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

FORM 10-Q

(Mark One)

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2016

☐ **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** (Address of principal executive offices)	**37402** (Zip Code)

423.294.1011
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

237,758,775 shares of the registrant's common stock were outstanding as of April 26, 2016.

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Cautionary Statement Regarding Forward-Looking Statements

The Private Securities Litigation Reform Act of 1995 (the Act) 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 Quarterly Report on Form 10-Q (including certain statements in the consolidated financial statements and related notes and Management's Discussion and Analysis), 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 statements within the meaning of the Act. Forward-looking statements are those not based on historical information, but rather relate to our outlook, future operations, strategies, financial results, or other developments. Forward-looking statements 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," "plans," "assumes," "intends," "projects," "goals," "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:

- Sustained periods of low interest rates.
- Fluctuation in insurance reserve liabilities and claim payments due to changes in claim incidence, recovery rates, mortality and morbidity rates, and policy benefit offsets 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, the effectiveness of our claims operational processes, and changes in government programs.
- Unfavorable economic or business conditions, both domestic and foreign.
- Legislative, regulatory, or tax changes, both domestic and foreign, including the effect of potential legislation and increased regulation in the current political environment.
- Investment results, including, but not limited to, changes in interest rates, defaults, changes in credit spreads, impairments, and the lack of appropriate investments in the market which can be acquired to match our liabilities.
- A cyber attack or other security breach could result in the unauthorized disclosure of confidential data.
- The failure of our business recovery and incident management processes to resume our business operations in the event of a natural catastrophe, cyber attack, or other event.
- Increased competition from other insurers and financial services companies due to industry consolidation, new entrants to our markets, or other factors.
- Execution risk related to our technology needs.
- Changes in our financial strength and credit ratings.
- Damage to our reputation due to, among other factors, regulatory investigations, legal proceedings, external events, and/or inadequate or failed internal controls and procedures.
- Actual experience that deviates from our assumptions used in pricing, underwriting, and reserving.
- Actual persistency and/or sales growth that is higher or lower than projected.
- Changes in demand for our products due to, among other factors, changes in societal attitudes, the rate of unemployment, consumer confidence, and/or legislative and regulatory changes, including healthcare reform.
- Effectiveness of our risk management program.
- Contingencies and the level and results of litigation.
- Availability of reinsurance in the market and the ability of our reinsurers to meet their obligations to us.
- Ineffectiveness of our derivatives hedging programs due to changes in the economic environment, counterparty risk, ratings downgrades, capital market volatility, changes in interest rates, and/or regulation.
- Changes in accounting standards, practices, or policies.
- Fluctuation in foreign currency exchange rates.
- Ability to generate sufficient internal liquidity and/or obtain external financing.
- Recoverability and/or realization of the carrying value of our intangible assets, long-lived assets, and deferred tax assets.
- Terrorism, both within the U.S. and abroad, ongoing military actions, and heightened security measures in response to these types of threats.

For further discussion of risks and uncertainties which could cause actual results to differ from those contained in the forward-looking statements, see Part 1, Item 1A of our annual report on Form 10-K for the year ended December 31, 2015.

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.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

Unum Group and Subsidiaries

	March 31 2016	December 31 2015
	(in millions of dollars)	
		As Adjusted
Assets		
Investments		
Fixed Maturity Securities - at fair value (amortized cost: $39,804.7; $39,658.7)	$ 44,699.2	$ 43,354.4
Mortgage Loans	1,881.3	1,883.6
Policy Loans	3,343.9	3,395.4
Other Long-term Investments	572.2	583.0
Short-term Investments	743.3	807.3
Total Investments	51,239.9	50,023.7
Other Assets		
Cash and Bank Deposits	120.7	112.9
Accounts and Premiums Receivable	1,661.0	1,598.4
Reinsurance Recoverable	4,798.5	4,725.1
Accrued Investment Income	754.5	702.8
Deferred Acquisition Costs	2,015.4	2,008.5
Goodwill	229.8	230.9
Property and Equipment	515.2	523.9
Other Assets	632.9	637.4
Total Assets	$ 61,967.9	$ 60,563.6

See notes to consolidated financial statements.

CONSOLIDATED BALANCE SHEETS (UNAUDITED) - Continued

Unum Group and Subsidiaries

	March 31 2016	December 31 2015
	(in millions of dollars)	
		As Adjusted
Liabilities and Stockholders' Equity		
Liabilities		
Policy and Contract Benefits	$ 1,462.2	$ 1,484.6
Reserves for Future Policy and Contract Benefits	44,446.6	43,540.6
Unearned Premiums	433.8	384.2
Other Policyholders' Funds	1,672.9	1,674.6
Income Tax Payable	54.1	6.0
Deferred Income Tax	233.3	91.8
Short-term Debt	351.4	352.0
Long-term Debt	2,442.5	2,449.4
Payables for Collateral on Investments	425.9	415.4
Other Liabilities	1,524.9	1,501.1
Total Liabilities	53,047.6	51,899.7
Commitments and Contingent Liabilities - Note 10		
Stockholders' Equity		
Common Stock, $0.10 par		
Authorized: 725,000,000 shares		
Issued: 303,176,096 and 302,702,811 shares	30.3	30.3
Additional Paid-in Capital	2,253.6	2,247.2
Accumulated Other Comprehensive Income	200.7	16.1
Retained Earnings	8,160.6	7,995.2
Treasury Stock - at cost: 65,442,566 and 61,785,466 shares	(1,724.9)	(1,624.9)
Total Stockholders' Equity	8,920.3	8,663.9
Total Liabilities and Stockholders' Equity	$ 61,967.9	$ 60,563.6

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)

Unum Group and Subsidiaries

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars, except share data)	
Revenue		
Premium Income	$ 2,087.5	$ 2,006.3
Net Investment Income	606.4	602.0
Realized Investment Gain (Loss)		
Other-Than-Temporary Impairment Loss on Fixed Maturity Securities	(21.1)	(4.5)
Net Realized Investment Gain (Loss), Excluding Other-Than-Temporary Impairment Loss on Fixed Maturity Securities	0.6	(10.8)
Net Realized Investment Loss	(20.5)	(15.3)
Other Income	52.0	54.4
Total Revenue	2,725.4	2,647.4
Benefits and Expenses		
Benefits and Change in Reserves for Future Benefits	1,729.8	1,653.9
Commissions	259.9	256.9
Interest and Debt Expense	38.6	37.8
Deferral of Acquisition Costs	(152.5)	(145.0)
Amortization of Deferred Acquisition Costs	132.2	134.3
Compensation Expense	207.6	213.1
Other Expenses	205.6	193.4
Total Benefits and Expenses	2,421.2	2,344.4
Income Before Income Tax	304.2	303.0
Income Tax		
Current	51.0	40.6
Deferred	42.6	49.5
Total Income Tax	93.6	90.1
Net Income	$ 210.6	$ 212.9
Net Income Per Common Share		
Basic	$ 0.88	$ 0.85
Assuming Dilution	$ 0.88	$ 0.84

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

Unum Group and Subsidiaries

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Net Income	$ 210.6	$ 212.9
Other Comprehensive Income (Loss)		
Change in Net Unrealized Gain on Securities Before Adjustment (net of tax expense of $414.3; $182.8)	800.1	350.2
Change in Adjustment to Deferred Acquisition Costs and Reserves for Future Policy and Contract Benefits, Net of Reinsurance (net of tax benefit of $287.7; $120.3)	(566.0)	(226.2)
Change in Net Gain on Cash Flow Hedges (net of tax expense (benefit) of $(13.6); $9.0)	(26.2)	20.9
Change in Foreign Currency Translation Adjustment (net of tax benefit of $0.0; $0.1)	(26.4)	(54.0)
Change in Unrecognized Pension and Postretirement Benefit Costs (net of tax expense of $1.6; $1.5)	3.1	3.1
Total Other Comprehensive Income	184.6	94.0
Comprehensive Income	$ 395.2	$ 306.9

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (UNAUDITED)

Unum Group and Subsidiaries

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Common Stock		
Balance at Beginning of Year and End of Period	$ 30.3	$ 30.2
Additional Paid-in Capital		
Balance at Beginning of Year	2,247.2	2,221.2
Common Stock Activity	6.4	9.5
Balance at End of Period	2,253.6	2,230.7
Accumulated Other Comprehensive Income		
Balance at Beginning of Year	16.1	166.4
Other Comprehensive Income	184.6	94.0
Balance at End of Period	200.7	260.4
Retained Earnings		
Balance at Beginning of Year	7,995.2	7,302.3
Net Income	210.6	212.9
Dividends to Stockholders (per common share: $0.185; $0.165)	(45.2)	(42.3)
Balance at End of Period	8,160.6	7,472.9
Treasury Stock		
Balance at Beginning of Year	(1,624.9)	(1,198.2)
Purchases of Treasury Stock	(100.0)	(108.1)
Balance at End of Period	(1,724.9)	(1,306.3)
Total Stockholders' Equity at End of Period	$ 8,920.3	$ 8,687.9

See notes to consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

Unum Group and Subsidiaries

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Cash Flows from Operating Activities		
Net Income	$ 210.6	$ 212.9
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities		
Change in Receivables	(27.3)	49.2
Change in Deferred Acquisition Costs	(20.3)	(10.7)
Change in Insurance Reserves and Liabilities	113.0	98.4
Change in Income Taxes	83.0	161.4
Change in Other Accrued Liabilities	(30.8)	(69.0)
Non-cash Components of Net Investment Income	(86.9)	(90.5)
Net Realized Investment Loss	20.5	15.3
Depreciation	25.4	23.5
Other, Net	6.1	9.6
Net Cash Provided by Operating Activities	293.3	400.1
Cash Flows from Investing Activities		
Proceeds from Sales of Fixed Maturity Securities	364.8	108.5
Proceeds from Maturities of Fixed Maturity Securities	348.7	468.0
Proceeds from Sales and Maturities of Other Investments	78.5	42.5
Purchases of Fixed Maturity Securities	(882.7)	(959.5)
Purchases of Other Investments	(84.0)	(127.6)
Net Sales of Short-term Investments	70.9	259.8
Net Increase in Payables for Collateral on Investments	10.5	6.1
Net Purchases of Property and Equipment	(17.2)	(31.4)
Net Cash Used by Investing Activities	(110.5)	(233.6)
Cash Flows from Financing Activities		
Long-term Debt Repayments	(13.2)	(29.1)
Issuance of Common Stock	1.7	0.8
Repurchase of Common Stock	(108.8)	(108.1)
Dividends Paid to Stockholders	(45.2)	(42.3)
Other, Net	(9.5)	(6.2)
Net Cash Used by Financing Activities	(175.0)	(184.9)
Net Increase (Decrease) in Cash and Bank Deposits	7.8	(18.4)
Cash and Bank Deposits at Beginning of Year	112.9	102.5
Cash and Bank Deposits at End of Period	$ 120.7	$ 84.1

See notes to consolidated financial statements.

Note 1 - 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) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. For further information, refer to the consolidated financial statements and footnotes included in our annual report on Form 10-K for the year ended December 31, 2015.

In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Interim results are not necessarily indicative of full year performance.

Note 2 - Accounting Developments

Accounting Updates Adopted in 2016:

Accounting Standards Codification (ASC)	Description	Date of Adoption	Effect on Financial Statements
ASC 820 "Fair Value Measurement"	This update eliminated the requirement to categorize within the fair value hierarchy table investments whose fair value is measured at net asset value using the practical expedient. Instead, entities are required to disclose the fair value of these investments so that financial statement users can reconcile amounts reported in the fair value hierarchy table to the amounts reported on the consolidated balance sheets. The guidance is to be applied retrospectively.	January 1, 2016	The adoption of this update had no effect on our financial position or results of operations but will modify certain of our annual reporting period disclosures for invested assets held in our employee benefit plans.
ASC 835 "Interest - Imputation of Interest"	This update simplified the presentation of deferred debt issuance costs by requiring these costs to be presented in the balance sheet as a reduction of the carrying amount of the debt liability to which the deferred costs relate, rather than classifying the deferred costs as an asset. This classification is consistent with the treatment of debt discounts. We applied the amendments in the update retrospectively, adjusting all prior periods in our consolidated financial statements and accompanying notes.	January 1, 2016	The adoption of this update resulted in the following reclassification adjustments to our consolidated balance sheets but had no effect on our financial position or results of operations.

	December 31, 2015		
	Historical Accounting Method	As Adjusted	Effect of Change
	(in millions of dollars)		
Consolidated Balance Sheets			
Short-term Debt	$ 352.4	$ 352.0	$ (0.4)
Long-term Debt	2,475.1	2,449.4	(25.7)
Other Assets	663.5	637.4	(26.1)

Note 2 - Accounting Developments - Continued

Accounting Updates Outstanding:

ASC	Description	Date of Adoption	Effect on Financial Statements
ASC 944 "Financial Services - Insurance"	This update changes the disclosure requirements for certain insurance contracts. These changes include a requirement to disclose the rollforward of the liability for unpaid claims and claim adjustment expenses in both interim and annual reporting periods for long-duration and short-duration insurance contracts. Additional claims disclosures will also be required for short-duration contracts. The guidance is to be applied retrospectively.	January 1, 2016 for annual reporting period disclosures and January 1, 2017 for interim reporting period disclosures.	The disclosure requirements for annual reporting period 2016 are not applicable to our insurance contracts. We will adopt the interim reporting period disclosures effective January 1, 2017. The adoption of this update will have no effect on our financial position or results of operations.
ASC 718 "Compensation - Stock Compensation"	This update changes the accounting and disclosure requirements for certain aspects of share-based payments to employees. The update requires all income tax effects of stock-based compensation awards to be recognized in the income statement when the awards vest or are settled. The update also allows an employer to repurchase more of an employee's shares than it can today for tax withholding purposes without triggering liability accounting and to make a policy election to account for forfeitures as they occur. Transition guidance for the amendments varies between the retrospective, modified retrospective, and prospective methods depending on the specific requirement of the update. Early adoption is also permitted.	January 1, 2017	We have not yet determined the expected impact on our financial position or results of operations.
ASC 606 "Revenue from Contracts with Customers"	This update supersedes virtually all existing guidance regarding the recognition of revenue from customers. Specifically excluded from the scope of this update are insurance contracts, although our fee-based service products are included within the scope. The core principle of this guidance is that revenue recognition should depict the transfer of goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. The guidance is to be applied retrospectively.	January 1, 2018	The adoption of this update will not have a material effect on our financial position or results of operations.
ASC 825 "Financial Instruments - Overall"	This update changes the accounting and disclosure requirements for certain financial instruments. These changes include a requirement to measure equity investments, other than those that result in consolidation or are accounted for under the equity method, at fair value through net income unless the investment qualifies for certain practicability exceptions. In addition, the update clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale fixed maturity securities. Changes also include the modification of certain disclosures around the fair value of financial instruments, including the requirement for separate presentation of financial assets and liabilities by measurement category, as well as the elimination of certain disclosures around methods and significant assumptions used to estimate fair value. The guidance is to be applied retrospectively.	January 1, 2018	We have not yet determined the expected impact on our financial position or results of operations.

Note 2 - Accounting Developments - Continued

ASC	Description	Date of Adoption	Effect on Financial Statements
ASC 842 "Leases"	This update changes the accounting for leases, requiring lessees to report most leases on their balance sheets, regardless of whether the lease is classified as a finance lease or an operating lease. For lessees, the initial lease liability is equal to the present value of lease payments, and a corresponding asset, adjusted for certain items, is also recorded. Expense recognition for lessees will remain similar to current accounting requirements for capital and operating leases. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. The guidance is to be applied using a modified retrospective approach at the beginning of the earliest comparative period presented.	January 1, 2019	We have not yet determined the expected impact on our financial position or results of operations.

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, accrued investment income, and securities lending agreements approximate fair value due to the short-term nature of the instruments. As such, these financial instruments are not included in the following chart.

	March 31, 2016		December 31, 2015	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
	(in millions of dollars)			
Assets				
Fixed Maturity Securities	$ 44,699.2	$ 44,699.2	$ 43,354.4	$ 43,354.4
Mortgage Loans	1,881.3	2,042.6	1,883.6	2,013.9
Policy Loans	3,343.9	3,458.0	3,395.4	3,498.0
Other Long-term Investments				
Derivatives	40.1	40.1	49.8	49.8
Equity Securities	1.5	1.5	1.4	1.4
Miscellaneous Long-term Investments	473.5	473.5	474.4	474.4
Liabilities				
Policyholders' Funds				
Deferred Annuity Products	$ 607.0	$ 607.0	$ 608.8	$ 608.8
Supplementary Contracts without Life Contingencies	632.6	632.6	641.1	641.1
Short-term Debt	351.4	361.7	352.0	366.2
Long-term Debt	2,442.5	2,634.4	2,449.4	2,645.9
Payables for Collateral on Investments				
Federal Home Loan Bank (FHLB) Funding Agreements	350.0	350.0	350.0	350.0
Other Liabilities				
Derivatives	58.0	58.0	50.2	50.2
Embedded Derivative in Modified Coinsurance Arrangement	93.2	93.2	87.6	87.6
Unfunded Commitments to Investment Partnerships	4.8	4.8	5.0	5.0

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

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. These financial instruments are assigned a Level 2 within the fair value hierarchy.

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. Carrying amounts for ceded policy loans, which equal $3,094.5 million and $3,150.1 million as of March 31, 2016 and December 31, 2015, respectively, approximate fair value and are reported on a gross basis in our consolidated balance sheets. A change in interest rates for ceded policy loans will not impact our financial position because the benefits and risks are fully ceded to reinsuring counterparties. These financial instruments are assigned a Level 3 within the fair value hierarchy.

Miscellaneous Long-term Investments: Carrying amounts for tax credit partnerships equal the unamortized balance of our contractual commitments and approximate fair value. Fair values for private equity partnerships are primarily derived from net asset values provided by the general partner in the partnerships' financial statements. Our private equity partnerships represent funds that are primarily invested in railcar leasing, the financial services industry, mezzanine debt, and bank loans. Distributions received from the funds arise from income generated by the underlying investments as well as the liquidation of the underlying investments. As of March 31, 2016, we estimate that the underlying assets of the funds will be liquidated over the next one to eleven years. These financial instruments are assigned a Level 3 within the fair value hierarchy. Our shares of FHLB common stock are carried at cost, which approximates fair value. These financial instruments are considered restricted investments and are assigned a Level 2 within the fair value hierarchy.

Policyholders' Funds: Policyholders' funds are comprised primarily of deferred annuity products and supplementary contracts without life contingencies and represent customer deposits plus interest credited at contract rates. Carrying amounts approximate fair value. These financial instruments are assigned a Level 3 within the fair value hierarchy.

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 seeks to minimize exposure to changing interest rates through the matching of investment maturities with amounts due under insurance contracts.

Short-term Debt: Fair values for short-term debt are determined based on prices from independent pricing services that generally use observable inputs for securities or comparable securities in active markets in their valuation techniques. These financial instruments are assigned a Level 1.

Long-term Debt: Fair values for long-term debt are obtained from independent pricing services or discounted cash flow analyses based on current incremental borrowing rates for similar types of borrowing arrangements. Debt instruments which are valued by pricing services using active trades for which there was current market activity in that specific debt instrument have fair values of $1,806.4 million and $956.4 million as of March 31, 2016 and December 31, 2015, respectively, and are assigned a Level 1 within the fair value hierarchy. Debt instruments which are valued by pricing services that generally use observable inputs for securities or comparable securities in active markets in their valuation techniques have fair values of $828.0 million and $1,689.5 million as of March 31, 2016 and December 31, 2015, respectively, and are assigned a Level 2.

FHLB Funding Agreements: Funding agreements with the FHLB represent cash advances used for the purpose of investing in fixed maturity securities. Carrying amounts approximate fair value and are assigned a Level 2 within the fair value hierarchy.

Unfunded Commitments to Investment Partnerships: Unfunded equity commitments represent amounts that we have committed to fund certain investment partnerships. These commitments are legally binding, subject to the partnerships meeting specified conditions. Carrying amounts approximate fair value and are assigned a Level 2 within the fair value hierarchy.

Note 3 - Fair Values of Financial Instruments - Continued

Fair Value Measurements for Financial Instruments Carried at Fair Value

We report fixed maturity securities, derivative financial instruments, and unrestricted 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.

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 using a pricing service, we obtain the vendor's pricing documentation to ensure we understand their methodologies. We periodically review and approve the selection of our pricing vendors to ensure we are in agreement with their current methodologies. When markets are less active, brokers may rely more on models with inputs based on the information available only to the broker. Our internal investment management professionals, which include portfolio managers and analysts, monitor securities priced by brokers and evaluate their prices for reasonableness based on benchmarking to available primary and secondary market information. 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 2016, we have applied valuation techniques on a consistent basis to similar assets and liabilities and consistent with those techniques used at year end 2015.

Note 3 - Fair Values of Financial Instruments - Continued

We use observable and unobservable inputs in measuring the fair value of our fixed maturity and equity securities. For securities categorized as Level 1, fair values equal active Trade Reporting and Compliance Engine (TRACE) pricing or unadjusted broker market maker prices. For securities categorized as Level 2 or Level 3, inputs that may be used in valuing each class of securities at any given time period are presented as follows. Actual inputs used to determine fair values will vary for each reporting period depending on the availability of inputs which may, at times, be affected by the lack of market liquidity.

Instrument	Level 2 Observable Inputs	Level 3 Unobservable Inputs
United States Government and Government Agencies and Authorities		
Valuation Techniques	Principally the market approach	Not applicable
Key Inputs	Prices obtained from external pricing services	
States, Municipalities, and Political Subdivisions		
Valuation Techniques	Principally the market approach	Principally the market approach
Key Inputs	Prices obtained from external pricing services	Analysis of similar bonds, adjusted for comparability
	Relevant reports issued by analysts and rating agencies	Non-binding broker quotes
	Audited financial statements	Security and issuer level spreads
Foreign Governments		
Valuation Techniques	Principally the market approach	Principally the market approach
Key Inputs	Prices obtained from external pricing services	Analysis of similar bonds, adjusted for comparability
	Non-binding broker quotes	Non-binding broker quotes
	Call provisions	Security and issuer level spreads
Public Utilities		
Valuation Techniques	Principally the market and income approaches	Principally the market and income approaches
Key Inputs	TRACE pricing	Change in benchmark reference
	Prices obtained from external pricing services	Analysis of similar bonds, adjusted for comparability
	Non-binding broker quotes	Discount for size - illiquidity
	Benchmark yields	Non-binding broker quotes
	Transactional data for new issuances and secondary trades	Lack of marketability
	Security cash flows and structures	Security and issuer level spreads
	Recent issuance / supply	Volatility of credit
	Security and issuer level spreads	
	Security creditor ratings/maturity/capital structure/ optionality	
	Public covenants	
	Comparative bond analysis	
	Relevant reports issued by analysts and rating agencies	
	Audited financial statements	
Mortgage/Asset-Backed Securities		
Valuation Techniques	Principally the market and income approaches	Principally the market approach
Key Inputs	Prices obtained from external pricing services	Analysis of similar bonds, adjusted for comparability

Note 3 - Fair Values of Financial Instruments - Continued

Instrument	Level 2 Observable Inputs	Level 3 Unobservable Inputs
	Non-binding broker quotes	Non-binding broker quotes
	Security cash flows and structures	Security and issuer level spreads
	Underlying collateral	
	Prepayment speeds/loan performance/ delinquencies	
	Relevant reports issued by analysts and rating agencies	
	Audited financial statements	
All Other Corporate Bonds		
Valuation Techniques	Principally the market and income approaches	Principally the market and income approaches
Key Inputs	TRACE pricing	Change in benchmark reference
	Prices obtained from external pricing services	Analysis of similar bonds, adjusted for comparability
	Non-binding broker quotes	Discount for size - illiquidity
	Benchmark yields	Non-binding broker quotes
	Transactional data for new issuances and secondary trades	Lack of marketability
	Security cash flows and structures	Security and issuer level spreads
	Recent issuance / supply	Volatility of credit
	Security and issuer level spreads	
	Security creditor ratings/maturity/capital structure/ optionality	
	Public covenants	
	Comparative bond analysis	
	Relevant reports issued by analysts and rating agencies	
	Audited financial statements	
Redeemable Preferred Stocks		
Valuation Techniques:	Principally the market approach	Principally the market approach
Key Inputs:	Non-binding broker quotes	Non-binding broker quotes
	Benchmark yields	
	Comparative bond analysis	
	Call provisions	
	Relevant reports issued by analysts and rating agencies	
	Audited financial statements	
Equity Securities		
Valuation Techniques:	Principally the market approach	Principally the market and income approaches
Key Inputs:	Prices obtained from external pricing services	Financial statement analysis
	Non-binding broker quotes	Non-binding broker quotes

Note 3 - Fair Values of Financial Instruments - Continued

The management of our investment portfolio includes establishing pricing policy and reviewing the reasonableness of sources and inputs used in developing pricing. 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. In the event we receive a vendor's market price that does not appear reasonable based on our market analysis, we may challenge the price and request further information about the assumptions and methodologies used by the vendor to price the security. We may change the vendor price based on a better data source such as an actual trade. We also review all price changes from the prior month which fall outside a predetermined corridor. 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. In the event an asset is sold, we test the validity of the fair value determined by our valuation techniques by comparing the selling price to the fair value determined for the asset in the immediately preceding month end reporting period.

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 LIBOR-setting syndicate in determining the effect of credit risk on our derivatives' fair values. If net 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. For purposes of valuing net counterparty risk, we measure the fair value of a group of financial assets and financial liabilities on the basis of the price that would be received to sell a net long position or transfer a net short position for a particular risk exposure in an orderly transaction between market participants at the measurement date under current market conditions. 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 March 31, 2016, approximately 20.9 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.

Note 3 - Fair Values of Financial Instruments - Continued

The remaining 79.1 percent of our fixed maturity securities were valued based on non-binding quotes or other observable and unobservable inputs, as discussed below.

- Approximately 65.3 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 2.8 percent of our fixed maturity securities were valued based on one or more non-binding broker quotes, 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 11.0 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.

Note 3 - Fair Values of Financial Instruments - Continued

Fair value measurements by input level for financial instruments carried at fair value are as follows:

	March 31, 2016			
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(in millions of dollars)			
Assets				
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities	$ 689.4	$ 896.9	$ —	$ 1,586.3
States, Municipalities, and Political Subdivisions	—	2,087.9	88.7	2,176.6
Foreign Governments	—	1,024.0	53.9	1,077.9
Public Utilities	569.1	7,403.9	270.2	8,243.2
Mortgage/Asset-Backed Securities	—	2,480.4	—	2,480.4
All Other Corporate Bonds	8,074.0	19,938.8	1,074.7	29,087.5
Redeemable Preferred Stocks	—	23.9	23.4	47.3
Total Fixed Maturity Securities	9,332.5	33,855.8	1,510.9	44,699.2
Other Long-term Investments				
Derivatives				
Interest Rate Swaps	—	5.3	—	5.3
Foreign Exchange Contracts	—	34.8	—	34.8
Total Derivatives	—	40.1	—	40.1
Equity Securities	—	0.3	1.2	1.5
Liabilities				
Other Liabilities				
Derivatives				
Interest Rate Swaps	$ —	$ 7.8	$ —	$ 7.8
Foreign Exchange Contracts	—	50.1	—	50.1
Credit Default Swaps	—	0.1	—	0.1
Embedded Derivative in Modified Coinsurance Arrangement	—	—	93.2	93.2
Total Derivatives	—	58.0	93.2	151.2

Note 3 - Fair Values of Financial Instruments - Continued

	December 31, 2015			
	Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(in millions of dollars)			
Assets				
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities	$ 97.3	$ 1,367.9	$ —	$ 1,465.2
States, Municipalities, and Political Subdivisions	—	1,994.9	122.2	2,117.1
Foreign Governments	—	998.7	52.9	1,051.6
Public Utilities	59.1	7,687.2	274.1	8,020.4
Mortgage/Asset-Backed Securities	—	2,481.5	—	2,481.5
All Other Corporate Bonds	2,770.4	23,992.8	1,408.2	28,171.4
Redeemable Preferred Stocks	—	23.4	23.8	47.2
Total Fixed Maturity Securities	2,926.8	38,546.4	1,881.2	43,354.4
Other Long-term Investments				
Derivatives				
Interest Rate Swaps	—	2.4	—	2.4
Foreign Exchange Contracts	—	47.4	—	47.4
Total Derivatives	—	49.8	—	49.8
Equity Securities	—	—	1.4	1.4
Liabilities				
Other Liabilities				
Derivatives				
Interest Rate Swaps	$ —	$ 12.3	$ —	$ 12.3
Foreign Exchange Contracts	—	37.6	—	37.6
Credit Default Swaps	—	0.3	—	0.3
Embedded Derivative in Modified Coinsurance Arrangement	—	—	87.6	87.6
Total Derivatives	—	50.2	87.6	137.8

Note 3 - Fair Values of Financial Instruments - Continued

Transfers of assets between Level 1 and Level 2 are as follows:

	Three Months Ended March 31			
	2016		2015	
	Transfers into			
	Level 1 from Level 2	Level 2 from Level 1	Level 1 from Level 2	Level 2 from Level 1
	(in millions of dollars)			
Fixed Maturity Securities				
United States Government and Government Agencies and Authorities	$ 423.8	$ —	$ 219.6	$ —
Public Utilities	511.6	43.0	606.7	48.9
All Other Corporate Bonds	5,352.0	786.4	4,463.8	1,189.4
Total Fixed Maturity Securities	$ 6,287.4	$ 829.4	$ 5,290.1	$ 1,238.3

Transfers between Level 1 and Level 2 occurred due to the change in availability of either a TRACE or broker market maker price. Depending on current market conditions, the availability of these Level 1 prices can vary from period to period. For fair value measurements of financial instruments that were transferred either into or out of Level 1 or 2, we reflect the transfers using the fair value at the beginning of the period.

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:

	Three Months Ended March 31, 2016							
		Total Realized and Unrealized Investment Gains (Losses) Included in				Level 3 Transfers		
	Beginning of Period	Earnings	Other Comprehensive Income or Loss	Purchases	Sales	Into	Out of	End of Period
	(in millions of dollars)							
Fixed Maturity Securities								
States, Municipalities, and Political Subdivisions	$ 122.2	$ —	$ 0.6	$ —	$ —	$ —	$ (34.1)	$ 88.7
Foreign Governments	52.9	—	1.0	—	—	—	—	53.9
Public Utilities	274.1	—	4.2	—	—	94.5	(102.6)	270.2
All Other Corporate Bonds	1,408.2	(1.6)	15.6	—	(28.0)	282.6	(602.1)	1,074.7
Redeemable Preferred Stocks	23.8	—	(0.4)	—	—	—	—	23.4
Total Fixed Maturity Securities	1,881.2	(1.6)	21.0	—	(28.0)	377.1	(738.8)	1,510.9
Equity Securities	1.4	—	—	—	—	—	(0.2)	1.2
Embedded Derivative in Modified Coinsurance Arrangement	(87.6)	(5.6)	—	—	—	—	—	(93.2)

	Three Months Ended March 31, 2015							
		Total Realized and Unrealized Investment Gains (Losses) Included in				Level 3 Transfers		
	Beginning of Period	Earnings	Other Comprehensive Income or Loss	Purchases	Sales	Into	Out of	End of Period
	(in millions of dollars)							
Fixed Maturity Securities								
States, Municipalities, and Political Subdivisions	$ 140.1	$ —	$ 4.1	$ —	$ —	$ —	$ —	$ 144.2
Foreign Governments	69.3	—	(0.2)	—	—	—	—	69.1
Public Utilities	315.0	—	3.1	—	(0.1)	300.8	(69.0)	549.8
All Other Corporate Bonds	1,425.3	(0.3)	12.5	—	(15.9)	498.5	(284.3)	1,635.8
Redeemable Preferred Stocks	24.9	—	—	—	—	—	—	24.9
Total Fixed Maturity Securities	1,974.6	(0.3)	19.5	—	(16.0)	799.3	(353.3)	2,423.8
Equity Securities	1.4	—	—	—	—	—	—	1.4
Embedded Derivative in Modified Coinsurance Arrangement	(49.9)	(3.9)	—	—	—	—	—	(53.8)

Note 3 - Fair Values of Financial Instruments - Continued

Realized and unrealized investment gains and losses presented in the preceding tables represent gains and losses only for the time during which the applicable financial instruments were classified as 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. Losses which are included in earnings and are attributable to the change in fair value of assets or liabilities valued using significant unobservable inputs and still held at period end were $5.6 million and $3.9 million for the three months ended March 31, 2016 and 2015, respectively. These amounts relate entirely to the change in fair value of an embedded derivative in a modified coinsurance arrangement and are reported as a component of realized investment gains and losses.

The table below provides quantitative information regarding the significant unobservable inputs used in Level 3 fair value measurements derived from internal models. Certain securities classified as Level 3 are excluded from the table below due to limitations in our ability to obtain the underlying inputs used by external pricing sources.

	March 31, 2016		
	Fair Value	Unobservable Input	Range/Weighted Average
	(in millions of dollars)		
Fixed Maturity Securities			
All Other Corporate Bonds - Private	$ 111.8	Comparability Adjustment Discount for Size Lack of Marketability Volatility of Credit Market Convention	(b) 0.50% - 0.50% / 0.50% (c) 0.50% - 0.50% / 0.50% (d) 1.00% - 2.00% / 1.75% (e) 0.25% - 6.10% / 0.95% (f) Priced at Par
All Other Corporate Bonds - Public	9.5	Lack of Marketability	(d) 2.50% - 2.50% / 2.50%
Equity Securities - Private	1.1	Market Convention	(f) Priced at Cost or Owner's Equity
Embedded Derivative in Modified Coinsurance Arrangement	(93.2)	Projected Liability Cash Flows	(g) Actuarial Assumptions

Note 3 - Fair Values of Financial Instruments - Continued

	December 31, 2015			
	Fair Value	Unobservable Input		Range/Weighted Average
	(in millions of dollars)			
Fixed Maturity Securities				
States, Municipalities, and Political Subdivisions - Private	$ 73.3	Change in Benchmark Reference	(a)	0.50% - 1.00% / 0.70%
States, Municipalities, and Political Subdivisions - Public	12.0	Market Convention	(f)	Priced at Par
All Other Corporate Bonds - Private	151.0	Comparability Adjustment Discount for Size Lack of Marketability Volatility of Credit Market Convention	(b) (c) (d) (e) (f)	0.50% - 0.50% / 0.50% 0.50% - 0.50% / 0.50% 1.00% - 2.00% / 1.75% 0.25% - 5.56% / 0.94% Priced at Par
All Other Corporate Bonds - Public	36.2	Lack of Marketability	(d)	1.00% - 1.00% / 1.00%
Equity Securities - Private	1.1	Market Convention	(f)	Priced at Cost or Owner's Equity
Embedded Derivative in Modified Coinsurance Arrangement	(87.6)	Projected Liability Cash Flows	(g)	Actuarial Assumptions

(a) Represents basis point adjustments for changes in benchmark spreads associated with various ratings categories
(b) Represents basis point adjustments for changes in benchmark spreads associated with various industry sectors
(c) Represents basis point adjustments based on issue/issuer size relative to the benchmark
(d) Represents basis point adjustments to apply a discount due to the illiquidity of an investment
(e) Represents basis point adjustments for credit-specific factors
(f) Represents a decision to price based on par value, cost, or owner's equity when limited data is available
(g) Represents various actuarial assumptions required to derive the liability cash flows including incidence, termination, and lapse rates

Isolated increases in unobservable inputs other than market convention will result in a lower fair value measurement, whereas isolated decreases will result in a higher fair value measurement. The unobservable input for market convention is not sensitive to input movements. The projected liability cash flows used in the fair value measurement of our Level 3 embedded derivative are based on expected claim payments. If claim payments increase, the projected liability cash flows will increase, resulting in a decrease in the fair value of the embedded derivative. Decreases in projected liability cash flows will result in an increase in the fair value of the embedded derivative.

Note 4 - Investments

Fixed Maturity Securities

At March 31, 2016 and December 31, 2015, all fixed maturity securities were classified as available-for-sale. The amortized cost and fair values of securities by security type are shown as follows:

	March 31, 2016			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
	(in millions of dollars)			
United States Government and Government Agencies and Authorities	$ 1,338.7	$ 247.7	$ 0.1	$ 1,586.3
States, Municipalities, and Political Subdivisions	1,814.0	364.0	1.4	2,176.6
Foreign Governments	895.7	182.2	—	1,077.9
Public Utilities	6,974.0	1,273.0	3.8	8,243.2
Mortgage/Asset-Backed Securities	2,279.8	201.0	0.4	2,480.4
All Other Corporate Bonds	26,458.5	3,047.5	418.5	29,087.5
Redeemable Preferred Stocks	44.0	3.6	0.3	47.3
Total Fixed Maturity Securities	$ 39,804.7	$ 5,319.0	$ 424.5	$ 44,699.2

	December 31, 2015			
	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
	(in millions of dollars)			
United States Government and Government Agencies and Authorities	$ 1,265.8	$ 207.3	$ 7.9	$ 1,465.2
States, Municipalities, and Political Subdivisions	1,828.3	293.4	4.6	2,117.1
Foreign Governments	897.2	154.4	—	1,051.6
Public Utilities	6,979.3	1,057.4	16.3	8,020.4
Mortgage/Asset-Backed Securities	2,318.6	167.6	4.7	2,481.5
All Other Corporate Bonds	26,325.5	2,454.1	608.2	28,171.4
Redeemable Preferred Stocks	44.0	3.8	0.6	47.2
Total Fixed Maturity Securities	$ 39,658.7	$ 4,338.0	$ 642.3	$ 43,354.4

The following charts indicate the length of time our fixed maturity securities have been in a gross unrealized loss position.

	March 31, 2016			
	Less Than 12 Months		12 Months or Greater	
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss
	(in millions of dollars)			
United States Government and Government Agencies and Authorities	$ 33.0	$ 0.1	$ —	$ —
States, Municipalities, and Political Subdivisions	58.2	1.1	3.3	0.3
Public Utilities	192.4	2.7	18.8	1.1
Mortgage/Asset-Backed Securities	53.7	0.3	8.9	0.1
All Other Corporate Bonds	3,469.7	289.8	761.9	128.7
Redeemable Preferred Stocks	10.7	0.3	—	—
Total Fixed Maturity Securities	$ 3,817.7	$ 294.3	$ 792.9	$ 130.2

Note 4 - Investments - Continued

	December 31, 2015			
	Less Than 12 Months		12 Months or Greater	
	Fair Value	Gross Unrealized Loss	Fair Value	Gross Unrealized Loss
	(in millions of dollars)			
United States Government and Government Agencies and Authorities	$ 213.5	$ 7.9	$ —	$ —
States, Municipalities, and Political Subdivisions	112.3	4.3	3.3	0.3
Public Utilities	408.4	14.4	10.3	1.9
Mortgage/Asset-Backed Securities	504.3	4.6	9.0	0.1
All Other Corporate Bonds	6,155.0	464.2	554.7	144.0
Redeemable Preferred Stocks	10.4	0.6	—	—
Total Fixed Maturity Securities	$ 7,403.9	$ 496.0	$ 577.3	$ 146.3

The following is a distribution of the maturity dates for fixed maturity securities. The maturity dates have not been adjusted for possible calls or prepayments.

	March 31, 2016				
	Total Amortized Cost	Unrealized Gain Position		Unrealized Loss Position	
		Gross Gain	Fair Value	Gross Loss	Fair Value
	(in millions of dollars)				
1 year or less	$ 1,157.6	$ 21.0	$ 1,104.5	$ 0.4	$ 73.7
Over 1 year through 5 years	6,657.1	633.0	6,880.2	63.1	346.8
Over 5 years through 10 years	10,669.6	950.1	9,201.5	200.9	2,217.3
Over 10 years	19,040.6	3,513.9	20,484.6	159.7	1,910.2
	37,524.9	5,118.0	37,670.8	424.1	4,548.0
Mortgage/Asset-Backed Securities	2,279.8	201.0	2,417.8	0.4	62.6
Total Fixed Maturity Securities	$ 39,804.7	$ 5,319.0	$ 40,088.6	$ 424.5	$ 4,610.6

	December 31, 2015				
	Total Amortized Cost	Unrealized Gain Position		Unrealized Loss Position	
		Gross Gain	Fair Value	Gross Loss	Fair Value
	(in millions of dollars)				
1 year or less	$ 1,112.2	$ 20.6	$ 1,098.8	$ 0.2	$ 33.8
Over 1 year through 5 years	6,514.0	554.4	6,649.5	49.8	369.1
Over 5 years through 10 years	10,519.3	746.3	7,124.4	320.5	3,820.7
Over 10 years	19,194.6	2,849.1	18,532.3	267.1	3,244.3
	37,340.1	4,170.4	33,405.0	637.6	7,467.9
Mortgage/Asset-Backed Securities	2,318.6	167.6	1,968.2	4.7	513.3
Total Fixed Maturity Securities	$ 39,658.7	$ 4,338.0	$ 35,373.2	$ 642.3	$ 7,981.2

At March 31, 2016, the fair value of investment-grade fixed maturity securities was $41,305.8 million, with a gross unrealized gain of $5,220.3 million and a gross unrealized loss of $174.9 million. The gross unrealized loss on investment-grade fixed maturity securities was 41.2 percent of the total gross unrealized loss on fixed maturity securities. Unrealized losses on investment-grade fixed maturity securities principally relate to changes in interest rates or changes in market or sector credit spreads which occurred subsequent to the acquisition of the securities.

Note 4 - Investments - Continued

At March 31, 2016, the fair value of below-investment-grade fixed maturity securities was $3,393.4 million, with a gross unrealized gain of $98.7 million and a gross unrealized loss of $249.6 million. The gross unrealized loss on below-investment-grade fixed maturity securities was 58.8 percent of the total gross unrealized loss on fixed maturity securities. Generally, below-investment-grade fixed maturity securities are more likely to develop credit concerns than investment-grade securities. At March 31, 2016, the unrealized losses in our below-investment-grade fixed maturity securities were generally due to credit spreads in certain industries or sectors and, to a lesser extent, credit concerns related to specific securities. For each specific security in an unrealized loss position, we believe that there are positive factors which mitigate credit concerns and that the securities for which we have not recorded an other-than-temporary impairment will recover in value.

As of March 31, 2016, we held 145 individual investment-grade fixed maturity securities and 84 individual below-investment-grade fixed maturity securities that were in an unrealized loss position, of which 27 investment-grade fixed maturity securities and 34 below-investment-grade fixed maturity securities had been in an unrealized loss position continuously for over one year.

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

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.

We held no fixed maturity securities as of March 31, 2016 or December 31, 2015 for which a portion of an other-than-temporary impairment was recognized in accumulated other comprehensive income.

At March 31, 2016, we had commitments of $107.9 million to fund private placement fixed maturity securities, the amount of which may or may not be funded.

Variable Interest Entities

We invest in variable interests issued by variable interest entities. These investments include tax credit partnerships, private equity partnerships, and special purpose entities. For those variable interests that are not consolidated in our financial statements, we are not the primary beneficiary because we have neither the power to direct the activities that are most significant to economic performance nor the responsibility to absorb a majority of the expected losses. The determination of whether we are the primary beneficiary is performed at the time of our initial investment and at the date of each subsequent reporting period.

Note 4 - Investments - Continued

As of March 31, 2016, the carrying amount of our variable interest entity investments that are not consolidated in our financial statements was $441.6 million, comprised of $192.9 million of tax credit partnerships and $248.7 million of private equity partnerships. These variable interest entity investments are reported as other long-term investments in our consolidated balance sheets.

The Company invests in tax credit partnerships primarily for the receipt of income tax credits and tax benefits derived from passive losses on the investments. Amounts recognized in the consolidated statements of income are as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Income Tax Credits	$ 10.5	$ 10.5
Amortization, net of tax	(5.8)	(5.8)
Income Tax Benefit	$ 4.7	$ 4.7

Contractually, we are a limited partner in these tax credit partnerships, and our maximum exposure to loss is limited to the carrying value of our investment, which includes $4.8 million of unfunded unconditional commitments at March 31, 2016. We also had commitments of $282.8 million to fund certain private equity partnerships at March 31, 2016, the amount of which may or may not be funded.

We are the sole beneficiary of a special purpose entity which is consolidated in our financial statements. This entity is a securitized asset trust containing a highly rated bond for principal protection and a private equity partnership investment which we contributed into the trust at the time it was established. There are no restrictions on the assets held in this trust, and the trust is free to dispose of the assets at any time. The fair values of the bond and partnership were $151.9 million and $1.0 million, respectively, as of March 31, 2016. The bond is reported as a component of fixed maturity securities, and the partnership is reported as a component of other long-term investments in our consolidated balance sheets. At March 31, 2016, we had no commitments to fund the underlying partnership, nor did we fund any amounts to the partnership during the three months ended March 31, 2016 and 2015.

Mortgage Loans

Our mortgage loan portfolio is well diversified by both geographic region and property type to reduce risk of concentration. All of our mortgage loans are collateralized by commercial real estate. When issuing a new loan, our general policy is not to exceed a loan-to-value ratio, or the ratio of the loan balance to the estimated fair value of the underlying collateral, of 75 percent. We update the loan-to-value ratios at least every three years for each loan, and properties undergo a general inspection at least every two years. Our general policy for newly issued loans is to have a debt service coverage ratio greater than 1.25 times on a normalized 25 year amortization period. We update our debt service coverage ratios annually.

Note 4 - Investments - Continued

Mortgage loans by property type and geographic region are presented below.

	March 31, 2016		December 31, 2015	
	(in millions of dollars)			
	Carrying Amount	Percent of Total	Carrying Amount	Percent of Total
Property Type				
Apartment	$ 164.1	8.7%	$ 130.6	6.9%
Industrial	570.1	30.3	574.1	30.5
Office	741.7	39.4	764.7	40.6
Retail	383.6	20.4	392.3	20.8
Other	21.8	1.2	21.9	1.2
Total	$ 1,881.3	100.0%	$ 1,883.6	100.0%
Region				
New England	$ 81.1	4.3%	$ 97.6	5.2%
Mid-Atlantic	127.6	6.8	128.8	6.9
East North Central	194.8	10.3	186.4	9.9
West North Central	147.0	7.8	162.6	8.6
South Atlantic	401.7	21.4	409.3	21.7
East South Central	91.3	4.9	79.1	4.2
West South Central	230.3	12.2	237.6	12.6
Mountain	194.9	10.4	196.5	10.4
Pacific	412.6	21.9	385.7	20.5
Total	$ 1,881.3	100.0%	$ 1,883.6	100.0%

We evaluate each of our mortgage loans individually for impairment and assign an internal credit quality rating based on a comprehensive rating system used to evaluate the credit risk of the loan. The factors we use to derive our internal credit ratings may include the following:

- Loan-to-value ratio
- Debt service coverage ratio based on current operating income
- Property location, including regional economics, trends and demographics
- Age, condition, and construction quality of property
- Current and historical occupancy of property
- Lease terms relative to market
- Tenant size and financial strength
- Borrower's financial strength
- Borrower's equity in transaction
- Additional collateral, if any

Although all available and applicable factors are considered in our analysis, loan-to-value and debt service coverage ratios are the most critical factors in determining whether we will initially issue the loan and also in assigning values and determining impairment. We assign an overall rating to each loan using an internal rating scale of Aa (highest quality) to B (lowest quality). We review and adjust, as needed, our internal credit quality ratings on an annual basis. This review process is performed more frequently for mortgage loans deemed to have a higher risk of delinquency.

Note 4 - Investments - Continued

Mortgage loans, sorted by the applicable credit quality indicators, are as follows:

	March 31 2016	December 31 2015
	(in millions of dollars)	
Internal Rating		
Aa	$ 1.0	$ 1.1
A	572.4	586.6
Baa	1,292.5	1,285.8
Ba	15.4	10.1
Total	$ 1,881.3	$ 1,883.6
Loan-to-Value Ratio		
<= 65%	$ 961.3	$ 937.2
> 65% <= 75%	820.0	842.5
> 75% <= 85%	85.3	88.4
> 85%	14.7	15.5
Total	$ 1,881.3	$ 1,883.6

There were no troubled debt restructurings during the three months ended March 31, 2016 or 2015. At March 31, 2016 and December 31, 2015, we held no mortgage loans that were greater than 90 days past due regarding principal and/or interest payments.

There have been no changes to our accounting policies or methodology from the prior period regarding estimating the allowance for credit losses on our mortgage loans. As of March 31, 2016 and December 31, 2015, we had no allowance for credit losses. Our allowance of $1.5 million as of March 31, 2015 was related to an impaired mortgage loan that was repaid in the third quarter of 2015. There was no activity in the allowance for credit losses during the three months ended March 31, 2016 or 2015.

We did not hold any impaired mortgage loans during the three months ended March 31, 2016, nor did we recognize any interest income on mortgage loans subsequent to impairment. Our average investment in impaired mortgage loans was $13.1 million for the three months ended March 31, 2015, and interest income recognized on mortgage loans subsequent to impairment was $0.2 million.

At March 31, 2016, we had commitments of $83.5 million to fund certain commercial mortgage loans, the amount of which may or may not be funded.

Note 4 - Investments - Continued

Transfers of Financial Assets

To manage our cash position more efficiently, we may enter into repurchase agreements with unaffiliated financial institutions. We generally use repurchase agreements as a means to finance the purchase of invested assets or for short-term general business purposes until projected cash flows become available from our operations or existing investments. Our repurchase agreements are typically outstanding for less than 30 days. We post collateral through our repurchase agreement transactions whereby the counterparty commits to purchase securities with the agreement to resell them to us at a later, specified date. The fair value of collateral posted is generally 102 percent of the cash received.

Our investment policy also permits us to lend fixed maturity securities to unaffiliated financial institutions in short-term securities lending agreements. These agreements increase our investment income with minimal risk. Our securities lending policy requires that a minimum of 102 percent of the fair value of the securities loaned be maintained as collateral. We may receive cash and/or securities as collateral under these agreements. Cash received as collateral is typically reinvested in short-term investments. If securities are received as collateral, we are not permitted to sell or re-post them.

As of March 31, 2016, the carrying amount of fixed maturity securities loaned to third parties under our securities lending program was $194.3 million, for which we received collateral in the form of cash and securities of $48.8 million and $152.2 million, respectively. As of December 31, 2015, the carrying amount of fixed maturity securities loaned to third parties under our securities lending program was $181.6 million, for which we received collateral in the form of cash and securities of $29.0 million and $159.3 million, respectively. We had no outstanding repurchase agreements at March 31, 2016 or December 31, 2015.

The remaining contractual maturities of our securities lending agreements disaggregated by class of collateral pledged are as follows:

	March 31, 2016	December 31, 2015
	Overnight and Continuous	
	(in millions of dollars)	
United States Government and Government Agencies and Authorities	$ 2.2	$ 1.2
Public Utilities	2.8	4.0
All Other Corporate Bonds	43.8	23.8
Total Borrowings	48.8	29.0
Gross Amount of Recognized Liability for Securities Lending Transactions	48.8	29.0
Amounts Related to Agreements Not Included in Offsetting Disclosure Contained Herein	$ —	$ —

Certain of our U.S. insurance subsidiaries are members of regional FHLBs. Membership, which requires that we purchase a minimum amount of FHLB common stock on which we receive dividends, provides access to low-cost funding. As of March 31, 2016 and December 31, 2015, we owned $30.9 million of FHLB common stock and had obtained $350.0 million in advances from the regional FHLBs for the purpose of purchasing fixed maturity securities. As of March 31, 2016, the carrying value of fixed maturity securities and commercial mortgage loans posted as collateral to the regional FHLBs was $318.6 million and $95.1 million, respectively. As of December 31, 2015, the carrying value of fixed maturity securities and commercial mortgage loans posted as collateral to the regional FHLBs was $317.2 million and $96.0 million, respectively. Additional common stock purchases may be required, based on the amount of funds we borrow from the FHLBs.

Offsetting of Financial Instruments

We enter into master netting agreements with each of our derivatives counterparties. These agreements provide for conditional rights of set-off upon the occurrence of an early termination event. An early termination event is considered a default, and it allows the non-defaulting party to offset its contracts in a loss position against any gain positions or payments due to the defaulting party. Under our agreements, default type events are defined as failure to pay or deliver as contractually agreed, misrepresentation, bankruptcy, or merger without assumption. See Note 5 for further discussion of collateral related to our derivative contracts.

Note 4 - Investments - Continued

We have securities lending agreements with unaffiliated financial institutions that post collateral to us in return for the use of our fixed maturity securities. A right of set-off exists that allows us to keep and apply collateral received in the event of default by the counterparty. Default within a securities lending agreement would typically occur if the counterparty failed to return the securities borrowed from us as contractually agreed. In addition, if we default by not returning collateral received, the counterparty has a right of set-off against our securities or any other amounts due to us.

Shown below are our financial instruments that either meet the accounting requirements that allow them to be offset in our balance sheets or that are subject to an enforceable master netting arrangement or similar agreement. Our accounting policy is to not offset these financial instruments in our balance sheets. Net amounts disclosed below have been reduced by the amount of collateral pledged to or received from our counterparties.

	March 31, 2016					
	Gross Amount of Recognized Financial Instruments	Gross Amount Offset in Balance Sheet	Net Amount Presented in Balance Sheet	Gross Amount Not Offset in Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral	
	(in millions of dollars)					
Financial Assets:						
Derivatives	$ 40.1	$ —	$ 40.1	$ (13.1)	$ (27.0)	$ —
Securities Lending	194.3	—	194.3	(145.5)	(48.8)	—
Total	$ 234.4	$ —	$ 234.4	$ (158.6)	$ (75.8)	$ —
Financial Liabilities:						
Derivatives	$ 58.0	$ —	$ 58.0	$ (41.2)	$ —	$ 16.8
Securities Lending	48.8	—	48.8	(48.8)	—	—
Total	$ 106.8	$ —	$ 106.8	$ (90.0)	$ —	$ 16.8

	December 31, 2015					
	Gross Amount of Recognized Financial Instruments	Gross Amount Offset in Balance Sheet	Net Amount Presented in Balance Sheet	Gross Amount Not Offset in Balance Sheet		Net Amount
				Financial Instruments	Cash Collateral	
	(in millions of dollars)					
Financial Assets:						
Derivatives	$ 49.8	$ —	$ 49.8	$ (12.8)	$ (36.4)	$ 0.6
Securities Lending	181.6	—	181.6	(152.6)	(29.0)	—
Total	$ 231.4	$ —	$ 231.4	$ (165.4)	$ (65.4)	$ 0.6
Financial Liabilities:						
Derivatives	$ 50.2	$ —	$ 50.2	$ (35.6)	$ —	$ 14.6
Securities Lending	29.0	—	29.0	(29.0)	—	—
Total	$ 79.2	$ —	$ 79.2	$ (64.6)	$ —	$ 14.6

Note 4 - Investments - Continued

Net Investment Income

Net investment income reported in our consolidated statements of income is as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Fixed Maturity Securities	$ 563.8	$ 566.2
Derivatives	11.9	10.9
Mortgage Loans	26.9	28.3
Policy Loans	4.1	4.0
Other Long-term Investments	10.0	3.9
Short-term Investments	1.5	0.9
Gross Investment Income	618.2	614.2
Less Investment Expenses	8.2	8.5
Less Investment Income on Participation Fund Account Assets	3.6	3.7
Net Investment Income	$ 606.4	$ 602.0

Realized Investment Gain and Loss

Realized investment gains and losses are as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Fixed Maturity Securities		
Gross Gains on Sales	$ 16.9	$ 2.5
Gross Losses on Sales	(9.6)	(5.7)
Other-Than-Temporary Impairment Loss	(21.1)	(4.5)
Mortgage Loans and Other Invested Assets		
Gross Gains on Sales	1.8	1.1
Gross Losses on Sales	(0.3)	—
Impairment Loss	—	(2.7)
Embedded Derivative in Modified Coinsurance Arrangement	(5.6)	(3.9)
All Other Derivatives	(2.5)	(1.1)
Foreign Currency Transactions	(0.1)	(1.0)
Net Realized Investment Loss	$ (20.5)	$ (15.3)

Note 5 - Derivative Financial Instruments

Purpose of Derivatives

We are exposed to certain risks relating to our ongoing business operations. The primary risks managed by using derivative instruments are interest rate risk, risk related to matching duration for our assets and liabilities, foreign currency risk, and credit risk. Historically, we have utilized current and forward interest rate swaps and options on forward interest rate swaps and U.S. Treasury rates, current and forward currency swaps, forward treasury locks, currency forward contracts, forward contracts on specific fixed income securities, and credit default swaps. Transactions hedging interest rate risk are primarily associated with our individual and group long-term care and individual and group disability products. All other product portfolios are periodically reviewed to determine if hedging strategies would be appropriate for risk management purposes. We do not use derivative financial instruments for speculative purposes.

Derivatives designated as cash flow hedges and used to reduce our exposure to interest rate and duration risk are as follows:

- *Interest rate swaps* are used to hedge interest rate risks and to improve the matching of assets and liabilities. An interest rate swap is an agreement in which we agree with other parties to exchange, at specified intervals, the difference between fixed rate and variable rate interest amounts. We use interest rate swaps to hedge the anticipated purchase of fixed maturity securities thereby protecting us from the potential adverse impact of declining interest rates on the associated policy reserves. We also use interest rate swaps to hedge the potential adverse impact of rising interest rates in anticipation of issuing fixed rate long-term debt.

- *Forward treasury locks* are used to minimize interest rate risk associated with the anticipated purchase or disposal of fixed maturity securities. A forward treasury lock is a derivative contract without an initial investment where we and the counterparty agree to purchase or sell a specific U.S. Treasury bond at a future date at a pre-determined price.

Derivatives designated as fair value hedges and used to reduce our exposure to interest rate and duration risk are as follows:

- *Interest rate swaps* are used to effectively convert certain of our fixed rate securities into floating rate securities which are used to fund our floating rate long-term debt. Under these swap agreements, we receive a variable rate of interest and pay a fixed rate of interest. Additionally, we use interest rate swaps to effectively convert certain fixed rate, long-term debt into floating rate long-term debt. Under these swap agreements, we receive a fixed rate of interest and pay a variable rate of interest.

Derivatives designated as cash flow hedges and used to reduce our exposure to foreign currency risk are as follows:

- *Foreign currency interest rate swaps* have historically been used to hedge the currency risk of certain foreign currency-denominated fixed maturity securities owned for portfolio diversification and to hedge the currency risk associated with certain of the principal and interest payments of the U.S. dollar-denominated debt issued by one of our U.K. subsidiaries. For hedges of fixed maturity securities, we agree to pay, at specified intervals, fixed rate foreign currency-denominated principal and interest payments in exchange for fixed rate payments in the functional currency of the operating segment. For hedges of debt issued, we paid, at specified intervals, fixed rate foreign currency-denominated principal and interest payments to the counterparty in exchange for fixed rate U.S. dollar-denominated principal and interest payments.

Derivatives not designated as hedging instruments and used to reduce our exposure to foreign currency risk and credit losses on securities owned are as follows:

- *Foreign currency interest rate swaps* previously designated as hedges were used to hedge the currency risk of certain foreign currency-denominated fixed maturity securities owned for portfolio diversification. We agree to pay, at specified intervals, fixed rate foreign currency-denominated principal and interest payments in exchange for fixed rate payments in the functional currency of the operating segment. We hold offsetting swaps wherein we agree to pay fixed rate principal and interest payments in the functional currency of the operating segment in exchange for fixed rate foreign currency-denominated payments.

Note 5 - Derivative Financial Instruments - Continued

- *Credit default swaps* are used as economic hedges against credit risk but do not qualify for hedge accounting. A credit default swap is an agreement in which we agree with another party to pay, at specified intervals, a fixed-rate fee in exchange for insurance against a credit event on a specific investment. If a defined credit event occurs, our counterparty may either pay us a net cash settlement or we may surrender the specific investment to them in exchange for cash equal to the full notional amount of the swap. Credit events typically include events such as bankruptcy, failure to pay, or certain types of debt restructuring.

Derivative Risks

The basic types of risks associated with derivatives are market risk (that the value of the derivative will be adversely impacted by changes in the market, primarily the change in interest and exchange rates) and credit risk (that the counterparty will not perform according to the terms of the contract). The market risk of the derivatives should generally offset the market risk associated with the hedged financial instrument or liability. 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, including accrued interest receivable less collateral held, was de minimis at March 31, 2016. We held $27.1 million and $36.4 million cash collateral from our counterparties at March 31, 2016 and December 31, 2015, respectively. We post either fixed maturity securities or cash as collateral to our counterparties. The carrying value of fixed maturity securities posted as collateral to our counterparties was $38.1 million and $27.3 million at March 31, 2016 and December 31, 2015, respectively. We had no cash posted as collateral to our counterparties at March 31, 2016 or December 31, 2015. See Note 4 for further discussion of our master netting agreements.

The majority of our derivative instruments contain provisions that require us to maintain specified issuer credit ratings and financial strength ratings. Should our ratings fall below these specified levels, we would be in violation of the provisions, and our derivatives counterparties could terminate our contracts and request immediate payment. The aggregate fair value of all derivative instruments with credit risk-related contingent features that were in a liability position was $58.0 million and $50.2 million at March 31, 2016 and December 31, 2015, respectively.

Derivative Transactions

The table below summarizes, by notional amounts, the activity for each category of derivatives. The notional amounts represent the basis upon which our counterparty pay and receive amounts are calculated.

	Swaps				
	Receive Variable/Pay Fixed	Receive Fixed/Pay Fixed	Receive Fixed/Pay Variable	Credit Default	Total
	(in millions of dollars)				
Balance at December 31, 2014	$ 150.0	$ 840.4	$ 600.0	$ 97.0	$ 1,687.4
Additions	—	—	—	—	—
Terminations	—	8.9	—	—	8.9
Balance at March 31, 2015	$ 150.0	$ 831.5	$ 600.0	$ 97.0	$ 1,678.5
Balance at December 31, 2015	$ 150.0	$ 650.3	$ 600.0	$ 70.0	$ 1,470.3
Additions	—	—	—	—	—
Terminations	24.0	—	—	—	24.0
Balance at March 31, 2016	$ 126.0	$ 650.3	$ 600.0	$ 70.0	$ 1,446.3

Note 5 - Derivative Financial Instruments - Continued

Cash Flow Hedges

As of March 31, 2016 and December 31, 2015, we had $427.9 million notional amount of receive fixed, pay fixed, open current and forward foreign currency interest rate swaps to hedge fixed income foreign currency-denominated securities.

For the three months ended March 31, 2016 and 2015, there was no material ineffectiveness related to our cash flow hedges, and no component of the derivative instruments' gain or loss was excluded from the assessment of hedge effectiveness.

As of March 31, 2016, we expect to amortize approximately $54.5 million of net deferred gains on derivative instruments during the next twelve months. This amount will be reclassified from accumulated other comprehensive income into earnings and reported on the same income statement line item as the hedged item. The income statement line items that will be affected by this amortization are net investment income and interest and debt expense. Additional amounts that may be reclassified from accumulated other comprehensive income into earnings to offset the earnings impact of foreign currency translation of hedged items are not estimable.

As of March 31, 2016, we are hedging the variability of future cash flows associated with forecasted transactions through the year 2038.

Fair Value Hedges

As of March 31, 2016 and December 31, 2015, we had $126.0 million and $150.0 million notional amount of receive variable, pay fixed interest rate swaps to hedge the changes in fair value of certain fixed rate securities held. These swaps effectively convert the associated fixed rate securities into floating rate securities, which are used to fund our floating rate long-term debt. The change in fair value of the hedged fixed maturity securities attributable to the hedged benchmark interest rate resulted in a loss of $1.8 million and $0.5 million for the three months ended March 31, 2016 and 2015, respectively, with an offsetting gain on the related interest rate swaps. During the first quarter of 2016, we terminated $24.0 million notional amount of receive variable, pay fixed interest rate swaps in connection with the sale of the hedged securities and recorded a loss on the swap terminations of $1.2 million in our consolidated statements of income as a component of net realized investment gains and losses.

As of March 31, 2016 and December 31, 2015, we had $600.0 million notional amount of receive fixed, pay variable interest rate swaps to hedge the changes in the fair value of certain fixed rate long-term debt. These swaps effectively convert the associated fixed rate long-term debt into floating rate debt and provide for a better matching of interest rates with our short-term investments, which have frequent interest rate resets similar to a floating rate security. The change in fair value of the hedged debt attributable to the hedged benchmark interest rate resulted in a loss of $5.6 million and $3.7 million for the three months ended March 31, 2016 and 2015, respectively, with an offsetting gain on the related interest rate swaps.

For the three months ended March 31, 2016, and 2015, there was no material ineffectiveness related to our fair value hedges, and no component of the derivative instruments' gain or loss was excluded from the assessment of hedge effectiveness. There were no instances wherein we discontinued fair value hedge accounting due to a hedged firm commitment no longer qualifying as a fair value hedge.

Derivatives not Designated as Hedging Instruments

As of March 31, 2016 and December 31, 2015, we held $222.4 million notional amount of receive fixed, pay fixed, foreign currency interest rate swaps. These derivatives were not designated as hedges, and as such, changes in fair value related to these derivatives will be reported in earnings as a component of net realized investment gain or loss.

As of March 31, 2016 and December 31, 2015, we held $70.0 million notional amount of single name credit default swaps. We entered into these swaps in order to mitigate the credit risk associated with specific securities owned.

Note 5 - Derivative Financial Instruments - Continued

We have an embedded derivative in a modified coinsurance arrangement for which we 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 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. There are no credit-related counterparty triggers, and any accumulated embedded derivative gain or loss reduces to zero over time as the reinsured business winds down.

Locations and Amounts of Derivative Financial Instruments

The following tables summarize the location and fair values of derivative financial instruments, as reported in our consolidated balance sheets.

	March 31, 2016			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
		(in millions of dollars)		
Designated as Hedging Instruments				
Interest Rate Swaps	Other L-T Investments	$ 5.3	Other Liabilities	$ 7.8
Foreign Exchange Contracts	Other L-T Investments	34.8	Other Liabilities	17.2
Total		$ 40.1		$ 25.0
Not Designated as Hedging Instruments				
Credit Default Swaps			Other Liabilities	$ 0.1
Foreign Exchange Contracts			Other Liabilities	32.9
Embedded Derivative in Modified Coinsurance Arrangement			Other Liabilities	93.2
Total				$ 126.2

	December 31, 2015			
	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
		(in millions of dollars)		
Designated as Hedging Instruments				
Interest Rate Swaps	Other L-T Investments	$ 2.4	Other Liabilities	$ 12.3
Foreign Exchange Contracts	Other L-T Investments	47.4	Other Liabilities	6.0
Total		$ 49.8		$ 18.3
Not Designated as Hedging Instruments				
Credit Default Swaps			Other Liabilities	$ 0.3
Foreign Exchange Contracts			Other Liabilities	31.6
Embedded Derivative in Modified Coinsurance Arrangement			Other Liabilities	87.6
Total				$ 119.5

Note 5 - Derivative Financial Instruments - Continued

The following table summarizes the location of gains and losses on the effective portion of derivative financial instruments designated as cash flow hedging instruments, as reported in our consolidated statements of income and consolidated statements of comprehensive income.

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Gain (Loss) Recognized in Other Comprehensive Income (Loss) on Derivatives		
Foreign Exchange Contracts	$ (24.3)	$ 42.3
Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Income		
Net Investment Income		
Interest Rate Swaps	$ 13.2	$ 12.5
Foreign Exchange Contracts	(0.1)	(0.5)
Net Realized Investment Gain (Loss)		
Interest Rate Swaps	3.2	—
Foreign Exchange Contracts	—	(1.2)
Interest and Debt Expense		
Interest Rate Swaps	(0.5)	(0.5)
Total	$ 15.8	$ 10.3

The following table summarizes the location of gains and losses on our derivatives not designated as hedging instruments, as reported in our consolidated statements of income.

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Net Realized Investment Gain (Loss)		
Credit Default Swaps	$ —	$ (0.3)
Foreign Exchange Contracts	(1.3)	(0.8)
Embedded Derivative in Modified Coinsurance Arrangement	(5.6)	(3.9)
Total	$ (6.9)	$ (5.0)

Note 6 - Accumulated Other Comprehensive Income

Components of our accumulated other comprehensive income, after tax, and related changes are as follows:

	Net Unrealized Gain on Securities	Net Gain on Cash Flow Hedges	Foreign Currency Translation Adjustment	Unrecognized Pension and Postretirement Benefit Costs	Total
	(in millions of dollars)				
Balance at December 31, 2015	$ 204.3	$ 378.0	$ (173.6)	$ (392.6)	$ 16.1
Other Comprehensive Income (Loss) Before Reclassifications	223.8	(15.9)	(26.4)	0.5	182.0
Amounts Reclassified from Accumulated Other Comprehensive Income or Loss	10.3	(10.3)	—	2.6	2.6
Net Other Comprehensive Income (Loss)	234.1	(26.2)	(26.4)	3.1	184.6
Balance at March 31, 2016	$ 438.4	$ 351.8	$ (200.0)	$ (389.5)	$ 200.7
Balance at December 31, 2014	$ 290.3	$ 391.0	$ (113.4)	$ (401.5)	$ 166.4
Other Comprehensive Income (Loss) Before Reclassifications	118.0	27.6	(54.0)	1.1	92.7
Amounts Reclassified from Accumulated Other Comprehensive Income or Loss	6.0	(6.7)	—	2.0	1.3
Net Other Comprehensive Income (Loss)	124.0	20.9	(54.0)	3.1	94.0
Balance at March 31 , 2015	$ 414.3	$ 411.9	$ (167.4)	$ (398.4)	$ 260.4

The net unrealized gain on securities consists of the following components:

	March 31 2016	December 31 2015	Change
	(in millions of dollars)		
Fixed Maturity Securities	$ 4,894.5	$ 3,695.7	$ 1,198.8
Other Investments	(18.1)	(33.7)	15.6
Deferred Acquisition Costs	(42.0)	(29.4)	(12.6)
Reserves for Future Policy and Contract Benefits	(4,466.5)	(3,578.4)	(888.1)
Reinsurance Recoverable	310.2	263.2	47.0
Income Tax	(239.7)	(113.1)	(126.6)
Total	$ 438.4	$ 204.3	$ 234.1

	March 31 2015	December 31 2014	Change
	(in millions of dollars)		
Fixed Maturity Securities	$ 6,826.8	$ 6,261.5	$ 565.3
Other Investments	(18.4)	13.9	(32.3)
Deferred Acquisition Costs	(56.6)	(50.8)	(5.8)
Reserves for Future Policy and Contract Benefits	(6,513.9)	(6,150.3)	(363.6)
Reinsurance Recoverable	387.9	365.0	22.9
Income Tax	(211.5)	(149.0)	(62.5)
Total	$ 414.3	$ 290.3	$ 124.0

Note 6 - Accumulated Other Comprehensive Income - Continued

Amounts reclassified from accumulated other comprehensive income or loss were recognized in our consolidated statements of income as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Net Unrealized Gain on Securities		
Net Realized Investment Gain (Loss)		
Net Gain (Loss) on Sales of Securities and Other Invested Assets	$ 5.6	$ (4.8)
Other-Than-Temporary Impairment Loss	(21.1)	(4.5)
	(15.5)	(9.3)
Income Tax Benefit	(5.2)	(3.3)
Total	$ (10.3)	$ (6.0)
Net Gain on Cash Flow Hedges		
Net Investment Income		
Gain on Interest Rate Swaps	$ 13.2	$ 12.5
Loss on Foreign Exchange Contracts	(0.1)	(0.5)
Net Realized Investment Gain (Loss)		
Gain on Interest Rate Swaps	3.2	—
Loss on Foreign Exchange Contracts	—	(1.2)
Interest and Debt Expense		
Loss on Interest Rate Swaps	(0.5)	(0.5)
	15.8	10.3
Income Tax Expense	5.5	3.6
Total	$ 10.3	$ 6.7
Unrecognized Pension and Postretirement Benefit Costs		
Other Expenses		
Amortization of Net Actuarial Loss	$ (4.1)	$ (3.0)
Amortization of Prior Service Credit	0.1	—
	(4.0)	(3.0)
Income Tax Benefit	(1.4)	(1.0)
Total	$ (2.6)	$ (2.0)

Note 7 - Segment Information

We have three principal operating business segments: Unum US, Unum UK, and Colonial Life. Our other segments are Closed Block and Corporate.

Segment information is as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Premium Income		
Unum US		
Group Disability		
Group Long-term Disability	$ 430.6	$ 405.3
Group Short-term Disability	157.5	147.7
Group Life and Accidental Death & Dismemberment		
Group Life	351.5	335.0
Accidental Death & Dismemberment	34.6	32.6
Supplemental and Voluntary		
Individual Disability	123.9	117.9
Voluntary Benefits	203.2	191.7
	1,301.3	1,230.2
Unum UK		
Group Long-term Disability	93.1	96.5
Group Life	28.7	30.5
Supplemental	17.5	12.0
	139.3	139.0
Colonial Life		
Accident, Sickness, and Disability	205.6	196.5
Life	67.7	62.3
Cancer and Critical Illness	77.9	73.4
	351.2	332.2
Closed Block		
Individual Disability	133.6	146.5
Long-term Care	161.7	158.2
All Other	0.4	0.2
	295.7	304.9
Total Premium Income	$ 2,087.5	$ 2,006.3

Note 7 - Segment Information - Continued

	Unum US	Unum UK	Colonial Life	Closed Block	Corporate	Total
	(in millions of dollars)					
Three Months Ended March 31, 2016						
Premium Income	$ 1,301.3	$ 139.3	$ 351.2	$ 295.7	$ —	$ 2,087.5
Net Investment Income	207.4	26.8	34.0	333.4	4.8	606.4
Other Income	29.0	—	0.3	22.4	0.3	52.0
Operating Revenue	$ 1,537.7	$ 166.1	$ 385.5	$ 651.5	$ 5.1	$ 2,745.9
Operating Income (Loss)	$ 215.9	$ 33.6	$ 77.4	$ 33.7	$ (31.8)	$ 328.8
Three Months Ended March 31, 2015						
Premium Income	$ 1,230.2	$ 139.0	$ 332.2	$ 304.9	$ —	$ 2,006.3
Net Investment Income	215.0	23.5	37.0	320.4	6.1	602.0
Other Income	30.9	—	—	23.2	0.3	54.4
Operating Revenue	$ 1,476.1	$ 162.5	$ 369.2	$ 648.5	$ 6.4	$ 2,662.7
Operating Income (Loss)	$ 214.3	$ 32.6	$ 77.6	$ 26.7	$ (29.9)	$ 321.3

	March 31 2016	December 31 2015
	(in millions of dollars)	
Assets		
Unum US	$ 17,963.4	$ 18,242.4
Unum UK	3,453.7	3,432.4
Colonial Life	3,759.3	3,776.8
Closed Block	33,549.7	32,992.4
Corporate	3,241.8	2,119.6
Total Assets	$ 61,967.9	$ 60,563.6

We measure and analyze our segment performance using 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. The non-GAAP financial measures of "operating revenue" and "operating income" or "operating loss" differ from total revenue and income before income tax as presented in our consolidated statements of income due to the exclusion of net realized investment gains and losses and non-operating retirement-related gains or losses as specified in the reconciliations below. We believe operating revenue and operating income or loss are better performance measures and better indicators of the revenue and profitability and underlying trends in our business.

Realized investment gains or losses depend on market conditions and do not necessarily relate to decisions regarding the underlying business of our segments. Our investment focus is on investment income to support our insurance liabilities as opposed to the generation of realized investment gains or losses. Although we may experience realized investment gains or losses which will affect future earnings levels, a long-term focus is necessary to maintain profitability over the life of the business since our underlying business is long-term in nature, and we need to earn the interest rates assumed in calculating our liabilities.

Note 7 - Segment Information - Continued

The amortization of prior period actuarial gains or losses, a component of the net periodic benefit cost for our pensions and other postretirement benefit plans, is driven by market performance as well as plan amendments and is not indicative of the operational results of our businesses. We believe that excluding the amortization of prior period gains or losses from operating income or loss provides investors with additional information for comparison and analysis of our operating results. Although we manage our non-operating retirement-related gains or losses separately from the operational performance of our business, these gains or losses impact the overall profitability of our company and have historically increased or decreased over time, depending on plan amendments and market conditions and the resulting impact on the actuarial gains or losses in our pensions and other postretirement benefit plans.

We may at other times exclude certain other items from our discussion of financial ratios and metrics in order to enhance the understanding and comparability of our operational performance and the underlying fundamentals, but this exclusion is not an indication that similar items may not recur and does not replace net income or net loss as a measure of our overall profitability.

A reconciliation of "operating revenue" to total revenue and "operating income" to income before income tax is as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars)	
Operating Revenue	$ 2,745.9	$ 2,662.7
Net Realized Investment Loss	(20.5)	(15.3)
Total Revenue	$ 2,725.4	$ 2,647.4
Operating Income	$ 328.8	$ 321.3
Net Realized Investment Loss	(20.5)	(15.3)
Non-operating Retirement-related Loss	(4.1)	(3.0)
Income Before Income Tax	$ 304.2	$ 303.0

Note 8 - Employee Benefit Plans

Defined Benefit Pension and Other Postretirement Benefit (OPEB) Plans

We sponsor several defined benefit pension and OPEB plans for our employees, including non-qualified pension plans. We maintain a separate defined benefit plan for eligible employees in our U.K. operation. The U.S. defined benefit pension plans were closed to new entrants and amended to freeze participation and benefit accruals for existing participants effective December 31, 2013. The U.K. defined benefit plan was closed to new entrants effective December 31, 2002 and was amended to freeze participation for existing participants effective June 30, 2014.

The following table provides the components of the net periodic benefit cost (credit) for the defined benefit pension and OPEB plans.

	Three Months Ended March 31					
	Pension Benefits					
	U.S. Plans		U.K. Plan		OPEB	
	2016	2015	2016	2015	2016	2015
	(in millions of dollars)					
Service Cost	$ 1.7	$ 1.0	$ —	$ —	$ —	$ —
Interest Cost	21.3	20.5	1.9	2.0	1.8	1.8
Expected Return on Plan Assets	(25.7)	(27.2)	(2.7)	(3.1)	(0.2)	(0.2)
Amortization of:						
Net Actuarial Loss	4.1	2.9	—	0.1	—	—
Prior Service Credit	(0.1)	—	—	—	—	—
Total	$ 1.3	$ (2.8)	$ (0.8)	$ (1.0)	$ 1.6	$ 1.6

Note 9 - Stockholders' Equity and Earnings Per Common Share

Earnings Per Common Share

Net income per common share is determined as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions of dollars, except share data)	
Numerator		
Net Income	$ 210.6	$ 212.9
Denominator (000s)		
Weighted Average Common Shares - Basic	239,619.4	251,467.4
Dilution for Assumed Exercises of Stock Options and Nonvested Stock Awards	311.0	767.5
Weighted Average Common Shares - Assuming Dilution	239,930.4	252,234.9
Net Income Per Common Share		
Basic	$ 0.88	$ 0.85
Assuming Dilution	$ 0.88	$ 0.84

We use the treasury stock method to account for the effect of outstanding stock options, nonvested restricted stock units, and nonvested performance share units on the computation of diluted earnings per share. Under this method, these potential common shares will each have a dilutive effect, as individually measured, when the average market price of Unum Group common stock during the period exceeds the exercise price of the stock options and the grant price of the nonvested restricted stock units and the nonvested performance share units. The outstanding stock options have exercise prices ranging from $11.37 to $26.29, the nonvested restricted stock units have grant prices ranging from $23.97 to $36.95, and the nonvested performance share units have grant prices ranging from $27.85 to $34.08.

In computing earnings per share assuming dilution, only potential common shares that are dilutive (those that reduce earnings per share) are included. For the three month periods ended March 31, 2016 and 2015, there were approximately 0.5 million and 0.9 million potential common shares, respectively, that were excluded in the computation of diluted earnings per share because the impact would be antidilutive, based on then current market prices.

Common Stock

During the second quarter of 2015, our board of directors authorized the repurchase of up to $750.0 million of Unum Group's outstanding common stock through November 21, 2016. This authorization replaced the previous authorization of $750.0 million that was scheduled to expire on June 12, 2015. The remaining repurchase amount under the new program was $402.3 million at March 31, 2016.

Common stock repurchases, which are accounted for using the cost method and classified as treasury stock until otherwise retired, were as follows:

	Three Months Ended March 31	
	2016	2015
	(in millions)	
Shares Repurchased	3.7	3.2
Cost of Shares Repurchased (1)	$ 100.0	$ 108.1

(1) Includes commissions of a de minimis amount and $0.1 million for each of the three month periods ended March 31, 2016 and 2015, respectively.

Note 9 - Stockholders' Equity and Earnings Per Common Share - Continued

Preferred Stock

Unum Group has 25.0 million shares of preferred stock authorized with a par value of $0.10 per share. No preferred stock has been issued to date.

Note 10 - Commitments and Contingent Liabilities

Contingent Liabilities

We are a defendant in a number of litigation matters. In some of these matters, no specified amount is sought. In others, very large or indeterminate amounts, including punitive and treble damages, are asserted. There is a wide variation of pleading practice permitted in the United States courts with respect to requests for monetary damages, including some courts in which no specified amount is required and others which allow the plaintiff to state only that the amount sought is sufficient to invoke the jurisdiction of that court. Further, some jurisdictions permit plaintiffs to allege damages well in excess of reasonably possible verdicts. Based on our extensive experience and that of others in the industry with respect to litigating or resolving claims through settlement over an extended period of time, we believe that the monetary damages asserted in a lawsuit or claim bear little relation to the merits of the case, or the likely disposition value. Therefore, the specific monetary relief sought is not stated.

Unless indicated otherwise in the descriptions below, reserves have not been established for litigation and contingencies. An estimated loss is accrued when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

Claims Handling Matters

We and our insurance subsidiaries, in the ordinary course of our business, are engaged in claim litigation where disputes arise as a result of a denial or termination of benefits. Most typically these 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 consolidated financial condition. Nevertheless, given the inherent unpredictability of litigation, it is possible that an adverse outcome in certain claim litigation involving punitive damages could, from time to time, have a material adverse effect on our consolidated results of operations in a period, depending on the results of operations for the particular period.

From time to time class action allegations are pursued where the claimant or policyholder purports to represent a larger number of individuals who are similarly situated. Since each insurance claim is evaluated based on its own merits, there is rarely a single act or series of actions which can properly be addressed by a class action. Nevertheless, we monitor these cases closely and defend ourselves appropriately where these allegations are made.

Miscellaneous Matters

Beginning in 2011, a number of state regulators began requiring insurers to cross-check specified insurance policies with the Social Security Administration’s Death Master File to identify potential matches. If a potential match was identified, insurers were requested to determine if benefits were due, locate beneficiaries, and make payments where appropriate. We initiated this process where requested, and in 2012 we began implementing this process in all states on a forward-looking basis. In addition to implementing this on a forward-looking basis, in 2013 we began an initiative to search for potential claims from previous years. During 2013, we completed our assessment of benefits which we estimate will be paid under this initiative, and as such, established additional reserves for payment of these benefits. Similar to other insurers, we are undergoing an examination by a third party acting on behalf of a number of state treasurers concerning our compliance with the unclaimed property laws of the participating states. We are cooperating fully with this examination, as well as with a Delaware Market Conduct examination involving the same issue. The legal and regulatory environment around unclaimed death benefits continues to evolve. It is possible that the current examination and/or similar investigations by other state jurisdictions may result in additional payments to beneficiaries, the payment of abandoned funds under state law, and/or administrative penalties, the total of which may be in excess of the reserves established.

Note 10 - Commitments and Contingent Liabilities - Continued

In December 2012, State of West Virginia ex rel. John D. Perdue v. Provident Life and Accident Insurance Company and State of West Virginia ex rel. John D. Perdue v. Colonial Life & Accident Insurance Company were filed in the Circuit Court of Putnam County, West Virginia. These two separate complaints alleged violations of the West Virginia Uniform Unclaimed Property Act by failing to identify and report all unclaimed insurance policy proceeds due to be escheated to West Virginia. The complaints sought to examine company records and assess penalties and costs in an undetermined amount. In December 2013, the court dismissed both complaints, holding that the West Virginia Uniform Unclaimed Property Act does not require insurance companies to periodically search the Social Security Administrations' Death Master File or escheat unclaimed life insurance benefits until a claim has been submitted. In January 2014, the plaintiff appealed the dismissal of both complaints. In June 2015, the appellate court reinstated the case, holding that the West Virginia Uniform Unclaimed Property Act requires insurers to make reasonable efforts to determine whether their insureds are still living. The case was remanded to the trial court where we answered the complaints.

In May 2013, a purported class action complaint was filed in the Superior Court of California, County of Los Angeles. The plaintiff sought to represent a class of California insureds who were issued long-term care policies containing an inflation protection feature. The plaintiff alleged we incorrectly administered the inflation protection feature, resulting in an underpayment of benefits. The complaint made allegations against us for breach of contract, bad faith, fraud, violation of Business and Professions Code 17200, and injunctive relief. We removed the case to the United States District Court for the Central District of California, and plaintiff filed an amended complaint on behalf of a nationwide class of insureds who were issued long-term care policies containing an inflation protection feature. After we answered the complaint, the court permitted the plaintiff to file another amended complaint entitled Michael Don, Executor of The Estate of Ruben Don, Leroy Little, by and through his Guardian ad Litem Tamara Pelham, and Carolyn Little v. Unum Group, and Unum Life Insurance Company of America containing similar allegations. In April 2015, we again answered the complaint. The plaintiffs filed a motion seeking certification of five subclasses, and we filed our opposition. In February 2016, the plaintiffs filed a motion for preliminary approval of settlement for a class of certain insureds issued long-term care policies containing an inflation protection feature as well as certain insureds who requested copies of their long-term care policies. In March 2016, the court preliminarily approved the settlement and set a final fairness hearing for June 2016. We accrued an estimated loss contingency in 2015, the amount of which was immaterial to our consolidated financial position and results of operations.

Summary

Various lawsuits against us, in addition to those discussed above, have arisen in the normal course of business. Further, state insurance regulatory authorities and other federal and state authorities regularly make inquiries and conduct investigations concerning our compliance with applicable insurance and other laws and regulations.

Given the complexity and scope of our litigation and regulatory matters, it is not possible to predict the ultimate outcome of all pending investigations or legal proceedings or provide reasonable estimates of potential losses, except if noted in connection with specific matters. 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. We believe, however, that the ultimate outcome of all pending litigation and regulatory matters, after consideration of applicable reserves and rights to indemnification, should not have a material adverse effect on our financial position.

Note 11 - Other

Definitive Purchase Agreement

We have entered into a definitive agreement to acquire H&J Capital, LLC, parent of Starmount Life Insurance Company and AlwaysCare Benefits (which collectively we refer to as Starmount), for a purchase price of $127 million plus net assets received. The acquisition of Starmount, a leading independent provider of dental and vision insurance in the U.S. workplace, will broaden our employee benefit offerings in both Unum US and Colonial Life. The transaction is expected to close by the end of the third quarter of 2016, subject to customary approvals and closing conditions.

Debt

At March 31, 2016, short-term debt consisted entirely of a senior secured note due in the third quarter of 2016. Also included in the carrying amount of short-term debt were deferred debt costs of $0.3 million and a $1.7 million fair value hedge liability on the notes, with a corresponding fair value hedge asset included in other long-term investments.

In March 2016, we amended the terms of our five-year $400.0 million credit facility, which was previously set to expire in 2018, to extend through March 2021. At March 31, 2016, letters of credit totaling $2.1 million had been issued from the credit facility, but there were no borrowed amounts outstanding.

During the three months ended March 31, 2016, we made principal payments of $13.2 million on our senior secured non-recourse notes issued by Northwind Holdings, LLC.

Income Tax

In the first quarter of 2015, we reached agreement with the Internal Revenue Service on all outstanding issues related to the examinations for 2009 and 2010 tax years and refund claims filed for tax credits related to tax years 2003 through 2012. As a result of this agreement, we reduced our reserve for uncertain tax positions in our consolidated balance sheet by $19.3 million. We also recognized in our consolidated statements of income a reduction in federal income taxes of $5.8 million.

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

Executive Summary

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. The principal operating subsidiaries in the United States are Unum Life Insurance Company of America, Provident Life and Accident Insurance Company, The Paul Revere Life Insurance Company, 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, and other related services.

We have three principal operating business segments: Unum US, Unum UK, and Colonial Life. Our other segments are the Closed Block and Corporate segments. These segments are discussed more fully under "Segment Results" included herein in this Item 2.

The benefits we provide help protect people from the financial hardship of illness, injury, or loss of life by providing support when it is needed most. 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 through the workplace.

Specifically, we offer group, individual, and voluntary benefits, either as stand-alone products or combined with other coverages, that help employers of all sizes attract and retain a stronger workforce while protecting the incomes and livelihood of their employees. 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 financial stability. Working people and their families, particularly those at lower and middle incomes, are perhaps the most vulnerable in today's economy yet are often overlooked by many providers of financial services and products. For many of these 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. We are committed not only to meeting the needs of our customers who depend on us, but also to operating with integrity and being accountable for our actions. Our sound and consistent business practices, strong internal compliance program, and comprehensive risk management strategy enable us to operate efficiently as well as to identify and address potential areas of risk in 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.

This discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto in Part I, Item 1 contained in this Form 10-Q and with the "Cautionary Statement Regarding Forward-Looking Statements" included below the Table of Contents, as well as the discussion, analysis, and consolidated financial statements and notes thereto in Part I, Items 1 and 1A, and Part II, Items 6, 7, 7A, and 8 of our annual report on Form 10-K for the year ended December 31, 2015.

Operating Performance and Capital Management

For the first quarter of 2016, we reported net income of $210.6 million, or $0.88 per diluted common share, compared to net income of $212.9 million, or $0.84 per diluted common share, in the same period of 2015. Included in these results are net realized investment gains and losses and non-operating retirement-related gains or losses. Adjusting for these items, after-tax operating income was $226.8 million, or $0.95 per diluted common share, in the first quarter of 2016, compared to $224.8 million, or $0.89 per diluted common share, in the same period of 2015. Our weighted average common shares outstanding, assuming dilution, equaled 239.9 million and 252.2 million for the three months ended March 31, 2016 and 2015, respectively, reflecting our capital management strategy of returning capital to shareholders through repurchases of our common stock.

Operating revenue, which excludes net realized investment gains and losses, increased in the first quarter of 2016 relative to the same period of 2015, driven by combined premium income growth of approximately 5 percent in our principal operating business segments. Net investment income, also a significant source of revenue for us, was slightly higher in the first quarter of 2016 compared to the same prior year period. Before-tax operating income, which excludes net realized investment gains and losses and non-operating retirement-related gains or losses, increased 2.3 percent in the first quarter of 2016 relative to the comparable prior year period.

Our Unum US segment reported an increase in operating income of 0.7 percent in the first quarter of 2016 compared to the same period of 2015, with 5.8 percent growth in premium income mostly offset by lower net investment income and less favorable benefits experience in certain product lines. The benefit ratio for our Unum US segment for the first quarter of 2016 was 69.3 percent compared to 68.3 percent in the same period of 2015. Unum US sales decreased 4.5 percent in the first quarter of 2016 compared to the same period of 2015. Persistency was generally stable relative to the prior year and is consistent with our expectations.

Our Unum UK segment reported an increase in operating income, as measured in Unum UK's local currency, of 9.3 percent in the first quarter of 2016 compared to the same period of 2015, with growth in premium income of 6.1 percent and higher net investment income partially offset by less favorable benefits experience. The benefit ratio for Unum UK was 67.9 percent in the first quarter of 2016 compared to 65.3 percent in the same period of 2015. Unum UK sales in local currency increased 16.4 percent in the first quarter of 2016, compared to the same period of 2015. Persistency was favorable relative to the prior year and is consistent with our expectations.

Our Colonial Life segment reported a decrease in operating income of 0.3 percent in the first quarter of 2016 compared to the same period of 2015, with growth in premium income of 5.7 percent and favorable benefits experience more than offset by a decline in net investment income. The benefit ratio for Colonial Life was 50.9 percent in the first quarter of 2016 compared to 51.3 percent in the same period of 2015. Colonial Life sales increased 16.0 percent in the first quarter of 2016 compared to the same period of 2015. Persistency declined relative to the prior year but remains within our expectations.

Our Closed Block segment reported an increase in operating income of 26.2 percent in the first quarter of 2016 compared to the same period of 2015, with higher net investment income and favorable expenses. Benefits experience in our individual disability and long-term care lines of business in the first quarter of 2016 was less favorable than the same period of 2015 but within our range of expectations.

Although our profit margins continue to be pressured by the impact of the low interest rate environment on our net investment income yields, our invested asset quality remains strong. The net unrealized gain on our fixed maturity securities was $4.9 billion at March 31, 2016 compared to $3.7 billion at December 31, 2015, with the increase due primarily to a decrease in U.S. Treasury rates during the first three months of 2016. The earned book yield on our investment portfolio was 5.24 percent for the first quarter of 2016 compared to a yield of 5.40 percent for full year 2015.

We believe our capital and financial positions are strong. At March 31, 2016, the risk-based capital (RBC) ratio for our traditional U.S. insurance subsidiaries, calculated on a weighted average basis using the NAIC Company Action Level formula, was approximately 390 percent, in line with our expectations but below the level of 2015 year end due primarily to the timing of dividend payments from subsidiaries. During the first quarter of 2016, we repurchased 3.7 million shares of Unum Group common stock under our share repurchase program, at a cost of approximately $100 million. Cash equivalents and marketable securities held at Unum Group and our other intermediate holding companies, which are a significant source of liquidity for us, were approximately $478 million at March 31, 2016.

Definitive Purchase Agreement

We have entered into a definitive agreement to acquire H&J Capital, LLC, parent of Starmount Life Insurance Company and AlwaysCare Benefits (which collectively we refer to as Starmount), for a purchase price of $127 million plus net assets received. The acquisition of Starmount, a leading independent provider of dental and vision insurance in the U.S. workplace, will broaden our employee benefit offerings in both Unum US and Colonial Life. The transaction, which we anticipate will close by the end of the third quarter of 2016 subject to customary approvals and closing conditions, is not expected to materially impact our results of operations or financial position for 2016 or alter our share repurchase and common stock dividend strategy.

Consolidated Company Outlook

We believe our disciplined approach to providing financial protection products at the workplace puts us in a position of strength as we seek to capitalize on the growing and largely unfilled need for our products and services. We believe the need for our products and services remains strong, and we intend to continue protecting our solid margins and returns through our pricing and risk actions. We continue to invest in our infrastructure and our employees, with a focus on quality and simplification of processes and offerings. Our strategy is centered on maintaining a strong customer focus while providing an innovative product portfolio of financial protection choices to deepen employee coverages, broaden employer relationships, and open new markets. Our focus throughout 2016 will remain on profitably growing our business, maintaining solid margins through disciplined pricing, underwriting and expense management, and effectively managing our capital. Although the low interest rate

environment continues to place pressure on our profit margins and could unfavorably impact the adequacy of our reserves for some products, we continue to analyze and employ strategies that we believe will help us navigate this environment and allow us to maintain solid operating margins and significant financial flexibility to support the needs of our businesses, while also continuing to return capital to our shareholders. We have substantial leverage to rising interest rates and an improving economy which generates payroll growth and wage inflation. We believe that consistent operating results, combined with the implementation of strategic initiatives and the effective deployment of capital, will allow us to meet our long-term financial objectives.

Further discussion is contained in this Item 2 and in the "Notes to Consolidated Financial Statements" contained herein in Item 1.

Reconciliation of Non-GAAP Financial Measures

We analyze our performance using 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. The non-GAAP financial measures of "operating revenue," "before-tax operating income" or "before-tax operating loss," and "after-tax operating income" differ from total revenue, income before income tax, and net income as presented in our consolidated operating results and income statements prepared in accordance with GAAP due to the exclusion of net realized investment gains and losses and non-operating retirement-related gains or losses as specified in the reconciliations below. We believe operating revenue and operating income or loss are better performance measures and better indicators of the revenue and profitability and underlying trends in our business.

Realized investment gains or losses depend on market conditions and do not necessarily relate to decisions regarding the underlying business of our segments. Our investment focus is on investment income to support our insurance liabilities as opposed to the generation of realized investment gains or losses. Although we may experience realized investment gains or losses which will affect future earnings levels, a long-term focus is necessary to maintain profitability over the life of the business since our underlying business is long-term in nature, and we need to earn the interest rates assumed in calculating our liabilities.

The amortization of prior period actuarial gains or losses, a component of the net periodic benefit cost for our pensions and other postretirement benefit plans, is driven by market performance as well as plan amendments and is not indicative of the operational results of our businesses. We believe that excluding the amortization of prior period gains or losses from operating income or loss provides investors with additional information for comparison and analysis of our operating results. Although we manage our non-operating retirement-related gains or losses separately from the operational performance of our business, these gains or losses impact the overall profitability of our company and have historically increased or decreased over time, depending on plan amendments and market conditions and the resulting impact on the actuarial gains or losses in our pensions and other postretirement benefit plans.

We may at other times exclude certain other items from our discussion of financial ratios and metrics in order to enhance the understanding and comparability of our operational performance and the underlying fundamentals, but this exclusion is not an indication that similar items may not recur and does not replace net income or net loss as a measure of our overall profitability.

A reconciliation of "operating revenue" to total revenue and "before-tax operating income" to income before income tax is as follows:

(in millions of dollars)

	Three Months Ended March 31	
	2016	2015
Operating Revenue	$ 2,745.9	$ 2,662.7
Net Realized Investment Loss	(20.5)	(15.3)
Total Revenue	$ 2,725.4	$ 2,647.4
Before-tax Operating Income	$ 328.8	$ 321.3
Net Realized Investment Loss	(20.5)	(15.3)
Non-operating Retirement-related Loss	(4.1)	(3.0)
Income Before Income Tax	$ 304.2	$ 303.0

The after-tax impacts of these items are reflected in the following reconciliation of after-tax operating income to net income.

	Three Months Ended March 31			
	2016		2015	
	(in millions)	per share *	(in millions)	per share *
After-tax Operating Income	$ 226.8	$ 0.95	$ 224.8	$ 0.89
Net Realized Investment Loss, Net of Tax	(13.6)	(0.06)	(10.0)	(0.04)
Non-operating Retirement-related Loss, Net of Tax	(2.6)	(0.01)	(1.9)	(0.01)
Net Income	$ 210.6	$ 0.88	$ 212.9	$ 0.84

* Assuming Dilution

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. 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.

The accounting estimates deemed to be most critical to our financial position and results of operations 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. There have been no significant changes in our critical accounting estimates during the first three months of 2016.

For additional information, refer to our significant accounting policies in Note 1 of the "Notes to Consolidated Financial Statements" in Part II, Item 8 and "Critical Accounting Estimates" in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2015.

Accounting Developments

See Note 2 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further information on accounting developments.

Consolidated Operating Results

(in millions of dollars)

	Three Months Ended March 31		
	2016	% Change	2015
Revenue			
Premium Income	$ 2,087.5	4.0%	$ 2,006.3
Net Investment Income	606.4	0.7	602.0
Net Realized Investment Loss	(20.5)	34.0	(15.3)
Other Income	52.0	(4.4)	54.4
Total Revenue	2,725.4	2.9	2,647.4
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	1,729.8	4.6	1,653.9
Commissions	259.9	1.2	256.9
Interest and Debt Expense	38.6	2.1	37.8
Deferral of Acquisition Costs	(152.5)	5.2	(145.0)
Amortization of Deferred Acquisition Costs	132.2	(1.6)	134.3
Compensation Expense	207.6	(2.6)	213.1
Other Expenses	205.6	6.3	193.4
Total Benefits and Expenses	2,421.2	3.3	2,344.4
Income Before Income Tax	304.2	0.4	303.0
Income Tax	93.6	3.9	90.1
Net Income	$ 210.6	(1.1)	$ 212.9

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 relative to the preceding period, 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 relative to the prior period. Our weighted average pound/dollar exchange rate was 1.430 and 1.516 for the three months ended March 31, 2016 and 2015, respectively. If the first quarter of 2015 results for our U.K. operations had been translated at the lower exchange rate of 2016, our operating revenue and operating income by segment would have been lower by approximately $9.2 million and $1.8 million, respectively. 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 item and not a reflection of operations or profitability in the U.K.

Premium income for the first quarter of 2016 increased relative to the same period of 2015, with combined premium growth in our principal operating business segments of approximately 5 percent due primarily to sales growth, premium rate increases, and stable to favorable persistency for most of our product lines. Premium income continues to decline, as expected, in our Closed Block segment.

Net investment income increased in the first quarter of 2016 relative to the same period of 2015 due to an increase in the level of invested assets, higher miscellaneous investment income, and higher income from inflation index-linked bonds in our Unum UK segment. These favorable impacts were partially offset by a decrease in yield on invested assets.

Included in net realized investment losses were other-than-temporary impairment losses on fixed maturity securities of $21.1 million and $4.5 million for the first quarters of 2016 and 2015, respectively. The year over year increase was driven by impairments recognized on fixed maturity securities in the energy sector. Also, included in net realized investment losses were changes in the fair value of an embedded derivative in a modified coinsurance arrangement, which resulted in realized losses of $5.6 million and $3.9 million in the first quarters of 2016 and 2015, respectively. See Note 4 in the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further information on realized investment gains and losses.

Although overall benefits experience was less favorable in the first quarter of 2016 relative to the prior year first quarter, our results were within our range of expectations. See "Executive Summary" contained in this Item 2 and "Segment Operating Results" as follows for further discussion by segment and product line.

Commissions and the deferral of acquisition costs increased in the first quarter of 2016 relative to the same period of 2015 due primarily to the timing of certain sales-related expenses in our Unum US group product lines and due to sales growth in our Unum US supplemental and voluntary product line and Colonial Life segment. Amortization of deferred acquisition costs was lower in the first quarter of 2016 relative to the same period of 2015 due primarily to the impact of a higher level of policy terminations in the first quarter of 2015 relative to assumptions for certain issue years within some of our Unum US supplemental and voluntary product lines.

Interest and debt expense was higher in the first quarter of 2016 relative to the same period of 2015 due to higher levels of outstanding debt.

Other expenses, including compensation expense, increased in the first quarter of 2016 compared to the same period of 2015, but our other expense ratio is favorable relative to prior year due to a continued focus on operating effectiveness and expense management.

Our effective income tax rate for the first quarter of 2016 was 30.8 percent of income before income tax, compared to 29.7 percent for the first quarter of 2015. Our effective tax rate differs from the U.S. statutory rate of 35 percent primarily due to the impact of tax credits as well as foreign earnings which are taxed at lower rates than the U.S. statutory rate. See Note 11 in the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further discussion of our income tax.

Consolidated Sales Results

Shown below are sales results for our three principal operating business segments.

(in millions)

	Three Months Ended March 31					
	2016		% Change		2015	
Unum US	$	237.1	(4.5)%	$	248.4
Unum UK	£	12.8	16.4 %	£	11.0
Colonial Life	$	89.9	16.0 %	$	77.5

Sales shown in the preceding chart generally represent the annualized premium income on new sales which we expect to receive and report as premium 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 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 income over a 12 month period, while premium income reported in our financial statements is reported on an "as earned" basis rather than an annualized basis and also includes renewals and persistency of in-force policies written in prior years as well as current new sales.

Sales, persistency of the existing block of business, employment and salary growth, and the effectiveness of a renewal program are indicators of growth in premium income. Trends in new sales, as well as existing market share, also indicate the 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.

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

Segment Results

Our reporting segments are comprised of the following: Unum US, Unum UK, Colonial Life, Closed Block, and Corporate.

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, which are comprised of individual disability 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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income	$ 1,301.3	5.8%	$ 1,230.2
Net Investment Income	207.4	(3.5)	215.0
Other Income	29.0	(6.1)	30.9
Total	1,537.7	4.2	1,476.1
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	902.2	7.4	839.9
Commissions	149.0	2.1	145.9
Deferral of Acquisition Costs	(84.9)	6.0	(80.1)
Amortization of Deferred Acquisition Costs	78.5	(5.9)	83.4
Other Expenses	277.0	1.6	272.7
Total	1,321.8	4.8	1,261.8
Operating Income	$ 215.9	0.7	$ 214.3
Operating Ratios (% of Premium Income):			
Benefit Ratio	69.3%		68.3%
Other Expense Ratio	21.3%		22.2%
Operating Income Ratio	16.6%		17.4%

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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Group Long-term Disability	$ 430.6	6.2%	$ 405.3
Group Short-term Disability	157.5	6.6	147.7
Total Premium Income	588.1	6.3	553.0
Net Investment Income	120.8	(3.4)	125.0
Other Income	22.9	(3.0)	23.6
Total	731.8	4.3	701.6
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	474.3	7.1	443.0
Commissions	45.2	1.6	44.5
Deferral of Acquisition Costs	(12.4)	20.4	(10.3)
Amortization of Deferred Acquisition Costs	9.1	9.6	8.3
Other Expenses	145.2	2.4	141.8
Total	661.4	5.4	627.3
Operating Income	$ 70.4	(5.2)	$ 74.3
Operating Ratios (% of Premium Income):			
Benefit Ratio	80.6%		80.1%
Other Expense Ratio	24.7%		25.6%
Operating Income Ratio	12.0%		13.4%
Persistency:			
Group Long-term Disability	88.9%		91.0%
Group Short-term Disability	86.0%		86.5%

Premium income increased in the first quarter of 2016 compared to the same period of 2015, driven primarily by an increase in the in-force block resulting from prior year sales growth, partially offset by lower persistency resulting from our pricing actions. Net investment income was lower in the first quarter of 2016 relative to the same period of 2015 due primarily to a decline in yield on invested assets. Other income is comprised primarily of fees from administrative services products.

Benefits experience was slightly less favorable in the first quarter of 2016 compared to the same period of 2015 due primarily to a higher average claim size in our group long-term disability product line.

Commissions in the first quarter were generally consistent with the prior year first quarter. The deferral of acquisition costs was higher in the first quarter of 2016 relative to the same period of 2015 due primarily to the timing of certain sales-related expenses. The amortization of deferred acquisition costs increased in the first quarter of 2016 relative to the same period of 2015 due to growth in the level of the deferred asset. The premium income growth rate in the first quarter of 2016 more than offset the growth rate in other expenses as we continue our focus on expense management, resulting in a decline in the other expense ratio compared to the same period of 2015.

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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Group Life	$ 351.5	4.9%	$ 335.0
Accidental Death & Dismemberment	34.6	6.1	32.6
Total Premium Income	386.1	5.0	367.6
Net Investment Income	28.5	(14.9)	33.5
Other Income	1.0	N.M.	0.3
Total	415.6	3.5	401.4
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	275.9	5.8	260.8
Commissions	32.3	6.6	30.3
Deferral of Acquisition Costs	(9.8)	22.5	(8.0)
Amortization of Deferred Acquisition Costs	7.5	15.4	6.5
Other Expenses	54.3	0.7	53.9
Total	360.2	4.9	343.5
Operating Income	$ 55.4	(4.3)	$ 57.9
Operating Ratios (% of Premium Income):			
Benefit Ratio	71.5%		70.9%
Other Expense Ratio	14.1%		14.7%
Operating Income Ratio	14.3%		15.8%
Persistency:			
Group Life	89.9%		87.3%
Accidental Death & Dismemberment	89.1%		89.0%

Premium income increased in the first quarter of 2016 compared to the same period of 2015 primarily due to favorable persistency in both group life and accidental death and dismemberment. Net investment income was lower in the first quarter of 2016 compared to the same period of 2015 due primarily to a decrease in the level of invested assets and a decline in yield.

Benefits experience was less favorable in the first quarter of 2016 compared to the same period of 2015 due primarily to higher claim incidence and a higher average claim size.

Commissions and the deferral of acquisition costs were higher in the first quarter of 2016 compared to the same period of 2015 due to the timing of certain sales-related expenses. The amortization of deferred acquisition costs increased in the first quarter of 2016 compared to the same period of 2015 due to growth in the level of the deferred asset. The premium income growth rate in the first quarter of 2016 more than offset the growth rate in other expenses as we continue our focus on expense management, resulting in a decline in the other expense ratio compared to the same period of 2015.

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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Individual Disability	$ 123.9	5.1%	$ 117.9
Voluntary Benefits	203.2	6.0	191.7
Total Premium Income	327.1	5.7	309.6
Net Investment Income	58.1	2.8	56.5
Other Income	5.1	(27.1)	7.0
Total	390.3	4.6	373.1
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	152.0	11.7	136.1
Commissions	71.5	0.6	71.1
Deferral of Acquisition Costs	(62.7)	1.5	(61.8)
Amortization of Deferred Acquisition Costs	61.9	(9.8)	68.6
Other Expenses	77.5	0.6	77.0
Total	300.2	3.2	291.0
Operating Income	$ 90.1	9.7	$ 82.1
Operating Ratios (% of Premium Income):			
Benefit Ratios:			
Individual Disability	50.9%		48.9%
Voluntary Benefits	43.8%		40.9%
Other Expense Ratio	23.7%		24.9%
Operating Income Ratio	27.5%		26.5%
Persistency:			
Individual Disability	91.3%		90.1%
Voluntary Benefits	76.7%		75.5%

Premium income was higher in the first quarter of 2016 compared to the same period of 2015, driven primarily by favorable persistency and sales growth. Net investment income was higher in the first quarter of 2016 than in the comparable period of 2015 due to growth in the level of invested assets, partially offset by a decrease in yield on invested assets. Other income decreased in the first quarter of 2016 relative to the first quarter of 2015 due primarily to an expected decline in surrender fees as our interest sensitive life products mature.

Benefits experience for the individual disability product line in the first quarter of 2016 was less favorable than the comparable prior year period due primarily to higher new claim activity in the first quarter of 2016. Benefits experience for voluntary benefits in the first quarter of 2016 was less favorable compared to the same period of 2015 due primarily to a prior year release of active life reserves resulting from a higher level of policy terminations during the first quarter of 2015.

Commissions and deferral of acquisition costs were higher in the first quarter of 2016 compared to the same period of 2015 due primarily to sales growth. The amortization of deferred acquisition costs was lower in the first quarter of 2016 compared to the same period of 2015 due primarily to the impact of a higher level of policy terminations in the first quarter of 2015 relative to assumptions for certain issue years within certain product lines. The premium income growth rate in the first quarter of 2016 more than offset the growth rate in other expenses as we continue our focus on expense management, resulting in a decline in the other expense ratio compared to the same period of 2015.

Sales

(in millions of dollars)

	Three Months Ended March 31		
	2016	% Change	2015
Sales by Product			
Group Disability and Group Life and AD&D			
Group Long-term Disability	$ 37.5	0.5 %	$ 37.3
Group Short-term Disability	16.2	(32.5)	24.0
Group Life and AD&D	40.8	(4.9)	42.9
Subtotal	94.5	(9.3)	104.2
Supplemental and Voluntary			
Individual Disability	16.7	35.8	12.3
Voluntary Benefits	125.9	(4.5)	131.9
Subtotal	142.6	(1.1)	144.2
Total Sales	$ 237.1	(4.5)	$ 248.4
Sales by Market Sector			
Group Disability and Group Life and AD&D			
Core Market (< 2,000 lives)	$ 58.2	(19.7)%	$ 72.5
Large Case Market	36.3	14.5	31.7
Subtotal	94.5	(9.3)	104.2
Supplemental and Voluntary	142.6	(1.1)	144.2
Total Sales	$ 237.1	(4.5)	$ 248.4

Sales of our group products decreased in the first quarter of 2016 compared to the same period of 2015, primarily driven by a decline in sales to new customers in the core market segment, partially offset by an increase in sales to existing customers in the large case market segment. The core market segment consists of employee groups with fewer than 2,000 lives. The sales mix in the group market sector for the first quarter of 2016 was approximately 62 percent core market and 38 percent large case market.

Individual disability sales, which are primarily concentrated in the multi-life market, increased in the first quarter of 2016 compared to the same period of 2015 due to increased sales to new and existing customers. The decrease in sales of voluntary benefits was driven by a single large case market sale in the first quarter of 2015, which was partially offset by favorable sales growth to new and existing customer accounts within the core market segment.

Segment Outlook

During 2016, we expect to achieve year over year premium growth resulting from stable persistency and disciplined sales growth. We believe additional improvement in our premium and sales growth rates may occur if the overall economic recovery further accelerates. The low interest rate environment continues to place pressure on our profit margins by impacting net investment income yields. Our net investment income may also be impacted, either favorably or unfavorably, by fluctuations in miscellaneous investment income. As part of our continued pricing discipline and our reserving strategy, we continuously monitor emerging interest rate experience and adjust our pricing and reserve discount rates, as appropriate. The implementation of premium rate increases may unfavorably impact persistency in certain of our product lines. Unfavorable economic conditions could lead to a higher rate of claim incidence, lower levels of claim recoveries, or lower claim discount rates, but we currently expect our group disability benefit ratio for full year 2016 to be generally consistent with the level of 2015. Our amortization of deferred acquisition costs may be unfavorably impacted, particularly in our supplemental and voluntary product line, by higher than expected policy terminations. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly.

We remain confident in our strategy of providing consumers with valuable financial protection benefits, broadening our employer client relationships, and building collaborative partnerships with complementary product manufacturers, technology firms, and distributors. Our continued investment in our franchise includes active client management and a differentiated integrated experience across our product lines. There are significant growth opportunities in each of our markets and within our existing client base, and we continue to invest in the people, processes, and technologies that will allow us to enhance our ability to grow the market over the long term. The planned acquisition of Starmount will broaden our employee benefit offerings but is not expected to materially impact our operating or sales results for 2016.

We believe future profit margin improvement is achievable, driven primarily by our continued product mix shift, expense efficiencies, and consistent operating effectiveness. Underpinning our strategy is our continued commitment to risk management discipline, talent development, and our core values.

Unum UK Segment

The Unum UK segment includes insurance for group long-term disability, group life, and supplemental lines of business which include dental, individual disability, and critical illness. Unum UK's products are 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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Group Long-term Disability	$ 93.1	(3.5)%	$ 96.5
Group Life	28.7	(5.9)	30.5
Supplemental	17.5	45.8	12.0
Total Premium Income	139.3	0.2	139.0
Net Investment Income	26.8	14.0	23.5
Total	166.1	2.2	162.5
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	94.7	4.2	90.9
Commissions	9.0	(25.0)	12.0
Deferral of Acquisition Costs	(2.0)	—	(2.0)
Amortization of Deferred Acquisition Costs	2.7	(3.6)	2.8
Other Expenses	28.1	7.3	26.2
Total	132.5	2.0	129.9
Operating Income	$ 33.6	3.1	$ 32.6

Foreign Currency Translation

The functional currency of Unum UK is the British pound sterling. Unum UK's premium income, 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.

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 strengthens relative to the preceding period, translating pounds into dollars increases current period results relative to the prior period. In periods when the pound weakens, translating pounds into dollars decreases current period results relative to the prior period. The discussion of financial and sales results as follows is based on local currency.

(in millions of pounds, except ratios)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Group Long-term Disability	£ 65.0	2.0%	£ 63.7
Group Life	20.1	(0.5)	20.2
Supplemental	12.2	56.4	7.8
Total Premium Income	97.3	6.1	91.7
Net Investment Income	18.7	21.4	15.4
Other Income	—	(100.0)	0.1
Total	116.0	8.2	107.2
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	66.1	10.4	59.9
Commissions	6.2	(21.5)	7.9
Deferral of Acquisition Costs	(1.4)	7.7	(1.3)
Amortization of Deferred Acquisition Costs	1.9	5.6	1.8
Other Expenses	19.7	13.2	17.4
Total	92.5	7.9	85.7
Operating Income	£ 23.5	9.3	£ 21.5
Weighted Average Pound/Dollar Exchange Rate	1.430		1.516
Operating Ratios (% of Premium Income):			
Benefit Ratio	67.9%		65.3%
Other Expense Ratio	20.2%		19.0%
Operating Income Ratio	24.2%		23.4%
Persistency:			
Group Long-term Disability	87.5%		86.6%
Group Life	79.6%		79.3%
Supplemental	90.5%		87.5%

Premium income was higher in the first quarter of 2016 compared to the same period of 2015 due primarily to growth in the supplemental product line associated with the addition of the dental product offering in the third quarter of 2015. Also contributing to the increase in premium income is sales growth and favorable persistency in our group long-term disability product line.

Net investment income increased in the first quarter of 2016 relative to the same prior year period due primarily to higher income from inflation index-linked bonds which we invest in to support the claim reserves associated with certain of our group policies that provide for inflation-linked increases in benefits. The increase in net investment income attributable to these index-linked bonds was partially offset by an increase in the reserves for future claims payments related to the inflation index-linked group long-term disability and group life policies.

Benefits experience was less favorable in the first quarter of 2016 compared to the first quarter of 2015 due primarily to a higher claim incidence rate and a higher average claim size in our group life product line. Partially offsetting this was favorable benefits experience in our group long-term disability product line due primarily to a lower average claim size, somewhat offset by lower claim recoveries. Benefits experience in the supplemental line of business was less favorable in the first quarter of 2016 as compared to the same period of 2015 due primarily to a higher average claim size in the individual disability product line and the addition of the dental product line, which typically has a higher benefit ratio than other product lines reported in our supplemental line of business.

Commissions were lower in the first quarter of 2016 compared to the same prior year period due primarily to an unusually high level of incentive payments during the first quarter of 2015 which has now returned to more normal levels. The deferral and amortization of acquisition costs during the first quarter of 2016 were generally consistent with the same prior year period. The other expense ratio was higher in the first quarter of 2016 relative to the same period of 2015 driven by volatility in the timing of expenses during 2015 but is below the full year 2015 expense ratio as we continue to focus on expense management initiatives.

Sales

(in millions of dollars and pounds)

	Three Months Ended March 31		
	2016	% Change	2015
Sales by Product			
Group Long-term Disability	$ 10.2	(3.8)%	$ 10.6
Group Life	4.7	(14.5)	5.5
Supplemental	3.5	N.M.	0.6
Total Sales	$ 18.4	10.2	$ 16.7
Sales by Market Sector			
Group Long-term Disability and Group Life			
Core Market (< 500 lives)	$ 8.4	21.7 %	$ 6.9
Large Case Market	6.5	(29.3)	9.2
Subtotal	14.9	(7.5)	16.1
Supplemental	3.5	N.M.	0.6
Total Sales	$ 18.4	10.2	$ 16.7
Sales by Product			
Group Long-term Disability	£ 7.1	1.4 %	£ 7.0
Group Life	3.2	(11.1)	3.6
Supplemental	2.5	N.M.	0.4
Total Sales	£ 12.8	16.4	£ 11.0
Sales by Market Sector			
Group Long-term Disability and Group Life			
Core Market (< 500 lives)	£ 5.9	31.1 %	£ 4.5
Large Case Market	4.4	(27.9)	6.1
Subtotal	10.3	(2.8)	10.6
Supplemental	2.5	N.M.	0.4
Total Sales	£ 12.8	16.4	£ 11.0
N.M. = not a meaningful percentage			

Group long-term disability sales were generally consistent in the first quarter of 2016 compared to the same period of 2015, with growth in sales to both new and existing customers in the core market, or employee groups with fewer than 500 lives. Sales in the large case market declined year over year due to a decrease in sales to new customers.

Group life sales decreased in the first quarter of 2016 compared to the same period of 2015 due to lower sales to both new and existing customers in the large case market, partially offset by higher sales to both new and existing customers in the core market.

The increase in supplemental sales during the first quarter of 2016 compared to the same period of 2015 was due to higher sales in our group critical illness product line as well as the addition of sales related to our new dental product offering.

Segment Outlook

Our primary focus during 2016 remains building on the key capabilities that we believe will enable us to deliver future growth. We expect to further improve our profitability through an increased focus on new to market sales, premium rate increases, and continued pursuit of efficiency opportunities.

We expect the low interest rate environment to continue to contribute to a dampening of overall earnings growth, and unfavorable economic conditions may lead to a higher rate of claim incidence, lower levels of claim recoveries, or lower claim discount rates. As part of our continued pricing discipline and our reserving strategy, we continuously monitor emerging interest rate experience and adjust our pricing and reserve discount rates, as appropriate. We believe the current low levels of inflation in the U.K., despite the slight increase in the first quarter of 2016, may continue to adversely impact our index-linked net investment income, with an expected corresponding reduction in the cost of benefits. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly.

We remain committed to driving growth in the U.K. market. We will continue to follow a disciplined approach to new sales activity in the competitive pricing environment. We do, however, see genuine opportunities to grow the market in the U.K. through establishing new relationships with employers, deepening the level of coverage with our existing corporate clients, and through new offerings such as our dental product. We anticipate returning to more normal levels of premium growth as our rate increases continue to be placed in the market and as we continue to increase sales to new and existing customers. We have seen some positive results in terms of new to market sales and increased coverage in existing cases. We believe the outlook for higher levels of employment, increases in corporate payrolls, and expansion of benefit spending is beginning to improve and will positively impact our sales and operating results. In addition, we continue to focus on new market opportunities by raising awareness of the need for income protection. Expanding group long-term disability market penetration remains a significant opportunity and priority.

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 independent contractor 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)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Accident, Sickness, and Disability	$ 205.6	4.6%	$ 196.5
Life	67.7	8.7	62.3
Cancer and Critical Illness	77.9	6.1	73.4
Total Premium Income	351.2	5.7	332.2
Net Investment Income	34.0	(8.1)	37.0
Other Income	0.3	100.0	—
Total	385.5	4.4	369.2
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	178.9	5.0	170.4
Commissions	77.8	6.0	73.4
Deferral of Acquisition Costs	(65.6)	4.3	(62.9)
Amortization of Deferred Acquisition Costs	51.0	6.0	48.1
Other Expenses	66.0	5.4	62.6
Total	308.1	5.7	291.6
Operating Income	$ 77.4	(0.3)	$ 77.6
Operating Ratios (% of Premium Income):			
Benefit Ratio	50.9%		51.3%
Other Expense Ratio	18.8%		18.8%
Operating Income Ratio	22.0%		23.4%
Persistency:			
Accident, Sickness, and Disability	74.8%		75.5%
Life	84.7%		85.4%
Cancer and Critical Illness	81.6%		83.8%
N.M. = not a meaningful percentage			

Premium income increased in the first quarter of 2016 relative to the same period of 2015 as a result of sales growth in all lines of business, partially offset by a decline in persistency. Net investment income was lower in the first quarter of 2016 relative to the same period of 2015 due to lower miscellaneous investment income and a decrease in yield on invested assets, partially offset by an increase in the level of invested assets.

Benefits experience was favorable in the first quarter of 2016 as compared to the same period of 2015, driven primarily by favorable claims experience in the accident, sickness, and disability and critical illness product lines.

Commissions and the deferral of acquisition costs were higher in the first quarter of 2016 compared to the same period of 2015 due primarily to higher sales. The amortization of deferred acquisition costs was higher in the first quarter of 2016 compared to same period of 2015 due primarily to growth in the level of the deferred asset. The other expense ratio in the first quarter of 2016 was consistent with the same period of 2015, with the growth rate in expenses generally commensurate with our premium growth rate.

Sales

(in millions of dollars)

	Three Months Ended March 31		
	2016	% Change	2015
Sales by Product			
Accident, Sickness, and Disability	$ 58.3	18.3%	$ 49.3
Life	17.0	6.9	15.9
Cancer and Critical Illness	14.6	18.7	12.3
Total Sales	$ 89.9	16.0	$ 77.5
Sales by Market Sector			
Commercial			
Core Market (< 1,000 lives)	$ 62.0	11.3%	$ 55.7
Large Case Market	10.2	39.7	7.3
Subtotal	72.2	14.6	63.0
Public Sector	17.7	22.1	14.5
Total Sales	$ 89.9	16.0	$ 77.5

Sales were higher in the first quarter of 2016 as compared to the same period of 2015 due to growth in new and existing customer account sales. Commercial market sales increased in the first quarter of 2016 as compared to the same period of 2015 due to higher new and existing customer account sales in both the core market, which we define as accounts with fewer than 1,000 lives, and in the large case market. The growth in our public sector market sales for the first quarter of 2016 was attributable to increases in both new and existing customer account sales. The number of new accounts increased 23.0 percent in the first quarter of 2016 relative to the same period of 2015, and the average new case size increased 0.7 percent.

Segment Outlook

We expect to see continued favorable sales and premium growth trends in 2016. Volatility in net investment income is likely to continue as a result of fluctuations in miscellaneous investment income. We expect our annual benefit ratio for 2016 to be generally consistent with the level of 2015. While we expect the low interest rate environment to continue to pressure our profit margins, we believe our underlying profitability will remain strong.

Disciplined execution of our growth strategy should deliver sales and premium growth that are in line with long-term expectations. Unfavorable U.S. economic conditions and the increasing competition in the voluntary market are seen as external risks to achievement of our business plans. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly.

We believe our success will be driven primarily by execution in the core commercial and public sector segments and through expansion of the overall market. We believe the current market environment offers considerable opportunities to meet the emerging needs of employers, brokers, and consumers. We intend to continue to focus on growth, the customer experience, productivity, and talent development. Key drivers in our 2016 plan include a focus on strategic growth markets, distribution expansion, third-party connectivity, enrollment solutions, service capabilities, and operational excellence.

Closed Block Segment

The Closed Block segment consists of individual disability, group and individual long-term care, and other insurance products no longer actively marketed. The individual disability line of business in this segment generally consists of policies we sold prior to the mid-1990s and entirely discontinued selling in 2004, other than update features contractually allowable on existing policies. We discontinued offering individual long-term care in 2009 and group long-term care in 2012. Other insurance products include group pension, individual life and corporate-owned life insurance, reinsurance pools and management operations, and other miscellaneous product lines.

Operating Results

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

(in millions of dollars, except ratios)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Premium Income			
Individual Disability	$ 133.6	(8.8)%	$ 146.5
Long-term Care	161.7	2.2	158.2
All Other	0.4	100.0	0.2
Total Premium Income	295.7	(3.0)	304.9
Net Investment Income	333.4	4.1	320.4
Other Income	22.4	(3.4)	23.2
Total	651.5	0.5	648.5
Benefits and Expenses			
Benefits and Change in Reserves for Future Benefits	554.0	0.2	552.7
Commissions	24.1	(5.9)	25.6
Interest and Debt Expense	1.7	—	1.7
Other Expenses	38.0	(9.1)	41.8
Total	617.8	(0.6)	621.8
Operating Income	$ 33.7	26.2	$ 26.7
Interest Adjusted Loss Ratios:			
Individual Disability	84.0%		80.0%
Long-term Care	88.9%		87.3%
Operating Ratios (% of Premium Income):			
Other Expense Ratio	12.9%		13.7%
Operating Income Ratio	11.4%		8.8%
Persistency:			
Individual Disability	90.9%		91.3%
Long-term Care	95.5%		95.3%

Premium income for individual disability decreased in the first quarter of 2016 compared to the same period of 2015 due to expected policy terminations and maturities. Premium income for long-term care increased slightly due to rate increases and stable persistency. We continue to file requests with various state insurance departments for premium rate increases on certain of our individual and group long-term care policies. The rate increases reflect current interest rates and claims experience, higher expected future claims, longevity, persistency, and other factors related to pricing long-term care coverage. In states for which a rate increase is submitted and approved, we routinely provide customers options for coverage changes or other approaches that might fit their current financial and insurance needs.

Net investment income was higher in the first quarter of 2016 relative to the same period of 2015 due to higher miscellaneous investment income and an increase in the level of invested assets. Other income, which includes the underlying results of certain blocks of individual disability reinsured business and the net investment income thereon, was consistent in the first quarter of 2016 relative to the same period of 2015.

Individual disability benefits experience for the first quarter of 2016 was unfavorable compared to the same period of 2015 due primarily to a slight reduction in the claim reserve discount rate to recognize the impact on future portfolio yields from the higher than normal level of bond tenders during the first quarter of 2016. Long-term care benefits experience was unfavorable in the first quarter of 2016 compared to the same period of 2015 due primarily to a higher average submitted claim size.

The other expense ratio in the first quarter of 2016 was lower than the same period of 2015 due to our continued focus on operating effectiveness and expense management.

Segment Outlook

We intend to continue our focus on operational effectiveness, rate increases, enhancement of our experience analysis tools, and capital management. We expect operating revenue to decline over time as these closed blocks of business wind down, although we anticipate additional premium income associated with long-term care rate increases. We will likely experience volatility in net investment income due to fluctuations of miscellaneous investment income. We continuously monitor key indicators to assess our risks and attempt to adjust our business plans accordingly. We expect the low interest rate environment to continue to place pressure on our earnings and the adequacy of our reserves.

Profitability of our long-tailed products is affected by claims experience related to mortality and morbidity, investment returns, premium rate increases, and persistency. We believe that the interest adjusted loss ratios for the individual disability and long-term care lines of business will be relatively flat over the long term, but these product lines may continue to experience quarterly volatility, particularly in the near term for our long-term care product lines as our claim block matures. Claim resolution rates, which measure the resolution of claims from recovery, deaths, settlements, and benefit expirations, are very sensitive to operational and external factors 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 any of our reserve assumptions, including, but not limited to, interest rates, mortality, morbidity, premium rate increases, benefit change elections, and persistency, could result in a material impact on the adequacy of our reserves, including adjustments to reserves established under loss recognition.

Corporate Segment

The Corporate 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.

Operating Results

(in millions of dollars)

	Three Months Ended March 31		
	2016	% Change	2015
Operating Revenue			
Net Investment Income	$ 4.8	(21.3)%	$ 6.1
Other Income	0.3	—	0.3
Total	5.1	(20.3)	6.4
Interest and Other Expenses	36.9	1.7	36.3
Operating Loss	$ (31.8)	(6.4)	$ (29.9)

The operating loss was higher in the first quarter of 2016 compared to the same period of 2015 due primarily to a decline in net investment income, which was driven by a decrease in yield on invested assets and lower miscellaneous investment income.

Segment Outlook

We expect the low interest rate environment to continue to place pressure on investment income. We are currently holding capital at our insurance subsidiaries and holding companies at levels that exceed our long-term requirements, and we expect to continue to generate excess capital on an annual basis through our statutory earnings. While we intend to maintain our disciplined approach to risk management, we believe we are well positioned with substantial flexibility to preserve our capital strength and at the same time explore opportunities to deploy the excess capital that is generated.

Investments

Overview

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. 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 limit interest rate risk. We may redistribute investments among 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 what we believe to be the most appropriate investment strategy, as well as to limit the risk of disadvantageous outcomes. Although we test the asset and liability portfolios under various interest rate scenarios as part of our modeling, the majority of our liabilities related to insurance contracts are not interest rate sensitive, and we therefore have minimal exposure to policy withdrawal risk. Our determination of investment strategy relies on long-term measures such as reserve adequacy analysis and the relationship between the portfolio yields supporting our various product lines and the aggregate discount rate assumptions embedded in the reserves. We also use this analysis in determining hedging strategies and utilizing derivative financial instruments for managing interest rate risk and

the risk related to matching duration for our assets and liabilities. We do not use derivative financial instruments for speculative purposes.

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 emphasis on risk management in our investment portfolio, including credit and interest rate management, has positioned us well and generally reduced the volatility in our results.

Fixed Maturity Securities

The fair values and associated unrealized gains and losses of our fixed maturity securities portfolio, by industry classification, are as follows:

Fixed Maturity Securities - By Industry Classification
As of March 31, 2016

(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	$ 2,408.8	$ 138.6	$ 577.6	$ 48.5	$ 1,831.2	$ 187.1
Capital Goods	4,152.3	485.3	308.3	10.9	3,844.0	496.2
Communications	3,068.6	403.8	273.5	21.6	2,795.1	425.4
Consumer Cyclical	1,559.9	160.9	161.2	3.8	1,398.7	164.7
Consumer Non-Cyclical	6,335.8	777.5	344.7	16.6	5,991.1	794.1
Energy	4,937.7	18.9	1,968.4	297.4	2,969.3	316.3
Financial Institutions	3,444.9	329.0	232.4	3.0	3,212.5	332.0
Mortgage/Asset-Backed	2,480.4	200.6	62.6	0.4	2,417.8	201.0
Sovereigns	1,077.9	182.2	—	—	1,077.9	182.2
Technology	1,432.9	76.3	228.8	12.1	1,204.1	88.4
Transportation	1,793.9	242.0	147.4	4.9	1,646.5	246.9
U.S. Government Agencies and Municipalities	3,762.9	610.2	94.5	1.5	3,668.4	611.7
Public Utilities	8,243.2	1,269.2	211.2	3.8	8,032.0	1,273.0
Total	$ 44,699.2	$ 4,894.5	$ 4,610.6	$ 424.5	$ 40,088.6	$ 5,319.0

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 March 31, 2016 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 March 31, 2016. The decrease in the unrealized loss on fixed maturity securities during the first quarter of 2016 was due primarily to a decrease in U.S. Treasury rates.

Unrealized Loss on Investment-Grade Fixed Maturity Securities
Length of Time in Unrealized Loss Position

(in millions of dollars)

	2016	2015			
	March 31	December 31	September 30	June 30	March 31
Fair Value < 100% >= 70% of Amortized Cost					
<= 90 days	$ 15.7	$ 73.2	$ 34.0	$ 103.9	$ 3.0
> 90 <= 180 days	34.0	56.0	108.4	15.6	5.7
> 180 <= 270 days	26.3	157.9	17.2	8.7	—
> 270 days <= 1 year	68.9	24.9	15.5	0.1	—
> 1 year <= 2 years	24.2	17.3	0.1	0.6	7.4
> 2 years <= 3 years	3.3	9.7	10.2	11.9	1.3
> 3 years	2.5	2.9	0.1	0.1	0.1
Sub-total	174.9	341.9	185.5	140.9	17.5
Fair Value < 70% >= 40% of Amortized Cost					
> 90 <= 180 days	—	3.8	9.0	—	—
> 180 <= 270 days	—	11.1	—	—	—
> 1 year <= 2 years	—	3.6	—	—	—
Sub-total	—	18.5	9.0	—	—
Total	$ 174.9	$ 360.4	$ 194.5	$ 140.9	$ 17.5

Unrealized Loss on Below-Investment-Grade Fixed Maturity Securities
Length of Time in Unrealized Loss Position

(in millions of dollars)

	2016	2015			
	March 31	December 31	September 30	June 30	March 31
Fair Value < 100% >= 70% of Amortized Cost					
<= 90 days	$ 3.7	$ 10.2	$ 36.4	$ 21.7	$ 2.5
> 90 <= 180 days	4.5	50.8	58.7	1.2	29.1
> 180 <= 270 days	41.5	51.1	3.7	15.9	15.5
> 270 days <= 1 year	43.0	1.3	14.1	11.5	—
> 1 year <= 2 years	38.7	34.5	21.8	1.6	9.1
> 2 years <= 3 years	11.3	15.0	16.4	9.4	0.4
> 3 years	10.5	5.3	8.6	5.9	3.2
Sub-total	153.2	168.2	159.7	67.2	59.8
Fair Value < 70% >= 40% of Amortized Cost					
<= 90 days	—	—	—	—	—
> 90 <= 180 days	—	9.6	6.3	—	8.0
> 180 <= 270 days	22.8	21.6	—	—	4.6
>270 days <= 1 year	33.9	4.1	20.8	—	—
> 1 year <= 2 years	26.0	21.8	1.9	—	—
> 2 years <= 3 years	13.5	7.6	8.9	—	—
> 3 years	0.2	5.0	0.2	—	—
Sub-total	96.4	69.7	38.1	—	12.6
Fair Value <= 40% of Amortized Cost					
> 180 <= 270 days	—	20.4	—	—	—
>270 days <= 1 year	—	—	—	7.8	—
> 1 year <= 2 years	—	10.3	—	—	—
> 2 years <= 3 years	—	13.3	—	—	—
Sub-total	—	44.0	—	7.8	—
Total	$ 249.6	$ 281.9	$ 197.8	$ 75.0	$ 72.4

The following table shows our fixed maturity securities with a gross unrealized loss of $10.0 million or greater, by industry type. We held no securities at March 31, 2016 with a gross unrealized loss of $20.0 million or greater.

Gross Unrealized Losses $10.0 Million or Greater on Fixed Maturity Securities
As of March 31, 2016

(in millions of dollars)

Classification	Fair Value	Gross Unrealized Loss	Number of Issuers
Investment-Grade			
Energy	$ 210.2	$ 27.0	2
Below-Investment-Grade			
Energy	$ 68.0	$ 53.6	4

During the first quarter of 2016, we recognized an other-than-temporary impairment loss of $11.6 million on fixed maturity securities issued by a large U.S.-based energy company. At the time of the impairment loss, the company had a high debt-to-equity ratio, and its projected liquidity had decreased significantly as a result of the declines in oil prices and the likelihood that prices may stay at depressed levels for an extended period of time. The company has assets it can sell, but liquidation may be difficult in the current environment. Additionally, the lower oil prices resulted in the company's banks significantly reducing the availability on the company's revolving line of credit. 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 the first quarter of 2016, we also recognized two smaller other-than-temporary impairment losses on fixed maturity securities issued by energy companies. These two losses combined totaled $9.5 million.

We had no individual realized investment losses of $10.0 million or greater from the sale of fixed-maturity securities during the first quarters of 2016 and 2015 and no individual realized investment losses of $10.0 million or greater from other-than-temporary impairments during the first quarter of 2015.

At March 31, 2016, we had minimal exposure to investments for which the payment of interest and principal is guaranteed under a financial guaranty insurance policy, and the securities in aggregate have a weighted average credit rating of investment-grade absent the guaranty insurance policy. At March 31, 2016, we held $139.4 million fair value ($128.4 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.

At March 31, 2016, our mortgage/asset-backed securities had an average life of 4.45 years, effective duration of 4.50 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. One of the risks 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 no exposure to subprime mortgages, "Alt-A" loans, or collateralized debt obligations in our investment portfolios. 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. The credit quality of our mortgage-backed securities portfolio has not been negatively impacted by the 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 March 31, 2016, the amortized cost and fair value of our below-investment-grade fixed maturity securities was $3,544.3 million and $3,393.4 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.

Our investments in issuers in foreign countries are chosen for specific portfolio management purposes, including asset and liability management and portfolio diversification across geographic lines and sectors to minimize non-market risks. In our approach to investing in fixed maturity securities, specific investments within approved countries and industry sectors are evaluated for their market position and specific strengths and potential weaknesses. For each security, we consider the political, legal, and financial environment of the sovereign entity in which an issuer is domiciled and operates. The country of domicile is based on consideration of the issuer's headquarters, in addition to location of the assets and the country in which the majority of sales and earnings are derived. We do not have exposure to foreign currency risk, as the cash flows from these investments are either denominated in currencies or hedged into currencies to match the related liabilities. We continually evaluate our foreign investment risk exposure. Our monitoring is heightened for investments in certain countries due to our concerns over the current economic and political environments, and we believe these investments are more vulnerable to potential credit problems. At March 31, 2016, we had minimal exposure in those countries and had no direct exposure to financial institutions of those countries.

Fixed Maturity Securities - Energy Sector

Our investment portfolio has exposure to companies whose businesses are negatively impacted by lower oil and natural gas prices. These include exploration and production companies, refineries, midstream and pipeline companies, and oilfield service businesses. The sharp drop in the price of oil has put pressure on the earnings and cash flows of some of these businesses. The degree to which a business is affected by oil and gas prices can vary greatly depending on, among other things, its energy subsector, exposure to different types of oil and gas within a subsector, geographic locations, cost structure flexibility, capital structure, and hedging policies. At March 31, 2016, approximately one-third of our exposure to the energy sector was represented by the independent and oilfield subsectors where demand for products is highly correlated with oil and gas prices. The remaining two-thirds of our exposure to the energy sector was represented by the midstream, integrated, refining, and other energy subsectors, which tend to be more correlated to product volume sales as opposed to the commodity price. The majority of our energy sector holdings are investment-grade fixed maturity securities. At March 31, 2016, the fair value of investment-grade fixed maturity securities in the energy sector was $4,334.9 million, with a gross unrealized gain of $315.6 million and a gross unrealized loss of $118.8 million. The fair value of below-investment-grade fixed maturity securities in the energy sector was $602.8 million, with a gross unrealized gain of $0.7 million and a gross unrealized loss of $178.6 million.

We perform sensitivity analysis on all energy-related investments in our portfolios, using different oil and gas price scenarios, and we continue to closely monitor this situation. While downgrades and impairments may occur, we currently believe that the impact would not materially alter our financial position or capital plans. If oil prices were to remain at the current depressed levels for a period of several years, we would expect losses on these investments to increase. The following table shows additional information related to our holdings in the energy sector.

Fixed Maturity Securities - Energy Sector
At March 31, 2016

(in millions of dollars)

Classification by Subsector	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
Midstream	$ 2,133.3	$ (1.4)	$ 969.7	$ 95.8	$ 1,163.6	$ 94.4
Oil and Gas-Independent	1,428.6	(83.4)	763.9	157.4	664.7	74.0
Oil Field	189.7	(27.2)	115.2	35.3	74.5	8.1
Oil-Integrated	856.1	120.0	51.4	2.3	804.7	122.3
Oil-Refining	278.2	9.1	58.5	6.3	219.7	15.4
Other Energy	51.8	1.8	9.7	0.3	42.1	2.1
Total	$ 4,937.7	$ 18.9	$ 1,968.4	$ 297.4	$ 2,969.3	$ 316.3

Mortgage Loans

Our mortgage loan portfolio was $1,881.3 million and $1,883.6 million on an amortized cost basis at March 31, 2016 and December 31, 2015, respectively. Our mortgage loan portfolio is comprised entirely of commercial mortgage loans. 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.

We held no impaired mortgage loans at March 31, 2016 or December 31, 2015.

Derivative Financial Instruments

We use derivative financial instruments primarily to manage reinvestment, duration, foreign currency, and credit risks. Historically, we have utilized current and forward interest rate swaps and options on forward interest rate swaps and U.S. Treasury rates, current and forward currency swaps, forward treasury locks, currency forward contracts, forward contracts on specific fixed income securities, and credit default swaps. Our current credit exposure on derivatives, which is limited to the value of those contracts in a net gain position, including accrued interest receivable less collateral held, was de minimis at March 31, 2016. We held $27.1 million of cash collateral from our counterparties at March 31, 2016. The carrying value of fixed maturity securities posted as collateral to our counterparties was $38.1 million at March 31, 2016. We had no cash collateral posted to our counterparties at March 31, 2016. We believe that our credit risk is mitigated by our use of multiple counterparties, all of which have an investment-grade credit rating, and by our use of cross-collateralization agreements.

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 $48.8 million and $36.8 million on a fair value basis at March 31, 2016 and December 31, 2015, respectively.

For further information see "Investments" in Part I, Item 1 and "Critical Accounting Estimates" and "Investments" in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2015, and Notes 4 and 5 of the "Notes to Consolidated Financial Statements" contained herein in Item 1.

Liquidity and Capital Resources

Overview

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 additional sources 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 and adversely impact the price we receive for such securities, 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 dividends to our stockholders or meet our debt and other payment obligations. As requirements of Dodd-Frank continue to take effect in 2016 and in subsequent years, to the extent that we enter into derivatives that are subject to centralized exchanges and cleared through a regulated clearinghouse, we may be subject to stricter collateral requirements which could have an adverse effect on our overall liquidity.

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.

As previously discussed, we entered into a definitive agreement to acquire Starmount for a purchase price of $127 million plus net assets received. We expect to fund the acquisition through holding company cash and some incremental debt. The transaction, which we anticipate will close by the end of the third quarter of 2016, is not expected to materially impact our results of operations or financial position for 2016 or alter our share repurchase and common stock dividend strategy.

Cash equivalents and marketable securities held at Unum Group and our intermediate holding companies are a significant source of liquidity for us and were $478 million and $475 million at March 31, 2016 and December 31, 2015, respectively. The March 31, 2016 balance, which includes approximately $61 million held in certain of our foreign subsidiaries in the U.K., was comprised primarily of commercial paper, fixed maturity securities with a current average maturity of 3.4 years, and various money-market funds. No significant restrictions exist on our ability to use or access these funds. We currently have no intent, nor do we foresee a need, to repatriate funds from our foreign subsidiaries in the U.K. We believe we hold domestic resources sufficient to fund our liquidity requirements for the next 12 months. If we repatriate additional funds from our subsidiaries in the U.K., the amounts repatriated would be subject to repatriation tax effects which generally equal the difference in the U.S. tax rate and the U.K. tax rate.

As part of our capital deployment strategy, we have in recent years repurchased shares of Unum Group's common stock, as authorized by our board of directors. Our current share repurchase program was approved by our board of directors in May 2015 and authorizes the repurchase of up to $750 million of common stock through November 2016, with the pace of repurchase activity to depend upon various factors such as the level of available cash, alternative uses for cash, and our stock price. During the first three months of 2016, we repurchased 3.7 million shares at a cost of $100 million. The dollar value of shares remaining under the current repurchase program was $402 million at March 31, 2016. See Note 9 of the "Notes to Consolidated Financial Statements" contained herein in Item 1.

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 dividends, operating and investment management fees, and/or interest payments on loans from the parent to a subsidiary.

Restrictions under applicable state insurance laws limit the amount of 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 U.S., 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 dividends to a parent company from a life insurance subsidiary is generally further limited to the amount of unassigned funds.

Certain of our domestic insurance subsidiaries cede blocks of business to Northwind Reinsurance Company (Northwind Re) and Fairwind Insurance Company (Fairwind), both of which are affiliated captive reinsurance subsidiaries domiciled in the United States with Unum Group as the ultimate parent. The ability of Northwind Re and Fairwind to pay dividends to their respective parent companies will depend on their satisfaction of applicable regulatory requirements and on the performance of the business reinsured by Northwind Re and Fairwind.

The ability of Unum Group and certain of its intermediate holding company subsidiaries to continue to receive dividends from their insurance subsidiaries also depends on additional factors such as RBC ratios and capital adequacy and/or solvency requirements, funding growth objectives at an affiliate level, and maintaining appropriate capital adequacy ratios to support desired ratings.

Unum Group and/or certain of its intermediate holding company subsidiaries may also receive dividends from our U.K. subsidiaries, the payment of which may be subject to applicable insurance company regulations and capital guidance in the U.K. As of January 1, 2016, Solvency II, a European Union directive that prescribes new capital requirements and risk management standards for the European insurance industry, replaced the previous capital requirements for Unum Limited. Our European holding company is also subject to the Solvency II requirements relevant to insurance holding companies, while its subsidiaries (the Unum European Economic Area (EEA) Group), which includes Unum Limited, are subject to group supervision under Solvency II. The Unum EEA Group received approval from the U.K. Prudential Regulation Authority to use its own internal model for calculating regulatory capital and also received approval for certain associated regulatory

permissions including transitional relief as the Solvency II capital regime is implemented. As a result, there is no material change to capital requirements or to solvency ratios for the Unum EEA Group.

The payment of dividends to the parent company from our subsidiaries also requires the approval of the individual subsidiary's board of directors.

During 2016, we intend to maintain a level of capital in our U.S. and U.K. insurance subsidiaries above the applicable capital adequacy requirements and minimum solvency margins.

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.

Funding for Employee Benefit Plans

During the first three months of 2016 we made contributions of $20.6 million and £1.0 million to our U.S. and U.K. defined contribution plans, respectively, and expect to make additional contributions of approximately $49 million and £3 million during the remainder of 2016. We do not expect to make contributions to our U.S. or U.K. qualified defined benefit pension plans during 2016. We have met all minimum pension funding requirements set forth by the Employee Retirement Income Security Act. We have estimated our future funding requirements under the Pension Protection Act of 2006 and under applicable U.K. law and do not believe that any future funding requirements will cause a material adverse effect on our liquidity.

Debt

At March 31, 2016, we had short-term debt of $351.4 million, consisting of our 7.125% notes due in the third quarter of 2016 and the related deferred debt cost and fair value hedge liability. Our long-term debt balance at March 31, 2016 was $2,442.5 million and consisted primarily of secured and unsecured senior notes and junior subordinated debt securities. Our short-term and long-term debt carrying values are reduced by deferred debt issuance costs, net of accumulated amortization, of $0.3 million and $25.8 million at March 31, 2016, respectively, as a result of our adoption, as of January 1, 2016, of an accounting update issued by the Financial Accounting Standards Board that changes the presentation of such costs on the balance sheet. See Note 2 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further information.

Northwind Holdings made principal payments on its floating rate, senior secured non-recourse notes of $13.2 million in the first three months of 2016.

In March 2016, we amended the terms of our five-year $400.0 million credit facility, which was previously set to expire in 2018, to extend through March 2021. At March 31, 2016, letters of credit totaling $2.1 million had been issued from the credit facility, but there were no borrowed amounts outstanding.

There are no significant financial covenants associated with any of our outstanding debt obligations. We continually monitor our compliance with our debt covenants and remain in compliance. We have not observed any current trends that would cause a breach of any debt covenants. See Note 11 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 and "Debt" and Note 8 of the "Notes to Consolidated Financial Statements" contained in Part II, Items 7 and 8, respectively, of our annual report on Form 10-K for the year ended December 31, 2015 for further discussion.

Commitments

At March 31, 2016, we had unfunded unconditional commitments of $4.8 million to fund tax credit partnership investments and $22.7 million to fund the purchase of transferable state tax credits. These commitments are recognized as liabilities in our consolidated balance sheets, with a corresponding recognition of other long-term investments and other assets, respectively. In addition, we had commitments of $107.9 million to fund certain investments in private placement fixed maturity securities, $282.8 million to fund certain private equity partnerships, and $83.5 million to fund certain commercial mortgage loans, which may or may not be funded.

With respect to our commitments and off-balance sheet arrangements, see the discussion under "Commitments" in Part II, Item 7 of our annual report on Form 10-K for the year ended December 31, 2015. During the first three months of 2016, there were no substantive changes in our commitments, contractual obligations, or other off-balance sheet arrangements other than the changes noted herein.

Transfers of Financial Assets

Our investment policy permits us to lend fixed maturity securities to unaffiliated financial institutions in short-term securities lending agreements, which increases our investment income with minimal risk. We account for all of our securities lending agreements and repurchase agreements as secured borrowings. We had $48.8 million of securities lending agreements outstanding at March 31, 2016 which were collateralized by cash and reported as payables for collateral on investments in our consolidated balance sheets. The cash received as collateral was reinvested in short-term investments. The average balance during the first three months of 2016 was $58.5 million, and the maximum amount outstanding at any month end was $63.9 million. In addition, at March 31, 2016, we had $152.2 million of off-balance sheet securities lending agreements which were collateralized by securities that we were neither permitted to sell nor control. The average balance of these off-balance sheet transactions during the first three months of 2016 was $152.3 million, and the maximum amount outstanding at any month end was $155.7 million.

We had no repurchase agreements outstanding at March 31, 2016, nor did we utilize any repurchase agreements during the first three months of 2016. Our use of repurchase agreements and securities lending agreements can fluctuate during any given period and will depend on our liquidity position, the availability of long-term investments that meet our purchasing criteria, and our general business needs.

Certain of our U.S. insurance subsidiaries are members of regional Federal Home Loan Banks (FHLB). As of March 31, 2016, we owned $30.9 million of FHLB common stock and had obtained $350.0 million in advances from the regional FHLBs for the purpose of purchasing fixed maturity securities.

See Note 4 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further information.

Consolidated Cash Flows

(in millions of dollars)

	Three Months Ended March 31	
	2016	2015
Net Cash Provided by Operating Activities	$ 293.3	$ 400.1
Net Cash Used by Investing Activities	(110.5)	(233.6)
Net Cash Used by Financing Activities	(175.0)	(184.9)
Net Increase (Decrease) in Cash and Bank Deposits	$ 7.8	$ (18.4)

Operating Cash Flows

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 policy renewals and growth of existing business, renewal price increases, and persistency. Investment income growth is dependent on the growth in the underlying assets supporting our insurance reserves and capital and on the earned yield. 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 affected partially by the growth and aging of the block of business and also by the general economy, as previously discussed in the operating results by segment.

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. Our investment strategy is to match the cash flows and durations of our assets with the cash flows and durations of our liabilities to meet the funding requirements of our business. When market opportunities arise we may sell selected securities and reinvest the proceeds to improve the yield and credit quality of our portfolio. We may at times also sell selected securities and reinvest the proceeds to improve the duration matching of our assets and liabilities and/or re-balance our portfolio. As a result, sales before maturity may vary from period to period. The sale and purchase of short-term investments is influenced by our securities lending program and by the amount of cash which is at times

held in short-term investments to facilitate the availability of cash to fund the purchase of appropriate long-term investments and/or to fund our capital deployment program.

See Notes 4 and 5 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 for further information.

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.

During the first quarters of 2016 and 2015, we made principal payments of $13.2 million and $29.1 million, respectively, on our senior secured non-recourse notes issued by Northwind Holdings.

Cash used to repurchase shares of Unum Group's common stock during the first quarters of 2016 and 2015 was $108.8 million and $108.1 million, respectively, with a portion of the cash used in the first quarter of 2016 related to the settlement of amounts due on shares purchased in the fourth quarter of 2015. During the first quarters of 2016 and 2015, we paid dividends of $45.2 million and $42.3 million, respectively, to holders of Unum Group's common stock.

See Notes 9 and 11 of the "Notes to Consolidated Financial Statements" contained herein in Item 1 and "Debt" contained in this Item 2 for further information.

Ratings

AM Best, Fitch Ratings (Fitch), Moody's Investors Service (Moody's), and Standard & Poor's Rating Services (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 outlook as well as 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
Outlook	Stable	Stable	Stable	Stable
Issuer Credit Ratings	bbb	BBB	Baa2	BBB
Financial Strength Ratings				
Provident Life and Accident	A	A	A2	A
Provident Life and Casualty	A	A	NR	NR
Unum Life of America	A	A	A2	A
First Unum Life	A	A	A2	A
Colonial Life & Accident	A	A	A2	A
Paul Revere Life	A	A	A2	A
Unum Insurance Company	B++	A	A2	NR
Unum Limited	NR	NR	NR	A-

NR = not rated

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. There have been no changes in any of the rating agencies' outlook statements or ratings during 2016 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 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 our 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 our annual report on Form 10-K for the year ended December 31, 2015 for further information regarding our debt and financial strength ratings and the risks associated with rating changes.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are subject to various market risk exposures including interest rate risk and foreign exchange rate risk. With respect to our exposure to market risk, see the discussion under "Investments" in Item 2 of this Form 10-Q and in Part II, Item 7A of our annual report on Form 10-K for the year ended December 31, 2015. During the first three months of 2016, there was no substantive change to our market risk or the management of this risk.

ITEM 4. CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, as of the end of the period covered by this quarterly report. We assessed those controls based on criteria established in the 2013 Internal Control - Integrated Framework from the Committee of Sponsoring Organizations of the Treadway Commission. Based on that evaluation, these officers concluded that our disclosure controls and procedures were effective as of March 31, 2016.

There have been no changes in our internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended, during the quarter ended March 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Refer to Part I, Item 1, Note 10 of the "Notes to Consolidated Financial Statements" for information on legal proceedings.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in our annual report on Form 10-K for the year ended December 31, 2015.

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

The following table provides information about our share repurchase activity for the first quarter of 2016:

	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share (1)	(c) Total Number of Shares Purchased as Part of Publicly Announced Program (2)	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Program (2)
January 1, 2016 - January 31, 2016	—	$ —	—	$ 502,346,496
February 1 - February 29, 2016	3,045,000	26.63	3,045,000	421,250,427
March 1 - March 31, 2016	612,100	30.90	612,100	402,336,097
Total	3,657,100		3,657,100	

(1) The average price paid per share excludes the cost of commissions.

(2) In May 2015, our board of directors authorized the repurchase of up to $750 million of Unum Group's common stock through November 21, 2016.

ITEM 6. EXHIBITS

Index to Exhibits

Exhibit 3.1	Amended and Restated Bylaws of Unum Group, effective February 24, 2016 (incorporated by reference to Exhibit 3.1 of Unum Group's Form 8-K filed on February 26, 2016).
Exhibit 10.1	Second Amendment to Credit Agreement, dated as of March 16, 2016, among Unum Group, as Borrower, the lenders party thereto, and Wells Fargo Bank, National Association, as Administrative Agent.
Exhibit 10.2	Form of Restricted Stock Unit Agreement with Employee for awards in 2016 under the Unum Group Stock Incentive Plan of 2012.
Exhibit 10.3	Form of Performance Share Unit Agreement with Employee for awards in 2016 under the Unum Group Stock Incentive Plan of 2012.
Exhibit 31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101	The following financial statements from Unum Group's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed on April 28, 2016, formatted in XBRL: (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Stockholders' Equity, (v) Consolidated Statements of Cash Flows, (vi) the Notes to Consolidated Financial Statements.

SIGNATURES

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

Unum Group
(Registrant)

Date: April 28, 2016	By:	/s/ Richard P. McKenney
		Richard P. McKenney
		President and Chief Executive Officer
Date: April 28, 2016	By:	/s/ John F. McGarry
		John F. McGarry
		Executive Vice President and Chief Financial Officer

SECOND AMENDMENT TO CREDIT AGREEMENT

THIS SECOND AMENDMENT TO CREDIT AGREEMENT, dated as of March 16, 2016 (this "Second Amendment"), is made among Unum Group, a Delaware corporation (the "Borrower"), the lenders party hereto, and Wells Fargo Bank, National Association, as administrative agent for the Lenders (the "Administrative Agent").

RECITALS

A. Reference is hereby made to the Credit Agreement dated as of August 29, 2013 (as amended by the First Amendment dated as of January 15, 2015 and as further amended, restated, supplemented or otherwise modified prior to the date hereof, the "Credit Agreement"; capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Credit Agreement) among the Borrower, the lenders and other financial institutions from time to time party thereto (the "Lenders"), and the Administrative Agent.

B. The Borrower has requested that the Lenders agree to amend certain provisions of the Credit Agreement; and the Lenders are willing to make such amendments to the Credit Agreement, subject to the terms and conditions set forth herein.

STATEMENT OF AGREEMENT

NOW, **THEREFORE**, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

AMENDMENTS TO CREDIT AGREEMENT

1.1 Amendments to Section 1.1 Consisting of Modifying Existing Definitions. The following existing definitions in Section 1.1 of the Credit Agreement are hereby amended and restated in their entirety as follows:

"Base Rate" means the highest of (i) the per annum interest rate publicly announced from time to time by Wells Fargo in Charlotte, North Carolina, to be its prime commercial lending rate (which may not necessarily be its lowest or best lending rate), as adjusted to conform to changes as of the opening of business on the date of any such change in such prime rate, (ii) the Federal Funds Rate plus 0.5% per annum, as adjusted to conform to changes as of the opening of business on the date of any such change in the Federal Funds Rate, (iii) the LIBOR Rate for an Interest Period of one month plus 1%, as adjusted to conform to changes as of the opening of business on the date of any such change of such LIBOR Rate and (iv) 0%.

"Commitment Termination Date" means March 16, 2021 (or if such day is not a Business Day, the immediately preceding Business Day), or such earlier date of termination of the Commitments pursuant to **Section 2.6** or **Section 8.2**.

"Federal Funds Rate" means, for any period, a fluctuating per annum interest rate (rounded upwards, if necessary, to the nearest 1/100 of one percentage point) equal for each day during such period to the weighted average of the rates on overnight federal funds transactions with members of the Federal Reserve System, as published for such day (or, if such day is not a Business Day, for the immediately preceding Business Day) by the Federal Reserve Bank of New York, or if such rate is not so published for any day that is a Business Day, the average of the quotations for such day on such transactions received by the Administrative Agent from three federal funds brokers of recognized standing selected by the Administrative Agent. Notwithstanding the foregoing, if the Federal Funds Rate shall be less than zero, such rate shall be deemed zero for purposes of this Agreement.

"LIBOR Rate" means, with respect to any LIBOR Loan for any Interest Period, an interest rate per annum equal to (i) (A) the rate of interest appearing on Reuters Screen LIBOR01 Page (or any successor page) that represents the London Interbank Offered Rate for Dollar deposits or (B) if no such rate is available, the rate of interest determined by the Administrative Agent to be the rate or the arithmetic mean of rates at which Dollar deposits in immediately available funds are offered to first-tier banks in the London interbank Eurodollar market, in each case under clause (A) or (B) above at approximately 11:00 a.m., London time, two Business Days prior to the first day of such Interest Period (rounded upward, if necessary, to the nearest 1/100th of 1%) for a period substantially equal to such Interest Period and in an amount substantially equal to the largest principal amount of any Loan constituting part of the same Borrowing as such LIBOR Loan, divided by (ii) the amount equal to 1.00 minus the Reserve Requirement (expressed as a decimal) for such Interest Period. Notwithstanding the foregoing, if the LIBOR Rate shall be less than zero, such rate shall be deemed to be zero for purposes of this Agreement.

1.2 Amendment to Section 1.2. Section 1.2 of the Credit Agreement is hereby amended by amending and restating the final sentence thereto in its entirety as follows:

> "Notwithstanding the foregoing, for purposes of determining compliance with any covenant (including the computation of any financial covenant) contained herein, Indebtedness shall be deemed to be carried at 100% of the outstanding principal amount thereof, and the effects of FASB ASC 825 and FASB ASC 470-20 on financial liabilities and any other accounting rule to the contrary shall be disregarded."

1.3 Amendment to Section 2.17. Section 2.17 of the Credit Agreement is hereby amended by inserting the following new subsection (g):

> (g) Similar Treatment. Notwithstanding the foregoing **Sections 2.17(a)** and **2.17(b)**, no Lender, Issuing Bank or Recipient shall impose any costs specified therein or make any request for compensation pursuant thereto (or be entitled to any such additional costs) unless such Lender, Issuing Bank or Recipient is then generally imposing such cost upon or requesting such compensation from borrowers in connection with similar credit facilities containing similar provisions and at the time of such request certifies to the Borrower to the effect of the foregoing; provided such

Lender, Issuing Bank or Recipient shall not be required to disclose any of its records or any other information that it deems confidential.

1.4 Amendment to Section 2.18. Section 2.18 of the Credit Agreement is hereby amended by deleting all references to "originals" of IRS Forms appearing in subsection (g) thereof and replacing it with "copies."

1.5 Amendment to Section 2.22. Section 2.22(a)(iv) of the Credit Agreement is hereby amended by amending and restating the first sentence thereto in its entirety as follows:

(iv) All or any part of such Defaulting Lender's Letter of Credit Exposure and Swingline Exposure shall automatically (effective on the day such Lender becomes a Defaulting Lender) be reallocated among the non-Defaulting Lenders in accordance with their respective Credit Exposures (calculated without regard to such Defaulting Lender's Commitment) but only to the extent that such reallocation does not cause the Credit Exposure of any non-Defaulting Lender to exceed such non-Defaulting Lender's Commitment.

1.6 Amendment to Section 5.3. Section 5.3 of the Credit Agreement is hereby amended by inserting "Material" before "Subsidiaries" in the second line thereof.

1.7 Amendment to Section 6.2. Section 6.2 of the Credit Agreement is hereby amended by deleting the figure $4,782,000,000 in clause (x) thereof and replacing it with the figure "$5,066,000,000."

1.8 Amendment to Section 7.1. Section 7.1 of the Credit Agreement is hereby amended by (a) inserting "Material" before "Subsidiaries" in the second line thereof, (b) deleting subsection "(c)" in its entirety, (c) inserting "and" after the semicolon in subsection "(a)", and (d) amending and restating clause "(b)" in its entirety as follows:

(b) any Material Subsidiary of the Borrower may consolidate or merge with, or into, (x) the Borrower (so long as the Borrower is the surviving Person), (y) any other Subsidiary of the Borrower so long as either the Material Subsidiary or a Wholly Owned Subsidiary is the surviving Person, or (z) so long as no Event of Default would occur or exist, any other Person, so long as the Material Subsidiary is the surviving Person, and, if the Material Subsidiary is a Wholly Owned Subsidiary, then the surviving Person is a Wholly Owned Subsidiary.

1.9 Amendment to Section 7.5. Section 7.5(b) of the Credit Agreement is amended by deleting the phrase "consistent with past practice and" in the second line thereof.

1.10 Amendment to Section 7.6. Section 7.6 of the Credit Agreement is hereby amended by inserting "and individual" before "benefits" in the third line thereof, and replacing "substantially" with "reasonably" in the last line thereof.

1.11 Amendment to Section 10.6(b). Section 10.6(b) of the Credit Agreement is hereby amended by amending and restating clause (vi) in its entirety as follows:

> (vi) no such assignment shall be made to a natural person (or a holding company, investment vehicle or trust for, or owned and operated for the primary benefit of a natural Person).

1.12 Amendment to Section 10.6(e). Section 10.6(e) of the Credit Agreement is hereby amended by amending and restating the parenthetical beginning on the 2nd line thereof in its entirety as follows:

> (other than a natural person (or a holding company, investment vehicle or trust for, or owned and operated for the primary benefit of a natural Person) or the Borrower or any of the Borrower's Affiliates or Subsidiaries)

ARTICLE II

CONDITIONS OF EFFECTIVENESS

This Second Amendment shall become effective on the date (such date being referred to as the "Second Amendment Effective Date") on which each of the following conditions precedent is satisfied:

(a) The Administrative Agent shall have received counterparts of this Second Amendment duly executed by the Borrower, the Lenders, the Fronting Bank, the Swingline Lender and the Administrative Agent.

(b) The Administrative Agent shall have received a certificate, signed by an Authorized Officer of the Borrower, certifying that (A) all representations and warranties of the Borrower contained in the Credit Agreement and the other Credit Documents are true and correct in all material respects (or if qualified by materiality or Material Adverse Effect, in all respects) as of the Second Amendment Effective Date, both immediately before and after giving effect to the Second Amendment (except to the extent any such representation or warranty is expressly stated to have been made as of a specific date, in which case such representation or warranty shall be true and correct in all material respects (or if qualified by materiality or Material Adverse Effect, in all respects) as of such date), (B) no Default or Event of Default has occurred and is continuing, both immediately before and after giving effect to the consummation of the transactions contemplated hereby, (C) no change, occurrence or development shall have occurred or become known to the Borrower since December 31, 2015 that could reasonably be expected to have a Material Adverse Effect, and (D) all conditions precedent to the Second Amendment Effective Date set forth in this Article II have been satisfied or waived as required thereunder.

(c) The Administrative Agent shall have received, for the account of each Lender party hereto that delivers its executed signature page to this Second Amendment by no later than the date and time specified by the Administrative Agent, an upfront fee in an amount equal to the amount previously disclosed to the Lenders and agreed upon by the Borrower in writing.

(d) The Administrative Agent shall have received all fees and other amounts due and payable on or prior to the date of this Second Amendment, including with respect to any fee letters executed by the Borrower in connection with this Second Amendment, and including, to the extent invoiced, payment and/or reimbursement of the Administrative Agent's reasonable out-of-pocket fees and expenses (including, to the extent invoiced, reasonable fees, charges and disbursements of counsel for the Administrative Agent) in connection with this Second Amendment.

ARTICLE III

REPRESENTATIONS AND WARRANTIES

To induce the Administrative Agent and the Lenders to enter into this Second Amendment, the Borrower represents and warrants to the Administrative Agent, the Issuing Banks and the Lenders as follows:

3.1 Each of the representations and warranties set forth in the Credit Agreement and in the other Credit Documents is true and correct in all material respects (or if qualified by materiality or material adverse effect, in all respects) on and as of the Second Amendment Effective Date, with the same effect as if made on and as of such date, both immediately before and after giving effect to this Second Amendment (except to the extent any such representation or warranty is expressly stated to have been made as of a specific date, in which case such representation or warranty shall be true and correct in all material respects (or if qualified by materiality or material adverse effect, in all respects) as of such date), provided that the representations and warranties contained in subsection (a) and (b) of Section 4.12 of the Credit Agreement shall be deemed to refer to the most recent financial statement furnished pursuant to Section 5.1 of the Credit Agreement.

3.2 No Default or Event of Default has occurred and is continuing on the Second Amendment Effective Date, both immediately before and after giving effect to this Second Amendment.

ARTICLE IV

ACKNOWLEDGEMENT AND CONFIRMATION OF THE BORROWER

The Borrower hereby confirms and agrees that, after giving effect to this Second Amendment, the Credit Agreement and the other Credit Documents remain in full force and effect and enforceable against the Borrower in accordance with their respective terms and shall not be discharged, diminished, limited or otherwise affected in any respect, and the amendments contained herein shall not, in any manner, be construed to constitute payment of, or impair, limit, cancel or extinguish, or constitute a novation in respect of, the Obligations of the Borrower evidenced by or arising under the Credit Agreement and the other Credit Documents, which shall not in any manner be impaired, limited, terminated, waived or released, but shall continue in full force and effect. This acknowledgement and confirmation by the Borrower is made and delivered to induce the Administrative Agent and the Lenders to enter into this Second Amendment, and the Borrower

acknowledges that the Administrative Agent and the Lenders would not enter into this Second Amendment in the absence of the acknowledgement and confirmation contained herein.

ARTICLE V

MISCELLANEOUS

5.1 Governing Law. This Second Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York.

5.2 Full Force and Effect. Except as expressly amended hereby, the Credit Agreement shall continue in full force and effect in accordance with the provisions thereof on the date hereof. As used in the Credit Agreement, "hereinafter," "hereto," "hereof," and words of similar import shall, unless the context otherwise requires, mean the Credit Agreement after amendment by this Second Amendment. Any reference to the Credit Agreement or any of the other Credit Documents herein or in any such documents shall refer to the Credit Agreement and Credit Documents as amended hereby. This Second Amendment is limited as specified and shall not constitute or be deemed to constitute an amendment, modification or waiver of any provision of the Credit Agreement except as expressly set forth herein. This Second Amendment shall constitute a Credit Document under the terms of the Credit Agreement.

5.3 Expenses. The Borrower agrees (i) to pay all reasonable and documented fees and expenses of counsel to the Administrative Agent, and (ii) to reimburse the Administrative Agent for all reasonable and documented out-of-pocket expenses, in each case, in connection with the preparation, negotiation, execution and delivery of this Second Amendment and the other Credit Documents delivered in connection herewith.

5.4 Severability. To the extent any provision of this Second Amendment is prohibited by or invalid under the applicable law of any jurisdiction, such provision shall be ineffective only to the extent of such prohibition or invalidity and only in any such jurisdiction, without prohibiting or invalidating such provision in any other jurisdiction or the remaining provisions of this Second Amendment in any jurisdiction.

5.5 Successors and Assigns. This Second Amendment shall be binding upon, inure to the benefit of and be enforceable by the respective successors and permitted assigns of the parties hereto.

5.6 Construction. The headings of the various sections and subsections of this Second Amendment have been inserted for convenience only and shall not in any way affect the meaning or construction of any of the provisions hereof.

5.7 Counterparts. This Second Amendment may be executed in any number of counterparts and by different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Delivery of an executed counterpart of a signature page of this Second Amendment by

telecopy or by electronic mail in a .pdf or similar file shall be effective as delivery of a manually executed counterpart of this Second Amendment.

5.8 FATCA. For purposes of determining withholding Taxes imposed under FATCA, from and after the Second Amendment Effective Date, the Borrower and the Administrative Agent shall treat (and the Lenders hereby authorize the Administrative Agent to treat) the Credit Agreement as not qualifying as a "grandfathered obligation" within the meaning of Treasury Regulation Section 1.1471-2(b)(2)(i).

[Balance of Page Intentionally Left Blank].

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to be duly executed by their respective authorized officers as of the day and year first above written.

UNUM GROUP, as Borrower

By: /s/ Kevin McMahon
Name: Kevin McMahon
Title: Senior Vice President, Treasurer

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Administrative Agent, L/C Agent, the Fronting Bank, Swingline Lender, and as a Lender

By: /s/ Grainne M. Pergolim
Name: Grainne M. Pergolim
Title: Managing Director

JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Kristen M. Murphy
Name: Kristen M. Murphy
Title: Vice President

SUNTRUST BANK, as Lender

By: /s/ Paula Mueller
Name: Paula Mueller
Title: Director

BANK OF AMERICA, N.A., as Lender

By: /s/ Derek Miller
Name: Derek Miller
Title: Vice President

CITIBANK, N.A., as Lender

By: /s/ Robert Chesley
Name: Robert Chesley
Title: Vice President and Managing Director

REGIONS BANK, as Lender

By: /s/ Peter Wesemeier
Name: Peter Wesemeier
Title: Managing Director

U.S. BANK, NATIONAL ASSOCIATION,
as Lender

By: /s/ Ferris Joanis
Name: Ferris Joanis
Title: Vice President

BRANCH BANKING AND TRUST COMPANY, as Lender

By: /s/ Sean Miller
Name: Sean Miller
Title: Vice President

FIFTH THIRD BANK, as Lender

By: /s/ John D. Izard
Name: John D. Izard
Title: Vice President

THE BANK OF NEW YORK MELLON, as Lender

By: /s/ Kenneth P. Sneider, Jr.
Name: Kenneth P. Sneider, Jr.
Title: Managing Director

RESTRICTED STOCK UNIT AGREEMENT WITH EMPLOYEE
(Unum Group Stock Incentive Plan of 2012)

THIS AGREEMENT, dated as of **[Grant Date]**, is entered into by and between Unum Group, a Delaware corporation (the "Company"), and **[Participant Name]** (the "Employee").

W I T N E S S E T H

In consideration of the mutual promises and covenants made herein and the mutual benefits to be derived herefrom, the parties hereto agree as follows:

1. Grant, Vesting and Forfeiture of Restricted Stock Units.

(a) Grant. Subject to the provisions of this Agreement and to the provisions of the Unum Group Stock Incentive Plan of 2012 (the "Plan"), the Company hereby grants to the Employee, as of **[Grant Date]** (the "Grant Date"), **[Number Granted]** Restricted Stock Units (the "Restricted Stock Units"), each with respect to one share of common stock of the Company, par value $0.10 per Share. All capitalized terms used herein, to the extent not defined, shall have the meaning set forth in the Plan.

(b) Vesting During the Restriction Period. Subject to the terms and conditions of this Agreement, the Restricted Stock Units shall vest and no longer be subject to any restriction on the anniversaries of the Grant Date set forth below (the period during which restrictions apply, the "Restriction Period"):

Vesting Dates (Anniversaries of Grant Date)	Percentage of Total Grant Vesting
First Anniversary	33%
Second Anniversary	33%
Third Anniversary	34%

(c) Termination of Employment.

(i) Upon the Employee's Termination of Employment for any reason (other than due to the Employee's death, Disability, Retirement or Termination of Employment by the Company as a result of job elimination or requalification) during the Restriction Period, all Restricted Stock Units still subject to restriction shall be forfeited.

(ii) Upon the Employee's Termination of Employment during the Restriction Period due to the Employee's death, Disability or Retirement, the restrictions applicable to the Restricted Stock Units shall lapse, and such Restricted Stock Units shall become free of all restrictions and become fully vested.

(iii) Upon the Employee's Termination of Employment during the Restriction Period by the Company without Cause, including as a result of job elimination or requalification, the Employee shall vest in a number of Restricted Stock Units subject to each tranche that has not vested as of the date of the Termination of Employment equal to the product of (x) the number of Restricted Stock Units subject to such tranche that has not vested as of the date of the Termination of Employment and (y) a fraction, the numerator of which is the number of full and partial months that have lapsed from the Grant Date until the date of the Termination of Employment and the denominator of which is the total number of months in the Restriction Period applicable to such tranche.

(iv) For purposes of this Agreement, "Retirement" shall mean the Employee's Termination of Employment after (x) the attainment of age 65, (y) the attainment of age 55 and at least 15 years of continuous service if, on December 31, 2013, the Employee was at least age 50 and had at least 10 years of continuous service, or (z) the attainment of age 60 and at least 15 years of continuous service, in each case only if such Termination of Employment is approved as a "Retirement" by (1) the Committee in the case

of an Employee who is subject to Section 16 of the Exchange Act or a "covered employee" within the meaning of Section 162(m) of the Code, or (2) the Chief Executive Officer or Senior Vice President, Corporate Human Resources, in the case of all other individuals.

(v) For purposes of this Agreement, employment with the Company shall include employment with the Company's Affiliates and successors. Nothing in this Agreement or the Plan shall confer upon the Employee any right to continue in the employ of the Company or any of its Affiliates or interfere in any way with the right of the Company or any such Affiliates to terminate the Employee's employment at any time.

2. Settlement of Units.

Subject to Section 8 (pertaining to the withholding of taxes), as soon as practicable after the date on which the Restriction Period expires, and in no event later than 30 days after such date, the Company shall deliver to the Employee or his or her personal representative, in book-position or certificate form, one Share that does not bear any restrictive legend making reference to this Agreement for each Share subject to the Restricted Stock Unit. Notwithstanding the foregoing, the Company shall be entitled to hold the Shares issuable upon settlement of Restricted Stock Units that have vested until the Company shall have received from the Employee a duly executed Form W-9 or W-8, as applicable.

3. Nontransferability of the Restricted Stock Units.

During the Restriction Period and until such time as the Restricted Stock Units are ultimately settled as provided in Section 2 above, the Restricted Stock Units and Shares covered by the Restricted Stock Units shall not be transferable by the Employee by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise; provided, however, that nothing in this Section 3 shall prevent transfers by will or by the applicable laws of descent and distribution. Any purported or attempted transfer of such Restricted Stock Units or Shares in contravention of this Section 3 shall be null and void.

4. Rights as a Stockholder.

During the Restriction Period, the Employee shall not be entitled to any rights of a stockholder with respect to the Restricted Stock Units (including, without limitation, any voting rights); *provided* that with respect to any dividends paid on Shares underlying the Restricted Stock Units, such dividends will be reinvested into additional Restricted Stock Units, which, as applicable, shall vest and be settled at such time as the underlying Restricted Stock Units vest and are settled.

5. Adjustment; Change in Control.

In the event of certain transactions during the Restriction Period, the Restricted Stock Units shall be subject to adjustment as provided in Section 3(d) of the Plan or any applicable successor provision under the Plan. Notwithstanding anything in Section 1 to the contrary: (a) upon the occurrence of a Change in Control, unless a Replacement Award is granted in respect of the Restricted Stock Units (in which case this clause (a) shall not apply), the restrictions applicable to the Restricted Stock Units shall lapse and such Restricted Stock Units shall become free of all restrictions and fully vested as of such Change in Control and shall be settled as soon as practicable following the date of such Change in Control (but not later than 30 days thereafter); and (b) if a Replacement Award is granted in respect of the Restricted Stock Units in connection with such Change in Control, upon a Termination of Employment of the Employee occurring upon or during the two years immediately following the date of such Change in Control by reason of death, Disability or Retirement, by the Company without Cause, or by the Employee for Good Reason, the restrictions applicable to such Replacement Award, to the extent not vested as of such Termination of Employment, shall lapse, and such Replacement Award shall become free of all restrictions and fully vested and shall be settled as soon as practicable following the date of Termination of Employment (but not later than 30 days thereafter); *provided, however*, that any Restricted Stock Units that constitute "nonqualified deferred compensation" as defined under Section 409A of the Code shall, to the extent necessary to avoid the imposition of penalty taxes under Section 409A of the Code, not be so settled unless the Change in Control constitutes a "change in control

event" within the meaning of Section 409A of the Code (it being understood that nothing in this Section 5 shall preclude the Company from settling upon a Change in Control any Restricted Stock Units that are not replaced by a Replacement Award, to the extent effectuated in accordance with Treasury Reg. § 1.409A-3(j)(ix)).

6. Payment of Transfer Taxes, Fees and Other Expenses.

The Company agrees to pay any and all original issue taxes and stock transfer taxes that may be imposed on the issuance of shares received by an Employee in connection with the Restricted Stock Units, together with any and all other fees and expenses necessarily incurred by the Company in connection therewith.

7. Other Restrictions.

(a) The Restricted Stock Units shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the Shares subject or related thereto upon any securities exchange or under any state or federal law is required, or (ii) the consent or approval of any government regulatory body is required, then in any such event, the grant of Restricted Stock Units shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

(b) If the Employee is an insider as described under the Company's Insider Trading Policy (as in effect from time to time and any successor policies), the Employee shall be required to obtain pre-clearance from the General Counsel or Securities Counsel of the Company prior to purchasing or selling any of the Company's securities, including any shares issued upon vesting of the Restricted Stock Units, and may be prohibited from selling such securities other than during an open trading window. The Employee further acknowledges that, in its discretion, the Company may prohibit the Employee from selling such securities even during an open trading window if the Company has concerns over the potential for insider trading.

8. Taxes and Withholding.

No later than the date as of which an amount first becomes includible in the gross income of the Employee for federal, state, local or foreign income, employment or other tax purposes with respect to any Restricted Stock Units, the Employee shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, all federal, state, local and foreign taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The obligations of the Company under this Agreement shall be conditioned on compliance by the Employee with this Section 8, and the Company shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to the Employee, including deducting such amount from the delivery of shares upon settlement of the Restricted Stock Units that gives rise to the withholding requirement.

9. Notices.

All notices and other communications under this Agreement shall be in writing and shall be given by hand delivery to the other party or by facsimile, overnight courier, or registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to the Employee:

At the most recent address
on file at the Company

If to the Company:

Unum Group
1 Fountain Square
Chattanooga, Tennessee 37402
Attention: Executive Compensation, Human Resources

or to such other address or facsimile number as any party shall have furnished to the other in writing in accordance with this Section 9. Notices and communications shall be effective when actually received by the addressee. Notwithstanding the foregoing, the Employee consents to electronic delivery of documents required to be delivered by the Company under the securities laws.

10. Effect of Agreement.

This Agreement is personal to the Employee and, without the prior written consent of the Company, shall not be assignable by the Employee otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Employee's legal representatives. This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns.

11. Laws Applicable to Construction; Consent to Jurisdiction.

The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Delaware without reference to principles of conflict of laws, as applied to contracts executed in and performed wholly within the State of Delaware. In addition to the terms and conditions set forth in this Agreement, the Restricted Stock Units are subject to the terms and conditions of the Plan, which is hereby incorporated by reference.

12. Severability.

The invalidity or enforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

13. Conflicts and Interpretation.

In the event of any conflict between this Agreement and the Plan, the Plan shall control. In the event of any ambiguity in this Agreement, or any matters as to which this Agreement is silent, the Plan shall govern including, without limitation, the provisions thereof pursuant to which the Committee has the power, among others, to (a) interpret the Plan, (b) prescribe, amend and rescind rules and regulations relating to the Plan, and (c) make all other determinations deemed necessary or advisable for the administration of the Plan. The Employee hereby acknowledges that a copy of the Plan has been made available to him and agrees to be bound by all the terms and provisions thereof. The Employee and the Company each acknowledge that this Agreement (together with the Plan) constitutes the entire agreement and supersedes all other agreements and understandings, both written and oral, between the parties or either of them, with respect to the subject matter hereof.

14. Amendment.

The Company may modify, amend or waive the terms of the Restricted Stock Unit award, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair the rights of the Employee without his or her consent, except as required by applicable law, stock exchange rules, tax rules or accounting rules. The waiver by either party of compliance with any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by such party of a provision of this Agreement.

15. Section 409A.

It is the intention of the Company that the Restricted Stock Units shall either (a) not constitute "nonqualified deferred compensation" as defined under Section 409A of the Code, or (b) comply in all respects with the requirements of Section 409A of the Code and the regulations promulgated thereunder, such that no delivery of or failure to deliver Shares pursuant to this Agreement will result in the imposition of taxation or penalties as a consequence of the application of Section 409A of the Code. Restricted Stock Units that (i) constitute "nonqualified deferred compensation" as defined under Section 409A of the Code and (ii) vest as a consequence of the Employee's termination of employment shall not be delivered until the date that the Employee incurs a "separation from service" within the meaning of Section 409A of the Code (or, if the

Employee is a "specified employee" within the meaning of Section 409A of the Code and the regulations promulgated thereunder, the date that is six months following the date of such "separation from service"). If the Company determines after the Grant Date that an amendment to this Agreement is necessary to ensure the foregoing, it may make such an amendment, notwithstanding Section 14 above, effective as of the Grant Date or any later date, without the consent of the Employee.

16. Headings.

The headings of Sections herein are included solely for convenience of reference and shall not affect the meaning or interpretation of any of the provisions of this Agreement.

17. Counterparts.

This Agreement may be executed in counterparts, which together shall constitute one and the same original.

18. Waiver and Release.

In consideration for the granting of the Restricted Stock Units, the Employee hereby waives any and all claims whether known or unknown that the Employee may have against the Company and its Subsidiaries and Affiliates and their respective directors, officers, shareholders, agents or employees arising out of, in connection with or related to the Employee's employment, except for (1) claims under this Agreement, (2) claims that arise after the date hereof and obligations that by their terms are to be performed after the date hereof, (3) claims for compensation or benefits under any compensation or benefit plan or arrangement of the Company and its Subsidiaries and Affiliates, (4) claims for indemnification respecting acts or omissions in connection with the Employee's service as a director, officer or employee of the Company or any of its Subsidiaries and Affiliates, (5) claims for insurance coverage under directors' and officers' liability insurance policies maintained by the Company or any of its Subsidiaries or Affiliates, or (6) any right the Employee may have to obtain contribution in the event of the entry of judgment against the Company as a result of any act or failure to act for which both the Employee and the Company or any of its Subsidiaries or Affiliates are jointly responsible. The Employee waives any and all rights under the laws of any state (expressly including but not limited to Section 1542 of the California Civil Code), which is substantially similar in wording or effect as follows:

> ***A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the Release, which if known by him must have materially affected his settlement with the debtor.***

This waiver specifically includes all claims under the Age Discrimination in Employment Act of 1967, as amended. The Employee acknowledges that the Employee (a) has been advised to consult an attorney in connection with entering into this Agreement; (b) has 21 days to consider this waiver and release; and (c) may revoke this waiver and release within seven days of execution upon written notice to Legal Counsel, Employment and Labor, Law Department, Unum Group, 1 Fountain Square, Chattanooga, Tennessee 37402. The waiver and release will not become enforceable until the expiration of the seven-day period. If the waiver and release is revoked during such seven-day period, the grant shall be void and of no further effect.

IN WITNESS WHEREOF, as of the date first above written, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Employee has hereunto set the Employee's hand.

Date: **[Acceptance Date]**

EMPLOYEE: **[Participant Name]**

_____

[Participant Signature]

UNUM GROUP

By:

[Authorized Signature]
[Name]
[Title]

PERFORMANCE SHARE UNIT AGREEMENT WITH EMPLOYEE
(Unum Group Stock Incentive Plan of 2012)

THIS AGREEMENT, dated as of **[Grant Date]**, is entered into by and between Unum Group, a Delaware corporation (the "Company"), and **[Participant Name]** (the "Employee").

W I T N E S S E T H

In consideration of the mutual promises and covenants made herein and the mutual benefits to be derived herefrom, the parties hereto agree as follows:

1. Grant, Vesting and Forfeiture of Performance Share Units.

(a) Grant. Subject to the provisions of this Agreement and to the provisions of the Unum Group Stock Incentive Plan of 2012 (the "Plan"), the Company hereby grants to the Employee, as of **[Grant Date]** (the "Grant Date"), **[Number Granted]** Performance Share Units (the "Performance Share Units"), each with respect to one share of common stock of the Company, par value $0.10 per Share. All capitalized terms used herein, to the extent not defined, shall have the meaning set forth in the Plan.

(b) Earning Performance Share Units/Performance Period.

(i) Earning Performance Share Units. Subject to Section 1(b)(ii) and 1(c) below, the Employee shall earn a percentage of Performance Share Units in accordance with Schedule A on the date that the Committee certifies that the Company has achieved the performance goals set forth on Schedule A, which date shall be no later than two and a half months after the end of the performance period extending from January 1, **[Year]** to December 31, **[Year+2]**, inclusive (the "Performance Period").

(ii) Performance Period. Subject to the terms and conditions of this Agreement, the Performance Share Units earned pursuant to Section 1(b)(i) shall vest and no longer be subject to any restriction upon the expiration of the Performance Period.

(c) Termination of Employment.

(i) General. Upon the Employee's Termination of Employment for any reason (other than as specified in Section 1(c)(ii) or 1(c)(iii) below) during the Performance Period, all Performance Share Units still subject to restriction shall be forfeited.

(ii) Without Cause. In the event of the Employee's Termination of Employment during the Performance Period by the Company without Cause, including as a result of job elimination or requalification, the Employee shall earn a number of Performance Share Units equal to the product of (x) the number of Performance Share Units determined in accordance with Section 1(b)(i) and (y) a fraction, the numerator of which is the number of full and partial months that have lapsed from the first day of the Performance Period until the date of the Termination of Employment and the denominator of which is the total number of months in the Performance Period. Such Performance Share Units shall be settled at such time as Performance Share Units would be settled in accordance with Section 2. The benefits described this Section 1(c)(ii) shall also apply upon a Termination of Employment by the Employee for Good Reason if the Company has entered into a separate written agreement with the Employee providing for payments upon a Termination of Employment for Good Reason not following a Change in Control, in which case "Good Reason" shall have the meaning ascribed to it in such agreement; *provided*, *that*, if the Employee is eligible for Retirement at the time of the Employee's Termination of Employment by the Employee for Good Reason, the vesting of such Employee's Performance Share Units shall be governed by Section 1(c)(iii) below.

(iii) Retirement/Death/Disability; Retirement Definition. In the event of the Employee's Termination of Employment during the Performance Period due to the Employee's death, Disability or Retirement, the Employee shall earn a number of Performance Share Units equal to the number of Performance Share Units determined in accordance with Section 1(b)(i), assuming that the

Employee had remained employed through the time at which the Committee certifies that the Company has achieved the performance goals set forth on Schedule A; *provided*, *that*, in the case of the Employee's Retirement or Disability, the Employee does not breach the covenants set forth in Section 5 below and the Employee (or in the case of the Employee's Disability, the Employee's legal representative on behalf of the Employee, if applicable) executes and submits to the Company within 10 business days following the last day of each year during the Restricted Period (as defined in Section 5 below) a certification in the form provided to the Employee by the Company that states that the Employee has adhered to the provisions of Section 5 below (the "Certification"). Such Performance Share Units shall be settled at such time as Performance Share Units would be settled in accordance with Section 2. For the avoidance of doubt, in the event that the Employee incurs a Termination of Employment during the Performance Period due to the Employee's Retirement or Disability and the Employee fails to comply with the covenants set forth in Section 5 below or fails to execute and submit the Certification, the Performance Share Units will be forfeited. For purposes of this Agreement, "Retirement" shall mean the Employee's Termination of Employment after (x) the attainment of age 65, (y) the attainment of age 55 and at least 15 years of continuous service if, on December 31, 2013, the Employee was at least age 50 and had at least 10 years of continuous service, or (z) the attainment of age 60 and at least 15 years of continuous service, in each case only if such Termination of Employment is approved as a "Retirement" by (1) the Committee in the case of an Employee who is subject to Section 16 of the Exchange Act or a "covered employee" within the meaning of Section 162(m) of the Code, or (2) the Chief Executive Officer or Senior Vice President, Corporate Human Resources, in the case of all other individuals.

(iv) Employment. For purposes of this Agreement, employment with the Company shall include employment with the Company's Affiliates and successors. Nothing in this Agreement or the Plan shall confer upon the Employee any right to continue in the employ of the Company or any of its Affiliates or interfere in any way with the right of the Company or any such Affiliates to terminate the Employee's employment at any time.

2. Settlement of Units.

Subject to Section 9 (pertaining to the withholding of taxes), and except as otherwise provided in Section 6, as soon as practicable after the date on which the Performance Period expires and the Committee certifies that the Company has achieved the performance goals set forth on Schedule A, and in no event later than two and a half months after the end of the Performance Period, the Company shall deliver to the Employee or his or her personal representative, in book-position or certificate form, one Share that does not bear any restrictive legend making reference to this Agreement for each Performance Share Unit earned pursuant to this Agreement.

3. Nontransferability of the Performance Share Units.

During the Performance Period and until such time as the Performance Share Units are ultimately settled as provided in Section 2 above, the Performance Share Units and Shares covered by the Performance Share Units shall not be transferable by the Employee by means of sale, assignment, exchange, encumbrance, pledge, hedge or otherwise; *provided, however*, that nothing in this Section 3 shall prevent transfers by will or by the applicable laws of descent and distribution. Any purported or attempted transfer of such Performance Share Units or Shares in contravention of this Section 3 shall be null and void.

4. Rights as a Stockholder.

During the Performance Period and until such time as the Performance Share Units are ultimately settled as provided in Section 2 above, the Employee shall not be entitled to any rights of a stockholder with respect to the Performance Share Units (including, without limitation, any voting rights); *provided* that with respect to any dividends paid on Shares underlying the Performance Share Units, such dividends will be reinvested into additional Performance Share Units, which, as applicable, shall vest and be settled at such time as, and in the same ratio and only to the extent that the underlying Performance Share Units vest and are settled.

5. Confidentiality; Non-Competition; Non-Solicitation; Non-Disparagement.

(a) The Employee acknowledges that in the event of the Employee's Termination of Employment during the Performance Period due to the Employee's Retirement or Disability (in such event, the Employee is referred to in this Section 5 as a "Restricted Employee"), the Restricted Employee shall have the opportunity to earn the Performance Share Units in accordance with Section 1(c)(iii) above, and that, in consideration of such opportunity and the grant of the Performance Share Units, the Employee hereby covenants and agrees to comply with the following:

(i) The Restricted Employee will use confidential information gained during employment with the Company or any Affiliate for the benefit of the Company only and, without the prior written consent of the Company, shall not, at any time during the period extending from the date of the Restricted Employee's Termination of Employment until the expiration of the Performance Period (the "Restricted Period") or thereafter, directly or indirectly, divulge, reveal or communicate any confidential information to any person, firm, corporation or entity whatsoever, or use any confidential information for the Restricted Employee's own benefit or for the benefit of others, other than as required by law or legal process. For purposes of the foregoing, confidential information shall not include information that becomes generally available to the public, other than as a result of disclosure by the Restricted Employee.

(ii) The Restricted Employee shall not, at any time during the Restricted Period, without the prior written consent of the Company, directly or indirectly, own, manage, operate, join, control, or participate in the ownership, management, operation or control of, or be employed by or connected in any manner with, any Competing Business, whether for compensation or otherwise. Notwithstanding the preceding sentence, the Restricted Employee shall not be prohibited from owning less than 1% of any publicly traded corporation, whether or not such corporation is deemed to be a Competing Business. For the purposes of this Agreement, a "Competing Business" shall be any business which is a significant competitor of the Company or any of its Affiliates, unless the Restricted Employee's primary duties and responsibilities with respect to such business are not related to the management, operation or provision of disability insurance or complementary insurance products and services (including group, individual and voluntary benefits, life insurance and related products and services) in any country where the Company or any of its Affiliates is conducting business.

(iii) The Restricted Employee shall not, at any time during the Restricted Period, directly or indirectly, either for the Restricted Employee's own benefit or purpose or for the benefit or purpose of any other person, solicit, assist, or induce any Covered Employees to terminate their relationships with the Company or its Affiliates, or employ, or offer to employ, call on, or actively interfere with the Company's or any Affiliate's relationship with any Covered Employee, provided that this paragraph shall not prohibit general solicitations in the form of classified advertisements or the like in newspapers, on the internet, or in other media. For purposes of this Agreement, "Covered Employee" means an employee, representative, officer or broker of the Company or any Affiliate.

(iv) The Restricted Employee shall not, at any time during the Restricted Period, directly or indirectly, make any statement, oral or written, public or in private, which is reasonably foreseeable as harming the Company's or any Affiliate's business interests or impacts negatively on the Company's or any Affiliate's business reputation or reputation in the community. Nothing in this paragraph will be construed to prevent the Restricted Employee from communicating with or responding to a request for information from a federal, state, administrative agency or court.

(b) Any termination of the Employee's employment or the termination or expiration of this Agreement shall have no effect on the continuing operation of this Section 5.

(c) The terms and provisions of this Section 5 are intended to be separate and divisible provisions and if, for any reason, any one or more of them is held to be invalid or unenforceable, neither the validity nor the enforceability of any other provision of this Agreement shall thereby be affected. The parties hereto acknowledge that the potential restrictions on the Employee's future employment imposed by this Section 5 are reasonable in both duration and geographic scope and in all other respects. If for any

reason any court of competent jurisdiction shall find any provisions of this Section 5 unreasonable in duration or geographic scope or otherwise, the Employee and the Company agree that the restrictions and prohibitions contained herein shall be effective to the fullest extent allowed under applicable law in such jurisdiction.

(d) The Employee acknowledges and agrees that any breach or threatened breach of the provisions of Section 5(a) will result in substantial, continuing and irreparable injury to the Company and/or its Affiliates. Therefore, in addition to any other remedy that may be available to the Company and/or its Affiliates, the Company and/or its Affiliates shall be entitled to equitable and/or injunctive relief to prevent any breach or threatened breach of such provisions, and to specific performance of each of the terms thereof in addition to any other legal or equitable remedies that the Company or any Affiliate may have. Without limiting the foregoing, if the Restricted Employee violates any provision of Section 5(a) or has knowledge of conduct that results in a violation of Section 5(a), then all of the Restricted Employee's outstanding Performance Share Units hereunder shall immediately be forfeited.

6. Adjustment; Change in Control.

In the event of certain transactions during the Performance Period, the Performance Share Units shall be subject to adjustment as provided in Section 3(d) of the Plan or any applicable successor provision under the Plan.

Notwithstanding anything in Section 1 to the contrary, subject to Section 3(d) of the Plan or any applicable successor provision under the Plan, upon the occurrence of a Change in Control the Performance Share Units shall (i) be deemed earned in the number of Performance Share Units originally granted as provided in Section 1(a), without regard to performance(including additional Performance Share Units acquired upon reinvestment of dividends in accordance with Section 4), (ii) shall remain outstanding and shall vest and be subject to restriction until the end of the Performance Period in accordance with Section 1 (b)(ii), and (iii) subject to this Section 6, shall be settled by the Company as provided in Section 2. For purposes of this Agreement, Performance Share Units that are deemed earned upon, and remain outstanding following a Change in Control pursuant to this Section 6, shall be referred to as "Assumed PSUs".

Notwithstanding anything in Section 1 to the contrary, (A) upon a Termination of Employment of the Employee occurring upon or during the two years immediately following the date of a Change in Control (but prior to the settlement of the Employee's Assumed PSUs) by reason of death, Disability or Retirement, by the Company without Cause, or by the Employee for Good Reason, then such Assumed PSUs shall become free of all restrictions and fully vested and shall be settled as soon as practicable following the date of Termination of Employment (but not later than 30 days thereafter); *provided, however*, in each case, that that any Assumed PSUs that constitute "nonqualified deferred compensation" as defined under Section 409A of the Code shall, to the extent necessary to avoid the imposition of penalty taxes under Section 409A of the Code, only be so settled if the Change in Control constitutes a "change in control event" within the meaning of Section 409A of the Code and shall otherwise only be settled on the earliest date permissible under Section 409A of the Code; (B) upon a Termination of Employment of the Employee occurring more than two years following the date of a Change in Control (but prior to the settlement of the Employee's Assumed PSUs) by reason of death, Disability or Retirement, then such Assumed PSUs shall become free of all restrictions and fully vested and shall be settled in accordance with Section 2 hereof; and (C) upon a Termination of Employment of the Employee occurring more than two years following the date of a Change in Control (but prior to the settlement of the Employee's Assumed PSUs) by the Company without Cause or by the Employee for Good Reason, then a portion of such Employee's Assumed PSUs, equal to the full value of the Assumed PSUs multiplied by a fraction, the numerator of which is the number of full and partial months that have lapsed from the first day of the Performance Period until the date of the Termination of Employment and the denominator of which is the total number of months in the Performance Period, shall become free of all restrictions and be vested and shall be settled in accordance with Section 2 hereof (for the avoidance of doubt, if an Employee who is eligible for Retirement incurs a Termination of Employment by the Company without Cause or by the Employee for Good Reason, the vesting of such Employee's Assumed PSUs shall be governed by

subsection (B) hereof). Nothing in this Section 6 shall preclude the Company from settling, upon a Change in Control, any Performance Share Units, to the extent effectuated in accordance with Treasury Reg. § 1.409A-3(j)(ix)).

7. Payment of Transfer Taxes, Fees and Other Expenses.

The Company agrees to pay any and all original issue taxes and stock transfer taxes that may be imposed on the issuance of shares received by an Employee in connection with the Performance Share Units, together with any and all other fees and expenses necessarily incurred by the Company in connection therewith.

8. Other Restrictions.

(a) The Performance Share Units shall be subject to the requirement that, if at any time the Committee shall determine that (i) the listing, registration or qualification of the Shares subject or related thereto upon any securities exchange or under any state or federal law is required, or (ii) the consent or approval of any government regulatory body is required, then in any such event, the grant of Performance Share Units shall not be effective unless such listing, registration, qualification, consent or approval shall have been effected or obtained free of any conditions not acceptable to the Committee.

(b) If the Employee is an insider as described under the Company's Insider Trading Policy (as in effect from time to time and any successor policies), the Employee shall be required to obtain pre-clearance from the General Counsel or Securities Counsel of the Company prior to purchasing or selling any of the Company's securities, including any shares issued upon vesting of the Performance Share Units, and may be prohibited from selling such securities other than during an open trading window. The Employee further acknowledges that, in its discretion, the Company may prohibit the Employee from selling such securities even during an open trading window if the Company has concerns over the potential for insider trading.

9. Taxes and Withholding.

No later than the date as of which an amount first becomes includible in the gross income of the Employee for federal, state, local or foreign income, employment or other tax purposes with respect to any Performance Share Units, the Employee shall pay to the Company, or make arrangements satisfactory to the Company regarding the payment of, the minimum federal, state, local and foreign taxes that are required by applicable laws and regulations to be withheld with respect to such amount. The obligations of the Company under this Agreement shall be conditioned on compliance by the Employee with this Section 9, and the Company shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise due to the Employee, including deducting such amount from the delivery of shares upon settlement of the Performance Share Units that gives rise to the withholding requirement.

10. Notices.

All notices and other communications under this Agreement shall be in writing and shall be given by hand delivery to the other party or by facsimile, overnight courier, or registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to the Employee:

At the most recent address
on file at the Company

If to the Company:

Unum Group
1 Fountain Square

Chattanooga, Tennessee 37402
Attention: Executive Compensation, Human Resources

or to such other address or facsimile number as any party shall have furnished to the other in writing in accordance with this Section 10. Notices and communications shall be effective when actually received by the addressee. Notwithstanding the foregoing, the Employee consents to electronic delivery of documents required to be delivered by the Company under the securities laws.

11. Effect of Agreement.

This Agreement is personal to the Employee and, without the prior written consent of the Company, shall not be assignable by the Employee otherwise than by will or the laws of descent and distribution. This Agreement shall inure to the benefit of and be enforceable by the Employee's legal representatives. This Agreement shall inure to the benefit of and be binding upon the Company and its successors and assigns.

12. Laws Applicable to Construction; Consent to Jurisdiction.

The interpretation, performance and enforcement of this Agreement shall be governed by the laws of the State of Delaware without reference to principles of conflict of laws, as applied to contracts executed in and performed wholly within the State of Delaware. In addition to the terms and conditions set forth in this Agreement, the Performance Share Units are subject to the terms and conditions of the Plan, which is hereby incorporated by reference.

13. Severability.

The invalidity or enforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

14. Conflicts and Interpretation.

In the event of any conflict between this Agreement and the Plan, the Plan shall control. In the event of any ambiguity in this Agreement, or any matters as to which this Agreement is silent, the Plan shall govern including, without limitation, the provisions thereof pursuant to which the Committee has the power, among others, to (a) interpret the Plan, (b) prescribe, amend and rescind rules and regulations relating to the Plan, and (c) make all other determinations deemed necessary or advisable for the administration of the Plan. The Employee hereby acknowledges that a copy of the Plan has been made available to him and agrees to be bound by all the terms and provisions thereof. The Employee and the Company each acknowledge that this Agreement (together with the Plan) constitutes the entire agreement and supersedes all other agreements and understandings, both written and oral, between the parties or either of them, with respect to the subject matter hereof.

15. Amendment.

The Company may modify, amend or waive the terms of the Performance Share Unit award, prospectively or retroactively, but no such modification, amendment or waiver shall materially impair the rights of the Employee without his or her consent, except as required by applicable law, stock exchange rules, tax rules or accounting rules. The waiver by either party of compliance with any provision of this Agreement shall not operate or be construed as a waiver of any other provision of this Agreement, or of any subsequent breach by such party of a provision of this Agreement.

16. Section 409A.

It is the intention of the Company that the Performance Share Units shall either (a) not constitute "nonqualified deferred compensation" as defined under Section 409A of the Code, or (b) comply in all respects with the requirements of Section 409A of the Code and the regulations promulgated thereunder, such that no delivery of or failure to deliver Shares pursuant to this Agreement will result in the imposition

of taxation or penalties as a consequence of the application of Section 409A of the Code. Performance Share Units that (i) constitute "nonqualified deferred compensation" as defined under Section 409A of the Code and (ii) vest as a consequence of the Employee's termination of employment shall not be delivered until the date that the Employee incurs a "separation from service" within the meaning of Section 409A of the Code (or, if the Employee is a "specified employee" within the meaning of Section 409A of the Code and the regulations promulgated thereunder, the date that is six months following the date of such "separation from service"). If the Company determines after the Grant Date that an amendment to this Agreement is necessary to ensure the foregoing, it may make such an amendment, notwithstanding Section 15 above, effective as of the Grant Date or any later date, without the consent of the Employee.

17. Headings.

The headings of Sections herein are included solely for convenience of reference and shall not affect the meaning or interpretation of any of the provisions of this Agreement.

18. Counterparts.

This Agreement may be executed in counterparts, which together shall constitute one and the same original.

19. Waiver and Release.

In consideration for the granting of the Performance Share Units, the Employee hereby waives any and all claims whether known or unknown that the Employee may have against the Company and its Subsidiaries and Affiliates and their respective directors, officers, shareholders, agents or employees arising out of, in connection with or related to the Employee's employment, except for (1) claims under this Agreement, (2) claims that arise after the date hereof and obligations that by their terms are to be performed after the date hereof, (3) claims for compensation or benefits under any compensation or benefit plan or arrangement of the Company and its Subsidiaries and Affiliates, (4) claims for indemnification respecting acts or omissions in connection with the Employee's service as a director, officer or employee of the Company or any of its Subsidiaries and Affiliates, (5) claims for insurance coverage under directors' and officers' liability insurance policies maintained by the Company or any of its Subsidiaries or Affiliates, or (6) any right the Employee may have to obtain contribution in the event of the entry of judgment against the Company as a result of any act or failure to act for which both the Employee and the Company or any of its Subsidiaries or Affiliates are jointly responsible. The Employee waives any and all rights under the laws of any state (expressly including but not limited to Section 1542 of the California Civil Code), which is substantially similar in wording or effect as follows:

> ***A general release does not extend to claims which the creditor does not know or suspect to exist in his favor at the time of executing the Release, which if known by him must have materially affected his settlement with the debtor.***

This waiver specifically includes all claims under the Age Discrimination in Employment Act of 1967, as amended. The Employee acknowledges that the Employee (a) has been advised to consult an attorney in connection with entering into this Agreement; (b) has 21 days to consider this waiver and release; and (c) may revoke this waiver and release within seven days of execution upon written notice to Legal Counsel, Employment and Labor, Law Department, Unum Group, 1 Fountain Square, Chattanooga, Tennessee 37402. The waiver and release will not become enforceable until the expiration of the seven-day period. If the waiver and release is revoked during such seven-day period, the grant shall be void and of no further effect.

IN WITNESS WHEREOF, as of the date first above written, the Company has caused this Agreement to be executed on its behalf by a duly authorized officer and the Employee has hereunto set the Employee's hand.

Date: **[Acceptance Date]**

EMPLOYEE: **[Participant Name]**

_____

[Participant Signature]

UNUM GROUP

By:

[Authorized Signature]

[Name]

[Title]

Schedule A

Subject to the terms and conditions of the Agreement, the Employee shall earn a percentage of Performance Share Units based on the following two steps.

First, the number of Performance Share Units will be determined based on the following chart:

	Performance Metrics*	
Percentage of Performance Share Units Earned	Average Three-Year After-Tax Operating Earnings Per Share	Average Three-Year Return on Equity
50%	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
[…]	**$[ ]**	**[ ]%**
150%	**$[ ]**	**[ ]%**

* If Additional Adjustment Items are applied to actual performance metrics, applicable adjustments may also be made to the targets listed in this table.

Each of the performance metrics above shall be weighted equally at 50 percent. Results that are in between the numbers appearing on the chart shall be interpolated on a straight line basis.

Second, the final number of Performance Share Units earned will be determined by adjusting the number of Performance Share Units derived from the chart above and multiplying it by the TSR Factor as set forth in the chart below based on the TSR Percentile Ranking (as defined below):

TSR Percentile Ranking	TSR Factor
75% or above	1.2
62.5%	1.1
50%	1.0
42.5%	0.9
35% or below	0.8

If the TSR Percentile Ranking is in between the numbers appearing on the chart, the TSR Factor shall be calculated based on straight line interpolation.

"Additional Adjustment Items" shall mean any of the following to the extent not included or assumed in the Company's financial plans for fiscal years **[Year]** to **[Year+2]** as of the date of this Agreement: (i) adjustments resulting from accounting policy changes, legal or regulatory rule or law changes; (ii) the impact of any acquisitions, divestitures or block reinsurance transactions; (iii) adjustments to the closed block of business; (iv) the effect of any regulatory, legal or tax settlements; (v) the effect of changes to strategic asset allocation; (vi) debt issuance, repurchasing or retirement, or stock repurchase or issuance; (vii) the effect of differences between actual foreign currency exchange rates and those assumed in the financial plans; and (viii) fees or assessments, including tax assessments, from legislation enacted after the date hereof.

"After-Tax Operating Earnings Per Share" shall mean, with respect to a fiscal year, the Company's after-tax net income or loss for such fiscal year, adjusted to exclude after-tax net realized investment gains or losses and after-tax non-operating retirement-related gains or losses and any Additional Adjustment Items ("After-

Tax Operating Earnings"), divided by the weighted-average number of shares of common stock of the Company outstanding for such fiscal year (assuming dilution).

"Average Three-Year After-Tax Operating Earnings Per Share" shall mean the average of the After-Tax Operating Earnings Per Share for each of the Company's fiscal years ending on December 31, **[Year]**, **[Year+1]** and **[Year+2]**.

"Average Three-Year Return on Equity" shall mean the average of the Return on Equity for each of the Company's fiscal years ending on December 31, **[Year]**, **[Year+1]** and **[Year+2]**.

"Peer Group" shall mean the following group of peer companies: Aflac Incorporated, The Hartford Financial Services Group, Inc., Lincoln National Corporation, MetLife, Inc., Principal Financial Group, Inc., Prudential Financial, Inc., Torchmark Corporation, and Voya Financial, Inc. A company shall be removed from the Peer Group if it: (i) ceases to be a domestically domiciled publicly traded company on a national stock exchange or market system, unless such cessation of such listing is due to a low stock price or low trading volume; (ii) has gone private; (iii) has reincorporated in a foreign (e.g., non-U.S.) jurisdiction, regardless of whether it is a reporting company in that or another jurisdiction; or (iv) has been acquired by another company (whether by another company in the Peer Group or otherwise, but not including internal reorganizations) or has sold all or substantially all of its assets. A company that is removed from the Peer Group before the end of the Performance Period will be excluded from the calculation of TSR Percentile Ranking.

"Return on Equity" shall mean, with respect to a fiscal year, the Company's After-Tax Operating Earnings for such fiscal year divided by the average of the beginning and end of year stockholders' equity for such fiscal year, adjusted to exclude the accumulated net unrealized gain or loss on securities, the accumulated net gain or loss on cash flow hedges and any Additional Adjustment Items, expressed as a percentage.

"Total Shareholder Return" shall mean total shareholder return as applied to the Company or any company in the Peer Group, determined by comparing the average of the applicable company's closing stock prices over the 20 trading days immediately preceding the first day of the Performance Period with the average of the applicable company's closing stock prices over the last 20 trading days of the Performance Period, including dividends and distributions made or, with respect to which a record date has occurred, declared (assuming such dividends or distributions are reinvested in the common stock of the Company or any company in the Peer Group) during the Performance Period.

"TSR Percentile Ranking" shall mean the relative ranking of the Company's Total Shareholder Return as compared to the Total Shareholder Returns of the Peer Group companies, expressed as a percentile ranking.

EXHIBIT 31.1

CERTIFICATION

I, Richard P. McKenney, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unum Group;

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

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

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

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

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

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

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

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

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

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

Date: April 28, 2016

/s/ Richard P. McKenney

Richard P. McKenney

President and Chief Executive Officer

A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act of 2002 has been provided to Unum Group and will be retained by Unum Group and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 31.2

CERTIFICATION

I, John F. McGarry, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unum Group;

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

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

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

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

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

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

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

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

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

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

Date: April 28, 2016

/s/ John F. McGarry

John F. McGarry

Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 302 of the Sarbanes-Oxley Act of 2002 has been provided to Unum Group and will be retained by Unum Group and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.1

STATEMENT OF CHIEF EXECUTIVE OFFICER
OF UNUM GROUP
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
§ 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Unum Group (the Company) on Form 10-Q for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned, Richard P. McKenney, President and Chief Executive Officer of the Company, certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: April 28, 2016

/s/ Richard P. McKenney
Richard P. McKenney
President and Chief Executive Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Unum Group and will be retained by Unum Group and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

STATEMENT OF CHIEF FINANCIAL OFFICER
OF UNUM GROUP
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
§ 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Unum Group (the Company) on Form 10-Q for the period ended March 31, 2016 as filed with the Securities and Exchange Commission on the date hereof (the Report), the undersigned, John F. McGarry, Executive Vice President and Chief Financial Officer of the Company, certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: April 28, 2016

/s/ John F. McGarry
John F. McGarry
Executive Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to Unum Group and will be retained by Unum Group and furnished to the Securities and Exchange Commission or its staff upon request.