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Debt extinguishment

\$ 3,979.7 \$3,000.0

Capital contribution

3,979.7 3,108.3

The accompanying notes are an integral part of this Financial Information.

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ING U.S., Inc.

Schedule II**Notes to Condensed Financial Information of Parent**

(Dollar amounts in millions, unless otherwise stated)

1. Basis of Presentation

The financial information of ING U.S., Inc. should be read in conjunction with the consolidated financial statements of ING U.S., Inc. and its subsidiaries (collectively the Company) and the notes thereto (the Consolidated Financial Statements). ING U.S., Inc. is a wholly owned subsidiary of ING Insurance International B.V., which is a wholly owned subsidiary of ING Verzekeringen N.V. (ING V), which is a wholly owned subsidiary of ING Insurance Topholding N.V., which is a wholly owned subsidiary of ING Groep N.V. (ING), the ultimate parent company. ING is a global financial services holding company based in The Netherlands.

The accompanying financial information reflects the results of operations, financial position and cash flows for ING U.S., Inc. The financial information is in conformity with accounting principles generally accepted in the United States and require management to adopt accounting policies and make certain estimates and assumptions. Investments in subsidiaries are accounted for using the equity method of accounting.

2. Loans to Subsidiaries

ING U.S., Inc. maintains reciprocal loan agreements with subsidiaries to facilitate unanticipated short-term cash requirements that arise in the ordinary course of business. Under these loan agreements, the limitations on borrowing are based on the nature of the subsidiary's operations. For reciprocal loan agreements with insurance companies, the amounts that either party may borrow from the other under the agreement vary, depending on the state of domicile, and are equal to 2%-5% of the insurance subsidiary's statutory net admitted assets, excluding separate accounts, as of the preceding December 31. For reciprocal loan agreements with non-insurance subsidiaries, the limits vary and are set by management based on an assessment of the financial position of the subsidiary. Interest on any borrowing by a subsidiary is charged at the rate of ING U.S., Inc.'s cost of funds for the interest period, plus 0.15%. Borrowings by ING Alternative Asset Management LLC (IAAM) occur to enable IAAM to make capital contributions to the ING Multi-Strategy Opportunity Fund LLC (the fund), the fund that it manages. The applicable variable interest rate is equal to the rate of return on capital invested in the fund, which may be negative over any given period.

Subsidiaries	Rate	Maturity Date	2012	2011
ING Alternative Asset Management LLC	-10.34%	6/28/2013	\$ 6.4	\$ 7.9
ING Financial Products Company, Inc.	0.81%	1/3/2012		1.0
ING Financial Products Company, Inc.	1.03%	1/3/2012		24.0
ING Financial Products Company, Inc.	1.03%	1/4/2012		23.0
ING Financial Products Company, Inc.	1.03%	1/6/2012		32.0
ING Institutional Plan Services, LLC	1.18%	1/3/2012		4.0
ING Institutional Plan Services, LLC	1.18%	1/4/2012		4.0
ING Institutional Plan Services, LLC	1.18%	1/12/2012		10.0
ING Institutional Plan Services, LLC	1.18%	1/13/2012		20.0
ING Institutional Plan Services, LLC	1.02%	1/3/2013	8.0	
ING Institutional Plan Services, LLC	1.12%	1/14/2013	4.0	
ING North America Insurance Corporation	0.90%	1/3/2012		23.5
ING North America Insurance Corporation	0.90%	1/2/2013	53.6	
ING Payroll Management, Inc.	0.90%	1/3/2012		6.0
Security Life of Denver International Limited	1.18%	1/6/2012		6.0
Security Life of Denver International Limited	1.18%	1/13/2012		18.0
Security Life of Denver International Limited	1.12%	1/7/2013	5.0	

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Total

\$ 77.0

\$ 179.4

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ING U.S., Inc.

Schedule II**Notes to Condensed Financial Information of Parent**

(Dollar amounts in millions, unless otherwise stated)

Interest income earned on loans to subsidiaries of \$1.1, \$8.1 and \$16.1 for the years ended December 31, 2012, 2011 and 2010, respectively, is included in net investment income.

3. Derivatives

As of December 31, 2012 and 2011, ING U.S., Inc.'s Derivatives are comprised primarily of total return swaps and include \$23.3 and \$30.6, respectively, of collateral delivered, representing posted collateral in support of intercompany total return swaps. The posted collateral in support of intercompany total return swaps is a contractual obligation subject to adjustment for changes in ratings and market performance of portfolio assets.

4. Financing Agreements**Short-term Debt**

The following table summarizes ING U.S., Inc.'s short-term debt and the related weighted average interest rate on short-term borrowings at December 31, 2012 and 2011:

	2012	2011	Weighted Average Rate	
			2012	2011
Commercial paper	\$ 192.0	\$ 554.6	1.22%	1.19%
Inter-company financing subsidiaries	319.1	2,356.4	0.19%	0.30%
Current portion of long-term debt	375.0		2.21%	
Total	\$ 886.1	\$ 2,911.0		

Commercial Paper

ING U.S., Inc. has a commercial paper program with an authorized capacity of \$3.0 billion. ING U.S., Inc. commercial paper borrowings have been generally used to fund the working capital needs of the Company and provide short-term liquidity.

Inter-company financing

Under the reciprocal loan agreements with subsidiaries, interest on any borrowing by ING U.S., Inc. from a subsidiary is charged at a rate based on the prevailing interest rate of U.S. commercial paper available for purchase with a similar duration.

Long-term Debt

The following table summarizes ING U.S., Inc.'s long-term debt securities at December 31, 2012 and 2011:

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	Interest Rate	Maturity	2012	2011
2.21% Syndicated Bank Term Loan, due 2014	2.21%	4/20/2014	\$ 1,350.0	\$
5.5% Senior Notes, due 2022	5.50%	7/15/2022	849.6	
Subtotal			2,199.6	
Less: Current portion of long-term debt			375.0	
Total			\$ 1,824.6	\$

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ING U.S., Inc.

Schedule II**Notes to Condensed Financial Information of Parent**

(Dollar amounts in millions, unless otherwise stated)

As of December 31, 2012 and 2011, ING U.S., Inc. was in compliance with all debt covenants related to the borrowings in the table above.

Aggregate amounts of future principal payments of long-term debt for the next five years and thereafter are as follows:

2013 ⁽¹⁾	\$
2014	975.0
2015	
2016	
2017	
Thereafter	850.0
Total	\$ 1,825.0

⁽¹⁾ Excludes current portion of long-term debt.

Credit Facilities

ING U.S., Inc. maintains credit facilities used primarily for collateral required under affiliated reinsurance transactions and also for general corporate purposes. Unsecured and uncommitted credit facilities totaled \$1.9 billion and unsecured and committed facilities totaled \$8.1 billion. ING U.S., Inc. additionally has approximately \$10.0 of secured facilities. Of the aggregate \$10.0 billion capacity available, ING U.S., Inc. utilized \$5.6 billion in credit facilities outstanding as of December 31, 2012. Total fees associated with credit facilities in 2012, 2011 and 2010 totaled \$166.4, \$103.2 and \$93.5, respectively.

Guarantees

As of December 31, 2012, ING U.S., Inc. guaranteed \$50.0 in notes issued by Silver Cup V, L.P., a special purpose entity wholly owned by Pomona (which is wholly owned by ING U.S., Inc.), to ING U.S. Inc.'s subsidiary life insurance companies ING Life Insurance and Annuity Company, ING USA Annuity and Life Insurance Company, ReliaStar Life Insurance Company, Security Life of Denver Insurance Company, Midwestern United Life Insurance Company and ReliaStar Life Insurance Company of New York.

ING U.S., Inc. provides an indemnification of a limited nature, effective on December 19, 2011, in connection with an \$825.0 securities lending agreement between the KCL Master Trust (Master Trust) and ING Bank, N.V. (ING Bank). In the event of default on the securities lending agreement by the Master Trust, ING U.S., Inc. is required to indemnify ING Bank for the outstanding obligations of the Master Trust. This agreement and the related indemnification were entered into to obtain collateral to support the Company's reinsurance obligations and are effective for the duration that the collateral remains outstanding. This agreement expires on December 31, 2013.

ING U.S., Inc. provides various indemnifications of securities lending agreements between the Master Trust and third-party banks. In the event of default on the securities lending agreements by the Master Trust, ING U.S., Inc. is required to indemnify the third-party banks for the outstanding obligations of the Master Trust. These agreements and the related indemnifications amounted to \$400.0, \$750.0, \$750.0, and \$500.0 effective January 26, 2011, August 19, 2011, November 9, 2011, and December 27, 2012, respectively, and were entered

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ING U.S., Inc.

Schedule II**Notes to Condensed Financial Information of Parent**

(Dollar amounts in millions, unless otherwise stated)

into to obtain collateral to support the Company's reinsurance obligations and are effective for the duration that the collateral remains outstanding. The \$400.0 transaction was not renewed in 2012, and ING U.S., Inc.'s indemnification terminated on January 26, 2012.

ING U.S., Inc. entered into a Reimbursement Agreement on September 6, 2012 with a third party which provides a Trust Note as collateral for reinsurance for its subsidiary, Roaring River III, LLC. As of inception, the Reimbursement Agreement requires ING U.S., Inc. to cause \$165.0 of capital to be maintained in Roaring River III Holding LLC, the intermediate holding company of Roaring River III, and \$60.0 of capital to be maintained in Roaring River III LLC for a total of \$225.0. This amount will vary over time based on a percentage of in force.

ING U.S., Inc. entered into surplus maintenance agreements with Whisperingwind I, Whisperingwind II and Whisperingwind III, captive insurance subsidiaries subject to regulation by the South Carolina Department of Insurance, on September 30, 2010, November 1, 2007 and June 28, 2007, respectively. The Whisperingwind I agreement was entered into in conjunction with a LOC provided by the subsidiary as part of a reinsurance transaction whereby ING U.S., Inc. agreed to cause Whisperingwind I to maintain Total Adjusted Capital of the greater of 100% Authorized Control Level Risk Based Capital or \$250.0 thousand plus the present value of certain facility fees. This facility has been replaced with a portion of the funding provided by a reimbursement agreement entered into with a third-party bank on September 6, 2012. The Whisperingwind II and Whisperingwind III agreements were entered into in conjunction with the issuance of surplus notes by the respective subsidiary as part of reinsurance transactions whereby ING U.S., Inc. agreed to cause Whisperingwind II and Whisperingwind III to maintain Adjusted Capital and Surplus at 200% of its Company Action Level Risk Based Capital. Effective October 1, 2012, ReliaStar Life Insurance Company novated the reinsurance ceded to Whisperingwind II to a third party reinsurer which replaced \$359.3 of surplus notes with \$364.0 of trust assets at fair value for reserve credit as of December 31, 2012 and was repaid on January 3, 2013.

ING U.S., Inc. entered into a surplus maintenance agreement with Roaring River II, a captive insurance subsidiary subject to regulation by the Missouri Department of Insurance, on December 31, 2010, in conjunction with a LOC provided by the subsidiary as part of a reinsurance transaction whereby ING U.S., Inc. agrees to cause Roaring River II to maintain Adjusted Capital and Surplus at 250% of its Company Action Level Risk Based Capital. The Roaring River II agreement includes a provision for capital contributions to be made in the event certain expense thresholds are exceeded by Roaring River II.

These surplus maintenance agreements are effective for the duration of the in-force policies subject to the related reinsurance transactions. Maximum potential obligations are not specified in the agreements and therefore, it is not possible to determine the maximum potential amounts due under these guarantees.

ING V issued a \$500.0 loan to Lion Connecticut Holdings Inc. on August 9, 2007. This loan has interest rate at LIBOR plus .05% and matures on April 29, 2016. Upon issuance of this loan, ING U.S., Inc. entered into an agreement in which it guaranteed all obligations under the loan agreement to ING V.

Lion Connecticut Holdings Inc. issued \$50.0 of Trust Originated Preferred Securities (ToPR) on April 3, 1997. As of December 31, 2012, a total par value amount of \$13.0 remains outstanding. These securities have a fixed interest rate of 8.424% and mature on April 1, 2027. On January 27, 2003, ING U.S., Inc. entered into an agreement in which it guaranteed the full payment when due of all obligations under ToPR. Under the same guarantee agreement, ING U.S., Inc. also unconditionally guarantees the payment of any principal or interest due in respect of Lion Connecticut Holdings notes. As of December 31, 2012, ING U.S. Inc. guaranteed the outstanding Debentures of Lion Connecticut Holdings for \$138.7 par amount of 6.75% Debentures due

Table of Contents**ING U.S., Inc.****Schedule II****Notes to Condensed Financial Information of Parent**

(Dollar amounts in millions, unless otherwise stated)

September 15, 2013, \$163.0 par amount of 7.25% Debentures due August 15, 2023, \$235.1 par amount of 7.63% Debentures due August 15, 2026 and \$108.0 par amount of 6.97% Debentures due August 15, 2036 (collectively, the Aetna Notes), all of which were issued by a predecessor of Lion Connecticut Holdings and assumed in connection with the acquisition of Aetna's life insurance and related businesses.

Lion Connecticut Holdings Inc. entered into a Capital Assurance Agreement with ING National Trust effective May 23, 2007. ING National Trust is required to maintain a minimum capital level of \$2.0 to comply with Office of the Comptroller of the Currency (OCC) capital and liquidity requirements. Pursuant to the Capital Assurance Agreement, if at any time ING National Trust's capital level falls below the minimum capital requirement, Lion Connecticut Holdings agrees to contribute capital up to the minimum capital requirement. This agreement is effective until terminated upon mutual agreement of ING National Trust and Lion Connecticut Holdings Inc. The maximum potential obligation is not specified or applicable. Since these obligations are not subject to limitations, it is not possible to determine the maximum potential amount due under these guarantees. Additionally, should Lion Connecticut Holdings Inc. be unable to contribute capital under the Agreement, ING U.S., Inc. has agreed to perform such duties.

Effective February 25, 2000, ING U.S., Inc. entered into a Corporate Guarantee Agreement with a third party ceding insurer where ING U.S., Inc. guarantees the reinsurance obligations of Security Life of Denver Insurance Company assumed under a reinsurance agreement with the third party cedent. The maximum potential obligation is not specified or applicable. Since these obligations are not subject to limitations, it is not possible to determine the maximum potential amount due under these guarantees.

There were no assets or liabilities recognized by ING U.S., Inc. as of December 31, 2012 and 2011 in relation to these intercompany indemnifications and support agreements. As of December 31, 2012 and 2011, no circumstances existed in which ING U.S., Inc. was required to currently perform under these indemnifications and support agreements.

5. Return of Capital

For the years ended December 31, 2012, 2011 and 2010, ING U.S., Inc. received returns of capital from the following subsidiaries:

	2012	2011	2010
Lion Connecticut Holdings Inc.	\$ 733.0	\$	\$ 688.1
Security Life of Denver Insurance Company	80.0	200.0	
Total	\$ 813.0	\$ 200.0	\$ 688.1

6. Income Taxes

As of December 31, 2012, and 2011, ING U.S., Inc. held deferred tax assets of \$127.4 and \$263.0, respectively, related to carryforwards which have not been realized by its subsidiaries but have been reimbursed to the subsidiaries by ING U.S., Inc. pursuant to the tax allocation agreement. These deferred tax assets were primarily comprised of payments associated with federal net operating loss, state net operating loss, federal tax capital loss, and credit carryforwards.

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Valuation allowances have been applied to these deferred tax assets as of December 31, 2012 and 2011 at the subsidiary level. Character, amount, and estimated expiration date of the carryforwards and the related allowances are disclosed in the Income Taxes note to the Consolidated Financial Statements.

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ING U.S., Inc.

Schedule II

Notes to Condensed Financial Information of Parent

(Dollar amounts in millions, unless otherwise stated)

Tax Sharing Agreement

The Company has entered into a federal tax sharing agreement with members of an affiliated group as defined in Section 1504 of the Internal Revenue Code of 1986, as amended. The agreement provides for the manner of calculation and the amounts/timing of the payments between the parties as well as other related matters in connection with the filing of consolidated federal income tax returns. For 2012 and prior years, the federal tax sharing agreement requires ING U.S., Inc. to pay its subsidiaries for the tax benefits of ordinary and capital losses as they are incurred, and in turn requires its subsidiaries to pay ING U.S., Inc. for the taxes payable on their ordinary income and capital gains. Under the agreement, ING U.S., Inc. is required to make payments even if losses do not offset other subsidiaries' ordinary income or capital gains. Effective January 1, 2013, the parties have entered into a new federal tax sharing agreement which provides that for 2013 and subsequent years, ING U.S., Inc. will pay its subsidiaries for the tax benefits of ordinary and capital losses only in the event that the consolidated tax group actually uses the tax benefit of losses generated.

ING U.S., Inc. has also entered into a state tax sharing agreement with each of the specific subsidiaries that are parties to the agreement. The state tax agreement applies to situations in which ING U.S., Inc. and all or some of the subsidiaries join in the filing of a state or local franchise, income tax, or other tax return on a consolidated, combined or unitary basis.

7. Subsequent Events

On February 11, 2013, ING U.S., Inc. issued \$1.0 billion of unsecured 2.9% Senior Notes due 2018 in a private placement with registration rights (the 2018 Notes). The 2018 Notes are guaranteed by Lion Connecticut Holdings Inc. Interest is payable semi-annually on each February 15 and August 15, commencing on August 15, 2013. ING Financial Markets, LLC, an affiliate, served as Joint Book Running Manager and was paid \$0.3 for its services. Concurrently, as a result of the issuance of the 2018 Notes, the revolving credit borrowings sublimit of the Revolving Credit Agreement was reduced by 50% of the issuance to a minimum of \$750.0.

During February 2013, ING U.S., Inc. made payments totaling \$850.0 on the Syndicated Bank Term Loan from the proceeds of the 2018 Notes. ING U.S., Inc. will use the remaining proceeds of the 2018 Notes for general corporate purposes including retirement of outstanding commercial paper.

Table of Contents**ING U.S., Inc.****Schedule III****Supplementary Insurance Information****As of December 31, 2012 and 2011**

(In millions)

Segment	DAC and VOBA	Future Policy Benefits and Contract Owner Account Balances	Unearned Premiums ⁽¹⁾
2012			
Retirement Solutions:			
Retirement	\$ 712.4	\$ 27,924.0	\$
Annuities	260.7	23,100.8	
Insurance Solutions:			
Individual Life	2,127.6	17,807.5	
Employee Benefits	99.2	2,031.6	(0.5)
Investment Management	2.2		
Corporate	0.9	104.1	
Closed Blocks:			
Variable Annuity	453.1	5,243.1	
Institutional Spread Products	0.2	3,664.4	
Other		6,180.2	(0.2)
Total	\$ 3,656.3	\$ 86,055.7	\$ (0.7)
2011			
Retirement Solutions:			
Retirement	\$ 987.4	\$ 26,370.9	\$
Annuities	606.6	25,260.3	
Insurance Solutions:			
Individual Life	2,067.9	17,246.6	0.1
Employee Benefits	94.8	2,002.8	1.4
Investment Management	1.8		
Corporate	7.3	128.4	
Closed Blocks:			
Variable Annuity	586.4	5,382.4	
Institutional Spread Products	0.1	5,422.6	
Other		6,544.4	0.1
Total	\$ 4,352.3	\$ 88,358.4	\$ 1.6

⁽¹⁾ Represents unearned premiums associated with short-duration products of the Company's accidental and health business.

Table of Contents**ING U.S., Inc.****Schedule III****Supplementary Insurance Information****Years Ended December 31, 2012, 2011 and 2010**

(In millions)

Segment	Net Investment Income ⁽¹⁾⁽²⁾	Premiums and Fee Income ⁽¹⁾⁽²⁾	Interest Credited and Other Benefits to Contract Owners	Amortization of DAC and VOBA	Other Operating Expenses ⁽¹⁾⁽²⁾	Premiums Written (Excluding Life)
2012						
Retirement Solutions:						
Retirement	\$ 1,764.2	\$ 719.9	\$ 842.2	\$ 160.1	\$ 1,058.1	\$
Annuities	1,365.7	71.4	861.0	269.0	124.6	
Insurance Solutions:						
Individual Life	936.1	1,870.5	2,063.3	211.3	433.1	
Employee Benefits	127.3	1,140.6	892.1	13.5	236.2	589.5
Investment Management	(89.0)	493.6		3.0	465.6	
Corporate	275.0	(163.0)	(6.5)	6.5	317.4	
Closed Blocks:						
Variable Annuity	52.7	1,235.9	113.6	58.3	450.3	
Institutional Spread Products	233.3	2.4	67.4	0.6	11.5	
Other	32.6	5.2	28.5		58.2	
Total	\$ 4,697.9	\$ 5,376.5	\$ 4,861.6	\$ 722.3	\$ 3,155.0	\$ 589.5
2011						
Retirement Solutions:						
Retirement	\$ 1,733.7	\$ 721.7	\$ 826.2	\$ 149.5	\$ 1,095.6	\$
Annuities	1,494.6	63.9	978.0	(159.4)	126.7	
Insurance Solutions:						
Individual Life	1,009.5	1,810.0	1,872.5	328.6	332.9	0.1
Employee Benefits	143.7	1,125.2	917.7	15.9	229.3	575.2
Investment Management	(123.9)	529.3		4.1	463.8	
Corporate	222.8	(169.5)	78.4	(7.5)	234.8	
Closed Blocks:						
Variable Annuity	85.8	1,280.7	890.2	55.2	413.8	
Institutional Spread Products	372.4	2.4	89.0	0.6	11.3	
Other	30.2	9.9	90.0		122.6	
Total	\$ 4,968.8	\$ 5,373.6	\$ 5,742.0	\$ 387.0	\$ 3,030.8	\$ 575.3
2010						
Retirement Solutions:						
Retirement	\$ 1,672.5	\$ 714.4	\$ 797.9	\$ 50.9	\$ 1,131.4	\$
Annuities	1,528.6	91.4	1,091.9	182.2	131.0	
Insurance Solutions:						

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Individual Life	1,038.3	1,622.3	1,742.7	237.4	325.0	0.1
Employee Benefits	143.2	1,152.5	943.5	19.4	232.9	537.5
Investment Management	(92.4)	491.9		4.1	460.6	
Corporate	192.0	(162.2)	(1.7)		139.0	
Closed Blocks:						
Variable Annuity	51.9	1,285.7	240.2	252.7	398.6	
Institutional Spread Products	434.1	2.6	152.8	0.6	13.8	
Other	18.8	25.4	60.0	(0.7)	201.2	
Total	\$ 4,987.0	\$ 5,224.0	\$ 5,027.3	\$ 746.6	\$ 3,033.5	\$ 537.6

- (1) Includes the elimination of certain intersegment revenues and expenses that have been recorded on an arm's length basis, primarily consisting of asset-based management and administration fees, which have been charged by Investment Management and eliminated in the Corporate segment.
- (2) Includes the elimination of intercompany transactions between the Company and its consolidated investment entities, primarily the elimination of the Company's management fees expensed by the funds, recorded as operating revenues before the Company's consolidation of its consolidated investment entities and eliminated in the Investment Management segment.

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Table of Contents**ING U.S., Inc.****Schedule IV****Reinsurance****Years Ended December 31, 2012, 2011 and 2010**

(In millions)

	Gross	Ceded	Assumed	Net	Percentage of Assumed to Net
2012					
Life insurance in force	\$ 798,312.2	\$ 160,926.2	\$ 10,913.8	\$ 648,299.8	1.7%
Premiums:					
Life insurance	\$ 1,368.6	\$ 1,429.0	\$ 1,296.2	\$ 1,235.8	104.9%
Accident and health insurance	678.2	97.4	5.3	586.1	0.9%
Annuities	37.2	0.1	2.1	39.2	5.4%
Total premiums	\$ 2,084.0	\$ 1,526.5	\$ 1,303.6	\$ 1,861.1	70.0%
2011					
Life insurance in force	\$ 748,208.9	\$ 163,571.6	\$ 14,947.4	\$ 599,584.7	2.5%
Premiums:					
Life insurance	\$ 1,291.8	\$ 1,454.0	\$ 1,319.8	\$ 1,157.6	114.0%
Accident and health insurance	670.0	104.4	9.3	574.9	1.6%
Annuities	37.4		0.1	37.5	0.3%
Total premiums	\$ 1,999.2	\$ 1,558.4	\$ 1,329.2	\$ 1,770.0	75.1%
2010					
Life insurance in force	\$ 706,563.8	\$ 170,888.2	\$ 20,040.5	\$ 555,716.1	3.6%
Premiums:					
Life insurance	\$ 1,233.6	\$ 1,532.5	\$ 1,387.4	\$ 1,088.5	127.5%
Accident and health insurance	652.4	240.2	138.9	551.1	25.2%
Annuities	67.9			67.9	
Total premiums	\$ 1,953.9	\$ 1,772.7	\$ 1,526.3	\$ 1,707.5	89.4%

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Table of Contents**ING U.S., Inc.****Schedule V****Valuation and Qualifying Accounts****Years Ended December 31, 2012, 2011 and 2010**

(In millions)

	Balance at January 1,	Charged to Costs and Expenses	Write-offs/ Payments/ Other	Balance at December 31,
<u>2012</u>				
Valuation allowance on deferred tax assets	\$ 2,875.0	\$ 99.1	\$	\$ 2,974.1
<u>2011</u>				
Valuation allowance on deferred tax assets	\$ 3,087.0	\$ 175.0	\$ (387.0) ⁽¹⁾	\$ 2,875.0
<u>2010</u>				
Valuation allowance on deferred tax assets	\$ 2,691.5	\$ 547.0	\$ (151.5) ⁽¹⁾	\$ 3,087.0

⁽¹⁾ For 2011 and 2010, these amounts represent valuation allowances allocated to Other comprehensive income directly related to the appreciation of the Company's available-for-sale portfolio, and not pertaining to expectations of taxable income in future years.

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Shares

Common Stock

Morgan Stanley
Goldman, Sachs & Co.
Citigroup
BofA Merrill Lynch
Credit Suisse
Deutsche Bank Securities
J.P. Morgan

ING

Barclays

RBC Capital Markets

SunTrust Robinson Humphrey

Keefe, Bruyette & Woods

A Stifel Company
Raymond James

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Sandler O'Neill + Partners, L.P.

Wells Fargo Securities

BNP PARIBAS

BNY Mellon Capital Markets, LLC

COMMERZBANK

HSBC

Piper Jaffray

Through and including _____, 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

Table of Contents**PART II INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses Of Issuance And Distribution**

The following table sets forth all expenses, other than the estimated underwriting discounts and commissions, payable by us in connection with this offering. All the amounts shown are estimates except the SEC registration fee, the Financial Industry Regulatory Authority, or FINRA, filing fee and the listing fee.

SEC registration fee	\$ 13,640
FINRA filing fee	15,500
Listing fee	*
Printing and engraving	*
Legal fees and expenses	*
Accounting fees and expenses	*
Transfer agent and registrar fees	*
Miscellaneous fees and expenses	*
Total	*

* To be included by amendment.

Item 14. Indemnification Of Directors And Officers

Section 145 of the Delaware General Corporation Law (the "DGCL") provides in relevant part that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or serving at the request of the corporation in such capacity for another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The DGCL also permits a corporation to indemnify such persons against expenses (including attorneys' fees) in connection with the defense or settlement of an action by or in the right of the corporation under the same conditions, except that no indemnification is permitted without judicial approval if such person is adjudged to be liable to the corporation. Where a present or former director or officer is successful in the defense of such an action, suit or proceeding referenced above, or in defense of any claim, issue or matter therein, the corporation must indemnify him or her against the expenses which such officer or director actually and reasonably incurred. Expenses (including attorneys' fees) incurred by such persons in defending any action, suit or proceeding may be paid in advance of the final disposition of such action, suit or proceeding upon, in the case of a current officer or director, receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be so indemnified.

The DGCL provides that the indemnification described above is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. The Company's amended and restated certificate of incorporation provides for indemnification by the Company of its directors and officers to the fullest extent permitted by the DGCL.

In accordance with Section 102(b)(7) of the DGCL, our amended and restated certificate of incorporation contains a provision to limit the personal liability of a director to the corporation or its stockholders for monetary damages for violations of the directors' fiduciary duty, except (i) for any breach of the director's duty of loyalty

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to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the DGCL, for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions or (iv) for any transaction from which a director derived an improper personal benefit.

The DGCL also provides corporations with the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation in a similar capacity for another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability as described above. Policies of insurance are maintained by the Company under which our directors and officers are insured, within the limits and subject to the terms of the policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which they are parties by reason of being or having been directors or officers.

The foregoing statements are subject to the detailed provisions of the DGCL and the full text of our amended and restated certificate of incorporation, which is filed as Exhibit 3.2 hereto.

We intend to enter into separate indemnification agreements with each of our directors and officers that will provide, subject to their terms, the maximum indemnity allowed to directors and officers by Section 145 of the DGCL and certain additional procedural protections.

The proposed form of underwriting agreement to be filed as Exhibit 1 provides that the underwriters are obligated under certain circumstances to indemnify our directors, officers and certain controlling persons against specified liabilities, including liabilities under the Securities Act of 1933, as amended.

Item 15. Recent Sales Of Unregistered Securities

On July 10, 2012, ING U.S., Inc. sold \$850,000,000 aggregate principal amount of its 5.5% Senior Notes due 2022 (the 2022 Notes), fully and unconditionally guaranteed by Lion Connecticut Holdings Inc. The 2022 Notes were sold to qualified institutional buyers in the United States in reliance on Rule 144A and to investors outside the United States in reliance on Regulation S. The 2022 Notes were offered to investors at 99.946% of the principal amount thereof. Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC acted as joint book-running managers for the initial purchasers. The aggregate initial purchasers discount was \$5,525,000.

On February 13, 2013, ING U.S., Inc. sold \$1,000,000,000 aggregate principal amount of its 2.9% Senior Notes due 2018 (the 2018 Notes), fully and unconditionally guaranteed by Lion Connecticut Holdings Inc. The 2018 Notes were sold to qualified institutional buyers in the United States in reliance on Rule 144A and to investors outside the United States in reliance on Regulation S. The 2018 Notes were offered to investors at 99.824% of the principal amount thereof. Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, RBC Capital Markets, LLC and SunTrust Robinson Humphrey, Inc. acted as active joint book-running managers for the initial purchasers. The aggregate initial purchasers discount was \$6,000,000.

Table of Contents**Item 16. Exhibits And Financial Statement Schedules****(a) Exhibits.**

The following documents are filed as exhibits hereto:

Exhibit

No.	Description
1.1	Form of Underwriting Agreement*
3.1	Certificate of Incorporation of ING U.S., Inc.**
3.2	Form of Amended and Restated Certificate of Incorporation of ING U.S., Inc.*
3.3	By-Laws of ING U.S., Inc.**
3.3.1	By-Laws of ING U.S., Inc. amended and restated as of December 31, 2012
3.4	Form of Amended and Restated By-Laws of ING U.S., Inc.*
4.1	Registration Rights Agreement between ING U.S., Inc. and ING Groep N.V.*
4.2	Form of Common Stock Certificate*
5.1	Opinion of Sullivan & Cromwell LLP as to the validity of the Shares*
10.1	Indenture, dated as of July 13, 2012, among ING U.S., Inc., Lion Connecticut Holdings Inc. and U.S. Bank National Association, as trustee***
10.2	First Supplemental Indenture, dated as of July 13, 2012, among ING U.S., Inc., Lion Connecticut Holdings Inc. and U.S. Bank National Association, as trustee***
10.3	Registration Rights Agreement, dated July 13, 2012, by and among ING U.S., Inc., Lion Connecticut Holdings Inc. and Citigroup Global Markets Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC***
10.4	Indenture, dated as of August 1, 1993, between Aetna Life and Casualty Company and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.5	First Indenture Supplement, dated as of August 1, 1996 between Aetna Services, Inc. (F/K/A Aetna Life and Casualty Company) and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.6	Second Indenture Supplement, dated as of October 30, 2000, among Aetna Services, Inc. (F/K/A Aetna Life and Casualty Company), Aetna Inc. and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.7	Third Indenture Supplement, dated as of December 13, 2000, among Aetna, Inc., ING Groep N.V. and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.8	Indenture, dated as of July 1, 1996, among Aetna Life and Casualty Company, Aetna, Inc. and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.9	First Indenture Supplement dated as of October 30, 2000 among Aetna Services, Inc. (F/K/A Aetna Life and Casualty Company), Aetna Inc. and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.10	Second Indenture Supplement dated as of December 13, 2000, between Lion Connecticut Holdings, Inc. (as successor to Aetna, Inc., Aetna Services, Inc. and Aetna Life and Casualty Company) and State Street Bank and Trust Company of Connecticut, National Association, as trustee***
10.11	Revolving Credit Agreement, dated as of April 20, 2012, among ING America Insurance Holdings, Inc., Bank of America, N.A. and the other parties thereto***

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No.	Description
10.12	Term Loan Agreement, dated as of April 20, 2012, among Bank of America, N.A. and the other parties thereto***
10.13	Credit Agreement, dated as of December 30, 2011, by and between Security Life of Denver International Limited, ING Bank N.V., London Branch, as administrative agent, and the Issuing Banks described therein***
10.14	Master Transaction Agreement, dated as of May 1, 2006, by and between ING USA Annuity and Life Insurance Company and the Federal Home Loan Bank of Des Moines***
10.15	Advances, Pledge and Security Agreement, dated as of March 27, 2009, by and between ING USA Annuity and Life Insurance Company and the Federal Home Loan Bank of Des Moines***
10.16	Deposit Agreement, dated as of May 15, 2000 between the Federal Home Loan Bank of Topeka and Security Life of Denver Insurance Company***
10.17	Advance, Pledge and Security Agreement, dated as of August 30, 2004, by and between the Federal Home Loan Bank of Topeka and Security Life of Denver Insurance Company***
10.18	Amended and Restated Institutional Custody Agreement, dated as of May 12, 2004, by and between Security Life of Denver Insurance Company and the Federal Home Loan Bank of Topeka***
10.19	Master Asset Purchase Agreement, dated as of January 22, 2009, by and among Scottish Re Group Limited, Scottish Holdings, Inc., Scottish Re (U.S.), Inc., Scottish Re Life (Bermuda) Limited, Scottish Re (Dublin) Limited, Hannover Life Reassurance Company of America, Hannover Life Reassurance (Ireland) Limited, Security Life of Denver Insurance Company, Security Life of Denver International Limited***
10.20	Reinsurance Agreement, effective as of January 1, 2009, between Security Life of Denver Insurance Company and Hannover Life Reassurance Company of America***
10.21	Reinsurance Agreement, effective as of July 1, 2011, between Security Life of Denver International Limited and Hannover Life Reassurance (Ireland) Limited***
10.22	Reinsurance Agreement, effective as of July 1, 2011, between Security Life of Denver International Limited and Hannover Life Reassurance (Ireland) Limited***
10.23	Reinsurance Agreement, effective as of July 1, 2011, between Security Life of Denver International Limited and Hannover Life Reassurance (Ireland) Limited***
10.24	Coinsurance Agreement, dated as of October 1, 1998, between Aetna Life Insurance and Annuity Company and The Lincoln National Life Insurance Company***
10.25	Modified Coinsurance Agreement, dated as of October 1, 1998, between Aetna Life Insurance and Annuity Company and The Lincoln National Life Insurance Company***
10.26	Coinsurance Agreement, dated as of October 1, 1998, between Aetna Life Insurance and Annuity Company and Lincoln Life & Annuity Company of New York***
10.27	Amendment No. 1 to Coinsurance Agreement, effective March 1, 2007 between ING Life Insurance and Annuity Company (F/K/A Aetna Life Insurance and Annuity Company) and Lincoln Life & Annuity Company of New York***
10.28	Modified Coinsurance Agreement, dated as of October 1, 1998, between Aetna Life Insurance and Annuity Company and Lincoln Life & Annuity Company of New York***
10.29	Master Services Agreement for Business Processes, dated as of June 5, 2012, between ING North America Insurance Corporation and Cognizant Technology Solutions U.S. Corporation***

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No.	Description
10.30	Tax Sharing Agreement by and between ING America Insurance Holdings, Inc. and various subsidiaries with respect to federal taxes
10.31	Tax Sharing Agreement by and between ING America Insurance Holdings, Inc. and various subsidiaries with respect to state taxes***
10.32	Form of Shareholder Agreement between ING U.S., Inc. and ING Groep N.V.*
10.33	Form of Transitional Intellectual Property License Agreement between ING U.S., Inc. and ING Groep N.V.*
10.35	Master Claim Agreement, dated April 17, 2012, between ING Groep N.V., ING America Insurance Holdings, Inc. and ING Insurance Eurasia N.V.***
10.37	Form of Director Indemnification Agreement*
10.38	Amended and Restated Employment Agreement, dated March 25, 2011, between Rodney O. Martin, Jr. and ING U.S., Inc.
10.39	Offer Letter, dated July 5, 1994, between Jeffrey Becker and Aetna Life and Casualty
10.40	Retention Award, dated March 30, 2010, between Jeffrey Becker and ING Investment Management Holdings N.V.
10.41	Deal Incentive Award Agreement, dated July 2011, between Jeffrey Becker, ING Groep, N.V. and ING U.S., Inc. (f/k/a ING America Insurance Holdings, Inc.)
10.42	Offer Letter, dated April 5, 2011, between Alain Karaoglan and ING Insurance US
10.43	Employment Contract, dated May 19, 2004, between Ewout Steenbergen and ING Personnel VOF
10.44	Amendment to Employment Contract, dated December 8, 2005, between Ewout Steenbergen and ING Personnel VOF
10.45	Retention Award, dated March 19, 2010, between Ewout Steenbergen and ING U.S., Inc.
10.46	Deal Incentive Award Agreement, dated July 2011, between Ewout Steenbergen, ING Groep, N.V. and ING U.S., Inc. (f/k/a ING America Insurance Holdings, Inc.)
10.47	International Assignment Agreement, dated October 27, 2009, between Ewout Steenbergen and ING Group as amended on November 12, 2009
10.48	Letter, dated October 27, 2009, relating to appointment of Ewout Steenbergen as CFO of ING U.S. Insurance
10.49	Release Agreement with Robert G. Leary, dated December 20, 2012
10.50	Retention Award, dated January 4, 2010, between Robert Leary and ING Verzekeringen N.V.
10.51	Maliz Beams Offer Letter dated May 27, 2011
10.52	ING Group Incentive Compensation Plan***
10.53	ING Group Long-Term Sustainable Performance Plan***
10.54	Form of ING Group Long-Term Sustainable Performance Plan Grant***
10.55	Form of ING Group Grant of Deferred Shares***
10.56	ING Group Long-Term Equity Ownership Plan***

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Exhibit

No.	Description
10.57	Form of ING Group Long-Term Equity Ownership Plan Grant***
10.58	ING Group Standard Share Option Plan***
10.59	ING Americas Supplemental Executive Retirement Plan (Amended/Restated December 2011)***
10.60	ING Americas Retirement Plan (Amended/Restated December 2011)***
10.61	ING Insurance Americas 409A Deferred Compensation Savings Plan***
10.62	Amendment No. 1 to ING Insurance Americas 409A Deferred Compensation Savings Plan (Amended/Restated January 1, 2010)***
10.63	ING Americas Severance Pay Plan (As Amended and Restated Effective as of January 1, 2008)***
10.64	Amendment No. 1 to ING Americas Severance Pay Plan (Amended/Restated October 1, 2008)***
10.65	Amendment No. 2 to ING Americas Severance Pay Plan (Amended/Restated June 22, 2009)***
10.66	Amendment No. 3 to ING Americas Severance Pay Plan (Amended/Restated October 1, 2009)***
10.67	Amendment No. 4 to ING Americas Severance Pay Plan (Amended/Restated December 1, 2010)***
10.68	ING Investment Management Retention Participation Plan***
10.69	ING Investment Management, LLC Annual Incentive Plan***
10.70	ING Investment Management Deferred Compensation Plan***
10.71	ING Americas Insurance Holdings, Inc. Equity Compensation Plan***
10.72	ING Directors Pension Scheme***
10.73	ING International Assignments Long-Term Assignments Policy***
10.74	Second Supplemental Indenture, dated as of February 11, 2013, among ING U.S., Inc., Lion Connecticut Holdings Inc. and U.S. Bank National Association, as trustee
10.75	Registration Rights Agreement, dated February 11, 2013, by and among ING U.S., Inc., Lion Connecticut Holdings Inc. and Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, RBC Capital Markets, LLC and SunTrust Robinson Humphrey, Inc.
10.76	Employment Agreement Amendment with Robert G. Leary, dated December 20, 2012
21.1	List of Subsidiaries of ING U.S., Inc.***
23.1	Consent of Ernst & Young LLP
23.2	Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1)*
23.3	Consent of Milliman, Inc.**

* To be filed by amendment.

** Previously filed with Registration Statement on Form S-1, filed on November 9, 2012.

*** Previously filed with Amendment No. 1 to Registration Statement on Form S-1, filed on January 23, 2013.

(b) Financial Statements Schedules.

Number	Description	
I	Summary of Investments other than Investments in Affiliates	F-167
II	Condensed Financial Information of Parent	F-168
III	Supplementary Insurance Information	F-178
IV	Reinsurance	F-180
V	Valuation and Qualifying Amounts	F-181

Item 17. Undertakings

The undersigned Registrant hereby undertakes that:

(1) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreements, certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

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(2) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(3) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this Registration Statement as of the time it was declared effective.

(4) For the purpose of determining any liability under the Securities Act, each post effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, on the 19th day of March, 2013.

ING U.S., INC.

By: /s/ RODNEY O. MARTIN, JR.
 Name: Rodney O. Martin, Jr.
 Title: Chief Executive Officer

By: /s/ ALAIN M. KARAOGLAN
 Name: Alain M. Karaoglan
 Title: EVP and Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signatures	Title	Date
/s/ JAN H. M. HOMMEN Jan H. M. Hommen	Chairman and Director	March 19, 2013
/s/ RODNEY O. MARTIN, JR. Rodney O. Martin, Jr.	Director and Chief Executive Officer <i>(Principal Executive Officer)</i>	March 19, 2013
/s/ PATRICK G. FLYNN Patrick G. Flynn	Director	March 19, 2013
/s/ ALAIN M. KARAOGLAN Alain M. Karaoglan	Director and Chief Operating Officer	March 19, 2013
/s/ FREDERICK S. HUBBELL Frederick S. Hubbell	Director	March 19, 2013
/s/ WILLEM F. NAGEL Willem F. Nagel	Director	March 19, 2013
/s/ EWOUT L. STEENBERGEN Ewout L. Steenbergen	Director and Chief Financial Officer <i>(Principal Financial Officer)</i>	March 19, 2013
/s/ STEVEN T. PIERSON Steven T. Pierson	Chief Accounting Officer <i>(Principal Accounting Officer)</i>	March 19, 2013

