UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the quarterly period ended September 30, 2016

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

For the transition period from ___ to ___

Commission File Number 001-31792

CNO Financial Group, Inc.

Delaware	75-3108137
State of Incorporation	**IRS Employer Identification No.**
11825 N. Pennsylvania Street Carmel, Indiana 46032	(317) 817-6100
Address of principal executive offices	**Telephone**

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

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 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 [X] No [ ]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ] Smaller reporting company [ ]

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes [ ] No [X]

Shares of common stock outstanding as of October 20, 2016: 173,549,965

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Dollars in millions)
(unaudited)

ASSETS

	September 30, 2016	December 31, 2015
Investments:		
Fixed maturities, available for sale, at fair value (amortized cost: September 30, 2016 - $19,635.2; December 31, 2015 - $18,947.0)	$ 21,822.2	$ 19,882.9
Equity securities at fair value (cost: September 30, 2016 - $312.9; December 31, 2015 - $447.4)	331.3	463.0
Mortgage loans	1,749.5	1,721.0
Policy loans	110.8	109.4
Trading securities	307.2	262.1
Investments held by variable interest entities	1,794.4	1,633.6
Other invested assets	607.2	415.1
Total investments	26,722.6	24,487.1
Cash and cash equivalents - unrestricted	706.0	432.3
Cash and cash equivalents held by variable interest entities	147.7	364.4
Accrued investment income	255.3	237.0
Present value of future profits	407.7	449.0
Deferred acquisition costs	909.7	1,083.3
Reinsurance receivables	2,290.1	2,859.3
Income tax assets, net	606.9	898.8
Assets held in separate accounts	4.7	4.7
Other assets	370.0	309.2
Total assets	$ 32,420.7	$ 31,125.1

(continued on next page)

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET, continued
(Dollars in millions)
(unaudited)

LIABILITIES AND SHAREHOLDERS' EQUITY

	September 30, 2016	December 31, 2015
Liabilities:		
Liabilities for insurance products:		
Policyholder account balances	$ 10,817.2	$ 10,762.3
Future policy benefits	11,354.0	10,602.1
Liability for policy and contract claims	492.4	487.8
Unearned and advanced premiums	278.2	286.3
Liabilities related to separate accounts	4.7	4.7
Other liabilities	730.1	707.8
Investment borrowings	1,647.6	1,548.1
Borrowings related to variable interest entities	1,690.2	1,676.4
Notes payable – direct corporate obligations	912.5	911.1
Total liabilities	27,926.9	26,986.6
Commitments and Contingencies		
Shareholders' equity:		
Common stock ($0.01 par value, 8,000,000,000 shares authorized, shares issued and outstanding: September 30, 2016 – 173,543,965; December 31, 2015 – 184,028,511)	1.7	1.8
Additional paid-in capital	3,206.3	3,386.8
Accumulated other comprehensive income	855.5	402.8
Retained earnings	430.3	347.1
Total shareholders' equity	4,493.8	4,138.5
Total liabilities and shareholders' equity	$ 32,420.7	$ 31,125.1

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF OPERATIONS
(Dollars in millions, except per share data)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Revenues:				
Insurance policy income	$ 649.0	$ 640.6	$ 1,947.0	$ 1,917.2
Net investment income:				
General account assets	301.7	298.2	888.5	900.4
Policyholder and other special-purpose portfolios	43.1	(27.6)	82.7	.8
Realized investment gains (losses):				
Net realized investment gains (losses), excluding impairment losses	12.8	(7.2)	55.4	(10.5)
Other-than-temporary impairments:				
Total other-than-temporary impairment losses	(1.2)	(15.4)	(24.8)	(24.6)
Portion of other-than-temporary impairment losses recognized in accumulated other comprehensive income	—	3.0	—	3.0
Net impairment losses recognized	(1.2)	(12.4)	(24.8)	(21.6)
Gain (loss) on dissolution of variable interest entities	—	—	(7.3)	11.3
Total realized gains (losses)	11.6	(19.6)	23.3	(20.8)
Fee revenue and other income	10.5	12.9	38.7	44.7
Total revenues	1,015.9	904.5	2,980.2	2,842.3
Benefits and expenses:				
Insurance policy benefits	609.8	582.1	1,861.2	1,756.4
Loss on reinsurance transaction	75.4	—	75.4	—
Transition expenses	—	—	—	9.0
Interest expense	29.4	23.9	86.0	70.7
Amortization	64.7	55.8	181.6	195.6
Loss on extinguishment of debt	—	—	—	32.8
Other operating costs and expenses	187.3	190.3	603.5	570.4
Total benefits and expenses	966.6	852.1	2,807.7	2,634.9
Income before income taxes	49.3	52.4	172.5	207.4
Income tax expense:				
Tax expense on period income	16.9	18.6	61.7	74.0
Valuation allowance for deferred tax assets and other tax items	13.8	—	(13.2)	—
Net income	$ 18.6	$ 33.8	$ 124.0	$ 133.4
Earnings per common share:				
Basic:				
Weighted average shares outstanding	174,247,000	190,260,000	177,640,000	195,536,000
Net income	$ .11	$ .18	$ .70	$ .68
Diluted:				
Weighted average shares outstanding	175,723,000	192,365,000	179,373,000	197,571,000
Net income	$ .11	$ .18	$ .69	$ .68

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(Dollars in millions)
(unaudited)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net income	$ 18.6	$ 33.8	$ 124.0	$ 133.4
Other comprehensive income, before tax:				
Unrealized gains (losses) for the period	228.3	(136.0)	1,329.2	(883.1)
Adjustment to present value of future profits and deferred acquisition costs	(11.3)	11.2	(119.6)	101.4
Amount related to premium deficiencies assuming the net unrealized gains (losses) had been realized	(82.8)	(40.5)	(493.4)	269.8
Reclassification adjustments:				
For net realized investment (gains) losses included in net income	(14.6)	17.7	(24.2)	19.5
For amortization of the present value of future profits and deferred acquisition costs related to net realized investment gains (losses) included in net income	.2	(.6)	.9	(.5)
Unrealized gains (losses) on investments	119.8	(148.2)	692.9	(492.9)
Change related to deferred compensation plan	—	1.2	8.6	3.7
Other comprehensive income (loss) before tax	119.8	(147.0)	701.5	(489.2)
Income tax (expense) benefit related to items of accumulated other comprehensive income	(42.1)	52.4	(248.8)	174.3
Other comprehensive income (loss), net of tax	77.7	(94.6)	452.7	(314.9)
Comprehensive income (loss)	$ 96.3	$ (60.8)	$ 576.7	$ (181.5)

The accompanying notes are an integral part
of the consolidated financial statements.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY
(Dollars in millions)
(unaudited)

	Common stock and additional paid-in capital	Accumulated other comprehensive income	Retained earnings	Total
Balance, December 31, 2014	$ 3,734.4	$ 825.3	$ 128.5	$ 4,688.2
Net income	—	—	133.4	133.4
Change in unrealized appreciation (depreciation) of investments and other (net of applicable income tax benefit of $173.6)	—	(313.6)	—	(313.6)
Change in noncredit component of impairment losses on fixed maturities, available for sale (net of applicable income tax benefit of $.7)	—	(1.3)	—	(1.3)
Cost of common stock repurchased	(311.2)	—	—	(311.2)
Dividends on common stock	—	—	(39.0)	(39.0)
Stock options, restricted stock and performance units	14.5	—	—	14.5
Balance, September 30, 2015	$ 3,437.7	$ 510.4	$ 222.9	$ 4,171.0
Balance, December 31, 2015	$ 3,388.6	$ 402.8	$ 347.1	$ 4,138.5
Net income	—	—	124.0	124.0
Change in unrealized appreciation (depreciation) of investments and other (net of applicable income tax expense of $248.1)	—	451.5	—	451.5
Change in noncredit component of impairment losses on fixed maturities, available for sale (net of applicable income tax expense of $.7)	—	1.2	—	1.2
Cost of common stock repurchased	(203.0)	—	—	(203.0)
Dividends on common stock	—	—	(40.8)	(40.8)
Stock options, restricted stock and performance units	22.4	—	—	22.4
Balance, September 30, 2016	$ 3,208.0	$ 855.5	$ 430.3	$ 4,493.8

The accompanying notes are an integral part
of the consolidated financial statements.

Table of Contents

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Dollars in millions)
(unaudited)

	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Cash flows from operating activities:		
Insurance policy income	$ 1,837.9	$ 1,811.6
Net investment income	877.7	885.4
Fee revenue and other income	38.7	44.7
Cash and cash equivalents received upon recapture of reinsurance	73.6	—
Insurance policy benefits	(1,439.6)	(1,414.2)
Interest expense	(66.5)	(53.5)
Deferrable policy acquisition costs	(179.4)	(181.9)
Other operating costs	(555.4)	(553.5)
Income taxes	(5.5)	(3.3)
Net cash from operating activities	581.5	535.3
Cash flows from investing activities:		
Sales of investments	2,225.7	1,461.2
Maturities and redemptions of investments	1,529.5	1,427.8
Purchases of investments	(4,196.7)	(3,281.7)
Net purchases of trading securities	(31.0)	(8.2)
Change in cash and cash equivalents held by variable interest entities	216.7	(38.6)
Other	(17.8)	(18.6)
Net cash used by investing activities	(273.6)	(458.1)
Cash flows from financing activities:		
Issuance of notes payable, net	—	909.0
Payments on notes payable	—	(797.1)
Expenses related to extinguishment of debt	—	(17.8)
Issuance of common stock	6.9	5.3
Payments to repurchase common stock	(206.7)	(306.2)
Common stock dividends paid	(40.9)	(39.0)
Amounts received for deposit products	992.1	908.1
Withdrawals from deposit products	(891.5)	(930.5)
Issuance of investment borrowings:		
Federal Home Loan Bank	432.7	300.0
Related to variable interest entities	477.1	274.8
Payments on investment borrowings:		
Federal Home Loan Bank	(333.3)	(275.5)
Related to variable interest entities and other	(470.6)	(106.1)
Net cash used by financing activities	(34.2)	(75.0)
Net increase in cash and cash equivalents	273.7	2.2
Cash and cash equivalents, beginning of period	432.3	611.6
Cash and cash equivalents, end of period	$ 706.0	$ 613.8

The accompanying notes are an integral part
of the consolidated financial statements.

BUSINESS AND BASIS OF PRESENTATION

The following notes should be read together with the notes to the consolidated financial statements included in our 2015 Annual Report on Form 10-K.

CNO Financial Group, Inc., a Delaware corporation ("CNO"), is a holding company for a group of insurance companies operating throughout the United States that develop, market and administer health insurance, annuity, individual life insurance and other insurance products. The terms "CNO Financial Group, Inc.", "CNO", the "Company", "we", "us", and "our" as used in these financial statements refer to CNO and its subsidiaries. Such terms, when used to describe insurance business and products, refer to the insurance business and products of CNO's insurance subsidiaries.

We focus on serving middle-income pre-retiree and retired Americans, which we believe are attractive, underserved, high growth markets. We sell our products through three distribution channels: career agents, independent producers (some of whom sell one or more of our product lines exclusively) and direct marketing.

Our unaudited consolidated financial statements reflect normal recurring adjustments that, in the opinion of management, are necessary for a fair statement of our financial position, results of operations and cash flows for the periods presented. As permitted by rules and regulations of the Securities and Exchange Commission (the "SEC") applicable to quarterly reports on Form 10-Q, we have condensed or omitted certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). We have reclassified certain amounts from the prior periods to conform to the 2016 presentation. These reclassifications have no effect on net income or shareholders' equity. Results for interim periods are not necessarily indicative of the results that may be expected for a full year.

The balance sheet at December 31, 2015, presented herein, has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

When we prepare financial statements in conformity with GAAP, we are required to make estimates and assumptions that significantly affect reported amounts of various assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting periods. For example, we use significant estimates and assumptions to calculate values for deferred acquisition costs, the present value of future profits, fair value measurements of certain investments (including derivatives), other-than-temporary impairments of investments, assets and liabilities related to income taxes, liabilities for insurance products, liabilities related to litigation and guaranty fund assessment accruals. If our future experience differs from these estimates and assumptions, our financial statements would be materially affected.

The accompanying financial statements include the accounts of the Company and its subsidiaries. Our consolidated financial statements exclude transactions between us and our consolidated affiliates, or among our consolidated affiliates.

INVESTMENTS

We classify our *fixed maturity securities* into one of two categories: (i) "available for sale" (which we carry at estimated fair value with any unrealized gain or loss, net of tax and related adjustments, recorded as a component of shareholders' equity); or (ii) "trading" (which we carry at estimated fair value with changes in such value recognized as net investment income (classified as investment income from policyholder and other special-purpose portfolios)).

Our trading securities include: (i) investments purchased with the intent of selling in the near term to generate income; (ii) investments supporting certain insurance liabilities (including investments backing the market strategies of our multibucket annuity products); and (iii) certain fixed maturity securities containing embedded derivatives for which we have elected the fair value option. The change in fair value of the income generating investments and investments supporting insurance liabilities is recognized in income from policyholder and other special-purpose portfolios (a component of net investment income). The change in fair value of securities with embedded derivatives is recognized in realized investment gains (losses). Investment income related to investments supporting certain insurance liabilities is substantially offset by the change in insurance policy benefits related to certain products.

Accumulated other comprehensive income is primarily comprised of the net effect of unrealized appreciation (depreciation) on our investments. These amounts, included in shareholders' equity as of September 30, 2016 and December 31, 2015 , were as follows (dollars in millions):

	September 30, 2016	December 31, 2015
Net unrealized appreciation (depreciation) on fixed maturity securities, available for sale, on which an other-than-temporary impairment loss has been recognized	$ 3.6	$ 1.6
Net unrealized gains on all other investments	2,206.4	903.4
Adjustment to present value of future profits (a)	(115.4)	(121.2)
Adjustment to deferred acquisition costs	(351.8)	(133.3)
Adjustment to insurance liabilities	(414.0)	(14.6)
Unrecognized net loss related to deferred compensation plan	—	(8.6)
Deferred income tax liabilities	(473.3)	(224.5)
Accumulated other comprehensive income	$ 855.5	$ 402.8

(a) The present value of future profits is the value assigned to the right to receive future cash flows from contracts existing at September 10, 2003, the date Conseco, Inc., an Indiana corporation (our "Predecessor"), emerged from bankruptcy.

At September 30, 2016 , adjustments to the present value of future profits, deferred acquisition costs, insurance liabilities and deferred tax assets included \$(99.8) million , \$(136.7) million , \$(414.0) million and \$231.5 million , respectively, for premium deficiencies that would exist on certain blocks of business (primarily long-term care products) if unrealized gains on the assets backing such products had been realized and the proceeds from the sales of such assets were invested at then current yields.

At September 30, 2016 , the amortized cost, gross unrealized gains and losses, estimated fair value, other-than-temporary impairments in accumulated other comprehensive income of fixed maturities, available for sale, and equity securities were as follows (dollars in millions):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value	Other-than-temporary impairments included in accumulated other comprehensive income
Corporate securities	$ 12,235.6	$ 1,705.2	$ (63.7)	$ 13,877.1	$ —
United States Treasury securities and obligations of United States government corporations and agencies	238.5	48.2	—	286.7	—
States and political subdivisions	1,794.5	290.9	(1.3)	2,084.1	(3.0)
Debt securities issued by foreign governments	26.8	1.7	—	28.5	—
Asset-backed securities	2,636.4	94.8	(10.4)	2,720.8	—
Collateralized debt obligations	177.8	.6	(.7)	177.7	—
Commercial mortgage-backed securities	1,522.4	65.7	(8.6)	1,579.5	—
Mortgage pass-through securities	2.4	.3	—	2.7	—
Collateralized mortgage obligations	1,000.8	66.0	(1.7)	1,065.1	(1.5)
Total fixed maturities, available for sale	$ 19,635.2	$ 2,273.4	$ (86.4)	$ 21,822.2	$ (4.5)
Equity securities	$ 312.9	$ 19.3	$ (.9)	$ 331.3	

The following table sets forth the amortized cost and estimated fair value of fixed maturities, available for sale, at September 30, 2016 , by contractual maturity. Actual maturities will differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties. In addition, structured securities (such as asset-backed securities, collateralized debt obligations, commercial mortgage-backed securities, mortgage pass-through securities and collateralized mortgage obligations, collectively referred to as "structured securities") frequently include provisions for periodic principal payments and permit periodic unscheduled payments.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 421.0	$ 425.7
Due after one year through five years	2,246.8	2,432.9
Due after five years through ten years	1,635.1	1,764.0
Due after ten years	9,992.5	11,653.8
Subtotal	14,295.4	16,276.4
Structured securities	5,339.8	5,545.8
Total fixed maturities, available for sale	$ 19,635.2	$ 21,822.2

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

Net Realized Investment Gains (Losses)

The following table sets forth the net realized investment gains (losses) for the periods indicated (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Fixed maturity securities, available for sale:				
Gross realized gains on sale	$ 7.3	$ 21.7	$ 127.1	$ 47.9
Gross realized losses on sale	(2.8)	(27.8)	(84.4)	(48.7)
Impairments:				
Total other-than-temporary impairment losses	—	(11.1)	(6.3)	(12.4)
Other-than-temporary impairment losses recognized in accumulated other comprehensive income	—	3.0	—	3.0
Net impairment losses recognized	—	(8.1)	(6.3)	(9.4)
Net realized investment gains (losses) from fixed maturities	4.5	(14.2)	36.4	(10.2)
Equity securities	17.2	—	21.3	3.0
Commercial mortgage loans	—	—	—	(2.3)
Impairments of other investments	(1.2)	(4.3)	(18.5)	(12.2)
Gain (loss) on dissolution of a variable interest entity	—	—	(7.3)	11.3
Other (a)	(8.9)	(1.1)	(8.6)	(10.4)
Net realized investment gains (losses)	$ 11.6	$ (19.6)	$ 23.3	$ (20.8)

(a) Changes in the estimated fair value of trading securities that we have elected the fair value option (and are still held as of the end of the respective periods) was $.8 million and $(4.7) million for the nine months ended September 30, 2016 and 2015 , respectively.

During the first nine months of 2016 , we recognized net realized investment gains of $23.3 million , which were comprised of: (i) $48.1 million of net gains from the sales of investments; (ii) a $7.3 million loss on the dissolution of a variable interest entity ("VIE"); (iii) the increase in fair value of certain fixed maturity investments with embedded derivatives of $.6 million ; (iv) the increase in fair value of embedded derivatives related to a modified coinsurance agreement of $6.7 million ; and (v) $24.8 million of writedowns of investments for other than temporary declines in fair value recognized through net income.

During the first nine months of 2015 , we recognized net realized investment losses of $20.8 million , which were comprised of: (i) $1.5 million of net losses from the sales of investments; (ii) an $11.3 million gain on the dissolution of a VIE; (iii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $4.7 million ; (iv) the decrease in fair value of embedded derivatives related to a modified coinsurance agreement of $4.3 million ; and (v) $21.6 million of writedowns of investments for other than temporary declines in fair value recognized through net income ($24.6 million , prior to the $3.0 million of impairment losses recognized through accumulated other comprehensive income).

During the first nine months of 2016 and 2015 , VIEs that were required to be consolidated were dissolved. We recognized a loss of $7.3 million during the first nine months of 2016 and a gain of $11.3 million during the first nine months of 2015 , representing the difference between the borrowings of such VIEs and the contractual distributions required following the liquidation of the underlying assets.

Our fixed maturity investments are generally purchased in the context of various long-term strategies, including funding insurance liabilities, so we do not generally seek to generate short-term realized gains through the purchase and sale of such securities. In certain circumstances, including those in which securities are selling at prices which exceed our view of their underlying economic value, or when it is possible to reinvest the proceeds to better meet our long-term asset-liability objectives, we may sell certain securities.

During the first nine months of 2016 , the $84.4 million of gross realized losses on sales of $477.2 million of fixed maturity securities, available for sale included: (i) $77.8 million related to various corporate securities (including $62.7 million related to sales of investments in the energy sector); (ii) $5.3 million related to commercial mortgage-backed securities; and (iii) $1.3 million related to various other investments. Securities are generally sold at a loss following unforeseen issue-specific events or conditions or shifts in perceived risks. These reasons include but are not limited to: (i) changes in the investment environment; (ii) expectation that the market value could deteriorate further; (iii) desire to reduce our exposure to an asset class, an issuer or an industry; (iv) prospective or actual changes in credit quality; or (v) changes in expected portfolio cash flows.

During the first nine months of 2016 , we recognized $24.8 million of impairment losses recorded in earnings which included: (i) $6.3 million of writedowns on fixed maturities of a single issuer in the energy sector; (ii) $3.7 million of writedowns on a direct loan due to borrower specific events; (iii) $12.7 million of writedowns on a privately placed preferred stock of an entity formed to construct and operate a chemical plant; (iv) $.9 million of writedowns related to a real estate investment; and (v) $1.2 million of writedowns of investments held by VIEs due to other-than-temporary declines in value. Factors considered in determining the writedowns of investments in the first nine months of 2016 included the subordination status of each investment, the impact of recent downgrades and issuer specific events, including the impact of the current low oil prices on issuers in the energy sector.

During the first nine months of 2015 , we recognized $21.6 million of impairment losses recorded in earnings which included: (i) $7.4 million of writedowns on fixed maturities in the energy sector; (ii) $3.6 million of writedowns on commercial bank loans held by VIEs; (iii) $2.7 million of writedowns on other investments (primarily fixed maturities) due to issuer specific events; and (iv) a $7.9 million writedown of a legacy investment in a private company that was liquidated.

We regularly evaluate all of our investments with unrealized losses for possible impairment. Our assessment of whether unrealized losses are "other than temporary" requires significant judgment. Factors considered include: (i) the extent to which fair value is less than the cost basis; (ii) the length of time that the fair value has been less than cost; (iii) whether the unrealized loss is event driven, credit-driven or a result of changes in market interest rates or risk premium; (iv) the near-term prospects for specific events, developments or circumstances likely to affect the value of the investment; (v) the investment's rating and whether the investment is investment-grade and/or has been downgraded since its purchase; (vi) whether the issuer is current on all payments in accordance with the contractual terms of the investment and is expected to meet all of its obligations under the terms of the investment; (vii) whether we intend to sell the investment or it is more likely than not that circumstances will require us to sell the investment before recovery occurs; (viii) the underlying current and prospective asset and enterprise values of the issuer and the extent to which the recoverability of the carrying value of our investment may be affected by changes in such values; (ix) projections of, and unfavorable changes in, cash flows on structured securities including mortgage-backed and asset-backed securities; (x) our best estimate of the value of any collateral; and (xi) other objective and subjective factors.

Future events may occur, or additional information may become available, which may necessitate future realized losses in our portfolio. Significant losses could have a material adverse effect on our consolidated financial statements in future periods.

Impairment losses on equity securities are recognized in net income. The manner in which impairment losses on fixed maturity securities, available for sale, 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, the security is other-than-temporarily impaired and the full amount of the impairment is recognized as a loss through earnings. 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, less any current period credit loss, 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 accumulated other comprehensive income.

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 of future 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 of future cash flows vary depending on the type of security.

For most structured securities, cash flow estimates are based on bond specific facts and circumstances that may include collateral characteristics, expectations of delinquency and default rates, loss severity, prepayment speeds and structural support, including excess spread, subordination and guarantees. For corporate bonds, cash flow estimates are derived from scenario-based outcomes of expected corporate restructurings or the disposition of assets using bond specific facts and circumstances. The previous amortized cost basis less the impairment recognized in net income becomes the security's new cost basis. We accrete the new cost basis to the estimated future cash flows over the expected remaining life of the security, except when the security is in default or considered nonperforming.

The remaining noncredit impairment, which is recorded in accumulated other comprehensive income, is the difference between the security's estimated fair value and our best estimate of future cash flows discounted at the effective interest rate prior to impairment. The remaining noncredit impairment typically represents changes in the market interest rates, current market liquidity and risk premiums. As of September 30, 2016 , other-than-temporary impairments included in accumulated other comprehensive income totaled $4.5 million (before taxes and related amortization).

The following table summarizes the amount of credit losses recognized in earnings on fixed maturity securities, available for sale, held at the beginning of the period, for which a portion of the other-than-temporary impairment was also recognized in accumulated other comprehensive income for the three and nine months ended September 30, 2016 and 2015 (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Credit losses on fixed maturity securities, available for sale, beginning of period	$ (2.6)	$ (1.0)	$ (2.6)	$ (1.0)
Add: credit losses on other-than-temporary impairments not previously recognized	—	(2.0)	—	(2.0)
Less: credit losses on securities sold	.1	.1	.1	.1
Less: credit losses on securities impaired due to intent to sell (a)	—	—	—	—
Add: credit losses on previously impaired securities	—	—	—	—
Less: increases in cash flows expected on previously impaired securities	—	—	—	—
Credit losses on fixed maturity securities, available for sale, end of period	$ (2.5)	$ (2.9)	$ (2.5)	$ (2.9)

(a) Represents securities for which the amount previously recognized in accumulated other comprehensive income was recognized in earnings because we intend to sell the security or we more likely than not will be required to sell the security before recovery of its amortized cost basis.

Gross Unrealized Investment Losses

Our investment strategy is to maximize, over a sustained period and within acceptable parameters of quality and risk, investment income and total investment return through active investment management. Accordingly, we may sell securities at a gain or a loss to enhance the projected total return of the portfolio as market opportunities change, to reflect changing perceptions of risk, or to better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities.

The following table summarizes the gross unrealized losses and fair values of our investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that such securities have been in a continuous unrealized loss position, at September 30, 2016 (dollars in millions):

	Less than 12 months		12 months or greater		Total	
Description of securities	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
United States Treasury securities and obligations of United States government corporations and agencies	$ 69.9	$ —	$ —	$ —	$ 69.9	$ —
States and political subdivisions	12.7	(.4)	17.6	(.9)	30.3	(1.3)
Corporate securities	403.0	(13.5)	607.0	(50.2)	1,010.0	(63.7)
Asset-backed securities	333.0	(5.1)	305.8	(5.3)	638.8	(10.4)
Collateralized debt obligations	36.2	(.6)	48.0	(.1)	84.2	(.7)
Commercial mortgage-backed securities	219.6	(2.0)	161.2	(6.6)	380.8	(8.6)
Collateralized mortgage obligations	141.0	(.7)	35.9	(1.0)	176.9	(1.7)
Total fixed maturities, available for sale	$ 1,215.4	$ (22.3)	$ 1,175.5	$ (64.1)	$ 2,390.9	$ (86.4)
Equity securities	$ 20.6	$ (.8)	$ —	$ —	$ 20.6	$ (.8)

The following table summarizes the gross unrealized losses and fair values of our investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that such securities have been in a continuous unrealized loss position, at December 31, 2015 (dollars in millions):

	Less than 12 months		12 months or greater		Total	
Description of securities	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
United States Treasury securities and obligations of United States government corporations and agencies	$ 43.6	$ (.3)	$ —	$ —	$ 43.6	$ (.3)
States and political subdivisions	156.8	(4.1)	14.8	(3.5)	171.6	(7.6)
Debt securities issued by foreign governments	20.7	(.6)	—	—	20.7	(.6)
Corporate securities	2,913.6	(255.7)	278.9	(89.5)	3,192.5	(345.2)
Asset-backed securities	930.3	(11.7)	98.4	(1.7)	1,028.7	(13.4)
Collateralized debt obligations	96.2	(1.8)	36.3	(.4)	132.5	(2.2)
Commercial mortgage-backed securities	556.0	(16.1)	25.7	(1.5)	581.7	(17.6)
Mortgage pass-through securities	—	—	.1	—	.1	—
Collateralized mortgage obligations	97.8	(1.0)	40.8	(.6)	138.6	(1.6)
Total fixed maturities, available for sale	$ 4,815.0	$ (291.3)	$ 495.0	$ (97.2)	$ 5,310.0	$ (388.5)
Equity securities	$ 140.1	$ (2.4)	$ 2.4	$ (.4)	$ 142.5	$ (2.8)

Based on management's current assessment of investments with unrealized losses at September 30, 2016 , the Company believes the issuers of the securities will continue to meet their obligations (or with respect to equity-type securities, the investment value will recover to its cost basis). While we do not have the intent to sell securities with unrealized losses and it is not more likely than not that we will be required to sell securities with unrealized losses prior to their anticipated recovery, our intent on an individual security may change, based upon market or other unforeseen developments. In such instances, if a loss is recognized from a sale subsequent to a balance sheet date due to these unexpected developments, the loss is recognized in the period in which we had the intent to sell the security before its anticipated recovery.

EARNINGS PER SHARE

A reconciliation of net income and shares used to calculate basic and diluted earnings per share is as follows (dollars in millions and shares in thousands):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net income for basic and diluted earnings per share	$ 18.6	$ 33.8	$ 124.0	$ 133.4
Shares:				
Weighted average shares outstanding for basic earnings per share	174,247	190,260	177,640	195,536
Effect of dilutive securities on weighted average shares:				
Stock options, restricted stock and performance units	1,476	2,105	1,733	2,035
Weighted average shares outstanding for diluted earnings per share	175,723	192,365	179,373	197,571

Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Restricted shares (including our performance units) are not included in basic earnings per share until vested. Diluted earnings per share reflect the potential dilution that could occur if outstanding stock options were exercised and restricted stock was vested. The dilution from options and restricted shares is calculated using the treasury stock method. Under this method, we assume the proceeds from the exercise of the options (or the unrecognized compensation expense with respect to restricted stock and performance units) will be used to purchase shares of our common stock at the average market price during the period, reducing the dilutive effect of the exercise of the options (or the vesting of the restricted stock and performance units).

BUSINESS SEGMENTS

The Company manages its business through the following operating segments: Bankers Life, Washington National and Colonial Penn, which are defined on the basis of product distribution; and corporate operations, comprised of holding company activities and certain noninsurance company businesses. In the fourth quarter of 2016, we will begin reporting the long-term care block recaptured from Beechwood Re Ltd ("BRe") as an additional business segment.

We measure segment performance by excluding net realized investment gains (losses), fair value changes in embedded derivative liabilities (net of related amortization), fair value changes and amendment in the agent deferred compensation plan, loss on reinsurance transaction, loss on extinguishment of debt, income taxes and other non-operating items consisting primarily of equity in earnings of certain non-strategic investments and earnings attributable to VIEs ("pre-tax operating earnings") because we believe that this performance measure is a better indicator of the ongoing business and trends in our business. Our primary investment focus is on investment income to support our liabilities for insurance products as opposed to the generation of net realized investment gains (losses), and a long-term focus is necessary to maintain profitability over the life of the business.

The net realized investment gains (losses), fair value changes in embedded derivative liabilities (net of related amortization), fair value changes and amendment in the agent deferred compensation plan, loss on reinsurance transaction, loss on extinguishment of debt and other non-operating items consisting primarily of equity in earnings of certain non-strategic investments and earnings attributable to VIEs depend on market conditions or represent unusual items that do not necessarily relate to the underlying business of our segments. Net realized investment gains (losses) and fair value changes in embedded derivative liabilities (net of related amortization) may affect future earnings levels since our underlying business is long-term in nature and changes in our investment portfolio may impact our ability to earn the assumed interest rates needed to maintain the profitability of our business.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

Operating information by segment was as follows (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Revenues:				
Bankers Life:				
Insurance policy income:				
Annuities	$ 6.8	$ 5.2	$ 17.4	$ 17.0
Health	310.3	311.6	933.3	940.5
Life	96.6	95.7	295.8	281.6
Net investment income (a)	244.7	196.3	686.8	648.0
Fee revenue and other income (a)	9.6	7.0	23.5	19.8
Total Bankers Life revenues	668.0	615.8	1,956.8	1,906.9
Washington National:				
Insurance policy income:				
Annuities	1.2	.7	2.3	2.3
Health	156.9	155.0	469.1	459.9
Life	6.3	6.4	18.6	19.0
Net investment income (a)	67.1	58.4	191.3	187.1
Fee revenue and other income (a)	.4	.3	1.0	1.0
Total Washington National revenues	231.9	220.8	682.3	669.3
Colonial Penn:				
Insurance policy income:				
Health	.6	.7	2.0	2.3
Life	70.3	65.3	208.5	194.6
Net investment income (a)	11.1	10.5	33.0	32.0
Fee revenue and other income (a)	.2	.2	.8	.7
Total Colonial Penn revenues	82.2	76.7	244.3	229.6
Corporate operations:				
Net investment income	6.7	(6.1)	16.6	3.4
Fee and other income	2.5	2.1	7.6	6.2
Total corporate revenues	9.2	(4.0)	24.2	9.6
Total revenues	991.3	909.3	2,907.6	2,815.4

(continued on next page)

(continued from previous page)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Expenses:				
Bankers Life:				
Insurance policy benefits	$ 427.1	$ 386.1	$ 1,240.9	$ 1,202.1
Amortization	43.8	44.1	135.3	143.4
Interest expense on investment borrowings	3.5	2.2	9.4	6.4
Other operating costs and expenses	105.5	103.6	312.2	306.6
Total Bankers Life expenses	579.9	536.0	1,697.8	1,658.5
Washington National:				
Insurance policy benefits	144.5	129.8	422.0	408.8
Amortization	14.3	13.5	44.5	42.5
Interest expense on investment borrowings	.9	.5	2.5	1.4
Other operating costs and expenses	47.0	46.4	140.3	137.4
Total Washington National expenses	206.7	190.2	609.3	590.1
Colonial Penn:				
Insurance policy benefits	50.3	45.7	151.3	142.1
Amortization	3.7	3.6	11.3	10.9
Interest expense on investment borrowings	.1	—	.4	—
Other operating costs and expenses	27.2	26.8	84.2	77.7
Total Colonial Penn expenses	81.3	76.1	247.2	230.7
Corporate operations:				
Interest expense on corporate debt	11.5	11.3	34.3	33.7
Interest expense on investment borrowings	—	.1	—	.2
Other operating costs and expenses	13.6	7.8	43.7	27.6
Total corporate expenses	25.1	19.2	78.0	61.5
Total expenses	893.0	821.5	2,632.3	2,540.8
Pre-tax operating earnings by segment:				
Bankers Life	88.1	79.8	259.0	248.4
Washington National	25.2	30.6	73.0	79.2
Colonial Penn	.9	.6	(2.9)	(1.1)
Corporate operations	(15.9)	(23.2)	(53.8)	(51.9)
Pre-tax operating earnings	$ 98.3	$ 87.8	$ 275.3	$ 274.6

(a) It is not practicable to provide additional components of revenue by product or services.

Table of Contents

A reconciliation of segment revenues and expenses to consolidated revenues and expenses and net income (loss) is as follows (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Total segment revenues	$ 991.3	$ 909.3	$ 2,907.6	$ 2,815.4
Net realized investment gains (losses)	11.6	(19.6)	23.3	(20.8)
Revenues related to certain non-strategic investments and earnings attributable to VIEs	13.0	9.8	39.3	27.7
Fee revenue related to transition and support services agreements	—	5.0	10.0	20.0
Consolidated revenues	1,015.9	904.5	2,980.2	2,842.3
Total segment expenses	893.0	821.5	2,632.3	2,540.8
Insurance policy benefits - fair value changes in embedded derivative liabilities	(12.1)	20.5	47.0	3.4
Amortization related to fair value changes in embedded derivative liabilities	2.7	(4.8)	(10.4)	(.7)
Amortization related to net realized investment gains	.2	(.6)	.9	(.5)
Expenses related to certain non-strategic investments and expenses attributable to VIEs	13.7	10.1	40.5	32.6
Fair value changes and amendment related to agent deferred compensation plan	(6.3)	—	12.0	—
Loss on extinguishment of debt	—	—	—	32.8
Loss on reinsurance transaction	75.4	—	75.4	—
Transition expenses	—	—	—	9.0
Expenses related to transition and support services agreements	—	5.4	10.0	17.5
Consolidated expenses	966.6	852.1	2,807.7	2,634.9
Income before tax	49.3	52.4	172.5	207.4
Income tax expense:				
Tax expense on period income	16.9	18.6	61.7	74.0
Valuation allowance for deferred tax assets and other tax items	13.8	—	(13.2)	—
Net income	$ 18.6	$ 33.8	$ 124.0	$ 133.4

ACCOUNTING FOR DERIVATIVES

Our freestanding and embedded derivatives, which are not designated as hedging instruments, are held at fair value and are summarized as follows (dollars in millions):

	Fair value	
	September 30, 2016	December 31, 2015
Assets:		
Other invested assets:		
Fixed index call options	$ 84.7	$ 41.0
Interest rate futures	—	.1
Reinsurance receivables	1.7	(5.0)
Total assets	$ 86.4	$ 36.1
Liabilities:		
Future policy benefits:		
Fixed index products	$ 1,145.7	$ 1,057.1
Total liabilities	$ 1,145.7	$ 1,057.1

Our fixed index annuity products provide a guaranteed minimum rate of return and a higher potential return that is based on a percentage (the "participation rate") of the amount of increase in the value of a particular index, such as the Standard & Poor's 500 Index, over a specified period. Typically, on each policy anniversary date, a new index period begins. We are generally able to change the participation rate at the beginning of each index period during a policy year, subject to contractual minimums. The Company accounts for the options attributed to the policyholder for the estimated life of the contract as embedded derivatives. These accounting requirements often create volatility in the earnings from these products. We typically buy call options (including call spreads) referenced to the applicable indices in an effort to offset or hedge potential increases to policyholder benefits resulting from increases in the particular index to which the policy's return is linked. The notional amount of these options was $2.8 billion and $2.4 billion at September 30, 2016 and 2015 , respectively.

We utilize United States Treasury interest rate futures primarily to hedge interest rate risk related to anticipated mortgage loan transactions.

We are required to establish an embedded derivative related to a modified coinsurance agreement pursuant to which we assume the risks of a block of health insurance business. The embedded derivative represents the mark-to-market adjustment for approximately $140 million in underlying investments held by the ceding reinsurer.

We purchase certain fixed maturity securities that contain embedded derivatives that are required to be held at fair value on the consolidated balance sheet. We have elected the fair value option to carry the entire security at fair value with changes in fair value reported in net income.

The following table provides the pre-tax gains (losses) recognized in net income for derivative instruments, which are not designated as hedges for the periods indicated (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net investment income from policyholder and other special-purpose portfolios:				
Fixed index call options	$ 17.0	$ (34.2)	$ 10.9	$ (42.2)
Net realized gains (losses):				
Interest rate futures	—	(1.6)	(1.1)	(3.2)
Embedded derivative related to modified coinsurance agreement	.1	—	6.7	(4.3)
Total	.1	(1.6)	5.6	(7.5)
Insurance policy benefits:				
Embedded derivative related to fixed index annuities	18.3	(21.2)	(33.3)	(3.7)
Total	$ 35.4	$ (57.0)	$ (16.8)	$ (53.4)

Derivative Counterparty Risk

If the counterparties to the call options fail to meet their obligations, we may recognize a loss. We limit our exposure to such a loss by diversifying among several counterparties believed to be strong and creditworthy. At September 30, 2016 , all of our counterparties were rated "A-" or higher by S&P Global Ratings ("S&P").

We enter into exchange-traded interest rate future contracts. The contracts are marked to market and margined on a daily basis. The Company has minimal exposure to credit-related losses in the event of nonperformance.

The Company and its subsidiaries are parties to master netting arrangements with its counterparties related to entering into various derivative contracts. Exchange-traded derivatives require margin accounts which we offset.

The following table summarizes information related to derivatives with master netting arrangements or collateral as of September 30, 2016 and December 31, 2015 (dollars in millions):

				Gross amounts not offset in the balance sheet		
	Gross amounts recognized	Gross amounts offset in the balance sheet	Net amounts of assets presented in the balance sheet	Financial instruments	Cash collateral received	Net amount
September 30, 2016:						
Fixed index call options	$ 84.7	$ —	$ 84.7	$ —	$ —	$ 84.7
Interest rate futures	—	—	—	—	—	—
December 31, 2015:						
Fixed index call options	41.0	—	41.0	—	—	41.0
Interest rate futures	.1	1.5	1.6	—	—	1.6

REINSURANCE

The cost of reinsurance ceded totaled $32.2 million and $33.1 million in the third quarters of 2016 and 2015 , respectively, and $97.3 million and $100.3 million in the first nine months of 2016 and 2015 , respectively. We deduct this cost from insurance policy income. Reinsurance recoveries netted against insurance policy benefits totaled $31.7 million and $37.3 million in the third quarters of 2016 and 2015 , respectively, and $113.3 million and $130.5 million in the first nine months of 2016 and 2015 , respectively.

From time-to-time, we assume insurance from other companies. Any costs associated with the assumption of insurance are amortized consistent with the method used to amortize deferred acquisition costs. Reinsurance premiums assumed totaled $8.3 million and $9.6 million in the third quarters of 2016 and 2015 , respectively, and $25.8 million and $29.4 million in the first nine months of 2016 and 2015 , respectively.

In December 2013, two of our insurance subsidiaries with long-term care business (Washington National Insurance Company ("Washington National") and Bankers Conseco Life Insurance Company ("BCLIC")) entered into 100% coinsurance agreements ceding $495 million of long-term care reserves to BRe. Pursuant to the agreements, the Company paid an additional premium of $96.9 million to BRe and an amount equal to the related net liabilities. BRe is a reinsurer that is not licensed or accredited by the states of domicile (Indiana and New York, respectively) of the insurance subsidiaries ceding the long-term care business and BRe is not rated by A.M. Best Company ("A.M. Best"). As a result of its non-accredited status, BRe was required to provide collateral which meets the regulatory requirements of the states of domicile in order for our insurance subsidiaries to obtain full credit in their statutory financial statements for the reinsurance receivables due from BRe. Such collateral was required to be held in market value trusts subject to 7% over collateralization, investment guidelines and periodic true-up provisions.

In September 2016, we terminated the reinsurance agreements with BRe and recaptured the ceded business as further described in "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations - Liquidity and Capital Resources - Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off". As a result of the recapture, we were required to value the assets and liabilities as of the date of recapture based on valuation methodologies that are consistent with the methodologies used by CNO to value its other investments and insurance liabilities. Accordingly, we recognized a loss on the recapture of the long-term care business as summarized below (dollars in millions):

Market value of investments	$ 504.7
Insurance liabilities	(552.2)
Write-off of reinsurance receivables	(17.9)
Estimated transaction expenses	(10.0)
Pre-tax loss	(75.4)
Tax benefit	26.4
Increase in valuation allowance for deferred tax assets	(4.1)
After-tax loss	$ (53.1)

INCOME TAXES

The Company's interim tax expense is based upon the estimated annual effective tax rate for the respective period. Under authoritative guidance, certain items are required to be excluded from the estimated annual effective tax rate calculation. Such items include changes in judgment about the realizability of deferred tax assets resulting from changes in projections of income expected to be available in future years, and items deemed to be unusual, infrequent, or that can not be reliably estimated. In these cases, the actual tax expense or benefit applicable to that item is treated discretely and is reported in the same period as the related item. The components of income tax expense are as follows (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Current tax expense	$ 46.8	$ 3.5	$ 51.6	$ 9.7
Deferred tax expense (benefit)	(29.9)	17.2	10.1	66.2
Valuation allowance applicable to current year income	(10.5)	—	(10.5)	—
Income tax expense calculated based on estimated annual effective tax rate	6.4	20.7	51.2	75.9
Income tax expense on discrete items:				
Change in valuation allowance	16.0	—	(11.0)	—
Other items	8.3	(2.1)	8.3	(1.9)
Total income tax expense	$ 30.7	$ 18.6	$ 48.5	$ 74.0

A reconciliation of the U.S. statutory corporate tax rate to the estimated annual effective rate, before discrete items, reflected in the consolidated statement of operations is as follows:

	Nine months ended September 30,	
	2016	2015
U.S. statutory corporate rate	35.0 %	35.0 %
Valuation allowance	(6.1)	—
Non-taxable income and nondeductible benefits, net	(1.0)	(.2)
State taxes	1.8	1.8
Estimated annual effective tax rate	29.7 %	36.6 %

The effective tax rate for the nine months ended September 30, 2016 , was lower than the effective U.S. statutory rate primarily due to a $10.5 million reduction in the deferred tax valuation allowance reflecting higher 2016 expected taxable income than previously reflected in our deferred tax valuation allowance model.

Our total tax expense for the nine months ended September 30, 2016 , includes $11.0 million of reductions to the deferred tax valuation allowance related to adjustments to future expected taxable income reflected in our deferred tax valuation allowance model and $8.3 million of increased tax expense primarily related to IRS exam adjustments. The reduction to the deferred tax valuation allowance primarily relates to higher expected non-life income consistent with our current investment strategies, the impacts of the recapture of reinsurance agreements with BRe and IRS examination adjustments.

The components of the Company's income tax assets and liabilities are summarized below (dollars in millions):

	September 30, 2016	December 31, 2015
Deferred tax assets:		
Net federal operating loss carryforwards	$ 808.1	$ 916.3
Net state operating loss carryforwards	12.0	14.1
Tax credits	57.5	55.3
Capital loss carryforwards	—	13.8
Investments	14.9	26.5
Insurance liabilities	681.5	600.3
Other	76.8	63.0
Gross deferred tax assets	1,650.8	1,689.3
Deferred tax liabilities:		
Present value of future profits and deferred acquisition costs	(285.3)	(305.4)
Accumulated other comprehensive income	(472.7)	(223.8)
Gross deferred tax liabilities	(758.0)	(529.2)
Net deferred tax assets before valuation allowance	892.8	1,160.1
Valuation allowance	(192.0)	(213.5)
Net deferred tax assets	700.8	946.6
Current income taxes accrued	(93.9)	(47.8)
Income tax assets, net	$ 606.9	$ 898.8

Our income tax expense includes deferred income taxes arising from temporary differences between the financial reporting and tax bases of assets and liabilities, capital loss carryforwards and net operating loss carryforwards ("NOLs"). Deferred tax assets and liabilities are measured using enacted tax rates expected to apply in the years in which temporary differences are expected to be recovered or paid. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in earnings in the period when the changes are enacted.

A reduction of the net carrying amount of deferred tax assets by establishing a valuation allowance is required if, based on the available evidence, it is more likely than not that such assets will not be realized. In assessing the need for a valuation allowance, all available evidence, both positive and negative, shall be considered to determine whether, based on the weight of that evidence, a valuation allowance for deferred tax assets is needed. This assessment requires significant judgment and considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability, the duration of carryforward periods, our experience with operating loss and tax credit carryforwards expiring unused, and tax planning strategies. We evaluate the need to establish a valuation allowance for our deferred income tax assets on an ongoing basis. The realization of our deferred tax assets depends upon generating sufficient future taxable income of the appropriate type during the periods in which our temporary differences become deductible and before our capital loss carryforwards and life and non-life NOLs expire.

Based on our assessment, it appears more likely than not that $700.8 million of our net deferred tax assets of $892.8 million will be realized through future taxable earnings. Accordingly, we have established a deferred tax valuation allowance of $192.0 million at September 30, 2016 ($182.0 million of which relates to our net federal operating loss carryforwards and $10.0 million relates to state operating loss carryforwards). We will continue to assess the need for a valuation allowance in the future. If future results are less than projected, an increase to the valuation allowance may be required to reduce the deferred tax asset, which could have a material impact on our results of operations in the period in which it is recorded.

We use a deferred tax valuation model to assess the need for a valuation allowance. Our model is adjusted to reflect changes in our projections of future taxable income including changes resulting from investment strategies, the impact of the sale or reinsurance of business and the recapture of business previously ceded. Our estimates of future taxable income are based on evidence we consider to be objective and verifiable.

Our projection of future taxable income for purposes of determining the valuation allowance is based on our adjusted average annual taxable income which is assumed to increase by 3 percent for the next five years, and level taxable income is assumed thereafter. In the projections used for our analysis, our adjusted average taxable income, adjusted for the reinsurance recapture, of approximately $335 million consisted of $85 million of non-life taxable income and $250 million of life taxable income.

Recovery of our deferred tax asset is dependent on achieving the level of future taxable income projected in our deferred tax valuation model and failure to do so could result in an increase in the valuation allowance in a future period. Any future increase in the valuation allowance may result in additional income tax expense and reduce shareholders' equity, and such an increase could have a significant impact upon our earnings in the future.

The Internal Revenue Code (the "Code") limits the extent to which losses realized by a non-life entity (or entities) may offset income from a life insurance company (or companies) to the lesser of: (i) 35 percent of the income of the life insurance company; or (ii) 35 percent of the total loss of the non-life entities (including NOLs of the non-life entities). There is no similar limitation on the extent to which losses realized by a life insurance entity (or entities) may offset income from a non-life entity (or entities). This limitation is the primary reason a valuation allowance for NOLs is required.

Section 382 of the Code imposes limitations on a corporation's ability to use its NOLs when the company undergoes an ownership change. Future transactions and the timing of such transactions could cause an ownership change for Section 382 income tax purposes. Such transactions may include, but are not limited to, additional repurchases under our securities repurchase program, issuances of common stock and acquisitions or sales of shares of CNO stock by certain holders of our shares, including persons who have held, currently hold or may accumulate in the future five percent or more of our outstanding common stock for their own account. Many of these transactions are beyond our control. If an additional ownership change were to occur for purposes of Section 382, we would be required to calculate an annual restriction on the use of our NOLs to offset future taxable income. The annual restriction would be calculated based upon the value of CNO's equity at the time of such ownership change, multiplied by a federal long-term tax exempt rate (2.08 percent at September 30, 2016), and the annual restriction could limit our ability to use a substantial portion of our NOLs to offset future taxable income. We regularly monitor ownership change (as calculated for purposes of Section 382) and, as of September 30, 2016 , we were below the 50 percent ownership change level that would trigger further impairment of our ability to utilize our NOLs.

As of September 30, 2016 , we had $2.3 billion of federal NOLs, net of unrecognized tax benefits. The following table summarizes the expiration dates of our loss carryforwards prior to and as adjusted for the unrecognized tax benefits (dollars in millions):

Year of expiration	Net operating loss carryforwards		Total loss
	Life	Non-life	carryforwards
2023	$ 280.7	$ 1,919.7	$ 2,200.4
2025	—	85.2	85.2
2026	—	149.9	149.9
2027	—	10.8	10.8
2028	—	80.3	80.3
2029	—	213.2	213.2
2030	—	.3	.3
2031	—	.2	.2
2032	—	44.4	44.4
2033	—	.6	.6
2034	—	.9	.9
Total federal NOLs prior to adjustment for unrecognized tax benefits	280.7	2,505.5	2,786.2
Less:			
Loss carryforward related to unrecognized tax benefits	(280.7)	(196.7)	(477.4)
Total federal NOLs excluding amounts related to unrecognized tax benefits	$ —	$ 2,308.8	$ 2,308.8

We also had deferred tax assets related to NOLs for state income taxes of $12.0 million at September 30, 2016 . The related state NOLs are available to offset future state taxable income in certain states through 2025.

At September 30, 2016, we had not recorded a tax benefit for $477.4 million of NOLs related to two uncertain tax positions: (i) $280.7 million of life NOLs and $130.0 million of non-life NOLs related to the classification of the loss on our investment in Conseco Senior Health Insurance Company when it was transferred to an independent trust in 2008; and (ii) $66.7 million of non-life NOLs related to a bad debt deduction with respect to a stock purchase loan made by our Predecessor to a member of its board of directors.

Subsequent to September 30, 2016 , we reached an agreement with the Internal Revenue Service ("IRS") on these matters. The Company has signed and returned settlement documentation to the IRS for its countersignature. The settlement is expected to result in a reduction to tax expense of approximately $120 million in the fourth quarter of 2016 (the period in which these matters were settled and the fully executed documentation is expected to be received). The $120 million expected benefit includes: (i) a $98.2 million tax benefit related to additional life NOLs; (ii) a $17.1 million tax benefit related to additional non-life NOLs (net of an increase to the deferred tax valuation allowance of $51.7 million); and (iii) a $4.4 million reduction in interest recognized in prior periods on alternative minimum tax that will no longer be required to be paid.

The additional life NOLs related to the settlement are expected to offset our life taxable income in the third and fourth quarters of 2016 that was not previously offset by life NOLs and the tax gain realized on the recapture of the ceded long-term care business from BRe. The utilization of these NOLs will reduce the tax that we would otherwise pay by approximately $64 million in the near term ($98 million of tax benefit less the $34 million of additional deferred tax valuation allowance on the value of non-life NOLs which will no longer be used to offset life taxable income). The settlement will also reduce the amount of current income tax accrued at September 30, 2016 , as presented in the components of income tax assets and liabilities schedule provided in this note to consolidated financial statements by approximately $40 million .

We expect all of the additional life NOLs will be utilized toward the end of the fourth quarter of 2016. After all of the life NOLs are utilized, we will begin making cash tax payments equal to the effective federal tax rate applied to 65 percent of our life insurance company taxable income due to the limitations on the extent to which we can use non-life NOLs to offset life insurance company taxable income. We will continue to pay tax on 65 percent of our life insurance company taxable income until all non-life NOLs are utilized or expire.

The IRS has also begun an examination of 2011 and 2012. In connection with this exam, we have agreed to extend the statute of limitations for 2011 through 2013 to September 30, 2018. The Company’s various state income tax returns are generally open for tax years beginning in 2013, based on individual state statutes of limitation. Generally, for tax years which generate NOLs, capital losses or tax credit carryforwards, the statute remains open until the expiration of the statute of limitations for the tax year in which such carryforwards are utilized. The outcome of tax audits cannot be predicted with certainty. If the Company’s tax audits are not resolved in a manner consistent with management’s expectations, the Company may be required to adjust its provision for income taxes.

NOTES PAYABLE - DIRECT CORPORATE OBLIGATIONS

The following notes payable were direct corporate obligations of the Company as of September 30, 2016 and December 31, 2015 (dollars in millions):

	September 30, 2016	December 31, 2015
4.500% Senior Notes due May 2020	$ 325.0	$ 325.0
5.250% Senior Notes due May 2025	500.0	500.0
Revolving Credit Agreement (as defined below)	100.0	100.0
Unamortized debt issue costs	(12.5)	(13.9)
Direct corporate obligations	$ 912.5	$ 911.1

Revolving Credit Agreement

On May 19, 2015, the Company entered into a revolving credit agreement, with KeyBank National Association, as administrative agent (the "Agent"), and the lenders from time to time party thereto (the "Revolving Credit Agreement"). On May 19, 2015, the Company made an initial drawing of $100.0 million under the Revolving Credit Agreement, resulting in $50.0 million available for additional borrowings. The Revolving Credit Agreement matures on May 19, 2019.

The interest rates with respect to loans under the Revolving Credit Agreement are based on, at the Company's option, a floating base rate (defined as a per annum rate equal to the highest of: (i) the federal funds rate plus 0.50% ; (ii) the "prime rate" of the Agent; and (iii) the eurodollar rate for a one-month interest period plus an applicable margin of initially 1.00% per annum), or a eurodollar rate plus an applicable margin of initially 2.00% per annum. At September 30, 2016 , the interest rate on the amounts outstanding under the Revolving Credit Agreement was 2.52 percent . In addition, the daily average undrawn portion of the Revolving Credit Agreement accrues a commitment fee payable quarterly in arrears. The applicable margin for, and the commitment fee applicable to, the Revolving Credit Agreement, will be adjusted from time-to-time pursuant to a ratings based pricing grid.

The Revolving Credit Agreement requires the Company to maintain (each as calculated in accordance with the Revolving Credit Agreement): (i) a debt to total capitalization ratio of not more than 30.0 percent (such ratio was 20.5 percent at September 30, 2016); (ii) an aggregate ratio of total adjusted capital to company action level risk-based capital for the Company's insurance subsidiaries of not less than 250 percent (such ratio was estimated to be 458 percent at September 30, 2016); and (iii) a minimum consolidated net worth of not less than the sum of (x) $2,674 million plus (y) 50.0% of the net equity proceeds received by the Company from the issuance and sale of equity interests in the Company (the Company's consolidated net worth was $3,638.3 million at September 30, 2016 compared to the minimum requirement of $2,680.0 million).

Scheduled Repayment of our Direct Corporate Obligations

The scheduled repayment of our direct corporate obligations was as follows at September 30, 2016 (dollars in millions):

Year ending September 30,		
2017	$	—
2018		—
2019		100.0
2020		325.0
2021		—
Thereafter		500.0
	$	925.0

INVESTMENT BORROWINGS

Three of the Company's insurance subsidiaries (Washington National, Bankers Life and Casualty Company ("Bankers Life") and Colonial Penn Life Insurance Company ("Colonial Penn")) are members of the Federal Home Loan Bank ("FHLB"). As members of the FHLB, our insurance subsidiaries have the ability to borrow on a collateralized basis from the FHLB. We are required to hold certain minimum amounts of FHLB common stock as a condition of membership in the FHLB, and additional amounts based on the amount of the borrowings. At September 30, 2016 , the carrying value of the FHLB common stock was $71.2 million . As of September 30, 2016 , collateralized borrowings from the FHLB totaled $1.6 billion and the proceeds were used to purchase fixed maturity securities. The borrowings are classified as investment borrowings in the accompanying consolidated balance sheet. The borrowings are collateralized by investments with an estimated fair value of $2.0 billion at September 30, 2016 , which are maintained in a custodial account for the benefit of the FHLB. Substantially all of such investments are classified as fixed maturities, available for sale, in our consolidated balance sheet.

The following summarizes the terms of the borrowings from the FHLB by our insurance subsidiaries (dollars in millions):

Amount borrowed	Maturity date	Interest rate at September 30, 2016
$ 57.7	June 2017	Variable rate – 1.308%
100.0	October 2017	Variable rate – 1.200%
50.0	January 2018	Variable rate – 1.015%
50.0	January 2018	Variable rate – 1.055%
50.0	February 2018	Variable rate – 1.098%
50.0	February 2018	Variable rate – 0.908%
22.0	February 2018	Variable rate – 1.159%
100.0	May 2018	Variable rate – 0.974%
50.0	July 2018	Variable rate – 1.213%
50.0	August 2018	Variable rate – 0.937%
10.0	December 2018	Variable rate – 0.972%
50.0	January 2019	Variable rate – 1.099%
50.0	February 2019	Variable rate – 0.908%
100.0	March 2019	Variable rate – 1.011%
21.8	July 2019	Variable rate – 1.026%
15.0	October 2019	Variable rate – 1.147%
50.0	May 2020	Variable rate – 1.044%
21.8	June 2020	Fixed rate – 1.960%
25.0	September 2020	Variable rate – 1.265%
100.0	September 2020	Variable rate – 1.185%
50.0	September 2020	Variable rate – 1.184%
75.0	September 2020	Variable rate – 0.958%
100.0	October 2020	Variable rate – 0.764%
50.0	December 2020	Variable rate – 1.223%
100.0	July 2021	Variable rate – 1.223%
28.2	August 2021	Fixed rate – 2.550%
125.0	August 2021	Variable rate – 1.005%
50.0	September 2021	Variable rate – 1.365%
25.6	March 2023	Fixed rate – 2.160%
20.5	June 2025	Fixed rate – 2.940%
$ 1,647.6		

The variable rate borrowings are pre-payable on each interest reset date without penalty. The fixed rate borrowings are pre-payable subject to payment of a yield maintenance fee based on prevailing market interest rates. At September 30, 2016 , the aggregate yield maintenance fee to prepay all fixed rate borrowings was $6.5 million .

Interest expense of $12.3 million and $7.8 million in the first nine months of 2016 and 2015 , respectively, was recognized related to total borrowings from the FHLB.

CHANGES IN COMMON STOCK

Changes in the number of shares of common stock outstanding were as follows (shares in thousands):

Balance, December 31, 2015	184,029	
Treasury stock purchased and retired	(11,688)	
Stock options exercised	771	
Restricted and performance stock vested	432	(a)
Balance, September 30, 2016	173,544	

(a) Such amount was reduced by 190 thousand shares which were tendered to the Company for the payment of required federal and state tax withholdings owed on the vesting of restricted and performance stock.

In the first nine months of 2016 , we repurchased 11.7 million shares of common stock for $203.0 million under our securities repurchase program. The Company had remaining repurchase authority of $252.7 million as of September 30, 2016 . In September 2016, we suspended our share repurchase program for the remainder of 2016 in connection with the termination of the reinsurance agreements with BRe and recapture of the ceded business as further described in "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations - Liquidity and Capital Resources - Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off".

In the first nine months of 2016 , dividends declared on common stock totaled $40.8 million ($0.23 per common share). In May 2016, the Company increased its quarterly common stock dividend to $0.08 per share from $0.07 per share.

SALES INDUCEMENTS

Certain of our annuity products offer sales inducements to contract holders in the form of enhanced crediting rates or bonus payments in the initial period of the contract. Certain of our life insurance products offer persistency bonuses credited to the contract holders balance after the policy has been outstanding for a specified period of time. These enhanced rates and persistency bonuses are considered sales inducements in accordance with GAAP. Such amounts are deferred and amortized in the same manner as deferred acquisition costs. Sales inducements deferred totaled $2.8 million and $2.8 million during the nine months ended September 30, 2016 and 2015 , respectively. Amounts amortized totaled $7.1 million and $10.1 million during the nine months ended September 30, 2016 and 2015 , respectively. The unamortized balance of deferred sales inducements was $53.1 million and $57.4 million at September 30, 2016 and December 31, 2015 , respectively. The balance of insurance liabilities for persistency bonus benefits was $.6 million and $.9 million at September 30, 2016 and December 31, 2015 , respectively.

RECENTLY ISSUED ACCOUNTING STANDARDS

Pending Accounting Standards

In May 2014, the Financial Accounting Standards Board (the "FASB") issued authoritative guidance for recognizing revenue from contracts with customers. Certain contracts with customers are specifically excluded from this guidance, including insurance contracts. The core principle of the new guidance is that an entity should recognize revenue when it transfers promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance also requires additional disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. In March 2016, the FASB issued amendments that clarify the implementation guidance on principal versus agent considerations. In July 2015, the guidance was updated and will now be effective for the Company on January 1, 2018 and permits two methods of transition upon adoption; full retrospective and modified retrospective. Under the full retrospective method, prior periods would be restated under the new revenue standard, providing for comparability in all periods presented. Under the modified retrospective method, prior periods would not be restated. Instead, revenues and other disclosures for pre-2017 periods would be provided in the notes to the financial statements as previously reported under the current revenue standard. The Company is currently assessing the impact the guidance will have upon adoption.

In May 2015, the FASB issued authoritative guidance which requires additional disclosures related to short-duration contracts. The guidance will require insurance entities to disclose for annual reporting periods information about the liability for unpaid claims and claim adjustment expenses. The guidance also requires insurance entities to disclose information about significant changes in methodologies and assumptions used to calculate the liability for unpaid claims and claim adjustment expenses, including reasons for the change and the effects on the financial statements. Additionally, the guidance requires insurance entities to disclose for annual and interim reporting periods a rollforward of the liability for unpaid claims and claim adjustment expenses. For health insurance claims, the guidance requires the disclosure of the total of incurred-but-not-reported liabilities plus expected development on reported claims included in the liability for unpaid claims and claim adjustment expenses. The guidance will be effective for the Company for annual periods beginning after December 15, 2015, and the interim periods within annual periods beginning after December 15, 2016. The Company is currently assessing the impact the guidance will have on its disclosures upon adoption. The adoption of this guidance will have no effect on our financial position or results of operations.

In January 2016, the FASB issued authoritative guidance related to the recognition and measurement of financial assets and financial liabilities which made targeted improvements to GAAP as follows:

(i) Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer.
(ii) Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value.
(iii) Eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet.
(iv) Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes.
(v) Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments.
(vi) Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements.
(vii) Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets.

An entity should apply this guidance by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption of the guidance. The guidance will be effective for the Company for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption of the guidance is not permitted; except that item (v) above is permitted to be adopted early as of the beginning of the fiscal year of adoption. The Company is currently assessing the impact the guidance will have upon adoption.

In February 2016, the FASB issued authoritative guidance related to accounting for leases, requiring lessees to report most leases on their balance sheets, regardless of whether the lease is classified as a finance lease or an operating lease. For lessees, the initial lease liability is equal to the present value of future lease payments, and a corresponding asset, adjusted for certain items, is also recorded. Expense recognition for lessees will remain similar to current accounting requirements for capital and operating leases. The accounting applied by a lessor is largely unchanged from that applied under previous GAAP. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The guidance will be effective for the Company for fiscal years beginning after

December 15, 2018, including interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact the guidance will have upon adoption.

In March 2016, the FASB issued authoritative guidance that clarifies the requirements for assessing whether contingent call (put) options that can accelerate the payment of principal on debt instruments are clearly and closely related to their debt hosts. An entity performing the assessment under this guidance is required to assess the embedded call (put) options solely in accordance with a four-step decision sequence. The guidance will be effective for the Company for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. The Company is currently assessing the impact the guidance will have upon adoption.

In March 2016, the FASB issued authoritative guidance related to several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities and classification on the statement of cash flows. The new guidance requires all income tax effects of stock-based compensation awards to be recognized in the income statement when the awards vest or are settled. The new guidance also allows an employer to withhold shares upon settlement of an award to satisfy the employer's tax withholding requirements up to the highest marginal tax rate applicable to employees, without resulting in liability classification of the award. Current guidance strictly limits the withholding to the employer's minimum statutory tax withholding requirement. The guidance will be effective for the Company for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Transition guidance varies between retrospective, modified retrospective and prospective depending on the specific change required. Early adoption is permitted. The Company is currently assessing the impact the guidance will have upon adoption.

In June 2016, the FASB issued authoritative guidance related to the measurement of credit losses on financial instruments. The new guidance replaces the incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to form credit loss estimates. The guidance will be effective for the Company for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. Early adoption is permitted as of the fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company is currently assessing the impact the guidance will have upon adoption.

In August 2016, the FASB issued authoritative guidance related to how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The guidance addresses eight specific cash flow issues including debt prepayment or debt extinguishment costs, proceeds from the settlement of corporate-owned life insurance policies, distributions received from equity method investees, and others. The guidance will be effective for the Company for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently assessing the impact the guidance will have upon adoption.

In October 2016, the FASB issued authoritative guidance to amend the consolidation guidance on how a reporting entity that is the single decision maker of a VIE should treat indirect interests in the entity held through related parties that are under common control with the reporting entity when determining whether it is the primary beneficiary of that VIE. The guidance will be effective for the Company for fiscal years beginning after December 15, 2016, including interim periods within those years. Early adoption is permitted. The Company is currently assessing the impact the guidance will have upon adoption.

Adopted Accounting Standards

In August 2014, the FASB issued authoritative guidance related to measuring the financial assets and the financial liabilities of a consolidated collateralized financing entity which provides a measurement alternative for an entity that consolidates collateralized financing entities. A collateralized financing entity is a VIE with no more than nominal equity that holds financial assets and issues beneficial interests in those financial assets; the beneficial interests have contractual recourse only to the related assets of the collateralized financing entity and are classified as financial liabilities. If elected, the alternative method results in the reporting entity measuring both the financial assets and the financial liabilities of the collateralized financing entity using the more observable of the two fair value measurements, which effectively removes measurement differences between the financial assets and the financial liabilities of the collateralized financing entity previously recorded as net income (loss) attributable to non-controlling and other beneficial interests and as an adjustment to appropriated retained earnings. The reporting entity continues to measure its own beneficial interests in the collateralized financing entity (other than those that represent compensation for services) at fair value. The guidance was effective for the Company for interim and annual periods beginning in 2016. A reporting entity may apply the guidance using a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the annual period of adoption. A reporting entity may also apply the guidance retrospectively to all relevant prior periods. The adoption of this guidance had no impact on our consolidated financial statements.

In February 2015, the FASB issued authoritative guidance which updates the analysis that a reporting entity must perform to determine whether it should consolidate certain legal entities. Such guidance: (i) modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities; (ii) eliminates the presumption that a general partner should consolidate a limited partnership; (iii) affects the consolidation analysis of reporting entities that are involved with VIEs, particularly those that have fee arrangements and related party relationships; and (iv) provides a scope exception from consolidation guidance for certain investment funds. The guidance was effective for the Company for interim and annual periods beginning in 2016. A reporting entity may apply the guidance using a modified retrospective approach by recording a cumulative-effect adjustment to equity as of the beginning of the annual period of adoption. A reporting entity may also apply the guidance retrospectively to all relevant prior periods. The adoption of this guidance did not have a material impact on our consolidated financial statements.

LITIGATION AND OTHER LEGAL PROCEEDINGS

Legal Proceedings

The Company and its subsidiaries are involved in various legal actions in the normal course of business, in which claims for compensatory and punitive damages are asserted, some for substantial amounts. We recognize an estimated loss from these loss contingencies when we believe it is probable that a loss has been incurred and the amount of the loss can be reasonably estimated. Some of the pending matters have been filed as purported class actions and some actions have been filed in certain jurisdictions that permit punitive damage awards that are disproportionate to the actual damages incurred. The amounts sought in certain of these actions are often large or indeterminate and the ultimate outcome of certain actions is difficult to predict. In the event of an adverse outcome in one or more of these matters, there is a possibility that the ultimate liability may be in excess of the liabilities we have established and could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, the resolution of pending or future litigation may involve modifications to the terms of outstanding insurance policies or could impact the timing and amount of rate increases, which could adversely affect the future profitability of the related insurance policies. Based upon information presently available, and in light of legal, factual and other defenses available to the Company and its subsidiaries, the Company does not believe that it is probable that the ultimate liability from either pending or threatened legal actions, after consideration of existing loss provisions, will have a material adverse effect on the Company's consolidated financial condition, operating results or cash flows. However, given the inherent difficulty in predicting the outcome of legal proceedings, there exists the possibility that such legal actions could have a material adverse effect on the Company's consolidated financial condition, operating results or cash flows.

In addition to the inherent difficulty of predicting litigation outcomes, particularly those that will be decided by a jury, some matters purport to seek substantial or an unspecified amount of damages for unsubstantiated conduct spanning several years based on complex legal theories and damages models. The alleged damages typically are indeterminate or not factually supported in the complaint, and, in any event, the Company's experience indicates that monetary demands for damages often bear little relation to the ultimate loss. In some cases, plaintiffs are seeking to certify classes in the litigation and class certification either has been denied or is pending and we have filed oppositions to class certification or sought to decertify a prior class certification. In addition, for many of these cases: (i) there is uncertainty as to the outcome of pending appeals or motions; (ii) there are significant factual issues to be resolved; and/or (iii) there are novel legal issues presented. Accordingly, the Company cannot reasonably estimate the possible loss or range of loss in excess of amounts accrued, if any, or predict the timing of the eventual resolution of these matters. The Company reviews these matters on an ongoing basis. When assessing reasonably possible and probable outcomes, the Company bases its assessment on the expected ultimate outcome following all appeals.

On September 29, 2016, BCLIC and Washington National commenced an arbitration proceeding seeking compensatory, consequential and punitive damages against BRe based upon BRe’s incurable material breaches of the long-term care reinsurance agreements, conversion, fraud, and breaches of fiduciary duties and the obligation to deal honestly and in good faith. In addition, on September 29, 2016, a complaint was filed by BCLIC and Washington National in the United States District Court for the Southern District of New York, Bankers Conseco Life Insurance Company and Washington National Insurance Company v. Moshe M. Feuer, Scott Taylor and David Levy, Case No. 16-cv-7646, alleging, among other claims, breach of fiduciary duty, aiding and abetting a breach of fiduciary duty, fraudulent misrepresentation/fraudulent concealment, aiding and abetting a fraud, and violation of the Racketeer Influenced and Corrupt Organizations Act. These allegations relate to the long-term care reinsurance agreements between BRe and BCLIC and Washington National, respectively, and emanate from the undisclosed relationships between and among the defendants (who were the principal owners and officers of BRe) and Platinum Partners, LP ("Platinum") and its affiliates. BCLIC and Washington National intend to vigorously pursue their claims for damages and other remedies in the arbitration and the litigation described above.

Regulatory Examinations and Fines

Insurance companies face significant risks related to regulatory investigations and actions. Regulatory investigations generally result from matters related to sales or underwriting practices, payment of contingent or other sales commissions, claim payments and procedures, product design, product disclosure, additional premium charges for premiums paid on a periodic basis, denial or delay of benefits, charging excessive or impermissible fees on products, procedures related to canceling policies, changing the way cost of insurance charges are calculated for certain life insurance products or recommending unsuitable products to customers. We are, in the ordinary course of our business, subject to various examinations, inquiries and information requests from state, federal and other authorities. The ultimate outcome of these regulatory actions (including the

Table of Contents

costs of complying with information requests and policy reviews) cannot be predicted with certainty. In the event of an unfavorable outcome in one or more of these matters, the ultimate liability may be in excess of liabilities we have established and we could suffer significant reputational harm as a result of these matters, which could also have a material adverse effect on our business, financial condition, results of operations or cash flows.

In August 2011, we were notified of an examination to be done on behalf of a number of states for the purpose of determining compliance with unclaimed property laws by the Company and its subsidiaries. Such examination has included inquiries related to the use of data available on the U.S. Social Security Administration's Death Master File to identify instances where benefits under life insurance policies, annuities and retained asset accounts are payable. We are continuing to provide information to the examiners in response to their requests. A total of 38 states and the District of Columbia are currently participating in this examination.

CONSOLIDATED STATEMENT OF CASH FLOWS

The following disclosures supplement our consolidated statement of cash flows.

The following reconciles net income (loss) to net cash from operating activities (dollars in millions):

	Nine months ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net income	$ 124.0	$ 133.4
Adjustments to reconcile net income to net cash from operating activities:		
Amortization and depreciation	199.1	213.3
Income taxes	43.0	70.7
Insurance liabilities	310.2	237.9
Accrual and amortization of investment income	(93.4)	(15.8)
Deferral of policy acquisition costs	(179.4)	(181.9)
Net realized investment (gains) losses	(23.3)	20.8
Transition expenses	—	9.0
Loss on reinsurance transaction	75.4	—
Cash and cash equivalents received upon recapture of reinsurance	73.6	—
Loss on extinguishment of debt	—	32.8
Other	52.3	15.1
Net cash from operating activities	$ 581.5	$ 535.3

Other non-cash items not reflected in the investing and financing activities sections of the consolidated statement of cash flows (dollars in millions):

	Nine months ended September 30,	
	2016	2015
Stock options, restricted stock and performance units	$ 18.9	$ 12.9
Market value of investments recaptured in connection with the termination of reinsurance agreements with BRe	431.1	—

INVESTMENTS IN VARIABLE INTEREST ENTITIES

We have concluded that we are the primary beneficiary with respect to certain VIEs, which are consolidated in our financial statements. In consolidating the VIEs, we consistently use the financial information most recently distributed to investors in the VIE.

All of the VIEs are collateralized loan trusts that were established to issue securities to finance the purchase of corporate loans and other permitted investments. The assets held by the trusts are legally isolated and not available to the Company. The liabilities of the VIEs are expected to be satisfied from the cash flows generated by the underlying loans held by the trusts, not from the assets of the Company. The Company has no financial obligation to the VIEs beyond its investment in each VIE.

Certain of our insurance subsidiaries are noteholders of the VIEs. Another subsidiary of the Company is the investment manager for the VIEs. As such, it has the power to direct the most significant activities of the VIEs which materially impacts the economic performance of the VIEs.

The following tables provide supplemental information about the assets and liabilities of the VIEs which have been consolidated in accordance with authoritative guidance (dollars in millions):

	September 30, 2016		
	VIEs	Eliminations	Net effect on consolidated balance sheet
Assets:			
Investments held by variable interest entities	$ 1,794.4	$ —	$ 1,794.4
Notes receivable of VIEs held by insurance subsidiaries	—	(194.2)	(194.2)
Cash and cash equivalents held by variable interest entities	147.7	—	147.7
Accrued investment income	3.8	(.1)	3.7
Income tax assets, net	9.5	(1.2)	8.3
Other assets	3.9	(3.0)	.9
Total assets	$ 1,959.3	$ (198.5)	$ 1,760.8
Liabilities:			
Other liabilities	$ 92.7	$ (6.8)	$ 85.9
Borrowings related to variable interest entities	1,690.2	—	1,690.2
Notes payable of VIEs held by insurance subsidiaries	193.9	(193.9)	—
Total liabilities	$ 1,976.8	$ (200.7)	$ 1,776.1

	December 31, 2015		
	VIEs	Eliminations	Net effect on consolidated balance sheet
Assets:			
Investments held by variable interest entities	$ 1,633.6	$ —	$ 1,633.6
Notes receivable of VIEs held by insurance subsidiaries	—	(204.3)	(204.3)
Cash and cash equivalents held by variable interest entities	364.4	—	364.4
Accrued investment income	3.3	—	3.3
Income tax assets, net	26.0	(1.9)	24.1
Other assets	1.4	(1.5)	(.1)
Total assets	$ 2,028.7	$ (207.7)	$ 1,821.0
Liabilities:			
Other liabilities	$ 196.6	$ (7.2)	$ 189.4
Borrowings related to variable interest entities	1,676.4	—	1,676.4
Notes payable of VIEs held by insurance subsidiaries	204.0	(204.0)	—
Total liabilities	$ 2,077.0	$ (211.2)	$ 1,865.8

The investment portfolios held by the VIEs are primarily comprised of commercial bank loans to corporate obligors which are almost entirely rated below-investment grade. At September 30, 2016 , such loans had an amortized cost of $1,788.2 million ; gross unrealized gains of $12.0 million ; gross unrealized losses of $5.8 million ; and an estimated fair value of $1,794.4 million .

The following table sets forth the amortized cost and estimated fair value of the investments held by the VIEs at September 30, 2016 , by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 2.2	$ 2.2
Due after one year through five years	976.4	977.3
Due after five years through ten years	809.6	814.9
Total	$ 1,788.2	$ 1,794.4

During the first nine months of 2016 , the VIEs recognized net realized investment losses of $13.3 million , which were comprised of $12.1 million of net losses from the sales of fixed maturities, and $1.2 million of writedowns of investments for other than temporary declines in fair value recognized through net income. During the first nine months of 2015 , the VIEs recognized net realized investment losses of $4.3 million , which were comprised of $.7 million of net losses from the sales of fixed maturities, and $3.6 million of writedowns of investments for other than temporary declines in fair value recognized through net income.

At September 30, 2016 , there was one investment held by the VIEs in default or considered nonperforming with an amortized cost and carrying value of $.7 million and $.7 million , respectively.

During the first nine months of 2016 , $186.6 million of investments held by the VIEs were sold which resulted in gross investment losses (before income taxes) of $20.3 million . During the first nine months of 2015 , $47.3 million of investments held by the VIEs were sold which resulted in gross investment losses (before income taxes) of $1.1 million .

At September 30, 2016 , the VIEs held: (i) investments with a fair value of $142.8 million and gross unrealized losses of $.7 million that had been in an unrealized loss position for less than twelve months; and (ii) investments with a fair value of $278.9 million and gross unrealized losses of $5.1 million that had been in an unrealized loss position for greater than twelve months.

At December 31, 2015 , the VIEs held: (i) investments with a fair value of $1,178.7 million and gross unrealized losses of $23.9 million that had been in an unrealized loss position for less than twelve months; and (ii) investments with a fair value of $294.3 million and gross unrealized losses of $22.3 million that had been in an unrealized loss position for greater than twelve months.

The investments held by the VIEs are evaluated for other-than-temporary declines in fair value in a manner that is consistent with the Company's fixed maturities, available for sale.

In addition, the Company, in the normal course of business, makes passive investments in structured securities issued by VIEs for which the Company is not the investment manager. These structured securities include asset-backed securities, collateralized debt obligations, commercial mortgage-backed securities, residential mortgage-backed securities and collateralized mortgage obligations. Our maximum exposure to loss on these securities is limited to our cost basis in the investment. We have determined that we are not the primary beneficiary of these structured securities due to the relative size of our investment in comparison to the total principal amount of the individual structured securities and the level of credit subordination which reduces our obligation to absorb gains or losses.

At September 30, 2016 , we held investments in various limited partnerships, in which we are not the primary beneficiary, totaling $272.2 million (classified as other invested assets). At September 30, 2016 , we had unfunded commitments to these partnerships of $234.7 million . Our maximum exposure to loss on these investments is limited to the amount of our investment.

FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date and, therefore, represents an exit price, not an entry price. We carry certain assets and liabilities at fair value on a recurring basis, including fixed maturities, equity securities, trading securities, investments held by VIEs, derivatives, separate account assets and embedded derivatives. We carry our company-owned life insurance policy, which is invested in a series of mutual funds, at its cash surrender value which approximates fair value. In addition, we disclose fair value for certain financial instruments, including mortgage loans, policy loans, cash and cash equivalents, insurance liabilities for interest-sensitive products, investment borrowings, notes payable and borrowings related to VIEs.

The degree of judgment utilized in measuring the fair value of financial instruments is largely dependent on the level to which pricing is based on observable inputs. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our view of market assumptions in the absence of observable market information. Financial instruments with readily available active quoted prices would be considered to have fair values based on the highest level of observable inputs, and little judgment would be utilized in measuring fair value. Financial instruments that rarely trade would often have fair value based on a lower level of observable inputs, and more judgment would be utilized in measuring fair value.

Valuation Hierarchy

There is a three-level hierarchy for valuing assets or liabilities at fair value based on whether inputs are observable or unobservable.

- Level 1 – includes assets and liabilities valued using inputs that are unadjusted quoted prices in active markets for identical assets or liabilities. Our Level 1 assets primarily include cash and cash equivalents and exchange traded securities.

- Level 2 – includes assets and liabilities valued using inputs that are quoted prices for similar assets in an active market, quoted prices for identical or similar assets in a market that is not active, observable inputs, or observable inputs that can be corroborated by market data. Level 2 assets and liabilities include those financial instruments that are valued by independent pricing services using models or other valuation methodologies. These models consider various inputs such as credit rating, maturity, corporate credit spreads, reported trades and other inputs that are observable or derived from observable information in the marketplace or are supported by transactions executed in the marketplace. Financial assets in this category primarily include: certain publicly registered and privately placed corporate fixed maturity securities; certain government or agency securities; certain mortgage and asset-backed securities; certain equity securities; most investments held by our consolidated VIEs; certain mutual fund investments; most short-term investments; and non-exchange-traded derivatives such as call options. Financial liabilities in this category include investment borrowings, notes payable and borrowings related to VIEs.

- Level 3 – includes assets and liabilities valued using unobservable inputs that are used in model-based valuations that contain management assumptions. Level 3 assets and liabilities include those financial instruments whose fair value is estimated based on broker/dealer quotes, pricing services or internally developed models or methodologies utilizing significant inputs not based on, or corroborated by, readily available market information. Financial assets in this category include certain corporate securities (primarily certain below-investment grade privately placed securities), certain structured securities, mortgage loans, and other less liquid securities. Financial liabilities in this category include our insurance liabilities for interest-sensitive products, which includes embedded derivatives (including embedded derivatives related to our fixed index annuity products and to a modified coinsurance arrangement) since their values include significant unobservable inputs including actuarial assumptions.

At each reporting date, we classify assets and liabilities into the three input levels based on the lowest level of input that is significant to the measurement of fair value for each asset and liability reported at fair value. This classification is impacted by a number of factors, including the type of financial instrument, whether the financial instrument is new to the market and not yet established, the characteristics specific to the transaction and overall market conditions. Our assessment of the significance of a particular input to the fair value measurement and the ultimate classification of each asset and liability requires judgment and is subject to change from period to period based on the observability of the valuation inputs. Any transfers between levels are reported as having occurred at the beginning of the period. There were no transfers between Level 1 and Level 2 in both the first nine months of 2016 and 2015 .

The vast majority of our fixed maturity and equity securities, including those held in trading portfolios and those held by consolidated VIEs, short-term and separate account assets use Level 2 inputs for the determination of fair value. These fair values are obtained primarily from independent pricing services, which use Level 2 inputs for the determination of fair value. Our Level 2 assets are valued as follows:

- Fixed maturities available for sale, equity securities and trading securities

    Corporate securities are generally priced using market and income approaches. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, issuer rating, benchmark yields, maturity, and credit spreads.

    U.S. Treasuries and obligations of U.S. Government corporations and agencies are generally priced using the market approach. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets and maturity.

    States and political subdivisions are generally priced using the market approach. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, new issuances and credit spreads.

    Asset-backed securities, collateralized debt obligations, commercial mortgage-backed securities, mortgage pass-through securities and collateralized mortgage obligations are generally priced using market and income approaches. Inputs generally consist of quoted prices in inactive markets, spreads on actively traded securities, expected prepayments, expected credit default rates, delinquencies, and issue specific information including, but not limited to, collateral type, seniority and vintage.

    Equity securities (primarily comprised of non-redeemable preferred stock) are generally priced using the market approach. Inputs generally consist of trades of identical or similar securities, quoted prices in inactive markets, issuer rating, benchmark yields, maturity, and credit spreads.

- Investments held by VIEs

    Corporate securities are generally priced using market and income approaches using pricing vendors. Inputs generally consist of issuer rating, benchmark yields, maturity, and credit spreads.

- Other invested assets - derivatives

    The fair value measurements for derivative instruments, including embedded derivatives requiring bifurcation, are determined based on the consideration of several inputs including closing exchange or over-the-counter market price quotes; time value and volatility factors underlying options; market interest rates; and non-performance risk.

Third party pricing services normally derive security prices through recently reported trades for identical or similar securities making adjustments through the reporting date based upon available market observable information. If there are no recently reported trades, the third party pricing services may use matrix or model processes to develop a security price where future cash flow expectations are discounted at an estimated risk-adjusted market rate. The number of prices obtained for a given security is dependent on the Company's analysis of such prices as further described below.

As the Company is responsible for the determination of fair value, we have control processes designed to ensure that the fair values received from third-party pricing sources are reasonable and the valuation techniques and assumptions used appear reasonable and consistent with prevailing market conditions. Additionally, when inputs are provided by third-party pricing sources, we have controls in place to review those inputs for reasonableness. As part of these controls, we perform monthly quantitative and qualitative analysis on the prices received from third parties to determine whether the prices are reasonable estimates of fair value. The Company's analysis includes: (i) a review of the methodology used by third party pricing services;

(ii) where available, a comparison of multiple pricing services' valuations for the same security; (iii) a review of month to month price fluctuations; (iv) a review to ensure valuations are not unreasonably dated; and (v) back testing to compare actual purchase and sale transactions with valuations received from third parties. As a result of such procedures, the Company may conclude the prices received from third parties are not reflective of current market conditions. In those instances, we may request additional pricing quotes or apply internally developed valuations. However, the number of such instances is insignificant and the aggregate change in value of such investments is not materially different from the original prices received.

The categorization of the fair value measurements of our investments priced by independent pricing services was based upon the Company's judgment of the inputs or methodologies used by the independent pricing services to value different asset classes. Such inputs include: benchmark yields, reported trades, broker dealer quotes, issuer spreads, benchmark securities, bids, offers and reference data. The Company categorizes such fair value measurements based upon asset classes and the underlying observable or unobservable inputs used to value such investments.

For securities that are not priced by pricing services and may not be reliably priced using pricing models, we obtain broker quotes. These broker quotes are non-binding and represent an exit price, but assumptions used to establish the fair value may not be observable and therefore represent Level 3 inputs. Approximately 42 percent of our Level 3 fixed maturity securities were valued using unadjusted broker quotes or broker-provided valuation inputs. The remaining Level 3 fixed maturity investments do not have readily determinable market prices and/or observable inputs. For these securities, we use internally developed valuations. Key assumptions used to determine fair value for these securities may include risk premiums, projected performance of underlying collateral and other factors involving significant assumptions which may not be reflective of an active market. For certain investments, we use a matrix or model process to develop a security price where future cash flow expectations are discounted at an estimated market rate. The pricing matrix incorporates term interest rates as well as a spread level based on the issuer's credit rating, other factors relating to the issuer, and the security's maturity. In some instances issuer-specific spread adjustments, which can be positive or negative, are made based upon internal analysis of security specifics such as liquidity, deal size, and time to maturity.

For certain embedded derivatives, we use actuarial assumptions in the determination of fair value which we consider to be Level 3 inputs.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

The categorization of fair value measurements, by input level, for our financial instruments carried at fair value on a recurring basis at September 30, 2016 is as follows (dollars in millions):

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Fixed maturities, available for sale:				
Corporate securities	$ —	$ 13,588.6	$ 288.5	$ 13,877.1
United States Treasury securities and obligations of United States government corporations and agencies	—	286.7	—	286.7
States and political subdivisions	—	2,084.1	—	2,084.1
Debt securities issued by foreign governments	—	24.4	4.1	28.5
Asset-backed securities	—	2,664.3	56.5	2,720.8
Collateralized debt obligations	—	175.2	2.5	177.7
Commercial mortgage-backed securities	—	1,547.1	32.4	1,579.5
Mortgage pass-through securities	—	2.7	—	2.7
Collateralized mortgage obligations	—	1,053.1	12.0	1,065.1
Total fixed maturities, available for sale	—	21,426.2	396.0	21,822.2
Equity securities - corporate securities	126.9	180.5	23.9	331.3
Trading securities:				
Corporate securities	—	18.7	—	18.7
United States Treasury securities and obligations of United States government corporations and agencies	—	.5	—	.5
Asset-backed securities	—	66.8	—	66.8
Collateralized debt obligations	—	2.3	—	2.3
Commercial mortgage-backed securities	—	142.0	8.3	150.3
Collateralized mortgage obligations	—	64.1	—	64.1
Equity securities	4.5	—	—	4.5
Total trading securities	4.5	294.4	8.3	307.2
Investments held by variable interest entities - corporate securities	—	1,794.4	—	1,794.4
Other invested assets - derivatives	—	84.7	—	84.7
Assets held in separate accounts	—	4.7	—	4.7
Total assets carried at fair value by category	$ 131.4	$ 23,784.9	$ 428.2	$ 24,344.5
Liabilities:				
Future policy benefits - embedded derivatives associated with fixed index annuity products	$ —	$ —	$ 1,145.7	$ 1,145.7

The categorization of fair value measurements, by input level, for our financial instruments carried at fair value on a recurring basis at December 31, 2015 is as follows (dollars in millions):

	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Fixed maturities, available for sale:				
Corporate securities	$ —	$ 12,698.1	$ 170.4	$ 12,868.5
United States Treasury securities and obligations of United States government corporations and agencies	—	194.5	—	194.5
States and political subdivisions	—	2,104.2	—	2,104.2
Debt securities issued by foreign governments	—	20.7	—	20.7
Asset-backed securities	—	1,816.3	35.9	1,852.2
Collateralized debt obligations	—	186.7	—	186.7
Commercial mortgage-backed securities	—	1,604.2	1.1	1,605.3
Mortgage pass-through securities	—	3.3	.1	3.4
Collateralized mortgage obligations	—	1,047.4	—	1,047.4
Total fixed maturities, available for sale	—	19,675.4	207.5	19,882.9
Equity securities - corporate securities	254.9	176.1	32.0	463.0
Trading securities:				
Corporate securities	—	21.5	—	21.5
United States Treasury securities and obligations of United States government corporations and agencies	—	1.9	—	1.9
Asset-backed securities	—	35.5	—	35.5
Collateralized debt obligations	—	2.1	—	2.1
Commercial mortgage-backed securities	—	118.1	39.9	158.0
Collateralized mortgage obligations	—	38.2	—	38.2
Equity securities	4.9	—	—	4.9
Total trading securities	4.9	217.3	39.9	262.1
Investments held by variable interest entities - corporate securities	—	1,633.6	—	1,633.6
Other invested assets - derivatives	1.6	41.0	—	42.6
Assets held in separate accounts	—	4.7	—	4.7
Total assets carried at fair value by category	$ 261.4	$ 21,748.1	$ 279.4	$ 22,288.9
Liabilities:				
Future policy benefits - embedded derivatives associated with fixed index annuity products	$ —	$ —	$ 1,057.1	$ 1,057.1

For those financial instruments disclosed at fair value, we use the following methods and assumptions to determine the estimated fair values:

Mortgage loans and policy loans. We discount future expected cash flows based on interest rates currently being offered for similar loans with similar risk characteristics. We aggregate loans with similar characteristics in our calculations. The fair value of policy loans approximates their carrying value.

Company-owned life insurance is backed by a series of mutual funds and is carried at cash surrender value which approximates estimated fair value.

Cash and cash equivalents include commercial paper, invested cash and other investments purchased with original maturities of less than three months. We carry them at amortized cost, which approximates estimated fair value.

Liabilities for policyholder account balances. The estimated fair value of insurance liabilities for policyholder account balances was approximately equal to its carrying value as interest rates credited on the vast majority of account balances approximate current rates paid on similar products and because these rates are not generally guaranteed beyond one year.

Investment borrowings, notes payable and borrowings related to variable interest entities. For publicly traded debt, we use current fair values. For other notes, we use discounted cash flow analyses based on our current incremental borrowing rates for similar types of borrowing arrangements.

The fair value measurements for our financial instruments disclosed at fair value on a recurring basis are as follows (dollars in millions):

	September 30, 2016				
	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total estimated fair value	Total carrying amount
Assets:					
Mortgage loans	$ —	$ —	$ 1,867.3	$ 1,867.3	$ 1,749.5
Policy loans	—	—	110.8	110.8	110.8
Other invested assets:					
Company-owned life insurance	—	165.5	—	165.5	165.5
Cash and cash equivalents:					
Unrestricted	631.1	74.9	—	706.0	706.0
Held by variable interest entities	147.7	—	—	147.7	147.7
Liabilities:					
Policyholder account balances	—	—	10,817.2	10,817.2	10,817.2
Investment borrowings	—	1,654.1	—	1,654.1	1,647.6
Borrowings related to variable interest entities	—	1,732.2	—	1,732.2	1,690.2
Notes payable – direct corporate obligations	—	934.8	—	934.8	912.5

	December 31, 2015				
	Quoted prices in active markets for identical assets or liabilities (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total estimated fair value	Total carrying amount
Assets:					
Mortgage loans	$ —	$ —	$ 1,772.4	$ 1,772.4	$ 1,721.0
Policy loans	—	—	109.4	109.4	109.4
Other invested assets:					
Company-owned life insurance	—	158.1	—	158.1	158.1
Cash and cash equivalents:					
Unrestricted	432.3	—	—	432.3	432.3
Held by variable interest entities	364.4	—	—	364.4	364.4
Liabilities:					
Policyholder account balances	—	—	10,762.3	10,762.3	10,762.3
Investment borrowings	—	1,549.8	—	1,549.8	1,548.1
Borrowings related to variable interest entities	—	1,673.6	—	1,673.6	1,676.4
Notes payable – direct corporate obligations	—	937.8	—	937.8	911.1

The following table presents additional information about assets and liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the three months ended September 30, 2016 (dollars in millions):

	September 30, 2016							
	Beginning balance as of June 30, 2016	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of September 30, 2016	Amount of total gains (losses) for the three months ended September 30, 2016 included in our net income relating to assets and liabilities still held as of the reporting date
Assets:								
Fixed maturities, available for sale:								
Corporate securities	$ 174.6	$ 118.8	$ —	$ (4.9)	$ —	$ —	$ 288.5	$ —
Debt securities issued by foreign governments	4.1	—	—	—	—	—	4.1	—
Asset-backed securities	39.1	5.7	—	2.1	24.6	(15.0)	56.5	—
Collateralized debt obligations	—	2.5	—	—	—	—	2.5	—
Commercial mortgage-backed securities	1.1	17.0	—	(.1)	14.4	—	32.4	—
Collateralized mortgage obligations	—	12.0	—	—	—	—	12.0	—
Total fixed maturities, available for sale	218.9	156.0	—	(2.9)	39.0	(15.0)	396.0	—
Equity securities - corporate securities	21.4	3.3	—	(.8)	—	—	23.9	—
Trading securities - commercial mortgage-backed securities	—	—	—	(1.7)	10.0	—	8.3	(1.7)
Liabilities:								
Future policy benefits - embedded derivatives associated with fixed index annuity products	(1,127.0)	(37.0)	18.3	—	—	—	(1,145.7)	18.3

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities and changes to embedded derivative instruments related to insurance products resulting from the issuance of new contracts, or changes to existing contracts. In addition, such activity includes the investments received upon the recapture of reinsurance agreements with BRe on September 29, 2016. The following summarizes such activity for the three months ended September 30, 2016 (dollars in millions):

	Purchases	Received in reinsurance recapture	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:						
Fixed maturities, available for sale:						
Corporate securities	$ 1.1	$ 118.6	$ (.9)	$ —	$ —	$ 118.8
Asset-backed securities	7.0	—	(1.3)	—	—	5.7
Collateralized debt obligations	2.5	—	—	—	—	2.5
Commercial mortgage-backed securities	17.0	—	—	—	—	17.0
Collateralized mortgage obligations	—	12.0	—	—	—	12.0
Total fixed maturities, available for sale	27.6	130.6	(2.2)	—	—	156.0
Equity securities - corporate securities	1.1	2.2	—	—	—	3.3
Liabilities:						
Future policy benefits - embedded derivatives associated with fixed index annuity products	(38.5)	—	3.1	(14.6)	13.0	(37.0)

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
(unaudited)

The following table presents additional information about assets and liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the nine months ended September 30, 2016 (dollars in millions):

	September 30, 2016							
	Beginning balance as of December 31, 2015	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of September 30, 2016	Amount of total gains (losses) for the nine months ended September 30, 2016 included in our net income relating to assets and liabilities still held as of the reporting date
Assets:								
Fixed maturities, available for sale:								
Corporate securities	$ 170.4	$ 104.4	$ (7.0)	$ 7.4	$ 20.3	$ (7.0)	$ 288.5	$ (5.6)
Debt securities issued by foreign governments	—	4.0	—	.1	—	—	4.1	—
Asset-backed securities	35.9	1.7	—	4.0	28.6	(13.7)	56.5	—
Collateralized debt obligations	—	2.5	—	—	—	—	2.5	—
Commercial mortgage-backed securities	1.1	17.0	—	.4	13.9	—	32.4	—
Mortgage pass-through securities	.1	(.1)	—	—	—	—	—	—
Collateralized mortgage obligations	—	12.0	—	—	—	—	12.0	—
Total fixed maturities, available for sale	207.5	141.5	(7.0)	11.9	62.8	(20.7)	396.0	(5.6)
Equity securities - corporate securities	32.0	5.5	(12.8)	(.8)	—	—	23.9	(12.8)
Trading securities - commercial mortgage-backed securities	39.9	—	—	(1.4)	—	(30.2)	8.3	(1.4)
Liabilities:								
Future policy benefits - embedded derivatives associated with fixed index annuity products	(1,057.1)	(55.3)	(33.3)	—	—	—	(1,145.7)	(33.3)

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.
(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities and changes to embedded derivative instruments related to insurance products resulting from the issuance of new contracts, or changes to existing contracts. In addition, such activity includes the investments received upon the recapture of reinsurance agreements with BRe on September 29, 2016. The following summarizes such activity for the nine months ended September 30, 2016 (dollars in millions):

	Purchases	Received in reinsurance recapture	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:						
Fixed maturities, available for sale:						
Corporate securities	$ 1.1	$ 118.6	$ (15.3)	$ —	$ —	$ 104.4
Debt securities issued by foreign governments	4.0	—	—	—	—	4.0
Asset-backed securities	7.0	—	(5.3)	—	—	1.7
Collateralized debt obligations	2.5	—	—	—	—	2.5
Commercial mortgage-backed securities	17.0	—	—	—	—	17.0
Mortgage pass-through securities	—	—	(.1)	—	—	(.1)
Collateralized mortgage obligations	—	12.0	—	—	—	12.0
Total fixed maturities, available for sale	31.6	130.6	(20.7)	—	—	141.5
Equity securities - corporate securities	3.3	2.2	—	—	—	5.5
Liabilities:						
Future policy benefits - embedded derivatives associated with fixed index annuity products	(101.9)	—	19.2	(17.5)	44.9	(55.3)

The following table presents additional information about assets and liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the three months ended September 30, 2015 (dollars in millions):

	September 30, 2015							
	Beginning balance as of June 30, 2015	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of September 30, 2015	Amount of total gains (losses) for the three months ended September 30, 2015 included in our net income relating to assets and liabilities still held as of the reporting date
Assets:								
Fixed maturities, available for sale:								
Corporate securities	$ 133.7	$ 4.6	$ —	$ (3.8)	$ 11.8	$ —	$ 146.3	$ —
Asset-backed securities	53.3	10.4	—	.2	—	(23.9)	40.0	—
Commercial mortgage-backed securities	1.2	14.6	—	(.2)	—	—	15.6	—
Mortgage pass-through securities	.2	(.1)	—	—	—	—	.1	—
Total fixed maturities, available for sale	188.4	29.5	—	(3.8)	11.8	(23.9)	202.0	—
Equity securities - corporate securities	29.9	1.0	—	—	—	—	30.9	—
Trading securities - commercial mortgage-backed securities	39.9	—	—	(.6)	—	(9.2)	30.1	(.6)
Liabilities:								
Future policy benefits - embedded derivatives associated with fixed index annuity products	(1,074.0)	16.1	(21.2)	—	—	—	(1,079.1)	(21.2)

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities and changes to embedded derivative instruments related to insurance products resulting from the issuance of new contracts, or changes to existing contracts. The following summarizes such activity for the three months ended September 30, 2015 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 6.0	$ (1.4)	$ —	$ —	$ 4.6
Asset-backed securities	11.0	(.6)	—	—	10.4
Commercial mortgage-backed securities	14.6	—	—	—	14.6
Mortgage pass-through securities	—	(.1)	—	—	(.1)
Total fixed maturities, available for sale	31.6	(2.1)	—	—	29.5
Equity securities - corporate securities	1.0	—	—	—	1.0
Liabilities:					
Future policy benefits - embedded derivatives associated with fixed index annuity products	(38.0)	39.0	—	15.1	16.1

The following table presents additional information about assets and liabilities measured at fair value on a recurring basis and for which we have utilized significant unobservable (Level 3) inputs to determine fair value for the nine months ended September 30, 2015 (dollars in millions):

	September 30, 2015							
	Beginning balance as of December 31, 2014	Purchases, sales, issuances and settlements, net (b)	Total realized and unrealized gains (losses) included in net income	Total realized and unrealized gains (losses) included in accumulated other comprehensive income (loss)	Transfers into Level 3 (a)	Transfers out of Level 3 (a)	Ending balance as of September 30, 2015	Amount of total gains (losses) for the nine months ended September 30, 2015 included in our net income relating to assets and liabilities still held as of the reporting date
Assets:								
Fixed maturities, available for sale:								
Corporate securities	$ 365.9	$ (21.7)	$ (2.2)	$ (10.0)	$ 21.0	$ (206.7)	$ 146.3	$ —
States and political subdivisions	35.5	—	—	—	—	(35.5)	—	—
Asset-backed securities	59.2	10.0	—	(.6)	—	(28.6)	40.0	—
Commercial mortgage-backed securities	1.2	14.5	—	(.1)	—	—	15.6	—
Mortgage pass-through securities	.4	(.3)	—	—	—	—	.1	—
Total fixed maturities, available for sale	462.2	2.5	(2.2)	(10.7)	21.0	(270.8)	202.0	—
Equity securities - corporate securities	28.0	2.9	—	—	—	—	30.9	—
Trading securities - commercial mortgage-backed securities	28.6	—	—	1.5	—	—	30.1	1.5
Liabilities:								
Future policy benefits - embedded derivatives associated with fixed index annuity products	(1,081.5)	6.1	(3.7)	—	—	—	(1,079.1)	(3.7)

(a) Transfers into Level 3 are the result of unobservable inputs utilized within valuation methodologies for assets that were previously valued using observable inputs. Transfers out of Level 3 are due to the use of observable inputs in valuation methodologies as well as the utilization of pricing service information for certain assets that the Company is able to validate.

(b) Purchases, sales, issuances and settlements, net, represent the activity that occurred during the period that results in a change of the asset or liability but does not represent changes in fair value for the instruments held at the beginning of the period. Such activity primarily consists of purchases and sales of fixed maturity and equity securities and changes to embedded derivative instruments related to insurance products resulting from the issuance of new contracts, or changes to existing contracts. The following summarizes such activity for the nine months ended September 30, 2015 (dollars in millions):

	Purchases	Sales	Issuances	Settlements	Purchases, sales, issuances and settlements, net
Assets:					
Fixed maturities, available for sale:					
Corporate securities	$ 6.1	$ (27.8)	$ —	$ —	$ (21.7)
Asset-backed securities	11.0	(1.0)	—	—	10.0
Commercial mortgage-backed securities	14.5	—	—	—	14.5
Mortgage pass-through securities	—	(.3)	—	—	(.3)
Total fixed maturities, available for sale	31.6	(29.1)	—	—	2.5
Equity securities - corporate securities	2.9	—	—	—	2.9
Liabilities:					
Future policy benefits - embedded derivatives associated with fixed index annuity products	(101.4)	61.4	(2.3)	48.4	6.1

At September 30, 2016 , 42 percent of our Level 3 fixed maturities, available for sale, were investment grade and 73 percent of our Level 3 fixed maturities, available for sale, consisted of corporate securities.

Realized and unrealized investment gains and losses presented in the preceding tables represent gains and losses during the time the applicable financial instruments were classified as Level 3.

Realized and unrealized gains (losses) on Level 3 assets are primarily reported in either net investment income for policyholder and other special-purpose portfolios, net realized investment gains (losses) or insurance policy benefits within the consolidated statement of operations or accumulated other comprehensive income within shareholders' equity based on the appropriate accounting treatment for the instrument.

The amount presented for gains (losses) included in our net loss for assets and liabilities still held as of the reporting date primarily represents impairments for fixed maturities, available for sale, changes in fair value of trading securities and certain derivatives and changes in fair value of embedded derivative instruments included in liabilities for insurance products that exist as of the reporting date.

The following table provides additional information about the significant unobservable (Level 3) inputs developed internally by the Company to determine fair value for certain assets and liabilities carried at fair value at September 30, 2016 (dollars in millions):

	Fair value at September 30, 2016	Valuation techniques	Unobservable inputs	Range (weighted average)
Assets:				
Corporate securities (a)	$ 201.1	Discounted cash flow analysis	Discount margins	2.50% - 13.00% (4.51%)
Asset-backed securities (b)	26.1	Discounted cash flow analysis	Discount margins	2.23% - 3.70% (2.90%)
Equity securities (c)	23.9	Market multiple	Projected cash flows	0.4% - 6.2% (5.9%)
Other assets categorized as Level 3 (d)	177.1	Unadjusted third-party price source	Not applicable	Not applicable
Total	428.2			
Liabilities:				
Future policy benefits (e)	1,145.7	Discounted projected embedded derivatives	Projected portfolio yields	5.15% - 5.61% (5.42%)
			Discount rates	0.00% - 2.48% (1.26%)
			Surrender rates	1.67% - 46.56% (14.09%)

(a) Corporate securities - The significant unobservable input used in the fair value measurement of our corporate securities is discount margin added to a riskless market yield. Significant increases (decreases) in discount margin in isolation would result in a significantly lower (higher) fair value measurement.
(b) Asset-backed securities - The significant unobservable input used in the fair value measurement of these asset-backed securities is discount margin added to a riskless market yield. Significant increases (decreases) in discount margin in isolation would result in a significantly lower (higher) fair value measurement.
(c) Equity securities - The significant unobservable input used in the fair value measurement of these equity securities is projected cash flows. Generally, increases (decreases) in the projected cash flows would result in higher (lower) fair value measurements.
(d) Other assets categorized as Level 3 - For these assets, there were no adjustments to quoted market prices obtained from third-party pricing sources.
(e) Future policy benefits - The significant unobservable inputs used in the fair value measurement of our embedded derivatives associated with fixed index annuity products are projected portfolio yields, discount rates and surrender rates. Increases (decreases) in projected portfolio yields in isolation would lead to a higher (lower) fair value measurement. The discount rate is based on the Treasury rate adjusted by a margin. Increases (decreases) in the discount rates would lead to a lower (higher) fair value measurement. Assumed surrender rates are used to project how long the contracts remain in force. Generally, the longer the contracts are assumed to be in force the higher the fair value of the embedded derivative.

The following table provides additional information about the significant unobservable (Level 3) inputs developed internally by the Company to determine fair value for certain assets and liabilities carried at fair value at December 31, 2015 (dollars in millions):

	Fair value at December 31, 2015	Valuation techniques	Unobservable inputs	Range (weighted average)
Assets:				
Corporate securities (a)	$ 76.9	Discounted cash flow analysis	Discount margins	1.65% - 9.74% (5.35%)
Asset-backed securities (b)	22.2	Discounted cash flow analysis	Discount margins	2.83% - 4.45% (3.50%)
Equity security (c)	32.0	Market approach	Projected cash flows	Not applicable
Other assets categorized as Level 3 (d)	148.3	Unadjusted third-party price source	Not applicable	Not applicable
Total	279.4			
Liabilities:				
Future policy benefits (e)	1,057.1	Discounted projected embedded derivatives	Projected portfolio yields	5.15% - 5.61% (5.42%)
			Discount rates	0.00% - 3.18% (1.94%)
			Surrender rates	1.67% - 46.56% (14.09%)

(a) Corporate securities - The significant unobservable input used in the fair value measurement of our corporate securities is discount margin added to a riskless market yield. Significant increases (decreases) in discount margin in isolation would result in a significantly lower (higher) fair value measurement.
(b) Asset-backed securities - The significant unobservable input used in the fair value measurement of these asset-backed securities is discount margin added to a riskless market yield. Significant increases (decreases) in discount margin in isolation would result in a significantly lower (higher) fair value measurement.
(c) Equity security - This equity security represents an investment in a company that is constructing a manufacturing facility. The significant unobservable input is the cash flows that will be generated upon completion of the manufacturing facility. Given the nature of this investment, the best current indicator of value is the cost basis of the investment, which we believe approximates market value.
(d) Other assets categorized as Level 3 - For these assets, there were no adjustments to quoted market prices obtained from third-party pricing sources.
(e) Future policy benefits - The significant unobservable inputs used in the fair value measurement of our embedded derivatives associated with fixed index annuity products are projected portfolio yields, discount rates and surrender rates. Increases (decreases) in projected portfolio yields in isolation would lead to a higher (lower) fair value measurement. The discount rate is based on the Treasury rate adjusted by a margin. Increases (decreases) in the discount rates would lead to a lower (higher) fair value measurement. Assumed surrender rates are used to project how long the contracts remain in force. Generally, the longer the contracts are assumed to be in force the higher the fair value of the embedded derivative.

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

In this section, we review the consolidated financial condition of CNO at September 30, 2016 , and its consolidated results of operations for the nine months ended September 30, 2016 and 2015 , and, where appropriate, factors that may affect future financial performance. Please read this discussion in conjunction with the accompanying consolidated financial statements and notes.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Our statements, trend analyses and other information contained in this report and elsewhere (such as in filings by CNO with the SEC, press releases, presentations by CNO or its management or oral statements) relative to markets for CNO's products and trends in CNO's operations or financial results, as well as other statements, contain forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by the use of terms such as "anticipate," "believe," "plan," "estimate," "expect," "project," "intend," "may," "will," "would," "contemplate," "possible," "attempt," "seek," "should," "could," "goal," "target," "on track," "comfortable with," "optimistic," "guidance," "outlook" and similar words, although some forward-looking statements are expressed differently. You should consider statements that contain these words carefully because they describe our expectations, plans, strategies and goals and our beliefs concerning future business conditions, our results of operations, financial position, and our business outlook or they state other "forward-looking" information based on currently available information. The "Risk Factors" section of our 2015 Annual Report on Form 10-K and the changes set forth in the Risk Factors section of this Form 10-Q provide examples of risks, uncertainties and events that could cause our actual results to differ materially from the expectations expressed in our forward-looking statements. Assumptions and other important factors that could cause our actual results to differ materially from those anticipated in our forward-looking statements include, among other things:

- changes in or sustained low interest rates causing reductions in investment income, the margins of our fixed annuity and life insurance businesses, and sales of, and demand for, our products;
- expectations of lower future investment earnings may cause us to accelerate amortization, write down the balance of insurance acquisition costs or establish additional liabilities for insurance products;
- general economic, market and political conditions, including the performance of the financial markets which may affect the value of our investments as well as our ability to raise capital or refinance existing indebtedness and the cost of doing so;
- the ultimate outcome of lawsuits filed against us and other legal and regulatory proceedings to which we are subject;
- our ability to make anticipated changes to certain non-guaranteed elements of our life insurance products;
- our ability to obtain adequate and timely rate increases on our health products, including our long-term care business;
- the receipt of any required regulatory approvals for dividend and surplus debenture interest payments from our insurance subsidiaries;
- mortality, morbidity, the increased cost and usage of health care services, persistency, the adequacy of our previous reserve estimates and other factors which may affect the profitability of our insurance products;
- changes in our assumptions related to deferred acquisition costs or the present value of future profits;
- the recoverability of our deferred tax assets and the effect of potential ownership changes and tax rate changes on their value;
- our assumption that the positions we take on our tax return filings will not be successfully challenged by the IRS;

- changes in accounting principles and the interpretation thereof;
- our ability to continue to satisfy the financial ratio and balance requirements and other covenants of our debt agreements;
- our ability to achieve anticipated expense reductions and levels of operational efficiencies including improvements in claims adjudication and continued automation and rationalization of operating systems;
- performance and valuation of our investments, including the impact of realized losses (including other-than-temporary impairment charges);
- our ability to identify products and markets in which we can compete effectively against competitors with greater market share, higher ratings, greater financial resources and stronger brand recognition;
- our ability to generate sufficient liquidity to meet our debt service obligations and other cash needs;
- our ability to maintain effective controls over financial reporting;
- our ability to continue to recruit and retain productive agents and distribution partners;
- customer response to new products, distribution channels and marketing initiatives;
- our ability to achieve additional upgrades of the financial strength ratings of CNO and our insurance company subsidiaries as well as the impact of our ratings on our business, our ability to access capital, and the cost of capital;
- regulatory changes or actions, including those relating to regulation of the financial affairs of our insurance companies, such as the payment of dividends and surplus debenture interest to us, regulation of the sale, underwriting and pricing of products, and health care regulation affecting health insurance products;
- changes in the Federal income tax laws and regulations which may affect or eliminate the relative tax advantages of some of our products or affect the value of our deferred tax assets;
- availability and effectiveness of reinsurance arrangements, as well as the impact of any defaults or failure of reinsurers to perform;
- the performance of third party service providers and potential difficulties arising from outsourcing arrangements;
- the growth rate of sales, collected premiums, annuity deposits and assets;
- interruption in telecommunication, information technology or other operational systems or failure to maintain the security, confidentiality or privacy of sensitive data on such systems;
- events of terrorism, cyber attacks, natural disasters or other catastrophic events, including losses from a disease pandemic;
- ineffectiveness of risk management policies and procedures in identifying, monitoring and managing risks; and
- the risk factors or uncertainties listed from time to time in our filings with the SEC.

Other factors and assumptions not identified above are also relevant to the forward-looking statements, and if they prove incorrect, could also cause actual results to differ materially from those projected.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by the foregoing cautionary statement. Our forward-looking statements speak only as of the date made. We assume no obligation to update or to publicly announce the results of any revisions to any of the forward-looking statements to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements.

The reporting of risk-based capital ("RBC") measures is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.

OVERVIEW

We are a holding company for a group of insurance companies operating throughout the United States that develop, market and administer health insurance, annuity, individual life insurance and other insurance products. We focus on serving the senior and middle-income markets, which we believe are attractive, underserved, high growth markets. We sell our products through three distribution channels: career agents, independent producers (some of whom sell one or more of our product lines exclusively) and direct marketing.

The Company’s insurance segments are described below:

- ***Bankers Life,*** which markets and distributes Medicare supplement insurance, interest-sensitive life insurance, traditional life insurance, fixed annuities and long-term care insurance products to the middle-income senior market through a dedicated field force of career agents, financial and investment advisors, and sales managers supported by a network of community-based sales offices. The Bankers Life segment includes primarily the business of Bankers Life. Bankers Life also has various distribution and marketing agreements with other insurance companies to use Bankers Life's career agents to distribute Medicare Advantage and prescription drug plans ("PDP") products in exchange for a fee.

- ***Washington National,*** which markets and distributes supplemental health (including specified disease, accident and hospital indemnity insurance products) and life insurance to middle-income consumers at home and at the worksite. These products are marketed through Performance Matters Associates, Inc. ("PMA") and through independent marketing organizations and insurance agencies including worksite marketing. The products being marketed are underwritten by Washington National. This segment's business also includes certain closed blocks of annuities and Medicare supplement policies which are no longer being actively marketed by this segment and were primarily issued or acquired by Washington National.

- ***Colonial Penn*** , which markets primarily graded benefit and simplified issue life insurance directly to customers in the senior middle-income market through television advertising, direct mail, the internet and telemarketing. The Colonial Penn segment includes primarily the business of Colonial Penn.

In the fourth quarter of 2016, we will begin reporting the long-term care block recaptured from BRe as an additional business segment.

The following summarizes our earnings for the three and nine months ending September 30, 2016 and 2015 (dollars in millions, except per share data):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Adjusted EBIT (a non-GAAP measure) (a):				
Bankers Life	$ 88.1	$ 79.8	$ 259.0	$ 248.4
Washington National	25.2	30.6	73.0	79.2
Colonial Penn	.9	.6	(2.9)	(1.1)
Adjusted EBIT from business segments	114.2	111.0	329.1	326.5
Corporate operations, excluding corporate interest expense	(4.4)	(11.9)	(19.5)	(18.2)
Adjusted EBIT	109.8	99.1	309.6	308.3
Corporate interest expense	(11.5)	(11.3)	(34.3)	(33.7)
Operating earnings before taxes	98.3	87.8	275.3	274.6
Tax expense on operating income	34.0	31.0	97.7	96.9
Net operating income (a)	64.3	56.8	177.6	177.7
Net realized investment gains (losses) (net of related amortization)	11.4	(19.0)	22.4	(20.3)
Fair value changes in embedded derivative liabilities (net of related amortization)	9.4	(15.7)	(36.6)	(2.7)
Fair value changes and amendment related to agent deferred compensation plan	6.3	—	(12.0)	—
Loss on reinsurance transaction	(75.4)	—	(75.4)	—
Loss on extinguishment of debt	—	—	—	(32.8)
Other	(.7)	(.7)	(1.2)	(11.4)
Non-operating loss before taxes	(49.0)	(35.4)	(102.8)	(67.2)
Income tax expense (benefit):				
On non-operating income (loss)	(17.1)	(12.4)	(36.0)	(22.9)
Valuation allowance for deferred tax assets and other tax items	13.8	—	(13.2)	—
Net non-operating income (loss)	(45.7)	(23.0)	(53.6)	(44.3)
Net income	$ 18.6	$ 33.8	$ 124.0	$ 133.4
Per diluted share:				
Net operating income	$ .37	$ .30	$ .99	$ .90
Net realized investment gains (losses) (net of related amortization and taxes)	.04	(.07)	.08	(.06)
Fair value changes in embedded derivative liabilities (net of related amortization and taxes)	.04	(.05)	(.13)	(.01)
Fair value changes and amendment related to agent deferred compensation plan (net of taxes)	.02	—	(.05)	—
Loss on reinsurance transaction (net of taxes)	(.28)	—	(.27)	—
Loss on extinguishment of debt (net of taxes)	—	—	—	(.11)
Valuation allowance for deferred tax assets and other tax items	(.08)	—	.07	—
Other	—	—	—	(.04)
Net income	$ .11	$ .18	$ .69	$ .68

(a) Management believes that an adjusted analysis of net operating income provides a clearer comparison of the operating results of the Company from period to period because it excludes: (i) net realized investment gains or losses, net of related amortization; (ii) fair value changes due to fluctuations in the interest rates used to discount embedded derivative liabilities related to our fixed index annuities, net of related amortization; (iii) fair value changes and amendment related to the agent deferred compensation plan; (iv) loss on reinsurance transaction; (v) loss on extinguishment of debt; and (vi) other non-operating items consisting primarily of equity in earnings of certain non-strategic investments and earnings attributable to variable interest entities . Net realized investment gains or losses include: (i) gains or losses on the sales of investments; (ii) other-than-temporary impairments recognized through net income; and (iii) changes in fair value of certain fixed maturity investments with embedded derivatives. Adjusted EBIT is presented as net operating income excluding corporate interest expense and income tax expense. The table above reconciles the non-GAAP measures to the corresponding GAAP measure.

In addition, management uses these non-GAAP financial measures in its budgeting process, financial analysis of segment performance and in assessing the allocation of resources. We believe these non-GAAP financial measures enhance an investor's understanding of our financial performance and allows them to make more informed judgments about the Company as a whole. These measures also highlight operating trends that might not otherwise be transparent. However, Adjusted EBIT and net operating income are not measurements of financial performance under GAAP and should not be considered as alternatives to cash flow from operating activities, as measures of liquidity, or as alternatives to net income as measures of our operating performance or any other measures of performance derived in accordance with GAAP. In addition, Adjusted EBIT and net operating income should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Adjusted EBIT and net operating income have limitations as analytical tools, and you should not consider such measures either in isolation or as substitutes for analyzing our results as reported under GAAP. Our definitions and calculation of Adjusted EBIT and net operating income are not necessarily comparable to other similarly titled measures used by other companies due to different methods of calculation.

CRITICAL ACCOUNTING POLICIES

Refer to "Critical Accounting Policies" in our 2015 Annual Report on Form 10-K for information on our other accounting policies that we consider critical in preparing our consolidated financial statements.

RESULTS OF OPERATIONS

The following tables and narratives summarize the operating results of our segments (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Pre-tax operating earnings (a non-GAAP measure) (a):				
Bankers Life	$ 88.1	$ 79.8	$ 259.0	$ 248.4
Washington National	25.2	30.6	73.0	79.2
Colonial Penn	.9	.6	(2.9)	(1.1)
Corporate operations	(15.9)	(23.2)	(53.8)	(51.9)
	98.3	87.8	275.3	274.6
Net realized investment gains (losses), net of related amortization:				
Bankers Life	.7	(14.3)	(1.3)	(15.8)
Washington National	.1	(.4)	26.9	(5.4)
Colonial Penn	.3	(.9)	(.2)	(1.0)
Corporate operations	10.3	(3.4)	(3.0)	1.9
	11.4	(19.0)	22.4	(20.3)
Fair value changes in embedded derivative liabilities, net of related amortization:				
Bankers Life	9.3	(15.4)	(36.2)	(2.6)
Washington National	.1	(.3)	(.4)	(.1)
	9.4	(15.7)	(36.6)	(2.7)
Equity in earnings of certain non-strategic investments and earnings attributable to non-controlling interests:				
Corporate operations	(.7)	(.3)	(1.2)	(4.9)
Net revenue (expense) pursuant to transition and support services agreements:				
Corporate operations	—	(.4)	—	2.5
Fair value changes and amendment related to agent deferred compensation plan:				
Corporate operations	6.3	—	(12.0)	—
Transition expenses				
Corporate operations	—	—	—	(9.0)
Loss on reinsurance transaction:				
Corporate operations	(75.4)	—	(75.4)	—
Loss on extinguishment of debt:				
Corporate operations	—	—	—	(32.8)
Income (loss) before income taxes:				
Bankers Life	98.1	50.1	221.5	230.0
Washington National	25.4	29.9	99.5	73.7
Colonial Penn	1.2	(.3)	(3.1)	(2.1)
Corporate operations	(75.4)	(27.3)	(145.4)	(94.2)
Income before income taxes	$ 49.3	$ 52.4	$ 172.5	$ 207.4

(a) These non-GAAP measures as presented in the above table and in the following segment financial data and discussions of segment results exclude net realized investment gains (losses), fair value changes in embedded derivative liabilities, net of related amortization, fair value changes and amendment related to the agent deferred compensation plan, equity in earnings of certain non-strategic investments and earnings attributable to VIEs, net revenue pursuant to transition and support services agreements, loss on reinsurance transaction , loss on extinguishment of debt and before income taxes. These are considered non-GAAP financial measures. A non-GAAP measure is a numerical measure of a company's performance, financial position, or cash flows that excludes or includes amounts that are normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP.

These non-GAAP financial measures of "pre-tax operating earnings" differ from "income (loss) before income taxes" as presented in our consolidated statement of operations prepared in accordance with GAAP due to the exclusion of realized investment gains (losses), fair value changes in embedded derivative liabilities, net of related amortization, fair value changes and amendment related to the agent deferred compensation plan, equity in earnings of certain non-strategic investments and earnings attributable to VIEs, net revenue pursuant to transition and support services agreements, loss on reinsurance transaction and loss on extinguishment of debt. We measure segment performance excluding these items because we believe that this performance measure is a better indicator of the ongoing businesses and trends in our business. Our primary investment focus is on investment income to support our liabilities for insurance products as opposed to the generation of realized investment gains (losses), and a long-term focus is necessary to maintain profitability over the life of the business. Realized investment gains (losses), fair value changes in embedded derivative liabilities, fair value changes and amendment related to the agent deferred compensation plan and equity in earnings of certain non-strategic investments and earnings attributable to VIEs depend on market conditions and do not necessarily relate to decisions regarding the underlying business of our segments. However, "pre-tax operating earnings" does not replace "income (loss) before income taxes" as a measure of overall profitability.

We may experience realized investment gains (losses), which will affect future earnings levels since our underlying business is long-term in nature and we need to earn the assumed interest rates on the investments backing our liabilities for insurance products to maintain the profitability of our business. In addition, management uses this non-GAAP financial measure in its budgeting process, financial analysis of segment performance and in assessing the allocation of resources. We believe these non-GAAP financial measures enhance an investor's understanding of our financial performance and allows them to make more informed judgments about the Company as a whole. These measures also highlight operating trends that might not otherwise be transparent. The table above reconciles the non-GAAP measure to the corresponding GAAP measure.

General: CNO is the top tier holding company for a group of insurance companies operating throughout the United States that develop, market and administer health insurance, annuity, individual life insurance and other insurance products. We distribute these products through our Bankers Life segment, which utilizes a career agency force, through our Washington National segment, which utilizes independent producers and through our Colonial Penn segment, which utilizes direct response marketing.

Bankers Life (dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Premium collections:				
Annuities	$ 245.1	$ 216.5	$ 685.1	$ 575.3
Medicare supplement and other supplemental health	305.4	319.1	922.4	926.2
Life	115.4	113.1	347.3	335.3
Total collections	$ 665.9	$ 648.7	$ 1,954.8	$ 1,836.8
Average liabilities for insurance products:				
Fixed index annuities	$ 4,597.1	$ 4,112.5	$ 4,461.9	$ 4,029.4
Fixed interest annuities	3,149.7	3,436.8	3,222.7	3,528.1
SPIAs and supplemental contracts:				
Mortality based	172.7	187.9	177.1	191.0
Deposit based	152.9	153.9	154.0	153.3
Health:				
Long-term care	5,161.2	4,823.4	4,985.4	4,948.7
Medicare supplement	333.0	325.1	335.9	329.9
Other health	50.8	47.7	49.7	47.4
Life:				
Interest sensitive	722.7	652.3	706.2	634.2
Non-interest sensitive	1,027.9	952.3	1,009.1	931.7
Total average liabilities for insurance products, net of reinsurance ceded	$ 15,368.0	$ 14,691.9	$ 15,102.0	$ 14,793.7
Revenues:				
Insurance policy income	$ 413.7	$ 412.5	$ 1,246.5	$ 1,239.1
Net investment income:				
General account invested assets	229.1	227.4	676.2	687.5
Fixed index products	15.6	(31.1)	10.6	(39.5)
Fee revenue and other income	9.6	7.0	23.5	19.8
Total revenues	668.0	615.8	1,956.8	1,906.9
Expenses:				
Insurance policy benefits	368.4	370.4	1,098.7	1,105.5
Amounts added to policyholder account balances:				
Cost of interest credited to policyholders	27.7	29.3	83.3	89.6
Cost of options to fund index credits, net of forfeitures	15.7	16.9	49.2	45.2
Market value changes credited to policyholders	15.3	(30.5)	9.7	(38.2)
Amortization related to operations	43.8	44.1	135.3	143.4
Interest expense on investment borrowings	3.5	2.2	9.4	6.4
Other operating costs and expenses	105.5	103.6	312.2	306.6
Total benefits and expenses	579.9	536.0	1,697.8	1,658.5
Income before net realized investment gains (losses), net of related amortization, and fair value changes in embedded derivative liabilities, net of related amortization, and income taxes	88.1	79.8	259.0	248.4
Net realized investment gains (losses)	.9	(14.9)	(.7)	(16.4)
Amortization related to net realized investment gains (losses)	(.2)	.6	(.6)	.6
Net realized investment gains (losses), net of related amortization	.7	(14.3)	(1.3)	(15.8)
Insurance policy benefits - fair value changes in embedded derivative liabilities	11.6	(19.9)	(45.7)	(3.3)
Amortization related to fair value changes in embedded derivative liabilities	(2.3)	4.5	9.5	.7
Fair value changes in embedded derivative liabilities, net of related amortization	9.3	(15.4)	(36.2)	(2.6)
Income before income taxes	$ 98.1	$ 50.1	$ 221.5	$ 230.0

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Health benefit ratios:				
All health lines:				
Insurance policy benefits	$ 301.2	$ 305.7	$ 896.2	$ 906.7
Benefit ratio (a)	97.0%	98.1%	96.0%	96.4%
Medicare supplement:				
Insurance policy benefits	$ 140.5	$ 137.9	$ 418.7	$ 400.4
Benefit ratio (a)	72.5%	71.5%	72.2%	69.2%
Long-term care:				
Insurance policy benefits	$ 160.7	$ 167.8	$ 477.5	$ 506.3
Benefit ratio (a)	137.7%	141.1%	135.1%	139.9%
Interest-adjusted benefit ratio (b)	77.7%	83.8%	76.9%	83.8%

(a) We calculate benefit ratios by dividing the related product's insurance policy benefits by insurance policy income.

(b) We calculate the interest-adjusted benefit ratio (a non-GAAP measure) for Bankers Life's long-term care products by dividing such product's insurance policy benefits less the imputed interest income on the accumulated assets backing the insurance liabilities by policy income. These are considered non-GAAP financial measures. A non-GAAP measure is a numerical measure of a company's performance, financial position, or cash flows that excludes or includes amounts that are normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP.

These non-GAAP financial measures of "interest-adjusted benefit ratios" differ from "benefit ratios" due to the deduction of imputed interest income on the accumulated assets backing the insurance liabilities from the product's insurance policy benefits used to determine the ratio. Interest income is an important factor in measuring the performance of health products that are expected to be inforce for a longer duration of time, are not subject to unilateral changes in provisions (such as non-cancelable or guaranteed renewable contracts) and require the performance of various functions and services (including insurance protection) for an extended period of time. The net cash flows from long-term care products generally cause an accumulation of amounts in the early years of a policy (accounted for as reserve increases) that will be paid out as benefits in later policy years (accounted for as reserve decreases). Accordingly, as the policies age, the benefit ratio will typically increase, but the increase in benefits will be partially offset by the imputed interest income earned on the accumulated assets. The interest-adjusted benefit ratio reflects the effects of such interest income offset (which is equal to the tabular interest on the related insurance liabilities). Since interest income is an important factor in measuring the performance of this product, management believes a benefit ratio that includes the effect of interest income is useful in analyzing product performance. We utilize the interest-adjusted benefit ratio in measuring segment performance because we believe that this performance measure is a better indicator of the ongoing businesses and trends in the business. However, the "interest-adjusted benefit ratio" does not replace the "benefit ratio" as a measure of current period benefits to current period insurance policy income. Accordingly, management reviews both "benefit ratios" and "interest-adjusted benefit ratios" when analyzing the financial results attributable to these products. The imputed investment income earned on the accumulated assets backing Bankers Life's long-term care reserves was $70.1 million and $68.1 million in the three months ended September 30, 2016 and 2015 , respectively, and was $205.6 million and $202.9 million in the nine months ended September 30, 2016 and 2015 , respectively.

Total premium collections were $665.9 million in the third quarter of 2016 , up 2.7 percent from 2015 and were $1,954.8 million in the first nine months of 2016 , up 6.4 percent from 2015 , reflecting an increase in premiums from annuity products and strong persistency in the Medicare supplement and life blocks of business. See "Premium Collections" for further analysis of Bankers Life's premium collections.

Average liabilities for insurance products, net of reinsurance ceded were $15.4 billion in the third quarter of 2016 , up 4.6 percent from 2015 and were $15.1 billion in the first nine months of 2016 , up 2.1 percent from 2015 . Such average liabilities for long-term care products were increased by $337.8 million and $86.0 million in the third quarters of 2016 and 2015 , respectively, and $182.0 million and $243.0 million in the first nine months of 2016 and 2015 , respectively, to reflect the premium deficiencies that would exist if unrealized gains on the assets backing such products had been realized and the proceeds from the sales of such assets were invested at then current yields. Such increase is reflected as a reduction of accumulated other comprehensive income. Excluding the impact of the aforementioned item, the increase in average liabilities for insurance products was primarily due to new sales and the amounts added to policyholder account balances on interest-sensitive products.

Insurance policy income is comprised of premiums earned on policies which provide mortality or morbidity coverage and fees and other charges assessed on other policies.

Net investment income on general account invested assets (which excludes income on policyholder portfolios) was $229.1 million in the third quarter of 2016 , up .7 percent from 2015 , and was $676.2 million in the first nine months of 2016 , down 1.6 percent from 2015 . In the three and nine months ended September 30, 2016 , net investment income reflects $4 million and nil, respectively, of higher (lower) investment income from alternative investments compared to the 2015 periods. Prepayment income was $2.3 million and $5.3 million in the third quarters of 2016 and 2015 , respectively, and was $7.9 million and $17.8 million in the first nine months of 2016 and 2015 , respectively.

Net investment income related to fixed index products represents the change in the estimated fair value of options which are purchased in an effort to offset or hedge certain potential benefits accruing to the policyholders of our fixed index products. Our fixed index products are designed so that investment income spread is expected to be more than adequate to cover the cost of the options and other costs related to these policies. Net investment income (loss) related to fixed index products was $15.6 million and $(31.1) million in the third quarters of 2016 and 2015 , respectively, and was $10.6 million and $(39.5) million in the first nine months of 2016 and 2015 , respectively. Such amounts were substantially offset by the corresponding charge (credit) to ***amounts added to policyholder account balances - market value changes credited to policyholders*** . Such income and related charges fluctuate based on the value of options embedded in the segment's fixed index annuity policyholder account balances subject to this benefit and to the performance of the index to which the returns on such products are linked.

Fee revenue and other income was $9.6 million and $7.0 million in the third quarters of 2016 and 2015 , respectively, and was $23.5 million and $19.8 million in the first nine months of 2016 and 2015 , respectively. These amounts include revenues earned under distribution and marketing agreements to sell Medicare Advantage and PDP products of other insurance companies. The increase reflects the larger in-force block of third party products.

Insurance policy benefits fluctuated as a result of the factors summarized below for benefit ratios. Benefit ratios are calculated by dividing the related insurance product’s insurance policy benefits by insurance policy income.

The Medicare supplement business consists of both individual and group policies. Government regulations generally require us to attain and maintain a ratio of total benefits incurred to total premiums earned (excluding changes in policy benefit reserves), after three years from the original issuance of the policy and over the lifetime of the policy, of not less than 65 percent on individual products and not less than 75 percent on group products, as determined in accordance with statutory accounting principles. Since the insurance product liabilities we establish for Medicare supplement business are subject to significant estimates, the ultimate claim liability we incur for a particular period is likely to be different than our initial estimate. Our benefit ratios were 72.5 percent and 71.5 percent in the third quarters of 2016 and 2015 , respectively, and were 72.2 percent and 69.2 percent in the first nine months of 2016 and 2015 , respectively. We continue to expect the Medicare supplement benefit ratio to be in the range of 70 percent to 73 percent during the fourth quarter of 2016.

The net cash flows from our long-term care products generally cause an accumulation of amounts in the early years of a policy (accounted for as reserve increases) which will be paid out as benefits in later policy years (accounted for as reserve decreases). Accordingly, as the policies age, the benefit ratio typically increases, but the increase in reserves is partially offset by investment income earned on the accumulated assets. The benefit ratio on our long-term care business in the Bankers Life segment was 137.7 percent and 141.1 percent in the third quarters of 2016 and 2015 , respectively, and was 135.1 percent and 139.9 percent in the first nine months of 2016 and 2015 , respectively. The interest-adjusted benefit ratio on this business was 77.7 percent and 83.8 percent in the third quarters of 2016 and 2015 , respectively, and was 76.9 percent and 83.8 percent in the first nine months of 2016 and 2015 , respectively. The interest-adjusted benefit ratio in the three and nine months ended

September 30, 2016 , was favorably impacted by $6 million and $19 million, respectively, of reserve releases related to policyholder decisions to surrender or reduce coverage following rate increases. The interest-adjusted benefit ratio in the three and nine months ended September 30, 2016 , excluding the favorable reserve releases related to rate increases was 82.6 percent and 82.4 percent, respectively. We continue to expect the long-term care interest-adjusted benefit ratio to be in the range of 81 percent to 86 percent during the fourth quarter of 2016, excluding the reserve-related impacts of rate increase actions. We also expect that the impacts of rate increases will continue to favorably impact the interest-adjusted benefit ratio in the fourth quarter of 2016.

Our projections of estimated future profits on the long-term care block indicate that profits will be recognized in earlier years, followed by losses in later years. We recognize future loss reserves during the period the block is profitable to offset the losses in the future period. As a result of the projected future losses, the interest-adjusted benefit ratio will increase on this block as it ages and as new business becomes less of a component of the overall inforce. We estimate the future loss reserve based on our current best estimates of morbidity, persistency, premium rates, maintenance expense, commissions and investment yields, which are generally updated annually. We increased the future loss reserve related to our long-term care blocks of business by $8.4 million and $8.1 million in the third quarters of 2016 and 2015 , respectively, and $25.4 million and $25.2 million in the first nine months of 2016 and 2015 , respectively. The future loss reserves on this long-term care business totaled $183.7 million at September 30, 2016 .

Amounts added to policyholder account balances - cost of interest credited to policyholders were $27.7 million and $29.3 million in the third quarters of 2016 and 2015 , respectively, and were $83.3 million and $89.6 million in the first nine months of 2016 and 2015 , respectively. The weighted average crediting rate for these products was 2.8 percent in both the third quarters of 2016 and 2015 , and 2.8 percent in both the first nine months of 2016 and 2015 . The average liabilities of the fixed interest annuity block were $3.2 billion and $3.5 billion in the first nine months of 2016 and 2015 , respectively. The decrease in the liabilities related to these annuities reflects the lower sales of these products in the current low interest rate environment and consumer preference for fixed index products.

Amounts added to policyholder account balances for fixed index products represent a guaranteed minimum rate of return and a higher potential return that is based on a percentage (the "participation rate") of the amount of increase in the value of a particular index, such as the S&P 500 Index, over a specified period. Such amounts include our cost to fund the annual index credits, net of policies that are canceled prior to their anniversary date (classified as ***cost of options to fund index credits, net of forfeitures***). Market value changes in the underlying indices during a specified period of time are classified as ***market value changes credited to policyholders*** . Such market value changes are generally offset by the ***net investment income related to fixed index products*** discussed above.

Amortization related to operations includes amortization of deferred acquisition costs and the present value of future profits. Deferred acquisition costs and the present value of future profits are collectively referred to as "insurance acquisition costs". Insurance acquisition costs are generally amortized either: (i) in relation to the estimated gross profits for interest-sensitive life and annuity products; or (ii) in relation to actual and expected premium revenue for other products. In addition, for interest-sensitive life and annuity products, we are required to adjust the total amortization recorded to date through the statement of operations if actual experience or other evidence suggests that earlier estimates of future gross profits should be revised. Accordingly, amortization for interest-sensitive life and annuity products is dependent on the profits realized during the period and on our expectation of future profits. For other products, we amortize insurance acquisition costs in relation to actual and expected premium revenue, and amortization is only adjusted if expected premium revenue changes or if we determine the balance of these costs is not recoverable from future profits. Bankers Life’s amortization expense was $43.8 million and $44.1 million in the third quarters of 2016 and 2015 , respectively, and was $135.3 million and $143.4 million in the first nine months of 2016 and 2015 , respectively. The lower amortization in the 2016 periods reflects higher persistency in the Medicare supplement and annuity blocks.

Interest expense on investment borrowings represents interest expense on collateralized borrowings as further described in the note to the consolidated financial statements entitled "Investment Borrowings".

Other operating costs and expenses in our Bankers Life segment were $105.5 million in the third quarter of 2016 , up 1.8 percent from 2015 , and were $312.2 million in the first nine months of 2016 , up 1.8 percent from 2015 . Other operating costs and expenses include the following (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Commission expense and agent manager benefits	$ 19.8	$ 16.0	$ 52.3	$ 48.5
Other operating expenses	85.7	87.6	259.9	258.1
Total	$ 105.5	$ 103.6	$ 312.2	$ 306.6

Net realized investment gains (losses) fluctuate from period to period. During the first nine months of 2016 , we recognized net realized investment losses of $.7 million, which were comprised of: (i) $17.6 million of net gains from the sales of investments; (ii) the increase in fair value of certain fixed maturity investments with embedded derivatives of $.1 million; and (iii) $18.4 million of writedowns of investments for other than temporary declines in fair value recognized through net income. During the first nine months of 2015 , we recognized net realized investment losses of $16.4 million, which were comprised of: (i) $6.0 million of net losses from the sales of investments (primarily fixed maturities); (ii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $3.4 million; and (iii) $7.0 million of writedowns of investments for other than temporary declines in fair value recognized through net income ($9.3 million, prior to the $2.3 million of impairment losses recognized in accumulated other comprehensive income (loss)).

Amortization related to net realized investment gains (losses) is the increase or decrease in the amortization of insurance acquisition costs which results from realized investment gains or losses. When we sell securities which back our interest-sensitive life and annuity products at a gain (loss) and reinvest the proceeds at a different yield, we increase (reduce) the amortization of insurance acquisition costs in order to reflect the change in estimated gross profits due to the gains (losses) realized and the resulting effect on estimated future yields. Sales of fixed maturity investments resulted in an increase (decrease) in the amortization of insurance acquisition costs of $.2 million and $(.6) million in the third quarters of 2016 and 2015 , respectively, and $.6 million and $(.6) million in the first nine months of 2016 and 2015 , respectively.

Insurance policy benefits - fair value changes in embedded derivative liabilities represents fair value changes due to fluctuations in the interest rates used to discount embedded derivative liabilities related to our fixed index annuities.

Amortization related to fair value changes in embedded derivative liabilities is the increase or decrease in the amortization of insurance acquisition costs which results from changes in interest rates used to discount embedded derivative liabilities related to our fixed index annuities.

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES

Washington National (dollars in millions)

	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Premium collections:				
Supplemental health and other health	$ 141.5	$ 139.0	$ 425.3	$ 408.9
Medicare supplement	14.6	19.4	46.1	54.7
Life	7.1	6.7	21.7	20.6
Annuity	.2	.4	1.0	1.9
Total collections	$ 163.4	$ 165.5	$ 494.1	$ 486.1
Average liabilities for insurance products:				
Fixed index annuities	$ 346.0	$ 380.8	$ 355.1	$ 391.2
Fixed interest annuities	105.6	116.6	108.4	121.0
SPIAs and supplemental contracts:				
Mortality based	251.9	254.3	250.4	261.2
Deposit based	267.1	261.4	266.5	259.5
Separate Accounts	4.7	5.2	4.7	5.4
Health:				
Supplemental health	2,621.7	2,508.2	2,589.1	2,480.7
Medicare supplement	27.8	29.6	28.5	31.3
Other health	14.1	14.9	14.2	15.0
Life:				
Interest sensitive	150.3	151.2	150.5	152.3
Non-interest sensitive	178.9	184.9	180.6	186.6
Total average liabilities for insurance products, net of reinsurance ceded	$ 3,968.1	$ 3,907.1	$ 3,948.0	$ 3,904.2
Revenues:				
Insurance policy income	$ 164.4	$ 162.1	$ 490.0	$ 481.2
Net investment income:				
General account invested assets	66.0	63.7	190.3	191.6
Fixed index products	1.5	(3.2)	.3	(2.8)
Trading account income related to policyholder accounts	(.4)	(2.1)	.7	(1.7)
Fee revenue and other income	.4	.3	1.0	1.0
Total revenues	231.9	220.8	682.3	669.3
Expenses:				
Insurance policy benefits	138.7	130.2	405.6	398.1
Amounts added to policyholder account balances:				
Cost of interest credited to policyholders	3.3	3.6	10.3	11.0
Cost of options to fund index credits, net of forfeitures	1.2	1.5	4.4	4.5
Market value changes credited to policyholders	1.3	(5.5)	1.7	(4.8)
Amortization related to operations	14.3	13.5	44.5	42.5
Interest expense on investment borrowings	.9	.5	2.5	1.4
Other operating costs and expenses	47.0	46.4	140.3	137.4
Total benefits and expenses	206.7	190.2	609.3	590.1
Income before net realized investment gains (losses) and fair value changes in embedded derivative liabilities, net of related amortization, and income taxes	25.2	30.6	73.0	79.2
Net realized investment gains (losses)	.1	(.4)	27.2	(5.3)
Amortization related to net realized investment gains (losses)	—	—	(.3)	(.1)
Net realized investment gains (losses), net of related amortization	.1	(.4)	26.9	(5.4)
Insurance policy benefits - fair value changes in embedded derivative liabilities	.5	(.6)	(1.3)	(.1)
Amortization related to fair value changes in embedded derivative liabilities	(.4)	.3	.9	—
Fair value changes in embedded derivative liabilities, net of related amortization	.1	(.3)	(.4)	(.1)
Income before income taxes	$ 25.4	$ 29.9	$ 99.5	$ 73.7

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Health benefit ratios:				
Medicare supplement:				
Insurance policy benefits	$ 10.7	$ 12.7	$ 33.0	$ 36.8
Benefit ratio (a)	69.5%	68.7%	69.5%	65.5%
Supplemental health and other:				
Insurance policy benefits	$ 118.8	$ 111.6	$ 352.6	$ 342.4
Benefit ratio (a)	84.0%	81.7%	83.6%	84.8%
Interest-adjusted benefit ratio (b)	59.8%	57.4%	59.7%	60.3%

(a) We calculate benefit ratios by dividing the related product’s insurance policy benefits by insurance policy income.

(b) We calculate the interest-adjusted benefit ratio (a non-GAAP measure) for Washington National's supplemental health products by dividing such product’s insurance policy benefits less the imputed interest income on the accumulated assets backing the insurance liabilities by policy income. These are considered non-GAAP financial measures. A non-GAAP measure is a numerical measure of a company's performance, financial position, or cash flows that excludes or includes amounts that are normally excluded or included in the most directly comparable measure calculated and presented in accordance with GAAP.

These non-GAAP financial measures of "interest-adjusted benefit ratios" differ from "benefit ratios" due to the deduction of imputed interest income on the accumulated assets backing the insurance liabilities from the product’s insurance policy benefits used to determine the ratio. Interest income is an important factor in measuring the performance of health products that are expected to be inforce for a longer duration of time, are not subject to unilateral changes in provisions (such as non-cancelable or guaranteed renewable contracts) and require the performance of various functions and services (including insurance protection) for an extended period of time. The net cash flows from supplemental health products generally cause an accumulation of amounts in the early years of a policy (accounted for as reserve increases) that will be paid out as benefits in later policy years (accounted for as reserve decreases). Accordingly, as the policies age, the benefit ratio will typically increase, but the increase in benefits will be partially offset by the imputed interest income earned on the accumulated assets. The interest-adjusted benefit ratio reflects the effects of such interest income offset (which is equal to the tabular interest on the related insurance liabilities). Since interest income is an important factor in measuring the performance of these products, management believes a benefit ratio that includes the effect of interest income is useful in analyzing product performance. We utilize the interest-adjusted benefit ratio in measuring segment performance because we believe that this performance measure is a better indicator of the ongoing businesses and trends in the business. However, the "interest-adjusted benefit ratio" does not replace the "benefit ratio" as a measure of current period benefits to current period insurance policy income. Accordingly, management reviews both "benefit ratios" and "interest-adjusted benefit ratios" when analyzing the financial results attributable to these products. The imputed investment income earned on the accumulated assets backing the supplemental health reserves was $34.3 million and $33.2 million in the three months ended September 30, 2016 and 2015 , respectively, and was $100.9 million and $99.1 million in the nine months ended September 30, 2016 and 2015 , respectively.

Total premium collections were $163.4 million in the third quarter of 2016 , down 1.3 percent from 2015 , and were $494.1 million in the first nine months of 2016 , up 1.6 percent from 2015 , driven by sales and persistency of the segment's supplemental health block; partially offset by lower Medicare supplement collected premiums due to the run-off of this block of business. See "Premium Collections" for further analysis of fluctuations in premiums collected by product.

Average liabilities for insurance products, net of reinsurance ceded were $4.0 billion in the third quarter of 2016 , up 1.6 percent from 2015 , and were $3.9 billion in the first nine months of 2016 , up 1.1 percent from 2015 , reflecting an increase in the supplemental health block; partially offset by the run-off of the annuity blocks.

Insurance policy income is comprised of premiums earned on traditional insurance policies which provide mortality or morbidity coverage and fees and other charges assessed on other policies. Such income increased in recent periods as supplemental health premiums have increased consistent with sales; partially offset by the decrease in Medicare supplement premiums.

Net investment income on general account invested assets (which excludes income on policyholder portfolios) was $66.0 million in the third quarter of 2016 , up 3.6 percent from 2015 , and was $190.3 million in the first nine months of 2016 , down .7 percent from 2015 . The three and nine months ended September 30, 2016 reflect $1 million and $(1) million, respectively, of higher (lower) investment income from alternative investments compared to the 2015 periods.

Net investment income related to fixed index products represents the change in the estimated fair value of options which are purchased in an effort to offset or hedge certain potential benefits accruing to the policyholders of our fixed index products. Our fixed index products are designed so that investment income spread is expected to be more than adequate to cover the cost of the options and other costs related to these policies. Net investment income (loss) related to fixed index products was $1.5 million and $(3.2) million in the third quarters of 2016 and 2015 , respectively, and was $.3 million and $(2.8) million in the first nine months of 2016 and 2015 , respectively. Such amounts were substantially offset by the corresponding charge to ***amounts added to policyholder account balances - market value changes credited to policyholders*** . Such income and related charges fluctuate based on the value of options embedded in the segment's fixed index annuity policyholder account balances subject to this benefit and to the performance of the index to which the returns on such products are linked.

Trading account income related to policyholder accounts represents the income on investments backing the market strategies of certain annuity products which provide for different rates of cash value growth based on the experience of a particular market strategy. The income on our trading account securities is designed to substantially offset certain amounts included in insurance policy benefits related to the aforementioned annuity products.

Insurance policy benefits fluctuated as a result of the factors summarized below. Benefit ratios are calculated by dividing the related insurance product's insurance policy benefits by insurance policy income.

Washington National's supplemental health products (including specified disease, accident and hospital indemnity products) generally provide fixed or limited benefits. For example, payments under cancer insurance policies are generally made directly to, or at the direction of, the policyholder following diagnosis of, or treatment for, a covered type of cancer. Approximately three-fourths of our supplemental health policies inforce (based on policy count) are sold with return of premium or cash value riders. The return of premium rider generally provides that after a policy has been inforce for a specified number of years or upon the policyholder reaching a specified age, we will pay to the policyholder, or a beneficiary under the policy, the aggregate amount of all premiums paid under the policy, without interest, less the aggregate amount of all claims incurred under the policy. The cash value rider is similar to the return of premium rider, but also provides for payment of a graded portion of the return of premium benefit if the policy terminates before the return of premium benefit is earned. Accordingly, the net cash flows from these products generally result in the accumulation of amounts in the early years of a policy (reflected in our earnings as reserve increases) which will be paid out as benefits in later policy years (reflected in our earnings as reserve decreases which offset the recording of benefit payments). As the policies age, the benefit ratio will typically increase, but the increase in benefits will be partially offset by investment income earned on the accumulated assets. The benefit ratio will fluctuate depending on the claim experience during the year.

Insurance margins (insurance policy income less insurance policy benefits) on supplemental health products were $22.6 million and $24.9 million in the third quarters of 2016 and 2015 , respectively, and were $68.9 million and $61.3 million in the first nine months of 2016 and 2015 , respectively. The margin in the third quarter of 2016 as compared to the same period in the prior year reflects higher benefit ratios and growth in the block; partially offset by the growth in premium income. The margin in the first nine months of 2015 reflects $9 million of unfavorable reserve developments in the supplemental health block related to claims incurred in prior periods based on the completion of an in-depth review of recent claim trends in the block, including the impact of newer cancer treatments on claims. The interest-adjusted benefit ratio on this supplemental health business was 59.8 percent and 57.4 percent in the third quarters of 2016 and 2015 , respectively, and was 59.7 percent and 60.3 percent in the first nine months of 2016 and 2015 , respectively. We expect the supplemental health interest-adjusted benefit ratio to be in the 59 percent range during the fourth quarter of 2016.

Washington National's Medicare supplement business primarily consists of individual policies. The insurance product liabilities we establish for our Medicare supplement business are subject to significant estimates and the ultimate claim liability we incur for a particular period is likely to be different than our initial estimate. Governmental regulations generally require us to attain and maintain a ratio of total benefits incurred to total premiums earned (excluding changes in policy benefit reserves), after three years from the original issuance of the policy and over the lifetime of the policy, of not less than 65 percent on these products, as determined in accordance with statutory accounting principles. Insurance margins (insurance policy income less insurance policy benefits) on these products were $4.7 million and $5.8 million in the third quarters of 2016 and 2015 , respectively, and were $14.5 million and $19.4 million in the first nine months of 2016 and 2015 , respectively. Such decreases reflect the run-off of this block of business.

Amounts added to policyholder account balances - cost of interest credited to policyholders were $3.3 million and $3.6 million in the third quarters of 2016 and 2015 , respectively, and were $10.3 million and $11.0 million in the first nine months of 2016 and 2015 , respectively.

Amounts added to policyholder account balances for fixed index products represent a guaranteed minimum rate of return and a higher potential return that is based on a percentage (the "participation rate") of the amount of increase in the value of a particular index, such as the S&P 500 Index, over a specified period. Such amounts include our cost to fund the annual index credits, net of policies that are canceled prior to their anniversary date (classified as ***cost of options to fund index credits, net of forfeitures***). Market value changes in the underlying indices during a specified period of time are classified as ***market value changes credited to policyholders*** . Such market value changes are generally offset by the ***net investment income related to fixed index products*** discussed above.

Amortization related to operations includes amortization of insurance acquisition costs. Insurance acquisition costs are generally amortized in relation to actual and expected premium revenue, and amortization is only adjusted if expected premium revenue changes or if we determine the balance of these costs is not recoverable from future profits. Such amounts were generally consistent with the related premium revenue. A revision to our current assumptions could result in increases or decreases to amortization expense in future periods. Washington National's amortization expense was $14.3 million and $13.5 million in the third quarters of 2016 and 2015 , respectively, and was $44.5 million and $42.5 million in the first nine months of 2016 and 2015 , respectively.

Interest expense on investment borrowings represents interest expense on collateralized borrowings as further described in the note to the consolidated financial statements entitled "Investment Borrowings".

Other operating costs and expenses were $47.0 million and $46.4 million in the third quarters of 2016 and 2015 , respectively, and were $140.3 million and $137.4 million in the first nine months of 2016 and 2015 , respectively. Other operating costs and expenses include commission expense of $17.7 million and $16.3 million in the third quarters of 2016 and 2015 , respectively, and $52.6 million and $50.9 million in the first nine months of 2016 and 2015 , respectively.

Net realized investment gains (losses) fluctuate each period. During the first nine months of 2016 , we recognized net realized investment gains of $27.2 million, which were comprised of: (i) $24.3 million of net gains from the sales of investments; (ii) the increase in fair value of certain fixed maturity investments with embedded derivatives of $.6 million; (iii) the increase in fair value of embedded derivatives related to a modified coinsurance agreement of $6.7 million; and (iv) $4.4 million of writedowns of investments for other than temporary declines in fair value recognized through net income. During the first nine months of 2015 , we recognized net realized investment losses of $5.3 million, which were comprised of: (i) $2.8 million of net gains from the sales of investments; (ii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $1.1 million; (iii) the decrease in fair value of embedded derivatives related to a modified coinsurance agreement of $4.3 million; and (iv) $2.7 million of writedowns of investments for other than temporary declines in fair value recognized through net income ($3.1 million, prior to the $.4 million of impairment losses recognized in accumulated other comprehensive income (loss)).

Amortization related to net realized investment gains (losses) is the increase or decrease in the amortization of insurance acquisition costs which results from realized investment gains or losses. When we sell securities which back our interest-sensitive life and annuity products at a gain (loss) and reinvest the proceeds at a different yield (or when we have the intent to sell the impaired investments before an anticipated recovery in value occurs), we increase (reduce) the amortization of insurance acquisition costs in order to reflect the change in estimated gross profits due to the gains (losses) realized and the resulting effect on estimated future yields. Sales of fixed maturity investments resulted in an increase in the amortization of insurance acquisition costs of $.3 million and $.1 million in the first nine months of 2016 and 2015 , respectively.

Insurance policy benefits - fair value changes in embedded derivative liabilities represents fair value changes due to fluctuations in the interest rates used to discount embedded derivative liabilities related to our fixed index annuities.

Amortization related to fair value changes in embedded derivative liabilities is the increase or decrease in the amortization of insurance acquisition costs which results from changes in interest rates used to discount embedded derivative liabilities related to our fixed index annuities.

Colonial Penn (dollars in millions)

	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Premium collections:				
Life	$ 70.1	$ 66.0	$ 208.6	$ 194.7
Supplemental health	.6	.7	1.8	2.2
Total collections	$ 70.7	$ 66.7	$ 210.4	$ 196.9
Average liabilities for insurance products:				
SPIAs - mortality based	$ 76.1	$ 71.7	$ 73.8	$ 74.0
Health:				
Medicare supplement	6.4	7.2	6.6	7.9
Other health	4.2	4.4	4.3	4.5
Life:				
Interest sensitive	16.3	16.4	16.2	16.5
Non-interest sensitive	691.9	673.5	685.8	667.5
Total average liabilities for insurance products, net of reinsurance ceded	$ 794.9	$ 773.2	$ 786.7	$ 770.4
Revenues:				
Insurance policy income	$ 70.9	$ 66.0	$ 210.5	$ 196.9
Net investment income on general account invested assets	11.1	10.5	33.0	32.0
Fee revenue and other income	.2	.2	.8	.7
Total revenues	82.2	76.7	244.3	229.6
Expenses:				
Insurance policy benefits	50.1	45.5	150.8	141.6
Amounts added to annuity and interest-sensitive life product account balances	.2	.2	.5	.5
Amortization related to operations	3.7	3.6	11.3	10.9
Interest expense on investment borrowings	.1	—	.4	—
Other operating costs and expenses	27.2	26.8	84.2	77.7
Total benefits and expenses	81.3	76.1	247.2	230.7
Income (loss) before net realized investment gains (losses) and income taxes	.9	.6	(2.9)	(1.1)
Net realized investment gains (losses)	.3	(.9)	(.2)	(1.0)
Income (loss) before income taxes	$ 1.2	$ (.3)	$ (3.1)	$ (2.1)

This segment's results are significantly impacted by the accounting standard related to deferred acquisition costs. We are not able to defer most of Colonial Penn's direct response advertising costs although such costs generate predictable sales and future in-force profits. We plan to continue to invest in this segment's business, including the development of new products and markets. The amount of our investment in new business during a particular period will have a significant impact on this segment's results. We expect this segment to report approximately breakeven earnings in 2016.

Total premium collections were $70.7 million in the third quarter of 2016 , up 6.0 percent from 2015 , and were $210.4 million in the first nine months of 2016 , up 6.9 percent from 2015 . The increase was driven by increased sales and steady persistency. See "Premium Collections" for further analysis of Colonial Penn's premium collections.

Average liabilities for insurance products, net of reinsurance ceded have increased as a result of growth in the core graded benefit and simplified issue life insurance block in this segment.

Insurance policy income is comprised of premiums earned on policies which provide mortality or morbidity coverage and fees and other charges assessed on other policies. The increase in such income reflects the growth in the block of graded benefit and simplified issue life insurance business.

Net investment income on general account invested assets increased slightly in the 2016 periods primarily due to the increase in invested assets as a result of the growth in this segment.

Insurance policy benefits fluctuated primarily due to the growth in this segment. In addition, mortality was higher in the third quarter of 2016 compared to the third quarter of 2015.

Amortization related to operations includes amortization of insurance acquisition costs. Insurance acquisition costs in the Colonial Penn segment are amortized in relation to actual and expected premium revenue, and amortization is only adjusted if expected premium revenue changes or if we determine the balance of these costs is not recoverable from future profits. Such amounts were generally consistent with the related premium revenue and gross profits for such periods and the assumptions we made when we established the present value of future profits. A revision to our current assumptions could result in increases or decreases to amortization expense in future periods.

Other operating costs and expenses in our Colonial Penn segment fluctuate primarily due to changes in the marketing expenses incurred to generate new business. Marketing expenses were higher in the 2016 periods as compared to the corresponding periods in 2015 primarily due to investments in new business and higher advertising costs (including the impacts of the political elections on television advertising costs). We continue to face increased competition from other insurance companies who also distribute products through direct marketing. In addition, the demand and cost of television advertising appropriate for Colonial Penn's campaigns has fluctuated widely in certain periods. In some periods, increased advertising costs have resulted in decisions to lower our planned spending. These factors may reoccur in the future.

Net realized investment gains (losses) fluctuated each period. During the first nine months of 2016 , we recognized net realized investment losses of $.2 million, which were comprised of: (i) $.7 million of net gains from the sales of investments; (ii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $.1 million; and (iii) $.8 million of writedowns of investments for other than temporary declines in fair value recognized through net income. During the first nine months of 2015 , we recognized net realized investment losses of $1.0 million, which were comprised of: (i) $.4 million of net losses from the sales of investments (primarily fixed maturities); (ii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $.2 million; and (iii) $.4 million of writedowns of investments for other than temporary declines in fair value recognized through net income ($.7 million, prior to the $.3 million of impairment losses recognized in accumulated other comprehensive income (loss)).

Management believes that an analysis of Adjusted EBIT for Colonial Penn, separated between in-force and new business, provides increased clarity for this segment as the vast majority of the costs to generate new business in this segment are not deferrable and Adjusted EBIT will fluctuate based on management's decisions on how much marketing costs to incur in each period. Adjusted EBIT from new business includes pre-tax revenues and expenses associated with new sales of our insurance products during the first year after the sale is completed. Adjusted EBIT from in-force business includes all pre-tax revenues and expenses associated with sales of insurance products that were completed more than one year before the end of the reporting period. The allocation of certain revenues and expenses between new and in-force business is based on estimates, which we believe are reasonable.

Recognizing the accounting standard that requires us to expense certain direct response advertising costs (rather than deferring such costs as deferred acquisition costs), the amount of our investment in new business in the Colonial Penn segment during a particular period will have a significant impact on the segment results. The following summarizes our earnings, separated between in-force and new business for Colonial Penn (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Adjusted EBIT from In-Force Business				
Revenues:				
Insurance policy income	$ 57.2	$ 53.0	$ 169.0	$ 158.5
Net investment income and other	11.3	10.7	33.8	32.7
Total revenues	68.5	63.7	202.8	191.2
Benefits and expenses:				
Insurance policy benefits	41.9	38.2	126.0	120.0
Amortization	3.5	3.4	10.7	10.3
Other expenses	8.9	7.2	25.1	22.1
Total benefits and expenses	54.3	48.8	161.8	152.4
Adjusted EBIT from In-Force Business	$ 14.2	$ 14.9	$ 41.0	$ 38.8
Adjusted EBIT from New Business				
Revenues:				
Insurance policy income	$ 13.7	$ 13.0	$ 41.5	$ 38.4
Net investment income and other	—	—	—	—
Total revenues	13.7	13.0	41.5	38.4
Benefits and expenses:				
Insurance policy benefits	8.4	7.5	25.3	22.1
Amortization	.2	.2	.6	.6
Other expenses	18.4	19.6	59.5	55.6
Total benefits and expenses	27.0	27.3	85.4	78.3
Adjusted EBIT from New Business	$ (13.3)	$ (14.3)	$ (43.9)	$ (39.9)
Adjusted EBIT from In-Force and New Business				
Revenues:				
Insurance policy income	$ 70.9	$ 66.0	$ 210.5	$ 196.9
Net investment income and other	11.3	10.7	33.8	32.7
Total revenues	82.2	76.7	244.3	229.6
Benefits and expenses:				
Insurance policy benefits	50.3	45.7	151.3	142.1
Amortization	3.7	3.6	11.3	10.9
Other expenses	27.3	26.8	84.6	77.7
Total benefits and expenses	81.3	76.1	247.2	230.7
Adjusted EBIT from In-Force and New Business	$ .9	$ .6	$ (2.9)	$ (1.1)

The **Adjusted EBIT from in-force business in the Colonial Penn segment** in the third quarter of 2016 reflects higher mortality and expenses as compared to the same period in 2015. The **Adjusted EBIT from new business in the Colonial Penn segment** in the 2016 periods primarily reflects higher marketing costs. The vast majority of the costs to generate new business in this segment are not deferrable and Adjusted EBIT will fluctuate based on management's decisions on how much marketing costs to incur in each period.

Corporate Operations (dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Corporate operations:				
Interest expense on corporate debt	$ (11.5)	$ (11.3)	$ (34.3)	$ (33.7)
Net investment income (loss):				
General investment portfolio	1.5	1.6	4.4	4.8
Other special-purpose portfolios:				
COLI	2.3	(9.2)	2.0	(8.9)
Investments held in a rabbi trust	.6	(.8)	1.0	(.6)
Other trading account activities	2.3	2.3	9.2	8.1
Fee revenue and other income	2.5	2.1	7.6	6.2
Interest expense on investment borrowings	—	(.1)	—	(.2)
Other operating costs and expenses	(13.6)	(7.8)	(43.7)	(27.6)
Loss before net realized investment gains (losses), equity in earnings of certain non-strategic investments and earnings attributable to non-controlling interests, net revenue pursuant to transition and support services agreements, fair value changes and amendment related to agent deferred compensation plan, loss on reinsurance transaction, loss on extinguishment of debt and income taxes	(15.9)	(23.2)	(53.8)	(51.9)
Net realized investment gains (losses)	10.3	(3.4)	(3.0)	1.9
Equity in earnings of certain non-strategic investments and earnings attributable to VIEs	(.7)	(.3)	(1.2)	(4.9)
Transition expenses	—	—	—	(9.0)
Net revenue (expense) pursuant to transition and support services agreements	—	(.4)	—	2.5
Fair value changes and amendment related to agent deferred compensation plan	6.3	—	(12.0)	—
Loss on reinsurance transaction	(75.4)	—	(75.4)	—
Loss on extinguishment of debt	—	—	—	(32.8)
Loss before income taxes	$ (75.4)	$ (27.3)	$ (145.4)	$ (94.2)

Interest expense on corporate debt has been primarily impacted by the debt refinancing transactions completed in May 2015, along with the mix of interest rates on the related outstanding borrowings. Our average corporate debt outstanding was $925.0 million and $878.2 million in the first nine months of 2016 and 2015 , respectively. The average interest rate on our debt was 4.7 percent in both the first nine months of 2016 and 2015 , respectively. The 2016 periods also reflect lower amortization of discount and issuance costs primarily due to the extended maturity profile of the debt incurred in our debt refinancing transactions.

Net investment income on general investment portfolio fluctuates based on the amount and type of invested assets in the corporate operations segment.

Net investment income on other special-purpose portfolios includes the income (loss) from: (i) investments related to deferred compensation plans held in a rabbi trust (which is offset by amounts included in ***other operating costs and expenses*** as the investment results are allocated to participants' account balances); (ii) trading account activities; and (iii) income (loss) from Company-owned life insurance ("COLI") equal to the difference between the return on these investments (representing the change in value of the underlying investments) and our overall portfolio yield. COLI is utilized as an investment vehicle to fund Bankers Life's agent deferred compensation plan. For segment reporting, the Bankers Life segment is allocated a return on these investments equivalent to the yield on the Company's overall portfolio, with any difference in the actual COLI return allocated to the Corporate operations segment.

Fee revenue and other income includes the fees our wholly-owned investment advisor earns for managing portfolios of commercial bank loans for investment trusts. These trusts are consolidated as VIEs in our consolidated financial statements, but the fees are reflected as revenues and the fee expense is reflected in the earnings attributable to non-controlling interests. This fee revenue fluctuates consistent with the size of the loan portfolios.

Other operating costs and expenses include general corporate expenses, net of amounts charged to subsidiaries for services provided by the corporate operations. These amounts fluctuate as a result of expenses such as investments in our business which are not permitted to be capitalized including consulting costs and costs incurred related to corporate development activities. These costs were higher in the 2016 periods. Other operating costs and expenses in the first nine months of 2016 included $3 million of accelerated stock compensation expense related to retirement eligible employees. Since certain stock-based compensation awards granted to retirement eligible employees do not require the employee to provide any further service to retain the award, 100 percent of the compensation expense was recognized when the awards were granted in the first quarter of 2016.

Net realized investment gains (losses) often fluctuate each period. During the first nine months of 2016 , net realized investment losses in this segment were $3.0 million and were comprised of: (i) $5.5 million of net gains from the sales of investments (including $12.1 million of losses recognized by the VIEs and $17.6 million of net gains on other investment sales); (ii) $7.3 million of losses on the dissolution of a VIE; and (iii) $1.2 million of writedowns of investments held by VIEs due to other-than-temporary declines in value. During the first nine months of 2015 , net realized investment gains in this segment were $1.9 million and were comprised of: (i) $2.1 million of net gains from the sales of investments (including $.7 million of losses recognized by the VIEs and $2.8 million of net gains on other investment sales); (ii) a $7.9 million writedown of a legacy investment in a private company that was liquidated; (iii) $3.6 million of writedowns of investments held by VIEs due to other-than-temporary declines in value; and (iv) an $11.3 million gain on the dissolution of a VIE.

Equity in earnings of certain non-strategic investments and earnings attributable to non-controlling interests include the earnings attributable to non-controlling interests in certain VIEs that we are required to consolidate and certain private companies that were acquired in the commutation of an investment made by our Predecessor, net of affiliated amounts. Such earnings are not indicative and are unrelated to the Company's underlying fundamentals.

Transition expenses include one-time expenses associated with our comprehensive agreement with Cognizant for our application development, maintenance and testing functions as well as select information technology infrastructure operations. Transition expenses were $9.0 million in the nine months ended September 30, 2015 .

Net revenue (expense) pursuant to transition and support services agreements represents the difference between the fees we receive from Wilton Reassurance Company and the overhead costs incurred to provide such services under the agreements subsequent to the sale of Conseco Life Insurance Company.

Fair value changes and amendment related to agent deferred compensation plan relate to: (i) changes in the underlying actuarial assumptions used to value liabilities for our agent deferred compensation plan; and (ii) an amendment made to the plan in the third quarter of 2016. The agent deferred compensation plan was amended to: (i) freeze participation in the plan; (ii) freeze benefits accrued under the plan; and (iii) add a limited cashout feature. During the third quarter of 2016, we made lump sum settlement distributions to plan participants with account balances that were below a certain threshold consistent with the provision of the amended plan. We recognized a pre-tax gain of $6.3 million related to the settlement distributions in the third quarter of 2016. The change in the nine months ended September 30, 2016 , reflects: (i) the aforementioned impact of the amendment; and (ii) a 50 basis point reduction in the interest rate used to determine these liabilities, consistent with the decrease in market interest rates.

Loss on reinsurance transaction of $75.4 million resulted from the termination of the reinsurance agreements with BRe and recapture of the ceded business as further described in "Liquidity and Capital Resources - Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off".

Loss on extinguishment or modification of debt in the first nine months of 2015 of $32.8 million consisted of: (i) $15.0 million related to the write-off of unamortized discount and issuance costs due to the repayment of our previous senior secured credit agreement and 6.375% Senior Secured Notes due October 2020 (the "6.375% Notes"); and (ii) a make-whole redemption premium of $17.8 million due to the repayment of the 6.375% Notes.

PREMIUM COLLECTIONS

In accordance with GAAP, insurance policy income in our consolidated statement of operations consists of premiums earned for traditional insurance policies that have life contingencies or morbidity features. For annuity and interest-sensitive life contracts, premiums collected are not reported as revenues, but as deposits to insurance liabilities. We recognize revenues for these products over time in the form of investment income and surrender or other charges.

Our insurance segments sell products through three primary distribution channels - career agents (our Bankers Life segment), direct marketing (our Colonial Penn segment) and independent producers (our Washington National segment). Our career agency force in the Bankers Life segment sells primarily Medicare supplement and long-term care insurance policies, life insurance and annuities. These agents visit the customer's home, which permits one-on-one contact with potential policyholders and promotes strong personal relationships with existing policyholders. Our direct marketing distribution channel in the Colonial Penn segment is engaged primarily in the sale of graded benefit life and simplified issue life insurance policies which are sold directly to the policyholder. Our Washington National segment sells primarily supplemental health and life insurance. These products are marketed through PMA, a wholly-owned subsidiary that specializes in marketing and distributing health products, and through independent marketing organizations and insurance agencies, including worksite marketing.

Agents, insurance brokers and marketing companies who market our products and prospective purchasers of our products use the financial strength ratings of our insurance subsidiaries as an important factor in determining whether to market or purchase. Ratings have the most impact on our sales of supplemental health and life products to consumers at the worksite. The current financial strength ratings of our primary insurance subsidiaries from S&P, Fitch Ratings ("Fitch"), A.M. Best and Moody's Investor Services, Inc. ("Moody's") are "BBB+", "BBB+", "A-" and "Baa1", respectively. For a description of these ratings and additional information on our ratings, see "Financial Strength Ratings of our Insurance Subsidiaries".

We set premium rates on our health insurance policies based on facts and circumstances known at the time we issue the policies using assumptions about numerous variables, including the actuarial probability of a policyholder incurring a claim, the probable size of the claim, and the interest rate earned on our investment of premiums. We also consider historical claims information, industry statistics, the rates of our competitors and other factors. If our actual claims experience is less favorable than we anticipated and we are unable to raise our premium rates, our financial results may be adversely affected. We generally cannot raise our health insurance premiums in any state until we obtain the approval of the state insurance regulator. We review the adequacy of our premium rates regularly and file for rate increases on our products when we believe such rates are too low. It is likely that we will not be able to obtain approval for all requested premium rate increases. If such requests are denied in one or more states, our net income may decrease. If such requests are approved, increased premium rates may reduce the volume of our new sales and may cause existing policyholders to lapse their policies. If the healthier policyholders allow their policies to lapse, this would reduce our premium income and profitability in the future.

Total premium collections by segment were as follows:

Bankers Life (dollars in millions)

	Three months ended September 30, 2016	Three months ended September 30, 2015	Nine months ended September 30, 2016	Nine months ended September 30, 2015
Premiums collected by product:				
Annuities:				
Fixed index (first-year)	$ 218.1	$ 192.2	$ 597.6	$ 508.8
Other fixed interest (first-year)	25.4	23.0	82.8	61.6
Other fixed interest (renewal)	1.6	1.3	4.7	4.9
Subtotal - other fixed interest annuities	27.0	24.3	87.5	66.5
Total annuities	245.1	216.5	685.1	575.3
Health:				
Medicare supplement (first-year)	18.8	20.3	56.3	59.7
Medicare supplement (renewal)	163.4	169.9	491.8	487.1
Subtotal - Medicare supplement	182.2	190.2	548.1	546.8
Long-term care (first-year)	4.4	4.4	13.2	12.4
Long-term care (renewal)	111.9	117.6	340.7	347.3
Subtotal - long-term care	116.3	122.0	353.9	359.7
Supplemental health (first-year)	1.4	1.6	4.1	4.7
Supplemental health (renewal)	4.0	3.5	11.6	9.6
Subtotal – supplemental health	5.4	5.1	15.7	14.3
Other health (first-year)	—	—	—	.1
Other health (renewal)	1.5	1.8	4.7	5.3
Subtotal - other health	1.5	1.8	4.7	5.4
Total health	305.4	319.1	922.4	926.2
Life insurance:				
Traditional (first-year)	18.8	21.7	61.8	64.3
Traditional (renewal)	52.3	50.3	154.5	144.4
Subtotal - traditional	71.1	72.0	216.3	208.7
Interest-sensitive (first-year)	17.9	18.9	53.9	63.5
Interest-sensitive (renewal)	26.4	22.2	77.1	63.1
Subtotal - interest-sensitive	44.3	41.1	131.0	126.6
Total life insurance	115.4	113.1	347.3	335.3
Collections on insurance products:				
Total first-year premium collections on insurance products	304.8	282.1	869.7	775.1
Total renewal premium collections on insurance products	361.1	366.6	1,085.1	1,061.7
Total collections on insurance products	$ 665.9	$ 648.7	$ 1,954.8	$ 1,836.8

Annuities in this segment include fixed index and other fixed interest annuities sold to the senior market. Annuity collections in this segment increased 13 percent, to $245.1 million , in the third quarter of 2016 , and 19 percent, to $685.1 million in the first nine months of 2016 , as compared to the same periods in 2015 . The increase in premium collections in the 2016 periods is consistent with our marketing efforts to increase fixed index annuity sales.

Health products include Medicare supplement, long-term care and other insurance products. Our profits on health policies depend on the overall level of sales, the length of time the business remains inforce, investment yields, claims experience and expense management.

Collected premiums on Medicare supplement policies in the Bankers Life segment decreased 4.2 percent, to $182.2 million , in the third quarter of 2016 , and increased .2 percent, to $548.1 million , in the first nine months of 2016 , as compared to the same periods in 2015 .

Premiums collected on Bankers Life's long-term care policies decreased 4.7 percent, to $116.3 million , in the third quarter of 2016 , and 1.6 percent, to $353.9 million , in the first nine months of 2016 , as compared to the same periods in 2015 .

Life products in this segment include traditional and interest-sensitive life products. Life premiums collected in this segment increased 2.0 percent, to $115.4 million , in the third quarter of 2016 , and 3.6 percent, to $347.3 million , in the first nine months of 2016 , as compared to the same periods in 2015 , reflecting strong persistency.

Washington National (dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Premiums collected by product:				
Health:				
Medicare supplement (renewal)	$ 14.6	$ 19.4	$ 46.1	$ 54.7
Supplemental health (first-year)	17.7	19.1	54.5	56.4
Supplemental health (renewal)	123.3	119.5	369.4	351.0
Subtotal – supplemental health	141.0	138.6	423.9	407.4
Other health (first-year)	.1	—	.2	.1
Other health (renewal)	.4	.4	1.2	1.4
Subtotal - other health	.5	.4	1.4	1.5
Total health	156.1	158.4	471.4	463.6
Life insurance:				
Traditional (first-year)	.2	.1	.6	.5
Traditional (renewal)	2.6	3.0	8.0	8.7
Subtotal - traditional	2.8	3.1	8.6	9.2
Interest-sensitive (first-year)	1.0	1.0	3.6	3.1
Interest-sensitive (renewal)	3.3	2.6	9.5	8.3
Subtotal - interest-sensitive	4.3	3.6	13.1	11.4
Total life insurance	7.1	6.7	21.7	20.6
Annuities:				
Fixed index (first-year)	—	—	—	.1
Fixed index (renewal)	.2	.2	.8	1.3
Subtotal - fixed index annuities	.2	.2	.8	1.4
Other fixed interest (renewal)	—	.2	.2	.5
Total annuities	.2	.4	1.0	1.9
Collections on insurance products:				
Total first-year premium collections on insurance products	19.0	20.2	58.9	60.2
Total renewal premium collections on insurance products	144.4	145.3	435.2	425.9
Total collections on insurance products	$ 163.4	$ 165.5	$ 494.1	$ 486.1

Health products in the Washington National segment include Medicare supplement, supplemental health and other insurance products. Our profits on health policies depend on the overall level of sales, the length of time the business remains inforce, investment yields, claim experience and expense management.

Collected premiums on Medicare supplement policies in the Washington National segment decreased in the 2016 periods due to the run-off of this block of business.

Premiums collected on supplemental health products (including specified disease, accident and hospital indemnity insurance products) increased 1.7 percent, to $141.0 million , in the third quarter of 2016 , and 4.1 percent, to $423.9 million , in the first nine months of 2016 , as compared to the same periods in 2015 . Such increase is due to new sales in recent periods and persistency.

Overall, excluding premiums from the Washington National Medicare supplement and annuity blocks which are in run-off, collected premiums were up 2.0 percent, to $148.6 million, in the third quarter of 2016 , and 4.1 percent, to $447.0 million, in the first nine months of 2016 , as compared to the same periods in 2015 , driven by sales in recent periods and persistency.

Life premiums collected in the Washington National segment increased 6.0 percent, to $7.1 million , in the third quarter of 2016 , and 5.3 percent, to $21.7 million , in the first nine months of 2016 , as compared to the same periods in 2015 .

Annuities in this segment include fixed index and other fixed interest annuities. We are no longer actively pursuing sales of annuity products in this segment.

Colonial Penn (dollars in millions)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Premiums collected by product:				
Life insurance:				
Traditional (first-year)	$ 13.8	$ 13.2	$ 41.6	$ 38.6
Traditional (renewal)	56.2	52.8	166.7	155.9
Subtotal - traditional	70.0	66.0	208.3	194.5
Interest-sensitive (all renewal)	.1	—	.3	.2
Total life insurance	70.1	66.0	208.6	194.7
Health (all renewal):				
Medicare supplement	.6	.6	1.7	2.0
Other health	—	.1	.1	.2
Total health	.6	.7	1.8	2.2
Collections on insurance products:				
Total first-year premium collections on insurance products	13.8	13.2	41.6	38.6
Total renewal premium collections on insurance products	56.9	53.5	168.8	158.3
Total collections on insurance products	$ 70.7	$ 66.7	$ 210.4	$ 196.9

Life products in this segment are sold primarily to the senior market. Life premiums collected in this segment increased 6.2 percent, to $70.1 million , in the third quarter of 2016 , and 7.1 percent, to $208.6 million , in the first nine months of 2016 , as compared to the same periods in 2015 . Graded benefit life products sold through our direct response marketing channel accounted for $69.6 million and $65.2 million of our total collected premiums in the third quarters of 2016 and 2015 , respectively, and $207.1 million and $192.7 million in the first nine months of 2016 and 2015 , respectively. Premiums collected reflect strong sales in the 2016 periods reflecting lead diversification and sales productivity initiatives.

Health products include Medicare supplement and other insurance products. Our profits on health policies depend on the overall level of sales, the length of time the business remains in-force, investment yields, claims experience and expense management. Premiums collected on these products have decreased as we do not currently market these products through this segment.

LIQUIDITY AND CAPITAL RESOURCES

Our capital structure as of September 30, 2016 and December 31, 2015 was as follows (dollars in millions):

	September 30, 2016	December 31, 2015
Total capital:		
Corporate notes payable	$ 912.5	$ 911.1
Shareholders' equity:		
Common stock	1.7	1.8
Additional paid-in capital	3,206.3	3,386.8
Accumulated other comprehensive income	855.5	402.8
Retained earnings	430.3	347.1
Total shareholders' equity	4,493.8	4,138.5
Total capital	$ 5,406.3	$ 5,049.6

The following table summarizes certain financial ratios as of and for the nine months ended September 30, 2016 and as of and for the year ended December 31, 2015 :

	September 30, 2016	December 31, 2015
Book value per common share	$ 25.89	$ 22.49
Book value per common share, excluding accumulated other comprehensive income (a)	20.96	20.30
Ratio of earnings to fixed charges	1.94X	2.59X
Debt to total capital ratios:		
Corporate debt to total capital	16.9%	18.0%
Corporate debt to total capital, excluding accumulated other comprehensive income (a)	20.1%	19.6%

(a) This non-GAAP measure differs from the corresponding GAAP measure presented immediately above, because accumulated other comprehensive income has been excluded from the value of capital used to determine this measure. Management believes this non-GAAP measure is useful because it removes the volatility that arises from changes in accumulated other comprehensive income. Such volatility is often caused by changes in the estimated fair value of our investment portfolio resulting from changes in general market interest rates rather than the business decisions made by management. However, this measure does not replace the corresponding GAAP measure.

Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off

In December 2013, two of our insurance subsidiaries with long-term care business (Washington National and BCLIC) entered into 100% coinsurance agreements ceding $495 million of long-term care reserves to BRe. Pursuant to the agreements, the Company paid an additional premium of $96.9 million to BRe and an amount equal to the related net liabilities. BRe is a reinsurer that is not licensed or accredited by the states of domicile (Indiana and New York, respectively) of the insurance subsidiaries ceding the long-term care business and BRe is not rated by A.M. Best. As a result of its non-accredited status, BRe was required to provide collateral which meets the regulatory requirements of the states of domicile in order for our insurance subsidiaries to obtain full credit in their statutory financial statements for the reinsurance receivables due from BRe. Such collateral was required to be held in market value trusts subject to 7% over collateralization, investment guidelines and periodic true-up provisions.

Certain irregularities had come to our attention regarding BRe, including its relationship with Platinum and the valuation and appropriateness of the collateral deposited in trusts by BRe for Washington National and BCLIC. CNO commenced an independent third-party audit by a forensic accounting firm in late June 2016 of certain investments deposited in the trusts by BRe. Such investments included assets valued at that time using unobservable inputs that contain assumptions determined by BRe. The initial scope of CNO's audit was a subset of investments which had an estimated fair value of approximately $62 million as of September 30, 2016. The independent audit of these investments was substantially completed in the third quarter of 2016. The information currently available to CNO confirms that a significant portion of these assets bear some connection to Platinum or to parties that have had past or present associations with Platinum. CNO has serious concerns regarding BRe's conflicts of interest and whether, in many cases, the assets related to Platinum were acquired in appropriate arm's-length transactions.

Moreover, CNO and the auditor retained by CNO also have concluded that many of the values assigned to these investments by BRe and summarized in reports prepared by its valuation firm, Duff & Phelps, were inaccurate due to the use of flawed methodologies. Based on the information available to us at this time, we are comfortable that our estimated fair values for these investments are reasonable. We believe our estimated values recognize the inherent volatility and default probability given the nature of these investments and specific ownership related issues.

In September 2016, BCLIC and Washington National expanded the scope of the independent audit to include additional investments for which we estimated the fair value to be approximately $63 million as of September 30, 2016. Based on our initial assessment, these additional investments do not have connections to Platinum or to parties that have had past or present associations with Platinum. Based on the information currently available, these assets appear to be less complex, more diversified, and less difficult to value. However, we chose to expand the scope of the original audit primarily to independently confirm our internal assessment. While no assurances can be given, we anticipate that the audit of these additional investments will be completed, to the extent possible given the availability of information, by the end of the fourth quarter of 2016. However, we have not discovered any information that would lead us to conclude our initial assessment was incorrect.

We have greater confidence in the reasonableness of our valuation inputs with respect to the investments that we do not intend to include as part of the independent third party audit. While these investments may be subject to normal market value fluctuations, concerns related to ownership structure and the probability of default are generally lower than the investments included in the audit.

On September 29, 2016, the New York Department of Financial Services (the "NYDFS") issued a regulatory demand letter to CNO. In the letter, the NYDFS said it had conducted a "detailed analysis" of the assets in the primary BCLIC trust account, after which it had "concluded that a substantial portion of the current assets held within the Trust are not in compliance with the standards set under 11 NYCRR § 126 (Insurance Regulation 114)." The NYDFS also said that "[a]ssets within the trust were removed subsequent to the Department's approval of the reinsurance treaty and replaced with assets that do not comply with 11 NYCRR § 126(a)(2), which states that 'assets deposited in the trust account shall be valued according to their current fair market value, and shall consist only of cash (United States legal tender), certificates of deposit (issued by a United States bank and payable in United States legal tender), and investments of the types specified in paragraphs (1), (2), (3), (8) and (10) of subsection (a) of section 1404 of the New York Insurance Law.'" The NYDFS directed BCLIC "to remediate this deficiency within ten days of the date of this letter [i.e., by October 9, 2016] by ensuring the assets held within the Trust meet the requirements of Insurance Regulation 114." The NYDFS said that "[f]ailure to bring the Trust into compliance may result in the denial of reserve credit and disciplinary action from the Department."

On September 29, 2016, the Indiana Department of Insurance ("IDOI") issued a regulatory demand letter to CNO. In the letter, the IDOI said that the reinsurance agreement between Washington National and BRe and the related trust are not in compliance with 760 IAC 1-55-4. The letter states that credit for reinsurance under the reinsurance agreement shall not be allowed for Washington National "unless corrective measures, satisfactory to the IDOI, are taken immediately."

On September 29, 2016, BCLIC and Washington National sent written notices to Wilmington Trust, N.A., the trustee of the BRe reinsurance trusts, pursuant to which BCLIC and Washington National notified the trustee that they are exercising their rights under the reinsurance agreements to withdraw all of the assets from the reinsurance trust accounts. Assets included in these accounts were subsequently transferred to accounts of BCLIC and Washington National.

On September 29, 2016, BCLIC and Washington National gave written notice to BRe that they were terminating their reinsurance agreements with BRe effective immediately, after concluding that BRe's material breaches of the reinsurance agreements are incurable, and that it is in the best interests of BCLIC and Washington National policyholders and other key stakeholders to terminate the reinsurance agreements. We formed this conclusion for several reasons, including: (i) BRe represented that it would need until the end of the year to replace all of the Platinum-related assets in the trust accounts, and the NYDFS and IDOI directed BCLIC and Washington National to take corrective action relating to these assets within 10 days, in the case of the NYDFS, and immediately, in the case of the IDOI; (ii) certain statements made to CNO by BRe called into question BRe's financial ability to continue to reinsure the policies ceded to it; and (iii) BRe has, repeatedly and over the course of a prolonged period, acted in bad faith, engaged in self-dealing, and intentionally misrepresented and withheld key information about itself and its conflicts of interest from CNO.

We subsequently resumed responsibility and are in full control of all aspects of policyholder administration of the recaptured business.

Because Washington National and BCLIC have recaptured the ceded business, CNO is required to value the investments at their estimated fair value as of the date of recapture. In addition, the liabilities are required to be valued based on valuation methodologies that are consistent with the methodologies used by CNO to value its insurance liabilities.

Based on the valuation methodologies used by CNO to value its insurance liabilities, this block of long-term care business is required to be evaluated separately to determine whether aggregate liabilities are deficient. The insurance liabilities established at the recapture date include additional premium deficiency reserves of approximately $70 million. Since this block of long-term care business is in loss recognition status, our valuation assumptions reflect no profits or losses on the block over its remaining life. Accordingly, changes in assumptions which adversely impact future earnings will result in an immediate charge to current earnings. This block of long-term care business will be included in our normal annual actuarial loss recognition testing review in the fourth quarter of 2016. This block of business is particularly sensitive to changes in assumptions related to expected future investment yields. For example, we estimate that a 50 basis point reduction in the ultimate new money rate assumption would result in a $15 million pre-tax charge.

We recognized a pre-tax loss of $75.4 million on the recapture of the long-term care business as summarized below (dollars in millions):

Market value of investments	$	504.7
Insurance liabilities		(552.2)
Write-off of reinsurance receivables		(17.9)
Estimated transaction expenses		(10.0)
Pre-tax loss	$	(75.4)

The assets included in the aforementioned independent audits are summarized below by investment type (dollars in millions):

	Investments included in initial scope of audit		Investments included in additional scope of audit		Total investments included in the scope of audit	
Transportation and auto	$	—	$	28	$	28
Services		23		3		26
Energy		20		4		24
Life settlements		7		6		13
Commercial real estate		3		16		19
Other		9		6		15
	$	62	$	63	$	125

As a result of the recapture, related charge and additional capital required to support the assets and liabilities of this business, CNO contributed $200 million to its insurance subsidiaries on September 30, 2016. After giving effect to this contribution, CNO has $189 million of cash and investments at the holding company as of September 30, 2016 and its consolidated RBC ratio was estimated to be 458%.

The impact of the recapture on our statutory earnings and surplus at September 30, 2016 is summarized below (dollars in millions):

Impact on surplus:	
Market value of investments	$ 504.7
Write-off of estimated receivable due from BRe	(17.9)
Insurance liabilities	(587.2)
Expenses incurred	(10.0)
Statutory earnings impact	(110.4)
Impact on admitted investments	(11.0)
Impact on admitted deferred tax assets	(14.5)
Statutory surplus impact	$ (135.9)

In order to increase its excess capital position, CNO has suspended its share repurchase program for the remainder of 2016.

Liquidity for Insurance Operations

Our insurance companies generally receive adequate cash flows from premium collections and investment income to meet their obligations. Life insurance, long-term care insurance and annuity liabilities are generally long-term in nature. Life and annuity policyholders may, however, withdraw funds or surrender their policies, subject to any applicable penalty provisions; there are generally no withdrawal or surrender benefits for long-term care insurance. We actively manage the relationship between the duration of our invested assets and the estimated duration of benefit payments arising from contract liabilities.

Three of the Company's insurance subsidiaries (Washington National, Bankers Life and Colonial Penn) are members of the FHLB. As members of the FHLB, our insurance subsidiaries have the ability to borrow on a collateralized basis from the FHLB. We are required to hold certain minimum amounts of FHLB common stock as a condition of membership in the FHLB, and additional amounts based on the amount of the borrowings. At September 30, 2016 , the carrying value of the FHLB common stock was $71.2 million . As of September 30, 2016 , collateralized borrowings from the FHLB totaled $1.6 billion and the proceeds were used to purchase fixed maturity securities. The borrowings are classified as investment borrowings in the accompanying consolidated balance sheet. The borrowings are collateralized by investments with an estimated fair value of $2.0 billion at September 30, 2016 , which are maintained in custodial accounts for the benefit of the FHLB.

The following summarizes the terms of the borrowings from the FHLB by our insurance subsidiaries (dollars in millions):

Amount borrowed	Maturity date	Interest rate at September 30, 2016
$ 57.7	June 2017	Variable rate – 1.308%
100.0	October 2017	Variable rate – 1.200%
50.0	January 2018	Variable rate – 1.015%
50.0	January 2018	Variable rate – 1.055%
50.0	February 2018	Variable rate – 1.098%
50.0	February 2018	Variable rate – 0.908%
22.0	February 2018	Variable rate – 1.159%
100.0	May 2018	Variable rate – 0.974%
50.0	July 2018	Variable rate – 1.213%
50.0	August 2018	Variable rate – 0.937%
10.0	December 2018	Variable rate – 0.972%
50.0	January 2019	Variable rate – 1.099%
50.0	February 2019	Variable rate – 0.908%
100.0	March 2019	Variable rate – 1.011%
21.8	July 2019	Variable rate – 1.026%
15.0	October 2019	Variable rate – 1.147%
50.0	May 2020	Variable rate – 1.044%
21.8	June 2020	Fixed rate – 1.960%
25.0	September 2020	Variable rate – 1.265%
100.0	September 2020	Variable rate – 1.185%
50.0	September 2020	Variable rate – 1.184%
75.0	September 2020	Variable rate – 0.958%
100.0	October 2020	Variable rate – 0.764%
50.0	December 2020	Variable rate – 1.223%
100.0	July 2021	Variable rate – 1.223%
28.2	August 2021	Fixed rate – 2.550%
125.0	August 2021	Variable rate – 1.005%
50.0	September 2021	Variable rate – 1.365%
25.6	March 2023	Fixed rate – 2.160%
20.5	June 2025	Fixed rate – 2.940%
$ 1,647.6		

State laws generally give state insurance regulatory agencies broad authority to protect policyholders in their jurisdictions. Regulators have used this authority in the past to restrict the ability of our insurance subsidiaries to pay any dividends or other amounts without prior approval. We cannot be assured that the regulators will not seek to assert greater supervision and control over our insurance subsidiaries' businesses and financial affairs.

Our estimated consolidated statutory RBC ratio of 458 percent at September 30, 2016 , reflects estimated consolidated statutory operating earnings of $162 million (including approximately $110 million loss on the recapture of long-term care business), a $200.0 million capital contribution to the insurance subsidiaries from the holding company (related to the charge and additional capital required to support the recapture of the long-term care business) and dividends to the holding company of

$175.8 million during the first nine months of 2016 . Statutory earnings will often fluctuate on a quarterly basis due to the application of statutory accounting principles.

Our insurance subsidiaries transfer exposure to certain risk to others through reinsurance arrangements. When we obtain reinsurance, we are still liable for those transferred risks in the event the reinsurer defaults on its obligations. The failure, insolvency, inability or unwillingness of one or more of the Company's reinsurers to perform in accordance with the terms of its reinsurance agreement could negatively impact our earnings or financial position and our consolidated statutory RBC ratio.

Financial Strength Ratings of our Insurance Subsidiaries

Financial strength ratings provided by S&P, Fitch, A.M. Best and Moody's are the rating agency's opinions of the ability of our insurance subsidiaries to pay policyholder claims and obligations when due.

On October 4, 2016, S&P affirmed the financial strength ratings of "BBB+" of our primary insurance subsidiaries. The outlook for these ratings is negative and S&P removed them from Credit Watch. S&P's recent actions reflect information related to one of the Company's reinsurers and the Company's recapture of the ceded business as further described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off". S&P financial strength ratings range from "AAA" to "R" and some companies are not rated. An insurer rated "BBB" or higher is regarded as having financial security characteristics that outweigh any vulnerabilities, and is highly likely to have the ability to meet financial commitments. An insurer rated "BBB", in S&P's opinion, has good financial security characteristics, but is more likely to be affected by adverse business conditions than are higher-rated insurers. Pluses and minuses show the relative standing within a category. S&P has twenty-one possible ratings. There are seven ratings above the "BBB+" rating of our primary insurance subsidiaries and thirteen ratings that are below that rating.

On August 3, 2016, Fitch placed its "BBB+" financial strength ratings of our primary insurance subsidiaries on Rating Watch Negative. Fitch's recent actions reflect information related to one of the Company's reinsurers and the Company's recapture of the ceded business as further described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off". A "BBB" rating, in Fitch's opinion, indicates that there is currently a low expectation of ceased or interrupted payments. The capacity to meet policyholder and contract obligations on a timely basis is considered adequate, but adverse changes in circumstances and economic conditions are more likely to impact this capacity. Fitch ratings for the industry range from "AAA Exceptionally Strong" to "C Distressed" and some companies are not rated. Pluses and minuses show the relative standing within a category. Fitch has nineteen possible ratings. There are seven ratings above the "BBB+" rating of our primary insurance subsidiaries and eleven ratings that are below that rating.

On August 26, 2015, A.M. Best upgraded the financial strength ratings of our primary insurance subsidiaries to "A-" from "B++" and the outlook for these ratings is stable. The "A-" rating is assigned to companies that have an excellent ability, in A.M. Best's opinion, to meet their ongoing obligations to policyholders. A.M. Best ratings for the industry currently range from "A++ (Superior)" to "F (In Liquidation)" and some companies are not rated. An "A++" rating indicates a superior ability to meet ongoing obligations to policyholders. A.M. Best has sixteen possible ratings. There are three ratings above the "A-" rating of our primary insurance subsidiaries and twelve ratings that are below that rating.

On May 11, 2015, Moody's upgraded the financial strength ratings of our primary insurance subsidiaries to "Baa1" from "Baa2" and the outlook for these ratings is stable. Moody's financial strength ratings range from "Aaa" to "C". These ratings may be supplemented with numbers "1", "2", or "3" to show relative standing within a category. In Moody's view, an insurer rated "Baa" offers adequate financial security, however, certain protective elements may be lacking or may be characteristically unreliable over any great length of time. Moody's has twenty-one possible ratings. There are seven ratings above the "Baa1" rating of our primary insurance subsidiaries and thirteen ratings that are below that rating.

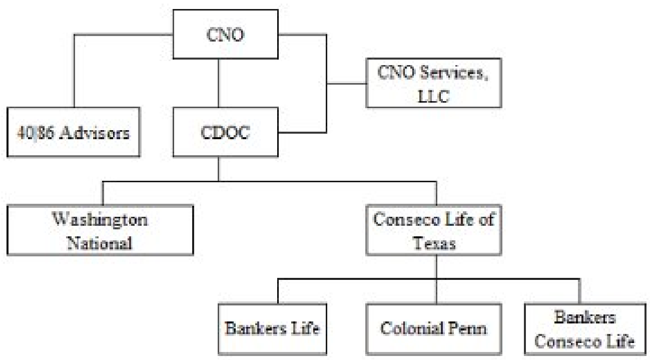
Rating agencies have increased the frequency and scope of their credit reviews and requested additional information from the companies that they rate, including us. They may also adjust upward the capital and other requirements employed in the rating agency models for maintenance of certain ratings levels. We cannot predict what actions rating agencies may take, or what actions we may take in response. Accordingly, downgrades and outlook revisions related to us or the life insurance industry may occur in the future at any time and without notice by any rating agency. These could increase policy surrenders and withdrawals, adversely affect relationships with our distribution channels, reduce new sales, reduce our ability to borrow and increase our future borrowing costs.

Liquidity of the Holding Companies

Availability and Sources and Uses of Holding Company Liquidity; Limitations on Ability of Insurance Subsidiaries to Make Dividend and Surplus Debenture Interest Payments to the Holding Companies; Limitations on Holding Company Activities

At September 30, 2016 , CNO, CDOC, Inc. ("CDOC", our wholly owned subsidiary and the immediate parent of Washington National and Conseco Life Insurance Company of Texas ("CLTX")) and our other non-insurance subsidiaries held: (i) unrestricted cash and cash equivalents of $158.4 million; (ii) fixed income investments of $16.8 million; and (iii) equity securities of $14.1 million. CNO and CDOC are holding companies with no business operations of their own; they depend on their operating subsidiaries for cash to make principal and interest payments on debt, and to pay administrative expenses and income taxes. CNO and CDOC receive cash from insurance subsidiaries, consisting of dividends and distributions, interest payments on surplus debentures and tax-sharing payments, as well as cash from non-insurance subsidiaries consisting of dividends, distributions, loans and advances. The principal non-insurance subsidiaries that provide cash to CNO and CDOC are 40|86 Advisors, Inc. ("40|86 Advisors"), which receives fees from the insurance subsidiaries for investment services, and CNO Services, LLC which receives fees from the insurance subsidiaries for providing administrative services. The agreements between our insurance subsidiaries and CNO Services, LLC and 40|86 Advisors, respectively, were previously approved by the domestic insurance regulator for each insurance company, and any payments thereunder do not require further regulatory approval.

The following summarizes the current ownership structure of CNO's primary subsidiaries:



The ability of our insurance subsidiaries to pay dividends is subject to state insurance department regulations and is based on the financial statements of our insurance subsidiaries prepared in accordance with statutory accounting practices prescribed or permitted by regulatory authorities, which differ from GAAP. These regulations generally permit dividends to be paid from statutory earned surplus of the insurance company for any 12-month period in amounts equal to the greater of (or in a few states, the lesser of): (i) statutory net gain from operations or net income for the prior year; or (ii) 10 percent of statutory capital and surplus as of the end of the preceding year. This type of dividend is referred to as an "ordinary dividend". Any dividend in excess of these levels or from an insurance company that has negative earned surplus requires the approval of the director or commissioner of the applicable state insurance department and is referred to as an "extraordinary dividend". Each of the direct insurance subsidiaries of CDOC has significant negative earned surplus and any dividend payments from the direct insurance subsidiaries of CDOC would be considered extraordinary dividends and, therefore, require the approval of the director or commissioner of the applicable state insurance department. In the first nine months of 2016 , our insurance subsidiaries paid extraordinary dividends to CDOC totaling $175.8 million. We expect to receive regulatory approval for future dividends from our subsidiaries, but there can be no assurance that such payments will be approved or that the financial condition of our insurance subsidiaries will not change, making future approvals less likely.

CDOC holds surplus debentures from CLTX with an aggregate principal amount of $749.6 million. Interest payments on those surplus debentures do not require additional approval provided the RBC ratio of CLTX exceeds 100 percent (but do require prior written notice to the Texas state insurance department). The estimated RBC ratio of CLTX was 395 percent at September 30, 2016 . CDOC also holds a surplus debenture from Colonial Penn with a principal balance of $160.0 million. Interest payments on that surplus debenture require prior approval by the Pennsylvania state insurance department. Dividends and other payments from our non-insurance subsidiaries, including 40|86 Advisors and CNO Services, LLC, to CNO or CDOC do not require approval by any regulatory authority or other third party. However, insurance regulators may prohibit payments by our insurance subsidiaries to parent companies if they determine that such payments could be adverse to our policyholders or contractholders.

The insurance subsidiaries of CDOC receive funds to pay dividends primarily from: (i) the earnings of their direct businesses; (ii) tax sharing payments received from subsidiaries (if applicable); and (iii) with respect to CLTX, dividends received from subsidiaries. At September 30, 2016 , the subsidiaries of CLTX had earned surplus (deficit) as summarized below (dollars in millions):

Subsidiaries of CLTX	Earned surplus (deficit)	Additional information
Bankers Life	$ 531.1	(a)
Colonial Penn	(287.0)	(b)

(a) Bankers Life paid ordinary dividends of $90 million to CLTX in the first nine months of 2016 .
(b) The deficit is primarily due to transactions which occurred several years ago, including a tax planning transaction and the fee paid to recapture a block of business previously ceded to an unaffiliated insurer.

A significant deterioration in the financial condition, earnings or cash flow of the material subsidiaries of CNO or CDOC for any reason could hinder such subsidiaries' ability to pay cash dividends or other disbursements to CNO and/or CDOC, which, in turn, could limit CNO's ability to meet debt service requirements and satisfy other financial obligations. In addition, we may choose to retain capital in our insurance subsidiaries or to contribute additional capital to our insurance subsidiaries to strengthen their surplus, and these decisions could limit the amount available at our top tier insurance subsidiaries to pay dividends to the holding companies. As further described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off", CDOC made $200.0 million of capital contributions to its insurance subsidiaries on September 30, 2016 .

In the first nine months of 2016 , we repurchased 11.7 million shares of common stock for $203.0 million under our securities repurchase program. The Company has remaining repurchase authority of $252.7 million as of September 30, 2016 . As described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off", we suspended our share repurchase program for the remainder of 2016 in order to increase our excess capital.

We have previously disclosed that our strategic priorities include a reduction of our relative long-term care exposure by approximately one-half over the next three to six years. To achieve this goal, it is likely that we will need to transfer the risks of a portion of this business through one or more reinsurance transactions. A substantial ceding commission could be paid by the Company to transfer long-term care risk through reinsurance, depending on the specific types of risks and amounts ceded. The payment of a ceding commission by the Company would likely result in the recognition of a loss upon the completion of a reinsurance transaction. Due to our current tax position, it is likely that a portion of the tax benefit recognized on the loss would not be realized and we may be required to increase our valuation allowance for deferred tax assets. Although we believe reducing our exposure to the risk of long-term care business through reinsurance would benefit the Company in the long term, such a transaction could initially adversely impact certain aspects of our financial position, results of operations and/or cash flow, including the cash available to repurchase shares of our common stock.

In the first nine months of 2016 , dividends declared on common stock totaled $40.8 million ($0.23 per common share). In May 2016, the Company increased its quarterly common stock dividend to $0.08 per share from $0.07 per share.

On October 4, 2016, S&P affirmed our issuer credit and secured debt ratings of "BB+". The outlook for these ratings is negative and S&P removed them from Credit Watch. S&P’s recent actions reflect information related to one of the Company’s reinsurers and the Company's recapture of the ceded business as further described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off". In S&P's view, an obligation rated "BB" is less vulnerable to nonpayment than other speculative issues. However, it faces major ongoing uncertainties or exposure to adverse business, financial or economic conditions which could lead to the obligor's inadequate capacity to meet its financial commitment on the obligation. Pluses and minuses show the relative standing within a category. S&P has a total of 22 possible ratings ranging from "AAA (Extremely Strong)" to "D (Payment Default)". There are ten ratings above CNO's "BB+" rating and eleven ratings that are below its rating.

On August 3, 2016, Fitch placed its “BB+” rating on our issuer credit and senior secured debt on Rating Watch Negative. Fitch’s recent actions reflect information related to one of the Company’s reinsurers and the Company's recapture of the ceded business as further described above under the caption "Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off". In Fitch's view, an obligation rated "BB" indicates an elevated vulnerability to default risk, particularly in the event of adverse changes in business or economic conditions over time; however, business or financial flexibility exists which supports the servicing of financial commitments. Pluses and minuses show the relative standing within a category. Fitch has a total of 21 possible ratings ranging from "AAA" to "D". There are ten ratings above CNO's "BB+" rating and ten ratings that are below its rating.

On August 26, 2015, A.M. Best upgraded our issuer credit and senior secured debt ratings to "bbb-" from "bb+" and the outlook for these ratings is stable. In A.M. Best's view, a company rated "bbb-" has an adequate ability to meet the terms of its obligations; however, the issuer is more susceptible to changes in economic or other conditions. Pluses and minuses show the relative standing within a category. A.M. Best has a total of 22 possible ratings ranging from "aaa (Exceptional)" to "d (In default)". There are nine ratings above CNO's "bbb-" rating and twelve ratings that are below its rating.

On May 11, 2015, Moody's upgraded our issuer credit and senior secured debt ratings to "Ba1" from "Ba2" and the outlook for these ratings is stable. In Moody's view, obligations rated "Ba" are judged to have speculative elements and are subject to substantial credit risk. A rating is supplemented with numerical modifiers "1", "2" or "3" to show the relative standing within a category. Moody's has a total of 21 possible ratings ranging from "Aaa" to "C". There are ten ratings above CNO's "Ba1" rating and ten ratings that are below its rating.

As part of our investment strategy, we may enter into repurchase agreements to increase our investment return. Pursuant to such agreements, the Company sells securities subject to an obligation to repurchase the same securities. Under these arrangements, the Company may transfer legal control over the assets but still retain effective control through an agreement that both entitles and obligates the Company to repurchase the assets. As a result, these repurchase agreements are accounted for as collateralized financing arrangements (i.e., secured borrowings) and not as a sale and subsequent repurchase of securities. No such borrowings were outstanding at September 30, 2016 .

We believe that the existing cash available to the holding company, the cash flows to be generated from operations and other transactions will be sufficient to allow us to meet our debt service obligations, pay corporate expenses and satisfy other financial obligations. However, our cash flow is affected by a variety of factors, many of which are outside of our control, including insurance regulatory issues, competition, financial markets and other general business conditions. We cannot provide assurance that we will possess sufficient income and liquidity to meet all of our debt service requirements and other holding company obligations.

INVESTMENTS

At September 30, 2016 , the amortized cost, gross unrealized gains and losses and estimated fair value of fixed maturities, available for sale, were as follows (dollars in millions):

	Amortized cost	Gross unrealized gains	Gross unrealized losses	Estimated fair value
Investment grade (a):				
Corporate securities	$ 11,278.3	$ 1,679.4	$ (30.1)	$ 12,927.6
United States Treasury securities and obligations of United States government corporations and agencies	238.5	48.2	—	286.7
States and political subdivisions	1,780.9	290.9	(.4)	2,071.4
Debt securities issued by foreign governments	26.8	1.7	—	28.5
Asset-backed securities	1,180.2	39.7	(3.6)	1,216.3
Collateralized debt obligations	175.3	.6	(.7)	175.2
Commercial mortgage-backed securities	1,459.0	65.5	(8.0)	1,516.5
Mortgage pass-through securities	2.4	.3	—	2.7
Collateralized mortgage obligations	424.3	18.7	(.7)	442.3
Total investment grade fixed maturities, available for sale	16,565.7	2,145.0	(43.5)	18,667.2
Below-investment grade (a) (b):				
Corporate securities	957.3	25.8	(33.6)	949.5
States and political subdivisions	13.6	—	(.9)	12.7
Asset-backed securities	1,456.2	55.1	(6.8)	1,504.5
Collateralized debt obligations	2.5	—	—	2.5
Commercial mortgage-backed securities	63.4	.2	(.6)	63.0
Collateralized mortgage obligations	576.5	47.3	(1.0)	622.8
Total below-investment grade fixed maturities, available for sale	3,069.5	128.4	(42.9)	3,155.0
Total fixed maturities, available for sale	$ 19,635.2	$ 2,273.4	$ (86.4)	$ 21,822.2

(a) Investment ratings – Investment ratings are assigned the second lowest rating by Nationally Recognized Statistical Rating Organizations ("NRSROs") (Moody's, S&P or Fitch), or if not rated by such firms, the rating assigned by the National Association of Insurance Commissioners (the "NAIC"). NAIC designations of "1" or "2" include fixed maturities generally rated investment grade (rated "Baa3" or higher by Moody's or rated "BBB-" or higher by S&P and Fitch). NAIC designations of "3" through "6" are referred to as below-investment grade (which generally are rated "Ba1" or lower by Moody's or rated "BB+" or lower by S&P and Fitch). References to investment grade or below-investment grade throughout our consolidated financial statements are determined as described above.

(b) Certain structured securities rated below-investment grade by NRSROs may be assigned a NAIC 1 or NAIC 2 designation based on the cost basis of the security relative to estimated recoverable amounts as determined by the NAIC. Refer to the table on the page which follows for a summary of our fixed maturity securities, available for sale, by NAIC designations.

The NAIC evaluates the fixed maturity investments of insurers for regulatory and capital assessment purposes and assigns securities to one of six credit quality categories called NAIC designations, which are used by insurers when preparing their annual statements based on statutory accounting principles. The NAIC designations are generally similar to the credit quality designations of the NRSROs for marketable fixed maturity securities, except for certain structured securities. However, certain structured securities rated below investment grade by the NRSROs can be assigned NAIC 1 or NAIC 2 designations dependent on the cost basis of the holding relative to estimated recoverable amounts as determined by the NAIC. The following summarizes the NAIC designations and NRSRO equivalent ratings:

NAIC Designation	NRSRO Equivalent Rating
1	AAA/AA/A
2	BBB
3	BB
4	B
5	CCC and lower
6	In or near default

A summary of our fixed maturity securities, available for sale, by NAIC designations (or for fixed maturity securities held by non-regulated entities, based on NRSRO ratings) as of September 30, 2016 is as follows (dollars in millions):

NAIC designation	Amortized cost	Estimated fair value	Percentage of total estimated fair value
1	$ 9,777.4	$ 10,926.1	50.0%
2	8,771.7	9,814.7	45.0
Total NAIC 1 and 2 (investment grade)	18,549.1	20,740.8	95.0
3	688.6	683.2	3.2
4	218.0	214.9	1.0
5	158.2	157.3	.7
6	21.3	26.0	.1
Total NAIC 3, 4, 5 and 6 (below-investment grade)	1,086.1	1,081.4	5.0
	$ 19,635.2	$ 21,822.2	100.0%

Concentration of Fixed Maturity Securities, Available for Sale

The following table summarizes the carrying values and gross unrealized losses of our fixed maturity securities, available for sale, by category as of September 30, 2016 (dollars in millions):

	Carrying value	Percent of fixed maturities	Gross unrealized losses	Percent of gross unrealized losses
Asset-backed securities	$ 2,720.8	12.5%	$ 10.4	12.0%
States and political subdivisions	2,084.1	9.6	1.3	1.5
Utilities	1,611.0	7.4	—	—
Commercial mortgage-backed securities	1,579.5	7.2	8.6	10.0
Energy	1,572.2	7.2	28.7	33.2
Insurance	1,492.0	6.8	3.6	4.2
Healthcare/pharmaceuticals	1,466.8	6.7	2.7	3.1
Collateralized mortgage obligations	1,065.1	4.9	1.7	2.0
Banks	1,033.3	4.7	1.2	1.4
Food/beverage	906.7	4.2	.1	.1
Cable/media	746.5	3.4	7.6	8.8
Real estate/REITs	562.0	2.6	—	—
Capital goods	526.6	2.4	1.5	1.7
Transportation	473.0	2.2	1.0	1.2
Telecom	447.1	2.0	.8	.9
Chemicals	438.0	2.0	2.7	3.1
Brokerage	303.1	1.4	.9	1.0
Aerospace/defense	291.7	1.3	.5	.6
U.S. Treasury and Obligations	286.7	1.3	—	—
Technology	273.9	1.3	2.0	2.3
Business services	272.9	1.3	3.1	3.6
Paper	250.7	1.1	—	—
Autos	248.6	1.1	—	—
Other	1,169.9	5.4	8.0	9.3
Total fixed maturities, available for sale	$ 21,822.2	100.0%	$ 86.4	100.0%

At September 30, 2016 , the carrying value of the Company's fixed maturity securities in the energy sector was $1.6 billion , with gross unrealized gains of $143.1 million and gross unrealized losses of $28.7 million . Although these securities are of high quality (88 percent are rated investment grade) and diversified (76 issuers), we could be exposed to future downgrades and declines in market values if oil prices remain at low levels for an extended period of time. At December 31, 2015, the carrying value of our fixed maturity securities in the energy sector was $1.5 billion, with gross unrealized gains of $59.4 million and gross unrealized losses of $160.9 million.

Below-Investment Grade Securities

At September 30, 2016 , the amortized cost of the Company's below-investment grade fixed maturity securities was $3,069.5 million , or 16 percent of the Company's fixed maturity portfolio. The estimated fair value of the below-investment grade portfolio was $3,155.0 million , or 103 percent of the amortized cost (refer to the table on page 93 for composition of the below-investment grade portfolio).

Below-investment grade corporate debt securities typically have different characteristics than investment grade corporate debt securities. Based on historical performance, probability of default by the borrower is significantly greater for below-investment grade corporate debt securities and in many cases severity of loss is relatively greater as such securities are generally unsecured and often subordinated to other indebtedness of the issuer. Also, issuers of below-investment grade corporate debt securities frequently have higher levels of debt relative to investment-grade issuers, hence, all other things being equal, are generally more sensitive to adverse economic conditions. The Company attempts to reduce the overall risk related to its investment in below-investment grade securities, as in all investments, through careful credit analysis, strict investment policy guidelines, and diversification by issuer and/or guarantor and by industry.

Net Realized Investment Gains (Losses)

The following table sets forth the net realized investment gains (losses) for the periods indicated (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Fixed maturity securities, available for sale:				
Gross realized gains on sale	$ 7.3	$ 21.7	$ 127.1	$ 47.9
Gross realized losses on sale	(2.8)	(27.8)	(84.4)	(48.7)
Impairments:				
Total other-than-temporary impairment losses	—	(11.1)	(6.3)	(12.4)
Other-than-temporary impairment losses recognized in accumulated other comprehensive income	—	3.0	—	3.0
Net impairment losses recognized	—	(8.1)	(6.3)	(9.4)
Net realized investment gains (losses) from fixed maturities	4.5	(14.2)	36.4	(10.2)
Equity securities	17.2	—	21.3	3.0
Commercial mortgage loans	—	—	—	(2.3)
Impairments of other investments	(1.2)	(4.3)	(18.5)	(12.2)
Gain (loss) on dissolution of a variable interest entity	—	—	(7.3)	11.3
Other (a)	(8.9)	(1.1)	(8.6)	(10.4)
Net realized investment gains (losses)	$ 11.6	$ (19.6)	$ 23.3	$ (20.8)

(a) Changes in the estimated fair value of trading securities that we have elected the fair value option (and are still held as of the end of the respective periods) was $.8 million and $(4.7) million for the nine months ended September 30, 2016 and 2015 , respectively.

During the first nine months of 2016 , we recognized net realized investment gains of $23.3 million , which were comprised of: (i) $48.1 million of net gains from the sales of investments; (ii) a $7.3 million loss on the dissolution of a VIE; (iii) the increase in fair value of certain fixed maturity investments with embedded derivatives of $.6 million ; (iv) the increase in fair value of embedded derivatives related to a modified coinsurance agreement of $6.7 million ; and (v) $24.8 million of writedowns of investments for other than temporary declines in fair value recognized through net income.

During the first nine months of 2015 , we recognized net realized investment losses of $20.8 million , which were comprised of: (i) $1.5 million of net losses from the sales of investments; (ii) an $11.3 million gain on the dissolution of a VIE; (iii) the decrease in fair value of certain fixed maturity investments with embedded derivatives of $4.7 million ; (iv) the decrease in fair value of embedded derivatives related to a modified coinsurance agreement of $4.3 million ; and (v) $21.6 million of writedowns of investments for other than temporary declines in fair value recognized through net income ($24.6 million , prior to the $3.0 million of impairment losses recognized through accumulated other comprehensive income).

At September 30, 2016 , there were two investments in default or considered nonperforming with both an amortized cost and carrying value of $3.8 million.

During the first nine months of 2016 , the $84.4 million of gross realized losses on sales of $477.2 million of fixed maturity securities, available for sale, included: (i) $77.8 million related to various corporate securities (including $62.7 million related to sales of investments in the energy sector); (ii) $5.3 million related to commercial mortgage-backed securities; and (iii) $1.3 million related to various other investments. Securities are generally sold at a loss following unforeseen issue-specific events or conditions or shifts in perceived risks. These reasons include but are not limited to: (i) changes in the investment environment; (ii) expectation that the market value could deteriorate further; (iii) desire to reduce our exposure to an asset class, an issuer or an industry; (iv) prospective or actual changes in credit quality; or (v) changes in expected portfolio cash flows.

During the first nine months of 2015 , the $48.7 million of gross realized losses on sales of $416.7 million of fixed maturity securities, available for sale, included: (i) $47.9 million related to various corporate securities (including $29.3 million related to sales of investments in the energy sector); and (ii) $.8 million of losses related to the sales of asset-backed securities.

Our fixed maturity investments are generally purchased in the context of various long-term strategies, including funding insurance liabilities, so we do not generally seek to generate short-term realized gains through the purchase and sale of such securities. In certain circumstances, including those in which securities are selling at prices which exceed our view of their underlying economic value, or when it is possible to reinvest the proceeds to better meet our long-term asset-liability objectives, we may sell certain securities.

During the first nine months of 2016 , we recognized $24.8 million of impairment losses recorded in earnings which included: (i) $6.3 million of writedowns on fixed maturities of a single issuer in the energy sector; (ii) $3.7 million of writedowns on a direct loan due to borrower specific events; (iii) $12.7 million of writedowns on a privately placed preferred stock of an entity formed to construct and operate a chemical plant; (iv) $.9 million of writedowns related to a real estate investment; and (v) $1.2 million of writedowns of investments held by VIEs due to other-than-temporary declines in value. Factors considered in determining the writedowns of investments in the first nine months of 2016 included the subordination status of each investment, the impact of recent downgrades and issuer specific events, including the impact of the current low oil prices on issuers in the energy sector.

The following summarizes the investments sold at a loss during the first nine months of 2016 which had been continuously in an unrealized loss position exceeding 20 percent of the amortized cost basis prior to the sale for the period indicated (dollars in millions):

		At date of sale	
	Number of issuers	Amortized cost	Fair value
Less than 6 months prior to sale	18	$ 117.9	$ 78.7
Greater than or equal to 6 months and less than 12 months prior to sale	8	76.4	45.7
	26	$ 194.3	$ 124.4

We regularly evaluate all of our investments with unrealized losses for possible impairment. Our assessment of whether unrealized losses are "other than temporary" requires significant judgment. Factors considered include: (i) the extent to which fair value is less than the cost basis; (ii) the length of time that the fair value has been less than cost; (iii) whether the unrealized loss is event driven, credit-driven or a result of changes in market interest rates or risk premium; (iv) the near-term prospects for specific events, developments or circumstances likely to affect the value of the investment; (v) the investment's rating and whether the investment is investment-grade and/or has been downgraded since its purchase; (vi) whether the issuer is current on all payments in accordance with the contractual terms of the investment and is expected to meet all of its obligations under the terms of the investment; (vii) whether we intend to sell the investment or it is more likely than not that circumstances will require us to sell the investment before recovery occurs; (viii) the underlying current and prospective asset and enterprise values of the issuer and the extent to which the recoverability of the carrying value of our investment may be affected by changes in such values; (ix) projections of, and unfavorable changes in, cash flows on structured securities including mortgage-backed and asset-backed securities; (x) our best estimate of the value of any collateral; and (xi) other objective and subjective factors.

Future events may occur, or additional information may become available, which may necessitate future realized losses in our portfolio. Significant losses could have a material adverse effect on our consolidated financial statements in future periods.

The following table sets forth the amortized cost and estimated fair value of those fixed maturities, available for sale, with unrealized losses at September 30, 2016 , by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties. Structured securities frequently include provisions for periodic principal payments and permit periodic unscheduled payments.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ 102.8	$ 102.8
Due after one year through five years	87.4	85.5
Due after five years through ten years	197.6	182.7
Due after ten years	787.4	739.2
Subtotal	1,175.2	1,110.2
Structured securities	1,302.1	1,280.7
Total	$ 2,477.3	$ 2,390.9

The following summarizes the investments in our portfolio rated below-investment grade which have been continuously in an unrealized loss position exceeding 20 percent of the cost basis for the period indicated as of September 30, 2016 (dollars in millions):

	Number of issuers	Cost basis	Unrealized loss	Estimated fair value
Less than 6 months	3	$ 24.1	$ (8.9)	$ 15.2
Greater than or equal to 6 months and less than 12 months	1	15.2	(3.5)	11.7
Greater than 12 months	2	13.7	(3.1)	10.6
		$ 53.0	$ (15.5)	$ 37.5

The following table summarizes the gross unrealized losses of our fixed maturity securities, available for sale, by category and ratings category as of September 30, 2016 (dollars in millions):

	Investment grade		Below-investment grade		
	AAA/AA/A	BBB	BB	B+ and below	Total gross unrealized losses
Energy	$ —	$ 11.8	$ 13.4	$ 3.5	$ 28.7
Asset-backed securities	1.4	2.2	1.5	5.3	10.4
Commercial mortgage-backed securities	6.2	1.8	.6	—	8.6
Cable/media	—	4.8	2.7	.1	7.6
Insurance	.2	3.4	—	—	3.6
Business services	—	—	3.1	—	3.1
Chemicals	—	2.5	.2	—	2.7
Healthcare/pharmaceuticals	—	1.7	.1	.9	2.7
Metals and mining	—	.4	1.4	.7	2.5
Retail	—	—	—	2.3	2.3
Technology	—	2.0	—	—	2.0
Collateralized mortgage obligations	.4	.3	.2	.8	1.7
Capital goods	—	1.1	.2	.2	1.5
States and political subdivisions	.1	.3	—	.9	1.3
Banks	.1	1.1	—	—	1.2
Building materials	—	—	1.2	—	1.2
Transportation	—	.5	—	.5	1.0
Brokerage	—	—	—	.9	.9
Telecom	—	—	.2	.6	.8
Collateralized debt obligations	.7	—	—	—	.7
Aerospace/defense	—	—	—	.5	.5
Food/beverage	—	.1	—	—	.1
Other	.4	—	.9	—	1.3
Total fixed maturities, available for sale	$ 9.5	$ 34.0	$ 25.7	$ 17.2	$ 86.4

Our investment strategy is to maximize, over a sustained period and within acceptable parameters of quality and risk, investment income and total investment return through active investment management. Accordingly, we may sell securities at a gain or a loss to enhance the projected total return of the portfolio as market opportunities change, to reflect changing perceptions of risk, or to better match certain characteristics of our investment portfolio with the corresponding characteristics of our insurance liabilities.

The following table summarizes the gross unrealized losses and fair values of our investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that such securities have been in a continuous unrealized loss position, at September 30, 2016 (dollars in millions):

	Less than 12 months		12 months or greater		Total	
Description of securities	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
United States Treasury securities and obligations of United States government corporations and agencies	$ 69.9	$ —	$ —	$ —	$ 69.9	$ —
States and political subdivisions	12.7	(.4)	17.6	(.9)	30.3	(1.3)
Corporate securities	403.0	(13.5)	607.0	(50.2)	1,010.0	(63.7)
Asset-backed securities	333.0	(5.1)	305.8	(5.3)	638.8	(10.4)
Collateralized debt obligations	36.2	(.6)	48.0	(.1)	84.2	(.7)
Commercial mortgage-backed securities	219.6	(2.0)	161.2	(6.6)	380.8	(8.6)
Collateralized mortgage obligations	141.0	(.7)	35.9	(1.0)	176.9	(1.7)
Total fixed maturities, available for sale	$ 1,215.4	$ (22.3)	$ 1,175.5	$ (64.1)	$ 2,390.9	$ (86.4)
Equity securities	$ 20.6	$ (.8)	$ —	$ —	$ 20.6	$ (.8)

Based on management's current assessment of investments with unrealized losses at September 30, 2016 , the Company believes the issuers of the securities will continue to meet their obligations (or with respect to equity-type securities, the investment value will recover to its cost basis). While we do not have the intent to sell securities with unrealized losses and it is not more likely than not that we will be required to sell securities with unrealized losses prior to their anticipated recovery, our intent on an individual security may change, based upon market or other unforeseen developments. In such instances, if a loss is recognized from a sale subsequent to a balance sheet date due to these unexpected developments, the loss is recognized in the period in which we had the intent to sell the security before its anticipated recovery.

Structured Securities

At September 30, 2016 fixed maturity investments included structured securities with an estimated fair value of $5.5 billion (or 25 percent of all fixed maturity securities). The yield characteristics of structured securities generally differ in some respects from those of traditional corporate fixed-income securities or government securities. For example, interest and principal payments on structured securities may occur more frequently, often monthly. In many instances, we are subject to variability in the amount and timing of principal and interest payments. For example, in many cases, partial prepayments may occur at the option of the issuer and prepayment rates are influenced by a number of factors that cannot be predicted with certainty, including: the relative sensitivity of prepayments on the underlying assets backing the security to changes in interest rates and asset values; the availability of alternative financing; a variety of economic, geographic and other factors; the timing, pace and proceeds of liquidations of defaulted collateral; and various security-specific structural considerations (for example, the repayment priority of a given security in a securitization structure). In addition, the total amount of payments for non-agency structured securities may be affected by changes to cumulative default rates or loss severities of the related collateral.

The following table sets forth the par value, amortized cost and estimated fair value of structured securities, summarized by interest rates on the underlying collateral, at September 30, 2016 (dollars in millions):

	Par value	Amortized cost	Estimated fair value
Below 4 percent	$ 3,547.2	$ 1,520.4	$ 1,546.4
4 percent – 5 percent	1,758.8	1,522.4	1,590.0
5 percent – 6 percent	1,862.8	1,689.3	1,769.9
6 percent – 7 percent	456.2	414.9	434.7
7 percent – 8 percent	75.8	76.2	86.2
8 percent and above	133.7	116.6	118.6
Total structured securities	$ 7,834.5	$ 5,339.8	$ 5,545.8

The amortized cost and estimated fair value of structured securities at September 30, 2016 , summarized by type of security, were as follows (dollars in millions):

		Estimated fair value	
Type	Amortized cost	Amount	Percent of fixed maturities
Pass-throughs, sequential and equivalent securities	$ 758.1	$ 807.8	3.7%
Planned amortization classes, target amortization classes and accretion-directed bonds	156.5	171.1	.8
Commercial mortgage-backed securities	1,522.4	1,579.5	7.2
Asset-backed securities	2,636.4	2,720.8	12.5
Collateralized debt obligations	177.8	177.7	.8
Other	88.6	88.9	.4
Total structured securities	$ 5,339.8	$ 5,545.8	25.4%

Pass-throughs, sequentials and equivalent securities have unique prepayment variability characteristics. Pass-through securities typically return principal to the holders based on cash payments from the underlying mortgage obligations. Sequential securities return principal to tranche holders in a detailed hierarchy. Planned amortization classes, targeted amortization classes and accretion-directed bonds adhere to fixed schedules of principal payments as long as the underlying mortgage loans experience prepayments within certain estimated ranges. In most circumstances, changes in prepayment rates are first absorbed by support or companion classes insulating the timing of receipt of cash flows from the consequences of both faster prepayments (average life shortening) and slower prepayments (average life extension).

Commercial mortgage-backed securities are secured by commercial real estate mortgages, generally income producing properties that are managed for profit. Property types include multi-family dwellings including apartments, retail centers, hotels, restaurants, hospitals, nursing homes, warehouses, and office buildings. While most commercial mortgage-backed securities have call protection features whereby underlying borrowers may not prepay their mortgages for stated periods of time without incurring prepayment penalties, recoveries on defaulted collateral may result in involuntary prepayments.

Commercial Mortgage Loans

The following table provides the carrying value and estimated fair value of our outstanding mortgage loans and the underlying collateral as of September 30, 2016 (dollars in millions):

		Estimated fair value	
Loan-to-value ratio (a)	Carrying value	Mortgage loans	Collateral
Less than 60%	$ 967.9	$ 1,037.1	$ 2,378.5
60% to 70%	381.9	404.7	578.5
Greater than 70% to 80%	275.0	291.3	376.3
Greater than 80% to 90%	85.3	92.1	101.4
Greater than 90%	39.4	42.1	42.0
Total	$ 1,749.5	$ 1,867.3	$ 3,476.7

(a) Loan-to-value ratios are calculated as the ratio of: (i) the carrying value of the commercial mortgage loans; to (ii) the estimated fair value of the underlying collateral.

INVESTMENTS IN VARIABLE INTEREST ENTITIES

The following table provides supplemental information about the revenues and expenses of the VIEs which have been consolidated in accordance with authoritative guidance, after giving effect to the elimination of our investment in the VIEs and investment management fees earned by a subsidiary of the Company (dollars in millions):

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Revenues:				
Net investment income – policyholder and other special-purpose portfolios	$ 21.2	$ 16.5	$ 58.9	$ 46.2
Fee revenue and other income	1.8	.3	4.8	1.4
Total revenues	23.0	16.8	63.7	47.6
Expenses:				
Interest expense	13.4	9.8	39.4	29.0
Other operating expenses	.3	.3	1.1	1.4
Total expenses	13.7	10.1	40.5	30.4
Income before net realized investment losses and income taxes	9.3	6.7	23.2	17.2
Net realized investment losses	(6.9)	(3.4)	(13.3)	(4.3)
Income before income taxes	$ 2.4	$ 3.3	$ 9.9	$ 12.9

During the first nine months of 2016 , the VIEs recognized net realized investment losses of $13.3 million , which were comprised of $12.1 million of net losses from the sales of fixed maturities, and $1.2 million of writedowns of investments for other than temporary declines in fair value recognized through net income. During the first nine months of 2015 , we recognized net realized investment losses on the VIE investments of $4.3 million , which were comprised of $.7 million of net losses from the sales of fixed maturities, and $3.6 million of writedowns of investments for other than temporary declines in fair value recognized through net income.

Supplemental Information on Investments Held by VIEs

The following table summarizes the carrying values of the investments held by the VIEs by category as of September 30, 2016 (dollars in millions):

	Carrying value	Percent of fixed maturities	Gross unrealized losses	Percent of gross unrealized losses
Healthcare/pharmaceuticals	$ 204.4	11.4%	$ .9	14.9%
Cable/media	196.9	11.0	.2	3.4
Technology	190.8	10.6	.3	5.1
Food/beverage	165.7	9.2	.2	2.9
Capital goods	123.4	6.8	.9	15.0
Paper	89.8	5.0	.1	1.6
Consumer products	84.5	4.7	.1	2.5
Brokerage	74.8	4.2	.4	6.8
Aerospace/defense	72.9	4.1	.1	2.0
Autos	72.8	4.1	—	.1
Retail	65.4	3.6	.2	3.7
Chemicals	58.9	3.3	.1	1.5
Building materials	51.9	2.9		
Entertainment/hotels	48.2	2.7	—	.3
Transportation	40.4	2.2	.1	1.0
Utilities	39.4	2.2	.1	.9
Gaming	35.4	2.0	—	.3
Insurance	32.2	1.8	.7	11.5
Metals and mining	31.2	1.7	.1	2.2
Real estate/REITs	26.6	1.5	.2	3.9
Business services	22.1	1.2	—	.3
Energy	11.7	.7	.6	10.7
Other	55.0	3.1	.5	9.4
Total	$ 1,794.4	100.0%	$ 5.8	100.0%

The following table sets forth the amortized cost and estimated fair value of those investments held by the VIEs with unrealized losses at September 30, 2016 , by contractual maturity. Actual maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	Amortized cost	Estimated fair value
	(Dollars in millions)	
Due in one year or less	$ .2	$ .2
Due after one year through five years	299.5	294.6
Due after five years through ten years	127.8	126.9
Total	$ 427.5	$ 421.7

The following summarizes investments held by the VIEs sold at a loss during the first nine months of 2016 which had been continuously in an unrealized loss position exceeding 20 percent of the amortized cost basis prior to the sale for the period indicated (dollars in millions):

		At date of sale	
	Number of issuers	Amortized cost	Fair value
Less than 6 months prior to sale	3	$ 10.9	$ 6.8
Greater than or equal to 6 months and less than 12 months prior to sale	3	6.3	4.0
Greater than 12 months prior to sale	1	2.0	1.3
	7	$ 19.2	$ 12.1

There were no investments held by the VIEs rated below-investment grade which had been continuously in an unrealized loss position exceeding 20 percent of the cost basis as of September 30, 2016 .

OTHER MATTERS

Other Factors Affecting Our Business

In April 2016, the U.S. Department of Labor ("DOL") issued a final regulation that expands the range of activities considered to be fiduciary investment advice under the Employee Retirement Income Security Act of 1974 and the Code. The DOL also issued a new "best interest contract" prohibited transaction exemption regarding how such advice can be provided to retirement investors. These regulations focus in large part on conflicts of interest related to investment recommendations made by financial advisors, registered investment advisors, insurance agents and other investment professionals to retirement investors, how financial advisors are able to discuss IRA rollovers, as well as how financial advisors and affiliates can transact with retirement investors. These regulations will impact primarily our Bankers Life segment. Implementation of these new regulations will be phased in beginning in April 2017 with the regulations in full effect by January 1, 2018. CNO and its advisors have spent considerable time analyzing the potential effect of the regulations on our business and identifying actions to be taken in order to comply with the regulations. We have determined that we will utilize the best interest contract exemption. Transaction compensation will continue to be paid for covered products and additional compensation impacts are currently under review. We currently expect the implementation expenses associated with the DOL regulations to be in the range of $8 million to $10 million in 2017, with annual expenses thereafter expected to be in the range of $2 million to $3 million.

The NAIC has developed a principle-based reserving approach which will replace the current formulaic approach to determining policy reserves with an approach that more closely reflects the risks of the products. The principle-based approach will become effective on January 1, 2017, and there is a three-year transition period where the approach is optional until it is required to be applied. The new approach will impact the financial statements of our insurance subsidiaries prepared under statutory accounting principles prescribed or permitted by regulatory authorities. Certain states, such as New York, have not yet adopted the new approach. The Company is reviewing the application of the new approach to its reserves.

New Accounting Standards

See "Recently Issued Accounting Standards" in the notes to consolidated financial statements for a discussion of recently issued accounting standards.

Employment Agreement Extension

Effective September 30, 2016, 40|86 Advisors entered into an Amended and Restated Employment Agreement with Eric Johnson, CNO's Chief Investment Officer, which extended the term of his agreement to September 30, 2019. A copy of the agreement is filed as Exhibit 10.25 hereto and incorporated herein by reference.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our market risks, and the ways we manage them, are summarized in "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no material changes in the first nine months of 2016 to such risks or our management of such risks.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures . CNO's management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of CNO's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based on its evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2016 , CNO's disclosure controls and procedures were effective to ensure that information required to be disclosed by CNO in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to reasonably assure that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes to Internal Control Over Financial Reporting. There were no changes in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the three months ended September 30, 2016 , that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

Information required for Part II, Item 1 is incorporated by reference to the discussion under the heading "Litigation and Other Legal Proceedings" in the footnotes to our consolidated financial statements included in Part I, Item 1 of this Form 10-Q.

ITEM 1A. RISK FACTORS.

CNO and its businesses are subject to a number of risks including general business and financial risk factors. Any or all of such factors could have a material adverse effect on the business, financial condition or results of operations of CNO. Refer to "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, for further discussion of such risk factors. There have been no material changes from such previously disclosed risk factors, except as set forth below:

We face risk with respect to our reinsurance agreements.

We transfer exposure to certain risks to others through reinsurance arrangements. Under these arrangements, other insurers assume a portion of our losses and expenses associated with reported and unreported claims in exchange for a portion of policy premiums. The availability, amount and cost of reinsurance depend on general market conditions and may vary significantly. As of December 31, 2015, our reinsurance receivables and ceded life insurance in-force totaled $2.9 billion and $3.8 billion, respectively. Our six largest reinsurers accounted for 93 percent of our ceded life insurance in-force. We face credit risk with respect to reinsurance. When we obtain reinsurance, we are still liable for those transferred risks in the event the reinsurer defaults on its obligations. The failure, insolvency, inability or unwillingness of one or more of the Company's reinsurers to perform in accordance with the terms of its reinsurance agreement could negatively impact our earnings or financial position.

In December 2013, two of our insurance subsidiaries with long-term care business (Washington National and BCLIC) entered into 100% coinsurance agreements ceding $495 million of long-term care reserves to BRe. Pursuant to the agreements, the Company paid an additional premium of $96.9 million to BRe and an amount equal to the related net liabilities. BRe is a reinsurer that is not licensed or accredited by the states of domicile (Indiana and New York, respectively) of the insurance subsidiaries ceding the long-term care business and BRe is not rated by A.M. Best. As a result of its non-accredited status, BRe was required to provide collateral which meets the regulatory requirements of the states of domicile in order for our insurance subsidiaries to obtain full credit in their statutory financial statements for the reinsurance receivables due from BRe. Such collateral was required to be held in market value trusts subject to 7% over collateralization, investment guidelines and periodic true-up provisions.

In September 2016, we terminated the reinsurance agreements with BRe and recaptured the ceded business as further described in "Management's Discussion and Analysis of Consolidated Financial Condition and Results of Operations - Liquidity and Capital Resources - Termination of Long-Term Care Reinsurance Agreements and Recapture of Related Long-Term Care Business in Run-off".

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

Issuer Purchases of Equity Securities

Period	Total number of shares (or units)	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (a)
				(dollars in millions)
July 1 through July 31	1,929,203	$ 17.64	1,927,697	$ 270.7
August 1 through August 31	1,168,813	15.41	1,168,274	252.7
September 1 through September 30	4,437	15.36	—	252.7
Total	3,102,453	16.79	3,095,971	252.7

(a) In May 2011, the Company announced a securities repurchase program of up to $100.0 million . In February 2012, June 2012, December 2012, December 2013, November 2014 and November 2015, the Company's Board of Directors approved, in aggregate, an additional $1,600.0 million to repurchase the Company's outstanding securities.

ITEM 6. EXHIBITS.

10.25	Amended and Restated Employment Agreement dated as of September 30, 2016 between 40|86 Advisors, Inc. and Eric R. Johnson.
12.1	Computation of Ratio of Earnings to Fixed Charges.
31.1	Certification Pursuant to the Securities Exchange Act Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification Pursuant to the Securities Exchange Act Rule 13a-14(a)/15d-14(a), as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

SIGNATURE

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

CNO FINANCIAL GROUP, INC.

Dated: November 7, 2016

By: /s/ John R. Kline

John R. Kline
Senior Vice President and Chief Accounting Officer
(authorized officer and principal accounting officer)

AMENDED AND RESTATED EMPLOYMENT AGREEMENT

This AMENDED AND RESTATED EMPLOYMENT AGREEMENT, dated as of the 30th day of September, 2016, is between 40|86 Advisors, Inc., a Delaware corporation ("Company"), and Eric R. Johnson ("Executive").

WHEREAS, the Company and Executive entered into an Amended and Restated Employment Agreement dated December 17, 2014 and they now desire to amend and restate such agreement.

WHEREAS, the continued services of Executive and his managerial and professional experience are of value to the Company.

WHEREAS, the Company desires to have the benefit and advantage of the services of Executive to assist the Company and CNO Financial Group, Inc. ("CNO") upon the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Employment. The Company hereby employs Executive and Executive hereby accepts employment upon the terms and conditions hereinafter set forth.

2. Term. The effective date of this agreement (the "Agreement") shall be the date first written above (the "Effective Date"). Subject to the provisions for termination as provided in Section 10 hereof, the term of Executive's employment under this Agreement shall be the period beginning on the Effective Date and ending on September 30, 2019 (the "Term"). The Term shall not be automatically renewed and shall end upon any earlier termination of Executive's employment with the Company.

3. Duties. During the Term, Executive shall be engaged by the Company in the capacity of President of the Company and a member of the board of directors of the Company, and he shall be an Executive Vice President of CNO, or he shall serve in such other senior executive capacity as the Chief Executive Officer of CNO shall specify. Executive shall report to the Chief Executive Officer of CNO or such other senior executive officer as the Chief Executive Officer of CNO may specify regarding the performance of his duties.

4. Extent of Services. During the Term, subject to the direction and control of the Chief Executive Officer of CNO, Executive shall have the power and authority commensurate with his executive status and necessary to perform his duties hereunder. Executive shall devote his entire employable time, attention and best efforts to the business of the Company and, during the Term, shall not, without the consent of the Company, be actively engaged in any other business activity, whether or not such business activity is pursued for gain, profit or other pecuniary advantage; provided, however, that this shall not be construed as preventing Executive

from serving on boards of professional, community, civic, education, charitable and corporate organizations on which he presently serves or may choose to serve or investing his assets in such form or manner as will not require any services on the part of Executive in the operation of the affairs of the companies in which such investments are made (to the extent not in violation of the non-solicitation provisions of Section 9 hereof); provided, however, that corporate organizations shall be limited to those mutually agreed upon by Executive and the Company.

5. Compensation . During the Term:

(a) As compensation for services hereunder rendered during the Term hereof, Executive shall receive a base salary ("Base Salary") of Five Hundred Thousand Dollars ($500,000) per year payable in equal installments in accordance with the Company's payroll procedure for its salaried executives. Salary payments and other payments under this Agreement shall be subject to withholding of taxes and other appropriate and customary amounts. Executive may receive increases in his Base Salary from time to time, based upon his performance, subject to approval of the Company.

(b) In addition to Base Salary, Executive will have an opportunity to earn a bonus each year, as determined by the Company, with a target annual bonus equal to 100% of Executive's Base Salary (the "Target Bonus") and a maximum annual bonus of 200% of Executive's Base Salary with respect to any calendar year, with such bonus payable at such time that other similar payments are made to other Company executives but in no event later than March 15 of the year following the year with respect to which such bonus was payable, unless the bonus amounts to be paid cannot be confirmed and paid on or before March 15, in which event the bonuses will be paid within 15 days after the bonus amounts have been confirmed by the Company. For purposes of clarification, annual executive bonuses are payable on or before March 15 of the year following the year with respect to which such bonuses are payable, if Executive remains employed with the Company through such date or as otherwise payable under Section 11 of this Agreement. Notwithstanding the above, a pro-rata portion of the 2019 bonus will be paid at the same time that similar payments are made to other Company executives if Executive remains employed through the end of the Term. The performance requirements for Target Bonuses will be based on financial and other objective targets that the CNO Board of Directors (the "Board") or the Human Resources and Compensation Committee of the Board (the "Compensation Committee") believes are reasonably attainable at the time that they are set.

(c) Executive shall be eligible to participate in and receive future grants under any CNO stock or equity-based program offered to senior executives, subject to the discretion of the Board or the Compensation Committee.

6. Additional Benefits . During the Term:

(a) Executive shall be entitled to participate in such existing executive benefit plans and insurance programs offered by the Company, or which it may adopt from time to time, for its executive management or supervisory personnel generally, in accordance with the eligibility requirements for participation therein. Nothing herein shall be construed so as to prevent the Company from modifying or terminating any executive benefit plans or programs, or additional executive benefits, that it may adopt from time to time.

(b) Executive shall be entitled to four weeks of vacation with pay each year.

(c) Executive may incur reasonable expenses for promoting the Company’s business, including expenses for entertainment, travel, and similar items. The Company shall reimburse Executive for all such reasonable expenses upon Executive’s periodic presentation of an itemized account of such expenditures in accordance with the Company’s policies and procedures and Section 21 hereof; provided, however, that any such reimbursement will be made no later than March 15 of the year following the year in which the expense was incurred. The Company agrees to pay Executive an additional amount to cover the incremental additional income taxes incurred by Executive, if any, with respect to payment or reimbursement of any reasonable business expenses pursuant to this subsection (c); provided, however, that any such payment will be made no later than March 15 of the year following the year in which the income tax was incurred.

(d) Executive shall be permitted to make elective contributions to any Company-sponsored, non-qualified deferred compensation plan in accordance with the terms of such plan.

7. Disability .

(a) If Executive shall become physically or mentally disabled during the Term to the extent that his ability to perform his duties and services hereunder is materially and adversely impaired (any such incapacity, a “Disability”), his Base Salary, bonus and other compensation provided herein shall continue while he remains employed by the Company; provided, that if such Disability (as determined in the Company’s reasonable judgment, exercised in good faith) continues for at least three (3) consecutive months, the Company may terminate Executive’s employment hereunder, in which case the Company within 10 business days shall pay Executive a cash payment equal to (i) his annual Base Salary as provided in Section 5(a) hereof to the extent earned but unpaid as of the date of termination (“Unpaid Salary”), (ii) the bonus payable pursuant to Section 5(b) for the fiscal year of the Company ending prior to the date of termination (to the extent earned based on performance under the goals and objectives of the applicable plan but not previously paid) (“Unpaid Bonus”) and (iii) Executive’s then accrued but unused vacation (“Unpaid Vacation”) (the Unpaid Salary, Unpaid Bonus and Unpaid Vacation referred to sometimes together as the “Accrued Amounts”). Additionally, in the event of a termination of employment due to Disability, the Company shall pay to Executive a pro-rata portion of the Target Bonus for the year in which the termination for Disability occurred, payable at the same time when the bonus payment for the year of termination otherwise would have been paid pursuant to Section 5(b). All options, restricted stock and/or other equity awards held by Executive on the date of termination for Disability shall vest only through the date of termination according to the normal vesting schedule applicable to such awards and shall be treated in accordance with the applicable award agreements.

(b) No payments or vesting under this Section 7 will be made if such Disability arose primarily from (a) chronic use of intoxicants, drugs or narcotics (other than drugs prescribed to Executive by a physician and used by Executive for their intended purpose for which they had been prescribed) or (b) intentionally self-inflicted injury or intentionally self-induced illness.

8. Disclosure of Information. Executive acknowledges that, in and as a result of his employment with the Company, he has been and will be making use of, acquiring and/or adding to confidential information of the Company and its affiliates of a special and unique nature and value. As a material inducement to the Company to enter into this Agreement and to pay to Executive the compensation stated in Section 5, as well as any additional benefits stated herein, Executive covenants and agrees that he shall not, at any time while he is employed by the Company or at any time thereafter, directly or indirectly, divulge or disclose for any purpose whatsoever, any confidential information (whether or not specifically labeled or identified as “confidential information”), in any form or medium, that has been obtained by or disclosed to him as a result of his employment with the Company and which the Company or any of its affiliates has taken appropriate steps to safeguard, except to the extent that such confidential information (a) becomes a matter of public record or is otherwise available to the general public, other than as a result of any act or omission of Executive, (b) is required to be disclosed by any law, regulation or order of any court or regulatory commission, department or agency, in which event Executive shall give prompt notice of such requirement to the Company to enable the Company to seek an appropriate protective order or confidential treatment, (c) must be disclosed to enable Executive properly to perform his duties under this Agreement or (d) was developed by Executive prior to his employment by the Company. Upon the termination of Executive’s employment, Executive shall return such information (in whatever form) obtained from or belonging to the Company or any of its affiliates which he may have in his possession or control.

9. Covenants against Solicitation. Executive acknowledges that the services he is to render to the Company and its affiliates are of a special and unusual character, with a unique value to the Company and its affiliates, the loss of which cannot adequately be compensated by damages or an action at law. In view of the unique value to the Company and its affiliates of the services of Executive for which the Company has contracted hereunder, because of the confidential information to be obtained by, or disclosed to, Executive as set forth in Section 8 above, and as a material inducement to the Company to enter into this Agreement and to pay to Executive the compensation stated in Section 5 hereof, as well as any additional benefits stated herein, and other good and valuable consideration, Executive covenants and agrees that throughout the period Executive remains employed or compensated hereunder and for one year thereafter, Executive shall not, directly or indirectly, anywhere in the United States of America (i) solicit or attempt to convert to other insurance carriers or other corporations, persons or other

entities providing these same or similar products or services provided by the Company and its affiliates, any customers or policyholders of the Company or any of its affiliates; or (ii) solicit for employment or employ any individual who was employed by the Company or any of its affiliates during the term of Executive's employment with the Company. Should any particular covenant or provision of this Section 9 be held unreasonable or contrary to public policy for any reason, including, without limitation, the time period, geographical area, or scope of activity covered by any restrictive covenant or provision, the Company and Executive acknowledge and agree that such covenant or provision shall automatically be deemed modified such that the contested covenant or provision shall have the closest effect permitted by applicable law to the original form and shall be given effect and enforced as so modified to whatever extent would be reasonable and enforceable under applicable law.

10. Termination . During the Term:

(a) Either the Company or Executive may terminate his employment at any time for any reason upon written notice to the other. Without limiting the foregoing, the Company may terminate Executive's employment for Just Cause pursuant to Section 10(b) below or in a Control Termination pursuant to Section 10(c) below. Without limiting the foregoing, Executive may terminate his employment With Reason pursuant to Section 10(d) below. Executive's employment shall also terminate (i) upon the death of Executive or (ii) after Disability of Executive pursuant to Section 7 hereof. The date on which Executive's employment with the Company terminates for any reason is called the "Termination Date".

(b) The Company may terminate Executive's employment at any time for Just Cause. For purposes of this Agreement, "Just Cause" shall mean:

(i) (A) material breach by Executive of this Agreement not cured within 15 days after written notice to Executive by the Company, (B) a material breach of Executive's duty of loyalty to the Company or its affiliates not cured within 15 days after written notice to Executive by the Company, or (C) willful malfeasance or fraud or dishonesty of a substantial nature in performing Executive's services on behalf of the Company or its affiliates, which in each case is willful and deliberate on Executive's part and committed in bad faith or without reasonable belief that such breach or action is in the best interests of the Company or its affiliates;

(ii) Executive's use of alcohol or drugs (other than drugs prescribed to Executive by a physician and used by Executive for their intended purposes for which they had been prescribed) or other repeated conduct which materially and repeatedly interferes with the performance of his duties hereunder, which materially compromises the integrity or the reputation of the Company or its affiliates, or which results in other substantial economic harm to the Company or its affiliates;

(iii) Executive's conviction by a court of law, admission that he is guilty, or entry of a plea of *nolo contendere* with regard to a felony or other crime involving moral turpitude;

(iv) Executive's unscheduled absence from his employment duties other than as a result of illness or disability, for whatever cause, for a period of more than three (3) consecutive days, without consent from the Company prior to the expiration of the three (3) day period;

(v) Executive's failure to take action or to abstain from taking action, as directed in writing by a member of the Board or a higher ranking executive of the Company or CNO, where such failure continues after Executive has been given written notice of such failure and at least five (5) business days thereafter to cure such failure; or

(vi) any intentional wrongful act or omission by Executive that results in the restatement of CNO's financial statements due to a violation of the Sarbanes-Oxley Act of 2002.

No termination shall be deemed to be a termination by the Company for Just Cause if the termination is as a result of Executive refusing to act in a manner that Executive believes in good faith would be a violation of applicable law or where Executive acts (or refrains from taking action) in good faith in accordance with directions of a member of the Board or higher ranking executive but was unable to attain the desired results because such results were inherently unreasonable or unattainable.

(c) The Company may terminate Executive's employment in a Control Termination. A "Control Termination" shall mean any termination by the Company (or its successor) of Executive's employment for any reason within six months in anticipation of or within two years following a Change in Control.

The term "Change in Control" shall mean the occurrence of any of the following:

(i) the acquisition (other than an acquisition in connection with a "Non-Control Transaction") by any "person" (as such term is used in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act")) of "beneficial ownership" (as such term is defined in Rule 13d-3 promulgated under the 1934 Act), directly or indirectly, of securities of CNO or its Ultimate Parent representing 51% or more of the combined voting power of the then outstanding securities of CNO or its Ultimate Parent entitled to vote generally with respect to the election of the Board or the board of directors of CNO's Ultimate Parent; or

(ii) as a result of or in connection with a tender or exchange offer or contest for election of directors, individual board members of CNO (identified as of the date of commencement of such tender or exchange offer, or the commencement of such election contest, as the case may be) cease to constitute at least a majority of the Board; or

(iii) the consummation of a merger, consolidation or reorganization with or into CNO unless (x) the stockholders of CNO immediately before such transaction beneficially own, directly or indirectly, immediately following such transaction securities representing 51% or more of the combined voting power of the then outstanding securities entitled to vote generally with respect to the election of the board of directors of CNO (or its successor) or, if applicable, the Ultimate Parent and (y) individual board members of CNO (identified as of the date that a binding agreement providing for such transaction is signed) constitute at least a majority of the board of directors of CNO (or its successor) or, if applicable, the Ultimate Parent (a transaction to which clauses (x) and (y) apply, a "Non-Control Transaction").

For purposes of this Agreement, "Ultimate Parent" shall mean the parent corporation (or if there is more than one parent corporation, the ultimate parent corporation) that, following a transaction, directly or indirectly beneficially owns a majority of the voting power of the outstanding securities entitled to vote with respect to the election of the board of directors of CNO (or its successor).

(d) At Executive's option, he may terminate employment with the Company "With Reason" provided one or more of the following conditions are met: (i) any reduction in Executive's Base Salary or Target Bonus without his consent, or (ii) there is a "Change in Control" as defined in Section 10(c) and, following Executive's written request made prior to the Change in Control, the ultimate parent entity or entities directly or indirectly gaining control of a majority of the Board or outstanding securities entitled to vote with respect to the Board fails to affirm and guarantee the Company's current and future obligations under this Agreement; provided that the events described in clauses (i) and (ii) above shall constitute With Reason only if the Company fails to cure such event (if capable of being cured) within 30 days after receipt from Executive of written notice of the event which constitutes With Reason; provided, further, that With Reason shall cease to exist for an event on the 60^{th} day following the later of its occurrence or Executive's knowledge thereof, unless Executive has given the Company written notice thereof prior to such date.

(e) Upon termination of Executive's employment with the Company for any reason (whether voluntary or involuntary), Executive shall be deemed to have voluntarily resigned from all positions that Executive may then hold with the Company and any of its affiliates; provided that such deemed resignation shall not adversely affect Executive's rights to compensation or benefits under this Agreement and shall not affect the determination of whether Executive's termination was for Just Cause or With Reason.

11. Payments Following Termination .

(a) In the event that Executive's employment is terminated by the Company for Just Cause or if Executive voluntarily resigns (other than With Reason), then (i) the Company within 10 business days shall pay Executive a cash payment of his Base Salary as provided in Section 5(a) hereof that was earned but unpaid as of the date of termination and (ii) no bonus for the year of termination will be earned or paid to

Executive. All stock options, restricted stock and/or other equity awards held by Executive on the date of termination shall be treated in accordance with the applicable award agreements.

(b) In the event Executive's employment is terminated by the death of Executive, then the Company shall pay Executive's estate within 30 days (i) the Accrued Amounts and (ii) a pro-rata portion of the Target Bonus for the year in which his death occurs. All stock options, restricted stock and/or other equity awards held by Executive on the date of termination shall be treated in accordance with the applicable award agreements.

(c) In the event that Executive is terminated (i) by the Company without Just Cause (and other than a termination due to expiration of the Term, death, Disability or a Control Termination), (ii) by reason of expiration of the Term or (iii) by Executive With Reason, then the Company shall pay Executive within 30 days of the Termination Date the Accrued Amounts. Additionally, following such a termination, Executive shall be entitled to receive (i) a bonus pursuant to Section 5(b) based on CNO's actual performance for the year in which Executive is terminated (prorated for the partial year period ending on the Termination Date), payable at the same time when such bonus amount normally would have been paid pursuant to Section 5(b), and (ii) a cash lump sum (payable within 75 days following the Termination Date) equal to the sum of his annual Base Salary and Target Bonus. All stock options, restricted stock and/or other equity awards held by Executive on the date of termination shall be treated in accordance with the applicable award agreements.

(d) In the event that Executive is terminated by the Company (or its successor) in a Control Termination as so defined, then the Company shall pay Executive within 30 days of the Termination Date the Accrued Amounts. Additionally, following such a termination, Executive shall be entitled to receive (i) a bonus pursuant to Section 5(b) based on CNO's actual performance for the year during which Executive is terminated (prorated for the partial year period ending on the Termination Date), payable at the same time as such bonus payment would have been paid pursuant to Section 5(b), and (ii) a cash lump sum (payable within 75 days following the Termination Date) equal to two times the sum of (A) his Target Bonus and (B) his annual Base Salary. All stock options, restricted stock and/or other equity awards held by Executive upon the occurrence of a Change in Control shall be treated in accordance with the applicable award agreements.

(e) Notwithstanding anything to the contrary, payment of any severance under this Agreement is conditioned upon the execution by Executive within 60 days following the Termination Date of a separation and release agreement in a form acceptable to the Company and the observation of such waiting or revocation periods, if any, before and after execution of the agreement by Executive as are required by law, such as, for example, the waiting or revocation periods required for a waiver and release to be effective with respect to claims under the Age Discrimination in Employment Act, provided that the Company delivers to Executive such agreement within seven days of the Termination Date. In the event that the 60-day period following the Termination

Date straddles two calendar years, the severance payments described above shall not be paid prior to the second of such calendar years.

12. Character of Termination Payments . The amounts payable to Executive upon any termination of his employment shall be considered severance pay in consideration of past services rendered on behalf of the Company and his continued service from the date hereof to the date he becomes entitled to such payments and shall be the sole amount of severance pay to which Executive is entitled from the Company and its affiliates upon termination of his employment during the Term. Executive shall have no duty to mitigate his damages by seeking other employment and, should Executive actually receive compensation from any such other employment, the payments required hereunder shall not be reduced or offset by any such other compensation.

13. Representations of the Parties .

(a) The Company represents and warrants to Executive that (i) this Agreement has been duly authorized, executed and delivered by the Company and constitutes valid and binding obligations of the Company; and (ii) the employment of Executive on the terms and conditions contained in this Agreement will not conflict with, result in a breach or violation of, constitute a default under, or result in the creation or imposition of any lien, charge or encumbrance upon any property or assets of the Company pursuant to: (A) the certificate of formation, (B) the terms of any indenture, contract, lease, mortgage, deed of trust, note, loan agreement or other agreement, obligation, condition, covenant or instrument to which the Company is a party or bound or to which its property is subject, or (C) any statute, law, rule, regulation, judgment, order or decree applicable to the Company, or any regulatory body, administrative agency, governmental body, arbitrator or other authority having jurisdiction over the Company.

(b) Executive represents and warrants to the Company that: (i) this Agreement has been duly executed and delivered by Executive and constitutes a valid and binding obligation of Executive; and (ii) neither the execution of this Agreement by Executive nor his employment by the Company on the terms and conditions contained herein will conflict with, result in a breach or violation of, or constitute a default under any agreement, obligation, condition, covenant or instrument to which Executive is a party or bound or to which his property is subject, or any statute, law, rule, regulation, judgment, order or decree applicable to Executive of any court, regulatory body, administrative agency, governmental body, arbitrator or other authority having jurisdiction over Executive or any of his property.

14. Arbitration of Disputes; Injunctive Relief .

(a) Arbitration . Except as provided in subsection (b) below, any controversy or claim arising out of or relating to this Agreement or the breach thereof shall be settled by binding arbitration in the City of Indianapolis, Indiana, in accordance with the laws of the State of Indiana by three arbitrators, one of whom shall be appointed by the Company, one by Executive, and the third of whom shall be appointed by the first two arbitrators. If the first two arbitrators cannot agree on the appointment of a third arbitrator, then the third arbitrator shall be appointed by the Chief Judge of the United States District Court for the Southern District of Indiana. The arbitration shall be conducted in accordance with the rules of the American Arbitration Association, except with respect to the selection of arbitrators, which shall be as provided in this Section. Judgment upon the award rendered by the arbitrators may be entered in any court having jurisdiction thereof. All reasonable costs and expenses (including fees and disbursements of counsel) incurred by Executive pursuant to this Section 14 shall be paid on behalf of or reimbursed to Executive promptly by the Company; provided, however, that in the event the Company prevails in such proceedings, Executive shall immediately repay all such amounts to the Company.

(b) Executive acknowledges that a breach or threatened breach by Executive of Sections 8 or 9 of this Agreement will give rise to irreparable injury to the Company and that money damages will not be adequate relief for such injury. Notwithstanding paragraph (a) above, the Company and Executive agree that the Company may seek and obtain injunctive relief, including, without limitation, temporary restraining orders, preliminary injunctions and/or permanent injunctions, in a court of proper jurisdiction to restrain or prohibit a breach or threatened breach of Section 8 or 9 of this Agreement. Nothing herein shall be construed as prohibiting the Company from pursuing any other remedies available to the Company for such breach or threatened breach, including the recovery of damages from Executive.

15. Notices. Any notice required or permitted to be given under this Agreement shall be sufficient if in writing and if sent by registered mail to his residence, in the case of Executive, or to the business office of its General Counsel, in the case of the Company.

16. Waiver of Breach and Severability. The waiver by either party of a breach of any provision of this Agreement by the other party shall not operate or be construed as a waiver of any subsequent breach by either party. In the event any provision of this Agreement is found to be invalid or unenforceable, it may be severed from the Agreement, and the remaining provisions of the Agreement shall continue to be binding and effective.

17. Entire Agreement. Other than any equity award agreements entered into pursuant to the CNO Financial Group, Inc. Amended and Restated Long-Term Incentive Plan or any subsequent incentive plan, this instrument contains the entire agreement of the parties and, as of the Effective Date, supersedes all other obligations of the Company and its affiliates under other agreements or otherwise. The compensation and benefits to be paid under the terms of this Agreement are in lieu of all other compensation or benefits to which Executive is entitled from CNO, the Company, and its affiliates, and upon termination of Executive's employment with the Company Executive will not be entitled to receive any severance or other payments beyond those specified in this Agreement. This Agreement may not be changed orally, but only by an instrument in writing signed by the party against whom enforcement of any waiver, change, modification, extension or discharge is sought.

18. Binding Agreement and Governing Law; Assignment Limited. This Agreement shall be binding upon and shall inure to the benefit of the parties and their lawful successors in interest (including, without limitation, Executive's estate, heirs and personal representatives) and, except for issues or matters as to which federal law is applicable, shall be construed in

accordance with and governed by the laws of the State of Indiana. This Agreement is personal to each of the parties hereto, and neither party may assign or delegate any of its rights or obligations hereunder without the prior written consent of the other.

19. Indemnification . If Executive was or is made a party or is threatened to be made a party to or is otherwise involved (including involvement as a witness) in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he is or was an officer or employee of the Company or any of its affiliates, Executive shall be indemnified and held harmless by the Company to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Company to provide broader indemnification rights than permitted prior thereto), against all expense, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid in settlement) reasonably incurred or suffered by Executive in connection therewith and such indemnification shall continue as to Executive if he ceases to be an officer or employee and shall inure to the benefit of Executive's heirs, executors and administrators; provided, however, that the Company shall indemnify Executive in connection with a Proceeding (or part thereof) initiated by Executive only if such Proceeding (or part thereof) was authorized by the board of directors of the Company. The right to indemnification conferred in this paragraph shall include the obligation of the Company to pay the expenses incurred in defending any such Proceeding in advance of its final disposition (an "Advance of Expenses"); provided, however, that, if and to the extent that the Delaware General Corporation Law requires, an Advance of Expenses incurred by Executive in his capacity as an officer or employee shall be made only upon delivery to the Company of an undertaking, by or on behalf of Executive, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that Executive is not entitled to be indemnified for such expenses under this paragraph or otherwise.

20. No Third Party Beneficiaries . The terms and provisions of this Agreement are intended solely for the benefit of each party hereto and their respective successors or permitted assigns, and it is not intended to confer third-party beneficiary rights upon any other person.

21. Section 409A . This Agreement is intended to comply with Section 409A of the Internal Revenue Code of 1986, as amended from time to time (the "Code"), and will be interpreted accordingly. References under this Agreement to Executive's termination of employment shall be deemed to refer to the date upon which Executive has experienced a "separation from service" within the meaning of Section 409A of the Code. Notwithstanding anything herein to the contrary, (i) if at the time of Executive's separation from service with the Company Executive is a "specified employee" as defined in Section 409A of the Code (and any related regulations or announcements thereunder) and the deferral of the commencement of any payments or benefits otherwise payable hereunder or payable under any other compensatory arrangement between Executive and the Company or any of its affiliates as a result of such separation from service is necessary in order to prevent any accelerated or additional tax under Section 409A of the Code, then the Company will defer the commencement of the payment of any such payments or benefits hereunder (without any reduction in such payments or benefits ultimately paid or provided to Executive) until the date that is six months following Executive's separation from service (or the earliest date as is permitted under Section 409A of the Code), at which point all payments deferred pursuant to this Section 21 shall be paid to Executive in a

lump sum and (ii) if any payments of money or other benefits due to Executive hereunder could cause the application of an accelerated or additional tax under Section 409A of the Code, such payments or other benefits shall be deferred if deferral will make such payment or other benefits compliant under Section 409A of the Code, or otherwise such payment or other benefits shall be restructured, to the extent possible, in a manner that does not cause such an accelerated or additional tax. To the extent any reimbursements or in-kind benefits due to Executive under this Agreement constitute “deferred compensation” under Section 409A of the Code, any such reimbursements or in-kind benefits shall be paid to Executive in a manner consistent with Treas. Reg. Section 1.409A-3(i)(l)(iv). Additionally, to the extent that Executive’s receipt of any in-kind benefits from the Company or its affiliates must be delayed pursuant to this Section 21 due to his status as a “specified employee,” Executive may elect to instead purchase and receive such benefits during the period in which the provision of benefits would otherwise be delayed by paying the Company (or its affiliates) for the fair market value of such benefits (as determined by the Company in good faith) during such period. Any amounts paid by Executive pursuant to the preceding sentence shall be reimbursed to Executive as described above on the date that is six months following his separation from service. Each payment made under this Agreement shall be designated as a “separate payment” within the meaning of Section 409A of the Code. The Company shall consult with Executive in good faith regarding the implementation of the provisions of this Section 21, provided that neither the Company nor any of its employees or representatives shall have any liability to Executive with respect thereto.

22. Effect of Excise Tax and Limit on Golden Parachute Payments.

(a) *Contingent Reduction of Parachute Payments* . If there is a change in ownership or control of CNO that would cause any payment or distribution by the Company or any of its subsidiaries or any other person or entity to Executive or for Executive’s benefit (whether paid or payable or distributed or distributable pursuant to the terms of this Agreement or otherwise) (each, a “Payment”, and collectively, the “Payments”) to be subject to the excise tax imposed by Section 4999 of the Code (such excise tax, together with any interest or penalties incurred by Executive with respect to such excise tax, the “Excise Tax”), then Executive will receive the greatest of the following, whichever gives Executive the highest net after-tax amount (after taking into account federal, state, local and social security taxes): (1) the Payments or (2) one dollar less than the amount of the Payments that would subject Executive to the Excise Tax (the “Safe Harbor Amount”). If a reduction in the Payments is necessary so that the Payments equal the Safe Harbor Amount, then the reduction will be determined in a manner which has the least economic cost to Executive and, to the extent the economic cost is equivalent, will be reduced in the inverse order of when payment would have been made to Executive, until the reduction is achieved. Any reductions pursuant to this Section shall be made in a manner intended to be consistent with the requirements of Section 409A of the Internal Revenue Code.

(b) *Determination of the Payments* . All determinations required to be made under this Section, including whether and when the Safe Harbor Amount is required and the amount of the reduction of the Payments and the assumptions to be utilized in arriving at such determination, shall be made by the Company which shall provide detailed supporting calculations to Executive. Executive shall cooperate with any reasonable requests by the Company in connection with any contests or disputes with the Internal Revenue Service in connection with the Excise Tax.

(c) *Adjustments* . As a result of the uncertainty in the application of Section 4999 of the Code at the time of a determination hereunder, it is possible that Payments will be made which should not have been made under clause (a) of this Section ("Overpayment") or that additional Payments which are not made pursuant to clause (a) of this Section should have been made ("Underpayment"). In the event that there is a final determination by the Internal Revenue Service, or a final determination by a court of competent jurisdiction, that an Overpayment has been made, any such Overpayment shall be treated for all purposes as a loan to Executive which Executive shall repay to the Company together with interest at the applicable Federal rate provided for in Section 7872(f)(2) of the Code. In the event that there is a final determination by the Internal Revenue Service, a final determination by a court of competent jurisdiction or a change in the provisions of the Code or regulations pursuant to which an Underpayment arises under this Agreement, any such Underpayment shall be promptly paid by the Company to or for the benefit of Executive, together with interest at the applicable Federal rate provided for in Section 7872(f)(2) of the Code.

23. Counterparts : This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement on November 7, 2016, to be effective as of the Effective Date.

COMPANY
40|86 ADVISORS, INC.

/s/ Karl W. Kindig
Karl W. Kindig
Assistant Secretary

EXECUTIVE

/s/ Eric R. Johnson
Eric R. Johnson

Exhibit 12.1

CNO FINANCIAL GROUP, INC. AND SUBSIDIARIES
Computation of Ratio of Earnings to Fixed Charges
(Dollars in millions)

	Nine months ended September 30, 2016	Year ended December 31, 2015
Pretax income from operations:		
Net income	$ 124.0	$ 270.7
Add income tax expense	48.5	97.0
Pretax income from operations	172.5	367.7
Add fixed charges:		
Interest expense on corporate debt	34.3	45.0
Interest expense on investment borrowings and borrowings related to variable interest entities	51.7	49.9
Interest added to policyholder account balances	85.1	122.7
Portion of rental (a)	12.5	14.1
Fixed charges	183.6	231.7
Adjusted earnings	$ 356.1	$ 599.4
Ratio of earnings to fixed charges	1.94X	2.59X

(a) Interest portion of rental is estimated to be 33 percent.

Exhibit 31.1

CERTIFICATION

I, Edward J. Bonach, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CNO Financial Group, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: November 7, 2016

/s/ Edward J. Bonach
Edward J. Bonach
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Erik M. Helding, certify that:

1. I have reviewed this quarterly report on Form 10-Q of CNO Financial Group, Inc.;

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

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

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

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

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

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

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

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

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

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

Date: November 7, 2016

/s/ Erik M. Helding
Erik M. Helding
Executive Vice President
and Chief Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CNO Financial Group, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Edward J. Bonach, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my actual knowledge:

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

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

/s/ Edward J. Bonach
Edward J. Bonach
Chief Executive Officer

November 7, 2016

A signed original of this written statement required by Section 906 has been provided to CNO Financial Group, Inc. and will be retained by CNO Financial Group, Inc. and furnished to the Securities and Exchange Commission upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of CNO Financial Group, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Erik M. Helding, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my actual knowledge:

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

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

/s/ Erik M. Helding
Erik M. Helding
Executive Vice President
and Chief Financial Officer

November 7, 2016

A signed original of this written statement required by Section 906 has been provided to CNO Financial Group, Inc. and will be retained by CNO Financial Group, Inc. and furnished to the Securities and Exchange Commission upon request.