

JEFFERSON PILOT CORP

Form 10-Q

November 14, 2003

## FORM 10-Q

### SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D. C. 20549

Quarterly Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934

For Quarter Ended September 30, 2003

Commission file number 1-5955

## Jefferson-Pilot Corporation

(Exact name of registrant as specified in its charter)

North Carolina  
(State or other jurisdiction of  
incorporation or organization)

56-0896180  
(I.R.S. Employer  
Identification No.)

100 North Greene Street, Greensboro, North Carolina  
(Address of principal executive offices)

27401  
(Zip Code)

(336) 691-3000  
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

Number of shares of common stock outstanding at September 30, 2003

141,055,347

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## JEFFERSON-PILOT CORPORATION

Explanatory note: We have made certain reclassifications from the presentation provided in our Earnings Release furnished on Form 8-K, dated October 27, 2003, related to the adoption and subsequent deferral of certain provisions of SFAS 150. See Note 6 for further discussion.

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## PART I FINANCIAL INFORMATION

## Item 1. Financial Statements

**JEFFERSON-PILOT CORPORATION AND SUBSIDIARIES**  
**CONSOLIDATED UNAUDITED CONDENSED BALANCE SHEETS**  
(Dollar Amounts in Millions Except Share Information)

|  | September 30<br>2003 | December 31<br>2002 |
|--|----------------------|---------------------|
| <b>ASSETS</b>  |                      |                     |
| Investments:   |                      |                     |
| Debt securities available for sale, at fair value (amortized cost \$16,350 and \$15,591)   | \$ 17,409            | \$ 16,465           |
| Debt securities held to maturity, at amortized cost (fair value \$3,035 and \$3,225)   | 2,834                | 3,036               |
| Equity securities available for sale, at fair value (cost \$304 and \$46)  | 714                  | 409                 |
| Mortgage loans on real estate  | 3,347                | 3,294               |
| Policy loans   | 873                  | 909                 |
| Real estate  | 132                  | 133                 |
| Other investments  | 34                   | 33                  |
|  | <u>25,343</u>        | <u>24,279</u>       |
| Total investments  |                      |                     |
| Cash and cash equivalents  | 49                   | 67                  |
| Accrued investment income  | 313                  | 302                 |
| Due from reinsurers  | 1,348                | 1,375               |
| Deferred policy acquisition costs and value of business acquired   | 2,111                | 2,027               |
| Goodwill   | 312                  | 312                 |
| Assets held in separate accounts   | 1,975                | 1,785               |
| Other assets   | 535                  | 462                 |
|  | <u>31,986</u>        | <u>30,609</u>       |
| Total assets   |                      |                     |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>   |                      |                     |
| Policy liabilities:  |                      |                     |
| Future policy benefits   | \$ 2,655             | \$ 2,592            |
| Policyholder contract deposits   | 20,249               | 19,545              |
| Dividend accumulations and other policyholder funds on deposit   | 251                  | 248                 |
| Policy and contract claims   | 161                  | 161                 |
| Other  | 634                  | 586                 |
|  | <u>23,950</u>        | <u>23,132</u>       |
| Total policy liabilities   |                      |                     |
| Commercial paper and revolving credit borrowings   | 487                  | 453                 |
| Securities sold under repurchase agreements  | 367                  | 499                 |
| Currently payable income taxes   | (10)                 | 46                  |
| Deferred income tax liabilities  | 509                  | 385                 |
| Liabilities related to separate accounts   | 1,975                | 1,785               |
| Accounts payable, accruals and other liabilities   | 599                  | 469                 |
|  | <u>27,877</u>        | <u>26,769</u>       |
| Total liabilities  |                      |                     |
| Commitments and contingent liabilities   |                      |                     |
| Guaranteed preferred beneficial interest in subordinated debentures ( Capital Securities )   | 300                  | 300                 |
| Stockholders Equity:   |                      |                     |
| Common stock and paid in capital, par value \$1.25 per share: authorized 350,000,000 shares; issued and outstanding 2003-141,055,347 shares; | 176                  | 180                 |

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|   |                 |                 |
|---|-----------------|-----------------|
| 2002-142,798,768 shares                   |                 |                 |
| Retained earnings                         | 2,907           | 2,750           |
| Accumulated other comprehensive income    | 726             | 610             |
|   | <u>3,809</u>    | <u>3,540</u>    |
| Total liabilities and stockholders equity | \$31,986        | \$30,609        |
|   | <u>\$31,986</u> | <u>\$30,609</u> |

See Notes to Consolidated Financial Statements

**JEFFERSON-PILOT CORPORATION**  
**CONSOLIDATED UNAUDITED CONDENSED STATEMENTS OF INCOME**  
(Dollar Amounts in Millions Except Per Share Information)

|   | Three Months Ended<br>September 30 |                   | Nine Months Ended<br>September 30 |                   |
|---|------------------------------------|-------------------|-----------------------------------|-------------------|
|   | 2003                               | 2002              | 2003                              | 2002              |
| <b>Revenue:</b>   |                                    |                   |                                   |                   |
| Premiums and other considerations   | \$ 434                             | \$ 400            | \$ 1,286                          | \$ 1,163          |
| Net investment income   | 412                                | 406               | 1,237                             | 1,218             |
| Realized investment gains (losses)  | (5)                                | 4                 | (4)                               | 42                |
| Communications sales  | 52                                 | 50                | 153                               | 148               |
| Other   | 28                                 | 24                | 76                                | 81                |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Total revenue   | 921                                | 884               | 2,748                             | 2,652             |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| <b>Benefits and Expenses:</b>   |                                    |                   |                                   |                   |
| Insurance and annuity benefits  | 517                                | 513               | 1,562                             | 1,494             |
| Insurance commissions, net of deferrals   | 31                                 | 28                | 81                                | 91                |
| General and administrative expenses, net of deferrals                               | 58                                 | 52                | 167                               | 161               |
| Amortization of policy acquisition costs and value of business acquired             | 92                                 | 72                | 255                               | 204               |
| Interest expense  | 2                                  | 3                 | 7                                 | 8                 |
| Communications operations   | 28                                 | 29                | 90                                | 91                |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Total benefits and expenses   | 728                                | 697               | 2,162                             | 2,049             |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Income before income taxes  | 193                                | 187               | 586                               | 603               |
| Income taxes  | 61                                 | 62                | 193                               | 201               |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Net income before dividends on Capital Securities                                   | 132                                | 125               | 393                               | 402               |
| Dividends on Capital Securities   | (6)                                | (6)               | (18)                              | (18)              |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Net income available to common stockholders   | \$ 126                             | \$ 119            | \$ 375                            | \$ 384            |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Net income available to common stockholders, before dividends on Capital Securities | \$ 132                             | \$ 125            | \$ 393                            | \$ 402            |
| Other comprehensive income  | (104)                              | 84                | 116                               | 170               |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Comprehensive income  | \$ 28                              | \$ 209            | \$ 509                            | \$ 572            |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Average number of shares outstanding  | 141.4                              | 144.6             | 142.1                             | 148.0             |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| <b>Net Income Per Share of Common Stock:</b>  |                                    |                   |                                   |                   |
| Net income available to common stockholders   | \$ 0.89                            | \$ 0.82           | \$ 2.64                           | \$ 2.59           |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Net income available to common stockholders - assuming dilution                     | \$ 0.88                            | \$ 0.81           | \$ 2.62                           | \$ 2.57           |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Dividends declared per common share   | \$0.330                            | \$0.303           | \$0.963                           | \$0.908           |
|   | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |

See Notes to Consolidated Financial Statements



**JEFFERSON-PILOT CORPORATION**  
**CONSOLIDATED UNAUDITED CONDENSED**  
**STATEMENTS OF CASH FLOWS**  
(In Millions)

|  | Nine Months Ended<br>September 30 |         |
|--|-----------------------------------|---------|
|  | 2003                              | 2002    |
| Net cash provided by operations                  | \$ 467                            | \$ 316  |
| Cash Flows from Investing Activities:            |                                   |         |
| Investments purchased, net                       | (842)                             | (1,114) |
| Other investing activities                       | (1)                               | (9)     |
| Net cash used in investing activities            | (843)                             | (1,123) |
| Cash Flows from Financing Activities:            |                                   |         |
| Policyholder contract deposits                   | 1,782                             | 2,190   |
| Policyholder contract withdrawals                | (1,082)                           | (1,062) |
| Net short-term repayments                        | (99)                              | 36      |
| Repurchase of common shares, net                 | (87)                              | (301)   |
| Cash dividends paid                              | (161)                             | (149)   |
| Other financing activities                       | 5                                 | 4       |
| Net cash provided by financing activities        | 358                               | 718     |
| Decrease in cash and cash equivalents            | (18)                              | (89)    |
| Cash and cash equivalents at beginning of period | 67                                | 139     |
| Cash and cash equivalents at end of period       | \$ 49                             | \$ 50   |
| Supplemental Cash Flow Information:              |                                   |         |
| Income taxes paid                                | \$ 193                            | \$ 174  |
| Interest paid                                    | \$ 9                              | \$ 17   |

See Notes to Consolidated Financial Statements



JEFFERSON-PILOT CORPORATION

NOTES TO CONSOLIDATED UNAUDITED CONDENSED FINANCIAL STATEMENTS  
(Dollar amounts in millions)

1. Basis of Presentation

The accompanying consolidated unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All significant intercompany accounts and transactions have been eliminated in consolidation. Operating results for the nine-month period ended September 30, 2003 are not necessarily indicative of the results that may be expected for the year ended December 31, 2003. To improve disclosure of our cost of borrowing, we have reclassified interest expense from net investment income to benefits and expenses on the accompanying consolidated unaudited condensed statements of income. Prior year amounts have been reclassified to conform with the current year presentation.

2. Significant Accounting Policies

Stock Based Compensation

The Company accounts for stock incentive awards in accordance with APB Opinion No. 25, *Accounting for Stock Issued to Employees*, and accordingly, recognizes no compensation expense for stock option awards to employees or directors when the option price is not less than the market value of the stock at the date of award. The Company recognizes expense utilizing the fair value method in accordance with SFAS 123 for stock options granted to non-employees, specifically agents.

SFAS 123 requires the presentation of pro forma information as if the Company had accounted for its employee and director stock options granted after December 31, 1994 under the fair value method of that Statement.

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The following is a reconciliation of reported net income and pro forma information as if the Company had adopted SFAS 123 for its employee and director stock option awards:

|   | Three Months Ended<br>September 30 |        | Nine Months Ended<br>September 30 |        |
|---|------------------------------------|--------|-----------------------------------|--------|
|   | 2003                               | 2002   | 2003                              | 2002   |
| Net income, as reported   | \$ 126                             | \$ 119 | \$ 375                            | \$ 384 |
| Deduct: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects | (1)                                | (3)    | (4)                               | (10)   |
| Pro forma net income available to common stockholders   | \$ 125                             | \$ 116 | \$ 371                            | \$ 374 |
| Earnings per share available to common stockholders, as reported  | \$0.89                             | \$0.82 | \$2.64                            | \$2.59 |
| Pro forma earnings per share available to common stockholders   | \$0.89                             | \$0.80 | \$2.61                            | \$2.53 |
| Earnings per share available to common stockholders assuming dilution, as reported  | \$0.88                             | \$0.81 | \$2.62                            | \$2.57 |
| Pro forma earnings per share available to common stockholders assuming dilution   | \$0.88                             | \$0.80 | \$2.59                            | \$2.50 |

All Significant Accounting Policies remain as we described in our Form 10-K for 2002.

### 3. Segment Reporting

The Company has five reportable segments that are defined based on the nature of the products and services offered: Individual Products, Annuity and Investment Products (AIP), Benefit Partners, Communications, and Corporate and Other. The segments remain as we described in our Form 10-K for 2002.

The following table summarizes certain financial information regarding the Company's reportable segments:

|                     | September 30<br>2003 | December 31<br>2002 |
|---------------------|----------------------|---------------------|
| <b>Assets</b>       |                      |                     |
| Individual Products | \$17,365             | \$16,671            |
| AIP                 | 9,581                | 9,397               |
| Benefit Partners    | 1,032                | 909                 |
| Communications      | 202                  | 204                 |
| Corporate & Other   | 3,806                | 3,428               |
| Total assets        | \$31,986             | \$30,609            |

|  | Three Months Ended<br>September 30 |                   | Nine Months Ended<br>September 30 |                   |
|--|------------------------------------|-------------------|-----------------------------------|-------------------|
|  | 2003                               | 2002              | 2003                              | 2002              |
| <b>Revenues</b>  |                                    |                   |                                   |                   |
| Individual Products  | \$465                              | \$459             | \$1,388                           | \$1,357           |
| AIP  | 173                                | 170               | 516                               | 511               |
| Benefit Partners   | 206                                | 180               | 611                               | 520               |
| Communications   | 51                                 | 49                | 151                               | 146               |
| Corporate & Other  | 31                                 | 22                | 86                                | 76                |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
|  | 926                                | 880               | 2,752                             | 2,610             |
| Realized investment gains (losses), before tax   | (5)                                | 4                 | (4)                               | 42                |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Total revenues   | \$921                              | \$884             | \$2,748                           | \$2,652           |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| <b>Reportable segments results and reconciliation to net income available to common stockholders</b> |                                    |                   |                                   |                   |
| Individual Products  | \$ 79                              | \$ 73             | \$ 229                            | \$ 218            |
| AIP  | 20                                 | 19                | 63                                | 60                |
| Benefit Partners   | 10                                 | 10                | 34                                | 35                |
| Communications   | 11                                 | 10                | 30                                | 27                |
| Corporate & Other  | 10                                 | 5                 | 22                                | 17                |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Total reportable segment results   | 130                                | 117               | 378                               | 357               |
| Realized investment gains (losses), net of tax   | (4)                                | 2                 | (3)                               | 27                |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |
| Net income available to common stockholders  | \$126                              | \$119             | \$ 375                            | \$ 384            |
|  | <u>          </u>                  | <u>          </u> | <u>          </u>                 | <u>          </u> |

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4. Income from Continuing Operations Per Share of Common Stock

The following table sets forth the computation of earnings per share and earnings per share assuming dilution:

|   | Three Months Ended<br>September 30 |             | Nine Months Ended<br>September 30 |             |
|---|------------------------------------|-------------|-----------------------------------|-------------|
|   | 2003                               | 2002        | 2003                              | 2002        |
| <b>Numerator:</b>   |                                    |             |                                   |             |
| Net income before dividends on Capital Securities   | \$ 132                             | \$ 125      | \$ 393                            | \$ 402      |
| Dividends on Capital Securities   | (6)                                | (6)         | (18)                              | (18)        |
| Numerator for earnings per share and earnings per share - assuming dilution Net income available to common stockholders | \$ 126                             | \$ 119      | \$ 375                            | \$ 384      |
| <b>Denominator:</b>   |                                    |             |                                   |             |
| Denominator for earnings per share weighted-average shares outstanding  | 141,365,238                        | 144,641,968 | 142,063,945                       | 148,017,421 |
| Effect of dilutive securities:  |                                    |             |                                   |             |
| Stock options   | 1,157,211                          | 1,180,378   | 1,010,835                         | 1,516,237   |
| Denominator for earnings per share assuming dilution adjusted weighted-average shares outstanding                       | 142,522,449                        | 145,822,346 | 143,074,780                       | 149,533,658 |
| Earnings per share  | \$ 0.89                            | \$ 0.82     | \$ 2.64                           | \$ 2.59     |
| Earnings per share assuming dilution  | \$ 0.88                            | \$ 0.81     | \$ 2.62                           | \$ 2.57     |

## 5. Contingent Liabilities

A life insurance subsidiary has been a defendant in two separate proposed class action suits. The plaintiffs' fundamental claim in the first suit is that policy illustrations were misleading to consumers. A settlement of this case was approved by the court on June 17, 2003. In agreeing to settle, the life company has denied any wrongdoing but believes that the settlement provides benefits to the policyholder class and to the life company by resolving and eliminating the need for corporate resources to be spent on a lawsuit that has been pending for seven years.

The second proposed class action suit alleges that a predecessor company, decades ago, unfairly discriminated in the sale of certain small face amount life insurance policies, and unreasonably priced these policies. Management believes that the life company's practices have complied with state insurance laws and intends to vigorously defend the claims asserted.

In the normal course of business, the Company and its subsidiaries are parties to various lawsuits, including several proposed class action suits in addition to those noted above. Because of the considerable uncertainties that exist, the Company cannot predict the outcome of pending or future litigation. However, management believes that the resolution of pending legal proceedings will not have a material adverse effect on the Company's financial position or liquidity, although it could have a material adverse effect on the results of operations for a specified period.

## 6. Accounting Pronouncements

In November 2002, the Financial Accounting Standards Board issued Interpretation No. 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others* (Interpretation No. 45). The disclosure requirements of Interpretation No. 45 were effective for financial statements of interim or annual periods ending after December 15, 2002. Adoption of Interpretation No. 45 had no impact on the Company's financial statement disclosure for 2002. The initial recognition and initial measurement provisions are applicable on a prospective basis to guarantees issued or modified after December 31, 2002 and did not have a significant impact on the Company's financial position or results of operations.

In January 2003, the Financial Accounting Standards Board issued Interpretation No. 46, *Consolidation of Variable Interest Entities, and interpretation of Accounting Research Bulletin No. 51* (the Interpretation). The Interpretation requires the consolidation of entities in which an enterprise absorbs a majority of the entity's expected losses, receives a majority of the entity's expected residual returns, or both, as a result of ownership, contractual or other financial interests in the entity. Currently, entities are generally consolidated by an enterprise when it has a controlling financial interest through ownership of a majority voting interest in the entity.

One of the Company's subsidiaries has sold certain of its loans receivables to an unrelated third-party bank sponsored conduit under a securitization facility. Under the securitization facility, the Company has an agreement to sell, on an initial and periodic basis, pools of certain loans receivable to a special-purpose entity (SPE). The SPE then sells a senior interest in the receivables at a discount to the conduit in exchange for cash, which is used to purchase additional receivables from the Company. The Company's maximum exposure to loss as a result of its involvement with the conduit is limited to the carrying value of the retained subordinate interest of approximately \$10 at September 30, 2003.

The transfer of the loans receivable are recognized as sales in accordance with SFAS No. 140, *Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities*. Gains and losses from transfers are recognized in the income statement when the Company relinquishes control of the transferred financial assets. The gain or loss recognized on a sale depends in part on the previous carrying amount of the assets involved in the transfer, allocated between the portion of the assets sold and the retained interests based upon their respective fair values at the date of sale. The application of the Interpretation will not have an effect on consolidation of any of the entities involved in the on-going sales of these loans receivables.

Additionally, the Company is in the process of evaluating the implications of the Interpretation to a few small selected interests in partnerships and investment companies. Presently, it is not anticipated that the application of FIN 46 will have a significant impact on our consolidation practices or financial position.

In April 2003, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities* (SFAS 149), which is effective for contracts entered into or modified after June 30, 2003, with certain exceptions. The adoption of SFAS 149 did not impact the Company's financial position or results of operations.

In April 2003, the FASB's Derivative Implementation Group issued SFAS No. 133 Implementation Issue No. B36, *Embedded Derivatives: Modified Coinsurance Arrangements and Debt Instruments that Incorporate Credit Risk Exposures that are Unrelated or Only Partially Related to the Creditworthiness of the Obligor of Those Instruments* (DIG B36), which is effective October 1, 2003. DIG B36 requires the bifurcation of a derivative from the receivable or payable related to a modified coinsurance agreement, where the yield on the receivable and payable is based on a return of a specified block of assets rather than the creditworthiness of the ceding company. We have determined that certain of our reinsurance payable balances contain embedded derivatives that will be required to be bifurcated pursuant to DIG B36. While we have not yet determined the fair value of the embedded derivatives, we do not believe that application of the guidance will have a material impact on the Company's consolidated financial position or results of operations.

In May 2003, the FASB issued Statement of Financial Accounting Standards No. 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity* (the Statement). The Statement requires the classification of certain financial instruments as either a liability or equity, depending on the characteristics of the instrument. Currently, the Company has its Capital Securities classified as Mezzanine Capital in that they are grouped neither as a liability or equity. The application of the Statement would require the Capital Securities to be classified as a liability. Additionally, payments to Capital Security holders that are currently classified as dividends will be required to be included as interest expense on a prospective basis. Prior reported amounts of dividends will not be restated. There will be no cumulative effect of the change in accounting principle upon adoption, only reclassification on both the balance sheet and income statement on a prospective basis. This statement was to be effective as of July 1, 2003. As such, we reflected the impacts of adoption in our Earnings Release, which was furnished on Form 8-K dated October 27, 2003. On October 29, 2003, the FASB decided to defer indefinitely the effective date of the portions of the Statement that impact classification of our Capital Securities. Classifications herein are consistent with our past presentation.

In July 2003, the Accounting Standards Executive Committee of the American Institute of Certified Public Accountants issued Statement of Position 03-1 *Accounting and Reporting by Insurance Enterprises for Certain Nontraditional Long-Duration Contracts and for Separate Accounts* (the SOP). The SOP addresses: (i) separate account presentation; (ii) accounting for an insurance company's proportionate interest in separate accounts; (iii) transfers of assets from the general account to a separate account; (iv) valuation of certain insurance liabilities and policy features such as guaranteed minimum death benefits and annuitization benefits; and (v) accounting for sales inducements. The SOP will be effective as of January 1, 2004. We are still evaluating certain aspects of the SOP. Currently, we do not anticipate adoption will have a material impact on the Company's financial position.

**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the consolidated financial condition, changes in financial position and results of operations for the three month and nine month periods ended September 30, 2003, as compared to the same periods of 2002, of Jefferson-Pilot Corporation and subsidiaries. The discussion supplements Management's Discussion and Analysis in Form 10-K for the year ended December 31, 2002, and should be read in conjunction with the interim financial statements and notes contained herein. All dollar amounts are in millions except share and per share amounts.

**Company Profile**

As detailed in our Form 10-K, we have five reportable segments: Individual Products, Annuity and Investment Products (AIP), Benefit Partners, Communications, and Corporate and Other.

Our reportable segments' revenues as a percentage of total revenues, excluding realized gains and losses, were as follows:

|                     | Three Months<br>Ended<br>September 30 |      | Nine Months<br>Ended<br>September 30 |      |
|---------------------|---------------------------------------|------|--------------------------------------|------|
|                     | 2003                                  | 2002 | 2003                                 | 2002 |
| Individual Products | 50%                                   | 52%  | 50%                                  | 52%  |
| AIP                 | 19%                                   | 20%  | 19%                                  | 19%  |
| Benefit Partners    | 22%                                   | 20%  | 22%                                  | 20%  |
| Communications      | 6%                                    | 6%   | 6%                                   | 6%   |
| Corporate and Other | 3%                                    | 2%   | 3%                                   | 3%   |

**Update on Critical Accounting Policies**

Our Form 10-K described our accounting policies that are critical to the understanding of our results of operations and our financial position. They relate to deferred acquisition costs (DAC) and value of business acquired (VOBA), assumptions and judgments utilized in determining if declines in fair values of investments are other than temporary, valuation methods for infrequently traded securities and private placements, and accruals relating to legal and administrative proceedings.

We believe that these policies were applied in a consistent manner during the first nine months of 2003. Legal proceedings are discussed in Note 5 to the Consolidated Condensed Financial Statements.

**Results of Operations**

In the following discussion, reportable segment results and total reportable segment results include all elements of net income available to common stockholders except realized investment gains and losses. We use reportable segment results in assessing the performance of our business segments internally and believe that it is relevant and useful information. Reportable segment results as described above may not be comparable to similarly titled measures reported by other companies. The following tables illustrate our results before and after including realized investment gains and losses and reconcile reportable segment results to net income available to common stockholders, the most directly comparable Generally Accepted Accounting Principles (GAAP) financial measure:

|  | Three Months Ended<br>September 30 |                 | Nine Months Ended<br>September 30 |                 |
|--|------------------------------------|-----------------|-----------------------------------|-----------------|
|  | 2003                               | 2002            | 2003                              | 2002            |
| <b>Consolidated Summary of Income</b>                              |                                    |                 |                                   |                 |
| Total reportable segment results                                   | \$ 130.0                           | \$ 116.3        | \$ 378.4                          | \$ 356.4        |
| Realized investment gains (losses), net of applicable income taxes | (3.9)                              | 2.5             | (3.1)                             | 27.2            |
| Net income available to common stockholders                        | <u>\$ 126.1</u>                    | <u>\$ 118.8</u> | <u>\$ 375.3</u>                   | <u>\$ 383.6</u> |
| <b>Consolidated Earnings Per Share</b>                             |                                    |                 |                                   |                 |
| Basic:   |                                    |                 |                                   |                 |
| Total reportable segment results                                   | \$ 0.92                            | \$ 0.81         | \$ 2.66                           | \$ 2.40         |
| Realized investment gains (losses), net of applicable income taxes | (0.03)                             | 0.01            | (0.02)                            | 0.19            |
| Net income available to common stockholders                        | <u>\$ 0.89</u>                     | <u>\$ 0.82</u>  | <u>\$ 2.64</u>                    | <u>\$ 2.59</u>  |
| Fully-diluted:   |                                    |                 |                                   |                 |
| Total reportable segment results                                   | \$ 0.91                            | \$ 0.80         | \$ 2.64                           | \$ 2.38         |
| Realized investment gains (losses), net of applicable income taxes | (0.03)                             | 0.01            | (0.02)                            | 0.19            |
| Net income available to common stockholders                        | <u>\$ 0.88</u>                     | <u>\$ 0.81</u>  | <u>\$ 2.62</u>                    | <u>\$ 2.57</u>  |

|  | Three Months Ended<br>September 30 |                    | Nine Months Ended<br>September 30 |                    |
|--|------------------------------------|--------------------|-----------------------------------|--------------------|
|  | 2003                               | 2002               | 2003                              | 2002               |
| Average number of shares outstanding                   | <u>141,365,238</u>                 | <u>144,641,968</u> | <u>142,063,945</u>                | <u>148,017,421</u> |
| Average number of shares outstanding assuming dilution | <u>142,522,449</u>                 | <u>145,822,346</u> | <u>143,074,780</u>                | <u>149,533,658</u> |

Compared to third quarter 2002, net income available to common stockholders increased 6.1% driven by improvements in operating results, and for the first nine months decreased 2.2% from 2002, due to a reduction in realized investment gains (which include other-than-temporary





impairments in all of these periods) from the prior year which included significant gains on sales of equity securities. Total reportable segment results increased 11.8% over third quarter 2002 and 6.2% over the first nine months of 2002, reflecting improved results in all segments, except that Benefit Partners results were essentially flat when compared to the first nine months of 2002.

Increases in earnings per share amounts were larger than the increases in total earnings amounts due to continued share repurchases. Average diluted shares outstanding declined 2.3% and 4.3% from the third quarter and first nine months of 2002.

### Results by Business Segment

We assess profitability by business segment and measure other operating statistics as detailed in the separate segment discussions that follow. We determine reportable segments in a manner consistent with the way we organize for purposes of making operating decisions and assessing performance. Sales performance is a statistic we use to assess results. Our sales, which are primarily of long-duration contracts in the Individual Products and AIP segments, do not have a material impact on operating results in a given quarter and are not considered to be material information. However, trends relating to new product sales over a longer period of time may be an indicator of future growth and profitability.

#### Reportable Segment Results

|   | Three Months Ended<br>September 30 |         | Nine Months Ended<br>September 30 |         |
|---|------------------------------------|---------|-----------------------------------|---------|
|   | 2003                               | 2002    | 2003                              | 2002    |
| Individual Products                         | \$ 78.6                            | \$ 73.9 | \$228.9                           | \$218.4 |
| AIP   | 19.9                               | 18.9    | 62.7                              | 59.6    |
| Benefit Partners                            | 10.1                               | 9.2     | 34.5                              | 34.6    |
| Communications                              | 11.4                               | 9.7     | 30.0                              | 26.8    |
| Corporate and Other                         | 10.0                               | 4.6     | 22.3                              | 17.0    |
| Total reportable segment results            | 130.0                              | 116.3   | 378.4                             | 356.4   |
| Net realized investment gains (losses)      | (3.9)                              | 2.5     | (3.1)                             | 27.2    |
| Net income available to common stockholders | \$126.1                            | \$118.8 | \$375.3                           | \$383.6 |

*Segment Assets*

We assign invested assets backing insurance liabilities to our segments in relation to policyholder funds and reserves. We assign net DAC and VOBA, reinsurance receivables and Communications assets to the respective segments where those assets originate. We also assign invested assets to back capital allocated to each segment in relation to our philosophy for managing business risks. We assign the remainder of invested and other assets, including all defaulted securities, to the Corporate and Other segment.

|                     | <b>September 30</b> |             |
|---------------------|---------------------|-------------|
|                     | <b>2003</b>         | <b>2002</b> |
| Individual Products | \$ 17,365           | \$ 16,392   |
| AIP                 | 9,581               | 9,250       |
| Benefit Partners    | 1,032               | 878         |
| Communications      | 202                 | 199         |
| Corporate and Other | 3,806               | 3,270       |
|                     | <hr/>               | <hr/>       |
| Total assets        | \$ 31,986           | \$ 29,989   |
|                     | <hr/>               | <hr/>       |

**Individual Products**

The Individual Products segment markets individual life insurance policies through independent general agents, independent national account marketing firms, agency building general agents, home service agents, broker/dealers, banks and other strategic alliances.

Individual Products include universal life (UL) and variable universal life (VUL), together referred to as UL-type products, as well as traditional life products. The operating cycle for life insurance products is long-term in nature; therefore, actuarial assumptions and the judgments used in those assumptions are important to the financial reporting for these products.

Traditional products require the policyholder to pay scheduled premiums over the life of the coverage. We recognize traditional premium receipts as revenues, and profits are expected to emerge in relation thereto.

UL-type product premiums may vary over the life of the policy at the discretion of the policyholder, so we do not recognize them as revenues when received, although UL-type premiums do increase assets and liabilities. We recognize revenues on these products from mortality, expense and surrender charges to policyholder fund balances (product charges). Additionally, we earn interest spreads on all UL-type and traditional products. Policy benefits include interest credited to policyholder fund balances as well as claim related costs.

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Reportable segment results were:

|  | Three Months Ended<br>September 30 |                | Nine Months Ended<br>September 30 |                 |
|--|------------------------------------|----------------|-----------------------------------|-----------------|
|  | 2003                               | 2002           | 2003                              | 2002            |
| Traditional premiums and other considerations  | \$ 41.2                            | \$ 44.9        | \$ 127.4                          | \$ 137.7        |
| UL and investment product charges              | 193.9                              | 181.4          | 572.1                             | 524.0           |
| Net investment income                          | 228.0                              | 231.3          | 684.1                             | 690.5           |
| Other income                                   | 1.8                                | 1.6            | 4.7                               | 5.2             |
| <b>Total revenues</b>                          | <b>464.9</b>                       | <b>459.2</b>   | <b>1,388.3</b>                    | <b>1,357.4</b>  |
| Policy benefits                                | 259.9                              | 269.5          | 800.7                             | 805.7           |
| Expenses                                       | 85.6                               | 76.0           | 237.0                             | 215.7           |
| <b>Total benefits and expenses</b>             | <b>345.5</b>                       | <b>345.5</b>   | <b>1,037.7</b>                    | <b>1,021.4</b>  |
| Reportable segment results before income taxes | 119.4                              | 113.7          | 350.6                             | 336.0           |
| Provision for income taxes                     | 40.8                               | 39.8           | 121.7                             | 117.6           |
| <b>Reportable segment results</b>              | <b>\$ 78.6</b>                     | <b>\$ 73.9</b> | <b>\$ 228.9</b>                   | <b>\$ 218.4</b> |

Individual Products reportable segment results increased 6.4% and 4.8% over the third quarter and first nine months of 2002, reflecting improved profitability on our UL-type products from higher interest spreads and product charges. Lower earnings on our older traditional products partially offset the favorable results on UL-type products driven by a decline in income earned on invested assets as the traditional block of business continues to decline.

The following table summarizes key data for Individual Products that we believe are our important drivers and indicators of future profitability:

|   | Three Months Ended<br>September 30 |                  | Nine Months Ended<br>September 30 |                  |
|---|------------------------------------|------------------|-----------------------------------|------------------|
|   | 2003                               | 2002             | 2003                              | 2002             |
| <b>Annualized life insurance premium sales:</b>   |                                    |                  |                                   |                  |
| Individual markets excluding Community            |                                    |                  |                                   |                  |
| Banks and BOLI                                    | \$ 48                              | \$ 52            | \$ 154                            | \$ 142           |
| Community Banks and BOLI                          | \$ 2                               | \$ 7             | \$ 7                              | \$ 50            |
| Average UL policyholder fund balances             | \$ 10,658                          | \$ 9,990         | \$ 10,505                         | \$ 9,775         |
| Average VUL separate account assets               | 1,277                              | 1,137            | 1,183                             | 1,253            |
|   | <b>\$ 11,935</b>                   | <b>\$ 11,127</b> | <b>\$ 11,688</b>                  | <b>\$ 11,028</b> |
| <b>Average face amount of insurance in force:</b> |                                    |                  |                                   |                  |
| Total   | \$ 164,669                         | \$ 161,863       | \$ 164,231                        | \$ 160,669       |
| UL-type policies                                  | \$ 123,497                         | \$ 120,168       | \$ 122,871                        | \$ 119,154       |
| Average assets                                    | \$ 17,245                          | \$ 16,356        | \$ 16,991                         | \$ 16,292        |

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Sales from our Individual markets excluding Community Banks and bank owned life insurance (BOLI) declined 7.7% from third quarter 2002, primarily due to market repositioning related to the introduction of new fixed UL products. For the first nine months, however, these sales increased 8.5% due to sales earlier this year of several UL products introduced in 2002 and the success of our Premier Partnering initiative. Community Banks and BOLI business decreased \$5 million for the quarter and \$43 million from the first nine months of 2002. Community Bank and BOLI sales will

vary widely between periods as we respond to sales opportunities for these single premium products only when the market accommodates our required returns. This has not occurred in recent quarters.

Revenues include traditional insurance premiums and policy charges, net of reinsurance, and net investment income. Individual traditional premiums decreased 8.2% and 7.5% from the third quarter and first nine months of 2002 due to the continued decline in our traditional business in force as we are focusing our efforts towards UL-type products. UL and investment product charges increased 6.9% and 9.2% from the third quarter and first nine months of 2002. Embedded in product charges for the third quarter is \$8.4 from a reinsurance recapture of an older block of business where mortality had consistently been better than expectations. Excluding this contribution, UL and investment product charges grew 2.3% and 7.6% over the third quarter and first nine months of 2002. For the quarter, growth in UL product charges was below the growth of average UL policyholder fund balances of 6.7% due to a drop in UL surrender activity. For the first nine months, UL product charge growth was in line with the growth in the average UL fund balances of 7.5%. Mortality policy charges per thousand dollars of face amount of insurance in force, excluding the recapture, were \$4.10 and \$4.07 for the third quarter and first nine months of 2003 compared to \$4.02 and \$3.99 for the 2002 periods, reflecting the increase in average age of our insureds. Recent products are designed with a heavier reliance on policy and expense charges.

Net investment income decreased 1.4% and was flat when compared to the third quarter and first nine months of 2002, reflecting a decline in investment yields despite growth in policyholder fund balances and segment assets. Negatively impacting net investment income was an increase in default charges to the Individual Products segment from the Corporate and Other segment of \$1.8 and \$4.5 over the third quarter and the first nine months of 2002, as further discussed under Corporate and Other. During third quarter 2003, we continued to experience a higher level of prepayments of mortgage-backed securities held by this segment. Our mortgage backed securities portfolio is primarily a discount portfolio and assumptions are made regarding prepayment speeds and the accretion of this discount into income. Therefore, the effect of prepayments in excess of levels originally assumed was to accelerate the accretion of discount and increase effective yields. For the third quarter and first nine months of 2003, the excess accretion of discount increased earned yields by 28 and 19 basis points. Only a portion of this excess accretion of discount affected operating results due to offsets from interest credited to policyholders, DAC amortization and income taxes. The resulting increase to third quarter 2003 reportable segment results is estimated at approximately \$3. Proceeds from these prepayments are invested at current market yields, which are lower than our portfolio yields.

In response to a decline in portfolio yields, we have actively managed interest spreads (calculated as the difference between portfolio yields earned on invested assets less interest credited to policyholder funds, included in policy benefits) on our fixed UL-type products through crediting rate reductions. The average investment spread on fixed UL products increased 21 basis points to 2.08% and 9 basis points to 2.01% over the third quarter and first nine months of 2002, and the average crediting rate decreased 67 basis points to 4.90% and 57 basis points to 5.02% from these same periods. After these reductions our crediting rates are approximately 63 basis points on average in excess of our minimum guaranteed rates at September 30, 2003 including some policies that are already at their minimum guaranteed rates. Continued declines in general market interest rates may impact future profitability to the extent that these declines cannot be recovered through policy crediting rate reductions, and interest spreads may vary over time due to our competitive strategies and changes in product design.

Total policy benefits decreased 3.6% from the third quarter and were flat when compared to the first nine months of 2002. Policy benefits on traditional business include death benefits, dividends, surrenders and changes in reserves, with the most significant being death benefits. The recapture of

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an older block of business mentioned earlier increased the third quarter benefits by \$7.6. Excluding this recapture, policy benefits decreased 6.4% and 1.6% from the third quarter and first nine months of 2002 primarily due to declines in interest credited on UL policies and dividend accruals on traditional policies. Total policy benefits on traditional contracts represented 104.7% and 100.0% of premiums for the third quarter of 2003 and 2002 as the 2002 quarter reflected favorable mortality on traditional products. For the first nine months of 2003 and 2002, total policy benefits on traditional contracts remained flat at 118.7% and 118.6% of premiums.

Policy benefits on UL-type products include interest credited to policyholder accounts, death benefits in excess of fund balances and changes in unearned revenue reserves. Total policy benefits on UL-type products, on an annualized basis, decreased to 7.3% and 7.5% of average policyholder funds and separate accounts versus 8.1% and 7.8% for the third quarter and first nine months of 2003 and 2002. Interest credited declined \$6.7 and \$13.8 or 4.9% and 3.5% from the third quarter and first nine months of 2002, despite an increase in average UL fund balances of 6.7% and 7.5%, reflecting the crediting rate reductions described above. As discussed in previous filings, recent years sales have been of products with higher up-front expense charges that are deferred and amortized into income over time. Amortization of these charges into income increased \$8.7 and \$19.5 over the third quarter and first nine months of 2002 whereas the deferrals increased \$0.9 and \$21.0 over these same periods further contributing to the improvement in policy benefits for the quarter. Actual mortality experience, net of reinsurance, for UL-type products per thousand dollars of face amount of insurance in force, excluding the recapture mentioned earlier, was \$2.01 and \$2.16 for the third quarter and first nine months of 2003 compared to \$2.17 and \$2.13 for the 2002 periods.

Total expenses (including the net deferral and amortization of DAC and VOBA) increased 12.6% and 9.9% from the third quarter and first nine months of 2002. The expense details are as follows:

|   | Three Months Ended<br>September 30 |         | Nine Months Ended<br>September 30 |          |
|---|------------------------------------|---------|-----------------------------------|----------|
|   | 2003                               | 2002    | 2003                              | 2002     |
| Commissions                                       | \$ 66.6                            | \$ 66.1 | \$ 212.2                          | \$ 196.6 |
| General and administrative<br>acquisition related | 21.0                               | 20.9    | 66.2                              | 62.8     |
| General and administrative<br>maintenance related | 7.7                                | 9.7     | 25.3                              | 30.6     |
| Taxes, licenses and fees                          | 13.3                               | 13.7    | 40.7                              | 42.3     |
| Total commissions and expenses<br>incurred        | 108.6                              | 110.4   | 344.4                             | 332.3    |
| Less commissions and expenses<br>capitalized      | (76.5)                             | (76.1)  | (251.2)                           | (232.5)  |
| Amortization of DAC and VOBA                      | 53.5                               | 41.7    | 143.8                             | 115.9    |
| Total expense                                     | \$ 85.6                            | \$ 76.0 | \$ 237.0                          | \$ 215.7 |

The increases in expenses over 2002 are primarily driven by higher amortization of DAC and VOBA, partially offset by decreases in taxes, licenses and fees and maintenance expenses. Recent years sales growth combined with higher emergence of gross profits on UL products are the primary contributors to the increase in the amortization of DAC and VOBA. The expense amounts we capitalize as DAC include first year commissions, as well as a portion of acquisition related general and administrative expenses. We generally limit our capitalization of acquisition related

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general and administrative expenses to the lower of product specific pricing allowables or the actual expenses incurred. See further discussion of DAC and VOBA under the Financial Position section.

Average Individual Products assets grew 5.4% and 4.3% over the third quarter and first nine months of 2002, driven by the growth in existing UL policyholder fund balances. Average VUL separate account assets increased 12.3% over the third quarter due to the increases in market value as capital markets improved. For the first nine months of 2003, average VUL separate account assets declined 5.6% from the first nine months of 2002. Compared to the first nine months of 2002, excluding the change in market value, net of dividends, average separate account balances increased 2.8%, and total average fund balances grew by 6.8%.

Our financial and operating risks for this segment include, among others, interest spread risks, mortality risks, variances between actual and underlying assumptions of DAC and VOBA, changes in taxation of our products and competing offerings and the effects of unresolved litigation. We discuss these risks in more detail in the Financial Position, Capital Resources and Liquidity, and Market Risk Exposures sections of our Form 10-K.

### Annuity and Investment Products

Annuity and Investment Products are marketed through most distribution channels discussed in the Individual Products segment as well as through financial institutions, investment professionals and annuity marketing organizations. Jefferson Pilot Securities Corporation (with related entities, JPSC), a registered non-clearing broker/dealer, markets variable life insurance and variable annuities written by our insurance subsidiaries and other carriers, and also sells other securities and mutual funds.

Reportable segment results were:

|   | Three Months Ended<br>September 30 |                | Nine Months Ended<br>September 30 |                |
|---|------------------------------------|----------------|-----------------------------------|----------------|
|   | 2003                               | 2002           | 2003                              | 2002           |
| Policy charges, premiums and other considerations | \$ 1.6                             | \$ 2.9         | \$ 6.1                            | \$ 9.5         |
| Net investment income                             | 145.5                              | 145.0          | 438.4                             | 426.5          |
| Concession and other income                       | 26.5                               | 22.6           | 71.8                              | 75.2           |
| <b>Total revenues</b>                             | <b>173.6</b>                       | <b>170.5</b>   | <b>516.3</b>                      | <b>511.2</b>   |
| Policy benefits                                   | 101.2                              | 110.2          | 308.5                             | 313.7          |
| Expenses  | 41.9                               | 31.2           | 111.4                             | 105.8          |
| <b>Total benefits and expenses</b>                | <b>143.1</b>                       | <b>141.4</b>   | <b>419.9</b>                      | <b>419.5</b>   |
| Reportable segment results before income taxes    | 30.5                               | 29.1           | 96.4                              | 91.7           |
| Provision for income taxes                        | 10.6                               | 10.2           | 33.7                              | 32.1           |
| <b>Reportable segment results</b>                 | <b>\$ 19.9</b>                     | <b>\$ 18.9</b> | <b>\$ 62.7</b>                    | <b>\$ 59.6</b> |

AIP reportable segment results increased by 5.3% and 5.2% compared to the third quarter and first nine months of 2002 as interest spreads improved and fund balances grew, as detailed in the following discussion.



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The following table summarizes key information for AIP:

|   | Three Months Ended<br>September 30 |         | Nine Months Ended<br>September 30 |          |
|---|------------------------------------|---------|-----------------------------------|----------|
|   | 2003                               | 2002    | 2003                              | 2002     |
| Fixed annuity premium sales   | \$ 188                             | \$ 365  | \$ 435                            | \$ 807   |
| Variable annuity premium sales                                      |                                    | 2       | 2                                 | 9        |
|   | \$ 188                             | \$ 367  | \$ 437                            | \$ 816   |
| Investment product sales  | \$ 926                             | \$ 754  | \$ 2,204                          | \$ 2,271 |
| Average policyholder fund balances                                  | \$8,428                            | \$7,905 | \$8,330                           | \$7,704  |
| Average separate account policyholder fund balances                 | 344                                | 386     | 338                               | 444      |
|   | \$8,772                            | \$8,291 | \$8,668                           | \$8,148  |
| Effective investment spreads for fixed annuities                    | 1.94%                              | 1.81%   | 1.90%                             | 1.82%    |
| Fixed annuity surrenders as a percentage of beginning fund balances | 8.5%                               | 8.5%    | 8.1%                              | 9.3%     |
| Average assets  | \$9,534                            | \$9,136 | \$9,463                           | \$8,978  |

We derive annuity revenues from investment income on segment assets, policy charges and concession income earned on investment product sales by JPSC. Our policy charge income declined \$1.3 and \$3.4 from the third quarter and first nine months of 2002 as a result of lower surrender charge income. Net investment income was flat compared to the third quarter of 2002 and grew 2.8% over the first nine months of 2002. This growth was lower than the growth in average policyholder fund balances of 5.8% and 6.4%, primarily due to a decline in new investment yields combined with an increase in default charges over third quarter and first nine months of 2002 of \$0.7 and \$1.5 from the AIP segment to the Corporate and Other segment. The AIP segment experienced a higher level of prepayments of mortgage backed securities, which increased net investment income in the AIP segment through acceleration of the accretion of discount on our mortgage backed portfolio. For the third quarter and first nine months of 2003, the excess accretion of discount increased earned yields by 34 and 25 basis points. Only a portion of this excess accretion of discount affected operating results due to offsets from interest credited to contract holders, DAC amortization and income taxes. The resulting increase to third quarter 2003 reportable segment results is estimated at approximately \$1.5. Fixed annuity premium sales decreased 48.5% and 46.1% from the third quarter and first nine months of 2002, reflecting continued competition in the fixed annuity market and our unwillingness to match our competitors' crediting rates, especially in our bank channel. Sales trends have shown improvement this quarter following the introduction of new fixed annuity products in the second quarter. As capital markets are beginning to improve, JPSC's concession and other income increased 17.3% over the third quarter of 2002, yet was still 4.5% below the level achieved in the first nine months of 2002.

Fixed annuity surrenders as a percentage of beginning fund balances on an annualized basis remained at 8.5% for the third quarter 2003 and 2002 and declined to 8.1% versus 9.3% for the first nine months of 2002. The lower lapse rates reflect the effects of the lower interest rate environment and the increasing percentage of our annuity block with multi-year crediting rate guarantees. The surrender rate in the AIP segment is influenced by many other factors such as: 1) the portion of the business that has low or no remaining surrender charges; 2) competition from annuity products

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including those which pay up-front interest rate bonuses or higher market rates; and 3) rising interest rates that may make returns available on new annuities or investment products more attractive than on older annuities. Fixed annuity fund balances with 5% or more surrender charges were 50% of total fixed annuity fund balances at September 30, 2003 compared to 52% a year earlier.

Policy benefits, which are mainly comprised of interest credited to policyholder accounts, decreased 8.2% compared to third quarter 2002 and 1.7% from the first nine months of 2002 despite growth in average fund balances, reflecting crediting rate reductions.

Effective investment spreads on fixed annuities increased to 1.94% and 1.90% from 1.81% and 1.82% for the third quarter and first nine months of 2002. We are continuing to realize the effects of crediting rate reductions we made in late 2002 and during the first nine months of 2003, which generally take effect on annuity contract anniversary dates. The average crediting rate on the portfolio decreased to 4.87% and 5.02% in the third quarter and first nine months of 2003 from 5.44% and 5.48% for the same 2002 periods. We have approximately \$4 billion of policyholder fund balances with crediting rates on an annual reset basis, and our crediting rates on average are approximately 53 basis points in excess of our minimum guaranteed rates at September 30, 2003 including some policies that are already at minimum guaranteed rates. We also have approximately \$4 billion of policyholder fund balances with multi-year guaranteed rates, which will begin to reset in 2004. As mentioned earlier, increased accretion of discount on mortgage backed securities is also continuing to positively impact our investment spreads.

The expense details for the AIP segment are as follows:

|  | Three Months Ended<br>September 30 |         | Nine Months Ended<br>September 30 |         |
|--|------------------------------------|---------|-----------------------------------|---------|
|  | 2003                               | 2002    | 2003                              | 2002    |
| Commissions insurance companies                | \$ 8.6                             | \$ 18.0 | \$ 21.6                           | \$ 41.1 |
| Commissions - broker/dealer                    | 22.0                               | 18.5    | 59.2                              | 63.0    |
| General and administrative acquisition related | 3.3                                | 4.2     | 9.6                               | 11.3    |
| General and administrative maintenance related | 3.6                                | 3.8     | 10.0                              | 11.0    |
| Taxes, licenses and fees                       | 0.8                                | 0.8     | 2.3                               | 2.3     |
|  | —                                  | —       | —                                 | —       |
| Total commissions and expenses incurred        | 38.3                               | 45.3    | 102.7                             | 128.7   |
| Less commissions and expenses capitalized      | (8.9)                              | (22.7)  | (27.4)                            | (52.5)  |
| Amortization of DAC and VOBA                   | 12.5                               | 8.6     | 36.1                              | 29.6    |
|  | —                                  | —       | —                                 | —       |
| Total expense                                  | \$41.9                             | \$ 31.2 | \$111.4                           | \$105.8 |

Total AIP expenses increased 34.3% and 5.3% over the third quarter and first nine months of 2002, due to lower expense capitalization levels as a result of lower sales volume, higher DAC and VOBA amortization and higher broker/dealer commissions. We continue to closely manage the maintenance related general and administrative expenses, which declined 5.3% and 9.1% from the third quarter and first nine months of 2002. Broker/dealer commissions increased \$3.5 over the third quarter 2002 consistent with the increase in sales, yet were \$3.8 lower than the first nine months of 2002.

JPSC earnings were essentially flat for the third quarter and first nine months of 2003 compared to the same periods of 2002.

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An inherent risk in the annuity business is that continued low or further declines in investment yields coupled with competition from competing products and minimum rate guarantees could further reduce our investment spread and reduce annuity sales. Other risks associated with the annuity business include increased lapses when interest rates rise, particularly in the portion of business subject to low or no surrender charges, and changes in taxation of our products and competing offerings. We discuss these risks in more detail in the Financial Position, Capital Resources and Liquidity, and Market Risk Exposures sections of our Form 10-K.

### Benefit Partners

The Benefit Partners segment offers group non-medical products such as term life, disability and dental insurance to the employer marketplace. These products are marketed primarily through a national distribution system of regional offices. These offices develop business through employee benefit brokers, third party administrators and other employee benefit firms.

Reportable segment results were:

|  | Three Months Ended<br>September 30 |               | Nine Months Ended<br>September 30 |                |
|--|------------------------------------|---------------|-----------------------------------|----------------|
|  | 2003                               | 2002          | 2003                              | 2002           |
| Premiums and other considerations              | \$ 190.3                           | \$ 165.1      | \$ 563.4                          | \$ 475.5       |
| Investment income, net of expenses             | 15.9                               | 14.9          | 48.3                              | 44.5           |
| <b>Total revenues</b>                          | <b>206.2</b>                       | <b>180.0</b>  | <b>611.7</b>                      | <b>520.0</b>   |
| Policy benefits                                | 148.4                              | 128.7         | 433.9                             | 358.8          |
| Expenses                                       | 42.4                               | 37.1          | 124.8                             | 107.9          |
| <b>Total benefits and expenses</b>             | <b>190.8</b>                       | <b>165.8</b>  | <b>558.7</b>                      | <b>466.7</b>   |
| Reportable segment results before income taxes | 15.4                               | 14.2          | 53.0                              | 53.3           |
| Provision for income taxes                     | 5.3                                | 5.0           | 18.5                              | 18.7           |
| <b>Reportable segment results</b>              | <b>\$ 10.1</b>                     | <b>\$ 9.2</b> | <b>\$ 34.5</b>                    | <b>\$ 34.6</b> |

Benefit Partners reportable segment results increased 9.8% for the third quarter and were flat compared to the first nine months of 2002 as discussed below.

The following table summarizes key information for Benefit Partners:

|                                      | Three Months Ended<br>September 30 |        | Nine Months Ended<br>September 30 |        |
|--------------------------------------|------------------------------------|--------|-----------------------------------|--------|
|                                      | 2003                               | 2002   | 2003                              | 2002   |
| <b>Life, Disability, and Dental:</b> |                                    |        |                                   |        |
| Annualized sales                     | \$ 38                              | \$ 38  | \$ 151                            | \$ 131 |
| Loss ratio                           | 74.3%                              | 76.1%  | 74.3%                             | 73.7%  |
| Total expenses, % of premium income  | 22.3%                              | 22.5%  | 22.2%                             | 22.8%  |
| Average assets                       | \$ 1,006                           | \$ 865 | \$ 965                            | \$ 837 |

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Benefit Partners revenues increased 14.6% and 17.6% over the third quarter and first nine months of 2002. Annualized new sales for the core life, disability and dental lines were flat compared to the

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third quarter of 2002, reflecting primarily lower life sales. For the first nine months of 2003, these sales grew 15.3% over the 2002 period.

Policy benefits increased 15.3% and 20.9% over the third quarter and first nine months of 2002 driven by growth in the business coupled with adverse claims experience during the first nine months of 2003 in the life product line. Our life, disability and dental incurred loss ratio decreased to 74.3% versus 76.1% in the quarter and increased to 74.3% versus 73.7% over the first nine months of 2002 due to the adverse mortality experienced in the life product line. While loss ratios for our life products are higher than levels we consider typical, they did improve modestly from third quarter 2002. During the quarter we implemented further improvements to our underwriting practices and increased pricing on new and renewal business on the segment of the life block that has not been performing up to expectations. Policy benefits in the third quarter of 2003 also reflect a \$3.5 charge to strengthen reserves for a small block of group medical conversion policies that are in a run-off mode. This block has less than \$0.2 in premiums and represents about sixty policies in force. Further, in the third quarter of 2003, we lowered the discount rate on newly incurred claims in 2003 in the long-term disability block of business from 5.5% to 5.0% and brought our assumptions regarding future benefit offsets from Social Security payments in line with our experience.

Total expenses for the Benefit Partners segment increased 14.3% and 15.7% over the third quarter and first nine months of 2002, in line with overall growth in the business. As a percentage of premium income, total expenses were 22.3% versus 22.5% and 22.2% versus 22.8% for the third quarter and first nine months of 2002.

The expense details are as follows:

|   | Three Months Ended<br>September 30 |                | Nine Months Ended<br>September 30 |                 |
|---|------------------------------------|----------------|-----------------------------------|-----------------|
|   | 2003                               | 2002           | 2003                              | 2002            |
| Commissions                               | \$ 21.8                            | \$ 18.9        | \$ 64.2                           | \$ 55.0         |
| General and administrative                | 18.2                               | 17.1           | 55.9                              | 50.7            |
| Taxes, licenses and fees                  | 5.1                                | 4.4            | 15.4                              | 13.4            |
|   | <u>45.1</u>                        | <u>40.4</u>    | <u>135.5</u>                      | <u>119.1</u>    |
| Total commissions and expenses incurred   | 45.1                               | 40.4           | 135.5                             | 119.1           |
| Less commissions and expenses capitalized | (28.1)                             | (24.2)         | (85.3)                            | (69.3)          |
| Amortization of DAC                       | 25.4                               | 20.9           | 74.6                              | 58.1            |
|   | <u>25.4</u>                        | <u>20.9</u>    | <u>74.6</u>                       | <u>58.1</u>     |
| Total expense                             | <u>\$ 42.4</u>                     | <u>\$ 37.1</u> | <u>\$ 124.8</u>                   | <u>\$ 107.9</u> |

Acquisition costs consisting of commissions and other expenses that are primarily related to contracts issued or renewed are capitalized and are charged to expense in proportion to the revenue recognized. The amount of acquisition costs capitalized as well as the amount amortized grew in proportion with the growth in the business during 2003.

Risks beyond normal competition that may impact this segment include: 1) increased morbidity risk due to a weak economy that may increase disability claim costs; 2) continued medical cost inflation that can put pressure on non-medical benefit premium rates because employers may focus more on the employer's cost of non-medical programs; and 3) mortality risks including concentration risks from acts of terrorism not priced for or reinsured. We discuss these risks in more detail in the Benefit Partners section of our Form 10-K.

**Communications**

JPCC operates radio and television broadcast properties and produces syndicated sports programming. Reportable segment results were:

|   | Three Months Ended<br>September 30 |         | Nine Months Ended<br>September 30 |          |
|---|------------------------------------|---------|-----------------------------------|----------|
|   | 2003                               | 2002    | 2003                              | 2002     |
| Communications revenues (net)                 | \$ 51.7                            | \$ 49.9 | \$ 152.9                          | \$ 148.5 |
| Operating costs and expenses                  | 28.1                               | 29.3    | 90.4                              | 90.8     |
| Broadcast cash flow                           | 23.6                               | 20.6    | 62.5                              | 57.7     |
| Depreciation and amortization                 | 2.0                                | 1.9     | 6.2                               | 5.7      |
| Corporate general and administrative expenses | 1.7                                | 2.2     | 4.4                               | 5.4      |
| Net interest expense                          | 0.5                                | 0.8     | 1.6                               | 2.3      |
| Operating revenue before income taxes         | 19.4                               | 15.7    | 50.3                              | 44.3     |
| Provision for income taxes                    | 8.0                                | 6.0     | 20.3                              | 17.5     |
| Reportable segment results                    | \$ 11.4                            | \$ 9.7  | \$ 30.0                           | \$ 26.8  |

Reportable segment results increased 17.5% and 11.9% over the third quarter and first nine months of 2002, primarily due to increased share in our Television and Radio markets and effective ongoing operating expense management.

Combined revenues for Radio and Television increased 2.7% and 2.9% over the third quarter and first nine months of 2002, reflecting increases in market share in Television and in Radio somewhat offset by a decline in political revenues. Political revenues for combined Radio and Television declined by \$1.0 and \$1.6 from the third quarter and first nine months of 2002. Disregarding revenues from political advertising, combined revenues for Radio and Television increased 5.0% and 4.1% over the third quarter and first nine months of 2002. Revenues from Sports operations increased \$0.6 from the third quarter of 2002 and \$0.4 from the first nine months of 2002, due to increased collegiate football sales in the current quarter, partially offset by disappointing first quarter basketball revenues. See our Form 10-K for a description of our contractual commitments related to Sports operation.

Broadcast cash flow increased 14.6% and 8.3% over the third quarter and first nine months of 2002 due to improved profitability at our Radio and Television properties, despite disappointing first quarter 2003 results in our Sports basketball product.

Total expenses, excluding net interest expense, decreased \$1.6 or 4.8% from the third quarter and \$0.9 or 0.9% from the first nine months of 2002. As a percent of Communication revenues, these expenses were 61.5% versus 66.9% and 66.1% versus 68.6% in the third quarter and first nine months of 2003 and 2002, reflecting continued expense discipline in this segment.

Risks for this segment include sensitivity to cyclical changes in both the general economy and the economic strength of local markets, concentration of our advertising revenues from the automotive industry, the ability to periodically renew FCC licenses, technological changes and consolidation in the broadcast industry. We discuss these risks in more detail in the Communications section of our Form 10-K.

**Corporate and Other**

The Corporate and Other segment includes the excess capital of the insurance subsidiaries, other corporate investments including impaired securities, benefit plan net assets, goodwill related to insurance acquisitions and corporate debt. The reportable segment results primarily contain the earnings on the invested excess capital, interest expense related to the corporate debt and operating expenses that are corporate in nature (such as advertising and charitable and civic contributions). All net realized capital gains and losses, which include all impairments of securities, are reported in this segment.

The following table summarizes results for this segment:

|   | Three Months Ended<br>September 30 |        | Nine Months Ended<br>September 30 |         |
|---|------------------------------------|--------|-----------------------------------|---------|
|   | 2003                               | 2002   | 2003                              | 2002    |
| Earnings on investments   | \$24.1                             | \$15.6 | \$ 68.0                           | \$ 58.7 |
| Interest expense on debt and Exchangeable Securities              | 1.9                                | 2.8    | 6.5                               | 7.8     |
| Operating expenses  | 8.0                                | 3.2    | 21.0                              | 15.4    |
| Provision for income tax expense                                  | (1.9)                              | (1.1)  | (0.2)                             | 0.1     |
|   | 8.0                                | 4.9    | 27.3                              | 23.3    |
| Reportable segment results before dividends on Capital Securities | 16.1                               | 10.7   | 40.7                              | 35.4    |
| Dividends on Capital Securities                                   | (6.1)                              | (6.1)  | (18.4)                            | (18.4)  |
|   | 10.0                               | 4.6    | 22.3                              | 17.0    |
| Realized investment gains (losses), net                           | (3.9)                              | 2.5    | (3.1)                             | 27.2    |
|   | \$ 6.1                             | \$ 7.1 | \$ 19.2                           | \$ 44.2 |

Reportable segment results increased \$5.4 from the third quarter and \$5.3 from the first nine months of 2002 due to increased earnings on investments and lower interest expense on debt.

Earnings on investments increased \$8.5 and \$9.3 over the third quarter and first nine months of 2002 driven by increases in earnings on equity investments and dividends on equity securities, resumed income on certain previously defaulted securities, and an increase in default charges for securities to the operating segments. These charges are received from the operating segments for this segment's assumption of all credit related losses on the invested assets of those segments. Default charges are calculated in part as a percentage of invested assets. In response to the recent default environment in the securities market, we increased default charges to the other operating segments. This resulted in default charge income of \$8.1 and \$22.7 for the third quarter and first nine months compared to \$5.5 and \$16.5 for the same periods of 2002. Earnings on investments in this segment can fluctuate based upon opportunistic repurchases of common stock, the amount of excess capital generated by the operating segments and investment income fluctuations on bonds impaired or sold, among other factors.

Operating expenses increased \$4.8 and \$5.6 over the third quarter and first nine months of last year due to increases in general and administrative expense accruals and expenses related to a block of discontinued group business from a previous acquisition. Operating expenses for this segment will vary with the level of corporate activities and strategies.

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Realized investment gains and losses were as follows:

|                               | Three Months Ended<br>September 30 |        | Nine Months Ended<br>September 30 |         |
|-------------------------------|------------------------------------|--------|-----------------------------------|---------|
|                               | 2003                               | 2002   | 2003                              | 2002    |
| Bond gains                    | \$ 7.9                             | \$ 8.7 | \$ 44.7                           | \$ 20.9 |
| Bond losses                   | (13.2)                             | (15.2) | (17.9)                            | (27.3)  |
| Bond impairment charges       | (14.9)                             | (49.8) | (56.0)                            | (102.6) |
| Stock gains, net              |                                    | 63.3   | 13.8                              | 157.3   |
| Other losses                  | (1.1)                              | (0.8)  | (1.8)                             | (4.4)   |
| DAC and VOBA amortization     | 16.1                               | (2.4)  | 13.2                              | (2.1)   |
| Gross realized gains (losses) | (5.2)                              | 3.8    | (4.0)                             | 41.8    |
| Less: taxes                   | 1.3                                | (1.3)  | 0.9                               | (14.6)  |
| Net realized gains (losses)   | \$ (3.9)                           | \$ 2.5 | \$ (3.1)                          | \$ 27.2 |

Realized gains and losses reflect several initiatives implemented this quarter designed to enhance our long-term investment portfolio performance. The increase in market yields provided opportunities for sales of lower yielding bonds, thus creating realized losses to take advantage of expiring tax gain carryforwards and increase portfolio yield. The mortgage backed security portfolio was reduced by \$775 during the quarter and the proceeds were primarily reinvested in investment grade corporate bonds. We also sold \$47 million of non-interest earning assets during the quarter at a \$2 million gain.

Bond impairments for third quarter 2003 were lower as a result of significant improvement in the corporate credit environment and proactive portfolio management. Approximately \$2.6 of bond gains were realized on sales of previously defaulted securities.

As reflected in the preceding table, we record DAC and VOBA amortization on realized gains and losses on investments that back UL-type products. Such amortization favorably impacted pre-tax results for the third quarter and first nine months of 2003 by \$18.5 and \$15.3 compared to the same periods of 2002. This was primarily due to a DAC unlocking related to credit losses amounting to \$15.6 in the third quarter of 2003. This unlocking relates to higher actual credit losses than what we had assumed in our expected gross profits models. Modeling of expected gross profits is discussed further in the DAC and VOBA section that follows.

The following table summarizes assets assigned to this segment.

|  | September 30 |          |
|--|--------------|----------|
|  | 2003         | 2002     |
| Parent company, passive investment companies and Corporate line assets of insurance subsidiaries | \$ 1,107     | \$ 776   |
| Unrealized gain on fixed interest investments  | 729          | 558      |
| Co-insurance receivables on acquired blocks  | 997          | 1,057    |
| Employee benefit plan assets   | 344          | 319      |
| Goodwill arising from insurance acquisitions   | 270          | 270      |
| Other  | 359          | 290      |
| Total  | \$ 3,806     | \$ 3,270 |



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Total assets for the Corporate and Other segment increased 16.4% over September 30, 2002 as the corporate credit environment continues to improve and investments are holding their values. We

took a record level of bond impairment charges during the first nine months of 2002 due to the deterioration of the bond market during that period. Further, unrealized gains on available-for-sale fixed income securities, which are assigned to this segment, increased \$171.

Risks for this segment include investment impairments and defaults due to continuing economic weakness or further economic decline, the risk of rising interest rates on our short-term debt, the ability to replace existing debt agreements with comparable terms, declines in the values of our equity securities which would limit our potential for realized gains, the general uncertainty regarding litigation, and the potential for future impairment of goodwill. Additionally, as discussed in the Liquidity section, to service our debt and to pay shareholder dividends, this segment relies on excess cash flows through dividends from the insurance subsidiaries. These dividends depend upon regulatory approval when above certain limits.

### **Financial Position**

Our primary resources are investments related to our Individual Products, AIP and Benefit Partners segments, properties and other assets utilized in all segments and investments backing corporate capital. This section identifies several items on our balance sheet that are important to the overall understanding of our financial position. The Investments section reviews our investment portfolio and key portfolio management strategies.

Total assets increased \$1,377 from year end 2002 due to net policyholder contract deposits, unrealized gains on investments, and growth in separate account assets, all of which more than offset dividends, stock repurchases and impairment losses.

Intangible assets on our balance sheet include DAC, VOBA and goodwill.

#### *DAC and VOBA*

The Individual Products, AIP and Benefit Partners segments defer the costs of acquiring new business, which is referred to as DAC. These costs include first year commissions, first year bonus interest or day one premium bonuses on annuities, certain costs of underwriting and issuing policies plus agency office expenses. We limit our capitalization of acquisition costs other than commissions in the Individual Products and AIP segments to the lower of product specific pricing allowables or the actual deferrable acquisition costs. When we acquire new business through an acquisition, we allocate a portion of the purchase price to a separately identifiable intangible asset, referred to as VOBA. We initially establish VOBA as the actuarially determined present value of future gross profits of each business acquired. Both DAC and VOBA are amortized through expenses as revenues are recognized in the future. Some of the assumptions regarding future experience that can affect the carrying value of DAC and VOBA balances include mortality, interest spreads, lapse rates and policy fees earned. Significant differences between actual experience and assumptions utilized can impact the carrying balance of DAC and VOBA and therefore produce changes that must be reflected in earnings. These changes can be positive or negative.

We amortize DAC and VOBA on traditional products in proportion to premium revenue recognized. The DAC and VOBA balances on these products were \$200.9 or 8.2% of the gross balances at September 30, 2003 compared to \$208.2 or 8.9% at December 31, 2002, and are generally subject to little volatility.

We amortize DAC and VOBA on UL-type products and annuity products relative to the future estimated gross profits (EGP) from those products. In calculating the EGP for these products,

management must make assumptions regarding the following components: 1) estimates of fees charged to policyholders to cover mortality, surrenders and maintenance costs; 2) estimated mortality in excess of fund balances accumulated; 3) expected interest rate spreads between income earned and amounts credited to policyholder accounts; and 4) estimated costs of policy administration (maintenance). DAC and VOBA calculations are sensitive to a change in our assumptions regarding EGP components, and any significant change in these assumptions will immediately impact the current DAC and VOBA balances with the change reflected through the income statement. We continuously review the models and our assumptions regarding EGP that we use for calculation of amortization expense for these products so that the assumptions reflect management's view of future events.

We consider the following assumptions to be most significant to UL-type products: 1) estimated mortality; 2) estimated interest spreads; and 3) estimated future policy lapses. The DAC and VOBA balances on UL-type products were \$1,837.3 or 74.8% of the gross balances at September 30, 2003 compared to \$1,711.3 or 73.3% at December 31, 2002.

In addition to these three assumptions on all UL-type products, VUL products and VA products contain an additional assumption that affects the DAC and VOBA amortization. This critical assumption is the rate of growth of the separate account mutual funds that generate additional policy fees utilized in the EGP on VUL and VA products. We assume a long-term total net return on separate account assets, including dividends and market value increases, of 8.25% and a five-year reversion period. The reversion period is a period over which a short-term return assumption is used to maintain the model's overall long-term rate of return. We cap the reversion rate of return at 8.25% for one year and 10% for years two through five. The effect of this limitation is to reduce the cumulative effective long-term rate.

We provided a sensitivity analysis of changes in significant assumptions to DAC and VOBA relating to UL-type products in the Individual Products segment discussion in our Form 10-K. That analysis continues to accurately portray the sensitivity of DAC and VOBA to the significant underlying assumptions used therein.

We consider estimated interest spreads and estimated future policy lapses to be the most significant assumptions related to our annuity products. The DAC and VOBA balances on these products were \$352.4 or 14.3% of the gross balances at September 30, 2003 compared to \$356.6 or 15.3% at December 31, 2002. We provided a sensitivity analysis of changes in significant assumptions to DAC and VOBA relating to annuity products in our Form 10-K. In the first nine months of 2003, no variances were significant enough to have caused us to change the significant assumptions or the estimated results utilized in this analysis.

We also adjust the carrying value of DAC and VOBA to reflect changes in the unrealized gains and losses in available-for-sale securities backing UL-type and annuity products, since this impacts the timing of and possible realization of EGPs.

#### *Goodwill*

Goodwill was \$312 at September 30, 2003 or 8.2% as a percentage of stockholders' equity. Effective January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets", which primarily addresses the accounting for goodwill and intangible assets subsequent to their acquisition. Under SFAS 142, we test goodwill for impairment at least on an annual basis. We regularly review the carrying amounts for indications of value impairment, considering financial performance and other relevant factors such

as a significant adverse change in the business or legal climate, an adverse action or assessment by a regulator, or unanticipated competition. Nothing indicated an impairment of goodwill during the first nine months of 2003. When considered impaired, the carrying amounts are required to be written down to a value determined by using a combination of fair value and discounted cash flows.

*Other*

At September 30, 2003 and December 31, 2002, we had reinsurance receivables of \$857 and \$889 and policy loans of \$104 and \$135, which are related to the businesses of JP Financial that are coinsured with Household International (HI), affiliates. HI has provided payment, performance and capital maintenance guarantees with respect to the balances receivable. We regularly evaluate the financial condition of our reinsurers and monitor concentrations of credit risk related to reinsurance activities. We have not suffered any significant credit losses from reinsurance activities in the last three years.

At September 30, 2003, the fair values of the assets related to the defined benefit pension plans were \$344 compared to \$331 at December 31, 2002. The market related values of these assets are projected to be \$402 at December 31, 2003 compared to \$400 at December 31, 2002. Pension expense for the first nine months of 2003 was \$1.7 compared to a benefit of \$1.3 for the same period of 2002 due to increases in the service cost and interest cost components.

**Capital Resources**

*Stockholders' Equity*

The following table shows our capital adequacy.

|  | <b>September 30<br/>2003</b> | <b>December 31<br/>2002</b> |
|--|------------------------------|-----------------------------|
|  | <hr/>                        | <hr/>                       |
| Total assets less separate accounts                            | \$ 30,011                    | \$ 28,824                   |
| Total stockholders' equity                                     | 3,809                        | 3,540                       |
| Ratio of stockholders' equity to assets less separate accounts | 12.7%                        | 12.3%                       |

The ratio of equity to assets less separate accounts has remained relatively constant in recent years. Unrealized gains on all available-for-sale securities, which are included as a component of stockholders' equity, increased \$116 from year-end 2002, reflecting an increase in the bond and equity securities markets.

During the first nine months of 2003, we repurchased 2,500,000 of our common shares at an average cost of \$40.91 per share.

We consider existing capital resources to be more than adequate to support the current level of our business activities.

The Individual Products, AIP and Benefit Partners segments are subject to regulatory constraints. Our insurance subsidiaries have statutory surplus and risk based capital levels well above required levels. These capital levels together with the rating agencies' assessments of our business strategies have enabled our major life insurance affiliates to attain the highest available claims paying ratings by A.M. Best and Standard & Poor's and the second highest rating by Fitch Ratings.

*Short-Term Borrowings and Debt*

We have bank credit agreements for unsecured revolving credit, under which we have the option to borrow at various interest rates. The two agreements currently aggregate \$525 with half available until May of 2004 and half available until May of 2007. The credit agreements principally support our issuance of commercial paper. Outstanding commercial paper has various maturities, with \$156 at September 30, 2003 in excess of 90 days. Maturities can be up to 270 days. If we cannot remarket commercial paper at maturity, we have sufficient liquidity, consisting of the bank credit agreements, liquid assets, such as equity securities, and other resources to retire these obligations. The weighted-average interest rates for commercial paper borrowings outstanding of \$487 and \$453 at September 30, 2003 and December 31, 2002 were 1.10% and 1.44%. The maximum amount outstanding during the first nine months of 2003 was \$529 versus \$455 for the year ended December 31, 2002.

Our commercial paper has retained the highest ratings by Standard & Poor's and Fitch Ratings as detailed in our Form 10-K. A significant drop in these ratings, while not anticipated, could cause us to pay higher rates on commercial paper borrowings or lose access to the commercial paper market.

Our insurance subsidiaries have sold U.S. Treasury obligations and collateralized mortgage obligations under repurchase agreements involving various counterparties, accounted for as financing arrangements. We have used the proceeds to purchase securities with longer durations as an asset/liability management strategy. We also may use repurchase agreements from time to time in lieu of commercial paper borrowings. At September 30, 2003 and December 31, 2002, repurchase agreements, including accrued interest, were \$367 and \$499, which include \$66 and \$244 of repurchase agreements in lieu of commercial paper borrowings. The securities involved had a fair value and amortized cost of \$257 and \$239 at September 30, 2003 versus \$532 and \$493 at December 31, 2002. The maximum principal amounts outstanding were \$597 during the first nine months of 2003 compared to \$636 for the year ended December 31, 2002.

**Liquidity**

We meet liquidity requirements primarily by positive cash flows from operations. We have sufficient overall sources of liquidity to satisfy operating requirements. Primary sources of cash from our insurance operations are premiums, other insurance considerations, receipts for policyholder accounts, investment sales and maturities and investment income. Primary uses of cash for our insurance operations include purchases of investments, payment of insurance benefits, operating expenses, withdrawals from policyholder accounts, costs related to acquiring new business, dividends and income taxes. Primary sources of cash from the Communications operations are revenues from broadcast advertising, and primary uses include payments for commissions, compensation and related costs, sports rights, interest, income taxes and purchases of fixed assets.

Cash provided by operations in the first nine months of 2003 and 2002 was \$467 and \$316. The primary drivers of this increase are a change in realized gains of \$46 and a lower increase in the DAC and VOBA balances of \$41, combined with larger increases in policy reserves, all of which serve as adjustments to cash generated from operations.

Net cash used in investing activities was \$843 and \$1,123 for the first nine months of 2003 and 2002 as lower proceeds from fixed annuity sales have reduced investing activity.

Net cash provided by financing activities was \$358 and \$718 for the first nine months of 2003 and 2002, including net cash inflows of \$700 and \$1,127 from policyholder contract deposits less withdrawals, reflecting the 2002 processing of the premiums received in late 2001 combined with lower annuity contract deposits in 2003. Net cash provided by borrowings decreased in 2003 as funds were used to pay down debt rather than for investing purposes.

In order to meet the parent company's dividend payments, debt servicing obligations and other expenses, we receive dividends from subsidiaries. Subsidiaries paid total cash dividends during the first nine months of \$224 and \$261 in 2003 and 2002. Our life insurance subsidiaries are subject to laws in their states of domicile that limit the amount of dividends that can be paid without the prior approval of the respective state's insurance regulator. The limits are based in part on the prior year's statutory income and capital, which are negatively impacted by bond losses and write-downs. Approval of dividends above these limits will depend upon the circumstances at the time, but we have not experienced problems with state approvals in the past.

Cash and cash equivalents were \$49 and \$67 at September 30, 2003 and December 31, 2002. The parent company and non-regulated subsidiaries held equity and fixed income securities of \$721 and \$424 at these dates. We consider the majority of these securities to be sources of liquidity to support our strategies.

Total debt and equity securities available-for-sale at September 30, 2003 and December 31, 2002 were \$18,123 and \$16,874.

#### *Off Balance Sheet Liabilities and Commitments*

One of our subsidiaries entered into an agreement with an unaffiliated third party to provide for the initial and periodic purchase of the majority of its loans receivable. This agreement is renewable on an annual basis and the amount of loans involved continues to decline. If the agreement is not renewed, we can issue debt to fund the amounts or terminate the entire program. The amount of loans outstanding at September 30, 2003 was \$10 compared to \$16 at December 31, 2002. We have no other off balance sheet arrangements of a financing nature.

JPCC has commitments for purchases of syndicated television programming and commitments on other contracts and future sports programming rights of approximately \$408 as of September 30, 2003, payable through the year 2011. We have commitments to sell a portion of the sports programming rights to other entities for \$245 over the same period. These commitments are not reflected as an asset or liability in the accompanying consolidated balance sheet because the programs are not currently available for use. We expect advertising revenues that are sold on an annual basis to fund the purchase commitments.

We routinely enter into commitments to extend credit in the form of mortgage loans and to purchase certain debt instruments in private placement transactions for our investment portfolio. The fair value of such outstanding commitments as of September 30, 2003 and December 31, 2002 approximated \$160 and \$73. These commitments will be funded through cash flows from operations and investment maturities.

**Investments***Portfolio Description*

Our strategy for managing the investment portfolio of our insurance subsidiaries is to consistently meet pricing assumptions while appropriately managing credit risk. We invest for the long term, and most of our investments are held until they mature. Our investment portfolio includes primarily fixed income securities and commercial mortgage loans. The nature and quality of investments our insurance subsidiaries hold must comply with state regulatory requirements. We have established a formal investment policy, which describes our overall quality and diversification objectives and limits.

The following table shows the carrying values of our invested assets. Approximately 85% of our portfolio has been designated as available-for-sale (AFS) and is carried on the balance sheet at fair value. We determine fair values of our securities, including securities not actively traded, using the methodology described in the Critical Accounting Policies section above. Changes in fair values of AFS securities are reflected in other comprehensive income. The remainder of our portfolio has been designated as held-to-maturity (HTM). As prescribed by generally accepted accounting principles, HTM securities are carried at amortized cost, and accordingly there will be a difference between fair value and carrying value for HTM securities.

|                                 | <b>September 30<br/>2003</b> |               | <b>December 31<br/>2002</b> |               |
|---------------------------------|------------------------------|---------------|-----------------------------|---------------|
|                                 | \$                           | %             | \$                          | %             |
| Publicly-issued bonds           | \$ 15,680                    | 61.7%         | \$ 15,239                   | 62.6%         |
| Privately-placed bonds          | 4,542                        | 17.9          | 4,238                       | 17.4          |
| Subtotal bonds                  | 20,222                       | 79.6          | 19,477                      | 80.0          |
| Redeemable preferred stock      | 21                           | 0.1           | 24                          | 0.1           |
| Subtotal debt securities        | 20,243                       | 79.7          | 19,501                      | 80.1          |
| Mortgage loans on real property | 3,347                        | 13.2          | 3,294                       | 13.5          |
| Common stock                    | 712                          | 2.8           | 407                         | 1.7           |
| Non-redeemable preferred stock  | 2                            | 0.0           | 2                           | 0.0           |
| Policy loans                    | 873                          | 3.5           | 909                         | 3.7           |
| Real estate                     | 132                          | 0.5           | 133                         | 0.6           |
| Other                           | 34                           | 0.1           | 33                          | 0.1           |
| Cash and equivalents            | 49                           | 0.2           | 67                          | 0.3           |
| <b>Total</b>                    | <b>\$ 25,392</b>             | <b>100.0%</b> | <b>\$ 24,346</b>            | <b>100.0%</b> |

The table above reflects the investment of \$250 in common stocks in the first half of 2003 by our non-insurance subsidiaries, which we view as attractive for capital appreciation as well as dividend yields.

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### *Credit Risk Management and Impairment Review*

Our internal guidelines require an average quality of an S&P or equivalent rating of A or higher for the entire bond portfolio. At September 30, 2003 the average quality rating of our bond portfolio was A. We monitor the overall credit quality of our portfolio within internal investment guidelines. This table describes our debt security portfolio by credit rating at September 30, 2003.

| SVO<br>Rating | S&P or<br>Equivalent<br>Designation | Amortized<br>Cost | Fair<br>Value | Carrying<br>Value | % of<br>Carrying<br>Value |
|---------------|-------------------------------------|-------------------|---------------|-------------------|---------------------------|
| 1             | AAA                                 | \$ 3,884          | \$ 4,102      | \$ 4,098          | 20.2%                     |
| 1             | AA                                  | 1,633             | 1,771         | 1,756             | 8.7                       |
| 1             | A                                   | 5,662             | 6,107         | 6,013             | 29.7                      |
| 2             | BBB                                 | 6,527             | 7,016         | 6,916             | 34.2                      |
| 3             | BB                                  | 721               | 725           | 728               | 3.6                       |
| 4             | B                                   | 492               | 477           | 479               | 2.4                       |
| 5             | CCC and lower                       | 200               | 182           | 185               | 0.9                       |
| 6             | In or near default                  | 65                | 64            | 68                | 0.3                       |
| Total         |                                     | \$19,184          | \$20,444      | \$20,243          | 100.0%                    |

Limiting our bond exposure to any one creditor is another way we manage credit risk. The following table lists our ten largest exposures to an individual creditor in our bond portfolio as of September 30, 2003. As noted above, the carrying values in the following tables are stated at fair value for AFS securities and amortized cost for HTM securities.

| Creditor                     | Sector                 | Carrying<br>Value |
|------------------------------|------------------------|-------------------|
| General Electric             | Capital Goods          | \$ 103            |
| HSBC Holdings PLC            | Financial Institutions | 90                |
| Bank of America              | Financial Institutions | 90                |
| U S Bancorp                  | Financial Institutions | 88                |
| National Rural Utilities     | Utilities              | 88                |
| Wells Fargo                  | Financial Institutions | 88                |
| Verizon Communications       | Communications         | 87                |
| Citigroup                    | Financial Institutions | 87                |
| Scana                        | Utilities              | 86                |
| Burlington Northern Santa Fe | Transportation         | 85                |

As noted above, credit risk is inherent in our bond portfolio. We manage this risk through a structured approach in which we assess the effects of the changing economic landscape. We devote a significant amount of effort of both highly specialized, well-trained internal resources and external experts in our approach to managing credit risk.



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To identify potentially distressed securities, we first screen for all securities that have a fair value to amortized cost ratio of less than 80%. As part of this identification process, management must make assumptions and judgments using the following information:

current fair value of the security compared to amortized cost

length of time the fair value has been below amortized cost

industry factors or conditions related to a geographic area that are negatively affecting the security

downgrades by a rating agency

past due interest or principal payments or other violation of covenants

deterioration of the overall financial condition of the specific issuer

In analyzing securities for other-than-temporary impairments, we then pay special attention to securities that have been potentially distressed for a period greater than nine months. We assume that, absent reliable contradictory evidence, a security that is potentially distressed for a continuous period greater than twelve months has incurred an other-than-temporary impairment. Such reliable contradictory evidence might include, among other factors, a liquidation analysis performed by our investment professionals and consultants, improving financial performance or valuation of underlying assets specifically pledged to support the credit.

When we identify a security as potentially impaired, we add it to our potentially distressed security list and determine if the impairment is other than temporary. Various committees comprised of senior management and investment analysts intensively review the potentially distressed security list to determine if a security is deemed to be other than temporarily impaired. In this review, we consider the following criteria:

fundamental analysis of the liquidity and financial condition of the specific issuer

underlying valuation of assets specifically pledged to support the credit

time period in which the fair value has been significantly below amortized cost

industry sector or geographic area applicable to the specific issuer

our ability and intent to retain the investment for a sufficient time to recover its value

When this intensive review determines that the decline is other than temporary, the security is written down to fair value through a charge to realized investment gains and losses. We adjust the amortized cost for both AFS and HTM securities that have experienced other-than-temporary impairments to reflect fair value at the time of the impairment. We consider factors that lead to an other-than-temporary impairment of a particular security in order to determine whether these conditions have impacted other similar securities.

### *Below Investment Grade Securities*

We monitor those securities that are rated below investment grade as to individual exposures and in comparison to the entire portfolio, as an additional credit risk management strategy.

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The following table shows the ten largest below investment grade debt security exposures by individual creditor at September 30, 2003.

| Creditor                | Sector                | Amortized Cost | Carrying Value | Gross Unrealized Gain/(Loss) |
|-------------------------|-----------------------|----------------|----------------|------------------------------|
| El Paso                 | Utilities             | \$ 61          | \$ 56          | \$ (6)                       |
| Rite Aid                | Consumer Cyclical     | 49             | 44             | (4)                          |
| Ahold, Royal            | Consumer Non Cyclical | 40             | 42             | 2                            |
| Thomas & Betts Company  | Technology            | 36             | 36             | 1                            |
| Qwest Communications    | Communications        | 35             | 33             | (2)                          |
| Intertape Polymer Group | Capital Goods         | 35             | 33             | (1)                          |
| Williams Companies      | Utilities             | 26             | 26             | 1                            |
| Homer City Funding LLC  | Utilities             | 25             | 26             | 1                            |
| Delta Airlines          | Transportation        | 29             | 24             | (6)                          |
| Allied Waste N America  | Capital Goods         | 25             | 24             | (1)                          |

Bonds of these creditors that are investment grade are not included in these values. Securities of some of these creditors are also on the potentially distressed security list and are subject to additional analysis for other-than-temporary impairment.

At September 30, 2003 and December 31, 2002, below investment grade bonds were \$1,460 or 7.2% and \$1,287 or 6.6% of the carrying value of the bond portfolio.

*Unrealized Gains and Losses*

The majority of our unrealized gains and losses can be attributed to changes in interest rates and market changes in credit spreads, which have caused temporary price fluctuations. However, within the specific bonds with unrealized losses, we further stratify and analyze them as discussed above to determine if the unrealized loss is other than temporary.

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The following table summarizes by category the unrealized gains and losses in our entire securities portfolios, including common stock and redeemable preferred stock, as of September 30, 2003.

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value   | Carrying<br>Value |
|--|-------------------|------------------------------|-------------------------------|-----------------|-------------------|
| Available-for-sale, carried at fair value:   |                   |                              |                               |                 |                   |
| US Treasury obligations and direct obligations of US Government agencies                             | \$ 247            | \$ 25                        | \$                            | \$ 272          | \$ 272            |
| Federal agency mortgage backed securities (including collateralized mortgage obligations)            | 2,425             | 136                          | (4)                           | 2,557           | 2,557             |
| Obligations of states and political subdivisions   | 98                | 4                            |                               | 102             | 102               |
| Corporate obligations  | 12,531            | 948                          | (105)                         | 13,374          | 13,374            |
| Corporate private-labeled mortgage backed securities (including collateralized mortgage obligations) | 1,029             | 57                           | (3)                           | 1,083           | 1,083             |
| Redeemable preferred stock   | 20                | 1                            |                               | 21              | 21                |
|  | <u>16,350</u>     | <u>1,171</u>                 | <u>(112)</u>                  | <u>17,409</u>   | <u>17,409</u>     |
| Subtotal, debt securities  | 16,350            | 1,171                        | (112)                         | 17,409          | 17,409            |
| Non-redeemable preferred stock   | 2                 |                              |                               | 2               | 2                 |
| Common stock   | 302               | 415                          | (5)                           | 712             | 712               |
|  | <u>16,654</u>     | <u>1,586</u>                 | <u>(117)</u>                  | <u>18,123</u>   | <u>18,123</u>     |
| Securities available-for-sale  |                   |                              |                               |                 |                   |
|  | <u>16,654</u>     | <u>1,586</u>                 | <u>(117)</u>                  | <u>18,123</u>   | <u>18,123</u>     |
| Held-to-maturity, carried at amortized cost:   |                   |                              |                               |                 |                   |
| Obligations of state and political subdivisions  | 7                 | 2                            |                               | 9               | 7                 |
| Corporate obligations  | 2,827             | 221                          | (22)                          | 3,026           | 2,827             |
|  | <u>2,834</u>      | <u>223</u>                   | <u>(22)</u>                   | <u>3,035</u>    | <u>2,834</u>      |
| Debt securities held-to-maturity   | 2,834             | 223                          | (22)                          | 3,035           | 2,834             |
|  | <u>2,834</u>      | <u>223</u>                   | <u>(22)</u>                   | <u>3,035</u>    | <u>2,834</u>      |
| Total AFS and HTM securities   | <u>\$19,488</u>   | <u>\$1,809</u>               | <u>\$(139)</u>                | <u>\$21,158</u> | <u>\$20,957</u>   |

These unrealized gains and losses do not necessarily represent future gains or losses that we will realize. Changing conditions related to specific bonds, overall market interest rates or credit spreads as well as our decisions concerning the timing of any sales may impact values we ultimately realize. Gross unrealized gains and losses at December 31, 2002 were \$1,716 and \$(290).

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The following table shows the diversification of unrealized gains and losses for our debt securities portfolio across industry sectors as of September 30, 2003:

|  | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value    | Carrying<br>Value |
|--|-------------------|------------------------------|-------------------------------|------------------|-------------------|
| <b>Industrials</b>   |                   |                              |                               |                  |                   |
| Basic Materials  | \$ 883            | \$ 58                        | \$ (10)                       | \$ 931           | \$ 922            |
| Capital Goods  | 1,294             | 91                           | (10)                          | 1,375            | 1,353             |
| Communications   | 1,096             | 89                           | (8)                           | 1,177            | 1,157             |
| Consumer Cyclical  | 947               | 70                           | (13)                          | 1,004            | 987               |
| Consumer Non-Cyclical  | 1,833             | 145                          | (6)                           | 1,972            | 1,944             |
| Energy   | 1,045             | 78                           | (2)                           | 1,121            | 1,113             |
| Technology   | 359               | 9                            | (6)                           | 362              | 361               |
| Transportation   | 737               | 70                           | (21)                          | 786              | 776               |
| Other Industrials  | 805               | 53                           | (1)                           | 857              | 853               |
| Utilities  | 3,204             | 251                          | (30)                          | 3,425            | 3,381             |
| <b>Financials</b>  |                   |                              |                               |                  |                   |
| Banks  | 1,826             | 169                          | (12)                          | 1,983            | 1,958             |
| Insurance  | 425               | 27                           | (2)                           | 450              | 446               |
| Other Financials   | 1,276             | 91                           | (6)                           | 1,361            | 1,352             |
| Mortgage Backed Securities (including<br>Commercial Mortgage Backed<br>Securities) | 3,454             | 193                          | (7)                           | 3,640            | 3,640             |
| <b>Total</b>   | <b>\$ 19,184</b>  | <b>\$ 1,394</b>              | <b>\$(134)</b>                | <b>\$ 20,444</b> | <b>\$ 20,243</b>  |

We monitor unrealized losses through further analysis according to maturity date, credit quality, individual creditor exposure and the length of time the individual security has continuously been in an unrealized loss position.

The following table shows the maturity date distribution of our debt securities in an unrealized loss position at September 30, 2003. The fair values of these securities could fluctuate over the respective periods to maturity or sale.

|   | Amortized<br>Cost | Fair<br>Value   | Gross<br>Unrealized<br>Losses | Carrying<br>Value |
|---|-------------------|-----------------|-------------------------------|-------------------|
| Due in one year or less                   | \$ 6              | \$ 3            | \$ (3)                        | \$ 3              |
| Due after one year through five years     | 403               | 380             | (23)                          | 387               |
| Due after five years through ten years    | 860               | 830             | (30)                          | 836               |
| Due after ten years through twenty years  | 837               | 781             | (56)                          | 789               |
| Due after twenty years                    | 255               | 239             | (16)                          | 240               |
| Amounts not due at a single maturity date | 67                | 61              | (6)                           | 61                |
| <b>Subtotal</b>                           | <b>2,428</b>      | <b>2,294</b>    | <b>(134)</b>                  | <b>2,316</b>      |
| Redeemable preferred stocks               | 4                 | 4               |                               | 4                 |
| <b>Total</b>                              | <b>\$ 2,432</b>   | <b>\$ 2,298</b> | <b>\$ (134)</b>               | <b>\$ 2,320</b>   |



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The following table shows the credit quality of our debt securities with unrealized losses at September 30, 2003.

| SVO Rating | S&P or Equivalent Designation | Amortized Cost | Fair Value | % of Fair Value | Gross Unrealized Losses | % of Gross Unrealized Losses | Carrying Value |
|------------|-------------------------------|----------------|------------|-----------------|-------------------------|------------------------------|----------------|
| 1          | AAA/AA/A                      | \$ 952         | \$ 914     | 39.8%           | \$ (38)                 | 28.4%                        | \$ 916         |
| 2          | BBB                           | 761            | 732        | 31.8            | (29)                    | 21.6                         | 737            |
| 3          | BB                            | 245            | 225        | 9.8             | (20)                    | 14.9                         | 231            |
| 4          | BB                            | 284            | 259        | 11.3            | (25)                    | 18.7                         | 262            |
| 5          | CCC and lower                 | 162            | 143        | 6.2             | (19)                    | 14.2                         | 146            |
| 6          | In or near default            | 28             | 25         | 1.1             | (3)                     | 2.2                          | 28             |
| Total      |                               | \$2,432        | \$2,298    | 100.0%          | \$ (134)                | 100.0%                       | \$2,320        |

In prior periods, we have presented a table showing bonds of individual issuers that have unrealized losses of \$10 or greater. At September 30, 2003 we held no bonds that met this criteria.

The following table shows the length of time that individual debt securities have been in a continuous unrealized loss position.

|                    | Fair Value | Gross Unrealized Losses | % of Gross Unrealized Losses | Carrying Value |
|--------------------|------------|-------------------------|------------------------------|----------------|
| More than 1 year   | \$ 669     | \$ (81)                 | 60.4%                        | \$ 682         |
| 6 months 1 year    | 245        | (15)                    | 11.2                         | 250            |
| Less than 6 months | 1,384      | (38)                    | 28.4                         | 1,388          |
| Total              | \$2,298    | \$(134)                 | 100.0%                       | \$2,320        |

As we described previously, we pay particular attention to those securities with unrealized losses that we have identified as potentially impaired and include them in our potentially distressed securities list. Of the \$134 gross unrealized losses in the table above, approximately \$17 was included in our potentially distressed securities list. The length of time that securities have continuously remained on our potentially distressed securities listing is summarized as follows:

|                    | Fair Value | Gross Unrealized Losses | % of Gross Unrealized Losses | Carrying Value |
|--------------------|------------|-------------------------|------------------------------|----------------|
| More than 1 year   | \$14       | \$ (5)                  | 29.4%                        | \$ 14          |
| 6 months 1 year    | 17         | (7)                     | 41.2                         | 17             |
| Less than 6 months | 13         | (5)                     | 29.4                         | 17             |
| Total              | \$44       | \$(17)                  | 100.0%                       | \$ 48          |

Information about unrealized gains and losses is subject to rapidly changing conditions. Securities with unrealized gains and losses will fluctuate, as will those securities that we have identified as potentially distressed. We consider all of the factors discussed earlier when we determine if an unrealized loss is other than temporary, including our ability and intent to hold the security until the value recovers. Our current

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evaluation of other-than-temporary impairments reflects our positive intent to hold certain securities until maturity. However, we may subsequently decide to sell certain of these securities in future periods within the overall context of our portfolio management

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strategies. If we make the decision to dispose of a security with an unrealized loss, we write down the security to its fair value if we have not sold it by the end of the reporting period.

### *Realized Losses Write Downs and Sales*

Realized losses are comprised of both write downs on other-than-temporary impairments and actual sales of securities. For the 2003 quarter and nine months, we had other-than-temporary impairments on bonds of \$15 and \$56 as compared to \$50 and \$103 for the 2002 periods. We had no individual impairments in excess of \$10 for the third quarter of 2003.

For the third quarter and first nine months of 2003, we incurred net losses of \$13 and \$18 on actual sales of securities as discussed in the Corporate and Other section.

### *Mortgage Backed Securities*

Mortgage backed securities (including Commercial Mortgage Backed Securities), all of which are included in debt securities available-for-sale, were as follows:

|  | September<br>30,<br>2003 | December<br>31,<br>2002 |
|--|--------------------------|-------------------------|
| Federal agency issued mortgage backed securities     | \$ 2,557                 | \$ 3,449                |
| Corporate private-labeled mortgage backed securities | 1,083                    | 1,938                   |
| Total  | \$ 3,640                 | \$ 5,387                |

Our investment strategy with respect to our mortgage backed securities (MBS) portfolio focuses on actively traded issues with less volatile cash flows. The majority of the MBS holdings are sequential and planned amortization class tranches of federal agency issuers. The MBS portfolio has been constructed with underlying mortgage collateral characteristics and structure in order to mitigate cash flow volatility over a range of interest rates.

Because of the steep decline in interest rates to record lows, the mortgage market experienced record levels of refinancings in 2002, and the structural protection of our MBS portfolio eroded. During 2003, we continued to experience prepayments on our MBS portfolio. Our MBS portfolio is primarily a discount portfolio; therefore, prepayments accelerate the accretion of discount into income. The excess accretion of discount increased investment income in the third quarter and first nine months of 2003 by \$16.3 and \$34.9 compared to \$2.8 and \$13.4 for the same periods of 2002, on a pre-tax basis. These repayments are reinvested at yields that are lower than our current portfolio yields, producing less investment income going forward. As mentioned earlier, the mortgage backed security portfolio was reduced by \$775 during the quarter and the proceeds were primarily reinvested in investment grade corporate bonds.

### *Mortgage Loans*

We record mortgage loans on real property net of an allowance for credit losses. This allowance includes both reserve amounts for specific loans that are believed to be at a higher risk of becoming impaired in the near future, and a general reserve that is calculated by review of historical industry loan loss statistics. We consider future cash flows and the probability of payment when we calculate our specific loan loss reserve. At September 30, 2003 and December 31, 2002, our allowance for mortgage loan credit losses was \$35 and \$36.



*Derivative Instruments*

Our guidelines permit use of derivative financial instruments such as futures contracts and interest rate swaps in conjunction with specific direct investments. Our actual use of derivatives through September 30, 2003 has been limited to managing well-defined interest rate risks. Interest rate swaps utilized in our asset/liability management strategy with a current notional value of \$324 and \$278 were open as of September 30, 2003 and December 31, 2002. During 2002, we began using interest rate swaps to hedge prospective bond purchases to back deposits on certain annuity contracts. This hedging strategy protects the spread between the annuity crediting rate offered at the time the annuities are sold and the income that will eventually be earned on bonds that will back annuity contracts issued. These interest rate contracts are generally terminated within a month. We also purchase S&P 500 Index® options in association with our current sales of equity indexed annuities. The reinsurance agreement on previously issued equity indexed annuities remains in existence.

**Market Risk Exposure**

We believe that the amounts shown in Form 10-K with respect to interest rates, changes in spreads over U.S. Treasuries on new investment opportunities, changes in the yield curve, and equity price risks continue to be representative. As of September 30, 2003, 10 year U.S. Treasury rates had increased 13 basis points to 3.94% since December 31, 2002. See further discussion in our Form 10-K regarding the impacts that a changing interest rate environment has on our financial position and earnings.

**External Trends and Forward Looking Information**

With respect to external trends, general economic conditions, interest rate risks, credit risks, environmental liabilities and the legal environment, see management's comments in our Form 10-K.

*Forward Looking Information*

You should note that this document and our other SEC filings reflect information that we believe was accurate as of the date the respective materials were made publicly available. They do not reflect later developments.

As a matter of policy, we do not normally make projections or forecasts of future events or our performance. When we do, we rely on a safe harbor provided by the Private Securities Litigation Reform Act of 1995 for statements that are not historical facts, called forward looking statements. These may include statements relating to our future actions, sales and product development efforts, expenses, the outcome of contingencies such as legal proceedings, or financial performance.

Certain information in our SEC filings and in any other written or oral statements made by us or on our behalf, involves forward looking statements. We have used appropriate care in developing this information, but any forward looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties that could significantly affect our actual results. These risks and uncertainties include among others, general economic conditions (including the uncertainty as to the depth and duration of the economic slowdown and the rate at which the economy recovers), the impact on the economy from any further terrorist

activities or US military engagements, and interest rate levels, changes and fluctuations, all of which can impact our sales, investment portfolios, and earnings; competitive factors, including pricing pressures, technological developments, new product offerings and the emergence of new competitors; changes in federal and state taxes (including recent or future changes as to dividends, capital gains, retirement savings, and estate taxes); changes in the regulation of the financial services industry; or changes in other laws and regulations and their impact; and the various risks discussed earlier.

We undertake no obligation to publicly correct or update any forward looking statements, whether as a result of new information, future developments or otherwise. You are advised, however, to consult any further disclosures we make on related subjects in our press releases and filings with the SEC. In particular, you should read the discussion in the section entitled External Trends and Forward Looking Information, and other sections it may reference, in our most recent 10-K report as it may be updated in our subsequent 10-Q and 8-K reports. This discussion covers certain risks, uncertainties and possibly inaccurate assumptions that could cause our actual results to differ materially from expected and historical results. Other factors besides those listed there could also adversely affect our performance.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Information under the heading "Market Risk Exposures" in Management's Discussion and Analysis of Financial Condition and Results of Operations is incorporated herein by reference.

**Item 4. Controls and Procedures**

- (a) We carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer (CEO) and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures pursuant to Securities Exchange Act of 1934 (Act) Rule 13a-15. Based on that evaluation, our management, including our CEO and CFO, concluded, as of the end of the period covered by this report, that our disclosure controls and procedures were effective. Disclosure controls and procedures include controls and procedures designed to ensure that management, including our CEO and CFO, is alerted to material information required to be disclosed in our filings under the Act so as to allow timely decisions regarding our disclosures. In designing and evaluating disclosure controls and procedures, we recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, as ours are designed to do.
- (b) There have been no changes in our internal controls over financial reporting identified in connection with the evaluation described in the above paragraph that occurred during the third quarter 2003 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings**

There have been no material developments in the proceedings described in Item 3 of Form 10-K, except for a settlement approved by the court on June 17, 2003 for a proposed class action suit alleging that policy illustrations were misleading to consumers. In agreeing to settle, the life company has denied any wrongdoing but believes that the settlement provides benefits to the policyholder class and to the life company by resolving and eliminating the need for corporate resources to be spent on a lawsuit that has been pending for seven years. There are no new material proceedings to report here.

**Item 6. Exhibits and Reports on Form 8-K**

(a) Exhibits. See Exhibit Index on page 44.

(b) Reports on Form 8-K since the second quarter 2003:

1. July 29, 2003 - a Form 8-K furnished under items 7 and 9 (for item 12) the press release reporting financial results for the second quarter of 2003.
2. October 27, 2003 - a Form 8-K furnished under items 7 and 9 (for item 12) the press release reporting financial results for the third quarter of 2003.

**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.

JEFFERSON-PILOT CORPORATION

By (Signature) /s/Theresa M. Stone  
(Name and Title) Theresa M. Stone, Executive Vice President,  
Chief Financial Officer and Treasurer

Date November 14, 2003

By (Signature) /s/Reggie D. Adamson  
(Name and Title) Reggie D. Adamson, Senior Vice President - Finance  
Principal Accounting Officer

Date November 14, 2003

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 31(i)                 | Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                         |
| 31(ii)                | Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.                         |
| 32                    | Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |