal to: (i) policyholder account balances for annuity products; (ii) total reserves before the fair value adjustments reflected in accumulated other comprehensive income (loss), if applicable, for all other products; less (iii) amounts related to reinsured business; (iv) deferred acquisition costs; (v) the present value of future profits; and (vi) the value of unexpired options credited to insurance liabilities.

Income from insurance products is the sum of the insurance product margins of the annuity, health and life product lines, less expenses allocated to the insurance lines. It excludes the income from our fee income business, investment income not allocated to product lines, net expenses not allocated to product lines (primarily holding company expenses) and income taxes. Management believes insurance product margin and income from insurance products help provide a better understanding of the business and a more meaningful analysis of the results of our insurance product lines.

We market our products through the Consumer and Worksite Divisions that reflect the customers served by the Company. The Consumer and Worksite Divisions are primarily focused on marketing insurance products, several types of which are sold in both divisions and underwritten in the same manner.

The Consumer Division serves individual consumers, engaging with them on the phone, virtually, online, face-to-face with agents, or through a combination of sales channels. This structure unifies consumer capabilities into a single division and integrates the strength of our agent sales forces with one of the largest direct-to-consumer insurance businesses with proven experience in advertising, web/digital and call center support.

The Worksite Division focuses on the sale of voluntary benefit life and health insurance products in the workplace for businesses, associations, and other membership groups, interacting with customers at their place of employment and virtually. The Worksite Division also offers employer benefits services that seek to increase benefits engagement and reduce costs for employers and their employees. These services include: benefit administration technology, year-round advocacy, enrollment, benefits compliance and communications services.

The investment segment involves the management of our capital resources, including investments and the management of corporate debt and liquidity. Our measure of profitability of this segment is the total net investment income not allocated to the insurance products. Investment income not allocated to product lines represents net investment income less: (i) equity returns credited to policyholder account balances; (ii) the investment income allocated to our product lines; (iii) interest expense on notes payable, investment borrowings and financing arrangements; (iv) expenses related to the FABN program; and (v) certain expenses related to benefit plans that are offset by special-purpose investment income; plus (vi) the impact of annual option forfeitures related to fixed indexed annuity surrenders. Investment income not allocated to product lines includes investment income on investments in excess of amounts allocated to product lines, investments held by our holding companies, the spread we earn from our Federal Home Loan Bank ("FHLB") investment borrowing and FABN programs and variable components of investment income (including call and prepayment income, adjustments to returns on structured securities due to cash flow changes, income (loss) from company-owned life insurance ("COLI") and alternative investment income not allocated to product lines), net of interest expense on corporate debt and financing arrangements. The spread earned from our FHLB investment borrowing and FABN programs includes the investment income on the matched assets less: (i) interest on investment borrowings related to the FHLB investment borrowing program; (ii) interest credited on funding agreements; and (iii) amortization of deferred acquisition costs related to the FABN program.

Our fee income segment includes the earnings generated from sales of third-party insurance products, services provided by Optavise, LLC ("Optavise") and the operations of our broker/dealer and registered investment advisor.

Expenses not allocated to product lines include the expenses of our corporate operations, excluding interest expense on debt.

We measure segment performance by excluding total investment gains (losses), changes in fair value of embedded derivative liabilities and MRBs, fair value changes related to the agent deferred compensation plan, income taxes and other non-operating items consisting primarily of earnings attributable to VIEs ("pre-tax operating earnings") because we believe that this performance measure is a better indicator of the ongoing business and trends in our business. Our primary investment focus is on investment income to support our liabilities for insurance products as opposed to the generation of investment gains (losses), and a long-term focus is necessary to maintain profitability over the life of the business.

Investment gains (losses), changes in fair value of embedded derivative liabilities and MRBs, fair value changes related to the agent deferred compensation plan and other non-operating items consisting primarily of earnings attributable to VIEs depend on market conditions or represent unusual items that do not necessarily relate to the underlying business of our segments. Investment gains (losses) and changes in fair value of embedded derivative liabilities and MRBs may affect future earnings levels since our underlying business is long-term in nature and changes in our investment portfolio may impact our ability to earn the assumed interest rates needed to maintain the profitability of our business.

Operating information by segment is as follows (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenues:				
Annuity:				
Insurance policy income	$ 9.3	$ 8.1	$ 16.6	$ 13.2
Net investment income	140.5	127.7	275.0	253.1
Total annuity revenues	149.8	135.8	291.6	266.3
Health:				
Insurance policy income	403.6	397.1	802.0	798.5
Net investment income	75.1	74.3	149.4	148.3
Total health revenues	478.7	471.4	951.4	946.8
Life:				
Insurance policy income	228.6	223.1	451.3	442.1
Net investment income	36.7	36.1	73.2	72.4
Total life revenues	265.3	259.2	524.5	514.5
Change in market values of the underlying options supporting the fixed indexed annuity and life products (offset by market value changes credited to policyholder balances)	38.9	62.3	178.6	80.9
Investment income not allocated to product lines	108.3	80.3	179.9	148.1
Fee revenue and other income:				
Fee revenue	32.0	29.4	82.5	80.7
Amounts netted in expenses not allocated to product lines	1.3	1.5	2.5	3.1
Total segment revenues	$ 1,074.3	$ 1,039.9	$ 2,211.0	$ 2,040.4

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	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Expenses:				
Annuity:				
Insurance policy benefits	$ (8.4)	$ 10.6	$ 2.9	$ 19.3
Interest credited	61.2	50.6	119.5	98.7
Amortization and non-deferred commissions	20.9	17.5	41.1	33.9
Total annuity expenses	73.7	78.7	163.5	151.9
Health:				
Insurance policy benefits	302.3	322.7	610.8	640.8
Amortization and non-deferred commissions	40.5	40.5	81.7	81.3
Total health expenses	342.8	363.2	692.5	722.1
Life:				
Insurance policy benefits	144.6	142.8	288.6	290.0
Interest credited	12.4	12.2	24.9	24.3
Amortization, non-deferred commissions and advertising expense	45.2	46.3	93.3	94.9
Total life expenses	202.2	201.3	406.8	409.2
Allocated expenses	154.6	149.5	316.2	307.0
Expenses not allocated to product lines	18.8	22.6	36.8	42.5
Market value changes of options credited to fixed indexed annuity and life policyholders	38.9	62.3	178.6	80.9
Amounts netted in investment income not allocated to product lines:				
Interest expense	54.4	39.8	102.7	77.2
Interest credited	10.4	7.2	17.6	14.4
Impact of annual option forfeitures related to fixed indexed annuity surrenders	(6.0)	(1.4)	(12.2)	(1.4)
Amortization	.5	.4	.9	.8
Other expenses	4.2	6.3	13.8	13.6
Expenses netted in fee revenue:				
Commissions and other operating expenses	31.2	28.8	70.4	64.6
Total segment expenses	925.7	958.7	1,987.6	1,882.8
Pre-tax measure of profitability:				
Annuity margin	76.1	57.1	128.1	114.4
Health margin	135.9	108.2	258.9	224.7
Life margin	63.1	57.9	117.7	105.3
Total insurance product margin	275.1	223.2	504.7	444.4
Allocated expenses	(154.6)	(149.5)	(316.2)	(307.0)
Income from insurance products	120.5	73.7	188.5	137.4
Fee income	.8	.6	12.1	16.1
Investment income not allocated to product lines	44.8	28.0	57.1	43.5
Expenses not allocated to product lines	(17.5)	(21.1)	(34.3)	(39.4)
Operating earnings before taxes	148.6	81.2	223.4	157.6
Income tax expense on operating income	34.0	18.9	51.3	36.7
Net operating income	$ 114.6	$ 62.3	$ 172.1	$ 120.9

A reconciliation of segment revenues and expenses to consolidated revenues and expenses and net income is as follows (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Total segment revenues	$ 1,074.3	$ 1,039.9	$ 2,211.0	$ 2,040.4
Total investment losses	(17.2)	(35.3)	(9.4)	(49.9)
Revenues related to earnings attributable to VIEs	9.1	18.2	21.1	38.3
Consolidated revenues	1,066.2	1,022.8	2,222.7	2,028.8
Total segment expenses	925.7	958.7	1,987.6	1,882.8
Insurance policy benefits - fair value changes in embedded derivative liabilities	(16.8)	(50.4)	(80.8)	14.7
Expenses attributable to VIEs	10.2	18.4	22.6	36.2
Fair value changes related to agent deferred compensation plan	(3.5)	—	(3.5)	—
Consolidated expenses	915.6	926.7	1,925.9	1,933.7
Income before tax	150.6	96.1	296.8	95.1
Income tax expense	34.3	22.4	68.2	22.2
Net income	$ 116.3	$ 73.7	$ 228.6	$ 72.9

ACCOUNTING FOR DERIVATIVES

Our freestanding and embedded derivatives, which are not designated as hedging instruments, are held at fair value and are summarized as follows (dollars in millions):

	Fair value	
	June 30, 2024	December 31, 2023
Assets:		
Other invested assets:		
Fixed indexed call options	$ 354.8	$ 239.2
Reinsurance receivables	(17.3)	(17.5)
Total assets	$ 337.5	$ 221.7
Liabilities:		
Embedded derivatives related to fixed indexed annuities at fair value:		
Policyholder account balances	$ 1,656.1	$ 1,651.6
Future policy benefits	(238.1)	(274.9)
Total liabilities	$ 1,418.0	$ 1,376.7

Our fixed indexed annuity products provide a guaranteed minimum rate of return and a higher potential return that is based on a percentage (the "participation rate") of the amount of increase in the value of a particular index, such as the Standard & Poor's 500 Index, over a specified period. We are generally able to change the participation rate at the beginning of each index period (typically on each policy anniversary date), subject to contractual minimums. The Company accounts for the options attributed to the policyholder for the estimated life of the contract as embedded derivatives. These accounting requirements often create volatility in the earnings from these products. We typically buy call options (including call spreads) referenced to the applicable indices in an effort to offset or hedge potential increases to policyholder benefits resulting from increases in the particular index to which the policy's return is linked. The notional amount of these options was $3.8 billion and $3.3 billion at June 30, 2024 and December 31, 2023, respectively.

We are required to establish an embedded derivative related to a modified coinsurance agreement pursuant to which we assume the risks of a block of health insurance business. The embedded derivative represents the mark-to-market adjustment for approximately $78 million in underlying investments held by the ceding reinsurer at June 30, 2024.

We purchase certain fixed maturity securities that contain embedded derivatives that are required to be held at fair value on the consolidated balance sheet. We have elected the fair value option to carry the entire security at fair value with changes in fair value recognized in net income.

The following table provides the pre-tax impact recognized in net income for derivative instruments, which are not designated as hedges for the periods indicated (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net investment income from policyholder and other special-purpose portfolios:				
Fixed indexed call options	$ 38.9	$ 61.3	$ 179.1	$ 79.9
Total investment gains:				
Embedded derivative related to modified coinsurance agreement	(.1)	(1.7)	.2	(.3)
Total revenues from derivative instruments, not designated as hedges	38.8	59.6	179.3	79.6
Insurance policy benefits:				
Embedded derivatives related to fixed indexed annuities	10.3	23.2	78.2	88.1
Net pre-tax impact	$ 28.5	$ 36.4	$ 101.1	$ (8.5)

Derivative Counterparty Risk

If the counterparties to the call options fail to meet their obligations, we may recognize a loss. We limit our exposure to such a loss by diversifying among several counterparties believed to be strong and creditworthy. At June 30, 2024, all of our counterparties were rated "A" or higher by S&P Global Ratings ("S&P").

The Company and its subsidiaries are parties to master netting arrangements with its counterparties related to entering into various derivative contracts.

The following table summarizes information related to derivatives with master netting arrangements or collateral as of June 30, 2024 and December 31, 2023 (dollars in millions):

				Gross amounts not offset in the balance sheet		
	Gross amounts recognized	Gross amounts offset in the balance sheet	Net amounts of assets presented in the balance sheet	Non-cash collateral	Cash collateral received	Net amount
June 30, 2024:						
Fixed indexed call options	$ 354.8	$ —	$ 354.8	$ 82.8	$ —	$ 272.0
December 31, 2023:						
Fixed indexed call options	239.2	—	239.2	37.0	—	202.2

REINSURANCE

The cost of reinsurance ceded totaled $46.6 million and $49.7 million in the second quarters of 2024 and 2023, respectively, and $92.6 million and $98.0 million in the first six months of 2024 and 2023, respectively. We deduct this cost from insurance policy income. Reinsurance recoveries netted against insurance policy benefits totaled $89.8 million and $86.9 million in the second quarters of 2024 and 2023, respectively, and $195.6 million and $221.8 million in the first six months of 2024 and 2023, respectively.

From time to time, we assume insurance from other companies. Any costs associated with the assumption of insurance are amortized consistent with the method used to amortize deferred acquisition costs. Reinsurance premiums assumed totaled $3.8 million and $4.3 million in the second quarters of 2024 and 2023, respectively, and $7.9 million and $8.4 million in the first six months of 2024 and 2023, respectively. Insurance policy benefits related to reinsurance assumed totaled $7.1 million and $5.8 million in the second quarters of 2024 and 2023, respectively, and $13.0 million and $10.5 million in the first six months of 2024 and 2023, respectively.

INCOME TAXES

The Company's interim tax expense is based upon the estimated annual effective tax rate for the respective period. Under authoritative guidance, certain items are required to be excluded from the estimated annual effective tax rate calculation. Such items include changes in judgment about the realizability of deferred tax assets resulting from changes in projections of income expected to be available in future years, and items deemed to be unusual, infrequent, or that cannot be reliably estimated. In these cases, the actual tax expense or benefit applicable to that item is treated discretely and is reported in the same period as the related item. The components of income tax expense (benefit) are as follows (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Current tax expense	$ 9.3	$ 19.7	$ 26.6	$ 33.7
Deferred tax expense (benefit)	25.0	2.7	41.6	(11.5)
Total income tax expense	$ 34.3	$ 22.4	$ 68.2	$ 22.2

A reconciliation of the U.S. statutory corporate tax rate to the estimated annual effective rate, reflected in the consolidated statement of operations is as follows:

	Six months ended June 30,	
	2024	2023
U.S. statutory corporate rate	21.0 %	21.0 %
Non-taxable income and nondeductible benefits, net	(.3)	(.5)
State taxes	2.3	2.8
Effective tax rate	23.0 %	23.3 %

The components of the Company's income tax assets and liabilities are summarized below (dollars in millions):

	June 30, 2024	December 31, 2023
Deferred tax assets:		
Net federal operating loss carryforwards	$ 255.4	$ 77.1
Net state operating loss carryforwards	41.1	2.5
Insurance liabilities	346.0	322.8
Indirect costs allocable to self-constructed real estate assets	—	252.9
Accumulated other comprehensive loss	414.8	445.5
Other	20.2	35.6
Gross deferred tax assets	1,077.5	1,136.4
Deferred tax liabilities:		
Investments	(38.7)	(36.3)
Present value of future profits and deferred acquisition costs	(173.8)	(163.0)
Gross deferred tax liabilities	(212.5)	(199.3)
Net deferred tax assets	865.0	937.1
Current income taxes prepaid (accrued)	17.8	(.9)
Income tax assets, net	$ 882.8	$ 936.2

Effective January 1, 2024, the Company elected to change its tax method of accounting for indirect costs allocable to self-constructed real estate assets. The change in accounting method would result in a current year tax deduction of certain indirect costs previously capitalized under the Company's prior method of accounting. Accordingly, for tax reporting purposes, the Company expects to recognize a tax loss of $985 million related to the change in accounting method which could be carried forward indefinitely pursuant to the Tax Cuts and Jobs Act, subject to limitations specified in the Internal Revenue Code (the “Code"). In the second quarter of 2024, the Internal Revenue Service (the "IRS") revised the list of tax method accounting changes that require approval from the IRS to include tax method accounting changes related to indirect costs allocable to self-constructed real estate assets. Previously, only a taxpayer-initiated election was necessary and IRS approval was not required. The Company requested approval for its tax method change in June 2024.

If the Company’s request for a change in accounting method is ultimately not granted by the IRS, the remaining tax assets would be recharacterized as indirect costs allocable to self-constructed assets. Most of the assets associated with the indirect costs allocable to self-constructed real estate assets are currently held for sale or recently sold. Upon disposal of such assets, the related tax benefits would be reflected as net operating loss carryforwards ("NOLs") which could be carried forward indefinitely. With respect to the assets not currently held for sale, the tax benefits will be recognized over the 39 year depreciable life of the self-constructed assets or upon disposal.

Our income tax expense includes deferred income taxes arising from temporary differences between the financial reporting and tax bases of assets and liabilities and NOLs. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which temporary differences are expected to be recovered or paid. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period when the changes are enacted.

A reduction of the net carrying amount of deferred tax assets by establishing a valuation allowance is required if, based on the available evidence, it is more likely than not that such assets will not be realized. In assessing the need for a valuation allowance, all available evidence, both positive and negative, are considered to determine whether, based on the weight of that evidence, a valuation allowance for deferred tax assets is needed. This assessment requires significant judgment and considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of carryforward periods, our experience with operating loss and tax credit carryforwards expiring unused, and tax planning strategies.

We evaluate the need to establish a valuation allowance for our deferred income tax assets on an ongoing basis using a deferred tax valuation model. Our model is adjusted to reflect changes in our projections of future taxable income. Our estimates of future taxable income are based on evidence we consider to be objectively verifiable. Such estimates are subject to numerous risks and uncertainties and the extent to which actual impacts differ from the assumptions used in our deferred tax valuation model. Based on our assessment, we have concluded that it is more likely than not that all our deferred tax assets of $865.0 million will be realized through future taxable earnings.

Recovery of our deferred tax asset is dependent on achieving the level of future taxable income projected in our deferred tax valuation model and failure to do so could result in the recognition of a valuation allowance in a future period. The recognition of a valuation allowance would increase income tax expense and reduce shareholders' equity, and such an increase could have a significant impact upon our earnings in the future.

The Code limits the extent to which losses realized by a non-life entity (or entities) may offset income from a life insurance company (or companies) to the lesser of: (i) 35 percent of the income of the life insurance company; or (ii) 35 percent of the total loss of the non-life entities (including NOLs of the non-life entities). There is no similar limitation on the extent to which losses realized by a life insurance entity (or entities) may offset income from a non-life entity (or entities).

Section 382 of the Code imposes limitations on a corporation's ability to use its NOLs when the company undergoes a 50 percent ownership change over a three-year period. Future transactions and the timing of such transactions could cause an ownership change for Section 382 income tax purposes. Such transactions may include, but are not limited to, additional repurchases under our securities repurchase program, issuances of common stock and acquisitions or sales of shares of CNO stock by certain holders of our shares, including persons who have held, currently hold or may accumulate in the future five percent or more of our outstanding common stock for their own account. Many of these transactions are beyond our control. If an additional ownership change were to occur for purposes of Section 382, we would be required to calculate an annual restriction on the use of our NOLs to offset future taxable income. The annual restriction would be calculated based upon the value of CNO's equity at the time of such ownership change, multiplied by a federal long-term tax exempt rate (3.62 percent at June 30, 2024), and the annual restriction could limit our ability to use a substantial portion of our NOLs to offset future taxable income or may defer the utilization of such NOLs. We regularly monitor ownership change (as calculated for purposes of Section 382) and, as of June 30, 2024, we were below the 50 percent ownership change level that could limit our ability to utilize our NOLs.

We have $1.2 billion of federal non-life NOLs as of June 30, 2024, as summarized below (dollars in millions):

Year of expiration	Net operating loss carryforwards
2026	$ 15.8
2027	10.8
2028 through 2035	340.7
No expiration date (a)	849.0
Total federal non-life NOLs	$ 1,216.3

(a) Pending IRS approval of our tax method change or disposal of self-constructed assets.

Our non-life NOLs with expiration dates can be used to offset 35 percent of life insurance company taxable income and 100 percent of non-life company taxable income until all non-life NOLs are utilized or expire. Our non-life NOLs with no expiration date can be used to offset 35 percent of life insurance company taxable income and 80 percent of non-life company taxable income.

We also had deferred tax assets related to NOLs for state income taxes of $41.1 million and $2.5 million at June 30, 2024 and December 31, 2023, respectively. The related state NOLs are available to offset future state taxable income in certain states and are expected to be fully utilized prior to expiration.

The IRS is conducting an examination of our 2016 through 2018 tax returns. The federal statute of limitations remains open with respect to tax years 2016 through 2023. The Company's various state income tax returns are generally open for tax years based on individual state statutes of limitation. Generally, for tax years which generate NOLs, capital losses or tax credit carryforwards, the statute remains open until the expiration of the statute of limitations for the tax year in which such carryforwards are utilized. The outcome of tax audits cannot be predicted with certainty. If the Company's tax audits are not resolved in a manner consistent with management's expectations, the Company may be required to adjust its provision for income taxes.

NOTES PAYABLE - DIRECT CORPORATE OBLIGATIONS

The following notes payable were direct corporate obligations of the Company as of June 30, 2024 and December 31, 2023 (dollars in millions):

	June 30, 2024	December 31, 2023
5.250% Senior Notes due May 2025	$ 500.0	$ 500.0
5.250% Senior Notes due May 2029	500.0	500.0
6.450% Senior Notes due June 2034	700.0	—
5.125% Subordinated Debentures due November 2060	150.0	150.0
Revolving Credit Agreement (as defined below)	—	—
Unamortized discount on 6.450% Senior Notes due June 2034	(2.3)	—
Unamortized debt issue costs	(15.4)	(9.5)
Direct corporate obligations	$ 1,832.3	$ 1,140.5

2034 Notes

On May 13, 2024, the Company issued $700.0 million of 6.450% Senior Notes due 2034 (the "2034 Notes"). The 2034 Notes were issued under the Indenture, dated as of June 12, 2019 (the "Base Indenture") as supplemented by the Third Supplemental Indenture, dated as of May 13, 2024 (the "Supplemental Indenture" and, together with the Base Indenture, the "Indenture"), each between the Company and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee (the "Trustee"). The 2034 Notes mature on June 15, 2034, unless earlier repurchased by the Company, and interest on the 2034 Notes is payable at 6.450% per annum. Interest on the 2034 Notes is paid semi-annually on June 15 and December 15 of each year, beginning on December 15, 2024.

The 2034 Notes are senior unsecured obligations and rank equally with the Company's other senior unsecured and unsubordinated debt from time to time outstanding, including obligations under our Revolving Credit Agreement (as defined below). The 2034 Notes are effectively subordinated to all of the Company's future indebtedness that is secured, to the extent of the value of the assets securing such indebtedness. The 2034 Notes are structurally subordinated to all existing and future indebtedness and other liabilities of the Company's subsidiaries.

The Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the Trustee or the holders of not less than 25% in aggregate principal amount of the 2034 Notes then outstanding may declare the entire principal amount of all the 2034 Notes, and the interest accrued on such 2034 Notes, if any, to be immediately due and payable. In the case of certain events of bankruptcy, insolvency or reorganization relating to the Company, the principal amount of the securities together with any accrued and unpaid interest thereon will automatically be and become immediately due and payable.

Prior to March 15, 2034 (the date that is three months prior to the maturity date of the 2034 Notes) (the "Par Call Date"), the 2034 Notes are redeemable at a redemption price equal to the greater of (i) 100% of the principal amount of the 2034 Notes to be redeemed, or (ii)(a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the 2034 Notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Indenture) plus 30 basis points less (b) interest accrued to the date of redemption, plus, in either case, accrued and unpaid interest thereon to, but excluding, the redemption date. On and after the Par Call Date, the 2034 Notes are redeemable at a redemption price equal to 100% of the principal amount of the 2034 Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the date of redemption.

The Company expects to use the net proceeds from the offering of the 2034 Notes (the "Offering"), together with cash on hand: (i) for general corporate purposes, which includes the repayment of its $500.0 million of 5.250% Senior Notes due May 2025 (the "2025 Notes"); and (ii) to pay fees, costs and expenses in connection with the foregoing and the Offering. The following table sets forth the sources and uses of cash from the transaction (dollars in millions):

Sources:	
2034 Notes, net of original issue discount	$ 697.7
Uses:	
General corporate purposes (including 500.0 million invested primarily in certificates of deposit for the repayment at maturity of the 2025 Notes)	$ 691.0
Debt issuance costs	6.7
	$ 697.7

Revolving Credit Agreement

The $250.0 million revolving credit agreement (the "Revolving Credit Agreement"), among other things, (i) requires the Company to maintain (each as calculated in accordance with the Revolving Credit Agreement): (i) a debt to total capitalization ratio (excluding hybrid securities, except to the extent that the aggregate amount outstanding of all such hybrid securities exceeds an amount equal to 15 percent of total capitalization) of not more than 35.0 percent (such ratio was 30.5 percent at June 30, 2024); and (ii) a minimum consolidated net worth of not less than the sum of (x) $2,674 million plus (y) 25.0 percent of the net equity proceeds received by the Company from the issuance and sale of equity interests in the Company (the Company's consolidated net worth was $3,893.2 million at June 30, 2024 compared to the minimum requirement of $2,697.5 million). The maturity date of the Revolving Credit Agreement is July 16, 2026. The Revolving Credit Agreement contains certain other restrictive covenants with which the Company must comply. The interest rate applicable to loans under the Revolving Credit Agreement is calculated as the Secured Overnight Financing Rate ("SOFR") (plus a credit spread adjustment of 0.10 percent for all available interest periods) or the base rate (as defined in the Revolving Credit Agreement), at the Company's option, plus a margin based on the Company's unsecured debt rating. The margins under the Revolving Credit Agreement range from 1.375 percent to 2.125 percent, in the case of loans at the SOFR, and 0.375 percent to 1.125 percent, in the case of loans at the base rate. The commitment fee under the Revolving Credit Agreement is based on the Company's unsecured debt rating. There were no amounts outstanding under the Revolving Credit Agreement during the six months ended June 30, 2024.

INVESTMENT BORROWINGS

Three of the Company's insurance subsidiaries (Bankers Life and Casualty Company ("Bankers Life"), Washington National Insurance Company ("Washington National") and Colonial Penn Life Insurance Company ("Colonial Penn")) are members of the FHLB. As members of the FHLB, our insurance subsidiaries have the ability to borrow on a collateralized basis from the FHLB. We are required to hold certain minimum amounts of FHLB common stock as a condition of membership in the FHLB, and additional amounts based on the amount of the borrowings. At June 30, 2024, the carrying value of the FHLB common stock was $94.6 million. As of June 30, 2024, collateralized borrowings from the FHLB totaled $2.2 billion and the proceeds were used to purchase variable rate fixed maturity securities with similar durations. The borrowings are classified as investment borrowings in the accompanying consolidated balance sheet. The borrowings are collateralized by investments with an estimated fair value of $2.9 billion at June 30, 2024, which are maintained in a custodial account for the benefit of the FHLB. Substantially all of such investments are classified as fixed maturities, available for sale, in our consolidated balance sheet.

The following summarizes the terms of the borrowings from the FHLB by our insurance subsidiaries (dollars in millions):

Amount borrowed	Maturity date	Interest rate at June 30, 2024
$ 15.5	July 2024	Fixed rate – 1.990%
27.0	August 2024	Fixed rate – .640%
21.7	May 2025	Variable rate – 5.695%
17.8	June 2025	Fixed rate – 2.940%
12.5	June 2025	Variable rate – 5.910%
125.0	September 2025	Variable rate – 5.690%
100.0	October 2025	Variable rate – 5.834%
100.0	October 2025	Variable rate – 5.824%
57.7	October 2025	Variable rate – 5.801%
50.0	November 2025	Variable rate – 5.834%
12.5	December 2025	Variable rate – 5.926%
50.0	January 2026	Variable rate – 5.819%
50.0	January 2026	Variable rate – 5.824%
100.0	January 2026	Variable rate – 5.794%
5.0	May 2026	Variable rate – 5.766%
21.8	May 2026	Variable rate – 5.684%
50.0	May 2026	Variable rate – 5.610%
10.0	November 2026	Variable rate – 5.814%
75.0	December 2026	Variable rate – 5.752%
75.0	January 2027	Variable rate – 5.667%
50.0	January 2027	Variable rate – 5.763%
50.0	January 2027	Variable rate – 5.759%
100.0	January 2027	Variable rate – 5.792%
100.0	February 2027	Variable rate – 5.734%
50.0	April 2027	Variable rate – 5.630%
50.0	May 2027	Variable rate – 5.640%
100.0	June 2027	Variable rate – 5.710%
10.0	June 2027	Variable rate – 5.933%
50.0	July 2027	Variable rate – 6.000%
50.0	July 2027	Variable rate – 6.044%
100.0	August 2027	Variable rate – 6.015%
75.0	January 2028	Variable rate – 5.755%
50.0	January 2028	Variable rate – 5.803%
50.0	January 2028	Variable rate – 5.824%
34.5	February 2028	Variable rate – 5.875%
100.0	February 2028	Variable rate – 5.824%
21.0	February 2028	Variable rate – 5.744%
22.0	February 2028	Variable rate – 5.830%
100.0	February 2028	Variable rate – 5.754%
15.0	July 2028	Variable rate – 5.720%
35.0	August 2028	Variable rate – 5.730%
$ 2,189.0		

Generally, the variable and fixed rate borrowings are pre-payable. At June 30, 2024, the aggregate prepayment penalty on such outstanding borrowings was not material.

Interest expense of $62.8 million and $45.9 million in the first six months of 2024 and 2023, respectively, was recognized related to total borrowings from the FHLB, reflecting both higher interest rates on the variable rate investment borrowings and higher average borrowings outstanding in the 2024 period.

SHAREHOLDERS' EQUITY

In the first six months of 2024, we repurchased 3.7 million shares of common stock for $100.0 million under our securities repurchase program (including $1.1 million of repurchases settled in the third quarter of 2024). The Company had remaining repurchase authority of $421.8 million as of June 30, 2024.

In the first six months of 2024, we issued 0.8 million shares of common stock, net of shares withheld to pay tax withholdings, pursuant to employee benefit plans.

In the first six months of 2024, dividends declared on common stock totaled $33.9 million ($0.31 per common share). In May 2024, the Company increased its quarterly common stock dividend to $0.16 per share from $0.15 per share.

Accumulated other comprehensive income (loss), included in shareholders' equity as of June 30, 2024 and December 31, 2023, is comprised of the following (dollars in millions):

	June 30, 2024	December 31, 2023
Net unrealized losses on investments having no allowance for credit losses	$ (1,320.4)	$ (1,235.2)
Unrealized losses on investments with an allowance for credit losses	(1,140.5)	(931.0)
Change in discount rates for liability for future policy benefits	571.9	133.4
Change in instrument-specific credit risk for market risk benefits	4.2	4.8
Deferred income tax assets	420.5	451.2
Accumulated other comprehensive loss	$ (1,464.3)	$ (1,576.8)

LITIGATION AND OTHER LEGAL PROCEEDINGS

Legal Proceedings

The Company and its subsidiaries are involved in various legal actions in the normal course of business, in which claims for compensatory and punitive damages are asserted, some for substantial amounts. We recognize an estimated loss from these loss contingencies when we believe it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Some of the pending matters have been filed as purported class actions and some actions have been filed in certain jurisdictions that permit punitive damage awards that are disproportionate to the actual damages incurred. The amounts sought in certain of these actions are often large or indeterminate and the ultimate outcome of certain actions is difficult to predict. In the event of an adverse outcome in one or more of these matters, there is a possibility that the ultimate liability may be in excess of the liabilities we have established and could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, the resolution of pending or future litigation may involve modifications to the terms of outstanding insurance policies or could impact the timing and amount of rate increases, which could adversely affect the future profitability of the related insurance policies. Based upon information presently available, and in light of legal, factual and other defenses available to the Company and its subsidiaries, the Company does not believe that it is probable that the ultimate liability from either pending or threatened legal actions, after consideration of existing loss provisions, will have a material adverse effect on the Company's consolidated financial condition, operating results or cash flows. However, given the inherent difficulty in predicting the outcome of legal proceedings, there exists the possibility that such legal actions could have a material adverse effect on the Company's consolidated financial condition, operating results or cash flows.

In addition to the inherent difficulty of predicting litigation outcomes, particularly those that will be decided by a jury, some matters purport to seek substantial or an unspecified amount of damages for unsubstantiated conduct spanning several years based on complex legal theories and damages models. The alleged damages typically are indeterminate or not factually supported in the complaint, and, in any event, the Company's experience indicates that monetary demands for damages often bear little relation to the ultimate loss. In some cases, plaintiffs are seeking to certify classes in the litigation and class certification either has been denied or is pending and we have filed oppositions to class certification or sought to decertify a prior class certification. In addition, for many of these cases: (i) there is uncertainty as to the outcome of pending appeals or motions; (ii) there are significant factual issues to be resolved; and/or (iii) there are novel legal issues presented. Accordingly, the Company cannot reasonably estimate the possible loss or range of loss in excess of amounts accrued, if any, or predict the timing of the eventual resolution of these matters. The Company reviews these matters on an ongoing basis. When assessing reasonably possible and probable outcomes, the Company bases its assessment on the expected ultimate outcome following all appeals.

On June 7, 2019, Platinum Partners Value Arbitrage Fund L.P. (in Official Liquidation) ("PPVA"), the Joint Official Liquidators of PPVA (the "JOLs") and Principal Growth Strategies, LLC, ("PGS"), commenced suit against, among others, CNO Financial Group, Inc., Bankers Conseco Life Insurance Company ("BCLIC"), Washington National and 40|86 Advisors, Inc. (collectively, the "CNO Parties") in Delaware Chancery Court. Plaintiffs seek an unspecified amount of damages, costs, attorney's fees, and other relief as the court deems appropriate. Plaintiffs allege that the CNO Parties were unjustly enriched when they terminated BCLIC and Washington National's reinsurance agreements with BRe and recaptured assets from reinsurance trusts, in particular, Agera securities. Plaintiffs contend that the Agera securities were fraudulently transferred to the reinsurance trusts by other Platinum-related entities and they are seeking to claw back those Agera securities, or the value of those assets, from the CNO Parties. The CNO Parties had removed the case to the United States District Court for the District of Delaware but on April 6, 2020, the District Court granted the plaintiff's motion to remand the case back to the Delaware Chancery Court. Plaintiffs have filed an Amended Complaint and the CNO Parties have moved to dismiss the Amended Complaint. The Delaware Chancery Court denied the CNO Parties' motions to dismiss the Amended Complaint on the basis of forum non conveniens, but granted the CNO Parties' motion to stay the case pending the conclusion of a related matter. On December 1, 2023, the Delaware Chancery Court lifted the stay as of November 30, 2023. On January 25, 2024, the Delaware Chancery Court granted in part and denied in part the CNO Parties' motion to dismiss the Amended Complaint. Based on the Court's ruling, PPVA and the JOLs' claims against the CNO Parties were dismissed. On April 9, 2024, PGS filed a second amended complaint, which contains the same claims against the CNO Parties that PGS had previously asserted. The CNO Parties are vigorously contesting PGS's claims.

On October 5, 2012, plaintiffs William Jeffrey Burnett and Joe H. Camp commenced an action entitled Burnett v. Conseco Life Ins. Co. against, among others, CNO Financial Group, Inc. and CNO Services, LLC (collectively, the "CNO Entities") in the United States District Court for the Central District of California on behalf of a putative class of former interest-sensitive whole life insurance policyholders who surrendered their policies or let them lapse. Plaintiffs' first amended complaint alleges that the CNO Entities are liable under an alter ego theory for Conseco Life Insurance Company's purported breach of the optional premium payment provision (the "Optional Premium Payment") of plaintiffs' insurance policies. In January 2018, the case was transferred to the United States District Court for the Southern District of Indiana. On August 17, 2020, the Court denied the CNO Entities' motions to dismiss. On January 13, 2021, the Court granted final approval of a class action settlement between plaintiffs and co-defendant Conseco Life Insurance Company (n/k/a Wilco Life Insurance Company). The case remains pending against the CNO Entities. On March 25, 2022, the Court certified a Rule 23(b)(3) class of under 2,000 policyholders who invoked the policy's Optional Premium Payment prior to October 2008 and who surrendered their policies between October 7, 2008 and September 1, 2011. The Court's certification order acknowledged the existence of individualized issues of causation and damages, which the Court stated could be addressed in individualized proceedings following a class trial on the alter ego allegations and the meaning of the subject insurance policy language. The CNO Entities continue to vigorously defend the case.

Regulatory Examinations and Fines

Insurance companies face significant risks related to regulatory investigations and actions. Regulatory investigations generally result from matters related to sales or underwriting practices, payment of contingent or other sales commissions, claim payments and procedures, product design, product disclosure, additional premium charges for premiums paid on a periodic basis, denial or delay of benefits, charging excessive or impermissible fees on products, procedures related to canceling policies, changing the way cost of insurance charges are calculated for certain life insurance products or recommending unsuitable products to customers. We are, in the ordinary course of our business, subject to various examinations, inquiries and information requests from state, federal and other authorities. The ultimate outcome of these regulatory actions (including the costs of complying with information requests and policy reviews) cannot be predicted with certainty. In the event of an unfavorable outcome in one or more of these matters, the ultimate liability may be in excess of liabilities we have established and we could suffer significant reputational harm as a result of these matters, which could also have a material adverse effect on our business, financial condition, results of operations or cash flows.

CONSOLIDATED STATEMENT OF CASH FLOWS

The following reconciles net income to net cash from operating activities (dollars in millions):

	Six months ended June 30, 2024	Six months ended June 30, 2023
Cash flows from operating activities:		
Net income	$ 228.6	$ 72.9
Adjustments to reconcile net income to net cash from operating activities:		
Amortization and depreciation	141.9	131.9
Income taxes	22.7	(5.5)
Insurance liabilities	222.4	259.6
Accrual, amortization and fair value changes included in investment income	(199.2)	(94.4)
Deferral of policy acquisition costs	(214.4)	(186.4)
Net investment losses	9.4	49.9
Other (a)	(5.9)	(4.6)
Net cash from operating activities	$ 205.5	$ 223.4

(a) Primarily relates to: (i) changes in other assets and liabilities related to the timing of payments and receipts; and (ii) the change in fair value of the deferred compensation plan liability.

Other non-cash items not reflected in the investing and financing activities sections of the consolidated statement of cash flows (dollars in millions):

	Six months ended June 30, 2024	Six months ended June 30, 2023
Amounts related to employee benefit plans	$ 12.1	$ 13.0

INVESTMENTS IN VARIABLE INTEREST ENTITIES

We have concluded that we are the primary beneficiary with respect to certain VIEs, which are consolidated in our financial statements. In consolidating the VIEs, we consistently use the financial information most recently distributed to investors in the VIE.

All of the VIEs are collateralized loan trusts that were established to issue securities to finance the purchase of corporate loans and other permitted investments. The assets held by the trusts are legally isolated and not available to the Company. The liabilities of the VIEs are expected to be satisfied from the cash flows generated by the underlying loans held by the trusts, not from the assets of the Company. The Company has no financial obligation to the VIEs beyond its investment in each VIE.

Certain of our subsidiaries are noteholders of the VIEs. Another subsidiary of the Company is the investment manager for the VIEs. As such, it has the power to direct the most significant activities of the VIEs which materially impacts the economic performance of the VIEs.

The following tables provide supplemental information about the assets and liabilities of the VIEs which have been consolidated in accordance with authoritative guidance (dollars in millions):

	June 30, 2024		
	VIEs	Eliminations	Net effect on consolidated balance sheet
Assets:			
Investments held by variable interest entities	$ 425.5	$ —	$ 425.5
Notes receivable of VIEs held by subsidiaries	—	(104.9)	(104.9)
Cash and cash equivalents held by variable interest entities	113.3	—	113.3
Accrued investment income	1.5	—	1.5
Income tax assets, net	13.7	—	13.7
Other assets	8.4	(.5)	7.9
Total assets	$ 562.4	$ (105.4)	$ 457.0
Liabilities:			
Other liabilities	$ 9.6	$ (2.2)	$ 7.4
Borrowings related to variable interest entities	501.4	—	501.4
Notes payable of VIEs held by subsidiaries	106.1	(106.1)	—
Total liabilities	$ 617.1	$ (108.3)	$ 508.8

	December 31, 2023		
	VIEs	Eliminations	Net effect on consolidated balance sheet
Assets:			
Investments held by variable interest entities	$ 768.6	$ —	$ 768.6
Notes receivable of VIEs held by subsidiaries	—	(113.8)	(113.8)
Cash and cash equivalents held by variable interest entities	114.5	—	114.5
Accrued investment income	2.7	—	2.7
Income tax assets, net	13.0	—	13.0
Other assets	—	(.7)	(.7)
Total assets	$ 898.8	$ (114.5)	$ 784.3
Liabilities:			
Other liabilities	$ 14.6	$ (2.2)	$ 12.4
Borrowings related to variable interest entities	820.8	—	820.8
Notes payable of VIEs held by subsidiaries	126.1	(126.1)	—
Total liabilities	$ 961.5	$ (128.3)	$ 833.2

The investment portfolios held by the VIEs are primarily comprised of commercial bank loans to corporate obligors which are almost entirely rated below-investment grade. At June 30, 2024, such loans had an amortized cost of $440.6 million; gross unrealized gains of $1.3 million; gross unrealized losses of $13.6 million; allowance for credit losses of $2.8 million; and an estimated fair value of $425.5 million.

The following table summarizes changes in the allowance for credit losses related to corporate securities held by VIEs for the three months ended June 30, 2024 and 2023 (dollars in millions):

	Three months ended June 30,	
	2024	2023
Allowance at the beginning of the period	$ 4.3	$ 3.5
Additions for securities for which credit losses were not previously recorded	—	.4
Additions (reductions) for securities where an allowance was previously recorded	.2	.8
Reduction for securities sold during the period	(1.7)	(.2)
Allowance at the end of the period	$ 2.8	$ 4.5

The following table summarizes changes in the allowance for credit losses related to corporate securities held by VIEs for the six months ended June 30, 2024 and 2023 (dollars in millions):

	Six months ended June 30,	
	2024	2023
Allowance at the beginning of the period	$ 3.1	$ 5.5
Additions for securities for which credit losses were not previously recorded	.3	.7
Additions (reductions) for securities where an allowance was previously recorded	1.9	.1
Reduction for securities sold during the period	(2.5)	(1.8)
Allowance at the end of the period	$ 2.8	$ 4.5

The following table sets forth the amortized cost and estimated fair value of the investments held by the VIEs at June 30, 2024, by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 13.2	$ 11.3
Due after one year through five years	413.2	399.9
Due after five years through ten years	14.2	14.3
Total	$ 440.6	$ 425.5

During the first six months of 2024, the VIEs recognized investment losses of $5.7 million which were comprised of: (i) $9.8 million of net losses from the sales of fixed maturities; (ii) $3.8 million of gains related to the liquidation of a VIE; and (iii) a decrease in the allowance for credit losses of $0.3 million. Such net realized losses included gross realized losses of $10.6 million from the sale of $103.1 million of investments. During the first six months of 2023, the VIEs recognized net investment losses of $4.0 million which were comprised of: (i) $5.0 million of net losses from the sales of fixed maturities; and (ii) a decrease in the allowance for credit losses of $1.0 million. Such net realized losses included gross realized losses of $5.2 million from the sale of $11.0 million of investments.

At June 30, 2024, there were no fixed maturity investments held by the VIEs in default.

At June 30, 2024, the VIEs held: (i) investments (for which an allowance for credit losses has not been recorded) with a fair value of $56.6 million and gross unrealized losses not deemed to have credit losses of $0.3 million that had been in an unrealized loss position for less than twelve months; and (ii) investments (for which an allowance for credit losses has not been recorded) with a fair value of $89.6 million and gross unrealized losses not deemed to have credit losses of $2.2 million that had been in an unrealized loss position for twelve months or greater.

At December 31, 2023, the VIEs held: (i) investments (for which an allowance for credit losses has not been recorded) with a fair value of $24.8 million and gross unrealized losses of $0.1 million that had been in an unrealized loss position for less than twelve months; and (ii) investments (for which an allowance for credit losses has not been recorded) with a fair value of $302.3 million and gross unrealized losses of $8.7 million that had been in an unrealized loss position for twelve months or greater.

The investments held by the VIEs are evaluated for impairment in a manner that is consistent with the Company's fixed maturities, available for sale.

In addition, the Company, in the normal course of business, makes passive investments in structured securities issued by VIEs for which the Company is not the investment manager. These structured securities include asset-backed securities, collateralized loan obligations, commercial mortgage-backed securities, agency residential mortgage-backed securities and non-agency residential mortgage-backed securities. Our maximum exposure to loss on these securities is limited to our cost basis in the investment. We have determined that we are not the primary beneficiary of these structured securities due to the relative size of our investment in comparison to the total principal amount of the individual structured securities and the level of credit subordination which reduces our obligation to absorb gains or losses.

At June 30, 2024, we held investments in various limited partnerships and hedge funds, in which we are not the primary beneficiary, totaling $477.8 million (classified as other invested assets). At June 30, 2024, we had unfunded commitments to these partnerships totaling $398.1 million. Our maximum exposure to loss on these investments is limited to the amount of our investment.

FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and, therefore, represents an exit price, not an entry price. We carry certain assets and liabilities at fair value on a recurring basis, including fixed maturities, equity securities, trading securities, investments held by VIEs, derivatives, separate account assets and embedded derivatives. We carry our COLI, which is invested in a series of mutual funds, at its cash surrender value which approximates fair value. In addition, we disclose fair value for certain financial instruments that are not carried at fair value, including mortgage loans, policy loans, cash and cash equivalents, insurance liabilities for interest-sensitive products and funding agreements, investment borrowings, notes payable and borrowings related to VIEs.

The degree of judgment utilized in measuring the fair value of financial instruments is largely dependent on the level to which pricing is based on observable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. Financial instruments with readily available active quoted prices would be considered to have fair values based on the highest level of observable inputs, and little judgment would be utilized in measuring fair value. Financial instruments that rarely trade would often have fair value based on a lower level of observable inputs, and more judgment would be utilized in measuring fair value.

Valuation Hierarchy

There is a three-level hierarchy for valuing assets or liabilities at fair value based on whether inputs are observable or unobservable.

- Level 1 – includes assets and liabilities valued using inputs that are unadjusted quoted prices in active markets for identical assets or liabilities. Our Level 1 assets primarily include cash and cash equivalents and exchange-traded securities.

- Level 2 – includes assets and liabilities valued using inputs that are quoted prices for similar assets in an active market, quoted prices for identical or similar assets in a market that is not active, observable inputs, or observable inputs that can be corroborated by market data. Level 2 assets and liabilities include those financial instruments that are valued by independent pricing services using models or other valuation methodologies. These models consider various inputs such as credit rating, maturity, corporate credit spreads, reported trades and other inputs that are observable or derived from observable information in the marketplace or are supported by transactions executed in the marketplace. Financial assets in this category primarily include: certain publicly registered and privately placed corporate fixed maturity securities; certain government or agency securities; certain mortgage and asset-backed securities; certain equity securities; most investments held by our consolidated VIEs; and derivatives such as call options. Financial liabilities in this category include investment borrowings, notes payable and borrowings related to VIEs.

- Level 3 – includes assets and liabilities valued using unobservable inputs that are used in model-based valuations that contain management assumptions. Level 3 assets and liabilities include those financial instruments whose fair value is estimated based on broker/dealer quotes, pricing services or internally developed models or methodologies utilizing significant inputs not based on, or corroborated by, readily available market information. Financial assets in this category include certain corporate securities, certain structured securities, mortgage loans, and other less liquid securities. Financial liabilities in this category include our insurance liabilities for interest-sensitive products, which includes embedded derivatives (including embedded derivatives related to our fixed indexed annuity products and to a modified coinsurance arrangement), and funding agreements since their values include significant unobservable inputs including actuarial assumptions.

At each reporting date, we classify assets and liabilities into the three input levels based on the lowest level of input that is significant to the measurement of fair value for each asset and liability reported at fair value. This classification is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction and overall market conditions. Our assessment of the significance of a particular input to the fair value measurement and the ultimate classification of each asset and liability requires judgment and is subject to change from period to period based on the observability of the valuation inputs.

The vast majority of our assets carried at fair value use Level 2 inputs for the determination of fair value. These fair values are obtained primarily from independent pricing services, which use Level 2 inputs for the determination of fair value. Our Level 2 assets are valued as follows:

- Fixed maturities available for sale, equity securities and trading securities

  Corporate securities are generally priced using market and income approaches using independent pricing services. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, issuer rating, benchmark yields, maturity and credit spreads.

  U.S. Treasuries and obligations of U.S. Government corporations and agencies are generally priced using the market approach. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets and maturity.

  States and political subdivisions are generally priced using the market approach using independent pricing services. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, new issuances and credit spreads.

  Foreign governments are generally priced using the market approach using independent pricing services. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, new issuances, benchmark yields, credit spreads and issuer rating.

  Asset-backed securities, agency and non-agency residential mortgage-backed securities, collateralized loan obligations and commercial mortgage-backed securities are generally priced using market and income approaches using independent pricing services. Inputs generally consist of quoted prices in inactive markets, spreads on actively traded securities, expected prepayments, expected default rates, expected recovery rates and issue specific information including, but not limited to, collateral type, seniority and vintage.

  Equity securities are generally priced using the market approach. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, issuer rating, benchmark yields, maturity and credit spreads.

- Investments held by VIEs

  Corporate securities are generally priced using market and income approaches using pricing vendors. Inputs generally consist of issuer rating, benchmark yields, maturity, and credit spreads.

- Other invested assets - derivatives

  The fair value measurements for derivative instruments, including embedded derivatives requiring bifurcation, are determined based on the consideration of several inputs including closing exchange or over-the-counter market price quotes, time value and volatility factors underlying options, market interest rates and non-performance risk.

Third-party pricing services normally derive security prices through recently reported trades for identical or similar securities making adjustments through the reporting date based upon available market observable information. If there are no recently reported trades, the third-party pricing services may use matrix or model processes to develop a security price where future cash flow expectations are discounted at an estimated risk-adjusted market rate. The number of prices obtained for a given security is dependent on the Company's analysis of such prices as further described below.

As the Company is responsible for the determination of fair value, we have control processes designed to ensure that the fair values received from third-party pricing sources are reasonable and the valuation techniques and assumptions used appear reasonable and consistent with prevailing market conditions. Additionally, when inputs are provided by third-party pricing sources, we have controls in place to review those inputs for reasonableness. As part of these controls, we perform monthly quantitative and qualitative analysis on the prices received from third parties to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes: (i) a review of the methodology used by third-party pricing services; (ii) where available, a comparison of multiple pricing services' valuations for the same security; (iii) a review of month to month price fluctuations; (iv) a review to ensure valuations are not unreasonably dated; and (v) back testing to compare actual purchase and sale transactions with valuations received from third parties. As a result of such procedures, the Company may conclude a particular price received from a third-party is not reflective of current market conditions. In those instances, we may request additional pricing quotes or apply internally developed valuations. However, the number of such instances is insignificant and the aggregate change in value of such investments is not materially different from the original prices received.

The categorization of the fair value measurements of our investments priced by independent pricing services was based upon the Company's judgment of the inputs or methodologies used by the independent pricing services to value different asset classes. Such inputs typically include: benchmark yields, reported trades, broker/dealer quotes, issuer spreads, benchmark securities, bids, offers and other relevant data. The Company categorizes such fair value measurements based upon asset classes and the underlying observable or unobservable inputs used to value such investments.

For securities that are not priced by pricing services and may not be reliably priced using pricing models, we obtain broker quotes. These broker quotes are non-binding and represent an exit price, but assumptions used to establish the fair value may not be observable and therefore represent Level 3 inputs. Approximately 92 percent of our Level 3 fixed maturity securities and trading securities were valued using unadjusted broker quotes or broker-provided valuation inputs. The remaining Level 3 fixed maturity investments do not have readily determinable market prices and/or observable inputs. For these securities, we use internally developed valuations. Key assumptions used to determine fair value for these securities may include risk premiums, projected performance of underlying collateral and other factors involving significant assumptions which may not be reflective of an active market. For certain investments, we use a matrix or model process to develop a security price where future cash flow expectations are discounted at an estimated market rate. The pricing matrix incorporates term interest rates as well as a spread level based on the issuer's credit rating, other factors relating to the issuer, and the security's maturity. In some instances issuer-specific spread adjustments, which can be positive or negative, are made based upon internal analysis of security specifics such as liquidity, deal size, and time to maturity.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

The categorization of fair value measurements, by input level, for our financial instruments carried at fair value on a recurring basis at June 30, 2024 is as follows (dollars in millions):

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Fixed maturities, available for sale:				
Corporate securities	$ —	$ 11,660.4	$ 127.7	$ 11,788.1
Certificates of deposit	—	473.7	—	473.7
United States Treasury securities and obligations of United States government corporations and agencies	—	256.5	—	256.5
States and political subdivisions	—	2,810.8	—	2,810.8
Foreign governments	—	87.7	—	87.7
Asset-backed securities	—	1,442.9	25.8	1,468.7
Agency residential mortgage-backed securities	—	789.4	—	789.4
Non-agency residential mortgage-backed securities	—	1,552.8	—	1,552.8
Collateralized loan obligations	—	1,224.9	—	1,224.9
Commercial mortgage-backed securities	—	2,165.3	—	2,165.3
Total fixed maturities, available for sale	—	22,464.4	153.5	22,617.9
Equity securities - corporate securities	44.9	—	72.8	117.7
Trading securities:				
Asset-backed securities	—	30.6	—	30.6
Agency residential mortgage-backed securities	—	3.4	—	3.4
Non-agency residential mortgage-backed securities	—	56.0	—	56.0
Collateralized loan obligations	—	9.1	—	9.1
Commercial mortgage-backed securities	—	105.9	2.8	108.7
Total trading securities	—	205.0	2.8	207.8
Investments held by variable interest entities - corporate securities	—	425.5	—	425.5
Other invested assets:				
Derivatives	—	354.8	—	354.8
Residual tranches	—	—	66.0	66.0
Total other invested assets	—	354.8	66.0	420.8
Market risk benefit asset	—	—	84.5	84.5
Assets held in separate accounts	—	3.2	—	3.2
Total assets carried at fair value by category	$ 44.9	$ 23,452.9	$ 379.6	$ 23,877.4
Liabilities:				
Market risk benefit liability	$ —	$ —	$ 3.2	$ 3.2
Embedded derivatives associated with fixed indexed annuity products	—	—	1,418.0	1,418.0
Total liabilities carried at fair value by category	$ —	$ —	$ 1,421.2	$ 1,421.2

The categorization of fair value measurements, by input level, for our financial instruments carried at fair value on a recurring basis at December 31, 2023 is as follows (dollars in millions):

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Fixed maturities, available for sale:				
Corporate securities	$ —	$ 11,678.2	$ 159.3	$ 11,837.5
United States Treasury securities and obligations of United States government corporations and agencies	—	194.4	—	194.4
States and political subdivisions	—	2,566.7	—	2,566.7
Foreign governments	—	83.1	—	83.1
Asset-backed securities	—	1,346.9	25.5	1,372.4
Agency residential mortgage-backed securities	—	648.0	—	648.0
Non-agency residential mortgage-backed securities	—	1,553.2	—	1,553.2
Collateralized loan obligations	—	1,032.8	—	1,032.8
Commercial mortgage-backed securities	—	2,205.0	13.1	2,218.1
Total fixed maturities, available for sale	—	21,308.3	197.9	21,506.2
Equity securities - corporate securities	24.2	—	72.7	96.9
Trading securities:				
Asset-backed securities	—	32.8	—	32.8
Agency residential mortgage-backed securities	—	3.5	—	3.5
Non-agency residential mortgage-backed securities	—	58.5	—	58.5
Collateralized loan obligations	—	9.0	—	9.0
Commercial mortgage-backed securities	—	118.9	—	118.9
Total trading securities	—	222.7	—	222.7
Investments held by variable interest entities - corporate securities	—	768.6	—	768.6
Other invested assets:				
Derivatives	—	239.2	—	239.2
Residual tranches	—	7.5	31.5	39.0
Total other invested assets	—	246.7	31.5	278.2
Market risk benefit asset	—	—	75.4	75.4
Assets held in separate accounts	—	3.1	—	3.1
Total assets carried at fair value by category	$ 24.2	$ 22,549.4	$ 377.5	$ 22,951.1
Liabilities:				
Market risk benefit liability	$ —	$ —	$ 7.4	$ 7.4
Embedded derivatives associated with fixed indexed annuity products	—	—	1,376.7	1,376.7
Total liabilities carried at fair value by category	$ —	$ —	$ 1,384.1	$ 1,384.1

The fair value of our financial instruments not carried at fair value on a recurring basis are as follows (dollars in millions):

	June 30, 2024				
	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total estimated fair value	Total carrying amount
Assets:					
Mortgage loans	$ —	$ —	$ 2,020.5	$ 2,020.5	$ 2,176.0
Policy loans	—	—	131.3	131.3	131.3
Other invested assets:					
Company-owned life insurance	—	392.5	—	392.5	392.5
Cash and cash equivalents:					
Unrestricted	878.8	—	—	878.8	878.8
Held by variable interest entities	113.3	—	—	113.3	113.3
Liabilities:					
Policyholder account balances	—	—	16,637.9	16,637.9	16,637.9
Future policy benefits	—	—	(238.1)	(238.1)	(238.1)
Investment borrowings	—	2,189.9	—	2,189.9	2,189.0
Borrowings related to variable interest entities	—	500.9	—	500.9	501.4
Notes payable – direct corporate obligations	—	1,799.3	—	1,799.3	1,832.3

	December 31, 2023				
	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total estimated fair value	Total carrying amount
Assets:					
Mortgage loans	$ —	$ —	$ 1,926.9	$ 1,926.9	$ 2,064.1
Policy loans	—	—	128.5	128.5	128.5
Other invested assets:					
Company-owned life insurance	—	303.0	—	303.0	303.0
Cash and cash equivalents:					
Unrestricted	774.5	—	—	774.5	774.5
Held by variable interest entities	114.5	—	—	114.5	114.5
Liabilities:					
Policyholder account balances	—	—	15,667.8	15,667.8	15,667.8
Future policy benefits	—	—	(274.9)	(274.9)	(274.9)
Investment borrowings	—	2,190.2	—	2,190.2	2,189.3
Borrowings related to variable interest entities	—	814.8	—	814.8	820.8
Notes payable – direct corporate obligations	—	1,097.3	—	1,097.3	1,140.5

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The following table presents additional information about assets measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the three months ended June 30, 2024 (dollars in millions):

	June 30, 2024								
	Beginning balance as of March 31, 2024	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of June 30, 2024	Amount of total gains (losses) for the three months ended June 30, 2024 included in our net income relating to assets still held as of the reporting date	Amount of total gains (losses) for the three months ended June 30, 2024 included in accumulated other comprehensive income (loss) relating to assets still held as of the reporting date
Assets:									
Fixed maturities, available for sale:									
Corporate securities	$ 147.5	$ 6.2	$ .1	$ (2.9)	$ —	$ (23.2)	$ 127.7	$ .1	$ (3.7)
Asset-backed securities	25.6	(.2)	—	.4	—	—	25.8	—	.4
Total fixed maturities, available for sale	173.1	6.0	.1	(2.5)	—	(23.2)	153.5	.1	(3.3)
Equity securities - corporate securities	72.6	—	.2	—	—	—	72.8	.2	—
Trading securities - commercial mortgage-backed securities	—	—	—	—	2.8	—	2.8	—	—
Other invested assets - residual tranches	52.2	5.6	5.6	—	2.6	—	66.0	5.6	—

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities. The following summarizes such activity for the three months ended June 30, 2024 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 11.3	$ (5.1)	$ —	$ —	$ 6.2
Asset-backed securities	—	(.2)	—	—	(.2)
Total fixed maturities, available for sale	11.3	(5.3)	—	—	6.0
Other invested assets - residual tranches	8.6	(3.0)	—	—	5.6

The following table presents additional information about assets measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the six months ended June 30, 2024 (dollars in millions):

	June 30, 2024								
	Beginning balance as of December 31, 2023	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of June 30, 2024	Amount of total gains (losses) for the six months ended June 30, 2024 included in our net income relating to assets still held as of the reporting date	Amount of total gains (losses) for the six months ended June 30, 2024 included in accumulated other comprehensive income (loss) relating to assets still held as of the reporting date
Assets:									
Fixed maturities, available for sale:									
Corporate securities	$ 159.3	$ 10.6	$ 4.4	$ (8.9)	$ —	$ (37.7)	$ 127.7	$ 4.4	$ (10.5)
Asset-backed securities	25.5	(.3)	—	.6	—	—	25.8	—	.6
Commercial mortgage-backed securities	13.1	—	—	—	—	(13.1)	—	—	—
Total fixed maturities, available for sale	197.9	10.3	4.4	(8.3)	—	(50.8)	153.5	4.4	(9.9)
Equity securities - corporate securities	72.7	—	.1	—	—	—	72.8	.2	—
Trading securities - commercial mortgage-backed securities	—	—	(.1)	—	2.9	—	2.8	(.1)	—
Other invested assets - residual tranches	31.5	15.0	12.0	—	7.5	—	66.0	12.0	—

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities. The following summarizes such activity for the six months ended June 30, 2024 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 14.2	$ (3.6)	$ —	$ —	$ 10.6
Asset-backed securities	—	(.3)	—	—	(.3)
Total fixed maturities, available for sale	14.2	(3.9)	—	—	10.3
Other invested assets - residual tranches	19.4	(4.4)	—	—	15.0

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The following table presents additional information about assets measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the three months ended June 30, 2023 (dollars in millions):

	June 30, 2023								
	Beginning balance as of March 31, 2023	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of June 30, 2023	Amount of total gains (losses) for the three months ended June 30, 2023 included in our net income relating to assets still held as of the reporting date	Amount of total gains (losses) for the three months ended June 30, 2023 included in accumulated other comprehensive income (loss) relating to assets still held as of the reporting date
Assets:									
Fixed maturities, available for sale:									
Corporate securities	$ 127.8	$ 1.7	$ (11.0)	$ 11.1	$ 6.6	$ —	$ 136.2	$ (11.0)	$ 10.3
Asset-backed securities	41.1	.1	—	(1.4)	—	—	39.8	—	(1.4)
Non-agency residential mortgage-backed securities	33.8	—	—	(.1)	—	(27.7)	6.0	—	(.1)
Commercial mortgage-backed securities	13.8	—	—	(1.4)	—	—	12.4	—	(1.4)
Total fixed maturities, available for sale	216.5	1.8	(11.0)	8.2	6.6	(27.7)	194.4	(11.0)	7.4
Equity securities - corporate securities	75.0	(2.1)	(.1)	—	—	—	72.8	(.1)	—
Trading securities - non-agency residential mortgage-backed securities	.5	—	—	—	—	(.5)	—	—	—
Other invested assets - residual tranches	19.2	.1	.1	—	.9	(12.8)	7.5	.1	—

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities. The following summarizes such activity for the three months ended June 30, 2023 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 1.7	$ —	$ —	$ —	$ 1.7
Asset-backed securities	.3	(.2)	—	—	.1
Total fixed maturities, available for sale	2.0	(.2)	—	—	1.8
Equity securities - corporate securities	—	(2.1)	—	—	(2.1)
Other invested assets - residual tranches	.1	—	—	—	.1

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The following table presents additional information about assets measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the six months ended June 30, 2023 (dollars in millions):

	June 30, 2023								
	Beginning balance as of December 31, 2022	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of June 30, 2023	Amount of total gains (losses) for the six months ended June 30, 2023 included in our net income relating to assets still held as of the reporting date	Amount of total gains (losses) for the six months ended June 30, 2023 included in accumulated other comprehensive income (loss) relating to assets still held as of the reporting date
Assets:									
Fixed maturities, available for sale:									
Corporate securities	$ 127.8	$ 1.3	$ —	$ 1.2	$ 5.9	$ —	$ 136.2	$ —	$ (.3)
Asset-backed securities	57.0	(5.0)	(.2)	(1.6)	—	(10.4)	39.8	.1	(1.6)
Non-agency residential mortgage-backed securities	56.2	—	—	.1	—	(50.3)	6.0	—	.1
Collateralized loan obligations	3.4	—	—	—	—	(3.4)	—	—	—
Commercial mortgage-backed securities	14.5	—	—	(2.1)	—	—	12.4	—	(2.1)
Total fixed maturities, available for sale	258.9	(3.7)	(.2)	(2.4)	5.9	(64.1)	194.4	.1	(3.9)
Equity securities - corporate securities	75.7	(2.1)	(.8)	—	—	—	72.8	(.4)	—
Trading securities - non-agency residential mortgage-backed securities	.5	—	—	—	—	(.5)	—	—	—
Other invested assets - residual tranches	18.3	1.5	.4	—	—	(12.7)	7.5	.4	—

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities. The following summarizes such activity for the six months ended June 30, 2023 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 2.7	$ (1.4)	$ —	$ —	$ 1.3
Asset-backed securities	2.5	(7.5)	—	—	(5.0)
Total fixed maturities, available for sale	5.2	(8.9)	—	—	(3.7)
Equity securities - corporate securities	—	(2.1)	—	—	(2.1)
Other invested assets - residual tranches	1.8	(.3)	—	—	1.5

Realized and unrealized investment gains and losses presented in the preceding tables represent gains and losses during the time the applicable financial instruments were classified as Level 3. Realized and unrealized gains (losses) on Level 3 assets are primarily reported in either net investment income for policyholder and other special-purpose portfolios or investment gains (losses) within the consolidated statement of operations; or accumulated other comprehensive income (loss) within shareholders' equity based on the appropriate accounting treatment for the instrument. The amount presented for gains (losses) included in our net income for assets still held as of the reporting date primarily represents: (i) the change in the allowance for credit losses for fixed maturities, available for sale; and (ii) changes in fair value of equity securities and trading securities that are held as of the reporting date. The amount presented for gains (losses) included in accumulated other comprehensive income (loss) for assets still held as of the reporting date primarily represents changes in the fair value of fixed maturities, available for sale, that are held as of the reporting date.

At June 30, 2024, 73 percent of our Level 3 fixed maturities, available for sale, were investment grade and 83 percent of our Level 3 fixed maturities, available for sale, consisted of corporate securities.

The following table summarizes changes in the value of our embedded derivatives associated with fixed indexed annuity products (classified in policyholder account balances and future policy benefits as presented in the note to the consolidated financial statements entitled "Accounting for Derivatives") which are measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Balance at beginning of the period	$ 1,426.8	$ 1,347.9	$ 1,376.7	$ 1,297.0
Premiums less benefits	(19.1)	(15.7)	(36.9)	(29.7)
Change in fair value, net	10.3	23.2	78.2	88.1
Balance at end of the period	$ 1,418.0	$ 1,355.4	$ 1,418.0	$ 1,355.4

The change in fair value, net for each period in our embedded derivatives is included in the insurance policy benefits line item in the consolidated statement of operations.

The following table provides additional information about the significant unobservable (Level 3) inputs developed internally by the Company to determine fair value for certain assets and liabilities carried at fair value at June 30, 2024 (dollars in millions):

	Fair value at June 30, 2024	Valuation techniques	Unobservable inputs	Range (weighted average) (a)
Assets:				
Corporate securities (b)	$ 2.5	Recovery method	Percent of recovery expected	(25.00%)
Corporate securities (c)	1.5	Unadjusted purchase price	Not applicable	Not applicable
Asset-backed securities (d)	8.2	Discounted cash flow analysis	Discount margins	(1.98%)
Equity securities (e)	63.6	Market comparables	EBITDA multiples	10.8X
Equity securities (f)	9.3	Unadjusted purchase price	Not applicable	Not applicable
Other assets categorized as Level 3 (g)	210.0	Unadjusted third-party price source	Not applicable	Not applicable
Market risk benefit asset (h)	84.5	Discounted cash flow analysis	Surrender rates	1.42% - 15.25% (4.28%)
			Utilization rates	5.92% - 47.62% (24.88%)
Total	379.6			
Liabilities:				
Market risk benefit liability (h)	3.2	Discounted cash flow analysis	Surrender rates	1.42% - 15.25% (4.28%)
			Utilization rates	5.92% - 47.62% (24.88%)
Embedded derivatives related to fixed indexed annuity products (i)	1,418.0	Discounted projected embedded derivatives	Projected portfolio yields	4.32% - 4.92% (4.57%)
			Discount rates	4.26% - 5.83% (4.91%)
			Surrender rates	1.42% - 23.70% (6.92%)

(a) The weighted average is based on the relative fair value of the related assets or liabilities.

(b) Corporate securities - The significant unobservable input used in the fair value measurement of these corporate securities is percentage of recovery expected. Significant increases (decreases) in percentage of recovery expected in isolation would have resulted in a significantly higher (lower) fair value measurement.

(c) Corporate securities - For these assets, there were no adjustments to the purchase price.

(d) Asset-backed securities - The significant unobservable input used in the fair value measurement of these asset-backed securities is discount margin added to a risk-free market yield. Significant increases (decreases) in discount margin in isolation would have resulted in a significantly lower (higher) fair value measurement.

(e) Equity securities - The significant unobservable input used in the fair value measurement of these equity securities is multiples of earnings before interest, taxes, depreciation and amortization ("EBITDA"). Generally, increases (decreases) in the EBITDA multiples would result in higher (lower) fair value measurements.

(f) Equity securities - For these assets, there were no adjustments to the purchase price.

(g) Other assets categorized as Level 3 - For these assets, there were no adjustments to non-binding quoted market prices obtained from third-party pricing sources.

(h) Market risk benefits – Many of our fixed indexed annuity products include a GLWB that is considered a MRB. The calculation of the value of MRBs is based on significant unobservable inputs including assumptions related to surrenders and utilization of policy benefits. These assumptions are based on actuarial estimates and past experience. Increases in assumed surrender rates would generally increase the value of a MRB asset or decrease the value of a MRB liability (with decreases in assumed surrender rates having the opposite impacts). Increases in utilization rates would generally decrease the value of a MRB asset or increase the value of a MRB liability (with decreases in utilization rates having the opposite impacts).

(i) Embedded derivatives related to fixed indexed annuity products (classified as policyholder account liabilities) - The significant unobservable inputs used in the fair value measurement of our embedded derivatives associated with fixed indexed annuity products are projected portfolio yields, discount rates and surrender rates. Increases (decreases) in projected portfolio yields in isolation would have resulted in a higher (lower) fair value measurement. The discount rate is based on risk free rates (U.S. Treasury rates for similar durations) adjusted for our non-performance risk and risk margins for non-capital market inputs. Increases (decreases) in the discount rates would have resulted in a lower (higher) fair value measurement. Assumed surrender rates are used to project how long the contracts remain in force. Generally, the longer the contracts are assumed to be in force the higher the fair value of the embedded derivative. The embedded derivatives related to fixed indexed annuity products are classified in policyholder account balances and future policy benefits as presented in the note to the consolidated financial statements entitled "Accounting for Derivatives".

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The following table provides additional information about the significant unobservable (Level 3) inputs developed internally by the Company to determine fair value for certain assets and liabilities carried at fair value at December 31, 2023 (dollars in millions):

	Fair value at December 31, 2023	Valuation techniques	Unobservable inputs	Range (weighted average) (a)
Assets:				
Corporate securities (b)	$ 2.9	Discounted cash flow analysis	Discount margins	(2.22%)
Corporate securities (c)	2.5	Recovery method	Percent of recovery expected	(25.00%)
Corporate securities (d)	1.5	Unadjusted purchase price	Not applicable	Not applicable
Asset-backed securities (e)	8.6	Discounted cash flow analysis	Discount margins	(2.24%)
Equity securities (f)	63.4	Market comparables	EBITDA multiples	11.3X
Equity securities (g)	.1	Recovery method	Percent of recovery expected	0.00% - 100.00% (100.00%)
Equity securities (h)	9.2	Unadjusted purchase price	Not applicable	Not applicable
Other assets categorized as Level 3 (i)	213.9	Unadjusted third-party price source	Not applicable	Not applicable
Market risk benefit asset (j)	75.4	Discounted cash flow analysis	Surrender rates	1.42% - 15.25% (4.28%)
			Utilization rates	5.92% - 47.62% (24.88%)
Total	377.5			
Liabilities:				
Market risk benefit liability (j)	7.4	Discounted cash flow analysis	Surrender rates	1.42% - 15.25% (4.28%)
			Utilization rates	5.92% - 47.62% (24.88%)
Embedded derivatives related to fixed indexed annuity products (k)	1,376.7	Discounted projected embedded derivatives	Projected portfolio yields	4.32% - 4.92% (4.57%)
			Discount rates	3.85% - 5.76% (4.41%)
			Surrender rates	1.42% - 23.70% (6.92%)

(a) The weighted average is based on the relative fair value of the related assets or liabilities.
(b) Corporate securities - The significant unobservable input used in the fair value measurement of these corporate securities is discount margin added to a risk-free market yield. Significant increases (decreases) in discount margin in isolation would have resulted in a significantly lower (higher) fair value measurement.
(c) Corporate securities - The significant unobservable input used in the fair value measurement of these corporate securities is percentage of recovery expected. Significant increases (decreases) in percentage of recovery expected in isolation would have resulted in a significantly higher (lower) fair value measurement.
(d) Corporate securities - For these assets, there were no adjustments to the purchase price.
(e) Asset-backed securities - The significant unobservable input used in the fair value measurement of these asset-backed securities is discount margin added to a risk-free market yield. Significant increases (decreases) in discount margin in isolation would have resulted in a significantly lower (higher) fair value measurement.
(f) Equity securities - The significant unobservable input used in the fair value measurement of these equity securities is multiples of earnings before EBITDA. Generally, increases (decreases) in the EBITDA multiples would result in higher (lower) fair value measurements.

(g) Equity securities - The significant unobservable input used in the fair value measurement of these equity securities is percentage of recovery expected. Significant increases (decreases) in percentage of recovery expected in isolation would have resulted in a significantly higher (lower) fair value measurement.
(h) Equity securities - For these assets, there were no adjustments to the purchase price.
(i) Other assets categorized as Level 3 - For these assets, there were no adjustments to non-binding quoted market prices obtained from third-party pricing sources.
(j) Market risk benefits – Many of our fixed indexed annuity products include a GLWB that is considered a MRB. The calculation of the value of MRBs is based on significant unobservable inputs including assumptions related to surrenders and utilization of policy benefits. These assumptions are based on actuarial estimates and past experience. Increases in assumed surrender rates would generally increase the value of a MRB asset or decrease the value of a MRB liability (with decreases in assumed surrender rates having the opposite impacts). Increases in utilization rates would generally decrease the value of a MRB asset or increase the value of a MRB liability (with decreases in utilization rates having the opposite impacts).
(k) Embedded derivatives related to fixed indexed annuity products - The significant unobservable inputs used in the fair value measurement of our embedded derivatives associated with fixed indexed annuity products are projected portfolio yields, discount rates and surrender rates. Increases (decreases) in projected portfolio yields in isolation would have resulted in a higher (lower) fair value measurement. The discount rate is based on risk free rates (U.S. Treasury rates for similar durations) adjusted for our non-performance risk and risk margins for non-capital market inputs. Increases (decreases) in the discount rates would have resulted in a lower (higher) fair value measurement. Assumed surrender rates are used to project how long the contracts remain in force. Generally, the longer the contracts are assumed to be in force the higher the fair value of the embedded derivative. The embedded derivatives related to fixed indexed annuity products are classified in policyholder account balances and future policy benefits as presented in the note to the consolidated financial statements entitled "Accounting for Derivatives".

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

In this section, we review the consolidated financial condition of CNO at June 30, 2024, and its consolidated results of operations for the three and six months ended June 30, 2024 and 2023, and, where appropriate, factors that may affect future financial performance. Please read this discussion in conjunction with the accompanying consolidated financial statements and notes. Results for interim periods are not necessarily indicative of the results that may be expected for a full year.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Our statements, trend analyses and other information contained in this report and elsewhere (such as in filings by CNO with the SEC, press releases, presentations by CNO or its management or oral statements) relative to markets for CNO's products and trends in CNO's operations or financial results, as well as other statements, contain forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by the use of terms such as "anticipate," "believe," "plan," "estimate," "expect," "project," "intend," "may," "will," "would," "contemplate," "possible," "attempt," "seek," "should," "could," "goal," "target," "on track," "comfortable with," "optimistic," "guidance," "outlook," "sustainable," "repeatable" and similar words, although some forward-looking statements are expressed differently. You should consider statements that contain these words carefully because they describe our expectations, plans, strategies and goals and our beliefs concerning future business conditions, our results of operations, financial position, and our business outlook or they state other "forward-looking" information based on currently available information. The "Risk Factors" section of our 2023 Annual Report on Form 10-K provides examples of risks, uncertainties and events that could cause our actual results to differ materially from the expectations expressed in our forward-looking statements. Assumptions and other important factors that could cause our actual results to differ materially from those anticipated in our forward-looking statements include, among other things:

- general economic, market and political conditions and uncertainties, including the performance and fluctuations of the financial markets which may affect the value of our investments as well as our ability to raise capital or refinance existing indebtedness and the cost of doing so;

- the impact of pandemics, including the novel coronavirus pandemic, and major public health issues and the resulting financial market, economic and other impacts;

- exposure to interest rate risk, including interest rate volatility, may negatively impact our results of operations, financial position or cash flow;

- future investment results, including the impact of realized losses (including other-than-temporary impairment charges) may diminish the value of our invested assets and negatively impact our profitability, our financial condition and our liquidity;

- the ultimate outcome of lawsuits filed against us and other legal and regulatory proceedings to which we are subject;

- our ability to make anticipated changes to certain non-guaranteed elements of our life insurance products;

- our ability to obtain adequate and timely rate increases on our health products, including our long-term care business;

- the receipt of any required regulatory approvals for dividend and surplus debenture interest payments from our insurance subsidiaries;

- mortality, morbidity, the increased cost and usage of health care services, persistency, the adequacy of our previous reserve estimates, changes in the health care market and other factors which may affect the profitability of our insurance products;

- the recoverability of our deferred tax assets and the effect of potential ownership changes and tax rate changes on their value;

- our assumption that the positions we take on our tax return filings will not be successfully challenged by the IRS;
- changes in accounting principles and the interpretation thereof;
- our ability to continue to satisfy the financial ratio and balance requirements and other covenants of our debt agreements;
- our ability to identify products and markets in which we can compete effectively against competitors with greater market share, higher ratings, greater financial resources and stronger brand recognition;
- our ability to generate sufficient liquidity to meet our debt service obligations and other cash needs;
- changes in capital deployment opportunities;
- our ability to maintain effective controls over financial reporting and modeling;
- our ability to continue to recruit and retain productive agents and distribution partners;
- customer response to new products, distribution channels and marketing initiatives;
- inflation or other unfavorable economic or business conditions may impact the sales and persistency of insurance products, a portion of our insurance policy benefits affected by increased medical coverage costs and various selling, general and administrative expenses;
- our ability to maintain the financial strength ratings of CNO and our insurance company subsidiaries as well as the impact of our ratings on our business, our ability to access capital, and the cost of capital;
- regulatory changes or actions, including: those relating to regulation of the financial affairs of our insurance companies, such as the calculation of risk-based capital and minimum capital requirements, and payment of dividends and surplus debenture interest to us; regulation of the sale, underwriting and pricing of products; health care regulation affecting health insurance products; and privacy laws and regulations;
- changes in the Federal income tax laws and regulations which may affect or eliminate the relative tax advantages of some of our products or affect the value of our deferred tax assets;
- availability and effectiveness of reinsurance arrangements, as well as the impact of any defaults or failure of reinsurers to perform;
- the performance of third-party service providers (both domestic and international) and potential difficulties arising from outsourcing arrangements;
- expectations for the growth rate of sales, collected premiums, annuity deposits and assets;
- interruption in telecommunication, information technology or other operational systems or failure to maintain the security, confidentiality or privacy of sensitive data on such systems;
- events of terrorism, natural disasters or other catastrophic events, including potential adverse impacts from climate change which may increase the frequency or severity of weather-related disasters;
- cyber-security attacks, risk of data loss and other security breaches;
- ineffectiveness of risk management policies and procedures in identifying, monitoring and managing risks; and
- the risk factors or uncertainties listed from time to time in our filings with the SEC.

Other factors and assumptions not identified above are also relevant to the forward-looking statements, and if they prove incorrect, could also cause actual results to differ materially from those projected.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statement. Our forward-looking statements speak only as of the date made. We assume no obligation to update or to publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements.

The reporting of risk-based capital ("RBC") measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.

OVERVIEW

We are a holding company for a group of insurance companies that develop, market and administer health insurance, annuity, individual life insurance and other insurance and financial services products. We focus on serving middle-income pre-retiree and retired Americans, which we believe are attractive, underserved, high growth markets. We sell our products through exclusive agents, independent producers (some of whom sell one or more of our product lines exclusively) and direct marketing.

We view our operations as three insurance product lines (annuity, health and life) and the investment and fee income segments. Our segments are aligned based on their common characteristics, comparability of profit margins and the way management makes operating decisions and assesses the performance of the business.

Our insurance product line segments (annuity, health and life) include marketing, underwriting and administration of the policies our insurance subsidiaries sell. The business written in each of the three product categories through all of our insurance subsidiaries is aggregated allowing management and investors to assess the performance of each product category. When analyzing profitability of these segments, we use insurance product margin as the measure of profitability, which is: (i) insurance policy income; and (ii) net investment income allocated to the insurance product lines; less (i) insurance policy benefits and interest credited to policyholders; and (ii) amortization of deferred acquisition costs and present value of future profits, non-deferred commissions and advertising expense. Net investment income is allocated to the product lines using the book yield of investments backing the block of business, which is applied to the average insurance liabilities, net of insurance intangibles, for the block in each period. Net insurance liabilities for the purpose of allocating investment income to product lines are equal to: (i) policyholder account balances for annuity products; (ii) total reserves before the fair value adjustments reflected in accumulated other comprehensive income (loss), if applicable, for all other products; less (iii) amounts related to reinsured business; (iv) deferred acquisition costs; (v) the present value of future profits; and (vi) the value of unexpired options credited to insurance liabilities.

Income from insurance products is the sum of the insurance margins of the annuity, health and life product lines, less expenses allocated to the insurance lines. It excludes the income from our fee income business, investment income not allocated to product lines, net expenses not allocated to product lines (primarily holding company expenses) and income taxes. Management believes insurance product margin and income from insurance products help provide a better understanding of the business and a more meaningful analysis of the results of our insurance product lines.

We market our products through the Consumer and Worksite Divisions that reflect the customers served by the Company. The Consumer and Worksite Divisions are primarily focused on marketing insurance products, several types of which are sold in both divisions and underwritten in the same manner.

The Consumer Division serves individual consumers, engaging with them on the phone, virtually, online, face-to-face with agents, or through a combination of sales channels. This structure unifies consumer capabilities into a single division and integrates the strength of our agent sales forces with one of the largest direct-to-consumer insurance businesses with proven experience in advertising, web/digital and call center support.

The Worksite Division focuses on the sale of voluntary benefit life and health insurance products in the workplace for businesses, associations, and other membership groups, interacting with customers at their place of employment and virtually. The Worksite Division also offers employer benefits services that seek to increase benefits engagement and reduce costs for employers and their employees. These services include: benefit administration technology, year-round advocacy, enrollment, benefits compliance and communications services.

The investment segment involves the management of our capital resources, including investments and the management of corporate debt and liquidity. Our measure of profitability of this segment is the total net investment income not allocated to the insurance products. Investment income not allocated to product lines represents net investment income less: (i) equity returns credited to policyholder account balances; (ii) the investment income allocated to our product lines; (iii) interest expense on notes payable, investment borrowings and financing arrangements; (iv) expenses related to the FABN program; and (v) certain expenses related to benefit plans that are offset by special-purpose investment income; plus (vi) the impact of annual option forfeitures related to fixed indexed annuity surrenders. Investment income not allocated to product lines includes investment income on investments in excess of amounts allocated to product lines, investments held by our holding companies, the spread we earn from our FHLB investment borrowing and FABN programs and variable components of investment income (including call and prepayment income, adjustments to returns on structured securities due to cash flow changes, income (loss) from COLI and alternative investment income not allocated to product lines), net of interest expense on corporate debt and financing arrangements. The spread earned from our FHLB investment borrowing and FABN programs includes the investment income on the matched assets less: (i) interest on investment borrowings related to the FHLB investment borrowing program; (ii) interest credited on funding agreements; and (iii) amortization of deferred acquisition costs related to the FABN program.

Our fee income segment includes the earnings generated from sales of third-party insurance products, services provided by Optavise and the operations of our broker/dealer and registered investment advisor.

Expenses not allocated to product lines include the expenses of our corporate operations, excluding interest expense on debt.

The following summarizes our earnings for the three and six months ending June 30, 2024 and 2023 (dollars in millions, except per share data):

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Insurance product margin				
Annuity margin	$ 76.1	$ 57.1	$ 128.1	$ 114.4
Health margin	135.9	108.2	258.9	224.7
Life margin	63.1	57.9	117.7	105.3
Total insurance product margin	275.1	223.2	504.7	444.4
Allocated expenses	(154.6)	(149.5)	(316.2)	(307.0)
Income from insurance products	120.5	73.7	188.5	137.4
Fee income	.8	.6	12.1	16.1
Investment income not allocated to product lines	44.8	28.0	57.1	43.5
Expenses not allocated to product lines	(17.5)	(21.1)	(34.3)	(39.4)
Operating earnings before taxes	148.6	81.2	223.4	157.6
Income tax expense on operating income	(34.0)	(18.9)	(51.3)	(36.7)
Net operating income (a)	114.6	62.3	172.1	120.9
Net realized investment losses from sales and change in allowance for credit losses	(21.9)	(31.3)	(26.5)	(44.0)
Net change in market value of investments recognized in earnings	4.7	(4.0)	17.1	(5.9)
Fair value changes related to agent deferred compensation plan	3.5	—	3.5	—
Changes in fair value of embedded derivative liabilities and market risk benefits	16.8	50.4	80.8	(14.7)
Other	(1.1)	(.2)	(1.5)	2.1
Net non-operating income (loss) before taxes	2.0	14.9	73.4	(62.5)
Income tax (expense) benefit on non-operating income (loss)	(.3)	(3.5)	(16.9)	14.5
Net non-operating income (loss)	1.7	11.4	56.5	(48.0)
Net income	$ 116.3	$ 73.7	$ 228.6	$ 72.9
Per diluted share				
Net operating income	$ 1.05	$ .54	$ 1.56	$ 1.04
Net non-operating income (loss)	.01	.10	.52	(.41)
Net income	$ 1.06	$ .64	$ 2.08	$ .63

(a) Management believes that an analysis of net income applicable to common stock before: (i) net realized investment gains or losses from sales, impairments and change in allowance for credit losses, net of taxes; (ii) net change in market value of investments recognized in earnings, net of taxes; (iii) changes in fair value of embedded derivative liabilities and MRBs related to our fixed indexed annuities, net of taxes; (iv) fair value changes related to the agent deferred compensation plan, net of taxes; (v) loss related to reinsurance transactions, net of taxes; (vi) loss on extinguishment of debt, net of taxes; (vii) changes in the valuation allowance for deferred tax assets and other tax items; and (viii) other non-operating items consisting primarily of earnings attributable to VIEs, net of taxes ("net operating income," a non-GAAP financial measure) is important to evaluate the financial performance of the company, and is a key measure commonly used in the life insurance industry. The income tax expense or benefit allocated to the items included in net non-operating income (loss) represents the current and deferred income tax expense or benefit allocated to the items included in non-operating earnings. Management uses this measure to evaluate performance because the items excluded from net operating income can be affected by events that are unrelated to the Company's underlying fundamentals. The table above reconciles the non-GAAP measure to the corresponding GAAP measure.

In addition, management uses these non-GAAP financial measures in its budgeting process, financial analysis of segment performance and in assessing the allocation of resources. We believe these non-GAAP financial measures enhance an investor's understanding of our financial performance and allows them to make more informed judgments about the Company as a whole. These measures also highlight operating trends that might not otherwise be apparent. However, net operating income is not a measurement of financial performance under GAAP and should not be considered as an alternative to cash flow from operating activities, as measures of liquidity, or as an alternative to net income as measures of our operating performance or any other measures of performance derived in accordance with GAAP. In addition, net operating income should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Net operating income has limitations as an analytical tool, and you should not consider such measure either in isolation or as a substitute for analyzing our results as reported under GAAP. Our definition and calculation of net operating income are not necessarily comparable to other similarly titled measures used by other companies due to different methods of calculation. Also, as we adopted the new accounting standard related to targeted improvements to the accounting for long-duration insurance contracts effective January 1, 2023, we updated our method of determining non-operating earnings for our fixed indexed annuities to better identify the volatile non-economic impacts of that line of business. This resulted in fixed indexed annuity margins that more closely reflect the economics of the business.

GOVERNMENTAL REGULATION

In 2023, the U.S. Department of Labor (the "DOL") proposed a regulation to change the definition of "fiduciary" for purposes of the Employee Retirement Income Security Act of 1974 ("ERISA") and parallel provisions of the Code, when a financial professional, including an insurance producer, provides investment advice, and amendments to various existing prohibited transaction exemptions ("PTEs"), including PTE 84-14, that financial professionals rely on when they make investment recommendations to retirement investors. On April 23, 2024, the DOL finalized and published this new definition of "fiduciary" for purposes of ERISA and parallel provisions of the Code and finalized and published amendments to these PTEs. Shortly thereafter, these changes were challenged in court, including by a coalition of insurance industry trade associations that filed a motion for a preliminary injunction and stay of the amendments. On July 25 and July 26, 2024, two federal district courts entered stays of the effective date of the new regulation regarding the definition of "fiduciary" and the amendments to the PTEs. We are monitoring these developments, but do not expect any changes in the definition of "fiduciary" (as currently contemplated) to have a significant impact on our business.

CRITICAL ACCOUNTING ESTIMATES

Refer to "Critical Accounting Policies" in our 2023 Annual Report on Form 10-K for information on our other accounting policies that we consider critical in preparing our consolidated financial statements.

RESULTS OF OPERATIONS

The following tables and narratives summarize the operating results of our segments (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Insurance product margin				
Annuity:				
Insurance policy income	$ 9.3	$ 8.1	$ 16.6	$ 13.2
Net investment income	140.5	127.7	275.0	253.1
Insurance policy benefits	8.4	(10.6)	(2.9)	(19.3)
Interest credited	(61.2)	(50.6)	(119.5)	(98.7)
Amortization and non-deferred commissions (a)	(20.9)	(17.5)	(41.1)	(33.9)
Annuity margin	76.1	57.1	128.1	114.4
Health:				
Insurance policy income	403.6	397.1	802.0	798.5
Net investment income	75.1	74.3	149.4	148.3
Insurance policy benefits	(302.3)	(322.7)	(610.8)	(640.8)
Amortization and non-deferred commissions (a)	(40.5)	(40.5)	(81.7)	(81.3)
Health margin	135.9	108.2	258.9	224.7
Life:				
Insurance policy income	228.6	223.1	451.3	442.1
Net investment income	36.7	36.1	73.2	72.4
Insurance policy benefits	(144.6)	(142.8)	(288.6)	(290.0)
Interest credited	(12.4)	(12.2)	(24.9)	(24.3)
Amortization and non-deferred commissions (a)	(24.3)	(20.8)	(47.8)	(40.7)
Advertising expense	(20.9)	(25.5)	(45.5)	(54.2)
Life margin	63.1	57.9	117.7	105.3
Total insurance product margin	275.1	223.2	504.7	444.4
Allocated expenses:				
Branch office expenses	(16.2)	(15.9)	(36.0)	(35.7)
Other allocated expenses	(138.4)	(133.6)	(280.2)	(271.3)
Income from insurance products	120.5	73.7	188.5	137.4
Fee income	.8	.6	12.1	16.1
Investment income not allocated to product lines	44.8	28.0	57.1	43.5
Expenses not allocated to product lines	(17.5)	(21.1)	(34.3)	(39.4)
Operating earnings before taxes	148.6	81.2	223.4	157.6
Income tax expense on operating income	(34.0)	(18.9)	(51.3)	(36.7)
Net operating income	$ 114.6	$ 62.3	$ 172.1	$ 120.9

(a) Amortization and non-deferred commissions are comprised of: (i) the amortization of deferred acquisition costs and present value of future profits; and (ii) commission expenses that are not directly related to the successful acquisition of new or renewal insurance contracts and, therefore, are not eligible to be deferred. Such non-deferred commissions are included in other operating costs and expenses on the consolidated statement of operations.

CNO is the top tier holding company for a group of insurance companies that develop, market and administer health insurance, annuity, individual life insurance and other insurance and financial services products. We view our operations by segments, which consist of insurance product lines. These products are distributed by our two divisions. The Consumer Division serves individual consumers, engaging with them on the phone, virtually, online, face-to-face with agents, or through a combination of sales channels. The Worksite Division focuses on the sale of voluntary benefit life and health insurance products in the workplace for businesses, associations, and other membership groups, interacting with customers at their place of employment and virtually.

Insurance product margin is management's measure of the profitability of its annuity, health and life product lines' performance and consists of insurance policy income plus allocated investment income less insurance policy benefits, interest credited, commissions, advertising expense and amortization of acquisition costs. Income from insurance products is the sum of the insurance margins of the annuity, health and life product lines, less expenses allocated to the insurance lines. It excludes the income from our fee income business, investment income not allocated to product lines, net expenses not allocated to product lines (primarily holding company expenses) and income taxes. Management believes this information helps provide a better understanding of the business and a more meaningful analysis of the results of our insurance product lines.

Net investment income is allocated to the product lines using the book yield of investments backing the block of business, which is applied to the average insurance liabilities for the block in each period. Net insurance liabilities for the purpose of allocating investment income to product lines are equal to: (i) policyholder account balances for annuity products; (ii) total reserves before the fair value adjustments reflected in accumulated other comprehensive income (loss), if applicable, for all other products; less (iii) amounts related to reinsured business; (iv) deferred acquisition costs; (v) the present value of future profits; and (vi) the value of unexpired options credited to insurance liabilities. Investment income not allocated to product lines represents net investment income less: (i) equity returns credited to policyholder account balances; (ii) the investment income allocated to our product lines; (iii) interest expense on notes payable, investment borrowings and financing arrangements; (iv) expenses related to the FABN program; and (v) certain expenses related to benefit plans that are offset by special-purpose investment income; plus (vi) the impact of annual option forfeitures related to fixed indexed annuity surrenders. Investment income not allocated to product lines includes investment income on investments in excess of amounts allocated to product lines, investments held by our holding companies, the spread we earn from our FHLB investment borrowing and FABN programs and variable components of investment income (including call and prepayment income, adjustments to returns on structured securities due to cash flow changes, income (loss) from COLI and alternative investment income not allocated to product lines), net of interest expense on corporate debt and financing arrangements. The spread earned from our FHLB investment borrowing and FABN programs includes the investment income on the matched assets less: (i) interest on investment borrowings related to the FHLB investment borrowing program; (ii) interest credited on funding agreements; and (iii) amortization of deferred acquisition costs related to the FABN program.

Summary of Operating Results: Net operating income was $114.6 million in the second quarter of 2024, compared to $62.3 million in the second quarter of 2023, and was $172.1 million in the first six months of 2024, compared to $120.9 million in the first six months of 2023.

Insurance product margin was $275.1 million in the second quarter of 2024 compared to $223.2 million in the second quarter of 2023, and was $504.7 million in the first six months of 2024, compared to $444.4 million in the first six months of 2023. Fluctuations by product line are discussed in greater detail in the narratives that follow.

Total net investment income (comprised of investment income allocated and not allocated to products) increased 12 percent to $297.1 million in the second quarter of 2024, as compared to $266.1 million in the second quarter of 2023, and 7.2 percent to $554.7 million in the first six months of 2024, compared to $517.3 million in the first six months of 2023, reflecting growth in the investment portfolio and higher yields. The higher yields reflect six consecutive quarters of new money rates in excess of 6.0 percent. In addition, the yield in the second quarter of 2024 benefited from portfolio optimization trades in the quarter as we selectively sold certain lower yielding securities and reinvested in higher yielding securities.

Total allocated and unallocated expenses are summarized in the table below (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Expenses allocated to product lines	$ 154.6	$ 149.5	$ 316.2	$ 307.0
Expenses not allocated to product lines	17.5	21.1	34.3	39.4
Adjusted total	$ 172.1	$ 170.6	$ 350.5	$ 346.4

Total allocated and unallocated expenses in the first six months of 2024 were up slightly as compared to the same period in the prior year, and were in line with our expectations. We currently expect our projected expense ratio for the full year to be between 19.0 percent to 19.2 percent, narrowing the range of our previous guidance of between 18.8 percent to 19.2 percent. The expense ratio is defined as total allocated and unallocated expenses divided by the sum of insurance policy income and net investment income allocated to products.

The fee income segment is summarized below (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Fee revenue	$ 32.0	$ 29.4	$ 82.5	$ 80.7
Operating costs and expenses	(31.2)	(28.8)	(70.4)	(64.6)
Net fee income	$ .8	$ .6	$ 12.1	$ 16.1

The increase in net fee income in the second quarter of 2024, as compared to the same period in 2023, is primarily due to: (i) higher revenues related to sales of third-party products by our Consumer Division; partially offset by (ii) lower revenues related to benefits administration services provided by our Worksite Division. The decrease in net fee income in the first six months of 2024, as compared to the same period in the prior year, is primarily due to: (i) changes to our revenue recognition assumptions related to sales of third-party products by our Consumer Division reflecting less favorable policy persistency and higher agent persistency resulting in higher renewal commissions; partially offset by (ii) higher sales of third-party products in the 2024 period.

Investment income not allocated to product lines generally fluctuates from period to period based on the performance of our alternative investments (which are typically reported a quarter in arrears); the earnings related to the investments underlying our COLI; the spread we earn from our FHLB investment borrowing and FABN programs; the level of trading account income; and the impact of annual option forfeitures related to fixed indexed annuity surrenders.

The effective tax rate for the first six months of 2024 was 23.0 percent.

Margin from Annuity Products (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Annuity margin:				
Fixed indexed annuities				
Insurance policy income	$ 7.2	$ 5.5	$ 13.2	$ 9.1
Net investment income	113.8	101.2	222.2	200.0
Insurance policy benefits	(2.6)	(4.2)	(8.4)	(8.3)
Interest credited	(49.4)	(38.9)	(96.1)	(75.3)
Amortization and non-deferred commissions	(19.1)	(16.0)	(37.6)	(31.4)
Margin from fixed indexed annuities	$ 49.9	$ 47.6	$ 93.3	$ 94.1
Average net insurance liabilities	$ 9,758.1	$ 9,276.0	$ 9,697.2	$ 9,229.9
Margin/average net insurance liabilities	2.05 %	2.05 %	1.92 %	2.04 %
Fixed interest annuities				
Insurance policy income	$ .4	$ .2	$ .5	$ .5
Net investment income	21.1	20.9	41.7	41.8
Insurance policy benefits	.1	—	(.3)	(.1)
Interest credited	(11.3)	(11.1)	(22.4)	(22.2)
Amortization and non-deferred commissions	(1.6)	(1.3)	(3.2)	(2.2)
Margin from fixed interest annuities	$ 8.7	$ 8.7	$ 16.3	$ 17.8
Average net insurance liabilities	$ 1,569.4	$ 1,613.1	$ 1,578.7	$ 1,622.0
Margin/average net insurance liabilities	2.22 %	2.16 %	2.06 %	2.19 %
Other annuities				
Insurance policy income	$ 1.7	$ 2.4	$ 2.9	$ 3.6
Net investment income	5.6	5.6	11.1	11.3
Insurance policy benefits	10.9	(6.4)	5.8	(10.9)
Interest credited	(.5)	(.6)	(1.0)	(1.2)
Amortization and non-deferred commissions	(.2)	(.2)	(.3)	(.3)
Margin from other annuities	$ 17.5	$ .8	$ 18.5	$ 2.5
Average net insurance liabilities	$ 426.4	$ 462.5	$ 433.2	$ 466.0
Margin/average net insurance liabilities	16.42 %	.69 %	8.54 %	1.07 %
Total annuity margin	$ 76.1	$ 57.1	$ 128.1	$ 114.4
Average net insurance liabilities	$ 11,753.9	$ 11,351.6	$ 11,709.1	$ 11,317.9
Margin/average net insurance liabilities	2.59 %	2.01 %	2.19 %	2.02 %

Margin from fixed indexed annuities was $49.9 million in the second quarter of 2024 compared to $47.6 million in the second quarter of 2023, and was $93.3 million in the first six months of 2024 compared to $94.1 million in the first six months of 2023. The increase in margin in the second quarter of 2024, as compared to the same period in the prior year, is primarily due to: (i) growth in the block and higher yields; (ii) higher surrender charges; partially offset by (iii) additional amortization from growth in the block. The higher yield in the second quarter of 2024 benefited from portfolio optimization trades in the quarter as we selectively sold certain lower yielding securities and reinvested in higher yielding securities. The margin in the first six months of 2024 was down slightly from the same period in 2023 as the factors impacting the quarter over quarter results generally offset each other on a year to date basis. Average net insurance liabilities (policyholder account balances less: (i) amounts related to reinsured business; (ii) deferred acquisition costs; (iii) present value of future profits; and (iv) the value of unexpired options credited to insurance liabilities) were $9,758.1 million and $9,276.0 million in the second quarters of 2024 and 2023, respectively, and were $9,697.2 million and $9,229.9 million in the first six months of 2024 and 2023, respectively, driven by deposits and reinvested returns in excess of withdrawals. The increase in net insurance liabilities results in higher net investment income allocated. The earned yield was 4.66 percent in the second quarter of 2024 up from 4.36 percent in the second quarter of 2023, and was 4.58 percent in the first six months of 2024 up from 4.33 percent in the first six months of 2023, reflecting higher portfolio yields.

Net investment income and interest credited exclude the change in market values of the underlying options supporting the fixed indexed annuity products and corresponding offsetting amount credited to policyholder account balances. Such amounts were $34.9 million and $56.1 million in the second quarters of 2024 and 2023, respectively, and were $163.5 million and $72.6 million in the first six months of 2024 and 2023, respectively.

Margin from fixed interest annuities was $8.7 million in both the second quarters of 2024 and 2023, and was $16.3 million in the first six months of 2024 compared to $17.8 million in the first six months of 2023. The decrease in margin in the first six months of 2024, as compared to the same period in 2023, is driven primarily by additional amortization from higher policy surrenders and a reduction in the size of the block. Average net insurance liabilities were $1,569.4 million in the second quarter of 2024 compared to $1,613.1 million in the second quarter of 2023, and were $1,578.7 million in the first six months of 2024 compared to $1,622.0 million in the first six months of 2023, driven by withdrawals in excess of deposits and reinvested returns. The decrease in net insurance liabilities results in lower net investment income allocated, however, the earned yield increased to 5.38 percent in the second quarter of 2024 from 5.18 percent in the second quarter of 2023, and to 5.28 percent in the first six months of 2024 from 5.15 percent in the first six months of 2023, reflecting higher portfolio yields.

Margin from other annuities was $17.5 million in the second quarter of 2024 compared to $0.8 million in the second quarter of 2023, and was $18.5 million in the first six months of 2024 compared to $2.5 million in the first six months of 2023. The margin on this relatively small block of business is sensitive to annuitant mortality related to contracts with life contingencies. An increase in mortality in this block will result in a decrease in insurance liabilities and insurance policy benefits. In the second quarter of 2024, we experienced annuitant mortality on five large policies in a closed block of payout annuities which reduced insurance policy benefits by $15.1 million.

Margin from Health Products (dollars in millions):

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Health margin:				
Supplemental health				
Insurance policy income	$ 180.1	$ 176.2	$ 359.8	$ 355.2
Net investment income	39.4	38.9	78.4	77.5
Insurance policy benefits	(127.4)	(128.9)	(253.2)	(257.1)
Amortization and non-deferred commissions	(27.0)	(26.3)	(54.5)	(52.4)
Margin from supplemental health	$ 65.1	$ 59.9	$ 130.5	$ 123.2
Margin/insurance policy income	36 %	34 %	36 %	35 %
Medicare supplement				
Insurance policy income	$ 155.8	$ 155.3	$ 307.5	$ 311.8
Net investment income	1.3	1.2	2.7	2.5
Insurance policy benefits	(111.5)	(113.4)	(227.9)	(233.9)
Amortization and non-deferred commissions	(10.1)	(10.8)	(20.3)	(22.0)
Margin from Medicare supplement	$ 35.5	$ 32.3	$ 62.0	$ 58.4
Margin/insurance policy income	23 %	21 %	20 %	19 %
Long-term care				
Insurance policy income	$ 67.7	$ 65.6	$ 134.7	$ 131.5
Net investment income	34.4	34.2	68.3	68.3
Insurance policy benefits	(63.4)	(80.4)	(129.7)	(149.8)
Amortization and non-deferred commissions	(3.4)	(3.4)	(6.9)	(6.9)
Margin from long-term care	$ 35.3	$ 16.0	$ 66.4	$ 43.1
Margin/insurance policy income	52 %	24 %	49 %	33 %
Total health margin	$ 135.9	$ 108.2	$ 258.9	$ 224.7
Margin/insurance policy income	34 %	27 %	32 %	28 %

Margin from supplemental health business was $65.1 million in the second quarter of 2024 compared to $59.9 million in the second quarter of 2023, and was $130.5 million in the first six months of 2024 compared to $123.2 million in the first six months of 2023, reflecting growth in the block. The margin as a percentage of insurance policy income was 36 percent in the second quarter of 2024 compared to 34 percent in the prior year period, and was 36 percent in the first six months of 2024 compared to 35 percent in the first six months of 2023.

Our supplemental health products (including specified disease, accident and hospital indemnity products) generally provide fixed or limited benefits. For example, payments under cancer insurance policies are generally made directly to, or at the direction of, the policyholder following diagnosis of, or treatment for, a covered type of cancer. Approximately three-fourths of our supplemental health policies inforce (based on policy count) are sold with return of premium or cash value riders. The return of premium rider generally provides that after a policy has been inforce for a specified number of years or upon the policyholder reaching a specified age, we will pay to the policyholder, or a beneficiary under the policy, the aggregate amount of all premiums paid under the policy, without interest, less the aggregate amount of all claims incurred under the policy. The cash value rider is similar to the return of premium rider, but also provides for payment of a graded portion of the return of premium benefit if the policy terminates before the return of premium benefit is earned. Accordingly, the net cash flows from these products generally result in the accumulation of amounts in the early years of a policy (reflected in our earnings as reserve increases which is a component of insurance policy benefits) which will be paid out as benefits in later policy years (reflected in our earnings as reserve decreases which offset the recording of benefit payments). As the policies age, insurance policy benefits will typically increase, but the increase in benefits will be partially offset by investment income earned on the accumulated assets.

Margin from Medicare supplement business was $35.5 million and $32.3 million in the second quarters of 2024 and 2023, respectively, and $62.0 million and $58.4 million in the first six months of 2024 and 2023, respectively. The increase in margin on the Medicare supplement business is primarily due to favorable claims experience in the 2024 periods, as compared to the 2023 periods, partially offset by a reduction in the size of the block. Claim experience will fluctuate from period to period. Insurance policy income was $155.8 million in the second quarter of 2024, compared to $155.3 million in the second quarter of 2023, and was $307.5 million in the first six months of 2024, compared to $311.8 million in the first six months of 2023. Higher sales in recent periods have contributed to slightly higher insurance policy income in the second quarter of 2024 as compared to the same period in 2023. Over the last several years, we have experienced a shift in the sale of Medicare supplement policies to the sale of Medicare Advantage policies. We receive fee income when Medicare Advantage policies of other providers are sold, which is recorded in our Fee income segment. We continue to invest in both our Medicare supplement products and Medicare Advantage distribution to meet our customers' needs and preferences.

Medicare supplement business consists of both individual and group policies. Government regulations generally require we attain and maintain a ratio of total benefits incurred to total premiums earned (excluding changes in policy benefits reserves which is a component of Insurance policy benefits) of not less than 65 percent on individual products and not less than 75 percent on group products. The ratio is determined after three years from the original issuance of the policy and over the lifetime of the policy and measured in accordance with statutory accounting principles. Since the insurance product liabilities we establish for Medicare supplement business are subject to significant estimates, the ultimate claim liability we incur for a particular period is likely to be different than our initial estimate. Changes to our estimates are reflected in insurance policy benefits in the period the change is determined.

Margin from Long-term care products was $35.3 million and $16.0 million in the second quarters of 2024 and 2023, respectively, and $66.4 million and $43.1 million in the first six months of 2024 and 2023, respectively. The margin as a percentage of insurance policy income was 52 percent in the second quarter of 2024 compared to 24 percent in the second quarter of 2023, and was 49 percent in the first six months of 2024 compared to 33 percent in the first six months of 2023. The increase in margin in the 2024 periods is primarily due to growth in the block and lower insurance policy benefits, as compared to the 2023 periods. The margin reflected favorable claim experience in the second quarter of 2024, while the margin in the second quarter of 2023 reflected unfavorable claims experience which was elevated relative to our expectations. Claim experience will fluctuate from quarter to quarter.

Margin from Life Products (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Life margin:				
Interest-sensitive life				
Insurance policy income	$ 46.9	$ 45.3	$ 93.5	$ 89.8
Net investment income	13.2	12.7	26.4	25.8
Insurance policy benefits	(18.6)	(17.1)	(38.5)	(35.3)
Interest credited	(12.3)	(12.0)	(24.6)	(24.0)
Amortization and non-deferred commissions	(5.3)	(4.8)	(10.4)	(9.4)
Margin from interest-sensitive life	$ 23.9	$ 24.1	$ 46.4	$ 46.9
Average net insurance liabilities	$ 1,063.0	$ 1,035.4	$ 1,059.6	$ 1,033.7
Interest margin	$ .9	$ .7	$ 1.8	$ 1.8
Interest margin/average net insurance liabilities	.34 %	.27 %	.34 %	.35 %
Underwriting margin	$ 23.0	$ 23.4	$ 44.6	$ 45.1
Underwriting margin/insurance policy income	49 %	52 %	48 %	50 %
Traditional life				
Insurance policy income	$ 181.7	$ 177.8	$ 357.8	$ 352.3
Net investment income	23.5	23.4	46.8	46.6
Insurance policy benefits	(126.0)	(125.7)	(250.1)	(254.7)
Interest credited	(.1)	(.2)	(.3)	(.3)
Amortization and non-deferred commissions	(19.0)	(16.0)	(37.4)	(31.3)
Advertising expense	(20.9)	(25.5)	(45.5)	(54.2)
Margin from traditional life	$ 39.2	$ 33.8	$ 71.3	$ 58.4
Margin/insurance policy income	22 %	19 %	20 %	17 %
Margin excluding advertising expense/insurance policy income	33 %	33 %	33 %	32 %
Total life margin	$ 63.1	$ 57.9	$ 117.7	$ 105.3

Margin from interest-sensitive life business was $23.9 million in the second quarter of 2024, down from $24.1 million in the second quarter of 2023, and was $46.4 million in the first six months of 2024, down from $46.9 million in the first six months of 2023, reflecting unfavorable claims experience, as compared to the 2023 periods; partially offset by growth in the block due to sales in recent periods.

The interest margin was $0.9 million and $0.7 million in the second quarters of 2024 and 2023, respectively, and was $1.8 million in both the first six months of 2024 and 2023. Net investment income in the 2024 periods was comparable to the 2023 periods. The increase in average net insurance liabilities results in higher net investment income allocated, net of the impact of earned yields. The earned yield was 4.97 percent and 4.91 percent in the second quarters of 2024 and 2023, respectively, and was 4.98 percent and 4.99 percent in the first six months of 2024 and 2023, respectively. Interest credited to policyholders may be changed annually but is subject to minimum guaranteed rates and, as a result, any reduction in our earned rate may not be fully reflected in the rate credited to policyholders.

Net investment income and interest credited exclude the change in market values of the underlying options supporting the fixed indexed life products and corresponding offsetting amount credited to policyholder account balances. Such amounts were $4.0 million and $6.2 million in the second quarters of 2024 and 2023, respectively, and were $15.1 million and $8.3 million in the first six months of 2024 and 2023, respectively.

Margin from traditional life business was $39.2 million and $33.8 million in the second quarters of 2024 and 2023, respectively, and was $71.3 million and $58.4 million in the first six months of 2024 and 2023, respectively. The increase in margin in the 2024 periods, as compared to the same periods in 2023, primarily reflects growth in the block and lower advertising expense.

Net investment income in the 2024 periods was comparable to the 2023 periods. The increase in average net insurance liabilities results in higher net investment income allocated, which is largely offset by lower earned yields. The earned yield was 4.71 percent and 4.74 percent in the second quarters of 2024 and 2023, respectively, and was 4.69 percent and 4.72 percent in the first six months of 2024 and 2023, respectively.

Advertising expense was $20.9 million in the second quarter of 2024, down from $25.5 million in the comparable period in 2023, and was $45.5 million in the first six months of 2024, down from $54.2 million in the comparable period in 2023. The demand and cost of television advertising can fluctuate from period to period. We are disciplined with our marketing expenditures and will increase or decrease our marketing spend depending on the current economics of the purchase or other factors.

Collected Premiums From Annuity and Interest-Sensitive Life Products (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Collected premiums from annuity and interest-sensitive life products:				
Annuities	$ 439.1	$ 401.8	$ 832.4	$ 772.7
Interest-sensitive life	61.3	60.3	121.8	118.5
Total collected premiums from annuity and interest-sensitive life products	$ 500.4	$ 462.1	$ 954.2	$ 891.2

Collected premiums from annuity and interest-sensitive products increased 8.3 percent in the second quarter of 2024 compared to the second quarter of 2023, and increased 7.1 percent in the first six months of 2024 compared to the first six months of 2023, primarily due to higher premium collections from fixed indexed annuity products.

Investment Income Not Allocated to Product Lines (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net investment income	$ 409.1	$ 399.7	$ 878.3	$ 742.7
Allocated to product lines:				
Annuity	(140.5)	(127.7)	(275.0)	(253.1)
Health	(75.1)	(74.3)	(149.4)	(148.3)
Life	(36.7)	(36.1)	(73.2)	(72.4)
Equity returns credited to policyholder account balances	(38.9)	(62.3)	(178.6)	(80.9)
Amounts allocated to product lines and credited to policyholder account balances	(291.2)	(300.4)	(676.2)	(554.7)
Impact of annual option forfeitures related to fixed indexed annuity surrenders	6.0	1.4	12.2	1.4
Amount related to variable interest entities and other non-operating items	(9.6)	(19.0)	(22.2)	(39.9)
Interest expense on debt	(21.8)	(15.6)	(37.5)	(31.3)
Interest expense on financing arrangements	(1.2)	—	(2.4)	—
Interest expense on investment borrowings from FHLB	(31.4)	(24.2)	(62.8)	(45.9)
Expenses related to FABN program	(10.9)	(7.6)	(18.5)	(15.2)
Less amounts credited to deferred compensation plans (offsetting investment income)	(4.2)	(6.3)	(13.8)	(13.6)
Total adjustments	(73.1)	(71.3)	(145.0)	(144.5)
Investment income not allocated to product lines	$ 44.8	$ 28.0	$ 57.1	$ 43.5

The above table reconciles net investment income to investment income not allocated to product lines. Investment income not allocated to product lines generally fluctuates from period to period based on the performance of our alternative investments (which are typically reported a quarter in arrears); the earnings related to the investments underlying our COLI; the spread we earn from our FHLB investment borrowing and FABN programs; the level of trading account income; and the impact of annual option forfeitures related to fixed indexed annuity surrenders.

Net Non-Operating Income (Loss):

The following summarizes our net non-operating income (loss) for the three and six months ending June 30, 2024 and 2023 (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Net realized investment losses from sales and change in allowance for credit losses	$ (21.9)	$ (31.3)	$ (26.5)	$ (44.0)
Net change in market value of investments recognized in earnings	4.7	(4.0)	17.1	(5.9)
Fair value changes related to agent deferred compensation plan	3.5	—	3.5	—
Changes in fair value of embedded derivative liabilities and market risk benefits	16.8	50.4	80.8	(14.7)
Other	(1.1)	(.2)	(1.5)	2.1
Net non-operating income (loss) before taxes	$ 2.0	$ 14.9	$ 73.4	$ (62.5)

Net realized investment losses in the three and six months ended June 30, 2024, were $21.9 million and $26.5 million, respectively, net of reductions in the allowance for credit losses of $4.1 million and $5.6 million, respectively. Net realized investment losses in the three and six months ended June 30, 2023, were $31.3 million and $44.0 million, respectively, including increases in the allowance for credit losses of $9.9 million and $11.4 million, respectively.

The change in market value of investments recognized in earnings was an increase (decrease) of $4.7 million and $(4.0) million in the second quarters of 2024 and 2023, respectively, and $17.1 million and $(5.9) million in the first six months of 2024 and 2023, respectively. The change in value will fluctuate from period to period based on market conditions.

During the first six months of 2024, we recognized an increase in earnings of $3.5 million for the mark-to-market change in the agent deferred compensation plan liability which was impacted by changes in the underlying actuarial assumptions used to value the liability. We recognize the mark-to-market change in the estimated value of this liability through earnings as assumptions change.

We recognized an increase (decrease) in earnings of $80.8 million and $(14.7) million in the first six months of 2024 and 2023, respectively, resulting from changes in the fair value of embedded derivative liabilities and MRBs related to our fixed indexed annuities. Such amounts include the impacts of changes in market interest rates and equity impacts used to determine the estimated fair values of the embedded derivatives and MRBs.

Other non-operating items primarily include earnings attributable to VIEs that we are required to consolidate, net of affiliated amounts. Such earnings are not indicative of, and are unrelated to, the Company's underlying fundamentals.

LIQUIDITY AND CAPITAL RESOURCES

2024 Outlook

We are raising our guidance on operating earnings per diluted share. We currently expect operating earnings per diluted share to be in the range of $3.30 to $3.50, excluding any significant items in the year (up from our previous guidance of $3.10 to $3.30 per diluted share). This increase reflects our strong results in the second quarter of 2024, along with a modest improvement in outlook for the second half of the year. Such guidance also assumes that the returns on our alternative investments are in line with our long term run-rate assumption for the balance of the year, consistent with our initial guidance assumptions. As a component of this change in guidance, we narrowed our projected expense ratio guidance to be between 19.0 percent to 19.2 percent (as compared to our previous guidance of between 18.8 percent to 19.2 percent).

In addition, we are raising guidance on the amount of excess cash to the holding company. We currently expect excess cash flow to the holding company to be in the range of $200 million to $250 million (up from our previous guidance of $140 million to $200 million). The increase in guidance is primarily driven by higher statutory earnings in the first half of the year and a refinement of our expectations on capital consumption within our insurance subsidiaries. The high end of the prior range assumed there was no material change to the risk profile of our investment portfolio; and there was no significant change to economic conditions and the related pattern of credit migration in our investment portfolio. Both of these variables have remained fairly constant in the first half of the year and we expect no significant changes in the second half of the year. However, if we decide to accept a higher level of risk in our investment portfolio; and/or economic conditions deteriorate, prompting adverse credit migration, then additional capital would be required and excess cash flow would be toward the lower end of the range.

We continue to expect fee income to be slightly lower in 2024, as compared to 2023, with a slight change to the seasonal recognition of earnings with approximately one-third of such earnings recognized in the first quarter of 2024 (as compared to our previous expectation of 25 percent) and the remainder of such earnings generally recognized in the fourth quarter of 2024.

We expect to continue to manage to: (i) a consolidated RBC ratio of 375 percent for our U.S. based insurance subsidiaries; and (ii) minimum holding company liquidity of $150 million over the long term; although we expect to end 2024 well above those target levels. Our target debt to total capital, excluding accumulated other comprehensive income (loss), continues to be in the range of 25 percent to 28 percent. Although our debt to total capital ratio, excluding accumulated other comprehensive income (loss), was 32.0 percent at June 30, 2024, we expect to use a portion of the net proceeds from the issuance of the 2034 Notes for the repayment of our 2025 Notes. At June 30, 2024, adjusting for the expected repayment of the 2025 Notes, the debt to total capital ratio, excluding accumulated other comprehensive income (loss), would have been 25.5 percent.

Our capital structure as of June 30, 2024 and December 31, 2023 was as follows (dollars in millions):

	June 30, 2024	December 31, 2023
Total capital:		
Corporate notes payable	$ 1,832.3	$ 1,140.5
Shareholders' equity:		
Common stock	1.1	1.1
Additional paid-in capital	1,797.6	1,891.5
Accumulated other comprehensive loss	(1,464.3)	(1,576.8)
Retained earnings	2,094.5	1,899.8
Total shareholders' equity	2,428.9	2,215.6
Total capital	$ 4,261.2	$ 3,356.1

The following table summarizes certain financial ratios as of and for the six months ended June 30, 2024 and as of and for the year ended December 31, 2023:

	June 30, 2024	December 31, 2023
Book value per common share	$ 22.80	$ 20.26
Book value per common share, excluding accumulated other comprehensive income (loss) (a)	36.55	34.68
Debt to total capital ratios:		
Corporate debt to total capital	43.0 %	34.0 %
Corporate debt to total capital, excluding accumulated other comprehensive income (loss) (a)	32.0 %	23.1 %
Corporate debt to total capital, excluding accumulated other comprehensive income (loss), as adjusted for the expected repayment of the 2025 Notes (a) (b)	25.5 %	N/A

(a) This non-GAAP measure differs from the corresponding GAAP measure presented immediately above, because accumulated other comprehensive income (loss) has been excluded from the value of capital used to determine this measure. Management believes this non-GAAP measure is useful because it removes the volatility that arises from changes in accumulated other comprehensive income (loss). Such volatility is often caused by changes in the estimated fair value of our investment portfolio resulting from changes in general market interest rates rather than the business decisions made by management. However, this measure does not replace the corresponding GAAP measure.

(b) This non-GAAP measure has been further adjusted for the expected repayment of the 2025 Notes as previously described above. However, this measure does not replace the corresponding GAAP measure.

Liquidity for Insurance Operations

Our insurance companies generally receive adequate cash flows from premium collections and investment income to meet their obligations. Life insurance, long-term care and supplemental health insurance and annuity liabilities are generally long-term in nature. Life and annuity policyholders may, however, withdraw funds or surrender their policies, subject to any applicable penalty provisions; there are generally no withdrawal or surrender benefits for long-term care insurance. We actively manage the relationship between the duration of our invested assets and the estimated duration of benefit payments arising from contract liabilities.

Three of the Company's insurance subsidiaries (Bankers Life, Washington National and Colonial Penn) are members of the FHLB. As members of the FHLB, our insurance subsidiaries have the ability to borrow on a collateralized basis from the FHLB. We are required to hold certain minimum amounts of FHLB common stock as a condition of membership in the FHLB, and additional amounts based on the amount of the borrowings. At June 30, 2024, the carrying value of the FHLB common stock was $94.6 million. As of June 30, 2024, collateralized borrowings from the FHLB totaled $2.2 billion and the proceeds were used to purchase variable rate fixed maturity securities with similar durations. The borrowings are classified as investment borrowings in the accompanying consolidated balance sheet. The borrowings are collateralized by investments with an estimated fair value of $2.9 billion at June 30, 2024, which are maintained in custodial accounts for the benefit of the FHLB.

In 2021, Bankers Life established a FABN program pursuant to which Bankers Life may issue funding agreements to a Delaware statutory trust organized in series (the "Trust") to generate spread-based earnings. Under current authorizations, the maximum aggregate principal amount of funding agreements permitted to be outstanding at any one time under the FABN program is $3 billion. In June 2024, Bankers Life issued a funding agreement to a series of the Trust in a principal amount of $750 million. The aggregate principal amount of funding agreements outstanding at June 30, 2024 was $2.15 billion. The activity related to the funding agreements is reported in investment income not allocated to product lines.

State laws generally give state insurance regulatory agencies broad authority to protect policyholders in their jurisdictions. Regulators have used this authority in the past to restrict the ability of our insurance subsidiaries to pay any dividends or other amounts without prior approval. We cannot be assured that the regulators will not seek to assert greater supervision and control over our insurance subsidiaries' businesses and financial affairs.

Our estimated consolidated statutory RBC ratio of our U.S. based insurance subsidiaries was 394 percent at June 30, 2024, compared to 402 percent at December 31, 2023. In the first six months of 2024, the RBC ratio reflected: (i) our estimated consolidated statutory operating earnings of $24 million; and (ii) insurance company dividends (net of capital contributions) of $73 million that were paid to the holding company. Our RBC ratio at June 30, 2024, exceeded our targeted RBC ratio of 375 percent and the minimum 350 percent that is reflected in our risk appetite statement that we share and discuss with rating agencies and insurance regulators. We believe that the 375 percent RBC ratio target continues to adequately support our financial strength and credit ratings.

Our insurance subsidiaries transfer exposure to certain risk to others through reinsurance arrangements. When we obtain reinsurance, we are still liable for those transferred risks in the event the reinsurer defaults on its obligations. The failure, insolvency, inability or unwillingness of one or more of the Company's reinsurers to perform in accordance with the terms of its reinsurance agreement could negatively impact our earnings or financial position and our consolidated statutory RBC ratio.

Financial Strength Ratings of our Insurance Subsidiaries

Financial strength ratings provided by Moody's Investor Services, Inc. ("Moody's"), S&P, AM Best Company ("AM Best") and Fitch Ratings ("Fitch") are the rating agency's opinions of the ability of our insurance subsidiaries to pay policyholder claims and obligations when due.

Moody's most recently affirmed its "A3" financial strength ratings of our primary insurance subsidiaries on July 10, 2024. The outlook for these ratings remains stable. Moody’s financial strength ratings range from "Aaa" to "C". These ratings may be supplemented with numbers "1", "2", or "3" to show relative standing within a category. In Moody's view, an insurer rated "A" offers good financial security, however, certain elements may be present which suggests a susceptibility to impairment sometime in the future. Moody's has twenty-one possible ratings. There are six ratings above the "A3" rating of our primary insurance subsidiaries and fourteen ratings that are below that rating.

S&P most recently affirmed its "A-" financial strength ratings of our primary insurance subsidiaries on June 4, 2024. The outlook for these ratings remains stable. S&P financial strength ratings range from "AAA" to "R" and some companies are not rated. An insurer rated "A", in S&P's opinion, has strong financial security characteristics, but is somewhat more likely to be affected by adverse business conditions than are insurers with higher ratings. Pluses and minuses show the relative standing within a category. S&P has twenty-one possible ratings. There are six ratings above the "A-" rating of our primary insurance subsidiaries and fourteen ratings that are below that rating.

On February 15, 2024, AM Best affirmed its "A" financial strength ratings of our primary insurance subsidiaries and the outlook for these ratings is stable. The "A" rating is assigned to companies that have an excellent ability, in AM Best's opinion, to meet their ongoing obligations to policyholders. AM Best ratings for the industry currently range from "A++ (Superior)" to "F (In Liquidation)" and some companies are not rated. AM Best has sixteen possible ratings. There are two ratings above the "A" rating of our primary insurance subsidiaries and thirteen ratings that are below that rating.

On November 15, 2023, Fitch upgraded the financial strength ratings of our primary insurance subsidiaries to "A" from "A-" and the outlook for these ratings is stable. An insurer rated "A", in Fitch's opinion, indicates a low expectation of ceased or interrupted payments and indicates strong capacity to meet policyholder and contract obligations. This capacity may, nonetheless, be more vulnerable to changes in circumstances or in economic conditions than is the case for higher ratings. Fitch ratings for the industry range from "AAA Exceptionally Strong" to "C Distressed" and some companies are not rated. Pluses and minuses show the relative standing within a category. Fitch has nineteen possible ratings. There are five ratings above the "A" rating of our primary insurance subsidiaries and thirteen ratings that are below that rating.

Rating agencies have increased the frequency and scope of their credit reviews and requested additional information from the companies that they rate, including us. They may also adjust upward the capital and other requirements employed in their rating models for maintenance of certain ratings levels. We cannot predict what actions rating agencies may take, or what actions we may take in response. Accordingly, downgrades and outlook revisions related to us or the life insurance industry may occur in the future at any time and without notice by any rating agency. These could increase policy surrenders and withdrawals, adversely affect relationships with our distribution channels, reduce new sales, reduce our ability to borrow and increase our future borrowing costs.

Liquidity of the Holding Companies

Availability and Sources and Uses of Holding Company Liquidity; Limitations on Ability of Insurance Subsidiaries to Make Dividend and Surplus Debenture Interest Payments to the Holding Companies; Limitations on Holding Company Activities

As further described in the note to the consolidated financial statements entitled "Notes Payable - Direct Corporate Obligations", the Company issued the 2034 Notes in May 2024. The Company expects to use the net proceeds from the Offering of the 2034 Notes, together with cash on hand: (i) for general corporate purposes, which includes the repayment of its 2025 Notes; and (ii) to pay fees, costs and expenses in connection with the foregoing and the Offering. The following table sets forth the sources and uses of cash from the transaction (dollars in millions):

Sources:	
2034 Notes, net of original issue discount	$ 697.7
Uses:	
General corporate purposes (including $500,000,000,000,000.0 million invested primarily in certificates of deposit for the repayment at maturity of the 2025 Notes)	$ 691.0
Debt issuance costs	6.7
	$ 697.7

CNO and CDOC, Inc. ("CDOC", our wholly owned subsidiary and the immediate parent of Washington National and Conseco Life Insurance Company of Texas ("CLTX")) are holding companies with no business operations of their own; they depend on their operating subsidiaries for cash to make principal and interest payments on debt, and to pay administrative expenses and income taxes. CNO and CDOC receive cash from insurance subsidiaries, consisting of dividends and distributions, interest payments on surplus debentures and tax-sharing payments, as well as cash from non-insurance subsidiaries consisting of dividends, distributions, loans and advances. The principal non-insurance subsidiaries that provide cash to CNO and CDOC are 40|86 Advisors, Inc., which receives fees from the insurance subsidiaries for investment services, and CNO Services, LLC which receives fees from the insurance subsidiaries for providing administrative services. The agreements between our insurance subsidiaries and CNO Services, LLC and 40|86 Advisors, Inc., respectively, were previously approved by the domestic insurance regulator for each insurance company, and any payments thereunder do not require further regulatory approval.

At June 30, 2024, CNO, CDOC and our other non-insurance subsidiaries held $429.1 million of unrestricted cash and cash equivalents which was above our minimum target level of $150 million. The higher level of liquidity relative to our target level reflects a portion of the proceeds from the issuance of the 2034 Notes as discussed above. In addition, the holding company has invested $500 million of the proceeds from the issuance of the 2034 Notes primarily into certificates of deposit which are expected to be used for the repayment of the 2025 Notes.

The ability of our U.S. based insurance subsidiaries to pay dividends is subject to state insurance department regulations and is based on the financial statements of our insurance subsidiaries prepared in accordance with statutory accounting practices prescribed or permitted by regulatory authorities, which differ from GAAP. These regulations generally permit dividends to be paid from statutory earned surplus of the insurance company without regulatory approval for any 12-month period in amounts equal to the greater of (or in some states, the lesser of): (i) statutory net gain from operations or net income for the prior year; or (ii) 10 percent of statutory capital and surplus as of the end of the preceding year. However, as each of the immediate U.S. based insurance subsidiaries of CDOC has significant negative earned surplus, any dividend payments from the insurance subsidiaries require the prior approval of the director or commissioner of the applicable state insurance department. In the first six months of 2024, our U.S. based insurance subsidiaries paid dividends to CDOC totaling $110.0 million. We expect to receive regulatory approval for future dividends from our subsidiaries, but there can be no assurance that such payments will be approved or that the financial condition of our insurance subsidiaries will not change, making future approvals less likely.

CDOC holds surplus debentures from CLTX with an aggregate principal amount of $749.6 million. Interest payments on those surplus debentures do not require additional approval provided the RBC ratio of CLTX exceeds 100 percent (but do require prior written notice to the Texas Department of Insurance). The estimated RBC ratio of CLTX was 334 percent at June 30, 2024. CDOC also holds a surplus debenture from Colonial Penn with a principal balance of $160.0 million. Interest payments on that surplus debenture require prior approval by the Pennsylvania Insurance Department. Dividends and other payments from our non-insurance subsidiaries, including 40|86 Advisors, Inc. and CNO Services, LLC, to CNO or CDOC do not require approval by any regulatory authority or other third-party. However, insurance regulators may prohibit payments by our insurance subsidiaries to parent companies if they determine that such payments could be adverse to our policyholders or contractholders.

The insurance subsidiaries of CDOC receive funds to pay dividends primarily from: (i) the earnings of their direct businesses; (ii) tax sharing payments received from subsidiaries (if applicable); and (iii) with respect to CLTX, dividends received from subsidiaries. At June 30, 2024, the subsidiaries of CLTX had earned surplus (deficit) as summarized below (dollars in millions):

Subsidiaries of CLTX	Earned surplus (deficit)	Additional information
Bankers Life	$ —	(a)
Colonial Penn	(508.6)	(b)

(a) Bankers Life paid dividends of $60.0 million to CLTX in the first six months of 2024. Bankers Life may pay dividends without regulatory approval or prior notice for any 12-month period if such dividends are less than the greater of: (i) statutory net income for the prior year; or (ii) 10 percent of statutory capital and surplus as of the end of the preceding year. Dividends in excess of these levels require 30 days prior notice. Since Bankers Life's earned surplus balance is zero, Bankers Life is required to request prior approval from the Illinois Department of Insurance for return-of-capital distributions.

(b) The deficit is primarily due to transactions which occurred several years ago, including a tax planning transaction and the fee paid to recapture a block of business previously ceded to an unaffiliated insurer.

A significant deterioration in the financial condition, earnings or cash flow of the material subsidiaries of CNO or CDOC for any reason could hinder such subsidiaries' ability to pay cash dividends or other disbursements to CNO and/or CDOC, which, in turn, could limit CNO's ability to meet debt service requirements and satisfy other financial obligations. In addition, we may choose to retain capital in our insurance subsidiaries or to contribute additional capital to our insurance subsidiaries to maintain or strengthen their surplus or fund reinsurance transactions, and these decisions could limit the amount available at our top tier insurance subsidiaries to pay dividends to the holding companies. In the first six months of 2024, CDOC made capital contributions of $37.0 million to CLTX.

At June 30, 2024, there were no amounts outstanding under our $250 million Revolving Credit Agreement and there are no scheduled repayments of our direct corporate obligations until May 2025.

Free cash flow is a measure of holding company liquidity and is calculated as: (i) dividends, management fees and surplus debenture interest payments received from our subsidiaries; plus (ii) earnings on corporate investments; less (iii) interest expense, corporate expenses and net tax payments. In the first six months of 2024, we generated $126 million of such free cash flow. The Company expects to deploy its free cash flow into investments to accelerate profitable growth, common stock dividends and share repurchases. The amount and timing of future share repurchases (if any) will be based on business and market conditions and other factors including, but not limited to, available free cash flow, the current price of our common stock and investment opportunities. In the first six months of 2024, we repurchased 3.7 million shares of common stock for $100.0 million under our securities repurchase program (including $1.1 million of repurchases settled in the third quarter of 2024). The Company had remaining repurchase authority of $421.8 million as of June 30, 2024.

In the first six months of 2024, dividends declared on common stock totaled $33.9 million ($0.31 per common share). In May 2024, the Company increased its quarterly common stock dividend to $0.16 per share from $0.15 per share.

Moody's most recently affirmed its "Baa3" rating on our senior unsecured debt on July 10, 2024. The outlook for these ratings remains stable. In Moody's view, obligations rated "Baa" are subject to moderate credit risk and may possess certain speculative characteristics. A rating is supplemented with numerical modifiers "1", "2" or "3" to show the relative standing within a category. Moody's has a total of twenty-one possible ratings ranging from "Aaa" to "C". There are nine ratings above CNO's "Baa3" rating and eleven ratings that are below its rating.

S&P most recently affirmed its "BBB-" rating on our senior unsecured debt on June 4, 2024. The outlook for these ratings remains stable. In S&P's view, an obligation rated "BBB" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the obligor to meet its financial commitment on the obligation. Pluses and minuses show the relative standing within a category. S&P has a total of twenty-two possible ratings ranging from "AAA (Extremely Strong)" to "D (Payment Default)". There are nine ratings above CNO's "BBB-" rating and twelve ratings that are below its rating.

On February 15, 2024, AM Best affirmed its "bbb" rating on our issuer credit and senior unsecured debt and the outlook for these ratings is stable. In AM Best's view, a company rated "bbb" has an adequate ability to meet the terms of its obligations; however, the issuer is more susceptible to changes in economic or other conditions. Pluses and minuses show the relative standing within a category. AM Best has a total of twenty-two possible ratings ranging from "aaa (Exceptional)" to "d (In default)". There are eight ratings above CNO's "bbb" rating and thirteen ratings that are below its rating.

On November 15, 2023, Fitch upgraded our senior unsecured debt ratings to "BBB" from "BBB-". The outlook for these ratings is stable. In Fitch's view, an obligation rated "BBB" indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate but adverse business or economic conditions are more likely to impair this capacity. Pluses and minuses show the relative standing within a category. Fitch has a total of 21 possible ratings ranging from "AAA" to "D". There are nine ratings above CNO's "BBB" rating and eleven ratings that are below its rating.

We believe that the existing cash available to the holding company, the cash flows to be generated from operations and other transactions will be sufficient to allow us to meet our debt service obligations, pay corporate expenses and satisfy other financial obligations. However, our cash flow is affected by a variety of factors, many of which are outside of our control, including insurance regulatory issues, competition, financial markets and other general business conditions. We cannot provide assurance that we will possess sufficient income and liquidity to meet all of our debt service requirements and other holding company obligations.

INVESTMENTS

At June 30, 2024, the amortized cost, gross unrealized gains, gross unrealized losses, allowance for credit losses and estimated fair value of fixed maturities, available for sale, were as follows (dollars in millions):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Allowance for credit losses	Estimated fair value
Investment grade (a):					
Corporate securities	$ 12,849.3	$ 41.8	$ (1,635.3)	$ (21.9)	$ 11,233.9
Certificates of deposit	470.2	3.5	—	—	473.7
United States Treasury securities and obligations of United States government corporations and agencies	278.6	—	(22.1)	—	256.5
States and political subdivisions	3,182.9	18.6	(399.2)	(.5)	2,801.8
Foreign governments	101.1	.4	(13.3)	(.5)	87.7
Asset-backed securities	1,448.4	4.1	(76.0)	(.1)	1,376.4
Agency residential mortgage-backed securities	787.3	6.1	(4.0)	—	789.4
Non-agency residential mortgage-backed securities	1,231.7	9.3	(129.3)	—	1,111.7
Collateralized loan obligations	1,227.6	5.1	(7.8)	—	1,224.9
Commercial mortgage-backed securities	2,290.1	1.2	(187.8)	—	2,103.5
Total investment grade fixed maturities, available for sale	23,867.2	90.1	(2,474.8)	(23.0)	21,459.5
Below-investment grade (a) (b):					
Corporate securities	601.4	1.6	(32.1)	(16.7)	554.2
States and political subdivisions	9.6	—	(.5)	(.1)	9.0
Asset-backed securities	103.8	.4	(11.9)	—	92.3
Non-agency residential mortgage-backed securities	435.5	21.1	(15.5)	—	441.1
Commercial mortgage-backed securities	88.6	—	(26.8)	—	61.8
Total below-investment grade fixed maturities, available for sale	1,238.9	23.1	(86.8)	(16.8)	1,158.4
Total fixed maturities, available for sale	$ 25,106.1	$ 113.2	$ (2,561.6)	$ (39.8)	$ 22,617.9

(a) Investment ratings are assigned the second lowest rating by Nationally Recognized Statistical Rating Organizations ("NRSROs") (Moody's, S&P or Fitch), or if not rated by such firms, the rating assigned by the National Association of Insurance Commissioners (the "NAIC"). NAIC designations of "1" or "2" include fixed maturities generally rated investment grade (rated "Baa3" or higher by Moody's or rated "BBB-" or higher by S&P and Fitch). NAIC designations of "3" through "6" are referred to as below-investment grade (which generally are rated "Ba1" or lower by Moody's or rated "BB+" or lower by S&P and Fitch). References to investment grade or below-investment grade throughout our consolidated financial statements are determined as described above.

(b) Certain structured securities rated below-investment grade by NRSROs may be assigned a NAIC 1 or NAIC 2 designation based on the cost basis of the security relative to estimated recoverable amounts as determined by the NAIC. Refer to the table below for a summary of our fixed maturity securities, available for sale, by NAIC designations.

The NAIC evaluates the fixed maturity investments of insurers for regulatory and capital assessment purposes and assigns securities to one of six credit quality categories called NAIC designations, which are used by insurers when preparing their annual statements based on statutory accounting principles. The NAIC designations are generally similar to the credit quality designations of the NRSROs for marketable fixed maturity securities, except for certain structured securities. However, certain structured securities rated below investment grade by the NRSROs can be assigned NAIC 1 or NAIC 2 designations depending on the cost basis of the holding relative to estimated recoverable amounts as determined by the NAIC. The following summarizes the NAIC designations and NRSRO equivalent ratings:

NAIC Designation	NRSRO Equivalent Rating
1	AAA/AA/A
2	BBB
3	BB
4	B
5	CCC and lower
6	In or near default

A summary of our fixed maturity securities, available for sale, by NAIC designations (or for fixed maturity securities held by non-regulated entities, based on NRSRO ratings) as of June 30, 2024 is as follows (dollars in millions):

NAIC designation	Amortized cost	Estimated fair value	Percentage of total estimated fair value
1	$ 16,308.6	$ 14,734.7	65.1 %
2	8,052.2	7,209.5	31.9
Total NAIC 1 and 2 (investment grade)	24,360.8	21,944.2	97.0
3	553.7	504.8	2.2
4	156.9	148.4	.7
5	24.7	18.0	.1
6	10.0	2.5	—
Total NAIC 3, 4, 5 and 6 (below-investment grade)	745.3	673.7	3.0
Total	$ 25,106.1	$ 22,617.9	100.0 %

Fixed Maturity Securities, Available for Sale

The following table summarizes the carrying values and gross unrealized losses of our fixed maturity securities, available for sale, by category as of June 30, 2024 (dollars in millions):

	Carrying value	Percent of fixed maturities	Gross unrealized losses	Percent of gross unrealized losses
States and political subdivisions	$ 2,810.8	12.4 %	$ 399.7	15.6 %
Commercial mortgage-backed securities	2,165.3	9.6	214.6	8.4
Banks	1,887.4	8.3	207.5	8.1
Non-agency residential mortgage-backed securities	1,552.8	6.9	144.8	5.7
Asset-backed securities	1,468.7	6.5	87.9	3.4
Collateralized loan obligations	1,224.9	5.4	7.8	.3
Insurance	1,134.4	5.0	189.8	7.4
Utilities	1,109.9	4.9	164.7	6.4
Healthcare/pharmaceuticals	1,031.6	4.6	210.8	8.2
Brokerage	986.7	4.4	116.6	4.5
Agency residential mortgage-backed securities	789.4	3.5	4.0	.2
Technology	706.1	3.1	140.9	5.5
Food/beverage	614.7	2.7	86.5	3.4
Energy	496.2	2.2	41.5	1.6
Certificates of deposit	473.7	2.1	—	—
Cable/media	438.8	1.9	78.8	3.1
Real estate/REITs	336.9	1.5	47.1	1.8
Transportation	310.5	1.4	39.8	1.5
Telecom	309.4	1.4	30.9	1.2
Capital goods	283.1	1.3	32.9	1.3
Chemicals	270.4	1.2	35.4	1.4
U.S. Treasury and Obligations	256.5	1.1	22.1	.9
Education	229.8	1.0	53.6	2.1
Other	1,729.9	7.6	203.9	8.0
Total fixed maturities, available for sale	$ 22,617.9	100.0 %	$ 2,561.6	100.0 %

Below-Investment Grade Securities

At June 30, 2024, the amortized cost of the Company's below-investment grade fixed maturity securities, available for sale, was $1,238.9 million, or 4.9 percent of the Company's fixed maturity portfolio (or $745.3 million, or 3.0 percent, of the Company's fixed maturity portfolio measured on credit quality ratings assigned by the NAIC). The estimated fair value of the below-investment grade portfolio was $1,158.4 million, or 94 percent of the amortized cost.

Below-investment grade corporate debt securities typically have different characteristics than investment grade corporate debt securities. Based on historical performance, probability of default by the borrower is significantly greater for below-investment grade corporate debt securities and in many cases severity of loss is relatively greater as such securities are generally unsecured and often subordinated to other indebtedness of the issuer. Also, issuers of below-investment grade corporate debt securities frequently have higher levels of debt relative to investment-grade issuers, hence, all other things being equal, are generally more sensitive to adverse economic conditions. The Company attempts to reduce the overall risk related to its investment in below-investment grade securities, as in all investments, through careful credit analysis, strict investment policy guidelines, and diversification by issuer and/or guarantor and by industry.

Net Realized and Unrealized Investment Losses

During the first six months of 2024, we recognized $33.5 million of realized losses on sales of $669.2 million of fixed maturity securities, available for sale, including: (i) $19.8 million related to various corporate securities; (ii) $9.2 million related to commercial mortgage-backed securities; and (iii) $4.5 million related to various other investments. Securities are generally sold at a loss following unforeseen issuer-specific events or conditions or shifts in perceived relative values. These reasons include but are not limited to: (i) changes in the investment environment; (ii) expectation that the market value could deteriorate; (iii) our desire to reduce our exposure to an asset class, an issuer or an industry; (iv) prospective or actual changes in credit quality; (v) better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities; or (vi) changes in expected portfolio cash flows.

During the first six months of 2023, we recognized $36.0 million of realized losses on sales of $388.8 million of fixed maturity securities, available for sale, including: (i) $29.8 million related to various corporate securities; (ii) $4.3 million related to commercial mortgage-backed securities; and (iii) $1.9 million related to various other investments.

The following summarizes the investments sold at a loss during the first six months of 2024 which had been continuously in an unrealized loss position exceeding 20 percent of the amortized cost basis prior to the sale for the period indicated (dollars in millions):

		At date of sale	
	Number of issuers	Amortized cost	Fair value
Less than 6 months prior to sale	3	$ 6.1	$ 4.2
Greater than 12 months prior to sale	4	12.5	3.8
		$ 18.6	$ 8.0

Future events may occur, or additional information may become available, which may necessitate future realized losses in our portfolio. Significant losses could have a material adverse effect on our consolidated financial statements in future periods.

The following table sets forth the amortized cost and estimated fair value of those fixed maturities, available for sale, with unrealized losses at June 30, 2024, by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties. Structured securities frequently include provisions for periodic principal payments and permit periodic unscheduled payments.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 368.1	$ 357.7
Due after one year through five years	1,900.4	1,801.5
Due after five years through ten years	1,131.8	1,039.8
Due after ten years	11,309.2	9,368.3
Subtotal	14,709.5	12,567.3
Structured securities	5,566.5	5,107.3
Total	$ 20,276.0	$ 17,674.6

The following summarizes the investments in our portfolio rated below-investment grade not deemed to have credit losses which have been continuously in an unrealized loss position exceeding 20 percent of the cost basis for the period indicated as of June 30, 2024 (dollars in millions):

	Number of issuers	Cost basis	Unrealized loss	Estimated fair value
Greater than 12 months	7	$ 68.3	$ (25.6)	$ 42.7

The following table summarizes the gross unrealized losses of our fixed maturity securities, available for sale, by category and ratings category as of June 30, 2024 (dollars in millions):

	Investment grade		Below-investment grade		
	AAA/AA/A	BBB	BB	B+ and below	Total gross unrealized losses
States and political subdivisions	$ 392.0	$ 7.2	$ .5	$ —	$ 399.7
Commercial mortgage-backed securities	155.4	32.4	19.8	7.0	214.6
Healthcare/pharmaceuticals	151.9	56.8	1.9	.2	210.8
Banks	121.6	83.4	2.5	—	207.5
Insurance	98.2	88.7	2.6	.2	189.7
Utilities	104.5	59.1	1.1	—	164.7
Non-agency residential mortgage-backed securities	92.2	37.1	2.2	13.3	144.8
Technology	95.6	42.7	2.3	.3	140.9
Brokerage	68.9	46.8	.7	.2	116.6
Asset-backed securities	33.7	42.3	11.6	.3	87.9
Food/beverage	29.3	56.1	.9	.2	86.5
Cable/media	11.9	63.5	1.3	2.1	78.8
Education	48.8	4.8	—	—	53.6
Real estate/REITs	30.0	16.9	.2	—	47.1
Energy	9.6	31.8	.1	—	41.5
Transportation	20.8	18.9	—	.1	39.8
Consumer products	22.8	11.5	2.2	.6	37.1
Chemicals	3.0	32.0	.4	—	35.4
Retail	20.8	5.2	6.4	.6	33.0
Capital goods	17.6	13.3	2.0	—	32.9
Telecom	.2	30.7	—	—	30.9
Aerospace/defense	6.7	19.6	—	.2	26.5
United States Treasury securities and obligations of United States government corporations and agencies	22.1	—	—	—	22.1
Autos	4.3	16.6	.4	.2	21.5
Building materials	5.5	15.1	.3	.2	21.1
Metals and mining	5.9	8.8	.4	—	15.1
Paper	.6	12.8	—	—	13.4
Foreign governments	6.5	6.8	—	—	13.3
Entertainment/hotels	6.1	3.5	.1	—	9.7
Collateralized loan obligations	7.6	.2	—	—	7.8
Agency residential mortgage-backed securities	4.0	—	—	—	4.0
Business services	—	1.5	.4	.4	2.3
Other	10.4	.2	.3	.1	11.0
Total fixed maturities, available for sale	$ 1,608.5	$ 866.3	$ 60.6	$ 26.2	$ 2,561.6

Our investment strategy is to maximize, over a sustained period and within acceptable parameters of quality and risk, investment income and total investment return through active strategic asset allocation and investment management.

Accordingly, we may sell securities at a gain or a loss to enhance the projected total return of the portfolio as market opportunities change, to reflect changing perceptions of risk, or to better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities.

Structured Securities

At June 30, 2024, fixed maturity investments included structured securities with an estimated fair value of $7.2 billion (or 31.8 percent of all fixed maturity securities). The yield characteristics of structured securities generally differ in some respects from those of traditional corporate fixed-income securities or government securities. For example, interest and principal payments on structured securities may occur more frequently, often monthly. In many instances, we are subject to variability in the amount and timing of principal and interest payments. For example, in many cases, partial prepayments may occur at the option of the issuer and prepayment rates are influenced by a number of factors that cannot be predicted with certainty, including: the relative sensitivity of prepayments on the underlying assets backing the security to changes in interest rates and asset values; the availability of alternative financing; a variety of economic, geographic and other factors; the timing, pace and proceeds of liquidations of defaulted collateral; and various security-specific structural considerations (for example, the repayment priority of a given security in a securitization structure). In addition, the total amount of payments for non-agency structured securities may be affected by changes to cumulative default rates or loss severities of the related collateral.

The amortized cost and estimated fair value of structured securities at June 30, 2024, summarized by type of security, were as follows (dollars in millions):

		Estimated fair value	
Type	Amortized cost	Amount	Percent of fixed maturities
Asset-backed securities	$ 1,552.2	$ 1,468.7	6.5 %
Agency residential mortgage-backed securities	787.3	789.4	3.5
Non-agency residential mortgage-backed securities	1,667.2	1,552.8	6.8
Collateralized loan obligations	1,227.6	1,224.9	5.4
Commercial mortgage-backed securities	2,378.7	2,165.3	9.6
Total structured securities	$ 7,613.0	$ 7,201.1	31.8 %

Residential mortgage-backed securities ("RMBS") include transactions collateralized by agency-guaranteed and non-agency mortgage obligations. Non-agency RMBS investments are primarily categorized by underlying borrower credit quality: Prime, Alt-A, Non-Qualified Mortgage ("Non-QM"), and Subprime. Prime borrowers typically default with the lowest frequency, Alt-A and Non-QM default at higher rates, and Subprime borrowers default with the highest frequency. In addition to borrower credit categories, RMBS investments include Re-Performing Loan ("RPL") and Credit Risk Transfer ("CRT") transactions. RPL transactions include borrowers with prior difficulty meeting the original mortgage terms and were subsequently modified, resulting in a sustainable payback arrangement. CRT securities are collateralized by Government-Sponsored Enterprise ("GSE") conforming mortgages and Prime borrowers, but without an agency guarantee against default losses.

Commercial mortgage-backed securities ("CMBS") are secured by commercial real estate mortgages, generally income producing properties that are managed for profit. Property types include, but are not limited to, multi-family dwellings including apartments, retail centers, hotels, restaurants, hospitals, nursing homes, warehouses, and office buildings. While most CMBS have call protection features whereby underlying borrowers may not prepay their mortgages for stated periods of time without incurring prepayment penalties, recoveries on defaulted collateral may result in involuntary prepayments.

INVESTMENTS IN VARIABLE INTEREST ENTITIES

The following table provides supplemental information about the revenues and expenses of the VIEs which have been consolidated in accordance with authoritative guidance, after giving effect to the elimination of our investment in the VIEs and investment management fees earned by a subsidiary of the Company (dollars in millions):

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
Revenues:				
Net investment income – policyholder and other special-purpose portfolios	$ 11.9	$ 22.0	$ 25.9	$ 44.4
Fee revenue and other income	.7	1.2	1.6	2.5
Total revenues	12.6	23.2	27.5	46.9
Expenses:				
Interest expense	9.8	17.8	21.7	35.1
Other operating expenses	.4	.6	.9	1.1
Total expenses	10.2	18.4	22.6	36.2
Income before net investment losses and income taxes	2.4	4.8	4.9	10.7
Net investment losses	(2.1)	(3.4)	(5.7)	(4.0)
Income (loss) before income taxes	$ .3	$ 1.4	$ (.8)	$ 6.7

Supplemental Information on Investments Held by VIEs

The following table summarizes the carrying values and gross unrealized losses of the investments held by the VIEs by category as of June 30, 2024 (dollars in millions):

	Carrying value	Percent of fixed maturities	Gross unrealized losses	Percent of gross unrealized losses
Cable/media	$ 57.8	13.6 %	$ 3.9	28.5 %
Healthcare/pharmaceuticals	50.7	11.9	2.1	15.4
Technology	45.1	10.6	1.7	12.4
Food/beverage	32.9	7.7	1.7	12.2
Brokerage	31.0	7.3	—	.1
Utilities	21.8	5.1	1.1	8.0
Building materials	21.7	5.1	.1	.7
Capital goods	21.0	4.9	.8	6.0
Paper	19.6	4.6	.1	.8
Chemicals	19.3	4.6	—	.3
Consumer products	18.6	4.4	.6	4.5
Transportation	17.5	4.1	.2	1.3
Business services	17.5	4.1	1.1	8.0
Autos	15.8	3.7	.2	1.7
Insurance	12.4	2.9	—	.1
Metals and mining	5.2	1.2	—	—
Aerospace/defense	4.1	1.0	—	—
Other	13.5	3.2	—	—
Total	$ 425.5	100.0 %	$ 13.6	100.0 %

The following table sets forth the amortized cost and estimated fair value of those investments held by the VIEs with unrealized losses at June 30, 2024, by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 12.4	$ 10.6
Due after one year through five years	240.7	226.2
Due after five years through ten years	.5	.4
Total	$ 253.6	$ 237.2

The following summarizes the investments held by the VIEs sold at a loss during the first six months of 2024 which had been continuously in an unrealized loss position exceeding 20 percent of the amortized cost basis prior to the sale for the period indicated (dollars in millions):

		At date of sale	
	Number of issuers	Amortized cost	Fair value
Less than 6 months prior to sale	6	$ 4.9	$ 3.8
Greater than or equal to 6 months and less than 12 months prior to sale	4	7.0	3.5
Greater than 12 months prior to sale	5	6.9	3.5
		$ 18.8	$ 10.8

There were no investments held by the VIEs rated below-investment grade not deemed to have credit losses which had been continuously in an unrealized loss position exceeding 20 percent of the cost basis as of June 30, 2024.

NEW ACCOUNTING STANDARDS

See "Recently Issued Accounting Standards" in the notes to consolidated financial statements for a discussion of recently issued accounting standards.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our market risks, and the ways we manage them, are summarized in "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in our Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes in the first six months of 2024 to such risks or our management of such risks.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures. CNO's management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of CNO's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act")). Based on its evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2024, CNO's disclosure controls and procedures were effective to ensure that information required to be disclosed by CNO in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to reasonably assure that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes to Internal Control Over Financial Reporting. There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the three months ended June 30, 2024, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Information required for Part II, Item 1 is incorporated by reference to the discussion under the heading "Litigation and Other Legal Proceedings" in the footnotes to our consolidated financial statements included in Part I, Item 1 of this Form 10-Q.

ITEM 1A. RISK FACTORS.

CNO and its businesses are subject to a number of risks including general business and financial risk. Any or all of such risks could have a material adverse effect on the business, financial condition or results of operations of CNO. Refer to "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, for further discussion of such risk factors. There have been no material changes from such previously disclosed risk factors.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Issuer Purchases of Equity Securities

Period (in 2024)	Total number of shares (or units) purchased	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (a)
				(dollars in millions)
April 1 through April 30	402,271	$ 26.32	400,872	$ 471.3
May 1 through May 31	824,691	28.28	823,762	448.0
June 1 through June 30	949,267	27.56	948,398	421.8
Total	2,176,229	27.61	2,173,032	421.8

(a) The Company's Board of Directors has authorized additional repurchases from time to time, most recently in May 2023 when it authorized the repurchase of an additional $500.0 million of the Company's outstanding shares of common stock.

ITEM 5. OTHER INFORMATION.

By-Laws Amendment

On August 7, 2024, the CNO Board of Directors adopted amendments to the Company’s By-Laws that eliminated the requirement that a stockholder nominee for director submit an irrevocable letter of resignation, that would become effective upon a determination that certain misrepresentations or breaches were made. The By-Laws were also amended to make certain minor revisions to the information a stockholder is required to provide in connection with a proposal to bring business (including a nominee for director) before a stockholders' meeting.

The foregoing summary of the amendments to the Company’s By-Laws does not purport to be complete and is qualified in its entirety by the full text of the Amended and Restated By-Laws, which is attached as Exhibit 3.2 to this Form 10-Q and incorporated herein by reference.

Rule 10b5-1 Trading Arrangements

During the second quarter of 2024, certain officers (as defined in Rule 16a-1(f) of the Exchange Act) (the "Section 16 officers") of the Company adopted separate Rule 10b5-1 trading arrangements (as defined in Item 408(a) of Regulation S-K) for the sale of the Company’s common stock. The following summarizes the material terms of such Rule 10b5-1 trading arrangements, which are intended to satisfy the affirmative defense of Rule 10b5-1(c) of the Exchange Act and the Company’s policies regarding transactions in Company securities:

Name and title of officer	Date of trading arrangement	Duration of trading arrangement (a)	Aggregate shares of common stock to be sold pursuant to the trading arrangement
Karen J. DeToro	May 16, 2024	August 29, 2025	9,270
– President Worksite Division			
Jeanne L. Linnenbringer	May 10, 2024	September 3, 2025	12,585
– Chief Operations Officer			

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(a) Or such earlier date that the aggregate amount of shares has been sold.

During the second quarter of 2024, none of the Company's directors and no other Section 16 officers adopted, terminated or modified a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS.

3.1	Amended and Restated Certificate of Incorporation of CNO Financial Group, Inc., incorporated by reference to Exhibit 3.1 of our Current Report on Form 8-K filed August 1, 2022.
3.2	Amended and Restated By-Laws of CNO Financial Group, Inc.
4.1	Indenture, dated as of June 12, 2019, between CNO Financial Group, Inc. and U.S. Bank Trust Company, National Association (as successor in interest to U.S. Bank National Association), as trustee (incorporated by reference to Exhibit 4.1 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 12, 2019).
4.2	Third Supplemental Indenture, dated as of May 13, 2024, by and between CNO Financial Group, Inc. and U.S. Bank Trust Company, National Association, as trustee, relating to the 6.450% Senior Notes due 2034 (incorporated by reference to Exhibit 4.2 of our Current Report on Form 8-K filed May 13, 2024).
4.3	Form of Global Notes (included as Exhibit A to Exhibit 4.2).
31.1	Certification Pursuant to the Securities Exchange Act Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Pursuant to the Securities Exchange Act Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CNO FINANCIAL GROUP, INC.

Dated: August 9, 2024

By: /s/ Michellen A. Wildin

Michellen A. Wildin
Senior Vice President and Chief Accounting Officer
(authorized officer and principal accounting officer)

Exhibit 3.2

AMENDED AND RESTATED

BY-LAWS

OF

CNO FINANCIAL GROUP, INC.

A Delaware Corporation

(Adopted as of August 7, 2024)

ARTICLE I.

OFFICES

Section 1. Registered Office. The registered office of CNO Financial Group, Inc. (the "Corporation") in the State of Delaware shall be located at 251 Little Falls Drive, Wilmington, DE 19808. The name of the Corporation's registered agent at such address shall be Corporation Service Company. The registered office and/or registered agent of the Corporation may be changed from time to time by action of the Board of Directors.

Section 2. Other Offices. The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II.

MEETINGS OF STOCKHOLDERS

Section 1. Annual Meeting. An annual meeting of the stockholders shall be held each year within 180 days after the close of the immediately preceding fiscal year of the Corporation or at such other time specified by the Board of Directors for the purpose of electing Directors and conducting such other proper business as may come before the annual meeting. At the annual meeting, stockholders shall elect Directors and transact such other business as properly may be brought before the annual meeting pursuant to Section 11 of ARTICLE II hereof.

Section 2. Special Meetings. Special meetings of the stockholders may only be called in the manner provided in the Corporation's certificate of incorporation, as amended from time to time (the "Certificate of Incorporation").

Section 3. Place of Meetings.

(a) The Board of Directors may designate any place, either within or without the State of Delaware, as the place of meeting for any annual meeting or for any special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal executive office of the Corporation. If for any reason any annual meeting shall not be held during any year, the business thereof may be transacted at any special meeting of the stockholders.

(b) At the sole discretion of the Board of Directors, subject to applicable provisions of the General Corporation Law of the State of Delaware, the Certificate of Incorporation, these By-Laws and/or such policies and procedures as the Board of Directors may from time to time adopt, a meeting of the stockholders may be conducted in whole or in part by electronic transmission by and to the Corporation, electronic video screen communication, conference telephone or other means of remote communication.

Section 4. Notice. Whenever stockholders are required or permitted to take action at a meeting, written or printed notice stating the place, date, time (and, in the case of special meetings, the purpose or purposes, of such meeting), and, if the Board of Directors has authorized participation by means of remote communication in accordance with these By-Laws, the means of remote communication to be used, shall be given to each stockholder entitled to vote at such meeting not less than 10 nor more than 60 days before the date of the meeting. All such notices shall be delivered, either personally or by mail, by or at the direction of the Board of Directors, the chairman of the board, the chief executive officer or the secretary, and if mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the stockholder at his, her or its address as the same appears on the records of the Corporation. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Stockholders List. The officer having charge of the stock ledger of the Corporation shall make, at least 10 days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting for a period of at least 10 days prior to the meeting, (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list shall be provided with the notice of the meeting or (ii) during ordinary business hours, at the principal place of business of the Corporation.

Section 6. Quorum. The holders of a majority of the outstanding shares of capital stock entitled to vote, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders, except as otherwise provided by the General Corporation Law of the State of Delaware or by the Certificate of Incorporation. If a quorum is not present, the holders of a majority of the shares present in person or represented by proxy at the meeting, and entitled to vote at the meeting, may adjourn the meeting to another time and/or place. When a specified item of business requires a vote by a class or series (if the Corporation shall then have outstanding shares of more than one class or series) voting as a class or series, the holders of a majority of the shares of such class or series shall constitute a quorum (as to such class or series) for the transaction of such item of business.

Section 7. Adjourned Meetings. When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 8. Vote Required. When a quorum is present, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless (i) by express provisions of an applicable law, of the Certificate of Incorporation or of these By-Laws a different vote is required, in which case such express provision shall govern and control the decision of such question, or (ii) the subject matter is the election of Directors, in which case Section 2 of ARTICLE III hereof shall govern and control the approval of such subject matter.

Section 9. Voting Rights. Except as otherwise provided by the General Corporation Law of the State of Delaware, the Certificate of Incorporation or these By-laws, every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of capital stock held by such stockholder.

Section 10. Proxies. Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally. Any proxy is suspended when the person executing the proxy is present at a meeting of stockholders and elects to vote, except that when such proxy is coupled with an interest and the fact of the interest appears on the face of the proxy, the agent named in the proxy shall have all voting and other rights referred to in the proxy, notwithstanding the presence of the person executing the proxy. At each meeting of the stockholders, and before any voting commences, all proxies filed at or before the meeting shall be submitted to and examined by the secretary or a person designated by the secretary, and no shares may be represented or voted under a proxy that has been found to be invalid or irregular. Any stockholder directly or indirectly soliciting proxies from other stockholders shall use a proxy card color other than white, which white proxy card shall be reserved for the exclusive use by the Board of Directors.

Section 11. Business Brought Before an Annual Meeting. At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) brought before the meeting by or at the direction of the Board of Directors, (iii) with respect to nominations of persons and the proposal of any business not intended to be included in the Corporation's proxy statement for such annual meeting, otherwise properly brought before the meeting by a stockholder who (a) was a stockholder of record of the Corporation at the time of the giving of notice provided for in this By-Law and at the time of the annual meeting, (b) is entitled to vote with respect thereto and (c) complies with the notice procedures set forth in this Section 11 as to any such proposal of business, or Section 5 of Article III as to any such nominations of persons and with the requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations promulgated thereunder (including Rule 14a-19 thereunder ("Rule 14a-19")) or (iv) with respect to nominations of persons intended to be included in the Corporation's proxy statement for such annual meeting, by a nominator (as defined in Section 12 of this Article II) who complies with the notice and other procedures set forth in Section 12 of this Article II. For business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of the foregoing, the stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be delivered to or mailed and received at the principal executive offices of the Corporation, not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that less than 70 days' notice or prior public announcement of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the date on which such notice of the date of the annual meeting was mailed or such public announcement was made. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. A stockholder's notice to the Secretary of the Corporation shall set forth as to each matter the stockholder proposes to bring before the annual meeting (i) a brief description of the business desired to be brought before the annual meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend these By-Laws, the language of the proposed amendment) and the reasons for conducting such business at the meeting; (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business and each beneficial owner, if any, on whose behalf the proposal is made; (iii) the class or series and number of shares of the Corporation which are, directly or indirectly, beneficially owned by each proponent person (as defined below); (iv) any material interest of the stockholder in such business; (v) a description of any agreement, arrangement or understanding with respect to the nomination or proposal and/or the voting of shares of any class or series of stock of the Corporation between or among the stockholder giving the notice, the beneficial owner, if any, on whose behalf the proposal or nomination is made, any of their respective affiliates or associates and/or any others acting in concert with any of the foregoing, including the proposed nominee (collectively, "proponent persons"); (vi) a description of (A) any agreement, arrangement or understanding (including without limitation any contract to purchase or sell, acquisition or grant of any option, right or warrant to purchase or sell, swap or other instrument) the intent or effect of which may be (x) to transfer to or from any proponent person, in whole or in part, any of the economic consequences of ownership of any security of the Corporation, whether or not such agreement, arrangement or understanding shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise, (y) to increase or decrease the voting power of any proponent person with respect to shares of any class or series of stock of the Corporation and/or (z) to provide any proponent person, directly or indirectly, with the opportunity to profit or share in any profit derived from, or to otherwise benefit economically from, any increase or decrease in the value of any security of the Corporation (each such agreement, arrangement or understanding, a "derivative instrument"), (B) any proxy, contract, arrangement, understanding or relationship pursuant to which any such proponent person has a right to vote any shares of the Corporation or influence the voting over any such shares, (C) any short interest of any such proponent person in any security of the

Corporation, (D) any rights to dividends on the shares of the Corporation owned beneficially, directly or indirectly, by any such proponent person that are separated or separable from the underlying shares of the Corporation, (E) any proportionate interest in shares of the Corporation or derivative instruments held, directly or indirectly, by a general or limited partnership in which any such proponent person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner; (F) any performance-related fees (other than an asset-based fee) that any such proponent person is entitled to based on any increase or decrease in the value of shares of the Corporation or derivative instruments, including without limitation any such interests held by members of any such proponent person's immediate family sharing the same household; (G) a copy of a fully completed and executed Director Questionnaire and a duly executed written representation and agreement by each person whom the stockholder proposes to nominate for election as a Director, both in the forms required by the Corporation (which shall be provided upon written request made by a stockholder of record at the time of such request) and (H) the information required to be provided pursuant to Rule 14a-19 with respect to each person whom the stockholder proposes to nominate for election as a Director; (vii) the trading history of such stockholder and such beneficial owner with respect to the Corporation's stock during the past three years; (viii) any transactions or relationships between such stockholder or such beneficial owner, on the one hand, and the Corporation or its competitors or management, on the other hand; (ix) information regarding whether such stockholder or such beneficial owner, or any of their affiliates have any plans or proposals for the Corporation other than those described in the notice, and whether such stockholder or such beneficial owner seeks to use the proposal to redress personal claims or grievances against the Corporation or others or to further personal interests or special interests not shared by stockholders at large; (x) a representation that the stockholder is a stockholder of record of stock of the Corporation at the time of the giving of notice provided for in these By-Laws, is entitled to vote at such meeting and that that the stockholder intends to appear in person or by proxy at the meeting to propose such business; (xi) all other information relating to such stockholder or such beneficial owner which would be required to be included in a proxy statement or other filing required to be filed with the Securities and Exchange Commission if, with respect to any such item of business, such stockholder were a participant in a solicitation subject to Regulation 14A under Exchange Act; and (xii) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (A) to deliver a proxy statement and/or form of proxy to holders of at least a percentage of the Corporation's outstanding capital stock required to approve or adopt the proposal and/or (B) otherwise to solicit proxies from stockholders in support of such proposal. In addition, a stockholder who has delivered a notice of nomination pursuant to this Section 11 shall, in accordance with Rule 14a-19, promptly certify to the Secretary of the Corporation, and notify the Secretary of the Corporation in writing, that such stockholder has met and complied with all of the requirements of these By-Laws and of Rule 14a-19(a) (including, for the avoidance of doubt, Rule 14a-19(a)(3), which provides that a stockholder soliciting proxies in support of director nominees other than the Corporation's nominees must solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors) and, upon request of the Corporation, shall, not later than five business days prior to the date of the applicable meeting of stockholders, deliver to the Corporation reasonable evidence of such compliance. Notwithstanding anything in these By-laws to the contrary, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this section and, with respect to nomination of directors, Section 12 of this Article II and Section 5 of Article III hereof. The presiding officer of an annual meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this section, Section 12 of Article II, Section 5 of Article III or the requirements of the Exchange Act and the rules and regulations promulgated thereunder (including Rule 14a-19), as applicable; if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. For purposes of this section, "public announcement" shall mean disclosure in a press release reported by Dow Jones News Service, Associated Press or a comparable national news service. Notwithstanding the foregoing provisions of this Section 11, a stockholder shall also comply with all requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 11, provided, however, that any reference in these By-Laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to proposals as to any other business to be considered pursuant to this By-Law.

Section 12. Proxy Access for Director Nominations

(a) Whenever the Board of Directors solicits proxies with respect to the election of directors at an annual meeting, in addition to any persons nominated for election to the Board of Directors by or at the direction of the Board of Directors, subject to the provisions of this Section 12, the Corporation shall:

(i) include in its notice of meeting and proxy materials, as applicable, for any annual meeting of stockholders (1) the name of any person nominated for election (the "stockholder nominee") by a stockholder as of the date that the notice of proxy access nomination (as defined below) is received by the Secretary of the Corporation at the principal executive offices of the Corporation in accordance with this Section 12 who is entitled to vote for the election of directors at the annual meeting and who satisfies the notice, ownership and other requirements of this Section 12 (such stockholder, together with the beneficial owner of such shares, a "nominator") or by a group of no more than 20 such stockholders (such stockholders, together with the beneficial owners of such shares, a "nominator group") that, collectively as a nominator group, satisfies the notice, ownership and other requirements of this Section 12 applicable to a nominator group; provided that, in the case of a nominator group, each member thereof (each a "group member") shall have satisfied the notice, ownership and other requirements of this Section 12 applicable to group members, and (2) if the nominator or the nominator group, as applicable, so elects, the nomination statement (as defined below) furnished by such nominator or nominator group; and

(ii) include such stockholder nominee's name on any ballot distributed at such annual meeting and on the Corporation's proxy card (or any other format through which the Corporation permits proxies to be submitted) distributed in connection with such annual meeting. Nothing in this Section 12 shall limit the Corporation's ability to solicit against, and include in its proxy materials its own statements relating to, any stockholder nominee, nominator or nominator group, or to include such stockholder nominee as a nominee of the Board of Directors.

(b) At each annual meeting, a nominator or nominator group may nominate one or more stockholder nominees for election at such meeting pursuant to this Section 12; provided that the maximum number of stockholder nominees nominated by all nominators and nominator groups (including stockholder nominees that were submitted by a nominator or nominator group for inclusion in the Corporation's proxy materials pursuant to this Section 12 but either are subsequently withdrawn, disregarded, declared invalid or ineligible pursuant to this Section 12) to appear in the Corporation's proxy materials with respect to an annual meeting shall not exceed the greater of (i) two nominees and (ii) 20% of the total number of directors in office as of the final proxy access deadline (as defined below), or if such number is not a whole number, the closest whole number below 20% (the "maximum number").

The maximum number shall be reduced, but not below zero, by the sum of:

(x) the number of persons that the Board of Directors decides to nominate pursuant to an agreement, arrangement or other understanding with one or more stockholders or beneficial owners, as the case may be, in lieu of such person being formally nominated as a director pursuant to this Section 12 or Section 5 of Article III hereof; and

(y) the number of persons that the Board of Directors decides to nominate for re-election who were previously elected to the Board of Directors based on a nomination made pursuant to this Section 12 or pursuant to an agreement, arrangement or other understanding with one or more stockholders or beneficial owners, as the case may be, in lieu of such person being formally nominated as a director pursuant to this Section 12, in each case, at one of the previous two annual meetings; and

(z) the number of persons that the Board of Directors decides to nominate for re-election who were previously elected to the Board of Directors based on a nomination made pursuant to Section 5 of Article III hereof or pursuant to an agreement, arrangement or other understanding with one or more stockholders or beneficial owners, as the case may be, in lieu of such person being formally nominated as a director pursuant to Section 5 of Article III hereof, in each case, at the previous year's annual meeting;

If one or more vacancies for any reason occurs on the Board of Directors at any time after the final proxy access deadline but before the date of the applicable annual meeting and the Board of Directors determines to reduce the size of the Board of Directors in connection therewith, the maximum number shall be calculated based on the number of directors in office as so reduced.

Any nominator or nominator group submitting more than one stockholder nominee for inclusion in the Corporation's proxy materials pursuant to this Section 12 shall rank in its notice of proxy access nomination such stockholder nominees based on the order that the nominator or nominator group desires such stockholder nominees to be selected for inclusion in the Corporation's proxy materials in the event that the total number of stockholder nominees submitted by nominators or nominator groups pursuant to this Section 12 exceeds the maximum number. In the event that the number of stockholder nominees submitted by nominators or nominator groups pursuant to this Section 12 exceeds the maximum number, the highest ranking stockholder nominee who meets the requirements of this Section 12 from each nominator and nominator group will be selected for inclusion in the Corporation's proxy materials until the maximum number is reached, beginning with the nominator or nominator group with the largest number of shares disclosed as owned (as defined below) in its respective notice of proxy access nomination submitted to the Corporation and proceeding through each nominator or nominator group in descending order of ownership. If the maximum number is not reached after the highest ranking stockholder nominee who meets the requirements of this Section 12 from each nominator and nominator group has been selected, this process will continue as many times as necessary, following the same order each time, until the maximum number is reached.

If, after the final proxy access deadline, whether before or after the mailing of the Corporation's definitive proxy statement, (i) a stockholder nominee who satisfies the requirements of this Section 12 becomes ineligible for inclusion in the Corporation's proxy materials pursuant to this Section 12, becomes unwilling to serve on the Board of Directors, dies, becomes disabled or is otherwise disqualified from being nominated for election or serving as a director of the Corporation or (ii) a nominator or nominator group withdraws its nomination or becomes ineligible, in each case as determined by the Board of Directors or the chairman of the meeting, then the Board of Directors or the chairman of the meeting shall declare each nomination by such nominator or nominator group to be invalid, and each such nomination shall be disregarded, no replacement nominee or nominees shall be included in the Corporation's proxy materials or otherwise submitted for election as a director in substitution thereof and the Corporation (1) may omit from its proxy materials information concerning such stockholder nominee and (2) may otherwise communicate to its stockholders, including without limitation by amending or supplementing its proxy materials, that the stockholder nominee will not be eligible for election at the annual meeting and will not be included as a stockholder nominee in the proxy materials.

(c) To nominate a stockholder nominee, the nominator or nominator group shall submit to the Secretary of the Corporation the information required by this Section 12 on a timely basis. To be timely, the notice of proxy access nomination must be addressed to and received by the Secretary of the Corporation not less than 120 days nor more than 150 days prior to the first anniversary of the date on which the Corporation's definitive proxy statement was released to stockholders in connection with the prior year's annual meeting; provided, however, that if the annual meeting is convened more than 30 days prior to or delayed by more than 60 days after the first anniversary of the date of the preceding year's annual meeting, the information must be so received not earlier than 120 days prior to such annual meeting and not later than the close of business on the later of (x) the 90th day prior to such annual meeting or (y) the 10th day following the day on which a public announcement of the date of the annual meeting is first made (the last day on which a notice of proxy access nomination may be delivered pursuant to and in accordance with this Section 12, the "<u>final proxy access deadline</u>"); provided further that in no event shall any adjournment or postponement of an annual meeting, or the public announcement thereof, commence a new time period or extend any time period for the receipt of the information required by this Section 12. The written notice required by this Section 12 (the "<u>notice of proxy access nomination</u>") shall include:

(i) a written notice of the nomination by such nominator or nominator group expressly requesting to have its stockholder nominee included in the Corporation's proxy materials pursuant to this Section 12 that includes, with respect to the stockholder nominee and the nominator (including any beneficial owner on whose behalf the nomination is made) or, in the case of a nominator group, with respect to each group member (including any beneficial owner on whose behalf the nomination is made) all of the representations, agreements and other information required in a stockholder notice submitted under Section 5 of Article III hereof;

(ii) if the nominator or nominator group so elects, a written statement of the nominator or nominator group for inclusion in the Corporation's proxy statement in support of the election of the stockholder nominee(s) to the Board of Directors, which statement shall not exceed 500 words with respect to each stockholder nominee (the "<u>nomination statement</u>") and for the avoidance of doubt, the nomination statement shall be limited to 500 words and shall not include any images, charts, pictures, graphic presentations or similar items;

(iii) in the case of a nomination by a nominator group, the designation by all group members of one specified group member (or a qualified representative thereof) that is authorized to act on behalf of all group members with respect to the nomination and matters related thereto, including withdrawal of the nomination;

(iv) a representation by the stockholder nominee and the nominator or nominator group (including each group member) and any beneficial owner on whose behalf the nomination is made that each such person has provided and will provide facts, statements and other information in all communications with the Corporation and its stockholders and beneficial owners, including without limitation the notice of proxy access nomination and the nomination statement, that are and will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made in light of the circumstances under which they were made, not misleading;

(v) a statement of the nominator or nominator group (including each group member) and any beneficial owner on whose behalf the nomination is made, setting forth and certifying the number of shares such nominator or nominator group is deemed to own (as determined in accordance with sub-paragraph (d) of this Section 12) continuously for at least three years as of the date of the notice of proxy access nomination and one or more written statements from the stockholder of the required shares (as defined below), and from each intermediary through which such shares are or have been held during the requisite three-year holding period, verifying that, as of a date within seven days prior to the date that the notice of proxy access nomination is received by the Secretary of the Corporation, the nominator or the nominator group, as the case may be, owns, and has owned continuously for the preceding three years, the required shares, and the nominator's or, in the case of a nominator group, each group member's agreement to provide (1) within seven days after the record date for the applicable annual meeting, written statements from the stockholder and intermediaries verifying the nominator's or the nominator group's, as the case may be, continuous ownership of the required shares through the record date; provided that if and to the extent that a stockholder is acting on behalf of one or more beneficial owners, such written statements shall also be submitted by any such beneficial owner or owners, and (2) immediate notice if the nominator or the nominator group, as the case may be, ceases to own the required shares prior to the date of the applicable annual meeting;

(vi) a copy of any Schedule 14N that has been filed with the U.S. Securities and Exchange Commission as required by Rule 14a-18 under the Exchange Act;

(vii) a representation by the nominator (including any beneficial owner on whose behalf the nomination is made), or, in the case of a nominator group, each group member (including any beneficial owner on whose behalf the nomination is made) that:

(1) the required shares were acquired in the ordinary course of business and not with intent to change or influence control of the Corporation, and each such person does not presently have such intent;

(2) each such person will maintain ownership (as defined in this Section 12) of the required shares through the date of the applicable annual meeting along with a further statement as to whether or not such person has the intention to hold the required shares for at least one year thereafter (which statement the nominator or nominator group shall include in its nomination statement, it being understood that the inclusion of such statement shall not count towards the nomination statement's 500-word limit);

(3) each such person has not nominated, and will not nominate, for election to the Board of Directors at the applicable annual meeting any person other than its stockholder nominee(s) pursuant to this Section 12;

(4) each such person has not distributed, and will not distribute, to any stockholders or beneficial owners any form of proxy for the applicable annual meeting other than the form distributed by the Corporation;

(5) each such person has not engaged in, and will not directly or indirectly engage in, and has not been and will not be a participant (as defined in Schedule 14A of the Exchange Act) in, a "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the applicable annual meeting other than with respect to such nominator or nominator group's stockholder nominee(s) or a nominee of the Board of Directors; and

(6) each such person consents to the public disclosure of the information provided pursuant to this Section 12;

(viii) an executed agreement, in a form deemed satisfactory by the Board of Directors or any committee thereof, pursuant to which the nominator (including any beneficial owner on whose behalf the nomination is made) or, in the case of a nominator group, each group member (including any beneficial owner on whose behalf the nomination is made) agrees to:

(1) comply with all applicable laws, rules and regulations arising out of or relating to the nomination of each stockholder nominee pursuant to this Section 12;

(2) assume all liability stemming from any legal or regulatory violation arising out of the communications and information provided by such person(s) to the Corporation and its stockholders and beneficial owners, including without limitation the notice of proxy access nomination and nomination statement;

(3) indemnify and hold harmless the Corporation and each of its directors, officers, employees, agents and affiliates individually against any liability, loss or damages in connection with any threatened or pending action, suit or proceeding, whether legal, administrative or investigative, against the Corporation or any of its directors, officers, employees, agents and affiliates arising out of or relating to any nomination submitted by such person(s) pursuant to this Section 12;

(4) file with the Securities and Exchange Commission any solicitation by or on behalf of the nominator or nominator group (including each group member) and any beneficial owner on whose behalf the nomination is made relating to the meeting at which the stockholder nominee will be nominated, regardless of whether any such filing is required under Regulation 14A of the Exchange Act or whether any exemption from filing is available for such solicitation or other communication under Regulation 14A of the Exchange Act;

(5) furnish to the Corporation all notifications and updated information required by this Section 12, including, without limitation, the information required by sub-paragraph (e) of this Section 12; and

(6) upon request, provide to the Corporation within five business days after such request, but in any event prior to the day of the annual meeting, such additional information as reasonably requested by the Corporation.

(d) Ownership Requirements.

(i) To nominate a stockholder nominee pursuant to this Section 12, the nominator or nominator group shall have owned shares representing 3% or more of the voting power entitled to vote generally in the election of directors (the "required shares") continuously for at least three years as of both the date the notice of proxy access nomination is submitted to the Corporation and the record date for determining stockholders eligible to vote at the applicable annual meeting and must continue to own the required shares at all times between and including the date the notice of proxy access nomination is submitted to the Corporation and the date of the applicable annual meeting; provided that if and to the extent a stockholder is acting on behalf of one or more beneficial owners (i) only the shares owned by such beneficial owner or owners, and not any other shares owned by any such stockholder, shall be counted for purposes of satisfying the foregoing ownership requirement and (ii) the aggregate number of stockholders and all such beneficial owners whose share ownership is counted for the purposes of satisfying the foregoing ownership requirement shall not exceed 20. For the purposes of determining whether the Nominator or Nominator Group owned the Required Shares for the requisite three-year period, the aggregate number of shares entitled to vote generally in the election of directors shall be determined by reference to the Corporation's periodic filings with the Securities and Exchange Commission during the ownership period. Two or more funds that are (i) under common management and investment control, (ii) under common management and funded primarily by the same employer or (iii) a "group of investment companies," as such term is defined in the Investment Company Act of 1940, as amended, shall be treated as one stockholder or beneficial owner, as the case may be, for the purpose of satisfying the foregoing ownership requirements; provided that each fund otherwise meets the requirements set forth in this Section 12; and provided further that any such funds for which shares are aggregated for the purpose of satisfying the foregoing ownership requirements provide documentation reasonably satisfactory to the Corporation that demonstrates that the funds satisfy the criteria for being treated as one stockholder within seven days after the notice of proxy access nomination is delivered to the Corporation. No shares may be attributed to more than one nominator or nominator group, and no stockholder or beneficial owner may be a member of more than one nominator group (other than a stockholder directed to act by more than one beneficial owner) for the purposes of this Section 12.

(ii) For purposes of this Section 12, "ownership" shall be deemed to consist of and include only the outstanding shares as to which a person possesses both (i) the full voting and investment rights pertaining to such shares and (ii) the full economic interest in (including the opportunity for profit and risk of loss on) such shares; provided that the ownership of shares calculated in accordance with clauses (i) and (ii) shall not include any shares (1) that a person or any of its affiliates has sold in any transaction that has not been settled or closed, including any short sale, (2) that a person or any of its affiliates has borrowed for any purposes or purchased pursuant to an agreement to resell or (3) that are subject to any derivative instrument or similar agreement entered into by a person or any of its affiliates, whether any such security, instrument or agreement is to be settled with shares or with cash based on the notional amount or value of shares, in any case in which such security, instrument or agreement has, or is intended to have, or if exercised by either party would have, the purpose or effect of (x) reducing in any manner, to any extent or at any time in the future, the person's or such person's affiliates' full right to vote or direct the voting of any such shares, and/or (y) hedging, offsetting or altering to any degree any gain or loss arising from the full economic ownership of such person's or such person's affiliates' shares. "Ownership" shall include shares held in the name of a nominee or other intermediary so long as the person claiming ownership of such shares retains the right to instruct how the shares are voted with respect to the election of directors and possesses the full economic interest in the shares. A person's ownership of shares shall be deemed to continue during any period in which the person has delegated any voting power by means of a proxy, power of attorney or other instrument or arrangement that is revocable at any time by the person. A person's ownership of shares shall be deemed to continue during any period in which the person has loaned such shares provided that the person has the power to recall such loaned shares on five business days' notice, will vote such shares at the annual meeting and will hold such shares through the date of the annual meeting. The determination of whether the requirements of "ownership" of shares for purposes of this Section 12 are met shall be made by the Board of Directors or any committee thereof. Any such determination adopted in good faith by the Board of Directors or any committee thereof shall be conclusive and binding on the Corporation, its stockholders and beneficial owners and all other parties. For the purposes of this Section 12, the terms "owned," "owning" and other variations of the word "own" shall have correlative meanings. For the purposes of this Section 12, the term "affiliate" or "affiliates" shall have the meaning ascribed thereto under the rules and regulations of the Exchange Act.

(e) For the avoidance of doubt, with respect to any nomination submitted by a nominator group pursuant to this Section 12, the information required by sub-paragraph (c) of this Section 12 to be included in the notice of proxy access nomination shall be provided by each group member (including any beneficial owner on whose behalf the nomination is made), and each such group member (including any beneficial owner on whose behalf the nomination is made) shall execute and deliver to the Secretary of the Corporation the representations and agreements required under sub-paragraph (c) of this Section 12 at the time the notice of proxy access nomination is submitted to the Corporation. In the event that the nominator, nominator group or any group member shall have breached any of their agreements with the Corporation or any information included in the nomination statement or the notice of proxy access nomination, or any other communications by the nominator, nominator group or any group member (including any beneficial owner on whose behalf the nomination is made) with the Corporation or its stockholders and beneficial owners, ceases to be true and correct in all material respects (or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made and as of such later date, not misleading), each nominator, nominator group or group member (including any beneficial owner on whose behalf the nomination is made), as the case may be, shall promptly (and in any event within 48 hours of discovering such breach or that such information has ceased to be true and correct in all material respects (or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made and as of such later date, not misleading)) notify the Secretary of the Corporation of any such breach, inaccuracy or omission in such previously provided information and shall provide the information that is required to correct any such defect, if applicable, it being understood that providing any such notification shall not be deemed to cure any defect or limit the Corporation's rights to omit a stockholder nominee from its proxy materials as provided in this Section 12.

(f) Stockholder Nominee Requirements.

(i) Within the time period specified in this Section 12 for delivering the notice of proxy access nomination, each stockholder nominee must deliver to the Secretary of the Corporation a written representation and agreement, which shall be deemed a part of the notice of proxy access nomination for purposes of this Section 12, that such person: (1) consents to being named in the Corporation's proxy statement as a nominee, to serve as a director if elected and to the public disclosure of the information provided pursuant to this Section 12; (2) understands his or her duties as a director under the Delaware General Corporation Law and agrees to act in accordance with those duties while serving as a director; (3) is not and will not become a party to (x) any voting commitment that has not been disclosed to the Corporation or (y) any voting commitment that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties under applicable law; (4) is not and will not become a party to any third party compensation arrangement that has not been disclosed to the Corporation, and has not and will not receive any such third party compensation arrangement that has not been disclosed to the Corporation; (5) if elected as a director of the Corporation, will comply with all applicable laws and stock exchange listing standards and the Corporation's policies, guidelines and principles applicable to directors, including, without limitation, the Corporation's Corporate Governance Guidelines, Code of Business Conduct and Ethics, confidentiality, stock ownership and trading policies and guidelines, and any other codes, policies and guidelines or any rules, regulations and listing standards, in each case, as applicable to directors; (6) agrees to meet with the Board of Directors or any committee or delegate thereof to discuss matters relating to the nomination of the stockholder nominee, including information in the notice of proxy access nomination and such stockholder nominee's eligibility to serve as a member of the Board of Directors; and (7) will provide facts, statements and other information in all communications with the Corporation and its stockholders and beneficial owners that are and will be true and correct in all material respects and do not and will not omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

(ii) At the request of the Corporation, each stockholder nominee must promptly submit (but in no event later than seven days after receipt of the request) to the Secretary of the Corporation all completed and signed questionnaires required of directors. The Corporation may request such additional information as necessary to permit the Board of Directors to determine if each nominee is independent, including for purposes of serving on the committees of the Board of Directors, under the listing standards of each principal securities exchange upon which the Corporation's shares are listed, any applicable rules of the Securities and Exchange Commission and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's directors and to determine whether the nominee otherwise meets all other publicly disclosed standards applicable to directors.

(iii) In the event that a stockholder nominee shall have breached any of their agreements with the Corporation or any information or communications provided by a stockholder nominee to the Corporation or its stockholders and beneficial owners ceases to be true and correct in any respect or omits a fact necessary to make the statements made, in light of the circumstances under which they were made, not misleading, such nominee shall promptly (and in any event within 48 hours of discovering such breach or that such information has ceased to be true and correct in all material respects (or omits a material fact necessary to make the statements made, in light of the circumstances under which they were made and as of such later date, not misleading)) notify the Secretary of the Corporation of any such breach, inaccuracy or omission in such previously provided information and shall provide the information that is required to make such information or communication true and correct, if applicable, it being understood that providing any such notification shall not be deemed to cure any defect or limit the Corporation's rights to omit a stockholder nominee from its proxy materials as provided in this Section 12.

(g) Notwithstanding anything to the contrary contained in this Section 12, the Corporation shall not be required to include, pursuant to this Section 12, a stockholder nominee in its proxy materials for any annual meeting, or, if the proxy statement already has been filed, to submit the nomination of a stockholder nominee to a vote at the annual meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation:

(i) for any meeting for which the Secretary of the Corporation receives notice that any stockholder or beneficial owner, as the case may be, intends to nominate one or more persons for election to the Board of Directors pursuant to Section 5 of Article III hereof;

(ii) who is not determined by the Board of Directors in its sole discretion to be independent under the listing standards of each principal securities exchange upon which the shares of the Corporation are listed, any applicable rules of the Securities and Exchange Commission and any publicly disclosed standards used by the Board of Directors in determining and disclosing the independence of the Corporation's directors, including those applicable to a director's service on any of the committees of the Board of Directors, in each case as determined by the Board of Directors or any committee thereof, in its sole discretion;

(iii) whose election as a member of the Board of Directors would cause the Corporation to be in violation of these By-Laws, the Certificate of Incorporation, the rules and listing standards of the principal securities exchanges upon which the shares of the Corporation are listed, or any applicable law, rule or regulation or of any publicly disclosed standards of the Corporation applicable to directors, in each case, as determined by the Board of Directors or any committee thereof, in its sole discretion;

(iv) who is or has been, within the past three years, an officer or director of a competitor, as defined in Section 8 of the Clayton Antitrust Act of 1914, as amended;

(v) who is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses) or has been convicted in such a criminal proceeding within the past ten years;

(vi) who is subject to any order of the type specified in Rule 506(d) of Regulation D under the Securities Act of 1933, as amended;

(vii) if the stockholder nominee or nominator (including any beneficial owner on whose behalf the nomination is made), or, in the case of a nominator group, any group member (including any beneficial owner on whose behalf the nomination is made) shall have provided information to the Corporation in connection with such nomination that was untrue in any material respect or omitted to state a material fact necessary in order to make any statement made, in light of the circumstances under which it was made, not misleading, as determined by the Board of Directors or any committee thereof, in its sole discretion;

(viii) the nominator (or a qualified representative thereof) or, in the case of a nominator group, the representative designated by the nominator group in accordance with sub-paragraph (c)(iii) of this Section 12 (or a qualified representative thereof), or the stockholder nominee does not appear at the applicable annual meeting to present the stockholder nominee for election;

(ix) if the nominator (including any beneficial owner on whose behalf the nomination is made), or, in the case of a nominator group, any group member (including any beneficial owner on whose behalf the nomination is made) has engaged in or is currently engaged in, or has been or is a participant (as defined in Schedule 14A of the Exchange Act) in, a "solicitation" within the meaning of Rule 14a-1(l) under the Exchange Act in support of the election of any individual as a director at the applicable annual meeting other than with respect to such nominator or nominator group's stockholder nominee(s) or a nominee of the Board of Directors; or

(x) the nominator or, in the case of a nominator group, any group member, or applicable stockholder nominee otherwise breaches or fails to comply with its representations or obligations pursuant to these By-Laws, including, without limitation, this Section 12.

For the purpose of this sub-paragraph (g), clauses (ii) through (x) will result in the exclusion from the proxy materials pursuant to this Section 12 of the specific stockholder nominee(s) to whom the ineligibility applies, or, if the proxy statement has already been filed, the ineligibility of the stockholder nominee(s) and, in either case, the inability of the nominator or nominator group that nominated any such stockholder nominee to substitute another stockholder nominee therefor; however, clause (i) will result in the exclusion from the proxy materials pursuant to this Section 12 of all stockholder nominees for the applicable annual meeting, or, if the proxy statement already has been filed, the ineligibility of all stockholder nominees.

(h) Notwithstanding anything to the contrary contained in this Section 12:

(i) the Corporation may omit from its proxy materials any information, including all or any portion of the nomination statement, if the Board of Directors determines that the disclosure of such information would violate any applicable law or regulation or that such information is not true and correct in all material respects or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; and

(ii) if any nominator, nominator group or group member (including any beneficial owner on whose behalf the nomination is made) or stockholder nominee has failed to comply with the requirements of this Section 12, the Board of Directors or the chairman of the meeting shall declare the nomination by such nominator or nominator group to be invalid, and such nomination shall be disregarded.

(i) The Board of Directors (or any other person or body authorized by the Board of Directors) shall have the exclusive power and authority to interpret the provisions of this Section 12 and make all determinations deemed necessary or advisable in connection with this Section 12 to any person, facts or circumstances. All such actions, interpretations and determinations that are done or made by the Board of Directors (or any other person or body authorized by the Board of Directors) in good faith shall be final, conclusive and binding on the Corporation, its stockholders and beneficial owners and all other parties.

(j) This Section 12 shall be the exclusive method for stockholders to include nominees for director in the Corporation's proxy materials, except pursuant to Rule 14a-19.

ARTICLE III.

DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to such powers as are herein and in the Certificate of Incorporation expressly conferred upon it, the Board of Directors shall have and may exercise all the powers of the Corporation, subject to the provisions of the laws of Delaware, the Certificate of Incorporation and these By-laws.

Section 2. Number, Election and Term of Office. The number of directors from time to time shall be fixed exclusively by the Board of Directors. The directors shall be elected and shall hold office only in the manner provided in these By-laws, except as otherwise provided in the Certificate of Incorporation and any duly authorized certificate of designation. Except as provided in Section 4 of this ARTICLE, each director shall be elected by the vote of the majority of the votes cast (where the number of votes cast "for" a director exceeds the number of votes cast "against" that director) with respect to the directors at any meeting for the election of directors at which a quorum is present, provided that, if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Section 3. Resignation. Any Director may resign at any time upon written notice to the Corporation. The Governance and Nominating Committee has established procedures that govern the resignation process for a director who has failed to be elected in accordance with the requirements of Section 2. Such director shall offer to tender his or her resignation to the Board of Directors, which will then act on the recommendation of the Governance and Nominating Committee whether to accept or reject the resignation. The Board of Directors will publicly disclose its decision and rationale within 90 days from the date of the certification of the election results.

Section 4. Vacancies. Vacancies and newly created directorships resulting from any increase in the total number of Directors may be filled only in the manner provided in the Certificate of Incorporation.

Section 5. Nominations.

(a) Subject to any duly authorized certificate of designation, only persons who are nominated in accordance with the procedures set forth in these By-laws shall be eligible to serve as Directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders (i) by or at the direction of the Board of Directors, (ii) with respect to nominations of persons not intended to be included in the Corporation's proxy statement for such meeting, by any stockholder of the Corporation who was a stockholder of record at the time of giving of notice provided for in this Section 5 and at the time of the meeting, who is entitled to vote generally in the election of Directors at the meeting and who shall have complied with the notice procedures set forth below in Section 5(b) or (iii) with respect to nominations of persons intended to be included in the Corporation's proxy statement for an annual meeting, by a nominator who complies with the notice and other procedures set forth in Section 12 of Article II hereof.

(b) In order for a stockholder to nominate a person for election to the Board of Directors of the Corporation at a meeting of stockholders pursuant to this Section 5, such stockholder shall have delivered timely notice of such stockholder's intent to make such nomination in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the Corporation (i) in the case of an annual meeting, not less than 90 nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is changed by more than 30 days from such anniversary date or in the event of the first annual meeting, notice by the stockholder to be timely must be so received not later than the close of business on the 10th day following the earlier of the day on which notice of the date of the meeting was mailed or public disclosure of the meeting was made, and (ii) in the case of a special meeting at which Directors are to be elected, not later than the close of business on the 10th day following the earlier of the day on which notice of the date of the meeting was mailed or public disclosure of the meeting was made. In no event shall any adjournment or postponement of an annual meeting or the announcement thereof commence a new time period (or extend any time period) for the giving of a stockholder's notice as described above. Such stockholder's notice shall set forth (i) as to each person whom the stockholder proposes to nominate for election as a Director at such meeting all information relating to such person that is required to be disclosed in solicitations of proxies for election of Directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a Director if elected), including and in addition to: (A) an affirmation that such person meets the Corporation's stated criteria for board membership; (B) any transactions or relationships between such person and the Corporation or the Corporation's competitors or management; (C) the trading history of such person with respect to the Corporation's stock during the past three years; (D) information regarding whether such person has any plans or proposals for the Corporation and whether such person seeks to use the nomination to redress personal claims or grievances against the corporation or others or to further personal interests or special interests not shared by stockholders at large; and (E) a description of (1) any agreement, arrangement or understanding with, or any commitment or assurance to, any person or entity as to how such nominee, if elected as a director of the Corporation, will act or vote on any issue or question to be decided by the Board of Directors or that otherwise relates to the Corporation or such persons' service on the Board of Directors (a "voting commitment") and (2) any compensatory, payment or other financial agreement, arrangement or understanding with any person other than with the Corporation, including any agreement to indemnify such person for obligations arising as a result of his or her service as a director of the Corporation, in connection with such nominee's nomination, service or action as a director of the Corporation (a "third party compensation arrangement"); (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (A) the name and address, as they appear on the Corporation's books, of such stockholder and such beneficial owner, (B) the class or series and number of shares of the Corporation which are, directly or indirectly, beneficially owned by such stockholder and each proponent person and also which are owned of record by such stockholder, (C) a description of any derivative instrument owned beneficially, directly or indirectly by any such proponent person, (D) a description of any proxy, contract, arrangement, understanding or relationship pursuant to which any such proponent person has a right to vote any shares of the Corporation or influence the voting over any such shares, (E) a description of any short interest of any such proponent person in any security of the Corporation, (F) a description of any rights to dividends on the shares of the Corporation owned beneficially, directly or indirectly, by any such proponent person that are separated or separable from the underlying shares of the Corporation, (G) a description of any proportionate interest in shares of the Corporation or derivative instruments held, directly or indirectly, by a general or limited partnership in which any such proponent person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner, (H) a description of any performance-related fees (other than an asset-based fee) that any such proponent person is entitled to based on any increase or decrease in the value of shares of the Corporation or derivative instruments, including without limitation any such interests held by members of any such proponent person's immediate family sharing the same household, (I) a copy of a fully completed and executed Director Questionnaire and a duly executed written representation and agreement by each person whom the stockholder proposes to nominate for election as a Director, both in the forms required by the Corporation (which shall be provided upon written request made by a stockholder of record at the time of such request) and (J) the information required to be provided pursuant to Rule 14a-19 with respect to each person whom the stockholder proposes to nominate for election as a Director; (iii) the trading history of such stockholder and such beneficial owner with respect to the Corporation's stock during the past three years; (iv) any transactions or relationships between such stockholder or such beneficial owner, on the one hand, and the Corporation or its competitors or management, on the other hand; (v) information regarding whether such stockholder or such beneficial owner, or any of their affiliates have any plans or proposals for the Corporation other than those described in the notice, and whether such stockholder or such beneficial owner seeks to use the nomination to redress personal claims or grievances against the Corporation or others or to further personal interests or special interests not shared by stockholders at large; (vi) a description of any agreement, arrangement or understanding with respect to the nomination and/or the voting of shares of any class or series of stock of the Corporation between or among the stockholder giving the notice, the beneficial owner, if any, on whose behalf the nomination is made, any of their respective affiliates or associates and/or any proponent persons and/or any other persons (naming such persons); (vii) a representation that the stockholder is a stockholder of record of stock of the Corporation at the time of the giving of notice provided for in these By-Laws, is entitled to vote at such meeting and that the stockholder intends to appear in person or by proxy at the meeting to present such nominee for election before the meeting; (viii) all other information relating to such stockholder or such beneficial owner which would be required to be included in a proxy statement or other filing required to be filed with the Securities and Exchange Commission if, with respect to any such nomination, such stockholder were a participant in a solicitation subject to Regulation 14A under the Exchange Act; and (ix) a representation as to whether the stockholder or the beneficial owner, if any, intends (A) to deliver a proxy statement and/or form of proxy to holders of at least a percentage of the Corporation's outstanding capital stock required to elect such nominee or nominees and/or (B) otherwise to solicit proxies from stockholders in support of such nomination. In addition, a stockholder who has delivered a notice of nomination pursuant to this Section 5 shall, in accordance with Rule 14a-19, promptly certify to the Secretary of the Corporation, and notify the Secretary of the Corporation in writing, that such stockholder has met and complied with all of the requirements of these By-Laws and of Rule 14a-19(a) (including, for the avoidance of doubt, Rule 14a-19(a)(3), which provides that a stockholder soliciting proxies in support of director nominees other than the Corporation's nominees must solicit the holders of shares representing at least 67% of the voting power of shares entitled to vote on the election of directors) and, upon request of the Corporation, shall, not later than five business days prior to the date of the applicable meeting of stockholders, deliver to the Corporation reasonable evidence of such compliance. A stockholder providing notice of a proposed nomination for election to the Board or other business proposed to be brought before a meeting (whether given pursuant to this Section 5 or Section 11 of Article II) shall update and supplement such notice from time to time to the extent necessary so that the information provided or required to be provided in such notice shall be true and correct as of the record date for the meeting and as of the date that is 15 days prior to the meeting or any adjournment or postponement thereof, such update and supplement shall be delivered in writing to the Secretary of the Corporation at the principal executive offices of the Corporation not later than five days after the record date for the meeting (in the case of any update and supplement required to be made as of the record date), and not later than 10 days prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update and supplement required to be made as of 15 days prior to the meeting or any adjournment or postponement thereof). No later than five business days prior to the annual meeting or any adjournment, postponement, recess or rescheduling thereof, a stockholder nominating individuals for election as a Director shall provide the Corporation with reasonable evidence that such stockholder has met the requirements of Rule 14a-19. The failure to timely provide such update, supplement, evidence or additional information shall result in the nomination or proposal no longer being eligible for consideration at the annual meeting. If a stockholder fails to comply with the requirements of Rule 14a-19 (including because the stockholder fails to provide the Corporation with all information required by Rule 14a-19), then the Director nominees proposed by such stockholder shall be ineligible for election at the annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a Director of the Corporation. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a Director shall furnish to the Secretary of the Corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee.

(c) In addition, such stockholder's notice shall contain a representation regarding whether such stockholder intends to solicit proxies in support of nominees other than the Corporation's nominees in accordance with Rule 14a-19 and, in the event that such stockholder so intends, such notice also shall include a statement that such stockholder intends to solicit the holders of shares representing at least 67% of the voting power of the Corporation's shares of capital stock entitled to vote on the election of Directors in support of such Director nominees other than the Corporation's nominees. Without limiting the other provisions and requirements of this Article III, unless otherwise required by law, if any stockholder (i) provides notice pursuant to Rule 14a-19(b) and (ii) subsequently fails to comply with the requirements of Rule 14a-19(a)(2) and Rule 14a-19(a)(3), then the Corporation shall disregard any proxies or votes solicited for such stockholder's nominee. Upon request by the Corporation, if any stockholder provides notice pursuant to Rule 14a-19(b), such stockholder shall deliver to the Corporation, no later than five business days prior to the annual meeting, reasonable evidence that it has met the requirements of Rule 14a-19(a)(3).

(d) Subject to any duly authorized certificate of designation, no person shall be eligible to serve as a Director of the Corporation unless nominated in accordance with the procedures set forth in this Section 5, Section 4 above or Section 12 of Article II hereof. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this section, and if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. A stockholder seeking to nominate a person to serve as a Director must also comply with all applicable requirements of the Exchange Act, and the rules and regulations thereunder with respect to the matters set forth in this section.

Section 6. Annual Meetings. Unless otherwise determined by the Board of Directors, the annual meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of stockholders.

Section 7. Other Meetings and Notice. Regular meetings, other than the annual meeting, of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the chairman of the board, the chief executive officer (if the chief executive officer is a Director) or, upon the written request of at least a majority of the Directors then in office, the Secretary of the Corporation on at least 24 hours notice to each Director, either personally, by telephone, by mail or by telecopy (notice by mail shall be deemed delivered three days after deposit in the U.S. mail).

Section 8. Chairman of the Board. The Board of Directors shall elect, by the affirmative vote of a majority of the total number of Directors then in office, a chairman of the board, who shall preside at all meetings of the stockholders and Board of Directors at which he or she is present. The chairman of the board shall lead all meetings of the stockholders and Board of Directors at which he or she is present and shall serve on and lead appropriate committees as reasonably requested by the Board of Directors, set meeting schedules and agendas, manage information flow to the Board of Directors to assure appropriate understanding of and discussion regarding matters of interest or concern to the Board of Directors, make himself or herself available to the Corporation, as appropriate, attend external meetings and presentations, as appropriate, and have such additional powers and perform such additional duties as the Board of Directors may from time to time prescribe. If the chairman of the board ceases to serve in such capacity, then the Board of Directors shall elect, by the affirmative vote of a majority of the total number of Directors then in office, a successor chairman of the board and shall designate such person as either an executive chairman of the board or a non-executive chairman of the board, in its discretion. If the chairman of the board is not present at a meeting of the stockholders or the Board of Directors, the chief executive officer (if the chief executive officer is a Director and is not also the chairman of the board) shall preside at such meeting, and, if the chief executive officer also is not present at such meeting, a majority of the Directors present at such meeting shall elect one of their members to so preside.

Section 9. Quorum, Required Vote and Adjournment. A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. Unless by express provision of an applicable law, the Certificate of Incorporation or these By-laws a different vote is required, the vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 10. Committees. The Board of Directors may, by resolution passed by a majority of the total number of Directors then in office, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which to the extent provided in such resolution or these By-laws shall have, and may exercise, the powers of the Board of Directors in the management and affairs of the Corporation, except as otherwise limited by law. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Board of Directors will endeavor to ensure that each member of any such committee will satisfy the applicable independence requirements of any stock exchange upon which the Corporation's securities are then listed; provided however, that any failure or alleged failure to satisfy such independence requirements shall not affect the validity of any decision made or action taken by such committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors upon request.

Section 11. Committee Rules. Each committee of the Board of Directors may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may otherwise be provided by a resolution of the Board of Directors designating such committee. Unless otherwise provided in such a resolution, the presence of at least a majority of the members of the committee shall be necessary to constitute a quorum. Unless otherwise provided in such a resolution, in the event that a member and that member's alternate, if alternates are designated by the Board of Directors, of such committee is or are absent or disqualified, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member.

Section 12. Communications Equipment. Members of the Board of Directors or any committee thereof may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear and speak with each other, and participation in the meeting pursuant to this section shall constitute presence in person at the meeting.

Section 13. Waiver of Notice and Presumption of Assent. Any member of the Board of Directors or any committee thereof who is present at a meeting shall be conclusively presumed to have waived notice of such meeting except when such member attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. Such member shall be conclusively presumed to have assented to any action taken unless his or her dissent shall be entered in the minutes of the meeting or unless his or her written dissent to such action shall be filed with the person acting as the secretary of the meeting before the adjournment thereof or shall be forwarded by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to any member who voted in favor of such action.

Section 14. Action by Written Consent. Unless otherwise restricted by the Certificate of Incorporation, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of such board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

ARTICLE IV.

OFFICERS

Section 1. Number. The officers of the Corporation shall be elected by the Board of Directors and shall consist of a chairman of the board, a chief executive officer, a president, one or more vice-presidents, a secretary, a chief financial officer and such other officers and assistant officers as may be deemed necessary or desirable by the Board of Directors. Notwithstanding the foregoing, the Board of Directors may from time to time designate the chairman of the board as a "non-executive chairman of the board," in which case such person will not be an officer of the Corporation but will otherwise have all of the duties and responsibilities of the chairman of the board hereunder except as otherwise determined by the Board of Directors. Any number of offices may be held by the same person, except that neither the chief executive officer nor the president shall also hold the office of secretary. In its discretion, the Board of Directors may choose not to fill any office for any period as it may deem advisable, except that the offices of president and secretary shall be filled as expeditiously as possible.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at its first meeting held after each annual meeting of stockholders or as soon thereafter as convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor is duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

Section 3. Removal. Any officer or agent elected by the Board of Directors may be removed by the Board of Directors at its discretion, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Vacancies. Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors.

Section 5. Compensation. Compensation of all executive officers shall be approved by the Board of Directors, and no officer shall be prevented from receiving such compensation by virtue of his or her also being a Director of the Corporation; provided however, that compensation of all executive officers may be determined by a committee established for that purpose if so authorized by the unanimous vote of the Board of Directors.

Section 6. Chairman of the Board. The chairman of the board shall preside at all meetings of the stockholders and the Board of Directors and shall have such other powers and perform such other duties as may be prescribed to him or her by the Board of Directors or provided in these By-laws.

Section 7. Chief Executive Officer. The chief executive officer shall have the powers and perform the duties incident to that position. Subject to the powers of the Board of Directors and the chairman of the board, the chief executive officer shall be in the general and active charge of the entire business and affairs of the Corporation, and shall be its chief policy making officer. The chief executive officer shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or provided in these By-laws. The chief executive officer is authorized to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. Whenever the president is unable to serve, by reason of sickness, absence or otherwise, the chief executive officer, if a different person, shall perform all the duties and responsibilities and exercise all the powers of the president.

Section 8. The President. The president of the Corporation shall, subject to the powers of the Board of Directors, the chairman of the board and the chief executive officer, have general charge of the business, affairs and property of the Corporation, and control over its officers, agents and employees. The president shall see that all orders and resolutions of the Board of Directors are carried into effect. The president is authorized to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. The president shall have such other powers and perform such other duties as may be prescribed by the chairman of the board, the chief executive officer, the Board of Directors or as may be provided in these By-laws.

Section 9. Vice Presidents. The vice president, or if there shall be more than one, the vice presidents in the order determined by the Board of Directors and the chief executive officer (if he or she is then available), shall, in the absence or disability of the president, act with all of the powers and be subject to all the restrictions of the president. The vice presidents shall also perform such other duties and have such other powers as the Board of Directors, the chairman of the board, the chief executive officer, the president or these By-laws may, from time to time, prescribe. The vice presidents may also be designated as executive vice presidents or senior vice presidents, as the Board of Directors may from time to time prescribe.

Section 10. The Secretary and Assistant Secretaries. The secretary shall attend all meetings of the Board of Directors, all meetings of the committees thereof and all meetings of the stockholders and record all the proceedings of the meetings in a book or books to be kept for that purpose or shall ensure that his or her designee attends each such meeting to act in such capacity. Under the chairman of the board's supervision, the secretary shall give, or cause to be given, all notices required to be given by these By-laws or by law; shall have such powers and perform such duties as the Board of Directors, the chairman of the board, the chief executive officer, the president or these By-laws may, from time to time, prescribe; and shall have custody of the corporate seal of the Corporation. The secretary, or an assistant secretary, shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his or her signature. The assistant secretary, or if there be more than one, any of the assistant secretaries, shall in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the Board of Directors, the chairman of the board, the chief executive officer, the president, or the secretary may, from time to time, prescribe.

Section 11. The Chief Financial Officer. The chief financial officer shall have the custody of the corporate funds and securities; shall keep full and accurate all books and accounts of the Corporation as shall be necessary or desirable in accordance with applicable law or generally accepted accounting principles; shall deposit all monies and other valuable effects in the name and to the credit of the Corporation as may be ordered by the chairman of the board or the Board of Directors; shall cause the funds of the Corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements; and shall render to the Board of Directors, at its regular meeting or when the Board of Directors so requires, an account of the Corporation; shall have such powers and perform such duties as the Board of Directors, the chairman of the board, the chief executive officer, the president or these By-laws may, from time to time, prescribe. If required by the Board of Directors, the chief financial officer shall give the Corporation a bond (which shall be rendered every six years) in such sums and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of the office of chief financial officer and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in the possession or under the control of the chief financial officer belonging to the Corporation.

Section 12. Other Officers, Assistant Officers and Agents. Officers, assistant officers and agents, if any, other than those whose duties are provided for in these By-laws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the Board of Directors.

Section 13. Absence or Disability of Officers. In the case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act in such officer's place during such officer's absence or disability, the Board of Directors may by resolution delegate the powers and duties of such officer to any other officer or to any Director, or to any other person selected by it.

ARTICLE V.

INDEMNIFICATION

Section 1. Procedure for Indemnification. Any indemnification of a Director or officer of the Corporation or advance of expenses under Section 2 of ARTICLE NINE of the Certificate of Incorporation shall be made promptly, and in any event within 45 days (or, in the case of an advance of expenses, 20 days), upon the written request of the Director or officer. If a determination by the Corporation that the Director or officer is entitled to indemnification pursuant to ARTICLE NINE of the Certificate of Incorporation is required, and the Corporation fails to respond within 60 days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advance of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 45 days (or, in the case of an advance of expenses, 20 days), the right to indemnification or advances as granted by ARTICLE NINE of the Certificate of Incorporation shall be enforceable by the Director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. The procedure for indemnification of other employees and agents for whom indemnification is provided pursuant to Section 2 of ARTICLE NINE of the Certificate of Incorporation shall be the same procedure set forth in this Section 1 for Directors or officers, unless otherwise set forth in the action of the Board of Directors providing indemnification for such employee or agent.

Section 2. Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a Director, officer, employee, partner, member, manager, trustee, fiduciary or agent of the Corporation or a wholly owned subsidiary of the Corporation or was serving at the request of the Corporation or a wholly owned subsidiary of the Corporation as a Director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation, partnership, joint venture, limited liability company, trust or other entity or enterprise against any expense, liability or loss asserted against him or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the Delaware General Corporation Law.

Section 3. Reliance. Persons who after the date of the adoption of this provision become or remain Directors or officers of the Corporation or who, while a Director or officer of the Corporation, become or remain a Director, officer, employee or agent of a subsidiary, shall be conclusively presumed to have relied on the rights to indemnity, advance of expenses and other rights contained in ARTICLE NINE of the Certificate of Incorporation in entering into or continuing such service. The rights to indemnification and to the advance of expenses conferred in ARTICLE NINE of the Certificate of Incorporation shall apply to claims made against an indemnitee arising out of acts or omissions which occurred or occur both prior and subsequent to the adoption hereof.

Section 4. Vesting of Indemnification and Advance of Expenses. The rights to indemnification and to the advance of expenses conferred in ARTICLE NINE of the Certificate of Incorporation shall (i) vest at the time that such person became a Director, officer or employee of the Corporation or a wholly owned subsidiary of the Corporation or, while a Director, officer or employee of the Corporation or a wholly owned subsidiary of the Corporation, became at the request of the Corporation or a wholly owned subsidiary of the Corporation a Director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other entity or enterprise, including service with respect to an employee benefit plan of the Corporation and (ii) continue as to such person even though he or she may have ceased to be a Director, officer or employee of the Corporation or a wholly owned subsidiary of the Corporation or a Director, officer, employee, partner, member, manager, trustee, fiduciary or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other entity or enterprise, including service with respect to an employee benefit plan of the Corporation.

Section 5. Non-Exclusivity of Rights. The rights to indemnification and to the advance of expenses conferred in ARTICLE NINE of the Certificate of Incorporation shall not be exclusive of any other right which any person may have or hereafter acquire under the Certificate of Incorporation or under any statute, By-Law, agreement, vote of stockholders or disinterested Directors or otherwise.

ARTICLE VI.

CERTIFICATES OF STOCK

Section 1. Form and Transfer.

(a) The shares of capital stock of the Corporation shall be represented by a certificate, provided that the Board of Directors of the Corporation may adopt a resolution permitting shares to be uncertificated. Each such share of capital stock may be issued in book-entry form and otherwise eligible for registration under a direct registration system.

(b) Notwithstanding the adoption of any such resolution providing for uncertificated shares, every holder of capital stock in the Corporation shall be entitled to have a certificate, signed by, or in the name of the Corporation by the chairman of the board, the chief executive officer or the president and the secretary or an assistant Secretary of the Corporation, certifying the number of shares owned by such holder in the Corporation. If such a certificate is countersigned (i) by a transfer agent or an assistant transfer agent other than the Corporation or its employee or (ii) by a registrar, other than the Corporation or its employee, the signature of any such chairman of the board, chief executive officer, president, secretary or assistant secretary may be facsimiles. In case any officer or officers who have signed, or whose facsimile signature or signatures have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation whether because of death, resignation or otherwise before such certificate or certificates have been delivered by the Corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the Corporation. All certificates for shares shall be consecutively numbered or otherwise identified. The name of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the books of the Corporation.

(c) Shares of capital stock of the Corporation represented by certificates shall only be transferred on the books of the Corporation by the holder of record thereof or by such holder's attorney duly authorized in writing, upon surrender to the Corporation of the certificate or certificates for such shares endorsed by the appropriate person or persons, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and accompanied by all necessary stock transfer stamps. In that event, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate or certificates and record the transaction on its books. Each such new certificate will be registered in such name as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. In the case of uncertificated shares of capital stock of the Corporation, transfer shall be made only upon receipt of transfer documentation reasonably acceptable to the Corporation. The

Board of Directors may appoint a bank or trust company organized under the laws of the United States or any state thereof to act as its transfer agent or registrar, or both in connection with the transfer of any class or series of securities of the Corporation.

Section 2. Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates previously issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his or her legal representative, to give the Corporation a bond sufficient to indemnify the Corporation against any claim that may be made against the Corporation on account of the loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 3. Fixing a Record Date for Stockholder Meetings. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than 60 nor less than 10 days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the next day preceding the day on which notice is first given. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 4. Fixing a Record Date for Other Purposes. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment or any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purposes of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than 60 days nor less than 10 days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 5. Registered Stockholders. Prior to the surrender to the Corporation of the certificate or certificates for a share or shares of stock with a request to record the transfer of such share or shares, the Corporation may treat the registered owner as the person entitled to receive dividends, to vote, to receive notifications and otherwise to exercise all the rights and powers of an owner. The Corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof.

Section 6. Subscriptions for Stock. Unless otherwise provided for in the subscription agreement, subscriptions for shares shall be paid in full at such time, or in such installments and at such times, as shall be determined by the Board of Directors. Any call made by the Board of Directors for payment on subscriptions shall be uniform as to all shares of the same class or as to all shares of the same series. In case of default in the payment of any installment or call when such payment is due, the Corporation may proceed to collect the amount due in the same manner as any debt due the Corporation.

ARTICLE VII.

GENERAL PROVISIONS

Section 1. Dividends. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, in accordance with applicable law. Dividends may be paid in cash, in property or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or any other purpose and the Directors may modify or abolish any such reserve in the manner in which it was created.

Section 2. Checks, Drafts or Orders. All checks, drafts or other orders for the payment of money by or to the Corporation and all notes and other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall be determined by resolution of the Board of Directors or a duly authorized committee thereof.

Section 3. Contracts. In addition to the powers otherwise granted to officers pursuant to ARTICLE IV hereof, the Board of Directors may authorize any officer or officers, or any agent or agents, of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 4. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 5. Corporate Seal. The Board of Directors may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words “Corporate Seal, Delaware.” The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 6. Voting Securities Owned By Corporation. Voting securities in any other Corporation held by the Corporation shall be voted by the chief executive officer, the president or a vice president, unless the Board of Directors specifically confers authority to vote with respect thereto, which authority may be general or confined to specific instances, upon some other person or officer. Any person authorized to vote securities shall have the power to appoint proxies, with general power of substitution.

Section 7. Inspection of Books and Records. The Board of Directors shall have power from time to time to determine to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by the laws of the State of Delaware, unless and until authorized so to do by resolution of the Board of Directors or of the stockholders of the Corporation.

Section 8. Section Headings. Section headings in these By-laws are for convenience of reference only and shall not be given any substantive effect in limiting or otherwise construing any provision herein.

Section 9. Inconsistent Provisions. In the event that any provision of these By-laws is or becomes inconsistent with any provision of the Certificate of Incorporation, the General Corporation Law of the State of Delaware or any other applicable law, the provision of these By-laws shall not be given any effect to the extent of such inconsistency but shall otherwise be given full force and effect.

Section 10. Notices. All notices referred to herein shall be in writing, shall be delivered personally or by first class mail, postage prepaid, and shall be deemed to have been given when so delivered or mailed to the Corporation at its principal executive offices and to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

ARTICLE VIII.

AMENDMENTS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend, change, add to or repeal these By-laws by the affirmative vote of a majority of the total number of Directors then in office. Any alteration or repeal of these By-laws by the stockholders of the Corporation shall require the affirmative vote of a majority of the outstanding shares of the Corporation entitled to vote on such alteration or repeal.

Exhibit 31.1

CERTIFICATION

I, Gary C. Bhojwani, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CNO Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2024

/s/ Gary C. Bhojwani
Gary C. Bhojwani
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Paul H. McDonough, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CNO Financial Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2024

/s/ Paul H. McDonough
Paul H. McDonough
Executive Vice President
and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CNO Financial Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Gary C. Bhojwani, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my actual knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gary C. Bhojwani
Gary C. Bhojwani
Chief Executive Officer

August 9, 2024

A signed original of this written statement required by Section 906 has been provided to CNO Financial Group, Inc. and will be retained by CNO Financial Group, Inc. and furnished to the Securities and Exchange Commission upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CNO Financial Group, Inc. (the "Company") on Form 10-Q for the period ending June 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Paul H. McDonough, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my actual knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Paul H. McDonough
Paul H. McDonough
Executive Vice President
and Chief Financial Officer

August 9, 2024

A signed original of this written statement required by Section 906 has been provided to CNO Financial Group, Inc. and will be retained by CNO Financial Group, Inc. and furnished to the Securities and Exchange Commission upon request.