AMERIPRISE FINANCIAL INC
Form 10-Q
May 01, 2013
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2013

OR

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

For the Transition Period from to

Commission File No. 1-32525

AMERIPRISE FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	**13-3180631**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1099 Ameriprise Financial Center, Minneapolis, Minnesota	**55474**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code: **(612) 671-3131**

Former name, former address and former fiscal year, if changed since last report: **Not Applicable**

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 o

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 o

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 o
Non-Accelerated Filer (Do not check if a smaller reporting company) o	Smaller reporting company o

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	**Outstanding at April 19, 2013**
Common Stock (par value $.01 per share)	201,529,269 shares

Table of Contents

AMERIPRISE FINANCIAL, INC.

FORM 10-Q

INDEX

Part I.	Financial Information:		
	Item 1.	Financial Statements	
		Consolidated Statements of Operations Three months ended March 31, 2013 and 2012	3
		Consolidated Statements of Comprehensive Income Three months ended March 31, 2013 and 2012	4
		Consolidated Balance Sheets March 31, 2013 and December 31, 2012	5
		Consolidated Statements of Equity Three months ended March 31, 2013 and 2012	6
		Consolidated Statements of Cash Flows Three months ended March 31, 2013 and 2012	7
		Notes to Consolidated Financial Statements	9
	Item 2.	Management s Discussion and Analysis of Financial Condition and Results of Operations	44
	Item 3.	Quantitative and Qualitative Disclosures About Market Risk	69
	Item 4.	Controls and Procedures	69
Part II.	Other Information:		
	Item 1.	Legal Proceedings	70
	Item 1A.	Risk Factors	70
	Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	70
	Item 6.	Exhibits	70
	Signatures		71
	Exhibit Index		E-1

Table of Contents

AMERIPRISE FINANCIAL, INC.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(in millions, except per share amounts)

	Three Months Ended March 31,	
	2013	**2012**
Revenues		
Management and financial advice fees	$ 1,244	$ 1,132
Distribution fees	434	402
Net investment income	489	531
Premiums	310	301
Other revenues	222	206
Total revenues	2,699	2,572
Banking and deposit interest expense	8	11
Total net revenues	2,691	2,561
Expenses		
Distribution expenses	726	666
Interest credited to fixed accounts	198	206
Benefits, claims, losses and settlement expenses	409	505
Amortization of deferred acquisition costs	75	31
Interest and debt expense	66	69
General and administrative expense	730	762
Total expenses	2,204	2,239
Income from continuing operations before income tax provision	487	322
Income tax provision	121	73
Income from continuing operations	366	249
Loss from discontinued operations, net of tax	(1)	(1)
Net income	365	248
Less: Net income attributable to noncontrolling interests	30	4
Net income attributable to Ameriprise Financial	$ 335	$ 244
Earnings per share attributable to Ameriprise Financial, Inc. common shareholders		
Basic		
Income from continuing operations	$ 1.61	$ 1.08
Loss from discontinued operations		(0.01)
Net income	$ 1.61	$ 1.07
Diluted		
Income from continuing operations	$ 1.58	$ 1.06
Loss from discontinued operations		(0.01)
Net income	$ 1.58	$ 1.05

Cash dividends declared per common share	$ 0.45	$
Supplemental Disclosures:		
Total other-than-temporary impairment losses on securities	$ (1)	$ (5)
Portion of loss recognized in other comprehensive income (before taxes)	(2)	(1)
Net impairment losses recognized in net investment income	$ (3)	$ (6)

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

(in millions)

	Three Months Ended March 31,	
	2013	**2012**
Net income	$ 365	$ 248
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustment	(73)	31
Net unrealized gains (losses) on securities:		
Net unrealized securities gains (losses) arising during the period	(141)	81
Reclassification of net securities (gains) losses included in net income	(1)	1
Impact on deferred acquisition costs, deferred sales inducement costs, benefit reserves and reinsurance recoverables	64	(3)
Total net unrealized gains (losses) on securities	(78)	79
Net unrealized gains on derivatives:		
Net unrealized derivative gains arising during the period		10
Reclassification of net derivative gains included in net income		(1)
Total net unrealized gains on derivatives		9
Total other comprehensive income (loss), net of tax	(151)	119
Total comprehensive income	214	367
Less: Comprehensive income (loss) attributable to noncontrolling interests	(11)	23
Comprehensive income attributable to Ameriprise Financial	$ 225	$ 344

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

CONSOLIDATED BALANCE SHEETS

(in millions, except share amounts)

	March 31, 2013 (unaudited)	December 31, 2012
Assets		
Cash and cash equivalents	$ 2,160	$ 2,371
Cash of consolidated investment entities	881	579
Investments	36,446	36,877
Investments of consolidated investment entities, at fair value	4,358	4,370
Separate account assets	75,499	72,397
Receivables	4,256	4,220
Receivables of consolidated investment entities (includes $111 and $77, respectively, at fair value)	127	95
Deferred acquisition costs	2,435	2,399
Restricted and segregated cash and investments	2,262	2,538
Other assets	7,684	7,667
Other assets of consolidated investment entities, at fair value	1,188	1,216
Total assets	$ 137,296	$ 134,729
Liabilities and Equity		
Liabilities:		
Future policy benefits and claims	$ 30,545	$ 31,217
Separate account liabilities	75,499	72,397
Customer deposits	6,494	6,526
Short-term borrowings	500	501
Long-term debt	2,389	2,403
Debt of consolidated investment entities (includes $4,595 and $4,450, respectively, at fair value)	5,148	4,981
Accounts payable and accrued expenses	1,023	1,228
Accounts payable and accrued expenses of consolidated investment entities	30	96
Other liabilities	5,715	5,467
Other liabilities of consolidated investment entities (includes $301 and $166, respectively, at fair value)	336	201
Total liabilities	127,679	125,017
Equity:		
Ameriprise Financial, Inc.:		
Common shares ($.01 par value; shares authorized, 1,250,000,000; shares issued, 312,835,625 and 309,399,529, respectively)	3	3
Additional paid-in capital	6,592	6,503
Retained earnings	6,617	6,381
Appropriated retained earnings of consolidated investment entities	361	336
Treasury shares, at cost (110,369,527 and 105,456,535 shares, respectively)	(5,697)	(5,325)
Accumulated other comprehensive income, net of tax	1,084	1,194
Total Ameriprise Financial, Inc. shareholders equity	8,960	9,092
Noncontrolling interests	657	620
Total equity	9,617	9,712
Total liabilities and equity	$ 137,296	$ 134,729

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)

(in millions, except share data)

	Ameriprise Financial, Inc.									
	Number of Outstanding Shares	Common Shares	Additional Paid-In Capital	Retained Earnings	Appropriated Retained Earnings of Consolidated Investment Entities	Treasury Shares	Accumulated Other Comprehensive Income	Total Ameriprise Financial, Inc. Shareholders Equity	Non-controlling Interests	Total
Balances at January 1, 2012	221,942,983	$ 3	$ 6,237	$ 5,603	$ 428	$ (4,034)	$ 751	$ 8,988	$ 706	$ 9,694
Comprehensive income:										
Net income				244				244	4	248
Other comprehensive income, net of tax							100	100	19	119
Total comprehensive income								344	23	367
Net income reclassified to appropriated retained earnings					12			12	(12)	
Dividends to shareholders				(2)				(2)		(2)
Noncontrolling interests investments in subsidiaries									4	4
Distributions to noncontrolling interests									(88)	(88)
Repurchase of common shares	(5,724,684)					(316)		(316)		(316)
Share-based compensation plans	3,388,685					89		89	1	90
Balances at March 31, 2012	219,606,984	$ 3	$ 6,237	$ 5,845	$ 440	$ (4,261)	$ 851	$ 9,115	$ 634	$ 9,749
Balances at January 1, 2013	203,942,994	$ 3	$ 6,503	$ 6,381	$ 336	$ (5,325)	$ 1,194	$ 9,092	$ 620	$ 9,712
Comprehensive income (loss):										
Net income				335				335	30	365
Other comprehensive loss, net of tax							(110)	(110)	(41)	(151)
Total comprehensive income (loss)								225	(11)	214
Net income reclassified to appropriated retained earnings					25			25	(25)	
Dividends to shareholders				(94)				(94)		(94)
Noncontrolling interests investments in subsidiaries									76	76
Distributions to noncontrolling interests									(9)	(9)

Repurchase of common shares	(6,855,689)					(471)		(471)		(471)
Share-based compensation plans	5,378,793		89	(5)		99		183	6	189
Balances at March 31, 2013	202,466,098	$ 3	$ 6,592	$ 6,617	$ 361	$ (5,697)	$ 1,084	$ 8,960	$ 657	$ 9,617

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

(in millions)

	Three Months Ended March 31, 2013	2012
Cash Flows from Operating Activities		
Net income	$ 365	$ 248
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation, amortization and accretion, net	58	56
Deferred income tax expense (benefit)	41	(56)
Share-based compensation	33	32
Net realized investment gains	(4)	(3)
Net unrealized trading losses		1
Income from equity method investments	(1)	(9)
Other-than-temporary impairments and provision for loan losses	3	7
Net losses (gains) of consolidated investment entities	(26)	5
Changes in operating assets and liabilities:		
Restricted and segregated cash and investments	264	(85)
Deferred acquisition costs	(3)	(51)
Other investments, net	(6)	2
Future policy benefits and claims, net	(237)	370
Receivables	(77)	(7)
Brokerage deposits	(227)	23
Accounts payable and accrued expenses	(193)	(165)
Derivatives collateral, net	(121)	(526)
Cash held by consolidated investment entities	(302)	(92)
Investment properties of consolidated investment entities	(45)	78
Other operating assets and liabilities of consolidated investment entities, net	(62)	19
Other, net	74	328
Net cash provided by (used in) operating activities	(466)	175
Cash Flows from Investing Activities		
Available-for-Sale securities:		
Proceeds from sales	169	100
Maturities, sinking fund payments and calls	1,249	1,174
Purchases	(1,187)	(1,529)
Proceeds from sales, maturities and repayments of commercial mortgage loans	79	46
Funding of commercial mortgage loans	(94)	(72)
Proceeds from sales of other investments	67	53
Purchase of other investments	(86)	(76)
Purchase of investments by consolidated investment entities	(531)	(324)
Proceeds from sales, maturities and repayments of investments by consolidated investment entities	690	468
Purchase of land, buildings, equipment and software	(14)	(61)
Change in consumer loans, net	50	(14)
Other, net	(3)	1
Net cash provided by (used in) investing activities	389	(234)

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (continued)

(in millions)

	Three Months Ended March 31, 2013	2012
Cash Flows from Financing Activities		
Investment certificates and banking time deposits:		
Proceeds from additions	$ 589	$ 185
Maturities, withdrawals and cash surrenders	(393)	(254)
Change in other banking deposits		149
Policyholder and contractholder account values:		
Consideration received	303	392
Net transfers to separate accounts	(36)	(9)
Surrenders and other benefits	(321)	(335)
Deferred premium options, net	(98)	(76)
Change in short-term borrowings, net	(1)	
Dividends paid to shareholders	(92)	(62)
Repurchase of common shares	(406)	(292)
Exercise of stock options	48	40
Excess tax benefits from share-based compensation	51	15
Borrowings by consolidated investment entities	467	4
Repayments of debt by consolidated investment entities	(291)	(90)
Noncontrolling interests investments in subsidiaries	76	4
Distributions to noncontrolling interests	(9)	(88)
Other, net	(1)	
Net cash used in financing activities	(114)	(417)
Effect of exchange rate changes on cash	(20)	7
Net decrease in cash and cash equivalents	(211)	(469)
Cash and cash equivalents at beginning of period	2,371	2,781
Cash and cash equivalents at end of period	$ 2,160	$ 2,312
Supplemental Disclosures:		
Interest paid before consolidated investment entities	$ 35	$ 37
Income taxes paid (received), net	10	(79)
Non-cash investing activity:		
Affordable housing partnership commitments not yet remitted	10	

See Notes to Consolidated Financial Statements.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. Basis of Presentation

Ameriprise Financial, Inc. is a holding company, which primarily conducts business through its subsidiaries to provide financial planning, products and services that are designed to be utilized as solutions for clients cash and liquidity, asset accumulation, income, protection and estate and wealth transfer needs. The foreign operations of Ameriprise Financial, Inc. are conducted primarily through its subsidiary, Threadneedle Asset Management Holdings Sàrl (Threadneedle).

The accompanying Consolidated Financial Statements include the accounts of Ameriprise Financial, Inc., companies in which it directly or indirectly has a controlling financial interest and variable interest entities (VIEs) in which it is the primary beneficiary (collectively, the Company). The income or loss generated by consolidated entities which will not be realized by the Company s shareholders is attributed to noncontrolling interests in the Consolidated Statements of Operations. Noncontrolling interests are the ownership interests in subsidiaries not attributable, directly or indirectly, to Ameriprise Financial, Inc. and are classified as equity within the Consolidated Balance Sheets. The Company, excluding noncontrolling interests, is defined as Ameriprise Financial. All intercompany transactions and balances have been eliminated in consolidation. See Note 3 for additional information related to VIEs.

The results of Securities America Financial Corporation and its subsidiaries (collectively, Securities America) have been presented as discontinued operations for all periods presented. The Company completed the sale of Securities America in the fourth quarter of 2011.

The interim financial information in this report has not been audited. In the opinion of management, all adjustments necessary for a fair presentation of the consolidated results of operations and financial position for the interim periods have been made. All adjustments made were of a normal recurring nature.

The accompanying Consolidated Financial Statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP). Certain reclassifications of prior period amounts have been made to conform to the current presentation. Results of operations reported for interim periods are not necessarily indicative of results for the entire year. These Consolidated Financial Statements and Notes should be read in conjunction with the consolidated Financial Statements and Notes in the Company s annual report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission (SEC) on February 27, 2013.

The Company evaluated events or transactions that may have occurred after the balance sheet date for potential recognition or disclosure through the date the financial statements were issued.

2. Recent Accounting Pronouncements

Adoption of New Accounting Standards

Comprehensive Income

In February 2013, the Financial Accounting Standards Board (FASB) updated the accounting standard related to comprehensive income. The update requires entities to provide information about significant amounts reclassified out of accumulated other comprehensive income (AOCI). The standard is effective for interim and annual periods beginning after December 15, 2012 and is required to be applied prospectively. The Company adopted the standard in the first quarter of 2013. The adoption of the standard did not have any effect on the Company s consolidated results of operations and financial condition. See Note 13 for the required disclosures.

Balance Sheet

In December 2011, the FASB updated the accounting standards to require new disclosures about offsetting assets and liabilities. The standard requires an entity to disclose both gross and net information about certain financial instruments and transactions subject to master netting arrangements (or similar agreements) or eligible for offset in the statement of financial position. The standard is effective for interim and annual periods beginning on or after January 1, 2013 on a retrospective basis. The Company adopted the standard in the first quarter of 2013. The adoption of the standard did not have any effect on the Company s consolidated results of operations and financial condition. See Note 11 for the required disclosures.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Accounting for Costs Associated with Acquiring or Renewing Insurance Contracts

In October 2010, the FASB updated the accounting standard for deferred acquisition costs (DAC). Under this new standard, only the following costs incurred in the acquisition of new and renewal insurance contracts are capitalizable as DAC: (i) incremental direct costs of a successful contract acquisition, (ii) portions of employees compensation and benefits directly related to time spent performing acquisition activities (that is, underwriting, policy issuance and processing, medical and inspection, and contract selling) for a contract that has been acquired, (iii) other costs related to acquisition activities that would not have been incurred had the acquisition of the contract not occurred, and (iv) advertising costs that meet the capitalization criteria in other GAAP guidance for certain direct-response marketing. All other acquisition related costs are expensed as incurred. The Company retrospectively adopted the new standard on January 1, 2012. The cumulative effect of the adoption reduced retained earnings by $1.4 billion after-tax and increased AOCI by $113 million after-tax, totaling to a $1.3 billion after-tax reduction in total equity at January 1, 2012.

3. Consolidated Investment Entities

The Company provides asset management services to various CDOs and other investment products (collectively, investment entities), which are sponsored by the Company. Certain of these investment entities are considered to be VIEs while others are considered to be voting rights entities (VREs). The Company consolidates certain of these investment entities.

The CDOs managed by the Company are considered VIEs. These CDOs are asset backed financing entities collateralized by a pool of assets, primarily syndicated loans and, to a lesser extent, high-yield bonds. Multiple tranches of debt securities are issued by a CDO, offering investors various maturity and credit risk characteristics. The debt securities issued by the CDOs are non-recourse to the Company. The CDO s debt holders have recourse only to the assets of the CDO. The assets of the CDOs cannot be used by the Company. Scheduled debt payments are based on the performance of the CDO s collateral pool. The Company generally earns management fees from the CDOs based on the par value of outstanding debt and, in certain instances, may also receive performance-based fees. In the normal course of business, the Company has invested in certain CDOs, generally an insignificant portion of the unrated, junior subordinated debt.

For certain of the CDOs, the Company has determined that consolidation is required as it has power over the CDOs and holds a variable interest in the CDOs for which the Company has the potential to receive benefits or the potential obligation to absorb losses that are significant to the CDO. For other CDOs managed by the Company, the Company has determined that consolidation is not required as the Company does not hold a variable interest in the CDOs.

The Company provides investment advice and related services to private, pooled investment vehicles organized as limited partnerships, limited liability companies or foreign (non-U.S.) entities. Certain of these pooled investment vehicles are considered VIEs while others are VREs. For

investment management services, the Company generally earns management fees based on the market value of assets under management, and in certain instances may also receive performance-based fees. The Company provides seed money occasionally to certain of these funds. For certain of the pooled investment vehicles, the Company has determined that consolidation is required as the Company stands to absorb a majority of the entity s expected losses or receive a majority of the entity s expected residual returns. For other VIE pooled investment vehicles, the Company has determined that consolidation is not required because the Company is not expected to absorb the majority of the expected losses or receive the majority of the expected residual returns. For the pooled investment vehicles which are VREs, the Company consolidates the structure when it has a controlling financial interest.

The Company also provides investment advisory, distribution and other services to the Columbia and Threadneedle mutual fund families. The Company has determined that consolidation is not required for these mutual funds.

In addition, the Company may invest in structured investments including VIEs for which it is not the sponsor. These structured investments typically invest in fixed income instruments and are managed by third parties and include asset backed securities, commercial mortgage backed securities and residential mortgage backed securities. The Company includes these investments in Available-for-Sale securities. The Company has determined that it is not the primary beneficiary of these structures due to its relative size, position in the capital structure of these entities and the Company s lack of power over the structures. The Company s maximum exposure to loss as a result of its investment in structured investments that it does not consolidate is limited to its carrying value. The Company has no obligation to provide further financial or other support to these structured investments nor has the Company provided any support to these structured investments. See Note 4 for additional information about these structured investments.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Fair Value of Assets and Liabilities

The following tables present the balances of assets and liabilities held by consolidated investment entities measured at fair value on a recurring basis:

	March 31, 2013			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Investments:				
Corporate debt securities	$	$ 240	$ 3	$ 243
Common stocks	110	51	8	169
Other structured investments		54		54
Syndicated loans		3,687	205	3,892
Total investments	110	4,032	216	4,358
Receivables		111		111
Other assets		12	1,176	1,188
Total assets at fair value	$ 110	$ 4,155	$ 1,392	$ 5,657
Liabilities				
Debt	$	$	$ 4,595	$ 4,595
Other liabilities		301		301
Total liabilities at fair value	$	$ 301	$ 4,595	$ 4,896

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Investments:				
Corporate debt securities	$	$ 251	$ 3	$ 254
Common stocks	91	32	14	137
Other structured investments		57		57
Syndicated loans		3,720	202	3,922
Total investments	91	4,060	219	4,370
Receivables		77		77
Other assets		2	1,214	1,216
Total assets at fair value	$ 91	$ 4,139	$ 1,433	$ 5,663
Liabilities				
Debt	$	$	$ 4,450	$ 4,450
Other liabilities		166		166
Total liabilities at fair value	$	$ 166	$ 4,450	$ 4,616

The following tables provide a summary of changes in Level 3 assets and liabilities held by consolidated investment entities measured at fair value on a recurring basis:

	Corporate Debt Securities	Common Stocks	Syndicated Loans	Other Assets	Debt
			(in millions)		
Balance, January 1, 2013	$ 3	$ 14	$ 202	$ 1,214	$ (4,450)
Total losses included in:					
Net income				(6)(2)	(24)(1)
Other comprehensive income				(77)	
Purchases			76	51	
Sales			(18)	(6)	
Issues					(410)
Settlements			(13)		289
Transfers into Level 3		2	51		
Transfers out of Level 3		(8)	(93)		
Balance, March 31, 2013	$ 3	$ 8	$ 205	$ 1,176	$ (4,595)
Changes in unrealized losses included in income relating to assets and liabilities held at March 31, 2013	$	$	$	$ (5)(2)	$ (24)(1)

(1) Included in net investment income in the Consolidated Statements of Operations.

(2) Included in other revenues in the Consolidated Statements of Operations.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

	Corporate Debt Securities	Common Stocks	Syndicated Loans (in millions)	Other Assets	Debt
Balance, January 1, 2012	$ 4	$ 13	$ 342	$ 1,108	$ (4,712)
Total gains (losses) included in:					
Net income		(1)(1)	3(1)	(27)(2)	(125)(1)
Other comprehensive income				32	
Purchases		6	7	12	
Sales		(2)	(5)	(90)	
Settlements			(30)		68
Transfers into Level 3		1	86		
Transfers out of Level 3		(9)	(208)		
Balance, March 31, 2012	$ 4	$ 8	$ 195	$ 1,035	$ (4,769)
Changes in unrealized gains (losses) included in income relating to assets and liabilities held at March 31, 2012	$	$	$ 2(1)	$ (34)(2)	$ (125)(1)

(1) Included in net investment income in the Consolidated Statements of Operations.

(2) Included in other revenues in the Consolidated Statements of Operations.

Securities and loans transferred from Level 2 to Level 3 represent assets with fair values that are now based on a single non-binding broker quote. Securities and loans transferred from Level 3 to Level 2 represent assets with fair values that are now obtained from a third party pricing service with observable inputs. During the reporting periods, there were no transfers between Level 1 and Level 2.

The following tables provide a summary of the significant unobservable inputs used in the fair value measurements developed by the Company or reasonably available to the Company of Level 3 assets and liabilities held by consolidated investment entities:

	March 31, 2013			
	Fair Value (in millions)	Valuation Technique	Unobservable Input	Range (Weighted Average)
Other assets	$ 1,176	Discounted cash flow/market comparables	Equivalent yield	4.9% - 14.0% (7.3%)
			Expected rental value (per square foot)	$4 - $289 $(30)
Debt	$ 4,595	Discounted cash flow	Annual default rate	2.5% - 4.5% (2.5%)

			Discount rate	1.5% - 32.0% (2.7%)
			Constant prepayment rate	5.0% - 10.0% (9.7%)
			Loss recovery	36.4% - 63.6% (62.1%)

	December 31, 2012				
	Fair Value (in millions)		Valuation Technique	Unobservable Input	Range (Weighted Average)
Other assets	$	1,214	Discounted cash flow/market comparables	Equivalent yield	4.1% - 12.9% (7.2%)
				Expected rental value (per square foot)	$4 - $309 $(32)
Debt	$	4,450	Discounted cash flow	Annual default rate	2.5% - 4.5% (2.5%)
				Discount rate	1.6% - 30.0% (2.9%)
				Constant prepayment rate	5.0% - 10.0% (9.6%)
				Loss recovery	36.4% - 63.6% (62.0%)

Level 3 measurements not included in the tables above are obtained from non-binding broker quotes where unobservable inputs are not reasonably available to the Company.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Sensitivity of Fair Value Measurements to Changes in Unobservable Inputs

Generally, a significant increase (decrease) in the expected rental value used in the fair value measurement of properties held by consolidated investment entities in isolation would result in a significantly higher (lower) fair value measurement and a significant increase (decrease) in the equivalent yield in isolation would result in a significantly lower (higher) fair value measurement.

Generally, a significant increase (decrease) in the annual default rate and discount rate used in the fair value measurement of the CDO s debt in isolation would result in a significantly lower (higher) fair value measurement and a significant increase (decrease) in loss recovery in isolation would result in a significantly higher (lower) fair value measurement. A significant increase (decrease) in the constant prepayment rate in isolation would result in a significantly higher (lower) fair value measurement.

Determination of Fair Value

Assets

Investments

The fair value of syndicated loans obtained from third party pricing services with multiple non-binding broker quotes as the underlying valuation source is classified as Level 2. The fair value of syndicated loans obtained from third party pricing services with a single non-binding broker quote as the underlying valuation source is classified as Level 3. The underlying inputs used in non-binding broker quotes are not readily available to the Company.

In consideration of the above, management is responsible for the fair values recorded on the financial statements. Prices received from third party pricing services are subjected to exception reporting that identifies loans with significant daily price movements as well as no movements. The Company reviews the exception reporting and resolves the exceptions through reaffirmation of the price or recording an appropriate fair value estimate. The Company also performs subsequent transaction testing. The Company performs annual due diligence of the third party pricing services. The Company s due diligence procedures include assessing the vendor s valuation qualifications, control environment, analysis of asset-class specific valuation methodologies and understanding of sources of market observable assumptions and unobservable assumptions, if any, employed in the valuation methodology. The Company also considers the results of its exception reporting controls and any resulting price challenges that arise.

See Note 10 for a description of the Company s determination of the fair value of corporate debt securities, common stocks and other structured investments.

Receivables

For receivables of the consolidated CDOs, the carrying value approximates fair value as the nature of these assets has historically been short term and the receivables have been collectible. The fair value of these receivables is classified as Level 2.

Other Assets

Other assets consist primarily of properties held in consolidated pooled investment vehicles managed by Threadneedle. The fair value of these properties is calculated by a third party appraisal service by discounting future cash flows generated by the expected market rental value for the property using the equivalent yield of a similar investment property. Inputs used in determining the equivalent yield and expected rental value of the property may include: rental cash flows, current occupancy, historical vacancy rates, tenant history and assumptions regarding how quickly the property can be occupied and at what rental rates. Management reviews the valuation report and assumptions used to ensure that the valuation was performed in accordance with applicable independence, appraisal and valuation standards. Given the significance of the unobservable inputs to these measurements, these assets are classified as Level 3.

For other assets of the consolidated CDOs, the carrying value approximates fair value as the nature of these assets has historically been short term. The fair value of these assets is classified as Level 2.

Liabilities

Debt

The fair value of the CDOs debt is determined using a discounted cash flow model. Inputs used to determine the expected cash flows include assumptions about default, discount, prepayment and recovery rates of the CDOs underlying assets. Given the significance of the unobservable inputs to this fair value measurement, the fair value of the CDOs debt is classified as Level 3.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Other Liabilities

Other liabilities consist primarily of securities purchased but not yet settled held by consolidated CDOs. The carrying value approximates fair value as the nature of these liabilities has historically been short term. The fair value of these liabilities is classified as Level 2.

The Company has elected the fair value option for the financial assets and liabilities of the consolidated CDOs. Management believes that the use of the fair value option better matches the changes in fair value of assets and liabilities related to the CDOs.

The following table presents the fair value and unpaid principal balance of loans and debt for which the fair value option has been elected:

	March 31, 2013	December 31, 2012
	(in millions)	
Syndicated loans		
Unpaid principal balance	$ 3,958	$ 4,023
Excess unpaid principal over fair value	(66)	(101)
Fair value	$ 3,892	$ 3,922
Fair value of loans more than 90 days past due	$ 6	$ 34
Fair value of loans in nonaccrual status	6	34
Difference between fair value and unpaid principal of loans more than 90 days past due, loans in nonaccrual status or both	32	38
Debt		
Unpaid principal balance	$ 4,878	$ 4,757
Excess unpaid principal over fair value	(283)	(307)
Fair value	$ 4,595	$ 4,450

Interest income from syndicated loans, bonds and structured investments is recorded based on contractual rates in net investment income. Gains and losses related to changes in the fair value of investments and gains and losses on sales of investments are also recorded in net investment income. Interest expense on debt is recorded in interest and debt expense with gains and losses related to changes in the fair value of debt recorded in net investment income.

Total net gains recognized in net investment income related to changes in the fair value of financial assets and liabilities for which the fair value option was elected were $21 million and $9 million for the three months ended March 31, 2013 and 2012, respectively. The majority of the

syndicated loans and debt have floating rates; as such, changes in their fair values are primarily attributable to changes in credit spreads.

Debt of the consolidated investment entities and the stated interest rates were as follows:

	Carrying Value		Weighted Average Interest Rate	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
	(in millions)			
Debt of consolidated CDOs due 2013-2025	$ 4,595	$ 4,450	1.0%	0.9%
Floating rate revolving credit borrowings due 2014	288	309	2.6	2.6
Floating rate revolving credit borrowings due 2015	97	104	2.4	2.4
Floating rate revolving credit borrowings due 2017	111	118	4.5	4.5
Floating rate revolving credit borrowings due 2018	57		3.7	
Total	$ 5,148	$ 4,981		

The debt of the consolidated CDOs has both fixed and floating interest rates, which range from 0% to 13.2%. The interest rates on the debt of CDOs are weighted average rates based on the outstanding principal and contractual interest rates. The carrying value of the debt of the consolidated CDOs represents the fair value of the aggregate debt. The carrying value of the floating rate revolving credit borrowings represents the outstanding principal amount of debt of certain consolidated pooled investment vehicles managed by Threadneedle. The fair value of this debt was $553 million and $531 million as of March 31, 2013 and December 31, 2012, respectively. The consolidated pooled investment vehicles have entered into interest rate swaps and collars to manage the interest rate exposure on the floating rate revolving credit borrowings. The fair value of these derivative instruments is recorded gross and was a liability of $17 million at both March 31, 2013 and December 31, 2012. The overall effective interest rate reflecting the impact of the derivative contracts was 4.6% and 4.8% as of March 31, 2013 and December 31, 2012, respectively.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

4. Investments

The following is a summary of Ameriprise Financial investments:

	March 31, 2013	December 31, 2012
	(in millions)	
Available-for-Sale securities, at fair value	$ 31,049	$ 31,472
Mortgage loans, net	3,573	3,609
Policy and certificate loans	754	754
Other investments	1,070	1,042
Total	$ 36,446	$ 36,877

The following is a summary of net investment income:

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Investment income on fixed maturities	$ 401	$ 457
Net realized gains (losses)	1	(2)
Affordable housing partnerships	(7)	(8)
Other	17	23
Consolidated investment entities	77	61
Total net investment income	$ 489	$ 531

Available-for-Sale securities distributed by type were as follows:

	March 31, 2013				
Description of Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Noncredit OTTI (1)
	(in millions)				
Corporate debt securities	$ 16,506	$ 2,037	$ (10)	$ 18,533	$ 2
Residential mortgage backed securities	5,231	233	(100)	5,364	(47)
Commercial mortgage backed securities	2,965	258	(1)	3,222	
Asset backed securities	1,312	80	(2)	1,390	
State and municipal obligations	2,050	237	(31)	2,256	

U.S. government and agencies obligations		48		8				56		
Foreign government bonds and obligations		185		30				215		
Common stocks		7		6				13		2
Total	$	28,304	$	2,889	$	(144)	$	31,049	$	(43)

					December 31, 2012					
Description of Securities		Amortized Cost		Gross Unrealized Gains		Gross Unrealized Losses (in millions)		Fair Value		Noncredit OTTI (1)
Corporate debt securities	$	16,628	$	2,196	$	(9)	$	18,815	$	
Residential mortgage backed securities		5,280		261		(112)		5,429		(58)
Commercial mortgage backed securities		3,120		299				3,419		
Asset backed securities		1,204		75		(4)		1,275		
State and municipal obligations		2,034		241		(36)		2,239		
U.S. government and agencies obligations		49		9				58		
Foreign government bonds and obligations		188		36				224		
Common stocks		7		6				13		2
Total	$	28,510	$	3,123	$	(161)	$	31,472	$	(56)

(1) Represents the amount of other-than-temporary impairment (OTTI) losses in accumulated other comprehensive income. Amount includes unrealized gains and losses on impaired securities subsequent to the initial impairment measurement date. These amounts are included in gross unrealized gains and losses as of the end of the period.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

At March 31, 2013 and December 31, 2012, fixed maturity securities comprised approximately 85% of Ameriprise Financial investments. Rating agency designations are based on the availability of ratings from Nationally Recognized Statistical Rating Organizations (NRSROs), including Moody s Investors Service (Moody s), Standard & Poor s Ratings Services (S&P) and Fitch Ratings Ltd. (Fitch). The Company uses t median of available ratings from Moody s, S&P and Fitch, or, if fewer than three ratings are available, the lower rating is used. When ratings from Moody s, S&P and Fitch are unavailable, the Company may utilize ratings from other NRSROs or rate the securities internally.
At March 31, 2013 and December 31, 2012, the Company s internal analysts rated $1.6 billion and $1.7 billion, respectively, of securities, using criteria similar to those used by NRSROs. A summary of fixed maturity securities by rating was as follows:

	March 31, 2013			December 31, 2012		
Ratings	Amortized Cost	Fair Value	Percent of Total Fair Value	Amortized Cost	Fair Value	Percent of Total Fair Value
	(in millions, except percentages)					
AAA	$ 7,239	$ 7,712	25%	$ 7,462	$ 8,021	26%
AA	1,752	1,993	6	1,620	1,827	6
A	5,571	6,201	20	5,456	6,069	19
BBB	11,803	13,231	43	11,939	13,575	43
Below investment grade	1,932	1,899	6	2,026	1,967	6
Total fixed maturities	$ 28,297	$ 31,036	100%	$ 28,503	$ 31,459	100%

At March 31, 2013 and December 31, 2012, approximately 36% and 35%, respectively, of the securities rated AAA were GNMA, FNMA and FHLMC mortgage backed securities. No holdings of any other issuer were greater than 10% of total equity.

The following tables provide information about Available-for-Sale securities with gross unrealized losses and the length of time that individual securities have been in a continuous unrealized loss position:

	March 31, 2013								
	Less than 12 months			12 months or more			Total		
Description of Securities	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
	(in millions, except number of securities)								
Corporate debt securities	61	$ 707	$ (7)	5	$ 60	$ (3)	66	$ 767	$ (10)
Residential mortgage backed securities	56	850	(13)	122	576	(87)	178	1,426	(100)
Commercial mortgage backed securities	12	123	(1)	1	6		13	129	(1)
Asset backed securities	10	115		4	59	(2)	14	174	(2)
State and municipal obligations	30	69	(2)	8	119	(29)	38	188	(31)
Total	169	$ 1,864	$ (23)	140	$ 820	$ (121)	309	$ 2,684	$ (144)

	December 31, 2012								
	Less than 12 months			12 months or more			Total		
Description of Securities	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
	(in millions, except number of securities)								
Corporate debt securities	76	$ 801	$ (6)	6	$ 70	$ (3)	82	$ 871	$ (9)
Residential mortgage backed securities	22	408	(5)	134	658	(107)	156	1,066	(112)
Asset backed securities	9	108	(1)	5	86	(3)	14	194	(4)
State and municipal obligations	13	34	(1)	8	113	(35)	21	147	(36)
Total	120	$ 1,351	$ (13)	153	$ 927	$ (148)	273	$ 2,278	$ (161)

As part of Ameriprise Financial s ongoing monitoring process, management determined that a majority of the gross unrealized losses on its Available-for-Sale securities are attributable to movement in credit spreads primarily related to non-agency residential mortgage backed securities purchased prior to 2008.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The following table presents a rollforward of the cumulative amounts recognized in the Consolidated Statements of Operations for other-than-temporary impairments related to credit losses on securities for which a portion of the securities total other-than-temporary impairments was recognized in other comprehensive income:

	Three Months Ended March 31, 2013		2012	
	(in millions)			
Beginning balance	$	176	$	303
Credit losses for which an other-than-temporary impairment was previously recognized		2		5
Reductions for securities sold during the period (realized)		(13)		(2)
Ending balance	$	165	$	306

The change in net unrealized securities gains (losses) in other comprehensive income includes three components, net of tax: (i) unrealized gains (losses) that arose from changes in the market value of securities that were held during the period; (ii) (gains) losses that were previously unrealized, but have been recognized in current period net income due to sales of Available-for-Sale securities and due to the reclassification of noncredit other-than-temporary impairment losses to credit losses; and (iii) other items primarily consisting of adjustments in asset and liability balances, such as DAC, deferred sales inducement costs (DSIC), benefit reserves and reinsurance recoverables, to reflect the expected impact on their carrying values had the unrealized gains (losses) been realized as of the respective balance sheet dates.

The following table presents a rollforward of the net unrealized securities gains on Available-for-Sale securities included in accumulated other comprehensive income:

		Net Unrealized Securities Gains		Deferred Income Tax		Accumulated Other Comprehensive Income Related to Net Unrealized Securities Gains
				(in millions)		
Balance at January 1, 2012	$	1,350	$	(467)	$	883
Net unrealized securities gains arising during the period (1)		127		(46)		81
Reclassification of net securities losses included in net income		2		(1)		1
Impact of DAC, DSIC, benefit reserves and reinsurance recoverables		(5)		2		(3)
Balance at March 31, 2012	$	1,474	$	(512)	$	962(2)
Balance at January 1, 2013	$	2,017	$	(705)	$	1,312
Net unrealized securities losses arising during the period (1)		(216)		75		(141)
Reclassification of net securities gains included in net income		(1)				(1)
		98		(34)		64

Impact of DAC, DSIC, benefit reserves and reinsurance recoverables						
Balance at March 31, 2013	$	1,898	$	(664)	$	1,234(2)

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(1) Includes other-than-temporary impairment losses on Available-for-Sale securities related to factors other than credit that were recognized in other comprehensive income during the period.

(2) Includes $(11) million and $(67) million of noncredit related impairments on securities and net unrealized securities losses on previously impaired securities at March 31, 2013 and 2012, respectively.

Net realized gains and losses on Available-for-Sale securities, determined using the specific identification method, recognized in earnings were as follows:

	Three Months Ended March 31,			
	2013		2012	
	(in millions)			
Gross realized gains	$	4	$	5
Gross realized losses				(1)
Other-than-temporary impairments		(3)		(6)
Total	$	1	$	(2)

Other-than-temporary impairments for the three months ended March 31, 2013 and 2012 primarily related to credit losses on non-agency residential mortgage backed securities.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Available-for-Sale securities by contractual maturity at March 31, 2013 were as follows:

	Amortized Cost	Fair Value
	(in millions)	
Due within one year	$ 1,777	$ 1,814
Due after one year through five years	5,640	6,007
Due after five years through 10 years	6,781	7,693
Due after 10 years	4,591	5,546
	18,789	21,060
Residential mortgage backed securities	5,231	5,364
Commercial mortgage backed securities	2,965	3,222
Asset backed securities	1,312	1,390
Common stocks	7	13
Total	$ 28,304	$ 31,049

Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations. Residential mortgage backed securities, commercial mortgage backed securities and asset backed securities are not due at a single maturity date. As such, these securities, as well as common stocks, were not included in the maturities distribution.

5. Financing Receivables

The Company s financing receivables include commercial mortgage loans, syndicated loans, consumer loans, policy loans, certificate loans and margin loans. Commercial mortgage loans, syndicated loans, consumer loans and policy loans are reflected in investments. Certificate and margin loans are recorded in receivables. Policy and certificate loans do not exceed the cash surrender value at origination. As there is minimal risk of loss related to policy and certificate loans, the Company does not record an allowance for loan losses. The Company monitors collateral supporting margin loans and requests additional collateral when necessary in order to mitigate the risk of loss. As there is minimal risk of loss related to margin loans, the allowance for loan losses is immaterial.

Allowance for Loan Losses

The following tables present a rollforward of the allowance for loan losses for the three months ended and the ending balance of the allowance for loan losses by impairment method and type of loan:

	March 31, 2013			
	Commercial Mortgage Loans	Syndicated Loans	Consumer Loans	Total
	(in millions)			
Beginning balance	$ 29	$ 7	$ 8	$ 44
Charge-offs			(1)	(1)
Ending balance	$ 29	$ 7	$ 7	$ 43
Individually evaluated for impairment	$ 7	$	$ 1	$ 8
Collectively evaluated for impairment	22	7	6	35

	March 31, 2012			
	Commercial Mortgage Loans	Syndicated Loans	Consumer Loans	Total
	(in millions)			
Beginning balance	$ 35	$ 9	$ 16	$ 60
Charge-offs		(2)	(2)	(4)
Provisions			2	2
Ending balance	$ 35	$ 7	$ 16	$ 58
Individually evaluated for impairment	$ 10	$ 1	$ 2	$ 13
Collectively evaluated for impairment	25	6	14	45

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The recorded investment in financing receivables by impairment method and type of loan was as follows:

	March 31, 2013			
	Commercial Mortgage Loans	Syndicated Loans	Consumer Loans	Total
	(in millions)			
Individually evaluated for impairment	$ 50	$ 5	$ 8	$ 63
Collectively evaluated for impairment	2,571	316	1,010	3,897
Total	$ 2,621	$ 321	$ 1,018	$ 3,960

	December 31, 2012			
	Commercial Mortgage Loans	Syndicated Loans	Consumer Loans	Total
	(in millions)			
Individually evaluated for impairment	$ 44	$ 2	$ 8	$ 54
Collectively evaluated for impairment	2,562	335	1,061	3,958
Total	$ 2,606	$ 337	$ 1,069	$ 4,012

As of March 31, 2013 and December 31, 2012, the Company s recorded investment in financing receivables individually evaluated for impairment for which there was no related allowance for loan losses was $18 million and $17 million, respectively. Unearned income, unamortized premiums and discounts, and net unamortized deferred fees and costs are not material to the Company s total loan balance.

Purchases and sales of loans were as follows:

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Purchases		
Consumer loans	$	$ 51
Syndicated loans	22	29
Total loans purchased	$ 22	$ 80
Sales		
Consumer loans	$	$ 63
Syndicated loans	1	
Total loans sold	$ 1	$ 63

The Company has not acquired any loans with deteriorated credit quality as of the acquisition date.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Credit Quality Information

Nonperforming loans, which are generally loans 90 days or more past due, were $14 million and $7 million as of March 31, 2013 and December 31, 2012, respectively. All other loans were considered to be performing.

Commercial Mortgage Loans

The Company reviews the credit worthiness of the borrower and the performance of the underlying properties in order to determine the risk of loss on commercial mortgage loans. Based on this review, the commercial mortgage loans are assigned an internal risk rating, which management updates as necessary. Commercial mortgage loans which management has assigned its highest risk rating were 2% of total commercial mortgage loans at both March 31, 2013 and December 31, 2012. Loans with the highest risk rating represent distressed loans which the Company has identified as impaired or expects to become delinquent or enter into foreclosure within the next six months. In addition, the Company reviews the concentrations of credit risk by region and property type.

Concentrations of credit risk of commercial mortgage loans by U.S. region were as follows:

	Loans		Percentage	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
	(in millions)			
East North Central	$ 260	$ 260	10%	10%
East South Central	68	66	3	3
Middle Atlantic	205	207	8	8
Mountain	276	272	11	10
New England	141	146	5	6
Pacific	608	597	23	23
South Atlantic	676	661	26	25
West North Central	219	232	8	9
West South Central	168	165	6	6
	2,621	2,606	100%	100%
Less: allowance for loan losses	29	29		
Total	$ 2,592	$ 2,577		

Concentrations of credit risk of commercial mortgage loans by property type were as follows:

	Loans		Percentage	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
	(in millions)			
Apartments	$ 458	$ 450	18%	17%
Hotel	37	36	1	1
Industrial	464	474	18	18
Mixed use	33	42	1	2
Office	603	610	23	24
Retail	888	858	34	33
Other	138	136	5	5
	2,621	2,606	100%	100%
Less: allowance for loan losses	29	29		
Total	$ 2,592	$ 2,577		

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Syndicated Loans

The Company s syndicated loan portfolio is diversified across industries and issuers. The primary credit indicator for syndicated loans is whether the loans are performing in accordance with the contractual terms of the syndication. Total nonperforming syndicated loans at both March 31, 2013 and December 31, 2012 were $3 million.

Consumer Loans

The Company considers the credit worthiness of borrowers (FICO score), collateral characteristics such as loan-to-value (LTV) and geographic concentration in determining the allowance for loan losses for consumer loans. At a minimum, management updates FICO scores and LTV ratios semiannually.

As of both March 31, 2013 and December 31, 2012, approximately 5% of consumer loans had FICO scores below 640. At March 31, 2013 and December 31, 2012, approximately 2% and 8%, respectively, of the Company s residential mortgage loans had LTV ratios greater than 90%. The Company s most significant geographic concentration for consumer loans is in California representing 38% of the portfolio as of both March 31, 2013 and December 31, 2012. No other state represents more than 10% of the total consumer loan portfolio.

Troubled Debt Restructurings

The following table presents the number of loans restructured by the Company during the three months ended March 31 and their recorded investment at March 31:

	2013		2012	
	Number of Loans	Recorded Investment	Number of Loans	Recorded Investment
	(in millions, except number of loans)			
Syndicated loans		$	2	$ 2
Consumer loans	5		26	
Total	5	$	28	$ 2

The troubled debt restructurings did not have a material impact to the Company s allowance for loan losses or income recognized for the three months ended March 31, 2013 and 2012. There are no material commitments to lend additional funds to borrowers whose loans have been restructured.

6. Deferred Acquisition Costs and Deferred Sales Inducement Costs

The balances of and changes in DAC were as follows:

	2013	2012
	(in millions)	
Balance at January 1	$ 2,399	$ 2,440
Capitalization of acquisition costs	78	82
Amortization	(75)	(31)
Impact of change in net unrealized securities losses (gains)	33	(19)
Balance at March 31	$ 2,435	$ 2,472

The balances of and changes in DSIC, which is included in other assets, were as follows:

	2013	2012
	(in millions)	
Balance at January 1	$ 404	$ 464
Capitalization of sales inducement costs	2	2
Amortization	(12)	(2)
Impact of change in net unrealized securities losses (gains)	3	(4)
Balance at March 31	$ 397	$ 460

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

7. Future Policy Benefits and Claims and Separate Account Liabilities

Future policy benefits and claims consisted of the following:

	March 31, 2013	December 31, 2012
	(in millions)	
Fixed annuities	$ 15,905	$ 16,075
Equity indexed annuity (EIA) accumulated host values	29	31
EIA embedded derivatives	3	2
Variable annuity fixed sub-accounts	4,832	4,843
Variable annuity guaranteed minimum withdrawal benefits (GMWB)	319	799
Variable annuity guaranteed minimum accumulation benefits (GMAB)	23	103
Other variable annuity guarantees	13	13
Total annuities	21,124	21,866
Variable universal life (VUL)/universal life (UL) insurance	2,767	2,760
Indexed universal life (IUL) accumulated host values	74	59
IUL embedded derivatives	61	45
VUL/UL insurance additional liabilities	296	294
Other life, disability income and long term care insurance	5,657	5,646
Auto, home and other insurance	421	415
Policy claims and other policyholders funds	145	132
Total	$ 30,545	$ 31,217

Separate account liabilities consisted of the following:

	March 31, 2013	December 31, 2012
	(in millions)	
Variable annuity variable sub-accounts	$ 66,121	$ 63,302
VUL insurance variable sub-accounts	6,368	6,051
Other insurance variable sub-accounts	43	42
Threadneedle investment liabilities	2,967	3,002
Total	$ 75,499	$ 72,397

8. Variable Annuity and Insurance Guarantees

The majority of the variable annuity contracts offered by the Company contain guaranteed minimum death benefit (GMDB) provisions. The Company also offers variable annuities with death benefit provisions that gross up the amount payable by a certain percentage of contract earnings, which are referred to as gain gross-up (GGU) benefits. In addition, the Company offers contracts with GMWB and GMAB provisions. The Company previously offered contracts containing guaranteed minimum income benefit (GMIB) provisions.

Certain UL policies offered by the Company provide secondary guarantee benefits. The secondary guarantee ensures that, subject to specified conditions, the policy will not terminate and will continue to provide a death benefit even if there is insufficient policy value to cover the monthly deductions and charges.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The following table provides information related to variable annuity guarantees for which the Company has established additional liabilities:

Variable Annuity Guarantees by Benefit Type(1)	March 31, 2013 Total Contract Value	March 31, 2013 Contract Value in Separate Accounts	March 31, 2013 Net Amount at Risk(2)	March 31, 2013 Weighted Average Attained Age	December 31, 2012 Total Contract Value	December 31, 2012 Contract Value in Separate Accounts	December 31, 2012 Net Amount at Risk(2)	December 31, 2012 Weighted Average Attained Age
	(in millions, except age)							
GMDB:								
Return of premium	$ 48,049	$ 46,289	$ 41	63	$ 45,697	$ 43,942	$ 61	63
Five/six-year reset	11,382	8,874	78	63	11,233	8,722	115	63
One-year ratchet	7,552	7,126	61	65	7,367	6,933	106	65
Five-year ratchet	1,681	1,627	2	61	1,616	1,563	3	61
Other	978	952	48	68	912	885	62	68
Total GMDB	$ 69,642	$ 64,868	$ 230	63	$ 66,825	$ 62,045	$ 347	63
GGU death benefit	$ 990	$ 939	$ 104	63	$ 958	$ 907	$ 93	63
GMIB	$ 432	$ 406	$ 56	66	$ 425	$ 399	$ 72	66
GMWB:								
GMWB	$ 3,980	$ 3,962	$ 15	66	$ 3,898	$ 3,880	$ 34	66
GMWB for life	30,330	30,199	140	65	28,588	28,462	263	64
Total GMWB	$ 34,310	$ 34,161	$ 155	65	$ 32,486	$ 32,342	$ 297	64
GMAB	$ 3,936	$ 3,924	$ 2	57	$ 3,773	$ 3,762	$ 5	57

(1) Individual variable annuity contracts may have more than one guarantee and therefore may be included in more than one benefit type. Variable annuity contracts for which the death benefit equals the account value are not shown in this table.

(2) Represents the current guaranteed benefit amount in excess of the current contract value. GMIB, GMWB and GMAB benefits are subject to waiting periods and payment periods specified in the contract.

Changes in additional liabilities for variable annuity and insurance guarantees were as follows:

	GMDB & GGU	GMIB	GMWB	GMAB	UL
			(in millions)		
Balance at January 1, 2012	$ 5	$ 9	$ 1,377	$ 237	$ 111
Incurred claims		(2)	(624)	(119)	17

Paid claims		(2)								(4)
Balance at March 31, 2012	$	3	$	7	$	753	$	118	$	124
Balance at January 1, 2013	$	4	$	9	$	799	$	103	$	155
Incurred claims		1				(480)		(80)		17
Paid claims		(1)								(3)
Balance at March 31, 2013	$	4	$	9	$	319	$	23	$	169

The liabilities for guaranteed benefits are supported by general account assets.

The following table summarizes the distribution of separate account balances by asset type for variable annuity contracts providing guaranteed benefits:

		March 31, 2013		**December 31, 2012**
		(in millions)		
Mutual funds:				
Equity	$	33,375	$	32,054
Bond		26,477		26,165
Other		4,209		3,991
Total mutual funds	$	64,061	$	62,210

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

9. Debt

The balances and the stated interest rates of outstanding debt of Ameriprise Financial were as follows:

	Outstanding Balance		Stated Interest Rate	
	March 31, 2013	December 31, 2012	March 31, 2013	December 31, 2012
	(in millions)			
Long-term debt:				
Senior notes due 2015	$ 745(1)	$ 750(1)	5.7%	5.7%
Senior notes due 2019	343(1)	347(1)	7.3	7.3
Senior notes due 2020	807(1)	812(1)	5.3	5.3
Senior notes due 2039	200	200	7.8	7.8
Junior subordinated notes due 2066	294	294	7.5	7.5
Total long-term debt	2,389	2,403		
Short-term borrowings:				
Federal Home Loan Bank (FHLB) advances	300		0.3	
Repurchase agreements	200	501	0.4	0.4
Total short-term borrowings	500	501		
Total	$ 2,889	$ 2,904		

(1) Amounts include adjustments for fair value hedges on the Company s long-term debt and any unamortized discounts. See Note 12 for information on the Company s fair value hedges.

On November 22, 2011, the Company entered into a credit agreement for $500 million expiring on November 22, 2015. Under the terms of the agreement, the Company may increase the amount of this facility to $750 million upon satisfaction of certain approval requirements. Available borrowings under the agreement are reduced by any outstanding letters of credit. The Company had no borrowings outstanding under this facility and outstanding letters of credit issued against this facility were $2 million as of both March 31, 2013 and December 31, 2012.

The Company s junior subordinated notes due 2066 and credit facility contain various administrative, reporting, legal and financial covenants. The Company was in compliance with all such covenants at both March 31, 2013 and December 31, 2012.

Short-term Borrowings

The Company enters into repurchase agreements in exchange for cash, which it accounts for as secured borrowings. The Company has pledged Available-for-Sale securities consisting of agency residential mortgage backed securities and commercial mortgage backed securities to collateralize its obligation under the repurchase agreements. The fair value of the securities pledged is recorded in investments and was $208 million and $518 million at March 31, 2013 and December 31, 2012, respectively. The stated interest rate of the repurchase agreements is a weighted average annualized interest rate on repurchase agreements held as of the balance sheet date.

The Company s insurance subsidiary is a member of the FHLB of Des Moines which provides access to collateralized borrowings. The Company has pledged Available-for-Sale securities consisting of commercial mortgage backed securities to collateralize its obligation under these borrowings. The fair value of the securities pledged is recorded in investments and was $389 million at March 31, 2013. The stated interest rate of the FHLB advances is a weighted average annualized interest rate on the outstanding borrowings as of the balance sheet date.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

10. Fair Values of Assets and Liabilities

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date; that is, an exit price. The exit price assumes the asset or liability is not exchanged subject to a forced liquidation or distressed sale.

Valuation Hierarchy

The Company categorizes its fair value measurements according to a three-level hierarchy. The hierarchy prioritizes the inputs used by the Company s valuation techniques. A level is assigned to each fair value measurement based on the lowest level input that is significant to the fair value measurement in its entirety. The three levels of the fair value hierarchy are defined as follows:

Level 1 Unadjusted quoted prices for identical assets or liabilities in active markets that are accessible at the measurement date.

Level 2 Prices or valuations based on observable inputs other than quoted prices in active markets for identical assets and liabilities.

Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The following tables present the balances of assets and liabilities of Ameriprise Financial measured at fair value on a recurring basis:

	March 31, 2013			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Cash equivalents	$ 17	$ 1,561	$	$ 1,578
Available-for-Sale securities:				
Corporate debt securities		16,769	1,764	18,533

Residential mortgage backed securities		5,356	8	5,364
Commercial mortgage backed securities		3,018	204	3,222
Asset backed securities		1,069	321	1,390
State and municipal obligations		2,256		2,256
U.S. government and agencies obligations	18	38		56
Foreign government bonds and obligations		215		215
Common stocks	4	4	5	13
Total Available-for-Sale securities	22	28,725	2,302	31,049
Trading securities	2	27		29
Separate account assets		75,499		75,499
Other assets:				
Interest rate derivative contracts		2,094		2,094
Equity derivative contracts	339	933		1,272
Foreign currency derivative contracts		7		7
Commodity derivative contracts		1		1
Total other assets	339	3,035		3,374
Total assets at fair value	$ 380	$ 108,847	$ 2,302	$ 111,529
Liabilities				
Future policy benefits and claims:				
EIA embedded derivatives	$	$ 3	$	$ 3
IUL embedded derivatives		61		61
GMWB and GMAB embedded derivatives			266	266
Total future policy benefits and claims		64	266	330(1)
Customer deposits		9		9
Other liabilities:				
Interest rate derivative contracts		1,421		1,421
Equity derivative contracts	141	1,825		1,966
Foreign currency derivative contracts	1	1		2
Other	1	10		11
Total other liabilities	143	3,257		3,400
Total liabilities at fair value	$ 143	$ 3,330	$ 266	$ 3,739

(1) The Company s adjustment for nonperformance risk resulted in a $295 million cumulative decrease to the embedded derivative liability.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

	December 31, 2012			
	Level 1	Level 2	Level 3	Total
	(in millions)			
Assets				
Cash equivalents	$ 18	$ 1,539	$	$ 1,557
Available-for-Sale securities:				
Corporate debt securities		17,051	1,764	18,815
Residential mortgage backed securities		5,145	284	5,429
Commercial mortgage backed securities		3,213	206	3,419
Asset backed securities		1,097	178	1,275
State and municipal obligations		2,239		2,239
U.S. government and agencies obligations	19	39		58
Foreign government bonds and obligations		224		224
Common stocks	3	4	6	13
Total Available-for-Sale securities	22	29,012	2,438	31,472
Trading securities	1	24		25
Separate account assets		72,397		72,397
Other assets:				
Interest rate derivative contracts		2,358		2,358
Equity derivative contracts	285	973		1,258
Foreign currency derivative contracts		6		6
Commodity derivative contracts		1		1
Total other assets	285	3,338		3,623
Total assets at fair value	$ 326	$ 106,310	$ 2,438	$ 109,074
Liabilities				
Future policy benefits and claims:				
EIA embedded derivatives	$	$ 2	$	$ 2
IUL embedded derivatives		45		45
GMWB and GMAB embedded derivatives			833	833
Total future policy benefits and claims		47	833	880(1)
Customer deposits		8		8
Other liabilities:				
Interest rate derivative contracts		1,486		1,486
Equity derivative contracts	258	1,565		1,823
Foreign currency derivative contracts	1			1
Other	1	3		4
Total other liabilities	260	3,054		3,314
Total liabilities at fair value	$ 260	$ 3,109	$ 833	$ 4,202

(1) The Company s adjustment for nonperformance risk resulted in a $389 million cumulative decrease to the embedded derivative liability.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The following tables provide a summary of changes in Level 3 assets and liabilities of Ameriprise Financial measured at fair value on a recurring basis:

	Available-for-Sale Securities						Future Policy Benefits and Claims: GMWB and GMAB Embedded Derivatives
	Corporate Debt Securities	Residential Mortgage Backed Securities	Commercial Mortgage Backed Securities	Asset Backed Securities	Common Stocks	Total	
	(in millions)						
Balance, January 1, 2013	$ 1,764	$ 284	$ 206	$ 178	$ 6	$ 2,438	$ (833)
Total gains (losses) included in:							
Net income							618(1)
Other comprehensive income			(2)	5		3	
Purchases	54			139		193	
Sales							
Issues							(50)
Settlements	(54)			(1)		(55)	(1)
Transfers into Level 3							
Transfers out of Level 3		(276)			(1)	(277)	
Balance, March 31, 2013	$ 1,764	$ 8	$ 204	$ 321	$ 5	$ 2,302	$ (266)
Changes in unrealized gains relating to assets and liabilities held at March 31, 2013 included in:							
Benefits, claims, losses and settlement expenses	$	$	$	$	$	$	$ 609

(1) Included in benefits, claims, losses and settlement expenses in the Consolidated Statements of Operations.

	Available-for-Sale Securities						Future Policy Benefits and Claims: GMWB and GMAB Embedded Derivatives
	Corporate Debt Securities	Residential Mortgage Backed Securities	Commercial Mortgage Backed Securities	Asset Backed Securities	Common Stocks	Total	
	(in millions)						
Balance, January 1, 2012	$ 1,355	$ 215	$ 50	$ 189	$ 5	$ 1,814	$ (1,585)

Total gains (losses) included in:							
Net income		(5)				(5)(1)	784(2)
Other comprehensive income	4	16	2			22	
Purchases	115	23	2		1	141	
Sales							
Issues							(39)
Settlements	(52)	(14)	(2)	(5)		(73)	
Transfers into Level 3		6	37	7		50	
Transfers out of Level 3							
Balance, March 31, 2012	$ 1,422	$ 241	$ 89	$ 191	$ 6	$ 1,949	$ (840)
Changes in unrealized gains (losses) relating to assets and liabilities held at March 31, 2012 included in:							
Net investment income	$	$ (5)	$	$	$	$ (5)	$
Benefits, claims, losses and settlement expenses							769

(1) Included in net investment income in the Consolidated Statements of Operations.

(2) Included in benefits, claims, losses and settlement expenses in the Consolidated Statements of Operations.

The impact to pretax income of the Company s adjustment for nonperformance risk on the fair value of its GMWB and GMAB embedded derivatives was $(65) million and $(115) million, net of DAC and DSIC amortization, for the three months ended March 31, 2013 and 2012, respectively.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Securities transferred from Level 3 primarily represent securities with fair values that are now obtained from a third party pricing service with observable inputs. Securities transferred to Level 3 represent securities with fair values that are now based on a single non-binding broker quote. The Company recognizes transfers between levels of the fair value hierarchy as of the beginning of the quarter in which each transfer occurred. For assets and liabilities held at the end of the reporting periods that are measured at fair value on a recurring basis, there were no transfers between Level 1 and Level 2.

The following tables provide a summary of the significant unobservable inputs used in the fair value measurements developed by the Company or reasonably available to the Company of Level 3 assets and liabilities:

	March 31, 2013				
	Fair Value (in millions)		Valuation Technique	Unobservable Input	Range (Weighted Average)
Corporate debt securities (private placements)	$	1,713	Discounted cash flow	Yield/spread to U.S. Treasuries	1.1% - 6.0% (2.0%)
GMWB and GMAB embedded derivatives	$	266	Discounted cash flow	Utilization of guaranteed withdrawals (1)	0% - 56.4%
				Surrender rate	0% - 56.3%
				Market volatility (2)	5.2% - 20.2%
				Nonperformance risk (3)	93 bps

	December 31, 2012				
	Fair Value (in millions)		Valuation Technique	Unobservable Input	Range (Weighted Average)
Corporate debt securities (private placements)	$	1,712	Discounted cash flow	Yield/spread to U.S. Treasuries	1.1% - 8.5% (2.1%)
GMWB and GMAB embedded derivatives	$	833	Discounted cash flow	Utilization of guaranteed withdrawals (1)	0% - 56.4%
				Surrender rate	0% - 56.3%
				Market volatility (2)	5.6% - 21.2%
				Nonperformance risk (3)	97 bps

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(1) The utilization of guaranteed withdrawals represents the percentage of policyholders that will begin withdrawing in any given year.

(2) Market volatility is implied volatility of fund of funds.

(3) The nonperformance risk is the spread added to the observable interest rates used in the valuation of the embedded derivatives.

Level 3 measurements not included in the table above are obtained from non-binding broker quotes where unobservable inputs are not reasonably available to the Company.

Sensitivity of Fair Value Measurements to Changes in Unobservable Inputs

Significant increases (decreases) in the yield/spread to U.S. Treasuries used in the fair value measurement of Level 3 corporate debt securities in isolation would result in a significantly lower (higher) fair value measurement.

Significant increases (decreases) in utilization and volatility used in the fair value measurement of the GMWB and GMAB embedded derivatives in isolation would result in a significantly higher (lower) fair value measurement. Significant increases (decreases) in surrender rate and nonperformance risk used in the fair value measurement of the GMWB and GMAB embedded derivatives in isolation would result in a significantly lower (higher) fair value measurement. Utilization of guaranteed withdrawals and surrender rates vary with the type of rider, the duration of the policy, the age of the contractholder, the distribution system and whether the value of the guaranteed benefit exceeds the contract accumulation value.

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Determination of Fair Value

The Company uses valuation techniques consistent with the market and income approaches to measure the fair value of its assets and liabilities. The Company s market approach uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. The Company s income approach uses valuation techniques to convert future projected cash flows to a single discounted present value amount. When applying either approach, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs.

The following is a description of the valuation techniques used to measure fair value and the general classification of these instruments pursuant to the fair value hierarchy.

Assets

Cash Equivalents

Cash equivalents include highly liquid investments with original maturities of 90 days or less. Actively traded money market funds are measured at their net asset value (NAV) and classified as Level 1. The Company s remaining cash equivalents are classified as Level 2 and measured at amortized cost, which is a reasonable estimate of fair value because of the short time between the purchase of the instrument and its expected realization.

Investments (Available-for-Sale Securities and Trading Securities)

When available, the fair value of securities is based on quoted prices in active markets. If quoted prices are not available, fair values are obtained from third party pricing services, non-binding broker quotes, or other model-based valuation techniques. Level 1 securities primarily include U.S. Treasuries. Level 2 securities primarily include corporate bonds, residential mortgage backed securities, commercial mortgage backed securities, asset backed securities, municipal bonds and U.S. agency and foreign government securities. The fair value of these Level 2 securities is based on a market approach with prices obtained from third party pricing services. Observable inputs used to value these securities can include, but are not limited to, reported trades, benchmark yields, issuer spreads and non-binding broker quotes. Level 3 securities primarily include certain corporate bonds, non-agency residential mortgage backed securities, commercial mortgage backed securities and asset backed securities. The fair value of corporate bonds, non-agency residential mortgage backed securities, commercial mortgage backed securities and

certain asset backed securities classified as Level 3 is typically based on a single non-binding broker quote. The underlying inputs used for some of the non-binding broker quotes are not readily available to the Company.

In consideration of the above, management is responsible for the fair values recorded on the financial statements. Prices received from third party pricing services are subjected to exception reporting that identifies investments with significant daily price movements as well as no movements. The Company reviews the exception reporting and resolves the exceptions through reaffirmation of the price or recording an appropriate fair value estimate. The Company also performs subsequent transaction testing. The Company performs annual due diligence of third party pricing services. The Company s due diligence procedures include assessing the vendor s valuation qualifications, control environment, analysis of asset-class specific valuation methodologies, and understanding of sources of market observable assumptions and unobservable assumptions, if any, employed in the valuation methodology. The Company also considers the results of its exception reporting controls and any resulting price challenges that arise.

Separate Account Assets

The fair value of assets held by separate accounts is determined by the NAV of the funds in which those separate accounts are invested. The NAV represents the exit price for the separate account. Separate account assets are classified as Level 2 as they are traded in principal-to-principal markets with little publicly released pricing information.

Other Assets

Derivatives that are measured using quoted prices in active markets, such as foreign currency forwards, or derivatives that are exchange-traded are classified as Level 1 measurements. The fair value of derivatives that are traded in less active over-the-counter (OTC) markets are generally measured using pricing models with market observable inputs such as interest rates and equity index levels. These measurements are classified as Level 2 within the fair value hierarchy and include swaps and the majority of options. The counterparties nonperformance risk associated with uncollateralized derivative assets was immaterial at March 31, 2013 and December 31, 2012. See Note 11 and Note 12 for further information on the credit risk of derivative instruments and related collateral.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Liabilities

Future Policy Benefits and Claims

The Company values the embedded derivative liability attributable to the provisions of certain variable annuity riders using internal valuation models. These models calculate fair value by discounting expected cash flows from benefits plus margins for profit, risk and expenses less embedded derivative fees. The projected cash flows used by these models include observable capital market assumptions and incorporate significant unobservable inputs related to contractholder behavior assumptions, implied volatility, and margins for risk, profit and expenses that the Company believes an exit market participant would expect. The fair value of these embedded derivatives also reflects a current estimate of the Company s nonperformance risk specific to these liabilities. Given the significant unobservable inputs to this valuation, these measurements are classified as Level 3. The embedded derivative liability attributable to these provisions is recorded in future policy benefits and claims.

The Company s Corporate Actuarial Department calculates the fair value of the GMWB and GMAB embedded derivatives on a monthly basis. During this process, control checks are performed to validate the completeness of the data. Actuarial management approves various components of the valuation along with the final results. The change in the fair value of the embedded derivatives is reviewed monthly with senior management. The Level 3 inputs into the valuation are consistent with the pricing assumptions and updated as experience develops. Significant unobservable inputs that reflect policyholder behavior are reviewed quarterly along with other valuation assumptions.

The Company uses various Black-Scholes calculations to determine the fair value of the embedded derivative liability associated with the provisions of its equity indexed annuity and IUL products. The inputs to these calculations are primarily market observable and include interest rates, volatilities and equity index levels. As a result, these measurements are classified as Level 2.

Customer Deposits

The Company uses various Black-Scholes calculations to determine the fair value of the embedded derivative liability associated with the provisions of its stock market certificates. The inputs to these calculations are primarily market observable and include interest rates, volatilities and equity index levels. As a result, these measurements are classified as Level 2.

Other Liabilities

Derivatives that are measured using quoted prices in active markets, such as foreign currency forwards, or derivatives that are exchange-traded, are classified as Level 1 measurements. The fair value of derivatives that are traded in less active OTC markets are generally measured using pricing models with market observable inputs such as interest rates and equity index levels. These measurements are classified as Level 2 within the fair value hierarchy and include swaps and the majority of options. The Company s nonperformance risk associated with uncollateralized derivative liabilities was immaterial at March 31, 2013 and December 31, 2012. See Note 11 and Note 12 for further information on the credit risk of derivative instruments and related collateral.

Securities sold but not yet purchased include highly liquid investments which are short-term in nature. Securities sold but not yet purchased are measured using amortized cost, which is a reasonable estimate of fair value because of the short time between the purchase of the instrument and its expected realization and are classified as Level 2.

During the reporting periods, there were no material assets or liabilities measured at fair value on a nonrecurring basis.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The following tables provide the carrying value and the estimated fair value of financial instruments that are not reported at fair value. All other financial instruments that are reported at fair value have been included above in the table with balances of assets and liabilities Ameriprise Financial measured at fair value on a recurring basis.

	March 31, 2013				
	Carrying Value	Fair Value			
		Level 1	Level 2	Level 3	Total
	(in millions)				
Financial Assets					
Mortgage loans, net	$ 3,573	$	$	$ 3,676	$ 3,676
Policy and certificate loans	754		2	686	688
Receivables	1,068	146	918	8	1,072
Restricted and segregated cash	2,262	2,262			2,262
Other investments and assets	382		318	69	387
Financial Liabilities					
Future policy benefits and claims	$ 14,548	$	$	$ 15,578	$ 15,578
Investment certificate reserves	3,687			3,383	3,383
Brokerage customer deposits	2,798	2,798			2,798
Separate account liabilities	3,342		3,342		3,342
Debt and other liabilities	3,042	177	3,117	121	3,415

	December 31, 2012				
	Carrying Value	Fair Value			
		Level 1	Level 2	Level 3	Total
	(in millions)				
Financial Assets					
Mortgage loans, net	$ 3,609	$	$	$ 3,694	$ 3,694
Policy and certificate loans	754		2	725	727
Receivables	1,067	135	926	12	1,073
Restricted and segregated cash	2,538	2,538			2,538
Other investments and assets	390		333	60	393
Financial Liabilities					
Future policy benefits and claims	$ 14,701	$	$	$ 15,982	$ 15,982
Investment certificate reserves	3,494			3,494	3,494
Brokerage customer deposits	3,024	3,024			3,024
Separate account liabilities	3,362		3,362		3,362
Debt and other liabilities	3,033	145	3,109	142	3,396

Mortgage Loans, Net

The fair value of commercial mortgage loans, except those with significant credit deterioration, is determined by discounting contractual cash flows using discount rates that reflect current pricing for loans with similar remaining maturities and characteristics including loan-to-value ratio, occupancy rate, refinance risk, debt-service coverage, location, and property condition. For commercial mortgage loans with significant credit deterioration, fair value is determined using the same adjustments as above with an additional adjustment for the Company s estimate of the amount recoverable on the loan. Given the significant unobservable inputs to the valuation of commercial mortgage loans, these measurements are classified as Level 3.

The fair value of consumer loans is determined by discounting estimated cash flows and incorporating adjustments for prepayment, administration expenses, loss severity and credit loss estimates, with discount rates based on the Company s estimate of current market conditions. The fair value of consumer loans is classified as Level 3 as the valuation includes significant unobservable inputs.

Policy and Certificate Loans

The fair value of policy loans and certificate loans is determined using discounted cash flows. Policy loans on insurance contracts are classified as Level 3 as the discount rate used may be adjusted for the underlying performance of individual policies. The fair value of certificate loans is classified as Level 2 as the discount rate used to determine fair value is based on market interest rates.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Receivables

Brokerage margin loans are measured at outstanding balances, which are a reasonable estimate of fair value because of the sufficiency of the collateral and short term nature of these loans. Margin loans that are sufficiently collateralized are classified as Level 2. Margin loans that are not sufficiently collateralized are classified as Level 3.

Securities borrowed require the Company to deposit cash or collateral with the lender. As the market value of the securities borrowed is monitored daily, the carrying value is a reasonable estimate of fair value. The fair value of securities borrowed is classified as Level 1 as the value of the underlying securities is based on unadjusted prices for identical assets.

Restricted and Segregated Cash

Restricted and segregated cash is generally set aside for specific business transactions and restrictions are specific to the Company and do not transfer to third party market participants; therefore, the carrying amount is a reasonable estimate of fair value.

Amounts segregated under federal and other regulations may also reflect resale agreements and are measured at the cost at which the securities will be sold. This measurement is a reasonable estimate of fair value because of the short time between entering into the transaction and its expected realization and the reduced risk of credit loss due to pledging U.S. government-backed securities as collateral.

The fair value of restricted and segregated cash is classified as Level 1.

Other Investments and Assets

Other investments and assets primarily consist of syndicated loans. The fair value of syndicated loans is obtained from a third party pricing service or non-binding broker quotes. Syndicated loans that are priced by multiple non-binding broker quotes are classified as Level 2 and loans priced using a single non-binding broker quote are classified as Level 3.

Other investments and assets also include the Company s membership in the Federal Home Loan Bank of Des Moines and investments related to the Community Reinvestment Act. The fair value of these assets is approximated by the carrying value and classified as Level 3 due to restrictions on transfer and lack of liquidity in the primary market for these assets.

Future Policy Benefits and Claims

The fair value of fixed annuities, in deferral status, is determined by discounting cash flows using a risk neutral discount rate with adjustments for profit margin, expense margin, early policy surrender behavior, a provision for adverse deviation from estimated early policy surrender behavior and the Company s nonperformance risk specific to these liabilities. The fair value of other liabilities including non-life contingent fixed annuities in payout status, equity indexed annuity host contracts and the fixed portion of a small number of variable annuity contracts classified as investment contracts is determined in a similar manner. Given the use of significant unobservable inputs to these valuations, the measurements are classified as Level 3.

Investment Certificate Reserves

The fair value of investment certificate reserves is determined by discounting cash flows using discount rates that reflect current pricing for assets with similar terms and characteristics, with adjustments for early withdrawal behavior, penalty fees, expense margin and the Company s nonperformance risk specific to these liabilities. Given the use of significant unobservable inputs to this valuation, the measurement is classified as Level 3.

Brokerage Customer Deposits

Brokerage customer deposits are liabilities with no defined maturities and fair value is the amount payable on demand at the reporting date. The fair value of these deposits is classified as Level 1.

Separate Account Liabilities

Certain separate account liabilities are classified as investment contracts and are carried at an amount equal to the related separate account assets. The NAV of the related separate account assets represents the exit price for the separate account liabilities. Separate account liabilities are classified as Level 2 as they are traded in principal-to-principal markets with little publicly released pricing information. A nonperformance adjustment is not included as the related separate account assets act as collateral for these liabilities and minimize nonperformance risk.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Debt and Other Liabilities

The fair value of long-term debt is based on quoted prices in active markets, when available. If quoted prices are not available, fair values are obtained from third party pricing services, broker quotes, or other model-based valuation techniques such as present value of cash flows. The fair value of long-term debt is classified as Level 2.

The fair value of short-term borrowings is obtained from a third party pricing service. A nonperformance adjustment is not included as collateral requirements for these borrowings minimize the nonperformance risk. The fair value of short-term borrowings is classified as Level 2.

The fair value of future funding commitments to affordable housing partnerships is determined by discounting cash flows. The fair value of these commitments is classified as Level 3 as the discount rate is adjusted.

Securities loaned require the borrower to deposit cash or collateral with the Company. As the market value of the securities loaned is monitored daily, the carrying value is a reasonable estimate of fair value. Securities loaned are classified as Level 1 as the fair value of the underlying securities is based on unadjusted prices for identical assets.

11. Offsetting Assets and Liabilities

Certain financial instruments and derivative instruments are eligible for offset in the Consolidated Balance Sheets under U.S. GAAP. The Company s derivative instruments, repurchase agreements and securities borrowing and lending agreements are subject to master netting arrangements and collateral arrangements and meet the U.S. GAAP guidance to qualify for offset. A master netting arrangement with a counterparty creates a right of offset for amounts due to and from that same counterparty that is enforceable in the event of a default or bankruptcy. Securities borrowed and loaned result from transactions between the Company s broker dealer subsidiary and other financial institutions and are recorded at the amount of cash collateral advanced or received. The Company s policy is to recognize amounts subject to master netting arrangements on a gross basis on the Consolidated Balance Sheets.

The following tables present the gross and net information about the Company s assets subject to master netting arrangements:

	March 31, 2013						
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount
				Financial Instruments (1)	Cash Collateral	Securities Collateral	
	(in millions)						
Derivatives:							
OTC	$ 3,280	$	$ 3,280	$ (2,687)	$ (307)	$ (241)	$ 45
Exchange-traded	94		94				94
Total derivatives	3,374		3,374	(2,687)	(307)	(241)	139
Securities borrowed	146		146	(58)	(88)		
Total	$ 3,520	$	$ 3,520	$ (2,745)	$ (395)	$ (241)	$ 139

	December 31, 2012						
	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Assets Presented in the Consolidated Balance Sheets	Gross Amounts Not Offset in the Consolidated Balance Sheets			Net Amount
				Financial Instruments (1)	Cash Collateral	Securities Collateral	
	(in millions)						
Derivatives:							
OTC	$ 3,527	$	$ 3,527	$ (2,706)	$ (428)	$ (355)	$ 38
Exchange-traded	96		96				96
Total derivatives	3,623		3,623	(2,706)	(428)	(355)	134
Securities borrowed	135		135	(67)	(68)		
Total	$ 3,758	$	$ 3,758	$ (2,773)	$ (496)	$ (355)	$ 134

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(1) Represents the amount of assets that could be offset by liabilities with the same counterparty under master netting or similar arrangements that management elects not to offset on the Consolidated Balance Sheets.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

The following tables present the gross and net information about the Company s liabilities subject to master netting arrangements:

	March 31, 2013						
				Gross Amounts Not Offset in the Consolidated Balance Sheets			
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Liabilities Presented in the Consolidated Balance Sheets	Financial Instruments (1)	Cash Collateral	Securities Collateral	Net Amount
	(in millions)						
OTC derivatives	$ 3,389	$	$ 3,389	$ (2,687)	$ (67)	$ (634)	$ 1
Securities loaned	177		177	(58)	(119)		
Repurchase agreements	200		200			(200)	
Total	$ 3,766	$	$ 3,766	$ (2,745)	$ (186)	$ (834)	$ 1

	December 31, 2012						
				Gross Amounts Not Offset in the Consolidated Balance Sheets			
	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Consolidated Balance Sheets	Amounts of Liabilities Presented in the Consolidated Balance Sheets	Financial Instruments (1)	Cash Collateral	Securities Collateral	Net Amount
	(in millions)						
OTC derivatives	$ 3,310	$	$ 3,310	$ (2,706)	$ (67)	$ (531)	$ 6
Securities loaned	145		145	(67)	(78)		
Repurchase agreements	501		501			(501)	
Total	$ 3,956	$	$ 3,956	$ (2,773)	$ (145)	$ (1,032)	$ 6

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(1) Represents the amount of liabilities that could be offset by assets with the same counterparty under master netting or similar

arrangements that management elects not to offset on the Consolidated Balance Sheets.

In the tables above, the amounts of assets or liabilities presented in the Consolidated Balance Sheets are offset first by financial instruments that have the right of offset under master netting or similar arrangements, then any remaining amount is reduced by the amount of cash and securities collateral. The actual amounts of collateral may be greater than amounts presented in the tables.

The Company s freestanding derivative instruments are reflected in other assets and other liabilities. Repurchase agreements are reflected in short-term borrowings. Securities borrowing and lending agreements are reflected in receivables and other liabilities, respectively. See Note 12

for additional disclosures related to the Company s derivative instruments, Note 9 for additional disclosures related to the Company s repurchase agreements and Note 3 for information related to derivatives held by consolidated investment entities.

12. Derivatives and Hedging Activities

Derivative instruments enable the Company to manage its exposure to various market risks. The value of such instruments is derived from an underlying variable or multiple variables, including equity, foreign exchange and interest rate indices or prices. The Company primarily enters into derivative agreements for risk management purposes related to the Company s products and operations.

The Company s freestanding derivatives are recorded at fair value and are reflected in other assets or other liabilities. The Company s freestanding derivative instruments are all subject to master netting arrangements. The Company s policy on the recognition of derivatives on the Consolidated Balance Sheets is to not offset fair value amounts recognized for derivatives and collateral arrangements executed with the same counterparty under the same master netting arrangement. See Note 11 for additional information regarding the estimated fair value of the Company s freestanding derivatives after considering the effect of master netting arrangements and collateral.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

In April 2012, the Financial Stability Oversight Council approved the final rule and interpretive guidance that provides the framework it will follow to determine if a nonbank financial company is a Systemically Important Financial Institution. The framework includes a three-stage process to help narrow down the pool of nonbank financial companies for review and possible designation. Stage 1 criteria include having at least $50 billion in assets and meeting one of five additional quantitative measures. One of the five thresholds is $3.5 billion of derivative liabilities after considering the effects of master netting arrangements and cash collateral held with the same counterparty. The following table presents the Company s derivative liabilities as defined by the rule:

	March 31, 2013	December 31, 2012
	(in millions)	
Fair value of OTC derivative liabilities after application of master netting agreements and cash collateral	$ 635	$ 537
Fair value of embedded derivative liabilities	339	888
Fair value of CIE derivative liabilities	17	17
Fair value of derivative liabilities after application of master netting agreements and cash collateral	$ 991	$ 1,442

The Company uses derivatives as economic hedges and accounting hedges. The following table presents the balance sheet location and the gross fair value of derivative instruments, including embedded derivatives:

	Asset			Liability		
	Balance Sheet Location	March 31, 2013	December 31, 2012	Balance Sheet Location	March 31, 2013	December 31, 2012
		(in millions)			(in millions)	
Derivatives designated as hedging instruments						
Fair value hedges						
Fixed rate debt	Other assets	$ 157	$ 167	Other liabilities	$	$
Total qualifying hedges		157	167			
Derivatives not designated as hedging instruments						
GMWB and GMAB						
Interest rate contracts	Other assets	1,937	2,191	Other liabilities	1,421	1,486
Equity contracts	Other assets	1,192	1,215	Other liabilities	1,904	1,792
Foreign currency contracts	Other assets	7	6	Other liabilities	1	
Embedded derivatives (1)	N/A			Future policy benefits and claims	266	833
Total GMWB and GMAB		3,136	3,412		3,592	4,111
Other derivatives:						
Equity						
EIA embedded derivatives	N/A				3	2

IUL	Other assets	14	6	Future policy benefits and claims Other liabilities	5	1
IUL embedded derivatives	N/A			Future policy benefits and claims	61	45
Stock market certificates	Other assets	66	37	Other liabilities	57	30
Stock market certificates embedded derivatives	N/A			Customer deposits	9	8
Seed money	Other assets			Other liabilities		
Foreign exchange						
Foreign currency	Other assets			Other liabilities	1	1
Commodity						
Seed money	Other assets	1	1	Other liabilities		
Total other		81	44		136	87
Total non-designated hedges		3,217	3,456		3,728	4,198
Total derivatives		$ 3,374	$ 3,623		$ 3,728	$ 4,198

N/A Not applicable.

(1) The fair values of GMWB and GMAB embedded derivatives fluctuate based on changes in equity, interest rate and credit markets.

See Note 10 for additional information regarding the Company s fair value measurement of derivative instruments.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Derivatives Not Designated as Hedges

The following table presents a summary of the impact of derivatives not designated as hedging instruments on the Consolidated Statements of Operations for the three months ended March 31:

Derivatives not designated as hedging instruments	Location of Gain (Loss) on Derivatives Recognized in Income	Amount of Gain (Loss) on Derivatives Recognized in Income 2013	2012
		(in millions)	
GMWB and GMAB			
Interest rate contracts	Benefits, claims, losses and settlement expenses	$ (132)	$ (225)
Equity contracts	Benefits, claims, losses and settlement expenses	(492)	(695)
Credit contracts	Benefits, claims, losses and settlement expenses		(3)
Foreign currency contracts	Benefits, claims, losses and settlement expenses	5	4
Embedded derivatives(1)	Benefits, claims, losses and settlement expenses	567	745
Total GMWB and GMAB		(52)	(174)
Other derivatives:			
Equity			
IUL	Interest credited to fixed accounts	4	
IUL embedded derivatives	Interest credited to fixed accounts	3	
EIA	Interest credited to fixed accounts	1	1
EIA embedded derivatives	Interest credited to fixed accounts	(1)	
Stock market certificates	Banking and deposit interest expense	3	5
Stock market certificates embedded derivatives	Banking and deposit interest expense	(3)	(4)
Seed money	Net investment income	(6)	(5)
Ameriprise Financial Franchise Advisor Deferred Compensation Plan	Distribution expenses		3
Deferred Compensation	Distribution expenses	1	
Foreign exchange			
Foreign currency	Net investment income		1
Total other		2	1
Total derivatives		$ (50)	$ (173)

(1) The fair values of GMWB and GMAB embedded derivatives fluctuate based on changes in equity, interest rate and credit markets.

The Company holds derivative instruments that either do not qualify or are not designated for hedge accounting treatment. These derivative instruments are used as economic hedges of equity, interest rate, credit and foreign currency exchange rate risk related to various products and transactions of the Company.

Certain annuity contracts contain GMWB or GMAB provisions, which guarantee the right to make limited partial withdrawals each contract year regardless of the volatility inherent in the underlying investments or guarantee a minimum accumulation value of consideration received at the beginning of the contract period, after a specified holding period, respectively. The Company economically hedges the exposure related to non-life contingent GMWB and GMAB provisions primarily using various futures, options, interest rate swaptions, interest rate swaps, total return swaps, variance swaps and credit default swaps. At March 31, 2013 and December 31, 2012, the gross notional amount of derivative contracts for the Company s GMWB and GMAB provisions was $146.1 billion and $142.1 billion, respectively.

The deferred premium associated with certain of the above options is paid or received semi-annually over the life of the option contract. The following is a summary of the payments the Company is scheduled to make and receive for these options:

	Premiums Payable	Premiums Receivable
	(in millions)	
2013(1)	$ 287	$ 47
2014	344	54
2015	317	53
2016	287	46
2017	237	40
2018-2027	780	104

(1) 2013 amounts represent the amounts payable and receivable for the period from April 1, 2013 to December 31, 2013.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Actual timing and payment amounts may differ due to future contract settlements, modifications or exercises of options prior to the full premium being paid or received.

EIA, IUL and stock market certificate products have returns tied to the performance of equity markets. As a result of fluctuations in equity markets, the obligation incurred by the Company related to EIA, IUL and stock market certificate products will positively or negatively impact earnings over the life of these products. As a means of economically hedging its obligations under the provisions of these products, the Company enters into index options and futures contracts. The gross notional amount of these derivative contracts was $1.4 billion and $1.3 billion at March 31, 2013 and December 31, 2012, respectively.

The Company enters into forward contracts, futures and commodity swaps to manage its exposure to price risk arising from seed money investments in proprietary investment products. The gross notional amount of these contracts was $194 million and $146 million at March 31, 2013 and December 31, 2012, respectively.

The Company enters into foreign currency forward contracts to economically hedge its exposure to certain receivables and obligations denominated in non-functional currencies. The gross notional amount of these contracts was $17 million and $14 million at March 31, 2013 and December 31, 2012, respectively.

Embedded Derivatives

Certain annuities contain GMAB and non-life contingent GMWB provisions, which are considered embedded derivatives. In addition, the equity component of the EIA, IUL and stock market certificate product obligations are also considered embedded derivatives. These embedded derivatives are bifurcated from their host contracts and reported on the Consolidated Balance Sheets at fair value with changes in fair value reported in earnings. As discussed above, the Company uses derivatives to mitigate the financial statement impact of these embedded derivatives.

Cash Flow Hedges

The Company has designated and accounts for the following as cash flow hedges: (i) interest rate swaps to hedge interest rate exposure on debt, (ii) interest rate lock agreements to hedge interest rate exposure on debt issuances and (iii) swaptions used to hedge the risk of increasing interest rates on forecasted fixed premium product sales.

During the three months ended March 31, 2012, the Company reclassified from accumulated other comprehensive income into earnings a $3 million gain on an interest rate hedge put in place in anticipation of issuing debt. The gain was reclassified due to the forecasted transaction not occurring according to the original hedge strategy. For the three months ended March 31, 2013 and 2012, amounts recognized in earnings related to cash flow hedges due to ineffectiveness were not material. The estimated net amount of existing pretax losses as of March 31, 2013 that the Company expects to reclassify to earnings within the next twelve months is $1 million, which consists of $5 million of pretax gains to be recorded as a reduction to interest and debt expense and $6 million of pretax losses to be recorded in net investment income. The following tables present the impact of the effective portion of the Company s cash flow hedges on the Consolidated Statements of Operations and the Consolidated Statements of Equity for the three months ended March 31:

Derivatives designated as hedging instruments	**Amount of Gain Recognized in Other Comprehensive Income on Derivatives**	
	2013	**2012**
	(in millions)	
Interest on debt	$	$ 14

Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Income	**Amount of Gain (Loss) Reclassified from Accumulated Other Other Comprehensive Income into Income**	
	2013	**2012**
	(in millions)	
Net investment income	$ (1)	$ (2)
Other revenues		3
Interest and debt expense	1	1
Total	$	$ 2

Currently, the longest period of time over which the Company is hedging exposure to the variability in future cash flows is 23 years and relates to forecasted debt interest payments.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

Fair Value Hedges

In 2010, the Company entered into and designated as fair value hedges three interest rate swaps to convert senior notes due 2015, 2019 and 2020 from fixed rate debt to floating rate debt. The swaps have identical terms as the underlying debt being hedged so no ineffectiveness is expected to be realized. The Company recognizes gains and losses on the derivatives and the related hedged items within interest and debt expense. The following table presents the amounts recognized in income related to fair value hedges for the three months ended March 31:

Derivatives designated as hedging instruments	Location of Gain Recorded into Income	Amount of Gain Recognized in Income on Derivatives 2013	2012
		(in millions)	
Fixed rate debt	Interest and debt expense	$ 10	$ 9

Credit Risk

Credit risk associated with the Company s derivatives is the risk that a derivative counterparty will not perform in accordance with the terms of the applicable derivative contract. To mitigate such risk, the Company has established guidelines and oversight of credit risk through a comprehensive enterprise risk management program that includes members of senior management. Key components of this program are to require preapproval of counterparties and the use of master netting arrangements and collateral arrangements whenever practical. See Note 11 for additional information on the Company s credit exposure related to derivative assets.

Certain of the Company s derivative contracts contain provisions that adjust the level of collateral the Company is required to post based on the Company s debt rating (or based on the financial strength of the Company s life insurance subsidiaries for contracts in which those subsidiaries are the counterparty). Additionally, certain of the Company s derivative contracts contain provisions that allow the counterparty to terminate the contract if the Company s debt does not maintain a specific credit rating (generally an investment grade rating) or the Company s life insurance subsidiary does not maintain a specific financial strength rating. If these termination provisions were to be triggered, the Company s counterparty could require immediate settlement of any net liability position. At March 31, 2013 and December 31, 2012, the aggregate fair value of derivative contracts in a net liability position containing such credit contingent provisions was $448 million and $364 million, respectively. The aggregate fair value of assets posted as collateral for such instruments as of March 31, 2013 and December 31, 2012 was $448 million and $360 million, respectively. If the credit contingent provisions of derivative contracts in a net liability position at March 31, 2013 and December 31, 2012 were triggered, the aggregate fair value of additional assets that would be required to be posted as collateral or needed to settle the instruments immediately would have been nil and $4 million, respectively.

13. Shareholders Equity

The following table provides information related to amounts reclassified from AOCI for the three months ended March 31, 2013:

AOCI Reclassification	**Location of Gain (Loss) Recognized in Income**		**Amount Reclassified from AOCI (in millions)**
Net unrealized gains on Available-for-Sale securities	Net investment income	$	(1)
Tax expense	Income tax provision		
Net of tax		$	(1)
Gains (losses) on cash flow hedges:			
Interest rate contracts	Interest and debt expense	$	1
Swaptions	Net investment income		(1)
Total before tax			
Tax benefit	Income tax provision		
Net of tax		$	

The Company made adjustments to AOCI for the impact to DAC, DSIC, benefit reserves and reinsurance recoverable on net unrealized securities gains of $64 million, net of tax. See Note 4 for additional information related to the impact of DAC, DSIC, benefit reserves and reinsurance recoverable on net unrealized securities gains included in AOCI. See Note 12 for additional information regarding the Company s cash flow hedges.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

During the three months ended March 31, 2013 and 2012, the Company repurchased a total of 5.2 million shares and 5.4 million shares, respectively, of its common stock for an aggregate cost of $360 million and $300 million, respectively. As of March 31, 2013, the Company had $1.8 billion remaining under its share repurchase authorization.

The Company may also reacquire shares of its common stock under its share-based compensation plans related to restricted stock awards and certain option exercises. The holders of restricted shares may elect to surrender a portion of their shares on the vesting date to cover their income tax obligation. These vested restricted shares are reacquired by the Company and the Company s payment of the holders income tax obligations are recorded as a treasury share purchase. For the three months ended March 31, 2013 and 2012, the Company reacquired 0.4 million and 0.3 million shares, respectively, of its common stock through the surrender of shares upon vesting and paid in the aggregate $24 million and $16 million, respectively, related to the holders income tax obligations on the vesting date. Beginning in 2013, option holders may elect to net settle their vested awards resulting in the surrender of the number of shares required to cover the strike price and tax obligation of the options exercised. These shares are reacquired by the Company and recorded as treasury shares. For the three months ended March 31, 2013, the Company reacquired 1.3 million shares of its common stock through the net settlement of options for an aggregate value of $87 million, of which $56 million related to the strike price and $31 million related to the holders income tax obligation.

During the three months ended March 31, 2013 and 2012, the company reissued 1.9 million and 1.8 million treasury shares, respectively, for restricted stock award grants and issuance of shares vested under the Ameriprise Financial Franchise Advisor Deferred Compensation Plan.

14. Income Taxes

The Company s effective tax rate on income from continuing operations was 25.0% and 22.6% for the three months ended March 31, 2013 and 2012, respectively. The Company s effective tax rates are lower than the statutory rate as a result of tax preferred items including the dividends received deduction, foreign tax credits and low income housing credits in comparison to the levels of pretax income. The increase in the effective tax rate for the three months ended March 31, 2013 compared to the three months ended March 31, 2012 is primarily the result of higher pretax income.

The Company is required to establish a valuation allowance for any portion of the deferred tax assets that management believes will not be realized. Included in deferred tax assets is a significant deferred tax asset relating to capital losses that have been recognized for financial statement purposes but not yet for tax return purposes. Under current U.S. federal income tax law, capital losses generally must be used against capital gain income within five years of the year in which the capital losses are recognized for tax purposes. Significant judgment is required in determining if a valuation allowance should be established, and the amount of such allowance if required. Factors used in making this determination include estimates relating to the performance of the business including the ability to generate capital gains. Consideration is given to, among other things in making this determination, (i) future taxable income exclusive of reversing temporary differences and carryforwards, (ii) future reversals of existing taxable temporary differences, (iii) taxable income in prior carryback years, and (iv) tax planning strategies. Based on analysis of the Company s tax position, management believes it is more likely than not that the Company will not realize the full

benefit of certain state net operating losses and therefore a valuation allowance has been established. The valuation allowance was $16 million at both March 31, 2013 and December 31, 2012.

Included in the Company s deferred income tax assets are tax benefits related to state net operating losses of $38 million which will expire beginning December 31, 2014.

As of March 31, 2013 and December 31, 2012, the Company had $117 million and $116 million, respectively, of gross unrecognized tax benefits. If recognized, approximately $38 million, net of federal tax benefits, of unrecognized tax benefits as of both March 31, 2013 and December 31, 2012 would affect the effective tax rate.

The Company recognizes interest and penalties related to unrecognized tax benefits as a component of the income tax provision. The Company recognized a net increase of $1 million and a net reduction of $5 million in interest and penalties for the three months ended March 31, 2013 and 2012, respectively. At March 31, 2013 and December 31, 2012, the Company had a payable of $37 million and $36 million, respectively, related to accrued interest and penalties.

It is reasonably possible that the total amounts of unrecognized tax benefits will change in the next 12 months. Based on the current audit position of the Company, it is estimated that the total amount of gross unrecognized tax benefits may decrease by $76 million in the next 12 months.

The Company or one or more of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various state and foreign jurisdictions. The Internal Revenue Service (IRS) has completed its field examination of the 1997 through 2007 tax returns. However, for federal income tax purposes, these years, except for 2007, continue to remain open as a consequence of certain unagreed-upon issues. The IRS is in the process of completing the audit of the Company s U.S. income tax returns for 2008 and 2009 and began auditing the Company s U.S. income tax returns for 2010 and 2011 in the fourth quarter of 2012. The Company s or certain of its subsidiaries state income tax returns are currently under examination by various jurisdictions for years ranging from 1997 through 2008 and remain open for all years after 2008.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

15. Guarantees and Contingencies

Guarantees

The Company is required by law to be a member of the guaranty fund association in every state where it is licensed to do business. In the event of insolvency of one or more unaffiliated insurance companies, the Company could be adversely affected by the requirement to pay assessments to the guaranty fund associations. Uncertainty and volatility in the U.S. economy and financial markets in recent years have weakened the financial condition of numerous insurers, including insurers currently in receiverships, increasing the risk of triggering guaranty fund assessments.

The Company projects its cost of future guaranty fund assessments based on estimates of insurance company insolvencies provided by the National Organization of Life and Health Insurance Guaranty Associations (NOLHGA) and the amount of its premiums written relative to the industry-wide premium in each state. The Company accrues the estimated cost of future guaranty fund assessments when it is considered probable that an assessment will be imposed, the event obligating the Company to pay the assessment has occurred and the amount of the assessment can be reasonably estimated.

Executive Life Insurance Company of New York (ELNY) was placed into rehabilitation by a New York state court in 1991. On April 16, 2012, the court issued an order converting the rehabilitation into a liquidation proceeding under a plan submitted by the New York insurance regulator with support from NOLHGA and the industry.

During the second quarter of 2012, the Company established a liability for estimated guaranty fund assessments and a related premium tax asset, primarily associated with ELNY. At March 31, 2013, the estimated liability was $26 million and the related premium tax asset was $19 million. The expected period over which the assessments will be made and the related tax credits recovered is not known.

Contingencies

The Company and its subsidiaries are involved in the normal course of business in legal, regulatory and arbitration proceedings, including class actions, concerning matters arising in connection with the conduct of its activities as a diversified financial services firm. These include proceedings specific to the Company as well as proceedings generally applicable to business practices in the industries in which it operates. The Company can also be subject to litigation arising out of its general business activities, such as its investments, contracts, leases and employment

relationships. Uncertain economic conditions, heightened and sustained volatility in the financial markets and significant financial reform legislation may increase the likelihood that clients and other persons or regulators may present or threaten legal claims or that regulators increase the scope or frequency of examinations of the Company or the financial services industry generally.

As with other financial services firms, the level of regulatory activity and inquiry concerning the Company s businesses remains elevated. From time to time, the Company receives requests for information from, and/or has been subject to examination or claims by, the SEC, the Financial Industry Regulatory Authority, the Office of the Comptroller of the Currency, the UK Financial Conduct Authority, state insurance and securities regulators, state attorneys general and various other domestic or foreign governmental and quasi-governmental authorities on behalf of themselves or clients concerning the Company s business activities and practices, and the practices of the Company s financial advisors. During recent periods, the Company has received information requests, exams or inquiries regarding certain matters, including: sales of, or disclosures pertaining to, mutual funds, annuities, equity and fixed income securities; low priced securities; insurance products; brokerage services and financial advice offerings; front office systems and controls; supervision of the Company s financial advisors; company procedures and information security. The Company is also responding to regulatory audits, market conduct examinations and other inquiries (including inquiries from the states of Minnesota and New York and a multistate examination) relating to an industry-wide investigation of unclaimed property and escheatment practices and procedures. The number of reviews and investigations has increased in recent years with regard to many firms in the financial services industry, including Ameriprise Financial. The Company has cooperated and will continue to cooperate with the applicable regulators regarding their inquiries.

These legal and regulatory proceedings and disputes are subject to uncertainties and, as such, it is inherently difficult to determine whether any loss is probable or even possible, or to reasonably estimate the amount of any loss. The Company cannot predict with certainty if, how or when such proceedings will be resolved or what the eventual settlement, fine, penalty or other relief, if any, may be, particularly for proceedings that are in their early stages of development or where plaintiffs seek indeterminate damages. Numerous issues may need to be resolved, including through potentially lengthy discovery and determination of important factual matters, and by addressing unsettled legal questions relevant to the proceedings in question, before a loss or range of loss can be reasonably estimated for any proceeding. An adverse outcome in one or more

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

of these proceedings could eventually result in adverse judgments, settlements, fines, penalties or other relief, in addition to further claims, examinations or adverse publicity that could have a material adverse effect on the Company s consolidated financial condition or results of operations.

In accordance with applicable accounting standards, the Company establishes an accrued liability for contingent litigation and regulatory matters when those matters present loss contingencies that are both probable and can be reasonably estimated. In such cases, there still may be an exposure to loss in excess of any amounts reasonably estimated and accrued. When a loss contingency is not both probable and estimable, the Company does not establish an accrued liability, but continues to monitor, in conjunction with any outside counsel handling a matter, further developments that would make such loss contingency both probable and reasonably estimable. Once the Company establishes an accrued liability with respect to a loss contingency, the Company continues to monitor the matter for further developments that could affect the amount of the accrued liability that has been previously established, and any appropriate adjustments are made each quarter.

Certain legal and regulatory proceedings are described below.

In November 2010, the Company s J. & W. Seligman & Co. Incorporated subsidiary (Seligman) received a governmental inquiry regarding an industry insider trading investigation, as previously stated by the Company in general media reporting. The Company continues to cooperate fully with that inquiry, responding to requests for information from both the SEC and U.S. Attorney s office. Neither the Company nor Seligman has been accused of any wrongdoing, and the government has confirmed that neither the Company nor any of its affiliated entities is a target of its investigation into potential insider trading. The Company cannot reasonably estimate the range of loss, if any, that may result from this matter given the procedural status of the matter, the difficulty in predicting the direction of the government s inquiry and the government s indication of the Company s status relative to the investigation.

In October 2011, a putative class action lawsuit entitled Roger Krueger, et al. vs. Ameriprise Financial, et al. was filed in the United States District Court for the District of Minnesota against the Company, certain of its present or former employees and directors, as well as certain fiduciary committees on behalf of participants and beneficiaries of the Ameriprise Financial 401(k) Plan. The alleged class period is from October 1, 2005 to the present. The action alleges that Ameriprise breached fiduciary duties under ERISA, by selecting and retaining primarily proprietary mutual funds with allegedly poor performance histories, higher expenses relative to other investment options and improper fees paid to Ameriprise Financial or its subsidiaries. The action also alleges that the Company breached fiduciary duties under ERISA because it used its affiliate Ameriprise Trust Company as the Plan trustee and record-keeper and improperly reaped profits from the sale of the record-keeping business to Wachovia Bank, N.A. Plaintiffs allege over $20 million in damages. Plaintiffs filed an amended complaint on February 7, 2012. On April 11, 2012, the Company filed its motion to dismiss the Amended Complaint. The Court denied the motion to dismiss on November 20, 2012, and now the parties are engaged in discovery. The Company cannot reasonably estimate the range of loss, if any, that may result from this matter due to the early procedural status of the case, the absence of class certification, the lack of a formal demand on the Company by the plaintiffs and plaintiffs failure to allege any specific, evidence-based damages.

In October 2012, a putative class action lawsuit entitled Jeffers vs. Ameriprise Financial Services, et al. was filed against the Company in the United States District Court for the Northern District of Illinois relating to its sales of the Inland Western (now known as Retail Properties of America, Inc. (RPAI)) REIT. The action also names as defendants RPAI, several of RPAI s executives, and several members of RPAI s board. The action alleges that the Company failed to perform required due diligence and misrepresented various aspects of the REIT including fees charged to clients, risks associated with the product, and valuation of the shares on client account statements. Plaintiffs seek unspecified damages. The Company was served in December 2012, and, on April 19, 2013, moved to dismiss the complaint. At this time, Plaintiff s response to the motion to dismiss is due on May 24, 2013. The Company s reply in support of its motion to dismiss is due on June 28, 2013. At this time, oral argument on the Company s motion to dismiss has not been scheduled. The Company cannot reasonably estimate the range of loss, if any, that may result from this matter due to the early procedural status of the case, the absence of class certification, the lack of a formal demand on the Company by the plaintiffs and plaintiffs failure to allege any specific, evidence-based damages.

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

16. Earnings per Share Attributable to Ameriprise Financial, Inc. Common Shareholders

The computations of basic and diluted earnings per share attributable to Ameriprise Financial, Inc. common shareholders are as follows:

	Three Months Ended March 31,	
	2013	**2012**
	(in millions, except per share amounts)	
Numerator		
Income from continuing operations	$ 366	$ 249
Less: Net income attributable to noncontrolling interests	30	4
Income from continuing operations attributable to Ameriprise Financial	336	245
Loss from discontinued operations, net of tax	(1)	(1)
Net income attributable to Ameriprise Financial	$ 335	$ 244
Denominator		
Basic: Weighted-average common shares outstanding	208.4	227.3
Effect of potentially dilutive nonqualified stock options and other share-based awards	3.9	4.4
Diluted: Weighted-average common shares outstanding	212.3	231.7
Earnings per share attributable to		
Ameriprise Financial, Inc. common shareholders		
Basic:		
Income from continuing operations	$ 1.61	$ 1.08
Loss from discontinued operations		(0.01)
Net income	$ 1.61	$ 1.07
Diluted:		
Income from continuing operations	$ 1.58	$ 1.06
Loss from discontinued operations		(0.01)
Net income	$ 1.58	$ 1.05

For the three months ended March 31, 2013 and 2012, the dilutive effect of nonqualified stock options and other share based-awards excludes 1.6 million and 5.2 million options, respectively, from the computation of earnings per share attributable to Ameriprise Financial, Inc. common shareholders. The inclusion of the options would have been anti-dilutive.

17. Segment Information

The Company s segments are Advice & Wealth Management, Asset Management, Annuities, Protection and Corporate & Other.

Management uses segment operating measures in goal setting, as a basis for determining employee compensation and in evaluating performance on a basis comparable to that used by some securities analysts and investors. Consistent with GAAP accounting guidance for segment reporting, operating earnings is the Company s measure of segment performance. Operating earnings should not be viewed as a substitute for GAAP income from continuing operations before income tax provision. The Company believes the presentation of segment operating earnings as the Company measures it for management purposes enhances the understanding of its business by reflecting the underlying performance of its core operations and facilitating a more meaningful trend analysis.

The accounting policies of the segments are the same as those of the Company, except for operating adjustments defined below, the method of capital allocation, the accounting for gains (losses) from intercompany revenues and expenses and not providing for income taxes on a segment basis.

Operating earnings is defined as operating net revenues less operating expenses. Operating net revenues and operating expenses exclude the results of discontinued operations, the market impact on IUL benefits (net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual), integration and restructuring charges and the impact of consolidating investment entities. Operating net revenues also exclude net realized gains or losses. Operating expenses also exclude the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC and DAC amortization). The market impact on variable annuity guaranteed living benefits and IUL benefits includes changes

Table of Contents

AMERIPRISE FINANCIAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (continued)

in liability values caused by changes in financial market conditions, net of changes in associated economic hedge values. The market impact also includes certain valuation adjustments made in accordance with FASB Accounting Standards Codification 820, *Fair Value Measurements and Disclosures*, including the impact on liability values of discounting projected benefits to reflect a current estimate of the Company s life insurance subsidiary s nonperformance spread. Integration and restructuring charges primarily relate to the Company s acquisition of the long-term asset management business of Columbia Management Group on April 30, 2010. The costs include system integration costs, proxy and other regulatory filing costs, employee reduction and retention costs and investment banking, legal and other acquisition costs. Beginning in the second quarter of 2012, integration and restructuring charges also include expenses related to the Company s transition of its federal savings bank subsidiary, Ameriprise Bank, FSB, to a limited powers national trust bank.

The following tables summarize selected financial information by segment and reconcile segment totals to those reported on the consolidated financial statements:

	March 31, 2013	December 31, 2012
	(in millions)	
Advice & Wealth Management	$ 8,938	$ 8,962
Asset Management	6,455	6,267
Annuities	93,249	91,587
Protection	19,537	19,065
Corporate & Other	9,117	8,848
Total assets	$ 137,296	$ 134,729

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Operating net revenues:		
Advice & Wealth Management	$ 1,018	$ 954
Asset Management	746	711
Annuities	630	628
Protection	538	522
Corporate & Other	(3)	8
Eliminations (1)	(321)	(312)
Total segment operating net revenues	2,608	2,511
Net realized gains (losses)	1	(2)
Revenues of consolidated investment entities	82	52
Total net revenues per consolidated statements of operations	$ 2,691	$ 2,561

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(1) Represents the elimination of intersegment revenues recognized for the three months ended March 31, 2013 and 2012 in each segment as follows:Advice & Wealth Management ($228 and $229, respectively); Asset Management ($9 and $10, respectively); Annuities ($73 and $63, respectively); Protection ($10 and $9, respectively); and Corporate & Other ($1 and $1, respectively).

	Three Months Ended March 31,	
	2013	2012
	(in millions)	
Operating earnings:		
Advice & Wealth Management	$ 131	$ 94
Asset Management	144	131
Annuities	156	189
Protection	110	107
Corporate & Other	(81)	(65)
Total segment operating earnings	460	456
Net realized gains (losses)	1	(2)
Net income attributable to noncontrolling interests	30	4
Market impact on variable annuity living benefits	(2)	(113)
Integration and restructuring charges	(2)	(23)
Income from continuing operations before income tax provision per consolidated statements of operations	$ 487	$ 322

Table of Contents

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

The following discussion and analysis of our consolidated financial condition and results of operations should be read in conjunction with the Forward-Looking Statements that follow and our Consolidated Financial Statements and Notes presented in Item 1. Our Management s Discussion and Analysis should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2012, filed with the Securities and Exchange Commission (SEC) on February 27, 2013 (2012 10-K), as well as our current reports on Form 8-K and other publicly available information. Certain reclassifications of prior year amounts have been made to conform to the current presentation. References below to Ameriprise Financial, Ameriprise, the Company, we, us, and our refer to Ameriprise Financial, Inc. exclusively, to c entire family of companies, or to one or more of our subsidiaries.

Overview

Ameriprise Financial is a diversified financial services company with a 118 year history of providing financial solutions. We offer a broad range of products and services designed to achieve the financial objectives of individual and institutional clients. We are America s leader in financial planning and a leading global financial institution with more than $707 billion in assets under management and administration as of March 31, 2013.

Our strategy is centered on helping our clients confidently achieve their goals by providing advice and managing their assets and protecting their assets and income. We utilize two go-to-market approaches in carrying out this strategy: Wealth Management and Asset Management.

Our wealth management capabilities are centered on the long-term, personal relationships between our clients and our financial advisors and registered representatives (our advisors). Through our advisors, we offer financial planning, products and services designed to be used as solutions for our clients cash and liquidity, asset accumulation, income, protection, and estate and wealth transfer needs. Our focus on personal relationships, together with our discipline in financial planning and strengths in product development and advice, allow us to address the evolving financial and retirement-related needs of our clients, including our primary target market segment, the mass affluent and affluent, which we define as households with investable assets of more than $100,000. The financial product solutions we offer through our advisors include both our own products and services and the products of other companies. Our advisor network is the primary channel through which we offer our affiliated insurance and annuity products and services.

Our network of more than 9,700 advisors is the primary means through which we engage in our wealth management activities. We offer our advisors training, tools, leadership, marketing programs and other field and centralized support to assist them in delivering advice and product solutions. We believe that our nationally recognized brand and practice vision, local marketing support, integrated operating platform and comprehensive set of products and solutions constitute a compelling value proposition for financial advisors, as evidenced by our strong advisor retention rate and our ability to attract and retain experienced and productive advisors. We have and will continue to invest in and develop capabilities and tools designed to maximize advisor productivity and client satisfaction.

We are in a strong position to capitalize on significant demographic and market trends driving increased demand for financial advice and solutions. In the U.S., the ongoing transition of baby boomers into retirement, as well as recent economic and financial market crises, continues to drive demand for financial advice and solutions. In addition, the amount of investable assets held by mass affluent and affluent households,

our target market, have grown and accounts for over half of U.S. investable assets. We believe our differentiated financial planning model, broad range of products and solutions, as well as our demonstrated financial strength in the face of persistent economic headwinds, will help us capitalize on these trends.

Our asset management capabilities are global in scale, with Columbia Management Investment Advisers, LLC (Columbia or Columbia Management) as the primary provider of U.S. products and services and Threadneedle Asset Management Holdings Sàrl (Threadneedle) as the primary provider of products and services outside of the U.S. We offer a broad spectrum of investment advice and products to individual, institutional and high-net worth investors. These investment products are primarily provided through third parties, though we also provide our asset management products through our advisor channel. Our underlying asset management philosophy is based on delivering consistently strong and competitive investment performance. The quality and breadth of our asset management capabilities are demonstrated by 118 of our mutual funds, including 52 Columbia Management funds and 66 Threadneedle funds, being rated as four- and five-star funds by Morningstar.

We are positioned to continue to grow our assets under management and to strengthen our asset management offerings to existing and new clients. Our asset management capabilities are well positioned to address mature markets in the U.S. and Europe. We also have the capability to leverage existing strengths to effectively expand into new global and emerging markets, to which investors are increasingly looking as a source of growth and income. In the past few years, we have

Table of Contents

expanded beyond our traditional strengths in the U.S. and U.K. to gather assets in Continental Europe, Asia, Australia, the Middle East and Africa. In addition, we expect to leverage the collective investment and distribution capabilities of Columbia and Threadneedle to develop new solutions designed to manage an increasingly complex and volatile marketplace.

The financial results from the businesses underlying our go to market approaches are reflected in our five operating segments:

- Advice & Wealth Management;
- Asset Management;
- Annuities;
- Protection; and
- Corporate & Other.

Our operating segments are aligned with the financial solutions we offer to address our clients needs. The products and services we provide retail clients and, to a lesser extent, institutional clients, are the primary source of our revenues and net income. Revenues and net income are significantly affected by investment performance and the total value and composition of assets we manage and administer for our retail and institutional clients as well as the distribution fees we receive from other companies. These factors, in turn, are largely determined by overall investment market performance and the depth and breadth of our individual client relationships.

Financial markets and macroeconomic conditions have had and will continue to have a significant impact on our operating and performance results. The persistent economic headwinds of the past several years have mitigated growth opportunities in our industry by affecting asset values and dampening client confidence and activity. In addition, the business and regulatory environment in which we operate remains subject to elevated uncertainty and change. To succeed, we expect to continue focusing on our key strategic objectives. The success of these and other strategies may be affected by the factors discussed in Item 1A Risk Factors in our 2012 10-K and other factors as discussed herein.

Equity price, credit market and interest rate fluctuations can have a significant impact on our results of operations, primarily due to the effects they have on the asset management and other asset-based fees we earn, the spread income generated on our annuities, deposit products and universal life (UL) insurance products, the value of deferred acquisition costs (DAC) and deferred sales inducement costs (DSIC) assets, the values of liabilities for guaranteed benefits associated with our variable annuities and the values of derivatives held to hedge these benefits.

Earnings, as well as operating earnings, will continue to be negatively impacted by the ongoing low interest rate environment. In addition to continuing spread compression in our interest sensitive product lines, there is also the potential for interest rate related impacts to DAC and DSIC amortization and the level of reserves as a result of our ongoing review of various actuarial related assumptions, which could be material.

In January 2013, we completed the conversion of our federal savings bank subsidiary, Ameriprise Bank, FSB, to a limited powers national trust bank , which conversion included changing the name of this subsidiary to Ameriprise National Trust Bank (references herein to Ameriprise Bank pertain to this same subsidiary whether before or after its conversion). In connection with this conversion, deposit-taking and credit-originating activities of Ameriprise Bank were terminated. In addition, Ameriprise Financial was deregistered by the Federal Reserve as a savings and loan holding company and will no longer be subject to supervision and regulation as such. We will continue to make available to our clients certain deposit and credit products via referral arrangements with respected third party financial institutions. The transition released approximately $375 million of formerly required capital, which we anticipate using to repurchase shares throughout 2013. We estimate that the transition will reduce our annual earnings by approximately $60 million in 2013. At the enterprise level, we anticipate that the earnings per share impact will be neutralized by the end of 2013, as we redeploy the excess capital to shareholders through share repurchases.

We consolidate certain collateralized debt obligations (CDOs) and other investment products (collectively, investment entities) for which we provide asset management services to and sponsor for the investment of client assets in the normal course of business. These entities are defined as consolidated investment entities (CIEs). For further information on CIEs, see Note 3 to our Consolidated Financial Statements. Changes in the valuation of the CIE assets and liabilities impact pretax income. The net income (loss) of the CIEs is reflected in net income (loss) attributable to noncontrolling interests. The results of operations of the CIEs are reflected in the Corporate & Other segment. On a consolidated basis, the management fees we earn for the services we provide to the CIEs and the related general and administrative expenses are eliminated and the changes in the assets and liabilities related to the CIEs, primarily debt and underlying syndicated loans, are reflected in net investment income. We continue to include the fees in the management and financial advice fees line within our Asset Management segment.

Table of Contents

While our consolidated financial statements are prepared in accordance with U.S. generally accepted accounting principles (GAAP), management believes that operating measures, which exclude net realized gains or losses; the market impact on variable annuity guaranteed living benefits, net of hedges and the related DSIC and DAC amortization; the market impact on index universal life benefits, net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual; integration and restructuring charges; income (loss) from discontinued operations; and the impact of consolidating CIEs, best reflect the underlying performance of our core operations and facilitate a more meaningful trend analysis. While the consolidation of the CIEs impacts our balance sheet and income statement, our exposure to these entities is unchanged and there is no impact to the underlying business results. Management uses certain of these non-GAAP measures to evaluate our financial performance on a basis comparable to that used by some securities analysts and investors. Also, certain of these non-GAAP measures are taken into consideration, to varying degrees, for purposes of business planning and analysis and for certain compensation-related matters. Throughout our Management s Discussion and Analysis, these non-GAAP measures are referred to as operating measures.

It is management s priority to increase shareholder value over a multi-year horizon by achieving our on-average, over-time financial targets.

Our financial targets are:

- Operating total net revenue growth of 6% to 8%,
- Operating earnings per diluted share growth of 12% to 15%, and
- Operating return on equity excluding accumulated other comprehensive income of 15% to 18%.

The following tables reconcile our GAAP measures to operating measures:

	Three Months Ended March 31, 2013	2012
	(in millions)	
Total net revenues	$ 2,691	$ 2,561
Less: Revenue attributable to the CIEs	82	52
Less: Net realized gains (losses)	1	(2)
Operating total net revenues	$ 2,608	$ 2,511

	Three Months Ended March 31, 2013	2012	Per Diluted Share Three Months Ended March 31, 2013	2012
	(in millions, except per share amounts)			
Net income	$ 365	$ 248		
	30	4		

Less: Net income attributable to noncontrolling interests							
Net income attributable to Ameriprise Financial		335		244	$	1.58	$	1.05
Less: Loss from discontinued operations, net of tax		(1)		(1)				(0.01)
Net income from continuing operations attributable to Ameriprise Financial		336		245		1.58		1.06
Add: Integration/restructuring charges, net of tax (1)		1		15				0.06
Add: Market impact on variable annuity guaranteed living benefits, net of tax (1)		2		74		0.01		0.32
Less: Net realized gains (losses), net of tax (1)		1		(1)				(0.01)
Operating earnings	$	338	$	335	$	1.59	$	1.45
Weighted average common shares outstanding:								
Basic		208.4		227.3				
Diluted		212.3		231.7				

(1) Calculated using the statutory tax rate of 35%.

Table of Contents

The following table reconciles the trailing twelve months sum of net income attributable to Ameriprise Financial to operating earnings and the five-point average of quarter-end equity to operating equity:

	Twelve Months Ended March 31, 2013		Twelve Months Ended March 31, 2012	
	(in millions)			
Net income attributable to Ameriprise Financial	$	1,120	$	1,119
Less: Income (loss) from discontinued operations, net of tax		(2)		10
Net income from continuing operations attributable to Ameriprise Financial		1,122		1,109
Less: Adjustments (1)		(126)		(156)
Operating earnings	$	1,248	$	1,265
Total Ameriprise Financial, Inc. shareholders equity	$	9,066	$	9,114
Less: Assets and liabilities held for sale				11
Less: Accumulated other comprehensive income, net of tax		1,068		741
Total Ameriprise Financial, Inc. shareholders equity from continuing operations, excluding AOCI		7,998		8,362
Less: Equity impacts attributable to CIEs		384		454
Operating equity	$	7,614	$	7,908
Return on equity from continuing operations, excluding AOCI		14.0%		13.3%
Operating return on equity, excluding AOCI (2)		16.4%		16.0%

(1) Adjustments reflect the trailing twelve months sum of after-tax net realized gains/losses; the market impact on variable annuity guaranteed living benefits, net of hedges and related DSIC and DAC amortization; the market impact on index universal life benefits, net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual; and integration and restructuring charges. After-tax is calculated using the statutory tax rate of 35%.

(2) Operating return on equity, excluding accumulated other comprehensive income (AOCI), is calculated using the trailing twelve months of earnings excluding the after-tax net realized gains/losses; market impact on variable annuity guaranteed living benefits, net of hedges and related DSIC and DAC amortization; the market impact on index universal benefits, net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual; integration/restructuring charges; and discontinued operations in the numerator, and Ameriprise Financial shareholders equity, excluding AOCI; the impact of consolidating investment entities; and the assets and liabilities held for sale using a five-point average of quarter-end equity in the denominator.

Critical Accounting Policies

The accounting and reporting policies that we use affect our Consolidated Financial Statements. Certain of our accounting and reporting policies are critical to an understanding of our consolidated results of operations and financial condition and, in some cases, the application of these policies can be significantly affected by the estimates, judgments and assumptions made by management during the preparation of our Consolidated Financial Statements. These accounting policies are discussed in detail in Management s Discussion and Analysis Critical Accounting Policies in our 2012 10-K.

Recent Accounting Pronouncements

For information regarding recent accounting pronouncements and their expected impact on our future consolidated results of operations and financial condition, see Note 2 to our Consolidated Financial Statements.

Assets Under Management and Administration

Assets under management (AUM) include external client assets for which we provide investment management services, such as the assets of the Columbia funds and Threadneedle funds, assets of institutional clients and assets of clients in our advisor platform held in wrap accounts as well as assets managed by sub-advisers selected by us. AUM also includes certain assets on our Consolidated Balance Sheets for which we provide investment management services and recognize management fees in our Asset Management segment, such as the assets of the general account and the variable product funds held in the separate accounts of our life insurance subsidiaries and client assets of CIEs. These assets do not include assets under advisement, for which we provide model portfolios but do not have full discretionary investment authority. Corporate & Other AUM primarily includes former bank assets that are managed within our Corporate & Other segment.

Table of Contents

Assets under administration (AUA) include assets for which we provide administrative services such as client assets invested in other companies products that we offer outside of our wrap accounts. These assets include those held in clients brokerage accounts. We generally record revenues received from administered assets as distribution fees. We do not exercise management discretion over these assets and do not earn a management fee. These assets are not reported on our Consolidated Balance Sheets. AUA also includes certain assets on our Consolidated Balance Sheets for which we do not provide investment management services and do not recognize management fees, such as investments in non-affiliated funds held in the separate accounts of our life insurance subsidiaries. These assets do not include assets under advisement, for which we provide model portfolios but do not have full discretionary investment authority.

The following table presents detail regarding our AUM and AUA:

	March 31, 2013	March 31, 2012	Change	
	(in billions)			
Assets Under Management and Administration				
Advice & Wealth Management AUM	$ 134.2	$ 114.4	$ 19.8	17%
Asset Management AUM	466.5	463.0	3.5	1
Corporate & Other AUM	1.0		1.0	NM
Eliminations	(19.1)	(13.9)	(5.2)	(37)
Total Assets Under Management	582.6	563.5	19.1	3
Total Assets Under Administration	125.1	111.4	13.7	12
Total AUM and AUA	$ 707.7	$ 674.9	32.8	5%

Total AUM increased $19.1 billion, or 3%, to $582.6 billion as of March 31, 2013 compared to the prior year period due to a $19.8 billion increase in Advice & Wealth Management AUM driven by wrap account net inflows and market appreciation. See our segment results of operations discussion below for additional information on changes in our AUM.

Consolidated Results of Operations for the Three Months Ended March 31, 2013 and 2012

The following table presents our consolidated results of operations:

	Three Months Ended March 31, 2013	Three Months Ended March 31, 2012	Change	
	(in millions)			
Revenues				
Management and financial advice fees	$ 1,244	$ 1,132	$ 112	10%
Distribution fees	434	402	32	8
Net investment income	489	531	(42)	(8)
Premiums	310	301	9	3
Other revenues	222	206	16	8
Total revenues	2,699	2,572	127	5
Banking and deposit interest expense	8	11	(3)	(27)
Total net revenues	2,691	2,561	130	5

Expenses				
Distribution expenses	726	666	60	9
Interest credited to fixed accounts	198	206	(8)	(4)
Benefits, claims, losses and settlement expenses	409	505	(96)	(19)
Amortization of deferred acquisition costs	75	31	44	NM
Interest and debt expense	66	69	(3)	(4)
General and administrative expense	730	762	(32)	(4)
Total expenses	2,204	2,239	(35)	(2)
Income from continuing operations before income tax provision	487	322	165	51
Income tax provision	121	73	48	66
Income from continuing operations	366	249	117	47
Loss from discontinued operations, net of tax	(1)	(1)		
Net income	365	248	117	47
Less: Net income attributable to noncontrolling interests	30	4	26	NM
Net income attributable to Ameriprise Financial	$ 335	$ 244	$ 91	37%

NM Not Meaningful.

Table of Contents

Overall

Income from continuing operations before income tax provision increased $165 million, or 51%, compared to the prior year period primarily reflecting the impact of market appreciation, wrap account net inflows and the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC and DAC amortization), partially offset by the negative impact of the continued low interest rate environment and asset management net outflows. The market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC and DAC amortization) was an expense of $2 million for the first quarter of 2013 compared to an expense of $113 million for the prior year period. The negative impact of the continued low interest rate environment was approximately $23 million pretax for the three months ended March 31, 2013 compared to the prior year period.

Net Revenues

Net revenues increased $130 million, or 5%, compared to the prior year period primarily due to higher management and financial advice fees and distribution fees, partially offset by lower net investment income.

Management and financial advice fees increased $112 million, or 10%, compared to the prior year period primarily due to higher asset-based fees driven by an increase in average AUM, as well as revenue enhancements related to various pricing adjustments. Average AUM increased $26.9 billion, or 5%, compared to the prior year period primarily due to market appreciation and wrap account net inflows, partially offset by asset management net outflows. See our discussion on the changes in AUM in our segment results of operations section below.

Distribution fees increased $32 million, or 8%, compared to the prior year period due to higher client assets and increased client activity.

Net investment income decreased $42 million, or 8%, compared to the prior year period reflecting a $56 million decrease in investment income on fixed maturity securities, partially offset by a $16 million increase in net investment income of CIEs. The decrease in investment income on fixed maturity securities was primarily due to continued low interest rates and approximately $30 million of lower net investment income due to the sale of Ameriprise Bank s investment portfolio as a result of the transition of banking operations in the fourth quarter of 2012.

Other revenues increased $16 million, or 8%, compared to the prior year period due to higher fees from variable annuity guarantees driven by higher volumes, as well as higher fee rates.

Expenses

Total expenses decreased $35 million, or 2%, compared to the prior year period primarily due to a decrease in benefits, claims, losses and settlement expenses and general and administrative expense, partially offset by an increase in distribution expenses and amortization of DAC.

Distribution expenses increased $60 million, or 9%, compared to the prior year period driven by growth in assets under management. See our discussion on the changes in AUM in our segment results of operations section below.

Benefits, claims, losses and settlement expenses decreased $96 million, or 19%, compared to the prior year period primarily due to the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC amortization), which was an expense of $1 million in the first quarter of 2013 compared to an expense of $149 million in the first quarter of 2012, partially offset by higher reserve funding related to higher fees from variable annuity guarantees, an increase in reserves related to our auto and home business and a $23 million benefit from variable annuity model changes in the prior year period.

Amortization of DAC increased $44 million to $75 million for the three months ended March 31, 2013 compared to the prior year period primarily due to the DAC offset to the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC amortization). The DAC offset to the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC amortization) was an expense of $1 million in the first quarter of 2013 compared to a benefit of $36 million in the first quarter of 2012. The market impact on DAC was a benefit of $12 million in the first quarter of 2013 compared to a benefit of $20 million in the prior year period as a result of favorable equity market returns in the first quarter of 2013 compared to favorable equity and bond fund returns in the first quarter of 2012.

General and administrative expense decreased $32 million, or 4%, compared to the prior year period primarily due to a $21 million decrease in integration and restructuring charges, $8 million in lower expenses associated with the completion of the brokerage platform conversion, $14 million of lower bank-related expenses and lower expenses from re-engineering efforts, partially offset by a $9 million increase in expenses of CIEs and higher expenses from investments in the business.

Table of Contents

Income Taxes

Our effective tax rate on income from continuing operations including income attributable to noncontrolling interests was 25.0% for the three months ended March 31, 2013, compared to 22.6% for the prior year period. The effective tax rates are lower than the statutory rate as a result of tax preferred items including the dividends received deduction, foreign tax credits and low income housing credits in comparison to the levels of pretax income. The increase in the effective tax rate for the three months ended March 31, 2013 compared to the prior year period is primarily the result of higher pretax income. Our effective tax rate on income from continuing operations excluding income attributable to noncontrolling interests was 26.6% for the three months ended March 31, 2013, compared to 22.9% for the prior year period.

It is possible there will be corporate tax reform in the next few years. While impossible to predict, corporate tax reform is likely to include a reduction in the corporate tax rate coupled with reductions in tax preferred items. Potential tax reform may also affect the U.S. tax rules regarding international operations. Any changes could have a material impact on our income tax expense and deferred tax balances.

Results of Operations by Segment for the Three Months Ended March 31, 2013 and 2012

Operating earnings is the measure of segment profit or loss management uses to evaluate segment performance. Operating earnings should not be viewed as a substitute for GAAP income from continuing operations before income tax provision. We believe the presentation of segment operating earnings as we measure it for management purposes enhances the understanding of our business by reflecting the underlying performance of our core operations and facilitating a more meaningful trend analysis. See Note 17 to the Consolidated Financial Statements for further information on the presentation of segment results and our definition of operating earnings.

The following table presents summary financial information by segment:

	Three Months Ended March 31,			
	2013		2012	
	(in millions)			
Advice & Wealth Management				
Net revenues	$	1,018	$	954
Expenses		887		860
Operating earnings	$	131	$	94
Asset Management				
Net revenues	$	746	$	711
Expenses		602		580
Operating earnings	$	144	$	131
Annuities				
Net revenues	$	630	$	628
Expenses		474		439
Operating earnings	$	156	$	189
Protection				
Net revenues	$	538	$	522
Expenses		428		415
Operating earnings	$	110	$	107

Corporate & Other				
Net revenues	$	(3)	$	8
Expenses		78		73
Operating loss	$	(81)	$	(65)

Table of Contents

Advice & Wealth Management

Our Advice & Wealth Management segment provides financial planning and advice, as well as full-service brokerage services, primarily to retail clients through our advisors. Our advisors have access to a diversified selection of both affiliated and non-affiliated products to help clients meet their financial needs. A significant portion of revenues in this segment is fee-based, driven by the level of client assets, which is impacted by both market movements and net asset flows. We also earn net investment income on invested assets primarily from certificate products. This segment earns revenues (distribution fees) for distributing non-affiliated products and earns intersegment revenues (distribution fees) for distributing our affiliated products and services to our retail clients. Intersegment expenses for this segment include expenses for investment management services provided by the Asset Management segment.

In addition to purchases of affiliated and non-affiliated mutual funds and other securities on a stand-alone basis, clients may purchase mutual funds, among other securities, in connection with investment advisory fee-based wrap account programs or services, and pay fees based on a percentage of their assets.

In January 2013, we completed the conversion of our federal savings bank subsidiary, Ameriprise Bank to a limited powers national trust bank. In 2012, all checking, savings and money market accounts and certificates of deposit were liquidated and returned to our clients, Ameriprise Bank s consumer loan portfolio, including first mortgages, home equity loans, home equity lines of credit and unsecured loans, was sold to affiliates of Ameriprise Bank, and Ameriprise Bank s credit card account portfolio was sold to Barclays Bank Delaware (Barclays). See additional discussion on the transition and the impact to our business in the Overview section above.

The following table presents the changes in wrap account assets for the three months ended March 31:

	2013		2012	
	(in billions)			
Beginning balance	$	124.6	$	103.4
Net flows		4.1		2.9
Market appreciation and other		5.1		6.8
Ending balance	$	133.8	$	113.1
Average balance (1)	$	129.2	$	108.3

(1) Average ending balances are calculated using a simple average of two quarters of data.

Wrap account assets increased $9.2 billion, or 7%, during the three months ended March 31, 2013 due to net inflows of $4.1 billion and market appreciation and other of $5.1 billion. Wrap account net inflows increased $1.2 billion, or 41%, compared to the prior year period reflecting improved markets and investor confidence. Average wrap account assets increased $20.9 billion, or 19%, compared to the prior year period due to net inflows and market appreciation.

The following table presents the changes in wrap account assets for the twelve months ended March 31:

	2013	2012
	(in billions)	
Beginning balance	$ 113.1	$ 103.1
Net flows	10.8	7.4
Market appreciation and other	9.9	2.6
Ending balance	$ 133.8	$ 113.1

Wrap account assets increased $20.7 billion, or 18%, from the prior year period reflecting net inflows and market appreciation.

Table of Contents

The following table presents the results of operations of our Advice & Wealth Management segment on an operating basis:

	Three Months Ended March 31, 2013	2012	Change	
		(in millions)		
Revenues				
Management and financial advice fees	$ 476	$ 412	$ 64	16%
Distribution fees	503	471	32	7
Net investment income	32	64	(32)	(50)
Other revenues	15	18	(3)	(17)
Total revenues	1,026	965	61	6
Banking and deposit interest expense	8	11	(3)	(27)
Total net revenues	1,018	954	64	7
Expenses				
Distribution expenses	627	574	53	9
General and administrative expense	260	286	(26)	(9)
Total expenses	887	860	27	3
Operating earnings	$ 131	$ 94	$ 37	39%

Our Advice & Wealth Management segment pretax operating earnings, which exclude net realized gains or losses, increased $37 million, or 39%, to $131 million for the three months ended March 31, 2013 compared to $94 million for the prior year period primarily due to strong growth in wrap account assets and continued expense management, partially offset by the impact of low interest rates and lower earnings due to the transition of banking operations in the fourth quarter of 2012. Pretax operating earnings for the three months ended March 31, 2012 included $15 million of Ameriprise Bank earnings. The negative impact of continued low interest rates was $10 million compared to the prior year period. The impact of low interest rates will be approximately $10 million per quarter for the balance of the year. Pretax operating margin was 12.9% for the three months ended March 31, 2013 compared to 9.9% for the prior year period.

Net Revenues

Net revenues exclude net realized gains or losses. Net revenues increased $64 million, or 7%, to $1.0 billion for the three months ended March 31, 2013 compared to $954 million for the prior year period reflecting retail client net inflows, market appreciation and increased client activity, partially offset by lower net investment income primarily due to the transition of banking operations in the fourth quarter of 2012. Net revenues for the three months ended March 31, 2012 included $32 million of Ameriprise Bank net revenues. Operating net revenue per branded advisor was $104,000 for the three months ended March 31, 2013, up 6% from the prior year period. Total branded advisors were 9,777 at March 31, 2013 compared to 9,744 at March 31, 2012.

Management and financial advice fees increased $64 million, or 16%, to $476 million for the three months ended March 31, 2013 compared to $412 million for the prior year period driven by growth in wrap account assets. Average wrap account assets increased $20.9 billion, or 19%, to $129.2 billion at March 31, 2013 compared to the prior year period due to net inflows and market appreciation. See our discussion of the changes in wrap account assets above.

Distribution fees increased $32 million, or 7%, to $503 million for the three months ended March 31, 2013 compared to $471 million for the prior year period primarily due to higher client assets and increased client activity.

Net investment income decreased $32 million, or 50%, to $32 million for the three months ended March 31, 2013 compared to $64 million for the prior year period due to the transition of banking operations in the fourth quarter of 2012, as well as a lower asset earnings rate on invested assets. Net investment income of Ameriprise Bank was $30 million for the three months ended March 31, 2012.

Expenses

Total expenses increased $27 million, or 3%, to $887 million for the three months ended March 31, 2013 compared to $860 million for the prior year period due to a $53 million increase in distribution expenses driven by higher compensation due to strong growth in client assets, partially offset by a $26 million decrease in general and administrative expense primarily due to the transition of banking operations in the fourth quarter of 2012 and $8 million of lower expenses associated with the completion of the brokerage platform conversion. General and administrative expense of Ameriprise Bank was $17 million for the three months ended March 31, 2012.

Table of Contents

Asset Management

Our Asset Management segment provides investment advice and investment products to retail, high net worth and institutional clients. Such products and services are provided on a global scale through Columbia Management and Threadneedle. Columbia Management primarily provides U.S. domestic products and services and Threadneedle primarily provides international investment products and services. We provide clients with U.S. domestic individual products through unaffiliated third party financial institutions and through our Advice & Wealth Management segment, and we provide institutional products and services through our institutional sales force. International retail products are primarily distributed through third-party financial institutions and unaffiliated financial advisors. Individual products include mutual funds, exchange-traded funds and variable product funds underlying insurance and annuity separate accounts. Institutional asset management services are designed to meet specific client objectives and may involve a range of products, including those that focus on traditional asset classes, separately managed accounts, individually managed accounts, collateralized loan obligations, hedge funds, collective funds and property funds. Collateralized loan obligations and hedge funds are classified as alternative assets. Revenues in this segment are primarily earned as fees based on managed asset balances, which are impacted by market movements, net asset flows, asset allocation and product mix. We may also earn performance fees from certain accounts where investment performance meets or exceeds certain pre-identified targets. In addition to the products and services provided to third-party clients, management teams serving our Asset Management segment provide all intercompany asset management services for Ameriprise Financial subsidiaries. The fees for such services are reflected within the Asset Management segment results through intersegment transfer pricing. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management, Annuities and Protection segments.

On April 30, 2010, we completed the acquisition of the long-term asset management business of the Columbia Management Group from Bank of America. The acquisition significantly enhanced the capabilities of the Asset Management segment by increasing its scale, broadening its retail and institutional distribution capabilities and strengthening and diversifying its lineup of retail and institutional products. The integration of the Columbia Management business, which was completed in the second quarter of 2012, involved organizational changes to our portfolio management and analytical teams and to our operational, compliance, sales and marketing support staffs. This integration also involved the streamlining of our U.S. domestic product offerings. As a result of the integration, we combined RiverSource Investments, our legacy U.S. asset management business, with Columbia Management, under the Columbia brand. Total U.S. retail assets and number of funds under the Columbia brand as of March 31, 2013 were $227.5 billion and 212 funds, respectively.

From time to time, fee waivers have been provided to the Columbia Money Market Funds (the Funds) by Columbia Management and certain other subsidiaries performing services for the Funds for the purposes of reducing the expenses charged to a Fund in a given period to maintain or improve a Fund s net yield in that period. Our subsidiaries may enter into contractual arrangements with the Funds identifying the specific fees to be waived and/or expenses to be reimbursed, as well as the time period for which such waivers will apply. In aggregate, we voluntarily waived fees of $3 million for both the three months ended March 31, 2013 and 2012.

Threadneedle remains our primary international investment management platform. Threadneedle manages seven OEICs and two Societe d Investissement A Capital Variable (SICAV) offering. The seven OEICs are Threadneedle Investment Funds ICVC (TIF), Threadneedle Specialist Investment Funds ICVC (TSIF), Threadneedle Focus Investment Funds (TFIF), Threadneedle Portfolio Advantage Funds (TPAF), Threadneedle Investment Funds ICVC II (TIF II), Threadneedle Investment Funds ICVC III (TIF III) and Threadneedle Investment Funds ICVC IV (TIF IV). TIF, TSIF, TFIF, TPAF, TIF II, TIF III and TIF IV are structured as umbrella companies with a total of 70 (33, 14, 1, 2, 6, 8 and 6, respectively) sub funds covering the world s bond and equity markets. The SICAVs are the Threadneedle (Lux) SICAV (T(Lux)) and the Columbia Threadneedle SICAV-SIF (SIF). T(Lux) and SIF are structured as umbrella companies with a total of 32 (30 and 2, respectively) sub funds covering the world s bond, commodities and equity markets. In addition, Threadneedle manages 13 unit trusts, 10 of which invest into the OEICs, ten property unit trusts and one property fund of funds.

Table of Contents

The following tables present the mutual fund performance of our retail Columbia and Threadneedle funds as of March 31, 2013 and 2012:

Columbia

Mutual Fund Rankings in top 2 Lipper Quartiles

			2013	**2012**
Domestic Equity	Equal weighted	1 year	52%	46%
		3 year	51%	60%
		5 year	51%	63%
	Asset weighted	1 year	56%	59%
		3 year	69%	76%
		5 year	71%	60%
International Equity	Equal weighted	1 year	39%	83%
		3 year	56%	65%
		5 year	57%	64%
	Asset weighted	1 year	20%	93%
		3 year	25%	75%
		5 year	81%	84%
Taxable Fixed Income	Equal weighted	1 year	63%	85%
		3 year	78%	45%
		5 year	82%	68%
	Asset weighted	1 year	70%	95%
		3 year	83%	44%
		5 year	98%	75%
Tax Exempt Fixed Income	Equal weighted	1 year	95%	90%
		3 year	100%	95%
		5 year	100%	90%
	Asset weighted	1 year	93%	82%
		3 year	100%	85%
		5 year	100%	98%
Asset Allocation Funds	Equal weighted	1 year	54%	91%
		3 year	64%	67%
		5 year	82%	52%
	Asset weighted	1 year	62%	92%
		3 year	84%	89%
		5 year	94%	88%
Number of funds with 4 or 5 Morningstar star ratings		Overall	52	56
		3 year	50	53
		5 year	44	49
Percent of funds with 4 or 5 Morningstar star ratings		Overall	51%	47%
		3 year	49%	44%
		5 year	45%	44%

Percent of assets with 4 or 5 Morningstar star ratings	Overall	58%	66%
	3 year	49%	53%
	5 year	47%	44%

Mutual fund performance rankings are based on the performance of Class Z fund shares for Columbia branded mutual funds. In instances where a fund s Class Z shares do not have a full one, three or five year track record, performance for an older share class of the same fund, typically Class A shares, is utilized for the period before Class Z shares were launched. No adjustments to the historical track records are made to account for differences in fund expenses between share classes of a fund.

Equal Weighted Rankings in Top 2 Quartiles: Counts the number of funds with above median ranking divided by the total number of funds. Asset size is not a factor.

Asset Weighted Rankings in Top 2 Quartiles: Sums the total assets of the funds with above median ranking (using Class Z and appended Class Z) divided by total assets of all funds. Funds with more assets will receive a greater share of the total percentage above or below median.

Aggregated data includes all Columbia branded mutual funds.

Table of Contents

Threadneedle

Retail Fund Rankings in Top 2 Morningstar Quartiles or Above Index Benchmark

			2013	2012
Equity	Equal weighted	1 year	71%	73%
		3 year	78%	73%
		5 year	84%	86%
	Asset weighted	1 year	60%	84%
		3 year	92%	78%
		5 year	94%	87%
Fixed Income	Equal weighted	1 year	67%	79%
		3 year	57%	85%
		5 year	92%	82%
	Asset weighted	1 year	29%	80%
		3 year	37%	80%
		5 year	98%	97%
Allocation (Managed) Funds	Equal weighted	1 year	83%	67%
		3 year	67%	50%
		5 year	83%	100%
	Asset weighted	1 year	86%	80%
		3 year	78%	41%
		5 year	86%	100%

The performance of each fund is measured on a consistent basis against the most appropriate benchmark a peer group of similar funds or an index.

Equal weighted: Counts the number of funds with above median ranking (if measured against peer group) or above index performance (if measured against an index) divided by the total number of funds. Asset size is not a factor.

Asset weighted: Sums the assets of the funds with above median ranking (if measured against peer group) or above index performance (if measured against an index) divided by the total sum of assets in the funds. Funds with more assets will receive a greater share of the total percentage above or below median or index.

Aggregated Allocation (Managed) Funds include funds that invest in other funds of the Threadneedle range including those funds that invest in both equity and fixed income.

Aggregated Threadneedle data includes funds on the Threadneedle platform sub-advised by Columbia as well as advisors not affiliated with Ameriprise Financial, Inc.

The following table presents the ending balances and average managed assets:

	March 31,				Average (1) March 31,			
	2013	2012	Change		2013	2012	Change	
		(in billions)				(in billions)		
Columbia managed assets	$ 341.3	$ 344.0	$ (2.7)	(1)%	$ 335.9	$ 335.1	$ 0.8	
Threadneedle managed assets	127.7	123.3	4.4	4	127.7	118.5	9.2	8%
Less: Sub-advised eliminations	(2.5)	(4.3)	1.8	42	(2.6)	(4.3)	1.7	40
Total managed assets	$ 466.5	$ 463.0	$ 3.5	1%	$ 461.0	$ 449.3	$ 11.7	3%

(1) Average ending balances are calculated using a simple average of two quarters of data.

The following table presents managed asset net flows:

	Three Months Ended March 31,			
	2013	2012	Change	
		(in billions)		
Columbia managed asset net flows	$ (5.1)	$ (5.1)	$	
Threadneedle managed asset net flows	(1.0)	0.3	(1.3)	NM
Less: Sub-advised eliminations	0.4	0.2	0.2	NM
Total managed asset net flows	$ (5.7)	$ (4.6)	$ (1.1)	(24)%

NM Not Meaningful.

Table of Contents

The following table presents managed assets by type:

	March 31, 2013	2012	Change	
	(in billions)			
Equity	$ 238.1	$ 231.9	$ 6.2	3%
Fixed income	203.4	202.3	1.1	1
Money market	6.0	6.9	(0.9)	(13)
Alternative	6.6	9.3	(2.7)	(29)
Hybrid and other	12.4	12.6	(0.2)	(2)
Total managed assets by type	$ 466.5	$ 463.0	$ 3.5	1%

The following tables present the changes in Columbia and Threadneedle managed assets:

	Three Months Ended March 31, 2013	2012
	(in billions)	
Columbia Managed Assets Rollforward		
Retail Funds		
Beginning assets	$ 216.3	$ 204.8
Mutual fund inflows	10.3	10.7
Mutual fund outflows	(12.5)	(14.3)
Net VP/VIT fund flows	(0.1)	0.3
Net new flows	(2.3)	(3.3)
Reinvested dividends	0.5	0.4
Net flows	(1.8)	(2.9)
Distributions	(0.7)	(0.5)
Market appreciation and other	13.7	20.0
Total ending assets	227.5	221.4
Institutional		
Beginning assets	72.4	73.3
Inflows	4.9	4.2
Outflows	(8.1)	(6.1)
Net flows	(3.2)	(1.9)
Market appreciation and other	2.7	3.6
Total ending assets	71.9	75.0
Alternative		
Beginning assets	5.7	8.1
Inflows	0.4	0.1
Outflows	(0.5)	(0.4)
Net flows	(0.1)	(0.3)
Market appreciation and other	0.1	0.5
Total ending assets	5.7	8.3
Affiliated General Account Assets	36.2	39.4
Other and Eliminations		(0.1)
Total Columbia managed assets	$ 341.3	$ 344.0
Total Columbia net flows	$ (5.1)	$ (5.1)

Table of Contents

	Three Months Ended March 31,	
	2013	2012
	(in billions)	
Threadneedle Managed Assets Rollforward		
Retail Funds		
Beginning assets	$ 39.1	$ 31.8
Mutual fund inflows	5.4	4.5
Mutual fund outflows	(4.0)	(3.4)
Net new flows	1.4	1.1
Reinvested dividends		
Net flows	1.4	1.1
Distributions	(0.1)	(0.1)
Market appreciation	3.5	2.4
Foreign currency translation (1)	(2.6)	1.0
Other	0.1	0.1
Total ending assets	41.4	36.3
Institutional		
Beginning assets	87.6	80.6
Inflows	1.3	2.8
Outflows	(3.6)	(3.5)
Net flows	(2.3)	(0.7)
Market appreciation	5.2	3.1
Foreign currency translation (1)	(5.8)	2.4
Other	0.6	0.5
Total ending assets	85.3	85.9
Alternative		
Beginning assets	1.0	1.2
Inflows		
Outflows	(0.1)	(0.1)
Net flows	(0.1)	(0.1)
Market appreciation		
Foreign currency translation (1)		
Other	0.1	
Total ending assets	1.0	1.1
Total Threadneedle managed assets	$ 127.7	$ 123.3
Total Threadneedle net flows	$ (1.0)	$ 0.3

(1) Amounts represent British Pound to US dollar conversion.

Total segment AUM increased $11.1 billion, or 2%, during the three months ended March 31, 2013 primarily due to market appreciation, partially offset by net outflows of $5.7 billion and the negative impact of foreign currency translation. Management expects, consistent with prior patterns of outflows, that outflows of primarily low margin assets directly or indirectly affiliated with Threadneedle and Columbia former parent companies will continue for the foreseeable future. The overall impact to segment results is difficult to quantify due to uncertain timing, volume and mix of the outflows.

Columbia managed assets increased $10.9 billion, or 3%, during the three months ended March 31, 2013 due to market appreciation, partially offset by net outflows. Columbia retail funds increased $11.2 billion, or 5%, during the three months ended March 31, 2013 due to market appreciation, partially offset by net outflows. Columbia retail net outflows of $1.8 billion in the first quarter of 2013 included outflows from a

large distribution partner that continued to re-balance asset concentrations and continued outflows from a third party sub-advisor. Columbia retail net outflows for the first quarter of 2013 also included approximately $0.6 billion of outflows in the Registered Investment Advisor (RIA) channel, where we had taken actions to improve the profitability of flows by changing the share class that we are offering. We expect to see more outflows in the RIA channel over the next few quarters resulting from this share class change. Columbia institutional AUM decreased $0.5 billion, or 1%, due to net outflows, partially offset by market appreciation. Columbia institutional net outflows of $3.2 billion in the first quarter of 2013 included approximately $1.0 billion of outflows from low basis point assets. In addition, several clients redeemed assets in both investment grade and high yield credit mandates given strong performance in these asset classes.

Threadneedle managed assets decreased $0.1 billion during the three months ended March 31, 2013 as market appreciation was offset by the negative impact of foreign currency translation and net outflows. Threadneedle retail funds increased $2.3 billion, or 6%, due to market appreciation and net inflows of $1.4 billion, partially offset by the negative impact of foreign

Table of Contents

currency translation. Threadneedle retail fund net inflows in the first quarter of 2013 were driven by strong consumer confidence and good sales in a few key products, particularly in Europe. Threadneedle institutional AUM decreased $2.3 billion, or 3%, due to net outflows and the negative impact of foreign currency translation, partially offset by market appreciation. Threadneedle institutional net outflows of $2.3 billion in the first quarter of 2013 primarily reflected $2.2 billion of outflows largely from legacy insurance assets, including $1.0 billion from a Japanese mandate.

The following table presents the results of operations of our Asset Management segment on an operating basis:

	Three Months Ended March 31,			
	2013	2012	Change	
		(in millions)		
Revenues				
Management and financial advice fees	$ 627	$ 586	$ 41	7%
Distribution fees	114	111	3	3
Net investment income	4	5	(1)	(20)
Other revenues	1	9	(8)	(89)
Total revenues	746	711	35	5
Banking and deposit interest expense				
Total net revenues	746	711	35	5
Expenses				
Distribution expenses	288	274	14	5
Amortization of deferred acquisition costs	4	3	1	33
General and administrative expense	310	303	7	2
Total expenses	602	580	22	4
Operating earnings	$ 144	$ 131	$ 13	10%

Our Asset Management segment pretax operating earnings, which exclude net realized gains or losses and integration charges, increased $13 million, or 10%, to $144 million for the three months ended March 31, 2013 compared to $131 million for the prior year period reflecting equity market appreciation and continued revenue enhancements related to various pricing adjustments and expense re-engineering, partially offset by the impact of net outflows.

Net Revenues

Net revenues increased $35 million, or 5%, to $746 million for the three months ended March 31, 2013 compared to $711 million for the prior year period driven by an increase in management and financial advice fees.

Management and financial advice fees increased $41 million, or 7%, to $627 million for the three months ended March 31, 2013 compared to $586 million for the prior year period primarily due to an increase in assets under management, as well as revenue enhancements related to various pricing adjustments. Average assets under management increased 3% compared to the prior year period driven by equity market appreciation, partially offset by net outflows and the negative impact of foreign currency translation. See our discussion above on the changes in assets under management.

Expenses

Total expenses, which exclude integration charges, increased $22 million, or 4%, to $602 million for the three months ended March 31, 2013 compared to $580 million for the prior year period primarily due to an increase in distribution expenses driven by higher retail fund assets and an increase in general and administrative expense driven by higher costs associated with Threadneedle s compensation program and higher project costs, partially offset by re-engineering benefits.

Table of Contents

Annuities

Our Annuities segment provides variable and fixed annuity products of RiverSource Life companies to individual clients. We provide our variable annuity products through our advisors, and fixed annuity products are provided through both affiliated and unaffiliated advisors and financial institutions. Revenues for our variable annuity products are primarily earned as fees based on underlying account balances, which are impacted by both market movements and net asset flows. Revenues for our fixed annuity products are primarily earned as net investment income on assets supporting fixed account balances, with profitability significantly impacted by the spread between net investment income earned and interest credited on the fixed account balances. We also earn net investment income on owned assets supporting reserves for immediate annuities and for certain guaranteed benefits offered with variable annuities and on capital supporting the business. Intersegment revenues for this segment reflect fees paid by our Asset Management segment for marketing support and other services provided in connection with the availability of variable insurance trust funds (VIT Funds) under the variable annuity contracts. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management segment, as well as expenses for investment management services provided by our Asset Management segment.

Management believes that operating measures, which exclude net realized gains or losses and the market impact on variable annuity guaranteed living benefits, net of hedges and the related DSIC and DAC amortization, for our Annuities segment, best reflect the underlying performance of our core operations and facilitate a more meaningful trend analysis. See our discussion on the use of these operating measures in the Overview section above.

The following table presents the results of operations of our Annuities segment on an operating basis:

	Three Months Ended March 31,			
	2013	2012	Change	
		(in millions)		
Revenues				
Management and financial advice fees	$ 170	$ 160	$ 10	6%
Distribution fees	81	76	5	7
Net investment income	270	293	(23)	(8)
Premiums	28	32	(4)	(13)
Other revenues	81	67	14	21
Total revenues	630	628	2	
Banking and deposit interest expense				
Total net revenues	630	628	2	
Expenses				
Distribution expenses	101	100	1	1
Interest credited to fixed accounts	164	171	(7)	(4)
Benefits, claims, losses and settlement expenses	116	78	38	49
Amortization of deferred acquisition costs	41	34	7	21
Interest and debt expense		1	(1)	NM
General and administrative expense	52	55	(3)	(5)
Total expenses	474	439	35	8
Operating earnings	$ 156	$ 189	$ (33)	(17)%

NM Not Meaningful.

Our Annuities segment pretax operating income, which excludes net realized gains or losses and the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC and DAC amortization), decreased $33 million, or 17%, to $156 million for the three months ended March 31, 2013 compared to $189 million for the prior year period primarily due to higher benefits, claims, losses and settlement expenses. Results for the first quarter of 2012 included a benefit of $20 million from variable annuity model updates and enhancements. The market impact on DAC and DSIC was a benefit of $14 million in the first quarter of 2013 compared to a benefit of $24 million in the prior year period.

RiverSource variable annuity account balances increased 6% to $70.9 billion at March 31, 2013 compared to the prior year period driven by market appreciation. Variable annuity net outflows of $193 million for the first quarter of 2013 reflected the closed book of annuities previously sold through third parties and $36 million of net inflows in the Ameriprise channel. RiverSource fixed annuity account balances declined 3% to $13.7 billion due to ongoing net outflows resulting from low client demand given current interest rates.

Table of Contents

Net Revenues

Net revenues, which exclude net realized gains or losses, increased $2 million to $630 million for the three months ended March 31, 2013 compared to $628 million for the prior year period.

Management and financial advice fees increased $10 million, or 6%, to $170 million for the three months ended March 31, 2013 compared to $160 million for the prior year period due to higher fees on variable annuities driven by higher separate account balances. Average variable annuities contract accumulation values increased $4.5 billion, or 7%, from the prior year period due to market appreciation.

Net investment income, which excludes net realized gains or losses, decreased $23 million, or 8%, to $270 million for the three months ended March 31, 2013 compared to $293 million for the prior year period due to a $21 million decrease in investment income on fixed maturities primarily reflecting a decrease of approximately $14 million from lower invested assets and approximately $10 million from lower interest rates.

Other revenues increased $14 million, or 21%, to $81 million for the three months ended March 31, 2013 compared to $67 million for the prior year period due to higher fees from variable annuity guarantees driven by higher volumes and higher fee rates.

Expenses

Total expenses, which exclude the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC and DAC amortization) increased $35 million, or 8%, to $474 million for the three months ended March 31, 2013 compared to $439 million for the prior year period due to an increase in benefits, claims, losses and settlement expenses.

Interest credited to fixed accounts decreased $7 million, or 4%, to $164 million for the three months ended March 31, 2013 compared to $171 million for the prior year period driven by a lower average crediting rate on interest sensitive fixed annuities and lower average fixed annuity account balances. The average fixed annuity crediting rate excluding capitalized interest decreased to 3.6% for the three months ended March 31, 2013 compared to 3.7% for the prior year period. Average fixed annuities contract accumulation values decreased $414 million, or 3%, to $13.7 billion for the three months ended March 31, 2013 compared to the prior year period due to outflows. Fixed annuities remain in net outflows due to low client demand given existing interest rates.

Benefits, claims, losses and settlement expenses, which exclude the market impact on variable annuity guaranteed living benefits (net of hedges and the related DSIC amortization), increased $38 million, or 49%, to $116 million for the three months ended March 31, 2013 compared to $78 million for the prior year period primarily due to a benefit of $23 million from variable annuity model updates and enhancements in the first quarter of 2012, as well as higher reserve funding related to higher fees from variable annuity guarantees.

Amortization of DAC, which excludes the DAC offset to the market impact on variable annuity guaranteed living benefits, increased $7 million, or 21%, to $41 million for the three months ended March 31, 2013 compared to $34 million for the prior year period due to the market impact on DAC. The market impact on DAC was a benefit of $11 million in the first quarter of 2013 compared to a benefit of $18 million in the prior year period as a result of favorable equity market returns in the first quarter of 2013 compared to favorable equity and bond fund returns in the first quarter of 2012.

Table of Contents

Protection

Our Protection segment offers a variety of products to address the protection and risk management needs of our retail clients including life, disability income and property-casualty insurance. Life and disability income products are primarily provided through our advisors. Our property-casualty products are sold primarily through affinity relationships. We issue insurance policies through our life insurance subsidiaries and the Property Casualty companies. The primary sources of revenues for this segment are premiums, fees and charges we receive to assume insurance-related risk. We earn net investment income on owned assets supporting insurance reserves and capital supporting the business. We also receive fees based on the level of assets supporting VUL separate account balances. This segment earns intersegment revenues from fees paid by our Asset Management segment for marketing support and other services provided in connection with the availability of VIT Funds under the VUL contracts. Intersegment expenses for this segment include distribution expenses for services provided by our Advice & Wealth Management segment, as well as expenses for investment management services provided by our Asset Management segment.

The following table presents the results of operations of our Protection segment on an operating basis:

	Three Months Ended March 31, 2013	2012	Change	
		(in millions)		
Revenues				
Management and financial advice fees	$ 14	$ 14	$	
Distribution fees	22	23	(1)	(4)%
Net investment income	111	106	5	5
Premiums	286	273	13	5
Other revenues	105	107	(2)	(2)
Total revenues	538	523	15	3
Banking and deposit interest expense		1	(1)	NM
Total net revenues	538	522	16	3
Expenses				
Distribution expenses	16	15	1	7
Interest credited to fixed accounts	34	35	(1)	(3)
Benefits, claims, losses and settlement expenses	292	278	14	5
Amortization of deferred acquisition costs	29	30	(1)	(3)
General and administrative expense	57	57		
Total expenses	428	415	13	3
Operating earnings	$ 110	$ 107	$ 3	3%

NM Not Meaningful.

Our Protection segment pretax operating income, which excludes net realized gains or losses and the market impact on index universal life benefits (net of hedges and the related DAC amortization, unearned revenue amortization, and the reinsurance accrual), increased $3 million, or 3%, to $110 million for the three months ended March 31, 2013 compared to $107 million for the prior year period as an increase in life and health earnings was largely offset by lower auto and home earnings.

Net Revenues

Net revenues, which exclude net realized gains or losses and the unearned revenue amortization and the reinsurance accrual offset to the market impact on index universal life benefits, increased $16 million, or 3%, to $538 million for the three months ended March 31, 2013 compared to $522 million for the prior year period primarily due to growth in auto and home premiums.

Premiums increased $13 million, or 5%, to $286 million for the three months ended March 31, 2013 compared to $273 million for the prior year period primarily due to growth in auto and home premiums driven by continued strong new policy sales growth across market segments, primarily from our affinity relationships with Costco and Progressive. Auto and home policy counts increased 9% year-over-year.

Table of Contents

Expenses

Total expenses, which exclude the market impact on index universal life benefits (net of hedges and the related DAC amortization), increased $13 million, or 3%, to $428 million for the three months ended March 31, 2013 compared to $415 million for the prior year period due to an increase in benefits, claims, losses and settlement expenses.

Benefits, claims, losses and settlement expenses, which exclude the market impact on index universal life benefits (net of hedges), increased $14 million, or 5%, to $292 million for the three months ended March 31, 2013 compared to $278 million for the prior year period due to higher expenses related to our auto and home business, partially offset by favorable disability income and long-term care claims experience. Benefits, claims, losses and settlement expenses related to our auto and home business increased compared to the prior year period primarily due to increased reserves for auto liability loss development and growth in exposure due to higher sales.

Corporate & Other

Our Corporate & Other segment consists of net investment income or loss on corporate level assets, including excess capital held in our subsidiaries and other unallocated equity and other revenues as well as unallocated corporate expenses. The Corporate & Other segment also includes revenues and expenses of CIEs, which are excluded on an operating basis.

The following table presents the results of operations of our Corporate & Other segment on an operating basis:

	Three Months Ended March 31, 2013	2012	Change	
		(in millions)		
Revenues				
Net investment income (loss)	$ (6)	$ 4	$ (10)	NM
Other revenues	3	4	(1)	(25)%
Total revenues	(3)	8	(11)	NM
Banking and deposit interest expense				
Total net revenues	(3)	8	(11)	NM
Expenses				
Distribution expenses	1		1	NM
Interest and debt expense	25	22	3	14
General and administrative expense	52	51	1	2
Total expenses	78	73	5	7
Operating loss	$ (81)	$ (65)	$ (16)	(25)%

NM Not Meaningful.

Our Corporate & Other segment pretax operating loss excludes net realized gains or losses, the impact of consolidating CIEs and restructuring charges. Our Corporate & Other segment pretax operating loss was $81 million for the three months ended March 31, 2013 compared to $65 million for the prior year period. Operating losses for the first quarter of 2013 included a loss of $11 million primarily due to how we account for the transfer of former bank assets. Approximately $8 million of this loss was reflected in net investment loss and approximately $3 million was reflected in general and administrative expense. The loss of $8 million in the Corporate & Other segment was offset by the associated incremental accretion income, primarily in the Annuities segment, that relates to the transfer of the bank assets and eliminates on a consolidated basis.

Market Risk

Our primary market risk exposures are interest rate, equity price, foreign currency exchange rate and credit risk. Equity price and interest rate fluctuations can have a significant impact on our results of operations, primarily due to the effects they have on the asset management and other asset-based fees we earn, the spread income generated on our annuities, brokerage client cash balances and face amount certificate products and UL insurance products, the value of DAC and DSIC assets, the value of liabilities for guaranteed benefits associated with our variable annuities and the value of derivatives held to hedge these benefits.

The guaranteed benefits associated with our variable annuities are GMWB, guaranteed minimum accumulation benefits (GMAB), guaranteed minimum death benefits (GMDB) and guaranteed minimum income benefits (GMIB). Each of these guaranteed benefits guarantees payouts to the annuity holder under certain specific conditions regardless of the performance of the underlying investment assets.

We continue to utilize a hedging program which attempts to match the sensitivity of the assets with the sensitivity of the liabilities. This approach works with the premise that matched sensitivities will produce a highly effective hedging result. Our comprehensive hedging program focuses mainly on first order sensitivities of assets and liabilities; Equity Market Level (Delta), Interest Rate Level (Rho) and Volatility (Vega). Additionally, various second order sensitivities are managed. We use various index options across the term structure, interest rate swaps and swaptions, total return swaps and

Table of Contents

futures to manage the risk exposures. The exposures are measured and monitored daily, and adjustments to the hedge portfolio are made as necessary.

To evaluate interest rate and equity price risk we perform sensitivity testing which measures the impact on pretax income from the sources listed below for a 12-month period following a hypothetical 100 basis point increase in interest rates or a hypothetical 10% decline in equity prices. The interest rate risk test assumes a sudden 100 basis point parallel shift in the yield curve, with rates then staying at those levels for the next 12 months. The equity price risk test assumes a sudden 10% drop in equity prices, with equity prices then staying at those levels for the next 12 months. In estimating the values of variable annuity riders, equity indexed annuities, stock market certificates, indexed universal life insurance and the associated hedge assets, we assumed no change in implied market volatility despite the 10% drop in equity prices.

The following tables present our estimate of the impact on pretax income from these hypothetical market movements as of March 31, 2013:

	Equity Price Exposure to Pretax Income (in millions)		
Equity Price Decline 10%	**Before Hedge Impact**	**Hedge Impact**	**Net Impact**
Asset-based management and distribution fees (1)	$ (216)	$ 13	$ (203)
DAC and DSIC amortization (2) (3)	(82)		(82)
Variable annuity riders:			
GMDB and GMIB (3)	(53)		(53)
GMWB	(107)	128	21
GMAB	(46)	57	11
DAC and DSIC amortization (4)	N/A	N/A	(7)
Total variable annuity riders	(206)	185	(28)
Equity indexed annuities	1	(1)	
Certificates	3	(3)	
Indexed universal life insurance	5	(5)	
Total	$ (495)	$ 189	$ (313)

	Interest Rate Exposure to Pretax Income (in millions)		
Interest Rate Increase 100 Basis Points	**Before Hedge Impact**	**Hedge Impact**	**Net Impact**
Asset-based management and distribution fees (1)	$ (42)	$	$ (42)
Variable annuity riders:			
GMWB	583	(561)	22
GMAB	34	(33)	1
DAC and DSIC amortization (4)	N/A	N/A	(5)
Total variable annuity riders	617	(594)	18
Fixed annuities, fixed portion of variable annuities and fixed insurance products	86		86
Brokerage client cash balances	120		120
Certificates	(3)		(3)
Indexed universal life insurance	6		6
Total	$ 784	$ (594)	$ 185

N/A Not Applicable.

(1) Excludes incentive income which is impacted by market and fund performance during the period and cannot be readily estimated.

(2) Market impact on DAC and DSIC amortization resulting from lower projected profits.

(3) In estimating the impact on DAC and DSIC amortization resulting from lower projected profits, we have not changed our assumed equity asset growth rates. This is a significantly more conservative estimate than if we assumed management follows its mean reversion guideline and increased near-term rates to recover the drop in equity values over a five-year period. We make this same conservative assumption in estimating the impact from GMDB and GMIB riders.

(4) Market impact on DAC and DSIC amortization related to variable annuity riders is modeled net of hedge impact.

The above results compare to an estimated negative net impact to pretax income of $318 million related to a 10% equity price decline and an estimated positive net impact to pretax income of $185 million related to a 100 basis point increase in interest rates as of March 31, 2013.

Table of Contents

Net impacts shown in the above table from GMWB and GMAB riders result largely from differences between the liability valuation basis and the hedging basis. Liabilities are valued using fair value accounting principles, with key policyholder behavior assumptions loaded to provide risk margins and with discount rates increased to reflect a current market estimate of our risk of nonperformance specific to these liabilities. For variable annuity riders introduced prior to mid-2009, management elected to hedge based on best estimate policyholder behavior assumptions. For riders issued since mid-2009, management has been hedging on a basis that includes risk margins related to policyholder behavior. The nonperformance spread risk is not hedged.

Actual results could differ materially from those illustrated above as they are based on a number of estimates and assumptions. These include assuming that implied market volatility does not change when equity prices fall by 10%, that management does not increase assumed equity asset growth rates to anticipate recovery of the drop in equity values when valuing DAC, DSIC and GMDB and GMIB liability values and that the 100 basis point increase in interest rates is a parallel shift of the yield curve. Furthermore, we have not tried to anticipate changes in client preferences for different types of assets or other changes in client behavior, nor have we tried to anticipate actions management might take to increase revenues or reduce expenses in these scenarios.

The selection of a 100 basis point interest rate increase as well as a 10% equity price decline should not be construed as a prediction of future market events. Impacts of larger or smaller changes in interest rates or equity prices may not be proportional to those shown for a 100 basis point increase in interest rates or a 10% decline in equity prices.

Fair Value Measurements

We report certain assets and liabilities at fair value; specifically, separate account assets, derivatives, embedded derivatives, properties held by our consolidated property funds, and most investments and cash equivalents. Fair value assumes the exchange of assets or liabilities occurs in orderly transactions and is not the result of a forced liquidation or distressed sale. We include actual market prices, or observable inputs, in our fair value measurements to the extent available. Broker quotes are obtained when quotes from pricing services are not available. We validate prices obtained from third parties through a variety of means such as: price variance analysis, subsequent sales testing, stale price review, price comparison across pricing vendors and due diligence reviews of vendors. See Note 10 to the Consolidated Financial Statements for additional information on our fair value measurements.

Fair Value of Liabilities and Nonperformance Risk

Companies are required to measure the fair value of liabilities at the price that would be received to transfer the liability to a market participant (an exit price). Since there is not a market for our obligations of our variable annuity riders and indexed universal life insurance, we consider the assumptions participants in a hypothetical market would make to reflect an exit price. As a result, we adjust the valuation of variable annuity riders and indexed universal life insurance by updating certain contractholder assumptions, adding explicit margins to provide for profit, risk and expenses, and adjusting the rates used to discount expected cash flows to reflect a current market estimate of our nonperformance risk. The nonperformance risk adjustment is based on broker quotes for credit default swaps that are adjusted to estimate the risk of our life insurance company subsidiaries not fulfilling these liabilities. Consistent with general market conditions, this estimate resulted in a spread over the LIBOR swap curve as of March 31, 2013. As our estimate of this spread widens or tightens, the liability will decrease or increase. If this nonperformance credit spread moves to a zero spread over the LIBOR swap curve, the reduction to net income would be approximately $154 million, net of DAC, DSIC and unearned revenue amortization, the reinsurance accrual and income taxes (calculated at the statutory tax rate of 35%), based on March 31, 2013 credit spreads.

Liquidity and Capital Resources

Overview

We maintained substantial liquidity during the three months ended March 31, 2013. At March 31, 2013, we had $2.2 billion in cash and cash equivalents compared to $2.4 billion at December 31, 2012. We have additional liquidity available through an unsecured revolving credit facility for up to $500 million that expires in November 2015. Under the terms of the underlying credit agreement, we can increase this facility to $750 million upon satisfaction of certain approval requirements. Available borrowings under this facility are reduced by any outstanding letters of credit. At March 31, 2013 and December 31, 2012, we had no outstanding borrowings under this credit facility and had $2 million of outstanding letters of credit. Our junior subordinated notes due 2066 and credit facility contain various administrative, reporting, legal and financial covenants. We were in compliance with all such covenants at both March 31, 2013 and December 31, 2012.

We enter into short-term borrowings, which may include repurchase agreements and Federal Home Loan Bank (FHLB) advances, to reduce reinvestment risk from higher levels of expected annuity net cash flows. Short-term borrowings allow us to receive cash to reinvest in longer-duration assets, while paying back the short-term debt with cash flows generated by the fixed

Table of Contents

income portfolio. The balance of repurchase agreements at March 31, 2013 and December 31, 2012 was $200 million and $501 million, respectively, which is collateralized with agency residential mortgage backed securities and commercial mortgage backed securities from our investment portfolio. Our subsidiary, RiverSource Life Insurance Company (RiverSource Life), is a member of the FHLB of Des Moines, which provides access to collateralized borrowings. As of March 31, 2013 and December 31, 2012, we had $300 million and nil, respectively, of borrowings from the FHLB, which is collateralized with commercial mortgage backed securities. We believe cash flows from operating activities, available cash balances and our availability of revolver borrowings will be sufficient to fund our operating liquidity needs.

Dividends from Subsidiaries

Ameriprise Financial is primarily a parent holding company for the operations carried out by our wholly owned subsidiaries. Because of our holding company structure, our ability to meet our cash requirements, including the payment of dividends on our common stock, substantially depends upon the receipt of dividends or return of capital from our subsidiaries, particularly our life insurance subsidiary, RiverSource Life, our face-amount certificate subsidiary, Ameriprise Certificate Company (ACC), AMPF Holding Corporation, which is the parent company of our retail introducing broker-dealer subsidiary, Ameriprise Financial Services, Inc. (AFSI) and our clearing broker-dealer subsidiary, American Enterprise Investment Services, Inc. (AEIS), our Auto and Home insurance subsidiary, IDS Property Casualty Insurance Company (IDS Property Casualty), doing business as Ameriprise Auto & Home Insurance, our transfer agent subsidiary, Columbia Management Investment Services Corp., our investment advisory company, Columbia Management Investment Advisers, LLC, and Threadneedle. The payment of dividends by many of our subsidiaries is restricted and certain of our subsidiaries are subject to regulatory capital requirements.

Actual capital and regulatory capital requirements for our wholly owned subsidiaries subject to regulatory capital requirements were as follows:

	Actual Capital		Regulatory Capital Requirements	
	March 31, 2013	**December 31, 2012**	**March 31, 2013**	**December 31, 2012**
		(in millions)		
RiverSource Life(1)(2)	$ 3,018	$ 3,257	N/A	$ 620
RiverSource Life of NY(1)(2)	262	256	N/A	44
IDS Property Casualty(1)(3)	475	462	$ 164	160
Ameriprise Insurance Company(1)(3)	43	43	2	2
ACC(4)(5)	213	204	200	187
Threadneedle(6)	262	183	140	156
Ameriprise National Trust Bank(7)	13	142	4	14
AFSI(3)(4)	126	88	2	2
Ameriprise Captive Insurance Company(3)	59	59	16	12
Ameriprise Trust Company(3)	52	48	50	47
AEIS(3)(4)	103	114	40	39
RiverSource Distributors, Inc.(3)(4)	22	25	#	#
Columbia Management Investment Distributors, Inc.(3)(4)	30	29	#	#

N/A Not applicable.

Amounts are less than $1 million.

(1) Actual capital is determined on a statutory basis.

(2) Regulatory capital requirement is based on the statutory risk-based capital filing.

(3) Regulatory capital requirement is based on the applicable regulatory requirement, calculated as of March 31, 2013 and December 31, 2012.

(4) Actual capital is determined on an adjusted GAAP basis.

(5) ACC is required to hold capital in compliance with the Minnesota Department of Commerce and SEC capital requirements.

(6) Actual capital and regulatory capital requirements are determined in accordance with U.K. regulatory legislation. The actual capital and the regulatory capital requirements at December 31, 2012 represent management s assessment at March 31, 2013 of the risk based requirements, as specified by FSA regulations and submitted to the FSA in December 2013.

(7) In January 2013, we completed the conversion of our federal savings bank subsidiary, Ameriprise Bank, FSB, to a limited powers national trust bank, which conversion included changing the name of this subsidiary to Ameriprise National Trust Bank. As of March 31, 2013 and December 31, 2012, this subsidiary was required to maintain capital in compliance with the Office of the Comptroller of the Currency (OCC) regulations and policies.

In addition to the particular regulations restricting dividend payments and establishing subsidiary capitalization requirements, we take into account the overall health of the business, capital levels and risk management considerations in determining a dividend strategy for payments to our company from our subsidiaries, and in deciding to use cash to make capital contributions to our subsidiaries.

During the three months ended March 31, 2013, the parent holding company received cash dividends or a return of capital from its subsidiaries of $575 million (including $325 million from RiverSource Life and $130 million from Ameriprise Bank) and contributed cash to its subsidiaries of $16 million. During the three months ended March 31, 2012, the parent holding company received cash dividends or a return of capital from its subsidiaries of $311 million (including $225 million from RiverSource Life) and contributed cash to its subsidiaries of $15 million.

Dividends Paid to Shareholders and Share Repurchases

We paid regular quarterly dividends to our shareholders totaling $94 million and $64 million for the three months ended March 31, 2013 and 2012, respectively. On April 22, 2013, we announced a quarterly dividend of $0.52 per common share. The dividend will be paid on May 17, 2013 to our shareholders of record at the close of business on May 6, 2013.

On October 24, 2012, we announced that our Board of Directors authorized an expenditure of up to an additional $2.0 billion for the repurchase of shares of our common stock through 2014. As of March 31, 2013, we had $1.8 billion remaining under this share repurchase authorization. We intend to fund share repurchases through existing working capital, capital released from the transition of Ameriprise Bank from a federal savings bank to a limited powers national trust bank, future earnings and other customary financing methods. The share repurchase program does not require the purchase of any minimum number of shares, and depending on market conditions and other factors, these purchases may be commenced or suspended at any time without prior notice. Acquisitions under the share repurchase program may be made in the open market, through privately negotiated transactions or block trades or other means. During the three months ended March 31, 2013, we repurchased a total of 5.2 million shares of our common stock at an average price of $69.00 per share.

Cash Flows

Cash flows of CIEs are reflected in our cash flows provided by (used in) operating activities, investing activities and financing activities. Cash held by CIEs is not available for general use by Ameriprise Financial, nor is Ameriprise Financial cash available for general use by its CIEs. As such, the operating, investing and financing cash flows of the CIEs have no impact to the change in cash and cash equivalents.

Operating Activities

Net cash used in operating activities was $466 million for the three months ended March 31, 2013 compared to net cash provided by operating activities $175 million for the prior year period. Operating cash flows for the first quarter of 2013 included a negative impact of $405 million related to CIEs compared to a positive impact of $14 million for the prior year period. Operating cash flows for the first quarter of 2013 included cash outflows of $121 million due to a decrease in net cash collateral held related to derivative instruments compared to cash outflows of $526 million in the prior year period reflecting the change in market value of our net over-the-counter derivatives after master netting

arrangements. See Note 12 to our Consolidated Financial Statements for further information on our derivative instruments and collateral arrangements. Income taxes paid, net was $10 million for the three months ended March 31, 2013 compared to income taxes received, net of $79 million for the prior year period. In addition, cash decreased compared to the prior year period due to changes in derivatives.

Investing Activities

Our investing activities primarily relate to our Available-for-Sale investment portfolio. Further, this activity is significantly affected by the net flows of our investment certificate, fixed annuity and universal life products reflected in financing activities.

Net cash provided by investing activities was $389 million for the three months ended March 31, 2013 compared to net cash used in investing activities of $234 million for the prior year period. The increase in cash of $623 million compared to the prior year period was primarily due to a $342 million decrease in purchases of Available-for-Sale securities and a $144 million increase in proceeds from sales and maturities, sinking fund payments and calls of Available-for-Sale securities.

Financing Activities

Net cash used in financing activities decreased $303 million to $114 million for the three months ended March 31, 2013 compared to $417 million for the prior year period primarily due to a $265 million increase in cash from changes in investment certificates and banking time deposits driven by higher net proceeds from investment certificates. Cash used for

Table of Contents

the repurchase of common stock, which includes stock repurchases and shares surrendered to cover income tax obligations of holders of share-based compensation awards, increased $114 million compared to the prior year period.

Contractual Commitments

There have been no material changes to our contractual obligations disclosed in our 2012 10-K.

Off-Balance Sheet Arrangements

We provide asset management services to various collateralized debt obligations and other investment products, which are sponsored by us for the investment of client assets in the normal course of business. Certain of these investment entities are considered to be variable interest entities while others are considered to be voting rights entities. We consolidate certain of these investment entities. For entities that we do not consolidate, our maximum exposure to loss is our investment in the entity, which was not material as of March 31, 2013. We have no obligation to provide further financial or other support to these structured investments nor have we provided any support to these structured investments. See Note 3 to our Consolidated Financial Statements for additional information on our arrangements with structured investments.

Forward-Looking Statements

This report contains forward-looking statements that reflect management s plans, estimates and beliefs. Actual results could differ materially from those described in these forward-looking statements. Examples of such forward-looking statements include:

- statements of the Company s plans, intentions, positioning, expectations, objectives or goals, including those relating to asset flows, mass affluent and affluent client acquisition strategy, client retention and growth of our client base, financial advisor productivity, retention, recruiting and enrollments, the introduction, cessation, terms or pricing of new or existing products and services, acquisition integration, general and administrative costs, consolidated tax rate, return of capital to shareholders, and excess capital position and financial flexibility to capture additional growth opportunities;

- other statements about future economic performance, the performance of equity markets and interest rate variations and the economic performance of the United States and of global markets; and

- statements of assumptions underlying such statements.

The words believe, expect, anticipate, optimistic, intend, plan, aim, will, may, should, could, would, likely, forecas expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from such statements.

Such factors include, but are not limited to:

- conditions in the interest rate, credit default, equity market and foreign exchange environments, including changes in valuations, liquidity and volatility;

- changes in and the adoption of relevant accounting standards and securities rating agency standards and processes, as well as changes in the litigation and regulatory environment, including ongoing legal proceedings and regulatory actions, the frequency and extent of legal claims threatened or initiated by clients, other persons and regulators, and developments in regulation and legislation, including the rules and regulations implemented or to be implemented in connection with the Dodd-Frank Wall Street Reform and Consumer Protection Act;

- investment management performance and distribution partner and consumer acceptance of the Company s products;

- effects of competition in the financial services industry, including pricing pressure, the introduction of new products and services and changes in product distribution mix and distribution channels;

- changes to the Company s reputation that may arise from employee or advisor misconduct, legal or regulatory actions, perceptions of the financial services industry generally, improper management of conflicts of interest or otherwise;

- the Company s capital structure, including indebtedness, limitations on subsidiaries to pay dividends, and the extent, manner, terms and timing of any share or debt repurchases management may effect as well as the opinions of rating agencies and other analysts and the reactions of market participants or the Company s regulators, advisors, distribution partners or customers in response to any change or prospect of change in any such opinion;

Table of Contents

- changes to the availability and cost of liquidity and the Company s credit capacity that may arise due to shifts in market conditions, the Company s credit ratings and the overall availability of credit;

- risks of default, capacity constraint or repricing by issuers or guarantors of investments the Company owns or by counterparties to hedge, derivative, insurance or reinsurance arrangements or by manufacturers of products the Company distributes, experience deviations from the Company s assumptions regarding such risks, the evaluations or the prospect of changes in evaluations of any such third parties published by rating agencies or other analysts, and the reactions of other market participants or the Company s regulators, advisors, distribution partners or customers in response to any such evaluation or prospect of changes in evaluation;

- experience deviations from the Company s assumptions regarding morbidity, mortality and persistency in certain annuity and insurance products, or from assumptions regarding market returns assumed in valuing or unlocking DAC and DSIC or market volatility underlying the Company s valuation and hedging of guaranteed living benefit annuity riders; or from assumptions regarding anticipated claims and losses relating to the Company s automobile and home insurance products;

- changes in capital requirements that may be indicated, required or advised by regulators or rating agencies;

- the impacts of the Company s efforts to improve distribution economics and to grow third-party distribution of its products;

- the Company s ability to pursue and complete strategic transactions and initiatives, including acquisitions, divestitures, restructurings, joint ventures and the development of new products and services;

- the Company s ability to realize the financial, operating and business fundamental benefits or to obtain regulatory approvals regarding integrations we plan for the acquisitions we have completed or may pursue and contract to complete in the future, as well as the amount and timing of integration expenses;

- the ability and timing to realize savings and other benefits from re-engineering and tax planning;

- interruptions or other failures in the Company s communications, technology and other operating systems, including errors or failures caused by third party service providers, interference or failures caused by third party attacks on the Company s systems, or the failure to safeguard the privacy or confidentiality of sensitive information and data on such systems; and

- general economic and political factors, including consumer confidence in the economy and the financial industry, the ability and inclination of consumers generally to invest as well as their ability and inclination to invest in financial instruments and products other than cash and cash equivalents, the costs of products and services the Company consumes in the conduct of its business, and applicable legislation and regulation and changes therein, including tax laws, tax treaties, fiscal and central government treasury policy, and policies regarding the financial services industry and publicly-held firms, and regulatory rulings and pronouncements.

Management cautions the reader that the foregoing list of factors is not exhaustive. There may also be other risks that management is unable to predict at this time that may cause actual results to differ materially from those in forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. Management undertakes no obligation to update publicly or revise any forward-looking statements. The foregoing list of factors should be read in conjunction with the Risk Factors discussion included in Part I, Item 1A of our 2012 10-K.

Table of Contents

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information set forth in Part I, Item 2, Management s Discussion and Analysis of Financial Condition and Results of Operations Market Risk in this report is incorporated herein by reference. These disclosures should be read in conjunction with the Quantitative and Qualitative Disclosures About Market Risk discussion included as Part II, Item 7A of our Annual Report on Form 10-K for 2012 filed with the SEC on February 27, 2013.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) designed to provide reasonable assurance that the information required to be reported in the Exchange Act filings is recorded, processed, summarized and reported within the time periods specified in and pursuant to SEC regulations, including controls and procedures designed to ensure that this information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding the required disclosure. It should be noted that, because of inherent limitations, our company s disclosure controls and procedures, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the disclosure controls and procedures are met.

Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our company s Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at a reasonable level of assurance as of March 31, 2013.

Changes in Internal Control over Financial Reporting

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our company s internal control over financial reporting.

Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The information set forth in Note 15 to the Consolidated Financial Statements in Part I, Item 1 is incorporated herein by reference.

ITEM 1A. RISK FACTORS

There have been no material changes in the risk factors provided in Part I, Item 1A of our 2012 10-K.

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

The following table presents the information with respect to purchases made by or on behalf of Ameriprise Financial, Inc. or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of our common stock during the first quarter of 2013:

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid Per Share	(c) Total Number of Shares Purchased as part of Publicly Announced Plans or Programs(1)	(d) Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs(1)
January 1 to January 31, 2013				
Share repurchase program(1)	1,160,063	$ 65.49	1,160,063	$ 2,054,743,912
Employee transactions(2)	117,069	$ 62.65	N/A	N/A
February 1 to February 28, 2013				
Share repurchase program(1)	1,991,790	$ 67.45	1,991,790	$ 1,920,402,816
Employee transactions(2)	1,068,307	$ 66.96	N/A	N/A
March 1 to March 31, 2013				
Share repurchase program(1)	2,068,124	$ 72.47	2,068,124	$ 1,770,532,866
Employee transactions(2)	435,766	$ 72.49	N/A	N/A
Totals				
Share repurchase program(1)	5,219,977	$ 69.00	5,219,977	
Employee transactions(2)	1,621,142	$ 68.13	N/A	
	6,841,119		5,219,977	

N/A Not applicable.

(1) On June 15, 2011, we announced that our board of directors authorized us to repurchase up to $2.0 billion worth of our common stock through June 28, 2013. On October 24, 2012, we announced that our board of directors authorized us to repurchase up to an additional $2.0 billion worth of our common stock through 2014. The share repurchase programs do not require the purchase of any minimum number of shares, and depending on market conditions and other factors, these purchases may be commenced or suspended at any time without prior notice. Acquisitions under the share repurchase programs may be made in the open market, through privately negotiated transactions or block trades or other means.

(2) Includes restricted shares withheld pursuant to the terms of awards under the Company s share-based compensation plans to offset tax withholding obligations that occur upon vesting and release of restricted shares. The value of the restricted shares withheld is the closing price of common stock of Ameriprise Financial, Inc. on the date the relevant transaction occurs. Also includes shares withheld pursuant to the net settlement of Non-Qualified Stock Option (NQSO) exercises to offset tax withholding obligations that occur upon exercise and to cover the strike price of the NQSO. The value of the shares withheld pursuant to the net settlement of NQSO exercises is the closing price of common stock of Ameriprise Financial, Inc. on the day prior to the date the relevant transaction occurs.

ITEM 6. EXHIBITS

The list of exhibits required to be filed as exhibits to this report are listed on page E-1 hereof, under Exhibit Index, which is incorporated herein by reference.

Table of Contents

SIGNATURES

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

		AMERIPRISE FINANCIAL, INC. (Registrant)
Date: May 1, 2013	By	/s/ Walter S. Berman Walter S. Berman Executive Vice President and Chief Financial Officer
Date: May 1, 2013	By	/s/ David K. Stewart David K. Stewart Senior Vice President and Controller (Principal Accounting Officer)

Table of Contents

EXHIBIT INDEX

Pursuant to the rules and regulations of the Securities and Exchange Commission, we have filed certain agreements as exhibits to this Quarterly Report on Form 10-Q. These agreements may contain representations and warranties by the parties. These representations and warranties have been made solely for the benefit of the other party or parties to such agreements and (i) may have been qualified by disclosures made to such other party or parties, (ii) were made only as of the date of such agreements or such other date(s) as may be specified in such agreements and are subject to more recent developments, which may not be fully reflected in our public disclosure, (iii) may reflect the allocation of risk among the parties to such agreements and (iv) may apply materiality standards different from what may be viewed as material to investors. Accordingly, these representations and warranties may not describe our actual state of affairs at the date hereof and should not be relied upon.

The following exhibits are filed as part of this Quarterly Report on Form 10-Q. The exhibit numbers followed by an asterisk (*) indicate exhibits electronically filed herewith. All other exhibit numbers indicate exhibits previously filed and are hereby incorporated herein by reference.

Exhibit	Description
3.1	Amended Restated Certificate of Incorporation of Ameriprise Financial, Inc. (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K, File No. 1-32525, filed on April 30, 2010).
3.2	Amended and Restated Bylaws of Ameriprise Financial, Inc. (incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K, File No. 1-32525, filed on April 26, 2012).
4.1	Form of Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to Form 10 Registration Statement, File No. 1-32525, filed on August 19, 2005).
	Other instruments defining the rights of holders of long-term debt securities of the registrant are omitted pursuant to Section (b)(4)(iii)(A) of Item 601 of Regulation S-K. The registrant agrees to furnish copies of these instruments to the SEC upon request.
31.1*	Certification of James M. Cracchiolo pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Walter S. Berman pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.
32*	Certification of James M. Cracchiolo and Walter S. Berman pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from Ameriprise Financial, Inc. s Quarterly Report on Form 10-Q for the period ended March 31, 2013, formatted in XBRL: (i) Consolidated Statements of Operations for the three months ended March 31, 2013 and 2012; (ii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2013 and 2012; (iii) Consolidated Balance Sheets at March 31, 2013 and December 31, 2012; (iv) Consolidated Statements of Equity for the three months ended March 31, 2013 and 2012; (v) Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012; and (vi) Notes to the Consolidated Financial Statements.