TRAVELERS COMPANIES, INC.

Form 10-Q

April 22, 2014 Table of Contents		
UNITED STATES SECUE	RITIES AND E Washington, D.C. 20549	EXCHANGE COMMISSION
	FORM 10-Q	
x QUARTERLY REPORT PURSUANT ACT OF 1934	TO SECTION 13 OR	15(d) OF THE SECURITIES EXCHANGE
For the	quarterly period ended Ma	arch 31, 2014
	or	
o TRANSITION REPORT PURSUAN ACT OF 1934	T TO SECTION 13 OF	R 15(d) OF THE SECURITIES EXCHANGE
For the	transition period from	to
c	ommission file number: 001	-10898

# The Travelers Companies, Inc.

(Exact name of registran	t as specified in its charter)
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Minnesota (State or other jurisdiction of	<b>41-0518860</b> (I.R.S. Employer
incorporation or organization)	Identification No.)
485	Lexington Avenue
Ne	w York, NY 10017
(Address of princ	ipal executive offices) (Zip Code)
	(917) 778-6000
(Registrant s telep	phone number, including area code)
	ports required to be filed by Section 13 or 15(d) of the Securities Exchange Act od that the registrant was required to file such reports), and (2) has been subject
	ctronically and posted on its corporate Web site, if any, every Interactive Data Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or and post such files). Yes x No o
	ted filer, an accelerated filer, a non-accelerated filer or a smaller reporting elerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:
Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

(Do not check if a smaller reporting company)

The number of shares of the Registrant s Common Stock, without par value, outstanding at April 18, 2014 was 347,471,625.

The Travelers Companies, Inc.

# **Quarterly Report on Form 10-Q**

For Quarterly Period Ended March 31, 2014

# TABLE OF CONTENTS

	Part I Financial Information	Page
Item 1.	Financial Statements:	
	Consolidated Statement of Income (Unaudited) Three Months Ended March 31, 2014 and 2013	3
	Consolidated Statement of Comprehensive Income (Unaudited) Three Months Ended March 31, 2014 and 2013	4
	Consolidated Balance Sheet March 31, 2014 (Unaudited) and December 31, 2013	5
	Consolidated Statement of Changes in Shareholders Equity (Unaudited) Three Months Ended March 31, 2014 and 2013	3 6
	Consolidated Statement of Cash Flows (Unaudited) Three Months Ended March 31, 2014 and 2013	7
	Notes to Consolidated Financial Statements (Unaudited)	8
Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	38
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	68
Item 4.	Controls and Procedures	68
	Part II Other Information	
Item 1.	Legal Proceedings	68
Item 1A.	Risk Factors	68
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	68
Item 5.	Other Information	69
Item 6.	Exhibits	69
	SIGNATURES	70

EXHIBIT INDEX 71

2

#### PART 1 FINANCIAL INFORMATION

### **Item 1. FINANCIAL STATEMENTS**

#### THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

#### **CONSOLIDATED STATEMENT OF INCOME (Unaudited)**

(in millions, except per share amounts)

For the three months ended March 31,	2014	2013
Revenues		
Premiums	\$ 5,823	\$ 5,517
Net investment income	736	670
Fee income	107	97
Net realized investment gains (1)	1	10
Other revenues	41	34
Total revenues	6,708	6,328
Claims and expenses		
Claims and claim adjustment expenses	3,315	3,153
Amortization of deferred acquisition costs	950	948
General and administrative expenses	881	915
Interest expense	92	92
Total claims and expenses	5,238	5,108
Income before income taxes	1,470	1,220
Income tax expense	418	324
·		
Net income	\$ 1,052	\$ 896
Net income per share		
Basic	\$ 2.98	\$ 2.36
Diluted	\$ 2.95	\$ 2.33
Weighted average number of common shares outstanding		
Basic	350.9	377.7
Diluted	354.6	381.9

<sup>(1)</sup> Total other-than-temporary impairment (OTTI) gains (losses) were \$(7) million for the three months ended March 31, 2014 and \$0 million for the three months ended March 31, 2013. Of total OTTI, credit losses of \$(9) million and \$(5) million for the three months ended March 31, 2014 and 2013, respectively, were recognized in net realized investment gains. In addition, unrealized gains from other changes in total OTTI of \$2 million and \$5 million for the three months ended March 31, 2014 and 2013, respectively, were recognized in other comprehensive income (loss) as part of changes in net unrealized gains on investment securities having credit losses recognized in the consolidated statement of income.

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

# CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Unaudited)

(in millions)

For the three months ended March 31,	2	014	2013
Net income	\$	1,052 \$	896
Other comprehensive income (loss):			
Changes in net unrealized gains on investment securities:  Having no credit losses recognized in the consolidated statement of income		537	(376)
Having credit losses recognized in the consolidated statement of income		2	9
Net changes in benefit plan assets and obligations  Net changes in unrealized foreign currency translation		15	(06)
Net changes in unrealized foreign currency translation		(43)	(96)
Other comprehensive income (loss) before income taxes		511	(435)
Income tax expense (benefit)		194	(125)
Other comprehensive income (loss), net of taxes		317	(310)
Comprehensive income	\$	1,369 \$	586

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

# CONSOLIDATED BALANCE SHEET

(in millions)

		March 31, 2014 (Unaudited)		December 31, 2013
Assets				
Fixed maturities, available for sale, at fair value (amortized cost \$61,995 and \$62,196)	\$	64,271	\$	63,956
Equity securities, available for sale, at fair value (cost \$660 and \$686)		938		943
Real estate investments		936		938
Short-term securities		4,034		3,882
Other investments		3,539		3,441
Total investments		73,718		73,160
Cash		260		294
Investment income accrued		686		734
Premiums receivable		6,302		6,125
Reinsurance recoverables		9,590		9,713
Ceded unearned premiums		851		801
Deferred acquisition costs		1,836		1,804
Deferred taxes				303
Contractholder receivables		4,361		4,328
Goodwill		3,624		3,634
Other intangible assets		339		351
Other assets		2,567		2,565
Total assets	\$	104,134	\$	103,812
Liabilities				
Claims and claim adjustment expense reserves	\$	50,588	\$	50,895
Unearned premium reserves	Ψ	11,917	Ψ	11,850
Contractholder payables		4,361		4,328
Payables for reinsurance premiums		370		298
Deferred taxes		54		270
Debt Debt		6,347		6,346
Other liabilities		5,110		5,299
Total liabilities		78,747		79,016
Shareholders equity				
Common stock (1,750.0 shares authorized; 347.5 and 353.5 shares issued and outstanding)		21,603		21,500
Retained earnings		25,167		24,291
Accumulated other comprehensive income		1,127		810
Treasury stock, at cost (410.0 and 401.5 shares)		(22,510)		(21,805)
Total shareholders equity		25,387		24,796
Total liabilities and shareholders equity	\$	104,134	\$	103,812

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

# CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY (Unaudited)

(in millions)

For the three months ended March 31,	2014	2013
Common stock		
Balance, beginning of year	\$ 21,50	<b>0</b> \$ 21,161
Employee share-based compensation	4	5 76
Compensation amortization under share-based plans and other changes	5	8 63
Balance, end of period	21,60	<b>3</b> 21,300
Retained earnings		
Balance, beginning of year	24,29	<b>1</b> 21,352
Net income	1,05	<b>2</b> 896
Dividends	(17	<b>7</b> ) (176)
Other		1
Balance, end of period	25,16	7 22,072
Accumulated other comprehensive income, net of tax		
Balance, beginning of year	81	0 2,236
Other comprehensive income (loss)	31	7 (310)
Balance, end of period	1,12	7 1,926
Treasury stock (at cost)		
Balance, beginning of year	(21,80	, , ,
Treasury stock acquired share repurchase authorization	(65	, ,
Net shares acquired related to employee share-based compensation plans	(5	,
Balance, end of period	(22,51	<b>0</b> ) (19,702)
Total shareholders equity	\$ 25,38	7 \$ 25,596
10m2 Shart Monato equity	20,00	
Common shares outstanding		
Balance, beginning of year	353.	5 377.4
Treasury stock acquired share repurchase authorization	(7.	<b>8</b> ) (3.7)
Net shares issued under employee share-based compensation plans	1.	8 2.7
Balance, end of period	347.	<b>5</b> 376.4

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

# CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited)

(in millions)

For the three months ended March 31,	2014	2013
Cash flows from operating activities		
Net income \$	1,052 \$	896
Adjustments to reconcile net income to net cash provided by operating activities:		
Net realized investment gains	(1)	(10)
Depreciation and amortization	227	219
Deferred federal income tax expense	153	131
Amortization of deferred acquisition costs	950	948
Equity in income from other investments	(139)	(74)
Premiums receivable	(189)	(155)
Reinsurance recoverables	106	390
Deferred acquisition costs	(986)	(954)
Claims and claim adjustment expense reserves	(209)	(751)
Unearned premium reserves	94	187
Other	(355)	(297)
Net cash provided by operating activities	703	530
Cash flows from investing activities		
Proceeds from maturities of fixed maturities	2,312	2,123
Proceeds from sales of investments:		
Fixed maturities	406	234
Equity securities	36	36
Real estate investments	1	
Other investments	167	174
Purchases of investments:		
Fixed maturities	(2,715)	(2,339)
Equity securities	(18)	(13)
Real estate investments	(9)	(6)
Other investments	(113)	(95)
Net (purchases) sales of short-term securities	(160)	109
Securities transactions in course of settlement	240	180
Acquisition, net of cash acquired	(12)	
Other	(60)	(100)
Net cash provided by investing activities	75	303
Cash flows from financing activities		.=
Payment of debt		(500)
Dividends paid to shareholders	(176)	(175)
Issuance of common stock employee share options	57	98
Treasury stock acquired share repurchase authorization	(650)	(300)
Treasury stock acquired net employee share-based compensation	(54)	(58)
Excess tax benefits from share-based payment arrangements	13	21
	(0.10)	
Net cash used in financing activities	(810)	(914)

Effect of exchange rate changes on cash	(2)	(6)
Net decrease in cash	(34)	(87)
Cash at beginning of year	294	330
Cash at end of period	\$ 260 \$	243
•		
Supplemental disclosure of cash flow information		
Income taxes paid	\$ 93 \$	27
Interest paid	\$ 34 \$	35

### Table of Contents

#### THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

#### 1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES

#### **Basis of Presentation**

The interim consolidated financial statements include the accounts of The Travelers Companies, Inc. (together with its subsidiaries, the Company). These financial statements are prepared in conformity with U.S. generally accepted accounting principles (GAAP) and are unaudited. In the opinion of the Company s management, all adjustments necessary for a fair presentation have been reflected. Certain financial information that is normally included in annual financial statements prepared in accordance with GAAP, but that is not required for interim reporting purposes, has been omitted. All material intercompany transactions and balances have been eliminated. The accompanying interim consolidated financial statements and related notes should be read in conjunction with the Company s consolidated financial statements and related notes included in the Company s 2013 Annual Report on Form 10-K.

The preparation of the interim consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of revenues and claims and expenses during the reporting period. Actual results could differ from those estimates.

On November 1, 2013, the Company acquired all of the issued and outstanding shares of The Dominion of Canada General Insurance Company (Dominion) for an aggregate purchase price of approximately \$1.034 billion. Dominion primarily markets personal lines and small commercial insurance business in Canada. At the acquisition date, the Company recorded at fair value \$3.91 billion of assets acquired and \$2.88 billion of liabilities assumed as part of purchase accounting, including \$16 million of identifiable intangible assets and \$273 million of goodwill. The operating income and the amount of assets acquired from Dominion were included in the Company s Financial, Professional & International Insurance segment effective at the acquisition date.

### **Adoption of Accounting Standards Updates**

Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date

In February 2013, the FASB issued updated guidance to resolve diversity in practice concerning the recognition, measurement, and disclosure of obligations resulting from certain joint and several liability arrangements for which the total amount under the arrangement is fixed at the reporting date. The guidance requires that the reporting entity measure joint and several liability arrangements as the amount the reporting entity agreed to pay on the basis of its arrangement among the co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The updated guidance was effective for the quarter ending March 31, 2014. The adoption of this guidance did not have any effect on the Company s results of operations, financial position or liquidity.

Parent s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity

In March 2013, the FASB issued updated guidance to resolve diversity in practice concerning the release of the cumulative foreign currency translation adjustment into net income when a parent sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets within a foreign entity. When a company ceases to have a controlling financial interest in a subsidiary within a foreign entity, the company should recognize any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary had resided. Upon the partial sale of an equity method investment that is a foreign entity, the company should release into earnings a pro rata portion of the cumulative translation adjustment. Upon the partial sale of an equity method investment that is not a foreign entity, the company should release into earnings the cumulative translation adjustment if the partial sale represents a complete or substantially complete liquidation of the foreign entity that holds the equity method investment. The updated guidance was effective for the quarter ending March 31, 2014. The adoption of this guidance did not have any effect on the Company s results of operations, financial position or liquidity.

#### THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### 1. BASIS OF PRESENTATION AND ACCOUNTING POLICIES, Continued

#### **Accounting Standard Not Yet Adopted**

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity

In April 2014, the FASB issued revised guidance to reduce diversity in practice for reporting discontinued operations. Under the previous guidance, any component of an entity that was a reportable segment, an operating segment, a reporting unit, a subsidiary, or an asset group was eligible for discontinued operations presentation. The revised guidance only allows disposals of components of an entity that represent a strategic shift (e.g., disposal of a major geographical area, a major line of business, a major equity method investment, or other major parts of an entity) and that have a major effect on a reporting entity s operations and financial results to be reported as discontinued operations. The revised guidance also requires expanded disclosure in the financial statements for discontinued operations as well as for disposals of significant components of an entity that do not qualify for discontinued operations presentation. The updated guidance is effective for the quarter ending March 31, 2015. The adoption of this guidance is not expected to have a material effect on the Company s results of operations, financial position or liquidity.

#### **Nature of Operations**

The Company is organized into three reportable business segments: Business Insurance; Financial, Professional & International Insurance; and Personal Insurance. These segments reflect the manner in which the Company s businesses are currently managed and represent an aggregation of products and services based on type of customer, how the business is marketed and the manner in which risks are underwritten. The specific business segments are as follows:

### **Business Insurance**

The Business Insurance segment offers a broad array of property and casualty insurance and insurance-related services to its clients primarily in the United States. Business Insurance is organized into the following six groups, which collectively comprise Business Insurance Core operations: Select Accounts; Commercial Accounts; National Accounts; Industry-Focused Underwriting; Target Risk Underwriting; and Specialized Distribution.

Business Insurance also includes the Special Liability Group (which manages the Company s asbestos and environmental liabilities) and the assumed reinsurance and certain other runoff operations, which collectively are referred to as Business Insurance Other.

#### Financial, Professional & International Insurance

The Financial, Professional & International Insurance segment includes surety and financial liability coverages, which primarily use credit-based underwriting processes, as well as property and casualty products that are primarily marketed on a domestic basis in Canada, the United Kingdom and the Republic of Ireland, and on an international basis through Lloyd s. The segment includes the Bond & Financial Products group as well as the International group. The International group includes Dominion, which the Company acquired in November 2013 and which writes personal lines and small commercial insurance business in Canada.

In addition, the Company owns 49.5% of the common stock of J. Malucelli Participações em Seguros e Resseguros S.A. (JMalucelli), its joint venture in Brazil. JMalucelli primarily writes surety business in Brazil, as well as other property and casualty insurance business in Brazil. The Company s investment in JMalucelli is accounted for using the equity method and is included in other investments on the consolidated balance sheet.

#### **Personal Insurance**

The Personal Insurance segment writes a broad range of property and casualty insurance covering individuals personal risks. The primary products of automobile and homeowners insurance are complemented by a broad suite of related coverages.

9

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

### 2. SEGMENT INFORMATION

The following tables summarize the components of the Company s revenues, operating income and total assets by reportable business segments:

(for the three months ended March 31,	Business	Financial, Professional & International	Personal	Total Reportable
in millions)	Insurance	Insurance	Insurance	Segments
2014				
Premiums	\$ 3,016	\$ 1,045	\$ 1,762	\$ 5,823
Net investment income	530	106	100	736
Fee income	107			107
Other revenues	8	8	26	42
Total operating revenues (1)	\$ 3,661	\$ 1,159	\$ 1,888	\$ 6,708
Operating income (1)	\$ 653	\$ 195	\$ 268	\$ 1,116
2013				
Premiums	\$ 2,942	\$ 735	\$ 1,840	\$ 5,517
Net investment income	487	92	91	670
Fee income	97			97
Other revenues	13	5	18	36
Total operating revenues (1)	\$ 3,539	\$ 832	\$ 1,949	\$ 6,320
Operating income (1)	\$ 590	\$ 163	\$ 197	\$ 950

<sup>(1)</sup> Operating revenues for reportable business segments exclude net realized investment gains (losses). Operating income for reportable business segments equals net income excluding the after-tax impact of net realized investment gains (losses).

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

# 2. SEGMENT INFORMATION, Continued

### **Business Segment Reconciliations**

		ed		
(in millions)		2014		2013
Revenue reconciliation				
Earned premiums				
Business Insurance:				
Workers compensation	\$	908	\$	847
Commercial automobile		468		475
Commercial property		428		409
General liability		447		437
Commercial multi-peril		755		765
Other		10		9
Total Business Insurance		3,016		2,942
Financial, Professional & International Insurance:		222		220
Fidelity and surety		222		220
General liability		237		213
International		542 44		258
Other				44
Total Financial, Professional & International Insurance		1,045		735
Personal Insurance:				
Automobile		815		872
Homeowners and other		947		968
Total Personal Insurance		1,762		1,840
Total earned premiums		5,823		5,517
Net investment income		736		670
Fee income		107		97
Other revenues		42		36
Total operating revenues for reportable segments		6,708		6,320
Other revenues		(1)		(2)
Net realized investment gains		1		10
Total consolidated revenues	\$	6,708	\$	6,328
2 out consortanted to onthe	Ψ	0,700	Ψ	0,520
Income reconciliation, net of tax				
Total operating income for reportable segments	\$	1,116	\$	950
Interest Expense and Other (1)		(64)		(63)
Total operating income		1,052		887

Net realized investment gains		9
Total consolidated net income	\$ 1,052	\$ 896

(1) The primary component of Interest Expense and Other was after-tax interest expense of \$60 million in each of the three months ended March 31, 2014 and 2013.

11

# THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

### 2. SEGMENT INFORMATION, Continued

	March 31,	December 31,
(in millions)	2014	2013
Asset reconciliation:		
Business Insurance	\$ 74,225	5 \$ 73,746
Financial, Professional & International Insurance	16,585	16,691
Personal Insurance	12,841	12,870
Total assets for reportable segments	103,651	103,307
Other assets (1)	483	505
Total consolidated assets	\$ 104,134	\$ 103,812

<sup>(1)</sup> The primary components of other assets at both dates were other intangible assets and accrued over-funded benefit plan assets related to the Company s qualified domestic pension plan.

### 3. INVESTMENTS

#### **Fixed Maturities**

The amortized cost and fair value of investments in fixed maturities classified as available for sale were as follows:

(at March 31, 2014, in millions)	Amortized Cost			Gross Unrealized Gains Losses				Fair Value
U.S. Treasury securities and obligations of U.S. government and government agencies and authorities	\$	2,192	\$	40	\$	9	\$	2,223
Obligations of states, municipalities and political subdivisions:	·	Ź						,
Pre-refunded		8,320		380		1		8,699
All other		25,699		1,168		174		26,693

Total obligations of states, municipalities and					
political subdivisions		34,019	1,548	175	35,392
Debt securities issued by foreign governments		2,539	35	3	2,571
Mortgage-backed securities, collateralized mortgage	e				
obligations and pass-through securities		2,202	174	15	2,361
All other corporate bonds		20,914	846	173	21,587
Redeemable preferred stock		129	8		137
Total	\$	61,995 \$	2,651	\$ 375	\$ 64,271

	Amortized			Gross Un	ed	Fair		
(at December 31, 2013, in millions)		Cost		Gains		Losses	Value	
U.S. Treasury securities and obligations of U.S.								
government and government agencies and								
authorities	\$	2,288	\$	39	\$	12 \$	2,315	
Obligations of states, municipalities and political								
subdivisions:								
Pre-refunded		9,074		445		1	9,518	
All other		25,414		991		361	26,044	
Total obligations of states, municipalities and								
political subdivisions		34,488		1,436		362	35,562	
Debt securities issued by foreign governments		2,552		33		8	2,577	
Mortgage-backed securities, collateralized mortgage								
obligations and pass-through securities		2,263		179		18	2,424	
All other corporate bonds		20,472		767		299	20,940	
Redeemable preferred stock		133		6		1	138	
Total	\$	62,196	\$	2,460	\$	700 \$	63,956	

### THE TRAVELERS COMPANIES, INC. AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Unaudited), Continued

### 3. INVESTMENTS, Continued

Pre-refunded bonds of \$8.70 billion and \$9.52 billion at March 31, 2014 and December 31, 2013, respectively, were bonds for which states or municipalities have established irrevocable trusts, almost exclusively comprised of U.S. Treasury securities, which were created to satisfy their responsibility for payments of principal and interest.

### **Equity Securities**

The cost and fair value of investments in equity securities were as follows:

		Gross Un		Fair		
(at March 31, 2014, in millions)	Cost	Gains		Losses	Value	
Common stock	\$ 385	\$ 248	\$	2 \$	631	
Non-redeemable preferred stock	275	34		2	307	
Total	\$ 660	\$ 282	\$	4 \$	938	

		Gross Uni		Fair	
(at December 31, 2013, in millions)	Cost	Gains		Losses	Value
Common stock	\$ 385	\$ 226	\$	1 \$	610
Non-redeemable preferred stock	301	34		2	333
Total	\$ 686	\$ 260	\$	3 \$	943

### **Unrealized Investment Losses**

The following tables summarize, for all investments in an unrealized loss position at March 31, 2014 and December 31, 2013, the aggregate fair value and gross unrealized loss by length of time those securities have been continuously in an unrealized loss position. The fair value amounts reported in the tables are estimates that are prepared using the process described in note 4.

	Less than	12 months	12 mont	hs or longer	Total		
(at March 31, 2014, in millions)	Fair	Gross	Fair	Gross	Fair	Gross	
	Value	Unrealized	Value	Unrealized	Value	Unrealized	

	Losses					Losses				Losses	
Fixed maturities											
U.S. Treasury securities and obligations of U.S.											
government and government agencies and											
authorities	\$ 158	\$	9	\$		\$		§ 158	\$	9	
Obligations of states, municipalities and political											
subdivisions	3,143		105		890		70	4,033		175	
Debt securities issued by foreign governments	520		3		4			524		3	
Mortgage-backed securities, collateralized											
mortgage obligations and pass-through securities	508		14		20		1	528		15	
All other corporate bonds	4,875		132		504		41	5,379		173	
Total fixed maturities	9,204		263		1,418		112	10,622		375	
Equity securities											
Common stock	53		2					53			