WELLPOINT, INC

Form 10-O

October 23, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the Quarterly Period ended September 30, 2013

OR

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

For the transition period from

Commission file number: 001-16751

WELLPOINT, INC.

(Exact name of registrant as specified in its charter)

INDIANA 35-2145715
(State or other jurisdiction of incorporation or organization) Identification Number)

to

120 MONUMENT CIRCLE

INDIANAPOLIS, INDIANA
(Address of principal executive offices)

46204-4903
(Zip Code)

Registrant's telephone number, including area code: (317) 488-6000

Not Applicable

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No "

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

Large accelerated filer

X .. Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company"

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange

Act). Yes "No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Title of Each Class Outstanding at October 10, 2013

Common Stock, \$0.01 par value 295,417,144 shares

WellPoint, Inc. Quarterly Report on Form 10-Q For the Period Ended September 30, 2013 Table of Contents

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PART I. FINANCIAL INFORMATION ITEM 1. FINANCIAL STATEMENTS

| W/PI | lPoint | Inc |
|--------|---------|------|
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Consolidated Balance Sheets

| | September 30, 2013 | December 31, 2012 |
|---|--------------------|-------------------|
| (In millions, except share data) | (Unaudited) | |
| Assets | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 2,185.7 | \$ 2,484.6 |
| Investments available-for-sale, at fair value: | | |
| Fixed maturity securities (amortized cost of \$17,271.6 and \$16,033.1) | 17,538.0 | 16,912.9 |
| Equity securities (cost of \$1,023.5 and \$869.9) | 1,484.9 | 1,212.4 |
| Other invested assets, current | 15.0 | 14.8 |
| Accrued investment income | 175.4 | 162.2 |
| Premium and self-funded receivables | 4,014.0 | 3,687.4 |
| Other receivables | 1,018.3 | 928.8 |
| Income taxes receivable | 152.3 | 228.5 |
| Securities lending collateral | 837.6 | 564.6 |
| Deferred tax assets, net | 367.9 | 243.2 |
| Other current assets | 1,807.8 | 1,829.0 |
| Total current assets | 29,596.9 | 28,268.4 |
| Long-term investments available-for-sale, at fair value: | | |
| Fixed maturity securities (amortized cost of \$442.6 and \$426.0) | 437.8 | 431.5 |
| Equity securities (cost of \$27.0 and \$27.1) | 30.3 | 30.1 |
| Other invested assets, long-term | 1,516.8 | 1,387.7 |
| Property and equipment, net | 1,806.5 | 1,738.3 |
| Goodwill | 17,497.6 | 17,510.5 |
| Other intangible assets | 8,921.6 | 9,102.8 |
| Other noncurrent assets | 456.0 | 486.1 |
| Total assets | \$ 60,263.5 | \$ 58,955.4 |
| | | |
| Liabilities and shareholders' equity | | |
| Liabilities | | |
| Current liabilities: | | |
| Policy liabilities: | | |
| Medical claims payable | \$ 6,117.3 | \$ 6,174.5 |
| Reserves for future policy benefits | 60.2 | 61.3 |
| Other policyholder liabilities | 2,322.6 | 2,345.7 |
| Total policy liabilities | 8,500.1 | 8,581.5 |
| Unearned income | 939.7 | 896.8 |
| Accounts payable and accrued expenses | 3,301.2 | 3,132.5 |
| Security trades pending payable | 284.8 | 69.3 |
| Securities lending payable | 837.7 | 564.7 |
| Short-term borrowings | 350.0 | 250.0 |
| Current portion of long-term debt | 0.1 | 557.1 |
| Other current liabilities | 1,828.8 | 1,785.0 |
| Total current liabilities | 16,042.4 | 15,836.9 |
| | | |

| Long-term debt, less current portion Reserves for future policy benefits, noncurrent Deferred tax liabilities, net Other noncurrent liabilities Total liabilities | 14,514.0 701.9 3,322.9 874.2 35,455.4 | 14,170.8 750.8 3,381.0 1,013.2 35,152.7 |
|---|---|---|
| Commitment and contingencies – Note 9 | | |
| Shareholders' equity | | |
| Preferred stock, without par value, shares authorized – 100,000,000; shares issued and outstanding – none | _ | _ |
| Common stock, par value \$0.01, shares authorized – 900,000,000; shares issued and | | |
| outstanding: | 3.0 | 3.0 |
| 296,188,115 and 304,715,144 | | |
| Additional paid-in capital | 10,769.4 | 10,853.5 |
| Retained earnings | 14,040.5 | 12,647.1 |
| Accumulated other comprehensive (loss) income | (4.8 |) 299.1 |
| Total shareholders' equity | 24,808.1 | 23,802.7 |
| Total liabilities and shareholders' equity | \$ 60,263.5 | \$ 58,955.4 |
| See accompanying notes. | | |
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WellPoint, Inc. Consolidated Statements of Income (Unaudited)

| | Three Months Ended September 30 | | | Nine Months September 3 | nded | | |
|---|------------------------------------|-------------------|---|----------------------------|------|-------------------|---|
| (In millions, except per share data) | 2013 | 2012 | | 2013 | | 2012 | |
| Revenues | | | | | | | |
| Premiums | \$16,580.9 | \$14,037.1 | | \$49,509.5 | | \$42,336.6 | |
| Administrative fees | 1,027.8 | 955.6 | | 3,006.4 | | 2,928.9 | |
| Other revenue | 124.3 | 141.0 | | 360.6 | | 191.7 | |
| Total operating revenue | 17,733.0 | 15,133.7 | | 52,876.5 | | 45,457.2 | |
| Net investment income | 167.6 | 168.6 | | 482.8 | | 507.0 | |
| Net realized gains on investments | 95.4 | 54.6 | | 166.4 | | 232.0 | |
| Other-than-temporary impairment losses on investments: | | | | | | | |
| Total other-than-temporary impairment losses on | (27.1 |) (3.8 |) | (74.0 |) | (24.0 |) |
| investments | | | | | | | |
| Portion of other-than-temporary impairment losses | 0.9 | _ | | 0.9 | | 3.4 | |
| recognized in other comprehensive income | 1 | | | | | | |
| Other-than-temporary impairment losses recognized in income | (26.2 |) (3.8 |) | (73.1 |) | (20.6 |) |
| Total revenues | 17.060.9 | 15 252 1 | | 52 152 6 | | 16 175 6 | |
| | 17,969.8 | 15,353.1 | | 53,452.6 | | 46,175.6 | |
| Expenses Benefit expense | 14,075.0 | 11,984.8 | | 41,656.3 | | 35,849.8 | |
| Selling, general and administrative expense: | 14,073.0 | 11,904.0 | | 41,030.3 | | 33,049.0 | |
| | 377.3 | 390.2 | | 1,139.9 | | 1,176.5 | |
| Selling expense General and administrative expense | | 1,688.4 | | 6,275.6 | | 5,149.6 | |
| Total selling, general and administrative expense | 2,202.7 2,580.0 | 2,078.6 | | 7,415.5 | | 6,326.1 | |
| Cost of products | 68.6 | 2,078.0 66.5 | | 196.0 | | 73.2 | |
| Interest expense | 151.5 | 133.6 | | 456.9 | | 360.3 | |
| Amortization of other intangible assets | 66.6 | 63.9 | | 202.2 | | 182.1 | |
| Loss on extinguishment of debt | 145.3 | 03.9 | | 145.3 | | | |
| Total expenses | 17,087.0 | 14,327.4 | | 50,072.2 | | 42,791.5 | |
| Income before income tax expense | 882.8 | 1,025.7 | | 3,380.4 | | 3,384.1 | |
| Income tax expense | 226.6 | 334.5 | | 1,038.9 | | 1,192.8 | |
| Net income | \$656.2 | \$691.2 | | \$2,341.5 | | \$2,191.3 | |
| Net income per share | Φ030.2 | \$071.2 | | Ψ2,3-1.3 | | $\Psi 2,171.5$ | |
| Basic | \$2.21 | \$2.17 | | \$7.81 | | \$6.70 | |
| Diluted | \$2.16 | \$2.17 | | \$7.69 | | \$6.63 | |
| Dividends per share | \$0.3750 | \$0.2875 | | \$1.1250 | | \$0.8625 | |
| 21.1301130 Per bilate | 40.5750 | Ψ 0. = 0/2 | | \$ 1.1 2 50 | | \$ 0.00 <i>25</i> | |

See accompanying notes.

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WellPoint, Inc. Consolidated Statements of Comprehensive Income (Unaudited)

| | Three Months Ended September 30 | | | Nine Months Ended September 30 | | | |
|---|------------------------------------|---------|---|-----------------------------------|---|-----------|---|
| (In millions) | 2013 | 2012 | | 2013 | | 2012 | |
| Net income | \$656.2 | \$691.2 | | \$2,341.5 | | \$2,191.3 | |
| Other comprehensive income (loss), net of tax: | | | | | | | |
| Change in net unrealized gains/losses on investments | 16.3 | 168.3 | | (327.0 |) | 248.5 | |
| Change in non-credit component of | | | | | | | |
| other-than-temporary impairment losses on | (0.6 |) — | | 1.6 | | 4.4 | |
| investments | | | | | | | |
| Change in net unrealized gains/losses on cash flow hedges | 0.7 | (1.0 |) | 2.2 | | (0.6 |) |
| Change in net periodic pension and postretirement | | | | | | | |
| costs | 4.8 | 6.9 | | 18.6 | | 19.9 | |
| Foreign currency translation adjustments | 1.2 | 0.5 | | 0.7 | | (0.2 |) |
| Other comprehensive income (loss) | 22.4 | 174.7 | | (303.9 |) | 272.0 | |
| Total comprehensive income | \$678.6 | \$865.9 | | \$2,037.6 | | \$2,463.3 | |

See accompanying notes.

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WellPoint, Inc. Consolidated Statements of Cash Flows

(Unaudited)

| | Nine Month | s Ended | |
|--|------------|-------------|---|
| | September | 30 | |
| (In millions) | 2013 | 2012 | |
| Operating activities | | | |
| Net income | \$2,341.5 | \$2,191.3 | |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Net realized gains on investments | (166.4 |) (232.0 |) |
| Other-than-temporary impairment losses recognized in income | 73.1 | 20.6 | |
| Loss on extinguishment of debt | 145.3 | | |
| Loss on disposal of assets | 5.1 | 1.6 | |
| Deferred income taxes | (12.0 |) 255.3 | |
| Amortization, net of accretion | 592.7 | 474.8 | |
| Depreciation expense | 78.4 | 72.8 | |
| Share-based compensation | 103.7 | 123.7 | |
| Excess tax benefits from share-based compensation | (23.5 |) (23.2 |) |
| Changes in operating assets and liabilities, net of effect of business combinations: | | | |
| Receivables, net | (368.0 |) (133.2 |) |
| Other invested assets | 1.7 | (26.6 |) |
| Other assets | 51.6 | (33.3 |) |
| Policy liabilities | (130.3 |) (16.8 |) |
| Unearned income | 42.9 | (102.8 |) |
| Accounts payable and accrued expenses | 95.9 | (446.7 |) |
| Other liabilities | (78.0 |) (57.5 |) |
| Income taxes | 87.5 | (79.5 |) |
| Other, net | (61.7 |) (3.7 |) |
| Net cash provided by operating activities | 2,779.5 | 1,984.8 | , |
| Investing activities | • | , | |
| Purchases of fixed maturity securities | (11,494.1 |) (11,808.8 |) |
| Proceeds from fixed maturity securities: | | , , , | |
| Sales | 8,756.4 | 8,433.4 | |
| Maturities, calls and redemptions | 1,490.0 | 1,347.8 | |
| Purchases of equity securities | (574.4 |) (245.1 |) |
| Proceeds from sales of equity securities | 575.2 | 312.3 | |
| Purchases of other invested assets | (207.9 |) (153.7 |) |
| Proceeds from sales of other invested assets | 53.0 | 25.4 | |
| Changes in securities lending collateral | (273.1 |) 171.5 | |
| Purchases of subsidiaries, net of cash acquired | | (992.3 |) |
| Purchases of property and equipment | (408.1 |) (375.1 |) |
| Proceeds from sales of property and equipment | | 0.4 | |
| Other, net | (3.8 |) (0.9 |) |
| Net cash used in investing activities | (2,086.8 |) (3,285.1 |) |
| Financing activities | (=,00000 | , (=,==== | , |
| Net proceeds from commercial paper borrowings | 224.1 | 30.1 | |
| Proceeds from long-term borrowings | 1,250.0 | 4,935.2 | |
| Repayments of long-term borrowings | (1,801.9 |) (1,251.2 |) |
| Proceeds from short-term borrowings | 600.0 | 392.0 | , |
| Repayments of short-term borrowings | (500.0 |) (300.0 |) |
| repugnions of bhote term bottowings | (500.0 |) (300.0 | , |

| Changes in securities lending payable | 273.0 | (171.5 |) |
|---|-----------|------------|---|
| Changes in bank overdrafts | 72.3 | (94.6 |) |
| Repurchase and retirement of common stock | (1,170.4 |) (1,828.8 |) |
| Cash dividends | (337.5 |) (280.0 |) |
| Proceeds from issuance of common stock under employee stock plans | 374.9 | 86.7 | |
| Excess tax benefits from share-based compensation | 23.5 | 23.2 | |
| Net cash (used in) provided by financing activities | (992.0 |) 1,541.1 | |
| Effect of foreign exchange rates on cash and cash equivalents | 0.4 | (0.3 |) |
| Change in cash and cash equivalents | (298.9 |) 240.5 | |
| Cash and cash equivalents at beginning of period | 2,484.6 | 2,201.6 | |
| Cash and cash equivalents at end of period | \$2,185.7 | \$2,442.1 | |
| See accompanying notes. | | | |

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WellPoint, Inc. Consolidated Statements of Shareholders' Equity (Unaudited)

| | Common S | tock | Additional | | Accumulated | Total | |
|--|------------------|--------------|----------------------|-----------------------|---|---------------------------------|----|
| (In millions) | Number of Shares | Par Value | Paid-in Capital | Retained Earnings | Other Comprehensive Income (Loss) | Shareholder Equity | s' |
| January 1, 2013 Net income Other comprehensive loss | 304.7 | \$3.0 | \$10,853.5 — | \$12,647.1 2,341.5 | \$ 299.1 — (303.9) | \$23,802.7 2,341.5 (303.9 |) |
| Repurchase and retirement of common stock | (15.6 | (0.1 |) (566.2 |) (607.4 | _ | (1,173.7 |) |
| Convertible debenture tax adjustment | _ | _ | (3.3 |) — | _ | (3.3 |) |
| Dividends and dividend equivalents | _ | _ | _ | (340.7) | _ | (340.7 |) |
| Issuance of common stock under employee stock plans, net of related tax benefits | 7.1 | 0.1 | 485.4 | _ | _ | 485.5 | |
| September 30, 2013 | 296.2 | \$3.0 | \$10,769.4 | \$14,040.5 | \$ (4.8 | \$24,808.1 | |
| January 1, 2012 Net income Other comprehensive income | 339.4 | \$3.4 | \$11,679.2 — — | \$11,490.7 2,191.3 | \$ 114.9 — 272.0 | \$23,288.2 2,191.3 272.0 | |
| Repurchase and retirement of common stock | (28.6) | (0.3 |) (986.4 |) (842.1 | _ | (1,828.8 |) |
| Dividends and dividend equivalents | _ | _ | _ | (283.1 | _ | (283.1 |) |
| Issuance of common stock under employee stock plans, net of related tax benefits | 3.2 | _ | 176.9 | _ | _ | 176.9 | |
| September 30, 2012 | 314.0 | \$3.1 | \$10,869.7 | \$12,556.8 | \$ 386.9 | \$23,816.5 | |

See accompanying notes.

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WellPoint, Inc.
Notes to Consolidated Financial Statements
(Unaudited)
September 30, 2013
(In Millions, Except Per Share Data or As Otherwise Stated Herein)

1. Organization

References to the terms "we", "our", "us", "WellPoint" or the "Company" used throughout these Notes to Consolidated Finance Statements refer to WellPoint, Inc., an Indiana corporation, and unless the context otherwise requires, its direct and indirect subsidiaries.

We are one of the largest health benefits companies in the United States, serving 35.5 medical members through our affiliated health plans and approximately 67.4 individuals through all subsidiaries as of September 30, 2013. We offer a broad spectrum of network-based managed care plans to large and small employer, individual, Medicaid and Medicare markets. Our managed care plans include: preferred provider organizations, or PPOs; health maintenance organizations, or HMOs; point-of-service, or POS, plans; traditional indemnity plans and other hybrid plans, including consumer-driven health plans, or CDHPs; and hospital only and limited benefit products. In addition, we provide a broad array of managed care services to self-funded customers, including claims processing, underwriting, stop loss insurance, actuarial services, provider network access, medical cost management, disease management, wellness programs and other administrative services. We provide an array of specialty and other insurance products and services such as behavioral health benefit services, dental, vision, life and disability insurance benefits, radiology benefit management, analytics-driven personal health care guidance and long-term care insurance. We also provide services to the Federal Government in connection with the Federal Employee Program, or FEP, and various Medicare programs. Finally, we sell contact lenses, eyeglasses and other ocular products through our 1-800 CONTACTS, Inc., or 1-800 CONTACTS, business.

We are an independent licensee of the Blue Cross and Blue Shield Association, or BCBSA, an association of independent health benefit plans. We serve our members as the Blue Cross licensee for California; the Blue Cross and Blue Shield, or BCBS, licensee for Colorado, Connecticut, Georgia, Indiana, Kentucky, Maine, Missouri (excluding 30 counties in the Kansas City area), Nevada, New Hampshire, New York (as the BCBS licensee in 10 New York City metropolitan and surrounding counties and as the Blue Cross or BCBS licensee in selected upstate counties only), Ohio, Virginia (excluding the Northern Virginia suburbs of Washington, D.C.) and Wisconsin. In a majority of these service areas we do business as Anthem Blue Cross, Anthem Blue Cross and Blue Shield, Blue Cross and Blue Shield of Georgia, Empire Blue Cross Blue Shield, or Empire Blue Cross (in our New York service areas). Through our AMERIGROUP Corporation subsidiary, or Amerigroup, we conduct business in Florida, Georgia, Kansas, Louisiana, Maryland, Nevada, New Jersey, New Mexico, New York, Tennessee, Texas and Washington. Amerigroup also provided services to the state of Ohio through June 30, 2013. We also serve customers throughout the country as HealthLink, UniCare and in certain Arizona, California, Nevada, New York and Virginia markets through our CareMore Health Group, Inc., or CareMore, subsidiary. We are licensed to conduct insurance operations in all 50 states through our subsidiaries.

2. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles, or GAAP, for interim financial reporting. Accordingly, they do not include all of the information and footnotes required by GAAP for annual financial statements. We have omitted certain footnote disclosures that would substantially duplicate the disclosures in our 2012 Annual Report on Form 10-K, unless the information contained in those disclosures materially changed or is required by GAAP. In the opinion of management, all adjustments, including normal recurring adjustments, necessary for a fair statement of the consolidated financial statements as of and for the three and nine months ended September 30, 2013 and 2012 have been recorded. The results of operations for the three and nine months ended September 30, 2013 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2013. These unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2012 included in our 2012 Annual Report on Form 10-K.

Certain of our subsidiaries operate outside of the United States and have functional currencies other than the U.S. dollar, or USD. We translate the assets and liabilities of those subsidiaries to USD using the exchange rate in effect at the end of the period. We translate the revenues and expenses of those subsidiaries to USD using the average exchange rates in effect during the period. The net effect of these translation adjustments is included in "Foreign currency translation adjustments" in our consolidated statements of comprehensive income. Certain prior period amounts have been reclassified to conform to the current period presentation, including the presentation of our segment disclosures.

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3. Restructuring Activities

As a result of restructuring activities implemented during 2012 and 2011, we recorded liabilities for employee termination costs and lease and other contract exit costs. The restructuring activities are classified as components of general and administrative expenses in the consolidated statements of income for the respective period in which they occurred.

The 2012 restructuring activities were initiated primarily as a result of personnel changes, organizational realignment to create efficiencies in our business processes and certain integration activities associated with the Amerigroup acquisition. Activity related to these liabilities for the nine months ended September 30, 2013, by reportable segment, is as follows:

| | and Specialty Business | | Government Business | | Other | | Total | |
|---|------------------------|---|------------------------|---|-------|---|---------|---|
| 2012 Restructuring Activities | | | | | | | | |
| Employee termination costs: | | | | | | | | |
| Liability for employee termination costs at January 1, 2013 | \$60.0 | | \$54.7 | | \$2.9 | | \$117.6 | |
| Payments | (30.2 |) | (32.4 |) | (1.5 |) | (64.1 |) |
| Liability released | (6.1 |) | (1.6 |) | (0.2) |) | (7.9 |) |
| Liability for employee termination costs at September 30, 2013 | 23.7 | | 20.7 | | 1.2 | | 45.6 | |
| Lease and other contract exit costs: | | | | | | | | |
| Liability for lease and other contract exit costs at January 1, 2013 | 8.8 | | 2.9 | | 0.1 | | 11.8 | |
| Payments | (5.1 |) | (1.7 |) | (0.2) |) | (7.0) |) |
| Liability released | (0.6 |) | (0.2 |) | | | (0.8) |) |
| Liability for lease and other contract exit costs at September 30, | 2.1 | | 1.0 | | (0.1 | ` | 4.0 | |
| 2013 | 3.1 | | 1.0 | | (0.1 |) | 4.0 | |
| Total liability for 2012 restructuring activities at September 30, 2013 | \$26.8 | | \$21.7 | | \$1.1 | | \$49.6 | |

The 2011 restructuring activities were initiated as a result of a change in strategic focus primarily in response to federal health care reform. At September 30, 2013, our total liability for 2011 restructuring activities was \$18.8, of which \$2.4 related to employee termination costs and \$16.4 related to lease and other contract exit costs. We expect the remaining payments for employee termination costs to be substantially completed by the end of 2013. Payments for lease and other contract exit costs will continue to occur over the remaining terms of the related contracts. 4. Investments

We evaluate our investment securities for other-than-temporary declines based on qualitative and quantitative factors. Other-than-temporary impairment losses recognized in income totaled \$26.2 and \$3.8 for the three months ended September 30, 2013 and 2012, respectively. Other-than-temporary impairment losses recognized in income totaled \$73.1 and \$20.6 for the nine months ended September 30, 2013 and 2012, respectively. There were no individually significant other-than-temporary impairment losses on investments by issuer during the three and nine months ended September 30, 2013 and 2012. We continue to review our investment portfolios under our impairment review policy. Given the current market conditions and the significant judgments involved, there is a continuing risk that further declines in fair value may occur and additional material other-than-temporary impairment losses on investments may be recorded in future periods.

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A summary of current and long-term investments, available-for-sale, at September 30, 2013 and December 31, 2012 is as follows:

| | | | Gross Un | rea | alized Loss | | Non-Credi Componer Other-Tha | nt of | |
|---|-------------------|-----------|------------------------|-----|-------------------------|---|------------------------------------|---|----------|
| | | | Less than 12 Months | | 12 Months or Greater | | Estimated Fair Value | Temporary Impairmen Recognize AOCI | y nts |
| September 30, 2013: Fixed maturity securities: | | | | | | | | | |
| United States Government securities | \$464.0 | \$4.1 | \$(1.4 |) | \$ — | | \$466.7 | \$ <i>—</i> | |
| Government sponsored securities | 195.2 | 0.9 | (1.5 |) | | | 194.6 | _ | |
| States, municipalities and political subdivisions, tax-exempt | 6,143.2 | 234.9 | (93.6 |) | (1.2 |) | 6,283.3 | _ | |
| Corporate securities | 7,780.3 | 212.0 | (109.3 |) | (12.4 |) | 7,870.6 | (0.1 |) |
| Options embedded in convertible debt securities | t 81.0 | _ | _ | | _ | | 81.0 | _ | |
| Residential mortgage-backed securities | 2,198.4 | 52.6 | (29.4 |) | (3.3 |) | 2,218.3 | _ | |
| Commercial mortgage-backed securities | 488.1 | 11.3 | (3.4 |) | _ | | 496.0 | _ | |
| Other debt securities | 364.0 | 5.8 | (3.2 |) | (1.3 |) | 365.3 | (0.8 |) |
| Total fixed maturity securities | 17,714.2 | 521.6 | (241.8 |) | (18.2) |) | 17,975.8 | \$ (0.9 |) |
| Equity securities | 1,050.5 | 481.4 | (16.7 |) | | | 1,515.2 | | |
| Total investments, available-for-sale December 31, 2012: | \$18,764.7 | \$1,003.0 | \$(258.5 |) | \$(18.2 |) | \$19,491.0 | | |
| Fixed maturity securities: | | | | | | | | | |
| United States Government securities | \$330.3 | \$13.1 | \$(0.2 |) | \$ — | | \$343.2 | \$ <i>—</i> | |
| Government sponsored securities | 153.6 | 2.6 | | , | _ | | 156.2 | _ | |
| States, municipalities and political | 5,501.3 | 388.2 | (5.7 | ` | (1.6 | ` | 5,882.2 | | |
| subdivisions, tax-exempt | | | • | | | | | | |
| Corporate securities | 7,642.0 | 387.0 | (17.0 |) | (8.0) |) | 8,004.0 | (1.7 |) |
| Options embedded in convertible debt securities | ^t 67.2 | _ | _ | | _ | | 67.2 | _ | |
| Residential mortgage-backed securities | 2,204.7 | 103.1 | (1.1 |) | (1.9 |) | 2,304.8 | (0.4 |) |
| Commercial mortgage-backed securities | 323.2 | 22.5 | _ | | _ | | 345.7 | _ | |
| Other debt securities | 236.8 | 7.6 | (0.2 |) | (3.1 |) | 241.1 | (1.3 |) |
| Total fixed maturity securities | 16,459.1 | 924.1 | (24.2 |) | (14.6 | | 17,344.4 | \$ (3.4 |) |
| Equity securities | 897.0 | 358.0 | (12.5 |) | | | 1,242.5 | | |
| Total investments, available-for-sale | \$17,356.1 | \$1,282.1 | \$(36.7 |) | \$(14.6 |) | \$18,586.9 | _ | |
| 1 00 0010 1 00 | 7110 6 | . 1 1 | 1 | | 1 00 41 0 | C | . 1 1 1 | • , • | |

At September 30, 2013, we owned \$2,714.3 of mortgage-backed securities and \$341.8 of asset-backed securities out of a total available-for-sale investment portfolio of \$19,491.0. These securities included sub-prime and Alt-A securities with fair values of \$33.6 and \$108.4, respectively. These sub-prime and Alt-A securities had accumulated net unrealized gains of \$1.3 and \$6.1, respectively. The average credit rating of the sub-prime and Alt-A securities was "BB" and "CCC", respectively.

The following tables summarize for fixed maturity securities and equity securities in an unrealized loss position at September 30, 2013 and December 31, 2012, the aggregate fair value and gross unrealized loss by length of time those securities have been continuously in an unrealized loss position:

| ž | Less than 12 | 2 Months | | 12 Months of | | | | |
|---|----------------------|-------------------------|----------------------------|--------------|----------------------|-------------------------|----------------------------|----|
| (Securities are whole amounts) | Number of Securities | Estimated Fair Value | Gross Unrealize Loss | ed | Number of Securities | Estimated Fair Value | Gross Unrealize Loss | ed |
| September 30, 2013: | | | | | | | | |
| Fixed maturity securities: | | | | | | | | |
| United States Government securities | 24 | \$119.9 | \$(1.4 |) | | \$ — | \$ — | |
| Government sponsored securities | 23 | 56.6 | (1.5 |) | | | | |
| States, municipalities and political subdivisions, tax-exempt | 768 | 1,979.3 | (93.6 |) | 22 | 14.3 | (1.2 |) |
| Corporate securities | 1,700 | 3,075.0 | (109.3 |) | 57 | 53.0 | (12.4 |) |
| Residential mortgage-backed securities | 434 | 921.9 | (29.4 |) | 54 | 65.8 | (3.3 |) |
| Commercial mortgage-backed securities | 50 | 216.8 | (3.4 |) | 1 | 0.6 | | |
| Other debt securities | 52 | 145.7 | (3.2 |) | 17 | 17.7 | (1.3 |) |
| Total fixed maturity securities | 3,051 | 6,515.2 | (241.8 |) | 151 | 151.4 | (18.2) |) |
| Equity securities | 624 | 194.2 | (16.7 |) | | | | |
| Total fixed maturity and equity securities | 3,675 | \$6,709.4 | \$(258.5 |) | 151 | \$151.4 | \$(18.2 |) |
| December 31, 2012: | | | | | | | | |
| Fixed maturity securities: | | | | | | | | |
| United States Government securities | 17 | \$48.5 | \$(0.2 |) | | \$ — | \$ — | |
| States, municipalities and political subdivisions, tax-exempt | 184 | 420.1 | (5.7 |) | 1 | 46.9 | (1.6 |) |
| Corporate securities | 457 | 1,066.5 | (17.0 |) | 74 | 52.6 | (8.0) |) |
| Residential mortgage-backed securities | 79 | 211.0 | (1.1 |) | 44 | 25.5 | (1.9 |) |
| Commercial mortgage-backed securities | 4 | 10.1 | _ | | 3 | 4.1 | | |
| Other debt securities | 7 | 5.4 | (0.2 |) | 21 | 28.9 | (3.1 |) |
| Total fixed maturity securities | 748 | 1,761.6 | (24.2 |) | 143 | 158.0 | (14.6 |) |
| Equity securities | 961 | 149.6 | | | | | | |