

PRINCIPAL FINANCIAL GROUP INC
Form 10-Q
August 01, 2012
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

OR

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

1-16725

(Commission file number)

PRINCIPAL FINANCIAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

42-1520346

(I.R.S. Employer Identification Number)

711 High Street, Des Moines, Iowa 50392

(Address of principal executive offices)

(515) 247-5111

(Registrant's telephone number, including area code)

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 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
(Do not check if a smaller reporting company)

Smaller reporting company

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

The total number of shares of the registrant's Common Stock, \$0.01 par value, outstanding as of July 25, 2012, was 295,119,492.

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Table of Contents**PART I FINANCIAL INFORMATION****Item 1. Financial Statements****Principal Financial Group, Inc.****Consolidated Statements of Financial Position**

	June 30, 2012 (Unaudited)	(in millions)	December 31, 2011 (As adjusted)
Assets			
Fixed maturities, available-for-sale (2012 and 2011 include \$192.4 million and \$214.2 million related to consolidated variable interest entities)	\$ 49,793.6		\$ 49,006.7
Fixed maturities, trading (2012 and 2011 both include \$132.4 million related to consolidated variable interest entities)	776.5		971.7
Equity securities, available-for-sale	139.0		77.1
Equity securities, trading (2012 and 2011 include \$0.0 million and \$207.6 million related to consolidated variable interest entities)	224.3		404.8
Mortgage loans	11,158.6		10,727.2
Real estate	1,174.1		1,092.9
Policy loans	867.8		885.1
Other investments (2012 and 2011 include \$83.6 million and \$97.8 million related to consolidated variable interest entities, of which \$83.6 million and \$97.5 million are measured at fair value under the fair value option)	3,096.8		2,985.8
Total investments	67,230.7		66,151.3
Cash and cash equivalents (2012 and 2011 include \$0.0 million and \$317.7 million related to consolidated variable interest entities)	1,646.6		2,833.9
Accrued investment income	589.5		615.2
Premiums due and other receivables	1,097.0		1,196.5
Deferred policy acquisition costs	2,663.8		2,428.0
Property and equipment	469.7		457.2
Goodwill	542.0		482.3
Other intangibles	934.9		890.6
Separate account assets	75,950.5		71,364.4
Other assets	926.0		942.3
Total assets	\$ 152,050.7		\$ 147,361.7
Liabilities			
Contractholder funds	\$ 36,727.5		\$ 37,676.4
Future policy benefits and claims	20,791.4		20,210.4
Other policyholder funds	663.4		548.6
Short-term debt	262.9		105.2
Long-term debt	1,576.9		1,564.8
Income taxes currently payable	2.4		3.1
Deferred income taxes	568.7		208.7
Separate account liabilities	75,950.5		71,364.4
Other liabilities (2012 and 2011 include \$320.7 million and \$565.2 million related to consolidated variable interest entities, of which \$84.1 million and \$88.4 million	6,011.6		6,286.2

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are measured at fair value under the fair value option)

Total liabilities	142,555.3	137,967.8
Redeemable noncontrolling interest	60.5	22.2
Stockholders' equity		
Series A preferred stock, par value \$.01 per share with liquidation preference of \$100 per share 3.0 million shares authorized, issued and outstanding in 2012 and 2011		
Series B preferred stock, par value \$.01 per share with liquidation preference of \$25 per share 10.0 million shares authorized, issued and outstanding in 2012 and 2011	0.1	0.1
Common stock, par value \$.01 per share 2,500.0 million shares authorized, 452.6 million and 450.3 million shares issued, and 295.6 million and 301.1 million shares outstanding in 2012 and 2011	4.5	4.5
Additional paid-in capital	9,685.4	9,634.7
Retained earnings	4,667.1	4,402.3
Accumulated other comprehensive income	550.5	258.0
Treasury stock, at cost (157.0 million and 149.2 million shares in 2012 and 2011)	(5,484.9)	(5,281.7)
Total stockholders' equity attributable to Principal Financial Group, Inc.	9,422.7	9,017.9
Noncontrolling interest	12.2	353.8
Total stockholders' equity	9,434.9	9,371.7
Total liabilities and stockholders' equity	\$ 152,050.7	\$ 147,361.7

See accompanying notes.

Table of Contents**Principal Financial Group, Inc.****Consolidated Statements of Operations****(Unaudited)**

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in millions, except per share data)			
Revenues				
Premiums and other considerations	\$ 681.3	\$ 751.9	\$ 1,361.1	\$ 1,549.0
Fees and other revenues	636.1	633.2	1,234.1	1,256.2
Net investment income	801.0	873.6	1,625.8	1,733.4
Net realized capital gains, excluding impairment losses on available-for-sale securities	32.2	88.3	54.3	82.7
Total other-than-temporary impairment losses on available-for-sale securities	(49.1)	(40.9)	(82.8)	(54.9)
Other-than-temporary impairment losses on fixed maturities, available-for-sale reclassified to (from) other comprehensive income	17.1	(9.7)	22.0	(48.1)
Net impairment losses on available-for-sale securities	(32.0)	(50.6)	(60.8)	(103.0)
Net realized capital gains (losses)	0.2	37.7	(6.5)	(20.3)
Total revenues	2,118.6	2,296.4	4,214.5	4,518.3
Expenses				
Benefits, claims and settlement expenses	1,110.0	1,193.9	2,322.5	2,382.8
Dividends to policyholders	49.5	52.9	99.8	106.5
Operating expenses	724.1	739.4	1,280.1	1,457.3
Total expenses	1,883.6	1,986.2	3,702.4	3,946.6
Income before income taxes	235.0	310.2	512.1	571.7
Income taxes	50.9	61.0	109.1	113.7
Net income	184.1	249.2	403.0	458.0
Net income attributable to noncontrolling interest	2.7	23.6	11.9	42.2
Net income attributable to Principal Financial Group, Inc.	181.4	225.6	391.1	415.8
Preferred stock dividends	8.3	8.3	16.5	16.5
Net income available to common stockholders	\$ 173.1	\$ 217.3	\$ 374.6	\$ 399.3
Earnings per common share				
Basic earnings per common share	\$ 0.58	\$ 0.68	\$ 1.25	\$ 1.24
Diluted earnings per common share	\$ 0.58	\$ 0.67	\$ 1.24	\$ 1.23

See accompanying notes.

Table of Contents**Principal Financial Group, Inc.****Consolidated Statements of Comprehensive Income****(Unaudited)**

	For the three months ended		For the six months ended	
	June 30,		June 30,	
	2012	2011	2012	2011
	(in millions)			
Net income	\$ 184.1	\$ 249.2	\$ 403.0	\$ 458.0
Other comprehensive income, net:				
Net unrealized gains on available-for-sale securities	100.7	146.7	262.0	322.1
Noncredit component of impairment losses on fixed maturities, available-for-sale	(9.9)	9.0	(10.8)	26.3
Net unrealized gains (losses) on derivative instruments	48.9	(8.2)	45.4	(12.6)
Foreign currency translation adjustment	(86.7)	49.7	(21.4)	71.5
Net unrecognized postretirement benefit obligation	8.8	(21.9)	17.5	27.3
Other comprehensive income	61.8	175.3	292.7	434.6
Comprehensive income	245.9	424.5	695.7	892.6
Comprehensive income attributable to noncontrolling interest	2.1	23.6	12.1	42.2
Comprehensive income attributable to Principal Financial Group, Inc.	\$ 243.8	\$ 400.9	\$ 683.6	\$ 850.4

See accompanying notes.

Table of Contents**Principal Financial Group, Inc.****Consolidated Statements of Stockholders' Equity****(Unaudited)**

	Series A preferred stock	Series B preferred stock	Common stock	Additional paid-in capital	Retained earnings	Accumulated other comprehensive income	Treasury stock	Noncontrolling interest	Total stockholders equity
	(in millions)								
Balances at January 1, 2011 (as adjusted)	\$	\$ 0.1	\$ 4.5	\$ 9,563.8	\$ 3,999.4	\$ 306.7	\$ (4,725.3)	\$ 157.2	\$ 9,306.4
Common stock issued				10.8					10.8
Stock-based compensation and additional related tax benefits				21.1					21.1
Treasury stock acquired, common							(236.2)		(236.2)
Dividends to preferred stockholders					(16.5)				(16.5)
Distributions to noncontrolling interest								(4.8)	(4.8)
Contributions from noncontrolling interest								76.2	76.2
Purchase of subsidiary shares from noncontrolling interest				(2.0)				(5.4)	(7.4)
Net income					415.8			42.2	458.0
Other comprehensive income						434.6			434.6
Balances at June 30, 2011	\$	\$ 0.1	\$ 4.5	\$ 9,593.7	\$ 4,398.7	\$ 741.3	\$ (4,961.5)	\$ 265.4	\$ 10,042.2
Balances at January 1, 2012	\$	\$ 0.1	\$ 4.5	\$ 9,634.7	\$ 4,402.3	\$ 258.0	\$ (5,281.7)	\$ 353.8	\$ 9,371.7
Common stock issued				11.7					11.7
Stock-based compensation and additional related tax benefits				39.0	(1.8)				37.2
Treasury stock acquired, common							(203.2)		(203.2)
Dividends to common stockholders					(108.0)				(108.0)
Dividends to preferred stockholders					(16.5)				(16.5)
Distributions to noncontrolling interest								(5.7)	(5.7)
Contributions from noncontrolling interest								6.2	6.2
Deconsolidation of certain variable interest entities								(353.2)	(353.2)
Net income (excludes \$0.7 million attributable to redeemable					391.1			11.2	402.3

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Principal Financial Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the six months ended June 30,	
	2012	2011
	(in millions)	
Operating activities		
Net income	\$ 403.0	\$ 458.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of deferred policy acquisition costs	(60.4)	100.1
Additions to deferred policy acquisition costs	(200.4)	(163.9)
Accrued investment income	25.7	43.6
Net cash flows for trading securities	81.2	82.8
Premiums due and other receivables	82.4	(78.6)
Contractholder and policyholder liabilities and dividends	806.3	626.0
Current and deferred income tax benefits	(16.0)	(4.3)
Net realized capital losses	6.5	20.3
Depreciation and amortization expense	68.2	59.3
Mortgage loans held for sale, acquired or originated	(42.9)	(89.6)
Mortgage loans held for sale, sold or repaid, net of gain	60.6	29.4
Real estate acquired through operating activities	(14.5)	
Real estate sold through operating activities	2.0	135.8
Stock-based compensation	37.5	21.0
Other	262.8	545.6
Net adjustments	1,099.0	1,327.5
Net cash provided by operating activities	1,502.0	1,785.5
Investing activities		
Available-for-sale securities:		
Purchases	(3,911.8)	(3,407.5)
Sales	695.1	759.7
Maturities	3,102.3	3,133.3
Mortgage loans acquired or originated	(1,310.9)	(599.7)
Mortgage loans sold or repaid	816.0	928.8
Real estate acquired	(39.8)	(18.1)
Net purchases of property and equipment	(24.7)	(18.5)
Purchase of interests in subsidiaries, net of cash acquired	(62.5)	
Net change in other investments	(90.5)	15.9
Net cash provided by (used in) investing activities	(826.8)	793.9
Financing activities		
Issuance of common stock	11.7	10.8
Acquisition of treasury stock	(203.2)	(236.2)
Proceeds from financing element derivatives	20.8	42.5
Payments for financing element derivatives	(26.4)	(25.8)
Excess tax benefits from share-based payment arrangements	10.7	1.9
Dividends to common stockholders	(108.0)	
Dividends to preferred stockholders	(8.2)	(16.5)
Issuance of long-term debt	9.1	2.0
Principal repayments of long-term debt	(1.5)	(3.1)
Net proceeds from short-term borrowings	155.5	
Investment contract deposits	2,886.7	2,344.3

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Investment contract withdrawals	(4,595.4)	(4,371.3)
Net decrease in banking operation deposits	(10.6)	(33.8)
Other	(3.7)	(2.0)
Net cash used in financing activities	(1,862.5)	(2,287.2)
Net increase (decrease) in cash and cash equivalents	(1,187.3)	292.2
Cash and cash equivalents at beginning of period	2,833.9	1,877.4
Cash and cash equivalents at end of period	\$ 1,646.6	\$ 2,169.6

See accompanying notes.

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Principal Financial Group, Inc.

Notes to Consolidated Financial Statements

June 30, 2012

(Unaudited)

1. Nature of Operations and Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements of Principal Financial Group, Inc. (PFG), its majority-owned subsidiaries and its consolidated variable interest entities (VIEs), have been prepared in conformity with accounting principles generally accepted in the U.S. (U.S. GAAP) for interim financial statements and with the instructions to Form 10-Q and Article 10 of Regulation S-X. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2012, are not necessarily indicative of the results that may be expected for the year ended December 31, 2012. These interim unaudited consolidated financial statements should be read in conjunction with our annual audited financial statements as of December 31, 2011, included in our Form 10-K for the year ended December 31, 2011, filed with the United States Securities and Exchange Commission (SEC). The accompanying consolidated statement of financial position as of December 31, 2011, has been derived from the audited consolidated statement of financial position but does not include all of the information and footnotes required by U.S. GAAP for complete financial statements.

Reclassifications have been made to prior period financial statements to conform to the June 30, 2012, presentation.

Accounting Changes

In October 2010, the Financial Accounting Standards Board (FASB) issued authoritative guidance that modifies the definition of the types of costs incurred by insurance entities that can be capitalized in the successful acquisition of new or renewal insurance contracts. Capitalized costs should include incremental direct costs of contract acquisition, as well as certain costs related directly to acquisition activities such as underwriting, policy issuance and processing, medical and inspection and sales force contract selling. This guidance was effective for us on January 1, 2012, and we adopted the guidance retrospectively.

Effective January 1, 2012, we voluntarily changed our method of accounting for the cost of long duration universal life and variable universal life reinsurance contracts. In conjunction with this change, we also changed our accounting policy for estimated gross profits (EGPs). These changes are collectively referred to as the Reinsurance Accounting Change . Under our previous method, we recognized all reinsurance cash flows as part of the net cost of reinsurance and amortized this balance over the estimated lives of the underlying policies in proportion to the pattern of EGPs on the underlying policies. Under the new method, any difference between actual and expected reinsurance cash flows are

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recognized in earnings immediately instead of being deferred and amortized over the life of the underlying policies. In conjunction with this change, we also changed our policy for determining EGPs relating to these contracts to include the difference between actual and expected reinsurance cash flows, where previously these effects had not been included. We adopted the new policies because we believe that they better reflect the economics of our reinsurance transactions by accounting for direct claims and related reinsurance recoveries in the same period. In addition, the new policies are consistent with our intent to purchase reinsurance to protect us against large and unexpected claims.

Comparative amounts from prior periods have been adjusted to apply the new deferred policy acquisition cost (DPAC) guidance (DPAC Guidance) and the Reinsurance Accounting Change retrospectively in these financial statements.

Our retrospective adoption of the DPAC Guidance and the Reinsurance Accounting Change resulted in reductions to the opening balances of retained earnings and accumulated other comprehensive income (AOCI) as of January 1, 2011, as shown in the following table.

	Impact on opening balance as of January 1, 2011		Attributed to DPAC Guidance (in millions)		Attributed to Reinsurance Accounting Change
Retained earnings	\$ (612.9)	\$	(631.7)	\$	18.8
Accumulated other comprehensive income	34.3		29.5		4.8

The following tables show the prior period financial statement line items that were affected by the DPAC Guidance and the Reinsurance Accounting Change.

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)****Consolidated Statements of Financial Position**

	December 31, 2011			Change attributed to	
	As adjusted	As originally reported	Effect of change (in millions)	DPAC Guidance	Reinsurance Accounting Change
Assets					
Other investments	\$ 2,985.8	\$ 2,988.0	\$ (2.2)	\$ (2.2)	\$
Premiums due and other receivables	1,196.5	1,245.2	(48.7)		(48.7)
Deferred policy acquisition costs	2,428.0	3,313.5	(885.5)	(884.4)	(1.1)
Liabilities					
Future policy benefits and claims	20,210.4	20,207.9	2.5		2.5
Other policyholder funds	548.6	543.7	4.9	7.0	(2.1)
Deferred income taxes	208.7	533.4	(324.7)	(307.1)	(17.6)
Stockholders equity					
Retained earnings	4,402.3	5,077.5	(675.2)	(642.0)	(33.2)
Accumulated other comprehensive income	258.0	201.9	56.1	55.5	0.6

Consolidated Statements of Operations

	For the three months ended June 30, 2011				
	As adjusted	As originally reported	Effect of change (in millions, except per share data)	DPAC Guidance (1)	Change attributed to Reinsurance Accounting Change (2)
Revenue					
Fees and other revenues	\$ 633.2	\$ 678.6	\$ (45.4)	\$ 0.1	\$ (45.5)
Net investment income	873.6	873.8	(0.2)	(0.2)	
Expenses					
Benefits, claims and settlement expenses	1,193.9	1,013.7	180.2		180.2
Operating expenses	739.4	903.1	(163.7)	(21.9)	(141.8)
Income before income taxes	310.2	372.3	(62.1)	21.8	(83.9)
Income taxes	61.0	82.4	(21.4)	8.0	(29.4)

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Net income	\$	249.2	\$	289.9	\$	(40.7)	\$	13.8	\$	(54.5)
Net income available to common stockholders	\$	217.3	\$	258.0	\$	(40.7)	\$	13.8	\$	(54.5)
Earnings per common share										
Basic earnings per common share	\$	0.68	\$	0.81	\$	(0.13)	\$	0.04	\$	(0.17)
Diluted earnings per common share	\$	0.67	\$	0.80	\$	(0.13)	\$	0.04	\$	(0.17)

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)****Consolidated Statements of Operations****For the six months ended June 30, 2011**

	As adjusted	As originally reported	Effect of change	DPAC Guidance (1)	Change attributed to Reinsurance Accounting Change (2)
	(in millions, except per share data)				
Revenue					
Fees and other revenues	\$ 1,256.2	\$ 1,299.4	\$ (43.2)	\$ 0.2	\$ (43.4)
Net investment income	1,733.4	1,733.7	(0.3)	(0.3)	
Expenses					
Benefits, claims and settlement expenses	2,382.8	2,205.2	177.6		177.6
Operating expenses	1,457.3	1,594.3	(137.0)	(1.7)	(135.3)
Income before income taxes	571.7	655.8	(84.1)	1.6	(85.7)
Income taxes	113.7	142.8	(29.1)	0.9	(30.0)
Net income	\$ 458.0	\$ 513.0	\$ (55.0)	\$ 0.7	\$ (55.7)
Net income available to common stockholders	\$ 399.3	\$ 454.3	\$ (55.0)	\$ 0.7	\$ (55.7)
Earnings per common share					
Basic earnings per common share	\$ 1.24	\$ 1.42	\$ (0.18)	\$	\$ (0.18)
Diluted earnings per common share	\$ 1.23	\$ 1.40	\$ (0.17)	\$	\$ (0.17)

(1) In general as a result of the adoption of the DPAC Guidance we capitalize fewer expenses, which lowers earnings. In the second quarter of 2011, we made routine model refinements in our individual life insurance business that resulted in a write-down of our DPAC asset. The DPAC Guidance was applied to a lower DPAC asset, which reduced the DPAC write-off associated with the model refinements. This positive impact to earnings more than offset the negative impact of lower capitalization during the quarter.

(2) In the second quarter of 2011, we made various routine adjustments to our model and assumptions in our individual life insurance business. When we updated our actuarial models for the Reinsurance Accounting Change, several of the components of our integrated insurance accounting model were impacted, resulting in changes to various balance sheet and income statement line items. While the same model and assumptions were used to derive both the as originally reported and as adjusted balances, the financial statement impacts of the model and assumption changes upon adjustment were different than previously reported because of changes to the pattern of EGPs caused by the application of our Reinsurance Accounting Change.

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The following tables show the impact of the Reinsurance Accounting Change on the current period financial statements.

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)****Consolidated Statements of Financial Position**

	New reinsurance accounting method	June 30, 2012 Former reinsurance accounting method (in millions)	Effect of Reinsurance Accounting Change
Assets			
Premiums due and other receivables	\$ 1,097.0	\$ 1,162.3	\$ (65.3)
Deferred policy acquisition costs	2,663.8	2,646.1	17.7
Liabilities			
Future policy benefits and claims	20,791.4	20,791.5	(0.1)
Other policyholder funds	663.4	656.5	6.9
Deferred income taxes	568.7	587.7	(19.0)
Stockholders equity			
Retained earnings	4,667.1	4,701.0	(33.9)
Accumulated other comprehensive income	550.5	552.0	(1.5)

Consolidated Statements of Operations

	For the three months ended June 30, 2012		
	New reinsurance accounting method	Former reinsurance accounting method	Effect of Reinsurance Accounting Change
	(in millions, except per share data)		
Revenue			
Fees and other revenues	\$ 636.1	\$ 636.6	\$ (0.5)
Expenses			
Benefits, claims and settlement expenses	1,110.0	1,108.7	1.3
Operating expenses	724.1	725.2	(1.1)
Income before income taxes	235.0	235.7	(0.7)
Income taxes	50.9	51.1	(0.2)
Net income	\$ 184.1	\$ 184.6	\$ (0.5)

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Net income available to common stockholders	\$	173.1	\$	173.6	\$	(0.5)
Earnings per common share						
Basic earnings per common share	\$	0.58	\$	0.58	\$	
Diluted earnings per common share	\$	0.58	\$	0.58	\$	

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)****Consolidated Statements of Operations**

	For the six months ended June 30, 2012			Effect of Reinsurance Accounting Change
	New reinsurance accounting method	Former reinsurance accounting method		
	(in millions, except per share data)			
Revenue				
Fees and other revenues	\$ 1,234.1	\$ 1,243.1	\$	(9.0)
Expenses				
Benefits, claims and settlement expenses	2,322.5	2,308.5		14.0
Operating expenses	1,280.1	1,302.1		(22.0)
Income before income taxes	512.1	513.1		(1.0)
Income taxes	109.1	109.4		(0.3)
Net income	\$ 403.0	\$ 403.7	\$	(0.7)
Net income available to common stockholders	\$ 374.6	\$ 375.3	\$	(0.7)
Earnings per common share				
Basic earnings per common share	\$ 1.25	\$ 1.25	\$	
Diluted earnings per common share	\$ 1.24	\$ 1.24	\$	

Certain of the current and prior period line items in the consolidated statements of cash flows and consolidated statements of stockholders' equity were affected by the DPAC Guidance and the Reinsurance Accounting Change. All of the line item changes in the consolidated statements of cash flows were included in the operating activities section and the changes in the consolidated statements of stockholders' equity have largely been addressed through the preceding disclosures.

Our accounting policy for DPAC follows, which has been updated from our Form 10-K for the year ended December 31, 2011, to reflect this change.

Deferred Policy Acquisition Costs

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Incremental direct costs of contract acquisition as well as certain costs directly related to acquisition activities (underwriting, policy issuance and processing, medical and inspection and sales force contract selling) for the successful acquisition of new and renewal insurance policies and investment contract business are capitalized to the extent recoverable. Maintenance costs and acquisition costs that are not deferrable are charged to operations as incurred.

DPAC for universal life-type insurance contracts, participating life insurance policies and certain investment contracts are being amortized over the lives of the policies and contracts in relation to the emergence of EGPs or, in certain circumstances, estimated gross revenues. This amortization is adjusted in the current period when EGPs or estimated gross revenues are revised. For individual variable life insurance, individual variable annuities and group annuities that have separate account equity investment options, we utilize a mean reversion method (reversion to the mean assumption), a common industry practice, to determine the future domestic equity market growth assumption used for the amortization of DPAC. The DPAC of nonparticipating term life insurance and individual disability policies are being amortized over the premium-paying period of the related policies using assumptions consistent with those used in computing policyholder liabilities.

DPAC are subject to recoverability testing at the time of policy issue and loss recognition testing on an annual basis, or when an event occurs that may warrant loss recognition. If loss recognition is necessary, DPAC would be written off to the extent that it is determined that future policy premiums and investment income or gross profits are not adequate to cover related losses and expenses.

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Recent Accounting Pronouncements

In December 2011, the FASB issued authoritative guidance related to balance sheet offsetting. The new guidance requires disclosures about assets and liabilities that are offset or have the potential to be offset. These disclosures are intended to address differences in the asset and liability offsetting requirements under U.S. GAAP and International Financial Reporting Standards. This new guidance will be effective for us for interim and annual reporting periods beginning January 1, 2013, with retrospective application required and is not expected to have a material impact on our consolidated financial statements.

Also in December 2011, the FASB issued authoritative guidance that requires a reporting entity to follow the real estate sales guidance when the reporting entity ceases to have a controlling financial interest in a subsidiary that is in-substance real estate as a result of a default on the subsidiary's nonrecourse debt. This guidance will be effective for us on January 1, 2013, and is not expected to have a material impact on our consolidated financial statements.

In September 2011, the FASB issued authoritative guidance that amends how goodwill is tested for impairment. The amendments provide an option to perform a qualitative assessment to determine whether it is necessary to perform the annual two-step quantitative goodwill impairment test. This guidance will be effective for our 2012 goodwill impairment test and is not expected to have a material impact on our consolidated financial statements.

In June 2011, the FASB issued authoritative guidance that changes the presentation of comprehensive income in the financial statements. The new guidance eliminates the presentation options contained in current guidance and instead requires entities to report components of comprehensive income in either a continuous statement of comprehensive income or two separate but consecutive statements that show the components of net income and other comprehensive income (OCI), including adjustments for items that are reclassified from OCI to net income. The guidance does not change the items that must be reported in OCI or when an item of OCI must be reclassified to net income. In December 2011, the FASB issued a final standard to defer the new requirement to present classification adjustments out of OCI to net income on the face of the financial statements. All other requirements contained in the original statement on comprehensive income are still effective. This guidance was effective for us on January 1, 2012, and did not have a material impact on our consolidated financial statements. The required disclosures are included in our consolidated financial statements. See Note 8, Stockholders' Equity, for further details.

In May 2011, the FASB issued authoritative guidance that clarifies and changes fair value measurement and disclosure requirements. This guidance expands existing disclosure requirements for fair value measurements and makes other amendments but does not require additional fair value measurements. This guidance was effective for us on January 1, 2012, and did not have a material impact on our consolidated financial statements. See Note 9, Fair Value Measurements, for further details.

In April 2011, the FASB issued authoritative guidance that modifies the criteria for determining when repurchase agreements would be accounted for as secured borrowings as opposed to sales. The guidance was effective for us on January 1, 2012, for new transfers and modifications to existing transactions and did not have a material impact on our consolidated financial statements.

Also in April 2011, the FASB issued authoritative guidance which clarifies when creditors should classify a loan modification as a troubled debt restructuring (TDR). A TDR occurs when a creditor grants a concession to a debtor experiencing financial difficulties. Loans denoted as a TDR are considered impaired and are specifically reserved for when calculating the allowance for credit losses. This guidance also ends the indefinite deferral issued in January 2011 surrounding new disclosures on loans classified as a TDR required as part of the credit quality disclosures guidance issued in July 2010. This guidance was effective for us on July 1, 2011, and was applied retrospectively to restructurings occurring on or after January 1, 2011. This guidance did not have a material impact on our consolidated financial statements. See Note 3, Investments, for further detail.

In July 2010, the FASB issued authoritative guidance that requires new and expanded disclosures related to the credit quality of financing receivables and the allowance for credit losses. Reporting entities are required to provide qualitative and quantitative disclosures on the allowance for credit losses, credit quality, impaired loans, modifications and nonaccrual and past due financing receivables. The disclosures are required to be presented on a disaggregated basis by portfolio segment and class of financing receivable. Disclosures required by the guidance that relate to the end of a reporting period were effective for us in our December 31, 2010, consolidated financial statements. Disclosures required by the guidance that relate to an activity that occurs during a reporting period were effective for us on January 1, 2011, and did not have a material impact on our consolidated financial statements. See Note 3, Investments, for further details.

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In April 2010, the FASB issued authoritative guidance addressing how investments held through the separate accounts of an insurance entity affect the entity's consolidation analysis. This guidance clarifies that an insurance entity should not consider any separate account interests held for the benefit of policyholders in an investment to be the insurer's interests and should not combine those interests with its general account interest in the same investment when assessing the investment for consolidation. This guidance was effective for us on January 1, 2011, and did not have a material impact on our consolidated financial statements.

In January 2010, the FASB issued authoritative guidance that requires new disclosures related to fair value measurements and clarifies existing disclosure requirements about the level of disaggregation, inputs and valuation techniques. Specifically, reporting entities now must disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers. In addition, in the reconciliation for Level 3 fair value measurements, a reporting entity should present separately information about purchases, sales, issuances and settlements. The guidance clarifies that a reporting entity needs to use judgment in determining the appropriate classes of assets and liabilities for disclosure of fair value measurement, considering the level of disaggregated information required by other applicable U.S. GAAP guidance and should also provide disclosures about the valuation techniques and inputs used to measure fair value for each class of assets and liabilities. This guidance was effective for us on January 1, 2010, except for the disclosures about purchases, sales, issuances and settlements in the reconciliation for Level 3 fair value measurements, which were effective for us on January 1, 2011. This guidance did not have a material impact on our consolidated financial statements. See Note 9, Fair Value Measurements, for further details.

Separate Accounts

At June 30, 2012 and December 31, 2011, the separate accounts include a separate account valued at \$146.6 million and \$146.5 million, respectively, which primarily includes shares of our stock that were allocated and issued to eligible participants of qualified employee benefit plans administered by us as part of the policy credits issued under our 2001 demutualization. These shares are included in both basic and diluted earnings per share calculations. In the consolidated statements of financial position, the separate account shares are recorded at fair value and are reported as separate account assets with a corresponding separate account liability to eligible participants of the qualified plan. Changes in fair value of the separate account shares are reflected in both the separate account assets and separate account liabilities and do not impact our results of operations.

2. Variable Interest Entities

We have relationships with and may have a variable interest in various types of special purpose entities. Following is a discussion of our interest in entities that meet the definition of a VIE. When we are the primary beneficiary, we are required to consolidate the entity in our financial statements. The primary beneficiary of a VIE is defined as the enterprise with (1) the power to direct the activities of a VIE that most significantly impact the entity's economic performance and (2) the obligation to absorb losses of the entity or the right to receive benefits from

the entity that could potentially be significant to the VIE. On an ongoing basis, we assess whether we are the primary beneficiary of VIEs we have relationships with.

Consolidated Variable Interest Entities

Grantor Trusts

We contributed undated subordinated floating rate notes to three grantor trusts. The trusts separated the cash flows by issuing an interest-only certificate and a residual certificate related to each note contributed. Each interest-only certificate entitles the holder to interest on the stated note for a specified term, while the residual certificate entitles the holder to interest payments subsequent to the term of the interest-only certificate and to all principal payments. We retained the interest-only certificates and the residual certificates were subsequently sold to third parties. We have determined these grantor trusts are VIEs due to insufficient equity to sustain them. We determined we are the primary beneficiary as a result of our contribution of securities into the trusts and our continuing interest in the trusts.

Collateralized Private Investment Vehicles

We invest in synthetic collateralized debt obligations, collateralized bond obligations, collateralized loan obligations and other collateralized structures, which are VIEs due to insufficient equity to sustain the entities (collectively known as collateralized private investment vehicles). The performance of the notes of these structures is primarily linked to a synthetic portfolio by derivatives; each note has a specific loss attachment and detachment point. The notes and related derivatives are collateralized by a pool of permitted investments. The investments are held by a trustee and can only be liquidated to settle obligations of the trusts. These obligations

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primarily include derivatives and the notes due at maturity or termination of the trusts. We determined we are the primary beneficiary for certain of these entities because we act as the investment manager of the underlying portfolio and we have an ownership interest.

Commercial Mortgage-Backed Securities

We sold commercial mortgage loans to a real estate mortgage investment conduit trust. The trust issued various commercial mortgage-backed securities (CMBS) certificates using the cash flows of the underlying commercial mortgages it purchased. This is considered a VIE due to insufficient equity to sustain itself. We have determined we are the primary beneficiary as we retained the special servicing role for the assets within the trust as well as the ownership of the bond class that controls the unilateral kick out rights of the special servicer.

Hedge Funds

We are a general partner with insignificant equity ownership in various hedge funds. These entities were deemed VIEs due to the equity owners not having decision-making ability. We determined we were the primary beneficiary of these entities due to our control through our management relationships, related party ownership and our fee structure in certain of these funds.

In the second quarter of 2012, the hedge funds were no longer consolidated. We determined we were no longer the primary beneficiary due to the increase in external ownership in the funds. As a result of deconsolidation, total assets decreased \$587.2 million and liabilities and noncontrolling interest decreased \$586.1 million.

The carrying amounts of our consolidated VIE assets, which can only be used to settle obligations of consolidated VIEs, and liabilities of consolidated VIEs for which creditors do not have recourse are as follows:

	Grantor trusts	Collateralized private investment vehicles	CMBS (in millions)	Hedge funds (2)	Total
June 30, 2012					

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Fixed maturities, available-for-sale	\$	184.8	\$	7.6	\$		\$	192.4
Fixed maturities, trading				132.4				132.4
Other investments						83.6		83.6
Accrued investment income		0.6				0.5		1.1
Total assets	\$	185.4	\$	140.0	\$	84.1	\$	409.5
Deferred income taxes	\$	1.9	\$		\$		\$	1.9
Other liabilities (1)		133.9		135.9		50.9		320.7
Total liabilities	\$	135.8	\$	135.9	\$	50.9	\$	322.6
December 31, 2011								
Fixed maturities, available-for-sale	\$	199.2	\$	15.0	\$		\$	214.2
Fixed maturities, trading				132.4				132.4
Equity securities, trading							207.6	207.6
Other investments						97.5	0.3	97.8
Cash and cash equivalents							317.7	317.7
Accrued investment income		1.2		0.1		0.6		1.9
Premiums due and other receivables							39.1	39.1
Total assets	\$	200.4	\$	147.5	\$	98.1	\$	564.7
Deferred income taxes	\$	2.2	\$		\$		\$	2.2
Other liabilities (1)		136.9		143.8		64.5	220.0	565.2
Total liabilities	\$	139.1	\$	143.8	\$	64.5	\$	220.0

(1) Grantor trusts contain an embedded derivative of a forecasted transaction to deliver the underlying securities; collateralized private investment vehicles include derivative liabilities and obligation to redeem notes at maturity or termination of the trust; CMBS includes obligation to the bondholders; and hedge funds include liabilities to securities brokers.

(2) The consolidated statements of financial position included a \$343.6 million noncontrolling interest for hedge funds as of December 31, 2011.

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We did not provide financial or other support to investees designated as VIEs for the six months ended June 30, 2012 and 2011.

Unconsolidated Variable Interest Entities

Invested Securities

We hold a variable interest in a number of VIEs where we are not the primary beneficiary. Our investments in these VIEs are reported in fixed maturities, available-for-sale; fixed maturities, trading and other investments in the consolidated statements of financial position and are described below.

VIEs include CMBS, residential mortgage-backed pass-through securities (RMBS) and other asset-backed securities (ABS). All of these entities were deemed VIEs because the equity within these entities is insufficient to sustain them. We determined we are not the primary beneficiary in any of the entities within these categories of investments. This determination was based primarily on the fact we do not own the class of security that controls the unilateral right to replace the special servicer or equivalent function.

As previously discussed, we invest in several types of collateralized private investment vehicles, which are VIEs. These include cash and synthetic structures that we do not manage. We have determined we are not the primary beneficiary of these collateralized private investment vehicles primarily because we do not control the economic performance of the entities and were not involved with the design of the entities.

We have invested in various VIE trusts as a debt holder. All of these entities are classified as VIEs due to insufficient equity to sustain them. We have determined we are not the primary beneficiary primarily because we do not control the economic performance of the entities and were not involved with the design of the entities.

We have invested in partnerships, some of which are classified as VIEs. The partnership returns are in the form of income tax credits and investment income. These entities are classified as VIEs as the general partner does not have an equity investment at risk in the entity. We have determined we are not the primary beneficiary because we are not the general partner, who makes all the significant decisions for the entity.

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)**

The carrying value and maximum loss exposure for our unconsolidated VIEs were as follows:

	Asset carrying value	Maximum exposure to loss (1)
	(in millions)	
June 30, 2012		
Fixed maturities, available-for-sale:		
Corporate	\$ 526.8	\$ 396.3
Residential mortgage-backed pass-through securities	3,298.2	3,095.7
Commercial mortgage-backed securities	3,744.9	4,128.1
Collateralized debt obligations	366.1	438.4
Other debt obligations	3,480.2	3,525.5
Fixed maturities, trading:		
Residential mortgage-backed pass-through securities	103.3	103.3
Commercial mortgage-backed securities	3.5	3.5
Collateralized debt obligations	50.6	50.6
Other debt obligations	16.9	16.9
Other investments:		
Other limited partnership interests	126.3	126.3
December 31, 2011		
Fixed maturities, available-for-sale:		
Corporate	\$ 544.0	\$ 392.6
Residential mortgage-backed pass-through securities	3,343.0	3,155.8
Commercial mortgage-backed securities	3,413.7	3,894.3
Collateralized debt obligations	338.8	399.7
Other debt obligations	3,570.2	3,606.9
Fixed maturities, trading:		
Residential mortgage-backed pass-through securities	105.6	105.6
Commercial mortgage-backed securities	12.0	12.0
Collateralized debt obligations	51.4	51.4
Other debt obligations	64.9	64.9
Other investments:		
Other limited partnership interests	122.1	122.1

(1) Our risk of loss is limited to our initial investment measured at amortized cost for fixed maturities, available-for-sale and other investments. Our risk of loss is limited to our initial investment measured at fair value for our fixed maturities, trading.

Sponsored Investment Funds

We are the investment manager for certain money market mutual funds that are deemed to be VIEs. We are not the primary beneficiary of these VIEs since our involvement is limited primarily to being a service provider, and our variable interest does not absorb the majority of the variability of the entities' net assets. As of June 30, 2012 and December 31, 2011, these VIEs held \$1.5 billion and \$1.7 billion in total assets, respectively. We have no contractual obligation to contribute to the funds.

We provide asset management and other services to certain investment structures that are considered VIEs as we generally earn performance-based management fees. We are not the primary beneficiary of these entities as we do not have the obligation to absorb losses of the entities that could be potentially significant to the VIE or the right to receive benefits from these entities that could be potentially significant.

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)****3. Investments****Fixed Maturities and Equity Securities**

Fixed maturities include bonds, ABS, redeemable preferred stock and certain nonredeemable preferred stock. Equity securities include mutual funds, common stock and nonredeemable preferred stock. We classify fixed maturities and equity securities as either available-for-sale or trading at the time of the purchase and, accordingly, carry them at fair value. See Note 9, Fair Value Measurements, for methodologies related to the determination of fair value. Unrealized gains and losses related to available-for-sale securities, excluding those in fair value hedging relationships, are reflected in stockholders' equity, net of adjustments related to DPAC, sales inducements, unearned revenue reserves, policyholder liabilities, derivatives in cash flow hedge relationships and applicable income taxes. Unrealized gains and losses related to hedged portions of available-for-sale securities in fair value hedging relationships and mark-to-market adjustments on certain trading securities are reflected in net realized capital gains (losses). We also have a minimal amount of assets within trading securities portfolios that support investment strategies that involve the active and frequent purchase and sale of fixed maturities. Mark-to-market adjustments related to these trading securities are reflected in net investment income.

The cost of fixed maturities is adjusted for amortization of premiums and accrual of discounts, both computed using the interest method. The cost of fixed maturities and equity securities classified as available-for-sale is adjusted for declines in value that are other than temporary. Impairments in value deemed to be other than temporary are primarily reported in net income as a component of net realized capital gains (losses), with noncredit impairment losses for certain fixed maturities, available-for-sale reported in OCI. For loan-backed and structured securities, we recognize income using a constant effective yield based on currently anticipated cash flows.

The amortized cost, gross unrealized gains and losses, other-than-temporary impairments in AOCI and fair value of fixed maturities and equity securities available-for-sale are summarized as follows:

	Amortized cost	Gross unrealized gains	Gross unrealized losses (in millions)	Other-than- temporary impairments in AOCI (1)	Fair value
June 30, 2012					
Fixed maturities, available-for-sale:					
U.S. government and agencies	\$ 790.9	\$ 34.1	\$ 0.9	\$	\$ 824.1
Non-U.S. government and agencies	918.0	242.1	0.9		1,159.2

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States and political subdivisions	2,638.4	232.4	1.4		2,869.4
Corporate	31,992.8	2,601.6	523.5	19.4	34,051.5
Residential mortgage-backed pass-through securities	3,095.7	202.7	0.2		3,298.2
Commercial mortgage-backed securities	4,128.1	161.1	351.6	192.7	3,744.9
Collateralized debt obligations	438.4	2.9	67.2	8.0	366.1
Other debt obligations	3,525.5	60.4	19.1	86.6	3,480.2
Total fixed maturities, available-for-sale	\$ 47,527.8	\$ 3,537.3	\$ 964.8	\$ 306.7	\$ 49,793.6
Total equity securities, available-for-sale	\$ 140.3	\$ 12.2	\$ 13.5		\$ 139.0
December 31, 2011					
Fixed maturities, available-for-sale:					
U.S. government and agencies	\$ 772.3	\$ 32.8			\$ 805.1
Non-U.S. government and agencies	917.6	180.5	1.4		1,096.7
States and political subdivisions	2,670.0	218.2	5.5		2,882.7
Corporate	31,954.2	2,321.3	699.5	19.5	33,556.5
Residential mortgage-backed pass-through securities	3,155.8	187.9	0.7		3,343.0
Commercial mortgage-backed securities	3,894.3	117.0	429.4	168.2	3,413.7
Collateralized debt obligations	399.7	1.9	55.8	7.0	338.8
Other debt obligations	3,606.9	100.3	47.0	90.0	3,570.2
Total fixed maturities, available-for-sale	\$ 47,370.8	\$ 3,159.9	\$ 1,239.3	\$ 284.7	\$ 49,006.7
Total equity securities, available-for-sale	\$ 75.2	\$ 8.4	\$ 6.5		\$ 77.1

(1) Excludes \$29.0 million and \$28.9 million as of June 30, 2012 and December 31, 2011, respectively, of net unrealized gains on impaired fixed maturities, available-for-sale related to changes in fair value subsequent to the impairment date.

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The amortized cost and fair value of fixed maturities available-for-sale at June 30, 2012, by expected maturity, were as follows:

	Amortized cost		Fair value	
	(in millions)			
Due in one year or less	\$	3,605.4	\$	3,657.7
Due after one year through five years		12,713.2		13,231.7
Due after five years through ten years		9,131.5		10,058.0
Due after ten years		10,890.0		11,956.8
Subtotal		36,340.1		38,904.2
Mortgage-backed and other asset-backed securities		11,187.7		10,889.4
Total	\$	47,527.8	\$	49,793.6

Actual maturities may differ because borrowers may have the right to call or prepay obligations. Our portfolio is diversified by industry, issuer and asset class. Credit concentrations are managed to established limits.

Net Realized Capital Gains and Losses

Net realized capital gains and losses on sales of investments are determined on the basis of specific identification. In general, in addition to realized capital gains and losses on investment sales and periodic settlements on derivatives not designated as hedges, we report gains and losses related to the following in net realized capital gains (losses): other-than-temporary impairments of securities and subsequent realized recoveries, mark-to-market adjustments on certain trading securities, mark-to-market adjustments on certain seed money investments, fair value hedge and cash flow hedge ineffectiveness, mark-to-market adjustments on derivatives not designated as hedges, changes in the mortgage loan valuation allowance provision and impairments of real estate held for investment. Investment gains and losses on sales of certain real estate held for sale, which do not meet the criteria for classification as a discontinued operation and mark-to-market adjustments on trading securities that support investment strategies that involve the active and frequent purchase and sale of fixed maturities are reported as net investment income and are excluded from net realized capital gains (losses). The major components of net realized capital gains (losses) on investments are summarized as follows:

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in millions)			
Fixed maturities, available-for-sale:				
Gross gains	\$ 4.4	\$ 5.7	\$ 19.7	\$ 18.2
Gross losses	(50.8)	(37.9)	(86.9)	(61.2)
	17.1	(9.7)	22.0	(48.1)

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Other-than-temporary impairment losses
reclassified to (from) OCI

Hedging, net	23.4	59.7	6.7	29.5
Fixed maturities, trading	(2.0)	3.3	1.0	(1.3)
Equity securities, available-for-sale:				
Gross gains			0.1	2.2
Gross losses		(4.5)		(4.5)
Equity securities, trading	(3.5)	26.5	30.7	56.6
Mortgage loans	(10.2)	(12.1)	(21.3)	(22.0)
Derivatives	2.8	(64.6)	30.4	(55.7)
Other	19.0	71.3	(8.9)	66.0
Net realized capital gains (losses)	\$ 0.2	\$ 37.7	\$ (6.5)	\$ (20.3)

Proceeds from sales of investments (excluding call and maturity proceeds) in fixed maturities, available-for-sale were \$0.3 billion and \$0.2 billion for the three months ended June 30, 2012 and 2011, and \$0.7 billion and \$0.7 billion for the six months ended June 30, 2012 and 2011, respectively.

Other-Than-Temporary Impairments

We have a process in place to identify fixed maturity and equity securities that could potentially have a credit impairment that is other than temporary. This process involves monitoring market events that could impact issuers' credit ratings, business climate,

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management changes, litigation and government actions and other similar factors. This process also involves monitoring late payments, pricing levels, downgrades by rating agencies, key financial ratios, financial statements, revenue forecasts and cash flow projections as indicators of credit issues.

Each reporting period, all securities are reviewed to determine whether an other-than-temporary decline in value exists and whether losses should be recognized. We consider relevant facts and circumstances in evaluating whether a credit or interest-related impairment of a security is other than temporary. Relevant facts and circumstances considered include: (1) the extent and length of time the fair value has been below cost; (2) the reasons for the decline in value; (3) the financial position and access to capital of the issuer, including the current and future impact of any specific events; (4) for structured securities, the adequacy of the expected cash flows; (5) for fixed maturities, our intent to sell a security or whether it is more likely than not we will be required to sell the security before the recovery of its amortized cost which, in some cases, may extend to maturity and (6) for equity securities, our ability and intent to hold the security for a period of time that allows for the recovery in value. To the extent we determine that a security is deemed to be other than temporarily impaired, an impairment loss is recognized.

Impairment losses on equity securities are recognized in net income and are measured as the difference between amortized cost and fair value. The way in which impairment losses on fixed maturities are recognized in the financial statements is dependent on the facts and circumstances related to the specific security. If we intend to sell a security or it is more likely than not that we would be required to sell a security before the recovery of its amortized cost, we recognize an other-than-temporary impairment in net income for the difference between amortized cost and fair value. If we do not expect to recover the amortized cost basis, we do not plan to sell the security and if it is not more likely than not that we would be required to sell a security before the recovery of its amortized cost, the recognition of the other-than-temporary impairment is bifurcated. We recognize the credit loss portion in net income and the noncredit loss portion in OCI (bifurcated OTTI).

Total other-than-temporary impairment losses, net of recoveries from the sale of previously impaired securities, were as follows:

	For the three months ended		For the six months ended	
	2012	2011	2012	2011
	(in millions)			
Fixed maturities, available-for-sale	\$ (49.1)	\$ (36.4)	\$ (82.8)	\$ (52.6)
Equity securities, available-for-sale		(4.5)		(2.3)
Total other-than-temporary impairment losses, net of recoveries from the sale of previously impaired securities	(49.1)	(40.9)	(82.8)	(54.9)
Other-than-temporary impairment losses on fixed maturities, available-for-sale reclassified to (from) OCI (1)	17.1	(9.7)	22.0	(48.1)
	\$ (32.0)	\$ (50.6)	\$ (60.8)	\$ (103.0)

Net impairment losses on available-for-sale securities

(1) Represents the net impact of (a) gains resulting from reclassification of noncredit impairment losses for fixed maturities with bifurcated OTTI from net realized capital gains (losses) to OCI and (b) losses resulting from reclassification of previously recognized noncredit impairment losses from OCI to net realized capital gains (losses) for fixed maturities with bifurcated OTTI that had additional credit losses or fixed maturities that previously had bifurcated OTTI that have now been sold or are intended to be sold.

We estimate the amount of the credit loss component of a fixed maturity security impairment as the difference between amortized cost and the present value of the expected cash flows of the security. The present value is determined using the best estimate cash flows discounted at the effective interest rate implicit to the security at the date of purchase or the current yield to accrete an asset-backed or floating rate security. The methodology and assumptions for establishing the best estimate cash flows vary depending on the type of security. The ABS cash flow estimates are based on security specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity and prepayment speeds and structural support, including subordination and guarantees. The corporate security cash flow estimates are derived from scenario-based outcomes of expected corporate restructurings or liquidations using bond specific facts and circumstances including timing, security interests and loss severity.

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The following table provides a rollforward of accumulated credit losses for fixed maturities with bifurcated credit losses. The purpose of the table is to provide detail of (1) additions to the bifurcated credit loss amounts recognized in net realized capital gains (losses) during the period and (2) decrements for previously recognized bifurcated credit losses where the loss is no longer bifurcated and/or there has been a positive change in expected cash flows or accretion of the bifurcated credit loss amount.

	For the three months ended June 30,		For the six months ended June 30,	
	2012	2011	2012	2011
	(in millions)			
Beginning balance	\$ (404.7)	\$ (312.1)	\$ (434.9)	\$ (325.7)
Credit losses for which an other-than-temporary impairment was not previously recognized	(9.5)	(12.8)	(16.9)	(15.0)
Credit losses for which an other-than-temporary impairment was previously recognized	(19.1)	(34.2)	(39.9)	(68.7)
Reduction for credit losses previously recognized on fixed maturities now sold, paid down or intended to be sold	56.5	0.5	113.9	51.7
Net reduction (increase) for positive changes in cash flows expected to be collected and amortization (1)	1.3	(1.1)	2.3	(2.0)
Ending balance	\$ (375.5)	\$ (359.7)	\$ (375.5)	\$ (359.7)

(1) Amounts are recognized in net investment income.

Gross Unrealized Losses for Fixed Maturities and Equity Securities

For fixed maturities and equity securities available-for-sale with unrealized losses, including other-than-temporary impairment losses reported in OCI, the gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position are summarized as follows:

	Less than twelve months		June 30, 2012 Greater than or equal to twelve months		Total	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses

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(in millions)

Fixed maturities, available-for-sale:								
U.S. government and agencies	\$	39.3	\$	0.9	\$	39.3	\$	0.9
Non-U.S. governments		61.3		0.9		61.7		0.9
States and political subdivisions		73.6		0.2		108.5		1.4
Corporate		1,740.8		47.9		4,400.2		542.9
Residential mortgage-backed								
pass-through securities		53.8		0.1		56.2		0.2
Commercial mortgage-backed securities		248.8		9.5		1,147.9		544.3
Collateralized debt obligations		135.8		4.4		275.7		75.2
Other debt obligations		185.6		2.4		746.2		105.7
Total fixed maturities, available-for-sale	\$	2,539.0	\$	66.3	\$	6,835.7	\$	1,271.5
Total equity securities, available-for-sale	\$	20.7	\$	3.8	\$	67.4	\$	13.5

Of the total amounts, Principal Life's consolidated portfolio represented \$6,404.9 million in available-for-sale fixed maturities with gross unrealized losses of \$1,213.5 million. Of those fixed maturity assets in Principal Life's consolidated portfolio with a gross unrealized loss position, 72% were investment grade (rated AAA through BBB-) with an average price of 84 (carrying value/amortized cost) at June 30, 2012. Gross unrealized losses in our fixed maturities portfolio decreased during the six months ended June 30, 2012, due to a tightening of credit spreads, primarily in the corporate and commercial mortgage-backed securities sectors.

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For those securities that had been in a continuous unrealized loss position for less than twelve months, Principal Life's consolidated portfolio held 268 securities with a carrying value of \$2,226.0 million and unrealized losses of \$55.2 million reflecting an average price of 98 at June 30, 2012. Of this portfolio, 84% was investment grade (rated AAA through BBB-) at June 30, 2012, with associated unrealized losses of \$45.9 million. The unrealized losses on these securities can primarily be attributed to changes in market interest rates and changes in credit spreads since the securities were acquired.

For those securities that had been in a continuous unrealized loss position greater than or equal to twelve months, Principal Life's consolidated portfolio held 609 securities with a carrying value of \$4,178.9 million and unrealized losses of \$1,158.3 million. The average rating of this portfolio was BBB- with an average price of 78 at June 30, 2012. Of the \$1,158.3 million in unrealized losses, the commercial mortgage-backed securities sector accounts for \$534.8 million in unrealized losses with an average price of 63 and an average credit rating of BBB-. The remaining unrealized losses consist primarily of \$448.1 million within the corporate sector at June 30, 2012. The average price of the corporate sector was 85 and the average credit rating was BBB. The unrealized losses on these securities can primarily be attributed to changes in market interest rates and changes in credit spreads since the securities were acquired.

Because we expected to recover our amortized cost, it was not our intent to sell the fixed maturity available-for-sale securities with unrealized losses and it was not more likely than not that we would be required to sell these securities before recovery of the amortized cost, which may be maturity, we did not consider these investments to be other-than-temporarily impaired at June 30, 2012.

	Less than twelve months		December 31, 2011 Greater than or equal to twelve months		Total	
	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses	Fair value	Gross unrealized losses
	(in millions)					
Fixed maturities, available-for-sale:						
Non-U.S. governments	\$ 68.5	\$ 1.4	\$ 0.3	\$	\$ 68.8	\$ 1.4
States and political subdivisions	5.7	0.1	51.7	5.4	57.4	5.5
Corporate	3,445.6	140.9	2,403.9	578.1	5,849.5	719.0
Residential mortgage-backed pass-through securities	77.8	0.5	3.7	0.2	81.5	0.7
Commercial mortgage-backed securities	608.4	57.3	858.9	540.3	1,467.3	597.6
Collateralized debt obligations	107.2	2.5	204.4	60.3	311.6	62.8
Other debt obligations	708.1	13.0	508.1	124.0	1,216.2	137.0
Total fixed maturities, available-for-sale	\$ 5,021.3	\$ 215.7	\$ 4,031.0	\$ 1,308.3	\$ 9,052.3	\$ 1,524.0
Total equity securities, available-for-sale	\$ 14.3	\$ 3.2	\$ 15.6	\$ 3.3	\$ 29.9	\$ 6.5

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Of the total amounts, Principal Life's consolidated portfolio represented \$8,540.7 million in available-for-sale fixed maturities with gross unrealized losses of \$1,470.3 million. Of those fixed maturity assets in Principal Life's consolidated portfolio with a gross unrealized loss position, 76% were investment grade (rated AAA through BBB-) with an average price of 85 (carrying value/amortized cost) at December 31, 2011. Gross unrealized losses in our fixed maturities portfolio increased slightly during the year ended December 31, 2011, due to a widening of credit spreads primarily in the corporate and commercial mortgage-backed securities sectors.

For those securities that had been in a continuous unrealized loss position for less than twelve months, Principal Life's consolidated portfolio held 477 securities with a carrying value of \$4,573.6 million and unrealized losses of \$198.7 million reflecting an average price of 96 at December 31, 2011. Of this portfolio, 86% was investment grade (rated AAA through BBB-) at December 31, 2011, with associated unrealized losses of \$128.5 million. The unrealized losses on these securities can primarily be attributed to changes in market interest rates and changes in credit spreads since the securities were acquired.

For those securities that had been in a continuous unrealized loss position greater than or equal to twelve months, Principal Life's consolidated portfolio held 628 securities with a carrying value of \$3,967.1 million and unrealized losses of \$1,271.6 million. The average rating of this portfolio was BBB with an average price of 76 at December 31, 2011. Of the \$1,271.6 million in unrealized losses, the commercial mortgage-backed securities sector accounts for \$540.3 million in unrealized losses with an average price of 61 and an

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)**

average credit rating of BBB-. The remaining unrealized losses consist primarily of \$541.4 million within the corporate sector at December 31, 2011. The average price of the corporate sector was 81 and the average credit rating was BBB. The unrealized losses on these securities can primarily be attributed to changes in market interest rates and changes in credit spreads since the securities were acquired.

Because we expected to recover our amortized cost, it was not our intent to sell the fixed maturity available-for-sale securities with unrealized losses and it was not more likely than not that we would be required to sell these securities before recovery of the amortized cost, which may be maturity, we did not consider these investments to be other-than-temporarily impaired at December 31, 2011.

Net Unrealized Gains and Losses on Available-for-Sale Securities and Derivative Instruments

The net unrealized gains and losses on investments in fixed maturities available-for-sale, equity securities available-for-sale and derivative instruments are reported as a separate component of stockholders' equity. The cumulative amount of net unrealized gains and losses on available-for-sale securities and derivative instruments net of adjustments related to DPAC, sales inducements, unearned revenue reserves, changes in policyholder liabilities and applicable income taxes was as follows:

	June 30, 2012	December 31, 2011
	(in millions)	
Net unrealized gains on fixed maturities, available-for-sale (1)	\$ 2,566.6	\$ 1,920.6
Noncredit component of impairment losses on fixed maturities, available-for-sale	(306.7)	(284.7)
Net unrealized gains (losses) on equity securities, available-for-sale	(1.3)	1.9
Adjustments for assumed changes in amortization patterns	(420.3)	(376.1)
Adjustments for assumed changes in policyholder liabilities	(645.3)	(442.7)
Net unrealized gains on derivative instruments	153.4	113.2
Net unrealized gains on equity method subsidiaries and noncontrolling interest adjustments	173.6	150.3
Provision for deferred income taxes	(495.0)	(354.1)
Net unrealized gains on available-for-sale securities and derivative instruments	\$ 1,025.0	\$ 728.4

(1) Excludes net unrealized gains (losses) on fixed maturities, available-for-sale included in fair value hedging relationships.

Mortgage Loans

Mortgage loans consist of commercial and residential mortgage loans. We evaluate risks inherent in our commercial mortgage loans in two classes: (1) brick and mortar property loans, where we analyze the property's rent payments as support for the loan, and (2) credit tenant loans (CTL), where we rely on the credit analysis of the tenant for the repayment of the loan. We evaluate risks inherent in our residential mortgage loan portfolio in two classes: (1) home equity mortgages and (2) first lien mortgages. The carrying amount of our mortgage loan portfolio was as follows:

	June 30, 2012	December 31, 2011
	(in millions)	
Commercial mortgage loans	\$ 9,874.0	\$ 9,461.4
Residential mortgage loans	1,370.8	1,367.9
Total amortized cost	11,244.8	10,829.3
Valuation allowance	(86.2)	(102.1)
Total carrying value	\$ 11,158.6	\$ 10,727.2

We periodically purchase mortgage loans as well as sell mortgage loans we have originated. We purchased \$50.9 million and \$14.7 million of residential mortgage loans during the three months ended June 30, 2012 and 2011, and \$62.3 million and \$30.0 million during the six months ended June 30, 2012 and 2011, respectively. We sold \$6.3 million and \$3.6 million of residential mortgage loans during the three months ended June 30, 2012 and 2011, and \$12.1 million and \$8.3 million during the six months ended June 30, 2012 and 2011, respectively. We sold \$4.0 million of commercial mortgage loans during both the three and six months ended June 30, 2012.

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Our commercial mortgage loan portfolio consists primarily of non-recourse, fixed rate mortgages on fully or near fully leased properties. Our commercial mortgage loan portfolio is diversified by geographic region and specific collateral property type as follows:

	June 30, 2012		December 31, 2011	
	Amortized cost	Percent of total	Amortized cost	Percent of total
	(in millions)			
Geographic distribution				
New England	\$ 475.8	4.8%	\$ 454.0	4.8%
Middle Atlantic	2,093.7	21.2	1,744.4	18.4
East North Central	663.3	6.7	774.8	8.2
West North Central	384.9	3.9	407.8	4.3
South Atlantic	2,163.3	21.9	2,099.8	22.2
East South Central	230.7	2.3	231.8	2.4
West South Central	774.7	7.8	648.6	6.9
Mountain	758.2	7.7	643.2	6.8
Pacific	2,318.7	23.6	2,446.4	25.9
International	10.7	0.1	10.6	0.1
Total	\$ 9,874.0	100.0%	\$ 9,461.4	100.0%
Property type distribution				
Office	\$ 2,838.6	28.6%	\$ 2,753.8	29.1%
Retail	2,839.5	28.8	2,580.2	27.3
Industrial	1,872.1	19.0	2,070.7	21.9
Apartments	1,476.2	15.0	1,242.9	13.1
Hotel	514.1	5.2	467.7	4.9
Mixed use/other	333.5	3.4	346.1	3.7
Total	\$ 9,874.0	100.0%	\$ 9,461.4	100.0%

Our residential mortgage loan portfolio is composed of home equity mortgages with an amortized cost of \$552.7 million and \$611.0 million and first lien mortgages with an amortized cost of \$818.1 million and \$756.9 million as of June 30, 2012 and December 31, 2011, respectively. Most of our residential home equity mortgages are concentrated in the United States and are generally second lien mortgages comprised of closed-end loans and lines of credit. The majority of our first lien loans are concentrated in the Chilean market.

Mortgage Loan Credit Monitoring**Commercial Credit Risk Profile Based on Internal Rating**

We actively monitor and manage our commercial mortgage loan portfolio. All commercial mortgage loans are analyzed regularly and substantially all are internally rated, based on a proprietary risk rating cash flow model, in order to monitor the financial quality of these assets. The model stresses expected cash flows at various levels and at different points in time depending on the durability of the income stream, which includes our assessment of factors such as location (macro and micro markets), tenant quality and lease expirations. Our internal rating analysis presents expected losses in terms of a Standard & Poor's (S&P) bond equivalent rating. As the credit risk for commercial mortgage loans increases, we adjust our internal ratings downward with loans in the category B+ and below having the highest risk for credit loss. Internal ratings on commercial mortgage loans are updated at least annually and potentially more often for certain loans with material changes in collateral value or occupancy and for loans on an internal watch list.

Commercial mortgage loans that require more frequent and detailed attention than other loans in our portfolio are identified and placed on an internal watch list. Among the criteria that would indicate a potential problem are imbalances in ratios of loan to value or contract rents to debt service, major tenant vacancies or bankruptcies, borrower sponsorship problems, late payments, delinquent taxes and loan relief/restructuring requests.

The amortized cost of our commercial mortgage loan portfolio by credit risk, as determined by our internal rating system expressed in terms of an S&P bond equivalent rating, was as follows:

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	Brick and mortar	June 30, 2012 CTL (in millions)	Total
A- and above	\$ 6,539.0	\$ 329.2	\$ 6,868.2
BBB+ thru BBB-	1,998.9	212.6	2,211.5
BB+ thru BB-	366.6	15.0	381.6
B+ and below	407.8	4.9	412.7
Total	\$ 9,312.3	\$ 561.7	\$ 9,874.0

	Brick and mortar	December 31, 2011 CTL (in millions)	Total
A- and above	\$ 5,682.5	\$ 308.6	\$ 5,991.1
BBB+ thru BBB-	2,112.3	238.8	2,351.1
BB+ thru BB-	403.7	16.4	420.1
B+ and below	693.3	5.8	699.1
Total	\$ 8,891.8	\$ 569.6	\$ 9,461.4

Residential Credit Risk Profile Based on Performance Status

Our residential mortgage loan portfolio is monitored based on performance of the loans. Monitoring on a residential mortgage loan increases when the loan is delinquent or earlier if there is an indication of impairment. We define non-performing residential mortgage loans as loans 90 days or greater delinquent or on non-accrual status.

The amortized cost of our performing and non-performing residential mortgage loans were as follows:

	Home equity	June 30, 2012 First liens (in millions)	Total
Performing	\$ 524.6	\$ 795.2	\$ 1,319.8
Nonperforming	28.1	22.9	51.0
Total	\$ 552.7	\$ 818.1	\$ 1,370.8

	Home equity	December 31, 2011 First liens	Total
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	(in millions)					
Performing	\$	597.8	\$	733.7	\$	1,331.5
Nonperforming		13.2		23.2		36.4
Total	\$	611.0	\$	756.9	\$	1,367.9

Non-Accrual Mortgage Loans

Commercial and residential mortgage loans are placed on non-accrual status if we have concern regarding the collectability of future payments or if a loan has matured without being paid off or extended. Factors considered may include conversations with the borrower, loss of major tenant, bankruptcy of borrower or major tenant, decreased property cash flow for commercial mortgage loans or number of days past due and other circumstances for residential mortgage loans. Based on an assessment as to the collectability of the principal, a determination is made to apply any payments received either against the principal or according to the contractual terms of the loan. When a loan is placed on nonaccrual status, the accrued unpaid interest receivable is reversed against interest income. Accrual of interest resumes after factors resulting in doubts about collectability have improved. Residential first lien mortgages in the Chilean market are carried on accrual for a longer period of delinquency than domestic loans, as assessment of collectability is based on the nature of the loans and collection practices in that market.

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The amortized cost of mortgage loans on non-accrual status were as follows:

	June 30, 2012	December 31, 2011
	(in millions)	
Commercial:		
Brick and mortar (1)	\$ 81.1	\$ 46.8
Residential:		
Home equity (2)	28.1	13.2
First liens	14.6	15.7
Total	\$ 123.8	\$ 75.7

(1) The increase from December 31, 2011, was primarily due to certain loans that matured but were not paid off or extended near the end of the period ended June 30, 2012, for which resolution is pending and anticipated in the next quarter through either payoff, extension or foreclosure.

(2) The increase from December 31, 2011, was primarily due to a change in our assessment of a non-accrual loan to include the payment status of the related first lien loan. Non-accrual loans are already included in the mortgage loan valuation allowance analysis.

The aging of our mortgage loans, based on amortized cost, were as follows:

	June 30, 2012				Current	Total loans	Recorded investment 90 days or more and accruing
	30-59 days past due	60-89 days past due	90 days or more past due	Total past due (in millions)			
Commercial-brick and mortar	\$	\$	\$ 4.1	\$ 4.1	\$ 9,308.2	\$ 9,312.3	\$
Commercial-CTL					561.7	561.7	
Residential-home equity	4.8	0.7	4.6	10.1	542.6	552.7	
Residential-first liens	19.8	4.7	21.5	46.0	772.1	818.1	8.3
Total	\$ 24.6	\$ 5.4	\$ 30.2	\$ 60.2	\$ 11,184.6	\$ 11,244.8	\$ 8.3

	December 31, 2011				Current	Total loans	Recorded investment
	30-59 days past due	60-89 days past due	90 days or more past due	Total past due			

	due								90 days or more and accruing					
	(in millions)													
Commercial-brick and mortar	\$	61.4	\$	4.4	\$	22.5	\$	88.3	\$	8,803.5	\$	8,891.8	\$	
Commercial-CTL										569.6		569.6		
Residential-home equity		7.8		2.6		6.2		16.6		594.4		611.0		
Residential-first liens		15.8		6.0		22.2		44.0		712.9		756.9	7.5	
Total	\$	85.0	\$	13.0	\$	50.9	\$	148.9	\$	10,680.4	\$	10,829.3	\$	7.5

Mortgage Loan Valuation Allowance

We establish a valuation allowance to provide for the risk of credit losses inherent in our portfolio. The valuation allowance includes loan specific reserves for loans that are deemed to be impaired as well as reserves for pools of loans with similar risk characteristics where a property risk or market specific risk has not been identified but for which we anticipate a loss may occur. Mortgage loans on real estate are considered impaired when, based on current information and events, it is probable that we will be unable to collect all amounts due according to contractual terms of the loan agreement. When we determine that a loan is impaired, a valuation allowance is established equal to the difference between the carrying amount of the mortgage loan and the estimated value reduced by the cost to sell. Estimated value is based on either the present value of the expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or fair value of the collateral. Subsequent changes in the estimated value are reflected in the valuation allowance. Amounts on loans deemed to be uncollectible are charged off and removed from the valuation

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allowance. The change in the valuation allowance provision is included in net realized capital gains (losses) on our consolidated statements of operations.

The valuation allowance is maintained at a level believed adequate by management to absorb estimated probable credit losses. Management's periodic evaluation and assessment of the valuation allowance adequacy is based on known and inherent risks in the portfolio, adverse situations that may affect a borrower's ability to repay, the estimated value of the underlying collateral, composition of the loan portfolio, portfolio delinquency information, underwriting standards, peer group information, current economic conditions, loss experience and other relevant factors. The evaluation of our impaired loan component is subjective, as it requires the estimation of timing and amount of future cash flows expected to be received on impaired loans.

We review our commercial mortgage loan portfolio and analyze the need for a valuation allowance for any loan that is delinquent for 60 days or more, in process of foreclosure, restructured, on the internal watch list or that currently has a valuation allowance. In addition to establishing allowance levels for specifically identified impaired commercial mortgage loans, management determines an allowance for all other loans in the portfolio for which historical experience and current economic conditions indicate certain losses exist. These loans are segregated by major product type and/or risk level with an estimated loss ratio applied against each product type and/or risk level. The loss ratio is generally based upon historic loss experience for each loan type as adjusted for certain environmental factors management believes to be relevant.

For our residential mortgage loan portfolio, we separate the loans into several homogeneous pools, each of which consist of loans of a similar nature including but not limited to loans similar in collateral, term and structure and loan purpose or type. We evaluate loan pools based on aggregated risk ratings, estimated specific loss potential in the different classes of credits, and historical loss experience by pool type. We adjust these quantitative factors for qualitative factors of present conditions. Qualitative factors include items such as economic and business conditions, changes in the portfolio, value of underlying collateral, and concentrations. Residential mortgage loan pools exclude loans that have been restructured or impaired, as those loans are evaluated individually.

A rollforward of our valuation allowance and ending balances of the allowance and loan balance by basis of impairment method was as follows:

	For the three months ended June 30, 2012		
	Commercial	Residential (in millions)	Total
Beginning balance	\$ 52.4	\$ 36.9	\$ 89.3
Provision	3.4	6.6	10.0
Charge-offs	(6.5)	(7.3)	(13.8)
Recoveries		0.8	0.8

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Effect of exchange rates			(0.1)		(0.1)
Ending balance	\$	49.3	\$	36.9	\$ 86.2

	For the six months ended June 30, 2012				
	Commercial		Residential (in millions)	Total	
Beginning balance	\$	64.8	\$	37.3	\$ 102.1
Provision		10.4		13.2	23.6
Charge-offs		(25.9)		(15.6)	(41.5)
Recoveries				2.0	2.0
Ending balance	\$	49.3	\$	36.9	\$ 86.2
Allowance ending balance by basis of impairment method:					
Individually evaluated for impairment	\$	5.7	\$	4.6	\$ 10.3
Collectively evaluated for impairment		43.6		32.3	75.9
Allowance ending balance	\$	49.3	\$	36.9	\$ 86.2
Loan balance by basis of impairment method:					
Individually evaluated for impairment	\$	37.9	\$	31.6	\$ 69.5
Collectively evaluated for impairment		9,836.1		1,339.2	11,175.3
Loan ending balance	\$	9,874.0	\$	1,370.8	\$ 11,244.8

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	For the three months ended June 30, 2011		
	Commercial	Residential (in millions)	Total
Beginning balance	\$ 85.1	\$ 39.6	\$ 124.7
Provision	6.2	7.6	13.8
Charge-offs	(15.8)	(9.2)	(25.0)
Recoveries	0.1	0.6	0.7
Effect of exchange rates		0.1	0.1
Ending balance	\$ 75.6	\$ 38.7	\$ 114.3

	For the six months ended June 30, 2011		
	Commercial	Residential (in millions)	Total
Beginning balance	\$ 80.6	\$ 40.5	\$ 121.1
Provision	13.1	13.9	27.0
Charge-offs	(18.2)	(17.2)	(35.4)
Recoveries	0.1	1.5	1.6
Ending balance	\$ 75.6	\$ 38.7	\$ 114.3
Allowance ending balance by basis of impairment method:			
Individually evaluated for impairment	\$ 6.4	\$ 4.3	\$ 10.7
Collectively evaluated for impairment	69.2	34.4	103.6
Allowance ending balance	\$ 75.6	\$ 38.7	\$ 114.3
Loan balance by basis of impairment method:			
Individually evaluated for impairment	\$ 28.0	\$ 23.6	\$ 51.6
Collectively evaluated for impairment	9,402.7	1,468.5	10,871.2
Loan ending balance	\$ 9,430.7	\$ 1,492.1	\$ 10,922.8

Impaired Mortgage Loans

Impaired mortgage loans are loans with a related specific valuation allowance, loans whose carrying amount has been reduced to the expected collectible amount because the impairment has been considered other than temporary or a loan modification has been classified as a TDR. Based on an assessment as to the collectability of the principal, a determination is made to apply any payments received either against the principal or according to the contractual terms of the loan. Our recorded investment in and unpaid principal balance of impaired loans along with the related loan specific allowance for losses, if any, and the average recorded investment and interest income recognized during the time the loans were impaired were as follows:

June 30, 2012
Unpaid

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	Recorded investment	principal balance (in millions)	Related allowance
With no related allowance recorded:			
Commercial-brick and mortar	\$ 43.4	\$ 46.1	\$
Residential-first liens	5.6	5.5	
With an allowance recorded:			
Commercial-brick and mortar	22.2	24.2	5.7
Residential-home equity	17.6	17.3	3.3
Residential-first liens	8.4	8.4	1.3
Total:			
Commercial	\$ 65.6	\$ 70.3	\$ 5.7
Residential	\$ 31.6	\$ 31.2	\$ 4.6

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	Recorded investment	December 31, 2011 Unpaid principal balance (in millions)	Related allowance
With no related allowance recorded:			
Commercial-brick and mortar	\$	\$ 0.3	\$
Residential-first liens	4.4	4.2	
With an allowance recorded:			
Commercial-brick and mortar	114.0	114.0	16.3
Residential-home equity	14.5	14.2	1.9
Residential-first liens	8.5	8.5	1.3
Total:			
Commercial	\$ 114.0	\$ 114.3	\$ 16.3
Residential	\$ 27.4	\$ 26.9	\$ 3.2

	For the three months ended June 30, 2012		For the six months ended June 30, 2012	
	Average recorded investment (in millions)	Interest income recognized	Average recorded investment (in millions)	Interest income recognized
With no related allowance recorded:				
Commercial-brick and mortar	\$ 69.4	\$ 0.8	\$ 21.7	\$ 1.9
Residential-first liens	5.9		5.0	
With an allowance recorded:				
Commercial-brick and mortar	31.3	0.1	68.1	0.1
Residential-home equity	17.0	0.2	16.0	0.5
Residential-first liens	8.5	0.1	8.5	0.1
Total:				
Commercial	\$ 100.7	\$ 0.9	\$ 89.8	\$ 2.0
Residential	\$ 31.4	\$ 0.3	\$ 29.5	\$ 0.6

	For the three months ended June 30, 2011		For the six months ended June 30, 2011	
	Average recorded investment (in millions)	Interest income recognized	Average recorded investment (in millions)	Interest income recognized
With no related allowance recorded:				
Commercial-brick and mortar	\$ 36.6	\$ 0.2	\$ 35.8	\$ 0.5
Residential-first liens	4.0		4.7	
With an allowance recorded:				
Commercial-brick and mortar	34.0	0.4	28.9	0.6
Residential-home equity	12.4	0.2	12.3	0.3

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Residential-first liens		10.9			10.3		0.1	
Total:								
Commercial	\$	70.6	\$	0.6	\$	64.7	\$	1.1
Residential	\$	27.3	\$	0.2	\$	27.3	\$	0.4

Mortgage Loan Modifications

Our commercial and residential mortgage loan portfolios include loans that have been modified. We assess loan modifications on a case-by-case basis to evaluate whether a TDR has occurred. The commercial mortgage loan TDRs were modified to delay or reduce principal payments and to increase, reduce or delay interest payments. For these TDR assessments, we have determined the loan rates are now considered below market based on current circumstances. The commercial mortgage loan modifications resulted in

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delayed cash receipts and a decrease in interest income. The residential mortgage loan TDRs include modifications of interest-only payment periods, delays in principal balloon payments, and interest rate reductions. Residential mortgage loan modifications resulted in delayed or decreased cash receipts and a decrease in interest income.

The following table includes information about outstanding loans that were modified and met the criteria of a TDR during the periods indicated. In addition, the table includes information for loans that were modified and met the criteria of a TDR within the past twelve months that were in payment default during the periods indicated:

	Number of Contracts	For the three months ended June 30, 2012		TDRs in payment default	
		TDRs Recorded investment (in millions)		Number of Contracts	Recorded investment (in millions)
Commercial-brick and mortar	2	\$	41.4		\$
Residential-home equity	54		2.2	1	
Total	56	\$	43.6	1	\$

	Number of Contracts	For the six months ended June 30, 2012		TDRs in payment default	
		TDRs Recorded investment (in millions)		Number of Contracts	Recorded investment (in millions)
Commercial-brick and mortar	3	\$	45.8		\$
Residential-home equity	103		4.5	3	
Total	106	\$	50.3	3	\$

Commercial mortgage loans that have been designated as a TDR have been previously reserved in the mortgage loan valuation allowance to the estimated fair value of the underlying collateral reduced by the cost to sell.

Residential mortgage loans that have been designated as a TDR are specifically reserved for in the mortgage loan valuation allowance if losses result from the modification. Residential mortgage loans that have defaulted are reduced to the expected collectible amount.

Securities Posted as Collateral

We posted \$1,461.7 million in fixed maturities, available-for-sale securities at June 30, 2012, to satisfy collateral requirements primarily associated with a reinsurance arrangement, our derivative credit support annex (collateral) agreements and our obligation under funding agreements with the Federal Home Loan Bank of Des Moines (FHLB Des Moines). In addition, we posted \$1,741.4 million in commercial mortgage loans as of June 30, 2012, to satisfy collateral requirements associated with our obligation under funding agreements with the FHLB Des Moines. Since we did not relinquish ownership rights on these instruments, they are reported as fixed maturities, available-for-sale and mortgage loans, respectively, on our consolidated statements of financial position.

4. Derivative Financial Instruments

Derivatives are generally used to hedge or reduce exposure to market risks associated with assets held or expected to be purchased or sold and liabilities incurred or expected to be incurred. Derivatives are used to change the characteristics of our asset/liability mix consistent with our risk management activities. Derivatives are also used in asset replication strategies.

Types of Derivative Instruments

Interest Rate Contracts

Interest rate risk is the risk that we will incur economic losses due to adverse changes in interest rates. Sources of interest rate risk include the difference between the maturity and interest rate changes of assets with the liabilities they support, timing differences between the pricing of liabilities and the purchase or procurement of assets and changing cash flow profiles from original projections due

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to prepayment options embedded within asset and liability contracts. We use various derivatives to manage our exposure to fluctuations in interest rates.

Interest rate swaps are contracts in which we agree with other parties to exchange, at specified intervals, the difference between fixed rate and floating rate interest amounts based upon designated market rates or rate indices and an agreed upon notional principal amount. Generally, no cash is exchanged at the outset of the contract and no principal payments are made by either party. Cash is paid or received based on the terms of the swap. These transactions are entered into pursuant to master agreements that provide for a single net payment to be made by one counterparty at each due date. We use interest rate swaps primarily to more closely match the interest rate characteristics of assets and liabilities and to mitigate the risks arising from timing mismatches between assets and liabilities (including duration mismatches). We also use interest rate swaps to hedge against changes in the value of assets we anticipate acquiring and other anticipated transactions and commitments. Interest rate swaps are used to hedge against changes in the value of the guaranteed minimum withdrawal benefit (GMWB) liability. The GMWB rider on our variable annuity products provides for guaranteed minimum withdrawal benefits regardless of the actual performance of various equity and/or fixed income funds available with the product.

Interest rate caps and interest rate floors, which can be combined to form interest rate collars, are contracts that entitle the purchaser to pay or receive the amounts, if any, by which a specified market rate exceeds a cap strike interest rate, or falls below a floor strike interest rate, respectively, at specified dates. We have entered into interest rate collars whereby we receive amounts if a specified market rate falls below a floor strike interest rate, and we pay if a specified market rate exceeds a cap strike interest rate. We use interest rate collars to manage interest rate risk related to guaranteed minimum interest rate liabilities in our individual annuities contracts.

A swaption is an option to enter into an interest rate swap at a future date. We purchase swaptions to offset or modify existing exposures. Swaptions provide us the benefit of the agreed-upon strike rate if the market rates for liabilities are higher, with the flexibility to enter into the current market rate swap if the market rates for liabilities are lower. Swaptions not only hedge against the downside risk, but also allow us to take advantage of any upside benefits.

In exchange-traded futures transactions, we agree to purchase or sell a specified number of contracts, the values of which are determined by the values of designated classes of securities, and to post variation margin on a daily basis in an amount equal to the difference in the daily market values of those contracts. We enter into exchange-traded futures with regulated futures commissions merchants who are members of a trading exchange. We have used exchange-traded futures to reduce market risks from changes in interest rates and to alter mismatches between the assets in a portfolio and the liabilities supported by those assets.

Foreign Exchange Contracts

Foreign currency risk is the risk that we will incur economic losses due to adverse fluctuations in foreign currency exchange rates. This risk arises from foreign currency-denominated funding agreements we issue, foreign currency-denominated fixed maturities we invest in and our investment in and net income of our international operations. We may use currency swaps and currency forwards to hedge foreign currency risk.

Currency swaps are contracts in which we agree with other parties to exchange, at specified intervals, a series of principal and interest payments in one currency for that of another currency. Generally, the principal amount of each currency is exchanged at the beginning and termination of the currency swap by each party. The interest payments are primarily fixed-to-fixed rate; however, they may also be fixed-to-floating rate or floating-to-fixed rate. These transactions are entered into pursuant to master agreements that provide for a single net payment to be made by one counterparty for payments made in the same currency at each due date. We use currency swaps to reduce market risks from changes in currency exchange rates with respect to investments or liabilities denominated in foreign currencies that we either hold or intend to acquire or sell.

Currency forwards are contracts in which we agree with other parties to deliver a specified amount of an identified currency at a specified future date. Typically, the price is agreed upon at the time of the contract and payment for such a contract is made at the specified future date. We use currency forwards to reduce market risks from changes in currency exchange rates with respect to investments or liabilities denominated in foreign currencies that we either hold or intend to acquire or sell. We have also used currency forwards to hedge the currency risk associated with net investments in foreign operations. We did not use any currency forwards during 2012 or 2011 to hedge our net investment in foreign operations.

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Equity Contracts

Equity risk is the risk that we will incur economic losses due to adverse fluctuations in common stock. We use various derivatives to manage our exposure to equity risk, which arises from products in which the interest we credit is tied to an external equity index as well as products subject to minimum contractual guarantees.

We may sell an investment-type insurance contract with attributes tied to market indices (an embedded derivative as noted below), in which case we write an equity call option to convert the overall contract into a fixed-rate liability, essentially eliminating the equity component altogether. We purchase equity call spreads to hedge the equity participation rates promised to contractholders in conjunction with our fixed deferred annuity products that credit interest based on changes in an external equity index. We use exchange-traded futures and equity put options to hedge against changes in the value of the GMWB liability related to the GMWB rider on our variable annuity product, as previously explained. The premium associated with certain options is paid quarterly over the life of the option contract.

Credit Contracts

Credit risk relates to the uncertainty associated with the continued ability of a given obligor to make timely payments of principal and interest. We use credit default swaps to enhance the return on our investment portfolio by providing comparable exposure to fixed income securities that might not be available in the primary market. They are also used to hedge credit exposures in our investment portfolio. Credit derivatives are used to sell or buy credit protection on an identified name or names on an unfunded or synthetic basis in return for receiving or paying a quarterly premium. The premium generally corresponds to a referenced name's credit spread at the time the agreement is executed. In cases where we sell protection, at the same time we enter into these synthetic transactions, we buy a quality cash bond to match against the credit default swap. When selling protection, if there is an event of default by the referenced name, as defined by the agreement, we are obligated to pay the counterparty the referenced amount of the contract and receive in return the referenced security in a principal amount equal to the notional value of the credit default swap.

Total return swaps are contracts in which we agree with other parties to exchange, at specified intervals, an amount determined by the difference between the previous price and the current price of a reference asset based upon an agreed upon notional principal amount plus an additional amount determined by the financing spread. We currently use total return swaps referencing equity indices to hedge our portfolio from potential credit losses related to systemic events.

Other Contracts

Embedded Derivatives. We purchase or issue certain financial instruments or products that contain a derivative instrument that is embedded in the financial instrument or product. When it is determined that the embedded derivative possesses economic characteristics that are not clearly or closely related to the economic characteristics of the host contract and a separate instrument with the same terms would qualify as a derivative instrument, the embedded derivative is bifurcated from the host instrument for measurement purposes. The embedded derivative, which is reported with the host instrument in the consolidated statements of financial position, is carried at fair value.

We sell investment-type insurance contracts in which the return is tied to an external equity index, a leveraged inflation index or leveraged reference swap. We economically hedge the risk associated with these investment-type insurance contracts.

We offer group benefit plan contracts that have guaranteed separate accounts as an investment option. We also offer a guaranteed fund as an investment option in our defined contribution plans in Hong Kong.

We have structured investment relationships with trusts we have determined to be VIEs, which are consolidated in our financial statements. The notes issued by these trusts include obligations to deliver an underlying security to residual interest holders and the obligations contain an embedded derivative of the forecasted transaction to deliver the underlying security.

We have fixed deferred annuities that credit interest based on changes in an external equity index. We also have certain variable annuity products with a GMWB rider, which provides that the contractholder will receive at least their principal deposit back through withdrawals of up to a specified annual amount, even if the account value is reduced to zero. Declines in the equity markets may increase our exposure to benefits under contracts with the GMWB. We economically hedge the exposure in these annuity contracts, as previously explained.

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Exposure

Our risk of loss is typically limited to the fair value of our derivative instruments and not to the notional or contractual amounts of these derivatives. We are also exposed to credit losses in the event of nonperformance of the counterparties. Our current credit exposure is limited to the value of derivatives that have become favorable to us. This credit risk is minimized by purchasing such agreements from financial institutions with high credit ratings and by establishing and monitoring exposure limits. We also utilize various credit enhancements, including collateral and credit triggers to reduce the credit exposure to our derivative instruments.

Our derivative transactions are generally documented under International Swaps and Derivatives Association, Inc. (ISDA) Master Agreements. Management believes that such agreements provide for legally enforceable set-off and close-out netting of exposures to specific counterparties. Under such agreements, in connection with an early termination of a transaction, we are permitted to set off our receivable from a counterparty against our payables to the same counterparty arising out of all included transactions. For reporting purposes, we do not offset fair value amounts recognized for the right to reclaim cash collateral or the obligation to return cash collateral against fair value amounts recognized for derivative instruments executed with the same counterparties under master netting agreements.

We posted \$435.2 million and \$502.4 million in cash and securities under collateral arrangements as of June 30, 2012 and December 31, 2011, respectively, to satisfy collateral requirements associated with our derivative credit support agreements.

Certain of our derivative instruments contain provisions that require us to maintain an investment grade rating from each of the major credit rating agencies on our debt. If the rating on our debt were to fall below investment grade, it would be in violation of these provisions and the counterparties to the derivative instruments could request immediate payment or demand immediate and ongoing full overnight collateralization on derivative instruments in net liability positions. The aggregate fair value, inclusive of accrued interest, of all derivative instruments with credit-risk-related contingent features that were in a liability position without regard to netting under derivative credit support annex agreements as of June 30, 2012 and December 31, 2011, was \$1,401.6 million and \$1,484.0 million, respectively. With respect to these derivatives, we posted collateral of \$435.2 million and \$502.4 million as of June 30, 2012 and December 31, 2011, respectively, in the normal course of business, which reflects netting under derivative credit support annex agreements. If the credit-risk-related contingent features underlying these agreements were triggered on June 30, 2012, we would be required to post an additional \$73.7 million of collateral to our counterparties.

As of June 30, 2012 and December 31, 2011, we had received \$282.5 million and \$237.0 million, respectively, of cash collateral associated with our derivative credit support annex agreements, for which we recorded a corresponding liability reflecting our obligation to return the collateral.

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Notional amounts are used to express the extent of our involvement in derivative transactions and represent a standard measurement of the volume of our derivative activity. Notional amounts represent those amounts used to calculate contractual flows to be exchanged and are not paid or received, except for contracts such as currency swaps. Credit exposure represents the gross amount owed to us under derivative contracts as of the valuation date. The notional amounts and credit exposure of our derivative financial instruments by type were as follows:

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	June 30, 2012	December 31, 2011
	(in millions)	
Notional amounts of derivative instruments		
Interest rate contracts:		
Interest rate swaps	\$ 18,674.8	\$ 19,498.3
Interest rate collars	500.0	500.0
Swaptions	325.0	68.5
Futures	66.5	522.0
Foreign exchange contracts:		
Foreign currency swaps	3,624.3	3,919.8
Currency forwards	193.6	147.3
Equity contracts:		
Options	1,726.0	1,608.4
Futures	337.7	270.3
Credit contracts:		
Credit default swaps	1,370.5	1,530.3
Total return swaps	100.0	15.0
Other contracts:		
Embedded derivative financial instruments	5,676.3	4,921.7
Total notional amounts at end of period	\$ 32,594.7	\$ 33,001.6
Credit exposure of derivative instruments		
Interest rate contracts:		
Interest rate swaps	\$ 780.3	\$ 752.2
Interest rate collars	44.2	38.5
Swaptions	1.3	
Foreign exchange contracts:		
Foreign currency swaps	238.6	318.6
Currency forwards	5.3	1.5
Equity contracts:		
Options	112.0	120.3
Credit contracts:		
Credit default swaps	8.5	14.0
Total gross credit exposure	1,190.2	1,245.1
Less: collateral received	287.4	237.0
Net credit exposure	\$ 902.8	\$ 1,008.1

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The fair value of our derivative instruments classified as assets and liabilities was as follows:

	Derivative assets (1)		Derivative liabilities (2)	
	June 30, 2012	December 31, 2011	June 30, 2012	December 31, 2011
	(in millions)			
Derivatives designated as hedging instruments				
Interest rate contracts	\$ 12.0	\$ 0.2	\$ 486.3	\$ 500.9
Foreign exchange contracts	205.0	267.2	154.2	158.4
Total derivatives designated as hedging instruments	\$ 217.0	\$ 267.4	\$ 640.5	\$ 659.3
Derivatives not designated as hedging instruments				
Interest rate contracts	\$ 757.5	\$ 730.9	\$ 605.4	\$ 651.5
Foreign exchange contracts	41.3	38.5	38.8	42.7
Equity contracts	112.0	120.3	3.4	0.8
Credit contracts	8.5	14.0	141.4	169.7
Other contracts			317.4	336.0
Total derivatives not designated as hedging instruments	919.3	903.7	1,106.4	1,200.7
Total derivative instruments	\$ 1,136.3	\$ 1,171.1	\$ 1,746.9	\$ 1,860.0

(1) The fair value of derivative assets is reported with other investments on the consolidated statements of financial position.

(2) The fair value of derivative liabilities is reported with other liabilities on the consolidated statement of financial position, with the exception of certain embedded derivative liabilities. Embedded derivative liabilities with a fair value of \$179.4 million and \$195.8 million as of June 30, 2012 and December 31, 2011, respectively, are reported with contractholder funds on the consolidated statements of financial position.

Credit Derivatives Sold

When we sell credit protection, we are exposed to the underlying credit risk similar to purchasing a fixed maturity security instrument. The majority of our credit derivative contracts sold reference a single name or reference security (referred to as single name credit default swaps). The remainder of our credit derivatives reference either a basket or index of securities. These instruments are either referenced in an over-the-counter credit derivative transaction, or embedded within an investment structure that has been fully consolidated into our financial

statements.

These credit derivative transactions are subject to events of default defined within the terms of the contract, which normally consist of bankruptcy, failure to pay, or modified restructuring of the reference entity and/or issue. If a default event occurs for a reference name or security, we are obligated to pay the counterparty an amount equal to the notional amount of the credit derivative transaction. As a result, our maximum future payment is equal to the notional amount of the credit derivative. In certain cases, we also have purchased credit protection with identical underlyings to certain of our sold protection transactions. The effect of this purchased protection would reduce our total maximum future payments by \$10.0 million as of June 30, 2012 and \$20.0 million as of December 31, 2011. These purchased credit derivative transactions had a net asset (liability) fair value of \$0.6 million as of June 30, 2012 and zero as of December 31, 2011. In certain circumstances, our potential loss could also be reduced by any amount recovered in the default proceedings of the underlying credit name.

We purchased certain investment structures with embedded credit features that are fully consolidated into our financial statements. This consolidation results in recognition of the underlying credit derivatives and collateral within the structure, typically high quality fixed maturities that are owned by a special purpose vehicle. These credit derivatives reference a single name or several names in a basket structure. In the event of default, the collateral within the structure would typically be liquidated to pay the claims of the credit derivative counterparty.

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The following tables show our credit default swap protection sold by types of contract, types of referenced/underlying asset class and external agency rating for the underlying reference security. The maximum future payments are undiscounted and have not been reduced by the effect of any offsetting transactions, collateral or recourse features described above.

	June 30, 2012			
	Notional amount	Fair value	Maximum future payments	Weighted average expected life (in years)
		(in millions)		
Single name credit default swaps				
Corporate debt				
AA	\$ 80.0	\$ (0.5)	\$ 80.0	3.3
A	567.0	0.6	567.0	2.3
BBB	135.0	(2.0)	135.0	2.6
Structured finance				
C	5.0	(4.4)	5.0	9.6
Near default	7.7	(6.9)	7.7	7.3
Total single name credit default swaps	794.7	(13.2)	794.7	2.6
Basket and index credit default swaps				
Corporate debt				
Near default	140.0	(102.3)	140.0	4.5
Government/municipalities				
AA	30.0	(8.8)	30.0	5.2
Structured finance				
BBB	25.0	(10.1)	25.0	5.0
Total basket and index credit default swaps	195.0	(121.2)	195.0	4.7
Total credit default swap protection sold	\$ 989.7	\$ (134.4)	\$ 989.7	3.0

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	December 31, 2011			
	Notional amount	Fair value	Maximum future payments	Weighted average expected life (in years)
	(in millions)			
Single name credit default swaps				
Corporate debt				
AA	\$ 85.0	\$ (1.0)	\$ 85.0	4.0
A	483.0	(1.4)	483.0	2.5
BBB	110.0	(0.3)	110.0	1.7
CCC	10.0	(0.1)	10.0	0.2
Structured finance				
C	10.0	(8.9)	10.0	10.1
Near default	12.9	(12.8)	12.9	1.2
Total single name credit default swaps	710.9	(24.5)	710.9	2.6
Basket and index credit default swaps				
Corporate debt				
CCC	132.4	(104.7)	132.4	5.2
CC	15.0	(14.8)	15.0	1.0
Government/municipalities				
A	40.0	(10.5)	40.0	4.4
Structured finance				
BBB	25.0	(11.0)	25.0	5.5
Total basket and index credit default swaps	212.4	(141.0)	212.4	4.8
Total credit default swap protection sold	\$ 923.3	\$ (165.5)	\$ 923.3	3.1

We also have invested in fixed maturities classified as available-for-sale that contain credit default swaps that do not require bifurcation and fixed maturities classified as trading that contain credit default swaps. These securities are subject to the credit risk of the issuer, normally a special purpose vehicle, which consists of the underlying credit default swaps and high quality fixed maturities that serve as collateral. A default event occurs if the cumulative losses exceed a specified attachment point, which is typically not the first loss of the portfolio. If a default event occurs that exceeds the specified attachment point, our investment may not be fully returned. We would have no future potential payments under these investments. The following tables show, by the types of referenced/underlying asset class and external rating, our fixed maturities with embedded credit derivatives.

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	June 30, 2012		Weighted average expected life (in years)
	Amortized cost	Carrying value (in millions)	
Corporate debt			
BBB	\$ 15.5	\$ 15.5	4.5
B	25.0	23.3	1.0
CC	3.8	0.8	3.6
Total corporate debt	44.3	39.6	2.4
Structured finance			
AA	6.3	6.3	6.8
BBB	24.8	22.5	4.3
BB	18.2	16.4	2.6
B	8.4	8.4	5.2
CCC	7.4	7.8	6.9
CC	0.4	0.4	7.5
C			2.0
Total structured finance	65.5	61.8	4.5
Total fixed maturities with credit derivatives	\$ 109.8	\$ 101.4	3.7

	December 31, 2011		Weighted average expected life (in years)
	Amortized cost	Carrying value (in millions)	
Corporate debt			
BB	\$ 14.7	\$ 14.7	5.0
CCC	25.0	20.8	1.5
CC	3.7	0.7	4.0
Total corporate debt	43.4	36.2	2.9
Structured finance			
AA	9.3	9.3	6.4
BBB	27.4	24.5	4.5
BB	15.0	13.9	2.5
B	11.2	11.2	5.4
CCC	3.5	3.6	4.8
CC	0.7	0.7	5.3
C	0.2	0.1	8.2
Near default	0.2	0.2	4.7
Total structured finance	67.5	63.5	4.5

Total fixed maturities with credit derivatives	\$	110.9	\$	99.7	3.9
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Fair Value Hedges

We use fixed-to-floating rate interest rate swaps to more closely align the interest rate characteristics of certain assets and liabilities. In general, these swaps are used in asset and liability management to modify duration, which is a measure of sensitivity to interest rate changes.

We enter into currency exchange swap agreements to convert certain foreign denominated assets and liabilities into U.S. dollar floating-rate denominated instruments to eliminate the exposure to future currency volatility on those items.

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We have sold callable investment-type insurance contracts and used cancellable interest rate swaps to hedge the changes in fair value of the callable feature.

The net interest effect of interest rate swap and currency swap transactions for derivatives in fair value hedges is recorded as an adjustment to income or expense of the underlying hedged item in our consolidated statements of operations.

Hedge effectiveness testing for fair value relationships is performed utilizing a regression analysis approach for both prospective and retrospective evaluations. This regression analysis will consider multiple data points for the assessment that the hedge continues to be highly effective in achieving offsetting changes in fair value. In certain periods, the comparison of the change in value of the derivative and the change in the value of the hedged item may not be offsetting at a specific period in time due to small movements in value. However, any amounts recorded as fair value hedges have shown to be highly effective in achieving offsetting changes in fair value both for present and future periods.

The following table shows the effect of derivatives in fair value hedging relationships and the related hedged items on the consolidated statements of operations. All gains or losses on derivatives were included in the assessment of hedge effectiveness.

Derivatives in fair value hedging relationships	Amount of gain (loss) recognized in net income on derivatives for the three months ended June 30, (1)		Hedged items in fair value hedging relationships	Amount of gain (loss) recognized in net income on related hedged item for the three months ended June 30, (1)	
	2012	2011		2012	2011
	(in millions)			(in millions)	
Interest rate contracts	\$ (25.1)	\$ (51.0)	Fixed maturities, available-for-sale	\$ 24.3	\$ 49.9
Interest rate contracts		(1.2)	Investment-type insurance contracts		1.0
Foreign exchange contracts	2.4	(1.6)	Fixed maturities, available-for-sale	(2.4)	1.6
Foreign exchange contracts	(23.2)	7.1	Investment-type insurance contracts	22.1	(5.9)
Total	\$ (45.9)	\$ (46.7)	Total	\$ 44.0	\$ 46.6

Derivatives in fair value hedging relationships	Amount of gain (loss) recognized in net income on derivatives for the six months ended June 30, (1)		Hedging items in fair value hedging relationships	Amount of gain (loss) recognized in net income on related hedged item for the six months ended June 30, (1)	
	2012	2011		2012	2011
	(in millions)			(in millions)	
Interest rate contracts	\$ 6.6	\$ (11.3)	Fixed maturities, available-for-sale	\$ (3.9)	\$ 11.9

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Interest rate contracts			(2.2) Investment-type insurance contracts		2.4
Foreign exchange contracts	1.6		(3.3) Fixed maturities, available-for-sale	(1.1)	3.6
Foreign exchange contracts	(7.0)		14.4 Investment-type insurance contracts	7.3	(14.1)
Total	\$	1.2	\$	(2.4) Total	\$ 2.3 \$ 3.8

(1) The gain (loss) on both derivatives and hedged items in fair value relationships is reported in net realized capital gains (losses) on the consolidated statements of operations. The net amount represents the ineffective portion of our fair value hedges.

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The following table shows the periodic settlements on interest rate contracts and foreign exchange contracts in fair value hedging relationships.

Hedged Item	Amount of gain (loss) for the three months ended June 30,		Amount of gain (loss) for the six months ended June 30,	
	2012	2011	2012	2011
	(in millions)			
Fixed maturities, available-for-sale (1)	\$ (33.6)	\$ (40.3)	\$ (69.1)	\$ (80.1)
Investment-type insurance contracts (2)	9.1	11.1	17.9	22.6

(1) Reported in net investment income on the consolidated statements of operations.

(2) Reported in benefits, claims and settlement expenses on the consolidated statements of operations.

Cash Flow Hedges

We utilize floating-to-fixed rate interest rate swaps to eliminate the variability in cash flows of recognized financial assets and liabilities and forecasted transactions.

We enter into currency exchange swap agreements to convert both principal and interest payments of certain foreign denominated assets and liabilities into U.S. dollar denominated fixed-rate instruments to eliminate the exposure to future currency volatility on those items.

The net interest effect of interest rate swap and currency swap transactions for derivatives in cash flow hedges is recorded as an adjustment to income or expense of the underlying hedged item in our consolidated statements of operations.

The maximum length of time that we are hedging our exposure to the variability in future cash flows for forecasted transactions, excluding those related to the payments of variable interest on existing financial assets and liabilities, is 8.0 years. At June 30, 2012, we had \$134.4 million of net gains reported in AOCI on the consolidated statements of financial position related to active hedges of forecasted transactions. If a hedged forecasted transaction is no longer probable of occurring, cash flow hedge accounting is discontinued. If it is probable that the hedged forecasted transaction will not occur, the deferred gain or loss is immediately reclassified from OCI into net income. No amounts were reclassified from AOCI into net realized capital gains (losses) as a result of the determination that hedged cash flows were probable of not occurring during the three and six months ended June 30, 2012 and 2011.

The following table shows the effect of derivatives in cash flow hedging relationships on the consolidated statements of operations and consolidated statements of financial position. All gains or losses on derivatives were included in the assessment of hedge effectiveness.

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(Unaudited)

Derivatives in cash flow hedging relationships	Related hedged item	Amount of gain (loss) recognized in AOCI on derivatives (effective portion) for the three months ended June 30,		Location of gain (loss) reclassified from AOCI into net income (effective portion)	Amount of gain (loss) reclassified from AOCI on derivatives (effective portion) for the three months ended June 30,		
		2012	2011		2012	2011	
		(in millions)				(in millions)	
Interest rate contracts	Fixed maturities, available-for-sale	\$ 28.0	\$ 5.9	Net investment income	\$ 2.2	\$ 1.8	
Interest rate contracts	Investment-type insurance contracts	(1.1)	(0.7)	Benefits, claims and settlement expenses			(0.3)
Interest rate contracts	Debt			Operating expense	(1.5)		(1.3)
Foreign exchange contracts	Fixed maturities, available-for-sale	47.9	(24.6)	Net realized capital losses	(1.7)		(6.3)
Foreign exchange contracts	Investment-type insurance contracts	1.1	2.6	Benefits, claims and settlement expenses			(0.2)
Total		\$ 75.9	\$ (16.8)	Total	\$ (1.0)	\$ (6.3)	

Derivatives in cash flow hedging relationships	Related hedged item	Amount of gain (loss) recognized in AOCI on derivatives (effective portion) for the six months ended June 30,		Location of gain (loss) reclassified from AOCI into net income (effective portion)	Amount of gain (loss) reclassified from AOCI on derivatives (effective portion) for the six months ended June 30,		
		2012	2011		2012	2011	
		(in millions)				(in millions)	
Interest rate contracts	Fixed maturities, available-for-sale	\$ 25.9	\$ 2.6	Net investment income	\$ 4.1	\$ 3.6	
Interest rate contracts	Investment-type insurance contracts	0.6	2.3	Benefits, claims and settlement expenses			(0.5)
Interest rate contracts	Debt			Operating expense	(2.9)		(2.6)
Foreign exchange contracts	Fixed maturities, available-for-sale	28.4	(67.4)	Net realized capital losses	(11.9)		(14.0)
Foreign exchange contracts	Investment-type insurance contracts	(2.8)	(16.9)	Benefits, claims and settlement expenses			(1.7)
Total		\$ 52.1	\$ (79.4)	Total	\$ (10.7)	\$ (15.2)	

The following table shows the periodic settlements on interest rate contracts and foreign exchange contracts in cash flow hedging relationships.

Hedged Item	Amount of gain (loss) for the three months ended June 30,		Amount of gain (loss) for the six months ended June 30,	
	2012	2011	2012	2011
(in millions)				
Fixed maturities, available-for-sale (1)	\$ 1.9	\$ 2.4	\$ 3.9	\$ 5.4

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Investment-type insurance contracts (2)	(3.1)	(3.7)	(6.4)	(6.3)
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-
- (1) Reported in net investment income on the consolidated statements of operations.
 - (2) Reported in benefits, claims and settlement expenses on the consolidated statements of operations.

The ineffective portion of our cash flow hedges is reported in net realized capital gains (losses) on the consolidated statements of operations. The net gain resulting from the ineffective portion of foreign currency contracts in cash flow hedging relationships was \$0.2 million and \$0.1 million for the three months ended June 30, 2012 and 2011, respectively. The net gain resulting from the ineffective portion of foreign currency contracts in cash flow hedging relationships was \$0.3 million and \$0.2 million for the six months ended June 30, 2012 and 2011, respectively.

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We expect to reclassify net losses of \$(1.7) million from AOCI into net income in the next 12 months, which includes both net deferred losses on discontinued hedges and on periodic settlements of active hedges. Actual amounts may vary from this amount as a result of market conditions.

Derivatives Not Designated as Hedging Instruments

Our use of futures, certain swaptions and swaps, collars, options and forwards are effective from an economic standpoint, but they have not been designated as hedges for financial reporting purposes. As such, periodic changes in the market value of these instruments, which includes mark-to-market gains and losses as well as periodic and final settlements, primarily flow directly into net realized capital gains (losses) on the consolidated statements of operations. Gains and losses on certain derivatives used in relation to certain trading portfolios are reported in net investment income on the consolidated statements of operations.

The following table shows the effect of derivatives not designated as hedging instruments, including fair value changes of embedded derivatives that have been bifurcated from the host contract, on the consolidated statements of operations.

Derivatives not designated as hedging instruments	Amount of gain (loss) recognized in net income on derivatives for the three months ended June 30,		Amount of gain (loss) recognized in net income on derivatives for the six months ended June 30,	
	2012	2011	2012	2011
	(in millions)			
Interest rate contracts	\$ 61.0	\$ 11.7	\$ 26.2	\$ 16.0
Foreign exchange contracts	(14.0)	(30.0)	13.6	(11.0)
Equity contracts	41.6	9.9	(22.3)	(12.7)
Credit contracts	(9.1)	5.4	9.5	3.0
Other contracts	(46.0)	(51.0)	22.2	(56.0)
Total	\$ 33.5	\$ (54.0)	\$ 49.2	\$ (60.7)

5. Income Taxes

The effective income tax rate for the three and six months ended June 30, 2012, was lower than the U.S. corporate income tax rate of 35% (U.S. statutory rate) primarily due to income tax deductions allowed for corporate dividends received, the presentation of taxes on our share of earnings generated from equity method investments in net investment income and the interest exclusion from taxable income.

The effective income tax rate for the three and six months ended June 30, 2011, was lower than the U.S. statutory rate primarily due to income tax deductions allowed for corporate dividends received, the presentation of taxes on our share of earnings generated from equity method investments in net investment income and the inclusion of income attributable to noncontrolling interest in income before income taxes with no corresponding change in income taxes reported by us as the controlling interest.

We are a U.S. shareholder in various foreign entities classified as controlled foreign corporations (CFCs) for U.S. tax purposes. U.S. shareholders of CFCs are generally required to take into account as gross income in the U.S. certain passive income earned by the CFCs (Subpart F income) even if the income is not currently distributed. A temporary exception (the active financing exception) was applicable for tax years beginning before January 1, 2012, to avoid the current recognition of Subpart F income derived in the active conduct of a banking, financing, insurance or similar business. The U.S. Congress and the President have yet to enact extenders legislation for 2012 as of June 30, 2012. Therefore, current tax expense has increased by an immaterial amount associated with the U.S. recognition of Subpart F income from our foreign operations. We will reverse any tax expense subject to the active financing exception during the quarter of enactment should extenders legislation be enacted during 2012, assuming the legislation is retroactive to January 1, 2012.

The Internal Revenue Service (IRS) has completed examination of our consolidated federal income tax returns for years prior to 2004. We are contesting certain issues and have filed suit in the Court of Federal Claims, requesting refunds for the years 1995-2003. We do not expect the litigation to be resolved within the next twelve months. The IRS also completed its examinations of tax years 2004 through 2005 and 2006 through 2008 resulting in receipt of notices of deficiency, which were paid in 2011. We filed claims for refund for 2004 and 2005 relating to disputed adjustments during the second quarter of 2012. The IRS commenced audit of our federal income tax return for 2009 and 2010 in 2011 and during the first quarter of 2012, respectively. We do not expect the

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results of these audits or developments in other tax areas for all open tax years to significantly change the possible increase in the amount of unrecognized tax benefits, but the outcome of tax reviews is uncertain and unforeseen results can occur.

The U.S. District Court for the Southern District of Iowa issued a decision in the case of Pritired 1, LLC (Pritired), and Principal Life Insurance Co. v. United States on September 30, 2011. The court ruled that the securities Pritired held should be characterized as debt, not equity, and thus Principal Life was not entitled to foreign tax credits for the years 2002 and 2003. Pritired and Principal Life are seeking clarification from the court but have not yet decided whether to appeal this ruling.

6. Employee and Agent Benefits**Components of Net Periodic Benefit Cost**

	Pension benefits			Other postretirement benefits		
	For the three months ended			For the three months ended		
	June 30,			June 30,		
	2012	2011	(in millions)	2012	2011	
Service cost	\$ 11.8	\$ 10.9	\$	0.4	\$	0.3
Interest cost	27.2	27.2		2.0		2.2
Expected return on plan assets	(28.7)	(29.3)		(8.4)		(8.8)
Amortization of prior service benefit	(2.2)	(2.5)		(7.2)		(7.4)
Recognized net actuarial loss	22.7	13.3		0.2		0.1
Amounts recognized due to special events		(0.4)				(1.7)
Net periodic benefit cost (income)	\$ 30.8	\$ 19.2	\$	(13.0)	\$	(15.3)

	Pension benefits			Other postretirement benefits		
	For the six months ended			For the six months ended		
	June 30,			June 30,		
	2012	2011	(in millions)	2012	2011	
Service cost	\$ 23.5	\$ 21.8	\$	0.7	\$	0.6
Interest cost	54.5	54.0		4.1		4.4

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Expected return on plan assets	(57.3)	(57.5)	(16.8)	(17.3)
Amortization of prior service benefit	(4.6)	(5.0)	(14.3)	(14.8)
Recognized net actuarial loss	45.4	29.0	0.4	0.2
Amounts recognized due to special events		(0.7)		(2.9)
Net periodic benefit cost (income)	\$ 61.5	\$ 41.6	\$ (25.9)	\$ (29.8)

Contributions

Our funding policy for our qualified pension plan is to fund the plan annually in an amount at least equal to the minimum annual contribution required under the Employee Retirement Income Security Act (ERISA) and, generally, not greater than the maximum amount that can be deducted for federal income tax purposes. The minimum annual contribution for 2012 will be zero so we will not be required to fund our qualified pension plan during 2012. However, it is possible that we may fund the qualified and nonqualified pension plans in 2012 for a combined total of \$60.0 million to \$110.0 million. During the three and six months ended June 30, 2012, we contributed \$23.0 million and \$46.0 million to these plans, respectively.

7. Contingencies, Guarantees and Indemnifications

Litigation and Regulatory Contingencies

We are regularly involved in litigation, both as a defendant and as a plaintiff, but primarily as a defendant. Litigation naming us as a defendant ordinarily arises out of our business operations as a provider of asset management and accumulation products and services, life, health and disability insurance. Some of the lawsuits may be class actions, or purport to be, and some may include claims for unspecified or substantial punitive and treble damages.

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(Unaudited)

We may discuss such litigation in one of three ways. We accrue a charge to income and disclose legal matters for which the chance of loss is probable and for which the amount of loss can be reasonably estimated. We may disclose contingencies for which the chance of loss is reasonably possible, and provide an estimate of the possible loss or range of loss or a statement that such an estimate cannot be made. Finally, we may voluntarily disclose loss contingencies for which the chance of loss is remote in order to provide information concerning matters that potentially expose us to possible losses.

In addition, regulatory bodies such as state insurance departments, the SEC, the Financial Industry Regulatory Authority, the Department of Labor, the Federal Reserve Board and other regulatory agencies regularly make inquiries and conduct examinations or investigations concerning our compliance with, among other things, insurance laws, securities laws, ERISA and laws governing the activities of broker-dealers. We receive requests from regulators and other governmental authorities relating to industry issues and may receive additional requests, including subpoenas and interrogatories, in the future.

On November 8, 2006, a trustee of Fairmount Park Inc. Retirement Savings Plan filed a putative class action lawsuit in the United States District Court for the Southern District of Illinois against Principal Life. Principal Life's motion to transfer venue was granted and the case is now pending in the Southern District of Iowa. The complaint alleged, among other things, that Principal Life breached its alleged fiduciary duties while performing services to 401(k) plans by failing to disclose, or adequately disclose, to employers or plan participants the fact that Principal Life receives revenue sharing fees from mutual funds that are included in its pre-packaged 401(k) plans and allegedly failed to use the revenue to defray the expenses of the services provided to the plans. Plaintiff further alleged that these acts constitute prohibited transactions under ERISA. Plaintiff sought to certify a class of all retirement plans to which Principal Life was a service provider and for which Principal Life received and retained revenue sharing fees from mutual funds. On August 27, 2008, the plaintiff's motion for class certification was denied. On June 13, 2011, the court entered a consent judgment resolving the claims of the plaintiff. On July 12, 2011, plaintiff filed a notice of appeal related to the issue of the denial of class certification. Principal Life continues to aggressively defend the lawsuit.

On October 28, 2009, Judith Curran filed a derivative action lawsuit on behalf of Principal Funds, Inc. Strategic Asset Management Portfolios in the United States District Court for the Southern District of Iowa against Principal Management Corporation; Principal Global Investors, LLC; and Principal Funds Distributor, Inc. (the Curran Defendants). The lawsuit alleges the Curran Defendants breached their fiduciary duty under Section 36(b) of the Investment Company Act by charging advisory fees and distribution fees that were excessive. The Curran Defendants filed a motion to dismiss the case on January 29, 2010. That motion was granted in part and overruled in part. Principal Global Investors, LLC was dismissed from the suit. The remaining Curran Defendants are aggressively defending the lawsuit.

On December 2, 2009 and December 4, 2009, two plaintiffs, Cruise and Mullaney, each filed putative class action lawsuits in the United States District Court for the Southern District of New York against us; Principal Life; Principal Global Investors, LLC; and Principal Real Estate Investors, LLC (the Cruise/Mullaney Defendants). The lawsuits alleged the Cruise/Mullaney Defendants failed to manage the Principal U.S. Property Separate Account (PUSPSA) in the best interests of investors, improperly imposed a withdrawal freeze on September 26, 2008, and instituted a withdrawal queue to honor withdrawal requests as sufficient liquidity became available. Plaintiffs allege these actions constitute a breach of fiduciary duties under ERISA. Plaintiffs seek to certify a class including all qualified ERISA plans and the participants of those plans

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that invested in PUSPSA between September 26, 2008, and the present that have suffered losses caused by the queue. The two lawsuits, as well as two subsequently filed complaints asserting similar claims, have been consolidated and are now known as In re Principal U.S. Property Account Litigation. On April 22, 2010, an order was entered granting the motion made by the Cruise/Mullaney Defendants for change of venue to the United States District Court for the Southern District of Iowa. Plaintiffs filed an Amended Consolidated Complaint adding five new plaintiffs on November 22, 2010, and the Cruise/Mullaney Defendants moved to dismiss the amended complaint. The court denied the Cruise/Mullaney Defendants' motion to dismiss on May 17, 2011. The Cruise/Mullaney Defendants are aggressively defending the lawsuit.

While the outcome of any pending or future litigation or regulatory matter cannot be predicted, management does not believe that any such matter will have a material adverse effect on our business or financial position. As of June 30, 2012, there were no estimated losses accrued related to the legal matters discussed above because we believe the loss from these matters is not probable and cannot be reasonably estimated.

We believe all of the litigation contingencies discussed above involve a chance of loss that is either remote or reasonably possible. All of these matters involve unspecified claim amounts, in which the respective plaintiffs seek an indeterminate amount of damages. To the extent such matters present a reasonably possible chance of loss, we are not able to estimate the possible loss or range of loss associated therewith.

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June 30, 2012

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The outcome of such matters is always uncertain, and unforeseen results can occur. It is possible that such outcomes could require us to pay damages or make other expenditures or establish accruals in amounts that we could not estimate at June 30, 2012.

Guarantees and Indemnifications

In the normal course of business, we have provided guarantees to third parties primarily related to a former subsidiary. These agreements generally expire through 2019. The maximum exposure under these agreements as of June 30, 2012, was approximately \$135.0 million. At inception, the fair value of such guarantees was insignificant. In addition, we believe the likelihood is remote that material payments will be required. Therefore, any liability accrued within our consolidated statements of financial position is insignificant. Should we be required to perform under these guarantees, we generally could recover a portion of the loss from third parties through recourse provisions included in agreements with such parties, the sale of assets held as collateral that can be liquidated in the event that performance is required under the guarantees or other recourse generally available to us; therefore, such guarantees would not result in a material adverse effect on our business or financial position. While the likelihood is remote, such outcomes could materially affect net income in a particular quarter or annual period.

We are also subject to various other indemnification obligations issued in conjunction with divestitures, acquisitions and financing transactions whose terms range in duration and often are not explicitly defined. Certain portions of these indemnifications may be capped, while other portions are not subject to such limitations; therefore, the overall maximum amount of the obligation under the indemnifications cannot be reasonably estimated. At inception, the fair value of such indemnifications was insignificant. In addition, we believe the likelihood is remote that material payments will be required. Therefore, any liability accrued within our consolidated statements of financial position is insignificant. While we are unable to estimate with certainty the ultimate legal and financial liability with respect to these indemnifications, we believe that performance under these indemnifications would not result in a material adverse effect on our business or financial position. While the likelihood is remote, performance under these indemnifications could materially affect net income in a particular quarter or annual period.

8. Stockholders Equity

Common Stock

On June 29, 2012, we paid a quarterly dividend of \$53.7 million, equal to \$0.18 per share, to stockholders of record as of June 11, 2012. On March 30, 2012, we paid a quarterly dividend of \$54.3 million, equal to \$0.18 per share, to stockholders of record as of March 12, 2012.

Reconciliation of Outstanding Shares

	Series A preferred stock	Series B preferred stock (in millions)	Common stock
Outstanding shares at January 1, 2011	3.0	10.0	320.4
Shares issued			1.2
Treasury stock acquired			(7.9)
Outstanding shares at June 30, 2011	3.0	10.0	313.7
Outstanding shares at January 1, 2012	3.0	10.0	301.1
Shares issued			2.3
Treasury stock acquired			(7.8)
Outstanding shares at June 30, 2012	3.0	10.0	295.6

In May 2011, our Board of Directors reinstated the November 2007 share repurchase program. In July 2011, we completed this program. In August 2011, our Board of Directors authorized a share repurchase program of up to \$200.0 million of our outstanding common stock. We completed this program in September 2011. In November 2011, our Board of Directors authorized a share repurchase program of up to \$100.0 million of our outstanding common stock. We completed this program in December 2011. In February 2012, our Board of Directors authorized a share repurchase program of up to \$100.0 million of our outstanding common stock. We completed this program in May 2012. In May 2012, our Board of Directors authorized a share repurchase program of up to \$200.0 million of our outstanding common stock.

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)**

Our Board of Directors has authorized various repurchase programs under which we are allowed to purchase shares of our outstanding common stock. Shares repurchased under these programs are accounted for as treasury stock, carried at cost and reflected as a reduction to stockholders equity.

Other Comprehensive Income

	For the three months ended June 30, 2012			For the six months ended June 30, 2012		
	Pre-Tax	Tax	After-Tax	Pre-Tax	Tax	After-Tax
	(in millions)					
Net unrealized gains on available-for-sale securities during the period	\$ 292.9	\$ (83.2)	\$ 209.7	\$ 626.0	\$ (195.4)	\$ 430.6
Reclassification adjustment for losses included in net income	29.6	(10.1)	19.5	40.1	(14.0)	26.1
Adjustments for assumed changes in amortization patterns	(24.1)	8.4	(15.7)	(79.6)	27.8	(51.8)
Adjustments for assumed changes in policyholder liabilities	(150.6)	37.8	(112.8)	(202.6)	59.7	(142.9)
Net unrealized gains on available-for-sale securities	147.8	(47.1)	100.7	383.9	(121.9)	262.0
Noncredit component of impairment losses on fixed maturities, available-for-sale during the period	(17.1)	6.1	(11.0)	(22.0)	7.7	(14.3)
Adjustments for assumed changes in amortization patterns	1.7	(0.6)	1.1	5.5	(2.0)	3.5
Noncredit component of impairment losses on fixed maturities, available-for-sale (1)	(15.4)	5.5	(9.9)	(16.5)	5.7	(10.8)
Net unrealized gains on derivative instruments during the period	73.3	(25.6)	47.7	29.5	(10.3)	19.2
Reclassification adjustment for losses included in net income	1.0	(0.5)	0.5	10.7	(3.9)	6.8
Adjustments for assumed changes in amortization patterns	1.1	(0.4)	0.7	29.9	(10.5)	19.4
Net unrealized gains on derivative instruments	75.4	(26.5)	48.9	70.1	(24.7)	45.4
Foreign currency translation adjustment	(99.4)	12.7	(86.7)	(38.0)	16.6	(21.4)

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Unrecognized postretirement benefit obligation during the period									
Amortization of prior service cost and actuarial loss included in net periodic benefit cost	13.5	(4.7)	8.8	26.9	(9.4)	17.5			
Net unrecognized postretirement benefit obligation	13.5	(4.7)	8.8	26.9	(9.4)	17.5			
Other comprehensive income	\$ 121.9	\$ (60.1)	\$ 61.8	\$ 426.4	\$ (133.7)	\$ 292.7			

Table of Contents**Principal Financial Group, Inc.****Notes to Consolidated Financial Statements****June 30, 2012****(Unaudited)**

	For the three months ended June 30, 2011			For the six months ended June 30, 2011		
	Pre-Tax	Tax	After-Tax	Pre-Tax	Tax	After-Tax
	(in millions)					
Net unrealized gains on available-for-sale securities during the period	\$ 265.8	\$ (103.5)	\$ 162.3	\$ 546.9	\$ (204.2)	\$ 342.7
Reclassification adjustment for losses included in net income	27.3	(8.2)	19.1	27.1	(8.1)	19.0
Adjustments for assumed changes in amortization patterns	(73.1)	25.6	(47.5)	(120.2)	42.1	(78.1)
Adjustments for assumed changes in policyholder liabilities	12.8		12.8	38.5		38.5
Net unrealized gains on available-for-sale securities	232.8	(86.1)	146.7	492.3	(170.2)	322.1
Noncredit component of impairment losses on fixed maturities, available-for-sale during the period	9.7	(1.6)	8.1	48.1	(17.6)	30.5
Adjustments for assumed changes in amortization patterns	1.3	(0.4)	0.9	(6.5)	2.3	(4.2)
Noncredit component of impairment losses on fixed maturities, available-for-sale (1)	11.0	(2.0)	9.0	41.6	(15.3)	26.3
Net unrealized losses on derivative instruments during the period	(15.6)	5.4	(10.2)	(33.0)	11.5	(21.5)
Reclassification adjustment for losses included in net income	6.2	(2.2)	4.0	15.0	(5.3)	9.7
Adjustments for assumed changes in amortization patterns	(3.1)	1.1	(2.0)	(1.2)	0.4	(0.8)
Net unrealized losses on derivative instruments	(12.5)	4.3	(8.2)	(19.2)	6.6	(12.6)
Foreign currency translation adjustment	65.5	(15.8)	49.7	92.5	(21.0)	71.5
Unrecognized postretirement benefit obligation during the period (2)	(35.2)	12.4	(22.8)	36.1	(12.6)	23.5
Amortization of prior service cost and actuarial loss included in net periodic benefit cost	1.4	(0.5)	0.9	5.8	(2.0)	3.8
Net unrecognized postretirement benefit obligation	(33.8)	11.9	(21.9)	41.9	(14.6)	27.3
Other comprehensive income	\$ 263.0	\$ (87.7)	\$ 175.3	\$ 649.1	\$ (214.5)	\$ 434.6

(1) Represents the net impact of (1) unrealized gains resulting from reclassification of previously recognized noncredit impairment losses from OCI to net realized capital gains (losses) for fixed maturities with bifurcated OTTI that had additional credit losses or fixed maturities that previously had bifurcated OTTI that have now been sold or are intended to be sold and (2) unrealized losses resulting from reclassification of noncredit impairment losses for fixed maturities with bifurcated OTTI from net realized capital gains (losses) to OCI.

(2) Includes the impact of the quarterly remeasurement of plan assets and liabilities in 2011 resulting from curtailment accounting associated with our exited group medical insurance business.

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	Net unrealized gains on available-for-sale securities	Noncredit component of impairment losses on fixed maturities available-for-sale	Net unrealized gains (losses) on derivative instruments (in millions)	Foreign currency translation adjustment	Unrecognized postretirement benefit obligation	Accumulated other comprehensive income
Balances at January 1, 2011	\$ 652.1	\$ (198.2)	\$ 11.3	\$ 29.7	\$ (188.2)	\$ 306.7
Other comprehensive income	322.1	26.3	(12.6)	71.5	27.3	434.6
Balances at June 30, 2011	\$ 974.2	\$ (171.9)	\$ (1.3)	\$ 101.2	\$ (160.9)	\$ 741.3
Balances at January 1, 2012	\$ 860.7	\$ (167.2)	\$ 34.9	\$ (109.3)	\$ (361.1)	\$ 258.0
Other comprehensive income	262.0	(10.8)	45.4	(21.6)	17.5	292.5
Balances at June 30, 2012	\$ 1,122.7	\$ (178.0)	\$ 80.3	\$ (130.9)	\$ (343.6)	\$ 550.5

Noncontrolling Interest

Interest held by unaffiliated parties in consolidated entities are reflected in noncontrolling interest, which represents the noncontrolling partners share of the underlying net assets of our consolidated subsidiaries. Noncontrolling interest that is not redeemable is reported in the equity section of the consolidated statements of financial position.

The noncontrolling interest holders in certain of our subsidiaries maintain an equity interest that is redeemable at the option of the holder, which may be exercised on varying dates beginning in 2014. Since redemption of the noncontrolling interest is outside of our control, this interest is presented on the consolidated statements of financial position line item titled Redeemable noncontrolling interest. If the interest were to be redeemed, we would be required to purchase such interest at a redemption value based on a formula that management intended to reasonably approximate fair value based on a fixed multiple of earnings over a measurement period. As such, the redeemable noncontrolling interest is measured at redemption value at each reporting period. Any adjustments to the carrying amount of the redeemable noncontrolling interest for changes in redemption value prior to exercise of the redemption option are determined after the attribution of net income or loss of the subsidiary and are recorded in retained earnings.

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Following is a reconciliation of the changes in the redeemable noncontrolling interest for the six months ended June 30, 2012 (in millions):

Balance at January 1, 2012	\$	22.2
Net income attributable to redeemable noncontrolling interest		0.7
Redeemable noncontrolling interest assumed related to acquisition		37.7
Distributions to redeemable noncontrolling interest		(0.4)
Foreign currency translation adjustment		0.3
Balance at June 30, 2012	\$	60.5

9. Fair Value Measurements

We use fair value measurements to record fair value of certain assets and liabilities and to estimate fair value of financial instruments not recorded at fair value but required to be disclosed at fair value. Certain financial instruments, particularly policyholder liabilities other than investment-type insurance contracts, are excluded from these fair value disclosure requirements.

Valuation Hierarchy

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three levels.

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- **Level 1** Fair values are based on unadjusted quoted prices in active markets for identical assets or liabilities. Our Level 1 assets and liabilities primarily include exchange traded equity securities, mutual funds and U.S. Treasury bonds.
- **Level 2** Fair values are based on inputs other than quoted prices within Level 1 that are observable for the asset or liability, either directly or indirectly. Our Level 2 assets and liabilities primarily include fixed maturities (including public and private bonds), equity securities, over-the-counter derivatives and other investments for which public quotations are not available but that are priced by third-party pricing services or internal models using substantially all observable inputs.
- **Level 3** Fair values are based on significant unobservable inputs for the asset or liability. Our Level 3 assets and liabilities include certain fixed maturities, private equity securities, real estate and commercial mortgage loan investments of our separate accounts, commercial mortgage loan investments and obligations of consolidated VIEs for which the fair value option was elected, complex derivatives and embedded derivatives that must be priced using broker quotes or other valuation methods that utilize at least one significant unobservable input.

Determination of Fair Value

The following discussion describes the valuation methodologies and inputs used for assets and liabilities measured at fair value on a recurring basis or disclosed at fair value. The techniques utilized in estimating the fair values of financial instruments are reliant on the assumptions used. Care should be exercised in deriving conclusions about our business, its value or financial position based on the fair value information of financial instruments presented below.

Fair value estimates are made based on available market information and judgments about the financial instrument at a specific point in time. Such estimates do not consider the tax impact of the realization of unrealized gains or losses. In addition, the disclosed fair value may not be realized in the immediate settlement of the financial instrument. We validate prices through an investment analyst review process, which includes validation through direct interaction with external sources, review of recent trade activity or use of internal models. In circumstances where broker quotes are used to value an instrument, we generally receive one non-binding quote. Broker quotes are validated through an investment analyst review process, which includes validation through direct interaction with external sources and use of internal models or other relevant information. We did not make any significant changes to our valuation processes during 2012.

Fixed Maturities

Fixed maturities include bonds, redeemable preferred stock, asset-backed securities and certain nonredeemable preferred stock. When available, the fair value of fixed maturities is based on quoted prices of identical assets in active markets. These are reflected in Level 1 and primarily include U.S. Treasury bonds and actively traded redeemable corporate preferred securities.

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When quoted prices of identical assets in active markets are not available, our first priority is to obtain prices from third party pricing vendors. We have regular interaction with these vendors to ensure we understand their pricing methodologies and to confirm they are utilizing observable market information. Their methodologies vary by asset class and include inputs such as estimated cash flows, benchmark yields, reported trades, broker quotes, credit quality, industry events and economic events. Fixed maturities with validated prices from pricing services, which includes the majority of our public fixed maturities in all asset classes, are generally reflected in Level 2. Also included in Level 2 are corporate bonds where quoted market prices are not available, for which an internal model using substantially all observable inputs or a matrix pricing valuation approach is used. In the matrix approach, securities are grouped into pricing categories that vary by sector, rating and average life. Each pricing category is assigned a risk spread based on studies of observable public market data from the investment professionals assigned to specific security classes. The expected cash flows of the security are then discounted back at the current Treasury curve plus the appropriate risk spread. Although the matrix valuation approach provides a fair valuation of each pricing category, the valuation of an individual security within each pricing category may actually be impacted by company specific factors.

If we are unable to price a fixed maturity security using prices from third party pricing vendors or other sources specific to the asset class, we may obtain a broker quote or utilize an internal pricing model specific to the asset utilizing relevant market information, to the extent available and where at least one significant unobservable input is utilized, which are reflected in Level 3 and can include fixed maturities across all asset classes. As of June 30, 2012, less than 1% of our fixed maturities were valued using internal pricing models, which were classified as Level 3 assets accordingly.

The primary inputs, by asset class, for valuations of the majority of our Level 2 investments from third party pricing vendors or our internal pricing valuation approach are described below.

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U.S. Government and Agencies/Non-U.S. Governments. Inputs include recently executed market transactions, interest rate yield curves, maturity dates, market price quotations and credit spreads relating to similar instruments.

State and Political Subdivisions. Inputs include Municipal Securities Rulemaking Board reported trades, U.S. Treasury and other benchmark curves, material event notices, new issue data and obligor credit ratings.

Corporate. Inputs include recently executed transactions, market price quotations, benchmark yields, issuer spreads and observations of equity and credit default swap curves related to the issuer. For private placement corporate securities valued through the matrix valuation approach inputs include the current U.S. Treasury curve and risk spreads based on sector, rating and average life of the issuance.

RMBS, CMBS, Collateralized Debt Obligations and Other Debt Obligations. Inputs include cash flows, priority of the tranche in the capital structure, expected time to maturity for the specific tranche, reinvestment period remaining and performance of the underlying collateral including prepayments, defaults, deferrals, loss severity of defaulted collateral and, for RMBS, prepayment speed assumptions. Other inputs include market indices and recently executed market transactions.

Equity Securities

Equity securities include mutual funds, common stock and nonredeemable preferred stock. Fair values of equity securities are determined using quoted prices in active markets for identical assets when available, which are reflected in Level 1. When quoted prices are not available, we may utilize internal valuation methodologies appropriate for the specific asset that use observable inputs such as underlying share prices, which are reflected in Level 2. Fair values might also be determined using broker quotes or through the use of internal models or analysis that incorporate significant assumptions deemed appropriate given the circumstances and consistent with what other market participants would use when pricing such securities, which are reflected in Level 3.

Derivatives

The fair values of exchange-traded derivatives are determined through quoted market prices, which are reflected in Level 1. Exchange-traded derivatives include interest rate and equity futures that are settled daily such that their fair value is not reflected in the consolidated statements of financial position. The fair values of over-the-counter derivative instruments are determined using either pricing valuation models that utilize market observable inputs or broker quotes. The majority of our over-the-counter derivatives are valued with models that use market observable inputs, which are reflected in Level 2. Significant inputs include contractual terms, interest rates, currency exchange rates, credit spread curves, equity prices, and volatilities. These valuation models consider projected discounted cash flows, relevant swap curves, and appropriate implied

volatilities. Certain over-the-counter derivatives utilize unobservable market data, primarily independent broker quotes that are nonbinding quotes based on models that do not reflect the result of market transactions, which are reflected in Level 3.

Our derivative contracts are generally documented under ISDA Master Agreements, which provide for legally enforceable set-off and close-out netting of exposures to specific counterparties. Collateral arrangements are bilateral and based on current ratings of each entity. We utilize the LIBOR interest rate curve to value our positions, which includes a credit spread. This credit spread incorporates an appropriate level of nonperformance risk into our valuations given the current ratings of our counterparties, as well as the collateral agreements in place. Counterparty credit risk is routinely monitored to ensure our adjustment for non-performance risk is appropriate.

Interest Rate Contracts. We use discounted cash flow valuation techniques to determine the fair value of interest rate swaps using observable swap curves as the inputs. These are reflected in Level 2. In addition, we have a limited number of complex inflation-linked interest rate swaps, interest rate collars and swaptions that are valued using broker quotes. These are reflected in Level 3.

Foreign Exchange Contracts. We use discounted cash flow valuation techniques that utilize observable swap curves and exchange rates as the inputs to determine the fair value of foreign currency swaps. These are reflected in Level 2. In addition, we have a limited number of non-standard currency swaps that are valued using broker quotes. These are reflected within Level 3. Currency forwards are valued using observable market inputs, including forward currency exchange rates. These are reflected in Level 2.

Equity Contracts. We use an option pricing model using observable implied volatilities, dividend yields, index prices and swap curves as the inputs to determine the fair value of equity options. These are reflected in Level 2.

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Credit Contracts. We use either the ISDA Credit Default Swap Standard discounted cash flow model that utilizes observable default probabilities and recovery rates as inputs or broker prices to determine the fair value of credit default swaps. These are reflected in Level 3. In addition, we have a limited number of total return swaps that are valued based on the observable quoted price of underlying equity indices. These are reflected in Level 2.

Other Investments

Other investments reported at fair value primarily include seed money investments, for which the fair value is determined using the net asset value of the fund. The net asset value of the fund represents the price at which we feel we would be able to initiate a transaction. Seed money investments in mutual funds for which the net asset value is published are reflected in Level 1. Seed money investments in mutual funds or other investment funds in markets that do not have a published net asset value are reflected in Level 2.

Other investments reported at fair value also include commercial mortgage loans of consolidated VIEs for which the fair value option was elected, which are reflected in Level 3. Fair value of these commercial mortgage loans is computed utilizing a discount rate based on the current market. The market discount rate is then adjusted based on various factors that differentiate it from our pool of loans.

Cash and Cash Equivalents

Certain cash equivalents are reported at fair value on a recurring basis and include money market instruments and other short-term investments with maturities of less than three months. Fair values of these cash equivalents may be determined using public quotations, when available, which are reflected in Level 1. When public quotations are not available, because of the highly liquid nature of these assets, carrying amounts may be used to approximate fair values, which are reflected in Level 2.

Separate Account Assets

Separate account assets include equity securities, debt securities and derivative instruments, for which fair values are determined as previously described, and are reflected in Level 1, Level 2 and Level 3. Separate account assets also include commercial mortgage loans, for which the fair value is estimated by discounting the expected total cash flows using market rates that are applicable to the yield, credit quality and maturity of the loans. The market clearing spreads vary based on mortgage type, weighted average life, rating and liquidity. These are reflected in Level 3. Finally, separate account assets include real estate, for which the fair value is estimated using discounted cash flow valuation models that utilize public real estate market data inputs such as transaction prices, market rents, vacancy levels, leasing absorption, market cap rates and discount rates. In addition, each property is appraised annually by an independent appraiser. The real estate within the separate accounts is reflected in

Level 3.

Investment-Type Insurance Contracts

Certain annuity contracts and other investment-type insurance contracts include embedded derivatives that have been bifurcated from the host contract and that are measured at fair value on a recurring basis, which are reflected in Level 3. The key assumptions for calculating the fair value of the embedded derivative liabilities are market assumptions (such as equity market returns, interest rate levels, market volatility and correlations) and policyholder behavior assumptions (such as lapse, mortality, utilization and withdrawal patterns). They are valued using a combination of historical data and actuarial judgment. Stochastic models are used to value the embedded derivatives that incorporate a spread reflecting our own creditworthiness and risk margins.

The assumption for our own non-performance risk for investment-type insurance contracts and any embedded derivatives bifurcated from certain annuity and investment-type insurance contracts is based on the current market credit spreads for debt-like instruments that we have issued and are available in the market.

Other Liabilities

Certain obligations reported in other liabilities include embedded derivatives to deliver underlying securities of structured investments to third parties. The fair value of the embedded derivatives is calculated based on the value of the underlying securities that are valued based on prices obtained from third party pricing vendors as utilized and described in our discussion of how fair value is determined for fixed maturities, which are reflected in Level 2.

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Additionally, obligations of consolidated VIEs for which the fair value option was elected are included in other liabilities. These obligations are valued either based on prices obtained from third party pricing vendors as utilized and described in our discussion of how fair value is determined for fixed maturities, which are reflected in Level 2, or broker quotes, which are reflected in Level 3.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis are summarized below.

	Assets/ (liabilities) measured at fair value	As of June 30, 2012		
		Level 1	Fair value hierarchy level Level 2	Level 3
(in millions)				
Assets				
Fixed maturities, available-for-sale:				
U.S. government and agencies	\$ 824.1	\$ 103.1	\$ 721.0	\$
Non-U.S. governments	1,159.2		1,119.6	39.6
States and political subdivisions	2,869.4		2,869.4	
Corporate	34,051.5	92.3	33,759.6	199.6
Residential mortgage-backed securities	3,298.2		3,298.2	
Commercial mortgage-backed securities	3,744.9		3,744.9	
Collateralized debt obligations	366.1		288.5	77.6
Other debt obligations	3,480.2		3,475.1	5.1
Total fixed maturities, available-for-sale	49,793.6	195.4	49,276.3	321.9
Fixed maturities, trading	776.5	127.5	463.3	185.7
Equity securities, available-for-sale	139.0	61.2	60.7	17.1
Equity securities, trading	224.3	97.3	127.0	
Derivative assets (1)	1,136.3		1,077.5	58.8
Other investments (2)	218.8	21.1	114.1	83.6
Cash equivalents (3)	854.7	7.3	847.4	
Sub-total excluding separate account assets	53,143.2	509.8	51,966.3	667.1
Separate account assets	75,950.5	49,922.3	21,587.7	4,440.5
Total assets	\$ 129,093.7	\$ 50,432.1	\$ 73,554.0	\$ 5,107.6
Liabilities				
Investments-type insurance contracts (4)	\$ (179.4)	\$	\$	\$ (179.4)

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Derivative liabilities (1)		(1,433.6)			(1,286.5)		(147.1)
Other liabilities (4)		(218.0)			(184.4)		(33.6)
Total liabilities	\$	(1,831.0)	\$	\$	(1,470.9)	\$	(360.1)
Net assets (liabilities)	\$	127,262.7	\$	50,432.1	\$	72,083.1	\$ 4,747.5

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As of December 31, 2011

	Assets/ (liabilities) measured at fair value	Fair value hierarchy level		
		Level 1	Level 2	Level 3
(in millions)				
Assets				
Fixed maturities, available-for-sale:				
U.S. government and agencies	\$ 805.1	\$ 57.5	\$ 747.6	\$ 22.9
Non-U.S. governments	1,096.7		1,073.8	22.9
States and political subdivisions	2,882.7		2,882.7	
Corporate	33,556.5	87.5	33,172.0	297.0
Residential mortgage-backed securities	3,343.0		3,343.0	
Commercial mortgage-backed securities	3,413.7		3,413.7	
Collateralized debt obligations	338.8		236.3	102.5
Other debt obligations	3,570.2		3,542.9	27.3
Total fixed maturities, available-for-sale	49,006.7	145.0	48,412.0	449.7
Fixed maturities, trading	971.7	199.6	551.3	220.8
Equity securities, available-for-sale	77.1	56.5	2.6	18.0
Equity securities, trading	404.8	291.6	113.2	
Derivative assets (1)	1,171.1		1,110.9	60.2
Other investments (2)	213.3	17.6	98.2	97.5
Cash equivalents (3)	1,659.8	677.3	982.5	
Sub-total excluding separate account assets	53,504.5	1,387.6	51,270.7	846.2
Separate account assets	71,364.4	49,477.1	17,689.1	4,198.2
Total assets	\$ 124,868.9	\$ 50,864.7	\$ 68,959.8	\$ 5,044.4
Liabilities				
Investments-type insurance contracts (4)	\$ (195.8)	\$	\$	\$ (195.8)
Derivative liabilities (1)	(1,527.3)		(1,350.2)	(177.1)
Other liabilities (4)	(225.3)		(201.1)	(24.2)
Total liabilities	\$ (1,948.4)	\$	\$ (1,551.3)	\$ (397.1)
Net assets (liabilities)	\$ 122,920.5	\$ 50,864.7	\$ 67,408.5	\$ 4,647.3

(1) Within the consolidated statements of financial position, derivative assets are reported with other investments and derivative liabilities are reported with other liabilities. Refer to Note 4, Derivative Financial Instruments, for further information on fair value by class of derivative instruments. Our derivatives are primarily Level 2, with the exception of certain credit default swaps and other swaps that are Level 3.

(2) Primarily includes seed money investments and commercial mortgage loans of consolidated VIEs reported at fair value.

(3) Includes money market instruments and short-term investments with a maturity date of three months or less when purchased.

(4) Includes bifurcated embedded derivatives that are reported at fair value within the same line item in the consolidated statements of financial position in which the host contract is reported. Other liabilities also include obligations of consolidated VIEs reported at fair value.

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Changes in Level 3 Fair Value Measurements

The reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) are summarized as follows:

Beginning	For the three months ended June 30, 2012	Changes in
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