Unum Group
Form 10-K
February 26, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K

(Mark One)

[X] Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2009

[ ] 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 1-11294

Unum Group

(Exact name of registrant as specified in its charter)

Delaware	**62-1598430**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1 FOUNTAIN SQUARE

CHATTANOOGA, TENNESSEE 37402

(Address of principal executive offices)

423.294.1011

(Registrant s telephone number, including area code)

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

Title of each class	**Name of each exchange on which registered**
Common stock, $0.10 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes [X] No [ ]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [ ] No [X]

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

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 [ ] 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]

The aggregate market value of the shares of the registrant s common stock held by non-affiliates (based upon the closing price of these shares on the New York Stock Exchange) as of the last business day of the registrant s most recently completed second fiscal quarter was $5.3 billion. As of February 24, 2010, there were 332,375,870 shares of the registrant s common stock outstanding.

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DOCUMENTS INCORPORATED BY REFERENCE

Portions of the information required by Part III of this Form 10-K are incorporated herein by reference from the registrant s definitive proxy statement for its 2010 Annual Meeting of Stockholders which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, within 120 days after the end of the registrant s fiscal year ended December 31, 2009.

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Cautionary Statement Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 provides a safe harbor to encourage companies to provide prospective information, as long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those included in the forward-looking statements. Certain information contained in this Annual Report on Form 10-K (including certain statements in the business description in Item 1, Management s Discussion and Analysis in Item 7, and the consolidated financial statements and related notes in Item 8), or in any other written or oral statements made by us in communications with the financial community or contained in documents filed with the Securities and Exchange Commission (SEC), may be considered forward-looking. Forward-looking statements are those not based on historical information, but rather relate to future operations, strategies, financial results, or other developments and speak only as of the date made. We undertake no obligation to update these statements, even if made available on our website or otherwise. These statements may be made directly in this document or may be made part of this document by reference to other documents filed by us with the SEC, a practice which is known as incorporation by reference. You can find many of these statements by looking for words such as will, may, should, could, believes, expects, anticipates, estimates, intends, objectives, or similar expressions in this document or in documents incorporated herein.

These forward-looking statements are subject to numerous assumptions, risks, and uncertainties, many of which are beyond our control. We caution readers that the following factors, in addition to other factors mentioned from time to time, may cause actual results to differ materially from those contemplated by the forward-looking statements:

- Unfavorable economic or business conditions, both domestic and foreign, including the continued financial market disruption.
- Legislative, regulatory, or tax changes, both domestic and foreign, including the effect of potential legislation and increased regulation in the current political environment.
- Sustained periods of low interest rates.
- Changes in claim incidence and recovery rates due to, among other factors, the rate of unemployment and consumer confidence, the emergence of new diseases, epidemics, or pandemics, new trends and developments in medical treatments, and the effectiveness of claims management operations.
- Fluctuation in insurance reserve liabilities.
- Investment results, including but not limited to, realized investment losses resulting from impairments that differ from our assumptions and historical experience.
- Changes in interest rates, credit spreads, and securities prices.
- Increased competition from other insurers and financial services companies due to industry consolidation or other factors.
- Changes in our financial strength and credit ratings.
- Rating agency actions, state insurance department market conduct examinations and other inquiries, other governmental investigations and actions, and negative media attention.
- Effectiveness in supporting new product offerings and providing customer service.
- Actual experience in pricing, underwriting, and reserving that deviates from our assumptions.
- Lower than projected persistency and lower sales growth.
- Changes in accounting standards, practices, or policies.
- Effectiveness of our risk management program.
- The level and results of litigation.
- Currency exchange rates.
- Ability of our subsidiaries to pay dividends as a result of regulatory restrictions.
- Ability and willingness of reinsurers to meet their obligations.
- Changes in assumptions related to intangible assets such as deferred acquisition costs, value of business acquired, and goodwill.
- Events or consequences relating to terrorism and acts of war, both domestic and foreign.
- Ability to recover our systems and information in the event of a disaster or unanticipated event.

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All subsequent written and oral forward-looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.

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PART I

ITEM 1. BUSINESS

General

Unum Group, a Delaware general business corporation, and its insurance and non-insurance subsidiaries, which collectively with Unum Group we refer to as the Company, operate in the United States, the United Kingdom, and, to a limited extent, in certain other countries around the world. The principal operating subsidiaries in the United States are Unum Life Insurance Company of America (Unum America), Provident Life and Accident Insurance Company (Provident), The Paul Revere Life Insurance Company (Paul Revere Life), and Colonial Life & Accident Insurance Company, and in the United Kingdom, Unum Limited. We are the largest provider of disability insurance products in the United States and the United Kingdom. We also provide a complementary portfolio of other insurance products, including employer- and employee-paid group benefits, life insurance, long-term care insurance, and other related services.

We have three major business segments: Unum US, Unum UK, and Colonial Life. Our other segments are the Individual Disability Closed Block segment and the Corporate and Other segment. These segments are discussed more fully under Reporting Segments included herein in Item 1.

Business Strategies

As one of the leading providers of employee benefits in the U.S. and the U.K., we offer a broad portfolio of products and services to meet the diverse and rapidly changing needs of employers and their employees. We offer group, individual, and voluntary benefits either as stand alone products or combined with other coverages to provide comprehensive benefits solutions for employers of all sizes. These benefits help businesses attract and retain a stronger workforce, while protecting the incomes and lifestyles of employees and their families. We believe employer-sponsored benefits represent the single most effective way to provide workers with access to the information and options they need to protect their lifestyle and provide financial security. Working people and their families, particularly those at middle and lower incomes, are perhaps the most vulnerable in today s economy and are often overlooked by many providers of financial services and products. Yet the need for employees to have access to low-cost benefits in the workplace has never been greater. For many people, employer-sponsored benefits are the primary defense against the potentially catastrophic fallout of death, illness, or injury.

We have established a corporate culture consistent with the social values our products provide. With a workforce of engaged employees dedicated to meeting the needs of our customers every day, we are committed to operating with integrity and being accountable for our actions. We believe our sound and consistent business practices, strong internal compliance program, and comprehensive risk management strategy ensure that we operate efficiently and identify and address potential areas of risk from all corners of our business. We have also applied these same values to our social responsibility efforts. Because we see important links between the obligations we have to all of our stakeholders, we place a strong emphasis on contributing to positive change in our communities.

We are an industry leader, and we believe that we are well-positioned in our sector. Due to the nature of our business, however, we are sensitive to economic and financial market movements, including consumer confidence, employment levels, and interest rates. Our business outlook, which recognizes both the challenges of the current economic environment as well as the mitigating impact of risk-reducing actions we have taken in recent years, is consistent with our risk appetite. Although the occurrence of one or more of the risk factors discussed herein may cause our results to differ from our outlook, our business plan has been tested against a variety of economic scenarios, and we believe that we can meet the challenges presented by the current economic environment.

In spite of the uncertain economic environment, we continue to make steady and disciplined progress, executing on our business plans and strengthening our financial position. We remain cautious of the near-term outlook for employment levels and wages, both of which limit opportunities for premium growth, but we believe we are poised to profitably grow as employment trends improve.

During 2010, our focus will remain on disciplined top-line growth and capital management. Objectives for the year include:

- Consistently execute our operating plans with an emphasis on disciplined, profitable growth.
- Further enhance financial flexibility through solid operating and investment performance, as well as a disciplined approach to capital management.

Continue to invest in our business, including our products and services, as well as in the professional development of our employees.
Remain positioned to capitalize on long-term growth opportunities in the marketplace.

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Reporting Segments

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Individual Disability Closed Block, and Corporate and Other. Measured as a percentage of consolidated premium income for the year ended December 31, 2009, premium income was approximately 65.2 percent for the Unum US segment, 9.2 percent for Unum UK, 13.6 percent for Colonial Life, and 12.0 percent for the Individual Disability Closed Block and Corporate and Other segments combined.

Financial information is provided in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 and Note 13 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Unum US Segment

The Unum US segment includes group long-term and short-term disability insurance, group life and accidental death and dismemberment products, and supplemental and voluntary lines of business, comprised of individual disability recently issued, group and individual long-term care, and brokerage voluntary benefits products, issued primarily by Unum America, Provident, and Paul Revere Life. Paul Revere Life no longer actively markets new business but continues to service its existing business. Premium income for this segment totaled $4,873.1 million in 2009. These products are marketed through our field sales personnel who work in conjunction with independent brokers and consultants. We discontinued selling individual long-term care insurance effective in 2009.

Group Long-term and Short-term Disability

Group long-term and short-term disability products contributed approximately 44.3 percent of the Unum US segment premium income in 2009. We sell group long-term and short-term disability products to employers for the benefit of employees. Group long-term disability provides employees with insurance coverage for loss of income in the event of extended work absences due to sickness or injury. We offer services to employers and insureds to encourage and facilitate rehabilitation, retraining, and re-employment. Most policies begin providing benefits following 90 or 180 day waiting periods and continue providing benefits until the employee reaches a certain age, generally between 65 and 70. The benefits are limited to specified maximums as a percentage of income.

Group short-term disability insurance generally provides coverage from loss of income due to injury or sickness, effective immediately for accidents and after one week for sickness, for up to 26 weeks, limited to specified maximums as a percentage of income.

Premiums for group long-term and short-term disability are generally based on expected claims of a pool of similar risks plus provisions for administrative expenses and profit. Some cases carry experience rating provisions. Premiums for experience rated group long-term and short-term disability business are based on the expected experience of the client given their industry group, adjusted for the credibility of the specific claim experience of the client. We also offer accounts handled on an administrative services only (ASO) basis, with the responsibility for funding claim payments remaining with the customer. Both group long-term and short-term disability are sold primarily on a basis permitting periodic repricing to address the underlying claims experience.

We have defined underwriting practices and procedures. If the coverage amount exceeds certain prescribed age and amount limits, we may require a prospective insured to submit evidence of insurability. Policies are typically issued, both at inception and renewal, with rate guarantees. For new group policyholders, the usual rate guarantee is one to three years. For group policies being renewed, the rate guarantee is generally one year, but may be longer. The profitability of the policy depends on the adequacy of the rate during the rate guarantee period. The contracts provide for certain circumstances in which the rate guarantees can be overridden.

Profitability of group long-term and short-term disability insurance is affected by claims experience, investment returns, persistency, and the level of administrative expenses. Morbidity is an important factor in disability claims experience. Also important is the general state of the economy; for example, during a recession the incidence of claims tends to increase under this type of insurance. In general, experience rated disability coverage for large groups has narrower profit margins and represents less risk to us than business of this type sold to small employers

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because we bear all of the risk of adverse claims experience in small case fully insured coverages while larger employers often bear much of this risk themselves. We routinely make pricing adjustments, when contractually permitted, which take into account the emerging experience on our group insurance products.

Group Life and Accidental Death and Dismemberment

Group life and accidental death and dismemberment products contributed approximately 23.9 percent of the Unum US segment premium income in 2009. Group life and accidental death and dismemberment products are sold to employers as employee benefit products. Group life consists primarily of renewable term life insurance with the coverages frequently linked to employees wages. Accidental death and dismemberment consists primarily of travel accident and other specialty risk products. Premiums are generally based on expected claims of a pool of similar risks plus provisions for administrative expenses and profit. Underwriting and rate guarantees are similar to those used for group disability products.

Profitability of group life and accidental death and dismemberment insurance is affected by claims experience, investment returns, persistency, and the level of administrative expenses.

Individual Disability Recently Issued

Individual disability recently issued products generated approximately 9.5 percent of the Unum US segment premium income in 2009. Individual disability is offered primarily to multi-life employer groups, but also on a single-life customer basis. Individual disability insurance provides the insured with a portion of earned income lost as a result of sickness or injury. Under an individual disability policy, monthly benefits generally are fixed at the time the policy is written. The benefits typically range from 30 percent to 75 percent of the insured s monthly earned income. We provide various options with respect to length of benefit periods and waiting periods before benefit payments begin, which permits tailoring of the policy to a specific policyholder s needs. We also market individual disability policies which include payments for the transfer of business ownership between partners and payments for business overhead expenses. Individual disability products do not provide for the accumulation of cash values.

Premium rates for individual disability products vary by age, gender, and occupation based on assumptions concerning morbidity, persistency, administrative expenses, and investment income. We develop our assumptions based on our own claims experience and published industry tables. Our underwriters evaluate the medical and financial condition of prospective policyholders prior to the issuance of a policy. For larger multi-life groups, some underwriting requirements may be waived.

Profitability of individual disability insurance is affected by persistency, investment returns, claims experience, and the level of administrative expenses.

Group and Individual Long-term Care

Long-term care products generated approximately 12.2 percent of the Unum US segment premium income in 2009. Group long-term care insurance is offered to employers for the benefit of employees. We previously sold individual long-term care on a single-life customer basis, but we discontinued selling individual long-term care during 2009. Long-term care insurance pays a benefit upon the loss of two or more activities of daily living and the insured s requirement of standby assistance or cognitive impairment. Payment is made on an indemnity basis, regardless of expenses incurred, up to a lifetime maximum. A reimbursement model payment option is also available for individual long-term care policies. Benefits begin after a waiting period, generally 90 days or less.

Premium rates for long-term care vary by age and gender and are based on assumptions concerning morbidity, mortality, persistency, administrative expenses, and investment income. We develop our assumptions based on our own claims experience and published industry tables. Our underwriters evaluate the medical condition of prospective policyholders prior to the issuance of a policy. For larger groups, some underwriting requirements may be waived. Long-term care insurance is offered on a guaranteed renewable basis which allows us to re-price in-force policies, subject to regulatory approval.

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Profitability is affected by claims experience, investment returns, persistency, and the level of administrative expenses.

Voluntary Benefits

Voluntary benefits products generated approximately 10.1 percent of the Unum US segment premium income in 2009. Voluntary benefits products include individual universal life and interest-sensitive life, individual disability, group and individual critical illness, and individual cancer products. These products are sold to groups of employees through payroll deduction at the workplace.

Premium rates for voluntary benefits products are based on assumptions concerning morbidity, mortality, persistency, administrative expenses, and investment income. We develop our assumptions based on our own claims experience and published industry tables. Our underwriters evaluate the medical condition of prospective policyholders prior to the issuance of a policy. For larger groups with high participation rates, some underwriting requirements may be waived. Voluntary benefits products other than life insurance are offered on a guaranteed renewable basis which allows us to re-price in-force policies, subject to regulatory approval.

Profitability of voluntary benefits products is affected by the level of employee participation, persistency, investment returns, claims experience, and the level of administrative expenses.

Unum UK Segment

The Unum UK segment includes group long-term disability insurance, group life products, and individual disability products issued by Unum Limited and sold primarily in the United Kingdom through field sales personnel and independent brokers and consultants. Premium income for this segment totaled $686.1 million in 2009, or £438.7 million in local currency.

Group Long-term Disability

Group long-term disability products contributed approximately 73.4 percent of the Unum UK segment premium income in 2009. Group long-term disability products are sold to employers for the benefit of employees. Group long-term disability provides employees with insurance coverage for loss of income in the event of extended work absences due to sickness or injury. Services are offered to employers and insureds to encourage and facilitate rehabilitation, retraining, and re-employment. Most policies begin providing benefits following 90 or 180 day waiting periods and continue providing benefits until the employee reaches a certain age, generally between 60 and 65. The benefits are limited to specified maximums as a percentage of income.

Premiums for group long-term disability are generally based on expected claims of a pool of similar risks plus provisions for administrative expenses and profit. Some cases carry experience rating provisions. Premiums for experience rated group long-term disability business are based on the expected experience of the client given its industry group, adjusted for the credibility of the specific claim experience of the client.

We have defined underwriting practices and procedures. If the coverage amount exceeds certain prescribed age and amount limits, we may require a prospective insured to submit evidence of insurability. Policies are typically issued, both at inception and renewal, with rate guarantees. In both cases the usual rate guarantee is two years. Guarantees of one year may be offered either at the request of the client or as required by us to manage risk. In a very limited number of circumstances guarantees of three years may be offered, but this will be at an additional cost. The profitability of the policy is dependent upon the adequacy of the rate during the rate guarantee period. The contracts provide for certain circumstances in which the rate guarantees can be overridden.

Profitability of group long-term disability insurance is affected by claims experience, investment returns, persistency, and the level of administrative expenses. Morbidity is an important factor in disability claims experience.

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Group Life

Group life products contributed approximately 21.5 percent of the Unum UK segment premium income in 2009. Group life products are sold to employers as employee benefit products. Group life consists primarily of renewable term life insurance with the coverages frequently linked to employees wages. Premiums for group life are generally based on expected claims of a pool of similar risks plus provisions for administrative expenses and profit. Underwriting and rate guarantees are similar to those utilized for group long-term disability products.

Profitability of group life is affected by claims experience, investment returns, persistency, and the level of administrative expenses.

Individual Disability

Individual disability products generated approximately 5.1 percent of the Unum UK segment premium income in 2009. Individual disability is offered primarily to individual retail customers. Individual disability insurance provides the insured with a portion of earned income lost as a result of sickness or injury. Under an individual disability policy, monthly benefits generally are fixed at the time the policy is written. The benefits typically range from 30 percent to 50 percent of the insured s monthly earned income. Various options with respect to length of benefit periods and waiting periods before payment begins are available and permit tailoring of the policy to a specific policyholder s needs. Individual disability products do not provide for the accumulation of cash values.

Premium rates for individual disability products vary by age, gender, and occupation based on assumptions concerning morbidity, persistency, administrative expenses, and investment income. We develop our assumptions based on our own claims experience and published industry tables. Our underwriters evaluate the medical and financial condition of prospective policyholders prior to the issuance of a policy.

Profitability of individual disability insurance is affected by persistency, investment returns, claims experience, and the level of administrative expenses.

Colonial Life Segment

The Colonial Life segment includes insurance for accident, sickness, and disability products, life products, and cancer and critical illness products issued primarily by Colonial Life & Accident Insurance Company and marketed to employees at the workplace through an agency sales force and brokers. Premium income for this segment totaled $1,015.1 million in 2009.

Accident, Sickness, and Disability

The accident, sickness, and disability product line, which generated approximately 61.7 percent of the Colonial Life premium income in 2009, consists of short-term disability plans as well as accident-only plans providing benefits for injuries on a specified loss basis. It also includes accident and health plans covering hospital admissions, confinement, and surgeries on an indemnity basis and group limited benefit medical plans which provide limited indemnity benefits for basic healthcare expenses.

Premiums for accident, sickness, and disability products are generally based on our experience for morbidity, mortality, persistency, and expenses. Premiums are primarily individual guaranteed renewable wherein we have the ability to change premiums on a state by state basis. A small percentage of the policies are written on a group basis wherein we retain the right to change premiums at the individual account level. We have defined underwriting practices and procedures for each of our products. Most policies are issued on a simplified issue basis, based on answers to simple health and employment questions. If the amount applied for exceeds certain levels, the applicant may be asked to answer additional health questions or submit to additional medical examinations.

Profitability is affected by the level of employee participation, persistency, claims experience, investment returns, and the level of administrative expenses.

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The accident and health products qualify as fringe benefits that can be purchased with pre-tax employee dollars as part of a flexible benefits program pursuant to Section 125 of the Internal Revenue Code. Flexible benefits programs assist employers in managing benefit and compensation packages and provide policyholders the ability to choose benefits that best meet their needs. Congress could change the laws to limit or eliminate fringe benefits available on a pre-tax basis, eliminating our ability to continue marketing our products this way. However, we believe our products provide value to our policyholders which will remain even if the tax advantages offered by flexible benefits programs are modified or eliminated.

Life

Group and individual life products contributed approximately 16.3 percent of the 2009 premium income for Colonial Life and are primarily comprised of universal life, whole life, level term life, and a small block of group term life policies. Premiums for the whole life and level term products are guaranteed for the life of the contract. Premiums for the universal life products are flexible and may vary at the individual policyholder level. For the group term life product, we retain the right to change premiums at the account level based on the experience of the account.

Profitability is affected by the level of employee participation, persistency, claims experience, investment returns, and the level of administrative expenses.

Cancer and Critical Illness

Cancer and critical illness policies generated approximately 22.0 percent of the 2009 premium income for the Colonial Life segment. Cancer policies provide various benefits for the treatment of cancer including hospitalization, surgery, radiation, and chemotherapy. Critical illness policies provide a lump-sum benefit on the occurrence of a covered critical illness event.

Premiums are generally based on our experience for morbidity, mortality, persistency, and expenses. Premiums are primarily individual guaranteed renewable wherein we have the ability to change premiums on a state by state basis.

Profitability of these products is affected by the level of employee participation, persistency, claims experience, investment returns, and the level of administrative expenses.

Individual Disability Closed Block Segment

Generally, the insurance policies included in the Individual Disability Closed Block segment are individual disability insurance policies that were designed to be distributed to individuals in a non-workplace setting and that were written or assumed prior to the restructuring of our individual disability business. This restructuring principally occurred during the period from 1994 through 1998 and included changes in product offerings, pricing, distribution, and underwriting. During this period we gradually changed our distribution focus for individual disability insurance to workplace distribution as opposed to individual setting distribution, resulting in many of these changes. A minimal amount of new business continued to be sold subsequent to these changes, but we stopped selling new policies in this segment at the beginning of 2004 other than update features contractually allowable on existing policies. Premium income for this segment totaled $898.5 million in 2009.

The majority of the policies included in this segment represent individual disability insurance which was written on a noncancelable basis and issued or assumed by Unum America, Provident, and Paul Revere Life. Under a noncancelable policy, as long as the insured continues to pay the fixed annual premium for the policy s duration, we cannot cancel the policy or raise the premium.

Profitability is affected by persistency, investment returns, claims experience, and the level of administrative expenses.

We have reinsurance agreements which effectively provide approximately 60 percent reinsurance coverage for our overall consolidated risk above a specified retention limit, which at December 31, 2009, equaled approximately $7.6 billion. The maximum risk limit for the reinsurer grows to approximately $2.2 billion over time, after which any further losses, if any, will revert to us.

Corporate and Other Segment

The Corporate and Other segment includes investment income on corporate assets not specifically allocated to a line of business, interest expense on corporate debt other than non-recourse debt, and certain other corporate income and expense not allocated to a line of business. The Corporate and Other segment also includes results from certain Unum US insurance products not actively marketed, including individual life and corporate-owned life insurance, reinsurance pools and management operations, group pension, health insurance, and individual annuities.

Premium income for the insurance products in this segment totaled $2.7 million in 2009. It is expected that revenue and income from these insurance products will continue to decline over time as these business lines wind down.

Discontinued Operations

During 2007, we completed the sale of our wholly-owned subsidiary, GENEX Services, Inc. (GENEX), a leading workers compensation and medical cost containment services provider. GENEX s specialty role in case management and medical cost containment related to the workers compensation market was no longer consistent with our overall strategic direction.

See Selected Financial Data contained herein in Item 6 and Note 2 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further information on our discontinued operations.

Reinsurance

In the normal course of business, we assume reinsurance from and cede reinsurance to other insurance companies. In a reinsurance transaction a reinsurer agrees to indemnify another insurer for part or all of its liability under a policy or policies it has issued for an agreed upon premium. The primary purpose of ceded reinsurance is to limit losses from large exposures. However, if the assuming reinsurer is unable to meet its obligations, we remain contingently liable. We evaluate the financial condition of reinsurers to whom we cede business and monitor concentration of credit risk to minimize our exposure. We may also require assets to be held in trust, letters of credit, or other acceptable collateral to support reinsurance recoverable balances.

In general, the maximum amount of risk retained by our U.S. insurance subsidiaries and not ceded is $750,000 per covered life per policy under a group or individual life policy or a group or individual accidental death and dismemberment policy. For Unum Limited, we generally retain £1.0 million per covered life. The amount of risk retained on individual disability products varies by policy type and year of issue. Other than catastrophic reinsurance coverage, we generally do not reinsure group or individual disability policies issued subsequent to 1999.

We have catastrophic reinsurance coverage which includes five layers of coverage to limit our exposure under life, accidental death and dismemberment, long-term care, and disability policies. We have 50 percent reinsurance coverage in each of the first two layers and 80 percent coverage in the other three layers for a total of $240.0 million of catastrophic reinsurance coverage, after a $20.0 million deductible. The first $30.0 million layer includes terrorism coverage other than that resulting from biological, chemical, and nuclear terrorism, whereas the second, third, and fourth layers each provide $50.0 million of coverage and the fifth layer $150.0 million of coverage for all catastrophic events, including acts of war and any type of terrorism. In addition to the global catastrophic reinsurance coverage noted above, Unum Limited has three layers of coverage, with each layer providing £50.0 million of coverage, to limit exposure under group life and group dependent policies. The coverage is placed at approximately 91 percent in each of the three layers for a total of £136.0 million of catastrophic reinsurance coverage, after a £150.0 million deductible. All three layers include coverage for all catastrophic events, including acts of war and any type of terrorism. Events may occur which limit or eliminate the availability of catastrophic reinsurance coverage in future years.

The reinsurance recoverable of $4,996.9 million at December 31, 2009 relates to 89 companies. Fourteen major companies account for approximately 92 percent of the reinsurance recoverable at December 31, 2009, and all of these companies are rated A or better by A.M. Best Company (AM Best) or are fully securitized by letters of credit

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or investment-grade fixed maturity securities held in trust. Of the remaining reinsurance recoverable, approximately seven percent relates to business reinsured either with companies rated A- or better by AM Best, with overseas entities with equivalent ratings or backed by letters of credit or trust agreements, or through reinsurance arrangements wherein we retain the assets in our general account. Approximately one percent of the reinsurance recoverable is held by companies either rated below A- by AM Best or not rated.

The collectibility of our reinsurance recoverable is primarily a function of the solvency of the individual reinsurers. Although we have controls to minimize our exposure, the insolvency of a reinsurer or the inability or unwillingness of a reinsurer to comply with the terms of a reinsurance contract could have a material adverse effect on our results of operations.

For further discussion of our reinsurance activities, refer to Risk Factors contained herein in Item 1A and Note 12 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Reserves for Policy and Contract Benefits

The applicable insurance laws under which insurance companies operate require that they report, as liabilities, policy reserves to meet future obligations on their outstanding policies. These reserves are the amounts which, with the additional premiums to be received and interest thereon compounded annually at certain assumed rates, are calculated to be sufficient to meet the various policy and contract obligations as they mature. These laws specify that the reserves shall not be less than reserves calculated using certain specified mortality and morbidity tables, interest rates, and methods of valuation.

The reserves reported in our financial statements contained herein are calculated in conformity with U.S. generally accepted accounting principles (GAAP) and differ from those specified by the laws of the various states and reported in the statutory financial statements of our life insurance subsidiaries. These differences result from the use of mortality and morbidity tables and interest assumptions which we believe are more representative of the expected experience for these policies than those required for statutory accounting purposes and also result from differences in actuarial reserving methods.

The assumptions we use to calculate our reserves are intended to represent an estimate of experience for the period that policy benefits are payable. If actual experience is not less favorable than our reserve assumptions, then reserves should be adequate to provide for future benefits and expenses. If experience is less favorable than the reserve assumptions, additional reserves may be required. The key experience assumptions include disability claim incidence rates, disability claim recovery rates, mortality rates, policy persistency, and interest rates. We periodically review our experience and update our policy reserves for new issues and reserves for all claims incurred, as we believe appropriate.

The consolidated statements of income include the annual change in reserves for future policy and contract benefits. The change reflects a normal accretion for premium payments and interest buildup and decreases for policy terminations such as lapses, deaths, and benefit payments.

For further discussion of reserves, refer to Risk Factors contained herein in Item 1A, Critical Accounting Estimates and the discussion of segment operating results included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7, and Note 6 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Investments

Investment activities are an integral part of our business, and profitability is significantly affected by investment results. We segment our invested assets into portfolios that support our various product lines. Generally, our investment strategy for our portfolios is to match the effective asset cash flows and durations with related expected liability cash flows and durations to consistently meet the liability funding requirements of our businesses. We seek to earn investment income while assuming credit risk in a prudent and selective manner, subject to constraints of quality, liquidity, diversification, and regulatory considerations. Our overall investment philosophy is to invest in a portfolio of high quality assets that provide investment returns consistent with that assumed in the pricing of our insurance products. Assets are invested predominately in fixed maturity securities, and the portfolio is matched with liabilities so as to eliminate as much as possible our exposure to changes in the overall level of interest rates. Changes in interest rates may affect the amount and timing of cash flows.

We actively manage our asset and liability cash flow match and our asset and liability duration match to minimize interest rate risk. We may redistribute investments between our different lines of business, when necessary, to adjust the cash flow and/or duration of the asset portfolios to better match the cash flow and duration of the liability portfolios. Asset and liability portfolio modeling is updated on a quarterly basis and is used as part of the overall interest rate risk management strategy. Cash flows from the in-force asset and liability portfolios are projected at current interest rate levels and also at levels reflecting an increase and a decrease in interest rates to obtain a range of projected cash flows under the different interest rate scenarios. These results enable us to assess the impact of projected changes in cash flows and duration resulting from potential changes in interest rates. Testing the asset and liability portfolios under various interest rate scenarios enables us to choose the most appropriate investment strategy as well as to minimize the risk of disadvantageous outcomes. This analysis is a precursor to our activities in derivative financial instruments, which are used to hedge interest rate risk and to manage duration match. We do not use derivatives for speculative purposes.

Refer to Risk Factors contained herein in Item 1A, Critical Accounting Estimates and the discussion of investments in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7, and Notes 3, 4, and 5 of the Notes to Consolidated Financial Statements contained herein in Item 8 for information on our investments and derivative financial instruments.

Ratings

AM Best, Fitch Ratings (Fitch), Moody s Investors Service (Moody s), and Standard & Poor s Corporation (S&P) are among the third parties that assign issuer credit ratings to Unum Group and financial strength ratings to our insurance subsidiaries. Issuer credit ratings reflect an agency s opinion of the overall financial capacity of a company to meet its senior debt obligations. Financial strength ratings are specific to each individual insurance subsidiary and reflect each rating agency s view of the overall financial strength (capital levels, earnings, growth, investments, business mix, operating performance, and market position) of that insuring entity and its ability to meet its obligations to policyholders. Both the issuer credit ratings and financial strength ratings incorporate quantitative and qualitative analyses by rating agencies and are routinely reviewed and updated on an ongoing basis.

Rating agencies assign an outlook statement of positive, negative, or developing to indicate an intermediate-term trend in credit fundamentals which could lead to a rating change. Positive means that a rating may be raised, negative means that a rating may be lowered, and developing means that a rating may be raised or lowered with equal probability. Alternatively, a rating may have a stable outlook to indicate that the rating is not expected to change.

Credit watch or under review highlights the potential direction of a short-term or long-term rating. It focuses on identifiable events and short-term trends that cause a rating to be placed under heightened surveillance by a rating agency. Events that may trigger this action include mergers, acquisitions, recapitalizations, or anticipated operating developments. Ratings may be placed on credit watch or under review when an event or a change in an expected trend occurs and additional information is needed to evaluate the current rating level. This status does not mean that a rating change is inevitable, and ratings may change without first being placed on a watch list.

Our financial strength ratings as of February 2010 for our principal U.S. domiciled insurance company subsidiaries were:

A- (Excellent) by AM Best 4th of 15 rankings
A (Strong) by Fitch 6th of 23 rankings
Baa1 (Adequate) by Moody s 8th of 21 rankings
A- (Strong) by S&P 7th of 21 rankings

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Our issuer credit ratings for Unum Group as of February 2010 were:

bbb- (Good) by AM Best 10th of 22 rankings
BBB (Good) by Fitch 8th of 23 rankings
Ba1 (Speculative) by Moody s 11th of 21 rankings
BBB- (Good) by S&P 10th of 22 rankings

As of February 2010, our ratings from each of the four rating agencies have a stable outlook. None of the ratings are currently under review or on credit watch. See further discussion in Risk Factors contained herein in Item 1A and in Management s Discussion and Analysis of Financial Condition and Results of Operations Ratings contained herein in Item 7. A rating is not a recommendation to buy, sell, or hold securities and may be subject to revision or withdrawal at any time by the rating agency. Each rating should be evaluated independently of any other rating.

Competition

There is intense competition among insurance companies for the types of products we sell. We believe that the principal competitive factors affecting our business are integrated product choices, price, quality of customer service and claims management, financial strength, and claims-paying ratings. In the individual and group disability markets, we compete in the United States with a limited number of major companies and regionally with other companies offering specialty products. Our principal competitors for our other products, including group life and long-term care as well as the product offerings sold to groups of employees through payroll deduction, include the largest insurance companies in the United States. Some of these companies have more competitive pricing or have higher claims-paying ratings. Some may also have greater financial resources with which to compete.

In the United Kingdom, we compete for individual and group products with a number of large internationally recognized providers. The life insurance market continues to go through a restructuring phase which has led to opportunities for both the strong specialist supplier and also new organizations that have recently been established to handle the run-off of closed businesses. Current penetration levels indicate that there is still significant upside growth potential in the United Kingdom for the types of products we offer.

All areas of the employee benefits markets are highly competitive due to the yearly renewable term nature of the products and the large number of insurance companies offering products in this market. There is a risk that purchasers of employee benefits products may be able to obtain more favorable terms from competitors in lieu of renewing coverage with us. The effect of competition may, as a result, adversely affect the persistency of these and other products, as well as our ability to sell products in the future.

We must attract and retain independent agents and brokers to actively market our products. Strong competition exists among insurers for agents and brokers. We compete with other insurers for sales agents and brokers primarily on the basis of our product offerings, financial strength, support services, and compensation. Sales of our products could be materially adversely affected if we are unsuccessful in attracting and retaining agents and brokers.

For further discussion, refer to Risk Factors contained herein in Item 1A.

Regulation

General

Our U.S. insurance subsidiaries are subject to comprehensive regulation and oversight by insurance departments in jurisdictions in which they do business and by the U.S. Department of Labor (DOL) on a national basis, primarily for the protection of policyholders. Unum Limited is subject to regulation by the Financial Services Authority (FSA) in the U.K. The state insurance departments in the United States and the FSA in the U.K. have broad administrative powers with respect to all aspects of the insurance business and, in particular, monitor the manner in which an insurance company offers, sells, and administers its products. This monitoring may include reviewing sales practices, including the content and use of advertising materials and the licensing and appointing of agents and brokers, as well as underwriting, claims, and customer service practices. The DOL enforces a comprehensive

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federal statute which regulates claims paying fiduciary responsibilities and reporting and disclosure requirements for most employee benefit plans. Our domestic insurance subsidiaries must meet the standards and tests for investments imposed by state insurance laws and regulations of the jurisdictions in which they are domiciled. Domestic insurance subsidiaries operate under insurance laws which require they establish and carry, as liabilities, statutory reserves to meet policyholder obligations. These reserves are verified periodically by various regulators. Our domestic insurance subsidiaries are examined periodically by examiners from their states of domicile and by other states in which they are licensed to conduct business. The domestic examinations have traditionally emphasized financial matters from the perspective of protection of policyholders, but they can and have covered other subjects that an examining state may be interested in reviewing, such as market conduct issues. Other states more typically perform market conduct examinations that include a review of a company s sales practices, including advertising and licensing of agents and brokers, as well as underwriting, claims, and customer service practices to determine compliance with state laws.

Examinations and Investigations

Claim-Related

During 2004 and 2005, certain of our insurance subsidiaries entered into settlement agreements with various regulators related to disability claims handling practices. The agreements provide for changes in certain of our claims handling procedures and a claim reassessment process available to certain claimants whose claims were denied or closed during specified periods. During 2007, we completed the claim reassessment process required by the 2004 and 2005 regulatory settlement agreements. The lead regulators conducted a final examination and presented their findings to Unum Group s board of directors and management in April 2008. The report of the multistate market conduct examination and the report of the California Department of Insurance market conduct examination provided that we satisfactorily complied with each of the agreements mandates and that no fines would be assessed. We continue to work closely with our regulators and also continue to work toward resolution of other outstanding legal and regulatory issues.

Broker Compensation, Quoting Process, and Other Matters

Beginning in 2004, several of our insurance subsidiaries insurance regulators requested information relating to the subsidiaries policies and practices on one or more aspects of broker compensation, quoting insurance business, and related matters. Additionally, we have responded to investigations about certain of these same matters by state attorneys general and the DOL. Following highly publicized litigation involving the alleged practices of a major insurance broker, the National Association of Insurance Commissioners (NAIC) has undertaken to provide a uniform Compensation Disclosure Amendment to the Producer Licensing Model Act that can be adopted by states in an effort to provide uniform guidance to insurers, brokers, and customers relating to disclosure of broker compensation. We expect there to be continued uncertainty surrounding this matter until clearer regulatory guidelines are established.

In June 2004, we received a subpoena from the Office of the New York Attorney General (NYAG) requesting documents and information relating to compensation arrangements between insurance brokers or intermediaries and our companies. In November 2006, we entered into a settlement agreement with the NYAG in the form of an assurance of discontinuance that provided for a national restitution fund of $15.5 million. Our restitution obligations under this agreement were completed in 2009.

In November 2009, we were contacted by Florida state insurance regulators to discuss a resolution of their investigation of our compliance with state and federal laws with respect to producer compensation, solicitation activities, policies sold to state or municipal entities, and information regarding compensation arrangements with brokers. This investigation had been commenced in 2005, and, until this most recent contact, we had received no communications from the regulators regarding this matter since December 2007.

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Capital Requirements

Risk-based capital (RBC) standards for U.S. life insurance companies have been prescribed by the NAIC. The domiciliary states of our U.S. insurance subsidiaries have all adopted a version of the RBC model formula of the NAIC, which prescribes a system for assessing the adequacy of statutory capital and surplus for all life and health insurers. The basis of the system is a risk-based formula that applies prescribed factors to the various risk elements in a life and health insurer s business to report a minimum capital requirement proportional to the amount of risk assumed by the insurer. The life and health RBC formula is designed to measure annually (i) the risk of loss from asset defaults and asset value fluctuations, (ii) the risk of loss from adverse mortality and morbidity experience, (iii) the risk of loss from mismatching of asset and liability cash flow due to changing interest rates, and (iv) business risks. The formula is used as an early warning tool to identify companies that are potentially inadequately capitalized. The formula is intended to be used as a regulatory tool only and is not intended as a means to rank insurers generally.

Unum Limited is subject to regulation, including capital adequacy requirements and minimum solvency margins, by the FSA in the U.K. Current solvency standards require an insurance company to hold capital equal to the greater of (i) a formulaic calculation of capital related to liabilities or (ii) a risk-based assessment of capital which is company specific reflecting the insurance company s individual risk profile. In 2012, Unum Limited will adopt new capital requirements and risk management standards, Solvency II, resulting from a fundamental review of the capital adequacy standards for the European insurance industry. Solvency II will replace the current capital requirements for Unum Limited. Solvency II requirements are still being developed and have not yet been adopted, but the current proposals contain new requirements on capital adequacy and risk management for insurers, including (i) requirements to demonstrate adequate financial resources, including quantitative requirements, technical provisions, and calculation of Solvency II capital requirements through either an approved full or partial internal model or the European standard formula approach (ii) requirements to demonstrate an adequate system of governance, including effective risk management and prospective risk identification, and (iii) disclosure and regulatory reporting requirements.

See further discussion in Risk Factors contained herein in Item 1A and Liquidity and Capital Resources contained herein in Item 7.

Insurance Holding Company Regulation

The insurance holding company laws and regulations of the states of Maine, Massachusetts, Tennessee, South Carolina, New York, Vermont, and California require the registration of and periodic reporting of financial and other information about operations, including inter-company transactions within the system, by insurance companies domiciled within their jurisdiction which control or are controlled by other corporations or persons so as to constitute an insurance holding company system.

Unum Group is registered under such laws as an insurance holding company system in Maine, Massachusetts, Tennessee, South Carolina, New York, Vermont, and California. Most states, including the states in which our insurance subsidiaries are domiciled, have laws and regulations that require regulatory approval of a change in control of an insurer or an insurer s holding company. Where such laws and regulations apply to Unum Group and its insurance subsidiaries, there can be no effective change in control of Unum Group unless the person seeking to acquire control has filed a statement with specified information with the insurance regulators and has obtained prior approval for the proposed change from such regulators. The usual measure for a presumptive change of control pursuant to these laws is the acquisition of 10 percent or more of the voting stock of an insurance company or its parent, although this presumption is rebuttable. Consequently, a person acquiring 10 percent or more of the voting stock of an insurance company or its parent without the prior approval of the insurance regulators in the states in which the company s insurance subsidiaries are domiciled or deemed to be domiciled will be in violation of these laws. Such a person may also be subject to one or more of the following actions: (i) injunctive action requiring the disposition or seizure of those securities by the applicable insurance regulator; (ii) prohibition of voting of such shares; and, (iii) other actions determined by the relevant insurance regulator. Further, many states insurance laws require prior notification to state insurance regulators of a change of control of a non-domiciled insurance company doing business in that state. These pre-notification statutes do not authorize the state insurance regulators to disapprove the change in control; however, they do authorize regulatory action in the affected state if particular conditions exist such as undue market concentration. Any future transactions that would constitute a change in control of Unum Group may require prior notification in those states that have adopted pre-notification laws.

These laws may discourage potential acquisition proposals and may delay, deter, or prevent a change in control of Unum Group, including through transactions, and in particular unsolicited transactions, that some or all of the stockholders of Unum Group might consider to be desirable.

In addition, such laws and regulations restrict the amount of dividends that may be paid by our insurance subsidiaries to their respective stockholders, including Unum Group and certain of its intermediate holding company subsidiaries and/or finance subsidiaries. See further discussion in Risk Factors contained herein in Item 1A and Liquidity and Capital Resources Cash Available from Subsidiaries contained herein in Item 7.

Unum Group may also from time to time be subject to regulation under applicable regulations and reporting requirements in the foreign jurisdictions in which it or its affiliates do business or have done business.

Federal Laws and Regulations

The USA PATRIOT Act of 2001 (Patriot Act), enacted in response to the terrorist attack on September 11, 2001, contains anti-money laundering and financial transparency laws and mandates the implementation of various new regulations applicable to broker-dealers and other financial services companies, including insurance companies. The Patriot Act seeks to promote cooperation among financial institutions, regulators and law enforcement entities in identifying parties that may be involved in terrorism or money laundering. Anti-money laundering laws outside of the United States contain some similar provisions. The increased obligations of financial institutions to identify their customers, watch for and report suspicious transactions, respond to requests for information by regulatory authorities and law enforcement agencies, and share information with other financial institutions, require the implementation and maintenance of internal practices, procedures, and controls.

For further discussion of regulation, refer to Risk Factors contained herein in Item 1A.

Geographic Areas

Segment operating revenue, which excludes net realized investment gains and losses, for our U.K. operations totaled $828.2 million, $1,086.1 million, and $1,171.8 million for 2009, 2008, and 2007, respectively. These amounts were approximately 8.2 percent, 10.4 percent, and 11.1 percent of total segment operating revenue for 2009, 2008, and 2007, respectively. Total assets and total liabilities, as of December 31, 2009, were $3.6 billion and $2.6 billion, respectively, for our U.K. operations. Fluctuations in the U.S. dollar relative to the local currency of our U.K. operations will impact our reported operating results. See Risk Factors contained herein in Item 1A for further discussion of fluctuations in foreign currency exchange rates. See Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 and Note 13 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion of Unum UK s operating results.

Employees

At December 31, 2009, we had approximately 9,700 full-time employees.

Available Information

Our internet website address is www.unum.com. We make available, free of charge, on or through our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing such material with the Securities and Exchange Commission.

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Executive Officers of the Registrant

Our executive officers, all of whom are also executive officers of certain of our principal subsidiaries, were appointed by Unum Group s board of directors to serve until their successors are chosen and qualified or until their earlier resignation or removal.

Name	Age	Position
Thomas R. Watjen	55	President and Chief Executive Officer and a Director
Robert O. Best	60	Executive Vice President, Chief Operating Officer Unum US
Liston Bishop III	63	Executive Vice President and General Counsel
Randall C. Horn	57	Executive Vice President, President and Chief Executive Officer, Colonial Life
Kevin P. McCarthy	54	Executive Vice President, President and Chief Executive Officer, Unum US
Richard P. McKenney	41	Executive Vice President and Chief Financial Officer
Susan L. Ring	49	Executive Vice President, President and Chief Executive Officer, Unum UK

Mr. Watjen became President and Chief Executive Officer in March 2003. He served as Vice Chairman and Chief Operating Officer from May 2002 until March 2003. He became Executive Vice President, Finance in June 1999 and assumed the additional Risk Management responsibilities in November 1999. Mr. Watjen originally joined a Unum Group predecessor company as Executive Vice President and Chief Financial Officer in 1994.

Mr. Best became Executive Vice President, Chief Operating Officer Unum US in January 2007. Prior to that, he served as Executive Vice President, Service Operations and Chief Information Officer from January 2006. Prior to that time, he served as Executive Vice President, The Client Services Center, and Chief Information Officer from May 2003. He served as Senior Vice President, Customer Loyalty Services, and Chief Information Officer from March 2000 until May 2003. Mr. Best originally joined a Unum Group predecessor company as Senior Vice President and Chief Information Officer in 1994.

Mr. Bishop became Executive Vice President and General Counsel in October 2008. Prior to this appointment, he officially began serving as Interim General Counsel in April 2008. From August 1979 through September 2008, Mr. Bishop practiced corporate and securities law with the law firm of Miller & Martin PLLC, except during the period from January 2005 through July 2007 when he was employed as deputy general counsel and corporate secretary of Coca-Cola Enterprises Inc.

Mr. Horn was named Executive Vice President, President and Chief Executive Officer, Colonial Life in May 2007. Prior to that, he served as Executive Vice President, President and Chief Executive Officer of Colonial Life & Accident Insurance Company from March 2004. Before joining the Company, he served as Executive Vice President of Mutual of Omaha Insurance Company from September 1981 until September 2003.

Mr. McCarthy was named Executive Vice President, President and Chief Executive Officer, Unum US in May 2007. He previously served as Executive Vice President, President, Unum US from January 2007. Prior to that, he served as Executive Vice President, Risk Operations from January 2006. He previously served as Executive Vice President, Underwriting from May 2003. He served as Senior Vice President, Underwriting from November 2001 until May 2003 and as Senior Vice President, Marketing, Product Development, and International from December 1999 until November 2001. Mr. McCarthy originally joined a Unum Group predecessor company in 1976.

Mr. McKenney was named Executive Vice President and Chief Financial Officer in August 2009, having joined the Company in July 2009. Before joining the Company, Mr. McKenney served as Executive Vice President and Chief Financial Officer of Sun Life Financial Inc., an international financial services company, since February 2007, having joined that company as Executive Vice President in September 2006. He served as Senior Vice President and Chief Financial Officer of Genworth Financial, Inc., a global financial security company, from May 2004 until August 2006.

Ms. Ring was named Executive Vice President, President and Chief Executive Officer, Unum UK in May 2007. She previously served as Executive Vice President, Chairman and Managing Director, Unum Limited from May 2006. She served as Chairman and Managing Director of Unum Limited from December 2002 until November 2006. She served as Operations Director from 1999 until 2002 and prior to that time was Director of Risk Management. Ms. Ring joined Unum Limited as Director of Customer Services in 1995.

ITEM 1A. RISK FACTORS

We face a wide range of risks, and our continued success depends on our ability to identify and appropriately manage our risk exposures. Discussed below are certain factors that may adversely affect our business, results of operations, or financial condition. Any one or more of the following factors may cause our actual results for various financial reporting periods to differ materially from those expressed in any forward looking statements made by or on behalf of the Company, including those in this document or made by us elsewhere, such as in earnings release investor calls, investor conference presentations, or press releases. The risks and uncertainties described herein may not be the only ones we face. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also adversely affect our business. See Cautionary Statement Regarding Forward-Looking Statements contained herein on page 1.

Unfavorable economic conditions may result in lower premium growth, higher disability claims incidence, or longer claims duration.

As a large financial institution, we are affected by conditions in the capital markets and the general economy, both in the United States and in the United Kingdom. Adversity in the capital markets and the general economy may adversely affect our business and results of operations. In particular, factors such as unemployment levels, consumer confidence levels, consumer spending, business investment, government spending, the volatility and strength of the capital markets, and inflation all affect the business and economic environment and, ultimately, the amount and profitability of our businesses. Given the nature of our products, in an economic environment characterized by higher unemployment, lower personal income, reduced consumer spending, and lower corporate earnings and investment, new product sales may be adversely affected. Our premium growth may also be negatively impacted by lower premium growth from existing customers due to lower salary growth and lower growth in the number of employees covered under an existing policy. In addition, during such periods we may experience higher disability claims incidence, longer disability claims duration, and/or an increase in policy lapses.

We and our insurance subsidiaries are subject to extensive supervision and regulation, which may affect the cost or demand for our products, may increase capital requirements for our insurance subsidiaries, or may impact our profitability or growth.

Our insurance company subsidiaries may not be able to obtain or maintain necessary licenses, permits, authorizations, or accreditations, or may be able to do so only at great cost. In addition, we may not be able to comply fully with, or obtain appropriate exemptions from, the wide variety of laws and regulations applicable to insurance companies and insurance holding companies. Failure to comply with or to obtain appropriate exemptions under any applicable laws could result in restrictions on our ability to do business in one or more of the jurisdictions in which we operate and could result in fines and other sanctions, which may have a material adverse effect on our business or results of operations.

It is possible that there will be heightened oversight of insurers by regulatory authorities in the jurisdictions in which our subsidiaries are domiciled and operate. We cannot predict specific proposals that might be adopted, or what impact, if any, such proposals or, if enacted, such laws, could have on our business, results of operations, or financial condition. The NAIC or state regulators may adopt revisions to the RBC formula, the FSA may revise its capital adequacy requirements and minimum solvency margins, other jurisdictions in which our subsidiaries operate may increase their capital requirements, or rating agencies may incorporate higher capital thresholds into their quantitative analyses, thus requiring additional capital for our insurance subsidiaries. Increased financial services regulation, such as the European Commission s Solvency II, may impose greater quantitative requirements, supervisory review, and disclosure requirements and may impact the business strategies, capital requirements, and profitability of our insurance subsidiaries.

New programs, including healthcare reform or financial services sector reform, may be enacted at the state or federal level that will compete with or diminish the need for our products, particularly as it may affect our ability to sell our products through employers or in the workplace.

Congress, as well as foreign, state, and local governments, could enact legislation related to changes in tax laws that could increase our tax costs or affect the desirability of our products to customers. Legislative changes related to pension funding requirements could negatively impact our cash flows from operations and our profitability.

Most group long-term and short-term disability plans we administer are governed by ERISA. Changes to ERISA enacted by Congress or via judicial interpretations may adversely affect the risk to us of managing employee benefit plans, increase the premiums associated with such plans, and ultimately affect their affordability and our profitability.

Many regulatory and governmental bodies have the authority to review our products and business practices and those of our agents and employees. These regulatory or governmental bodies may bring regulatory or other legal actions against us if, in their view, our practices are improper. These actions can result in substantial fines or restrictions on our business activities and may have a material adverse effect on our business or results of operations.

Regulatory examinations or investigations could result in, among other things, changes in our claims handling practices, changes in business practices, including changes in broker compensation and related disclosure practices, changes in the use and oversight of reinsurance, changes in governance and other oversight procedures, fines, and other administrative action. Such results, singly or in combination, may injure our reputation, cause negative publicity, adversely affect our issuer credit ratings and financial strength ratings, place us at a competitive disadvantage in marketing or administering our products, or impair our ability to sell or retain insurance policies, thereby adversely affecting our business, and potentially materially adversely affecting the results of operations. Determination by regulatory authorities that we have engaged in improper conduct may also adversely affect our defense of various lawsuits. See Examinations and Investigations contained herein in Item 1, Regulatory Issues in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7, and Note 14 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion.

Sustained periods of low interest rates in the long-term investment market may adversely affect our reported net investment income and our ability to purchase securities at rates of return assumed in the pricing and reserving for our insurance products, which may have a material adverse effect on our results of operations or financial condition.

An interest, or discount, rate is used in calculating our policyholder reserves. We set our reserve discount rate assumptions based on our current and expected future investment yield for assets supporting the reserves, considering current and expected future market conditions. Continued low interest rates and yields on corporate bonds may cause the rates of return on our investment portfolio to decrease more than expected, leading to lower net investment income than assumed in the pricing and reserving for our insurance products. If the discount rate assumed in our reserve calculations is higher than our future investment returns, our invested assets will not earn enough investment income to support our future claim payments. In that case, the reserves may eventually be insufficient.

See Reserves for Policy and Contract Benefits contained herein in Item 1 and Critical Accounting Estimates included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 for further discussion.

Changes in the risk results of our segments or lines of businesses may materially adversely affect our results or operations or financial condition.

In recent years, we have experienced improved risk results in most lines of business, with lower benefits and change in reserves for future benefits relative to premium income. These results may not be indicative of future performance due to, among other things, changes in our mix of business, re-pricing of certain lines of business, or any number of economic cyclical effects on our business. In addition, reserves, whether calculated under GAAP or

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statutory accounting principles, do not represent an exact calculation of future benefit liabilities but are instead estimates made by us using actuarial and statistical procedures. Actual claim experience may differ from our reserve assumptions. There can be no assurance that our reserves will be sufficient to fund our future liabilities in all circumstances. Future loss development may require reserves to be increased, which would adversely affect earnings in current and future periods. Adjustments to reserve amounts may be required in the event of changes from the assumptions regarding future morbidity (the incidence of claims and the rate of recovery, including the effects thereon of inflation and other societal and economic factors); persistency; mortality (improved life expectancies may require an increase in reserves for long-tailed products such as individual disability and long-term care); policy benefit offsets, including those for social security; and interest rates used in calculating the reserve amounts. See Reserves for Policy and Contract Benefits contained herein in Item 1 and Critical Accounting Estimates included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 for further discussion.

In addition to interest rate risk as previously discussed, we are exposed to other risks related to our investment portfolio which may adversely affect our results of operations, financial condition, or liquidity. These risks include default risk, credit spread fluctuations, the contractual terms of derivative contracts, the accuracy of valuations of securities, and the possibility that we might need to sell securities at disadvantageous times.

Investments are an integral part of our business, and our investments support our policyholder liabilities and shareholders equity. Our investment portfolio consists primarily of fixed maturity securities. These securities are issued by both domestic and foreign entities and are backed either by collateral or the credit of the underlying issuer. Factors such as an economic downturn or political change in the country of the issuer, a regulatory change pertaining to the issuer s industry, a significant deterioration in the cash flows of the issuer, accounting irregularities or fraud committed by the issuer, widening risk spreads, ratings downgrades, a change in the issuer s marketplace or business prospects, or other events that adversely affect the issuers of these securities may result in the issuer defaulting on its obligations. Our investment portfolio also includes perpetual debentures, or hybrid securities. Interest on these securities due on any payment date may be deferred by the issuer. Because interest payments are deferrable and because these securities rank behind traditional debt obligations, events that adversely affect the issuers of these securities may have a greater adverse effect on these types of investments than on our traditional fixed maturity securities.

Our mortgage loan portfolio has default risk. Events or developments, such as economic conditions that impact the ability of tenants to pay their rents or limit the availability of refinancing, may have a negative effect on our mortgage loan portfolio. Events or developments that have a negative effect on any particular geographic region or sector may have a greater adverse effect on an investment portfolio to the extent that the portfolio is concentrated in that region or sector.

A default results in the recognition of an other-than-temporary impairment loss on the investment. A default may also adversely affect our ability to collect principal and interest due to us. The probability of credit downgrades and defaults increases when the fixed income markets experience periods of volatility and illiquidity.

Our exposure to credit spreads, which is the yield above comparable Treasury securities, primarily relates to market price and cash flow variability associated with changes in credit spreads. A widening of credit spreads may increase the net unrealized loss position of the investment portfolio. Credit spread tightening may reduce net investment income associated with new purchases of fixed income securities.

We use derivative instruments to help us manage interest rate risk. Risks to our results of operations, financial condition, or liquidity include:

- Our hedges may become ineffective due to changes in expected future events for which we have hedged or if our counterparties fail or refuse to honor their obligations under these derivative instruments. Ineffectiveness of our hedges may have a material adverse effect on our results of operations or financial condition.

- If we are downgraded significantly, ratings triggers in our contracts may result in our counterparties enforcing their option to terminate the derivative contracts. Such an event may have a material adverse effect on our financial condition or our ability to hedge our risks.
- Many of our counterparties are financial institutions, and capital market turmoil may result in an increase in the risk of non-performance by financial institutions. Non-performance by our counterparties may force us to unwind the hedge. We may be unable to replace the hedge, thereby leaving the risk unhedged.
- Under the terms of our hedging contracts, we are required to post collateral and to maintain a certain level of collateral. This may adversely affect our liquidity and could subject us to the credit risk of the counterparty to the extent it holds such collateral.
- An increase in interest rates may result in losses at the time hedges are terminated, which may have a material adverse effect on our financial condition or results of operations.

We report our fixed maturity securities and certain other financial instruments at market value. Valuations may include inputs and assumptions that are less observable or require greater estimation, particularly during periods of market disruption, resulting in values which may be less than the value at which the investments may ultimately be sold. Further, rapidly changing and unprecedented credit and equity market conditions could materially impact the valuation of securities as reported in our financial statements, and the period to period changes in value could vary significantly. Decreases in value may have a material adverse effect on our results of operations or financial condition.

We evaluate our investment portfolio for impairments. There can be no assurance that we have accurately assessed the level of impairments taken. Additional impairments may need to be taken in the future, and historical trends may not be indicative of future impairments. Any event reducing the value of our securities other than on a temporary basis may have a material adverse effect on our business, results of operations, or financial condition.

While we attempt to match our asset cash flows and durations with expected liability cash flows and durations to meet the funding requirements of our business, we may in certain circumstances need to sell investments due to changes in regulatory or capital requirements, changes in tax laws, rating agency decisions, and/or unexpected changes in liquidity needs. Events such as these may force us to sell securities in an unfavorable interest rate or credit environment, with a resulting adverse effect on our results of operations, financial condition, or liquidity.

See Critical Accounting Estimates included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 and Notes 1, 3, 4, and 5 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion of our investments and derivatives.

Competition may adversely affect our market share or profitability.

All of our businesses are highly competitive. We believe that the principal competitive factors affecting our business are integrated product choices, price, quality of customer service and claims management, financial strength, and claims-paying ratings. We compete for new product sales, the retention of existing business, and the ability to attract and retain independent agents and brokers to market our products, all of which affect our profitability. The level and intensity of competition may grow due to existing competitors becoming more aggressive, new competitors entering the market, and an increase in merger and acquisition activity which may result in larger competitors with greater financial resources. The choices made by the U.S. Treasury Department in its distribution of amounts available under various capital relief programs have the effect of supporting some in the financial services industry more than others or providing advantages to some of our competitors. There are many insurance companies which actively compete with us in our lines of business, and there is no assurance that we will be able to compete effectively against these companies and new competitors in the future. See Competition contained herein in Item 1 for further discussion.

A decrease in our financial strength or issuer credit ratings may have an adverse effect on our competitive position, results of operations, or financial condition.

We compete based in part on the financial strength ratings provided by rating agencies. A downgrade of our financial strength ratings may adversely affect us and could potentially, among other things, adversely affect relationships with distributors of our products and services and retention of our sales force, negatively impact persistency and new sales, and generally adversely affect our ability to compete. A downgrade in the issuer credit rating assigned to Unum Group or a negative outlook statement by a rating agency could have an effect on our ability to raise capital and on our cost of capital. See Ratings contained herein in Item 1 and in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 for further discussion.

Events that damage our reputation may adversely affect our business, results of operations, or financial condition.

There are many events which may harm our reputation. These events could include but are not limited to those discussed herein in Item 1A regarding regulatory examinations and investigations concerning disability claims handling procedures and our practices on one or more aspects of broker compensation and related matters, as well as legal proceedings which have previously and may in the future result in court rulings and jury verdicts against us. Our reliance on independent contractors and brokers to distribute many of our products exposes our reputation to the possibility of being damaged by sales practices over which we have no means of direct control. Depending on the severity of the damage to our reputation, we may be unable to effectively compete for new products or retain our existing business. Damage to our reputation may also hinder our ability to raise new capital or increase our cost of capital. See Examinations and Investigations contained herein in Item 1, Regulatory Issues in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7, and Note 14 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information on regulatory matters and legal proceedings.

Volatility in long-term interest rates or the rate of return on pension plan assets may have a negative effect on the funded status of our pension plans and/or increase our pension costs.

The rate of return on pension plan assets is determined based on the fair value of the plan assets at the beginning and end of the measurement period. Declines in long-term interest rates or the fair value of our plan assets may result in a decrease in the funded status of our pension plans and/or increased pension costs, which may adversely affect our results of operations, financial condition, or liquidity. Conversely, a rise in interest rates could unfavorably impact the fair value of both the fixed income and equity investments in our pension plans. See Critical Accounting Estimates included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 and Note 9 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion.

Our insurance products may be affected by many factors, and changes in any of those factors may adversely affect our profitability.

Disability insurance may be affected by a number of social, economic, governmental, competitive, and other factors. Changes in societal attitudes, such as work ethic, motivation, or stability, can significantly affect the demand for and underwriting results from disability products. Competition in disability insurance has also been markedly affected by the growth of social security, workers compensation, and other governmental programs in the workplace.

Both economic and societal factors can affect claim incidence for disability insurance. Claim incidence and claim recovery rates may be influenced by, among other factors, the rate of unemployment and consumer confidence. Claim incidence and claim recovery rates may also be influenced by the emergence of new infectious diseases or illnesses. The relationship between these and other factors and overall incidence is very complex and will vary due to contract design features and the degree of expertise within the insuring organization to price, underwrite, and adjudicate the claims. Within the group disability market, pricing and renewal actions can be taken to react to higher claim rates. However, these actions take time to implement, and there is a risk that the market will not sustain increased prices. In addition, changes in economic and external conditions may not manifest themselves in claims experience for an extended period of time.

The pricing actions available in the individual disability market differ between product classes. Our individual noncancelable disability policies, in which the policy is guaranteed to be renewable through the life of the policy at a fixed premium, do not permit us to adjust premiums on our in-force business due to changes resulting from economic, societal, or other factors. Guaranteed renewable contracts that are not noncancelable can be re-priced to reflect adverse experience, but rate changes cannot be implemented as quickly as in the group disability market. Long-term care insurance can be affected by a number of demographic, medical, economic, governmental, competitive, and other factors. Because long-term care insurance is a relatively new product for the insurance industry and is long-duration in nature, there is not as much historical data as is available for our other products. This creates a level of uncertainty in properly pricing the product and using appropriate assumptions when establishing reserves. Long-term care insurance is guaranteed renewable and can be re-priced to reflect adverse experience, but the re-pricing is subject to regulatory approval which can affect the length of time in which the re-pricing can be implemented, if at all. Due to the long duration of the product, we may be unable to purchase appropriate assets with cash flows and durations such that the timing and/or amount of our investment cash flows may not match those of our maturing liabilities. Mortality continues to improve for the general population, and life expectancy has increased, which could lengthen the time a claimant receives long-term disability and long-term care benefits. Changes in actual mortality trends relative to assumptions may adversely affect our profitability for these product lines.

Group life insurance may be affected by the characteristics of the employees insured, the amount of insurance employees may elect voluntarily, our risk selection process, our ability to retain employer groups with lower claim incidence rates, the geographical concentration of employees, and mortality rates. Claim incidence may also be influenced by unexpected catastrophic events such as terrorist attacks and natural disasters, which may also affect the availability of reinsurance coverage.

Changes in accounting standards issued by the Financial Accounting Standards Board (FASB), the International Accounting Standards Board (IASB), the U.K. Accounting Standards Board (ASB), or other standard-setting bodies may adversely affect our financial statements.

Our financial statements are subject to the application of generally accepted accounting principles in both the United States and the United Kingdom, which are periodically revised and/or expanded. Accordingly, we are required to adopt new or revised accounting standards issued by recognized authoritative bodies, including the FASB and ASB. It is likely that, in the near future, both the United States and the United Kingdom will adopt International Financial Reporting Standards (IFRS) issued by the IASB. Future accounting standards we are required to adopt will change the current accounting treatment that we apply to our financial statements. It is possible that such changes may have a material adverse effect on our reported results of operations or financial condition.

An assessment by a governing tax authority may have a material adverse effect on our results of operations or financial condition.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws in a multitude of jurisdictions, both domestic and foreign. The amount of income taxes we pay is subject to ongoing audits in various jurisdictions, and a material assessment by a governing tax authority could affect profitability. Such an assessment may have a material adverse effect on our results of operations or financial condition.

We may be required to establish a valuation allowance against our deferred income tax asset.

Factors in our ability to realize a tax benefit from our deferred income tax asset include the performance of our businesses and our ability to generate realized investment gains. If we determine that all or a portion of the deferred income tax asset will not result in a future tax benefit, a valuation allowance must be established with a corresponding charge to net income or other comprehensive income. Such charges may have a material adverse effect on our results of operations or financial condition. The likelihood of recording such a valuation increases during periods of economic downturn.

Our overall risk management program may leave us exposed to unidentified or unanticipated risk, which could negatively affect our business.

We have devoted significant resources to develop our enterprise risk management program, which has the objective of managing our strategic, market, credit, insurance, operations, capital and liquidity, and reputational risks. However, our program may not be comprehensive, and our methods for managing risk may not fully predict future

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exposures. See Quantitative and Qualitative Disclosures About Market Risk contained herein in Item 7A for further information about our risk management program.

Litigation is common in our businesses and may result in significant financial losses and/or harm to our reputation.

Unum Group and/or its subsidiaries directors and officers have been sued in several lawsuits. The outcome of these lawsuits is uncertain, and we are unable to estimate a range of reasonably possible losses. Reserves have not been established for these matters. An adverse outcome in one or more of these actions may, depending on the nature, scope and amount of the ruling, adversely affect our results of operations or financial condition, encourage other litigation, and limit our ability to write new business, particularly if the adverse outcomes negatively impact certain of our ratings.

Unum Group and its insurance subsidiaries, as part of their normal operations in managing claims, are engaged in claim litigation where disputes arise as a result of a denial or termination of benefits. Typically those lawsuits are filed on behalf of a single claimant or policyholder, and in some of these individual actions punitive damages are sought, such as claims alleging bad faith in the handling of insurance claims. For our general claim litigation, we maintain reserves based on experience to satisfy judgments and settlements in the normal course. We expect that the ultimate liability, if any, with respect to general claim litigation, after consideration of the reserves maintained, will not be material to our financial condition. Nevertheless, given the inherent unpredictability of litigation, it is possible that an adverse outcome in certain claim litigation involving punitive damages may, from time to time, have a material adverse effect on our results of operations. We are unable to estimate a range of reasonably possible punitive losses.

Refer to Note 14 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information on legal proceedings.

United Kingdom currency translation risk could materially impact reported operating results.

The functional currency of our U.K. operations is the British pound sterling. Fluctuations in the pound to dollar exchange rate have an effect on our financial results. In periods when the pound weakens, translating pounds into dollars decreases current period results relative to the prior period. In periods when the pound strengthens, translating pounds into dollars increases current period results in relation to the prior period. However, it is important to distinguish between translating and converting foreign currency. Except for a limited number of transactions, we do not actually convert pounds into dollars. As a result, we view foreign currency translation as a financial reporting issue and not a reflection of operations or profitability in the U.K.

We are subject to various operational risks resulting from inadequate or failed internal processes or from external events which may damage our market position and reputation and/or adversely affect our results of operations or financial condition.

We face challenges and risks associated with the development, sale, and retention of product offerings that meet the needs of our targeted markets; maintaining effective underwriting and pricing discipline; continued effective claim management and customer service performance; ongoing expense management; delivering effective technology solutions; continued execution of our capital management strategy; and the successful implementation of operational improvements and strategic growth initiatives. Failure to successfully manage our operational risks may adversely affect our competitiveness, profitability, or financial condition.

We need to finance our ongoing operations, and this may not always be possible solely from internal sources of capital and liquidity. If we need to seek external capital, there is the risk that adverse market conditions may significantly affect our access to capital or our cost of capital.

A decrease in demand for our insurance products or an increase in the incidence of new claims or the duration of existing claims could negatively impact our cash flows from operations. Deterioration in the credit market, which could delay our ability to sell our positions in certain of our fixed maturity securities in a timely manner, could also negatively impact our cash flows. Without sufficient liquidity, we could be forced to curtail our operations, and our business may suffer. If our internal sources of liquidity prove to be insufficient, we may be unable to successfully obtain additional financing and capital on favorable terms, or at all, which may adversely affect us.

In the near term, we expect that our need for external financing is small, but changes in our business could increase our need. If our financial results are unfavorable, we may need to increase our capital in order to maintain our credit ratings or satisfy regulatory requirements. Maintaining appropriate levels of statutory surplus, as measured by state insurance regulations, is considered important by state insurance regulatory authorities and the rating agencies that rate insurers claims-paying abilities and financial strength. Failure to maintain certain levels of statutory surplus could result in increased regulatory scrutiny, action by state regulatory authorities, or a downgrade by the rating agencies. If the NAIC or state regulators adopt revisions to the RBC formula, or if the FSA revises its capital adequacy requirements and minimum solvency margins, our insurance subsidiaries may require additional capital. Need for additional capital may limit a subsidiary s ability to distribute funds to the holding company and adversely affect our ability to pay dividends on our common stock and meet our debt and other payment obligations.

Obtaining financing for even a small amount of capital could be complicated in unfavorable market conditions and during periods of economic uncertainty. The markets may exert downward pressure on availability of liquidity and credit capacity for certain issuers. The availability of financing will depend on a variety of factors such as market conditions, the general availability of credit, the overall availability of credit to the financial services industry, our credit ratings and credit capacity, and the possibility that customers or lenders could develop a negative perception of our financial prospects. Similarly, our access to funds may be impaired if regulatory authorities or rating agencies take negative actions against us. Raising capital in unfavorable market conditions could increase our interest expense or negatively impact our shareholders through increased dilution of their common stock holding in Unum Group.

See Liquidity and Capital Resources included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 for further discussion.

Our subsidiaries may be restricted from paying dividends to our holding companies.

Unum Group and certain of its subsidiaries rely on dividends from our insurance and non-insurance company subsidiaries to make dividend payments on our common stock, meet debt payment obligations, and pay our other obligations. Our insurance company subsidiaries are subject to regulatory limitations on the payment of dividends and on other transfers of funds to affiliates. The level of statutory earnings and capital in our insurance subsidiaries could impact their ability to pay dividends or to make other transfers of funds to our holding companies, which could impair our ability to pay our dividends or meet our debt and other payment obligations. See Liquidity and Capital Resources included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in Item 7 and Note 15 of the Notes to Consolidated Financial Statements contained herein in Item 8 for a discussion of the existing regulatory limitations on dividends.

Reinsurance may not be available or affordable, or reinsurers may be unwilling or unable to meet their obligations under our reinsurance contracts, which may adversely affect our results of operations or financial condition.

As part of our overall risk management strategy, we purchase reinsurance for certain risks underwritten by our various businesses. Market conditions beyond our control determine the availability and cost of the reinsurance protection. Any decrease in the amount of reinsurance will increase our risk of loss and any increase in the cost of reinsurance will, absent a decrease in the amount of reinsurance, reduce our results of operations. Accordingly, we may be forced to incur additional expenses for reinsurance or may be unable to obtain sufficient reinsurance on acceptable terms, which may adversely affect our ability to write future business or result in the assumption of more risk with respect to the policies we issue. The collectibility of our reinsurance recoverable is primarily a function of the solvency of the individual reinsurers. We cannot provide assurance that our reinsurers will pay the reinsurance recoverables owed to us or that they will pay these recoverables on a timely basis. The insolvency of a reinsurer or the inability or unwillingness of a reinsurer to comply with the terms of a reinsurance contract may have an adverse effect on our results of operations or financial condition.

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We have intangible assets such as deferred acquisition costs (DAC), value of business acquired (VOBA), and goodwill. We may be required to accelerate amortization or recognize an impairment, which may adversely affect our results of operations or financial condition.

We defer certain costs incurred in acquiring new business and expense these costs over the life of the related policies. These costs include certain commissions, other agency compensation, selection and policy issue expenses, and field expenses. VOBA represents the present value of future profits recorded in connection with the acquisition of a block of insurance policies. DAC and VOBA are amortized based primarily upon expected future premium income of the related insurance policies. Recoverability testing for DAC and VOBA is performed on an annual basis. Insurance contracts are grouped on a basis consistent with our manner of acquiring, servicing, and measuring profitability of the contracts. If recoverability testing indicates that either DAC and/or VOBA are not recoverable, the deficiency is charged to expense.

Goodwill is not amortized, but on an annual basis we review the carrying amount of goodwill for indications of impairment, considering in that review the financial performance and other relevant factors. In accordance with accounting guidance, we test for impairment at either the operating segment level or one level below. In addition, certain events including, but not limited to, a significant adverse change in legal factors or the business environment, an adverse action by a regulator or rating agency, or unanticipated competition would cause us to review goodwill for impairment more frequently than annually.

Extreme events, including terrorism, can affect the economy in general, our industry, and us specifically.

Events such as epidemics, pandemics, terrorist attacks, natural disasters, or other extreme events may materially adversely affect our business, the level of claims, or our results of operations, and in the event of extreme circumstances, our financial condition or viability. Beyond obtaining insurance coverage for our facilities, there are few, if any, commercial options through which to transfer the exposure from extreme events away from us. The continued threat of terrorism could result in increased reinsurance prices and reduced insurance coverage and potentially cause us to retain more risk than we otherwise would retain if we were able to obtain reinsurance at lower prices. In the event of nuclear or bioterrorism attacks, epidemics, or other extreme events, we could face significant costs depending on the government s actions and the responsiveness of public agencies and other insurers. In addition, we may also be adversely affected if we do not maintain adequate procedures to ensure disaster recovery and business continuity for our facilities and operations in the event of such occurrences.

We also face other risks that may adversely affect our business, results of operations, or financial condition, including but not limited to:

- A significant deficiency in our internal controls over financial reporting;
- Any requirement to restate financial results due to inappropriate application of accounting principles;
- Risks associated with security or interruption of information systems, which could cause, among other things, operational disruption and reputational harm;
- A guaranty fund assessment by a governing regulatory body to cover the proportional cost of an insolvent or failed insurer;
- Failure to adequately plan for succession of our senior management and other key executives; and
- Failure of our processes to prevent and detect fraud and/or unethical conduct of employees.

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ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

We occupy approximately 2.7 million square feet of space at four principal operating centers in Chattanooga, Tennessee; Portland, Maine; Worcester, Massachusetts; and Columbia, South Carolina.

We own and occupy two connected buildings in Chattanooga, Tennessee, with approximately 901,000 square feet of office space. We own and occupy five facilities in Portland, Maine, with approximately 838,000 square feet of office space. We own and occupy facilities totaling approximately 385,000 square feet in Worcester, Massachusetts. We lease and occupy approximately 89,000 square feet of office space in Glendale, California. These properties are used primarily for operations supporting Unum US, Individual Disability Closed Block, and Corporate and Other.

We own and occupy approximately 523,000 square feet of office space in Columbia, South Carolina, used primarily for operations supporting Colonial Life.

We also occupy office buildings in the United Kingdom which serve as the home offices of Unum UK. We own and occupy property located in Dorking, with approximately 63,000 square feet of office space. In addition, approximately 65,000 square feet of office space is leased and occupied in two office buildings located in Bristol and Basingstoke.

Additionally, we lease other office space, for periods principally from five to ten years, for use by our affiliates and sales forces.

Our properties and facilities are suitable and adequate for current operations.

ITEM 3. LEGAL PROCEEDINGS

Refer to Note 14 of the Notes to Consolidated Financial Statements contained herein in Item 8 for information on legal proceedings.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

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PART II

ITEM 5. MARKET FOR REGISTRANT S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Common stock of Unum Group is traded on the New York Stock Exchange. The stock symbol is UNM. Quarterly market prices and dividends declared and paid per share of common stock are as follows:

	Market Price		
	High	**Low**	**Dividend**
2009			
1st Quarter	$ 20.51	$ 7.61	$ 0.0750
2nd Quarter	18.94	11.80	0.0750
3rd Quarter	23.25	14.37	0.0825
4th Quarter	22.78	18.48	0.0825
2008			
1st Quarter	$ 24.50	$ 19.22	$ 0.0750
2nd Quarter	24.99	20.40	0.0750
3rd Quarter	27.50	19.43	0.0750
4th Quarter	26.20	9.33	0.0750

The following graph shows a five year comparison of cumulative total returns for our common stock s historical performance, the S&P 500 Index, and the Insurance Index (non-weighted average of total returns from the S&P Life & Health Index and the S&P Multi-line Index). Past performance is not an indication of future results.

As of February 24, 2010, there were 14,915 registered holders of common stock.

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For information on restrictions relating to our insurance subsidiaries ability to pay dividends to the holding company see Liquidity and Capital Resources Cash Available from Subsidiaries contained herein in Item 7 and Note 15 of the Notes to Consolidated Financial Statements contained herein in Item 8. For information relating to compensation plans under which Unum Group s equity securities are authorized for issuance, see Item 12 contained herein.

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ITEM 6. SELECTED FINANCIAL DATA

(in millions of dollars, except share data)

	At or for the Year Ended December 31				
	2009	2008	2007	2006	2005
Income Statement Data					
Revenue					
Premium Income	$ 7,475.5	$ 7,783.3	$ 7,901.1	$ 7,948.2	$ 7,815.6
Net Investment Income	2,346.6	2,389.0	2,409.9	2,320.6	2,188.3
Net Realized Investment Gain (Loss)	11.7	(465.9)	(65.2)	2.2	(6.7)
Other Income	257.2	275.9	274.1	264.3	262.1
Total	10,091.0	9,982.3	10,519.9	10,535.3	10,259.3
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits (1)	6,291.6	6,626.4	6,988.2	7,577.2	7,083.2
Commissions	837.1	853.3	841.1	819.0	804.7
Interest and Debt Expense (2)	125.4	156.7	241.9	217.6	208.0
Other Expenses (3)	1,544.6	1,521.9	1,451.5	1,456.1	1,469.5
Total	8,798.7	9,158.3	9,522.7	10,069.9	9,565.4
Income from Continuing Operations Before Income Tax	1,292.3	824.0	997.2	465.4	693.9
Income Tax (4)	439.7	270.8	324.8	61.8	189.9
Income from Continuing Operations	852.6	553.2	672.4	403.6	504.0
Income from Discontinued Operations			6.9	7.4	9.6
Net Income	$ 852.6	$ 553.2	$ 679.3	$ 411.0	$ 513.6
Balance Sheet Data					
Assets	$ 54,477.0	$ 49,417.4	$ 52,701.9	$ 52,977.8	$ 51,975.8
Long-term Debt	$ 2,549.6	$ 2,259.4	$ 2,515.2	$ 2,659.6	$ 3,261.6
Accumulated Other Comprehensive Income (Loss)	$ 341.0	$ (958.2)	$ 463.5	$ 612.8	$ 1,163.5
Other Stockholders Equity	8,159.1	7,356.1	7,576.4	7,106.0	6,200.4
Total Stockholders Equity	$ 8,500.1	$ 6,397.9	$ 8,039.9	$ 7,718.8	$ 7,363.9

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	At or for the Year Ended December 31				
	2009	2008	2007	2006	2005
Per Share Data					
Income from Continuing Operations					
Basic	$ 2.57	$ 1.62	$ 1.90	$ 1.25	$ 1.71
Assuming Dilution	$ 2.57	$ 1.62	$ 1.89	$ 1.21	$ 1.61
Income from Discontinued Operations					
Basic	$ -	$ -	$ 0.02	$ 0.02	$ 0.03
Assuming Dilution	$ -	$ -	$ 0.02	$ 0.02	$ 0.03
Net Income					
Basic	$ 2.57	$ 1.62	$ 1.92	$ 1.27	$ 1.74
Assuming Dilution	$ 2.57	$ 1.62	$ 1.91	$ 1.23	$ 1.64
Stockholders Equity	$ 25.62	$ 19.32	$ 22.28	$ 22.53	$ 24.66
Cash Dividends	$ 0.315	$ 0.300	$ 0.300	$ 0.300	$ 0.300
Weighted Average Common Shares Outstanding					
Basic (000s)	331,266.2	341,022.8	352,969.1	324,654.9	295,776.4
Assuming Dilution (000s)	332,136.2	341,560.3	355,776.5	334,361.7	312,512.6

(1) Included are regulatory claim reassessment charges of $65.8 million, $396.4 million, and $52.7 million in 2007, 2006, and 2005, respectively.

(2) Included are costs related to early retirement of debt of $0.4 million, $58.8 million, and $25.8 million in 2008, 2007, and 2006, respectively.

(3) Includes the net increase in deferred acquisition costs, compensation expense, and other expenses. Included in these expenses are regulatory claim reassessment charges (credits) and broker compensation settlement expenses of $(12.8) million, $33.5 million, and $22.3 million in 2007, 2006, and 2005, respectively.

(4) Amounts reported for 2006 and 2005 include income tax benefits of $91.9 million primarily as the result of group relief benefits obtained from the use of net operating losses in a foreign jurisdiction in which our businesses operate and $42.8 million related to the reduction of income tax liabilities, respectively.

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ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The discussion and analysis presented in this section should be read in conjunction with our consolidated financial statements and notes thereto in Item 8.

Executive Summary

We believe we have successfully developed an overall risk management structure that focuses on risk at all levels of our organization. Through our operational risk strategy, we continue to focus on delivering the highest quality customer experience and continuous improvement initiatives, which we believe will both mitigate future business volatility and further strengthen our reputation. Through our insurance risk strategy, we have maintained our emphasis on pricing our business for profitable growth, and we have improved our risk profile through the development of a more balanced business mix across our product lines and the markets we serve. Through our investment risk strategy, we have managed our claim reserve discount rates relative to investment portfolio yield rates, avoided certain asset class problems, and continued to operate within a conservative investment risk appetite. Through the implementation of our capital management risk strategy, we have strengthened our balance sheet and maintained financial flexibility which we believe will support our operations over various economic cycles. Collectively, these efforts will help us manage operational, insurance, investment, and capital risk across our enterprise.

Throughout 2009, we continued our focus on a number of key areas. Our objectives for 2009 were:

- Consistent execution of our operating plans. We continued our emphasis on disciplined, profitable growth.
- Maintain a strong investment portfolio. We maintained disciplined credit analysis in our selection of investment assets and continued to be conservative within our investment risk tolerances.
- Build and effectively use capital. We continued to build capital and manage it effectively within our capital management strategy objectives.
- Professional development of our employees. We continued our focus on employee training and development as well as talent management.

2009 Operating Performance

Our Unum US segment reported an increase in segment operating income of 13.3 percent in 2009 compared to last year, with the risk experience across our product lines remaining generally stable despite the difficult environment. The benefit ratio for Unum US was 79.1 percent for 2009 compared to 80.6 percent in the prior year, with group disability reporting a benefit ratio of 86.3 percent in 2009 compared to 89.9 percent in 2008. This was consistent with our goal of continual profit margin improvement for our Unum US group disability line of business. Unum US premium income decreased 1.8 percent in 2009 compared to 2008. Market dynamics, including the ongoing high levels of unemployment and the competitive environment, continued to pressure our sales and premium income growth. In particular, premium growth from existing customers was unfavorably impacted by lower salary growth and lower growth in the number of employees covered under an existing policy. Unum US sales increased 1.2 percent in 2009 compared to last year. Our group core market segment, which we define for Unum US as employee groups with fewer than 2,000 lives, reported a sales increase of 7.9 percent in 2009 relative to the prior year. The number of new accounts in our core market segment increased 6.5 percent relative to 2008. Sales in the group large case market segment increased 1.2 percent compared to 2008. Our supplemental and voluntary sales, which were negatively impacted by the current economic conditions, decreased 6.8 percent in 2009 relative to the prior year. New products and initiatives in 2009 included significant technology investments in our underwriting and claim management systems; expansion of our *Simply Unum* platform and the next generation of products; an increase in our enrollment teams to build enrollment capacity; and investments in training, development, and expansion of our sales force.

Our Unum UK segment reported a decrease in segment operating income of 7.3 percent for 2009, as measured in Unum UK s local currency, relative to last year. The decrease was driven primarily by an 8.3 percent decline in premium income due to a smaller in-force block of group disability business resulting from lower sales and persistency during 2008 and 2007, primarily as a result of the competitive U.K. market. Similar to Unum US,

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premium income for Unum UK was also negatively impacted during 2009 by lower premium growth from existing customers. The benefit ratio for Unum UK was 54.5 percent in 2009 compared to 57.5 percent in the prior year, with declining disability claim incidence and stable claim recoveries for group disability. Overall sales in Unum UK increased 42.9 percent in 2009 compared to the prior year, aided by the exit of another large insurance provider from the U.K. group risk market. Persistency generally improved over the levels of 2008. New initiatives in 2009 included the relaunch of our group life product and the development of new products intended to further expand the group market in the U.K.

Our Colonial Life segment reported an increase in segment operating income of 4.8 percent in 2009 compared to last year. Premium income increased 3.9 percent in 2009 despite the difficult environment. Risk results were generally in line with our expectations, with a benefit ratio of 47.3 percent in 2009 compared to 47.5 percent in 2008. Colonial Life s sales in 2009 increased 1.1 percent relative to last year, with a 7.2 percent growth in new account sales and a 2.3 percent decline in existing account sales. The largest sales growth by market segment was in the public sector, with growth of 11.8 percent. The number of new accounts and new contracts both increased relative to the prior year, while the average new case size declined. New initiatives for 2009 included continued implementation of a new enrollment system and platform and investments in growing and expanding the sales force with particular focus on recruiting, training, and sales incentives.

Our investment strategy continues to serve as an important component of our overall business performance. We are focused on both the quality of our investment portfolio and on investing new money in investments appropriate for our liabilities. The weighted average credit rating of our portfolio was A3 as of the end of 2009. The net unrealized gain on our fixed maturity securities was $2.0 billion at the end of 2009, compared to a loss of $2.3 billion at year end 2008. Our net investment income in 2009 was 1.8 percent below the level of the prior year, due primarily to the weaker pound to dollar exchange rate, fewer bond call premiums and consent fees, lower income on bonds in Unum UK for which interest income is linked to an inflation index, and lower interest rates on floating rate assets. The impact on operating results from the lower net investment income on floating rate assets and the inflation index-linked investments was partially offset by lower debt interest expense and benefits and reserves. Although our 2009 results include net realized investment losses on fixed maturity securities that we either sold or considered other-than-temporarily impaired, we believe our investment portfolio is well positioned. We have low levels of below-investment-grade securities, no exposure to subprime mortgages, Alt-A loans, or collateralized debt obligations in our asset-backed or mortgage-backed securities portfolios, and minimal exposure to collateralized debt obligations within our public bond portfolio.

We believe our capital and financial position are very strong. At the end of 2009, the risk-based capital ratio for our traditional U.S. insurance subsidiaries, calculated on a weighted average basis using the NAIC Company Action Level formula, was approximately 382 percent, compared to 332 percent at the end of 2008. Our leverage ratio, when calculated excluding the non-recourse debt and associated capital of Tailwind Holdings, LLC (Tailwind Holdings) and Northwind Holdings, LLC (Northwind Holdings), was 20.5 percent at December 31, 2009 compared to 21.5 percent at December 31, 2008. Our leverage ratio, when calculated using consolidated debt to total consolidated capital, was 24.8 percent at December 31, 2009 compared to 26.6 percent at December 31, 2008. The cash and marketable securities at our holding companies equaled approximately $915 million at the end of 2009 compared to $526 million at the end of 2008.

Further discussion is included in Segment Results, Investments, and Liquidity and Capital Resources contained in this Item 7.

Outlook for 2010

During 2010, we intend to continue our focus on a number of key areas.

- Consistently execute our operating plans with an emphasis on disciplined, profitable growth.
- Further enhance financial flexibility through solid operating and investment performance, as well as a disciplined approach to capital management.
- Continue to invest in our business, including our products and services, as well as in the professional development of our employees.
- Remain positioned to capitalize on long-term growth opportunities in the marketplace.

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Looking ahead, we have confidence in our overall financial position as well as our position in the markets in which we operate. While this economic environment continues to present a number of challenges, not the least of which is an uncertain employment outlook, we believe substantial opportunities exist for our business, and we will continue to take steps to ensure that we are well-positioned to capitalize on them.

Specifically, we will continue our disciplined approach to growth and risk management during 2010. We intend to closely monitor emerging risks and adjust our strategies as appropriate. We expect our capital to continue to build as we take a conservative approach to capital deployment and seek to retain significant financial flexibility.

From a growth standpoint, we expect that 2010 may be characterized by earnings growth somewhat below our longer-term expectations for our business areas due to continuing pressures on new revenue. Although we expect sales and premium growth during 2010 in a number of our product lines as we implement our market strategies, consolidated sales and premium income may continue to be impacted by the recession. This may be reflected by slower growth in sales and premiums resulting from the high unemployment rates, lower salary growth, and lower growth in the number of employees covered under existing customer policies.

We have thus far seen little recessionary impact on our group disability incidence levels. We will continue to focus on disciplined underwriting, pricing, claims management, investment strategies, and expense management.

Regulatory Issues

During 2007, we completed the claim reassessment process required by the 2004 and 2005 regulatory settlement agreements. The lead regulators conducted a final examination and presented their findings to Unum Group s board of directors and management on April 14, 2008. The report of the multistate market conduct examination for the Maine Bureau of Insurance, Massachusetts Division of Insurance, New York State Insurance Department, Tennessee Department of Commerce and Insurance, and other participating jurisdictions as well as the report of the California Department of Insurance market conduct examination both provided that we satisfactorily complied with each of the agreements mandates and that no fines will be assessed.

Prior to completion of the claim reassessment process, in the second quarter of 2007 we increased our provision for the estimated cost of the claim reassessment process $53.0 million before tax and $34.5 million after tax based on changes in our emerging experience for the number of decisions being overturned and the average cost per reassessed claim. The revised second quarter of 2007 estimate was based on the cost of approximately 99 percent of the potential inventory of claim reassessment information forms returned to us, with our claim reassessment on approximately 88 percent of the forms completed at that time. At the time of our second quarter of 2007 revision, we had not yet finalized our claim reassessment on the remaining forms but had performed a financial review and included that information in our analysis of emerging experience. Additional information regarding the second quarter revision to our estimate is as follows:

1. We increased our previous estimate for benefit costs for claims reopened for our Unum US group long-term disability product line $76.5 million. The revision related to the increase during the second quarter of 2007 in the overturn rate and the average cost, as well as a slightly higher number of claims.

2. We decreased our previous estimate for benefit costs for claims reopened for our Individual Disability Closed Block segment $10.7 million. Although the experience relative to our assumptions for the overturn rate was slightly higher, experience indicated that the total number of claims for this segment would be fewer than our previous assumptions.

3. We decreased our previous estimate for the additional incremental direct claim reassessment operating expenses $12.8 million due to our projections for an earlier completion of the reassessment process. We released $10.3 million for Unum US group long-term disability and $2.5 million for our Individual Disability Closed Block segment.

4. These second quarter of 2007 adjustments to our claim reassessment costs decreased 2007 before-tax operating earnings for our Unum US group disability line of business $66.2 million and increased 2007 before-tax operating earnings for our Individual Disability Closed Block segment $13.2 million.

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Acquisitions and Dispositions

During the first quarter of 2008, we established a new company, Unum Ireland Limited, which is an indirect wholly-owned subsidiary of Unum Group. The purpose of Unum Ireland Limited is to expand our information technology resource options to ensure that our resource capacity keeps pace with the growing demand for information technology support. This subsidiary is located in Carlow, Ireland.

During the first quarter of 2007, we completed the sale of our wholly-owned subsidiary, GENEX Services, Inc. (GENEX), a leading workers compensation and medical cost containment services provider. Our growth strategy is focused on the development of our primary markets, and GENEX s specialty role in case management and medical cost containment related to the workers compensation market was no longer consistent with our overall strategic direction. We recognized an after-tax gain on the transaction of approximately $6.2 million. See Note 2 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information.

Accounting Updates

For information on accounting updates and the impact, if any, on our financial position or results of operations, see Note 1 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Critical Accounting Estimates

We prepare our financial statements in accordance with GAAP. The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect amounts reported in our financial statements and accompanying notes. The accounting estimates we deem to be most critical to our results of operations and balance sheets are those related to reserves for policy and contract benefits, deferred acquisition costs, valuation of investments, pension and postretirement benefit plans, income taxes, and contingent liabilities. Estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed in our financial statements.

For additional information, refer to our significant accounting policies in Note 1 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Reserves for Policy and Contract Benefits

Our largest liabilities are reserves for claims that we estimate we will eventually pay to our policyholders. The two primary categories of reserves are policy reserves for claims not yet incurred and claim reserves for claims that have been incurred or are estimated to have been incurred but not yet reported to us. These reserves equaled $37.8 billion and $37.2 billion at December 31, 2009 and 2008, respectively, or approximately 82 percent of our total liabilities at year end 2009. Reserves ceded to reinsurers were $6.7 billion at December 31, 2009 and 2008 and are reported as a reinsurance recoverable in our consolidated balance sheets.

Policy Reserves

Policy reserves are established in the same period we issue a policy and equal the difference between projected future policy benefits and future premiums, allowing a margin for expenses and profit. These reserves relate primarily to our traditional non interest-sensitive products, including our individual disability, individual and group long-term care, and voluntary benefits products in our Unum US segment; individual disability products in our Unum UK segment; disability and cancer and critical illness policies in our Colonial Life segment; and, the Individual Disability Closed Block segment products. The reserves are calculated based on assumptions that were appropriate at the date the policy was issued and are not subsequently modified unless the policy reserves become inadequate (i.e., loss recognition occurs).

- Persistency assumptions are based on our actual historical experience adjusted for future expectations.
- Claim incidence and claim resolution rate assumptions related to mortality and morbidity are based on actual experience or industry standards adjusted as appropriate to reflect our actual experience and future expectations.

Discount rate assumptions are based on our current and expected net investment returns.
In establishing policy reserves, we use assumptions that reflect our best estimate while considering the potential for adverse variances in actual future experience, which results in a total policy reserve balance that has an embedded reserve for adverse deviation. We do not, however, establish an explicit and separate reserve as a provision for adverse deviation from our assumptions.

We perform loss recognition tests on our policy reserves annually, or more frequently if appropriate, using best estimate assumptions as of the date of the test, without a provision for adverse deviation. We group the policy reserves for each major product line within a segment when we perform the loss recognition tests. If the policy reserves determined using these best estimate assumptions are higher than our existing policy reserves net of any deferred acquisition cost balance, the existing policy reserves are increased or deferred acquisition costs are reduced to immediately recognize the deficiency. Thereafter, the policy reserves for the product line are calculated using the same method we used for the loss recognition testing, referred to as the gross premium valuation method, wherein we use our best estimate as of the gross premium valuation (loss recognition) date rather than the initial policy issue date to determine the expected future claims, commissions, and expenses we will pay and the expected future gross premiums we will receive.

Because the key policy reserve assumptions for policy persistency, mortality and morbidity, and discount rates are all locked in at policy issuance based on assumptions appropriate at that time, policy reserve assumptions are not changed due to a change in claim status from active to disabled subsequent to policy issuance. Therefore, we maintain policy reserves for a policy for as long as the policy remains in-force, even after a separate claim reserve is established. Incidence rates in industry standard valuation tables for policy reserves have traditionally included all lives, active and disabled. In addition, the waiver of premium provision provides funding for the policy reserve while a policyholder is disabled. As a result, the funding mechanisms and the cost of claims are aligned and require a policy reserve to be held while on claim. In addition, most policies allow for multiple occurrences of claims, and a policy reserve is consequently still maintained at the time of claim to fund any potential future claims. The policy reserves build up and release over time based on assumptions made at the time of policy issuance such that the reserve is eliminated as policyholders reach the terminal age for coverage, die, or voluntarily lapse the policy.

Policy reserves for Unum US, Unum UK, and Colonial Life products, which at December 31, 2009 represented approximately 37.4 percent, 0.2 percent, and 9.3 percent, respectively, of our total gross policy reserves, are determined using the net level premium method as prescribed by GAAP. In applying this method, we use, as applicable by product type, morbidity and mortality incidence rate assumptions, claim resolution rate assumptions, and policy persistency assumptions, among others, to determine our expected future claim payments and expected future premium income. We then apply an interest, or discount, rate to determine the present value of the expected future claims, commissions, and expenses we will pay and the expected future premiums we will receive, with a provision for profit allowed.

Policy reserves for our Individual Disability Closed Block segment, which at December 31, 2009, represented approximately 10.4 percent of our total gross policy reserves, are determined using the gross premium valuation method based on assumptions established as of January 1, 2004, the date of loss recognition. Key assumptions are policy persistency, claim incidence, claim resolution rates, commission rates, and maintenance expense rates. We then apply an interest, or discount, rate to determine the present value of the expected future claims, commissions, and expenses we will pay as well as the expected future premiums we will receive. There is no provision for profit. The interest rate is based on our expected net investment returns on the investment portfolio supporting the reserves for this segment. Under the gross premium valuation method, we do not include an embedded provision for the risk of adverse deviation from these assumptions. Gross premium valuation assumptions do not change after the date of loss recognition unless reserves are again determined to be deficient. We perform loss recognition tests on the policy reserves for this block of business quarterly.

The Corporate and Other segment includes certain products no longer actively marketed, the majority of which have been reinsured. Policy reserves for this segment represent $5.6 billion on a gross basis, or approximately 42.7 percent, of our total policy reserves. We have ceded $4.3 billion of the related policy reserves to reinsurers. The ceded reserve balance is reported in our consolidated balance sheets as a reinsurance recoverable. We continue to service a block of group pension products, which we have not ceded, and the policy reserves for these products are based on expected mortality rates and retirement rates. Expected future payments are discounted at interest rates reflecting the anticipated investment returns for the assets supporting the liabilities.

Claim Reserves

Claim reserves are established when a claim is incurred or is estimated to have been incurred but not yet reported (IBNR) to us and, as prescribed by GAAP, equals our long-term best estimate of the present value of the liability for future claim payments and claim adjustment expenses. A claim reserve is based on actual known facts regarding the claim, such as the benefits available under the applicable policy, the covered benefit period, and the age and occupation of the claimant, as well as assumptions derived from our actual historical experience and expected future changes in experience for factors such as the claim duration and discount rate. Reserves for IBNR claims, similar to incurred claim reserves, include our assumptions for claim duration and discount rates but because we do not yet know the facts regarding the specific claims, are also based on historical incidence rate assumptions, including claim reporting patterns, the average cost of claims, and the expected volumes of incurred claims. Our incurred claim reserves and IBNR claim reserves do not include any provision for the risk of adverse deviation from our assumptions.

Claim reserves, unlike policy reserves, are subject to revision as current claim experience and projections of future factors affecting claim experience change. Each quarter we review our emerging experience to ensure that our claim reserves are appropriate. If we believe, based on our actual experience and our view of future events, that our long-term assumptions need to be modified, we adjust our reserves accordingly with a charge or credit to our current period income.

Multiple estimation methods exist to establish claim reserve liabilities, with each method having its own advantages and disadvantages. Available reserving methods utilized to calculate claim reserves include the tabular reserve method, the paid development method, the incurred loss development method, the count and severity method, and the expected claim cost method. No singular method is better than the others in all situations and for all product lines. The estimation methods we have chosen are those that we believe produce the most reliable reserves at that time.

Claim reserves supporting our Unum US group and individual disability and group and individual long-term care lines of business and our Individual Disability Closed Block segment represent approximately 39.4 percent and 43.2 percent, respectively, of our total claim reserves at December 31, 2009. We use a tabular reserve methodology for group and individual long-term disability and group and individual long-term care claims that have been reported. Under the tabular reserve methodology, reserves for reported claims are based on certain characteristics of the actual reported claimants, such as age, length of time disabled, and medical diagnosis. We believe the tabular reserve method is the most accurate to calculate long-term liabilities and allows us to use the most available known facts about each claim. IBNR claim reserves for our long-term products are calculated using the count and severity method using historical patterns of the claims to be reported and the associated claim costs. For group short-term disability products, an estimate of the value of future payments to be made on claims already submitted, as well as IBNR claims, is determined in aggregate rather than on the individual claimant basis that we use for our long-term products, using historical patterns of claim incidence as well as historical patterns of aggregate claim resolution rates. The average length of time between the event triggering a claim under a policy and the final resolution of those claims is much shorter for these products than for our long-term liabilities and results in less estimation variability.

Claim reserves supporting the Unum US group life and accidental death and dismemberment products represent approximately 3.7 percent of our total claim reserves at December 31, 2009. Claim reserves for these products are related primarily to death claims reported but not yet paid, IBNR death claims, and a liability for waiver of premium benefits. The death claim reserve is based on the actual face amount to be paid, the IBNR reserve is calculated using the count and severity method, and the waiver of premium benefits reserve is calculated using the tabular reserve methodology.

Claim reserves supporting our Unum UK segment represent approximately 9.2 percent of our total claim reserves at December 31, 2009, and are calculated using generally the same methodology that we use for Unum US disability

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and group life reserves. The assumptions used in calculating claim reserves for this line of business are based on standard United Kingdom industry experience, adjusted for Unum UK s own experience.

The majority of the Colonial Life segment lines of business have short-term benefits, which have less estimation variability than our long-term products because of the shorter claim payout period. Our claim reserves for Colonial Life s lines of business, which approximate 1.3 percent of our total claim reserves at December 31, 2009, are predominantly determined using the incurred loss development method based on our own experience. The incurred loss development method uses the historical patterns of payments by loss date to predict future claim payments for each loss date. Where the incurred loss development method may not be appropriate, we estimate the incurred claims using an expected claim cost per policy or other measure of exposure. The key assumptions for claim reserves for the Colonial Life lines of business are: (1) the timing, rate, and amount of estimated future claim payments; and (2) the estimated expenses associated with the payment of claims.

The following table displays policy reserves, incurred claim reserves, and IBNR claim reserves by major product line, with the summation of the policy reserves and claim reserves shown both gross and net of the associated reinsurance recoverable. Incurred claim reserves represent reserves determined for each incurred claim and also include estimated amounts for litigation expenses and other expenses associated with the payment of the claims as well as provisions for claims which we estimate will be reopened for our long-term care products. IBNR claim reserves include provisions for incurred but not reported claims and a provision for reopened claims for our disability products. The IBNR and reopen claim reserves for our disability products are developed and maintained in aggregate based on historical monitoring that has only been on a combined basis.

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(in millions of dollars)

	December 31, 2009							
			Gross Claim Reserves					
	Policy Reserves	%	Incurred	IBNR	%	Total	Total Reinsurance Ceded	Total Net
Group Disability	$ -	- %	$ 7,685.3	$ 586.1	33.6 %	$ 8,271.4	$ 73.7	$ 8,197.7
Group Life and Accidental Death & Dismemberment	70.2	0.5	748.4	163.3	3.7	981.9	1.8	980.1
Individual Disability - Recently Issued	516.5	3.9	949.5	91.2	4.2	1,557.2	87.5	1,469.7
Long-term Care	3,376.8	25.5	350.1	36.7	1.6	3,763.6	50.2	3,713.4
Voluntary Benefits	996.5	7.5	21.6	44.2	0.3	1,062.3	21.2	1,041.1
Unum US Segment	4,960.0	37.4	9,754.9	921.5	43.4	15,636.4	234.4	15,402.0
Unum UK Segment	26.8	0.2	2,096.8	161.5	9.2	2,285.1	113.1	2,172.0
Colonial Life Segment	1,234.2	9.3	232.9	87.7	1.3	1,554.8	24.7	1,530.1
Individual Disability - Closed Block Segment	1,376.8	10.4	10,290.9	330.5	43.2	11,998.2	1,438.2	10,560.0
Corporate and Other Segment	5,649.5	42.7	455.7	253.3	2.9	6,358.5	4,902.0	1,456.5
Subtotal, Excl. Unrealized Adj.	$ 13,247.3	100.0 %	$ 22,831.2	$ 1,754.5	100.0 %	37,833.0	6,712.4	31,120.6
Unrealized Adjustment to Reserves for Unrealized Gain on Securities						1,644.7	127.2	1,517.5
Consolidated						$ 39,477.7	$ 6,839.6	$ 32,638.1

	December 31, 2008							
			Gross Claim Reserves					
	Policy Reserves	%	Incurred	IBNR	%	Total	Total Reinsurance Ceded	Total Net
Group Disability	$ -	- %	$ 7,799.1	$ 583.1	34.3 %	$ 8,382.2	$ 81.1	$ 8,301.1
Group Life and Accidental Death & Dismemberment	72.9	0.6	750.1	170.3	3.8	993.3	0.9	992.4
Individual Disability - Recently Issued	493.6	3.9	882.5	90.3	4.0	1,466.4	84.1	1,382.3
Long-term Care	2,915.3	22.9	295.9	35.2	1.3	3,246.4	48.9	3,197.5
Voluntary Benefits	925.5	7.2	21.1	37.0	0.2	983.6	19.1	964.5
Unum US Segment	4,407.3	34.6	9,748.7	915.9	43.6	15,071.9	234.1	14,837.8
Unum UK Segment	22.6	0.2	1,887.6	181.5	8.5	2,091.7	102.7	1,989.0
Colonial Life Segment	1,172.2	9.2	237.0	97.3	1.4	1,506.5	31.1	1,475.4
Individual Disability - Closed Block Segment	1,527.6	12.0	10,239.9	350.3	43.4	12,117.8	1,456.6	10,661.2
Corporate and Other Segment	5,605.4	44.0	490.7	270.1	3.1	6,366.2	4,853.8	1,512.4
Subtotal, Excl. Unrealized Adj.	$ 12,735.1	100.0 %	$ 22,603.9	$ 1,815.1	100.0 %	37,154.1	6,678.3	30,475.8
Unrealized Adjustment to Reserves for Unrealized Loss on Securities						(803.1)	(31.9)	(771.2)

Consolidated	$ 36,351.0	$ 6,646.4	$ 29,704.6

Key Assumptions

The calculation of policy and claim reserves involves numerous assumptions, but the primary assumptions used to calculate reserves are (1) the discount rate, (2) the claim resolution rate, and (3) the claim incidence rate for policy reserves and IBNR claim reserves. Of these assumptions, our discount rate and claim resolution rate assumptions have historically had the most significant effects on our level of reserves because many of our product lines provide benefit payments over an extended period of time.

1. The *discount rate*, which is used in calculating both policy reserves and incurred and IBNR claim reserves, is the interest rate that we use to discount future claim payments to determine the present

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value. A higher discount rate produces a lower reserve. If the discount rate is higher than our future investment returns, our invested assets will not earn enough investment income to support our future claim payments. In this case, the reserves may eventually be insufficient. We set our assumptions based on our current and expected future investment yield of the assets supporting the reserves, considering current and expected future market conditions. If the investment yield on new investments that are purchased is below or above the investment yield of the existing investment portfolio, it is likely that the discount rate assumption on claims will be established to reflect the effect of the new investment yield.

2. The *claim resolution rate*, used for both policy reserves and incurred and IBNR claim reserves, is the probability that a disability claim will close due to recovery or death of the insured. It is important because it is used to estimate how long benefits will be paid for a claim. Estimated resolution rates that are set too high will result in reserves that are lower than they need to be to pay the claim benefits over time. Claim resolution assumptions involve many factors, including the cause of disability, the policyholder s age, the type of contractual benefits provided, and the time since initially becoming disabled. We use our own claim experience to develop our claim resolution assumptions. These assumptions are established for the probability of death and the probability of recovery from disability. Our studies review actual claim resolution experience over a number of years, with more weight placed on our experience in the more recent years. We also consider any expected future changes in claim resolution experience.

3. The *incidence rate*, used for policy reserves and IBNR claim reserves, is the rate at which new claims are submitted to us. The incidence rate is affected by many factors, including the age of the insured, the insured s occupation or industry, the benefit plan design, and certain external factors such as consumer confidence and levels of unemployment. We establish our incidence assumption using a historical review of actual incidence results along with an outlook of future incidence expectations.

Establishing reserve assumptions is complex and involves many factors. Reserves, particularly for policies offering insurance coverage for long-term disabilities, are dependent on numerous assumptions other than just those presented in the preceding discussion. The impact of internal and external events, such as changes in claims management procedures, economic trends such as the rate of unemployment and the level of consumer confidence, the emergence of new diseases, new trends and developments in medical treatments, and legal trends and legislative changes, among other factors, will influence claim incidence and resolution rates. Reserve assumptions differ by product line and by policy type within a product line. Additionally, in any period and over time, our actual experience may have a positive or negative variance from our long-term assumptions, either singularly or collectively, and these variances may offset each other. We test the overall adequacy of our reserves using all assumptions and with a long-term view of our expected experience over the life of a block of business rather than test just one or a few assumptions independently that may be aberrant over a short period of time. Therefore it is not possible to bifurcate the assumptions to evaluate the sensitivity of a change in each assumption, but rather in the aggregate by product line. We have presented in the following section an overview of our trend analysis for key assumptions and the results of variability in our assumptions, in aggregate, for the reserves which we believe are reasonably possible to have a material impact on our future financial results if actual claims yield a materially different amount than what we currently expect and have reserved for, either favorable or unfavorable.

Trends in Key Assumptions

Because our actual experience regarding persistency and claim incidence has varied very little from our policy reserve and IBNR claim reserve assumptions, we have had minimal adjustments to our persistency assumptions and claim incidence assumptions during the years 2007 through 2009. Generally, we do not expect our mortality and morbidity claim incidence trends or our persistency trends to change significantly in the short-term, and to the extent that these trends do change, we expect those changes to be gradual over a longer period of time. However, we have historically experienced an increase in our group long-term disability morbidity claim incidence trends during and following a recessionary period, particularly in our Unum US operations. During the second half of 2009, claim incidence rates for Unum US group long-term disability were slightly elevated. Given the current economic conditions, it is possible that our claim incidence rates for this type of product may increase.

Throughout the period 2007 to 2009, actual new money interest rates varied with the changing market conditions, and the assumptions we used to discount our reserves generally trended downward slightly for all segments and product lines. Reserve discount rate assumptions for new policies and new claims have been adjusted to reflect our current and expected net investment returns. Changes in our discount rate assumptions tend to occur gradually over a longer period of time because of the long-duration investment portfolio needed to support the reserves for the majority of our lines of business.

Both the mortality rate experience and the retirement rate experience for our block of group pension products have remained stable and consistent with expectations.

Claim resolution rates have a greater chance of significant variability in a shorter period of time than our other reserve assumptions. These rates are reviewed on a quarterly basis for the death and recovery components separately. Claim resolution rates in our Unum US segment group and individual long-term disability product lines and our Individual Disability Closed Block segment have over the last several years exhibited some variability. Relative to the resolution rate we expect to experience over the life of the block of business, actual quarterly rates during the period 2007 through 2009 have varied by +3 and -4 percent in our Unum US group long-term disability line of business, between +13 and -12 percent in our Unum US individual disability recently issued line of business, and between +8 and -7 percent in our Individual Disability Closed Block segment.

Claim resolution rates are very sensitive to operational and environmental changes and can be volatile over short periods of time. During 2007 and continuing throughout 2008 and 2009, we gained more stability in our claims management performance relative to 2006, and our claim resolution rates were more consistent with our long-term assumptions. Our claim resolution rate assumption used in determining reserves is our expectation of the resolution rate we will experience over the life of the block of business and will vary from actual experience in any one period, both favorably and unfavorably.

We monitor and test our reserves for adequacy relative to all of our assumptions in the aggregate. In our estimation, scenarios based on reasonably possible variations in each of our reserve assumptions, when modeled together in aggregate, could produce a potential result, either positive or negative, in our Unum US group disability line of business that would change our reserve balance by +/- 2.5 percent. Using our actual claim reserve balance at December 31, 2009, this variation would have resulted in an approximate change (either positive or negative) of $200 million to our claim reserves. Using the same sensitivity analysis approach for our Individual Disability Closed Block segment, the claim reserve balance could potentially vary by +/- 2.6 percent of our reported balance, which at December 31, 2009, would have resulted in an approximate change (either positive or negative) of $260 million to our claim reserves. The major contributor to the variance for both the group long-term disability line of business and the Individual Disability Closed Block segment is the claim resolution rate. We believe that these ranges provide a reasonable estimate of the possible changes in reserve balances for those product lines where we believe it is possible that variability in the assumptions, in the aggregate, could result in a material impact on our reserve levels, but we record our reserves based on our long-term best estimate. Because these product lines have long-term claim payout periods, there is a greater potential for significant variability in claim costs, either positive or negative.

Deferred Acquisition Costs (DAC)

We defer certain costs incurred in acquiring new business and amortize (expense) these costs over the life of the related policies. Deferred costs include certain commissions, other agency compensation, selection and policy issue expenses, and field expenses. Acquisition costs that do not vary with the production of new business, such as commissions on group products which are generally level throughout the life of the policy, are excluded from deferral.

Approximately 90 percent of our DAC relates to traditional non interest-sensitive products, and we amortize DAC in proportion to the premium income we expect to receive over the life of the policies. Key assumptions used in developing the future amortization of DAC are future persistency and future premium income. We use our own historical experience and expectation of the future performance of our businesses in determining the expected persistency and premium income. The estimated premium income in the early years of the amortization period is generally higher than in the later years due to higher anticipated policy persistency in the early years, which results

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in a greater proportion of the costs being amortized in the early years of the life of the policy. During 2009, our key assumptions used to develop the future amortization did not change materially from those used in the prior year. Generally, we do not expect our persistency or interest rates to change significantly in the short-term, and to the extent that these trends do change, we expect those changes to be gradual over a longer period of time.

Presented below are our current assumptions regarding the length of our amortization periods, the approximate DAC balance that remains at the end of years 3, 10, and 15 as a percentage of the cost initially deferred, and our DAC balances as of December 31, 2009 and 2008.

	Amortization Period	Balance Remaining as a % of Initial Deferral Year 3	Year 10	Year 15	DAC Balances at December 31 2009	2008
					(in millions of dollars)	
Unum US						
Group Disability	6	25%	0%	0%	$ 123.5	$ 128.3
Group Life and Accidental Death & Dismemberment	6	25% to 30%	0%	0%	87.8	85.7
Supplemental and Voluntary						
Individual Disability - Recently Issued	20	75%	50%	25%	667.7	683.0
Long-term Care	20	80%	55%	30%	310.9	320.4
Voluntary Benefits	15	55% to 60%	15%	0%	472.5	444.4
Unum UK						
Group Disability	4	10%	0%	0%	18.4	20.3
Group Life	4	10%	0%	0%	5.8	4.2
Individual Disability	15	60%	15%	0%	34.7	30.2
Colonial Life	17	60%	25%	10%	761.2	755.9
Totals					$ 2,482.5	$ 2,472.4

Amortization of DAC on traditional products is adjusted to reflect the actual policy persistency as compared to the anticipated experience, and as a result, the unamortized balance of DAC reflects actual persistency. We may experience accelerated amortization if policies terminate earlier than projected. Because our actual experience regarding persistency and premium income has varied very little from our assumptions during the last three years, we have had minimal adjustments to our projected amortization of DAC during those years. We measure the recoverability of DAC annually by performing gross premium valuations. Our testing indicates that our DAC is recoverable.

In December 2009, the Financial Accounting Standards Board issued a proposed Accounting Standards Update which is intended to address diversity in practice regarding the interpretation of which costs relating to the acquisition of new or renewal insurance contracts qualify as deferred acquisition costs. If the proposed guidance is adopted as currently written, this update will result in a decrease in the level of costs we defer, effective January 1, 2011. We have not yet quantified the impact on our financial position or results of operations.

Valuation of Investments

All of our fixed maturity securities are classified as available-for-sale and are reported at fair value. Our derivative financial instruments, including certain derivative instruments embedded in other contracts, are reported as either assets or liabilities and measured at fair value. We hold an immaterial amount of equity securities, which are also reported at fair value.

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Definition of Fair Value

Fair value is defined as 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. The exit price objective applies regardless of a reporting entity s intent and/or ability to sell the asset or transfer the liability at the measurement date.

The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices in active markets generally have more pricing observability and less judgment utilized in measuring fair value. An active market for a financial instrument is a market in which transactions for an asset or a similar asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market provides the most reliable evidence of fair value and should be used to measure fair value whenever available. Conversely, financial instruments rarely traded or not quoted have less observability and are measured at fair value using valuation techniques that require more judgment. Pricing observability is generally 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.

Valuation Techniques

Valuation techniques used for assets and liabilities accounted for at fair value are generally categorized into three types:

1. The *market approach* uses prices and other relevant information from market transactions involving identical or comparable assets or liabilities. Valuation techniques consistent with the market approach often use market multiples derived from a set of comparables or matrix pricing. Market multiples might lie in ranges with a different multiple for each comparable. The selection of where within the range the appropriate multiple falls requires judgment, considering both quantitative and qualitative factors specific to the measurement. Matrix pricing is a mathematical technique used principally to value certain securities without relying exclusively on quoted prices for the specific securities but comparing the securities to benchmark or comparable securities.

2. The *income approach* converts future amounts, such as cash flows or earnings, to a single present amount, or a discounted amount. Income approach techniques rely on current market expectations of future amounts. Examples of income approach valuation techniques include present value techniques, option-pricing models that incorporate present value techniques, and the multi-period excess earnings method.

3. The *cost approach* is based upon the amount that currently would be required to replace the service capacity of an asset, or the current replacement cost. That is, from the perspective of a market participant (seller), the price that would be received for the asset is determined based on the cost to a market participant (buyer) to acquire or construct a substitute asset of comparable utility.

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available that can be obtained without undue cost and effort. In some cases, a single valuation technique will be appropriate (for example, when valuing an asset or liability using quoted prices in an active market for identical assets or liabilities). In other cases, multiple valuation techniques will be appropriate. If we use multiple valuation techniques to measure fair value, we evaluate and weigh the results, as appropriate, considering the reasonableness of the range indicated by those results. A fair value measurement is the point within that range that is most representative of fair value in the circumstances.

The selection of the valuation method(s) to apply considers the definition of an exit price and depends on the nature of the asset or liability being valued. For assets and liabilities accounted for at fair value, we generally use valuation techniques consistent with the market approach, and to a lesser extent, the income approach. We believe the market approach valuation technique provides more observable data than the income approach, considering the type of investments we hold. Our fair value measurements could differ significantly based on the valuation technique and

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available inputs. When markets are less active, brokers may rely more on models with inputs based on the information available only to the broker. In weighing a broker quote as an input to fair value, we place less reliance on quotes that do not reflect the result of market transactions. We also consider the nature of the quote, particularly whether the quote is a binding offer. If prices in an inactive market do not reflect current prices for the same or similar assets, adjustments may be necessary to arrive at fair value. When relevant market data is unavailable, which may be the case during periods of market uncertainty, the income approach can, in suitable circumstances, provide a more appropriate fair value. During 2009, we have applied valuation techniques on a consistent basis to similar assets and liabilities and consistent with those techniques used at year end 2008. Because of market conditions existing during 2009 and 2008, the mix and availability of observable inputs for valuation techniques have been volatile, and the risk inherent in the inputs is elevated relative to prior years.

Inputs to Valuation Techniques

Inputs refer broadly to the assumptions that market participants use in pricing assets or liabilities, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value (such as a pricing model) and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources.

Unobservable inputs are inputs that reflect our own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

Inputs that may be used include the following:

- Broker market maker prices and price levels
- Trade Reporting and Compliance Engine (TRACE) pricing
- Prices obtained from external pricing services
- Benchmark yields (Treasury and interest rate swap curves)
- Transactional data for new issuance and secondary trades
- Security cash flows and structures
- Recent issuance/supply
- Sector and issuer level spreads
- Security credit ratings/maturity/capital structure/optionality
- Corporate actions
- Underlying collateral
- Prepayment speeds/loan performance/delinquencies/weighted average life/seasoning
- Public covenants
- Comparative bond analysis
- Derivative spreads
- Relevant reports issued by analysts and rating agencies

We review all prices obtained to ensure they are consistent with a variety of observable market inputs and to verify the validity of a security s price. The overall valuation process for determining fair values may include adjustments to valuations obtained from our pricing sources when they do not represent a valid exit price. These adjustments may be made when, in our judgment and considering our knowledge of the financial conditions and industry in which the issuer operates, certain features of the financial instrument require that an adjustment be made to the value originally obtained from our pricing sources. These features may include the complexity of the financial instrument, the market in which the financial instrument is traded, counterparty credit risk, credit structure, concentration, or liquidity. Additionally, an adjustment to the price derived from a model typically reflects our judgment of the inputs that other participants in the market for the financial instrument being measured at fair value would consider in pricing that same financial instrument.

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The parameters and inputs used to validate a price on a security may be adjusted for assumptions about risk and current market conditions on a quarter to quarter basis, as certain features may be more significant drivers of valuation at the time of pricing. Changes to inputs in valuations are not changes to valuation methodologies; rather, the inputs are modified to reflect direct or indirect impacts on asset classes from changes in market conditions.

Fair values for derivatives other than embedded derivatives in modified coinsurance arrangements are based on market quotes or pricing models and represent the net amount of cash we would have paid or received if the contracts had been settled or closed as of the last day of the period. We analyze credit default swap spreads relative to the average credit spread embedded within the London Interbank Offered Rate (LIBOR) setting syndicate in determining the effect of credit risk on our derivatives fair values. If counterparty credit risk for a derivative asset is determined to be material and is not adequately reflected in the LIBOR-based fair value obtained from our pricing sources, we adjust the valuations obtained from our pricing sources. In regard to our own credit risk component, we adjust the valuation of derivative liabilities wherein the counterparty is exposed to our credit risk when the LIBOR-based valuation of our derivatives obtained from pricing sources does not effectively include an adequate credit component for our own credit risk.

Fair values for our embedded derivative in a modified coinsurance arrangement are estimated using internal pricing models and represent the hypothetical value of the duration mismatch of assets and liabilities, interest rate risk, and third party credit risk embedded in the modified coinsurance arrangement.

Certain of our investments do not have readily determinable market prices and/or observable inputs or may at times be affected by the lack of market liquidity. For these securities, we use internally prepared valuations combining matrix pricing with vendor purchased software programs, including valuations based on estimates of future profitability, to estimate the fair value. Additionally, we may obtain prices from independent third-party brokers to aid in establishing valuations for certain of these securities. Key assumptions used by us to determine fair value for these securities include risk free interest rates, risk premiums, performance of underlying collateral (if any), and other factors involving significant assumptions which may or may not reflect those of an active market.

As of December 31, 2009, the key assumptions we generally used to estimate the fair value of these types of securities included those listed below. Where appropriate, we have noted the assumption used for the prior period as well as the reason for the change.

- Risk free interest rates of 2.68 percent for five-year maturities to 4.64 percent for 30-year maturities were derived from the current yield curve for U.S. Treasury Bonds with similar maturities. This compares to interest rates of 1.55 percent for five-year maturities to 2.68 percent for 30-year maturities used at December 31, 2008.
- Current Baa corporate bond spreads ranging from 1.60 percent to 2.00 percent plus an additional 20 basis points were added to the risk free rate to reflect the lack of liquidity. We used spreads ranging from 5.28 percent to 7.75 percent plus an additional 20 basis points at December 31, 2008. The changes were based on observable market spreads. Newly issued private placement securities have historically offered yield premiums of 20 basis points over comparable newly issued public securities.
- An additional five basis points were added to the risk free rates for foreign investments, consistent with December 31, 2008.
- Additional basis points were added as deemed appropriate for certain industries and for individual securities in certain industries that are considered to be of greater risk.

Increasing the 20 basis points added to the risk free rate for lack of liquidity by one basis point, increasing the five basis points added to the risk free rates for foreign investments by one basis point, and increasing the additional basis points added to each industry considered to be of greater risk by one basis point would have decreased the December 31, 2009 fair value of our fixed maturity securities portfolio by approximately $0.6 million. We believe this range of variability is appropriate, and historically the inputs noted have generally not deviated outside the range provided.

We regularly test the validity of the fair values determined by our valuation techniques by comparing the prices of assets sold to the fair values reported for the assets in the immediately preceding reporting period. Historically, our realized gains or losses on dispositions of investments have not varied significantly from amounts estimated under

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the valuation methodologies described above, which, combined with the results of our testing, indicates to us that our pricing methodologies are appropriate.

At December 31, 2009, approximately 11.6 percent of our fixed maturity securities were valued using active trades from TRACE pricing, or broker market maker prices for which there was current market activity in that specific security (comparable to receiving one binding quote). The prices obtained were not adjusted, and the assets were classified as Level 1, the highest category of the three-level fair value hierarchy classification wherein inputs are unadjusted and represent quoted prices in active markets for identical assets or liabilities.

The remaining 88.4 percent of our fixed maturity securities were valued based on non-binding quotes or other observable or unobservable inputs, as discussed below.

- Approximately 72.7 percent of our fixed maturity securities were valued based on prices from pricing services that generally use observable inputs such as prices for securities or comparable securities in active markets in their valuation techniques. These assets were classified as Level 2. Level 2 assets or liabilities are those valued using inputs (other than prices included in Level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument s anticipated life.

- Approximately 5.8 percent of our fixed maturity securities were valued based on one or more non-binding broker price levels, if validated by observable market data, or on TRACE prices for identical or similar assets absent current market activity. When only one price is available, it is used if observable inputs and analysis confirm that it is appropriate. These assets, for which we were able to validate the price using other observable market data, were classified as Level 2.

- Approximately 9.9 percent of our fixed maturity securities were valued based on prices of comparable securities, matrix pricing, market models, and/or internal models or were valued based on non-binding quotes with no other observable market data. These assets were classified as either Level 2 or Level 3, with the categorization dependent on whether there was other observable market data. Level 3 is the lowest category of the fair value hierarchy and reflects the judgment of management regarding what market participants would use in pricing assets or liabilities at the measurement date. Financial assets and liabilities categorized as Level 3 are generally those that are valued using unobservable inputs to extrapolate an estimated fair value.

We consider transactions in inactive or disorderly markets to be less representative of fair value. We use all available observable inputs when measuring fair value, but when significant other unobservable inputs and adjustments are necessary, we classify these assets or liabilities as Level 3.

As of December 31, 2009, approximately 11.6 percent of our fixed maturity securities were categorized as Level 1, 86.1 percent as Level 2, and 2.3 percent as Level 3. During 2009, we transferred $352.4 million of fixed maturity securities into Level 3 and $363.8 million of fixed maturity securities out of Level 3. The transfers between levels resulted primarily from a change in observability of three inputs used to determine fair values of the securities transferred: (1) transactional data for new issuance and secondary trades, (2) broker/dealer quotes and pricing, primarily related to changes in the level of activity in the market and whether the market was considered orderly, and (3) comparable bond metrics from which to perform an analysis. For fair value measurements of financial instruments that were transferred either into or out of Level 3, we reflect the transfers using the fair value at the beginning of the period. We believe this allows for greater transparency as all changes in fair value that arise during the reporting period of the transfer are disclosed as a component of our Level 3 reconciliation as shown in Note 3 of the Notes to Consolidated Financial Statements contained herein in Item 8.

Other-than-Temporary Impairment Analysis for Investments

In determining when a decline in fair value below amortized cost of a fixed maturity security is other than temporary, we evaluate the following factors:

- Whether we expect to recover the entire amortized cost basis of the security.

- Whether we intend to sell the security or will be required to sell the security before the recovery of its amortized cost basis.
- Whether the security is current as to principal and interest payments.
- The significance of the decline in value.
- The time period during which there has been a significant decline in value.
- Current and future business prospects and trends of earnings.
- The valuation of the security s underlying collateral.
- Relevant industry conditions and trends relative to their historical cycles.
- Market conditions.
- Rating agency and governmental actions.
- Bid and offering prices and the level of trading activity.
- Adverse changes in estimated cash flows for securitized investments.
- Changes in fair value subsequent to the balance sheet date.
- Any other key measures for the related security.

We evaluate available information, including the factors noted above, both positive and negative, in reaching our conclusions. In particular, we also consider the strength of the issuer s balance sheet, its debt obligations and near term funding requirements, cash flow and liquidity, the profitability of its core businesses, the availability of marketable assets which could be sold to increase liquidity, its industry fundamentals and regulatory environment, and its access to capital markets. Although all available and applicable factors are considered in our analysis, our expectation of recovering the entire amortized cost basis of the security, whether we intend to sell the security, whether it is more likely than not we will be required to sell the security before recovery of its amortized cost, and whether the security is current on principal and interest payments are the most critical factors in determining whether impairments are other than temporary. The significance of the decline in value and the length of time during which there has been a significant decline are also important factors, but we generally do not record an impairment loss based solely on these two factors, since often other more relevant factors will impact our evaluation of a security.

While determining other-than-temporary impairments is a judgmental area, we utilize a formal, well-defined, and disciplined process to monitor and evaluate our fixed income investment portfolio, supported by issuer specific research and documentation as of the end of each period. The process results in a thorough evaluation of problem investments and the recording of losses on a timely basis for investments determined to have an other-than-temporary impairment.

If we determine that the decline in value of an investment is other than temporary, the investment is written down to fair value, and an impairment loss is recognized in the current period, either in earnings or in both earnings and other comprehensive income, as applicable. For those fixed maturity securities with an unrealized loss for which we have not recognized an other-than-temporary impairment, we believe we will recover the entire amortized cost, we do not intend to sell the security, and we do not believe it is more likely than not we will be required to sell the security before recovery of its amortized cost. There have been no defaults in the repayment obligations of any securities for which we have not recorded an other-than-temporary impairment.

Other-than-temporary impairment losses on fixed maturity securities which we intend to sell or more likely than not will be required to sell before recovery in value are recognized in earnings and equal the entire difference between the security s amortized cost basis and its fair value. For securities which we do not intend to sell and it is not more likely than not that we will be required to sell before recovery in value, other-than-temporary impairment losses recognized in earnings generally represent the difference between the amortized cost of the security and the present value of our best estimate of cash flows expected to be collected, discounted using the effective interest rate implicit in the security at the date of acquisition. The determination of cash flows is inherently subjective, and methodologies may vary depending on the circumstances specific to the security. The timing and amount of our cash flow estimates are developed using historical and forecast financial information from the issuer, including its current and projected liquidity position. We also consider industry analyst reports and forecasts, sector credit ratings, future business prospects and earnings trends, issuer refinancing capabilities, actual and/or potential asset sales by the issuer, and other data relevant to the collectibility of the contractual cash flows of the security. We take into account the probability of default, expected recoveries, third party guarantees, quality of collateral, and where

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our debt security ranks in terms of subordination. We may use the estimated fair value of collateral as a proxy for the present value of cash flows if we believe the security is dependent on the liquidation of collateral for recovery of our investment. For fixed maturity securities for which we have recognized an other-than-temporary impairment loss through earnings, if through subsequent evaluation there is a significant increase in expected cash flows, the difference between the new amortized cost basis and the cash flows expected to be collected is accreted as net investment income.

We use a comprehensive rating system to evaluate the investment and credit risk of our mortgage loans and to identify specific properties for inspection and reevaluation. Mortgage loans are considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. We establish an allowance for probable losses on mortgage loans based on a review of individual loans and the overall loan portfolio, considering the value of the underlying collateral. Mortgage loans are not reported at fair value in our consolidated balance sheets unless the decline in value is considered to be other than temporary, in which case the reduction is recognized as a realized investment loss in our consolidated statements of income.

There are a number of significant risks inherent in the process of monitoring our investments for impairments and determining when and if an impairment is other than temporary. These risks and uncertainties include the following possibilities:

- The assessment of a borrower s ability to meet its contractual obligations will change.
- The economic outlook, either domestic or foreign, may be less favorable or may have a more significant impact on the borrower than anticipated, and as such, the investment may not recover in value.
- New information may become available concerning the security, such as disclosure of accounting irregularities, fraud, or corporate governance issues.
- Significant changes in credit spreads may occur in the related industry.
- Significant increases in interest rates may occur and may not return to levels similar to when securities were initially purchased.
- Adverse rating agency actions may occur.

Pension and Postretirement Benefit Plans

We sponsor several defined benefit pension and other postretirement benefit (OPEB) plans for our employees, including non-qualified pension plans. The U.S. pension plans comprise the majority of our total benefit obligation and pension expense. Our U.K. operation maintains a separate defined benefit plan for eligible employees. The U.K. defined benefit pension plan was closed to new entrants on December 31, 2002.

Our net periodic benefit costs and the value of our benefit obligations for these plans are determined based on a set of economic and demographic assumptions that represent our best estimate of future expected experience. Major assumptions used in accounting for these plans include the expected discount (interest) rate and the long-term rate of return on plan assets. We also use, as applicable, expected increases in compensation levels and a weighted average annual rate of increase in the per capita cost of covered benefits, which reflects a health care cost trend rate.

The assumptions chosen for our pension and OPEB plans are reviewed annually, and we use a December 31 measurement date for each of our plans. The discount rate assumptions and expected long-term rate of return assumptions have the most significant effect on our net periodic benefit costs associated with these plans. In addition to the effect of changes in our assumptions, the net periodic cost or benefit obligation under our pension and OPEB plans may change due to factors such as actual experience being different from our assumptions, special benefits to terminated employees, or changes in benefits provided under the plans.

Discount Rate Assumptions

The *discount rate* is an interest assumption used to convert the benefit payment stream to a present value. We set the discount rate assumption at the measurement date for each of our retirement-related benefit plans to reflect the yield of a portfolio of high quality fixed income debt instruments matched against the timing and amounts of

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projected future benefits. A lower discount rate increases the present value of benefit obligations and increases our costs.

The discount rate we used to determine our 2010 and 2009 net periodic benefit costs for our U.S. pension plans was 6.40 percent for both years. The discount rate used for the net periodic benefit costs for 2010 and 2009 for our U.K. pension plan was 5.70 percent and 6.40 percent, respectively. The discount rate used in the net periodic benefit cost for our OPEB plan for 2010 and 2009 was 5.90 percent and 6.10 percent, respectively.

Reducing the discount rate assumption by 50 basis points would have resulted in an increase in our 2009 pension expense of approximately $11.1 million, before tax, and an increase in our benefit obligation of approximately $122.3 million as of December 31, 2009, resulting in an after-tax decrease in stockholders equity of approximately $81.1 million as of December 31, 2009. A 50 basis point reduction in the discount rate assumption would not change our annual OPEB costs.

Increasing the discount rate assumption by 50 basis points would have resulted in a decrease in our 2009 pension expense of approximately $8.9 million, before tax, and a decrease in our benefit obligation of approximately $107.9 million as of December 31, 2009, resulting in an after-tax increase in stockholders equity of approximately $71.5 million as of December 31, 2009. A 50 basis point increase in the discount rate assumption would not change our annual OPEB costs.

Long-term Rate of Return Assumptions

The *long-term rate of return* assumption is the best estimate of the average annual assumed return that will be produced from the pension trust assets until current benefits are paid. We use a compound interest method in computing the rate of return on pension plan assets. The investment portfolio for our U.S. pension plans contains a diversified blend of domestic and international large cap, mid cap, and small cap equity securities, U.S. government and corporate fixed income securities, private equity funds of funds, and hedge funds of funds. Assets for our U.K. pension plan are invested in pooled funds, such as global equities, hedge funds, commodities, below-investment-grade fixed income securities, and currencies, as well as a fixed-interest U.K. corporate bond fund and an index-linked U.K. government bond fund. Assets for our OPEB plan are invested primarily in life insurance contracts. We believe our investment portfolios are well diversified by asset class and sector, with no potential risk concentrations in any one category.

Our expectations for the future investment returns of the asset categories are based on a combination of historical market performance and evaluations of investment forecasts obtained from external consultants and economists. The methodology underlying the return assumption included the various elements of the expected return for each asset class such as long-term rates of return, volatility of returns, and the correlation of returns between various asset classes. The expected return for the total portfolio is calculated based on the plan s strategic asset allocation. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset/liability studies, and quarterly investment portfolio reviews. Risk tolerance is established through consideration of plan liabilities, plan funded status, and corporate financial condition.

The long-term rate of return on assets used in the net periodic pension costs for our U.S. qualified defined benefit pension plan for 2010 and 2009 was 7.50 percent for both years. The long-term rate of return on asset assumption used for 2010 and 2009 for our U.K. pension plan was 6.90 percent and 7.20 percent, respectively, and for our OPEB plan, 5.75 percent for both years. The actual rate of return on plan assets is determined based on the fair value of the plan assets at the beginning and the end of the period, adjusted for contributions and benefit payments.

Changing the expected long-term rate of return on the plan assets by +/-50 basis points would have changed our 2009 pension plan expense by approximately $4.6 million before tax, but our OPEB plan expense would not change. A lower rate of return on plan assets increases our expense.

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Benefit Obligation and Fair Value of Plan Assets

The market-related value equals the fair value of assets, determined as of the measurement date. The expected return on assets fully recognizes all asset gains and losses, including changes in fair value, through the measurement date.

During 2009, the fair value of our plan assets in our U.S. qualified defined benefit pension plan increased $230.4 million, or approximately 35.0 percent. The fair value of plan assets for our U.K. pension plan increased £17.4 million, or approximately 21.1 percent, during 2009. Although the effect of these increases had no impact on our 2009 net periodic pension costs, the favorable rate of return on plan assets in 2009 has a favorable impact on our net periodic pension costs for 2010. We expect that our 2010 pension costs will be lower than our pension costs in 2009. We believe our assumptions appropriately reflect the impact of the current economic environment.

Our pension and OPEB plans have an aggregate unrecognized net actuarial loss of $514.9 million and an unrecognized prior service credit of $10.7 million, which together represent the cumulative liability and asset gains and losses as well as the portion of prior service credits that have not been recognized in pension expense. As of December 31, 2009, the unrecognized net loss for these two items combined was approximately $504.2 million. The decrease relative to 2008 is primarily due to the favorable rate of return on plan assets in 2009.

The unrecognized gains or losses are amortized as a component of the net benefit cost. Our 2009, 2008, and 2007 pension and OPEB expense includes $40.2 million, $10.6 million, and $15.3 million, respectively, of amortization of the unrecognized net actuarial loss and prior service credit. The higher amortization in 2009 resulted primarily from the increase in the unrecognized net actuarial loss during 2008 due to the unfavorable rate of return on plan assets for our U.S. pension plans. The unrecognized net actuarial loss for our pension plans, which is $509.3 million at December 31, 2009, will be amortized over the average future working life of pension plan participants, currently estimated at 11 years for U.S. participants and 15 years for U.K. participants. The unrecognized net actuarial loss of $5.6 million for our OPEB plan will be amortized over the average future working life of OPEB plan participants, currently estimated at 8 years, to the extent the loss is outside of a corridor established in accordance with GAAP. The corridor for the pension and OPEB plans is established based on the greater of 10 percent of the plan assets or 10 percent of the benefit obligation. At December 31, 2009, none of the actuarial loss was outside of the corridor for the OPEB plan.

The fair value of plan assets in our U.S. qualified defined benefit pension plan was $888.5 million at December 31, 2009, compared to $658.1 million at year end 2008. This increase in fair value of plan assets and the effect of the plan contribution during 2009 lowered our year end deficit funding level in the plan to $143.3 million as of December 31, 2009, compared to a deficit of $266.9 million as of December 31, 2008. During February 2010, we made a voluntary contribution of $67.0 million to our U.S. qualified defined benefit pension plan, thereby further reducing the deficit funding level.

The fair value of plan assets in our OPEB plan was $11.9 million and $12.0 million at December 31, 2009 and 2008, respectively. These assets represent life insurance contracts to fund the life insurance benefit portion of our OPEB plan. Our OPEB plan represents a non-vested, non-guaranteed obligation, and current regulations do not require specific funding levels for these benefits, which are comprised of retiree life, medical, and dental benefits. It is our practice to use general assets to pay medical and dental claims as they come due in lieu of utilizing plan assets for the medical and dental benefit portions of our OPEB plan. We expect to continue to receive subsidies under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, based on current law, to partially offset these payments. The expected subsidy included in our consolidated balance sheets is immaterial.

Our expected return on plan assets and discount rate discussed above will not affect the cash contributions we are required to make to our U.S. pension and OPEB plans because we have met all minimum funding requirements set forth by ERISA. We had no regulatory contribution requirements for 2009 and 2008; however, we elected to make voluntary contributions of $70.0 million and $130.0 million, respectively, to our U.S. qualified defined benefit pension plan. As noted above, we made a voluntary contribution of $67.0 million to our U.S. qualified defined benefit pension plan in February 2010. We do not anticipate making any additional contributions during 2010.

During 2006, the federal government enacted the Pension Protection Act of 2006 which requires companies to fully fund defined benefit pension plans over a seven year period. We have evaluated this requirement and have made estimates of amounts to be funded in the future. Based on this assessment, we do not believe that the funding requirements of the Pension Protection Act will cause a material adverse effect on our liquidity.

The fair value of plan assets for our U.K. pension plan was £99.5 million at December 31, 2009, compared to £82.1 million at December 31, 2008. The U.K. pension plan has a deficit of £7.8 million at December 31, 2009, compared to £4.7 million at December 31, 2008. We contribute to the plan in accordance with a schedule of contributions which requires that we contribute to the plan at the rate of at least 15.0 percent of employee salaries, sufficient to meet the minimum funding requirement under U.K. legislation. During 2009 and 2008, we made required contributions of £3.5 million and £4.0 million, respectively. We anticipate that we will make contributions during 2010 of approximately £3.4 million.

See Note 9 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion.

Income Taxes

We record a valuation allowance to reduce deferred tax assets to the amount that is more likely than not to be realized. Our valuation allowance relates primarily to assets for foreign net operating loss carryforwards and assets for our basis in certain of our foreign subsidiaries that are not likely to be realized in the future based on our expectations using currently available evidence. In evaluating the ability to recover deferred tax assets, we have considered all available positive and negative evidence including past operating results, the existence of cumulative losses in the most recent years, forecasted earnings, future taxable income, and prudent and feasible tax planning strategies. In the event we determine that we most likely would not be able to realize all or part of our deferred tax assets in the future, an increase to the valuation allowance would be charged to earnings in the period such determination is made. Likewise, if it is later determined that it is more likely than not that those deferred tax assets would be realized, the previously provided valuation allowance would be reversed.

The calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax laws in a multitude of jurisdictions, both domestic and foreign. The amount of income taxes we pay is subject to ongoing audits in various jurisdictions, and a material assessment by a governing tax authority could affect profitability.

GAAP prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in income tax returns. The evaluation of a tax position is a two step process. The first step is to determine whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. The second step is to measure a position that satisfies the recognition threshold at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more likely than not threshold but that now satisfy the recognition threshold are recognized in the first subsequent financial reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more likely than not recognition threshold are derecognized in the first subsequent financial reporting period in which that threshold is no longer met. If a previously recognized tax position is settled for an amount that is different from the amount initially measured, the difference will be recognized as a tax benefit or expense in the period the settlement is effective. We believe that tax positions have been reflected in our financial statements at appropriate amounts in conformity with GAAP.

Contingent Liabilities

On a quarterly basis, we review relevant information with respect to litigation and contingencies to be reflected in our consolidated financial statements. An estimated loss is accrued when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. It is possible that our results of operations or cash flows in a particular period could be materially affected by an ultimate unfavorable outcome of pending litigation or regulatory matters depending, in part, on our results of operations or cash flows for the particular period. See Note 14 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion.

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Consolidated Operating Results

(in millions of dollars)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Revenue					
Premium Income	$ 7,475.5	(4.0) %	$ 7,783.3	(1.5) %	$ 7,901.1
Net Investment Income	2,346.6	(1.8)	2,389.0	(0.9)	2,409.9
Net Realized Investment Gain (Loss)	11.7	(102.5)	(465.9)	N.M.	(65.2)
Other Income	257.2	(6.8)	275.9	0.7	274.1
Total	10,091.0	1.1	9,982.3	(5.1)	10,519.9
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	6,291.6	(5.1)	6,626.4	(5.2)	6,988.2
Commissions	837.1	(1.9)	853.3	1.5	841.1
Interest and Debt Expense	125.4	(20.0)	156.7	(35.2)	241.9
Deferral of Acquisition Costs	(593.6)	0.5	(590.9)	6.2	(556.3)
Amortization of Deferred Acquisition Costs	526.2	1.4	519.1	8.1	480.4
Compensation Expense	793.3	2.7	772.6	6.9	722.4
Other Expenses	818.7	(0.3)	821.1	2.0	805.0
Total	8,798.7	(3.9)	9,158.3	(3.8)	9,522.7
Income from Continuing Operations Before Income Tax	1,292.3	56.8	824.0	(17.4)	997.2
Income Tax	439.7	62.4	270.8	(16.6)	324.8
Income from Continuing Operations	852.6	54.1	553.2	(17.7)	672.4
Income from Discontinued Operations	-	-	-	(100.0)	6.9
Net Income	**$ 852.6**	**54.1**	**$ 553.2**	**(18.6)**	**$ 679.3**

N.M. = not a meaningful percentage

The comparability of our financial results between years is affected by the fluctuation in the British pound sterling to dollar exchange rate. The functional currency of our U.K. operations is the British pound sterling. In periods when the pound weakens, translating pounds into dollars decreases current period results relative to the prior period. In periods when the pound strengthens, translating pounds into dollars increases current period results in relation to the prior period. Our weighted average pound/dollar exchange rate was 1.554, 1.871, and 2.004 for the years ended 2009, 2008, and 2007, respectively. Our operating revenue and operating income by segment would have been higher in 2009 by approximately $233.1 million and $77.0 million, respectively, and higher in 2008 by approximately $86.7 million and $24.2 million, respectively, if the results for our U.K. operations had been translated at a constant exchange rate of 2.004, the rate for 2007. However, it is important to distinguish between translating and converting foreign currency. Except for a limited number of transactions, we do not actually convert pounds into dollars. As a result, we view foreign currency translation as a financial reporting issue and not a reflection of operations or profitability in the U.K.

Consolidated premium income for both 2009 and 2008 includes premium growth, relative to the preceding years, for Unum US supplemental and voluntary lines of business and Colonial Life. Unum US group disability and group life and accidental death and dismemberment lines of business experienced year over year declines in premium income during 2009 and 2008 relative to the prior years. A portion of this decline was expected and is attributable to our continued pricing discipline for our Unum US group business and our strategy of developing a more balanced business mix. However, during 2009, premium growth for Unum US group business was also negatively impacted by lower premium growth from existing customers due to lower salary growth and lower growth in the number of employees covered under an existing policy. Unum UK premium income, in local currency, declined during 2009 relative to 2008 due to lower premium growth from existing customers, similar to Unum US, and also due to a decline in the in-force block of business resulting from lower persistency and sales in 2008 and 2007. The decline in

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the in-force block also unfavorably impacted Unum UK premium growth during 2008 relative to 2007. Premium income in the Individual Disability Closed Block segment continues to decline, as expected, in this closed block of business.

Net investment income was lower in 2009 relative to the prior year due to several factors: (i) the weaker pound in 2009 relative to 2008 unfavorably affected translated results for net investment income, (ii) we received lower interest income during 2009 on bonds in Unum UK for which interest income is linked to a U.K. inflation index, the impact of which was largely offset by lower claim reserves due to lower claim payments which are also linked to inflation, (iii) during 2009 we earned lower interest rates on our floating rate invested assets, largely offset by lower interest expense on our floating rate debt, and (iv) we received fewer bond call premiums and consent fees during 2009 compared to 2008. Somewhat mitigating the impact of these items is continued growth in the level of invested assets, an increase in the level of prepayment income on mortgage-backed securities, and an increase in our portfolio yield due to the investment of new cash at higher rates than that of prior periods.

Net investment income was marginally lower in 2008 relative to 2007. During 2008, we received fewer bond call premiums, and the level of prepayment income on mortgage-backed securities declined relative to the preceding year. The weaker pound in 2008 relative to 2007 also unfavorably affected translated results for net investment income. The impact of these items was mostly offset by continued growth in the level of invested assets and a slight increase in our portfolio yield due to the investment of new cash at higher rates.

We recognized in earnings a net realized investment gain of $11.7 million in 2009 compared to losses of $465.9 million in 2008 and $65.2 million in 2007. During 2009, we recognized other-than-temporary impairment losses of $215.5 million related to fixed maturity securities, $211.8 million of which was recognized in earnings and $3.7 million in other comprehensive income. Other-than temporary impairment losses on fixed maturity securities were $151.1 million and $53.7 million in 2008 and 2007, respectively, all of which were recognized in earnings.

Also recognized in earnings through realized investment gains and losses was the change in the fair value of an embedded derivative in a modified coinsurance arrangement. During 2009, changes in the fair value of this embedded derivative resulted in a realized gain of $243.1 million compared to realized losses of $291.7 million in 2008 and $57.3 million in 2007. The gains and losses on this embedded derivative resulted primarily from a change in credit spreads in the overall investment market.

Other income includes fees for administrative services only (ASO) products, which declined approximately 8.6 percent in 2009 relative to the prior year. Other income in 2008 also included a refund of interest attributable to certain tax years.

The benefit ratio was 84.2 percent in 2009 compared to 85.1 percent in 2008 and 88.4 percent in 2007, with continuing improvement in risk results in each of our business segments. See Segment Results as follows for discussions of line of business risk results and claims management performance in each of our segments.

Interest and debt expense for 2009 was lower than 2008 due primarily to lower average levels of outstanding debt and lower rates of interest on our floating rate debt. Interest and debt expense for 2008 was lower than 2007 due to lower rates of interest on our outstanding debt, primarily as a result of the replacement of older fixed rate debt with non-recourse floating rate debt, as well as lower cost related to early retirement of debt. The cost related to early retirement of debt was minimal in 2009 and 2008. The cost related to early retirement of debt in 2007 was $58.8 million and was associated with our $769.5 million debt repurchase. See Debt contained in this Item 7 for additional information.

The deferral of acquisition costs in 2009 was generally consistent with the prior year, with continued growth in certain of our product lines and the associated increase in deferrable expenses offsetting the lower level of deferrable costs in product lines with lower growth. The amortization of acquisition costs was slightly higher in 2009 relative to the prior year due to the continued increase in the level of deferred acquisition costs as well as an acceleration of amortization resulting from lower persistency in the Unum US supplemental and voluntary lines. The deferral and amortization of deferred acquisition costs was higher in 2008 relative to the prior year due primarily to continued growth in certain of our product lines. Amortization increased in 2008 relative to 2007 due to an increase in the amortization related to Unum US internal replacement transactions as well as slightly elevated persistency in certain policy issue years.

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Other expenses, as reported, decreased slightly in 2009 relative to 2008. Excluding the effect of the lower exchange rate for translating Unum UK s expenses, other expenses increased in 2009 due primarily to an increase in our pension costs. Other expenses, both as reported and excluding the effect of the lower exchange rate, increased in 2008 compared to 2007 due to expenditures related to our investment in brand and product promotion and an increase in product and service development costs in our core lines of business. We continue to aggressively manage our operating expenses as we seek to increase the effectiveness and efficiency of our operating processes.

Consolidated Sales Results

(in millions of dollars)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Unum US					
Fully Insured Products	$ 709.2	1.1 %	$ 701.5	11.2 %	$ 631.0
Administrative Services Only (ASO) Products	7.7	6.9	7.2	-	7.2
Total Unum US	716.9	1.2	708.7	11.0	638.2
Unum UK	123.2	23.8	99.5	(5.6)	105.4
Colonial Life	343.8	1.1	340.2	1.6	334.9
Individual Disability - Closed Block	1.5	(37.5)	2.4	(20.0)	3.0
Consolidated	$ 1,185.4	3.0	$ 1,150.8	6.4	$ 1,081.5

Sales results shown in the preceding chart generally represent the annualized premium or annualized fee income on new sales which we expect to receive and report as premium income or fee income during the next 12 months following or beginning in the initial quarter in which the sale is reported, depending on the effective date of the new sale. Sales do not correspond to premium income or fee income reported as revenue in accordance with GAAP. This is because new annualized sales premiums reflect current sales performance and what we expect to recognize as premium or fee income over a 12 month period, while premium income and fee income reported in our financial statements are reported on an as earned basis rather than an annualized basis and also include renewals and persistency of in-force policies written in prior years as well as current new sales.

Premiums for fully insured products are reported as premium income. Fees for ASO products (those where the risk and responsibility for funding claim payments remain with the customer and we only provide services) are included in other income. Sales, persistency of the existing block of business, and the effectiveness of the renewal program are indicators of growth in our premium and fee income. Trends in new sales, as well as existing market share, also indicate our potential for growth in our respective markets and the level of market acceptance of price changes and new product offerings. Sales results may fluctuate significantly due to case size and timing of sales submissions.

We intend to continue with our disciplined approach to pricing and also with our strategy of developing a more balanced business mix. This strategy could result in a lower premium persistency or market share, particularly in the large case Unum US group market, but historically the profitability of business that terminates has generally been lower than the profitability of retained business. We do not anticipate any meaningful decline in the number of cases, or case persistency, for our Unum US group market on an aggregate basis.

We have experienced lower sales growth during 2009, particularly in the expansion of sales to existing accounts and with buyers of our supplemental and voluntary type products, which we believe is mostly attributable to the current economic environment. We expect this unfavorable pattern may continue in the near term if current economic conditions persist.

See Segment Results as follows for additional discussion of sales by segment.

Segment Results

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Individual Disability Closed Block, and Corporate and Other. In the following segment financial data and discussions of segment results, operating revenue excludes net realized investment gains and losses. Operating income or operating loss excludes net realized investment gains and losses and income tax. These are considered non-GAAP financial measures. A non-GAAP financial measure is a numerical measure of a company s performance, financial position, or cash flows that excludes or includes amounts that are not normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP.

These non-GAAP financial measures of operating revenue and operating income or operating loss differ from revenue and income (loss) from continuing operations before income tax as presented in our consolidated operating results and in income statements prepared in accordance with GAAP due to the exclusion of before-tax realized investment gains and losses. We measure segment performance excluding realized investment gains and losses because we believe that this performance measure is a better indicator of the ongoing businesses and the underlying trends in the businesses. Our investment focus is on investment income to support our insurance liabilities as opposed to the generation of realized investment gains and losses, and a long-term focus is necessary to maintain profitability over the life of the business. Realized investment gains and losses depend on market conditions and do not necessarily relate to decisions regarding the underlying business of our segments. However, income or loss excluding realized investment gains and losses does not replace net income or net loss as a measure of overall profitability. We may experience realized investment losses, which will affect future earnings levels since our underlying business is long-term in nature and we need to earn the assumed interest rates in our liabilities.

A reconciliation of total operating revenue by segment to total consolidated revenue and total operating income by segment to consolidated net income is as follows:

(in millions of dollars)

	Year Ended December 31		
	2009	2008	2007
Operating Revenue by Segment	$ 10,079.3	$ 10,448.2	$ 10,585.1
Net Realized Investment Gain (Loss)	11.7	(465.9)	(65.2)
Revenue	$ 10,091.0	$ 9,982.3	$ 10,519.9
Operating Income by Segment	$ 1,280.6	$ 1,289.9	$ 1,062.4
Net Realized Investment Gain (Loss)	11.7	(465.9)	(65.2)
Income Tax	439.7	270.8	324.8
Income from Discontinued Operations	-	-	6.9
Net Income	$ 852.6	$ 553.2	$ 679.3

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Unum US Segment

The Unum US segment includes group long-term and short-term disability insurance, group life and accidental death and dismemberment (AD&D) products, and supplemental and voluntary lines of business. The supplemental and voluntary lines of business are comprised of recently issued disability insurance, group and individual long-term care insurance, and voluntary benefits products.

Unum US Operating Results

Shown below are financial results for the Unum US segment. In the sections following, financial results and key ratios are also presented for the major lines of business within the segment.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income	$ 4,873.1	(1.8) %	$ 4,963.0	(1.0) %	$ 5,014.0
Net Investment Income	1,200.5	5.6	1,136.4	2.0	1,114.0
Other Income	118.7	(10.6)	132.7	(2.1)	135.6
Total	6,192.3	(0.6)	6,232.1	(0.5)	6,263.6
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	3,855.9	(3.6)	3,998.4	(5.8)	4,246.4
Commissions	516.6	(0.4)	518.6	3.4	501.5
Interest and Debt Expense	2.0	(52.4)	4.2	(44.0)	7.5
Deferral of Acquisition Costs	(335.5)	1.8	(329.7)	8.4	(304.2)
Amortization of Deferred Acquisition Costs	317.2	(1.0)	320.3	15.6	277.1
Other Expenses	1,061.1	2.4	1,036.2	4.3	993.2
Total	5,417.3	(2.4)	5,548.0	(3.0)	5,721.5
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 775.0	13.3	$ 684.1	26.2	$ 542.1
Operating Ratios (% of Premium Income):					
Benefit Ratio (1)	79.1%		80.6%		84.7%
Other Expense Ratio (2)	21.8%		20.9%		19.8%
Before-tax Operating Income Ratio (3)	15.9%		13.8%		10.8%

(1) Included in this ratio for 2007 is a charge of $76.5 million related to the claim reassessment process. Excluding this charge, the benefit ratio for 2007 would have been 83.2%.

(2) Included in this ratio for 2007 is an expense reduction of $10.3 million related to the claim reassessment process. Excluding this item, the other expense ratio for 2007 would have been 20.0%.

(3) Included in this ratio for 2007 is a charge of $66.2 million related to the claim reassessment process. Excluding this charge, the before-tax operating income ratio for 2007 would have been 12.1%.

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Unum US Sales

(in millions of dollars)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Sales by Product					
Fully Insured Products					
Group Disability, Group Life, and AD&D					
Group Long-term Disability	$ 182.1	(4.3) %	$ 190.3	7.1 %	$ 177.7
Group Short-term Disability	83.9	17.3	71.5	10.5	64.7
Group Life	184.9	11.8	165.4	23.4	134.0
AD&D	18.7	8.7	17.2	24.6	13.8
Subtotal	469.6	5.7	444.4	13.9	390.2
Supplemental and Voluntary					
Individual Disability - Recently Issued	51.6	(10.9)	57.9	(3.0)	59.7
Group Long-term Care	22.4	(30.4)	32.2	(1.8)	32.8
Individual Long-term Care	3.7	(56.0)	8.4	(15.2)	9.9
Voluntary Benefits	161.9	2.1	158.6	14.6	138.4
Subtotal	239.6	(6.8)	257.1	6.8	240.8
Total Fully Insured Products	709.2	1.1	701.5	11.2	631.0
ASO Products	7.7	6.9	7.2	-	7.2
Total Sales	$ 716.9	1.2	$ 708.7	11.0	$ 638.2
Sales by Market Sector					
Group Disability, Group Life, and AD&D					
Core Market (< 2,000 lives)	$ 320.6	7.9 %	$ 297.2	23.7 %	$ 240.3
Large Case Market	149.0	1.2	147.2	(1.8)	149.9
Subtotal	469.6	5.7	444.4	13.9	390.2
Supplemental and Voluntary	239.6	(6.8)	257.1	6.8	240.8
Total Fully Insured Products	709.2	1.1	701.5	11.2	631.0
ASO Products	7.7	6.9	7.2	-	7.2
Total Sales	$ 716.9	1.2	$ 708.7	11.0	$ 638.2

Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

Total sales for Unum US increased 1.2 percent in 2009 compared to 2008. Sales in our group core market segment, which we define for Unum US as employee groups with fewer than 2,000 lives, increased 7.9 percent over the prior year, with higher group short-term disability and group life core market sales partially offset by a decline in group long-term disability core market sales. The number of new accounts in our core market segment increased 6.5 percent in 2009 relative to 2008. Sales in the group large case market segment increased 1.2 percent compared to the prior year. Our sales mix is approximately 68 percent core market and 32 percent large case market, in line with our targeted 60 percent core/40 percent large case market distribution mix.

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Our supplemental and voluntary sales have been negatively impacted by the current economic conditions, including lower new account sales as well as lower sales to existing accounts. Sales of voluntary benefits increased by 2.1 percent, and the number of new accounts increased by 19.5 percent compared to 2008. Sales for our individual disability line of business, of which approximately 90 percent are in the multi-life market, decreased 10.9 percent compared to 2008, and sales of group long-term care decreased 30.4 percent. We discontinued selling individual long-term care during 2009.

During 2010 we will continue our focus on the group core market segment and the voluntary products market. We will also seek disciplined growth in our group large case, individual disability, and group long-term care markets.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Unum US sales increased 11.0 percent in 2008 compared to 2007. Our group core market segment had a sales increase of 23.7 percent over 2007, and the number of new accounts increased 16.4 percent. We had a sales mix of approximately 67 percent core market and 33 percent large case market in 2008, and a sales mix of approximately 62 percent core market and 38 percent large case market in 2007. Our supplemental and voluntary sales increased 6.8 percent in 2008 compared to 2007, with a 14.6 percent increase in voluntary sales offsetting the expected decrease in sales of individual long-term care.

Sales in the group large case market segment declined 1.8 percent in 2008 compared to 2007. Sales for our individual disability line of business, of which approximately 91 percent are in the multi-life market, decreased slightly during 2008 compared to 2007.

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Unum US Group Disability Operating Results

Shown below are financial results and key performance indicators for Unum US group disability.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Group Long-term Disability	$ 1,726.9	(6.1) %	$ 1,838.5	(3.0) %	$ 1,895.7
Group Short-term Disability	432.8	(0.5)	435.1	(10.4)	485.6
Total Premium Income	2,159.7	(5.0)	2,273.6	(4.5)	2,381.3
Net Investment Income	629.4	(0.3)	631.3	(2.7)	648.7
Other Income	88.9	(11.3)	100.2	0.1	100.1
Total	2,878.0	(4.2)	3,005.1	(4.0)	3,130.1
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	1,862.8	(8.9)	2,043.9	(10.3)	2,277.4
Commissions	162.2	(2.2)	165.9	(1.1)	167.7
Interest and Debt Expense	2.0	(52.4)	4.2	(44.0)	7.5
Deferral of Acquisition Costs	(62.5)	5.2	(59.4)	(1.7)	(60.4)
Amortization of Deferred Acquisition Costs	67.3	(12.3)	76.7	15.9	66.2
Other Expenses	572.6	-	572.4	1.9	561.6
Total	2,604.4	(7.1)	2,803.7	(7.2)	3,020.0
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 273.6	35.8	$ 201.4	82.9	$ 110.1
Operating Ratios (% of Premium Income):					
Benefit Ratio (1)	86.3%		89.9%		95.6%
Other Expense Ratio (2)	26.5%		25.2%		23.6%
Before-tax Operating Income Ratio (3)	12.7%		8.9%		4.6%
Premium Persistency:					
Group Long-term Disability	86.9%		87.8%		85.1%
Group Short-term Disability	86.8%		82.1%		74.0%
Case Persistency:					
Group Long-term Disability	87.4%		89.2%		88.4%
Group Short-term Disability	86.5%		88.2%		87.4%

(1) Included in this ratio for 2007 is a charge of $76.5 million related to the claim reassessment process. Excluding this charge, the benefit ratio for 2007 would have been 92.4%.

(2) Included in this ratio for 2007 is an expense reduction of $10.3 million related to the claim reassessment process. Excluding this item, the other expense ratio for 2007 would have been 24.0%.

(3) Included in this ratio for 2007 is a charge of $66.2 million related to the claim reassessment process. Excluding this charge, the before-tax operating income ratio for 2007 would have been 7.4%.

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Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

Premium income for group disability declined in 2009 relative to the prior year, a portion of which was expected and is attributable to our pricing, renewal, and risk selection strategy. Premium income for our Unum US group business, both disability and life, was also negatively impacted by lower premium growth from existing customers due to lower salary growth and lower growth in the number of employees covered under an existing policy. Premium persistency increased for group short-term disability in both the core and large case segments. Premium persistency for group long-term disability increased in the core market segment but decreased in the large case segment, resulting in an overall persistency decline for group long-term disability. Case persistency declined due to a higher number of terminated cases in the smaller size case market within the core segment. These terminations did not affect premium persistency negatively to the degree they affected case persistency due to a lower average premium per terminated case. Net investment income was consistent in 2009 relative to 2008, with an increase in the level of assets offset by lower interest rates on floating rate assets. Other income includes ASO fees of $59.2 million and $64.8 million for 2009 and 2008, respectively.

The benefit ratio for 2009 was lower than the benefit ratio for the prior year due primarily to a higher rate of claim recoveries for group long-term disability and a decrease in the paid claim incidence rates for group short-term disability. Paid claim incidence rates for group long-term disability were higher in 2009 relative to 2008, but the average size of new claims was lower.

Interest and debt expense related to the debt issued by Tailwind Holdings decreased in 2009 relative to the prior year due to a decrease in the variable rate of interest during 2009 and a decrease in the amount of outstanding debt resulting from principal repayments.

The deferral of acquisition costs increased in comparison to 2008 due to a higher level of deferrable expenses partially resulting from increased group short-term disability sales. Amortization was lower in 2009 relative to the prior year due to a decrease in amortization related to internal replacement transactions. These transactions are accounted for as an extinguishment of the original policy and the issuance of a new policy.

The other expense ratio increased in 2009 compared to the prior year due primarily to the decline in premium income and an increase in policy maintenance expenses associated with the change in the mix of in-force policies from the large case market to the core market segment. Included in 2008 other expenses was $4.4 million related to a 2008 broker compensation settlement agreement.

During 2009, Unum America entered into a quota share reinsurance agreement with RGA Americas Reinsurance Company, Ltd. under which Unum America will cede a closed block of group long-term disability claims. The reinsurance transaction does not meet the conditions for reinsurance accounting and is therefore accounted for as a deposit. As such, there is no effect on reported premium income or benefits. The only impact on the income statement is the risk charge paid to the reinsurer.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Premium income for group disability decreased in 2008 relative to 2007 due primarily to our pricing, renewal, and risk selection strategy as well as the termination of one large case group in September 2007. However, premium persistency and case persistency both improved in 2008 over 2007 in both the core and large case markets. Net investment income declined in 2008 in comparison to 2007 primarily due to a lower yield on assets supporting this line of business resulting from the investment of new cash at a lower yield than that of the existing portfolio and also due to a decrease in bond call premiums. The decline in yield and bond call premiums was partially offset by an increase in the level of assets in the portfolio. ASO fees were $64.8 million and $65.2 million in 2008 and 2007, respectively.

The benefit ratio for 2008 was lower than the benefit ratio for 2007, excluding the 2007 revision to our estimate for the claim reassessment costs, due primarily to a higher rate of claim recoveries in group long-term disability and lower paid claims in short-term disability. Claim incidence rates for both group long-term and short-term disability were slightly lower in 2008 than 2007.

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Interest and debt expense was lower in 2008 compared to the prior year due to a lower variable rate of interest and a decrease in the amount of outstanding debt resulting from principal repayments.

Amortization of deferred acquisition costs was higher in 2008 relative to 2007 due to an increase in amortization related to internal replacement transactions.

The other expense ratio increased in 2008 compared to 2007 due primarily to the decline in premium income and an increase in policy maintenance expenses and product service and development costs. Also contributing to the increase in the other expense ratio was $4.4 million of expense related to the broker compensation settlement.

Unum US Group Life and Accidental Death and Dismemberment Operating Results

Shown below are financial results and key performance indicators for Unum US group life and accidental death and dismemberment.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Group Life	$ 1,057.7	(0.5) %	$ 1,062.8	(4.0) %	$ 1,107.4
Accidental Death & Dismemberment	104.9	(17.8)	127.6	(2.6)	131.0
Total Premium Income	1,162.6	(2.3)	1,190.4	(3.9)	1,238.4
Net Investment Income	126.5	0.4	126.0	(6.6)	134.9
Other Income	1.9	(17.4)	2.3	(4.2)	2.4
Total	1,291.0	(2.1)	1,318.7	(4.1)	1,375.7
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	815.5	(1.5)	827.6	(8.2)	901.6
Commissions	85.4	-	85.4	(3.7)	88.7
Deferral of Acquisition Costs	(48.1)	19.4	(40.3)	11.6	(36.1)
Amortization of Deferred Acquisition Costs	45.9	(16.5)	55.0	39.6	39.4
Other Expenses	197.6	9.7	180.1	9.2	164.9
Total	1,096.3	(1.0)	1,107.8	(4.4)	1,158.5
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 194.7	(7.7)	$ 210.9	(2.9)	$ 217.2
Operating Ratios (% of Premium Income):					
Benefit Ratio	70.1%		69.5%		72.8%
Other Expense Ratio	17.0%		15.1%		13.3%
Before-tax Operating Income Ratio	16.7%		17.7%		17.5%
Premium Persistency:					
Group Life	86.9%		83.8%		78.8%
Accidental Death & Dismemberment	88.1%		86.4%		80.8%
Case Persistency:					
Group Life	87.2%		89.1%		87.7%

Accidental Death & Dismemberment	87.2%	89.2%	88.0%

Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

Premium income for group life and accidental death and dismemberment decreased in 2009 relative to 2008, a portion of which was expected and is due to our pricing, renewal, and risk selection strategy. Consistent with the decline in premium income for group disability, premium growth for group life and accidental death and

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dismemberment has also been negatively impacted by lower premium growth from existing customers. Premium income for accidental death and dismemberment declined in part due to a reinsurance agreement entered into, effective January 1, 2009, to cede an $8.0 million annualized premium in-force block of business. In both product lines, premium persistency improved, but case persistency declined in comparison to the prior year due to a higher number of terminated cases in the fewer than 100 lives market segment. Net investment income was consistent in 2009 relative to 2008, with an increase in the level of assets offset by lower interest rates on floating rate assets.

The benefit ratio in 2009 was higher than the prior year as a result of a higher average paid claim size in group life which was only partially offset by a lower rate of paid claim incidence.

The deferral of acquisition costs increased in 2009 compared to 2008 due primarily to an increase in the level of deferrable expenses resulting from the increase in sales. Amortization of deferred acquisition costs was lower in 2009 relative to the prior year due to a decrease in amortization related to internal replacement transactions.

The other expense ratio increased in 2009 in comparison to the prior year due to the decline in premium income as well as an increase in policy acquisition-related costs associated with increased sales and an increase in policy maintenance expenses associated with the change in the mix of in-force policies from the large case market to the core market segment.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Premium income for group life decreased in 2008 relative to 2007 due primarily to our pricing, renewal, and risk selection strategy. Premium persistency and case persistency both improved in 2008 in comparison to 2007. The decrease in net investment income in 2008 relative to 2007 resulted from a decline in the level of assets supporting these lines of business and from a lower yield on the portfolio due to the investment of new cash at a lower yield than that of the existing portfolio.

The benefit ratio decreased in 2008 due primarily to lower paid claim incidence rates for both group life and the accidental death and dismemberment lines of business.

The deferral of acquisition costs increased in 2008 due primarily to increased sales in the group core market segment. Amortization of deferred acquisition costs was higher in 2008 relative to 2007 due to an increase in amortization related to internal replacement transactions.

The other expense ratio increased in 2008 in comparison to 2007 due primarily to the decline in premium income as well as an increase in policy maintenance expenses and product and service development costs.

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Unum US Supplemental and Voluntary Operating Results

Shown below are financial results and key performance indicators for Unum US supplemental and voluntary product lines.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Individual Disability - Recently Issued	$ 463.7	(1.7) %	$ 471.5	3.2 %	$ 456.7
Long-term Care	594.7	2.4	580.7	9.0	532.9
Voluntary Benefits	492.4	10.2	446.8	10.4	404.7
Total Premium Income	1,550.8	3.5	1,499.0	7.5	1,394.3
Net Investment Income	444.6	17.3	379.1	14.7	330.4
Other Income	27.9	(7.6)	30.2	(8.8)	33.1
Total	2,023.3	6.0	1,908.3	8.6	1,757.8
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	1,177.6	4.5	1,126.9	5.6	1,067.4
Commissions	269.0	0.6	267.3	9.1	245.1
Deferral of Acquisition Costs	(224.9)	(2.2)	(230.0)	10.7	(207.7)
Amortization of Deferred Acquisition Costs	204.0	8.2	188.6	10.0	171.5
Other Expenses	290.9	2.5	283.7	6.4	266.7
Total	1,716.6	4.9	1,636.5	6.1	1,543.0
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 306.7	12.8	$ 271.8	26.5	$ 214.8
Operating Ratios (% of Premium Income):					
Benefit Ratios					
Individual Disability - Recently Issued	51.4%		53.3%		56.7%
Long-term Care	111.6%		106.1%		106.0%
Voluntary Benefits	56.0%		58.0%		60.1%
Other Expense Ratio	18.8%		18.9%		19.1%
Before-tax Operating Income Ratio	19.8%		18.1%		15.4%
Interest Adjusted Loss Ratios:					
Individual Disability - Recently Issued	32.5%		35.9%		40.0%
Long-term Care	76.5%		75.5%		77.7%
Premium Persistency:					
Individual Disability - Recently Issued	89.6%		90.7%		90.6%
Long-term Care	95.1%		95.5%		95.4%
Voluntary Benefits	79.9%		80.4%		79.4%

Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

Premium income increased in 2009 relative to the prior year due primarily to sales growth, particularly in the voluntary benefits product line, partially offset by a slight decline in premium persistency. Net investment income increased relative to the prior year due to higher investment income related to growth in the level of assets supporting these lines of business, an increased level of prepayment income on mortgage-backed securities, and a higher yield on the portfolio due to the investment of new cash at higher yields than that of the existing portfolio.

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The interest adjusted loss ratio for the individual disability recently issued line of business declined in 2009 relative to the prior year due primarily to a more favorable claim recovery rate and a lower number of reopened claims, partially offset by an increase in the paid incidence rate. The interest adjusted loss ratio for long-term care increased in 2009 relative to the prior year due primarily to an increase in paid claim incidence rates. The benefit ratio for voluntary benefits decreased in 2009 as compared to 2008 due primarily an increase in premium income, partially offset by an increase in the paid claim incidence rate for the voluntary disability product line.

The deferral of acquisition costs decreased in 2009 as compared to 2008 due to the decrease in acquisition-related expenses resulting from lower sales. The amortization of acquisition costs was higher in 2009 due to an acceleration of amortization resulting from lower persistency in certain of the product lines. The other expense ratio in 2009 was consistent with the prior year.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Premium income increased in 2008 relative to 2007 due to sales growth in our supplemental and voluntary product lines, the impact of premium rate increases implemented for individual long-term care, and overall stable persistency. Net investment income increased in 2008 relative to 2007 primarily from growth in the level of assets supporting these lines of business.

The decrease in the interest adjusted loss ratio for the individual disability recently issued line of business for 2008 relative to 2007 is due primarily to a decrease in paid claim incidence rates, partially offset by a lower claim recovery rate. The interest adjusted loss ratio for long-term care was lower in 2008 than in 2007 due primarily to higher premium income, partially offset by an increase in claim incidence rates. The benefit ratio for voluntary benefits decreased in 2008 as compared to 2007, due primarily to a lower rate of paid claim incidence for the disability line of business and a lower mortality rate for the life line of business.

The increase in commissions and the deferral and amortization of acquisition costs in 2008 relative to 2007 is due primarily to growth in these lines of business. The other expense ratio decreased slightly in 2008 in comparison to 2007 due to a higher rate of premium growth relative to expense growth.

Segment Outlook

During 2009, we experienced an unfavorable impact on premium growth which we believe was caused by the uncertain economic environment. Our 2009 sales were also negatively impacted by the economy, particularly sales to existing accounts. Opportunities for premium and sales growth are expected to re-emerge as the economy improves and employment growth resumes. We expect continued volatility in net investment income during 2010 as a result of fluctuations in bond calls and other types of miscellaneous net investment income. We intend to manage our expense levels relative to premium levels through operating effectiveness and performance management. Unum US has goodwill of approximately $190.0 million at year end 2009, none of which is currently believed to be at risk for future impairment.

Periods of economic downturns have historically affected disability claim incidence rates and, to a lesser extent, disability claim recovery rates in certain sectors of the market. Certain risks and uncertainties are inherent in disability business. Components of claims experience, such as incidence and recovery rates, may be worse than we expect. Disability claim incidence and claim recovery rates may be influenced by, among other factors, the rate of unemployment and consumer confidence. Within the group disability market, pricing and renewal actions can be taken to react to higher claim rates, but these actions take time to implement, and there is a risk that the market will not sustain increased prices. In addition, changes in economic and external conditions may not manifest themselves in claims experience for an extended period of time. The current economic downturn may lead to a higher rate of claim incidence or lower levels of claim recoveries. We have previously taken steps to improve our risk profile, including reducing our exposure to volatile business segments through diversification by market size, product segment, and industry segment. We believe our claims management organization is positioned for stable and sustainable performance levels. Although we did not experience significantly higher levels of disability claims incidence during 2009, we did experience slightly elevated levels in the second half of 2009. We are uncertain as to whether the higher claim incidence is due to the normal volatility that occurs in our group disability business or is related to the economy. We continuously monitor key indicators to assess our risk to the economic slowdown and attempt to adjust our business plans accordingly.

We believe our Unum US growth strategy is sound. We continue to see future growth opportunity based on employee choice, defined employer funding, simple administration, and effective communication. Our strategies for growth focus on (i) delivering product choice through an integrated, easy-to-manage, and flexible platform, (ii) providing communications to employees with a focus on education and enrollment efficiencies, (iii) continued expansion and improvement in distribution, and (iv) developing strong capabilities to cross-sell, re-enroll, and retain customers.

During 2010, we will continue to embed our culture of risk management while maintaining our operating effectiveness, with a focus on talent development across our businesses. We believe we are well-positioned strategically in our markets and that opportunities for growth exist in our group core market segment and in the voluntary markets. We will continue to manage our value businesses, which we define as the group large case market, individual disability, and long-term care product lines, in a disciplined manner for profitability. While the recession impacted our ability to grow premium income during 2009, we expect to achieve a slight increase in premium income during 2010. We anticipate that the benefit ratio in our group disability product line will begin to level out during 2010. We think future margin improvement is achievable, although at a slower rate of growth than was achieved for 2008 and 2009, driven primarily by our ongoing product mix shift and the growth of our voluntary benefits product line.

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Unum UK Segment

Unum UK includes insurance for group long-term disability, group life, and individual disability products sold primarily in the United Kingdom through field sales personnel and independent brokers and consultants.

Operating Results

Shown below are financial results and key performance indicators for the Unum UK segment.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Group Long-term Disability	$ 503.1	(25.6) %	$ 675.9	(10.2) %	$ 752.6
Group Life	147.8	(15.3)	174.6	(1.6)	177.4
Individual Disability	35.2	(9.3)	38.8	1.3	38.3
Total Premium Income	686.1	(22.8)	889.3	(8.2)	968.3
Net Investment Income	124.5	(31.6)	181.9	(2.9)	187.4
Other Income	2.4	20.0	2.0	(35.5)	3.1
Total	813.0	(24.2)	1,073.2	(7.4)	1,158.8
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	373.6	(26.9)	511.4	(11.0)	574.3
Commissions	46.7	(20.8)	59.0	(11.9)	67.0
Deferral of Acquisition Costs	(29.1)	(22.2)	(37.4)	(9.2)	(41.2)
Amortization of Deferred Acquisition Costs	30.5	(5.9)	32.4	(34.4)	49.4
Other Expenses	141.7	(22.9)	183.8	0.2	183.5
Total	563.4	(24.8)	749.2	(10.1)	833.0
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 249.6	(23.0)	$ 324.0	(0.6)	$ 325.8
Operating Ratios (% of Premium Income):					
Benefit Ratio	54.5%		57.5%		59.3%
Other Expense Ratio	20.7%		20.7%		19.0%
Before-tax Operating Income Ratio	36.4%		36.4%		33.6%
Premium Persistency:					
Group Long-term Disability	88.6%		87.4%		88.0%
Group Life	80.1%		74.9%		70.5%
Individual Disability	87.6%		87.6%		89.4%

Foreign Currency Translation

The functional currency of Unum UK is the British pound sterling. Unum UK s premiums, net investment income, claims, and expenses are received or paid in pounds, and we hold pound-denominated assets to support Unum UK s pound-denominated policy reserves and liabilities. We translate Unum UK s pound-denominated financial statement items into dollars for our consolidated financial reporting. We translate income statement items using an average exchange rate for the reporting period, and we translate balance sheet items using the exchange rate at the end of the period. We report unrealized foreign currency translation gains and losses in accumulated other comprehensive income in our consolidated balance sheets.

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Fluctuations in the pound to dollar exchange rate have an effect on Unum UK s reported financial results and our consolidated financial results. In periods when the pound weakens relative to the preceding period, as occurred in 2009 and in 2008, translating pounds into dollars decreases current periods results relative to the prior period. In periods when the pound strengthens, translating into dollars increases current periods results in relation to the prior periods.

(in millions of pounds, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Group Long-term Disability	£ 322.2	(11.6) %	£ 364.4	(3.1) %	£ 375.9
Group Life	94.1	0.9	93.3	5.4	88.5
Individual Disability	22.4	7.2	20.9	9.4	19.1
Total Premium Income	438.7	(8.3)	478.6	(1.0)	483.5
Net Investment Income	79.6	(19.2)	98.5	5.3	93.5
Other Income	1.6	33.3	1.2	(25.0)	1.6
Total	519.9	(10.1)	578.3	(0.1)	578.6
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	238.3	(13.6)	275.8	(3.8)	286.8
Commissions	29.8	(6.6)	31.9	(4.8)	33.5
Deferral of Acquisition Costs	(18.5)	(8.0)	(20.1)	(2.4)	(20.6)
Amortization of Deferred Acquisition Costs	19.5	8.9	17.9	(27.5)	24.7
Other Expenses	90.2	(9.4)	99.6	8.7	91.6
Total	359.3	(11.3)	405.1	(2.6)	416.0
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	£ 160.6	(7.3)	£ 173.2	6.5	£ 162.6
Weighted Average Pound/Dollar Exchange Rate	1.554		1.871		2.004

Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

Premium income declined in 2009 relative to the prior year due to lower premium growth from existing customers and also due to a decline in the in-force block of group long-term disability business resulting from lower persistency and lower sales during 2008 and 2007. Also contributing to the comparative decline was an increase in group long-term disability premium income of £2.8 million in 2008 relating to a non-recurring reinsurance premium on a previously acquired claims block. The decline in group long-term disability premium income was partially offset by increases in premium income for group life due to higher sales and improved persistency.

Net investment income decreased in 2009 relative to the prior year due primarily to a reduction in inflation which reduced the return on bonds for which interest income is linked to a U.K. inflation index. These index-linked bonds match the claim reserves associated with certain of our group long-term disability policies that provide for inflation-linked increases in disability benefits. The decrease in 2009 net investment income attributable to these index-linked bonds was generally offset by a decrease in the reserves for future claims payments related to the inflation index-linked group long-term disability policies. Although over the intermediate-term the investment return from index-linked bonds generally matches the index-linked claim payments and reserves, the effect on investment income from the inflation index-linked bonds may not be completely offset by lower claim payments and reserves. The benefits reset to a higher payment when the rate of inflation increases but are not reset to a lower payment due to a decrease in the rate of inflation, whereas investment income on the inflation index-linked bonds can fluctuate either positively or negatively depending on the movement in the inflation rate.

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The lower benefit ratio in 2009 in comparison to the prior year was primarily due to a decline in the level of claim incidence for group long-term disability as well as the impact of lower inflation on claim reserves associated with group long-term disability policies containing an inflation-linked benefit increase feature. Partially offsetting these items is an increase in claim incidence for the group life line of business. Claim recoveries for group long-term disability were generally consistent with the prior year.

The deferral of acquisition costs in 2009 decreased in comparison to the prior year due primarily to a lower level of deferrable expenses resulting from the reduction in the overall expense level as well as a change in the mix of sales. The increase in amortization of acquisition costs in 2009 relative to the prior year is due primarily to an increase in amortization related to internal replacement transactions that are accounted for as an extinguishment of the original policy and the issuance of a new policy.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Premium income decreased in 2008 relative to 2007 due primarily to a decline in group long-term disability resulting from lower persistency levels and lower sales. This decline was partially offset by increases in premium income for group life due to higher sales and improved persistency and to individual disability due to the continued growth in the in-force block from higher levels of sales during 2008 and 2007. A decrease in group life ceded premiums as a result of a modification, in the fourth quarter of 2007, of a quota share reinsurance arrangement relating to new group life sales also contributed to the increase in group life premiums in 2008 compared to 2007. Net investment income increased in 2008 relative to 2007 due primarily to the growth in the level of assets supporting these lines of business and a higher yield on the portfolio due to the investment of new cash at a higher yield than that of the existing portfolio.

The lower benefit ratio in 2008 in comparison to 2007 was primarily due to an increased rate of claim recoveries for group long-term disability.

The decrease in amortization of acquisition costs in 2008 relative to 2007 is due primarily to a decrease in amortization related to internal replacement transactions. The other expense ratio increased during 2008 in comparison with 2007 due primarily to expenses of £4.4 million related to the implementation of the disciplined cost management process during the fourth quarter of 2008.

During 2008, Unum UK became responsible for the ongoing administration and management of a closed block of group long-term disability claims through a reinsurance arrangement with Royal London Mutual Insurance Society Limited. At the time of the transaction, Unum UK received cash of £24.5 million, recorded £0.4 million in accrued premiums receivable, assumed reserves of £22.2 million, and recorded a deferred gain of £2.7 million. The transaction did not materially impact operating results.

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Sales

Shown below are sales results in dollars and in pounds for the Unum UK segment.

(in millions)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Group Long-term Disability	$ 63.8	(12.2) %	$ 72.7	(13.9) %	$ 84.4
Group Life	53.8	174.5	19.6	48.5	13.2
Individual Disability	5.6	(22.2)	7.2	(7.7)	7.8
Total Sales	$ 123.2	23.8	$ 99.5	(5.6)	$ 105.4
Group Long-term Disability	£ 40.9	3.0 %	£ 39.7	(5.7) %	£ 42.1
Group Life	33.4	206.4	10.9	65.2	6.6
Individual Disability	3.6	(7.7)	3.9	-	3.9
Total Sales	£ 77.9	42.9	£ 54.5	3.6	£ 52.6

Sales in Unum UK increased in 2009 compared to 2008, aided by the exit of another large insurance provider from the U.K. group risk market. Excluding the sales related to this exit of this provider, Unum UK sales increased 8.6 percent in 2009 compared to the prior year. The sales growth in group life was attributable to sales growth in both the core market, which we define for Unum UK as employee groups with fewer than 500 lives, and in the large case market. Group disability also had sales increases in both market segments. Sales of group long-term disability and group life were both unfavorably impacted during 2009 by lower sales to existing accounts.

Sales in Unum UK increased in 2008 compared to 2007 primarily due to growth in group life sales offset partially by a decrease in sales for group long-term disability. In the U.K., legislative changes that removed discrimination by employers on the basis of age, therefore encouraging the extension of insurance coverage, became effective in October 2006. During 2007, Unum UK took advantage of the opportunities offered by age equality legislation, with £7.4 million of additional sales during 2007 compared to only £2.0 million in 2008. Excluding sales related to the change in age equality legislation, Unum UK achieved underlying sales growth of approximately 16 percent in 2008 as compared to 2007.

Segment Outlook

During 2009, we experienced an unfavorable impact on sales to existing customers and premium growth, and we expect this may continue in the near term if current economic conditions persist. Our sales and premium growth could also be further impacted by a prolonged competitive pricing environment in the U.K. We have thus far not experienced any significant deterioration in disability claims incidence or claim recoveries, but similar to Unum US, disability claim incidence and claim recovery rates may be influenced by the current economic environment. Unum UK has an immaterial amount of goodwill recorded on its balance sheet at year end 2009, none of which is currently believed to be at risk for future impairment. We continuously monitor key indicators to assess our risk to the economic slowdown and attempt to adjust our business plans accordingly. Continued fluctuations in the U.S. dollar relative to the British pound sterling impact our reported operating results.

Our current growth strategy focuses on generating organic growth and expanding our role as the leading provider of group disability insurance in the U.K. Our strategy for future growth combines optimizing the performance of our existing business while developing new market opportunities. We intend to optimize performance of the existing business by (i) improving customer service, (ii) expanding our broker market capabilities and sales effectiveness, and (iii) building on and adapting our existing products to meet emerging customer needs. We intend to develop new market opportunities for employee paid workplace solutions by offering a broader integrated product with simpler, defined choices and flexible funding options through a streamlined and efficient platform with online capabilities matched to broker and employer needs.

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During 2010, we will continue our commitment to our risk management culture as we focus on the achievement of sustainable and profitable growth through disciplined pricing, premium persistency, risk selection, and claims management. We expect to maintain our strong leadership position in the U.K. during 2010. In the current competitive market and economic environment, we continue to have a cautious outlook for premium growth, but we believe we will be able to achieve overall premium growth during 2010 through improved persistency and increased sales to existing and new customers. Due to the disciplined cost management process we have implemented, we intend to continue to align our operating expenses with premium growth through the implementation of expense efficiencies. During 2010, we expect our margins to continue at the favorable level maintained during 2009 and 2008.

Colonial Life Segment

The Colonial Life segment includes insurance for accident, sickness, and disability products, life products, and cancer and critical illness products issued primarily by Colonial Life & Accident Insurance Company and marketed to employees at the workplace through an agency sales force and brokers.

Operating Results

Shown below are financial results and key performance indicators for the Colonial Life segment.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income					
Accident, Sickness, and Disability	$ 625.8	3.1 %	$ 606.9	7.1 %	$ 566.6
Life	165.6	5.2	157.4	9.7	143.5
Cancer and Critical Illness	223.7	5.0	213.0	8.1	197.1
Total Premium Income	1,015.1	3.9	977.3	7.7	907.2
Net Investment Income	114.3	8.1	105.7	5.8	99.9
Other Income	0.5	25.0	0.4	(55.6)	0.9
Total	1,129.9	4.3	1,083.4	7.5	1,008.0
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	480.6	3.6	464.0	6.0	437.8
Commissions	215.3	1.7	211.8	5.1	201.6
Deferral of Acquisition Costs	(229.0)	2.3	(223.8)	6.1	(210.9)
Amortization of Deferred Acquisition Costs	178.5	7.3	166.4	8.1	153.9
Other Expenses	203.6	3.4	196.9	9.5	179.8
Total	849.0	4.1	815.3	7.0	762.2
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 280.9	4.8	$ 268.1	9.1	$ 245.8
Operating Ratios (% of Premium Income):					
Benefit Ratio	47.3%		47.5%		48.3%
Other Expense Ratio	20.1%		20.1%		19.8%
Before-tax Operating Income Ratio	27.7%		27.4%		27.1%

Premium Persistency:			
Accident, Sickness, and Disability	74.4%	75.8%	75.9%
Life	84.7%	84.7%	83.8%
Cancer and Critical Illness	83.8%	84.0%	84.1%

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Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

The lower level of premium growth in 2009 compared to the 2008 growth rate was attributable primarily to lower sales during the first half of 2009 and lower persistency in the accident, sickness, and disability product line. The lower persistency primarily relates to the loss of a few large policyholder accounts. We believe our lower premium growth was partially due to the current economic conditions which affected the buying patterns of employees and caused employers to defer introduction of new plans. Net investment income increased in 2009 in comparison to the prior year due to growth in the level of assets, an increased level of prepayment income on mortgage-backed securities, and a higher yield on the portfolio due to the investment of new cash at a higher yield than that of the existing portfolio.

The overall benefit ratio for this segment remained stable in 2009 relative to the prior year, with a lower benefit ratio in the life and cancer and critical illness lines of business partially offset by a slightly higher benefit ratio in the accident, sickness, and disability line of business. The life product line reported a lower benefit ratio in 2009 relative to the prior year due to a change in the mix of life business and the resulting lower change in the active life reserve. The cancer and critical illness product line reported a lower benefit ratio in 2009 relative to the prior year due primarily to a release of active life reserves, partially offset by an increase in disabled life reserves associated with the older cancer products. The increase in the benefit ratio in the accident, sickness and disability line of business resulted primarily from a slight increase in the claim incidence rates relative to the favorable experience of last year.

The amortization of deferred acquisition costs was higher in 2009 due to the continued increase in the level of deferred acquisition costs as well as the fluctuation in amortization related to certain of our interest-sensitive policies.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

Growth in premium income for 2008 compared to 2007 was attributable primarily to stable persistency and an increase in sales during 2008 and 2007. Net investment income increased in 2008 in comparison to 2007 due to growth in the level of assets and a higher yield on the portfolio.

The benefit ratio decreased in 2008 in comparison to 2007 due primarily to favorable risk experience in the accident, sickness, and disability line of business, offset somewhat by higher benefit ratios in the life and cancer and critical illness lines of business. The improvement in the accident, sickness, and disability line of business resulted from favorable experience related to several new products introduced between 2002 and 2004. The life line of business benefit ratio was higher in 2008 relative to 2007 due to a higher level of death claims and a higher average claim cost. The cancer and critical illness product line reported a higher benefit ratio in 2008 relative to 2007 due primarily to unfavorable claim experience associated with the older cancer products.

The other expense ratio for 2008 increased in comparison to 2007 due primarily to field expansion and development.

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Sales

(in millions of dollars)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Accident, Sickness, and Disability	$ 221.1	(0.5) %	$ 222.1	5.1 %	$ 211.3
Life	68.3	6.7	64.0	(4.0)	66.7
Cancer and Critical Illness	54.4	0.6	54.1	(4.9)	56.9
Total Sales	$ 343.8	1.1	$ 340.2	1.6	$ 334.9

Colonial Life s sales in 2009 increased 1.1 percent relative to last year, with 7.2 percent growth in new account sales and a decline of 2.3 percent in existing account sales. We experienced sales growth of 11.8 percent in the public sector market and a slight increase in sales in the commercial market segment with more than 500 lives. These sales increases were partially offset by a sales decline of 2.6 percent in the commercial core market segment, which we define for Colonial Life as employee groups with fewer than 500 lives. The number of new accounts in 2009 increased relative to 2008, while the new account annualized sales premium per case sold declined.

Colonial Life s 2008 sales increased in the commercial core market segment as compared to 2007 sales levels. Partially offsetting this increase was a decrease in sales in the commercial market segment for employee groups with more than 500 lives and a decrease in the public sector markets for state and federal governments. The number of new accounts and the new account annualized sales premium per case sold both increased in 2008 over 2007.

Segment Outlook

During 2009, economic conditions had an unfavorable impact on existing account sales and on premium growth, and we expect this trend may continue in the near term if current economic conditions persist and continue to affect employment growth, the buying patterns of employees, and the deferral by employers of the introduction of new employee benefit plans. Periods of economic downturns have historically had minimal impact on the risk results of Colonial Life, due primarily to a diversified product portfolio that is designed with short duration, indemnity benefits. During 2009, we did not experience a significant increase in claim incidence levels in the aggregate or in any particular market sector. We continuously monitor key indicators to assess our risk to an economic slowdown or recession and attempt to adjust our business plans accordingly.

Given the general stability and consistency of our risk results, we intend to continue to concentrate on developing our agency distribution system and implementing marketing strategies to accelerate sales growth. We believe our value proposition, through which we serve as benefits counselors for employers and employees and as a single source for benefits communication, voluntary insurance products, and enrollment services, is well positioned for changes in the voluntary market. Our 2010 growth strategy will focus on (i) distribution expansion and effectiveness, (ii) benefits communication, primarily through one-to-one enrollment, (iii) targeted marketing programs to accelerate new account growth and better penetrate existing accounts, and (iv) balanced growth in our market segments.

During 2010, we will continue with our commitment to fostering our risk management culture while we seek to further expand our market opportunities. While we expect sales and premium growth to be modest in the near term, strong profit margins are expected to continue. We believe sales and premium growth will reaccelerate as the economy improves and employment growth resumes.

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Individual Disability - Closed Block Segment

The Individual Disability Closed Block segment generally consists of those individual disability policies in-force before the substantial changes in product offerings, pricing, distribution, and underwriting, which generally occurred during the period 1994 through 1998. A small amount of new business continued to be sold after these changes, but we stopped selling new policies in this segment at the beginning of 2004 other than update features contractually allowable on existing policies.

Operating Results

Shown below are financial results and key performance indicators for the Individual Disability Closed Block segment.

(in millions of dollars, except ratios)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income	$ 898.5	(5.6) %	$ 952.3	(5.7) %	$ 1,009.9
Net Investment Income	740.6	(3.5)	767.5	(7.3)	827.6
Other Income	100.8	2.2	98.6	(4.9)	103.7
Total	1,739.9	(4.3)	1,818.4	(6.3)	1,941.2
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	1,489.6	(3.6)	1,544.8	(4.3)	1,614.5
Commissions	58.1	(7.3)	62.7	(9.3)	69.1
Interest and Debt Expense	16.6	(52.7)	35.1	N.M.	8.3
Other Expenses	141.3	(4.6)	148.1	5.9	139.8
Total	1,705.6	(4.8)	1,790.7	(2.2)	1,831.7
Operating Income Before Income Tax and Net Realized Investment Gains and Losses	$ 34.3	23.8	$ 27.7	(74.7)	$ 109.5
Interest Adjusted Loss Ratio (1)	81.6%		82.2%		84.1%
Operating Ratios (% of Premium Income):					
Other Expense Ratio (2)	15.7%		15.6%		13.8%
Before-tax Operating Income Ratio (3)	3.8%		2.9%		10.8%
Premium Persistency	93.2%		93.8%		94.3%

N.M. = not a meaningful percentage

(1) Included in this ratio for 2007 is a credit of $10.7 million related to the claim reassessment process. Excluding this credit, the interest adjusted loss ratio for 2007 would have been 85.2%.

(2) Included in this ratio for 2007 is an expense reduction of $2.5 million related to the claim reassessment process. Excluding this item, the other expense ratio for 2007 would have been 14.1%.

(3) Included in this ratio for 2007 is a credit of $13.2 million related to the claim reassessment process. Excluding this credit, the before-tax operating income ratio for 2007 would have been 9.5%.

Year Ended December 31, 2009 Compared with Year Ended December 31, 2008

The decrease in premium income for 2009 relative to the prior year is due to the expected run-off of this block of closed business due to lower persistency and policy maturities. Net investment income decreased in 2009 relative to the prior year due to lower interest rates on floating rate assets as well as a lower level of assets supporting this closed block of business, partially offset by an increased level of prepayment income on mortgage-backed securities. We also received fewer bond call premiums and consent fees during 2009 compared to 2008.

Other income, which includes the underlying results of certain blocks of reinsured business and the net investment income of portfolios held by those ceding companies to support the block we have reinsured, increased slightly compared to the prior year due to favorable experience in the reinsured blocks.

The interest adjusted loss ratio for 2009 declined slightly relative to the prior year due to higher claim recoveries. Interest and debt expense decreased from the prior year due to lower rates of interest on our floating rate debt issued by Northwind Holdings and a decrease in the amount of outstanding debt resulting from principal repayments.

The other expense ratio increased slightly in 2009 when compared to 2008 due primarily to the decline in premium income. Included in 2008 other expenses is a $4.7 million litigation settlement.

Year Ended December 31, 2008 Compared with Year Ended December 31, 2007

The decrease in premium income for 2008 relative to 2007 is due to the expected run-off of this block of closed business due to persistency and policy maturities. Net investment income decreased in 2008 compared to 2007 due to a decrease in bond call premiums, a lower level of assets, and a decline in the portfolio yield for this segment. During the fourth quarter of 2007, we entered into an intercompany reinsurance transaction which allowed us to release excess statutory capital previously supporting this reinsured closed block of business. As a result, the capital allocated to our Individual Disability Closed Block segment declined, with a resulting decrease in net investment income due to the lower asset levels needed to support allocated capital. Because this is an intercompany reinsurance arrangement, reported results remain unchanged for this segment other than the lower net investment income.

Other income declined in 2008 relative to 2007, primarily due to a lower level of assets and the resulting lower level of net investment income on certain blocks of business we have reinsured.

The interest adjusted loss ratio was lower in 2008 compared to 2007, excluding the decrease in our claim reassessment reserve estimate, due primarily to lower average size of new claims and fewer reopened claims.

Interest and debt expense on the debt issued in the fourth quarter of 2007 is higher in 2008 because it represents a full year of expense compared to a partial year of expense in 2007.

The other expense ratio is higher for 2008 relative to 2007 due to a $4.7 million litigation settlement as well as higher legal fees related to two pending cases.

Segment Outlook

We expect that this segment may experience volatility in net investment income due to the variability in interest rates on floating rate assets and also due to a reduced level of bond call premiums relative to historical levels. A portion of the volatility in interest income will be offset by commensurate changes in the interest expense on our floating rate debt.

We expect that operating revenue and income will continue to decline over time as this closed block of business winds down. We believe that the interest adjusted loss ratio for this block of business will be relatively flat over the long term, but the segment may experience quarterly volatility. Claim resolution rates, which measure the resolution of claims from recovery, deaths, settlements, and benefit expirations, are very sensitive to operational and environmental changes and can be volatile. Our claim resolution rate assumption used in determining reserves is our expectation of the resolution rate we will experience over the life of the block of business and will vary from actual experience in any one period. It is possible that variability in our reserve assumptions could result in a material impact on our reserve levels.

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Corporate and Other Segment

The Corporate and Other segment includes investment income on corporate assets not specifically allocated to a line of business, interest expense on corporate debt other than non-recourse debt, and certain other corporate income and expense not allocated to a line of business. Corporate and Other also includes results from certain Unum US insurance products not actively marketed, including individual life and corporate-owned life insurance, reinsurance pools and management operations, group pension, health insurance, and individual annuities. We expect operating revenue and income resulting from these insurance products to decline over time as these business lines wind down.

Operating Results

(in millions of dollars)

	Year Ended December 31				
	2009	% Change	2008	% Change	2007
Operating Revenue					
Premium Income	$ 2.7	92.9 %	$ 1.4	(17.6) %	$ 1.7
Net Investment Income	166.7	(15.6)	197.5	9.1	181.0
Other Income	34.8	(17.5)	42.2	37.0	30.8
Total	204.2	(15.3)	241.1	12.9	213.5
Benefits and Expenses					
Benefits and Change in Reserves for Future Benefits	91.9	(14.7)	107.8	(6.4)	115.2
Commissions	0.4	(66.7)	1.2	(36.8)	1.9
Interest and Debt Expense	106.8	(9.0)	117.4	(48.1)	226.1
Other Expenses	64.3	124.0	28.7	(7.7)	31.1
Total	263.4	3.3	255.1	(31.8)	374.3
Operating Loss Before Income Tax and Net Realized Investment Gains and Losses	$ (59.2)	N.M.	$ (14.0)	91.3	$ (160.8)

N.M. = not a meaningful percentage

Non-Insurance Product Results

Operating revenue was $71.1 million in 2009 compared to $106.0 million and $74.9 million in 2008 and 2007, respectively. Operating losses were $91.9 million in 2009 compared to $30.6 million and $178.3 million in 2008 and 2007, respectively.

The decrease in operating revenue in 2009 compared to 2008 is due primarily to a decrease in net investment income resulting from lower interest rates on short-term investments. Operating revenue in 2008 included $7.6 million of other income received during 2008 related to a refund of interest primarily attributable to tax years 1986 through 1996. Operating revenue in 2008 was also favorable to the level of 2007 due to an increase in net investment income resulting from higher asset levels.

Interest and debt expense declined in 2009 relative to 2008 due primarily to lower average levels of outstanding debt. Interest expense declined in 2008 relative to 2007 due to the replacement, in the fourth quarter of 2007, of older fixed rate debt held in Corporate and Other with non-recourse debt issued in conjunction with the securitization of our closed block of individual disability reserves and held in the Individual Disability Closed Block segment. Costs related to early retirement of debt were $58.8 million in 2007 and minimal in the other periods presented. See Debt contained in this Item 7 for further discussion.

Other expenses were $56.2 million in 2009 compared to $19.2 million and $27.1 million in 2008 and 2007, respectively. The increase in other expenses for 2009 is due primarily to increased pension costs of approximately $42.0 million. Included in the 2007 other expenses is a securities litigation settlement accrual of $11.6 million.

Insurance Product Results

Operating revenue for our insurance products was $133.1 million in 2009, compared to $135.1 million and $138.6 million in 2008 and 2007, respectively. These closed lines of business had operating income of $32.7 million in 2009, compared to $16.6 million and $17.5 million in 2008 and 2007, respectively.

Segment Outlook

The general economic outlook for corporate bond defaults continues to be high relative to historical levels. We have tested whether our capital plans have sufficient cushion to absorb possible losses. We believe the current level of cash and marketable securities at our holding companies as well as the level of our statutory risk-based capital position us well for the current economic environment. It is possible, however, that defaults in our investment portfolio will result in realized investment losses, reduced net investment income, and lower statutory capital. Depending on the magnitude of defaults, it is possible that we would need to seek external financing.

During 2010, we will continue our disciplined approach to growth and risk management. We expect our capital to continue to build as we take a conservative approach to capital deployment and seek to retain significant financial flexibility. Interest and debt expense will be higher in 2010 as compared to 2009 due to the issuance of debt on September 30, 2009, as previously discussed. We expect that 2010 pension costs will be approximately $15.0 million lower than the level of 2009.

Discontinued Operations

During the first quarter of 2007, we completed the sale of GENEX and recognized an after-tax gain on the transaction of approximately $6.2 million. This gain is included with income from discontinued operations in our consolidated statements of income. Also included in discontinued operations is after-tax income for GENEX of $0.7 million in 2007. See Note 2 of the Notes to Consolidated Financial Statements for additional information.

Investments

Overview

Our investment portfolio is well diversified by type of investment and industry sector. We have established an investment strategy that we believe will provide for adequate cash flows from operations and allow us to hold our securities through periods where significant decreases in fair value occur. We believe our portfolio is positioned to moderate the potential impact on our financial position and operating results from a continuing economic slowdown.

We have no exposure to subprime mortgages, Alt-A loans, or collateralized debt obligations in our asset-backed or mortgage-backed securities portfolios. At December 31, 2009, we held $17.1 million fair value ($17.0 million amortized cost) of collateralized debt obligations within our public bond portfolio. We had $175.4 million fair value ($185.7 million amortized cost) of exposure to investments for which the payment of interest and principal is guaranteed under a financial guaranty insurance policy. The weighted average rating of the underlying securities, absent the guaranty insurance policy, is A2. We held $363.4 million fair value ($410.7 million amortized cost) of perpetual debentures, or hybrid securities, that generally have no fixed maturity date. Interest on these securities due on any payment date may be deferred by the issuer. The interest payments are generally deferrable only to the extent that the issuer has suspended dividends or other distributions or payments to any of its shareholders or any other perpetual debt instrument.

Below is a summary of our formal investment policy, including the overall quality and diversification objectives:

- The majority of investments are in high quality publicly traded securities to ensure the desired liquidity and preserve the capital value of our portfolios.
- The long-term nature of our insurance liabilities also allows us to invest in less liquid investments to obtain superior returns. A maximum of 10 percent of the total investment portfolio may be invested in below-investment-grade securities, 2 percent in equity type instruments, up to 35 percent in private placements, and 10 percent in commercial mortgage loans. The remaining assets can be held in

publicly traded investment-grade corporate securities, mortgage-backed securities, bank loans, asset-backed securities, government and government agencies, and municipal securities.
We intend to manage the risk of losses due to changes in interest rates by matching asset duration with liabilities, in the aggregate, to within a range of +/- ten percent of the liability duration.
The weighted average credit quality rating of the portfolio should be Baa1 or higher.
The maximum investment per issuer group is limited based on internal limits reviewed by the finance committee of Unum Group s board of directors and approved by the boards of directors of our insurance subsidiaries and is more restrictive than the five percent limit generally allowed by the state insurance departments which regulate the type of investments our insurance subsidiaries are allowed to own. These internal limits are as follows:

Rating	Internal Limit ($ in millions)
AAA/A	$200
BBB+	175
BBB	100
BBB-	80
BB+	80
BB	60
BB-	50
B	20

The portfolio is to be diversified across industry classification and geographic lines.
Derivative instruments may be used to replicate permitted asset classes, hedge interest rate risk and foreign currency risk, and match liability duration and cash flows consistent with the plan reviewed by the finance committee of Unum Group s board of directors and approved by the boards of directors of our insurance subsidiaries.
Asset mix guidelines and limits are established by us, reviewed by the finance committee of Unum Group s board of directors, and approved by the boards of directors of our insurance subsidiaries.
The allocation of assets and the selection and timing of the acquisition and disposition of investments are subject to ratification, on a weekly basis, by an investment subcommittee appointed by the boards of directors of our insurance subsidiaries. These actions are also reviewed by the finance committee of Unum Group s board of directors on a quarterly basis.
We review these investment policies and guidelines annually, or more frequently if deemed necessary, and recommend adjustments, as appropriate. Any revisions are reviewed by the finance committee of Unum Group s board of directors and must be approved by the boards of directors of our insurance subsidiaries.

See Critical Accounting Estimates contained in this Item 7 for further discussion of our valuation of investments.

Investment Results

Net investment income was $2,346.6 million in 2009, a decrease of 1.8 percent relative to 2008. The weaker pound in 2009 relative to 2008 unfavorably affected translated results for net investment income. During 2009, we also received lower investment income on bonds in Unum UK for which interest income is linked to a U.K. inflation index, as compared to the prior year. This decrease in net investment income was largely offset by lower claim reserves due to lower claim payments which are also linked to inflation. In addition, we earned lower interest rates on our floating rate invested assets during 2009, largely offset by lower interest expense on our floating rate debt. We also received fewer bond call premiums and consent fees during 2009 compared to the prior year. Somewhat mitigating the impact of these items is continued growth in the level of invested assets, an increase in the level of prepayment income on mortgage-backed securities, and an increase in our portfolio yield due to the investment of new cash at higher rates than that of the prior year.

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Net investment income was $2,389.0 million in 2008, a decrease of 0.9 percent relative to 2007. The level of invested assets was higher in 2008 compared to 2007, but we received fewer bond call premiums during 2008. The weaker British pound in 2008 relative to 2007 also unfavorably affected translated results for net investment income. Our portfolio yield increased slightly in 2008 over 2007 due to the investment of new cash at higher rates than that of prior periods.

The duration weighted book yield on the fixed income securities in our investment portfolio was 6.74 percent as of December 31, 2009, and the weighted average credit rating was A3. This compares to a yield of 6.72 percent as of December 31, 2008 and a weighted average credit rating of A2. At December 31, 2009, the weighted average duration of our policyholder liability portfolio was approximately 8.23 years, and the weighted average duration of our investment portfolio supporting those policyholder liabilities was approximately 7.08 years. The difference between the asset and liability durations is outside our investment policy guidelines. We are currently reviewing our investment strategy as well as our tolerance levels.

Realized investment gains and losses, before tax, are as follows:

(in millions of dollars)

	Year Ended December 31		
	2009	2008	2007
Fixed Maturity Securities			
Gross Gains on Sales	$ 48.6	$ 64.9	$ 56.0
Gross Losses on Sales	(83.5)	(80.8)	(29.1)
Other-Than-Temporary Impairment Loss	(211.8)	(151.1)	(53.7)
Mortgage Loans and Other Invested Assets			
Gross Gains on Sales	11.5	13.5	49.8
Gross Losses on Sales	(0.4)	(3.8)	(8.3)
Impairment Loss	(8.1)	(15.0)	(22.5)
Embedded Derivative in Modified			
Coinsurance Arrangement	243.1	(291.7)	(57.3)
Other Derivatives	12.3	(1.9)	(0.1)
Net Realized Investment Gain (Loss)	$ 11.7	$ (465.9)	$ (65.2)

Realized Investment Losses $10.0 Million or Greater from Other-Than-Temporary Impairments

During 2009, we recognized an other-than-temporary impairment loss of $33.3 million on securities issued by a U.S. media conglomerate. The company reported mixed fourth quarter 2008 operating results as its outdoor advertising weakened significantly. During the first quarter of 2009, the company borrowed $1.6 billion against its lines of credit and completed a tender/exchange offer to improve its near term debt maturity profile. Continued signs that the company s operations weakened materially in the first quarter 2009, as well as the continued weakness in the economy at that time, led us to believe that covenant violations could occur in the near future. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2009, we recognized an other-than-temporary impairment loss of $32.9 million on securities issued by a U.K. financial institution. The decline in value of the securities is primarily the result of the global credit crisis and the slowdown in the economy. In addition, this financial institution made a major acquisition during the peak of the past credit cycle. The financial institution then had to recognize impairments on loans and other assets held by the acquired company, resulting in the need for additional capital. This capital was initially provided by shareholders and others, but as the economic environment further deteriorated, the financial institution participated in the government guarantee of senior debt, capital injections, and an asset protection scheme. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2009, we recognized an other-than-temporary impairment loss of $23.9 million on securities issued by a U.S. automotive parts company. Due to the weak economy, automobile production had decreased dramatically, with the expectation of further production reductions at the time of the impairment loss. Declining earnings caused the company to be out of compliance with covenants in certain of its debt issues. The company eventually obtained waivers on these covenants, the terms of which precluded the company from making interest payments on certain of its other debt issues. The company was unable to cure this default within the grace period and ultimately was forced to file for bankruptcy. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2009, we recognized an other-than-temporary impairment loss of $23.7 million on principal protected equity linked trust certificates representing our investment in a trust which held forward contracts to purchase shares of a Vanguard S&P 500 index mutual fund. We recognized the other-than-temporary impairment loss because we intended to sell the security. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than one year but less than two years.

During 2009, we recognized an other-than-temporary impairment loss of $20.1 million on securities issued by a large specialty chemical company. The company reported fourth quarter 2008 earnings that were weaker than expected, which limited its prospects of refinancing its 2009 debt maturities. The company had been pursuing asset sales to raise cash but was unable to do so in time to avoid a financial restructuring. During the first quarter of 2009, the company filed for bankruptcy protection. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than two years but less than three years.

During 2009, we recognized an other-than-temporary impairment loss of $19.5 million on securities issued by a U.S. automotive parts company. The majority of the company s revenues are generated by sales to a single domestic automobile manufacturer. Due to the weak economy, automobile production had decreased dramatically, with the expectation of further production cuts. The U.S. government made available a $5 billion credit facility to several automotive parts companies to help maintain automotive supplier liquidity. However, with their largest customer likely to undergo a major financial restructuring and/or bankruptcy filing, the company faced increased challenges. In March 2009 its external auditors stated there was substantial doubt about the company s ability to continue as a going concern if the automotive industry s financial problems were not resolved soon. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2009, we recognized an other-than-temporary impairment loss of $17.5 million on securities issued by a U.K. financial institution. During 2008, a significant decrease in funding liquidity ultimately required the U.K. government to nationalize this institution. In this process, the government provided guarantees on deposits, senior debt, and loans. Since 2008, the company initiated several programs to improve its liquidity and to repay the loans to the government. In the first quarter of 2009, the company announced it had developed a plan for a legal and capital restructuring of the company, which it expected to complete in the second half of 2009. During the second quarter of 2009, the company submitted its plan to the European Commission (EC) and requested permission to begin the program under EC competition rules. The EC released various aspects of the company s restructuring plan, which included splitting the company into multiple entities. It appeared we would be unable to recover the entire cost basis of our securities, which are subordinate to the government s debt as well as other creditors. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than two years but less than three years.

During 2008, we recognized an other-than-temporary impairment loss of $39.3 million on a principal protected equity linked note which contained an embedded forward contract to purchase shares of a Vanguard S&P 500 index mutual fund. The note also provided principal protection through the substitution of highly rated bonds in place of the underlying S&P 500 index mutual fund, should a specified trigger event occur. At the time of the impairment loss, the decline in the S&P 500 index had not been significant enough to trigger the substitution of the highly rated bonds, but due to the then recent steep decline in the S&P 500 index, we could no longer conclude that the value of the underlying S&P 500 index mutual fund would equate to or exceed the par value of the security at maturity. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2008, we recognized an other-than-temporary impairment loss of $32.0 million on securities issued by a U.S. based automobile manufacturer and its captive finance subsidiary. The company experienced a decline in profitability and cash flow due to the weak economic environment. Although at the time of the impairment loss the company had not yet received government bailout money, the probability of receiving some form of government financial aid had significantly increased. Other U.S. automakers that had received bailout money were expected to request their bondholders to accept a significant reduction in principal. In order for this company to stay competitive with other U.S. automakers, it was likely that it, too, would seek debt relief from its bondholders and that we would not recover our entire principal for these securities. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than three years.

During 2008, we recognized an other-than-temporary impairment loss of $27.8 million on securities issued by a large investment banking firm. The company experienced a rapid deterioration in its credit and derivatives portfolio, which made it impossible for the firm to raise additional capital or to sell assets to increase liquidity. The inability to raise capital forced the company to file for bankruptcy protection in the third quarter of 2008. The firm was rated A2 by Moody s and A by S&P at the time of the bankruptcy filing. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than two years but less than three years.

During 2008, we recognized an other-than-temporary impairment loss of $21.6 million on securities issued by a large publisher of yellow page advertising. The outlook for this industry had continued to worsen due to the secular change impacting the industry and due to weak economic conditions. The company s third quarter 2008 earnings were down significantly as compared to prior periods, and bad debt expense and financial leverage increased significantly. These financial results increased the likelihood that the company might violate bank covenants and seek waivers from its bondholders. Additionally, the company had hired external consultants to advise it on potential capital restructuring alternatives. These events increased the likelihood that the company would seek to tender its bonds at a discounted value and that our bonds would not fully recover in value. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than one year but less than two years.

During 2008, we recognized an other-than-temporary impairment loss of $12.9 million on securities issued by a large international chemical company. The company s third quarter 2008 operating results were weak due to recessionary industry conditions and the negative impact of hurricane activity on its oil refinery operations. Due to these factors, the company experienced a significant decline in its liquidity. In late December 2008, lenders denied the company s request to obtain additional funding from its existing line of credit. As a result, the company s liquidity was insufficient to fund required cash outflows, and the company hired external consultants to advise it on potential capital restructuring alternatives. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than one year but less than two years.

During 2008, we recognized an other-than-temporary impairment loss of $12.1 million on securities issued by a large newspaper publishing company. The outlook for this industry had continued to deteriorate due to the secular change away from newspaper advertising and weak economic conditions. The company reported poor third quarter 2008 operating results. The increase in leverage and lower cash flows increased the likelihood that the company might violate its bank covenants. The company had attempted to sell non-core assets to reduce its debt, but it had been unable to execute a sale. As a result, it was likely that our bonds would not fully recover in value. At the time of the impairment loss, these securities had been in an unrealized loss position for a period of greater than two years but less than three years.

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During 2007, we recognized an other-than-temporary impairment loss of $15.0 million on bonds issued by a large media company. The company was the subject of a leveraged buyout that placed a large amount of debt on the balance sheet during 2007. Because of our outlook for the future business prospects of this issuer, the length of time these securities had been in an unrealized loss position, and a change in our intent to retain the security for a sufficient period of time for it to recover, we determined that an other-than-temporary impairment had occurred. These securities were investment-grade at the time of purchase but were downgraded to below-investment-grade in the second quarter of 2006. At the time of the impairment, these securities had been in an unrealized loss position for a period of greater than two years.

During 2007, we recognized losses of $18.4 million related to the decline in fair value below amortized cost for certain securities for which it was determined during the third quarter of 2007 that we no longer had the intent to hold to recovery or maturity due to anticipated changes in our capital requirements resulting from the reinsurance transactions involving our Individual Disability Closed Block segment business and the related issuance of $800.0 million of notes, as well as our capital redeployment plans.

During 2007, we recorded an adjustment to the book values and related unrealized loss of two securitized asset trusts acquired in 2001 to reflect the values that would have been present had we recorded the investment income as dividends rather than interest accretion. The book value adjustment of $20.2 million was recognized as a realized investment loss. Because the investments no longer satisfied our investment objectives, we subsequently sold the trusts in 2007 and recognized a realized investment gain of $24.9 million on the sale.

Realized Investment Losses $10.0 Million or Greater from Sale of Fixed Maturity Securities

During 2009, we recognized a loss of $14.2 on the sale of securities issues by a large publisher of yellow page advertising. The company had suffered from deterioration in print directories advertising as well as a significant rise in bad debt expenses due to the impact of the recession on small business customers. The company maintained significant amounts of available cash and was still generating free cash flows despite the weakening economy. However, during the first quarter of 2009, the company announced that it had hired a financial adviser to review its capital structure alternatives regarding debt payments due in 2010. At the time of disposition, these securities had been in an unrealized loss position for a period of greater than three years.

During 2008, we recognized a loss of $16.2 million on the sale of securities, issued by a large investment banking firm, for which we had recorded an impairment loss in 2008, as previously discussed.

During 2008, we recognized a loss of $10.1 million on the disposition of the principal protected equity linked note as previously discussed. The note s substitution clause was triggered in the fourth quarter of 2008 due to the continued decline in the S&P 500 index. At the time of the triggering event, we made the decision to take ownership in the underlying Vanguard S&P 500 index mutual fund shares rather than accept the zero coupon bonds issued by the financial services company. At the time of disposition, this note had been continuously in an unrealized loss position for a period of less than ninety days.

We had no individual realized investments losses $10.0 million or greater from the sale of fixed maturity securities during 2007.

Embedded Derivative in a Modified Coinsurance Arrangement

We report changes in the fair value of an embedded derivative in a modified coinsurance arrangement as realized investment gains and losses, as required under the provisions of GAAP. GAAP requires us to include in our realized investment gains and losses a calculation intended to estimate the value of the option of our reinsurance counterparty to cancel the reinsurance contract with us. However, neither party can unilaterally terminate the reinsurance agreement except in extreme circumstances resulting from regulatory supervision, delinquency proceedings, or

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other direct regulatory action. Cash settlements or collateral related to this embedded derivative are not required at any time during the reinsurance contract or at termination of the reinsurance contract, and any accumulated embedded derivative gain or loss reduces to zero over time as the reinsured business winds down. We therefore view the effect of realized gains and losses recognized for this embedded derivative as a reporting requirement that will not result in a permanent change in assets or stockholders equity.

The changes in fair value of this embedded derivative recognized as realized gains and losses during 2009, 2008 and 2007 resulted primarily from a change in credit spreads in the overall investment market. The fair value of this embedded derivative was $(117.4) million at December 31, 2009 compared to $(360.5) million at December 31, 2008 and is reported in other liabilities in our consolidated balance sheets.

Fixed Maturity Securities

The fair value composition by internal industry classification of our fixed maturity security portfolio and the associated unrealized gains and losses are as follows:

Fixed Maturity Securities By Industry Classification

As of December 31, 2009

(in millions of dollars)

Classification	Fair Value	Net Unrealized Gain (Loss)	Fair Value of Fixed Maturity Securities with Gross Unrealized Loss	Gross Unrealized Loss	Fair Value of Fixed Maturity Securities with Gross Unrealized Gain	Gross Unrealized Gain
Basic Industry	$ 2,077.1	$ 46.2	$ 558.3	$ 62.5	$ 1,518.8	$ 108.7
Capital Goods	3,365.4	209.1	684.2	32.3	2,681.2	241.4
Communications	2,376.1	208.4	360.5	30.4	2,015.6	238.8
Consumer Cyclical	1,299.9	5.9	537.2	59.4	762.7	65.3
Consumer Non-Cyclical	4,873.7	307.2	861.7	35.5	4,012.0	342.7
Energy (Oil & Gas)	3,033.3	301.4	281.4	13.2	2,751.9	314.6
Financial Institutions	3,045.3	(60.6)	1,611.1	132.0	1,434.2	71.4
Mortgage/Asset-Backed	3,723.1	309.5	283.9	3.6	3,439.2	313.1
Sovereigns	1,491.5	133.7	75.9	1.3	1,415.6	135.0
Technology	809.9	56.6	171.0	5.0	638.9	61.6
Transportation	900.4	89.0	95.6	5.2	804.8	94.2
U.S. Government Agencies and Municipalities	2,096.1	(17.5)	918.4	101.4	1,177.7	83.9
Utilities	8,781.7	422.0	1,899.2	109.1	6,882.5	531.1
Redeemable Preferred Stocks	40.9	(1.9)	20.6	2.2	20.3	0.3
Total	$ 37,914.4	$ 2,009.0	$ 8,359.0	$ 593.1	$ 29,555.4	$ 2,602.1

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The following two tables show the length of time our investment-grade and below-investment-grade fixed maturity securities had been in a gross unrealized loss position as of December 31, 2009 and at the end of the prior four quarters. The relationships of the current fair value to amortized cost are not necessarily indicative of the fair value to amortized cost relationships for the securities throughout the entire time that the securities have been in an unrealized loss position nor are they necessarily indicative of the relationships after December 31, 2009. The elevated level of unrealized losses at the end of 2008 and continuing into the early part of 2009 resulted primarily from the significant widening of credit spreads that occurred in the overall market.

Unrealized Loss on Investment-Grade Fixed Maturity Securities

Length of Time in Unrealized Loss Position

As of December 31, 2009

(in millions of dollars)

	2009				2008
	December 31	September 30	June 30	March 31	December 31
Fair value < 100% >= 70% of amortized cost					
<= 90 days	$ 62.7	$ 5.5	$ 19.8	$ 95.2	$ 171.3
> 90 <= 180 days	4.5	1.7	30.2	107.7	342.3
> 180 <= 270 days	2.3	0.2	47.2	321.8	271.8
> 270 days <= 1 year	3.7	2.1	133.4	270.2	292.9
> 1 year <= 2 years	84.2	132.6	367.4	598.8	461.4
> 2 years <= 3 years	105.4	155.9	303.2	247.7	198.1
> 3 years	160.6	170.3	435.0	455.9	404.2
Sub-total	423.4	468.3	1,336.2	2,097.3	2,142.0
Fair value < 70% >= 40% of amortized cost					
<= 90 days	-	-	-	4.1	-
> 90 <= 180 days	-	-	-	2.1	8.6
> 180 <= 270 days	-	-	3.0	29.3	76.6
> 270 days <= 1 year	-	2.7	-	71.0	76.4
> 1 year <= 2 years	16.5	-	87.1	197.6	261.2
> 2 years <= 3 years	0.2	2.2	94.8	172.9	69.9
> 3 years	2.4	0.4	39.2	275.3	187.9
Sub-total	19.1	5.3	224.1	752.3	680.6
Fair Value < 40%					
> 270 days <= 1 year	-	-	-	-	6.3
> 1 year <= 2 years	-	-	-	43.8	31.3
> 2 years <= 3 years	-	-	-	61.7	22.9
> 3 years	0.5	0.6	0.6	13.2	0.6
Sub-total	0.5	0.6	0.6	118.7	61.1
Total	$ 443.0	$ 474.2	$ 1,560.9	$ 2,968.3	$ 2,883.7

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Unrealized Loss on Below-Investment-Grade Fixed Maturity Securities

Length of Time in Unrealized Loss Position

As of December 31, 2009

(in millions of dollars)

	2009				2008
	December 31	September 30	June 30	March 31	December 31
Fair value < 100% >= 70% of amortized cost					
<= 90 days	$ 0.1	$ -	$ 1.4	$ 0.7	$ 25.6
> 90 <= 180 days	-	0.4	0.7	18.5	48.7
> 180 <= 270 days	0.1	0.1	25.9	37.9	42.2
> 270 days <= 1 year	-	14.9	23.1	36.9	16.3
> 1 year <= 2 years	48.0	80.8	121.9	62.5	39.8
> 2 years <= 3 years	45.7	64.2	59.5	7.0	0.4
> 3 years	24.3	21.3	34.2	20.7	26.6
Sub-total	118.2	181.7	266.7	184.2	199.6
Fair value < 70% >= 40% of amortized cost					
> 90 <= 180 days	-	-	-	23.1	17.5
> 180 <= 270 days	-	-	8.8	16.8	32.3
> 270 days <= 1 year	-	7.1	9.7	37.9	18.4
> 1 year <= 2 years	10.9	48.4	121.0	197.7	160.8
> 2 years <= 3 years	1.3	25.2	38.7	36.1	28.1
> 3 years	19.7	48.9	74.1	29.3	67.5
Sub-total	31.9	129.6	252.3	340.9	324.6
Fair Value < = 40%					
> 180 <= 270 days	-	-	-	-	6.2
> 270 days <= 1 year	-	-	-	2.7	15.3
> 1 year <= 2 years	-	-	-	73.2	39.7
> 2 years <= 3 years	-	-	12.1	28.8	37.1
> 3 years	-	-	-	91.4	45.5
Sub-total	-	-	12.1	196.1	143.8
Total	$ 150.1	$ 311.3	$ 531.1	$ 721.2	$ 668.0

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The following table shows our fixed maturity securities with a gross unrealized loss of $10.0 million or greater, by industry type.

Gross Unrealized Losses $10.0 Million or Greater on Fixed Maturity Securities

As of December 31, 2009

(in millions of dollars)

Classification	Fair Value	Gross Unrealized Loss	Number of Issuers
Investment-Grade			
U.S. Government Agencies and Municipalities	$ 541.8	$ 59.7	2
Financial Institutions	168.4	27.5	3
Consumer Cyclical	22.6	10.6	1
Total	$ 732.8	$ 97.8	6
Below-Investment-Grade			
Basic Industry	$ 24.9	$ 15.6	1
Financial Institutions	23.5	10.1	1
Total	$ 48.4	$ 25.7	2

We held one security at December 31, 2009 with a gross unrealized loss of $20.0 million or greater. The security, which was issued by the Federal Home Loan Mortgage Corporation, had a fair value of $511.0 million and a gross unrealized loss of $49.7 million. The security has been in a loss position for a period of greater than three years. The security was rated AAA by S&P as of December 31, 2009, with no negative outlook by any major rating agencies. The decline in the fair value of this security relates to changes in interest rates subsequent to purchase of the security as well as concerns related to the overall mortgage market. We believe the decline in fair value of this security is temporary. We do not intend to sell this security or believe it is more likely than not we will be required to sell this security before recovery of the amortized cost. See Critical Accounting Estimates included in Management s Discussion and Analysis of Financial Condition and Results of Operations contained herein in this Item 7 and Note 4 of the Notes to Consolidated Financial Statements contained herein in Item 8 for a discussion of the process we use to monitor and evaluate our fixed maturity securities for determining other-than-temporary impairments.

At December 31, 2009, our mortgage/asset-backed securities had an average life of 5.66 years, effective duration of 4.61 years, and a weighted average credit rating of AAA. The mortgage/asset-backed securities are valued on a monthly basis using valuations supplied by the brokerage firms that are dealers in these securities as well as independent pricing services. The primary risk involved in investing in mortgage/asset-backed securities is the uncertainty of the timing of cash flows from the underlying loans due to prepayment of principal with the possibility of reinvesting the funds in a lower interest rate environment. We use models which incorporate economic variables and possible future interest rate scenarios to predict future prepayment rates. The timing of prepayment cash flows may also cause volatility in our recognition of investment income. We recognize investment income on these securities using a constant effective yield based on projected prepayments of the underlying loans and the estimated economic life of the securities. Actual prepayment experience is reviewed periodically, and effective yields are recalculated when differences arise between prepayments originally projected and the actual prepayments received and currently projected. The effective yield is recalculated on a retrospective basis, and the adjustment is reflected in net investment income.

We have not invested in mortgage-backed derivatives, such as interest-only, principal-only, or residuals, where market values can be highly volatile relative to changes in interest rates. All of our mortgage-backed securities have fixed rate coupons. The credit quality of our mortgage-backed securities portfolio has not been negatively impacted by the recent issues in the market concerning subprime mortgage loans. The change in value of our mortgage-backed securities portfolio has moved in line with that of prime agency-backed mortgage-backed securities.

As of December 31, 2009, the amortized cost and fair value of our below-investment-grade fixed maturity securities was $2,671.8 million and $2,589.8 million, respectively. Below-investment-grade securities are inherently more risky than investment-grade securities since the risk of default by the issuer, by definition and as exhibited by bond rating, is higher. Also, the secondary market for certain below-investment-grade issues can be highly illiquid. Additional downgrades may occur, but we do not anticipate any liquidity problems resulting from our investments in below-investment-grade securities, nor do we expect these investments to adversely affect our ability to hold our other investments to maturity.

Mortgage Loans

Our mortgage loan portfolio was $1,404.0 million and $1,274.8 million on an amortized cost basis at December 31, 2009 and 2008, respectively. Our mortgage loan portfolio is comprised entirely of commercial mortgage loans. We expect that we will continue to add investments in this category either through the secondary market or through loan originations. We believe our mortgage loan portfolio is well diversified geographically and among property types. The incidence of problem mortgage loans and foreclosure activity continues to be low. Due to conservative underwriting, we expect the level of problem loans to remain low relative to the industry. At December 31, 2009, we held one mortgage loan which was delinquent more than 30 days as to interest or principal payments and which we consider impaired. This loan is carried at the estimated net realizable value of $2.0 million, net of a valuation allowance of $3.2 million. At December 31, 2008, impaired mortgage loans totaled $5.2 million. We had no valuation allowance for mortgage loans at December 31, 2008.

See Note 4 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion of our investments.

Derivative Financial Instruments

We use derivative financial instruments primarily to manage reinvestment risk, duration, and currency risk. Historically, we have utilized current and forward interest rate swaps and options on forward interest rate swaps, current and forward currency swaps, interest rate forward contracts, forward treasury locks, currency forward contracts, and forward contracts on specific fixed income securities. Our current credit exposure on derivatives, which is limited to the value of those contracts in a net gain position less collateral held, was $7.0 million at December 31, 2009. The carrying value of fixed maturity securities posted as collateral to our counterparties was $123.1 million at December 31, 2009. We believe that our credit risk is mitigated by our use of multiple counterparties, all of whom are rated A or better by both Moody s and S&P. See Note 5 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussion of our derivative financial instruments.

Other

Our exposure to non-current investments, defined as foreclosed real estate and invested assets which are delinquent as to interest and/or principal payments, totaled $35.5 million and $11.8 million on a fair value basis at December 31, 2009 and 2008, respectively.

Liquidity and Capital Resources

Our liquidity requirements are met primarily by cash flows provided from operations, principally in our insurance subsidiaries. Premium and investment income, as well as maturities and sales of invested assets, provide the primary sources of cash. Debt and/or securities offerings provide an additional source of liquidity. Cash is applied to the payment of policy benefits, costs of acquiring new business (principally commissions), operating expenses, and taxes, as well as purchases of new investments.

We have established an investment strategy that we believe will provide for adequate cash flows from operations. We attempt to match our asset cash flows and durations with expected liability cash flows and durations to meet the funding requirements of our business. However, deterioration in the credit market may delay our ability to sell our positions in certain of our fixed maturity securities in a timely manner, which may negatively impact our cash flows. Furthermore, if we experience defaults on securities held in the investment portfolios of our insurance subsidiaries, this will negatively impact statutory capital, which could reduce our insurance subsidiaries capacity to pay dividends to our holding companies. A reduction in dividends to our holding companies could force us to seek external financing to avoid impairing our ability to pay our stockholder dividends or meet our debt and other payment obligations.

Our policy benefits are primarily in the form of claim payments, and we have minimal exposure to the policy withdrawal risk associated with deposit products such as individual life policies or annuities. A decrease in demand for our insurance products or an increase in the incidence of new claims or the duration of existing claims could negatively impact our cash flows from operations. However, our historical pattern of benefits paid to revenues is consistent, even during cycles of economic downturns, which serves to minimize liquidity risk.

We have met all minimum pension funding requirements set forth by ERISA. We made a voluntary contribution of $67.0 million to our U.S. qualified defined benefit pension plan in February 2010. We do not anticipate making any additional contributions during 2010. We have estimated our future funding requirements under the Pension Protection Act of 2006 and do not believe that the funding requirements will cause a material adverse effect on our liquidity.

We also contribute to our U.K. pension plan sufficient to meet the minimum funding requirement under U.K. legislation. We anticipate that we will make a contribution of approximately £3.4 million during 2010.

We issued $350.0 million of senior notes against our open shelf registration on September 30, 2009. In the near term, we expect that our need for external financing is small, but changes in our business as noted above could increase our need. We previously had a $250.0 million unsecured revolving credit facility that expired in December 2009. We believe our cash resources are sufficient to meet our liquidity requirements for the next 12 months and that our current level of holding company liquidity can be utilized to mitigate potential losses from defaults.

During 2010, we intend to retain a level of capital in our traditional U.S. insurance subsidiaries such that we maintain a weighted average RBC well above capital adequacy requirements. We also expect Unum Limited to operate above FSA capital adequacy requirements and minimum solvency margins.

Consolidated Cash Flows

Our cash flows from discontinued operations are combined with cash flows from continuing operations within each cash flow statement category in our 2007 consolidated statement of cash flows. The absence of cash flows from discontinued operations did not materially affect liquidity and capital resources.

Operating Cash Flows

Net cash provided by operating activities was $1,237.0 million for the year ended December 31, 2009, compared to $1,326.1 million and $1,750.3 million for the comparable periods of 2008 and 2007, respectively. Operating cash flows are primarily attributable to the receipt of premium and investment income, offset by payments of claims, commissions, expenses, and income taxes. Premium income growth is dependent not only on new sales, but on renewals of existing business, renewal price increases, and stable persistency. Investment income growth is dependent on the growth in the underlying assets supporting our insurance reserves and on the level of portfolio yield rates. The level of commissions and operating expenses is attributable to the level of sales and the first year acquisition expenses associated with new business as well as the maintenance of existing business. The level of paid claims is due partially to the growth and aging of the block of business and also to the general economy, as previously discussed in the operating results by segment. Operating cash flows for 2009, 2008, and 2007 include pension contributions of approximately $79.7 million, $140.9 million, and $124.8 million, respectively. We also had increased cash inflows of approximately $211.4 million in 2007 due to the reinsurance recapture of a small block of individual disability business.

The fluctuation in the income tax adjustment to reconcile 2009 and 2008 net income to net cash provided by operating activities was due primarily to changes in the deferred tax asset related to the change in the fair value of an embedded derivative in a modified coinsurance arrangement. The decrease in the Other, Net adjustment to reconcile net income to net cash provided by operating activities in 2008 compared to 2007 is due primarily to the 2007 reclassification of costs related to early retirement of debt to cash flows from financing activities.

Investing Cash Flows

Investing cash inflows consist primarily of the proceeds from the sales and maturities of investments. Investing cash outflows consist primarily of payments for purchases of investments. Net cash used by investing activities was $1,213.9 million for the year ended December 31, 2009 compared to $424.7 million and $1,855.0 million for the comparable periods of 2008 and 2007, respectively.

Proceeds from sales and maturities of available-for-sale securities in 2009 were lower than 2008 primarily due to lower sales of fixed maturity securities, a decrease in bond maturities and bonds that were called at par, and the translation of investment proceeds from our U.K. operations at lower exchange rates. Proceeds from sales and maturities of available-for-sale securities in 2008 were consistent with the level of 2007 primarily due to an increase in bond maturities and bonds that were called at par, offset by a decrease in sales of fixed maturity securities, a lower level of proceeds from mortgage-backed securities prepayments, and the translation of investment proceeds from our U.K. operations at lower exchange rates.

Proceeds from sales and maturities of other investments increased in 2009 primarily due to an increase in sales of other long-term investments and an increase in proceeds from terminations of derivatives within our cash flow hedging programs. This increase was partially offset by a decline in proceeds from commercial mortgage loan maturities and prepayments. Proceeds from sales and maturities of other investments decreased in 2008 relative to 2007 primarily due to lower proceeds from the sale of common stock investments and a reduction in commercial mortgage loan maturities and prepayments. The reduction in cash flows received from sales and maturities of other investments was partially offset by higher proceeds in 2008 from terminations of derivatives within our cash flow hedging programs.

Purchases of available-for-sale securities decreased during 2009 relative to 2008. This decrease resulted from fewer funds available for reinvestment as compared to the prior year due to the lower level of proceeds from sales of available-for-sale securities and from the lower exchange rate for translation of purchases within our U.K. operations. Purchases of available-for-sale securities decreased during 2008 relative to 2007 due to the lower exchange rate for translation of purchases within our U.K. operations and to investing more heavily in short-term investments rather than fixed maturity securities during the last half of 2008. During the first half of 2008, we invested more heavily in fixed maturity securities as we continued to transition out of short-term investments into floating rate fixed maturity securities to support the floating rate debt issued during the fourth quarter of 2007. Purchases of available for sale securities in 2007 included the investing of the net cash inflows of $98.8 million from the sale of GENEX and the $211.4 million in cash inflows from the reinsurance recapture.

Purchases of other investments primarily relate to mortgage loans.

Net sales of short-term investments decreased during 2009 relative to 2008 due to the sale of investments during 2008 to help fund the $700.0 million accelerated share repurchase agreements executed one half in each of January and August 2008, as well as the 2008 transition to floating rate fixed maturity securities in lieu of short-term investments. This decrease in proceeds was partially offset by the transition of our portfolio out of short-term investments into fixed maturity securities during 2009.

Net sales of short-term investments increased during 2008 due to the sale of investments to fund the $700.0 million accelerated share repurchase agreements executed during 2008 and due to the transition to floating rate fixed maturity securities in lieu of short-term investments during the first half of 2008. Short-term investment activity in 2007 included the investment of a portion of the proceeds from the issuance of 17.7 million shares of common stock. During 2007, we issued $800.0 million of debt and invested the proceeds in floating rate bonds and short-term investments. Short-term investments were used as an interim investment as we sought suitable floating rate investments to support the floating rate debt.

Proceeds from the acquisition of business in 2008 relate to the Unum UK acquisition of a group long-term disability claims portfolio. Proceeds from the disposition of business in 2007 relate to the sale of GENEX.

Financing Cash Flows

Financing cash flows consist primarily of borrowings and repayments of debt, issuance or repurchase of common stock, and dividends paid to stockholders. Net cash used by financing activities was $1.5 million for the year ended December 31, 2009 compared to net cash used of $1,049.5 million and net cash provided of $181.2 million for the comparable periods of 2008 and 2007, respectively.

Net short-term debt repayments in 2009 consist of the purchase and retirement of the remaining $132.2 million of our 5.859% notes and the repayment of $58.3 million of reverse repurchase agreements outstanding at December 31, 2008. Net short-term debt repayments in 2008 are comprised of the purchase and retirement of the remaining $175.0 million of our 5.997% senior notes and $17.8 million of our 5.859% notes, less the issuance of $58.3 million of reverse repurchase agreements.

During 2009, we received proceeds of $350.0 million, less debt issuance costs of $3.2 million, from the issuance of $350.0 million of 7.125% senior notes. During 2007, we received proceeds of $800.0 million, less debt issuance costs of $15.1 million, from the issuance of $800.0 million aggregate principal amount of debt by Northwind Holdings.

Long-term debt repayments include the 2009, 2008, and 2007 principal payments of $10.0 million, $10.0 million, and $17.5 million, respectively, on Tailwind Holdings floating rate, senior secured non-recourse notes. Debt repayments in 2009 and 2008 include principal payments of $48.0 million and $59.3 million, respectively, on Northwind Holdings floating rate, senior secured non-recourse notes. Long-term debt repayments also include the purchase and retirement of $1.2 million aggregate principal of our 7.19% medium-term notes and $0.6 million aggregate principal of our 6.75% notes in 2009 as well as $36.6 million of our 6.85% notes in 2008. During 2007, we also repurchased and/or made principal payments of an additional $752.0 million aggregate principal amount of outstanding debt and paid debt repurchase costs of $34.2 million.

During 2007, we received proceeds of approximately $300.0 million and issued 17.7 million shares of common stock upon the settlement of the common stock purchase contract element of the adjustable conversion-rate equity security units issued in 2004.

During 2008, we completed a $700.0 million authorized share repurchase program by purchasing 29.9 million shares.

See Debt contained in this Item 7 for further information.

Cash Available from Subsidiaries

Unum Group and certain of its intermediate holding company subsidiaries depend on payments from subsidiaries to pay dividends to stockholders, to pay debt obligations, and/or to pay expenses. These payments by our insurance and non-insurance subsidiaries may take the form of interest payments on loans from the parent to a subsidiary, operating and investment management fees, and/or dividends.

During 2008, Unum Group received $100.0 million from an insurance subsidiary for the repayment of a surplus debenture issued to Unum Group in 1997 with a maturity date of October 2027.

Restrictions under applicable state insurance laws limit the amount of ordinary dividends that can be paid to a parent company from its insurance subsidiaries in any 12-month period without prior approval by regulatory authorities. For life insurance companies domiciled in the United States, that limitation generally equals, depending on the state of domicile, either ten percent of an insurer s statutory surplus with respect to policyholders as of the preceding year end or the statutory net gain from operations, excluding realized investment gains and losses, of the preceding year.

The payment of ordinary dividends to a parent company from its insurance subsidiaries is generally further limited to the amount of statutory surplus as it relates to policyholders. Although it is unlikely we will utilize the entire amount of available dividends, based on the restrictions under current law, $719.7 million is available during 2010 for the payment of ordinary dividends to Unum Group from its traditional U.S. insurance subsidiaries, excluding Northwind Reinsurance Company (Northwind Re) and Tailwind Reinsurance Company (Tailwind Re). Northwind Holdings and Tailwind Holdings ability to meet their debt payment obligations will be dependent upon the receipt of dividends from Northwind Re and Tailwind Re, respectively. The ability of Northwind Re and Tailwind Re to pay dividends to their respective parent companies will depend on their satisfaction of applicable regulatory requirements and on the performance of the reinsured business.

Unum Group and/or certain of its intermediate holding company subsidiaries may also receive dividends from its United Kingdom-based affiliate, Unum Limited, subject to applicable insurance company regulations and capital guidance in the United Kingdom. Approximately £198.5 million is available for the payment of dividends from Unum Limited during 2010, subject to regulatory approval. However, in order to preserve Unum Limited s capital at a reasonable level, it is unlikely that we will utilize the entire amount available during 2010.

The amount available during 2009 for the payment of ordinary dividends from Unum Group s traditional U.S. insurance subsidiaries was $653.3 million, of which $90.0 million was declared and paid. The traditional U.S. insurance subsidiaries also paid extraordinary dividends of $110.0 million in 2009. The amount available during 2009 from Unum Limited was £145.5 million, of which £28.5 million was declared and paid. During 2009, Northwind Re received regulatory approval from the insurance department of its state of domicile to pay dividends of $32.7 million to Northwind Holdings, and Tailwind Re received regulatory approval from the insurance department of its state of domicile to pay dividends of $14.2 million to Tailwind Holdings. The payment of dividends to the parent company from our subsidiaries also requires the approval of the individual subsidiary s board of directors.

The ability of Unum Group and certain of its intermediate holding company subsidiaries to continue to receive dividends from their insurance subsidiaries without regulatory approval generally depends on the level of earnings of those insurance subsidiaries as calculated under law. In addition to regulatory restrictions, the amount of dividends that may be paid by insurance subsidiaries will depend on additional factors, such as RBC ratios, funding growth objectives at an affiliate level, and maintaining appropriate capital adequacy ratios to support desired ratings. Insurance regulatory restrictions do not limit the amount of dividends available for distribution from non-insurance subsidiaries except where the non-insurance subsidiaries are held directly or indirectly by an insurance subsidiary and only indirectly by Unum Group. Unum Group s RBC ratio for its traditional U.S. insurance subsidiaries, calculated on a weighted average basis using the NAIC Company Action Level formula, was approximately 382 percent at the end of 2009, with the individual RBC ratios for Unum Group s principal traditional U.S. insurance subsidiaries all in excess of 300 percent. The individual RBC ratios for Northwind Re and Tailwind Re, our special purpose financial captive insurance companies, are calculated using the NAIC Company Action Level formula and have target levels of 200 percent. The RBC ratios for Northwind Re and Tailwind Re each exceeded the 200 percent target level at the end of 2009. The individual RBC ratio for each of our insurance subsidiaries is above the range that would require state regulatory action.

Debt

At December 31, 2009, we had long-term debt, including senior secured notes and junior subordinated debt securities, totaling $2,549.6 million. We had no short-term debt at December 31, 2009. Our leverage ratio, when calculated excluding the non-recourse debt and associated capital of Tailwind Holdings and Northwind Holdings, was 20.5 percent at December 31, 2009 compared to 21.5 percent at December 31, 2008. Our leverage ratio, when calculated using consolidated debt to total consolidated capital, was 24.8 percent at December 31, 2009 compared to 26.6 percent at December 31, 2008.

We monitor our compliance with our debt covenants. There are no significant financial covenants associated with any of our outstanding debt obligations. During 2009, Moody s issued a ratings downgrade from A2 to Baa1 on the debt rating of the non-recourse debt issued by Northwind Holdings, which will cause an increase in the fee paid to the third party guarantor on Northwind Holdings debt. The increase in this fee is not material to our earnings on a consolidated basis or to earnings for the Individual Disability - Closed Block segment. Also during 2009, Moody s confirmed the Baa1 debt rating of the non-recourse debt issued by Tailwind Holdings. Any further ratings downgrade from either S&P or Moody s with respect to non-recourse debt issued by Tailwind Holdings or Northwind Holdings could cause additional increases in the fees paid to the third party guarantor on those debt issuances but would not cause a breach. We remain in compliance with all debt covenants and have not observed any current trends that would cause a breach of any debt covenants.

Purchases and Retirement of Debt

In 2009, we purchased and retired the remaining $132.2 million of our 5.859% senior notes due May 2009, $1.2 million aggregate principal of our 7.19% medium-term notes due 2028, and $0.6 million aggregate principal of our 6.75% notes due 2028. We also repaid $58.3 million of reverse repurchase agreements outstanding at December 31, 2008.

In 2008, we retired the remaining $175.0 million of our 5.997% senior notes due May 2008. We also purchased and retired $36.6 million of our 6.85% senior debentures due 2015 and $17.8 million of our 5.859% senior notes due May 2009.

In 2007, we purchased and retired $17.5 million of our outstanding 6.75% notes scheduled to mature in 2028. Pursuant to a cash tender offer, we purchased and retired $23.5 million aggregate liquidation amount of the 7.405% junior subordinated debt securities due 2038; $99.9 million aggregate principal amount of the 7.625% notes due 2011; $210.5 million aggregate principal amount of the 7.375% notes due 2032; and $66.1 million aggregate principal amount of the 6.75% notes due 2028. We also called and retired all $150.0 million principal amount of our outstanding 7.25% notes scheduled to mature in 2032. Also in 2007, in open market transactions, we purchased $34.5 million of our outstanding 6.85% notes due 2015.

In 2009 and 2008, we made principal payments of $48.0 million and $59.3 million on Northwind Holdings floating rate, senior secured non-recourse notes due 2037. During 2009, 2008, and 2007, we made principal payments of $10.0 million, $10.0 million, and $17.5 million, respectively, on Tailwind Holdings floating rate, senior secured non-recourse notes due 2036.

In February 2007, the scheduled remarketing of the senior note element of the 2004 units occurred, as stipulated by the terms of the original offering, and we reset the interest rate of $300.0 million of senior notes due in 2009 to 5.859%. We purchased $150.0 million of the senior notes in the remarketing which were subsequently retired. In May 2007, we settled the purchase contract element of the units by issuing 17.7 million shares of common stock. We received proceeds of approximately $300.0 million from the transaction.

Issuance of Debt

In 2009, Unum Group issued $350.0 million of unsecured senior notes in a public offering. These notes, due in 2016, pay semi-annual interest at a fixed rate of 7.125%. The notes are callable at or above par and rank equally in right of payment with all of our other unsecured and unsubordinated debt.

In 2007, Northwind Holdings issued $800.0 million floating rate, insured, senior, secured notes, due 2037, in a private offering. Recourse for the payment of principal, interest, and other amounts due on the notes will be limited to the assets of Northwind Holdings, consisting primarily of the stock of its sole subsidiary Northwind Re, a Vermont special purpose financial captive insurance company. Northwind Holdings ability to meet its payment obligations under the notes will be dependent principally upon its receipt of dividends from Northwind Re. The ability of Northwind Re to pay dividends to Northwind Holdings will depend on its satisfaction of applicable regulatory requirements and on the performance of the reinsured claims of Provident, Paul Revere and Unum America (the ceding insurers) reinsured by Northwind Re. None of Unum Group, the ceding insurers, Northwind Re or any other affiliate of Northwind Holdings is an obligor or guarantor on the notes. The balance outstanding on these notes was $692.7 million at December 31, 2009.

In 2006, Tailwind Holdings issued $130.0 million floating rate, insured, senior, secured notes, due 2036, in a private offering. Recourse for the payment of principal, interest, and other amounts due on the notes will be limited to the assets of Tailwind Holdings, consisting primarily of the stock of its sole subsidiary Tailwind Re, a South Carolina special purpose financial captive insurance company. Tailwind Holdings ability to meet its payment obligations under the notes will be dependent principally upon its receipt of dividends from Tailwind Re. The ability of Tailwind Re to pay dividends to Tailwind Holdings will depend on its satisfaction of applicable regulatory requirements and on the performance of the reinsured claims of Unum America reinsured by Tailwind Re. None of Unum Group, Unum America, Tailwind Re or any other affiliate of Tailwind Holdings is an obligor or guarantor on the notes. The balance outstanding on these notes was $92.5 million at December 31, 2009.

In 2005, Unum Group repatriated $454.8 million in unremitted foreign earnings from its U.K. subsidiaries, and as part of its repatriation plan, UnumProvident Finance Company plc, a wholly-owned subsidiary of Unum Group, issued $400.0 million of 6.85% senior debentures, due 2015, in a private offering. The debentures are fully and unconditionally guaranteed by Unum Group. The aggregate principal amount outstanding was $296.7 million at December 31, 2009.

In 2002, Unum Group completed two long-term offerings, issuing $250.0 million of 7.375% senior debentures due 2032 and $150.0 million of 7.25% public income notes due 2032. The public income notes were called and retired in 2007 as previously discussed. The 7.375% notes have an aggregate principal amount outstanding of $39.5 million at December 31, 2009.

In 2001, Unum Group issued $575.0 million of 7.625% senior notes due 2011. The aggregate principal amount outstanding was $225.1 million at December 31, 2009.

In 1998, Unum Group completed public offerings of $200.0 million of 7.25% senior notes due 2028, $200.0 million of 7.0% senior notes due 2018, and $250.0 million of 6.75% senior notes due 2028. None of these amounts have been reduced other than the 6.75% notes, which have an aggregate principal amount outstanding of $165.8 million at December 31, 2009.

In 1998, Provident Financing Trust I (the trust) issued $300.0 million of 7.405% capital securities in a public offering. These capital securities, which mature in 2038, are fully and unconditionally guaranteed by Unum Group, have a liquidation value of $1,000 per capital security, and have a mandatory redemption feature under certain circumstances. Unum Group issued 7.405% junior subordinated deferrable interest debentures, which mature in 2038, to the trust in connection with the capital securities offering. The securities issued by the trust have an aggregate principal amount outstanding of $226.5 million at December 31, 2009.

Unum Group has debt securities with an aggregate principal amount outstanding of $60.8 million which were initially issued in three separate series in 1990, 1993, and 1996, pursuant to an indenture dated September 15, 1990. The notes are fixed maturity rate notes with fixed maturity dates ranging between nine months to thirty years from the issuance date.

Interest and Debt Expense

Interest paid on long-term and short-term debt and related securities during 2009, 2008, and 2007 was $122.0 million, $157.3 million, and $184.1 million, respectively. The cost related to early retirement of debt during 2008 and 2007 was $0.4 million and $58.8 million, respectively.

Shelf Registration

We have a shelf registration, which became effective in December 2008, with the Securities and Exchange Commission to issue various types of securities, including common stock, preferred stock, debt securities, depository shares, stock purchase contracts, units and warrants, or preferred securities of wholly-owned finance trusts. As stated previously, we issued $350.0 million of senior notes against our open shelf registration on September 30, 2009. The shelf registration enables us to raise funds from the offering of any individual security covered by the shelf registration as well as any combination thereof, subject to market conditions and our capital needs.

See Note 8 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information.

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Commitments

The following table summarizes contractual obligations and our reinsurance recoverable by period as of December 31, 2009 (in millions of dollars).

	Total	In 1 Year or Less	After 1 Year up to 3 Years	After 3 Years up to 5 Years	After 5 Years
Payments Due					
Long-term Debt	$ 4,373.2	$ 137.5	$ 468.7	$ 240.6	$ 3,526.4
Policyholder Liabilities	39,947.3	4,386.9	6,520.0	4,939.6	24,100.8
Pensions and Other Postretirement Benefits	2,058.1	91.3	151.4	126.8	1,688.6
Payable for Collateral Under Derivative Financial Instruments	24.9	24.9	-	-	-
Miscellaneous Liabilities	642.4	586.9	13.5	10.6	31.4
Operating Leases	102.2	25.7	36.5	20.4	19.6
Purchase Obligations	92.8	91.7	1.1	-	-
Total	$ 47,240.9	$ 5,344.9	$ 7,191.2	$ 5,338.0	$ 29,366.8
Receipts Due					
Reinsurance Recoverable	$ 7,602.7	$ 282.7	$ 550.6	$ 465.1	$ 6,304.3

Excluded from the preceding table are tax liabilities of approximately $166.7 million for which we are unable to make reasonably reliable estimates of the period of potential cash settlements, if any, with taxing authorities. It is possible that during 2010 we will reach a final settlement with the Internal Revenue Service concerning audit adjustments for certain tax years, but we are unable to estimate a reasonably reliable amount for the potential cash settlement. See Note 7 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information.

Long-term debt includes contractual principal and interest payments and therefore exceeds the amount shown in the consolidated balance sheets. See Note 8 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information.

Policyholder liability maturities and the related reinsurance recoverable represent the projected payout of the current in-force policyholder liabilities and the expected cash inflows from reinsurers for liabilities ceded and therefore incorporate uncertainties as to the timing and amount of claim payments. We utilize extensive liability modeling to project future cash flows from the in-force business. The primary assumptions used to project future cash flows are claim incidence rates for mortality and morbidity, claim resolution rates, persistency rates, and interest rates. These cash flows are discounted to determine the current value of the projected claim payments. The timing and amount of payments on policyholder liabilities may vary significantly from the projections above. See our previous discussion of asset/liability management under Investments contained in this Item 7.

Pensions and other postretirement benefit obligations include our defined benefit pension and postretirement plans for our employees, including non-qualified pension plans. Pension plan obligations, other than the non-qualified plans, represent our contributions to the pension plans. Amounts in the one year or less category equal our planned contributions within the next 12 months. The remaining years contributions are projected based on the expected future contributions as required under ERISA. Non-qualified pension plan and other postretirement benefit

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obligations represent the expected benefit payments related to these plans, discounted with respect to interest and reflecting expected future service, as appropriate. See Note 9 of the Notes to Consolidated Financial Statements contained herein in Item 8 and Critical Accounting Estimates contained in this Item 7 for additional information.

Payable for collateral represents the obligation to return unrestricted cash collateral received from our counterparties in derivative transactions. The timing of the return of the collateral is uncertain and is therefore included in the one year or less category. See Note 5 of the Notes to Consolidated Financial Statements contained herein in Item 8 for additional information.

Miscellaneous liabilities include commissions due and accrued, deferred compensation liabilities, state premium taxes payable, amounts due to reinsurance companies, accounts payable, fair value of derivative obligations, and various other liabilities that represent contractual obligations. Obligations where the timing of the payment was uncertain are included in the one year or less category.

Operating leases include noncancelable obligations on certain office space and equipment.

Purchase obligations include commitments of $53.1 million to fund certain of our investments in private placement securities and partnerships. These are shown in the preceding table based on the expiration date of the commitments. The funds will be due upon satisfaction of contractual notice from the partnership trustee or issuer of the private placement securities. The amounts may or may not be funded. Also included are noncancelable obligations with outside parties for computer data processing services and related functions and software maintenance agreements. The aggregate obligation remaining under these agreements was $25.2 million at December 31, 2009.

Off-Balance Sheet Arrangements

As noted in the preceding discussion, we have operating lease commitments and purchase obligations totaling $102.2 million and $92.8 million, respectively, at December 31, 2009.

As part of our regular investing strategy, we receive collateral from unaffiliated third parties through transactions which include both securities lending and also short-term agreements to purchase securities with the agreement to resell them at a later specified date. For both types of transactions, we require that a minimum of 102 percent of the fair value of the securities loaned or securities purchased under repurchase agreements be maintained as collateral. Generally, cash is received as collateral under these agreements. In the event that securities are received as collateral, we are not permitted to sell or re-post them. We also post our fixed maturity securities as collateral to unaffiliated third parties through transactions including both securities lending and also short-term agreements to sell securities with the agreement to repurchase them at a later specified date. At December 31, 2009, we had no fixed maturity securities posted as collateral to third parties under these programs.

To help limit the credit exposure of the derivatives, we enter into master netting agreements with our counterparties whereby contracts in a gain position can be offset against contracts in a loss position. We also typically enter into bilateral, cross-collateralization agreements with our counterparties to help limit the credit exposure of the derivatives. These agreements require the counterparty in a loss position to submit acceptable collateral with the other counterparty in the event the net loss position meets or exceeds an agreed upon amount. Our current credit exposure on derivatives, which is limited to the value of those contracts in a net gain position less collateral held, was $7.0 million at December 31, 2009. We post fixed maturity securities as collateral to our counterparties rather than cash. The carrying value of fixed maturity securities posted as collateral to our counterparties was $123.1 million at December 31, 2009.

Our derivatives counterparties have posted non-cash collateral in various segregated custody accounts to which we have a security interest in the event of counterparty default. This collateral, which is not reflected in the preceding table, had a market value of $22.4 million at December 31, 2009.

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Ratings

AM Best, Fitch, Moody s, and S&P are among the third parties that assign issuer credit ratings to Unum Group and financial strength ratings to our insurance subsidiaries. Issuer credit ratings reflect an agency s opinion of the overall financial capacity of a company to meet its senior debt obligations. Financial strength ratings are specific to each individual insurance subsidiary and reflect each rating agency s view of the overall financial strength (capital levels, earnings, growth, investments, business mix, operating performance, and market position) of the insuring entity and its ability to meet its obligations to policyholders. Both the issuer credit ratings and financial strength ratings incorporate quantitative and qualitative analyses by rating agencies and are routinely reviewed and updated on an ongoing basis.

We compete based in part on the financial strength ratings provided by rating agencies. A downgrade of our financial strength ratings can be expected to adversely affect us and could potentially, among other things, adversely affect our relationships with distributors of our products and services and retention of our sales force, negatively impact persistency and new sales, particularly large case group sales and individual sales, and generally adversely affect our ability to compete. A downgrade in the issuer credit rating assigned to Unum Group can be expected to adversely affect our cost of capital or our ability to raise additional capital.

The table below reflects the issuer credit ratings for Unum Group and the financial strength ratings for each of our traditional insurance subsidiaries as of the date of this filing.

	AM Best	Fitch	Moody s	S&P
Issuer Credit Ratings	bbb- (Good)	BBB (Good)	Ba1 (Speculative)	BBB- (Good)
Financial Strength Ratings				
Provident Life & Accident	A- (Excellent)	A (Strong)	Baa1 (Adequate)	A- (Strong)
Provident Life & Casualty	A- (Excellent)	A (Strong)	Not Rated	Not Rated
Unum Life of America	A- (Excellent)	A (Strong)	Baa1 (Adequate)	A- (Strong)
First Unum Life	A- (Excellent)	A (Strong)	Baa1 (Adequate)	A- (Strong)
Colonial Life & Accident	A- (Excellent)	A (Strong)	Baa1 (Adequate)	A- (Strong)
Paul Revere Life	A- (Excellent)	A (Strong)	Baa1 (Adequate)	A- (Strong)
Paul Revere Variable	A- (Excellent)	A (Strong)	Baa1 (Adequate)	Not Rated
Unum Limited	Not Rated	Not Rated	Not Rated	A- (Strong)

We maintain an ongoing dialogue with the four rating agencies that evaluate us in order to inform them of progress we are making regarding our strategic objectives and financial plans, as well as other pertinent issues. A significant component of our communications involves our annual review meeting with each of the four agencies. We hold other meetings throughout the year regarding our business, including, but not limited to, quarterly updates.

On March 13, 2009, AM Best affirmed its ratings of Unum Group and its operating subsidiaries, maintaining the outlook for the Company as stable. On June 9, 2009, Moody s affirmed its ratings of Unum Group and its operating subsidiaries, also maintaining the outlook for the Company as stable. On September 25, 2009, S&P affirmed its ratings of Unum Group and its operating subsidiaries, maintaining the outlook for the Company as stable. On December 23, 2009, at our request, AM Best withdrew its rating for Unum Limited and will no longer provide a rating for that subsidiary. On February 12, 2010, Fitch upgraded its ratings of Unum Group and its operating subsidiaries to BBB and A, respectively, and changed the outlook for the Company to stable.

There have been no other changes in any of the rating agencies outlook statements or ratings during 2009 or prior to the date of this filing.

Agency ratings are not directed toward the holders of our securities and are not recommendations to buy, sell, or hold our securities. Each rating is subject to revision or withdrawal at any time by the assigning rating organization, and each rating should be regarded as an independent assessment, not conditional on any other rating. Given the dynamic nature of the ratings process, changes by these or other rating agencies may or may not occur in the near-term. Based on our ongoing dialogue with the rating agencies concerning our improved insurance risk profile, our financial flexibility, our operating performance, and the quality of our investment portfolio, we do not expect any negative actions from any of the four rating agencies related to either Unum Group s current issuer credit ratings or the financial strength ratings of its insurance subsidiaries. However, in the event that we are unable to meet the rating agency specific guideline values to maintain our current ratings, including but not limited to maintenance of our capital management metrics at the threshold values stated and maintenance of our financial flexibility and operational consistency, we could be placed on a negative credit watch, with a potential for a downgrade to both our issuer credit ratings and our financial strength ratings.

See Ratings contained herein in Item 1 and Risk Factors contained herein in Item 1A for further discussion.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to various market risk exposures, including interest rate risk and foreign exchange rate risk. The following discussion regarding our risk management activities includes forward-looking statements that involve risk and uncertainties. Estimates of future performance and economic conditions are reflected assuming certain changes in market rates and prices were to occur (sensitivity analysis). Caution should be used in evaluating our overall market risk from the information presented below, as actual results may differ. See Investments contained herein in Item 7 and Notes 3, 4, and 5 of the Notes to Consolidated Financial Statements contained herein in Item 8 for further discussions of the qualitative aspects of market risk, including derivative financial instrument activity.

Interest Rate Risk

Our exposure to interest rate changes results from our holdings of financial instruments such as fixed rate investments, derivatives, and interest-sensitive liabilities. Fixed rate investments include fixed maturity securities, mortgage loans, policy loans, and short-term investments. Fixed maturity securities include U.S. and foreign government bonds, securities issued by government agencies, corporate bonds, mortgage-backed securities, and redeemable preferred stock, all of which are subject to risk resulting from interest rate fluctuations. Certain of our financial instruments, fixed maturity securities and derivatives, are carried at fair value in our consolidated balance sheets. The fair value of these financial instruments may be adversely affected by changes in interest rates. A rise in interest rates may increase the net unrealized loss related to these financial instruments, but may improve our ability to earn higher rates of return on new purchases of fixed maturity securities. Conversely, a decline in interest rates may decrease the net unrealized loss, but new securities may be purchased at lower rates of return. Although changes in fair value of fixed maturity securities and derivatives due to changes in interest rates may impact amounts reported in our consolidated balance sheets, these changes will not cause an economic gain or loss unless we sell investments, terminate derivative positions, determine that an investment is other than temporarily impaired, or determine that a derivative instrument is no longer an effective hedge.

Other fixed rate investments, such as mortgage loans and policy loans, are carried at amortized cost and unpaid balances, respectively, rather than fair value in our consolidated balance sheets. These investments may have fair values substantially higher or lower than the carrying values reflected in our balance sheets. A change in interest rates could impact our financial position if we sold our mortgage loan investments at times of low market value. A change in interest rates would not impact our financial position at repayment of policy loans, as ultimately the cash surrender values or death benefits would be reduced for the carrying value of any outstanding policy loans. Carrying amounts for short-term investments approximate fair value, and we believe we have minimal interest rate risk exposure from these investments.

We believe that the risk of being forced to liquidate investments or terminate derivative positions is minimal, primarily due to the level of capital at our insurance subsidiaries, the level of cash and marketable securities at our holding companies, and our investment strategy which we believe provides for adequate cash flows to meet the funding requirements of our business. We may in certain circumstances, however, need to sell investments due to changes in regulatory or capital requirements, changes in tax laws, rating agency decisions, and/or unexpected changes in liquidity needs.

Although the majority of our liabilities related to insurance contracts are not interest rate sensitive and we therefore have minimal exposure to policy withdrawal risk, the fair values of liabilities under all insurance contracts are taken into consideration in our overall management of interest rate risk, which minimizes exposure to changing interest rates through the matching of investment cash flows with amounts due under insurance contracts. Changes in interest rates and individuals behavior affect the amount and timing of asset and liability cash flows. We actively manage our asset and liability cash flow match and our asset and liability duration match to mitigate interest rate risk. We model and test asset and liability portfolios to improve interest rate risk management and net yields. Testing the asset and liability portfolios under various interest rate and economic scenarios allows us to choose what we believe to be the most appropriate investment strategy, as well as to prepare for disadvantageous outcomes. This analysis is the precursor to our activities in derivative financial instruments. We use current and forward interest rate swaps and options on forward interest rate swaps, interest rate forward contracts, forward treasury locks, and forward contracts on specific fixed income securities to hedge interest rate risks and to match asset durations and cash flows with corresponding liabilities.

Short-term and long-term debt are not carried at fair value in our consolidated balance sheets. If we modify or replace existing short-term or long-term debt instruments at current market rates, we may incur a gain or loss on the transaction. We believe our debt-related risk to changes in interest rates is relatively minimal. In the near term, we expect that our need for external financing is small, but changes in our business could increase our need.

We measure our financial instruments market risk related to changes in interest rates using a sensitivity analysis. This analysis estimates potential changes in fair values as of December 31, 2009 and 2008 based on a hypothetical immediate increase of 100 basis points in interest rates from year end levels. The selection of a 100 basis point immediate parallel change in interest rates should not be construed as our prediction of future market events, but only as an illustration of the potential effect of such an event.

The hypothetical potential changes in fair value of our financial instruments at December 31, 2009 and 2008 are shown as follows:

	December 31, 2009			
			Hypothetical	
(in millions of dollars)	Notional Amount of Derivatives	Fair Value	FV + 100 BP	Change in FV
Assets				
Fixed Maturity Securities (1)		$ 37,914.4	$ 34,930.8	$ (2,983.6)
Mortgage Loans		1,402.5	1,336.4	(66.1)
Policy Loans, Net of Reinsurance Ceded		232.0	219.9	(12.1)
Liabilities				
Unrealized Adjustment to Reserves, Net of Reinsurance Ceded and Other (2)		$ (1,541.7)	$ 113.3	$ 1,655.0
Long-term Debt		(2,296.0)	(2,204.1)	91.9
Derivatives (1)				
Swaps	$ 1,615.9	$ (63.1)	$ (87.9)	$ (24.8)
Forwards	4.8	(0.4)	(0.2)	0.2
Embedded Derivative in Modified Coinsurance Arrangement		(117.4)	(121.5)	(4.1)

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(in millions of dollars)	December 31, 2008 Notional Amount of Derivatives		Fair Value		Hypothetical FV + 100 BP		Change in FV
Assets							
Fixed Maturity Securities (1)		$	32,134.1	$	29,719.2	$	(2,414.9)
Mortgage Loans			1,224.4		1,158.6		(65.8)
Policy Loans, Net of Reinsurance Ceded			255.4		242.4		(13.0)
Liabilities							
Unrealized Adjustment to Reserves, Net of Reinsurance Ceded and Other (2)		$	809.8	$	1,921.9	$	1,112.1
Short-term Debt			(188.9)		(188.5)		0.4
Long-term Debt			(1,677.4)		(1,614.4)		63.0
Derivatives (1)							
Swaps	$ 2,265.8	$	242.2	$	156.2	$	(86.0)
Forwards	266.3		60.2		65.0		4.8
Embedded Derivative in Modified Coinsurance Arrangement			(360.5)		(330.3)		30.2

(1) These assets and liabilities are carried at fair value in our consolidated balance sheets. Changes in fair value resulting from changes in interest rates may affect the fair value at which the item is reported in our consolidated balance sheets with a corresponding offsetting change reported in other comprehensive income or loss, net of deferred taxes.

(2) The adjustment to reserves and other for unrealized investment gains and losses reflects the adjustments to deferred acquisition costs and policyholder liabilities that would be necessary if the unrealized investment gains and losses related to the fixed maturity securities and derivatives had been realized. Changes in this adjustment are also reported as a component of other comprehensive income or loss, net of deferred taxes.

The effect of a change in interest rates on asset prices was determined using a duration implied methodology for corporate bonds and government and government agency securities whereby the duration of each security was used to estimate the change in price for the security assuming an increase of 100 basis points in interest rates. The effect of a change in interest rates on the mortgage-backed securities was estimated using a mortgage analytic system which takes into account the impact of changing prepayment speeds resulting from a 100 basis point increase in interest rates on the change in price of the mortgage-backed securities. These hypothetical prices were compared to the actual prices for the period to compute the overall change in market value. The changes in the fair values shown in the chart above for all other items were determined using discounted cash flows analyses. Because we actively manage our investments and liabilities, actual changes could be less than those estimated above.

Foreign Currency Risk

The functional currency of our U.K. operations is the British pound sterling. We are exposed to foreign currency risk arising from fluctuations in the British pound sterling to U.S. dollar exchange rates primarily as they relate to the translation of the financial results of our U.K. operations. Fluctuations in the pound to dollar exchange rate have an effect on our reported financial results. We do not hedge against the possible impact of this risk. Because we do not actually convert pounds into dollars except for a limited number of transactions, we view foreign currency translation as a financial reporting issue and not a reflection of operations or profitability in the U.K.

Assuming the pound to dollar exchange rate decreased 10 percent from the December 31, 2009 and 2008 levels, stockholders equity as reported in U.S. dollars as of and for the periods then ended would have been lower by approximately $98.6 million and $72.8 million, respectively. Assuming the pound to dollar average exchange rate decreased 10 percent from the actual average exchange rates for 2009 and 2008, segment operating income, which excludes net realized investment gains and losses and income tax, as reported in U.S. dollars would have decreased approximately $27.1 million and $33.5 million, respectively, for the years then ended.

Dividends paid by Unum Limited are generally held at our U.K. finance subsidiary. If these funds are repatriated to our U.S. holding company, we would at that time be subject to foreign currency risk as the value of the dividend, when converted into U.S. dollars, would be dependent upon the foreign exchange rate at the time of conversion.

We are also exposed to foreign currency risk related to certain foreign investment securities denominated in local currencies and U.S. dollar-denominated debt issued by one of our U.K. subsidiaries. We use current and forward currency swaps and currency forward contracts to hedge or minimize the foreign exchange risk associated with these instruments.

See Unum UK Segment contained herein in Item 7 for further information concerning foreign currency translation.

Risk Management

As an insurer, we are in the business of risk management. Effectively taking and managing risks is essential to the success of our Company. To facilitate this effort, we have an Enterprise Risk Management (ERM) program. Our ERM program strives to:

- Identify, measure, mitigate, and report on our risk positions and exposures, including notable risk events;
- Assess material risks, including how they affect us, how individual risks interrelate, and how management addresses these risks;
- Practice strong risk management, including diversification across and within business units and systematic limit monitoring;
- Identify emerging risks and analyze how material future risks might affect us; and
- Fulfill regulatory, rating agency, and governance objectives.

Through adherence to these objectives, we believe we are better positioned to fulfill our corporate mission, improve and protect stockholder value, and reduce reputational risk.

Our approach to risk management is defined by these fundamental principles:

- Our risk management strategy begins with our business strategy. We are a specialty insurance carrier focused on providing benefits through employer-sponsored plans. We have market leadership positions in the product lines we offer and more than 160 years of experience. This combination of focused expertise and deep experience is the foundation of our approach to risk management.
- Risk management cannot be successful in a vacuum; it needs to be embedded in daily decision-making throughout the organization. Unum Group s board members and our senior leaders clearly acknowledge that risk management is critical to our Company s long-term success, and this theme cascades through the work of risk committees and the management team. Additionally, we believe the individual and collective decisions of our employees play a key role in successfully managing our overall risk profile.
- We closely monitor emerging risks, adjust our strategies as appropriate, and hold capital levels which provide financial flexibility. We use qualitative and quantitative approaches to identify emerging risks and develop mitigating strategies to limit our exposure to existing and potential risks.

We utilize stress testing and scenario analysis to shape our business, financial, and strategic planning activities. For example, stress testing of our capital and liquidity management strategies enables us to identify areas of high exposure, assess mitigating actions, develop contingency plans, and guide decisions around our capital and liquidity levels. In addition, scenario analysis is used as input in the development of our business and strategic planning processes.

Risk Committee Structure and Role

We have a pyramid risk committee structure in place to govern our ERM process.

Unum Group s board of directors has broad responsibility for risk management, with the audit committee having principal oversight of the risk management program. Our chief risk officer regularly reports to the audit committee and also to the full board of directors, as appropriate.

An executive risk management committee is responsible for overseeing our enterprise-wide risk management program. The chief risk officer, who is a member of the executive risk management committee, has primary responsibility for our ERM program and is supported by a corporate risk committee and by the risk committees of the three primary operating segments that comprise Unum Group.

Operating segment risk committees for Unum US, Unum UK, and Colonial Life oversee risk specific to their business. These committees are responsible for identifying, measuring, reporting, and managing insurance and operational risks within their respective areas, consistent with corporate guidance.

The corporate risk committee oversees the operational, investment, and capital management subcommittees and reviews risk on a corporate level. Market and credit risk are jointly managed by the investment committee. The capital management committee is responsible for monitoring and planning capital allocation, financing, and liquidity.

In addition to the formal communication channels included in the risk committee structure, we provide ways for employees to report risk directly to the chief risk officer, and we educate employees on Company risks.

Governance, Risk, and Compliance

We employ a decentralized risk management model under which risk-based decisions are made daily on a local level. To achieve long-term success, we believe risk management must be the responsibility of all employees. We strive for a culture of accountability, risk management, and strict compliance, and we believe these values allow our employees to feel comfortable identifying issues as well as taking ownership for addressing potential problems.

The recent recession and financial sector problems have reinforced the importance of effective governance, risk management, and compliance. We rely on four complementary functions.

- Internal controls provide reasonable assurance that there are controls in place to prevent and detect a material misstatement in our financial reporting;
- Internal audits assess the effectiveness of controls for operational business processes and monitor compliance with internal policies and procedures;
- Our compliance organization seeks to ensure compliance with laws and regulations and is responsible for directing our ethics program and privacy efforts; and
- The ERM program serves as an umbrella and takes a holistic view of risks and risk management efforts across the enterprise.

These groups work closely together to align their plans, activities, and efforts toward the common goal of effective governance, risk, and compliance.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Unum Group

We have audited the accompanying consolidated balance sheets of Unum Group and subsidiaries as of December 31, 2009 and 2008, and the related consolidated statements of income, stockholders equity, cash flows, and comprehensive income (loss) for each of the three years in the period ended December 31, 2009. Our audits also included the financial statement schedules listed in the index at Item 15(a)(2). These financial statements and schedules are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Unum Group and subsidiaries at December 31, 2009 and 2008, and the consolidated results of their operations and their cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedules, when considered in relation to the basic financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As discussed in Note 1 to the consolidated financial statements, Unum Group changed its method of accounting for impairment of debt securities as of April 1, 2009 in accordance with the adoption of ASC 320-10-65.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Unum Group and subsidiaries internal control over financial reporting as of December 31, 2009, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 26, 2010 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Chattanooga, Tennessee

February 26, 2010

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CONSOLIDATED BALANCE SHEETS

Unum Group and Subsidiaries

	December 31 2009	December 31 2008
	(in millions of dollars)	
Assets		
Investments		
Fixed Maturity Securities - at fair value (amortized cost: $35,905.4; $34,407.6)	$ 37,914.4	$ 32,134.1
Mortgage Loans	1,404.0	1,274.8
Policy Loans	2,878.0	2,753.8
Other Long-term Investments	233.5	520.1
Short-term Investments	865.5	1,183.1
Total Investments	43,295.4	37,865.9
Other Assets		
Cash and Bank Deposits	71.6	49.9
Accounts and Premiums Receivable	1,732.4	1,784.8
Reinsurance Recoverable	4,996.9	4,974.2
Accrued Investment Income	642.5	605.6
Deferred Acquisition Costs	2,482.5	2,472.4
Goodwill	201.6	200.5
Property and Equipment	443.5	409.4
Deferred Income Tax	-	438.8
Other Assets	610.6	615.9
Total Assets	$ 54,477.0	$ 49,417.4

See notes to consolidated financial statements.

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CONSOLIDATED BALANCE SHEETS - Continued

Unum Group and Subsidiaries

	December 31 2009	2008
	(in millions of dollars)	
Liabilities and Stockholders Equity		
Liabilities		
Policy and Contract Benefits	$ 1,736.9	$ 1,769.5
Reserves for Future Policy and Contract Benefits	37,740.8	34,581.5
Unearned Premiums	452.0	463.9
Other Policyholders Funds	1,662.3	1,675.6
Income Tax Payable	114.5	115.5
Deferred Income Tax	273.2	-
Short-term Debt	-	190.5
Long-term Debt	2,549.6	2,259.4
Other Liabilities	1,447.6	1,963.6
Total Liabilities	45,976.9	43,019.5
Commitments and Contingent Liabilities - Note 14		
Stockholders Equity		
Common Stock, $0.10 par		
Authorized: 725,000,000 shares		
Issued: 363,638,314 and 362,949,412 shares	36.4	36.3
Additional Paid-in Capital	2,587.4	2,546.9
Accumulated Other Comprehensive Income (Loss)		
Net Unrealized Gain (Loss) on Securities Not Other-Than-Temporarily Impaired	376.6	(832.6)
Net Unrealized Gain on Securities Other-Than-Temporarily Impaired	3.0	-
Net Gain on Cash Flow Hedges	370.8	458.5
Foreign Currency Translation Adjustment	(78.7)	(177.6)
Unrecognized Pension and Postretirement Benefit Costs	(330.7)	(406.5)
Retained Earnings	6,289.5	5,527.1
Treasury Stock - at cost: 31,829,067 shares	(754.2)	(754.2)
Total Stockholders Equity	8,500.1	6,397.9
Total Liabilities and Stockholders Equity	$ 54,477.0	$ 49,417.4

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF INCOME

Unum Group and Subsidiaries

	Year Ended December 31		
	2009	2008	2007
	(in millions of dollars, except share data)		
Revenue			
Premium Income	$ 7,475.5	$ 7,783.3	$ 7,901.1
Net Investment Income	2,346.6	2,389.0	2,409.9
Realized Investment Gain (Loss)			
Total Other-Than-Temporary Impairment			
Loss on Fixed Maturity Securities	(215.5)	(151.1)	(53.7)
Other-Than-Temporary Impairment Loss			
Recognized in Other Comprehensive Income (Loss)	3.7	-	-
Net Impairment Loss Recognized in Earnings	(211.8)	(151.1)	(53.7)
Other Net Realized Investment Gain (Loss)	223.5	(314.8)	(11.5)
Net Realized Investment Gain (Loss)	11.7	(465.9)	(65.2)
Other Income	257.2	275.9	274.1
Total Revenue	10,091.0	9,982.3	10,519.9
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	6,291.6	6,626.4	6,988.2
Commissions	837.1	853.3	841.1
Interest and Debt Expense	125.4	156.7	241.9
Deferral of Acquisition Costs	(593.6)	(590.9)	(556.3)
Amortization of Deferred Acquisition Costs	526.2	519.1	480.4
Compensation Expense	793.3	772.6	722.4
Other Expenses	818.7	821.1	805.0
Total Benefits and Expenses	8,798.7	9,158.3	9,522.7
Income from Continuing Operations Before Income Tax	1,292.3	824.0	997.2
Income Tax (Benefit)			
Current	377.9	340.9	264.2
Deferred	61.8	(70.1)	60.6
Total Income Tax	439.7	270.8	324.8
Income from Continuing Operations	852.6	553.2	672.4
Discontinued Operations - Note 2			
Income Before Income Tax	-	-	17.8
Income Tax	-	-	10.9
Income from Discontinued Operations	-	-	6.9

Net Income	$	852.6	$	553.2	$	679.3
Earnings Per Common Share						
Basic						
Income from Continuing Operations	$	2.57	$	1.62	$	1.90
Net Income	$	2.57	$	1.62	$	1.92
Assuming Dilution						
Income from Continuing Operations	$	2.57	$	1.62	$	1.89
Net Income	$	2.57	$	1.62	$	1.91

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY

Unum Group and Subsidiaries

	Year Ended December 31		
	2009	2008	2007
	(in millions of dollars)		
Common Stock			
Balance at Beginning of Year	$ 36.3	$ 36.3	$ 34.4
Common Stock Activity	0.1	-	1.9
Balance at End of Year	36.4	36.3	36.3
Additional Paid-in Capital			
Balance at Beginning of Year	2,546.9	2,516.9	2,200.0
Common Stock Activity	40.5	30.0	316.9
Balance at End of Year	2,587.4	2,546.9	2,516.9
Accumulated Other Comprehensive Income (Loss)			
Balance at Beginning of Year	(958.2)	463.5	612.8
Cumulative Effect of Accounting Principle Change - Note 1	(14.3)	-	-
All Other Changes During Year	1,313.5	(1,421.7)	(149.3)
Balance at End of Year	341.0	(958.2)	463.5
Retained Earnings			
Balance at Beginning of Year	5,527.1	5,077.4	4,925.8
Net Income	852.6	553.2	679.3
Dividends to Stockholders (per common share: $0.315; $0.30; $0.30)	(104.5)	(103.5)	(105.2)
Cumulative Effect of Accounting Principle Changes - Note 1	14.3	-	(422.5)
Balance at End of Year	6,289.5	5,527.1	5,077.4
Treasury Stock			
Balance at Beginning of Year	(754.2)	(54.2)	(54.2)
Purchases of Treasury Stock	-	(700.0)	-
Balance at End of Year	(754.2)	(754.2)	(54.2)
Total Stockholders Equity at End of Year	$ 8,500.1	$ 6,397.9	$ 8,039.9

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF CASH FLOWS

Unum Group and Subsidiaries

	Year Ended December 31		
	2009	2008	2007
	(in millions of dollars)		
Cash Flows from Operating Activities			
Net Income	$ 852.6	$ 553.2	$ 679.3
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities			
Change in Receivables	113.9	77.2	235.5
Change in Deferred Acquisition Costs	(67.4)	(71.8)	(75.9)
Change in Insurance Reserves and Liabilities	441.2	717.5	887.2
Change in Income Taxes	59.2	(84.3)	114.8
Change in Other Accrued Liabilities	(18.4)	(93.5)	(119.8)
Non-cash Adjustments to Net Investment Income	(239.8)	(306.7)	(363.6)
Net Realized Investment (Gain) Loss	(11.7)	465.9	65.2
Depreciation	74.5	68.8	66.2
Cash Received from Reinsurance Recapture	-	-	211.4
Other, Net	32.9	(0.2)	50.0
Net Cash Provided by Operating Activities	1,237.0	1,326.1	1,750.3
Cash Flows from Investing Activities			
Proceeds from Sales of Available-for-Sale Securities	1,427.2	2,066.1	2,179.3
Proceeds from Maturities of Available-for-Sale Securities	1,132.5	1,288.0	1,171.4
Proceeds from Sales and Maturities of Other Investments	250.5	205.6	312.9
Purchase of Available-for-Sale Securities	(3,848.8)	(4,083.7)	(4,205.2)
Purchase of Other Investments	(267.7)	(291.2)	(488.8)
Net Sales (Purchases) of Short-term Investments	199.0	432.8	(836.2)
Acquisition of Business	-	48.8	-
Disposition of Business	-	-	98.8
Other, Net	(106.6)	(91.1)	(87.2)
Net Cash Used by Investing Activities	(1,213.9)	(424.7)	(1,855.0)
Cash Flows from Financing Activities			
Maturities and Benefit Payments from Policyholder Accounts	(1.5)	(10.2)	(5.7)
Net Short-term Debt Repayments	(190.5)	(134.5)	-
Issuance of Long-term Debt	346.8	-	800.0
Long-term Debt Repayments	(59.8)	(105.9)	(769.5)
Cost Related to Early Retirement of Debt	-	(0.4)	(34.2)
Issuance of Common Stock	8.0	4.4	307.8
Dividends Paid to Stockholders	(104.5)	(103.5)	(105.2)
Purchases of Treasury Stock	-	(700.0)	-
Other, Net	-	0.6	(12.0)
Net Cash Provided (Used) by Financing Activities	(1.5)	(1,049.5)	181.2
Effect of Foreign Exchange Rate Changes on Cash	0.1	(1.1)	1.3

Net Increase (Decrease) in Cash and Bank Deposits	21.7	(149.2)	77.8
Cash and Bank Deposits at Beginning of Year	49.9	199.1	121.3
Cash and Bank Deposits at End of Year	$ 71.6	$ 49.9	$ 199.1

See notes to consolidated financial statements.

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CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

Unum Group and Subsidiaries

	Year Ended December 31		
	2009	2008	2007
	(in millions of dollars)		
Net Income	$ 852.6	$ 553.2	$ 679.3
Other Comprehensive Income (Loss)			
Change in Net Unrealized Gains and Losses on Securities Before Reclassification Adjustment:			
Change in Net Unrealized Gains and Losses on Securities Not Other-Than-Temporarily Impaired (net of tax expense (benefit) of $1,375.9; $(1,274.2); $(134.6))	2,593.1	(2,394.5)	(248.8)
Change in Net Unrealized Gains and Losses on Securities Other-Than-Temporarily Impaired (net of tax expense of $9.3; $ - ; $ -)	17.3	-	-
Total Change in Net Unrealized Gains and Losses on Securities Before Reclassification Adjustment (net of tax expense (benefit) of $1,385.2; $(1,274.2); $(134.6))	2,610.4	(2,394.5)	(248.8)
Reclassification Adjustment for Net Realized Investment Loss (net of tax benefit of $79.0; $59.5; $0.2)	151.0	114.8	0.3
Change in Net Gain on Cash Flow Hedges (net of tax expense (benefit) of $(45.3); $139.0; $(6.0))	(87.7)	276.0	(11.7)
Change in Adjustment to Reserves for Future Policy and Contract Benefits, Net of Reinsurance and Other (net of tax expense (benefit) of $(816.6); $578.1; $34.0)	(1,534.9)	1,091.0	69.8
Change in Foreign Currency Translation Adjustment	98.9	(301.0)	7.4
Change in Unrecognized Pension and Postretirement Benefit Costs (net of tax expense (benefit) of $42.0; $(112.4); $16.7)	75.8	(208.0)	33.7
Total Other Comprehensive Income (Loss)	1,313.5	(1,421.7)	(149.3)
Comprehensive Income (Loss)	$ 2,166.1	$ (868.5)	$ 530.0

See notes to consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies

Basis of Presentation: The accompanying consolidated financial statements of Unum Group and its subsidiaries (the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP). Such accounting principles differ from statutory accounting principles (see Note 15). Intercompany transactions have been eliminated. In connection with our preparation of the consolidated financial statements, we evaluated events that occurred subsequent to December 31, 2009, for recognition or disclosure in our financial statements and notes to our financial statements.

In March 2007, we closed the sale of our wholly-owned subsidiary GENEX Services, Inc. (GENEX). The financial results of GENEX are reported as discontinued operations in the consolidated financial statements. Except where noted, the information presented in the notes to the consolidated financial statements excludes GENEX. See Note 2 for further discussion.

Description of Business: We are the largest provider of group and individual disability products in the United States and the United Kingdom. We also provide a complementary portfolio of other insurance products, including long-term care insurance, life insurance, employer- and employee-paid group benefits, and other related services. We market our products primarily to employers interested in providing benefits to their employees.

We have three major business segments: Unum US, Unum UK, and Colonial Life. Our other reporting segments are the Individual Disability Closed Block segment and the Corporate and Other segment. See Note 13 for further discussion of our operating segments.

Use of Estimates: The preparation of financial statements in conformity with GAAP requires us to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Such estimates and assumptions could change in the future as more information becomes known, which could impact the amounts reported and disclosed herein.

Many factors influence the assumptions upon which reserves for policy and contract benefits are based, including historical trends in our experience and expected deviations from historical experience. Considerable judgment is required to interpret actual historical experience and to assess the future factors that are likely to influence the ultimate cost of settling existing claims. Given that insurance products contain inherent risks and uncertainties, the ultimate liability may be more or less than such estimates indicate.

Fixed Maturity Securities: Fixed maturity securities include bonds and redeemable preferred stocks. Fixed maturity securities not bought and held for the purpose of selling in the near term but for which we do not have the positive intent and ability to hold to maturity are classified as available-for-sale and reported at fair value. Changes in the fair value of available-for-sale fixed maturity securities, except for amounts related to other-than-temporary impairment losses recognized in earnings, are reported as a component of other comprehensive income. These amounts are net of income tax and valuation adjustments to deferred acquisition costs and reserves for future policy and contract benefits which would have been recorded had the related unrealized gain or loss on these securities been realized.

Interest income is recorded as part of net investment income when earned, using an effective yield method giving effect to amortization of premium and accretion of discount. Included within fixed maturity securities are mortgage-backed and asset-backed securities. We recognize investment income on these securities using a constant effective yield based on projected prepayments of the underlying loans and the estimated economic life of the securities. Actual prepayment experience is reviewed periodically, and effective yields are recalculated when differences arise

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

between prepayments originally projected and the actual prepayments received and currently projected. The effective yield is recalculated on a retrospective basis, and the adjustment is reflected in net investment income. For fixed maturity securities on which collection of investment income is uncertain, we discontinue the accrual of investment income and recognize investment income when interest and dividends are received. Payment terms specified for fixed maturity securities may include a prepayment penalty for unscheduled payoff of the investment. Prepayment penalties are recognized as investment income when received.

In determining when a decline in fair value below amortized cost of a fixed maturity security is other than temporary, we evaluate available information, both positive and negative, in reaching our conclusions. Although all available and applicable factors are considered in our analysis, our expectation of recovering the entire amortized cost basis of the security, whether we intend to sell the security, whether we more likely than not will be required to sell the security before recovery of its amortized cost, and whether the security is current on principal and interest payments are the most critical factors in determining whether impairments are other than temporary. The significance of the decline in value and the length of time during which there has been a significant decline are also important factors, but we generally do not record an impairment loss based solely on these two factors, since often other more relevant factors will impact our evaluation of a security. See also Note 3.

Mortgage Loans: Mortgage loans are generally carried at amortized cost less an allowance for probable losses. Interest income is accrued on the principal amount of the loan based on the loan s contractual interest rate. For mortgage loans on which collection of investment income is uncertain, we discontinue the accrual of investment income and recognize investment income when interest is received. 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. We use a comprehensive rating system to evaluate the investment and credit risk of our mortgage loans and to identify specific properties for inspection and reevaluation. Mortgage loans are considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. We establish an allowance for probable losses on mortgage loans based on a review of individual loans and the overall loan portfolio, considering the value of the underlying collateral.

Policy Loans: Policy loans are presented at unpaid balances directly related to policyholders. Interest income is accrued on the principal amount of the loan based on the loan s contractual interest rate. Included in policy loans are $2,675.7 million and $2,555.6 million of policy loans ceded to reinsurers at December 31, 2009 and 2008, respectively.

Other Long-term Investments: Other long-term investments are comprised primarily of freestanding derivatives with a net positive fair value and private equity fund limited partnerships. Freestanding derivatives are more fully described in the derivatives accounting policy which follows. Private equity fund limited partnerships are accounted for using the equity or cost method, depending on the level of ownership and the degree of influence over partnership operating and financial policies.

Short-term Investments: Short-term investments are carried at cost. Short-term investments include investments maturing within one year, such as corporate commercial paper and U.S. Treasury bills, bank term deposits, and other cash accounts and cash equivalents earning interest.

Cash and Bank Deposits: Cash and bank deposits include cash on hand and non-interest bearing cash and deposit accounts.

Derivative Financial Instruments: Derivative financial instruments (including certain derivative instruments embedded in other contracts) are recognized as either assets or liabilities in our consolidated balance sheets and are

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

reported at fair value. The accounting for changes in fair value of a derivative depends on whether it has been designated and qualifies as part of a hedging relationship, and further, on the type of hedging relationship. To qualify for hedge accounting, at the inception of the hedging transaction, we formally document the risk management objective and strategy for undertaking the hedging transaction, as well as the designation of the hedge as either a fair value hedge or a cash flow hedge. Included in this documentation is how the hedging instrument is expected to hedge the designated risk(s) related to the specific assets or liabilities on the balance sheet or to specific forecasted transactions as well as a description of the method that will be used to retrospectively and prospectively assess the hedging instrument s effectiveness and the method that will be used to measure ineffectiveness. A derivative designated as a hedging instrument must be assessed as being highly effective in offsetting the designated risk(s) of the hedged item. Hedge effectiveness is formally assessed at inception and periodically throughout the life of the designated hedging relationship, using qualitative and quantitative methods. Qualitative methods include comparison of critical terms of the derivative to the hedged item. Quantitative methods include regression or other statistical analysis of changes in fair value or cash flows associated with the hedge relationship. For those derivatives that are designated and qualify as hedging instruments, the derivative is designated, based upon the exposure being hedged, as one of the following:

Fair value hedge. Changes in the fair value of the derivative as well as the offsetting change in fair value on the hedged item attributable to the risk being hedged are recognized in current earnings as a component of net realized investment gain or loss during the period of change in fair value. The gain or loss on the termination of an effective fair value hedge is recognized in current earnings as a component of net realized investment gain or loss.

Cash flow hedge. To the extent it is effective, changes in the fair value of the derivative are reported in other comprehensive income and reclassified into earnings and reported on the same income statement line item as the hedged item and in the same period or periods during which the hedged item affects earnings. The ineffective portion of the hedge, if any, is recognized in current earnings as a component of net realized investment gain or loss during the period of change in fair value. The gain or loss on the termination of an effective cash flow hedge is reported in other comprehensive income and reclassified into earnings and reported on the same income statement line item as the hedged item and in the same period or periods during which the hedged item affects earnings.

Gains or losses on the termination of ineffective hedges are reported in current earnings as a component of net realized investment gain or loss. In the event a hedged item is disposed of or the anticipated transaction being hedged is no longer likely to occur, we will terminate the related derivative and recognize the gain or loss on termination in current earnings as a component of net realized investment gain or loss. In the event a hedged item is disposed of subsequent to the termination of the hedging transaction, we reclassify any remaining gain or loss on the cash flow hedge out of accumulated other comprehensive income into current earnings as a component of the same income statement line item wherein we report the gain or loss on disposition of the hedged item.

Our freestanding derivatives all qualify as hedges and have been designated as either cash flow hedges or fair value hedges. We do not have any speculative positions in our freestanding derivatives. For a derivative not designated as a hedging instrument, the change in fair value is recognized in earnings during the period of change. Changes in the fair values of certain embedded derivatives are reported as realized investment gains and losses during the period of change.

In our consolidated balance sheets, we do not offset fair value amounts recognized for derivatives executed with the same counterparty under a master netting agreement and fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral arising from those master netting agreements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

Fair Value Measurement: All of our fixed maturity securities are reported at fair value. Our derivative financial instruments, including certain derivative instruments embedded in other contracts, are reported as either assets or liabilities and measured at fair value. We hold an immaterial amount of equity securities, which are also reported at fair value. We define fair value as 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. Fair value represents an exit price, not an entry price. The exit price objective applies regardless of our intent and/or ability to sell the asset or transfer the liability at the measurement date.

Valuation techniques used for assets and liabilities accounted for at fair value are generally categorized into three types: the market approach, the income approach, and the cost approach. We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available. In some cases, a single valuation technique will be appropriate. In other cases, multiple valuation techniques will be appropriate. If we use multiple valuation techniques to measure fair value, we evaluate and weigh the results, as appropriate, considering the reasonableness of the range indicated by those results. A fair value measurement is the point within that range that is most representative of fair value in the circumstances.

The selection of the valuation method(s) to apply considers the definition of an exit price and depends on the nature of the asset or liability being valued. For assets and liabilities accounted for at fair value, we generally use valuation techniques consistent with the market approach, and to a lesser extent, the income approach. Inputs to valuation techniques refer broadly to the assumptions that market participants use in pricing assets or liabilities, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

We prioritize the inputs to fair valuation techniques and use unobservable inputs to the extent that observable inputs are not available. We categorize our assets and liabilities measured at estimated fair value into a three-level hierarchy, based on the priority of the inputs. The fair value hierarchy gives the highest priority to inputs which are unadjusted and represent quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). See also Note 3.

Realized Investment Gains and Losses: Realized investment gains and losses are reported as a component of revenue in the consolidated statements of income and are based upon specific identification of the investments sold. If we determine that the decline in value of an investment is other than temporary, the investment is written down to fair value, and an impairment loss is recognized in the current period, either in earnings or in both earnings and other comprehensive income, as applicable. Other-than-temporary impairment losses on fixed maturity securities which we intend to sell or more likely than not will be required to sell before recovery in value are recognized in earnings and equal the entire difference between the security s amortized cost basis and its fair value. For securities which we do not intend to sell and it is not more likely than not that we will be required to sell before recovery in value, other-than-temporary impairment losses recognized in earnings generally represent the difference between the amortized cost of the security and the present value of our best estimate of cash flows expected to be collected, discounted using the effective interest rate implicit in the security at the date of acquisition. For fixed maturity securities for which we have recognized an other-than-temporary impairment loss through earnings, if through subsequent evaluation there is a significant increase in expected cash flows, the difference between the new amortized cost basis and the cash flows expected to be collected is accreted as net investment income.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

Reinsurance Recoverable: We routinely cede reinsurance to other insurance companies. For ceded reinsurance agreements wherein we are not relieved of our legal liability to our policyholders, we report assets and liabilities on a gross basis. Our reinsurance recoverable includes the balances due from reinsurers under the terms of these reinsurance agreements for ceded policy and contract benefits, ceded future policy and contract benefits, and ceded unearned premiums, less ceded policy loans.

Deferred Acquisition Costs: Certain costs of acquiring new business that vary with and are primarily related to the production of new business have been deferred. Such costs include commissions, other agency compensation, certain selection and policy issue expenses, and certain field expenses. Acquisition costs that do not vary with the production of new business, such as commissions on group products which are generally level throughout the life of the policy, are excluded from deferral. Deferred acquisition costs are subject to recoverability testing at the time of policy issue and loss recognition testing in subsequent years.

Deferred acquisition costs related to traditional policies are amortized over the premium paying period of the related policies in proportion to the ratio of the present value of annual expected premium income to the present value of total expected premium income. Such amortization is adjusted quarterly to reflect the actual policy persistency as compared to the anticipated experience.

Deferred acquisition costs related to interest-sensitive policies are amortized over the lives of the policies in relation to the present value of estimated gross profits from surrender charges, mortality margins, investment returns, and expense margins. Adjustments are made quarterly to reflect actual experience for assumptions which deviate significantly compared to anticipated experience.

Internal replacement transactions wherein the modification does not substantially change the policy are accounted for as continuations of the replaced contracts. Unamortized deferred acquisition costs from the original policy continue to be amortized over the expected life of the new policy, and the costs of replacing the policy are accounted for as policy maintenance costs and expensed as incurred. Internal replacement transactions, principally on group contracts, that result in a policy that is substantially changed are accounted for as an extinguishment of the original policy and the issuance of a new policy. Unamortized deferred acquisition costs on the original policy that was replaced are immediately expensed, and the costs of acquiring the new policy are capitalized and amortized in accordance with our accounting policies for deferred acquisition costs.

Loss recognition is generally performed on an annual basis. Insurance contracts are grouped for each major product line within a segment when we perform the loss recognition tests. If loss recognition testing indicates that deferred acquisition costs are not recoverable, the deficiency is charged to expense. The assumptions used in loss recognition testing represent our best estimates of future experience.

Goodwill: Goodwill is the excess of the amount paid to acquire a business over the fair value of the net assets acquired. We review the carrying amount of goodwill for impairment during the fourth quarter of each year, or more frequently if events or changes in circumstances indicate that the carrying amount might not be recoverable. Goodwill impairment testing compares the fair value of a reporting unit with its carrying amount, including goodwill. The fair values of the reporting units are determined using discounted cash flow models. The critical estimates necessary in determining fair value are projected earnings and the discount rate. We set our discount rate assumption based on an expected risk adjusted cost of capital. If the fair value of the reporting unit to which the goodwill relates is less than the carrying amount of the unamortized goodwill, the carrying amount is reduced with a corresponding charge to expense.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

Property and Equipment: Property and equipment is reported at cost less accumulated depreciation, which is calculated on the straight-line method over the estimated useful life. The accumulated depreciation for property and equipment was $619.7 million and $563.7 million as of December 31, 2009 and 2008, respectively.

Value of Business Acquired: Value of business acquired represents the present value of future profits recorded in connection with the acquisition of a block of insurance policies. The asset is amortized based upon expected future premium income for traditional insurance policies and estimated future gross profits for interest-sensitive insurance policies. The value of business acquired, which is included in other assets in our consolidated balance sheets, was $46.2 million and $50.5 million at December 31, 2009 and 2008, respectively. The accumulated amortization for value of business acquired was $108.2 million and $92.2 million as of December 31, 2009 and 2008, respectively.

The amortization of value of business acquired, which is included in other expenses in the consolidated statements of income, was $7.8 million, $7.8 million, and $7.9 million for the years ended December 31, 2009, 2008, and 2007, respectively. We periodically review the carrying amount of value of business acquired using the same methods used to evaluate deferred acquisition costs.

Policy and Contract Benefits: Policy and contract benefits represent amounts paid and expected to be paid based on reported losses and estimates of incurred but not reported losses for traditional life and accident and health products. For interest-sensitive products, benefits are the amounts paid and expected to be paid on insured claims in excess of the policyholders policy fund balances.

Policy and Contract Benefits Liabilities: Policy reserves represent future policy and contract benefits for claims not yet incurred. Policy reserves for traditional life and accident and health products are determined using the net level premium method. The reserves are calculated based upon assumptions as to interest, persistency, morbidity, and mortality that were appropriate at the date of issue. Interest rate assumptions are based on actual and expected net investment returns. Persistency assumptions are based on our actual historical experience adjusted for future expectations. Morbidity and mortality assumptions are based on actual experience or industry standards adjusted as appropriate to reflect our actual experience and future expectations. The assumptions vary by plan, year of issue, and policy duration and include a provision for adverse deviation.

Policy reserves for group single premium annuities have been provided on a net single premium method. The reserves are calculated based on assumptions as to interest, mortality, and retirement that were appropriate at the date of issue. Mortality assumptions are based upon industry standards adjusted as appropriate to reflect our actual experience and future expectations. The assumptions vary by year of issue.

Policy reserves for interest-sensitive products are principally policyholder account values.

We perform loss recognition tests on our policy reserves annually, or more frequently if appropriate, using best estimate assumptions as of the date of the test, without a provision for adverse deviation. We group the policy reserves for each major product line within a segment when we perform the loss recognition tests. If the policy reserves determined using these best estimate assumptions are higher than our existing policy reserves net of any deferred acquisition cost balance, the existing policy reserves are increased or deferred acquisition costs are reduced to immediately recognize the deficiency.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

Claim reserves represent future policy and contract benefits for claims that have been incurred or are estimated to have been incurred but not yet reported to us. Our claim reserves relate primarily to disability policies and are calculated based on assumptions as to interest and claim resolution rates that are currently appropriate. Claim resolution rate assumptions are based on our actual experience. The interest rate assumptions used for discounting claim reserves are based on projected portfolio yield rates, after consideration for defaults and investment expenses, for the assets supporting the liabilities for the various product lines. Unlike policy reserves, claim reserves are subject to revision as current claim experience and projections of future experience change.

Policyholders Funds: Policyholders funds represent customer deposits plus interest credited at contract rates. We control interest rate risk by investing in quality assets which have an aggregate duration that closely matches the expected duration of the liabilities.

Income Tax: Deferred taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial statement purposes and the amounts used for income tax purposes. Deferred taxes have been measured using enacted statutory income tax rates and laws that are currently in effect. We record deferred tax assets for tax positions taken in the U.S. and other tax jurisdictions based on our assessment of whether a position is more likely than not to be sustained upon examination based solely on its technical merits. A valuation allowance is established for deferred tax assets when it is more likely than not that an amount will not be realized.

Short-term and Long-term Debt: Short-term and long-term debt are carried at the unpaid principal balance, net of unamortized discount or premium. Original issue discount or premium as well as debt issue costs are recognized as a component of interest expense over the period the debt is expected to be outstanding. Short-term debt is debt due within the next twelve months, including that portion of debt otherwise classified as long-term.

Deferred Gain or Loss on Reinsurance: Where applicable, gains or losses on reinsurance transactions are deferred and amortized into earnings based upon expected future premium income for traditional insurance policies and estimated future gross profits for interest-sensitive insurance policies. The deferred gain on reinsurance included in other liabilities in our consolidated balance sheets at December 31, 2009 and 2008 was $123.1 million and $150.0 million, respectively.

Treasury Stock: Treasury stock is reflected as a reduction of stockholders equity at cost.

Revenue Recognition: Traditional life and accident and health products are long-duration contracts, and premium income is recognized as revenue when due from policyholders. If the contracts are experience rated, the estimated ultimate premium is recognized as revenue over the period of the contract. The estimated ultimate premium, which is revised to reflect current experience, is based on estimated claim costs, expenses, and profit margins.

For interest-sensitive products, the amounts collected from policyholders are considered deposits, and only the deductions during the period for cost of insurance, policy administration, and surrenders are included in revenue. Policyholders funds represent funds deposited by contract holders and are not included in revenue.

Premium Tax Expense: Premium tax expense is included in other operating expenses in the consolidated statements of income. For the years ended December 31, 2009, 2008, and 2007, premium tax expense was $130.2 million, $133.2 million, and $130.8 million, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

Stock-Based Compensation: The cost of stock-based compensation is measured based on the grant-date fair value of the award. We use the Black-Scholes options valuation model for estimating the fair value of stock options and stock purchased through participation in our employee stock purchase plan and the Monte-Carlo model for estimating the fair value of our performance restricted stock units. All other currently outstanding stock awards are valued based on the market value of common stock at the grant date. Stock-based awards that do not require future service are expensed immediately, and stock-based awards that require future service are amortized over the relevant service period, with an offsetting increase to additional paid-in capital in stockholders equity.

Earnings Per Share: We compute basic earnings per share by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average number of shares outstanding for the period plus the shares representing the dilutive effect of stock-based awards and adjustable conversion-rate equity security units.

Translation of Foreign Currency: Revenues and expenses of our foreign operations are translated at average exchange rates. Assets and liabilities are translated at the rate of exchange on the balance sheet dates. The translation gain or loss is generally reported in accumulated other comprehensive income, net of deferred tax.

Accounting for Participating Individual Life Insurance: Participating policies issued by one of our subsidiaries prior to its 1986 conversion from a mutual to a stock life insurance company will remain participating as long as the policies remain in-force. A Participation Fund Account (PFA) was established for the benefit of all such individual participating life and annuity policies and contracts. The assets of the PFA provide for the benefit, dividend, and certain expense obligations of the participating individual life insurance policies and annuity contracts. The assets of the PFA were $359.8 million and $391.2 million at December 31, 2009 and 2008, respectively, and represented approximately 0.7 and 0.8 percent, respectively, of consolidated assets.

Accounting Updates Adopted in 2009:

Accounting Standards Codification (ASC) 105 Generally Accepted Accounting Principles

In June 2009, the Financial Accounting Standards Board (FASB) established the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Securities and Exchange Commission (SEC) rules and interpretive releases, which may not be included in their entirety within the Codification, will remain as authoritative GAAP for SEC registrants. We adopted Codification effective July 1, 2009. The adoption of Codification had no effect on our financial position or results of operations.

ASC 320 Investments - Debt and Equity Securities

In April 2009, the FASB issued a new accounting standard, now included in ASC 320, which amends the other-than-temporary impairment guidance for debt securities and expands and increases the frequency of previously existing disclosures for other-than-temporary impairments. The measure of impairment remains fair value. Under the standard, an other-than-temporary impairment must be recognized in earnings for a debt security in an unrealized loss position when an entity either (a) has the intent to sell the debt security or (b) more likely than not will be required to sell the debt security before its anticipated recovery.

The amount of impairment recognized is equal to the difference between amortized cost and fair value. For all debt securities in unrealized loss positions that do not meet either of these two criteria, the standard requires that an entity analyze its ability to recover the amortized cost by comparing the present value of cash flows with the amortized cost of the security. If the present value of our best estimate of cash flows expected to be collected is less than the amortized cost of the security, an other-than-temporary impairment is recorded. The impairment loss is separated

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

into two components, the portion of the impairment related to credit and the portion related to factors other than credit. The credit-related portion of an other-than-temporary impairment, which is the difference between the amortized cost of the security and the present value of cash flows expected to be collected, is recognized in earnings. Other-than-temporary impairments related to factors other than credit are charged to earnings if it is unlikely that the fair value of the security will recover prior to its disposal. Otherwise, non-credit-related other-than-temporary impairments are charged to other comprehensive income, net of tax. We adopted this standard effective April 1, 2009. The cumulative effect of applying the provisions of this standard increased the April 1, 2009 opening balance of retained earnings $14.3 million, net of tax of $7.7 million, with a corresponding adjustment to accumulated other comprehensive income (loss).

ASC 715 Compensation - Retirement Benefits

In December 2008, the FASB issued a new accounting standard, now included in ASC 715, to provide guidance on an employer s disclosures about plan assets of a defined benefit pension or other postretirement plan. We adopted this standard effective December 31, 2009. This standard expanded our disclosures but had no effect on our financial position or results of operations.

ASC 815 Derivatives and Hedging

In March 2008, the FASB issued a new accounting standard, now included in ASC 815, to provide additional guidance intended to improve financial reporting about derivative instruments and hedging activities. This standard requires enhanced disclosures to enable investors to better understand their effects on an entity s financial position, financial performance, and cash flows. We adopted this standard effective January 1, 2009. This standard expanded our disclosures but had no effect on our financial position or results of operations.

ASC 820 Fair Value Measurements and Disclosures

In April 2009, the FASB issued a new accounting standard, now included in ASC 820, to provide additional guidance for estimating fair value but reemphasized that the objective of fair value measurement remained an exit price. This standard provides guidance for determining whether there has been a significant decrease in the volume and level of activity in the market and provides factors for companies to consider in identifying transactions that are not orderly. The standard also discusses the necessity of adjustments to transaction or quoted prices to estimate fair value when it is determined that there has been a significant decrease in the volume and level of activity or that the transaction is not orderly. We adopted this standard effective April 1, 2009. This standard expanded our disclosures but did not have a material effect on our financial position or results of operations.

In August 2009, the FASB issued an update to provide clarification concerning fair value measurements and disclosures for liabilities and, in particular, for circumstances in which a quoted price in an active market for an identical liability is not available. We adopted this update effective December 31, 2009. The adoption of this update had no effect on our financial position or results of operations.

In September 2009, the FASB issued an update to permit a reporting entity to measure the fair value of an investment on the basis of net asset value per share if the net asset value is calculated in a manner consistent with the measurement principles of U.S. GAAP for investment companies. This update also requires disclosures by major category of investments about the attributes of investments, such as the nature of any restrictions on the investor s ability to redeem its investments, any unfunded commitments, and the investment strategies of the investees. We adopted this update effective December 31, 2009. The adoption of this update had no effect on our financial position or results of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

ASC 825 Financial Instruments

In April 2009, the FASB issued a new accounting standard, now included in ASC 825, which requires companies to disclose the fair value of certain financial instruments in interim financial statements. This standard also requires companies to disclose the method or methods and significant assumptions used to estimate the fair value of financial instruments and to discuss changes, if any, in those methods or assumptions during the period. We adopted this standard effective April 1, 2009. This standard expanded our disclosures but had no effect on our financial position or results of operations.

ASC 855 Subsequent Events

In May 2009, the FASB issued a new accounting standard, now included in ASC 855, to provide subsequent events guidance. This topic was previously addressed only in the auditing literature, and is largely similar to the auditing guidance with limited exceptions which are not intended to result in significant changes in practice. We adopted this standard effective June 30, 2009. The FASB issued an update in February 2010 to remove the requirement, for certain entities, to disclose the date through which subsequent events have been evaluated. This standard and update had no effect on our financial position or results of operations.

Accounting Updates Adopted in 2008:

ASC 325 Investments - Other

In January 2009, the FASB issued a new accounting standard, now included in ASC 325, to amend the impairment guidance on purchased beneficial interests and beneficial interests that continue to be held by a transferor in securitized financial assets to achieve more consistent determination of whether an other-than-temporary impairment has occurred. This standard retains and emphasizes the objective of an other-than-temporary impairment assessment and the related disclosure requirements for certain investments in debt and equity securities. We adopted this standard effective December 31, 2008. The adoption of this standard did not have a material effect on our financial position or results of operations.

ASC 820 Fair Value Measurements and Disclosures

In September 2006, the FASB issued a new accounting standard, now included in ASC 820, to define fair value, establish a framework for measuring fair value, and expand disclosures about fair value measurements. We adopted this standard effective January 1, 2008. The adoption of this standard did not have a material effect on our financial position or results of operations.

Accounting Updates Adopted in 2007:

ASC 740 Income Taxes

In June 2006, the FASB issued an interpretation to provide authoritative accounting guidance, now included in ASC 740, for income tax positions. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an enterprise s financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Additionally, this interpretation provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. We adopted this interpretation effective January 1, 2007. The cumulative effect of adopting this interpretation, effective January 1, 2007, increased our 2007 opening balance of retained earnings $22.7 million.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

ASC 815 Derivatives and Hedging

In February 2006, the FASB issued a new accounting standard, now included in ASC 815, to amend previous guidance for certain hybrid financial instruments. This standard (a) permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation; (b) clarifies which interest-only strips and principal-only strips are not subject to the requirements of ASC 815; (c) establishes a requirement to evaluate beneficial interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation; (d) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives; and, (e) eliminates restrictions on a qualifying special-purpose entity s ability to hold passive derivative financial instruments that pertain to beneficial interests that are or contain a derivative financial instrument. We adopted this standard effective January 1, 2007. The adoption of this standard did not have a material effect on our financial position or results of operations.

ASC 944 Financial Services - Insurance

In September 2005, the American Institute of Certified Public Accountants modified GAAP to provide accounting guidance, now included in ASC 944, for modifications or exchanges of certain insurance contracts. This modification provides guidance on accounting by insurance enterprises for deferred acquisition costs on internal replacements of certain insurance and investment contracts. An internal replacement is defined as a modification in product benefits, features, or coverages that occurs by the exchange or replacement of an existing insurance policy for a new policy. We adopted this guidance effective January 1, 2007. The cumulative effect of applying the provisions of this guidance decreased our 2007 opening balance of retained earnings $445.2 million.

Accounting Updates Outstanding:

ASC 810 Consolidation

In June 2009, the FASB issued an update to require a qualitative rather than a quantitative analysis to determine the primary beneficiary of a variable interest entity and require enhanced disclosures about an enterprise s involvement with a variable interest entity. This update is effective for annual and interim periods beginning after November 15, 2009. The adoption of this update will have no material effect on our financial position or results of operations.

ASC 820 Fair Value Measurements and Disclosures

In January 2010, the FASB issued an update to require a number of additional disclosures regarding fair value measurements. Specifically, the update requires a reporting entity to disclose the amounts of significant transfers between Level 1 and Level 2 of the three tier fair value hierarchy and the reasons for these transfers, as well as the reasons for any transfers in or out of Level 3, effective for annual and interim periods beginning after December 15, 2009. The update also requires information in the reconciliation of recurring Level 3 measurements about purchases, sales, issuances, and settlements on a gross basis, effective for annual and interim periods beginning after December 15, 2010. The adoption of this update will have no effect on our financial position or results of operations.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 1 - Significant Accounting Policies - Continued

ASC 860 Transfers and Servicing

In June 2009, the FASB issued an update to eliminate the exceptions for qualifying special-purpose entities from the consolidation guidance and eliminate the exception that permitted sale accounting for certain mortgage securitizations when a transferor has not surrendered control over the transferred financial assets. In addition, this update clarifies certain requirements for financial assets that are eligible for sale accounting and requires enhanced disclosures about the risks that a transferor continues to be exposed to because of its continuing involvement in transferred financial assets. This update is effective for annual and interim periods beginning after November 15, 2009. The adoption of this update will have no material effect on our financial position or results of operations.

Note 2 - Discontinued Operations

As discussed in Note 1, the sale of GENEX closed effective March 1, 2007, and we recognized an after-tax gain of $6.2 million on the sale, which is included in income from discontinued operations in our consolidated statements of income. We intend to continue to purchase certain disability management services for a period of up to five years from the effective date of the sale. The cost of the services to be purchased was negotiated in an arm s-length transaction and is not significant to our results of operations. The intercompany amount paid to GENEX for these types of services was $2.3 million for the two months ended February 28, 2007.

The results of GENEX are reported as discontinued operations and excluded from segment results. For the year ended December 31, 2007, results related to GENEX include revenue of $47.2 million and basic and diluted earnings per common share of $0.02.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments

Presented as follows are the carrying amounts and fair values of financial instruments. The carrying values of financial instruments such as short-term investments, cash and bank deposits, accounts and premiums receivable, and accrued investment income approximate fair value due to the short-term nature of the instruments. As such, these financial instruments are not included in the following chart.

	December 31 (in millions of dollars)			
	2009		2008	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Assets				
Fixed Maturity Securities	$ 37,914.4	$ 37,914.4	$ 32,134.1	$ 32,134.1
Mortgage Loans	1,404.0	1,402.5	1,274.8	1,224.4
Policy Loans	2,878.0	2,907.7	2,753.8	2,811.0
Other Long-term Investments				
Derivatives	81.1	81.1	381.8	381.8
Equity Securities	1.5	1.5	35.6	35.6
Miscellaneous Long-term Investments	150.9	150.9	102.7	102.7
Liabilities				
Policyholders Funds				
Deferred Annuity Products	$ 684.0	$ 684.0	$ 746.4	$ 746.4
Supplementary Contracts without Life Contingencies	445.6	445.6	402.5	402.5
Short-term Debt	-	-	190.5	188.9
Long-term Debt	2,549.6	2,296.0	2,259.4	1,677.4
Other Liabilities				
Derivatives	144.6	144.6	79.4	79.4
Embedded Derivative in Modified Coinsurance Arrangement	117.4	117.4	360.5	360.5

The methods and assumptions used to estimate fair values of financial instruments are discussed as follows.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

Fair Value Measurements for Financial Instruments Not Carried at Fair Value

Mortgage Loans: Fair values are estimated using discounted cash flow analyses and interest rates currently being offered for similar loans to borrowers with similar credit ratings and maturities. Loans with similar characteristics are aggregated for purposes of the calculations.

Policy Loans: Fair values for policy loans, net of reinsurance ceded, are estimated using discounted cash flow analyses and interest rates currently being offered to policyholders with similar policies. The carrying amounts of ceded policy loans of $2,675.7 million and $2,555.6 million as of December 31, 2009 and 2008, respectively, are reported on a gross basis in our consolidated balance sheets and approximate fair value.

Miscellaneous Long-term Investments: Carrying amounts approximate fair value.

Policyholders Funds: Policyholders funds are comprised primarily of deferred annuity products and supplementary contracts without life contingencies. The carrying amounts approximate fair value.

Fair values for insurance contracts other than investment contracts are not required to be disclosed. However, the fair values of liabilities under all insurance contracts are taken into consideration in our overall management of interest rate risk, which minimizes exposure to changing interest rates through the matching of investment maturities with amounts due under insurance contracts.

Short-term and Long-term Debt: Fair values are obtained from independent pricing services or discounted cash flow analyses based on current incremental borrowing rates for similar types of borrowing arrangements.

Fair Value Measurements for Financial Instruments Carried at Fair Value

We report fixed maturity securities, derivative financial instruments, and equity securities at fair value in our consolidated balance sheets. The degree of judgment utilized in measuring the fair value of financial instruments generally correlates to the level of pricing observability. Financial instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices in active markets generally have more pricing observability and less judgment utilized in measuring fair value. An active market for a financial instrument is a market in which transactions for an asset or a similar asset occur with sufficient frequency and volume to provide pricing information on an ongoing basis. A quoted price in an active market provides the most reliable evidence of fair value and should be used to measure fair value whenever available. Conversely, financial instruments rarely traded or not quoted have less observability and are measured at fair value using valuation techniques that require more judgment. Pricing observability is generally 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.

Valuation techniques used for assets and liabilities accounted for at fair value are generally categorized into three types. The market approach uses prices and other relevant information from market transactions involving identical or comparable assets or liabilities. The income approach converts future amounts, such as cash flows or earnings, to a single present amount, or a discounted amount. The cost approach is based upon the amount that currently would be required to replace the service capacity of an asset, or the current replacement cost.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

We use valuation techniques that are appropriate in the circumstances and for which sufficient data are available that can be obtained without undue cost and effort. In some cases, a single valuation technique will be appropriate (for example, when valuing an asset or liability using quoted prices in an active market for identical assets or liabilities). In other cases, multiple valuation techniques will be appropriate. If we use multiple valuation techniques to measure fair value, we evaluate and weigh the results, as appropriate, considering the reasonableness of the range indicated by those results. A fair value measurement is the point within that range that is most representative of fair value in the circumstances.

The selection of the valuation method(s) to apply considers the definition of an exit price and depends on the nature of the asset or liability being valued. For assets and liabilities accounted for at fair value, we generally use valuation techniques consistent with the market approach, and to a lesser extent, the income approach. We believe the market approach valuation technique provides more observable data than the income approach, considering the type of investments we hold. Our fair value measurements could differ significantly based on the valuation technique and available inputs. When markets are less active, brokers may rely more on models with inputs based on the information available only to the broker. In weighing a broker quote as an input to fair value, we place less reliance on quotes that do not reflect the result of market transactions. We also consider the nature of the quote, particularly whether the quote is a binding offer. If prices in an inactive market do not reflect current prices for the same or similar assets, adjustments may be necessary to arrive at fair value. When relevant market data is unavailable, which may be the case during periods of market uncertainty, the income approach can, in suitable circumstances, provide a more appropriate fair value. During 2009, we have applied valuation techniques on a consistent basis to similar assets and liabilities and consistent with those techniques used at year end 2008. Because of market conditions existing during 2009 and 2008, the mix and availability of observable inputs for valuation techniques have been volatile, and the risk inherent in the inputs is elevated relative to prior years.

We use observable and unobservable inputs in measuring the fair value of our financial instruments. Inputs that may be used include the following:

- Broker market maker prices and price levels
- Trade Reporting and Compliance Engine (TRACE) pricing
- Prices obtained from external pricing services
- Benchmark yields (Treasury and interest rate swap curves)
- Transactional data for new issuance and secondary trades
- Security cash flows and structures
- Recent issuance/supply
- Sector and issuer level spreads
- Security credit ratings/maturity/capital structure/optionality
- Corporate actions
- Underlying collateral
- Prepayment speeds/loan performance/delinquencies/weighted average life/seasoning
- Public covenants
- Comparative bond analysis
- Derivative spreads
- Relevant reports issued by analysts and rating agencies

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

We review all prices obtained to ensure they are consistent with a variety of observable market inputs and to verify the validity of a security s price. The overall valuation process for determining fair values may include adjustments to valuations obtained from our pricing sources when they do not represent a valid exit price. These adjustments may be made when, in our judgment and considering our knowledge of the financial conditions and industry in which the issuer operates, certain features of the financial instrument require that an adjustment be made to the value originally obtained from our pricing sources. These features may include the complexity of the financial instrument, the market in which the financial instrument is traded, counterparty credit risk, credit structure, concentration, or liquidity. Additionally, an adjustment to the price derived from a model typically reflects our judgment of the inputs that other participants in the market for the financial instrument being measured at fair value would consider in pricing that same financial instrument.

The parameters and inputs used to validate a price on a security may be adjusted for assumptions about risk and current market conditions on a quarter to quarter basis, as certain features may be more significant drivers of valuation at the time of pricing. Changes to inputs in valuations are not changes to valuation methodologies; rather, the inputs are modified to reflect direct or indirect impacts on asset classes from changes in market conditions.

Fair values for derivatives other than embedded derivatives in modified coinsurance arrangements are based on market quotes or pricing models and represent the net amount of cash we would have paid or received if the contracts had been settled or closed as of the last day of the period. We analyze credit default swap spreads relative to the average credit spread embedded within the London Interbank Offered Rate (LIBOR) setting syndicate in determining the effect of credit risk on our derivatives fair values. If counterparty credit risk for a derivative asset is determined to be material and is not adequately reflected in the LIBOR-based fair value obtained from our pricing sources, we adjust the valuations obtained from our pricing sources. In regard to our own credit risk component, we adjust the valuation of derivative liabilities wherein the counterparty is exposed to our credit risk when the LIBOR-based valuation of our derivatives obtained from pricing sources does not effectively include an adequate credit component for our own credit risk.

Fair values for our embedded derivative in a modified coinsurance arrangement are estimated using internal pricing models and represent the hypothetical value of the duration mismatch of assets and liabilities, interest rate risk, and third party credit risk embedded in the modified coinsurance arrangement.

Certain of our investments do not have readily determinable market prices and/or observable inputs or may at times be affected by the lack of market liquidity. For these securities, we use internally prepared valuations combining matrix pricing with vendor purchased software programs, including valuations based on estimates of future profitability, to estimate the fair value. Additionally, we may obtain prices from independent third-party brokers to aid in establishing valuations for certain of these securities. Key assumptions used by us to determine fair value for these securities include risk free interest rates, risk premiums, performance of underlying collateral (if any), and other factors involving significant assumptions which may or may not reflect those of an active market.

At December 31, 2009, approximately 11.6 percent of our fixed maturity securities were valued using active trades from TRACE pricing or broker market maker prices for which there was current market activity in that specific security (comparable to receiving one binding quote). The prices obtained were not adjusted, and the assets were classified as Level 1, the highest category of the three-level fair value hierarchy classification wherein inputs are unadjusted and represent quoted prices in active markets for identical assets or liabilities.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

The remaining 88.4 percent of our fixed maturity securities were valued based on non-binding quotes or other observable or unobservable inputs, as discussed below.

Approximately 72.7 percent of our fixed maturity securities were valued based on prices from pricing services that generally use observable inputs such as prices for securities or comparable securities in active markets in their valuation techniques. These assets were classified as Level 2. Level 2 assets or liabilities are those valued using inputs (other than prices included in Level 1) that are either directly or indirectly observable for the asset or liability through correlation with market data at the measurement date and for the duration of the instrument s anticipated life.

Approximately 5.8 percent of our fixed maturity securities were valued based on one or more non-binding broker price levels, if validated by observable market data, or on TRACE prices for identical or similar assets absent current market activity. When only one price is available, it is used if observable inputs and analysis confirms that it is appropriate. These assets, for which we were able to validate the price using other observable market data, were classified as Level 2.

Approximately 9.9 percent of our fixed maturity securities were valued based on prices of comparable securities, matrix pricing, market models, and/or internal models or were valued based on non-binding quotes with no other observable market data. These assets were classified as either Level 2 or Level 3, with the categorization dependent on whether there was other observable market data. Level 3 is the lowest category of the fair value hierarchy and reflects the judgment of management regarding what market participants would use in pricing assets or liabilities at the measurement date. Financial assets and liabilities categorized as Level 3 are generally those that are valued using unobservable inputs to extrapolate an estimated fair value.

We consider transactions in inactive or disorderly markets to be less representative of fair value. We use all available observable inputs when measuring fair value, but when significant other unobservable inputs and adjustments are necessary, we classify these assets or liabilities as Level 3.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

The categorization of fair value measurements by input level is as follows:

	December 31, 2009 (in millions of dollars)			
	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 Maturity Securities				
United States Government and Government Agencies and Authorities	$ -	$ 1,473.2	$ -	$ 1,473.2
States, Municipalities, and Political Subdivisions	75.6	547.3	-	622.9
Foreign Governments	-	1,491.5	-	1,491.5
Public Utilities	940.4	7,577.0	264.3	8,781.7
Mortgage/Asset-Backed Securities	-	3,718.4	4.7	3,723.1
All Other Corporate Bonds	3,370.6	17,830.5	580.0	21,781.1
Redeemable Preferred Stocks	5.5	15.0	20.4	40.9
Total Fixed Maturity Securities	4,392.1	32,652.9	869.4	37,914.4
Other Long-term Investments				
Derivatives	-	81.1	-	81.1
Equity Securities	-	-	1.5	1.5
Liabilities				
Other Liabilities				
Derivatives	$ -	$ 144.6	$ -	$ 144.6
Embedded Derivative in Modified Coinsurance Arrangement	-	-	117.4	117.4

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

	December 31, 2008 (in millions of dollars)			
	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 Maturity Securities				
United States Government and Government Agencies and Authorities	$ 195.8	$ 1,530.6	$ -	$ 1,726.4
States, Municipalities, and Political Subdivisions	16.5	144.5	-	161.0
Foreign Governments	-	1,146.6	28.0	1,174.6
Public Utilities	427.0	6,329.7	114.5	6,871.2
Mortgage/Asset-Backed Securities	-	3,940.9	4.6	3,945.5
All Other Corporate Bonds	2,376.9	15,080.1	590.3	18,047.3
Redeemable Preferred Stocks	9.8	190.2	8.1	208.1
Total Fixed Maturity Securities	3,026.0	28,362.6	745.5	32,134.1
Other Long-term Investments				
Derivatives	-	381.8	-	381.8
Equity Securities	33.6	0.5	1.5	35.6
Liabilities				
Other Liabilities				
Derivatives	$ -	$ 79.4	$ -	$ 79.4
Embedded Derivative in Modified Coinsurance Arrangement	-	-	360.5	360.5

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

Unum Group and Subsidiaries

Note 3 - Fair Values of Financial Instruments - Continued

Changes in assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are as follows:

	Year Ended December 31, 2009 (in millions of dollars)						
		Total Realized and Unrealized Investment Gains (Losses) Included in					
	Beginning of Year	Earnings	Other Comprehensive Income or Loss	Net Purchases and Sales	Level 3 Transfers Into	Level 3 Transfers Out of	End of Year
Fixed Maturity Securities							
Foreign Governments	$ 28.0	$ -	$ -	$ -	$ -	$ (28.0)	$ -
Public Utilities	114.5	-	39.8	60.2	138.4	(88.6)	264.3
Mortgage/Asset-Backed Securities	4.6	-	0.3	(0.2)	-	-	4.7
All Other Corporate Bonds	590.3	(5.5)	85.3	(56.9)	214.0	(247.2)	580.0
Redeemable Preferred Stocks	8.1	-	12.3	-	-	-	20.4
Total Fixed Maturity Securities	745.5	(5.5)	137.7	3.1	352.4	(363.8)	869.4
Equity Securities	1.5	(0.5)	-	-	0.5	-	1.5
Embedded Derivative in Modified Coinsurance Arrangement	(360.5)	243.1	-	-	-	-	(117.4)

	Year Ended December 31, 2008 (in millions of dollars)						
		Total Realized and Unrealized Investment Gains (Losses) Included in					
	Beginning of Year	Earnings	Other Comprehensive Income or Loss	Net Purchases and Sales	Level 3 Transfers Into	Level 3 Transfers Out of	End of Year
Fixed Maturity Securities							
Foreign Governments	$ 30.5	$ -	$ (2.5)	$ -	$ -	$ -	$ 28.0
Public Utilities	52.4	-	(17.7)	11.5	112.0	(43.7)	114.5
Mortgage/Asset-Backed Securities	5.4	-	(0.8)	-	-	-	4.6
All Other Corporate Bonds	332.6	(2.3)	(134.4)	(27.0)	537.7	(116.3)	590.3
Redeemable Preferred Stocks	0.1	-	(14.9)	-	22.9	-	8.1
Total Fixed Maturity Securities	421.0	(2.3)	(170.3)	(15.5)	672.6	(160.0)	745.5
Equity Securities	1.5	(1.1)	0.1	1.1			